



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

DRAFT RED HERRING PROSPECTUS

Dated November 19, 2024

Please read section 32 of the Companies Act, 2013

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

100% Book Built Issue



BELRISE INDUSTRIES LIMITED

(formerly known as Badve Engineering Limited)

Corporate Identity Number: U73100MH1996PLC102827

| REGISTERED OFFICE | CORPORATE OFFICE | CONTACT PERSON | EMAIL AND TELEPHONE | WEBSITE |
|--|---|---|--|--|
| Plot No D-39 MIDC Area Waluj Aurangabad 431133, Maharashtra, India | Office No. 501 and 502, Fifth Floor, Cello Platina, Shivaji Nagar, Fergusson College Road, Pune 411106 Maharashtra, India | Manish Kumar <i>Company Secretary and Compliance Officer</i> | E-mail: complianceofficer@belriseindustries.com Telephone: +91(0240) 2551206 | www.belriseindustries.com |

OUR PROMOTERS: SHRIKANT SHANKAR BADVE, SUPRIYA SHRIKANT BADVE AND SUMEDH SHRIKANT BADVE

DETAILS OF THE ISSUE TO PUBLIC

| TYPE | FRESH ISSUE SIZE*** | OFFER FOR SALE SIZE | TOTAL ISSUE SIZE | ELIGIBILITY AND SHARE RESERVATION AMONG QIBS, NIIS, RIIS |
|-------------|---|---------------------|---|---|
| Fresh Issue | Up to [●] Equity Shares of face value of ₹ 5 each aggregating up to ₹ 21,500.00 million | Not applicable | Up to [●] Equity Shares aggregating up to ₹ 21,500.00 million | The Issue is being made pursuant to Regulation 6(1) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ SEBI ICDR Regulations ”). For further details, see “ <i>Other Regulatory and Statutory Disclosures – Eligibility for the Issue</i> ” on page 414. For details in relation to share reservation among Qualified Institutional Buyers, Non-Institutional Investors, Retail Individual Investors, see “ <i>Issue Structure</i> ” on page 437. |

RISKS 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. The face value of the Equity Shares is ₹5. The Floor Price, Cap Price and Issue Price as determined by our Company, in consultation with the Book Running Lead Managers, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under “*Basis for Issue Price*” on page 127, should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the 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 in the Issue have not been recommended or approved by the Securities and Exchange Board of India (“**SEBI**”), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to “*Risk Factors*” on page 34.





ISSUER’S ABSOLUTE RESPONSIBILITY

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


LISTING

The Equity Shares that will be offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges, being the BSE Limited (“BSE”) and the National Stock Exchange of India Limited (“NSE”, and together with BSE, the “Stock Exchanges”). For the purposes of the Issue, the Designated Stock Exchange shall be NSE.

BOOK RUNNING LEAD MANAGERS

| Name of the BRLM and logo | Contact Person(s) | Email and Telephone |
|---|-----------------------------------|---|
|  Axis Capital Limited | Harish Patel | E-mail: belrise.ipo@axiscap.in Telephone: +91 22 4325 2183 |
|  HSBC Securities and Capital Markets (India) Private Limited | Rishi Tiwari | E-mail: belriseipo@hsbc.co.in Telephone: +91 22 6864 1289 |
|  Jefferies India Private Limited | Suhani Bhareja | E- mail: Belrise.IPO@jefferies.com Telephone: +91 22 4356 6000 |
|  SBI Capital Markets Limited | Raghavendra Bhat/Aditya Deshpande | E- mail: belrise.ipo@sbicaps.com Telephone: +91 22 4006 9807 |

REGISTRAR TO THE ISSUE

| Name of the Registrar | Contact Person | Email and Telephone |
|---|----------------------|--|
|  Link Intime India Private Limited | Shanti Gopalkrishnan | E-mail: belriseindustries.ipo@linkintime.co.in Telephone: +91 81081 14949 |

BID/ISSUE PERIOD

| ANCHOR INVESTOR BIDDING DATE* | [●] | BID/ISSUE OPENS ON* | [●] | BID/ISSUE CLOSES ON** | [●]*** |
|-------------------------------|-----|---------------------|-----|-----------------------|--------|
|-------------------------------|-----|---------------------|-----|-----------------------|--------|

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

** Our Company may, in consultation with the Book Running Lead Managers, 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.

***Our Company, in consultation with the BRLMs, may consider issue of specified securities, as may be permitted under the applicable law, aggregating up to ₹ 4,300 million prior to filing of the Red Herring Prospectus with the RoC (“Pre-IPO Placement”). The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Issue, subject to compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (“SCRR”). The Pre-IPO Placement shall not exceed 20% of the size of the Issue. Prior to the completion of the Issue, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Issue or the Issue may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and Prospectus.

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



BELRISE INDUSTRIES LIMITED
(formerly known as Badve Engineering Limited)

Our Company was incorporated as "Badve Engineering Private Limited", a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated September 25, 1996, issued by the Additional Registrar of Companies, Maharashtra at Mumbai. Thereafter, our Company was converted into a public limited company pursuant to a special resolution passed by our Shareholders on January 7, 2008, and consequently, the name of our Company was changed to "Badve Engineering Limited" and a fresh certificate of incorporation dated February 18, 2008, was issued by the Deputy Registrar of Companies, Maharashtra at Mumbai. The name of our Company was again changed to "Belrise Industries Limited" pursuant to the Board resolution dated August 12, 2022 and a special resolution passed by our Shareholders on August 23, 2022, and a fresh certificate of incorporation dated August 29, 2022, was issued by the Registrar of Companies, Maharashtra at Mumbai ("RoC"). For further details in relation to changes in our name and the address of our registered office of our Company, see "History and Certain Corporate Matters" on page 259.

Registered Office: Plot No D-39 MIDC Area Waluj Aurangabad 431133, Maharashtra, India;

Corporate Office: Office No. 501 and 502, Fifth Floor, Cello Platina, Shivaji Nagar, Fergusson College Road, Pune 411005 Maharashtra, India

Telephone: +91 (240) 2551206, (240) 2555186, (240) 2555187

Contact Person: Manish Kumar, Company Secretary and Compliance Officer;

Telephone: +91 (240) 2551206; **E-mail:** complianceofficer@belriseindustries.com; **Website:** www.belriseindustries.com

Corporate Identity Number: U73100MH1996PLC102827

OUR PROMOTER: SHRIKANT SHANKAR BADVE, SUPRIYA SHRIKANT BADVE AND SUMEDH SHRIKANT BADVE

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹5 EACH ("EQUITY SHARES") OF BELRISE INDUSTRIES LIMITED (THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) ("ISSUE PRICE") AGGREGATING UP TO ₹ 21,500.00 MILLION ("ISSUE").

THE COMPANY MAY, IN CONSULTATION WITH THE BRLMS, CONSIDER A PRE-IPO PLACEMENT OF SPECIFIED SECURITIES, AS MAY BE PERMITTED UNDER THE APPLICABLE LAW, AGGREGATING UP TO ₹ 4,300.00 MILLION, PRIOR TO FILING OF THE RED HERRING PROSPECTUS WITH THE ROC. THE PRE-IPO PLACEMENT, IF UNDERTAKEN, WILL BE AT A PRICE TO BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BRLMS. IF THE PRE-IPO PLACEMENT IS COMPLETED, THE AMOUNT RAISED PURSUANT TO THE PRE-IPO PLACEMENT WILL BE REDUCED FROM THE GENERAL CORPORATE PURPOSES PORTION OF THE ISSUE, SUBJECT TO COMPLIANCE WITH RULE 19(2)(B) OF THE SECURITIES CONTRACTS (REGULATION) RULES, 1957, AS AMENDED. THE PRE-IPO PLACEMENT, IF UNDERTAKEN, SHALL NOT EXCEED 20% OF THE SIZE OF THE ISSUE. PRIOR TO THE COMPLETION OF THE ISSUE, OUR COMPANY SHALL APPROPRIATELY INTIMATE THE SUBSCRIBERS TO THE PRE-IPO PLACEMENT, PRIOR TO ALLOTMENT PURSUANT TO THE PRE-IPO PLACEMENT, THAT THERE IS NO GUARANTEE THAT OUR COMPANY WILL PROCEED WITH THE ISSUE OR THE ISSUE WILL BE SUCCESSFUL AND RESULT IN LISTING OF THE EQUITY SHARES ON THE STOCK EXCHANGES. FURTHER, RELEVANT DISCLOSURES IN RELATION TO SUCH INTIMATION TO THE SUBSCRIBERS TO THE PRE-IPO PLACEMENT (IF UNDERTAKEN) SHALL BE APPROPRIATELY MADE IN THE RELEVANT SECTIONS OF THE RED HERRING PROSPECTUS AND PROSPECTUS.

THE FACE VALUE OF EQUITY SHARES IS ₹ 5 EACH. THE ISSUE PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND, THE MINIMUM BID LOT, IF ANY WILL BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS, AND WILL BE ADVERTISED IN ALL EDITIONS OF [●], AN ENGLISH NATIONAL DAILY NEWSPAPER, ALL EDITIONS OF [●], A HINDI NATIONAL DAILY NEWSPAPER AND ALL EDITIONS OF [●], A MARATHI NATIONAL DAILY NEWSPAPER (MARATHI BEING THE REGIONAL LANGUAGE OF MAHARASHTRA, EACH WITH WIDE CIRCULATION, 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 IN ACCORDANCE WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 ("SEBI ICDR REGULATIONS")

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, in consultation of the BRLMs, may for reasons to be recorded in writing, extend the Bid/Issue Period for a minimum of one Working Day, subject to the Bid/Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the respective websites of the Book Running Lead Managers and at the terminals of the Syndicate Members and by intimation to Self-Certified Syndicate Banks ("SCSBs"), other Designated Intermediaries and the Sponsor Bank(s), as applicable.

The Issue is being made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "SCRR") read with Regulation 31 of the SEBI ICDR Regulations and in compliance with Regulation 6(1) of the SEBI ICDR Regulations, through the Book Building Process, wherein not more than 50% of the Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs, and such portion, the "QIB Portion"), provided that our Company, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("Anchor Investor Portion"), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds ("Mutual Funds Portion") at or above the Price at which allocation is made to Anchor Investors ("Anchor Investor Allocation Price"). In the event of undersubscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion (other than Anchor Investor Portion) ("Net QIB Portion"). Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, subject to valid Bids being received at or above the Issue Price, and the remainder of the Net 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. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Issue shall be available for allocation to Non-Institutional Bidders ("NIBs") out of which (a) one-third of such portion shall be reserved for Bidders with application size of more than ₹0.20 million and up to ₹ 1.00 million; and (b) two-thirds of such portion shall be reserved for Bidders with application size of more than ₹ 1.00 million, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders and not less than 35% of the Issue shall be available for allocation to Retail Individual Bidders ("Retail Portion") in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. All potential Bidders (except Anchor Investors) are required to mandatorily utilise the Application Supported by Blocked Amount ("ASBA") process providing details of their respective ASBA Accounts (as defined hereinafter), and UPI ID in case of UPI Bidders (as defined hereinafter) using the UPI Mechanism, if applicable, in which the corresponding Bid Amounts will be blocked by the SCSBs or under the Sponsor Banks, as the case may be. Anchor Investors are not permitted to participate in the Issue through the ASBA process. For details, see "Issue Procedure" on page 441.

RISKS 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. The face value of each Equity Share is ₹5. The Floor Price, Cap Price and Issue Price (determined by our Company in consultation with the Book Running Lead Managers, in accordance with the SEBI ICDR Regulations, and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process as stated in "Basis for Issue Price" on page 127) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and Bidders should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. Bidders are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, Bidders must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares 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 contents of this Draft Red Herring Prospectus. Specific attention of the Bidders is invited to "Risk Factors" on page 34.

COMPANY'S ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares that will be offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received 'in-principle' approvals from BSE and NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively. For the purposes of the Issue, the Designated Stock Exchange shall be NSE. A copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC for filing in accordance with Section 26(4) and Section 32 of the Companies Act. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus up to the Bid/Issue Closing Date, see "Material Contracts and Documents for Inspection" on page 487.

BOOK RUNNING LEAD MANAGERS

REGISTRAR TO THE ISSUE

| | | | | |
|---|--|---|---|--|
| AXIS CAPITAL | HSBC | Jefferies | SBICAPS <small>Complete Investment Banking Solutions</small> | LINK Intime |
| Axis Capital Limited 1st Floor, Axis House Pandurang Budhkar Marg, Worli Mumbai - 400 025 Maharashtra, India Telephone : +91 22 4325 2183 E-mail : belrise ipo@axiscap.in Investor Grievance E-mail: complaints@axiscap.in Website: www.axiscapital.co.in Contact Person: Harish Patel SEBI Registration Number: INM000012029 | HSBC Securities and Capital Markets (India) Private Limited 52/60, Mahatma Gandhi Road Fort, Mumbai 400 001 Maharashtra, India Telephone : +91 22 6864 1289 E-mail : belriseipo@hsbc.co.in Investor Grievance E-mail: investorgrievance@hsbc.co.in Website: https://www.business.hsbc.co.in/en-gb/regulations/hsbc-securities-and-capital-market Contact Person: Rishi Tiwari/ Harshit Tayal SEBI Registration Number: INM000010353 | Jefferies India Private Limited Level 16, Express Towers Nariman Point Mumbai - 400 021 Maharashtra, India Telephone: +91 22 4356 6000 Email: Belrise.IPO@jefferies.com Investor Grievance Email: jiopl.grievance@jefferies.com Website: www.jefferies.com Contact person: Suhani Bhareja SEBI registration no.: INM000011443 | SBI Capital Markets Limited 1501, 15th Floor, A & B Wing, G Block Parinee Crescendo, Bandra Kurla Complex Bandra (East), Mumbai 400051, Maharashtra Telephone: +91 22 4006 9807 Email: belrise.ipo@sbicaps.com Investor grievance email: investor.relations@sbicaps.com Website: www.sbicaps.com Contact person: Raghavendra Bhat/Aditya Deshpande SEBI registration no.: INM000003531 | Link Intime India Private Limited C-101, 1st Floor, 247 Park LBS Marg Vikhroli (West) Mumbai - 400 083 Maharashtra, India Telephone : +91 810 811 4949 E-mail : belriseindustries.ipo@linkintime.co.in Investor Grievance E-mail: belriseindustries.ipo@linkintime.co.in Website: www.linkintime.co.in Contact Person: Shanti Gopalkrishnan SEBI Registration Number: INR000004058 |

BID/ISSUE PERIOD

| | |
|--|-------|
| ANCHOR INVESTOR BID/ISSUE DATE* | [●] |
| BID/ISSUE OPENS ON* | [●] |
| BID/ISSUE CLOSES ON** | [●]** |

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

** Our Company may, in consultation with the Book Running Lead Managers, 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.

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

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SECTION I - GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, or unless otherwise specified, shall have the meaning as provided below. References to any legislations, acts, statutes, regulations, rules, guidelines, circulars, notifications, clarifications or policies shall be to such legislations, acts, regulations, rules, guidelines or policies as amended, updated, supplemented, re-enacted or modified, from time to time, and any reference to a statutory provision shall include any subordinate legislation framed, from time to time, under that provision.

The words and expressions used in this Draft Red Herring Prospectus, but not defined herein shall have, to the extent applicable, the same meaning ascribed to such terms under the SEBI ICDR Regulations, the SEBI Act, SEBI Listing Regulations, the Companies Act, the SCRA, and the Depositories Act and the rules and regulations framed thereunder. In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given below shall prevail.

The terms not defined herein but used in, “Objects of the Issue”, “Statement of Tax Benefits”, “Industry Overview”, “Key Regulations and Policies in India”, “History and Certain Corporate Matters”, “Basis for Issue Price”, “Restated Consolidated Financial Information”, “Financial Indebtedness”, “Outstanding Litigation and Material Developments”, “Other Regulatory and Statutory Disclosures” and “Issue Procedure” and “Main Provisions of the Articles of Association”, on pages 108, 140, 146, 250, 259, 127, 299, 374, 401, 413, 441 and 464, respectively, shall have the meanings ascribed to such terms in the respective sections.

General terms

| Term | Description |
|---|---|
| “our Company” or “the Company”, “the Issuer” or “Belrise” or “Belrise Industries Limited” | Belrise Industries Limited (formerly known as Badve Engineering Limited), a company incorporated under the Companies Act, 1956 and having its registered office at Plot No D-39 MIDC Area Waluj Aurangabad 431133, Maharashtra, India and corporate office at Office No. 501 and 502, Fifth Floor, Cello Platina, Shivaji Nagar, Fergusson College Road, Pune, 411005 |
| “we”, “us” or “our” | Unless the context otherwise indicates or implies, refers to our Company together with our Subsidiary on a consolidated basis |

Company Related Terms

| Term | Description |
|--|--|
| “Articles of Association” or “AoA” or “Articles” | Articles of association of our Company, as amended from time to time |
| “Audit Committee” | Audit committee of our Board constituted in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations, as described in “ <i>Our Management – Committees of our Board</i> ” on page 275 |
| “Auditors” or “Statutory Auditors” | Statutory auditors of our Company, namely, GSA & Associates LLP, Chartered Accountants |
| “Aurangabad Facility I” | Our facility located at Plot no. D-39, MIDC Waluj, Aurangabad 431133, Maharashtra, India. |
| “Aurangabad Facility II” | Our facility located at Gut no. 15, Naigawan Khandewadi, Paithan Road, Aurangabad 431107, Maharashtra, India. |
| “Aurangabad Facility III” | Our facility located at Plot No. B/5 & B/6, MIDC Waluj, Aurangabad 431136, Maharashtra, India. |
| “Bhiwadi Facility II” | Our facility located at Plot No. SP6-311A, Karoli Industrial Area, Bhiwadi, Alwar 301019, Rajasthan, India. |
| “Board” or “Board of Directors” | Board of directors of our Company as constituted from time to time. For further details, see “ <i>Our Management – Our Board</i> ” on page 267 |
| “Chennai Facility I” | Our facility located at Plot No H-12/13, SIPCOT Industrial Park, Vallam Vadagal, Sriperumpudhur, Chennai 631604, Tamil Nadu, India. |
| “Chennai Facility II” | Our facility located at Plot No H-12/13, Sipcot Industrial Park, Vallam Vadagal, Village : Sriperumpudhur 631604, Chennai, India |
| “Chief Financial Officer” or “CFO” | The chief financial officer of our Company, Rahul Shashikant Ganu. For details, see “ <i>Our Management – Key Managerial Personnel of our Company</i> ” on page 285 |

| Term | Description |
|--|--|
| “Company Secretary” and “Compliance Officer” | The company secretary and compliance officer of our Company, Manish Kumar. For details, see “General Information – Company Secretary and Compliance Officer” and “Our Management – Key Managerial Personnel of our Company” on pages 80 and 285, respectively |
| “Corporate Office” | The corporate office of our Company located at Office No. 501 and 502, Fifth Floor, Cello Platina, Shivaji Nagar, Fergusson College Road, Pune, 411005 |
| “Corporate Social Responsibility Committee” or “CSR Committee” | Corporate social responsibility committee of our Board constituted in accordance with the applicable provisions of the Companies Act, 2013 as described in “Our Management – Committees of our Board” on page 275 |
| “Director(s)” | The Director(s) on the Board of our Company. For further details, see “Our Management – Our Board” on page 267 |
| “Equity Shares” | Unless otherwise stated, equity shares of our Company bearing face value of ₹5 each |
| “Executive Director(s)” | Executive director(s) of our Company. For further details of the Executive Directors, see “Our Management – Our Board” on page 267 |
| “Group Companies” | Companies identified as ‘group companies’ of our Company in terms of Regulation 2(1)(t) of the SEBI ICDR Regulations, namely Amit Engineers and Tools Private Limited, Badve Autocomps Private Limited, Badve Autotech Private Limited, Badve Entrepreneurship and Skill Training Foundation, Badve Sons Private Limited, BAPL Trading FZ-LLC, Creative Tools and Press Components Private Limited, Eximius Autocomps Private Limited, Fenace Auto Limited, Manas Automotive Systemes Limited, Optima Auto Products Private Limited, Prakritik Infrastructure Private Limited, Sharp Pressing Private Limited, Shreepriya Auto Parts Private Limited, Shreepriya Stamping and Tooling Private Limited, Sumedh Tools Private Limited, Swami Ashirwad Engimech Private Limited, Swastid Engineering Private Limited, and Zoom Info Solutions Private Limited |
| “Haryana Facility”/ “Bawal Facility I” | Our facility located at Plot No 180C, Sector 14, HSIIDC Growth Centre, Bawal 123501, Haryana, India. |
| “Independent Director(s)” | Independent directors on our Board, and who are eligible to be appointed as independent directors under the provisions of the Companies Act and the SEBI Listing Regulation. For further details, see “Our Management – Our Board” on page 267 |
| “Key Managerial Personnel” or “KMP” | Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations and Section 2(51) of the Companies Act, as described in “Our Management – Key Managerial Personnel of our Company” on page 285 |
| “Managing Director” | The managing director of our Company, Shrikant Shankar Badve. For further details, see “Our Management – Our Board” on page 267 |
| “Materiality Policy” | The policy adopted by our Board on November 19, 2024, for identification of material: (a) outstanding litigation proceedings; (b) Group Companies; and (c) creditors, pursuant to the requirements of the SEBI ICDR Regulations and for the purposes of disclosure in this Draft Red Herring Prospectus, the Red Herring Prospectus and Prospectus. |
| “Material Subsidiary” or “Subsidiary” | Badve Engineering Trading FZE is our material subsidiary as described in “History and Certain Corporate Matters - Our Subsidiary, joint ventures and associates” on page 262. |
| “Memorandum of Association” or “MoA” | Memorandum of association of our Company, as amended from time to time |
| “Narasapura Facility” | Our facility located at Plot No. 207 to 210 & 235 to 238, Narasapur Industrial Area, Kolar Pin code, Karnataka, India. |
| “Nomination and Remuneration Committee” or “NRC” | Nomination and Remuneration Committee of our Board constituted in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations, as described in “Our Management – Committees of our Board” on page 275 |
| “Non-Executive Director” | Non-executive director on our Board, as described in “Our Management”, beginning on page 267 |
| “Indore Facility” | Our facility located at Plot No. 161, Sector 3, MPAKVN Area, Pithampur, Indore 454775, Madhya Pradesh, India. |
| “Pantnagar Facility I” | Our facility located at Plot No. 15, Sector No.10, IIE-SIDCUL, Pantnagar, Rudrapur 263153, Uttarakhand, India. |
| “Pantnagar Facility II” | Our facility located at Plot No. 52, Sector No.11, TATA Vendor Park, IIE-SIDCUL, Pantnagar, Rudrapur 263153, Uttarakhand, India. |
| “Vithlapur Facility” | Our facility located at Plot no 508 (P), Vithalapur-Bechraji Road, Village : Vithalapur 382120, Gujarat, India |
| “Promoter” or “Promoters” | The promoters of our Company, being Shrikant Shankar Badve, Supriya Shrikant Badve and Sumedh Shrikant Badve. For details see “Our Promoter and Promoter Group” on page 289 |

| Term | Description |
|---|--|
| “Promoter Group” | The entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations. For details, see “ <i>Our Promoters and Promoter Group</i> ” on page 289. |
| “Pune Facility I” | Our facility located at Plot No. A-23/1, Chakan Industrial Area, Phase-II, Village: Khalumbre, Chakan 401501, Maharashtra, India. |
| “Pune Facility II” | Our facility located at Plot No. B-39, Unit 8C, MIDC Area, Bhamboli, Chakan 410501, Maharashtra, India. |
| “Pune Facility III” | Our facility located at A-6/6, MIDC Area, Ranjangaon, Pune 412220, Maharashtra, India. |
| “Pune Facility IV” | Our facility located at C-11 & C-11/A, MIDC Area, Ranjangaon, Pune 412220, Maharashtra, India. |
| “Pune Facility V” | Our facility located at Survey No. 128/A, Akurdi, Taluka haveli-14/18, Pimpri-Chinchwad Municipal Corporation, Pune 411019, Maharashtra, India. |
| “Registered Office” | The registered office of our Company located at Plot No D-39 MIDC Area Waluj Aurangabad 431133, Maharashtra, India |
| “Registrar of Companies” or “RoC” | The Registrar of Companies, Maharashtra located at 100, Everest, Marine Drive, Mumbai- 400002, Maharashtra |
| “Restated Consolidated Financial Information” | ‘Restated Consolidated Financial Information’ of the Company and its Subsidiary (together, the “ group ”) means: The restated consolidated financial information of our Company comprises of the restated consolidated statement of assets and liabilities as at three months ended June 30, 2024, and the years ended March 31, 2024, March 31, 2023 and March 31, 2022, the restated consolidated statement of profit and loss (including other comprehensive income), the restated consolidated statement of changes in equity, the restated consolidated cash flow statement for three months ended June 30, 2024 and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 and the summary statement of significant accounting policies, and other explanatory information prepared in terms of the Section 26 of Part I of Chapter III of the Companies Act, 2013, SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India, each as amended. |
| “Risk Management Committee” or “RMC” | Risk Management Committee of our Board constituted in accordance with the applicable provisions of the SEBI Listing Regulations, as described in “ <i>Our Management – Committees of our Board</i> ” on page 275 |
| “Senior Management Personnel” | Senior management of our Company in terms of Regulation 2(1)(bbbb) of the SEBI ICDR Regulations and as described in “ <i>Our Management – Senior Management Personnel of our Company</i> ” on page 285 |
| “Shareholder(s)” | Equity Shareholder(s) of our Company from time to time |
| “Stakeholders’ Relationship Committee” or “SRC” | Stakeholders’ relationship committee of our Board constituted in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations, as described in “ <i>Our Management – Committees of our Board</i> ” on page 275 |
| “Tapukera (Bhiwadi) Facility” | Our facility located at Plot No. SPL-6, Tapukara Industrial Area, RIICO, Bhiwadi, Tapukara 301707, Rajasthan, India. |
| “Vithalapur Facility” | Our facility located at Plot no 508 (P), Vithalapur-Bechraji Road, Vithalapur 382120, Gujarat, India. |
| “Whole-Time Director” | The whole-time director on our Board, Supriya Shrikant Badve as described in “ <i>Our Management</i> ”, beginning on page 267 |

Issue related terms

| Term | Description |
|--------------------------------------|---|
| “Abridged Prospectus” | A memorandum containing such salient features of a prospectus as may be specified by the SEBI ICDR Regulations |
| “Acknowledgement Slip” | The slip or document issued by the relevant Designated Intermediary(ies) to a Bidder as proof of registration of the Bid cum Application Form |
| “Allot” or “Allotment” or “Allotted” | Unless the context otherwise requires, allotment of Equity Shares pursuant to the Issue to the successful Bidders. |
| “Allotment Advice” | A note or advice or intimation of Allotment sent to all Bidders who have Bid in the Issue after the Basis of Allotment has been approved by the Designated Stock Exchange |
| “Allottee” | A successful Bidder to whom the Equity Shares are Allotted |

| Term | Description |
|--|---|
| “Anchor Investor(s)” | A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus and who has Bid for an amount of at least ₹100 million |
| “Anchor Investor Allocation Price” | The price at which Equity Shares will be allocated to 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 Managers 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 Prospectus |
| “Anchor Investor Bid/Issue Period” or “Anchor Investor Bidding Date” | 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 BRLMs will not accept any Bids from Anchor Investors, and allocation to the Anchor Investors shall be completed |
| “Anchor Investor Issue Price” | The final price at which the Equity Shares will be Allotted to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Issue Price but not higher than the Cap Price. The Anchor Investor Issue Price will be decided by our Company, in consultation with the Book Running Lead Managers |
| “Anchor Investor Pay-in Date” | With respect to Anchor Investor(s), it shall be the Anchor Investor Bid/Issue Period, and in the event the Anchor Investor Allocation Price is lower than the Anchor Investor Issue Price, not later than two Working Days after the Bid/Issue Closing Date |
| Anchor Investor Portion | Up to 60% of the QIB Portion which may be allocated by our Company in consultation with the Book Running Lead Managers, to the Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations |
| “Application Supported by Blocked Amount” or “ASBA” | An application, whether physical or electronic, used by ASBA Bidders, other than Anchor Investors, to make a Bid and authorising an SCSB to block the Bid Amount in the ASBA Account and will include applications made by UPI Bidders using the UPI Mechanism where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by UPI Bidders using the UPI Mechanism |
| “ASBA Account(s)” | A bank account maintained by ASBA Bidders with an SCSB and specified in the ASBA Form submitted by such ASBA Bidder in which funds will be blocked by such SCSB to the extent specified in the ASBA Form submitted by such ASBA Bidder and includes a bank account maintained by a UPI Bidder linked to a UPI ID, in which the Bid Amount will be blocked by the SCSB upon acceptance of the UPI Mandate Request by a UPI Bidder Bidding through the UPI Mechanism |
| “ASBA Bid” | A Bid made by an ASBA Bidder |
| “ASBA Bidders” | All Bidders except Anchor Investors |
| “ASBA Form” | An application form, whether physical or electronic, used by ASBA Bidders to submit Bids, which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus |
| “Axis” | Axis Capital Limited |
| “Banker(s) to the Issue” | Collectively, Escrow Collection Bank(s), Public Issue Bank(s), Sponsor Bank(s), and Refund Bank(s), as the case may be |
| “Basis of Allotment” | Basis on which Equity Shares will be Allotted to successful Bidders under the Issue as described in “ <i>Issue Procedure</i> ” on page 441 |
| “Bid(s)” | An indication to make an offer during the Bid/Issue Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/Issue Period by an Anchor Investor, pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the Bid cum Application Form. The term “Bidding” shall be construed accordingly |
| “Bid Amount” | The highest value of optional Bids indicated in the Bid cum Application Form and payable by the Bidder and, in the case of RIIs Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such RIIs and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidder, as the case may be, upon submission of the Bid in the Issue. |
| “Bid cum Application Form” | Anchor Investor Application Form or the ASBA Form, as the context requires |

| Term | Description |
|--|---|
| “Bid Lot” | [●] Equity Shares and in multiples of [●] Equity Shares thereafter |
| “Bid/Issue Closing Date” | <p>Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, being [●], which shall be published in all editions of [●], an English national daily newspaper, in all editions of [●], a Hindi national daily newspaper and all editions of [●], a Marathi national daily newspaper, (Marathi being the regional language of Maharashtra, where our Registered Office is located), each with wide circulation also to be notified on the website and terminals of the Members of the Syndicate and communicated to the Designated Intermediaries and the Sponsor Banks, as required under the SEBI ICDR Regulation.</p> <p>Our Company in consultation with the Book Running Lead Managers, may consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations. In case of any revision, the extended Bid/Issue Closing Date will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and shall also be notified on the websites of the Book Running Lead Managers and at the terminals of the Syndicate Members and communicated to the Designated Intermediaries and the Sponsor Bank(s), which shall also be notified in an advertisement in the same newspapers in which the Bid/Issue Opening Date was published, as required under the SEBI ICDR Regulations</p> |
| “Bid/Issue Opening Date” | <p>Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, being [●], which shall be published in all editions of [●], an English national daily newspaper, in all editions of [●], a Hindi national daily newspaper and all editions of [●], a Marathi national daily newspaper, (Marathi being the regional language of Maharashtra, where our Registered Office is located), each with wide circulation also to be notified on the website and terminals of the Members of the Syndicate and communicated to the Designated Intermediaries and the Sponsor Banks, as required under the SEBI ICDR Regulations</p> |
| “Bid/Issue Period” | <p>Except in relation to Anchor Investors, the period between the Bid/Issue Opening Date and the Bid/Issue Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof in accordance with the SEBI ICDR Regulations and in terms of the Red Herring Prospectus. Provided that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors.</p> <p>Our Company in consultation with the Book Running Lead Managers, may consider closing the Bid/ Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.</p> <p>In cases of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the Bid/Issue Period for a minimum of one Working Days, subject to the Bid/Issue Period not exceeding ten Working Days</p> |
| “Bidder” | Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor |
| “Bidding Centres” | The centres at which the Designated Intermediaries shall accept the Bid cum Application Forms, i.e., Designated Branches for SCSBs, Specified Locations for the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs, and Designated CDP Locations for CDPs |
| “Book Building Process” | Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Issue is being made |
| “Book Running Lead Managers” or “BRLMs” | The book running lead managers to the Issue namely, Axis Capital Limited, HSBC Securities and Capital Markets (India) Private Limited, SBI Capital Markets Limited and Jefferies India Private Limited. |
| “Broker Centres” | <p>The broker centres notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms to a Registered Broker, provided that UPI Bidders may only submit ASBA Forms at such broker centres if they are Bidding using the UPI Mechanism.</p> <p>The details of such broker centres, along with the names and the contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)</p> |
| “CAN” or “Confirmation of Allocation Note” | Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, on or after the Anchor Investor Bid/Issue Period |

| Term | Description |
|--|---|
| “Cap Price” | The higher end of the Price Band, subject to any revisions thereto, above which the Issue Price and the Anchor Investor Issue Price will not be finalised and above which no Bids will be accepted. The Cap Price shall be at least 105% of the Floor Price and shall not be more than 120% of the Floor Price |
| “CRISIL” | CRISIL Market Intelligence & Analytics, a division of CRISIL Limited |
| “CRISIL Report” | Report titled “ <i>Assessment of market potential for sheet metal products, polymer products, suspensions and EV components in automotive market</i> ” dated October, 2024 issued by CRISIL Market Intelligence & Analytics, a division of CRISIL Limited, exclusively which was commissioned and paid for by our Company. The CRISIL Report is available on the website of our Company at the following web-link: www.belriseindustries.com . |
| “Cash Escrow and Sponsor Bank Agreement” | Agreement to be entered amongst our Company, the Book Running Lead Managers, Syndicate Members, the Bankers to the Issue and Registrar to the Issue in accordance with the UPI Circulars, <i>inter alia</i> , for collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Issue Account and where applicable, remitting refunds of the amounts collected from Bidders, on the terms and conditions thereof |
| “Client ID” | The client identification number maintained with one of the Depositories in relation to Bidder’s beneficiary account |
| “Collecting Depository Participant” or “CDP” | A depository participant as defined under the Depositories Act, 1996 registered with SEBI and who is eligible to procure Bids from relevant Bidders at the Designated CDP Locations in terms of the SEBI circular number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 (to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations), and the UPI Circulars issued by SEBI as per the list available on the websites of BSE and NSE, as updated from time to time |
| “Cut-off Price” | The Issue Price, finalised by our Company in consultation with the Book Running Lead Managers, which shall be any price within the Price Band. Only RIBs Bidding in the Retail Portion are entitled to Bid at the Cut-off Price. QIBs (including the Anchor Investors) and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price |
| “Demographic Details” | Details of the Bidders including the Bidders’ address, name of the Bidders’ father/husband, investor status, occupation, bank account details and UPI ID, wherever applicable |
| “Designated CDP Locations” | Such locations of the CDPs where Bidders (other than Anchor Investors) can submit the ASBA Forms. The details of such Designated CDP Locations, along with names and contact details of the CDPs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), as updated from time to time |
| “Designated Date” | The date on which the Escrow Collection Bank(s) transfer funds from the Escrow Account to the Public Issue Account or the Refund Account, as the case may be, and/or the instructions are issued to the SCSBs (in case of UPI Bidders, instruction issued through the Sponsor Banks) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Issue Account or the Refund Account, as the case may be, in terms of the Red Herring Prospectus and the Prospectus after finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange, following which Equity Shares will be Allotted in the Issue |
| “Designated Intermediary(ies)” | In relation to ASBA Forms submitted by RIBs and Non-Institutional Bidders with an application size of up to ₹500,000 (not using the UPI mechanism) by authorising SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidders using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-syndicate/agents, Registered Brokers, CDPs, SCSBs and RTAs. In relation to ASBA Forms submitted by QIBs and Non-Institutional Bidders (not using the UPI mechanism), Designated Intermediaries shall mean Syndicate, Sub-Syndicate/ agents, SCSBs, Registered Brokers, the CDPs and RTAs |
| “Designated RTA Locations” | Such locations of the RTAs where Bidders can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the |

| Term | Description |
|--|--|
| | Stock Exchanges (www.bseindia.com and www.nseindia.com), as updated from time to time |
| “Designated SCSB Branches” | Such branches of the SCSBs which shall collect the ASBA Forms, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes Intermediaries or at such other website as may be prescribed by SEBI from time to time |
| “Designated Stock Exchange” | NSE |
| “Draft Red Herring Prospectus” or “DRHP” | This Draft Red Herring Prospectus dated November 19, 2024 issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Issue and includes any addenda or corrigenda thereto |
| “Eligible FPI(s)” | FPIs from such jurisdictions outside India where it is not unlawful to make an offer/ invitation under the Issue and that are eligible to participate in this Issue in terms of applicable laws |
| “Eligible NRI(s)” | NRI(s) from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Bid cum Application Form and the Red Herring Prospectus will constitute an invitation to subscribe to or to purchase the Equity Shares |
| “Escrow Account(s)” | The ‘no-lien’ and ‘non-interest bearing’ account(s) to be opened with the Escrow Collection Bank and in whose favour the Anchor Investors will transfer money through NACH/direct credit/NEFT/RTGS in respect of the Bid Amount when submitting a Bid |
| “Escrow Collection Bank(s)” | Bank(s) which is a clearing member and registered with SEBI as a banker to an issue under the SEBI BTI Regulations and with whom the Escrow Accounts will be opened, in this case being [●] |
| “First Bidder” or “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 |
| “Floor Price” | The lower end of the Price Band, subject to any revision(s) thereto, not being less than the face value of Equity Shares, at or above which the Issue Price and the Anchor Investor Issue Price will be finalised and below which no Bids will be accepted |
| “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” or “GID” | The General Information Document for investing in public issues prepared and issued in accordance with the SEBI circular number SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020, suitably modified and updated pursuant to, among others, the UPI Circulars and any subsequent circulars or notifications issued by SEBI from time to time. The General Information Document shall be available on the websites of the Stock Exchanges and the Book Running Lead Managers |
| “Gross Proceeds” | Gross proceeds of the fresh issue that will be available to our Company |
| “HSBC” | HSBC Securities and Capital Markets (India) Private Limited |
| “Issue” | The initial public offer of [●] Equity Shares aggregating up to ₹ 21,500 million. For information, see “The Issue” on page 71 Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of specified securities, as may be permitted under the applicable law, aggregating up to ₹ 4,300 million prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the general corporate purposes portion of the Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Issue. Prior to the completion of the Issue, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company will proceed with the Issue or the Issue will be successful and result in listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and Prospectus |
| “Issue Agreement” | Agreement dated November 19, 2024 entered amongst our Company and the Book Running Lead Managers, pursuant to which certain arrangements have been agreed to in relation to the Issue |
| “Issue Price” | ₹[●] per Equity Share, being the final price, within the price band, at which Equity Shares will be Allotted to successful Bidders other than Anchor Investors. Equity |

| Term | Description |
|--|---|
| | <p>Shares will be Allotted to Anchor Investors at the Anchor Investor Issue Price, which will be decided by our Company in consultation with the Book Running Lead Managers, in terms of the Red Herring Prospectus and the Prospectus.</p> <p>The Issue Price will be decided by our Company in consultation with the Book Running Lead Managers, on the Pricing Date in accordance with the Book Building Process and the Red Herring Prospectus.</p> |
| “Issue Proceeds” | The proceeds of the Issue which shall be available to our Company. For further information about use of the Issue Proceeds, see “ <i>Objects of the Issue</i> ” on page 108 |
| “Jefferies” | Jefferies India Private Limited |
| “Mobile App(s)” | The mobile applications listed on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43or such other website as may be updated from time to time, which may be used by UPI Bidders to submit Bids using the UPI Mechanism |
| “Monitoring Agency” | [●] |
| “Monitoring Agency Agreement” | Agreement to be entered between our Company and the Monitoring Agency. |
| “Mutual Funds” | Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996 |
| “Mutual Fund Portion” | 5% of the Net QIB Portion, or [●] 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 |
| “Net Proceeds” | The proceeds from the Issue less the Issue related expenses applicable to the Issue. For further details regarding the use of the Net Proceeds and the Issue expenses, see “ <i>Objects of the Issue</i> ” on page 108 |
| “Net QIB Portion” | The portion of the QIB Portion less the number of Equity Shares Allocated to the Anchor Investors |
| “Non-Institutional Bidders” or “Non-Institutional Investors” or “NIBs” or “NIIs” | All Bidders that are not QIBs or Retail Individual Bidders and who have Bid for Equity Shares for an amount more than ₹0.20 million (but not including NRIs other than Eligible NRIs). |
| “Non-Institutional Portion” | The portion of the Issue being not less than 15% of the Issue, consisting of [●] Equity Shares, which shall be available for allocation to Non-Institutional Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price, out of which i) one third of the portion available to Non-Institutional Bidders shall be reserved for Non-Institutional Bidders with Bids exceeding ₹ 0.20 million and up to ₹ 1.00 million; and ii) two-thirds of the portion available to Non-Institutional Bidders shall be reserved for Non-Institutional Bidders with Bids exceeding ₹ 1.00 million provided that under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price |
| “Non-Resident” | Person resident outside India, as defined under FEMA and includes a NRIs, FVCIs and FPIs |
| “Pre-IPO Placement” | <p>Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of specified securities, as may be permitted under the applicable law, aggregating up to ₹ 4,300 million prior to filing of the Red Herring Prospectus with the RoC.</p> <p>The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the general corporate purposes portion of the Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Issue. Prior to the completion of the Issue, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company will proceed with the Issue or the Issue will be successful and result in listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and Prospectus.</p> |
| “Price Band” | <p>The price band of a minimum price of ₹[●] per Equity Share (Floor Price) and the maximum price of ₹[●] per Equity Share (Cap Price) including any revisions thereof. The Cap Price shall be at least 105% of the Floor Price.</p> <p>The Issue Price, Price Band and the minimum Bid Lot size for the Issue will be decided by our Company in consultation with the Book Running Lead Managers, and will be advertised, at least two Working Days prior to the Bid/Issue Opening Date, in all</p> |

| Term | Description |
|--|--|
| | editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and regional edition of [●], a Marathi newspaper (Marathi being the regional language of Maharashtra, where our Registered Office is located), each with wide circulation, with the relevant financial ratios calculated at the Floor Price and at the Cap Price, and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites |
| “Pricing Date” | The date on which our Company in consultation with the Book Running Lead Managers, will finalise the Issue Price |
| “Prospectus” | The prospectus to be filed with the RoC on or after the Pricing Date in accordance with Section 26 of the Companies Act, 2013 and the SEBI ICDR Regulations containing, <i>inter alia</i> , the Issue Price that is determined at the end of the Book Building Process, the size of the Issue and certain other information, including any addenda or corrigenda thereto |
| “Public Issue Account(s)” | The ‘no-lien’ and ‘non-interest bearing’ bank account(s) to be opened with the Public Issue Bank, under Section 40(3) of the Companies Act, 2013 to receive monies from the Escrow Account(s) and ASBA Account(s) on the Designated Date |
| “Public Issue Bank(s)” | The bank(s) with which the Public Issue Account(s) will be opened, for collection of Bid Amounts from Escrow Account(s) and ASBA Accounts on the Designated Date, in this case being [●] and [●] |
| “QIB Portion” | The portion of the Issue (including the Anchor Investor Portion) being not more than 50% of the Issue, consisting of [●] Equity Shares aggregating to ₹ [●] million which shall be Allotted to QIBs (including Anchor Investors) on a proportionate basis, including the Anchor Investor Portion (in which allocation shall be on a discretionary basis, as determined by our Company in consultation with the BRLMs), subject to valid Bids being received at or above the Issue Price |
| “Qualified Institutional Buyers” or “QIBs” or “QIB Bidders” | Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations |
| “Red Herring Prospectus” or “RHP” | The red herring prospectus to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Issue including any addenda or corrigenda thereto. The Bid/Issue Opening Date shall be at least three Working Days after the registration of Red Herring Prospectus with the RoC. The Red Herring Prospectus will become the Prospectus upon filing with the RoC after the Pricing Date, including any addenda or corrigenda thereto |
| “Refund Account(s)” | Account(s) to be opened with the Refund Bank, from which refunds, if any, of the whole or part of the Bid Amount to the Bidders shall be made |
| “Refund Bank(s)” | Bank(s) which is a clearing member and registered with SEBI as a banker to an issue under the SEBI BTI Regulations and with whom the Refund Account(s) will be opened, in this case being [●] |
| “Registered Brokers” | Stock brokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers) Regulations, 1992, as amended, and the stock exchanges having nationwide terminals, other than the members of the Syndicate and eligible to procure Bids in terms of the SEBI ICDR Master Circular and the SEBI circular number CIR/CFD/14/2012 dated October 4, 2012 (to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations) issued by SEBI |
| “Registrar Agreement” | Agreement dated November 19, 2024 entered by and amongst our Company and the Registrar to the Issue, in relation to the responsibilities and obligations of the Registrar pertaining to the Issue |
| “Registrar and “Share Transfer Agents” or “RTAs” | Registrar and share transfer agents registered with SEBI and eligible to procure Bids from relevant Bidders at the Designated RTA Locations as per the list available on the websites of BSE and NSE, the SEBI RTA Master Circular and the UPI Circulars |
| “Registrar to the Issue” or “Registrar” | Link Intime India Private Limited |
| “Resident Indian” | A person resident in India, as defined under FEMA |
| “Retail Individual Bidder(s)” or “Retail Individual Investors” or “RIB(s)” or “RII(s)” | Individual Bidders, who have Bid for the Equity Shares for an amount not more than ₹200,000 in any of the bidding options in the Issue (including HUFs applying through their Karta and Eligible NRIs) |
| “Retail Portion” | The portion of the Issue being not less than 35% of the Issue consisting of [●] Equity Shares aggregating to ₹ [●] million, 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 |

| Term | Description |
|--|--|
| “Revision Form” | Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s), as applicable. QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bids during the Bid/Issue Period and withdraw their Bids until Bid/Issue Closing Date |
| “SBI Caps” | SBI Capital Markets Limited |
| “SCORES” | Securities and Exchange Board of India Complaints Redress System |
| “Self-Certified “Syndicate Bank(s)” or “SCSB(s)” | The banks registered with SEBI, which offer the facility of ASBA services, (i) in relation to ASBA, where the Bid Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 , as applicable, and updated from time to time and at such other websites as may be prescribed by SEBI from time to time, (ii) in relation to UPI Bidders using the UPI Mechanism, a list of which is available on the website of SEBI at https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as may be prescribed by SEBI and updated from time to time. Applications through UPI in the Issue can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 . Details of nodal officers of SCSBs, identified for Bids made through the UPI Mechanism, are available at www.sebi.gov.in |
| “Specified Locations” | Bidding centres where the Syndicate shall accept ASBA Forms from Bidders, a list of which will be included in the Bid cum Application Form |
| “Sponsor Bank(s)” | Banker(s) to the Issue, appointed by our Company to act as a conduit between the Stock Exchanges and NPCI in order to push the mandate collect requests and / or payment instructions of the UPI Bidders using the UPI Mechanism and carry out other responsibilities, in terms of the UPI Circulars, in this case being [●] |
| “Stock Exchanges” | Collectively, the BSE Limited and the National Stock Exchange of India Limited |
| “Syndicate” or “Members of the Syndicate” | Together, the Book Running Lead Managers and the Syndicate Members |
| “Syndicate Agreement” | Agreement to be entered amongst our Company, the Book Running Lead Managers, the Registrar, and the Syndicate Members, in relation to collection of Bids by the Syndicate |
| “Syndicate Members” | Intermediaries registered with SEBI who are permitted to accept bids, applications and place order with respect to the Issue and carry out activities as an underwriter, namely, [●] |
| “Underwriters” | [●] |
| “Underwriting Agreement” | Agreement to be entered amongst our Company, the Registrar to the Issue and the Underwriters to be entered into on or after the Pricing Date but prior to filing of the Prospectus with the RoC |
| “UPI” | Unified payments interface which is an instant payment mechanism, developed by NPCI |
| “UPI Bidders” | Collectively, individual investors applying as (i) Retail Individual Bidders in the Retail Portion and (ii) Non-Institutional Bidders with an application size of up to ₹500,000 in the Non-Institutional Portion and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Pursuant to circular number SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 (to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations) and the SEBI ICDR Master Circular issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹500,000 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) |

| Term | Description |
|-----------------------|---|
| “UPI Circulars” | The SEBI ICDR Master Circular read with SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019, SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019, SEBI circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular (SEBI/HO/CFD/DIL1/CIR/P/2021/47) dated March 31, 2021, SEBI circular (SEBI/HO/CFD/DIL2/P/CIR/2021/570) dated June 2, 2021, SEBI circular (SEBI/HO/CFD/DIL2/P/CIR/P/2022/45) dated April 5, 2020, SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2022/51) dated April 20, 2022 (to the extent these circular are not rescinded by the SEBI RTA Master Circular 2024), SEBI circular (SEBI/HO/CFD/DIL2/P/CIR/2022/75) dated May 30, 2022, SEBI master circular SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent that such circulars pertain to the UPI Mechanism), SEBI circular (SEBI/HO/CFD/TPD1/CIR/P/2023/140) dated August 9, 2023, each to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations); SEBI RTA Master Circular 2024 (to the extent applicable); NSE circulars (23/2022) dated July 22, 2022 and (25/2022) dated August 3, 2022, the BSE notices (20220722-30) dated July 22, 2022 and (20220803-40) dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI or Stock Exchanges in this regard from time to time. |
| “UPI ID” | ID created on the UPI for single-window mobile payment system developed by the NPCI |
| “UPI Mandate Request” | A request (intimating the UPI Bidder by way of a notification on the UPI linked mobile application as disclosed by SCSBs on the website of SEBI and by way of an SMS on directing the UPI Bidder to such UPI linked mobile application) to the UPI Bidder using the UPI Mechanism initiated by the Sponsor Bank(s) to authorise blocking of funds on the UPI application equivalent to Bid Amount in the relevant ASBA Account and subsequent debit of funds in case of Allotment The mobile applications listed on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 or such other website as may be updated from time to time, which may be used by UPI Bidders to submit Bids using the UPI Mechanism as provided under ‘Annexure A’ for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 |
| “UPI Mechanism” | The bidding mechanism that may be used by the UPI Bidders in accordance with the UPI Circulars to make an ASBA Bid in the Issue |
| “UPI PIN” | Password to authenticate UPI transaction |
| “Wilful Defaulter” | A wilful defaulter, as defined under the SEBI ICDR Regulations |
| “Working Day” | All days on which commercial banks in Mumbai are open for business provided however, with reference to (a) announcement of Price Band and (b) Bid/Issue Period, the term Working Day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai, India are open for business and (c) the time period between the Bid/Issue Closing Date and the listing of the Equity Shares on the Stock Exchanges, “Working Day” shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holidays in India, as per circulars issued by SEBI |

Technical, industry related terms or abbreviations

| Term | Description |
|-------------|--------------------------------------|
| BIW | Body-In-White |
| CAGR | Compound annual growth rate |
| CNC | Computerized numerical control |
| CNG | Compressed natural gas |
| CSR | Corporate social responsibility |
| CV | Commercial vehicles |
| ESG | Environmental, social and governance |
| EV | Electric vehicle |
| GW | Gigawatt |

| Term | Description |
|------|--|
| IATF | International Automotive Task Force |
| ICE | Internal combustion engine |
| IoT | Internet of things |
| ISO | International Organization for Standardization |
| KN | Kilonewton |
| MT | Metric ton |
| OEM | Original equipment manufacturer |
| T | Ton |
| R&D | Research and development |
| UV | Ultraviolet |

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

| Term | Description |
|---|--|
| EBITDA | EBITDA is calculated as aggregate of profit before tax (before exceptional items), depreciation and amortisation expense and finance costs less other income. |
| EBITDA Margin | EBITDA expressed as a percentage of revenue from operations |
| Gross Profit | Gross Profit is as revenue from operations minus Material Cost. Material Cost is as cost of materials consumed plus changes in inventory of finished goods, stock-in-trade and work-in-progress |
| Gross Margin | Gross Margin is Gross Profit expressed as a percentage of revenue from operations |
| Gross Fixed Assets Turnover Ratio | Gross Fixed Assets Turnover Ratio is revenue from operations divided by the sum of gross block of property, plant and equipment as at the end of the year |
| Inventory Days | 365 divided by the Inventory Turnover Ratio |
| Inventory Turnover Ratio | Revenue from operations divided by inventory at the end of year |
| Net Debt to Equity Ratio | Total Borrowings less cash and cash equivalent and bank balances other than cash and cash equivalents divided by total equity |
| Net Working Capital | Total current assets less (i) cash and cash equivalents, (ii) bank balances other than cash and cash equivalents, and (iii) total current liabilities, excluding current borrowings |
| Net Working Capital Days | Net Working Capital Days is calculated by dividing 365 by the working capital ratio, which is calculated as revenue from operations divided by Net Working Capital. |
| PAT Margin | PAT Margin is calculated as profit for the year expressed as a percentage of total income |
| PAT | Profit after Tax |
| Revenue from Operations | Sales from operations and Other related operating income. |
| “ROACE” or “Return on Average Capital Employed” | RoACE is calculated as Earning before interest and taxes (EBIT) divided by Average Capital Employed. Average Capital Employed is calculated as average of the capital employed at the beginning of the year and at the end of the year Capital Employed is calculated as: Total assets minus Current Liabilities(excluding short term borrowings) |
| “ROAE” or “Return on Average Equity” | RoAE is calculated as Profit After Tax for the year divided by Average Equity for the year Average Equity for the year is calculated as average of the tangible networth at the beginning of the year and at the end of the year Tangible networth is calculated as sum of Equity share capital, Share Application, Quasi equity, Share premium reserves, Reserves and surplus and Intangible Assets |
| Total Borrowings | Sum of current borrowings and non-current borrowings |
| Trade Payables Days | Trade Payables Days is calculated by dividing trade payables as at the end of the year by purchases and multiplying it by 365 days. |
| Trade Receivables Days | Trade Receivables Days is calculated by dividing trade receivables as at the end of the year by revenue from operations and multiplying it by 365 days |

Conventional and general terms or abbreviations

| Term | Description |
|-----------------------------------|------------------------|
| “₹” or “Rs.” or “Rupees” or “INR” | Indian Rupees |
| “A/c” | Account |
| “AGM” | Annual general meeting |

| Term | Description |
|---|---|
| “AIF” | Alternative Investment Fund as defined in and registered with SEBI under the SEBI AIF Regulations |
| “AS” or “Accounting Standards” | Accounting standards issued by the Institute of Chartered Accountants of India |
| “AY” | Assessment year |
| “Banking Regulation Act” | Banking Regulation Act, 1949 |
| “Bn” or “bn” | Billion |
| “BSE” | BSE Limited |
| “CAGR” | Compounded annual growth rate |
| “Category I AIF” | AIFs who are registered as “Category I Alternative Investment Funds” under the SEBI AIF Regulations |
| “Category I FPIs” | FPIs who are registered as “Category I foreign portfolio investors” under the SEBI FPI Regulations |
| “Category II AIF” | AIFs who are registered as “Category II Alternative Investment Funds” under the SEBI AIF Regulations |
| “Category II FPIs” | FPIs who are registered as “Category II foreign portfolio investors” under the SEBI FPI Regulations |
| “Category III AIF” | AIFs who are registered as “Category III Alternative Investment Funds” under the SEBI AIF Regulations |
| “CDSL” | Central Depository Services (India) Limited |
| “CEO” | Chief Executive Officer |
| “CFO” | Chief Finance Officer |
| “CHRO” | Chief Human Resource Officer |
| “CIN” | Corporate Identity Number |
| “CIT (A)” | Commissioner of Income Tax (Appeals) |
| “Companies Act, 1956” | Companies Act, 1956, along with the relevant rules, regulations, clarifications, and modifications framed thereunder |
| “Companies Act” or “Companies Act, 2013” | Companies Act, 2013, as applicable, along with the relevant rules, regulations, clarifications, and modifications framed thereunder |
| “Competition Act” | Competition Act, 2002 |
| “Consolidated FDI Policy” or “FDI Policy” | The consolidated FDI Policy, effective from October 15, 2020, issued by the DPIIT, and any amendments or substitutions thereof, issued from time to time |
| “COVID-19” | A public health emergency of international concern as declared by the World Health Organization on January 30, 2020, and a pandemic on March 11, 2020 |
| “CSR” | Corporate Social Responsibility |
| “CY” | Calendar Year |
| “DD” | Demand Draft |
| “Demat” | Dematerialised |
| “Depositories” | Together, NSDL and CDSL |
| “Depositories Act” | Depositories Act, 1996 |
| “DIN” | Director Identification Number |
| “DP ID” | Depository Participant’s Identification |
| “DP” or “Depository Participant” | A depository participant as defined under the Depositories Act |
| “DPE” | Department of Public Enterprises, Ministry of Finance, Government of India |
| “DPE Guidelines” | Corporate governance guidelines of the Department of Public Enterprises, Ministry of Finance, Government of India |
| “DPIIT” | Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (<i>formerly known as Department of Industrial Policy and Promotion</i>) |
| “EBIT” | Earnings before interest and taxes |
| “EBITDA” | Earnings before interest, taxes, depreciation, and amortisation |
| “EBTDA” | Earnings before taxes, depreciation, and amortisation |
| “EGM” | Extraordinary general meeting |
| “EPS” | Earnings per share |
| “FBIL” | Financial Benchmarks India Private Limited |
| “FDI” | Foreign direct investment |
| “FEMA” | The Foreign Exchange Management Act, 1999, read with rules and regulations thereunder |
| “FEMA Rules” | Foreign Exchange Management (Non-debt Instruments) Rules, 2019 |
| “FEMA Regulations” | The FEMA NDI Rules, the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 and the Foreign Exchange Management (Debt Instruments) Regulations, 2019, as applicable |
| “Financial Year” or “Fiscal” or “Fiscal Year” or “FY” | Unless stated otherwise, the period of 12 months ending March 31 of that particular year |

| Term | Description |
|---|--|
| "FPI" | Foreign portfolio investors as defined under the SEBI FPI Regulations |
| "Fraudulent Borrower" | Fraudulent borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations. |
| "FVCI" | Foreign venture capital investors as defined and registered under the SEBI FVCI Regulations |
| "GAAP" | Generally Accepted Accounting Principles |
| "GAAR" | General anti-avoidance rules |
| "Gazette" | Official Gazette of India |
| "GDP" | Gross domestic product |
| "GoI" or "Government" or "Central Government" | Government of India |
| "GST" | Goods and services tax |
| "HR" | Human Resources |
| "IBC" | The Insolvency and Bankruptcy Code, 2016 |
| "ICAI" | The Institute of Chartered Accountants of India |
| "IFRS" | International Financial Reporting Standards |
| "Income Tax Act" | The Income-tax Act, 1961 |
| "Ind AS" or "Indian Accounting Standards" | Indian Accounting Standards notified under Section 133 of the Companies Act and referred to in the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013 and read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016 |
| "India" | Republic of India |
| "Indian GAAP" | Generally Accepted Accounting Principles in India notified under Section 133 of the Companies Act, 2013 and read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016 |
| "Indian Penal Code" | The Indian Penal Code, 1860 |
| "IPO" | Initial public offering |
| "IRS" | Indian Revenue Services |
| "IST" | Indian Standard Time |
| "IT" | Information technology |
| "IT Act" | The Information Technology, 2000 |
| "KYC" | Know Your Customer |
| "MCA" | Ministry of Corporate Affairs, Government of India |
| "M.D." | Managing Director |
| "Mn" or "mn" | Million |
| "MU" | Million units |
| "NACH" | National Automated Clearing House |
| "National Investment Fund" | National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005, of the Government of India, published in the Gazette of India |
| "NAV" | Net asset value |
| "NBFC" | Non-Banking Financial Companies |
| "NCD" | Non-Convertible Debentures |
| "NEFT" | National Electronic Fund Transfer |
| "Negotiable Instruments Act" | The Negotiable Instruments Act, 1881 |
| "NPCI" | National Payments Corporation of India |
| "NR" | Non-resident |
| "NRE Account" | Non-resident external rupee account established in accordance with the Foreign Exchange Management (Deposit) Regulations, 2016 |
| "NRI" | Person resident outside India, who is a citizen of India or a person of Indian origin, and shall have the meaning ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2016 or an overseas citizen of India cardholder within the meaning of Section 7(A) of the Citizenship Act, 1955 |
| "NRO Account" | Non-resident ordinary account established in accordance with the Foreign Exchange Management (Deposit) Regulations, 2016 |
| "NSDL" | National Securities Depository Limited |
| "NSE" | National Stock Exchange of India Limited |
| "OCB" or "Overseas Corporate Body" | A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003, and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Issue |

| Term | Description |
|---|---|
| “ODI” | Off-shore Derivate Instruments |
| “p.a.” | Per Annum |
| “PAN” | Permanent Account Number |
| “PAT” | Profit after tax |
| “P/E Ratio” | Price to Earnings Ratio |
| “RBI” | Reserve Bank of India |
| “RBI Act” | The Reserve Bank of India Act, 1934 |
| “RoCE” | Return on capital employed |
| “Regulation S” | Regulation S under the U.S. Securities Act |
| “RoNW” | Return on net worth |
| “RTGS” | Real Time Gross Settlement |
| “Rule 144A” | Rule 144A under the U.S. Securities Act |
| “SCRA” | Securities Contracts (Regulation) Act, 1956 |
| “SCRR” | Securities Contracts (Regulation) Rules, 1957 |
| “SEBI” | Securities and Exchange Board of India constituted under the SEBI Act |
| “SEBI Act” | Securities and Exchange Board of India Act, 1992 |
| “SEBI AIF Regulations” | Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 |
| “SEBI BTI Regulations” | Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994 |
| “SEBI FPI Regulations” | Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019 |
| “SEBI FVCI Regulations” | Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000 |
| “SEBI ICDR Master Circular” | SEBI master circular (SEBI/HO/CFD/PoD-1/P/CIR/2024/0154) dated November 11, 2024 |
| “SEBI ICDR Regulations” | Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 |
| “SEBI Listing Regulations” | Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 |
| “SEBI Merchant Bankers Regulations” | Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 |
| “SEBI RTA Master Circular” | SEBI master circular number SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 |
| “SEBI Takeover Regulations” | Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 |
| “Stamp Act” | The Indian Stamp Act, 1899 |
| “State Government” | The government of a state in India |
| “Systemically Important NBFC” | Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations |
| “TAN” | Tax deduction account number |
| “Trusts Act” | The Indian Trusts Act, 1882 |
| “U.S. Securities Act” | United States Securities Act of 1933, as amended |
| “U.S. Investment Company Act” | United States Investment Company Act of 1940, as amended |
| “U.S.” or “USA” or “United States” | The United States of America, its territories and possessions, any State of the United States and the District of Columbia |
| “USD” or “US\$” | United States Dollars |
| “VCFs” | Venture capital funds as defined in and registered with the SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as the case may be |
| “Wilful Defaulter” or “Fraudulent Borrower” | “Wilful Defaulter” or a “Fraudulent Borrower” as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations |

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

Certain Conventions

All references to “India” contained in this Draft Red Herring Prospectus are to the Republic of India. All references to the “Government”, “Indian Government”, “GOI”, “Central Government” or the “State Government” are to the Government of India, central or state, as applicable. All references to the “U.S.”, “US”, “U.S.A” or “United States” are to the United States of America and its territories and possessions.

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

Financial Data

Unless stated or the context requires otherwise, the financial information and financial ratios in this Draft Red Herring Prospectus are derived from our Restated Consolidated Financial Statements. For further information, see “*Financial Information*” beginning on page 299.

Our Company’s financial year commences on April 1 and ends on March 31 of the next year. Accordingly, all references to a particular financial year, unless stated otherwise, are to the 12-month period ended on March 31 of that year. Unless stated otherwise, or the context requires otherwise, all references to a “year” in this Draft Red Herring Prospectus are to a calendar year.

Unless the context requires otherwise, the financial information in this Draft Red Herring Prospectus is derived from the Restated Consolidated Financial Statements of our Company and our Subsidiary comprising the restated consolidated statement of assets and liabilities as at the three months period ended June 30, 2024 and as at March 31, 2024, March 31, 2023 and March 31, 2022 and the restated consolidated statements of profits and losses (including other comprehensive income), the restated consolidated statement of cash flows, the restated consolidated statement of changes in equity as at the three months period ended June 30, 2024 and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, the summary statement of significant accounting policies, and other explanatory information prepared in terms of the requirements of Section 26 of Part I of Chapter III of the Companies Act, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time.

There are significant differences between Ind AS, Indian GAAP, US GAAP and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or US GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our Company’s financial data. The degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting policies and practices, the Companies Act, 2013 and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited. Further, any figures sourced from third-party industry sources may be rounded off to other than two decimal points to conform to their respective sources.

In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

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

Any percentage amounts, as set forth in “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” on pages 34, 215 and 487, respectively, and elsewhere in this Draft Red Herring Prospectus, unless otherwise stated or context requires otherwise, have been calculated on the basis of our Restated Consolidated Financial Statements.

Non-GAAP Financial Measures

Certain measures included in this Draft Red Herring Prospectus, for instance EBITDA, EBITDA margin, PAT Margin, Return on Average Capital Employed, debt-to-equity ratio, (the “**Non-GAAP measures**”), presented in this Draft Red Herring Prospectus are supplemental measures of our performance and liquidity that are not required by, or presented in accordance with, Ind AS, IFRS or US GAAP. Furthermore, these Non-GAAP measures, are not a measurement of our financial performance or liquidity under Indian GAAP, IFRS or US GAAP and should not be considered as an alternative to net profit/loss, revenue from operations or any other performance measures derived in accordance with Ind AS, IFRS or US GAAP or as an alternative to cash flow from operations or as a measure of our liquidity. In addition, Non-GAAP measures used are not a standardised term, hence a direct comparison of Non-GAAP measures between companies may not be possible. Other companies may calculate Non-GAAP measures differently from us, limiting its usefulness as a comparative measure.

Industry and Market Data

Unless stated otherwise, industry and market data used in this Draft Red Herring Prospectus has been obtained or derived from the report titled “*Assessment of market potential for sheet metal products, polymer products, suspensions and EV components in automotive market*” dated October, 2024 by CRISIL (“**CRISIL Report**”) and publicly available information as well as other industry publications and sources. A copy of the CRISIL Report is available on the website of our Company at www.belriseindustries.com.

The CRISIL Report has been exclusively commissioned at the request of our Company and paid for by our Company for an agreed fee, pursuant to a letter of agreement dated July 16, 2024 entered into between CRISIL and our Company, for the purposes of confirming our understanding of the industry in which our Company operates, exclusively in connection with this Issue. The CRISIL Report has been prepared exclusively for the purpose of understanding the industry in connection with the Issue and is commissioned by our Company pursuant to letter of agreement dated July 16, 2024 and paid by the Company. The CRISIL Report is available on the website of our Company at the following web-link: www.belriseindustries.com. until the Bid/Issue Closing Date. Unless otherwise indicated, all financial, operational, industry and other related information derived from the CRISIL Report and included in this Draft Red Herring Prospectus with respect to any particular year, refers to such information for the relevant calendar year. CRISIL is an independent agency and is not related to our Company or our Promoters, Directors, Key Managerial Personnel, Senior Management, or the BRLMs. There are no parts, data or information which may be relevant for the proposed Issue, that have been left out or changed in any manner.

The data used in these sources may have been reclassified by us for the purposes of presentation and may also not be comparable. There are no parts, data or information (which may be relevant for the proposed Issue), that have been left out or changed in any manner. Industry sources and publications may also base their information on estimates and assumptions that may prove to be incorrect. The extent to which the industry and market data presented in this Draft Red Herring Prospectus is meaningful and depends upon the reader’s familiarity with, and understanding of, the methodologies used in compiling such information. There are no standard data gathering methodologies in the industry in which our Company conducts business and methodologies and assumptions may vary widely among different market and industry sources. Such information involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in “*Risk Factors – This Draft Red Herring Prospectus contains information from third parties, including an industry report prepared by an independent third-party research agency, CRISIL MI&A, which we have commissioned and paid for purposes of confirming our understanding of the industry exclusively in connection with the Issue.*” on page 61.

In accordance with the SEBI ICDR Regulations, the section “*Basis for Issue Price*” on page 127, includes information relating to our peer group companies and industry averages. Such information has been derived from publicly available sources and accordingly, no investment decision should be made solely on the basis of such information.

Currency and Units of Presentation

All references to “**Rupees**” or “**₹**” or “**Rs.**” Are to Indian Rupees, the official currency of the Republic of India.

All references to “**U.S.\$**”, “**U.S. Dollar**”, “**USD**” or “**U.S. Dollars**” are to United States Dollars, the official currency of the United States of America. All references to “**EUR**” or “**€**” are to Euro, the official currency of the European Union. All references to “**GBP**” or “**£**” are to Pound, the official currency of the United Kingdom.

In this Draft Red Herring Prospectus, our Company has presented certain numerical information. All figures have been expressed in millions. One million represents '10 lakhs' or 1,000,000. However, where any figures that may have been sourced from third-party industry sources are expressed in denominations other than millions, such figures appear in this Draft Red Herring Prospectus expressed in such denominations as provided in their respective sources.

Time

All references to time in this Draft Red Herring Prospectus are to Indian Standard Time. Unless indicated otherwise, all references to a year in this Draft Red Herring Prospectus are to a calendar year.

Exchange Rates

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

The exchange rates of USD and Euro into Indian Rupees for the periods indicated are provided below:

(in ₹)

| Currency | Exchange Rate as on | | | |
|----------|---------------------|----------------|----------------|----------------|
| | June 30, 2024 | March 31, 2024 | March 31, 2023 | March 31, 2022 |
| 1 USD | 83.45 | 83.37 | 82.21 | 75.90 |
| 1 EUR | 89.24 | 90.21 | 89.60 | 84.21 |

Source: www.fbil.org.in

Note: If the reference rate is not available on a particular date due to a public holiday, exchange rates of the previous working day has been disclosed. The reference rates are rounded off to two decimal places.

Notice to Prospective Investors in the United States

The Equity Shares have not been recommended by any U.S. federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this Draft Red Herring Prospectus or approved or disapproved the Equity Shares. Any representation to the contrary is a criminal offence in the United States. In making an investment decision, investors must rely on their own examination of our Company and the terms of the Issue, including the merits and risks involved. The Equity Shares offered in the Issue have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold (a) in the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and referred to in this Draft Red Herring Prospectus as "U.S. QIBs") pursuant to Section 4(a) of the U.S. Securities Act, and (b) outside of the United States in offshore transactions as defined in and in compliance with Regulation S and the applicable laws of the jurisdiction where those offers and sales are made. For the avoidance of doubt, the term "U.S. QIBs" does not refer to a category of institutional investors defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as "QIBs".

FORWARD-LOOKING STATEMENTS

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

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

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

- Revenue from sale of automotive components for two-wheeler vehicles comprise a significant portion of our revenue from operations and any decrease in demand for two-wheeler vehicles or any development that makes the sale of automotive components for the two-wheeler vehicle market less economically beneficial could adversely affect us;
- Revenue from ten largest customers comprise a significant portion of our revenue from operations and failure to maintain relationships with such customers could adversely affect us;
- Seven out of our 15 manufacturing facilities are located in the state of Maharashtra and such concentration risk may expose us to regional risk exposure, which in turn could adversely affect us;
- Any inability to maintain the existing levels of capacity utilization at our manufacturing facilities, or any slowdown or shutdown in our manufacturing operations may adversely affect us; and
- Fluctuations in the prices and disruptions in the availability of raw materials may adversely affect us.

For a further discussion of factors that could cause our actual results to differ, see “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” on pages 34, 215 and 487, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could be materially different from those that have been estimated. Forward-looking statements reflect our current views as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management’s belief and assumptions, which in turn are based on currently available information. Although we believe that the assumptions on which such statements are based are reasonable, any such assumptions as well as statements based on them could prove to be inaccurate.

Neither our Company, our Directors, nor the Syndicate or any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with the SEBI ICDR Regulations, our Company will ensure that investors in India are informed of material developments pertaining to our Company and the Equity Shares forming part of the Issue from the date of this Draft Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges.

SUMMARY OF THE DRAFT OFFER DOCUMENT

The following is a general summary of certain disclosures and terms of the Issue included in this Draft Red Herring Prospectus and is neither exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Red Herring Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including the sections titled “Risk Factors”, “The Issue”; “Capital Structure”, “Objects of the Issue”, “Our Business”, “Industry Overview”, “Our Promoters and Promoter Group”, “Restated Consolidated Financial Information”, “Outstanding Litigation and Material Developments”, “Issue Procedure” and “Main Provisions of the Articles of Association” beginning on pages 34, 71, 89, 108, 215, 146, 289, 299, 401, 441, and 464, respectively.

Summary of our primary business

We are an automotive component manufacturing company based in India offering a diverse range of safety critical systems and other engineering solutions for two-wheelers, three-wheelers, four-wheelers, commercial vehicles and agri-vehicles. Our product portfolio includes metal chassis systems, polymer components, suspension systems, body-in-white components, exhaust systems, electric vehicle powertrain components and solar panel components, among others. Our products are largely agnostic to vehicle powertrain types, reflecting our ability in catering to both electric vehicles and internal combustion engine vehicles. We specialize in precision sheet metal pressing and fabrication (i.e., the process of joining sheet metal components to create unified structures for assembling vehicle subsystems and bodies).

For further details, see “Our Business” on page 215.

Summary of the industry in which we operate

The global two-wheeler metal components market was valued at ₹1,453.85 billion in 2023, and is expected to be valued at ₹1,767.28 billion in 2029, growing at a CAGR of 3.29% between 2024 and 2029. Further, the two-wheeler metal products market size is projected to grow at a 11-13% CAGR over the next five years through Financial Year 2030. (Source: CRISIL Report)

For further details, see “Industry Overview” on page 146.

Our Promoters

Our Promoters are Shrikant Shankar Badve, Supriya Shrikant Badve and Sumedh Shrikant Badve. For further details, see “Our Promoters and Promoter Group” beginning on page 289.

Issue Size

The following table summarises the details of the Issue size:

| | |
|-------------------------|--|
| Issue ⁽¹⁾⁽²⁾ | Up to [●] Equity Shares of face value of ₹ 5 each for cash at price ₹ [●] per Equity Share (including a share premium of [●] per Equity Share), aggregating up to ₹21,500.00 million |
|-------------------------|--|

⁽¹⁾The Issue has been authorised by a resolution of our Board of Directors passed at its meeting held on November 16, 2024 and by our Shareholders pursuant to a special resolution passed their meeting held on November 18, 2024.

⁽²⁾Our Company, in consultation with the BRLMs, may consider issue of specified securities, as may be permitted under the applicable law, aggregating up to ₹ 4,300 million prior to filing of the Red Herring Prospectus with the RoC (“Pre-IPO Placement”). The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Issue, subject to compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (“SCRR”). The Pre-IPO Placement shall not exceed 20% of the size of the Issue. Prior to the completion of the Issue, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Issue or the Issue may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and Prospectus.

For details, see “Other Regulatory and Statutory Disclosures” on page 413.

The Issue shall constitute [●]% of the post-Issue paid-up Equity Share capital of our Company. For further details, see “The Issue” and “Issue Structure” on pages 71 and 437, respectively.

Objects of the Issue

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

| Particulars | Amount [^] (₹ in million) |
|---|------------------------------------|
| Repayment/ prepayment, in full or in part, of certain outstanding borrowings availed by our Company | 16,180.81 |
| General corporate purposes* | [●] |

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

[^] Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of specified securities, as may be permitted under the applicable law, aggregating up to ₹ 4,300 million prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement shall not exceed 20% of the size of the Issue. Prior to the completion of the Issue, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Issue or the Issue may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and Prospectus.

For further details, see “Objects of the Issue” on page 108.

Aggregate pre-Issue shareholding of our Promoters and members of the Promoter Group as a percentage of the paid-up Equity Share capital of our Company

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

| S. No. | Name of the Shareholder | Pre-Issue | | Post-Issue | |
|--|---|---|--|--|---|
| | | No. of Equity Shares of face value of ₹5 each | Percentage of paid-up Equity Share capital (%) | No. of Equity Shares of face value of ₹5 each (on a fully diluted basis) | Percentage of the pre-Issue Equity Share capital on a fully diluted basis (%) |
| Promoters | | | | | |
| 1. | Shrikant Shankar Badve | 530,036,384 | 81.42 | [●] | [●] |
| 2. | Supriya Shrikant Badve | 43,333,920 | 6.66 | [●] | [●] |
| 3. | Sumedh Shrikant Badve | 14,505,120 | 2.23 | [●] | [●] |
| Sub-Total (A) | | 587,875,424 | 90.30 | [●] | [●] |
| Promoter Group (other than the Promoters) | | | | | |
| 1. | Shankar Prabhakar Badve HUF | 20,160 | 0.00 | [●] | [●] |
| 2. | Swastid Shrikant Badve | 2,016,000 | 0.31 | [●] | [●] |
| 3. | Creative Tools and Press Components Private Limited | 383,040 | 0.06 | [●] | [●] |
| 4. | Badve Autocomps Private Limited | 1,088,640 | 0.17 | [●] | [●] |
| 5. | Sumedh Tools Private Limited | 58,343,040 | 8.96 | [●] | [●] |
| Sub-Total (B) | | 61,850,880 | 9.5 | [●] | [●] |
| Total (A+B) | | 649,726,304 | 99.81 | [●] | [●] |

For further details, see “Capital Structure” on page 89.

Summary of selected financial information derived from our Restated Consolidated Financial Information

The summary of selected financial information as set out under the SEBI ICDR Regulations as on and for the three months ended June 30, 2024 and for the years ended March 31, 2024, March 31, 2023, and March 31, 2022, derived from the Restated Consolidated Financial Information is set forth below.

(₹ in million, except per share data)

| Particulars | As at and for the three months ended June 30, 2024* | As at and for the Financial Year ended March 31, 2024 | As at and for the Financial Year ended March 31, 2023 | As at and for the Financial Year ended March 31, 2022 |
|----------------------|---|---|---|---|
| Equity Share capital | 3,254.95 | 3,254.95 | 203.43 | 203.43 |

| Particulars | As at and for the three months ended June 30, 2024* | As at and for the Financial Year ended March 31, 2024 | As at and for the Financial Year ended March 31, 2023 | As at and for the Financial Year ended March 31, 2022 |
|---|---|---|---|---|
| Total equity | 24,109.70 | 23,399.22 | 20,445.08 | 17,356.51 |
| Net worth/ Equity attributable to owners of our Company | 24,029.78 | 23,319.16 | 20,382.00 | 17,344.50 |
| Revenue from operations | 17,809.71 | 74,842.41 | 65,824.96 | 53,968.54 |
| Restated profit/ (loss) before tax for the year/period | 892.25 | 3,720.39 | 3,567.04 | 3,072.44 |
| Restated profit/ (loss) after tax for the period | 715.79 | 3,108.79 | 3,136.63 | 2,618.47 |
| Earnings per Equity Share | | | | |
| - Basic | 1.10 | 4.78 | 4.82 | 4.02 |
| - Diluted | 1.10 | 4.78 | 4.82 | 4.02 |
| Return on net worth (%) | 2.98 | 13.33 | 15.39 | 15.10 |
| Net Asset Value per Equity Share | 37.04 | 35.94 | 31.41 | 26.66 |
| Total borrowings (as per balance sheet) | 24,635.81 | 24,409.84 | 22,714.04 | 25,979.58 |

* Not annualized

Notes:

A. The ratios have been computed as under:

- (1) Basic EPS is calculated as profit for the year attributable to owners of our Company divided by the weighted average number of Equity Shares outstanding during the year.
- (2) Diluted EPS is calculated as profit for the year attributable to owners of our Company divided by the weighted average number of Equity Shares outstanding during the year adjusted for the effects of all dilutive potential Equity Shares.
- (3) RoNW is calculated as Profit for the year divided by the Total Equity excluding Foreign Currency Translation Reserve and Capital Reserve at the end of the respective year.
- (4) Net Asset Value per Equity Share (in ₹) is computed as Total Equity at the end of the year divided by weighted average number of Equity Shares outstanding during the year.

B. Total Equity = Equity Shares capital plus Other Equity

C. Earnings per share calculations are in accordance with Ind AS 33 "Earnings per share."

For further details, see "Restated Consolidated Financial Information" and "Other Financial Information" beginning on pages 299 and 372, respectively.

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

There are no qualifications of the Auditors which have not been given effect to in the Restated Consolidated Financial Information.

Summary of outstanding litigation

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

| (₹ in million) | | | | | | |
|------------------------|----------------------|-----------------|--|---|---------------------------|---|
| Name of entity | Criminal proceedings | Tax proceedings | Actions by statutory or regulatory authorities | Disciplinary actions, including penalty imposed by SEBI or Stock Exchanges against our Promoters in the last five financial years | Material civil litigation | Aggregate amount involved (₹ in million)* |
| Company | | | | | | |
| By our Company | 11 | 17 | Nil | Nil | Nil | 121.74 |
| Against our Company | 1 | 33 | 12 | Nil | Nil | 267.15 |
| Subsidiary | | | | | | |
| By our Subsidiary | Nil | Nil | Nil | Nil | Nil | Nil |
| Against our Subsidiary | Nil | Nil | Nil | Nil | Nil | Nil |
| Promoters | | | | | | |
| By our Promoters | Nil | Nil | Nil | Nil | Nil | Nil |
| Against our Promoters | Nil | Nil | 1 | Nil | Nil | Nil |

| Name of entity | Criminal proceedings | Tax proceedings | Actions by statutory or regulatory authorities | Disciplinary actions, including penalty imposed by SEBI or Stock Exchanges against our Promoters in the last five financial years | Material civil litigation | Aggregate amount involved (₹ in million)* |
|-----------------------------|----------------------|-----------------|--|---|---------------------------|---|
| Directors | | | | | | |
| By the Directors | Nil | Nil | Nil | Nil | Nil | Nil |
| Against the Directors | Nil | Nil | 1 | Nil | Nil | Nil |
| Group Companies | | | | | | |
| By the Group Companies | Nil | Nil | Nil | Nil | Nil | Nil |
| Against the Group Companies | Nil | Nil | Nil | Nil | Nil | Nil |

* To the extent quantifiable.

For further details on the outstanding litigation involving our Company, Subsidiary, Promoters, Directors and Group Companies, see “*Outstanding Litigation and Material Developments*” on page 401.

Risk factors

Specific attention of the investors is invited to the section “*Risk Factors*” on page 34. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. Details of our top 10 risk factors are set forth below:

- Seven out of our 15 manufacturing facilities are located in the state of Maharashtra. This concentration poses potential for regional risk exposure, which may adversely affect our business, results of operations, financial condition and cash flows.
- Revenue from our ten largest customers comprise a significant portion of our revenue from operations (57.42% for the three months ended June 30, 2024, 50.77% for the Financial Year 2024, 57.93% for the Financial Year 2023 and 64.43% for the Financial Year 2022). Any failure to maintain our relationship with these customers or any adverse changes affecting their financial condition will have an adverse effect on our business, results of operations, financial condition and cash flows.
- If we are unable to maintain the existing levels of capacity utilization at our manufacturing facilities, our margins and profitability may be adversely affected. Further, a slowdown or shutdown in our manufacturing operations could have an adverse effect on our business, results of operations, financial condition and cash flows.
- Our contractual arrangements with our OEM customers are generally requirement contracts, and any termination of such contracts or decline in the production requirements of any of our customers, may adversely affect our business, results of operations, financial condition and cash flows.
- Fluctuations in the prices and disruptions in the availability of raw materials may have an adverse effect on our business, results of operations, financial condition and cash flows.
- Pricing pressure from customers may adversely affect our profitability, which may in turn have an adverse effect on our business, results of operations, financial condition and cash flows.
- We have entered into, and may continue to enter into related party transactions. We cannot assure you that such transactions, individually or in the aggregate, will not have an adverse effect on our business, results of operations, financial condition and cash flows.
- We may face a decrease in revenue from sale of products for use in internal combustion engine vehicles due to the growing use of electric vehicles, which may adversely affect our business, results of operations, financial condition and cash flows.
- Certain of our Promoters and Directors are interested in our Company and this may result in conflict of interest with us.

10. Certain of our Promoters and Group Companies are involved in ventures which are engaged in the same line of activity or business as that of our Company.

Summary of contingent liabilities

The following is a summary table of our contingent liabilities as at June 30, 2024, in accordance with the requirements under Ind AS 37, as derived from the Restated Consolidated Financial Information:

(₹ in million)

| Particulars | As at June 30, 2024 |
|---|---------------------|
| Stamp Duty - Bombay Stamp Act | 6.43 |
| EPF & MP Act - Provident Fund | 11.59 |
| VAT Act 2003 - Appeals & Demands | 24.76 |
| CST Act 1956 - Appeals & Demands | 0.69 |
| CGST Act 2017 - Appeals & Demands | 50.77 |
| Income tax Demand | 0.72 |
| Tax Deducted at Source (Short Payment/Interest/Late Fees) | 1.44 |
| Income Tax Assessment Demand (Appeal) | 22.89 |
| Export obligation under E.P.C.G. | 4.24 |
| Civil Laws | 0.74 |
| Labour Laws | 29.91 |
| Total | 154.18 |

For further details, see “Restated Consolidated Financial Information – Note 36: Contingent Liabilities and Commitments” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations – Contingent Liabilities and Capital Commitments” on pages 324 and 398, respectively.

Summary of related party transactions

The details of transactions with related parties for the three months ended June 30, 2024 and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, in accordance with the requirements under Ind AS 24 – Related Party Disclosures, read with the SEBI ICDR Regulations, and as derived from the Restated Consolidated Financial Information are set forth in the table below:

(₹ in million)

| Name of Related Party | Nature of Transaction | Nature of Relationship | For the period ended June 30, 2024 | For the Financial 1 Year ended March 31, 2024 | For the Financial 1 Year ended March 31, 2023 | For the Financial 1 Year ended March 31, 2022 |
|--|-----------------------|--|------------------------------------|---|---|---|
| Amit Engineers And Tools Private Limited | Purchases | Close Member of KMP is a Director / Member | 1.86 | 52.86 | 266.51 | 272.93 |
| Amit Engineers And Tools Private Limited | Sales | Close Member of KMP is a Director / Member | 2.14 | 49.90 | 271.26 | 253.03 |
| Badve Autotech Private Limited | Purchases | KMP are Member & KMP | 847.88 | 2,859.33 | 3,659.64 | 3,156.25 |
| Badve Autotech Private Limited | Sales | KMP are Member & KMP | 545.83 | 1,924.80 | 2,256.68 | 910.89 |
| Badve Autotech Private Limited | Rent Paid | KMP are Member & KMP | 0.54 | 2.18 | 2.18 | 2.18 |
| Badve Autocomps Private Limited | Purchases | KMP are Member & KMP | 1,308.83 | 5,067.27 | 6,421.41 | 5,154.76 |
| Badve Autocomps Private Limited | Sales | KMP are Member & KMP | 705.89 | 5,268.67 | 5,031.52 | 4,132.32 |
| Creative Tools & Press Comps Private Limited | Purchases | KMP are Member & KMP | 250.04 | 1,128.96 | 1,141.11 | 1,075.95 |
| Creative Tools & Press Comps Private Limited | Sales | KMP are Member & KMP | 954.71 | 2,478.54 | 1,825.17 | 1,484.34 |

| Name of Related Party | Nature of Transaction | Nature of Relationship | For the period ended June 30, 2024 | For the Financial Year ended March 31, 2024 | For the Financial Year ended March 31, 2023 | For the Financial Year ended March 31, 2022 |
|---|-----------------------------|------------------------|------------------------------------|---|---|---|
| Eximius Autocomps Private Limited | Purchases | KMP are Member & KMP | 755.44 | 3,052.24 | 2,862.73 | 3,006.40 |
| Eximius Autocomps Private Limited | Sales | KMP are Member & KMP | 549.18 | 1,880.49 | 2,302.00 | 1,815.73 |
| Eximius Autocomps Private Limited | Guarantee Commission Income | KMP are Member & KMP | 0.31 | 1.22 | 0.53 | 1.28 |
| Swami Ashirwad Engimech Private Limited | Purchases | KMP are Member & KMP | 189.24 | 684.51 | 513.85 | 912.88 |
| Swami Ashirwad Engimech Private Limited | Sales | KMP are Member & KMP | 601.26 | 1,395.67 | 2,264.27 | 617.80 |
| Fenace Auto Limited | Purchases | KMP are Member & KMP | 30.32 | 181.26 | 68.93 | 13.27 |
| Fenace Auto Limited | Sales | KMP are Member & KMP | 124.97 | 492.76 | 499.19 | 98.01 |
| Optima Auto Products Private Limited | Sales | KMP are Member & KMP | - | 3.50 | - | - |
| Optima Auto Products Private Limited | Rent Paid | KMP are Member & KMP | - | - | - | 5.00 |
| Optima Auto Products Private Limited | Interest Received | KMP are Member & KMP | 19.20 | 0.20 | - | - |
| Optima Auto Products Private Limited | Loan Given | KMP are Member & KMP | 76.26 | 607.35 | - | - |
| Shreepriya Auto Parts Private Limited | Purchases | KMP are Member & KMP | 289.62 | 539.60 | 515.51 | - |
| Shreepriya Auto Parts Private Limited | Sales | KMP are Member & KMP | 50.78 | 30.59 | 223.24 | 337.74 |
| Shreepriya Auto Parts Private Limited | Rent Paid | KMP are Member & KMP | 21.27 | 80.10 | 77.40 | 66.60 |
| Shreepriya Auto Parts Private Limited | Guarantee Commission Income | KMP are Member & KMP | 0.15 | 0.59 | 0.59 | 0.59 |
| Sumedh Tools Private Limited | Purchases | KMP are Member & KMP | - | 12.19 | 421.21 | 117.93 |
| Sumedh Tools Private Limited | Sales | KMP are Member & KMP | 676.72 | 513.85 | 542.03 | 287.63 |
| Swastid Engineering Private Limited | Purchases | KMP are Member & KMP | 1,154.57 | 4,749.44 | 5,375.16 | 4,110.24 |
| Swastid Engineering Private Limited | Sales | KMP are Member & KMP | 84.72 | 779.01 | 1,011.12 | 731.83 |
| Shrikant Shankar Badve | Rent Paid | KMP | 1.48 | 5.65 | 4.91 | 4.00 |
| Shrikant Shankar Badve | Interest on USL | KMP | 31.66 | - | - | - |
| Shrikant Shankar Badve | Remuneration / Salary | KMP | 18.99 | 75.97 | 59.23 | 59.23 |
| Shrikant Shankar Badve | Loan Taken | KMP | - | 1,395.60 | - | - |
| Supriya Shrikant Badve | Rent Paid | KMP | 0.96 | 3.65 | 3.47 | 3.31 |

| Name of Related Party | Nature of Transaction | Nature of Relationship | For the period ended June 30, 2024 | For the Financial Year ended March 31, 2024 | For the Financial Year ended March 31, 2023 | For the Financial Year ended March 31, 2022 |
|--|-----------------------------|---------------------------------------|------------------------------------|---|---|---|
| Supriya Shrikant Badve | Remuneration / Salary | KMP | 7.05 | 28.19 | 21.76 | 21.76 |
| Rahul Shashikant Ganu | Remuneration / Salary | KMP | 0.92 | 3.80 | 3.55 | 3.23 |
| Manish Kumar | Remuneration / Salary | KMP | 0.71 | 1.92 | - | - |
| Phoenix Engineering | Purchases | KMP is a Member & Designated Partner | 510.82 | 620.53 | 720.86 | 533.34 |
| Phoenix Engineering | Sales | KMP is a Member & Designated Partner | - | 14.03 | 506.14 | 95.84 |
| KS Suspension Engineering Technology | Purchases | KMP is a Member & Designated Partner | 80.52 | 248.76 | 325.45 | 0.86 |
| KS Suspension Engineering Technology | Sales | KMP is a Member & Designated Partner | 12.61 | 78.51 | 40.41 | 0.25 |
| Amit Engineers | Purchases | Close Member of KMP is a Proprietors | 1.41 | 19.46 | 76.14 | 66.92 |
| Amit Engineers | Sales | Close Member of KMP is a Proprietors | 1.68 | 20.65 | 60.70 | 53.40 |
| Manas Automotive Systemes Limited | Purchases | Close Relative of KMP is Member | 69.69 | 212.86 | 316.15 | 44.50 |
| Manas Automotive Systemes Limited | Sales | Close Relative of KMP is Member | - | 65.51 | 36.01 | 22.10 |
| Manas Automotive Systemes Limited | Interest Received | Close Relative of KMP is Member | 2.45 | 9.84 | 9.76 | 9.15 |
| Manas Automotive Systemes Limited | Loan Given | Close Relative of KMP is Member | - | - | 4.00 | - |
| Swastid Shrikant Badve | Remuneration / Salary | Close Relative of KMP is Member | 0.56 | 2.10 | - | - |
| Badve Engineering Trading FZE | Interest Received | Subsidiary Company | 0.57 | 16.75 | 118.26 | 116.58 |
| Badve Engineering Trading FZE | Guarantee Commission Income | Subsidiary Company | 3.09 | 10.64 | 1.13 | - |
| Badve Engineering Trading FZE | Loan Given | Subsidiary Company | - | - | - | 1,623.83 |
| Badve Engineering Trading FZE | Loan Repayment Received | Subsidiary Company | - | 756.61 | 2,680.13 | - |
| Eximius Infra Tech Solutions LLP Limited | Purchases | KMP is a Partner & Designated Partner | 0.57 | - | - | 0.01 |
| Eximius Infra Tech Solutions LLP Limited | Sales | KMP is a Partner & Designated Partner | 504.07 | 1,024.14 | 1,568.40 | 840.99 |
| Eximius Infra Tech Solutions LLP Limited | Guarantee Commission Income | KMP is a Partner & Designated Partner | 0.12 | 0.48 | 1.10 | 1.10 |
| Shreepriya Stamping & Tooling Private | Purchases | KMP are Member & KMP | - | 0.04 | 0.27 | - |

| Name of Related Party | Nature of Transaction | Nature of Relationship | For the period ended June 30, 2024 | For the Financial Year ended March 31, 2024 | For the Financial Year ended March 31, 2023 | For the Financial Year ended March 31, 2022 |
|--|-----------------------|--|------------------------------------|---|---|---|
| Limited | | | | | | |
| Key Management Personnel | Director Sitting Fees | KMP | - | 0.35 | 0.18 | 0.29 |
| Nakul Patil | Remuneration / Salary | KMP | - | 0.55 | 1.42 | 1.38 |
| Sharp Pressing Private Limited | Purchases | Close Member of KMP is a Director / Member | - | - | 1.25 | - |
| Badve Entrepreneurship And Skill Training Foundation | Purchases | KMP are Member & KMP | - | - | 0.50 | 0.50 |
| Computech Traders | Rent Paid | | - | - | 0.51 | 0.65 |
| Total | | | 10,491.67 | 38,453.65 | 44,114.95 | 32,068.80 |

Note: All the numbers mentioned in the aforesaid table are including GST.

For details of the related party transactions, see “*Related Party Transactions*” on page 331.

Financing arrangements

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

Details of price at which specified securities were acquired by our Promoters, members of our Promoter Group and Shareholder(s) with right to nominate directors or other special rights in the last three years preceding the date of this Draft Red Herring Prospectus

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

| S. No. | Name of the acquirer/ shareholder | Date of acquisition of specified security | Number of specified securities | Face value (in ₹) | Acquisition price per specified security (in ₹)* |
|--|-------------------------------------|---|---|-------------------------------|--|
| Promoter | | | | | |
| 1. | Shrikant Shankar Badve | November 20, 2021 November 9, 2023 November 16, 2023 February 12, 2024 February 22, 2024 March 5, 2024 | 1,260 645,750 298,935 486,079,410 721,980 10,829,700 | 10 10 10 5 5 5 | Nil Nil Nil Nil Nil Nil |
| 2. | Supriya Shrikant Badve | February 12, 2024 | 40,625,550 | 5 | Nil |
| 3. | Sumedh Shrikant Badve | February 12, 2024 | 13,598,550 | 5 | Nil |
| Promoter Group (other than the Promoters) | | | | | |
| 4. | Shankar Prabhakar Badve HUF | February 12, 2024 | 18,900 | 5 | Nil |
| 5. | Swastid Shrikant Badve | November 30, 2021 December 15, 2021 February 12, 2024 | 630 53,550 1,890,000 | 10 10 5 | Nil Nil Nil |
| 6. | Creative Tools and Press Components | February 12, 2024 | 359,100 | 5 | Nil |

| S. No. | Name of the acquirer/ shareholder | Date of acquisition of specified security | Number of specified securities | Face value (in ₹) | Acquisition price per specified security (in ₹)* |
|--------|-----------------------------------|---|--------------------------------|-------------------|--|
| | Private Limited | | | | |
| 7. | Badve Autocomps Private Limited | February 12, 2024 | 1,020,600 | 5 | Nil |
| 8. | Sumedh Tools Private Limited | February 12, 2024 | 54,696,600 | 5 | Nil |

* The above details have been certified by GSA & Associates LLP, Chartered Accountants, our Statutory Auditors, pursuant to their certificate dated November 19, 2024.

For further details in relation to the aforesaid allotments, including in relation to acquisition cost, see “Capital Structure - Build-up of the Promoter’s shareholding in our Company” on page 98

Weighted average price at which Equity Shares were acquired by the Promoters in the last one year preceding the date of this Draft Red Herring Prospectus

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

| S. No. | Name of the Promoter | Number of Equity Shares acquired in the one year preceding the date of this Draft Red Herring Prospectus* | Weighted average price per Equity Share (in ₹)* |
|------------------|------------------------|---|---|
| Promoters | | | |
| 1. | Shrikant Shankar Badve | 498,575,775 | Nil ¹ |
| 2. | Supriya Shrikant Badve | 40,625,550 | Nil ¹ |
| 3. | Sumedh Shrikant Badve | 13,598,550 | Nil ¹ |

¹ There are no fresh acquisitions in the last one year except bonus and split issues.

* The above details have been certified by GSA & Associates LLP, Chartered Accountants, our Statutory Auditors, pursuant to their certificate dated November 19, 2024.

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

The details of weighted average cost of acquisition of all Equity Shares transacted in the last one year, eighteen months, and three years preceding the date of this Draft Red Herring Prospectus is as follows:

| Period | Weighted average cost of acquisition per Equity Share (in ₹)* | Cap Price is ‘x’ times the weighted average cost of acquisition [#] | Range of acquisition price per Equity Share: lowest price –highest price (in ₹) [#] |
|--|---|--|--|
| Last one year preceding the date of this Draft Red Herring Prospectus | Nil [@] | ● | Nil- ● |
| Last 18 months preceding the date of this Draft Red Herring Prospectus | Nil [@] | ● | Nil- ● |
| Last three years preceding the date of this Draft Red Herring Prospectus | Nil [@] | ● | Nil- ● |

[#] To be updated once the price band information is available.

[@] There are no acquisition of Equity Shares during the last three years by our Promoters except by way of gift on November 20, 2021, gift on November 9, 2023, gift on November 16, 2023, the bonus issue on February 12, 2024, share split on November 20, 2023, transfer on February 22, 2024 and transfer on March 5, 2024.

* As certified by our GSA & Associates LLP, Chartered Accountants, our Statutory Auditors, by way of their certificate dated [●].

Average cost of acquisition of shares for our Promoters

The average cost of acquisition per Equity Share acquired by our Promoters, as on the date of this Draft Red Herring Prospectus, is:

| S. No. | Name of the Promoter | Number of Equity Shares held | Average cost of acquisition per Equity Share (in ₹)* |
|--------|------------------------|------------------------------|--|
| 1. | Shrikant Shankar Badve | 530,036,384 | 1.31 |
| 2. | Supriya Shrikant Badve | 43,333,920 | 0.23 |
| 3. | Sumedh Shrikant Badve | 14,505,120 | 0.00 [#] |

* The above details have been certified by GSA & Associates LLP, Chartered Accountants, our Statutory Auditors, pursuant to the certificate dated November 19, 2024.

Cost of Acquisition per share for Sumedh Shrikant Badve is zero as figures are reported upto two decimals only.

For further details on the acquisition of Equity Shares by our Promoters, see “Capital Structure – Details of Shareholding of our Promoter in the Company” at page 98.

Details of pre-IPO placement

Our Company, in consultation with the BRLMs, may consider a further issue of such number of Equity Shares, through a private placement, preferential offer or any other method, as may be permitted under applicable law to any person(s), for a cash consideration aggregating up to ₹ 4,300.00 million, at its discretion, prior to filing of the Red Herring Prospectus with the RoC, subject to the receipt of appropriate approvals (“Pre-IPO Placement”). If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Issue, subject to compliance with Rule 19(2)(b) of the SCRR.

The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Issue. The utilisation of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the objects in compliance with applicable law. Prior to the completion of the Issue and the allotment pursuant to the Pre-IPO Placement, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Issue, or the Issue may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and Prospectus.

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

Except as disclosed below, our Company has not issued any equity shares for consideration other than cash in the last one year preceding the date of this Draft Red Herring Prospectus:

| Date of allotment | No. of Equity Shares | Face value (in ₹) | Reason of allotment |
|-------------------|----------------------|-------------------|---|
| February 12, 2024 | 610,303,410 | 5 | Bonus issue in the ratio of 15 Equity Shares for every one Equity Share held [^] |

[^]Allotment of 486,079,410 Equity Shares to Shrikant Shankar Badve, 40,625,550 Equity Shares to Supriya Shrikant Badve, 10,829,700 Equity Shares to Shrikant Shankar Badve (HUF), 18,900 Equity Shares to Shankar Prabhakar Badve (HUF), 13,598,550 Equity Shares to Sumedh Shrikant Badve, 1,890,000 Equity Shares to Swastid Shrikant Badve, 359,100 Equity Shares to Creative Tools and Press Components Private Limited, 1,020,600 Equity Shares to Badve Autocomps Private Limited, 54,696,600 Equity Shares to Sumedh Tools Private Limited, 1,182,000 Equity Shares to Golden Quadra Constructions LLP, 3000 Equity Shares to Vikrant Vilas Lande

Split or consolidation of equity shares in the last one year

Except as disclosed below, our Company has not undertaken split or consolidation of its equity shares in the one year preceding the date of this Draft Red Herring Prospectus.

Pursuant to resolutions passed by our Board at its meeting dated November 9, 2023 and the Shareholders at an extra-ordinary general meeting dated November 20, 2023, our Company has undertaken a split of 20,343,447 equity shares having face value of ₹10 each to 40,686,894 Equity Shares having face value of ₹ 5 each.

For further details, see “Capital Structure – Notes to the Capital Structure – Share capital history of our Company –(a) Equity share capital” on page 90.

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

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

SECTION II: RISK FACTORS

An investment in our Equity Shares involves a high degree of risk. Prospective investors should carefully consider all information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. If any or some combination of the following risks actually occur, our business, prospects, financial condition and results of operations could suffer, the trading price of our Equity Shares could decline and prospective investors may lose all or part of their investment.

We have described the risks and uncertainties that we believe are material, but these risks and uncertainties may not be the only risks relevant to us, the Equity Shares, or the industry in which we operate in. Some risks may be unknown to us and other risks, currently believed to be immaterial, could be or become material. To obtain a complete understanding of our business, prospective investors should read this section in conjunction with the sections “Our Business”, “Industry Overview”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Financial Information” on pages 215, 146, 377 and 299, respectively. In making an investment decision, prospective investors must rely on their own examination of our business and the terms of the Issue, including the merits and risks involved. Prospective investors should consult their tax, financial and legal advisors about the particular consequences to them of an investment in our Equity Shares.

This Draft Red Herring Prospectus also contains forward-looking statements, which refer to future events that involve known and unknown risks, uncertainties and other factors, many of which are beyond our control, which may cause the actual results to be materially different from those expressed or implied by the forward-looking statements. See “Forward-Looking Statements” on page 23. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks described in this section.

*Unless otherwise indicated, the industry-related information contained in this Draft Red Herring Prospectus is derived from the report titled “Assessment of market potential for sheet metal products, polymer products, suspensions and EV components in automotive market” dated October, 2024 (the “**CRISIL Report**”), which has been commissioned and paid for by our Company for an agreed fee for the purposes of confirming our understanding of the industry exclusively in connection with the Issue. The CRISIL Report is available on the website of our Company at www.belriseindustries.com. and has also been included in “Material Contracts and Documents for Inspection – Material Documents” on page 487. We officially engaged CRISIL Market Intelligence & Analytics, a division of CRISIL Limited (“**CRISIL MI&A**”), in connection with the preparation of the CRISIL Report on July 15, 2024. Unless otherwise indicated, all financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular year refers to such information for the relevant Financial Year. The data included in this section includes excerpts from the CRISIL Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the Issue), that have been left out or changed in any manner.*

Our Financial Year commences on April 1 and ends on March 31 of the subsequent year, and references to a particular Financial Year are to the 12 months ended March 31 of that year. Unless otherwise stated, or the context otherwise requires, the financial information used in this section is derived from our “Financial Information” on page 299. Financial information for the three months ended June 30, 2024 is not indicative of our financial results for the full financial year and is not comparable with our financial information for the Financial Years 2024, 2023 and 2022. Our Restated Consolidated Financial Statements have been prepared in accordance with the SEBI ICDR Regulations.

INTERNAL RISK FACTORS

- 1. Seven out of our 15 manufacturing facilities are located in the state of Maharashtra. This concentration poses potential for regional risk exposure, which may adversely affect our business, results of operations, financial condition and cash flows.***

As of June 30, 2024, we had 15 manufacturing facilities located across nine cities in eight states in India. Seven out of these 15 manufacturing facilities are located in the state of Maharashtra. The geographical location of our seven manufacturing facilities in the state of Maharashtra renders our operations susceptible to regional risks, adverse changes and events occurring in and around the state. Regional risks, adverse changes and events that may affect our business operations may include disruptions to our infrastructure, natural disasters, workforce disruptions, as well as changes in the general economic conditions, regulatory environment and state and local government policies. While we have not experienced any disruptions to

our operations due to regional risks, adverse changes and events occurring in and around the state of Maharashtra during the three months ended June 30, 2024 or the past three Financial Years, we cannot assure you that we will not face such disruptions in the future, which may adversely affect our business, results of operations, financial condition and cash flows. If the operations of any or all of our manufacturing facilities in Maharashtra are interrupted, we may need to utilize alternative facilities to manufacture our products. However, we may not be able to do so in a time and cost-efficient manner, or at all. We also cannot assure you that we will be able to utilize alternative facilities that are in close proximity to our customers, which may adversely affect our business relationship with our customers, and in turn may adversely affect our business, results of operations, financial condition and cash flows.

2. **Revenue from our ten largest customers comprise a significant portion of our revenue from operations (57.42% for the three months ended June 30, 2024, 50.77% for the Financial Year 2024, 57.93% for the Financial Year 2023 and 64.43% for the Financial Year 2022). Any failure to maintain our relationship with these customers or any adverse changes affecting their financial condition will have an adverse effect on our business, results of operations, financial condition and cash flows.**

We derive a significant portion of our revenue from operations from our ten largest customers, and thus we are dependent on these entities. As our key customers are primarily OEMs in the automotive space, any adverse changes affecting the financial condition of OEMs in the automotive industry, including a decrease in demand for automotives or particular models of automotives which our key customers sell, may have an adverse effect on our business, results of operations, financial condition and cash flows.

The following table sets forth the revenue contribution of our ten largest customers for the period/years indicated:

| Customers | For the three months ended June 30, 2024 | |
|---|--|--------------------------------|
| | (₹ in million) | (% of revenue from operations) |
| Customer I* | 3,438.67 | 19.31% |
| Customer II* | 2,051.62 | 11.52% |
| Customer III* | 907.87 | 5.10% |
| Creative Tools & Press Components^ | 803.69 | 4.51% |
| Badve Autocomps Private Limited^ | 575.37 | 3.23% |
| Sumedh Tools Private Limited^ | 573.49 | 3.22% |
| Swami Ashirwad Engimech Private Limited^ | 508.95 | 2.86% |
| Customer VIII* | 462.09 | 2.59% |
| Eximius Autocomps Private Limited^ | 454.30 | 2.55% |
| Badve Autotech Private Limited^ | 449.91 | 2.53% |
| Total revenue from ten largest customers | 10,225.96 | 57.42% |

*The names of these customers have not been disclosed because they have not provided their consent to disclose their names along with revenue contributions in this Draft Red Herring Prospectus. We also sell to several tier-1 suppliers within and outside India. Several of such suppliers sell our products or components containing products sold to them by us to many of our customers, including those set forth in the table above.

^Related parties of our Company

| Customers | For the Financial Year 2024 | | Customers | For the Financial Year 2023 | | Customers | For the Financial Year 2022 | |
|----------------------------------|-----------------------------|--------------------------------|----------------------------------|-----------------------------|--------------------------------|---------------|-----------------------------|--------------------------------|
| | (₹ in million) | (% of revenue from operations) | | (₹ in million) | (% of revenue from operations) | | (₹ in million) | (% of revenue from operations) |
| Customer I* | 13,695.60 | 18.30% | Customer I* | 13,374.59 | 20.32% | Customer I* | 13,917.03 | 25.79% |
| Customer II* | 6,779.67 | 9.10% | Customer II* | 6,113.55 | 9.29% | Customer II* | 6,348.56 | 11.76% |
| Badve Autocomps Private Limited^ | 4,257.00 | 5.72% | Badve Autocomps Private Limited^ | 4,185.33 | 6.36% | Customer III* | 3,590.70 | 6.65% |

| Customers | For the Financial Year 2024 | | Customers | For the Financial Year 2023 | | Customers | For the Financial Year 2022 | |
|--|-----------------------------|--------------------------------|---|-----------------------------|--------------------------------|--|-----------------------------|--------------------------------|
| | (₹ in million) | (% of revenue from operations) | | (₹ in million) | (% of revenue from operations) | | (₹ in million) | (% of revenue from operations) |
| Customer IV* | 3,407.76 | 4.55% | Customer IV* | 3,316.34 | 5.04% | Badve Autocomps Private Limited^ | 3,192.59 | 5.91% |
| Creative Tools and Press Components Private Limited^ | 2,023.81 | 2.70% | Customer V* | 2,496.41 | 3.79% | Customer V* | 1,677.39 | 3.11% |
| Customer VI* | 1,605.19 | 2.14% | Eximiius Autocomps Private Limited^ | 1,950.52 | 2.96% | Eximiius Autocomps Private Limited^ | 1,425.74 | 2.64% |
| Eximiius Autocomps Private Limited^ | 1,588.37 | 2.12% | Swami Ashirwad Engimech Private Limited^ | 1,914.58 | 2.91% | Customer VII* | 1,322.16 | 2.45% |
| Customer VIII | 1,578.00 | 2.11% | Badve Autotech Private Limited^ | 1,891.15 | 2.87% | Creative Tools and Press Components Private Limited^ | 1,202.99 | 2.23% |
| Customer IX* | 1,573.06 | 2.10% | Customer IX* | 1,480.00 | 2.25% | Customer IX* | 1,162.43 | 2.15% |
| Customer X* | 1,491.40 | 1.99% | Customer X* | 1,407.00 | 2.14% | Customer X* | 934.49 | 1.73% |
| Total revenue from ten largest customers | 37,999.87 | 50.77% | Total revenue from ten largest customers | 38,129.48 | 57.93% | Total revenue from ten largest customers | 34,774.08 | 64.43% |

*The names of these customers have not been disclosed because they have not provided their consent to disclose their names along with revenue contributions in this Draft Red Herring Prospectus. We also sell to several tier-1 suppliers within and outside India. Several of such suppliers sell our products or components containing products sold to them by us to many of our customers, including those set forth in the table above.

^Related parties of our Company

We cannot assure you that we will be able to maintain or increase business from these customers. While we have not faced any instances of complaints from our key customers that have materially and adversely affected our results of operations for the three months ended June 30, 2024 or the past three Financial Years, any failure by us to maintain our relationships with our key customers in the future may have an adverse effect on our business, results of operations, financial condition and cash flows. In addition, any factors or events which adversely affect the business or operations of our key customers could in turn adversely affect our business, if our sale of products to these customers decrease.

3. ***If we are unable to maintain the existing levels of capacity utilization at our manufacturing facilities, our margins and profitability may be adversely affected. Further, a slowdown or shutdown in our manufacturing operations could have an adverse effect on our business, results of operations, financial condition and cash flows.***

We may not be able to maintain the existing levels of capacity utilization at our manufacturing facilities in the future, which may adversely affect our margins and profitability. For details relating to our capacity utilization, see “Our Business – Description of Our Business – Our Manufacturing Facilities” on page 235.

Our manufacturing facilities and their capacity utilization rate may be affected by, among other things, breakdown of our machinery at our manufacturing facilities, interruption in the supply of power and water, obsolescence of equipment or machinery, labour disputes, natural disasters and severe weather conditions, industrial accidents and productivity of our workforce. For example, in May 2023, a fire broke out at our plating production plant in Aurangabad Facility II, resulting in our inability to utilize this automotive plating plant and requiring us to utilize the plating production plants at our other facilities in Aurangabad instead. This fire incident did not materially and adversely affect our results of operations or business operations during the Financial Year 2024. Further, under-utilization of our manufacturing capacities over extended periods, or significant under-utilization in the short term, could also adversely affect our business and results of operations. We cannot assure you that there will not be any significant disruptions in our operations in the future. Our inability to effectively respond to any shutdown or slowdown and rectify any disruption, in a timely manner and at an acceptable cost, could lead to our inability to meet customers' demand for our products and to manufacture our products in a cost-efficient manner.

4. *Our contractual arrangements with our OEM customers are generally requirement contracts, and any termination of such contracts or decline in the production requirements of any of our customers, may adversely affect our business, results of operations, financial condition and cash flows.*

We have developed longstanding relationships with our customers, servicing a total of 27 OEMs globally as of June 30, 2024, for a range of critical automotive components. We do not have firm commitment supply agreements with most of our OEM customers and instead we rely on purchase orders to govern the volume and other terms of our product sales. We enter into agreements with our OEM customers for specific products, which include general terms of sale, product specification requirements pricing policy and supply schedule, but such agreements do not obligate our customers to place an order with us. Actual orders are based on purchase orders issued by our customers from time to time. However, such orders may be amended or cancelled prior to finalization, and should such an amendment or cancellation take place, it may adversely impact our supply schedules. While we have not faced any such instances of reduction in quantities manufactured (including due to cancellation in orders by customers) that materially and adversely affected our results of operations for the three months ended June 30, 2024 or the past three Financial Years, we are exposed to the risk that our OEM customers might place less-than-expected orders or may even cancel existing orders or make changes to their policies which may result in reduced quantities being manufactured by us for our customers.

We typically commit to ordering raw materials from our suppliers based on our customer recommendations, forecasts and orders. Cancellation by customers or any delay or reduction in their orders can result in a mismatch between the inventory of raw materials and the manufactured product that we hold. This could affect the orderly management of our inventory and potentially impact our supply schedule. In addition, we make significant decisions, including setting up of manufacturing facilities, determining the levels of business that we will seek and accept, supply schedules, raw material procurement commitments, personnel requirements and other resource requirements, based on our estimates of customer orders. This may require us to increase staffing, increase capacity, engage sub-contractors and incur other expenses to meet the anticipated demand of our customers, in relation to changes (such as order getting delayed or cancelled) which could cause reductions in our margins. While we have not faced any such instances of being unable to realize our purchase costs that have materially and adversely affected our results of operations for the three months ended June 30, 2024 or the past three Financial Years, we cannot assure you that we will be able to realize the value of purchases made by us on the basis of such contractual arrangements and any such loss may have an adverse effect on our business, results of operations, financial condition and cash flows.

5. *Fluctuations in the prices and disruptions in the availability of raw materials may have an adverse effect on our business, results of operations, financial condition and cash flows.*

We rely on third-party suppliers for the supply of raw materials, including sheet metal, bright bar, mild steel wire, tubes, polymer, spring wire and shocker oil, in the manufacturing of our products. For details, see “*Our Business – Description of Our Business – Raw Materials and Suppliers*” on page 243. Notably, a significant portion of our expenses is attributed to the cost of raw materials, as set out in the table below for the period/years indicated:

| Particulars | For the three months ended June 30, 2024 | For the Financial Year | | |
|---|--|------------------------|-----------|-----------|
| | | 2024 | 2023 | 2022 |
| Cost of materials consumed (<i>₹ in million</i>) | 10,852.35 | 46,849.86 | 41,540.73 | 37,621.51 |
| Cost of materials consumed, as a percentage of total expenses (%) | 63.73% | 65.33% | 66.32% | 73.72% |

We source our raw materials on a purchase order basis, and do not enter into long term contracts with suppliers. Thus, our business is susceptible to fluctuations in prices of raw materials, to the extent that it affect our cash flows. Under our purchase orders, we are able to transfer increases in costs of raw materials to our customers on a quarterly or half-yearly basis (as the case may be, depending on terms of the individual purchase orders), and thus, our exposure to increases in costs of raw materials is limited to such adverse effects on our cash flows in the short term, as we are typically paid for the products supplied to customers only after the products have been delivered. During the three months ended June 30, 2024 or the past three Financial Years, we have not faced any such instances of fluctuations in costs of raw materials that have materially and adversely affected our cash flows.

Further, disruptions in the availability of quality raw materials from suppliers may lead to a deterioration in quality of our products, as the quality of our products is primarily derived from the quality of our raw materials. As of June 30, 2024, we have over 150 suppliers which supply raw materials to us. The table below forth details relating to our suppliers for the period/years indicated:

| Particulars | For the three months ended June 30, 2024 | For the Financial Year | | |
|--|--|------------------------|-----------|-----------|
| | | 2024 | 2023 | 2022 |
| Total value of goods purchased from ten largest suppliers by amounts incurred (<i>₹ in million</i>) | 6,894.59 | 22,461.03 | 23,730.67 | 23,208.77 |
| Total value of goods purchased from ten largest suppliers by amounts incurred, as a percentage of total expenses (%) | 47.88% | 36.99% | 44.40% | 54.94% |

Note: Names of certain suppliers have not been included in this Draft Red Herring Prospectus either because relevant consents for disclosure of their names were not available or in order to preserve confidentiality.

The availability of quality raw materials is affected by several factors, including production capacity constraints and geopolitical factors that impact supply chain operations. While we maintain a diversified supplier base and we do not rely on a limited number of suppliers for the supply of our raw materials, we cannot assure you that we will be able to maintain our current line-up of suppliers or adequate supply of quality raw materials at all times. Further, our suppliers do not supply raw materials exclusively to us and accordingly, some of them may choose to supply to other parties, including our competitors, instead of us. The non-availability or unforeseen shortage or quality raw materials may force us to source raw materials from alternative suppliers that may not meet our quality standards, which may lead to a deterioration in quality of our products and in turn affect our business, results of operations, financial condition and cash flows.

6. Pricing pressure from customers may adversely affect our profitability, which may in turn have an adverse effect on our business, results of operations, financial condition and cash flows.

Pricing pressure from OEM customers is prevalent in the industry in which we operate. Virtually all automakers consistently pursue aggressive price reduction initiatives each year with their suppliers, and such practice is expected to continue in the near future. Pursuing cost-cutting measures while maintaining rigorous quality standards may lead to an erosion of our margins, thereby adversely affecting our profitability.

In addition, estimating amounts of such price reductions is subject to risk and uncertainties, as any price reduction is the result of negotiations and other factors. Accordingly, suppliers like us must be able to reduce our operating costs in order to maintain or grow our existing levels of business. Such price reductions may affect our sales and profit margins. If we are unable to offset customer price reductions in the future through improved operating efficiencies, new manufacturing processes, sourcing alternatives and other cost reduction initiatives, our business, results of operations, financial condition and cash flows may be adversely affected.

Further, our business is capital intensive, requiring us to maintain a large fixed cost base. Therefore, our profitability is dependent, in part, on our ability to spread fixed costs over higher sales volume. However, our customers generally negotiate for larger discounts in price as the volume of their orders increase. In addition, substantially all of our products are customized to specific customer requirements, which requires us to incur significant costs in setting up our capabilities to manufacture these products, which may or may not be fully recovered from the customers. If we are unable to generate sufficient production cost savings in the future to offset price reductions or if there is any reduction in consumer demand for vehicles, which will result in decreased sales, our business, results of operations, financial condition and cash flows may be adversely affected.

7. ***We have entered into, and may continue to enter into related party transactions. We cannot assure you that such transactions, individually or in the aggregate, will not have an adverse effect on our business, results of operations, financial condition and cash flows.***

We have entered into certain transactions with related parties of our Company and may continue to do so in the future. For example, we entered into related party transactions for, among other things, sale and purchase of products, purchase of materials and services, rental of properties, loans and directors' remuneration. In particular, our Company enters into supply contracts with related parties to outsource the manufacturing of products where our Company does not locally undertake the underlying specific manufacturing process (for example, in relation to certain sub-assembly processes such as cutting, bending and drilling, among others). These related party transactions have been carried out on an arm's length basis, in compliance with the relevant provisions of the Companies Act and other applicable laws. For details on our related-party transactions, see "*Financial Information – Restated Consolidated Financial Statements – Note 42 : Related Party Transactions*" and "*Our Business – Transactions with Certain Affiliates*" on pages 331 and 243, respectively.

The following table sets forth the breakdown of our related party transactions for the period/years indicated:

(₹ in million)

| Particulars | For the three months ended June 30, 2024 | For the Financial Year | | |
|---|--|------------------------|------------------|------------------|
| | | 2024 | 2023 | 2022 |
| Related-party transactions (Post Inter Company Elimination)* | | | | |
| Purchase | 5,490.83 | 19,429.30 | 22,686.69 | 18,466.75 |
| Sales | 4,814.56 | 16,020.62 | 18,438.14 | 11,681.90 |
| Rent – Paid | 24.26 | 91.58 | 88.48 | 81.74 |
| Interest on Unsecured Loan | 31.66 | - | - | - |
| Interest Received | 21.65 | 10.04 | 9.76 | 9.15 |
| Remuneration / Salary | 28.22 | 112.53 | 85.97 | 85.61 |
| Guarantee Commission Income | 0.57 | 2.29 | 2.21 | 2.96 |
| Director Sitting Fees | - | 0.35 | 0.18 | 0.29 |
| Loan Taken | - | 1,395.60 | - | - |
| Loan Given | 76.26 | 607.35 | 4.00 | - |
| Loan Repayment Received | - | - | - | - |
| Total | 10,488.01 | 37,669.65 | 41,315.43 | 30,328.40 |

*Related party disclosures and numbers in the table above and in the Restated Consolidated Financial Statements include goods and services tax (GST).

Although all related-party transactions that we may enter into post-listing of our Equity Shares will be subject to approval by our Audit Committee, Board or Shareholders, as required under the Companies Act and the Listing Regulations, and in compliance with applicable law, we cannot assure you that such transactions, individually or in aggregate, will not be detrimental to the interest of our company, have an adverse effect on our financial condition and results of operations or that we could not have achieved more favorable terms if such transactions had not been entered into with related parties. The related parties that we enter into such transactions with may have vested interests which are in conflict with the interests of our Company. Such related-party transactions and any future related-party transactions may also not always be in the best interests of our minority shareholders. There can be no assurance that we will be able to address such conflicts of interests in the future, which may have an adverse effect on our business, results of operations, financial condition and cash flows.

8. ***We may face a decrease in revenue from sale of products for use in internal combustion engine vehicles due to the growing use of electric vehicles, which may adversely affect our business, results of operations, financial condition and cash flows.***

We sell products for use in internal combustion engine vehicles (including exhaust systems and associated products) and for use in both internal combustion engine vehicles and electric vehicles (including chassis, main stands and side stands). The table below sets out details of our revenue from products for use in internal combustion engine vehicles and electric vehicles for the period/years indicated:

| Particulars | For the three months ended June 30, 2024 | For the Financial Year | | |
|---|--|------------------------|-----------|-----------|
| | | 2024 | 2023 | 2022 |
| Revenue from sale of products for use in internal combustion engine vehicles (<i>₹ in million</i>) | 3,673.92 | 16,110.11 | 14,810.75 | 16,029.30 |
| Revenue from sale of products for use in internal combustion engine vehicles, as a percentage of revenue from operations (%) | 20.63% | 21.53% | 22.50% | 29.70% |
| Revenue from sale of products for use in both internal combustion engine vehicles and electric vehicles (<i>₹ in million</i>) | 9,893.36 | 41,913.89 | 36,718.92 | 30,577.08 |
| Revenue from sale of products for use in both internal combustion engine vehicles and electric vehicles, as a percentage of revenue from operations (%) | 55.55% | 56.00% | 55.78% | 56.66% |

With the growing use of electric vehicles, our revenue from sale of products for use in electric vehicles may increase in the future, and our revenue from sale of products for use in internal combustion engine vehicles may decrease in the future. We cannot assure you that we will be able to capitalize on the growing use of electric vehicles and increase our revenue from sale of products for use in electric vehicles for a variety of reasons, including our comparatively less experience in manufacturing automotive components for electric vehicles and our inability to adopt new technologies in our products for use in electric vehicles. We have in the past, and will in the future, continue to make significant technology-related expenditures towards developing products for use in electric vehicles that adopt new technologies. For example, we are working towards developing key proprietary components such as motors, motor controllers and chargers to cater to the electric vehicle market. We cannot assure you that we will be able to realize such investments and develop products for use in electric vehicles that meet our customers' demands. If we are unable to increase our revenue from sale of products for use in electric vehicles in the future in line with the growing use of electric vehicles, we may not be able to offset any future decreases in our revenue from sale of products for use in internal combustion engine vehicles, which may adversely affect our business, results of operations, financial condition and cash flows.

9. ***Certain of our Promoters and Directors are interested in our Company and this may result in conflict of interest with us.***

Certain of our Promoters and Directors are interested in our Company and this may result in conflict of interest with us, as detailed below:

Promoters

Our Promoters are interested in our Company to the extent (i) that they have promoted our Company; and (ii) of their direct and indirect shareholding in our Company. Our Promoters may also be deemed to be interested to the extent of their remuneration/ sitting fees and reimbursement of expenses, payable to them, if any in their capacity as Directors or employee of our Company. For further details, see "*Our Management*" beginning on page 267.

Our Promoters are also interested to the extent that our Company has undertaken any transactions or business arrangements with them, or their relatives or entities in which our Promoters hold equity shares or have any interest, if applicable. For further details, see "*Summary of the Draft Offer Document – Summary of Related Party Transactions*" on page 28. Further, our Promoters are also directors on the boards, or are shareholders, members, trustees or partners of certain entities forming part of the Promoter Group and/or Group Companies and will be deemed to be interested to the extent of the payments made, if any, by our Company to such entities forming part of the Promoter Group and/or Group Companies. For

the payments that are made by our Company to certain entities forming part of the Promoter Group and Group Companies, see “*Summary of the Draft Offer Document – Summary of Related Party Transactions*” on page 28.

Our Promoters have also entered into two leave and license agreements and a Memorandum of Hiring Facilities with our Company, pursuant to which our Company rents properties from our Promoters. For details, including rent paid by our Company to related parties, see “- *We have entered into, and will continue to enter into related party transactions. We cannot assure you that such transactions, individually or in the aggregate, will not have an adverse effect on our business, results of operations, financial condition and cash flows.*” on page 39 above.

Directors

Our Directors, may be deemed to be interested to the extent of fees payable to them for attending meetings of our Board or a committee thereof, to the extent of other remuneration and reimbursement of expenses, if any, payable to them by our Company under our Articles of Association and their respective appointment letters, and to the extent of remuneration paid to them for services rendered as an officer or employee of our Company. For further details, see *Our Management*” on page 267.

Our Directors may also be deemed to be interested to the extent of Equity Shares, if any, held by them and their relatives (together with other distributions in respect of Equity Shares), or held by the entities in which they are associated as partners, promoters, directors, proprietors, members, trustees or beneficiaries or that may be subscribed by or allotted to the companies, firms, ventures or trusts in which they are interested as promoters, directors, partners, proprietors, members, trustees or beneficiaries, pursuant to the Issue and any dividend and other distributions payable in respect of such Equity Shares. For details, see “*Our Management - Shareholding of Directors in our Company*” on page 273

Our Directors may also be deemed to be interested in the contracts, agreements or arrangements entered into or to be entered into by our Company with any company which is promoted by them or in which they hold directorships or any partnership firm in which they are partners. For further details, see “*Restated Consolidated Financial Information – Note 42. Related party disclosures*” on page 331.

Our interests and the interests of our Promoters and Directors may not always align, potentially giving rise to conflicts of interest. Such conflicts of interest may not be resolved in our favor, which may adversely affect the interests of prospective investors. We cannot assure you that our Promoters and Directors will exercise their rights as shareholders to the benefit and best interest of our Company. For further information on the interest of our Promoters and Directors of our Company, see “*Our Promoters and Promoter Group - Interests of Promoters and Common Pursuits*” and “*Our Management – Interest of Directors*” on pages 290 and 273, respectively.

10. *Certain of our Promoters and Group Companies are involved in ventures which are engaged in the same line of activity or business as that of our Company.*

Certain of our Promoters and Group Companies are involved in other ventures which are engaged in the same line of activity or business as that of our Company, and may be interested to the extent of any transaction entered into by our Company with any other company, firm or entity in which they are interested.

Our Promoters are interested in certain ventures which are empowered under their constitutional documents, to undertake similar line of business as that of our Company and our Subsidiary. In case any conflict arises in the future, our Company and these ventures will need to adopt the necessary procedures and practices as permitted by law to address any conflict situation as and when they may arise. For details, see “*Our Promoters and Promoter Group - Interests of Promoters and Common Pursuits*” on page 290.

Certain of our Group Companies also have common pursuits with our Company since they operate in the automotive component manufacturing industry. Certain of our Group Companies are authorized under their constitutional documents, to engage in similar line of business as our Company and may undertake such business in the future. See “*Our Group Companies – Common pursuits among the Group Companies and our Company*” on page 296.

While we have entered into exclusivity agreements dated November 16, 2024 with certain members of our Promoter Group and Group Companies, including Shreepriya Stamping and Tooling Private Limited,

Badve Autotech Private Limited, Creative Tools and Press Components Private Limited, Eximius Autocomps Private Limited, Swami Ashirwad Engimech Private Limited, Shreepriya Auto Parts Private Limited, Sumedh Tools Private Limited, Swastid Engineering Private Limited, Phoenix Engineering, Optima Auto Products Private Limited and KS Suspension Engineering Technology, pursuant to which such entities supply automotive components to our Company and are not permitted to supply such products to specified original equipment manufacturers in India, we nonetheless cannot assure you that these entities or other members of our Promoter Group and Group Companies, which are engaged in business ventures within the automotive components industry that may compete with us, either directly or indirectly, will not provide competitive services or otherwise compete in business lines in which we are already present or will enter into in the future. This may give rise to a conflict of interest, which may adversely affect our business, financial condition and results of operations.

- 11. *We may be compelled to relocate our manufacturing facilities if our customers relocate their facilities or reduce or terminate their regional business with us, which may result in substantial relocation or shutdown costs.***

To manage logistics costs and foster a collaborative working relationship with our customers, we endeavor to locate our manufacturing facilities in close proximity to our customers. If our customers relocate their facilities away from their current locations in the future or reduce or terminate their regional business with us, we may also be compelled to relocate or shutdown our manufacturing facilities and in doing so, we may incur substantial relocation or shutdown costs. While we have not faced any such instances of relocation or shutdown of our manufacturing facilities that materially and adversely affected our results of operations during the three months ended June 30, 2024 or the past three Financial Years, we cannot assure you that we will not face any instances of being compelled to relocate or shutdown our manufacturing facilities in the future, which may cause us to incur substantial relocation or shutdown costs, which in turn may adversely affect our business, results of operations, financial condition and cash flows.

- 12. *We derive a significant portion of our revenue from operations from the sale of automotive components for two-wheeler vehicles (64.50% for the three months ended June 30, 2024, 63.71% for the Financial Year 2024, 65.55% for the Financial Year 2023 and 73.15% for the Financial Year 2022). Any decrease in demand for two-wheeler vehicles or any development that makes the sale of automotive components for the two-wheeler vehicle market less economically beneficial may adversely affect our business, results of operations, financial condition and cash flows.***

We derive a significant portion of our revenue from operations from the sale of automotive components for two-wheeler vehicles, as set out in the table below for the period/years indicated:

| Particulars | For the three months ended June 30, 2024 | For the Financial Year | | |
|---|--|------------------------|-----------|-----------|
| | | 2024 | 2023 | 2022 |
| Revenue from sale of automotive components for two-wheeler vehicles (<i>₹ in million</i>) | 11,487.94 | 47,379.60 | 43,151.31 | 39,477.68 |
| Revenue from sale of automotive components for two-wheeler vehicles, as a percentage of revenue from operations (%) | 64.50% | 63.30% | 65.48% | 73.18% |

Thus, our business is dependent on the performance of the two-wheeler vehicle market in India. In the event of a decrease in demand for two-wheeler vehicles or any development that makes the sale of automotive components for the two-wheeler vehicle market less economically beneficial, our business may be adversely affected. The two-wheeler vehicle market may also be affected by, among others, economic conditions, demographic trends, employment and income levels, interest rates and changes in government policies, which may negatively affect demand for and valuation of our products, which may in turn affect our business, results of operations, financial condition and cash flows.

- 13. *Our business requires significant capital expenditure. If we are unable to have access to capital, it may adversely affect our business, results of operations, financial condition and cash flows.***

Our business requires significant capital expenditure, and we require a significant amount of capital to establish new manufacturing facilities, maintain or upgrade equipment and machinery across our existing manufacturing facilities, and develop the required systems and production lines to introduce new products. Any delays in procurement of capital required for our operations may lead to a delay in our operations such as, among others, setting up of new manufacturing facilities, upgrading equipment at our manufacturing

facilities, product diversification and enhancement of technological initiatives, which may lead to losses on account of cost viability and loss of market opportunities. We have not experienced any such delays in procurement of capital required for our operations which adversely affected our business, results of operations, financial condition and cash flows for the three months ended June 30, 2024 or the past three Financial Years. The table below sets forth our payment towards capital expenditure for the period/years indicated:

| Particulars | For the three months ended June 30, 2024 | For the Financial Year ended March 31, | | |
|---|--|--|----------|----------|
| | | 2024 | 2023 | 2022 |
| Payment towards capital expenditure (₹ in million) | 1,316.31 | 4,372.18 | 1,659.21 | 4,864.94 |
| Payment towards capital expenditure, as a percentage of revenue from operations (%) | 7.39% | 5.84% | 2.52% | 9.01% |

Our future capital requirements may differ from estimates due to a number of factors, including unforeseen delays or cost overruns, unanticipated expenses, regulatory changes, economic conditions and technological changes, pursuant to which we may utilize our cash generated from our business, or avail additional financing through incurrence of debt, issuance of equity securities or a combination of both. If we decide to raise additional funds through the issuance of debt, our interest and debt repayment obligations will increase, which may have a significant effect on our profitability and cash flow. We may also become subject to additional restrictive covenants in our financing agreements, which could limit our ability to access cash flows from operations and undertake certain types of transactions. Any issuance of equity, on the other hand, would result in a dilution of the shareholding of existing shareholders. If any of the foregoing were to occur, our business, results of operations, financial condition and cash flows may be adversely affected.

14. *An inability to compete effectively in the competitive automotive components industry could result in the loss of customers, which could have an adverse effect on our business, results of operations, financial condition and cash flows.*

The automotive component industry is highly competitive, and we compete with other automotive component manufacturers based on a variety of factors, including pricing, manufacturing capabilities, product quality, features, reliability and safety, technology, innovation and product development time, service levels and reputation. Our competitors may have longer operating histories, greater market penetration and more diverse product portfolios, which may provide them with a competitive advantage over us. Our competitors include major automotive component manufacturing companies, both domestic and foreign.

Further, increased consolidation among our competitors or between our competitors and any of our OEM customers could allow competitors to further benefit from economies of scale, offer more comprehensive product portfolios and increase the size of their serviceable markets. Such consolidation may enable our competitors to develop products that compete with us at a lower cost, which may adversely affect our profit margins. In addition, certain of our large customers with whom we currently sell certain products could decide to compete with us as manufacturers of these products. Any of these developments, alone or in combination, could have an adverse effect on our business, results of operations, financial condition and cash flows.

15. *We may encounter delays or cost overruns in the completion of the construction of our manufacturing facilities in Bhiwadi (Rajasthan), Chennai (Tamil Nadu) and Pune (Maharashtra), which may adversely affect our business, results of operations, financial condition and cash flows.*

Our manufacturing facilities at Bhiwadi (Rajasthan), Chennai (Tamil Nadu) and Pune (Maharashtra) are currently under construction. While we have not faced any such delays which had materially and adversely affected our financial condition during the three months ended June 30, 2024 and the past three Financial Years, we may face delays or cost overruns in completion of the construction of these facilities in the future on account of several factors, including delays in receiving governmental, statutory, and other regulatory approvals and permits, and delays in or non-delivery of construction equipment by suppliers, among others. We may also experience interruptions in the supply of electricity and water required for the completion of construction and establishment of this facility.

Our manufacturing facilities in Bhiwadi (Rajasthan), Chennai (Tamil Nadu) and Pune (Maharashtra) are estimated to have an installed production capacity of 8,285,363, 470,798 and 106,750 units per annum,

respectively. For the list of products being manufactured by the Company, see “*Our Business – Description of Our Business – Our Manufacturing Facilities*” on page 235. Any failure to complete the construction of this facility in a timely manner, and within budget, or at all, could have an adverse impact on our business, results of operations, financial condition, and cash flows. The aforesaid construction is being funded by internal accruals and debt. See also, “*Our Business – Description of Our Business – Our Manufacturing Facilities*” on page 235.

In addition, if we are unable to utilize our overall production capacity (taking into account the increase in production capacities as a result of these new facilities being commissioned) or maintain good quality control standards at our manufacturing facilities in Bhiwadi (Rajasthan), Chennai (Tamil Nadu) and Pune (Maharashtra) for any reason, our business, results of operations, financial condition, and cash flows may be adversely affected. See also “—*If we are unable to maintain the existing levels of capacity utilization at our manufacturing facilities, our margins and profitability may be adversely affected. Further, a slowdown or shutdown in our manufacturing operations could have an adverse effect on our business, results of operations, financial condition and cash flows.*” on page 36.

16. *Our business is subject to seasonality, which may contribute to fluctuations in our results of operations and financial condition.*

Our business is subject to seasonality as consumer demand for automobiles is generally highest during the months of September and October due to the Diwali season, and generally lowest at the end of the calendar year as our OEM customers typically launch new vehicle models during the beginning of the calendar year. Due to these seasonal fluctuations, our sales and results of operations may vary by quarters, and the sales and results of operations of any given quarter may not be relied upon as indicators of the sales or results of operations of other quarters or of our future performance.

17. *We are subject to risks associated with product liability, warranty and recall if our products are found to be defective, which may arise from our products failing to perform as expected or meet the stringent quality standards, which may adversely affect our reputation, business, results of operations, financial condition and cash flows.*

We are subject to risks associated with product liability, warranty and recall if our products are found to be defective, which may arise from our products failing to perform as expected or failing to meet the stringent quality standards set out in our contractual arrangements or as prescribed under the applicable regulatory framework. Our manufacturing operations are subject to government policies and controls, both domestic and, for exports, overseas, international standards and prescribed customer quality standards, and any manufacturing or quality control concerns may give rise to defective products. Our defective products may result in bodily injury, property damage or work accidents, any of which may expose us to claims relating to product liability, warranty and recall. While these past instances of product liability, warranty and recall claims did not materially and adversely affect our results of operations for the three months ended June 30, 2024 or the past three Financial Years, we cannot assure you that we will not experience losses relating to product liability, warranty and recall claims or that we will not incur significant costs to defend any such claims in the future, which may adversely affect our business, results of operations, financial condition and cash flows. We do not maintain any insurance coverage for product liability, warranty and recall. We cannot assure you that we will not face any losses relating to product liability, warranty and recall in the future or that we will not incur significant costs to defend any such claims, which may in turn adversely affect our reputation, business, results of operations, financial condition and cash flows.

18. *We and certain of our Group Companies were subject to an investigation visit, by the Assistant Commissioner of State Tax, Pune, conducted under section 67 of the Maharashtra Goods and Services Tax Act, 2017 and under section 64 of the Maharashtra Value Added Tax Act 2002, wherein various issues were identified and tax liabilities including interest were levied.*

We and certain of our Group Companies were subject to an investigation visit, by the Assistant Commissioner of State Tax, Pune, conducted under section 67 of the Maharashtra Goods and Services Tax Act, 2017 and under section 64 of the Maharashtra Value Added Tax Act 2002 (“**Investigation**”), wherein various issues were identified and tax liabilities including interest were levied. Pursuant to the Investigation, our Company has paid the necessary taxes along with interest. The Assistant Commissioner of State Tax, Pune vide letter dated August 28, 2023 intimated *inter alia* that as the necessary taxes along with interest i.e. ₹ 44,870,564.00 were paid, the Investigation is deemed to be closed. However, we cannot assure you that similar penalties will not be imposed in the future. Any adverse order or direction in these cases by the

concerned authorities, even though not quantifiable, may have an adverse effect on our reputation, brand, business, results of operations and financial condition.

19. Our manufacturing facilities are subject to periodic inspections and audits by regulatory authorities. We may be recipient of adverse observations from such visits which may damage our business and reputation leading to an adverse effect on our business, results of operations, financial condition and cash flows.

As a manufacturer of automotive components, we are required to comply with the regulations and quality standards stipulated by the regulatory authorities in India and the countries to which we export our products. We are required to comply with global practice standards such as the International Organization for Standardization and the International Automotive Task Force. Our manufacturing facilities are also subject to periodic inspections and audits by these regulatory authorities. For example, we received a show-cause notice from the Rajasthan State Pollution Control Board stating its intention to revoke the consent to operate granted to our Company under the Water (Prevention and Control of Pollution) Act, 1974 and the Air (Prevention and Control of Pollution) Act, 1981 pursuant to an analysis of the sewage treatment plant outlet at one of our manufacturing facilities. We also received a show-cause notice from the Maharashtra Pollution Control Board in relation to its refusal of renewal of the consent to operate granted by it to our Company due certain alleged non-compliances such as failure to comply with the condition of recycling of treated effluent to the maximum extent and usage of substandard effluent on land for gardening purposes. Further, we received a show-cause notice from the Commission for Air Quality Management in National Capital Region and Adjoining Areas regarding the alleged non-compliance of certain diesel generator sets at one of our facilities. We have also received certain show-cause notices from the Employees' Provident Fund Organization and the Employee State Insurance Corporation for the alleged failure on our part to remit the provident fund and allied dues within the stipulated time period. For details in relation to our Company's response and the present status of such notices, see "Outstanding Litigation and Material Developments – Actions taken by Regulatory and Statutory Authorities" on page 402.

If we are not in compliance with the requirements prescribed by such authorities, we may be subject to regulatory actions, including issuance of warning letters, imposition of sanctions, amendment or withdrawal of our existing approvals, interruption of our operations, or claims resulting from non-compliance with contractual obligations. Any such actions may adversely affect our business, results of operations, financial condition and cash flows.

20. Any delay in payment of statutory dues by our Company in future, may result in the imposition of penalties and in turn may have an adverse effect on our Company's business, financial condition, results of operation and cash flows.

Our Company is required to pay certain statutory dues including provident fund contributions and employee state insurance contributions as indicated in the tables below. The table below sets forth the details of the statutory dues paid by our Company, including in relation to our employees for the period/years indicated below:

| Nature of Payment | Three months ended June 30, 2024 | | | |
|---------------------------|----------------------------------|---------------------------|---------------------|-----------------------|
| | No of employees | Total Dues (₹ in million) | Paid (₹ in million) | Unpaid (₹ in million) |
| Employees State Insurance | 258 | 0.51 | 0.51 | - |
| Provident Fund | 2,211 | 32.32 | 32.32 | - |
| Professional Tax | 1,550 | 0.88 | 0.88 | - |
| Tax deducted at source | - | 26.55 | 26.55 | - |
| Labour Welfare Fund | 885 | 0.03 | 0.03 | - |
| Goods and Service Tax | - | 3,612.62 | 3,612.62 | - |
| Total | | 3,672.91 | 3,672.91 | - |

Note: The number of employees mentioned in the above table are those who are eligible under respective Employee State Insurance, Provident Fund and Labour Welfare Fund scheme.

| Nature of Payment | Financial Year | | | | | | | | | | | |
|---------------------------|-----------------|---------------------------|---------------------|-----------------------|-----------------|---------------------------|---------------------|-----------------------|-----------------|---------------------------|---------------------|-----------------------|
| | 2024 | | | | 2023 | | | | 2022 | | | |
| | No of employees | Total Dues (₹ in million) | Paid (₹ in million) | Unpaid (₹ in million) | No of employees | Total Dues (₹ in million) | Paid (₹ in million) | Unpaid (₹ in million) | No of employees | Total Dues (₹ in million) | Paid (₹ in million) | Unpaid (₹ in million) |
| Employees State Insurance | 440 | 2.99 | 2.99 | - | 698 | 3.75 | 3.75 | - | 789 | 5.11 | 5.11 | - |
| Provident Fund | 2,586 | 110.36 | 110.36 | - | 2,972 | 93.54 | 93.54 | - | 2,357 | 90.74 | 90.74 | - |
| Professional Tax | 1,871 | 1.88 | 1.88 | - | 2,163 | 1.68 | 1.68 | - | 1,745 | 1.33 | 1.33 | - |
| Tax deducted at source | - | 44.83 | 44.83 | - | - | 50.66 | 50.66 | - | - | 39.34 | 39.34 | - |
| Labour Welfare Fund | 1,126 | 0.03 | 0.03 | - | 1,154 | 0.03 | 0.03 | - | 1,046 | 0.03 | 0.03 | - |
| Goods and Service Tax | - | 13,862.09 | 13,862.09 | - | - | 13,145.45 | 13,145.45 | - | - | 12,027.32 | 12,027.32 | - |
| Total | | 14,022.18 | 14,022.18 | - | | 13,295.11 | 13,295.11 | - | | 12,163.87 | 12,163.87 | - |

Note: The number of employees mentioned in the above table are those who are eligible under respective Employee State Insurance, Provident Fund, Professional Tax and Labour Welfare Fund scheme.

While we have not faced any instances of delays in payment of statutory dues in the three months ended June 30, 2024 and the Financial Years 2024, 2023 and 2022, if we are unable to pay our statutory dues on time in the future, we could be subject to penalties which could adversely affect our business, financial condition, results of operations and cash flows.

21. ***We derive a portion of our revenue from operations from our Material Subsidiary, Badve Engineering Trading FZE (20.00% for the three months ended June 30, 2024, 18.41% for the Financial Year 2024, 17.97% for the Financial Year 2023 and 9.29% for the Financial Year 2022), and any adverse developments affecting business conducted by such subsidiary may adversely affect our business, results of operations, financial condition and cash flows.***

In addition to our core operations (as an automotive component manufacturer), we engage in overseas trading, focusing on commodities such as metals, lithium-ion batteries and electronics, through our Material Subsidiary, Badve Engineering Trading FZE. The revenue contribution from Badve Engineering Trading FZE towards our revenue from operations for the period/years indicated are set out below:

| Particulars | For the three months ended June 30, 2024 | For the Financial Year | | |
|--|--|------------------------|-----------|----------|
| | | 2024 | 2023 | 2022 |
| Revenue from Badve Engineering Trading FZE (₹ in million) | 3,562.45 | 14,515.53 | 11,829.13 | 5,013.05 |
| Revenue from Badve Engineering Trading FZE, as a percentage of our revenue from operations (%) | 20.00% | 19.40% | 17.98% | 9.29% |

Our overseas trading activities may be affected by fluctuations in commodity prices, global political stability, economic policies and supply chain disruptions, among others. We cannot assure you that such events will not adversely affect our revenue from our Material Subsidiary, Badve Engineering Trading FZE, which may in turn affect our results of operations, financial condition and cash flows.

22. ***We have experienced negative cash flows in the past and we may continue to experience negative cash flows in the future.***

We have experienced negative cash flows in the past and we may continue to experience negative cash flows in the future. The following table summarizes our cash flows for the three months ended June 30, 2024 and the Financial Years 2024, 2023 and 2022:

| Particulars | Three months ended June 30, 2024 | Financial Year | | |
|--|----------------------------------|----------------|------------|------------|
| | | 2024 | 2023 | 2022 |
| | (₹ in millions) | | | |
| Net cash generated from operating activities | 418.66 | 5,823.51 | 7,894.90 | 4,743.60 |
| Net cash (used in) investing activities | (1,270.95) | (3,616.42) | (1,942.64) | (5,431.27) |

| Particulars | Three months ended June 30, 2024 | Financial Year | | |
|---|----------------------------------|----------------|---------------|-----------------|
| | | 2024 | 2023 | 2022 |
| <i>(₹ in millions)</i> | | | | |
| Net cash generated from/(used in) financing activities | (550.48) | (1,413.36) | (5,295.26) | 385.74 |
| Net increase/(decrease) in cash and cash equivalents | (1,402.77) | 793.73 | 657.01 | (301.94) |

For details, see “*Management’s Discussion and Analysis of Financial Condition and Results of Operations – Cash Flows*” on page 396.

Our negative cash flows may continue in future periods, particularly as we continue to establish a manufacturing facility in Pune (Pune-V Facility) to develop our capabilities to manufacture and supply hub motors and chargers for electric vehicles, as well as establish a production line for production and assembly of sheet metal parts for solar panels, among others. In addition, when we become a listed company, we will incur significant additional legal, accounting and compliance costs. These efforts may be more costly than we expect and may result in negative cash flows in the future. Any failure to increase our revenue sufficiently to keep pace with our investments and other expenses could prevent us from achieving positive cash flow on a consistent basis. If we are unable to successfully address these risks and challenges, or if we are unable to adequately manage our cash flows, we may not be able to adequately fund our operations, pay debts in a timely manner or finance proposed business expansions or investments. Any of the foregoing could adversely affect our business, cash flows, financial condition and results of operations.

23. *We do not own our Registered and Corporate Office and certain of our manufacturing facilities, and thus we are exposed to the risks associated with leasing real estate and any adverse developments could affect our business, results of operations, financial condition and cash flows.*

We do not own our Registered and Corporate Office and certain of our manufacturing facilities, which are all occupied by us on a long-term leasehold basis. In relation to our Registered and Corporate Office and certain of our manufacturing facilities which are occupied by us on a leasehold basis, there is no conflict of interest between us and our lessors, and all such lease arrangements which we entered into with related parties were at arm’s length and in compliance with applicable laws and regulations. For further details, see “*Our Business – Description of Our Business – Our Manufacturing Facilities*” and “*Our Business – Description of Our Business – Our Properties*” on pages 235 and 248, respectively.

The lease periods and rental amounts for these properties vary on the basis of their locations. We cannot assure you that we will be able to renew our leases on commercially acceptable terms or at all. In the event that we are required to vacate our current premises, we would be required to make alternative arrangements for new offices and other infrastructure and we cannot assure that the new arrangements will be on commercially acceptable terms. If we are required to relocate our business operations or shut down our manufacturing units during this period, we may suffer a disruption in our operations or have to pay increased charges, which could have an adverse effect on our business, prospects, results of operations and financial condition. We have not faced any such instances where our leases were not renewed for the three months ended June 30, 2024 or the past three Financial Years. In addition, lease agreements are required to be duly registered and adequately stamped under Indian law and if any of our lease agreements are not duly registered and adequately stamped, we may face challenges in enforcing them. Further, such stamp duty may not be accepted as evidence in a court of law and we may be required to pay penalties for inadequate stamp duty.

24. *Our inability to effectively execute our business plan and growth strategies could adversely affect our business, results of operations, financial condition and cash flows.*

Our business has demonstrated growth in the past with our revenue from operations increasing between the Financial Year 2022 and 2024, as set out in the table below:

| Particulars | For the three months ended June 30, 2024 | For the Financial Year | | |
|--|--|------------------------|-----------|-----------|
| | | 2024 | 2023 | 2022 |
| Revenue from operations (<i>₹ in million</i>) | 17,809.71 | 74,842.41 | 65,824.96 | 53,968.54 |
| Year-on-year increase in revenue from operations (%) | NA* | 13.70% | 21.97% | NA* |

**Not applicable because revenue from operations for the three months ended June 30, 2023 and the Financial Year 2021 is not included in this Draft Red Herring Prospectus.*

Our growth strategies, including to increase our content per vehicle through new, high value and complex products and more integrated systems, and expand our portfolio of electric vehicle and renewable energy products, may require us to expend additional capital as we continue to invest in the establishment of new production lines and the development of new R&D initiatives. We cannot assure you that we will be able to maintain our growth at historical levels or successfully implement our business plan and growth strategy in the future. For details, see “*Our Business – Our Strategies*” on page 223.

We may not be able to successfully achieve our business plan and strategy in the future due to a variety of reasons, many of which are beyond our control, including a decline in demand for automotive components, increased price competition, inability to keep up with latest technology and processes, lack of availability of quality raw materials or a general slowdown in the economy. Moreover, if we are unable to increase our content per vehicle, expand our product offerings, attract new customers or retain existing customers, we may not be able to sustain our historical growth rates, which may adversely affect our business, results of operations, financial condition and cash flows.

25. *Our Company and Promoters are involved in certain legal proceedings. An adverse outcome in any of these proceedings may adversely affect our reputation, business, results of operations, financial condition and cash flows.*

In the ordinary course of our business, our Company and Promoters are involved in certain legal proceedings, which are pending at varying levels of adjudication before different forums. The summary of the outstanding matters set out below includes details of criminal proceedings, tax proceedings, statutory and regulatory actions and other material pending litigation involving our Company and Promoters. The following table sets forth a summary of the proceedings involving our Company and Promoters:

| Name of Entity | Criminal proceedings | Tax proceedings | Statutory or Regulatory proceedings | Disciplinary actions by SEBI or Stock Exchanges against our Promoters in the last five years, including outstanding action | Material civil litigation | Aggregate amount involved (₹ in million)* |
|-----------------------|----------------------|-----------------|-------------------------------------|--|---------------------------|---|
| Company | | | | | | |
| By the Company | 11 | 17 | Nil | Nil | Nil | 121.74 |
| Against the Company | 1 | 33 | 12 | Nil | Nil | 267.15 |
| Promoters | | | | | | |
| By the Promoters | Nil | Nil | Nil | Nil | Nil | Nil |
| Against the Promoters | Nil | Nil | 1 | Nil | Nil | Nil |

**To the extent quantifiable.*

Involvement in such proceedings could consume financial resources and divert time and attention from the management of our Company and Promoters. For further details on the proceedings involving our Company and Promoters, see “*Outstanding Litigation and Material Developments*” beginning on page 401. We cannot assure you that any of the outstanding litigation matters will be settled in favor of our Company and Promoters, as applicable, or that no additional liability will arise out of these proceedings. An adverse outcome in any of these proceedings may affect our reputation, business, which could have an adverse effect on our financial condition, results of operations and cash flows.

26. *If we fail to obtain, maintain or renew the statutory and regulatory licenses, permits and approvals required for our business and operations, our business, results of operations, financial condition and cash flows may be adversely affected.*

We are required to obtain and maintain certain statutory and regulatory licenses, permits and approvals under central and state government rules and regulations in India, generally for carrying out our business and for our manufacturing facilities. For example, we are required to obtain and maintain licenses and approvals under (i) the Factories Act, 1948 to operate our manufacturing facilities, and (ii) the Static and Mobile Pressure Vessels (Unfired) Rules, 2016 to import and store petroleum at our manufacturing

facilities. In addition, we are also required to obtain and maintain environmental approvals pursuant to the Water (Prevention and Control of Pollution) Act, 1974 and the Air (Prevention and Control of Pollution) Act, 1981. For details of applicable regulations and approvals relating to our business and operations, see “*Key Regulations and Policies in India*” and “*Government and Other Approvals*” on pages 250 and 409, respectively.

While we will endeavor to renew or obtain such licenses, permits and approvals as required (including upon expiry of such licenses, permits or approvals), there can be no assurance that the relevant authorities will issue any such licenses, permits and approvals within our anticipated timeframe or at all. While we have not faced any such instances of being unable to renew, maintain or obtain any licenses, permits or approvals that have materially and adversely affected our results of operations for the three months ended June 30, 2024 or the past three Financial Years, any inability to renew, maintain or obtain any licenses, permits or approvals in the future may result in the interruption of our operations and have an adverse effect on our business, results of operations, financial condition and cash flows.

Further, the licenses, permits and approvals required by us are subject to certain conditions and we cannot assure you that these would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. While we have not faced any such instances that have materially and adversely affected our results of operations for the three months ended June 30, 2024 or the past three Financial Years, if there is any failure by us to comply with the applicable regulations or if the regulations governing our business are amended, we may incur increased costs, be subject to penalties, have our licenses, approvals and permits revoked or suffer a disruption in our operations, any of which could adversely affect our business, results of operations, financial condition and cash flows.

27. *Our failure to identify and understand evolving industry trends and preferences and to adopt new technologies and develop new products to meet customer demands may adversely affect our business, results of operations, financial condition and cash flows.*

Our ability to anticipate changes in technology and regulatory standards and to develop and introduce new and enhanced products on a timely basis is a significant factor in our ability to remain competitive. There can be no assurance that we will be able to secure the necessary technological knowledge that will allow us to adopt new technologies and develop our product portfolio to keep pace with evolving technological requirements of automotive components. If we are unable to obtain such technological knowledge in a timely manner, or at all, we may be unable to effectively implement our strategies, and our business and results of operations may be adversely affected. Moreover, we cannot assure you that we will be able to achieve the technological advances that may be necessary for us to remain competitive or that certain of our products will not become obsolete. In addition, any new technologies that we adopt from time to time may not perform as well as expected.

The cost of implementing new technologies and related technology expenditures could also be significant and higher than initially anticipated. We are also subject to the risks generally associated with new product introductions, including lack of market acceptance, delays in product development and failure of products to operate properly. For example, while we have obtained the rights to utilize the technology to manufacture hub motors, and we also expect to obtain the rights to utilize the technology to manufacture chargers under long-term technology licensing agreements, we may not be able to successfully commercialize these products. We may also incur capital expenditures to develop products to meet customer demands and those demands may be delayed at the customers’ end due to delays in product launches. Our failure to successfully develop and produce new products, or a failure by our customers to successfully launch new product programs, could adversely affect our business, results of operations, financial condition and cash flows. See also, see “*Our Business – Description of Our Business - Research & Development and Technology Licensing*” on page 244.

28. *Certain of our corporate records, filings and instruments of transfer are not traceable. We cannot assure you that legal proceedings or regulatory actions will not be initiated against us in the future, or that we will not be subject to any penalty imposed by the competent regulatory authority in relation to such discrepancies.*

We have not been able to trace certain of our Company's corporate records and regulatory filings, as set out below:

| S. NO. | PARTICULARS |
|--------------------------|--|
| CAPITAL STRUCTURE | |
| 1. | Physical Form 2 & Form 23 with challan and shareholders' resolution for the allotment of 4,980 equity shares on March 27, 1998. |
| 2. | Form 2 & Form 23 with challan and shareholder's resolution for the allotment of 13,349 equity shares on February 5, 1999. |
| 3. | Form 23 with challan for special resolution in respect of allotment made on March 31, 2004. |
| 4. | Form 5 with challan in respect of sub-division of the face value of equity shares from Rs. 100/- to Rs. 10/-, dated January 7, 2008. |
| 5. | Form 23 and challan with of the shareholders' resolution for conversion of loan into equity shares. |
| MANAGEMENT | |
| Shrikant Shankar Badve | |
| 1. | Form 23 with challan for initial appointment in 2000 |
| Supriya Shrikant Badve | |
| 1. | Form 23 with challan for initial appointment in 2008 |
| Ashok Vishnu Tagare | |
| 1. | Form 23 with challan pursuant to Shareholders' resolution for regularization of appointment. |
| Anant Ramkrishna Sathe | |
| 1. | E-form MGT 14 with challan filed in 2020 |

Accordingly, certain disclosures in this Draft Red Herring Prospectus in relation to such untraceable corporate or secretarial records have been made with reliance on other supporting documents available in our records, including the resolutions passed by the Board or Shareholders in their meetings, or documents annexed to the filings sent to the relevant regulatory authorities. Further, we have relied on the search report and certificate dated November 19, 2024, issued by Paresch Deshpande & Associates, Company Secretaries (having peer review certificate bearing number 4043/2023), pursuant to their inspection and independent verification of the documents available or maintained by our Company, the Ministry of Corporate Affairs at the MCA Portal and the RoC. Further, we have also sent an intimation through our letter dated November 19, 2024, to the RoC informing them of the missing Form 2 and Form 5 filings with respect to such allotments and increase in share capital and sub-division. While no legal proceedings or regulatory action has been initiated against our Company or is pending in relation to such untraceable corporate or secretarial records, we cannot assure you that such legal proceedings or regulatory actions will not be initiated against our Company or that any fines or penalty will be imposed by regulatory authorities on our Company in this respect in the future.

29. *Our operations are labour intensive and could be adversely affected by strikes, labour unrest or labour unions.*

Our operations are labour intensive and we employ a large workforce comprising 2,141 full-time employees and 6,415 employees on a contractual basis, as of June 30, 2024. For details, see "*Our Business – Employees*" on page 247. Any strikes, labour unrest or labour union activities directed against us could directly or indirectly prevent or hinder our normal operating activities, and, if not resolved in a timely manner, could lead to work stoppages and disruptions in our operations. Our employees have formed three labour unions across three different manufacturing facilities comprising 172 members. Apart from this labour union, we have not faced any other instances of strikes, labour unrest or labour union activities for the three months ended June 30, 2024 or the past three Financial Years. However, we cannot assure you that we will not experience any strikes, labour unrest, labour union activities or other disruptions relating to our workforce in the future, which may adversely affect our business, financial condition, cash flows and results of operations.

30. *Our international business exposes us to complex management, legal, tax and economic risks, which could adversely affect our business, results of operations, financial condition and cash flows.*

We generate a portion of our revenues from indirect and direct exports in international markets. We currently sell our products in five international markets, including Austria, Slovakia and the United Kingdom. As part of our growth strategy, we aim to grow our exports. For details, see “*Our Business – Our Strategies – Further grow our aftermarket presence and exports through organic and inorganic initiatives*” on page 225. The table below sets out details relating to our revenue from international business for the period/years indicated:

| Particulars | Three months ended June 30, 2024 | | Financial Year 2024 | | Financial Year 2023 | | Financial Year 2022 | |
|-------------------------------------|-------------------------------------|---|-----------------------------|---|-----------------------------|---|--------------------------|---|
| | Amount (in ₹ million) | % of total revenue from operations | Amount (in ₹ million) | % of total revenue from operations | Amount (in ₹ million) | % of total revenue from operations | Amount (in ₹ million) | % of total revenue from operations |
| Revenue from business in India | 13,568.57 | 76.19% | 57,699.06 | 77.09% | 51,137.01 | 77.69% | 45,810.57 | 84.88% |
| Revenue from international business | 4,241.14 | 23.81% | 17,143.35 | 22.91% | 14,687.96 | 22.31% | 8,157.97 | 15.12% |
| Revenue from operations | 17,809.71 | 100.00 | 74,842.41 | 100.00% | 65,824.96 | 100.00% | 53,968.54 | 100.00% |

We are subject to risks in connection with compliance with the laws of countries where we operate or export our products to, including multiple tax and cost structures, cultural and language factors, among others. Further, the accounting standards, tax laws and other regulations in the jurisdictions we operate in are subject to differing interpretations. Regulatory requirements are still evolving in many markets and are subject to change and as a result may, at times, be unclear or inconsistent. Consequently, we may inadvertently fail to comply with such regulations, which could lead to enforced shutdowns and other sanctions imposed by the relevant authorities, as well as the withholding or delay in receipt of regulatory approvals, which may increase our costs for complying with applicable laws, rules and other requirements. While we have not faced any such instances that have materially and adversely affected our results of operations during the three months ended June 30, 2024 or the past three Financial Years, we cannot assure you that we will not be subject to regulatory actions due to our inability to comply with the applicable regulatory requirements in jurisdictions outside India in the future. Any such instance could adversely affect our business, financial condition, cash flows, and results of operations. Further, we are also subject to risks arising from exchange rate fluctuations, as we derive a portion of our revenue from international business. Thus, although our reporting currency is Indian Rupees, we transact a portion of our business in other currencies and may be exposed to foreign exchange rate fluctuations. For details, see “*Management’s Discussion and Analysis of Financial Condition and Results of Operations – Foreign Currency and Interest Rate Risks*” on page 399.

31. ***We appoint contract labour for carrying out certain of our operations and we may be held responsible for paying the wages of such workers if the independent contractors through whom such workers are hired default on their obligations, and such obligations could have an adverse effect on our business, results of operations, financial condition and cash flows.***

In order to retain flexibility due to seasonality in our business and to control costs, in addition to our employees, we appoint independent contractors who in turn engage on-site contract labour for performance of certain of our ancillary operations, including on-site job works. Although we do not engage these labourers directly, we may be held responsible for any wage payments to be made to such labourers in the event of default by such independent contractors. The table below sets out details relating to our workers employed on a contractual basis, for the period/years indicated:

| Particulars | For the three months ended June 30, 2024 | For the Financial Year | | |
|---|--|------------------------|-------|-------|
| | | 2024 | 2023 | 2022 |
| Number of workers employed on a contractual basis | 6,415 | 5,955 | 5,896 | 5,224 |
| Total Number of Employees (including workers and staff) | 8,556 | 8,034 | 7,855 | 7,185 |

| Particulars | For the three months ended June 30, 2024 | For the Financial Year | | |
|---|--|------------------------|--------|--------|
| | | 2024 | 2023 | 2022 |
| Number of workers employed on a contractual basis, as a percentage of our total workforce | 74.98% | 74.12% | 75.06% | 72.71% |

Any requirement to fund their wage requirements may have an adverse effect on our business, results of operations, financial condition and cash flows. In addition, under the Contract Labour (Regulation and Abolition) Act, 1970, as amended, we may be required to absorb a number of such contract laborers as permanent employees. Thus, an order from a regulatory body or court in this regard may have an adverse effect on our business, financial condition, results of operations and cash flows.

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

We possess certain technical knowledge about our products, including technical knowledge relating to process technology and patents that we have filed. Our technical knowledge is one of our key assets, which may not be adequately protected by intellectual property rights such as patent registration. Thus, as some of our technical knowledge can only be protected by secrecy, we cannot assure you that our technical knowledge will remain confidential in the long run.

Even if all reasonable precautions, whether contractual or otherwise, are taken to protect our confidential technical knowledge of our products and business, there is still a danger that certain proprietary knowledge may be leaked, either inadvertently or willfully, at various stages of the production process. A significant number of our employees have access to confidential design and product information and there can be no assurance that this information will remain confidential. Moreover, certain of our employees may leave us and join our various competitors. We cannot assure you that such agreements will be successful in protecting our technical knowledge. We have not faced any instance of leakage of technical knowledge which has materially and adversely affected our financial condition in the three months ended June 30, 2024 and the past three Financial Years. The potential damage from such disclosure is increased as many of our designs and products are not patented, and thus we may have no recourse against copies of our products and designs that enter the market subsequent to such leakages. In the event that the confidential technical information in respect of our products or business becomes available to third parties or to the general public, any competitive advantage that we may have over other companies in the automotive components sector could be harmed. If a competitor is able to reproduce or otherwise capitalize on our technology, it may be difficult, expensive or impossible for us to obtain necessary legal protection. Consequently, any leakage of confidential technical information could have an adverse effect on our business, results of operations, financial condition and future prospects.

33. *Our reliance on third party for certain aspects of our operations, including on-site job work, transport and logistics may affect the quality of our products and our ability to meet delivery timelines to our customers, which may adversely affect our business, results of operations, financial condition and cash flows.*

We rely on third parties for certain aspects of our business operations, including on-site job work, transport and logistics. As of June 30, 2024, we use 74 transport and logistics providers. We rely on contract labour to perform a variety of on-site job work related to the manufacturing of our products, including assembly, manufacturing support, inspection, among others. We also rely on transport and logistics providers to arrange transportation of our products to our customers. Our reliance on third-party contract labour for outsourced job works and on transport and logistics providers for transportation of our products may affect the quality and workmanship of our products, as well as our ability to meet delivery timelines to our customers. We may be required to incur additional costs to remedy any deficiency in services provided by these third parties. Further, while we have not faced any such disruption that have materially and adversely affected our results of operations for the three months ended June 30, 2024 or the past three Financial Years, any future disruption in the availability of our contract labour or transport and logistics providers may disrupt our operations and adversely affect our business, results of operations, financial condition and cash flows.

34. Any disruptions in the availability of electricity, fuel and water at our manufacturing facilities may adversely affect our business operations.

Our manufacturing operations require a significant amount and continuous supply of electricity, fuel and water and any shortage or non-availability may adversely affect our operations. Moreover, prolonged disruptions in the availability of electricity, fuel and water may require us to suspend our operations. The table below sets out our power and fuel charges for the period/years indicated:

| Particulars | For the three months ended June 30, 2024 | For the Financial Year ended March 31, | | |
|---|--|--|--------|--------|
| | | 2024 | 2023 | 2022 |
| Power and fuel charges (₹ in million) | 148.71 | 563.58 | 537.19 | 487.23 |
| Power and fuel charges, as a percentage of total expenses (%) | 0.87% | 0.79% | 0.86% | 0.95% |

We depend on state-owned electricity distribution companies for our electricity requirement, and source our fuel requirements from private suppliers and our water requirements from government-owned utility providers. During the three months ended June 30, 2024 or the past three Financial Years, we have not faced any instances of power cuts or shortage of fuel or water that has required us to shut down or suspend operations at any of our manufacturing facilities that have materially and adversely affected our results of operations. Any failure on our part to obtain alternate sources of electricity, fuel or water, in a timely fashion, and in a cost-effective manner could adversely affect our business, results of operations, financial condition and cash flows.

35. We regularly work with hazardous materials and activities in our operations can be dangerous, which may cause injuries to people or property.

Our business requires employees to work under potentially dangerous circumstances or with flammable materials. For example, if improperly handled, molten metal or molten polymer/plastic material can seriously hurt or even kill employees or other persons, and cause damage to our properties and the properties of others. Further, chemicals used for coating are hazardous and may pose health risks to employees or other persons. While we continuously ensure compliance with all requisite safety requirements and standards, our operations are subject to significant hazards, including explosions, fires, mechanical failures and other operational problems, inclement weather and natural disasters, discharges or releases of hazardous substances, chemicals or gases, and other environmental risks. Such hazards may result in personal injury and loss of life, catastrophic damage or destruction of property and equipment as well as environmental damage, which could result in a suspension of our operations and the imposition of civil or criminal liabilities. For example, in September 2023, a contractual worker at our Chennai Facility sustained an injury on his index finger while working on a bending machine. While this incident did not lead to a loss of life or any claims made against us, we cannot assure you that any similar future incidents will not cause injuries to people or property. Apart from the above-mentioned incident, we have not faced any other instances of accidents at our manufacturing facilities which materially and adversely affected our business during the three months ended June 30, 2024 or the past three Financial Years. See “*Outstanding litigation and material developments – Litigation involving our Company – Litigation against our Company – Criminal litigation*” on page 402.

36. The discontinuance or non-availability of subsidies availed by us may adversely affect our business, results of operations, financial condition and cash flows.

We avail subsidies such as those available to us under the Maharashtra Industrial Promotion Subsidy Policy 2013, the Karnataka VAT Loan Subsidy and the Madhya Pradesh IPS 2014, as detailed in the table below for the period/years indicated:

| Particulars | For the three months ended June 30, 2024 | For the Financial Year | | |
|--|--|------------------------|----------|----------|
| | | 2024 | 2023 | 2022 |
| Subsidies recognised (pursuant to the Maharashtra Industrial Promotion Subsidy Policy 2013) (₹ in million) | 344.47 | 1,205.32 | 1,280.57 | 1,227.06 |
| Subsidies recognised (pursuant to the Karnataka VAT Loan Subsidy) (₹ in million) | - | - | 106.62 | 273.68 |
| Subsidies recognised (pursuant to the Madhya Pradesh IPS 2014) (₹ in million) | - | - | - | 11.80 |

| Particulars | For the three months ended June 30, 2024 | For the Financial Year | | |
|--|--|------------------------|----------|----------|
| | | 2024 | 2023 | 2022 |
| Total subsidies recognised (₹ in million) | 344.47 | 1,205.32 | 1,387.19 | 1,512.54 |
| Total subsidies recognised, as a percentage of revenue from operations (%) | 1.93% | 1.61% | 2.11% | 2.80% |

If these subsidies which are currently availed by us are discontinued or become unavailable to us in the future for any reason, our business, results of operations, financial condition and cash flows may be adversely affected.

37. *Non-compliance with and changes in, safety, environmental and labour laws and other application regulations, may adversely affect our business, results of operations and financial condition.*

We are subject to laws and government regulations, including in relation to safety, environmental protection and labour. These laws and regulations impose controls on air and water discharge, noise levels, storage handling, employee exposure to hazardous substances and other aspects of our manufacturing operations. For details on regulations and policies applicable to our business, see “*Key Regulations and Policies in India*” on page 250. We handle and use hazardous materials in our manufacturing activities and the improper handling or storage of these materials could result in accidents, injure our personnel, property and damage the environment.

Laws and regulations may limit the amount of hazardous and pollutant discharge that our manufacturing facilities may release into the air and water. The discharge of materials that are chemical in nature or of other hazardous substances into the air, soil or water beyond these limits may cause us to be liable to regulatory bodies or third parties. While we have not been liable for such discharge of materials beyond prescribed limits for the three months ended June 30, 2024 or the past three Financial Years, we cannot assure you that we will not breach such limits in the future, which may require us to shut down our manufacturing facilities, which in turn could lead to product shortages that delay or prevent us from fulfilling our obligations to customers.

We are also subject to the laws and regulations governing employees and labour, including in relation to minimum wage and maximum working hours, overtime, working conditions, hiring and termination of employees, contract labour and work permits. We have incurred and expect to continue incurring costs for compliance with such laws and regulations. We have also made and expect to continue making expenditures on an on-going basis to comply with all applicable environmental, health and safety and labour laws and regulations. We have not been found to be materially non-compliant with any such environmental, health and safety and labour law and regulations for the three months ended June 30, 2024 or the past three Financial Years. However, we cannot assure you that we will not be found to be in non-compliance with, or remain in compliance with all applicable environmental, health and safety and labour laws and regulations or the terms and conditions of any consents or permits in the future or that such compliance will not result in a curtailment of production or a significant increase in the costs of production, which may adversely affect our business, results of operations, financial condition and cash flows.

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

As of September 30, 2024, our total secured and unsecured borrowings amounted to ₹25,883.01 million. We have entered into agreements for short-term and long-term loans, working capital facilities, non-convertible debentures and other borrowings. Our inability to meet our obligations under our financing arrangements, which comprise term loans, working capital demand loans and non-convertible debentures from time to time, and repayment of our outstanding borrowings will depend primarily on the cash generated by our business. Our financing agreements generally include a variety of conditions and covenants that require us to obtain lender consents prior to carrying out certain activities and entering into certain transactions such as:

- any change in the capital structure, shareholding pattern, ownership, management, or control, including any dilution in the shareholding of our Promoters and Promoter Group;
- any amendments to our constitutional documents;

- undertaking any merger, amalgamation or reconstruction;
- opening a new bank account;
- prior repayment of credit facility; and
- effecting any dividend pay-out in cash of delay in debt servicing or breach of any financial covenants.

These covenants vary depending on the requirements of the financial institution extending the loan and the conditions negotiated under each financing document, and may restrict or delay certain actions or initiatives that we may propose to take from time to time. For example, certain of our financing arrangements specify that upon the occurrence of an event of default, the lender shall have the right to, among others, cancel the outstanding facilities available for drawdown, declare the loan to be immediately due and payable with accrued interest, impose a penal interest on the principal amount or enforce rights over the security created. Our ability to make payments on our indebtedness will depend on our future performance and our ability to generate cash, which to a certain extent is subject to general economic, financial, competitive, legislative, legal, regulatory and other factors, many of which are beyond our control. If our future cash flows from operations and other capital resources are insufficient to pay our debt obligations, meet our contractual obligations, or to fund our other liquidity needs, we may be forced to sell assets or attempt to restructure or refinance our existing indebtedness. Any refinancing of our debt could be at higher interest rates and may require us to comply with more onerous covenants, which could further restrict our business and operations. In addition, any failure to make payments of interest and principal on our outstanding indebtedness on a timely basis would likely result in a reduction of our creditworthiness and/or any credit rating we may hold, which could harm our ability to incur additional indebtedness on acceptable terms. While we have not experienced any instances of non-compliance with financial or restrictive covenants under our financing agreements that have materially and adversely affected our results of operations during the three months ended June 30, 2024 or the past three Financial Years, we cannot assure you that we will continue to be in compliance with these financial or restrictive covenants in the future, which may adversely affect our business, results of operations, financial condition and cash flows.

39. *We have not incurred certain required portions of our profits towards corporate social responsibility (“CSR”) requirements under the Companies Act 2013.*

The Companies Act 2013 stipulates the requirement of formulation of a corporate social responsibility policy and mandates our Board of Directors to ensure that our Company spends, in each Fiscal, at least two percent of the average net profits of our Company during the three immediately preceding Fiscals, in accordance with its CSR policy. In Fiscal 2024, 2023 and 2022, while our Company has made profits and accordingly allocated certain portion of such profits towards CSR activities formulated under our CSR policy, our Company has not incurred the requisite portion of the expenditure towards such activities in Fiscal 2023. The following table sets forth the details with respect to the gross amount required to be spent, amount approved by the Board and total amount spent towards the CSR activities by us in the years indicated:

| Particulars | Three months ended June 30, 2024 | Financial Year 2024 | Financial Year 2023 | Financial Year 2022 |
|---|----------------------------------|---------------------|---------------------|---------------------|
| Gross amount required to be spent by our Company during the period/year (₹ million) | 64.23 | 53.80 | 48.04 | 43.13 |
| Amount set off from previous period/year (₹ million) | 2.37 | 3.48 | 4.37 | - |
| Net amount required to be spent by our Company during the period/year (₹ million) | 61.86 | 50.32 | 43.67 | 43.13 |
| Amount approved by the Board during the period/year (₹ million) | 13.42 | 53.80 | 48.04 | 58.37 |
| Total amount spent during the period/year (₹ million) | 13.42 | 52.69 | 47.15 | 47.50 |
| Excess amount spent during the period/year (₹ million) | - | 2.37 | 3.48 | 4.37 |
| Amount required to be deposited in separate bank account (₹ million) | - | - | - | - |

| Particulars | Three months ended June 30, 2024 | Financial Year 2024 | Financial Year 2023 | Financial Year 2022 |
|---|----------------------------------|---------------------|---------------------|---------------------|
| Actual amount deposited in unspent amount after the period/year end (₹ million) | - | - | - | - |

During the Financial Year 2023, we had spent the total amount required to be spent towards the CSR activities and as a result, there was no need to deposit any amount in an unspent account. Similarly, during the Financial Year 2024 and Financial Year 2022, we had spent the total amount required to be spent towards the CSR activities and as a result, there was no need to deposit any amount in an unspent account. Nonetheless, we may be subject to imposition of notices or penalties under the Companies Act, 2013 from the Ministry of Corporates Affairs, Government of India for non-compliance in relation to our CSR expenditure in the future, which could adversely affect our reputation and business.

40. We are exposed to counterparty credit risk and any delay in receiving payments or non-receipt of payments may adversely affect our business, results of operations and cash flows.

Due to the nature of, and the inherent risks in, the agreements and arrangements with our customers, we are subject to counterparty credit risk, including significant delays in receiving payments or non-receipt of payments, which may adversely affect our cash flow and results of operations. We cannot assure you that we would be able to accurately assess the creditworthiness of our customers. Further, macroeconomic conditions, which are beyond our control, could also result in financial difficulties for our customers, including limited access to the credit markets, insolvency or bankruptcy. Such conditions could cause our customers to delay payment, request modifications to their payment terms, or default on their payment obligations to us, all of which could increase our trade receivables and/or write-offs of trade receivables. We have not experienced any write-offs during the last three Financial Years. We consider the write-offs of receivables on a case to case basis, depending on the circumstances of each delayed receivable and when we are of the view that recovery of such receivables is unlikely after a reasonable period of time. The following table sets forth our credit loss allowances for doubtful debts and trade receivables for the period/years indicated:

| Particulars | As of / For the three months ended June 30, 2024 | As of / For the Financial Year ended March 31, | | |
|--|--|--|-----------|----------|
| | | 2024 | 2023 | 2022 |
| Credit loss allowances for doubtful debts (₹ in million) | - | 28.16 | 12.68 | 10.25 |
| Trade receivables (₹ in million) | 13,039.15 | 12,278.11 | 12,797.90 | 9,335.48 |

Timely collection of payments from customers also depends on our ability to complete our contractual commitments and subsequently invoice and collect from our customers. If we are unable to meet our contractual obligations, we may experience delays in the collection of, or be unable to collect, our customer balances, which could adversely affect our business, financial condition and results of operations and cash flows.

41. We have contingent liabilities and commitments, and our financial condition could be adversely affected if these contingent liabilities or commitments materialize.

As of June 30, 2024, we had disclosed the following contingent liabilities in our Restated Consolidated Financial Statements as per Ind AS 37:

| Name of Statute | As of June 30, 2024 | |
|---|---------------------|--------|
| | Paid | Unpaid |
| Stamp Duty – Bombay Stamp Act | 4.98 | 6.43 |
| EPF & MP Act – Provident Fund | - | 11.59 |
| VAT Act 2003 – Appeals & Demands | - | 24.76 |
| CST Act 1956 – Appeals & Demands | - | 0.69 |
| CGST Act 2017 – Appeals & Demands | 2.96 | 50.77 |
| Income tax demand | 1.64 | 0.72 |
| Tax deducted at source (short payment/interest/late fees) | - | 1.44 |
| Income tax assessment demand (appeal) | 7.14 | 22.89 |

| Name of Statute | As of June 30, 2024 | |
|---|---------------------|---------------|
| | Paid | Unpaid |
| Export obligation under E.P.C.G | - | 4.24 |
| Civil laws | - | 0.74 |
| Labour laws | - | 29.91 |
| Total | 16.72 | 154.18 |
| Total Contingent Liability (Not Provided in the Books) | 154.18 | |

In addition, our estimated amount of contracts remaining to be executed on capital account (which relates to the purchase of property, plant and equipment), as disclosed as a capital commitment in our Restated Consolidated Financial Information, amounted to ₹224.04 million as of June 30, 2024.

We cannot assure you that we will not incur similar or increased levels of contingent liabilities or capital commitments in the future. If any of these contingent liabilities or capital commitments materialize, our financial condition and results of operation may be adversely affected. For further details on our contingent liabilities and commitments, see Note 36 to our “*Financial Information*” on page 324.

42. *The success of our business depends substantially on our management team and operational workforce. Our inability to attract or retain such manpower could adversely affect our business and operations.*

Our business and financial performance depends largely on the efforts and abilities of our Senior Management Personnel and Key Managerial Personnel. In particular, we depend on Shrikant Badve, our Managing Director, and Supriya Shrikant Badve, our Whole-Time Director, for their significant experience in the automotive industry and their vision to steer the long-term strategic direction of our business. From time to time, there may be changes in our management team or other key employees to enhance the skills of our teams or as a result of attrition. We cannot assure you that we will continue to retain any or all of the key members of our management. Further, we cannot assure you that if one or more key members of our management are unable or unwilling to continue in their present positions, that we would be able to replace such member(s) in a timely and cost-effective manner.

Our success also depends on our ability to recruit, develop and retain qualified and skilled personnel, for all our lines of business. We compete in the market to attract and retain skilled personnel, in areas such as engineering, technology, sales, marketing and operations.

As of June 30, 2024, we had 2,141 full-time employees (which includes our Key Managerial Personnel and Senior Management Personnel), four Key Managerial Personnel and nine Senior Management Personnel. For details, see “*Our Business*” and “*Our Management*” on pages 215 and 267, respectively. The table below sets forth the attrition rates of our full-time employees, Key Managerial Personnel and Senior Management Personnel:

| Particulars | Attrition (Full-time employees) | Number of full-time employees | Attrition rate (Full-time employees)* (%) | Attrition (Key Managerial Personnel and Senior Management Personnel) | Number of Key Managerial Personnel and Senior Management Personnel | Attrition rate (Key Managerial Personnel and Senior Management Personnel)* (%) |
|----------------------------------|---------------------------------|-------------------------------|---|--|--|--|
| Three months ended June 30, 2024 | 119 | 2,141 | 5.56% | - | 14 | - |
| Financial Year 2024 | 308 | 2,079 | 14.81% | 3 | 14 | 21.43% |
| Financial Year 2023 | 312 | 1,959 | 15.93% | - | 14 | - |
| Financial Year 2022 | 314 | 1,961 | 16.01% | - | 14 | - |

*Attrition rates for full-time employees / Key Managerial Personnel / Senior Management Personnel is calculated as the percentage of annual attrition of full-time employees / Key Managerial Personnel / Senior Management Personnel in a particular period/Financial Year to the average number of full-time employees / Key Managerial Personnel / Senior Management Personnel in a particular period/Financial Year. The average number of full-time employees / Key Managerial Personnel / Senior Management Personnel in a particular period/Financial Year is calculated by the sum of the number of full-time employees / Key Managerial Personnel / Senior Management Personnel at the beginning of a particular period/Financial Year and at the end of a particular period/Financial Year, and then divided by two.

If we fail to identify, recruit and integrate strategic personnel, our business could be adversely affected. Any loss of members of our Senior Management Personnel or Key Managerial Personnel could significantly delay or prevent the achievement of our business objectives, affect our succession planning and could harm our business. We may need to invest significant amounts of cash and equity to attract and retain new employees, and we may never realize returns on these investments. If we are not able to retain and motivate our current personnel or effectively integrate and retain employees, our ability to achieve our strategic objectives, and our business could be adversely affected.

43. *Significant disruptions of information technology systems or breaches of data security could have an adverse effect on our business, results of operations, financial condition and cash flows.*

We depend upon information technology systems for our business operations, including in particular our manufacturing processes across our manufacturing facilities. Our IT systems are potentially vulnerable to system inadequacies, network failure, hardware failure, operating failures, service interruptions or failures, security breaches, malicious intrusions or cyber-attacks from a variety of sources. Cyber-attacks are growing in their frequency, sophistication and intensity, and are becoming increasingly difficult to detect, mitigate or prevent. Cyber-attacks come in many forms, including the deployment of harmful malware, exploitation of vulnerabilities, denial-of-service attacks, the use of social engineering and other means to compromise the confidentiality, integrity and availability of our IT systems, confidential information and other data. Cyber-attacks targeted at our information technology systems may affect our business operations by interfering with, among others, our (i) manufacturing automation systems which we utilize to automate our manufacturing processes at our manufacturing facilities, and (ii) enterprise resource planning systems which we utilize to manage our raw material and inventory levels. While we have not experienced any significant disruptions to our information technology systems due to cyber-attacks for the three months ended June 30, 2024 or the past three Financial Years, we cannot assure you that we will not encounter any such disruptions in the future. Any such disruption may result in the loss of key information and disruption of production and business processes, which could adversely affect our business, results of operations, financial condition and cash flows.

Our systems are also potentially vulnerable to data security breaches, whether by employees or others that may expose sensitive data, including personal data of customers, to unauthorized persons. Such data security breaches could lead to unauthorized access to our systems, misappropriation of data and unforeseen disclosure or transfer of data. While we have not experienced any significant data breaches for the three months ended June 30, 2024 or the past three Financial Years, any such security breaches could have an adverse effect on our business, results of operations, financial condition and cash flows.

