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DRAFT RED HERRING PROSPECTUS
Dated September 30, 2024
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
(Please read Section 32 of the Companies Act, 2013)
100% Book Built Offer

VINEY CORPORATION LIMITED
Corporate Identity Number: U74899DL1992PLC047911

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
35, Basement, Community Centre, Munirka Marg, Basant Lok, Vasant Vihar, New Delhi, 110057, India	Plot No. 42, Sector-3, IMT Manesar, Manesar, Gurgaon, Haryana-122052 India	Sunil Gupta *Company Secretary and Compliance Officer*	**Email:** cs@vineycorp.com **Telephone:** +91 11 49981612	www.vineycorp.com

THE PROMOTERS OF OUR COMPANY ARE: BRIJESH AGGARWAL AND VL-AUTO ANCILLARY PRIVATE LIMITED

DETAILS OF OFFER TO PUBLIC

Type	Fresh Issue Size	Size of the Offer for Sale	Total Offer size	Eligibility –Share Reservation among QIB, NII & RII
Fresh Issue and Offer for Sale	Up to [●] Equity Shares of face value ₹ 10 each aggregating up to ₹ 1,500 million	Up to 22,213,852 Equity Shares of face value ₹ 10 each aggregating up to ₹ [●] million	Up to [●] Equity Shares of face value ₹ 10 each aggregating up to ₹ [●] million	The Offer is being made pursuant to Regulation 6(2) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("**SEBI ICDR Regulations**") as our Company does not fulfil the requirements under Regulation 6(1)(a) of the SEBI ICDR Regulations of maintaining not more than 50% of the net tangible assets in monetary assets For further details, see "*Other Regulatory and Statutory Disclosures – Eligibility for the Offer*" on page 398. For details in relation to share reservation among QIBs, NIIs and RIBs, see "*Offer Structure*" on page 416.

DETAILS OF THE SELLING SHAREHOLDERS, OFFER FOR SALE AND THE WEIGHTED AVERAGE COST OF ACQUISITION

NAME OF THE SELLING SHAREHOLDERS	TYPE	NUMBER OF EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH OFFERED	WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARES OF ₹ 10 EACH (IN ₹)*
Brijesh Aggarwal	Promoter Selling Shareholder	Up to 5,283,524 Equity Shares of face value ₹ 10 each aggregating up to ₹ [●] million	2.78
VL-Auto Ancillary Private Limited	Promoter Selling Shareholder	Up to 11,006,397 Equity Shares of face value ₹ 10 each aggregating up to ₹ [●] million	101.91
Priyanka Aggarwal	Individual Selling Shareholder	Up to 1,632,000 Equity Shares of face value ₹ 10 each aggregating up to ₹ [●] million	0.01
Aren Capsules Private Limited	Corporate Selling Shareholder	Up to 1,458,097 Equity Shares of face value ₹ 10 each aggregating up to ₹ [●] million	101.91
Rakesh Kumar Aggarwal	Individual Selling Shareholder	Up to 2,833,834 Equity Shares of face value ₹ 10 each aggregating up to ₹ [●] million	10.75

**As certified by the P D M and Company, Chartered Accountants pursuant to their certificate dated September 30, 2024*

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹ 10 per Equity Share. The Floor Price, Cap Price and Offer Price, as determined by our Company, in consultation with the Book Running Lead Managers (the "**BRLMs**"), on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, in accordance with the SEBI ICDR Regulations, as stated under section "*Basis for Offer Price*" beginning on page 108), 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 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 investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to "*Risk Factors*" on page 31.

ISSUER'S AND SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

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

LISTING

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

BOOK RUNNING LEAD MANAGERS

Logo of the BRLMs	Name of Book Running Lead Manager	Contact Person	E-mail and Telephone
	ICICI Securities Limited	**Gaurav Mittal / Namrata Ravasia**	**E-mail:** viney.ipo@icicisecurities.com **Tel:** +91 22 6807 7100
	Axis Capital Limited	**Jigar Jain**	**E-mail:** viney.ipo@axiscap.in **Tel:** +91 22 4351 2183

REGISTRAR TO THE OFFER

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

BID/ OFFER PERIOD

(Please scan this QR code to view the DRHP)

DRAFT RED HERRING PROSPECTUS
Dated September 30, 2024
(*This Draft Red Herring Prospectus will be updated upon filing with the RoC*)
(Please read Section 32 of the Companies Act, 2013)
100% Book Built Offer

ANCHOR INVESTOR BID/ OFFER PERIOD PORTION OPEN ON*	**[●]***	**BID/ OFFER OPENS ON**	**[●]**	**BID/ OFFER CLOSES ON****	**[●]**#**

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

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

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

(Please scan this QR code to view the DRHP)

DRAFT RED HERRING PROSPECTUS
Dated September 30, 2024
(*This Draft Red Herring Prospectus will be updated upon filing with the RoC)*
(Please read Section 32 of the Companies Act, 2013)
100% Book Built Offer

VINEY CORPORATION LIMITED

Our Company was incorporated as Viney Auto Private Limited, at New Delhi, as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated March 6, 1992, issued by the RoC. Thereafter, the name of the Company was changed to "Viney Corporation Private Limited**"** pursuant to a Board resolution dated October 19, 2010, and a special resolution passed in the extra-ordinary general meeting of the Shareholders held on November 26, 2010, and consequently a fresh certificate of incorporation dated February 23, 2011, was issued by the RoC to reflect the change in name. Thereafter, the name of our Company was changed to "Viney Corporation Limited" upon conversion to a public limited company pursuant to a Board resolution dated February 3, 2015 and a resolution passed in the extra-ordinary general meeting of the Shareholders held on February 4, 2015 and consequently a fresh certificate of incorporation dated February 21, 2015, was issued by the RoC. Thereafter, the name of our Company was changed to "Viney Corporation Private Limited" upon conversion to a private limited company pursuant to a Board resolution dated August 3, 2020 and a resolution passed in the extra-ordinary general meeting of the Shareholders held on August 31, 2020 and consequently a fresh certificate of incorporation dated November 12, 2020, was issued by the RoC. Thereafter, the name of our Company was changed to Viney Corporation Limited upon conversion to a public limited company pursuant to a Board resolution dated July 12, 2024 and a resolution passed in the extra-ordinary general meeting of the Shareholders held on July 12, 2024 and consequently a fresh certificate of incorporation dated August 29, 2024, was issued by the RoC. For further information, please see the section titled "*History and certain corporate matters*" on page 232.

Registered Office: 35, Basement, Community Centre, Munirka Marg, Basant Lok, Vasant Vihar, New Delhi, 110057, **Corporate Office:** Plot No. 42, Sector-3, IMT Manesar, Manesar, Gurgaon, Haryana-122052 India
Telephone: +91 11 49981612; **Contact person**: Sunil Gupta, Company Secretary and Compliance Officer
E-mail: cs@vineycorp.com; **Website**: www.vineycorp.com
Corporate Identity Number: U74899DL1992PLC047911

PROMOTERS OF OUR COMPANY: BRIJESH AGGARWAL AND VL-AUTO ANCILLARY PRIVATE LIMITED

INITIAL PUBLIC OFFER OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF VINEY CORPORATION LIMITED ("COMPANY" OR "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH) ("OFFER PRICE") AGGREGATING UP TO ₹ [●] MILLION COMPRISING OF A FRESH ISSUE OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH AGGREGATING UP TO ₹ 1,500 MILLION BY OUR COMPANY ("FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 22,213,852 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH AGGREGATING UP TO ₹ [●] MILLION ("OFFERED SHARES") BY THE SELLING SHAREHOLDERS (AS DEFINED BELOW), COMPRISING UP TO 5,283,524 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH AGGREGATING UP TO ₹ [●] MILLION BY BRIJESH AGGARWAL, UP TO 11,006,397 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH AGGREGATING UP TO ₹ [●] MILLION BY VL-AUTO ANCILLARY PRIVATE LIMITED, UP TO 1,632,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH AGGREGATING UP TO ₹ [●] MILLION BY PRIYANKA AGGARWAL, UP TO 1,458,097 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH AGGREGATING UP TO ₹ [●] MILLION BY AREN CAPSULES PRIVATE LIMITED AND UP TO 2,833,834 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH AGGREGATING UP TO ₹ [●] MILLION BY RAKESH KUMAR AGGARWAL (BRIJESH AGGARWAL, VL-AUTO ANCILLARY PRIVATE LIMITED, PRIYANKA AGGARWAL, AREN CAPSULES PRIVATE LIMITED AND RAKESH KUMAR AGGARWAL, COLLECTIVELY REFERRED TO AS "SELLING SHAREHOLDERS") ("OFFER FOR SALE", AND TOGETHER WITH THE FRESH ISSUE, THE "OFFER"). THE FACE VALUE OF EQUITY SHARES IS ₹ 10 EACH.

THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES OF FACE VALUE ₹ 10 EACH. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS AND WILL BE ADVERTISED IN [●] EDITIONS OF AN ENGLISH NATIONAL DAILY NEWSPAPER, [●] AND [●] EDITIONS OF A HINDI NATIONAL DAILY NEWSPAPER, [●] (HINDI ALSO BEING THE REGIONAL LANGUAGE OF NEW DELHI, WHERE OUR REGISTERED OFFICE IS LOCATED) EACH WITH WIDE CIRCULATION, AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO BSE LIMITED ("BSE") AND THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE", AND TOGETHER WITH THE BSE, THE "STOCK EXCHANGES") FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES.

In case of any revision to the Price Band, the Bid/Offer Period shall be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar unforeseen circumstances, our Company, in consultation with the Book Running Lead Managers, may for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of one Working Day, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a 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 Offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation)Rules, 1957, as amended ("**SCRR**") read with Regulation 31 of the SEBI ICDR Regulations and in compliance with Regulation 6(2) of the SEBI ICDR Regulations, wherein not less than 75% of the Offer shall be allocated on a proportionate basis to the Qualified Institutional Buyers ("QIBs") ("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 at least one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (excluding the Anchor Investor Portion) ("**QIB Portion**"). Further, 5% of the QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs other than Anchor Investors, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not more than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors of which (a) one-third of such portion shall be reserved for applicants with application size of more than ₹200,000 and up to ₹1,000,000; and (b) two-third of such portion shall be reserved for applicants with application size of more than ₹1,000,000, 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 more than 10% of the Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer 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, and UPI ID (in case of UPI Bidders) if applicable, in which the corresponding Bid Amounts will be blocked by the SCSBs or by the Sponsor Bank(s) under the UPI Mechanism, as applicable, to the extent of the respective Bid Amounts. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For details, see "***Offer Procedure***" beginning on page 419.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of each Equity Share is ₹ 10. The Floor Price, Cap Price and Offer 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 each by way of the Book Building Process as stated in section "*Basis for Offer Price*" beginning on page 108, 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 prospective investors should not invest any funds in the Offer unless they can afford to take the risk of losing their investment. Prospective investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, prospective investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer 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 prospective investors is invited to "*Risk Factors*" on page 31.

ISSUER'S AND THE SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Further, each Selling Shareholder, severally and not jointly, accepts responsibility for and confirms only statements expressly made by such Selling Shareholder in this Draft Red Herring Prospectus solely in relation to itself and its Offered Shares and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. Each Selling Shareholder severally and not jointly, assumes no responsibility for any other statement in this Draft Red Herring Prospectus, including, *inter alia*, any of the statements made by or relating to our Company or its business or any other Selling Shareholders.

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 their letters dated [●] and [●], respectively. For the purposes of the Offer, the Designated Stock Exchange shall be [●]. A signed copy of the Red Herring Prospectus and the Prospectus shall be delivered to 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 that will be available for inspection from the date of the Red Herring Prospectus up to the Bid/Offer Closing Date, see "*Material Contracts and Documents for Inspection*" on page 458.

BOOK RUNNING LEAD MANAGERS		REGISTRAR TO THE OFFER
ICICI Securities Limited ICICI Venture House Appasaheb Marathe Marg, Prabhadevi Mumbai 400 025 Maharashtra, India **Tel**: + 91 22 6807 7100 **E-mail**: viney.ipo@icicisecurities.com **Investor grievance e-mail**: customercare@icicisecurities.com **Website**: www.icicisecurities.com **Contact Person**: Gaurav Mittal /Namrata Ravasia **SEBI Registration No.**: INM000011179	**Axis Capital Limited** 1st Floor, Axis House Pandurang Budhkar Marg, Worli Mumbai 400 025 Maharashtra, India **Tel**: +91 22 4325 2183 **E-mail**: viney.ipo@axiscap.in **Investor grievance e-mail**: complaints@axiscap.in **Website**: www.axiscapital.co.in **Contact Person**: Jigar Jain **SEBI Registration No.**: INM000012029	**Link Intime India Private Limited** C 101, 1st Floor, 247 Park Lal Bahadur Shastri Marg, Vikhroli (West) Maharashtra, India 400083 **Tel:** +91 81081 14949 **E-mail:** viney.ipo@linkintime.co.in **Website:** www.linkintime.co.in **Investor grievance e-mail:** viney.ipo@linkintime.co.in **Contact person:** Shanti Gopalkrishnan **SEBI Registration No.**: INR000004058

BID/OFFER PROGRAMME

BID/OFFER OPENS ON*	[●]
BID/OFFER 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/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date.*

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

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

TABLE OF CONTENT

SECTION I: GENERAL

DEFINITIONS AND ABBREVIATION

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, regulations, rules, guidelines, circulars, notifications, clarifications, directions, or policies shall be to such legislations, acts, regulations, rules, guidelines, circulars, notifications, clarifications, directions, 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 made, from time to time, under such provision.

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

The terms not defined herein but used in "*Statement of Special Tax Benefits*", "*Industry Overview*", "*Key Regulations and Policies in India*", "*Basis for Offer Price*", "*History and Certain Corporate Matters*", "*Restated Consolidated Financial Information*", "*Outstanding Litigation and Material Developments*", "*Offer Procedure*", and "*Description of Equity Shares and Terms of the Articles of Association*" on pages 116, 139, 226, 108, 232, 264, 384, 419 and 441, respectively, shall have the meanings ascribed to such terms in these respective sections.