44. *Any difficulties in identifying, consummating and integrating acquisitions, investments or alliances may expose us to potential risks and have an adverse effect on our business, results of operations and financial condition.*

We may make acquisitions and investments and enter into strategic alliances to further expand our business. For example, we plan to explore inorganic growth opportunities through mergers and acquisitions in Europe and North America, in order to increase our reach across export markets. For details, see “*Our Business - Our Strategies – Further grow our aftermarket presence and exports through organic and inorganic initiatives*” on page 225. If we are presented with appropriate opportunities, we may acquire additional businesses, services, resources, or assets in order to expand our business. Our possible future acquisitions, investments or strategic alliances may also expose us to other potential risks, including risks associated with unforeseen or hidden liabilities, the diversion of resources from our existing businesses and technologies, our inability to generate sufficient revenue to offset the costs, expenses, and debt incurred in relation to the acquisition, investment or alliance, and potential loss of, or harm to, relationships with customers and employees as a result of our integration of new businesses. Moreover, acquiring companies based outside of India involves additional risks, including those related to integration of operations across different cultures and languages, inability to obtain the necessary regulatory approvals in countries in which we seek to consummate acquisitions, currency risks and the particular economic, political and regulatory risks associated with specific countries. Further, identifying suitable acquisitions, investments or alliances can be difficult, time consuming and costly. We cannot assure you that any future acquisitions, investments or alliances that we enter into will not be unsuccessful, which may adversely affect our business, results of operations and financial condition.

45. ***We track certain operational and key business metrics with internal systems and tools. Certain of our operational metrics are subject to inherent challenges in measurement which may adversely affect our business and reputation.***

We track certain operational and key business metrics (including EBITDA, EBITDA margin, return on average equity and return on average capital employed) with internal systems and tools and which may differ from estimates or similar metrics published by third parties due to differences in sources, methodologies, or the assumptions on which we rely. Our methodologies for tracking these metrics may change over time, which could result in unexpected changes to our metrics, including the metrics we publicly disclose. If the internal systems and tools we use to track these metrics undercount or over count performance or contain algorithmic or other technical errors, the data we report may not be accurate.

Further, these are supplemental measure of our performance and liquidity that is not required by, or presented in accordance with, Ind AS, Indian GAAP, IFRS or US GAAP. Further, these metrics are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/(loss) for the year or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or US GAAP. Although these non-GAAP metrics are not a measure of performance calculated in accordance with applicable accounting standards, our management believes that they are useful to an investor in evaluating us, as these metrics are widely used measured to evaluate an entity's operating performance. In addition, these are not standardized terms, hence a direct comparison of these measures between companies may not be possible. Other companies may calculate these measures differently from us, limiting its usefulness as a comparative measure. If our operating metrics are not accurate representations of our business, if investors do not perceive our operating metrics to be accurate, or if we discover material inaccuracies with respect to these figures, we expect that our business, reputation, financial condition, results of operations and cash flows would be adversely affected. For further details, see "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 215 and 377, respectively.

46. ***If we are unable to adequately protect our intellectual property rights, our competitive position and business may be adversely affected.***

We rely on a combination of trademarks and patents to protect our intellectual property rights. As of June 30, 2024, we have procured 48 trademarks and three patents. The trademark 'Belrise' and the logo are registered in the name of our Company. Further, we have filed applications for registration for five patents with the Patent Office, which are currently pending. See also "Our Business – Intellectual Property" and "Government and Other Approvals" on pages 245 and 409, respectively.

While we intend to defend against any threats to our intellectual property, we cannot assure you that our patents, trademarks will adequately protect our intellectual property. Our patent rights may not prevent our competitors from developing, using or commercializing products that are functionally equivalent or similar to the products that we manufacture. Further, our patent applications may fail to result in patents being issued, and our existing and future patents may be insufficient to provide us with meaningful protection or a commercial advantage. In addition, the application of laws governing intellectual property rights in India is uncertain and evolving, and could involve substantial risks to us. Notwithstanding the precautions we take to protect our intellectual property rights, it is possible that third parties may copy or otherwise infringe on our rights, which may have an adverse effect on our business, results of operations, financial condition and cash flows. Any inability to patent new processes and protect our proprietary information or other intellectual property, could adversely affect our competitive business and business.

47. ***We have availed unsecured borrowings which may be recalled by lenders at any time in the future. If we are unable to repay our outstanding borrowings in a timely manner or at all, our business, prospects, financial condition, results of operations and cash flows will be adversely affected.***

As of September 30, 2024, we had outstanding unsecured borrowings of ₹1,705.50 million. Our unsecured borrowings may be recalled by lenders at any time in the future regardless of repayment schedule, which may require us to repay the entirety of the unsecured loan amount together with accrued interest. For details, please see "Financial Indebtedness" on page 374. We may not be able to generate sufficient funds at short notice to be able to repay such borrowings and may be required to resort to refinancing such loans at a higher rate of interest and on terms not favourable to us. We have not faced any such instances of unsecured

borrowings being recalled by lenders that have materially and adversely affected our results of operations for the three months ended June 30, 2024 or the past three Financial Years. Our ability to service our debt obligations and to repay our outstanding borrowings depends primarily on the cash flow generated by our business. We may not be able to pay our debt obligations in a timely manner or at all. Any such default could have an adverse effect on our business, prospects, financial condition, results of operations and cash flows.

48. *We may not be sufficiently protected or insured for certain losses that we may incur or claims that we may face against us.*

Our principal types of coverage include insurance policies in relation to infrastructure, machinery, tooling, fire, vehicle, among others. The following table sets out details of our insurance coverage on our tangible assets as of the periods/years indicated:

| Particulars | For the three months ended June 30, 2024 | For the Financial Year ended March 31, | | |
|--|--|--|-----------|-----------|
| | | 2024 | 2023 | 2022 |
| Amount of insurance coverage on our assets (₹ in million) | 41,931.19 | 37,039.64 | 31,625.53 | 27,972.36 |
| Total assets* (₹ in million) | 61,096.08 | 60,410.45 | 56,790.23 | 51,960.01 |
| Amount of insurance coverage on our assets, as a percentage of total assets* (%) | 68.63% | 61.31% | 55.69% | 53.83% |

*Total assets do not include deferred tax assets and intangible assets.

While we maintain insurance coverage in amounts that we believe are consistent with industry norms and would be adequate to cover the normal risks associated with the operation of our business, our insurance policies do not cover all risks. In particular, we do not have insurance coverage for liabilities and expenses arising from product liability, warranty and recall, among other events. In addition, we cannot assure you that any claim under the insurance policies maintained by us will be honored fully, in part or at all, or on time, or that we have taken out sufficient insurance to cover all our potential losses. In the three months ended June 30, 2024 or the past three Financial Years, we have not faced any such instances of insurance claims not being honored or insufficient insurance coverage that materially and adversely affected our results of operations.

In particular, our business and assets are subject to hazards inherent in manufacturing facilities and could suffer damage from risks of equipment failure, work accidents, fire, earthquakes, flood and other force majeure events, acts of terrorism and explosions including hazards that may cause injury and loss of life, severe damage to and the destruction of property and equipment and environmental damage. Any accident at our facilities may result in personal injury or loss of life, substantial damage to or destruction of property and equipment resulting in the suspension of operations. Such damage and losses may not be fully compensated by insurance.

If any or all of our facilities are damaged in whole or in part or we are subject to litigation or claims or our operations are interrupted for a sustained period, we cannot assure you that our insurance policies will be adequate to cover the losses that may be incurred as a result of such interruption or the costs of repairing or replacing the damaged facilities. 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. If we suffer a large uninsured loss or if any insured loss suffered by us significantly exceeds our insurance coverage, our business, financial condition, results of operations and cash flows may be adversely affected.

49. *Information relating to the installed manufacturing capacity, actual production and capacity utilization of our manufacturing facilities included in this Draft Red Herring Prospectus are based on various assumptions and estimates and future production and capacity may vary.*

Information relating to the installed manufacturing capacity, actual production and capacity utilization of our manufacturing facilities included in this Draft Red Herring Prospectus, including in “Our Business – Description of Our Business – Our Manufacturing Facilities” on page 235, are based on various assumptions and estimates of our management that have been taken into account by an independent chartered engineer, Ajay K. Lele in the calculation of the installed manufacturing capacity, actual production and capacity utilization of our manufacturing facilities. For further details on the independent chartered engineer, see “General Information – Experts to the Issue” on page 85. These assumptions and

estimates include availability of raw materials, expected unit utilization levels, downtime resulting from scheduled maintenance activities, unscheduled breakdowns and expected operational efficiencies. Further, capacity utilization has been calculated on the basis of actual production during the relevant period divided by the aggregate installed capacity of relevant manufacturing facilities as of at the end of the relevant period. Accordingly, actual production levels and rates may differ significantly from the installed capacity information of our facilities or historical installed capacity information of our facilities depending on the product type. Undue reliance should therefore not be placed on our historical installed capacity information for our existing facilities included in this Draft Red Herring Prospectus.

50. *A downgrade in our credit rating could adversely affect our ability to raise capital in the future*

Our Company has received CRISIL A/Positive/CRISIL A1 credit rating from CRISIL Ratings Limited pursuant to its last rating rationale dated September 10, 2024 in relation to certain of our borrowings. Our credit ratings, which are intended to measure our ability to meet our debt obligations, are a significant factor in determining our finance costs. The interest rates of certain of our borrowings may be significantly dependent on our credit ratings. A downgrade of our credit ratings could lead to greater risk with respect to refinancing our debt and would likely increase our cost of borrowing and adversely affect our business, results of operations, financial condition, cash flows and future prospects.

51. *Our non-convertible debentures are listed on the BSE, and we are subject to strict regulatory requirements with respect to such listed non-convertible debentures. Our inability to comply with or any delay in compliance with such laws and regulations may have an adverse effect on our business, results of operations, cash flows and financial condition.*

Our NCDs are listed on the debt segment of BSE. For details of such listed NCDs, see “*Financial Indebtedness – Details of listed non-convertible debentures*” on page 376.

We are required to comply with various applicable rules and regulations including the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, and SEBI Listing Regulations in terms of our listed NCDs. In the event of non-compliance with such rules and regulations, we may be subject to certain penal actions, inter alia, including restrictions on further issuance of securities and freezing of transfer of securities. For instance, our Company delayed adoption of financial results for (a) the year ended March 31, 2024 and (b) for the six months period ended September 30, 2024 and accordingly did not comply with Regulation 52 of the SEBI LODR Regulations. Our inability to comply with or any delay in compliance with such rules and regulations may have an adverse effect on our business, results of operations, financial condition and cash flows. While we have, as at the date of this Draft Red Herring Prospectus, been compliant in all material respects with all relevant rules and regulations, there can be no assurance that we will not, in future, be found to be in non-compliance with such rules and regulations, and any non-compliance could subject us to legal liability and consequently adversely affect our business, financial position and results of operations.

52. *This Draft Red Herring Prospectus contains information from third parties, including an industry report prepared by an independent third-party research agency, CRISIL MI&A, which we have commissioned and paid for purposes of confirming our understanding of the industry exclusively in connection with the Issue.*

The industry and market information contained in this Draft Red Herring Prospectus includes information derived from an industry report prepared by CRISIL MI&A titled “*Assessment of market potential for sheet metal products, polymer products, suspensions and EV components in automotive market*” and dated November 19, 2024 (the “**CRISIL Report**”). The CRISIL Report has been commissioned and paid for by us for the purposes of confirming our understanding of the industry exclusively in connection with the Issue and is available on the website of our Company at www.belriseindustries.com. We officially engaged CRISIL MI&A in connection with the preparation of the CRISIL Report pursuant to an engagement letter dated July 15, 2024. The CRISIL Report uses certain methodologies for market sizing and forecasting, and may include numbers relating to our Company that differ from those we record internally. Accordingly, investors should read the industry-related disclosure in this Draft Red Herring Prospectus in this context.

Industry sources and publications are also prepared based on information as of specific dates. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Due to possibly flawed or ineffective collection methods or

discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced for other economies and should not be unduly relied upon. Further, we cannot assure you that they are stated or compiled on the same basis or with the same degree of accuracy as may be the case elsewhere. Statements from third parties that involve estimates are subject to change, and actual amounts may differ significantly from those included in this Draft Red Herring Prospectus. Accordingly, investors should not place undue reliance on, or base their investment decision solely on this information. For further details see “*Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation*” on page 20.

53. *We have issued Equity Shares during the preceding 12 months at a price which may be below the Issue Price.*

We have, in the last 12 months prior to filing this Draft Red Herring Prospectus, issued Equity Shares at a price that could be lower than the Issue Price. For further details, see “*Capital Structure –Notes to Capital Structure –Issue of shares at a price lower than the Issue Price in the last one year*” on page 94. The prices at which the Equity Shares were issued by us in the past 12 months should not be taken to be indicative of the Price Band, Offer Price and the trading price of our Equity Shares after listing.

54. *Our Company intends to utilize a portion of the Net Proceeds for prepayment of loans from entities related to the Book Running Lead Managers.*

SBI Capital Markets Limited is one of the Book Running Lead Managers to the Issue and is related to our lender, State Bank of India. We intend to utilize a portion of the Net Proceeds for prepayment of term loans, cash credit and working capital loans from State Bank of India, which had a total outstanding amount of ₹ 4,332.05 million as of October 31, 2024. The loan provided by State Bank of India to our Company was provided as part of their ordinary course of lending business. For further details, see “*Objects of the Issue – Details of the Objects – Repayment and/or prepayment, in full or in part, of certain borrowings availed of by our Company including payment of the interest accrued thereon*” on page 109.

55. *We cannot assure payment of dividends on the Equity Shares in the future and our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures.*

We have a formal dividend policy, and we have declared dividends during the Financial Year 2023. Our ability to pay dividends in the future will depend upon our future results of operations, financial condition, cash flows, sufficient profitability, working capital requirements and capital expenditure requirements. We cannot assure you that we will be able to pay dividends on the Equity Shares at any point in the future. For details, see “*Dividend Policy*” on page 298.

The declaration and payment of dividends will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act. We may retain all future earnings, if any, for use in the operations and expansion of the business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and will depend on factors that our Board deems relevant, including among others, our future earnings, financial condition, cash requirements, business prospects and any other financing arrangements. Accordingly, realization of a gain on the Shareholders’ investments will depend on the appreciation of the price of our Equity Shares. We cannot assure you that our Equity Shares will appreciate in value.

EXTERNAL RISK FACTORS

Risks Related to India

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

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

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

While our results of operations may not necessarily track India's economic growth figures, the Indian economy's performance nonetheless affects the environment in which we operate. Any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy, could adversely affect our business, financial condition and results of operations, and the price of the Equity Shares.

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

On listing, our Equity Shares will be quoted in Indian Rupees on the NSE and BSE. Any dividends in respect of our Equity Shares will also be paid in Indian Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse movement in currency exchange rates during the time that it takes to undertake such conversion may reduce the net dividend to foreign investors. In addition, any adverse movement in currency exchange rates during a delay in repatriating outside India the proceeds from a sale of Equity Shares, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares may reduce the proceeds received by Equity Shareholders. For example, the exchange rate between the Indian Rupee and the U.S. dollar has fluctuated substantially in recent years and may continue to fluctuate substantially in the future, which may have an adverse effect on the trading price of our Equity Shares and returns on our Equity Shares, independent of our operating results.

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

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes, including the instances mentioned below, may adversely affect our business, results of operations,

financial condition, cash flows and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy.

For instance, the Digital Personal Data Protection Act, 2023 (“**DPDP Act**”) which has received the assent of the President on August 11, 2023, provides for personal data protection and privacy of individuals, regulates cross border data transfer, and provides several exemptions for personal data processing by the Government. It also provides for the establishment of a Data Protection Board of India for taking remedial actions and imposing penalties for breach of the provisions of the DPDP Act. It imposes restrictions and obligations on data fiduciaries, resulting from dealing with personal data and further, provides for levy of penalties for breach of obligations prescribed under the DPDP Act. The enactment of the DPDP Act introduces stricter data protection norms for companies in India, which may result in additional costs incurred to ensure compliance.

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

In addition, the Government of India has introduced The Bharatiya Nyaya (Second) Sanhita, 2023, Bharatiya Nyaya Sakshya Sanhita, 2023 and Bhartiya Sakshya Sanhita, 2023, which have replaced the Indian Penal Code, 1860, Code of Criminal Procedure, 1973 and the Indian Evidence Act, 1872, respectively. The Government has deferred the effective date of implementation of the respective Labor Codes, which shall come into force from such dates as may be notified. While the rules for implementation under these codes have not been finalized, the coming into force of these codes could increase the financial burden on our Company, which may adversely impact our business and profitability.

Unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. We may incur increased costs and other burdens relating to compliance with new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations, financial condition, cash flows and prospects. Uncertainty in the application, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our businesses in the future.

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

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

60. Significant differences exist between the Indian Accounting Standards used to prepare our financial information and other accounting principles, such as the United States Generally Accepted Accounting Principles and the International Financial Reporting Standards, which may affect investors' assessments of our financial condition.

Our Restated Consolidated Financial Statements for the three months ended June 30, 2024, and the Financial Years 2024, 2023 and 2022, included in this Draft Red Herring Prospectus are presented in conformity with the Indian Accounting Standards (“**Ind AS**”), and restated in accordance with the requirements of the Companies Act, the SEBI ICDR Regulations, and the Guidance Note on Reports on Company Prospectuses (Revised 2019) issued by the ICAI. Ind AS differs from accounting principles with which prospective investors may be familiar, such as Indian Generally Accepted Accounting Principles, United States Generally Accepted Accounting Principles (“**U.S. GAAP**”) and International Financial Reporting Standards (“**IFRS**”).

We have not attempted to explain in a qualitative manner the effect of the IFRS or U.S. GAAP on the financial information included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial information to those of U.S. GAAP or IFRS. Accordingly, the degree to which the Restated Consolidated Financial Statements and the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practices, Ind AS, the Companies Act and the SEBI ICDR Regulations. Persons not familiar with Indian accounting practices, Ind AS, the Companies Act and the SEBI ICDR Regulations should limit their reliance on the financial disclosures presented in this Draft Red Herring Prospectus.

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

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

In addition, pursuant to the Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT, which has been incorporated as the proviso to Rule 6(a) of the FEMA Rules, investments where the beneficial owner of the equity shares is situated in or is a citizen of a country which shares a land border with India, can only be made through the Government approval route, as prescribed in the Consolidated FDI Policy dated October 15, 2020 and the FEMA Rules.

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

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

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

Our Company is a company incorporated under the laws of India. All of our Directors and executive officers are citizens and residents of India. Substantially all of our Company’s assets are located in India. As a result, it may be difficult for investors to effect service of process upon us or such persons in India or to enforce judgments obtained against our Company or such parties outside India.

Recognition and enforcement of foreign judgments is provided for under Section 13 and Section 44A of the Code of Civil Procedure, 1908, as amended (the “**Civil Procedure Code**”). India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments. India has reciprocal recognition and enforcement of judgments in civil and commercial matters with a limited number of jurisdictions, including the United Kingdom, Singapore, UAE, and Hong Kong. A judgment from certain specified courts located in a jurisdiction with reciprocity must meet certain requirements of the Civil Procedure Code. The United States has not been notified as a reciprocating territory.

In order to be enforceable, a judgment obtained in a jurisdiction which India recognizes as a reciprocating territory must meet certain requirements of the Civil Procedure Code. Section 13 of the Civil Procedure Code provides that foreign judgments shall be conclusive regarding any matter directly adjudicated on except (i) where the judgment has not been pronounced by a court of competent jurisdiction, (ii) where the judgment has not been given on the merits of the case, (iii) where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or refusal to recognize the law of India in cases to which such law is applicable, (iv) where the proceedings in which the judgment was obtained were opposed to natural justice, (v) where the judgment has been obtained by fraud or (vi) where the judgment sustains a claim founded on a breach of any law then in force in India. Under the Civil Procedure Code, a court in India shall, on the production of any document purporting to be a certified copy of a foreign judgment, presume that the judgment was pronounced by a court of competent jurisdiction, unless the contrary appears on record; such presumption may be displaced by proving want of jurisdiction. The Civil Procedure Code only permits the enforcement of monetary decrees, not being in the nature of any amounts payable in respect of taxes, or other charges of a like nature or in respect of a fine or other penalty and does not provide for the enforcement of arbitration awards even if such awards are enforceable as a decree or judgment. A foreign judgment rendered by a superior court (as defined under the Civil Procedure Code) in any jurisdiction outside India which the Government of India has by notification declared to be a reciprocating territory, may be enforced in India by proceedings in execution as if the judgment had been rendered by a competent court in India. Judgments or decrees from jurisdictions which do not have reciprocal recognition with India cannot be enforced by proceedings in execution in India. Therefore, a final judgment for the payment of money rendered by any court in a non-reciprocating territory for civil liability, whether or not predicated solely upon the general laws of the non-reciprocating territory, would not be enforceable in India. Even if an investor obtained a judgment in such a jurisdiction against us, our officers or directors, it may be required to institute a new proceeding in India and obtain a decree from an Indian court.

However, the party in whose favor such final judgment is rendered may bring a new suit in a competent court in India based on a final judgment that has been obtained in the United States or other such jurisdiction within three years of obtaining such final judgment. It is unlikely that an Indian court would award damages on the same basis as a foreign court if an action is brought in India. Moreover, it is unlikely that an Indian court would award damages to the extent awarded in a final judgment rendered outside India if it believes that the amount of damages awarded were excessive or inconsistent with public policy in India. In addition, any person seeking to enforce a foreign judgment in India is required to obtain the prior approval of the RBI to repatriate any amount recovered, and we cannot assure that such approval will be forthcoming within a reasonable period of time, or at all, or that conditions of such approvals would be acceptable. Such amount may also be subject to income tax in accordance with applicable law.

Consequently, it may not be possible to enforce in an Indian court any judgment obtained in a foreign court, or effect service of process outside of India, against Indian companies, entities, their directors and executive officers and any other parties resident in India. Additionally, there is no assurance that a suit brought in an Indian court in relation to a foreign judgment will be disposed of in a timely manner.

Risks Related to the Issue

64. ***Our Equity Shares have never been publicly traded, and, after the Issue, our Equity Shares may experience price and volume fluctuations, and an active trading market for our Equity Shares may not develop.***

Prior to the Issue, there has been no public market for our Equity Shares, and an active trading market for our Equity Shares may not develop. Listing and quotation does not guarantee that a market for our Equity Shares will develop, or if developed, the liquidity of such market for our Equity Shares. The Issue Price of our Equity Shares has been determined through a book-building process and will be based on numerous factors, including factors as described under “*Basis for Issue Price*” on page 127, and may not be indicative

of the market price of our Equity Shares at the time of commencement of trading of our Equity Shares or at any time thereafter. Further, the current market price of some of the securities listed pursuant to certain previous issues managed by the BRLMs is below their respective issue prices. For further details, see “*Other Regulatory and Statutory Disclosures – Price information of past issues handled by the Book Running Lead Managers (during current financial year and two financial years preceding the current financial year)*” on page 421. The market price of our Equity Shares may be subject to significant fluctuations in response to, among other factors:

- quarterly variations in our results of operations;
- results of operations that vary from the expectations of research analysts and investors;
- results of operations that vary from those of our competitors;
- changes in expectations as to our future financial performance, including financial estimates by research analysts and investors;
- conditions in financial markets, including those outside India;
- a change in research analysts’ recommendations;
- announcements by us or our competitors of new products, significant acquisitions, strategic alliances, joint operations or capital commitments;
- announcements by third parties or government entities of significant claims or proceedings against us;
- new laws and government regulations or changes in laws and government regulations applicable to our industry;
- additions or departures of Key Managerial Personnel and Senior Management;
- general economic and stock market conditions; and
- changes in relation to any of the factors listed above could affect the price of our Equity Shares.

Consequently, the price of our Equity Shares may be volatile, and you may be unable to resell your Equity Shares at or above the Issue Price, or at all. A decrease in the market price of our Equity Shares could cause investors to lose some or all of their investment.

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

We may need to vary the objects of the Issue due to several factors or circumstances including competitive and dynamic market conditions, variation in cost structures, changes in estimates due to cost overruns or delays, which may be 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 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 shareholders’ approval in a timely manner, or at all. Any delay or inability to obtain such shareholders’ approval may adversely affect our business or operations.

Further, our Promoters would be required 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 in such manner as prescribed by SEBI. Additionally, the requirement on our Promoters to provide an exit opportunity to such dissenting Shareholders may deter our Promoters from agreeing to the variation of the proposed utilization of the Net Proceeds, even if such variation is in the interests of our Company. Further, our Promoters may not have adequate resources at their disposal at all times to enable them to provide an exit opportunity at the price prescribed by SEBI.

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

66. *Subsequent to the listing of the Equity Shares, we may be subject to pre-emptive surveillance measures, such as the Additional Surveillance Measures and the Graded Surveillance Measures by the Stock Exchanges in order to enhance the integrity of the market and safeguard the interest of investors.*

Subsequent to the listing of the Equity Shares, we may be subject to Additional Surveillance Measures ("ASM") and Graded Surveillance Measures ("GSM") by the Stock Exchanges. These measures are in place to enhance the integrity of the market and safeguard the interest of investors. The criteria for shortlisting any security trading on the Stock Exchanges for ASM is based on objective criteria, which includes market based parameters such as high low price variation, concentration of customer accounts, close to close price variation, market capitalization, average daily trading volume and its change, and average delivery percentage, among others. Securities are subject to GSM when its price is not commensurate with the financial health and fundamentals of the issuer. Specific parameters for GSM include net worth, net fixed assets, price to earnings ratio, market capitalization and price to book value, among others. Factors within and beyond our control may lead to our securities being subject to GSM or ASM. In the event our Equity Shares are subject to such surveillance measures implemented by any of the Stock Exchanges, we may be subject to certain additional restrictions in connection with trading of our Equity Shares such as limiting trading frequency (for example, trading either allowed once in a week or a month) or freezing of price on upper side of trading which may have an adverse effect on the market price of our Equity Shares or may in general cause disruptions in the development of an active trading market for our Equity Shares.

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

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

However, if the law of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights, unless we make such a filing. If we elect not to file a registration statement, the new securities may be issued to a custodian, who may sell the securities for your benefit. The value such custodian receives on the sale of any such securities and the related transaction costs cannot be predicted. To the extent that you are unable to exercise pre-emptive rights granted in respect of our Equity Shares, your proportional equity interests in our Company would be diluted.

68. *Investors may be subject to Indian taxes arising out of capital gains on the sale of our Equity Shares and dividend received.*

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares of an Indian company are generally taxable in India. Capital gains arising from the sale of the Equity Shares may be partially or completely exempt from taxation in India in cases where such exemption is provided under a treaty between India and the country of which the seller is a resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on gains made upon the sale of the Equity Shares. The Finance Act, 2019 has clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor. The stamp duty for transfer of certain securities, other than debentures, on a delivery basis is specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount. These amendments have come into effect from July 1, 2020. Under the Finance Act 2020, any dividends paid by an Indian

company will be subject to tax in the hands of the shareholders at applicable rates. Such taxes will be withheld by the Indian company paying dividends. Further, the Finance Act, 2021, which followed, removed the requirement for DDT to be payable in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, such dividends would not be exempt in the hands of the shareholders, both resident as well as non-resident. We may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of deducting tax at source pursuant to any corporate action including dividends.

The Government of India has recently announced the Union Budget for the Financial Year 2025 (“**Budget**”). Pursuant to the Budget, the Finance Bill, 2024, inter alia, proposes to amend the capital gains tax rates and amounts mentioned above, with effect from the date of announcement of the Budget. However, since the Finance Bill, 2024 have not yet been enacted into law, the Bidders are advised to consult their own tax advisors to understand their tax liability as per the laws prevailing on the date of disposal of Equity Shares.

69. ***The determination of the Price Band is based on various factors and assumptions and the Issue Price of the Equity Shares may not be indicative of the market price of the Equity Shares after the Issue. Furthermore, the current market price of some securities listed pursuant to certain previous issues managed by the BRLMs is below their respective issue prices.***

The determination of the Price Band is based on various factors and assumptions, and will be determined by our Company in consultation with the BRLMs. Furthermore, the Issue Price of the Equity Shares will be determined by our Company in consultation with the BRLMs through the Book Building Process. These will be based on numerous factors, including factors as described under “*Basis for Issue Price*” on page 127 and may not be indicative of the market price for the Equity Shares after the Issue.

The table below provides details of our market capitalization at Issue Price to revenue from operations and EV/EBITDA ratio at Issue Price for the Financial Year 2024:

| Particulars | Market Capitalization at Offer Price to Revenue from Operations* | EV/EBITDA ratio at Issue Price* |
|---------------------|--|---------------------------------|
| Financial Year 2024 | [●] | [●] |

**To be updated upon finalization of Issue Price*

In addition to the above, the current market price of securities listed pursuant to certain previous initial public offerings managed by the BRLMs is below their respective issue price. For further details, see “*Other Regulatory and Statutory Disclosures – Price information of past issues handled by the BRLMs*” on page 421. The factors that could affect the market price of the Equity Shares include, among others, broad market trends, financial performance and results of our Company post-listing, and other factors beyond our control. We cannot assure you that an active market will develop or sustained trading will take place in the Equity Shares or provide any assurance regarding the price at which the Equity Shares will be traded after listing.

70. ***QIBs and NIBs are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid, and Retail Individual Bidders are not permitted to withdraw their Bids after the Bid/Offer Closing Date.***

Pursuant to the SEBI ICDR Regulations, QIBs and NIBs are required to pay the Bid amount on submission of the Bid and are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. RIBs can revise or withdraw their Bids at any time during the Bid/Offer Period and until the Bid/Offer Closing Date, but not thereafter. While our Company is required to complete all necessary formalities for listing and commencement of trading of our Equity Shares on all Stock Exchanges where such Equity Shares are proposed to be listed, including Allotment pursuant to the Issue, within such period as may be prescribed under applicable law, events affecting the Bidders’ decision to invest in our Equity Shares, including adverse changes in international or national monetary policy, financial, political or economic conditions, our business, financial condition and results of operations may arise between the date of submission of the Bid and Allotment. Our Company may complete the Allotment of our Equity Shares even if such events occur, and such events limit the Bidders’ ability to sell our Equity Shares Allotted pursuant to the Issue or cause the trading price of our Equity Shares to decline on listing. QIBs and NIBs will therefore not be able to withdraw or lower their bids following adverse developments in international or national monetary policy, financial, political or

economic conditions, our business, results of operations, cash flows or otherwise, between the dates of submission of their Bids and Allotment.

71. *Rights of shareholders of companies under Indian law may be different compared to the laws of other jurisdictions.*

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

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

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

73. *Any future issuance of Equity Shares or convertible securities or other equity linked securities by us may dilute your shareholding and sales of the Equity Shares by our major shareholders may adversely affect the trading price of the Equity Shares.*

Any future equity issuances by us, including a primary offering, may lead to the dilution of investors' shareholdings in us. Any disposal of Equity Shares by our major shareholders or any issuance of Equity Shares or the perception that such issuance or sales may occur, including to comply with the minimum public shareholding norms applicable to listed companies in India may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of the Equity Shares or incurring additional debt. There can be no assurance that we will not issue further Equity Shares or that the shareholders will not dispose of the Equity Shares. Any future issuances could also dilute the value of your investment in the Equity Shares. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of the Equity Shares.

SECTION III: INTRODUCTION

THE ISSUE

The following table sets forth the details of the Issue:

| | |
|---|---|
| Issue ⁽¹⁾ | Up to [●] Equity Shares of face value of ₹ 5 each aggregating up to ₹ 21,500.00 million |
| <i>The Issue consists of:</i> | |
| A. QIB Portion ⁽²⁾⁽³⁾ | Not more than [●] Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million |
| <i>Of which:</i> | |
| Anchor Investor Portion ⁽³⁾ | Up to [●] Equity Shares of face value of ₹ 5 each |
| Net QIB Portion (assuming the Anchor Investor Portion is fully subscribed) | Up to [●] Equity Shares of face value of ₹ 5 each |
| <i>Of which:</i> | |
| Available for allocation to Mutual Funds only (5% of the Net QIB Portion) ⁽³⁾ | [●] Equity Shares of face value of ₹ 5 each |
| Balance of the Net QIB Portion for all QIBs, including Mutual Funds | [●] Equity Shares of face value of ₹ 5 each |
| B. Non-Institutional Portion ⁽²⁾⁽⁴⁾⁽⁵⁾ | Not less than [●] Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million |
| <i>Of which:</i> | |
| One-third available for allocation to Bidders with an application size of more than ₹ 200,000 and up to ₹ 1,000,000 | [●] Equity Shares of face value of ₹ 5 each |
| Two-third available for allocation to Bidders with an application size of more than ₹ 1,000,000 | [●] Equity Shares of face value of ₹ 5 each |
| C. Retail Portion ⁽²⁾⁽⁵⁾ | Not less than [●] Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million |
| Pre and post-Issue Equity Shares | |
| Equity Shares outstanding prior to the Issue (as on the date of this Draft Red Herring Prospectus) | 650,990,304 Equity Shares of face value of ₹ 5 each |
| Equity Shares outstanding after the Issue* | [●] Equity Shares of face value of ₹ 5 each |
| Utilisation of Net Proceeds | See “Objects of the Issue” beginning on page 108 for information about the use of the Net Proceeds. |

* To be updated upon finalization of the Issue Price.

⁽¹⁾ The Issue has been authorized by a resolution of our Board dated November 16, 2024 and by our Shareholders pursuant to a special resolution dated November 18, 2024. Further, a Pre-IPO Placement has been authorized by a resolution of our Board dated November 16, 2024 and by our Shareholders pursuant to a special resolution dated November 18, 2024. Our Company may, in consultation with the BRLMs, consider a Pre-IPO Placement at its discretion for a cash consideration aggregating up to ₹ 4,300.00 million, prior to the filing of the Red Herring Prospectus with the RoC, subject to the receipt of appropriate approvals. The Pre-IPO Placement, if undertaken, shall be undertaken at the discretion of our Company and the price of the Equity Shares allotted pursuant to the Pre-IPO Placement shall be determined by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Issue, subject to compliance with Rule 19(2)(b) of the SCRR. Details of the Pre-IPO Placement, if undertaken, shall be included in the Red Herring Prospectus to be filed with the RoC.

⁽²⁾ 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, as applicable, at the discretion of our Company, in consultation with the BRLMs, and the Designated Stock Exchange, subject to applicable laws. Under-subscription, if any, in the QIB Portion (excluding the Anchor Investor Portion) will not be allowed to be met with spill-over from other categories or a combination of categories of Bidders.

⁽³⁾ Our Company in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. The QIB Portion will be accordingly reduced for the shares allocated to Anchor Investors. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the remaining Equity Shares shall be added back to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than the Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. In the event the aggregate demand from Mutual Funds is less than as specified above, 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 the Anchor Investors) in proportion to their Bids. For details, see “Issue Procedure” on page 441.

- (4) The Equity Shares available for allocation to NIBs under the Non-Institutional Portion, shall be subject to the following, and in accordance with the SEBI ICDR Regulations: Not less than 15% of the Issue shall be available for allocation to NIBs of which (i) one-third of the portion available to NIBs shall be reserved for Bidders with an application size of more than ₹200,000 and up to ₹1,000,000, and (ii) two-third of the portion available to NIBs shall be reserved for Bidders with application size of more than ₹1,000,000, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to applicants in the other sub-category of NIBs.
- (5) Allocation to Bidders in all categories, except the Anchor Investor Portion, Non-Institutional Portion, and the Retail Portion, shall be made on a proportionate basis subject to valid Bids received at or above the Issue Price, as applicable. The allocation to each RIB and NIB shall not be less than the minimum Bid Lot and minimum application size, subject to availability of Equity Shares in the Retail Portion and the Non-Institutional Portion, respectively, and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the conditions specified in the SEBI ICDR Regulations. Allocation to Anchor Investors shall be on a discretionary basis in accordance with the SEBI ICDR Regulations.

For further details, see “Issue Structure”, “Issue Procedure” and “Terms of the Issue” beginning on pages 437, 441 and 430, respectively.

SUMMARY FINANCIAL INFORMATION

The summary financial information presented below should be read in conjunction with “*Financial Information - Restated Consolidated Financial Statements*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on pages 299 and 377, respectively. The following tables set forth summary financial information derived from our Restated Consolidated Financial Information.

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Summary of Restated Consolidated Statement of Assets and Liabilities

(Amount in millions of INR unless otherwise stated)

| Particulars | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|--|------------------------|-------------------------|-------------------------|-------------------------|
| ASSETS | | | | |
| NON-CURRENT ASSETS | | | | |
| Property, Plant and Equipment | 23,514.43 | 23,054.50 | 22,437.09 | 23,176.40 |
| Capital work-in-progress | 1,890.33 | 1,788.79 | 795.46 | 1,202.05 |
| Other Intangible assets | 5.83 | 6.07 | 1.31 | 0.65 |
| Right of use Asset | 1,563.30 | 1,539.67 | 1,847.88 | 1,426.15 |
| Financial Assets | | | | |
| (i) Investments | 93.64 | 93.64 | 88.36 | 518.89 |
| (ii) Loans | 610.43 | 648.32 | 660.51 | 726.03 |
| (iii) Other Financial Assets | 772.40 | 776.48 | 741.12 | 1,060.06 |
| Other non-current assets | 1,215.88 | 952.87 | 802.06 | 1,175.13 |
| Total Non - Current Assets | 29,666.24 | 28,860.33 | 27,373.79 | 29,285.36 |
| CURRENT ASSETS | | | | |
| Inventories | 6,204.29 | 5,971.01 | 5,535.25 | 4,614.68 |
| Financial assets | | | | |
| (i) Investments | - | 1.22 | 323.40 | 67.34 |
| (ii) Trade receivables | 13,039.15 | 12,278.11 | 12,797.90 | 9,335.48 |
| (iii) Cash and cash equivalents | 452.63 | 1,855.41 | 1,061.67 | 404.66 |
| (iv) Bank balances other than (iii) above | 616.58 | 643.02 | 350.37 | 342.62 |
| (v) Loans and advances | 2,135.75 | 1,929.22 | 1,150.86 | 13.34 |
| (vi) Other Financial Assets | 10.17 | 10.17 | 0.13 | - |
| Other current assets | 8,977.11 | 8,868.03 | 8,198.17 | 7,897.19 |
| Total - Current Assets | 31,435.68 | 31,556.18 | 29,417.75 | 22,675.31 |
| Total Assets | 61,101.92 | 60,416.51 | 56,791.54 | 51,960.67 |
| EQUITY AND LIABILITIES | | | | |
| EQUITY | | | | |
| Equity Share Capital | 3,254.95 | 3,254.95 | 203.43 | 203.43 |
| Other Equity | 20,854.75 | 20,144.27 | 20,241.64 | 17,153.08 |
| Total - Equity | 24,109.70 | 23,399.22 | 20,445.08 | 17,356.51 |
| LIABILITIES | | | | |
| NON-CURRENT LIABILITIES | | | | |
| Financial Liabilities | | | | |
| (i) Borrowings | 12,455.06 | 14,217.79 | 12,453.87 | 16,096.30 |
| (ii) Lease Liabilities | 363.65 | 363.18 | 584.93 | 233.45 |
| Provisions | 69.97 | 60.49 | 40.60 | 44.16 |
| Deferred tax liabilities (Net) | 141.83 | 150.41 | 373.89 | 580.74 |
| Other non-current liabilities | 874.43 | 1,429.88 | 872.76 | 872.76 |
| Total Non - Current Liabilities | 13,904.94 | 16,221.74 | 14,326.05 | 17,827.41 |
| CURRENT LIABILITIES | | | | |
| Financial Liabilities | | | | |
| (i) Borrowings | 12,180.75 | 10,192.05 | 10,260.16 | 9,883.29 |
| (ii) Trade payables | 8,718.24 | 7,890.60 | 9,212.74 | 5,512.41 |
| - Total outstanding dues of micro and small enterprises | 6,273.89 | 5,866.13 | 3,062.47 | 2,927.27 |
| - Total outstanding dues of other than micro and small enterprises | 2,444.35 | 2,024.46 | 6,150.26 | 2,585.14 |
| (iii) Lease Liabilities | 281.39 | 268.74 | 233.38 | 111.18 |
| (iv) Other financial liabilities | 986.70 | 784.06 | 555.82 | 722.77 |
| Provisions | 14.28 | 18.22 | 7.66 | 7.35 |
| Current tax liabilities (Net) | 548.20 | 414.92 | 176.09 | 46.91 |
| Other current liabilities | 357.72 | 1,226.97 | 1,574.56 | 492.84 |
| Total - Current Liabilities | 23,087.27 | 20,795.55 | 22,020.41 | 16,776.75 |
| Total Equity and Liabilities | 61,101.92 | 60,416.51 | 56,791.54 | 51,960.67 |

Summary Restated Consolidated Statement of Profit and Loss

(Amount in millions of INR unless otherwise stated)

| Particulars | Amount in ₹ for the period June 30, 2024 | Amount in ₹ for the period March 31, 2024 | Amount in ₹ for the period March 31, 2023 | Amount in ₹ for the period March 31, 2022 |
|---|--|---|---|---|
| INCOME | | | | |
| Revenue from operations | 17,809.71 | 74,842.41 | 65,824.96 | 53,968.54 |
| Other income | 110.02 | 714.33 | 382.87 | 138.27 |
| Total Income | 17,919.73 | 75,556.73 | 66,207.83 | 54,106.80 |
| EXPENSES | | | | |
| Cost of materials consumed | 10,852.35 | 46,849.86 | 41,540.73 | 37,621.51 |
| Change In Inventories Of Finished Goods, Stock-In-Trade & Work In Progress | (268.14) | 600.55 | (504.01) | (168.35) |
| Purchase of Stock-in-trade | 3,580.85 | 12,829.98 | 11,493.99 | 4,742.86 |
| Employee benefits expense | 705.72 | 2,749.82 | 2,358.62 | 2,234.25 |
| Wages & Overtime | 396.57 | 1,505.93 | 1,361.79 | 1,256.06 |
| Other Staff Cost | 309.14 | 1,243.89 | 996.83 | 978.19 |
| Finance costs | 789.58 | 2,902.42 | 2,503.38 | 2,156.48 |
| Depreciation and amortisation expense | 829.18 | 3,213.54 | 3,067.38 | 2,456.84 |
| Other expenses | 537.93 | 2,567.58 | 2,180.69 | 1,990.76 |
| Manufacturing Expenses | 246.02 | 1,113.36 | 923.79 | 857.11 |
| Office & Administrative Expenses | 162.85 | 809.27 | 636.19 | 537.28 |
| Selling & Distribution Expenses | 129.06 | 644.95 | 620.71 | 596.36 |
| Total Expenses | 17,027.48 | 71,713.75 | 62,640.79 | 51,034.36 |
| Profit / (Loss) before exceptional items and tax | 892.25 | 3,842.99 | 3,567.04 | 3,072.44 |
| Exceptional items | - | 122.60 | - | - |
| Profit / (Loss) before tax | 892.25 | 3,720.39 | 3,567.04 | 3,072.44 |
| Tax expense: | | | | |
| (1) Current tax | 183.30 | 766.00 | 595.00 | 399.00 |
| (2) Short/(Excess) Provision Previous Financial Year | - | 18.96 | 9.11 | 37.73 |
| (3) MAT Credit | - | - | - | - |
| (3) Deferred tax | (6.84) | (173.36) | (173.70) | 17.24 |
| Profit/(Loss) for the period from continuing operations | 715.79 | 3,108.79 | 3,136.63 | 2,618.47 |
| Profit/(loss) from discontinuing operations | - | - | - | - |
| Tax expense of discontinuing operations | - | - | - | - |
| Profit/(loss) from Discontinuing operations (after tax) | - | - | - | - |
| Profit/(Loss) for the period | 715.79 | 3,108.79 | 3,136.63 | 2,618.47 |
| OTHER COMPREHENSIVE INCOME | | | | |
| (i) Items that will not be reclassified to profit or loss | | | | |
| -Remeasurements of defined benefit plans | (6.19) | (50.80) | 15.19 | 6.09 |
| -Net Gains on Investment | (0.72) | (150.62) | (147.46) | 266.66 |
| -Net Losses on cash flow hedge | - | 2.26 | 0.55 | 11.65 |
| -Change in fair value of equity instruments | - | - | - | - |
| (ii) Income tax relating to items that will not be reclassified to profit or loss | 1.74 | 50.13 | 33.15 | (71.58) |
| Total other comprehensive income for the year | (5.17) | (149.04) | (98.57) | 212.82 |

| Particulars | Amount in ₹ for the period June 30, 2024 | Amount in ₹ for the period March 31, 2024 | Amount in ₹ for the period March 31, 2023 | Amount in ₹ for the period March 31, 2022 |
|--|--|---|---|---|
| Total Comprehensive income for the year, net of tax | 710.62 | 2,959.75 | 3,038.06 | 2,831.29 |
| Total comprehensive Income attributable to : | | | | |
| Owners of the parent | 710.62 | 2,959.75 | 3,038.06 | 2,831.29 |
| Non-controlling interests | - | - | - | - |
| Total profit attributable to : | | | | |
| Owners of the parent | 710.62 | 2,959.75 | 3,038.06 | 2,831.29 |
| Non-controlling interests | - | - | - | - |
| Total Other comprehensive income attributable to : | | | | |
| Owners of the parent | (5.17) | (149.04) | (98.57) | 212.82 |
| Non-controlling interests | - | - | - | - |
| Earnings per equity share: | | | | |
| (1) Basic | 1.10 | 4.78 | 4.82 | 4.02 |
| (2) Diluted | 1.10 | 4.78 | 4.82 | 4.02 |

Summary Restated Consolidated Statement of Cash Flows

(Amount in millions of INR unless otherwise stated)

| Particulars | Amount in ₹ as at June 30, 2024 | Amount in ₹ as at March 31, 2024 | Amount in ₹ as at March 31, 2023 | Amount in ₹ as at March 31, 2022 |
|---|---------------------------------------|--|--|--|
| CASH INFLOW FROM OPERATING ACTIVITIES | | | | |
| Profit before tax | 892.25 | 3,720.39 | 3,567.04 | 3,072.44 |
| Adjustments to reconcile profit before tax to cash provided by operating activities | | | | |
| Depreciation and amortisation expense | 829.18 | 3,213.54 | 3,067.38 | 2,456.84 |
| Finance Costs | 789.58 | 2,902.42 | 2,503.38 | 2,156.48 |
| Interest, Rent and dividend income | -102.22 | -274.27 | -118.81 | -50.98 |
| Provision for Employee Benefits | - | - | - | - |
| Profit on Sale of Investment | -1.07 | -299.26 | -38.93 | - |
| Profit on sale of property, plant & equipment | -0.70 | -1.78 | -3.50 | - |
| Effect of Other comprehensive income | -5.17 | -149.04 | -98.57 | 212.82 |
| Unrealised Exchange (gain)/ loss | -0.14 | 14.74 | 50.51 | 17.20 |
| Changes in assets and liabilities | - | - | - | - |
| Inventories | -233.28 | -435.76 | -920.57 | -44.67 |
| Trade receivables | -761.05 | 519.79 | -3,462.42 | -1,091.80 |
| Loans and advances and other assets | -548.09 | -1,937.07 | -754.38 | -1,694.98 |
| Liabilities and provisions | -257.33 | -665.22 | 4,707.88 | 146.98 |
| Income taxes paid | 601.96 | 6,608.47 | 8,499.02 | 5,180.33 |
| - | -183.30 | -784.96 | -604.11 | -436.73 |
| NET CASH GENERATED BY OPERATING ACTIVITIES | 418.66 | 5,823.51 | 7,894.90 | 4,743.60 |
| CASH FLOWS FROM INVESTING ACTIVITIES | | | | |
| Payment towards capital expenditure | -1,316.31 | -4,372.18 | -1,659.21 | -4,864.94 |
| Realisation of long-term loans and advances from subsidiaries/ associates/business ventures | 37.89 | 12.19 | 65.53 | -151.83 |
| Right-of-use | -97.05 | -146.87 | -681.15 | -188.82 |
| Disposal of other investments | 2.29 | 616.17 | 213.39 | -276.66 |
| Profit on sale of property, plant & equipment | - | - | - | - |
| Interest, Rent and dividend income | 102.22 | 274.27 | 118.81 | 50.98 |
| NET CASH PROVIDED BY/(USED IN) INVESTING ACTIVITIES | -1270.95 | -3,616.42 | -1,942.64 | -5,431.27 |
| CASH FLOWS FROM FINANCING ACTIVITIES | | | | |
| Proceeds from long-term borrowings | -1,191.25 | -200.82 | -2,028.74 | 724.19 |
| Proceeds from short-term borrowings | 1,995.93 | 1,562.83 | -1,169.88 | 220.91 |
| Proceeds from Unsecured Loan | -578.71 | 333.79 | -66.92 | 1,534.62 |
| Lease Liabilities | 13.12 | -186.39 | 473.67 | 62.50 |
| Proceeds for Dividend | - | -20.34 | - | - |
| Finance Costs | -789.58 | -2,902.42 | -2,503.38 | -2,156.48 |
| NET CASH GENERATED BY FINANCING ACTIVITIES | -550.48 | -1,413.36 | -5,295.26 | 385.74 |
| NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS | -1,402.77 | 793.73 | 657.01 | -301.94 |

| Particulars | Amount in ₹ as at June 30, 2024 | Amount in ₹ as at March 31, 2024 | Amount in ₹ as at March 31, 2023 | Amount in ₹ as at March 31, 2022 |
|--|--|---|---|---|
| CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD | 1,855.41 | 1,061.67 | 404.66 | 706.60 |
| CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD | 452.63 | 1,855.41 | 1,061.67 | 404.66 |

GENERAL INFORMATION

Our Company was incorporated as ‘Badve Engineering Private Limited’, as a private limited company under the provisions of Companies Act, 1956, vide certificate of incorporation dated September 25, 1996 issued by the Additional Registrar of Companies, Maharashtra at Mumbai. Thereafter, our Company was converted into a public limited company pursuant to a special resolution passed by our Shareholders in their meeting held on January 7, 2008, and consequently, the name of our Company was changed to ‘Badve Engineering Limited’ and a fresh certificate of incorporation dated February 18, 2008, was issued by the Deputy Registrar of Companies, Maharashtra at Mumbai. The name of our Company was further changed to ‘Belrise Industries Limited’ pursuant to a Board resolution dated August 12, 2022 and a special resolution passed by our Shareholders at their extraordinary general meeting held on August 23, 2022, and a fresh certificate of incorporation dated August 29, 2022 was issued by the RoC consequent upon change in name of the Company.

For further details on the changes in the name, see “*History and Certain Corporate Matters*” on page 259,

Registered Office

Belrise Industries Limited (Erstwhile known as Badve Engineering Limited)

Plot No D-39 MIDC Area Waluj
Aurangabad 431133
Maharashtra, India
Tel: +91 (0240) 2551206

Corporate Office

Belrise Industries Limited (Erstwhile known as Badve Engineering Limited)

Office No. 501 and 502
Fifth Floor, Cello Platina
Shivaji Nagar, Fergusson College Road
Pune 411106
Maharashtra, India
Tel: +91 240 2555186/ 87

Corporate identification number and registration number

The corporate identification number and the registration number of our Company as follows:

Corporate Identification Number: U73100MH1996PLC102827

Company Registration Number: 102827

Address of the Registrar of Companies

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

Registrar of Companies, Maharashtra at Mumbai

Registrar of Companies, Maharashtra
Everest, 100 Marine Drive
Mumbai- 400002, Maharashtra, India

Board of Directors

The table below sets forth the details of the constitution of our Board of Directors as on the date of this Draft Red Herring Prospectus:

| Name and Designation | DIN | Address |
|--|----------|---|
| Shrikant Shankar Badve <i>Designation:</i> Managing Director | 00295505 | 59 U, Survey No. 90/65, 69 Vasant Vihar 4, Baner, Near Veerbhadra Nagar, Street No. 6, Pune 411045 Maharashtra, India |

| Name and Designation | DIN | Address |
|---|----------|--|
| Supriya Shrikant Badve <i>Designation:</i> Whole Time Director | 00366164 | Bungalow No. 59, Survey No. 90/65.69, Vasant Vihar IV, Street No. 6, Near Veerbhadra Nagar, Baner, Pune 411045 Maharashtra, India |
| Ashok Vishnu Tagare <i>Designation:</i> Non-Executive Non-Independent Director | 00370768 | Flat No 12, Arihant Shree, Lane No. 7 Near Dahanukar Colony Circle, Kothurd, Ex Serviceman Colony, Pune 411038, Maharashtra, India |
| Sangeeta Singh <i>Designation:</i> Non-Executive Independent Director | 10593952 | L 5103 Parx Laurel, Sector 108, Noida, Maharishi Nagar, Gautam Buddha Nagar 201304 Uttar Pradesh, India |
| Anant Ramkrishna Sathe <i>Designation:</i> Non-Executive Independent Director | 00154924 | 11, Vasant Vihar, Parajpe Scheme, Survey No 64/2/1, Baner, Near Dhankude Vasti, Pune City, N.I.A., Pune 411045 Maharashtra India |
| Dilip Bindumadhav Huddar <i>Designation:</i> Non-Executive Independent Director | 07608615 | Plot No. 63, Vrindavan Co-Op Housing Society, Panchvati Pashan Road, Panchavati, Pashan, Pune 411008 Maharashtra, India |
| Girish Kumar Ahuja <i>Designation:</i> Non-Executive Independent Director | 00446339 | A-53, Kailash Colony, Greater Kailash, S.O, South Delhi, Delhi 110048 India |
| Milind Pralhad Kamble <i>Designation:</i> Non- Executive Independent Director | 03566052 | A-1/502, Kumar Pinnacle, Tadiwala Road, Pune City, Pune 411 001 Maharashtra, India |

For brief profiles and further details in respect of our Directors, see “*Our Management*” on page 267.

Company Secretary and Compliance Officer

Manish Kumar

Cello Platina, 501&502, 5th Floor,

F.C Road, Shivaji Nagar,

Pune 411005, Maharashtra, India

Tel: +91 (240) 2551206

E-mail: manishkumar@belriseindustries.com; complianceofficer@belriseindustries.com

Statutory Auditors of our Company

M/s GSA & Associates LLP,

A-115, Joshi Colony, I. P. Extn, Patparganj, East Delhi, Delhi-110092

Tel: +91 9650028288

Email: cadeepa@gsa.net.in

Peer Review No.: 015959

Firm Registration No.: 000257N/N500339

Changes in auditors

There has been no change in the statutory auditors of our Company during the three years preceding the date of this Draft Red Herring Prospectus.

Book Running Lead Managers

| | |
|--|---|
| Axis Capital Limited 1st Floor, Axis House C-2 Wadia International Center Pandurang Budhkar Marg, Worli Mumbai – 400 025 Maharashtra, India Telephone: +91 22 4325 2183 Email: belrise.ipo@axiscap.in Website: www.axiscapital.co.in Investor grievance E-mail: complaints@axiscap.in Contact person: Harish Patel | HSBC Securities and Capital Markets (India) Private Limited 52/60, Mahatma Gandhi Road Fort, Mumbai 400 001 Maharashtra, India Telephone: +91 22 6864 1289 Email: belriseipo@hsbc.co.in Website: https://www.business.hsbc.co.in/en-gb/regulations/hsbc-securities-and-capital-market Investor grievance E-mail: investorgrievance@hsbc.co.in |
|--|---|

| | |
|--|---|
| SEBI registration no.: INM000012029 | Contact person: Rishi Tiwari/ Harshit Tayal SEBI registration no.: INM000010353 |
| Jefferies India Private Limited Level 16, Express Towers Nariman Point Mumbai – 400 021 Maharashtra, India Telephone: +91 22 4356 6000 Email: Belrise.IPO@jefferies.com Website: www.jefferies.com Investor Grievance Email: jipl.grievance@jefferies.com Contact person: Suhani Bhareja SEBI registration no.: INM000011443 | SBI Capital Markets Limited 1501, 15th Floor, A & B Wing, G Block Parinee Crescenzo, Bandra Kurla Complex Bandra (East), Mumbai 400051, Maharashtra Telephone: +91 22 4006 9807 Email: belrise.ipo@sbicaps.com Website: www.sbicaps.com Investor Grievance Email: investor.relations@sbicaps.com Contact person: Raghavendra Bhat/Aditya Deshpande SEBI registration no: INM000003531 |

Statement of *inter se* allocation of responsibilities among the Book Running Lead Managers

The responsibilities and co-ordination by the BRLMs for various activities in this Issue are as follows:

| Sr. No. | Activity | Responsibility | Co-ordination |
|---------|---|----------------|---------------|
| 1. | Capital structuring, positioning strategy and due diligence of the Company including its operations/management/business plans/legal etc. Drafting and design of the Draft Red Herring Prospectus and of statutory advertisements including a memorandum containing salient features of the Prospectus. The BRLMs shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, RoC and SEBI including finalization of Prospectus and RoC filing. | All BRLMs | Axis |
| 2. | Drafting and approval of all statutory advertisements | All BRLMs | Axis |
| 3. | Drafting and approval of all publicity material other than statutory advertisements as mentioned in point 2 above, including corporate advertising and brochures and filing of media compliance report with SEBI. | All BRLMs | SBI Caps |
| 4. | Appointment of Registrar to the Offer, advertising agency, Printer including co-ordination for their agreements | All BRLMs | Axis |
| 5. | Appointment of all other intermediaries including Bankers to the Offer, Share Escrow Agent, Monitoring Agency (including coordination of all agreements) | All BRLMs | HSBC |
| 6 a. | Preparation of road show presentation | All BRLMs | HSBC |
| 6 b. | Preparation of FAQs | All BRLMs | Jefferies |
| 7 a. | International institutional marketing of the Offer in Asia and US (ex-India), which will cover, inter alia: <ul style="list-style-type: none"> • Institutional marketing strategy • Finalizing the list and division of international investors for one-to-one meetings • Finalizing international road show and investor meeting schedules | All BRLMs | Jefferies |
| 7 b. | International institutional marketing of the Offer in Europe and RoW (other than Asia and US) which will cover, inter alia: <ul style="list-style-type: none"> • Institutional marketing strategy • Finalizing the list and division of international investors for one-to-one meetings • Finalizing international road show and investor meeting schedules | All BRLMs | HSBC |
| 8. | Domestic institutional marketing of the Offer, which will cover, inter alia: <ul style="list-style-type: none"> • Finalizing the list and division of domestic investors for one-to-one meetings • Finalizing domestic road show and investor meeting schedules | All BRLMs | Axis |
| 9. | Conduct retail and non-institutional marketing of the Offer, which will cover, inter-alia: <ul style="list-style-type: none"> • Finalizing media, marketing, public relations strategy and publicity budget • Finalizing collection centers • Finalizing commission structure • Finalizing centers for holding conferences for brokers etc. • Follow-up on distribution of publicity and Offer material including form, RHP/Prospectus and deciding on the quantum of the Offer material | All BRLMs | SBI Caps |

| Sr. No. | Activity | Responsibility | Co-ordination |
|---------|--|----------------|---------------|
| 10. | Coordination with Stock Exchanges for book building software and bidding terminals and mock trading | All BRLMs | SBI Caps |
| 11. | Managing anchor book related activities including allocation to Anchor Investors, coordination with Stock Exchanges for anchor intimation, Anchor CAN, submission of letters regulators post completion of anchor allocation | All BRLMs | HSBC |
| 12. | Managing the book and finalization of pricing in compliance with Company in accordance with SEBI ICDR regulations | All BRLMs | Jefferies |
| 13. | <p>Post-Offer activities – Post bidding activities including management of escrows accounts, coordinate non-institutional allocation, coordination with Registrar, SCSBs and Bankers to the Offer, intimation of allocation and dispatch of refund to Bidders, etc.</p> <p>Post-Offer activities, which shall involve essential follow-up steps including follow-up with Bankers to the Offer and SCSBs to get quick estimates of collection and advising the Issuer about the closure of the Offer, based on correct figures, finalisation of the basis of allotment or weeding out of multiple applications, listing of instruments, dispatch of certificates or demat credit and refunds and coordination with various agencies connected with the post-Offer activity such as registrar to the Offer, Bankers to the Offer, SCSBs including responsibility for underwriting arrangements, as applicable.</p> <p>Payment of the applicable securities transactions tax on sale of unlisted equity shares by the Selling Shareholders under the Offer for Sale to the Government.</p> <p>Submission of all post Offer reports including the final post Offer report to SEBI.</p> | All BRLMs | SBI Caps |

Legal counsel to our Company as to Indian Law

Khaitan & Co

10th, 13th & 14th Floor, Tower 1C
One World Centre
841, Senapati Bapat Marg
Mumbai 400 013
Maharashtra, India

Registrar to the Issue

Link Intime India Private Limited C-101, 1st Floor, 247 Park
L B S Marg
Vikhroli (West) Mumbai - 400 083
Maharashtra, India

Telephone: +91 810 811 4949

E-mail: belriseindustries.ipo@linkintime.co.in

Website: www.linkintime.co.in

Investor Grievance E-mail: belriseindustries.ipo@linkintime.co.in

Contact Person: Shanti Gopalkrishnan

SEBI Registration No.: INR000004058

Bankers to our Company

| | | |
|---|--|---|
| <p>Name: Bank of Bahrain and Kuwait B.S.C Address: Jolly Maker Chambers II, 225, Nariman Point, Mumbai, Maharashtra 40021 Telephone Number(s): 022 4334 9200 Contact person: Mr. Guru Prasad Pantula Website: www.bbkindia.com</p> | <p>Name: Bank of India Address: b1162/6, Shivaji Nagar, University Road, Pune – 411005. Telephone Number(s): 020 25530316/14/17 Contact person: Chief Manager Website: www.bankofindia.co.in Email: LCB.pune@bankofindia.co.in</p> | <p>Name: IndusInd Bank Limited Address: 11th floor, One World Centre, Tower1-C, Near Prabhadevi Railway Station, Mumbai 400013. Telephone Number(s): +91 9773363653 Contact person: Vernon Fernandez Website: www.indusind.com Email: vernon.fernandes@indusind.com</p> |
|---|--|---|

| | | |
|---|---|---|
| <p>Email: cbd@bbkindia.com</p> <p>Name: Indian Overseas Bank Address: No.7, Wonderland Building, MG Road, Pune, Maharashtra-411001 Telephone Number(s): 020 26139007 Contact person: Mr. Manoj Kumar Singh Website: www.iob.in Email: iob0722@iob.in</p> | <p>Name: Saraswat Co-operative Bank Limited Address: C-2, Kohinoor Estate CHS, Plot no. 12, Mula Road, Sangamwadi, Pune 411003 Telephone Number(s): 020 41422214 Contact person: Deepti Paranjpe Website: www.saraswatbank.com Email: deepti.paranjpe@saraswatbank.com</p> | <p>Name: Central Bank of India Address: Mid Corporate Finance Branch, Zonal Office Bldg, Ground Floor, 317, M G Road, Pune 411001 Telephone Number(s): (020) 26131613/13/14 Contact person: Branch Manager Website: ww.centralbankofindia.co.in Email: bmpune3863@centralbankofindia.co.in</p> |
| <p>Name: Bank of Maharashtra Address: Corporate Finance Branch, 1st Floor, Yashomangal, 1183/A, F.C. Road, Shivaji Nagar, Pune 411005 Telephone Number(s): 020 25573379/80/71 Contact person: Assistant General Manager Website: www.bankofmaharashtra.in Email: bom941credit@mahabank.co.in ; brmgr941@mahabank.co.in</p> | <p>Name: CSB Bank Ltd Address: Shop No. 75, Sterling Centre, Moledina Rd, Hulshur, Camp, Pune, Maharashtra 411001 Telephone Number(s): 8806921860 Contact person: Mr Rajesh T R Website: www.csb.co.in Email: trrajesh@csb.co.in</p> | <p>Name: Indian Bank Address: Large Corporate Branch, 17 Parliament Street, Connaught Place, New Delhi 110001 Telephone Number(s): (011) 23744621, 23342790 & 23366832 Contact person: Deputy General Manager Website: www.indianbank.in Email: corporatebranch.delhi@indianbank.co.in</p> |
| <p>Name: Punjab National Bank Address: CBB F.C. Road, Pune, 917-20/ 20A, OBC Tower Fergusson College Road, Pune (Maharashtra) PIN 411004 Telephone Number(s): 020 25803045 Contact person: Shri V. Srinivasa Reddy Website: www.pnbindia.in Email: bo108810@pnb.co.in</p> | <p>Name: Union Bank of India Address: Aditi Commerce Center, 1st Floor, H-2406, Gen.Thimmaya Road, East Street, Camp, Pune 411001 Telephone Number(s): -- Contact person: Chief Manager Website: www.unionbankofindia.co.in Email: ubin0579271@unionbankofindia.bank</p> | <p>Name: Hero Fincorp Limited Address: 34, Community Centre, Basant Lok Vasant Vihar New Delhi – 110057 Telephone Number(s): +91 11 49487150 Contact person: - Website: https://www.herofincorp.com/ Email: corporate.care@herofincorp.com</p> |
| <p>Name: State Bank of India, IFB Mumbai Branch Address: B-202, B-Wing, 2nd Floor, Parinee Crescenzo, Plot no. C-38 & C-39, G-Block, BKC, Bandra (E), Mumbai 400 051 Telephone Number(s): 8860079419 Contact person: Mukund Kurundkar Website: https://bank.sbi Email: sbi.08965@sbi.co.in</p> | <p>Name: Karnataka Bank Address: 1369, Siddhi Platinum, Near Natu Baug Chowk, Off Baji Rao Road, Sadashiv Peth, Pune 411030 Telephone Number(s): 020 24450884 Contact person: Badari Prasad Website: www.karnatakabank.com Email: pune.main@ktkbank.com</p> | <p>Name: SVC Cooperative Bank Limited Address: SVC Tower, J N Road, Vakola, Santacruz East, Mumbai 400055 Telephone Number(s): 022 66999999 Contact person: Bhupendra Sawant Website: www.svcbank.com Email: sawantb1@svcbank.com</p> |
| <p>Name: Bandhan Bank Limited Address: Bandhan Bank Limited, Regional Office, Ahmedabad Telephone Number(s): 7776957803 Contact person: Anshul</p> | <p>Name: Bank of Baroda Address: Mid Corporate Branch, Erandwane, Pune Telephone Number(s): 020 25705906 Contact person: Bipin Tiwari Website: www.bankofbaroda.in</p> | <p>Name: Punjab & Sind Bank Address: 27/29 Ambalal Doshi Marg, Corporate Banking Branch, Fort, Mumbai 400001 Telephone Number(s): 022-22693438/ 22658721 Contact person: Branch Manager</p> |

| | | |
|---|---|--|
| <p>Agrawal Website: www.bandhanbank.com Email: anshul.agrawal@bandhanbank.com</p> | <p>Email: midpne@bankofbaroda.com</p> | <p>Website: www.punjabandsindbank.co.in Email: b0385@psb.co.in</p> |
|---|---|--|

Bankers to the Issue

Escrow Collection Bank(s)

[•]

Public Issue Account Bank(s)

[•]

Refund Bank(s)

[•]

Sponsor Bank(s)

[•]

Syndicate Members

[•]

Designated Intermediaries

Self Certified Syndicate Banks

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

Further, the branches of the SCSBs where the Designated Intermediaries could submit the ASBA Form(s) of Bidders (other than RIBs) is provided on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35> which may be updated from time to time or at such other website as may be prescribed by SEBI from time to time.

Details of nodal officers of SCSBs, identified for Bids made through the UPI Mechanism, are available at www.sebi.gov.in.

Eligible SCSBs and mobile applications enabled for UPI Mechanism

In accordance with the SEBI ICDR Master Circular read with the 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 and SEBI circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, each applicable to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations, UPI Bidders using the UPI Mechanism may only apply through the SCSBs and mobile applications whose names appear on the website of the SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>) and <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43>) respectively, and updated from time to time.

Syndicate SCBS Branches

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

Registered Brokers

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

Registrar and Share Transfer Agents

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

Designated Collecting Depository Participants

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

Grading of the Issue

No credit rating agency registered with SEBI has been appointed for grading of the Issue.

Appraising Entity

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

Monitoring Agency

Our Company will appoint a credit rating agency registered with SEBI as a monitoring agency to monitor utilization of the proceeds from the Issue, in accordance with Regulation 41 of the SEBI ICDR Regulations, prior to the filing of the Red Herring Prospectus with the RoC. For details in relation to the proposed utilisation of the proceeds from the Issue, see “*Objects of the Issue*” on page 108.

Expert to the Issue

Except as stated below, our Company has not obtained any expert opinions in connection with this Draft Red Herring Prospectus:

Our Company has received written consent from our Statutory Auditors, GSA & Associates LLP, to include their name in this Draft Red Herring Prospectus as an “expert” as defined under Section 2(38) read with Section 26 of the Companies Act, 2013, to the extent and in their capacity as the statutory auditor of our Company and in respect of their examination report on our Restated Consolidated Financial Information dated November 19, 2024 and in respect of the statement of tax benefits dated November 19, 2024. The consent has not been withdrawn as of the date of this Draft Red Herring Prospectus.

Our Company has also received written consent dated November 19, 2024, from Amit Ray & Co., the independent chartered accountant, holding a valid peer review certificate from ICAI, to include their name as required under

Section 26(5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus as an “expert” as defined under Section 2(38) of the Companies Act, 2013, in respect of various certifications issued by them in their capacity as independent chartered accountant to our Company on certain financial and operational information included in this Draft Red Herring Prospectus. The consent has not been withdrawn as of the date of this Draft Red Herring Prospectus.

Our Company has also received written consent dated November 19, 2024, from the independent chartered engineer, Ajay K. Lele, to include their name as required under Section 26(5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus as an “expert” as defined under Section 2(38) of the Companies Act, 2013, in relation to their certificate dated November 19, 2024. The consent of the independent chartered engineer, Ajay K. Lele has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has also received written consent dated November 19, 2024, 2024, from CRISIL, to include their name as required under Section 26(5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus as an “expert” as defined under Section 2(38) of the Companies Act, 2013, in relation to their report titled “*Assessment of market potential for sheet metal products, polymer products, suspensions, and EV components in automotive market*” dated October, 2024.

Further, our Company has received written consent dated November 19, 2024, from Paresh Deshpande & Associates, Company Secretaries, to include their name in this Draft Red Herring Prospectus, as an “expert” as defined under Section 2(38) of the Companies Act, 2013, in respect of their search report dated November 19, 2024, in connection with certain untraceable corporate records of our Company, certain details of which have been included in this Draft Red Herring Prospectus.

Our Company has also received written consent dated November 19, 2024, from Ismail Alsaffar Advocates & Legal Advisors L.L.C, qualified to practice law in United Arab Emirates, to include their name in this Draft Red Herring Prospectus as an “expert” as defined under Section 2(38) of the Companies Act, 2013, in respect of their legal opinion dated November 19, 2024, issued by them in their capacity as the legal advisors to our Subsidiary, Badve Engineering Trading FZE. The consent has not been withdrawn as of the date of this Draft Red Herring Prospectus.

Credit Rating

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

Debenture Trustees

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

Green Shoe Option

No green shoe option is contemplated under the Issue.

Filing of this Draft Red Herring Prospectus

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

Securities and Exchange Board of India

Corporation Finance Department
Division of Issues and Listing
SEBI Bhavan, Plot No. C4 A, ‘G’ Block
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051
Maharashtra, India

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

electronic portal at <http://www.mca.gov.in/mcafoportal/loginvalidateuser.do>. For details of the address, see “-Address of the Registrar of Companies” on page 79.

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 within the Price Band. The Price Band and minimum Bid Lot will be decided by our Company, in consultation with the BRLMs, and advertised in [●] editions of [●] (a widely circulated English national daily newspaper), [●] editions of [●] (a widely circulated Hindi national daily newspaper) and [●] editions of [●] (a widely circulated Marathi national daily newspaper, Marathi being the regional language of Maharashtra where our Registered and Corporate Office is located), at least two Working Days prior to the Bid/ Issue Opening Date and shall be made available to the Stock Exchanges for the purposes of uploading on their respective websites. Pursuant to the Book Building Process, the Issue Price shall be determined by our Company, in consultation with the BRLMs after the Bid/Issue Closing Date. For details, see “*Issue Procedure*” on page 441.

All Bidders (other than Anchor Investors) are mandatorily required to participate in this Issue only through the ASBA process by providing details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by SCSBs. In addition to this, the UPI Bidders may participate through the ASBA process by either (a) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs; or (b) through the UPI Mechanism. Anchor Investors are not permitted to participate in the Issue through the ASBA process.

In terms of the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Investors can revise their Bid(s) during the Bid/ Issue Period and withdraw their Bid(s) until the Bid/ Issue Closing Date. Anchor Investors are not allowed to revise or withdraw their Bids after the Anchor Investor Bidding Date. Allocation to all categories, other than Anchor Investors, Non-Institutional Investors and Retail Individual Investors, shall be made on a proportionate basis, subject to valid Bids received at or above the Issue Price. Allocation to the Anchor Investors will be on a discretionary basis.

The Book Building Process and Bidding process are subject to change, from time to time. Bidders are advised to make their own judgment about an investment through this process prior to submitting a Bid in the Issue.

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

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

For further details on method and process of Bidding, see “*Issue Structure*” and “*Issue Procedure*” on pages 437 and 441, respectively.

Investor Grievances

Investors can contact the Company Secretary and Compliance Officer, the BRLMs 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 Issue-related grievances, other than that of Anchor Investors, may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary(ies) with whom the Bid-cum Application Form was submitted, giving full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder’s DP ID, Client ID, PAN, address of Bidder, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked or the UPI ID (for UPI Bidders who make the payment of Bid Amount through the UPI Mechanism), date of Bid cum Application Form and the name and address of the

relevant Designated Intermediary(ies) where the Bid was submitted. Further, the Bidder shall enclose the Acknowledgment Slip or the application number from the Designated Intermediary in addition to the documents or information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Issue. The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

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

Underwriting Agreement

After the determination of the Issue Price and allocation of Equity Shares but prior to the filing of the Prospectus with the RoC, our Company will enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Issue. The extent of underwriting obligations and the Bids to be underwritten by each Underwriter shall be as per the Underwriting Agreement. Notwithstanding the below table, the obligations of the Underwriters shall be several and will be subject to certain conditions to closing, as specified in the Underwriting Agreement.

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

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

| Name, address, telephone number and e-mail address of the Underwriters | Indicative Number of Equity Shares to be underwritten | Amount underwritten (₹ in million) |
|--|---|------------------------------------|
| [●] | [●] | [●] |
| [●] | [●] | [●] |

The abovementioned amounts are provided for indicative purposes only and will be finalised after the pricing and actual allocation and subject to the provisions of Regulation 40(2) of the SEBI ICDR Regulations.

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

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitments set forth in the table above. In the event of any default in payment, the respective Underwriter, in addition to other obligations defined in the Underwriting Agreement, will also be required to procure subscription for or subscribe to the Equity Shares to the extent of the defaulted amount in accordance with the Underwriting Agreement.

CAPITAL STRUCTURE

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

| <i>(In ₹ except share data)</i> | | | |
|---------------------------------|--|---------------------------------------|---------------------------------|
| Sr. No. | Particulars | Aggregate nominal value at face value | Aggregate value at Issue Price* |
| A. | AUTHORISED SHARE CAPITAL ⁽¹⁾ | | |
| | 900,000,000 Equity Shares of face value of ₹5 each | 4,500,000,000 | |
| B. | ISSUED, SUBSCRIBED AND PAID-UP CAPITAL BEFORE THE ISSUE | | |
| | 650,990,304 Equity Shares of face value of ₹5 each | 3,254,951,520 | |
| C. | PRESENT ISSUE IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS | | |
| | Issue of up to [●] Equity Shares of face value of ₹5 each aggregating up to ₹ 21,500.00 million ^{(2) (3) ***} | [●] | [●] |
| D. | ISSUED, SUBSCRIBED AND PAID-UP CAPITAL AFTER THE ISSUE[#] | | |
| | [●] Equity Shares of face value of ₹5 each | [●] | |
| E. | SECURITIES PREMIUM ACCOUNT | | |
| | Before the Issue (as on the date of this Draft Red Herring Prospectus) | | 627,682,499 |
| | After the Issue | | |

* To be updated upon finalization of the Issue Price.

** Subject to finalization of Basis of Allotment

Assuming full subscription in the Issue

⁽¹⁾ For details in relation to the changes in the authorised share capital in the last 10 years of our Company, see “History and Certain Corporate Matters – Amendments to our Memorandum of Association” on page 259.

⁽²⁾ The Issue has been authorised by a resolution of our Board of Directors at their meeting held on November 16, 2024 and a special resolution of our Shareholders at their meeting held on November 18, 2024.

⁽³⁾ Our Company may, at its discretion, in consultation with the BRLMs, consider a Pre-IPO Placement of specified securities, as may be permitted under the applicable law aggregating up to ₹ 4,300 million prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the general corporate purposes portion of the Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Issue. Prior to the completion of the Issue, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Issue, or the Issue may be successful and will result in listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and Prospectus.

(The remainder of this page has been intentionally left blank)

Notes to the Capital Structure

1. Equity Share Capital History of our Company

The history of the equity share capital of our Company is set forth in the table below:

| Date of allotment | No. of equity shares allotted | Name(s) of allottee(s) | Nature of allotment | Face value (₹) | Issue price per equity share (₹) | Nature of consideration | Cumulative number of equity shares | Cumulative paid-up equity share capital (₹) |
|--------------------|-------------------------------|---|---------------------------------|----------------|----------------------------------|-------------------------|------------------------------------|---|
| September 25, 1996 | 20 | Allotment of 10 equity shares each to Supriya Shrikant Badve and Shrikant Shankar Badve | Initial subscription to the MoA | 100 | 100 | Cash | 20 | 2,000 |
| March 27, 1998* | 4,980 | Allotment of 845 equity share to Supriya Shrikant Badve, 2684 equity shares to Shrikant Shankar Badve and Sumedh S Badve, 10 equity shares to Creative Tools & Press Components Private Limited, 1 equity share to Kumud Shankar Badve and Yogita S Badve, 1000 equity shares to Shashikala Vasant Savarkar and Vasant R Savarkar, 321 equity shares to Shashikala Vasant Savarkar and Vasant R Savarkar, 1 equity share to Sanjay Shankar Badve, 1 equity share to Shreeyash Chassis Private Limited, 1 equity share to Shankar Prabhakar Badve, 1 equity share to Shankar Prabhakar Badve (H.U.F), 107 equity share to Suhas Sanjay Dode, 7 equity shares to Shrikant Shankar Badve and Sumedh S. Badve, 1 equity share to Kumud S. Badve and Yogita S, Badve | Further issue | 100 | 100 | Cash | 5,000 | 500,000 |
| February 5, 1999* | 13,349 | Allotment of 210 equity shares to A Choudhari, 190 equity shares to Antana Pramanik, 200 equity shares to Ashok Ganesh Sane, 200 equity shares to Kedar Bapat, 192 equity shares to Mr. M.C. Chako, 600 equity shares to Dr. Halbe, 170 equity shares to Hemant Katkar, 700 equity shares to Jayraj Enterprises, 120 equity shares to Mr Pal, 420 equity shares to Rajendra B. Kandar and Sonia Kandar, 200 equity shares to Meghana Mohan Paranjape, 190 equity shares to Ashutosh M. Sathe, 110 equity shares to Avinash Desai and Megha A. Desai, 187 equity shares to Damodhar Hanumant Nimhan, 210 equity shares to Kiran Pute, 235 equity shares to Krishnarao Deshpande, 147 equity shares to Pandharinath B. Patil and Sarla Patil, 410 equity shares to Rahul Shashikant Ganu, 300 equity shares to Rajan Thakur, 150 equity shares to | Further issue | 100 | 100 | Cash | 18,349 | 1,834,900 |

| Date of allotment | No. of equity shares allotted | Name(s) of allottee(s) | Nature of allotment | Face value (₹) | Issue price per equity share (₹) | Nature of consideration | Cumulative number of equity shares | Cumulative paid-up equity share capital (₹) |
|--|-------------------------------|--|---|----------------|----------------------------------|-------------------------|------------------------------------|---|
| | | Ramnath B. Bhange and Shirish Bhange, 199 equity shares to Megha Anil Ambekar, 80 equity shares to Swapana Vrinda Khandekar, 202 equity shares to Avinash Desai and Megha Desai, 215 equity shares to P. P. Kalkute & Pravin Kalkute and 170 equity shares to Sandhya Nitin Burkule, 68 equity shares Pandharinath Patil and Sarla Patil , 2,659 equity shares to Supriya Shrikant Badve, 68 equity shares to Swati Parekh , 160 equity shares to Vinay Dighe, 302 equity shares allotted to Nagesh Desai, 250 equity shares to Vikram Kelkar, 810 equity shares allotted to Prakash Tandlaskar, 115 equity shares allotted to Nitin Vaidya, 790 equity shares allotted to S. M Enterprises, 170 equity shares allotted to Sharad Trimbak Joshi, 180 equity shares allotted to Sanjay N. Gite, 190 equity shares allotted to P. B Pradip Kumar, 165 equity shares allotted to Ravindra Nemade, 215 equity shares allotted to Sameer Athane, 70 equity shares to Sonia Kandar, 180 equity shares to Pravin Kakulte, 80 equity shares to Shrish Bhange, 50 equity shares allotted to Sudam Jayaram Borse, 295 equity shares allotted to Yogesh Desai, 107 equity shares allotted to Parag Vaidya, 400 equity shares to Mrs. Khande | | | | | | |
| March 31, 2004 | 251 | Allotment of 160 equity shares to M.D. Chaudhari and 91 equity shares to Suhas Sanjay Dode | Preferential allotment | 100 | 100 | Cash | 18,600 | 1,860,000 |
| Pursuant to a resolution of our shareholders dated January 7, 2008*, the equity shares of our Company of face value ₹100 each were sub-divided into Equity Shares of face value ₹10 each and consequently the issued and paid up equity share capital of our Company was sub-divided from 18,600 equity shares of ₹100 each to 186,000 equity shares of ₹10 each | | | | | | | | |
| August 5, 2008 | 108,230 | Allotment of 22,040 equity shares to Shrikant Shankar Badve, 8,290 equity shares to Supriya Shrikant Badve, 90 equity shares to Creative Tools & Press Components Private Limited, 6,725 equity shares to Kumud Shankar Badve, 900 equity shares to Vasant Ramkrishna Savarkar, 875 equity shares to Jayraj Enterprises (Proprietor Vilas Rohan), 1,600 equity shares to Ashish Kumar Phadke, 750 equity shares to Damodhar Hanumant Nimhan, 350 equity shares to Ramesh Damodhar Deshmukh, 950 equity shares to Arun Sakharam Kanchan, 1,150 equity shares to Swapna Vinda Khandekar, 3,050 equity shares to Shrikant Shankar Badve (HUF), 40 equity shares to Master Sumedh Shrikant Badve (Guardian Mr. Shrikant S | Allotted pursuant to scheme of amalgamation of Shreeyash Chassis Private Limited, Badve Presscomps Private Limited and Badve Plastics Private Limited with our Company~ | 10 | N.A. | Other than cash | 294,220** | 2,942,200 |

| Date of allotment | No. of equity shares allotted | Name(s) of allottee(s) | Nature of allotment | Face value (₹) | Issue price per equity share (₹) | Nature of consideration | Cumulative number of equity shares | Cumulative paid-up equity share capital (₹) |
|-----------------------------|-------------------------------|---|--|----------------|----------------------------------|-------------------------|------------------------------------|---|
| | | Badve) , 40 equity shares to Master Swastid Shrikant Badve (Guardian Mr. Shrikant S Badve) , 540 equity shares to Badve Autocomps Private Limited, 28,040 equity shares to Sumedh Tools Private Limited, 10,250 equity shares to Shankar Prabhakar Badve, 400 equity shares to Rajendra Ramesh Deshpande, 600 equity shares to Rajendra Balaji Khandekar, 1,000 equity shares to Advait Arun Lohakare, 750 equity shares to Ramdas Baburao Bhange, 1,575 equity shares to Sudhakar Fulchand Bhavsar, 800 equity shares to Jaysingh C. Pendse, 500 equity shares to Vinaya Jayant Godbole, 1,250 equity shares to Vinayak Shankar Pol, 800 equity shares to Vinayak Pathankar, 1,250 equity shares to Kedar Mohan Paranjape, 850 equity shares to Rajiv Vasant Savarkar, 400 equity shares to Rajendra Vinayak Nivargi, 2,000 equity shares to Satanand Vasant Dixit, 2,500 equity shares to Sanjeev Baban Thakur, 875 equity shares to Meera Kodikar and 7,000 equity shares to Yogita Sanjay Badve | | | | | | |
| March 31, 2012 [@] | 1,300 | Allotment of 1300 equity shares to Shrikant Shankar Badve | Conversion of unsecured loan | 10 | 5000 | Cash [#] | 295,520 | 2,955,200 |
| March 31, 2012 | 100 | Allotment of 100 equity shares to Sumedh Tools Private Limited | Preferential allotment | 10 | 5000 | Cash | 295,620 | 2,956,200 |
| May 21, 2012 | 18,600 | Allotment of 16,700 equity shares to Shrikant Shankar Badve, 1,100 equity shares to Supriya Shrikant Badve and 800 equity shares to Sumedh Tools Private Limited | Preferential allotment | 10 | 5,000 | Cash | 314,220 | 3,142,200 |
| March 23, 2016 | 19,481,640 | Allotment of 33,480 equity shares to Badve Autocomps Private Limited, 1,794,280 equity shares to Sumedh Tools Private Limited, 11,780 equity shares to Creative Tools & Press Comps Private Limited, 635,500 equity shares to Shankar Prabhakar Badve, 620 equity shares to Shankar Prabhakar Badve (HUF), 2,94,190 equity shares to Kumud Shankar Badve, 14,514,510 equity shares to Shrikant Shankar Badve, 355,260 equity shares to Shrikant Shankar Badve (HUF), 895,280 equity shares to Supriya Shrikant Badve, 1,240 equity shares to Sanjay Shankar Badve, 620 equity shares to Yogita Sanjay Badve, 8,680 equity shares to Sumedh Shrikant Badve, 8680 equity shares to Swastid Shrikant Badve, 874,820 | Bonus issue in the ratio of 62 equity shares for every one equity share held | 10 | - | - | 19,795,860 | 197,958,600 |

| Date of allotment | No. of equity shares allotted | Name(s) of allottee(s) | Nature of allotment | Face value (₹) | Issue price per equity share (₹) | Nature of consideration | Cumulative number of equity shares | Cumulative paid-up equity share capital (₹) |
|--|-------------------------------|--|--|----------------|----------------------------------|-------------------------|------------------------------------|---|
| | | equity shares to Vasant Ramkrishna Savarkar and 52,700 equity shares to Rajiv Vasant Savarkar | | | | | | |
| May 11, 2017 | 39,400 | Allotment of 39,400 equity shares to Golden Quadra Construction LLP | Private placement | 10 | 761 | Cash | 19,835,260 | 198,352,600 |
| August 9, 2017 | 100 | Allotment of 100 equity shares to Vikrant Vilas Lande | Private placement | 10 | 757 | Cash | 19,835,360 | 198,353,600 |
| December 20, 2019 | 508,087 | Allotment of 508,087 equity shares to Shrikant Shankar Badve | Rights issue | 10 | 1,187 | Cash | 20,343,447 | 203,434,470 |
| Pursuant to a resolution of our shareholders dated November 20, 2023, the equity shares of our Company of face value ₹10 each were sub-divided into Equity Shares of face value ₹5 each and consequently the issued and paid up equity share capital of our Company was sub-divided from 20,343,447 equity shares of ₹10 each to 40,686,894 equity shares of ₹5 each | | | | | | | | |
| February 12, 2024 | 610,303,410 | Allotment of 486,079,410 Equity Shares to Shrikant Shankar Badve, 40,625,550 Equity Shares to Supriya Shrikant Badve, 10,829,700 Equity Shares to Shrikant Shankar Badve (HUF), 18,900 Equity Shares to Shankar Prabhakar Badve (HUF), 13,598,550 Equity Shares to Sumedh Shrikant Badve, 1,890,000 Equity Shares to Swastid Shrikant Badve, 359,100 Equity Shares to Creative Tools and Press Components Private Limited, 1,020,600 Equity Shares to Badve Autocomps Private Limited, 54,696,600 Equity Shares to Sumedh Tools Private Limited, 1,182,000 Equity Shares to Golden Quadra Constructions LLP, 3000 Equity Shares to Vikrant Vilas Lande | Bonus issue in the ratio of 15 Equity Shares for every one Equity Share held | 5 | - | - | 650,990,304 | 3,254,951,520 |

*Our Company has been unable to trace: (i) Form 2 for return of allotment for such allotments, (ii) Form 5 for increase in share capital and sub-division, and (iii) shareholders' resolutions, along with Form 23 and challan, for certain allotments, as the relevant information was not available in the records maintained by our Company. Our Company has commissioned an extensive search of its records with the RoC, both physically and on the MCA portal, and in this regard has obtained and relied on a search report dated November 19, 2024, issued by Paresh Deshpande & Associates Company Secretaries, independent practicing company secretaries. Further, we have also sent an intimation through our letter dated November 19, 2024, to the RoC informing them of the missing Form 2 and Form 5 filings with respect to such allotments and increase in share capital and sub-division. For further information, please refer to "Risk factor - Certain of our corporate records, filings and instruments of transfer are not traceable. We cannot assure you that legal proceedings or regulatory actions will not be initiated against us in the future, or that we will not be subject to any penalty imposed by the competent regulatory authority in relation to such discrepancies", on page 49.

** As an integral part of the scheme of amalgamation, Shreeyash Chassis Private Limited ("Shreeyash") was amalgamated into the Company and the 10 equity shares held by Shreeyash in the Company were cancelled; and accordingly the paid-up share capital of the Company was reduced to the extent of such 10 equity shares held by Shreeyash.

© The shareholders' resolution authorising the grant of loan with an option to convert into Equity Shares is not traceable by our Company. For further details, see "Risk factor - Certain of our corporate records, filings and instruments of transfer are not traceable. We cannot assure you that legal proceedings or regulatory actions will not be initiated against us in the future, or that we will not be subject to any penalty imposed by the competent regulatory authority in relation to such discrepancies", on page 49.

The consideration was received from one of our Promoter, Shrikant Shankar Badve who granted an unsecured loan to our Company, at the time of grant of such loan.

2. Preference share capital

As on the date of this Draft Red Herring Prospectus, our Company does not have any preference share capital.

3. Secondary transactions of equity shares

Other than as disclosed in “–Details of Shareholding of our Promoter in the Company - Build-up of the Promoter’s shareholding in our Company” on page 98, there have been no secondary transactions for acquisition of securities of our Company by our Promoters.

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

Except as disclosed under “–Issue of Equity Shares pursuant to scheme of arrangement” on page 94 and in the table below, our Company has not issued any equity shares for consideration other than cash or out of revaluation of reserves at any time since incorporation.

| Date of allotment | No. of equity shares allotted | Name(s) of allottee(s) | Nature of allotment | Face value (₹) | Issue price per equity share (₹) | Benefits accrued to our Company |
|-------------------|-------------------------------|---|--|----------------|----------------------------------|---------------------------------|
| March 23, 2016 | 19,481,640 | Allotment of 33,480 equity shares to Badve Autocomps Private Limited, 1,794,280 equity shares to Sumedh Tools Private Limited, 11,780 equity shares to Creative Tools & Press Comps Private Limited, 635,500 equity shares to Shankar Prabhakar Badve, 620 equity shares to Shankar Prabhakar Badve (HUF), 2,94,190 equity shares to Kumud Shankar Badve, 14,514,510 equity shares to Shrikant Shankar Badve, 355,260 equity shares to Shrikant Shankar Badve (HUF), 895,280 equity shares to Supriya Shrikant Badve, 1,240 equity shares to Sanjay Shrikant Badve, 620 equity shares to Yogita Sanjay Badve, 8,680 equity shares to Sumedh Shrikant Badve, 8680 equity shares to Swastid Shrikant Badve, 874,820 equity shares to Vasant Ramkrishna Savarkar and 52,700 equity shares to Rajiv Vasant Savarkar | Bonus issue in the ratio of 62 equity shares for every one equity share held | 10 | - | - |
| February 12, 2024 | 610,303,410 | Allotment of 486,079,410 Equity Shares to Shrikant Shankar Badve, 40,625,550 Equity Shares to Supriya Shrikant Badve, 10,829,700 Equity Shares to Shrikant Shankar Badve (HUF), 18,900 Equity Shares to Shankar Prabhakar Badve (HUF), 13,598,550 Equity Shares to Sumedh Shrikant Badve, 1,890,000 Equity Shares to Swastid Shrikant Badve, 359,100 Equity Shares to Creative Tools and Press Components Private Limited, 1,020,600 Equity Shares to Badve Autocomps Private Limited, 54,696,600 Equity Shares to Sumedh Tools Limited, 1,182,000 Equity Shares to Golden Quadra Constructions LLP, 3000 Equity Shares to Vikrant Vilas Lande | Bonus issue in the ratio of 15 Equity Shares for every one Equity Share held | 5 | - | - |

5. Issue of Equity Shares at a price lower than the Issue Price in the last year

Except as disclosed in “–Notes to the Capital Structure – Equity Share capital history of our Company” on page 90, our Company has not issued Equity Shares at a price that may be lower than the Issue Price during the last one year preceding the date of this Draft Red Herring Prospectus.

6. Issue of Equity Shares pursuant to scheme of arrangement

Except as disclosed below, our Company has not issued or allotted any Equity Shares pursuant to any scheme of arrangement approved under Sections 391 to 394 of the Companies Act, 1956 or Sections 230-234 of the Companies Act, 2013.

| S No. | Date of allotment | No. of equity shares allotted | Name(s) of allottee(s) | Nature of allotment | Face value (₹) | Issue price per equity share (₹) |
|-------|-------------------|-------------------------------|---|--|----------------|----------------------------------|
| 1. | August 5, 2008** | 108,230 | Allotment of 22,040 equity shares to Shrikant Shankar Badve, 8,290 equity shares to Supriya Shrikant Badve, 90 equity shares to Creative Tools & Press Components Private Limited, 6,725 equity shares to Kumud Shankar Badve, 900 equity shares to Vasant Ramkrishna Savarkar, 875 equity shares to Jayraj Enterprises- (Prop Vilas Rohan), 1,600 equity shares to Ashish Kumar Phadke, 750 equity shares to Damodhar Hanumant Nimhan, 350 equity shares to Ramesh Damodhar Deshmukh, 950 equity shares to Arun Sakharam Kanchan, 1,150 equity shares to Swapna Vinda Khandekar, 3,050 equity shares to Shrikant Shankar Badve (HUF), 40 equity shares to Sumedh Shrikant Badve, 40 equity shares to Swastid Shrikant Badve, 540 equity shares to Badve Autocomps Private Limited, 28,040 equity shares to Sumedh tools Private Limited, 10,250 equity shares to Shankar Prabhakar Badve, 400 Rajendra Ramesh Deshpande, 600 equity shares to Rajendra Balaji Khandekar, 1,000 equity shares to Advait Arun Lohakare, 750 equity shares to Ramdas Baburao Bhange, 1,575 equity shares to Sudhakar Fulchand Bhavsar, 800 equity shares to Jaysingh C. Pendse, 500 equity shares to Vinaya Jayant Godbole, 1,250 equity shares to Vinayak Shankar Pol, 800 equity shares to Vinayak Pathankar, 1,250 equity shares to Kedar Mohan Paranjape, 850 equity shares to Rajiv Vasant Savarkar, 400 equity shares to Rajendra Vinayak Nivargi, 2,000 equity shares to Satanand Vasant Dixit, 2,500 equity shares to Sanjeev Baban Thakur, 875 equity shares to Meera Kodikar and 7,000 equity shares to Yogita Sanjay Badve | Allotted pursuant to Scheme of amalgamation of Shreeyash Chassis Private Limited, Badve Presscomps Private Limited and Badve Plastics Private Limited with our Company | 10 | N.A. |

** As an integral part of the scheme of amalgamation, Shreeyash Chassis Private Limited ("Shreeyash") was amalgamated into the Company and the 10 equity shares held by Shreeyash in the Company were cancelled; and accordingly the paid-up share capital of the Company was reduced to the extent of such 10 equity shares held by Shreeyash.

7. Shareholding pattern of our Company

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

| Category (I) | Category of Shareholder (II) | No. of Shareholders (III) | No. of fully paid-up Equity Shares held (IV) | No. of Partly paid-up Equity Shares held (V) | No. of shares underlying depository receipts (VI) | Total No. of shares held (VII) = (IV)+(V)+(VI) | Shareholding as a % of total no. of Equity Shares (calculated as per SCRR) (VIII) As a % of (A+B+C2) | Number of Voting Rights held in each class of securities (IX) | | | | No. of Equity Shares underlying outstanding convertible securities (including warrants) (X) | Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted equity share capital) (XI) = (VII)+(X) As a % of (A+B+C2) | No. of locked in Equity Shares (XII) | | Number of Equity Shares pledged or otherwise encumbered (XIII) | | No. of Equity Shares held in dematerialized form (XIV) |
|--------------|---------------------------------------|---------------------------|--|--|---|--|--|---|------------------|--------------------|-------------------------|---|---|--------------------------------------|---------------------------------|--|---------------------------------|--|
| | | | | | | | | No of Voting Rights | | | Total as a % of (A+B+C) | | | No. (a) | As a % of total shares held (b) | No. (a) | As a % of total shares held (b) | |
| | | | | | | | | Class (Equity) | Classes (Others) | Total | | | | | | | | |
| (A) | Promoter and promoter group | 8 | 649,726,304 | - | - | 649,726,304 | 99.81 | 649,726,304 | - | 649,726,304 | 99.81 | - | 99.81 | - | - | - | 649,726,304 | |
| (B) | Public | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | |
| (C) | Non Promoter-Non Public | 2 | 1,264,000 | - | - | 1,264,000 | 0.19 | 1,264,000 | Nil | 1,264,000 | 0.19 | - | 0.19 | - | - | - | 0 | |
| (C1) | Shares underlying depository receipts | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | |
| (C2) | Shares held by employee trusts | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | |
| | Total | 10 | 650,990,304 | - | - | 650,990,304 | 100 | 650,990,304 | - | 650,990,304 | 100 | - | 100 | - | - | - | 649,726,304 | |

- (a) As on the date of the filing of this Draft Red Herring Prospectus, our Company has 10 Shareholders.
- (b) Set forth below are details of Shareholders holding 1% or more of the issued, subscribed and paid-up share capital of our Company as on the date of this Draft Red Herring Prospectus:

| S. No. | Name of the Shareholder | No. of Equity Shares | Percentage of the pre-Issue Equity Share Capital (%) |
|--------|------------------------------|----------------------|--|
| 1. | Shrikant Shankar Badve | 530,036,384 | 81.42 |
| 2. | Supriya Shrikant Badve | 43,333,920 | 6.66 |
| 3. | Sumedh Shrikant Badve | 14,505,120 | 2.23 |
| 4. | Sumedh Tools Private Limited | 58,343,040 | 8.96 |
| | Total | 646,218,464 | 99.27 |

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

| S. No. | Name of the Shareholder | No. of Equity Shares | Percentage of the pre-Issue Equity Share Capital (%) |
|--------|------------------------------|----------------------|--|
| 1. | Shrikant Shankar Badve | 530,036,384 | 81.42 |
| 2. | Supriya Shrikant Badve | 43,333,920 | 6.66 |
| 3. | Sumedh Shrikant Badve | 14,505,120 | 2.23 |
| 4. | Sumedh Tools Private Limited | 58,343,040 | 8.96 |
| | Total | 646,218,464 | 99.27 |

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

| S. No. | Name of the Shareholder | No. of Equity Shares | Percentage of the pre-Issue Equity Share Capital (%) |
|--------|------------------------------|----------------------|--|
| 1. | Shrikant Shankar Badve | 15,257,962 | 75.00 |
| 2. | Supriya Shrikant Badve | 1,354,185 | 6.66 |
| 3. | Shrikant Shankar Badve HUF | 360,990 | 1.77 |
| 4. | Kumud Shankar Badve | 944,685 | 4.64 |
| 5. | Sumedh Shrikant Badve | 453,285 | 2.23 |
| 6. | Sumedh Tools Private Limited | 1,823,220 | 8.96 |
| | Total | 20,194,327 | 99.27 |

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

| S. No. | Name of the Shareholder | No. of Equity Shares | Percentage of the pre-Issue Equity Share Capital (%) |
|--------|------------------------------|----------------------|--|
| 1. | Shrikant Shankar Badve | 15,257,962 | 75.00 |
| 2. | Supriya Shrikant Badve | 1,354,185 | 6.66 |
| 3. | Shrikant Shankar Badve HUF | 360,990 | 1.77 |
| 4. | Shankar Prabhakar Badve | 645,750 | 3.17 |
| 5. | Kumud Shankar Badve | 298,935 | 1.47 |
| 6. | Sumedh Shrikant Badve | 453,285 | 2.23 |
| 7. | Sumedh Tools Private Limited | 1,823,220 | 8.96 |
| | Total | 20,194,327 | 99.27 |

- (f) Our Company presently does not intend or propose and is not under negotiations or considerations to alter its capital structure for a period of six months from the Bid/Issue Opening Date, by way of split or consolidation of the denomination of Equity Shares, or by way of further

issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares), whether on a preferential basis, or by way of issue of bonus Equity Shares, or on a rights basis, or by way of further public issue of Equity Shares, or otherwise.

- (g) As on the date of this Draft Red Herring Prospectus, there are no outstanding warrants, options, or rights to convert debentures, loans or other convertible instruments that would entitle any person any option to receive Equity Shares of our Company.

8. Details of Shareholding of our Promoter in the Company

- (i) As on the date of this Draft Red Herring Prospectus, our Promoters holds 587,875,424 Equity Shares, equivalent to 90.30% of the issued, subscribed, and paid-up equity share capital of our Company as set forth in the table below.

| S. No. | Name of the Promoter | Pre-Issue Equity Share capita | | Post-Issue Equity Share capital* | |
|--------|------------------------------------|-------------------------------|--|----------------------------------|---|
| | | No. of Equity Shares | Percentage of total Equity Share capital (%) | No. of Equity Shares* | Percentage of total Equity Share capital (%)* |
| 1 | Shrikant Shankar Badve | 530,036,384 | 81.42 | [●] | [●] |
| 2 | Supriya Shrikant Badve | 43,333,920 | 6.66 | [●] | [●] |
| 3 | Sumedh Shrikant Badve [#] | 14,505,120 | 2.23 | [●] | [●] |
| TOTAL | | 587,875,424 | 90.30 | [●] | [●] |

* Subject to finalisation of Basis of Allotment.

[#] Sumedh Shrikant Badve controls indirectly through Sumedh Tools Private Limited, which holds 58,343,040 Equity Shares aggregating to 8.96%

- (ii) All Equity Shares held by our Promoters are in dematerialized form as on the date of this Draft Red Herring Prospectus.
- (iii) *Build-up of the Promoter's shareholding in our Company*

The build-up of the Equity Shareholding of our Promoters since incorporation of our Company is set forth in the table below.

1. Shrikant Shankar Badve

| Date of allotment / transfer / acquisition | Nature of transaction | Nature of consideration | No. of equity shares | Face value (₹) | Issue price per equity share (₹) | Percentage of pre-Issue capital (%) | Percentage of post-Issue capital (%)# |
|---|---|-------------------------|----------------------|----------------|----------------------------------|-------------------------------------|---------------------------------------|
| September 25, 1996 | Initial subscription to the MoA | Cash | 10 | 100 | 1000 | Negligible | [●] |
| March 19, 2001 | Transfer from Shrikant S Badve & Sumedh Badve | Cash | 2,691 | 100 | 100 | Negligible | [●] |
| March 19, 2001 | Transfer to Sanjay Suhas Dode | Cash | (9) | 100 | 100 | Negligible | [●] |
| August 31, 2001 | Transfer to Kumud Shankar Badve | Cash | (1,000) | 100 | 100 | Negligible | [●] |
| Pursuant to a resolution of our shareholders dated January 7, 2008*, the equity shares of our Company of face value ₹100 each were sub-divided into equity shares of face value ₹10 each and consequently the issued and paid up equity share capital of our Company was sub-divided from 18,600 equity shares of ₹100 each to 186,000 equity shares of ₹10 each. Accordingly, 1,692 equity shares of face value of ₹100 each held by Shrikant Shankar Badve were sub-divided into 16,920 Equity Shares of face value of ₹10 each | | | | | | | |
| August 5, 2008 | Allotted pursuant to Scheme of | Other than cash | 22,040 | 10 | N.A. | Negligible | [●] |

| Date of allotment / transfer / acquisition | Nature of transaction | Nature of consideration | No. of equity shares | Face value (₹) | Issue price per equity share (₹) | Percentage of pre-Issue capital (%) | Percentage of post-Issue capital (%)# |
|--|---|-------------------------|----------------------|----------------|----------------------------------|-------------------------------------|---------------------------------------|
| | amalgamation of Shreeyash Chassis Private Limited, Badve Presscomps Private Limited and Badve Plastics Private Limited with the Company | | | | | | |
| March 16, 2009 | Transfer from Sanjay Suhas Dode | Cash | 2,160 | 10 | 10 | Negligible | [●] |
| March 16, 2009 | Transfer from A. Choudhari | Cash | 2,100 | 10 | 10 | Negligible | [●] |
| March 16, 2009 | Transfer from A. Pramanik | Cash | 1,900 | 10 | 10 | Negligible | [●] |
| March 16, 2009 | Transfer from Ashok Ganesh Sane | Cash | 2,000 | 10 | 10 | Negligible | [●] |
| March 16, 2009 | Transfer from Kedar Bapat | Cash | 2,000 | 10 | 10 | Negligible | [●] |
| March 16, 2009 | Transfer from M.C. Chako | Cash | 1,920 | 10 | 10 | Negligible | [●] |
| March 16, 2009 | Transfer from K.B. Pal | Cash | 1,200 | 10 | 10 | Negligible | [●] |
| March 16, 2009 | Transfer from Meghna Mohan Paranjape | Cash | 2,000 | 10 | 10 | Negligible | [●] |
| March 16, 2009 | Transfer from Ashotosh M. Sate | Cash | 1,900 | 10 | 10 | Negligible | [●] |
| March 16, 2009 | Transfer from Damodhar Hanumant Nimhan | Cash | 2,620 | 10 | 10 | Negligible | [●] |
| March 16, 2009 | Transfer from Kiran Pute | Cash | 2,100 | 10 | 10 | Negligible | [●] |
| March 16, 2009 | Transfer from Arun Sakharam Kanchan | Cash | 2,550 | 10 | 10 | Negligible | [●] |
| March 16, 2009 | Transfer from Megha Ambekar | Cash | 1,990 | 10 | 10 | Negligible | [●] |
| March 16, 2009 | Transfer from Sandhya Nitin Burkule | Cash | 1,700 | 10 | 10 | Negligible | [●] |
| March 16, 2009 | Transfer from Vinay Dhige | Cash | 1,600 | 10 | 10 | Negligible | [●] |
| March 16, 2009 | Transfer from P.B. Pradipkumar | Cash | 1,900 | 10 | 10 | Negligible | [●] |
| March 16, 2009 | Transfer from Ravindra Nemade | Cash | 1,650 | 10 | 10 | Negligible | [●] |
| March 16, 2009 | Transfer from Samir Athane | Cash | 2,150 | 10 | 10 | Negligible | [●] |
| March 16, 2009 | Transfer from Sanjay N. Gite | Cash | 1,800 | 10 | 10 | Negligible | [●] |
| March 16, 2009 | Transfer from Sharad Trimbak Joshi | Cash | 1,700 | 10 | 10 | Negligible | [●] |
| September 30, 2009 | Transfer from A.V.Halbe | Cash | 6,000 | 10 | 10 | Negligible | [●] |
| September 30, 2009 | Transfer from M/s. Jairaj Enterprises | Cash | 7,875 | 10 | 10 | Negligible | [●] |

| Date of allotment / transfer / acquisition | Nature of transaction | Nature of consideration | No. of equity shares | Face value (₹) | Issue price per equity share (₹) | Percentage of pre-Issue capital (%) | Percentage of post-Issue capital (%)# |
|--|---|-------------------------|----------------------|----------------|----------------------------------|-------------------------------------|---------------------------------------|
| September 30, 2009 | Transfer from Rajendra B. Kandar | Cash | 4,900 | 10 | 10 | Negligible | [●] |
| September 30, 2009 | Transfer from Ramesh Damodhar Deshmukh | Cash | 2,680 | 10 | 10 | Negligible | [●] |
| September 30, 2009 | Transfer from Ranjan Thakur | Cash | 3,000 | 10 | 10 | Negligible | [●] |
| September 30, 2009 | Transfer from Ramnath B. Bhange | Cash | 2,300 | 10 | 10 | Negligible | [●] |
| September 30, 2009 | Transfer from P.P Kalkute | Cash | 3,950 | 10 | 10 | Negligible | [●] |
| September 30, 2009 | Transfer from M/s. S.M. Enterprises | Cash | 7,900 | 10 | 10 | Negligible | [●] |
| September 30, 2009 | Transfer from Nagesh Desai | Cash | 5,970 | 10 | 10 | Negligible | [●] |
| September 30, 2009 | Transfer from Nitin Vaidya | Cash | 2,220 | 10 | 10 | Negligible | [●] |
| September 30, 2009 | Transfer from Prakash Tandalaskar | Cash | 8,100 | 10 | 10 | Negligible | [●] |
| September 30, 2009 | Transfer from Vikram Kelkar | Cash | 2,500 | 10 | 10 | Negligible | [●] |
| September 30, 2009 | Transfer from Rajendra Ramesh Deshpande | Cash | 400 | 10 | 10 | Negligible | [●] |
| September 30, 2009 | Transfer from Rajendra Balaji Khandekar | Cash | 600 | 10 | 10 | Negligible | [●] |
| September 30, 2009 | Transfer from Advait Arun Lokhare | Cash | 1,000 | 10 | 10 | Negligible | [●] |
| September 30, 2009 | Transfer from Ramdas Baburao Bange | Cash | 750 | 10 | 10 | Negligible | [●] |
| September 30, 2009 | Transfer from Sudhakar Fulchand Bhavsar | Cash | 1,575 | 10 | 10 | Negligible | [●] |
| September 30, 2009 | Transfer from Jaysing C. Pendse | Cash | 800 | 10 | 10 | Negligible | [●] |
| September 30, 2009 | Transfer from Vinaya Jayant Godbole | Cash | 500 | 10 | 10 | Negligible | [●] |
| September 30, 2009 | Transfer from Vinayak Shankar Pol | Cash | 1,250 | 10 | 10 | Negligible | [●] |
| September 30, 2009 | Transfer from V.Vinayak Pathankar | Cash | 800 | 10 | 10 | Negligible | [●] |
| September 30, 2009 | Transfer from Kedar Mohan Paranjape | Cash | 1,250 | 10 | 10 | Negligible | [●] |
| September 30, 2009 | Transfer from Rajendra Vinayak Nivargi | Cash | 400 | 10 | 10 | Negligible | [●] |

| Date of allotment / transfer / acquisition | Nature of transaction | Nature of consideration | No. of equity shares | Face value (₹) | Issue price per equity share (₹) | Percentage of pre-Issue capital (%) | Percentage of post-Issue capital (%)# |
|--|--|-------------------------|----------------------|----------------|----------------------------------|-------------------------------------|---------------------------------------|
| September 30, 2009 | Transfer from Sanjay Baban Thakur | Cash | 2,500 | 10 | 10 | Negligible | [●] |
| June 3, 2010 | Transfer from Ashish Kumar Phadke | Cash | 4,720 | 10 | 10 | Negligible | [●] |
| June 3, 2010 | Transfer from Meera Kodikar | Cash | 875 | 10 | 10 | Negligible | [●] |
| June 3, 2010 | Transfer from Swapna Vinda Khandekar | Cash | 5,950 | 10 | 10 | Negligible | [●] |
| June 3, 2010 | Transfer from Krishnarao Deshpande | Cash | 2,350 | 10 | 10 | Negligible | [●] |
| June 3, 2010 | Transfer from Rahul Shashikant Ganu | Cash | 4,100 | 10 | 10 | Negligible | [●] |
| June 3, 2010 | Transfer from Shatanand Vasant Dixit | Cash | 2,000 | 10 | 10 | Negligible | [●] |
| June 3, 2010 | Transfer from Yogita Sanjay Badve | Cash | 6,990 | 10 | 10 | Negligible | [●] |
| June 3, 2010 | Transfer from Kumud Shankar Badve | Cash | 42,000 | 10 | 10 | 0.01 | [●] |
| March 31, 2012 [@] | Conversion of unsecured loan | Cash | 1,300 | 10 | 5,000 | Negligible | [●] |
| May 21, 2012 | Preferential Allotment | Cash | 16,700 | 10 | 5,000 | Negligible | [●] |
| March 23, 2016 | Bonus issue in the ratio of 62 equity shares for every one equity share held | - | 14,514,510 | 10 | - | 2.23 | [●] |
| December 20, 2019 | Rights issue | Cash | 508,087 | 10 | 1,187 | 0.08 | [●] |
| November 20, 2021 | Gift from Sanjay Shankar Badve via Gift Deed dated November 20, 2021 | - | 1,260 | 10 | - | Negligible | [●] |
| November 9, 2023 | Gift from Kumud Shankar Badve via Gift Deed dated November 9, 2023 | - | 645,750 | 10 | - | 0.10 | [●] |
| November, 16, 2023 | Gift from Kumud Badve via Gift Deed dated November 16, 2023 | - | 298,935 | 10 | - | 0.05 | [●] |
| Pursuant to a resolution of our shareholders dated November 20, 2023, the equity shares of our Company of face value ₹10 each were sub-divided into Equity Shares of face value ₹5 each and consequently the issued and paid up equity share capital of our Company was sub-divided from 20,343,447 equity shares of ₹10 each to 40,686,894 equity shares of ₹5 each. Accordingly, 16,202,647 equity shares of face value of ₹10 each held by Shrikant S Badve were sub-divided into 32,405,294 Equity Shares of face value of ₹5 each | | | | | | | |
| February 12, 2024 | Bonus issue in the ratio of 15 Equity Shares for every | - | 486,079,410 | 5 | - | 74.67 | [●] |

| Date of allotment / transfer / acquisition | Nature of transaction | Nature of consideration | No. of equity shares | Face value (₹) | Issue price per equity share (₹) | Percentage of pre-Issue capital (%) | Percentage of post-Issue capital (%)# |
|--|------------------------------------|-------------------------|----------------------|----------------|----------------------------------|-------------------------------------|---------------------------------------|
| | one Equity Share held | | | | | | |
| February 22, 2024 | Transfer from Shrikant S Badve HUF | - | 721,980 | 5 | - | 0.11 | [●] |
| March 05, 2024 | Transfer from Shrikant S Badve HUF | - | 10,829,700 | 5 | - | 1.66 | [●] |
| Total | | | 530,036,384 | | | 81.42 | |

**Subject to finalization of Basis of Allotment*

***Our Company has been unable to trace: (i) Form 2 for return of allotment for such allotments, (ii) Form 5 for increase in share capital and sub-division, and (iii) shareholders' resolutions, along with Form 23 and challan, for certain allotments, as the relevant information was not available in the records maintained by our Company. Our Company has commissioned an extensive search of its records with the RoC, both physically and on the MCA portal, and in this regard has obtained and relied on a search report dated November 19, 2024, issued by Paresh Deshpande & Associates Company Secretaries, independent practicing company secretaries. Further, we have also sent an intimation through our letter dated November 19, 2024 to the RoC informing them of the missing Form 2 and Form 5 filings with respect to such allotments and increase in share capital and sub-division. For further information, please refer to "Risk factor - Certain of our corporate records, filings and instruments of transfer are not traceable. We cannot assure you that legal proceedings or regulatory actions will not be initiated against us in the future, or that we will not be subject to any penalty imposed by the competent regulatory authority in relation to such discrepancies", on page 49.*

®The shareholders' resolution authorising the grant of loan with an option to convert into Equity Shares is not traceable by our Company. For further details, see "Risk factor - Certain of our corporate records, filings and instruments of transfer are not traceable. We cannot assure you that legal proceedings or regulatory actions will not be initiated against us in the future, or that we will not be subject to any penalty imposed by the competent regulatory authority in relation to such discrepancies", on page 49.

2. Supriya Shrikant Badve

| Date of allotment / transfer / acquisition | Nature of transaction | Nature of consideration | No. of equity shares allotted | Face value (₹) | Issue price per equity share (₹) | Percentage of pre-Issue capital (%) | Percentage of post-Issue capital (%)# |
|--|---|-------------------------|-------------------------------|----------------|----------------------------------|-------------------------------------|---------------------------------------|
| September 25, 1996 | Initial subscription to the MoA | Cash | 10 | 100 | 1000 | Negligible | [●] |
| March 27, 1998* | Further issue | Cash | 845 | 100 | 100 | Negligible | [●] |
| February 5, 1999* | Further issue | Cash | 2,659 | 100 | 100 | Negligible | [●] |
| March 19, 2001 | Transfer to Sanjay Dode | Cash | (9) | 100 | 100 | Negligible | [●] |
| August 31, 2001 | Transfer to Kumud Shankar Badve | Cash | (3,000) | 100 | 100 | Negligible | [●] |
| Pursuant to a resolution of our shareholders dated January 7, 2008*, the equity shares of our Company of face value ₹100 each were sub-divided into Equity Shares of face value ₹10 each and consequently the issued and paid up equity share capital of our Company was sub-divided from 18,600 equity shares of ₹100 each to 186,000 equity shares of ₹10 each. Accordingly, 505 equity shares of face value of ₹100 each held by Supriya S Badve were sub-divided into 5,050 Equity Shares of face value of ₹10 each. | | | | | | | |
| August 5, 2008 | Allotted pursuant to Scheme of amalgamation of Shreeyash Chassis Private Limited, Badve Presscomps Private Limited and Badve Plastics Private | Other than cash | 8,290 | 10 | N.A. | Negligible | [●] |

| Date of allotment / transfer / acquisition | Nature of transaction | Nature of consideration | No. of equity shares allotted | Face value (₹) | Issue price per equity share (₹) | Percentage of pre-Issue capital (%) | Percentage of post-Issue capital (%)# |
|---|--|-------------------------|-------------------------------|----------------|----------------------------------|-------------------------------------|---------------------------------------|
| | Limited with the Company | | | | | | |
| May 21, 2012 | Preferential allotment | Cash | 1,100 | 10 | 5,000 | Negligible | [●] |
| March 23, 2016 | Bonus issue in the ratio of 62 equity shares for every one equity share held | - | 895,280 | 10 | - | 0.14 | [●] |
| March 1, 2017 | Transmission of equity shares from Vasant R Savarkar | - | 444,465 | 10 | - | 0.07 | [●] |
| Pursuant to a resolution of our shareholders dated November 20, 2023, the equity shares of our Company of face value ₹10 each were sub-divided into Equity Shares of face value ₹5 each and consequently the issued and paid up equity share capital of our Company was sub-divided from 20,343,447 equity shares of ₹10 each to 40,686,894 equity shares of ₹5 each. Accordingly, 1,354,185 equity shares of face value of ₹10 each held by Supriya S Badve were sub-divided into 2,708,370 Equity Shares of face value of ₹5 each | | | | | | | |
| February 12, 2024 | Bonus issue in the ratio of 15 Equity Shares for every one Equity Share held | - | 40,625,550 | 5 | - | 6.24 | [●] |
| Total | | | 43,333,920 | | | 6.66 | [●] |

**Subject to finalization of Basis of Allotment*

**Our Company has been unable to trace: (i) Form 2 for return of allotment for such allotments, (ii) Form 5 for increase in share capital and sub-division, and (iii) shareholders' resolutions, along with Form 23 and challan, for certain allotments, as the relevant information was not available in the records maintained by our Company. Our Company has commissioned an extensive search of its records with the RoC, both physically and on the MCA portal, and in this regard has obtained and relied on a search report dated November 19, 2024, issued by Paresh Deshpande & Associates Company Secretaries, independent practicing company secretaries. Further, we have also sent an intimation through our letter dated November 19, 2024, to the RoC informing them of the missing Form 2 and Form 5 filings with respect to such allotments and increase in share capital and sub-division. For further information, please refer to "Risk factor - Certain of our corporate records, filings and instruments of transfer are not traceable. We cannot assure you that legal proceedings or regulatory actions will not be initiated against us in the future, or that we will not be subject to any penalty imposed by the competent regulatory authority in relation to such discrepancies", on on page 49.*

3. Sumedh Shrikant Badve

| Date of allotment / transfer / acquisition | Nature of transaction | Nature of consideration | No. of equity shares allotted | Face value (₹) | Issue price per equity share (₹) | Percentage of pre-Issue capital (%) | Percentage of post-Issue capital (%)# |
|---|---|-------------------------|-------------------------------|----------------|----------------------------------|-------------------------------------|---------------------------------------|
| April 20, 2002 | Transfer from Swati Parekh | Cash | 10 | 100 | 100 | Negligible | [●] |
| Pursuant to a resolution of our shareholders dated January 7, 2008*, the equity shares of our Company of face value ₹100 each were sub-divided into Equity Shares of face value ₹10 each and consequently the issued and paid up equity share capital of our Company was sub-divided from 18,600 equity shares of ₹100 each to 186,000 equity shares of ₹10 each. Accordingly, 10 equity shares of face value of ₹100 each held by Sumedh Shrikant Badve were sub-divided into 100 Equity Shares of face value of ₹10 each. | | | | | | | |
| August 5, 2008 | Allotted pursuant to Scheme of amalgamation of Shreyash Chassis Private Limited, Badve Presscomps Private Limited | Other than cash | 40 | 10 | N.A. | Negligible | [●] |

| Date of allotment / transfer / acquisition | Nature of transaction | Nature of consideration | No. of equity shares allotted | Face value (₹) | Issue price per equity share (₹) | Percentage of pre-Issue capital (%) | Percentage of post-Issue capital (%)# |
|---|--|-------------------------|-------------------------------|----------------|----------------------------------|-------------------------------------|---------------------------------------|
| | | | | | | | |
| | and Badve Plastics Private Limited with the Company | | | | | | |
| March 23, 2016 | Bonus issue in the ratio of 62 equity shares for every one equity share held | - | 8,680 | 10 | - | Negligible | [●] |
| March 9, 2017 | Transmission of equity shares from Vasant R Savarkar | - | 444,465 | 10 | - | 0.07 | [●] |
| Pursuant to a resolution of our shareholders dated November 20, 2023, the equity shares of our Company of face value ₹10 each were sub-divided into Equity Shares of face value ₹5 each and consequently the issued and paid up equity share capital of our Company was sub-divided from 20,343,447 equity shares of ₹10 each to 40,686,894 equity shares of ₹5 each. Accordingly, 453,285 equity shares of face value of ₹10 each held by Sumedh Shrikant Badve were sub-divided into 906,570 Equity Shares of face value of ₹5 each | | | | | | | |
| February 12, 2024 | Bonus issue in the ratio of 15 Equity Shares for every one Equity Share held | - | 13,598,550 | 5 | - | 2.09 | [●] |
| Total | | | 14,505,120 | | | 2.23 | [●] |

Subject to finalization of Basis of Allotment

*Our Company has been unable to trace: (i) Form 2 for return of allotment for such allotments, (ii) Form 5 for increase in share capital and sub-division, and (iii) shareholders' resolutions, along with Form 23 and challan, for certain allotments, as the relevant information was not available in the records maintained by our Company. Our Company has commissioned an extensive search of its records with the RoC, both physically and on the MCA portal, and in this regard has obtained and relied on a search report dated November 19, 2024, issued by Paresh Deshpande & Associates Company Secretaries, independent practicing company secretaries. Further, we have also sent an intimation through our letter dated November 19, 2024, to the RoC informing them of the missing Form 2 and Form 5 filings with respect to such allotments and increase in share capital and sub-division. For further information, please refer to "Risk factor - Certain of our corporate records, filings and instruments of transfer are not traceable. We cannot assure you that legal proceedings or regulatory actions will not be initiated against us in the future, or that we will not be subject to any penalty imposed by the competent regulatory authority in relation to such discrepancies", on page 49.

- (iv) All the Equity Shares held by our Promoters were fully paid-up on the respective dates of allotment or acquisition, as the case may be, of such Equity Shares. Further, none of the Equity Shares held by our Promoters are pledged or otherwise encumbered.
- (v) Other than as disclosed below, no member of our Promoter Group (other than our Promoters) hold Equity Shares as on the date of filing of this Draft Red Herring Prospectus.

| S No. | Name of Promoter and Promoter Group | Pre-Issue equity share capital | | Post-Issue equity share capital** | |
|-----------------------|-------------------------------------|--------------------------------|---|-----------------------------------|--|
| | | No. of Equity Shares held | % of total paid up pre-Issue equity share capital | No. of Equity Shares held | % of total paid up post-Issue equity share capital |
| Promoter | | | | | |
| 1. | Shrikant Shankar Badve | 530,036,384 | 81.42 | [●] | [●] |
| 2. | Supriya Shrikant Badve | 43,333,920 | 6.66 | [●] | [●] |
| 3. | Sumedh Shrikant Badve | 14,505,120 | 2.23 | [●] | [●] |
| Total (A) | | 587,875,424 | 90.31 | [●] | [●] |
| Promoter Group | | | | | |
| 4 | Shankar Prabhakar Badve HUF | 20,160 | 0.00 | [●] | [●] |
| 5 | Swastid Shrikant Badve | 2,016,000 | 0.31 | [●] | [●] |

| S No. | Name of Promoter and Promoter Group | Pre-Issue equity share capital | | Post-Issue equity share capital** | |
|--------------------|---|--------------------------------|---|-----------------------------------|--|
| | | No. of Equity Shares held | % of total paid up pre-Issue equity share capital | No. of Equity Shares held | % of total paid up post-Issue equity share capital |
| 6 | Creative Tools and Press Components Private Limited | 383,040 | 0.06 | [●] | [●] |
| 7 | Badve Autocomps Private Limited | 1,088,640 | 0.17 | [●] | [●] |
| 8 | Sumedh Tools Private Limited | 58,343,040 | 8.96 | [●] | [●] |
| Total (B) | | 61,850,880 | 9.50 | [●] | [●] |
| Total (A+B) | | 649,726,304 | 99.81 | [●] | [●] |

** To be updated in the Prospectus.

- (vi) Except as set forth in “—Build-up of the Promoter’s shareholding in our Company” on page 98, none of our Promoters, the members of our Promoter Group, our Directors and their relatives have purchased or sold any securities of our Company during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.
- (vii) There have been no financing arrangements whereby our Promoters, members of the Promoter Group, our Directors and their relatives have financed the purchase by any other person of securities of our Company during a period of six months immediately preceding the date of this Draft Red Herring Prospectus.

9. Details of Promoter’s contribution and lock-in for 3 years

- (i) Pursuant to Regulations 14 and 16 of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Issue equity share capital of our Company held by our Promoters shall be locked in for a period of 3 years as minimum promoter’s contribution from the date of Allotment or such other period as may be prescribed under the SEBI ICDR Regulations (“**Promoters’ Contribution**”), and our Promoters’ shareholding in excess of 20% of the fully diluted post-Issue equity share capital shall be locked in for a period of 1 year from the date of Allotment or such other period as may be prescribed under the SEBI ICDR Regulations.
- (ii) The details of the Equity Shares to be locked-in for 3 years from the date of Allotment as Promoters’ Contribution are set forth in the table below.

| Name of the Promoter | Date of allotment of the Equity Shares | Nature of transaction | No. of Equity Shares | Face Value (₹) | Issue/ acquisition price per Equity Share (₹) | No. of Equity Shares locked-in* | Percentage of the post-Issue paid-up capital (%) | Date up to which the Equity Shares are subject to lock-in |
|----------------------|--|-----------------------|----------------------|----------------|---|---------------------------------|--|---|
| [●] | [●] | [●] | [●] | [●] | [●] | [●] | [●] | [●] |
| [●] | [●] | [●] | [●] | [●] | [●] | [●] | [●] | [●] |
| Total | | | | | | [●] | [●] | |

* To be completed prior to filing of the Prospectus with the RoC.

For details on the build-up of the Equity Share capital held by our Promoters, see “— Details of Shareholding of our Promoters in the Company – Build-up of the Promoter’s shareholding in our Company” on page 98.

- (iii) Our Promoters have given their consent to include such number of Equity Shares held by them as part of the Promoter’s Contribution, subject to lock-in requirement as specified under Regulation 14 of the SEBI ICDR Regulations. Our Promoters have agreed not to dispose, sell, transfer, create any pledge, lien or otherwise encumber in any manner, the Promoter’s Contribution from the date of filing of this Draft Red Herring Prospectus, until the expiry of the lock-in period specified above, or for such other time as required under SEBI ICDR Regulations, except as may be permitted, in accordance with the SEBI ICDR Regulations.

- (iv) Our Company undertakes that the Equity Shares that are being locked-in are not ineligible for computation of Promoter's Contribution in terms of Regulation 15 of the SEBI ICDR Regulations. In this connection, we confirm the following:
- (a) The Equity Shares offered for Promoters' Contribution do not include (a) Equity Shares acquired in the three years immediately preceding the date of this Draft Red Herring Prospectus for consideration other than cash, and revaluation of assets or capitalisation of intangible assets; or (b) bonus shares out of revaluation reserves or unrealised profits of our Company or bonus shares issued against Equity Shares, which are otherwise ineligible for computation of Promoter's Contribution;
 - (b) The Promoters' Contribution does not include any Equity Shares acquired during the immediately preceding one year at a price lower than the price at which the Equity Shares are being offered to the public in the Issue;
 - (c) Our Company has not been formed by the conversion of a partnership firm or a limited liability partnership firm into a company and hence, no Equity Shares have been issued in the one year immediately preceding the date of this Draft Red Herring Prospectus pursuant to conversion from a partnership firm; and
 - (d) As on the date of this Draft Red Herring Prospectus, Equity Shares forming part of the Promoter's Contribution are not subject to pledge with any creditor.

10. *Details of other Equity Shares locked-in for one year*

- (i) In terms of Regulation 16(1)(b) and Regulation 17 of the SEBI ICDR Regulations, the entire pre- Issue equity share capital of our Company (other than the Promoters' Contribution) will be locked-in for a period of one year from the date of Allotment in the Issue, except (a) the Equity Shares allotted to the employees under ESOS Scheme pursuant to exercise of options held by such employees (whether currently employees or not); (b) Equity Shares held by an VCF or an AIF or an FVCI, subject to certain conditions set out in Regulation 17 of the SEBI ICDR Regulations, provided that such Equity Shares were locked-in for a period of at least six months from the date of purchase by the VCF or AIF or FVCI.
- (ii) As required under Regulation 20 of the SEBI ICDR Regulations, our Company shall ensure that the details of the Equity Shares locked-in are recorded by the relevant Depository.

11. *Other requirements in respect of lock-in*

Pursuant to Regulation 21 of the SEBI ICDR Regulations, Equity Shares held by our Promoters and locked-in, as mentioned above, may be pledged as collateral security for a loan with a scheduled commercial bank, a public financial institution, Systemically Important Non-Banking Financial Company or a deposit accepting housing finance company, subject to the following:

- (a) With respect to the Equity Shares locked-in for one year from the date of Allotment, such pledge of the Equity Shares must be one of the terms of the sanction of the loan.
- (b) With respect to the Equity Shares locked-in as Promoter's Contribution for three years from the date of Allotment, the loan must have been granted to our Company for the purpose of financing one or more of the objects of the Issue, which is not applicable in the context of this Issue.

However, the relevant lock-in period shall continue post the invocation of the pledge referenced above, and the relevant transferee shall not be eligible to transfer to the Equity Shares till the relevant lock-in period has expired in terms of the SEBI ICDR Regulations.

In terms of Regulation 22 of the SEBI ICDR Regulations, Equity Shares held by our Promoters and locked-in as per Regulation 16 of the SEBI ICDR Regulations, may be transferred to and among our Promoters and/or any member of our Promoter Group or a new promoter or persons in control of our Company, subject to continuation of lock-in in the hands of the transferee for the remaining period and

compliance with the Takeover Regulations, as applicable, and such transferee shall not be eligible to transfer them till the lock-in period stipulated in the SEBI ICDR Regulations has expired.

The Equity Shares held by any person other than our Promoters and locked-in for a period of six months from the date of Allotment in the Issue as per Regulation 17 of the SEBI ICDR Regulations, may be transferred to any other person holding the Equity Shares which are locked-in, subject to continuation of the lock-in in the hands of transferee for the remaining period and compliance with the Takeover Regulations, as applicable.

12. *Lock-in of the Equity Shares to be Allotted, if any, to the Anchor Investors*

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

13. Neither our Company, nor any of our Directors nor the BRLMs have entered into any buy back arrangements for purchase of equity shares from any person.

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

15. None of our Promoters or the members of our Promoter Group will participate in the Issue.

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

17. No person connected with the Issue, including, but not limited to, the members of the Syndicate, our Company, the Directors, and the Promoters, shall offer or make payment of any incentive, direct or indirect, in any manner, including in the nature of discount, commission and allowance, except for fees or commission for services rendered in relation to the Issue, whether in cash or kind or services or otherwise, to any Bidder for making a Bid.

18. Our Company shall ensure that transactions in the Equity Shares by our Promoters and members of our Promoter Group between the date of filing of this Draft Red Herring Prospectus and the date of closure of the Issue shall be intimated to the Stock Exchanges within 24 hours of such transaction.

19. There are no partly paid up Equity Shares as on the date of this Draft Red Herring Prospectus and all Equity Shares issued pursuant to the Issue will be fully paid up at the time of Allotment.

20. Except for (i) the Issue and (ii) the Pre-IPO Placement, there will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from filing of the Draft Red Herring Prospectus with SEBI until the Equity Shares are listed on the Stock Exchanges or all application monies have been refunded, as the case may be.

21. *Details of Equity Shares granted under employee stock option schemes*

Our Company does not have any employee stock option plan or employee stock purchase scheme for our employees.

OBJECTS OF THE ISSUE

The Issue comprises a fresh issue of up to [●] Equity Shares, aggregating up to ₹ 21,500 million by our Company.

Net Proceeds

Our Company intends to utilise the Net Proceeds from the Issue towards funding the following objects (the “Objects”):

1. Repayment/pre-payment, in full or in part, of certain outstanding borrowings availed by our Company; and
2. General corporate purposes

The main objects and matters in furtherance of the main objects set out in the Memorandum of Association enable us to undertake (i) our existing business activities; and (ii) the activities proposed to be funded from the Net Proceeds.

Further, our Company expects that the listing of the Equity Shares will enhance our visibility and our brand image among our existing and potential customers and provide a market for our Equity Shares to the existing public shareholders of our Company.

Appraising entity

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

Issue

The details of the Net Proceeds from the Issue are summarised in the following table:

| Particulars | Estimated amount (in ₹ million) |
|--|---------------------------------|
| Gross proceeds of the Issue ⁽¹⁾ | 21,500.00 |
| (Less) Expenses in relation to the Issue ⁽²⁾⁽³⁾ | [●] |
| Net Proceeds of the Issue ⁽²⁾ | [●] |

⁽¹⁾ Includes proceeds received pursuant to the Pre-IPO Placement, if any. Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Issue. The utilisation of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the Objects in compliance with applicable law. Prior to the completion of the Issue and the allotment pursuant to the Pre-IPO Placement, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Issue or the Issue may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and Prospectus.

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

⁽³⁾ Please see “- Issue Expenses” on page 124.

Utilisation of Net Proceeds

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

| Particulars | Estimated amount (in ₹ million) |
|---|---------------------------------|
| Repayment/pre-payment, in full or in part, of certain outstanding borrowings availed by our Company | 16,180.81 |
| General corporate purposes ^{(1) (2)} | [●] |
| Net Proceeds⁽²⁾ | [●] |

⁽¹⁾ The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.

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

Proposed schedule of implementation and deployment of Net Proceeds

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

(in ₹ million)

| Particulars | Amount to be funded from Net Proceeds | Estimated deployment of the Net Proceeds ⁽¹⁾ |
|---|---------------------------------------|---|
| | | Fiscal 2025 |
| Repayment/pre-payment, in full or in part, of certain outstanding borrowings availed by our Company | 16,180.81 | 16,180.81 |
| General corporate purposes ⁽²⁾ | [•] | [•] |
| Total | [•] | [•] |

⁽¹⁾ Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Issue. The utilisation of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the Objects in compliance with applicable law. Prior to the completion of the Issue and the allotment pursuant to the Pre-IPO Placement, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Issue or the Issue may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and Prospectus.

⁽²⁾ To be finalised upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.

The fund requirements, deployment of funds and the intended use of the Net Proceeds as described in this Draft Red Herring Prospectus are based on our current business plan, management estimates, prevailing market conditions and other commercial and technical factors, which are subject to change from time to time. We may have to revise our funding requirements and deployment on account of a variety of factors such as our financial and market condition, business and strategy, access to capital, competition and interest rates and other external factors, which may not be within the control of our management. This may entail rescheduling or revising the schedule of the planned repayment / prepayment of loans at the discretion of our management, subject to compliance with applicable laws. For further details, see “Risk Factors - Any variation in the utilisation of the Net Proceeds would be subject to certain compliance requirements, including prior shareholders’ approval.” on page 67.

In the event that the estimated utilization of the Net Proceeds in a scheduled fiscal year is not completely met due to the reasons stated above, such funds shall be utilised in the next fiscal year, as may be determined by our Company, in accordance with applicable law. In case the estimated utilisation of the Net Proceeds in a scheduled fiscal year is higher than estimated due to the reasons stated above, the utilization in subsequent year will be reduced, as may be determined by our Company, in accordance with applicable law. In case the actual utilisation towards full or partial repayment or prepayment of certain borrowings availed by our Company is lower than the proposed deployment such balance will be used for general corporate purposes to the extent that the total amount to be utilised towards general corporate purposes will not exceed 25% of the Gross Proceeds from Issue, subject to compliance with applicable law.

Means of Finance

As the entire requirement of funds for the Objects of the Issue are proposed to be met from the Net Proceeds, we confirm that there is no requirement to make firm arrangements of finance towards at least 75% of the stated means of finance through verifiable means, excluding the amount to be raised through the Issue. Accordingly, we are in compliance with the requirements prescribed under Paragraph 9(C)(1) of Part A of Schedule VI and Regulation 7(1)(e) of the SEBI ICDR Regulations.

Details of the Objects

1. Repayment/pre-payment, in full or in part, of certain outstanding borrowings availed by our Company

Our Company has entered into various borrowing arrangements from time to time with banks, financial institutions and other entities, in the form of *inter alia* term loans and fund based and non-fund based working capital. As at September 30, 2024, we had total borrowings of ₹ 25,883.01 million on a consolidated basis which includes non-fund based borrowings and accrued interest on borrowings. For further information on the financial indebtedness of our Company, see “Financial Indebtedness” on page 374.

We propose to utilise a portion of the Net Proceeds aggregating to ₹ 16,180.81 million for full or partial repayment or prepayment of certain borrowings availed by our Company, comprising 62.52% of our total borrowings as of September 30, 2024. We believe that such repayment/prepayment will help us reduce a portion of our outstanding indebtedness and debt servicing costs, assist us in maintaining a favourable debt to equity ratio and enable utilisation of our internal accruals for further investment in business growth and

expansion. In addition, the improvement in the debt-to-equity ratio of our Company is intended to enable us to raise further resources in the future to fund potential business development opportunities and plans to grow and expand our business in the future.

The selection of borrowings proposed to be prepaid or repaid amongst our borrowing arrangements availed is at the discretion of the Board and has been based on various factors, including (i) cost of the borrowing, including applicable interest rates, (ii) any conditions attached to the borrowings restricting our ability to prepay/ repay the borrowings and time taken to fulfil, or obtain waivers for fulfilment of such conditions, (iii) receipt of consents for prepayment from the respective lenders, (iv) terms and conditions of such consents and waivers, (v) levy of any prepayment penalties and the quantum thereof, (vi) provisions of any laws, rules and regulations governing such borrowings, and (vii) other commercial considerations including, among others, the amount of the loan outstanding and the remaining tenor of the loan. Pursuant to the terms of the borrowing arrangements, prepayment of certain indebtedness may attract prepayment charges as prescribed by the respective lender. Such prepayment charges, as applicable, will also be funded out of the Net Proceeds, as per the requirements of the Company. If the Net Proceeds are insufficient for making payments for such pre-payment penalties or premiums or interest, such excessive amount shall be met from our internal accruals of our Company. Given the nature of the borrowings and the terms of repayment/ prepayment, the aggregate outstanding amounts under the borrowings may vary from time to time and our Company may, in accordance with the relevant repayment schedule, repay or refinance some of their existing borrowings prior to Allotment.

The details of the outstanding loans proposed to be repaid or prepaid, in full or in part from the Net Proceeds for an aggregate amount of ₹ 16,180.81 million (pursuant to the criteria set out above) are set forth below:

| Sr. No. | Name of the lender | Nature of Borrowing | Date of the sanction | Rate of interest (% per annum) | Amount sanctioned | Total outstanding amount (Principal Amount) as on September 30, 2024 | Balance Tenure | Repayment Schedule | Prepayment penalty, if any | Purpose of loan |
|---------|---------------------|---------------------|----------------------|--------------------------------|-------------------|--|----------------|-----------------------------|---|--|
| 1 | Saraswat Co-op | Term Loan | October 15, 2022 | 10.45% | 425.00 | 319.23 | 89.00 | Equated monthly installment | 4% on outstanding amount in case of take-over, NIL Prepaid from own funds | Capital Expenditure towards Property, Plant and Equipments for Aurangabad Facility II |
| 2 | Bank of Baroda | Term Loan | September 19, 2018 | 9.10% | 1200.00 | 775.94 | 36.00 | Monthly ballooning | 2% per annum on the outstanding loan | Capital Expenditure towards Property, Plant and Equipments for Aurangabad Facility III |
| 3 | Bank of Baroda | Term Loan | September 19, 2018 | 9.10% | 300.00 | 193.31 | 36.00 | Monthly ballooning | 2% per annum on the outstanding loan | Capital Expenditure towards Property, Plant and Equipments for Aurangabad Facility III |
| 4 | Bank of Baroda | Term Loan | May 23, 2017 | 9.10% | 760.00 | 90.37 | 11.00 | Monthly ballooning | 2% per annum on the outstanding loan | Capital Expenditure towards Property, Plant and Equipments for Aurangabad Facility III |
| 5 | Bank of Baroda | Term Loan | May 23, 2017 | 9.10% | 135.00 | 30.37 | 20.00 | Monthly ballooning | 2% per annum on the outstanding loan | Capital Expenditure towards Property, Plant and Equipments for Aurangabad Facility III |
| 6 | Bank of Maharashtra | Term Loan | March 13, 2020 | 9.10% | 950.00 | 717.91 | 57.00 | Monthly ballooning | 2% on the amount prepaid | Capital Expenditure towards Property, Plant and Equipments for Aurangabad Facility III |

| Sr. No. | Name of the lender | Nature of Borrowing | Date of the sanction | Rate of interest (% per annum) | Amount sanctioned | Total outstanding amount (Principal Amount) as on September 30, 2024 | Balance Tenure | Repayment Schedule | Prepayment penalty, if any | Purpose of loan |
|---------|--------------------------|---------------------|----------------------|--------------------------------|-------------------|--|----------------|-----------------------------|--------------------------------------|--|
| 7 | Bank of Maharashtra | Term Loan | July 1, 2024 | 9.10% | 510.00 | 1.05 | 112.00 | Monthly ballooning | 2% on the amount prepaid | Capital Expenditure towards Property, Plant and Equipments for Aurangabad Facility III |
| 8 | Bank of Bahrain & Kuwait | Term Loan | September 6, 2021 | 10.25% | 520.00 | 262.69 | 27.00 | Quarterly | 2% per annum on the outstanding loan | Capital Expenditure towards Property, Plant and Equipments for Aurangabad Facility III |
| 9 | Hero Fincorp | Term Loan | February 9, 2018 | 10.50% | 14.11 | 43.96 | 21.00 | Equated monthly installment | 2% per annum on the overdue amount | Capital Expenditure towards Property, Plant and Equipments for Bawal Facility I |
| 10 | Hero Fincorp | Term Loan | February 9, 2018 | 10.50% | 3.33 | 10.38 | 21.00 | Equated monthly installment | 2% per annum on the overdue amount | Capital Expenditure towards Property, Plant and Equipments for Bawal Facility I |
| 11 | Hero Fincorp | Term Loan | February 9, 2018 | 10.50% | 3.81 | 12.49 | 22.00 | Equated monthly installment | 2% per annum on the overdue amount | Capital Expenditure towards Property, Plant and Equipments for Bawal Facility I |
| 12 | Hero Fincorp | Term Loan | February 9, 2018 | 10.50% | 2.42 | 8.30 | 23.00 | Equated monthly installment | 2% per annum on the overdue amount | Capital Expenditure towards Property, Plant and Equipments for Bawal Facility I |

| Sr. No. | Name of the lender | Nature of Borrowing | Date of the sanction | Rate of interest (% per annum) | Amount sanctioned | Total outstanding amount (Principal Amount) as on September 30, 2024 | Balance Tenure | Repayment Schedule | Prepayment penalty, if any | Purpose of loan |
|---------|---------------------|---------------------|----------------------|--------------------------------|-------------------|--|----------------|-----------------------------|---|---|
| 13 | Hero Fincorp | Term Loan | February 9, 2018 | 10.50% | 0.33 | 1.23 | 25.00 | Equated monthly installment | 2% per annum on the overdue amount | Capital Expenditure towards Property, Plant and Equipments for Bawal Facility I |
| 14 | Hero Fincorp | Term Loan | February 9, 2018 | 10.50% | 0.47 | 1.85 | 26.00 | Equated monthly installment | 2% per annum on the overdue amount | Capital Expenditure towards Property, Plant and Equipments for Bawal Facility I |
| 15 | Hero Fincorp | Term Loan | February 9, 2018 | 10.50% | 2.46 | 1.03 | 28.00 | Equated monthly installment | 2% per annum on the overdue amount | Capital Expenditure towards Property, Plant and Equipments for Bawal Facility I |
| 16 | Hero Fincorp | Term Loan | February 9, 2018 | 10.50% | 0.27 | 1.24 | 31.00 | Equated monthly installment | 2% per annum on the overdue amount | Capital Expenditure towards Property, Plant and Equipments for Bawal Facility I |
| 17 | State Bank of India | Term Loan | May 26, 2017 | 9.80% | 600.00 | 264.83 | 28.00 | Monthly ballooning | 2%, Nil in case of default in repayment or within 30 days from the date of re-set | Capital Expenditure towards Property, Plant and Equipments for Chennai Facility I |
| 18 | State Bank of India | Term Loan | February 12, 2024 | 9.80% | 645.00 | 280.17 | 105.00 | Quarterly | 2%, Nil in case of default in repayment or within 30 days from the date of re-set | Capital Expenditure towards Property, Plant and Equipments for Chennai Facility I |

| Sr. No. | Name of the lender | Nature of Borrowing | Date of the sanction | Rate of interest (% per annum) | Amount sanctioned | Total outstanding amount (Principal Amount) as on September 30, 2024 | Balance Tenure | Repayment Schedule | Prepayment penalty, if any | Purpose of loan |
|---------|----------------------|---------------------|----------------------|--------------------------------|-------------------|--|----------------|--------------------|--|--|
| 19 | Union Bank of India | Term Loan | January 2, 2016 | 9.75% | 234.00 | 17.59 | 5.00 | Monthly ballooning | Nil, within 30 days after reset date and 1% in case of any other dates | Capital Expenditure towards Property, Plant and Equipments for Narasapura Facility |
| 20 | Union Bank of India | Term Loan | May 4, 2017 | 9.75% | 339.00 | 151.65 | 22.00 | Monthly ballooning | Nil, within 30 days after reset date and 1% in case of any other dates | Capital Expenditure towards Property, Plant and Equipments for Narasapura Facility |
| 21 | Union Bank of India | Term Loan | February 7, 2020 | 9.75% | 300.00 | 240.03 | 54.00 | Monthly ballooning | Nil, within 30 days after reset date and 1% in case of any other dates | Capital Expenditure towards Property, Plant and Equipments for Narasapura Facility |
| 22 | State Bank of India | Term Loan | May 26, 2017 | 9.80% | 112.50 | 32.09 | 15.00 | Monthly ballooning | 2%, Nil in case of default in repayment or within 30 days from the date of re-set | Capital Expenditure towards Property, Plant and Equipments for Pantnagar Facility I |
| 23 | State Bank of India | Term Loan | December 31, 2018 | 9.80% | 150.00 | 4.77 | 6.00 | Monthly ballooning | 2%, Nil in case of default in repayment or within 30 days from the date of re-set | Capital Expenditure towards Property, Plant and Equipments for Pantnagar Facility I |
| 24 | Catholic Syrian Bank | Term Loan | January 14, 2021 | 9.40% | 616.10 | 436.24 | 59.00 | Monthly ballooning | 2% on outstanding amount if the outstanding tenure is less than half of sanction tenure. | Capital Expenditure towards Property, Plant and Equipments for Pantnagar Facility II |

| Sr. No. | Name of the lender | Nature of Borrowing | Date of the sanction | Rate of interest (% per annum) | Amount sanctioned | Total outstanding amount (Principal Amount) as on September 30, 2024 | Balance Tenure | Repayment Schedule | Prepayment penalty, if any | Purpose of loan |
|---------|----------------------|---------------------|----------------------|--------------------------------|-------------------|--|----------------|--------------------|--|---|
| 25 | Catholic Syrian Bank | Term Loan | January 14, 2021 | 9.40% | 87.40 | 48.15 | 49.00 | Monthly ballooning | 2% on outstanding amount if the outstanding tenure is less than half of sanction tenure. | Capital Expenditure towards Property, Plant and Equipments for Pantnagar Facility II |
| 26 | Catholic Syrian Bank | Fresh Term Loan | June 28, 2024 | 9.40% | 440.00 | 173.81 | 104.00 | Monthly ballooning | 2% on outstanding amount if the outstanding tenure is less than half of sanction tenure. | Capital Expenditure towards Property, Plant and Equipments for Pantnagar Facility II |
| 27 | Bandhan Bank | Term Loan | March 15, 2022 | 9.86% | 93.60 | 31.87 | 18.00 | Monthly | 2% per annum on the outstanding loan | Capital Expenditure towards Property, Plant and Equipments for plants at Vithlapur Facility and Indore Facility |
| 28 | Bandhan Bank | Term Loan | March 15, 2022 | 9.86% | 28.00 | 10.36 | 19.00 | Monthly | 2% per annum on the outstanding loan | Capital Expenditure towards Property, Plant and Equipments for plants at Vithlapur Facility and Indore Facility |
| 29 | Bandhan Bank | Term Loan | March 15, 2022 | 9.86% | 496.40 | 242.98 | 31.00 | Monthly | 2% per annum on the outstanding loan | Capital Expenditure towards Property, Plant and Equipments for plants at Vithlapur Facility and Indore Facility |

| Sr. No. | Name of the lender | Nature of Borrowing | Date of the sanction | Rate of interest (% per annum) | Amount sanctioned | Total outstanding amount (Principal Amount) as on September 30, 2024 | Balance Tenure | Repayment Schedule | Prepayment penalty, if any | Purpose of loan |
|---------|---------------------|---------------------|----------------------|--------------------------------|-------------------|--|----------------|--------------------|---|---|
| 30 | Bandhan Bank | Term Loan | December 18, 2023 | 9.86% | 380.00 | 291.00 | 90.00 | Monthly | 2% per annum on the outstanding loan | Capital Expenditure towards Property, Plant and Equipments for plants at Vithlapur Facility and Indore Facility |
| 31 | State Bank of India | Term Loan | May 26, 2017 | 9.80% | 290.00 | 115.02 | 18.00 | Monthly ballooning | 2%, Nil in case of default in repayment or within 30 days from the date of re-set | Capital Expenditure towards Property, Plant and Equipments for Pune Facility I |
| 32 | State Bank of India | Term Loan | May 26, 2017 | 9.80% | 300.00 | 77.49 | 16.00 | Monthly ballooning | 2%, Nil in case of default in repayment or within 30 days from the date of re-set | Capital Expenditure towards Property, Plant and Equipments for Pune Facility I |
| 33 | State Bank of India | Term Loan | May 26, 2017 | 9.80% | 1784.80 | 26.55 | 6.00 | Monthly ballooning | 2%, Nil in case of default in repayment or within 30 days from the date of re-set | Capital Expenditure towards Property, Plant and Equipments for Pune Facility I |
| 34 | State Bank of India | Term Loan | December 31, 2018 | 9.80% | 170.00 | 53.88 | 27.00 | Monthly ballooning | 2%, Nil in case of default in repayment or within 30 days from the date of re-set | Capital Expenditure towards Property, Plant and Equipments for Pune Facility I |
| 35 | State Bank of India | Term Loan | November 20, 2019 | 9.80% | 620.00 | 534.14 | 65.00 | Monthly ballooning | 2%, Nil in case of default in repayment or within 30 days from the date of re-set | Capital Expenditure towards Property, Plant and Equipments for Pune Facility I |

| Sr. No. | Name of the lender | Nature of Borrowing | Date of the sanction | Rate of interest (% per annum) | Amount sanctioned | Total outstanding amount (Principal Amount) as on September 30, 2024 | Balance Tenure | Repayment Schedule | Prepayment penalty, if any | Purpose of loan |
|---------|-----------------------|---------------------|----------------------|--------------------------------|-------------------|--|----------------|--------------------|---|---|
| 36 | Central Bank of India | Term Loan | September 28, 2021 | 9.25% | 700.00 | 572.74 | 66.00 | Monthly ballooning | 2% of the pre-paid outstanding amount incase of take-over | Capital Expenditure towards Property, Plant and Equipments for Pune Facility II |
| 37 | Indian Overseas Bank | Term Loan | September 27, 2021 | 10.20% | 200.00 | 60.81 | 25.00 | Monthly ballooning | Prepayment penalty at the discretion of bank | Capital Expenditure towards Property, Plant and Equipments for Pune Facility II |
| 38 | Indian Overseas Bank | Term Loan | September 27, 2021 | 10.20% | 200.00 | 53.13 | 25.00 | Monthly ballooning | Prepayment penalty at the discretion of bank | Capital Expenditure towards Property, Plant and Equipments for Pune Facility II |
| 39 | Indian Overseas Bank | Term Loan | September 27, 2021 | 10.20% | 400.00 | 128.17 | 30.00 | Monthly ballooning | Prepayment penalty at the discretion of bank | Capital Expenditure towards Property, Plant and Equipments for Pune Facility II |
| 40 | Indian Overseas Bank | Term Loan | September 27, 2021 | 10.20% | 125.00 | 37.65 | 33.00 | Monthly ballooning | Prepayment penalty at the discretion of bank | Capital Expenditure towards Property, Plant and Equipments for Pune Facility II |
| 41 | Indian Overseas Bank | Term Loan | September 27, 2021 | 10.20% | 412.10 | 163.53 | 34.00 | Monthly ballooning | Prepayment penalty at the discretion of bank | Capital Expenditure towards Property, Plant and Equipments for Pune Facility II |

| Sr. No. | Name of the lender | Nature of Borrowing | Date of the sanction | Rate of interest (% per annum) | Amount sanctioned | Total outstanding amount (Principal Amount) as on September 30, 2024 | Balance Tenure | Repayment Schedule | Prepayment penalty, if any | Purpose of loan |
|---------|----------------------|---------------------|----------------------|--------------------------------|-------------------|--|----------------|-----------------------------|---|---|
| 42 | Indian Overseas Bank | Term Loan | September 27, 2021 | 10.20% | 200.00 | 70.61 | 38.00 | Monthly ballooning | Prepayment penalty at the discretion of bank | Capital Expenditure towards Property, Plant and Equipments for Pune Facility II |
| 43 | Indian Overseas Bank | Term Loan | November 4, 2023 | 9.35% | 900.00 | 748.36 | 101.00 | Monthly ballooning | Prepayment penalty at the discretion of bank | Capital Expenditure towards Property, Plant and Equipments for Pune Facility II |
| 44 | Shamrao Vitthal Bank | Term Loan | June 15, 2024 | 8.50% | 640.00 | 639.37 | 120.00 | Monthly ballooning | Nil | Capital Expenditure towards Property, Plant and Equipments for Pune Facility II |
| 45 | Karnataka Bank | Term Loan | January 29, 2019 | 10.64% | 122.90 | 3.94 | 5.00 | Equated monthly installment | 2% in case of take-over on outstanding amount for term loan and sanction amount for working capital | Capital Expenditure towards Property, Plant and Equipments for Pune Facility IV |
| 46 | Karnataka Bank | Term Loan | January 29, 2019 | 10.64% | 250.00 | 88.20 | 29.00 | Equated monthly installment | 2% in case of take-over on outstanding amount for term loan and sanction amount for working capital | Capital Expenditure towards Property, Plant and Equipments for Pune Facility IV |
| 47 | Karnataka Bank | Term Loan | January 29, 2019 | 10.64% | 190.00 | 112.38 | 68.00 | Equated monthly installment | 2% in case of take-over on outstanding amount for term loan and sanction amount for working capital | Capital Expenditure towards Property, Plant and Equipments for Pune Plant IV |

| Sr. No. | Name of the lender | Nature of Borrowing | Date of the sanction | Rate of interest (% per annum) | Amount sanctioned | Total outstanding amount (Principal Amount) as on September 30, 2024 | Balance Tenure | Repayment Schedule | Prepayment penalty, if any | Purpose of loan |
|---------|-----------------------|---------------------|----------------------|--------------------------------|-------------------|--|----------------|--------------------|--|---|
| 48 | Indian Bank | Term Loan | February 29, 2020 | 9.10% | 600.00 | 355.24 | 50.00 | Monthly ballooning | 2% on the amount prepaid | Capital Expenditure towards Property, Plant and Equipments for Tapukhera Facility I |
| 49 | Bank of India | Term Loan | August 28, 2020 | 10.53% | 736.00 | 390.40 | 52.00 | Monthly ballooning | 2% on the amount prepaid | Capital Expenditure towards Property, Plant and Equipments for Vithlapur Facility I |
| 50 | Bank of India | Corporate Loan | August 28, 2020 | 10.53% | 793.00 | 282.50 | 17.00 | Monthly ballooning | 2% on the amount prepaid | Capital Expenditure towards Property, Plant and Equipments for Vithlapur Facility I |
| 51 | Bank of India | Corporate Loan | August 28, 2020 | 10.53% | 152.20 | 65.70 | 17.00 | Monthly ballooning | 2% on the amount prepaid | Capital Expenditure towards Property, Plant and Equipments for Vithlapur Facility I |
| 52 | Punjab and Sindh Bank | Term Loan | February 3, 2022 | 9.50% | 546.40 | 369.11 | 59.00 | Monthly ballooning | 1% except in case, payment made from the internal accruals | Capital Expenditure towards Property, Plant and Equipments Indore Facility |
| 53 | Punjab National Bank | Term Loan | December 20, 2019 | 9.70% | 320.00 | 279.39 | 66.00 | Monthly ballooning | 2% on the amount prepaid | Capital Expenditure towards Property, Plant and Equipments Pune Facility I |

| Sr. No. | Name of the lender | Nature of Borrowing | Date of the sanction | Rate of interest (% per annum) | Amount sanctioned | Total outstanding amount (Principal Amount) as on September 30, 2024 | Balance Tenure | Repayment Schedule | Prepayment penalty, if any | Purpose of loan |
|---------|-----------------------|---------------------|----------------------|--------------------------------|-------------------|--|----------------|-----------------------------|---|---|
| 54 | IndusInd Bank | Term Loan | July 23, 2021 | 9.10% | 700.00 | 302.58 | 23.00 | Quarterly | Nil | Capital Expenditure towards Property, Plant and Equipments Pune Facility IV |
| 55 | Karnataka Bank | Term Loan | December 12, 2023 | 9.93% | 950.00 | 835.97 | 55.00 | Equated monthly installment | 2% in case of take-over on outstanding amount for term loan and sanction amount for working capital | Capital Expenditure towards Property, Plant and Equipments towards various units. |
| 56 | Karnataka Bank | Term Loan | December 12, 2023 | 9.93% | 50.00 | 41.00 | 55.00 | Equated monthly installment | 2% in case of take-over on outstanding amount for term loan and sanction amount for working capital | Capital Expenditure towards Property, Plant and Equipments towards various units. |
| 57 | Punjab and Sindh Bank | Short Term Loan | August 26, 2024 | 9.55% | 1000.00 | 999.68 | 12.00 | Bullet Repayment | 1% except in case, payment made from the internal accruals | Working capital |
| 58 | State Bank of India | Cash Credit | February 12, 2024 | 9.40% | 32.00 | 27.12 | - | 1 year / payable on demand | NA | Working capital |
| 59 | State Bank of India | WCDL | February 12, 2024 | 9.40% | 80.00 | 80.61 | - | 1 year / payable on demand | NA | Working capital |
| 60 | State Bank of India | WCDL | February 12, 2024 | 9.40% | 80.00 | 80.39 | - | 1 year / payable on demand | NA | Working capital |
| 61 | State Bank of India | WCDL | February 12, 2024 | 9.40% | 90.00 | 90.68 | - | 1 year / payable on demand | NA | Working capital |
| 62 | State Bank of India | WCDL | February 12, 2024 | 9.40% | 100.00 | 100.76 | - | 1 year / payable on demand | NA | Working capital |

| Sr. No. | Name of the lender | Nature of Borrowing | Date of the sanction | Rate of interest (% per annum) | Amount sanctioned | Total outstanding amount (Principal Amount) as on September 30, 2024 | Balance Tenure | Repayment Schedule | Prepayment penalty, if any | Purpose of loan |
|---------|---------------------|---------------------|----------------------|--------------------------------|-------------------|--|----------------|----------------------------|----------------------------|-----------------|
| 63 | State Bank of India | WCDL | February 12, 2024 | 9.40% | 100.00 | 100.76 | - | 1 year / payable on demand | NA | Working capital |
| 64 | State Bank of India | WCDL | February 12, 2024 | 9.40% | 100.00 | 100.76 | - | 1 year / payable on demand | NA | Working capital |
| 65 | State Bank of India | WCDL | February 12, 2024 | 9.40% | 100.00 | 100.76 | - | 1 year / payable on demand | NA | Working capital |
| 66 | State Bank of India | WCDL | February 12, 2024 | 9.40% | 100.00 | 100.76 | - | 1 year / payable on demand | NA | Working capital |
| 67 | State Bank of India | WCDL | February 12, 2024 | 9.40% | 51.00 | 51.39 | - | 1 year / payable on demand | NA | Working capital |
| 68 | State Bank of India | WCDL | February 12, 2024 | 9.40% | 450.00 | 453.40 | - | 1 year / payable on demand | NA | Working capital |
| 69 | State Bank of India | WCDL | February 12, 2024 | 9.40% | 450.00 | 453.40 | - | 1 year / payable on demand | NA | Working capital |
| 70 | State Bank of India | WCDL | February 12, 2024 | 9.40% | 63.00 | 63.48 | - | 1 year / payable on demand | NA | Working capital |
| 71 | Union Bank of India | Cash Credit | December 7, 2022 | 9.50% | 250.00 | 162.48 | - | 1 year / payable on demand | Nil | Working capital |
| 72 | Union Bank of India | Bill Discounting | December 7, 2022 | 9.00% | 600.00 | 597.88 | - | 1 year / payable on demand | Nil | Working capital |
| 73 | State Bank of India | Cash Credit | February 12, 2024 | 9.40% | 532.00 | 449.91 | - | - | Nil | Working capital |
| 74 | State Bank of India | Cash Credit | February 12, 2024 | 9.40% | 2.00 | -16.33 | - | - | Nil | Working capital |
| 75 | State Bank of India | Cash Credit | February 12, 2024 | 9.40% | 480.00 | 471.24 | - | - | Nil | Working capital |

| Sr. No. | Name of the lender | Nature of Borrowing | Date of the sanction | Rate of interest (% per annum) | Amount sanctioned | Total outstanding amount (Principal Amount) as on September 30, 2024 | Balance Tenure | Repayment Schedule | Prepayment penalty, if any | Purpose of loan |
|--------------|----------------------|---------------------|----------------------|--------------------------------|-------------------|--|----------------|--------------------|---|-----------------|
| 76 | State Bank of India | Cash Credit | February 12, 2024 | 9.40% | 120.00 | 117.25 | - | - | Nil | Working capital |
| 77 | State Bank of India | Cash Credit | February 12, 2024 | 9.40% | 10.00 | 9.79 | - | - | Nil | Working capital |
| 78 | Punjab National Bank | Cash Credit | December 20, 2019 | 9.30% | 64.00 | 57.06 | - | - | Nil | Working capital |
| 79 | Punjab National Bank | WCDL | December 20, 2019 | 9.40% | 96.00 | 96.00 | - | - | Nil | Working capital |
| 80 | State Bank of India | Term Loan | May 26, 2017 | 9.80% | 850.00 | 326.83 | 30.00 | Monthly ballooning | 2%, Nil in case of default in repayment or within 30 days from the date of re-set | Working capital |
| Total | | | | | 27,501.61 | 16,180.81 | | | | |

⁽¹⁾ In compliance with Clause 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations, our Statutory Auditors, GSA & Associates LLP, Chartered Accountants have confirmed that the above borrowings have been utilised for the purpose for which they were availed pursuant to their certificate dated November 19, 2024.

Our Company may utilize the Net Proceeds towards repayment/prepayment of loans availed from State Bank of India, either in full or in part. SBI Capital Markets Limited, one of the BRLMs is affiliated to State Bank of India. For further details, please see “*Risk Factors – Our Company intends to utilize a portion of the Net Proceeds for prepayment of loans from entities related to the Book Running Lead Managers*” on page 62. Although State Bank of India is an affiliate of one of our BRLMs, SBI Capital Markets Limited is not an associate of our Company in terms of the SEBI Merchant Bankers Regulations. Loans and facilities sanctioned to our Company by State Bank of India is a part of its normal commercial lending activity and there is no conflict of interest under the SEBI Merchant Bankers Regulations, as amended, or any other applicable SEBI rules or regulations.

There have neither been any delays or defaults by us in relation to the above-mentioned borrowings intended to be repaid/prepaid using the Net Proceeds nor has there been any rescheduling/restructuring of such borrowings.

Given the nature of these borrowings and the terms of repayment, the aggregate outstanding amounts under these borrowings may vary from time to time and our Company may, in accordance with the relevant repayment schedule, repay or refinance some of its existing borrowings prior to Allotment. Further, our Company may avail further loans after the date of this Draft Red Herring Prospectus and/or draw down further funds under existing loans. Accordingly, in case *inter alia* any of the above loans are pre-paid or further drawn down prior to the completion of the Issue, we may utilize the Net Proceeds towards repayment/pre-payment of such additional indebtedness. However, the aggregate amount to be utilised from the Net Proceeds towards prepayment or repayment of borrowings (including refinanced or additional facilities availed, if any), in full or part, would not exceed ₹ 16,180.81 million.

In light of the above, if at the time of filing the Red Herring Prospectus, any of the aforementioned loans are repaid in part or full or refinanced or if any additional credit facilities are availed or drawn down and if the terms of new loans are more onerous than the older loans or if the limits under the working capital borrowings are increased, then the table above shall be suitably revised at the time of filing the Red Herring Prospectus to reflect the revised amounts or loans as the case may be which have been availed by our Company.

Further, we may be subject to the levy of pre-payment penalties or premiums, depending on the facility being repaid/prepaid, the conditions specified in the relevant documents governing such credit facility and the amount outstanding/being pre-paid/repaid, as applicable. Payment of pre-payment penalty or premium, if any, shall be paid by our Company from the Net Proceeds. If the Net Proceeds are insufficient to the extent required for making payments for such pre-payment penalties or premiums, such excessive amount shall be met from our internal accruals.

2. General Corporate Purposes

Our Company intends to deploy the balance Net Proceeds aggregating to ₹ [●] million towards general corporate purposes and the business requirements of our Company as approved by our management, from time to time, subject to such utilisation for general corporate purposes not exceeding 25% of the Gross Proceeds from the Issue, in compliance with the SEBI ICDR Regulations.

The general corporate purposes for which our Company proposes to utilise the Net Proceeds include, without limitation:

- (i) funding business development, strategic initiatives and growth opportunities;
- (ii) strengthening marketing capabilities and brand building exercises;
- (iii) funding capital expenditure towards maintenance and/or upkeep of our Manufacturing Facilities;
- (iv) meeting corporate contingencies and expenses incurred in ordinary course of business;
- (v) funding working capital requirements and/or business requirements of our Company; and
- (vi) and any other purpose, as may be approved by our Board or a duly constituted committee thereof from time to time, subject to compliance with applicable law, including provisions of the Companies Act.

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

surplus amounts, if any. In the event that we are unable to utilise the entire amount that we have currently estimated for use out of Net Proceeds in a Fiscal, we will utilise such remaining amount in the next Fiscal.

Issue Expenses

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

The estimated Issue expenses are set forth in the table below:

| Activity | Estimated expenses* | As a % of the total estimated Issue expenses | As a % of the total Issue size |
|---|---------------------|--|--------------------------------|
| Fees payable to the BRLMs and commissions (including underwriting commission, brokerage and selling commission) | [●] | [●] | [●] |
| Commission/processing fee for SCSBs and Sponsor Banks. Brokerage and selling commission and bidding charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾ | [●] | [●] | [●] |
| Fees payable to the Registrar to the Issue | [●] | [●] | [●] |
| Advertising and marketing expenses | [●] | [●] | [●] |
| Others | [●] | [●] | [●] |
| (i) Listing fees, SEBI, BSE and NSE processing fees, book building software fees and other regulatory expenses; | | | |
| (ii) Printing and stationery expenses; | | | |
| (iii) Fees payable to legal counsel; | | | |
| (iv) Fees payable to the Statutory Auditors; | | | |
| (v) Fees payable to industry service provider and practicing company secretary; and | | | |
| (vi) Miscellaneous [#] . | | | |
| Total estimated Issue expenses | [●] | [●] | [●] |

* Estimated Issue expenses include goods and services tax, where applicable. Issue expenses will be incorporated in the Prospectus after finalisation of the Issue Price. Issue expenses are estimates and are subject to change.

[#] Comprising fees payable to depositories, stamp duty, additional intermediaries and agencies (if any), chartered engineer, that may be appointed in the course of Issue.

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

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

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

No additional processing/uploading charges shall be payable by our Company 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 BSE or NSE.

SCSBs will be entitled to a processing fee for processing the ASBA Form procured by the members of the Syndicate (including their sub-syndicate members), CRTAs or CDPs from Retail Individual Investors, and Non-Institutional Bidders and submitted to the SCSBs for blocking as follows:

| | |
|--|---|
| Portion for Retail Individual Investors* | ₹[●] per valid ASBA Forms (plus applicable taxes) |
| Portion for Non-Institutional Investors* | ₹[●] per valid ASBA Forms (plus applicable taxes) |

*Based on valid ASBA Forms

(2) The processing fees for applications made by UPI Bidders would be as follows: Sponsor Bank will be entitled to processing fee of ₹[●] per valid ASBA Form for Bids made by UPI Bidders using the UPI Mechanism. The Sponsor Bank shall be responsible for making payments to third parties such as the remitter bank, NPCI and such other parties as required in connection with the performance of its duties under applicable SEBI circulars, amendments, the Syndicate Agreement and other applicable laws.

(3) Brokerage, selling commission and processing/ uploading charges on the portion for UPI Bidders, RIIs and NIIs which are procured by the members of the Syndicate (including their sub-syndicate members), CRTAs, CDPs or for using 3-in-1 type accounts- linked online trading, demat & bank account provided by some of the brokers which are members of Syndicate (including their sub-syndicate members) would be as follows:

| | |
|--|--|
| Portion for UPI Bidders* | [●]% of the Amount Allotted (plus applicable taxes)* |
| Portion for Non-Institutional Investors (not using the UPI Mechanism)* | [●]% of the Amount Allotted (plus applicable taxes)* |

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

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

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.

The selling commission payable to the CRTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the bid book of BSE or NSE.

Uploading charges/ processing charges of ₹[●]/- per valid application (plus applicable taxes) are applicable only in case of bid uploaded by the members of the Syndicate, CRTAs and CDPs:

- for applications made by UPI Bidders

Uploading Charges/ Processing Charges of ₹[●]/- per valid application (plus applicable taxes) are applicable only in case of bid uploaded by the members of the Syndicate, CRTAs and CDPs:

- for applications made by Retail Individual Investors using 3-in-1 type accounts
- for Non-Institutional Investor Bids using Syndicate ASBA mechanism / using 3- in -1 type accounts,

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 BSE or NSE.

(4) Selling commission payable to the registered brokers on the portion for Retail Individual Investors and Non Institutional Investors which are directly procured by the Registered Brokers and submitted to SCSB for processing would be as follows: Portion for Retail Individual Investors and Non-Institutional Investors: ₹[●]/- per valid ASBA Form (plus applicable taxes).

The processing fees for applications made by the UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation in compliance with the SEBI ICDR Master Circular read with the SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI Circular No. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, and SEBI Master Circular no. SEBI/HO/MIRSD/POD1/P/CIR/2023/70 dated May 17, 2023, each to the extent applicable, and not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations.

Interim use of funds

The Net Proceeds shall be retained in the Public Issue Account until receipt of the listing and trading approvals from the Stock Exchanges by our Company. Pending utilization for the purposes described above, we undertake to temporarily invest the funds from the Net Proceeds only with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934, as amended. In accordance with Section 27 of the Companies Act 2013, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

Bridge loan

Our Company has not raised any bridge loans from any banks or financial institutions, which are proposed to be repaid from the Net Proceeds.

Monitoring of utilisation of funds

In accordance with Regulation 41 of the SEBI ICDR Regulations, our Company shall appoint a Monitoring Agency for monitoring the utilization of Gross Proceeds prior to the filing of the Red Herring Prospectus with the RoC, as the Issue size exceeds ₹ 1,000 million. Our Audit Committee and the Monitoring Agency will monitor the utilization of the Gross Proceeds and the Monitoring Agency shall submit the report required under Regulation 41(2) of the SEBI ICDR Regulations, on a quarterly basis, until such time as the Gross Proceeds have been utilised in full and Company shall provide details/ information/ certifications obtained from statutory auditors on the

utilization of the Gross Proceeds to the Monitoring Agency. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay. The Audit Committee shall make recommendations to our Board for further action, if appropriate. Our Company will disclose the utilization of the Gross Proceeds, including interim use under a separate head in its balance sheet for such periods as required under the SEBI ICDR Regulations, the SEBI Listing Regulations and any other applicable laws or regulations, clearly specifying the purposes for which the Gross Proceeds have been utilized.

Pursuant to Regulation 32(3) of the SEBI Listing Regulations, our Company shall, on a quarterly basis, disclose to the Audit Committee the uses and applications of the Gross Proceeds. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than those stated in the Red Herring Prospectus and place it before the Audit Committee and make other disclosures as may be required until such time as the Gross Proceeds remain unutilized. Such disclosure shall be made only until such time that all the Gross Proceeds have been utilized in full. The statement shall be certified by the statutory auditor of our Company in accordance with Regulation 32(5) of SEBI Listing Regulations. Furthermore, in accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the actual utilization of the Gross Proceeds as stated above; and (ii) details of category wise variations in the actual utilization of the Gross Proceeds as stated above.

Variation in objects

In accordance with Sections 13(8) and 27 of the Companies Act 2013, our Company shall not vary the Objects unless our Company is authorized to do so by way of a special resolution of its Shareholders and such variation will be in accordance with the applicable laws including the Companies Act 2013 and the SEBI ICDR Regulations. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (“**Notice**”) shall specify the prescribed details as required under the Companies Act and applicable rules. The Notice shall simultaneously be published in the newspapers, one in English and one in Marathi (Marathi being the regional language of Maharashtra, where our Registered Office is situated) in accordance with the Companies Act and applicable rules. Our Promoters will be required to provide an exit opportunity to such Shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, in accordance with Section 13(8) and other applicable provisions of the Companies Act, our Articles of Association, and the SEBI ICDR Regulations.

Other confirmations

None of our Promoters, members of the Promoter Group, Directors, Key Managerial Personnel, Senior Management or Group Companies will receive any portion of the Issue Proceeds. Further, there is no existing or anticipated transactions/arrangements in relation to the utilisation of the Net Proceeds our Promoters, members of the Promoter Group, Directors, Key Managerial Personnel, Senior Management or Group Companies.

BASIS FOR ISSUE PRICE

The Price Band and the Issue Price will be determined by our Company, in consultation with the Book Running Lead Managers, on the basis of assessment of market demand for the Equity Shares of face value of ₹5 each offered through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹5 each and the Issue Price is [●] times the face value of the Equity Shares.

Bidders should read the below mentioned information along with the sections titled “Risk Factors”, “Our Business”, “Financial Information” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 34, 215, 299, and 377, respectively, to have an informed view before making an investment decision.

Qualitative factors

Some of the qualitative factors which form the basis for computing the Issue Price are as follows:

- Distinguished market leader in the high-growth field of precision sheet metal pressing and fabrication within a large and growing automotive component industry
- Technology-enabled, innovation driven development and process engineering capabilities
- Vertically integrated manufacturing facilities offering a diverse range of products
- Longstanding customer relationships developed through years of collaboration and value addition
- Largely EV-agnostic product portfolio, strategically positioned to scale in tandem with burgeoning electric vehicle market in India
- Experienced promoters and management team

For further details, see “Our Business – Our Strengths” on page 219.

Quantitative factors

Certain information presented below, relating to our Company, is derived from the Restated Consolidated Financial Information. For further details, see the section “Financial Information” on page 299.

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

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

| Particulars | Basic EPS (in ₹) | Diluted EPS (in ₹) | Weight |
|---|------------------|--------------------|--------|
| Financial Year ended March 31, 2022 | 4.02 | 4.02 | 1 |
| Financial Year ended March 31, 2023 | 4.82 | 4.82 | 2 |
| Financial Year ended March 31, 2024 | 4.78 | 4.78 | 3 |
| Weighted Average | 4.67 | 4.67 | |
| For the three months ended June 30, 2024* | 1.10 | 1.10 | |

*Not annualised.

Notes:

- i) Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year/Total of weights
- ii) Basic Earnings per Equity Share (‘) = Net profit after tax attributable to owners of the Company, as restated / Weighted average no. of Equity Shares outstanding during the year.
- iii) Diluted Earnings per Equity Share (‘) = Net Profit after tax attributable to owners of the Company, as restated / Weighted average no. of potential Equity Shares outstanding during the year
- iv) Earnings per Share calculations are in accordance with the notified Indian Accounting Standard 33 ‘Earnings per share’
- v) The weighted average of shares is determined by taking the number of outstanding shares and multiplying by the percentage of the reporting period for which that the number applies for each period.
- vi) The figures disclosed above are based on the Restated Ind-AS Financial Statements of our Company.

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

| Particulars | P/E at the Floor Price (no. of times) [#] | P/E at the Cap Price (no. of times) [#] |
|---|---|---|
| Based on Basic EPS as per the Restated Consolidated Financial Information for Fiscal 2024 | [●] | [●] [#] |
| Based on Diluted EPS as per the Restated Consolidated Financial Information for Fiscal 2024 | [●] | [●] |

[#]To be updated on finalisation of the Price Band.

3. Industry peer group P/E ratio

| Particulars | P/E Ratio |
|--|-----------|
| Highest (JBM Auto Ltd) | 96.35 |
| Lowest (Motherson Sumi Wiring India Ltd) | 42.31 |
| Average | 61.66 |

Notes:

- The industry high and low has been considered from the industry peer set. The industry composite has been calculated as the arithmetic average P/E of the industry peer set disclosed in this section.
- The industry P / E ratio mentioned above is for the financial year ended March 31, 2024 and closing market price of equity shares on BSE for peers as of November 1, 2024.

4. Return on Net Worth (“RoNW”)

As derived from the Restated Consolidated Financial Information of our Company:

| Particulars | RoNW (%) | Weight |
|--|----------|--------|
| Financial Year ended March 31, 2022 | 15.10 % | 1 |
| Financial Year ended March 31, 2023 | 15.39 % | 2 |
| Financial Year ended March 31, 2024 | 13.33 % | 3 |
| Weighted Average | 14.31 % | |
| Three months period ended June 30, 2024* | 2.98 % | |

*Not annualised.

Notes:

- Return on Net Worth (%) = Net Profit after tax attributable to owners of the Company / Restated Total Equity at the end of the year/period.
- 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
- Total Equity equals Equity Share Capital plus Other Equity excluding Foreign Currency Translation Reserve and Capital Reserve)

5. Net Asset Value (“NAV”) per Equity Share as per latest balance sheet:

| Financial Period | NAV per Equity Share (in INR) |
|-------------------------------------|-------------------------------|
| Three months ended June 30, 2024 | 37.04 |
| Financial year ended March 31, 2024 | 35.94 |

Notes:

- Net Asset Value per Equity Share (in ₹) is computed as net worth total equity at the end of the year divided by weighted average number of Equity Shares outstanding during the year.

6. Comparison of accounting ratios with listed industry peer

The following peer group has been determined based on the companies listed on the Stock Exchanges:

| Name of the Company | Revenue from operations (in ₹ million) | Face value per equity share | Closing price on November 14, 2024 (₹) per equity | P/E (x) | EPS (Basic) (₹ per share) | EPS (Diluted) (₹ per share) | RoNW (%) | NAV per share) |
|---------------------|--|-----------------------------|---|---------|---------------------------|-----------------------------|----------|----------------|
|---------------------|--|-----------------------------|---|---------|---------------------------|-----------------------------|----------|----------------|

| | | (₹) | share | | | | | |
|-------------------------------------|-------------|-------|----------|-------|-------|-------|-------|--------|
| Belrise Industries Limited | 74,842.41 | 5.00 | NA | NA | 4.78 | 4.78 | 13.33 | 35.94 |
| Listed Peers | | | | | | | | |
| Bharat Forge Ltd | 1,56,820.71 | 2.00 | 1,328.40 | 65.02 | 20.43 | 20.43 | 13.84 | 153.90 |
| Uno Minda Ltd | 1,39,103.60 | 2.00 | 997.30 | 65.01 | 15.36 | 15.34 | 21.68 | 91.71 |
| Motherson Sumi Wiring India Ltd | 83,213.60 | 1.00 | 60.93 | 42.31 | 1.44 | 1.44 | 42.45 | 3.79 |
| JBM Auto Ltd | 47,231.86 | 2.00 | 1,456.75 | 96.35 | 15.12 | 15.12 | 22.21 | 98.75 |
| Endurance Technologies Ltd | 1,00,520.31 | 10.00 | 2,375.00 | 49.09 | 48.38 | 48.38 | 16.24 | 353.86 |
| Minda Corporation Ltd (Spark Minda) | 46,511.00 | 2.00 | 494.95 | 52.15 | 9.65 | 9.49 | 13.99 | 82.84 |

Notes:

- (i) Financial information of our Company has been derived from the Restated Consolidated Financial Information as of or for the financial year ended March 31, 2024.
- (ii) All the financial information for listed industry peer is on a consolidated basis and is sourced from the financial information of such listed industry peer available on the website of the stock exchanges/annual report, as of and for year ended March 31, 2024.
- (iii) P/E Ratio for the listed industry peer has been computed based on the closing market price of equity shares, on BSE for peers, as of November 14, 2024, divided by the diluted EPS for the respective year end.
- (iv) Return on Net Worth (in percentage) is calculated as Profit After Tax for the year divided by Average Equity for the year
 - a. Average Equity for the year is calculated as average of the tangible networth at the beginning of the year and at the end of the year
 - b. Tangible networth is calculated as sum of Equity share capital, Share Application, Quasi equity, Share premium reserves, Reserves and surplus and Intangible Assets
- (v) Net Asset Value per Equity Share represents Total Equity as at the end of the year divided by number of Equity Shares outstanding at the end of the year.

For further details of non-GAAP measures, see the section “Other Financial Information” on page 372, to have a more informed view.

7. Key Performance Indicators (“KPIs”)

The KPIs disclosed below have been used historically by our Company to understand and analyse our business performance, which as a result, help us in analysing the growth of business in comparison to our peers.

All the KPIs disclosed below have been approved and confirmed by a resolution of our Audit Committee dated November 19, 2024. Further, the KPIs disclosed herein have been certified by our Statutory Auditors, GSA & Associates LLP, Chartered Accountants, by their certificate dated November 19, 2024. Further, the Audit Committee has on November 19, 2024 taken on record that other than the key performance indicators set out below, our Company has not disclosed any other KPIs during the three years preceding this Draft Red Herring Prospectus with any investors.

Our Company confirms that it shall continue to disclose all the KPIs included below in this section on a periodic basis, at least once in a year (or any lesser period as determined by our Board), for a duration that is the later of one year after the date of listing of the Equity Shares on the Stock Exchanges or till the utilisation of the Net Proceeds as disclosed in “Objects of the Issue” on page 108, or for such other duration as may be required under the SEBI ICDR Regulations.

The table below sets forth the details of the KPIs that our Company considers have a bearing for arriving at the basis for the Issue Price. Bidders can refer to the below-mentioned KPIs to make an assessment of our Company’s performance in various business verticals and make an informed decision. A list of our KPIs as of and for the three months period ended June 30, 2024 and as of and for the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022 is set out below:

(in ₹ million, unless otherwise indicated)

| Particulars | As at and for the three months period ended June 30, 2024 | As at and for Fiscal | | |
|---|---|----------------------|-----------|-----------|
| | | 2024 | 2023 | 2022 |
| Revenue from Operations | 17,809.71 | 74,842.41 | 65,824.96 | 53,968.54 |
| Revenue Growth (%) | N.A | 13.70% | 21.97% | 25.54% |
| Earnings Before Interest, Tax, Depreciation & Amortization (EBITDA) | 2,407.02 | 9,383.63 | 8,976.57 | 7,634.78 |
| EBITDA Margin (%) | 13.52% | 12.54% | 13.64% | 14.15% |
| Profit After Tax | 715.79 | 3,108.79 | 3,136.63 | 2,618.47 |
| Profit After Tax Margin (%) | 4.02% | 4.15% | 4.77% | 4.85% |
| Return on Average Equity (RoAE) (%) | N.A | 14.18% | 16.60% | 16.44% |
| Return on Average Capital Employed | N.A | 14.83% | 14.04% | 12.86% |

| Particulars | As at and for the three months period ended June 30, 2024 | As at and for Fiscal | | |
|--|---|----------------------|----------------|----------------|
| | | 2024 | 2023 | 2022 |
| (RoACE) (%) | | | | |
| Revenue – Vehicle Type-wise | | | | |
| 2-Wheeler | 64.50% | 63.30% | 65.48% | 73.18% |
| 3-Wheeler | 2.65% | 2.17% | 2.09% | 2.65% |
| 4-Wheeler (Passenger) | 3.47% | 4.22% | 4.45% | 4.73% |
| 4-Wheeler (Commercial) | 5.56% | 5.01% | 5.71% | 4.99% |
| Others | 1.85% | 4.25% | 2.06% | 2.36% |
| | | | | |
| Revenue – India & International | | | | |
| India | 76.19% | 76.81% | 77.92% | 86.22% |
| International | 23.81% | 23.19% | 22.08% | 13.78% |
| Total | 100.00% | 100.00% | 100.00% | 100.00% |
| | | | | |
| Total No. of Manufacturing Plants | 15 | 15 | 15 | 15 |

Notes:

- (i) Revenue from Operations is calculated as Sales from operations and Other related operating income.
- (ii) Revenue Growth %: Revenue Growth (%) is calculated as Revenue from operations for the current year minus Revenue from operations for the previous year as a % of Revenue from operations for the previous year.
- (iii) EBITDA is calculated as aggregate of profit before tax (before exceptional items), depreciation and amortisation expense and finance costs less other income.
- (iv) EBITDA Margin (%) = percentage of EBITDA divided by Revenue from Operations.
- (v) PAT: Profit after tax for the financial year.
- (vi) PAT margin = calculated as Profit after tax for the year as a percent of Revenue from Operations.
- (vii) RoAE % = RoAE is calculated as Profit After Tax for the year divided by Average Equity for the year
 - a. Average Equity for the year is calculated as average of the tangible network at the beginning of the year and at the end of the year
 - b. Tangible network is calculated as sum of Equity share capital, Share Application, Quasi equity, Share premium reserves, Reserves and surplus and Intangible Assets
- (viii) RoACE (%) = RoACE is calculated as Operating profit before interest and taxes (OPBIT) divided by Average Capital Employed.
 - a. Operating profit before interest and taxes (OPBIT) has been considered as Adjusted Profit Before Tax + Interest and Finance Charges
 - b. Average Capital Employed is calculated as average of the capital employed at the beginning of the year and at the end of the year
 - c. Capital Employed is calculated as: Total assets minus Current Liabilities (excluding short term borrowings)

Description on the historic use of the KPIs by our Company to analyse, track or monitor the operational and/or financial performance of our Company

In evaluating our business, we consider and use certain KPIs, as presented above, as a supplemental measure to review and assess our financial and operating performance. The presentation of these KPIs is not intended to be considered in isolation or as a substitute for the Restated Consolidated Financial Information. Some of these KPIs are not defined under Ind AS and are not presented in accordance with Ind AS. These KPIs have limitations as analytical tools. Further, these KPIs may differ from the similar information used by other companies, including peer companies, and hence their comparability may be limited. Therefore, these metrics should not be considered in isolation or construed as an alternative to Ind AS measures or as an indicator of our operating performance, liquidity, profitability or results of operation. Although these KPIs are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it provides an additional tool for investors to use in evaluating our operating results and trends and in comparing our financial results with other companies in our industry because it provides consistency and comparability with past financial performance, when taken collectively with financial measures prepared in accordance with Ind AS.

For details of our other operating metrics disclosed elsewhere in this Draft Red Herring Prospectus, see sections titled "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" starting on pages 215 and 377, respectively. We have described and defined the KPIs, as applicable, in "Definitions and Abbreviations – Technical and Industry Related Terms" on page 15. Bidders are encouraged to review the Ind AS financial measures and not to rely on any single financial or operational metric to evaluate our business. For further details, see "Risk Factors" on page 34.

Description of the KPIs

Set out below is the explanation of the KPIs:

| S. No. | KPI | Explanation |
|--------|---|---|
| 1. | Revenue from Operations | 'Revenue from operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size of our business. |
| 2. | Revenue Growth % | Growth rate of revenue from operations provides information regarding the growth of our business for the respective period. |
| 3. | EBITDA | EBITDA is crucial because it provides potential investors with a metric that is reflection of our company's profitability before interest, depreciation, amortisation and taxes. |
| 4. | EBITDA Margin (%) | EBITDA Margin is an indicator of the operational profitability and financial performance of our business. |
| 5. | PAT | Restated Profit / (Loss) provides information regarding the profitability of the business of our Company |
| 6. | PAT Margin (%) | Restated Profit / (Loss) provides profitability of the business of our Company |
| 7. | RoAE % | 'RoAE provides how efficiently our Company generates earnings from the capital employed in the business. |
| 8. | RoACE (%) | RoACE provides how efficiently our Company generates profits from shareholders' funds. |
| 9. | Percentage Revenue Breakup - Vehicle Type Wise | Our Company is into manufacturing of automotive components & safety critical products across different vehicle types like 2-wheelers, 3-wheelers, 4-wheelers and commercial vehicles. A break-up of revenue from the different vehicle types shows company's ability to perform and growth across various vehicle segments. The company is using this data point to show it's experience and diversification across different vehicle types. |
| 10. | Percentage Revenue Breakup - India/ International | Our Company sells its products in the Indian as well as International markets for different vehicle types like 2-wheelers, 3-wheelers, 4-wheelers and commercial vehicles. Our Company monitors its revenue from India and International business, evaluate its performance and growth in the domestic & international markets and formulate strategies as per future global industry trends. The company has used this data point to showcase its growth in the international markets. |

Notes:

- (i) Revenue from Operations is calculated as Sales from operations and Other related operating income.
- (ii) Revenue Growth %: Revenue Growth (%) is calculated as Revenue from operations for the current year minus Revenue from operations for the previous year as a % of Revenue from operations for the previous year.
- (iii) EBITDA is calculated as aggregate of profit before tax (before exceptional items), depreciation and amortisation expense and finance costs less other income.
- (iv) EBITDA Margin (%) = percentage of EBITDA divided by Revenue from Operations.
- (v) PAT: Profit after tax for the financial year.
- (vi) PAT margin = calculated as Profit after tax for the year as a percent of Revenue from Operations.
- (vii) RoAE % = RoAE is calculated as Profit After Tax for the year divided by Average Equity for the year
 - a. Average Equity for the year is calculated as average of the tangible network at the beginning of the year and at the end of the year
 - b. Tangible network is calculated as sum of Equity share capital, Share Application, Quasi equity, Share premium reserves, Reserves and surplus and Intangible Assets
- (viii) RoACE (%) = RoACE is calculated as Operating profit before interest and taxes (OPBIT) divided by Average Capital Employed.
 - a. Operating profit before interest and taxes (OPBIT) has been considered as Adjusted Profit Before Tax + Interest and Finance Charges
 - b. Average Capital Employed is calculated as average of the capital employed at the beginning of the year and at the end of the year
 - c. Capital Employed is calculated as: Total assets minus Current Liabilities (excluding short term borrowings)

Comparison of KPIs of our Company with our listed peers listed in India

Set forth below is a comparison of our KPIs with our peer group companies listed in India and operating in the same industry as our Company, whose business profile is comparable to our business in terms of our size and our business model.

Key financial indicators for June 30, 2024

| Key financial indicators for fiscal 2025-Q1 Company | Revenue from Operations | EBITDA | PAT | EBITDA margin | PAT margin | RoACE | RoAE | No. of Manufacturing Units |
|---|-------------------------|----------|----------|---------------|------------|-------|------|----------------------------|
| | ₹ in million | | | % | | | | |
| Belrise | 17,809.71 | 2,407.02 | 715.79 | 13.52 | 4.02 | NA | NA | 15 |
| Bharat Forge Ltd | 41,061.46 | 7,409.59 | 1,745.75 | 18.05 | 4.25 | NA | NA | NA |
| Uno Minda | 38,175.10 | 4,077.10 | 2,108.00 | 10.68 | 5.52 | NA | NA | NA |
| Motherson Sumi Wiring India | 21,850.00 | 2,390.00 | 1,490.00 | 10.94 | 6.82 | NA | NA | NA |
| JBM Auto | 11,445.00 | 1,397.50 | 335.40 | 12.21 | 2.93 | NA | NA | NA |
| Endurance Technologies | 28,255.00 | 3,740.83 | 2,038.57 | 13.24 | 7.21 | NA | NA | NA |
| Minda Corporation (Spark Minda) | 11,923.90 | 1,317.80 | 642.00 | 11.05 | 5.38 | NA | NA | NA |

Notes:

- (i) Revenue from Operations is calculated as Sales from operations and Other related operating income.
- (ii) Revenue Growth %: Revenue Growth (%) is calculated as Revenue from operations for the current year minus Revenue from operations for the previous year as a % of Revenue from operations for the previous year.
- (iii) EBITDA is calculated as aggregate of profit before tax (before exceptional items), depreciation and amortisation expense and finance costs less other income.
- (iv) EBITDA Margin (%) = percentage of EBITDA divided by Revenue from Operations.
- (v) PAT: Profit after tax for the financial year.
- (vi) PAT margin = calculated as Profit after tax for the year as a percent of Revenue from Operations.
- (vii) RoAE % = Not available for June Quarter
- (viii) RoACE (%) = Not available for June Quarter

Percentage Revenue by Vehicle Type

| | Belrise | Bharat Forge | Uno Minda | Motherson Sumi Wiring India | JBM Auto | Endurance Technologies | Minda Corporation (Spark Minda) |
|------------------------|---------------|---------------|---------------|-----------------------------|---------------|------------------------|---------------------------------|
| Particulars | June 30, 2024 | June 30, 2024 | June 30, 2024 | June 30, 2024 | June 30, 2024 | June 30, 2024 | June 30, 2024 |
| 2-Wheeler | 64.50% | NA | NA | NA | NA | NA | NA |
| 3-Wheeler | 2.65% | NA | NA | NA | NA | NA | NA |
| 4-Wheeler (Passenger) | 3.47% | NA | NA | NA | NA | NA | NA |
| 4-Wheeler (Commercial) | 5.56% | NA | NA | NA | NA | NA | NA |
| Others | 1.85% | NA | NA | NA | NA | NA | NA |

Percentage Revenue in India & International business

| Particulars | Domestic (%) | International (%) |
|---------------------------------|--------------|-------------------|
| Belrise | 76.19 | 23.81 |
| Bharat Forge Ltd | N.A | N.A |
| Uno Minda | N.A | N.A |
| Motherson Sumi Wiring India | N.A | N.A |
| JBM Auto | N.A | N.A |
| Endurance Technologies | N.A | N.A |
| Minda Corporation (Spark Minda) | N.A | N.A |

Key financial indicators for fiscal 2024

| Company | Revenue from Operations | EBITDA | PAT | Revenue Growth | EBITDA margin | PAT margin | RoACE | RoAE | No. of Manufacturing Units |
|---------------------------------|--------------------------|-----------|----------|----------------|---------------|------------|-------|-------|----------------------------|
| | (₹ in million) | | | (%) | | | | | |
| Belrise | 74,842.41 | 9,383.63 | 3,108.79 | 13.70 | 12.54 | 4.15 | 14.83 | 14.18 | 15 |
| Bharat Forge Ltd | 1,56,820.71 | 26,043.32 | 9,101.59 | 27.61 | 16.61 | 5.80 | 12.77 | 13.84 | 18 |
| Uno Minda | 1,39,103.60 | 16,106.30 | 9,247.10 | 25.49 | 11.58 | 6.65 | 21.49 | 21.68 | 74 |
| Motherson Sumi Wiring India | 83,213.60 | 10,132.00 | 6,383.00 | 17.91 | 12.18 | 7.67 | 53.25 | 42.45 | 28 |
| JBM Auto | 47,231.86 | 5,897.80 | 1,937.25 | 33.84 | 12.49 | 4.10 | 15.15 | 22.21 | 25 |
| Endurance Technologies | 1,00,520.31 | 13,332.17 | 6,804.88 | 16.19 | 13.26 | 6.77 | 18.37 | 16.24 | 31 |
| Minda Corporation (Spark Minda) | 46,511.00 | 5,152.60 | 2,272.00 | 10.01 | 11.08 | 4.88 | 16.18 | 13.99 | 34 |

Notes:

- (i) Revenue from Operations is calculated as Sales from operations and Other related operating income.
- (ii) Revenue Growth %: Revenue Growth (%) is calculated as Revenue from operations for the current year minus Revenue from operations for the previous year as a % of Revenue from operations for the previous year.
- (iii) EBITDA is calculated as aggregate of profit before tax (before exceptional items), depreciation and amortisation expense and finance costs less other income.
- (iv) EBITDA Margin (%) = percentage of EBITDA divided by Revenue from Operations.
- (v) PAT: Profit after tax for the financial year.
- (vi) PAT margin = calculated as Profit after tax for the year as a percent of Revenue from Operations.
- (vii) RoAE % = RoAE is calculated as Profit After Tax for the year divided by Average Equity for the year
 - a. Average Equity for the year is calculated as average of the tangible networth at the beginning of the year and at the end of the year
 - b. Tangible networth is calculated as sum of Equity share capital, Share Application, Quasi equity, Share premium reserves, Reserves and surplus and Intangible Assets
- (viii) RoACE (%) = RoACE is calculated as Operating profit before interest and taxes (OPBIT) divided by Average Capital Employed.
 - a. Operating profit before interest and taxes (OPBIT) has been considered as Adjusted Profit Before Tax + Interest and Finance Charges
 - b. Average Capital Employed is calculated as average of the capital employed at the beginning of the year and at the end of the year
 - c. Capital Employed is calculated as: Total assets minus Current Liabilities (excluding short term borrowings)
- (ix) No. of manufacturing units are taken from company's annual report

Percentage Revenue by Vehicle Type for Fiscal 2024

| | Belrise | Bharat Forge | Uno Minda | Motherson Sumi Wiring India | JBM Auto | Endurance Technologies | Minda Corporation (Spark Minda) |
|------------------------|---------------------|---------------------|---------------------|-----------------------------|---------------------|------------------------|---------------------------------|
| Particulars | Fiscal, 2024 | Fiscal, 2024 | Fiscal, 2024 | Fiscal, 2024 | Fiscal, 2024 | Fiscal, 2024 | Fiscal, 2024 |
| 2-Wheeler | 63.30% | NA | 46.00% | 14.00% | NA | 63.70% | 47.00% |
| 3-Wheeler | 2.17% | NA | NA | NA | NA | 8.10% | |
| 4-Wheeler (Passenger) | 4.22% | 18.00% | 54.00% | 58.00% | NA | 25.30% | 14.00% |
| 4-Wheeler (Commercial) | 5.01% | 37.00% | NA | 12.00% | NA | NA | 28.00% |

| | | | | | | | |
|-------------------|--------|--------|----|--------|---------|-------|--------|
| Others (Auto) | 4.25% | NA | NA | 16.00% | 100.00% | 2.90% | 11.00% |
| Others (Non-Auto) | 21.05% | 45.00% | NA | NA | NA | NA | NA |

Source: Annual Reports & Investor Presentation of respective companies and CRISIL Report

Percentage Revenue in India & International business for Fiscal 2024

| Particulars | Domestic (%) | International (%) |
|---------------------------------|--------------|-------------------|
| Belrise | 76.81 | 23.19 |
| Bharat Forge Ltd | 45.05 | 54.95 |
| Uno Minda | 85.99 | 14.01 |
| Motherson Sumi Wiring India | 100.00 | - |
| JBM Auto | 99.61 | 0.39 |
| Endurance Technologies | 75.20 | 24.80 |
| Minda Corporation (Spark Minda) | 87.19 | 12.81 |

Source: Company Annual Reports

- The information shown here is as reported in company annual reports, in case of instances where % split has not been reported in decimal points, the same as been taken as a whole number
- Figures for Bharat Forge Limited and for Motherson Sumi Wiring India Limited are at standalone level as the same has not been reported for consolidated financials, Figures for all other entities are at a consolidated level

Key financial indicators for fiscal 2023

| Company | Revenue from Operations | EBITDA | PAT | Revenue Growth | EBITDA margin | PAT margin | RoACE | RoAE | No. of Manufacturing Units |
|---------------------------------|-------------------------|-----------|----------|----------------|---------------|------------|-------|-------|----------------------------|
| | ₹ in million | | | % | | | | | |
| Belrise | 65,824.96 | 8,976.57 | 3,136.63 | 21.97 | 13.64 | 4.77 | 14.04 | 16.60 | 15 |
| Bharat Forge Ltd | 1,22,889.10 | 11,936.85 | 5,083.87 | 24.91 | 9.71 | 4.14 | 4.36 | 7.90 | 15 |
| Uno Minda | 1,10,844.10 | 12,420.20 | 7,002.30 | 34.82 | 11.21 | 6.32 | 17.71 | 19.90 | 73 |
| Motherson Sumi Wiring India | 70,573.70 | 7,920.00 | 4,870.00 | 26.31 | 11.22 | 6.90 | 45.52 | 39.84 | 26 |
| JBM Auto | 35,288.61 | 4,042.86 | 1,251.32 | 19.78 | 11.46 | 3.55 | 12.15 | 16.28 | 25 |
| Endurance Technologies | 86,516.01 | 10,412.20 | 4,795.75 | 16.84 | 12.03 | 5.54 | 15.16 | 12.68 | 31 |
| Minda Corporation (Spark Minda) | 42,279.00 | 4,662.00 | 2,849.00 | 44.46 | 11.03 | 6.74 | 17.11 | 21.97 | 34 |

Notes:

- Revenue from Operations is calculated as Sales from operations and Other related operating income.
- Revenue Growth %: Revenue Growth (%) is calculated as Revenue from operations for the current year minus Revenue from operations for the previous year as a % of Revenue from operations for the previous year.
- EBITDA is calculated as aggregate of profit before tax (before exceptional items), depreciation and amortisation expense and finance costs less other income.
- EBITDA Margin (%) = percentage of EBITDA divided by Revenue from Operations.
- PAT: Profit after tax for the financial year.
- PAT margin = calculated as Profit after tax for the year as a percent of Revenue from Operations.
- RoAE % = RoAE is calculated as Profit After Tax for the year divided by Average Equity for the year
 - Average Equity for the year is calculated as average of the tangible networth at the beginning of the year and at the end of the year
 - Tangible networth is calculated as sum of Equity share capital, Share Application, Quasi equity, Share premium reserves, Reserves and surplus and Intangible Assets
- RoACE (%) = RoACE is calculated as Operating profit before interest and taxes (OPBIT) divided by Average Capital Employed.
 - Operating profit before interest and taxes (OPBIT) has been considered as Adjusted Profit Before Tax + Interest and Finance Charges
 - Average Capital Employed is calculated as average of the capital employed at the beginning of the year and at the end of the year
 - Capital Employed is calculated as: Total assets minus Current Liabilities (excluding short term borrowings)
- No. of manufacturing units are taken from company's annual report

Percentage Revenue by Vehicle Type for Fiscal 2023

| | Belrise | Bharat Forge | Uno Minda | Motherson Sumi Wiring India | JBM Auto | Endurance Technologies | Minda Corporation (Spark Minda) |
|------------------------|---------------------|---------------------|---------------------|-----------------------------|---------------------|------------------------|---------------------------------|
| Particulars | Fiscal, 2023 | Fiscal, 2023 | Fiscal, 2023 | Fiscal, 2023 | Fiscal, 2023 | Fiscal, 2023 | Fiscal, 2023 |
| 2-Wheeler | 65.48% | NA | 46.00% | 12.00% | NA | 63.50% | 44.00% |
| 3-Wheeler | 2.09% | NA | NA | NA | NA | 8.10% | |
| 4-Wheeler (Passenger) | 4.45% | 18.00% | 54.00% | 58.00% | NA | 25.80% | 14.00% |
| 4-Wheeler (Commercial) | 5.71% | 41.00% | NA | 12.00% | NA | NA | 30.00% |
| Others (Auto) | 2.06% | NA | NA | 18.00% | 100.00% | 2.60% | 12.00% |
| Others (Non Auto) | 20.21% | 41.00% | NA | NA | NA | NA | NA |

Source: Annual Reports & Investor Presentation of respective companies and CRISIL Report

Percentage Revenue in India & International business for Fiscal 2023

| Particulars | Domestic (%) | International (%) |
|---------------------------------|--------------|-------------------|
| Belrise | 77.92 | 22.08 |
| Bharat Forge Ltd | 41.23 | 58.77 |
| Uno Minda | 85.07 | 14.93 |
| Motherson Sumi Wiring India | 100.00 | - |
| JBM Auto | 99.52 | 0.48 |
| Endurance Technologies | 74.61 | 25.39 |
| Minda Corporation (Spark Minda) | 83.25 | 16.75 |

Source: Company Annual Reports

- The information shown here is as reported in company annual reports, in case of instances where % split has not been reported in decimal points, the same as been taken as a whole number
- Figures for Bharat Forge Limited and for Motherson Sumi Wiring India Limited are at standalone level as the same has not been reported for consolidated financials, Figures for all other entities are at a consolidated level

Key financial indicators for fiscal 2022

| Company | Revenue from Operations | EBITDA | PAT | Revenue Growth | EBITDA margin | PAT margin | RoACE | RoAE | No. of Manufacturing Units |
|---------------------------------|-------------------------|-----------|-----------|----------------|---------------|------------|-------|-------|----------------------------|
| | ₹ in million | | | % | | | | | |
| Belrise | 53,968.54 | 7,634.78 | 2,618.47 | 25.54 | 14.15 | 4.85 | 12.86 | 16.44 | 15 |
| Bharat Forge Ltd | 98,383.55 | 20,374.86 | 10,671.97 | 63.03 | 20.71 | 10.85 | 11.64 | 17.93 | 15 |
| Uno Minda | 82,215.00 | 8,862.80 | 4,126.40 | 30.85 | 10.78 | 5.02 | 15.38 | 16.01 | 72 |
| Motherson Sumi Wiring India | 55,872.00 | 7,543.00 | 4,067.00 | 42.58 | 13.50 | 7.28 | 59.93 | 44.59 | 23 |
| JBM Auto | 29,461.97 | 3,568.78 | 1,563.83 | 59.81 | 12.11 | 5.31 | 13.84 | 23.51 | Na |
| Endurance Technologies | 74,049.68 | 9,656.91 | 4,607.09 | 16.00 | 13.04 | 6.22 | 15.21 | 13.22 | 28 |
| Minda Corporation (Spark Minda) | 29,266.00 | 2,973.00 | 1,929.00 | 27.25 | 10.16 | 6.59 | 12.84 | 16.98 | 33 |

Notes:

- (i) Revenue from Operations is calculated as Sales from operations and Other related operating income.
- (ii) Revenue Growth %: Revenue Growth (%) is calculated as Revenue from operations for the current year minus Revenue from operations for the previous year as a % of Revenue from operations for the previous year.
- (iii) EBITDA is calculated as aggregate of profit before tax (before exceptional items), depreciation and amortisation expense and finance costs less other income.
- (iv) EBITDA Margin (%) = percentage of EBITDA divided by Revenue from Operations.
- (v) PAT: Profit after tax for the financial year.
- (vi) PAT margin = calculated as Profit after tax for the year as a percent of Revenue from Operations.
- (vii) RoAE % = RoAE is calculated as Profit After Tax for the year divided by Average Equity for the year
- Average Equity for the year is calculated as average of the tangible networth at the beginning of the year and at the end of the year
 - Tangible networth is calculated as sum of Equity share capital, Share Application, Quasi equity, Share premium reserves, Reserves and surplus and Intangible Assets
- (viii) RoACE (%) = RoACE is calculated as Operating profit before interest and taxes (OPBIT) divided by Average Capital Employed.
- Operating profit before interest and taxes (OPBIT) has been considered as Adjusted Profit Before Tax + Interest and Finance Charges
 - Average Capital Employed is calculated as average of the capital employed at the beginning of the year and at the end of the year
 - Capital Employed is calculated as: Total assets minus Current Liabilities (excluding short term borrowings)
- (ix) No. of manufacturing units are taken from company's annual report

Percentage Revenue by Vehicle Type for Fiscal 2022

| | Belrise | Bharat Forge | Uno Minda | Motherson Sumi Wiring India | JBM Auto | Endurance Technologies | Minda Corporation (Spark Minda) |
|------------------------|---------------------|---------------------|---------------------|-----------------------------|---------------------|------------------------|---------------------------------|
| Particulars | Fiscal, 2022 | Fiscal, 2022 | Fiscal, 2022 | Fiscal, 2022 | Fiscal, 2022 | Fiscal, 2022 | Fiscal, 2022 |
| 2-Wheeler | 73.18% | NA | 53.00% | 12.00% | NA | 60.40% | 47.00% |
| 3-Wheeler | 2.65% | NA | NA | NA | NA | 6.60% | |
| 4-Wheeler (Passenger) | 4.73% | 15.00% | 47.00% | 60.00% | NA | 28.90% | 14.00% |
| 4-Wheeler (Commercial) | 4.99% | 42.00% | NA | 11.00% | NA | NA | 23.00% |
| Others (Auto) | 2.36% | NA | NA | 17.00% | 100.00% | 4.10% | 15.00% |
| Others (Non Auto) | 12.09% | 43.00% | NA | NA | NA | NA | NA |

Source: Annual Reports & Investor Presentation of respective companies and CRISIL Report

Percentage Revenue in India & International business for Fiscal 2022

| Particulars | Domestic (%) | International (%) |
|---------------------------------|---------------------|--------------------------|
| Belrise | 86.22 | 13.78 |
| Bharat Forge Ltd | 41.45 | 58.55 |
| Uno Minda | 81.78 | 18.22 |
| Motherson Sumi Wiring India | 100.00 | - |
| JBM Auto | NA | NA |
| Endurance Technologies | 72.44 | 27.56 |
| Minda Corporation (Spark Minda) | 83.34 | 16.66 |

Source: Company Annual Reports

- The information shown here is as reported in company annual reports, in case of instances where % split has not been reported in decimal points, the same as been taken as a whole number
- Figures for Bharat Forge Limited and for Motherson Sumi Wiring India Limited are at standalone level as the same has not been reported for consolidated financials, Figures for all other entities are at a consolidated level

Comparison of KPIs based on additions or dispositions to our business

Our Company has not undertaken any material acquisition or disposition of assets / business during the years that are covered by the KPIs and accordingly, no comparison of KPIs over time based on additions or dispositions to the business, have been provided.

Justification for Basis for Issue Price

1. Price per share of our Company based on primary issuances of Equity Shares of face value of ₹5 each or convertible securities (excluding issuance of bonus) during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of our Company in a single transaction or multiple transactions combined together over a span of rolling 30 days (“Primary Issuances”)

The Company has not issued any Equity Shares, excluding shares issued pursuant to a bonus and sub division of face value of equity share, during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-Issue capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

2. Price per share of our Company (as adjusted for corporate actions, including bonus issuances) based on secondary sale or acquisition of Equity Shares of face value of ₹5 each or convertible securities (excluding gifts) involving any of the Promoters, members of the Promoter Group, selling shareholders or other Shareholders with rights to nominate directors during the 18 months preceding the date of this Draft Red Herring Prospectus, where the acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company, in a single transaction or multiple transactions combined together over a span of rolling 30 days (“Secondary Transactions”)

There have been no secondary sales/ transfers or acquisitions of any Equity Shares (excluding gifts) 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, during the 18 months preceding the date of this Draft Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of our Company (calculated based on the pre-offer capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

Note: The above excludes 721,980 and 10,829,700 Equity Shares which were transferred from Shrikant S Badve HUF to Shrikant Shankar Badve on February 22, 2024 and March 5, 2024, respectively, pursuant to the partition of the Shrikant S Badve HUF.

3. Since there are no such transactions to report to under 1 and 2, the following are the details basis the last five primary or secondary transactions (secondary transactions where the Promoters, members of the Promoter Group, Selling Shareholders or Shareholder(s) having the right to nominate Director(s) on our Board, are a party to the transaction), not older than three years prior to the date of this Draft Red Herring Prospectus irrespective of the size of transactions:

| Date of allotment/ transaction | No. of Equity Shares | Face value per Equity Share (₹) | Issue price/Transfer price per Equity Shares (₹) | Nature of allotment/ transaction | Nature of consideration | Total consideration (in ₹ million) |
|--|----------------------|---------------------------------|--|---|-------------------------|------------------------------------|
| Primary issuances* | | | | | | |
| February 12, 2024 | 610,303,410 | 5 | Nil | Bonus issue | NA | NA |
| Weighted average cost of acquisition (“WACA”) for primary issuance (₹ per Equity Share)^ | | | Nil | | | |
| Secondary transactions | | | | | | |
| November 9, 2023 | 645,750 | 10 | Nil | Gift from Kumud Badve to Shrikant Shankar Badve | NA | NA |
| November 16, 2023 | 298,935 | 10 | Nil | Gift from Kumud Badve to Shrikant Shankar Badve | NA | NA |

| Date of allotment/ transaction | No. of Equity Shares | Face value per Equity Share (₹) | Issue price/Transfer price per Equity Shares (₹) | Nature of allotment/ transaction | Nature of consideration | Total consideration (in ₹ million) |
|---|----------------------|---------------------------------|--|---|-------------------------|------------------------------------|
| February 22, 2024 | 721,980 | 5 | Nil | Transfer to Shrikant Shankar Badve pursuant to partition of the HUF | NA | NA |
| March 5, 2024 | 10,829,700 | 5 | Nil | Transfer to Shrikant Shankar Badve pursuant to partition of the HUF | NA | NA |
| WACA for secondary transactions (₹ per Equity Share)^ | | | Nil | | | |

[^]As certified by our Statutory Auditors, GSA & Associates LLP, Chartered Accountants, pursuant to their certificate dated November 19, 2024.

4. WACA, floor price and cap price

The Floor Price is [●] times and the Cap Price is [●] times the weighted average cost of acquisition based on the primary issuances and secondary transactions as disclosed below:

| Types of Transactions | WACA (₹ per Equity Share)* | Floor Price (i.e., ₹ [●])^ | Cap Price (i.e., ₹ [●])^ |
|--|----------------------------|----------------------------|--------------------------|
| A. WACA for Primary Issuances | [●] | [●] | [●] |
| B. WACA for Secondary Transactions | [●] | [●] | [●] |
| Since there are no such transactions to report to under I and II above, the following are the details basis the last five primary or secondary transactions (secondary transactions where the Promoters, members of the Promoter Group, selling shareholders or Shareholder(s) having the right to nominate Director(s) on our Board, are a party to the transaction), not older than three years prior to the date of this Draft Red Herring Prospectus irrespective of the size of transactions: | | | |
| C. Weighted average cost of acquisition of primary issuance by the Company | Nil | [●] times | [●] times |
| D. Weighted average cost of acquisition of secondary transactions (sale or acquisition) of Equity Shares of the Company | Nil | [●] times | [●] times |

^{*}As certified by our Statutory Auditors, GSA & Associates LLP, Chartered Accountants, pursuant to their certificate dated November 19 2024.

[^]Details have been left intentionally blank as the Floor Price and Cap Price are not available as on date of this Draft Red Herring Prospectus. To be updated upon finalisation of the Price Band.

5. Detailed explanation for Issue Price/ Cap Price being [●] times of WACA of primary issuances/ secondary transactions of Equity Shares of face value of ₹5 each (as disclosed above) along with our Company's KPIs and financial ratios for Fiscals 2024, 2023 and 2022:

[●]*

**To be included upon finalisation of the Price Band.*

6. Explanation for the Issue Price/Cap Price, being [●] times of WACA of primary issuances/ secondary transactions of Equity Shares of face value of ₹5 each (as disclosed above) in view of the external factors which may have influenced the pricing of the Issue.

[●]*

**To be included upon finalisation of the Price Band.*

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

The Issue Price of ₹ [●] has been determined by our Company, in consultation with the BRLMs, on the basis of market demand from Bidders for Equity Shares of face value of ₹5 each, as determined through the Book Building Process, and is justified in view of the above qualitative and quantitative parameters.

Bidders should read the above-mentioned information along with the sections titled "Risk Factors", "Our

Business”, “*Financial Information*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 34, 215, 299 and 377, respectively, to have a more informed view. The trading price of the Equity Shares of face value of ₹5 each could decline due to the factors mentioned in the section “*Risk Factors*” on page 34 and you may lose all or part of your investments.

STATEMENT OF TAX BENEFITS

Date: November 19, 2024

To

The Board of Directors
Belrise Industries Limited
Plot No. D-39
MIDC Area Waluj,
Aurangabad - 431133
Maharashtra, India.

Sub: Proposed initial public Offering of equity shares of face value of ₹ 5 each (the “Equity Shares”) of Belrise Industries Limited (the “Company” and such issue, the “Issue”)

Dear Sir/Madam,

Re: Statement of possible special tax benefits available to Belrise Industries Limited and its shareholders and its material subsidiary prepared in accordance with the requirements under Schedule VI (Part A) Clause (9)(L) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (“SEBI ICDR Regulations”), under direct and indirect tax laws (“Statement of possible special tax benefits”)

We, GSA & Associates LLP (“**the Firm**”), the statutory auditors of the Company, hereby confirm the enclosed statement (“**Statement**”) in the Annexure prepared and issued by the Company, which provides the possible special tax benefits under Income-tax Act, 1961 (‘**Act**’) presently in force in India viz. the Income-tax Act, 1961, (‘**Act**’), the Income-tax Rules, 1962, (‘**Rules**’), regulations, circulars and notifications issued thereon, as applicable to the assessment year 2024-25 relevant to the financial year 2023-24, possible special tax benefits under the Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017 and applicable State Goods and Services Tax Act, 2017 (“**GST Acts**”), the Customs Act, 1962 (“**Customs Act**”) and the Customs Tariff Act, 1975 (“**Tariff Act**”) and Foreign Trade Policy 2023 (as extended) including the rules, regulations, circulars, notifications issued thereunder (Collectively referred as “**Taxation laws**) presently in force in India , available to the Company and its shareholders for inclusion in Draft Red Herring Prospectus (“**DRHP**”) for the proposed initial public Offering of equity shares of the Company as required under the ICDR regulations.

1. Several of these benefits are dependent on the Company, its shareholders, and its material subsidiary identified as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, being **Badve Engineering Trading FZE** (together the ‘**Material Subsidiary**’), as the case may be, fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company and its shareholders to derive the special tax benefits is dependent upon their fulfilling such conditions, which based on business imperatives the Company, its shareholders and its Material Subsidiary face in the future, the Company, its shareholders and its Material Subsidiary may or may not choose to fulfil.
2. This statement of possible special tax benefits is required as per Schedule VI (Part A) Clause (9)(L) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (‘**SEBI ICDR Regulations**’). While the term ‘special tax benefits’ has not been defined under the SEBI ICDR Regulations, it is assumed that with respect to special tax benefits available to the Company, the same would include those benefits as enumerated in the statement. Any benefits under the Taxation Laws other than those specified in the statement are considered to be general tax benefits and therefore not covered within the ambit of this statement. Further, any benefits available under any other laws within or outside India, except for those specifically mentioned in the statement, have not been examined and covered by this statement.
3. Our views are based on the existing provisions of the law and its interpretation, which are subject to change from time to time. We do not assume responsibility to updating the views consequent to such changes.
4. The benefits discussed in the enclosed Statement cover the possible special tax benefits available to the Company, its shareholders, and Material Subsidiary and do not cover any general tax benefits available to them.

5. In respect of non-residents, the tax rates and the consequent taxation shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile.
6. The benefits stated in the enclosed Statement are not exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that this statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the distinct nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to the specific tax implications arising out of their participation in the issue and we shall in no way be liable or responsible to any shareholder or subscriber for placing reliance upon the contents of this statement. Also, any tax information included in this written communication was not intended or written to be used, and it cannot be used by the Company or the investor, for the purpose of avoiding any penalties that may be imposed by any regulatory, governmental taxing authority or agency.
7. We do not express any opinion or provide any assurance whether:
 - The Company, its shareholders, and its Material Subsidiary will continue to obtain these benefits in future;
 - The conditions prescribed for availing the benefits have been/would be met;
 - The revenue authorities/courts will concur with the views expressed herein.
8. The contents of the enclosed Statement are based on information, explanations and representations obtained from the Company, and its Material Subsidiary and on the basis of our understanding of the business activities and operations of the Company. We have relied upon the information and documents of the Company and its Material Subsidiary being true, correct, and complete and have not audited or tested them. Our view, under no circumstances, is to be considered as an audit opinion under any regulation or law. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our Firm or any of partners or affiliates, shall not be responsible for any loss, penalties, surcharges, interest or additional tax or any tax or non-tax, monetary or non-monetary, effects or liabilities (consequential, indirect, punitive or incidental) before any authority / otherwise within or outside India arising from the supply of incorrect or incomplete information of the Company. Reliance on the Annexure is on the express understanding that we do not assume responsibility towards the investors and third parties who may or may not invest in the proposed initial public issue relying on the Annexure. This statement has been prepared solely in connection with the proposed initial public offering of equity shares by the Company, as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
9. This Statement is addressed to Board of Directors and BRLMs and issued at specific request of the Company for submission to the BRLMs to assist them in conducting their due-diligence and documenting their investigations of the affairs of the company in connection with the proposed Issue. This report may be delivered to SEBI, the stock exchanges, to the Registrar of Companies, Maharashtra at Mumbai or to any other regulatory and statutory authorities by the BRLMs only when called upon by SEBI or the stock exchanges in connection with any inspection, enquiry or investigation, as the case may be, to evidence BRLMs due diligence obligations pertaining to subject matter of this report or for any defence that the BRLMs may wish to advance in any claim or proceeding with SEBI or stock exchanges in connection with due diligence obligations of the BRLMs in the Issue pertaining to subject matter of this report. It should not be used by any other person or for any other purpose. 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 GSA & Associates LLP,
Chartered Accountants
ICAI Firm Registration Number: 000275N/N500339**

**CA. Deepa Jain
Partner
Membership No.: 119681
Place: Pune
UDIN: 24119681BKBHOT6312**

ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO BELRISE INDUSTRIES LIMITED (THE “COMPANY”), ITS SHAREHOLDERS AND ITS MATERIAL SUBSIDIARY

Annexure A

I. Statement of possible special tax benefits available to Belrise Industries Limited (“the Company”) and its Shareholders and its Material Subsidiary.

Direct Taxation

This statement of possible special direct tax benefits available to the Company and its shareholders under the direct tax laws in force in India. This statement is required as per paragraph (9)(L) of Part A of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (“**SEBI ICDR Regulations**”). This statement is as per the Income-tax Act, 1961 as amended by the Finance Act, 2024 read with the relevant rules, circulars and notifications applicable for the Financial Year 2024-25 relevant to the Assessment Year 2025-26, presently in force. The provisions of the Income Tax Act, 1961 are proposed to be amended by the Finance (No.2) Bill, 2024 and the same would be effective only on receiving the assent of President of India. Certain key amendments as proposed by Finance (No.2) Bill 2024 are considered in this statement.

1. Special Income tax benefits available to the Company in India under the Income-tax Act, 1961 (‘Act’)

- Section 115BAA of the Act, as inserted vide The Taxation Laws (Amendment) Act, 2019, provides that domestic company can opt for a corporate tax rate of 22% (*plus applicable surcharge and education cess*) for the financial year 2019-20 onwards, provided the total income of the company is computed without claiming certain specified incentives/ deductions/ exemptions or set-off of losses, depreciation, etc. and claiming depreciation determined in the prescribed manner. In case a company opts for paying tax as per Section 115BAA, provisions of Minimum Alternate Tax (‘MAT’) would not be applicable and unutilized MAT credit will not be available for set-off. The option needs to be exercised on or before the due date of filing the tax return. Option once exercised, cannot be subsequently withdrawn for the same or any other tax year.

The Company has opted for the concessional tax regime as per the provisions of Section 115BAA of the Act and consequently, MAT provisions as envisaged under section 115JB of the Act would not be applicable to the Company.

- Subject to the fulfilment of prescribed conditions, for the year, the Company is entitled to claim deduction under section 80JJAA of the Act with respect to an amount equal to 30% of additional employee cost (relating to specified category of employees) incurred in the course of business in the previous year, for three assessment years including the assessment year relevant to the previous year in which such employment is provided. Further, where the Company wishes to claim possible tax benefit, it shall obtain necessary certification from Chartered Accountant on fulfilment of the conditions under the extant provisions of the Act.

2. Special direct tax benefits available to the Shareholders of Company under the Act

- There are no special tax benefits available to the shareholders of Company for investing in the shares of the Company. However, such shareholders shall be liable to concessional tax rates on certain income(s) (*arising from sale of equity shares of the Company*).
- Section 112A of the Act provides for concessional rate of tax on long-term capital gains on transfer of equity shares with effect from April 1, 2019 (*i.e. Assessment Year 2019-20*) subject to conditions. Any income, exceeding INR 1,00,000 (*proposed to be increased to INR 1,25,000 by the Finance (No.2) Bill, 2024*) arising from the transfer of a long-term capital asset (*i.e. capital asset held for the period of more than 12 months*) being an Equity Share in a listed Indian company or a unit of an equity-oriented fund wherein Securities Transaction Tax (‘STT’) is paid on both acquisition and transfer, income tax is charged at a rate of 10% without giving effect to indexation (*if long-term capital gains exceed the basic threshold limit of exemption, in case of resident individual and HUF*). However, the Finance (No.2) Bill, 2024 proposes that the rate of 10% (*plus applicable surcharge and education cess*) be applicable with respect

to transfer done prior to July 23, 2024. For transfer done on or after July 23, 2024, the Finance (No.2) Bill, 2024, proposes that the long-term capital gains would be taxed at the rate of 12.50 % (*plus applicable surcharge and education cess*) without any indexation benefits.

- Section 111A of the Act provides for concessional rate of tax at the rate of 15 % (*plus applicable surcharge and education cess*) proposed to be increased to 20% (*plus applicable surcharge and education cess*) by Finance (No.2) Bill, 2024 for transfer on or after July 23, 2024 in respect of shortterm capital gains (*provided the short-term capital gains exceed the basic threshold limit of exemption, in case of resident individual and HUF*) arising from the transfer of a short-term capital asset (*i.e. capital asset held for the period of up to 12 months*) being an Equity Share in a listed company or a unit of an equity-oriented fund wherein STT is paid on both acquisition and transfer.
- Separately, any dividend income received by the shareholders would be subject to tax deduction at source by the company under section 194 at the rate of 10%. However, in case of individual shareholders, this would apply only if dividend income exceeded INR 5,000. Further, dividend income shall be taxable in the hands of the shareholders at the rates as applicable in their case.
- In case of an individual, resident in India who opts for new regime under section 115BAC(1A) of the Act, the aforesaid tax implications shall be subject to rebate available under section 87A of the Act which provides that if total income of the resident individual does not exceed INR 7 Lacs, no tax liability may arise subject to maximum rebate of INR 25,000.
- In respect of non-residents, the tax rates and the consequent taxation shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement ('DTAA'), if any, between India and the country in which the non-resident shareholder has fiscal domicile. This is subject to conditions to be satisfied under section 90 of the Act for availing benefits of DTAA.

3. Special Income tax benefits available to the Material Subsidiary

As the material subsidiary Badve Engineering Trading FZE is incorporated Ras Al Khaimah Economic Zone as a Free Zone Establishment – FZE, regulated by Ras Al Khaimah Economic Zone Authority, Government of Ras Al Khaimah. Ras Al Khaimah Economic Zone is a No Tax Emirate, hence as such no special income tax benefits are available to material subsidiary.

Indirect Taxation

This statement of possible special indirect tax benefits is required as per paragraph (9)(L) of Part A of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

- I.** Special Tax Benefits under the Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017 and applicable State Goods and Services Tax Act, 2017 (“GST Acts”), The Customs Act, 1962 (“Customs Act”), the Customs Tariff Act, 1975 (“Tariff Act”), as amended by the Finance Act 2024 including the relevant rules, notifications and circulars issued there under, applicable for the Financial Year 2024-25 and Foreign Trade Policy 2023, presently in force in India.

II. Special Indirect Tax Benefits available to the Company in India under GST Acts

- (i) The Company exports goods without payment of GST under a Letter of Undertaking and no Customs duty is applicable on such exports.
- (ii) The said goods are also supplied by the Company in domestic market which attract GST at the prescribed rates.
- (iii) Apart from the above, no other special Indirect tax benefits are available to the Company under the Indirect Tax Regulations in India.

III. Special indirect tax benefits available to the Company in India under The Customs Act,1962

- Remission of duties and taxes on Exported Products (RoDTEP) - The Remission of duties and taxes on exported products scheme has replaced Merchandise Export from India Scheme (MEIS). Under the scheme, rebate of these taxes will be given in the form of duty credit/electronic scrip. The scheme was notified from 1 January 2022 with the intention to boost exports. The rate of duty of remission for the products under RoDTEP scheme has been notified by the Government of India and it ranges from 0.5 % to 4 %.
- Benefits of Duty Drawback scheme under Section 75 of the Customs Act, 1962: As per Section 75 of the Customs Act, 1962, the Central Government is empowered to allow duty drawback on export of goods. The Company is availing duty drawback under Section 75 of the Customs Act, 1962 read with Notification No. 77/2023-Cus. (N.T.) dated 20 October 2023.

IV. Special Indirect Tax Benefits available to the Company, its Shareholders and its Material Subsidiary.

- The shareholders of the Company are not required to discharge any GST on transaction in securities of the Company. Securities are excluded from the definition of Goods as defined u/s 2(52) of the Central Goods and Services Tax Act, 2017 as well from the definition of Services as defined u/s 2(102) of the Central Goods and Services Tax Act, 2017. Accordingly, transactions in the security of the Company may not attract GST.
- Apart from above, the shareholders of the Company are not eligible to special tax benefits under the provisions of the Customs Tariff Act, 1975 and / or Central Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017, respective Union Territory Goods and Services Tax Act, 2017 respective State Goods and Services Tax Act, 2017, the Goods and Services Tax (Compensation to States) Act, 2017 including the relevant rules, notifications and circulars issued there under.

V. Special Indirect tax benefits available to the Material Subsidiary

As the material subsidiary Badve Engineering Trading FZE is incorporated Ras Al Khaimah Economic Zone as a Free Zone Establishment – FZE, regulated by Ras Al Khaimah Economic Zone Authority, Government of Ras Al Khaimah. Ras Al Khaimah Economic Zone is a No Tax Emirate, hence as such no special Indirect tax benefits are available to material subsidiary.

Notes:

1. This Statement sets out only the possible special tax benefits available under the current provisions of Indian Taxation Laws including amendments as proposed by the Finance Bill (No. 2), 2024.
2. The above Statement of possible special tax benefits sets out the provisions of the Indian Taxation Laws in a summary manner only and is not a complete analysis or listing of all the existing and potential tax consequences of the purchase, ownership and disposal of equity shares of the Company.
3. The tax benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Indian Taxation Laws. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Company or its shareholders may or may not choose to fulfil.
4. The tax benefits discussed in the Statement are not exhaustive and are only intended to provide general information to the investors and hence, are neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Issue.

5. This statement (Company and its Shareholders) does not discuss any tax consequences in the country outside India of an investment in the shares. The shareholders in the country outside India are advised to consult their own advisors regarding possible Income tax consequences applicable to them.
6. The Statement is prepared on the basis of information available with the Management of the Company and there is no assurance that:
 - (i) the Company or its shareholders will continue to obtain these benefits in future;
 - (ii) the conditions prescribed for availing the benefits have been/ would be met with; and
 - (iii) the revenue authorities/courts will concur with the view expressed herein.
7. The above statements are based on the existing provisions of Indian Taxation Laws, Ras Al Khaimah tax regulations and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. The views expressed in this statement are based on the facts and assumptions indicated in the statement. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein.

For Belrise Industries Limited

Name: Shrikant Shankar Badve
Designation: Managing Director
Place: Pune
Date: November 19, 2024

SECTION IV: ABOUT OUR COMPANY

INDUSTRY OVERVIEW

The information in this section is from an industry report titled “Assessment of market potential for sheet metal products, polymer products, suspensions, and EV components in automotive market” dated October, 2024 (the “**CRISIL Report**”), prepared and released by CRISIL Market Intelligence & Analytics (“**CRISIL MI&A**”), a division of CRISIL Limited (“**CRISIL**”). A copy of the CRISIL Report is available on the website of our Company at www.belriseindustries.com. We officially engaged CRISIL in connection with the preparation of the CRISIL Report on July 15, 2024, and commissioned and paid for the CRISIL Report for an agreed fee for the purposes of confirming our understanding of the industry exclusively in connection with the Draft Red Herring Prospectus (“**DRHP**”). There are no parts, data or information (which may be relevant for the Draft Red Herring Prospectus), that have been left out or changed in any manner. For further information, see “Risk Factors – Certain sections of this Draft Red Herring Prospectus disclose information derived from a third party industry report, exclusively commissioned and paid for by our Company and any reliance on such information for making an investment decision in the Issue is subject to inherent risks.” on page 61.

Global and Indian macroeconomic scenario

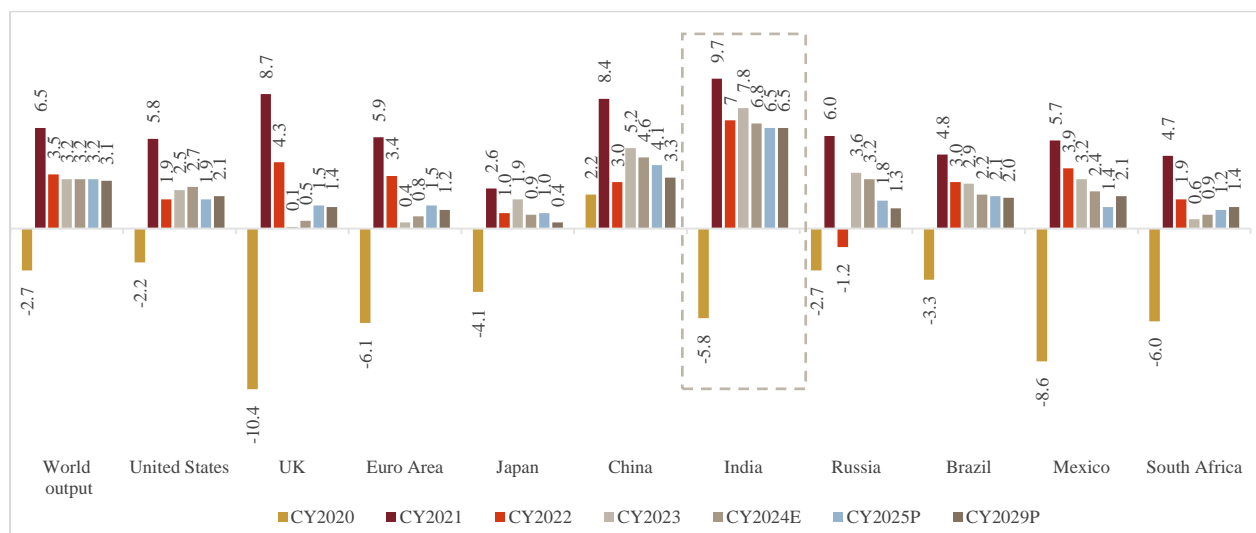
Global economic scenario

Review and outlook of economic growth and inflation in key countries

The global economy continues to recover from challenges heaped by the Covid-19 pandemic, geopolitical uncertainties in Europe and the Middle East, and considerable tightening of global monetary conditions to address elevated inflation. In fact, a return to the pre-pandemic growth rate was challenging, particularly in the case of emerging and developing economies, owing to the convergence of factors such as long-term fallout of the pandemic and increasing geoeconomic fragmentation. Other issues include elevated central bank policy rates in several emerging and developed economies to control inflation and withdrawal of fiscal support amid high debt levels, and extreme weather events.

Despite these challenges, the Indian economy saw strong growth momentum, with a major push fueled by investments and sectors such as information technology, services, agriculture and manufacturing.

Fig: IMF GDP projection for key economies



Note: Euro area comprises 19 member countries of the European Union (EU); years mentioned in the graph are calendar years. Source: IMF (WEO – April 2024 update), CRISIL MI&A Consulting

Meanwhile, the Global headline inflation is expected to fall from an average of 6.8% in Calendar Year 2023 to 5.9% in Calendar Year 2024 mainly due to decline is expected for Advanced economies, with inflation decline by 2% in Calendar Year 2024. The fall in global inflation in Calendar Year 2024 reflects a broad-based decline in global core inflation (all item except food and energy). This dynamic differs from that in 2023, when global core

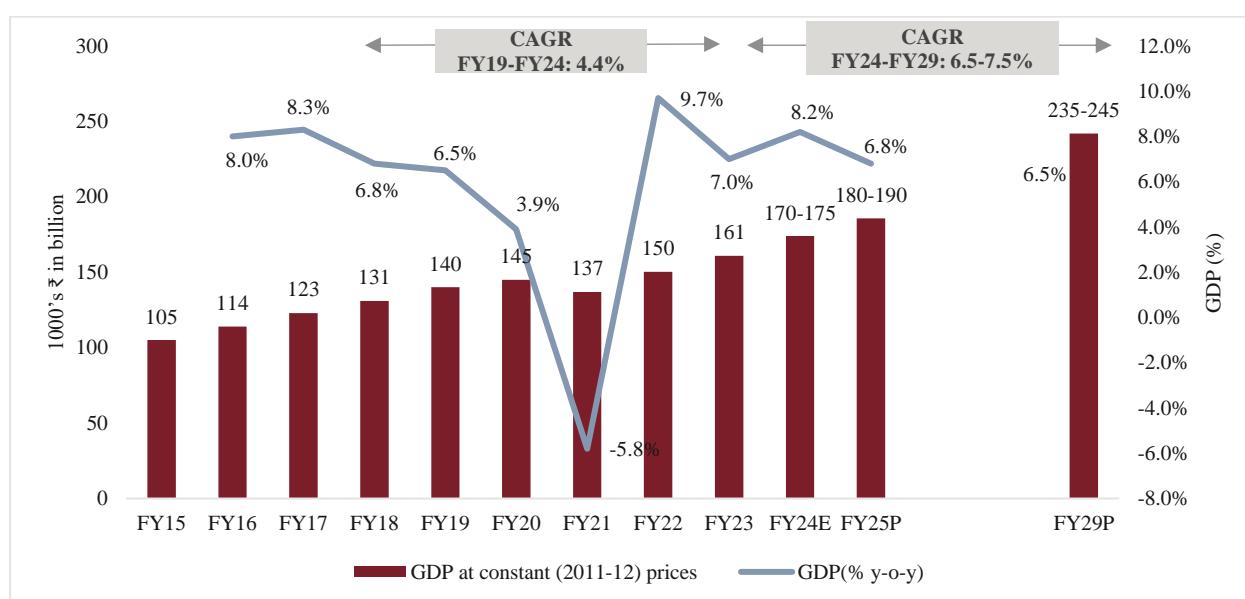
inflation fell marginally on an annual average basis and headline inflation declined mainly on account of lower fuel and food price inflation. In Calendar Year 2024, core inflation is expected to fall by 1.2% after contracting by 0.2% in Calendar Year 2023. As in case of headline inflation, the fall in core inflation is faster for advanced economies. Diminished inflation reflects the fading of relative price shocks notably energy prices. In near term, inflation expectations have fallen in major economies with long term expectations remaining anchored.

Indian economic scenario

Review and outlook of gross domestic product (GDP)

India ranks as the world's 5th largest economy and is the fastest growing among major economies. The Indian economy logged 4.4% CAGR between Financial Years 2019 and 2024. This was a sharp deceleration from a robust 6.7% CAGR between Financial Years 2017 and 2019, which was driven by rising consumer aspiration, rapid urbanization, the government's focus on infrastructure investment and growth of the domestic manufacturing sector.

Fig: India's GDP growth trend and outlook



Note: P – projected

Source: National Statistical Office (NSO), International Monetary Fund (IMF), CRISIL MI&A Consulting estimates

India to remain a growth outperformer globally

Despite slowdown in the near term, India's growth is expected to outperform over the medium run. CRISIL MI&A expects GDP growth to average 6.8% between Financial Years 2025 and 2029, compared with 3.2% globally as estimated by the IMF. India's economic outlook remains positive, supported by structural reforms aimed at positioning it as one of the fastest-growing major economies. According to Finance Ministry, India is expected to become the 3rd largest economy in the world with a GDP of USD 5 trillion by Financial Year 2028.

Drivers for India's economic growth

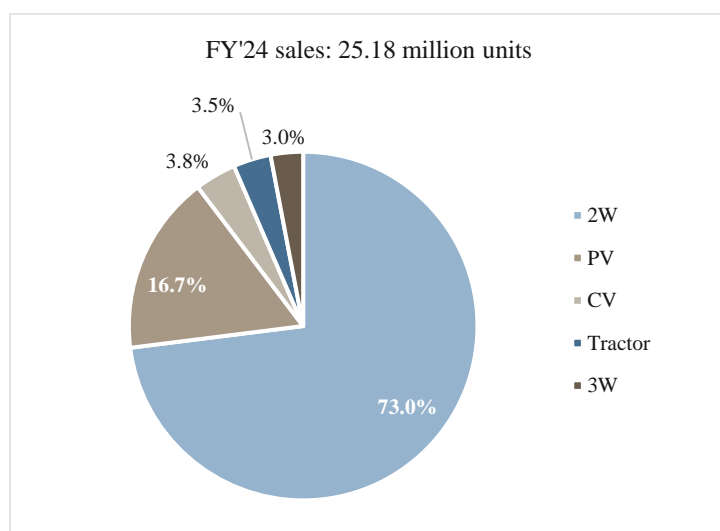
- Capital will continue to be the biggest contributor to growth. As the government pursues Financial Year consolidation, its role in boosting overall capex will partly diminish compared with the past few years. Nevertheless, it is expected that private sector will gradually play a larger role than in the recent past.
- Strong domestic demand is expected to drive India's growth over peers in the medium term.

- Investment prospects are optimistic, given the government’s capex push, progress of Production-Linked Incentive (PLI) scheme, healthier corporate balance sheets, and a well-capitalized banking sector with low non-performing assets (NPAs).
- India is also likely to benefit from its diversification of the supply chain for incoming FDI flows, as global supply chains get reconfigured with focus shifting from efficiency towards resilience and friend shoring.
- Rising employment rates and a notable increase in private consumption, buoyed by growing consumer confidence, are poised to drive GDP growth in the upcoming months.
- The government’s future capital expenditures are expected to be supported by factors such as tax buoyancy, simplified tax structures with lower rates, tariff structure reassessment, and tax filing digitization.
- Medium-term growth is anticipated to be bolstered by increased capital spending on infrastructure and asset development projects, leading to enhanced growth multipliers.
- The Budget 2024 has also tried to incentivize employment generation in the economy, which should over time spur consumption demand and act like an indirect support to push up private investments.

Review and outlook on the Indian Automotive industry

Overview of Indian automotive sector

Fig: Segment wise split of the Indian Automobile market by volumes (Financial Year 2024)



Source: SIAM, VAHAN, CRISIL MI&A

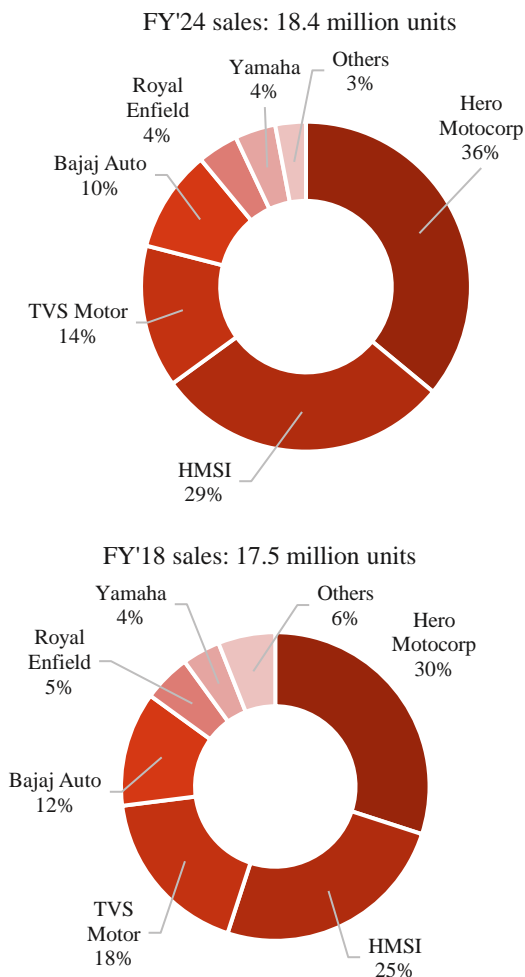
Leading companies by vehicle segment and market share

Two-wheelers: In the last 15 years (Financial Years 2009 to 2024), domestic two-wheeler industry has grown at a CAGR of 6.2% and reached a volume of 18.4 million in Financial Year 2024. Within this period, the industry accelerated at a much faster pace of 11.1% CAGR over the 10-year period from Financial Years 2009 to 2019 and reached a historic high of volumes of 21.2 million in Financial Year 2019.

Furthermore, continued demand for electric two-wheelers despite the subsidy cut supported the growth in Financial Year 2024. New launches especially in the premium segments provided an added support to the demand. Additionally, <=110 cc motorcycles subsegment witnessed some improvement during the year after consecutive contractions, aided by limited rise in ownership costs as well as increased customer incentives. Moreover, continued support from financiers also aided the overall industry growth in Financial Year 2024. In the last 5

years, the electrification within the industry has helped grow the industry sales. Even during the years, when the ICE vehicle sales slid, the sharp rise in EV retails restricted the drop in the overall 2W sales volumes. During Financial Years 2019 to 2024 period, ICE segment contracted at 3.7% CAGR and EV retails skyrocketed with a 101.7% CAGR, albeit from a lower base.

Fig: Market share for domestic two-wheeler industry (Financial Year 2018 and Financial Year 2024)



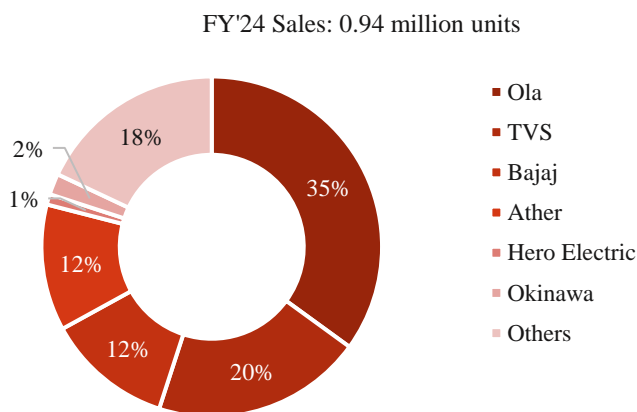
Others include: Piaggio Vehicles Pvt Ltd, Triumph Motorcycles (India) Pvt Ltd., India Yamaha Motor Pvt. Ltd., India Kawasaki Motors Private Ltd
Source: SIAM, CRISIL MI&A

Trends in players' shares and market preferences

- Motorcycles continue to lead the two-wheeler industry, but scooters were fast catching up until Financial Year 2024 spearheaded by HMSI's Activa, TVS' Jupiter and Suzuki's Access 125.
- Motorcycle segment's domestic market share increased marginally from 63% in Financial Year 2018 to 63.2% in Financial Year 2024.
- Share of scooters in domestic market has increased to 34.2% in Financial Year 2024 from 33% in Financial Year 2018.
- However, players like Hero, TVS, Yamaha are investing and strengthening in their scooter portfolio. However, Bajaj is focusing on improving its premium motorcycle portfolio with the launch of high-end vehicles with 200, 250, 400 cc engines.

- Led by the improving affordability and changing consumer preferences, high-end vehicles are getting a good traction in the domestic market, which helped Royal Enfield to clock tremendous growth and grab a sizable 4.6% share in the domestic market in Financial Year 2024.
- On the export front, Bajaj has the highest exposure to exports with about 40% of its volumes in Financial Year 2023 coming from its export operations.
- Although other players have a major focus towards their domestic arm, given the intensifying competition in the domestic market and better export realizations, players like Yamaha and TVS are increasing their export focus.

Fig: Market share for domestic E-two-wheeler industry (Financial Year 2024)



Source: SIAM, CRISIL MI&A

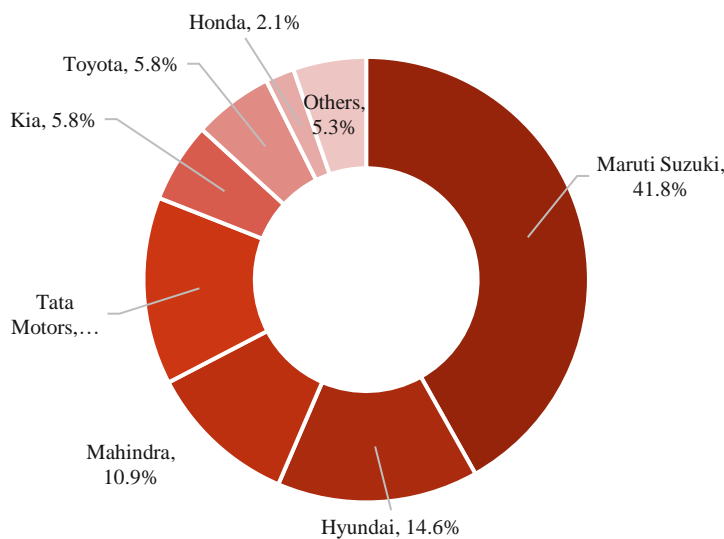
Trends in players' shares and market preferences

- Ola Electric is focusing on vertical integration and direct-to-consumer sales, reducing dependency on external suppliers and lowering costs. Additionally, it is manufacturing several major components, including electric motors and batteries, in-house at its Future-factory, which is one of the largest EV production facilities globally. This vertical integration allows Ola to control costs and ensure quality, offering a price advantage in the competitive market.
- Ather Energy is concentrating on technology-driven solutions, offering premium electric scooters with proprietary battery management systems and fast-charging capabilities. Also, focuses on innovation, with in-house capabilities in battery technology, software development, and vehicle design. Ather's smart scooters are equipped with features like touchscreen dashboards, onboard navigation, and over-the-air updates, driven by its in-house R&D team.
- Hero Electric, being one of the oldest players in the market, is leveraging its extensive distribution network to rapidly expand across both urban and rural markets. The company benefits from a well-established supply chain and a strong dealer network, which enhances its market reach and scalability in manufacturing.
- Bajaj Auto and TVS are capitalizing on their established brand presence and expanding their electric portfolio while enhancing production capacities. Both companies are leveraging their longstanding expertise in the two-wheeler industry, with capabilities in large-scale manufacturing, robust quality control, and established customer trust.

Passenger vehicles: Between Financial Years 2019 and 2024, India’s domestic PV sales volume rose at 5% CAGR. This growth was despite the sales contraction (at 10% CAGR) witnessed during Financial Years 2019 to 2021. From the low base of Financial Year 2021, PV sales bounced back and grew at a healthy pace to reach a high of 3.9 million vehicles in Financial Year 2023 and 4.2 million vehicles in Financial Year 2024.

During Financial Year 2024, growth momentum of the industry continued, albeit at a slower pace, backed by the continued traction for the SUV segment, intermittent launches and improvement in disposable income. Off the high base of Financial Year 2023, the industry grew by 8.4% in Financial Year 2024 to reach the historic high of 4.2 million units. The share of small cars (hatchbacks) reduced from 46.9% in Financial Year 2019 to 27.7% in Financial Year 2024. During the same period, share of SUVs increased from 23.2% in Financial Year 2019 to 51.2% in Financial Year 2024.

Fig: Market share (Domestic sales – Financial Year 2024)



Source: SIAM, CRISIL MI&A

- The top two companies - Maruti Suzuki and Hyundai Motors - accounted for ~56% of the total domestic market.
- Capital-intensive nature of the business as well as competitive intensity are key entry barriers to the industry.

Domestic PV industry is an oligopolistic market with few players dominating the entire industry. Maruti Suzuki leads the PV industry in terms of domestic sales volumes. Hyundai Motor India is the second largest contributor to the domestic sales, followed by Tata Motors and Mahindra & Mahindra. These 4 players together contribute approximately 80% of the market. However, in the last 5 years, the competition has intensified amidst competitively priced feature-rich vehicle launches by all players as well as recent entrants such as Kia and MG grabbing sizeable shares.

Share of Maruti Suzuki contracted from a high base of 52% in Financial Year 2019 to 41% in Financial Year 2023 due to the shift in customer preference from hatchbacks towards SUVs and Maruti Suzuki’s focus on the cars segment. However, success of their recent launches like Grand Vitara, Fronx, Invicto and continued traction for Ertiga and Brezza helped Maruti Suzuki regain some lost ground during Financial Year 2024, bringing their market share up to 42%.

Investment scenario

Growing demand for electric vehicles: Companies are in the process of expanding their capacity for electric vehicles. CRISIL MI&A expects a 40-45% rise in electric two-wheeler sales to 1.35 million units in Financial Year 2025.

Government incentives and subsidies: The Indian government has provided various incentives and subsidies to promote the use of three-wheelers, particularly for commercial use, further encouraging the growth of this market.

Rural demand: The demand for lower CC models in rural areas is driving the growth of the two-wheeler market, with domestic entry-level motorcycle sales accounting for 45-50% of total domestic motorcycle volumes.

New product launches: Major car manufacturers are investing in new manufacturing plants and existing facilities to cater to the increasing demand for vehicle production in the country.

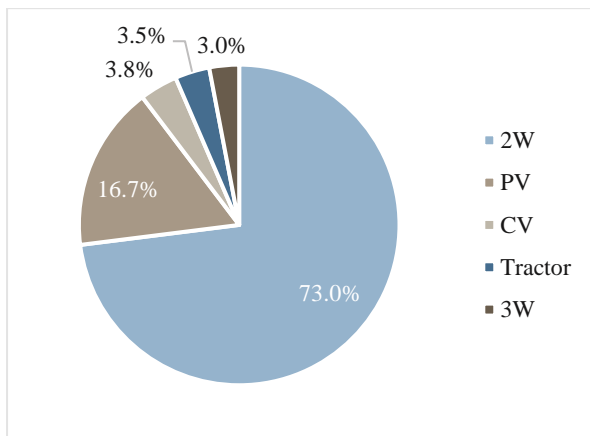
The business development timeline for entry into new product categories with customers is lengthy and rigorous, and takes considerable time from the date of issue of a request for proposal to secure purchase orders from such customers

Review and outlook on the Indian two-wheeler industry

Review of Indian two-wheeler industry

India is the largest motorized two-wheeler market by volume in the world, with domestic sales of 18.4 million units in Financial Year 2024. Indian automobile segment primarily consists of two-wheelers (2W), passenger vehicles (PV), commercial vehicles (CV), three wheelers (3W) and tractors. Two-wheeler is the largest segment and contributed 73.0% to the total auto market by volume followed by the passenger vehicle segment which contributed 16.7%.

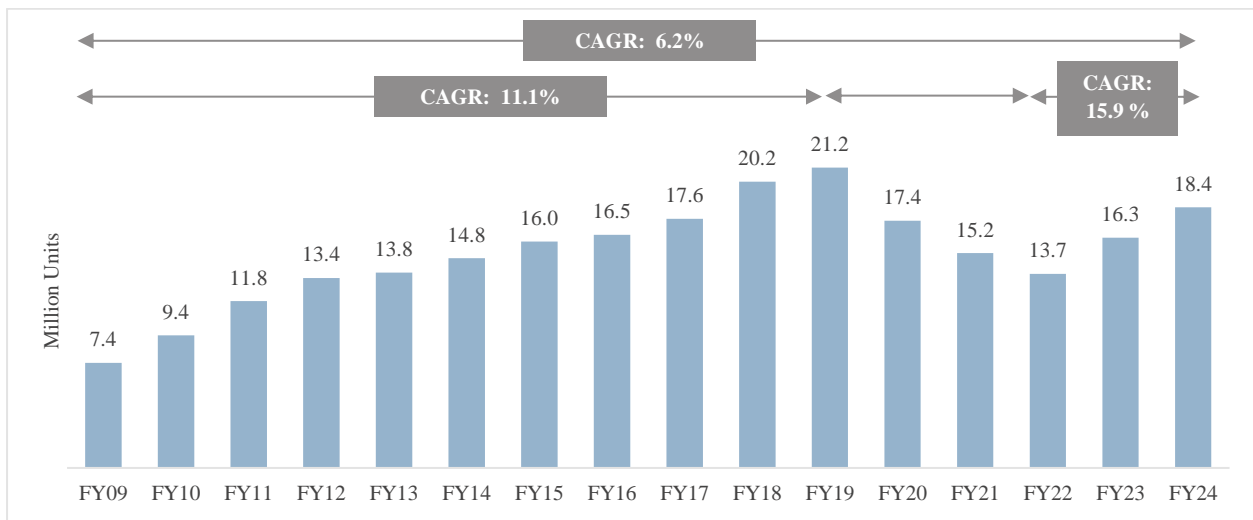
Fig: Segment wise split of the Indian Automobile market by volumes (Financial Year 2024)



Source: SIAM, VAHAN, CRISIL MI&A

The two-wheeler segment sees a healthy demand in India and is preferred over four wheelers by majority of the Indian population especially for their regular commute. This is primarily due to the lower acquisition cost, higher mileage, lower maintenance costs, ease of navigation especially during the traffic hours, hassle free parking and suitability of two-wheelers on rugged roads.

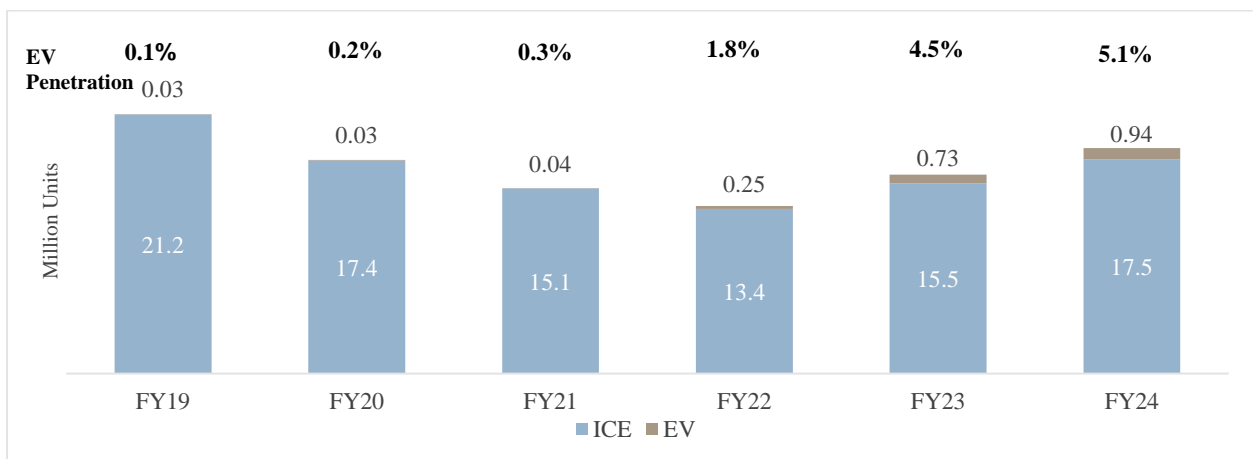
Fig: Domestic two-wheeler sales volume trend – Financial Years 2009 to 2024



Note: Figures in bracket to be read as negative (E.g. (10) to be read as minus 10)
 Source: SIAM, VAHAN, CRISIL MI&A

2W industry sales further increased by 13% during Financial Year 2024 backed by improvement in macro-economic scenario, rural support, continued traction for >=125cc motorcycles as well as scooters. Furthermore, continued demand for electric two-wheelers despite the subsidy cut supported the growth in Financial Year 2024. New launches especially in the premium segments provided an added support to the demand. Additionally, <=110 cc motorcycles subsegment witnessed some improvement during the year after consecutive contractions, aided by limited rise in ownership costs as well as increased customer incentives. Moreover, continued support from financiers also aided the overall industry growth in Financial Year 2024.

Fig: Domestic two-wheeler sales volume trend (ICE vs EV)



Source: SIAM, VAHAN, CRISIL MI&A

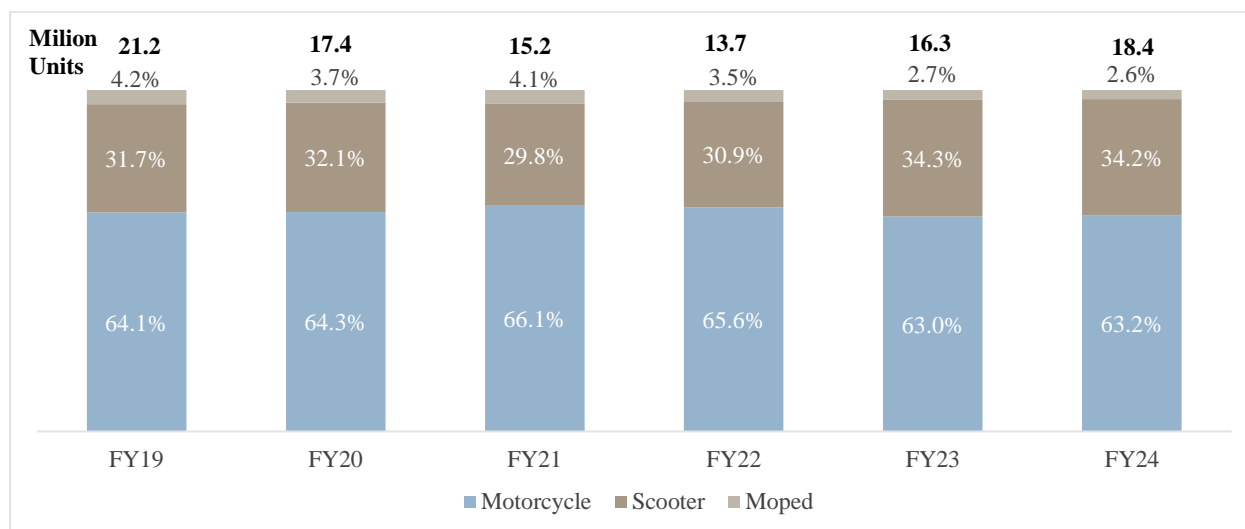
In the last 5 years, the electrification within the industry has helped grow the industry sales. Even during the years, when the ICE vehicle sales slid, the sharp rise in EV retails restricted the drop in the overall 2W sales volumes. During Financial Years 2019 to 2024 period, ICE segment contracted at 3.7% CAGR and EV retails skyrocketed with a 101.7% CAGR, albeit from a lower base.

Segment wise domestic sales trend

Motorcycles dominate the domestic two-wheeler industry sales with more than 60% contribution to the annual domestic sales volumes. However, their contribution has gradually contracted over the years, from 78% in Financial Year 2009 to 63% by Financial Year 2024.

On the other hand, the scooters segment expanded its presence over the long-term horizon; from 15% in Financial Year 2009 to 34% in Financial Year 2024. The mopeds segment also lost some ground to scooters over the years, from ~6% share in Financial Year 2009 to ~3% in Financial Year 2024.

Fig: Domestic two-wheeler sales segmental trend – Financial Years 2019 to 2024



*Note: Data includes ICE and EVs; EV retail data from VAHAN has been considered.
Source: SIAM, VAHAN, CRISIL MI&A*

Demand drivers and trends in the domestic two-wheeler market

The performance of the Indian 2W industry is dependent on numerous social and economic factors, including demographic trends and preferences, income levels, affordability of 2W vehicle customers, changes in government policies, overall economic conditions as well as availability of finance and interest rates. Certain factors, such as general macroeconomic and consumer trends, have direct impact on demand for 2W vehicles.

According to International Road Federation - World Road Statistics 2023 report, India had around 243 million two-wheelers in use in Calendar Year 2020 i.e. India had 175 two-wheelers for every 1,000 people. This two-wheeler penetration of India is much lower than many of the Southeast Asian countries like Taiwan (592 two-wheelers per 1,000 people), Indonesia (423), Malaysia (406 – as of 2018) and Vietnam (613 – as of 2018).

This provides a sizeable headroom for the two-wheeler industry to grow going forward. Some of the key drivers aiding India’s domestic two-wheeler industry demand are:

Per Capita Income

Per capita income shows the increase in income thereby indicating economic well-being and average living standard of population in a country.

According to International Monetary Fund (IMF), India had a GDP per capita of USD 2,500 in 2023 compared to USD 1,438.1 in 2013. It has increased at a CAGR of 5.7% in the last 10 years. In 2020, the GDP per capita decreased by 6.6% owing to the pandemic and nationwide lockdown which impacted the manufacturing and service sector. However, in 2021 these sectors returned to normalcy and GDP per capita increased by 17.0% to reach USD 2,250.2.

Going ahead, IMF expects the GDP per capita to grow at a faster rate of 9.3% and reach USD 4,281 by 2029. Continued improvement in GDP per capita to aid two-wheeler segment growth over the long-term horizon.

Agricultural incomes

Rural income growth is an important determinant of two-wheeler demand in India. Rural sales contribute nearly 55-60% of the domestic sales in India.

Within two-wheelers, although motorcycles are the preferred choice for rural customers, improvement in rural infrastructure and road connectivity has helped scooters to make inroads in rural areas. With rising electrification, a significant portion of EV demand is also coming from tier 3 and rural areas. So, the rural incomes have a direct bearing on the two-wheeler industry sales.

Rural Infrastructure

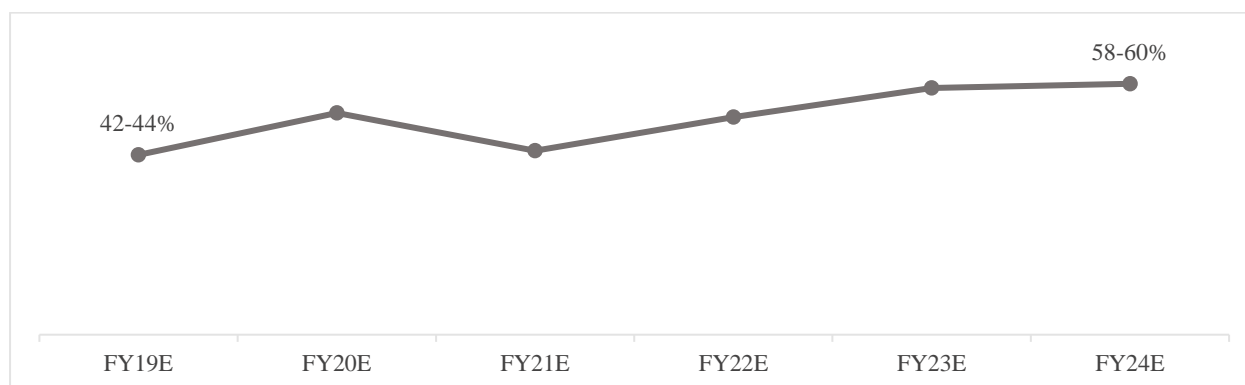
Rural infrastructure also has a pronounced impact on rural incomes and, in turn, two-wheeler sales. Under the Pradhan Mantri Gram Sadak Yojana (PMGSY), launched in 2000, the government aims to build all-weather roads in rural India to improve connectivity as well as support the rural economy.

Financing support

Finance support plays an important role in the overall demand growth of the two-wheeler industry given the relatively lower income profile of customers as well as smaller ticket size of the industry.

Going forward, CRISIL MI&A expects the finance penetration to improve further and support the growth of two-wheeler industry.

Fig: Two-wheeler finance penetration trend



Source: CRISIL MI&A

Growing gig economy

The gig economy is a significant contributor to the two-wheeler industry demand due to last mile delivery vehicle requirement.

According to NITI Aayog, there were nearly 6.8 million gig workers engaged in the gig economy including food, grocery, electronics, and e-commerce last mile delivery work during Financial Year 2020. The gig workforce is expected to expand to 23.5 million by Financial Year 2030 backed by the expected rise in underlying industries of e-commerce and food delivery services.

Premiumization in the industry

There is a clear shift towards premium vehicles being witnessed within the two-wheeler industry. Customers are looking to upgrade to the next premium vehicle segment within motorcycles as well as scooters. Younger profile of the buyers, feature rich new vehicle launches at competitive rates, vehicle being seen as an extension of customer's personality and financing support has supported this premiumization trend within the two-wheeler industry. In the last 5 years, the share of ≥ 125 cc motorcycles increased from 38% in Financial Year 2019 to 52% in Financial Year 2024. While for scooters, the share of 125cc scooters rose from ~20% in Financial Year 2019 to ~47% in Financial Year 2024.

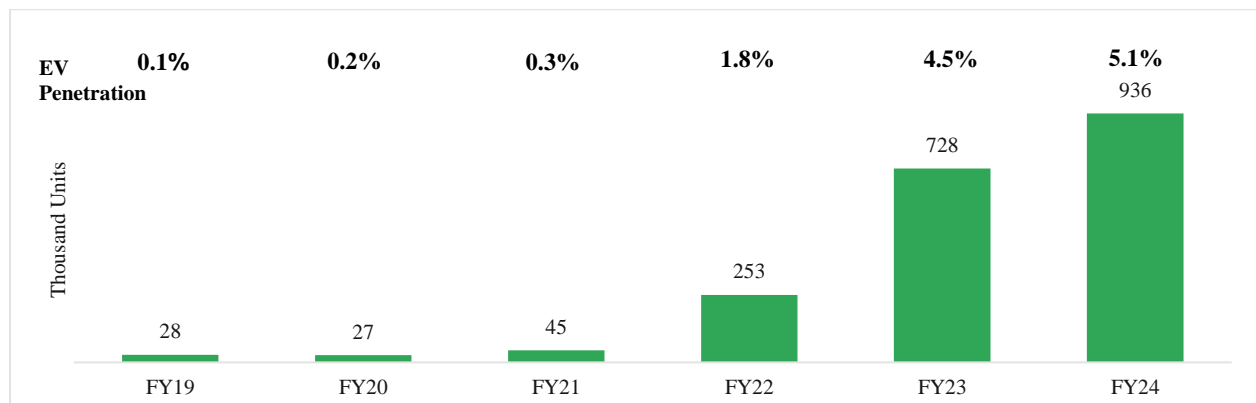
Electrification in the 2W industry

EV sales have skyrocketed, especially post pandemic aided by the rising awareness, government support and expanding EV portfolio of the industry. The entry of the new age non-traditional OEMs like OLA, Ather, Okinawa provided an additional boost to the EV segment in India.

While the ICE two-wheeler sales contracted at 3.7% CAGR between Financial Years 2019 to 2024, EV sales accelerated at 101% CAGR, thus restricting the drop in overall industry sales.

Even going ahead, the furthering electrification is estimated to provide the much-needed thrust to the industry growth over the long term horizon. (EVs have been covered in detail in the next chapter)

Fig: e2W retail sales trend in India



Note: VAHAN data does not include Telangana & Lakshadweep retails

Source: VAHAN, CRISIL MI&A

Shrinking replacement cycles

The vehicle replacement cycles have been shrinking amidst the expanding vehicle portfolios by OEMs, entry of newer players into the industry - global & non- traditional, increasing number of attractive, feature rich and competitively priced vehicle launches, shortening duration of new vehicle launches by OEMs, continuous technological advancement in vehicles, younger buyer demographic, expanding financing coverage and rising awareness.

From an average 10-12 years replacement cycle a decade ago, the replacement cycles have come down to 7-8 years. The shortened replacement cycle for the average customer is an added boost for the two-wheeler industry sales.

Domestic Two-Wheeler Industry Outlook (Financial Years 2025 to 2031)

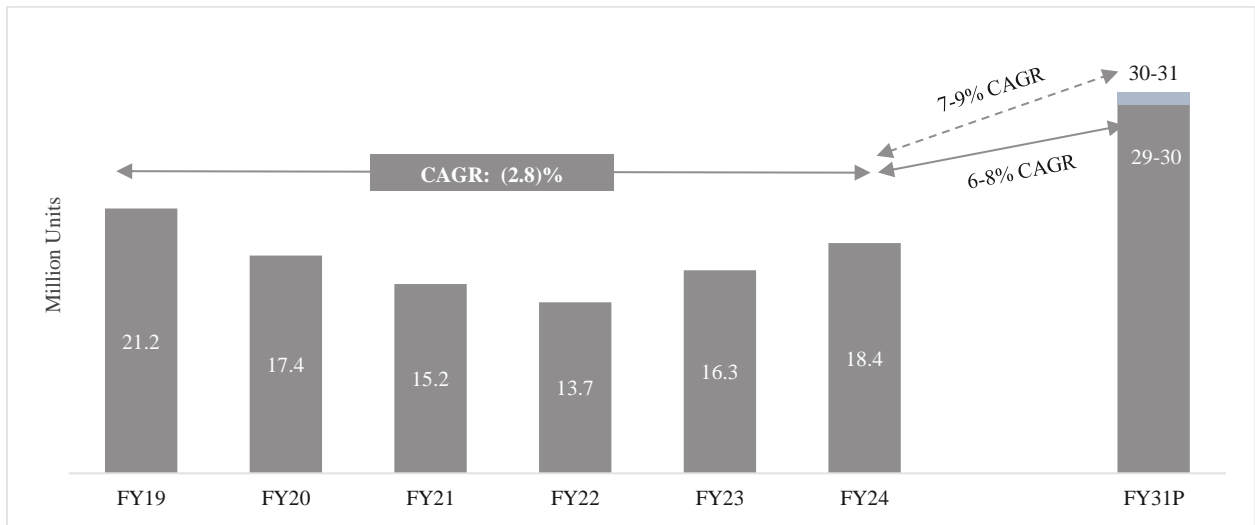
The industry is expected to continue its growth momentum over the long-term horizon led by the positive microeconomic and macroeconomic environment, favorable rural demand, premiumization, intermittent launches, shrinking replacement cycle and continued support from financiers. Moreover, continued R&D investments by the OEMs and the technological advancements in the industry to provide an added support to the growth of the industry over the long-term horizon.

Additionally, the fast-rising EV segment, with EV portfolio expansion by legacy players, capacity expansion by new age players will accelerate the industry growth.

Introduction of CNG powertrain, which will offer lower operating costs compared to petrol variants, will push the two-wheeler industry growth further.

Led by these positive industry drivers, the two-wheeler industry sales are projected to grow at 6-8% CAGR and reach volumes of 29-30 million by Financial Year 2031.

Fig: Domestic two-wheeler industry outlook – till Financial Year 2031



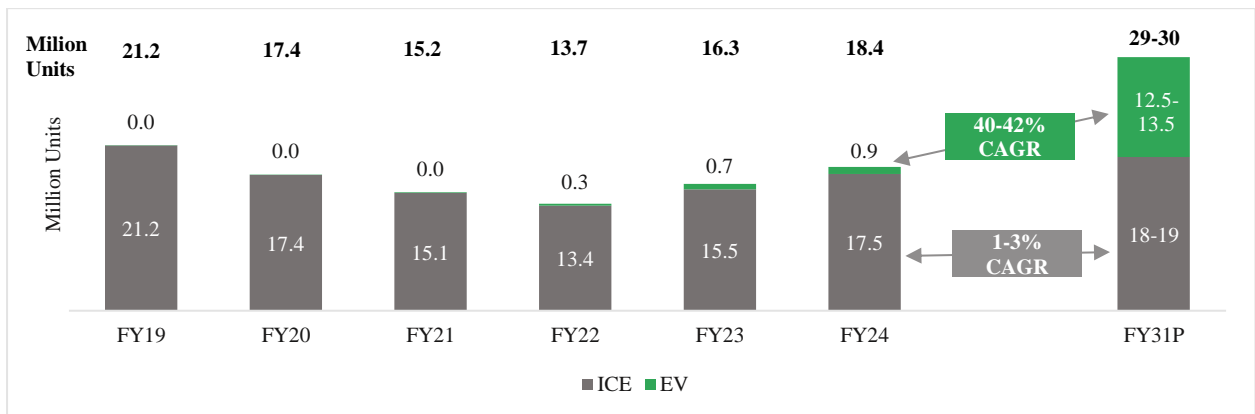
Note: The numbers indicated by the dotted arrow represent the optimistic case
 Source: SIAM, CRISIL MI&A

Industry growth will be driven by the EV segment which is projected to clock a healthy CAGR of 40-42% over the long term. While the ICE vehicle segment will grow at a subdued pace of 1-3% CAGR.

The faster growth in EVs will help the EV penetration to reach 42-47% of the industry sales by Financial Year 2031. (EV subsegment outlook is covered in detail in the later section)

Domestic two-wheeler industry powertrain wise outlook

Fig: Powertrain wise sales trend

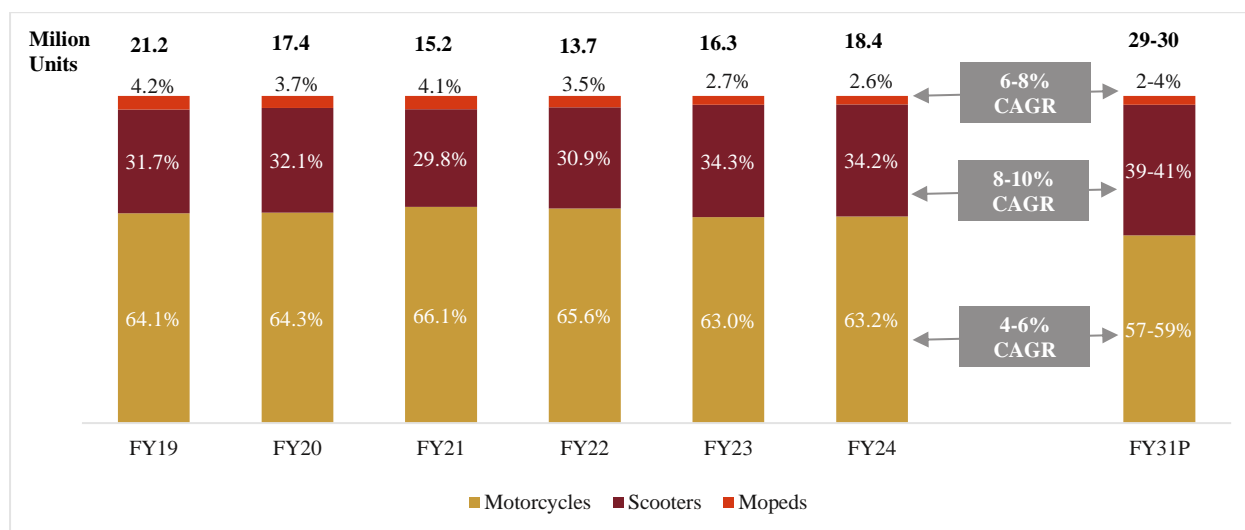


Note: Figures above the graph showcase the total sales, outlook is for the base case scenario
 Source: SIAM, CRISIL MI&A

CRISIL MI&A projects the scooters segment to grow at a faster pace of 8-10% CAGR over the long-term horizon. However, the ICE scooters segment is expected to contract amidst the shift towards the EV segment. Sizeable portion of the ICE scooter replacement demand will shift towards the electric variants.

Segmental Split Outlook

Fig: Segmental wise sales – two wheelers



Source: SIAM, CRISIL MI&A

Motorcycles, on the other hand, are projected to grow at a slower pace of 4-6% CAGR over the long term horizon till Financial Year 2031. The primary contributor to motorcycle sales, the ICE motorcycles are expected to grow at 3-5% CAGR. The premium $\geq 125\text{cc}$ subsegments are expected to continue to provide the thrust to the motorcycles segment going ahead while the $\leq 110\text{cc}$ subsegment is projected to grow at only a moderate pace. Premiumization and upgradation will limit the growth of $\leq 110\text{cc}$ motorcycles subsegment

Mopeds are expected to grow almost in line with the overall industry growth led by the electrification in the price sensitive segment. Electrification within the mopeds segment will lead the growth of this segment. CRISIL MI&A expects the relatively financially weak, bottom of the pyramid customer base of mopeds segment to opt for EV mopeds which have relatively lower acquisition costs.

Table: Segmental growth within the industry in the last 5 years and projected for next 5 years

| Segment | Financial Year 2019 to Financial Year 2024 CAGR | Financial Year 2024 to Financial Year 2031P CAGR |
|--------------------|---|--|
| Motorcycles | (3.0) % | 4-6% |
| ICE | (3.1) % | 3-5% |
| EV | NM | 107-109% |
| Scooters | (1.3) % | 8-10% |
| ICE | (4.3) % | (7)-(8) % |
| EV | 101.3% | 35-37% |
| Mopeds | (11.4) % | 6-8% |
| ICE | (11.4) % | 6-8 % |
| EV | NM | NM |
| Total | (2.8) % | 6-8% |

Note: NM: Not meaningful; Figures in bracket to be read as negative (E.g. (10) to be read as minus 10), EV retail data from VAHAN has been considered.

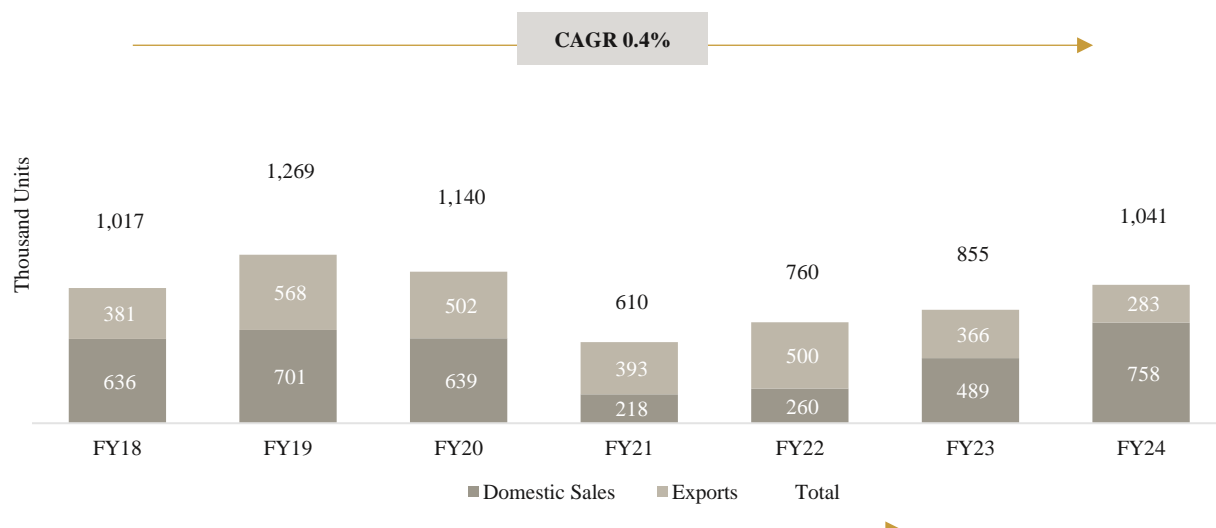
Source: SIAM, CRISIL MI&A

Review and outlook of Indian three-wheeler industry

Review of Indian three-wheeler industry (Financial Years 2019 to 2024)

India is the largest three-wheeler (3W) market in the world, with domestic sales of 0.76 million units in Financial Year 2024. The industry contributed to ~3% of the total market – comprising two-wheelers (2Ws), 3Ws, passenger vehicles (PVs) and commercial vehicles (CVs) by volume.

Fig: Three-wheelers domestic, by volume

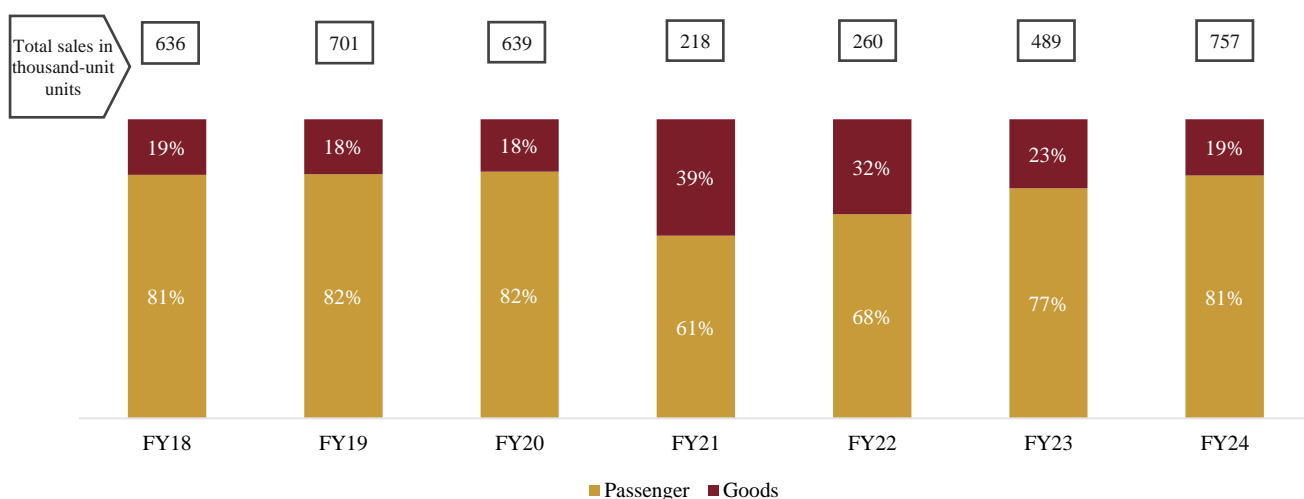


Source: SIAM, Vahan, CRISIL MI&A

Note: ICE numbers have been taken from SIAM while EV numbers have been taken from Vahan

In Financial Year 2024, 3Ws domestic sales recorded a substantial on-year growth of 55% in Financial Year 2024, led by Passenger vehicles.

Fig: Segment-wise share, total volume



Source: SIAM, CRISIL MI&A

3W segment is categorized into two sub segments, i.e., Passenger vehicle (PV) and Cargo/ Goods vehicle (GV). The passenger vehicle segment contributed the majority share to overall domestic sales of 3Ws, accounting for 81% in Financial Year 2024. A significant decline was witnessed in Financial Year 2021 in PVs due to the Covid pandemic and the BS-VI transition. The pandemic shored up preference for personal mobility and leading to a

sharp decline in shared mobility. However, there has been a slight recovery from Financial Year 2022 as demand for shared mobility gradually increased.

The Goods segment accounted for 19% share in Financial Year 2024 on a high base of Financial Year 2023. The Goods segment contributed the highest 39% in 2021 with robust demand for last-mile delivery, particularly in urban areas. Electric mobility has been making strong presence on the back of a steady pick-up in last-mile connectivity demand and cargo requirement. Electric GV constitutes 28% of total GV sales in 2024, compared with 16% in 2023. The continuous growth shows immense potential, particularly in the electrification of 3Ws.

Demand drivers

Easier availability of finance

Stringent credit norms and credit information through the Credit Information Bureau (India) Ltd (CIBIL) have helped players widen their customer base. Moreover, the entry of NBFCs targeting the markets banks and captive NBFCs (operated by two-wheeler manufacturers) had exited, with focus largely on non-metros, have fueled competition.

Growth in e-commerce

The size of the Indian e-commerce industry was estimated at ~₹3,100 billion in Financial Year 2023, has been phenomenal growth, barring in Financial Year 2021 when it was weighed down by the pandemic. The market has managed to attract not only customers but also global investors, and has grown three times between Financial Years 2018 and 2023 due to the deepening internet penetration, rising awareness about online shopping, and lucrative deals offered by well-established players and start-ups.

According to the Society of Indian Automobile Manufacture (SIAM), in Financial Year 2024, around 35,192, electric 3Ws were sold domestically, as compared with 30,134 in Financial Year 2023, due to robust growth in demand. There is a vast mobility-solution opportunity using EVs in the middle- and last-mile connectivity, with the 3Ws as delivery vectors. Electric 3Ws provide an essential element of this supply chain.

Electrification in 3Ws

With the emphasis on reducing the carbon footprint, electric vehicles (EVs) are gaining importance globally. India is also a signatory to the Paris Agreement under the United Nations Framework Convention on Climate Change. The country is also part of the EV30@30 campaign, targeting a 30% sales share for EVs by 2030.

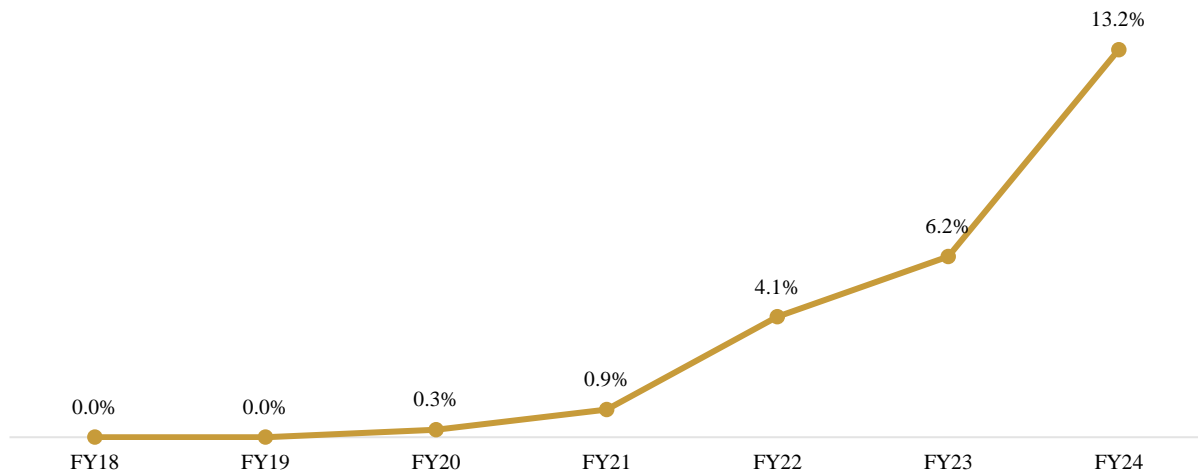
The government is extending its support via Faster Adoption and Manufacturing of Hybrid and Electric vehicles (FAME) and tax-rate cuts to boost EV adoption. Furthermore, growing awareness, concern for environmental issues, and keener focus from automotive companies are driving electrification in India. The EV segment received a real thrust in the past two years with model launches, increasing awareness, elevated fuel prices, and improvement in infrastructure support.

Sales of e-3Ws (L3 and L5) in India

In the e-3W segment, mobility, especially in the case of e-rickshaws, is widely used for last-mile connectivity. E-autos and e-rikshaws differ primarily in the design specification of electric powertrain, performance (in terms of torque and maximum speed) and passenger capacity. E-rikshaws are a low-cost variant of e-3Ws, without an exact Internal Combustion Engine (ICE) counterpart.

The overall e-3W market has grown at a significant 33% CAGR between Financial Years 2018 and 2023. The e-3Ws with high assured utilization rates are more profitable for businesses, as they become economical to operate at higher utilization. E-commerce giants are preferring e-rikshaws for clean and economical last-mile connectivity.

Fig: EV penetration in 3Ws (L5 category)



Note: Electric 3W includes e-auto
Source: VAHAN, CRISIL MI&A

E-auto (i.e., the L5 category) rickshaws use lithium-ion batteries and have an average speed of more than 25 kmph. They are used for moving cargo as well as passengers. The leading players in this segment present in this space Mahindra Electric and Piaggio. Under FAME-I, e-3Ws driven by lead-acid batteries were also eligible for the subsidy. However, under FAME-II, only advanced batteries and registered vehicles are eligible. Higher initial cost of e-autos, lack of availability of a wide range of products in the market, and low availability of charging infrastructure have posed challenges to their penetration.

Despite these challenges, the shift towards e-autos occurred due to low cost, economical, and environmental cleanliness.

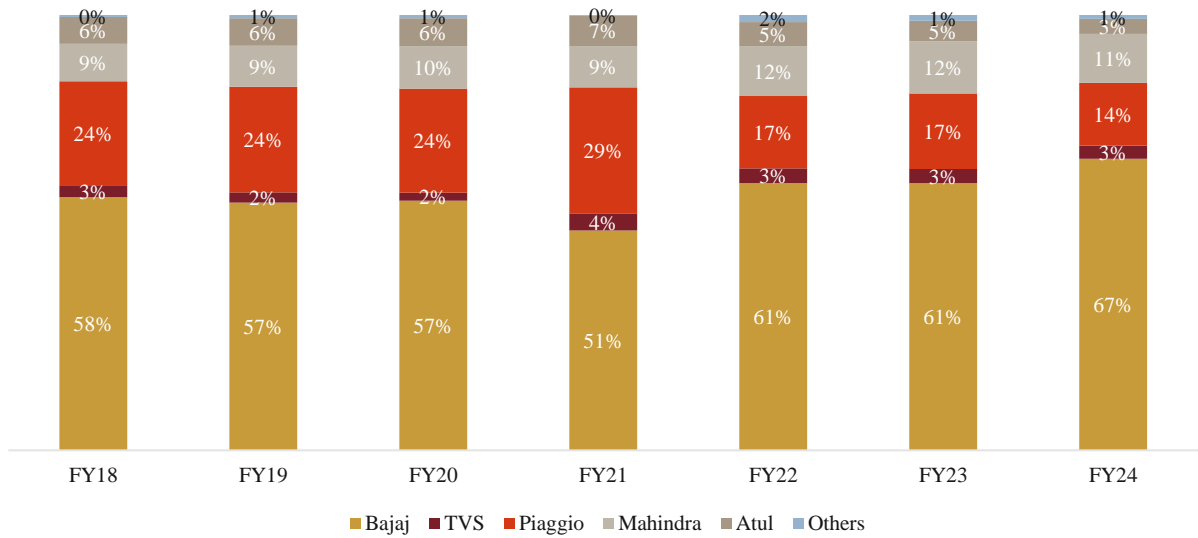
Replacement opportunity in three-wheelers

Demand for 3Ws has improved after the pandemic subsided as customers are upgrading and replacing old fleet for higher uptime and cleaner vehicles. The replacement market for 3Ws has expanded. Pent-up demand from Financial Year 2021 (when vehicular movement was restricted) had helped the segment last Financial Year. It is expected to continue this Financial Year, too. Further, demand in the replacement market is expected to grow owing to deeper penetration of electric three-wheelers. Additionally, central and state subsidies have lowered the capital cost. Also, some of the states have either reduced or waived of registration fees, road tax and permit requirement for electric three-wheelers. Moreover, these vehicles have inherently lower running cost. Overall, their cost of ownership is now much lower than conventional diesel or CNG three-wheelers, rendering shift to electric 3Ws attractive.

Bajaj leads three-wheelers

Competition in the three-wheeler industry is reasonably consolidated, with Bajaj dominating over the past five years. The key players are Bajaj, TVS, Piaggio, Mahindra and Atul (together more than 90% of the market). While Piaggio is a strong player in the goods segment, Bajaj is way ahead of the competition in the passenger segment.

Fig: Share of key player in three-wheelers (Basis sales)

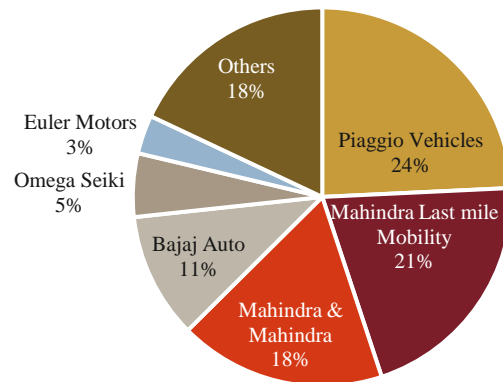


Note: Others include Scooters India, Atul Auto Limited (E-Rickshaw), Mahindra Electric Mobility, Continental Engines.

Note: Electric 3Ws include e-auto (L5 category)

Source: SIAM, CRISIL MI&A

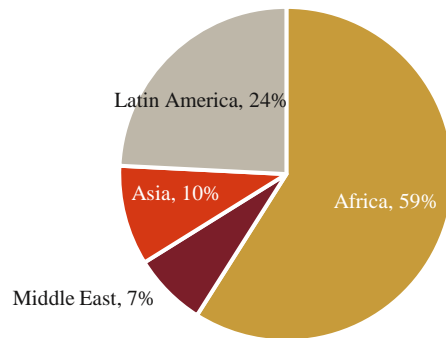
Fig: Market share of key players in electric 3Ws (e-autos, Financial Year 2024)



Note: Electric 3Ws do not include e-rickshaws

Source: Vahan, CRISIL MI&A

Fig: Key three-wheeler export markets (Financial Year 2023)



Source: Directorate General of Foreign Trade, CRISIL MI&A

Last Financial Year, exports to Africa amounted to 137,190 units, Middle East 16,630 units, Latin America 56,290 units and other Asian countries 22,460.

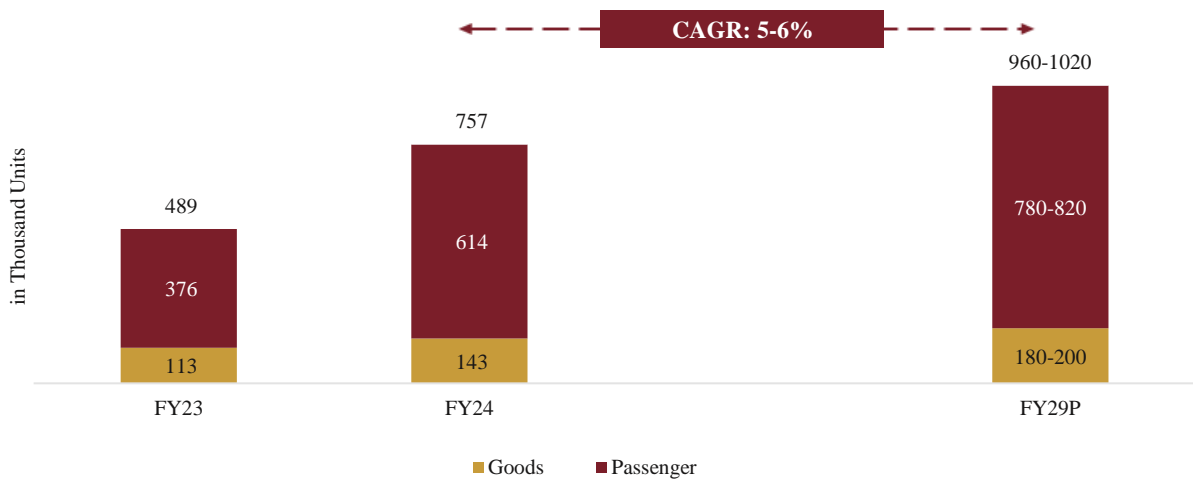
Share of exports to Latin America rose led by increased exports to Mexico, Peru, Ecuador and Peru. Currency devaluation, demonetization and elections adversely impacted the exports to Africa. Exports to Asian countries also declined, led by Bangladesh, Nepal and Indonesia.

Outlook of Indian three-wheeler industry (Financial Years 2024 to 2029)

Domestic sales

The domestic three-wheeler market grew phenomenally last Financial Year, recording the highest growth of 55% on-year. Electric vehicle penetration has reached to 13.2% in Financial Year 2024. The availability of finance, alternative fuels and state subsidies contributed majorly to the growth.

Fig: Domestic sales outlook for Financial Years 2024 to 2029 (in volume terms)



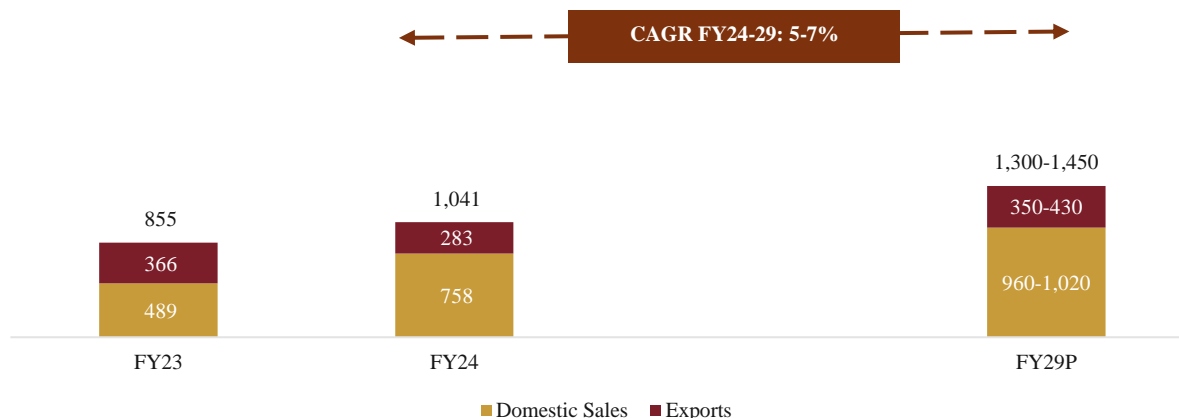
Note: Electric 3Ws do not include e-rickshaws
 Source: SIAM, Vahan, CRISIL MI&A

Between Financial Years 2024 and 2029, domestic 3Ws are projected to record a 5-6% CAGR, led by an 4-6% CAGR in the passenger segment and 5-7% in the goods segment.

Outlook for domestic sales and exports

The overall 3W industry expected to grow by 5-7% CAGR between Financial Years 2024 and 2029.

Fig: Outlook for domestic sale, export volumes for 3Ws (Financial Years 2024 to 2029), thousand units



Source: CRISIL MI&A

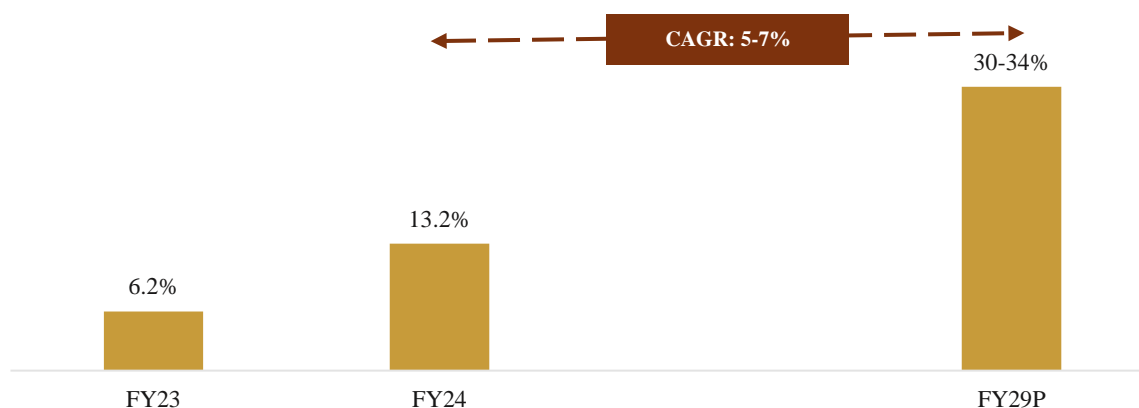
Outlook of electric three-wheeler market in India (Financial Years 2024 to 2029)

CRISIL MI&A Consulting expects EV penetration in the three-wheeler segment expected to reach and go above 30-34% by 2029. 3Ws will spearhead the EV penetration in India because they are mostly used for short-distance trips and carry more load than e-rikshaws and e-bikes.

Moreover, all the conventional large OEMs, including Bajaj, Piaggio, Mahindra and TVS, have launched e-autos in the Indian market, which has improved their supply. This is expected to boost EV adoption in the long term.

Share of electric 3Ws to increase (L5 category)

Fig: EV penetration outlook for Financial Years 2024 to 2029



Note: Electric three-wheelers include e-auto
Source: CRISIL MI&A Consulting

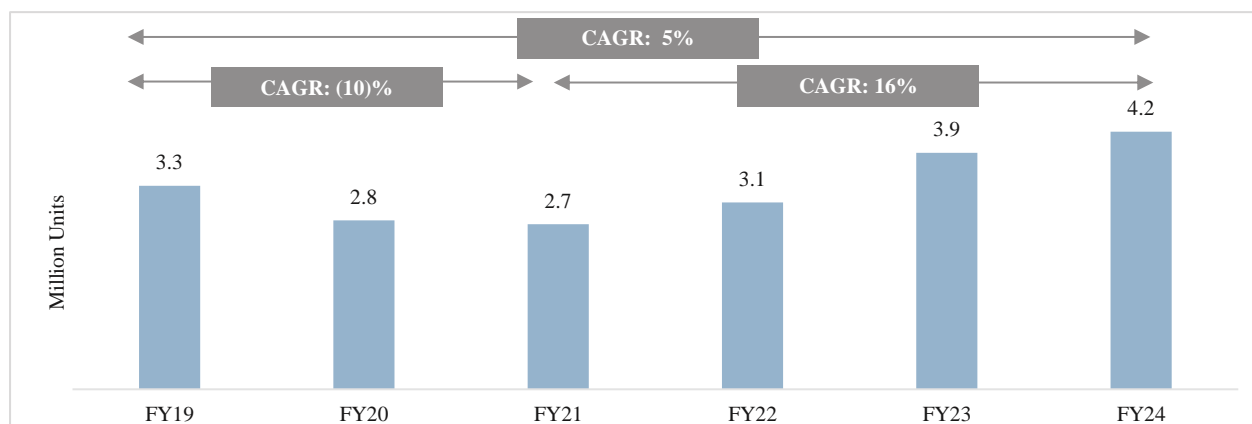
Review and outlook on the Indian Passenger Vehicle industry

Review of Indian passenger vehicle industry (Financial Years 2019 to 2024)

Between Financial Years 2019 and 2024, India's domestic PV sales volume rose at 5% CAGR. This growth was despite the sales contraction (at 10% CAGR) witnessed during Financial Years 2019 to 2021. From the low base

of Financial Year 2021, PV sales bounced back and grew at a healthy pace to reach a high of 3.9 million vehicles in Financial Year 2023 and 4.2 million vehicles in Financial Year 2024.

Fig: Review of the domestic PV sales volumes



Note:

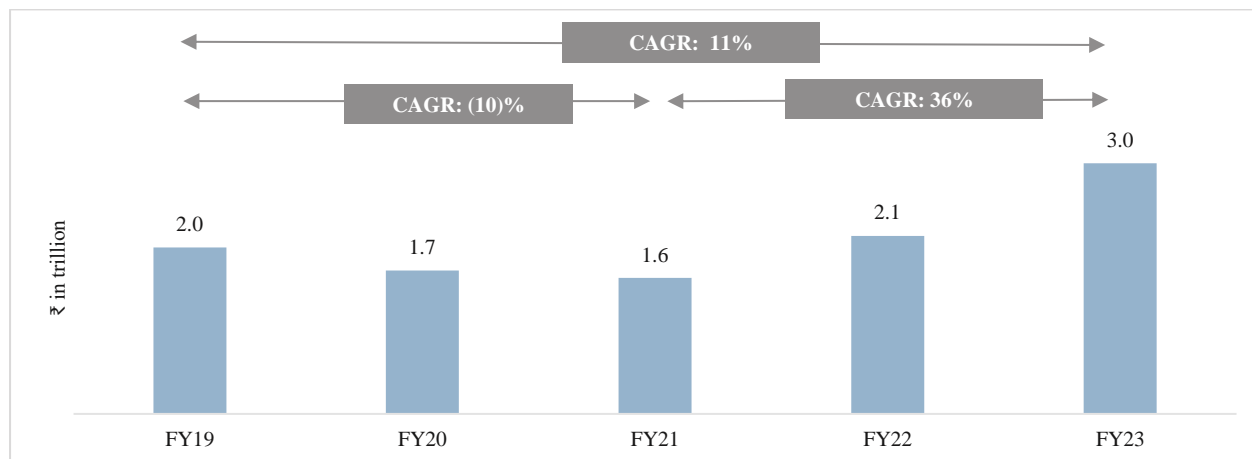
1. Figures in bracket to be read as negative (E.g. (10) to be read as minus 10)

2. Passenger vehicles (“PVs”) are four wheeled motor vehicles used for carriage of passengers comprising not more than eight seats in addition to the driver’s seat. PVs include hatchbacks, sedans, SUV, MPV and vans under it.

Source: SIAM, CRISIL MI&A

During Financial Year 2024, growth momentum of the industry continued, albeit at a slower pace, backed by the continued traction for the SUV segment, intermittent launches and improvement in disposable income. Off the high base of Financial Year 2023, the industry grew by 8.4% in Financial Year 2024 to reach the historic high of 4.2 million units.

Fig: Review of the PV industry by value



Note: Industry value calculated based on the reported vehicle sales revenue by OEMs and the total sales (domestic + exports) volumes of the industry reported by SIAM. Financial Year 2024 financials are not available.

Source: SIAM, Annual Reports, MCA financials, CRISIL MI&A

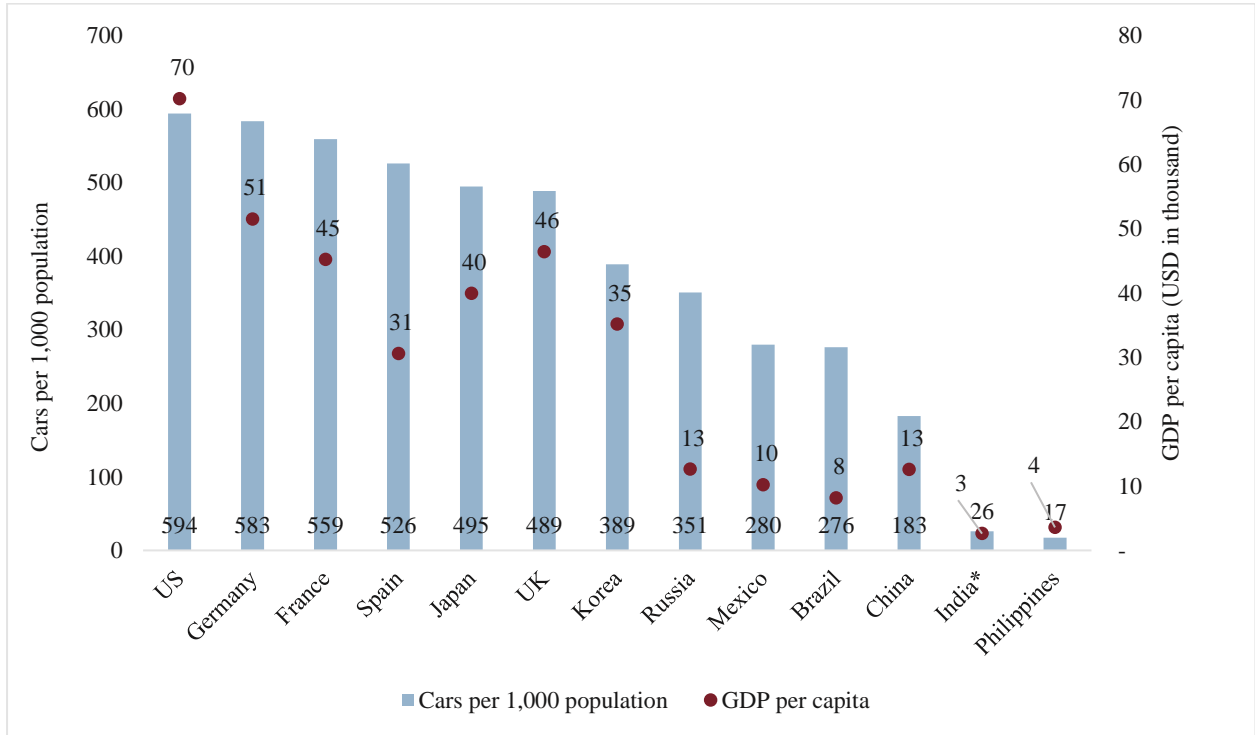
The PV industry value witnessed a healthy growth from Financial Years 2019 to 2023 period, growing at 11% CAGR. The average vehicle factory prices (ex-factory prices) rose at 8% CAGR during Financial Years 2019 to 2023 period led by rising share of premium vehicles. Additionally, price hikes undertaken by OEMs for compliance with emission norms and due to increase in raw material costs provided an added push to average prices.

Key Industry Growth Drivers & Trends

GDP per capita

Vehicle Penetration in India

Fig: Country-wise car penetration, Calendar Year 2021



Note: Data for Calendar Year 2021, India Data for Financial Year 2024.

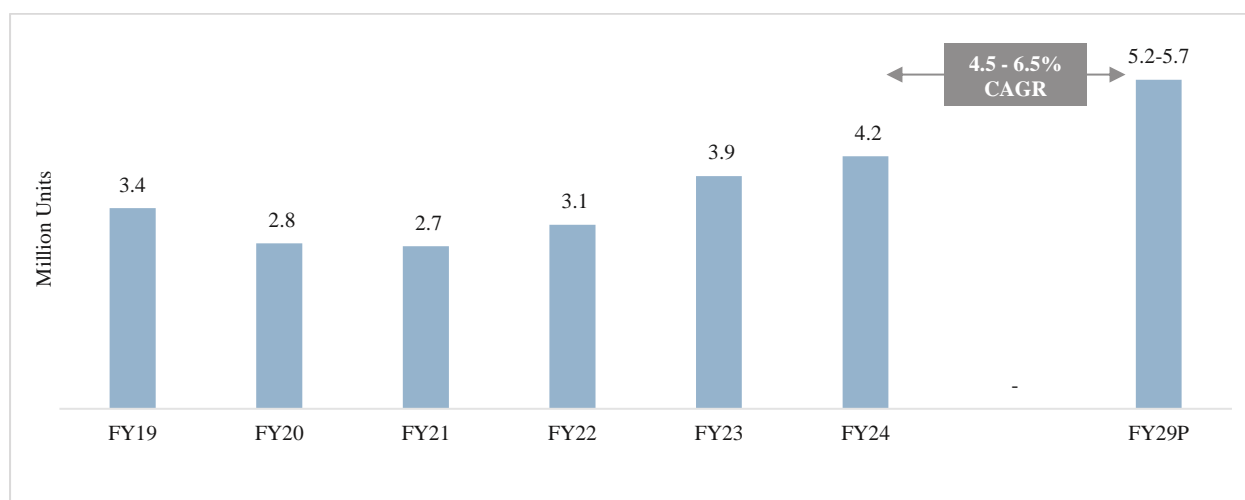
Source: International Road Federation- World Road Statistics 2023, CRISIL MI&A

The rise in penetration of digital technologies and safety features in the vehicles also aid this ASP growth. There is a growing adoption of cars equipped with sunroof, digital infotainment systems and smart phone connectivity solutions. Modern car buyers who are aware of the safety standards are preferring cars equipped with necessary features like airbags, disc brakes and so on. These systems coupled with inclusion of modern LED lights, camera and radar systems are increasing the overall cost of a vehicle.

Outlook on the Domestic Passenger Vehicle Industry (Financial Years 2024 to 2029)

CRISIL MI&A has considered 3 different GDP growth scenarios for the next 5 years. At a 6% CAGR GDP growth scenario, the PV industry is projected to reach approximately 5.2 million units by Financial Year 2029 growing at 4.5% CAGR in the next 5 years. Assuming a 7% CAGR GDP growth, 5.5% CAGR growth can be achieved for the PV industry. If India achieves 8% CAGR GDP growth in the next 5 years, the domestic passenger vehicle industry will clock approximately 6.5% CAGR growth and reach approximately 5.7 million vehicle levels by Financial Year 2029 according to CRISIL MI&A estimates.

Fig: Domestic PV Industry outlook (volumes)



Source: SIAM, CRISIL MI&A

Segmental Outlook

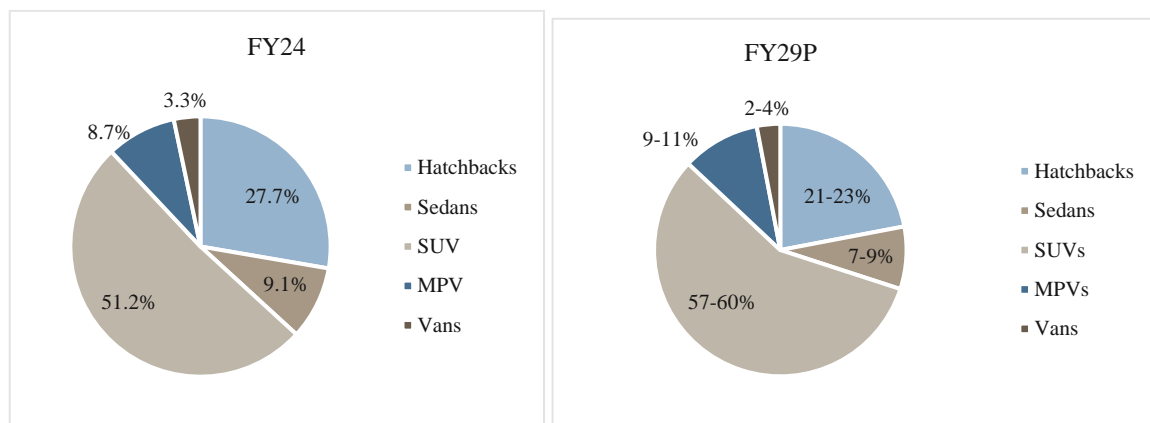
Growth in the domestic industry is expected to be led by the SUV and MPV segments while the hatchbacks, sedans and vans segments are expected to clock muted growth going ahead.

Table: Segmental growth outlook

| Segment | Financial Year 2019 to Financial Year 2024 CAGR | Financial Year 2024 to Financial Year 2029P CAGR |
|--------------------|---|--|
| Hatchbacks | (6)% | 0.0 - 2.0% |
| Compact Hatchbacks | (8)% | (1.0) -0.5% |
| Premium Hatchbacks | 0% | 1.5 - 4.0% |
| Sedans | (9)% | 0.5 - 2.0% |
| SUVs | 23% | 7.0 - 9.0% |
| Compact SUVs | 23% | 6.8 - 8.8% |
| Mid-Size SUVs | 24% | 7.8 - 10.0% |
| Large SUVs | 21% | 7.2 - 9.2% |
| MPVs | 14% | 6.4 - 9.4% |
| Vans | (5)% | 1.1 - 2.0% |
| Total | 5% | 4.5 - 6.5% |

Source: SIAM, CRISIL MI&A

Fig: Industry segmental split outlook



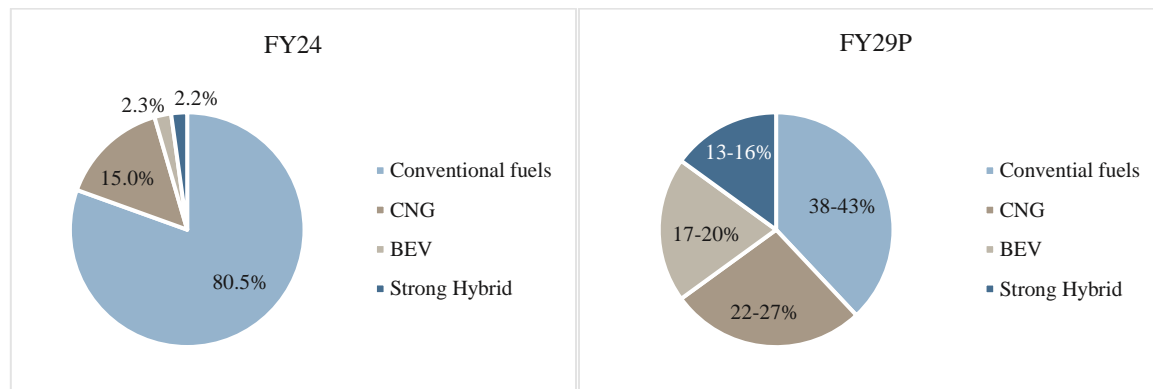
Source: SIAM, CRISIL MI&A

Outlook on the Powertrain mix of the industry

Indian domestic passenger vehicle industry, which was completely dominated by the conventional fuels, has witnessed fast acceptance of alternate fuels especially in the last 2 or 3 years. In fact, the share of CNG powertrain doubled to 15% while EV (2.3% share) and the latest addition, strong hybrids (2.2% share) expanded their presence in the vehicle retails.

Going forward, CRISIL MI&A expects the share of alternate fuel vehicles to witness a multi-fold growth while the conventional fuel vehicle’s share will slide.

Fig: Powertrain wise outlook of the industry



Note: Strong hybrid: Vehicles having a combustion engine as well as an electric motor. The vehicle can be powered by the engine, by the battery, or by both simultaneously. Battery of the vehicle is charged by the combustion engine and not by an external power source. Telangana & Lakshadweep retail data is not available on VAHAN.

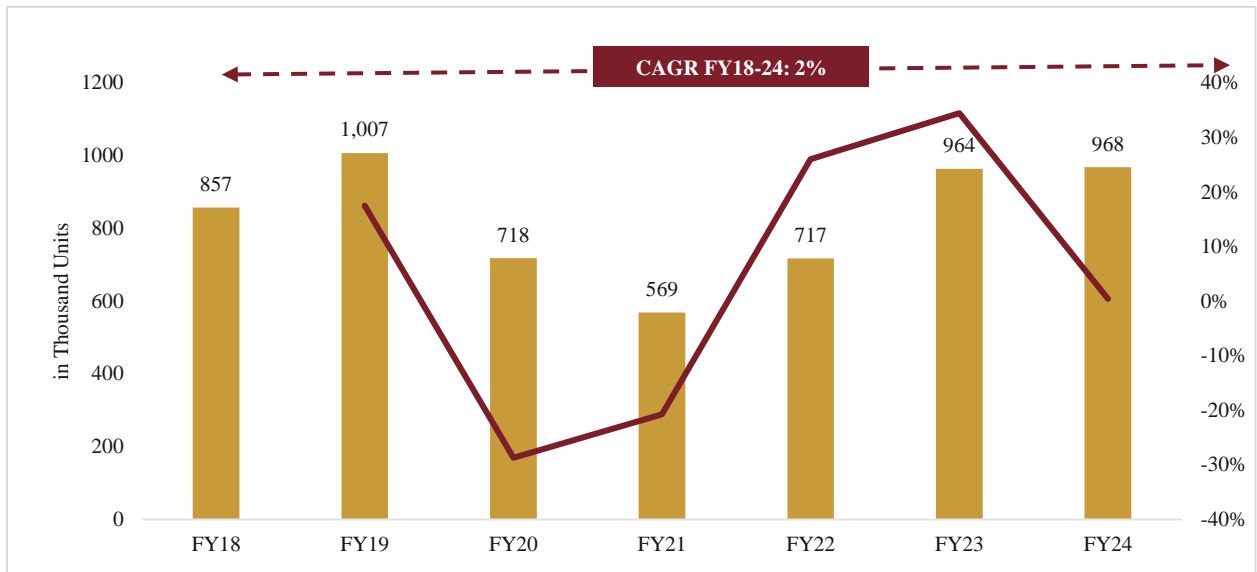
Source: VAHAN, CRISIL MI&A

Review of Indian Commercial vehicle industry

Historic domestic commercial vehicle industry

Between Financial Years 2018 and 2024, domestic CV sales logged a CAGR of 2%. The CV industry exhibited a noteworthy recovery in Financial Year 2023, achieving a remarkable growth rate of 35% over Financial Year 2022, albeit on a low base, and reaching 96% of the pre-pandemic levels observed in Financial Year 2019. This resurgence can be attributed to pent-up replacement demand, improved transporter profitability, and the pick-up in capex that had been hampered during the preceding 2-3 years due to economic stagnation and the disruptive impact of the pandemic.

Fig: Review of domestic commercial vehicle industry (in volume terms of sales)



Source: SIAM, CRISIL MI&A

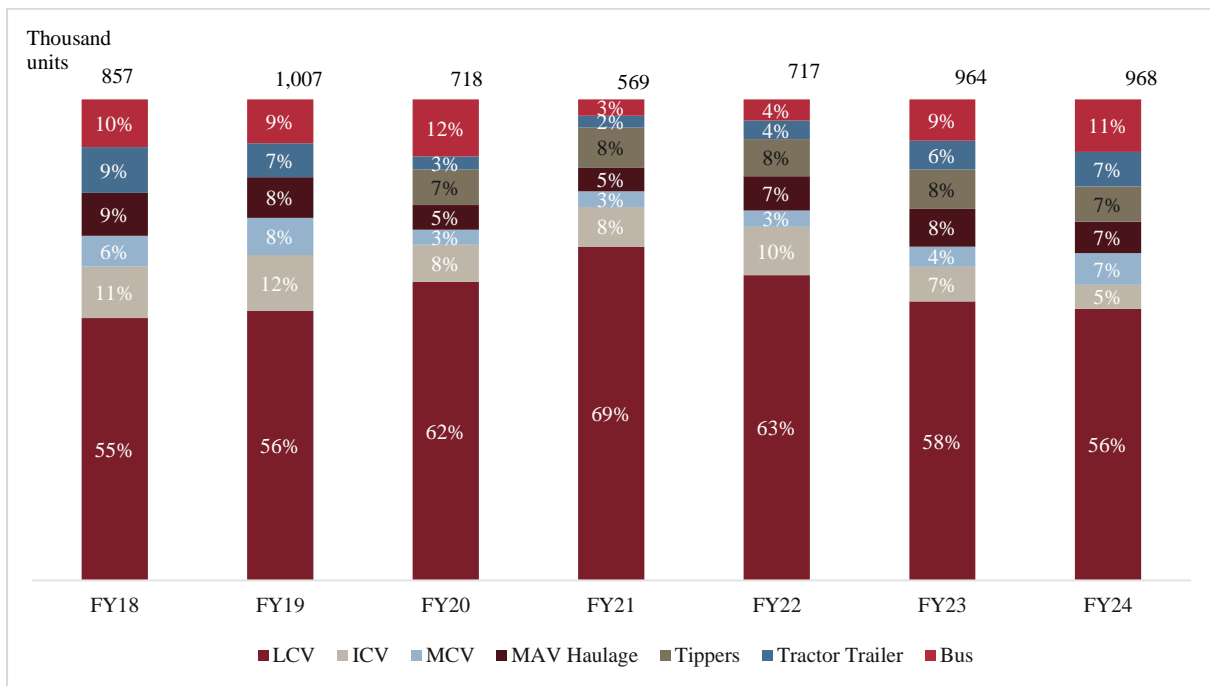
Segmental Trends

The commercial vehicle (CV) sales for Financial Year 2024 witnessed almost flat industry over Financial Year 2023. This trajectory is underpinned by increased government spending and replacement demand. In Financial Year 2023, the CV industry exhibited remarkable recovery with a growth rate of 34% over Financial Year 2022, reaching 96% of pre-pandemic levels

The Light Commercial Vehicle (LCV) witnessed a decrease of (3)% in Financial Year 2024, after an all-time high in sales in the previous Financial Year. The lower utilization of vehicles coupled with the increase in asset costs led to a decline in sales. The Medium and Heavy Commercial Vehicle (MHCV) segment witnessed a stable outlook in the Financial Year 2024. In the Financial Year 2024, the bus sales sector witnessed substantial growth to 27% over Financial Year 2023.

The demand from the key end-user segments coupled with the pent-up replacement demand helped the industry to mark the growth. The CV industry exhibited a strong recovery in the Financial Year 2023, achieving a remarkable growth rate of 35%, albeit on a low base, and reaching 96% of the pre-pandemic levels observed in the Financial Year 2019. This resurgence can be attributed to pent-up replacement demand, improved transporter profitability, and pick-up in capex that had been hampered during the preceding 2-3 years due to economic stagnation and the disruptive impact of the pandemic.

Fig: Segment-wise share in domestic wholesale industry



Source: SIAM, CRISIL MI&A

Note: All percentages have been rounded off.

Growth Drivers for Commercial Vehicles in India

Increasing freight rates to aid in materialization of deferred demand

Shift in fuel types of CVs to CNG

Stable agricultural output

Healthy industrial growth

Government’s focus on infrastructure

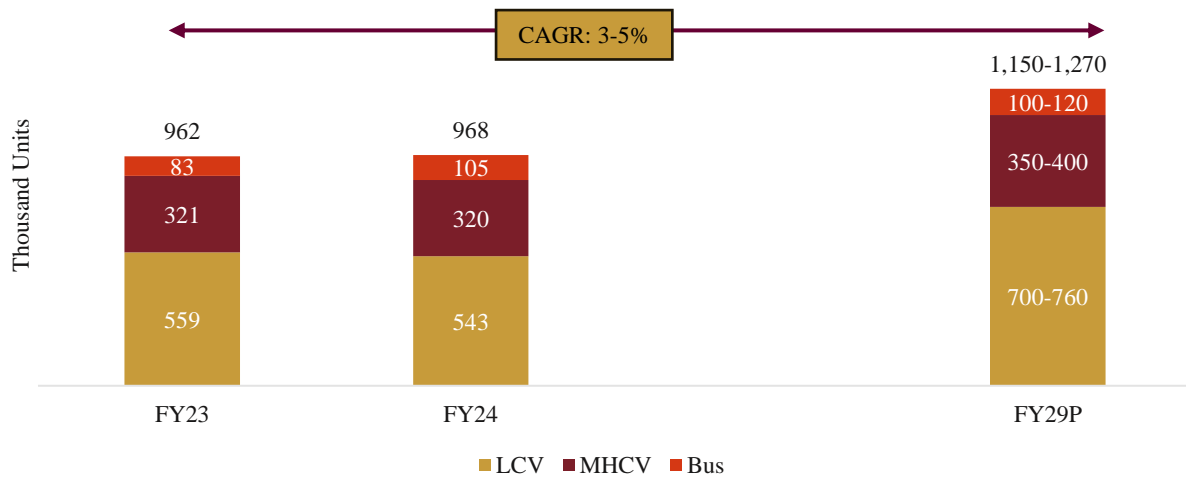
Scrappage policy

Commissioning of dedicated freight corridors (DFCs) to put brakes on road freight and hence CV sales

Outlook of the Indian Commercial Vehicle industry

The CV industry recovered spectacularly in Financial Year 2023, with a 34% growth rate and 0.6% in Financial Year 2024, reaching 96% of pre-pandemic levels of Financial Year 2019. Increased government spending, robust replacement demand, and strong end-user sectors such as construction and mining are expected to support growth.

Fig: Commercial vehicle domestic sales outlook

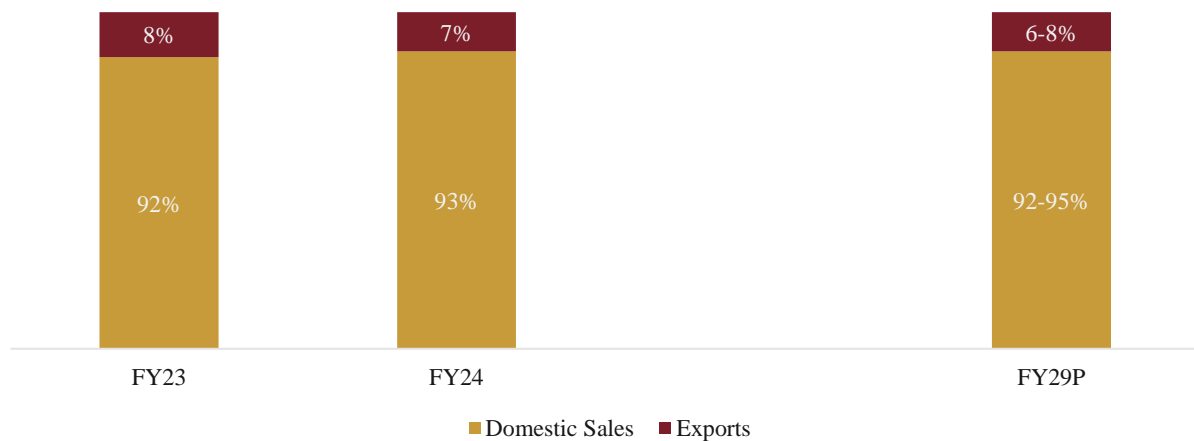


*P: Projected; E: Estimated,
Source: SIAM, CRISIL MI&A*

Split by domestic sales and exports

The Indian CV industry is expected to remain domestic-focused, with domestic sales comprising ~92-95% share of production even in Financial Year 2029. However, with exports projected to grow at 5-7% CAGR between the Financial Years 2024 to 2029, their contribution to overall production is likely to remain flat.

Fig: CV industry split into domestic sales and exports



*Note: P - Projected
Source: SIAM, CRISIL MI&A*

CRISIL MI&A expects sales of commercial vehicles to grow at a CAGR of 3-5% between Financial Years 2024 and 2029 aided by healthy industrial growth, focus on infrastructure and higher mining production.

Review and outlook for electrification in commercial vehicles (Financial Years 2018 to 2029P)

Electrification in commercial vehicles

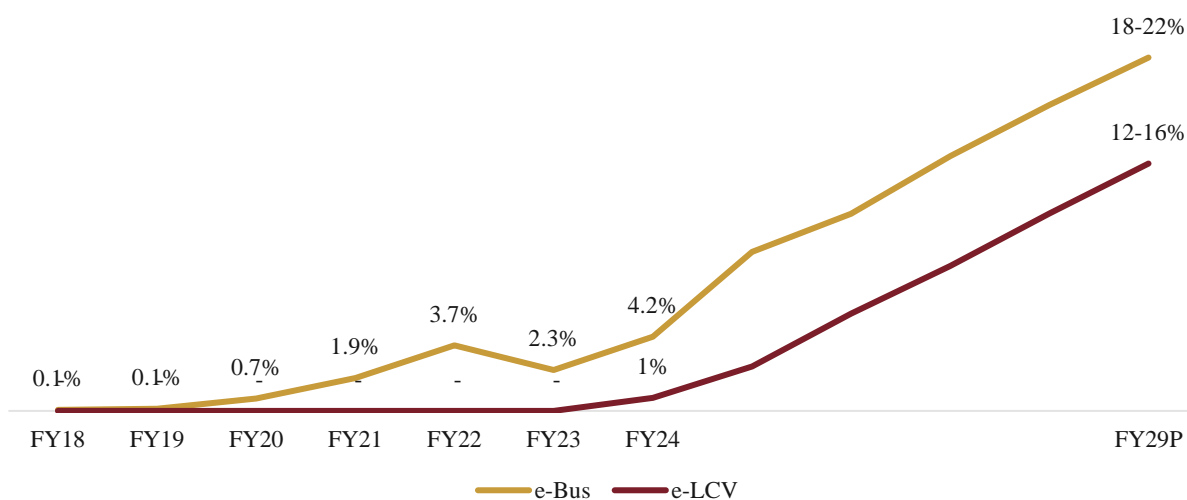
The Government of India has undertaken several steps to ensure proliferation of electric vehicles, such as Faster Adoption and Manufacturing of Hybrid & Electric Vehicles (FAME I & FAME II), Phased Manufacturing

Program (PMP) and Production Linked Incentive (PLI) to name a few. The same has been supported by lucrative state EV policies, which a few progressive states have released.

EV demand drivers

- **Lesser environmental impact:** Compared to ICE vehicles, limited impact of EVs on the environment is the primary reason for increasing focus on electric vehicles globally.
- **Government Focus:** Central as well as state government are focussing on promoting electric vehicles to the consumers. Governments are incentivising customers in the form of subsidies, tax breaks, waiver on registration certificates (RC) and renewal of RC for EVs, etc.
- **Lower operating costs:** One of the primary advantages of an EV for the customer is its lower operating cost.
- **Charging infrastructure:** Availability of charging infrastructure remains a key determinant in EV adoption.
- **Increased OEM presence:** Most of the mainstream players are planning to launch an electric vehicle offering which is expected to boost the sales in the longer horizon.
- **Capacity expansion:** Most OEMs are expanding EV capacity to address the expected rise in electric vehicles.
- **Competitive pricing:** Battery is the primary contributor to the high electric vehicle prices. Through R&D, manufacturers are trying to lower the battery pricing while increasing the vehicle range.

Fig: EV penetration in CVs (Financial Years 2018 to 2029P)



Note: Financial Years 2021 and 2022 were COVID impacted years and hence the overall sales of buses were low which leads to low base effect in Financial Years 2021 and 2022
Source: CRISIL MI&A, VAHAN

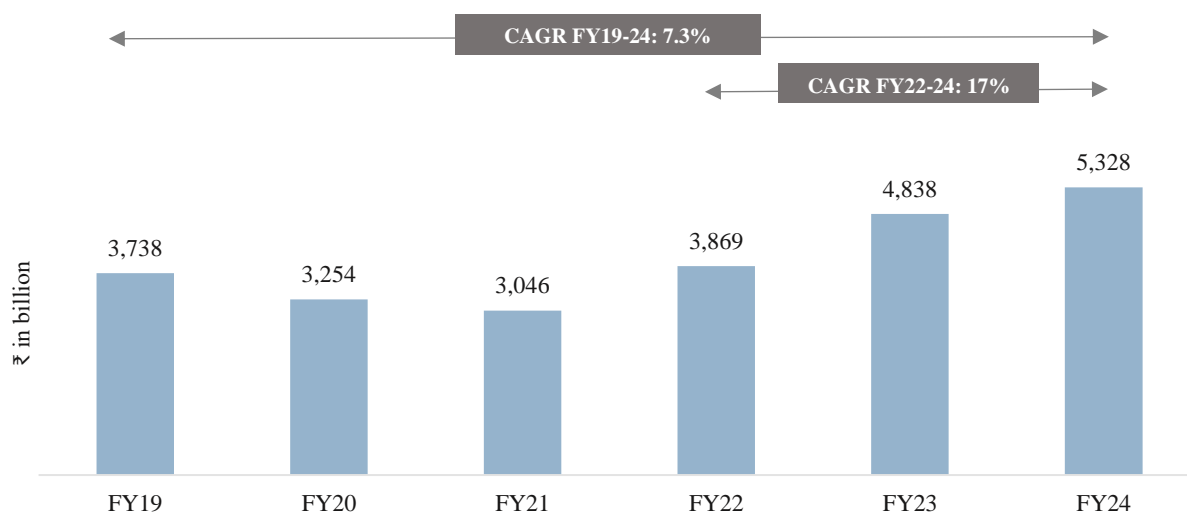
Review and outlook on the Indian Automotive Components industry

Growth and current market size over Financial Years 2019 to 2024

Auto component production (which includes sales to OEMs, exports, and the replacement market) has increased at a CAGR of ~7.3% to ₹5,328 billion in Financial Year 2024 from ₹3,738 billion in Financial Year 2019. While

domestic sales are more volatile due to various factors like regulations, fuel prices, economic cycles, etc. that impact the short-term demand, exports and aftermarket help buffer the overall auto-component production growth from similar fluctuations.

Fig: Domestic production of auto components, by value ₹ in billion (Financial Years 2019 to 2024)



Source: CRISIL MI&A

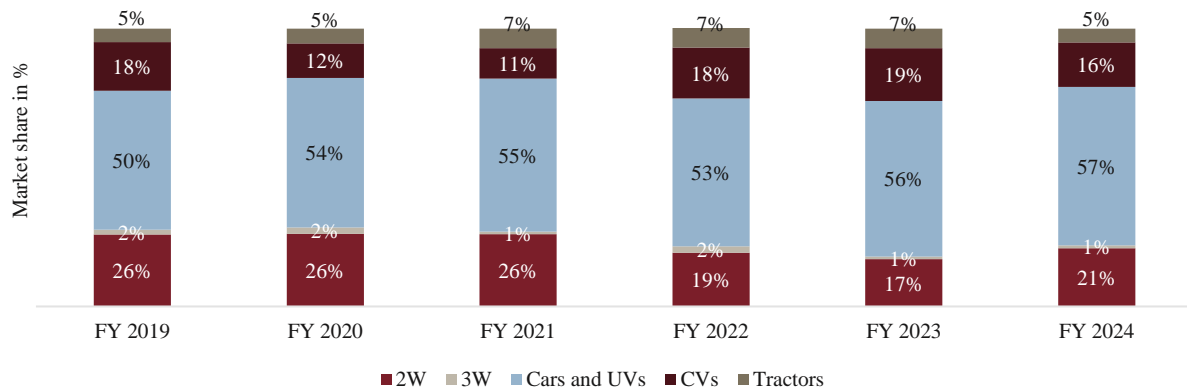
Auto component production revenue increased at 7.3% CAGR between Financial Years 2019 to 2024 was aided by recovery in economy, buoyant demand from OEM and replacement market as well as increase in exports. CRISIL estimates domestic auto-component production revenue to increase by 8-10% in Financial Year 2025.

Production of automotive components depends on consumption by different end-user segments: original equipment manufacturers (OEM), exports and the replacement market. OEM demand can be further segregated based on various vehicle segments. In Financial Year 2024, OEMs accounted for almost 63% of auto-component production by value. Among OEMs, cars and utility vehicle manufacturers remain the largest consumers.

The domestic auto components industry largely consists of small and medium enterprises. The industry is composed of 780+ organized players and 5,800 unorganized players. In terms of revenue, however, the organized segment dominates the industry. Auto Component Manufacturers Association (ACMA) members represent 85% of the overall industry turnover. OEMs prefer multi-product vendors as they provide consistent quality standards and a rationalized supply chain network, further complicating the entry of new players into the market. The extensive testing and validation process required by customers for purchasing auto components such as chassis systems and air tanks, suspensions and high-precision steering columns creates a significant barrier to entry for new market entrants, making it difficult for them to establish relationships. Since attributes are not easily replicable by other automotive component manufacturers, customer loyalty and retention simultaneously get enhanced.

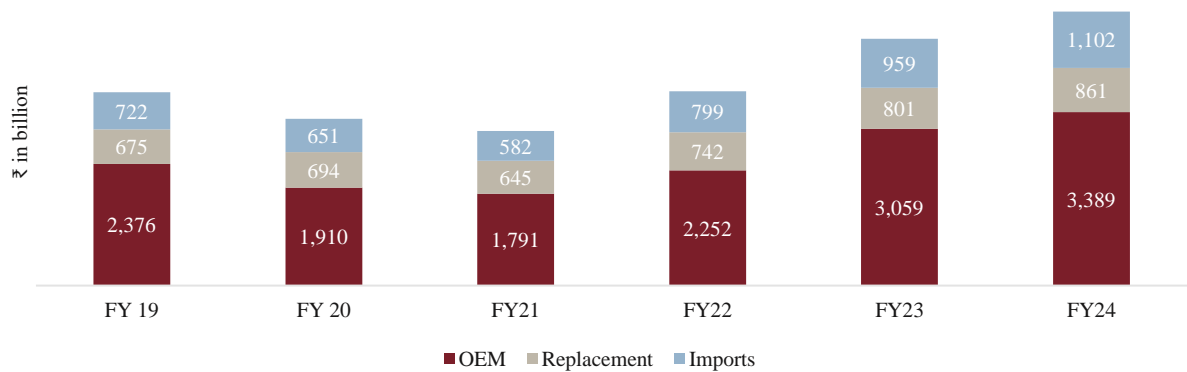
Related Party Transactions (RPTs) are prevalent within India's automotive component sector, attributed to a variety of factors. These include vertical integration, characterized by the presence of related entities involved in the procurement of raw materials, logistics, or other essential services. Additionally, collaborations and Joint Ventures (JVs) play a significant role, where manufacturers of automotive components engage in partnerships or JVs with other entities. This would facilitate the streamlining of supply chains, thereby reducing costs, enhancing access to labor, expanding capacity, and improving overall efficiency. For example, Bosch Limited purchases from Bosch Germany, Bosch Automotive Electronics India Private Limited, Motherson Sumi Systems Limited with group companies of Samvardhana Motherson Automotive Systems Group, Minda Industries Limited with group companies such as Uno Minda, Minda Corporation etc.

Fig: Review of Auto component production segment by vehicle category, revenue share



Source: SIAM, CRISIL MI&A

Fig: Trend in domestic consumption of automotive components, (Financial Years 2019 to 2024), production split (₹ in billion)



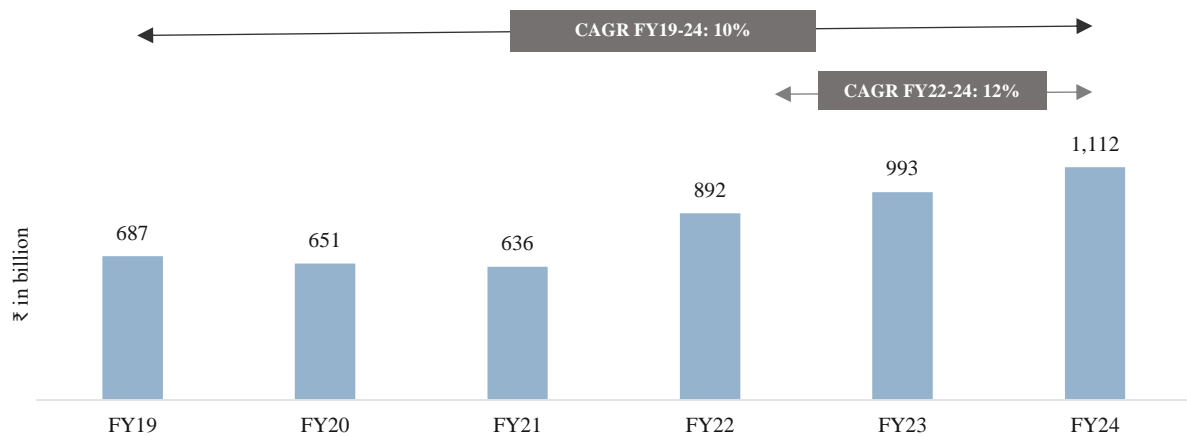
Source: CRISIL MI&A

Review of exports of auto components (Financial Years 2019 to 2024)

Auto component exports witnessed a strong growth at 10% CAGR during Financial Years 2019 to 2024 period. Even during Financial Years 2017 to 2020 period, exports witnessed a healthy growth at 11% CAGR. Financial Year 2021 witnessed a contraction amidst the pandemic and the restrictions.

Auto component exports accounts for 21% of the overall demand in Financial Year 2024 and is projected to record a 7-9% on year growth in Financial Year 2025 post expected growth of 11-13% in Financial Year 2024.

Fig: Review of exports of auto components, by value ₹ in billion (Financial Years 2019 to 2024)



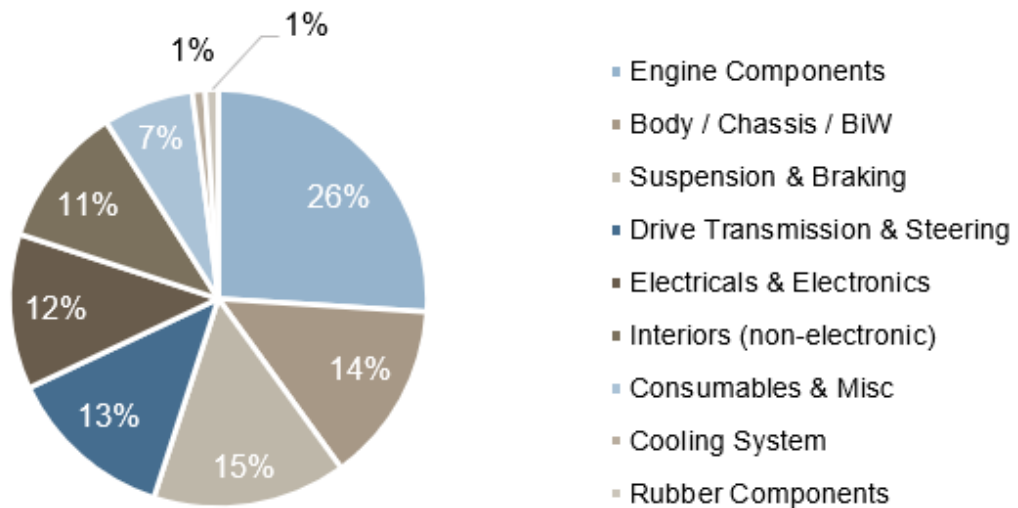
Source: CRISIL MI&A

Segment-wise major auto component categories in value terms

Major auto component from the revenue share is engine component followed by suspension and breaking, drive transmission and steering etc.

Critical components, such as engine parts, drive transmission and steering, and electrical, are technologically more complex compared with lower-margin components, which were earlier the preserve of Indian players. They offer higher margins to manufacturers, but require greater investment in research and development, as well as high-precision engineering to adhere to the stringent quality standards of global OEMs.

Fig: Segment wise production break-up (Financial Year 2024)



Source: Automotive Component Manufacturers Association (ACMA), CRISIL MI&A

Growth drivers for Indian auto component industry

Demand side factors:

Vehicle production: CRISIL MI&A expects almost all vehicle segments to log robust production growth over Financial Years 2024 to 2029. Production of 2Ws, 3Ws, PVs and CVs are projected to grow at a CAGR of 7-9%, 10-12%, 5-7% and 3-4%, respectively, over the forecast period.

Ride sharing: Rise of ride-sharing and the gig economy can drive demand for auto components as vehicles in these services tend to have higher usage and mileage, which leads to more frequent wear and tear on parts like tires, brakes, and engine components. The constant operation also increases the need for regular maintenance and part replacements, benefiting the aftermarket segment of auto companies. Moreover, fleet operators seek to keep vehicles in optimal condition, which further drives demand for auto parts.

Electrification

To curb pollution levels, EVs are gaining global interest. In India as well, EVs are gaining popularity as the government is extending support via various policies to encourage EV adoption. Furthermore, growing awareness and concern for environmental issues is likely to drive electrification in India. The government support, coupled with rising awareness about EVs, environmental concerns, as well as the expansion in EV infrastructure is driving electrification in India. The EV segment received a real thrust in the last two years backed by model launches at competitive rates, price hikes in ICE vehicles, elevated fuel costs as well as an improvement in infrastructure support.

Products such as suspension system, steering system, body/chassis parts like frame, frame assembly, metal components are generally agnostic to vehicle powertrain types, enabling companies to serve both electric and internal combustion engine vehicles.

Light weighting

Lightweighting has always been a point of focus for both ICE vehicle and EV manufacturers. Companies are using components made from aluminium, HSS, composites and plastics by improving the properties of these components to match application needs while keeping the weight low. With the dual focus on reducing oil imports, as well as gradually tightening fuel consumption, norms have forced OEMs to look for ways to improve fuel efficiency in their vehicles. One of these involves the use of components that have a higher strength-to-weight ratio, i.e., these components weigh less, but at the same time, offer superior structural properties and service life.

Supply side Factors:

- India has a cost advantage in auto component production since it has cheap labor costs, is the world's second-largest producer of steel, and is close to important automotive markets. This makes it an ideal location for businesses to source vehicle components.
- India exports a significant amount of car components, which is likely to increase in the future years. India excels at manufacturing particular types of vehicle components, such as shafts, bearings, and fasteners, giving it a competitive advantage over other countries.
- The industry has been continuously upping its quality standards and developing new products to compete globally. Trade liberalization in western markets has led to the emergence of Asia as an export hub for Europe, and North and South America over the past decade. With supply-chain realignment, several countries (including India) are likely to emerge as global outsourcing hubs in the coming years.
- Many domestic manufacturers have successfully entered strategic alliances/collaborations, while others are actively testing the waters. Many of the world's leading Tier 1 suppliers have set up manufacturing facilities in India, including Bosch, Delphi, Visteon, and Denso. Additionally, some suppliers already meet global technical and quality standards at the Tier 1 level.
- 2W automakers are introducing new models more frequently ever than before. This will also drive growth of the auto component industry as changes in the process of manufacturing and designing will support the pricing power of component manufacturers.

- Decline in auto component manufacturing in Europe largely due to rising energy costs, driven by geopolitical tensions and stringent environmental regulations. At the same time, the China +1 strategy has driven companies to diversify their manufacturing bases, with India emerging as a preferred alternative due to its lower costs, supportive government policies, and strategic location near growing markets.
- Changing customer preference coupled with new vehicle launches has also provided the real thrust to the growth of overall auto industry. Several OEMs have also gradually introduced advanced features and trickled them down from their top variants to the mid variants. In PV segment as of Financial Year 2024, a total of 9 models were launched that contributed to over 6.6% of PV sales.
- Moreover, the decline in CNG prices during the Financial Year 2024 supports the shift toward greater CNG usage, reinforcing the long-term potential for its adoption in vehicles. Volatile fuel prices, coupled with potential government incentives for eco-friendly alternatives, could further stimulate demand for CNG-powered vehicles.

Policy support:

- PLI schemes on automobiles and auto components are estimated to generate a capex of ₹74,850 crore (US\$ 9.58 billion) over the next five years. Under the automated route, 100% FDI is permitted in the auto components business. The Bharat New Car Assessment Programme (BNCAP) will not only enhance the auto component value chain, but it will also push the production of cutting-edge components, inspire innovation, and nurture global excellence.

Industrial Promotion Schemes by States:

To enhance industrial expansion, job creation, and economic advancement, state governments implement a range of industrial promotion initiatives. The initiatives encompass a variety of benefits, including incentives, subsidies, and assistance, which are utilized by industries to establish and expand their operations.

Maharashtra: The Maharashtra Industrial Promotion Scheme (MIPS) is a flagship initiative of the Government of Maharashtra launched under the Maharashtra New Industrial Policy (2019). The Package Scheme of Incentives (PSI) – 2019 remains operational from April 1, 2019, to March 31, 2024, or until the new PSI comes into force. The Maharashtra New Industrial Policy, 2019, is valid for five years from April 1, 2019.

Eligibility Criteria:

- New industrial units set up in Maharashtra after April 1, 2019.
- Existing units undertaking expansion, modernization, or diversification.
- Micro, Small, Medium, and Large Enterprises (MSMEs) and big industries.
- Units operating in designated industrial areas, such as MIDC, private industrial parks, and SEZs.

Incentives and Subsidies:

- Eligible Large-Scale Industries shall be offered Investment Promotion Subsidy (IPS) on 50% of Gross SGST payable by the unit on the first sale of eligible product(s) billed and delivered within Maharashtra.
- And Eligible Micro, Small & Medium enterprises shall be offered Industrial Promotion Subsidy (IPS) on 100% Gross State Goods & Services Tax (SGST) payable by the unit on the first sale of eligible products billed and delivered within Maharashtra.
- Power Subsidy: All Eligible New Units in Group C, D, and D+ areas* and No-Industry District(s), will be exempted from payment of Electricity Duty during applicable eligibility period, (Incentive Availment Period). In Group A and B areas, only eligible 100% Export Oriented Units (EOUs), Information

Technology Manufacturing Units and Bio-Technology Manufacturing units will also be exempted from payment of Electricity Duty for a period of 7 Years.

- Interest Subsidy: All eligible new Micro, Small and Medium Manufacturing Enterprises will be eligible for interest subsidy in respect of interest actually paid to the Banks and Public Financial Institutions (excluding unsecured loans, private loans / borrowings, loans from NBFCs etc.) for claim period, on the amount of term loans taken for acquisition of new Fixed Assets required for the project accepted by the implementing agency
- Stamp Duty Exemption: New Units as well as Units undertaking Expansion / Diversification will be exempted from payment of Stamp duty during the Investment period in Group C, D, D+ Talukas, No Industry Districts, for acquiring land and for term loan purposes. However, in Group A and B areas, stamp duty exemption for Large Projects and mega and ultra-mega projects would be 50% for first lease / conveyance deed only.

**Note: Group A : Denotes industrially developed areas (ii) Group B: Denotes areas where some industrial development has taken place, but are less developed than the areas under Group A. (iii) Group C: Denotes areas, which are less developed than those covered under Group B. (iv) Group D: Denotes the lesser-developed areas of the State, not covered under Group A/ Group B/ Group C. (v) Group D+: Denotes the least developed areas, not covered under Group A/ Group B/ Group C/ Group D. (vi) No Industry District: Denotes District having no industries viz Hingoli and Gadchiroli.*

Thrust Sectors: With a view to steer industrial development towards high-tech emerging sectors and generate employment, the State Government has identified following thrust sectors. Thrust sectors shall mean and include :
 i) Electric Vehicles (Manufacturing, Infrastructure and Servicing) ii) Aerospace and Defense Manufacturing iii) Industry 4.0 (Artificial Intelligence, 3D Printing, Internet of Things and Robotics, Nanotechnology, among others) iv) Integrated Data Centre Parks (IDCP) v) Textile Machinery Manufacturing vi) Bio technology and Medical and Diagnostic Devices vii) Agro & Food Processing (Secondary and Tertiary Food Processing units) * viiii) Information Technology (IT) & IT Enabled Services (ITeS) ix) Electronic Systems Design & Manufacturing (ESDM) and Semiconductor Fabrication (FAB) x) Logistics & Warehousing xi) Green Energy/ Bio Fuel Production xii) Sports and Gym Equipment Manufacturing xiii) Nuclear Power plant equipment manufacturing xiv) Mineral / Forest based Industries

Source: Package Scheme of Incentives – 2019, Government of Maharashtra, Industries, Energy And Labour Department <https://maitri.mahaonline.gov.in/PDF/Package%20Scheme%20of%20Incentives%20-%202019.pdf>

Gujarat: Gujarat Industrial Policy (2020-2025) aims to promote industrial growth, entrepreneurship, and employment in the state. The policy offers various incentives to different industry segments with a simplified regulatory framework with focus on thrust sectors (Renewable Energy, Pharmaceutical, Automotive, Aerospace and Defense, Biotechnology, Information Technology (IT) and Electronics, Textile).

Incentives: An industrial undertaking located within the municipal corporation limits of Ahmedabad, Bhavnagar, Gandhinagar, Jamnagar, Junagadh, Rajkot, Surat, and Vadodara will not be eligible for capital subsidy under this resolution.

| Taluka Category | Capital Subsidy | Interest Subsidy |
|-----------------|-------------------------------|-------------------------------|
| Category 1 | 10 % of EFCI (excluding land) | 12% of EFCI (excluding land) |
| Category 2 | 8 % of EFCI (excluding land) | 10 % of EFCI (excluding land) |
| Category 3 | 4% of EFCI (excluding land) | 6 % of EFCI (excluding land) |

The eligible capital subsidy will be given over a period of 10 years from the Date of Commercial Production (DOCP) in equal annual instalments subject to annual ceiling of ₹40 crore.

Thrust Sectors: Thrust sector means the sector which is the most potential sector and needs additional support to empower them for global competitiveness. The following manufacturing sectors have been identified as Thrust Sectors:

- Electrical machinery and equipment
- Industrial Machinery and equipment

- Auto and Auto Components
- Ceramics
- Technical Textiles
- Agro and Food Processing
- Pharmaceuticals and Medical devices
- Gems and Jewellery
- Chemicals (in designated area)
- Industry 4.0 manufacturing
- Electric Vehicle and its components
- Waste management projects
- Green Energy (Solar & Wind Equipment)
- Eco-friendly compostable material (substitutes to traditional plastics)
- 100% export-oriented units, irrespective of sector

Eligibility Criteria:

- New industrial units set up in Gujarat after August 7, 2020 and policy valid till August 6, 2025
- Existing units undertaking expansion, modernization, or diversification
- Industrial Undertakings, Micro, Small, Medium, and Large Enterprises (MSMEs)
- Units operating in designated industrial areas

Source: Gujarat Industrial Policy 2020 (<https://cdn.vibrantgujarat.com/event/document/1698659103195-Capital-Subsidy-to-Large-Industries-and-Thrust-Sector.pdf>)

Rajasthan: Rajasthan Industrial Development Corporation (RIICO), Department of Industries, Government of Rajasthan, launched the Rajasthan Industrial Development Policy which aims to promote industrial growth, entrepreneurship, and employment in the state.

Incentives:

- Investment Subsidy: Investment Subsidy of 75% of State tax due and deposited for a period of seven years from the date of commencement of commercial production.
 - Annual ceiling for Year 1-3: ₹50 crores | Year 4-7: ₹65 crores
- Capital Subsidy: Sectors within manufacturing shall be eligible to avail capital subsidy as a fixed percentage of the investment made in Eligible Fixed Assets. The eligible capital subsidy will be disbursed over a period of 10 years subject to annual ceiling
 - Annual ceiling for Year 1-3: up to ₹50 crores | Year 4-7: up to ₹65 crores | Year 8-10: up to ₹80 crores

- Turnover Linked Incentive
- Interest Subsidy: 5% per annum for 5 years
- Power Subsidy: 100% exemption from electricity duty for 7 years
- Stamp Duty Exemption: 100% Stamp Duty benefit will be given in stages as notified by the State
- Subsidy on Research and Development:
 - Reimbursement of 50% of cost of purchase of land or lease of floor area up to a maximum of ₹50 lakhs for setting up of R&D centers, Global Capability centers and Test labs
 - For in-house R&D, the government will pay 50% of the cost incurred up to a maximum of ₹1 crore for patent, copyright, trademark, and registration of geographic indicators and ₹5 crores for standalone R&D assets.

Identified and harmonized 8 priority categories under RIPS 2022:

- Manufacturing
- Services
- Sunrise sectors
- MSMEs
- Startups
- Logistics Parks, Warehousing & Cold Chains
- R&D, GCC & Test Labs
- Renewable Energy Plants

Eligibility Criteria:

- New industrial units set up in Rajasthan after April 1, 2022. Validity: March 31, 2027
- Existing units undertaking expansion, modernization, or diversification
- Micro, Small, Medium, and Large Enterprises (MSMEs) and big industries
- Units operating in designated industrial areas

Area-wise Incentives:

The area category classification has been further enhanced by according higher priority to backward areas with challenges of industrialization. The State's tehsils are divided into 3 categories for the administration of the financial incentives:

| Size of Investment | Area Category 1 | Area Category 2 | Area Category 3 |
|------------------------|--|--|--|
| Large: 50-300 crores | 13% of EFCI to be disbursed in annual installments in 10 years | 17% of EFCI to be disbursed in annual installments in 10 years | 20% of EFCI to be disbursed in annual installments in 10 years |
| Mega: 300-1000 crores. | 17% of EFCI to be disbursed in annual installments in 10 years | 20% of EFCI to be disbursed in annual installments in 10 years | 23% of EFCI to be disbursed in annual installments in 10 years |

| Size of Investment | Area Category 1 | Area Category 2 | Area Category 3 |
|-------------------------|--|--|--|
| Ultra Mega: 1000 crores | 23% of EFCI to be disbursed in annual installments in 10 years | 25% of EFCI to be disbursed in annual installments in 10 years | 28% of EFCI to be disbursed in annual installments in 10 years |

Source: Rajasthan Investment Promotion Scheme, 2022

Note: EFCI refers to Eligible Fixed Capital Investment

<https://www.nsws.gov.in/s3fs/2022-12/rajasthan-investment-promotion-scheme-rips-2022.pdf>

Growing electronics content per vehicle:

The use of semiconductors in automobiles has increased manifolds in the past couple of years. Semi-conductors find their use in engine control units, power steering, airbags, reverse parking assist, smart keys, telematics, in-car entertainment, and other applications inside an automobile.

Critical component mix is increasing in the auto component exports basket:

Critical components, such as engine parts, drive transmission and steering, and electrical, are technologically more complex compared with lower-margin components, which were earlier the preserve of Indian players. They offer higher margins to manufacturers, but require greater investment in research and development, as well as high-precision engineering to adhere to the stringent quality standards of global OEMs. Typically, automotive OEMs are highly selective in qualifying suppliers with respect to critical products given the risks of switching suppliers, especially where product reliability is critical.

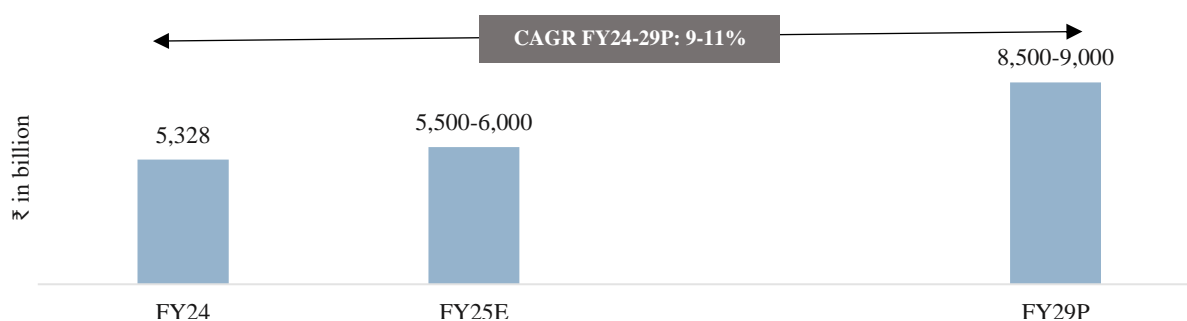
Indian manufacturers have been able to gradually increase their proportion of exports of critical components as they faced relatively less competition from other low cost producing countries in this segment. Many of these countries supplied more basic components, which were not as cost and quality intensive. India stepped up its share of exports of critical components significantly. This was possible since the domestic automotive market is increasingly attaining global technological intensity levels and component manufacturers continue to acquire greater technological prowess. Critical components are mainly exported to the US, Germany, Turkey, Italy, and Brazil. Also, off-late Indian safety and emission norms have been nearing global standards, and domestic companies have been gaining technology capabilities through joint ventures. Hence, critical component exports are projected to grow in the medium term.

Outlook of Indian auto components industry (Financial Years 2024 to 2029)

CRISIL MI&A expects auto component market size to grow at 9-11% CAGR between Financial Years 2024 and 2029 to reach ₹8,500-9,000 billion. This is more than ~7% CAGR observed during Financial Years 2019 to 2024. Long-term growth to appear higher over a low base wherein the auto component industry witnessed a significant decline in the preceding two Financial Years (Financial Year 2020 and Financial Year 2021). Demand from all segments has grown further post Financial Year 2023.

CRISIL MI&A projects auto component revenue is expected to increase by 3.2%-12.6% in Financial Year 2025. This can be attributed to increase in OEM demand, driven by the recovery in commercial vehicles (CV) and passenger vehicle demand. On the export front, Auto component exports (accounting for 21% of the overall demand in Financial Year 2024) are projected to witness growth going ahead post higher double-digit growth post Financial Year 2024.

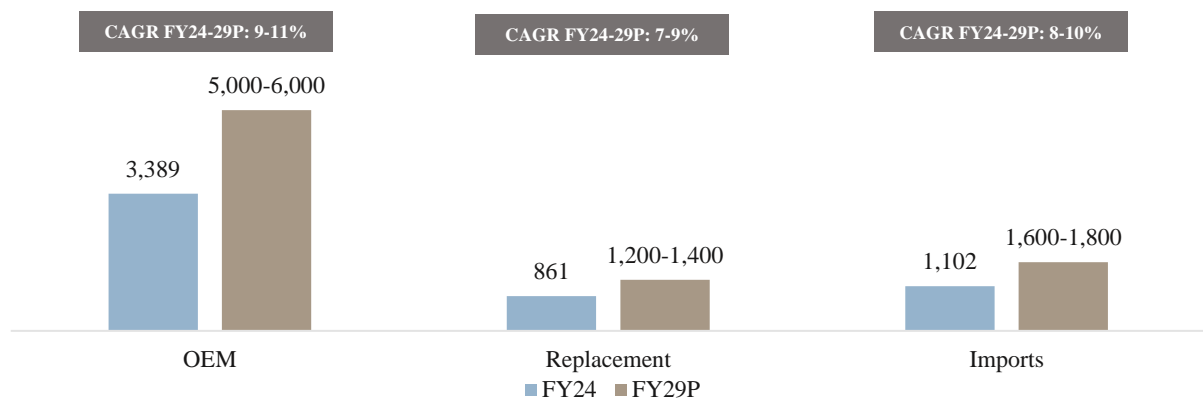
Fig: Outlook on domestic production of auto components, by value ₹ in billion (Financial Years 2024 to 2029P)



E: Estimated, P: Projected

Source: CRISIL MI&A

Fig: Outlook on domestic consumption of auto components (Financial Years 2024 to 2029)



E: Estimated, P: Projected; Source: CRISIL MI&A

The growth in Financial Year 2025 will be aided by recovery in economy (GDP growth of ~6.8%), buoyant demand from OEM and replacement market.

OEM demand is expected to clock 9-11% CAGR between Financial Years 2024 and 2029 on the back of robust production growth across asset classes in the medium term (on a low base) and aided by realization growth via OEM price increases.

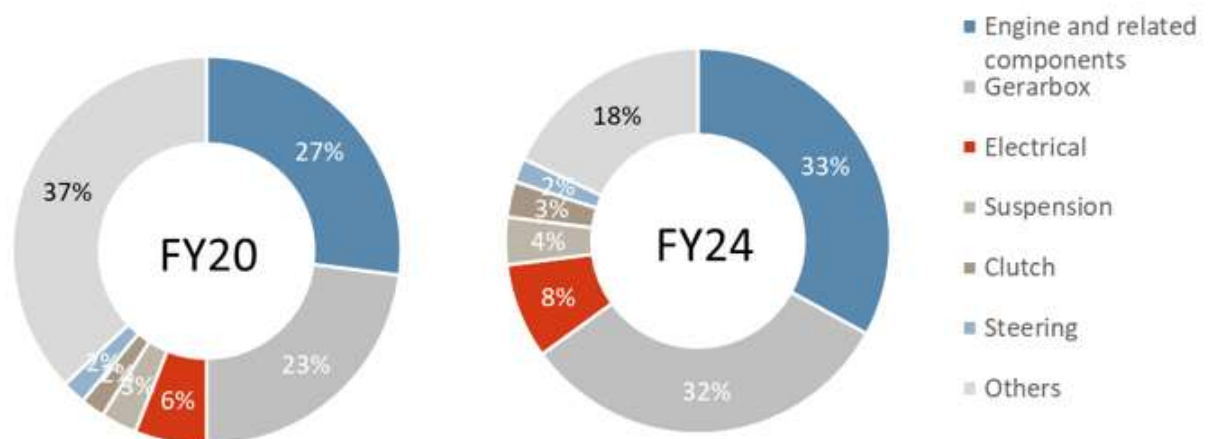
The adoption of the Just-In-Time (JIT) model within the auto component industry has fostered a profound understanding of customer needs, enabling the development of intricate products with rapid turnaround times. At the same time, the rigorous testing and validation processes, established long-term OEM contracts, impose significant barriers for new entrants, further strengthening the industry’s competitive edge.

Healthy replacement demand along with an increase in realizations, to support replacement demand

‘Make in India’ push is likely to put brakes on import growth in the long term

Export potential for Indian auto components players

Fig: Mix of components of exports

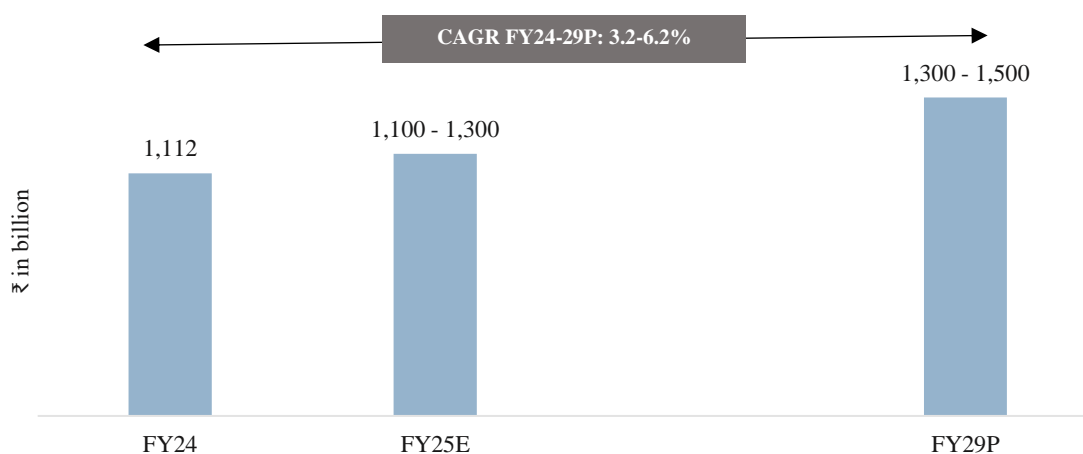


Source: DGFT, CRISIL MI&A Research

Critical components, such as engine parts, drive transmission and steering, and electrical, are technologically more complex compared with lower-margin components, which were earlier the preserve of Indian players. They offer higher margins to manufacturers, but require greater investment in research and development, as well as high-precision engineering to adhere to the stringent quality standards of global OEMs.

Indian manufacturers have been able to gradually increase their proportion of exports of critical components as they faced relatively less competition from other LCCs in this segment. Many of these countries supplied more basic components, which were not as cost and quality intensive. India stepped up its share of exports of critical components significantly. This was possible since the domestic automotive market is increasingly attaining global technological intensity levels and component manufacturers continue to acquire greater technological prowess.

Fig: Outlook of exports of auto components, by value ₹ in billion (Financial Years 2024 to 2029P)



E: Estimated, P: Projected; Source: CRISIL MI&A

Review and outlook on the Indian Solar Photovoltaic (PV) module industry

India’s cumulative solar module manufacturing capacity stood at 64.5 GW on Dec. 31, 2023, while its solar cell capacity reached 5.8 GW. India added 20.8 GW of solar module manufacturing capacity and 3.2 GW of new solar cell production lines in calendar year 2023.

PV Module Market

Key demand drivers and restraints of the PV module market

A Solar PV Module constitutes an assembly of photovoltaic (PV) cells, also referred to as solar cells. To attain the requisite voltage and current, a collection of PV modules or Panels, is interconnected to form a large array, termed a PV array. The PV module is a fundamental component of any photovoltaic system, which directly converts sunlight into direct current (DC) electricity. These modules can be interconnected in series and/or parallel configurations to meet the specific voltage and current requirements of a given system. Solar panels are coated with silicon hard coating to sustain UV rays, offer scratch resistance and help in maintaining the efficiency of the solar panels.