General Terms

Term	Description
"Our Company", "the Company", "the Issuer" or "Viney Corporation"	Viney Corporation Limited, a public limited company incorporated under the Companies Act, 1956 and having its registered office at 35, Basement, Community Centre, Munirka Marg, Basant Lok, Vasant Vihar, New Delhi, 110057 and corporate office at Plot No. 42, Sector-3, IMT Manesar, Manesar, Gurgaon, Haryana-122052 India, unless the context implies otherwise
"we", "us" or "our" or "Group"	Unless the context otherwise indicates or implies, refers to our Company and our Subsidiaries on a consolidated basis. However, for the purpose of the Restated Consolidated Financial Information, all references to such terms includes our Company, our Subsidiaries which existed for that relevant Financial Year

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, as described in the section titled "*Our Management – Committees of the Board – Audit Committee*" on page 248
"Board" or "Board of Directors"	Board of Directors of our Company, and where applicable or implied by context, includes or a duly constituted committee thereof. For further details, please see the section titled "*Our Management*" on page 243
Chief Financial Officer	Chief financial officer of our Company, namely, Dinesh Chand Sharma
Committee(s)	Duly constituted committee(s) of our Board of Directors
Company Secretary and Compliance Officer	Company secretary and compliance officer of our Company, namely, Sunil Gupta. For further information, please see the section titled, "*Our Management-Key Managerial Personnel*" on page 256 of this DRHP
Corporate Social Responsibility Committee	Corporate social responsibility committee of our Board, as described in "*Our Management – Committees of the Board – Corporate Social Responsibility Committee*" on page 253
Corporate Promoter	Corporate promoter of our Company, namely, VL-Auto Ancillary Private Limited
Corporate Office	Plot No. 42, Sector-3, IMT Manesar, Manesar, Gurgaon, Haryana-122052 India
CRISIL/ CRISIL MI&A/ CRISIL Limited	CRISIL Market Intelligence & Analytics, a division of CRISIL Limited
CRISIL Report	The report titled "*Industry Assessment – Device harness, Main harness, Terminals, Connectors and Switches*" dated September, 2024, prepared and issued by CRISIL Limited, which shall be available on the website of our Company from the date of the Red Herring Prospectus till the Bid/ Offer Closing Date, which has been commissioned by and paid for by our Company exclusively for the purposes of the Offer pursuant to an engagement letter dated April 12, 2024
Director(s)	Director(s) on our Board. For further details, please see the section titled "*Our Management*" on page 243

Term	Description
Equity Shares	Equity shares of our Company bearing face value of ₹ 10 each
"Executive Director(s)" or "Whole-time Directors"	Executive director(s) of our Company. For further details of our Executive Directors, see "*Our Management-Board of Directors*" on page 243
Group Companies	Group companies of our Company in accordance with the SEBI ICDR Regulations and the Materiality Policy as disclosed in section titled "*Our Group Companies*" on page 394
Independent Directors	The non-executive, independent Directors of our Company appointed as per the Companies Act, 2013 and the SEBI Listing Regulations. For further details of our Independent Directors, see "*Our Management*" on page 243
Individual Promoter	Individual promoter of our Company, namely, Brijesh Aggarwal
"Key Managerial Personnel" or "KMP"	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations, as described in "*Our Management – Key Managerial Personnel*" on page 260
Material Subsidiary	Viney Auto Ancillary Private Limited, Vimercati S.p.A, Vimercati East Europe SRL,Progind SRL and Viney Corp. East Europe SRL
"Memorandum of Association" "MoA"	Memorandum of association of our Company, as amended from time to time
"Nomination and Remuneration Committee"	Nomination and remuneration committee of our Board, as described in "*Our Management – Committees of our Board – Nomination and Remuneration Committee*" on page 251
Non-Executive Director(s)	Non-executive director(s) of our Company. For further details of our Non-executive Directors, see "*Our Management-Board of Director*" on page 243
OCDs	Any and all classes of optionally convertible debentures of the Company, issued from time to time
Promoter Group	Individuals and entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, as described in "*Our Promoters and Promoter Group*" on page 259
Promoters	Collectively, the Individual Promoter and Corporate Promoter
Registered Office	35, Basement, Community Centre, Munirka Marg, Basant Lok, Vasant Vihar, New Delhi, 110057 (India)
"Registrar of Companies" or "RoC"	Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi
Restated Consolidated Financial Information	The Restated Consolidated Financial Information of Viney Corporation Limited, together with its subsidiaries and associate ("**Group**") comprising the Restated Consolidated Statement of Assets and Liabilities as at 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 and the Restated Consolidated Statement of Cash Flows for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 and the Restated Consolidated Statement of Material Accounting Policies and other explanatory notes of our Company, derived from audited consolidated financial statements as at and for each of the financial year ended March 31, 2024, March 31, 2023 and March 31, 2022, each prepared in accordance with Ind AS and restated by our Company in accordance with the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, relevant provisions of the SEBI ICDR Regulations, and the Guidance Note on Reports on Company Prospectuses (Revised 2019) issued by the ICAI
Risk Management Committee	The risk management committee constituted in accordance with the SEBI Listing Regulations, and as described in "*Our Management - Committees of our Board – Risk Management Committee*" on page 250
Senior Management	Senior management of our Company in terms of Regulation 2(1)(bbbb) of the SEBI ICDR Regulations, as disclosed in "*Our Management – Senior Management*" on page 256
Stakeholders' Relationship Committee	The stakeholders' relationship committee constituted in accordance with the Companies Act, 2013 and the SEBI Listing Regulations, and as described in, "*Our Management - Committees of our Board – Stakeholders' Relationship Committee*" on page 252
Shareholder(s)	Equity shareholder(s) of our Company from time to time
Specified Securities	Specified securities means 'equity shares' and 'convertible securities' as defined under Regulation 30(2)(1)(eee) of SEBI ICDR Regulations
Subsidiaries	The subsidiaries of our Company, namely, Viney Auto Ancillary Private Limited, Vimercati S.p.A, Vimercati East Europe SRL, Progind SRL, Viney Corp. Middle East Limited, Viney Corp. East Europe SRL and Vimercati Viney Do México S De Rl De Cv.
"Statutory Auditors" or "Auditors"	The statutory auditors of our Company, namely, Walker Chandiok & Co LLP, Chartered Accountants

Offer Related Terms

Term	Description
Abridged Prospectus	Abridged prospectus means a memorandum containing such salient features of a prospectus as may be specified by SEBI in this regard
Acknowledgement Slip	The slip or document issued by the relevant Designated Intermediary(ies) to a Bidder as proof of registration of the Bid cum Application Form
"Allot" or "Allotment" or "Allotted"	Unless the context otherwise requires, allotment (in case of the Fresh Issue) or transfer (in case of the Offered Shares pursuant to the Offer for Sale), of the Equity Shares pursuant to the Offer to the successful Bidders
Allotment Advice	A note or advice or intimation of Allotment sent to the successful Bidders who have been or are to be Allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee	A successful Bidder to whom the Equity Shares are Allotted
Anchor Investor(s)	A QIB, 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 at the end of the Anchor Investor Bid/Offer Period 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 and in accordance with Applicable Law
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion in accordance with the requirements specified under the SEBI ICDR Regulations and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus
"Anchor Investor Bid" or "Offer Period"	One Working Day prior to the Bid/Offer Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the Book Running Lead Managers will not accept any Bids from Anchor Investors, and allocation to Anchor Investors shall be completed
Anchor Investor Offer Price	The final price at which the Equity Shares will be 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 Offer Price but not higher than the Cap Price The Anchor Investor Offer Price will be decided by our Company, in consultation with the Book Running Lead Managers and in accordance with the Applicable Law, in terms of the Red Herring Prospectus and the Prospectus
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), the Anchor Investor Bid/Offer Period, and in the event the Anchor Investor Allocation Price is lower than the Anchor Investor Offer Price, not later than two Working Days after the Bid/ Offer Closing Date
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company in consultation with the BRLMs, to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds only, 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, to make a Bid and authorising an SCSB to block the Bid Amount in the relevant ASBA Account and will include applications made by UPI Bidders using the UPI Mechanism, where made available, where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by UPI Bidders using the UPI Mechanism
ASBA Account	A bank account maintained by ASBA Bidder with an SCSB for blocking the Bid Amount mentioned in the ASBA Form and includes the account maintained by UPI Bidders which is blocked upon acceptance of a UPI Mandate Request made by the UPI Bidders using the UPI Mechanism, where made available
"ASBA Bidders" or "ASBA Bidder"	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 Capital	Axis Capital Limited
Bankers to the Offer	Collectively, the Escrow Collection Bank, Refund Bank, Public Offer Account Bank and Sponsor Banks, as the case maybe

Term	Description
Basis of Allotment	The basis on which Equity Shares will be Allotted to successful Bidders under the Offer. For details, see "*Offer Procedure*" on page 419
Bid(s)	An indication to make an offer during the Bid/Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/Offer 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 or blocked in the ASBA Account of the ASBA Bidders, as the case may be, upon submission of the Bid RIBs can apply at the Cut-off Price and the Bid amount shall be Cap Price, multiplied by the number of Equity Shares Bid for by such RIBs mentioned in the Bid cum Application Form
Bid cum Application Form	Anchor Investor Application Form or the ASBA Form, as the context requires
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Bid/Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, being [●], which shall be notified in all editions of an English national daily newspaper, [●] and all editions of a Hindi national daily newspaper, [●] (Hindi also being the regional language of New Delhi, where our Registered Office is located) each with wide circulation In case of any revision, the revised Bid/Offer Closing Date shall 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), and shall also be notified in an advertisement in the same newspapers in which the Bid/Offer Opening Date was published Our Company, in consultation with the BRLMs, and in accordance with the Applicable Law, may consider closing the Bid/Offer Period for the QIB Portion one Working Day prior to the Bid/Offer Closing Date, in accordance with the SEBI ICDR Regulations which shall also be notified by advertisement in the same newspapers where the Bid/ Offer Opening Date was published, in accordance with the SEBI ICDR Regulations
Bid/Offer Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, being [●], which shall be notified in all editions of an English national daily newspaper, [●] and all editions of a Hindi national daily newspaper, [●] (Hindi also being the regional language of New Delhi, where our Registered Office is located) each with wide circulation and in case of any revision, the extended Bid/Offer Opening Date also 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 BRLMs and at the terminals of the Members of the Syndicate and by intimation to the Designated Intermediaries and the Sponsor Bank(s), as required under the SEBI ICDR Regulations
Bid/Offer Period	Except in relation to Anchor Investors, the period between the Bid/Offer Opening Date and the Bid/Offer Closing Date, inclusive of both days, during which Bidders can submit their Bids, including any revisions thereof, in accordance with the SEBI ICDR Regulations, provided that such period shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors Our Company in consultation with the BRLMs, may consider closing the Bid/Offer Period for QIBs, one Working Day prior to the Bid/Offer Closing Date, in accordance with the SEBI ICDR Regulations
"Bidder" or "Applicant"	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, which includes an ASBA Bidder and an Anchor Investor
Bidding Centres	The centres at which the Designated Intermediaries shall accept the Bid cum Application Forms, being the 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 Offer is being made

Term	Description
"Book Running Lead Managers" or "BRLMs"	The book running lead managers to the Offer, namely, ICICI Securities Limited and Axis Capital Limited
Broker Centres	The broker centres notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms to a Registered Broker. 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)
"CAN" or "Confirmation of Allocation Note"	A notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated Equity Shares, after the Anchor Investor Bid/Offer Period
Cap Price	The higher end of the Price Band, subject to any revisions thereto, above which the Offer Price and Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted. The Cap Price shall be at least 105% of the Floor Price and less than or equal to 120% of the Floor Price
Cash Escrow and Sponsor Bank Agreement	The cash escrow and sponsor bank agreement to be entered into among our Company, the Selling Shareholders, the Book Running Lead Managers, the Registrar to the Offer, the Bankers to the Offer and the Syndicate Members for, *inter alia*, collection of the Bid Amounts from the Anchor Investors, transfer of funds to the Public Offer Account and where applicable, refunds of the amounts collected from the Anchor Investors, on the terms and conditions thereof, in accordance with the UPI Circulars
Client ID	The client identification number maintained with one of the Depositories in relation to dematerialized 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 SEBI circular number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, and the UPI Circulars, issued by SEBI and the Stock Exchanges as per the list available on the respective websites of the Stock Exchanges, as updated from time to time
Cut-off Price	The Offer Price finalised by our Company, in consultation with the Book Running Lead Managers and in accordance with the Applicable Law, 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 Anchor Investors) and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price
Demographic Details	The demographic details of the Bidders including the Bidders' address, name of the Bidders' father or husband, investor status, occupation, bank account details, PAN and UPI ID, where applicable
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Forms from relevant Bidders, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=3 or at such other website as may be prescribed by SEBI from time to time
Designated CDP Locations	Such locations of the CDPs where relevant ASBA Bidders 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 websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Designated Date	The date on which the Escrow Collection Bank(s) transfer funds from the Escrow Account to the Public Offer Account or the Refund Account, as the case may be, and the instructions are issued to the SCSBs (in case of UPI Bidders using the UPI Mechanism, where made available, instruction issued through the Sponsor Banks) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Offer Account or the Refund Account, as the case may be, in terms of the Red Herring Prospectus and the Prospectus, following which the Equity Shares will be Allotted in the Offer
Designated Intermediary(ies)	Collectively, the members of the Syndicate, sub-syndicate or agents, SCSBs (other than in relation to UPI Bidders using the UPI Mechanism), Registered Brokers, CDPs and RTAs, who are authorised to collect Bid cum Application Forms from the relevant Bidders, in relation to the Offer In relation to ASBA Forms submitted by UPI Bidders by authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidders using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-syndicate/agents, Registered Brokers, CDPs, SCSBs and RTAs

Term	Description
	In relation to ASBA Forms submitted by QIBs and Non-Institutional Bidders (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 relevant ASBA 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 websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms used by the Bidders, a list of which is available on the SEBI website at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes updated from time to time, or at such, other website as may be prescribed by SEBI from time to time
Designated Stock Exchange	[●]
"Draft Red Herring Prospectus" or "DRHP"	This draft red herring prospectus dated September 30, 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 Offer including any addenda or corrigenda
Eligible FPI(s)	FPI(s) from such jurisdictions outside India where it is not unlawful to make an offer/ invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus constitutes an invitation to subscribe to the Equity Shares
Eligible NRI(s)	NRI(s) eligible to invest under Schedule 3 and Schedule 4 of the FEMA Rules, from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus will constitute an invitation to subscribe to or purchase the Equity Shares
Escrow Accounts	The 'no-lien' and 'non-interest bearing' accounts to be opened with the Escrow Collection Bank and in whose favour the Bidders (excluding the ASBA Bidders) will transfer money through direct credit/NEFT/RTGS/NACH in respect of the Bid Amount when submitting a Bid
Escrow Collection Bank	Bank 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 have been opened, in this case being [●]
"First Bidder" or "Sole Bidder"	The Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name also appears 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 thereto, not being less than the face value of the Equity Shares, at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted
Fraudulent Borrower	A company or person, as the case may be, categorised as a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on a fraudulent borrowers issued by the RBI
Fresh Issue	Fresh issue of up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ 1,500 million by our Company
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 (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020, suitably modified and updated pursuant to, among others, the SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020 and the UPI Circulars, as amended from time to time. The General Information Document is available on the websites of the Stock Exchanges and the BRLMs
Gross Proceeds	The gross proceeds of the Fresh Issue that will be available to our Company
Materiality Policy	The policy adopted by our Board on September 20, 2024 for identification of group companies, material outstanding litigation, and outstanding dues to material creditors of our Company, in accordance with the disclosure requirements under the SEBI ICDR Regulations
Minimum NII Application Size	Bid Amount of more than ₹ 0.20 million
Monitoring Agency	[●]
Monitoring Agency Agreement	The agreement to be entered into between our Company and the Monitoring Agency
Mutual Fund Portion	[●] Equity Shares which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Offer Price