The PV module market in India is poised for substantial growth, driven by a combination of government initiatives, policy incentives, and emerging energy demands. However, the market also faces certain restraints that could impact its trajectory. Below is a detailed analysis of the key demands for drivers and restraints:

Demand drivers

- *Rising Share for Domestic Manufacturers:* The share of domestic manufacturers in the Indian PV module market is expected to increase significantly, with an estimated 38-42 GW of modules being sourced locally between Financial Years 2025 to 2029. This surge in demand for domestically produced modules is driven by several factors:
 - CPSU Scheme: This scheme plays a crucial role in ensuring sustained demand for local manufacturers, particularly in large-scale government projects.
 - Rooftop Solar Projects (DCR/Government): The Domestic Content Requirement (DCR) mandate, which allows for the exclusive use of domestic modules in government rooftop orders, is another significant driver.
 - Competitive Bids and Utility Projects: Competitive bidding processes for utility-scale solar projects, including those requiring adherence to the Approved List of Models and Manufacturers (ALMM), are expected to account for 90-95 GW of installations between Financial Years 2025 to 2029.
 - KUSUM Scheme: While the KUSUM scheme, which aims to provide solar energy solutions to farmers, has seen a relatively slow uptake, it still contributes to the overall demand for domestic modules. With 4,000-5,000 MW of installations in the pipeline, the scheme provides a steady, albeit modest, source of demand for local manufacturers.
 - EPC-Oriented Solutions: These solutions are particularly relevant for utility-scale projects, where the integration of domestic modules is crucial for project viability under government tenders.
- *Significant Solar Capacity Additions Expected:* India is expected to add approximately 130-140 GW of solar capacity between Financial Years 2025 to 2029. This anticipated growth in solar installations is driven by the government's commitment to achieving its renewable energy targets, the increasing competitiveness of solar power, and the need to meet the growing energy demands of the country. The robust pipeline of projects, supported by favorable policies and incentives, is expected to drive substantial demand for PV modules over the next five years.
- *Emerging Opportunities in Green Hydrogen and Renewable Generation Obligations (RGO):* In addition to traditional solar power projects, emerging opportunities in green hydrogen production and Renewable Generation Obligations (RGO) are expected to provide an additional upside of 42-47 GW in solar capacity installations between Financial Years 2025 to 2029. The push for green hydrogen, driven by the need to decarbonize sectors such as transportation and industry, is expected to create new demand for solar power, further boosting the market for PV modules.
- *Basic Customs Duty (BCD) on Modules and Cells:* The imposition of a 40% Basic Customs Duty (BCD) on imported solar modules and a 25% BCD on solar cells, effective from April 1, 2022, is a critical policy measure aimed at protecting the domestic manufacturing industry. This tariff barrier is expected to reduce the influx of cheaper imports and encourage the use of domestically produced modules, thereby supporting the growth of local manufacturers.

Restraints

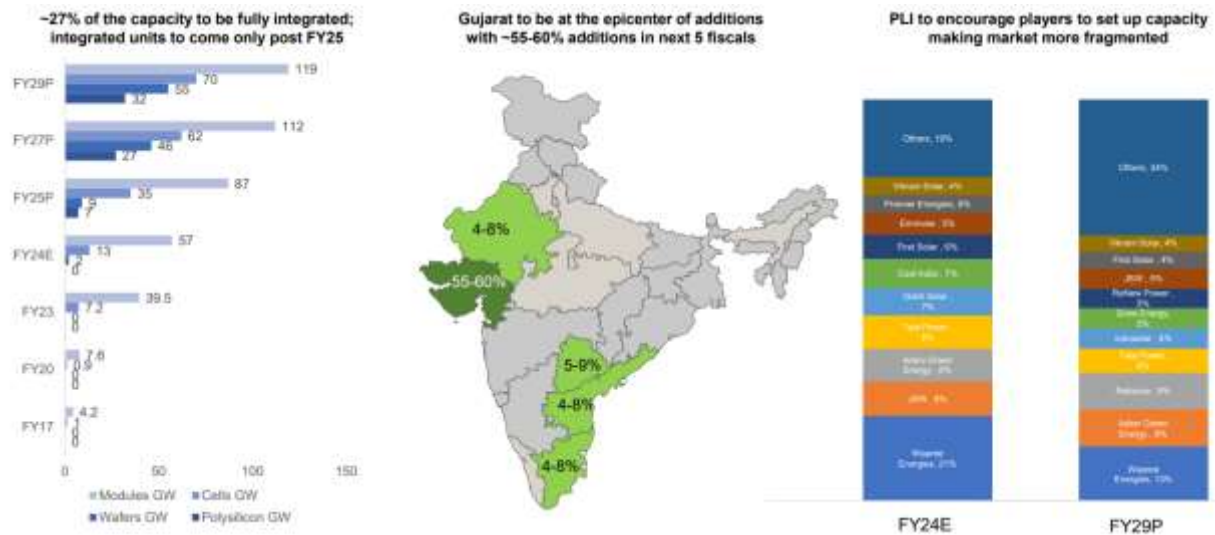
- *Uncertainty Surrounding ALMM Applicability:* The ALMM, which was relaxed until the end of Financial Year 2024, plays a critical role in ensuring demand for domestically produced modules. Any further relaxation or delay in reapplying the ALMM could result in a continued reliance on imports, thereby dampening the demand for local modules.

- **Dependence on Imported Upstream Components:** Despite the growth in domestic module manufacturing capacity, Indian manufacturers remain heavily dependent on imports for upstream components such as polysilicon and wafers.
- **Pricing Pressures:** The solar module market has witnessed significant pricing pressures driven by global oversupply and falling prices across the value chain. In Financial Year 2024, international module prices fell by 38%, with prices of upstream components such as polysilicon, wafers, and cells also experiencing steep declines.
- **Challenges in Solar Rooftop and KUSUM Schemes:** While government schemes such as the Solar Rooftop Program Phase-II and the KUSUM scheme are important demand drivers, their implementation has faced challenges. The uptake of the KUSUM scheme has been lukewarm, with delays in tendering and installation processes. Similarly, the rooftop solar segment, while growing, has not yet achieved the scale necessary to drive significant demand for domestic modules. These challenges could limit the impact of these schemes on the overall market.

Review and outlook for PV modules (Financial Years 2019 to 2024 and Financial Years 2024 to 2029) for India

CRISIL MI&A expects solar power capacity additions of 130-140 GW over Financial Years 2024 to 2028 compared with 40-45 GW over Financial Years 2019 to 2023. Growth in capacity additions will be driven by government support, with an aggressive tendering roadmap outlined and being followed by the government so far. Some external factors such as improvement in technology (floating solar and module efficiency), low-cost financing, and policy push, will act as enablers. However, surge in component pricing and additional taxation will increase capital costs and consequent willingness of state discoms to offtake.

India’s nameplate module manufacturing capacity is anticipated to witness substantial growth, increasing by approximately 2.1 times by Financial Year 2029. This expansion is expected to be geographically concentrated, with five states projected to contribute around 82% of the capacity additions by Financial Year 2029.



In Financial Year 2025, the nameplate module capacity is forecasted to grow by 50-55% year-on-year, reaching an estimated 84-88 GW, up from a base of 55-60 GW in Financial Year 2024. This increase in technologically advanced module capacity (500 Wp and above) is expected to align with the rising average annual solar demand, estimated at 38-42 GW until Financial Year 2029. Furthermore, capacity additions across the supply chain are anticipated from Financial Year 2025 onwards, driven by the timelines associated with the Production Linked Incentive (PLI) scheme. By Financial Year 2025, approximately 18-22 GW of cell capacity, along with 5-9 GW each of wafer and polysilicon capacity, is expected to become operational, significantly reducing the reliance on imports.

Review and outlook of the Belrise Industries specific components

Overview of the auto component segments

The specific auto component segment includes metal products, polymer products, suspension, e-mobility and tool room.

The metal products segment includes frame/chassis, silencer, silencer parts & assemblies, handlebar, frame parts, side stand assembly, centre stand assembly, mountings for fairing, visor & windshield and BIW parts.

The polymer products segment can be further segmented plastic molding parts which includes fender, cover and cowl.

The e-mobility segment includes motor, vehicle control unit, battery, battery management system (BMS), battery container and charger.

The tool room segment includes plastic molds, press tools and dies.

Domestic market Sizing

Metal Products

Metal products play a critical role in the design, functionality, and overall performance of vehicles. The automotive industry relies on a variety of metals depending on their unique properties, strength, durability, and flexibility. These metallic components contribute to the structural support, functionality, and aesthetics of vehicles. Metallic parts form part of structural components, engine components, transmission & drivetrain, suspension components, wheels, and brakes. Thus, metals are used from the chassis/frame that forms the vehicle's skeletal foundation to the exhaust system's silencer and plays a pivotal role in the automotive ecosystem. Metal components are backbone of automobiles that offers structural integrity, performance, and safety to various vehicles.

The choice of metals depends on various factors, including strength requirements, weight considerations, and cost-effectiveness.

Chassis/frames: Chassis/frame is a structural framework upon which entire vehicle is built and provides the fundamental support for other components and systems. These components are critical to the overall performance, safety, and durability of the vehicle. The chassis supports various components, including the engine, suspension system, and body. It provides a platform for mounting all the other parts and contributes significantly to the vehicle's overall strength and rigidity. The frame is the skeleton of the chassis, providing the basic structure to which other components are attached. It determines the vehicle's overall shape and supports the weight of the vehicle and its occupants. Traditional chassis and frames are made of steel due to its strength and cost-effectiveness. High-strength steel alloys are commonly used to achieve the necessary structural integrity while minimizing weight. Modern vehicles, especially electric vehicles are increasingly incorporating aluminium components in their chassis and frames to reduce weight and improve fuel efficiency. Aluminium offers a good strength-to-weight ratio and corrosion resistance.



Source: Belrise Industries

Silencer: The silencer is part of the exhaust system and plays a crucial role in managing the exhaust gases produced by the engine. The main purpose of the silencer is to control emissions by removing exhaust gases away from the engine and filter pollutants prior to releasing them into the environment. Also, it reduces the noise generated by the exhaust gases expelled from the engine during the combustion process. Silencer houses the catalytic converter and muffler which are key components in reducing the emission and noise from the exhaust system. It is made from heat resistant steel parts welded together.



Source: Belrise Industries

Handlebar: The handlebar is a critical component which is the primary interface between the rider and the two-wheeler. It plays a crucial role in steering and maneuvering the vehicle. The handlebar houses the grip, switches, brake levers, and clutch levers. Handlebars provides a stable and responsive interface for riders to control the direction of the two-wheeler. These are made of steel tubes for durability and cost-effectiveness through the bending and welding process.



Source: Belrise Industries

Frame parts (Swing arm): The swingarm is a critical component in the suspension system of two-wheelers, connecting the rear wheel to the vehicle's frame. It plays an important role in supporting the rear wheel, maintaining stability, and overall handling of the vehicle. The swingarm is primarily responsible for securing the rear wheel and facilitating the rotation of it. Also, it connects the rear shock absorber with vehicles frame, contributing to the overall suspension geometry. The swingarm also accommodates different drive systems, such as chain, or belt. Swingarms are made of steel, providing a balance between strength, durability, and cost-effectiveness.



Source: Belrise Industries

Side stand and center stand: The side stand and center stand are essential components of two-wheelers, providing stability and convenience for parking in everyday use. The side stand is a folding/retractable metal rod attached to the side of the two-wheeler. It supports the vehicle when parked, by allowing it to lean to one side without the need for external support. The side stand is primarily used for quick stops, such as parking for a short duration or when waiting at traffic signals. The center stand is also a retractable metal frame placed underneath the chassis. It allows the motorcycle to be lifted vertically, supporting it at its center point. The center stand provides a stable platform for the two-wheelers, making it ideal for parking over extended periods and for performing maintenance tasks. Both side stands and center stands are commonly found in motorcycles and scooters, providing riders with flexibility in parking basis their needs. These are made from high strength steel parts which are welded together.



Source: Belrise Industries

Body in white (BIW) parts: BIW refers to the stage in automotive manufacturing where the vehicle body is assembled but before painting and other finishing touches. For, PVs and LCVs the BIW components provides structural integrity, safety and supporting various mechanical and electrical systems. The BIW parts include brackets, tanks, frame rails, front and rear cross members, cross car beams, impact absorbing structures, suspension mounting points and transmission tunnels.



Source: Belrise Industries

Review and Outlook on the domestic metal products market (Financial Years 2024 to 2030P)

As mentioned above, metal products segment includes components catering to multiple automotive vehicle segments including motorcycles, scooters, three wheelers, passenger vehicles, and light commercial vehicles in both the internal combustion (IC) and electric vehicles (EVs) segment. Based on the vehicle category, the products applicable for each of them varies as below:

| Segment | Component | Market | Channel |
|---------------------------------|---|----------|---------|
| Two-wheeler | Frame/chassis, silencer, silencer parts & assemblies, handlebar, frame parts (BIW parts), side stand and centre stand, mountings (fairing, visor & windshield). | Domestic | OE |
| Three-wheeler | Frame/chassis, frame parts (BIW parts) | Domestic | OE |
| Passenger Vehicle | Frame & chassis | Domestic | OE |
| Light Commercial vehicle | BIW parts (frame, frame parts, BIW parts) | Domestic | OE |

Metal Products market size (Financial Years 2024 to 2030P)

The 2W metal products market is estimated at ₹171.2 billion in Financial Year 2024. Metal products are expected to growth at 11-13% CAGR over the next five years though Financial Year 2030 to reach ₹346-348 billion. The 3W metal products market is estimated at ₹14.5 billion in Financial Year 2024 and is expected to reach ₹27-29 billion by Financial Year 2030 growing at a CAGR of 11-13%. The LCV metal products market is estimated at ₹21.3 billion in Financial Year 2024. Metal products are expected to growth at 10-11% CAGR over the next five years though Financial Year 2030 to reach ₹35-37 billion. The PV metal products market is estimated at ₹510.5 billion in Financial Year 2024 and is expected to reach ₹842-844 billion by Financial Year 2030 growing at a CAGR of 8-10%.

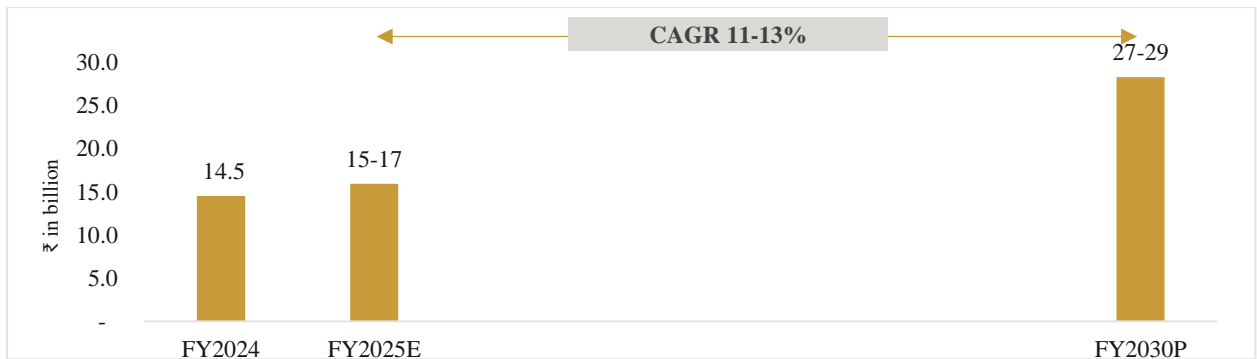
The market would be majorly driven by the two-wheeler segment followed by three-wheeler and light commercial vehicles. Almost all vehicle segments would log robust production growth over Financial Years 2025 to 2030. The domestic sales of two-wheelers, three-wheelers, passenger vehicles and commercial vehicles is projected to grow at 6-8%, 5-6%, 4.5-6.5%, and 3-5% CAGR, respectively, over the forecast period, driving the OEM market for metal products. Key macroeconomic trends are also likely to aid demand for two-wheelers, three-wheelers ad passenger vehicles over the medium to long term. Key players in the metal products segment are Metalman Auto Private Limited, SM Auto Engineering Pvt Ptd, Belrise Industries, Indo Autotech Limited and Autocomp Corporation Panse Pvt Ltd.

Fig: 2W Metal products market size (Financial Years 2024 to 2030P)



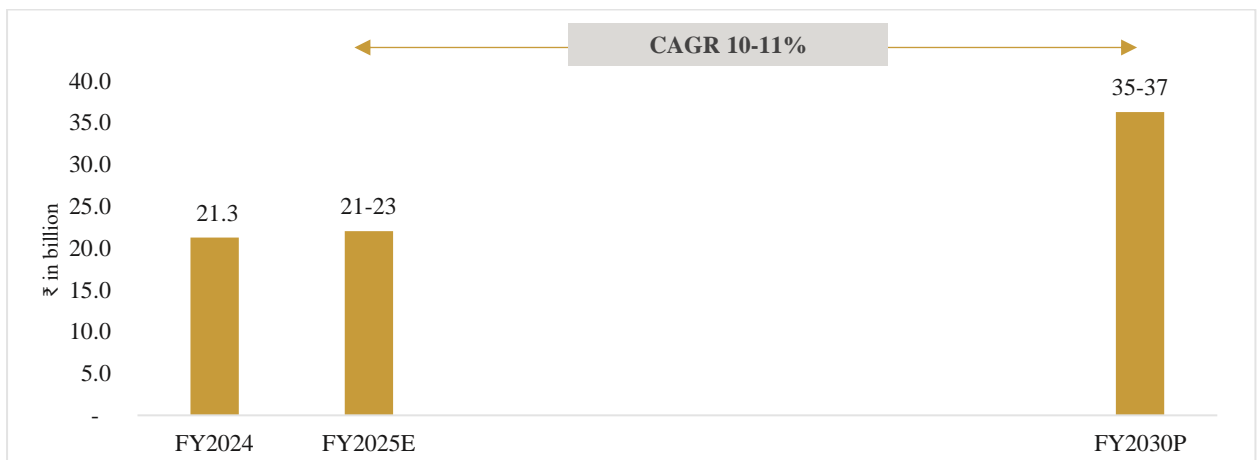
Source: CRISIL MI&A

Fig: 3W Metal products market size (Financial Years 2024 to 2030P)



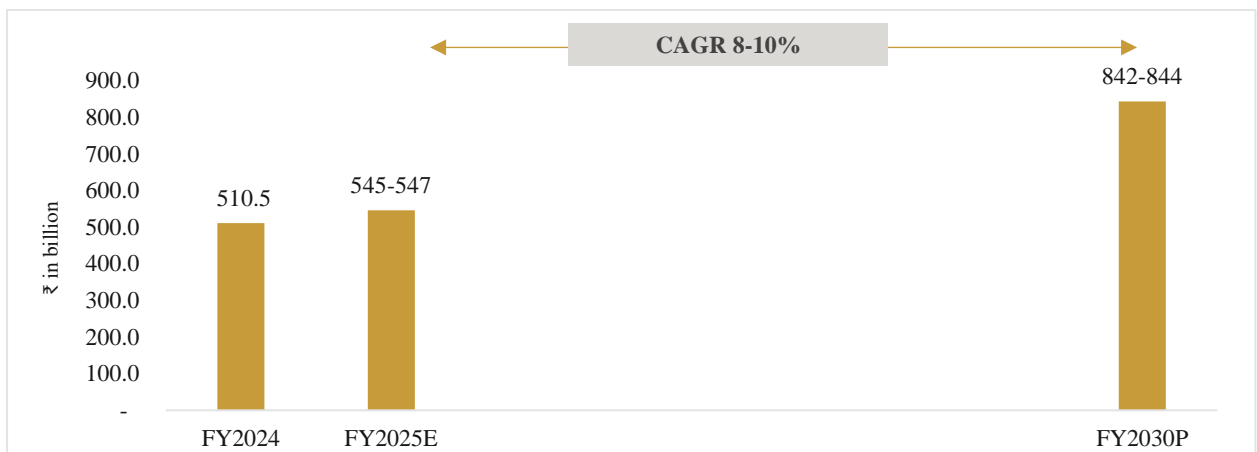
Source: CRISIL MI&A

Fig: LCV Metal products market size (Financial Years 2024 to 2030P)



Source: CRISIL MI&A

Fig: PV Metal products market size (Financial Years 2024 to 2030P)



Source: CRISIL MI&A

Domestic market for EV metal products is very niche and is growing. The electric two-wheeler penetration is expected to reach 33-37% by Financial Year 2031. Electric vehicle adoption in the two-wheeler segment will be largely driven by urban scooter buyers by Financial Year 2031. The growth in EV in the three-wheeler segment would be driven by goods vehicles in the short term as most of the fleet operators in end-use segments like FMCG, e-commerce and dairy shift to e-autos owing to the lower operating costs. Growth will be led by players in last mile delivery switching to electric three-wheelers, while PVs are expected to drive the EV market in the long term

due to lower battery cost, improved charging infrastructure and availability of wide range of models by Financial Year 2029, we expect the penetration of electric 3Ws to reach 30-34% levels from 13.2% in Financial Year 2024.

Polymer Products

Polymer products which primarily involves plastic molding components play a significant role in the aesthetics and functionality of components used in two-wheelers. Plastic parts are used in body panels, instrument panels, housings, covers, switches and controls. They are preferred over metal parts owing to their lightweight and design flexibility in shaping components. Plastic molding processes are more cost-effective than manufacturing metal parts. Plastics contribute to the overall efficiency, design, and affordability of two-wheelers, from body panels to functional components.

Fender: Fender, also known as mudguard, is a protective component that serves both functional and aesthetic purposes. They are designed to shield rider and two-wheeler components from the road debris, water, mud, and other elements thrown up during the rotation of wheels. Fenders can be in the front and rear of two-wheelers. Modern two-wheelers often feature fenders made of plastic or fiberglass-reinforced materials. Plastic fenders are lightweight, resistant to corrosion, and can be molded into various shapes and designs.



Source: Belrise Industries

Cover: Covers play a crucial role in protecting the vehicle from external elements, ensuring durability, and maintaining aesthetic appeal. These covers come in various forms and serve different purposes, contributing to the overall functionality and care of the motorcycle. Covers serve a range of purposes, though protecting specific components like chains, fuel tanks and other components.



Source: Belrise Industries

Cowl: Cowl refers to the body panel that covers and protects various components, enhancing both the aerodynamics and aesthetics of the two-wheeler. It plays a significant role in improving the overall design, performance, and safety features of two-wheelers. The rear cowl covers the rear section of the motorcycle, extending from the seat to the tail section. Side cowls cover the sides of the motorcycle, often extending from the fuel tank to the rear section. They contribute to the bike's overall design and can integrate with the fuel tank and rear cowl. Cowls are typically made of lightweight materials to minimize the impact on the overall weight of the motorcycle.



Source: Belrise Industries

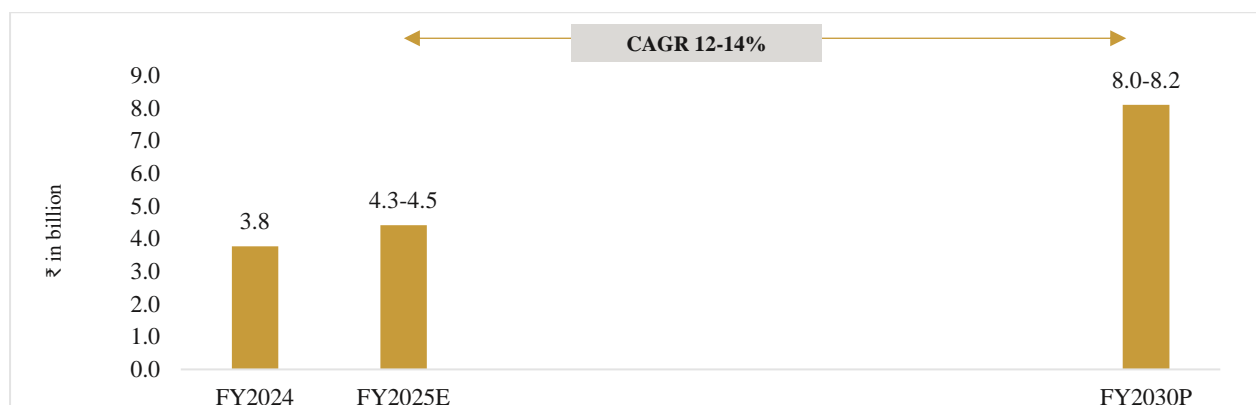
Review and Outlook on the domestic polymer products market (Financial Years 2024 to 2030P)

As mentioned above, polymer products segment includes components such as fender, cover and cowl catering to the motorcycle, scooter and moped segment. Key players in the polymer products are Varroc Engineering Limited, Belrise Industries, Roop polymers Ltd, and A.G. Industries Private Limited. Belrise Industries is among the prominent players in the polymer products segment with nearly 12% market share (value terms) in Financial Year 2024.

Products under every vehicle category are listed below:

| Segment | Component | Market | Channel |
|-------------|----------------------|----------|---------|
| Two-wheeler | Fender, cover & cowl | Domestic | OE |

Fig: Polymer products market size (Financial Years 2024 to 2030P)



Source: CRISIL MI&A

Suspension

Suspension systems provide a balance between handling, ride comfort, and stability. The design and type of suspension play an important role in ensuring smooth and comfortable riding experience.

Telescopic forks are the most common front suspension system in two-wheelers. These consist of two fork tubes that slide into each other, providing a simple and effective design for absorbing shocks and maintaining control.

In three wheelers, the suspension design is essential due to the unique dynamics of these vehicles, especially considering the load-carrying capacity and diverse road conditions in India. Mostly three-wheelers use a leading-link suspension system in the front single wheel. This system features a leading link or A-arm that connects the wheel to the chassis. It provides stability and allows for controlled movement over bumps and irregularities.



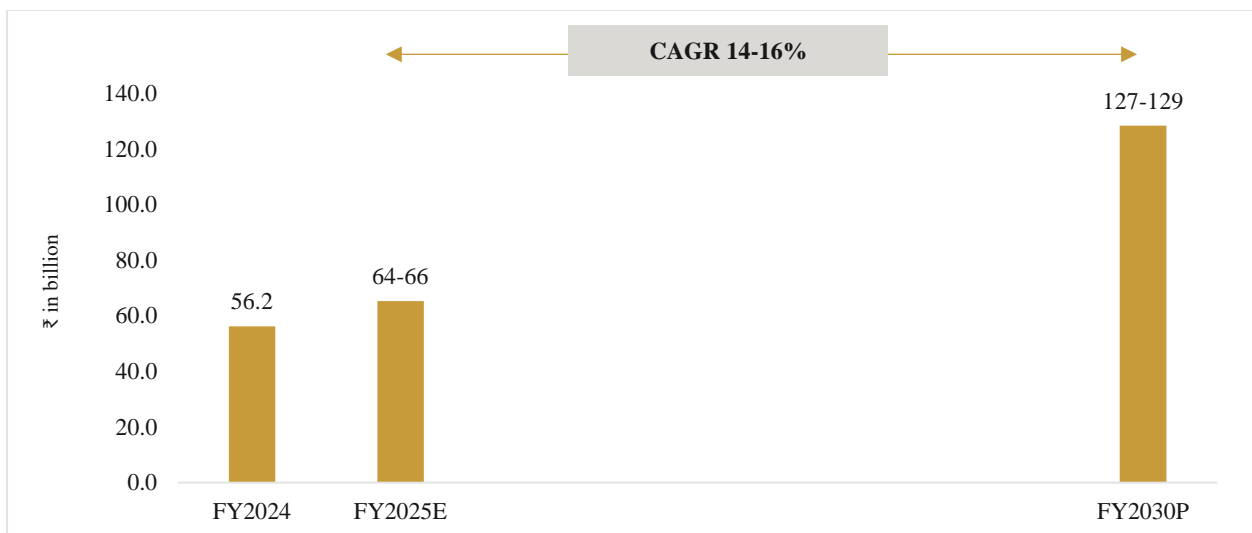
Source: Belrise Industries

Review and Outlook on the domestic suspension market (Financial Years 2024 to 2030P)

Products under every vehicle category are listed below:

| Segment | Component | Market | Channel |
|---------------|---|----------|---------|
| Two-wheeler | Suspension (Telescopic shock absorber, steering column) | Domestic | OE |
| Three-wheeler | Suspension (Telescopic shock absorber, steering column) | Domestic | OE |

Fig: Suspension market size (Financial Years 2024 to 2030P)



Source: CRISIL MI&A

Battery Container

The battery container, also known as the battery casing or enclosure, is a structural component designed to house and protect the battery materials. This container plays a crucial role in ensuring the safety, integrity, and efficient operation of the battery system.

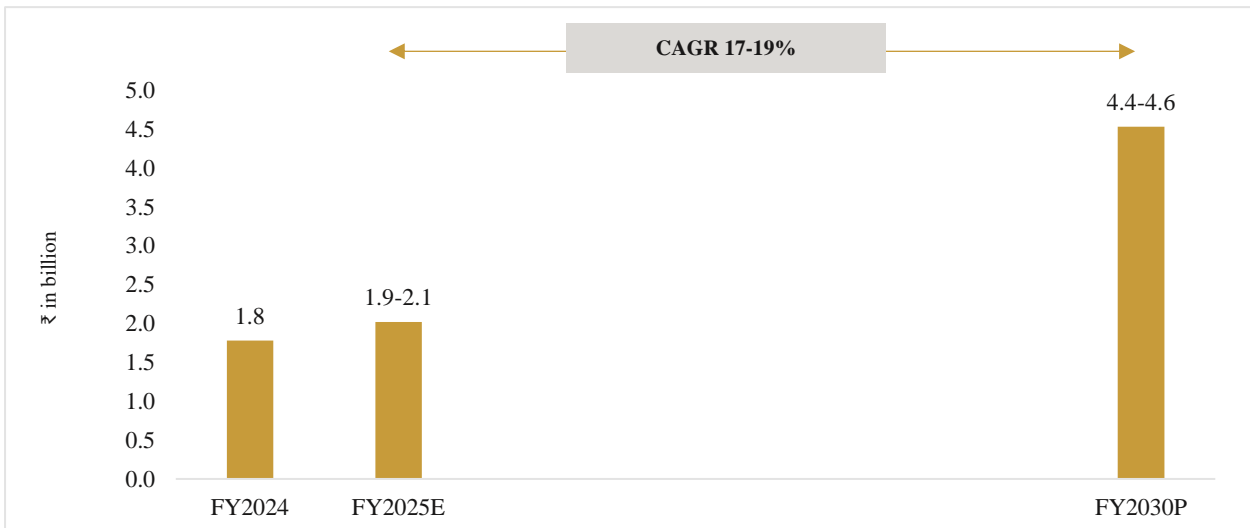


Source: Belrise Industries

Review of and outlook on the battery container market (Financial Years 2024 to 2030P)

| Segment | Component | Market | Channel |
|-------------------|-------------------|----------|---------|
| Two-wheeler | Battery container | Domestic | OE |
| Passenger vehicle | Battery container | Domestic | OE |

Fig: Battery Container market size (Financial Years 2024 to 2030P)



Source: CRISIL MI&A

E-Mobility

Electric vehicle components play a critical role in powering and controlling the vehicle's electric propulsion system. With the growing adoption of electric vehicles (EVs) in India, the importance of these components has increased, and government have proposed various initiatives including PLI and PMP schemes to boost domestic manufacturing capability. Motor, battery pack, battery management system (BMS), motor controller, charging systems, and electronic control units (ECU) are among the few critical EV components. The motor, motor controller and charger together constitute 15-20% of the overall e2W cost.

Motor: The motor is a critical component that is used for traction in the vehicles' electric drive train. These motors play a key role in determining the performance, efficiency, and overall capabilities of electric vehicles. Based on configuration, they are classified into hub motor and mid-drive motor. Based on type, they are classified into Brushless Direct Current Motor (BLDC) and Permanent Magnet Synchronous Motor (PMSM).

Vehicle control unit: The Vehicle Control Unit (VCU) is a central electronic component that serves as the brain of the electric vehicle, overseeing and coordinating various subsystems to ensure optimal performance, safety, and efficiency. The VCU integrates and coordinates the operation of key vehicle systems, including the motor, battery, charging system, braking, and other electronic components.

Battery: Batteries are crucial components in the EV drivetrain that stores energy necessary to power the EVs. The type, capacity, and efficiency of the battery significantly influence the range, and performance of EVs.

Battery Management System (BMS): The Battery Management System (BMS) plays a pivotal role in the monitoring, control, and optimization of the lithium-ion battery packs that power EVs. The BMS ensures the safe and efficient operation of the battery, and improves factors such as battery life, performance, and overall reliability.

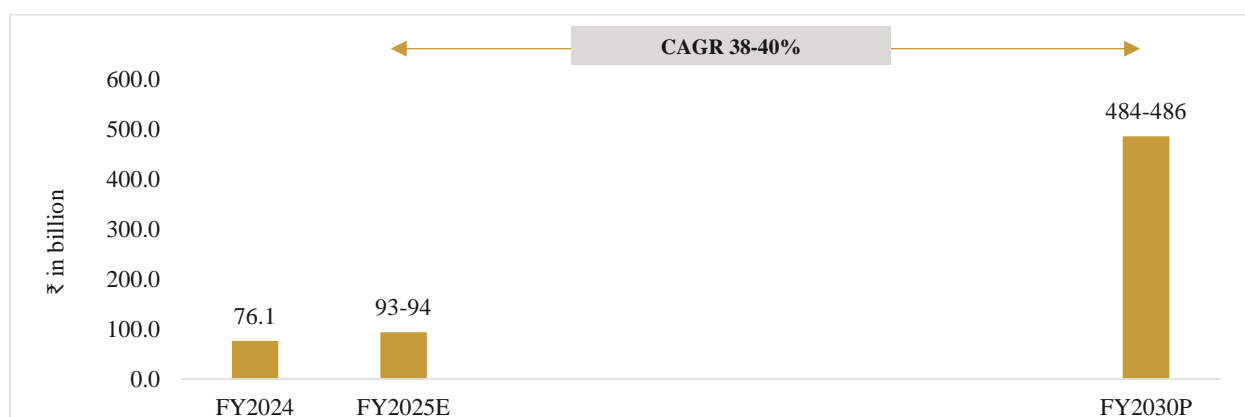
Review of and outlook on the e-mobility market (Financial Years 2024 to 2030P)

The e-mobility market includes motor, vehicle control unit, battery, battery management system (BMS), battery container and charger in the two-wheeler and three-wheeler industry. The intensity of motor, battery container, vehicle control unit, BMS, and charger are assumed to be one per vehicle. However, the size and shape of battery container or motor configuration may vary basis the OEM design. In the case of battery, the average kWh per vehicle varies basis the segment and application. For two-wheelers, there are multiple variants of vehicle that have different battery capacities ranging from 2kWh to 4kWh. For three wheelers, basis the application (goods vs passenger) the average battery capacity varies. However, most of the products have battery in the range of 7-11kWh.

| Segment | Component | Market | Channel |
|---------------|--|----------|---------|
| Two-wheeler | Motor, vehicle control unit, battery, battery management system (BMS), charger | Domestic | OE |
| Three-wheeler | Motor, vehicle control unit, battery, battery management system (BMS), charger | Domestic | OE |

The market size for e-mobility solutions is estimated at ₹76.1 billion in Financial Year 2024 and is expected to grow at a 38-40% CAGR over the forecast period to ₹484-486 billion by 2030. The growth of these components would be directly proportional to the growth of EV market as these are critical components for the EV powertrain. Any fluctuation in the EV uptake or the associated regulations would directly impact the market for these components. Battery and motor are the driving unit of an electric vehicle. The price fluctuations of the lithium-ion cells globally could impact the EV battery prices in India and hence the demand. Further in the motors market, there are mid-drive and hub motors, Basis the OEM preference, the type of motors used in the vehicle might vary. Although we are still dependent on imports of raw materials for many of these components especially magnets, we have achieved a minimum level of localization for these components aided by government support through various schemes including PMP, PLI and FAME. Growth in the EV specific auto components market for EVs will be primarily led by electrical/electronic parts, powertrain components, and body/chassis parts.

Fig: E-mobility products market size (Financial Years 2024 to 2030P)



Source: CRISIL MI&A

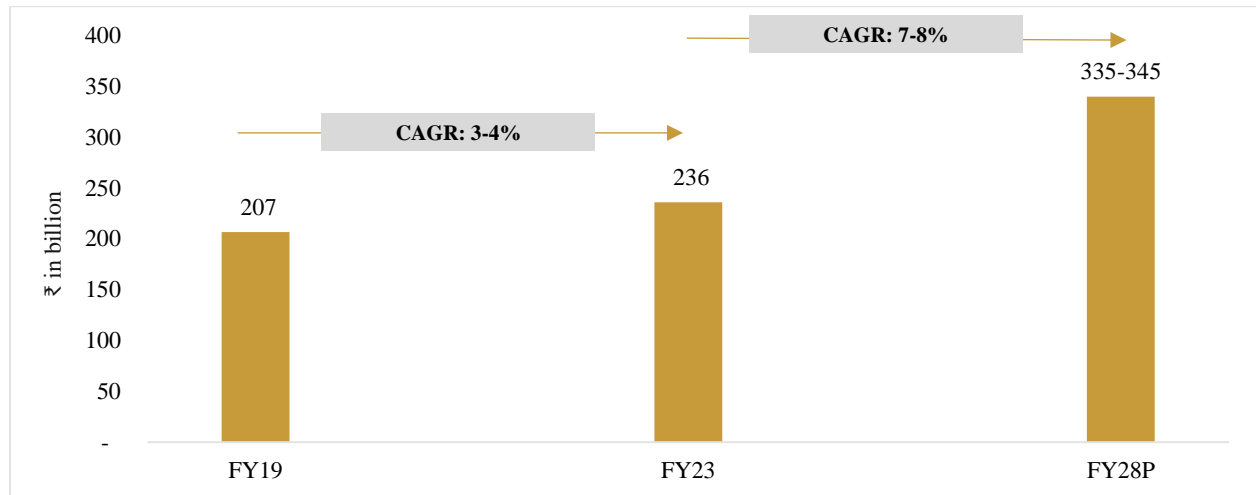
Tool room Industry

Review and outlook of the Indian tool room industry (Financial Years 2019 to 2028P)

The market size for Indian tool room industry is estimated to be ~₹236 billion in Financial Year 2023 and has grown by 3-4% between Financial Years 2019 and 2023. The subdued growth was primarily due to slowdown in automobile industry growth during Financial Years 2019 to 2021 period due to the pandemic. The automotive industry remains the key sector accounting for more than 60% of total demand. Sectors like defense, aerospace and medical equipment are gaining traction due to the growing trend of localization.

Indian tool room industry is estimated to grow at a CAGR of 7-8% by Financial Year 2028 driven by strong growth in end-use segments. Automotive, and general engineering segments are expected to be the fast-growing segments followed by plastics process, electrical and aerospace & defense.

Fig: Indian tool room industry market size (Financial Years 2024 to 2030P)



Source: TAGMA, CRISIL MI&A

Trends impacting the tooling industry

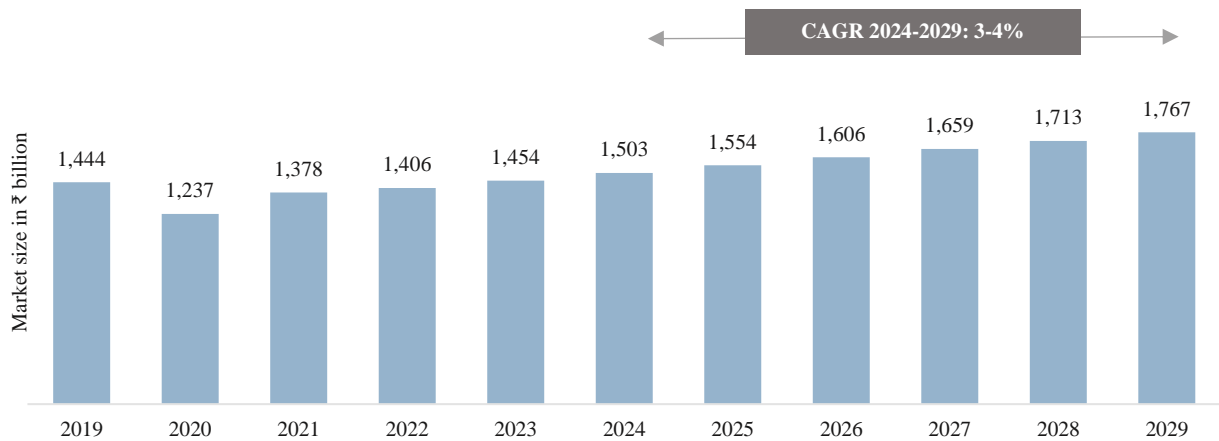
- As the EVs are gaining momentum, the demand for plastic molds and aluminium forging are replacing conventional demand.
- The demand for high integrity structural parts like high-strength steel (HSS) and ultra high-strength steel (UHSS) and alternate materials for light weighting is expected to grow in the future. The tooling industry would profit as new product technologies and tools will be required for processing lightweight materials.
- An increase in the launch of facelifts and new designs at the end of product lifecycles. Reduction in product lifecycle is leading to faster replacement of older vehicles.

Global Market Sizing: Review (2023) and Outlook (2024-2029) of market size by components

Metal products market size review and outlook for two-wheelers

The global two-wheeler metal components market was valued at ₹1,453.85 billion in Calendar Year 2023. It is expected to reach ₹1,767.28 billion in Calendar Year 2029, witnessing a CAGR of 3.29% during the forecast period (2024-2029).

Fig: Global Two-Wheeler Metal Components market, value in ₹ billion, 2019-2029



Source: Mordor Intelligence

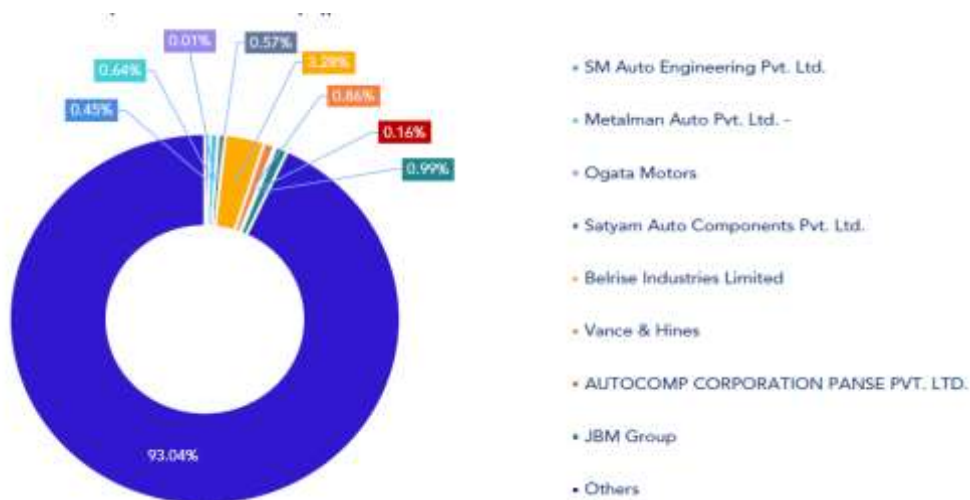
Note: Value converted from USD to ₹; 1 USD = ₹82.83

There is an increasing need for two-wheeler metal components in today’s quickly changing market. This trend is being fueled by several factors that force manufacturers to streamline their operations to satisfy the growing market for premium metal components.

The focus on performance and safety is a major factor driving the market for metal two-wheeler components. Manufacturers are adding cutting-edge metal components that provide improved structural integrity and superior impact resistance in response to growing consumer concerns about rider safety and vehicle performance. Premium metal alloys must be used in everything from brake components to chassis parts to guarantee the safety and dependability of two-wheeler vehicles.

Thus, several factors, such as the growing desire for lightweight and durable materials, the focus on safety and performance, technological advancements, and developing market trends, are driving the demand for two-wheeler metal components. The market for two-wheeler metal components is expected to grow significantly in the upcoming years as manufacturers continue to innovate and streamline their production processes. Manufacturers can take advantage of this rising demand and strengthen their position in the cutthroat two-wheeler market by addressing these important factors and prioritizing quality and innovation.

Fig: Global Two-Wheeler Metal Components Market, Revenue Share (%), By Manufacturer



Source: Mordor Intelligence

Note: The market shares provided in the above graph are based on revenue generated by the company from two-wheeler metal component business only. Kindly note that the market share for Metalman Auto Pvt. Ltd., Belrise Industries Limited, and JBM Group is based on latest financials available for the Financial Year 2024.

Profiling of key automotive component players competing with Belrise Industries Ltd

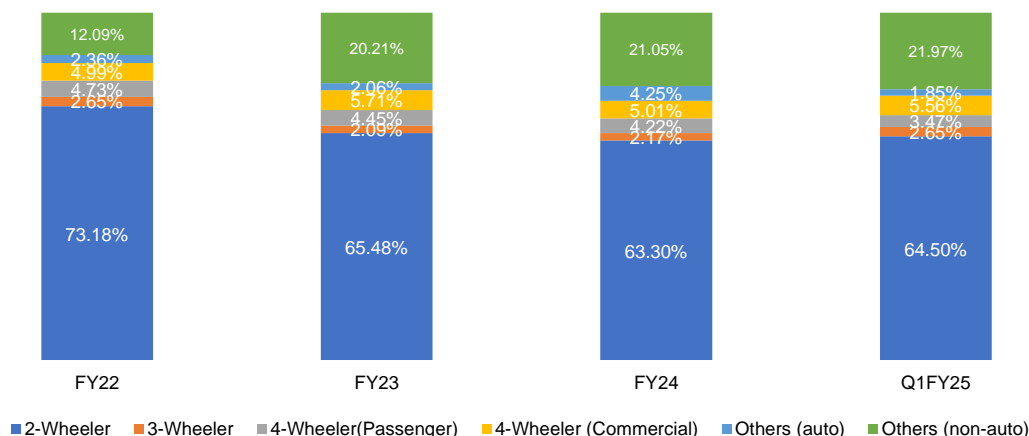
Key player profiles

Key players in the component manufacturing for automotive and white goods industries are Belrise Industries Ltd, JBM Auto, Uno Minda Ltd, Endurance Technologies Ltd, Bharat Forge Ltd and Motherson Sumi Wiring India. The peers have been shortlisted as those either having similar product profile as Belrise, or leading players in terms of revenue, in the overall auto component industry.

Belrise Industries Ltd

| Key facts | Brief profile |
|---|---|
| <p>Year of incorporation: 1996</p> <p>HQ: Pune, Maharashtra</p> | <p>Key product segments</p> <p>Belrise specializes in precision sheet metal pressing and fabrication of automotive components. It caters to two-wheelers, three-wheelers, passenger vehicles (PVs) and commercial vehicles (CVs). Its key business segments are Metal Processing, Polymer Processing, Surface Treatment, Suspension Systems, Home Appliances, and E-mobility.</p> <p>In Metal Processing, they design and develop Chassis & BIW parts, Exhaust systems, Press parts, Seating parts and Cross car beams. In Polymer Processing, they design Two-wheeler fairings, Seat and Side covers, Luggage Box, and Headlight housings. In Surface Treatment, they look in the areas of Tri Hexavalent Nickel Chrome plating of Mild Steel & Stainless steel to meet CASS tests & ensuring aesthetic appeal. In suspension systems, they design and develop Front Forks for Two-wheelers, Shock Absorbers, Semi-Trailing Arm, and Wishbone Assembly for Passenger and Commercial Vehicles. They also have expertise in manufacturing home appliances refrigerator trays, freezer grills, fridge baskets, and thermostat parts. Belrise is among the top three players with market share of 24% in the overall domestic 2W metal components segment as of fiscal 2024 in terms of revenue.</p> <p>Their exports footprint is spread across leading nations namely United States, Japan, United Kingdom, and China. As of Q1 FY25, Belrise has 76.19% of revenue from India and 23.81% outside India.</p> |
| <p>Manufacturing Capacity</p> <p>Metal Processing: Stamping – Upto 1200 MT (Hydraulic & Mechanical) Welding – 700+ Robots & numerous SPMs. Tube Bending – 5 Axes & 3 Axes CNC Tube Bending machines for Tube diameter upto 60mm. Slitting and Cutting lines to process Carbon / Stainless steel. Plastic Processing: 100 + machines ranging upto 1800 T processing.</p> <p>Surface Treatment Hard Chrome Plating Shop Ni/H-Cr Plating Shop Powder Coating Shop Painting Shop</p> <p>Plant locations As of Q1 FY25, Belrise has 15 manufacturing facilities in 8 states across India. They are situated in Haryana, Uttarakhand, Rajasthan, Madhya Pradesh, Karnataka, Maharashtra, Gujarat, and Tamil Nadu.</p> <p>Key clients Ashok Leyland, Bajaj, Eicher, Hero MotoCorp, Honda, Jaguar Land Rover, Mahindra, Tata</p> | |

Trend in Vehicle-Segment wise revenue split (FY2024)



Source: Company Financials

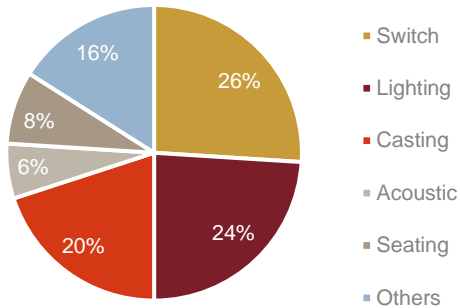
Note: Revenue break up is on Consolidated basis

Uno Minda Ltd

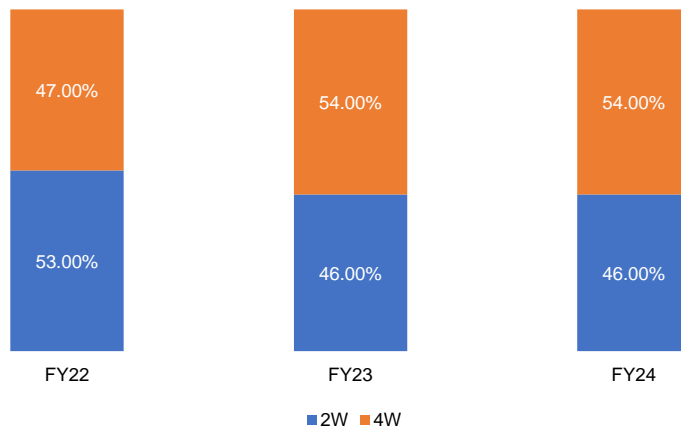
| Key facts | Brief profile |
|--|---|
| <p>Year of incorporation: 1992</p> <p>HQ: Gurgaon, Haryana</p> | <p>Key product segments</p> <p>The company specializes in the manufacture of auto components for global and domestic automotive market.</p> <p>It caters to two-wheelers, three-wheelers, PVs, Commercial vehicles (CVs) and offroad vehicles.</p> <p>The major business segment includes Switches, Lighting, Casting, Seating, Acoustics and other.</p> <p>It manufactures diverse parts and accessories for motor vehicles such as brakes, gearboxes, axles, road wheels, suspension shock absorbers, radiators, silencers, exhaust pipes, catalysers, clutches, steering wheels, steering columns, and steering boxes.</p> |
| <p>Manufacturing Capacity</p> <p>Casting Business: Aggregate four-wheeler alloy wheel capacity at Gujarat and Bawal now stands at 3.2 lakh wheels per month of GDC technology and 25,000 wheels of LPDC technology.</p> <p>Two-wheeler alloy wheel: Currently they have a manufacturing capacity of ~3.6 million wheels and further they have plans to increase this to ~5.6 million wheels owing to an increase in demand.</p> <p>Exports: In FY 2023-24, Uno Minda reached ₹ 200 Crores in exports from the seating division spanning 6 export regions, including SAARC, ASEAN, EU, LATAM, MENA & Africa</p> <p>Plant locations</p> <p>Uno Minda has manufacturing facilities in India, Indonesia, Vietnam, Spain, Germany, Mexico and Colombia. Its R&D and engineering centers are in India, Taiwan, Germany and Spain. It has more than 70 manufacturing plants globally and sales offices in North America, Europe, and the Association of Southeast Asian Nations (ASEAN) member countries.</p> <p>Key clients</p> <p>Toyota Kirloskar Motor, Hero MotoCorp, Piaggio Vehicles, TVS and Bajaj.</p> | |

Segment wise revenue split (FY2024)

Out of the total revenue of INR 139103.6 million in FY24, the major segment switches achieved 26% of total revenue, growing at 14% on a y-o-y basis, which attributed to various factors, including the adoption of smarter switches, strategic market expansion, and increased exports in the 2W segment. Lighting contributes 24% of overall revenue whereas casting share is 20%.



Trend in Vehicle-Segment wise revenue split (FY2024)



Source: Company reports, CRISIL MI&A Consulting
 Note: Revenue break up is on Consolidated basis
 Vehicle segment revenue break-up for Q1 FY25 not available

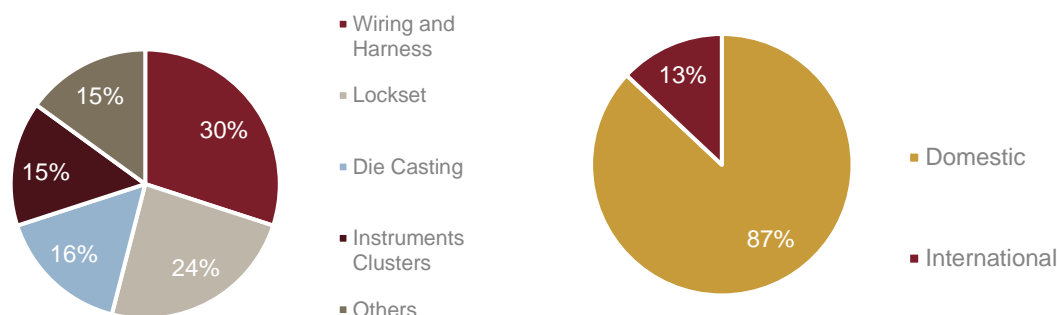
Minda Corporation

| Key facts | Brief profile |
|---|--|
| Year of incorporation: 1985 HQ: Noida, Uttar Pradesh | Key product segments Minda Corporation – the flagship company of Spark Minda Corp) is a prominent manufacturer of automotive components for OEMs and Tier-I suppliers. Manufactures and assembles safety and security systems, and their associated components for the automotive industry in India, the rest of Asia, the Americas, and Europe. They supply their products to Indian OEMs and export about 20% of their products to USA, UK, Europe & Southeast Asia and ASEAN countries. Minda Corporation offers a diverse range of products including Mechatronics, Information and Connected Systems, plastics and Interiors, Aftermarket, |

| Key facts | Brief profile |
|--|---|
| | Electronics Manufacturing Excellence, and Spark Minda Green Mobility. The company manufactures Die die-casting parts and high-class Surface Finishing parts for the auto and consumer durable industry. |
| <p>Exports: In FY 2023-24, exports contributed 8.9% of the total turnover amounting to INR ~4,139 million in FY24</p> <p>Plant locations:</p> <p>Domestic – Minda Corporation has 27 manufacturing facilities, 3 design offices and 7 regional offices strategically spread across India. Within the country, manufacturing facilities are spread across Haryana, Uttarakhand, Gujarat, Madhya Pradesh, Maharashtra and Tamil Nadu.</p> <p>Overseas -The company has its global presence across Vietnam, Japan, Indonesia and Italy with 2 manufacturing facilities, 2 offices.</p> <p>Key clients:</p> <p>2-wheeler - Bajaj, Amphere, Yamaha, Ather, hero 3-Wheeler - Bajaj, Mahindra, Mahindra Electric, Piaggio, Atul 4 wheeler - Hyundai, Mahindra, Maruti Suzuki, Tata, Vinfast CV - Isuzu, Ashok Leyland, Switch</p> | |

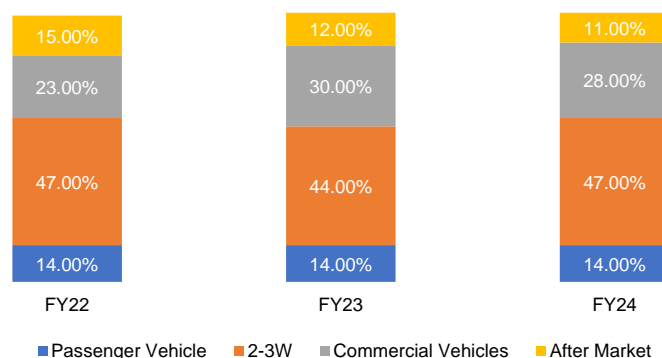
Segment wise revenue split (FY2024)

Minda Corporation has total revenue of INR 46,511 million in FY24 out of which 30% of revenue is generated from wiring and harness followed by lockset contributing to 24%, die casting 16%, instrumental clusters 15% and 15% others



Source: Company reports, CRISIL MI&A Consulting

Trend in Vehicle segment wise revenue break-up



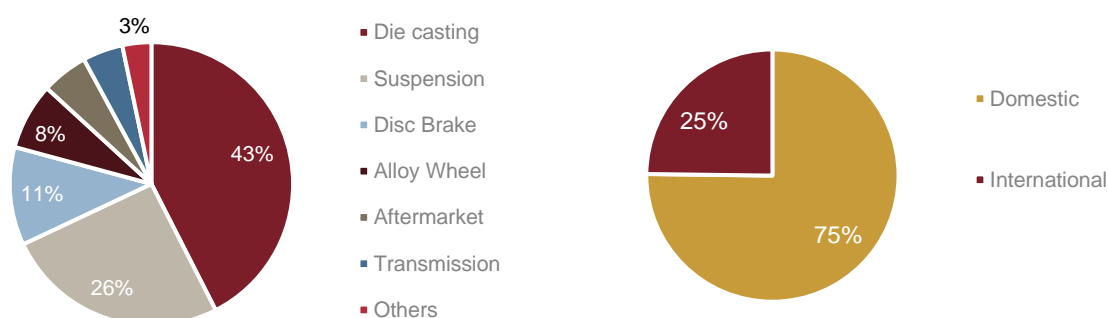
Note: Vehicle segment wise revenue is on Consolidated level
Vehicle segment revenue break-up for Q1 FY25 not available

Endurance Technologies Ltd

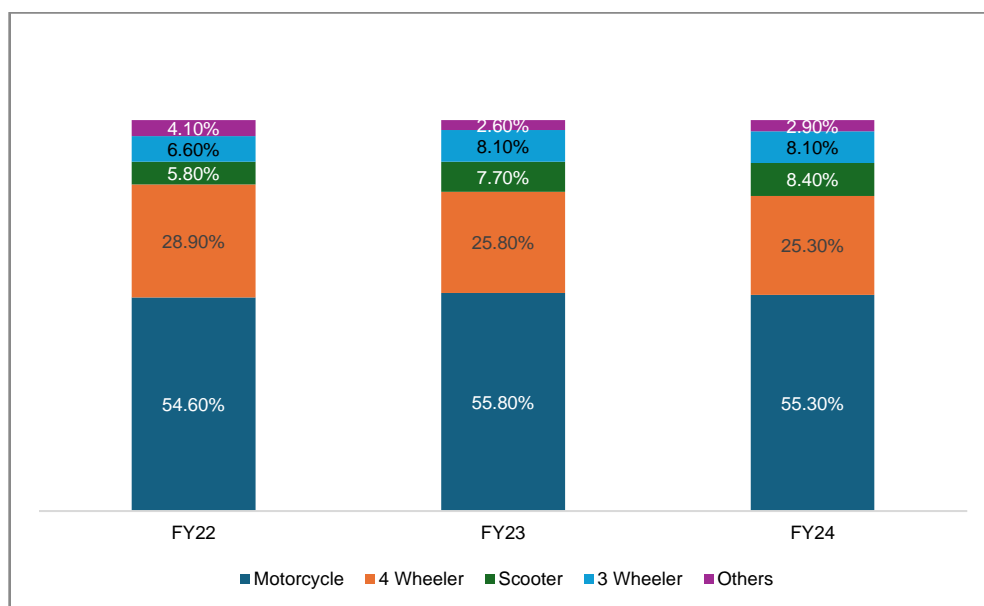
| Key facts | Brief profile |
|--|---|
| <p>Year of incorporation: 1990</p> <p>HQ: Aurangabad, Maharashtra</p> | <p>Key product segments</p> <p>The company is a leading manufacturer and supplier of aluminium die casting components (ADCC) for automobiles.</p> <p>Its business segment includes aluminium die casting, suspension, transmission, braking systems, and aftermarket.</p> <p>The company manufactures suspension, transmission, steering columns, clutches, Catalysers, silencers, and braking products, which are supplied to two-wheeler, three-wheeler and four-wheeler OEMs.</p> |
| <p>Manufacturing Capacity</p> <p>During FY 2022-23, aluminum alloy wheels’ capacity expansion reached 4.5 million wheels per annum. Also, capacity expansions to 6.8 million brake systems and 8.1 million brake discs per annum were operationalized.</p> <p>Plant locations</p> <p>The company has manufacturing presence in India, Germany and Italy and has more than 30 manufacturing facilities. Its overseas operations are primarily through two direct subsidiaries, Endurance Amann GmbH (Germany) and Endurance Overseas Srl (Italy). They supply casting and machining products to leading four-wheeler OEMs in Europe.</p> <p>Here is the comprehensive list of Endurance Technologies’ manufacturing plant locations – Domestic: Aurangabad (9), Pune (3), Pantnagar (2), Chennai (2), Halol (1), Sanand (1), Kolar (1) International: Germany (3), Italy (8), Tunisia (1)</p> <p>Key clients</p> <p>Bajaj Auto, Honda (HMSI), Hero MotoCorp, Royal Enfield, Indian Yamaha Motors, TVS motors, Hyundai/Kia motors, VW Group, Stellantis, Daimler, Tata Motors</p> | |

Segment wise revenue split (FY2024)

Endurance technologies had revenue of INR 98,392.34 in FY24, about 42% of revenue was generated from die casting followed by suspension (25.5%) and disc brake (~11%). Major contribution by motorcycle segment which constitute around 55% of total vehicle segment.



Trend in Vehicle segment wise revenue break-up



Source: Company reports, CRISIL MI&A Consulting

Note: For FY22, Others share has been taken as balance percent after considering motorcycle, 4-wheeler, scooter and 3 wheeler vehicle segment share.

Note: Vehicle segment wise revenue is on Consolidated level
Vehicle segment revenue break-up for Q1 FY25 not available

JBM Auto

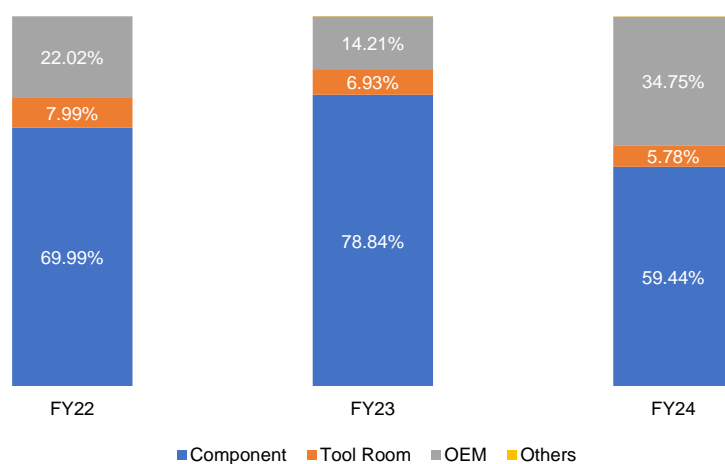
| Key facts | Brief profile |
|---|---|
| <p>Year of incorporation: 1983</p> <p>HQ: Gurgaon, Haryana</p> | <p>Key product segments</p> <p>JBM Auto Limited is a part of the JBM Group, a diversified business conglomerate based in India. The JBM Group has interests in various industries, including automotive, engineering and design, renewable energy, and education.</p> <p>It is an end-to-end solutions provider for all business segments including 2-wheelers, 3-wheelers, passenger vehicles, commercial vehicles, farm & construction equipments. JBM Auto has a comprehensive range of auto components including contract manufacturing, BIW, chassis & suspension systems, pedal boxes, tubular products, and safety critical components & assemblies. Also, it claims to be the largest manufacturer of metal forming system in India and amongst the leading players globally. They use various technologies in their manufacturing processes, including cold & hot stamping, aluminum stamping, CMT welding, roll forming, laser welding, laser cutting amongst many others.</p> |
| <p>Manufacturing Capacity</p> <p>Reportedly they have a manufacturing capacity of 3,000 buses per annum. 2 & 3 wheelers – Approximately 1 bn+ manufactured in totality. Passenger Vehicles – Approximately 1.5 bn+ manufactured in totality. Commercial Vehicles – Approximately 15 mn+ manufactured in totality. Farm Equipment's – Approximately 1.5 mn+ manufactured in totality.</p> | |
| <p>Exports: In FY 2023-24, export business contributed 0.39% i.e, INR 184.2 million to South Korea and USA</p> | |

| Key facts | Brief profile |
|---|---------------|
| <p>Plant locations</p> <p>In India, it has 17 manufacturing facilities located in states including Karnataka, Haryana, Maharashtra, Gujarat, Madhya Pradesh, Uttarakhand, Tamil Nadu. Globally, it has manufacturing facilities in the Germany, USA, Spain, Czech Republic, South Africa, China, Hungary, Turkey, Italy.</p> | |

Segment wise revenue split (FY2024)

The company primarily operates in manufacturing automobile components. Tool room Division at Noida in association with M/s. JBM Ogihara Die Tech Pvt. Ltd. (JODT) with M/s Ogihara Thailand & Co., which started in FY 2020 is now operating at full installed capacity. It is manufacturing dies for skin parts, high tensile parts, critical sheet metal parts for automotive for various OEM's including Maruti Suzuki India Ltd (MSIL). JBM Auto generated rated INR 47,231.86 million in FY24

Trend in Vehicle segment wise revenue break-up



Source: Company reports, CRISIL MI&A Consulting

Note: Vehicle segment wise revenue is on Consolidated level
Vehicle segment revenue break-up for Q1 FY25 not available

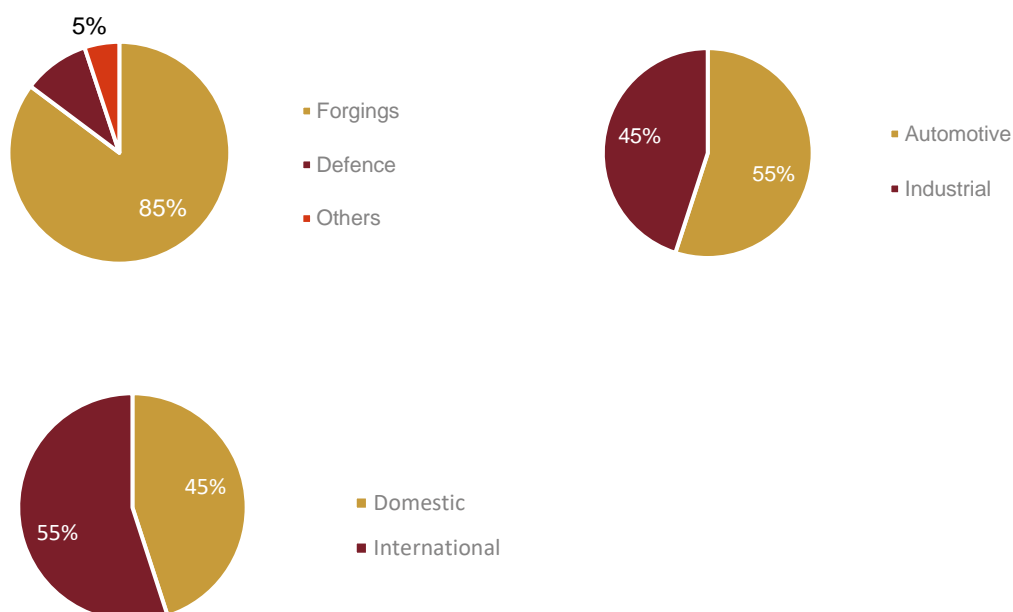
Bharat Forge Ltd

| Key facts | Brief profile |
|---|---|
| <p>Year of incorporation: 1961</p> <p>HQ: Pune, Maharashtra</p> | <p>Key product segments</p> <p>The company is involved in metal forming and serves industrial and automotive business. Industrial business segment includes Power, Oil and gas, Wind, Construction & Mining, rail, Agriculture, Marine, Defence and Aerospace sector. Within automotive business, the company serves PV and CV segment.</p> <p>Key business segments include forging and others. The forging segment includes manufacture of forged products comprising forging and machined components for automotive and industrial sector. Others includes various new initiatives which the company is carrying out other than forging related activities.</p> <p>The company manufactures brakes, Gearboxes, Axles, Road Wheels, Suspension Shock Absorbers, Radiators, Silencers, Exhaust Pipes, Catalysers, Clutches, Steering Wheels, Steering Columns and Steering Boxes.</p> |

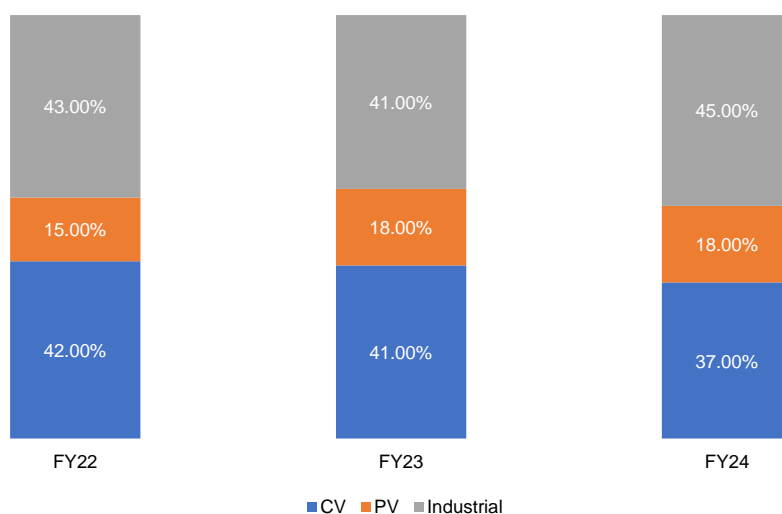
| Key facts | Brief profile |
|---|---------------|
| <p>Manufacturing Capacity Total capacity: 750,126 TPA</p> <p>India Steel Forging Capacity: 403,750 MTPA Aluminum Casting Capacity: 2,400 MTPA</p> <p>North America Steel Forging Capacity: 30,000 MTPA Aluminum Forging Capacity: 10,000 MTPA</p> <p>Europe Steel Forging Capacity: 190,000 MTPA Aluminum Forging Capacity: 40,000 MTPA</p> <p>Exports: In FY 2023-24, the export business contributed INR 118,486.20 million in revenue</p> <p>Plant locations It has 15 manufacturing plants spread across India, Europe, and North America with eight, five and two manufacturing plants in each region.</p> <p>Key clients The company's customer base includes virtually every global automotive OEM and Tier-1 supplier. John Deere, Dana, Cummins, Ashok Leyland, Caterpillar, and DAF Trucks among others.</p> | |

Segment wise revenue split (2024)

Bharat Forge accounted for INR 156820.71 million in FY24. Forging segment produces and sells forged products comprising of forging and machined components for automotive and industrial sectors. About ~85% of business comprises of forging segment. Others primarily include Defence and various new initiatives other than forging related activities. From the revenue generated in forging segment, automotive segment contributed to about 55% followed by Industrial segment at 44%.



Trend in Vehicle segment wise revenue break-up



Source: Company reports, CRISIL MI&A Consulting

Note: Vehicle segment wise revenue break up is on standalone basis, Consolidated break up is not available

Vehicle segment revenue break-up for Q1 FY25 not available

Motherson Sumi Wiring India

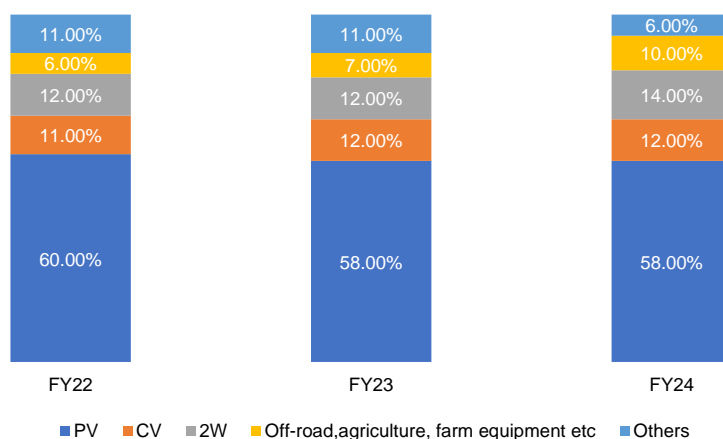
| Key facts | Brief profile |
|---|---|
| <p>Year of incorporation: 1986</p> <p>HQ: Noida</p> | <p>Key product segments</p> <p>Motherson Sumi Wiring India Limited offers a wide range of products and services, including - Wiring harnesses for all types of vehicles, from small cars to luxury cars, commercial vehicles, and large trucks; Harness components, such as connectors, terminals, and wire assembly kits; Other electric wires, such as power cables, signal cables, and heater cables; Aftermarket services, such as repair, maintenance, and calibration of wiring harnesses.</p> <p>Motherson Sumi Wiring India Limited operates through its 23 facilities consisting of manufacturing, assembly sites and technical centers across India</p> |
| <p>Exports: Negligible</p> <p>Plant locations It has pan India presence across states like Gujarat, Madhya Pradesh, Maharashtra, Uttarakhand, Uttar Pradesh, Haryana, and Tamil Nadu.</p> <p>Key clients: Some of the key clients of the company are Maruti Suzuki, Hyundai Motor India, Tata Motors, Mahindra & Mahindra, Ashok Leyland, and Eicher Motors.</p> | |

Segmental wise revenue split (FY2024)

Motherson Sumi registered a revenue of INR 83282 Miliion in FY24 of which the company’s major revenue is contributed by Wiring Harness segment which comprises of Polymer & Modules, Vision Systems in which PV segment which constitute 58% followed CV and TW (two-wheeler) segment.



Trend in Vehicle segment wise revenue break-up



Note- Others include Tier I and Tier II suppliers

Source: Company reports, CRISIL MI&A Consulting

Note: Vehicle segment wise revenue break up is on standalone basis, Consolidated break up is not available

Vehicle segment revenue break-up for Q1 FY25 not available

Key Operational Parameters

Table 1: Number of Manufacturing plants

| Company | FY22 | FY23 | FY24 |
|---------------------------------|------|------|------|
| Belrise | 15 | 15 | 15 |
| Bharat Forge Ltd | 15 | 15 | 18 |
| Uno Minda | 72 | 73 | 74 |
| Motherson Sumi Wiring India | 23 | 26 | 28 |
| JBM Auto | na | 25 | 25 |
| Endurance Technologies | 28 | 31 | 31 |
| Minda Corporation (Spark Minda) | 33 | 34 | 34 |

Source: Company Annual reports

Note: Data at quarterly level is not available (hence Q1 FY25 not included here).

Table 2: Revenue share- Domestic vs International (%)

| Company | FY22 | | FY23 | | FY24 | |
|---------------------------------|--------|---------------|--------|---------------|--------|---------------|
| | India | Outside India | India | Outside India | India | Outside India |
| Belrise | 86.22 | 13.78 | 77.92 | 22.08 | 76.81 | 23.19 |
| Bharat Forge Ltd | 41.45 | 58.55 | 41.23 | 58.77 | 45.05 | 54.95 |
| Uno Minda | 81.78 | 18.22 | 85.07 | 14.93 | 85.99 | 14.01 |
| Motherson Sumi Wiring India | 100.00 | - | 100.00 | - | 100.00 | - |
| JBM Auto | NA | NA | 99.52 | 0.48 | 99.60 | 0.39 |
| Endurance Technologies | 72.44 | 27.56 | 74.61 | 25.39 | 75.20 | 24.80 |
| Minda Corporation (Spark Minda) | 83.34 | 16.66 | 83.25 | 16.75 | 87.19 | 12.81 |

Source: Company Annual reports

Note:

1. Data at quarterly level is not available (hence Q1 FY25 not included here).
2. The information shown here is as reported in company annual reports, in case of instances where % split has not been reported in decimal points, the same as been taken as a whole number
3. Figures for Bharat Forge Limited and for Motherson Sumi Wiring India Limited are at standalone level as the same has not been reported for consolidated financials, Figures for all other entities are at a consolidated level

Key Financial Parameters Table 1: Key financial indicators for fiscal 2022

| Company | Revenue from Operations | EBITDA | PAT | Revenue Growth | EBITDA margin | PAT margin | RoACE | RoAE |
|---------------------------------|-------------------------|-----------|-----------|----------------|---------------|------------|-------|-------|
| | (Rs millions) | | | (%) | | | | |
| Belrise | 53,968.54 | 7,634.78 | 2,618.47 | 25.54 | 14.15 | 4.85 | 12.86 | 16.44 |
| Bharat Forge Ltd | 98,383.55 | 20,374.86 | 10,671.97 | 63.03 | 20.71 | 10.85 | 11.64 | 17.93 |
| Uno Minda | 82,215.00 | 8,862.80 | 4,126.40 | 30.85 | 10.78 | 5.02 | 15.38 | 16.01 |
| Motherson Sumi Wiring India | 55,872.00 | 7,543.00 | 4,067.00 | 42.58 | 13.50 | 7.28 | 59.93 | 44.59 |
| JBM Auto | 29,461.97 | 3,568.78 | 1,563.83 | 59.81 | 12.11 | 5.31 | 13.84 | 23.51 |
| Endurance Technologies | 74,049.68 | 9,656.91 | 4,607.09 | 16.00 | 13.04 | 6.22 | 15.21 | 13.22 |
| Minda Corporation (Spark Minda) | 29,266.00 | 2,973.00 | 1,929.00 | 27.25 | 10.16 | 6.59 | 12.84 | 16.98 |

Source: Company Annual Reports, CRISIL MI&A Consulting

1. Financials are reclassified as per CRISIL standards and hence may not be exactly comparable with the reported numbers by the respective companies
2. The financial statements for Bharat Forge, Uno Minda, JBM Auto, Endurance Technologies, Belrise and Minda Corporation are consolidated.
3. For Belrise, financials have been sourced from Restated Consolidated Financial Statements shared by the company
4. Revenue from Operations is calculated as Net Sales which is Gross sales minus taxes (or) Operating income excluding all other income (related or unrelated from operations)
5. Revenue Growth %: Revenue Growth (%) is calculated as Revenue from operations for the current year minus Revenue from operations for the previous year as a % of Revenue from operations for the previous year.
6. EBITDA is calculated as aggregate of profit before tax (before exceptional items), depreciation and amortisation expense and finance costs less other income.
7. EBITDA Margin (%) = percentage of EBITDA divided by Revenue from Operations
8. PAT: Profit after tax for the financial year.
9. PAT margin = calculated as Profit after tax for the year as a percent of Revenue from Operations
10. RoAE % = RoAE is calculated as Profit After Tax for the year divided by Average Equity for the year
 - a. Average Equity for the year is calculated as average of the tangible network at the beginning of the year and at the end of the year
 - b. Tangible network is calculated as sum of Equity share capital, Share Application, Quasi equity, Share premium reserves, Reserves and surplus and Intangible Assets
11. RoACE (%) = RoACE is calculated as Operating profit before interest and taxes (OPBIT) divided by Average Capital Employed.
 - a. Operating profit before interest and taxes (OPBIT) has been considered as Adjusted Profit Before Tax + Interest and Finance Charges
 - b. Average Capital Employed is calculated as average of the capital employed at the beginning of the year and at the end of the year
 - c. Capital Employed is calculated as: Total assets minus Current Liabilities (excluding short term borrowings)

Table 2: Key financial indicators for fiscal 2023

| Company | Revenue from Operations | EBITDA | PAT | Revenue Growth | EBITDA margin | PAT margin | RoACE | RoAE |
|-----------------------------|-------------------------|-----------|----------|----------------|---------------|------------|-------|-------|
| | (Rs millions) | | | (%) | | | | |
| Belrise | 65,824.96 | 8,976.57 | 3,136.63 | 21.97 | 13.64 | 4.77 | 14.04 | 16.60 |
| Bharat Forge Ltd | 1,22,889.10 | 11,936.85 | 5,083.87 | 24.91 | 9.71 | 4.14 | 4.36 | 7.90 |
| Uno Minda | 1,10,844.10 | 12,420.20 | 7,002.30 | 34.82 | 11.21 | 6.32 | 17.71 | 19.90 |
| Motherson Sumi Wiring India | 70,573.70 | 7,920.00 | 4,870.00 | 26.31 | 11.22 | 6.90 | 45.52 | 39.84 |
| JBM Auto | 35,288.61 | 4,042.86 | 1,251.32 | 19.78 | 11.46 | 3.55 | 12.15 | 16.28 |
| Endurance Technologies | 86,516.01 | 10,412.20 | 4,795.75 | 16.84 | 12.03 | 5.54 | 15.16 | 12.68 |

| Company | Revenue from Operations | EBITDA | PAT | Revenue Growth | EBITDA margin | PAT margin | RoACE | RoAE |
|---------------------------------|-------------------------|----------|----------|----------------|---------------|------------|-------|-------|
| | (Rs millions) | | | (%) | | | | |
| Minda Corporation (Spark Minda) | 42,279.00 | 4,662.00 | 2,849.00 | 44.46 | 11.03 | 6.74 | 17.11 | 21.97 |

Source: Company Annual Reports, CRISIL MI&A Consulting

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- The financial statements for Bharat Forge, Uno Minda, JBM Auto, Endurance Technologies, Belrise and Minda Corporation are consolidated.
- For Belrise, financials have been sourced from Restated Consolidated Financial Statements shared by the company
- Revenue from Operations is calculated as Net Sales which is Gross sales minus taxes (or) Operating income excluding all other income (related or unrelated from operations)
- Revenue Growth %: Revenue Growth (%) is calculated as Revenue from operations for the current year minus Revenue from operations for the previous year as a % of Revenue from operations for the previous year.
- EBITDA is calculated as aggregate of profit before tax (before exceptional items), depreciation and amortisation expense and finance costs less other income.
- EBITDA Margin (%) = percentage of EBITDA divided by Revenue from Operations
- PAT: Profit after tax for the financial year.
- PAT margin = calculated as Profit after tax for the year as a percent of Revenue from Operations
- RoAE % = RoAE is calculated as Profit After Tax for the year divided by Average Equity for the year
 - Average Equity for the year is calculated as average of the tangible network at the beginning of the year and at the end of the year
 - Tangible network is calculated as sum of Equity share capital, Share Application, Quasi equity, Share premium reserves, Reserves and surplus and Intangible Assets
- RoACE (%) = RoACE is calculated as Operating profit before interest and taxes (OPBIT) divided by Average Capital Employed.
 - Operating profit before interest and taxes (OPBIT) has been considered as Adjusted Profit Before Tax + Interest and Finance Charges
 - Average Capital Employed is calculated as average of the capital employed at the beginning of the year and at the end of the year
 - Capital Employed is calculated as: Total assets minus Current Liabilities (excluding short term borrowings)

Table 3: Key financial indicators for fiscal 2024

| Company | Revenue from Operations | EBITDA | PAT | Revenue Growth | EBITDA margin | PAT margin | RoACE | RoAE |
|---------------------------------|-------------------------|-----------|----------|----------------|---------------|------------|-------|-------|
| | (Rs millions) | | | (%) | | | | |
| Belrise | 74,842.41 | 9,383.63 | 3,108.79 | 13.70 | 12.54 | 4.15 | 14.83 | 14.18 |
| Bharat Forge Ltd | 1,56,820.71 | 26,043.32 | 9,101.59 | 27.61 | 16.61 | 5.80 | 12.77 | 13.84 |
| Uno Minda | 1,39,103.60 | 16,106.30 | 9,247.10 | 25.49 | 11.58 | 6.65 | 21.49 | 21.68 |
| Motherson Sumi Wiring India | 83,213.60 | 10,132.00 | 6,383.00 | 17.91 | 12.18 | 7.67 | 53.25 | 42.45 |
| JBM Auto | 47,231.86 | 5,897.80 | 1,937.25 | 33.84 | 12.49 | 4.10 | 15.15 | 22.21 |
| Endurance Technologies | 1,00,520.31 | 13,332.17 | 6,804.88 | 16.19 | 13.26 | 6.77 | 18.37 | 16.24 |
| Minda Corporation (Spark Minda) | 46,511.00 | 5,152.60 | 2,272.00 | 10.01 | 11.08 | 4.88 | 16.18 | 13.99 |

Source: Company Annual Reports, CRISIL MI&A Consulting

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- For Belrise, financials have been sourced from Restated Consolidated Financial Statements shared by the company
- Revenue from Operations is calculated as Net Sales which is Gross sales minus taxes (or) Operating income excluding all other income (related or unrelated from operations)
- Revenue Growth %: Revenue Growth (%) is calculated as Revenue from operations for the current year minus Revenue from operations for the previous year as a % of Revenue from operations for the previous year
- EBITDA is calculated as aggregate of profit before tax (before exceptional items), depreciation and amortisation expense and finance costs less other income.
- EBITDA Margin (%) = percentage of EBITDA divided by Revenue from Operations
- PAT: Profit after tax for the financial year.
- PAT margin = calculated as Profit after tax for the year as a percent of Revenue from Operations
- RoAE % = RoAE is calculated as Profit After Tax for the year divided by Average Equity for the year
 - Average Equity for the year is calculated as average of the tangible network at the beginning of the year and at the end of the year

- b. Tangible networth is calculated as sum of Equity share capital, Share Application, Quasi equity, Share premium reserves, Reserves and surplus and Intangible Assets
11. RoACE (%) = RoACE is calculated as Operating profit before interest and taxes (OPBIT) divided by Average Capital Employed.
- a. Operating profit before interest and taxes (OPBIT) has been considered as Adjusted Profit Before Tax + Interest and Finance Charges
- b. Average Capital Employed is calculated as average of the capital employed at the beginning of the year and at the end of the year
- c. Capital Employed is calculated as: Total assets minus Current Liabilities (excluding short term borrowings)

Table 4: Key financial indicators for fiscal 2025-Q1

| Company | Revenue from Operations | EBITDA | PAT | EBITDA margin | PAT margin | RoACE | RoAE |
|---------------------------------|-------------------------|----------|----------|---------------|------------|-------|------|
| (Rs millions) | | | | (%) | | | |
| Belrise | 17,809.71 | 2,407.02 | 715.79 | 13.52 | 4.02 | NA | NA |
| Bharat Forge Ltd | 41,061.46 | 7,409.59 | 1,745.75 | 18.05 | 4.25 | NA | NA |
| Uno Minda | 38,175.10 | 4,077.10 | 2,108.00 | 10.68 | 5.52 | NA | NA |
| Motherson Sumi Wiring India | 21,850.00 | 2,390.00 | 1,490.00 | 10.94 | 6.82 | NA | NA |
| JBM Auto | 11,445.00 | 1,397.50 | 335.40 | 12.21 | 2.93 | NA | NA |
| Endurance Technologies | 28,255.00 | 3,740.83 | 2,038.57 | 13.24 | 7.21 | NA | NA |
| Minda Corporation (Spark Minda) | 11,923.90 | 1,317.80 | 642.00 | 11.05 | 5.38 | NA | NA |

Source: Company Annual Reports, CRISIL MI&A Consulting

- Financials are reclassified as per CRISIL standards and hence may not be exactly comparable with the reported numbers by the respective companies
- The financial statements for Bharat Forge, Uno Minda, JBM Auto, Endurance Technologies, Belrise and Minda Corporation are consolidated.
- For Belrise, financials have been sourced from Restated Consolidated Financial Statements shared by the company
- Revenue from Operations is calculated as Net Sales which is Gross sales minus taxes (or) Operating income excluding all other income (related or unrelated from operations)
- EBITDA is calculated as aggregate of profit before tax (before exceptional items), depreciation and amortisation expense and finance costs less other income.
- EBITDA Margin (%) = percentage of EBITDA divided by Revenue from Operations
- PAT: Profit after tax for the financial year.
- PAT margin = calculated as Profit after tax for the year as a percent of Revenue from Operations

Threats and Challenges

Demand Side Challenges

Economic Slowdown and Industrial Output Decline

Impact on Sales and Production: The Automotive Industry and within it the commercial vehicles and earth moving equipment and material handling industry are very closely linked to the performance of the Economy. Economic slowdowns result in reduced industrial activities and lower consumer spending, directly affecting automotive segments such as two-wheelers, passenger vehicles and commercial vehicle sales. When the economy contracts, businesses often delay or reduce investments in new construction equipment's or commercial vehicles, leading to a drop in orders for Metal products and associated components (sheet metal, tubular, fabricated assemblies). The downturn in Financial Year 2020 saw a drastic 17.8%, 18.1%, 28.8% and 22% decline in two-wheelers, passenger vehicles, commercial vehicles and construction equipment sales respectively, which translated to lower demand for metal products. This contraction forced sheet metal and light heavy fabricated assembly manufacturers to cut back on production, affecting their revenue streams and profitability.

Profit Margins and Cash Flow: With lower sales volumes, manufacturers face squeezed profit margins due to fixed operational costs and reduced economies of scale. This squeeze is in turn passed on to component manufacturers. Due to this, Cash flow issues can arise, impacting the ability to invest in new technologies or maintain existing equipment. Smaller players in the market may struggle to survive prolonged economic downturns.

We have projected real GDP growth to be 6.8% for Financial Year 2025. Any moderation to GDP growth may have an impact on Industrial output and investment and consequentially on the Automotive and auto-component Industry.

Above or below normal monsoons

Within the Economic spectrum, the two-wheeler, commercial vehicle and EME Industry is very closely linked to the output of the Agricultural, manufacturing and construction sectors. While the Agricultural sector has a direct dependence on the normalcy of monsoon, the manufacturing and construction sector too, is indirectly impacted by monsoon performance both on demand as well as supply side across various sub-segments on manufacturing.

We have considered a normal monsoon scenario while forecasting the outlook for the Automotive Industry. If rains are not normal and there is a scenario like El Nino or La Nina impacting farm activities on the rural side, then that could impact farm related incomes as well as sentiments which in turn can affect the demand side factors for two-wheelers, passenger vehicles, three-wheelers and commercial vehicles and in turn for metal products suppliers.

Impact of changing interest rates scenario

A sustained high level of inflation could lead to rate hikes by the central bank thereby impacting interest rates. The transmission of past rate hikes by the Monetary Policy Committee (MPC) have largely played out amid tight liquidity conditions. There could be further rise in market lending rates in the near term on account of many other macroeconomic conditions thereby leading to an increase in lending rates impacting cost of purchase.

Increase in vehicle cost of ownership

A vehicle's cost of ownership is determined by its cost of acquisition and cost of operations, and both have a significant impact on the demand. The cost of vehicle acquisition rises when OEMs transfer the impact of increased manufacturing costs to the customers. In the past, the industry has seen price hikes owing to several reasons like emission norms implementation, increase in raw material prices and general inflationary hikes. These are also likely to push vehicle prices upwards going forward. Auto finance rates are also pivotal in determining affordability.

The cost of operations for a customer are directly impacted by fluctuations in crude oil prices and INR USD exchange rates, that cause rise in fuel import costs and overall fuel prices. Geopolitical issues like the Russia-Ukraine war, the war in Israel etc. could also impact fuel prices thereby having a bearing on the vehicle demand and in turn for the metal product suppliers.

Price escalations on account of regulatory push

Based on European emission standards, the Indian government has introduced the Bharat Stage (BS) norms, which are being implemented in a phased manner in the country. For the BS-VI stage 2 norms, applicable from Financial Year 2024, companies have invested in the relevant technology, research, and development, and signed joint ventures (JVs) with global players. These norms have resulted in price hike for vehicles across segments owing to the introduction of new technologies to meet new emission regulations. Going forward, new emission norms are likely to be announced, which could potentially raise vehicle prices as well and impact the demand.

Inherent cyclicality of the domestic 2W and PV business

The two-wheeler and passenger vehicle industry has close linkages with growth in GDP as well as business cycles impacting incomes of probable customers thereby making the industry susceptible/vulnerable to these changes. This cyclical nature of the two-wheeler and passenger vehicle industry poses constant challenges to the industry players and component suppliers as they have to constantly manage inventory optimally and profitably.

Inherent cyclicality of Commercial vehicle and EME dependent Industries

The demand for commercial vehicles and EME is closely tied to economic growth. During periods of robust economic expansion, there is an increase in industrial output, infrastructure projects, and logistics activities, driving higher demand for commercial vehicles and earth moving material handling equipments. Conversely,

during economic slowdowns, demand plummets as businesses reduce capital expenditures and transportation needs decline. For instance, the CV industry has seen 3 business cycles in the past 2 decades:

- Financial Year 2004 to Financial Year 2009 (peak in Financial Year 2008)
- Financial Year 2009 to Financial Year 2015 (peak in Financial Year 2012)
- Financial Year 2015 to Financial Year 2021 (peak in Financial Year 2019)
- Financial Year 2021 to ongoing

It has been seen that there can a swing of more than 20-25% between the peaks and troughs of the business cycles of the CV Industry which in turn can makes business planning complicated for players involved in supply of components to the commercial vehicle Industry.

Supply Side Challenges

Raw Material Availability and Cost

Cost Management: Fluctuating prices of raw materials like iron and steel pose significant challenges to managing costs. A sudden spike in prices, such as the increase in iron ore prices, can erode profit margins and make it difficult to offer competitive pricing to customers. Metal product manufacturers must either absorb these costs, reducing profitability, or pass them on to customers, potentially losing business to cheaper alternatives.

Supply Chain Disruptions Volatile raw material prices can also lead to supply chain disruptions if suppliers are unable to secure consistent and affordable supplies. This inconsistency can result in production delays and missed deadlines, damaging relationships with OEMs and other key clients.

For instance, the outbreak of the Russia-Ukraine war sent the commodities market into a frenzy, as regions that sourced materials from these countries went into panic mode, with surge in input costs and finished product prices for metal and steel products. The surge in export realizations sent domestic prices on a rally as well, thus impacting procurement prices for domestic consumption.

Furthermore, the conflict of Gaza and Israel could escalate further into the wider region, which produces about 35% of the world's oil export and 14% of gas exports, which in turn can have a wider impact on commodity prices and inflation which can impact manufacturing costs.

Skilled Labour Shortage

Skilled labour is one of the most important supply side aspects in the manufacturing sector. Training and retaining skilled workers in areas such as welding, fabricated assembly, surface finishing Industry is a key driving factor for success of any segment of the industry including Metal and Metal specific industry.

Thus, inadequate availability of skilled labour can be one of the significant challenges impacting the Fabrication assemblies Industry in India. This shortage can span across various facets, from production to maintenance and innovation, ultimately affecting the industry's growth and global competitiveness.

- Nature of the Shortage: The automotive welding and fabrication assembly sector requires a workforce proficient in welding, assembly and modern manufacturing technologies. The gap between demand and supply of such skilled labour is a monitorable for the success of the industry going forward.
- Educational and Training Gaps: The Indian education system and vocational training programs often lag in providing industry-relevant skills. Engineering graduates and technical diploma holders frequently lack hands-on experience with advanced machinery and technologies used in manufacturing of sheet metal and fabricated assemblies.

- **Attrition and Retention Issues:** Skilled workers tend to migrate to sectors offering better compensation and working conditions, such as IT or international opportunities. The high attrition rates further exacerbate the skill shortage within the industrial sector.
- **Demographic and Geographic Disparities:** There can be a geographical mismatch in the availability of skilled labour. Industrial hubs may struggle to attract talent from regions with a higher concentration of educational institutions due to relocation issues and urban-rural divide.

Technological Obsolescence

Technological obsolescence refers to the phase-out of technologies as newer, more efficient, and advanced technologies emerge. In India's manufacturing sector, technological obsolescence can be a potential challenge, affecting competitiveness, productivity, and innovation capacity.

Traditional processes often involve manual labour and older machinery, which can result in longer production times and higher labour costs. In contrast, Advanced laser cutting and welding technologies provide high precision cutting and welding capabilities, reducing material waste and improving product quality. For example, many global competitors have Industrial robots equipped with advanced welding capabilities automate the welding process, increasing productivity, consistency, and weld quality, a considerable portion of the smaller Indian foundries (MSMEs) still rely on manual operations.

Furthermore, techniques such as computer-aided design (CAD) and computer-aided manufacturing (CAM) systems enable the seamless transfer of design data to fabrication processes, reducing lead times and improving accuracy. allow to produce components with tight tolerances and consistent quality. Without these technologies, smaller Indian manufacturers may struggle to meet the stringent quality standards required by original equipment manufacturers (OEMs), particularly in export markets.

The adoption of CNC-controlled tube bending machines in automated tube bending offer precise bending of complex tubular structures, reducing manual labour and improving accuracy. Advanced electroplating and anodizing techniques provide durable and corrosion-resistant surface finishes, enhancing product aesthetics and longevity for surface finishing. These technological advancements are transforming the manufacturing of sheet metal, tubular, light and heavy fabricated assemblies, and surface finishing, leading to increased productivity, improved quality, reduced costs, and enhanced sustainability.

Policy and Regulatory Challenges

Changes in tax and duties regime

Changes in duties and tax structures present significant threats to the automotive welding, tubular fabrication and fabricated assembly industry. These changes can have multifaceted impacts on cost structures, supply chains, and overall competitiveness.

This threat is particularly significant due to India's evolving tax landscape and the government's periodic adjustments to import duties and other taxes.

For instance, the initial phase of GST implementation saw significant disruption. Many businesses faced challenges adapting to the new tax structure, leading to temporary slowdowns in the manufacturing value chain.

The Indian government periodically revises import duties on raw materials such as steel and aluminium, which are essential. Increased costs due to higher import duties are often difficult to pass on to customers, especially in a highly competitive market. This squeeze on profit margins forces manufacturers to absorb the additional costs, potentially reducing their financial health and capacity to invest in new technologies or expansion.

Hence, changes in duty and tax structures across the automotive value chain pose significant threats by increasing costs, complicating compliance, and creating market instability.

Environmental Regulations

Environmental regulations present a significant challenge for the sheet metal, welding and fabrication Industry in India, impacting manufacturing processes, costs, and compliance requirements. These regulations aim to mitigate environmental degradation and ensure sustainable industrial practices, but they also introduce complexities for manufacturers such as

Stringent Emission Standards: India has implemented several stringent emission standards that directly affect industrial operations. For instance, the Ministry of Environment, Forest and Climate Change (MoEFandCC) has established norms for emissions from industrial plants. Industries are required to adhere to standards for pollutants such as particulate matter, sulphur dioxide, and nitrogen oxides. Failure to comply with these regulations can result in heavy fines and even plant shutdowns. Central and State pollution control boards are generally the nodal agencies/enforcement agencies for compliance of the said norms.

Waste Management and Resource Utilization: Industries are also required to manage their waste effectively. The Hazardous Waste Management Rules mandate that industries properly handle, treat, and dispose of hazardous waste. This includes waste generated during the manufacturing of sheet metal, tubular fabrications and surface finishing, which may contain lubricants and other harmful substances.

Energy Efficiency and Carbon Footprint Reduction: India's National Action Plan on Climate Change (NAPCC) includes missions focused on enhancing energy efficiency and reducing carbon footprints. The Perform Achieve and Trade (PAT) scheme, part of the National Mission for Enhanced Energy Efficiency (NMEEE), covers industries like steel that supply materials for automotive metal products and assemblies. The PAT scheme sets energy consumption targets and encourages industries to adopt energy-efficient technologies.

Compliance and adherence to all these regulations (as well as a few others) often requires significant investments in new technologies and processes by the industry, which if not undertaken in a timely manner can be a challenge for the industry.

Ad hoc changes in policies

A challenge that the industry is facing is frequent changes in policies which makes it difficult for auto industry stakeholders not only to ensure adherence but also commit investments. Overall policy stability and transparency will be required going forward to ensure smooth technology transition and localization in the country.

OUR BUSINESS

Some of the information in the following section, especially information with respect to our plans and strategies, contain certain forward-looking statements that involve risks and uncertainties. You should read the section “Forward-looking Statements” on page 23 for a discussion of the risks and uncertainties related to those statements, the section “Risk Factors” on page 34 for a discussion of certain risks that may affect our business, financial condition or results of operations, and the section “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on page 377 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.

We have included various operational and financial performance indicators in this Draft Red Herring Prospectus, many of which may not be derived from our Restated Consolidated Financial Statements. The manner in which such operational and financial performance indicators are calculated and presented, and the assumptions and estimates used in such calculations, may vary from that used by other companies in India and other jurisdictions. Investors are accordingly cautioned against placing undue reliance on such information in making an investment decision and should consult their own advisors and evaluate such information in the context of the Restated Consolidated Financial Statements and other information relating to our business and operations included in this Draft Red Herring Prospectus.

Unless otherwise indicated, the industry-related information contained in this Draft Red Herring Prospectus is derived from the report titled “Assessment of market potential for sheet metal products, polymer products, suspensions and EV components in automotive market” dated October, 2024 (the “CRISIL Report”), which has been commissioned and paid for by our Company for an agreed fee for the purposes of confirming our understanding of the industry exclusively in connection with the Issue. We officially engaged CRISIL Market Intelligence & Analytics, a division of CRISIL Limited (“CRISIL MI&A”), in connection with the preparation of the CRISIL Report on July 15, 2024. The CRISIL Report is available on the website of our Company at www.belriseindustries.com and has also been included in “Material Contracts and Documents for Inspection – Material Documents” on page 487. Unless otherwise indicated, all financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular year refers to such information for the relevant Financial Year. The data included in this section includes excerpts from the CRISIL Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the Issue), that have been left out or changed in any manner. This Draft Red Herring Prospectus contains information from third parties, including an industry report prepared by an independent third-party research agency, CRISIL MI&A, which we have commissioned and paid for purposes of confirming our understanding of the industry exclusively in connection with the Issue.

Our Financial Year commences on April 1 and ends on March 31 of the subsequent year, and references to a particular Financial Year are to the 12 months ended March 31 of that year. Unless otherwise stated, or the context otherwise requires, the financial information used in this section is derived from our “Financial Information” on page 299.

The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Draft Red Herring Prospectus, including the information contained in “Risk Factors”, “Industry Overview”, “Financial Information” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 34, 146, 299 and 377, respectively.

Overview

We are an automotive component manufacturing company based in India offering a diverse range of safety critical systems and other engineering solutions for two-wheelers, three-wheelers, four-wheelers, commercial vehicles and agri-vehicles. Our product portfolio includes metal chassis systems, polymer components, suspension systems, body-in-white components and exhaust systems, among others. Our products are largely agnostic to vehicle powertrain types, reflecting our ability in catering to both electric vehicles and internal combustion engine vehicles, thus positioning us favorably to adapt to the growing electric vehicle market. For the Financial Year 2024, our revenue from operations was ₹74,842.41 million, increasing from ₹65,824.96 million for the Financial Year 2023 and ₹53,968.54 million for the Financial Year 2022, growing at a CAGR of 18.17% between the Financial Years 2022 and 2024.

We specialize in precision sheet metal pressing and fabrication (i.e., the process of joining sheet metal components to create unified structures for assembling vehicle subsystems and bodies), and we are one of the top three

companies with a market share of 24% in the overall two-wheeler metal components segment in India as of the Financial Year ended March 31, 2024, in terms of revenue (Source: *CRISIL Report*). The global two-wheeler metal components market was valued at ₹1,453.85 billion in 2023, and is expected to be valued at ₹1,767.28 billion in 2029, growing at a CAGR of 3.29% between 2024 and 2029 (Source: *CRISIL Report*). As a large and well-established precision sheet metal pressing and fabrication company in India, we are well-positioned to capitalize on the growing two-wheeler and four-wheeler markets in India and internationally.

Our Company was incorporated in 1996, and we have since diversified our customer base to 27 OEMs, as of June 30, 2024. Over the course of nearly three decades of operations, we have expanded our operational capabilities to include precision sheet metal pressing and fabrication, the manufacturing of polymer components, the design and production of suspension systems, along with coating and painting services. Consequently, we have consistently increased the value and complexity of the components we supply per vehicle. This strategic expansion is not only limited to our home state of Maharashtra but also extended to other Indian states where prospective customers establish their manufacturing facilities, with our facilities designed for future scalability. We have also implemented a 'just-in-time' inventory model that optimizes our inventory levels and enhances our ability to meet our OEM customers' needs with agility. According to the CRISIL Report, the adoption of the just-in-time model within the automotive component industry has fostered a profound understanding of customer needs, enabling the development of intricate products with rapid turnaround times.

Our automotive product portfolio comprises over 1,000 distinct products across chassis systems, exhaust systems, body-in-white parts, polymer components, battery containers, suspensions and steering columns, among others. Our product portfolio is diverse and designed to meet the varying requirements of OEMs across multiple vehicle types, including two-wheelers, three-wheelers, four-wheelers, commercial vehicles and agri-vehicles. As of June 30, 2024, we market our products both domestically and internationally, with operations extending to several key global markets including Austria, Slovakia, the United Kingdom, Japan and Thailand.

The graphics below illustrate our product portfolio across metal products, polymer products and suspension systems, for a motorcycle, as of June 30, 2024:



Suspension Systems



Our export of products is split into direct and indirect channels. Within direct exports, we sell our products directly to OEMs located outside of India. Indirectly, we also supply our products to OEMs within India, which are then integrated into vehicles and sold in international markets. The table below sets out details of our revenue from operations from customers in Indian and international markets, during the period/years indicated:

| Particulars | Three months ended June 30, 2024 | | Financial Year 2024 | | Financial Year 2023 | | Financial Year 2022 | |
|-------------------------------------|----------------------------------|------------------------------------|-----------------------|------------------------------------|-----------------------|------------------------------------|-----------------------|------------------------------------|
| | Amount (in ₹ million) | % of total revenue from operations | Amount (in ₹ million) | % of total revenue from operations | Amount (in ₹ million) | % of total revenue from operations | Amount (in ₹ million) | % of total revenue from operations |
| Revenue from business in India | 13,568.57 | 76.19% | 57,699.06 | 77.09% | 51,137.01 | 77.69% | 45,810.57 | 84.88% |
| Revenue from international business | 4,241.14 | 23.81% | 17,143.35 | 22.91% | 14,687.96 | 22.31% | 8,157.97 | 15.12% |
| Revenue from operations | 17,809.71 | 100.00 | 74,842.41 | 100.00% | 65,824.96 | 100.00% | 53,968.54 | 100.00% |

During the three months ended June 30, 2024 and the Financial Years 2024, 2023 and 2022, ₹ 9,893.36 million, ₹ 41,913.89 million, ₹ 36,718.92 million and ₹ 30,577.08 million of our revenue from operations, respectively, originated from products that are agnostic to vehicle powertrain types, reflecting our flexibility across both electric vehicles and internal combustion engine technologies. This diversification provides substantial insulation against shifts in automotive industry trends and positions us to capitalize on the growing demand for electric vehicles. Moreover, our revenue from operations generated from direct supplies to electric vehicle OEMs increased from ₹1,525.70 million for the Financial Year 2022 to ₹2,368.79 million for the Financial Year 2024, growing at a CAGR of 24.60%.

Since the commencement of our operations, we have cultivated long standing relationships with customers, including prominent multinational OEMs such as Bajaj Auto Limited, Honda Motorcycle & Scooter India Private Limited, Hero MotoCorp Limited, Jaguar Land Rover Limited and Royal Enfield Motors Limited, among others. As of June 30, 2024, we service a total of 27 OEMs globally, for a range of critical automotive components. We also engage actively with our vendors to improve our supply chain processes. In 2023, we also initiated the 'Belrise Annual Vendor Conference' to discuss performance, future outlook and growth opportunities for our suppliers.

We engage in a collaborative business model, strategically establishing our manufacturing facilities close to the locations of our customers. This proximity allows us to also work closely with our customers to design, engineer

and manufacture products tailored to their specific needs as well as work in collaboration with them to enhance our products together with evolving trends and technologies. Over the years, we have gained a deep understanding of our customers’ requirements, enabling us to develop complex products with quick turnaround times. We also assist in the validation and supply of products across various commodities and categories, positioning us as a preferred multi-product vendor. According to the CRISIL Report, OEMs prefer multi-product vendors as they provide consistent quality standards and a rationalized supply chain network, further complicating the entry of new entrants into the market. We have customized engineering capabilities and an extensive product range, developed in close coordination with our customers and supported by our pan-India presence.

We have established 15 manufacturing facilities across nine cities in eight states, as of June 30, 2024 and expanded our manufacturing capabilities through both backward and forward integration. Our backward integration includes tool making, tube bending and press operations, while our forward integration encompasses system assembly, along with coating and painting. Annually, our facilities process over 60,000 tons of steel, reflecting our extensive production capacity. See “ – Description of Our Business – Our Manufacturing Facilities” on page 235 for our manufacturing capacities. We have received 26 awards for quality at our manufacturing facilities, received from both our customers and esteemed national and international manufacturing audit organizations. Also see “— Description of Our Business – Quality Standards and Assurance – Certifications” on page 245.

We are a company driven by product innovation with a strong focus on development and process engineering to continually develop and enhance products that meet customers’ evolving needs. As of June 30, 2024, our design, engineering and new product development team comprised 151 members, having expertise in product design, product simulation, prototyping and testing. This has enabled us to diversify our product offerings. With our core expertise of sheet metal precision crafting, we have enhanced our capabilities to work with multiple steel grades and have created special purpose machinery for various manufacturing processes. Moreover, our design, engineering and new product development skills have allowed us to build a portfolio that includes engineering products such as heavy engineering chassis systems and air tanks, as well as proprietary products such as patented suspensions and high-precision steering columns. The extensive testing and validation process required by customers for purchasing automotive components such as chassis systems and air tanks, suspensions and high-precision steering columns creates a significant barrier to entry for new market entrants, making it difficult for them to establish relationships (Source: *CRISIL Report*). We actively pursue the integration of new technologies to meet the evolving technological demands of the automotive industry, with our expertise in designing fixtures, tools and gauges ensuring that our products meet ‘first-time right fitment’ criteria during both development and mass production. For several years, we have deployed over 700 robots for metal fabrication and developed semi-automated lines for complex sub-systems such as seating and steering columns. Our robotics and automation are complemented by advanced digital monitoring and IoT systems, which enhance precision, efficiency and consistency while enabling real-time detection and resolution of production bottlenecks. Currently, we are working towards developing key proprietary components such as motors, motor controllers and chargers to increase our content per vehicle, particularly for the electric vehicle market. Additionally, we are expanding into the renewable energy sector by developing sheet metal structures for solar applications.

In addition to our core operations, we engage in overseas trading, focusing on commodities such as metals, lithium-ion batteries and electronics. This provides us with valuable insights into commodity data, including price fluctuations and extends our geographical reach into the Middle East and Asia Pacific.

We are led by experienced first-generation promoters and a professional management team with extensive experience in the automotive industry and a proven track record. Shrikant Shankar Badve, our Managing Director, provides strategic vision and leadership to the Group. His contributions have been recognized with numerous awards and distinguished leadership positions, including being named the brand ambassador for Magnetic Maharashtra. Supriya Shrikant Badve, our Whole-Time Director, has been appointed to key leadership roles, particularly in women entrepreneur organizations. Sumedh Shrikant Badve, our General Manager (Head – Strategy), graduated with a bachelor of science in mechanical engineering from Purdue and an MBA from Harvard Business School, and Swastid Shrikant Badve, our Chief of Staff to the Managing Director’s Office, graduated with a bachelor’s degree in science in economics from the Wharton School, University of Pennsylvania and a bachelor’s degree in science in engineering from University of Pennsylvania.

Our key operating and financial metrics for the three months ended June 30, 2024 and the Financial Years 2024, 2023 and 2022 are set out below:

| Metric | As of/ for the three months | As of/ for the year ended March 31, | | |
|--------|-----------------------------|-------------------------------------|------|------|
| | | 2024 | 2023 | 2022 |

| | ended June 30, 2024 | | | |
|---|------------------------|-----------|-----------|-----------|
| Revenue from operations (₹ million) | 17,809.71 | 74,842.41 | 65,824.96 | 53,968.54 |
| Restated profit for the period/year (₹ million) | 715.79 | 3,108.79 | 3,136.63 | 2,618.47 |
| Restated profit for the period/year margin ⁽¹⁾ (%) | 4.02% | 4.15% | 4.77% | 4.85% |
| EBITDA ⁽²⁾ (₹ million) | 2,407.02 | 9,383.63 | 8,976.57 | 7,634.78 |
| EBITDA margin ⁽³⁾ (%) | 13.52% | 12.54% | 13.64% | 14.15% |
| Return on average equity ⁽⁴⁾ (%) | NA | 14.18% | 16.60% | 16.44% |
| Return on average capital employed ⁽⁵⁾ (%) | NA | 14.83% | 14.04% | 12.86% |

Notes:

- (i) Revenue from Operations is calculated as Sales from operations and Other related operating income.
- (ii) Revenue Growth %: Revenue Growth (%) is calculated as Revenue from operations for the current year minus Revenue from operations for the previous year as a % of Revenue from operations for the previous year.
- (iii) EBITDA is calculated as aggregate of profit before tax (before exceptional items), depreciation and amortisation expense and finance costs less other income.
- (iv) EBITDA Margin (%) = percentage of EBITDA divided by Revenue from Operations.
- (v) PAT: Profit after tax for the financial year.
- (vi) PAT margin = calculated as Profit after tax for the year as a percent of Revenue from Operations.
- (vii) RoAE % = RoAE is calculated as Profit After Tax for the year divided by Average Equity for the year
 - a. Average Equity for the year is calculated as average of the tangible network at the beginning of the year and at the end of the year
 - b. Tangible network is calculated as sum of Equity share capital, Share Application, Quasi equity, Share premium reserves, Reserves and surplus and Intangible Assets
- (viii) RoACE (%) = RoACE is calculated as Operating profit before interest and taxes (OPBIT) divided by Average Capital Employed.
 - a. Operating profit before interest and taxes (OPBIT) has been considered as Adjusted Profit Before Tax + Interest and Finance Charges
 - b. Average Capital Employed is calculated as average of the capital employed at the beginning of the year and at the end of the year
 - c. Capital Employed is calculated as: Total assets minus Current Liabilities (excluding short term borrowings)

Our Strengths

Distinguished market leader in the high-growth field of precision sheet metal pressing and fabrication within a large and growing automotive component industry

We are one of the top three companies with a market share of 24% in the overall two-wheeler metal components segment in India as of the Financial Year ended March 31, 2024, in terms of revenue (*Source: CRISIL Report*). The two-wheeler metal products market size is projected to grow at a 11-13% CAGR over the next five years through Financial Year 2030. (*Source: CRISIL Report*). This enables us to realize significant economies of scale and benefit from geographic diversification, including opportunities across multiple product component markets and mitigation of customer, product and regional risks. The global two-wheeler metal components market was valued at ₹1,453.85 billion in 2023, and is expected to be valued at ₹1,767.28 billion in 2029, growing at a CAGR of 3.29% between 2024 and 2029 (*Source: CRISIL Report*). The extensive testing and validation process required by customers for purchasing automotive components such as chassis systems and air tanks, suspensions and high-precision steering columns creates a significant barrier to entry for new market entrants, making it difficult for them to establish relationships (*Source: CRISIL Report*). Through our collaborative business model, we strategically establish our manufacturing facilities near the locations of our customers, allowing us to work closely with our customers to design, engineer and manufacture products tailored to their specific needs. This also enables us to actively engage with our customers to enhance our products in line with evolving trends and technologies.

Over the years, we have gained a deep understanding of our customers' requirements, enabling us to develop complex products with quick turnaround times. The rigorous testing and validation processes and established long-term OEM contracts impose significant barriers for new entrants, further strengthening the industry's competitive edge (*Source: CRISIL Report*). We also assist in the validation and supply of products across various commodities and categories, positioning us as a preferred multi-product vendor. OEMs prefer multi-product vendors as they provide consistent quality standards and a rationalized supply chain network, further complicating the entry of new entrants into the market (*Source: CRISIL Report*). Our customized capabilities, developed in close coordination with our customers and supported by our pan-India presence, are not readily replicable by other automotive component manufacturers and enhance our customer loyalty and stickiness. Simultaneously, we take steps to avoid fragmenting our manufacturing facility network by utilizing warehouse space strategically located near our customers. This approach ensures prompt deliveries while minimizing the capital expenditure associated with establishing facilities with sub-optimal capacities. We have also implemented a 'just-in-time' inventory

model that optimizes our inventory levels and enhances our ability to meet our OEM customers' needs with agility. According to the CRISIL Report, the adoption of the just-in-time model within the automotive component industry has fostered a profound understanding of customer needs, enabling the development of intricate products with rapid turnaround times.

We have a track record of growth and between the Financial Years 2022 and 2024, our revenue has grown at a CAGR of 18.17%. With sufficient installed capacity at our manufacturing facilities and access to land in key automotive hotspots across India, we are well-equipped to scale our production volumes in response to customer demand. This allows us to effectively capitalize on the expanding markets for two-wheelers, four-wheelers and commercial vehicles within the country.

Technology-enabled, innovation driven development and process engineering capabilities

We have an established track record in process engineering and through the use of technology, we endeavor to maintain high levels of manufacturing proficiency across all our facilities. Our manufacturing facilities are equipped with several advanced features such as real-time tracking, information transparency and visualization and modularity in operations. We also develop and utilize special purpose machines to improve the quality and accuracy of certain critical business operations such as notching, boring and drilling. We utilize IoT and centralized monitoring systems across our manufacturing facilities for processes such as surface coating and cathodic electro-deposition plating, thereby enabling us to proactively detect bottlenecks in our production in order to resolve them on a real-time basis. Further, we also deploy a mistake-proofing mechanism known as 'poka-yoke' across our key processes through the use of sensors (including cameras) and automatic detection tools (such as automated gauges), to improve quality control and increase fault detection. We are also proactive in integrating new technologies to align with the evolving technological demands of the automotive industry, with our capability in designing the right fixtures, tools and gauges ensuring that our products meet 'first-time right fitment' criteria during both development and mass production.

We have developed a variety of distinguishing capabilities across metal processing, polymer processing and suspension systems, which we utilize in the manufacturing of our products, as briefly set out below:

- ***Metal Processing.*** We deploy over 700 robots for fabrication in order to ensure low defect parts per million and high predictability. We have been using such robots for several years, and we established unmanned manufacturing set-ups to supply seating sub-systems in 2015. For stamping, we deploy over 450 press machines ranging up to 1,200 MT (hydraulic and mechanical) to manufacture complex and precise metal shapes. For tube bending, we deploy over 30 5-axis and 3-axis computerized numerical control ("CNC") tube bending machines capable of bending tubes with a diameter ranging up to 60 millimeters.
- ***Polymer Processing.*** For injection molding, we deploy over 100 machines ranging up to 1,800T, incorporating critical processes such as gas-assisted injection molding, polyurethane painting and ultrasonic and vibration welding of plastic parts. We have also integrated automation through robotics across various stages of production, enhancing precision, efficiency and consistency in the manufacturing process. This advanced automation allows us to maintain high-quality standards while optimizing production timelines.
- ***Suspension systems.*** We design, develop and manufacture a variety of suspension components, including shock absorbers, springs, forks and steering columns, through precision machining, casting, or forging processes. We have been granted one patent for our suspension designs. We have entered into a consultancy agreement with Mr. Marco Doveri, a consultant that we have engaged for his expertise to provide us with technical know-how and support for manufacturing and implementation of automobile components.

For details, see "*Our Business – Description of Our Business – Business Verticals and Capabilities*" on page 231.

Our design, engineering and new product development team, which includes 151 members as of June 30, 2024, is dedicated to embracing advanced technologies to stay at the forefront of the automotive component industry. Moreover, our expertise in design, engineering and new product development skills have allowed us to build a portfolio that includes engineering products such as heavy chassis systems and air tanks, as well as proprietary products such as patented suspensions and high-precision steering columns, which have substantial barriers to entry due to extensive testing and validation process required by OEM customers (Source: *CRISIL Report*). This includes our ability to innovate and co-develop engineered products for our customers, including the complete chassis system for one of Tata Motors Limited's commercial vehicle platform and a jointly-developed completely automated manufacturing line for the production of the passenger vehicle seat slider system for a major French automotive component manufacturer. We have also established a front visor manufacturing set up for Bajaj Auto

Limited. Front visor manufacturing set ups have a process of silicon hard coating to sustain UV rays and scratch resistance.

Vertically integrated manufacturing facilities offering a diverse range of products

We have specialized in precision sheet metal pressing and fabrication, progressively enhancing our manufacturing capabilities through both backward integration (including tool making, tube bending and press operations) and forward integration (including system assembly and coating and painting). Over the years, our strategic expansion in these areas has led to higher value addition per product, reduced dependence on suppliers and enhanced quality control through stringent internal systems. Moreover, we have strategically diversified our product offerings to polymer components and suspension systems, thereby increasing the components we supply per vehicle and enhancing our competitive positioning in the market.

As of June 30, 2024, we have 15 manufacturing facilities across nine cities in eight states, with capabilities to produce over 1,000 distinct products across chassis systems, exhaust systems, body-in-white parts, polymer components, battery containers, suspensions, steering columns, among others. Our manufacturing facilities are strategically located in key automotive hubs in India such as Pune, Bhiwadi, Chennai and Narasapura, among others, which enables us to achieve cost savings in product distribution. Additionally, this proximity supports our implementation of a 'just-in-time' inventory model that optimizes our inventory levels and enhances our ability to meet our OEM customers' needs with agility. According to the CRISIL Report, the adoption of the just-in-time model within the automotive component industry has fostered a profound understanding of customer needs, enabling the development of intricate products with rapid turnaround times. As of June 30, 2024, our facilities have processed over 60,000 tons of steel annually, reflecting our extensive production capacity.

Our comprehensive manufacturing capabilities have also broadened our product offerings and enhanced our collaborative design and engineering services to OEMs. For example, in the Financial Year 2024, we have sub-assembled a variety of vehicle models for Bajaj Auto Limited, by using vehicle components purchased by Bajaj Auto Limited from its various vendors, including our Company. This engagement has positioned us as the largest supplier of sheet metal components to Bajaj Auto Limited during the Financial Year 2024. Additionally, we have the distinction of being the first supplier to establish a cathodic electro-deposition plating facility for Bajaj Auto Limited, further augmented by an IoT system that enables real-time monitoring of production.

We also have a track record of being a quality-focused manufacturer and our long-term and growing customer relationships, both in terms of growing volume and range of products manufactured for several of our customers, are a testament to our focus on quality. Furthermore, we have received 26 awards for quality at our manufacturing facilities, received from both our customers and esteemed national and international manufacturing audit organizations.

Longstanding customer relationships developed through years of collaboration and value addition

We have developed longstanding relationships with our customers, including global OEMs. Our offerings include metal chassis systems, exhaust systems, polymer components and body-in-white components. According to the CRISIL Report, OEMs prefer multi-product vendors as they provide consistent quality standards and a rationalized supply chain network, further complicating the entry of new entrants into the market. As of June 30, 2024, we service a total of 27 OEMs globally. Notably, our top three OEM customers collectively accounted for 35.93%, 31.91%, 34.64% and 44.20% of our revenue from operations during the three months ended June 30, 2024 and the Financial Years 2024, 2023 and 2022, respectively.

We operate a collaborative business model, strategically locating our manufacturing facilities near our customers. By reserving certain production lines exclusively for these customers, we ensure a reliable, long-term supply chain and maintain strong relationships with our customers. Moreover, our deep understanding of customer requirements allows us to develop complex products with quick turnaround times, while extensive testing and validation process required by customers purchasing automotive component products creates a significant barrier to entry for new market entrants (Source: *CRISIL Report*).

For our customers, we have established our position as a key supplier, as set out below:

- *Bajaj Auto Limited.* We are their largest sheet metal and fabricated parts supplier and the first supplier to set up a cathodic electro-deposition plating facility, which is supplemented by an IoT system to enable real-time monitoring of production. As of June 30, 2024, we are the primary supplier of chassis frame for their electric 3-wheeler model and during the Financial Year 2024, we have sub-assembled a variety of vehicle models for

Bajaj Auto Limited, by using vehicle components purchased by Bajaj Auto Limited from its various vendors, including our Company. In 2019, 2023 and 2024, we received the ‘Super Platinum Award’ for quality from Bajaj Auto Limited for the supply of quality products. We commenced supplying to them over 15 years ago.

- *Honda Motorcycle & Scooter India Private Limited.* We supply both plastic and metal components and we are also their supplier to undertake complete chassis system manufacturing for one of their two-wheelers, for which we also received an award in 2023. We are also the supplier of a few sheet metal components for their inaugural electric scooter. We commenced supplying to them 12 years ago.
- *Tata Motors Limited.* We have been their regular supplier for over the past decade. We cater to the automotive component requirements for their commercial as well as electric vehicle segments. We supply complete frame assembly for one of their commercial vehicle platforms and have been selected to assist in developing and producing chassis for one of their electric vehicle platforms.
- *Jaguar Land Rover Limited.* We have exported more than 190 different components to their facilities in Austria, Slovakia and United Kingdom as a single-source supplier, during the three months ended June 30, 2024. We also supply parts for their electric and hybrid vehicle models. We commenced supplying to them seven years ago.

For details relating to our customers, see “– Description of Our Business – Our Customers” on page 234.

Largely EV-agnostic product portfolio, strategically positioned to scale in tandem with burgeoning electric vehicle market in India

Our product portfolio includes chassis systems, body-in-white components, polymer components and suspension systems, and is agnostic to powertrain types, placing us in a strong position to capitalize on the growth of electric vehicles while continuing to meet the demands of our internal combustion engine OEM customers. During the Financial Year 2024, products suitable for both electric vehicles and internal combustion engine applications constituted 74.22% of our revenue from operations. Additionally, our revenue from products specifically designed for electric vehicles rose to ₹2,368.79 million in Financial Year 2024, from ₹1,525.70 million in Financial Year 2022, growing at a CAGR of 24.60%.

We supply our customers a diverse range of products specifically designed for electric vehicles. These products include steering columns for Bajaj Auto Limited’s electric two-wheeler, complete underbodies for Tata Motors Limited’s commercial vehicle models, body-in-white parts and cross car beams for a large OEM’s electric SUV models, and accessories for Honda Motorcycle & Scooter India Private Limited’s e-Active model. As electric vehicles continue to gain global interest amidst the need to curb pollution (Source: *CRISIL Report*), we are well-positioned with our predominantly electric vehicle-agnostic product portfolio to meet future demands.

Furthermore, our commitment to innovation and development is ongoing, particularly in creating new products for electric vehicles that align with evolving customer needs. We are also actively exploring opportunities in proprietary segments such as electric motors, motor controllers and chargers to leverage the expanding electric vehicle market and enhance our product offerings per vehicle.

Experienced promoters and management team

We are led by experienced first-generation promoters and a professional and experienced management team with extensive experience in the automotive industry and a proven track record of performance.

Shrikant Shankar Badve, our Managing Director, has over 28 years of experience in the automotive industry and provides our leadership team with the vision to steer the long-term strategic direction of our business. Mr. Badve has received numerous awards over the course of his career including from the former Hon’ble Prime Minister of India. Mr. Badve was also appointed as the brand ambassador for Magnetic Maharashtra (Maharashtra state’s *Make in India* initiative) in 2017 and nominated to the Economic Advisory Council (“EAC”) of Maharashtra in 2023 as part of the EAC’s initiative to grow the economy of Maharashtra.

Supriya Shrikant Badve, our whole-time director, has over 16 years of experience in the automotive industry. Ms. Badve currently serves as the national chairperson for the Women Entrepreneurs Development Council and Startups at Deccan Chamber of Commerce Industries and Agriculture. Ms. Badve served as the chairperson for the Women Entrepreneurs Development Council for the period between August 1, 2021 to July 31, 2023.

Sumedh Shrikant Badve, our General Manager (Head – Strategy), graduated with a bachelor of science in mechanical engineering from Purdue University in 2018 and received the Gordon Hall Scholarship of mechanical engineering for his course of study. Sumedh Shrikant Badve also graduated with an MBA from Harvard Business School in 2024.

Swastid Shrikant Badve, our Chief of Staff to the Managing Director’s Office, graduated with a bachelor’s degree in science in economics from the Wharton School, University of Pennsylvania and a bachelor’s degree in science in engineering from University of Pennsylvania.

We also have an experienced team of professionals, which include our Chief Marketing Officer, Mr. Sunil Kulkarni and our Chief Financial Officer, Mr. Rahul Ganu, along with our four manufacturing heads. Our senior management personnel and key management personnel have worked with us for an average of eight years, resulting in effective operational coordination and continuity essential for our growth. See also, “*Our Management*” on page 267.

Our Strategies

Increase our content per vehicle through new, high value and complex products and more integrated systems

To increase our wallet-share from our customers and to improve our profit margins, we intend to increase our content per vehicle, which is the value of the vehicle’s components to an OEM customer, through the following initiatives:

- *Newer, high value and complex products.* We plan to continue to expand and enhance our product portfolio and introduce newer product offerings across a variety of powertrain agnostic product lines (i.e., applicable to electric vehicle, internal combustion engine and CNG engine types), including suspensions, steering columns and brakes, among others. We also plan to consolidate our market leadership in the sheet metal pressing and fabrication industry by focusing on premiumization and production of higher value and more expensive chassis systems for premium two-wheelers.
- *Offering more integrated systems.* We have and will continue to offer more integrated systems to increase our content per vehicle. In particular, we plan to gradually expand our capabilities from producing sub-systems to producing complete systems for automobiles. For instance, in 2023, we were selected by Honda Motorcycle & Scooter India Private Limited to fabricate a complete chassis system and provide a fully finished assembly for their 100-cc model. Moving forward, we intend to continue upgrading our manufacturing capabilities to offer more integrated systems, so as to enable us to produce a larger variety of complete systems for our existing and new customers. This development is expected to allow us to transition from a tier-1 supplier (which is a subsystem supplier) to a tier-0.5 supplier (which is a system supplier that has long-term working relationships with customers), thus positioning us as an integral part of our customers’ development and value chain.
- *Vertical Integration.* We are also committed to advancing vertical integration capabilities across all our major product categories. For instance, we plan to enhance our tool design and development capabilities at all our key locations using our cash flows from operations, enabling greater control over product development and additional cost reductions. Additionally, we aim to increase our automation levels, which will allow us to supply more precise components to our customers with lower defect parts per million.

Expand our portfolio of electric vehicle and renewable energy products

Electric vehicles are gaining global interest amidst the need to curb pollution, and growing awareness and concerns about environmental issues are likely to drive electrification in India (Source: *CRISIL Report*). The electric two-wheeler sales are expected to increase by 40-45% to 1.35 million units in the Financial Year 2025 (Source: *CRISIL Report*). Electric vehicle penetration in the three-wheeler segment is expected to reach and go above 30-34% by 2029 (Source: *CRISIL Report*). The key drivers of demand for electric vehicles include reduced environmental impact, government focus on promoting electric vehicles to consumers, lower operating costs, availability of charging infrastructure and competitive pricing (Source: *CRISIL Report*). Further, the decline in prices of CNG in the Financial Year 2024 favor the transition towards greater use of CNG, reinforcing the long-term potential for its adoption in vehicles (Source: *CRISIL Report*). Volatile fuel prices and potential government incentives for eco-friendly alternatives could also further stimulate demand for CNG-powered vehicles (Source: *CRISIL Report*). Our commitment and focus towards ESG will continue increasing going forward as we plan to expand

our portfolio of electric vehicle and renewable energy products. As part of our growth strategy, we intend to expand our portfolio of electric vehicle and renewable energy products, through the following initiatives:

- *Electric vehicle products.* We are currently establishing a manufacturing facility at Pune (Pune-V Facility) to develop our capabilities to manufacture and supply hub motors and chargers for electric vehicles. We expect the manufacturing facility for hub motors and chargers to become operational by the first quarter of the Financial Year 2026. Further, we plan to work towards increasing our content per vehicle for two-wheelers to between 20% to 25% for electric vehicles from our current between 10% to 15%, by entering into proprietary segments such as motors, motor controllers and chargers for electric vehicles and exploring potential joint venture associations with prominent electric vehicle component manufacturers. The motor, motor controller and charger together constitute 15-20% of the overall electric two-wheeler cost (Source: *CRISIL Report*).
- *Renewable energy products.* We are currently establishing a production line for production and assembly of sheet metal parts for solar panels, which we expect to become operational by the fourth quarter of the Financial Year 2025, in order to supply to a major North American solar power company. According to the *CRISIL Report*, solar power capacity in India is expected to add 130-140 GW over the Financial Years 2024-2028, compared with 40-45 GW over the Financial Years 2019-2023.
- *Exhaust systems for CNG-powered vehicles:* We have recently began manufacturing exhaust systems specifically designed for CNG-powered vehicles. Going forward, we intend to further develop and commercialize exhaust systems for CNG-powered vehicles.

Build a portfolio of proprietary products, in-house and through collaborations

We intend to implement design, development and testing capabilities for intellectual property-protected products and build a portfolio of proprietary products that have IP-based barriers to entry and generate better profit margins. We expect to increase our expenditure towards research and development, new product development and testing infrastructure, thereby enabling us to develop products based on market gaps and enabling us to adopt a ‘push’ approach towards OEMs. For example, we recently started manufacturing and supplying suspensions, which we have a patent for, and steering columns, which are high-precision products with barriers to entry for new market entrants (Source: *CRISIL Report*), to four leading two-wheeler and three-wheeler OEMs in India.

Further, in relation to electric vehicle components, to increase our content per vehicle, we intend to manufacture and supply hub motors and chargers, once our relevant manufacturing facility become operational in the first quarter of the Financial Year 2026. We have obtained the rights to utilize the technology to manufacture hub motors pursuant to a long-term technology licensing agreement with a prominent Chinese motor manufacturer, and we are in advanced stages of discussions with a prominent Chinese charger manufacturer to obtain the rights to utilize the technology to manufacture chargers. In respect of hub motors and chargers for electric vehicles, we have filed five patents relating to electric motor, motor controller and vehicle control units. For details, see “*Description of Our Business – Business Verticals and Capabilities – E-mobility (Electric Powertrain Division)*” on page 233.

In addition, we are currently also exploring the use of light-weighting technologies for our processes, such as fabrication of aluminum chassis, to enable us to manufacture automotive components that are lighter in weight. Lightweighting has been a point of focus for both ICE vehicle and EV manufacturers, where companies are using components made from aluminium, composites and plastics by improving the properties of these components to match application needs while keeping the weight low, in order to provide superior structural properties and service life (Source: *CRISIL Report*). If we are able to successfully implement and patent this technology for our processes in the future, our products manufactured using this technology could be patented and may have barriers of entry.

Diversify our two-wheeler, four-wheeler and commercial vehicle customer base

We intend to further diversify our customer base for two-wheeler, four-wheeler and commercial vehicle manufacturers and also expand our strategic relationships with multinational tier-1 suppliers based in Europe and North America that are seeking local manufacturers in India for their export markets. We currently work with a number of such tier-1 multinational suppliers. Further, for our four-wheeler passenger vehicles business, we currently manufacture products for a number of Indian OEMs, and we plan to increase our sales of products for four-wheeler passenger vehicles to Japanese and Korean OEMs in the future. In addition, we intend to leverage our recent acquisition of assets of a plastic moulding company based in Delhi, which supplies plastic components

to two major Japanese OEMs, in order to increase our presence with Japanese OEMs and to enter into the proprietary plastic components business segment. Further, we have also onboarded a Japanese executive as senior vice president (business development), with over 35 years of experience in the automotive industry and prior experience working with a Japanese automotive component supplier across India, North America and the Asia-Pacific region.

In addition, we are also looking at increasing our revenue from sale of products for use in commercial vehicles and have recently commenced development of products for one of the leading commercial vehicle OEMs in India. We are constantly exploring other commercial vehicle cross-selling opportunities to existing customers, including Ashok Leyland Limited and VE Commercial Vehicles Limited (a Volvo group and Eicher Motors joint venture). Moreover, we also intend to broaden our customer base by increasing our supply of products to other large two-wheeler OEMs located in India, including one of our customers from whom we have recently received a purchase order.

During the three months ended June 30, 2024, we have supplied more than 190 different components to Jaguar Land Rover Limited's overseas facilities in Austria, Slovakia and United Kingdom, as a single-source supplier. We have recently also contracted with Jaguar Land Rover Limited to export an additional 60 different products to their overseas facilities. We intend to replicate our proven methodology of incentivizing customers to outsource their supply chains from Europe and North America to India, based on increased cost competitiveness and maintenance of equal quality standards. To grow our exports, we also intend to target manufacturing for other multinational passenger vehicle and commercial vehicle OEMs located in Europe. Further, we intend to grow our indirect exports through our existing two-wheeler OEM customers, by focusing on systems for more premium two-wheelers, given their higher acceptance in export markets.

Over the past three Financial Years, our revenue has grown at a CAGR of 18.17%, with the revenue contribution from our top three automotive OEM customers decreasing from 44.20% to 31.91%, demonstrating the effectiveness of our customer diversification strategy. Moving forward, we aim to become a 'one-stop shop' for OEMs, developing comprehensive supplier capabilities from design to production and after-sales service, with a particular emphasis on establishing a robust after-sales network.

Further grow our aftermarket presence and exports through organic and inorganic initiatives

Automotive components exports are projected to record a 7-9% growth in the Financial Year 2025, after posting an expected growth of 11-13% in Financial Year 2024 (Source: *CRISIL Report*). To capitalize on this growth opportunity in the aftermarket sector, we are exploring the addition of new product lines, including polymer components and helmets, to broaden our portfolio and increase our visibility. Moreover, to effectively capture a larger market share, we also plan to expand our distribution network to over 150 points across India within the next two years.

In addition, we plan to explore inorganic growth opportunities through mergers and acquisitions in Europe and North America, in order to increase our reach across export markets. This acquisition included suspensions for a broad range of vehicle categories, such as motorcycles, scooters, cars and commercial vehicles, and has facilitated our entry into a proprietary business with a diversified customer base, thereby enhancing our market reach and product portfolio.

In evaluating potential acquisitions in the future, we aim to focus on key metrics including the customer base, alignment with proprietary and advanced technology, opportunities for introducing new products, the addition of new manufacturing facilities and expansion into new geographic regions. These criteria will ensure that our acquisitions enhance our technological leadership and broaden our market reach.

Description of Our Business

Product Portfolio

We are an automotive component manufacturing company based in India offering a diverse range of safety critical systems and other engineering solutions for two-wheelers, three-wheelers, four-wheelers, commercial vehicles and agri-vehicles. We design and develop automotive safety critical systems and engineering solutions such as metal chassis systems, polymer components, suspension systems, body-in-white components and exhaust systems, among others.

The products that we supply for the automotive and non-automotive sectors include the following:

| Sector/Product Line | Products Supplied |
|-----------------------------------|---|
| Automotive - Two Wheelers | |
| Sheet metal based | Chassis, side and main stand, brake pedal/gear clutch lever, swing arm |
| Polymer based | Visor front, fenders, covers, cowls |
| Suspension systems | Rear suspension, front forks, steering column, helical springs |
| Braking systems | Braking assemblies for drum and disc brakes |
| Motor and charger | Motor and charger (while we currently have not commenced production of motor and charger, a production line for production and assembly of such products is currently being established, which we expect to become operational by the first quarter of the Financial Year 2026) |
| Automotive – Four Wheelers | |
| Sheet metal based | Chassis |
| Polymer based | Centre grill, fog lap cover, battery container, lids |
| Suspension systems | Rear suspension for sports utility vehicles, front suspension for light commercial vehicle |
| Non-Automotive | |
| Polymer refrigerator parts | Fruit and vegetable tray, handles, base |
| Renewable parts | Solar panel components (while we currently have not commenced production of solar panel components, a production line for production and assembly of sheet metal parts for solar panels is currently being established, which we expect to become operational by the fourth quarter of the Financial Year 2025) |

Automotive Products (Two-Wheelers)

We develop and manufacture components and parts for two-wheelers, including sheet metal products, polymer products, suspension products, braking systems and electric vehicle products, as detailed below.

Sheet Metal Products

The key sheet metal products that we supply are set out below:

(a) Chassis/Frames and Frame Parts

Chassis/frame is a structural framework upon which entire vehicle is built and provides the fundamental support for other components and systems. These components are critical to the overall performance, safety, and durability of the vehicle. The chassis supports various components, including the engine, suspension system, and body. It provides a platform for mounting all the other parts and contributes significantly to the vehicle's overall strength and rigidity. The frame is the skeleton of the chassis, providing the basic structure to which other components are attached. It determines the vehicle's overall shape and supports the weight of the vehicle and its occupants. Traditional chassis and frames are made of steel due to its strength and cost-effectiveness. High-strength steel alloys are commonly used to achieve the necessary structural integrity while minimizing weight. Modern vehicles, especially electric vehicles are increasingly incorporating aluminum components in their chassis and frames to reduce weight and improve fuel efficiency. Aluminum offers a good strength-to-weight ratio and corrosion resistance.

(b) Exhaust System and Exhaust System Parts

The silencer is part of the exhaust system and plays a crucial role in managing the exhaust gases produced by the engine. The main purpose of the silencer is to control emissions by removing exhaust gases away from the engine and filter pollutants prior to releasing them into the environment. Also, it reduces the noise generated by the exhaust gases expelled from the engine during the combustion process. Silencer houses the catalytic converter and muffler which are key components in reducing the emission and noise from the exhaust system. It is made from heat resistant steel parts welded together.

(c) Handle Bars

The handlebar is a critical component which is the primary interface between the rider and the two-wheeler. It plays a crucial role in steering and maneuvering the vehicle. The handlebar houses the grip, switches, brake levers, and clutch levers. Handlebars provides a stable and responsive interface for riders to control the direction of the two-wheeler. These are made of steel tubes for durability and cost-effectiveness through the bending and welding process.

(d) Side and Main Stands

The side stand and main stand are essential components of two-wheelers, providing stability and convenience for parking in everyday use. The side stand is a folding/retractable metal rod attached to the side of the two-wheeler. It supports the vehicle when parked, by allowing it to lean to one side without the need for external support. The side stand is primarily used for quick stops, such as parking for a short duration or when waiting at traffic signals. The center stand is also a retractable metal frame placed underneath the chassis. It allows the motorcycle to be lifted vertically, supporting it at its center point. The center stand provides a stable platform for the two-wheelers, making it ideal for parking over extended periods and for performing maintenance tasks. Both side stands and center stands are commonly found in motorcycles and scooters, providing riders with flexibility in parking basis their needs. These are made from high strength steel parts which are welded together.

Brief process flow: For sheet metal parts, we utilize blanking, forming and piercing processes. For tubular parts, such as pipes, we utilize notching, drilling and squeezing processes. Fabrication is done manually and/or using robots, using metal inert gas welding. Thereafter, while for surface treatment of chassis we use ACED painting, for surface treatment of exhausts we use heat resistance coating and powder coating, and for surface treatment of accessories we use Nickel-Chrome plating. We do pre-dispatch inspection before final loading and dispatch.

Polymer Products

The key polymer products that we supply are set out below:

(a) Fenders

Fender, also known as mudguard, is a protective component that serves both functional and aesthetic purposes. They are designed to shield rider and two-wheeler components from the road debris, water, mud, and other elements thrown up during the rotation of wheels. Fenders can be in the front and rear of two-wheelers. Modern two-wheelers often feature fenders made of plastic or fiberglass-reinforced materials. Plastic fenders are lightweight, resistant to corrosion, and can be molded into various shapes and designs.

(b) Covers

Covers play a crucial role in protecting the vehicle from external elements, ensuring durability, and maintaining aesthetic appeal. These covers come in various forms and serve different purposes, contributing to the overall functionality and care of the motorcycle. Covers serve a range of purposes, though protecting specific components like chains, fuel tanks and other components.

(c) Cowls

Cowl refers to the body panel that covers and protects various components, enhancing both the aerodynamics and aesthetics of the two-wheeler. It plays a significant role in improving the overall design, performance, and safety features of two-wheelers. The rear cowl covers the rear section of the motorcycle, extending from the seat to the tail section. Side cowls cover the sides of the motorcycle, often extending from the fuel tank to the rear section. They contribute to the bike's overall design and can integrate with the fuel tank and rear cowl. Cowls are typically made of lightweight materials to minimize the impact on the overall weight of the motorcycle.

Brief process flow: For polymer parts, we first load die/mould on injection moulding machine before performing injection moulding. Gate cutting and flash removal is then performed, and ultrasonic/vibration welding and bought out parts assembly is carried out if required. Subsequently, polyurethane painting and baking takes place, followed by decal application (if required). Lastly, we do pre-dispatch inspection before final loading and dispatch.

Suspension Products

Suspension systems provides a balance between handling, ride comfort, and stability. The design and type of suspension play an important role in ensuring smooth and comfortable riding experience.

The key suspension products that we supply are set out below:

(a) Front Fork

Telescopic forks are the most common front suspension system in two-wheelers. These consist of two fork tubes that slide into each other, providing a simple and effective design for absorbing shocks and maintaining control. Some premium or performance motorcycle may feature upside-down forks, where the thicker part of the fork is at the bottom. This design enhances stiffness and responsiveness during aggressive riding.

(b) Steering Columns

The steering column on a two-wheeler is a component that enables the rider to control the direction of the motorcycle. This assembly facilitates the connection between the handlebars and the front wheel, allowing for precise steering and manoeuvring. The steering column starts with the handlebars, the rider's primary point of contact, for controlling the motorcycle's direction. The steering column extends downward into the front fork assembly, connecting the handlebars to the front wheel.

(c) Rear Suspensions

Twin shocks are the most common rear suspension system in two-wheelers. Twin shock absorbers are present on both sides of the rear wheel. However, modern motorcycles also feature a monoshock rear suspension system. A single shock absorber is positioned near the center of the bike, either above the swingarm or below the seat. Basis the type of spring/mechanism, there are coil spring and gas charged shock absorbers. Coil springs are commonly used in both front forks and rear suspension setups. The spring compresses and rebounds to absorb shocks and maintain tire contact with the road. In premium bikes, shock absorbers may be gas-charged to reduce the risk of cavitation and improve overall damping performance. The suspension assembly consists of various child parts including springs, tubes, castings, rubber, and a few others.

Brief process flow: For suspension parts, we first perform parts inspection and ultrasonic cleaning, and then fork pipe and piston rod cleaning and chrome plating. Thereafter, outer aluminium tube machining and powder coating is done for front fork suspension. Subsequently, we perform rear shock absorber inner tube welding and assembly, and then front fork and rear shock absorber on line assembly. We then perform on-line damping force testing. Lastly, we do pre-dispatch inspection before final dispatch.

Braking Systems

A vehicle's braking system is a component responsible for slowing down or stopping the vehicle safely. There are several types of braking systems, including hydraulic, mechanical, and regenerative braking in the context of electric vehicles. Hydraulic braking systems are commonly found in conventional internal combustion engine vehicles.

Motors

Hub motors, also known as in-wheel motors or wheel motors, are an innovative propulsion system used in some two-wheeler electric vehicles. Unlike traditional electric vehicles with a centralized motor powering the wheels through a transmission and driveshaft, hub motors are integrated directly into the wheels.

In-Wheel Permanent Magnet Motors are motors which have permanent magnets attached to the wheel hub, creating a magnetic field for propulsion; and

Chargers replenish the battery of electric vehicles when plugged into an external power source. Different types of chargers offer different charging speeds, with fast chargers able to recharge the battery of electric vehicles in a matter of minutes.

Chargers

The Off-Board Charger (OBC) plays a vital role in the charging infrastructure of electric vehicles. It is responsible for charging the vehicle's lithium-ion battery. The OBC is an external charging unit located outside the vehicle, which is responsible for charging using standard power outlets. OBC come in various power ratings and the charging speed is directly proportional to the charger's power rating. Off-Board Chargers typically use standard connectors compatible with the charging ports of electric two and three-wheelers. Common connectors include Type 2, CCS (Combined Charging System), and CHAdeMO, depending on the charging standards supported by

the vehicles. OBC can provide either alternating current (AC) or direct current (DC) to the vehicle's battery. AC charging is more common, especially for overnight charging at home or public charging stations. Some OBCs feature user-friendly displays and controls, allowing users to monitor the charging process, check charging status, and sometimes adjust charging settings. Major players are Uno Minda, and Mass Tech Controls.

Battery Containers

The battery container, also known as the battery casing or enclosure, is a structural component designed to house and protect the lithium-ion battery pack. This container plays a crucial role in ensuring the safety, integrity, and efficient operation of the battery system. Battery containers are typically constructed using lightweight materials such as aluminum or high-strength plastics. These materials contribute to overall weight savings and improved vehicle efficiency. Battery containers feature ventilation systems or heat dissipation mechanisms to manage temperature within the enclosure. Maintaining optimal operating temperatures contributes to the longevity and performance of the battery pack. They may house thermal management systems within the container to actively regulate temperature and prevent overheating. In certain electric two-wheelers and three-wheelers, the battery container may be designed for quick-swap capabilities, allowing users to easily replace depleted batteries with fully charged ones at designated charging stations.

Automotive Products (Four-Wheelers)

We develop and manufacture components and parts for four-wheelers, including metal products, polymer products, suspension products and electric vehicle products, as detailed below.



Sheet Metal Products

(a) Chassis/Frame and Frame Parts

The passenger vehicle and light commercial vehicle chassis is a foundational component that integrates various systems, providing structural support and determining essential vehicle characteristics.

The chassis of a four-wheeler, often referred to as the vehicle's frame, is a fundamental structural component that forms the backbone of the entire automobile. It serves as a robust foundation, integrating various components and systems, providing support, and determining the overall structural integrity of the vehicle. Our frames are primarily in the ladder frame design.

The chassis includes mounting points for the front and rear suspension systems. These points determine the geometry and positioning of the suspension components, influencing the vehicle's ride and handling characteristics. The engine is securely mounted to the chassis, and its placement can vary: front-engine, rear-

engine, mid-engine, or transverse engine configurations are common, each impacting the vehicle's weight distribution and performance.

The chassis layout also dictates the drivetrain configuration, such as front-wheel drive, rear-wheel drive, or all-wheel drive, influencing traction and handling characteristics. Some vehicles have separate front and rear subframes bolted to the main chassis. Subframes provide additional support for components like the suspension, engine, and transmission.

The chassis accommodates the steering system, including the steering rack and column. The chassis provides a secure location for mounting the fuel tank, with considerations for weight distribution and safety. Mounting points for the brake components, including the brake master cylinder, callipers, and brake lines, are integrated into the chassis.

(b) Body-In-White Parts

Body-In-White (“**BIW**”) refers to the stage in automotive manufacturing where the car body is assembled but before painting and other finishing touches. For cars, the BIW components provides structural integrity, safety, and supporting various mechanical and electrical systems.

The BIW parts which we manufacture include brackets, tanks, frame rails, front and rear cross members, cross car beams and impact absorbing structures, suspension mounting points and transmission tunnels.

(c) Air Tanks

Vehicle air tanks, also known as compressed air tanks or reservoirs, plays a role in various automotive systems, particularly in vehicles equipped with air brake systems. Vehicle air tanks are components in pneumatic systems, particularly in air brake systems used in heavy-duty and commercial vehicles.

Brief process flow: For air tanks, we first perform sheet metal rolling followed by the first phase of fabrication of end cover. Thereafter, we perform fabrication of drain plus, followed by inner surface powder coating and the second phase of end cover. Subsequently, we perform water and air leakage testing. Lastly, we do pre-dispatch inspection before final dispatch.

Polymer Products

(a) Fenders

Four-wheeler fenders are components designed to serve both practical and aesthetic functions of an automobile. Positioned over the wheel arches, fenders play a key role in protecting the vehicle and its occupants from road debris, water splashes, and other external elements. Fenders are securely attached to the vehicle body using mounting points and brackets. These attachment points ensure stability and proper alignment of the fenders. Fenders often integrate with the vehicle's bumpers, creating a seamless transition between these exterior components and contributing to the vehicle's overall design coherence.

Front Fenders: Located on both sides of the front of the vehicle, front fenders cover and protect the front wheels from road debris and water spray. In many vehicles, front fenders seamlessly integrate with the headlight assemblies, contributing to the overall front-end design.

Rear Fenders: Rear fenders cover the rear wheels, offering protection against debris and water thrown up from the road. Similar to front fenders, rear fenders often integrate with the design of the tail lights and other rear-end elements.

Suspension Products

The suspension system in a four-wheeler is a complex network of components that work together to provide a comfortable ride, maintain vehicle stability, and ensure optimal handling. The suspension system absorbs shocks from the road, supporting the vehicle's weight, and allowing for controlled movement of the wheels.

Shock absorbers control the oscillations of the suspension springs, ensuring that the vehicle does not bounce excessively after encountering bumps or uneven road surfaces. Coil springs or leaf springs are employed to support the vehicle's weight and absorb shocks.

Non-Automotive

We primarily develop and manufacture polymer products for the white goods industry, which includes polymer refrigerator parts. Polymer refrigerator parts play a role in the construction and functionality of refrigerators, contributing to various components that enhance insulation, structural integrity, and efficiency.

We are currently establishing a production line for production and assembly of sheet metal parts for solar panels, which we expect to become operational by the fourth quarter of the Financial Year 2025, in order to supply to a major North American solar power company.

Business Verticals and Capabilities

Our business verticals consist of (i) sheet metal division, (ii) plastic and polymer division, (iii) suspension division and (iv) e-mobility (electric powertrain division). Through our 28 years of operations, we have developed a wide range of capabilities across each of our business verticals, as set out below:

| Business Verticals | Key Capabilities |
|---|---|
| Sheet metal division | Sheet metal stamping, tube bending, fabrication, assembly, testing facilities and design facilities |
| Plastic and polymer division | Injection moulding, testing facilities and design facilities |
| Suspension division | Manufacturing assembly lines, surface treatment, emission control, machining, automatic riveting machine, conveyORIZED powder coating, testing facilities and design facilities |
| E-mobility (electric powertrain division) | Developing and manufacturing motor and charger components (while we currently have not commenced production of electric vehicle powertrain components, a manufacturing facility is currently being established to manufacture hub motors and chargers, which we expect to become operational by the first quarter of the Financial Year 2026) |

Sheet Metal Division

Sheet metal processing plays a role in automotive manufacturing, contributing primarily to the robustness and endurance of the vehicle. We have the following design and manufacturing capabilities in our sheet metal division:

Sheet Metal Stamping

Sheet metal stamping involves the use of dies and presses to shape flat sheet metal into a variety of shapes. We use sheet metal stamping to manufacture automotive components like cross car beams, body-in-white parts, among others. Sheet metal stamping allows for the production of complex and precise shapes with high efficiency. We deploy over 450 press machines ranging up to 1,200 MT (hydraulic and mechanical).

Tube Bending

Tube bending involves shaping several types of tubes and pipes into precise configurations. Tube bending is used to manufacture essential components that contribute to the structural integrity, functionality, and design of vehicles.

We use tube bending for the fabrication of structural components. Bent tubes are incorporated in frames, chassis, and roll cages to enhance rigidity and overall safety. The bends and curves required for exhaust pipes are achieved through tube bending processes. This not only facilitates efficient exhaust gas flow but also contributes to the overall performance and emissions control of the vehicle.

We deploy over 30 5-axis and 3-axis CNC tube bending machines capable of bending tubes with a diameter ranging up to 60 millimeters. We process approximately 3,000 MT of tubes every month. We also have slitting and cutting lines to process carbon / stainless steel.

Fabrication

Fabrication involves combining sheet metal components to create a unified structure, and is a process in assembling the body and frame of vehicles. We use a variety of fabrication techniques like spot welding, tungsten

inert gas welding, metal inert gas welding and projection welding to combine different sheet metal parts of chassis frames, exhaust systems or other components.

We utilize robots and special purpose machines for our fabrication processes. We deploy over 700 robots as well as several special purpose machines for fabrication. We process approximately 5,000 MT of steel every month.

Assembly

The assembly process involves fabrication and/or joining of sub-structures to create a finished product or structure. The assembly process typically includes several key steps such as fabrication, riveting, mechanical attaching and fastening, among others. The assembly process also includes other ancillary steps such as inspection, quality checks and dispatch.

Surface Treatment

Surface treatment processes include painting, coating and powder coating, which are used to enhance the aesthetic appeal and durability of automotive sheet metal parts. We perform finishing processes to improve the appearance and corrosion resistance of sheet metal.

Our technical capabilities for surface treatment include:

- I-Beam overhead conveyor with variable frequency drive;
- Conveyorized spray pre-treatment line;
- Plural component electronic proportioner;
- Air-conditioned decal application cabinet;
- Fluidized bed jig stripping plant;
- Auto paint sludge removal system; and
- Automatic fire fighting system.

Testing Facilities

We perform profile checking, coordinate measurement, ductility test, tensile strength test, weld penetration test, hardness test and surface coating tests including salt spray testing and dry film testing.

Design Facilities

Our design capabilities include (i) selecting materials which meet the requisite requirements of strength and durability, (ii) conceptualizing designs into mass-manufacturable models, (iii) selecting presses based on part design, fabrication specifications, robotic deployment (including software simulation), fixtures design, tooling design and gauge design, and (iv) deploying special purpose machinery, which have a high level of automation to ensure operational accuracy, for specialized tasks.

Plastic and Polymer Division

Plastic moulding is widely used in the automotive industry for lightweighting and aesthetic purposes. Plastic moulding offers versatility, cost-effectiveness, and the ability to produce complex shapes. We manufacture plastic and polymer components and parts primarily through injection moulding, as detailed below.

Injection Moulding

Injection moulding involves injecting molten plastic material into a mold cavity, which then cools and solidifies to form the desired shape. We use injection moulding to produce a wide range of automotive components, including exterior and functional parts of vehicles such as cowls, seating cowls, fenders, dash boards, grills, panels, head lamp brackets and accessories.

We deploy over 100 machines ranging up to 1,800 T. We process approximately 3,200 MT of polymer material every month. Our materials processed include several grades of Polycarbonate, Polypropylene and ABS. We also have proprietary processes such as gas assist injection moulding, polyurethane painting and ultrasonic and vibration fabrication of plastic parts.

Testing Facilities

We perform mold flow index testing, polymer content check, ash content test and dry film thickening test.

Design Facilities

Our design capabilities include: (i) designing tool/mold as per part specifications and design, (ii) selecting commodity to be used based on part application and specification, (iii) conducting mold flow analysis prior to trials to ensure smooth flow of materials, and (iv) structuring manufacturing processes by selecting machines with right amount of tonnage for productivity and quality.

Suspension Division

The manufacturing of suspensions for two-wheelers involves precision engineering to meet the requirements of vehicles. We manufacture a variety of components, including shock absorbers, springs, forks and steering columns, through precision machining, casting, or forging processes. Further, fabrication processes are utilized to assemble several components into a cohesive suspension unit, and involve fabricating brackets, mounts, and other structural elements to ensure the integrity and strength of the suspension system.

We have the following design and manufacturing capabilities in our suspension division:

Manufacturing Assembly Lines

Our manufacturing capacities for suspensions include approximately 300,000 pieces of shock / struts per month, and 50,000 sets of TFF per month.

Emission Control

Across our manufacturing facilities, we utilize effluent treatment plants and sewage treatment plants to treat and purify wastewater before its controlled release into the environment. We also deploy 'zero liquid discharge', a wastewater management system that reduces wastewater efficiently and produces clean water that is suitable for reuse.

Machining

We utilize centreless grinding as a machining technique for mass production of parts for our suspension systems.

Conveyorized Powder Coating

We utilize (i) 7-stage DIP PT line with Henkel chemistry to ensure optimal powder adhesion, (ii) powder coating guns with online recovery system to apply an even layer of powder coat over surface, and (iii) separate air dryer system to remove residual moisture on the coated surface.

Testing Facilities

Our testing facilities include: (i) vertical and performance durability testing for shock absorbers, to test and ensure that our shock absorbers' performance falls within the range of 2m per second, 1.5 KN load to 5.5 per second, and 50 KN load, and (ii) life simulation for front forks and rear shock absorbers, to test and ensure that prototypes for our front forks and rear shock absorbers are fully functional. We also perform on-line damping force test, dam drum test, spring durability test and vibration test.

Design Facilities

Our design facilities are catered to the design of (i) shock absorbers and (ii) front forks (with finite element analysis).

E-Mobility (Electric Powertrain Division)

Motors

The electric motor converts electrical energy into mechanical power. The most common motor used for two-wheelers are hub motors. Hub motors are integrated directly into the wheels of the vehicle, offering a compact and efficient design. Hub motors provide instant torque (which is the phenomenon of attaining max torque with no or little time) and require minimal maintenance.

We have obtained the rights to utilize the technology to design and manufacture hub motors pursuant to a long-term technology licensing agreement with a prominent Chinese motor manufacturer. We are currently establishing a manufacturing facility for hub motors, which we expect to become operational by the first quarter of the Financial Year 2026. See “*Our Business – Our Strategies – Build a portfolio of proprietary products*” on page 224.

Chargers

The charger replenishes the battery when plugged into an external power source. Different types of chargers offer different charging speeds, with fast chargers able to recharge the battery of electric vehicles in a matter of minutes.

We are in advanced stages of discussions with a prominent Chinese charger manufacturer to obtain the rights to utilize the technology to manufacture chargers. We are also concurrently establishing a manufacturing facility for chargers, which we expect to become operational by first quarter of the Financial Year 2026. See “*Our Business – Our Strategies – Build a portfolio of proprietary products*” on page 224.

Our Customers

Since the commencement of our operations, we have cultivated long standing relationships with our customers, including prominent multinational OEMs such as Bajaj Auto Limited, Honda Motorcycle & Scooter India Private Limited, Hero MotoCorp Limited, Jaguar Land Rover Limited and Royal Enfield Motors Limited, among others. As of June 30, 2024, we service a total of 27 OEMs globally, for a range of critical automotive components, including chassis systems, exhaust systems, polymer components, and body-in-white components. We also engage actively with our vendors to improve our supply chain processes.

The table below sets out certain details relating to our eight largest customers (by years of association):

| Name of Customer | Type of Vehicle | Number of Years of Association | Key Products Supplied |
|--|---------------------------|---------------------------------------|---|
| Bajaj Auto Limited | 2-wheeler | 15 | Chassis, Exhaust System, Fender, Cowl |
| Royal Enfield Motors Limited | 2-wheeler | 14 | Chassis, Exhaust System |
| Honda Motorcycle & Scooter India Private Limited | 2-wheeler | 12 | Chassis, Exhaust System, Swing Arm, Handle Bar, Main Stand, |
| VE Commercial Vehicles Limited | Light commercial vehicles | 12 | Cross Car Beam, Body-in-white components |
| Customer I* | 4-wheeler | 7 | Chassis, Body-in-white components |
| Jaguar Land Rover Limited | 4-wheeler | 7 | Automotive components |
| Hero MotoCorp Limited | 2-wheeler | 6 | Chassis, Exhaust System |
| Customer II* | 2-wheeler | 6 | Suspensions |

**The names of these customers have not been disclosed because they have not provided their consent to disclose their name in this Draft Red Herring Prospectus.*

In recognition of our workmanship, we have received several awards from our customers over the years, including Bajaj Auto Limited, Royal Enfield Motors Limited, Honda Motorcycle & Scooter India Private Limited and VE Commercial Vehicles Limited. For details, see “– *Awards*” on page 218 below.

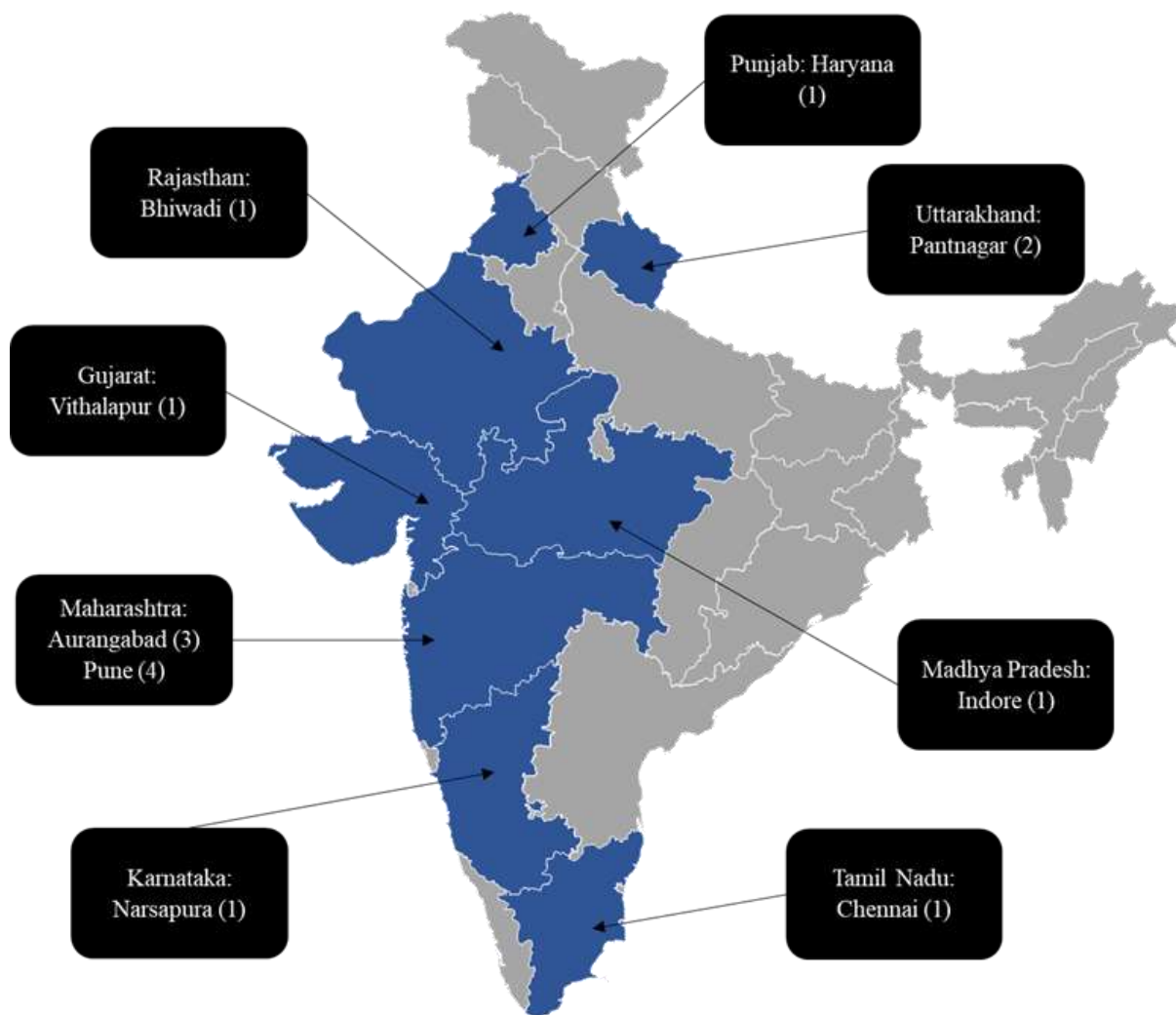
We sell our products to OEMs in India and overseas, including in Austria, Slovakia, the United Kingdom, Japan and Thailand. We engage in direct exports where we sell our products directly to international OEMs. We also engage in indirect exports where we sell our products to OEMs located in India for their export vehicles, and who subsequently export these vehicles to overseas markets.

Set forth below are certain case studies in relation to our customers:

- *Honda Motorcycle & Scooter India Private Limited.* Over the past decade, we have been a supplier for a wide range of components to Honda Motorcycle & Scooter India Private Limited (“**Honda**”). Additionally, we supply both polymer and metal components for their vehicles. We manufacture a complete chassis for Honda’s two-wheelers, a process that was previously managed in-house through the assembly of sub-systems from tier-1 suppliers. We will also begin supplying components for their electric moped in the fourth quarter of the Financial Year 2025.
- *Tata Motors Limited.* Over the past decade, we have established ourselves as a regular supplier to Tata Motors Limited. We serve both their commercial vehicle segment along with electric vehicle segment. We supply complete frame assembly for one of their commercial vehicle platforms. Additionally, we have been selected to assist in developing and manufacturing the chassis for one of their electric vehicle segments.
- *Jaguar Land Rover Limited.* Since 2016, we have been a supplier to Jaguar Land Rover Limited, providing a range of automotive components. As a single-source supplier, we export more than 190 different components to facilities in Austria, Slovakia, and the United Kingdom. We also supply components for their electric and hybrid vehicle models, and recently entered into an agreement to export an additional 60 different components to their overseas facilities.
- *Bajaj Auto Limited.* We are the largest supplier of sheet metal and fabricated parts for Bajaj Auto Limited. We are also the primary supplier of chassis frame for Bajaj Auto Limited’s electric three-wheelers. During the Financial Year 2024, we have sub-assembled a variety of vehicle models for Bajaj Auto Limited, by using vehicle components purchased by Bajaj Auto Limited from its various vendors, including our Company. We have the distinction of being the first supplier to establish a cathodic electro-deposition plating facility for Bajaj Auto Limited, enhanced with an IoT system for real-time production monitoring. Furthermore, we have set up their front visor manufacturing setup, which incorporates a specialized silicon hard coating process designed to withstand ultraviolet rays and enhance scratch resistance.

Our Manufacturing Facilities

To manage logistics costs, ensure timely product delivery, and foster close collaboration with our customers for developing products that meet their specific requirements, we endeavour to establish manufacturing facilities near these customer’s manufacturing plants. Currently, we operate 15 manufacturing facilities across nine cities in eight states, as shown in the image below:



The table below sets forth certain details with respect to our manufacturing facilities:

| Name of Facility | Major Customers Served | Key Products Manufactured | Location | Certifications | Nature of Ownership Interest | Date of Expiry of Lease, if Leased | Owner of Property* |
|-----------------------|--|--|--|--------------------------------|------------------------------|------------------------------------|----------------------------------|
| Haryana Facility | A large battery manufacturer | Automotive battery case | Plot No. 180C, Sector 14, HSIIDC Growth Centre, Bawal 123501, Haryana | ISO 9001:2015, IATF 16949:2016 | Leased | July 31, 2025 | Attitude Plastic Private Limited |
| Pantnagar Facility I | Bajaj Auto Limited Ashok Leyland Limited | Break lever-gear change lever, frame, painted and coated parts | Plot No. 15, Sector No.10, IIE-SIDCUL, Pantnagar Industrial Area, Rudrapur 263153, Uttarakhand | | Leased | March 26, 2096 | SIDCUL |
| Pantnagar Facility II | A large commercial vehicle manufacturer A large OEM | Sheel metal parts, body-in-white parts | Plot No. 52, Sector No.11, TATA Vendor Park, IIE-SIDCUL, Pantnagar, Rudrapur 263153, Uttarakhand | | Sub-leased | March 30, 2096 | SIDCUL |

| Name of Facility | Major Customers Served | Key Products Manufactured | Location | Certifications | Nature of Ownership Interest | Date of Expiry of Lease, if Leased | Owner of Property* |
|-----------------------------|--|--|---|---|------------------------------|---|---|
| Tapukera (Bhiwadi) Facility | Honda Motorcycle & Scooter India Private Limited Hero MotoCorp Limited Suzuki Motorcycle India Private Limited | Frame, lithium-ion battery, stand and assembly, other sheet metal assemblies | Plot No. SPL-6, Tapukara Industrial Area, Bhiwadi, Tapukara 301707, Rajasthan | ISO 14001:2015, ISO 45001:2018, IATF 16949:2016 | Leased | July 15, 2111 | RIICO |
| Vithalapur Facility | Honda Motorcycle & Scooter India Private Limited Hero MotoCorp Limited A large electric four-wheeler OEM | Frame, exhaust system, stand and assembly, plastic molded parts | Plot no 508 (P), Vithalapur-Bechraji Road, Vithalapur 382120, Gujarat | ISO 14001:2015, ISO 45001:2018 | Owned | - | Belrise Industries Limited |
| Aurangabad Facility I | Bajaj Auto Limited | Exhaust system | Plot no. D-39, MIDC Waluj, Aurangabad 431133, Maharashtra | | Leased | April 30, 2091 | Maharashtra Industrial Development Corporation ("MIDC") |
| Aurangabad Facility II | Bajaj Auto Limited | Exhaust system and plastic molded parts | Gut no. 15, Naigawan Khandewadi, Paithan Road, Aurangabad 431107, Maharashtra | | Owned | - | Belrise Industries Limited |
| Aurangabad Facility III | Bajaj Auto Limited | Frame, exhaust system, side stand assembly | Plot No. B/5 & B/6, MIDC Waluj, Aurangabad 431136, Maharashtra | ISO 14001:2015, ISO 45001:2018 | Leased | November 30, 2081 and August 31, 2081, respectively | MIDC |
| Pune Facility I | Jaguar Land Rover Limited VE Commercial Vehicles Limited | Body-in-white parts | Plot No. A-23/1, Chakan Industrial Area, Phase-II, Khalumbre, Chakan 401501 | | Leased | November 30, 2106 | MIDC |
| Pune Facility II | A large white goods OEM A large OEM | Plastic molded parts, frame parts | Plot No. B-39, Unit 8C, MIDC Area, Bhamboli, Chakan 410501, Maharashtra | IATF 16949:2016 | Leased | June 30, 2107 | MIDC |
| Pune Facility III | Bajaj Auto Limited | Frame parts | A-6/6, MIDC Area, Ranjangaon, Pune 412220 | ISO 14001:2015, IATF 16949:2016 | Leased | November 30, 2099 | MIDC |

| Name of Facility | Major Customers Served | Key Products Manufactured | Location | Certifications | Nature of Ownership Interest | Date of Expiry of Lease, if Leased | Owner of Property* |
|---------------------|---|---|---|---------------------------------|------------------------------|--|--|
| Pune Facility IV | Bajaj Auto Limited A large three-wheeler OEM A large electric vehicle two-wheeler OEM | Suspension systems, braking systems, automotive battery case | C-11 & C-11/A, MIDC Area, Ranjangaon, Pune 412220, Maharashtra | ISO 14001:2015, ISO 45001:2018, | Leased | February 28, 2099 and March 31, 2099, respectively | MIDC |
| Indore Facility | VE Commercial Vehicles Limited A large OEM | Frame, exhaust system, stand and assembly | Plot No. 161, Sector 3, MIDC Area, Pithampur, Indore 454775, Madhya Pradesh | IATF 16949:2016 | Leased | January 9, 2041 | Madhya Pradesh Audyogik Kendra Vikas Nigam |
| Narasapura Facility | Honda Motorcycle & Scooter India Private Limited A large electric vehicle two-wheeler OEM | Frame, exhaust system, stand and assembly, plastic molded parts | Plot No. 207 to 210 & 235 to 238, Narasapur Industrial Area, Kolar Pin code, Karnataka | IATF 16949:2016 | Owned | - | Belrise Industries Limited |
| Chennai Facility | Royal Enfield Motors Limited Ashok Leyland Limited | Frame, exhaust system, battery brackets and tanks | Plot No H-12/13, Sipcot Industrial Park, Vallam Vadagal, Sriperumpudhur, Chennai 631604, Tamil Nadu | ISO 9001:2015, IATF 16949:2016 | Leased | October 12, 2113 | SIPCOT |

*None of the lessors of our manufacturing facilities are related to our Company.

For details relating to the list of awards received for our manufacturing facilities, see “- Awards” on page 218 below.

Our 15 operating manufacturing facilities have an aggregate installed annual capacity of 60,000 tonnes of steel, as of June 30, 2024. The table below sets our capacity utilization rate across our manufacturing facilities for the Financial Years 2024, 2023 and 2022, as certified by the Independent Chartered Engineers:

| Plant | Location | Leased/ Owned | Products | Unit of Measurement | Financial Year 2024 | | | Financial Year 2023 | | | Financial Year 2022 | | |
|-------------------------|---|------------------|--|------------------------|---------------------|----------------------|--------------------------|---------------------|----------------------|--------------------------|---------------------|----------------------|--------------------------|
| | | | | | Annual Capacity | Annual Production | Capacity Utilization# | Annual Capacity | Annual Production | Capacity Utilization# | Annual Capacity | Annual Production | Capacity Utilization# |
| Aurangabad Facility I* | Plot no. D-39, MIDC Waluj, Aurangabad 431133 | Leased | Other Parts & Assemblies, Accessories | Pieces | 160,125 | 3,165 | 1.98% | 160,125 | 18 | 0.01% | 160,125 | 50 | 0.03% |
| Aurangabad Facility II^ | Gut no. 15, Naigawan Khandewadi, Paithan Road, Aurangabad 431107 | Owned | Silencer | Pieces | 1,213,579 | 401,843 | 33.11% | 1,213,579 | 667,005 | 54.96% | 1,213,579 | 1,089,778 | 89.80% |
| | | | Fender | Pieces | 1,281,000 | 877,373 | 68.49% | 1,281,000 | 811,852 | 63.38% | 1,281,000 | 1,261,843 | 98.50% |
| | | | Other Parts & Assemblies, Accessories | Pieces | 5,124,000 | 736,140 | 14.37% | 5,124,000 | 3,762,505 | 73.43% | 5,124,000 | 4,213,324 | 82.23% |
| | | | Silencer - Part | Pieces | 9,223,200 | 4,265,156 | 46.24% | 9,223,200 | 5,188,351 | 56.25% | 9,223,200 | 8,526,348 | 92.44% |
| Pantnagar Facility I | Plot No. 15, Sector No.10, IIE-SIDCUL, Pantnagar, Rudrapur 263153 | Leased | Silencer | Pieces | 1,201,531 | 877,922 | 73.07% | 1,201,531 | 773,940 | 64.41% | 998,875 | 709,538 | 71.03% |
| | | | Other Parts & Assemblies, Accessories | Pieces | 1,127,280 | 1,014,659 | 90.01% | 75,152 | 48,958 | 65.15% | 375,760 | 258,250 | 68.73% |
| | | | Silencer - Part | Pieces | 4,803,750 | 3,778,625 | 78.66% | 4,803,750 | 2,216,144 | 46.13% | 2,401,875 | 2,328,910 | 96.96% |
| | | | Stand & Assembly | Pieces | 1,098,000 | 648,464 | 59.06% | 1,098,000 | 570,245 | 51.93% | 1,098,000 | 527,347 | 48.03% |
| | | | Frames | Pieces | 555,459 | 507,576 | 91.38% | 555,459 | 427,160 | 76.90% | 555,459 | 440,262 | 79.26% |
| | | | Centre Stand | Pieces | 1,290,930 | 763,890 | 59.17% | 1,290,930 | 725,036 | 56.16% | 1,290,930 | 666,689 | 51.64% |
| | | | Side Stand | Pieces | 1,211,488 | 195,563 | 16.14% | 1,211,488 | 125,684 | 10.37% | 1,211,488 | 671,127 | 55.40% |
| | | | Rider Step/ Stay | Pieces | 7,705,860 | 5,791,342 | 75.16% | 7,705,860 | 4,667,052 | 60.56% | 7,705,860 | 4,798,936 | 62.28% |
| | | | Brake Lever/ GCL | Pieces | 7,245,098 | 6,271,000 | 86.56% | 7,245,098 | 4,904,353 | 67.69% | 7,245,098 | 5,364,570 | 74.04% |
| | | | Fairing | Pieces | 471,686 | 273,670 | 58.02% | 471,686 | 272,953 | 57.87% | 471,686 | 314,708 | 66.72% |
| Pantnagar Facility II | Plot No. 52, Sector No. 11, TATA Vendor Park, IIE-SIDCUL, Pantnagar, Rudrapur 263153 | Leased | Frame Part | Pieces | 23,058,000 | 21,944,980 | 95.17% | 23,058,000 | 17,638,334 | 76.50% | 23,058,000 | 15,657,250 | 67.90% |
| | | | Frames | Pieces | 146,662 | 76,713 | 52.31% | 146,662 | 83,134 | 56.68% | 146,662 | 70,707 | 48.21% |
| Pune Facility I | Plot No. A-23/1, Chakan Industrial Area, Phase-II, Village : Khalumbre, Chakan 401501 | Leased | Dashboard/ Greabox Cross Members/ FCM/ Battery Carrier | Pieces | 8,160,995 | 5,389,435 | 66.04% | 8,160,995 | 5,876,123 | 72.00% | 6,800,829 | 6,702,315 | 98.55% |
| | | | Frames | Pieces | 1,229,760 | 1,014,260 | 82.48% | 1,229,760 | 862,446 | 70.13% | 945,969 | 761,445 | 80.49% |
| | | | Silencers | Pieces | 1,152,900 | 761,250 | 66.03% | 1,152,900 | 637,967 | 55.34% | 1,250,500 | 565,624 | 45.23% |
| | | | Silencer - Part | Pieces | 2,100,840 | 1,825,759 | 86.91% | 2,100,840 | 1,494,415 | 71.13% | 1,909,855 | 1,106,432 | 57.93% |
| | | | Frame Part | Pieces | 96,203,100 | 79,804,317 | 82.95% | 84,354,563 | 69,995,646 | 82.98% | 84,354,563 | 55,451,997 | 65.74% |
| | | | Other Parts & Assemblies, Accessories | Pieces | 922,320 | 665,971 | 72.21% | 922,320 | 479,511 | 51.99% | 922,320 | 440,851 | 47.80% |
| | | | Painted & Coated Parts | Pieces | 9,223,200 | 5,571,028 | 60.40% | 5,764,500 | 4,287,624 | 74.38% | 5,764,500 | 3,841,144 | 66.63% |
| | | | Auto Batteries Case (Exide Lid + Cont. Part) | Pieces | 6,003,620 | 2,878,837 | 47.95% | 6,003,620 | 3,729,998 | 62.13% | 6,003,620 | 3,725,997 | 62.06% |
| Auto Plastic Parts Case | Pieces | 5,738,880 | 3,493,130 | 60.87% | 5,738,880 | 1,449,182 | 25.25% | 5,738,880 | 630,035 | 10.98% | | | |

| Plant | Location | Leased/ Owned | Products | Unit of Measurement | Financial Year 2024 | | | Financial Year 2023 | | | Financial Year 2022 | | |
|-------------------------|---|------------------|--|------------------------|---------------------|----------------------|--------------------------|---------------------|----------------------|--------------------------|---------------------|----------------------|--------------------------|
| | | | | | Annual Capacity | Annual Production | Capacity Utilization# | Annual Capacity | Annual Production | Capacity Utilization# | Annual Capacity | Annual Production | Capacity Utilization# |
| | | | Home Appliance Case (Atomberge Fan Part) | Pieces | 1,588,440 | 1,148,196 | 72.28% | 1,588,440 | 252,115 | 15.87% | - | - | 0.00% |
| | | | Other Parts & Assemblies, Accessories | Pieces | 79,268,280 | 16,205,268 | 20.44% | 79,268,280 | 20,127,973 | 25.39% | 79,268,280 | 22,993,425 | 29.01% |
| | | | Front Fork | Pieces | 251,015 | 170,576 | 67.95% | 251,015 | 241,462 | 96.19% | 251,015 | 220,797 | 87.96% |
| | | | Rear Suspensions | Pieces | 658,800 | 421,942 | 64.05% | 658,800 | 367,558 | 55.79% | 658,800 | 383,967 | 58.28% |
| Indore Facility I | Plot No. 161, Sector 3, MIDC Area, Pithampur, Indore 454775 | Leased | Frame Part (Swing Arm & Sub Frame) | Pieces | 832,028 | 496,991 | 59.73% | 832,028 | 382,070 | 45.92% | 795,377 | 242,386 | 30.47% |
| | | | Stand Assembly | Pieces | 31,325 | 884 | 2.82% | 31,325 | 3,246 | 10.36% | 31,325 | 2,722 | 8.69% |
| | | | Handle Bar/ CCB/ Frame Assembly | Pieces | 65,757 | 42,880 | 65.21% | 65,757 | 47,284 | 71.91% | 52,481 | 40,297 | 76.78% |
| Aurangabad Facility III | Plot No. B/5 & B/6, Opposite BKT Tyres, MIDC Waluj, Aurangabad 431136 | Leased | Frame - 2W | Pieces | 283,650 | 241,402 | 85.11% | 283,650 | 169,522 | 59.76% | 183,000 | 88,214 | 48.20% |
| | | | Frame - 3W | Pieces | 269,684 | 213,627 | 79.21% | 269,684 | 178,208 | 66.08% | 269,684 | 186,783 | 69.26% |
| | | | EV Sub Assembly | Pieces | 6,742,105 | 6,299,951 | 93.44% | - | - | 0.00% | - | - | 0.00% |
| | | | Frame Part | Pieces | 61,488,000 | 48,300,508 | 78.55% | 61,488,000 | 33,055,366 | 53.76% | 61,488,000 | 27,414,129 | 44.58% |
| Narasapura Facility | Plot No. 207 to 210 & 235 to 238, Narasapur Industrial area, Tq. & Dist. Kolar. | Owned | Other Parts & Assemblies, Accessories | Pieces | 3,074,400 | 1,795,770 | 58.41% | 1,537,200 | 573,799 | 37.33% | 768,600 | 573,014 | 74.55% |
| | | | Silencer | Pieces | 1,122,071 | 687,225 | 61.25% | 1,122,071 | 751,360 | 66.96% | 1,110,962 | 765,876 | 68.94% |
| | | | Frame Sub Assembly | Pieces | 910,184 | 697,532 | 76.64% | 910,184 | 436,197 | 47.92% | 910,184 | 412,998 | 45.38% |
| | | | Stand & Assembly | Pieces | 699,195 | 270,523 | 38.69% | 699,195 | 627,628 | 89.76% | 699,195 | 177,680 | 25.41% |
| | | | Other Parts & Assemblies, Accessories | Pieces | 8,752,363 | 7,146,984 | 81.66% | 4,862,424 | 1,486,422 | 30.57% | 4,862,424 | 1,722,671 | 35.43% |
| | | | Handle Bar | Pieces | 601,805 | 377,180 | 62.67% | 601,805 | 321,323 | 53.39% | 1,127,006 | 332,111 | 29.47% |
| | | | Fender - FAN - Spoiler | Pieces | 3,172,566 | 2,564,966 | 80.85% | 3,172,566 | 1,665,405 | 52.49% | 3,172,566 | 1,653,187 | 52.11% |
| | | | Grill & Garnish | Pieces | 1,735,548 | 1,516,404 | 87.37% | 1,735,548 | 1,188,340 | 68.47% | 1,735,548 | 928,527 | 53.50% |
| | | | Trim - Cover - Cowls - Panels | Pieces | 8,765,431 | 5,580,009 | 63.66% | 8,765,431 | 5,574,324 | 63.59% | 8,765,431 | 5,319,479 | 60.69% |
| | | | Faring, Wisor & Windshield, Shrouds | Pieces | 802,760 | 479,283 | 59.70% | 802,760 | 649,872 | 80.95% | 802,760 | 678,613 | 84.53% |
| Tapukera Facility I | Plot No. SPL-6, Tapukera Industrial Area, Bhiwadi, Tapukera 301707 | Leased | Frame Part | Pieces | 30,744,000 | 10,082,823 | 32.80% | 30,744,000 | 16,468,778 | 53.57% | 30,744,000 | 12,540,941 | 40.79% |
| | | | Frames | Pieces | 1,168,688 | 690,226 | 59.06% | 1,168,688 | 662,671 | 56.70% | 1,149,833 | 619,567 | 53.88% |
| | | | Frame Parts | Pieces | 15,690,204 | 11,841,660 | 75.47% | 15,690,204 | 11,772,078 | 75.03% | 15,592,124 | 10,197,045 | 65.40% |
| | | | Stand & Assembly | Pieces | 1,577,204 | 1,169,678 | 74.16% | 1,577,204 | 791,025 | 50.15% | 1,577,204 | 785,080 | 49.78% |
| | | | Handle Bar | Pieces | 891,608 | 235,263 | 26.39% | 1,557,725 | 737,890 | 47.37% | 1,535,479 | 621,485 | 40.47% |
| | | | Sliders | Pieces | 3,770,909 | 2,720,506 | 72.14% | 3,770,909 | 2,310,124 | 61.26% | 3,770,909 | 2,643,413 | 70.10% |
| | | | Silencer | Pieces | 531,463 | 382,531 | 71.98% | 151,846 | 93,911 | 61.85% | 151,846 | 78,185 | 51.49% |
| Silencer Part | Pieces | 265,045 | 124,789 | 47.08% | 265,045 | 146,489 | 55.27% | 265,045 | 154,652 | 58.35% | | | |

| Plant | Location | Leased/ Owned | Products | Unit of Measurement | Financial Year 2024 | | | Financial Year 2023 | | | Financial Year 2022 | | |
|------------------------|--|------------------|---|------------------------|---------------------|----------------------|--------------------------|---------------------|----------------------|--------------------------|---------------------|----------------------|--------------------------|
| | | | | | Annual Capacity | Annual Production | Capacity Utilization# | Annual Capacity | Annual Production | Capacity Utilization# | Annual Capacity | Annual Production | Capacity Utilization# |
| | | | Brake Lever/ GCL | Pieces | 362,645 | 186,694 | 51.48% | 362,645 | 196,103 | 54.08% | 293,970 | 270,175 | 91.91% |
| | | | EV Battery/ Li-ion Battery | Pieces | 64,050 | 535 | 0.84% | 64,050 | 58,037 | 90.61% | 64,050 | 46,126 | 72.02% |
| Chennai Facility I | Plot No H-12/13, Sipcot Industrial Park, Vallam Vadagal, Village : Sriperumpudhur, Chennai 631604 | Leased | Frame | Pieces | 300 | 278 | 92.67% | 3,100 | 3,011 | 97.13% | 12,400 | 12,132 | 97.84% |
| | | | Frame Part Equa | Pieces | 1,537,200 | 103,317 | 6.72% | 1,537,200 | 189,444 | 12.32% | 1,537,200 | 892,118 | 58.04% |
| | | | Silencer | Pieces | 6,708 | 3,020 | 45.02% | 6,708 | 359 | 5.35% | 6,708 | - | 0.00% |
| | | | Silencer Part | Pieces | 1,844,640 | 1,456,057 | 78.93% | 1,844,640 | 1,051,534 | 57.00% | 1,844,640 | 551,644 | 29.91% |
| | | | Other Parts & Assemblies, Accessories | Pieces | 614,880 | 392,467 | 63.83% | 614,880 | 411,419 | 66.91% | 614,880 | 309,352 | 50.31% |
| | | | Seating System | Pieces | 427,000 | 306,103 | 71.69% | 427,000 | 275,127 | 64.43% | 427,000 | 243,972 | 57.14% |
| Bawal Facility I | Plot No 180C, Sector 14, HSIIDC Growth Centre, Bawal 123501 | Leased | Battery Containers | Pieces | 5,542,460 | 4,458,355 | 80.44% | 5,542,460 | 4,349,990 | 78.48% | 5,542,460 | 4,018,270 | 72.50% |
| Vithalapur Facility | Plot no 508 (P), Vithalapur- Bechraji Road, Village : Vithalapur 382120 | Owned | Frame | Pieces | 1,580,978 | 910,369 | 57.58% | 1,580,978 | 779,189 | 49.29% | 1,566,098 | 662,119 | 42.28% |
| | | | Frame Part | Pieces | 24,954,545 | 19,347,083 | 77.53% | 24,954,545 | 15,890,372 | 63.68% | 24,954,545 | 8,643,200 | 34.64% |
| | | | Handle Bar | Pieces | 1,281,000 | 612,088 | 47.78% | 1,281,000 | 444,484 | 34.70% | 1,869,568 | 394,818 | 21.12% |
| | | | Silencer | Pieces | 1,058,655 | 805,383 | 76.08% | 1,058,655 | 596,293 | 56.33% | 1,012,323 | 538,283 | 53.17% |
| | | | Silencer Part | Pieces | 4,467,640 | 3,536,623 | 79.16% | 4,467,640 | 3,806,437 | 85.20% | 4,467,640 | 2,454,720 | 54.94% |
| | | | Stand & Assembly | Pieces | 549,000 | 398,394 | 72.57% | 549,000 | 372,188 | 67.79% | 549,000 | 265,741 | 48.40% |
| | | | Brake Lever/ GCL | Pieces | 1,424,960 | 1,246,490 | 87.48% | 1,424,960 | 708,122 | 49.69% | 1,399,688 | 625,596 | 44.70% |
| | | | Side Stand | Pieces | 998,182 | 71,900 | 7.20% | - | - | 0.00% | - | - | 0.00% |
| | | | Other Parts & Assemblies, Accessories | Pieces | 4,497,835 | 3,003,448 | 66.78% | 4,497,835 | 1,405,711 | 31.25% | 4,497,835 | 1,806,271 | 40.16% |
| Pune Facility II | Plot No. B-39, Unit 8C, MIDC Area, Bhamboli, Chakan 410501 | Leased | Press Shop | Stroke | 53,583,201 | 37,307,855 | 69.63% | 53,583,201 | 42,904,033 | 80.07% | 22,111,968 | 16,142,486 | 73.00% |
| Pune Facility III | A-6/6, MIDC Area, Ranjangaon, Pune 412220 | Leased | Press Shop | Stroke | 60,738,552 | 58,638,353 | 96.50% | 60,738,552 | 57,488,582 | 94.65% | 60,738,552 | 43,595,454 | 71.78% |
| Pune Facility IV* | C-11 & C-11/A, MIDC Area, Ranjangaon, Pune 412220 | Leased | White Goods | Pieces | 8,147,160 | 6,717,435 | 82.50% | 8,147,160 | 6,109,332 | 74.99% | 8,147,160 | 5,338,286 | 65.52% |
| | | | Grill & Garnish | Pieces | 486 | 184 | 37.80% | 243,390 | 125,601 | 51.60% | 811,300 | 515,068 | 63.49% |
| | | | Bumper & Part | Pieces | 23,722 | 18,458 | 77.80% | 71,167 | 55,800 | 78.41% | 213,500 | 204,450 | 95.76% |
| | | | Fender - FAN - Spoiler | Pieces | 9,223 | 3,233 | 35.10% | 76,860 | 24,436 | 31.79% | 128,100 | 120,490 | 94.06% |
| | | | Trim - Cover - Cowls - Panels | Pieces | 427,000 | 152,646 | 35.70% | 427,000 | 134,202 | 31.43% | 427,000 | 411,041 | 96.26% |
| | | | Auto Batteries Case | Pieces | 480 | 346 | 72.10% | 480 | - | 0.00% | 1,601,250 | 218,199 | 13.63% |

| Plant | Location | Leased/ Owned | Products | Unit of Measurement | Financial Year 2024 | | | Financial Year 2023 | | | Financial Year 2022 | | |
|-------|----------|------------------|------------|------------------------|---------------------|----------------------|--------------------------|---------------------|----------------------|--------------------------|---------------------|----------------------|--------------------------|
| | | | | | Annual Capacity | Annual Production | Capacity Utilization# | Annual Capacity | Annual Production | Capacity Utilization# | Annual Capacity | Annual Production | Capacity Utilization# |
| | | | Press Shop | Stroke | 35,278,740 | 21,008,066 | 59.55% | 35,278,740 | 21,218,147 | 60.14% | 35,278,74 | 21,061,199 | 59.70% |

The facilities that manufacture more than one type of product may often show a higher range of increase or decrease in capacity utilization of a type of product which may be offset by opposite changes in capacity utilization of other types of products manufactured at the same facility.