Term	Description
Net Proceeds	Gross Proceeds less our Company's share of the Offer expenses. For further details, see "*Objects of the Offer*" on page 101
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allotted to the Anchor Investors
"Non-Institutional Bidders" or "NIBs" or "Non- Institutional Investors" or NIIs"	All Bidders that are not QIBs or RIBs and who have Bid for Equity Shares, for an amount of more than ₹ 0.20 million (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	The portion of this Offer being not more than 15% of the Offer, being [●] Equity Shares, which shall be available for allocation to Non-Institutional Bidders on a proportionate basis, subject to valid Bids being received at or above the Offer Price, out of which i) one third shall be reserved for Bidders with Bids exceeding ₹0.20 million up to ₹1.00 million; and ii) two-thirds shall be reserved for Bidders with Bids exceeding ₹ 1.00 million
Non-Resident	A person resident outside India, as defined under FEMA and includes NRIs, FPIs and FVCIs
"Non-Resident Indians" or "NRI(s)"	A non-resident Indian as defined under the FEMA Rules
Offer	The initial public offer of up to [●] Equity Shares of face value of ₹ 10 each for cash at a price of ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity Share), aggregating up to ₹ [●] million, comprising the Fresh Issue aggregating up to ₹ 1,500 million and the Offer for Sale of up to 22,213,852 Equity Shares of face value of ₹ 10 aggregating up to ₹ [●] million comprising of 5,283,524 Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million by Brijesh Aggarwal, up to 11,006,397 Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million by VL-Auto Ancillary Private Limited, up to 1,632,000 Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million by Priyanka Aggarwal, up to 1,458,097 Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million by Aren Capsules Private Limited and up to 2,833,834 Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million by Rakesh Kumar Aggarwal
Offer Agreement	The offer agreement dated September 30, 2024 entered into among our Company, the Selling Shareholders, and the Book Running Lead Managers, pursuant to which certain arrangements are agreed to in relation to the Offer
Offer for Sale	Offer for Sale of up to 22,213,852 Equity Shares of face value of ₹ 10 aggregating up to ₹ [●] million comprising of 5,283,524 Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million by Brijesh Aggarwal, up to 11,006,397 Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million by VL-Auto Ancillary Private Limited, up to 1,632,000 Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million by Priyanka Aggarwal, up to 1,458,097 Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million by Aren Capsules Private Limited and up to 2,833,834 Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million by Rakesh Kumar Aggarwal. For further information, please see the section entitled "*The Offer*" on page 68
Offer Price	The final price at which Equity Shares will be Allotted to ASBA Bidders in terms of the Red Herring Prospectus and the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price, in terms of the Red Herring Prospectus The Offer Price will be decided by our Company, in consultation with the Book Running Lead Managers and in accordance with the Applicable Law, on the Pricing Date in accordance with the Book Building Process and in terms of the Red Herring Prospectus
Offer Proceeds	The proceeds of the Fresh Issue which shall be available to our Company and the proceeds of the Offer for Sale (net of their proportion of Offer-related expenses and the relevant taxes thereon) which shall be available to the Selling Shareholders. For further details on the use of Offer Proceeds from the Fresh Issue, see "*Objects of the Offer*" on page 101
Offered Shares	Up to 22,213,852 Equity Shares of face value of ₹ 10 aggregating up to ₹ [●] million by the Selling Shareholders
Price Band	The price band of a minimum price of ₹ [●] per Equity Share (Floor Price) and the maximum price of ₹ [●] per Equity Share (Cap Price) including revisions thereof The Price Band and the minimum Bid Lot for the Offer will be decided by our Company, in consultation with the Book Running Lead Managers and in accordance with the Applicable Law, and will be advertised in all editions of an English national daily newspaper, [●] and all editions of a Hindi national daily newspaper, [●] (Hindi also being the regional language of New Delhi, where our Registered Office is located) each with wide circulation, at least two Working Days prior to the Bid/Offer Opening Date and shall be available to the Stock Exchanges for the purpose of uploading on their respective websites

Term	Description
	Provided that the Cap Price shall be at least 105% of the Floor Price and shall not be greater than 120% of the Floor Price
Pricing Date	The date on which our Company, in consultation with the Book Running Lead Managers and in accordance with the Applicable Law, will finalise the Offer 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 and the SEBI ICDR Regulations containing, *inter alia*, the Offer Price that is determined at the end of the Book Building Process, the size of the Offer and certain other information including any addenda or corrigenda thereto
Public Offer Account	The 'no-lien' and 'non-interest bearing' account to be opened, in accordance with Section 40(3) of the Companies Act with the Public Offer Account Bank to receive monies from the Escrow Account and the ASBA Accounts on the Designated Date
Public Offer Account Bank	Bank which is a clearing member and registered with SEBI as a banker to an issue, and with whom the Public Offer Account for collection of Bid Amounts from Escrow Accounts and ASBA Accounts has been opened, in this case being [●]
QIB Portion	The portion of this Offer being not less than 75% of the Offer, being not less than [●] Equity Shares, which shall be available for allocation 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 Offer Price
"QIBs" or "QIB Bidders" or "Qualified Institutional Buyers"	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 by our Company in accordance with Section 32 of the Companies Act, and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Offer, including any addenda or corrigenda thereto The Red Herring Prospectus will be filed with the RoC at least three Working Days before the Bid/Offer Opening Date and will become the Prospectus upon filing with the RoC on or after the Pricing Date
Refund Account	The 'no-lien' and 'non-interest bearing' account opened with the Refund Bank, from which refunds, if any, of the whole or part, of the Bid Amount to the Anchor Investors shall be made
Refund Bank	Bank which is a clearing member and registered with SEBI as a banker to an issue, and with whom the Refund Account has been opened and in this case being, [●]
Registered Brokers	The stock brokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals, other than the members of the Syndicate and eligible to procure Bids from relevant Bidders in terms of SEBI circular number CIR/CFD/14/2012 dated October 4, 2012 issued by SEBI, and other applicable circulars issued by SEBI
Registrar Agreement	The registrar agreement dated September 30, 2024 entered into among our Company, the Selling Shareholders and the Registrar to the Offer, in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer
Registrar to the Offer/ Registrar	Link Intime India Private Limited
Retail Individual Bidder(s)/ Retail Individual Investor(s)/ RII(s)/ RIB(s)	Resident Indian individual Bidders, who have Bid for the Equity Shares for an amount not more than ₹ 0.20 million in any of the bidding options in the Offer (including HUFs applying through their Karta) and Eligible NRIs
Retail Portion	The portion of the Offer, being not more than 10% of the Offer being not more than [●] Equity Shares, available for allocation to Retail Individual Bidders as per the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price, which shall not be less than the minimum Bid Lot subject to availability in the Retail Portion
Revision Form	The form used by 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. RIBs can revise their Bids during the Bid/Offer Period and withdraw their Bids until Bid/Offer Closing Date
RTAs or Registrar and Share Transfer Agents	The registrar and share transfer agents registered with SEBI and eligible to procure Bids from relevant Bidders at the Designated RTA Locations in terms of SEBI circular number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI and available on the websites of the Stock Exchanges at www.nseindia.com and www.bseindia.com
SCORES	SEBI Complaints Redress System

Term	Description
Self Certified Syndicate Bank(s) or SCSB(s)	The banks registered with SEBI, offering services (i) in relation to ASBA (other than through UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 , as applicable, or such other website as updated from time to time, and (ii) in relation to ASBA (through UPI Mechanism), a list of which is available on the website of SEBI at https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as may be prescribed by SEBI and updated from time to time Applications through UPI in the Offer can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website. A list of SCSBs and mobile applications, which, are live for applying in public issues using UPI mechanism is provided as Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019. The list is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time
Selling Shareholders	Aren Capsules Private Limited, Rakesh Kumar Aggarwal, Priyanka Aggarwal, Brijesh Aggarwal and VL-Auto Ancillary Private Limited
Share Escrow Agent	The share escrow agent to be appointed pursuant to the Share Escrow Agreement, namely, [●]
Share Escrow Agreement	The share escrow agreement to be entered into among our Company, the Selling Shareholders and the Share Escrow Agent in connection with the transfer of Equity Shares under the Offer for Sale by the Selling Shareholders and credit of such Equity Shares to the demat accounts of the Allottees in accordance with the Basis of Allotment
Specified Locations	The Bidding centres where the Syndicate shall accept Bid cum Application Forms from relevant Bidders, a list of which is available on the website of SEBI (www.sebi.gov.in), and updated from time to time
Sponsor Banks	[●] and [●] 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, in terms of the UPI Circulars
Syndicate Agreement	The syndicate agreement to be entered into among our Company, the Selling Shareholders, the Registrar to the Offer and the members of the Syndicate in relation to collection of Bid cum Application Forms by the Syndicate
Syndicate Members	The intermediaries registered with SEBI who are permitted to carry out activities as an underwriter, namely, [●] and [●]
Syndicate or members of the Syndicate	Together, collectively, the Book Running Lead Managers and the Syndicate Members
Underwriters	[●]
Underwriting Agreement	The underwriting agreement to be entered into among our Company, the Selling Shareholders, and the Underwriters, prior to filing the Red Herring Prospectus or Prospectus, as the case may be, 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 ₹ 0.50 million in the Non-Institutional Portion, and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹ 0.50 million shall use UPI and shall provide their UPI ID in the bid-cum-application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)
UPI Circulars	The SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no.

Term	Description
	SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/75 dated May 30, 2022, SEBI master circular with circular number 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 master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, along with circular number 25/2022 issued by NSE and circular number 20220803-40 issued by BSE, each dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI, Stock Exchanges or any other governmental authority 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 the SCSBs on the SEBI website, and by way of an SMS on directing the UPI Bidder to such UPI linked mobile application) to the UPI Bidder initiated by the Sponsor Banks to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment. In accordance with the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, UPI Bidders Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time
UPI Mechanism	Process for applications by UPI Bidders submitted with intermediaries with UPI as mode of payment, in terms of the UPI Circulars
UPI PIN	A password to authenticate a UPI transaction
Wilful Defaulter or Fraudulent Borrower	Wilful defaulter or fraudulent borrower as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations
Working Day	All days on which commercial banks in Mumbai are open for business, provided however, for the purpose of announcement of the Price Band and the Bid/Offer Period, "Working Day" shall mean all days, excluding all Saturdays, Sundays and public holidays on which commercial banks in Mumbai, India are open for business and the time period between the Bid/Offer Closing Date and listing of the Equity Shares on the Stock Exchanges, "Working Day" shall mean all trading days of the Stock Exchanges excluding Sundays and bank holidays in India in accordance with circulars issued by SEBI

Technical, Industry related Terms or Abbreviations

Term	Description
AAT	Advanced automotive products
ACC	Advanced chemistry cell
ADAS	Advanced driver assistance systems
AI	Artificial intelligence
ANFAVEA	Brazilian Association of Motor Vehicle Manufacturers
BEV	Battery electric vehicles
BMS	Battery management systems
BNCAP	Bharat new car assessment programme
CIF	Cost, Insurance and Freight
CNG	Compressed natural gas
Connective Products	Fuse boxes, wiring harnesses, wire, cables, terminals, and connectors
CPD	Centralised procurement division
CPI	Consumer Price Index
CSR	Corporate Social Responsibility

Term	Description
CVs	Commercial vehicles
DVA	Domestic value addition
E/E	Electrical and electronic components
ECMs	Electronic Control Modules
ECUs	Electronic control units
EMS	Electronic Manufacturing Services
EPR	Extended producer responsibility
EVs	Electric vehicles
FADA	Federation of Automobile Dealers Associations
FAME	Faster Adoption and Manufacturing of (Hybrid and) Electric Vehicles
FCEV	Fuel cell electric vehicles
GWh	Giga Watt Hour
HEVs	Hybrid electric vehicles
ICE	Internal Combustion Engine
IEA	International Energy Agency
IMF	International Monetary Fund
JVs	Joint ventures
LTV	Loan to Value
Mechatronic Products	Steering wheel controls gear paddles, light control units, pedal switches and sensors, multimedia plugs and airbag switches which can be categorised as visible switches or hidden switches
MEMS	Micro-electromechanical systems
MHI	Ministry of Heavy Industries
ML	Machine learning
MoEF & CC	Ministry of Environment, Forest and Climate Change
MoRTH	Ministry of Road Transport and Highways
MPVs	Multipurpose vehicles
NBFCs	Non-banking financial companies
NCT of Delhi	National Capital Territory of Delhi
NREGA	National Rural Employment Guarantee Act
PCS	Public charging stations
PFCE	Private Final Consumption Expenditure
PHEVs	Plug-in hybrid electric vehicles
PLI	Production-Linked Incentive scheme
PMP	Phased Manufacturing Program
PVC	Polyvinyl Chloride
PVs	Passenger vehicles
R&D	Research and development
SKD	Semi knocked down
SMT	Surface Mount Technology
SUVs	Sports Utility Vehicles
TCO	Total cost of ownership
Tier-1	Suppliers who supply components or systems directly to automotive OEMs
Tier-2	Suppliers that manufacture or process individual parts or sub-assemblies used by Tier 1 suppliers
Tier-3	Suppliers that provide raw material or components to Tier-2 suppliers
UT of J&K	Union territory of Jammu and Kashmir

Conventional and General Terms or Abbreviations

Term	Description
"₹" or "Rs." Or "Rupees" or "INR"	Indian Rupees
AIFs	Alternative Investments Funds, as defined in, and registered under the SEBI AIF Regulations
AGM	Annual general meeting
BSE	BSE Limited
Category I AIF	AIFs who are registered as "Category I Alternative Investment Funds" under the SEBI AIF Regulations

Term	Description
Category II AIF	AIFs who are registered as “Category II 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 III AIF	AIFs who are registered as “Category III 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
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identification Number
“Companies Act” or “Companies Act, 2013”	Companies Act, 2013, as amended, along with the relevant rules made thereunder
Companies Act, 1956	Companies Act, 1956, as amended, along with the relevant rules made thereunder
DEL	Denied entity list, in terms of the Foreign Trade (Regulation) Rules, 1993
Depositories	NSDL and CDSL
Depositories Act	Depositories Act, 1996
DIN	Director Identification Number
“DP” or “Depository Participant”	A depository participant as defined under the Depositories Act
DP ID	Depository Participant’s Identification
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India
EGM	Extraordinary General Meeting
EPS	Earnings Per Share
FCNR	Foreign Currency Non-Resident
FDI	Foreign direct investment
FDI Policy	Consolidated Foreign Direct Investment Policy notified by the DPIIT by way of circular bearing number DPIIT file number 5(2)/2020-FDI Policy dated October 15, 2020 effective from October 15, 2020
FEMA	The Foreign Exchange Management Act, 1999, read with rules and regulations thereunder
FEMA Non-debt Instruments Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
FEMA Regulations	FEMA Non-debt Instruments 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
FPI(s)	Foreign portfolio investors as defined under the SEBI FPI Regulations
FVCI(s)	Foreign venture capital investors as defined and registered under the SEBI FVCI Regulations
Gazette	Gazette of India
GDP	Gross domestic product
“GoI” or “Government” or “Central Government”	Government of India
GST	Goods and services tax
HUF	Hindu Undivided Family
IBC	The Insolvency and Bankruptcy Code, 2016
ICAI	The Institute of Chartered Accountants of India
ICSI	The Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards, as issued by the International Accounting Standards Board
IFSC	Indian Financial System Code
IMPS	Immediate Payment Service
“Ind AS” or “Indian Accounting Standards”	Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Companies Act, 2013
India	Republic of India
“Indian GAAP” or “IGAAP”	Accounting Standards notified under Section 133 of the Companies Act, 2013, read together with Rule 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016