*Our Aurangabad Facility I is a relatively small manufacturing plant as compared to our other manufacturing plants in terms of size and capacity. This facility contributes to a very small portion of overall production and sales to customers, and primarily manufactures products for our Aurangabad Facility II. Annual production at our Aurangabad Facility I increased significantly during Financial Year 2024 as compared to Financial Year 2023 and 2022, primarily because of our utilization of the plating production plants at Aurangabad Facility I to manufacture products for our Aurangabad Facility II during the Financial Year 2024. This was mainly on account of a fire which broke out at our plating production plant in Aurangabad Facility II in May 2023 which resulted in our inability to utilize its automotive plating plant. For details of the fire at our Aurangabad Facility II, see "Risk Factors – If we are unable to maintain the existing levels of capacity utilization at our manufacturing facilities, our margins and profitability may be adversely affected. Further, a slowdown or shutdown in our manufacturing operations could have an adverse effect on our business, results of operations, financial condition and cash flows" on page 36.

^Annual production at our Aurangabad Facility II decreased significantly in Financial Year 2024 as compared to Financial Year 2023, primarily due to a fire which broke out at our plating production plant in Aurangabad Facility II in May 2023 which resulted in our inability to utilize its automotive plating plant. For details of the fire at our Aurangabad Facility II, see "Risk Factors – If we are unable to maintain the existing levels of capacity utilization at our manufacturing facilities, our margins and profitability may be adversely affected. Further, a slowdown or shutdown in our manufacturing operations could have an adverse effect on our business, results of operations, financial condition and cash flows" on page 36.

&Annual capacity for grill & garnish, bumper & part, Fender – FAN – Spoiler and auto batteries case at our Pune Facility IV have significantly decreased between Financial Years 2022 and 2024, as we are gradually decreasing and phasing out the production of these products due to a decrease in customer demand for such products. The relevant production machines have been repurposed for the production of other major parts.

We are currently also establishing three manufacturing facilities, details as set out below:

| Name of Facility | Products to be Manufactured | Expected Operational Date | Location | Certifications Received | Nature of Ownership Interest | Date of Expiry of Lease, if Leased | Owner of Property* |
|----------------------------------|------------------------------------|---|---|------------------------------------|------------------------------|------------------------------------|---|
| Chennai Facility II [^] | Sheet metal components | In the third quarter of the Financial Year 2025 | Plot No H-12/13, Sipcot Industrial Park, Vallam Vadagal, Village : Sriperumpudhur, Chennai 631604 | DTCP Fire License & NOC DISH | Leased | October 12, 2113 | State Industries Promotion Corporation of Tamil Nadu Limited |
| Bhiwadi Facility II | Sheet metal and plastic components | In the first quarter of the Financial Year 2026 | Plot No. SP6-311A, Karoli Industrial Area, Bhiwadi, Alwar, Rajasthan, 301019 | In progress | Leased | March 30, 2117 | Rajasthan State Industrial Development and Investment Corporation |
| Pune Facility V | Hub motor | In the first quarter of the Financial Year 2026 | Survey No. 128/A, Akurdi, Taluka haveli-14/18, Pimpri-Chinchwad Municipal Corporation, Pune 411019, Maharashtra | N.A. | Leased | September 11, 2029 | Maharashtra Erectors Private Limited |

*None of the lessors of our manufacturing facilities are related to our Company.

[^] We expect to serve customers such as Royal Enfield Motors Limited and Ashok Leyland Limited

Transactions with Certain Affiliates

We have entered into exclusivity agreements dated November 16, 2024 with certain members of our Promoter Group and Group Companies, including Shreepriya Stamping and Tooling Private Limited, Badve Autotech Private Limited, Creative Tools and Press Components Private Limited, Eximius Autocomps Private Limited, Swami Ashirwad Engimech Private Limited, Shreepriya Auto Parts Private Limited, Sumedh Tools Private Limited, Swastid Engineering Private Limited, Phoenix Engineering, Optima Auto Products Private Limited and KS Suspension Engineering Technology, pursuant to which such entities supply automotive components to our Company and are not permitted to supply such products to specified original equipment manufacturers in India.

We have also entered into marketing and brand licensing agreements dated November 16, 2024 (the “**Belrise Marketing and Brand License Agreements**”) with Badve Autocomps Private Limited and Eximius Infra Tech Solutions LLP, which are members of our Promoter Group. Pursuant to the Belrise Marketing and Brand License Agreements, we have granted a limited, non-exclusive, non-transferable, non-assignable, non-delegable and non-sub-licensable license and the right to use the applicable intellectual property rights relating to the trademark ‘Belrise’ and the logo, which are registered in the name of our Company, to the above companies. Pursuant to the Belrise Marketing and Brand License Agreements, Badve Autocomps Private Limited and Eximius Infra Tech Solutions LLP shall each pay a monthly marketing fee of ₹0.5 million and a monthly license fee of ₹0.5 million to our Company.

Further, we have also entered into contract manufacturing agreements dated November 16, 2024 (the “**Belrise Contract Manufacturing Agreements**”) with Badve Autocomps Private Limited and Eximius Infra Tech Solutions LLP, which are members of our Promoter Group, pursuant to which such entities are required to provide contract manufacturing services and supply automotive components on an exclusive basis to our Company, from the effective date of the agreements.

Raw Materials and Suppliers

We use a wide range of raw materials in our manufacturing processes, including:

- sheet metal/coil;
- tubes (such as mild steel tubes, cold drawn welded tubes and electric resistance welded tubes);

- polymer (such as Polypropylene Copolymer, Acrylonitrile Butadiene Styrene, general purpose Polystyrene Resins, high impact Polystyrene and Polypropylene); and
- spring wire.

The table below sets out our cost of materials consumed, in amounts and as a percentage of total expenses:

| Particulars | For the three months ended June 30, 2024 | For the Financial Year | | |
|---|--|------------------------|-----------|-----------|
| | | 2024 | 2023 | 2022 |
| Cost of materials consumed (₹ in million) | 10,852.35 | 46,849.86 | 41,540.73 | 37,621.51 |
| Cost of materials consumed, as a percentage of total expenses (%) | 63.73% | 65.33% | 66.32% | 73.72% |

We directly procure our raw materials from suppliers located in India and outside India. We maintain a diversified supplier base, and we do not rely on a limited number of suppliers for the supply of our raw materials. The table below sets out our cost of materials sourced from suppliers located in India and outside India:

| Particulars | For the three months ended June 30, 2024 | For the Financial Year | | |
|---|--|------------------------|-----------|-----------|
| | | 2024 | 2023 | 2022 |
| Cost of materials sourced from suppliers located in India (₹ in million) | 10,647.43 | 47,163.61 | 41,364.21 | 37,131.60 |
| Cost of materials sourced from suppliers located in India, as a percentage of total expenses (%) | 62.60% | 65.77% | 66.03% | 72.76% |
| Cost of materials sourced from suppliers located outside India (₹ in million) | 3,618.74 | 12,994.91 | 11,613.35 | 4,898.90 |
| Cost of materials sourced from suppliers located outside India, as a percentage of total expenses (%) | 21.28% | 18.12% | 18.54% | 9.60% |

We typically select our suppliers based on a variety of factors, including customer preference and our own internal assessment of suppliers. Our customers typically provide us with a list of preferred raw materials suppliers, which we use to further filter and select our suppliers based on our own internal assessment of such suppliers by benchmarking their product quality, pricing, timing of delivery, among others.

Research & Development and Technology Licensing

We leverage our research and development (“**R&D**”) capabilities to develop distinct new products and engineering solutions to OEMs. Our R&D capabilities enable us to work from basic principles to develop fully mass-manufacturable products, particularly for products such as suspension, springs, air tanks, steering columns, among others. We receive basic vehicle-level inputs from our customers, which typically include utility of vehicle, vehicle dimensions, weight, and expected performance in terms of ride, comfort and durability, among others. Our design, engineering and new product development team subsequently simulate and design products based on these inputs provided by customers. As of June 30, 2024, our design, engineering and new product development team consists of 151 members, which include product, process, testing and tool engineers.

Further, testing of parts and assemblies is key to the product development cycle. We utilise extensive testing facilities for exhaustive endurance testing or end-of-life testing, thereby allowing us to analyse the long-term sustainability and durability of products. We also utilise benchmarking as a key tenet of the R&D process by: (i) conducting performance testing, (ii) recording and analysing key data parameters, (iii) performing teardown analysis, and (iv) evaluating current product designs in the market. In particular, for sheet metal and polymers products, our engineering team works closely with the customer in designing prototypes, co-analysing the product design, and designing and manufacturing tools, dies, fixtures and moulds.

We have obtained the rights to utilize the technology to manufacture hub motors pursuant to a long-term technology licensing agreement with a prominent Chinese motor manufacturer, and we are in advanced stages of discussions with a prominent Chinese charger manufacturer to obtain the rights to utilize the technology to manufacture chargers. We have entered into a consultancy agreement with Mr. Marco Doveri, a consultant that we have engaged for his expertise to provide us with technical know-how and support for manufacturing and implementation of automobile components.

Quality Standards and Assurance

We have a proven track record as a quality-focused manufacturer and are committed to maintaining high standards of quality. The long-term and growing relationships, both in terms of volume and range of products manufactured for several of our customers are a testament to our focus on quality. The provision of high-quality products is a key differentiator in our business, and is critical to our continued success and the maintenance of long-term relationships with our customers. To meet our commitment to provide high-quality products, we have implemented stringent quality tests across our manufacturing facilities, encompassing key areas of business processes from supply chain to product delivery. These quality tests include (i) deployment of a mistake-proofing mechanism known as ‘poka-yoke’ across our key processes through the use of sensors (including cameras) and automatic detection tools (such as automated gauges) to improve quality control, (ii) inspection of raw materials from suppliers to ensure compliance with our quality standards, (iii) online monitoring of quality processes and (iv) pre-dispatch inspection through multiple stages of quality checks. Our stringent quality tests enable us to maintain consistent product quality and safety, which in turn ensures low defect parts per million and high predictability.

We closely track our ability to supply quality products to our customers, and we typically receive monthly ‘quality ratings’ based on number of defect parts per million and field warranty, from our customers. Similarly, to ensure that our suppliers provide quality materials to us, we also provide monthly ‘quality ratings’ to certain of our major component suppliers. To foster a quality-centric mindset among our workforce, we regularly conduct training programs and workshops to educate our workforce on best practices to uphold our quality standards.

Certifications

| Name of Facility | Certification | Institute |
|-------------------------|----------------------|---------------------------------|
| Aurangabad III | ISO 14001:2015 | Kiwa Cermet Italia S.p.A |
| | ISO 45001:2018 | Kiwa Cermet Italia S.p.A |
| Pune II | IATF 16949:2016 | United Registrar of Systems |
| Pune III | IATF 16949:2016 | Kiwa Cermet Italia S.p.A |
| | ISO 14001:2015 | Kiwa Cermet Italia S.p.A |
| Pune IV | ISO 14001:2015 | Kiwa Cermet Italia S.p.A |
| | ISO 45001:2018 | Kiwa Cermet Italia S.p.A |
| Tapukera (Bhiwadi) | IATF 16949:2016 | Indian Register Quality Systems |
| | ISO 14001:2015 | Indian Register Quality Systems |
| | ISO 45001:2018 | Indian Register Quality Systems |
| Chennai | IATF 16949:2016 | Kiwa Cermet Italia S.p.A |
| | ISO 9001:2015 | Kiwa Cermet Italia S.p.A |
| Haryana | IATF 16949:2016 | Indian Register Quality Systems |
| | ISO 9001:2015 | Indian Register Quality Systems |
| Vithalapur | ISO 14001:2015 | TÜV Saarland Certification GmbH |
| | ISO 45001:2018 | TÜV Saarland Certification GmbH |

We have received 26 awards for quality at our manufacturing facilities, received from both our customers and esteemed national and international manufacturing audit organizations.

Intellectual Property

We rely on a combination of trademarks and patents to protect our intellectual property rights. We have filed five patent applications relating to electric motor, motor controller and vehicle control units.

We have obtained registration for 48 trademarks in India in respect of the name of our Company, logo and tagline under classes 6, 7, 8, 9, 11, 12, 16, 17, 18, 21, 31, 35, 37, 40, 42 and 44 of the Trade Marks Act, 1999. Further, we have obtained patent registrations for the following three patents in India:

| Registration Number | Name of the Registered Owner of the Patent | Date of Grant |
|----------------------------|--|----------------------|
| 409129 | Badve Engineering Limited | August 28, 2017 |
| 417774 | Savitribai Phule Pune University and Badve Engineering Limited | March 02, 2016 |

| Registration Number | Name of the Registered Owner of the Patent | Date of Grant |
|---------------------|--|----------------|
| 441041 | Savitribai Phule Pune University and Badve Engineering Limited | March 02, 2016 |

See “Risk Factors – If we are unable to adequately protect our intellectual property rights, our competitive position and business may be adversely affected.” on page 59.

Information Technology

We utilize a variety of technological tools in our operations, including (i) computer-aided design for two-dimensional designs, (ii) SolidWorks for three-dimensional modelling, and (iii) computer-aided three dimensional interactive application and analysis systems for finite element analysis. Further, we utilize an enterprise resource management system to integrate our key processes, including supply chain management, financial accounting, production management, quality assurance and invoicing. We also use IoT modules such as supervisory control and data acquisition and business intelligence tools to analyze real-time data to control and monitor key processes across our manufacturing facilities.

Sales and Marketing

Our sales and marketing department is responsible for designing and implementing a business development strategy adapted to all markets, and forging long-term relationships with OEMs to sustain profitable growth. Further, our sales and marketing team closely coordinates with our design and engineering team as well as the customer’s design and engineering department to understand their technical requirements of the components and parts being supplied. Our customer’s technical requirements typically relate to design and raw materials to be used, as well as distinct features and specifications to improve existing functionality and aesthetic appeal. Through this process, we are able to deepen our engagement with our customers at the business development stage which enhances our relationship with our customers.

Key account managers are assigned to serve specific customers for one or more business products and are responsible for servicing existing business and for identifying and procuring new business opportunities, among others. Key account managers are also responsible for a variety of matters relating to specific customer accounts, including those relating to supply of parts, changes in raw material requirements and engineering change notifications.

Transport and Logistics

Our logistical needs are met through (i) outsourcing of transportation requirements to third party transport providers, (ii) OEMs own logistical framework and (iii) our fleet of trucks at certain locations. We have engaged third party transport providers for the delivery of products to our domestic customers from 15 of our manufacturing facilities. We typically do not enter into long-term agreements with such third-party transport providers and we rely on service orders issued by us from time to time.

Environmental, Social and Governance

We place great emphasis on environmental, social and governance (“ESG”) matters across our business operations. We adopt a variety of measures to limit the amount of hazardous and pollutant discharge that our manufacturing facilities release into the air and water. For example, across our manufacturing facilities, we utilize effluent treatment plants and sewage treatment plants to treat and purify wastewater before its controlled release into the environment. We also deploy ‘zero liquid discharge’, a wastewater management system that reduces wastewater efficiently and produce clean water that is suitable for reuse. Moreover, in 2023, we have entered into an agreement with a renewable energy provider to supply us with electricity generated from a 1.6 megawatt solar power plant, which in turn has generated approximately 200,000 kilowatt-hour of electricity per month for us during the Financial Year 2024. Lastly, we have started an afforestation drive to plant 100,000 trees across India, and we have planted over 50,000 saplings in India to date.

Corporate Social Responsibility

We are actively engaged in corporate social responsibility (“CSR”) activities, including the following:

- implementing the skill training employability program, where we train and employ workers at our manufacturing facilities. We conduct regular in-plant training for these workers. During the Financial Year 2023, we trained and employed over 1,000 workers across our manufacturing facilities;
- donating to the industrial training institutes of Pune, which provide technical industrial training to students enrolled in these institutions;
- providing scholarships to women students;
- undertaking regular cleaning activities to support the Government of India’s cleanliness campaign, ‘Swachh Bharat Abhiyan’;
- organizing blood donation camps every year; and
- distributing water and groceries to the underprivileged members of the community.

The following table sets forth our CSR expenses for the period/years indicated:

| Particulars | For the three months ended June 30, 2024 | For the Financial Year ended March 31, | | |
|--|--|--|-------|-------|
| | | 2024 | 2023 | 2022 |
| CSR expenses (₹ in millions) | 13.42 | 52.69 | 47.15 | 47.50 |
| CSR expenses, as a percentage of revenue from operations (%) | 0.08% | 0.07% | 0.07% | 0.09% |

Employees

As of June 30, 2024, we had 2,141 full-time employees and 6,415 employees on a contractual basis. The following table sets forth the breakdown of our employees by function:

| Department | Number of employees |
|--|---------------------|
| Manufacturing (Operations and Maintenance) | 1,049 |
| New Project Development and Research and Development | 151 |
| Quality Assurance | 291 |
| Human Resources and Industrial Relations | 116 |
| Finance and Accounts | 138 |
| Marketing and Costing | 54 |
| Supply Chain Management | 285 |
| Projects | 9 |
| Information Technology | 30 |
| Office and Administration | 18 |
| Total | 2,141 |

Insurance

We maintain insurance policies for our manufacturing business which is customary for our industry. These include policies in relation to infrastructure, machinery, tooling, fire, vehicle, among others. We believe that the insurance coverage currently maintained by us represents an appropriate level of coverage required to insure our business and operations, and is in accordance with industry standards in India. For details, see “*Risk Factors – We may not be sufficiently protected or insured for certain losses that we may incur or claims that we may face against us*” on page 60.

Competition

The automotive component industry is highly competitive, and we compete with other automotive component manufacturers based on a variety of factors, including pricing, manufacturing capabilities, product quality, features, reliability and safety, technology, innovation and product development time, service levels and reputation. Our competitors may have longer operating histories, greater market penetration and more diverse product portfolios, which may provide them with a competitive advantage over us. Our competitors include major automotive component manufacturing companies, both domestic and foreign.

For details, see “Risk Factors – An inability to compete effectively in the competitive automotive components industry could result in the loss of customers, which could have an adverse effect on our business, results of operations, financial condition and cash flows.” on page 43.

Awards, accreditations or recognitions

The following are the key awards, accreditations and recognitions received by our Company:

| Calendar year | Awards, accreditations and recognitions |
|------------------------------------|--|
| <i>Aurangabad Facility I</i> | |
| 2023 | Gold Recognition – 11 th CII IQ Excellence Practice Competition Western Region (Project title: To reduce labour cost by automation) |
| 2023 | Silver Recognition – 11 th CII IQ National Excellence Practice Competition (Project title: To reduce labour cost by automation) |
| 2023 | Platinum Award – 7 th CII National Level Kaizen Circle Competition 2023 Best Kaizen for Cost Reduction Category - Medium |
| <i>Aurangabad Facility II</i> | |
| 2024 | Silver Award - 17 th Edition CII National 3M Competition (Category - Muda) |
| 2024 | Silver Award - Best Kaizen for Safety Improvement – 8 th CII National Kaizen Circle (Category – Manufacturing MSME) |
| 2023 | Quality Award ‘Gold Consistent’ – BAVA Convention 2023-2024 |
| 2022 | Silver Certificate of Merit – Frost and Sullivan India Manufacturing Excellence Awards |
| 2022 | Super Platinum Quality Award – BAVA Convention 2022-2023 |
| <i>Pantnagar Facility I</i> | |
| 2023 | Silver Medallion – IMexi Commitment Prize Kaizen Hansei |
| 2023 | Quality Award “Super Platinum” – BAVA Convention 2023-2024 |
| 2022 | BAL TPM Excellence Award – BAVA Convention |
| 2022 | Quality Award Platinum – BAVA Convention 2022-2023 |
| 2022 | Gold Medal - National Awards for Manufacturing Competitiveness International Research Institute for Manufacturing |
| <i>Pune Facility I</i> | |
| 2024 | 3 rd Position – (Productivity Improvement) Automotive Component Manufacturers Association of India (Western Region) |
| 2024 | 1 st Position – (Safety) Automotive Component Manufacturers Association of India (Western Region) |
| 2023 | Gold Award – Manufacturing Tier 1 8 th CII National Competition on Digitalization Robotics and Automation (DRA) Industry 4.0 |
| 2023 | Quality Award ‘Gold’ – BAVA Convention 2023-2024 |
| 2023 | Silver Award – Manufacturing Tier 1 8 th CII National Competition on Digitalization Robotics and Automation (DRA) Industry 4.0 |
| 2022 | Imexi Commitment Prize– Silver Certificate Kaizen Hansei IMexI Integrated Manufacturing Excellence Initiative for manufacturing excellence |
| 2022 | 3 rd Position – 17 th Quality Circle Competition ACMA Western Region (Cost Reduction) |
| <i>Pune Facility II</i> | |
| 2023 | 2 nd Runner Up - 14 th Intragroup Kaizen Competition (Theme – Reduction in office side cost) |
| 2023 | Silver Certification of Merit- Frost & Sullivan India Manufacturing Excellence Award |
| <i>Narasapura Facility</i> | |
| 2023 | Award for special effort for establishment of complete frame body line – Honda Motorcycle and Scooter India Annual Super Conference |
| <i>Bawal Plant</i> | |
| 2022 | 1 st Runner Up – Kaizen Competition – Regional Supplier Kaizen and SS Conference, North – Total Quality Management (Exide Industries Limited) |
| <i>Tapukera (Bhiwadi) Facility</i> | |
| 2022 | Silver Certificate of Merit – India Manufacturing Excellence Awards – Frost and Sullivan |
| <i>Chennai Facility I</i> | |
| 2022 | Platinum Award – 5 th National Convention on Innovative QC Teams |

Our Properties

Our Company’s registered office is situated at Plot No. D-39 MIDC Area, Waluj, Aurangabad 431133, Maharashtra, India, and our Company’s corporate office is situated at Cello Platina, 501 & 502 5th Floor, F.C. Road, Shivaji Nagar, Pune 411005, Maharashtra, India on a leave and license basis. The tenure of the leave and

license for our corporate office is for a period of five years commencing from December 20, 2021. See “– *Our Manufacturing Facilities*” for details of our manufacturing facilities on page 235 above.

KEY REGULATIONS AND POLICIES

Given below is an indicative summary of certain sector specific and relevant laws and regulations in India, which are applicable to our business and operations. The information in this chapter is based on the current provisions of applicable law in India and has been obtained from various legislations, including rules and regulations promulgated by regulatory bodies, etc. that are available in the public domain and are subject to changes, amendments or modifications by subsequent legislative actions, regulatory, administrative, quasi-judicial or judicial decisions. The description of the applicable regulations as given below is only intended to provide general information to the investors is not exhaustive and is neither designed nor intended to be treated as a substitute for professional legal advice.

Taxation statutes such as the Income-tax Act, 1961, the Customs Act 1962, the relevant goods and services tax legislation and relevant state legislations on professional tax apply to us as it does to any other Indian company. Under the provisions of various Central Government and State Government statutes and legislations, our Company is required to obtain and regularly renew certain licenses or registrations and to seek statutory permissions to conduct our business and operations. For details of government approvals obtained by our Company, see “Government and Other Approvals” on page 409.

Laws in relation to our business

The Industries (Development and Regulation) Act, 1951, as amended (“IDR Act”)

The IDR Act provides for the development and regulation of certain industries such as the manufacturing industry. The owner of the industrial undertaking is required to register and have a valid registration certificate and must have a prior license for producing or manufacturing new articles. An industrial undertaking means any such manufacturing process which is being carried on with the aid of power having 50 or more workers or without the aid of power having 100 or more workers (on any day of the preceding 12 months). Furthermore, the Act empowers the Central Government to revoke the registration when the registration was obtained upon misrepresentation of an essential fact, or the undertaking has ceased to be registrable by the reason of any exemption granted under this act or the registration has become ineffective. In the case, if a particular activity falls within the exempted category, then an Industrial Entrepreneur Memorandum needs to be filed for undertaking manufacturing of such exempted articles as provided in the notification issued by the Ministry of Commerce and Industry, Government of India having notification number 477(E) dated July 25, 1991. Upon contravention, the Act imposes penalties in the form of pecuniary fines or imprisonment.

Bureau of Indian Standards Act, 2016 and Bureau of Indian Standards Rules, 2018

This Bureau of Indian Act, 2016 (“**Act**”) provides for establishment of a national standards body for the harmonious development of activities of standardization, conformity assessment and quality assurance of goods, articles, processes, systems, and services whether partly or wholly processed or manufactured in India. The Act seeks to establish and publish Indian standards in relation to any goods, articles, process, systems, or services. Furthermore, the central government is empowered to direct compulsory use of standard mark and impose penalties in the form of pecuniary fines or imprisonment for contravention of the same.

The Bureau of India Standards Rules, 2018 (“**Rules**”) have been notified, in supersession of the Bureau of Indian Standards Rules, 1987, in so far as they relate to Chapter IVA of the said rules relating to registration of the articles notified by the central government, and in supersession of the Bureau of Indian Standards Rules, 2017. The Rules seek to establish Indian standards in relation to any goods, article, process, system, or service and shall reaffirm, amend, revise, or withdraw Indian standards so established as may be necessary.

The Legal Meteorology Act, 2009 and Legal Metrology (Packaged Commodities) Rules, 2011

This Legal Meteorology Act, 2009 (“**Act**”) establishes and enforces the standards of weights and measures to regulate trade and commerce in weights, measures and other goods which are sold or distributed according to their weight, measure, or number. Furthermore, the Act prohibits the quotation, issuance, preparation, publication of any quantity or dimension other than the standard unit of weight. Upon contravention, the Act imposes penalties in the form of pecuniary fines.

The Packaged Commodities Rules were framed under Section 52(1) and 52(2) (j) and (q) of the Legal Metrology Act and lays down specific provisions applicable to packages intended for retail sale, whole sale and for export and import. A “pre-packaged commodity” means a commodity which without the purchaser being present is

placed in a package of whatever nature, whether sealed or not, such that the product contained therein has a predetermined quantity. The key provisions of the Packaged Commodities Rules are:

- It is illegal to sell, distribute, deliver, display or store for sale any pre-packaged commodity unless the package is in such standard quantities or number and bears thereon such declarations and particulars as prescribed;
- All pre-packaged commodities must conform to the declarations provided thereon as per the requirement of Section 18(1) of the Legal Metrology Act; and
- No pre-packaged commodity shall be packed with error in net quantity beyond the limit prescribed in the first schedule of the Packaged Commodity Rules.

The Legal Metrology (National Standards) Rules, 2011 (“National Standards Rules”)

The National Standards Rules was framed under Section 52(1) and (a), (b), (d), (e) of sub-section (2) of the Legal Metrology Act, 2009 and laid down specific regulations that govern the establishment and maintenance of national measurement standards in India. These rules are designed to ensure uniformity and accuracy in measurements across various sectors, protect consumer interests, and facilitate fair trade. The rules also align with international standards and recommendations, particularly those set by the International Organization of Legal Metrology (“OIML”).

Steel and Steel Products (Quality Control) Order, 2020 (“Quality Control Order 2020”)

The Quality Control Order, 2020, as amended, was notified by the Ministry of Steel, Government of India, to bring one hundred twenty steel products under mandatory BIS certification. All manufacturers of steel and steel products are required to apply to the Bureau of Indian Standards for certification and ensure compliance with the Quality Control Order 2020. The Quality Control Order 2020 further provides that every steel and steel products stated therein shall bear the standard mark under a license from Bureau of Indian Standards as provided in Bureau of Indian Standards (Conformity Assessment) Regulations, 2018.

Solvent, Raffinate and Slop (Acquisition, Sale, Storage and Prevention of use in Automobile) Order, 2000 (“SRS Order”)

The SRS Order has been notified by the Central Government under Government under Section 3 of the Essential Commodities Act, 1955. The SRS Order restricts the acquisition, storage and sale of solvents, raffinates, slops or their equivalent and other product without a valid licence obtained from the state government or the district magistrate or any other officer authorized by the central or the state government.

Fire prevention laws

The State legislatures in India have the power to endow the municipalities with the power and authority to implement schemes and perform functions in relation to matters listed in the Twelfth Schedule to the Constitution of India, which includes fire services.

Electricity Act, 2003 (“Electricity Act”)

The Electricity Act is the central legislation which consolidated the laws relating to generation, transmission, distribution, trading and use of electricity and generally for taking measures conducive to development of electricity industry, promoting competition therein, protecting interest of consumers and supply of electricity to all areas, rationalisation of electricity tariff, ensuring transparent policies regarding subsidies, promotion of efficient and environmentally benign policies constitution of Central Electricity Authority, regulatory commissions and establishment of appellate tribunal.

Electricity (Promoting Renewable Energy Through Green Energy Open Access) Rules, 2022

These rules were notified by the Ministry of Power, Government of India, on June 6, 2022. The rules aim to promote the generation, purchase, and consumption of green energy, including energy from waste-to-energy plants, through open access. It provides in detail renewable purchase obligation (“RPO”), green energy open access, nodal agencies, procedure for the grant of green energy open access, banking and charges on open access.

The Central Electricity Regulatory Commission (Terms and Conditions for Renewable Energy Certificates for Renewable Energy Generation) Regulations, 2022 (the “REC Regulations”)

The Central Electricity Regulatory Commission (“CERC”) notified the REC Regulations on May 9, 2022. The REC Regulations enable the development of a market in power from renewable energy sources through renewable energy certificates. Under the REC Regulations, renewable energy generating stations, captive generating stations based on renewable energy sources, open access consumers and distribution licensees are eligible for issuance of renewable energy certificates upon fulfilling the specified conditions and the certificates remain valid until redeemed. The National Load Despatch Centre is the central agency under the REC Regulations. The functions of the central agency include registration of eligible entities, issuance of certificates, maintaining and settling accounts in respect of certificates, acting as repository of transactions in certificates and such other functions incidental to the implementation of REC mechanism as may be assigned by the CERC.

Notification number 477(E) dated July 25, 1991 and Press Note 9 dated August 2, 1991 of the Ministry of Commerce and Industry, Government of India

The Ministry of Commerce and Industry, Government of India pursuant to its notification number 477(E) dated July 25, 1991 (“Notification”) exempted certain industrial undertakings from certain provisions of the Industries (Development and Regulation) Act, 1951 (“Industries Act”) providing for licencing of industrial undertakings. Under the Industries Act an industrial undertaking means any undertaking pertaining to an industry (mentioned in the schedule to the Industries Act) that is carried on in one or more factories by any person or authority including the Government. Industries undertaking the manufacture of articles exempted from industrial license in terms of the Notification are required to submit an Industrial Entrepreneurs Memorandum (“IEM”) for undertaking the manufacture of such exempted articles under the provisions of the press note no. 6 dated July 29, 1993, press note. 17 dated November 28, 1997 and press release dated January 17, 2012 (F.No. 7(7)/2011-18).

Competition (Amendment) Act, 2023 (“Competition Act”)

The Competition Act is an act for the establishment of a commission to prevent practices having adverse effect on competition, to promote and sustain competition in markets, to protect the interests of consumers and to ensure freedom of trade in India. The act deals with prohibition of (i) certain agreements such as anti-competitive agreements and (ii) abuse of dominant position and regulation of combinations. No enterprise or group shall abuse its dominant position in various circumstances as mentioned under the Competition Act.

The Competition Act introduces a deal value threshold of ₹. 2000 crores for reporting merger and acquisition transactions to the CCI. The time limit for CCI's assessment of mergers and acquisitions is reduced from 210 days to 150 days. The scope of anti-competitive agreements is broadened by replacing “exclusive supply agreement” with “exclusive dealing agreement” and now covers the acquiring or the selling side of such agreements. The definition of cartel is expanded to include hubs and spoke arrangements involving trade associates, consultants, or intermediaries. Additionally, the Amendment Act provides the CCI the power to appoint a Director General for more effective enforcement, however the same shall require prior approval of the Central Government.

Government schemes and policies

National Auto Policy, 2018 and Automotive Mission Plan 2016-2026

The Ministry of Heavy Industries and Public Enterprises (“**Ministry**”) released the Automotive Mission Plan 2016-26 (“**AMP**”) in September 2015 with the objective of making the Indian automotive industry an integral part of the “Make in India” initiative. This plan aims to, among others, promote safe, efficient and comfortable mobility for every person in the country along with environmental protection and affordability through both public and personal transport options. The AMP recommends increasing the export of vehicles by 5 times and components by 7.5 times and highlights the need of a coordinated and stable policy regime for the automotive sector. Under the AMP, specific interventions are envisaged to sustain and improve manufacturing competitiveness and to address challenges of environment and safety.

The key policy guidelines prescribed by the National Auto Policy (“**NAP**”) include inter alia measures to increase exports of vehicles and components including by considering a phased increase of duty credit scrips (from 2%) for export of vehicles and auto components in line with comparable products to target countries under Merchandise Export from India Scheme. The Policy is aimed at creating a globally competitive automotive industry and emerging as a global source for automotive components. Furthermore, it aims to ensure a balanced transition to open trade at minimal risk to the Indian economy and local industry, to encourage modernization of

the industry and facilitate indigenous design, research, and development in the field of the automotive industry and at the same time developing environmental standards which are at par with the globally established standards.

Auto Fuel Vision and Policy, 2025

The Ministry of State for Petroleum and Natural Gas formulated the Auto Fuel Vision and Policy, 2025 (“**Policy**”) to enhance energy security and improve efficiency in use of energy for sustainability. The Policy seeks to implement specific timelines for the implementation of BS-IV emission norms, BS-V emission norms and the BS-VI emission norms. Further, the Policy seeks to achieve diversification in sources of imports, promotion of alternate fuels, increasing production of oil and gas, substitution of energy demand, improving refinery processes, notification of fuel efficiency norms.

National Electric Mobility Mission Plan, 2020

The Ministry of Heavy Industries and Public Enterprises released the National Electric Mobility Mission Plan, 2020 (“**Plan**”) with a vision to bring a transformational paradigm shift in the automotive industry vide collaborative planning for promotion of hybrid and electric mobility in India. This Plan is devised by to achieve national fuel security, to provide affordable and sustainable transportation to enable the Indian automotive industry to be globally recognized. Further, the Plan seeks to provide certain incentives such as promoting research and development in technology including battery technology, power electronics, systems integration, battery management system, testing infrastructure and ensuring industry participation by promoting charging infrastructure.

National Automotive Testing and R&D Infrastructure Project, 2005

The National Automotive Testing and R&D Infrastructure Project, 2005 (“**Project**”) aims to create core global competencies in the automotive sector in India by facilitating seamless integration of the Indian automotive industry with the global industry. The Project seeks to enhance competitive skills for product development leading to deepening of manufacturing and synergizing India’s unique capabilities in information technology with the automotive sector.

Bharat Stage (BS) VI Emission Standards (“BS-VI Standards”)

The Indian Ministry of Road Transport and Highways issued a draft notification of BS-VI Standards for all major on-road vehicle categories in India in February 2016. The adoption of these standards seeks to bring the Indian motor vehicle regulations into alignment with European Union regulations for light-duty passenger cars and commercial vehicles, heavy-duty trucks and buses, and two-wheeled vehicles. Taking a leap from the Bharat Stage-V emission standards, these standards were enforced amid the lockdown on April 1, 2020. The BS-VI Standards set forth emission standards, type approval requirements, on-board diagnostic systems specifications, and durability levels for all major vehicle categories in India. Additionally, the BS-VI Standards also have specifications for reference and commercial fuels.

Corporate Average Fuel Consumption (“CAFC”)

The CAFC standards issued under notification no. S.O. 1072I dated April 23, 2015 under the Energy Conservation Act, 2001, are applicable to manufacturers of passenger vehicles and importers of passenger vehicles for sale in India, regulate the corporate average fuel consumption i.e., the average of the standards fuel consumption of all vehicles sold by the manufacturers in a fiscal year. The CAFC standards are primarily designed to increase fuel efficiency, which enables in lowering a company’s overall CO₂ footprint. The CAFC standards, notified in 2018 have been implemented in two target phases, i.e. CO₂ emission target of 130 gram/km by 2022-23 and 113 g/km 2022-23 onwards.

Bharat New Car Assessment Programme

The Bharat New Car Assessment Programme, a voluntary programme introduced by the Ministry of Road Transport and Highways, Government of India, is a safety rating system for vehicles, particularly passenger cars, which are subjected to crash testing procedures, and assigned a safety rating ranging from one to five stars based on assessment of crash safety performance of cars on the basis of standard laboratory tests conducted as per the Automotive Industry Standard 197.

Export Promotion Capital Goods Scheme, 2020 (“EPCG Scheme”)

The EPCG Scheme provides that importers can benefit from reduced duties on the import of capital goods provided they fulfil an export obligation to export a prescribed amount of their goods manufactured or services rendered (such amount being a multiple of the duty saved) within a specified period. Export obligations can be fulfilled by physical exports or by way of ‘deemed exports’, which are transactions deemed to be exports.

Duty Drawback Scheme

The Duty Drawback Scheme is an option available to exporters. Under this Scheme, an exporter of goods is allowed to take a refund of money to compensate them for excise duty paid on the inputs used in the products exported by him. It neutralizes the duty impact in the goods exported. Relief of customs and central excise duties suffered on the inputs used in the manufacture of export product is allowed to exporters. The admissible duty drawback amount is paid to exporters by depositing it into their nominated bank account. Section 75 of the Customs Act, 1962 and Section 37 of the Central Excise Act, 1944, empower the Central Government to grant such duty drawback.

Further, the Customs, Central Excise Duties and Service Tax Drawback Rules, 2017, as amended (“**Drawback Rules**”) have been framed outlining the procedure to be followed for the purpose of grant of duty drawback (for both kinds of duties suffered) by the customs authorities processing export documentation. Under the Scheme, an exporter can opt for either all industry rate of duty drawback scheme or brand rate of duty drawback scheme. The all-industry rate of the Scheme essentially attempts to compensate exporters of various export commodities for average incidence of customs and central excise duties suffered on the inputs used in their manufacture. Brand rate of duty drawback is granted in terms of rules six and seven of the Drawback Rules in cases where the export product does not have any all-industry rate or duty drawback rate, or where all industry rate duty drawback rate notified is considered by the exporter insufficient to compensate for the customs or central excise duties suffered on inputs used in the manufacture of export products. For goods having an all-industry rate, the brand rate facility to particular exporters is available only if it is established that the compensation by all industry rate is less than 80% of the actual duties suffered in the manufacture of the export goods.

Merchant Export from India Scheme (“MEIS”) and Remission of Duties and Taxes on Exported Products (“RoDTEP”)

RoDTEP is a new scheme that is applicable with effect from January 1, 2021, and was formed to replace the existing MEIS. The Scheme will ensure that the exporters receive refunds on the embedded taxes and duties which were previously non-recoverable. The objective of scheme was to refund, currently un-refunded duties/taxes/levies at the central, state and local level, borne on the exported product including prior stage cumulative indirect taxes on goods and services used in production of the exported product; and such indirect duties/taxes/levies in respect of distribution of exported products. The Scheme was brought about with the intention to boost exports which were relatively poor in volume previously.

The Production Linked Incentive Scheme for Automobile and Auto Component Industry (“Automobile PLI Scheme”) and the Guidelines for the PLI for Automobile and Auto Component Industry (“Automobile PLI Guidelines”)

The Automobile PLI Scheme for automobile and auto components was notified by the Ministry of Heavy Industries, Government of India (“**Ministry**”) on September 23, 2021 and proposed financial incentives to boost domestic manufacturing of advanced automotive technology products and attract investments in the automotive manufacturing value chain. For effective implementation of the scheme, the Automobile PLI Guidelines were laid down. The Automobile PLI Guidelines state that the ‘advanced automotive technology products’ for which incentives can be availed include both (a) advance automotive technology vehicles (which comprise of battery electric vehicles, and hydrogen fuel cell vehicle), as amended by MHI from time to time, and (b) advance automotive technology components, as notified by MHI. In case of any inconsistency, between the Automobile PLI Scheme and the Automobile PLI Guidelines, the provisions of the Automobile PLI Scheme are to prevail.

Based on satisfying specific criteria for incentive, the Automobile PLI Guidelines state that an applicant company will be eligible for either (i) the ‘*Champion OEM Incentive Scheme*’ or (ii) the ‘*Component Champion Incentive Scheme*’ and incentives under the scheme are applicable commencing from Fiscal 2024, and disbursed in the financial years thereafter, for a total of five consecutive financial years. Further, the MHI has released the “*Standard Operating Procedure for certification of Domestic Value Addition of Advanced Automotive Technology Product*” dated April 26, 2023 under PLI Scheme (“**PLI SOP**”). The PLI SOP specifies the procedure for

certification of domestic value addition of advanced automotive technology products under the Automobile PLI Scheme which includes inter alia the application procedure for domestic value addition certification, initiation of certification by testing agencies, procedure for desk appraisal and techno-commercial audit.

Regulations relating to Intellectual Property Laws

The Trade Marks Act, 1999

The Trade Marks Act, 1999 (“Act”), as amended, governs the statutory protection of trademarks and prohibits registration of trademarks that are identical or even deceptively similar, to avoid unfair trade practices. The Act seeks to grant exclusive rights to the said mark as a brand or label which serves as a recognition for the consumers. As per the Act, an application for trademark registration may be made for the applicant seeking protection before the trademark registry. Once granted, a trademark registration is valid for ten years unless cancelled subsequent to registration. However, such renewal is necessary after the period of ten-year lapse, in case of non-renewal, the mark lapses and the registration needs to be restored.

The Copyright Act, 1957 and the Copyright Rules, 2013

The Copyright Act, 1957 and the Copyright Rules, 2013 govern the protection of copyrights which *inter alia* includes computer software, literary or artistic work amongst others. Copyright registration is not a prerequisite for protection of copyright; however, it serves as *prima facie* evidence while undergoing infringement proceedings and reduces inordinate delays.

The Patents Act, 1970

The Patents Act, 1970 grants protection to patents which includes inventions, technological innovations or processes undergone to produce a certain product and grants exclusive right for a limited period of twenty years from the date of filing of the application. Such an exclusive right excludes any such third party from infringing or exploiting the protected patent. However, to be granted protection, the requirements of novelty, utility and non-obviousness must be fulfilled.

Regulations relating to environmental protection

The Environment Protection Act, 1986 and the Environment Protection Rules, 1986 read with the Environmental Impact Assessment Notification, 2006

The Environment Protection Act, 1986 has been enacted with the sole objective of protecting the environment. The Act empowers the central government to take measures for minimizing air pollution and taking the necessary steps for improving the quality of the environment. The Environment Protection Rules, 1986 prescribe certain standards for emission or discharge of environmental pollutants from industries, operations, or processes. Furthermore, the central government may prohibit or restrict for industries to carry on processes and operations in certain specified areas taking into consideration the standards for quality of environment, the maximum allowable limits and likely emissions or discharge from the industry or process. Additionally, under the Environmental Impact Assessment Notification, 2006, projects are required to mandatorily obtain certain environmental clearance from the respective authorities after considering the environmental damage or the adverse effects on human health and resources.

The Water (Prevention and Control of Pollution) Act, 1974 (“Water Act”)

The Water Act seeks to control, abate, and prevent water pollution. The Act provides for the establishment of central and state pollution control boards in order to ensure effective implementation. Further, the Act requires prior consent to be obtained to establish an industry which may discharge trade effluent relating to an industrial plant. In order to ensure enforcement of such regulations or violation of the prescribed standards the Act prescribes certain amounts of fine and imprisonment for the respective contraventions.

The Air (Prevention and Control of Pollution) Act, 1981 (“Air Act”)

The Air Act deals with the prevention, control and regulatory checks for air pollution resulting by industries while conducting manufacturing activities. The Act provides for prior consents which need to be obtained from the relevant state pollution control boards in order to establish or operate an industrial plant. The Act levies penalties in the form of fines or imprisonment for operating an industrial plant in any air pollution control area as prescribed.

Further, no person operating any industrial plant in any air pollution control area shall discharge or permit or cause to be discharged the emission of any air pollutant in excess of the standards as prescribed.

All industries and factories are required to obtain consent orders from the pollution control boards, which are indicative of the fact that the factory or industry in question is functioning in compliance with the pollution control norms. These consent orders are required to be renewed annually.

Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016

The Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 have been notified to ensure the safe handling, processing, treatment, packaging, storage, transportation, reprocessing, collection, conversion, offering for sale and the treatment with respect to the destruction and disposal of hazardous waste. The utilization of hazardous and other wastes shall be only carried out after receiving the requisite authorization from the state pollution control board as per the guidelines established by the central pollution control board. The term hazardous waste includes *inter-alia* such physical, chemical, biological, flammable, explosive that causes danger or is likely to cause danger to health or environment.

The Public Liability Insurance Act, 1991 (“PLI Act”)

The PLI Act provides for public liability insurance for the purpose of providing immediate relief to the persons affected by accident occurring while handling any hazardous substance and imposes liability on the owner of hazardous substances for any damage arising out of an accident involving such hazardous substances. The government by way of a notification has enumerated a list of hazardous substances. The owner or handler is also required to obtain an insurance policy insuring against liability under the legislation. The rules made under the PLI Act mandate that the owner has to contribute towards the environmental relief fund a sum equal to the premium paid on the insurance policies. The amount is payable to the insurer

Regulations pertaining to Foreign Direct Investment

Foreign Investment Regulations

Foreign investments in India are primarily governed by the Foreign Exchange Management Act, 1999 (“**FEMA**”) along with the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 (“**FEMA NDI Rules**”) and the Consolidated Foreign Direct Investment Policy (effective from October 15, 2020) (“**Consolidated FDI Policy**”), as amended. FEMA along with the allied laws seeks to provide a mechanism to facilitate external trade and payments and further aims to promote orderly development and maintenance of foreign exchange. The Consolidated FDI Policy and the FEMA NDI Rules prescribe *inter alia* the method of calculation of total foreign investment (direct foreign investment and indirect foreign investment) in an Indian company. Moreover, the Consolidated FDI policy aims to attract and promote foreign direct investment in order to supplement domestic capital, technology, and skills for accelerating economic growth. The Consolidated FDI Policy embodies the policy circulars/press notes/ press releases which are notified by the Department of Economic Affairs (“**DEA**”). As per the Consolidated FDI Policy, foreign investment in the manufacturing sector is under the automatic route, therefore, the manufacturer is permitted to sell the products manufactured without going through the Government approval route.

In addition to the foregoing, the Government of India along with the Reserve Bank of India enacted the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 which regulates mode of payment and remittance of sale proceeds, among others. Further, the Government of India in consultation with the Reserve Bank of India notified the Foreign Exchange Management (Overseas Investment) Rules, 2022 (“**ODI Rules**”). These regulations, rules and directions have streamlined and liberalized the existing framework for overseas investment to cover wider economic activities and reduce the need for RBI approvals thereby, making compliances easier.

Foreign Trade (Development and Regulation) Act, 1992

The foreign policy of India is governed by the Foreign Trade (Development and Regulation) Act, 1992 (“**FTA**”). The FTA seeks to provide a framework for the development and standardization of foreign trade by facilitating imports and enhancing exports. The FTA provides that no person conducting any import or export shall be authorized to do so without an importer-exporter code number (“**IEC**”) which is granted by the Director General of Foreign Trade, Ministry of Commerce (“**DGFT**”). The DGFT is empowered to suspend or cancel such IEC number upon contravention of any law or when there is reason to believe that the respective person is conducting export or import which is in the nature of being prejudicial to the trade relations of India with any foreign country.

Upon suspension or cancellation, the respective person shall not be entitled to import or export any goods except under a special license. The FTA provides for penalties upon contravention of any provision of the legislation.

The Foreign Contribution (Regulation) Act, 2010

The Foreign Contribution (Regulation) Act, 2010 (“**FCRA**”) as amended has been enacted to regulate the inflow of foreign contributions to ensure that the same is not being diverted for illegal purposes. The FCRA regulates and prohibits the acceptance and utilization of foreign contributions or foreign hospitality by companies, associations or individuals for prescribed activities that could be detrimental to the national interest.

Labour Regulations

The employment of workers, depending on the nature of activity, is regulated by a wide variety of generally applicable labour laws. The following is an indicative list of labour laws which may be applicable to our Company due to the nature of our business activities:

- Factories Act;
- The Employees’ Provident Funds and Miscellaneous Provisions Act, 1952;
- The Employees’ State Insurance Act, 1948;
- The Maternity Benefit Act, 1961;
- The Minimum Wages Act, 1948;
- The Payment of Bonus Act, 1965;
- The Payment of Gratuity Act, 1972;
- The Payment of Wages Act, 1936;
- The Right of Persons with Disabilities Act, 2016;
- The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
- The Equal Remuneration Act, 1976;
- The Child and Adolescent Labour (Prohibition and Regulation) Act, 1986;
- The Contract Labour (Regulation and Abolition) Act, 1970;
- The Labour Welfare Fund Act 1936;
- Industrial Disputes Act, 1947
- Trade Unions Act, 1926;
- Employee’s Compensation Act, 1923;
- Apprenticeship Act 1961;
- The Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959; and
- The National and Festival Holidays Act, 1974.

In order to rationalize and reform labour laws in India, the Government of India has notified four labour codes which are yet to come into force as on the date of this Draft Red Herring Prospectus, namely, (i) the Code on Wages, 2019, which received the assent of the President of India on August 8, 2019, and will repeal the Payment of Bonus Act, 1965, Minimum Wages Act, 1948, Equal Remuneration Act, 1976, and the Payment of Wages Act, 1936, (ii) the Industrial Relations Code, 2020, which received the assent of the President of India on September 28, 2020, and will repeal certain enactments including the Trade Unions Act, 1926, and Industrial Disputes Act,

1947, (iii) the Code on Social Security, 2020, which received the assent of the President of India on September 28, 2020, and will repeal certain enactments including the Employee's Compensation Act, 1923, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, and Maternity Benefit Act, 1961, and the Payment of Gratuity Act, 1972, and (iv) the Occupational Safety, Health and Working Conditions Code, 2020, which received the assent of the President of India on September 28, 2020 and will repeal certain enactments including the Factories Act, and the Contract Labour (Regulation and Abolition) Act, 1970.

Certain portions of the Code on Wages, 2019 and Code on Social Security, 2020, have come into force upon notification dated December 18, 2020 and May 3, 2023, respectively, by the Ministry of Labour and Employment. The remaining provisions of these codes shall become effective as and when notified by the Government of India.

Other applicable regulations

The Consumer Protection Act, 2019

The Consumer Protection Act, 2019 (“Act”) seeks to protect the interest of consumers and to establish authorities for timely and effective settlement of consumer disputes. Moreover, it guards the consumers against defective goods, deficiency of service and aims to secure the rights of the consumers against unfair trade practices or any such malpractices including but not limited to deceptive advertising of the manufacturers, service providers and traders. Further, the definition of ‘consumer’ has been expanded to include transactions occurring in offline mode or through any electronic means as well. Additionally, the Act imposes penalties in the form of pecuniary fines or imprisonment upon contravention.

Shops and Establishments legislations

Under the provisions of local shops and establishments legislations applicable in the respective state, establishments are set up, and are required to be registered under the respective legislations. Every corporate body including sole proprietorship is required to have a shops and establishment license. The shops and establishment legislations seek to empower the respective states to impose rules and to ensure conversion of unorganized sector to an organized sector, regulate conditions of workers in shops and establishments (including commercial establishments) and further provide for various welfare provisions with respect to leaves, holidays, working hours, rest intervals and imposes a duty upon the employer to maintain records. The Shops and Establishments Acts of different states levy different quantum of penalties which may be in the nature of pecuniary fines or imprisonment for contravention of the provisions.

State and municipality laws

We operate in various states. Accordingly, legislations passed by the respective state governments are applicable to us in those states. These include legislations relating to, among others, classification of fire prevention and safety measures and other local licensing. Further, we require several approvals from local authorities such as municipal bodies. The approvals required may vary depending on the state and the local area. Further, the respective states have enacted laws empowering the municipalities to issue trade licenses for operating eating outlets and implementation of regulations relating to such licenses along with prescribing penalties for non-compliance.

Other Indian laws

In addition to the above, our Company is subject to various laws and regulations such as state laws under the Industrial Establishments (National and Festival Holidays) Act, 1965 and the provisions of the Companies Act, 2013 and rules framed thereunder, the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013 and other applicable statutes imposed by the Government of India or the state governments and authorities for our day-to-day business and operations.

Additionally, apart from the above list of laws, which is indicative in nature, general laws like the Indian Contract Act, 1872, Companies Act and rules framed thereunder, Specific Relief Act, 1963, Negotiable Instrument Act, 1881, the Information Technology Act, 2000, the Sale of Goods Act, 1930, the Transfer of Property Act, 1882, the Registration Act, 1908, Indian Stamp Act, 1899 and Indian Easements Act, 1882 and are also applicable to our Company.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was incorporated as 'Badve Engineering Private Limited', as a private limited company under the provisions of Companies Act, 1956, vide certificate of incorporation dated September 25, 1996 issued by the Additional Registrar of Companies, Maharashtra at Mumbai. Thereafter, our Company was converted into a public limited company pursuant to a special resolution passed by our Shareholders in their meeting held on January 7, 2008, and consequently, the name of our Company was changed to 'Badve Engineering Limited' and a fresh certificate of incorporation dated February 18, 2008, was issued by the Deputy Registrar of Companies, Maharashtra at Mumbai. The name of our Company was further changed to 'Belrise Industries Limited' to rebrand the image of our Company with changing times and enhance its presence in aftermarket and to adapt latest market trends, pursuant to a Board resolution dated August 12, 2022 and a special resolution passed by our Shareholders at their extra-ordinary general meeting on August 23, 2022, and a fresh certificate of incorporation dated August 29, 2022 was issued by the RoC, Mumbai consequent upon change in name of the Company.

Changes in our Registered Office

There are no changes in the registered office of our Company since the date of its incorporation.

Main objects of our Company

The main objects contained in our Memorandum of Association are as follows:

"To carry on in India or elsewhere the business as designers, researches, developers, manufacturers, buyers, assemblers, modifiers, installers, reconditioners, sellers, hirers, sublessors, market makers, dismantlers, repairers, operators, exporters, importers, distributors and to act as agent, broker, adatia consignor, C & F agent, indenting agent, representative, correspondent, franchiser, stockist, supplier, vendor, transporter, collaborator, export house or otherwise to deal in all its branches in automatic, semi automatic, manual & equipments, including lathes, turret lathes, capstan lathes, engine lathes, drills, drilling machines, grinding machines, slotting machines, broaching machines, boring machines, hobbing machines, coning machines, lapping machines, punching machines, whether used for special operations or for general operations, and whether operated on human electrical, magnetic, electro magnetic, chemical, electro chemical, photo chemical, solar, tidal wind, nuclear, thermal, thermonuclear or other form of energy and their parts, products, assemblies, sub assemblies, components, instruments, raw materials, display unit, control devices, peripheral devices, elements gadgets, circuits, micro circuits, used in machine tools including boules, bars, slices, rounds, wafers, sheets, clips, micro clips, powders, fluids, gases, solids, which may be polished, processed, coated, fused, diffused replacement parts, spare parts, accessories, tools, implements, chassis, bodies, substances, equipments, structures, moulds &, allied goods and articles for motor cars, trawler, trucks, tankers, buses, cycles, cars, ambulances, tempos, tractors, two-wheelers, three-wheelers, vans, jeep, omnibuses and all type of vehicles."

The objects contained in our Memorandum of Association enable our Company to carry on the business presently being carried on and proposed to be carried on by our Company.

Amendments to our Memorandum of Association

Except as disclosed below, there have been no amendments to our Memorandum of Association in the last 10 years:

| Date of Shareholders' resolution | Details of the amendments |
|----------------------------------|---|
| March 14, 2016 | Clause V of the Memorandum of Association was amended to reflect the change of the authorised share capital of ₹ 115,000,000 comprising of 11,500,000 equity shares of ₹ 10 to ₹ 200,000,000 comprising of 20,000,000 Equity Shares of ₹ 10 each |
| August 16, 2019 | Clause V of the Memorandum of Association was amended to reflect the change of the authorised share capital of ₹ 200,000,000 comprising of 20,000,000 Equity Shares of ₹ 10 each to ₹ 220,000,000 comprising of 22,000,000 Equity Shares of ₹ 10 each |
| August 23, 2022 | Clause I, the name clause, of the Memorandum of Association was amended to reflect the new name of our Company, 'Belrise Industries Limited'. |
| November 20, 2023 | Clause V of the Memorandum of Association was amended to reflect the change of the authorised share capital of ₹ 220,000,000 comprising of 22,000,000 Equity Shares of ₹ 10 each to ₹ 220,000,000 comprising of 44,000,000 Equity Shares of ₹ 5 each |

| Date of Shareholders' resolution | Details of the amendments |
|----------------------------------|---|
| January 5, 2024 | Clause V of the Memorandum of Association was amended to reflect the change of the authorised share capital of ₹ 220,000,000 comprising of 44,000,000 Equity Shares of ₹ 5 each to ₹ 4,500,000,000 comprising of 900,000,000 Equity Shares of ₹ 5 each |
| November 18, 2024 | Object number 86 in the object incidental or ancillary to the attainment of the main objects was amended as follows: <i>To manufacture, construct, establish, erect, build, installed, commission and carry power generation, transmission, sub-station, repair and maintain for any non-conventional energy source and manufacture and sale generating unites/ devices of wind power, solar power or non-conventional energy systems including manufacturing/ assembling/trading or otherwise of various parts for any non-conventional energy source including wind power, solar power or any other non-conventional energy systems.</i> |

Major events and milestones in the history of our Company

The table below sets forth the key events and milestones in the history of our Company:

| Calendar year | Events |
|---------------|---|
| 1996 | Incorporation of our Company as 'Badve Engineering Private Limited' |
| 1997 | Setup a manufacturing plant in Aurangabad. |
| 2001 | Setup an additional manufacturing plant for a large two-wheeler manufacturing OEM. |
| 2004 | Setup a manufacturing plant in Ranjangaon near Pune. |
| 2007 | Setup a manufacturing plant in Uttarakhand for a large two-wheeler manufacturing OEM. |
| 2008 | Company converted into 'Public Limited Company' |
| 2010 | Ventured into four-wheeler commercial vehicles space for supply of chassis frames (CV) |
| 2011 | Ventured into four-wheeler commercial vehicles parts supply space for Ashok Leyland Limited |
| 2012 | Started supply of chassis to Honda Motors & Scooters India Private Limited and components to VE Commercial Vehicles Limited Company reached a turnover of ₹ 10,000.00 million. |
| 2016 | Achieved a turnover of over ₹ 25,000.00 million |
| 2016 | Ventured in new product line of suspension systems with acquisition of the suspension division from an international OEM near Pune. |
| 2017 | Setup a manufacturing plant facility for supply of frames and silencer parts, in Gujarat. Commenced supply of components to Jaguar Land Rover Automotive PLC (JLR) in Europe. Established a wholly owned subsidiary 'Badve Engineering Trading FZE' in Ras Al Khaimah Free Zone, UAE |
| 2022 | Ventured into the EV space with supply of suspension system to EV OEMs. Company was rebranded as 'Belrise Industries Limited' |
| 2023 | Obtained the rights to utilize the technology to manufacture hub motors pursuant to a technology transfer agreement with a prominent Chinese motor manufacturer. |
| 2024 | Ventured into renewable energy products and received an LOI from a major North American solar power company, Nextracker LLC. Started supply of Exhaust Systems for a CNG-powered vehicle. Entered into a business transfer agreement for transfer of machinery and contracts pertaining to the business to the Company. |

Awards, accreditations or recognitions

The following are the key awards, accreditations and recognitions received by our Company:

| Calendar year | Awards, accreditations and recognitions |
|--------------------------------|--|
| <i>Aurangabad Facility II</i> | |
| 2023 | Gold Recognition – 11 th CII IQ Excellence Practice Competition Western Region (Project title: To reduce labour cost by automation) |
| 2023 | Silver Recognition – 11 th CII IQ National Excellence Practice Competition (Project title: To reduce labour cost by automation) |
| 2023 | Platinum Award – 7 th CII National Level Kaizen Circle Competition 2023 Best Kaizen for Cost Reduction Category - Medium |
| <i>Aurangabad Facility III</i> | |

| Calendar year | Awards, accreditations and recognitions |
|------------------------------------|--|
| 2024 | Silver Award - 17th Edition CII National 3M Competition (Category - Muda) |
| 2024 | Silver Award - Best Kaizen for Safety Improvement – 8th CII National Kaizen Circle (Category – Manufacturing MSME) |
| 2023 | Quality Award ‘Gold Consistent’ – BAVA Convention 2023-2024 |
| 2022 | Silver Certificate of Merit – Frost and Sullivan India Manufacturing Excellence Awards |
| 2022 | Super Platinum Quality Award – BAVA Convention 2022-2023 |
| <i>Pantnagar Facility I</i> | |
| 2023 | Silver Medallion – IMexi Commitment Prize Kaizen Hansei |
| 2023 | Quality Award “Super Platinum” – BAVA Convention 2023-2024 |
| 2022 | BAL TPM Excellence Award – BAVA Convention |
| 2022 | Quality Award Platinum – BAVA Convention 2022-2023 |
| 2022 | Gold Medal - National Awards for Manufacturing Competitiveness International Research Institute for Manufacturing |
| <i>Pune Facility I</i> | |
| 2024 | 3rd Position – (Productivity Improvement) Automotive Component Manufacturers Association of India (Western Region) |
| 2024 | 1st Position – (Safety) Automotive Component Manufacturers Association of India (Western Region) |
| 2023 | Gold Award – Manufacturing Tier 1 8th CII National Competition on Digitalization Robotics and Automation (DRA) Industry 4.0 |
| 2023 | Quality Award ‘Gold’ – BAVA Convention 2023-2024 |
| 2023 | Silver Award – Manufacturing Tier 1 8th CII National Competition on Digitalization Robotics and Automation (DRA) Industry 4.0 |
| 2022 | Imexi Commitment Prize– Silver Certificate Kaizen Hansei IMexI Integrated Manufacturing Excellence Initiative for manufacturing excellence |
| 2022 | 3rd Position – 17th Quality Circle Competition ACMA Western Region (Cost Reduction) |
| <i>Pune Facility II</i> | |
| 2023 | 2nd Runner Up - 14th Intragroup Kaizen Competition (Theme – Reduction in office side cost) |
| 2023 | Silver Certification of Merit- Frost & Sullivan India Manufacturing Excellence Award |
| <i>Narasapura Facility</i> | |
| 2023 | Award for special effort for establishment of complete frame body line – Honda Motorcycle and Scooter India Annual Supplier Conference |
| <i>Bawal Plant</i> | |
| 2022 | 1 st Runner Up – Kaizen Competition – Regional Supplier Kaizen and SS Conference, North – Total Quality Management (Exide Industries Limited) |
| <i>Tapukera (Bhiwadi) Facility</i> | |
| 2022 | Silver Certificate of Merit – India Manufacturing Excellence Awards – Frost and Sullivan |
| <i>Chennai Facility I</i> | |
| 2022 | Platinum Award – 5 th National Convention on Innovative QC Teams |

Significant financial and/or strategic partners

As on the date of this Draft Red Herring Prospectus, our Company does not have any significant financial or strategic partnerships.

Time and/or cost overruns

As on the date of this Draft Red Herring Prospectus, other than in the ordinary course of business, there have been no time and cost overruns in respect of our business operations.

Defaults or rescheduling/ restructuring of borrowings with financial institutions/ banks

As on the date of this Draft Red Herring Prospectus, our Company has not defaulted on repayment of any loan availed from any banks or financial institutions. Further, except as disclosed below, the tenure of repayment of any loan availed by our Company from banks or financial institution has not been rescheduled or restructured:

Due to the COVID – 19 pandemic, our Company had availed the benefit of a moratorium with regard to the interest payments in relation to the NCDs issued by our Company. Our Company has made the interest payments as per the revised agreed terms. For further details of the NCDs, see “*Financial Indebtedness*” beginning on page 374.

Launch of key products or services, entry in new geographies or exit from existing markets, capacity/facility creation and location of plants.

For details of launch of key products or services offered by our Company, entry into new geographies or exit from existing markets, capacity/facility creation or location of plants, see “*Our Business*” beginning on page 215.

Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years

Except as set forth below, our Company has not made any material acquisitions or divestments of any business or undertaking, and has not undertaken any mergers, amalgamation or revaluation of assets in the last 10 years preceding the date of Draft Red Herring Prospectus.

- ***Business Transfer Agreement (“Agreement”) dated October 7, 2024 between our Company and another company (“Seller”)***

Our Company purchased, acquired, and accepted from the Seller all rights, title and interest in the Seller’s business of manufacturing and supply of components and its associated assets, including machinery, business-related contracts, employees, personnel records, and other assets as specified in the Agreement, excluding land, building and excluded assets as specified under the Agreement (collectively “**Business and Assets**”). The transfer is for a consideration of ₹ 165.00 million along with the value of inventory at actuals as on the date of the Agreement, exclusive of GST and other applicable taxes. Furthermore, our Company simultaneously entered into additional transactional documents, including: (i) consultancy agreement dated October 7, 2024 executed between our Company and another person in relation to business development and customer relationship management in relation to the Business and Assets of the Seller, including technical support for the fulfilment of all warranty claims made by the customers on our Company in relation to the supplies made by the Seller prior to the closing date; (ii) a lease agreement dated October 7, 2024 between our Company and the Seller in order to lease area admeasuring 73,180 sq ft of industrial land situated at Patheri Gurugram Tauru Road, Bilaspur Kalan, Haryana bearing plot no. 28/8-13. The lease agreement is for a period of 3 years and for a sum of ₹ 1.5 million plus GST and any applicable taxes per month as rent; and (iii) an interim supply agreement dated October 7, 2024 executed between the Company and the Seller in respect of the supplies to be made by our Company to the Seller to enable the Seller to make supplies to its customers upon receipt of orders during the period between the date of the Agreement until the Vendor Code transfer to our Company.

- ***Asset Transfer Agreement (“Agreement”) dated August 11, 2016 amongst our Company and another company (“Seller”)***

Our Company purchased, acquired and accepted from the Seller all fixed assets including identified plant and machinery, movable properties, etc. drawings and designs and inventories as included in schedule 1 of the agreement for a lump sum consideration of ₹ 102.50 million exclusive of all taxes duties and subject to withholding tax, if any, as applicable required by the applicable laws. Further our Company had also subsequently entered into a factory lease for a factory located at Plot No-I 8/4, Mathura Road, Faridabad 121 001 Haryana, India for a period of 11 months to enable smooth transition of the business from the Seller to our Company on a monthly rental and fees as mutually agreed between the Seller and our Company.

Our holding company

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

Our Subsidiaries, joint ventures and associates

As on the date of this Draft Red Herring Prospectus, our Company has one Subsidiary. Further, as on the date of this Draft Red Herring Prospectus, our Company does not have any associate or joint venture. The details of our Subsidiaries have been provided below:

Badve Engineering Trading FZE (“BET FZE”)

Corporate Information

BET FZE was incorporated on December 12, 2017 under the laws of Ras Al Khaimah Economic Zone Authority. Its office is situated at T211F-2H RAKEZ Amenity Center Al Hamra Industrial Zone-FZ, RAK, United Arab Emirates.

Nature of Business

BET FZE is engaged in carrying out any lawful business activity within the area of the Free Zone as specified in the license issued by RAL Economic Zone Authority and exercising all acts and conclude all legal actions necessary for the practice of its activities and realization of its objects.

Capital Structure

The capital structure of BET FZE as on the date of this Draft Red Herring Prospectus is as follows:

| Particulars | No. of shares of AED 1000 each |
|--------------------------------|--------------------------------|
| Share capital of AED 5,839,000 | 5,839 |

Shareholding pattern

The shareholding pattern of BET FZE as on the date of this Draft Red Herring Prospectus is as follows:

| Name of the shareholder | No. of shares of AED 1000 each | Percentage of shareholding (%) |
|----------------------------|--------------------------------|--------------------------------|
| Belrise Industries Limited | 5,839 | 100 |

Brief financial highlights

The brief financial highlights for the for the three months ended June 30, 2024 and for the years ended March 31, 2024, March 31, 2023, and March 31, 2022 of BET FZE are as follows:

| Particulars | As of and for the period/ Fiscals ended (AED in million, except per share data) | | | |
|---|---|----------------|----------------|----------------|
| | As of and for three months ended June 30, 2024 | March 31, 2024 | March 31, 2023 | March 31, 2022 |
| Reserves (excluding revaluation reserves) | 43.63 | 41.09 | 32.91 | 15.12 |
| Sales/ revenue from operations | 156.81 | 643.76 | 549.43 | 246.76 |
| Profit/ loss after tax | 2.54 | 8.18 | 17.79 | 7.88 |
| Basic earnings per equity share | 435.41 | 1,401.17 | 3,047.50 | 1,348.90 |
| Diluted earnings per equity share | 435.41 | 1,401.17 | 3,047.50 | 1,348.90 |
| Total borrowings | 108.70 | 109.97 | Nil | Nil |
| Net worth | 49.47 | 46.93 | 38.75 | 20.95 |

Note: The audited financials of BET FZE, in ₹ are available on the website of our Company at www.belriseindustries.com.

Accumulated Profits or Losses

As on the date of this Draft Red Herring Prospectus, there are no accumulated profits or losses of BET FZE that are not accounted for by our Company in the Restated Consolidated Financial Information.

Common pursuits

There is no conflict of interest amongst our Subsidiary and our Company. Our Company will adopt necessary procedures and practices as permitted by law and regulatory guidelines to address any conflict situations as and when they arise.

There is no conflict of interest between the lessors of immovable properties, suppliers of raw materials and third-party service providers (which are crucial for operations of the Company) and our Subsidiary or its manager.

As on the date of this Draft Red Herring Prospectus, our Subsidiary does not have common pursuits with our Company.

Business interest between our Company and our Subsidiary.

For details of the related party transactions, see “Restated Consolidated Financial Information – Notes forming part of the Restated Consolidated Financial Information – Note 42. Related party disclosures” on page 331

respectively, our Subsidiary does not have any: (a) business interest in our Company; or (b) related business transactions with our Company.

Confirmations

As on the date of this Draft Red Herring Prospectus, none of the securities of our Subsidiary are listed on any stock exchanges in India or abroad. None of the securities of our Subsidiary have been refused listing by any stock exchange in India or abroad.

Shareholders' agreements and other agreements

Our Company does not have any subsisting shareholders' agreements among our Shareholders vis-a-vis our Company.

Revaluation of assets in the last 10 years

Our Company has not revalued its assets in the 10 years preceding the date of this Draft Red Herring Prospectus.

Details of guarantees given to third parties by our Promoters

Other than the guarantees provided by our Promoters in relation to certain of our loans as and when required, our Promoters has not given any material guarantees to any third parties with respect to the Equity Shares as on the date of this Draft Red Herring Prospectus. For further details, see "Financial Indebtedness" on page 374.

Other Material Agreements

Neither our Promoters nor any of the Promoter Group members, Shareholders, Key Managerial Personnel, Senior Management Personnel, Directors or employees of our Company have entered into an agreement, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

There are no other material covenant in any of the agreements (specifically related to primary and secondary transactions of securities and financial arrangements), other than the ones already disclosed in this Draft Red Herring Prospectus including as disclosed above in "*Shareholders' agreements and other agreements*" on page 264.

Except as disclosed below, there are no other agreements / arrangements entered into by our Company or clauses / covenants applicable to our Company which are material and which are required to be disclosed, or the non-disclosure of which may have a bearing on the investment decision of prospective investors in the Issue:

Marketing and Brand Licensing Agreement ("Agreement") dated November 16, 2024 between our Company and Badve Autocomps Private Limited ("Badve Autocomps").

Our Company has agreed to irrevocably grant a limited, non-exclusive, non-transferable, non-assignable, non-delegable, and non-sub-licensable license ("**License**") to Badve Autocomps to use its brand, which includes all the applicable intellectual property rights subsisting in its trademark 'Belrise' and logo, for the business of manufacturing of automotive components in plastic and sheet metal parts and processing for copper based products for two-wheeler and three-wheeler vehicles. Further, our Company is appointed by Badve Autocomps from the date of the Agreement to provide certain services, such as business development services, market research and analysis, etc. and any additional services reasonably connected with the services performed by our Company under this Agreement. In consideration of the services to be carried out by the Company, Badve Autocomps shall pay our Company a monthly consideration of ₹ 0.5 million exclusive of tax and in consideration of the License granted, Badve Autocomps shall pay our Company a monthly consideration of ₹ 0.5 million exclusive of tax. The Agreement shall be in force for a period of 10 years from the effective date which shall be automatically renewed each year thereafter unless otherwise terminated earlier in accordance with the terms of this Agreement.

Marketing and Brand Licensing Agreement ("Agreement") dated November 16, 2024 between our Company and Eximius Infra Tech Solutions LLP ("Eximius").

Our Company has agreed to irrevocably grant a limited, non-exclusive, non-transferable, non-assignable, non-delegable, and non-sub-licensable license, (“**License**”) to Eximius to use its brand which includes all the applicable intellectual property rights subsisting in its trademark ‘Belrise’ and logo for its existing business, marketing including for the business of manufacturing of automotive components in plastic and sheet metal parts and processing for copper based products for two-wheeler and three-wheeler vehicles. Further our Company is appointed by Eximius from the date of the Agreement to provide certain services such as business development services, market research and analysis etc. and any reasonably connected with the services performed by our Company under the Agreement. In consideration of the services to be carried out by the Company, Eximius shall pay our Company a monthly consideration of ₹ 0.5 million exclusive of tax and in consideration of the License granted Eximius shall pay our Company a monthly consideration of ₹ 0.5 million exclusive of tax. The Agreement shall be in force for a period of 10 years from the effective date which shall be automatically renewed each year thereafter unless otherwise terminated earlier in accordance with the terms of this Agreement.

Exclusivity Agreement (“Agreement”) dated November 16, 2024 between our Company and Shreepriya Stamping and Tooling Private Limited, Badve Autotech Private Limited, Creative Tools and Press Components Private Limited, Eximius Autocomps Private Limited, Swami Ashirwad Enginech Private Limited, Shreepriya Auto Parts Private Limited, Sumedh Tools Private Limited, Swastid Engineering Private Limited, Phoenix Engineering, Optima Auto Products Private Limited and KS Suspension Engineering Technology, respectively (collectively, “the Parties”).

Under the Agreement the Parties shall not, directly or indirectly: (a) supply any of the products to elite automotive OEMs (as defined in the Agreement) in India; and/ or (b) provide any services (including after-market services) in relation to the products to elite automotive OEMs in India, and/ or (c) undertake any discussions with the elite automotive OEMs in relation to the products and/ or the business, or attempt to undertake any of the foregoing for a term of 10 years.

Contract Manufacturing Agreement (“Agreement”) dated November 16, 2024 between our Company and Eximius Infra Tech Solutions LLP (“Manufacturer”)

Under the Agreement, our Company has engaged the Manufacturer for contract manufacturing of products as defined in the Agreement, which include parts for 2-wheelers and 4-wheelers for and on behalf of the Company to undertake onward manufacturing value addition, sales and distribution of the products to customers. The Manufacturer has agreed to contract manufacture the products for our Company, on a principal-to-principal basis for a term of 10 years which shall be automatically renewed each year thereafter unless otherwise terminated earlier in accordance with the terms of the Agreement. The Agreement also gives the right to our Company to appoint any other person as a contract manufacturer for undertaking the manufacturing of the products, including those located in the same area as the Manufacturer, without intimation to, or consent of, the Manufacturer. The Manufacturer’s obligations under the Agreement are on an exclusive basis whereby the Manufacturer shall not undertake any obligations similar to those mentioned in this Agreement in respect of any new third party or accept any new manufacturing contracts/ purchase orders, which are similar to the obligations of the Manufacturer as provided under the Agreement in relation to the products for any Elite OEMs, excluding its obligations to its existing manufacturing contracts/ purchase orders for Elite OEMs (as defined in the Agreement). The pricing for contract manufacturing will be subject to costing norms based on cost-plus methodology derived from zero-based costing estimates which shall be subject to mutual discussion between parties. The Manufacturer is obligated to obtain an “all risk” insurance cover, including third party insurance, with an insurer of repute, in respect of direct physical loss of or damage to the raw materials, inventory, stock, products, equipment and machinery located at the manufacturing premises operated by the Manufacturer, including damage or loss caused by the Manufacturer and / or its or their personnel, agents or representatives till the products are delivered to the Company and accepted by the Company as per the Agreement. The amount of coverage shall not be less than the full replacement value of the products.

Contract Manufacturing Agreement (“Agreement”) dated November 16, 2024 between our Company and Badve Autocomps Private Limited (“Manufacturer”)

Under the Agreement our Company has engaged the Manufacturer, for contract manufacturing of products as defined in the Agreement, which include parts for 2-wheelers and 4-wheelers for and on behalf of the Company to undertake onward manufacturing value addition, sales and distribution of the products to customers. The Manufacturer has agreed to contract manufacture the products for our Company, on a principal-to-principal basis for a term of 10 years which shall be automatically renewed each year thereafter unless otherwise terminated earlier in accordance with the terms of the Agreement. The Agreement also gives the right to our Company to appoint any other person as a contract manufacturer for undertaking the manufacturing of the products, including

those located in the same area as the Manufacturer, without intimation to, or consent of, the Manufacturer. The Manufacturer's obligations under the Agreement are on an exclusive basis whereby the Manufacturer shall not undertake any obligations similar to those mentioned in this Agreement, in respect of any new third party or accept any new manufacturing contracts/ purchase orders, which are similar to the obligations of the Manufacturer as provided under the Agreement in relation to the products for any Elite OEMs, excluding its obligations to its existing manufacturing contracts/ purchase orders for Elite OEMs (as defined in the Agreement) while the pricing for contract manufacturing will be subject to costing norms based on cost-plus methodology derived from zero-based costing estimates which shall be subject to mutual discussion between parties. The Manufacturer is obligated to obtain an "all risk" insurance cover including third party insurance, with an insurer of repute, in respect of direct physical loss of or damage to the raw materials, inventory, stock, products, equipment and machinery located at the manufacturing premises operated by the Manufacturer, including damage or loss caused by the Manufacturer and / or its or their personnel, agents or representatives till the products are delivered to the Company and accepted by the Company as per the Agreement. The amount of coverage shall not be less than the full replacement value of the products.

Option to Acquire Agreement ("Agreement") dated November 16, 2024 entered between our Company ("Option Holder"), Persons listed in schedule I of the Agreement ("Option Grantors") and Badve Autocomp Private Limited ("Company"), together called the "Parties".

With this Agreement, the Option Holder has agreed to acquire, in a phased manner, the entire shareholding of the Company, initially acquiring 19% of the total paid-up share capital of the Company, in the first phase ("**Initial Stake**"). Further, going forward, the Option Holder has agreed to subscribe to the shares of the Company/purchase such number of shares i.e. 78 % of the total paid up share capital of the Company, from the Option Grantors ("**Option Shares**") within a period of 4 years from the Execution Date ("**Option Period**") such that upon such purchase/ acquisition of shares, the Option Holder shall hold such number of shares which shall be equal to 100% of the total paid-up share capital of the Company. The Agreement states that as on the execution date, the Company has: (i) an authorized Share Capital of ₹ 10,000,000 and (ii) a total paid-up Share Capital of ₹ 30,90,000. Within 28 days from the execution date, the Parties have agreed that the Option Holder will have the right to acquire the Initial Stake. The Option Holder shall exercise the Option only upon passing a special resolution of its shareholders, approved by 75% or more of the shareholders. The Option Holder may exercise the option, by issuing a written notice to the Option Grantors and the Company. The exercise and consummation of the option shall occur within 10 days from the date of issuance of the option exercise notice. The Option Grantors are to file all the required to file all the necessary forms within 7 days of the closing of the option.

Except as disclosed under "*– Details regarding material acquisitions or divestments of business/ undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years*" and "*- Shareholders' agreements and other agreements*" on pages 262 and 264, respectively, our Company has not entered into any other subsisting material agreement, other than in the ordinary course of business and there are no other agreements, arrangements, clauses, covenants which are material, and which are required to be disclosed. Further, there are no other clauses or covenants which are material, adverse or pre-judicial to the interest of the minority/public shareholders or the non-disclosure of which may have bearing on the investment decision.

OUR MANAGEMENT

In terms of the Companies Act 2013 and Articles of Association, our Company is required to have not less than three Directors and not more than 15 Directors. As on the date of this Draft Red Herring Prospectus, our Board comprises eight Directors including two Executive Directors, one Non-Executive Non-Independent Director and five Non-Executive Independent Directors (including one woman Independent Director). Our Company is in compliance with the corporate governance requirements prescribed under the SEBI Listing Regulations and the Companies Act, 2013, in relation to the composition of our Board and constitution of committees thereof.

Our Board

The following table sets forth details regarding our Board as of the date of this Draft Red Herring Prospectus:

| S. No. | Name, designation, address, occupation, current term, period of directorship, DIN, date of birth and age | Other directorships |
|--------|--|--|
| 1. | <p>Shrikant Shankar Badve</p> <p>Designation: Managing Director</p> <p>Address: 59 U, Survey No. 90/65, 69 Vasant Vihar 4, Baner, Near Veerbhadra Nagar, Street No. 6, Pune 411045 Maharashtra, India</p> <p>Occupation: Business</p> <p>Current term: For a period of five years with effect from January 4, 2023 till January 3, 2028</p> <p>Period of directorship: Director since September 1, 2000</p> <p>DIN: 00295505</p> <p>Date of birth: October 10, 1965</p> <p>Age: 59</p> | <p>Indian Companies</p> <ol style="list-style-type: none"> 1. Badve Realty Private Limited; 2. Badve Holdings Private Limited; 3. Badve Global Private Limited; 4. Badve Autotech Private Limited; 5. Badve Leasing Private Limited; 6. Badve Sons Private Limited; 7. Swastid Engineering Private Limited; 8. Badve Fincorp Private Limited; 9. Fenace Auto Limited; 10. Eximius Autocomps Private Limited; 11. Badve Autocomps Private Limited; 12. Swami Ashirwad Engimech Private Limited; 13. Badve Helmets India Private Limited; 14. Shreepriya Stamping and Tooling Private Limited; 15. Badve Entrepreneurship and Skill Training Foundation; 16. AIC-Rambhau Mhalgi Prabodhini Foundation 17. Federation Of Industries of India-TMA <p>Foreign Companies</p> <p>Nil</p> |
| 2. | <p>Supriya Shrikant Badve</p> <p>Designation: Whole-time Director</p> <p>Address: Bungalow No. 59, Survey No. 90/65.69, Vasant Vihar IV, Street No. 6, Near Veerbhadra Nagar, Baner, Pune 411045 Maharashtra, India</p> <p>Occupation: Business</p> <p>Current term: For a period of five years with effect from March 14, 2021 till March 13, 2026</p> <p>Period of directorship: Director since July 14, 2008</p> <p>DIN: 00366164</p> <p>Date of birth: July 10, 1969</p> <p>Age: 55</p> | <p>Indian Companies</p> <ol style="list-style-type: none"> 1. Badve Autocomps Private Limited; 2. Zoom Info Solutions Private Limited; 3. Fenace Auto Limited; 4. Prakritik Infrastructure Private Limited; 5. Badve Realty Private Limited; 6. Badve Holdings Private Limited; 7. Badve Global Private Limited; 8. Badve Leasing Private Limited; 9. Badve Sons Private Limited; 10. Badve Overseas Private Limited; 11. Badve Fincorp Private Limited; 12. Badve Housing Private Limited; 13. Badve Overseas Trading Private Limited; 14. Badve Helmets India Private Limited; 15. Badve Entrepreneurship and Skill Training Foundation; 16. United for Nature Foundation <p>Foreign Companies</p> <p>Nil</p> |
| 3. | <p>Ashok Vishnu Tagare</p> | <p>Indian Companies</p> |

| S. No. | Name, designation, address, occupation, current term, period of directorship, DIN, date of birth and age | Other directorships |
|--------|--|--|
| | <p>Designation: Non-Independent Non-executive Director</p> <p>Address: Flat No 12, Arihant Shree, Lane No. 7 Near Dahanukar Colony Circle, Kothrud, Ex Serviceman Colony, Pune 411038, Maharashtra, India</p> <p>Occupation: Independent Consultant</p> <p>Current term: Liable to retire by rotation</p> <p>Period of directorship: Director since March 1, 2002</p> <p>DIN: 00370768</p> <p>Date of birth: May 26, 1945</p> <p>Age: 79</p> | <p>1. Fenace Auto Limited</p> <p>Foreign Companies</p> <p>Nil</p> |
| 4. | <p>Sangeeta Singh</p> <p>Designation: Non-executive Independent Women Director</p> <p>Address: L 5103 Parx Laurel, Sector 108, Noida, Maharishi Nagar, Gautam Buddha Nagar 201304 Uttar Pradesh, India</p> <p>Occupation: Retired IRS</p> <p>Current term: For a period of five years with effect from October 7, 2024 till October 6, 2029</p> <p>Period of directorship: Director since October 7, 2024</p> <p>DIN: 10593952</p> <p>Date of birth: April 11, 1963</p> <p>Age: 61</p> | <p>Indian Companies</p> <p>1. Adani Power Limited 2. Electrosteel Castings Limited</p> <p>Foreign Companies</p> <p>Nil</p> |
| 5. | <p>Anant Ramkrishna Sathe</p> <p>Designation: Non-Executive Independent Director</p> <p>Address: 11, Vasant Vihar, Parajpe Scheme, Survey No 64/2/1, Baner, Near Dhankude Vasti, Pune City, N.I.A, Pune 411045 Maharashtra India</p> <p>Occupation: Business</p> <p>Current term: For a period of five years with effect from January 26, 2020 till January 25, 2025</p> <p>Period of directorship: Director since January 27, 2015</p> <p>DIN: 00154924</p> <p>Date of birth: August 22, 1952</p> <p>Age: 72</p> | <p>Indian Companies</p> <p>1. GDA Risk Advisory Limited</p> <p>Foreign Companies</p> <p>Nil</p> |
| 6. | <p>Dilip Bindumadhav Huddar</p> <p>Designation: Non-Executive Independent Director</p> | <p>Indian Companies</p> <p>1. Konzert Toolings Limited;</p> |

| S. No. | Name, designation, address, occupation, current term, period of directorship, DIN, date of birth and age | Other directorships |
|--------|--|--|
| | <p>Address: Plot No. 63, Vrindavan Co-Op Housing Society, Panchvati Pashan Road, Panchavati, Pashan, Pune 411008 Maharashtra, India</p> <p>Occupation: Professional</p> <p>Current term: For a period of five years with effect from September 30, 2024 till September 29, 2029.</p> <p>Period of directorship: Director since June 22, 2019</p> <p>DIN: 07608615</p> <p>Date of birth: March 25, 1960</p> <p>Age: 64</p> | <p>2. Metalloplast Private Limited</p> <p>Foreign Companies</p> <p>Nil</p> |
| 7. | <p>Girish Kumar Ahuja</p> <p>Designation: Non-Executive Independent Director</p> <p>Address: A-53, Kailash Colony, Greater Kailash, S.O South Delhi, 110048, Delhi, India</p> <p>Occupation: Chartered Accountant</p> <p>Current term: For a period of five years from November 9, 2023 to November 8, 2028</p> <p>Period of directorship: Director since November 9, 2023</p> <p>DIN: 00446339</p> <p>Date of birth: May 29, 1946</p> <p>Age: 78</p> | <p>Indian Companies</p> <ol style="list-style-type: none"> 1. Flair Publications Private Limited 2. RJ Corp Limited 3. Devyani Food Industries Limited 4. Patanjali Foods Limited 5. Unitech Limited 6. Sidwal Refrigeration Industries Private Limited 7. Devyani International Limited 8. Dharampal Satyapal Limited 9. Transline Technologies Limited <p>Foreign Companies</p> <p>Nil</p> |
| 8. | <p>Milind Pralhad Kamble</p> <p>Designation: Non-Executive Independent Director</p> <p>Address: A-1/502, Kumar Pinnacle, Tadiwala Road, Pune 411001, Maharashtra, India</p> <p>Occupation: Business</p> <p>Current term: For a period of 5 years from January 5, 2024 to January 4, 2029</p> <p>Period of directorship: Director since January 5, 2024</p> <p>DIN: 03566052</p> <p>Date of birth: February 17, 1967</p> <p>Age: 57</p> | <p>Indian Companies</p> <ol style="list-style-type: none"> 1. Superb Housing & Infrastructure Private Limited 2. DBATU Forum of Innovation, Incubation and Enterprise 3. Dharavi Leather Products Private Limited 4. MPK Publication Private Limited 5. MPK Agrovat Private Limited 6. Mahratta Chamber of Commerce Industries and Agriculture 7. Dalit Indian Chamber of Commerce and Industry <p>Foreign Companies</p> <p>Nil</p> |

Brief Biographies of Directors

Shrikant Shankar Badve, aged 59 years, is the Managing Director of our Company. He has been the Managing Director of our Company since January 7, 2008. He holds a bachelor's degree in engineering from Dr. Babasaheb Ambedkar Marathwada University. He is primarily responsible for overall business management of our Company.

He has over 28 years of experience in the areas of engineering, management and finance. He has been awarded India's Impactful CEO 2023 by Times Now and recognised as Ambassador for Magnetic Maharashtra by RMB Pune Business Circle. He has been a director at Federation of Industries of India (TMA), member of AKS Trustee Circle of Rotary Foundation and director at Atal Incubation Centre (AIC) - Rambhau Mhalgi Prabodhini (RMP) Foundation.

Supriya Shrikant Badve, aged 55 years, is the Whole-time Director of our Company. She holds a master's degree in science from Amravati University. She is primarily responsible for overall business management of our Company. She has over 16 years of experience in the areas of management and finance. She was also appointed as the chairperson of Women Entrepreneurship Development Council for the period from August 2021 to July 2023 and is the founding member of the Women Entrepreneurs and Startups committee of Deccan Chamber of Commerce Industries & Agriculture, Pune ("DCCIA"). She was awarded Business Endeavour & Inspiring Women 2021 by Federation of Chakan Industries, Recognition Award as the Business Icons of India 2023 by Marksmen Daily, Best Industrialist Award 2022 by Deccan Chamber of Commerce Industries and Agriculture Pune, India SME Excellence Award Women Entrepreneur of the Year for Manufacturing Sector 2017 by SME Chamber of India.

Ashok Vishnu Tagare, aged 79 years, is the Non-Independent Non-Executive Director of our Company. He has been a Director of our Company since March 1, 2002. He holds a bachelor's degree in mechanical engineering from the Walchand College of Engineering. Additionally he also holds a diploma in computer application from Dr. Babasaheb Ambedkar Marathwada University, diplomas in Quality Assurance & QS 9000/ ISO 9000, Environmental Management System & ISO 14000/14001, human resources development and international airlines management from All Indian Institute of Management Studies. He has also completed a Registered Assessor Training Course Incorporating Subcontractor Control and Assessments from P.E Batalas. Additionally, he has also completed a certificate course in International Trade from Maharashtra Chamber of Commerce & Industries ("MCCI") Pune, and a training course on ISO 9000: 1999 Revisions from CorporAdv Management Services. He also holds a certificate from Indian Institute of Quality Management, Jaipur for ISO 9000 for Educational Institutions. He has over 6 years of experience, in various sectors such as industrial engineering, drawing and designing. He has also previously worked with Batliboi & Company Private Limited as an industrial engineer and Kinetic Engineering Limited as an engineer in the industrial engineering, drawing and design departments.

Sangeeta Singh, aged 61 years, is the Non-Executive Independent Director of our Company. She has been the director of our Company since October 7, 2024. She holds a bachelor's degree in arts from University of Rajasthan, a master's degree in philosophy from Jawaharlal Nehru University New Delhi, a master of arts degree in political science from Jawaharlal Nehru University New Delhi and master of science degree in public economic planning, management and finance from the University of Birmingham. She has over 2 years of experience in Central Board of Direct Taxes ("CBDT"). She has been engaged in government services in the capacity of a Member of the CBDT in the Department of Revenue, Ministry of Finance including as the Chairman of CBDT. She was with CBDT till attainment of the age of superannuation in 2023.

Anant Ramkrishna Sathé, aged 72 years, is the Non- Executive Independent Director of our Company. He has been a Director of our Company since January 27, 2015. He holds a bachelor's degree in commerce from the University of Poona and bachelor's degree in law from University of Poona. He was admitted as an associate of the Institute of Chartered Accountants of India ("ICAI") in 1976 and was also issued a certificate of practise by the ICAI in September 2012. He has over 9 years of experience in various sectors such as compressors, pneumatic, construction and engineering. He has also previously worked with Kirloskar Brothers Limited as Vice-President (Corporate and Financial Accounts).

Dilip Bindumadhav Huddar, aged 64 years, is the Non-Executive Independent Director of our Company. He has been a Director of our Company since June 22, 2019. He holds a bachelor's degree in mechanical engineering from the University of Poona. He has over 24 years of experience in various sectors such as automotive original equipment and component manufacturing industry. He has also previously worked with Tata Motors Limited and Asia MotorWorks Limited.

Girish Kumar Ahuja, aged 78 years, is the Non-Executive Independent Director of our Company. He has been a Director of our Company since November 9, 2023. He holds a bachelor's degree in commerce from the University of Delhi and fellowship of the Institute of Chartered Accountants of India ("ICAI"). He also holds a master's degree in commerce from the University of Delhi and a doctorate in philosophy from University of Delhi. Apart from his association with our Company, he is a director on the boards of Flair Publications Private Limited,

Transline Technologies Limited, RJ Corp Limited, Devyani Food Industries Limited, Patanjali Foods Limited, Unitech Limited, Sidwal Refrigeration Industries Private Limited, Devyani International Limited and Dharampal Satyapal Limited. He has also co-authored books like Income Tax Rules 2024 13th Edition by Commercial Law Publishers (India) Private Limited, Direct Taxes Law & Practice 2023 15th Edition by Commercial Law Publishers (India) Private Limited, Income Tax Mini Ready Reckoner 26th Edition by Commercial Law Publishers (India) Private Limited and Taxation of Capital Gains 2024 21st Edition by Commercial Law Publishers (India) Private Limited.

Milind Pralhad Kamble, aged 57 years, is the Non-Executive Independent Director of our Company. He has been a Director of our Company since January 5, 2024. He holds a diploma in civil engineering issued by the Board of Technical Examination Maharashtra State and a doctorate in science from Babasaheb Bhimrao Ambedkar University. He is currently appointed as the Chairman, Board of Governors, Indian Institute of Management (“IIM”) Jammu. He has been awarded Padmashri by the President of India in 2013.

Relationship between our Directors, Key Managerial Personnel and Senior Management Personnel

Except for Shrikant Shankar Badve and Supriya Shrikant Badve who are related to each other as husband and wife, Swastid Shrikant Badve, Senior Manager – Officer on Special Duty who is the son of Shrikant Shankar Badve and Supriya Shrikant Badve and Sunil Vasant Savarkar who is the brother of Supriya Shrikant Badve and brother-in-law of Shrikant Shankar Badve, none of our Directors, Key Managerial Personnel and Senior Management Personnel are related to each other.

Confirmations

None of our Directors is or was a director of any company listed on any stock exchange, whose shares have been or were suspended from being traded during the five years preceding the date of this Draft Red Herring Prospectus, during the term of his/her directorship in such company.

No consideration, either in cash or shares or in any other form has been paid or agreed to be paid to any of our Directors or to the firms, trusts or companies in which they have an interest in, by any person, either to induce any of our Directors to become or to help any of them qualify as a director, or otherwise for services rendered by them or by the firm, trust or company in which they are interested, in connection with the promotion or formation of our Company.

None of our Directors has been identified as Wilful Defaulters, Fugitive Economic Offenders or Fraudulent Borrowers as defined under the SEBI ICDR Regulations.

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.

Except Supriya Shrikant Badve and Shrikant Shankar Badve who have leased their properties to our Company, none of our directors have any conflict of interest with the suppliers of raw materials, third party service providers or lessors of immovable properties, crucial to our business and operations of our Company. For details, see “*Restated Consolidated Financial Information – Note 42. Related party disclosures*” on page 331.

Arrangements or understandings with major shareholders, customers, suppliers or others pursuant to which our Directors were selected as a Director or Senior Management Personnel

There is no arrangement or understanding with the major shareholders, customers, suppliers or others, pursuant to which any of our Directors are appointed on the Board.

Terms of appointment of our Managing Director:

Shrikant Shankar Badve

Shrikant Shankar Badve is the Managing Director of our Company and was reappointed as a Managing Director of our Company pursuant to the resolution passed by our Board on May 28, 2022, and the resolution passed by our Shareholders on September 24, 2022, for a period of five years with effect from January 4, 2023 to January 3, 2028. The details of the remuneration that he is presently entitled to, and the other terms of his employment, as approved by our Board pursuant to its resolution dated July 9, 2024 are enumerated below:

| Particulars | Amount in ₹ (per annum) |
|--------------|-------------------------|
| Basic Salary | 8,030,880.00 |
| HRA | 4,015,440.00 |
| Personal Pay | 88,060,205.00 |
| Gross Salary | 100,106,525.00 |

Shrikant Shankar Badve was paid ₹75.97 million for Fiscal 2024.

Terms of appointment of our Whole-Time Director:

Supriya Shrikant Badve

Supriya Shrikant Badve is the Whole-Time Director of our Company and was reappointed as a whole-Time Director of our Company pursuant to the resolution passed by our Board on June 29, 2021, and the resolution passed by our Shareholders on September 17, 2021, for a period of five years with retrospective effect from March 14, 2021 to March 13, 2026. The details of the remuneration that she is presently entitled to, and the other terms of her employment, as approved by our Board pursuant to its resolution dated July 9, 2024 and the agreement dated March 13, 2021 between our Company and Supriya Shrikant Badve are enumerated below:

| Particulars | Amount in ₹ (per annum) |
|--------------|-------------------------|
| Basic Salary | 769,018.00 |
| HRA | 384,509.00 |
| Personal Pay | 35,627,904.00 |
| Gross Salary | 36,781,430.00 |

Supriya Shrikant Badve was paid ₹ 28.19 million for Fiscal 2024.

Terms of appointment of our Non-Independent Non-Executive Director:

Pursuant to Board resolution dated April 12, 2016 our Non-Independent Non-Executive Director namely Ashok Vishnu Tagare receives ₹ 5,000 for each meeting of our Board and ₹ 4,000 for attending each meeting of any committee of our Board. Our Non-Independent Non-Executive Director namely Ashok Vishnu Tagare was paid ₹ 0.15 million for Fiscal 2024.

Terms of appointment of our Non-Executive Independent Directors:

Pursuant to Board resolution dated April 12, 2016, our Non-Executive Independent Directors receive ₹ 5,000 for each meeting of our Board and ₹ 4,000 for attending each meeting of any committee of our Board.

The following table sets forth the details of the remuneration paid by our Company to our Independent Directors for the Fiscal 2024:

| S. No. | Name of the Independent Directors | Sitting fees (in ₹) |
|--------|-----------------------------------|---------------------|
| 1 | Anant Ramkrishna Sathe | 86,000 |
| 2 | Dilip Bindumadhav Huddar | 74,000 |
| 3 | Kishan Vir Sharma [#] | - |
| 4 | Milind Pralhad Kamble | 5,000 |
| 5 | Girish Kumar Ahuja | 10,000 |
| 6 | Sangeeta Singh [*] | N.A. |

[#] Kishan Vir Sharma deceased on September 24, 2023.

^{*} Sangeeta Singh was appointed on the Board of Directors on October 7, 2024.

Payment or benefits to Directors

Except as disclosed in “Our Management – Terms of appointment of our Managing Director” and “Our Management – Terms of appointment of our Whole Time Director” on pages 271 and 272, respectively, our Company has not entered into any contract appointing or fixing the remuneration of any Director in the two years preceding the date of this Draft Red Herring Prospectus.

In Fiscal 2024, our Company has not paid any compensation or granted any benefit on an individual basis to any of our Directors other than the remuneration as disclosed above in “*Our Management – Terms of appointment of our Managing Director*” and “*Our Management – Terms of appointment of our Whole Time Director*” on pages 271 and 272, respectively, and sitting fees paid to them for such period.

Remuneration paid or payable to our Directors by our Subsidiary or associates

None of our Directors have been paid or were entitled to any remuneration by our Subsidiary, including contingent or deferred compensation accrued for Financial Year 2024.

As on the date of this Draft Red Herring Prospectus, our Company has no associate company.

Contingent or deferred compensation paid to Directors by our Company

There is no contingent or deferred compensation, which does not form part of remuneration, accrued for Financial Year 2024 and payable to any of our Directors at a later date.

Bonus or profit-sharing plan for our Directors

None of our Directors is entitled to any bonus or profit-sharing plans of our Company. For details of commission payable to our Managing Director and Whole Time Director, see “*Our Management – Terms of appointment of our Managing Director*” and “*Our Management – Terms of appointment of our Whole Time Director*” on page 271 and 272, respectively.

Service Contracts with Directors

None of our Directors have entered into a service contract with our Company pursuant to which they are entitled to any benefits upon termination of their employment.

Shareholding of Directors in our Company

As per our Articles of Association, our Directors are not required to hold any qualification shares.

Except as disclosed below, as on the date of this Draft Red Herring Prospectus, none of our Directors hold any Equity Shares in our Company:

| Name of the Director | Number of Equity Shares held | Percentage of the pre-Issue paid up share capital (%) |
|-----------------------------|-------------------------------------|--|
| Shrikant Shankar Badve | 530,036,384 | 81.42 |
| Supriya Shankar Badve | 43,333,920 | 6.66 |

Shareholding of Directors in our Subsidiary

None of our Directors hold any shares in the Subsidiary of our Company.

Interest of Directors

Our Directors, may be deemed to be interested to the extent of fees payable to them for attending meetings of our Board or a committee thereof, to the extent of other remuneration and reimbursement of expenses, if any, payable to them by our Company under our Articles of Association and their respective appointment letters, and to the extent of remuneration paid to them for services rendered as an officer or employee of our Company. For further details, see *Our Management – Terms of appointment of our Managing Director*”, “*Our Management – Terms of appointment of our Whole Time Director*”, *Our Management – Terms of appointment of our Non-Executive Non-Independent Director*” and “*Our Management – Terms of appointment of our Non- Executive Independent Directors*” on pages 271, 272, 272 and 272, respectively.

Our Directors may also be deemed to be interested to the extent of Equity Shares, if any, held by them and their relatives (together with other distributions in respect of Equity Shares), or held by the entities in which they are associated as partners, promoters, directors, proprietors, members, trustees or beneficiaries or that may be subscribed by or allotted to the companies, firms, ventures or trusts in which they are interested as promoters, directors, partners, proprietors, members, trustees or beneficiaries, pursuant to the Issue and any dividend and

other distributions payable in respect of such Equity Shares. For details, see “- *Shareholding of Directors in our Company*” on page 273.

Our Directors may also be deemed to be interested in the contracts / agreements /arrangements entered into or to be entered into by our Company in the normal course of business with any company which is promoted by them or in which they hold directorships or any partnership firm in which they are partners. For further details, see “*Restated Consolidated Financial Information – Note 42. Related party disclosures*” on page 331.

Our Company had entered into a leave and license agreement dated April 01, 2022 with Supriya Shrikant Badve for leave and license of a parcel of 8 flats which include 2 flats bearing numbers B-204, B-205 on the second floor, 3 flats bearing numbers B-403, B-404, B-406 on the fourth floor, one flat bearing number C-105 on first floor, one flat bearing number c-205, one flat bearing number E-406 on the fourth floor in the building ‘Rhone’ in the township called Omaxe Riveira, situated at Rudrapur, Pant Nagar, Uttarakhand (“Flats”). This agreement is for a period of five years commencing from April 1, 2022.

Our Company has entered into Memorandum of Hiring Facilities dated March 26, 2020 with Shrikant Shankar Badve for three land parcels situated at Land Gut. No. 15, an estate compressing land admeasuring 38 Gunthas, situated at Naigavan, Tq. Paithan, Dist. Aurangabad, Land Gut. No. 15, an estate compressing land admeasuring 21.5 Gunthas, situated at Naigavan, Tq. Paithan, Dist. Aurangabad and Land Gut. No. 15, an estate compressing land admeasuring 1-H.62-R, situated at Naigavan, Tq. Paithan, Dist. Aurangabad for a period of April 1, 2020 to March 31, 2025

Our Company has also entered into leave and licence Agreement with Shrikant Shakar Badve dated January 9, 2023 for property situated at Gut No 15 land measuring 6 Gunthas, situated at Naigavan, Tq. Paithan, Dist. Aurangabad, along with Building constructed thereon for a period of 60 months starting January 9, 2023 till January 8, 2028.

For further details, see “*Financial Information – Restated Consolidated Financial Information – Note 42. Related party disclosures*” on page 331.

Except for Shrikant Shankar Badve and Supriya Shrikant Badve who are also Promoters of our Company, none of our Directors have any interest in the promotion or formation of our Company. For details regarding the promotion of our Directors, see “*Our Promoters and Promoter Group – Interests of Promoters and common pursuits*” on page 290.

Except as stated in “*Restated Consolidated Financial Information – Notes forming part of the Restated Consolidated Financial Information – Note 42. Related party disclosures*” beginning on page 331, no amount or benefit has been paid or given within the two years preceding the date of filing of this Draft Red Herring Prospectus or is intended to be paid or given to any of our Directors.

None of our Directors have any interest in any property acquired or proposed to be acquired of or by our Company or in any transaction by our Company with respect to the acquisition of land, construction of building or supply of machinery during the three years preceding the date of this Draft Red Herring Prospectus.

None of our Directors have availed loans from our Company.

None of our Directors have been declared a Fugitive Economic Offender

Changes in the Board in the last three years

| S. No | Name of the Director | Date of Appointment/ Change/ Cessation | Reason for change |
|-------|---------------------------|--|-------------------|
| 1. | Kishan Vir Sharma | September 24, 2023 | Cessation* |
| 2. | Girish Kumar Ahuja | November 9, 2023 | Appointment |
| 3. | Dr. Milind Pralhad Kamble | January 5, 2024 | Appointment |
| 4. | Sangeeta Singh | October 7, 2024 | Appointment |

*Kishan Vir Sharma deceased on September 24, 2023.

Borrowing Powers of our Board

Pursuant to our Articles of Association, subject to applicable provisions of the Companies Act, 2013, and the resolution passed by our Board in its meeting dated August 12, 2022 and through the shareholders’ meeting held

on August 23, 2022, our Board is authorized to borrow a sum or sums of money from time to time and on such terms and conditions as the Board may deem fit, which together with the monies already borrowed by our Company (apart from temporary loans obtained by our Company in the ordinary course of business) in excess of our Company's aggregate paid-up capital and free reserves shall not exceed a sum of ₹ 50,000.00 million.

Corporate Governance

The provisions of the Companies Act, along with SEBI Listing Regulations with respect to corporate governance will be applicable to us immediately upon the listing of the Equity Shares on the Stock Exchanges. Our Company is in compliance with the requirements of the applicable provisions of the SEBI Listing Regulations, and the Companies Act, in respect of corporate governance including the constitution of our Board and committees thereof. Our Company undertakes to take all necessary steps to continue to comply with all the requirements of the SEBI Listing Regulations and the Companies Act, 2013.

Committees of our Board

In terms of the SEBI Listing Regulations and the provisions of the Companies Act, 2013, our Company has constituted the following Board-level committees:

1. Audit Committee;
2. Nomination and Remuneration Committee;
3. Stakeholders' Relationship Committee;
4. Corporate Social Responsibility Committee; and
5. Risk Management Committee

Audit Committee

The Audit Committee was constituted by the Board on February 6, 2015. It was last re-constituted on November 09, 2023. The Audit Committee of our Board consists of 3 members. The composition of the Audit Committee and its terms of reference are in compliance with Regulation 18 of the SEBI Listing Regulations and section 177 of the Companies Act, 2013. The current constitution of the Audit Committee is as follows:

| S. No. | Name and designation of Director | Committee designation |
|--------|--|-----------------------|
| 1. | Anant Ramkrishna Sathe, Non-Executive Independent Director | Chairperson |
| 2. | Ashok Vishnu Tagare, Non-Independent Non-executive Director | Member |
| 3. | Dilip Bindumadhav Huddar, Non-Executive Independent Director | Member |

The scope and function of the Audit Committee as approved by the Board by its resolution dated November 16, 2024 are as follows:

- (a) The Audit Committee shall have powers, which shall be as under:
 - (i) To investigate any activity within its terms of reference;
 - (ii) To seek information that it properly requires from any employee of the Company or any associate or subsidiary, joint venture Company in order to perform its duties and all employees are directed by the Board to co-operate with any request made by the Committee from such employees;
 - (iii) To obtain outside legal or other professional advice;
 - (iv) To secure attendance of outsiders with relevant expertise, if it considers necessary and to seek their advice, whenever required;
 - (v) To approve the disclosure of the Key Performance Indicators to be disclosed in the documents in relation to the initial public offering of the equity shares of the Company; and
 - (vi) Such powers as may be prescribed under the Companies Act and SEBI Listing Regulations.
- (b) The role of the Audit Committee shall be as under:

- (i) Oversight of the Company's financial reporting process, examination of the financial statement and the auditors' report thereon and the disclosure of its financial information to ensure that the financial statement is correct, sufficient, and credible;
- (ii) Recommendation to the Board for appointment, re-appointment and replacement, remuneration and terms of appointment of auditors of the Company and the fixation of audit fee;
- (iii) Approval of payments to statutory auditors for any other services rendered by the statutory auditors of the Company;
- (iv) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - (a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of section 134(3)(c) of the Companies Act;
 - (b) Changes, if any, in accounting policies and practices and reasons for the same;
 - (c) Major accounting entries involving estimates based on the exercise of judgment by the management of the Company;
 - (d) Significant adjustments made in the financial statements arising out of audit findings;
 - (e) Compliance with listing and other legal requirements relating to financial statements;
 - (f) Disclosure of any related party transactions; and
 - (g) modified opinion(s) in the draft audit report.
- (v) Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
- (vi) Monitoring the end use of funds raised through public offers and reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter. This also includes monitoring the use/ application of the funds raised through the proposed initial public offer by the Company;
- (vii) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- (viii) Formulating a policy on related party transactions, which shall include materiality of related party transactions and the definition of material modifications of related party transactions;
- (ix) Approval of any subsequent modifications of transactions of the Company with related parties and omnibus approval (in the manner specified under the SEBI Listing Regulations and Companies Act) for related party transactions proposed to be entered into by the Company. Provided that only those members of the committee, who are independent directors, shall approve related party transactions;

Explanation: The term "related party transactions" shall have the same meaning as provided in Regulation 2(1)(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act.
- (x) Approval of related party transactions to which the subsidiary(ies) of the Company is party but the Company is not a party, if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual

consolidated turnover as per the last audited financial statements of the Company, subject to such other conditions prescribed under the SEBI Listing Regulations;

- (xi) Review, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given;
- (xii) Scrutiny of inter-corporate loans and investments;
- (xiii) Valuation of undertakings or assets of the company, wherever it is necessary;
- (xiv) Evaluation of internal financial controls and risk management systems;
- (xv) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (xvi) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (xvii) Discussion with internal auditors of any significant findings and follow up there on;
- (xviii) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- (xix) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (xx) Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (xxi) Reviewing the functioning of the whistle blower mechanism;
- (xxii) Approval of the appointment of the Chief Financial Officer of the Company (“CFO”) (i.e., the whole-time finance director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc., of the candidate;
- (xxiii) To formulate, review and make recommendations to the Board to amend the Audit Committee’s terms of reference from time to time;
- (xxiv) Overseeing a vigil mechanism established by the Company, providing for adequate safeguards against victimisation of employees and directors who avail of the vigil mechanism and also provide for direct access to the Chairperson of the Audit Committee for directors and employees to report their genuine concerns or grievances;
- (xxv) Reviewing the utilization of loans and/or advances from/investment by the Company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments;
- (xxvi) Considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;
- (xxvii) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee; and
- (xxviii) Carrying out any other functions and roles as provided under the Companies Act, the SEBI Listing Regulations, each as amended and other applicable laws or by any regulatory authority and performing such other functions as may be necessary or appropriate for the performance of its duties.

- (c) The Audit Committee shall mandatorily review the following information:
- (i) Management discussion and analysis of financial condition and results of operations;
 - (ii) Management letters/letters of internal control weaknesses issued by the statutory auditors of the Company;
 - (iii) Internal audit reports relating to internal control weaknesses;
 - (iv) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee;
 - (v) Statement of deviations:
 - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI Listing Regulations; and
 - (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI Listing Regulations.”
 - (c) To carry out such other functions as may be specifically referred to the Committee by the Board of Directors and/or other Committees of Directors of the Company; and
 - (d) To make available its terms of reference and review periodically those terms of reference and its own effectiveness and recommend any necessary changes to the Board.

Nomination and Remuneration Committee (“NRC”)

The NRC was constituted by the Board on February 6, 2015. It was last re-constituted on November 09, 2023. The NRC of our Board consists of 3 members. The composition of the NRC and its terms of reference are in compliance with regulation 19 of the SEBI Listing Regulations and section 178 of the Companies Act, 2013. The current constitution of the NRC is as follows:

| S. No | Name and designation of Director | Committee designation |
|--------------|--|------------------------------|
| 1. | Dilip Bindumadhav Huddar, Non-Executive Independent Director | Chairperson |
| 2. | Anant Ramkrishna Sathe, Non-Executive Independent Director | Member |
| 3. | Ashok Vishnu Tagare, Non-Independent Non-Executive Director | Member |

The scope and function of the NRC as approved by the Board by its resolution dated November 16, 2024 are as follows:

- (i) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;

The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:

- (a) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
- (b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- (c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The

person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

- (i) use the services of an external agencies, if required;
 - (ii) consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - (iii) consider the time commitments of the candidates.
- (ii) Formulation of criteria for evaluation of performance of independent directors and the Board;
 - (iii) Devising a policy on Board diversity;
 - (iv) Identifying persons who are qualified to become directors of the Company and who may be appointed as senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal. The Company shall disclose the remuneration policy and the evaluation criteria in its annual report;
 - (v) Analysing, monitoring and reviewing various human resource and compensation matters;
 - (vi) Determining the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;
 - (vii) Recommending the remuneration, in whatever form, payable to the senior management personnel and other staff (as deemed necessary);
 - (viii) Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
 - (ix) Determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
 - (x) Perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - (xi) Administering, monitoring and formulating the employee stock option scheme/plan approved by the Board and shareholders of the Company in accordance with the applicable laws:
 - (i) Determining the eligibility of employees to participate under the ESOP Scheme;
 - (ii) Determining the quantum of option to be granted under the ESOP Scheme per employee and in aggregate;
 - (iii) Date of grant;
 - (iv) Determining the exercise price of the option under the ESOP Scheme;
 - (v) The conditions under which option may vest in employee and may lapse in case of termination of employment for misconduct;
 - (vi) The exercise period within which the employee should exercise the option and that option would lapse on failure to exercise the option within the exercise period;
 - (vii) The specified time period within which the employee shall exercise the vested option in the event of termination or resignation of an employee;
 - (viii) The right of an employee to exercise all the options vested in him at one time or at various points of time within the exercise period;
 - (ix) Re-pricing of the options which are not exercised, whether or not they have been vested if stock option rendered unattractive due to fall in the market price of the equity shares;
 - (x) The grant, vest and exercise of option in case of employees who are on long leave;
 - (xi) Allow exercise of unvested options on such terms and conditions as it may deem fit;
 - (xii) Formulate the procedure for funding the exercise of options;

- (xiii) The procedure for cashless exercise of options;
- (xiv) Forfeiture/ cancellation of options granted;
- (xv) Formulate the procedure for buy-back of specified securities issued under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, if to be undertaken at any time by the Company, and the applicable terms and conditions, including:
 - permissible sources of financing for buy-back;
 - any minimum financial thresholds to be maintained by the Company as per its last financial statements; and
 - limits upon quantum of specified securities that the Company may buy-back in a financial year.
- (xvi) Formulating and implementing the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions such as rights issues, bonus issues, merger, sale of division and others. In this regard following shall be taken into consideration:
 - the number and the price of stock option shall be adjusted in a manner such that total value of the option to the employee remains the same after the corporate action;
 - for this purpose, global best practices in this area including the procedures followed by the derivative markets in India and abroad may be considered; and
 - the vesting period and the life of the option shall be left unaltered as far as possible to protect the rights of the employee who is granted such option.
- (xii) Construing and interpreting the ESOP Scheme and any agreements defining the rights and obligations of the Company and eligible employees under the ESOP Scheme, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the ESOP Scheme;
- (xiii) Framing suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:
 - (i) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended;
 - (ii) the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, as amended; and
 - (iii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 by the Company and its employees, as applicable.
- (xiv) Performing such other activities as may be delegated by the Board and/or are statutorily prescribed under any law to be attended to by the Nomination and Remuneration Committee; and
- (xv) Such terms of reference as may be prescribed under the Companies Act, SEBI Listing Regulations and other applicable laws or by any regulatory authority and performing such other functions as may be necessary or appropriate for the performance of its duties.

Stakeholders' Relationship Committee ("SRC")

The SRC was constituted pursuant to resolution of our Board dated November 09, 2023. The SRC of our Board consists of 3 members. The composition of the SRC and its terms of reference are in compliance with regulation 20 of the SEBI Listing Regulations and section 178 of the Companies Act, 2013. The current constitution of the SRC is as follows:

| S. No | Name and designation of Director | Committee designation |
|-------|---|-----------------------|
| 1. | Ashok Vishnu Tagare, Non-Independent Non-Executive Director | Chairperson |
| 2. | Anant Ramkrishna Sathe, Non-Executive Independent Director | Member |

| S. No | Name and designation of Director | Committee designation |
|-------|--|-----------------------|
| 3. | Dilip Bindumadhav Huddar, Non-Executive Independent Director | Member |

The scope and function of the SRC as approved by the Board by its resolution dated November 16, 2024 are as follows:

- (a) Redressal of all security holders' and investors' grievances such as complaints related to transfer/transmission of shares, including non-receipt of share certificates and review of cases for refusal of transfer/transmission of shares and debentures, dematerialisation and re-materialisation of shares, non-receipt of balance sheet, non-receipt of declared dividends, non-receipt of annual reports, general meetings etc., and assisting with quarterly reporting of such complaints;
- (b) Reviewing of measures taken for effective exercise of voting rights by shareholders;
- (c) Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;
- (d) Giving effect to all allotments, transfer/transmission of shares and debentures, dematerialisation of shares and re-materialisation of shares, split and issue of duplicate/consolidated/new share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time;
- (e) Reviewing the measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;
- (f) Reviewing the adherence to the service standards by the Company with respect to various services rendered by the registrar and transfer agent of the Company and to recommend measures for overall improvement in the quality of investor services;
- (g) Considering and specifically looking into various aspects of interest of shareholders, debenture holders or holders of any other securities;
- (h) Formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
- (i) To approve allotment of shares, debentures or any other securities as per the authority conferred/ to be conferred to the committee by the Board from time to time;
- (j) To monitor and expedite the status and process of dematerialization and rematerialisation of shares, debentures and other securities of the Company
- (k) To further delegate all or any of the power to any other employee(s), officer(s), representative(s), consultant(s), professional(s) or agent(s); and
- (l) Carrying out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act or SEBI Listing Regulations, or by any other regulatory authority.
- (m) Such terms of reference as may be prescribed under the Companies Act and SEBI Listing Regulations.

Corporate Social Responsibility Committee (“CSR Committee”)

The CSR Committee was constituted by our Board pursuant to a resolution dated April 15, 2014 passed by our Board. It was last re-constituted on November 9, 2023. The composition of the CSR Committee and its terms of reference are in compliance with section 135 of the Companies Act, 2013. The current constitution of the CSR Committee is as follows:

| S. No | Name and designation of Director | Committee designation |
|-------|---|-----------------------|
| 1. | Supriya Shrikant Badve, Whole Time Director | Chairperson |
| 2. | Anant R. Sathe, Non-Executive Independent Director | Member |
| 3. | Ashok Vishnu Tagare, Non-Independent Non-Executive Director | Member |

The scope and function of the CSR Committee as approved by the Board by its resolution dated November 16, 2024 are as follows:

- (i) To formulate and recommend to the board, a corporate social responsibility policy stipulating, amongst others, the guiding principles for selection, implementation and monitoring the activities as well as formulation of the annual action plan which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act and the rules made thereunder, monitor the implementation of the same from time to time and make any revisions therein as and when decided by the Board;
- (ii) To identify corporate social responsibility policy partners and corporate social responsibility policy programmes;
- (iii) To review and recommend the amount of expenditure to be incurred for the corporate social responsibility activities, being at least two-percent of the average net profits of the Company made during the three immediately preceding financial years in pursuance of its corporate social responsibility and the distribution of the same to various corporate social responsibility programmes undertaken by the Company;
- (iv) To formulate and recommend to the Board, an annual action plan in pursuance to the Corporate Social Responsibility Policy, which shall include the following, namely:
 - (a) the list of Corporate Social Responsibility projects or programmes that are approved to be undertaken in areas or subjects specified in the Schedule VII of the Companies Act, 2013;
 - (b) the manner of execution of such projects or programmes as specified in Rule 4 of the Companies (Corporate Social Responsibility Policy) Rules, 2014;
 - (c) the modalities of utilization of funds and implementation schedules for the projects or programmes;
 - (d) monitoring and reporting mechanism for the implementation of the projects or programmes; and
 - (e) details of need and impact assessment, if any, for the projects undertaken by the company.

Provided that the Board may alter such plan at any time during the financial year, as per the recommendations of the Corporate Social Responsibility Committee, based on the reasonable justification to that effect.

- (v) Identifying and appointing the corporate social responsibility team of the Company and delegate responsibilities to such team and supervise proper executive of all delegated responsibilities;
- (vi) To review and monitor the implementation of corporate social responsibility programmes and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes;
- (vii) To take note of the compliances made by implementing agency (if any) appointed for the corporate social responsibility of the Company
- (viii) To perform such other duties and functions as the Board may require the corporate social responsibility committee to undertake to promote the corporate social responsibility activities of the Company and exercise such other powers as may be conferred or perform such responsibilities as may be required by the CSR Committee in terms of the provisions of Section 135 of the Companies Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014 or other applicable law.

Risk Management Committee (“RMC”)

The RMC was constituted by our Board pursuant to a resolution dated November 16, 2024 passed by our Board. The composition of the RMC and its terms of reference are in compliance with regulation 21 SEBI Listing Regulations. The current constitution of the RMC Committee is as follows:

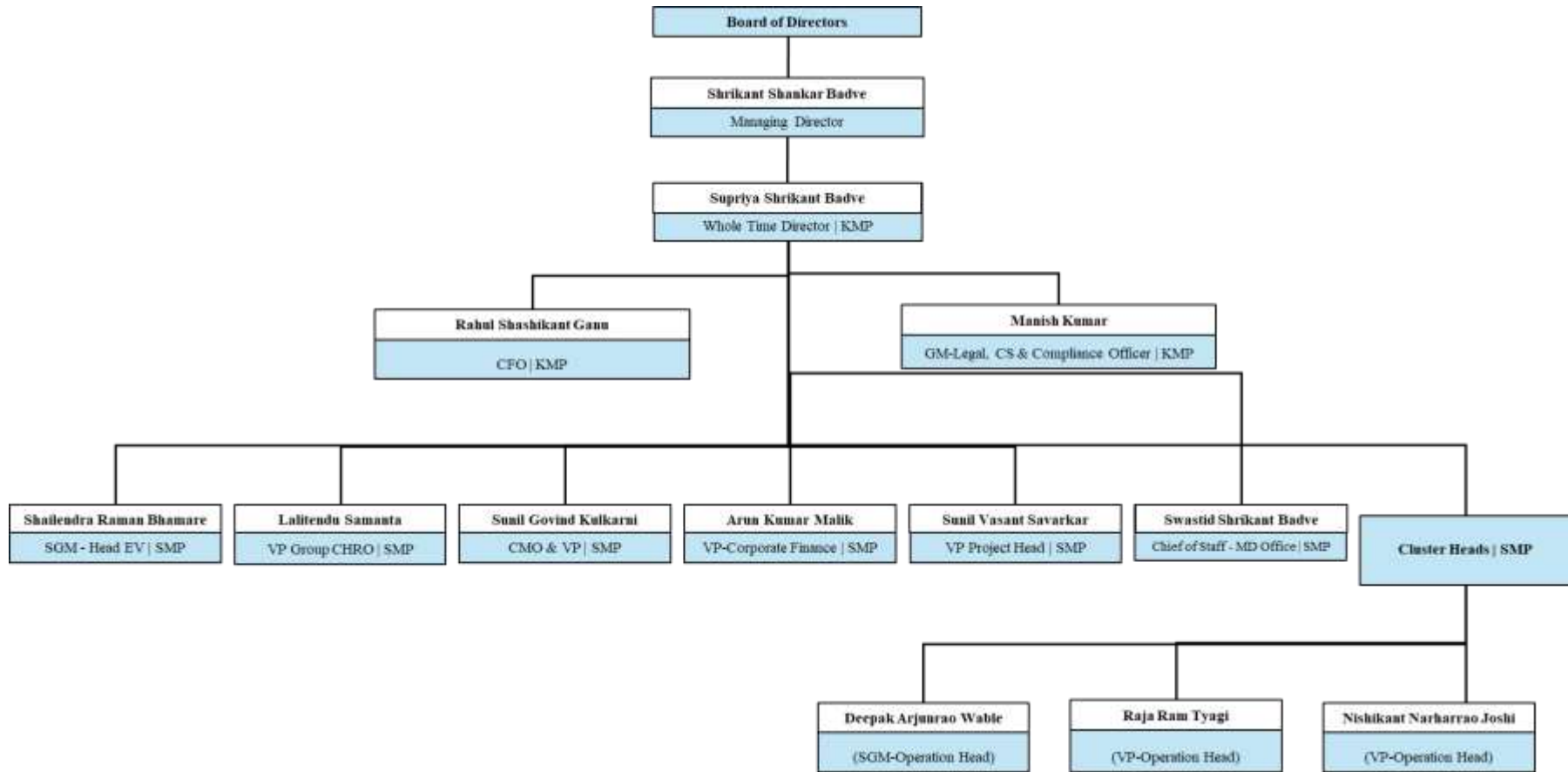
| Name of Director | Position in the committee | Designation |
|-------------------------|----------------------------------|------------------------------------|
| Supriya Shrikant Badve | Chairperson | Whole-time Director |
| Anant Ramkrishna Sathe | Member | Non-Executive Independent Director |

| Name of Director | Position in the committee | Designation |
|--------------------------|---------------------------|------------------------------------|
| Dilip Bindumadhav Huddar | Member | Non-Executive Independent Director |

The scope and function of the RMC as approved by the Board by its resolution dated November 16, 2024, are as follows:

- (i) To formulate a detailed risk management policy which shall include:
 - framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, Environmental, Social and Governance (ESG) related risks), information, cyber security risks or any other risk as may be determined by the Committee;
 - Measures for risk mitigation including systems and processes for internal control of identified risks; and
 - Business continuity plan.
- (ii) To approve major decisions affecting the risk profile or exposure and give appropriate directions;
- (iii) To consider the effectiveness of decision making process in crisis and emergency situations;
- (iv) To balance risks and opportunities;
- (v) To generally, assist the Board in the execution of its responsibility for the governance of risk;
- (vi) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- (vii) To review and recommend potential risk involved in any new business plans and processes;
- (viii) To review the Company's risk-reward performance to align with the Company's overall policy objectives;
- (ix) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- (x) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- (xi) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- (xii) The appointment, removal and terms of remuneration of the Chief Risk Officer shall be subject to review by the Risk Management Committee.
- (xiii) To seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.
- (xiv) Laying down risk assessment and minimization procedures and the procedures to inform Board of the same;
- (xv) Framing, implementing, reviewing and monitoring the risk management plan for the Company and such other functions, including cyber security; and
- (xvi) Performing such other activities as may be delegated by the Board and/or are statutorily prescribed under any law to be attended to by the Risk Management Committee or by any regulatory authority and performing such other functions as may be necessary or appropriate for the performance of its duties.

Management organization structure



Key Managerial Personnel of our Company

In addition to our Managing Director, Shrikant Shankar Badve and Whole-Time Director, Supriya Shrikant Badve, whose details are provided in “— *Brief Biographies of Directors*” on page 269, the details of our other Key Managerial Personnel in terms of the SEBI ICDR Regulations, as on the date of this Draft Red Herring Prospectus are set forth below:

Rahul Shashikant Ganu is the Chief Financial Officer of our Company. He was initially appointed as the Assistant manager - Accounts has been associated with our Company since May 22, 2003. He holds a bachelor's degree in commerce from the Marathwada University and a master's degree in business administration from Institute of Management Education, Pune. He has over 21 years of experience and in our Company he is primarily responsible for accounts, banking & finance functions. In Fiscal 2024, he received a remuneration of ₹ 3.80 million from our Company.

Manish Kumar is the Head Legal and Company Secretary at General Manager Grade. He was appointed as Company Secretary and Compliance Officer from August 12, 2023. He holds a bachelor's degree in science from Indira Gandhi National Open University and a bachelor's degree in law from Chaudhary Charan Singh University, Meerut. He is a fellow member of the Institute of Company Secretaries of India. He has over 11 years of experience. He is responsible for handling legal and secretarial at our Company. Prior to his appointment in our Company, he has worked with Windlas Biotech Limited, GRM Overseas Limited, Hella India Automotive Private Limited, Best Foods Limited and Hero Motors Limited. He is primarily responsible for all the secretarial and legal matters of our Company. In Fiscal 2024, he received a remuneration of ₹ 1.92 million from our Company.

Senior Management Personnel of our Company

In addition to Rahul Shashikant Ganu, the Chief Financial Officer of our Company and Manish Kumar, the Company Secretary and Compliance Officer of our Company, the details of our other Senior Management Personnel in terms of the SEBI ICDR Regulations, as of the date of this Draft Red Herring Prospectus are set forth below:

Swastid Shrikant Badve is the Chief of Staff – MD Office of our Company. He has been associated with our Company since May 2, 2023. He holds a bachelor's degree in science in engineering and bachelor's degree in science in Economics from University of Pennsylvania. He has over 1 year 6 months of experience and is handling strategy and operations functions of our Company. Prior to his appointment at our Company, he has worked with McKinsey and Company. In Fiscal 2024, he received a remuneration of ₹ 2.10 million from our Company.

Arun Kumar Mallik is the Vice President (Corporate Finance) of our Company and has been associated with our Company since March 13, 2023. He has a bachelor's degree in commerce from Lalit Nayaran Mithila University and a post graduate diploma in business management from Institute of Management Technology Ghaziabad. He has more than 28 years of experience. He is responsible for IPO planning and process, risk management, merger and acquisition, management accounting and audit, direct and indirect taxation, legal and secretarial, group IT control & automation at our Company. He has worked with Uno Minda Limited, Madhusudan Auto Limited, Rasandik Engineering and Industries India Limited and Fine Tracks Limited. Prior to his appointment at our Company, he was associated with Viney Corporation Limited as Group CFO. In Fiscal 2024, he received a remuneration of ₹ 6.70 million from our Company.

Sunil Govind Kulkarni is the Chief Marketing Officer and Vice-President of our Company. He has been associated with our Company since July 10, 2023. He holds a bachelor's degree in electronic engineering from University of Bombay and a master's degree in management studies from University of Mumbai. He has over 9 years of experience. He is responsible for business development functions at our Company. He has previously worked with Delphi Automotive Systems Private Limited, Godrej & Boyce Mfg. Co. Ltd., S.J.S. Enterprises Private Limited, Kirloskar Oil Engines Limited, Endurance Technologies Limited. Prior to his appointment in our Company, he has worked with SOM Autotech Private Limited as CEO. In Fiscal 2024, he received a remuneration of ₹ 3.65 million from our Company.

Sunil Vasant Savarkar is the Vice-President – Project Head of our Company. He initially joined our Company as Senior General Manager and has been associated with our Company since March 9, 2012. He holds a bachelor of technology degree in electrical (lateral entry) engineering from Janardan Rai Nagar Rajasthan Vidyapeeth University, Udaipur, a post graduate diploma in business management from Savitribai Phule Pune University, Pune and diploma in electrical engineering from Board of Technical Examinations Maharashtra State. He has over

20 years of experience. He is responsible for handling project functions at our Company. Prior to his appointment in our Company, he has worked with Greaves Cotton Limited. In Fiscal 2024, he received a remuneration of ₹ 3.76 million from our Company.

Raja Ram Tyagi is the Vice-President – Operation Head (Cluster Head) of our Company. He has been associated with our Company since August 4, 2014 and had joined our Company as Head – S.B.U. He holds a diploma in mechanical engineering from Dayalbagh Educational Institute, Agra. He has over 15 years of experience. He is responsible for handling operations functions at our Company. He has worked with JBM Auto Limited as Manager in Production and production planning and control department. Prior to his appointment in our Company, he was associated with Krishna Group - SKH Sheet Metals Components Limited as Deputy General Manager – Operations (as Plant Head). In Fiscal 2024, he received a remuneration of ₹ 5.41 million from our Company.

Nishikant Narharrao Joshi is the Vice-President – Operation Head (Cluster) of our Company. He has been associated with our Company since June 1, 2013 and had joined our Company as Associate Vice President. He holds a bachelor's degree in mechanical engineering from Marathwada University. He has over 10 years of experience. He is responsible for handling operations and business development functions at our Company. Prior to joining our Company, he was associated with Bharat Forge as Senior Vice President. In Fiscal 2024, he received a remuneration of ₹ 5.71 million from our Company.

Deepak Arjunrao Wable is the Senior General Manger – Operation Head (Cluster Head) of our Company. He has been associated with Shreeyash Chassis Private Limited since May 1, 2001 which subsequently got merged with our Company. He holds a bachelor's degree in mechanical engineering from Dr. Babasaheb Ambedkar Marathwada University, Aurangabad. He has over 23 years of experience. He is responsible for operations functions at our Company. Prior to his appointment in our Company, he has worked with Shreeyash Chassis Private Limited. In Fiscal 2024, he received a remuneration of ₹ 2.98 million from our Company.

Lalitendu Samanta is the Vice President – Group CHRO of our Company. He has been associated with our Company from January 15, 2024. He has done his diploma for master of arts from Berhampur University. He has brought over 34 years of experience. He is responsible for HR operations at our Company. He was associated with J.K. Synthetics Limited, Lumax Management Services Private Limited, Minda Huf Limited, Sunbeam Lightweighting Solutions Private Limited, Minda Management Service Limited, Jas Infrastructure and Power Limited, Delhi International Airport Private Limited, Vedanta Aluminium Limited, Tata Motors Limited, Hindustan Sanitaryware and Industries Limited, Grasim Industries Limited and GATI Cargo Management Services. Before joining our Company he was associated with Uniparts India Limited as Senior Vice President – Corporate HR. In Fiscal 2024, he received a remuneration of ₹ 1.33 million from our Company.

Shailendra Raman Bhamare is the Senior General Manger – Head EV Business of our Company. He has been associated with our Company since January 9, 2019 and was initially appointed as Senior General Manager – M.D. Office. He holds a diploma in mechanical engineering issued by the Board of Technical Examinations Maharashtra, a post graduate diploma in business management from University of Pune and master's in management science from University of Pune. He has over 13 years of experience. He has previously worked with Bajaj Auto Limited. He has also been engaged in third party consultancy to carry out particular assignments. Before joining our Company he was associated with Star Engineers (I) Private Limited as a general manager in materials. In our Company, he is responsible for EV business operations. In Fiscal 2024, he received a remuneration of ₹ 4.38 million from our Company.

Status of Key Managerial

Personnel and Senior Management Personnel

All our Key Managerial Personnel and Senior Management Personnel are permanent employees of our Company.

Shareholding of Key Managerial Personnel and Senior Management Personnel in our Company

Except as disclosed under “– *Shareholding of Directors in our Company*” on page 273 and for Swastid Shrikant Badve who holds 2,016,000 Equity Shares of our Company representing 0.31 percent of our total equity shareholding, none of our Key Managerial Personnel and Senior Management Personnel hold any Equity Shares in our Company.

Payments or benefits to Key Managerial Personnel and Senior Management Personnel

In Fiscal 2024, our Company has not paid any compensation or granted any benefit on an individual basis to any of our Key Managerial Personnel or Senior Management, other than the remuneration as disclosed above in “– Terms of appointment of our Managing Director”, “– Terms of appointment of our Whole-Time Director”, “– Key Managerial Personnel of our Company” and “– Senior Management Personnel of our Company” on pages 271, 272, 285 and 285, respectively.

Bonus or Profit-Sharing Plans of the Key Managerial Personnel and Senior Management Personnel

Except as disclosed in “– Bonus or profit-sharing plan for our Directors” on page 287, none of our Key Managerial Personnel or Senior Management Personnel is entitled to any bonus or profit-sharing plans of our Company.

Interests of Key Managerial Personnel and Senior Management Personnel

Our Key Managerial Personnel and Senior Management Personnel do not have any interests in our Company, other than to the extent of (i) the remuneration or benefits to which they are entitled in accordance with the terms of their appointment or reimbursement of expenses incurred by them during the ordinary course of business by our Company; (ii) the Equity Shares and any dividend payable to them and other benefits arising out of such shareholding and (iii) the contracts/ agreements/ arrangements entered into or to be entered into by the Company in the normal course of business with any company which is promoted by them or in which they hold directorship or any partnership firm in which they are a partner (iv) as provided in “Our Management – Interest of Directors” on page 273. For details, see “– Shareholding of the Key Managerial Personnel and Senior Management Personnel in our Company” on page 286.

Other confirmations

Except as disclosed in “– Confirmations” on page 264, none of our Key Managerial Personnel and Senior Management Personnel have any conflict of interest with the suppliers of raw materials, third party service providers or lessors of immovable properties, crucial to our business and operations of our Company.

Contingent and deferred compensation payable to our Key Managerial Personnel and Senior Management Personnel

There is no contingent or deferred compensation accrued for Financial Year 2024 and payable to the Key Managerial Personnel and Senior Management Personnel at a later date.

Arrangements or understandings with major shareholders, customers, suppliers or others pursuant to which our Key Managerial Personnel and Senior Management Personnel have been appointed as a Key Managerial Personnel and Senior Management Personnel

None of our Key Managerial Personnel and Senior Management Personnel have been appointed pursuant to any arrangement or understanding with major shareholders, customers, suppliers or others.

Service Contracts with Key Managerial Personnel and Senior Management Personnel

Except as disclosed in “– Service Contracts with Directors” on page 273 and statutory entitlements or benefits upon termination of their employment in our Company or retirement, no Key Managerial Personnel and Senior Management Personnel has entered into a service contract with our Company pursuant to which they are entitled to any benefits upon termination of employment or retirement.

Changes in Key Managerial Personnel and Senior Management Personnel

Other than as disclosed in “– Changes in the Board in the last three years” on page 274, the changes in the Key Managerial Personnel and Senior Management Personnel in the preceding three years are as follows:

| S. No. | Name | Designation | Date of Change | Reason for Change |
|--------|------------------------|---|------------------|-------------------|
| 1. | Nakul Shivajirao Patil | Senior Manager (Secretarial and Legal) | July 8, 2023 | Cessation |
| 2. | Manish Kumar | Company Secretary and Compliance officer | August 12, 2023 | Appointment |
| 3. | Swastid Shrikant Badve | Chief of Staff – MD Office | November 9, 2023 | Appointment |
| 4. | Arun Kumar Mallik | Vice President – Group | November 9, 2023 | Appointment |

| S. No. | Name | Designation | Date of Change | Reason for Change |
|--------|---------------------------|---|------------------|-------------------|
| | | CFO | | |
| 5. | Sunil Govind Kulkarni | Chief Marketing Officer and Vice-President | November 9, 2023 | Appointment |
| 6. | Nishikant Narharrao Joshi | Vice-President – Operation Head (Cluster) | November 9, 2023 | Appointment |
| 7. | Raja Ram Tyagi | Vice-President – Operation Head (Cluster Head) | November 9, 2023 | Appointment |
| 8. | Deepak Arjunrao Wable | Senior General Manger – Operation Head (Cluster Head) | November 9, 2023 | Appointment |
| 9. | Sunil Vasant Savarkar | Vice-President – Project Head | November 9, 2023 | Appointment |
| 10. | Ashish Ashokrao Deshpande | Senior Vice President (EV Operations - Chief Technology Office) | November 9, 2023 | Appointment |
| 11. | Ashish Ashokrao Deshpande | Senior Vice President (EV Operations - Chief Technology Office) | April 17, 2024 | Cessation |
| 12. | Lalitendu Samanta | Vice President – Group CHRO | August 14, 2024 | Appointment |
| 13. | Shailendra Raman Bhamare | Senior General Manger – Head EV Business | August 14, 2024 | Appointment |

Further, the attrition rate of the Key Managerial Personnel and Senior Management Personnel of our Company is not high as compared to our peers.

Payment or benefit to officers of our Company (non-salary related)

No non-salary amount or benefit has been paid or given to any officer of our Company including Key Managerial Personnel or Senior Management Personnel, within the two years preceding the date of this Draft Red Herring Prospectus or is intended to be paid or given, other than in the ordinary course of their employment or any employee stock options, for services rendered as officers of our Company, dividend that may be payable in their capacity as Shareholders. For details of the related party transactions, see “*Restated Consolidated Financial Information – Notes forming part of the Restated Consolidated Financial Information – Note 42. Related party disclosures*” on page 331.

Employee stock option

As on the date of this Draft Red Herring Prospectus, our Company does not have any employee stock options scheme or any employee stock purchase scheme.

OUR PROMOTER AND PROMOTER GROUP

The Promoters of our Company are Shrikant Shankar Badve, Supriya Shrikant Badve and Sumedh Shrikant Badve. As on the date of this Draft Red Herring Prospectus, our Promoters, in aggregate, hold 587,875,424 Equity Shares in our Company, representing 90.30% of the issued, subscribed and paid-up Equity Share capital of our Company, on a fully diluted basis. For further details of the build-up of the Promoters' shareholding in our Company, see "*Capital Structure - Details of Shareholding of our Promoter in the Company*" on page 98.

OUR PROMOTERS

Details of our Promoters



Shrikant Shankar Badve (DIN: 00295505), aged 59 years, is one of the Promoters of our Company and is also the Managing Director of our Company.

For a complete profile of Shrikant Shankar Badve, along with details of his date of birth, personal address, educational qualifications, professional experience and positions/posts held in the past, directorships held, other ventures, special achievements, business and other financial activities, see "*Our Management*" on page 267.

His PAN is ABOPB6940M.



Supriya Shrikant Badve (DIN: 00366164), aged 55 years, is one of the Promoters of our Company and is also the Whole-time Director of our Company.

For a complete profile of Supriya Shrikant Badve, along with details of her date of birth, personal address, educational qualifications, professional experience and positions/posts held in the past, directorships held, other ventures, special achievements, business and other financial activities, see "*Our Management*" on page 267.

Her PAN is AICPB9394G.



Sumedh Shrikant Badve (DIN: 08050282), aged 28 years, is one of the Promoters of our Company and is also the General Manager (Head – Strategy) of our Company.

Date of Birth: March 8, 1996

Address: Bungalow No. 59, Survey No. 90/65, 69, Vasant Vihar Phase IV Street No. 6, Near Veerbhadra Nagar, Baner, Pune City, Pune 411045 Maharashtra, India

He holds a bachelor's degree in science (mechanical engineering) from Purdue University. He holds a master's degree in business administration from Harvard University. He has over 3 years of experience in the automotive sector. He has also previously worked with the Government of Maharashtra as an Associate for the Office of Minister, Finance and Planning, Forests. He is currently a director of Starkenn Technologies Private Limited, Badve Sons Private Limited, Prakritik Infrastructure Private Limited and United for Nature Foundation. He is a recipient of Gordon Hall Scholarship of Mechanical Engineering from Purdue

University. He is responsible for group level business strategy and development and other financial activities of our Company.

His PAN is BOSP0258L.

Our Company confirms that the PAN, Aadhaar card number, bank account number, passport number and driving license number of each of our Promoters will be submitted to the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus.

Our Company does not have any corporate promoter as on the date of this Draft Red Herring Prospectus.

Change in the control of our Company

There has not been any change in the control of our Company in the five years immediately preceding the date of this Draft Red Herring Prospectus. However, pursuant to a resolution dated November 16, 2024 adopted by our Board, Sumedh Shrikant Badve has been identified as a Promoter with effect from November 16, 2024.

Interests of Promoters and common pursuits

Our Promoters are interested in our Company to the extent (i) they have promoted our Company; (ii) of their direct and indirect shareholding in our Company, the shareholding of their relatives and entities in which our Promoters are interested and which hold Equity Shares in our Company and (iii) of the dividend payable upon such shareholding and any other distributions in respect of their equity shareholding in our Company or the shareholding of their relatives or such entities, if any. For further details, see “*Capital Structure - Details of Shareholding of our Promoter in the Company*” on page 98.

Our Promoters may also be deemed to be interested to the extent of their remuneration/ sitting fees and reimbursement of expenses, payable to them, if any in their capacity as Directors or employee of our Company. Our Promoters are not entitled to remuneration from our Subsidiary as on the date of this Draft Red Herring Prospectus. For further details, see “*Our Management – Terms of Appointment of our Managing Director*”, “*Our Management – Terms of Appointment of our Whole Time Director*” “*Our Management – Payment or benefit to Officers of our Company*”, and “*Our Management – Interests of Directors*” on pages 271, 272, 288 and 273, respectively.

Our Promoters are interested to the extent that our Company has undertaken any transactions or business arrangements with them, or their relatives or entities in which our Promoters hold equity shares or have an interest, if applicable. For further details, see “*Summary of the Draft Offer Document – Summary of Related Party Transactions*” on page 28.

Further, our Promoters are also directors on the boards, or are shareholder, member, trustee or partner of certain entities forming part of the Promoter Group and/or Group Companies and may be deemed to be interested to the extent of the payments made, if any, by our Company to such entities forming part of the Promoter Group and/or Group Companies. For the payments that are made by our Company to certain entities forming part of the Promoter Group and Group Companies, see “*Summary of the Draft Offer Document – Summary of Related Party Transactions*” on page 28.

No sum has been paid or agreed to be paid to any of our Promoters or to the firms or companies in which our Promoters are interested as members in cash or shares or otherwise by any person, either to induce them to become or to qualify them, as directors or promoters or otherwise for services rendered by our Promoters or by such firms or companies in connection with the promotion or formation of our Company.

Except as mentioned below, there are no agreements entered into between our Company and our Promoters, such that there is any potential conflict of interest between our Promoters or members of our Promoter Group and lessors of the immovable properties of our Company and/or Subsidiary, which are crucial for the operations of our Company:

- Our Promoter, Shrikant Shankar Badve has entered into a leave and license agreement with the Company dated January 9, 2023 for land gut no. 15, admeasuring 6 gunthas, situated at Naigavan, Tq. Paithan, District, Aurangabad, along with building constructed thereon on lease on monthly rent of ₹ 56,929 for the period of January 9, 2023 to March 31, 2023; ₹ 59,775 for the year ended March 31, 2024; ₹ 62,764 for the year ended

March 31, 2025; ₹ 65,902 for the year ended March 31, 2026; ₹ 69,197 for the year ended March 31, 2027; and ₹ 72,657 for the year ended March 31, 2028, for a period of 60 months with effect from January 9, 2023.

- Our Promoter, Shrikant Shankar Badve has entered into a Memorandum of Hiring Facilities with the Company dated March 26, 2020 for land gut no. 15, admeasuring 38 gunthas, gut no. 15, admeasuring 21.5 gunthas and gut no. 12, admeasuring 1-H.62 R, situated at Naigavan, Tq, Paithan, District, Aurangabad, along with shed admeasuring 3.3. meters x 22.3 meters = 908.09 sq meters thereon for monthly rent of ₹ 243,007, ₹ 74,150 and ₹ 38,133, respectively, with a 5% increase per year in the license fees or as may be mutually decided, on 'Hiring of Facilities' basis for a period of 60 months from April 1, 2020 to March 31, 2025.
- Our Promoter, Supriya Shrikant Badve has entered into a leave and license Agreement with the Company dated April 1, 2022 for Flat B-204, B-205, B-403, B-404, B-406, C-105, C-205 and E-406 in the building "Rhone" at Rudrapur, Pant Nagar, Uttarakhand on 'leave and license' basis for a period of 5 years from April 1, 2022 to March 31, 2027.

Except as disclosed above and as disclosed in "Our Management" and "Other Financial Information - Related Party Transactions" on pages 267 and 372, respectively, no amount or benefit has been paid or given by our Company to any of our Promoters, or any of the members of the Promoter Group during the two years preceding the filing of this Draft Red Herring Prospectus nor is there any intention to pay or give any amount or benefit to our Promoters or any of the members of the Promoter Group.

Our Promoters have no interest, whether direct or indirect, in any property acquired by our Company during the three years immediately preceding the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery, as on the date of this Draft Red Herring Prospectus.

Except as disclosed in "History and Certain Corporate Matters – Common Pursuits" on page 263, there is no conflict of interest between our Promoters or members of our Promoter Group and the suppliers of raw materials and third-party service providers of our Company and/or Subsidiaries, which are crucial for the operations of our Company.

Our Promoters are interested in certain ventures which are empowered under their constitutional documents, to undertake similar line of business as that of the Company and the Subsidiary. However, currently there are no common pursuits between our Company and these ventures other than certain of the Promoter Group entities namely Badve Autotech Private Limited, Badve Autocomps Private Limited, Creative Tools & Press Components Private Limited, Optima Auto Products Private Limited, Shreepriya Stamping and Tooling Private Limited, Eximius Autocomps Private Limited, Eximius Infra Tech Solutions LLP, Manas Automotive Systemes Limited, Amit Engineers and Tools Private Limited, Swami Ashirwad Engimech Private Limited, Phoenix Engineering and KS Suspension Engineering Technology and Swastid Engineering Private Limited. In case any conflict arises in the future, our Company and these ventures will adopt the necessary procedures and practices as permitted by law to address any conflict situation as and when they may arise.

Other ventures of our Promoters

Other than as disclosed in "- Entities forming part of our Promoter Group" and "Our Management" on pages 292 and 267, respectively, our Promoters are not involved in any other ventures. Further, except as disclosed in "- Interests of Promoters and common pursuits" on page 290, our Promoters do not have any direct interest in any venture that is involved in the same line of activity or business as conducted by our Company.

Material guarantees given by our Promoters to third parties with respect to Equity Shares of our Company

Other than the guarantees provided by our Promoters in relation to certain of our loans as and when required, our Promoters has not given any material guarantees to any third parties with respect to the Equity Shares as on the date of this Draft Red Herring Prospectus. For details see, "Financial Indebtedness" and "Restated Consolidated Financial Information" on pages 374 and 299, respectively.

Companies and firms with which our Promoters have disassociated in the last three years

Our Promoters have not disassociated with any company or firm in the last three years as on the date of this Draft Red Herring Prospectus.

Confirmations

Our Promoters and members of our Promoter Group have not been declared Wilful Defaulters or Fraudulent Borrowers by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India and the SEBI ICDR Regulations.

Our Promoters and members of our Promoter Group have not been prohibited or debarred from accessing the capital markets or from buying, selling or dealing in securities under any order or direction passed by SEBI or any other securities market regulator or any other authority, court or tribunal inside and outside India. Our Promoters are not and have not been promoters or directors of any other company which is debarred from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Our Promoters have not been declared as Fugitive Economic Offenders under the Fugitive Economic Offenders Act, 2018.

There has been no disciplinary action, including penalty (including any outstanding actions), against our Promoters imposed by the SEBI or the Stock Exchanges in the five years preceding the date of this Draft Red Herring Prospectus.

Promoter Group

The following individuals and entities constitute our Promoter Group in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations.

Natural persons who are part of the Promoter Group

The natural persons who are part of the Promoter Group, are as follows:

| Name of our Promoter | Name of member of our Promoter Group | Relationship with our Individual Promoter |
|------------------------|--------------------------------------|---|
| Shrikant Shankar Badve | Supriya Shrikant Badve | Spouse |
| | Kumud Shankar Badve | Mother |
| | Sanjay Shankar Badve | Brother |
| | Sandhya Nitin Burkule | Sister |
| | Sumedh Shrikant Badve | Son |
| | Swastid Shrikant Badve | Son |
| | Sunil Vasant Savarkar | Spouse's brother |
| | Rajiv Vasant Savarkar | Spouse's brother |
| | Yojana Bhawalkar | Spouse's sister |
| Supriya Shrikant Badve | Shrikant Shankar Badve | Husband |
| | Sumedh Shrikant Badve | Son |
| | Swastid Shrikant Badve | Son |
| | Sunil Vasant Savarkar | Brother |
| | Rajiv Vasant Savarkar | Brother |
| | Yojana Bhawalkar | Sister |
| | Kumud Shankar Badve | Spouse's mother |
| | Sanjay Shankar Badve | Spouse's brother |
| Sandhya Nitin Burkule | Spouse's sister | |
| Sumedh Shrikant Badve | Shrikant Shankar Badve | Father |
| | Supriya Shrikant Badve | Mother |
| | Swastid Shrikant Badve | Brother |

Entities forming part of the Promoter Group

The entities forming part of our Promoter Group are as follows:

1. Fenace Auto Limited
2. Badve Autotech Private Limited
3. Creative Tools & Press Components Private Limited

4. Badve Helmets India Private Limited
5. Eximius Autocomps Private Limited
6. Swastid Engineering Private Limited
7. Shreepriya Auto Parts Private Limited
8. Swami Ashirwad Engimech Private Limited
9. Shreepriya Stamping and Tooling Private Limited
10. Badve Fincorp Private Limited
11. Badve Global Private Limited
12. Badve Holdings Private Limited
13. Badve Housing Private Limited
14. Badve Overseas Private Limited
15. Badve Overseas Trading Private Limited
16. Badve Realty Private Limited
17. Badve Sons Private Limited
18. Eximius Infra Tech Solutions LLP
19. Badve Global General Trading LLC
20. Zoom Info Solutions Private Limited
21. Badve Autocomps Private Limited
22. Optima Auto Products Private Limited
23. Badve Leasing Private Limited
24. Eximius Investments Private Limited
25. United For Nature Foundation
26. Artiegenius Edtech LLP
27. Sumedh Tools Private Limited
28. Shrikant S Badve Business Trust
29. Supriya S Badve Business Trust
30. Starkenn technologies Private Limited
31. Manas Automotive Systemes Limited
32. Starkenn Sports Private Limited
33. Five Ess Auto Parts Private Limited
34. Suchaitanya Techno Solutions LLP
35. Sharp Pressing Private Limited

36. SVB Land Development and Construction Private Limited
- 37. Amit Engineers And Tools Private Limited**
38. Phoenix Engineering
39. KS Suspension Engineering Technology
40. Fores Enterprises
41. Shree Samarth Industries
42. Shreeyash Services
43. Amit Engineers
44. Shreeyash Enterprises
45. SB Transport
46. Prakritik Infrastructure Private Limited
47. Sanjay Badve HUF

OUR GROUP COMPANIES

In terms of the SEBI ICDR Regulations and the applicable accounting standards, the term “group companies”, for the purpose of identification and disclosure in the issue documents includes (i) such companies (other than promoters and the subsidiaries) with which our Company has had related party transactions, in accordance with Ind AS 24, during the period for which financial information is disclosed in this Draft Red Herring Prospectus, as covered under applicable accounting standards, and (ii) any other companies considered material by the Board.

Accordingly, for (i) above, all such companies (other than our Subsidiary) with which our Company had related party transactions during the periods covered in the Restated Consolidated Financial Information included in the issue documents, as covered under the applicable accounting standards (i.e., Ind AS 24), will be considered as Group Companies of our Company in terms of the SEBI ICDR Regulations.

In addition, pursuant to the Materiality Policy, for the purposes of (ii) above, a company (other than our Promoters, Subsidiary and companies categorized under (i) above) has been considered “material” and has been disclosed as a ‘Group Company’ in this Draft Red Herring Prospectus if: such company is a member of the Promoter Group in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations; and our Company has entered into one or more transactions with such company during the last completed Fiscal, for which Restated Consolidated Financial Information are being included, which individually or cumulatively in value exceeds 10% of the consolidated revenue from operations of our Company for the last completed Fiscal or stub period, as applicable, as per the Restated Consolidated Financial Information.

Based on the parameters mentioned above, as on the date of this Draft Red Herring Prospectus, we have identified the following as Group Companies, the details of which are set forth below:

| S. No. | Group Company | Address of the registered office of the Group Company |
|--------|--|---|
| 1. | Amit Engineers and Tools Private Limited | H No. 19, Cenderella, S No. 30/3 Pune Mumbai Highway, Baner, Pune - 411045, Maharashtra, India |
| 2. | Badve Autocomps Private Limited | Plot No. D-46 MIDC Area Waluj, Aurangabad – 431133, Maharashtra, India |
| 3. | Badve Autotech Private Limited | Shubhkamana Apartment, Flat no. 5, Osmanpura/G. Kheda, Aurangabad – 431001, Maharashtra, India |
| 4. | Badve Entrepreneurship and Skill Training Foundation | Flat No.5, Osmanpura /G. Kheda, Dashmesh Nagar, Aurangabad – 431001, Maharashtra, India |
| 5. | Badve Sons Private Limited | Off 201 TPS 1, 2 nd Floor, Pride Kumar Senate FP 402, Shivaji Housing Society, Pune, Haveli - 411016, Maharashtra, India |
| 6. | BAPL Trading FZ-LLC | FOFF0031, Compass Building, Al Shohada Road, Al Hamra Industrial Zone -FZ, Ras Al Khaimah, United Arab Emirates |
| 7. | Creative Tools & Press Components Private Limited | Plot no. W 99 MIDC Area Waluj, Aurangabad - 430033, Maharashtra, India |
| 8. | Eximius Autocomps Private Limited | Off 201 TPS 1, 2 nd Floor, Pride Kumar Senate FP 402, Shivaji Housing Society, Pune, Haveli - 411016, Maharashtra, India |
| 9. | Fenace Auto Limited | Off 201 TPS 1, 2 nd Floor, Pride Kumar Senate FP 402, Shivaji Housing Society, Pune, Haveli - 411016, Maharashtra, India |
| 10. | Manas Automotive Systemes Limited | Gat no. 105/106, Ambi Nr Floriculture Park Tal – Maval, Pune – 410506, Maharashtra, India |
| 11. | Optima Auto Products Private Limited | Flat no. 5, Shubhkamana Apartment, Osmanpura/Garkheda, Aurangabad – 431001, Maharashtra, India |
| 12. | Prakritik Infrastructure Private Limited | 567, Forent Lane, Sainik Farm, New Delhi - 110068, Delhi, India |
| 13. | Sharp Pressing Private Limited | 53 Shri Malvikaco-Po HSG SOC Erandwana, Pune – 411004, Maharashtra, India |
| 14. | Shreepriya Auto Parts Private Limited | Off 201 TPS 1, 2 nd Floor, Pride Kumar Senate FP 402, Shivaji Housing Society, Pune, Haveli - 411016, Maharashtra, India |
| 15. | Shreepriya Stamping and Tooling Private Limited | A-6/6, MIDC Area, Ranjangaon Industrial Area, Taluka Shirur, Pune – 412220, Maharashtra, India |

| S. No. | Group Company | Address of the registered office of the Group Company |
|--------|---|---|
| 16. | Sumedh Tools Private Limited | Plot no. B-32/1/5 MIDC Area Waluj, Aurangabad – 000000, Maharashtra, India |
| 17. | Swami Ashirwad Engimech Private Limited | Off 201 TPS 1, 2 nd Floor, Pride Kumar Senate FP 402, Shivaji Housing Society, Pune, Haveli - 411016, Maharashtra, India |
| 18. | Swastid Engineering Private Limited | Off 201 TPS 1, 2 nd Floor, Pride Kumar Senate FP 402, Shivaji Housing Society, Pune, Haveli - 411016, Maharashtra, India |
| 19. | Zoom Info Solutions Private Limited* | 5 Shubh-Kamana Apartment Dashmesh Nagar, Aurangabad - 431005, Maharashtra, India |

*There are no transactions between the Company and Zoom Info Solutions Private Limited for F.Y.2022, 2023, 2024 and three months ended June 30,2024. Inclusion in group companies is due to closing balance in F.Y. 2022.

Details of our Group Companies

In accordance with the SEBI ICDR Regulations, the financial information with respect to: (i) reserves (excluding revaluation reserve); (ii) sales; (iii) profit after tax; (iv) earnings per share; (v) diluted earnings per share; and (vi) net asset value, of the top five Group Companies (determined on the basis of their market capitalization for listed companies or annual turnover for unlisted companies as applicable), based on their respective audited financial statements for the preceding three years, shall be hosted on the website of our Company, as indicated below:

| S. No. | Group Company | Website |
|--------|---|---------------------------|
| 1. | Badve Autocomps Private Limited | www.belriseindustries.com |
| 2. | Eximiius Autocomps Private Limited | www.belriseindustries.com |
| 3. | Fenace Auto Limited | www.belriseindustries.com |
| 4. | Swami Ashirwad Engimech Private Limited | www.belriseindustries.com |
| 5. | Swastid Engineering Private Limited | www.belriseindustries.com |

Our Company has provided links to such websites solely to comply with the requirements specified under the SEBI ICDR Regulations. Such financial information of the Group Companies provided on the websites given above should does not constitute a part of this Draft Red Herring Prospectus and not be relied upon or used as a basis for any investment decision. Neither our Company nor the BRLMs or any of their respective directors, employees, affiliates, associates, advisors, agents or representatives have verified the information available on the websites indicated above. Anyone placing reliance on any other source of information would be doing so at their own risk.

Nature and extent of interest of Group Companies

In the promotion of our Company

None of our Group Companies have any interest in the promotion of our Company.

In the properties acquired by our Company in the past three years before filing this Draft Red Herring Prospectus or proposed to be acquired by our Company

None of our Group Companies are interested in the properties acquired by our Company in the three years preceding the filing of this Draft Red Herring Prospectus or proposed to be acquired by our Company.

In transactions for acquisition of land, construction of building and supply of machinery, etc.

None of our Group Companies are interested in any transactions for acquisition of land, construction of building or supply of machinery, etc. entered into by our Company.

Common pursuits among the Group Companies and our Company

As on the date of this Draft Red Herring Prospectus, other than Badve Autotech Private Limited, Badve Autocomps Private Limited, Creative Tools & Press Components Private Limited, Optima Auto Products Private Limited, Shreepriya Stamping and Tooling Private Limited, Eximiius Autocomps Private Limited, Swami Ashirwad Engimech Private Limited, Swastid Engineering Private Limited, Phoenix Engineering, Manas Automotive Systemes Limited and KS Suspension Engineering Technology, which have common pursuits with

our Company since they operate in the automotive component manufacturing industry, there are no Group Companies that have any common pursuits with our Company since they operate in the automotive component manufacturing industry, there are no Group Companies that have any common pursuits with our Company. However, certain of our Group Companies are authorized under their constitutional documents, to engage in similar line of business as our Company and may undertake such business in the future. While some of our Directors and Promoters are currently on the board and/or hold equity shares in certain of these Group Companies, our Company and such Group Companies ensure adoption of necessary procedures and practices, as permitted by law, to address any instances of conflict of interest, if and when they may arise. Our Company has not encountered any instances of conflict in the past.

Related Business Transactions within our Group Companies and significance on the financial performance of our Company

Except the transactions disclosed in “*Related Party Transactions*” and “*Restated Consolidated Financial Information – Notes to Restated Consolidated Financial Information – Note 42 – Related Party Transactions*” on pages 331 and 331 respectively, there are no other related business transactions between our Company and our Group Companies.

Litigation

Other than as disclosed in “*Outstanding Litigation and Material Development*” on page 401, there are no pending litigation proceedings involving our Group Companies which may have a material impact on our Company.

Business interest of Group Companies

Except in the ordinary course of business and as stated in “*Restated Consolidated Financial Information – Notes to Restated Consolidated Financial Information – Note 42 – Related Party Transactions*” and “*History and Certain Corporate Matters – Other Material Agreements*” on page 331 and 264, respectively, none of our Group Companies have any business interest in our Company.

Confirmations

None of our Group Companies have their securities listed on Stock Exchanges.

Further, none of our Group Companies has made any public or rights issue (as defined under the SEBI ICDR Regulations) of securities in the three years preceding the date of this Draft Red Herring Prospectus.

There is no conflict of interest between the suppliers of raw materials and third-party service providers (which are crucial for operations of the Company) and any of the Group Companies and its directors.

Except for Badve Autotech Private Limited and Shreepriya Auto Parts Private Limited, which have entered into lease agreements dated May 5, 2015 and June 1, 2022, respectively, with our Company, there is no conflict of interest between the lessors of the immovable properties (crucial for the operations of the Company) and any of the Group Companies and its directors.

DIVIDEND POLICY

The declaration and payment of dividends on our Equity Shares, if any, will be recommended by our Board to the Shareholders for their approval, at their discretion, subject to compliance with the provisions of our Articles of Association and the Companies Act, including the rules made thereunder and other relevant regulations, if any, SEBI Listing Regulations, and other applicable laws, and the dividend policy of our Company, which may be reviewed and amended periodically by the Board. Further the Board shall also have the absolute power to declare interim dividend in compliance with the Companies Act. The dividend distribution policy of our Company was approved and adopted by our Board on August 12, 2023.

In accordance with the dividend policy, the declaration and payment of dividend if any, will depend on a number of internal and external factors, which will be considered before declaration of dividend by our Board. Some of the internal factors on the basis of which our Company may declare dividend shall *inter alia* include Company's liquidity position including its present and expected obligations, profits of the Company, present and future capital expenditure plans of the Company including organic / inorganic growth opportunities and any other relevant or material factor as may be deemed fit by the Board. The external factors on the basis of which our Company may declare the dividend shall *inter alia* include state of economy and capital markets, applicable taxes, regulatory changes and any other relevant or material factor as may be deemed fit by the Board.

The amount of dividend paid in the past is not necessarily indicative of dividend amounts, if any, in the future. Investors are cautioned not to rely on past dividends as an indication of the future performance of our Company or for an investment in the Equity Shares offered in the Issue. There is no guarantee that any dividends will be declared or paid in the future. For details in relation to risks involved in this regard, see "*Risk Factors – We cannot assure payment of dividends on the Equity Shares in the future and our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures.*" on page 62.

Except as disclosed below, our Company has not paid any of dividend on Equity Shares in the last three Financial Years, and for the three month period ended June 30, 2024 and from July 1, 2024, until the date of this Draft Red Herring Prospectus:

| Particulars | From July 1, 2024 until the date of the Draft Red Herring Prospectus | Three months ended June 30, 2024 | Fiscal 2024 | Fiscal 2023 | Fiscal 2022 |
|------------------------------------|--|----------------------------------|-------------|--------------|-------------|
| No. of Equity Shares | 650,990,304 | 650,990,304 | 650,990,304 | 20,343,447 | 20,343,447 |
| Face value per Equity Share (in ₹) | 5.00 | 5.00 | 5.00 | 10.00 | 10.00 |
| Dividend paid (in ₹) | Nil | Nil | Nil | 20,343,447 * | Nil |
| Dividend per Equity Share (in ₹) | Nil | Nil | Nil | 1.00 | Nil |
| Rate of dividend (%) | NA | NA | NA | 10.00% | NA |
| Mode of Payment | NA | NA | NA | RTGS/NEFT/DD | NA |

* Dividend payable for the year ended March 31, 2023 is paid on the September 30th, 2024 @ Rs. 1 per Equity Share.

SECTION V: FINANCIAL INFORMATION
RESTATED CONSOLIDATED FINANCIAL STATEMENTS

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INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED CONSOLIDATED FINANCIAL INFORMATION

To,
The Board of Directors
Belrise Industries Limited
(formerly known as Badve Engineering Limited)
D – 39 M.I.D.C. Industrial Area, Waluj
Aurangabad – 431133
Maharashtra, India

Dear Sirs,

1. We GSA & Associates LLP, Chartered Accountants (“we” or “us”) have examined the attached Restated Consolidated Financial Information of **Belrise Industries Limited (formerly known as Badve Engineering Limited)** (the “**Company**”) and its subsidiary (the Company and its subsidiary together referred to as the “**Group**”) comprising the Restated Consolidated Statement of Assets and Liabilities as at 30 June 2024, 31 March 2024, 31 March 2023 and 31 March 2022, the Restated Consolidated Statement of Profit and Loss (including other comprehensive income), the Restated Consolidated Statement of Changes in Equity, the Restated Consolidated Statement of Cash Flows for the three month period ended 30 June 2024 and for the years ended 31 March 2024, 31 March 2023 and 31 March 2022, the Summary Statement of Significant Accounting Policies, and other explanatory notes (collectively, the “**Restated Consolidated Financial Information**”), as approved by the board of directors of the Company (“**Board of Directors**”) at their meeting held on 19th November, 2024 for the purpose of inclusion in the draft red herring prospectus (“**DRHP**”), red herring prospectus (“**RHP**”) and prospectus (“**Prospectus**”, and together with the DRHP and RHP, “**Issue Documents**”) prepared by the Company in connection with its proposed initial public offer of equity shares (“**Equity Shares**”, and such offering, “**IPO**”) 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**”).
2. The Company’s Board of Directors is responsible for the preparation of the Restated Consolidated Financial Information for the purpose of inclusion in the DRHP, RHP and Prospectus to be filed with Securities and Exchange Board of India (“**SEBI**”), BSE Limited and National Stock Exchange of India Limited (collectively, the “**Stock Exchanges**”), and Registrar of Companies, Maharashtra at Mumbai (“**RoC**”), as applicable, in connection with the proposed IPO. The Restated Consolidated Financial Information has been prepared by the management of the Company on the basis of preparation stated in note 2(a)(i) to the Restated Consolidated Financial Information. The responsibility of the respective board of directors of the companies included in the Group includes designing, implementing and maintaining adequate internal controls relevant to the preparation and presentation of Restated Consolidated Financial Information. The respective board of directors are also responsible for identifying and ensuring that the Group complies with the Act, ICDR Regulations and the Guidance Note.
3. We have examined such Restated Consolidated Financial Information taking into consideration:

- a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated August 19, 2024 in connection with the IPO of the Equity Shares of the Company;
 - b) The Guidance Note. The Guidance Note also requires that we comply with the requirements of the Code of Ethics issued by the ICAI;
 - c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Consolidated Financial Information; and
 - d) The requirements of Section 26 of the Act, and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.
4. These Restated Consolidated Financial Information have been compiled by the management from:
- a) Audited special purpose consolidated interim financial statements of the Group as at and for the three month period ended 30 June 2024 (the “**Special Purpose Consolidated Interim Financial Statements** ”) prepared in accordance with Indian Accounting Standard (Ind AS) 34 "Interim Financial Reporting", specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India which have been approved by the Board of Directors at their meeting held on 31st August 2024.
 - b) Audited consolidated financial statements of the Group as at and for the year ended 31 March 2024, 31 March 2023 and 31 March 2022 prepared in accordance with the Indian Accounting Standards (referred to as “**Ind AS**”) as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meetings held on 9 July 2024, 29 May 2023 and 28 May 2022.
5. For the purpose of our examination, we have relied on:
- a) Auditor’s report issued by us dated August 31, 2024 on the Special Purpose Consolidated Interim Financial Statements of the Group as at and for the three months period ended 30 June, 2024 as referred in Paragraph 4 (a) above. The auditor’s report on the Special Purpose Consolidated Interim Financial Statements of the Group as at and for the three-month period ended 30 June 2024 included the following Emphasis of Matter and other matter paragraph:
- Emphasis of Matter**
- We draw attention to Note 2(a) to the Interim Consolidated financial statements, which describes the basis of accounting. The Special Purpose Consolidated Interim Financial Statements have been prepared by the Company for the purpose of preparation of the Restated Consolidated Financial statements, which will be included in the Draft Red Herring Prospectus in connection with the proposed issue of equity shares of the Company by way of a fresh issue by way of Initial Public Offer. As a result, the Interim Consolidated financial statements may not be suitable for any another purpose.
- Our opinion on the special purpose interim financial statements is not modified in respect of these matters.

Other matters

The Company has prepared a separate set of Interim Consolidated financial statements as at and for the three months period ended June 30, 2024 in accordance with the Indian Accounting Standards

notified under the Companies Act, 2013 on which we have issued a separate auditor's report to the Board of Directors of the Company dated August 31, 2024.

Our opinion on the special purpose interim financial statements is not modified in respect of these matters.

- b) Auditor's report issued by us dated 9 July 2024, 10 June 2023 and 28 May 2022 on the consolidated financial statements of the Group as at and for the year ended 31 March 2024, 31 March 2023 and 31 March 2022 as referred in Paragraph 4 (b) above. The auditor's report on the consolidated financial statements of the Group for the year ended 31 March 2024, 31 March 2023 and 31 March 2022 included the following other matter paragraphs:

- We did not audit the financial statements of the Subsidiary, whose financial information (before consolidation adjustments), as considered in the consolidated financial statements is as follows:

(₹ in million)

| Particulars | As at/ for the year ended 31 March 2024 | As at/ for the year ended 31 March 2023 | As at/ for the year ended 31 March 2022 |
|----------------|--|--|--|
| Total assets | 4,768.77 | 6,192.77 | 4,454.39 |
| Total revenue | 14,515.53 | 11,829.13 | 5,013.05 |
| Net cash flows | 54.88 | 21.49 | (0.16) |

Above financial statements have been audited by another auditor whose reports has been furnished to us by the Company's Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these Subsidiary, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the Subsidiary, is based solely on the reports of the other auditor.

The Subsidiary is located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in that country and which have been audited by another auditor under generally accepted auditing standards applicable in that country. The Company's management has converted the financial statements of the Subsidiary from accounting principles generally accepted in that country to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Company's management. Our opinion in so far as it relates to the balances and affairs of the Subsidiary is based on the report of the other auditor and the conversion adjustments prepared by the management of the Company and audited by us.

Our opinion on the consolidated financial statements is not modified in respect of these matters.

6. Also, we did not audit the special purpose financial statements of the Subsidiary, whose financial statements reflect total assets (before consolidation adjustments) of Rs. 5,372.24 million as at 30 June 2024, total revenues (before consolidation adjustments) of Rs. 3,562.45 million and net cash flows (before consolidation adjustments) amounting to Rs. 88.94 million for the period ended on that date, as considered in the special purpose consolidated interim financial statements. The financial statements have been audited by other auditors whose reports have been furnished to us by the Company's Management and our opinion on the special purpose-consolidated interim financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiary, is based solely on the reports of the other auditors.

Our opinion on the special purpose interim financial statements is not modified in respect of these matters.

7. Based on our examination and according to the information and explanations given to us, we report that the Restated Consolidated Financial Information:
 - a) has been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended 31 March 2024, 31 March 2023 and 31 March 2022 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the three month period ended 30 June 2024;
 - b) does not contain any qualifications requiring adjustments. Moreover, those qualifications in the Companies (Auditor's Report) Order, 2020, issued by the Central Government of India, in terms of sub section (11) of section 143 of the Act, do not require any corrective adjustments in the Restated Consolidated Financial Information; and
 - c) has been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.
8. We have not audited any financial statements of the Group as of any date or for any period subsequent to 30 June 2024. Accordingly, we express no opinion on the financial position, results of operations, cash flows and statement of changes in equity of the Group as of any date or for any period subsequent to 30 June 2024.
9. The Restated Consolidated Financial Information does not reflect the effects of events that occurred subsequent to the respective date of the reports on the Special Purpose Consolidated Interim Financial Statements and audited consolidated 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 us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
11. We have no responsibility to update our report for events and circumstances occurring after the date of this report.
12. Our report is intended solely for use of the Board of Directors for inclusion in the Issue Documents to be filed with SEBI, the Stock Exchanges and RoC, as applicable in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For GSA & Associates LLP
Chartered Accountants
Firm's Registration No: 000257N/N500339

CA Deepa Jain
Partner

Place: Pune
Date: November 19, 2024

Membership No: 119681
UDIN: 24119681BKBHOX6078

BELRISE INDUSTRIES LIMITED

(Formerly known as Badve Engineering Limited)

Restated Consolidated Statement of Assets & Liabilities

All amounts are in Millions unless otherwise stated

| Sr. No. | Particulars | Note No. | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|------------|--|----------|---------------------|----------------------|----------------------|----------------------|
| I. | ASSETS | | | | | |
| | NON-CURRENT ASSETS | | | | | |
| (a) | Property, Plant and Equipment | 04 | 23,514.43 | 23,054.50 | 22,437.09 | 23,176.40 |
| (b) | Capital work-in-progress | 05 | 1,890.33 | 1,788.79 | 795.46 | 1,202.05 |
| (c) | Other Intangible assets | 06 | 5.83 | 6.07 | 1.31 | 0.65 |
| (d) | Right of use Asset | 07 | 1,563.30 | 1,539.67 | 1,847.88 | 1,426.15 |
| (e) | Financial Assets | | | | | |
| (i) | Investments | 08 | 93.64 | 93.64 | 88.36 | 518.89 |
| (ii) | Loans | 09 | 610.43 | 648.32 | 660.51 | 726.03 |
| (iii) | Other Financial Assets | 10 | 772.40 | 776.48 | 741.12 | 1,060.06 |
| (f) | Other non-current assets | 11 | 1,215.88 | 952.87 | 802.06 | 1,175.13 |
| | Total Non - Current Assets | | 29,666.24 | 28,860.33 | 27,373.79 | 29,285.36 |
| | CURRENT ASSETS | | | | | |
| (a) | Inventories | 12 | 6,204.29 | 5,971.01 | 5,535.25 | 4,614.68 |
| (b) | Financial assets | | | | | |
| (i) | Investments | 08 | - | 1.22 | 323.40 | 67.34 |
| (ii) | Trade receivables | 13 | 13,039.15 | 12,278.11 | 12,797.90 | 9,335.48 |
| (iii) | Cash and cash equivalents | 14 | 452.63 | 1,855.41 | 1,061.67 | 404.66 |
| (iv) | Bank balances other than (iii) above | 15 | 616.58 | 643.02 | 350.37 | 342.62 |
| (v) | Loans and advances | 09 | 2,135.75 | 1,929.22 | 1,150.86 | 13.34 |
| (vi) | Other Financial Assets | 10 | 10.17 | 10.17 | 0.13 | - |
| (c) | Other current assets | 11 | 8,977.11 | 8,868.03 | 8,198.17 | 7,897.19 |
| | Total - Current Assets | | 31,435.68 | 31,556.18 | 29,417.75 | 22,675.31 |
| | Total Assets | | 61,101.92 | 60,416.51 | 56,791.54 | 51,960.67 |
| II. | EQUITY AND LIABILITIES | | | | | |
| | EQUITY | | | | | |
| (a) | Equity Share Capital | 16 | 3,254.95 | 3,254.95 | 203.43 | 203.43 |
| (b) | Other Equity | 17 | 20,854.75 | 20,144.27 | 20,241.64 | 17,153.08 |
| | Total - Equity | | 24,109.70 | 23,399.22 | 20,445.08 | 17,356.51 |
| | LIABILITIES | | | | | |
| A | NON-CURRENT LIABILITIES | | | | | |
| (a) | Financial Liabilities | | | | | |
| (i) | Borrowings | 18 | 12,455.06 | 14,217.79 | 12,453.87 | 16,096.30 |
| (ii) | Lease Liabilities | 19 | 363.65 | 363.18 | 584.93 | 233.45 |
| (b) | Provisions | 23 | 69.97 | 60.49 | 40.60 | 44.16 |
| (c) | Deferred tax liabilities (Net) | 24 | 141.83 | 150.41 | 373.89 | 580.74 |
| (d) | Other non-current liabilities | 22 | 874.43 | 1,429.88 | 872.76 | 872.76 |
| | Total Non - Current Liabilities | | 13,904.94 | 16,221.74 | 14,326.05 | 17,827.41 |
| B | CURRENT LIABILITIES | | | | | |
| (a) | Financial Liabilities | | | | | |
| (i) | Borrowings | 18 | 12,180.75 | 10,192.05 | 10,260.16 | 9,883.29 |
| (ii) | Trade payables | 20 | 8,718.24 | 7,890.60 | 9,212.74 | 5,512.41 |
| | - Total outstanding dues of micro and small enterprises | | 6,273.89 | 5,866.13 | 3,062.47 | 2,927.27 |
| | - Total outstanding dues of other than micro and small enterprises | | 2,444.35 | 2,024.46 | 6,150.26 | 2,585.14 |
| (iii) | Lease Liabilities | 19 | 281.39 | 268.74 | 233.38 | 111.18 |
| (iv) | Other financial liabilities | 21 | 986.70 | 784.06 | 555.82 | 722.77 |
| (b) | Provisions | 23 | 14.28 | 18.22 | 7.66 | 7.35 |
| (c) | Current tax liabilities (Net) | 25 | 548.20 | 414.92 | 176.09 | 46.91 |
| (d) | Other current liabilities | 22 | 357.72 | 1,226.97 | 1,574.56 | 492.84 |
| | Total - Current Liabilities | | 23,087.27 | 20,795.55 | 22,020.41 | 16,776.75 |
| | Total Equity and Liabilities | | 61,101.92 | 60,416.51 | 56,791.54 | 51,960.67 |

BELRISE INDUSTRIES LIMITED

(Formerly known as Badve Engineering Limited)

Restated Consolidated Statement of Assets & Liabilities

All amounts are in Millions unless otherwise stated

The above Restated Statement of Assets and Liabilities should be read in conjunction with Notes to the Restated Financial Information appearing in Note No. - 1 to 48 and Statement of Adjustments to Audited Financial Statements as at and for the period ended as on June 30, 2024, for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 respectively appearing in Note No - 49.

For & on Behalf of the Board of Directors of Belrise Industries Limited
(Formerly known as Badve Engineering Limited)

[As per our report of even date]
GSA & Associates LLP
Chartered Accountants
Firm Reg. No. 000257N/N500339

Shrikant S. Badve
[Managing Director]
DIN : 00295505

Supriya S. Badve
[Whole Time Director]
DIN: 00366164

Rahul S. Ganu
[Chief Financial Officer]

Manish Kumar
[Company Secretary & Compliance Officer]
M.No. F7990

[CA. Deepa Jain]
Partner
M.No. 119681

Place : Pune
Date : 19th November, 2024

Place : Pune
Date : 19th November, 2024

BELRISE INDUSTRIES LIMITED

(Formerly known as Badve Engineering Limited)

Restated Consolidated Statement of Profit & Loss

All amounts are in Millions unless otherwise stated

| Sr. No. | Particulars | Note No. | For the period ended June 30, 2024 | For the year ended March 31, 2024 | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|--------------|---|------------------|------------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
| I. | INCOME | | | | | |
| | Revenue from operations | 26 | 17,809.71 | 74,842.41 | 65,824.96 | 53,968.54 |
| | Other income | 27 | 110.02 | 714.33 | 382.87 | 138.27 |
| | Total Income | | 17,919.73 | 75,556.73 | 66,207.83 | 54,106.80 |
| II. | EXPENSES | | | | | |
| | Cost of materials consumed | 28 | 10,852.35 | 46,849.86 | 41,540.73 | 37,621.51 |
| | Change In Inventories Of Finished Goods, Stock-In-Trade & Work In Progress | 29 | (268.14) | 600.55 | (504.01) | (168.35) |
| | Purchase of Stock-in-trade | 30 | 3,580.85 | 12,829.98 | 11,493.99 | 4,742.86 |
| | Employee benefits expense | 31 | 705.72 | 2,749.82 | 2,358.62 | 2,234.25 |
| | Finance costs | 32 | 789.58 | 2,902.42 | 2,503.38 | 2,156.48 |
| | Depreciation and amortisation expense | 33 | 829.18 | 3,213.54 | 3,067.38 | 2,456.84 |
| | Other expenses | 34 | 537.93 | 2,567.58 | 2,180.69 | 1,990.76 |
| | Total Expenses | | 17,027.48 | 71,713.75 | 62,640.79 | 51,034.36 |
| III. | Profit / (Loss) before exceptional items and tax | (I - II) | 892.25 | 3,842.99 | 3,567.04 | 3,072.44 |
| IV. | Exceptional items | 35 | - | 122.60 | - | - |
| V. | Profit / (Loss) before tax | (III-IV) | 892.25 | 3,720.39 | 3,567.04 | 3,072.44 |
| VI. | Tax expense: | | | | | |
| | (1) Current tax | | 183.30 | 766.00 | 595.00 | 399.00 |
| | (2) Short/(Excess) Provision Previous Financial Year | | - | 18.96 | 9.11 | 37.73 |
| | (3) Deferred tax | | (6.84) | (173.36) | (173.70) | 17.24 |
| VII. | Profit/(Loss) for the period from continuing operations | (V-VI) | 715.79 | 3,108.79 | 3,136.63 | 2,618.47 |
| VIII. | Profit/(loss) from discontinuing operations | | - | - | - | - |
| IX. | Tax expense of discontinuing operations | | - | - | - | - |
| X. | Profit/(loss) from Discontinuing operations (after tax) | (VIII-IX) | - | - | - | - |
| XI. | Profit/(Loss) for the period | (VII+X) | 715.79 | 3,108.79 | 3,136.63 | 2,618.47 |
| XII. | OTHER COMPREHENSIVE INCOME | | | | | |
| | (i) Items that will not be reclassified to profit or loss | | | | | |
| | -Remeasurements of defined benefit plans | | (6.19) | (50.80) | 15.19 | 6.09 |
| | -Net Gains on Investment | | (0.72) | (150.62) | (147.46) | 266.66 |
| | -Net Losses on cash flow hedge | | - | 2.26 | 0.55 | 11.65 |
| | (ii) Income tax relating to items that will not be reclassified to profit or loss | | 1.74 | 50.13 | 33.15 | (71.58) |
| | Total other comprehensive income for the year | | (5.17) | (149.04) | (98.57) | 212.82 |
| XIII. | Total Comprehensive income for the year, net of tax | | 710.62 | 2,959.75 | 3,038.06 | 2,831.29 |
| | Total comprehensive Income attributable to : | | | | | |
| | Owners of the parent | | 710.62 | 2,959.75 | 3,038.06 | 2,831.29 |
| | Non-controlling interests | | - | - | - | - |
| | Total profit attributable to : | | | | | |
| | Owners of the parent | | 710.62 | 2,959.75 | 3,038.06 | 2,831.29 |
| | Non-controlling interests | | - | - | - | - |
| | Total Other comprehensive income attributable to : | | | | | |
| | Owners of the parent | | (5.17) | (149.04) | (98.57) | 212.82 |
| | Non-controlling interests | | - | - | - | - |
| | Earnings per equity share: | 49 | | | | |
| | (1) Basic | | 1.10 | 4.78 | 4.82 | 4.02 |
| | (2) Diluted | | 1.10 | 4.78 | 4.82 | 4.02 |

BELRISE INDUSTRIES LIMITED

(Formerly known as Badve Engineering Limited)

Restated Consolidated Statement of Profit & Loss

All amounts are in Millions unless otherwise stated

The above Restated Statement of Assets and Liabilities should be read in conjunction with Notes to the Restated Financial Information appearing in Note No. - 1 to 48 and Statement of Adjustments to Audited Financial Statements as at and for the period ended as on June 30, 2024, for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 respectively appearing in Note No - 49.

For & on Behalf of the Board of Directors of Belrise Industries Limited
(Formerly known as Badve Engineering Limited)

[As per our report of even date]
GSA & Associates LLP
Chartered Accountants
Firm Reg. No. 000257N/N500339

Shrikant S. Badve
[Managing Director]
DIN : 00295505

Supriya S. Badve
[Whole Time Director]
DIN: 00366164

Rahul S. Ganu
[Chief Financial Officer]

Manish Kumar
[Company Secretary & Compliance Officer]
M.No. F7990

[CA. Deepa Jain]
Partner
M.No. 119681

Place : Pune
Date : 19th November, 2024

Place : Pune
Date : 19th November, 2024

BELRISE INDUSTRIES LIMITED
(Formerly known as Badve Engineering Limited)

Restated Consolidated Statement Of Cash Flow

All amounts are in Millions unless otherwise stated

| PARTICULARS | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|---|----------------------------|-----------------------------|-----------------------------|-----------------------------|
| CASH INFLOW FROM OPERATING ACTIVITIES | | | | |
| Profit before tax | 892.25 | 3,720.39 | 3,567.04 | 3,072.44 |
| Adjustments to reconcile profit before tax to cash provided by operating activities | | | | |
| Depreciation and amortisation expense | 829.18 | 3,213.54 | 3,067.38 | 2,456.84 |
| Finance Costs | 789.58 | 2,902.42 | 2,503.38 | 2,156.48 |
| Interest, Rent and dividend income | (102.22) | (274.27) | (118.81) | (50.98) |
| Profit on Sale of Investment | (1.07) | (299.26) | (38.93) | - |
| Profit on sale of property, plant & equipment | (0.70) | (1.78) | (3.50) | - |
| Effect of Other comprehensive income | (5.17) | (149.04) | (98.57) | 212.82 |
| Unrealised Exchange (gain)/ loss | (0.14) | 14.74 | 50.51 | 17.20 |
| Changes in assets and liabilities | | | | |
| (Increase)/Decrease in Inventories | (233.28) | (435.76) | (920.57) | (44.67) |
| (Increase)/Decrease in Trade Receivables | (761.05) | 519.79 | (3,462.42) | (1,091.80) |
| (Increase)/Decrease in Other Non Current Assets | (263.01) | (150.81) | 373.06 | 226.34 |
| (Increase)/Decrease in Other Non Current Financials Assets | 4.08 | (35.36) | 318.94 | (940.34) |
| (Increase)/Decrease in Other Current Assets | (289.17) | (1,750.90) | (1,446.38) | (980.97) |
| Increase/(Decrease) in Trade Payables | 827.64 | (1,322.14) | 3,700.33 | 862.67 |
| Increase/(Decrease) in financial liabilities | 202.64 | 228.24 | (166.95) | (423.26) |
| Increase/(Decrease) in Other Liabilities | (869.25) | (347.59) | 1,081.72 | (219.26) |
| Increase/(Decrease) in Long Term Provisions | (547.71) | 526.88 | (36.71) | 32.95 |
| Increase/(Decrease) in Short Term Provisions | 129.34 | 249.39 | 129.49 | (106.12) |
| Income taxes paid | 601.96 | 6,608.47 | 8,499.02 | 5,180.33 |
| | (183.30) | (784.96) | (604.11) | (436.73) |
| NET CASH GENERATED BY OPERATING ACTIVITIES | 418.66 | 5,823.51 | 7,894.90 | 4,743.60 |
| CASH FLOWS FROM INVESTING ACTIVITIES | | | | |
| Payment towards capital expenditure | (1,316.31) | (4,372.18) | (1,659.21) | (4,864.94) |
| Realisation/(Payment) of long-term loans and advances from/to subsidiaries/associates/business ventures | 37.89 | 12.19 | 65.53 | (151.83) |
| Right-of-use | (97.05) | (146.87) | (681.15) | (188.82) |
| Disposal/(Purchase) of other investments | 2.29 | 616.17 | 213.39 | (276.66) |
| Interest, Rent and dividend income | 102.22 | 274.27 | 118.81 | 50.98 |
| NET CASH PROVIDED BY/(USED IN) INVESTING ACTIVITIES | (1,270.95) | (3,616.42) | (1,942.64) | (5,431.27) |
| CASH FLOWS FROM FINANCING ACTIVITIES | | | | |
| Proceeds/(Repayment) from/of long-term borrowings | (1,191.25) | (200.82) | (2,028.74) | 724.19 |
| Proceeds/(Repayment) from/of short-term borrowings | 1,995.93 | 1,562.83 | (1,169.88) | 220.91 |
| Proceeds/(Repayment) from/of Unsecured Loan | (578.71) | 333.79 | (66.92) | 1,534.62 |
| Lease Liabilities | 13.12 | (186.39) | 473.67 | 62.50 |
| Payment of Dividend | - | (20.34) | - | - |
| Finance Costs | (789.58) | (2,902.42) | (2,503.38) | (2,156.48) |
| NET CASH GENERATED BY FINANCING ACTIVITIES | (550.48) | (1,413.36) | (5,295.26) | 385.74 |
| NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS | (1,402.77) | 793.73 | 657.01 | (301.94) |
| CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD | 1,855.41 | 1,061.67 | 404.66 | 706.60 |
| CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD | 452.63 | 1,855.41 | 1,061.67 | 404.66 |

Note:

1) Figures in bracket represents outflows.

2) The statement of Cash Flow as given above has been prepared under indirect method as set out in IND-AS 7 on "Statement of Cashflows".

The above Restated Statement of Assets and Liabilities should be read in conjunction with Notes to the Restated Financial Information appearing in Note No. - 1 to 48 and Statement of Adjustments to Audited Financial Statements as at and for the period ended as on June 30, 2024, for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 respectively appearing in Note No - 49.

[As per our report of even date]

For & on Behalf of the Board of Directors of Belrise Industries Limited
(Formerly known as Badve Engineering Limited)

GSA & Associates LLP
Chartered Accountants
Firm Reg. No. 000257N/N500339

Shrikant S. Badve
[Managing Director]
DIN : 00295505

Supriya S. Badve
[Whole Time Director]
DIN: 00366164

Rahul S. Ganu
[Chief Financial Officer]

Manish Kumar
[Company Secretary & Compliance Officer]
M.No. F7990

[CA. Deepa Jain]
Partner
M.No. 119681

Place : Pune
Date : 19th November, 2024

Place : Pune
Date : 19th November, 2024

BELRISE INDUSTRIES LIMITED

(Formerly known as Badve Engineering Limited)

Restated Consolidated Statement of Changes in Equity

All amounts are in Millions unless otherwise stated

(A) EQUITY SHARE CAPITAL
For the period ended June 30, 2024

| Sr. No. | Particulars | Nos. | Amount in ₹ |
|---------|---|------------------------|-----------------|
| | Balance at the beginning of the current reporting period | | |
| | Equity shares of Rs. 5/- each Issued, Subscribed and Fully Paid up | 65,09,90,304.00 | 3,254.95 |
| | As at 1st April 2024 | 65,09,90,304.00 | 3,254.95 |
| | Change in Equity Share Capital due to prior period errors | | |
| | Restated balance at the beginning of current reporting period | | |
| | Change in Equity Share Capital during the year | - | - |
| | Balance at the end of the current reporting period as at June 30, 2024 | 65,09,90,304.00 | 3,254.95 |

For the period ended March 31, 2024

| Sr. No. | Particulars | Nos. | Amount in ₹ |
|---------|---|------------------------|-----------------|
| | Balance at the beginning of the current reporting period | | |
| | Equity shares of Rs. 10/- each Issued, Subscribed and Fully Paid up | 2,03,43,447.00 | 203.43 |
| | As at 1st April 2023 | 2,03,43,447.00 | 203.43 |
| | Change in Equity Share Capital due to prior period errors | | |
| | Restated balance at the beginning of current reporting period | | |
| | Change in Equity Share Capital during the year | 63,06,46,857.00 | 3,051.52 |
| | a-split of shares price from Rs.10/- each to Rs.5/- each - 2,03,43,447 number of shares | | |
| | b- bonus shares issued in 15:1 ratio 61,03,03,410 number of shares | | |
| | Balance at the end of the current reporting period as at March 31, 2024 | 65,09,90,304.00 | 3,254.95 |

For the period ended March 31, 2023

| Sr. No. | Particulars | Nos. | Amount in ₹ |
|---------|--|-----------------------|---------------|
| | Balance at the beginning of the current reporting period | | |
| | Equity shares of Rs. 10/- each Issued, Subscribed and Fully Paid up | 2,03,43,447.00 | 203.43 |
| | As at 1st April 2022 | 2,03,43,447.00 | 203.43 |
| | Change in Equity Share Capital due to prior period errors | | |
| | Restated balance at the beginning of current reporting period | | |
| | Change in Equity Share Capital during the year | - | - |
| | Balance at the end of the current reporting period as at March 31, 2023 | 2,03,43,447.00 | 203.43 |

For the period ended March 31, 2022

| Sr. No. | Particulars | Nos. | Amount in ₹ |
|---------|--|-----------------------|---------------|
| | Balance at the beginning of the current reporting period | | |
| | Equity shares of Rs. 10/- each Issued, Subscribed and Fully Paid up | 2,03,43,447.00 | 203.43 |
| | As at 1st April 2021 | 2,03,43,447.00 | 203.43 |
| | Change in Equity Share Capital due to prior period errors | | |
| | Restated balance at the beginning of current reporting period | | |
| | Change in Equity Share Capital during the year | - | - |
| | Balance at the end of the current reporting period as at March 31, 2022 | 2,03,43,447.00 | 203.43 |

(B) OTHER EQUITY
For the year ended March 31, 2022

| Sr. No. | Particulars | Reserves and Surplus | | | | | Other Reserves | | Attributable to owners of the parent | Total Other Equity |
|---------|--|----------------------|----------------------------|----------------------------|------------------|-------------------|-------------------------|--------------------------------------|--------------------------------------|--------------------|
| | | Capital Reserves | Special Capital Incentives | Securities Premium Account | General Reserves | Retained Earnings | Cash Flow hedge reserve | Foreign Currency Translation Reserve | | |
| | As at April 1, 2021 | 1.90 | 17.04 | 627.68 | 18.74 | 13,657.96 | (14.46) | (4.28) | 14,304.59 | 14,304.59 |
| Add: | Profit for the year | - | - | - | - | 2,618.47 | - | - | 2,618.47 | 2,618.47 |
| Add: | Other Comprehensive Income (Net of Income Tax) | - | - | - | - | 201.17 | 11.65 | 17.20 | 230.02 | 230.02 |
| | As at March 31, 2022 | 1.90 | 17.04 | 627.68 | 18.74 | 16,477.60 | (2.81) | 12.92 | 17,153.08 | 17,153.08 |

BELRISE INDUSTRIES LIMITED

(Formerly known as Badve Engineering Limited)

Restated Consolidated Statement of Changes in Equity

All amounts are in Millions unless otherwise stated

For the year ended March 31, 2023

| Sr. No. | Particulars | Reserves and Surplus | | | | | Other Reserves | | Attributable to owners of the parent | Total Other Equity |
|---------|--|----------------------|----------------------------|----------------------------|------------------|-------------------|-------------------------|--------------------------------------|--------------------------------------|--------------------|
| | | Capital Reserves | Special Capital Incentives | Securities Premium Account | General Reserves | Retained Earnings | Cash Flow hedge reserve | Foreign Currency Translation Reserve | | |
| | As at April 1, 2022 | 1.90 | 17.04 | 627.68 | 18.74 | 16,477.60 | (2.81) | 12.92 | 17,153.08 | 17,153.08 |
| Add: | Profit for the year | - | - | - | - | 3,136.63 | - | - | 3,136.63 | 3,136.63 |
| Add: | Other Comprehensive Income (Net of Income Tax) | - | - | - | - | (99.12) | 0.55 | 50.51 | (48.06) | (48.06) |
| | As at March 31, 2023 | 1.90 | 17.04 | 627.68 | 18.74 | 19,515.10 | (2.26) | 63.43 | 20,241.64 | 20,241.64 |

For the year ended March 31, 2024

| Sr. No. | Particulars | Reserves and Surplus | | | | | Other Reserves | | Attributable to owners of the parent | Total Other Equity |
|---------|--|----------------------|----------------------------|----------------------------|------------------|-------------------|-------------------------|--------------------------------------|--------------------------------------|--------------------|
| | | Capital Reserves | Special Capital Incentives | Securities Premium Account | General Reserves | Retained Earnings | Cash Flow hedge reserve | Foreign Currency Translation Reserve | | |
| | As at April 1, 2023 | 1.90 | 17.04 | 627.68 | 18.74 | 19,515.10 | (2.26) | 63.43 | 20,241.64 | 20,241.64 |
| Add: | Profit for the year | - | - | - | - | 3,108.79 | - | - | 3,108.79 | 3,108.79 |
| Add: | Other Comprehensive Income (Net of Income Tax) | - | - | - | - | (151.29) | 2.26 | 14.74 | (134.30) | (134.30) |
| | Total Comprehensive Income | 1.90 | 17.04 | 627.68 | 18.74 | 22,472.60 | (0.00) | 78.16 | 23,216.13 | 23,216.13 |
| Less: | Issue of Bonus shares | - | - | - | - | 3,051.52 | - | - | 3,051.52 | 3,051.52 |
| Less: | Payment of Dividend | - | - | - | - | 20.34 | - | - | 20.34 | 20.34 |
| | As at March 31, 2024 | 1.90 | 17.04 | 627.68 | 18.74 | 19,400.74 | (0.00) | 78.16 | 20,144.27 | 20,144.27 |

For the year ended June 30, 2024

| Sr. No. | Particulars | Reserves and Surplus | | | | | Other Reserves | | Attributable to owners of the parent | Total Other Equity |
|---------|--|----------------------|----------------------------|----------------------------|------------------|-------------------|-------------------------|--------------------------------------|--------------------------------------|--------------------|
| | | Capital Reserves | Special Capital Incentives | Securities Premium Account | General Reserves | Retained Earnings | Cash Flow hedge reserve | Foreign Currency Translation Reserve | | |
| | As at April 1, 2024 | 1.90 | 17.04 | 627.68 | 18.74 | 19,400.74 | (0.00) | 78.16 | 20,144.27 | 20,144.27 |
| Add: | Profit for the year | - | - | - | - | 715.79 | - | - | 715.79 | 715.79 |
| Add: | Other Comprehensive Income (Net of Income Tax) | - | - | - | - | (5.17) | - | (0.14) | (5.31) | (5.31) |
| | As at June 30, 2024 | 1.90 | 17.04 | 627.68 | 18.74 | 20,111.37 | (0.00) | 78.02 | 20,854.75 | 20,854.75 |

The above Restated Statement of Assets and Liabilities should be read in conjunction with Notes to the Restated Financial Information appearing in Note No. - 1 to 48 and Statement of Adjustments to Audited Financial Statements as at and for the period ended as on June 30, 2024, for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 respectively appearing in Note No - 49.

For & on Behalf of the Board of Directors of Belrise Industries Limited
(Formerly known as Badve Engineering Limited)

[As per our report of even date]
GSA & Associates LLP
Chartered Accountants
Firm Reg. No. 000257N/N500339

Shrikant S. Badve
[Managing Director]
DIN : 00295505

Supriya S. Badve
[Whole Time Director]
DIN: 00366164

Rahul S. Ganu
[Chief Financial Officer]

Manish Kumar
[Company Secretary & Compliance Officer]
M.No. F7990

[CA. Deepa Jain]
Partner
M.No. 119681

Place : Pune
Date : 19th November, 2024

Place : Pune
Date : 19th November, 2024

Note 01 Corporate Information

“Belrise Industries Limited (Formerly known as BADVE Engineering Limited (‘the Company’), is a public limited company incorporated and domiciled in India. The registered office is located at D-39, M.I.D.C. Industrial Area, Waluj, Aurangabad - 431 136. The company is in the business of manufacturing of Auto Components and Aggregates for 2W, 3W and 4W Manufacturers. The company is having manufacturing units for auto components located in the major automotive manufacturing belts of the country spread across nine states.

Name of the company has been changed w.e.f. 29th August, 2022 as Belrise Industries Limited. These restated consolidated financial information comprise the restated financial information of Belrise Industries Limited (Formerly known as BADVE Engineering Limited hereinafter referred to as the (“ Belrise”, “Holding Company” or “Company”) and its subsidiaries, (the Company and its subsidiaries together referred to as “the Group”) for the three months period April 1, 2024 to June 30, 2024 and for the year(s) ended March 31, 2024, March 31, 2023 and March 31, 2022. “

Note 02 Basis of preparation and presentation

a) Basis of preparation

“The Restated Consolidated Financial Statements comprise the Restated Consolidated Statement of Asset and Liabilities as at 30th June 2024, 31st March 2024, 31st March 2023 and 31st March 2022, Restated Consolidated Statement of Profit and Loss (including other comprehensive income), Restated Consolidated Statement of Cash Flows and Restated Consolidated Statement of Changes in Equity for the period / years ended 30th June 2024, 31st March 2024, 31st March 2023 and 31st March 2022 and Significant Accounting Policies and Other Explanatory Notes to Restated Consolidated Financial Statements (hereinafter referred to as ‘Restated Consolidated Financial Statements’).

These consolidated financial statements have been prepared on a historical cost basis, except for certain financial instruments which are measured at fair values at the end of each reporting period, as explained in the Note No. 3 “Accounting Policy”. The consolidated financial statements are presented in INR and all values are rounded off to the nearest million (INR 000,000), except as stated otherwise. The Group has prepared the consolidated financial statements on the basis that it will continue to operate as a going concern.”

These Restated Consolidated Financial Statements have been prepared by the management as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ICDR Regulations”) issued by the Securities and Exchange Board of India (‘SEBI’), in pursuance of the Securities and Exchange Board of India Act, 1992, for the purpose of inclusion in the Draft Red Herring Prospectus (“DRHP”) in connection with the proposed initial public offering of equity shares of face value of INR 5 each of the company comprising a fresh issue of equity shares, prepared by the Company 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;

c. The Guidance Note on Reporting Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI) (the “Guidance Note”)

The Restated Consolidated Financial Statements has been compiled by the Group from:

“- Audited Special Purpose Consolidated Interim Financial Statements of the Group as at and for the three months period ended June 30, 2024 prepared in accordance with the recognition and measurement principles under Indian Accounting Standard 34 “Interim Financial Reporting” (referred to as “Ind AS”) as prescribed under Section 133 of the Act as amended and other accounting principles generally accepted in India and presentation requirements of Division II of Schedule III to the Companies Act, 2013, which have been approved by the Board of Directors of the Holding Company at their meetings held on 31st August 2024 respectively.

- Audited consolidated financial statements of the Group as at and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 prepared in accordance with the Indian Accounting Standard (the “Ind AS”) as per the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) notified under Section 133 of Companies Act, 2013 (the ‘Act’), which have been approved by the Board of Directors of the Holding Company at their meetings held on 9th July 2024, 29th May 2023 and 28th May 2022 respectively.”

“The Restated Consolidated Financial Statements have been prepared on a historical cost convention and on an accrual basis of accounting, except:

a) Net defined benefit liability is measured at present value of defined benefit obligations

d) Current investment are measured at fair value through OCI

c) FCTL Loan are measured at fair value through OCI”

The restated consolidated financial information is prepared on a going concern basis as the Management is satisfied that the Group shall be able to continue its business for the foreseeable future and no material uncertainty exists that may cast significant doubt on the going concern assumption. In making this assessment, the Management has considered a wide range of information relating to present and future conditions, including future projections of profitability, cash flows and capital resources.

The Restated Financial Information:

i) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the period ended as at June 30, 2024 and financial years ended March 31, 2023 and 2022, to reflect the same accounting treatment as per the accounting policy and grouping/classifications followed as at and for the year ended March 31, 2024, as applicable;

ii) “do not require any adjustment for modification as there is no modification in the underlying audit reports on the Ind AS Financial Statements and the Special Purpose Ind AS Financial Statements.

The Restated Financial Information are presented in Indian Rupees “INR” or “Rs.” or “₹” and all values are stated as INR or Rs. or ₹ millions, except when otherwise indicated.”

These Restated Financial Information have been approved by the Board of Directors of the Company on 19th November, 2024.

Audited special purpose interim consolidated financial statements of the Company as at and for the Three months period ended June 30, 2024 prepared in accordance with recognition and measurement principles of Indian Accounting Standard (Ind AS) 34 “Interim Financial Reporting”, specified under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India (the “Special Purpose Interim Consolidated Financial Statements”). The comparative information as at and for the year ended March 31, 2024 included in such special purpose interim Consolidated financial statements are derived from the audited Consolidated financial statements of the Company as at and for the year ended March 31, 2024, prepared in accordance with the Indian Accounting Standards (referred to as “Ind AS”) notified under the section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, which have been approved by the Board of Directors at their meeting held on August 31, 2024.

b) Basis of consolidation

The Company is able to exercise control over the operating decisions of the investee Company, resulting in variable returns to the Company, and accordingly, the same has been classified as investment in subsidiary and line by line by consolidation has been carried under the principles of consolidation. The Consolidated financial information of the Group have been prepared on the following basis:

- a) The audited financial statements of the Holding Company and its subsidiary have been combined on a line-by-line basis by adding together items like items of asset, liabilities, income and expenses, after eliminating intra-group balances, intra-group transactions and resulting unrealized profit or losses, unless cost cannot be recovered.

| Name | Relationship | Principle place of business and place of incorporation | % Shareholding as on 30th June 2024 | % Shareholding as on 31st March 2024 | % Shareholding as on 31st March 2023 | % Shareholding as on 31st March 2022 |
|-------------------|-------------------------|--|-------------------------------------|--------------------------------------|--------------------------------------|--------------------------------------|
| Badve Trading FZE | Wholly owned subsidiary | Dubai | 100% | 100% | 100% | 100% |

- c) The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are prepared to the extent possible, for all significant matters in the same manner as the Company’s separate financial statements.
- d) The restated financial information of the subsidiary are drawn up to the same reporting date as that of the Holding Company i.e. June 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 to identify the adjustments to audited financial statements of the subsidiary Company.
- e) Information on the entities included in the Consolidated Financial Statements

As on June 30, 2024

| Name of the entity in the Group | Net Assets i.e., total assets minus total liabilities | | Share in profit or loss | | Share in other comprehensive income | | Share in total comprehensive income | |
|---------------------------------|---|-----------|-------------------------------------|--------|---|--------|-------------------------------------|--------|
| | As % of Consolidated net assets | Amount | As % of Consolidated profit or loss | Amount | As % of Consolidated other comprehensive income | Amount | As % of total comprehensive income | Amount |
| Parent | 95.82% | 23,101.85 | 91.93% | 658.04 | 100.00% | (5.17) | 91.87% | 652.87 |
| Subsidiary | 4.18% | 1,007.86 | 8.07% | 57.76 | 0.00% | 0 | 8.13% | 57.76 |
| Total | 100.00% | 24,109.70 | 100.00% | 715.79 | 100.00% | (5.17) | 100.00% | 710.62 |

As on March 31, 2024

| Name of the entity in the Group | Net Assets i.e., total assets minus total liabilities | | Share in profit or loss | | Share in other comprehensive income | | Share in total comprehensive income | |
|---------------------------------|---|-----------|-------------------------------------|----------|---|----------|-------------------------------------|----------|
| | As % of Consolidated net assets | Amount | As % of Consolidated profit or loss | Amount | As % of Consolidated other comprehensive income | Amount | As % of total comprehensive income | Amount |
| Parent | 95.94% | 22,448.98 | 94.07% | 2,924.31 | 100.00% | (149.04) | 93.77% | 2,775.28 |
| Subsidiary | 4.06% | 950.24 | 5.93% | 184.47 | 0.00% | 0 | 6.23% | 184.47 |
| Total | 100.00% | 23,399.22 | 100.00% | 3,108.79 | 100.00% | (149.04) | 100.00% | 2,959.75 |

As on March 31, 2023

| Name of the entity in the Group | Net Assets i.e., total assets minus total liabilities | | Share in profit or loss | | Share in other comprehensive income | | Share in total comprehensive income | |
|---------------------------------|---|-----------|-------------------------------------|----------|---|---------|-------------------------------------|----------|
| | As % of Consolidated net assets | Amount | As % of Consolidated profit or loss | Amount | As % of Consolidated other comprehensive income | Amount | As % of total comprehensive income | Amount |
| Parent | 96.33% | 19,694.05 | 87.79% | 2,753.51 | 100.00% | (98.57) | 87.39% | 2,654.94 |
| Subsidiary | 3.67% | 751.03 | 12.21% | 383.11 | 0.00% | 0 | 12.61% | 383.11 |
| Total | 100.00% | 20,445.08 | 100.00% | 3,136.63 | 100.00% | (98.57) | 100.00% | 3,038.06 |

As on March 31, 2022

| Name of the entity in the Group | Net Assets i.e., total assets minus total liabilities | | Share in profit or loss | | Share in other comprehensive income | | Share in total comprehensive income | |
|---------------------------------|---|-----------|-------------------------------------|----------|---|--------|-------------------------------------|----------|
| | As % of Consolidated net assets | Amount | As % of Consolidated profit or loss | Amount | As % of Consolidated other comprehensive income | Amount | As % of total comprehensive income | Amount |
| Parent | 98.17% | 17,039.10 | 93.89% | 2,458.46 | 100.00% | 212.82 | 94.35% | 2,671.28 |
| Subsidiary | 1.83% | 317.41 | 6.11% | 160.01 | 0.00% | 0 | 5.65% | 160.01 |
| Total | 100.00% | 17,356.51 | 100.00% | 2,618.47 | 100.00% | 212.82 | 100.00% | 2,831.29 |

c) Principles of consolidation and equity accounting

“The Consolidated Restated Financial Statements comprise the financial statements of the Company and its subsidiaries as at and for the year ended March 31, 2024, March 31, 2023 March 31, 2022 & special purpose consolidated financial statement for the period ended June 30, 2024.

Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the Consolidated Financial Statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that group member’s financial statements in preparing the consolidated financial statements to ensure conformity with the group’s accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e. year ended on 31 March. When the end of the reporting period of the parent is different from that of a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the parent to enable the parent to consolidate the financial information of the subsidiary, unless it is impracticable to do so.

“i) Subsidiaries

Subsidiaries are all entities over which the Group has control. The Group controls an entity where the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases. The acquisition method of accounting is used to account for business combinations by the Group. The Group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.”

d) Use of estimate and assumption

i) “The preparation of these financial statements, in conformity with the recognition and measurement principles of Ind AS, requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

Key source of estimation of uncertainty at the date of the financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of impairment of investments, useful lives of property, plant and equipment, valuation of deferred tax assets and provisions and contingent liabilities.”

ii) Estimates

“Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and future periods are affected. Key sources of estimation of uncertainty at the date of the financial statements, which have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are in respect of useful lives of property, plant and equipment, defined benefit plan and impairment of non current investments.

a) Defined benefit plan

The cost of the defined benefit gratuity plan and other post-employment benefits and the present value of the gratuity obligation are determined using actuarial

valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate; future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds where remaining maturity of such bond corresponds to expected term of defined benefit obligation. The mortality rate is based on publicly available mortality tables for India. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates for the respective countries. Further details about gratuity obligations are given in Note No. 41.

b) Critical Accounting Judgments and key sources of estimation, uncertainty

The preparation of financial statements and related notes in accordance with Ind AS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the balance sheet date, and revenues and expenses.

Actual results could differ from those estimates due to those uncertainties on which assumptions are based. Estimates and assumptions are reviewed annually in order to verify they still reflect the best available knowledge of the Company's operations and of other factors deriving from actual circumstances. Changes, if any, are immediately accounted for in the income statement.

The present economic context, whose effects are spread into some businesses in which the Group operates, determined the need to make assumptions related to future development with a high degree of uncertainty. For this reason, it is not possible to exclude that, in the next or in subsequent financial years, actual results may differ from estimated results. These differences, at present unforeseeable and unpredictable, may require adjustments to book values. Estimates are used in many areas, including accounting for non-current assets, deferred tax assets, bad debt provisions on accounts receivable, employee benefits, contingent liabilities and provisions for risks and contingencies.

iii) Impairment of financial assets

The Company reviews its carrying value of investments carried at amortised cost annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted.

iv) Valuation of deferred tax assets / liabilities

The Company reviews the carrying amount of deferred tax assets/liabilities at the end of each reporting period. The policy for the same has been explained under Note No. 3(l).

v) Provisions and contingent liabilities

A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date adjusted to reflect the current best estimates. Contingent liabilities are not recognised in the financial statements. A contingent asset is neither recognised nor disclosed in the financial statements.

e) Current/Non-Current Classification

The Company presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is classified as current when it satisfies any of the following criteria:

- It is expected to be realized or intended to be sold or consumed in normal operating cycle
- It is held primarily for the purpose of trading
- It is expected to be realized within 12 months after the date of reporting period, or
- Cash and cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after reporting period

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

A liability is current when it satisfies any of the following criteria:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within 12 months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period

Current liabilities include the current portion of long term financial liabilities. The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets and their realization in cash and cash equivalents. The Company has identified 12 months as its operating cycle.

Note 03 Material Accounting Policies

a) Property, Plant and Equipment

Capital work in progress is stated at cost of acquisition, net of accumulated impairment loss, if any.

Property, plant & equipment are stated at cost of acquisition or construction where cost includes amount added/deducted on revaluation less accumulated depreciation / amortization and impairment loss, if any. All costs directly relating to the acquisition and installation of assets are capitalised and include borrowing costs relating

to funds attributable to construction or acquisition of qualifying assets, up to the date the asset / plant is ready for intended use. The cost of replacing a part of an item of property, plant and equipment is recognized in the carrying amount of the item of property, plant and equipment, if it is probable that the future economic benefits embodies within the part will flow to the Company and its cost can be measured reliably with the carrying amount of the replaced part getting derecognized. The cost for day-to-day servicing of property, plant and equipment are recognized in Statement of Profit and Loss as and when incurred.

Depreciation and Amortization

Depreciation on tangible Property, Plant & Equipments is charged over the estimated useful life of the asset or part of the asset , on straight line method, in accordance with Part A of Schedule II to the Companies Act, 2013.

Keeping in mind the rigorous and periodic maintenance programme followed by the Company, the estimated useful life of the Property, Plant & Equipments as assessed by the Management and followed by the Company is given below:

| Type of Assets | Useful life as per Schedule II (in years) | Estimated useful life considered by company (in years) |
|------------------------------|---|--|
| Buildings | 30 | 29.9 |
| Plant & Machinery | 15 | 13.5 |
| Machinery Electrifications | 15 | 13.5 |
| Tools & Dies | 15 | 13.5 |
| Jigs & Fixtures | 15 | 13.5 |
| Plastic Injection Moulds | 15 | 13.5 |
| ETP & STP | 15 | 13.5 |
| Material Handling Equipments | 15 | 13.5 |
| Supporting Equipments | 15 | 13.5 |
| Fire Fighting Equipments | 15 | 15.8 |
| Office Equipment | 05 | 15.8 |
| Furniture & Fixtures | 10 | 15.8 |
| Computers/Networks | 03/06 | 06.1 |
| Vehicles | 08 | 10.5 |
| Intangible assets | 03/06 | 06.1 |
| Poly House / Green House | 30 | 29.9 |

The Management has arrived the useful life/rate of depreciation after considering the residual value of property, plant & equipments.

b) Capital Advances

Advances paid towards the acquisition of property, plant and equipment, outstanding at each balance sheet date is classified as capital advances under “other non-current assets”.

c) Intangible assets

Recognition of Intangible assets: Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment loss, if any.

Research and development costs:

Research and development costs are expensed as incurred.

d) Lease

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement. Company as a lessee The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company cognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use assets

The Company recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets. If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment.

ii) Lease Liabilities

At the commencement date of the lease, the Company recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable. In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is

remeasured if there is a modification, a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset. Short-term leases and leases of low-value assets The Company applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognized as expense on a straight-line basis over the lease term.

e) Inventories

Inventories of raw materials and components, stores & spares are valued at the lower of cost and net realizable value after providing for obsolescence and other losses, where considered necessary. Cost is ascertained on a FIFO basis. The cost of work-in-progress and finished goods is determined on absorption cost basis. Costs incurred in bringing each product to its present location and condition are accounted for as follows:

- a. Raw materials, stores & spares and tools & instruments: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.
- b. Finished goods and work in progress: cost includes cost of direct materials (excluding taxes for which credit is available), labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs. Cost is determined on weighted average basis.
- c. Traded goods: cost includes cost of purchase and other costs incurred, but excluding taxes for which credit is available, in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

f) Financial instruments

i) Financial Assets and Liabilities

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

ii) Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

iii) Financial assets at fair value through other comprehensive income

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

iv) Financial assets at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of assets and liabilities at fair value through profit and loss are immediately recognised in the statement of profit and loss.

v) Financial liabilities

Financial liabilities are measured at amortised cost using the effective interest method if it is above the defined credit period.

vi) Equity instruments

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Company recognises equity instruments at proceeds received net off direct issue cost.

vii) Reclassification of Financial Assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, reclassification is made due to changes in the business model for managing financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the company's operations. Such changes are evident to external parties. A change in the business model occurs when a company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognized gains, losses (including impairment gains and losses) or interest.

viii) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

g) Revenue from contract with customers

1) Revenue from operations:

Revenue Recognition : Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract.

i) Revenue from the sale of goods is recognised when the goods are delivered and titles have passed, at which time all the following conditions are satisfied:

- (a) the Company has transferred to the buyer the significant risks and rewards of ownership of the goods;
- (b) the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- (c) the amount of revenue can be measured reliably;
- (d) it is probable that the economic benefits associated with the transaction will flow to the Company; and
- (e) the costs incurred or to be incurred in respect of the transaction can be measured reliably.

ii) Job-work revenues are accounted as and when such services are rendered.

iii) In Accordance with Accounting Standard IND AS - 11 - Construction Contracts, for Long Contract Sales and Services/Project related activity (including rendering of engineering design services and other services), the company recognizes the revenue on the basis of Percentage of Completion Method (POCM). Percentage of completion is the proportion of cost of work performed to-date, to the total estimated contract costs, provided ultimate "collectability thereof is reasonably certain.

The Company undertakes business of manufacturing of tool, dies, jigs, fixtures, mould business and recognises revenue and costs on percentage of completion method (POCM) basis in accordance to Accounting Standard IND AS -11.

2) Other Income:

Dividend income from investments is recognised when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably).

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

h) Government Grants & Subsidies

(i) Government grants in respect to manufacturing units located in developing regions

The Company is entitled to various incentives from government authorities in respect of manufacturing units located in developing regions. The Company accounts for its entitlements on accrual basis on submission of the initial claim to the relevant authorities.

(ii) Government grants in respect of additional Capital Expenditure

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions. Government grant whose primary condition is that the Company should purchase, construct or otherwise acquire capital assets, is recognised as income and are presented within other operating revenue over the life of a depreciable asset in the Statement of Profit and Loss or as a deferred income on a systematic and rational basis over the useful life of the asset.

(iii) Export Benefits

Export benefits in the nature of Duty Drawback are recognized on accrual basis in the year of export. Export benefits in the nature of RODTEP are recognized on accrual basis in the year of export.

(iv) Government grant in respect of interest free VAT loan

The benefit of a government loan at a below market rate of interest is treated as a government grant, measured as difference between proceed received and the fair value of the loan based on prevailing interest rate on borrowing applicable to the concerned unit.

i) Employee Benefits

i) Defined Contribution Plan:

Provident Fund:

The eligible employees of the Company are entitled to receive benefits under the provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employee's salary. The contributions as specified under the law are paid to the Central Government Provident Fund and the Family Pension Fund and the same is charged to the Statement of Profit and Loss of the year when the contributions to the respective funds are due and when services are rendered by the employees.

ii) Defined Benefit Plan:

For defined benefit retirement plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected immediately in the statement of financial position with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to profit or loss. Past service cost is recognised in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:

- * service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- * net interest expense or income; and
- * remeasurement.

Gratuity:

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15/26 days salary payable for each completed year of service. Vesting occurs upon completion of five years of service. The Company accounts for the liability for gratuity benefits payable in future based on an independent actuarial valuation. The Company has taken a Group Gratuity cum Life Assurance Scheme with LIC of India for future payment of gratuity to the eligible employees.

iii) Other long term employee benefits

Compensated Absences:

The Company provides for the encashment of compensated absences with pay subject to certain rules. The employees are entitled to accumulate compensated absences subject to certain limits, for future encashment. Such benefits are provided based on the number of days of unutilised compensated absence on the basis of an independent actuarial valuation.

j) Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in the statement of profit or loss in the period in which they are incurred.

k) Foreign Currencies

The functional currency of the Company is Indian rupee.

Transactions in foreign currencies are recorded at exchange rates prevailing on the date of the transaction. Foreign currency monetary assets and liabilities are translated at the exchange rate prevailing on the balance sheet date; and exchange gains and losses arising on settlement or translation are recognized in the statement of profit and loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognized in OCI or profit or loss are also recognized in OCI or profit or loss, respectively). In determining the spot exchange rate to use on initial recognition of the related asset, expense or income (or part of it) on the derecognition of a non-monetary asset or nonmonetary liability relating to advance consideration, the date of the transaction is the date on which the Company initially recognizes the non-monetary asset or nonmonetary liability arising from the advance consideration. If there are multiple payments or receipts in advance.

l) Taxation

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognised in the statement of profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively. Income tax expense represents the sum of the tax currently payable and deferred tax.

i) Current income tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit or loss and other comprehensive income because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible.

The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction and where the relevant tax paying unit intends to settle the asset and liability on a net basis.

ii) Deferred taxes

Deferred income tax is recognised using the balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount. Deferred income tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised. The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised. Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled. Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the relevant entity intends and has ability to settle its current tax assets and liabilities on a net basis.

Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

m) Earnings Per Share (EPS)

The basic earnings per share ('EPS') is computed by dividing the net profit after tax for the year attributable to equity shareholders of the Parent by the weighted average number of equity shares outstanding during the year.

The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, stock split, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

The number of shares used in computing diluted earnings per share comprises the weighted average number of shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period unless issued at a later date. In computing diluted earnings per share, only potential equity shares that are dilutive i.e. which reduces earnings per share or increases loss per share are included.

n) Segment reporting

The Company is in the business of manufacture and sale of automobile components, which in the context of Indian Accounting Standard (Ind AS) 108 "Operating Segments" represents single reportable business segment. The accounting policies of the reportable segments are the same as the accounting policies disclosed in Note no. 3(g). The revenues, total expenses and net profit as per the Statement of Profit and Loss represents the revenue, total expenses and the net profit of the sole reportable segment.

o) Trade Receivables – Initial Measurement

Financial Assets in the form of trade receivables, are initially measured at their transaction price (as defined in Ind AS 115).

p) Impairment

i) Financial assets (other than at fair value)

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. Company performs credit assessment for customers on an annual basis. Company recognizes credit risk, on the basis of lifetime expected losses and where receivables are due for more than normal operating cycle of the Company. For all other financial assets, expected credit losses are measured at an amount equal to the 12 months expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

ii) Non-financial assets

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs. If the recoverable amount of an asset or CGU is estimated to be less than its carrying amount, the carrying amount of the asset or CGU is reduced to its recoverable amount. An impairment loss is recognised in the statement of profit and loss.

q) Cash and cash equivalents

The company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less, to be cash equivalents. Cash and cash equivalents include balances with banks which are unrestricted for withdrawal and usage.

r) Cash flow statement

The Cash Flow Statement is prepared by the indirect method set out in Indian Accounting Standard (Ind AS) 7 on "Statement of Cash Flows" and presents cash flows by operating, investing and financing activities of the Company.

Note 04 PROPERTY, PLANT AND EQUIPMENT

| Sr. No. | Particulars | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|---------|---------------------------------|---------------------|----------------------|----------------------|----------------------|
| | Gross Block | 41,044.15 | 39,828.71 | 36,353.55 | 34,298.13 |
| | Less : Accumulated Depreciation | 17,529.71 | 16,774.21 | 13,916.46 | 11,121.74 |
| | Net Block | 23,514.43 | 23,054.50 | 22,437.09 | 23,176.40 |

4.1 Property, Plant And Equipment are carried at cost of acquisition, construction or at manufacturing cost, as the case may be, less accumulated depreciation, except freehold land which is carried at cost of aquisition.

4.2 Property, Plant And Equipment of the Company have not been revalued during the year under review.

4.3 Depreciation on Property, Plant And Equipment is provided on Straight Line Method on pro-rata basis.

4.4 It is explained by the management that the Company has assessed recoverable value of assets, which worked out to higher than corresponding book value of net assets, hence no impairment loss has been recognized.

Note 05 CAPITAL WORK-IN-PROGRESS

| Sr. No. | Particulars | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|---------|--------------------------|---------------------|----------------------|----------------------|----------------------|
| | Capital Work-in-Progress | 1,890.33 | 1,788.79 | 795.46 | 1,202.05 |
| | Total | 1,890.33 | 1,788.79 | 795.46 | 1,202.05 |

5.01 CWIP Ageing Schedule of as at Jun 30, 2024

| CWIP | Amount in CWIP for a period of | | | | Total |
|----------------------|--------------------------------|-----------|-----------|-------------------|----------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| Projects in progress | 1,771.36 | 19.10 | 7.65 | 92.22 | 1,890.33 |

CWIP Ageing Schedule of as at March 31, 2024

| CWIP | Amount in CWIP for a period of | | | | Total |
|----------------------|--------------------------------|-----------|-----------|-------------------|----------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| Projects in progress | 1,688.91 | 7.65 | - | 92.22 | 1,788.79 |

CWIP Ageing Schedule of as at March 31, 2023

| CWIP | Amount in CWIP for a period of | | | | Total |
|----------------------|--------------------------------|-----------|-----------|-------------------|--------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| Projects in progress | 703.24 | - | 92.22 | - | 795.46 |

CWIP Ageing Schedule of as at March 31, 2022

| CWIP | Amount in CWIP for a period of | | | | Total |
|----------------------|--------------------------------|-----------|-----------|-------------------|----------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| Projects in progress | 1,109.83 | 92.21 | 0.01 | - | 1,202.05 |

Note 06 OTHER INTANGIBLE ASSETS

| Sr. No. | Particulars | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|---------|---------------------------------|---------------------|----------------------|----------------------|----------------------|
| | Gross Block | 18.73 | 18.73 | 13.72 | 13.05 |
| | Less : Accumulated Amortisation | 12.90 | 12.67 | 12.41 | 12.40 |
| | Net Block | 5.83 | 6.07 | 1.31 | 0.65 |

Note 07 RIGHT OF USE ASSET

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the period

| Sr. No. | Particulars | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|----------|--|---------------------|----------------------|----------------------|----------------------|
| A | Balance at the beginning of the year | 1,539.67 | 1,847.88 | 1,426.15 | 1,411.55 |
| | Add: Additions | 97.05 | 146.87 | 681.15 | 201.43 |
| | Less : Amortisation | 73.42 | 277.25 | 259.42 | 174.22 |
| | Less : Conversion from Leasehold to Freehold | - | 177.82 | - | - |
| | Less : Regrouping | - | - | - | 12.60 |
| | Balance at the end of the year | 1,563.30 | 1,539.67 | 1,847.88 | 1,426.15 |

BELRISE INDUSTRIES LIMITED
(Formerly known as Badve Engineering Limited)

*Notes forming part of the Restated Consolidated Financial Statements

Note 08 INVESTMENTS

| Sr. No. | Particulars | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|---------|--|---------------------|----------------------|----------------------|----------------------|
| | Non-Current | | | | |
| A) | Investments in Equity Instruments (Unquoted - Carried at Cost & Quoted at FVTOCI) | | | | |
| | Badve Autocomps Private Limited | 0.02 | 0.02 | 0.02 | 0.02 |
| | Creative Tools & Press Components Private Limited | 0.00 | 0.00 | 0.00 | 0.00 |
| | Attitude Plastics Private Limited | 0.00 | 0.00 | 0.00 | 0.00 |
| | The Saraswat Co-op Bank Limited | 0.08 | 0.08 | 0.08 | 0.08 |
| | Janata Sahkari Bank Ltd | 0.50 | 0.50 | 0.50 | 0.50 |
| | The Cosmos Co-op Bank Limited | 17.40 | 17.40 | 17.40 | 17.40 |
| | Marathwada Auto Cluster Private Limited | 1.00 | 1.00 | 1.00 | 1.00 |
| | Badve Entrepreneurship And Skill Training Foundation | 1.90 | 1.90 | 1.90 | 1.90 |
| | Fenace Auto Ltd. | 1.88 | 1.88 | 1.88 | 1.88 |
| | Paras Defence and Space Technologies Limited (Formerly known as "Mechvac India Limited") | - | - | 0.94 | 431.47 |
| | TP Ekadash Ltd. | 6.22 | 6.22 | - | - |
| | Rudranee Infrastructure Ltd | 54.64 | 54.64 | 54.64 | 54.64 |
| | Sub total (A) | 83.64 | 83.64 | 78.36 | 508.89 |
| B) | Investment in LLP | | | | |
| | Eximius Infratech Solutions LLP | 10.00 | 10.00 | 10.00 | 10.00 |
| | Total Non - Current (A+B) | 93.64 | 93.64 | 88.36 | 518.89 |
| | Current | | | | |
| | Investments in Equity Instruments (Quoted - FVTOCI) :- | | | | |
| | Paras Defence and Space Technologies Limited (Formerly known as "Mechvac India Limited") | - | 1.22 | 323.40 | 67.34 |
| | Total - Current | - | 1.22 | 323.40 | 67.34 |

8.1 Details of Investment are as follows:

| Particulars | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|---|---------------------|----------------------|----------------------|----------------------|
| Investments in Equity Instruments (Unquoted - Carried at Cost) | | | | |
| Badve Autocomps Private Limited (2100 Equity shares at Rs. 10 each) | 0.02 | 0.02 | 0.02 | 0.02 |
| Creative Tools & Press Components Private Limited (200 Equity shares at Rs. 10 each) | 0.00 | 0.00 | 0.00 | 0.00 |
| Attitude Plastics Private Limited (10 equity shares at Rs. 10 each) | 0.00 | 0.00 | 0.00 | 0.00 |
| The Saraswat Co-op Bank Limited | 0.08 | 0.08 | 0.08 | 0.08 |
| Janata Sahkari Bank Ltd (5,000 equity shares at Rs. 100 each) | 0.50 | 0.50 | 0.50 | 0.50 |
| The Cosmos Co-op Bank Limited (1,73,965 equity shares at Rs. 100 each) | 17.40 | 17.40 | 17.40 | 17.40 |
| Marathwada Auto Cluster Private Limited (1000 equity shares at Rs. 100 each) | 1.00 | 1.00 | 1.00 | 1.00 |
| Badve Entrepreneurship And Skill Training Foundation (1,90,000 equity shares at Rs. 10 each) | 1.90 | 1.90 | 1.90 | 1.90 |
| Fenace Auto Ltd. (187848 equity shares at Rs. 10 each) | 1.88 | 1.88 | 1.88 | 1.88 |
| TP Ekadash Ltd. (621771 equity shares of Rs. 10 each) | 6.22 | 6.22 | - | - |
| Rudranee Infrastructure Ltd (2101724 equity shares of Rs. 10 each) | 54.64 | 54.64 | 54.64 | 54.64 |
| Total | 83.64 | 83.64 | 77.42 | 77.42 |

BELRISE INDUSTRIES LIMITED
(Formerly known as Badve Engineering Limited)

*Notes forming part of the Restated Consolidated Financial Statements

| Particulars | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|---|---------------------|----------------------|----------------------|----------------------|
| Investments in Equity Instruments (Quoted - FVTOCI) | | | | |
| :- | | | | |
| Paras Defence and Space Technologies Limited (Formerly known as "Mechvac India Limited") (2000 equity shares at Rs. 10 each as on 31.03.2024) (689575 equity shares at Rs. 10 each as on 31.03.2023) (797195 equity shares at Rs. 10 each as on 31.03.2022) | - | 1.22 | 323.40 | 67.34 |
| Total | - | 1.22 | 323.40 | 67.34 |

| Particulars | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|---|---------------------|----------------------|----------------------|----------------------|
| Investments in LLP Instruments (Unquoted) :- | | | | |
| Eximius Infratech Solutions LLP | 10.00 | 10.00 | 10.00 | 10.00 |
| Total | 10.00 | 10.00 | 10.00 | 10.00 |

| Particulars | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|--|---------------------|----------------------|----------------------|----------------------|
| Aggregate book value of quoted investments | - | 1.22 | 323.40 | 67.34 |
| Aggregate market value of quoted investments | - | 1.22 | 323.40 | 67.34 |
| Aggregate amount of unquoted investments | 93.64 | 93.64 | 87.42 | 87.42 |

Note 09 LOANS

| Sr. No. | Particulars | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|---------|---|---------------------|----------------------|----------------------|----------------------|
| | Non-Current | | | | |
| | Unsecured; considered good unless otherwise stated: | | | | |
| | Other Loans | 610.43 | 648.32 | 660.51 | 726.03 |
| | Total Non - Current | 610.43 | 648.32 | 660.51 | 726.03 |
| | Current | | | | |
| | Unsecured; considered good unless otherwise stated: | | | | |
| | Other Loans | 2,122.13 | 1,918.66 | 1,139.68 | - |
| | Loans to Employees | 13.62 | 10.57 | 11.19 | 13.34 |
| | Total - Current | 2,135.75 | 1,929.22 | 1,150.86 | 13.34 |

9.1 Loans includes amount paid to related parties. Refer Note No. 42.

9.2 Loans to Subsidiary is not derivative Financial Assets

Note 10 OTHER FINANCIAL ASSETS

| Sr. No. | Particulars | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|---------|---|---------------------|----------------------|----------------------|----------------------|
| | Non-Current | | | | |
| | Unsecured; considered good unless otherwise stated: | | | | |
| | Deposits with Others | 39.17 | 39.12 | 48.21 | 198.73 |
| | Deposits with Government Authorities | 64.89 | 72.13 | 61.94 | 49.71 |
| | Deposits with Banks (Under lien against bank borrowing) | 637.68 | 634.58 | 603.89 | 811.62 |
| | Deposits with Banks (Margin Money) | 30.67 | 30.65 | 27.07 | - |
| | Total Non - Current | 772.40 | 776.48 | 741.12 | 1,060.06 |
| | Current | | | | |
| | Unsecured; considered good unless otherwise stated: | | | | |
| | Advance for Purchase of Shares | 10.17 | 10.17 | 0.13 | - |
| | Total - Current | 10.17 | 10.17 | 0.13 | - |

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Note 11 OTHER ASSETS

| Sr. No. | Particulars | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|---------|---|---------------------|----------------------|----------------------|----------------------|
| | Non-Current | | | | |
| | Unsecured; considered good unless otherwise stated: | | | | |
| | Capital Advances | 881.07 | 644.05 | 406.02 | 676.15 |
| | Incentives Receivable from Government | 314.62 | 288.63 | 365.38 | 422.17 |
| | Value Added Tax Receivable | 5.11 | 5.11 | 2.40 | 62.34 |
| | Income Tax - Paid Under Protest | 7.14 | 7.14 | 1.27 | 1.27 |
| | GST - Paid Under Protest | 2.96 | 2.96 | - | - |
| | Stamp Duty on Amalgamation (Paid under protest) | 4.98 | 4.98 | 4.98 | 4.98 |
| | Planned Asset - Group Gratuity | - | - | 22.02 | 8.22 |
| | Total Non - Current | 1,215.88 | 952.87 | 802.06 | 1,175.13 |
| | Current | | | | |
| | Unsecured; considered good unless otherwise stated: | | | | |
| A) | Advances Paid to Suppliers/Services | 2,072.67 | 1,594.49 | 1,698.93 | 2,019.73 |
| B) | Balances with Government Authorities : | | | | |
| | Excise Duty & Service Tax | 3.50 | 3.50 | 5.25 | 5.25 |
| | Value Added Tax Receivable | 0.91 | 0.91 | 0.91 | 0.91 |
| | Goods & Service Tax | 94.05 | 115.25 | 76.65 | 134.16 |
| | Refund - Income Tax | 12.67 | 12.67 | 18.54 | 12.66 |
| | Duty Drawback Claim Receivable | 1.50 | 3.46 | 7.74 | - |
| | RoDTEP claim Receivable | 14.59 | 13.14 | 6.17 | - |
| | Sub Total (B) | 127.21 | 148.93 | 115.27 | 152.98 |
| C) | Others : | | | | |
| | Pre-paid Expenses | 215.73 | 187.11 | 216.75 | 144.17 |
| | Incentives Receivable from Government & Other Receivables | 3,321.85 | 3,656.82 | 3,597.73 | 4,080.41 |
| | Foreign currency forward contract | - | - | 0.40 | 0.89 |
| | Planned Asset - Group Gratuity | 0.00 | - | 7.73 | 2.57 |
| | Other Receivables | 3,239.64 | 3,280.68 | 2,561.36 | 1,496.45 |
| | Sub Total (C) | 6,777.23 | 7,124.61 | 6,383.97 | 5,724.48 |
| | Total - Current (A + B + C) | 8,977.11 | 8,868.03 | 8,198.17 | 7,897.19 |

11.1 Advances Paid to Suppliers is in normal course of business which will be cleared in the normal operating cycle of the Company.

11.2 Advance Paid to Suppliers include amount paid to related parties. Refer Note No. 42.

11.3 Other Receivables are inclusive of Property, Plant & equipments held for Sale.

Note 12 INVENTORIES

| Sr. No. | Particulars | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|---------|---------------------------|---------------------|----------------------|----------------------|----------------------|
| | Raw Materials & Spares | 5,224.23 | 5,259.09 | 4,222.78 | 3,806.22 |
| | Semi Finished Goods (WIP) | 288.80 | 285.49 | 259.49 | 252.86 |
| | Finished Goods | 199.98 | 203.22 | 169.40 | 175.08 |
| | Stock of Traded Goods | 491.28 | 223.20 | 883.57 | 380.50 |
| | Total | 6,204.29 | 5,971.01 | 5,535.25 | 4,614.68 |

12.1 Inventories are valued at Cost or Net Realisable Value whichever is lower on weighted average basis.

Note 13 TRADE RECEIVABLES

| Sr. No. | Particulars | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|---------|---|---------------------|----------------------|----------------------|----------------------|
| | Undisputed - Unsecured; considered good unless otherwise stated: | | | | |
| | Trade Receivables | 12,967.18 | 12,199.11 | 12,728.60 | 9,277.76 |
| | Estimated total gross carrying amount of credit under impairment | 152.32 | 159.35 | 126.80 | 102.54 |
| | Less - Undisputed - Unsecured Trade Receivables - Credit Impaired | 80.35 | 80.35 | 57.50 | 44.82 |
| | Estimated total net carrying amount of credit under impairment | 71.97 | 79.00 | 69.29 | 57.71 |
| | Less: Allowance for bad & doubtful debts | (80.35) | (80.35) | (57.50) | (44.82) |
| | Total | 13,039.15 | 12,278.11 | 12,797.90 | 9,335.48 |

13.1 Trade receivables are dues in respect of goods sold or services rendered in the normal course of business.

13.2 Trade receivables include receivables from related parties. Refer Note No. 42.

13.3 Trade receivables are non - interest bearing and are generally on payment terms of 30 to 90 days with our customers in india and 30-150 days with our overseas customers.

13.4 Ageing of Receivables

As on June 30, 2024

| Particulars | Outstanding for following periods from due date of payment | | | | | | Total |
|--|--|--------------------|------------------|-----------|-----------|-------------------|-----------|
| | Not Due | Less than 6 months | 6 months -1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) Undisputed Trade receivables – considered good | 7,298.26 | 5,339.32 | 329.61 | - | - | - | 12,967.18 |
| (ii) Undisputed Trade Receivables – which have significant increase in credit risk | - | - | - | - | - | - | - |
| (iii) Undisputed Trade Receivables – credit impaired | - | - | - | 47.16 | 10.72 | 94.44 | 152.32 |
| (iv) Disputed Trade Receivables considered good | - | - | - | - | - | - | - |
| (v) Disputed Trade Receivables – which have significant increase in credit risk | - | - | - | - | - | - | - |
| (vi) Disputed Trade Receivables – credit impaired | - | - | - | - | - | - | - |

As on March 31, 2024

| Particulars | Outstanding for following periods from due date of payment | | | | | | Total |
|--|--|--------------------|------------------|-----------|-----------|-------------------|-----------|
| | Not Due | Less than 6 months | 6 months -1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) Undisputed Trade receivables – considered good | 6,822.26 | 5,353.48 | 23.37 | - | - | - | 12,199.11 |
| (ii) Undisputed Trade Receivables – which have significant increase in credit risk | - | - | - | - | - | - | - |
| (iii) Undisputed Trade Receivables – credit impaired | - | - | - | 54.49 | 8.44 | 96.42 | 159.35 |
| (iv) Disputed Trade Receivables considered good | - | - | - | - | - | - | - |
| (v) Disputed Trade Receivables – which have significant increase in credit risk | - | - | - | - | - | - | - |
| (vi) Disputed Trade Receivables – credit impaired | - | - | - | - | - | - | - |

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As on March 31, 2023

| Particulars | Outstanding for following periods from due date of payment | | | | | Total | Total |
|--|--|--------------------|------------------|-----------|-----------|-------------------|-----------|
| | Not Due | Less than 6 months | 6 months -1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) Undisputed Trade receivables – considered good | 7,846.68 | 4,599.74 | 282.18 | - | - | - | 12,728.60 |
| (ii) Undisputed Trade Receivables – which have significant increase in credit risk | - | - | - | - | - | - | - |
| (iii) Undisputed Trade Receivables – credit impaired | - | - | - | 19.35 | 13.69 | 93.76 | 126.80 |
| (iv) Disputed Trade Receivables considered good | - | - | - | - | - | - | - |
| (v) Disputed Trade Receivables – which have significant increase in credit risk | - | - | - | - | - | - | - |
| (vi) Disputed Trade Receivables – credit impaired | - | - | - | - | - | - | - |

As on March 31, 2022

| Particulars | Outstanding for following periods from due date of payment | | | | | Total | Total |
|--|--|--------------------|------------------|-----------|-----------|-------------------|----------|
| | Not Due | Less than 6 months | 6 months -1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) Undisputed Trade receivables – considered good | 9,260.93 | 16.83 | - | - | - | - | 9,277.76 |
| (ii) Undisputed Trade Receivables – which have significant increase in credit risk | - | - | - | - | - | - | - |
| (iii) Undisputed Trade Receivables – credit impaired | - | - | - | 13.24 | 36.93 | 52.36 | 102.54 |
| (iv) Disputed Trade Receivables considered good | - | - | - | - | - | - | - |
| (v) Disputed Trade Receivables – which have significant increase in credit risk | - | - | - | - | - | - | - |
| (vi) Disputed Trade Receivables – credit impaired | - | - | - | - | - | - | - |

Note 14 CASH AND CASH EQUIVALENTS

| Sr. No. | Particulars | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|---------|--------------------------------|---------------------|----------------------|----------------------|----------------------|
| | Balances & Deposits with Banks | 389.00 | 1,791.36 | 1,011.19 | 360.22 |
| | Cash in Hand | 63.64 | 64.04 | 50.48 | 44.44 |
| | Total | 452.63 | 1,855.41 | 1,061.67 | 404.66 |

Note 15 OTHER BANK BALANCES

| Sr. No. | Particulars | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|---------|---|---------------------|----------------------|----------------------|----------------------|
| | Balances in Dividend Account | - | 0.02 | 0.02 | 0.02 |
| | Deposits with Original Maturities more than 3 months but less than 12 months (Under lien against bank borrowing) | 616.58 | 643.00 | 350.35 | 342.60 |
| | Total | 616.58 | 643.02 | 350.37 | 342.62 |

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15.1 Deposits with Original Maturities more than 3 months but less than 12 months are given as security against the borrowings.

15.2 Deposit with banks include Debenture redemption fund of Rs.158.20/- Millions.

Note 16 EQUITY SHARE CAPITAL

| Sr. No. | Particulars | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|---------|--|---------------------|----------------------|----------------------|----------------------|
| A) | AUTHORISED SHARE CAPITAL | | | | |
| | 900,000,000 Equity Shares of Rs. 5/- each as on 30.06.2024 | 4,500.00 | 4,500.00 | 220.00 | 220.00 |
| | 900,000,000 Equity Shares of Rs. 5/- each as on 31.03.2024 | | | | |
| | 220,000,00 Equity Shares of Rs. 10/- each as on 31.03.2023 | | | | |
| | 220,000,00 Equity Shares of Rs. 10/- each as on 31.03.2022 | | | | |
| | Total | 4,500.00 | 4,500.00 | 220.00 | 220.00 |
| B) | ISSUED, SUBSCRIBED & PAID UP SHARE CAPITAL | | | | |
| | 65,09,90,304 Equity Shares of Rs. 5/- each as on 30.06.2024 as fully paid-up | 3,254.95 | 3,254.95 | 203.43 | 203.43 |
| | 65,09,90,304 Equity Shares of Rs. 5/- each as on 31.03.2024 as fully paid-up | | | | |
| | 2,03,43,447 Equity Shares of Rs. 10/- each as on 31.03.2023 as fully paid-up | | | | |
| | 2,03,43,447 Equity Shares of Rs. 10/- each as on 31.03.2022 as fully paid-up | | | | |
| | Equity shares allotted as fully paid up by way of right issue of shares shares in the five years immediately preceding the date of Balance Sheet: (i) Number of shares - 5,08,087 (ii) Year of allotment - Year ended 31st March 2020 | | | | |
| | Equity shares allotted as fully paid up by way of bonus shares in the current year (15:1) (i) Number of shares - 61,03,03,410 (ii) Year of allotment - Year ended 31st March 2024 | | | | |
| | Total | 3,254.95 | 3,254.95 | 203.43 | 203.43 |

16.1 During the financial year 2023-24 the company has made sub-division (stock split) of its equity shares having face value of Rs.10 each into equity shares having face value of Rs.5 each which has been duly approved in Extra Ordinary General Meeting of the company dated 20th November, 2023.

During the financial year 2023-24 the company has made bonus issue to its existing equity shareholders in the ratio of 15:1 which was proposed by the Board of Directors in their Board Meeting held on 05th January, 2024 & which has been duly approved by the members of the company in their Extra Ordinary General Meeting held on 05th January, 2024.

a) **Voting rights**

The Company has only one class of equity shares having a par value of Rs.5 per share. Each shareholder of equity share is entitled for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

16.2 Details of Share Holders holding shares more than 5% of total paid up capital

| Name of the Share Holders | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|------------------------------|----------------------|----------------------|----------------------|----------------------|
| | No. of Share % | No. of Share % | No. of Share % | No. of Share % |
| Mr. Shrikant Shankar Badve | 53,00,36,384 81.42 | 53,00,36,384 81.42 | 1,52,57,962 75.00 | 1,52,57,962 75.00 |
| Mrs. Supriya Shrikant Badve | 4,33,33,920 06.66 | 4,33,33,920 06.66 | 13,54,185 06.66 | 13,54,185 06.66 |
| Sumedh Tools Private Limited | 5,83,43,040 08.96 | 5,83,43,040 08.96 | 18,23,220 08.96 | 18,23,220 08.96 |

16.3 Reconciliation of Outstanding Shares

| Particulars | No. of Share | No. of Share | No. of Share | No. of Share |
|--|--------------|--------------|--------------|--------------|
| Equity Shares at the Beginning of the Year | 65,09,90,304 | 2,03,43,447 | 2,03,43,447 | 2,03,43,447 |
| Add: Issued of Bonus shares (15:1) | - | 61,03,03,410 | - | - |
| Add: Split Shares | - | 2,03,43,447 | - | - |
| Fully Paid up | - | - | - | - |
| Equity Shares at the End of the Year | 65,09,90,304 | 65,09,90,304 | 2,03,43,447 | 2,03,43,447 |

16.4 Details of shares held by promoter are as follows as on 30.06.2024

| Shares held by promoters at the end of the year | | | | |
|---|-----------------------------|-----------------|------------------|--------------------------|
| S. No | Promoter name | No. of Shares | %of total shares | % Change during the year |
| 1 | Mr. Shrikant Shankar Badve | 53,00,36,384.00 | 81.42% | 0.00% |
| 2 | Mrs. Supriya Shrikant Badve | 4,33,33,920.00 | 6.66% | 0.00% |
| Total | | 57,33,70,304.00 | | |

Details of shares held by promoter are as follows as on 31.03.2024

| Shares held by promoters at the end of the year | | | | |
|---|-----------------------------|-----------------|------------------|--------------------------|
| S. No | Promoter name | No. of Shares | %of total shares | % Change during the year |
| 1 | Mr. Shrikant Shankar Badve | 53,00,36,384.00 | 81.42% | 8.56% |
| 2 | Mrs. Supriya Shrikant Badve | 4,33,33,920.00 | 6.66% | 0.00% |
| Total | | 57,33,70,304.00 | | |

Details of shares held by promoter are as follows as on 31.03.2023

| Shares held by promoters at the end of the year | | | | |
|---|-----------------------------|----------------|------------------|--------------------------|
| S. No | Promoter name | No. of Shares | %of total shares | % Change during the year |
| 1 | Mr. Shrikant Shankar Badve | 1,52,57,962.00 | 75.00% | 0.00% |
| 2 | Mrs. Supriya Shrikant Badve | 13,54,185.00 | 6.66% | 0.00% |
| Total | | 1,66,12,147.00 | | |

Details of shares held by promoter are as follows as on 31.03.2022

| Shares held by promoters at the end of the year | | | | |
|---|-----------------------------|----------------|------------------|--------------------------|
| S. No | Promoter name | No. of Shares | %of total shares | % Change during the year |
| 1 | Mr. Shrikant Shankar Badve | 1,52,57,962.00 | 75.00% | 0.00% |
| 2 | Mrs. Supriya Shrikant Badve | 13,54,185.00 | 6.66% | 0.00% |
| Total | | 1,66,12,147.00 | | |

16.5 The Company has only one class of equity shares issued at par value. Its share holder is entitled to one vote per share.

Note 17 OTHER EQUITY

| Sr. No. | Particulars | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|---------|--------------------------------------|---------------------|----------------------|----------------------|----------------------|
| | Capital Reserves | 1.90 | 1.90 | 1.90 | 1.90 |
| | Special Capital Incentives | 17.04 | 17.04 | 17.04 | 17.04 |
| | Securities Premium | 627.68 | 627.68 | 627.68 | 627.68 |
| | Foreign Currency Translation Reserve | 78.02 | 78.16 | 63.43 | 12.92 |
| | General Reserves | 18.74 | 18.74 | 18.74 | 18.74 |
| | Retained Earnings | 20,111.37 | 19,400.74 | 19,515.10 | 16,477.60 |
| | Cash Flow Hedge Reserve | - | (0.00) | (2.26) | (2.81) |
| | Total | 20,854.75 | 20,144.27 | 20,241.64 | 17,153.08 |

17.1 Capital Reserves

| Particulars | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|-----------------------------------|---------------------|----------------------|----------------------|----------------------|
| Balance at beginning of the year | 1.90 | 1.90 | 1.90 | 1.90 |
| Add: Additions for the year | - | - | - | - |
| Balance at end of the year | 1.90 | 1.90 | 1.90 | 1.90 |

Capital Reserve represents the value of difference of Assets & Liability of Shreeyash Chassis Private Limited, Badve Presscomps Private Limited & Badve Plastics Private Limited as a part of scheme of amalgamation arrangement as approved by the High Court at the Judicature at Bombay on 04th July 2008.

17.2 Special Capital Incentives

| Particulars | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|-----------------------------------|---------------------|----------------------|----------------------|----------------------|
| Balance at beginning of the year | 17.04 | 17.04 | 17.04 | 17.04 |
| Add: Additions for the year | - | - | - | - |
| Balance at end of the year | 17.04 | 17.04 | 17.04 | 17.04 |

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17.3 Securities Premium

| Particulars | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|-----------------------------------|---------------------|----------------------|----------------------|----------------------|
| Balance at beginning of the year | 627.68 | 627.68 | 627.68 | 627.68 |
| Add: Additions for the year | - | - | - | - |
| Balance at end of the year | 627.68 | 627.68 | 627.68 | 627.68 |

17.4 Foreign Currency Translation Reserve

| Particulars | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|-----------------------------------|---------------------|----------------------|----------------------|----------------------|
| Balance at beginning of the year | 78.16 | 63.43 | 12.92 | (4.28) |
| Add: Additions for the year | (0.14) | 14.74 | 50.51 | 17.20 |
| Balance at end of the year | 78.02 | 78.16 | 63.43 | 12.92 |

17.5 General Reserves

| Particulars | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|-----------------------------------|---------------------|----------------------|----------------------|----------------------|
| Balance at beginning of the year | 18.74 | 18.74 | 18.74 | 18.74 |
| Add: Additions for the year | - | - | - | - |
| Balance at end of the year | 18.74 | 18.74 | 18.74 | 18.74 |

17.6 Retained Earnings

| Particulars | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|--|---------------------|----------------------|----------------------|----------------------|
| Balance at beginning of the year | 19,400.74 | 19,515.10 | 16,477.60 | 13,657.96 |
| Add: Restated Profit for the year | 715.79 | 3,108.79 | 3,136.63 | 2,618.47 |
| Add / (less): Restated Other Comprehensive income for the year | (5.17) | (151.29) | (99.12) | 201.17 |
| Less: Issue of Bonus Shares | - | 3,051.52 | - | - |
| Less: Dividend | - | 20.34 | - | - |
| Balance at end of the year | 20,111.37 | 19,400.74 | 19,515.10 | 16,477.60 |

17.7 Cash Flow Hedge Reserve

| Particulars | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|-----------------------------------|---------------------|----------------------|----------------------|----------------------|
| Balance at beginning of the year | - | (2.26) | (2.81) | (14.46) |
| Add: Additions for the year | - | 2.26 | 0.55 | 11.65 |
| Balance at end of the year | - | - | (2.26) | (2.81) |

Note 18 BORROWINGS

| Sr. No. | Particulars | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|-----------|----------------------------|---------------------|----------------------|----------------------|----------------------|
| | Non-Current | | | | |
| A) | Secured Loans | | | | |
| | Term Loans | 9,623.84 | 10,833.18 | 10,035.69 | 12,468.49 |
| | Vehicle Loans | 42.27 | 43.95 | 9.75 | 10.31 |
| | Non Convertible Debentures | - | - | 1,000.00 | 2,350.00 |
| | Interest Free VAT Loan | 1,162.16 | 1,135.16 | 1,036.73 | 872.56 |
| | Sub Total (A) | 10,828.27 | 12,012.29 | 12,082.16 | 15,701.35 |
| B) | Unsecured Loans | | | | |
| | From Directors | 1,395.60 | 1,395.60 | - | - |
| | From Others | - | 500.00 | - | - |
| | Sales Tax Deferral Loan | 231.19 | 309.90 | 371.71 | 394.95 |
| | Sub Total (B) | 1,626.79 | 2,205.50 | 371.71 | 394.95 |
| | Total Non - Current | 12,455.06 | 14,217.79 | 12,453.87 | 16,096.30 |

18.1 For details of security provided, repayment terms and rate of interest in respect of Secured Term Loans, Refer Note No. 37.

18.2 For non convertible debentures please Refer Note No. 39.

18.3 Vehicle Loans from banks, are secured by way of Hypothecation of Vehicles, which are purchased out of such loans. Refer Note No. 37.

18.4 For details of interest free VAT Loan, Refer Note No. 26.01.

18.5 Repayment for secured and unsecured borrowings:

BELRISE INDUSTRIES LIMITED
(Formerly known as Badve Engineering Limited)

*Notes forming part of the Restated Consolidated Financial Statements

Maturity Profile of Non-Current Borrowings as on June 30, 2024

| Particulars | Effective Interest Rate | Current (Refer note 18) | Non-Current | | | | | | Total |
|----------------------------|-------------------------|--------------------------|-----------------|-----------------|-----------------|-----------------|---------------|-----------------|------------------|
| | | | 2025-2026 | 2026-2027 | 2027-2028 | 2028-2029 | 2029-2030 | Above 5Years | |
| Term Loan | 7.90 % to 10.00 % | 3,015.78 | 2,267.10 | 2,437.24 | 1,695.83 | 1,506.46 | 695.52 | 1,063.96 | 12,681.89 |
| Non Convertible Debentures | 9.50% | 1,000.00 | - | - | - | - | - | - | 1,000.00 |
| Unsecured Loan | Upto 10% | - | 1,395.60 | - | - | - | - | - | 1,395.60 |
| VAT Loan | | - | - | 265.76 | 265.76 | 534.94 | 95.71 | - | 1,162.16 |
| Deferred Sales Tax Loan | | 78.71 | - | 79.10 | 72.45 | 57.89 | 19.32 | 2.43 | 309.90 |
| Total | | 4,094.48 | 3,662.70 | 2,782.09 | 2,034.04 | 2,099.30 | 810.55 | 1,066.39 | 16,549.55 |

Maturity Profile of Non-Current Borrowings as on March 31, 2024

| Particulars | Effective Interest Rate | Current (Refer note 18) | Non-Current | | | | | | Total |
|----------------------------|-------------------------|--------------------------|-----------------|-----------------|-----------------|-----------------|---------------|---------------|------------------|
| | | | 2025-2026 | 2026-2027 | 2027-2028 | 2028-2029 | 2029-2030 | Above 5Years | |
| Term Loan | 7.90 % to 10.00 % | 3,039.91 | 5,449.19 | 2,253.26 | 1,393.97 | 1,214.38 | 449.13 | 117.20 | 13,917.04 |
| Non Convertible Debentures | 9.50% | 1,000.00 | - | - | - | - | - | - | 1,000.00 |
| Unsecured Loan | Upto 10% | - | 1,895.60 | - | - | - | - | - | 1,895.60 |
| VAT Loan | | - | - | 260.23 | 260.23 | 521.73 | 92.97 | - | 1,135.16 |
| Deferred Sales Tax Loan | | 61.81 | 78.71 | 79.10 | 72.45 | 57.89 | 19.32 | 2.43 | 371.71 |
| Total | | 4,101.72 | 7,423.49 | 2,592.59 | 1,726.65 | 1,794.00 | 561.43 | 119.62 | 18,319.50 |

Maturity Profile of Non-Current Borrowings as on March 31, 2023

| Particulars | Effective Interest Rate | Current (Refer note 18) | Non-Current | | | | | | Total |
|----------------------------|-------------------------|--------------------------|-----------------|-----------------|-----------------|-----------------|-----------------|---------------|------------------|
| | | | 2024-2025 | 2025-2026 | 2026-2027 | 2027-2028 | 2028-2029 | Above 5Years | |
| Term Loan | 7.90 % to 10.00 % | 2,859.42 | 2,873.43 | 2,871.81 | 1,972.58 | 987.66 | 816.06 | 523.89 | 12,904.86 |
| Non Convertible Debentures | 9.50% | 1,350.00 | 1,000.00 | - | - | - | - | - | 2,350.00 |
| Unsecured Loan | 9.50% & 10% | 1,500.00 | - | - | - | - | - | - | 1,500.00 |
| VAT Loan | | - | - | - | 239.84 | 239.84 | 473.84 | 83.20 | 1,036.73 |
| Deferred Sales Tax Loan | | 23.24 | 61.81 | 78.71 | 79.10 | 72.45 | 57.89 | 21.74 | 394.95 |
| Total | | 5,732.66 | 3,935.24 | 2,950.52 | 2,291.52 | 1,299.96 | 1,347.80 | 628.84 | 18,186.53 |

Maturity Profile of Non-Current Borrowings as on March 31, 2022

| Particulars | Effective Interest Rate | Current (Refer note 18) | Non-Current | | | | | | Total |
|----------------------------|-------------------------|--------------------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|------------------|
| | | | 2023-2024 | 2024-2025 | 2025-2026 | 2026-2027 | 2027-2028 | Above 5Years | |
| Term Loan | 7.90 % to 10.00 % | 2,633.16 | 2,774.78 | 2,848.76 | 2,692.15 | 1,978.20 | 1,026.36 | 1,158.55 | 15,111.96 |
| Non Convertible Debentures | 9.50% | - | 1,350.00 | 1,000.00 | - | - | - | - | 2,350.00 |
| Unsecured Loan | 9.50% & 10% | - | 1,543.69 | - | - | - | - | - | 1,543.69 |
| VAT Loan | | - | - | - | - | - | - | 872.56 | 872.56 |
| Deferred Sales Tax Loan | | 9.04 | 23.24 | 61.81 | 78.71 | 79.10 | 72.45 | 79.64 | 403.99 |
| Total | | 2,642.21 | 5,691.70 | 3,910.57 | 2,770.85 | 2,057.30 | 1,098.81 | 2,110.74 | 20,282.19 |

| Sr. No. | Particulars | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|-----------|---|---------------------|----------------------|----------------------|----------------------|
| | Current | | | | |
| A) | Secured Loans | | | | |
| | Cash Credit & Bill Discounting Facility | | 8,086.26 | 6,090.34 | 4,527.51 |
| | Current maturities of long-term debts | | 4,094.48 | 4,101.72 | 4,232.66 |
| B) | Unsecured Loans | | | | |
| | From Others | | - | - | 1,500.00 |
| | Total - Current (A+B) | | 12,180.75 | 10,192.05 | 10,260.16 |

18.6 For details of security provided in respect of Secured Cash Credit & Bill Discounting Facility, Refer Note No. 38.

18.7 Installments of Loans Due in Next 12 Months are subject to Sanction Letter issued by the respective Bank. The amount of these installments which are due in next 12 months may vary depending on the change in rate of Interest or repayment schedule.

Note 19 LEASE LIABILITIES

Set out below are the carrying amounts of lease liabilities and the movements during the period

| Sr. No. | Particulars | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|---------|---|---------------------|----------------------|----------------------|----------------------|
| A | Non-Current | | | | |
| | Balance at the beginning of the year | 363.18 | 584.93 | 233.45 | 282.14 |
| | Add: Additions | 82.39 | 55.96 | 681.15 | 201.43 |
| | Add: Accretion | 16.16 | 69.88 | 76.57 | 29.19 |
| | Less : Payment | - | 78.85 | 172.86 | 168.12 |
| | Less : Current Liability Portion shown saperately | 98.08 | 268.74 | 233.38 | 111.18 |
| | Balance at the end of the year | 363.65 | 363.18 | 584.93 | 233.45 |
| B | Current | | | | |
| | Balance at the beginning of the year | 268.74 | 233.38 | 111.18 | - |
| | Add: Additions | 98.08 | 268.74 | 233.38 | 111.18 |
| | Less : Payment | 85.43 | 233.38 | 111.18 | - |
| | Balance at the end of the year | 281.39 | 268.74 | 233.38 | 111.18 |

- 19.1 The company applies the short term lease recognition exemption to its short-term leases for capital Items (i.e. those leases that have lease term of 12 months or less from the commencement date and do not contain the purchase option).

Note 20 TRADE PAYABLES

| Sr. No. | Particulars | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|---------|--|---------------------|----------------------|----------------------|----------------------|
| | Current | | | | |
| | Trade Payable for Supplies/Services | | | | |
| | - Total outstanding dues of micro and small enterprises | 6,273.89 | 5,866.13 | 3,062.47 | 2,927.27 |
| | - Total outstanding dues of other than micro and small enterprises | 2,444.35 | 2,024.46 | 6,150.26 | 2,585.14 |
| | Total - Current | 8,718.24 | 7,890.60 | 9,212.74 | 5,512.41 |

- 20.01 Trade Payable for Supplies/Services include amount payable to related parties. Refer Note No. 42.

- 20.02 The Company has a process of sending out confirmations to all vendors , regarding their status as MSME. Based on responses received ,the Company marks vendors as MSME & Others.

20.03 Disclosure requirement under MSMED Act, 2006

The Company has certain dues to suppliers (trade and capital) registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:

(Amount in ₹ Millions)

| Particulars | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|---|---------------------|----------------------|----------------------|----------------------|
| Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end. | 6,273.89 | 5,866.13 | 3,062.47 | 2,927.27 |
| Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end. | 2.62 | 3.54 | 18.80 | 1.91 |
| Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year. | 5,617.42 | 19,445.86 | 18,266.07 | 10,420.43 |
| Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year. | - | - | - | - |
| Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year | - | - | - | - |
| Interest due and payable towards suppliers registered under MSMED Act, for payments already made* | 2.04 | 35.43 | 32.53 | 18.63 |

* The Above interest has not been provided for in the books of accounts

The Company has a process of sending out confirmations to all vendors , regarding their status as MSME. Based on responses received , The Company marks vendors as MSME & Others.

20.03 Ageing of Trade Payables

As on June 30, 2024

| Particulars | Outstanding for following periods from due date of payment | | | | | Total |
|-----------------------------|--|------------------|-----------|-----------|-------------------|----------|
| | Not Due | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) MSME | 6,247.82 | 21.43 | 2.00 | 1.93 | 0.71 | 6,273.89 |
| (ii) Others | 3,065.66 | 111.07 | 4.54 | 0.49 | 25.16 | 3,206.91 |
| (iii) Disputed dues – MSME | - | - | - | - | - | - |
| (iv) Disputed dues - Others | - | - | - | - | - | - |

As on March 31, 2024

| Particulars | Outstanding for following periods from due date of payment | | | | | Total |
|-----------------------------|--|------------------|-----------|-----------|-------------------|----------|
| | Not Due | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) MSME | 5,857.99 | 4.58 | 2.42 | 0.35 | 0.79 | 5,866.13 |
| (ii) Others | 2,367.98 | 194.17 | 28.79 | 1.88 | 42.48 | 2,635.30 |
| (iii) Disputed dues – MSME | - | - | - | - | - | - |
| (iv) Disputed dues - Others | - | - | - | - | - | - |

As on March 31, 2023

| Particulars | Outstanding for following periods from due date of payment | | | | | Total |
|-----------------------------|--|------------------|-----------|-----------|-------------------|----------|
| | Not Due | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) MSME | 2,983.99 | 71.48 | 1.21 | - | 5.80 | 3,062.47 |
| (ii) Others | 6,368.61 | 140.97 | 2.67 | 2.89 | 40.67 | 6,555.81 |
| (iii) Disputed dues – MSME | - | - | - | - | - | - |
| (iv) Disputed dues - Others | - | - | - | - | - | - |

As on March 31, 2022

| Particulars | Outstanding for following periods from due date of payment | | | | | Total |
|-----------------------------|--|------------------|-----------|-----------|-------------------|----------|
| | Not Due | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) MSME | 2,927.27 | - | - | - | - | 2,927.27 |
| (ii) Others | 3,087.96 | 5.82 | 18.94 | 30.80 | - | 3,143.51 |
| (iii) Disputed dues – MSME | - | - | - | - | - | - |
| (iv) Disputed dues - Others | - | - | - | - | - | - |

* Ageing/Others includes payable on account of Property, Plant & Equipment as disclosed in Note no. 21.

Note 21 OTHER FINANCIAL LIABILITIES

| Sr. No. | Particulars | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|---------|--|---------------------|----------------------|----------------------|----------------------|
| | Current | | | | |
| | Interest Accrued on Term Loans/Vehicle Loans/W.C Loans | 55.03 | 34.47 | 27.54 | 51.73 |
| | Payables on purchase of property, plant and equipment | 762.47 | 610.84 | 405.54 | 558.37 |
| | Employee Benefits Payable | 168.69 | 138.13 | 120.23 | 106.20 |
| | Employee Retention Money | 0.19 | 0.30 | 2.51 | 6.48 |
| | Security Deposit | 0.32 | 0.32 | - | - |
| | Total - Current | 986.70 | 784.06 | 555.82 | 722.77 |

21.1 Employee Retention Money represents deduction from Employees salaries which is to be repaid after the terms specified in Service Agreement and are subject to reconciliation.

21.2 Purchase of property, plant and equipment include amount payable to related parties. Refer Note No. 42.

Note 22 OTHER LIABILITIES

| Sr. No. | Particulars | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|---------|---|---------------------|----------------------|----------------------|----------------------|
| | Non-Current | | | | |
| | Deferred revenue Incentive | 519.70 | 606.32 | 872.76 | 872.76 |
| | Advance received from Customers | - | 469.09 | - | - |
| | Other Business Liabilities - Customer Cluster | 354.73 | 354.46 | - | - |
| | Total Non - Current | 874.43 | 1,429.88 | 872.76 | 872.76 |
| | Current | | | | |
| | Advance received from Customers | 98.50 | 981.88 | 1,297.74 | 6.01 |
| | Outstanding Expenses | 259.22 | 245.09 | 276.82 | 486.83 |
| | Total - Current | 357.72 | 1,226.97 | 1,574.56 | 492.84 |

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22.1 Advances from Customers include amount received from related parties. Refer Note No. 42.

Note 23 PROVISIONS

| Sr. No. | Particulars | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|---------|--|---------------------|----------------------|----------------------|----------------------|
| | Non-Current | | | | |
| | Provision for Employee Benefits | | | | |
| | Provision for compensated absences (Refer Note No. 41) | 49.85 | 53.92 | 40.60 | 44.16 |
| | Provision for gratuity (Refer Note No. 41) | 20.11 | 6.57 | - | - |
| | Total Non - Current | 69.97 | 60.49 | 40.60 | 44.16 |
| | Current | | | | |
| | Provision for Employee Benefits | | | | |
| | Provision for compensated absences (Refer Note No. 41) | 9.20 | 9.25 | 7.66 | 7.35 |
| | Provision for gratuity (Refer Note No. 41) | 5.08 | 8.96 | - | - |
| | Total - Current | 14.28 | 18.22 | 7.66 | 7.35 |

Note 24 DEFERRED TAX LIABILITIES/(ASSETS)

| Sr. No. | Particulars | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|---------|---|---------------------|----------------------|----------------------|----------------------|
| | Deferred Tax Liability | | | | |
| | Tax depreciation and book depreciation | 2,392.43 | 2,348.99 | 2,266.25 | 2,046.05 |
| | Fair Valuation of Quoted Investments, Remeasurement of Defined Benefit Plans & Effect of Cash Flow Hedge(OCI) | - | - | - | 71.58 |
| | Other timing differences | 1.56 | 12.79 | - | - |
| | Sub Total | 2,393.99 | 2,361.77 | 2,266.25 | 2,117.63 |
| | Deferred Tax Assets | | | | |
| | Disallowance under section 43B | 30.71 | 28.22 | 21.34 | 22.33 |
| | Fair Valuation of Quoted Investments, Remeasurement of Defined Benefit Plans & Effect of Cash Flow Hedge(OCI) | 1.74 | 50.13 | 33.15 | - |
| | Government Incentives | 2,219.71 | 2,133.01 | 1,834.04 | 1,513.02 |
| | Other timing differences | - | - | 3.82 | 1.53 |
| | Sub Total | 2,252.16 | 2,211.36 | 1,892.36 | 1,536.89 |
| | Net Deferred Tax Liability/(Asset) | 141.83 | 150.41 | 373.89 | 580.74 |

24.1 Deferred Tax Assets and Deferred Tax Liabilities have been offset wherever the company has a legally enforceable right to set off current tax assets against current tax liabilities and where the Deferred Tax Assets and Deferred Tax Liabilities relate to income taxes levied by the same taxation authority.

24.2 Temporary differences on land, non current investments and expected credit loss on loans have not been considered for the purpose of calculation of deferred tax assets as it is probable that taxable profit against these items will not be available against which the deductible temporary difference can be utilized.

24.3

| Particulars | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|---|---------------------|----------------------|----------------------|----------------------|
| Balance at the beginning of the year | (150.41) | (373.89) | (580.74) | (491.92) |
| Acquisition adjustment | - | - | - | - |
| Tax income/(expense) during the period recognized in profit or loss | 6.84 | 173.36 | 173.70 | (17.24) |
| Tax income/(expense) during the period recognized in OCI | 1.74 | 50.13 | 33.15 | (71.58) |
| Balance at the end of the year | (141.83) | (150.41) | (373.89) | (580.74) |

Note 25 CURRENT TAX LIABILITIES (NET)

| Sr. No. | Particulars | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|---------|------------------------------------|---------------------|----------------------|----------------------|----------------------|
| | Provision for Current Tax (Gross) | 598.22 | 777.00 | 593.00 | 399.00 |
| | Less : Advance Income Tax | 20.00 | 230.00 | 305.00 | 228.00 |
| | Tax Deducted & Collected at Source | 30.02 | 132.08 | 111.91 | 124.09 |
| | Total | 50.02 | 362.08 | 416.91 | 352.09 |
| | Total | 548.20 | 414.92 | 176.09 | 46.91 |

Note 26 REVENUE FROM OPERATIONS

| Sr. No. | Particulars | For the period ended June 30, 2024 | For the year ended March 31, 2024 | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|---------|-------------------------|---------------------------------------|--------------------------------------|--------------------------------------|--------------------------------------|
| A) | Sale of Products | 13,626.27 | 57,964.77 | 51,317.48 | 46,123.50 |
| B) | Sale of Traded Goods | 3,562.45 | 14,515.53 | 11,829.13 | 5,013.05 |
| C) | Sale of Services | 158.52 | 616.37 | 625.68 | 872.88 |
| D) | Other Operating Revenue | 462.47 | 1,745.74 | 2,052.67 | 1,959.11 |
| | Total (A+B+C+D) | 17,809.71 | 74,842.41 | 65,824.96 | 53,968.54 |

26.01 Other operating revenues includes Government Incentives as follow:

Government Grants for the period Jun-2024

i) As per Eligibility Certificates (EC) of Mega Project Under Package Scheme of Incentives 2007 dated 15th September 2015 & subsequent and the latest Addenda -V dated 31st May 2021 the Company is eligible for Industrial Promotion Subsidy (IPS) of Rs.6,901.70/- Millions under the Package Scheme of Incentives 2007 ('the Scheme') in connection with the plant at Plot No A-23/1,B-39 Chakan Industrial Area Phase II, Village Khalumbre, Tq. Khed, Dist Pune. In terms of the Scheme and based on the Eligibility Certificates and Addenda -V referred above, the Company has credited it to its statement of Profit & Loss an amount of Rs. 344.47/- Millions.

Government Grants for the period 2023-24

i) As per Eligibility Certificates (EC) of Mega Project Under Package Scheme of Incentives 2007 dated 15th September 2015 & subsequent and the latest Addenda -V dated 31st May 2021 the Company is eligible for Industrial Promotion Subsidy (IPS) of Rs.6,901.70/- Millions under the Package Scheme of Incentives 2007 ('the Scheme') in connection with the plant at Plot No A-23/1,B-39 Chakan Industrial Area Phase II, Village Khalumbre, Tq. Khed, Dist Pune. In terms of the Scheme and based on the Eligibility Certificates and Addenda -V referred above, the Company has credited it to its statement of Profit & Loss an amount of Rs. 918.49/- Millions.

ii) As per Eligibility Certificates (EC) of Mega Project Under Package Scheme of Incentives 2013 dated 2nd August 2018 the Company is eligible for Industrial Promotion Subsidy (IPS) of Rs. 2,517.20/- Millions under the Package Scheme of Incentives 2013 ('the Scheme') in connection with the plant at Plot B-5&6, MIDC Industrial Area, Waluj, Aurangabad. In terms of the Scheme and based on the Eligibility Certificates referred above, the Company has credited it to its statement of Profit & Loss an amount of Rs. 286.83/- Millions.

Government Grants for the period 2022-23

i) As per Eligibility Certificates (EC) of Mega Project Under Package Scheme of Incentives 2007 dated 15th September 2015 & subsequent and the latest Addenda -V dated 31st May 2021 the Company is eligible for Industrial Promotion Subsidy (IPS) of Rs.6,901.70/- Millions under the Package Scheme of Incentives 2007 ('the Scheme') in connection with the plant at Plot No A-23/1,B-39 Chakan Industrial Area Phase II, Village Khalumbre, Tq. Khed, Dist Pune. In terms of the Scheme and based on the Eligibility Certificates and Addenda -V referred above, the Company has credited it to its statement of Profit & Loss an amount of Rs. 931.07/- Millions.

ii) As per Eligibility Certificates (EC) of Mega Project Under Package Scheme of Incentives 2013 dated 2nd August 2018 the Company is eligible for Industrial Promotion Subsidy (IPS) of Rs. 2,517.20/- Millions under the Package Scheme of Incentives 2013 ('the Scheme') in connection with the plant at Plot B-5&6, MIDC Industrial Area, Waluj, Aurangabad. In terms of the Scheme and based on the Eligibility Certificates referred above, the Company has credited it to its statement of Profit & Loss an amount of Rs. 349.50/- Millions.

iii) As per the Eligibility Certificate dated 05 Oct 2021, the company is eligible for Special Incentives in the form of interest free VAT loan Sanctioned by the Governement of Karnataka of Rs.1,636.80/- Millions in connection with the plant at Plot No 207 to 210, 211P,234P & 235 to 238 Narsapura Industrial Area, Kolar, State Karnataka. In terms of the Scheme and based on the Eligibility Certificates referred above, the Company has received amount of Rs. 181.07/- Millions during current Financial Year i.e. 2022-23. As per accounting treatment given in Ind AS 109 read with Ind AS 20, amount of Rs. 106.62/- Millions is credited to its statement of Profit & Loss account and amount of Rs. 74.45/- Millions has been shown as interest free VAT loan in Note No. 18 borrowings.

Government Grants for the period 2021-22

i) As per Eligibility Certificates (EC) of Mega Project Under Package Scheme of Incentives 2007 dated 15th September 2015 & subsequent and the latest Addenda -V dated 31st May 2021 the Company is eligible for Industrial Promotion Subsidy (IPS) of Rs.6,901.70/- Millions under the Package Scheme of Incentives 2007 ('the Scheme') in connection with the plant at Plot No A-23/1,B-39 Chakan Industrial Area Phase II, Village Khalumbre, Tq. Khed, Dist Pune. In terms of the Scheme and based on the Eligibility Certificates and Addenda -V referred above, the Company has credited it to its statement of Profit & Loss an amount of Rs. .837.66/- Millions.

ii) As per Eligibility Certificates (EC) of Mega Project Under Package Scheme of Incentives 2013 dated 2nd August 2018 the Company is eligible for Industrial Promotion Subsidy (IPS) of Rs. 2,517.20/- Millions under the Package Scheme of Incentives 2013 ('the Scheme') in connection with the plant at Plot B-5&6, MIDC Industrial Area, Waluj, Aurangabad. In terms of the Scheme and based on the Eligibility Certificates referred above, the Company has credited it to its statement of Profit & Loss an amount of Rs. 389.39/- Millions.

iii) As per Eligibility Certificates (EC) dated 02nd February 2022 the Company is eligible for ETP Capital Subsidy under the eligibility certificate No.I&C/P&P/ E3/136/M/S Badve/ ETP Subsidy/2021-22 of Rs.5.34/- Millions in accordance with Industrial Policy 2009-14 for the unit located at Plot No.207 to 210, 211p, 234p and 235 to 238 Narsapura Industrial, Kolar Dist., Karnataka.

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iv) As per the Eligibility Certificate dated 05 Oct 2021, the company is eligible for Special Incentives in the form of interest free VAT loan Sanctioned by the Governement of Karnataka of Rs.1,636.80/- Millions in connection with the plant at Plot No 207 to 210, 211P,234P & 235 to 238 Narsapura Industrial Area, Kolar, State Karnataka. In terms of the Scheme and based on the Eligibility Certificates referred above, the Company has received amount of Rs. 455.73/- Millions during current Financial Year i.e, 2021-22. As per accounting treatment given in Ind AS 109 read with Ind AS 20, amount of Rs. 273.68/- Millions is credited to its statement of Profit & Loss account and amount of Rs. 201.35/- Millions has been shown as interest free VAT loan in Note No. 18 borrowings.

v) As per Eligibility Certificates (EC) of Mega Project Under Package Scheme of Incentives 2014 dated 15th December 2016 the Company is eligible for Industrial Promotion Subsidy (IPS) of Rs.299.40/- Millions under the Package Scheme of Incentives 2014 ('the Scheme') in connection with the plant at Plot No 161, Sector 3, Industrial Area, Pithampur, Dist Dhar, State Madhya Pradesh. In terms of the Scheme and based on the Eligibility Certificates referred above, the Company has credited it to its statement of Profit & Loss an amount of Rs. 11.80/- Millions.

Note 27 OTHER INCOME

| Sr. No. | Particulars | For the period ended June 30, 2024 | For the year ended March 31, 2024 | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|---------|---|---------------------------------------|--------------------------------------|--------------------------------------|--------------------------------------|
| | Rent Received | - | 4.47 | - | 0.01 |
| | Interest Received | 102.22 | 269.78 | 117.40 | 50.98 |
| | Discount Received | 0.19 | 0.61 | 0.30 | 0.91 |
| | Misc. Income | 5.85 | 137.84 | 37.08 | 37.18 |
| | Dividend Received from Banks | - | 0.02 | 1.40 | - |
| | Foreign Exchange Rate Fluctuation | - | 0.56 | 184.25 | 49.20 |
| | Profit on sale of property, plant & equipment | 0.70 | 1.78 | 3.50 | - |
| | Profit/(Loss) on Sale of Investments | 1.07 | 299.26 | 38.93 | - |
| | Total | 110.02 | 714.33 | 382.87 | 138.27 |

Note 28 COST OF MATERIALS CONSUMED

| Sr. No. | Particulars | For the period ended June 30, 2024 | For the year ended March 31, 2024 | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|---------|--------------------------------|---------------------------------------|--------------------------------------|--------------------------------------|--------------------------------------|
| A) | Opening Stock | 5,259.09 | 4,222.78 | 3,806.22 | 3,929.90 |
| | Add : Purchases | 10,685.32 | 47,328.54 | 41,483.57 | 37,287.64 |
| | Less : Closing Stock | 5,224.23 | 5,259.09 | 4,222.78 | 3,806.22 |
| | Cost of Materials Consumed | 10,720.17 | 46,292.23 | 41,067.01 | 37,411.32 |
| B) | Conversion & Machining Charges | 132.18 | 557.63 | 473.72 | 210.20 |
| | Total (A+B) | 10,852.35 | 46,849.86 | 41,540.73 | 37,621.51 |

Note 29 CHANGE IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE & WORK IN PROGRESS

| Sr. No. | Particulars | For the period ended June 30, 2024 | For the year ended March 31, 2024 | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|---------|---|---------------------------------------|--------------------------------------|--------------------------------------|--------------------------------------|
| | Inventories at the end of the year | | | | |
| | Finished Goods, Stock-in-Trade & Work-in-Progress | 980.05 | 711.92 | 1,312.47 | 808.45 |
| | | 980.05 | 711.92 | 1,312.47 | 808.45 |
| | Inventories at the beginning of the year | | | | |
| | Finished Goods, Stock-in-Trade & Work-in-Progress | 711.92 | 1,312.47 | 808.45 | 640.10 |
| | | 711.92 | 1,312.47 | 808.45 | 640.10 |
| | Total | (268.14) | 600.55 | (504.01) | (168.35) |

Note 30 PURCHASES OF STOCK-IN-TRADE

| Sr. No. | Particulars | For the period ended June 30, 2024 | For the year ended March 31, 2024 | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|---------|----------------------------|---------------------------------------|--------------------------------------|--------------------------------------|--------------------------------------|
| | Purchase of Stock-in-Trade | 3,580.85 | 12,829.98 | 11,493.99 | 4,742.86 |
| | Total | 3,580.85 | 12,829.98 | 11,493.99 | 4,742.86 |

BELRISE INDUSTRIES LIMITED
(Formerly known as Badve Engineering Limited)

*Notes forming part of the Restated Consolidated Financial Statements

Note 31 EMPLOYEE BENEFITS EXPENSE

| Sr. No. | Particulars | For the period ended June 30, 2024 | For the year ended March 31, 2024 | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|---------|---|---------------------------------------|--------------------------------------|--------------------------------------|--------------------------------------|
| A) | Salaries, wages and bonus | 662.85 | 2,604.17 | 2,231.46 | 2,112.27 |
| B) | Contribution to provident funds and other funds | 24.78 | 75.71 | 70.07 | 71.00 |
| C) | Staff welfare expenses | 18.09 | 69.93 | 57.09 | 50.98 |
| | Total (A+B+C) | 705.72 | 2,749.82 | 2,358.62 | 2,234.25 |

Note 32 FINANCE COSTS

| Sr. No. | Particulars | For the period ended June 30, 2024 | For the year ended March 31, 2024 | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|---------|--------------------------------|---------------------------------------|--------------------------------------|--------------------------------------|--------------------------------------|
| | Interest Expenses on: | | | | |
| | Term & Vehicle Loans | 276.04 | 1,093.31 | 1,204.30 | 1,309.76 |
| | TDS & TCS | 0.28 | 0.18 | 0.44 | 0.24 |
| | GST | 0.00 | 14.53 | 0.81 | 2.34 |
| | CC Interest & Bill Discounting | 396.67 | 1,325.99 | 512.22 | 495.45 |
| | Lease Interest | 16.16 | 69.88 | 76.57 | 26.50 |
| | NCD | 23.68 | 116.49 | 223.25 | 156.10 |
| | VAT Loan | 27.00 | 98.43 | 89.72 | 51.95 |
| | Unsecured Loan | 31.66 | 95.94 | 132.87 | 48.54 |
| | Others | 18.08 | 87.68 | 263.20 | 65.59 |
| | Total | 789.58 | 2,902.42 | 2,503.38 | 2,156.48 |

Note 33 DEPRECIATION AND AMORTISATION EXPENSE

| Sr. No. | Particulars | For the period ended June 30, 2024 | For the year ended March 31, 2024 | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|---------|---------------------------------------|---------------------------------------|--------------------------------------|--------------------------------------|--------------------------------------|
| | Depreciation | 755.53 | 2,936.04 | 2,807.95 | 2,279.36 |
| | Amortisation of Right to Use of Asset | 73.42 | 277.25 | 259.42 | 174.22 |
| | Amortisation of Intangible Assets | 0.23 | 0.26 | 0.01 | 3.26 |
| | Total | 829.18 | 3,213.54 | 3,067.38 | 2,456.84 |

Note 34 OTHER EXPENSES

| Sr. No. | Particulars | For the period ended June 30, 2024 | For the year ended March 31, 2024 | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|---------|--|---------------------------------------|--------------------------------------|--------------------------------------|--------------------------------------|
| A) | Manufacturing Expenses | | | | |
| | D.G. Set Hiring Charges | - | - | - | 0.42 |
| | Power & Fuel Charges | 148.71 | 563.58 | 537.19 | 487.23 |
| | Water Charges | 2.05 | 9.01 | 9.50 | 8.81 |
| | Rent | - | - | 9.98 | 22.80 |
| | Inspection, Calibration & Testing Expenses | 3.95 | 49.35 | 51.75 | 57.39 |
| | Pollution Control Fees | 0.93 | 7.58 | 2.84 | 3.74 |
| | Research & Development Expenses | 17.55 | 57.01 | 48.32 | 45.10 |
| | ETP, TPM, TS & ISO Expenses | 2.43 | 8.40 | 6.90 | 10.95 |
| | House Keeping & Cleaning Expenses | 10.03 | 40.34 | 38.02 | 33.34 |
| | Repairs & Maintenance - Plant | 60.37 | 378.08 | 219.28 | 187.34 |
| | Sub Total(A) | 246.02 | 1,113.36 | 923.79 | 857.11 |

BELRISE INDUSTRIES LIMITED
(Formerly known as Badve Engineering Limited)

*Notes forming part of the Restated Consolidated Financial Statements

| Sr. No. | Particulars | For the period ended June 30, 2024 | For the year ended March 31, 2024 | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|-----------|---|---------------------------------------|--------------------------------------|--------------------------------------|--------------------------------------|
| B) | Office & Administrative Expenses | | | | |
| | Auditor's Remuneration | | | | |
| | '- Audit Fees | 0.94 | 3.75 | 3.75 | 2.50 |
| | '- Tax Audit Fees | - | 0.75 | 0.75 | 0.25 |
| | '- IPO Fees | 1.00 | - | - | - |
| | '- Fees for other audit services (certification fees) | 0.28 | 1.15 | 1.13 | 1.07 |
| | '- Reimbursement of out of pocket expenses | 0.01 | | | |
| | AMC Hardware, Software, Connectivity, Internet and Communication charges | 6.97 | 26.94 | 32.15 | 28.63 |
| | Telephone/Mobile Charges | 0.98 | 3.87 | 3.24 | 1.88 |
| | Conveyance Expenses | 5.39 | 25.87 | 22.08 | 22.46 |
| | Travelling Expenses | 19.14 | 77.99 | 72.99 | 40.11 |
| | Legal & Professional Fees | 52.41 | 308.50 | 195.05 | 134.43 |
| | Director Sitting Fee | - | 0.35 | 0.18 | 0.29 |
| | Gardening Expenses | 0.49 | 1.84 | 1.86 | 1.82 |
| | Guest House Expenses | 1.26 | 4.89 | 8.28 | 3.87 |
| | Printing & Stationery Expenses | 3.04 | 10.85 | 9.69 | 7.94 |
| | Rent - Others | 4.83 | 24.57 | 40.89 | 28.33 |
| | Rates & Taxes | 7.79 | 58.57 | 10.15 | 28.11 |
| | Insurance Charges | 9.27 | 37.90 | 33.36 | 30.12 |
| | Mini Bus Hire Charges | 6.56 | 29.66 | 27.09 | 32.21 |
| | Security Charges | 12.72 | 48.53 | 46.03 | 47.47 |
| | Repairs & Maintenance - Others | 8.84 | 29.14 | 29.60 | 30.37 |
| | Expected Credit Loss Allowance | - | 28.16 | 12.68 | 10.25 |
| | Donations | 0.15 | 0.76 | 0.73 | 1.03 |
| | Statutory – Fine & Penalties | 0.71 | 0.26 | 0.15 | 0.40 |
| | Corporate Social Responsibilities | 13.42 | 52.69 | 47.15 | 47.50 |
| | Prior Period Expenses | - | 0.03 | 0.94 | - |
| | Miscellaneous Expenses | 6.09 | 32.26 | 36.27 | 36.25 |
| | Sub Total(B) | 162.85 | 809.27 | 636.19 | 537.28 |

| Sr. No. | Particulars | For the period ended June 30, 2024 | For the year ended March 31, 2024 | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|-----------|--|---------------------------------------|--------------------------------------|--------------------------------------|--------------------------------------|
| C) | Selling & Distribution Expenses | | | | |
| | Freight on Sales | 59.78 | 255.30 | 249.20 | 208.56 |
| | Other Selling Expenses | 69.29 | 389.65 | 371.51 | 387.80 |
| | Sub Total(C) | 129.06 | 644.95 | 620.71 | 596.36 |
| | Total (A+B+C) | 537.93 | 2,567.58 | 2,180.69 | 1,990.76 |

4] PROPERTY, PLANT AND EQUIPMENT - Showing Consolidated Depreciation as per Companies Act, 2013 As at 30th June, 2024

| Description of Assets | GROSS BLOCK | | | | DEPRECIATION | | | | NETBLOCK | |
|------------------------------|--------------------------------|-----------------------------------|-----------------|-------------------------------|--------------------|-----------------------------|-------------------|------------------------------|----------------------|----------------------|
| | Opening As at 01.04.2024 | Additions during the period | Deletion | TOTAL As at 30.06. 2024 | Upto 01.04.2024 | Reversal of Depreciation | For the period | Upto As at 30.06. 2024 | As at 30.06. 2024 | As at 31.03. 2024 |
| Land - Factory (Freehold) | 243.19 | - | - | 243.19 | - | - | - | - | 243.19 | 243.19 |
| Building | 2,756.29 | 205.68 | - | 2,961.97 | 767.77 | - | 22.77 | 790.54 | 2,171.43 | 1,988.52 |
| Plant & Machineries | 10,940.45 | 557.89 | (0.00) | 11,498.34 | 5,403.96 | - | 195.16 | 5,599.12 | 5,899.22 | 5,536.49 |
| Machinery Electrifications | 896.67 | 54.56 | - | 951.23 | 445.32 | - | 16.64 | 461.95 | 489.28 | 451.36 |
| Tools & Dies | 18,510.26 | 122.94 | (3.57) | 18,629.63 | 7,587.29 | (0.02) | 354.91 | 7,942.18 | 10,687.45 | 10,922.97 |
| Jigs & Fixtures | 4,996.19 | 235.57 | - | 5,231.76 | 1,716.24 | - | 140.39 | 1,856.63 | 3,375.13 | 3,279.95 |
| Plastic Injection Moulds | 23.99 | - | - | 23.99 | 7.92 | - | 0.46 | 8.38 | 15.61 | 16.07 |
| ETP & STP | 45.89 | - | - | 45.89 | 30.82 | - | 0.70 | 31.52 | 14.37 | 15.07 |
| Material Handling Equipments | 711.16 | 10.96 | - | 722.12 | 427.18 | - | 12.80 | 439.98 | 282.14 | 283.97 |
| Supporting Equipments | 72.84 | 0.47 | - | 73.30 | 46.32 | - | 1.12 | 47.44 | 25.87 | 26.52 |
| Fire Fighting Equipments | 66.48 | - | - | 66.48 | 21.60 | - | 1.02 | 22.63 | 43.85 | 44.87 |
| Office Equipments | 82.05 | 0.34 | - | 82.38 | 35.95 | - | 1.20 | 37.14 | 45.24 | 46.10 |
| Furniture & Fixtures | 64.96 | 10.22 | - | 75.18 | 31.55 | - | 0.93 | 32.48 | 42.70 | 33.41 |
| Computers | 259.35 | 2.52 | - | 261.87 | 174.42 | - | 4.42 | 178.84 | 83.04 | 84.94 |
| Vehicles - 2W, 3W & 4W | 149.75 | 17.86 | - | 167.61 | 73.84 | - | 2.93 | 76.77 | 90.84 | 75.91 |
| Poly House / Green House | 9.20 | - | - | 9.20 | 4.04 | - | 0.08 | 4.11 | 5.09 | 5.17 |
| Total | 39,828.71 | 1,219.01 | (3.57) | 41,044.15 | 16,774.21 | (0.02) | 755.53 | 17,529.71 | 23,514.43 | 23,054.50 |
| Previous Year | 36,353.55 | 3,737.12 | (261.95) | 39,828.71 | 13,916.46 | (78.28) | 2,936.04 | 16,774.21 | 23,054.50 | 22,437.09 |

5] CAPITAL WORK-IN-PROGRESS As at 30th June, 2024

| Description of Assets | GROSS BLOCK | | | |
|---------------------------------|-----------------------------|--------------------------------|-------------------|----------------------------|
| | Opening As at 01.04.2024 | Additions during the period | Transfer | TOTAL As at 30.06. 2024 |
| Capital Work in Progress | 1,788.79 | 1,320.55 | (1,219.01) | 1,890.33 |

6] OTHER INTANGIBLE ASSETS - Showing Consolidated Depreciation as per Companies Act, 2013 As at 30th June, 2024

| Description of Assets | GROSS BLOCK | | | | DEPRECIATION | | | | NETBLOCK | |
|-----------------------|--------------------------------|--------------------------------|----------|-------------------------------|--------------------|-----------------------------|-----------------|------------------------------|----------------------|----------------------|
| | Opening As at 01.04.2024 | Additions during the period | Deletion | TOTAL As at 30.06. 2024 | Upto 01.04.2024 | Reversal of Depreciation | For the Year | Upto As at 30.06. 2024 | As at 30.06. 2024 | As at 31.03. 2024 |
| Software & Licenses | 13.05 | - | - | 13.05 | 12.37 | - | - | 12.37 | 0.68 | 0.68 |
| Software | 5.68 | - | - | 5.68 | 0.29 | - | 0.23 | 0.53 | 5.15 | 5.39 |
| Total | 18.73 | - | - | 18.73 | 12.67 | - | 0.23 | 12.90 | 5.83 | 6.07 |
| Previous Year | 13.72 | 5.01 | - | 18.73 | 12.41 | - | 0.26 | 12.67 | 6.07 | 1.31 |

4] PROPERTY, PLANT AND EQUIPMENT - Showing Consolidated Depreciation as per Companies Act, 2013 As at 31st March, 2024

| Description of Assets | GROSS BLOCK | | | | DEPRECIATION | | | | NETBLOCK | |
|------------------------------|--------------------------------|---------------------------------|----------|------------------------------|--------------------|-----------------------------|-----------------|--------------------|---------------------|---------------------|
| | Opening As at 01.04.2023 | Additions during the year | Deletion | TOTAL As at 31.03.2024 | Upto 01.04.2023 | Reversal of Depreciation | For the Year | Upto 31.03.2024 | As at 31.03.2024 | As at 31.03.2023 |
| Land - Factory (Freehold) | 65.37 | 177.82 | - | 243.19 | - | - | - | - | 243.19 | 65.37 |
| Building | 2,687.42 | 133.25 | (64.38) | 2,756.29 | 708.20 | (27.84) | 87.41 | 767.77 | 1,988.52 | 1,979.22 |
| Plant & Machineries | 10,487.30 | 594.47 | (141.33) | 10,940.45 | 4,657.14 | (38.35) | 785.17 | 5,403.96 | 5,536.49 | 5,830.16 |
| Machinery Electrifications | 867.06 | 39.75 | (10.14) | 896.67 | 380.96 | (2.56) | 66.91 | 445.32 | 451.36 | 486.09 |
| Tools & Dies | 16,583.71 | 1,937.81 | (11.26) | 18,510.26 | 6,047.22 | (0.56) | 1,540.64 | 7,587.29 | 10,922.97 | 10,536.50 |
| Jigs & Fixtures | 4,264.25 | 752.57 | (20.62) | 4,996.19 | 1,361.26 | (4.62) | 359.59 | 1,716.24 | 3,279.95 | 2,902.98 |
| Plastic Injection Moulds | 25.70 | - | (1.72) | 23.99 | 6.05 | (0.03) | 1.89 | 7.92 | 16.07 | 19.65 |
| ETP & STP | 45.79 | 0.11 | - | 45.89 | 27.95 | - | 2.87 | 30.82 | 15.07 | 17.84 |
| Material Handling Equipments | 702.62 | 16.78 | (8.24) | 711.16 | 377.37 | (2.01) | 51.82 | 427.18 | 283.97 | 325.24 |
| Supporting Equipments | 71.51 | 1.38 | (0.05) | 72.84 | 41.94 | (0.01) | 4.39 | 46.32 | 26.52 | 29.58 |

4] PROPERTY, PLANT AND EQUIPMENT - Showing Consolidated Depreciation as per Companies Act, 2013 As at 31st March, 2024

| Description of Assets | GROSS BLOCK | | | | DEPRECIATION | | | | NETBLOCK | |
|--------------------------|--------------------------|---------------------------|-----------------|------------------------|------------------|--------------------------|-----------------|------------------|------------------|------------------|
| | Opening As at 01.04.2023 | Additions during the year | Deletion | TOTAL As at 31.03.2024 | Upto 01.04.2023 | Reversal of Depreciation | For the Year | Upto 31.03.2024 | As at 31.03.2024 | As at 31.03.2023 |
| Fire Fighting Equipments | 50.46 | 16.02 | - | 66.48 | 18.40 | - | 3.20 | 21.60 | 44.87 | 32.06 |
| Office Equipments | 81.96 | 0.59 | (0.50) | 82.05 | 32.50 | (0.13) | 3.57 | 35.95 | 46.10 | 49.46 |
| Furniture & Fixtures | 63.64 | 1.53 | (0.21) | 64.96 | 27.92 | (0.06) | 3.68 | 31.55 | 33.41 | 35.71 |
| Computers | 236.44 | 24.11 | (1.20) | 259.35 | 159.40 | (0.36) | 15.38 | 174.42 | 84.94 | 77.04 |
| Vehicles - 2W, 3W & 4W | 112.47 | 39.58 | (2.30) | 149.75 | 66.39 | (1.76) | 9.21 | 73.84 | 75.91 | 46.08 |
| Poly House / Green House | 7.85 | 1.35 | - | 9.20 | 3.75 | - | 0.29 | 4.04 | 5.17 | 4.10 |
| Total | 36,353.55 | 3,737.12 | (261.95) | 39,828.71 | 13,916.46 | (78.28) | 2,936.04 | 16,774.21 | 23,054.50 | 22,437.09 |
| Previous Year | 34,298.13 | 2,099.85 | (44.44) | 36,353.55 | 11,116.22 | (13.23) | 2,807.95 | 13,916.46 | 22,437.09 | 23,176.40 |

5] CAPITAL WORK-IN-PROGRESS As at 31st March, 2024

| Description of Assets | GROSS BLOCK | | | |
|---------------------------------|--------------------------|---------------------------|-------------------|------------------------|
| | Opening As at 01.04.2023 | Additions during the year | Transfer | TOTAL As at 31.03.2024 |
| Capital Work in Progress | 795.46 | 4,426.81 | (3,562.55) | 1,788.79 |

6] OTHER INTANGIBLE ASSETS - Showing Consolidated Depreciation as per Companies Act, 2013 As at 31st March, 2024

| Description of Assets | GROSS BLOCK | | | | DEPRECIATION | | | | NETBLOCK | |
|-----------------------|--------------------------|---------------------------|----------|------------------------|-----------------|--------------------------|--------------|-----------------|------------------|------------------|
| | Opening As at 01.04.2023 | Additions during the year | Deletion | TOTAL As at 31.03.2024 | Upto 01.04.2023 | Reversal of Depreciation | For the Year | Upto 31.03.2024 | As at 31.03.2024 | As at 31.03.2023 |
| Software & Licenses | 13.05 | - | - | 13.05 | 12.40 | - | - | 12.40 | 0.65 | 0.65 |
| Software | 0.67 | 5.01 | - | 5.68 | 0.01 | - | 0.26 | 0.27 | 5.41 | 0.66 |
| Total | 13.72 | 5.01 | - | 18.73 | 12.41 | - | 0.26 | 12.67 | 6.07 | 1.31 |
| Previous Year | 13.05 | 0.67 | - | 13.72 | 12.40 | - | 0.01 | 12.41 | 1.31 | 0.65 |

4] PROPERTY, PLANT AND EQUIPMENT - Showing Depreciation as per Companies Act, 2013 As at 31st March, 2023

| Description of Assets | GROSS BLOCK | | | | DEPRECIATION | | | | NETBLOCK | |
|------------------------------|--------------------------|---------------------------|----------------|------------------------|-----------------------|--------------------------|-----------------|-----------------------|------------------|------------------|
| | Opening As at 01.04.2022 | Additions during the year | Deletion | TOTAL As at 31.03.2023 | Upto As at 01.04.2022 | Reversal of Depreciation | For the Year | Upto As at 31.03.2023 | As at 31.03.2023 | As at 31.03.2022 |
| Land - Factory (Freehold) | 65.37 | - | - | 65.37 | - | - | - | - | 65.37 | 65.37 |
| Building | 2,644.90 | 42.52 | - | 2,687.42 | 618.19 | - | 90.01 | 708.20 | 1,979.22 | 2,026.71 |
| Plant & Machineries | 10,140.65 | 344.77 | (29.99) | 10,455.43 | 3,895.76 | (9.24) | 758.79 | 4,645.32 | 5,810.11 | 6,244.89 |
| Machinery Electrifications | 819.83 | 49.31 | (2.08) | 867.06 | 319.16 | (0.77) | 62.58 | 380.96 | 486.09 | 500.67 |
| Tools & Dies | 15,286.98 | 1,302.15 | (5.42) | 16,583.71 | 4,554.86 | (0.63) | 1,492.99 | 6,047.22 | 10,536.50 | 10,732.13 |
| Jigs & Fixtures | 3,958.52 | 310.29 | (4.56) | 4,264.25 | 1,058.35 | (0.76) | 303.68 | 1,361.26 | 2,902.98 | 2,900.17 |
| Plastic Injection Moulds | 23.99 | 1.72 | - | 25.70 | 4.23 | - | 1.82 | 6.05 | 19.65 | 19.76 |
| ETP & STP | 45.79 | - | - | 45.79 | 25.45 | - | 2.50 | 27.95 | 17.84 | 20.34 |
| Material Handling Equipments | 680.81 | 22.28 | (0.48) | 702.62 | 324.55 | (0.00) | 52.82 | 377.37 | 325.24 | 356.26 |
| Supporting Equipments | 71.02 | 0.49 | - | 71.51 | 37.85 | - | 4.08 | 41.94 | 29.58 | 33.17 |
| Fire Fighting Equipments | 49.15 | 1.31 | - | 50.46 | 15.32 | - | 3.08 | 18.40 | 32.06 | 33.83 |
| Office Equipments | 81.72 | 0.24 | - | 81.96 | 28.84 | - | 3.66 | 32.50 | 49.46 | 52.88 |
| Furniture & Fixtures | 93.64 | 1.87 | - | 95.51 | 29.56 | - | 10.19 | 39.75 | 55.76 | 64.08 |
| Computers | 220.94 | 15.50 | - | 236.44 | 146.15 | - | 13.25 | 159.40 | 77.04 | 74.80 |
| Vehicles - 2W, 3W & 4W | 106.98 | 7.41 | (1.91) | 112.47 | 59.95 | (1.83) | 8.27 | 66.39 | 46.08 | 47.03 |
| Poly House / Green House | 7.85 | - | - | 7.85 | 3.53 | - | 0.22 | 3.75 | 4.10 | 4.32 |
| Total | 34,298.13 | 2,099.85 | (44.44) | 36,353.55 | 11,116.22 | (13.23) | 2,807.95 | 13,916.46 | 22,437.09 | 23,176.40 |
| Previous Year | 27,686.93 | 6,611.20 | - | 34,298.13 | 8,842.38 | - | 2,279.36 | 11,121.74 | 23,176.40 | 18,844.55 |

5] CAPITAL WORK-IN-PROGRESS As at 31st March, 2023

| Description of Assets | GROSS BLOCK | | | |
|---------------------------------|--------------------------|---------------------------|-------------------|------------------------|
| | Opening As at 01.04.2022 | Additions during the year | Transfer | TOTAL As at 31.03.2023 |
| Capital Work in Progress | 1,202.05 | 1,691.49 | (2,098.08) | 795.46 |

6] OTHER INTANGIBLE ASSETS - Showing Depreciation as per Companies Act, 2013 As at 31st March, 2023

| Description of Assets | GROSSBLOCK | | | | DEPRECIATION | | | | NETBLOCK | |
|-----------------------|--------------------------|---------------------------|----------|------------------------|-----------------|--------------------------|--------------|-----------------|------------------|------------------|
| | Opening As at 01.04.2022 | Additions during the year | Deletion | TOTAL As at 31.03.2023 | Upto 01.04.2022 | Reversal of Depreciation | For the Year | Upto 31.03.2023 | As at 31.03.2023 | As at 31.03.2022 |
| Software & Licenses | 13.05 | - | - | 13.05 | 12.40 | - | - | 12.40 | 0.65 | 0.65 |
| Software | - | 0.67 | - | 0.67 | - | - | 0.01 | 0.01 | 0.66 | - |
| Total | 13.05 | 0.67 | - | 13.72 | 12.40 | - | 0.01 | 12.41 | 1.31 | 0.65 |
| Previous Year | 13.05 | - | - | 13.05 | 9.14 | - | 3.26 | 12.40 | 0.65 | 3.91 |

4] PROPERTY, PLANT AND EQUIPMENT - Showing Depreciation as per Companies Act, 2013 As at 31st March, 2022

| Description of Assets | GROSSBLOCK | | | | DEPRECIATION | | | | NETBLOCK | |
|------------------------------|--------------------------|---------------------------|-------------------|------------------------|-----------------------|--------------------------|-----------------|-----------------------|------------------|------------------|
| | Opening As at 01.04.2021 | Additions during the year | Deletion | TOTAL As at 31.03.2022 | Upto As at 01.04.2021 | Reversal of Depreciation | For the Year | Upto As at 31.03.2022 | As at 31.03.2022 | As at 31.03.2021 |
| Land - Factory (Freehold) | 65.26 | 0.10 | - | 65.37 | - | - | - | - | 65.37 | 65.26 |
| Building | 2,502.07 | 142.83 | - | 2,644.90 | 531.24 | - | 86.95 | 618.19 | 2,026.71 | 1,970.83 |
| Plant & Machineries | 8,878.20 | 1,262.45 | - | 10,140.65 | 3,170.45 | - | 725.30 | 3,895.76 | 6,244.89 | 5,707.75 |
| Machinery Electrifications | 557.50 | 262.33 | - | 819.83 | 272.87 | - | 46.29 | 319.16 | 500.67 | 284.63 |
| Tools & Dies | 11,647.04 | 3,639.94 | - | 15,286.98 | 3,496.20 | - | 1,058.65 | 4,554.86 | 10,732.13 | 8,150.84 |
| Jigs & Fixtures | 2,817.08 | 1,141.44 | - | 3,958.52 | 784.68 | - | 273.66 | 1,058.35 | 2,900.17 | 2,032.40 |
| Plastic Injection Moulds | 17.79 | 6.20 | - | 23.99 | 2.72 | - | 1.52 | 4.23 | 19.76 | 15.07 |
| ETP & STP | 41.04 | 4.74 | - | 45.79 | 23.14 | - | 2.31 | 25.45 | 20.34 | 17.90 |
| Material Handling Equipments | 639.07 | 41.74 | - | 680.81 | 273.23 | - | 51.32 | 324.55 | 356.26 | 365.84 |
| Supporting Equipments | 69.82 | 1.20 | - | 71.02 | 33.51 | - | 4.34 | 37.85 | 33.17 | 36.30 |
| Fire Fighting Equipments | 37.13 | 12.02 | - | 49.15 | 12.68 | - | 2.64 | 15.32 | 33.83 | 24.46 |
| Office Equipments | 76.84 | 4.88 | - | 81.72 | 25.38 | - | 3.46 | 28.84 | 52.88 | 51.46 |
| Furniture & Fixtures | 61.79 | 31.85 | - | 93.64 | 23.42 | - | 6.13 | 29.56 | 64.08 | 38.37 |
| Computers | 162.08 | 58.87 | - | 220.94 | 138.87 | - | 7.27 | 146.15 | 74.80 | 23.20 |
| Vehicles - 2W, 3W & 4W | 106.36 | 0.61 | - | 106.98 | 50.66 | - | 9.29 | 59.95 | 47.03 | 55.71 |
| Poly House / Green House | 7.85 | - | - | 7.85 | 3.32 | - | 0.22 | 3.53 | 4.32 | 4.53 |
| Total | 27,686.93 | 6,611.20 | - | 34,298.13 | 8,842.38 | - | 2,279.36 | 11,121.74 | 23,176.40 | 18,844.55 |
| Previous Year | 25,271.03 | 3,556.41 | (1,147.80) | 27,679.63 | 6,934.83 | - | 1,904.63 | 8,839.45 | 18,840.18 | 18,336.20 |

5] CAPITAL WORK-IN-PROGRESS As at 31st March, 2022

| Description of Assets | GROSSBLOCK | | | |
|---------------------------------|--------------------------|---------------------------|-------------------|------------------------|
| | Opening As at 01.04.2021 | Additions during the year | Transfer | TOTAL As at 31.03.2022 |
| Capital Work in Progress | 2,948.32 | 4,842.03 | (6,588.30) | 1,202.05 |

6] OTHER INTANGIBLE ASSETS - Showing Depreciation as per Companies Act, 2013 As at 31st March, 2022

| Description of Assets | GROSSBLOCK | | | | DEPRECIATION | | | | NETBLOCK | |
|-----------------------|--------------------------|---------------------------|----------|------------------------|-----------------------|--------------------------|--------------|-----------------------|------------------|------------------|
| | Opening As at 01.04.2021 | Additions during the year | Deletion | TOTAL As at 31.03.2022 | Upto As at 01.04.2021 | Reversal of Depreciation | For the Year | Upto As at 31.03.2022 | As at 31.03.2022 | As at 31.03.2021 |
| Software & Licenses | 13.05 | - | - | 13.05 | 9.14 | - | 3.26 | 12.40 | 0.65 | 3.91 |
| Total | 13.05 | - | - | 13.05 | 9.14 | - | 3.26 | 12.40 | 0.65 | 3.91 |
| Previous Year | 13.05 | - | - | 13.05 | 5.23 | - | 3.91 | 9.14 | 3.91 | 7.82 |

For & on Behalf of the Board of Directors of Belrise Industries Limited
(Formerly known as Badve Engineering Limited)

[As per our report of even date]
GSA & Associates LLP
Chartered Accountants
Firm Reg. No. 000257N/N500339

Shrikant S. Badve
[Managing Director]
DIN : 00295505

Supriya S. Badve
[Whole Time Director]
DIN: 00366164

Rahul S. Ganu
[Chief Financial Officer]

Manish Kumar
[Company Secretary & Compliance Officer]
M.No. F7990

[CA. Deepa Jain]
Partner
M.No. 119681

Place : Pune
Date : 19th November, 2024

Place : Pune
Date : 19th November, 2024

BELRISE INDUSTRIES LIMITED
(Formerly known as Badve Engineering Limited)

***Notes forming part of the Restated Consolidated Financial Statements**

Note 35 Exceptional Item

On May 4, 2023, during the Financial Year 2023-24, a fire broke out at the Company's production plant in Khandewadi, Aurangabad. Preliminary investigations indicated that the fire was caused by a short circuit. The fire resulted in damage to inventory, fixed assets, certain toolings, other assets, documents, and vouchers. Based on an internal assessment, the estimated loss was ₹ 167.97/- millions for fixed assets and ₹ 94.67/- millions for inventory. The Company had adequate fire insurance coverage and filed a claim with the insurer. After a thorough evaluation, the insurance company approved a claim of ₹ 140.04/- millions. The Company recorded a net loss of ₹ 122.60/- millions in exceptional item related to the fire incident, reflecting the difference between the assessed losses and the insurance claim received.

Note 36 Contingent Liabilities and Commitments

a) Contingent Liabilities

(Amount in ₹ Millions)

Contingent Liabilities as on 30th June, 2024

| Nature of Statute | Paid | Unpaid |
|---|-----------------|---------------|
| Stamp Duty - Bombay Stamp Act | 4.98 | 6.43 |
| EPF & MP Act - Provident Fund | - | 11.59 |
| VAT Act 2003 - Appeals & Demands | - | 24.76 |
| CST Act 1956 - Appeals & Demands | - | 0.69 |
| CGST Act 2017 - Appeals & Demands | 2.96 | 50.77 |
| Income tax Demand | 1.64 | 0.72 |
| Tax Deducted at Source (Short Payment/Interest/Late Fees) | - | 1.44 |
| Income Tax Assessment Demand (Appeal) | 7.14 | 22.89 |
| Export obligation under E.P.C.G. | - | 4.24 |
| Civil Laws | - | 0.74 |
| Labour Laws | - | 29.91 |
| Total | 16.72 | 154.18 |
| Total Contingent Liability (Not Provided in the Books) | 154.18/- | |

| Sr No. | Name of Borrower | Name of Lender | Consolidated Amount of Sanctioned Credit Facilities | Corporate Guarantee/ Security provided | Balance as on 30.06.2024 |
|--------|---|----------------|---|--|--------------------------|
| 1 | Shreepriya Auto Parts Private Limited | DCB | 390.00 | Corporate Guarantee | 315.43 |
| 2 | Eximius Autocomps Pvt Ltd | Bandhan Bank | 813.70 | Corporate Guarantee | 670.90 |
| 3 | Company has provided corporate guarantee in the form of lands valued at Rs. 319.70/- Millions to Eximius Infra Tech Solutions LLP for their borrowings from Bank of Maharashtra having sanction limit of Rs.3,560.80/- Millions & outstanding balance of Rs.2,764.60/-Millions. This represents a potential obligation that may arise in the future to the company upto the Value of the Land, contingent upon Eximius Infra Tech Solutions LLP inability to fulfill its borrowing obligations. | | | | |

Contingent Liabilities as on 31st March, 2024

| Nature of Statute | Paid | Unpaid |
|---|-----------------|---------------|
| Stamp Duty - Bombay Stamp Act | 4.98 | 6.43 |
| EPF & MP Act - Provident Fund | - | 11.59 |
| HVAT Act 2003 - Demand | - | 17.07 |
| CST Act 1956 - Demand | - | 0.69 |
| CGST Act 2017 - Demand | 2.96 | 59.96 |
| Income tax Demand | 1.64 | 0.72 |
| Tax Deducted at Source (Short Payment/Interest/Late Fees) | - | 1.01 |
| Income Tax Assessment Demand (Appeal) | 7.14 | 22.62 |
| Export obligation under E.P.C.G. | - | 4.24 |
| Civil Laws | - | 0.74 |
| Labour Laws | - | 29.91 |
| Total | 16.72 | 154.97 |
| Total Contingent Liability (Not Provided in the Books) | 154.97/- | |

| Sr No. | Name of Borrower | Name of Lender | Consolidated Amount of Sanctioned Credit Facilities | Corporate Guarantee/ Security provided | Balance as on 31.03.2024 |
|--------|---|----------------|---|--|--------------------------|
| 1 | Shreepriya Auto Parts Private Limited | DCB | 390.00 | Corporate Guarantee | 322.72 |
| 2 | Eximius Autocomps Pvt Ltd | Bandhan Bank | 813.70 | Corporate Guarantee | 692.10 |
| 3 | Company has provided corporate guarantee in the form of lands valued at Rs. 319.70/- Millions to Eximius Infra Tech Solutions LLP for their borrowings from 1. Bank of Maharashtra having sanction limit of Rs.3,560.80/- Millions and closing balance as on 31.03.2024 Rs.2,750.40/- Millions. 2. Saraswat Co- Operative Bank having sanction limit of Rs.148.00/- Millions and closing balance as on 31.03.2024 Rs.147.90/- Millions. This represents a potential obligation that may arise in the future to the company upto the Value of the Land, contingent upon Eximius Infra Tech Solutions LLP inability to fulfill its borrowing obligations. | | | | |

Contingent Liabilities as on 31st March, 2023

| Nature of Statute | Paid | Unpaid |
|---|----------------|--------------|
| Stamp Duty - Bombay Stamp Act | 4.98 | 6.43 |
| EPF & MP Act - Provident Fund | - | 3.78 |
| HVAT Act 2003 - Demand | - | 17.07 |
| CST Act 1956 - Demand | - | 0.69 |
| Income tax Demand | 1.64 | 2.48 |
| Tax Deducted at Source (Short Payment/Interest/Late Fees) | - | 0.54 |
| Income Tax Assessment Demand (Appeal) | 1.27 | 22.35 |
| Export obligation under E.P.C.G. | - | 12.62 |
| Civil Laws | - | 0.24 |
| Labour Laws | - | 27.41 |
| Total | 7.89 | 93.60 |
| Total Contingent Liability (Not Provided in the Books) | 93.60/- | |

| Sr No. | Name of Borrower | Name of Lender | Consolidated Amount of Sanctioned Credit Facilities | Corporate Guarantee/ Security provided | Balance as on 31.03.23 |
|--------|---------------------------------------|----------------|---|---|------------------------|
| 1 | Shreepriya Auto Parts Private Limited | DCB | 390.00 | Corporate Guarantee | 347.19 |
| 2 | Eximius Autocomps Pvt Ltd | Bandhan Bank | 350.00 | Corporate Guarantee | 313.17 |
| 3 | Eximius Infra Tech Solutions LLP | Saraswat Bank | 731.80 | Collateral Security Provided (Agricultural land new block no. 1551, 1545, 1550, 1548,1549) | 484.86 |

Contingent Liabilities as on 31st March, 2022

| Nature of Statute | Paid | Unpaid |
|---|----------------|--------------|
| Stamp Duty - Bombay Stamp Act | 4.98 | 6.43 |
| Income Tax Assessment Demand F.Y 2017-18 – (Appeal) | 1.27 | 5.06 |
| Export obligation under E.P.C.G. | - | 16.54 |
| EPF & MP Act - Provident Fund | - | 3.78 |
| Income Tax Demand | - | 0.46 |
| Tax Deducted at Source (Short Payment/Interest/Late Fees) | - | 0.54 |
| Civil Laws | - | 0.24 |
| Labour Laws | - | 27.36 |
| Total | 6.25 | 60.40 |
| Total Contingent Liability (Not Provided in the Books) | 60.40/- | |

| Sr No. | Name of Borrower | Name of Lender | Consolidated Amount of Sanctioned Credit Facilities | Corporate Guarantee/ Security provided | Balance as on 31.03.22 |
|--------|---------------------------------------|----------------|---|---|------------------------|
| 1 | Shreepriya Auto Parts Private Limited | DCB Bank | 390.00 | Corporate Guarantee | 369.36 |
| 2 | Eximius Autocomps Private Limited | Bandhan Bank | 350.00 | Corporate Guarantee | 338.27 |
| 3 | Eximius Autocomps Private Limited | STCI | 500.00 | Corporate Guarantee | 486.80 |
| 4 | Eximius Infra Tech Solutions LLP | Saraswat Bank | 731.80 | Collateral Security Provided (Agricultural land new block no. 1551, 1545, 1550, 1548,1549) | 617.44 |

b) Capital Commitments

Estimated amount of Contracts remaining to be executed on capital account & not provided for (Net of Advance)

| Particulars | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|---|---------------------|----------------------|----------------------|----------------------|
| Purchase of Property, Plant and Equipment | 224.04 | 15.06 | 14.20 | 192.39 |
| Total | 224.04 | 15.06 | 14.20 | 192.39 |

Note 37 Information - Secured Long Term Loans

A) Central Bank Of India

Primary:- First pari passu charge with Cosmos Bank

- Registered mortgage of land mg. 29826 sq mt situated at plot no. B-39, Chakan Industrial Area PH-II Village Bhambuli Taluka Khed Pune.

- Proposed Building at B-39 Chakan Industrial Area under PH-I & II, Village Bhambuli Taluka Khed Pune.

-Hypothecation of entire plant & machineries under Phase I & II (Both present and future) for unit B-39 chakan industrial area village bhambuli taluka khed Pune.

Collateral:- Nil

Interest Rate is based on prevailing based rate + Fixed Spread. Loan is to be repaid in Monthly Instalments ending upto Dec -2029.

Personal Guarantees :Mr. Shrikant Shankar Badve and Mrs. Supriya Shrikant Badve

B) Union Bank of India

Primary : First Charge by mortgage/hypothecation of all immovable/movable fixed assets of the bengaluru unit financed by our bank.

Collateral: 1st Residual charge on current assets of the Company of narsapur, bengaluru unit. Excluding bills/invoices/book debt of Honda Motorcycles & Scooter India Pvt. Ltd.

Interest rate is based on prevailing Base rate + fixed spread. Loan is to be repaid in monthly instalments ending upto Dec- 2029.

Corporate Guarantees : M/s Sumedh Tools Private Limited

Personal Guarantees : Mr. Shrikant Badve & Mrs. Supriya Badve

C) Bank Of Maharashtra

Primary:- First Pari Passu charge by way of Hypothecation /mortgage of Entire fixed assets including capital WIP of Unit 16 situated at Plot No. B-5, B-6 Waluj Industrial Area MIDC Waluj Aurangabad along with the existing lender bank of baroda.

Collateral:- Extension of Pari- Passu charge on All current Assets(Raw Material, Stores, Spares, Packing Materials, Work In Progress, Finished Goods and Book Debts etc) of the Company pertaining to Unit 16 at Waluj Aurangabad Both Present and Future along with existing lender Bank of Baroda.

Interest Rate is based on prevailing based rate + Fixed Spread. Loan is to be repaid in Monthly Instalments ending upto Mar -2029.

Personal Guarantees :Mr. Shrikant Shankar Badve and Mrs. Supriya Shrikant Badve

D) Hero Fincorp Limited

Primary : Exclusive charge on plant and machinery, located at Bawal Plant and Charge on complete cash receivable (along with routing) of Hero Motocorp at Bhiwadi Plant (Tapukara). Approx. value of cash flows per month.

Collateral - 2 SPDCs for the proposed exposure of Rs. 12.50 crore each

Interest rate is based on prevailing Base rate + fixed spread. Loan is to be repaid in monthly instalments ending upto Jan - 2027.

Personal Guarantees :Mr. Shrikant Badve & Mrs. Supriya Badve.

E) Bank of Baroda

Primary : Exclusive charge by way of Hypothecation/Mortgage Entire fixed asset including capital WIP unit-16 situated at plot no.B-5, B-6, Waluj industrial area, MIDC Waluj Aurangabad.

Collateral: Extension of exclusive charge on all current assets (Raw Materials, Spares, stores,packing material, work in progress, finished goods, book debts etc) of the Company pertaining to Unit 16 at Waluj, Aurangabad, Present and future.

Exclusive charge over immovable properties as under –

a) 15 residential flats (leasehold basis) in the name of Mr. Shrikant Badve/ Mrs. Supriya Shrikant Badve (sub lessee) situated at project “omaxe Riviera “ in the building “Rhone Tower” village Bura Rani, Udham singh nagar, Uttarakhand.

b) Industrial land and building (admeasuring 13200 sq mtrs) at gut no. 14(p), village naigavan Aurangabad in the name of Mr. Shrikant Shankar Badve (promoter/ director of Belrise Industries Limited)

Interest rate is based on prevailing Base rate + fixed spread. Loan is to be repaid in monthly instalments ending upto June- 2027.

Personal Guarantees :Mr. Shrikant Badve & Mrs. Supriya Badve

F) State Bank of India

Primary : Hypothecation of entire movable fixed assets, present & future at chakan (unit XIII) Pantnagar plant(unit IX & XIV)

Equitable/registered mortgage Mega Plant Chakan Unit XIII Plot No :- A-23/1, Chakan Industrial Area, Phase II, Village kalumbre, Tq- Khed, Pune 43100, area 78174 sq mtr, Pantnagar unit IX & XIV, Plot.No.15, Sector 10, IIE, Pantnagar, Uttarakhand, area - 472755 sq mtr.

Hypothecation of entire movable fixed assets of proposed chennai plant at Plot.No. H-12,13 SIPCOTs, Industrial Plant,Vallam Vadakal Nagar, Chennai.

Equitable/registered mortgage of factory, Land & proposed building P.No. H-12 &13 SIPCOTs, Industrial Plant,Vallam Vadakal Nagar, Chennai area 7.128 acre.

first pari passu charge along with other lender on the assets created out of the bank finance kept at chakan unit xiii and assets of the BEL kept at OAPPL unit at Ranjangaon.

First pari passu charge along with other lender on the entire fixed assets, present and future and land and building of the chakan unit XIII.

***Notes forming part of the Restated Consolidated Financial Statements**

Collateral: Equitable/Registered mortgage of unit IX & XIV, Plot.No.15, Sector 10, IIE, Pantnagar, Uttarakhand Area 472755 sq feet. Extension of exclusive charge on the entire immovable fixed assets of the following units of the Company -

- i) pantnagar plant (unit IX & XIV) at plot no. 15, sector 10, IIE Pantnagar (U.S Nagar , Uttarakhand area 472755 sq feet.
- ii) Extension of Hypothecation Pari passu exclusive charge on residual value of current assets of chennai unit of the Company.
Interest rate is based on prevailing Base rate + fixed spread. Loan is to be repaid in monthly instalments ending upto Nov- 2029.

Personal Guarantees :Mr. Shrikant Badve & Mrs. Supriya Badve.

G) Punjab And Sindh

Primary:- Exclusive 1st Charge on all the fixed assets (both movable & immovable) of Indore unit, present and future.

Subservient charge on all the current assets of the Company including inventory and Book Debts.

Collateral:- Exclusive 2nd charge on all the entire current assets of Indore unit, present & future. Minimum FACR of 1.25 considering fair market value of the immovable fixed assets (land and Building) and WDV of all movable fixed assets

Registered Mortgage of plot of land admeasuring 04H 04 Gunthas located at Gat No. 36 to 45 Village Gangapur Nehri Tq and Dist. Aurangabad owned by Shrikant Badve HUF vide title deed no. 5195 dt 14.08.2002 registered with registrar, Aurangabad city III and Lien mark of Rs. 6.00 Crore in the name of company. (already mortgaged in STL as collateral security).

Interest Rate is based on prevailing based rate + Fixed Spread. Loan is to be repaid in Monthly Instalments ending upto May-2029.

Personal Guarantees : Mr. Shrikant Shankar Badve and Mrs. Supriya Shrikant Badve.

H) Karnataka Bank Ltd

Primary:- Exclusive Hypothecation charge over the fixed assests of the Company (excluding land and building)at plot no. C-11, in the Ranjangaon Industrial Area, situated at Village Karegaon, Taluka Shirur Dist. Pune & Exclusive hypothecation charge over the fixed assets of the Company to be purchased out of the fresh proceeds of the fresh term loan.

Hypothecation (Exclusive charge) of cost of machineries/equipment/tools & on Dies /Jigs & Fixtures/Guages/other allied related equipment and for routine CAPEX to be incurred at various factory units(owned or leased units), such as similar additions, replacement of parts/machineries, up gradation, revovation etc to be procured from proceeds of the line of credit.

Collateral:- Fresh simple mortgage of lease hold rights of the industrial plot C-11, in the Ranjangaon Industrial Area, situated at village Karegaon, Taluka Shirur, Dist. Pune, standing in the name of the Company admeasuring 8000 sq. mtr. And building constructed thereon with approx area of 4485 sq.mtr, Land Rs. 9.60 crore, Building Rs. 11.42 Cr. Market value; Rs21.02 Crore.

Extension of 2nd charge/residual charge on fixed assets of the Company Machineries & other Equipments tools, casting etc situated at plot no. C-11 & C-11 A (proposed rented premises) in the Ranjangaon Industrial Area, situated at village Karegaon Taluka Shirur District Pune.

Interest Rate is based on prevailing based rate + Fixed Spread. Loan is to be repaid in Monthly Instalments ending upto Feb-2030.

Personal Guarantees :Mr. Shrikant Badve & Mrs. Supriya Badve.

I) Punjab National Bank

Primary:- a. First pari passu charge with SBI on the assets proposed to be created of Bank finance to the tune of Rs. 126 Crores to be erected /installed/acquired/purchased and entire immovable fixed assets kept at Mega Plant Chakan - Unit XIII situated at plot no. A23/1, Chakan MIDC, Phase II Village khalumbre, tq khed Pune - 410501 for JLR project & assets of Badve Engineering Ltd kept at optima Auto Products private Limited unit at Ranjangaon.

b. Hypothecation on pari passu basis with SBI on entire fixed assets, present and future at chakan Unit XIII Plot No. A23/1. Chakan Phase II Village khalumbre, tq khed Pune - 410501 having WDV of Rs. 288.48 crs as per 31.03.2019 (excluding land and building which is taken seprety as security and vehicle to the tune of Rs. 0.02 Crors.)

c. First Pari passsu charge with SBI on the entire immovable fixed assets Present and future of chakan unit XIII at plot no. A-23/1 , chakan industrial area Phase II Village khalumbre, tq khed Pune by way of equitable mortgage having WDV of Rs. 93.95 crs as at 31.03.2019 and RV of Rs. 119.83 crs as per bank's approved valuer.

Collateral:- 2nd Pari passu charge with SBI on entire existing & proposed current assets of mega plant chakan - unit XIII situated at plot no. A-23/1, chakan MIDC phase II Village khalumbre, tq khed Pune - 410501.

Interest Rate is based on prevailing based rate + Fixed Spread. Loan is to be repaid in Monthly Instalments ending upto Dec-2029.

Personal Guarantees :Mr. Shrikant Shankar Badve and Mrs. Supriya Shrikant Badve.

J) Indian Bank (Formerly known as Allahabad Bank Ltd.)

Primary:- 1) For Term Loan I and II - Primary - i) first and exclusive charge on all the fixed assets (acquired or to be acquired) for the unit situated at SPL-06, Industrial area, Tapukara Bhiwadi, Dist. Alwar, Rajasthan present and future in the name of company.

ii) First charge by way of hypothecation on all plant and machinery located at SPL-06, industrial area Tapukara Dist. Alwar Rajasthan.

iii) Second charge on all the current assets of the unit situated at SPL-06 industrial area Tapukara Dist. Alwar Rajasthan.

Collateral:- Nil

Interest Rate is based on prevailing based rate + Fixed Spread. Loan is to be repaid in Monthly Instalments ending upto Aug-2028.

BELRISE INDUSTRIES LIMITED
(Formerly known as Badve Engineering Limited)

***Notes forming part of the Restated Consolidated Financial Statements**

Personal Guarantees :Mr. Shrikant Shankar Badve and Mrs. Supriya Shrikant Badve

K) Bank of India

Primary:- Exclusive charge hypothecation of Movable fixed assets/ p&M at Plot No.509 (P), Mouje Vitthapur, Tatuka, Mandat, Dist Ahmedabad.

Collateral:- Exclusive charge by way of Registered mortgage of below properties -

- i) Situated at Revenue New Block No. 1372 (Old Block/ S No.418/p), Mauje Vithapur Tal: Mandal, Dist. -Ahmedabad in the name of Badve Engineering Ltd.
- ii) Situated at Revenue New Block No. 1552, 1553 Blocks in the name of Badve Engineering Ltd and Block No 1554 in the name of Badve Autotech Pvt Ltd (all the three blocks in Old S No. 509/p), Mauje Vithapur Tal: Mandal, Dist. - Ahmedabad.
- iii) Situated at Revenue New Block No. 1542 (Old Block/ S No. 499), Mauje Vithapur Tal: Mandal, Dist. - Ahmedabad in the name of Badve Autotech Pvt. Ltd.
- iv) Situated at Revenue New Block No. 1543 (Old Block/ S No. 500), Mauje Vithapur Tal: Mandal, Dist. - Ahmedabad in the name of Badve Autotech Pvt. Ltd.
- v) Situated at Revenue New Block No. 1544 (Old Block/ S No. 501), Mauje Vithapur Tal: Mandal, Dist. - Ahmedabad in the name of Badve Autotech Pvt. Ltd.

Extension of Hypothecation of all the current asset of Ahmedabad unit

Extension of charge hypothecation of Movable fixed assets/ p&M at Plot No. 509(P), Mouje Vitthapur, Taluka, Mandal, Dist. Ahmedabad

Interest Rate is based on prevailing based rate + Fixed Spread. Loan is to be repaid in Monthly Instalments ending upto Oct-2028.

Personal Guarantees :Mr. Shrikant Shankar Badve, Mrs. Supriya Shrikant Badve

Corporate Guarantee: M/s Badve Autotech Pvt. Ltd

L) CSB Bank Ltd.

Primary:- Hypothecation of entire fixed assets of Unit-12 (Unit 12 & 12A) including capital WIP and the leased land (present and future) and second charge over the entire current assets of Unit- L2 and L2 A (present and future)

Land and building at Plot No 52, Sector-11, Tata Vendor Park, IIE SIDCUL, Pantnagar (The State Industrial Development Corporation of Uttarakhand Limited). The property is leased to Tata Motors Ltd for 90 years. The above property is sub-let to the applicant company through a tripartite agreement.

Collateral:- Nil

Interest Rate is based on prevailing based rate + Fixed Spread. Loan is to be repaid in Monthly Instalments ending upto May-2029.

Personal Guarantees :Mr. Shrikant Shankar Badve and Mrs. Supriya Shrikant Badve.

M) Bandhan Bank

Primary : i) Exclusive Hypothecation charge on P&M, Equipment at Dharwad Plant Plot No. 163/A Belur Industrial Area, Dharwad 580011, Karnataka

ii) Exclusive Hypothecation charge on P&M, Equipment Procured out of TL I & II Dharwad Plant Plot No. 161 sector 3, MIDC area, Pithampur II, Madhya Pradesh

iii) Exclusive Hypothecation charge on P&M, Equipment, at any other location/unit of the borrower company which is offered to BBL as security cover to maintain 1:1 security cover.

iv) Pledge FD worth Rs. 21.23 Cr by way of release of security deposits/FDs from M&M Finance and/or Fresh FDs to be offered to BBL.

v) Mortgage of NA Land in the name of BEL located at Industrial Plot No. 177 Halol Gujarat.

vi) Mortgage of NA Land (and building to be constructed out of proposed BBL term loan) in the name of Badve Engineering Limited located at Industrial Plot No. 177, Halol, Gujarat. Exclusive hypothecation charge on plant and machinery, equipment (to be purchased out of fresh BBL term loan) located at Halol Plant, Plot No. 177, GIDC Halol, Maswad Industrial Estate, Halol-2, District Panchmahal Gujarat- 389530. Ledge of FDs worth Rs. 22.60 Cr.

Collateral:- Nil

Interest rate is based on prevailing Base rate + fixed spread. Loan is to be repaid in monthly instalments ending upto Jan - 2027.

Personal Guarantees : Mr.Shrikant Shankar Badve and Mrs. Supriya Shrikant Badve.

N) Bank Of Bahrain And Kuwait

Primary : First Pari Passu charge on Land and Building, Plant and Machinery and other fixed assets (Present and Future) located at Unit 16, Plot No. B5-B6,Waluj Industrial Area, MIDC Waluj, Aurangabad along with Bank of Baroda and Bank of Maharashtra.

Collateral:- Nil

Interest rate is based on prevailing Base rate + fixed spread. Loan is to be repaid in monthly instalments ending upto Sept - 2026.

Personal Guarantees : Mr. Shrikant Shankar Badve and Mrs. Supriya Shrikant Badve.

O) Indian Overseas Bank

Primary : First Pari Passu Charge on Land admeasuring 29,826sq.mt. (3,21,047sq.ft.) situated at Plot No. B-39, Chakan Industrial Area, Taluka khed. District Pune.

1) First Pari Passu Charge on Building situated at Plot No. B-39,Chakan Industrial Area, Taluka Khed, District Pune

2) First Pari Passu charge on hypothecation of entire Plant & Machineries, under Phase I and II (both present & future) for Unit B-39,Chakan Industrial Area, Taluka Khed, District Pune

Note: Prime securities for TL to be charged on 1st, pari passu with Central Bank of India

Collateral:- 2nd Charge on the current assetsof the company for Unit-28.

Interest rate is based on prevailing Base rate + fixed spread. Loan is to be repaid in monthly instalments ending upto Oct - 2020.

Personal Guarantees : Mr. Shrikant Shankar Badve and Mrs. Supriya Shrikant Badve.

P) The Saraswat Co-operative Bank Ltd

Primary : Charge on Plant and Machinery, Jigs and Fixtures, Tools and Dies and other fixed assets to be purchased and installed at Gut No. 15&16, Naigavan (Khandewadi) Paithan Road, Aurangabad and mortgage charge on Gut No. 15 & 16, Naigavan (Khandewadi) Paithan road, Aurangabad

Exclusive Equitable/Registered mortgage charge on land at Plot no. SP6-311 A, karoli Industrial area, Bhiwadi, Alwar, Rajasthan 301019 and proposed construction thereon, both present and future (Time of 90 days is allowed for creation of mortgage.)

Additional/further mortgage charge on land at Plot no. SP6-311 A, karoli Industrial area, Bhiwadi, Alwar, Rajasthan 301019 and proposed construction thereon, both present and future (Time of 90 days is allowed for creation of mortgage.)

Collateral:- Land & Building at Gut No. 16/2, Village Sate, Taluka Maval, Dist. Pune - 422106.

Interest rate is based on prevailing Base rate + fixed spread. Loan is to be repaid in monthly instalments ending upto Oct - 2030.

Personal Guarantees : Mr. Shrikant Shankar Badve, Mrs. Supriya Shrikant Badve and Sharp Pressings Private Limited.

Q) IDBI Bank Limited

Primary : Exclusive charge on entire movable fixed assets (p&m) created out of bank's finance kept at various locations & first charge on land situated at plot no. 9 floricultural park MIDC Talegaon Dabhade Pune.

Collateral:- Nil

Interest Rate is based on prevailing based rate + Fixed Spread. Loan is to be repaid in Monthly Instalments ending upto Aug-2023.

Personal Guarantees : Mr. Shrikant Shankar Badve, Mrs. Supriya Shrikant Badve

R) Indusind Bank

Primary : 1) First and Exclusive charge on all fixed assets (including land, building and Plant & Machineries) at below mentioned unit of Badve Engineering Ltd. - C11/A MIDC Ranjangaon Industrial Area Village Ranjangaon, Taluka Shirur, District Pune

2) Minimum security cover of 1.25x to be maintained till the currency of IBL facility.

In case of any shortfall, alternate security for the short fall amount to be placed With IBL Additional conditions related to Eximius Infra Tech Solutions LLP:

-Undertaking from Eximius to be sought stating that Bajaj Auto Receivables shall be discounted through IBL throughout the tenor of IBL loan in BEL. Further, Eximius shall undertake that discounting proceeds of Bajaj Auto bill discounting program shall be routed through IBL accounts and first utilised towards DSRA creation / shortfall in DSRA, prior to releasing the funds to Eximius.

Collateral:- Nil

Interest rate is based on prevailing Base rate + fixed spread. Loan is to be repaid in monthly instalments ending upto July - 2026.

Personal Guarantees : Mr. Shrikant Shankar Badve and Mrs. Supriya Shrikant Badve.

S) Bajaj Finserve Limited

Primary : Equity shares of Paras Defence and Space Technologies Ltd (PDSTL) or Securities as per BFL approved list.

T) Federal Bank

Vehicle Loans : Secured by way of Hypothecation of Vehicles, which are purchased out of such loans.

U) HDFC Bank Limited

Vehicle Loans : Secured by way of Hypothecation of Vehicles, which are purchased out of such loans.

V) The Shamrao Vithal Co-operative Bank Limited

Vehicle Loans : Secured by way of Hypothecation of Vehicles, which are purchased out of such loans.

W) Central Bank of India

Vehicle Loans : Secured by way of Hypothecation of Vehicles, which are purchased out of such loans.

X) Union Bank of India

Vehicle Loans : Secured by way of Hypothecation of Vehicles, which are purchased out of such loans.

Note 38 Information - Secured Short Term Borrowing

A) The Saraswat Co-Op. Bank Ltd.

Cash Credit Facility and Bill Discounting

Primary:- Hypothecation of stocks less sundry creditors and debtors upto 90 days at Unit I (D-39, waluj MIDC Aurangabad) & Unit II (Gut No. 15, Khandewadi Paithan Road, Aurangabad).

Secondary:- Equitable/registered mortgage of Gut No. 16 village sate taluka maval dist. Pune 412106 owned by Sharp Pressings Private Limited.

Personal Guarantees : Mr. Shrikant Shankar Badve And Mrs. Supriya Shrikant Badve.

Corporate Guarantee: Sharp Pressings Private Limited.

B) Union Bank of India

Cash Credit Facility

Primary : Hypothecation of RM, stock in process, FG, stores, spares and book debts (other than receivables of HMSI) of Narsapura Unit.

Bill Discounting Facility

Primary : Hypothecation over bills/invoices of Honda Motorcycle & scooter India Pvt Ltd. Second charge on fixed assets of Narsapura Unit

Collateral :- Second charge (exclusive) on fixed assets (movables and immovables) of the Company at Narsapura.

Personal Guarantees : Mr. Shrikant Shankar Badve And Mrs. Supriya Shrikant Badve.

Corporate Guarantee: Sumedh Tools Pvt Ltd.

C) State Bank of India

Cash Credit Facility - Exclusive first charge through hypothecation of entire current assets of Pantnagar plant (unit IX & XIV) of the Company including stocks and receivables, both present & future.

Exclusive First Charge through hypothecation of entire Current Assets of Chennai Plant (Unit No. VIII) of the company including Stocks and Receivables, both Present & Future.

Hypothecation of entire Current Assets of Chakan Plant (Unit No. XIII) the company including Stocks and Receivables, both Present & Future on First Pari Passu basis with PNB.

Collateral :- 1) Exclusive second charge through Hypothecation of entire Fixed Assets (Plant & machinery) of pantnagar Plant (Unit No. IX and XIV) of the company.

2) Mortgage on below mentioned properties registered in the name of the company on first charge basis. Land and Building of Pant nagar Plant (Unit No. IX and XIV) located at Plot No. 15, Sector 10, pant nagar (US Nagar) uttarakhand admeasuring 43920 sq mts registered in the name of the Company.

3) Exclusive first charge Hypothecation of entire fixed assets including P&M of chennai unit (VIII) of the Company but excluding mortgage charge on land and building of chennai Unit (VIII) of the Company in line with the NOC from SIPCOT (lessor) dated 16.08.2021 the charge on leasehold land and building is only restricted to the credit facilities availed by the BEL Chennai unit which was Rs. 71.55 Cr at the time of mortgage documentation dated 07.10.2021.

4) Extension of First charge through Hypothecation on entire Fixed Assets including (Plant & Machinery) of Chennai Plant (Unit No. VIII) of the company.

5) Extension of First charge through Mortgage on below mentioned properties registered in the name of the Company on Exclusive First Charge basis. Land and Building of Chennai Plant (Unit no. VIII) located at H-12 & 13 Survey no. 43 & 44 SIPCOT Industrial Park, Vallam Vadakkal Nagar, Chennai Tamilnadu admeasuring 7.128 acre registered in the name Company.

6) Extension of First Charge through Hypothecation on entire Fixed assets including P&M of pantnagar unit (IX and XIV) of the Company & Extension of First charge through Extension of Mortgage charge on Land and Building of Pantnagar Unit (IX and XIV) of the Company.

7) Hypothecation of entire Fixed Assets (Plant & machinery) of Chakan Plant (Unit No. XIII) of the company on Second Pari Passu basis along with PNB and pari passu second charge on all the project assets of the borrower kept at unit of Optima Auto Private Limited at Ranjangaon both present and future.

8) Mortgage on below mentioned properties registered in the name of the company on Second Pari Passu basis along with PNB.

9) Land and Building of Chakan Plant (Unit No. XIII) located at Plot No. A-23/1, Chakan Industrial Area, Phase - II, Village Khalumbre, Khed Taluka, Pune 431 001 admeasuring 78174 sq mts. registered in the name of the Company.

Personal Guarantees : Mr. Shrikant Badve & Mrs. Supriya Badve.

D) Bank of Baroda

Cash Credit Facility Exclusive charge on all current assets (raw material, stores, spares, packing material, work in progress, finished goods and book debts etc.) of the company pertaining to unit -16 at waluj Aurangabad both present and future.

Collateral :- Extension of exclusive charge by of hypothecation/mortgage of entire fixed assets including capital WIP of unit -16 situated at B-5, B-6 at waluj industrial area, MIDC waluj Aurangabad.

Bill Discounting Facility Extension of charge on all the primary & collateral securities, personal & corporate guarantee, non-disposal agreement etc as available for other credit facilities (WC&TL) in the account.

Personal Guarantees : Mr. Shrikant Badve & Mrs. Supriya Badve.

E) Karnataka Bank Ltd

Cash Credit Facility :-

Primary:- Exclusive Hypothecation charge over stock and books debts and other current assets of the unit situated at Plot No. C-11, in the Ranjangaon Industrial Area, Situated at village Ranjangaon, Taluka Shirur Dist. Pune

Collateral:- Fresh simple mortgage of Leaseholds rights of industrial plot bearing plot no. C-11 in the Ranjangaon Industrial Area situated at Village - Koregaon Taluka Shirur District Pune standing in the name of the Company with land admeasuring 8000 sq mtrs and Building constructed standing thereon with approx area of 4485 sq mtrs.

Personal Guarantees : Mr. Shrikant Badve & Mrs. Supriya Badve.

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F) Punjab National Bank

Cash Credit Facility :-

Primary:- 1st pari passu charge with SBI an entire existing & proposed current assets of Mega Plant Chakan - Unit XIII situated at Plot No.A 23/1, Chakan MIDC, Phase II, Village Khalumbre, Tq. Khed, Pune 410501.

Collateral:- 2nd pari passu charge with SBI on entire fixed assets and land and Building present & future of Mega Plant Chakan - Unit XIII at plot no. A 23/1, Chakan MIDC, Phase II, Village Khalumbre, Tq. Khed, Pune 410501 & Assest of Badve Engineering Ltd kept at Optima Auto Products Private Limited unit at Ranjangaon.

Personal Guarantees :Mr. Shrikant Badve & Mrs. Supriya Badve.

G) Indian Bank (Formerly known as Allahabad Bank Ltd.)

Cash Credit Facility i) first charge on all the current assets of the unit located at SPL-06, in industrial area Tapukara Dist. Alwar Rajasthan.

ii) cash flow routing of Bhiwadi plant(SPL-06, in industrial area Tapukara Dist. Alwar Rajasthan)

iii) Second charge on all the fixed assets (acquired/to be acquired) for the unit located at SPL-06, in industrial area Tapukara Dist. Alwar Rajasthan.

iv) Second charge by way of hypothecation on all the plants and machinery located at SPL-06, in industrial area Tapukara Dist. Alwar Rajasthan.

Personal Guarantees :Mr. Shrikant Badve & Mrs. Supriya Badve.

H) CSB Bank Ltd.

Cash Credit Facility - Exclusive charge over the entire current assets of Unit- 12 and 12 A (present and future) and second charge over entire fixed assets of Unit-12 (Unit 12 & 12A) including capital WIP and the leased land (present and future).

Personal Guarantees :Mr. Shrikant Badve & Mrs. Supriya Badve.

I) Bank of India

Cash Credit Facility -

Primary: Hypothecation of all the current assets of Ahmedabad unit

Collateral:- Exclusive charge by way of Registered mortgage of below properties -

i) Situated at Revenue New Block No. 1372 (Old Block/ S No.418/p), Mauje Vithapur Tal: Mandal, Dist. -Ahmedabad in the name of Badve Engineering Ltd.

ii) Situated at Revenue New Block No. 1552, 1553 Btocks in the name of Badve Engineering Ltd and Block No 1554 in the name of Badve Autotech Pvt Ltd (all the three blocks in Old S No. 509/p), Mauje Vithapur Tal: Mandal, Dist. - Ahmedabad.

iii) Situated at Revenue New Block No. 1542 (Old Block/ S No. 499), Mauje Vithapur Tal: Mandal, Dist. - Ahmedabad in the name of Badve Autotech Pvt. Ltd.

iv) Situated at Revenue New Block No. 1543 (Old Block/ S No. 500), Mauje Vithapur Tal: Mandal, Dist. - Ahmedabad in the name of Badve Autotech Pvt. Ltd.

v) Situated at Revenue New Block No. 1544 (Old Block/ S No. 501), Mauje Vithapur Tal: Mandal, Dist. - Ahmedabad in the name of Badve Autotech Pvt. Ltd.

Extension of charge hypothecation of Movable fixed assets/ p&M at Plot No. 509(P), Mouje Vithapur, Taluka, Mandal, Dist. Ahmedabad.

Personal Guarantees :Mr. Shrikant Badve & Mrs. Supriya Badve.

Corporate Guarantee: M/s Badve Autotech Pvt. Ltd

J) Punjab Sindh Bank

Cash Credit Facility -

Primary: Exclusive 1st Charge on the entire current assets of Indore unit, present and future. Subservient charge on all the current assets of the Company, including inventory and Book debts

Collateral:- Exclusive 2nd charge on all the fixed assets (both movable & immovable) of indore unit present and future. Registered Mortgage of plot of land admeasuring 04H 04 Gunthas located at Gut No. 36 to 45 Village Gangapur Nehri Tq and Dist. Aurangabad. Owned by Shrikant Badve HUF vide title deed no.5195, Dt. 14.08.2002 registered with sub registrar Aurangabd city III and lien mark of Rs. 6 crore in the name of company. (already mortgaged in STL as collateral security).

Pledge of FDR of Rs. 6 Crore in the name of M/s. Badve Engineering Ltd. The 1st charge by way of registered mortgage of plot of land admeasuring 04 H 04 Gunthas located at Gat No. 36 To 45 Village Gangapur Nehari Tq and Dist. Aurangabad owned by Shrikant Badve HUF vide title deed no. 5195 dated 14.08.2002 registered with sub registrar Aurangabad city III valuing Rs. 19.83 Crore.

Personal Guarantees :Mr. Shrikant Shankar Badve, Mrs. Supriya Shrikant Badve and Shrikant Badve HUF (Karta).

K) Central Bank Of India

Cash Credit Facility -

Primary: Exclusive Hypothecation of present and future current assets of unit situated at B-39, Chakan Industrial area PH-I & II, Village Bhamboli, Taluka Khed dist. Pune

2nd Charge on Land and Building and present and future fixed assets of unit situated at B-39, Chakan industrial area, PH-I & II, Village Bhamboli, Takuka khed dist. Pune

Personal Guarantees :Mr. Shrikant Shankar Badve, Mrs. Supriya Shrikant Badve

L) Indusind Bank

Cash Credit Facility -

Primary: Exclusive charge on all fixed assets (including land, building and Plant & Machineries) at below mentioned unit of Badve Engineering Ltd. -C111A, MIDC Ranjangaon Industrial Area Village Ranjanngaon, taluka shirur Dist. Pune.

Collateral:- Nil

Personal Guarantees :Mr. Shrikant Shankar Badve, Mrs. Supriya Shrikant Badve.

M) Bank Of Maharashtra

Cash Credit Facility -

Primary: First Pari-Passu charge on All current Assets(Raw Material, Stores, Spares, Packing Materials, Work In Progress, Finished Goods and Book Debts etc) of the Company pertaining to Unit 16 at Waluj Aurangabad Both Present and Future along with existing lender Bank of Baroda.

Collateral:- Extension of Pari-passu Charge by way of Hypothecation/Mortgage of Entire Fixed Assets including Capital WIP of Unit-16 situated at Plot No B5-B6, Waluj Industrial Area, MIDC Waluj, Auragabad along wrth the existing Lender Bank of Baroda.

Personal Guarantees :Mr. Shrikant Shankar Badve, Mrs. Supriya Shrikant Badve.

N) Mahindra & Mahindra Financial Services

Bill Discounting Facility -

Primary:- Pari - passu charge by way of hypothecation, in a form and manner acceptable to Mahindra Finance, for plant and machinery/ equipments located at C/o Komal Plast tech, Plot no. 163/A, Belur Industrial Area, Dharwad- 580011, Karnataka Lien on Existing Fixed Deposit of Rs. 1.50 Crores with Mahindra Finance, for tenure of the loan, with right to adjust towards any dues of Mahindra Finance.

DPN for the entire bill discounting limit

Collateral:- Nil

Personal Guarantees :Mr. Shrikant Shankar Badve and Mrs. Supriya Shrikant Badve.

Note 39 Issued & Alloted Rated, Listed, Secured, Redeemable Non-Convertible Debentures:

The Company had issued following four tranches of rated, listed, secured, redeemable non-convertible debentures:

- A. On 29th May, 2020 the Company had issued and allotted Tranche 1 - 600 (Six Hundred) rated, listed, secured, redeemable non-convertible debentures having face value of Rs. 10,00,000/- (Rupees Ten Lakhs only) each, of the aggregate nominal value of up to Rs. 60,00,00,000/- (Rupees Sixty Crores only) to Bank of India, on private placement basis vide Information Memorandum dated 26th May, 2020;
- B. On 03rd June, 2020 the Company had issued and allotted Tranche 2 - series of rated, listed, secured, redeemable non-convertible debentures vide Information Memorandum dated 29th May, 2020 to:
- 250 (Two Hundred and Fifty) rated, listed, secured, redeemable non-convertible debentures under Series A having face value of Rs. 10,00,000/- (Rupees Ten Lakhs only) each, of the aggregate nominal value of up to Rs. 25,00,00,000/- (Rupees Twenty Five Crores only) with a green shoe option of up to 250 (Two Hundred and Fifty) rated, listed, secured, redeemable non-convertible debentures under Series A having face value of Rs. 10,00,000/- (Rupees Ten Lakhs only) each, of the aggregate nominal value of up to Rs. 25,00,00,000/- (Rupees Twenty Five Crores only), amounting to overall issue of Rs. 50,00,00,000/- (Rupees Fifty Crores Only) (the "Series A Debentures"), which were subscribed and allotted together with green shoe option over and above base issue size, to Canara Bank and Indian Bank, on private placement basis on equal proportion; and
 - up to 250 (Two Hundred and Fifty) rated, listed, secured, redeemable non-convertible debentures under Series B having face value of Rs. 10,00,000/- (Rupees Ten Lakhs only) each, of the aggregate nominal value of up to Rs. 25,00,00,000/- (Rupees Twenty Five Crores only) with a green shoe option of up to 250 (Two Hundred and Fifty) rated, listed, secured, redeemable non-convertible debentures under Series B having face value of Rs. 10,00,000/- (Rupees Ten Lakhs only) each, of the aggregate nominal value of up to Rs. 25,00,00,000/- (Rupees Twenty Five Crores only), amounting to overall issue of Rs. 50,00,00,000/- (Rupees Fifty Crores Only) (the "Series B Debentures"), which were subscribed for base issue size of Rs. 25,00,00,000/- (Rupees Twenty Five Crores only) and allotted to Union Bank of India, on a private placement basis, subscribed and allotted at base issue size of Rs. 25 Crore only.
- The NCDs issued and allotted above were listed on the wholesale debt index of BSE Ltd. on 9th June, 2020 for trading effective from 10th June, 2020.
- C. On 30th August, 2021 the Company had issued and allotted Tranche 3 of 500 (Five Hundred) Rated, Listed Secured, Redeemable Non-convertible Debentures having a face value of INR 10,00,000/- (Indian Rupees Ten Lakh only) each, of the aggregate nominal value of Rs. 50,00,00,000/- (Rupees Fifty Crores only) to the IDBI Bank Limited on private placement basis vide information memorandum dated 21st August, 2021.
- This Tranche 3 was listed on BSE Ltd on 02nd September, 2021.
- D. On 24th December, 2021 the Company had issued and allotted Tranche 4 of 500 (Five Hundred) Rated, Listed Secured, Redeemable Non-convertible Debentures having a face value of INR 10,00,000/- (Indian Rupees Ten Lakh only) each, of the aggregate nominal value of Rs. 50,00,00,000/- (Rupees Fifty Crores only) to the Bank of India on private placement basis vide information memorandum dated 17th December, 2021.
- This Tranche 4 was listed on BSE Ltd on 27th December, 2021.

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| The details of allotment made under each tranche are hereunder: | | | | | | | | | | | | |
|---|--------|--------------|------------|-------------------|---------------------|-----------------|-----------------------------------|---------------------------------|-------------|---------------------------------|-----------------------------|----------------------|
| Tranche | Series | ISIN | Scrip Code | Date of Allotment | Debentures Holders | No. NCDs | Face Value (in Rs. Millions each) | Paid-Up Value (in Rs. Millions) | Coupon Rate | Date of Interest Payment | Date of Principal Repayment | Status |
| 1 | - | INE894V07011 | 959538 | 29 May, 2020 | Bank of India | 600 | 1.00 | 600 | 9.50% | 30 Sept/ 31 March & 28 May 2023 | 28 May, 2023 | Redeemed on due date |
| 2 | A | INE894V07029 | 959539 | 03 June, 2020 | Canara Bank | 250 | 1.00 | 250 | 9.50% | 30 Sept/ 31 Mar & 02 Jun 2023 | 02 Jun, 2023 | Redeemed on due date |
| 2 | A | INE894V07029 | 959539 | 03 June, 2020 | Indian Bank | 250 | 1.00 | 250 | 9.50% | 30 Sept/ 31 Mar & 02 Jun 2023 | 02 Jun, 2023 | Redeemed on due date |
| 2 | B | INE894V07037 | 959540 | 03 June, 2020 | Union Bank of India | 250 | 1.00 | 250 | 9.50% | 30 Sept/ 31 Mar & 02 Jun 2023 | 02 Jun, 2023 | Redeemed on due date |
| 3 | - | INE894V07045 | 973411 | 30 August, 2021 | IDBI Bank | 500 | 1.00 | 500 | 9.50% | 30 Sept/ 31 Mar & 29 Aug, 2024 | 29 Aug, 2024 | Active |
| 4 | - | INE894V07052 | 973678 | 24 Dec, 2021 | Bank of India | 500 | 1.00 | 500 | 9.50% | 23 Dec, | 23 Dec, 2024 | Active |
| Total | | | | | | 2,350.00 | | 2,350.00 | | | | |

| Sr. No. | Facility | Type of Charge | Sanctioned Amount (in Rs. Millions) | Outstanding Amount as on 30/06/2024 (in Rs. Millions) | Cover Required | Assets Required (in Rs. Millions) |
|---------|---|--|-------------------------------------|---|---|-----------------------------------|
| 1. | Tranche 1 2023 – Scrip Code: 959538 ISIN: INE894V07011 | First ranking pari passu charge by way of hypothecation over: a. plant and machinery and other fixed assets situated at Unit no. X of the Company located at B-32-1-5, MIDC Area, Waluj, Aurangabad - 431136; and b. plant and machinery and other fixed assets situated at Unit no. XXXIII of the Company located at Sector-3, Plot No. 180C, HSIDC, Bawal, Rewari – 123501. | 600.00 | 0.00 NDCs are redeemed on due date | 1.25 times of the net block value of the Properties for Tranche 1 NCDs | 0.00 |
| 2. | Tranche 2 2023 (Series A) – Scrip Code: 959539 ISIN: INE894V07029 | First ranking pari passu charge by way of hypothecation/ mortgage overall the fixed assets of Unit no. 1102 and 1302 located at Gut No. 15 and 16, Naigawan, Khandewadi, Paithan road, Aurangabad, Maharashtra. | 500.00 | 0.00 NDCs are redeemed on due date | 1.25 times of principal amount along with coupon payable thereon at net block value of the Property for Tranche 2 Series A NCDs | 0.00 |
| 3. | Tranche 2 2023 (Series B) – Scrip Code: 959540 ISIN: INE894V07037 | First ranking pari passu charge by way of hypothecation/ mortgage overall the fixed assets of Unit no. 17 located at Plot Nos. 207, 208, 209, 210, 211-P, 234-P & 235 to 238 of Narasapura Industrial Area situated within survey No. parts of 90, 91, 92, 93, 94 & 95 and within the Village limits of Karadubande Hosahali, Narsapura Hobli, Kolar Taluk, Kolar, District Karnataka. | 250.00 | 0.00 NDCs are redeemed on due date | 1.25 times of principal amount along with coupon payable thereon and shall be based on i) market value in case of land and building and ii) on book value in case of plant and machinery for Tranche 2 Series B NCD's | 0.00 |
| 4. | Tranche 3 2024 – Scrip Code: 973411 ISIN: INE894V07045 | a. first ranking pari passu charge by way of mortgage all that piece and parcel of immovable property being leasehold land bearing Plot No. 9 admeasuring about 13,688 square meters in Talegaon Floriculture Park, MIDC Talegaon Dabhade, Tal. Maval, Dist. Pune with IDBI Bank Ltd (Identified Property 1); | 500.00 | 500.00 | 1.25 times of principal amount along with coupon payable thereon and shall be based on realisable market value of the Identified Properties for Tranche 3 NCDs | 684.40 |

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|---|--|--|--------|--------|--|--------|
| | | b. a first ranking pariassu charge by way of hypothecation all right, title and interest of the Company in the plant and machinery and other fixed assets situated at its unit at Gut no C-24 a, Taluka - Khed, Dist- Pune 410501 with IDBI Bank Ltd. (Identified Property 2); and | | | | |
| | | c.first ranking exclusive charge by way of mortgage over all joint right, title and interest of Mrs. Supriya Shrikant Badve, Promoter and Whole Time Director of the Company and her son Mr. Swastid Shrikant Badve, in all that piece and parcel of residential Plot No.B-22 (36/13/3) admeasuring 6810 square feet i.e. 632.64 square meters together with the right to all easements and benefits appurtenant to the said plot and necessary for the use and enjoyment thereof along with the bungalow constructed thereon admeasuring 4289.5 square feet i.e.398.51 square meters built-up along with courtyards, terraces and parking area, situated at “Clover Pinnacle Ridge, survey numbers 33/1 to 33/19and 36/5, 8, 9, 10, 11 & 13 of village Kondhwa Khurd, Taluka Haveli in District Pune (Identified Property 3). | | | | |
| | | Personal Guarantee of: i. Mr. Shrikant Shankar Badve, to secure the obligations of the Company with respect to the Tranche 3 NCDs; ii. Mrs. Supriya Shrikant Badve, to secure the obligations of the Company with respect to the Tranche 3 NCDs; and iii. Mr. Swastid Shrikant Badve, to secure the obligations of the Company with respect to the Tranche 3 NCDs, provided however, Mr. Swastid Shrikant Badve’s obligations under the said guarantee will be limited and restricted to the realisable value of Mr. Swastid Shrikant Badve’s right, title and interest in the Identified Property 3 | | | | |
| 5 | Tranche 4 2024 – Scrip Code: 973678 ISIN: INE894V07052 | First ranking pariassu charge with existing lender and sole NCD Holder, Bank of India: | 500.00 | 500.00 | 1.25 times of principal amount along with coupon payable thereon and shall be based on realisable market value of the Identified Properties for Tranche 4 NCDs | 684.40 |
| | | a. Movable Fixed assets/ P&M at Plot No. 509 (P), Mouje Vithalapur, Taluka Mandal, Dist. Ahmedabad of Badve Engineering Limited; | | | | |
| | | b. All the Current Assets of the Ahmedabad Unit at Plot No. 509 (P), Mouje, Vithalapur, Taluka Mandal, Dist. Ahmedabad of Badve Engineering Limited; | | | | |
| | | c. Capital Work in Progress; | | | | |
| | | d. Factory Building of Unit No. 1127 | | | | |

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|--|--|---|--|--|--|--|
| | | e. Non-agricultural Plot situated at Revenue New Block No. 1372 (Old Block / S No. 418/p), Mauje Vithalapur Tal: Mandal, Dist. - Ahmedabad in the name of Badve Engineering Ltd. | | | | |
| | | f. Non-agricultural Plot situated at Revenue New Block No. 1552 Blocks in the name of Badve Engineering Limited | | | | |
| | | g. Non-agricultural Plot situated at Revenue New Block No. 1553 Blocks in the name of Badve Engineering Limited | | | | |
| | | h. Non-agricultural Plot situated at Block No 1554 in the name of Badve Autotech Pvt Ltd (all the three blocks in Old S No. 509/P), Mauje Vithalapur Tal: Mandal, Dist. - Ahmedabad. | | | | |
| | | i. Non-agricultural Plot situated at Revenue New Block No. 1542 (Old Block/ S No. 499), Mauje Vithalapur Tal: Mandal, Dist. - Ahmedabad in the name of Badve Autotech Pvt. Ltd. | | | | |
| | | j. Non-agricultural Plot situated at New Block No. 1543 (Old Block S No. 500), Mauje Vithalapur Tal: Mandal, Dist. - Ahmedabad in the name of Badve Autotech Pvt. Ltd. | | | | |
| | | k. Non-agricultural Plot situated at Revenue New Block No. 1544 (Old Block/ S No. 501), Mauje Vithalapur Tal: Mandal, Dist. - Ahmedabad in the name of Badve Autotech Pvt. Ltd | | | | |
| | | Personal Guarantee of: a. Mr. Shrikant Shankar Badve, to secure the obligations of the Company with respect to the Tranche 4 NCDs; and b. Mrs. Supriya Shrikant Badve, to secure the obligations of the Company with respect to the Tranche 4 NCDs. | | | | |

Note 40 Net Debt Reconciliation - The details of reconciliation of Net Debt, such as changes in cash and cash equivalents, the impact of borrowings or repayments, and any other significant movements.

| Particulars | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|--|---------------------|----------------------|----------------------|----------------------|
| Cash & Cash equivalents | 452.63 | 1,855.41 | 1,061.67 | 404.66 |
| Current Borrowings includes current Maturities of non-Current Borrowings | (12,180.75) | (10,192.05) | (10,260.16) | (9,883.29) |
| Non-Current Borrowings excludes current Maturities of non-Current Borrowings | (12,455.06) | (14,217.79) | (12,453.87) | (16,096.30) |
| Interest accrued but not due | (55.03) | (34.47) | (27.54) | (51.73) |
| Net Debt | (24,238.21) | (22,588.91) | (21,679.90) | (25,626.65) |

As at June 30, 2024

| Particulars | As on 1. April 2024 | Cashflows | Interest Expense Processing Fees | Interest Paid | As at 30 Jun 2024 |
|------------------------------|------------------------|-------------------|-------------------------------------|---------------|----------------------|
| Cash & Cash equivalents | 1,855.41 | (1,402.77) | - | - | 452.63 |
| Current Borrowings | (10,192.05) | (1,988.70) | - | - | (12,180.75) |
| Non-Current Borrowings | (14,217.79) | 1,762.72 | - | - | (12,455.06) |
| Interest accrued but not due | (34.47) | - | (789.58) | 769.02 | (55.03) |
| Total | (22,588.91) | (1,628.75) | (789.58) | 769.02 | (24,238.21) |

As at March 31, 2024

| Particulars | As on 1. April 2023 | Cashflows | Interest Expense Processing Fees | Interest Paid | As at 31 Mar 2024 |
|------------------------------|------------------------|-----------------|-------------------------------------|-----------------|----------------------|
| Cash & Cash equivalents | 1,061.67 | 793.73 | - | - | 1,855.41 |
| Current Borrowings | (10,260.16) | 68.11 | - | - | (10,192.05) |
| Non-Current Borrowings | (12,453.87) | (1,763.91) | - | - | (14,217.79) |
| Interest accrued but not due | (27.54) | - | (2,902.42) | 2,895.49 | (34.47) |
| Total | (21,679.90) | (902.07) | (2,902.42) | 2,895.49 | (22,588.91) |

As at March 31, 2023

| Particulars | As on 1. April 2022 | Cashflows | Interest Expense Processing Fees | Interest Paid | As at 31 Mar 2023 |
|------------------------------|------------------------|-----------------|-------------------------------------|-----------------|----------------------|
| Cash & Cash equivalents | 404.66 | 657.01 | - | - | 1,061.67 |
| Current Borrowings | (9,883.29) | (376.88) | - | - | (10,260.16) |
| Non-Current Borrowings | (16,096.30) | 3,642.42 | - | - | (12,453.87) |
| Interest accrued but not due | (51.73) | - | (2,503.38) | 2,527.57 | (27.54) |
| Total | (25,626.65) | 3,922.55 | (2,503.38) | 2,527.57 | (21,679.90) |

As at March 31, 2022

| Particulars | As on 1. April 2021 | Cashflows | Interest Expense Processing Fees | Interest Paid | As at 31 Mar 2022 |
|------------------------------|------------------------|-------------------|-------------------------------------|-----------------|----------------------|
| Cash & Cash equivalents | 706.60 | (301.94) | - | - | 404.66 |
| Current Borrowings | (7,809.59) | (2,073.70) | - | - | (9,883.29) |
| Non-Current Borrowings | (15,690.28) | (406.02) | - | - | (16,096.30) |
| Interest accrued but not due | (34.65) | - | (2,156.48) | 2,139.40 | (51.73) |
| Total | (22,827.91) | (2,781.65) | (2,156.48) | 2,139.40 | (25,626.65) |

Note 41 Employee Benefit Plan

a) **Defined contribution plan:**

(Amount in ₹ Millions)

| Particulars | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|---|---------------------|----------------------|----------------------|----------------------|
| Employers contribution to provident fund/pension fund | 17.22 | 59.21 | 50.13 | 48.21 |
| Employers contribution to ESIC | 0.45 | 2.42 | 3.01 | 4.07 |
| Total | 17.68 | 61.63 | 53.15 | 52.28 |

b) **Defined benefit plan:**

The defined benefit plan comprises of gratuity & leave encashment. The present value of the obligation under such defined benefit plan is determined based on an actuarial valuation as at the reporting date using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit. The obligations are measured at the present value of the estimated future cash flows. The Company provides for its liability towards gratuity & leave encashment as per actuarial valuation. The present value of accrued gratuity is provided in the books of account after reducing the fund value with Life Insurance Corporation (LIC) of India.