Term	Description
IPO	Initial public offering
IST	Indian Standard Time
IT	Information Technology
IT Act	The Income-tax Act, 1961
KYC	Know your customer
MCA	Ministry of Corporate Affairs
MSMEs	Micro, Small, and Medium Enterprises
Mutual Funds	Mutual funds registered under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
N.A.	Not applicable
NACH	National Automated Clearing House
NAV	Net Asset Value
NEFT	National Electronic Funds Transfer
NPCI	National Payments Corporation of India
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
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 Offer
p.a.	Per annum
P/E	Price/earnings
P/E Ratio	Price to Earnings ratio
PAN	Permanent Account Number
PAT	Profit after tax is calculated represents the restated profits of the Company after deducting all expenses. This gives information regarding the overall profitability of the Company.
RBI	The Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934
Regulation S	Regulation S under the U.S. Securities Act
REIT	Real Estate Investment Trust
RERA	Real Estate (Regulation and Development) Act, 2016
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
SEBI BTI Regulations	Securities and Exchange Board of India (Bankers to an Offer) 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 Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI RTA Master Circular	SEBI master circular bearing number SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023
SEBI Merchant Bankers Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 as repealed pursuant to the SEBI AIF Regulations
SME	Small and Medium Enterprises
Stamp Act	The Indian Stamp Act, 1899

Term	Description
State Government	The government of a state in India
Stock Exchanges	BSE and NSE
STT	Securities transaction tax
Systemically Important NBFC	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
TAN	Tax deduction account number
UN	The United Nations
"U.S.A." or "U.S." or "US" or "United States"	United States of America
U.S. GAAP	Generally Accepted Accounting Principles in the United States
U.S. SEC	Securities and Exchange Commission of the United States
U.S. Securities Act	United States Securities Act of 1933, as amended
"USD" or "US$"	United States Dollars
"€"	Euro, currency of European Union
U.S. QIBs	"qualified institutional buyers" as defined in Rule 144A under the U.S. Securities Act
VCFs	Venture Capital Funds as defined in and registered with SEBI under the SEBI VCF Regulations

Key Performance Indicators

Term	Description
Revenue from Operation	Revenue operations metrics can help businesses to identify areas of opportunity, optimize resources, and accelerate revenue growth
Growth in Revenue from Operation	Measuring revenue growth rate provides operations analysts with a clear indication of whether the company is growing, stagnating, or declining, helping to adjust marketing and sales strategies accordingly
Gross Profit	Gross profit, also called gross income, is calculated by subtracting the cost of goods sold from revenue
Growth in gross profit	Gross profit growth refers to the increase in a company's gross profit over time. It is a measure of how efficiently a company is generating profits from its production and labor costs.
EBITDA	EBITDA stands for earnings before finance cost, taxes, depreciation, and amortization excluding other income
EBITDA Margin	EBITDA margins provide investors with a snapshot of short-term operational efficiency
Operational EBITDA	Operational EBITDA stands for earnings before finance cost, taxes, depreciation, and amortization excluding any exceptional items and other income.
Operational EBITDA Margin	Operational EBITDA margins provide investors with a snapshot of short-term operational efficiency without any exceptional items
Debt to Equity	The debt-to-equity (D/E) ratio is used to evaluate a company's financial leverage and is calculated by dividing a company's total borrowings by its shareholder equity
Fixed Asset Turnover Ratio	The asset turnover ratio is a financial ratio that measures how well a company uses its assets to generate revenue. A higher asset turnover ratio indicates that the company is using its assets more efficiently, while a lower ratio suggests less efficiency
Revenue Split – India & Outside India	Greater contribution from outside India signifies a more geographic diversification

SUMMARY OF THE OFFER DOCUMENT

The following is a general summary of the terms of the Offer and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Red Herring Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing in "Risk Factors", "The Offer", "Capital Structure", "Objects of the Offer", "Industry Overview", "Our Business", "Our Promoters and Promoter Group", "Restated Consolidated Financial Information", "Offer Procedure", "Outstanding Litigation and Material Developments" and "Description of Equity Shares and Terms of the Articles of Association" beginning on pages 31, 68, 82, 101, 139, 208, 259, 264, 419, 384 and 441, respectively.

Unless otherwise indicated, industry and market data used in this Draft Red Herring Prospectus has been derived from the CRISIL Report. A copy of the CRISIL Report is available on the website of our Company at https://vineycorp.com/investor-relations-platform. Also see, "Certain Conventions, Presentation of Financial, Industry and Market Data – Industry and Market Data" on page 27. The CRISIL Report has also been included in "Material Contracts and Documents for Inspection – Material Documents" on page 458.

Summary of the business of our Company

We design, manufacture, supply and export a wide array of automotive component products for two-wheeler vehicles, three-wheeler vehicles, passenger vehicles and commercial vehicles. We are a Tier-1 supplier for OEMs of both Mechatronic Products and Connective Products, and a Tier-2 and Tier-3 supplier for OEMs of Connective Products. Our products are designed in India and Italy, manufactured in India, Italy, and Romania, and are supplied and distributed across India, Europe, U.S.A and Brazil.

Summary of the industry in which our Company operates

The mobility industry is experiencing significant increase in complexity of the products due to the transformative shift across the globe due to the increasing electrification of vehicles, significantly impacting Mechatronic Products and Connective Products such as wiring harness, terminals, connectors and switches. The rapid shift toward vehicle electrification and increasing connectivity demands have led to a surge in demand for advanced switches. The shift to EVs will significantly increase the demand for terminals and connectors, driven by the need for more complex electrical systems and innovative products (*Source: CRISIL Report, included in the "Industry Overview" section on page 139*).

Our Promoters

Brijesh Aggarwal and VL-Auto Ancillary Private Limited are our Promoters. For details, see "*Our Promoters and Promoter Group*" beginning on page 259.

Offer size

The following table summarizes the details of the Offer size:

Offer of Equity Shares(1)(2)(3)	Up to [●] Equity Shares of the face value of ₹ 10 for cash at price of ₹ [●] per Equity Share (including a share premium of [●] per Equity Share) aggregating up to ₹ [●] million
of which:	
(i) Fresh Issue(1)	Up to [●] Equity Shares of face value ₹ 10 each aggregating up to ₹ 1,500 million
(ii) Offer for Sale(2)	Up to 22,213,852 Equity Shares of face value ₹ 10 each aggregating up to ₹ [●] million by the Selling Shareholders

(1) *The Offer has been authorised by our Board pursuant to its resolution passed on September 20, 2024 and the Fresh Issue has been approved by our Shareholders pursuant to a special resolution passed on September 20, 2024.*

(2) *The Selling Shareholders have, severally and not jointly, authorized and consented to participate in the Offer for Sale.*

Name of the Selling Shareholder	Maximum number of Equity Shares offered in the Offer for Sale	Date of board resolution/authorization	Date of consent letter
VL-Auto Ancillary Private Limited	Up to 11,006,397 Equity Shares of face value ₹ 10 each aggregating up to ₹ [●] million	September 24, 2024	September 25, 2024
Brijesh Aggarwal	Up to 5,283,524 Equity Shares of face value ₹ 10 each aggregating up to ₹ [●] million	Not applicable	September 25, 2024
Priyanka Aggarwal	Up to 1,632,000 Equity Shares of face value ₹ 10 each aggregating up to ₹ [●] million	Not applicable	September 25, 2024
Aren Capsules Private Limited	Up to 1,458,097 Equity Shares of face value ₹ 10 each aggregating up to ₹ [●] million	September 24, 2024	September 25, 2024
Rakesh Kumar Aggarwal	Up to 2,833,834 Equity Shares of face value ₹ 10 each aggregating up to ₹ [●] million	Not applicable	September 25, 2024

The Selling Shareholders confirm that the Offered Shares have been held by them, severally not jointly, for a period of at least one year prior to filing of this Draft Red Herring Prospectus in accordance with Regulation 8 of the SEBI ICDR Regulations and accordingly, are eligible for the Offer in accordance with *the provisions of the SEBI ICDR Regulations. In accordance with Regulation 8A of the SEBI ICDR Regulations; (i) the Selling Shareholders holding, individually or with persons acting in concert, more than 20% of pre-issue shareholding of the Company (on a fully-diluted basis), shall not exceed more than 50% of their respective pre-issue shareholding (on a fully-diluted basis).The Board of Directors have taken on record the offer of the Offered Shares in the Offer by way of a resolution dated September 29, 2024.*

The Offer shall constitute [●] % of the post Offer paid-up Equity Share capital of our Company. For further details, see "*The Offer*" and "*Offer Structure*" on pages 68 and 416, respectively.

Objects of the Offer

Our Company proposes to utilise the Net Proceeds towards funding the following objects:

Objects	Estimated Amount (in ₹ million)(1)
Re-payment and/or pre-payment, in full or in part, of certain borrowings availed by our Company; and	1,225.21
General corporate purposes	[●]
Total	[●]

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

For further details, see "*Objects of the Offer*" beginning on page 101.

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

The aggregate pre-Offer and post-Offer shareholding of our Promoter, members of our Promoter Group and Selling Shareholders as a percentage of the pre-Offer paid-up Equity Share capital and post-Offer paid-up Equity Share capital of our Company is set out below:

S. No.	Name of Shareholder	No. of Equity Shares as on the date of the DRHP*	% of total pre-Offer paid up Equity Share capital	% of total post-Offer paid up Equity Share capital*
Promoters				
1.	Brijesh Aggarwal	26,417,620	28.71	[●]
2.	VL-Auto Ancillary Private Limited	42,311,950	45.99	[●]
	Total	**68,729,570**	**74.70**	[●]
Promoter Group				
1.	Priyanka Aggarwal	8,160,000	8.87	[●]
2.	Vansh Aggarwal	465,015	0.51	[●]
4.	Rakesh Kumar Aggarwal	10,617,815	11.54	[●]
5.	Brijesh Agarwal HUF	350,000	0.38	[●]
6.	Aren Capsules Private Limited	3,680,100	4.00	[●]
	Total	**23,272,930**	**25.30**	[●]
Selling Shareholders				
1.	VL-Auto Ancillary Private Limited	42,311,950	45.99	[●]
2.	Brijesh Aggarwal	26,417,620	28.71	[●]
3.	Priyanka Aggarwal	8,160,000	8.87	[●]
4.	Aren Capsules Private Limited	3,680,100	4.00^	[●]
5.	Rakesh Kumar Aggarwal	10,617,815	11.54	[●]
	Total	**91,187,485**	**99.11**	[●]

* *As of the date of this Draft Red Herring Prospectus, 62,185,997 Equity Shares aggregating to 67.59% of the pre-offer paid-up capital of our Company, held by our Promoters and members of our Promoter Group have been pledged as a security out of which 58,505,897 Equity Shares aggregating to 63.59% of the pre-offer paid-up capital of our Company has been pledged with debenture trustee i.e., Vistra ITCL (India) Limited (acting on behalf of Kotak Strategic Situations India Fund -II and Kotak Alternate Asset Managers Limited).*
^ Pledged with Catalyst Trusteeship Limited pursuant the unattested pledge agreement dated October 25, 2023, between Aren Capsules Private Limited and Catalyst Trusteeship Limited.

For further details, see "*Capital Structure*" beginning on page 82.

Summary of Restated Consolidated Financial Information

The following details are derived from the Restated Consolidated Financial Information:

(in ₹ million other than share data)

Particulars	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	184.01	184.01	184.01
Net worth (equity attributable to the owners)	4,225.50	3,992.57	4,464.51
Total income	12,672.83	11,342.04	10,849.18
Profit/loss for the year	278.92	(374.95)	337.02
Earnings per share			
- Basic (in ₹)	3.03	(4.08)	3.66
- Diluted (in ₹)	3.03	(4.08)	3.66
Net asset value per Equity Share (basic) (in ₹)	229.64	216.98	242.63
Total borrowings	5,021.09	4,853.75	5,135.39
EBITDA	1,449.13	629.82	1,039.43

Notes:

i. Equity Share Capital- Equity share capital of the Company is portion of company's capital that is raised by issuing shares to shareholders in exchange for ownership of the Company.

ii. Net worth- Equity attributable to the equity shareholders of the parent less capital redemption reserves/ capital reserve and Revaluation Reserve

iii. Total Income- Total income as appearing in the Restated Consolidated Financial Information

iv. Profit after tax- Profit after tax as appearing in the Restated Consolidated Financial Information

v. Earnings per share

- Basic (in ₹)- Basic EPS is calculated as restated profit for the period/ year attributable to equity holders of the parent divided by the weighted average number of basic Equity Shares outstanding during the period/ year.

- Diluted (in ₹)- Diluted EPS is calculated as restated profit for the period/ year attributable to equity holders of the parent divided by the weighted average number of diluted Equity Shares outstanding during the period/ year.

-Our Company has adjusted earning per share (basic and diluted) after taking the impact of issue of bonus shares issued subsequently to March 2024.

vi. Net asset value per Equity Share-Net asset value per equity share is calculated as net worth divided by the number of equity shares outstanding during the period/year end.

vii. Total borrowings- Total borrowings are current and non-current borrowings as per the restated audited balance sheet.

viii. EBIDTA- Profit/loss before tax plus finance cost, depreciation and amortisation expense less other income

For details, see "*Restated Consolidated Financial Information*" on page 264.

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

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

Summary of Outstanding Litigation

A summary of outstanding litigation proceedings involving our Company, Directors, Promoters, and Subsidiaries as on the date of this Draft Red Herring Prospectus, is provided below:

Name	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory actions	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Material Civil Litigations	Aggregate amount involved *(₹ in million)**
Company						
By our Company	Nil	Nil	Nil	Nil	Nil	Nil
Against our Company	1	19	Nil	Nil	Nil	445.35
Directors (Other than Promoters)						
By our Directors	Nil	Nil	Nil	Nil	2	Nil
Against our Directors	1	Nil	Nil	Nil	Nil	Nil
Promoters						
By our Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Against our Promoters	1	1	Nil	Nil	Nil	390.23
Subsidiaries						
By our Subsidiaries	Nil	Nil	Nil	Nil	Nil	Nil
Against our Subsidiaries	Nil	2	Nil	Nil	Nil	Not quantifiable

* *To the extent quantifiable.*

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

For further details of the outstanding litigation proceedings involving our Company, Directors, Promoters, and Subsidiaries, see "*Outstanding Litigation and Material Developments*" beginning on page 384.

Risk Factors

Specific attention of the investors is invited to the section "*Risk Factors"* beginning on page 31 to have an informed view before making an investment decision in the Offer.

Summary of contingent liabilities

The details of our contingent liabilities (as per Ind AS 37) derived from the Restated Consolidated Financial Information are set forth below:

(in ₹ million)

Particulars	As of March 31, 2024
Goods and service tax matters	34.46
Income tax matters	99.43
Other matter including claim related to supplier	15.00

*

For further details of our contingent liabilities (as per Ind AS 37) as at March 31, 2024, see "*Restated Consolidated Financial information– Note 32*" on page 323.