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| Particulars | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|--|---------------------|----------------------|----------------------|----------------------|
| i) Reconciliation of defined benefit obligation (DBO) : | | | | |
| DBO at the beginning of the year | 186.36 | 118.28 | 120.48 | 112.02 |
| Current Service Cost | 6.82 | 16.85 | 18.25 | 18.75 |
| Interest Cost | 3.35 | 8.22 | 8.43 | 7.24 |
| Due to Change in financial assumptions | 0.69 | 3.21 | (3.73) | 14.29 |
| Due to experience adjustments | 5.06 | 55.67 | (12.50) | (19.53) |
| Benefits paid | (4.30) | (15.87) | (12.65) | (12.29) |
| DBO at end of the year | 197.99 | 186.36 | 118.28 | 120.48 |
| ii) Reconciliation of Fair Value of Planned Assets | | | | |
| Fair Value of Planned Assets at the beginning of the year | 170.83 | 148.03 | 131.27 | 104.75 |
| Interest Income | 3.14 | 11.07 | 9.83 | 7.34 |
| Return on plan assets excluding amounts included in interest income | (0.44) | 8.08 | (1.05) | 0.85 |
| Contributions by employer | 3.56 | 19.52 | 20.63 | 30.62 |
| Benefits paid | (4.30) | (15.87) | (12.65) | (12.29) |
| Fair Value of Planned Assets at end of the year | 172.79 | 170.83 | 148.03 | 131.27 |
| iii) Expenses recognised in Statement of Profit & Loss under head of Employee Benefit Expense | | | | |
| Service cost: | | | | |
| Current service cost | 6.82 | 16.85 | 18.25 | 18.75 |
| Net interest cost | 0.22 | (2.84) | (1.39) | (0.10) |
| Total included in 'Employee Benefit Expense' | 7.04 | 14.01 | 16.85 | 18.65 |
| Expenses deducted from the fund | - | - | - | - |
| Adjustment to the Opening fund | - | - | - | - |
| Total Charge to P&L | 7.04 | 14.01 | 16.85 | 18.65 |
| iv) Amount recognised in statement of other comprehensive income (OCI) | | | | |
| Components of actuarial gain/losses on obligations: | | | | |
| Due to Change in financial assumptions | 0.69 | 3.21 | (3.73) | 14.29 |
| Due to experience adjustments | 5.06 | 55.67 | (12.50) | (19.53) |
| Return on plan assets excluding amounts included in interest income | 0.44 | (8.08) | 1.05 | (0.85) |
| Amounts recognized in Other Comprehensive Income | 6.19 | 50.80 | (15.19) | (6.09) |
| v) Reconciliation of net defined benefit liability | | | | |
| Net opening provision in books of accounts | 15.53 | (29.76) | (10.79) | 7.27 |
| Charge to P&L | 7.04 | 14.01 | 16.85 | 18.65 |
| Amounts recognized in Other Comprehensive Income | 6.19 | 50.80 | (15.19) | (6.09) |
| | 28.75 | 35.05 | (9.12) | 19.83 |
| Contributions to plan assets | (3.56) | (19.52) | (20.63) | (30.62) |
| Closing provision in books of accounts | 25.19 | 15.53 | (29.76) | (10.79) |
| Bifurcation of liability as per schedule III | | | | |
| Current Liability* | 5.08 | 8.96 | (7.73) | (2.57) |
| Non-Current Liability | 20.11 | 6.57 | (22.02) | (8.22) |
| Net Liability | 25.19 | 15.53 | (29.76) | (10.79) |
| vi) Assumptions used in accounting for the gratuity plan : | | | | |
| Discount rate (%) | 7.15% | 7.20% | 7.45% | 7.00% |
| Withdrawal Rates (%) | 5% to 15% | 5% to 15% | 5% to 15% | 5% to 15% |
| Return on Growth Rate (%) | 7.15% | 7.20% | 7.45% | 7.00% |
| Salary Growth Rate (%) | 9.00% | 9.00% | 9.00% | 9.00% |

- 1] The discount rate is based on the prevailing market yields of Indian Government securities as at the balance sheet date for the estimated terms of the obligations.
- 2] Withdrawal rate is employee turnover rate based on the Company's past and expected employee turnover.
- 3] Salary escalation rate: The estimates of future salary increases considered taking into the account the inflation, seniority, promotion and other relevant factors.
- 4] Disclosure related to indication of effect of the defined benefit plan on the entity's future cash flows:

Expected benefit payments for the year ending:

| Year ending | Cashflows 30/06/2024 | Distribution % |
|------------------------|-------------------------|----------------|
| Year 1 Cash Flow | 24.50 | 6.83% |
| Year 2 Cash Flow | 20.91 | 5.83% |
| Year 3 Cash Flow | 17.36 | 4.84% |
| Year 4 Cash Flow | 21.07 | 5.88% |
| Year 5 Cash Flow | 16.20 | 4.52% |
| Year 6 to 10 Cash Flow | 92.45 | 25.79% |

| Year ending | Cashflows 31/03/2024 | Distribution % |
|------------------------|-------------------------|----------------|
| Year 1 Cash Flow | 22.00 | 5.50% |
| Year 2 Cash Flow | 19.54 | 4.80% |
| Year 3 Cash Flow | 18.01 | 4.50% |
| Year 4 Cash Flow | 19.56 | 4.80% |
| Year 5 Cash Flow | 16.07 | 4.00% |
| Year 6 to 10 Cash Flow | 85.44 | 21.20% |

| Year ending | Cashflows 31/03/2023 | Distribution % |
|------------------------|-------------------------|----------------|
| Year 1 Cash Flow | 15.86 | 4.71% |
| Year 2 Cash Flow | 10.68 | 3.17% |
| Year 3 Cash Flow | 13.64 | 4.05% |
| Year 4 Cash Flow | 12.13 | 3.61% |
| Year 5 Cash Flow | 13.30 | 3.95% |
| Year 6 to 10 Cash Flow | 51.28 | 15.24% |

| Year ending | Cashflows 31/03/2022 | Distribution % |
|------------------------|-------------------------|----------------|
| Year 1 Cash Flow | 13.30 | 3.80% |
| Year 2 Cash Flow | 12.36 | 3.60% |
| Year 3 Cash Flow | 10.68 | 3.10% |
| Year 4 Cash Flow | 14.17 | 4.10% |
| Year 5 Cash Flow | 11.85 | 3.40% |
| Year 6 to 10 Cash Flow | 50.04 | 14.40% |

c) Sensitivity to key assumptions : (Gratuity)

Sensitivity analysis indicates the influence of a reasonable change in principal assumptions, while keeping other things constant, on the outcome of the present value of Defined Benefit Obligation. In reality, the plan is subject to multiple external experience items which may move the Defined Benefit Obligation in similar or opposite directions, while the Plan's sensitivity to such changes can vary over time.

A quantitative sensitivity analysis for significant assumption is as shown below:

| Particulars | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|--|---------------------|----------------------|----------------------|----------------------|
| <u>Discount rate Sensitivity</u> | | | | |
| Increase by 0.5% | 191.28 | 180.03 | 114.29 | 116.20 |
| (% change) | -3.39% | -3.40% | -3.37% | -3.56% |
| Decrease by 0.5% | 205.12 | 193.11 | 122.52 | 125.06 |
| (% change) | 3.60% | 3.62% | 3.59% | 3.80% |
| <u>Salary growth rate Sensitivity</u> | | | | |
| Increase by 0.5% | 204.13 | 192.23 | 122.00 | 124.50 |
| (% change) | 3.10% | 3.15% | 3.15% | 3.33% |
| Decrease by 0.5% | 191.98 | 180.65 | 114.61 | 116.58 |
| (% change) | -3.03% | -3.07% | -3.10% | -3.24% |
| <u>Withdrawal rate (W.R.) Sensitivity</u> | | | | |
| W.R. x 110% | 196.53 | 185.02 | 117.40 | 119.26 |
| (% change) | -0.73% | -0.72% | -0.74% | -1.02% |
| W.R. x 90% | 199.51 | 187.78 | 119.20 | 121.78 |
| (% change) | 0.77% | 0.76% | 0.78% | 1.08% |

d) Leave Encashment :

| Particulars | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|---|---------------------|----------------------|----------------------|----------------------|
| Funded Status of Plant | | | | |
| Present value of unfunded obligations | 59.05 | 63.18 | 48.26 | 51.51 |
| Net Liability (Asset) | 59.05 | 63.18 | 48.26 | 51.51 |
| Charge to P&L | | | | |
| Service cost: | | | | |
| Current service cost | 2.86 | 7.56 | 8.36 | 10.09 |
| Net interest cost | 1.06 | 3.60 | 3.35 | 2.62 |
| Net value of remeasurements on the obligation and plan assets | (5.66) | 10.19 | (8.18) | (0.40) |
| Total Charge to P&L | (1.74) | 21.35 | 3.52 | 12.31 |
| Net Actuarial Gain on obligations | | | | |
| Components of actuarial gain/losses on obligations: | | | | |
| Due to Change in financial assumptions | 0.17 | 0.94 | (1.30) | (1.61) |
| Due to experience adjustments | (5.83) | 9.26 | (6.88) | 1.21 |
| Return on plan assets excluding amounts included in interest income | - | - | - | - |
| Amounts recognized in Other Comprehensive Income | (5.66) | 10.19 | (8.18) | (0.40) |
| Reconciliation of defined planned obligation | | | | |
| Opening Defined Benefit Obligation | 63.18 | 48.26 | 51.51 | 44.12 |
| Current service cost | 2.86 | 7.56 | 8.36 | 10.09 |
| Interest cost | 1.06 | 3.60 | 3.35 | 2.62 |
| Due to Change in financial assumptions | 0.17 | 0.94 | (1.30) | (1.61) |
| Due to change in demographic assumption | - | - | - | - |
| Due to experience adjustments | (5.83) | 9.26 | (6.88) | - |
| Benefits paid | (2.38) | (6.44) | (6.77) | (4.93) |
| Closing Defined Benefit Obligation | 59.05 | 63.18 | 48.26 | 51.51 |
| Reconciliation of planned asset | | | | |
| Reconciliation of net defined benefit liability | | | | |
| Net opening provision in books of accounts | 63.18 | 48.26 | 51.51 | 44.12 |
| Employee Benefit Expense as per Annexure 2 | (1.74) | 21.35 | 3.52 | 12.31 |
| | 61.44 | 69.62 | 55.03 | 56.44 |
| Benefits paid by the Company | (2.38) | (6.44) | (6.77) | (4.93) |
| Closing provision in books of accounts | 59.05 | 63.18 | 48.26 | 51.51 |
| Bifurcation of liability as per schedule III | | | | |
| Current Liability* | 9.20 | 9.25 | 7.66 | 7.35 |
| Non-Current Liability | 49.85 | 53.92 | 40.60 | 44.16 |
| Net Liability | 59.05 | 63.18 | 48.26 | 51.51 |

e) Sensitivity to key assumptions : (Leave encashment)

Sensitivity analysis indicates the influence of a reasonable change in principal assumptions, while keeping other things constant, on the outcome of the present value of Defined Benefit Obligation. In reality, the plan is subject to multiple external experience items which may move the Defined Benefit Obligation in similar or opposite directions, while the Plan's sensitivity to such changes can vary over time.

A quantitative sensitivity analysis for significant assumption is as shown below:

| Particulars | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|--|---------------------|----------------------|----------------------|----------------------|
| <u>Discount rate Sensitivity</u> | | | | |
| Increase by 0.5% | 57.31 | 61.29 | 46.85 | 51.51 |
| (% change) | -2.95% | -2.99% | -2.92% | 0.00% |
| Decrease by 0.5% | 60.90 | 65.18 | 49.76 | 54.93 |
| (% change) | 3.13% | 3.18% | 3.10% | 6.66% |
| <u>Salary growth rate Sensitivity</u> | | | | |
| Increase by 0.5% | 60.86 | 65.14 | 49.73 | 54.88 |
| (% change) | 3.06% | 3.11% | 3.04% | 6.56% |
| Decrease by 0.5% | 57.33 | 61.31 | 46.87 | 51.54 |
| (% change) | -2.92% | -2.96% | -2.89% | 0.06% |

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| <u>Withdrawal rate (W.R.) Sensitivity</u> | | | | | |
|---|--------|--------|--------|-------|--|
| W.R. x 110% | 58.26 | 62.32 | 47.51 | 52.18 | |
| (% change) | -1.34% | -1.36% | -1.56% | 1.31% | |
| W.R. x 90% | 59.93 | 64.12 | 49.09 | 54.26 | |
| (% change) | 1.48% | 1.50% | 1.72% | 5.35% | |

Note 42 The disclosures of transactions with the related parties as defined in the Indian Accounting Standard (Ind AS) 24 "Related Party Disclosures" issued by the Institute of Chartered Accountants of India are given below :

| 1] | Name of the Party | Relationship |
|----|--|---|
| | Mr. Shrikant Shankar Badve | Managing Director |
| | Mrs. Supriya Shrikant Badve | Whole Time Director |
| | Late Mr. Shankar Prabhakar Badve - Director (Date of death 04.05.2021) | Key Management Personnel |
| | Mr. Dilip Bindumadhav Huddar | Independent Director |
| | Mr. Ashok Vishnu Tagare | Non-Executive Director |
| | Mr. Anant R. Sathe | Non-Executive Independent Director |
| | Mr. Kishan Vir Sharma (Demise on 24.09.2023) | Non-Executive Independent Director |
| | Mr. Girish Kumar Ahuja (Appointed w.e.f 09.11.2023) | Non-Executive Independent Director |
| | Mr. Milind Pralhad Kamble (Appointed w.e.f 05.01.2024) | Non-Executive Independent Director |
| | Mr. Rahul S. Ganu | C.F.O. & Key Management Personnel |
| | Mr. Sanchit Kalantre - Company Secretary & Compliance Officer (Appointed w.e.f. 20.06.2019 resigned w.e.f 30.06.2021) | Company Secretary, Compliance Officer and Key Management Personnel |
| | Mr. Nakul S. Patil (Appointed w.e.f 01.07.2021 and resigned w.e.f 08.07.2023) | Company Secretary, Compliance Officer and Key Management Personnel |
| | Mr. Manish Kumar (Appointed w.e.f. 12.08.2023) | Company Secretary, Compliance Officer and Key Management Personnel |
| | Mr. Swastid Shrikant Badve | Close Member of KMP |
| | Mr. Sumedh Shrikant Badve | Close Member of KMP |
| | Mrs. Kumud Shankar Badve | Close Member of KMP |
| | Mr. Sanjay Shankar Badve | Close Member of KMP |
| | Mrs. Yogita Sanjay Badve | Close Member of KMP |
| | Mr. Sunil Vasant Savarkar | Close Member of KMP |
| | Mr. Rajiv Vasant Savarkar | Close Member of KMP |
| | Amit Engineers And Tools Private Limited | Close Member of KMP/Director/Member |
| | Amit Engineers | Close Member of KMP are Proprietors |
| | Badve Autocomps Private Limited | KMP are Member(s)/Directors/ KMP |
| | Badve Autotech Private Limited | KMP are Member(s)/Directors/ KMP |
| | Badve Entrepreneurship And Skill Training Foundation | KMP are Member(s)/Directors/ KMP |
| | Badve Fincorp Private Limited | KMP are Member(s)/Directors/ KMP |
| | Badve Global Private Limited | KMP are Member(s)/Directors/ KMP |
| | Badve Engineering Trading FZE | Subsidiary Company |
| | Badve Helmets India Private Limited* | KMP are Member(s)/Directors/ KMP |
| | Badve Holdings Private Limited | KMP are Member(s)/Directors/ KMP |
| | Badve Housing Private Limited | KMP are Member(s)/Directors/ KMP |
| | Badve Leasing Private Limited | KMP are Member(s)/Directors/ KMP |
| | Badve Overseas Private Limited | KMP are Member(s)/Directors/ KMP |
| | Badve Overseas Trading Private Limited | KMP are Member(s)/Directors/ KMP |
| | Badve Realty Private Limited | KMP are Member(s)/Directors/ KMP |
| | Badve Sons Private Limited | KMP are Member(s)/Directors/ KMP |
| | Shreepriya Stamping & Tooling Pvt Ltd* | KMP are Member(s)/Directors/ KMP |
| | Computech Traders | KMP or Director is HUF Karta |
| | Creative Tools And Press Components Private Limited | KMP are Member(s)/Directors/ KMP |
| | Eximius Autocomps Private Limited | KMP are Member(s)/Directors/ KMP |
| | Eximius Infra Tech Solutions LLP | KMP is a Partner & Designated Partner |
| | Five Ess Auto Parts Private Limited | Close Relative of KMP is Member |
| | K S Suspension Engineering Technology | KMP is a Member & Designated Partner |

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| 1] | Name of the Party | Relationship |
|----|--|--|
| | Manas Automotive Systems Limited | Close Relative of KMP is a Member |
| | Optima Auto Products Private Limited | KMP are Member(s) |
| | Phoenix Engineering | KMP is a Member & Designated Partner |
| | Sanjay Shankar Badve(HUF) | Relative of KMP/Director is Karta |
| | Sharp Pressings Private Limited | Close Member of KMP is a Director/Member |
| | Shreepriya Auto Parts Private Limited | KMP are Member and KMP |
| | Shreeyash Enterprises | KMP/ Director is Propreitor |
| | Shree Samarth Industries | KMP/ Director is Propreitor |
| | Shrikant Shankar Badve (HUF) dissolved on 9th January, 2023 | KMP/ Director is Karta |
| | Fores Enterprises | KMP are Partner |
| | Starkenn Sports Private Limited (Added on FY 2021-22 and removed in FY 2022-23) | KMP are Member & KMP |
| | Sumedh Tools Private Limited | KMP are Member/Director/KMP |
| | Swami Ashirwad Engimech Private Limited | KMP are Member/Director/KMP |
| | Swastid Engineering Private Limited | KMP are Member/Director/KMP |
| | United for Nature Foundation | Directors/KMP are Directors/KMP & Member |
| | Zoom Info Solutions Private Limited | KMP are Member/Director/KMP |
| | Fenace Auto Limited | KMP are Member/Director/KMP |
| | Starkenn Technologies Private Limited | Close Relative of KMP is a Member |
| | Badve Global General Trading LLC, Dubai (Added in FY 2022-23) | KMP/Director is Member & Manager |
| | Artiegenius Edtech LLP | KMP is Partner & Designated Partner |
| | BAPL Trading FZ-LLC | KMP is General Manager of the Company |
| | Late Shankar Badve (HUF) (Date of death 04.05.2021) | KMP/Director is Karta |
| | Edgepoint Infra Developers LLP (Added on FY 2021-22 and removed in FY 2023-24) | KMP is a Partner |
| | Gaurisuta Building Solution LLP (Added on FY 2021-22 and removed in FY 2023-24) | KMP is a Member & Designated Partner |
| | Green Apple Estates LLP (Added on FY 2021-22 and removed in FY 2023-24) | KMP is a Member & Designated Partner |
| | Aumex Global Energy LLP (Added on FY 2021-22 and removed in FY 2023-24) | KMP is a Member & Designated Partner |
| | Aastha Broad Casting Network Limited (Added on FY 2021-22 and removed in FY 2023-24) | KMP is Managing Director |
| | Rising Japan Infra Haryana Private Limited (Added on FY 2021-22 and removed in FY 2022-23) | KMP is Member & KMP |
| | Green Apple Buildcon Private Limited (Added on FY 2021-22 and removed in FY 2023-24) | KMP is Member & KMP |
| | Green Apple Motors Private Limited (Added on FY 2021-22 and removed in FY 2023-24) | KMP is Member & KMP |
| | Green Apple Estates Private Limited (Added on FY 2021-22 and removed in FY 2023-24) | KMP is KMP |
| | Ajeevan Real Estate Private Limited (Added on FY 2021-22 and removed in FY 2023-24) | KMP is Member & KMP |
| | Brickklin Infratech LLP (Added on FY 2021-22 and removed in FY 2023-24) | KMP Is Designated Partner |
| | KVS Developers LLP (Added on FY 2021-22 and removed in FY 2023-24) | KMP Is Designated Partner |
| | Townfit Developers LLP (Added on FY 2021-22 and removed in FY 2023-24) | KMP Is Designated Partner |
| | 12th Avenues LLP (Added on FY 2021-22 and removed in FY 2023-24) | KMP Is Designated Partner |
| | Prakritik Infrastructure Private Limited (Added in FY 2023-24) | KMP is Director/KMP |
| | Superb Maa Developers LLP (Added in FY 2023-24) | Independent Director is Designated Partner |
| | Superb Maa Infra And Housing LLP (Added in FY 2023-24) | Independent Director is Designated Partner |
| | Superb Shoreline Housing LLP (Added in FY 2023-24) | Independent Director is Designated Partner |
| | Essen Chemicals LLP (Added in FY 2023-24) | Independent Director is Designated Partner |
| | Divya Agro Industries LLP (Added in FY 2023-24) | Independent Director is Designated Partner |
| | Essen Paints and Chemicals LLP (Added in FY 2023-24) | Independent Director is Designated Partner |
| | Sab Rang INDIA LLP (Added in FY 2023-24) | Independent Director is Designated Partner |
| | Deena Paints (INDIA) LLP (Added in FY 2023-24) | Independent Director is Designated Partner |
| | Essen Paints LLP (Added in FY 2023-24) | Independent Director is Designated Partner |
| | Divya Industries LLP (Added in June 2024) | Independent Director is Designated Partner |

2] **Related Party Transactions :**

(Amount in ₹ Millions)

| Particulars | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|--|---------------------|----------------------|----------------------|----------------------|
| Close Member of KMP is a Director / Member | | | | |
| Nature of Transaction | | | | |
| Purchases | -1.86 | -52.86 | -267.76 | -272.93 |
| Sales | 2.14 | 49.90 | 271.26 | 253.03 |

| Particulars | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|------------------------------|---------------------|----------------------|----------------------|----------------------|
| KMP are Member & KMP | | | | |
| Nature of Transaction | | | | |
| Purchases | -4,825.94 | -18,274.83 | -20,980.32 | -17,548.19 |
| Sales | 4,294.05 | 14,767.87 | 15,955.22 | 10,416.29 |
| Rent-Paid | -21.81 | -82.28 | -79.58 | -73.78 |
| Interest Received | 19.20 | 0.20 | 0.00 | 0.00 |
| Guarantee Commission Income | 0.45 | 1.81 | 1.11 | 1.86 |
| Loan Given | 76.26 | 607.35 | 0.00 | 0.00 |

| Particulars | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|------------------------------|---------------------|----------------------|----------------------|----------------------|
| KMP | | | | |
| Nature of Transaction | | | | |
| Rent-Paid | -2.44 | -9.30 | -8.39 | -7.31 |
| Interest on USL | -31.66 | 0.00 | 0.00 | 0.00 |
| Remuneration | -27.66 | -110.42 | -81.00 | -81.00 |
| Director Sitting Fees | 0.00 | 0.35 | 0.18 | 0.29 |
| Loan Taken | | -1,395.60 | | |

| Particulars | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|------------------------------|---------------------|----------------------|----------------------|----------------------|
| KMP / Director is HUF Karta | | | | |
| Nature of Transaction | | | | |
| Rent-Paid | 0.00 | 0.00 | -0.51 | -0.65 |

| Particulars | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|--------------------------------------|---------------------|----------------------|----------------------|----------------------|
| KMP is a Member & Designated Partner | | | | |
| Nature of Transaction | | | | |
| Purchases | -591.35 | -869.29 | -1,046.31 | -534.20 |
| Sales | 12.61 | 92.54 | 546.55 | 96.09 |

| Particulars | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|--------------------------------------|---------------------|----------------------|----------------------|----------------------|
| Close Member of KMP is a Proprietors | | | | |
| Nature of Transaction | | | | |
| Purchases | -1.41 | -19.46 | -76.14 | -66.92 |
| Sales | 1.68 | 20.65 | 60.70 | 53.40 |

| Particulars | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|---------------------------------|---------------------|----------------------|----------------------|----------------------|
| Close Relative of KMP is Member | | | | |
| Nature of Transaction | | | | |
| Purchases | -69.69 | -212.86 | -316.15 | -44.50 |
| Sales | 0.00 | 65.51 | 36.01 | 22.10 |
| Interest Received | 2.45 | 9.84 | 9.76 | 9.15 |
| Salary | -0.56 | -2.10 | | |
| Loan Given | | | 4.00 | |

BELRISE INDUSTRIES LIMITED
(Formerly known as Badve Engineering Limited)

*Notes forming part of the Restated Consolidated Financial Statements

| Particulars | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|---------------------------------------|---------------------|----------------------|----------------------|----------------------|
| KMP is a Partner & Designated Partner | | | | |
| Nature of Transaction | | | | |
| Purchases | -0.57 | 0.00 | 0.00 | -0.01 |
| Sales | 504.07 | 1,024.14 | 1,568.40 | 840.99 |
| Guarantee Commission Income | 0.12 | 0.48 | 1.10 | 1.10 |

| Particulars | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|------------------------------|---------------------|----------------------|----------------------|----------------------|
| Subsidiary Company | | | | |
| Nature of Transaction | | | | |
| Interest Received | 0.57 | 16.75 | 118.26 | 116.58 |
| Others | 2.78 | 13.81 | 0.00 | 0.00 |
| Guarantee Commission Income | 3.09 | 10.64 | 1.13 | 0.00 |
| Loan Given | | | | 1,623.83 |
| Loan Repayment Received | | -756.61 | -2,680.13 | |

*The transactions reported of purchases and sales are inclusive of taxes.

3. For the period ended as on 30.06.2024

| Name | Relation | Purchases | Sales | Rent-Paid | Interest on USL | Interest Received | Remuneration / Salary | Guarantee Commission Income | Director Sitting Fees | Loan Taken | Loan Given | Loan Repayment Received | Closing Bal.As On 30.06.2024 |
|--|--|------------|--------|-----------|-----------------|-------------------|-----------------------|-----------------------------|-----------------------|------------|------------|-------------------------|------------------------------|
| Amit Engineers And Tools Pvt.Ltd. | Close Member of KMP is a Director / Member | (1.86) | 2.14 | - | | - | - | - | - | - | - | - | 6.25 |
| Badve Autotech Pvt. Ltd. | KMP are Member & KMP | (847.88) | 545.83 | (0.54) | | - | - | - | - | - | - | - | 613.15 |
| Badve Autocomps Pvt Ltd | KMP are Member & KMP | (1,308.83) | 705.89 | - | | - | - | - | - | - | - | - | 116.17 |
| Creative Tools & Press Comps Pvt. Ltd. | KMP are Member & KMP | (250.04) | 954.71 | - | | - | - | - | - | - | - | - | 14.34 |
| Eximius Autocomps Pvt.Ltd. | KMP are Member & KMP | (755.44) | 549.18 | - | | - | - | 0.31 | - | - | - | - | 27.03 |
| Swami Ashirwad Engimech Pvt. Ltd. | KMP are Member & KMP | (189.24) | 601.26 | - | | - | - | - | - | - | - | - | 135.56 |
| Fenace Auto Limited | KMP are Member & KMP | (30.32) | 124.97 | - | | - | - | - | - | - | - | - | 761.21 |
| Optima Auto Products Pvt.Ltd | KMP are Member & KMP | - | - | - | | 19.20 | - | - | - | - | 76.26 | - | 703.01 |
| Shreepriya Auto Parts Pvt Ltd. | KMP are Member & KMP | (289.62) | 50.78 | (21.27) | | - | - | 0.15 | - | - | - | - | 8.83 |
| Sumedh Tools Pvt. Ltd | KMP are Member & KMP | - | 676.72 | - | | - | - | - | - | - | - | - | 388.82 |
| Swastid Engineering Pvt.Ltd | KMP are Member & KMP | (1,154.57) | 84.72 | - | | - | - | - | - | - | - | - | 46.52 |
| Mr.Shrikant S. Badve | KMP | - | - | (1.48) | (31.66) | - | (18.99) | - | - | - | - | - | (1,395.60) |
| Mrs.Supriya Shrikant Badve | KMP | - | - | (0.96) | | - | (7.05) | - | - | - | - | - | - |
| Mr. Rahul S. Ganu | KMP | - | - | - | | - | (0.92) | - | - | - | - | - | - |
| Mr. Manish Kumar Gupta | KMP | - | - | - | | - | (0.71) | - | - | - | - | - | - |
| Phoenix Engineering | KMP is a Member & Designated Partner | (510.82) | - | - | | - | - | - | - | - | - | - | - |
| Ks Suspension Engineering Technology | KMP is a Member & Designated Partner | (80.52) | 12.61 | - | | - | - | - | - | - | - | - | - |
| Amit Engineers | Close Member of KMP is a Proprietors | (1.41) | 1.68 | - | | - | - | - | - | - | - | - | 15.08 |
| Manas Automotive Systems Ltd. | Close Relative of KMP is Member | (69.69) | - | - | | 2.45 | - | - | - | - | - | - | 7.55 |
| Mr.Swastid Shrikant Badve | Close Relative of KMP is Member | | | | | | (0.56) | | | | | | 0.01 |
| Badve Engineering Trading - Fze | Subsidiary Company | - | - | - | | 0.57 | - | 3.09 | - | - | - | - | 92.86 |
| Eximius Infra Tech Solutions Llp | KMP is a Partner & Designated Partner | (0.57) | 504.07 | - | | - | - | 0.12 | - | - | - | - | - |
| BAPL Trading FZ-LLC | KMP is General Manager of the Company | - | - | - | | - | - | - | - | - | - | - | 0.58 |
| Prakritik Infrastructure Pvt. Ltd. | KMP is Director/KMP | - | - | - | | - | - | - | - | - | - | - | 11.05 |
| Fores Enterprises | KMP are Partners | - | - | - | | - | - | - | - | - | - | - | 155.80 |
| Badve Sons Private Limited | KMP/Director is Member | - | - | - | | - | - | - | - | - | - | - | 63.18 |

BELRISE INDUSTRIES LIMITED
(Formerly known as Badve Engineering Limited)

*Notes forming part of the Restated Consolidated Financial Statements

| For the year ended 2023-24 | | | | | | | | | | | | | |
|--|--|------------|----------|-----------|-----------------|-------------------|-----------------------|-----------------------------|-----------------------|------------|------------|--------------------------|------------------------------|
| Name | Relation | Purchases | Sales | Rent-Paid | Interest on USL | Interest Received | Remuneration / Salary | Guarantee Commission Income | Director Sitting Fees | Loan Taken | Loan Given | Loan Re-payment Received | Closing Bal.As On 31.03.2024 |
| Shreepriya Stamping & Tooling Pvt Ltd | KMP are Member & KMP | (0.04) | - | - | - | - | - | - | - | - | - | - | 9.23 |
| Amit Engineers And Tools Pvt.Ltd. | Close Member of KMP is a Director / Member | (52.86) | 49.90 | - | - | - | - | - | - | - | - | - | 5.97 |
| Badve Autotech Pvt. Ltd. | KMP are Member & KMP | (2,859.33) | 1,924.80 | (2.18) | - | - | - | - | - | - | - | - | 396.30 |
| Badve Autocomps Pvt Ltd | KMP are Member & KMP | (5,067.27) | 5,268.67 | - | - | - | - | - | - | - | - | - | - |
| Creative Tools & Press Comps Pvt. Ltd. | KMP are Member & KMP | (1,128.96) | 2,478.54 | - | - | - | - | - | - | - | - | - | - |
| Eximius Autocomps Pvt.Ltd. | KMP are Member & KMP | (3,052.24) | 1,880.49 | - | - | - | - | 1.22 | - | - | - | - | (870.18) |
| Swami Ashirwad Engimech Pvt. Ltd. | KMP are Member & KMP | (684.51) | 1,395.67 | - | - | - | - | - | - | - | - | - | 2.64 |
| Fenace Auto Limited | KMP are Member & KMP | (181.26) | 492.76 | - | - | - | - | - | - | - | - | - | 679.74 |
| Optima Auto Products Pvt.Ltd | KMP are Member & KMP | - | 3.50 | - | - | 0.20 | - | - | - | - | 607.35 | - | 607.54 |
| Shreepriya Auto Parts Pvt Ltd. | KMP are Member & KMP | (539.60) | 30.59 | (80.10) | - | - | - | 0.59 | - | - | - | - | (469.09) |
| Sumedh Tools Pvt. Ltd | KMP are Member & KMP | (12.19) | 513.85 | - | - | - | - | - | - | - | - | - | 61.39 |
| Swastid Engineering Pvt.Ltd | KMP are Member & KMP | (4,749.44) | 779.01 | - | - | - | - | - | - | - | - | - | 238.99 |
| Mr.Shrikant S. Badve | KMP | - | - | (5.65) | - | - | (75.97) | - | - | (1,395.60) | - | - | (1,395.60) |
| Mrs.Supriya Shrikant Badve | KMP | - | - | (3.65) | - | - | (28.19) | - | - | - | - | - | - |
| Key Management Personnel | KMP | - | - | - | - | - | - | - | 0.35 | - | - | - | - |
| Mr. Rahul S. Ganu | KMP | - | - | - | - | - | (3.80) | - | - | - | - | - | - |
| Mr. Nakul Patil | KMP | - | - | - | - | - | (0.55) | - | - | - | - | - | - |
| Mr. Manish Kumar Gupta | KMP | - | - | - | - | - | (1.92) | - | - | - | - | - | - |
| Phoenix Engineering | KMP is a Member & Designated Partner | (620.53) | 14.03 | - | - | - | - | - | - | - | - | - | 327.12 |
| Ks Suspension Engineering Technology | KMP is a Member & Designated Partner | (248.76) | 78.51 | - | - | - | - | - | - | - | - | - | - |
| Amit Engineers | Close Member of KMP is a Proprietors | (19.46) | 20.65 | - | - | - | - | - | - | - | - | - | 14.81 |
| Manas Automotive Systems Ltd. | Close Relative of KMP is Member | (212.86) | 65.51 | - | - | 9.84 | - | - | - | - | - | - | 104.88 |
| Mr.Swastid Shrikant Badve | Close Relative of KMP is Member | - | - | - | - | - | (2.10) | - | - | - | - | - | 0.01 |
| Badve Engineering Trading - Fze | Subsidiary Company | - | - | - | - | 16.75 | - | 10.64 | - | - | - | (756.61) | 89.51 |
| Eximius Infra Tech Solutions Llp | KMP is a Partner & Designated Partner | - | 1,024.14 | - | - | - | - | 0.48 | - | - | - | - | 0.48 |
| BAPL Trading FZ-LLC | KMP is General Manager of the Company | - | - | - | - | - | - | - | - | - | - | - | 0.58 |
| Prakritik Infrastructure Pvt. Ltd. | KMP is Director/KMP | - | - | - | - | - | - | - | - | - | - | - | 9.45 |
| Fores Enterprises | KMP are Partners | - | - | - | - | - | - | - | - | - | - | - | 155.79 |
| Badve Sons Private Limited | KMP/Director is Member | - | - | - | - | - | - | - | - | - | - | - | 47.43 |

For the year ended 2022-23

| Name | Relation | Purchases | Sales | Rent-Paid | Interest on USL | Interest Received | Remuneration / Salary | Guarantee Commission Income | Director Sitting Fees | Loan Taken | Loan Given | Loan Re-payment Received | Closing Bal.As On 31.03.2023 |
|--|--|------------|----------|-----------|-----------------|-------------------|-----------------------|-----------------------------|-----------------------|------------|------------|--------------------------|------------------------------|
| Shreepriya Stamping & Tooling Pvt Ltd | KMP are Member & KMP | (0.27) | - | - | - | - | - | - | - | - | - | - | 9.17 |
| Amit Engineers And Tools Pvt.Ltd. | Close Member of KMP is a Director / Member | (266.51) | 271.26 | - | - | - | - | - | - | - | - | - | (9.29) |
| Sharp Pressing Private Limited | Close Member of KMP is a Director / Member | (1.25) | - | - | - | - | - | - | - | - | - | - | (13.84) |
| Badve Autotech Pvt. Ltd. | KMP are Member & KMP | (3,659.64) | 2,256.68 | (2.18) | - | - | - | - | - | - | - | - | 545.15 |
| Badve Autocomps Pvt Ltd | KMP are Member & KMP | (6,421.41) | 5,031.52 | - | - | - | - | - | - | - | - | - | (3.50) |
| Badve Entrepreneurship And Skill Training Foundation | KMP are Member & KMP | (0.50) | - | - | - | - | - | - | - | - | - | - | 0.54 |
| Creative Tools & Press Comps Pvt. Ltd. | KMP are Member & KMP | (1,141.11) | 1,825.17 | - | - | - | - | - | - | - | - | - | 934.35 |

BELRISE INDUSTRIES LIMITED
(Formerly known as Badve Engineering Limited)

***Notes forming part of the Restated Consolidated Financial Statements**

| | | | | | | | | | | | | | |
|--------------------------------------|---------------------------------------|------------|----------|---------|--------|---|---------|---|------|------|------------|--|----------|
| Eximius Autocomps Pvt.Ltd. | KMP are Member & KMP | (2,862.73) | | - | - | - | 0.53 | - | | | | | 117.17 |
| | | | 2,302.00 | | | | | | | | | | |
| Swami Ashirwad Engimech Pvt. Ltd. | KMP are Member & KMP | (513.85) | | - | - | - | - | - | | | | | 275.78 |
| | | | 2,264.27 | | | | | | | | | | |
| Fenace Auto Limited | KMP are Member & KMP | (68.93) | 499.19 | - | - | - | - | - | | | | | 176.01 |
| Shreepriya Auto Parts Pvt Ltd. | KMP are Member & KMP | (515.51) | 223.24 | (77.40) | - | - | 0.59 | - | | | | | (316.46) |
| Sumedh Tools Pvt. Ltd | KMP are Member & KMP | (421.21) | 542.03 | - | - | - | - | - | | | | | 447.22 |
| Swastid Engineering Pvt.Ltd | KMP are Member & KMP | (5,375.16) | | - | - | - | - | - | | | | | 1.16 |
| | | | 1,011.12 | | | | | | | | | | |
| Mr.Shrikant S. Badve | KMP | - | - | (4.91) | - | - | (59.23) | - | - | | | | - |
| Mrs.Supriya Shrikant Badve | KMP | - | - | (3.47) | - | - | (21.76) | - | - | | | | - |
| Key Management Personnel | KMP | - | - | - | - | - | - | - | 0.18 | | | | - |
| Mr. Rahul S. Ganu | KMP | - | - | - | - | - | (3.55) | - | - | | | | - |
| Mr. Nakul S. Patil | KMP | - | - | - | - | - | (1.42) | - | - | | | | - |
| Computech Traders | KMP / Director is HUF Karta | - | - | (0.51) | - | - | - | - | - | | | | 1.53 |
| Phoenix Engineering, | KMP is a Member & Designated Partner | (720.86) | 506.14 | - | - | - | - | - | - | | | | 720.95 |
| Ks Suspension Engineering Technology | KMP is a Member & Designated Partner | (325.45) | 40.41 | - | - | - | - | - | - | | | | (28.94) |
| Amit Engineers | Close Member of KMP is a Proprietors | (76.14) | 60.70 | - | - | - | - | - | - | | | | 14.64 |
| Manas Automotive Systems Ltd. | Close Relative of KMP is Member | (316.15) | 36.01 | - | 9.76 | - | - | - | - | 4.00 | | | 128.68 |
| Badve Engineering Trading - Fze | Subsidiary Company | - | - | - | 118.26 | - | 1.13 | - | - | | (2,680.13) | | 776.39 |
| Eximius Infra Tech Solutions Llp | KMP is a Partner & Designated Partner | - | 1,568.40 | - | - | - | 1.10 | - | - | | | | 64.10 |
| Fores Enterprises | KMP are Partners | - | - | - | - | - | - | - | - | | | | 163.20 |
| Badve Sons Private Limited | KMP/Director is Member | - | - | - | - | - | - | - | - | | | | 15.34 |

For the year ended 2021-22

| Name | Relation | Purchases | Sales | Rent-Paid | Interest on USL | Interest Received | Remuneration / Salary | Guarantee Commission Income | Director Sitting Fees | Loan Taken | Loan Given | Loan Re-payment Received | Closing Bal.As On 31.03.2022 |
|--|--|------------|----------|-----------|-----------------|-------------------|-----------------------|-----------------------------|-----------------------|------------|------------|--------------------------|------------------------------|
| Amit Engineers And Tools Pvt.Ltd. | Close Member of KMP is a Director / Member | (272.93) | 253.03 | - | - | - | - | - | - | | | | (7.86) |
| Badve Autotech Pvt. Ltd. | KMP are Member & KMP | (3,156.25) | 910.89 | (2.18) | - | - | - | - | - | | | | 281.00 |
| Badve Autocomps Pvt Ltd | KMP are Member & KMP | (5,154.76) | | - | - | - | - | - | - | | | | (514.46) |
| | | | 4,132.32 | | | | | | | | | | |
| Badve Entrepreneurship And Skill Training Foundation | KMP are Member & KMP | (0.50) | - | - | - | - | - | - | - | | | | 0.97 |
| Creative Tools & Press Comps Pvt. Ltd. | KMP are Member & KMP | (1,075.95) | | - | - | - | - | - | - | | | | 130.56 |
| | | | 1,484.34 | | | | | | | | | | |
| Eximius Autocomps Pvt.Ltd. | KMP are Member & KMP | (3,006.40) | | - | - | - | - | 1.28 | - | | | | 455.55 |
| | | | 1,815.73 | | | | | | | | | | |
| Swami Ashirwad Engimech Pvt. Ltd. | KMP are Member & KMP | (912.88) | 617.80 | - | - | - | - | - | - | | | | - |
| Fenace Auto Limited | KMP are Member & KMP | (13.27) | 98.01 | - | - | - | - | - | - | | | | (67.73) |
| Optima Auto Products Pvt.Ltd | KMP are Member & KMP | - | - | (5.00) | - | - | - | - | - | | | | 580.16 |
| Shreepriya Auto Parts Pvt Ltd. | KMP are Member & KMP | - | 337.74 | (66.60) | - | - | - | 0.59 | - | | | | (137.55) |
| Sumedh Tools Pvt. Ltd | KMP are Member & KMP | (117.93) | 287.63 | - | - | - | - | - | - | | | | 54.91 |
| Swastid Engineering Pvt.Ltd | KMP are Member & KMP | (4,110.24) | 731.83 | - | - | - | - | - | - | | | | 47.29 |
| Zoom Info Solutions Private Limited | KMP are Member & KMP | - | - | - | - | - | - | - | - | | | | 0.04 |
| Mr.Shrikant S. Badve | KMP | - | - | (4.00) | - | - | (59.23) | - | - | | | | - |
| Mrs.Supriya Shrikant Badve | KMP | - | - | (3.31) | - | - | (21.76) | - | - | | | | - |
| Key Management Personnel | KMP | - | - | - | - | - | - | - | 0.29 | | | | - |
| Mr. Rahul S. Ganu | KMP | - | - | - | - | - | (3.23) | - | - | | | | - |
| Mr. Nakul S. Patil | KMP | - | - | - | - | - | (1.38) | - | - | | | | - |
| Computech Traders | KMP / Director is HUF Karta | - | - | (0.65) | - | - | - | - | - | | | | 1.16 |
| Phoenix Engineering, | KMP is a Member & Designated Partner | (533.34) | 95.84 | - | - | - | - | - | - | | | | 394.88 |
| Ks Suspension Engineering Technology | KMP is a Member & Designated Partner | (0.86) | 0.25 | - | - | - | - | - | - | | | | 32.92 |
| Amit Engineers | Close Member of KMP is a Proprietors | (66.92) | 53.40 | - | - | - | - | - | - | | | | 11.13 |

BELRISE INDUSTRIES LIMITED
(Formerly known as Badve Engineering Limited)

***Notes forming part of the Restated Consolidated Financial Statements**

| | | | | | | | | | | | |
|----------------------------------|---------------------------------------|---------|--------|---|--------|---|------|---|---|----------|----------|
| Manas Automotive Systems Ltd | Close Relative of KMP is Member | (44.50) | 22.10 | - | 9.15 | - | - | - | - | - | 101.65 |
| Badve Engineering Trading - Fze | Subsidiary Company | - | - | - | 116.58 | - | - | - | - | 1,623.83 | 3,156.93 |
| Eximius Infra Tech Solutions Llp | KMP is a Partner & Designated Partner | (0.01) | 840.99 | - | - | - | 1.10 | - | - | - | 328.07 |
| Badve Sons Private Limited | KMP/Director is Member | - | - | - | - | - | - | - | - | - | 12.13 |

*The transactions reported of purchases and sales are inclusive of taxes.

4.

| Name of Company | Relation | For the 3 months Period ended 30th June 2024 | For the year ended 31st March 2024 | For the year ended 31st March 2023 | For the year ended 31st March 2022 |
|--|--|--|------------------------------------|------------------------------------|------------------------------------|
| Amit Engineers | Close Member of KMP is a Proprietors | 15.08 | 14.81 | 14.64 | 11.13 |
| Amit Engineers And Tools Pvt.Ltd. | Close Member of KMP is a Director / Member | 6.25 | 5.97 | (9.29) | (7.86) |
| Badve Autocomps Private Limited | KMP are Member & KMP | 116.17 | - | (3.50) | (514.46) |
| Badve Autotech Private Limited | KMP are Member & KMP | 613.15 | 396.30 | 545.15 | 281.00 |
| Badve Engineering Trading FZE | Subsidiary Company | 92.86 | 89.51 | 776.39 | 3,156.93 |
| Badve Entrepreneurship And Skill Training Foundation | KMP are Member & KMP | 0.09 | 0.09 | 0.54 | 0.97 |
| Badve Helmets India Private Limited | KMP are Member & KMP | 138.13 | 138.13 | 138.10 | 138.10 |
| Badve Overseas Private Limited | KMP/Director is Member | 0.04 | 0.03 | 0.02 | 0.01 |
| Badve Overseas Trading Private Limited | KMP/Director is Member | 0.04 | 0.03 | 0.02 | 0.01 |
| Badve Sons Private Limited | KMP/Director is Member | 63.18 | 47.43 | 15.34 | 12.13 |
| Computech Traders | KMP / Director is HUF Karta | 1.98 | 1.98 | 1.53 | 1.16 |
| Creative Tools & Press Components Private Limited | KMP are Member & KMP | 14.34 | - | 934.35 | 130.56 |
| Eximius Autocomps Private Limited | KMP are Member & KMP | 27.03 | (870.18) | 117.17 | 455.55 |
| Eximius Infratech Solutions LLP | KMP is a Partner & Designated Partner | - | 0.48 | 64.10 | 328.07 |
| Fenace Auto Limited | KMP are Member & KMP | 761.21 | 679.74 | 176.01 | (67.73) |
| Five Ess Auto Parts Private Limited | Close Relative of KMP is Member | 79.01 | 78.97 | 78.96 | 78.92 |
| Ks Suspension Engineering Technology | KMP is a Member & Designated Partner | - | - | (28.94) | 32.92 |
| Manas Automotive Systems Limited | Close Relative of KMP is Member | 7.55 | 104.88 | 128.68 | 101.65 |
| Mr. Shrikant Shankar Badve | KMP | (1,395.60) | (1,395.60) | 0.00 | - |
| Mr.Sumedh Shrikant Badve | Close Member of KMP | 0.09 | 0.09 | 0.09 | 0.09 |
| Mr.Swastid Shrikant Badve | Close Member of KMP | 0.01 | 0.01 | 0.01 | 0.01 |
| Optima Auto Products Pvt. Ltd. | KMP are Member & KMP | 703.01 | 607.54 | 317.19 | 580.16 |
| Phoenix Engineering | KMP is a Member & Designated Partner | - | 327.12 | 720.95 | 394.88 |
| Prakritik Infrastructure Pvt. Ltd. | KMP is Director / KMP | 11.05 | 9.45 | - | - |
| Sharp Pressing Private Limited | Close Member of KMP is a Director / Member | - | - | (13.84) | - |
| Shreepriya Auto Parts Private Limited | KMP are Member & KMP | 8.83 | (469.09) | (316.46) | (137.55) |
| Shreepriya Stamping & Tooling Pvt Ltd | KMP are Member & KMP | 9.23 | 9.23 | 9.17 | 7.07 |
| Sumedh Tools Private Limited | KMP are Member & KMP | 388.82 | 61.39 | 447.22 | 54.91 |
| Swami Ashirwad Engimech Private Limited | KMP are Member & KMP | 135.56 | 2.64 | 275.78 | - |
| Swastid Engineering Private Limited | KMP are Member & KMP | 46.52 | 238.99 | 1.16 | 47.29 |
| United for Nature Foundation | Director/KMP are Directors/KMP & Member | 0.24 | 0.23 | 0.20 | 0.02 |
| Fores Enterprises | KMP are Partners | 155.80 | 155.79 | 163.20 | - |
| Mr.Ashok Vishnu Tagare | KMP | - | - | - | (0.03) |
| Zoom Infotech Solutions P. Ltd. | KMP are Member & KMP | 0.19 | 0.19 | 0.08 | 0.04 |
| Bapl Trading FZ-LLC | KMP is General Manager of the Company | 0.58 | 0.58 | - | - |

Payable Figures are shown as negative(-) amounts.

There are no Loans or Advances in the nature of loans which are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person which are either repayable on demand or without specifying any terms or period of repayment.

5. Details of Balances in relation to Corporate Guarantees given :

| Name of Company | Relation | For the 3 months Period ended 30th June 2024 | For the year ended 31st March 2024 | For the year ended 31st March 2023 | For the year ended 31st March 2022 |
|--------------------------------------|---------------------------------------|--|------------------------------------|------------------------------------|------------------------------------|
| Shreepriya Auto Parts Pvt Ltd. | KMP are Member & KMP | 390.00 | 390.00 | 390.00 | 390.00 |
| Eximius Autocomps Pvt.Ltd. | KMP are Member & KMP | 813.70 | 813.70 | 350.00 | 850.00 |
| Badve Engineering Trading FZE, Dubai | Subsidiary | 8,233.02 | 7,087.54 | 4,519.94 | - |
| Eximius Infra Tech Solutions LLP | KMP is a Partner & Designated Partner | 319.78 | 319.78 | 731.80 | 731.80 |

Note 43 Earnings per share ('EPS')

| (All amounts are in Indian Rupees millions except share data and per share data, unless otherwise stated) | | | | |
|--|------------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
| Particulars | For the period ended June 30, 2024 | For the year ended March 31, 2024 | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
| Profit attributable to equity shareholders of the Parent | | | | |
| Net profit for the year attributable to the equity shareholders from continuing operations (a) | 715.79 | 3,108.79 | 3,136.63 | 2,618.47 |
| Net profit/ (loss) for the year attributable to the equity shareholders from discontinued operations (b) | - | - | - | - |
| Weighted average number of equity shares outstanding for basic EPS (c)* | 65,09,90,304 | 65,09,90,304 | 65,09,90,304 | 65,09,90,304 |
| Weighted average number of equity shares outstanding for diluted EPS (d)** | 65,09,90,304 | 65,09,90,304 | 65,09,90,304 | 65,09,90,304 |
| Earnings per equity share | | | | |
| Basic earnings per share of Rs 5 each (for continuing operations) [a/c] | 1.10 | 4.78 | 4.82 | 4.02 |
| Diluted earnings per share of Rs 5 each (for continuing operations) [a/d] | 1.10 | 4.78 | 4.82 | 4.02 |
| Basic earnings/(loss) per share of Rs 5 each (for discontinued operations) [b/c] | - | - | - | - |
| Diluted earnings/(loss) per share of Rs 5 each (for discontinued operations) [b/d] | - | - | - | - |
| Basic earnings per share of Rs 5 each (for continuing and discontinued operations) [(a+b)/c] | 1.10 | 4.78 | 4.82 | 4.02 |
| Diluted earnings per share of Rs 5 each (for continuing operations and discontinued operations) [(a+b)/d] | 1.10 | 4.78 | 4.82 | 4.02 |
| * Computation of weighted average number of equity shares used in calculating basic earning per share is set out below: | | | | |
| Particulars | For the period ended June 30, 2024 | For the year ended March 31, 2024 | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
| Opening balance | 65,09,90,304 | 2,03,43,447 | 2,03,43,447 | 2,03,43,447 |
| Capitalisation due to share split from paid-up capital of Rs.10 per equity share to Rs.5 per equity share (Refer note 1 below) | - | 2,03,43,447 | 2,03,43,447 | 2,03,43,447 |
| Capitalisation of bonus shares issued (15 Bonus share issued per equity share) (Refer Note 1 below) | - | 61,03,03,410 | 61,03,03,410 | 61,03,03,410 |
| Weighted average number of equity shares | 65,09,90,304 | 65,09,90,304 | 65,09,90,304 | 65,09,90,304 |

1. During the financial year 2023-24 the company has made sub-division (stock split) of its equity shares having face value of Rs.10 each into equity shares having face value of Rs.5 each which has been duly approved in Extra Ordinary General Meeting of the company dated 20th November, 2023.

During the financial year 2023-24 the company has made bonus issue to its existing equity shareholders in the ratio of 15:1 which was proposed by the Board of Directors in their Board Meeting held on 05th January, 2024 & which has been duly approved by the members of the company in their Extra Ordinary General Meeting held on 05th January, 2024.

** Computation of weighted average number of equity shares used in calculating diluted earning per share is set out below:

| Particulars | For the period ended June 30, 2024 | For the year ended March 31, 2024 | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|--|---------------------------------------|--------------------------------------|--------------------------------------|--------------------------------------|
| Weighted average number of equity shares outstanding during the period for calculating basic EPS | 65,09,90,304 | 65,09,90,304 | 65,09,90,304 | 65,09,90,304 |
| Effect of dilutive potential equity shares : | - | - | - | - |
| Weighted average number of equity shares | 65,09,90,304 | 65,09,90,304 | 65,09,90,304 | 65,09,90,304 |

Note 44 Fair Value Measurements, Financial Instruments and Risk Management

Set out below is the comparison by class of the carrying amounts and fair value of the Company's financial instruments (Amount in ₹ Millions)

| Sr. No. | Particulars | Carrying amount | | | | Fair Value | | | |
|------------|--|---------------------|----------------------|----------------------|----------------------|---------------------|----------------------|----------------------|----------------------|
| | | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
| I. | FINANCIAL ASSETS | | | | | | | | |
| A | Financial assets measured at amortised cost | | | | | | | | |
| (a) | Investments | 93.64 | 93.64 | 87.42 | 87.42 | 93.64 | 93.64 | 87.42 | 87.42 |
| (b) | Loans & Advances | 2,746.18 | 2,577.54 | 1,811.37 | 739.37 | 2,746.18 | 2,577.54 | 1,811.37 | 739.37 |
| (c) | Deposits with Others | 39.17 | 39.12 | 48.21 | 198.73 | 39.17 | 39.12 | 48.21 | 198.73 |
| (d) | Deposits with Government Authorities | 64.89 | 72.13 | 61.94 | 49.71 | 64.89 | 72.13 | 61.94 | 49.71 |
| (e) | Deposits with Banks | 668.34 | 665.23 | 630.97 | 811.62 | 668.34 | 665.23 | 630.97 | 811.62 |
| (f) | Advance for Purchase of Shares | 10.17 | 10.17 | 0.13 | - | 10.17 | 10.17 | 0.13 | - |
| (g) | Trade Receivables | 13,039.15 | 12,278.11 | 12,797.90 | 9,335.48 | 13,039.15 | 12,278.11 | 12,797.90 | 9,335.48 |
| (h) | Balances & Deposits with Banks | 389.00 | 1,791.36 | 1,011.19 | 360.22 | 389.00 | 1,791.36 | 1,011.19 | 360.22 |
| (i) | Cash in Hand | 63.64 | 64.04 | 50.48 | 44.44 | 63.64 | 64.04 | 50.48 | 44.44 |
| (j) | Other Bank Balances | 616.58 | 643.02 | 350.37 | 342.62 | 616.58 | 643.02 | 350.37 | 342.62 |
| | | 17,730.75 | 18,234.36 | 16,849.98 | 11,969.61 | 17,730.75 | 18,234.36 | 16,849.98 | 11,969.61 |
| B | Financial assets measured at Fair Value through Profit & Loss | | | | | | | | |
| (a) | Investments in Equity Instruments (Quoted at FVTOCI) | - | 1.22 | 324.34 | 498.80 | - | 1.22 | 324.34 | 498.80 |
| II. | FINANCIAL LIABILITIES | | | | | | | | |
| | Financial liabilities measured at amortised cost | | | | | | | | |
| (a) | Non-Current Borrowing | 12,455.06 | 14,217.79 | 12,453.87 | 16,096.30 | 12,455.06 | 14,217.79 | 12,453.87 | 16,096.30 |
| (b) | Current Borrowing | 8,086.26 | 6,090.34 | 6,027.51 | 7,241.08 | 8,086.26 | 6,090.34 | 6,027.51 | 7,241.08 |
| (c) | Trade Payables | 8,718.24 | 7,890.60 | 9,212.74 | 5,512.41 | 8,718.24 | 7,890.60 | 9,212.74 | 5,512.41 |
| (d) | Current maturities of long-term debts | 4,094.48 | 4,101.72 | 4,232.66 | 2,642.21 | 4,094.48 | 4,101.72 | 4,232.66 | 2,642.21 |
| (e) | Interest Accrued on Term Loans/ Vehicle Loans/W.C Loans | 55.03 | 34.47 | 27.54 | 51.73 | 55.03 | 34.47 | 27.54 | 51.73 |
| (f) | Payables on purchase of property, plant and equipment | 762.47 | 610.84 | 405.54 | 558.37 | 762.47 | 610.84 | 405.54 | 558.37 |
| (g) | Employee Benefits Payable | 168.69 | 138.13 | 120.23 | 106.20 | 168.69 | 138.13 | 120.23 | 106.20 |
| (h) | Employee Retention Money | 0.19 | 0.30 | 2.51 | 6.48 | 0.19 | 0.30 | 2.51 | 6.48 |
| | | 34,340.44 | 33,084.18 | 32,482.60 | 32,214.76 | 34,340.44 | 33,084.18 | 32,482.60 | 32,214.76 |

The management assessed that the fair values of short term financial assets and liabilities significantly approximate their carrying amounts largely due to the short - term maturities of these instruments. The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction among willing parties, other than in a forced or liquidation sale.

The Company determines fair values of financial assets and financial liabilities by discounting the contractual cash inflows/outflows using prevailing interest rates of financial instruments with similar terms. The initial measurement of financial assets and financial liabilities is at fair value. The fair value of investment is determined using quoted net assets value from the fund. Further, the subsequent measurement of all financial assets and liabilities (other than investment in mutual funds) is at amortised cost, using the effective interest method.

Ind AS 109 requires all investment in equity instruments to be measured at FVTPL. However, the standard also recognises that, cost may be an appropriate estimate of fair value for an unquoted equity investment. That may be the case if insufficient more recent information is available to measure fair value, or if there is a wide range of possible fair value measurements and cost represents the best estimate of fair value within that range. Accordingly, fair value measurement of unquoted investment in equity has been reported in note no. 8. Equity investment are valued at cost except in the case of investment in equity shares of Paras Defence & space Technologies limited (Quoted), the fair value measurement as on 31.03.2024, 31.03.2023 & 31.03.2021 is reported on the basis of prices on recognised stock exchange.

Discount rates used in determining fair value

The Company maintains policies and procedures to value financial assets or financial liabilities using the best and most relevant data available. In addition, the Company internally reviews valuation, including independent price validation for certain instruments.

Fair value of financial assets and liabilities is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

The following methods and assumptions were used to estimate fair value:

- (a) Fair value of short term financial assets and liabilities significantly approximate their carrying amounts largely due to the short term maturities of these instruments.
- (b) Fair value of quoted mutual funds is based on the net assets value at the reporting date. The fair value of other financial liabilities as well as other non current financial liabilities is estimated by discounting future cash flow using rate currently applicable for debt on similar terms, credit risk and remaining maturities.
- (c) The fair value of the Company's interest bearing borrowing received are determined using discount rate that reflects the entity's borrowing rate as at the end of the reporting period. The own non performance risk as at the end of reporting period was assessed to be insignificant.

Discount rates used in determining fair value

All financial instruments for which fair value is recognised or disclosed are categorised within the fair value hierarchy described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1: Quoted (unadjusted) price is active market for identical assets or liabilities

Level 2: Valuation technique for which the lowest level input that has a significant effect on the fair value measurement are observed, either directly or indirectly

Level 3: Valuation technique for which the lowest level input has a significant effect on the fair value measurement is not based on observable market data

Financial Instruments and Risk Review

Financial Risk Management Framework

Badve Engineering Limited is exposed primarily to market risk (fluctuations in foreign currency exchange rates and interest rate), credit, liquidity, which may adversely impact the fair value of its financial instruments. The Company assesses the unpredictability of the financial environment and seeks to mitigate potential adverse effects on the financial performance of the Company.

(i) Capital Management

The Company's capital management objectives are:

The Board policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board of Directors monitors the return on capital employed.

The Company manages capital risk by maintaining sound/optimal capital structure through monitoring of financial ratios, such as debt-to-equity ratio and net borrowings-to-equity ratio on a monthly basis and implements capital structure improvement plan when necessary.

The Company uses debt ratio as a capital management index and calculates the ratio as Net debt divided by total equity. Net debt and total equity are based on the amounts stated in the financial statements.

Debt-to-equity ratio is as follows:

(Amount in ₹ Millions)

| Sr. No. | Particulars | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|---------|---------------------------|---------------------|----------------------|----------------------|----------------------|
| (A) | Net Debt * | 24,238.21 | 22,588.91 | 21,679.90 | 25,626.65 |
| (B) | Equity | 24,109.70 | 23,399.22 | 20,445.08 | 17,356.51 |
| | Debt Ratio (A / B) | 1.01 | 0.97 | 1.06 | 1.48 |

* Net debt includes Non Current borrowing, Current borrowing, Current maturities of Non Current borrowing Less Cash & Cash equivalents

(ii) Financial risk Management Framework

(A) Credit Risk

Credit risk is the risk of financial loss arising from counter-party failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analysing credit limits and creditworthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit.

Financial instruments that are subject to concentration of credit risk principally consists of trade receivables, investments, derivative financial instruments and other financial assets. None of the financial instruments of the Company results in material concentration of credit risk.

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. We are exposed to credit risk from our operating activities, primarily from trade receivables. We typically have credit terms of 30 to 90 days with our customers in India and of 30 to 150 days with our overseas customers. Most of our largest customers have high credit ratings, which helps to mitigate credit risk.

Trade receivables

Ind AS requires expected credit losses to be measured through a loss allowance. The Company assesses at each date of financial statement whether a financial asset or a group of financial assets is impaired. The Company recognises lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12 months expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

The Company performs credit assessment for customers on an annual basis and recognizes credit risk as estimated by management.

As on 30th June-2024

(Amount in ₹ Millions)

| Particulars | Within 365 days* | More than 365 days* | Total |
|---------------------------------------|------------------|---------------------|-----------|
| Estimated total gross carrying amount | 12,967.18 | 152.32 | 13,119.51 |
| Expected Credit Loss- | | 80.35 | 80.35 |
| Net carrying amount | 12,967.18 | 71.97 | 13,039.15 |

As on 31st March-2024

| Particulars | Within 366 days* | More than 366 days* | Total |
|---------------------------------------|------------------|---------------------|-----------|
| Estimated total gross carrying amount | 12,199.11 | 159.35 | 12,358.46 |
| Expected Credit Loss- | | 80.35 | 80.35 |
| Net carrying amount | 12,199.11 | 79.00 | 12,278.11 |

As on 31st March-2023

| Particulars | Within 365 days* | More than 365 days* | Total |
|---------------------------------------|------------------|---------------------|-----------|
| Estimated total gross carrying amount | 12,728.60 | 126.80 | 12,855.40 |
| Expected Credit Loss- | | 57.50 | 57.50 |
| Net carrying amount | 12,728.60 | 69.29 | 12,797.90 |

As on 31st March-2022

| Particulars | Within 365 days* | More than 365 days* | Total |
|---------------------------------------|------------------|---------------------|----------|
| Estimated total gross carrying amount | 9,277.76 | 102.54 | 9,380.30 |
| Expected Credit Loss- | | 44.82 | 44.82 |
| Net carrying amount | 9,277.76 | 57.71 | 9,335.48 |

* Provision is made for receivables where recovery is considered doubtful irrespective of due date. Where an amount is outstanding for more than 365 days the Company usually provides for the same unless there is clear visibility of recovery.

The Movement in the expected credit loss allowance is as given below:

| Particulars | As at 30th Jun, 2024 | As at 31st March, 2024 | As at 31st March, 2023 | As at 31st March, 2022 |
|---|-------------------------|---------------------------|---------------------------|---------------------------|
| Balance at the beginning of the year | 80.35 | 57.50 | 44.82 | 34.57 |
| Movement in the expected credit loss allowance on trade receivables | 0.00 | 22.85 | 12.68 | 10.25 |
| Balance at the end of the year | 80.35 | 80.35 | 57.50 | 44.82 |

The Company considers write-off of receivables on case to case basis, depending upon the circumstances of each delayed receivable, and when the Company is of the view that recovery seems unlikely after reasonable efforts.

Maturities of financial assets

The following table details the Company's expected maturity for financial assets. The table has been drawn up based on the undiscounted contractual maturities of the financial assets including interest that will be earned on such assets.

| Particulars | As at June 30, 2024 | | As at March 31, 2024 | | As at March 31, 2023 | | As at March 31, 2022 | |
|---------------------------------------|---------------------|-----------------|----------------------|-----------------|----------------------|-----------------|----------------------|-----------------|
| | Less Than 1 Year | 1- 3 Years | Less Than 1 Year | 1- 3 Years | Less Than 1 Year | 1- 3 Years | Less Than 1 Year | 1- 3 Years |
| Trade Receivables | 12,967.18 | 71.97 | 12,199.11 | 79.00 | 12,728.60 | 69.29 | 9,277.76 | 57.71 |
| Other Financial Assets | 3,215.13 | 1,476.46 | 4,439.04 | 1,518.43 | 2,886.44 | 1,489.99 | 827.96 | 2,304.98 |
| Balance at the end of the year | 16,182.32 | 1,548.43 | 16,638.15 | 1,597.43 | 15,615.04 | 1,559.28 | 10,105.72 | 2,362.69 |

(B) Liquidity Risk

a) Liquidity risk management

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

b) Maturities of financial liabilities

The following tables detail the Company's remaining contractual maturity for its financial liabilities with agreed repayment periods. The amount disclosed in the tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The tables include both interest and principal cash flows.

BELRISE INDUSTRIES LIMITED
(Formerly known as Badve Engineering Limited)

*Notes forming part of the Restated Consolidated Financial Statements

| Particulars | As at June 30, 2024 | | As at March 31, 2024 | | As at March 31, 2023 | | As at March 31, 2022 | |
|---------------------------------------|---------------------|------------------|----------------------|------------------|----------------------|------------------|----------------------|------------------|
| | Less Than 1 Year | 1- 10 Years | Less Than 1 Year | 1- 10 Years | Less Than 1 Year | 1- 10 Years | Less Than 1 Year | 1- 10 Years |
| Trade payables | 9,445.89 | 34.82 | 8,424.72 | 76.72 | 9,565.04 | 53.24 | 6,021.04 | 49.74 |
| Other Financial Liabilities | 168.88 | - | 138.43 | - | 122.74 | - | 112.67 | - |
| Term & Working Capital Loans | 12,235.78 | 12,455.06 | 10,226.53 | 14,217.79 | 10,287.70 | 12,453.87 | 9,935.01 | 16,096.30 |
| Balance at the end of the year | 21,850.55 | 12,489.89 | 18,789.67 | 14,294.50 | 19,975.48 | 12,507.12 | 16,068.73 | 16,146.04 |

Derivative financial instruments and hedge accounting

Initial recognition and subsequent measurement

The Company uses derivative financial instruments, such as forward currency contracts to hedge its foreign currency risks and interest rate risks, respectively. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value.

Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to Property, Plant & Equipment, except for the effective portion of cash flow hedges, which is recognised in OCI.

For the purpose of hedge accounting, hedges are classified as:

1. Fair value hedges when hedging the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment.
2. Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognised firm commitment.
3. Hedges of a net investment in a foreign operation.

At the inception of a hedge relationship, the Company formally designates and documents the hedge relationship to which the Company wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes the Company's risk management objective and strategy for undertaking hedge, the hedging/ economic relationship, the hedged item or transaction, the nature of the risk being hedged and how the entity will assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in fair value or cash flows and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated.

Hedges that meet the strict criteria for hedge accounting are accounted for, as described below:

Cash flow hedges

The effective portion of the gain or loss on the hedging instrument is recognised in OCI in the cash flow hedge reserve. The Company uses derivative contracts as hedges of its exposure to foreign currency risk in forecast transactions and firm commitments.

Note 45 Ratio Analysis and its elements

The numerator and denominator for computing the above ratios are as follows:-

| | |
|--------------------------------------|--|
| (a) Current Ratio | Current Assets /Current Liabilities |
| (b) Debt-Equity Ratio | Total Debt/Shareholders'Equity |
| (c) Debt Service Coverage Ratio | (Profit After Tax + Non-cash operating expenses like depreciation and other amortizations + Interest +other adjustments like loss on sale of Fixed Asset etc) /(interest+installments) |
| (d) Return on Equity Ratio | Net Profit after taxes/Average Shareholders Equity |
| (e) Inventory turnover ratio | Sales/Average Inventory |
| (f) Trade Receivables turnover ratio | Credit Sales/Average Accounts Receivable |
| (g) Trade payables turnover ratio | Credit Purchases/Average Accounts Payables |
| (h) Net capital turnover ratio | Revenue/ Average Working Capital |
| (i) Net profit ratio | Net Profit after Tax/Sales × 100 |
| (j) Return on Capital employed | EBIT/Capital Employed ×100 |
| (k) Return on investment | Net Profit after taxes /Average Total Assets |

For the period ended June 30, 2024

| Particulars | Numerator | Denominator | Current Period | Previous Period | % Variance |
|--------------------------------------|-----------|-------------|----------------|-----------------|------------|
| (a) Current Ratio | 31,435.68 | 23,087.27 | 1.36 | 1.52 | (10.27) |
| (b) Debt-Equity Ratio | 24,690.75 | 24,109.70 | 1.02 | 1.04 | (1.97) |
| (c) Debt Service Coverage Ratio | 2,332.79 | 1,529.39 | 1.53 | 1.50 | 2.00 |
| (d) Return on Equity Ratio | 715.79 | 23,754.46 | 12.05 | 14.18 | (15.00) |
| (e) Inventory turnover ratio | 6,087.65 | 17,461.38 | 11.47 | 12.80 | (10.33) |
| (f) Trade Receivables turnover ratio | 12,658.63 | 17,461.38 | 5.52 | 5.87 | (6.02) |
| (g) Trade payables turnover ratio | 8,304.42 | 10,685.32 | 5.15 | 5.53 | (7.00) |
| (h) Net capital turnover ratio | 9,554.52 | 17,461.38 | 7.31 | 8.11 | (9.84) |
| (i) Net profit ratio | 715.79 | 17,461.38 | 4.10 | 4.22 | (2.93) |
| (j) Return on Capital employed | 1,681.83 | 38,014.64 | 17.70 | 16.72 | 5.87 |
| (k) Return on investment | 2,334.55 | 29,666.24 | 31.48 | 31.96 | (1.52) |

The interim restated financial statements are for the period 01/04/2024 to 30/06/2024. For the purpose of calculation of ratios as given in (d), (e), (f), (g), (h), (j) and (k) above, quarterly figures are extrapolated to yearly figures (Multiplying by 4) for the purpose of more accurate comparison of ratios, as previous year figures are for full year(12months).

Reason for change more than 25%

Not applicable

For the year ended March 31, 2024

| Particulars | Numerator | Denominator | Current Period | Previous Period | % Variance |
|--------------------------------------|-----------|-------------|----------------|-----------------|------------|
| (a) Current Ratio | 31,556.18 | 20,795.55 | 1.52 | 1.34 | 13.59 |
| (b) Debt-Equity Ratio | 24,444.31 | 23,399.22 | 1.04 | 1.11 | (6.08) |
| (c) Debt Service Coverage Ratio | 8,923.70 | 5,967.39 | 1.50 | 1.65 | (9.34) |
| (d) Return on Equity Ratio | 3,108.79 | 21,922.15 | 14.18 | 16.60 | (14.55) |
| (e) Inventory turnover ratio | 5,753.13 | 73,614.16 | 12.80 | 12.69 | 0.81 |
| (f) Trade Receivables turnover ratio | 12,538.00 | 73,614.16 | 5.87 | 5.82 | 0.87 |
| (g) Trade payables turnover ratio | 8,551.67 | 47,328.54 | 5.53 | 5.63 | (1.77) |
| (h) Net capital turnover ratio | 9,078.99 | 73,614.16 | 8.11 | 9.69 | (16.32) |
| (i) Net profit ratio | 3,108.79 | 73,614.16 | 4.22 | 4.87 | (13.28) |
| (j) Return on Capital employed | 6,622.81 | 39,620.97 | 16.72 | 17.46 | (4.25) |
| (k) Return on investment | 9,224.75 | 28,860.33 | 31.96 | 31.81 | 0.48 |

Reason for change more than 25%

Not applicable

For the year ended March 31, 2023

| Particulars | Numerator | Denominator | Current Period | Previous Period | % Variance |
|---------------------------------|-----------|-------------|----------------|-----------------|------------|
| (a) Current Ratio | 29,417.75 | 22,020.41 | 1.34 | 1.35 | (1.16) |
| (b) Debt-Equity Ratio | 22,741.58 | 20,445.08 | 1.11 | 1.50 | (25.84) |
| (c) Debt Service Coverage Ratio | 8,664.96 | 5,253.20 | 1.65 | 1.61 | 2.22 |
| (d) Return on Equity Ratio | 3,136.63 | 18,900.80 | 16.60 | 16.43 | 0.97 |
| (e) Inventory turnover ratio | 5,074.96 | 64,413.51 | 12.69 | 11.42 | 11.15 |

BELRISE INDUSTRIES LIMITED
(Formerly known as Badve Engineering Limited)

*Notes forming part of the Restated Consolidated Financial Statements

| | | | | | |
|--------------------------------------|-----------|-----------|-------|-------|---------|
| (f) Trade Receivables turnover ratio | 11,066.69 | 64,413.51 | 5.82 | 5.97 | (2.44) |
| (g) Trade payables turnover ratio | 7,362.57 | 41,483.57 | 5.63 | 7.34 | (23.22) |
| (h) Net capital turnover ratio | 6,647.95 | 64,413.51 | 9.69 | 8.43 | 15.00 |
| (i) Net profit ratio | 3,136.63 | 64,413.51 | 4.87 | 4.99 | (2.48) |
| (j) Return on Capital employed | 6,070.43 | 34,771.13 | 17.46 | 14.86 | 17.47 |
| (k) Return on investment | 8,707.39 | 27,373.79 | 31.81 | 24.69 | 28.81 |

Reason for change more than 25%

| | |
|----------------------|---|
| Debt-Equity Ratio | Decrease in ratio on account of repayment of long term liabilities. |
| Return on investment | Improvement in ratio is due to increase in profit on account of increased in sales and reduction in material cost and other expenses. |

For the year ended March 31, 2022

| Particulars | Numerator | Denominator | Current Period | Previous Period | % Variance |
|--------------------------------------|-----------|-------------|----------------|-----------------|------------|
| (a) Current Ratio | 22,675.31 | 16,776.75 | 1.35 | 1.45 | (6.93) |
| (b) Debt-Equity Ratio | 26,031.31 | 17,356.51 | 1.50 | 1.62 | (7.54) |
| (c) Debt Service Coverage Ratio | 7,231.79 | 4,481.82 | 1.61 | 1.63 | (1.04) |
| (d) Return on Equity Ratio | 2,618.47 | 15,932.27 | 16.43 | 13.37 | 22.92 |
| (e) Inventory turnover ratio | 4,592.34 | 52,439.66 | 11.42 | 10.44 | 9.33 |
| (f) Trade Receivables turnover ratio | 8,789.58 | 52,439.66 | 5.97 | 5.63 | 5.96 |
| (g) Trade payables turnover ratio | 5,081.07 | 37,287.64 | 7.34 | 7.37 | (0.48) |
| (h) Net capital turnover ratio | 6,223.92 | 52,439.66 | 8.43 | 7.08 | 19.03 |
| (i) Net profit ratio | 2,618.47 | 52,439.66 | 4.99 | 4.37 | 14.14 |
| (j) Return on Capital employed | 5,228.92 | 35,183.92 | 14.86 | 12.47 | 19.15 |
| (k) Return on investment | 7,231.79 | 29,285.36 | 24.69 | 23.03 | 7.20 |

Reason for change more than 25%

Not applicable

Note 46 The previous year figures have been regrouped and rearranged wherever necessary. (Refer Note No. 49(D))

Note 47 Separate set of books of account has been maintained for each of the units & at the year end final statements of account are prepared for each unit separately & there after consolidation of all units is made in order to reflect the financial positions/results of the Company as a whole.

The following units of the company have made business transactions with each other :

D-39, MIDC Area, Waluj, Aurangabad.

Plot No 161, Sector 3, Industrial Area, Pithampur, Dist Dhar (M.P).

Plot No. 207 to 210 & 235 to 238, Narasapur Industrial area, Tq. & Dist. Kolar.

C/O. Komal Plast tech. Plot No 163/A, Belur Industrial Area, Dharwad

Plot No. 508-P, Vithalapur Village, Becharaji Road, Ahmedabad, Gujarat - 382120

B-39, Midc Area Chakan, Pune

Gut No. 15, Naigawan (Khandewadi), Paithan Road, Aurangabad.

Plot.No. H-12,13 SIPCOTs, Industrial Plant,Vallam Vadakal Nagar, Chennai.

Plot No. 15, Sector 10, IIE, Pantnagar (U.S. Nagar), Uttaranchal.

Works at : Plot No. 52, Sector - 11, Tata Vendor Park, IIE, SIDCUL, Pantnagar.

SPL-6, Tapukara Industrial Area, Tq. Tizara, Dist. Alwar

Plot No.A-23/1,Chakan Industrial Area, Phase-Ii,Village: Khalumbre, Tq.Khed,Pune -410501

B-5 & B-6, MIDC Area, Waluj, Aurangabad.

Plot No- A-6/6, Midc Ranjangaon, Tq.Shirur,Pune-412209

C-11/A, MIDC, Ranjangaon, Tq. Shirur, Dist. Pune.

Plot No.180C HSIIDC IMT, Sector-03, Rewari Bawal -123501

Plot No.F-35, Old Industrial Area, Haridwar, 249104

Plot No.73 To 76, Sector 7, Iie Sidcul, Pantnagar, 263153.

Plot No.D-40, Midc Area, Ambad, Nashik, 422010.

39/7 Km Stone, Nh 8, Village, Begampur Khaolaa, Gurgaon,122001.

Plotno B-39, Chakan Ind Area Ii, Tq.Khed, Dist.Pune, 410501.

Plot No.77, Sect-11, Tata Vendor Park IIE SIDCUL, Pantnagar

Plot No.177, Halol 2 Halol Maswad Industrial Eastate Halol Panch Mahal Gujrath 389350.

Plot no 9, Floriculture Park, Ambi MIDC Area, Talegaon Tq. Mahol, Dist.Pune.

Survey No. 290, Village Parmale, Tq. & Dist. Satara.

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***Notes forming part of the Restated Consolidated Financial Statements**

5th Floor - Cello Platina - FC Road Shivajinagar Pune
B-32-1-5, MIDC Area, Waluj, Aurangabad.
Plot No 214-217, KIADBI, Ind. Area, 3Rd Phase, Malur
Office - AP Hights Osmanpura Aurangabad.
Unit : I (3W Chassis Divn) - Works at : D-38, MIDC Area, Waluj, Aurangabad.
Shed No.1, Shree Mahavir Ind.Park Ct Road, Madhavas, Dist.Panchmahal 123501 Gujarat
PLOT NO. 74, PHASE-II, Pune 410501
Plot No. A 5 to A 12 (Part -B), Chakan Industrial Area, Tq. Khed, Dist Pune.
Chakan Industrial Area Ph-II, Bhamboli, Taluka Khed, Pune - 410501
D, 30/6, MIDC Industrial Area, Tq.Turbhe, Dist.Navi Mumbai, 400613
B-7 Phase -1 Adityapur Industrial Area, Jamshedpur - 832109, Jharkhand
Plot No.Sp6-311 A, Karoli Industrial Area, Karoli Tapukara Extension, Alwar, Bhiwadi - 301019

Note 48 Additional regulatory information as required by Schedule III to the Companies Act, 2013

a) Relationship with Struck off Companies

The company do not have any relationship with any company which is struck off.

b) Wilful Defaulter

The company is not declared wilful defaulter by any bank or financial institution or other lenders.

c) Details of Benami Property Held:

No proceedings have been initiated during the year or are pending against the Company as at June 30, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

d) Compliance with number of layers of companies :

The company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2.

e) Revaluation of property, plant & equipments and Right of Use Assets

During the year under consideration the company has not revalued any property, plant & equipments and Right of Use Assets.

f) Revaluation of Intangible assets

During the year under consideration the company has not revalued any intangible assets.

g) Registration of charges or satisfaction with Registrar of Companies (ROC):

The company is yet to file particulars of registration of charge in respect of secured credit facilities. The details of the same are given as under :-

The company is yet to file particulars of registration of charge in respect of secured credit facilities. The details of the same are given as under :-

| Brief Description of Charge | Location of the Registrar | Due date for Charge Registration | Actual Date of Charge Registration | Delay in Number of months | Reason for delay |
|--|---------------------------|---|------------------------------------|---------------------------|---|
| Name of Bank - Union Bank of India Amount of facilities -Rs. 01.08/- Millions | Mumbai | Charge Confirmation Agreement is yet to be received from the Bank | - | - | The Company is yet to receive instrument evidencing registration of charge from bank/ FI. The company shall registered the charge within 30 days from the date of receipt of charge registration instrument from the bank |

The company is yet to file particulars of satisfaction of charge in respect of secured credit facilities. The details of the same are given as under :-

| Brief Description of Charge | Location of the Registrar | Due date for Charge Vacation | Actual Date of Charge Vacation | Delay in Number of months | Reason for delay |
|---|---------------------------|-------------------------------------|--------------------------------|---------------------------|--|
| Name of Bank - Saraswat Co-Operative Bank Ltd Amount of facilities -Rs. 75.00/- Millions | Mumbai | NOC is yet to be received from Bank | - | - | The Company is yet to receive instrument evidencing satisfaction of charge from bank/ FI. Hence, the charge is still subsisting on the index. The company shall file the satisfaction of charge within 30 days from the date of receipt of no dues from the bank |
| Name of Bank - Saraswat Co-Operative Bank Ltd Amount of facilities -Rs. 45.40/- Millions | Mumbai | NOC is yet to be received from Bank | - | - | |

h) Utilization of borrowed funds and share premium

(i) No funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding,

whether recorded in writing or otherwise, that the Intermediary shall, whether, 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 provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- (ii) No funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

i) Expenditure incurred on Research and Development

| Particulars | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|---|---------------------|----------------------|----------------------|----------------------|
| Revenue expenditure - charged to Statement of Profit and Loss | 17.55 | 57.01 | 48.32 | 45.10 |

j) Payment of Dividend

During the financial year 2023-24 the company has paid dividends to its shareholders declared for the financial year ended 31.03.2023. The dividend payment amounted to Rs. 1.00/- per share, totaling Rs. 20.34/- Millions based on the outstanding shares as of 31.03.2023. The dividend payment is accounted for in the financials under the "Statement of Changes in Equity" section as a reduction in retained earnings. The amount distributed is reflective of the company's earnings available for distribution to shareholders after considering various factors such as investment requirements, debt obligations, and future growth prospects. The dividend payment demonstrates the company's confidence in its ability to generate consistent profits and its commitment to rewarding shareholders for their investment in the company's growth and success.

Note 49 Statement of Restatement Adjustments to Audited Financial Statements

PART A : Restatement Adjustments to Audited Consolidated Financial Statements

- a. Reconciliation between total equity as per audited financial statements and restated consolidated financial statements

| Particulars | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|--|---------------------|----------------------|----------------------|----------------------|
| Total equity (as per audited consolidated financial statements) | 24,112.37 | 23,401.89 | 20,418.43 | 17,369.38 |
| Restatement adjustments | (2.67) | (2.67) | 26.64 | (12.87) |
| Total equity as per Restated Consolidated Statements of Assets and Liabilities | 24,109.70 | 23,399.22 | 20,445.08 | 17,356.51 |

- b. Reconciliation between total comprehensive income for the period/year as per audited consolidated financial statements and restated total comprehensive loss as per restated consolidated financial statements.

| Particulars | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|---|---------------------|----------------------|----------------------|----------------------|
| Consolidated total comprehensive income (as per audited consolidated financial statements) | 710.62 | 2,989.06 | 2,998.54 | 2,844.16 |
| Restatement adjustments | 0.00 | (29.31) | 39.51 | (12.87) |
| Restated total comprehensive income for the period/year as per Restated Consolidated Statement of Profit and Loss | 710.62 | 2,959.75 | 3,038.06 | 2,831.29 |

- c. **Restatement of Basic and Diluted EPS**

| Particulars | As at June 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|--|---------------------|----------------------|----------------------|----------------------|
| Profit/(Loss) for the period | 715.79 | 3,108.79 | 3,136.63 | 2,618.47 |
| Weighted Average Number of Equity Shares (in millions) | 650.99 | 650.99 | 650.99 | 650.99 |
| Basic EPS | 1.10 | 4.78 | 4.82 | 4.02 |
| Diluted EPS | 1.10 | 4.78 | 4.82 | 4.02 |

Under Ind AS 33 "Earnings Per Share," paragraph 64 specifically addresses the need for retrospective adjustments to the Earnings Per Share (EPS) calculation when a company undergoes a share split or issues bonus shares. In our case, since the company issued bonus shares and completed a share split during the Financial Year 2023-24, the EPS for the Financial Years 2022-23 and 2021-22 has been recalculated and disclosed accordingly as per Ind AS 33.

- d. **Disclosure as per Ind AS 1 'Presentation of financial statements'**

Reclassifications and comparative figures Certain reclassifications have been made to the comparative period's financial statements to enhance comparability with the current period's financial statements. As a result, certain line items have been reclassified in the balance sheet the details of which are as under

Items of Balance Sheet before and after reclassification as at 30 June 2024:

| Particular | Restated Amount before reclassification | Reclassification | Restated Amount after reclassification |
|--|---|------------------|--|
| Current Liabilities - Financial Liabilities - Other Financial Liabilities (Note 21) | 222.81 | 1.42 | 224.23 |
| Current Liabilities - Provisions (Note 23) | 15.70 | -1.42 | 14.28 |

BELRISE INDUSTRIES LIMITED
(Formerly known as Badve Engineering Limited)

*Notes forming part of the Restated Consolidated Financial Statements

Items of Balance Sheet before and after reclassification as at 31 March 2024:

| Particular | Restated Amount before reclassification | Reclassification | Restated Amount after reclassification |
|---|---|------------------|--|
| Current Liabilities - Financial Liabilities - Other Financial Liabilites (Note 21) | 171.66 | 1.57 | 173.22 |
| Current Liabilities - Provisions (Note 23) | 19.78 | -1.57 | 18.22 |

Items of Balance Sheet before and after reclassification as at 31 March 2023:

| Particular | Restated Amount before reclassification | Reclassification | Restated Amount after reclassification |
|---|---|------------------|--|
| Non Current Asset - Financial Assets- Investment (Note 8) | 87.42 | 0.94 | 88.36 |
| Current Asset - Financial Assets - Investment (Note 8) | 324.34 | -0.94 | 323.40 |
| Current Liabilities - Financial Liabilities - Other Financial Liabilites (Note 21) | 148.85 | 1.43 | 150.28 |
| Current Liabilities - Provisions (Note 23) | 9.09 | -1.43 | 7.66 |

Items of Balance Sheet before and after reclassification as at 31 March 2022:

| Particular | Restated Amount before reclassification | Reclassification | Restated Amount after reclassification |
|---|---|------------------|--|
| Non Current Asset - Financial Assets- Investment (Note 8) | 87.42 | 431.47 | 518.89 |
| Current Asset - Financial Assets - Investment (Note 8) | 498.80 | -431.47 | 67.34 |

PART B : Non Adjusting Item

- (a) Audit qualifications for the respective period/years, which do not require any adjustment in the Restated Consolidated Financial Statements:
There are no audit qualification in auditor's report for the period/year ended 30th June 2024, 31st March 2024, 31st March 2023 and 31st March 2022.
- (b) Other matters not requiring adjustments to Restated Consolidated Financial Statements

For the three months period ended 30th June 2024:

- i. We draw attention to Note no. 2 (a) to the Special Purpose Consolidated Interim Financial Statements, which describes the basis of accounting. As explained therein, these Special Purpose Consolidated Interim Financial Statements have been prepared by the Company for the purpose of preparation of the Restated Consolidated Financial Information, which will be included in the Draft Red Herring Prospectus in connection with the proposed issue of equity shares of the Company by way of a fresh issue by way of Initial Public Offer. Accordingly, the Special Purpose Consolidated Interim Financial Statements may not be suitable for any other purpose and this report should not be used, referred to or distributed for any other purpose.

For the period/year ended 30th June 2024, 31st March 2024, 31st March 2023 and 31st March 2022:

- ii. As the subsidiary is located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in its respective country and which have been audited by other auditors under generally accepted auditing standards as applicable in its respective country. The Company's management has converted the financial statements of the subsidiary located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Company's management.
- (c) Statement/comments included in the Companies' (Auditor's Report) Order, 2020 which do not require any corrected adjustments in the Restated Consolidated Financial Statements,

In the Consolidated Financial Statements of Belrise Industries Limited (formerly known as Badve Engineering Limited) there are no audit qualification in the Companies' (Auditor's Report) Order, 2020 for the period/year ended 30th June 2024, 31st March 2024, 31st March 2023 and 31st March 2022.

For & on Behalf of the Board of Directors of Belrise Industries Limited
(Formerly known as Badve Engineering Limited)

[As per our report of even date]
GSA & Associates LLP
Chartered Accountants
Firm Reg. No. 000257N/N500339

Shrikant S. Badve
[Managing Director]
DIN : 00295505

Supriya S. Badve
[Whole Time Director]
DIN: 00366164

Rahul S. Ganu
[Chief Financial Officer]

Manish Kumar
[Company Secretary & Compliance Officer]
M.No. F7990

[CA. Deepa Jain]
Partner
M.No. 119681

Place : Pune
Date : 19th November 2024

Place : Pune
Date : 19th November 2024

OTHER FINANCIAL INFORMATION

Accounting ratios

The accounting ratios derived from Restated Consolidated Financial Statements, as required to be disclosed under the SEBI ICDR Regulations are set forth below:

| Particulars | As at and for the period ended June 30, 2024 | As at/for the Fiscals ended | | |
|---|--|-----------------------------|----------------|----------------|
| | | March 31, 2024 | March 31, 2023 | March 31, 2022 |
| Basic Earnings / (loss) per Equity Share (in ₹) | 1.10 | 4.78 | 4.82 | 4.02 |
| Diluted Earnings / (loss) per Equity Share (in ₹) | 1.10 | 4.78 | 4.82 | 4.02 |
| Return on net worth (in %) | 2.98 | 13.33 | 15.39 | 15.10 |
| Net asset value per Equity Share (in ₹) | 37.04 | 35.94 | 31.41 | 26.66 |
| EBITDA (₹ in million) | 2,407.02 | 9,383.63 | 8,976.57 | 7,634.78 |

Notes:

A. The ratios have been computed as under:

- (1) Basic Earnings per Equity Share = Net profit after tax attributable to owners of the Company, as restated / Weighted average no. of Equity Shares outstanding during the year.
- (2) Diluted Earnings per Equity Share = Net Profit after tax attributable to owners of the Company, as restated / Weighted average no. of potential Equity Shares outstanding during the year.
- (3) Return on Net Worth (%) = Net Profit after tax attributable to owners of the Company, as restated / Restated Total Equity excluding Foreign Currency Translation Reserve and Capital Reserve at the end of the year/period.
- (4) Net Asset Value per Equity Share (in ₹) is computed as Total Equity at the end of the year divided by weighted average number of Equity Shares outstanding during the year.
- (5) Net Asset Value for March 31, 2023 & March 31, 2022 is adjusted to the extent of bonus and split issue of shares.
- (6) EBITDA is calculated as aggregate of profit before tax (before exceptional items), depreciation and amortisation expense and finance costs less other income.

B. The weighted average of shares is determined by taking the number of outstanding shares and multiplying by the percentage of the reporting period for which that the number applies for each period.

C. Earnings per share calculations are in accordance with Ind AS 33 "Earnings per share."

In accordance with the SEBI ICDR Regulations, the audited standalone financial statements of our Company and Badve Engineering Trading FZE (our material subsidiary) for Fiscals 2024, 2023 and 2022 (collectively, the "Audited Financial Statements") are available on our website at www.belriseindustries.com.

Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Audited Financial Statements do not constitute, (i) a part of this Draft Red Herring Prospectus; or (ii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere. The Audited Financial Statements should not be considered as part of information that any investor should consider subscribing for or purchase any securities of our Company or any entity in which it or its shareholders have significant influence (collectively, the "Group") and should not be relied upon or used as a basis for any investment decision. None of the Group or any of its advisors, nor BRLMs, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Financial Statements, or the opinions expressed therein.

CAPITALISATION STATEMENT

The following table sets forth our capitalisation on the basis of our Restated Consolidated Financial Statements, and as adjusted for the Issue. This table should be read in conjunction with “*Management’s Discussion and Analysis of Financial Position and Results of Operations*”, “*Financial Information*” and “*Risk Factors*” on pages 377, 299 and 34 of this Draft Red Herring Prospectus, respectively.

(₹ in million, except ratios)

| Particulars | Pre-Issue as at June 30, 2024 | As adjusted for the proposed Issue* |
|--|-------------------------------|-------------------------------------|
| Total Borrowings | | |
| Current borrowings (I) | 12,180.75 | [●] |
| Non-current borrowings (excluding current maturities of non-current borrowings) (II) | 12,455.06 | [●] |
| Total Borrowings (III=I+II) | 24,635.81 | [●] |
| Total Equity | | |
| Equity Share capital (IV) | 3,254.95 | [●] |
| Other Equity (V) | 20,854.75 | [●] |
| Total Equity (VI=IV+V) | 24,109.70 | [●] |
| Capitalisation (Total Borrowings + Total Equity) | 48,745.52 | [●] |
| Ratio: Non-current borrowings (including current maturity and interest accrued and due on borrowings)/ Total Equity ratio | 0.52 | [●] |
| Ratio: Total Borrowings/ Total Equity (III/VI) | 1.02 | [●] |

*The corresponding post Issue capitalization data is not determinable at this stage pending the completion of the book building process and hence such details have not been provided in the table above.

Note:

(1) As adjusted to reflect the number of Equity Shares issued pursuant to the Issue and proceeds from the Issue. Adjustments do not include Issue related expense.

FINANCIAL INDEBTEDNESS

Our Company and our Subsidiary avail borrowings in the ordinary course of business, typically, for the purpose of capital expenditure, working capital and other business requirements. These credit facilities include, *inter alia*, secured and unsecured overdraft facilities and bank guarantees and secured term loans.

For details regarding the borrowing powers of our Board, see “*Our Management – Borrowing Powers of the Board*” on page 274.

As on September 30, 2024, a brief summary of our aggregate outstanding borrowings on a consolidated basis is set forth below:

(in ₹ million, except for the amount given in USD)

| Category of borrowings | Sanctioned amount | Outstanding amount as on September 30, 2024* |
|--|-------------------|--|
| Borrowings of our Company | | |
| <i>Secured borrowings</i> | | |
| Fund based borrowings | | |
| Term Loan | 27,911.90 | 13,969.71 |
| Cash Credit | 4,815.00 | 4,481.53 |
| Vehicle Loan | 80.74 | 56.79 |
| Non-Convertible Debentures | 500.00 | 500.00 |
| Interest free VAT Loan | 1,716.32 | 1,189.16 |
| Bill discounting | 1,100.00 | 1,069.60 |
| Reverse factoring | 500.00 | 405.59 |
| Total Secured Fund based borrowings (A) | 36,123.95 | 21,672.38 |
| Total Secured Non-Fund based borrowings (B) | - | - |
| <i>Unsecured borrowings</i> | | |
| From Director | 1,400.00 | 1,395.60 |
| From Other (Sales Tax Deferral Loan) | 405.65 | 309.90 |
| Total Unsecured | 1,805.65 | 1,705.50 |
| Borrowings of our Subsidiary | | |
| <i>Secured borrowings</i> | | |
| Secured | | |
| Overdraft Facility (1) | 2,513.66 | 2,505.13 |
| Total Secured Fund based borrowings (A) | 2,513.66 | 2,505.13 |
| <i>Unsecured borrowings (2)</i> | | |
| From holding company | - | - |

As certified by GSA & Associates LLP, Chartered Accountants pursuant to their certificate dated November 19, 2024.

For further details of our outstanding borrowing obligations of our Company as of June 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, see “*Restated Consolidated Financial Information*” on page 299.

We have obtained the necessary consents from, and provided intimations to lenders, as required under the relevant loan documentation for in respect of our borrowings, for undertaking the Issue.

Principal terms of the borrowings availed by us

The details provided below are indicative and there may be additional terms, conditions and requirements under the various borrowing arrangements entered into by us.

- Interest:** The interest rate of our working capital facilities is typically linked to the marginal cost of funds-based lending rate (“MCLR”) of the specific lender plus a spread per annum. Further, certain term loans from banks and financial institutions availed by our Company are availed at fixed and floating rates and the spread varies between different loans for different banks. The interest rate of the term loans and working capital facilities availed by us typically ranges from 8.50 % per annum to 10.75 % per annum and from 9.05% per annum to 10.55% per annum, respectively.

2. **Tenor:** The tenor of the loans availed by us typically ranges from 5 years to 10 years.
3. **Security:** Certain of our borrowings are secured by creating exclusive charge by way of hypothecation/ mortgage of our fixed and/or current assets. Certain of our other borrowings are secured by a *pari-passu* charge by way of hypothecation/ mortgage on the fixed and/or current assets of our Company. Further, certain borrowings availed by us are also secured by way of personal guarantees from our Promoters.
4. **Re-payment:** Our borrowings are typically repayable on a monthly or on demand basis or as may be agreed between us and the respective lender. The working capital facilities availed by us are typically repayable on demand.
5. **Penalty:** The borrowings availed by us typically contain provisions prescribing penalties for pre-payment as well as delayed payment or default in the repayment obligations, including delay in creation of the stipulated security, failure to maintain a certain level of credit worthiness, and/or submission of documents.
6. **Restrictive Covenants:** The borrowing arrangement entered into by us entail various restrictive conditions and covenants restricting certain corporate actions, and we may be required to obtain the lender's consent and/ or intimate the respective lender prior to carrying out such activities, including but not limited to:
 - (a) amending or modifying the constitutional documents of our Company;
 - (b) changing the constitution/composition of the board of directors and management control of our Company;
 - (c) undertaking any merger, de-merger, reorganisation, restructuring, acquisition, takeover or scheme of amalgamation, arrangement, reconstruction or compromise;
 - (d) effecting any change to our Company's capital structure or shareholding pattern, voting rights, trade name;
 - (e) dilution of promoter's shareholding or transfer of controlling interest;
 - (f) opening of bank account(s) with other banks;
 - (g) undertaking of any new line of activity, or diversification, modernisation or expansion of any of our existing business;
 - (h) creating any charge, lien or encumbrance over our undertaking or any part thereof in favour of any financial institution or otherwise; and
 - (i) Approaching capital markets for mobilizing additional resources either in the form of debt or equity.
7. **Events of Default:** The borrowing availed by us contain certain standard events of default, including but not limited to:
 - (a) failure to make payment in accordance with secured obligations under the loan documents including payment of principal, interest, commission fee, costs or other amounts on due dates;
 - (b) failure to observe or comply with any of the terms and conditions of the loan documents;
 - (c) any event that would likely constitute a material adverse change, as set out in the loan documents;
 - (d) failure to comply with security and financial covenants;
 - (e) suspension, cessation, or threat to cease to carry on all or a substantial part of its businesses;
 - (f) any notice received/action taken for actual or threatened winding up, bankruptcy, insolvency, liquidation;
 - (g) in case the security is in jeopardy or ceases to have effect or becomes illegal;
 - (h) repudiation, termination, unenforceability or invalidity of any of the licenses and approvals required for our business, if not cured within the stipulated timeframe;

- (i) cross default in payment under any of our borrowings;
- (j) inclusion of the names of our directors in the Reserve Bank of India's wilful defaulters list;
- (k) upon happening of any circumstances or event which would or is likely to prejudicially or adversely affect in any manner the capacity of our Company to repay the loan; and
- (l) breach of any representations, warranty or undertaking furnished by our Company under the loan documentation.

Our Company is required to ensure that none of the aforementioned events of default and other events of default, as specified under the various loan documentation entered into by our Company for the purpose of availing of loans, are triggered. This is an indicative list and there may be additional terms and conditions that may amount to an event of default under the various borrowing arrangements entered into by us.

8. **Consequences of occurrence of events of default:** In terms of our borrowing arrangements, the following, *inter alia*, are the consequences of events of default occurring, whereby our lenders may:
- (a) withdraw or cancel the undrawn commitments under the borrowings;
 - (b) suspend further access and withdrawal, either in whole or in part, of the borrowings;
 - (c) accelerate/recall the borrowings and seek immediate repayment of either whole or part of the outstanding amounts with accrued interest;
 - (d) disclosure of details of borrowings and default to regulators / third parties;
 - (e) appoint a nominee director on the board of directors;
 - (f) enforce their security; and
 - (g) impose penal rate of interest / penal charges over and above the agreed rates.

The details provided above are an indicative list and there may be such other additional terms including restrictive covenants and conditions under the various borrowing arrangement entered into by us.

Details of listed non-convertible debentures

Set out below are the details of non-convertible debentures issued by our Company, as on September 30, 2024, which are listed on the debt segment of BSE Limited:

| ISIN | Security description | Mode of issue | Amount (₹ in million) | Date of allotment | Maturity Date | Credit Rating | Face value of each bond (in ₹ million) | Coupon rate (%) | Name of the stock exchange(s) where the bonds are listed |
|--------------|----------------------|---------------|-----------------------|-------------------|-------------------|--------------------|--|-----------------|--|
| INE894V07052 | Secured | Demat | 500.00 | December 24, 2021 | December 23, 2024 | 'CRISIL A/ Stable' | 1.00 | 9.50 | BSE |

For further details on the principal terms of our borrowings, see "Restated Consolidated Financial Information- Note 18 - Borrowings" on page 317.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion of our financial condition and results of operations in conjunction with our Restated Consolidated Financial Information included in this Draft Red Herring Prospectus as of and for the three months ended June 30, 2024 and the Financial Years 2024, 2023 and 2022, including the related notes, schedules and annexures on page 299. Our Restated Consolidated Financial Information has been prepared in accordance with Ind AS, Section 26 of the Companies Act, the SEBI ICDR Regulations and the Guidance Note. Ind AS differs in certain material respects from IFRS and U.S. GAAP. See "Risk Factors – External Risk Factors – Risks related to India – Significant differences exist between Ind AS used to prepare our financial information and other accounting principles, such as IFRS and U.S. GAAP, with which investors may be more familiar" on page 65.

This discussion contains certain forward-looking statements that involve risks and uncertainties and reflect our current view with respect to future events and financial performance, many of which are beyond our control, which may cause the actual results to be different from those expressed or implied by the forward-looking statements. See "Forward Looking Statements" and "Risk Factors" on pages 23 and 34, respectively.

We have included certain non-GAAP financial measures and other performance indicators relating to our financial performance and business in this Draft Red Herring Prospectus, each of which is a supplemental measure of our performance and liquidity and not required by, or presented in accordance with, Ind AS, Indian GAAP, IFRS or U.S. GAAP. Furthermore, such measures and indicators are not defined under Ind AS, Indian GAAP, IFRS, U.S. GAAP or other accounting standards, and therefore should not be viewed as substitutes for performance, liquidity, or profitability measures under such accounting standards. In addition, such measures, and indicators are not standardized terms and a direct comparison of these measures and indicators between companies may not be possible. Other companies may calculate these measures and indicators differently from us, limiting their usefulness as a comparative measure. Although such measures and indicators are not a measure of performance calculated in accordance with applicable accounting standards, our management believes that they are useful to an investor in evaluating our operating performance.

Unless otherwise indicated, industry and market-related data used in this section have been derived from the report titled "Assessment of market potential for sheet metal products, polymer products, suspensions and EV components in automotive market" dated October, 2024 (the "CRISIL Report"), prepared and released by CRISIL Market Intelligence & Analytics, a division of CRISIL Limited ("CRISIL MI&A"), which has been exclusively paid for and commissioned by our Company pursuant to an engagement letter dated July 15, 2024, for the purpose of confirming our understanding of the industry we operate in, in connection with the Issue, as no report is publicly available which provides a comprehensive industry analysis, particularly for our Company's services. The CRISIL MI&A Report will be made available on the website of our Company at www.belriseindustries.com in accordance with applicable laws. The industry and market-related data included herein includes excerpts from the CRISIL MI&A Report and may have been re-ordered by us for the purposes of presentation. There are no material parts, data or information (which may be relevant for the Issue), that has been left out or changed in any manner. See "Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Industry and Market Data" and "Risk Factor - This Draft Red Herring Prospectus contains information from third parties, including an industry report prepared by an independent third-party research agency, CRISIL MI&A, which we have commissioned and paid for purposes of confirming our understanding of the industry exclusively in connection with the Issue" on pages 21 and 61, respectively.

Our Company's financial year commences on April 1 and ends on March 31 of the immediately subsequent year. Unless otherwise indicated or the context otherwise requires, the financial information included herein is derived from the Restated Consolidated Financial Information included in this Draft Red Herring Prospectus.

Overview

We are an automotive component manufacturing company based in India offering a diverse range of safety critical systems and other engineering solutions for two-wheelers, three-wheelers, four-wheelers, commercial vehicles and agri-vehicles. Our product portfolio includes metal chassis systems, polymer components, suspension systems, body-in-white components and exhaust systems, among others. Our products are largely agnostic to vehicle powertrain types, reflecting our ability in catering to both electric vehicles and internal combustion engine vehicles, thus positioning us favorably to adapt to the growing electric vehicle market. For the Financial Year 2024, our revenue from operations was ₹74,842.41 million, increasing from ₹65,824.96 million for the Financial

Year 2023 and ₹53,968.54 million for the Financial Year 2022, growing at a CAGR of 18.17% between the Financial Years 2022 and 2024.

We specialize in precision sheet metal pressing and fabrication (i.e., the process of joining sheet metal components to create unified structures for assembling vehicle subsystems and bodies), and we are one of the top three companies with a market share of 24% in the overall two-wheeler metal components segment in India as of the Financial Year ended March 31, 2024, in terms of revenue (Source: *CRISIL Report*). The global two-wheeler metal components market was valued at ₹1,453.85 billion in 2023, and is expected to be valued at ₹1,767.28 billion in 2029, growing at a CAGR of 3.29% between 2024 and 2029 (Source: *CRISIL Report*). As a large and well-established precision sheet metal pressing and fabrication company in India, we are well-positioned to capitalize on the growing two-wheeler and four-wheeler markets in India and internationally.

Our Company was incorporated in 1996, and we have since diversified our customer base to 27 OEMs, as of June 30, 2024. Over the course of nearly three decades of operations, we have expanded our operational capabilities to include precision sheet metal pressing and fabrication, the manufacturing of polymer components, the design and production of suspension systems, along with coating and painting services. Consequently, we have consistently increased the value and complexity of the components we supply per vehicle. This strategic expansion is not only limited to our home state of Maharashtra but also extended to other Indian states where prospective customers establish their manufacturing facilities, with our facilities designed for future scalability. We have also implemented a ‘just-in-time’ inventory model that optimizes our inventory levels and enhances our ability to meet our OEM customers’ needs with agility. According to the CRISIL Report, the adoption of the just-in-time model within the automotive component industry has fostered a profound understanding of customer needs, enabling the development of intricate products with rapid turnaround times.

Our automotive product portfolio comprises over 1,000 distinct products across chassis systems, exhaust systems, body-in-white parts, polymer components, battery containers, suspensions and steering columns, among others. Our product portfolio is diverse and designed to meet the varying requirements of OEMs across multiple vehicle types, including two-wheelers, three-wheelers, four-wheelers, commercial vehicles and agri-vehicles. As of June 30, 2024, we market our products both domestically and internationally, with operations extending to several key global markets including Austria, Slovakia, the United Kingdom, Japan and Thailand.

Our export of products is split into direct and indirect channels. Within direct exports, we sell our products directly to OEMs located outside of India. Indirectly, we also supply our products to OEMs within India, which are then integrated into vehicles and sold in international markets. The table below sets out details of our revenue from operations from customers in Indian and international markets, during the period/years indicated:

| Particulars | Three months ended June 30, 2024 | | Financial Year 2024 | | Financial Year 2023 | | Financial Year 2022 | |
|---|-------------------------------------|---|-----------------------------|---|-----------------------------|---|-----------------------------|---|
| | Amount (in ₹ million) | % of total revenue from operations | Amount (in ₹ million) | % of total revenue from operations | Amount (in ₹ million) | % of total revenue from operations | Amount (in ₹ million) | % of total revenue from operations |
| Revenue from business in India | 13,568.57 | 76.19% | 57,699.06 | 77.09% | 51,137.01 | 77.69% | 45,810.57 | 84.88% |
| Revenue from international business | 4,241.14 | 23.81% | 17,143.35 | 22.91% | 14,687.96 | 22.31% | 8157.97 | 15.12% |
| Revenue from operations | 17,809.71 | 100.00 | 74,842.41 | 100.00% | 65,824.96 | 100.00% | 53,968.54 | 100.00% |

During the three months ended June 30, 2024 and the Financial Years 2024, 2023 and 2022, 55.55%, 78.47%, 77.50% and 70.30% of our revenue from operations, respectively, originated from products that are agnostic to vehicle powertrain types, reflecting our flexibility across both electric vehicles and internal combustion engine technologies. This diversification provides substantial insulation against shifts in automotive industry trends and positions us to capitalize on the growing demand for electric vehicles. Moreover, our revenue from operations generated from direct supplies to electric vehicle OEMs increased from ₹1,525.70 million for the Financial Year 2022 to ₹2,368.79 million for the Financial Year 2024, growing at a CAGR of 24.60%.

Since the commencement of our operations, we have cultivated long standing relationships with customers, including prominent multinational OEMs such as Bajaj Auto Limited, Honda Motorcycle & Scooter India Private

Limited, Hero MotoCorp Limited, Jaguar Land Rover Limited and Royal Enfield Motors Limited, among others. As of June 30, 2024, we service a total of 27 OEMs globally, for a range of critical automotive components. We also engage actively with our vendors to improve our supply chain processes. In 2023, we also initiated the 'Belrise Annual Vendor Conference' to discuss performance, future outlook and growth opportunities for our suppliers.

We engage in a collaborative business model, strategically establishing our manufacturing facilities close to the locations of our customers. This proximity allows us to also work closely with our customers to design, engineer and manufacture products tailored to their specific needs as well as work in collaboration with them to enhance our products together with evolving trends and technologies. Over the years, we have gained a deep understanding of our customers' requirements, enabling us to develop complex products with quick turnaround times. We also assist in the validation and supply of products across various commodities and categories, positioning us as a preferred multi-product vendor. According to the CRISIL Report, OEMs prefer multi-product vendors as they provide consistent quality standards and a rationalized supply chain network, further complicating the entry of new entrants into the market. We have customized engineering capabilities and an extensive product range, developed in close coordination with our customers and supported by our pan-India presence.

We have established 15 manufacturing facilities across nine cities in eight states, as of June 30, 2024 and expanded our manufacturing capabilities through both backward and forward integration. Our backward integration includes tool making, tube bending and press operations, while our forward integration encompasses system assembly, along with coating and painting. Annually, our facilities process over 60,000 tons of steel, reflecting our extensive production capacity. See “ – *Description of Our Business – Our Manufacturing Facilities*” on page 235 for our manufacturing capacities. We have received 26 awards for quality at our manufacturing facilities, received from both our customers and esteemed national and international manufacturing audit organizations. Also see “— *Description of Our Business – Quality Standards and Assurance – Certifications*” on page 245.

We are a company driven by product innovation with a strong focus on development and process engineering to continually develop and enhance products that meet customers' evolving needs. As of June 30, 2024, our design, engineering and new product development team comprised 151 members, having expertise in product design, product simulation, prototyping and testing. This has enabled us to diversify our product offerings. With our core expertise of sheet metal precision crafting, we have enhanced our capabilities to work with multiple steel grades and have created special purpose machinery for various manufacturing processes. Moreover, our design, engineering and new product development skills have allowed us to build a portfolio that includes engineering products such as heavy engineering chassis systems and air tanks, as well as proprietary products such as patented suspensions and high-precision steering columns. The extensive testing and validation process required by customers for purchasing automotive components such as chassis systems and air tanks, suspensions and high-precision steering columns creates a significant barrier to entry for new market entrants, making it difficult for them to establish relationships (Source: *CRISIL Report*). We actively pursue the integration of new technologies to meet the evolving technological demands of the automotive industry, with our expertise in designing fixtures, tools and gauges ensuring that our products meet 'first-time right fitment' criteria during both development and mass production. For several years, we have deployed over 700 robots for metal fabrication and developed semi-automated lines for complex sub-systems such as seating and steering columns. Our robotics and automation are complemented by advanced digital monitoring and IoT systems, which enhance precision, efficiency and consistency while enabling real-time detection and resolution of production bottlenecks. Currently, we are working towards developing key proprietary components such as motors, motor controllers and chargers to increase our content per vehicle, particularly for the electric vehicle market. Additionally, we are expanding into the renewable energy sector by developing sheet metal structures for solar applications.

In addition to our core operations, we engage in overseas trading, focusing on commodities such as metals, lithium-ion batteries and electronics. This provides us with valuable insights into commodity data, including price fluctuations and extends our geographical reach into the Middle East and Asia Pacific.

We are led by experienced first-generation promoters and a professional management team with extensive experience in the automotive industry and a proven track record. Shrikant Shankar Badve, our Managing Director, provides strategic vision and leadership to the Group. His contributions have been recognized with numerous awards and distinguished leadership positions, including being named the brand ambassador for Magnetic Maharashtra. Supriya Shrikant Badve, our Whole-Time Director, has been appointed to key leadership roles, particularly in women entrepreneur organizations. Sumedh Shrikant Badve, our General Manager (Head – Strategy), graduated with a bachelor of science in mechanical engineering from Purdue and an MBA from Harvard Business School, and Swastid Shrikant Badve, our Chief of Staff to the Managing Director's Office, graduated

with a bachelor's degree in science in economics from the Wharton School, University of Pennsylvania and a bachelor's degree in science in engineering from University of Pennsylvania.

Significant Factors Affecting our Financial Condition and Results of Operations

Our financial condition and results of operations are affected by a number of factors, including:

Industry trends, overall growth of the automotive sector and the change towards electric vehicles and renewable energy products

Our results of operations are dependent on the economic conditions of the markets to which we directly and indirectly supply our products. These markets include the markets for two-wheelers, three-wheelers, four-wheelers, commercial vehicles and agri-vehicles, for both electric vehicles and internal combustion engine vehicles. Geographically, while we are presently focused on supplying to the Indian market, we directly and indirectly supply components for automotives used across several international markets and are also growing our export business. Accordingly, our business is dependent on the performance of the automotive industry in India, along with the overall global automotive industry.

We also specifically rely on the performance of the automotive industry in India, with a specific focus on two-wheelers. For the three months ended June 30, 2024 and the Financial Years 2024, 2023 and 2022, our revenue from sale of automotive components amounted to ₹13,567.28 million, ₹ 47,380.12 million, ₹ 43,105.03 million and 39,494.94 million, respectively, representing 76.18%, 62.71%, 65.11% and 73.18% of our revenue from operations, respectively. The domestic two-wheeler industry has grown at a CAGR of 6.2% between the Financial Years 2009 and 2024, and reached a volume of 18.4 million units in the Financial Year 2024 (Source: *CRISIL Report*). The domestic two-wheeler industry is expected to continue its growth momentum over the long-term horizon led by the positive microeconomic and macroeconomic environment, favorable rural demand, premiumization, intermittent launches, shrinking replacement cycle and continued support from financiers (Source: *CRISIL Report*). Moreover, continued R&D investments by the OEMs and the technological advancements in the industry will provide an added support to the growth of the industry over the long-term horizon (Source: *CRISIL Report*). Led by these positive industry drivers, the two-wheeler industry sales are projected to grow at 6-8% CAGR between the Financial Years 2024 and 2031, and reach volumes of 29-30 million units by the Financial Year 2031 (Source: *CRISIL Report*).

Further, there are a variety of technological trends that are expected to affect the growth of the automotive industry. These include the use of alternate fuels, hybrid powertrains and a focus on electric vehicles. According to the CRISIL Report, while the ICE two-wheeler domestic sales decreased at 3.7% CAGR between the Financial Years 2019 and 2024, EV sales increased at 101% CAGR during the same period, reflecting the increasing use of electric vehicles. The electric two-wheeler sales is expected to increase by 40-45% to 1.35 million units in the Financial Year 2025 (Source: *CRISIL Report*). Electric vehicle penetration in the three-wheeler segment is expected to reach 30-34% by Financial Year 2029 from 13.2% in Financial Year 2024 (Source: *CRISIL Report*). The CRISIL Report sets out a variety of demand drivers for the adoption of EVs in India, including their lesser environmental impact, government focus, lower operating costs, the growing availability of charging infrastructure, increased OEM presence, capacity expansion, and competitive pricing of electric vehicles. Our products are largely agnostic to vehicle powertrain types, reflecting our ability in catering to both electric vehicles and internal combustion engine vehicles, thus positioning us favorably to adapt to the growing electric vehicle market. During the Financial Year 2024, products suitable for both electric vehicles and internal combustion engine applications constituted over 74.22% of our revenue from operations. Additionally, our revenue from products specifically designed for electric vehicles rose to ₹2,368.79 million in Financial Year 2024, from ₹1,525.70 million in Financial Year 2022, growing at a CAGR of 24.60%. Our commitment to innovation and development is ongoing, particularly in creating new products for electric vehicles that align with evolving customer needs. We are also actively exploring opportunities in proprietary segments such as electric motors, motor controllers and chargers to leverage the expanding electric vehicle market and enhance our product offerings per vehicle. For details, see “*Our Business – Our Strengths – Largely EV-agnostic product portfolio, strategically positioned to scale in tandem with burgeoning electric vehicle market in India*” and “*Our Business – Our Strategies – Expand our portfolio of electric vehicle and renewable energy products*” on pages 222 and 223, respectively.

In addition, we are working towards manufacturing more components for automotives which use cleaner forms of fuel. We have recently started manufacturing exhaust systems specifically designed for CNG-powered vehicles. According to the CRISIL Report, the decline in prices of CNG in the Financial Year 2024 favor the shift towards

use of CNG, reinforcing the long-term potential of its adoption in vehicles. Our ability to develop and commercialize exhaust systems for CNG-powered vehicles may affect our results of operations going forward.

Our customer relationships and growth of business from customers

We have developed longstanding relationships with our customers, including global OEMs. Our offerings include metal chassis systems, exhaust systems, polymer components and body-in-white components. According to the CRISIL Report, OEMs prefer multi-product vendors as they provide consistent quality standards and a rationalized supply chain network, further complicating the entry of new entrants into the market. As of June 30, 2024, we service a total of 27 OEMs globally. Notably, our top three OEM customers collectively accounted for 35.93%, 33.12%, 35.97% and 44.20% of our revenue from operations during the three months ended June 30, 2024 and the Financial Years 2024, 2023 and 2022, respectively.

Accordingly, our revenue from operations and financial performance will depend on the performance of our customers and the demand for their products in their respective end-markets, as well as our ability to meet such customers' quality, cost and delivery requirements. We operate a collaborative business model, strategically locating our manufacturing facilities near our customers. By reserving certain production lines exclusively for these customers, we ensure a reliable, long-term supply chain and maintain strong relationships with our customers. Moreover, our deep understanding of customer requirements allows us to develop complex products with quick turnaround times, while extensive testing and validation process required by customers purchasing automotive component products creates a significant barrier to entry for new market entrants (Source: *CRISIL Report*). We also supply products across various commodities and categories, positioning us as a preferred multi-product vendor. Thus, our customized capabilities, developed in close coordination with our customers and supported by our pan-India presence, are not readily replicable by other automotive component manufacturers and enhance our customer loyalty and stickiness.

Moreover, to increase our wallet-share from customers and to improve profit margins, we intend to increase our content per vehicle (which is the value of the vehicle's components supplied to an OEM customer) through initiatives to develop newer, high value and complex products, offering more integrated systems and through vertical integration. For details, see "*Our Business – Our Strategies – Increase our content per vehicle through new, high value and complex products and more integrated systems*" on page 223.

We derive a significant portion of our revenue from operations from our ten largest customers. However, to grow our business, we are focused on diversifying our customer base and increasing new customers, by expanding our product offerings through EV and renewable energy products, among others. See "*Risk Factors – Revenue from our ten largest customers comprise a significant portion of our revenue from operations. Any failure to maintain our relationship with these customers or any adverse changes affecting their financial condition will have an adverse effect on our business, results of operations, financial condition and cash flows*" on page 35.

Competition and pricing pressures

The automotive component industry is highly competitive, and we compete with other automotive component manufacturers based on a variety of factors, including pricing, manufacturing capabilities, product quality, features, reliability and safety, technology, product development time, service levels and reputation. Our competitors may have longer operating histories, and more diverse product portfolios, which may provide them with a competitive advantage over us. Our competitors include major automotive component manufacturing companies, both domestic and foreign.

The overall automotive component industry is also subject to systemic pricing pressures from OEM customers, given customers' focus on reducing supply chain costs. Accordingly, we may be required to compete for business by reducing our profit margins and offering lower prices to customers, in order to maintain and grow our business. Increased consolidation among our competitors and any of our OEM customers could allow competitors to benefit from economies of scale, offer more comprehensive product portfolios and increase the size of their serviceable markets. Such consolidation may enable our competitors to develop products that compete with us at a lower cost, which may adversely affect our profit margins. Given these pricing pressures, we are focused on implementing continuous improvements to our manufacturing processes through a methodology known as 'Kaizen', which enables us to implement incremental changes to our manufacturing facilities to increase productivity and minimize operating costs. For details, see "*Risk Factors – Pricing pressure from customers may adversely affect our profitability, which may in turn have an adverse effect on our business, results of operations, financial condition and cash flows.*" on page 38.

Manufacturing capacities and operational efficiencies

As of June 30, 2024, we operate 15 manufacturing facilities across nine cities in eight states in India. We have, and will continue to, incur capital expenditures for the development of manufacturing facilities and acquisition of parcels of land for development of such facilities. Our 15 operating manufacturing facilities have an aggregate installed annual capacity of 60,000 tonnes of steel, as of June 30, 2024. For details relating to our manufacturing capacities, see “*Our Business – Description of Our Business – Our Manufacturing Facilities*” on page 235.

Our ability to improve our capacity utilization and operational efficiencies are important to improving our profit margins. We intend to continue developing modular manufacturing lines in the future to cater to different products on the same manufacturing line, by utilizing interchangeable tools, dies and fixtures, thereby increasing our capacity utilization and hedging our business against the risk of declining sales of any one specific model of product. We also plan to upgrade our existing machinery and purchase new machinery with modern technology, as and when required, to achieve better productivity and minimize our wastage. Also see “*Risk Factors – If we are unable to maintain the existing levels of capacity utilization at our manufacturing facilities, our margins and profitability may be adversely affected. Further, a slowdown or shutdown in our manufacturing operations could have an adverse effect on our business, results of operations, financial condition and cash flows*” on page 36.

Research and development and our ability to develop an innovative product portfolio

We intend to implement design, development and testing capabilities for intellectual property-protected products and build a portfolio of proprietary products that have IP-based barriers to entry and generate better profit margins. We expect to increase our expenditure towards research and development, new product development and testing infrastructure, thereby enabling us to develop products based on market gaps and enabling us to adopt a ‘push’ approach towards OEMs. For example, we recently started manufacturing and supplying suspensions, which we have a patent for, and steering columns, which are high-precision products with barriers to entry for new market entrants (Source: *CRISIL Report*), to four leading two-wheeler and three-wheeler OEMs in India.

In our core expertise of sheet metal precision crafting, we have enhanced our capabilities to work with multiple steel grades and have created special purpose machinery for various manufacturing processes. Further, in respect of hub motors and chargers for electric vehicles, we have filed five patents relating to electric motor, motor controller and vehicle control units. Additionally, we are expanding into the renewable energy sector by developing sheet metal structures for solar applications.

While we continue to focus on the development of our product portfolio, the business development timeline for entry into new product categories with customers is lengthy and rigorous, and takes considerable time from the date of issue of a request for proposal to secure purchase orders from such customers (Source: *CRISIL Report*). Accordingly, while we are focused on continually developing new products, there may be delays between the successful development of a new product and its eventual contribution to our results of operations and profitability.

Our design and engineering team, which includes 151 members as of June 30, 2024, is dedicated to leveraging advanced technologies to stay at the forefront of the automotive component industry. Our design and engineering team is crucial to our research and development efforts and the long-term sustainability of our product development and validation. We expect to continue our investments in research and development and focus on continuing to improve the value addition that we are able to provide to our customers through such R&D efforts.

Vertical integration at our manufacturing facilities and the diversity of our product mix

We have specialized in precision sheet metal pressing and fabrication, progressively enhancing our manufacturing capabilities through both backward integration (such as tool making, tube bending and press operations) and forward integration, including system assembly and coating and painting. Over the years, our strategic expansion in these areas has led to higher value addition per product, reduced dependence on suppliers and enhanced quality control through stringent internal systems, leading to a growth in revenues and profitability. Moreover, we have strategically diversified our product offerings to polymer components and suspension systems, thereby increasing the components we supply per vehicle and enhancing our competitive positioning in the market.

As of June 30, 2024, we have 15 manufacturing facilities across nine cities in eight states, with capabilities to produce over 1,000 distinct products across chassis systems, exhaust systems, body-in-white parts, polymer components, battery containers, suspensions, steering columns, among others. Our comprehensive manufacturing

capabilities have also broadened our product offerings and enhanced our collaborative design and engineering services to OEMs.

We are also proactive in integrating new technologies to align with the evolving technological demands of the automotive industry, with our capability in designing the right fixtures, tools and gauges ensuring that our products meet ‘first-time right fitment’ criteria during development and mass production. For several years, we have deployed over 700 robots for metal fabrication and developed semi-automated lines for complex sub-systems such as seating and steering columns. Our robotics and automation are complemented by advanced digital monitoring and IoT systems, which enhance precision, efficiency and consistency while enabling real-time detection and resolution of production bottlenecks. Our use of technology and our investments in vertical integration across our manufacturing facilities enable us to maintain our operating margins and profitability, and a decline in such investments or the use of such technology could adversely affect our operating margins.

Availability of subsidies

We avail subsidies such as those available to us under the Maharashtra Industrial Promotion Subsidy Policy 2013, the Karnataka VAT Loan Subsidy and the Madhya Pradesh IPS 2014, as detailed in the table below for the period/years indicated:

| Particulars | For the three months ended June 30, 2024 | For the Financial Year | | |
|---|--|------------------------|----------|----------|
| | | 2024 | 2023 | 2022 |
| Subsidies recognised (pursuant to the Maharashtra Industrial Promotion Subsidy Policy 2013) (<i>₹ in million</i>) | 344.47 | 1,205.32 | 1,280.57 | 1,227.06 |
| Subsidies recognised (pursuant to the Karnataka VAT Loan Subsidy) (<i>₹ in million</i>) | - | - | 106.62 | 273.68 |
| Subsidies recognised (pursuant to the Madhya Pradesh IPS 2014) (<i>₹ in million</i>) | - | - | - | 11.80 |
| Total subsidies recognised (<i>₹ in million</i>) | 344.47 | 1,205.32 | 1,387.19 | 1,512.54 |
| Total subsidies recognised, as a percentage of revenue from operations (%) | 1.93% | 1.61% | 2.11% | 2.80% |

We are required to fulfill certain investment conditions under the requirements of these subsidy schemes, such as the requisite capital investments at specified locations. While we have been able to fulfill these investment conditions and expect to continue to benefit from such schemes in the long term, the continued availability of such schemes is critical to our financial performance and profitability. Also see “*Risk Factors – The discontinuance or non-availability of subsidies availed by us may adversely affect our business, results of operations, financial condition and cash flows*” on page 53.

Material Accounting Policies

Property, Plant and Equipment

Capital work in progress is stated at cost of acquisition, net of accumulated impairment loss, if any. Property, plant and equipment are stated at cost of acquisition or construction where cost includes amount added/deducted on revaluation less accumulated depreciation / amortization and impairment loss, if any. All costs directly relating to the acquisition and installation of assets are capitalised and include borrowing costs relating to funds attributable to construction or acquisition of qualifying assets, up to the date the asset / plant is ready for intended use. The cost of replacing a part of an item of property, plant and equipment is recognized in the carrying amount of the item of property, plant and equipment, if it is probable that the future economic benefits embodies within the part will flow to the Company and its cost can be measured reliably with the carrying amount of the replaced part getting derecognized. The cost for day-to-day servicing of property, plant and equipment are recognized in Statement of Profit and Loss as and when incurred.

Depreciation and Amortization

Depreciation on tangible property, plant and equipment is charged over the estimated useful life of the asset or part of the asset, on straight line method, in accordance with Part A of Schedule II to the Act.

Keeping in mind the rigorous and periodic maintenance program followed by us, the estimated useful life of the property, plant and equipment as assessed by our management and followed by us is given below:

| Type of asset | Useful life as per Schedule II (in years) | Estimated useful life considered by us (in years) |
|-----------------------------|---|---|
| Buildings | 30 | 29.9 |
| Plant & Machinery | 15 | 13.5 |
| Machinery Electrifications | 15 | 13.5 |
| Tools & Dies | 15 | 13.5 |
| Jigs & Fixtures | 15 | 13.5 |
| Plastic Injection Moulds | 15 | 13.5 |
| ETP & STP | 15 | 13.5 |
| Material Handling Equipment | 15 | 13.5 |
| Supporting Equipment | 15 | 13.5 |
| Fire Fighting Equipment | 15 | 15.8 |
| Office Equipment | 5 | 15.8 |
| Furniture & Fixtures | 10 | 15.8 |
| Computers/Networks | 3/6 | 6.1 |
| Vehicles | 8 | 10.5 |
| Intangible assets | 3/6 | 6.1 |
| Poly House / Green House | 30 | 29.9 |

Residual values and useful lives is as assessed by the Management. Depreciation on property, plant and equipment is charged on single shift. On property, plant and equipment added/disposed off during the year, depreciation is charged on pro-rata basis from the date of addition/till the date of disposal. Our management has arrived the useful life/rate of depreciation after considering the residual value of property, plant and equipment.

Capital advances

Advances paid towards the acquisition of property, plant and equipment, outstanding at each balance sheet date is classified as capital advances under “other non-current assets”.

Intangible Assets

Recognition of intangible assets: Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment loss, if any.

Research and development costs: Research and development costs are expensed as incurred.

Lease Liabilities

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

We as a lessee

We apply a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. We recognize lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Right-of-use assets

We recognize right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets. If ownership of the leased asset

transfers to us at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment.

Lease Liabilities

At the commencement date of the lease, we recognize lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable. In calculating the present value of lease payments, we use our incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset. Short-term leases and leases of low-value assets We apply the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognized as expense on a straight-line basis over the lease term.

Inventories

Inventories of raw materials and components, stores & spares are valued at the lower of cost and net realizable value after providing for obsolescence and other losses, where considered necessary. Cost is ascertained on a FIFO basis. The cost of work-in-progress and finished goods is determined on absorption cost basis. Costs incurred in bringing each product to its present location and condition are accounted for as follows:

- (a) *Raw materials, stores & spares and tools & instruments*: Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.
- (b) *Finished goods and work in progress*: Cost includes cost of direct materials (excluding taxes for which credit is available), labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs. Cost is determined on weighted average basis.
- (c) *Traded goods*: Cost includes cost of purchase and other costs incurred, but excluding taxes for which credit is available, in bringing the inventories to their present location and condition.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

Financial Instruments

Financial Assets and Liabilities

Financial assets and liabilities are recognized when we become a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

Financial assets at amortized cost

Financial assets are subsequently measured at amortized cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets

and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless it is measured at amortized cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of assets and liabilities at fair value through profit and loss are immediately recognized in the statement of profit and loss.

Financial liabilities

Financial liabilities are measured at amortized cost using the effective interest method if it is above the defined credit period.

Equity instruments

An equity instrument is a contract that evidences residual interest in the assets of a company after deducting all of its liabilities. We recognize equity instruments at proceeds received net off direct issue cost.

Reclassification of Financial Assets

We determine classification of financial assets and liabilities on initial recognition. After initial recognition, reclassification is made due to changes in the business model for managing financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. Our senior management determines change in the business model as a result of external or internal changes which are significant to our operations. Such changes are evident to external parties. A change in the business model occurs when a company either begins or ceases to perform an activity that is significant to its operations. If we reclassify financial assets, we apply the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. We do not restate any previously recognized gains, losses (including impairment gains and losses) or interest.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

Revenue from Contract with Customers

Revenue recognition: Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by us as part of the contract.

Revenue from the sale of goods is recognized when the goods are delivered and titles have passed, at which time all the following conditions are satisfied:

- (a) we have transferred to the buyer the significant risks and rewards of ownership of the goods;
- (b) we retain neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- (c) the amount of revenue can be measured reliably;
- (d) it is probable that the economic benefits associated with the transaction will flow to us; and
- (e) the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Job-work revenues are accounted as and when such services are rendered.

In accordance with Ind AS 11 - Construction Contracts, for Long Contract Sales and Services/Project related activity (including rendering of engineering design services and other services), we recognize revenue on the basis

of Percentage of Completion method. Percentage of completion is the proportion of cost of work performed to-date, to the total estimated contract costs, provided ultimate collectability thereof is reasonably certain. We undertake business of manufacturing of tool, dies, jigs, fixtures, mould business and recognizes revenue and costs on the percentage of completion method basis in accordance with Ind AS 11.

Government Grants and Subsidies

Government grants in respect to manufacturing units located in developing regions

We are entitled to various incentives from government authorities in respect of manufacturing units located in developing regions. We account for our entitlements on accrual basis on submission of the initial claim to the relevant authorities.

Government grants in respect of additional capital expenditure

Grants from the government are recognized at their fair value where there is a reasonable assurance that the grant will be received and we will comply with all attached conditions. Government grants whose primary condition is that we should purchase, construct or otherwise acquire capital assets, is recognized as income and are presented within other operating revenue over the life of a depreciable asset in the Restated Statement of Profit and Loss or as a deferred income on a systematic and rational basis over the useful life of the asset.

Export Benefits

Export benefits in the nature of Duty Drawback are recognized on accrual basis in the year of export. Export benefits in the nature of RODTEP are recognized on accrual basis in the year of export.

Government grant in respect of interest free VAT loan

The benefit of a government loan at a below market rate of interest is treated as a government grant, measured as difference between proceed received and the fair value of the loan based on prevailing interest rate on borrowing applicable to the concerned unit.

Employee Benefits

Defined Contribution Plan

Provident Fund:

Our eligible employees are entitled to receive benefits under the provident fund, a defined contribution plan, in which both employees and we make monthly contributions at a specified percentage of the covered employee's salary. The contributions as specified under the law are paid to the Central Government Provident Fund and the Family Pension Fund and the same is charged to the Restated Statement of Profit and Loss of the year when the contributions to the respective funds are due and when services are rendered by the employees.

Defined Benefit Plan:

For defined benefit retirement plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected immediately in the statement of financial position with a charge or credit recognized in other comprehensive income in the period in which they occur. Remeasurement recognized in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to profit or loss. Past service cost is recognized in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorized as follows:

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- net interest expense or income; and
- remeasurement.

Gratuity

We have an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15/26 days salary payable for each completed year of service. Vesting occurs upon completion of five years of service. We account for the liability for gratuity benefits payable in future based on an independent actuarial valuation. We have taken a Group Gratuity cum Life Assurance Scheme with LIC of India for future payment of gratuity to the eligible employees.

Other long term employee benefits:

Compensated absences

We provide for the encashment of compensated absences with pay subject to certain rules. The employees are entitled to accumulate compensated absences subject to certain limits, for future encashment, such benefits are provided based on the number of days of unutilized compensated absence on the basis of an independent actuarial valuation.

Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognized in the statement of profit or loss in the period in which they are incurred.

Foreign Currencies

Our functional currency is the Indian rupee.

Transactions in foreign currencies are recorded at exchange rates prevailing on the date of the transaction. Foreign currency monetary assets and liabilities are translated at the exchange rate prevailing on the balance sheet date; and exchange gains and losses arising on settlement or translation are recognized in the statement of profit and loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognized in OCI or profit or loss are also recognized in OCI or profit or loss, respectively). In determining the spot exchange rate to use on initial recognition of the related asset, expense or income (or part of it) on the derecognition of a nonmonetary asset or nonmonetary liability relating to advance consideration, the date of the transaction is the date on which we initially recognize the non-monetary asset or nonmonetary liability arising from the advance consideration. If there are multiple payments or receipts in advance.

Taxation

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognized in the statement of profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity, respectively. Income tax expense represents the sum of the tax currently payable and deferred tax.

Current income tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the Restated Statement of Profit and Loss and Other Comprehensive Income because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible.

Our current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction and where the relevant tax paying unit intends to settle the asset and liability on a net basis.

Deferred taxes

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount. Deferred income tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized. The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled. Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the relevant entity intends and has ability to settle its current tax assets and liabilities on a net basis.

Earnings Per Share

We report basic and diluted earnings per share in accordance with Ind AS 33 on “Earnings per share”. Basic earnings per share is computed by dividing the net profit or loss for the period by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the net profit or loss for the period by the weighted average number of equity shares outstanding during the period as adjusted for the effects of all diluted potential equity shares except where the results are anti-dilutive.

Segment Reporting

We are in the business of manufacture and sale of automobile components, which in the context of Ind AS 108 “Operating Segments” represents a single reportable business segment. The accounting policies of the reportable segments are the same as the accounting policies disclosed above. The revenues, total expenses and net profit as per the Restated Statement of Profit and Loss represents the revenue, total expenses and the net profit of the sole reportable segment.

Trade Receivables – Initial Measurement

Financial assets in the form of trade receivables, are initially measured at their transaction price (as defined in Ind AS 115).

Impairment

Financial assets (other than at fair value)

We assess at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. We perform credit assessment for customers on an annual basis. We recognize credit risk, on the basis of lifetime expected losses and where receivables are due for more than our normal operating cycle. For all other financial assets, expected credit losses are measured at an amount equal to the 12 months expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

Non-financial assets

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs. If the recoverable amount of an asset or CGU is estimated to be less than its carrying amount, the carrying amount of the asset or CGU is reduced to its recoverable amount. An impairment loss is recognized in the statement of profit and loss.

Cash and Cash Equivalents

We consider all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less, to be cash equivalents. Cash and cash equivalents include balances with banks which are unrestricted for withdrawal and usage.

Cash Flow Statement

The cash flow statement is prepared by the indirect method set out in Ind AS 7 on “Statement of Cash Flows” and presents cash flows by our operating, investing and financing activities.

Key Components of our Restated Statement of Profit and Loss

The key components of our restated statement of profit and loss are described below:

Income

Total income. Total income consists of revenue from operations and other income.

Revenue from operations. Revenue from operations comprises revenue from sale of products (which currently comprises automotive components manufactured by us and metals, lithium-ion batteries and electronics purchased and sold by us), sale of services (which comprises revenue from sale of manufacturing services provided by us where we charge for labor services provided, such as for sub-assembly, painting or plating) and other operating revenue (which comprises proceeds from sale of scrap, government incentives received, duty drawbacks received and remission of duties and taxes on export products received).

Other income. Other income comprises rent received, interest received, discount received, dividend received from banks, effect of foreign exchange rate fluctuations, profit on sale of property, plant and equipment, profit/(loss) on sale of investments and miscellaneous income.

Expenses

Our expenses comprise cost of materials consumed, changes in inventories of finished goods, stock-in-trade and work-in-progress, purchases of stock-in-trade, employee benefits expense, finance costs, depreciation and amortization expense and other expenses.

Cost of materials consumed. Cost of materials consumed comprises the sum of opening stock for a period and purchases of raw materials for the period, less the closing stock for such period, and also includes conversion and machining charges.

Changes in inventories of finished goods, stock-in-trade and work-in-progress. Changes in inventories of finished goods, stock-in-trade and work-in-progress consist of the difference between the opening and closing inventories of such goods during a given period. Together with cost of materials consumed, changes in inventories of finished goods, stock-in-trade and work-in-progress, are the cost of materials used for the period/years and comprise raw materials and components purchased and used by us. As a result in our results of operations discussion, we discuss these two line items together.

Purchases of stock-in-trade. Purchases of stock-in-trade comprises items purchased for sale and trading purposes, such as metals, lithium-ion batteries and electronics.

Employee benefits expense. Employee benefits expenses comprise salaries, wages and bonus, contributions to provident funds and other funds, and staff welfare expenses.

Finance costs. Finance costs primarily comprise cash credit interest and bill discounting charges, interest expense on term and vehicle loans and interest expense on goods and service tax and others and tax deducted at source and tax collected at source. In addition, finance costs also include other borrowing costs comprising loan processing and bank charges.

Depreciation and amortization expense. Depreciation and amortization expense comprises costs of depreciation of property, plant and equipment, amortization of right-to-use assets and amortization of intangible assets.

Other expenses. Our other expenses comprise manufacturing expenses, office and administrative expenses and selling and distribution expenses. Our manufacturing expenses primarily comprises power and fuel charges, costs of repairs and maintenance of plants, research and development expenses, inspection, calibration and testing expenses, housekeeping and cleaning expenses, water charges, pollution control fees and rent. Office and administrative expenses primarily comprise auditor fees, legal and professional fees, travelling expenses, rates and taxes, corporate social responsibilities, security charges, insurance charges, conveyance and bus hire charges, other repair and maintenance charges, connectivity charges, rent, allowances for doubtful debts and miscellaneous expenses, among other such expenses. Our selling and distribution expenses comprise freight on sales and other selling expenses.

Tax expense

Our tax expenses include current tax, provisions made for the previous financial years and deferred tax.

Our Results of Operations

Set out below is select financial information from our restated consolidated statement of profit and loss for the three months ended June 30, 2024 and the Financial Years 2024, 2023 and 2022, the components of which are also expressed as a percentage of our total income for such periods:

| Particulars | Three months ended June 30, 2024 | | Financial Year | | | | | |
|--|-------------------------------------|------------------------|--------------------|------------------------|--------------------|------------------------|--------------------|------------------------|
| | | | 2024 | | 2023 | | 2022 | |
| | (₹ in millions) | (% of total income) | (₹ in millions) | (% of total income) | (₹ in millions) | (% of total income) | (₹ in millions) | (% of total income) |
| INCOME | | | | | | | | |
| Revenue from operations | 17,809.71 | 99.39% | 74,842.41 | 99.05% | 65,824.96 | 99.42% | 53,968.54 | 99.74% |
| Other income | 110.02 | 0.61% | 714.33 | 0.95% | 382.87 | 0.58% | 138.27 | 0.26% |
| Total income | 17,919.73 | 100.00% | 75,556.73 | 100.00% | 66,207.83 | 100.00% | 54,106.80 | 100.00% |
| EXPENSES | | | | | | | | |
| Cost of materials consumed | 10,852.35 | 60.56% | 46,849.86 | 62.01% | 41,540.73 | 62.74% | 37,621.51 | 69.53% |
| Change in inventories of finished goods, stock-in-trade & work in progress | (268.14) | (1.50%) | 600.55 | 0.79% | (504.01) | (0.76%) | (168.35) | (0.31%) |
| Purchase of stock-in-trade | 3,580.85 | 19.98% | 12,829.98 | 16.98% | 11,493.99 | 17.36% | 4,742.86 | 8.77% |
| Employee benefits expense | 705.72 | 3.94% | 2,749.82 | 3.64% | 2,358.62 | 3.56% | 2,234.25 | 4.13% |
| Finance costs | 789.58 | 4.41% | 2,902.42 | 3.84% | 2,503.38 | 3.78% | 2,156.48 | 3.99% |
| Depreciation and amortization expense | 829.18 | 4.63% | 3,213.54 | 4.25% | 3,067.38 | 4.63% | 2,456.84 | 4.54% |
| Other expenses | 537.93 | 3.00% | 2,567.58 | 3.40% | 2,180.69 | 3.29% | 1,990.76 | 3.68% |
| Total Expenses | 17,027.48 | 95.02% | 71,713.75 | 94.91% | 62,640.79 | 94.61% | 51,034.36 | 94.32% |
| Profit / (Loss) before exceptional items and tax | 892.25 | 4.98% | 3,842.99 | 5.09% | 3,567.04 | 5.39% | 3,072.44 | 5.68% |
| Exceptional items | - | - | 122.60 | 0.16% | - | - | - | - |
| Profit / (Loss) before tax | 892.25 | 4.98% | 3,720.39 | 4.92% | 3,567.04 | 5.39% | 3,072.44 | 5.68% |
| TAX EXPENSE | | | | | | | | |
| Current tax | 183.30 | 1.02% | 766.00 | 1.01% | 595.00 | 0.90% | 399.00 | 0.74% |
| Short / (Excess) Provision Previous Financial Year | - | - | 18.96 | 0.03% | 9.11 | 0.01% | 37.73 | 0.07% |
| Deferred tax | (6.84) | (0.04%) | (173.36) | (0.23%) | (173.70) | (0.26%) | 17.24 | 0.03% |
| Profit / (Loss) for the period from | 715.79 | 3.99% | 3,108.79 | 4.11% | 3,136.63 | 4.74% | 2,618.47 | 4.84% |

| Particulars | Three months ended June 30, 2024 | | Financial Year | | | | | |
|-------------------------------------|-------------------------------------|------------------------|--------------------|------------------------|--------------------|------------------------|--------------------|------------------------|
| | | | 2024 | | 2023 | | 2022 | |
| | (₹ in millions) | (% of total income) | (₹ in millions) | (% of total income) | (₹ in millions) | (% of total income) | (₹ in millions) | (% of total income) |
| continuing operations | | | | | | | | |
| Profit/(loss) for the period | 715.79 | 3.99% | 3,108.79 | 4.11% | 3,136.63 | 4.74% | 2,618.47 | 4.84% |

Three months ended June 30, 2024

Total income. Our total income for the three months ended June 30, 2024 was ₹17,919.73 million and comprised revenue from operations and other income.

Revenue from operations. Our revenue from operations for the three months ended June 30, 2024 was ₹17,809.71 million and primarily comprised sale of products (includes sale of traded goods) of ₹17,188.72 million, sale of services of ₹158.52 million and other operating revenue of ₹462.47 million.

Other income. Our other income for the three months ended June 30, 2024 was ₹110.02 million and primarily comprised interest received of ₹102.22 million and miscellaneous income of ₹5.85 million.

Total expenses. Total expenses for the three months ended June 30, 2024 was ₹17,027.48 million and comprised changes of materials consumed, change in inventories of finished goods, stock-in-trade & work in progress, purchase of stock-in-trade, employee benefits expenses, finance costs, depreciation and amortization expenses and other expenses.

Cost of materials. Cost of materials (the sum of cost of materials consumed and change in inventories of finished goods, stock-in-trade and work-in-progress) was ₹10,584.22 million for the three months ended June 30, 2024.

Purchase of stock-in-trade. Purchase of stock-in-trade was ₹3,580.85 million for the three months ended June 30, 2024.

Employee benefits expense. Employee benefits expense was ₹705.72 million for the three months ended June 30, 2024 and primarily comprised salaries, wages and bonus of ₹662.85 million, contribution to provident funds and other funds of ₹24.78 million and staff welfare expenses of ₹18.09 million.

Finance costs. Finance costs was ₹789.58 million for the three months ended June 30, 2024 and primarily comprised interest expenses on CC interest and bill discounting charges of ₹396.67 million and interest expenses on term and vehicle loans of ₹276.04 million.

Depreciation and amortization expenses. Depreciation and amortization expenses was ₹829.18 million for the three months ended June 30, 2024 and primarily comprised depreciation of ₹755.53 million and amortization of right to use of asset of ₹73.42 million.

Other expenses. Other expenses was ₹537.93 million for the three months ended June 30, 2024 and primarily comprised manufacturing expenses of ₹246.02 million, office and administrative expenses of ₹162.85 million and selling and distribution expenses of ₹129.06 million.

Financial Year 2024 compared to Financial Year 2023

Our results of operations for the Financial Year 2024 compared to the Financial Year 2023 were primarily driven by the increase in sales of automotive components, primarily for two-wheelers, as a result of an increase in volumes and prices of such products manufactured and sold.

Total income. Our total income increased by 14.12% to ₹75,556.73 million for the Financial Year 2024 from ₹66,207.83 million for the Financial Year 2023, due to increases in our revenue from operations and other income.

Revenue from operations. Our revenue from operations increased by 13.70% to ₹74,842.41 million for the Financial Year 2024 from ₹65,824.96 million for the Financial Year 2023, primarily attributable to an increase in sales of products by 14.78% to ₹72,480.30 million for the Financial Year 2024 from ₹63,146.61 million for the Financial Year 2023, driven by the ramping up of production and sales at our manufacturing facilities in

Maharashtra and Tamil Nadu, which commenced production at new manufacturing lines during the Financial Year 2024, and an increase in the prices of raw materials and components, which resulted in a corresponding increase in the prices of automotive components sold by us. This increase was partially offset by a decrease in other operating revenue by 14.95% to ₹1,745.74 million for the Financial Year 2024 from ₹2,052.67 million for the Financial Year 2023, primarily due to decreases in government subsidy and method of recognition of subsidy to ₹1,205.32 million from ₹1,387.19 million and income from sale of scrap to ₹510.53 million from ₹635.04 million.

Other income. Other income increased by 86.57% to ₹714.33 million for the Financial Year 2024 from ₹382.87 million for the Financial Year 2023, primarily attributable to increases in (i) profit/(loss) on sale of investments to ₹299.26 million for the Financial Year 2024 from ₹38.93 million for the Financial Year 2023, mainly on account of sale of shares of a company made by us in the Financial Year 2024; (ii) interest received to ₹269.78 million for the Financial Year 2024 from ₹117.40 million for the Financial Year 2023, due to increased interest income on inter-corporate deposits and fixed deposits; and (iii) miscellaneous income to ₹137.84 million for the Financial Year 2024 from ₹37.08 million for the Financial Year 2023, mainly on account of rental rebates from leases. These increases were partially offset by decreases in foreign exchange rate fluctuation to ₹0.56 million for the Financial Year 2024 from ₹184.25 million for the Financial Year 2023, among others.

Total expenses. Our total expenses increased by 14.48% to ₹71,713.75 million for the Financial Year 2024 from ₹62,640.79 million for the Financial Year 2023, due to the growth of our business and operations. However, as a percentage of our total income, our total expenses were 94.91% for the Financial Year 2024 as compared to 94.61% for the Financial Year 2023.

Cost of materials. Cost of materials (the sum of cost of materials consumed and change in inventories of finished goods, stock-in-trade and work-in-progress) increased by 15.63% to ₹47,450.41 million for the Financial Year 2024 from ₹41,036.72 million for the Financial Year 2023, primarily due to the increase in volumes and prices of costs of materials driven by the increase in sales of products. Our cost of materials, as a percentage of total income, was 62.80% for the Financial Year 2024 as compared to 61.98% for the Financial Year 2023.

Purchase of stock-in-trade. Purchase of stock-in-trade increased by 11.62% to ₹12,829.98 million for the Financial Year 2024 from ₹11,493.99 million for the Financial Year 2023, primarily attributable to an increase in trading activities attributable to our Subsidiary, Badve Engineering Trading FZE.

Employee benefits expense. Employee benefits expense increased by 16.59% to ₹2,749.82 million for the Financial Year 2024 from ₹2,358.62 million for the Financial Year 2023, primarily attributable to increases in salaries, wages and bonus to ₹2,604.17 million for the Financial Year 2024 from ₹2,231.46 million for the Financial Year 2023. These increases were primarily attributable to an increase in the average number of employees during the Financial Year 2024 compared to the Financial Year 2023, due to our increased scale of operations and the annual increments in salaries paid to employees. We had 5,955 employees as of March 31, 2024 compared to 5,896 employees as of March 31, 2023. The increase in number of employees was generally for skilled, experienced and professional employees.

Finance costs. Finance costs increased by 15.94% to ₹2,902.42 million for the Financial Year 2024 from ₹2,503.38 million for the Financial Year 2023, primarily attributable to increases in interest expenses attributable to an increase in working capital borrowings from such facilities partially offset by decreases in interest on term loans, lease liabilities and non-convertible debentures.

Depreciation and amortization expenses. Depreciation and amortization expenses increased by 4.76% to ₹3,213.54 million for the Financial Year 2024 from ₹3,067.38 million for the Financial Year 2023, due to increases in depreciation costs to ₹2,936.04 million for the Financial Year 2024 from ₹2,807.95 million for the Financial Year 2023, mainly on account of commissioning of new manufacturing lines in Maharashtra, Tamil Nadu and Rajasthan during the Financial Year 2024 and amortization of right of use assets and parcels of land to ₹277.25 million for the Financial Year 2024 from ₹259.42 million for the Financial Year 2023.

Other expenses. Other expenses increased by 17.74% to ₹2,567.58 million for the Financial Year 2024 from ₹2,180.69 million for the Financial Year 2023 primarily attributable to increases in:

- (i) manufacturing expenses by 20.52% to ₹1,113.36 million for the Financial Year 2024 from ₹923.79 million for the Financial Year 2023, mainly on account of increases in power and fuel charges to ₹563.58

million from ₹537.19 million and repairs and maintenance for plant and machinery to ₹378.08 million from ₹219.28 million; and

- (ii) office and administrative expenses by 27.21% to ₹809.27 million for the Financial Year 2024 from ₹636.19 million for the Financial Year 2023, mainly on account of increases in legal and professional fees to ₹308.50 million from ₹195.05 million, rates and taxes to ₹58.57 million from ₹10.15 million, expected credit loss allowance to ₹28.16 million from ₹12.68 million.

Tax expenses. Total tax expenses increased by 42.10% to ₹611.60 million for the Financial Year 2024 from ₹430.42 million for the Financial Year 2023, primarily due to an increase in our current tax expenses, due to the increase in our profit before tax, our profit on the sale of investments, resulting in an increase in our taxable income. We had an effective tax rate of 16.44% for the Financial Year 2024 compared to an effective tax rate of 12.07% for the Financial Year 2023.

Exceptional items. During the Financial Year 2024, a fire broke out at our production plant in Khandewadi, Aurangabad, Maharashtra, resulting in a net loss of fixed assets and stock. Accordingly, we have recognized an exceptional item of ₹122.60 million for the Financial Year 2024, which reflects the difference between the assessed losses and the insurance claim received.

Profit for the period. As a result of the foregoing, our profit for the period marginally decreased by 0.89% to ₹3,108.79 million for the Financial Year 2024 from ₹3,136.63 million for the Financial Year 2023.

Financial Year 2023 compared to Financial Year 2022

Our results of operations for the Financial Year 2023 compared to the Financial Year 2022 were primarily driven by the increase in sales of automotive components, primarily for two-wheelers, as a result of an increase in volumes of such products manufactured and sold.

Total income. Our total income increased by 22.37% to ₹66,207.83 million for the Financial Year 2023 from ₹54,106.80 million for the Financial Year 2022, due to increases in our revenue from operations and other income.

Revenue from operations. Our revenue from operations increased by 21.97% to ₹65,824.96 million for the Financial Year 2023 from ₹53,968.54 million for the Financial Year 2022, primarily attributable to an increase in sales of products (includes sale of traded goods) by 23.49% to ₹63,146.61 million for the Financial Year 2023 from ₹51,136.55 million for the Financial Year 2022, due to the commissioning of new production lines at our manufacturing facilities at Maharashtra and Uttarakhand and increases in revenues from operations undertaken by our Subsidiary, Badve Engineering Trading FZE. We also experienced an increase in other operating revenue by 4.78% to ₹2,052.67 million for the Financial Year 2023 from ₹1,959.11 million for the Financial Year 2022, due to increase in the sale of scrap to ₹635.04 million from ₹430.23 million. These increases were partially offset by a decrease in sales of services by 28.32% to ₹625.68 million for the Financial Year 2023 from ₹872.88 million for the Financial Year 2022, mainly on account of changes in product and customer mix and change in mix of business where we charge for labor.

Other income. Other income increased to ₹382.87 million for the Financial Year 2023 from ₹138.27 million for the Financial Year 2022, primarily attributable to increases in income from foreign exchange rate fluctuations to ₹184.25 million for the Financial Year 2023 from ₹49.20 million for the Financial Year 2022, mainly on account of realized gain on net repayment of advances given by Badve Engineering Trading FZE and interest received to ₹117.40 million for the Financial Year 2023 from ₹50.98 million for the Financial Year 2022, due to increases in interest income on inter-corporate deposits and fixed deposits.

Total expenses. Our total expenses increased by 22.74% to ₹62,640.79 million for the Financial Year 2023 from ₹51,034.36 million for the Financial Year 2022, due to the growth of our business and operations. As a percentage of our total income, our total expenses were 94.61% for the Financial Year 2023 as compared to 94.32% for the Financial Year 2022.

Cost of materials. Cost of materials (the sum of cost of materials consumed and change in inventories of finished goods, stock-in-trade and work-in-progress) increased by 9.57% to ₹41,036.72 million for the Financial Year 2023 from ₹37,453.16 million for the Financial Year 2022, primarily due to the increase in volumes and prices of costs of materials driven by the increase in sales of products. However, our cost of materials, as a percentage of total income, reduced to 61.98% for the Financial Year 2023 as compared to 69.22% for the Financial Year 2022.

Purchase of stock-in-trade. Purchase of stock-in-trade increased to ₹11,493.99 million for the Financial Year 2023 from ₹4,742.86 million for the Financial Year 2022, primarily attributable to an increase in trading activities at our Subsidiary, Badve Engineering Trading FZE.

Employee benefits expense. Employee benefits expense increased by 5.57% to ₹2,358.62 million for the Financial Year 2023 from ₹2,234.25 million for the Financial Year 2022, primarily attributable to increases in salaries, wages and bonus to ₹2,231.46 million for the Financial Year 2023 from ₹2,112.27 million for the Financial Year 2022. These increases were primarily attributable to an increase in the average number of employees during the Financial Year 2023 compared to the Financial Year 2022, due to our increased scale of operations and the annual increments in salaries paid to employees. We had 5,896 employees as of March 31, 2023 compared to 5,224 employees as of March 31, 2022. The increase in the number of employees was generally for skilled, experienced and professional employees.

Finance costs. Finance costs increased by 16.09% to ₹2,503.38 million for the Financial Year 2023 from ₹2,156.48 million for the Financial Year 2022, primarily attributable to an increase in working capital borrowings from such facilities partially offset by decreases in interest on term loans and lease liabilities.

Depreciation and amortization expenses. Depreciation and amortization expenses increased by 24.85% to ₹3,067.38 million for the Financial Year 2023 from ₹2,456.84 million for the Financial Year 2022, primarily attributable to increases in depreciation costs to ₹2,807.95 million for the Financial Year 2023 from ₹2,279.36 million for the Financial Year 2022, mainly on account of the full-year effect in the Financial Year 2023 of depreciation on additions to our property, plant and equipment during the Financial Year 2022 and amortization of right of use assets to ₹259.42 million for the Financial Year 2023 from ₹174.22 million for the Financial Year 2022.

Other expenses. Other expenses increased by 9.54% to ₹2,180.69 million for the Financial Year 2023 from ₹1,990.76 million for the Financial Year 2022, primarily attributable to increases in:

- (i) manufacturing expenses by 7.78% to ₹923.79 million for the Financial Year 2023 from ₹857.11 million for the Financial Year 2022, mainly on account of increases in power and fuel charges to ₹537.19 million from ₹487.23 million and repairs and repairs and maintenance for plant and machinery to ₹219.28 million from ₹187.34 million;
- (ii) office and administrative expenses by 18.41% to ₹636.19 million for the Financial Year 2023 from ₹537.28 million for the Financial Year 2022, mainly on account of increases in legal and professional fees to ₹195.05 million from ₹134.43 million and travelling expenses to ₹72.99 million from ₹40.11 million; and
- (iii) selling and distribution expenses by 4.08% to ₹620.71 million for the Financial Year 2023 from ₹596.36 million for the Financial Year 2022, mainly on account of an increase in freight on sales to ₹249.20 million from ₹208.56 million due to a higher volume of sales in the Financial Year 2023 compared to the Financial Year 2022.

Tax expenses. Total tax expenses decreased by 5.19% to ₹430.42 million for the Financial Year 2023 from ₹453.97 million for the Financial Year 2022, primarily due to an increase in deferred tax credits received during the Financial Year 2023 on account of a decrease in the valuation of certain investments, which was partially offset by an increase in our current tax expenses due to an increase in our profit before tax during the Financial Year 2023. We had an effective tax rate of 12.07% for the Financial Year 2023 compared to an effective tax rate of 14.78% for the Financial Year 2022.

Profit for the period. As a result of the foregoing, our profit for the period increased by 19.79% to ₹3,136.63 million for the Financial Year 2023 from ₹2,618.47 million for the Financial Year 2022.

Liquidity and Capital Resources

Our primary source of liquidity is cash generated from operations and proceeds from financing agreements. As of June 30, 2024, we had cash and cash equivalents of ₹452.63 million and bank balances other than cash and cash equivalents of ₹616.58 million.

Our financing requirements are primarily for working capital and investments in our business such as capital expenditures. We evaluate our funding requirements periodically in light of our net cash flow from operating activities and the requirements of our business and operations.

Cash Flows

The following table summarizes our cash flows for the three months ended June 30, 2024 and the Financial Years 2024, 2023 and 2022:

| Particulars | Three months ended June 30, 2024 | Financial Year | | |
|---|----------------------------------|----------------|---------------|-----------------|
| | | 2024 | 2023 | 2022 |
| <i>(₹ in millions)</i> | | | | |
| Net cash generated from operating activities | 418.66 | 5,823.51 | 7,894.90 | 4,743.60 |
| Net cash (used in) investing activities | (1,270.95) | (3,616.42) | (1,942.64) | (5,431.27) |
| Net cash generated from/(used in) financing activities | (550.48) | (1,413.36) | (5,295.26) | 385.74 |
| Net increase/(decrease) in cash and cash equivalents | (1,402.77) | 793.73 | 657.01 | (301.94) |

Operating Activities

Net cash generated from operating activities was ₹418.66 million for the three months ended June 30, 2024. We had profit before tax of ₹892.25 million for the three months ended June 30, 2024, which was primarily adjusted for depreciation and amortization expense of ₹829.18 million, finance costs of ₹789.58 million and interest, rent and dividend income of ₹102.22 million. This was further adjusted primarily for increases in trade receivables of ₹885.51 million and loans and advances and other assets of ₹548.68 million.

Net cash generated from operating activities was ₹5,823.51 million for the Financial Year 2024. We had profit before tax of ₹3,720.39 million for the Financial Year 2024, which was primarily adjusted for depreciation and amortization expense of ₹3,213.54 million, finance costs of ₹2,902.42 million, profit on sale of investment of ₹299.26 million interest, rent and dividend income of ₹274.27 million. This was further adjusted primarily for increases in loans and advances and other assets of ₹1,937.07 million and decrease in liabilities and provisions of ₹665.22 million.

Net cash generated from operating activities was ₹7,894.90 million for the Financial Year 2023. We had profit before tax of ₹3,567.04 million for the Financial Year 2023, which was primarily adjusted for depreciation and amortization expense of ₹3,067.38 million, finance costs of ₹2,503.38 million and interest, rent and dividend income of ₹118.81 million. This was further adjusted primarily for increases in inventories of ₹920.57 million, trade receivables of ₹3,462.42 million and liabilities and provisions of ₹4,707.88 million, an increase in loans and advances and other assets of ₹754.38 million, and income taxes paid of ₹604.11 million.

Net cash generated from operating activities was ₹4,743.60 million for the Financial Year 2022. We had profit before tax of ₹3,072.44 million for the Financial Year 2022, which was primarily adjusted for depreciation and amortization expense of ₹2,456.84 million, finance costs of ₹2,156.48 million and interest, rent and dividend income of ₹50.98 million. This was further adjusted primarily for increases in inventories of ₹44.67 million, trade receivables of ₹1,091.80 million, increase in loans and advances and other assets of ₹1,694.98 million and liabilities and provisions of ₹146.98 million, and income taxes paid of ₹436.73 million.

Investing Activities

Net cash used in investing activities was ₹1,270.95 million for the three months ended June 30, 2024, primarily comprising payment towards capital expenditure of ₹1,316.31 million and right-of-use assets of ₹97.05 million partially offset by interest, rent and dividend income of ₹102.22 million and realization of long-term loans and advances from subsidiaries/associates/business ventures of ₹37.89 million.

Net cash used in investing activities was ₹3,616.42 million for the Financial Year 2024, primarily comprising capital expenditure of ₹4,372.18 million and right-of-use assets of ₹146.87 million partially offset by sale of other investments of ₹616.17 million and interest, rent and dividend income of ₹274.27 million.

Net cash used in investing activities was ₹1,942.64 million for the Financial Year 2023, primarily comprising capital expenditure of ₹1,659.21 million and right-of-use assets of ₹681.15 million, partially offset by realization

of long-term loans and advances from subsidiaries/associates/business ventures of ₹65.53 million, sale of other investments of ₹213.39 million and interest, rent and dividend income of ₹118.81 million.

Net cash used in investing activities was ₹5,431.27 million for the Financial Year 2022, primarily comprising capital expenditure of ₹4,864.94 million, acquisition of investments of ₹276.66 million, provision of long-term loans and advances from subsidiaries/associates/business ventures of ₹151.83 million and right-of-use assets of ₹188.82 million, partially offset by interest, rent and dividend income of ₹50.98 million.

Financing Activities

Net cash used in financing activities was ₹550.48 million for the three months ended June 30, 2024, primarily due to repayment of long-term borrowings of ₹1,191.25 million, finance costs of ₹789.58 million and repayment of unsecured loan of ₹578.71 million, which were partially offset by proceeds from short-term borrowings of ₹1,995.84 million and lease liabilities of ₹13.12 million.

Net cash used in financing activities was ₹1,413.36 million for the Financial Year 2024, primarily due to finance costs of ₹2,902.42 million, repayments of long-term borrowings of ₹200.82 million, lease liabilities (relating to leaseback of machinery and equipment) paid off of ₹186.39 million, which were partially offset by proceeds from short-term borrowings of ₹1,562.83 million and proceeds from unsecured loan of ₹333.79 million.

Net cash used in financing activities was ₹5,295.26 million for the Financial Year 2023, primarily due to finance costs of ₹2,503.38 million, repayments of long-term borrowings of ₹2,028.74 million, repayments of short-term borrowings of ₹1,169.88 million and repayments of unsecured loans of ₹66.92 million, which were partially offset by proceeds from lease liabilities of ₹473.67 million.

Net cash generated from financing activities was ₹385.74 million for the Financial Year 2022, primarily comprising proceeds from unsecured loans of ₹1,534.62 million, proceeds from long-term borrowings of ₹724.19 million, proceeds from short-term borrowings of ₹220.91 million and proceeds from lease liabilities of ₹62.50 million, partially offset by finance costs of ₹2,156.48 million.

Capital Expenditures

Our historical capital expenditures have primarily been for development of manufacturing facilities and acquisition of parcels of land for development of such facilities. For the three months ended June 30, 2024 and the Financial Years 2024, 2023, and 2022, our capital expenditure amounted to ₹1,316.31 million, ₹4,372.18 million, ₹1,659.21 million and ₹4,864.94 million, respectively.

Financial Indebtedness

As of June 30, 2024, we had outstanding borrowings (current and non-current) amounting to ₹24,635.81 million, which primarily consisted of term loans, interest-free VAT loans, cash credit and bill discounting facilities and current maturities of long-term debts. For further details related to our indebtedness, see “*Financial Indebtedness*” on page 374.

The following table sets forth certain information relating to our remaining contractual maturities for our financial liabilities with agreed repayment periods as of June 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022. The amounts disclosed below are based on undiscounted cash flows of financial liabilities based on the earliest date on which we can be required to pay such liabilities and includes both interest and principal cash flows.

| Particulars | As of June 30, 2024 | | As of March 31, | | | | | |
|---------------------------------------|---------------------------|-------------------------|---------------------------|-------------------------|---------------------------|-------------------------|---------------------------|-------------------------|
| | | | 2024 | | 2023 | | 2022 | |
| | <i>(₹ in millions)</i> | | | | | | | |
| | <i>Less than one year</i> | <i>One to ten years</i> | <i>Less than one year</i> | <i>One to ten years</i> | <i>Less than one year</i> | <i>One to ten years</i> | <i>Less than one year</i> | <i>One to ten years</i> |
| Trade payables | 9,445.89 | 34.82 | 8,424.72 | 76.72 | 9,565.04 | 53.24 | 6,021.04 | 49.74 |
| Other financial liabilities | 168.88 | - | 138.43 | - | 122.74 | - | 112.67 | - |
| Term and working capital loans | 12,235.78 | 12,455.06 | 10,226.53 | 14,217.79 | 10,287.70 | 12,453.87 | 9,935.01 | 16,096.30 |
| Balance at the end of the year | 21,850.55 | 12,489.89 | 18,789.67 | 14,294.50 | 19,975.48 | 12,507.12 | 16,068.73 | 16,146.04 |

Contingent Liabilities and Capital Commitments

As of June 30, 2024, we had disclosed the following contingent liabilities in our Restated Consolidated Financial Statements as per Ind AS 37:

| Name of Statute | <i>(in ₹ million)</i> | |
|---|-----------------------|---------------|
| | As of June 30, 2024 | |
| | Paid | Unpaid |
| Stamp Duty – Bombay Stamp Act | 4.98 | 6.43 |
| EPF & MP Act – Provident Fund | - | 11.59 |
| VAT Act 2003 – Appeals & Demands | - | 24.76 |
| CST Act 1956 – Appeals & Demands | - | 0.69 |
| CGST Act 2017 – Appeals & Demands | 2.96 | 50.77 |
| Income tax demand | 1.64 | 0.72 |
| Tax deducted at source (short payment/interest/late fees) | - | 1.44 |
| Income tax assessment demand (appeal) | 7.14 | 22.89 |
| Export obligation under E.P.C.G | - | 4.24 |
| Civil laws | - | 0.74 |
| Labour laws | - | 29.91 |
| Total | 16.72 | 154.18 |
| Total Contingent Liability (Not Provided in the Books) | 154.18 | |

In addition, our estimated amount of contracts remaining to be executed on capital account, as disclosed as a capital commitment in our Restated Consolidated Financial Information, amounted to ₹224.04 million as of June 30, 2024.

Off-balance Sheet Arrangements

We do not have any off-balance sheet arrangements, derivative instruments, swap transactions or relationships with other entities or other unconsolidated entities or financial partnerships that would have been established for the purpose of facilitating off-balance sheet arrangements.

Quantitative and Qualitative Disclosures Regarding Market and Other Risks

We are exposed to several market risks during the normal course of business, such as foreign currency, interest rate, credit and liquidity risks. We assess the unpredictability of the financial environment and seek to mitigate potential adverse effects on our financial performance.

Credit Risk

Credit risk is the risk of financial loss arising from counter-party failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analyzing credit limits and creditworthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit.

Financial instruments that are subject to concentration of credit risk principally consists of trade receivables, investments, derivative financial instruments and other financial assets. None of our financial instruments result in material concentration of credit risk.

We are exposed to credit risk from our operating activities, primarily from trade receivables. We typically have credit terms of 30 to 90 days with our customers in India and of 30 to 150 days with our overseas customers. Many of our large customers have high credit ratings, which helps to mitigate credit risk.

Trade receivables

Ind AS requires expected credit losses to be measured through a loss allowance. We assess, at each date of our financial statement, whether a financial asset or a group of financial assets is impaired. We recognize lifetime expected losses for all contract assets and/or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12 months expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset

has increased significantly since initial recognition. We perform credit assessment for customers on an annual basis and recognize credit risk as estimated by management.

Liquidity Risk

Liquidity risk refers to the risk that we cannot meet our financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. We manage liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities. Also see “— *Liquidity and Capital Resources – Financial Indebtedness*” on page 397.

Foreign Currency and Interest Rate Risks

We use derivative financial instruments, such as forward currency contracts to hedge our foreign currency risks and interest rate risks, respectively. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value.

Related Party Transactions

We have in the past entered into, and in the future may enter into, transactions with several related parties in the ordinary course of our business.

In particular, we have entered into exclusivity agreements dated November 16, 2024 with certain members of our Promoter Group and Group Companies, including Shreepriya Stamping and Tooling Private Limited, Badve Autotech Private Limited, Creative Tools and Press Components Private Limited, Eximius Autocomps Private Limited, Swami Ashirwad Engimech Private Limited, Shreepriya Auto Parts Private Limited, Sumedh Tools Private Limited, Swastid Engineering Private Limited, Phoenix Engineering, Optima Auto Products Private Limited and KS Suspension Engineering Technology, pursuant to which such entities supply automotive components to our Company and are not permitted to supply such products to specified original equipment manufacturers in India.

We have also entered into marketing and brand licensing agreements dated November 16, 2024 (the “**Belrise Marketing and Brand License Agreements**”) with Badve Autocomps Private Limited and Eximius Infra Tech Solutions LLP, which are members of our Promoter Group. Pursuant to the Belrise Marketing and Brand License Agreements, we have granted a limited, non-exclusive, non-transferable, non-assignable, non-delegable and non-sub-licensable license and the right to use the applicable intellectual property rights relating to the trademark ‘Belrise’ and the logo, which are registered in the name of our Company, to the above companies. Pursuant to the Belrise Marketing and Brand License Agreements, Badve Autocomps Private Limited and Eximius Infra Tech Solutions LLP shall each pay a monthly marketing fee of ₹0.5 million and a monthly license fee of ₹0.5 million to our Company.

Further, we have also entered into contract manufacturing agreements dated November 16, 2024 (the “**Belrise Contract Manufacturing Agreements**”) with Badve Autocomps Private Limited and Eximius Infra Tech Solutions LLP, which are members of our Promoter Group, pursuant to which such entities are required to provide contract manufacturing services and supply automotive components on an exclusive basis to our Company, from the effective date of the agreements.

We also enter into related party transactions for, among other things, sale and purchase of products, purchase of materials and services, rental of properties, loans and directors’ remuneration. For further details of our related party transactions, see Note 42 to our Restated Consolidated Financial Information on page 331.

Dependence on a Few Suppliers and Customers

We do not have any material dependence on a single or a few suppliers. However, we are dependent on a few customers. See “*Risk Factors – Revenue from our ten largest customers comprise a significant portion of our revenue from operations. Any failure to maintain our relationship with these customers or any adverse changes affecting their financial condition will have an adverse effect on our business, results of operations, financial condition and cash flows*” on page 35.

Significant Economic Changes

Other than as described above under “— *Significant Factors Affecting our Results of Operations*” on page 380, to the knowledge of our management, there are no other significant economic changes that materially affect or are likely to affect our income from continuing operations.

Unusual or Infrequent Events or Transactions

Except as disclosed in this Draft Red Herring Prospectus, to our knowledge, there have been no “unusual” or “infrequent” events or transactions that have in the past, or may in the future, affect our business operations or future financial performance.

Known Trends or Uncertainties

Our business has been affected and we expect will continue to be affected by the trends identified above in “— *Significant Factors Affecting our Results of Operations*” on page 380 and the uncertainties described in “*Risk Factors*” on page 34. To our knowledge, except as described or anticipated in this Draft Red Herring Prospectus, there are no known factors which we expect will have a material adverse impact on our revenues or income from continuing operations.

Future Relationship Between Cost and Income

Other than as described in this Draft Red Herring Prospectus, to the knowledge of our management, there are no known factors that might affect the future relationship between costs and revenues.

New Products or Business Segments

Other than as described in “*Our Business — Our Strategies*” on page 223, there are no new products or business segments in which we operate or propose to operate.

Seasonality of Business

Our business is subject to seasonality as demand for our products is particularly influenced by the calendar cycle of our OEM customers, who launch new vehicle models through the year. Further, consumer demand for automobiles is generally highest during the months of September and October generally lowest at the end of the calendar year. Also see “*Risk Factors – Our business is subject to seasonality, which may contribute to fluctuations in our results of operations and financial condition*” on page 44.

Significant developments occurring after June 30, 2024

Except as disclosed below and elsewhere in this Draft Red Herring Prospectus, to our knowledge, no circumstances have arisen since June 30, 2024, the date of the last financial statements included in this Draft Red Herring Prospectus, which materially and adversely affect or is likely to affect our operations or profitability, or the value of our assets or our ability to pay our liabilities within the next twelve months.

Investment in an automobile company

The Board of Directors of our Company has accorded its consent to invest in the equity share capital of the automobile company as per resolution approved by Hon’ble National Company Law Tribunal (New Delhi Bench) *vide* its order dated August 23, 2024 in one or more tranches for acquiring 1% stake on such other terms and conditions as may be mutually agreed between the parties.

SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated below, there are no outstanding (i) criminal proceedings (including matters at FIR stage where no / some cognizance has been taken by any court); (ii) actions by statutory or regulatory authorities; (iii) claims for any direct or indirect tax liabilities; or (iv) proceedings (other than proceedings covered under (i) to (ii) above) which have been determined to be material pursuant to the Materiality Policy (as disclosed herein below), involving our Company, Directors, Promoters or Subsidiary (collectively, the “**Relevant Parties**”).

In relation to (iv) above, our Board in its meeting held on November 19, 2024 has considered and adopted a policy of materiality for identification of material litigation / arbitration (“**Materiality Policy**”). In terms of the Materiality Policy, any pending litigation / arbitration proceedings involving the Relevant Parties, other than criminal proceedings, actions by regulatory authorities and statutory authorities, disciplinary action including penalty imposed by SEBI or Stock Exchanges against our Promoters in the last five Financial Years including outstanding action, and tax matters would be considered ‘material’ for the purpose of disclosure in the issue documents, if:

- (i) the monetary claim made by or against the Relevant Parties in any such pending litigation / arbitration proceeding is equivalent to or above (i) 2% of the turnover of the Company, as per the last full year Restated Consolidated Financial Information, equivalent to ₹ 1,511.13 million; or (ii) 2% of net worth of the Company, as per the last full year Restated Consolidated Financial Information, equivalent to ₹ 466.38 million; or (iii) 5% of the average of absolute value of profit or loss after tax for the last three financial years, as per the Restated Consolidated Financial Information, equivalent to ₹ 147.73 million, whichever is lower, being ₹ 147.73 million. Accordingly, outstanding litigation involving the Relevant Parties have been considered material and disclosed in this section where the aggregate amount involved in such litigation is equivalent to or exceeds ₹ 147.73 million; or
- (ii) any litigation which, irrespective of the amount involved in such litigation, involve the Relevant Parties and could have a material adverse effect on the business, operations, performance, prospects, financial position or reputation of the Company; or
- (iii) any such litigation where the decision in one case is likely to affect the decision in similar matters such that the cumulative amount involved in such matters exceeds the threshold as specified in (a) above, even though the amount involved in an individual matter may not exceed the threshold as specified in (a) above.

Further, except as disclosed in this section, there are no (i) disciplinary actions taken against any of our Promoters by SEBI or any stock exchange in the five Fiscals preceding the date of this Draft Red Herring Prospectus; or (ii) litigation involving any Group Companies which may have a material impact on our Company.

For the purposes of the above, pre-litigation notices received by any of the Relevant Parties from third parties (excluding those notices issued by statutory / regulatory / governmental / tax / judicial / quasi-judicial authorities or notices threatening criminal action) shall, unless otherwise decided by the Board, not be considered as litigation and accordingly not be disclosed in the issue documents until such time that Relevant Parties, as applicable, are impleaded as defendants in litigation proceedings before any judicial or arbitral forum.

Further, our Board, in its meeting held on November 19, 2024 has approved that a creditor of our Company shall be considered ‘material’ if the amount due to such creditor exceeds 5% of the consolidated trade payables of our Company as of the end of the most recent period covered in the Restated Consolidated Financial Information. The trade payables of our Company as on June 30, 2024, were ₹ 8,718.24 million. Accordingly, a creditor has been considered ‘material’ if the amount due to such creditor exceeds ₹ 435.91 million as on June 30, 2024. 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 our Company regarding the status of such creditor under the Micro, Small and Medium Enterprises Development Act, 2006, as amended (“**MSME Act**”), read with the rules and notifications thereunder.