Summary of Related Party Transactions

A summary of related party transactions as per the requirements under Ind AS 24 entered into by our Company with related parties as at and for the financial years ended March 31, 2024, March 31, 2023, and March 31, 2022 as provided for in the Restated Consolidated Financial Information are as follows:

(in ₹ million)

Reporting entity	Nature	Transacting party	For the year ended			% of Revenue from Operations for the year ended		
			March 31, 2024	March 31, 2023	March 31, 2022	March 31, 2024	March 31, 2023	March 31, 2022
Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	Dividend Given	Synergy Metals Investments Holding Limited	-	248.46	239.30	-	2.22%	2.31%
		VL-Auto Ancillary Private Limited	97.32	-	-	0.78%	-	-
	Sale of products	Uravi T and Wedge Lamps Private Limited	1.22	1.61	0.90	-	0.01%	0.01%
	Purchases of raw materials and components	Uravi T and Wedge Lamps Private Limited	23.17	22.81	30.50	0.19%	0.20%	0.29%
		AAA Constructions Private Limited	-	-	30.90	-	-	0.30%
		Jugal Kishor Associates Private Limited	-	-	8.10	-	-	0.08%
	Expenses paid on behalf of	VL-Auto Ancillary Private Limited	71.56	-	-	0.57%	-	-
	Short term employee benefits	Brijesh Aggarwal	30.00	30.00	30.00	0.24%	0.27%	0.29%
		Priyanka Aggarwal	18.00	18.00	18.00	0.14%	0.16%	0.17%
		Rakesh Kumar Aggarwal	12.00	12.00	12.00	0.10%	0.11%	0.12%
		Dinesh Chand Sharma	6.01	0.50	-	0.05%	0.00%	-
		Sunil Gupta	0.98	0.88	0.80	0.01%	0.01%	0.01%
		Arun Kumar Mallik (upto 10 March 2023)	-	3.31	3.20	-	0.03%	0.03%
Viney Auto Ancillary Private Limited	Loan given	VL-Auto Ancillary Private Limited	500.00	-	-	4.01%	-	-
	Interest income on loan given	VL-Auto Ancillary Private Limited	34.77	-	-	0.28%	-	-
	Sale of products	VL-Auto Ancillary Private Limited	45.72	-	-	0.37%	-	-
	Purchases of raw materials and components	VL-Auto Ancillary Private Limited	102.79	-	-	0.83%	-	-

Balance outstanding at the end of the year

Reporting entity	Nature	Transacting party	For the year ended			% of Revenue from Operations for the year ended		
			March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	Trade payables	Uravi T and Wedge Lamps Private Limited	7.11	4.92	8.70	0.06%	0.04%	0.08%
		AAA Constructions Private Limited	-	-	8.20	-	-	0.08%
	Recoverable as reimbursement of expense paid	VL-Auto Ancillary Private Limited	71.56	-	-	0.57%	-	-
	Trade receivables	VL-Auto Ancillary Private Limited	37.22	-	-	0.30%	-	-
Viney Auto Ancillary Private Limited	Loan to company having significant influence	VL-Auto Ancillary Private Limited	500.00	-	-	4.01%	-	-
	Interest receivable on loan given to company having significant influence	VL-Auto Ancillary Private Limited	34.77	-	-	0.28%	-	-

Summary of related party transactions and balances in accordance with Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018

Name of related parties and details of the transactions and balances eliminated in the Restated Consolidated Financial Information

Reporting entity	Nature	Transacting party	For the year ended			% of Revenue from Operations for the year ended		
			March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	Sale of products	Vimercati East Europe S.r.L.	0.36	-	-	0.00%	-	-
		Viney Corp. East Europe S.r.L.	-	0.69	-	-	0.01%	-
		Vimercati S.p.A, Italy	489.35	313.61	513.09	3.93%	2.80%	4.96%
	Purchase of raw materials and components	Vimercati S.p.A, Italy	81.52	83.81	84.38	0.65%	0.75%	0.81%
	Interest income on loan to subsidiary	Viney Corp. Middle East Limited, U.A.E.	6.26	6.06	5.63	0.05%	0.05%	0.05%
		Vimercati S.p.A, Italy	7.09	-	-	0.06%	-	-
	Interest income on account of fair valuation of compound financial instrument as per IND AS 109	Viney Auto Ancillary Private Limited	189.63	-	-	1.52%	-	-
	Expenses paid	Viney Corp. Middle East Limited, U.A.E.	0.64	0.80	1.11	0.01%	0.01%	0.01%
		Viney Auto Ancillary Private Limited	19.83	-	-	0.16%	-	-
	Loan given	Viney Auto Ancillary Private Limited	2,323.50	-	-	18.65%	-	-
		Vimercati S.p.A, Italy	224.76	44.74	-	1.80%	0.40%	-
	Sale of investment	Viney Auto Ancillary Private Limited	3,009.00	-	-	24.15%	-	-
	Investment in equity share capital	Viney Auto Ancillary Private Limited	754.80	0.20	-	6.06%	0.00%	-
	Sale of property, plant and equipment	Viney Corp. East Europe S.r.L.	-	6.14	-	0.00%	0.05%	-

Reporting entity	Nature	Transacting party	For the year ended			% of Revenue from Operations for the year ended		
			March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Vimercati S.p.A Italy	Purchase of raw materials and components	Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	489.35	313.61	513.09	3.93%	2.80%	4.96%
		Viney Corp. East Europe S.r.L., Romania	95.81	60.94	174.99	0.77%	0.54%	1.69%
		Progind S.r.L	141.71	123.08	-	1.14%	1.10%	-
		Vimercati East Europe S.r.L.	2,469.28	2,114.67	2,081.12	19.82%	18.88%	20.10%
	Sale of products	Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	81.52	83.81	84.38	0.65%	0.75%	0.81%
		Viney Corp. East Europe S.r.L., Romania	48.54	52.61	28.04	0.39%	0.47%	0.27%
		Progind S.r.L	5.74	4.43	-	0.05%	0.04%	-
		Vimercati East Europe S.r.L.	3,310.51	2,655.44	2,968.81	26.57%	23.71%	28.67%
	Expenses paid	Vimercati Viney Do México S De Rl De Cv, Mexico	31.31	-	-	0.25%	-	-
	Ineterest on loan taken	Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	7.09	-	-	0.06%	-	-
	Loan given to subsidiary	Progind S.r.L	-	44.80	-	-	0.40%	-
	Loan taken	Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	224.76	44.74	-	1.80%	0.40%	-
Viney Auto Ancillary Private Limited	Interest cost on account of fair valuation of compound financial instrument as per IND AS 109	Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	189.63	-	-	1.52%	-	-
	Expenses paid by holding company on behalf of the company	Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	19.83	-	-	0.16%	-	-
	Purchase of investment	Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	3,009.00	-	-	24.15%	-	-
	Issue of share capital	Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	754.80	0.20	-	6.06%	0.00%	-
	Loan taken	Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	2,323.50	-	-	18.65%	-	-
Viney Corp. Middle East Limited, U.A.E.	Interest on loan taken	Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	6.26	6.06	5.63	0.05%	0.05%	0.05%
	Expenses paid by holding company on behalf of the company	Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	0.64	0.80	1.11	0.01%	0.01%	0.01%
Viney Corp. East Europe S.r.L.	Purchase of raw materials and components	Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	-	0.69	-	-	0.01%	-
		Vimercati S.p.A, Italy	48.54	52.61	28.04	0.39%	0.47%	0.27%
	Sale of products	Vimercati S.p.A, Italy	95.81	60.94	174.99	0.77%	0.54%	1.69%
	Purchase of property, plant and equipment	Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	-	6.14	-	-	0.05%	-
Vimercati East Europe S.r.L	Purchase of raw materials and components	Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	0.36	-	-	0.00%	-	-
		Vimercati S.p.A, Italy	3,310.51	2,655.44	2,968.81	26.57%	23.71%	28.67%

Reporting entity	Nature	Transacting party	For the year ended			% of Revenue from Operations for the year ended		
			March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
		Progind S.r.L	108.72	103.38	-	0.87%	0.92%	-
	Sale of Products	Vimercati S.p.A, Italy	2,469.28	2,114.67	2,081.12	19.82%	18.88%	20.10%
		Progind S.r.L	5.98	2.36	-	0.05%	0.02%	-
Progind S.r.L	Purchase of raw materials and components	Vimercati S.p.A, Italy	5.74	4.43	-	0.05%	0.04%	-
		Vimercati East Europe S.r.L.	5.98	2.36	-	0.05%	0.02%	-
	Sale of products	Vimercati S.p.A, Italy	141.71	123.08	-	1.14%	1.10%	-
		Vimercati East Europe S.r.L.	108.72	103.38	-	0.87%	0.92%	-
	Loan from Holding company	Vimercati S.p.A Italy	-	44.80		-	0.40%	-
Vimercati Viney Do México S De Rl De Cv, Mexico	Expenses paid by holding company on behalf of the company	Vimercati S.p.A, Italy	31.31	-	-	0.25%	-	-

Balance outstanding as at the year end

Reporting entity	Nature	Transacting party	For the year ended			% of Revenue from Operations for the year ended		
			March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	Trade receivables	Viney Corp. East Europe S.r.L.	8.44	8.38	-	0.07%	0.07%	0.00%
		Vimercati S.p.A, Italy	705.26	464.36	361.31	5.66%	4.15%	3.49%
	Trade payables	Vimercati S.p.A, Italy	37.75	18.08	75.43	0.30%	0.16%	0.73%
	Non-current investments	Viney Corp. Middle East Limited	0.87	0.90	0.90	0.01%	0.01%	0.01%
		Viney Auto Ancillary Private Limited	1,521.24	0.20	-	12.21%	0.00%	-
		Vimercati S.p.A, Italy	-	563.70	563.70	-	5.03%	5.44%
	Interest receivable on loan given to subsidiary/step down subsidiary	Viney Corp. Middle East Limited, U.A.E.	14.83	8.50	36.15	0.12%	0.08%	0.35%
		Vimercati S.p.A, Italy	7.09	-	-	0.06%	-	-
	Loan to subsidiary	Viney Corp. Middle East Limited	89.94	88.58	81.88	0.72%	0.79%	0.79%
		Viney Auto Ancillary Private Limited	1,489.16	-	-	11.95%	-	-
		Vimercati S.p.A. Italy	270.70	44.80	-	2.17%	0.40%	-
	Recoverable as reimbursement of expense paid	Viney Corp. Middle East Limited, U.A.E.	4.24	3.60	2.80	0.03%	0.03%	0.03%
		Viney Auto Ancillary Private Limited	19.83	-	-	0.16%	-	-
Vimercati S.p.A Italy	Trade payables	Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	705.26	464.36	361.31	5.66%	4.15%	3.49%
		Viney Corp. East Europe S.r.L., Romania	79.58	83.99	46.61	0.64%	0.75%	0.45%
		Progind S.r.L	60.95	37.52	75.42	0.49%	0.33%	0.73%
		Vimercati East Europe S.r.L.	446.50	536.41	586.09	3.58%	4.79%	5.66%
	Trade receivables	Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	37.75	18.08	75.43	0.30%	0.16%	0.73%
		Viney Corp. East Europe S.r.L., Romania	23.99	57.42	43.93	0.19%	0.51%	0.42%
		Progind S.r.L	104.50	3.20	4.04	0.84%	0.03%	0.04%
		Vimercati East Europe S.r.L.	755.56	710.78	586.09	6.06%	6.35%	5.66%
	Interest payable on loan taken	Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	7.09	-	-	0.06%	-	-

Reporting entity	Nature	Transacting party	For the year ended			% of Revenue from Operations for the year ended		
			March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
	Non current investment	Progind S.r.L	281.65	281.65	281.65	2.26%	2.51%	2.72%
		Vimercati East Europe S.r.L.	82.31	82.31	82.31	0.66%	0.73%	0.80%
		Vimercati Viney Do México S De Rl De Cv, Mexico	0.01	-	-	0.00%	-	-
	Recoverable as reimbursement of expense paid	Vimercati Viney Do México S De Rl De Cv, Mexico	31.31	-	-	0.25%	-	-
	Equity share capital	Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	-	563.70	563.70	-	5.03%	5.44%
		Viney Auto Ancillary Private Limited	563.70	-	-	4.52%	-	-
	Loan to Subsidiary	Progind S.r.L	45.11	44.80	-	0.36%	0.40%	-
	Borrowing	Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	270.70	44.80	-	2.17%	0.40%	-
Viney Auto Ancillary Private Limited	Borrowing	Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	1,489.16	-	-	11.95%	-	-
	Non current investment	Vimercati S.p.A Italy	563.70	-	-	4.52%	-	-
	Equity share capital	Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	1,521.24	0.20	-	12.21%	0.00%	-
	Payable as reimbursement of expense paid	Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	19.83	-	-	0.16%	-	-
Viney Corp. Middle East Limited, U.A.E.	Borrowing	Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	89.94	88.58	81.88	0.72%	0.79%	0.79%
	Payable as reimbursement of expense paid	Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	4.24	3.60	2.80	0.03%	0.03%	0.03%
	Interest payable on loan taken	Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	14.83	8.50	36.15	0.12%	0.08%	0.35%
	Equity share capital	Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	0.87	0.90	0.90	0.01%	0.01%	0.01%
	Non current investments	Viney Corp. East Europe S.r.L.	14.38	14.38	14.38	0.12%	0.13%	0.14%
	Loan to subsidiary	Viney Corp. East Europe S.r.L.	34.23	35.72	65.43	0.27%	0.32%	0.63%
Viney Corp. East Europe S.r.L.	Trade payables	Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	8.44	8.38	-	0.07%	0.07%	-
		Vimercati S.p.A Italy	23.99	57.42	43.93	0.19%	0.51%	0.42%
	Trade receivables	Vimercati S.p.A Italy	79.58	83.99	46.61	0.64%	0.75%	0.45%
	Equity share capital	Viney Corp. Middle East Limited, U.A.E.	14.38	14.38	14.38	0.12%	0.13%	0.14%
	Borrowings	Viney Corp. Middle East Limited, U.A.E.	34.23	35.72	65.43	0.27%	0.32%	0.63%
Vimercati East Europe S.r.L.	Trade receivables	Vimercati S.p.A Italy	446.50	536.41	586.09	3.58%	4.79%	5.66%
		Progind S.r.L	0.56	0.09	0.27	0.00%	0.00%	0.00%
	Trade payables	Progind S.r.L	26.11	21.26	43.93	0.21%	0.19%	0.42%
		Vimercati S.p.A Italy	755.56	710.78	586.09	6.06%	6.35%	5.66%
	Equity share capital	Vimercati S.p.A Italy	82.31	82.31	82.31	0.66%	0.73%	0.80%
Progind S.r.L	Trade receivables	Vimercati S.p.A Italy	60.95	37.52	75.42	0.49%	0.33%	0.73%
		Vimercati East Europe S.r.L.	26.11	21.26	43.93	0.21%	0.19%	0.42%
	Trade payables	Vimercati East Europe S.r.L.	0.56	0.09	0.27	0.00%	0.00%	0.00%
		Vimercati S.p.A Italy	104.50	3.20	4.04	0.84%	0.03%	0.04%

Reporting entity	Nature	Transacting party	For the year ended			% of Revenue from Operations for the year ended		
			March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
	Equity Share capital	Vimercati S.p.A Italy	281.65	281.65	281.65	2.26%	2.51%	2.72%
	Loan from Holding company	Vimercati S.p.A Italy	45.11	44.80	-	0.36%	0.40%	-
Vimercati Viney Do México S De Rl De Cv, Mexico	Payable as reimbursement of expense paid	Vimercati S.p.A, Italy	31.31	-	-	0.25%	-	-
	Equity share capital	Vimercati S.p.A, Italy	0.01	-	-	0.00%	-	-

Issuances of Equity Shares made in the last one year for consideration other than cash or by way of bonus

Except as disclosed in "*Capital Structure - Equity share capital history of our Company*," on page 83, our Company has not issued any Equity Shares through bonus issue or for consideration other than cash in the one year preceding the date of this Draft Red Herring Prospectus.

Financing Arrangements

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

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

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

Name	Number of Equity Shares acquired in the one year preceding the date of the DRHP	Weighted average price of acquisition per Equity Share (in ₹)*
Promoter		
Brijesh Aggarwal	21,134,096	Nil
VL-Auto Ancillary Private Limited	33,849,560	Nil
Selling Shareholders		
VL-Auto Ancillary Private Limited	33,849,560	Nil
Brijesh Aggarwal	21,134,096	Nil
Priyanka Aggarwal	6,528,000	Nil
Aren Capsules Private Limited	2,944,080^	Nil
Rakesh Kumar Aggarwal	8,494,252	Nil

* *As certified by P D M and Company, Chartered Accountants, by way of their certificate dated September 30, 2024.*

As of the date of this Draft Red Herring Prospectus, 62,185,997 Equity Shares aggregating to 67.59% of the pre-offer paid-up capital of our Company, held by our Promoters and members of our Promoter Group have been pledged as a security out of which 58,505,897 Equity Shares aggregating to 63.59% of the pre-offer paid-up capital of our Company has been pledged with debenture trustee i.e., Vistra ITCL (India) Limited (acting on behalf of Kotak Strategic Situations India Fund -II and Kotak Alternate Asset Managers Limited).

^ *Pledged with Catalyst Trusteeship Limited pursuant the unattested pledge agreement dated October 25, 2023, between Aren Capsules Private Limited and Catalyst Trusteeship Limited.*

Average cost of acquisition of shares for our Promoter and the Selling Shareholders

The average cost of acquisition of Equity Shares for our Promoter and Selling Shareholders is as set out below:

Name of acquirer	Number of Equity Shares held#	Average cost of Acquisition per Equity Share (in ₹)*#
Promoter		
Brijesh Aggarwal	26,417,620	2.78
VL-Auto Ancillary Private Limited	42,311,950	101.91
Selling Shareholders		
VL-Auto Ancillary Private Limited	42,311,950	101.91
Brijesh Aggarwal	26,417,620	2.78
Priyanka Aggarwal	81,60,000	0.01

Name of acquirer	Number of Equity Shares held#	Average cost of Acquisition per Equity Share (in ₹)*#
Aren Capsules Private Limited	36,80,100^	101.91
Rakesh Kumar Aggarwal	1,06,17,815	10.75

* *As certified by P D M and Company, Chartered Accountants, by way of their certificate dated September 30, 2024.*

\# *As of the date of this Draft Red Herring Prospectus, 62,185,997 Equity Shares aggregating to 67.59% of the pre-offer paid-up capital of our Company, held by our Promoters and members of our Promoter Group have been pledged as a security out of which 58,505,897 Equity Shares aggregating to 63.59% of the pre-offer paid-up capital of our Company has been pledged with debenture trustee i.e., Vistra ITCL (India) Limited (acting on behalf of Kotak Strategic Situations India Fund -II and Kotak Alternate Asset Managers Limited).*

^ Pledged with Catalyst Trusteeship Limited pursuant the unattested pledge agreement dated October 25, 2023, between Aren Capsules Private Limited and Catalyst Trusteeship Limited.

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

The weighted average cost of acquisition of all shares transacted in the last three years, 18 months and one year preceding the date of this Draft Red Herring Prospectus is as follows:

Period	Weighted average cost of acquisition (in ₹)*	Cap Price is 'X' times the weighted average cost of acquisition**	Range of acquisition price: Lowest price – Highest price (in ₹)**
Last three years	56.63	[●]	0-509.57
Last eighteen months	56.63	[●]	0-509.57
Last one year	Nil	[●]	Nil

* *As certified by P D M and Company, Chartered Accountants, by way of their certificate dated September 30, 2024.*

** *Information to be included in the Prospectus.*

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

Except as stated below, there have been no specified securities that were acquired in the last three years preceding the date of this Draft Red Herring Prospectus, by our Promoter, members of our Promoter Group and Selling Shareholders. There are no Shareholders with nominee director or other special rights. The details of the price at which these acquisitions were undertaken are stated below:

Name of the acquirer/shareholder	Date of acquisition of Equity Shares	Number of Equity Shares acquired#	Acquisition price per Specified Share (in ₹)	Mode of Acquisition
Brijesh Aggarwal (also a Selling Shareholder)	June 23, 2023	3,697	509.57	Cash
Brijesh Aggarwal (also a Selling Shareholder)	June 10, 2024	2,1134,096	Nil	Not applicable
VL-Auto Ancillary Private Limited (also a Selling Shareholder)	June 23, 2023	91,98,410	509.57	Cash
VL-Auto Ancillary Private Limited (also a Selling Shareholder)	June 10, 2024	33,849,560	Nil	Not applicable
Aren Capsules Private Limited (also a Selling Shareholder)	June 23, 2023	736,020	509.57	Cash
Aren Capsules Private Limited (also a Selling Shareholder)	June 10, 2024	2,944,080	Nil	Not applicable
Rakesh Aggarwal (also a Selling Shareholder)	June 10, 2024	8,494,252	Nil	Not applicable
Priyanka Aggarwal (also a Selling Shareholder)	June 10, 2024	6,528,000	Nil	Not applicable
Master Vansh Aggarwal	June 10, 2024	372,012	Nil	Not applicable
Brijesh Aggarwal HUF	June 10, 2024	280,000	Nil	Not applicable

**As certified by P D M and Company, Chartered Accountants, by way of their certificate dated September 30, 2024.*

#The Equity Shares were acquired pursuant to a bonus issuance dated June 10, 2024.

@ As of the date of this Draft Red Herring Prospectus, 62,185,997 Equity Shares aggregating to 67.59% of the pre-offer paid-up capital of our Company, held by our Promoters and members of our Promoter Group have been pledged as a security out of which 58,505,897 Equity Shares aggregating to 63.59% of the pre-offer paid-up capital of our Company has been pledged with debenture trustee i.e., Vistra ITCL (India) Limited (acting on behalf of Kotak Strategic Situations India Fund -II and Kotak Alternate Asset Managers Limited).

Details of pre-IPO placement

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

Split or Consolidation of Equity Shares in the last one year

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

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

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

CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

Certain Conventions

All references to "India" contained in this Draft Red Herring Prospectus are to the Republic of India and its territories and possessions and all references herein to the "Government", "Indian Government", "GoI", "Central Government" or the "State Government" are to the Government of India, central or state, as applicable.

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 indicated otherwise, all references to a year in this Draft Red Herring Prospectus are to a calendar year.

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

Financial Data

Unless stated otherwise or the context otherwise requires, the financial information and financial ratios in this Draft Red Herring Prospectus have been derived from our Restated Consolidated Financial Information. For further information, see "*Restated Consolidated Financial Information*" on page 264.

Our Company's financial year commences on April 1 and ends on March 31 of the next year. Accordingly, all references in this Draft Red Herring Prospectus to a particular Financial Year, Fiscal or Fiscal Year, unless stated otherwise, are to the 12 month period commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year.

The Restated Consolidated Financial Information of our Company, together with its subsidiaries, comprising the restated consolidated statement of assets and liabilities as at March 31, 2024, March 31, 2023 and March 31, 2022 and restated consolidated statement of profit and loss (including other comprehensive income), and restated consolidated statement of cash flows and restated consolidated statement of changes in equity for the years ended March 31, 2024, March 31, 2023 and March 31, 2022, the consolidated statement of significant accounting policies, and other explanatory information of our Company. The Restated Consolidated Financial Information has been prepared to comply in all material respects with the Indian Accounting Standards as prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time), presentation requirements of division II of Schedule III to the Companies Act, 2013, as applicable to the consolidated financial statements and other relevant provisions of the Companies Act, 2013..

There are significant differences between Ind AS, U.S. GAAP and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our financial data. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, the Companies Act, Ind AS 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. For risks relating to significant differences between Ind AS and other accounting principles, see "*Risk Factors – Significant differences exist between Ind AS and other accounting principles, such as Indian GAAP, U.S. GAAP and IFRS, which investors may be more familiar with and may consider material to their assessment of our financial condition.*" on page 59.

Unless the context otherwise indicates, any percentage amounts or ratios (excluding certain operational metrics), relating to the financial information of our Company in this Draft Red Herring Prospectus have been calculated on the basis of amounts derived from our Restated Consolidated Financial Information.

Non-GAAP Financial Measures

The body of generally accepted accounting principles is commonly referred to as "GAAP". Our management believes that the presentation of certain non-GAAP measures provides additional useful information to investors regarding our performance and trends related to our results of operations. Accordingly, we believe that when non-GAAP financial information is viewed with GAAP financial information, investors are provided with a more meaningful understanding of our ongoing operating performance and financial results. For this reason, we have included in this Draft Red Herring Prospectus certain non-GAAP financial measures, including EBITDA, EBITDA margin, RoE, RoCE, Debt to Equity Ratio and certain other statistical information relating to our operations and financial performance.

We use non-GAAP measures from period to period on a consolidated basis to assess the operational performance of our operations as well as our financial position, financial results and liquidity. In addition, such non-GAAP measures are commonly used by securities analysts, investors and others to evaluate the financial performance of companies within our industry since they can allow for a better comparison between our results and the results of other companies within our industry. However, such measures are not measures of operating performance or liquidity defined by generally accepted accounting principles, and they are not intended to comply with the reporting requirements of the SEBI and will not be subject to review by the SEBI. In addition, such non-GAAP measures are not computed on the basis of any standard methodology that is applicable across the retail industry and therefore may not be comparable to financial measures and statistical information of similar nomenclature that may be computed and presented by other companies. Accordingly, such non-GAAP measures have important limitations as analytical tools, and you should not consider them in isolation or as substitutes for analysis of our financial position or results of operations as reported under GAAP.

Currency and Units of Presentation

All references to (i) "Rupees" or "₹" or "INR" or "Rs." are to Indian Rupee, the official currency of the Republic of India; (ii) "USD" or "US$" are to United States Dollar, the official currency of the United States; (iii) "Euro" or "€" are to the Euro, the official currency of European Union, (iv) "AED" is to the Dirham, the official currency of the United Arab Emirates, (v) "RON" is to the Romanian Leu, the official currency of Romania, and (vi) "MXP" is to the Mexican Pesos, the official currency of Mexico.

Our Company has presented certain numerical information in this Draft Red Herring Prospectus in "million" units. One million represents 1,000,000 and one billion represents 1,000,000,000.

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 in such denominations as provided in the 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 per share and percentage figures have been rounded off to one/two decimal places. However, where any figures may have been sourced from third-party industry sources, such figures may be rounded off to such number of decimal places as provided in such respective sources.

Exchange Rates

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

The following table sets forth, for the periods indicated, information with respect to the exchange rate between the Rupee and the US$ (in Rupees per US$) and Rupee and € (in Rupees per €):

(Amount in ₹, unless otherwise specified)

Currency	Exchange rate as at		
	March 31, 2024	March 31, 2023	March 31, 2022
1 US$	83.37	82.22	75.81
1€	90.22	89.61	84.66

Source: www.fbil.org.in

Industry and Market Data

Unless stated otherwise, industry and market data used in this Draft Red Herring Prospectus has been obtained or derived from the report titled *Industry Assessment – Device harness, Main harness, Terminals, Connectors and Switches*', issued on September, 2024 by CRISIL Limited ("**CRISIL Report**") which will be available on the website of our Company at https://vineycorp.com/investor-relations-platform from the date of the Red Herring Prospectus till the Bid/Offer Closing Date, and publicly available information as well as other industry publications and sources. CRISIL Limited has been exclusively commissioned by our Company for the purposes of confirming our understanding of the industry in which the Company operates, in connection with the Offer. CRIISL Limited is an independent agency which has no relationship with our Company, our Promoters, any of our Directors or Key Managerial Personnel or Senior Management or the Book Running Lead Managers. CRISIL Limited was appointed by our Company pursuant to an engagement letter dated April 12, 2024.

Although the industry and market data used in this Draft Red Herring Prospectus is reliable, the data used in these sources may have been re-classified by us for the purposes of presentation. Data from these sources may also not be comparable. The excerpts of the Industry Report are disclosed in this Draft Red Herring Prospectus and there are no parts, information, data (which may be relevant for the proposed Offer), left out or changed in any manner.

The extent to which the market and industry data used in this Draft Red Herring Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which business of our Company is conducted, and methodologies and assumptions may vary widely among different industry sources.

Such data 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 an industry report prepared by CRISIL which we have commissioned and paid for*.", on page 50. Accordingly, investment decisions should not be based solely on such information.

In accordance with the SEBI ICDR Regulations, the section "*Basis for Offer Price*" on page 108 includes information relating to our peer group companies and industry averages. Such information has been derived from publicly available sources. Such industry sources and publications are also prepared based on information as at specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base this information on estimates and assumptions that may prove to be incorrect.

FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain "forward-looking statements". These forward-looking statements generally can be identified by words or phrases such as "aim", "anticipate", "believe", "expect", "estimate", "intend", "likely to", "objective", "plan", "propose", "project", "seek", "will", "will continue", "will pursue" or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties, expectations and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. All statements in this Draft Red Herring Prospectus that are not statements of historical fact are 'forward-looking statements'.

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

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

- We are dependent on the performance of our top 10 customers, who contribute to more than 69.68% of our revenue from operations for Fiscal 2024, including from customers are located outside India. Fluctuations in the performance of our operations or loss of one or more of these customers could materially affect our business, financial condition, and results of operations

- We derive a significant portion of our revenue from our customers situated outside India. Any instability in the business of financial performance of our international customers could materially affect our business, financial condition, and results of operations

- Our business and profitability are dependent on the availability and cost of our raw materials, and any disruption to the timely and adequate supply of raw materials, or volatility in the prices of raw materials may adversely impact our business, results of operations and financial condition

- Development of technologically advanced systems and components involves a lengthy and expensive process with uncertain timelines and outcomes. Our ability to successfully innovate and commercialize new products hinges on our R&D efforts, and the failure to develop new or improved products or process improvements or production techniques could subject us to write-offs or otherwise adversely affect our business, financial condition and results of operations and have a negative impact on our competitive position

- We may not be successful in implementing our growth strategies, particularly increasing our market share in the evolving electric vehicle ("EV") market, which could have an adverse effect on our business, financial condition, cash flows and results of operations

- We are heavily dependent on machinery for our operations. Any break-down of our machinery will have a significant impact on our business, financial results and growth prospects. Inefficiencies in operating below or beyond optimal manufacturing capacity can affect profitability due to fixed cost structures in production facilities. Our success and financial condition will depend on our ability to maximise our manufacturing capacities

- The loss, shutdown or slowdown of operations at any of our Company's facilities could have a material adverse effect on our Company's results of operations and financial condition

- We have significant power and fuel requirements and any disruption to the supply of power or fuel could disrupt our manufacturing operations and increase our production costs, which could adversely affect our results of operations

- We are subject to strict quality requirements and any product defects or failure by us or our suppliers to comply with quality standards may lead to cancellation of existing and future orders, product recalls, product liability, warranty claims, litigation and other disputes and claims, and significant reputational damage

- We do not generally enter into long term purchase contracts with our customers. This exposes us to risk emanating from the inability to retain our established customers

For details regarding factors that could cause actual results to differ from expectations, see "*Risk Factors*", "*Industry Overview*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 31, 139, 208, and 354, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

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

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 beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, our Directors, KMPs, SMPs, the Selling Shareholders, the Syndicate nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

In accordance with the regulatory requirements of SEBI and as prescribed under applicable law, our Company shall ensure that investors are informed of material developments from the date of the Red Herring Prospectus in relation to the statements and undertakings made by it in this Draft Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges for this Offer. Further, in accordance with the SEBI ICDR Regulations, the Selling Shareholders shall, severally and not jointly, ensure that investors are informed of material developments from the date of the Red Herring Prospectus in relation to the statements and undertakings specifically made or confirmed by that Selling Shareholder in this Draft Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges for this Offer. Only statements and undertakings which are specifically "confirmed" or "undertaken" by the Selling Shareholders, as the case may be, in this Draft Red Herring Prospectus shall, severally and not jointly, deemed to be statements and undertakings made by such Selling Shareholders.