Unless stated to the contrary, the information provided below is as of the date of this Draft Red Herring Prospectus. All terms defined in a particular litigation disclosure below are for that particular litigation only.

A. LITIGATION INVOLVING OUR COMPANY

- (i) *Litigation against our Company*

a. Material Civil Litigation

Nil.

b. Criminal Litigation

1. Ashok Kumar Patel (“**Complainant**”) has filed a first information report under Sections 287 and 338 of the Indian Penal Code, 1860 dated July 25, 2023 with the Pithampur Police Station, Dhar, Madhya Pradesh against certain employees of our Company (“**Accused**”). The Complainant has alleged that he was employed as a helper by our Company and would operate machines, if required. The Complainant further alleged that on March 22, 2023 he suffered from an accident and injured his hand while operating the press machine. The matter is currently pending.

c. Actions taken by Regulatory and Statutory Authorities

1. Our Company has received a show-cause notice dated February 6, 2023 (“**SCN**”) from the Deputy Director (Insurance), Sub Regional Office, Employee State Insurance Corporation (“**ESIC**”), Aurangabad, Maharashtra in relation to the alleged non-payment of contribution for the month of March, 2022 to November, 2022. Our Company has filed its reply dated February 20, 2023 to the SCN stating that from March, 2022 till the date of the reply, there was no employee on the rolls of the Company that was covered under ESIC. The matter is currently pending.
2. Our Company has received a show-cause notice dated December 19, 2023 (“**SCN**”) from the Environmental Officer, Regional Office of Karnataka State Pollution Control Board, Kolar, Karnataka in relation to certain alleged non-compliances as per the CAG audit observation number #313 (OBS-1007711) dated October 10, 2023 of the Principal Accountant General (Audit-II), Karnataka, under the provisions of the Water (Prevention and Control of Pollution) Act, 1974, the Air (Prevention and Control of Pollution) Act, 1981 and the Hazardous and Other Waste (Management and Transboundary Movement) Rules, 2016. The alleged instances of non-compliances include (i) fugitive emissions in phosphating section; (ii) emissions from chimneys; (iii) non-working of the effluent treatment plant (“**ETP**”) and the sewage treatment plant (“**STP**”); (iv) non-maintenance of logbooks; (v) non-renewal of hazardous waste authorisation; and (vi) not improving green cover, among others. It has been additionally alleged that similar observations were made in the inspection report of the EO in October, 2022 and that between January and April, 2023, a total of 6 ETP and STP samples were collected and tested of which 2 STP samples were found to be non-compliant. Our Company has filed its reply dated December 26, 2023 to the SCN, along with the requisite documents. Our Company has stated that it has already submitted application dated June 9, 2022 which has been pending on the portal from past 1 year and that it has not received any technical queries with regards to the matter. The matter is currently pending.
3. Our Company has received a notice dated July 10, 2024 from the Labour Inspector, Kolar, Karnataka for production of the following records under the Contract Labour (Regulation and Abolition) Act, 1970 and Karnataka Rules, 1974: (i) certificate of registration / amendment under Rule 18(1) and 20 issued by the registering officer; (ii) register of contractors prescribed under Rule 74; (iii) Form-XXV annual return for 2023 as per Rule 82(2); (iv) acknowledged copy of the notice of commencement / completion of contract work in Form-XXVI as per Rule 82(3); (v) register of wages cum muster rule (proof of disbursement) and particulars of the authorized representative of the principal recorded therein as per Rule 81; (vi) particulars of authorized representatives of the principal present at the place and time of disbursement of wages by contractor to the workmen under Rule 72; and (vii) certificate regarding payment of wages under Rule 73, among others. Our Company through its letter dated July 25, 2024 has submitted the following records: (i) annual returns of principal employer; (ii) certificate of registration; (iii) contract wise wage register; (iv) photograph of rest room facility; and (v) photograph of canteen facility. The matter is currently pending.
4. Our Company has received a show-cause notice dated April 30, 2024 (“**SCN**”) from the Senior Environmental Engineer (Metals), Rajasthan State Pollution Control Board, Jaipur, Rajasthan (“**Board**”), stating its intention to revoke the consent to operate granted to our Company on October 1, 2021 under Sections 25 and 26 of the Water (Prevention and Control of Pollution) Act, 1974 and Section 21 of the Air (Prevention and Control of Pollution) Act, 1981. The Board alleged that an analysis of the sewage treatment plant (“**STP**”) outlet by the state laboratory on February 23, 2024,

indicated that the parameters exceeded the limits prescribed by the Central Pollution Control Board. Our Company filed a reply dated May 14, 2024 to the SCN stating that our Company has formed a committee to upgrade the STP to meet the prescribed limits. The matter is currently pending.

5. Our Company has received a show-cause notice dated November 2, 2023 (“**SCN**”) from the Director, Commission for Air Quality Management in National Capital Region and Adjoining Areas (“**Commission**”) regarding the alleged non-compliance of certain diesel generator (“**DG**”) sets with the statutory direction no. 76 dated September 29, 2023 issued by the Commission. It has been alleged that the DG sets do not have certain emission control devices or systems installed, including the dual fuel kit and the retro emission control device (“**RECD**”). Our Company filed its reply dated November 9, 2023 to the SCN stating that it has placed a purchase order dated November 7, 2023 for the RECD. The matter is currently pending.
6. Our Company has received two show-cause notices, each dated October 31, 2023 (together, the “**SCNs**”), from the Office of the Deputy Director of Industrial Safety and Health-I, Kancheepuram, Sriperumbudur, Tamil Nadu regarding the alleged contravention of certain provisions of the Factories Act, 1948, as amended by the Factories (Amendment) Act, 1987 (“**Act**”) and the Tamil Nadu Factories Rules, 1950 (“**Rules**”) such as (i) Section 7(A)(1)(2) read with Section 41 of the Act and Rule 61E of the Rules; (ii) Section 6(1) of the Act read with Rule 3(1)(2) and 3(5)(b) of the Rules; (iii) Section 6(1) of the Act read with Rule 6(1)(2)(3) of the Rules; (iv) Section 32(a)(b) of the Act; (v) Section 41 of the Act read with Rule 61E of the Rules; (vi) Section 41 of the Act read with Rule 61-K of the Rules; (vii) Section 21(1) of the Act read with Rule 53 Schedule VIII Item 4(2) of the Rules; (viii) Section 35 of the Act read with Rule 58 Schedule I Item (6) of the Rules; (ix) Section 41 of the Act read with Rule 61-O of the Rules; (x) Section 18(1)(4) read with Rule 34 of the Rules; (xi) Section 19(d)(e) of the Act; (xii) Section 6(1) of the Act read with Rule 12B(3)(4) of the Rules; (xiii) Section 61(1)(9) of the Act read with Rule 79 of the Rules; (xiv) Section 62 of the Act read with Rule 80 and 86 of the Rules; (xv) Section 83 of the Act read with Rule 87 of the Rules; (xvi) Section 112 of the Act read with Rule 103 and 77(4) of the Rules; and (xvii) Section 112 of the Act read with Rule 103-B of the Rules. Our Company filed its reply dated November 30, 2023 to the SCNs. The matter is currently pending.
7. Our Company has received a show-cause notice dated May 3, 2022 (“**SCN**”) from the Joint Director, Air Pollution Control, Maharashtra Pollution Control Board, Mumbai, Maharashtra (“**Board**”) in relation to refusal of renewal of the consent to operate dated August 28, 2018 granted by the Board to our Company due to the following alleged non-compliances by our Company: (i) failure to comply with the proposed direction dated November 1, 2022 issued by the Board (“**PD**”); (ii) failure to comply with the condition of recycling of treated effluent to the maximum extent; (iii) usage of substandard effluent on land for gardening purpose; (iv) installation of a hot water generator and certain diesel generator sets without obtaining the permission / consent from the Board; and (v) non-submission of bank guarantee of ₹ 0.20 million among others. Our Company filed its reply dated May 18, 2023 to the SCN showcasing compliance with the alleged non-compliances. The matter is currently pending.
8. Our Company has received a show-cause notice dated April 19, 2023 (“**SCN**”) from the Regional Office Pune-II of the Employees’ Provident Fund Organization, Pune (Akurdi), Maharashtra in relation to certain alleged defaults in paying (i) provident fund contributions under Section 6 of the Employees’ Provident Fund and Miscellaneous Provisions Act, 1952 (“**Act**”); (ii) employees’ pension fund contributions under Section 6A of the Act read with paragraph 3(1) of the Employees’ Pension Scheme, 1995; (iii) administrative charges under paragraph 38 of the Employees’ Provident Fund Scheme, 1952 (“**EPF Scheme**”); and (iv) employees’ deposit linked insurance fund contributions and administrative charges under Section 6(c) of the Act. It has been alleged that our Company has failed to pay the dues within the stipulated time period under paragraph 38 of the EPF Scheme and paragraph 8 of the Employees’ Deposit Linked Insurance Scheme, 1976 for the period February, 2012 to February, 2023. Further, it has been alleged that there was no personal appearance for hearings from our Company on multiple dates due to which the inquiry was concluded for issuance of final order. Consequently, final order dated February 28, 2024 was passed directing our Company to pay penal damages amounting to ₹ 0.16 million under Section 14B of the Act and interest amounting to ₹ 0.20 million under Section 7Q of the Act. The matter is currently pending.
9. Our Company has received a show-cause notice dated October 4, 2022 (“**SCN**”) from the Regional Office of the Employees’ Provident Fund Organization, Haldwani, Uttarakhand (“**RO**”) in relation

to certain alleged non-compliances under the Employees' Provident Fund & Miscellaneous Provisions Act, 1952 and the Employees Provident Fund Scheme, 1952 (“**EPF Scheme**”). An inspection was conducted by the Enforcement Officer (“**EO**”) for the period January, 2016 to February, 2021 and an inspection report dated April 28, 2022 (“**IR**”) was issued wherein the EO noted (i) failure on part of our Company to remit provident fund and allied dues amounting to ₹ 1.31 million for the period October, 2019 to February, 2021 to the employees engaged through M/s. Yuvashakti Foundation; (ii) failure on part of our Company to remit provident fund and allied dues amounting to ₹ 5.76 million for the period January, 2016 to February, 2021 on the allowances given to our employees; (iii) that our Company is liable to pay short remittance dues amounting to ₹ 0.15 million for the period March, 2016 to November, 2020; and (iv) that our Company failed to obtain the mandatory permission as per provisions of paragraph 26(6) of the EPF Scheme for remitting contribution on higher salaries. Our Company filed a reply dated December 4, 2023 against the SCN requesting for re-inspection and re-evaluation of our statutory duties / contribution. Further, our Company alleged, *inter alia*, the IR had clerical error and prayed for the closure of the proceedings. We have received a notice dated May 14, 2024 from the RO for production of records, as mentioned therein, for conducting inspection. The matter is currently pending.

10. Our Company has received a show-cause notice dated November 30, 2023 (“**SCN**”) from the Regional Office of the Employees' Provident Fund Organization, Haldwani, Uttarakhand (“**RO**”) in relation to certain alleged non-compliances under the Employees' Provident Fund & Miscellaneous Provisions Act, 1952 and the Employees Provident Fund Scheme, 1952 (“**EPF Scheme**”). An inspection was conducted by the Area Enforcement Officer (“**AEO**”) and an inspection report dated May 05, 2022 (“**IR**”) was issued wherein the AEO noted (i) failure on part of our Company to remit provident fund and allied dues amounting to ₹ 2.39 million for the period January, 2016 to February, 2021; (ii) that our Company is liable to pay short remittance dues amounting to ₹ 0.01 million; and (iii) that our Company has remitted contribution on higher salaries in respect of number of employees without taking prior mandatory permission as per provisions of paragraph 26(6) of the EPF Scheme. Our Company filed a reply dated December 4, 2023 against the SCN requesting for re-inspection and re-evaluation of our statutory duties / contribution. Further, our Company alleged, *inter alia*, the IR had clerical error and prayed for the closure of the proceedings. The matter is currently pending.
11. Our Company has received a show-cause notice dated May 29, 2023 (“**SCN**”), from the Office of the Labour Officer, Kolar, Karnataka, in pursuance of inspection notice dated April 13, 2023, in relation to presentation of incomplete documents / registers for verification under (i) Contract Labour (Regulation and Abolition) Act, 1970 and Karnataka Rules, 1974; (ii) The Minimum Wages Act, 1948 and rules; (iii) The Equal Remuneration Act, 1976 and Karnataka Rules, 1976; (iv) The Payment of Bonus Act, 1965 and Rules, 1976; (v) The Karnataka Labour Welfare Fund Act, 1965 and Rules, 1968 as amended; (vi) Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996 / Karnataka Rules, 2006; (vii) The Payment of Gratuity Act, 1972 and Karnataka Rules, 1973; (viii) The Karnataka Industrial Establishments (National and Festival Holidays) Act, 1963 and Karnataka Rules, 1964 as amended; (ix) The Child Labour (Prohibition and Regulation) Act, 1986; (x) The Maternity Benefit Act, 1961; and (xi) The Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 (collectively, “**Acts**”). An inspection was conducted, and our Company was instructed to prepare an observation note on the violations under the Acts, correct the violations and produce the complete documents / registers within 3 days from the date of receipt of the SCN. Our Company has successfully submitted the required documents vide letter dated April 24, 2024. The matter is currently pending.
12. Our Company has received a notice for a claim of compensation under Section 10 of the Workmen's Compensation Act, 1923, for an amount of ₹ 2.50 million from the Office of the Labour Court, Sidhi, Madhya Pradesh dated February 10, 2024 made by Ashok Kumar Patel. The matter is currently pending.

(ii) Litigation by our Company

a. Material Civil Litigation

Nil.

b. Criminal Litigation

1. Our Company has filed a first information report dated March 19, 2015 (“**FIR**”) with the Ranjangaon police station, Pune rural, Maharashtra against Ram Dnyanu Patil (“**Accused**”) on account of cheating and forgery under Sections 408, 420 and 465 of the Indian Penal Code, 1860. The Accused served as an accountant and the head of finance department of our Company for a period of 6 years at our Company. Our Company has alleged that during his tenure, the Accused forged signatures of Supriya Shrikant Badve, one of the Directors of our Company, on cheques and has illegally transferred money amounting to ₹ 0.74 million into his own account. The Accused has filed an application for bail before the Sessions Judge, Pune (“**Court**”) on March 27, 2015, which was rejected by the Court vide order dated April 8, 2015. The matter is currently pending.
2. Our Company has filed a first information report dated July 2, 2023 (“**FIR**”) with the Pithampur police station, Dhar, Madhya Pradesh against Abhishek Dwivedi and Harsh Sachan (together, the “**Accused**”) on account of theft under Section 380 of the Indian Penal Code, 1860. Our Company alleged that the Accused stole certain automative parts valued at ₹ 0.25 million from our Company’s plant located at Plot No. 161, Sector 3, Pithampur District, Dhar, Madhya Pradesh and sold them to a ragman. The matter is currently pending.
3. Our Company has filed a first information report dated September 11, 2023 (“**FIR**”) with the Pithampur Police Station, Dhar, Madhya Pradesh on account of theft under Sections 34 and 380 of the Indian Penal Code, 1860 against Karan Singh, Ajeet Dawar and Haider Ali (collectively, the “**Accused**”) alleging *inter alia* that the Accused stole certain automotive parts valued at ₹ 0.09 million from our Company’s plant located at Plot No. 161, Sector 3, Pithampur District, Dhar, Madhya Pradesh on September 11, 2023. The matter is currently pending.
4. Our Company has filed a complaint dated February 27, 2019, under Section 138 of the Negotiable Instruments Act, 1881 and Sections 408 and 420 of the Indian Penal Code, 1860 against Ravindra Kumar before the Court Area / Duty Magistrate, Bhiwadi, Rajasthan alleging dishonour of cheque dated December 15, 2018, amounting to ₹ 0.24 million. The matter is currently pending.
5. Our Company has filed a complaint dated February 22, 2019, under Section 138 of the Negotiable Instruments Act, 1881 and Sections 408 and 420 of the Indian Penal Code, 1860 against Yogesh Kumar Mittal before the Court Area / Duty Magistrate, Bhiwadi, Rajasthan, alleging dishonour of cheque dated December 17, 2018, amounting to ₹ 0.26 million. The matter is currently pending.
6. Our Company has filed a complaint dated November 28, 2016, under Section 138 read with Section 141 of the Negotiable Instruments Act, 1881, against R.N.A. Auto Industries Private Limited and two others before the Additional Civil Judge, Rudrapur, Udham Singh Nagar, Uttarakhand, alleging dishonour of two cheques, each dated July 12, 2016 and amounting to ₹ 0.30 million. The matter is currently pending.
7. Our Company has filed a complaint dated March 2, 2019, under Section 138 read with Sections 141 of the Negotiable Instruments Act, 1881, against Navin Kumar Vats before the Judicial Magistrate First Class, Rudrapur, Udham Singh Nagar, Uttarakhand, alleging dishonour of cheque amounting to ₹ 1.00 million. The matter is currently pending.
8. Our Company has filed a complaint dated March 2, 2019, under Section 138 read with Section 141 of the Negotiable Instruments Act, 1881, against A.K. Enterprises before the Judicial Magistrate, Udham Singh Nagar, Uttarakhand, alleging dishonour of cheque dated September 27, 2018, amounting to ₹ 1.00 million. The matter is currently pending.
9. Our Company has filed a complaint dated July 27, 2019, under Section 138 of the Negotiable Instruments Act, 1881 and Sections 408 and 420 of the Indian Penal Code, 1860 against Ashok Kumar before the Court Area / Duty Magistrate, Bhiwadi, Rajasthan, alleging dishonour of cheque dated December 12, 2018, amounting to ₹ 0.22 million. The matter is currently pending.
10. Our Company has filed a complaint dated February 2, 2016, under Section 138 of the Negotiable Instruments Act, 1881, against Hanuman Stampings and Brijesh Mishra, a partner at Hanuman Stampings, before the Chief Judicial Magistrate, Rudrapur District, Udham Singh Nagar,

Uttarakhand, alleging dishonour of cheque dated December 1, 2015, amounting to ₹ 0.70 million. The matter is currently pending.

11. Our Company has filed a complaint dated November 11, 2014, under Section 138 of the Negotiable Instruments Act, 1881, against Sanjeev Kumar Jha before the Special Judicial Magistrate, Rudrapur District, Udham Singh Nagar, Uttarakhand, alleging dishonour of cheque dated August 25, 2014, amounting to ₹ 0.50 million. The matter is currently pending.

B. LITIGATION INVOLVING OUR SUBSIDIARY

(i) Litigation against our Subsidiary

a. Material Civil Litigation

Nil.

b. Criminal Litigation

Nil.

c. Actions taken by Regulatory and Statutory Authorities

Nil.

(ii) Litigation by our Subsidiary

a. Material Civil Litigation

Nil.

b. Criminal Litigation

Nil.

C. LITIGATION INVOLVING OUR DIRECTORS

(i) Litigation against our Directors

a. Material Civil Litigation

Nil.

b. Criminal Litigation

Nil.

c. Actions taken by Regulatory and Statutory Authorities

Our Director Shrikant Shankar Badve received two summons' dated June 2, 2022 and January 31, 2024, from the Directorate of Enforcement, Ministry of Finance, Government of India, in the matter of Jay Polychem (India) Limited. For further details, see “– Litigation Involving our Promoters” on page 407.

(ii) Litigation by our Directors

a. Criminal Litigation

Nil.

b. Material Civil Litigation

Nil.

D. LITIGATION INVOLVING OUR PROMOTERS

(i) Litigation against our Promoters

a. Material Civil Litigation

Nil.

b. Criminal Litigation

Nil.

c. Actions taken by Regulatory and Statutory Authorities

1. Our Promoter Shrikant Shankar Badve received two summons' dated June 2, 2022 and January 31, 2024, respectively, from the Directorate of Enforcement, Ministry of Finance, Government of India, under the provisions of the Prevention of Money Laundering Act, 2002 in the matter of Jay Polychem (India) Limited, a supplier of our Company. Our Promoter has filed replies dated June 7, 2022 and February 22, 2024, respectively to the summons', setting out the details of the Company's business transaction with Jay Polychem (India) Limited for the purchase of ABS plastic granules, along with the requisite documents. The matter is currently pending.

(ii) Litigation by our Promoters

a. Criminal Litigation

Nil.

b. Material Civil Litigation

Nil.

(iii) Disciplinary actions including penalties imposed by SEBI or a recognised stock exchange in the last five Fiscals

Nil.

E. TAX PROCEEDINGS

Except as disclosed below, there are no outstanding litigations involving claims related to direct and/or indirect taxes involving our Company, Director, Subsidiary and Promoters.

| Nature of the case | Number of cases | (Amount in ₹ million)* |
|--|-----------------|------------------------|
| Litigation involving our Company | | |
| Direct Tax | 4 | 34.47 |
| Indirect Tax | 46 | 335.42 |
| Litigation involving our Directors | | |
| Direct Tax | Nil. | Nil. |
| Indirect Tax | Nil. | Nil. |
| Litigation involving our Subsidiary | | |
| Direct Tax | Nil. | Nil. |
| Indirect Tax | Nil. | Nil. |
| Litigation involving our Promoters | | |
| Direct Tax | Nil. | Nil. |
| Indirect Tax | Nil. | Nil. |

*To the extent quantifiable.

F. LITIGATION INVOLVING OUR GROUP COMPANIES WHICH MAY HAVE A MATERIAL IMPACT ON OUR COMPANY

Nil.

G. OUTSTANDING DUES TO CREDITORS

As of June 30, 2024, our Company has 1,847 creditors, and the aggregate outstanding dues to these creditors by our Company are ₹ 8,718.24 million. Further, our Company owes an amount of ₹ 3,169.65 million to micro, small and medium enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006, as amended. Details of outstanding dues owed to material creditors, micro, small and medium enterprises and other creditors as of June 30, 2024 are set out below:

| Type of Creditors | Number of Creditors | Amount (in ₹ million) |
|--------------------------------------|---------------------|-----------------------|
| Micro, small and medium enterprises* | 873 | 3,169.65 |
| Material creditors | 6 | 4,642.87 |
| Other creditors | 968 | 905.73 |
| Total outstanding dues | 1,847 | 8,718.24 |

As certified by our Statutory Auditors, GSA & Associates LLP, pursuant to their certificate dated November 19, 2024.

**As defined under the Micro, Small and Medium Enterprises Development Act, 2006.*

As per the materiality policy, creditors of our Company to whom our Company owe an amount having a monetary value exceeding 5% of the consolidated trade payables of our Company as of June 30, 2024 (i.e., to whom our Company owes an amount having a monetary value exceeding an amount of ₹ 435.91 million as of June 30, 2024) have been considered as 'material' creditor.

The details pertaining to outstanding dues towards our material creditors are available on the website of our Company, along with their names and the amount involved for each such creditor at www.belriseindustries.com.

H. MATERIAL DEVELOPMENTS

Except as disclosed in “*Management’s Discussion and Analysis of Financial Condition and Results of Operations – Significant developments occurring after June 30, 2024 or significant economic changes that materially affected or are likely to affect income from continuing operations*” on page 400 and as otherwise disclosed in this Draft Red Herring Prospectus, there have not arisen, since the date of the last financial information disclosed in this Draft Red Herring Prospectus, any circumstances which materially and adversely affect, or are likely to affect, our operations, our profitability taken as a whole or the value of our consolidated assets or our ability to pay our liabilities within the next 12 months.

GOVERNMENT AND OTHER APPROVALS

Set out below is an indicative list of consents, licenses, registrations, permissions, and approvals obtained by our Company and its Subsidiary, which are considered necessary for the purposes of undertaking our respective businesses and operations (“**Material Approvals**”). Except as mentioned below, no other Material Approvals are required to undertake the Issue or to carry on the current business activities and operations of our Company or our Subsidiary. Unless otherwise stated, these Material Approvals are valid as on the date of this Draft Red Herring Prospectus and in case of certain Material Approvals which have expired or may expire in their normal course, we have either made an application for renewal, or are in the process of making an application for renewal of such Material Approvals. We have also set out below, Material Approvals or renewals applied for but not received in respect of our Company and its Material Subsidiary, as on the date of this Draft Red Herring Prospectus.

Pursuant to the conversion of our Company into a public limited company and the consequent change of name of our Company, our Company is in the process of changing our name as it appears on various approvals and licenses.

For further details in connection with the applicable regulatory and legal framework within which we operate, see “Key Regulations and Policies in India” beginning on page 250.

I. General Details

a) Incorporation details of our Company

1. Certificate of incorporation dated September 25, 1996, issued to our Company under our former name being “Badve Engineering Private Limited” by the RoC, under the Companies Act, 1956.
2. Fresh certificate of incorporation dated February 18, 2008, issued to our Company under our former name being “Badve Engineering Limited” pursuant to change of name and conversion of our Company to a public limited company by the RoC, under the Companies Act, 1956.
3. Fresh certificate of incorporation dated August 29, 2022, issued to our Company under the name “Belrise Industries Limited” pursuant to change of name of our Company by the RoC, under the Companies Act, 2013.
4. Our Company has been allotted the corporate identity number U73100MH1996PLC102827.

For further details of the incorporation of our Company, see “History and Certain Corporate Matters – Brief History of our Company” on page 259.

b) Approvals relating to the Issue

For details regarding the approvals and authorisations obtained by our Company in relation to the Issue, see “Other Regulatory and Statutory Disclosures – Authority for the Issue” on page 412.

c) Tax related approvals

1. The permanent account number (“**PAN**”) of our Company is AAACB9378F, issued by the Income Tax Department under the Income Tax Act.
2. The tax deduction account number (“**TAN**”) of our Company is NSKB04139C, issued by the Income Tax Department under the Income Tax Act. Further, we have also obtained TAN numbers for our manufacturing facilities under the Income Tax Act.
3. The goods and services tax (“**GST**”) identification number for the Registered Office our Company is 27AAACB9378F1ZG. Further, we have also obtained GST identification number for our manufacturing facilities under applicable central and state GST legislations.
4. Our Company has obtained professional tax certificates, to the extent applicable, for the states where our business operations are situated.

d) Trade-related Approvals

1. Importer exporter code number 0300035918 issued to our Company on June 03, 2016, by the Office of Additional Director General of Foreign Trade, Ministry of Commerce and Industry, Government of India.

e) Regulatory Approvals

1. The legal entity identifier (“LEI”) code number 335800X178A6ZYWEY594 was issued to our Company on January 15, 2023, by Legal Identity Identifier Limited.

II. Material Approvals in relation to our business and operations

In order to operate our automotive manufacturing business in India, we require approvals and/or licenses under various states and centre laws, rules and regulations. These approvals and/or licenses, amongst others, include licenses under the Factories Act, 1948, and the rules made thereunder, as amended, to work a factory for each of our manufacturing facilities. We are required to obtain licenses, approvals, and authorizations, wherever applicable for importation and storage of petroleum issued by the Petroleum and Explosives Safety Organization, under the Static and Mobile Pressure Vessels (Unfired) Rules, 2016, as amended, in relation to some of our manufacturing facilities. Our Company has also obtained approvals for power supply for our plants in Maharashtra and Madhya Pradesh and no objection certificates from various Fire and Rescue Services Departments.

Our Company has obtained certificates of registration for our respective manufacturing facilities issued under the Employees’ Provident Fund and Miscellaneous Provisions Act, 1952, as amended; the Employees’ State Insurance Act, 1948, as amended; and the Contract Labour (Regulation and Abolition) Act, 1970, as amended; and the Payment of Gratuity Act, 1972, as amended.

We are required to obtain environmental clearances, consents to establish, consents to operate and authorizations under the Water (Prevention and Control of Pollution) Act, 1974, as amended, the Air (Prevention and Control of Pollution) Act, 1981, as amended, and authorizations for operating a facility for generation, storage and disposal of hazardous wastes under the Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016, as amended, from respective state pollution control boards, where our manufacturing plants are located and where local laws require such consents and authorizations to be obtained. We have also obtained a no objection certificate for ground water abstraction from the Central Ground Water Authority under the Environmental (Protection) Act, 1986.

Our Company has obtained the material approvals, permits and licenses from the appropriate regulatory and governing authorities required to operate our manufacturing facilities. Certain approvals may have lapsed in their normal course, and we have either made applications to the appropriate authorities for renewal of such licenses and approvals or are in the process of making such applications.

1. Except as stated below, as on the date of this Draft Red Herring Prospectus, there are no Material Approvals applied for, including renewal applications, that have not been received by our Company:

| S. No. | Approval / License | Issuing Authority | Date of expiry | Location for which approval was obtained / has been applied for | Date of application / renewal application |
|--------|---|--|----------------|--|---|
| 1. | Consolidated Consent to Operate and Authorization under the Water (Prevention and Control of Pollution) Act, 1974, the Air (Prevention and Control of Pollution) Act, 1981 and the Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 | Uttarakhand Environment Protection and Pollution Control Board | March 31, 2024 | Badve Engineering Limited Unit - IX, Plot No-15, Sector 10, IIE, Pantnagar (U.S. Nagar), Uttarakhand | March 30, 2024 |
| 2. | Registration under the Contract Labour (Regulation and Abolition) Act, 1970 | Assistant Commissioner of Labour, Pune-4 | - | Optima Auto Private Limited Unit – 5P, A-6/6, MIDC Area, Ranjangaon, Pune, Maharashtra | October 29, 2024 |

| S. No. | Approval / License | Issuing Authority | Date of expiry | Location for which approval was obtained / has been applied for | Date of application / renewal application |
|--------|---|------------------------------------|----------------|---|---|
| 3. | CTE Expansion under the Water (Prevention and Control of Pollution) Act, 1974 and the Air (Prevention and Control of Pollution) Act, 1981 | Tamil Nadu Pollution Control Board | - | Belrise Industries Limited, Plot no. H-12, 13, SF. Nos. 43 (Part) and 44 (Part), Vallam Vadagal Sipcot Industrial Park, Vallam 'A' Village, Sriperumbudur Taluk, Kanchipuram District, Tamil Nadu | March 12, 2024 |

2. Except as stated below, as on the date of this Draft Red Herring Prospectus, there are no material approvals for which applications are yet to be made by our Company:

| S. No. | Approval / License | Issuing Authority | Date of expiry | Location for which approval was obtained |
|--------|--------------------|-------------------|----------------|--|
| 1. | Nil. | Nil. | Nil. | Nil. |

Further, several material approvals and licenses required for our business operations are currently in the previous name of our Company. Our Company has made applications to the relevant authorities, intimating them of the change of name, and accordingly we are in the process of seeking revised licenses or approvals in the new name of our Company.

For details of the risks relating to the material approvals required in relation to our business, see “*Risk Factors*” on page 34.

III. Intellectual Property

Patents

As on the date of this Draft Red Herring Prospectus, we have registered 3 patents with the Patent Office, Government of India under the Patents Act, 1970.

| S. No. | Registration Number | Name of the registered owner of the patent | Date of issuance | Description |
|--------|---------------------|--|------------------|---|
| 1. | 409129 | Badve Engineering Limited | August 28, 2017 | <i>Invention – a method and a system for adjusting pre-load in telescopic front forks shock absorber</i> |
| 2. | 417774 | Savitribai Phule Pune University and Badve Engineering Limited | March 02, 2016 | <i>Invention – a method for automatically adjusting clicking speed of a digital camera</i> |
| 3. | 441041 | Savitribai Phule Pune University and Badve Engineering Limited | March 02, 2016 | <i>Invention – a method and a system to resolve sensor sensitivity of iris biometric system towards interoperable iris patterns</i> |

In addition to the registered patents listed above, as on date of this Draft Red Herring Prospectus, our Company has made applications for registration of 5 patents under the Patents Act, 1970.

| S. No. | Date of Application | Application Number | Description | Application Status |
|--------|---------------------|--------------------|---|--------------------|
| 1. | September 13, 2023 | 202321061749 | <i>Redundant convertor to eliminate auxiliary energy storage system</i> | Filed |
| 2. | September 22, 2023 | 202321063686 | <i>Failsafe design of electric vehicle powertrain system</i> | Filed |
| 3. | September 22, 2023 | 202321063725 | <i>Twin powertrain system for two wheeler electric vehicles</i> | Filed |
| 4. | September 26, 2023 | 202321064461 | <i>Booster winding design for efficient operation of electric vehicle powertrain system</i> | Filed |
| 5. | October 11, 2023 | 202321068174 | <i>Using load shift motor for energy recuperation in two wheeler electric vehicle</i> | Filed |

Trademarks

As on the date of this Draft Red Herring Prospectus, we have obtained 48 trademarks registrations in respect of the name of our Company, our logo and tagline under the Trade Marks Act, 1999.

For details in relation to our intellectual property, see “*Our Business – Intellectual Property*” on page 411 and for risks associated with our intellectual property, see “*Risk Factors*” on page 34.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

The Issue has been authorised by a resolution of our Board passed at its meeting dated November 16, 2024, and by a special resolution of our Shareholders, dated November 19, 2024 in terms of Section 23, 62(1)(c) and all other applicable provisions, if any of the Companies Act, 2013.

This Draft Red Herring Prospectus has been approved by our Board pursuant to its resolution passed on November 19, 2024.

Our Company may, in consultation with the BRLMs, consider a Pre-IPO Placement of specified securities, as may be permitted under the applicable law, aggregating up to ₹ 4,300 million prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the general corporate purposes portion of the Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Issue. Prior to the completion of the Issue, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Issue, or the Issue may be successful and will result in listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and Prospectus.

In-principle listing approvals

Our Company has received in-principle approvals from BSE and NSE for the listing of the Equity Shares pursuant to their letters dated [●] and [●], respectively.

Prohibition by SEBI or any other Governmental Authorities

Our Company, our Promoters, our Directors, the members of the Promoter Group and persons in control of our Company have not been prohibited from accessing the capital markets and have not been debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any jurisdiction or any other authority / court.

Our Directors and Promoters are not directors or promoters of any other company which is debarred from accessing the capital market under any order or direction passed by SEBI or any other authority.

Our Company, Promoters or Directors have neither been declared as wilful defaulters by any bank or financial institution or consortium thereof in accordance with the guidelines on wilful defaulters issued by the RBI nor declared as fraudulent borrower in terms of the circular no. RBI/DBS/2016-17/28 dated July 1, 2016 issued by the RBI, and the SEBI ICDR Regulations.

None of the members of Promoter Group, Group Companies, Subsidiary or their promoters and directors are declared as fraudulent borrowers by the lending banks or financial institutions or consortium, in terms of RBI master circular dated July 1, 2016, and/or wilful defaulters.

Our Promoters and our Directors have not been declared as Fugitive Economic Offenders under Section 12 of Fugitive Economic Offenders Act, 2018.

There are no findings or observations from any of the inspections by SEBI or any other regulatory body in relation to our Company which are material and need to be disclosed, or non-disclosure of which may have a bearing on the investment decisions of Bidders, except as disclosed in this Draft Red Herring Prospectus.

There are no conflicts of interest between suppliers of raw materials and third-party service providers crucial for the operations of our Company, and Promoters, Promoter Group, Key Managerial Personnel, Directors, Subsidiary or the Group Companies and its directors.

Except as disclosed in “*Our Management – Confirmations*”, “*Our Management – Key Managerial Persons and Senior Managerial Persons – Other Confirmations*”, “*Our Promoter and Promoter Group - Interests of Promoters and common pursuits*”, “*Our Group Companies – Confirmations*” and “*History and Certain*

Corporate Matters - Our Subsidiary, joint ventures and associates - Common Pursuits” on pages 271, 287, 290, 297 and 262 respectively there are no conflicts of interest between lessors of immovable properties crucial for the operations of our Company, and our Company, Promoters, Promoter Group, Key Managerial Personnel, Directors, Subsidiary or the Group Companies and its directors.

There have been no inspections of our Company by SEBI or any other regulatory authority governing the operations of the Company.

There are no outstanding warrants, options or rights to convert debentures, loans or other instruments convertible into, or which would entitle any person any option to receive Equity Shares, as on the date of this Draft Red Herring Prospectus.

Compliance with the Companies (Significant Beneficial Owners) Rules, 2018

Our Company, our Directors, our Promoter and members of our Promoter Group are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, to the extent in force and applicable, as on the date of this Draft Red Herring Prospectus.

Directors associated with the Securities Market

None of the Directors are, in any manner, associated with the securities market. There are no outstanding action(s) initiated by SEBI against the Directors of our Company in the five years preceding the date of this Draft Red Herring Prospectus.

Eligibility for the Issue

Our Company is eligible for the Issue in accordance with the eligibility criteria provided under Regulation 6(1) of the SEBI ICDR Regulations, and is in compliance with the conditions specified therein in the following manner:

- (a) Our Company has had net tangible assets of at least ₹30 million, calculated on a restated and consolidated basis, in each of the preceding three full years (of 12 months each), of which not more than 50% are held in monetary assets;
- (b) Our Company has an average operating profit of at least ₹150 million, calculated on a restated and consolidated basis, during the preceding three years (of 12 months each), with operating profit in each of these preceding three years;
- (c) Our Company has a net worth of at least ₹10 million in each of the preceding three full years (of 12 months each), calculated on a restated and consolidated basis; and
- (d) Our Company has not changed its name in the last one year.

Our Company’s restated net tangible assets, monetary assets, monetary assets as a percentage of net tangible assets, operating profit and net worth, derived from the Restated Consolidated Financial Information included in this Draft Red Herring Prospectus, as at and for the Fiscals ended March 31, 2024, March 31, 2023, and March 31, 2022 is set forth below:

(₹ in million, unless otherwise stated)

| Particulars | As at and for the Fiscal ended March 31, 2024 | As at and for the Fiscal ended March 31, 2023 | As at and for the Fiscal ended March 31, 2022 |
|--|--|--|--|
| Net tangible assets, as restated and consolidated ⁽¹⁾ | 23,393.16 | 20,443.77 | 17,355.86 |
| Monetary assets, as restated and consolidated ⁽²⁾ | 2,498.43 | 1,412.04 | 747.28 |
| Monetary assets, as restated, as a percentage of net tangible assets, as restated and consolidated (%) | 10.68 % | 6.91 % | 4.31 % |
| Operating profit, as restated and consolidated ⁽³⁾ | 6,031.09 | 5,687.56 | 5,090.66 |
| Net worth, as restated and consolidated ⁽⁴⁾ | 23,319.16 | 20,382.00 | 17,344.50 |

(1) Net tangible assets have been computed as sum of all net assets of the Company, excluding intangible assets as defined in Indian Accounting Standard (Ind AS) 38 'Intangible Assets', issued by the Institute of Chartered Accountants of India.

(2) Monetary assets means cash and cash equivalents, bank balance other than cash and cash equivalents and non-current bank balances.

(3) *Operating Profit = Net profit after Tax + Finance Cost + Exceptional Item (if any) + Tax Expense – Other Income.*

(4) *Net worth is the aggregate value of the paid-up share capital and all reserves created out of the profits, securities premium account, and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, capital reserve, write-back of depreciation and amalgamation.*

Our Company has operating profits in each of Fiscal 2024, 2023 and 2022 in terms of our Restated Consolidated Financial Information. Our average operating profit for Fiscals 2024, 2023 and 2022 is ₹ 5,603.10 million. For further details, see “*Other Financial Information*” on page 372.

We are currently eligible to undertake the Issue as per Rule 19(2)(b) of the SCRR, read with Regulation 6(1) of the SEBI ICDR Regulations. Accordingly, in terms of Regulation 32(1) of the SEBI ICDR Regulations, we are required to allocate: (i) not more than 50% of the Issue to QIBs, 5% of which shall be allocated to Mutual Funds exclusively; (ii) not less than 15% of the Issue shall be available for allocation to Non-Institutional Bidders, of which one-third shall be available for allocation to Bidders with an application size of more than ₹ 200,000 and up to ₹ 1,000,000 and two-thirds shall be available for allocation to Bidders with an application size of more than ₹ 1,000,000, and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion; and (iii) not less than 35% of the Issue shall be available for allocation to RIBs, subject to valid Bids being received at or above the Issue Price.

Further, in accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Allottees under the Issue shall not less than 1,000, failing which the Bid Amounts received by our Company shall be refunded to the Bidders, in accordance with the SEBI ICDR Regulations and applicable law.

Our Company confirms that it is in compliance with the conditions specified in Regulation 7(1) of the SEBI ICDR Regulations, to the extent applicable, and will ensure compliance with the conditions specified in Regulation 7(2) of the SEBI ICDR Regulations, to the extent applicable. In case of any delay in unblocking the ASBA Accounts within the prescribed timeline under applicable laws, our Company shall be liable to pay interest on the application money in accordance with applicable laws.

Further, our Company confirms that it is not ineligible to make the Issue in terms of Regulation 5 and Regulation 7(1) of the SEBI ICDR Regulations, to the extent applicable. The details of our compliance with Regulation 5 and Regulation 7(1) of the SEBI ICDR Regulations are as follows:

- (a) None of our Company, our Promoters, members of our Promoter Group, or our Directors are debarred from accessing the capital markets by SEBI.
- (b) None of our Promoters or Directors are promoters or directors of companies which are debarred from accessing the capital markets by SEBI.
- (c) None of our Company, our Promoters or Directors is a Wilful Defaulter or a Fraudulent Borrower.
- (d) None of our Promoters or Directors has been declared a Fugitive Economic Offender in accordance with the Fugitive Economic Offenders Act, 2018.
- (e) There are no outstanding warrants, options or rights to convert debentures, loans or other instruments convertible into, or which would entitle any person any option to receive, Equity Shares, as on the date of this Draft Red Herring Prospectus.
- (f) Our Company, along with the Registrar to the Issue, has entered into tripartite agreements dated October 13, 2016 and May 27, 2020 with NSDL and CDSL, respectively, for dematerialization of the Equity Shares.
- (g) The Equity Shares of our Company held by our Promoters are in dematerialised form.
- (h) The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing of this Draft Red Herring Prospectus.
- (i) There is no requirement for us to make firm arrangements of finance under Regulation 7(1)(e) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the fresh issue and existing identifiable accruals.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT RED HERRING PROSPECTUS. THE BRLMs, AXIS CAPITAL LIMITED, HSBC SECURITIES AND CAPITAL MARKETS (INDIA) PRIVATE LIMITED, JEFFERIES INDIA PRIVATE LIMITED AND SBI CAPITAL MARKETS LIMITED HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED 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 THIS DRAFT RED HERRING PROSPECTUS, THE BOOK RUNNING LEAD MANAGERS ARE 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 MANAGERS HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED NOVEMBER 19, 2024, IN THE FORMAT PRESCRIBED UNDER SCHEDULE V (FORM A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED.

THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013, AS AMENDED OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGERS, ANY IRREGULARITIES OR LAPSES IN THIS DRAFT RED HERRING PROSPECTUS.

All legal requirements pertaining to this Issue will be complied with at the time of filing of the Red Herring Prospectus with the RoC including in terms of Section 32 of the Companies Act, 2013. All legal requirements pertaining to this Issue will be complied with at the time of filing of the Prospectus with the RoC, including in terms of Sections 26, 30, 32, 33(1) and 33(2) of the Companies Act, 2013.

Disclaimer from our Company, our Promoters, our Directors and the Book Running Lead Managers

Our Company, our Promoters our Directors and the Book Running Lead Managers accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our website, www.belriseindustries.com, or respective websites of any of the members of our Promoter Group, Group Companies, any affiliate of our Company or our Subsidiary would be doing so at his or her own risk.

The Book Running Lead Managers accept no responsibility, save to the limited extent as provided in the Issue Agreement and the Underwriting Agreement to be entered into between the Underwriters and our Company.

All information shall be made available by our Company and the Book Running Lead Managers to the Bidders and public at large and no selective or additional information would be made available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at Bidding Centres or elsewhere.

Neither our Company nor any member of the Syndicate shall be liable to the Bidders for any failure in uploading the Bids, due to faults in any software or hardware system, or otherwise; the blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on account of any errors, omissions or noncompliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

The Book Running Lead Managers and their respective associates and affiliates in their capacity as principals or agents, as applicable, may engage in transactions with, and perform services for our Company, our Promoter, members of the Promoter Group, the Subsidiary and their respective directors and officers, group companies, affiliates or associates or third parties in the ordinary course of business, and have engaged, or may in the future engage in commercial banking and investment banking transactions with our Company, the Promoters, members of the Promoter Group, the Subsidiary and their respective directors, officers, group companies, affiliates or associates or third parties for which they have received, and may in future receive, compensation. As used herein, the term 'affiliate' means any person or entity that controls or is controlled by or is under common control with another person or entity.

Bidders will be required to confirm, and will be deemed to have represented to our Company, the Underwriters, Book Running Lead Managers and their respective directors, trustees, partners, designated partners, officers, agents, affiliates and representatives, as applicable, that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares, and will not issue, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Underwriters, the Book Running Lead Managers and their respective directors, officers, trustees, partners, designated partners, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares.

Disclaimer in respect of jurisdiction

Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) at Mumbai, India only.

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in equity shares, domestic Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, multilateral and bilateral development financial institutions, state industrial development corporations, regional rural banks, co-operative banks (subject to permission from the RBI), trusts under the applicable trust laws and who are authorised under their respective constitutions to hold and invest in equity shares, public financial institutions as specified under Section 2(72) of the Companies Act, 2013, state industrial development corporations, provident funds (subject to applicable law), National Investment Fund, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, GoI, systemically important NBFCs registered with the RBI, venture capital funds, permitted insurance companies and pension funds (subject to applicable law), permitted non-residents including Eligible NRIs, AIFs, FPIs registered with SEBI and QIBs, and other eligible foreign investors, if any, provided that they are eligible under all applicable laws and regulations to purchase the Equity Shares.

No action has been, or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus has been filed with SEBI for its observations. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus, nor any offer or sale hereunder, shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date of this Draft Red Herring Prospectus or that the information contained herein is correct as of any time subsequent to this date.

This Draft Red Herring Prospectus does not constitute an offer to sell or an invitation to subscribe to Equity Shares offered hereby, in any jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions.

This Draft Red Herring Prospectus does not constitute an invitation to subscribe to or purchase the Equity Shares in the Issue in any jurisdiction, including India. Invitations to subscribe to or purchase the Equity Shares in the Issue will be made only pursuant to the Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Issue, which comprises the Red Herring Prospectus and the preliminary international wrap for the Issue, if the recipient is outside India.

No person outside India is eligible to Bid for Equity Shares in the Issue unless that person has received the preliminary offering memorandum for the Issue, which contains the selling restrictions for the Issue outside India.

Disclaimer clause of BSE

As required, a copy of this Draft Red Herring Prospectus will be submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to filing with the RoC.

Disclaimer clause of NSE

As required, a copy of this Draft Red Herring Prospectus will be submitted to NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to filing with the RoC.

Listing

The Equity Shares issued through the Red Herring Prospectus and the Prospectus are proposed to be listed on the Stock Exchanges. Application will be made to the Stock Exchanges for obtaining permission for listing and trading of the Equity Shares being offered and sold in the Issue and 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 is not granted by the Stock Exchanges, our Company shall forthwith repay, without interest, all monies received from the Bidders in pursuance of the Red Herring Prospectus in accordance with applicable law.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of Equity Shares at the Stock Exchanges are taken within three Working Days from the Bid / Issue Closing Date or within such other period as may be prescribed by SEBI. If our Company does not Allot Equity Shares pursuant to the Issue within two Working Days from the Bid / Issue Closing Date or within such timeline as prescribed by SEBI, it shall repay without interest all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period or such other rate of interest as may be prescribed by SEBI.

Consents

Consents in writing of our Directors, our Company Secretary and Compliance Officer, our Chief Financial Officer, legal counsel to our Company as to Indian law, Indian legal counsel to the Book Running Lead Managers as to Indian law, the Bankers to our Company, our Statutory Auditors, Independent Chartered Accountant, Independent Chartered Engineer, industry data report provider, and the Registrar to the Issue have been obtained; and the consents in writing of the Syndicate Members, Escrow Collection Banks, Public Issue Account Bank, Refund Bank, Sponsor Bank and Monitoring Agency to act in their respective capacities, will be obtained and filed along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act. Further, such consents shall not be withdrawn up to the time of filing this Draft Red Herring Prospectus with RoC.

Experts

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

Our Company has received written consent from our Statutory Auditors, GSA & Associates LLP, to include their name in this Draft Red Herring Prospectus as an “expert” as defined under Section 2(38) read with Section 26 of the Companies Act, 2013, to the extent and in their capacity as the statutory auditor of our Company and in respect of their examination report on our Restated Consolidated Financial Statements dated November 19, 2024 and in respect of the statement of tax benefits dated November 19, 2024. The consent has not been withdrawn as of the date of this Draft Red Herring Prospectus.

Our Company has also received written consent dated November 19, 2024, from Amit Ray & Co., the independent chartered accountant, holding a valid peer review certificate from ICAI, to include their name as required under Section 26(5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus as an “expert” as defined under Section 2(38) of the Companies Act, 2013, in respect of various certifications issued by them in their capacity as independent chartered accountant to our Company on certain

financial and operational information included in this Draft Red Herring Prospectus. The consent has not been withdrawn as of the date of this Draft Red Herring Prospectus.

Our Company has also received written consent dated November 19, 2024, from the independent chartered engineer, Ajay K. Lele, to include their name as required under Section 26(5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus as an “expert” as defined under Section 2(38) of the Companies Act, 2013, in relation to their certificate dated November 19, 2024. The consent of the independent chartered engineer, Ajay K. Lele has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has also received written consent dated November 19, 2024, from CRISIL, to include their name as required under Section 26(5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus as an “expert” as defined under Section 2(38) of the Companies Act, 2013, in relation to their report titled “*Assessment of market potential for sheet metal products, polymer products, suspensions, and EV components in automotive market*” dated October, 2024.

Further, our Company has received written consent dated November 19, 2024, from Paresh Deshpande & Associates, Company Secretaries, to include their name in this Draft Red Herring Prospectus, as an “expert” as defined under Section 2(38) of the Companies Act, 2013, in respect of their search report dated November 19, 2024, in connection with certain untraceable corporate records of our Company, certain details of which have been included in this Draft Red Herring Prospectus.

Our Company has also received written consent dated November 19, 2024, from Ismail Alsaffar Advocates & Legal Advisors L.L.C, qualified to practice law in United Arab Emirates, to include their name in this Draft Red Herring Prospectus as an “expert” as defined under Section 2(38) of the Companies Act, 2013, in respect of their legal opinion dated November 19, 2024, issued by them in their capacity as the legal advisors to our Subsidiary, Badve Engineering Trading FZE. The consent has not been withdrawn as of the date of this Draft Red Herring Prospectus.

Such consents have not been withdrawn as on the date of this Draft Red Herring Prospectus.

Particulars regarding public or rights issues undertaken by our Company and listed group companies, subsidiaries or associate entities during the last five years

There have been no public issues or rights issues undertaken by our Company during the five years immediately preceding the date of this Draft Red Herring Prospectus. Further, our Company does not have any listed group companies, subsidiaries or associates.

Underwriting Commission, Brokerage and Selling Commission paid on previous issues of the Equity Shares during the last five years

Since this is the initial public offering of the Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure public subscription for any of our Equity Shares in the five years preceding the date of this Draft Red Herring Prospectus.

Capital issues during the preceding three years by our Company

Except as disclosed in the section titled “*Capital Structure*” on page 89, our Company has not undertaken any capital issues during the three years immediately preceding the date of this Draft Red Herring Prospectus.

Capital issue during the previous three years by listed subsidiaries, group companies, or associates of our Company

Our Company does not have any listed subsidiary or associate. Further, our Group Companies are not listed on any stock exchange, as on date of this Draft Red Herring Prospectus.

Performance *vis-à-vis* objects - public / rights issue of our Company

Our Company has not undertaken any public issue, including any rights issues to the public in the five years immediately preceding the date of this Draft Red Herring Prospectus.

Performance *vis-à-vis* objects: Public / rights issue of the listed subsidiaries and listed promoter

As of the date of this Draft Red Herring Prospectus, our Company does not have a listed subsidiary company or any listed corporate promoter.

Price information of past issues handled by the Book Running Lead Managers

A. Axis Capital Limited

1. Price information of past issues handled by Axis Capital Limited (during current Fiscal and two Fiscals preceding the current financial year):

| Sr. No. | Issue name | Issue size (₹ millions) | Issue price (₹) | Listing date | Opening price on listing date (in ₹) | +/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing | +/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing | +/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing |
|---------|---|-------------------------|-----------------|--------------|--------------------------------------|---|---|--|
| 1 | Niva Bupa Health Insurance Company Limited ⁽²⁾ | 22,000.00 | 74.00 | 14-Nov-24 | 78.14 | - | - | - |
| 2 | Waaree Energies Limited ⁽²⁾ | 43,214.40 | 1,503.00 | 28-Oct-24 | 2,500.00 | - | - | - |
| 3 | Northern Arc Capital Limited ^{&(2)} | 7,770.00 | 263.00 | 24-Sep-24 | 350.00 | -7.15%, [-5.80%] | - | - |
| 4 | Bajaj Housing Finance Limited ⁽²⁾ | 65,600.00 | 70.00 | 16-Sep-24 | 150.00 | +99.86%, [-1.29%] | - | - |
| 5 | Baazar Style Retail Limited ^{§(1)} | 8,346.75 | 389.00 | 6-Sep-24 | 389.00 | -1.32%, [+0.62%] | - | - |
| 6 | Interarch Building Products Limited ^{‡(2)} | 6,002.87 | 900.00 | 26-Aug-24 | 1,299.00 | +41.04%, [+3.72%] | - | - |
| 7 | Ola Electric Mobility Limited ^{‡(2)} | 61,455.59 | 76.00 | 9-Aug-24 | 91.20 | +44.17%, [+1.99%] | -2.11%, [+0.48%] | - |
| 8 | Akums Drugs and Pharmaceuticals Limited ^{‡(2)} | 18,567.37 | 679.00 | 6-Aug-24 | 725.00 | +32.10%, [+5.03%] | +23.99%, [+0.89%] | - |
| 9 | Emcure Pharmaceuticals Limited ^{‡(2)} | 19,520.27 | 1,008.00 | 10-Jul-24 | 1,325.05 | +27.94%, [-0.85%] | +32.08%, [+1.94%] | - |
| 10 | Stanley Lifestyles Limited ^{‡(1)} | 5,370.24 | 369.00 | 28-Jun-24 | 499.00 | +55.96%, [+2.91%] | +31.29%, [+7.77%] | - |

Source: www.nseindia.com and www.bseindia.com

⁽¹⁾BSE as Designated Stock Exchange

⁽²⁾NSE as Designated Stock Exchange

[&] Offer Price was ₹ 239.00 per equity share to Eligible Employees

[§] Offer Price was ₹ 354.00 per equity share to Eligible Employees

[‡] Offer Price was ₹ 815.00 per equity share to Eligible Employees

[‡] Offer Price was ₹ 69.00 per equity share to Eligible Employees

[‡] Offer Price was ₹ 615.00 per equity share to Eligible Employees

[^] Offer Price was ₹ 918.00 per equity share to Eligible Employees

Notes:

a. Issue Size derived from Prospectus/final post issue reports, as available.

b. The CNX NIFTY or S&P BSE SENSEX is considered as the Benchmark Index as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.

c. Price on NSE or BSE is considered for all of the above calculations as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.

d. In case 30th/90th/180th day is not a trading day, closing price of the previous trading day has been considered.

e. Since 30 calendar days, 90 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.

2. Summary statement of price information of past issues handled by Axis Capital Limited (during the current Fiscal and two Fiscals preceding the current financial year):

| Financial Year | Total no. of IPOs | Total funds raised (₹ in Millions) | Nos. of IPOs trading at discount on as on 30th calendar days from listing date | | | Nos. of IPOs trading at premium on as on 30th calendar days from listing date | | | Nos. of IPOs trading at discount as on 180th calendar days from listing date | | | Nos. of IPOs trading at premium as on 180th calendar days from listing date | | |
|----------------|-------------------|------------------------------------|--|-----------------|---------------|---|-----------------|---------------|--|-----------------|---------------|---|-----------------|---------------|
| | | | Over 50% | Between 25%-50% | Less than 25% | Over 50% | Between 25%-50% | Less than 25% | Over 50% | Between 25%-50% | Less than 25% | Over 50% | Between 25%-50% | Less than 25% |
| 2024-2025* | 15 | 355,642.31 | - | - | 2 | 5 | 5 | 1 | - | - | - | 2 | - | 1 |
| 2023-2024 | 18 | 218,638.22 | - | - | 4 | 2 | 6 | 6 | - | - | 3 | 7 | 4 | 4 |
| 2022-2023 | 11 | 279,285.39 | - | 1 | 6 | - | 2 | 2 | - | 2 | 5 | - | 3 | 1 |

* The information is as on the date of the document

The information for each of the financial years is based on issues listed during such financial year.

Note: Since 30 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.

B. HSBC Securities and Capital Markets (India) Private Limited

1. Price information of past issues handled by HSBC Securities and Capital Markets (India) Private Limited (during the current Fiscal and two Fiscals preceding the current financial year):

| S. No. | Issue Name | Issue Size (₹ million) | Issue price (₹) | Listing Date | Opening Price on listing date (in ₹) | +/- % change in closing price, [+/- % change in closing benchmark]- 30 th calendar days from listing | +/- % change in closing price, [+/- % change in closing benchmark]- 90 th calendar days from listing | +/- % change in closing price, [+/- % change in closing benchmark]- 180 th calendar days from listing |
|--------|------------------------------|------------------------|-----------------|--------------------|--------------------------------------|---|---|--|
| 1 | Hyundai Motor India Limited* | 2,78,556.83 | 1,960.00 | October 22, 2024 | 1,934.00 | NA | NA | NA |
| 2 | JSW Infrastructure Limited# | 28,000.00 | 119.00 | October 3, 2023 | 143.00 | +41.34%, [-2.93%] | +75.04%, [+10.27%] | +106.30%, [+12.42%] |
| 3 | R R Kabel Limited# | 19,640.10 | 1,035.00 | September 20, 2023 | 1,179.00 | +34.45%, [-1.75%] | +64.44%, [+6.76%] | 36.24%, [+8.75%] |

Source: www.nseindia.com; www.bseindia.com

BSE as designated stock exchange

* NSE as designated stock exchange

Notes:

1. Issue size derived from prospectus/final post issue reports, as available.

2. Nifty index and sensex is considered as the benchmark index as per the designated stock exchange (NSE or BSE).

3. Price on designated stock exchange (NSE or BSE) as disclosed by the respective issuer at the time of issue has been considered for all of the above calculations.

4. In case 30th/90th/180th day is not a trading day, closing price on designated stock exchange (NSE or BSE) of the previous trading day has been considered.

5. Discount of ₹ 186 per equity share was offered to eligible employees bidding in the employee reservation portion.

6. Discount of ₹ 98 per equity share was offered to eligible employees bidding in the employee reservation portion.

2. Summary statement of price information of past issues handled by HSBC Securities and Capital Markets (India) Private Limited (during the current Fiscal and two Fiscals preceding the current financial year):

| Financial Year | Total no. of IPOs | Total funds raised (₹ in Millions) | Nos. of IPOs trading at discount on as on 30th calendar days from listing date | | | Nos. of IPOs trading at premium on as on 30th calendar days from listing date | | | Nos. of IPOs trading at discount as on 180th calendar days from listing date | | | Nos. of IPOs trading at premium as on 180th calendar days from listing date | | |
|----------------|-------------------|------------------------------------|--|-----------------|---------------|---|-----------------|---------------|--|-----------------|---------------|---|-----------------|---------------|
| | | | Over 50% | Between 25%-50% | Less than 25% | Over 50% | Between 25%-50% | Less than 25% | Over 50% | Between 25%-50% | Less than 25% | Over 50% | Between 25%-50% | Less than 25% |
| 2024-2025 | 1 | 2,78,556.83 | - | - | - | - | - | - | - | - | - | - | - | - |
| 2023-2024 | 2 | 47,640.10 | - | - | - | - | 2 | - | - | - | - | 1 | 1 | - |
| 2022-2023 | - | - | - | - | - | - | - | - | - | - | - | - | - | - |

Notes:

1. The information is as on the date of this Draft Red Herring Prospectus.
2. The information for each of the financial years is based on issues listed during such financial year.

C. Jefferies India Private Limited

1. Price information of past issues handled by Jefferies India Private Limited (during current Fiscal and two Fiscals preceding the current financial year):

| S. No. | Issue Name | Issue Size (₹ million) | Issue price (₹) | Listing Date | Opening Price on listing date (in ₹) | +/- % change in closing price, [+/- % change in closing benchmark]- 30 th calendar days from listing | +/- % change in closing price, [+/- % change in closing benchmark]- 90 th calendar days from listing | +/- % change in closing price, [+/- % change in closing benchmark]- 180 th calendar days from listing |
|--------|----------------------------------|------------------------|-------------------------|-------------------|--------------------------------------|---|---|--|
| 1 | Swiggy Limited^^ | 113,274.27 | 390.00 ⁽¹⁾ | November 13, 2024 | 420.00 | NA | NA | NA |
| 2 | Sagility India Limited^^ | 21,062.18 | 30.00 ⁽²⁾ | November 12, 2024 | 31.06 | NA | NA | NA |
| 3 | Afcons Infrastructure Limited^^ | 54,300.00 | 463.00 ⁽³⁾ | November 4, 2024 | 426.00 | NA | NA | NA |
| 4 | Waaree Energies Limited^^ | 43,214.40 | 1,503.00 | October 28, 2024 | 2,500.00 | NA | NA | NA |
| 5 | Emcure Pharmaceuticals Limited^^ | 19,520.27 | 1,008.00 | July 10, 2024 | 1,325.05 | +27.94% [-0.85%] | +32.08% [+1.94%] | NA |
| 6 | TBO Tek Limited^^ | 15,508.09 | 920.00 | May 15, 2024 | 1,426.00 | +69.94% [+5.40%] | +84.90% [+9.67%] | +85.23% [+8.77%] |
| 7 | Entero Healthcare Limited^ | 16,000.00 | 1,258.00 ⁽⁴⁾ | February 16, 2024 | 1,149.50 | -19.65% [+0.30%] | -19.84% [+0.77%] | -2.19% [+9.02%] |
| 8 | Concord Biotech Limited^^ | 15,505.21 | 741.00 ⁽⁵⁾ | August 18, 2023 | 900.05 | +36.82% [+4.57%] | +83.91% [+1.89%] | +88.78% [+12.60%] |
| 9 | Mankind Pharma Limited^^ | 43,263.55 | 1,080.00 | May 9, 2023 | 1,300.00 | +37.61% [+2.52%] | +74.13% [+6.85%] | +64.36% [+5.28%] |
| 10 | KFin Technologies^^ | 15,000.00 | 366.00 | December 29, 2022 | 367.00 | -13.55% [-3.22%] | -24.56% [-6.81%] | -4.48% [+2.75%] |

NA- Not Applicable, as the relevant period is not completed.

Data Restricted to last 10 equity initial public issues.

^^NSE as designated stock exchange

^ BSE as designated stock exchange

1. A discount of ₹ 25 per equity was offered to eligible employees bidding in the employee reservation portion.
2. A discount of ₹ 2 per equity was offered to eligible employees bidding in the employee reservation portion.
3. A discount of ₹ 44 per equity was offered to eligible employees bidding in the employee reservation portion.
4. A discount of ₹ 119 per equity was offered to eligible employees bidding in the employee reservation portion.

5. A discount of ₹ 70 per equity was offered to eligible employees bidding in the employee reservation portion.

2. Summary statement of price information of past issues handled by Jefferies India Private Limited (during the current Fiscal and two Fiscals preceding the current financial year):

| Fiscal | Total no. of IPOs | Total amount of funds raised (₹ Mn.) | No. of IPOs trading at discount - 30 th calendar days from listing | | | No. of IPOs trading at premium - 30 th calendar days from listing | | | No. of IPOs trading at discount - 180 th calendar days from listing | | | No. of IPOs trading at premium - 180 th calendar days from listing | | |
|--------------|-------------------|--------------------------------------|---|----------------|---------------|--|----------------|---------------|--|----------------|---------------|---|----------------|---------------|
| | | | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% |
| 2024 – 2025* | 6 | 266,879.21 | - | - | - | 1 | 1 | - | - | - | - | - | - | - |
| 2023 – 2024 | 3 | 74,768.76 | - | - | 1 | - | 2 | - | - | 1 | 2 | - | - | - |
| 2022 – 2023 | 2 | 37,055.70 | - | - | 1 | - | 1 | - | - | 1 | 1 | - | - | - |

* This data covers issues up to YTD.

The information for each of the financial years is based on issues listed during such financial year.

Notes:

1. Data is sourced either from www.nseindia.com or www.bseindia.com, as per the designated stock exchange disclosed by the respective Issuer Company.
 2. Similarly, benchmark index considered is “NIFTY 50” where NSE is the designated stock exchange and “S&P BSE SENSEX” where BSE is the designated stock exchange, as disclosed by the respective Issuer Company.
- 30th, 90th, 180th calendar day from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30th, 90th, 180th calendar day is a holiday, in which case the closing data of the previous trading day has been considered.

D. SBI Capital Markets Limited

1. Price information of past issues handled by SBI Capital Markets Limited (during current Fiscal and two Fiscals preceding the current financial year):

| Sr. No. | Issue Name** | Issue Size (₹ Mn.) | Issue Price (₹) | Listing Date | Opening Price on Listing Date | +/- % change in closing price, [+/- % change in closing benchmark]- 30 th calendar days from listing | +/- % change in closing price, [+/- % change in closing benchmark]- 90 th calendar days from listing | +/- % change in closing price, [+/- % change in closing benchmark]- 180 th calendar days from listing |
|---------|--|--------------------|-----------------|--------------------|-------------------------------|---|---|--|
| 1 | Afcons Infrastructure Limited [#] | 54,300.00 | 463.00 | November 4, 2024 | 430.05 | - | - | - |
| 2 | Godavari Biorefineries Limited [@] | 5,547.50 | 352.00 | October 30, 2024 | 310.55 | - | - | - |
| 3 | Waaree Energies Limited [#] | 43,214.40 | 1,493.00 | October 28, 2024 | 2,500.00 | - | - | - |
| 4 | Bajaj Housing Finance Limited [#] | 65,600.00 | 70.00 | September 16, 2024 | 150.00 | + 99.86% [-1.29%] | - | - |
| 5 | Ola Electric Mobility Limited ^{# (1)} | 61,455.59 | 76.00 | August 9, 2024 | 76.00 | +44.17% [+1.99%] | -2.11% [+0.48%] | - |
| 6 | Bansal Wire Industries Limited [#] | 7,450.00 | 256.00 | July 10, 2024 | 356.00 | +37.40% [-0.85%] | +61.17% [+1.94%] | - |
| 7 | Stanley Lifestyles Limited [@] | 5,370.24 | 369.00 | June 28, 2024 | 499.00 | +55.96% | +31.29% | - |

| Sr. No. | Issue Name** | Issue Size (₹ Mn.) | Issue Price (₹) | Listing Date | Opening Price on Listing Date | +/- % change in closing price, [+/- % change in closing benchmark]- 30 th calendar days from listing | +/- % change in closing price, [+/- % change in closing benchmark]- 90 th calendar days from listing | +/- % change in closing price, [+/- % change in closing benchmark]- 180 th calendar days from listing |
|---------|--|--------------------|-----------------|----------------|-------------------------------|---|---|--|
| | | | | | | [+2.91%] | [+7.77%] | |
| 8 | Dee Development Engineers Limited ⁽²⁾ # | 4,180.15 | 203.00 | June 26, 2024 | 339.00 | +81.16% [+2.25%] | +47.44% [+8.67%] | - |
| 9 | Aadhar Housing Finance Ltd ⁽³⁾ # | 30,000.00 | 315.00 | May 15, 2024 | 315.00 | +25.56% [+5.40%] | +33.89% [+9.67%] | +45.76% [+8.77%] |
| 10 | Bharti Hexacom Ltd [@] | 42,750 | 570.00 | April 12, 2024 | 755.20 | +58.25% [-2.13%] | +85.03% [+7.65%] | +158.31% [+9.95%] |

Source: www.nseindia.com and www.bseindia.com

Notes:

* The 30th, 90th and 180th calendar day computation includes the listing day. If either of the 30th, 90th or 180th calendar days is a trading holiday, the previous trading day is considered for the computation. We have taken the issue price to calculate the % change in closing price as on 30th, 90th and 180th day. We have taken the closing price of the applicable benchmark index as on the listing day to calculate the % change in closing price of the benchmark as on 30th, 90th and 180th day.

** The information is as on the date of this document.

* The information for each of the financial years is based on issues listed during such financial year.

@ The S&P BSE SENSEX index is considered as the Benchmark Index, BSE being the designated stock exchange

The Nifty 50 index is considered as the Benchmark Index, NSE being the designated stock exchange

1 Price for eligible employee was Rs 184.00 per equity share

2 Price for eligible employee was Rs 184.00 per equity share

3 Price for eligible employee was Rs 292.00 per equity share

2. Summary statement of price information of past issues handled by SBI Capital Markets Limited (during the current Fiscal and two Fiscals preceding the current financial year):

| Financial Year | Total no. of IPOs # | Total amount of funds raised (₹ Mn.) | No. of IPOs trading at discount - 30 th calendar days from listing | | | No. of IPOs trading at premium - 30 th calendar days from listing | | | No. of IPOs trading at discount - 180 th calendar days from listing | | | No. of IPOs trading at premium - 180 th calendar days from listing | | |
|----------------|---------------------|--------------------------------------|---|----------------|---------------|--|----------------|---------------|--|----------------|---------------|---|----------------|---------------|
| | | | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% |
| 2024-25* | 10 | 3,19,867.88 | - | - | - | 4 | 3 | - | - | - | - | 1 | 1 | - |
| 2023-24 | 12 | 1,32,353.46 | | | 6 | 2 | 3 | 1 | | | 3 | 5 | 2 | 2 |
| 2022-23 | 3 | 2,28,668.02 | - | 1 | 1 | - | 1 | - | - | 1 | 1 | - | - | 1 |

* The information is as on the date of this Draft Red Herring Prospectus

Date of Listing for the issues is used to determine which financial year that particular issue falls into

Track record of past issues handled by the Book Running Lead Managers

For details regarding the track record of the Book Running Lead Managers, as specified in the SEBI circular bearing reference number CIR/MIRSD/1/2012 dated January 10, 2012, please see the websites of the Book Running Lead Managers as set forth in the table below:

| S. No | Name of the BRLM | Website |
|-------|---|---|
| 1. | Axis Capital Limited | www.axiscapital.co.in |
| 2. | HSBC Securities and Capital Markets (India) Private Limited | https://www.business.hsbc.co.in/engb/regulations/hsbc-securities-and-capital-market |
| 3. | Jefferies India Private Limited | www.jefferies.com |
| 4. | SBI Capital Markets Limited | www.sbicaps.com |

For further details in relation to the BRLM, see “*General Information – Book Running Lead Managers*” on page 80.

Stock market data of the Equity Shares

As the Issue is the initial public offering of the Equity Shares, the Equity Shares are not listed on any stock exchange as on the date of this Draft Red Herring Prospectus, and accordingly, no stock market data is available for the Equity Shares.

Mechanism for redressal of Investor Grievances

The Registrar Agreement provides for retention of records with the Registrar to the Issue for a minimum period of eight years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, subject to agreement with our Company for storage of such records for longer period, in order to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

Bidders can contact the Company Secretary and Compliance Officer and/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. For all Issue related queries and for redressal of complaints, Bidders may also write to the BRLMs or the Registrar to the Issue, in the manner provided below.

All Issue related grievances, other than by Anchor Investors, may be addressed to the Registrar to the Issue, with a copy to the relevant Designated Intermediary, where the Bid cum Application Form was submitted, quoting the full name of the sole or First Bidder, Bid cum Application Form number, Bidder’s DP ID, Client ID, PAN, address of the Bidder, number of Equity Shares applied for, date of Bid cum Application Form, name and address of the relevant Designated Intermediary, where the Bid was submitted and ASBA Account number (for Bidders other than UPI Bidders bidding through the UPI mechanism) in which the amount equivalent to the Bid Amount was blocked or UPI ID in case of UPI Bidders applying through the UPI mechanism in which the amount equivalent to the Bid Amount is blocked. Further, the Bidder shall enclose the Acknowledgement Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

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

For Issue related grievance investors may contact the Book Running Lead Managers, details of which are given in “*General Information*” on page 79.

The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders. Our Company, the BRLMs and the Registrar to the Issue 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. Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post-Issue related problems such as non-receipt of letters

of Allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

SEBI, by way of the SEBI ICDR Master Circular read with circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 (“**March 2021 Circular**”), amended by the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 (“**June 2021 Circular**”), each to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations, has identified the need to put in place measures in order to manage and handle investor issues arising out of the UPI Mechanism *inter alia* in relation to delay in receipt of mandates by Bidders for blocking of funds due to systemic issues faced by Designated Intermediaries/ SCSBs, failure to unblock funds for cancelled/ withdrawn/ deleted cases in the stock exchange platforms, failure to unblock funds in cases of partial allotment by the next working day from the finalisation of basis of allotment, failure to unblock the funds in cases of non-allotment by the Issue Closing Date, SCSBs blocking multiple amounts for the same UPI mechanism, and SCSBs blocking more amount in the investors’ accounts than the application amount.

As per the SEBI ICDR Master Circular read with the March 2021 Circular, and the June 2021 Circular, as amended by the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, each to the extent applicable and not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations, SEBI has prescribed certain mechanisms for initial public offerings to ensure proper management of investor issues arising out of the UPI Mechanism, *inter alia* including (i) identification of a nodal officer by SCSBs for IPO applications processed through UPI as a payment mechanism; (ii) delivery of SMS alerts by SCSBs for blocking and unblocking of UPI Mandate Requests; (iii) periodic sharing of statistical details of mandate blocks/ unblocks, performance of apps and UPI handles, network latency or downtime, etc., by the Sponsor Bank(s) to the intermediaries forming part of the closed user group *vide* email; (iv) limiting the facility of reinitiating UPI Bids to Syndicate Members to once per Bid; and (v) mandating SCSBs to ensure that the unblock process for nonallotted/ partially allotted applications is completed by the closing hours of one Working Day subsequent to the finalisation of the Basis of Allotment.

In terms of the SEBI ICDR Master Circular read with the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22, dated February 15, 2018, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to the SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, each to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations, and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, the investors shall be compensated by the SCSBs in accordance with the SEBI ICDR Master Circular read with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, each to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations, in the events of delayed unblock for cancelled/ withdrawn/ deleted applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for non-allotted/ partially-allotted applications, for the stipulated period.

The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation in compliance with the SEBI ICDR Master Circular read with the SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, and SEBI Master Circular no. SEBI/HO/MIRSD/POD1/P/CIR/2023/70 dated May 17, 2023, to the extent applicable, and not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations. .

Separately, pursuant to the SEBI ICDR Master Circular and the March 2021 Circular (to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations), 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 | Compensation period |
|--|--|--|
| Delayed unblock for cancelled / withdrawn / deleted applications | ₹100 per day or 15% per annum of the Bid Amount, whichever is higher | From the date on which the request for cancellation / withdrawal / deletion is placed on the bidding platform of the Stock Exchanges till the date of actual unblock |
| Blocking of multiple amounts for the same Bid made through the UPI Mechanism | 1. Instantly revoke the blocked funds other than the original application amount; and 2. ₹100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher | From the date on which multiple amounts were blocked till the date of actual unblock |
| Blocking more amount than the Bid Amount | 1. Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount; and 2. ₹100 per day or 15% per annum of the difference amount, whichever is higher | From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock |
| Delayed unblock for non-Allotted / partially Allotted applications | ₹100 per day or 15% per annum of the Bid Amount, whichever is higher | From the Working Day subsequent to the finalisation of the Basis of Allotment till the date of actual unblock |

Further, in the event that there are any delays in resolving the investor grievance beyond the date of receipt of the compliant from the investor, for each day delayed, the BRLMs shall be liable to compensate the investor ₹100 per day or 15% per annum of the Bid Amount, whichever is higher. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

Disposal of Investor Grievances by our Company

Our Company has obtained authentication on the SEBI SCORES platform and will comply with the SEBI master circular (SEBI/HO/OIAE/IGRD/P/CIR/2022/0150) dated November 7, 2022, the SEBI circular (SEBI/HO/OIAE/IGRD/CIR/P/2023/156) dated September 20, 2023 and the SEBI circular (SEBI/HO/OIAE/IGRD/CIR/P/2023/183) dated December 1, 2023, in relation to redressal of investor grievances through SCORES.

Our Company has not received any investor complaint during the three years preceding the date of this Draft Red Herring Prospectus. Further, no investor complaint in relation to our Company is pending as on the date of this Draft Red Herring Prospectus.

Our Company estimate that the average time required by our Company and/or the Registrar to the Issue for the redressal of routine investor grievances shall be 10 to 15 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Manish Kumar, our Company Secretary, as our Compliance Officer and may be contacted in case of any pre-Issue or post-Issue related problems. For details, please see the section entitled “*General Information – Company Secretary and Compliance Officer*” on page 80.

Our Board has also constituted the Stakeholders Relationship Committee which is responsible for redressal of grievances of the security holders of our Company. For further information, please see the section entitled “*Our Management – Corporate Governance - Stakeholders Relationship Committee*” on page 280.

Disposal of investor grievances by listed Group Companies and Subsidiary

As on the date of this Draft Red Herring Prospectus, our Group Companies are not listed on any stock exchange, and therefore there are no investor complaints pending against them. Further, as on the date of this Draft Red Herring Prospectus, our Company does not have a listed subsidiary.

Other confirmations

Any person connected with the Issue shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the Issue, except for fees or commission for services rendered in relation to the Issue.

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

As on the date of this Draft Red Herring Prospectus, our Company has not sought or been granted by SEBI any exemption from complying with any provisions of securities laws.

SECTION VII: ISSUE INFORMATION

TERMS OF THE ISSUE

The Equity Shares being issued and allotted pursuant to the Issue shall be subject to the provisions of the Companies Act, 2013, the SEBI ICDR Regulations, the SCRA, the SCRR, the Memorandum of Association, the Articles of Association, the SEBI Listing Regulations, the terms of this Draft Red Herring Prospectus and the Prospectus, the Bid cum Application Form, the Revision Form, the Abridged Prospectus, the CAN / Allotment Advice and other terms and conditions as may be incorporated in the confirmation of allocation notes (for Anchor Investors), Allotment Advice and other documents and certificates that may be executed in respect of the Issue. The Equity Shares will also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to issue, listing and trading of securities, issued from time to time, by the SEBI, the Government of India, the Stock Exchanges, the RoC, the RBI and/or other authorities to the extent applicable or such other conditions as may be prescribed by such governmental and/or regulatory authority while granting approval for the Issue.

The Issue

The Issue is through a fresh issue of Equity Shares by our Company. The fees and expenses relating to the Issue shall be borne by our Company in the manner as enumerated in the Chapter “*Objects of the Issue - Issue Expenses*” on page 124.

Ranking of the Equity Shares

The Equity Shares being shared and allotted in the Issue will be subject to the provisions of the Companies Act, 2013, SEBI ICDR Regulations, SCRA, SCRR, the Memorandum of Association and Articles of Association and will rank *pari passu* with the existing Equity Shares, including in respect of dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For further information, please see the sections entitled “*Dividend Policy*” and “*Main Provisions of the Articles of Association*” on pages 298 and 464 respectively.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to our Shareholders, as per the provisions of the Companies Act, 2013, the SEBI ICDR Regulations, our Memorandum of Association and Articles of Association, and other applicable laws including any guidelines or directives that may be issued by the Government of India in this respect.

Any dividends declared by our Company, after the date of Allotment, will be payable to the Allottees, in accordance with applicable law. For further details in relation to dividends, please see the section entitled “*Dividend Policy*” and “*Main Provisions of the Articles of Association*” on pages 298 and 464 respectively.

Face Value, Issue Price and Price Band

The face value of each Equity Share is ₹ 5. The Floor Price of the Equity Share is ₹ [●] per Equity Share and the Cap Price of the Equity Shares is ₹ [●] per Equity Share. The Anchor Investor Issue Price is ₹ [●] per Equity Share.

The Issue Price, Price Band and the minimum Bid Lot size for the Issue will be decided by our Company in consultation with the BRLMs, and advertised in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and regional edition of [●], a Marathi newspaper (Marathi being the regional language of Maharashtra, where our Registered Office is located), each with wide circulation, at least two Working Days prior to the Bid / Issue Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading the same on their respective websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the respective websites of the Stock Exchanges. The Issue Price shall be determined by our Company in consultation with the BRLMs, after the Bid / Issue Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process.

At any given point in time, there will be only one denomination for the Equity Shares.

Compliance with Disclosure and Accounting Norms

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

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the provisions of our Articles, our Equity Shareholders will have the following rights:

- Right to receive dividends, if declared;
- Right to attend general meetings and exercise voting powers, unless prohibited by law;
- Right to vote on a poll either in person or by proxy or “e-voting”, in accordance with the provisions of the Companies Act;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive any surplus on liquidation, subject to any statutory and preferential claims being satisfied;
- Right of free transferability of their Equity Shares, subject to applicable laws;
- Such other rights as may be available to a shareholder of a listed public company under the Companies Act, the terms of the SEBI Listing Regulations and our Memorandum of Association and Articles of Association and other applicable laws.

For a detailed description of the main provisions of the Articles of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation/splitting, see “*Main Provisions of the Articles of Association*” on page 464.

Allotment only in dematerialised form

Pursuant to Section 29 of the Companies Act, 2013 and the SEBI IDCR Regulations, the Equity Shares shall be Allotted only in dematerialised form.

As per the SEBI ICDR Regulations, SEBI Listing Regulations, the trading of the Equity Shares shall only be in dematerialised form on the Stock Exchanges. In this context, our Company has entered into the following agreements with the respective Depositories and Registrar to the Issue:

- Tripartite Agreement dated October 13, 2016, between NSDL, our Company and Registrar to the Issue; and
- Tripartite Agreement dated May 27, 2020, between CDSL, our Company and Registrar to the Issue.

Market Lot and Trading Lot

The trading of our Equity Shares on the Stock Exchanges shall only be in dematerialised form, consequent to which, the tradable lot is one Equity Share. Allotment in the Issue will be only in electronic form in multiples of one Equity Share subject to a minimum Allotment of [●] Equity Shares. For the method of Basis of Allotment, see “*Issue Procedure*” on page 441.

Joint Holders

Subject to the provisions contained in our Articles, where two or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint holders with benefits of survivorship.

Jurisdiction

The courts of Mumbai, Maharashtra, India will have exclusive jurisdiction in relation to this Issue.

Nomination facility to Bidders

In accordance with Section 72 of the Companies Act, 2013, read with rules notified thereunder, the sole Bidder, or the first Bidder along with other joint Bidders may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original

holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale / transfer / alienation of Equity Share(s) by the person nominating. A nomination may be cancelled or varied by the shareholder by nominating any other person in place of the present nominee, by giving notice of such cancellation. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013 as mentioned above, shall upon the production of such evidence as may be required by our Board, elect either:

- (a) to register himself or herself as the holder of the Equity Shares; or
- (b) to make such a transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, our Board may thereafter withhold payment of all dividends, interests, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialised form, there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Bidder would prevail. If the Bidder wants to change the nomination, they are requested to inform their respective Depository Participant. Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

Withdrawal of the Issue

Our Company, in consultation with the BRLMs, reserves the right not to proceed with the Issue, in whole or in part thereof, after the Bid / Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two days of the Bid / Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue and inform the Stock Exchanges promptly on which the Equity Shares are proposed to be listed. The R, through the Registrar to the Issue, shall notify the SCSBs and the Sponsor Bank (in case of UPI Bidders using the UPI Mechanism), to unblock the bank accounts of the ASBA Bidders and the Escrow Collection Bank to release the Bid Amounts to the Anchor Investors, within one Working Day from the date of receipt of such notification and also inform the Bankers to the Issue to process refunds to the Anchor Investors, as the case may be. Our Company shall also inform the same to the Stock Exchanges on which the Equity Shares are proposed to be listed. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared, and the Stock Exchanges will also be informed promptly. In terms of the UPI Circulars, in relation to the Issue, the BRLMs will submit reports of compliance with the applicable laws, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it. Further, in case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid / Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding four Working Days from the Bid / Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Notwithstanding the foregoing, this Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment; and (ii) filing of the Prospectus with the RoC. If our Company, in consultation with the BRLMs withdraws the Issue after the Bid / Issue Closing Date and thereafter determines that it will proceed with an issue of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI.

Bid / Issue Programme

| | |
|------------------------------|---------------------|
| BID / ISSUE OPENS ON | ● ⁽¹⁾ |
| BID / ISSUE CLOSES ON | ● ⁽²⁾⁽³⁾ |

⁽¹⁾ 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 / Issue Opening Date in accordance with SEBI ICDR Regulations.

⁽²⁾ Our Company, in consultation with the BRLMs, may consider closing the Bid / Issue Period for QIBs, one day prior to the Bid / Issue Closing Date in accordance with the SEBI ICDR Regulations.

⁽³⁾ UPI mandated end time and date shall be at 5:00p.m. on Bid / Issue Closing Date, i.e., on [●].

An indicative timetable in respect of the Issue is set out below:

| Event | Indicative Date |
|---|-----------------|
| Bid / Issue Closing Date | [●] |
| Finalization of Basis of Allotment with the Designated Stock Exchange | On or about [●] |
| Initiation of refund's (if any, for Anchor Investor)/unblocking of funds from ASBA Account* | On or about [●] |
| Credit of Equity Shares to demat accounts of Allottees | On or about [●] |
| Commencement of trading of the Equity Shares on the Stock Exchanges | On or about [●] |

* In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid / Issue Closing Date for cancelled / withdrawn / deleted ASBA Forms, the Bidder shall be compensated by the intermediary responsible for causing such delay in unblocking in accordance with applicable law, 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 four 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 four Working Days from the Bid / Issue Closing Date by the SCSB responsible for causing such delay in unblocking. Bidder shall be entitled for compensation in the manner specified in the SEBI ICDR Master Circular read with the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, each to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations, 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 and any other applicable law in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation in compliance with the SEBI ICDR Master Circular read with the SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021, SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, and SEBI Master Circular no. SEBI/HO/MIRSD/POD1/P/CIR/2023/70 dated May 17, 2023, to the extent applicable, and not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations.

SEBI through its circular SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, has prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to ₹500,000, shall use UPI. Individual Investors Bidding under the Non-Institutional Portion Bidding for more than ₹ 200,000 and up to ₹ 500,000, using the UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

The above timetable is indicative and does not constitute any obligation or liability on our Company or BRLMs.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges, are taken within three Working Days of the Bid / Issue Closing Date or such other period as may be prescribed, the timetable may change due to various factors, such as extension of the Bid / issue Period by our Company in consultation with the BRLMs, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges. The commencement of trading of Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws.

In terms of the UPI Circulars, in relation to the Issue, the BRLMs will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within three Working Days from the Bid / 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.

SEBI is in the process of streamlining and reducing the post issue timeline for IPOs. Any circulars or notifications from SEBI after the date of this Draft Red Herring Prospectus may result in changes to the above-mentioned timelines. Further, the issue procedure is subject to change to any revised SEBI circulars to this effect.

Submission of Bids (other than Bids from Anchor Investors):

| Bid/Issue Period (except the Bid/Issue Closing Date) | |
|--|--|
| Submission and Revision in Bids | Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time (“IST”)) |
| Bid/Issue Closing Date* | |
| Submission of Electronic Applications (Online ASBA through 3-in-1 accounts) – For Retail Individual Bidders | Only between 10.00 a.m. and up to 5.00 p.m. IST |
| Submission of Electronic Applications (Bank ASBA through Online channels like Internet Banking, Mobile Banking and Syndicate UPI ASBA applications where Bid Amount is up to ₹500,000) | Only between 10.00 a.m. and up to 4.00 p.m. IST |
| Submission of Electronic Applications (Syndicate Non-Retail, Non-Individual Applications) | Only between 10.00 a.m. and up to 3.00 p.m. IST |
| Submission of Physical Applications (Bank ASBA) | Only between 10.00 a.m. and up to 1.00 p.m. IST |
| Submission of Physical Applications (Syndicate Non-Retail, Non-Individual Applications of QIBs and NIIs where Bid Amount is more than ₹500,000) | Only between 10.00 a.m. and up to 12.00 p.m. IST |
| Modification / Revision / cancellation of Bids | |
| Modification of Bids by QIBs and Non-Institutional Bidders categories and modification / cancellation of Bids by Retail Individual Bidders# | Only between 10.00 a.m. and up to 5.00 p.m. IST |

*UPI mandate end time and date was at 5.00 pm on Bid/Issue Closing Date.

QIBs and Non-Institutional Bidders can neither revise their Bids downwards nor cancel / withdraw their Bids.

On the Bid / Issue Closing Date, the Bids, shall be uploaded until:

- until 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 Exchanges, in case of Bids by RIBs.

On Bid / Issue Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received by Retail Individual Bidders, after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

The Registrar to the Issue shall submit the details of cancelled/withdrawn/deleted applications to the SCSB’s on daily basis within sixty 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 and submit a confirmation in respect thereof to the BRLMs and the Registrar to the Issue on a daily basis.

To avoid duplication, the facility of re-initiation provided to Syndicate Members shall preferably be allowed only once per bid / batch and as deemed fit by the Stock Exchanges, after closure of the time for uploading Bids.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account would be rejected.

Due to limitation of time available for uploading the Bids on the Bid / Issue Closing Date, Bidders are advised to submit their Bids one day prior to the Bid / Issue Closing Date and in any case no later than 1:00 p.m. IST on the Bid / Issue Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid / Issue Closing Date, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Issue. Bids and revisions in Bids will be accepted only during Working Days. Bids will be accepted only during Monday to Friday (excluding any public holiday), during the Bid / Issue period. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges. Investors may please note that as per letter no. List/smd/sm/2006 dated July 3, 2006, and letter no. NSE/IPO/25101- 6 dated July 6, 2006, issued by BSE and NSE respectively, Bids and any revision in Bids shall not be accepted on Saturdays and public holidays as declared by the Stock Exchanges. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges.

The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange platform during the Bid / Issue Period till 5.00 pm on the Bid / Issue Closing Date after which the Stock Exchange(s) shall send the bid information to the Registrar to the Issue for further processing.

None among our Company or any member of the Syndicate is liable for any failure in (i) uploading the Bids due to faults in any software/ hardware system or otherwise; and (ii) the blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

Our Company, in consultation with the BRLMs, reserve the right to revise the Price Band during the Bid / Issue Period in accordance with the SEBI ICDR Regulations. The revision in the Price Band shall not exceed 20% on either side, i.e., the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price will not be less than the face value of the Equity Shares. In all circumstances, the Cap Price shall be less than or equal to 120% of the Floor Price. Provided that the Cap Price of the Price Band shall be at least 105% of the Floor Price.

In case of any discrepancy in the data entered in the electronic book vis-à-vis the data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

In case of revision in the Price Band, the Bid / Issue Period shall be extended for at least three additional Working Days after such revision, 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 ten Working Days. Any revision in Price Band, and the revised Bid / Issue Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release and also by indicating the change on the websites of the BRLMs and at the terminals of the Syndicate Members and by intimation to the Designated Intermediaries and Sponsor Banks, as applicable. In case of revision of price band, the Bid lot shall remain the same.

Minimum Subscription

In the event our Company does not receive the minimum subscription in the Issue as specified under Rule 19(2)(b) of the SCRR or the minimum subscription of 90% of the Issue on the Bid / Issue Closing Date; or subscription level falls below aforesaid minimum subscription after the Bid / Issue Closing Date due to withdrawal of Bids or technical rejections or any other reason; or in case of devolvement of Underwriting, aforesaid minimum subscription is not received within sixty days from the date of Bid / Issue Closing Date or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares in the Issue, our Company shall forthwith refund the entire subscription amount received in accordance with applicable law including the SEBI Master Circular for Issue of Capital and Disclosure Requirements. If there is a delay beyond four days after our Company becomes liable to pay the amount, our Company and every Director of our Company, who are officers in default, shall pay interest at the rate of 15% per annum as prescribed under the applicable law.

Further, in terms of Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Bidders to whom the Equity Shares will be Allotted will be not less than 1,000. Failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, our Company shall be liable to pay interest on the application money in accordance with the applicable law.

Under-subscription, if any, in any category except the QIB Portion, would be met with spill-over from the other categories at the discretion of our Company in consultation with the BRLMs, and the Designated Stock Exchange.

Arrangements for Disposal of Odd Lots

Since our Equity Shares will be traded in dematerialised form only and the market lot for our Equity Shares will be one Equity Share, no arrangements for disposal of odd lots are required.

Restrictions, if any on Transfer and Transmission of Equity Shares

Except for lock-in of the pre-Issue Equity Share capital of our Company, lock-in of our Promoter' minimum contribution under the SEBI ICDR Regulations and the Anchor Investor lock-in as provided in "*Capital Structure*", beginning on page 89 and except as provided under our Articles, there are no restrictions on transfer of the Equity Shares. Further, there are no restrictions on transmission of any shares of our Company and on their consolidation or splitting, except as provided in our Articles. For details, see "*Main Provisions of the Articles of Association*", beginning on page 464.

New Financial Instruments

Our Company is not issuing any new financial instruments through this Issue.

ISSUE STRUCTURE

Issue of up to [●] Equity Shares for cash at price of ₹ [●] per Equity Share (including a premium of ₹ [●] per Share) aggregating to ₹ 21,500.00 million. The Issue shall constitute [●] % of the post-Issue paid-up Equity Share capital of our Company. The face value of the Equity Share is ₹ 5 each. The Issue is being made through the Book Building Process. Our Company, in consultation with the BRLMs, may consider issue of specified securities, as may be permitted under the applicable law, aggregating up to ₹ 4,300 million prior to filing of the Red Herring Prospectus with the RoC (“**Pre-IPO Placement**”). The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Issue, subject to compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (“**SCRR**”). The Pre-IPO Placement shall not exceed 20% of the size of the Issue. Prior to the completion of the Issue, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Issue or the Issue may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and Prospectus.

| Particulars | QIBs ⁽¹⁾ | Non-Institutional Bidders | Retail Individual Bidders |
|--|---|---|--|
| Number of Equity Shares available for Allotment/allocation ⁽²⁾ | Not more than [●] Equity Shares aggregating up to ₹ [●] million. | Not less than [●] Equity Shares available for allocation or Issue less allocation to QIB Bidders and RIBs | Not less than [●] Equity Shares available for allocation or Issue less allocation to QIB Bidders and NIIs |
| Percentage of Issue size available for Allotment / allocation ⁽²⁾ | Not more than 50% of the Issue size shall be available for allocation to QIBs. However, 5% of the QIB Category (excluding the Anchor Investor Portion) shall be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining balance QIB category (excluding the Anchor Investor Portion). The unsubscribed portion in the Mutual Fund Portion, if any, will be available for allocation to other QIBs. | Not less than 15% of the Issue, or the Issue less allocation to QIB Bidders and Retail Individual Bidders will be available for allocation, subject to the following: (i) one-third of the Non-Institutional Portion shall be reserved for Bidders with an application size of more than ₹0.20 million and up to ₹1.00 million; and (ii) two-third of the Non-Institutional Portion shall be reserved for allocation to Bidders with application size of more than ₹1.00 million. provided that the unsubscribed portion in either of the sub-categories specified above may be allocated to applicants in the other sub-category of Non-Institutional Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. | Not less than 35% of the Issue or the Issue less allocation to QIB Bidders and NIIs will be available for allocation. |
| Basis of Allotment if respective category is oversubscribed | Proportionate as follows (excluding the Anchor Investor Portion): (a) [●] Equity Shares shall be allocated on a proportionate basis to Mutual Funds only; and | The allotment of specified securities to each Non-Institutional Bidders shall not be less than the minimum application size, subject to the availability of Equity Shares in the Non-Institutional | The allotment to each RIB shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the |

| Particulars | QIBs ⁽¹⁾ | Non-Institutional Bidders | Retail Individual Bidders |
|------------------------------|--|--|--|
| | <p>(b) [●] Equity Shares shall be Allotted on a proportionate basis to all QIBs including Mutual Funds receiving allocation as per (a) above.</p> <p>(c) Up to 60% of the QIB Portion (up to [●] Equity Shares) may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price.</p> | Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis in accordance with the conditions specified in this regard in SEBI ICDR Regulations. | remaining available Equity Shares if any, shall be allotted on a proportionate basis. For details, please see "Issue Procedure" on page 441 |
| Mode of Bidding [^] | ASBA process only (excluding the UPI Mechanism) (except for Anchor Investors) | ASBA process only (including UPI Mechanism for Bids up to ₹0.50 million) | ASBA process only (including the UPI Mechanism) |
| Minimum Bid | Such number of Equity Shares that the Bid Amount exceeds ₹ [●] and in multiples of ₹ [●] Equity Shares thereafter. | Such number of Equity Shares that the Bid Amount exceeds ₹ [●] and in multiples of [●] Equity Shares thereafter. | [●] Equity Shares and in multiples of [●] Equity Shares thereafter. |
| Maximum Bid | Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Issue (excluding the Anchor portion), subject to applicable limits under applicable law. | Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Issue (excluding QIB portion) subject to applicable limits under applicable law. | Such number of Equity Shares in multiples of [●] Equity Shares such that the Bid Amount does not exceed ₹ [●]. |
| Mode of allotment | Compulsorily in dematerialised form | | |
| Bid Lot | [●] Equity Shares and in multiples of [●] Equity Shares thereafter | | |
| Allotment Lot | A minimum of [●] Equity Shares and thereafter in multiples of [●] Equity Share. | | |
| Trading Lot | One Equity Share | | |
| Who can Apply ⁽³⁾ | Public financial institutions as specified in Section 2(72) of the Companies Act 2013, scheduled commercial banks, multilateral and bilateral development financial institutions, mutual fund registered with SEBI, FPIs other than individuals, corporate bodies and family offices, VCFs, AIFs, FVCIs, state industrial development corporation, insurance companies registered with IRDAI, provident fund (subject to applicable law) with minimum corpus of ₹ 250.00 million, pension fund with minimum corpus of ₹250.00 million, in accordance with applicable law and National Investment Fund set up by the Government of India, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important NBFC | Resident Indian individuals, Eligible NRIs, HUFs (in the name of <i>Karta</i>), companies, corporate bodies, scientific institutions societies and trusts, FPIs who are individuals, corporate bodies and family offices which are classified as Category II FPIs and registered with SEBI such that the Bid Amount exceeds ₹ [●] in value. | Resident Indian Individuals, Eligible NRIs, HUF (in the name of <i>Karta</i>) applying for Equity Shares such that the Bid Amount does not exceed ₹ [●] in value. |
| Terms of Payment | In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids. ⁽⁴⁾ | | |

| Particulars | QIBs ⁽¹⁾ | Non-Institutional Bidders | Retail Individual Bidders |
|-------------|---|---------------------------|---------------------------|
| | In case of all other Bidders: Full Bid Amount shall be blocked in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Banks through the UPI Mechanism (for UPI Bidders using the UPI Mechanism) that is specified in the ASBA Form at the time of submission of the ASBA Form. | | |

Assuming full subscription of the Issue

[^]SEBI vide the SEBI ICDR Master Circular read with circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 (to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations), has mandated that ASBA application in Public Issues shall be processed only after the application monies are blocked in the bank accounts of the investors. Accordingly, Stock Exchanges shall, for all categories of investors viz. QIBs, NIIs and RIBs and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.

⁽¹⁾Our Company may, in consultation with the BRLMs, allocate up to 60% of the QIB Category to Anchor Investors on a discretionary basis in accordance with SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being made to other Anchor Investors. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the Net QIB Portion. For further details, see 'Issue Procedure' on page 441.

⁽²⁾ Subject to valid Bids being received at or above the Issue Price. The Issue is being made in accordance with Rule 19(2)(b) of the SCRR read with Regulation 45 of the SEBI ICDR Regulations. The Issue is being made through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Issue shall be available for allocation on a proportionate basis to QIBs, provided that our Company, in consultation with the BRLMs, may allocate up to 60% of the QIB Category to Anchor Investors on a discretionary basis. 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-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Category. 5% of the QIB Category (excluding the Anchor Investor Portion), shall be available for allocation on a proportionate basis to Mutual Funds only and the remainder of the QIB Category 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% of the QIB Category (excluding the Anchor Investor Portion), the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining QIB Category (excluding the Anchor Investor Portion) for proportionate allocation to QIBs. Further, not less than 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders of which one-third of the Non Institutional Bidders will be available for allocation to Bidders with an application size between ₹ 0.20 million to ₹ 1.00 million and two-thirds of the Non-Institutional Bidders will be available for allocation to Bidders with an application size of more than ₹ 1 million and under-subscription in either of these two sub-categories of Non-Institutional Bidders may be allocated to Bidders in the other sub-category of Non-Institutional Bidders in accordance with SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. Further, 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.

Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in the Non-Institutional Category or the Retail Category would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange in accordance with applicable law. However, under-subscription, if any, in the QIB Category will not be allowed to be met with spill-over from other categories or a combination of categories. In terms of Rule 19(2)(b) of the SCRR, the Equity Shares issued in this Issue shall aggregate to at least such percentage of the post-Issue Equity Share capital of our Company (calculated at Issue Price) that will be at least ₹ [●].

⁽³⁾ In the event that a Bid is submitted in joint names, the relevant Bidders should ensure that the depository account is also held in the same joint names and the names are in the same sequence in which they appear in the Bid cum Application Form. The Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such First Bidder would be required in the Bid cum Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.

⁽⁴⁾ In case the Anchor Investor Allocation Price is lower than the Issue Price, the balance amount shall be payable as per the pay-in-date mentioned in the revised CAN. In case the Issue Price is lower than the Anchor Investor Allocation Price, the amount in excess of the Issue Price paid by the Anchor Investors shall not be refunded to them.

Bidders will confirm and will be deemed to have represented to our Company, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares, the Company, Underwriters 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.

The Bids by FPIs with certain structures as described under the section "Issue Procedure" on page 441 and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with the same PAN) may be proportionately distributed.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in any category except QIB Portion, would be allowed to be met with spill over from any other category or combination of categories at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange, on a proportionate basis. Undersubscription, if any, in the QIB Portion would not be allowed to be met with spill-over from other categories or a combination of categories.

ISSUE PROCEDURE

All Bidders should read the General Information Document for investing in public issues prepared and issued in accordance with the circular number SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and UPI Circulars (“**General Information Document**”) which highlights the key rules, processes, and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of Abridged Prospectus accompanying the Bid cum Application Form. The General Information Document is available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue especially in relation to the process for Bids by UPI Bidders through the UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section.

Additionally, Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Issue; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of CAN and Allotment in the Issue; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) Designated Date; (viii) disposal of applications and electronic registration of bids; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of the Companies Act 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 RIBs 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 RIBs 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 (“**T+3 Circular**”) 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 on a mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, had introduced certain additional measures for streamlining the process of initial public issues and redressing investor grievances. Subsequently, the SEBI RTA Master Circular consolidated the aforementioned circulars (excluding SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023) and rescinded these circulars to the extent relevant for the RTAs, and SEBI ICDR Master Circular consolidated the aforementioned circulars and rescinded these circulars to the extent they relate to the SEBI ICDR Regulations. Pursuant to SEBI ICDR Master Circular and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 (to the extent not rescinded by the SEBI ICDR Master Circular), applications made using the ASBA facility in initial public offerings shall be processed only after application monies are blocked in the bank accounts of investors (all categories). In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in T+3 Circular shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and book running lead managers shall continue to coordinate with intermediaries involved in the said process.

Furthermore, pursuant to SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹500,000 shall use the UPI Mechanism. Subsequently, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings (opening on or after September 1, 2022) shall be processed only after application monies are blocked in the bank accounts of investors (all categories). The aforementioned circular should be read together with the SEBI ICDR Master Circular.

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, the Bidder shall be compensated in accordance with applicable law. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, Bidders shall be entitled to compensation in the manner specified in the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended by the T+3 Circular and as superseded by the SEBI ICDR Master Circular, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI Circular. No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and lead managers shall continue to coordinate with intermediaries involved in the said process.

Our Company and the BRLMs 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 Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus.

The BRLMs shall be the nodal entity for any issues arising out of public issuance process.

Further, our Company and the BRLMs are not liable for any adverse occurrence consequent to the implementation of the UPI Mechanism for application in this Issue.

Pursuant to circular no. NSDL/CIR/II/28/2023 dated August 8, 2023, issued by NSDL and circular no. CDSL/OPS/RTA/POLCY/2023/161 dated August 8, 2023 issued by CDSL, our Company may request the Depositories to suspend/ freeze the ISIN in depository system till listing/ trading effective date. Pursuant to the aforementioned circulars, our Company may request the Depositories to suspend/ freeze the ISIN in depository system from or around the date of this Prospectus till the listing and commencement of trading of our Equity Shares. The shareholders who intend to transfer the pre-Issue shares may request our Company and/or the Registrar for facilitating transfer of shares under suspended/ frozen ISIN by submitting requisite documents to our Company and/or the Registrar. Our Company and/or the Registrar would then send the requisite documents along with applicable stamp duty and corporate action charges to the respective depository to execute the transfer of shares under suspended ISIN through corporate action. The transfer request shall be accepted by the Depositories from our Company till one day prior to Bid / Issue Opening Date.

Book Building Procedure

The Issue is being made through the Book Building Process, in terms of Rule 19(2)(b) of the SCRR, read with Regulation 31 of the SEBI ICDR Regulations, in accordance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Issue shall be available for allocation on a proportionate basis to QIBs, provided that our Company in consultation with the BRLMs may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. Further, in the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors out of which (a) one-third of such portion shall be reserved for applicants with application size of more than ₹ 0.20 million and up to ₹ 1.00 million; and (b) two-third of such portion shall be reserved for applicants with application

size of more than ₹ 1.00 million, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Investors 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.

The Equity Shares, on Allotment, shall be traded only in the dematerialised segment of the Stock Exchanges.

Investors must ensure that their PAN is linked with Aadhaar and are in compliance with the notification by the Central Board of Direct Taxes dated February 13, 2020, read with press releases dated June 25, 2021, and September 17, 2021, March 30, 2022, and March 28, 2023.

Bidders should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including the DP ID and the Client ID and the PAN and UPI ID (for UPI Bidders Bidding through the UPI Mechanism), shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form.

Phased implementation of Unified Payments Interface as per the UPI Circulars

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of equity shares and convertibles by introducing an alternate payment mechanism using UPI. Pursuant to the UPI Circulars, UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by UPI Bidders through intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced and implemented the UPI payment mechanism in three phases in the following manner:

1. **Phase I:** This phase was applicable from January 1, 2019, until March 31, 2019, or floating of 5 main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended until June 30, 2019. Under this phase, an RIB also had the option to submit the ASBA Form with any of the intermediary and use his/ her UPI ID for the purpose of blocking funds. The time duration from public issue closure to listing would continue to be six Working Days.
2. **Phase II:** This phase was applicable from July 1, 2019 and the continuation of this phase was extended until March 31, 2020 vide SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019. Under this phase, submission of the ASBA Form by UPI Bidders through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds was discontinued and replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continued to be six Working Days during this phase. Further, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, this phase was extended till further notice.
3. **Phase III:** This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("**T+3 Notification**"). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Issue shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

The Issue is being made under Phase III of the UPI (on a mandatory basis) in accordance with the SEBI ICDR Master Circular and the T+3 Notification (to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations).

Pursuant to the UPI Circulars, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circulars inter alia include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one Working day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being

penalised under the applicable law. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the BRLM will be required to compensate the concerned investor.

Further, in terms of the UPI Circulars, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLMs, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

The processing fees for applications made by UPI Investors may be released to the SCSBs only after such banks provide a written confirmation, in compliance with the SEBI RTA Master Circular in a format as prescribed by SEBI, from time to time, and such payment of processing fees to the SCSBs shall be made in compliance with circulars prescribed by SEBI and applicable law. The Issue will be advertised in all editions of the [●], an English language national daily with wide circulation, all editions of [●], a Hindi national daily newspaper and [●] editions of [●], a Marathi language national daily with wide circulation (Marathi also being the regional language of Maharashtra, where our Registered Office is located), on or prior to the Bid / Issue Opening Date and such advertisement shall also be made available to the Stock Exchanges for the purpose of uploading on their websites.

All SCSBs offering the facility of making applications in public issues shall also provide facility to make applications using UPI. Our Company will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the UPI Bidders using the UPI. NPCI through its circular (NPCI/UPI/OC No. 127/2021-22) dated December 9, 2021 *inter alia* has enhanced the per transaction limit from ₹ 200,000 to ₹ 500,000 for applications using UPI in initial public offerings.

Further, pursuant to SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022 (to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations), all RIBs applying in public issues where the application amount is up to ₹500,000 shall use UPI and shall also provide their UPI ID in the Bid cum Application Form submitted with any of the entities mentioned herein below: (i) a syndicate member; (ii) a stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity); (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for this activity); 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 this activity).

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLMs.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the Abridged Prospectus will be available with the Designated Intermediaries at relevant Bidding Centers and at our Registered and Corporate Office. An electronic copy of the ASBA Form will also be available for download on the websites of NSE (www.nseindia.com) and BSE (www.bseindia.com) at least one day prior to the Bid / Issue Opening Date.

For Anchor Investors, the Anchor Investor Application Form will be available at the offices of the BRLMs.

All Bidders (other than Anchor Investors) must compulsorily use the ASBA process to participate in the Issue. UPI Bidders are mandatorily required to use the UPI Mechanism for submitting their bids to Designated Intermediaries and are allowed to use ASBA process by way of ASBA Forms to submit their bids directly to SCSBs. Anchor Investors are not permitted to participate in this Issue through the ASBA process.

All ASBA Bidders must provide either (i) bank account details and authorization to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form; or (ii) the UPI ID (in case of UPI Bidders), as applicable, in the relevant space provided in the ASBA Form and the ASBA Form that does not contain such details are liable to be rejected. Applications made by the UPI Bidders using third party bank account or using third party linked bank account UPI ID are liable for rejection.

UPI Bidders Bidding using the UPI Mechanism must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Forms that do not contain the UPI ID are liable to be rejected.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the relevant Bidding Centers only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected.

ASBA Bidders may submit the ASBA Form in the manner below:

- (i) RIBs (other than the RIBs using UPI Mechanism) could submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- (ii) UPI Bidders using the UPI Mechanism, could submit their ASBA Forms with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- (iii) QIBs and NIBs not using the UPI Mechanism could submit their ASBA Forms with SCSBs, Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs.

ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Bank(s), as applicable at the time of submitting the Bid. The application made by a Bidder shall only be processed after the Bid amount is blocked in the ASBA account of the Bidder, pursuant to the SEBI ICDR Master Circular and the SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 (to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations). The circulars shall be applicable for all categories of investors viz. QIBs, Non-Institutional Investors and Retail Individual Bidders, and also for all modes through which the applications are processed. Stock Exchanges shall accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked / unblocked.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with the SEBI ICDR Master Circular read with the SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021, and SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, and SEBI Master Circular no. SEBI/HO/MIRSD/POD1/P/CIR/2023/70 dated May 17, 2023, to the extent applicable, and not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations.

The prescribed colour of the Bid cum Application Forms for various categories is as follows:

| Category | Color of Bid cum Application Form * |
|--|-------------------------------------|
| Resident Indians including QIBs, Non-Institutional Investors, Retail Individual Bidders, each resident in India and Eligible NRIs applying on a non-repatriation basis | [●] |
| Non-Residents including FPIs, Eligible NRIs applying on a repatriation basis, FVCIs and registered bilateral and multilateral institutions | [●] |
| Anchor Investors | [●] |

* Excluding electronic Bid cum Application Forms

Notes:

⁽¹⁾ Electronic Bid cum Application forms and the Abridged Prospectus will also be available for download on the website of NSE (www.nseindia.com) and BSE (www.bseindia.com).

⁽²⁾ Bid cum Application Forms for Anchor Investors will be made available at the offices of the BRLMs.

The relevant Designated Intermediaries shall upload the relevant bidding details in the electronic bidding system of the Stock Exchanges. For UPI Bidders using the UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to UPI Bidders for blocking of funds.

In case of ASBA forms, the relevant Designated Intermediaries shall capture and upload the relevant bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchanges.

For ASBA Forms (other than UPI Bidders using UPI Mechanism), Designated Intermediaries (other than SCSBs) shall submit / deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank(s). Further, SCSBs shall upload the relevant Bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchanges and the Stock Exchanges shall accept the ASBA applications in their electronic bidding system only with a mandatory confirmation on the application monies blocked. Stock Exchanges shall validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. Stock Exchanges shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded during the Bid Period and the modification / updation of Bids shall close at 5.00 pm on the Bid / Issue Closing Date.

For UPI Bidders using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis through API integration to enable the Sponsor Bank(s) to initiate UPI Mandate Request to UPI Bidders for blocking of funds. The Sponsor Bank(s) shall initiate a request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. In accordance with BSE Circular no: 20220803-40 and NSE Circular no: 25/2022, each dated August 3, 2022, for all pending UPI Mandate Requests, the Sponsor Bank(s) shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5.00 p.m. on the Bid / Issue Closing Date (“**Cut-Off Time**”). Accordingly, UPI Bidders Bidding using the UPI Mechanism should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders (Bidding through UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank(s), NPCI or the issuer bank) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Bank(s) and the issuer bank. The Sponsor Bank(s) and the Banker(s) to the Issue shall provide the audit trail to the BRLMs for analyzing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in the SEBI ICDR Master Circular read with the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023, to the extent applicable, and not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations.

The Sponsor Bank(s) will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank(s) will undertake reconciliation of all Bid requests and responses throughout their lifecycle on a daily basis and share reports with the BRLMs in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank(s) and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three-way reconciliation with Banks UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Bank(s) on a continuous basis.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such banks provide a written confirmation in compliance with the SEBI ICDR Master Circular read with the SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021, and SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, and SEBI Master Circular no. SEBI/HO/MIRSD/POD1/P/CIR/2023/70 dated May 17, 2023, to the extent applicable, and not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations.

The Sponsor Bank(s) shall host a web portal for intermediaries (closed user group) from the date of Bid / Issue Opening Date till the date of listing of the Equity Shares with details of statistics of mandate blocks / unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Issue Bidding process.

The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the

Equity Shares are being offered and sold (i) within the United States only to persons reasonably believed to be “qualified institutional buyers” (as defined in Rule 144A and referred to in this Draft Red Herring Prospectus as “U.S. QIBs”) pursuant to Section 4(a) of the U.S. Securities Act, and (ii) outside the United States, in offshore transactions, as defined in and in compliance with Regulation S and the applicable laws of the jurisdictions where those offers and sales occur. For the avoidance of doubt, the term “U.S. QIBs” does not refer to a category of institutional investors defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as “QIBs”.

The Equity Shares have not been and will not be registered, listed, or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Electronic Registration of Bids

- 1) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the issue.
- 2) On the Bid / Issue Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as will be disclosed in the Red Herring Prospectus.
- 3) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange platform during the Bid / Issue Period till 5.00 pm on the Bid / Issue Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Issue for further processing.

Participation by our Promoter and member of the Promoter Group of the Company, the Book Running Lead Managers and the Syndicate Members and persons related to Promoter/Promoter Group/the Book Running Lead Managers.

The BRLMs and the Syndicate Members shall not be allowed to purchase Equity Shares in this Issue in any manner, except towards fulfilling their respective underwriting obligations. However, the associates and affiliates of the BRLMs and the Syndicate Members may Bid for Equity Shares in the Issue, either in the QIB Category or in the Non-Institutional Portion as may be applicable to such Bidders, where the allocation is on a proportionate basis, and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the BRLMs and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Except as stated below, neither the BRLMs nor any associate of the BRLMs can apply in the Issue under the Anchor Investor Portion:

- (1) mutual funds sponsored by entities which are associate of the BRLMs;
- (2) insurance companies promoted by entities which are associate of the BRLMs;
- (3) AIFs sponsored by the entities which are associate of the BRLMs;
- (4) Pension funds sponsored by entities which are associates of the BRLMs;
- (5) FPIs other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the BRLMs; or
- (6) Person related to Promoter and the members of the Promoter Group.

The Promoters and members of the Promoter Group shall not participate in the Issue by applying for Equity Shares in the Issue, except in accordance with the applicable law. Further, our Promoter shall not participate by applying for Equity Shares in the Issue.

For the purposes of the above, a QIB and Anchor Investor who has the following rights shall be deemed to be a person related to our Promoter or Promoter Group:

- (1) rights under a shareholders' agreement or voting agreement entered into with our Promoter or Promoter Group;
- (2) veto rights; or
- (3) right to appoint any nominee director on the Board.

Further, an Anchor Investor shall be deemed to be an "associate of the BRLMs" if:

- (1) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or
- (2) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or
- (3) there is a common director, excluding nominee director, amongst the Anchor Investors and the BRLMs.

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations and in addition to details and conditions mentioned in this section the key terms for participating by Anchor Investors are provided below:

- 1) Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the BRLMs;
- 2) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹ 100.00 million. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹ 100.00 million;
- 3) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds;
- 4) Bidding for Anchor Investors will open one Working Day before the Bid / Issue Opening Date, i.e., the Anchor Investor Bidding Date, and will be completed on the same day;
- 5) Our Company in consultation with the BRLMs, may finalise 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:
 - a. maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹ 100.00 million;
 - b. minimum of two and maximum of fifteen Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹ 100.00 million but up to ₹ 2,500.00 million, subject to a minimum Allotment of ₹ 50.00 million per Anchor Investor; and
 - c. in case of allocation above ₹ 2,500.00 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of fifteen Anchor Investors for allocation up to ₹ 2,500.00 million, and an additional ten Anchor Investors for every additional ₹2,500.00 million, subject to minimum Allotment of ₹ 50.00 million per Anchor Investor.
- 6) Allocation to Anchor Investors will be completed on the Anchor Investor Bidding Date. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the BRLMs before the Bid / Issue Opening Date, through intimation to the Stock Exchange.
- 7) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
- 8) If the Issue Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Issue Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors 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.

- 9) 50% Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked-in for a period of 30 days from the date of Allotment and the remaining 50% of the Equity Shares shall be locked-in for a period of 90 days from the date of Allotment.
- 10) Neither the BRLMs or any associate of the BRLMs (except Mutual Funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associate of BRLMs or AIFs sponsored by the entities which are associate of the BRLMs or FPIs, other than individuals, corporate bodies or family offices which are associates of the BRLMs or pension funds sponsored by entities which are associates of the BRLMs sponsored by the entities which are associate of the BRLMs) nor any 'person related to our Promoter or the members of our Promoter Group' shall apply in the Issue under the Anchor Investor Portion.
- 11) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, our Company, in consultation with BRLMs reserves the right to reject any Bid without assigning any reason thereof. Bids made by asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid may be made in respect of each scheme of a Mutual Fund registered with the SEBI and such Bids in respect of more than one scheme of a Mutual Fund will not be treated as multiple Bids, provided that such Bids clearly indicate the scheme for which the Bid is submitted.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds, exchange traded fund sector or industry specific scheme. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by Eligible NRIs

Eligible NRIs may obtain copies of Bid cum Application Form from the offices of the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRIs Bidding on a repatriation basis should authorise their SCsBs or confirm or accept the UPI Mandate Request (in case of UPI Bidders bidding through the UPI Mechanism) to block their Non-Resident External Accounts ("**NRE Account**"), or Foreign Currency Non-Resident Accounts ("**FCNR Account**"), and Eligible NRIs bidding on a non-repatriation basis should authorise their SCsBs or confirm or accept the UPI Mandate Request (in case of UPI Bidders bidding through the UPI Mechanism) to block their Non-Resident Ordinary ("**NRO**") accounts for the full Bid amount, at the time of submission of the Bid cum Application Form. Participation of Eligible NRIs in the Issue shall be subject to the FEMA Regulations.

In accordance with the FEMA NDI Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company. Pursuant to the special resolution dated [●], 2024, passed by our Shareholders, the aggregate ceiling of 10% was raised to 24%.

NRIs applying in the Issue through the UPI Mechanism are advised to enquire with the relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form.

Eligible NRIs will be permitted to apply in the Issue through Channel I or Channel II (as specified in the UPI Circulars). Further, subject to applicable law, Eligible NRIs may use Channel IV (as specified in the UPI Circulars) to apply in the Issue, provided the UPI facility is enabled for their NRE / NRO accounts.

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents ([●] in color). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents ([●] in color).

For details of restrictions on investment by NRIs, see “*Restrictions on Foreign Ownership of Indian Securities*” on page 462.

Bids by HUFs

Bids by Hindu Undivided Families or HUFs should be made in the individual name of the *Karta*. The Bidder should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: ‘Name of sole or first Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta*’. Bids by HUFs will be considered at par with Bids from individuals.

Bids by FPIs

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, i.e., the individual holding of an FPI or an investor group (which means multiple entities registered as foreign portfolio investors and directly or indirectly, having common ownership of more than 50% or common control) shall be below 10% of our post-Issue Equity Share capital on a fully diluted basis. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis, the total investment made by the FPI or investor group will be reclassified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together, with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (i.e., up to 100%). In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company, in consultation with BRLMs, reserve the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Issue are advised to use the Bid cum Application Form for Non-Residents ([●] in color).

To ensure compliance with the above requirement, SEBI, pursuant to its Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable), has directed that at the time of finalization of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Issue to ensure there is no breach of the investment limit, within the timelines for issue procedure, as prescribed by SEBI from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines, and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI is permitted to issue, subscribe to, or otherwise deal in offshore derivative instruments, directly or indirectly, only if it complies with the following conditions:

1. such offshore derivative instruments are issued only by persons registered as Category I FPIs;
2. such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs;
3. such offshore derivative instruments are issued after compliance with the ‘know your client’ norms as specified by SEBI; and
4. such other conditions as may be specified by SEBI from time to time.

An FPI is required to ensure that the transfer of an offshore derivative instruments issued by or on behalf of it, is subject to (a) the transfer being made to persons which fulfil the criteria provided under Regulation 21(1) of the SEBI FPI Regulations (as mentioned above from points (1) to (4)); and (b) prior consent of the FPI is obtained for such transfer, except in cases, where the persons to whom the offshore derivative instruments are to be transferred, are pre-approved by the FPI.

Bids by following FPIs, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Bids:

- FPIs which utilise the multi-investment manager (MIM Structure) structure;
- Offshore derivative instruments which have obtained separate FPI registration for ODI and proprietary derivative investments;

- Sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration;
- FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple investment strategies/sub-funds with identifiable differences and managed by a single investment manager.
- Multiple branches in different jurisdictions of foreign bank registered as FPIs;
- Government and Government related investors registered as Category 1 FPIs; and
- Entities registered as collective investment scheme having multiple share classes.

The Bids belonging to any of the above-mentioned seven structures and having the same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares allotted in the Bid may be proportionately distributed to the applicant FPIs (with same PAN).

In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilise any of the above-mentioned structures and indicate the name of their respective investment managers in such confirmation. In the absence of such compliance from the relevant FPIs with the operational guidelines for FPIs and designated Depository Participants issued to facilitate implementation of SEBI FPI Regulations, such multiple Bids shall be rejected.

Participation of FPIs in the Issue shall be subject to the FEMA Rules.

There is no reservation for Eligible NRI Bidders, AIFs and FPIs. All Bidders will be treated on the same basis with other categories for the purpose of allocation.

For details of investment by FPIs, see “*Restrictions on Foreign Ownership of Indian Securities*” on page 462.

Bids by SEBI registered Alternative Investment Funds, Venture Capital Funds and Foreign Venture Capital Investors

The SEBI AIF Regulations prescribe, amongst others, investment restrictions on AIFs. Pursuant to the repeal of the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, the venture capital funds which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations. The SEBI FVCI Regulations, *inter alia* prescribe the investment restrictions on FVCIs registered with SEBI.

The holding in any company by any individual VCF registered with SEBI should not exceed 25% of the corpus of the VCF. Further, FVCIs can invest only up to 33.33% of the investible funds in various prescribed instruments, including in public offerings. Category I AIFs and Category II AIFs cannot invest more than 25% of the investible funds in one investee company. However, large value funds for accredited investors of Category I AIFs and Category II AIFs may invest up to 50% of the investible funds in an investee company. A category III AIF cannot invest more than 10% of the investible funds in one investee company. However, large value funds for accredited investors of Category III AIFs may invest up to 20% of the investible funds in an investee company.

Participation of VCFs, AIFs or FVCIs in the Issue shall be subject to the FEMA Rules, amended from time to time.

All non-residents investors should note that refunds (in case of Anchor Investors), dividends and other distribution, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company or the BRLMs will not be responsible for the loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Bids made by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be

attached to the Bid cum Application Form. Failing this, our Company, in consultation with BRLMs, reserve the right to reject any Bid without assigning any reason thereof.

Bids by Banking Companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee is required to be attached to the Bid cum Application Form, failing which our Company in consultation with BRLMs, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, and Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016 is 10% of the paid-up share capital of the investee company or 10% of the bank's own paid-up share capital and reserves, as per the last audited balance sheet or a subsequent balance sheet, whichever is less. Further, the aggregate investment in subsidiaries and other entities engaged in financial and non-financial services companies cannot exceed 20% of the bank's paid-up share capital and reserves. A banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company if: (a) the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act or (b) the additional acquisition is through restructuring of debt, or to protect the bank's interest on loans/investments made to a company, provided that the bank is required to submit a time-bound action plan for disposal of such shares (in this sub-clause (b)) within a specified period to the RBI. A banking company would require a prior approval of the RBI to make investment in excess of 30% of the paid-up share capital of the investee company, investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended. Bids by banking Companies should not exceed the investment limits prescribed for them under the applicable laws.

Bids by SCSBs

SCSBs participating in the Issue are required to comply with the terms of the SEBI ICDR Master Circular read with the SEBI circular no. CIR/CFD/DIL/12/2012 dated September 13, 2012 and CIR/CFD/DIL/1/2013 dated January 2, 2013, to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations. SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such an account shall be used solely for the purpose of making applications in public issues and clear demarcated funds should be available in such account for such Bids.

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with BRLMs, reserves the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers, prescribed under IRDAI Investment Regulations, are based on investments in the equity shares of a company, the entire group of the investee company and the industry sector in which the investee company operates. Bidders are advised to refer to the IRDAI Investment Regulations for specific investment limits applicable to them and shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids by Systematically Important Non-Banking Financial Companies

In case of Bids made by Systematically Important NBFCs ("NBFC-SI") registered with RBI, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Bid-cum Application Form. Failing this, our Company, in consultation with BRLMs, reserves the right to reject any Bid, without assigning any reason thereof. NBFC-SI participating in the Issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, Eligible FPIs, AIFs, Mutual Funds, insurance companies, NBFC-SI, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹ 250.00 million (subject to applicable laws) and pension funds with a minimum corpus of ₹250.00 million registered with the Pension Fund Regulatory and Development Authority established under subsection (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company in consultation with BRLMs reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company in consultation with the BRLMs, in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form, subject to such terms and conditions that our Company in consultation with the BRLMs, may deem fit.

Bids by provident funds / pension funds

In case of Bids made by provident funds / pension funds, subject to applicable laws, with minimum corpus of ₹250.00 million, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund / pension fund must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserves the right to reject any Bid, without assigning any reason therefor.

For more information see the General Information Document.

The above information is given for the benefit of the Bidders. Our Company and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus, when filed. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable laws or regulation and as specified in the Red Herring Prospectus, when filed.

In accordance with RBI regulations, OCBs cannot participate in the Issue.

Information for Bidders

The relevant Designated Intermediary will enter a maximum of 3 Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the Acknowledgment Slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such an Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and, or, the BRLMs is cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus or the Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act, 2013 our Company will, after filing the Red Herring Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI ICDR Regulations, in all editions of the [●], an English language national daily with wide circulation, all editions of [●], a Hindi language national daily with wide circulation, [●], a Marathi language national daily with wide circulation (Marathi being the regional language of Maharashtra, where our Registered Office is located). Our Company shall, in the pre-Issue advertisement state the Bid/ Issue Opening Date, the Bid / Issue Closing Date. This advertisement, subject to the

provisions of Section 30 of the Companies Act, 2013 shall be in the format prescribed in Part A of R of the SEBI ICDR Regulations.

Allotment Advertisement

Our Company, the BRLMs and the Registrar shall publish an advertisement in relation to Allotment before commencement of trading, disclosing the date of commencement of trading of the Equity Shares, in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and regional editions of [●], a Marathi newspaper (Marathi being the regional language of Maharashtra, where our Registered Office is located), each with wide circulation.

The above information is given for the benefit of the Bidders/applicants. Our Company and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders/applicants are advised to make their independent investigations and ensure that the number of Equity Shares Bid for does not exceed the prescribed limits under applicable laws or regulations.

Signing of Underwriting Agreement and filing of Prospectus with the RoC

Our Company intends to enter into an Underwriting Agreement with the Underwriters, after the determination of the Issue Price, but prior to the filing of the Prospectus. After signing the Underwriting Agreement, our Company will file the Red Herring Prospectus or the Prospectus with the RoC, as the case maybe. The Prospectus would have details of the Issue Price, Anchor Investor Issue Price, Issue Size, and underwriting arrangements and would be complete in all material respects.

General Instructions

Please note that QIBs and Non-Institutional Investors are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. RIBs can revise or withdraw their Bid(s) until the Bid / Issue Closing Date. Anchor Investors are not allowed to withdraw or lower the size of their Bids after the Anchor Investor Bidding Date.

Do's

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;
2. All Bidders (other than Anchor Investors) should submit their Bids using the ASBA process only;
3. Ensure that you have Bid within the Price Band;
4. Ensure that you have mentioned the correct ASBA Account number (for all Bidders other than UPI Bidders Bidding using the UPI Mechanism) in the Bid cum Application Form and such ASBA account belongs to you and no one else. UPI Bidders using the UPI Mechanism must mention their correct UPI ID and shall use only his / her own bank account which is linked to such UPI ID;
5. UPI Bidders Bidding using the UPI Mechanism shall ensure that the bank, with which they have their bank account, where the funds equivalent to the application amount are available for blocking is UPI 2.0 certified by NPCI before submitting the ASBA Form to any of the Designated Intermediaries;
6. UPI Bidders Bidding using the UPI Mechanism shall make Bids only through the SCSBs, mobile applications and UPI handles whose name appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. UPI Bidders shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019, or in the list as updated on the SEBI website from time to time. An application made using incorrect UPI handle or using a bank account of an SCSB or bank which is not mentioned on the SEBI website is liable to be rejected;
7. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
8. Ensure that the details about the PAN, DP ID, Client ID and UPI ID (where applicable) are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in dematerialised form only;

9. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre within the prescribed time. UPI Bidders using UPI Mechanism, may submit their ASBA Forms with Syndicate, Sub-Syndicate Members, Registered Brokers, RTA or CDP;
10. In case of joint Bids, ensure that First Bidder is the ASBA Account holder (or the UPI-linked bank account holder, as the case may be) and the signature of the First Bidder is included in the Bid cum Application Form;
11. UPI Bidders not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and not with any other Designated Intermediary;
12. Ensure that you have correctly signed the authorization/undertaking box in the Bid cum Application Form or have otherwise provided an authorization to the SCSB or Sponsor Bank(s), as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Issue through the UPI Mechanism, ensure that you authorise the UPI Mandate Request raised by the Sponsor Bank(s) for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;
13. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;
14. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
15. Bidders should ensure that they receive the Acknowledgment Slip or the acknowledgement number duly signed and stamped by a Designated Intermediary, as applicable, for submission of the Bid cum Application Form;
16. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process to any of the Designated Intermediaries;
17. Ensure that you submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
18. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, and (iii) any other category of Bidders, including without limitation, multilateral / bilateral institutions, which may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
19. Ensure that the Demographic Details are updated, true and correct in all respects;
20. 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;
21. Ensure that the category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;
22. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust etc., relevant documents are submitted;

23. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
24. UPI Bidders Bidding, should ensure that they approve the UPI Mandate Request generated by the Sponsor Bank(s) to authorise blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner;
25. Note that in case the DP ID, UPI ID (where applicable), Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, UPI ID (where applicable), Client ID and PAN available in the Depository database, then such Bids are liable to be rejected;
26. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs, and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected;
27. Bids received from FPIs bearing the same PAN shall not be treated as multiple Bids in the event such FPIs utilise the MIM structure, and such Bids have been made with different beneficiary account numbers, Client IDs, and DP IDs;
28. In case of QIBs and NIBs (other than for Anchor Investor and UPI Bidder), ensure that while Bidding through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at <http://www.sebi.gov.in>);
29. Ensure that you have correctly signed the authorization / undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB or the Sponsor Bank(s), as applicable via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;
30. UPI Bidders Bidding using the UPI Mechanism shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his / her UPI PIN. Upon the authorization of the mandate using his / her UPI PIN, the UPI Bidder shall be deemed to have verified the attachment containing the application details of the UPI Bidder Bidding using the UPI Mechanism in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorised the Sponsor Bank(s) to issue a request to block the Bid Amount mentioned in the Bid Cum Application Form in his / her ASBA Account;
31. UPI Bidders should mention valid UPI ID of only the Bidder (in case of single account) and of the First Bidder (in case of joint account) in the Bid cum Application Form;
32. UPI Bidders, who have revised their Bids subsequent to making the initial Bid, should also approve the revised UPI Mandate Request generated by the Sponsor Bank(s) to authorise blocking of funds equivalent to the revised Bid Amount in his / her account and subsequent debit of funds in case of allotment in a timely manner;
33. UPI Bidders who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which UPI Bidders should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank(s) to authorise blocking of funds equivalent to the revised Bid Amount in the ASBA Account;
34. Ensure that Anchor Investors submit their Bid cum Application Forms only to the BRLMs.
35. Ensure that ASBA bidders shall ensure that bids above ₹0.50 million are uploaded only by the SCSBs;
36. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank(s) prior to 5:00 p.m. of the Bid / Issue Closing Date.

37. Investors must ensure that their PAN is linked with Aadhaar and are in compliance with Central Board of Direct Taxes notification dated February 13, 2020, and press releases dated June 25, 2021, and September 17, 2021.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the list displayed on SEBI's website is liable to be rejected.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid / revise Bid Amount to less than the Floor Price or higher than the Cap Price;
3. Do not Bid for a Bid Amount exceeding ₹ 0.20 million (for Bids by Retail Individual Bidders);
4. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;
5. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
6. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
7. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
8. Do not submit the Bid for an amount more than funds available in your ASBA account;
9. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a color prescribed for another category of a Bidder;
10. If you are a UPI Bidder using UPI mechanism, do not submit more than one Bid cum Application Form for each UPI ID;
11. Anchor Investors should not Bid through the ASBA process;
12. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;
13. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
14. Do not submit the General Index Register (GIR) number instead of the PAN;
15. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
16. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
17. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
18. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;
19. Do not Bid on another Bid cum Application Form or the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;
20. Do not Bid for more Equity Shares than what is specified by respective Stock Exchange for each category;
21. If you are a QIB, do not submit your Bid after 3:00 p.m. on the QIB Bid / Issue Closing Date;

22. Do not submit your Bid after 3:00 pm on the Bid / Issue Closing Date;
23. In case of ASBA Bidders (other than 3-in-1 Bids), the Syndicate Members shall ensure that they do not upload any bids above ₹ 0.50 million;
24. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for, exceeds the Issue size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus;
25. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage if you are a QIB or a Non-Institutional Bidder. Retail Individual Bidders may revise or withdraw their Bids on or before the Bid / Issue Closing Date;
26. Do not submit Bids to a Designated Intermediary at a location other than Specified Locations. If you are a UPI Bidder using UPI Mechanism, do not submit the ASBA Form directly with SCSBs;
27. If you are a UPI Bidder which is submitting the ASBA Form with any of the Designated Intermediaries and using your UPI ID for the purpose of blocking of funds, do not use any third-party bank account or third party linked bank account UPI ID;
28. Do not Bid if you are an OCB;
29. UPI Bidders Bidding through the UPI Mechanism using the incorrect UPI handle or using a bank account of an SCSB and/or mobile applications which is not mentioned in the list provided on the SEBI website are liable to be rejected;
30. Do not submit the Bid cum Application Forms to any non-SCSB bank;
31. Do not submit a Bid cum Application Form with third party ASBA Bank Account or UPI ID (in case of Bids submitted by UPI Bidders using the UPI Mechanism).

For helpline details of the BRLMs pursuant to the SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, see 'General Information - Book Running Lead Managers' on page 80.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Grounds for Technical Rejection

In addition to the grounds for rejection of Bids on technical grounds as provided in the General Information Document, Bidders are requested to note that Bids could be rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;
2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;
3. Bids submitted on plain paper;
4. Bids submitted by UPI Bidders using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;
5. Bids under the UPI Mechanism submitted by UPI Bidders using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank(s));
6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;
7. Bids submitted without the signature of the First Bidder or sole Bidder;
8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;

9. ASBA Form by the UPI Bidders by using third party bank accounts or using third party linked bank account UPI IDs;
10. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are “suspended for credit” in terms of SEBI Circular no. CIR/MRD/DP/22/2010 dated July 29, 2010;
11. GIR number furnished instead of PAN;
12. Bids by RIBs with Bid Amount of a value of more than ₹0.20 million (net of retail discount);
13. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals; and
14. Bids accompanied by stock invest, money order, postal order or cash.
15. Bids uploaded by QIBs after 4.00 pm on the QIB Bid / Issue Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid / Issue Closing Date (other than UPI Bidders), and Bids by UPI Bidders uploaded after 5.00 p.m. on the Bid / Issue Closing Date, unless extended by the Stock Exchanges.

In case of any pre-Issue or post Issue related issues regarding demat credit/refund orders/unblocking etc., investors shall reach out to the Company Secretary and Compliance Officer, and the Registrar. For details of the Secretary and Compliance Officer and the Registrar, see ‘*General Information*’ on page 79.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid / Issue Closing Date, the Bidder shall be compensated in accordance with the applicable law. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, Bidders shall be entitled to compensation in the manner specified in the SEBI ICDR Master Circular read with the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

Names of entities responsible for finalizing the Basis of Allotment in a fair and proper manner

The authorised employees of the Designated Stock Exchange, along with the BRLMs and the Registrar to the Issue, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any Allotment in excess of the Equity Shares offered through the Issue through the issue document except in case of oversubscription for the purpose of rounding off to make Allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an Allotment of not more than 1% of the net issue to public may be made for the purpose of making Allotment in minimum lots.

The allotment of Equity Shares to Bidders other than to the RIBs, Non-Institutional Investors and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each RIB shall not be less than the minimum Bid Lot, subject to the availability of shares in RIB category, and the remaining available shares, if any, shall be allotted on a proportionate basis.

The allotment to each Non-Institutional Investors shall not be less than the minimum application size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis and in accordance with the SEBI ICDR Regulations. The Equity Shares available for allocation to Non-Institutional Investors under the Non-Institutional Portion, shall be subject to the following, and in accordance with the SEBI ICDR Regulations: (i) one-third of the portion available to Non-Institutional Investors shall be reserved for Non-Institutional Investors with an application size of more than ₹ 0.20 million and up to ₹ 1 million, and (ii) two-third of the portion available to Non- Institutional Bidders shall be reserved for Non-Institutional Investors with application size of more than ₹ 1 million, provided that the

unsubscribed portion in either of the aforementioned sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Investors. The allotment to each Non-Institutional Bidder shall not be less than the Minimum NIB Application Size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares.

The Allotment of Equity Shares to Anchor Investors shall be on a discretionary basis.

Payment into Escrow Account(s) for Anchor Investors

Our Company in consultation with the BRLMs, in their absolute discretion and in accordance with applicable law, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. Anchor Investors are not permitted to Bid in the Issue through the ASBA process. Instead, Anchor Investors should transfer the Bid Amount (through direct credit, RTGS, or NEFT) to the Escrow Account(s). The payment instruments for payment into the Escrow Account(s) should be drawn in favor of:

1. In case of resident Anchor Investors: '[●]'
2. In case of Non-Resident Anchor Investors: '[●]'

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Banker(s) to the Issue and the Registrar to the Issue to facilitate collections from Anchor Investors.

Depository Arrangements

The Allotment of the Equity Shares in the Issue shall be only in a dematerialised form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). In this context, tripartite agreements had been signed among our Company, the respective Depositories, and the Registrar to the Issue:

- Tripartite Agreement dated October 13, 2016, between NSDL, our Company and Registrar to the Issue; and
- Tripartite Agreement dated May 27, 2020, between CDSL, our Company and Registrar to the Issue.

Undertakings by our Company

Our Company undertakes the following:

1. Adequate arrangements shall be made to collect all Bid cum Application Forms;
2. That the complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily;
3. That all steps will be taken for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed within three Working Days of the Bid / Issue Closing Date or such other time as may be prescribed;
4. 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 our Company;
5. Where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
6. Our Company in consultation with the BRLMs, reserve the right not to proceed with the Issue after the Bid / Issue Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid / Issue Closing Date. The public notice shall be issued in the same newspapers where the pre-Issue advertisements were published. The Stock Exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;

7. That if our Company in consultation with the BRLMs, withdraw the Issue after the Bid / Issue Closing Date, our Company shall be required to file a fresh draft offer document with SEBI, in the event our Company subsequently decides to proceed with the Issue thereafter;
8. That adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders and Anchor Investor Application Form from Anchor Investors;
9. Compliance with all disclosure and accounting norms as may be specified by SEBI from time to time;
10. Except for Pre-IPO Placement, no further issue of Equity Shares shall be made till the Equity Shares offered through the Red Herring Prospectus are listed or until the Bid monies are unblocked in ASBA Account/refunded on account of non-listing, under-subscription, etc; and
11. That if the Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded / unblocked within the time prescribed under applicable law, failing which interest will be due to be paid to the Bidders at the rate prescribed under applicable law for the delayed period.

Utilization of Net Proceeds

Our Board confirms 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 and the details of all monies utilised out of the Issue shall be disclosed, and continued to be disclosed till the time any part of the Issue proceeds remain unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised. Further, details of all monies unutilised shall be disclosed under an appropriate head in the balance sheet of our Company indicating the form in which such unutilised monies have been invested.

Impersonation

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

'Any person who –

- (i) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- (ii) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- (iii) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.'*

The liability prescribed under Section 447 of the Companies Act, 2013 for fraud involving an amount of at least ₹1.00 million or 1% of the turnover of the company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to ten years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹1.00 million or 1% the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to 5 years or with fine which may extend to ₹ 5.00 million or with both.

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 the 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 the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. The Government of India has from time to time made policy pronouncements on foreign direct investment (“**FDI**”) through press notes and press releases.

The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, earlier known as Department of Industrial Policy and Promotion (“**DPIIT**”) issued the Consolidated FDI Policy Circular of 2020 (“**Consolidated FDI Policy**”) by way of circular bearing DPIIT file number 5(2)/2020-FDI Policy dated October 15, 2020, which with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular.

On October 17, 2019, Ministry of Finance, Department of Economic Affairs, had notified the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 (“**FEMA Rules**”) which had replaced the Foreign Exchange Management (Transfer and Issue of Security by a Person Resident Outside India) Regulations 2017. Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country (“**Restricted Investors**”), will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Rules. Moreover, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction / purview, such subsequent change in the beneficial ownership will also require approval of the Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Rules. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020 issued on December 8, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank or fund in India. These investment restrictions shall also apply to subscribers of offshore derivative instruments.

Each Bidder should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar in writing about such approval along with a copy thereof within the Issue Period.

Currently, foreign investment in the manufacturing sector is under automatic route. Manufacturing activities may be either self-manufacturing by the investee entity or contract manufacturing in India through a legally tenable contract, whether on principal to principal or principal to agent basis. Further, a manufacturer is permitted to sell its products manufactured in India through wholesale and/or retail, including through e-commerce, without Government approval.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the Consolidated FDI Policy and such transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI and RBI.

The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold (i) within the United States only to persons reasonably believed to be “qualified institutional buyers” (as defined in Rule 144A and referred to in this Draft Red Herring Prospectus as “U.S. QIBs”) pursuant to Section 4(a) of the U.S. Securities Act, and (ii) outside the United

States, in offshore transactions, as defined in and in compliance with Regulation S and the applicable laws of the jurisdictions where those offers and sales occur. For the avoidance of doubt, the term “U.S. QIBs” does not refer to a category of institutional investors defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as “QIBs”.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Bidders. Our Company and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for does not exceed the applicable limits under laws or regulations.

SECTION VIII: MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

Capitalised terms used in this section have the meaning that has been given to such terms in the Articles of Association of our Company. Pursuant to Schedule I of Companies Act, 2013 and the SEBI ICDR Regulations, the main provisions of the Articles of Association of our Company are detailed below. Further, except for the following, there is no material clause of Article of Association which have been left out from disclosure having a bearing on the Issue:

THE COMPANIES ACT, 2013
ARTICLE OF ASSOCIATION
OF
¹BELRISE INDUSTRIES LIMITED
(“Erstwhile known as Badve Engineering Limited”)
COMPANY LIMITED BY SHARES

(Company Incorporated under Companies Act, 1956)

The following regulations comprised in these Articles of Association were adopted pursuant to members’ resolution passed at the Extra Ordinary general meeting of the Company held on 14th August, 2017 in substitution for, and to the entire exclusion of, the earlier regulations comprised in the extant Articles of Association of the Company.

CONSTITUTION OF THE COMPANY

The regulations contained in the Table marked ‘F’ in Schedule I to the Companies Act, 2013 shall not apply to the Company, except in so far as the same are repeated, contained or expressly made applicable in these Articles or by the said Act, which shall be the regulations for the management of the company.

INTREPRETATION

I. (1) In these regulations

“the Act” means the Companies Act, 2013,

~~²“the seal” means the common seal of the company.~~ *Omitted*

“Articles” means these Articles of Association as may, from time to time, be Altered by special resolution.

“Annual General Meeting” means a general meeting of the members held in accordance with the provisions of Section 96 of the Act or any adjourned meeting thereof

“Auditors” means and include those persons appointed as such for the time being by the Company or, where so permitted by Applicable Law, by its Board

“Applicable Law” means the Act, and as appropriate, includes any statute, law, listing agreement, regulation, ordinance, rule, judgment, order, decree, bye-law, clearance, directive, guideline, policy, requirement, notifications and clarifications or other governmental instruction or any similar form of decision of, or determination by, or any interpretation or administration having the force of law of any of the foregoing, by any governmental authority having jurisdiction over the matter in question, or mandatory standards as may be applicable from time to time.

“Beneficial Owner” means and include beneficial owner as defined in clause (a) sub-Section (1) of Section 2 of the Depositories Act, 1996 or such other Act as may be applicable

“Board Meeting” means a meeting of the Directors or a committee thereof duly called and constituted

¹ The Change in name of the Company, without changing its Main Objects, was approved by the Members of the Company at their Extra Ordinary General Meeting held on 23rd August, 2022.

² The Seal of the Company was omitted by the Members of the Company by way of a special resolution passed at the 24th Annual General Meeting held on 19th December, 2020.

“Board” or “Board of Directors” means the means the collective body of the directors for the time being of the Company

“Capital” means the share capital for the time being raised or authorised to be raised, for the purpose of the Company

“Committee” means any committee of the Board of Directors of the Company formed as per the requirements of Act or for any other purpose as the Board may deem fit

“Company” or “This Company” means ³ Belrise Industries Limited (*“Erstwhile known as Badve Engineering Limited”*).

“Chief Executive Officer” means an officer of a Company, who has been designated as such by the Company

“Chief Financial Officer” means a person appointed as the Chief Financial Officer of a Company

“Company Secretary” or “Secretary” means a company secretary as defined in clause (c) of sub-Section (1) of section 2 of the Company Secretaries Act, 1980 (56 of 1980) who is appointed by the Company to perform the functions of a company secretary under the Act

“Debenture” means and includes debenture-stock, bonds and any other debt securities of the Company, whether constituting a charge on the assets of the Company or not.

“Depositories Act” means the Depositories Act, 1996 and includes any statutory modification or enactment thereof

“Depository” means a Depository as defined in clause (e) sub- section (1) of section 2 of the Depositories Act, 1996 and includes a company formed and registered under the Companies Act, 1956 which has been granted a certificate of registration under sub section (1A) of section 12 of the Securities and Exchange Board of India Act, 1992.

“Director” means a director appointed to the Board of the Company.

“Dividend” includes interim Dividend

“Extraordinary General Meeting” means an extraordinary general meeting Of the Members duly called and constituted and any adjourned meeting thereof.

“Electronic Mode” means carrying out electronically based, whether main server is installed in India or not, including, but not limited to:

- (i) business to business and business to consumer transactions, data interchange and other digital supply transactions;
- (ii) offering to accept deposits or inviting deposits or accepting deposits or subscriptions in securities, in India or from citizens of India;
- (iii) financial settlements, web based marketing, advisory and transactional services, database services and products, supply chain management;
- (iv) online services such as telemarketing, telecommuting, telemedicine, education and information research; and all related data communication services
- (v) facsimile telecommunication when directed to the facsimile number or electronic mail directed to electronic mail address, using any electronic communication mechanism that the message so sent, received or forwarded is storable and retrievable;

³ The Change in name of the Company, without changing its Main Objects, was approved by the Members of the Company at their Extra Ordinary General Meeting held on 23rd August, 2022.

- (vi) posting of an electronic message board or network that the company or the officer has designated for such communications, and which transmission shall be validly delivered upon the posting; or
- (vii) other means of electronic communication, in respect of which the company or the officer has put in place reasonable systems to verify that the sender is the person purporting to send the transmission; and
- (viii) video conferencing, audio- visual mode, net conferencing and/or any other electronic communication facility.

“Financial Year” means the period ending on the 31st day of March every year.

“Free Reserves” means such reserves which, as per the latest audited balance sheet of a company, are available for distribution as Dividend: Provided that

- (i) any amount representing unrealised gains, notional gains or revaluation of assets, whether shown as a reserve or otherwise, or
- (ii) any change in carrying amount of an asset or of a liability recognized in equity, including surplus in profit and loss account on measurement of the asset or the liability at fair value, shall not be treated as free reserves.

“In writing” or “written” means and include printing, typing, lithographing, computer mode and other modes of reproducing words in visible form

“Independent Director” means a Director fulfilling the criteria of independence and duly appointed as per Applicable Law.

“Key Managerial Personnel” means such persons as defined in Section 2(51) of Act

“Managing Director” means a Director who, by virtue of the articles of the Company or an agreement with the company or a resolution passed in its General Meeting, or by its Board of Directors, is entrusted with substantial powers of management of the affairs of the company and includes a Director occupying the position of managing Director, by whatever name called.

“Meeting” or “General Meeting” means a meeting of Members.

“Members” in relation to a company, means- (a) the subscribers to the Memorandum of Association of the Company who shall be deemed to have agreed to become members of the company, and on its registration, shall be entered as member in its register of members, (b) every other person who agrees in writing to become a member of the company and whose name is entered in the register of members of the company; (c) every person holding shares in the company and whose name is entered in Register of Beneficial Owners as Beneficial Owner.

“Month” means a calendar month

“Office”, in relation to the Company, means the Registered office of the Company.

“Officer” includes any director, manager, Key Managerial Personnel or any person in accordance with whose instructions or directions the Board of Directors or any one or more of the Directors of the company is or are accustomed to act.

“Ordinary Resolution” means a resolution referred to in Section 114 of the Act.

“Paid up” means the Capital which is paid up presently.

“Persons” includes any artificial juridical person, corporations or such other entities as are entitled to hold property in their own name.

“Postal Ballot” means voting by post through any electronic mode as permitted under Applicable Law.

“Promoter” means a person

- (a) who has been named as such in a prospectus or is identified by the company in the annual return referred to in Section 92; or
- (b) who has control over the affairs of the Company, directly or indirectly whether as a shareholder, director or otherwise; or
- (c) in accordance with whose advice, directions or instructions the Board of Directors of the Company is accustomed to act:

Provided that nothing in sub-clause (c) shall apply to a person who is acting merely in a professional capacity;

“Register of Beneficial Owners” means the register of members in case of shares held with a Depository in any media as may be permitted by law, including in any form of Electronic Mode

“Register of Members” means the register of Members, including any foreign register which the Company may maintain pursuant to the Act and includes Register of Beneficial Owners.

“Registrar” means the Registrar of Companies of the state in which the Registered Office of the Company is for the time being situated

“Security” means shares, Debentures and/or such other securities as defined in clause (h) of section 2 of the Securities Contracts (Regulation) Act, 1956

“Shares” means the shares into which the Capital of the Company is divided whether held in tangible or fungible form and includes stock.

“Small Shareholder” means a shareholder holding shares of the nominal value of not more than twenty thousand rupees or such other sum as may be prescribed under Applicable Law

“Special Resolution” means a resolution referred to in Section 114 of the Act.

“These Presents” means the Memorandum of Association and the Articles of Association of the Company.

Term(s) and phrases not specifically defined in these Articles shall bear the same meaning as assigned to the same in the Act

Reference to the singular includes reference to the plural and vice versa;

Reference to any gender includes a reference to all genders

(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.

II. SECTIONS

SHARE CAPITAL AND VARIATION OF RIGHTS

- (1) The Authorised Share Capital is as mentioned in Clause V of the Memorandum of Association of the Company.
- (2) Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit, and with full power to give to any person the option or right to call for any shares of the Company either at par, at a premium or otherwise, such option being exercisable at such time and for such consideration as the Board thinks fit and with sanction of the company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the directors think fit, and may issue and allot shares in the capital of the company on payment in full or part of any property sold and transferred or

for any services rendered to the company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares. Provided that option or right to call of shares shall not be given to any person or persons without the sanction of the company in the General Meeting.

- (3) (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 or such sum as the director may determine.
- (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
- (iv) The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof
- (v) If there be joint registered holders of any shares, any one of such persons may vote at any meeting either personally or by proxy in respect of such shares as if he were solely entitled thereto, provided that if more than one of such joint holders be present at any meeting either personally or by proxy, then one of the said persons so present whose name stands higher on the register of members shall alone be entitled to vote in respect of such shares, but the other of the joint holders shall be entitled to be present at the meeting, Several executors or administrators of deceased members in whose names Share stands shall for the purpose of these Articles be deemed joint holder thereof.
- (vi) A document or notice may be served or given by the company on or to the joint holders of a share by serving or giving the document or notice on or to the joint holder named first in the register of members in respect of the shares.

The register and index of beneficial owners maintained by a Depository under the Depositories Act, 1996 shall be deemed to be a register and index of members for the purposes of this Act. The Company shall have the power to keep in any state or country outside India, a Register of Members, resident in that state or country.

- (4) (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 (3) and (4) shall mutatis mutandis apply to debentures of the company.

Provided that notwithstanding what is stated above, the Directors shall comply with such rules or regulations and requirements of any stock exchange or the rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956, as amended or any other act or rules applicable in this behalf.

- (5) Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

- (6) (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, debentures or partly in the one way and partly in the other.
 - (7) (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.
 - (8) The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.
 - (9) 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.
 - (10) Every member or his heirs, executors or administrators shall pay to the company the portion of the capital represented by his shares or shares which may, for the time being, remain unpaid thereon in such amount at such time or times and in such manner, as the Board shall from time to time in accordance with the Company's regulations, require or fix for the payment thereof.
 - (11) Except as required by law or ordered by a Court of competent jurisdiction, no person shall be recognised by the company as holding any share upon any trust and the company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any benami, equitable, contingent, future or partial interest in any share or/and interest in and fractional part of a share (except only by these presence or by law otherwise provided) or any other rights in respect of and share, except an absolute right to the entirety thereof to the registered holder.
- 11A Where at any time the Board or the Company, as the case may be, propose to increase the subscribed capital, either out of the unissued capital or increased Share Capital, by the issue of further shares then such shares shall be offered, subject to the provisions of section 62 of the Act, and the rules made thereunder:
- (A)
- (i) To the persons who at the date of the offer are holders of the Equity Shares of the Company, in proportion as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer subject to the conditions mentioned in (ii) to (iv) below;
 - (ii) The offer aforesaid shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen days or such lesser number of days as may be prescribed under applicable Indian law and not exceeding thirty days from the date of the offer, within which the offer if not accepted, shall be deemed to have been declined.

Provided that the notice shall be dispatched through registered post or speed post or through electronic mode or courier or any other mode having proof of delivery to all the existing shareholders at least three days before the opening of the issue;

- (iii) The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favor of any other person and the notice referred to in sub-clause(ii) shall contain a statement of this right;
 - (iv) After the expiry of time specified in the notice aforesaid or on receipt of earlier intimation from the person to whom such notice is given that the person declines to accept the shares offered, the Board of Directors may dispose of them in such manner which is not disadvantageous to the Members and the Company;
- (B) to employees under any scheme of employees' stock option subject to Special Resolution passed by the Company and subject to the rules and such other conditions, as may be prescribed under applicable law; or
- (C) to any person(s), if it is authorised by a Special Resolution, whether or not those persons include the persons referred to in clause (A) or clause (B) above either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer (where such valuation is required under the Act), subject to compliance with the applicable conditions of Chapter III of the Act and any other conditions as may be prescribed under the Act, the rules made thereunder and other applicable laws;
- (1) Nothing in sub-clause (iii) of Clause (1)(A) shall be deemed:
 - (i) To extend the time within which the offer should be accepted; or
 - (ii) To authorize any person to exercise the right of renunciation for a second time on the ground that the person in whose favour the renunciation was first made has declined to take the shares compromised in the renunciation.
 - (2) Nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option as a term attached to the debentures issued or loans raised by the Company to convert such debentures or loans into shares in the Company or to subscribe for shares of the Company:

Provided that the terms of issue of such debentures or loans containing such an option have been approved before the issue of such debentures or the raising of such loans by a Special Resolution passed by the Company in a General Meeting.
 - (3) Notwithstanding anything contained in Article 11A(3) hereof, where any debentures have been issued, or loan has been obtained from any government by the Company, and if that government considers it necessary in the public interest so to do, it may, by order, direct that such debentures or loans or any part thereof shall be converted into shares in the Company on such terms and conditions as appear to the Government to be reasonable in the circumstances of the case even if terms of the issue of such debentures or the raising of such loans do not include a term for providing for an option for such conversion:

Provided that where the terms and conditions of such conversion are not acceptable to the Company, it may, within sixty days from the date of communication of such order, appeal to National Company Law Tribunal which shall after hearing the Company and the Government pass such order as it deems fit.

Where the Government has, by an order made under Article 12 (4), directed that any debenture or loan or any part thereof shall be converted into shares in the Company and where no appeal has been preferred to the Tribunal under Article 12 (4) or where such appeal has been dismissed, the memorandum of the Company shall, where such order has the effect of increasing the authorised share capital of the Company, stand altered and the authorised share capital of the Company shall stand increased by an amount equal to the amount of the value of shares which such debentures or loans or part thereof has been converted into

A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the rules made thereunder.

- (4) In determining the terms and conditions of conversion under Article 11A(C)(3), the Government shall have due regard to the financial position of the Company, the terms of issue of debentures or loans, as the case may be, the rate of interest payable on such debentures or loans and such other matters as it may consider necessary.
- (5) Where the Government has, by an order made under Article 11A(C)(3), directed that any debenture or loan or any part thereof shall be converted into shares in the Company and where no appeal has been preferred to the Tribunal under Article 11A(C)(3) or where such appeal has been dismissed, the memorandum of the Company shall, where such order has the effect of increasing the authorised share capital of the Company, stand altered and the authorised share capital of the Company shall stand increased by an amount equal to the amount of the value of shares which such debentures or loans or part thereof has been converted into.

LIEN

- (12) (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.

Every fully paid shares shall be free from all lien and that in the case of partly paid shares the Issuer's lien shall be restricted to moneys called or payable at a fixed time in respect of such shares

- (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.
- (13) 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.
 - (14) (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof
 - (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
 - (iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
 - (15) (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

- (16) (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.
- Provided further that option or right to call of shares shall not be given to any person or persons without the sanction of the Company in the General Meeting.
- (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) The Board may, from time to time at its discretion, extend the time fixed for the payment of any call and may extend such time as to call of any of the members who from, residence at distance or other cause the Board may deem fairly entitled to such extension but no member shall be entitled to such extension save as a matter of grace and favour.
- (iv) A call may be revoked or postponed at the discretion of the Board.
- (17) A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by instalments.
- (18) The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
- (19) (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine.
- (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.
- (20) (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
- (ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
- (21) On the trial or hearing of any action or suit brought by the company against any shareholder or his representative to recover any debt or money claimed to be due to the company in respect of his shares, it shall be sufficient to prove that the name of the defendant is or was when the claim arose on the Register of Shareholders of the company as holder or one of the holders of the number of shares in respect of which such claim is made and that the amount claimed is not entered as paid in the books of the company and it shall not be necessary to prove the appointment of the directors who made any call, nor that a quorum of directors was present at the board at which any call was made nor that the meeting at which any call was made was duly convened or constituted, nor any other matter whatsoever but the proof of matters aforesaid shall be conclusive evidence of the debt.
- (22) The Board –
- (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and

- (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.

TRANSFER OF SHARES

- (23) (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee and the request for such transfer shall be processed as per applicable law. A common form of transfer shall be used in case of transfer of Shares. The transfer of dematerialised shares shall be governed by Depositories Act, 1996.
 - (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.
- (24) The Board may (with sufficient cause), subject to the right of appeal conferred by section 58 decline to register –
 - (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
 - (b) any transfer of shares on which the company has a lien.

The Company shall within one month from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be, giving reasons for such refusal.

- (25) Subject to the provisions of these Articles and other applicable provisions of the Act or any other law for the time being in force, the Board may (at its own absolute and uncontrolled discretion), subject to the right of appeal conferred by the Act, decline to recognize any instrument of transfer unless –
 - (a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
 - (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
 - (c) the instrument of transfer is in respect of only one class of shares.
- (26) 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.

- (27) The Company shall incur no liability or responsibility whatever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the register of members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the said shares notwithstanding that the Company may have had notice of such equitable rights, title or interest to notice prohibiting registration.

TRANSMISSION OF SHARES

- (28) (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.
- (29) (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either
- (a) to be registered himself as holder of the share; or
 - (b) to make such transfer of the share as the deceased or insolvent member could have made.
- (ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
- (30) (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.
- (31) 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

- (32) 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 and all expenses that may have been incurred by the company by reason of such non payment.
- (33) 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.
- (34) 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. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.
- (35) (i) A forfeited share may be sold or allotted or otherwise disposed of on such terms and in such manner as the Board thinks fit.
- (ii) At any time before a sale or allotment or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

- (36) (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.
- (37) Any member whose shares have been forfeited shall notwithstanding be liable to pay and shall forthwith pay to the company all calls, installments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture, together with interest thereon, from the time of forfeiture until payment at 12 percent per annum, and the Directors may enforce the payment thereof, without any deduction or allowance for the value of the shares at the time of forfeiture but shall not be under any obligation to do so.
- (38) The forfeiture of a share involve the extinction of all interest in and also of all claims and demands against the company in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.
- (39) (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 net proceeds of any such sale shall be received by the company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and residue if any, shall (subject to a 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.
- (iv) The transferee shall thereupon be registered as the holder of the share; and
- (v) 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.
- (40) Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate or certificates originally issued in respect of the relative share shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void of no effect and the Directors shall be entitled to issue a new certificate or certificates in respect of the said shares to the person/persons entitled thereto distinguishing it or them in such manner as they may think fit from the old certificate or certificates.
- (41) The provisions of these regulations as to forfeiture shall apply in the case of nonpayment 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

- (42) The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
- (43) Subject to the provisions of section 61, the company may, by ordinary resolution,
- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

- (b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
 - (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
 - (d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
- (44) 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.
- (45) The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,
- (a) its share capital;
 - (b) any capital redemption reserve account; or
 - (c) any share premium account.

CAPITALISATION OF PROFITS

- (46) (i) The company in general meeting may, upon the recommendation of the Board, resolve –
- (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or any capital redemption reserve fund or to the credit of the, profit and loss account, or otherwise available for distribution; and
 - (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards –
- (A) paying up any amounts for the time being unpaid on any shares held by such members respectively;
 - (B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
 - (C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);

- (D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
 - (E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.
- (47) The Directors may from time to time before recommending any dividend set apart any such portion of the profits of the Company as they think fit as a Reserve Fund to meet contingencies or for the liquidation of any debentures, debts or other liabilities of the Company, for equalization of dividends or for repairing, improving and maintaining any of the property of the company and for such other purposes of the company as the Directors in their absolute discretion think conducive to the interest of the Company and may invest the several sums so set aside upon such investments (other than shares of the Company) as they may think fit and from time to time deal with and vary such investments and dispose of all or any part thereof for the benefit of the Company and may divide the Reserve Fund into such special funds as they think fit with full power to transfer the whole or any portion of Reserve Fund to another Reserve or a division of Reserve Fund and also with full power to employ the Reserve Fund, or any part thereof in the business of the Company and that without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with power, however to the Board in their discretion to pay or allow to the credit of such funds, interest at such rate as the Board may think proper.
- (48) The Directors may, from time to time before recommending any dividend, set apart any such portion of the profits of the Company as they think fit, as a depreciation fund applicable at the discretion of the directors, for providing against any depreciation in the investments of the company or for rebuilding, restoring, replacing or for altering any part of the buildings work, plant, machinery or other property of the company, destroyed or damaged by fire, flood, storm, tempest, earthquake, accident, riot, wear and tear or any other means whatsoever and for repairing, altering and keeping in good condition the property of the Company or for extending and enlarging the building, machinery and property of the company with full power to employ the assets constituting such depreciation funds in the business of the company and that without being bound to keep the same separate from the other assets.
- (49) All moneys carried to any Reserve Fund and Depreciation Fund respectively shall nevertheless remain the profits of the company applicable subject to due provisions being made for actual loss or depreciation, for the payment of dividend and such moneys and all other moneys of the Company may be invested by the Directors in or upon such investments or securities as they may select or may be used as working capital or may be kept at any bank on deposit or otherwise as the Directors may from time to time think proper.
- (50) (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall –
- (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and
 - (b) generally do all acts and things required to give effect thereto.
- (ii) The Board shall have power --
- (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
 - (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;
- (iii) Any agreement made under such authority shall be effective and binding on such members.

BUY-BACK OF SHARES

- (51) 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

- (52) All general meetings other than annual general meeting shall be called extraordinary general meeting.
- (53) (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

- (54) (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.
- (55) The chairperson, if any, of the Board shall preside as Chairperson at every General meeting of the company.
- (56) 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.
- (57) 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.
- (58) No business shall be discussed at any General Meeting except election of a Chairperson, whilst the chair is vacant.

ADJOURNMENT OF MEETING

- (59) If, at the expiration of half an hour from the time appointed for holding a meeting of the Company, a quorum shall not be present the meeting, if convened by or upon the requisition of members shall stand dissolved but in any other case the meeting shall stand adjourned to the same day in next succeeding week which is not a public holiday at the same time and place or to such other day and at such other time and place as the Board may determine and if at such adjourned meeting a quorum is not present at the expiration of half an hour from the time appointed for holding the meeting, the members present shall be a quorum and may transact the business for which the meeting was called.
- (60) (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

- (61) 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.
- (62) A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
- (63) (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.
- (64) 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.
- (65) Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
- (66) 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
- (67) (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.
- (68) In the case of an equality of votes the Chairperson shall both on a show of hands and at a poll (if any) have a casting vote in addition to the vote or votes to which he may be entitled as a member.
- (69) The Chairperson of any meeting shall be the sole judge of validity of every vote tendered at such meeting. The Chairperson present at the taking of a poll shall be sole judge of the validity of every vote tendered at such poll.
- (70) Where a poll is to be taken, the Chairperson of the meeting shall appoint two scrutinizers to scrutinize the votes given on the poll and to report thereon to him. One of the scrutinizes so appointed shall always be a member (not being an officer or employee of the Company) present at the meeting, provided such a member is available and willing to be appointed. The Chairperson shall have power at any time before the result of the poll is declared to remove a scrutinies from the officer and fill vacancies in the office of scrutinise arising from such removal or from any other cause.
- (71) Any poll duly demanded on the election of a Chairperson of a meeting or on any question of adjournment shall be taken at the meeting forthwith.
- (72) The demand for a poll, except on the question of the election of the Chairperson and of an adjournment, shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.
- (73) 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 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, if any member be a minor the vote in respect of his share shall be by his guardian or any one of his guardian, if more than one.

PROXY

- (74) No member shall be entitled to vote either personally or by proxy for another member at any General Meeting or meeting of a class of share-holders either upon a show of hands or upon poll in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has any right of lien and has exercised the same.
- (75) The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
- (76) An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105
- (77) 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 DIRECTOR

- (78) 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 first directors of the Company as follows-

1. Mrs. Supriya Shrikant Badve
2. Mr. Shrikant Shankar Badve

- (79) (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 Subject to the provisions of the Act, the Directors shall be paid such further remuneration (if any) as the Company in General Meeting shall from time to time determine and such additional remuneration shall be divided among the Directors in such proportion and manner as the Board may from time to time determine and in default of such determination shall be divided among the Directors equally.
- (ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them –
- (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
 - (b) in connection with the business of the company.
- (80) Subject to the provisions of the Act, and these Articles, if any Directors be called upon to perform extra service or special exertions or efforts (which expression shall include work done by the Directors) the Board may arrange with such Director for such special remuneration or such extra services or special exertions or efforts by a fixed sum or otherwise as may be determined by the Board and such remuneration may be either in addition to or in substitution for his remuneration above provided.
- (81) 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.
- (82) 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

- (83) 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.
- (84) A Director of a Company may be or become a director of any Company promoted by the Company or in which he may be interested as vendor, member or otherwise and no such Director may be accountable for any benefit received as member of such Company.
- (85) (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.
- (86) Except as otherwise provided by these Articles all the Directors of the Company shall have in all matters equal rights and privileges and be subject to equal obligations and duties in respect of the affairs of the Company. \
- (87) Any Trust Deed for securing debentures, or debenture stock may, if so arranged, provide for the appointment from time to time by the trustees thereof or by the holders of the debentures or debenture-stock of some person to be a director of the Company and may empower such trustees or holders of debentures or debenture-stock from time to time to remove any Director so appointed. A director appointed under this Article is herein referred to as a "Debenture Director" and the term "Debenture Director" means a Director for the time being in office under this Article. A Debenture Director shall not be bound to hold any Qualification share and shall not be liable to retire by rotation or be removed by the Company, The trust deed may contain such ancillary provision as may be arranged between the Company and the trustees and all such provisions shall have effect notwithstanding any of the other provisions herein contained.
- (88) No share qualifications will be necessary, for being appointed as or holding the office of a Director of the Company.

POWERS OF BOARD

- (89) The management and business of the Company shall be vested in the Board of Directors, who may exercise all such powers of the Company as are not by the Act or any statutory modification thereof for the time being in force, or by these presents, required to be exercised by the Company in General Meeting, subject nevertheless to any regulation of these presents, to the provisions of the said Act, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
- (90) Subject to the provisions of Section 179 of the Act and other provisions of the Act and rules there under, the Board may delegate from time to time and at any time to committee formed out of the Directors any of its powers, authorities, and discretion for the time being vested in the Board and any such delegations may be made on such terms and subject to such conditions as the Board may think fit.
- (91) The Board may appoint, at any time and from time to time by a power of attorney under the Company's seal any person to be the attorney of the company for such purposes and with such powers, authorities and discretions not exceeding those vested in or exercisable by the board under these Articles and for such period and subject to such conditions as the Board may from time to time thinks fit, and any such appointment may, if the Board thinks fit, be made in favour of the members or any of the members of any firm or company, or the members, directors, nominees or manufacturers of any firm or company or otherwise in favour of anybody or persons, whether nominated directly or indirectly by the Board, and any such power of attorney may contain such provision for the protection or convenience of persons dealing with such attorney as the Board may think fit.

- (92) The Board may authorise any such delegate, or attorney as aforesaid to sub-delegate all or any of the powers, authorities and discretions for the time being vested in it.
- (93) Subject to the provisions of Section 179, the Board may delegate all or any of their powers to any Directors jointly or severally or to any one Director at their discretion.
- (94) Any document or notice to be served or given by the Company may be signed by a director or some person duly authorised by the Board for such purpose and the signature may be written, printed or lithographed.
- (95) All documents or notices to be served or given by members on or to the Company or any Officer thereof shall be served or given by sending them to the Company or Officer at the Office by post under Certificate of Posting or by Registered Post or by leaving it at the Office.
- (96) Save as otherwise expressly provided in the Act or these Articles, documents or proceedings requiring authentication by the Company may be signed by a Director or an authorised Officer of the Company and need not be under its seal.

PROCEEDINGS OF THE BOARD

- (97) (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- (ii) The Chairperson, if any, or the Managing Director of his own motion or the Secretary of the Company shall upon the request in writing of two directors of the Company or if directed by the Managing Director or Chairperson, if any, convene a meeting of the Board by giving a notice in writing to every director for the time being in India and at his usual address in India to every other director.
- (98) (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.
- (99) 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.
- (100) (i) The Directors may from time to time elect from among themselves a Chairperson of the Board and determine the period for which he is to hold office. If at any meeting of the Board the Chairperson is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their members to be Chairperson of the meeting.
- (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.
- (101) A meeting of the Board for the time being at which quorum is present shall be competent to exercise all or any of the authorities, powers and discretions which by or under the Act or the Articles of the Company are for time being vested in or exercisable by the Board generally.
- (102) (i) The Board may, subject to the provisions of the Act, delegate any of its powers to a committee of Directors consisting of such member or members of its body as it thinks fit, or to the Managing Directors, the Manager or any other principal officer of the Company or a branch office or to one or more of them together and it may from time to time revoke and discharge any such Committee of the Board either wholly or in part and either as to persons or purposes. All acts done by any such committee of the Board shall confirm to any resolution that may from time to time be imposed on it by the Board. All acts done by any such committee of the Board in conformity with such regulations and fulfillment of the purposes or their appointment but not otherwise, shall have the like force and effect as if it is done by the Board.

- (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.
- (103) (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.
- (104) (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.
- (105) 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.
- (106) The meetings and proceedings of any such committee of the Board Consisting of three or more members shall be governed by the provisions herein contained for regulating the meetings and proceeding of the directors so far as the same are applicable thereto and are not superceded by any regulations made by the directors under the last preceding Article.
- (107) 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.
- (108) All acts done by any meeting of the Board or by a Committee of the Board or by any person acting as a director shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such director or persons acting as aforesaid or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be valid as if every such person had been duly appointed was qualified to be a director and had not vacated his office or his appointment shall be deemed to give validity to acts done by a director after his appointment has been shown to the Company to be invalid or to have terminated.

CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER

- (109) Subject to the provisions of the Act,
- (i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may thinks fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;
 - (ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer
- (110) A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

***THE SEAL**

(111) ⁴*Omitted*

DIVIDENDS AND RESERVE

- (112) The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
- (113) No dividend shall be payable except out of the profits of the Company of the year or any other undistributed profits.
- (114) Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company
- (115) Where any assets, business or property is bought by the Company as from a past date upon the terms that the Company shall as from that date take the profits and loss as the case may be the same shall, at the discretion of the Directors, be so credited or debited wholly or in part to the profit and Loss Account, & in that case, the amounts so credited or debited shall for the purpose of ascertaining the fund available for dividend be treated as a profit or loss arising from the business of the Company and available for dividend accordingly. If any shares or securities are purchased with dividend or interest such dividend or interest when paid may at the discretion of the Directors be treated as revenue and it shall not be obligatory to capitalise the same or part thereof.
- (116) The declaration of the directors as to the amount of the net profits of the Company shall be conclusive.
- (117) (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
- (118) (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.
- (119) 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.
- (120) The Directors may retain dividends on which the Company has a lien and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.
- (121) (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

⁴ *The Clause 111 was omitted by the Members of the Company by way of a special resolution passed at the 24th Annual General Meeting held on 19th December, 2020.*

- (ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
- (122) Where capital is paid in advance of calls, such capital may carry interest as may be decided, from time to time, by the Board, but shall not, in respect thereof, confer a right to dividend or to participate in profits.
- (123) No unclaimed or unpaid dividend shall be forfeited by the Board before the claim becomes barred by law.
- (124) 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.
- (125) 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.
- (126) A transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.
- (127) No dividend shall bear interest against the company.

ACCOUNTS

- (128) (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.
- (ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.
- (iii) Every account of the Company when audited and approved by General Meeting shall be conclusive except as regards any error discovered therein within three months, next after the approval thereof. When any such error is discovered within that period, the accounts shall forthwith be corrected and thenceforth shall be conclusive.

WINDING UP

- (129) Subject to the provisions of Chapter XX of the Act and rules made thereunder
 - (i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.
 - (ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
 - (iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY

- (130) 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.
- (131) Subject to the provisions of the Act every director, manager, officer or servant of the Company or any person (whether an Officer of the Company or not) employed by the Company as auditor shall be indemnified, out of the funds of the Company, against all claims and it shall be the duty of the directors out of the funds of the Company to pay all costs, charges, losses and damages which any such person may

incur or become liable to, by reason of any contract entered into or act or thing done, about the execution or discharge of his duties or supposed duties except such if any, as he shall incur or sustain through or by his own willful act, neglect or default including expenses and in particular and so as not to limit the generality of the foregoing provisions against all liabilities incurred by his as such director, manager, officer or auditor in defending any proceeding whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under the provisions of the Act in which relief is granted to him by the Court.

- (132) Subject to the provisions of the Act, no director, auditor or other officer of the Company shall be liable for the act, receipts, neglects or defaults of any other director or officer or for joining in any receipt or other act for conformity or for any loss or expenses happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the director for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested or for any loss or damages arising from the bankruptcy, insolvency or tortuous act of any person, firm or Company to or with whom any moneys, securities or effects shall be entrusted or deposited or for any loss occasioned by any error or judgment, omission, default or oversight or his part or for any other loss, damage or misfortune whatever which shall happen in relation to the execution of the duties of his office or in relation thereto unless the same shall happen through his own dishonesty.
- (133) No member shall be entitled to visit or inspect any works of the Company without the permission of the director or to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade, secret process or any other matter which may relate to the conduct of the business of the Company and which in the opinion of the directors it should be expedient in the interest of the Company not to disclose.

ARTICLES TO BE CONTEMPORARY IN NATURE

The intention of these Articles is to be in consonance with the contemporary rules and regulations prevailing in India. If there is an amendment in any Act, rules and regulations allowing what were not previously allowed under the statute, the Articles herein shall be deemed to have been amended to the extent that Articles will not be capable of restricting what has been allowed by the Act by virtue of an amendment subsequent to registration of the Articles.

SECTION IX: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts (not being contracts entered into in the ordinary course of business carried on by our Company) which are, or may be deemed material, have been entered or to be entered into by our Company. These contracts and the documents for inspection referred to hereunder, copies of which will be attached to the copy of the Red Herring Prospectus filed with the RoC, may be inspected at our Registered Office from 10.00 a.m. to 5.00 p.m. on all Working Days and will also be available on our website at www.belriseindustries.com from the date of the Red Herring Prospectus until the Bid/Issue Closing Date (except for such documents or agreements executed after the Bid/Issue Closing Date).

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Shareholders, subject to compliance with the provisions contained in the Companies Act and other relevant laws.

Material contracts to the Issue

1. Issue Agreement dated November 19, 2024 entered into among our Company and the BRLMs;
2. Registrar Agreement dated November 18, 2024 entered into between our Company and the Registrar to the Issue;
3. Cash Escrow and Sponsor Bank(s) Agreement dated [●] entered into among our Company, the BRLMs, the Syndicate Members, Banker(s) to the Issue and the Registrar to the Issue;
4. Syndicate Agreement dated [●] amongst our Company, Registrar to the Issue, the BRLMs and Syndicate Members;
5. Underwriting Agreement dated [●] entered into between our Company and the Underwriters; and
6. Monitoring Agency Agreement dated [●] entered into between our Company and the Monitoring Agency.

Material documents

1. Certified copies of our Memorandum of Association and Articles of Association, as amended until date;
2. Certificate of incorporation dated September 25, 1996, issued by the Registrar of Companies, Maharashtra;
3. Fresh certificate of incorporation dated February 18, 2008, issued by the Registrar of Companies, Maharashtra at the time of conversion of our Company from a private company into a public company;
4. Fresh certificate of incorporation dated August 29, 2022 issued by the Registrar of Companies, Maharashtra, at the time of change of name of our Company;
5. Board resolution of our Company dated November 19, 2024 authorising the Issue and other related matters;
6. Shareholders resolution dated November 19, 2024 authorising the Issue and other related matters;
7. Resolution of our Board dated November 19, 2024 approving this Draft Red Herring Prospectus;
8. Industry report titled “*Assessment of market potential for sheet metal products, polymer products, suspensions, and EV components in automotive market*” dated October, 2024 prepared by CRISIL and commissioned and paid for by our Company, available on our Company's website at www.belriseindustries.com.
9. Consent letter dated November 19, 2024 issued by CRISIL with respect to the report titled “*Assessment of market potential for sheet metal products, polymer products, suspensions, and EV components in automotive market*” dated October, 2024.

10. The examination report dated November 19, 2024 of the Statutory Auditors, on the Restated Consolidated Financial Information;
11. The report dated November 19, 2024 on the statement of special tax benefits under the applicable tax laws in India, from the Statutory Auditors included in this Draft Red Herring Prospectus;
12. Certificate dated November 19, 2024 on Basis of Issue Price issued by GSA & Associates LLP, Chartered Accountants, with firm registration number 000257N/N500339;
13. Certificate dated November 19, 2024, from GSA & Associates LLP, Chartered Accountants, with firm registration number 000257N/N500339, with respect to our key performance indicators;
14. Resolution dated November 16, 2024, 2024 passed by the Audit Committee approving the key performance indicators for disclosure;
15. Copies of annual reports of our Company as of and for the Fiscals 2024, 2023 and 2022;
16. Consent dated November 19, 2024 from GSA & Associates LLP, Chartered Accountants, to include their name as required under section 26(1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an “expert” as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditor, and in respect of their (i) examination report, dated November 19, 2024 on our Restated Consolidated Financial Information; and (ii) their report dated November 19, 2024 on the Statement of special tax benefits in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act;
17. Consent dated November 19, 2024, from Amit Ray & Co., the independent chartered accountant, holding a valid peer review certificate from ICAI, to include their name as required under Section 26(5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus as an “expert” as defined under Section 2(38) of the Companies Act, 2013, in respect of various certifications issued by them in their capacity as independent chartered accountant to our Company on certain financial and operational information included in this Draft Red Herring Prospectus. The consent has not been withdrawn as of the date of this Draft Red Herring Prospectus.
18. Consent dated November 19, 2024, from the independent chartered engineer, Ajay K. Lele, to include their name as required under Section 26(5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus as an “expert” as defined under Section 2(38) of the Companies Act, 2013, in relation to their certificate dated November 19, 2024. The consent of the independent chartered engineer, Ajay K. Lele has not been withdrawn as on the date of this Draft Red Herring Prospectus.
19. Consent dated November 19, 2024, from CRISIL, to include their name as required under Section 26(5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus as an “expert” as defined under Section 2(38) of the Companies Act, 2013, in relation to their report titled “*Assessment of market potential for sheet metal products, polymer products, suspensions, and EV components in automotive market*” dated October, 2024.
20. Consent of bankers to our Company, the BRLMs, Registrar to the Issue, Banker(s) to the Issue, Monitoring Agency, Legal Counsel to our Company as to Indian Law, Syndicate Members, Directors and Company Secretary and Compliance Officer to act in their specific capacities;
21. Asset transfer agreement dated August 11, 2016 amongst our Company and another company;
22. Marketing and Brand Licensing Agreement dated November 16, 2024 between our Company and Badve Autcomps Private Limited;
23. Marketing and Brand Licensing Agreement dated November 16, 2024 between our Company and Eximius Infra Tech Solutions LLP;
24. Exclusivity Agreement dated November 16, 2024 between our Company and Shreepriya Stamping and Tooling Private Limited, Badve Autotech Private Limited, Creative Tools and Press Components Private

Limited, Eximius Autocomps Private Limited, Swami Ashirwad Engimech Private Limited, Shreepriya Auto Parts Private Limited, Sumedh Tools Private Limited, Swastid Engineering Private Limited, Phoenix Engineering, Optima Auto Products Private Limited and KS Suspension Engineering Technology;

25. Contract Manufacturing Agreement dated November 16, 2024 between our Company and Eximius Infra Tech Solutions LLP;
26. Contract Manufacturing Agreement dated November 16, 2024 between our Company and Badve Autocomps Private Limited;
27. Option to Acquire Agreement dated November 16, 2024 entered between our Company, Persons listed in schedule I of the Agreement and Badve Autocomp Private Limited;
28. Agreement dated March 13, 2021 between our Company and Supriya Shrikant Badve;
29. Tripartite agreement dated October 13, 2016 among our Company, NSDL and the Registrar to the Issue;
30. Tripartite agreement dated May 27, 2020 among our Company, CDSL and the Registrar to the Issue;
31. Due diligence certificate to SEBI from the BRLMs dated November 19, 2024;
32. In-principle listing approvals dated [●] and [●], from BSE and NSE, respectively; and
33. SEBI observation letter bearing reference number [●] and dated [●].

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without notice to the Shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines or regulations issued by the Government of India or the rules, guidelines or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended or rules made or guidelines or regulations notified thereunder, as the case may be. I further certify that all disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Shrikant Shankar Badve

Managing Director

Date: November 19, 2024

Place: Pune

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines or regulations issued by the Government of India or the rules, guidelines or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended or rules made or guidelines or regulations notified thereunder, as the case may be. I further certify that all disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Supriya Shrikant Badve

Whole-time Director

Date: November 19, 2024

Place: Pune

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines or regulations issued by the Government of India or the rules, guidelines or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended or rules made or guidelines or regulations notified thereunder, as the case may be. I further certify that all disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Sangeeta Singh

Non- Executive Independent Director

Date: November 19, 2024

Place: Noida

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines or regulations issued by the Government of India or the rules, guidelines or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended or rules made or guidelines or regulations notified thereunder, as the case may be. I further certify that all disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Ashok Vishnu Tagare

Non-Independent Non-Executive Director

Date: November 19, 2024

Place: Pune

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines or regulations issued by the Government of India or the rules, guidelines or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended or rules made or guidelines or regulations notified thereunder, as the case may be. I further certify that all disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Anant Ramkrishna Sathe

Non-Executive Independent Director

Date: November 19, 2024

Place: Pune

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines or regulations issued by the Government of India or the rules, guidelines or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended or rules made or guidelines or regulations notified thereunder, as the case may be. I further certify that all disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Dilip Bindumadhav Huddar

Non-Executive Independent Director

Date: November 19, 2024

Place: Pune

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines or regulations issued by the Government of India or the rules, guidelines or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended or rules made or guidelines or regulations notified thereunder, as the case may be. I further certify that all disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Girish Kumar Ahuja

Non-Executive Independent Director

Date: November 19, 2024

Place: New Delhi

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines or regulations issued by the Government of India or the rules, guidelines or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended or rules made or guidelines or regulations notified thereunder, as the case may be. I further certify that all disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Milind Pralhad Kamble

Non-Executive Independent Director

Date: November 19, 2024

Place: Pune

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines or regulations issued by the Government of India or the rules, guidelines or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended or rules made or guidelines or regulations notified thereunder, as the case may be. I further certify that all disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

Rahul Shashikant Ganu

Chief Financial Officer

Date: November 19, 2024

Place: Pune