SECTION II – RISK FACTORS

An investment in the Equity Shares involves a high degree of risk. Prospective investors should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. The risks described below may not be exhaustive or the only ones relevant to us, the Equity Shares or the industry segments in which we currently operate. Additional risks and uncertainties, not presently known to us or that we currently do not deem material may arise or may become material in the future. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial implication of any of the risks mentioned below. If any or a combination of the following risks, or other risks that are not currently known or are not currently deemed material, actually occur, our business, results of operations, cash flows and financial condition could be adversely affected, the trading price of our Equity Shares could decline, and investors may lose all or part of their investment. Further, some events may be material collectively rather than individually.

In order to obtain a more comprehensive understanding of our Company and our business, prospective investors should read this section in conjunction with "Industry Overview", "Our Business", "Key Industry Regulations and Policies in India", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Outstanding Litigation and Material Developments" on pages 139, 208, 226, 354 and 384, respectively, as well as "Summary of this Draft Red Herring Prospectus – Summary of selected financial information" and "Other Financial Information" on pages 16 and 349 in this Draft Red Herring Prospectus. In making an investment decision, prospective investors must rely on their own examination of us and our business and the terms of the Offer, including the merits and risks involved. Potential investors should consult their tax, financial and legal advisors about the particular consequences of investing in the Offer. Potential investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to legal and regulatory environment which may differ in certain respects from that of other countries.

Our Company's financial year commences on April 1 and ends on March 31 of the immediately subsequent year, and references to a particular fiscal year are to the 12 months ended March 31 of that particular year. Unless otherwise indicated or the context otherwise requires, the financial information for Fiscals 2024, 2023 and 2022, included herein is based on or derived from our Restated Consolidated Financial Information included in this Draft Red Herring Prospectus. For details, please see "Restated Consolidated Financial Information" beginning on page 264. The Restated Consolidated Financial Information is based on our audited financial statements and is restated in accordance with the Companies Act, 2013, and the SEBI ICDR Regulations.

*Unless otherwise indicated, industry and market data used in this section has been derived from the report titled "Industry Assessment – Device harness, Main harness, Terminals, Connectors and Switches" dated September, 2024 (the "**CRISIL Report**"), prepared and issued by CRISIL Limited ("**CRISIL**"), which was exclusively commissioned and paid for by our Company for the Offer, and was prepared and released by CRISIL, who were appointed by us pursuant to engagement letter dated April 12, 2024. CRISIL is not, and has not in the past, been engaged or interested in the formation, or promotion, or management, of our Company. Further, it is an independent agency and neither our Company, nor our Directors, Promoters, Key Managerial Personnel, Senior Management, and Subsidiaries, nor the BRLMs are a related party to CRISIL as per the definition of "related party" under the Companies Act, 2013. The data included herein includes excerpts from the CRISIL Report which may have been re-ordered by us for the purposes of presentation. Further, the CRISIL Report was prepared on the basis of information as of specific dates and opinions in the CRISIL Report may be based on estimates, projections, forecasts and assumptions that may be as of such dates. CRISIL has prepared this study in an independent and objective manner, and it has taken all reasonable care to ensure its accuracy and completeness. A copy of the CRISIL Report will be available on the website of our Company at https://www.vineycorp.com/investor-relations-platform. Further, the CRISIL Report is not a recommendation to invest or disinvest in any company covered in the CRISIL Report. Prospective investors are advised not to unduly rely on the CRISIL Report. For more information and risks in relation to commissioned reports, please see "Risk Factors – This Draft Red Herring Prospectus contains information from an industry report prepared by CRISIL which we have commissioned and paid for." on page 50. Also see, "Certain Conventions, Presentation of Financial, Industry and Market Data – Industry and Market Data" on page 27.*

For details relating to the defined terms in the section, please see "Definitions and Abbreviations" beginning on page 1. Unless the context otherwise requires, in this section, references to "our Company" or "the Company" refers to Viney Corporation Limited on a standalone basis, and references to "we", "us", "our" refers to Viney Corporation Limited and its Subsidiaries on a consolidated basis.

Internal Risks

1. ***We are dependent on the performance of our top 10 customers, who contribute to more than 69.68% of our revenue from operations for Fiscal 2024. Fluctuations in the performance of our operations or loss of one or more of these customers could materially affect our business, financial condition, and results of operations.***

   We are a Tier-1 supplier for OEMs for both Mechatronic Products and Connective Products, and a Tier-2 supplier and Tier-3 supplier for OEMs for Connective Products. Our products are designed in India and Italy, manufactured in

India, Italy, and Romania, and are supplied and distributed across India, Europe, USA and Brazil. Our business operations are highly dependent on our top customers, which exposes us to a high risk of customer concentration. Our top 10 customers contribute substantially to our revenue. Details of revenue from our top customer, top five customers and top 10 customers for Fiscals 2024, 2023 and 2022, including as a percentage our revenue from operations are provided below:

Particulars	**Revenue for Fiscal 2024 (*in ₹ million*)**	**As a percentage of Revenue from Operations *(in %)***	**Revenue for Fiscal 2023 (*in ₹ million*)**	**As a percentage of Revenue from Operations *(in %)***	**Revenue for Fiscal 2022 (*in ₹ million*)**	**As a percentage of Revenue from Operations *(in %)***
Top customer	3,714.77	29.95%	3,102.66	27.75%	2,918.86	28.33%
Top five customers	7,415.57	59.79%	6,895.50	61.73%	6,737.90	65.39%
Top 10 customers	8,643.34	69.68%	8,032.61	71.90%	7,721.78	74.94%

Note: Names of customers have not been included in the above table because consents for disclosure of certain customer names were not available or in order to preserve confidentiality.

The loss of any of our top customers for any reason (including, due to loss of contracts or failure to negotiate acceptable terms in contract renewals, loss of market share of these customers, lack of commercial success of a product whose key parts we manufacture, disputes with customers, decline in business of such customers, adverse change in the financial condition of such customers, possible bankruptcy or liquidation or other financial hardship, merger or decline in their sales, reduced or delayed customer requirements, facility shutdowns, labour strikes, geopolitical reasons or other work stoppages affecting production by such customers) or if such customers decide to choose our competitors over us, may lead to a corresponding decrease in demand for our products, thereby affecting our volume and timing of sales to our customers, which could have a material adverse impact on our business, results of operations, financial conditions and cash flows. Our customers may also demand price reductions, change their outsourcing strategy by moving more work in-house, cease purchasing our products, or replace their existing systems and components with alternative systems and components which we do not supply.

During Fiscals 2024, 2023 and 2022, our revenue from operations increased at a CAGR of 10.16%. Details of our revenue from Mechatronics Products and Connective Products for Fiscals 2024, 2023 and 2022, including as a percentage our revenue from operations are provided below:

Product Categories	**Revenue for Fiscal 2024 (*in ₹ million*)**	**As a percentage of Revenue from Operations *(in %)***	**Revenue for Fiscal 2023 (*in ₹ million*)**	**As a percentage of Revenue from Operations *(in %)***	**Revenue for Fiscal 2022 (*in ₹ million*)**	**As a percentage of Revenue from Operations *(in %)***
Mechatronics Products	9,395.21	75.75%	8,238.56	73.75%	7,785.98	75.56%
Connective Products	3,008.31	24.25%	2,932.69	26.25%	2,518.14	24.44%
Total	**12,403.52**	**100.00%**	**11,171.25**	**100.00%**	**10,304.12**	**100.00%**

It is common for large OEMs, who are also our customers, to source their parts from a relatively small numbers of vendors, and as a result, our customers often undertake vendor rationalisation to reduce costs related to procurement from multiple vendors. Since we are significantly dependent on certain key customers for a significant portion of our sales, the loss of any one of our key customers, a significant reduction in demand from such customers or the downturn in business by such customers could have an adverse effect on our business, results of operations and financial condition. If our key customers do not successfully enter into new high-growth segments, we may be prevented from capitalising on new growth opportunities.

While we have not experienced any instances of loss of top ten customers as well as our top customer in the last three Fiscals, there can be no assurance that we will be able to maintain our existing volume of business with these key customers or that we will be able to offset any reduction or variation of prices, or volumes with reductions in our costs or by obtaining new customers. We cannot assure you that we will be able to maintain historic levels of business from our key customers, or that we will be able to significantly reduce customer concentration in the future, all of which could have an impact on our business prospects and financial performance.

2. ***We derive 77.18%, 75.41% and 75.52% of our revenue from operations for Fiscals 2024, 2023 and 2022, respectively from our customers situated outside India. Any instability in the business of financial performance of our customers situated outside India could materially affect our business, financial condition, and results of operations.***

Our Company generates a significant portion of our revenue from our customers situated outside India. Details of our revenue from customers within India and outside India for Fiscals 2024, 2023 and 2022, including as a percentage of revenue from operations is provided below:

Customers	Revenue for Fiscal 2024 (*in ₹ million*)	As a percentage of Revenue from Operations *(in %)*	Revenue for Fiscal 2023 (*in ₹ million*)	As a percentage of Revenue from Operations *(in %)*	Revenue for Fiscal 2022 (*in ₹ million*)	As a percentage of Revenue from Operations *(in %)*
India	2,842.36	22.82%	2,754.00	24.59%	2,534.50	24.48%
Outside India	9,615.50	77.18%	8,446.64	75.41%	7,819.24	75.52%
Total	**12,457.86**	**100.00%**	**11,200.64**	**100.00%**	**10,353.74**	**100.00%**

The performance and financial stability of our customers situated outside India are influenced by various factors, including economic conditions, political instability, currency fluctuations, regulatory changes, and differing business practices in their respective countries. Any adverse developments in these factors could lead to a decrease in performance of our customers situated outside India, leading to a consequent decrease in demand for our products and services, delayed payments, default on payments by these customers, or potential loss of these customers.

While we have not experienced any significant fluctuations in the past or potential loss of customers situated outside India in the last three Fiscals, there can be no assurance that we will continue to be unaffected by factors affecting the performance of our customers situated outside India.

Furthermore, geopolitical tensions and trade restrictions could impact our ability to conduct business with certain customers situated outside India. Tariffs, import and export controls, and other trade barriers could increase our costs and limit our access to key markets.

Further, our operations outside India are subject to risks that are specific to each country and region in which we operate as well as risks associated with operations outside India in general. Our operations outside India are subject to, among other risks and uncertainties, the following:

- Economic cycle and demand for our products in international markets;
- Currency rate fluctuations;
- Regional economic or political uncertainty;
- Differing accounting standards and interpretations;
- Differing labour regulations;
- Difficulty in staffing and managing widespread operations;
- Availability and terms of financing;
- Logistical costs associated with international supply chain;
- Language barriers;

In addition to the above, we may incur additional costs for complying with and enforcing remedies under, a variety of laws, treaties, and regulations. The tax rates in foreign jurisdictions may exceed those in India, and our earnings may be subject to withholding requirements, incremental taxes upon repatriation. We may be unsuccessful in developing and implementing policies and strategies that will be effective in managing these risks in each country where we have business operations.

Any significant decline in the performance of our customers, a loss in demand of their products in the market, or adverse changes in the economic or political environment in which they operate, or our failure to manage risks associated with operations outside India generally, could potentially lead to (a) loss of customers situated outside India; and (b) fluctuations in the performance of our operations outside India, leading to a decrease in the volume of work that we undertake and as a result, could materially affect our business, financial condition, and results of operations. While we have not experienced any fluctuations in our performance of our operations outside in India or decrease in volume of work due to any significant decline in the performance of our customers of loss in demand of their products or any of the instances stated above in the last three Fiscals, we cannot assure you that such instances will not occur in future.

3. ***Our business and profitability are dependent on the availability and cost of our raw materials, and any disruption to the timely and adequate supply of raw materials, or volatility in the prices of raw materials may adversely impact our business, results of operations and financial condition.***

Our cost of material consumed primarily consists of engineering plastics, plastic components, metal products, metal scrap, copper, metal strips, sleeves, electronic components, printed circuit boards, etc. and bought out parts (that is, parts that are not manufactured in-house but are used as input for manufacturing), which is a significant portion of our total expenses.

Details of the cost of materials consumed, including as a percentage of total expenses and revenue from operations for Fiscals 2024, 2023 and 2022 are provided below:

Particulars	***Fiscal 2024***			***Fiscal 2023***			***Fiscal 2022***		
	Amount (*in ₹ million*)	**As a percentage of Total Expenses (*in %*)**	**As a percentage of Revenue from Operations (*in %*)**	**Amount (*in ₹ million*)**	**As a percentage of Total Expenses (*in %*)**	**As a percentage of Revenue from Operations (*in %*)**	**Amount (*in ₹ million*)**	**As a percentage of Total Expenses (*in %*)**	**As a percentage of Revenue from Operations (*in %*)**
Cost of materials consumed	6,306.29	51.57%	50.62%	5,778.52	54.19%	51.59%	5,321.13	52.71%	51.39%

Raw material pricing can also be volatile due to a number of factors beyond our control, including global demand and supply, general economic and political conditions, transportation and labour costs, labour unrest, natural disasters, pandemic, competition, import duties, tariffs and currency exchange rates, and there are uncertainties inherent in estimating such variables, regardless of the methodologies and assumptions that we may use. This volatility in commodity prices can significantly affect our raw material costs. Further, volatility in fuel prices can also affect commodity prices worldwide which may significantly increase our raw material costs.

In the event there is an increase in prices of the raw materials, we may not be able to pass on the additional cost to our customers, which in turn may affect our profitability. Further, some customers may challenge such increased costs. For instance, in Fiscal 2021, as a result of the COVID-19 pandemic lockdown and other related restrictions, the prices of raw materials such as semiconductors suddenly increased. While we tried to pass on the increase in cost of raw material to our customers, in some instances, such passing on was either slow, partial, or none at all. There can be no assurance that such events will not occur in the future and may impact our financial condition and results of operations. The discontinuation or lessening of our ability to pass through our raw material costs or otherwise mitigate these costs increases or obtain adequate supply of raw materials and components could adversely affect our business. From time to time, commodity prices may also fall rapidly. If this happens, suppliers may withdraw capacity from the market until prices improve which may cause periodic supply interruptions. If these supply interruptions occur, our business, financial condition and results of operations could be adversely affected.

While we have a centralised procurement division in India and Europe that is tasked to reduce variations in prices, standardizing processes and contracts, some of our raw materials are sourced from India as well as China and Europe with vendors employing different pricing mechanisms, and therefore, we are exposed to volatility in the prices of raw materials. To the extent that we are unable to secure adequate supplies of raw materials on commercially reasonable terms or to pass on price increases to our customers, it may have an impact on our business, results of operations and financial condition.

4. ***Development of technologically advanced systems and components involves a lengthy and expensive process with uncertain timelines and outcomes. Our ability to successfully innovate and commercialize new products hinges on our R&D efforts, and the failure to develop new or improved products or process improvements or production***

techniques could subject us to write-offs or otherwise adversely affect our business, financial condition and results of operations and have a negative impact on our competitive position.

Our future growth depends on our ability to continue to develop and commercialize innovative, viable and sustainable new Mechatronic Products and Connective Products, as well as to improve existing products and processes. The automotive industry is characterized by rapid technological advances and shifting market demands, which can render existing technologies obsolete, necessitating substantial new capital expenditures or leading to write-offs.

We conduct in-house R&D at our manufacturing facility at Milan, Italy and at our R&D centre at Gurugram, Haryana. Our R&D teams primarily engages in new product development, design prototyping, tool development, and product upgrades. We expect to continue to dedicate significant financial and other resources to our R&D efforts in order to maintain our competitive position. Details of R&D Expenditure for Fiscals 2024, 2023 and 2022, including as a percentage of total expenses and revenue from operations are provided below.

Particulars	**Amount for Fiscal 2024** ***(in ₹ million)***	**As a percentage of Total Expenses (*in %*)**	**As a percentage of Revenue from Operations *(in %)***	**Amount for Fiscal 2023** ***(in ₹ million)***	**As a percentage of Total Expenses (*in %*)**	**As a percentage of Revenue from Operations *(in %)***	**Amount for Fiscal 2022** ***(in ₹ million)***	**As a percentage of Total Expenses (*in %*)**	**As a percentage of Revenue from Operations *(in %)***
R&D Expenditure	174.40	1.43%	1.40%	184.67	1.73%	1.65%	192.42	1.91%	1.86%

While R&D activities are essential for viability of our business operations, investing in R&D, development of new products and processes and enhancing already existing products and processes is expensive and time consuming. We cannot assure you that the investments we have made in R&D efforts will yield satisfactory results in terms of improved products or will yield any results at all. Despite our investments in this area, our R&D efforts may not result in the discovery or successful development of new and innovative systems and components. In addition, even where we successfully develop any such new or improved products in a timely manner, there can be no assurance that the new or improved product will be commercially successful and meet the price expectations of our customers.

Further, if our competitors develop new processes or production techniques, or improve existing processes or production techniques that may give them significant cost and marketing advantages, we may be unable to retain our customers, which would adversely affect our revenues and profitability. We also cannot guarantee that any investment we make in developing products will be recouped, even if we are successful in commercializing those products.

There can be no assurance that such R&D activities will result in significant new marketable products or enhancements to our existing products, design, cost savings, revenue or other expected benefits. If any or all of the abovementioned efforts to innovate fail then we may become subject to write-offs or our business, financial condition, and results of operations may be adversely affected, and our competitive position may also be negatively affected.

5. We may not be successful in implementing our growth strategies, particularly diversifying and expanding our customer base, which could have an adverse effect on our business, financial condition, cash flows and results of operations.

Our growth strategies include leveraging existing customer base and diversifying and expanding our customer base by expanding our product portfolio and undertake cross-selling strategies, growing inorganically through strategic acquisitions, improving operational efficiency, explore opportunities in the renewable sector and improving our manufacturing efficiencies. For details in relation to our strategies, see "*Our Business – Our Strategies*" on page 215.

We may not be able to acquire new customers or retain our existing customer due to multiple factors such as pricing, demand of our products, our ability to negotiate with customers on commercially viable terms, or at all.

We intend to focus on organic expansion through technological investments, business development skills, and nurturing customer relationships. While, we remain vigilant for inorganic growth opportunities, evaluating acquisitions and strategic alliances that complement our existing technological prowess and financial profile, there can be no assurance that we will be able to successfully complete our acquisitions on commercially viable terms or at all.

For instance, during acquisition of Vimercati S.p.A and Progind SRL, we faced various challenges, *inter alia,* different work cultures and language barriers and unfamiliarity with certain technologies and products manufactured by Vimercati S.p.A and Progind SRL. We may be exposed to additional losses if our acquisitions fail to contribute to our revenue from operations and lead to losses and high expenditure.

We expect our strategies to place significant demands on our management and other resources and require us to continue developing and improving our operational, financial and other internal controls. We may not be successful in implementing our growth strategies due to various factors, including failure to adapt to rapidly evolving technological changes, anticipate and accurately assess potential growth opportunities and new markets and effectively allocate resources and capital investment in a timely and cost-effective manner to capitalize on such opportunities, attract new customers, obtain sufficient financing for our expected capital expenditures, control input costs, effectively manage our internal supply chain, manufacturing processes and operations and costs related to R&D and maintain sufficient operational and financial controls. We may also not be successful in implementing our growth strategies due to factors beyond our control, including shift in customer preferences towards products that we are unable to manufacture, change in business and spending plans of our customers with whom we have collaborated to produce new and innovative systems and components or downturn in the global economic, financial and market conditions resulting in decline in demand for our products.

Our inability to effectively manage the expansion of our business and execute our strategies effectively, could adversely affect our business, results of operations and financial condition.

6. ***We are heavily dependent on machinery for our operations. Any break-down of our machinery will have a significant impact on our business, financial results and growth prospects. Inefficiencies in operating below or beyond optimal manufacturing capacity can affect profitability due to fixed cost structures in production facilities. Our success and financial condition will depend on our ability to maximise our manufacturing capacities.***

Disruptions caused due to breakdown of machinery installed at our manufacturing facilities could lead to a reduction in our production levels, resulting in a negative impact on our earnings. There can be no assurance that our manufacturing facilities will remain unaffected by interruption caused by breakdowns. Further, our machinery and equipment would be difficult and costly to replace on a timely basis and in a cost-efficient manner. Catastrophic events could also destroy any machineries located at our facilities. Such breakdowns and disruptions may result in delays in shipments of raw materials from our suppliers to us and shipment of products from us to our customers.

The occurrence of any such catastrophic event could result in the temporary or long-term closure of any of our manufacturing facilities, which could result in severely disrupting our business operations, loss of customers and materially and adversely affecting our business, results of operations, cash flows and financial condition. While we have not faced any instances of temporary or long-term closure of any of our manufacturing facilities in the last three Fiscals, we cannot assure you that such instances will not occur in the future.

Our business is also subject to technological changes which requires us to continually upgrade the machineries deployed in order to maximise our manufacturing facilities, fulfilling customer needs and requirements, which in turn, is linked to our success and financial condition. Although we strive to maintain and upgrade our technologies and machinery consistent with prevailing customer preferences as well as applicable international quality standards, the technologies and machinery we currently use may become obsolete. The cost of implementing new technologies and upgrading our manufacturing facilities could be significant. If our products and technologies become obsolete and if we are unable to innovate and keep up with technological advancements for various reasons, our business, cash flows, financial condition and results of operations could be adversely affected.

Moreover, there can be no assurance that our manufacturing facilities will have the capacity to increase their output to manufacture products to make up for the affected manufacturing facilities. Additionally, they may also be subject to planned shutdowns for maintenance, statutory inspections and testing, capacity expansion and equipment upgrades. In the event of prolonged disruptions of our machinery, we may have to import various supplies and products in order to meet our production requirements, which could affect our profitability.

Our ability to maintain our profitability also depends on, among other factors, on the level of our capacity utilization. The changes in demand for our products could reduce our ability to accurately estimate future customer requirements, making it difficult to schedule production and may lead to either over production or underutilization of our manufacturing capacity for a particular product. The requirements of our customers are not restricted to one type of product and therefore variations in demand for certain types of products also requires us to undertake product customisation and make certain changes in our manufacturing processes, thereby affecting our production schedules. This may lead to overproduction of certain products and underproduction of some other products, resulting in a mismatch of capacity and capacity utilization.

Any such mismatch leading to under-utilization of our manufacturing facilities could adversely affect our business, results of operations, financial condition and cash flows. For details in relation to our capacity utilisation, please see *"Our Business – Manufacturing Capacity and Capacity Utilisation"* on page 220. While we have not faced any breakdown of our machineries in the last three Fiscals, there can be no assurance that we will be able to continue to operate any or all of our machineries.

Our business dependency on machinery introduces significant risks to its operations and financial performance. Break-downs, capacity inefficiencies, maintenance costs, technological obsolescence, and supply chain disruptions can impact profitability and growth.

7. ***The loss, shutdown or slowdown of operations at any of our Company's facilities could have a material adverse effect on our Company's results of operations and financial condition.***

We have established four manufacturing facilities in India (located at Kathua, UT of J&K; Manesar, Haryana; Kundli, Haryana and Pune, Maharashtra), two manufacturing facilities in Italy (located at Milan and Turin) and one manufacturing facility and one internal production unit, both located in Romania (located at Bacău). We also have three assembly units in India (located at Kathua, UT of J&K; Hosur, Tamil Nadu and Rudrapur, Uttarakhand). Additionally, our manufacturing facilities in Milan and Turin, Italy and Bacău, Romania cater to other European countries and USA. As on the date of this Draft Red Herring Prospectus, we are also in the process of setting up a manufacturing facility in Mexico to explore business opportunities in North and South America.

Our manufacturing facilities and operations are subject to the risks of breakdown and/or failure of equipment, disruption in electrical power or water resources, fire and industrial accidents, which may entail significant repair and maintenance costs. For details, please see *"Risk Factors – We have significant power and fuel requirements and water requirements and any disruption to the supply of power or fuel or water could disrupt our manufacturing operations and increase our production costs, which could adversely affect our results of operations."* on page 38. Further, any disruptions, damage or destruction of our manufacturing facilities may severely affect our ability to meet our customers' demand which may lead to loss of any of our customers or a significant reduction in demand from such customers.

We may also experience or encounter manufacturing delays, shutdowns in our facilities, delays in production as a result of occurrence of the following events or any other events beyond our control:

- closure of manufacturing facilities, including as a result of regulatory inspections.
- problems with supply chain continuity, as a result of natural or man-made disasters, including pandemics like COVID-19, at one of our facilities or at a suppliers or vendors' facility;
- manufacturing shutdowns, breakdown or failure of equipment, performance below expected levels of efficiency, obsolescence of our equipment and production facilities, industrial accidents and the need to comply with the directives of relevant government authorities;
- labour disputes, strikes, lock-outs that may result in temporary shutdowns or manufacturing disruptions;
- failure of a supplier to provide us with the critical raw materials or components for an extended period of time, which could impact continuous supply. For instance, on account of COVID-19 pandemic, there was a shortage of semiconductors globally and accordingly, our continuous supply of semiconductors was impacted;
- shortage of key managerial personnel or senior management personnel;
- changes in applicable local and international laws and regulations impacting our manufacturing facilities where we operate;
- changes in political relationships between India and the countries in which we have business interests;
- failure or other issues in production processes, especially if we are unable to obtain adequate supply of utilities such as power and water or inability to successfully implement debottlenecking measures to reduce idle time or improve operating efficiency by reducing facility outages, wastage or yield losses or otherwise; and
- other problems, including limits to our manufacturing capacity due to failure of our customers to set-up their facilities or assembly lines properly resulting in loss of sale and revenue from such customer.

Since our inception, our business has consistently expanded, strategically establishing facilities in close proximity to our customers. For example, our manufacturing facility at Manesar, Haryana is located within five kilometres from few of our key customers. Our manufacturing facility in Milan, Italy is located within 250 kilometres from few of our key customers across Europe. As a result, these facilities predominantly cater to the requirements of their proximate customers and any disruption or shutdown at such facilities could impact our ability to continue to serve such customers in a timely manner.

While we have not any disruption or shutdown of our manufacturing facilities, there can be no assurance that we will be able to operate our manufacturing facilities efficiently or at all. If any of the above-mentioned risks were to occur, our business, results of operations and financial condition could be adversely affected.

8. We have significant power and fuel requirements and water requirements and any disruption to the supply of power or fuel or water could disrupt our manufacturing operations and increase our production costs, which could adversely affect our results of operations.

We require substantial power and fuel to operate our manufacturing facilities, and energy costs represent a key component of the production costs for our operations. If energy costs were to continue to rise, or if electricity, fuel or water supplies or supply arrangements were disrupted, our manufacturing operations could be disrupted, and our profitability could decline. Details of power, fuel and water cost incurred in Fiscals 2024, 2023 and 2022, including as a percentage of total expenses and revenue from operations are provided below.

Particulars	**Amount for Fiscal 2024** ***(in ₹ million)***	**As a percentage of Total Expenses (*in %*)**	**As a percentage of Revenue from Operations *(in %)***	**Amount for Fiscal 2023** ***(in ₹ million)***	**As a percentage of Total Expenses (*in %*)**	**As a percentage of Revenue from Operations *(in %)***	**Amount for Fiscal 2022** ***(in ₹ million)***	**As a percentage of Total Expenses (*in %*)**	**As a percentage of Revenue from Operations *(in %)***
Power and fuel	170.72	1.40%	1.37%	161.40	1.51%	1.44%	124.74	1.24%	1.20%

We source most of our electricity requirements for our manufacturing facilities in India from state electricity boards. If the per unit cost of electricity is increased by the state electricity boards our power costs will increase. It may not be possible to pass on any increase in our power costs to our customers, which may adversely affect our profit margins. An interruption in or limited supply of electricity may result in suspension of our manufacturing operations. While we have had short interruptions in the past on account of electric supply, such interruptions have not had any material impact on our operations in the last three Fiscals, however, there can be no assurance that we will not face any major interruptions in future which could result in a disruption in our operations. For details, please see "*Risk Factors - We are heavily dependent on machinery for our operations. Any break-down of our machinery will have a significant impact on our business, financial results and growth prospects. Inefficiencies in operating below or beyond optimal manufacturing capacity can affect profitability due to fixed cost structures in production facilities. Our success and financial condition will depend on our ability to maximise our manufacturing capacities*" on page 36. If adequate electricity supply is not available for any reason, we will need to rely on alternative sources, which may not be able to meet our requirements. Further, if for any reason such electricity is not available, we may need to shut down our plants until an adequate supply of electricity is restored. The cost of such purchased power would be significantly higher, thereby adversely affecting our cost of production and profitability. A prolonged suspension in production could materially and adversely affect our business, financial condition or results of operations.

Our operations and facilities are dependent on a steady and stable supply of water, and irregular or interrupted supply of water, or government intervention are factors that could adversely affect our daily operations. There can be no assurance that we will be able to obtain a sufficient supply of water from sources in these areas. We are subject to price risk due to scarcity of water and if supply or access is not available, our manufacturing operations may be disrupted. We may also be forced to shut down or scale down our production if the drought worsens and we are unable to access sufficient volumes of water.

9. We are subject to strict quality requirements and any product defects or failure by us or our suppliers to comply with quality standards may lead to cancellation of existing and future orders, product recalls, product liability, warranty claims, litigation and other disputes and claims, and significant reputational damage.

We face an inherent business risk of exposure to product liability or recall claims in the event that our products fail to perform as expected or such failure results, or is alleged to result, in bodily injury or property damage or both. We are also subject to strict quality standards imposed by our customers, applicable to our manufacturing processes, such as the IATF 16949 certification standards (the international standard for automotive quality management systems), quality standard publications issued by industry associations such as 'Verband der Automobilindustrie' (VDA) in Germany, and any other standards that our customers may specifically mandate in the contract for supply of our products. Failure by us or one of our component suppliers that supply *inter alia* copper, brass, plastics, metal sheets and parts, rubber and PVC sleeves to achieve or maintain compliance with these requirements or quality standards may impair our ability to supply systems and components suited to meet our customers' demands until compliance is achieved. We are exposed to the risk that our component suppliers may counterfeit, pirated or low quality products which could adversely impact the product quality and lead to increased product liability .

In the event that any of our products do not meet regulatory standards or are defective, we may be, *inter alia*, (i) responsible for damages relating to any defective products, (ii) required to replace, cancel, recall or redesign such products or (iii) incur costs in case of (a) cancellations and subsequent refunds, or (b) to defend any such claims, or (c) indemnification against any losses caused to the consumers as a result of defective products or a failure to comply with quality standards. Certain of our customers have claimed warranty for defects in our products in Fiscal 2024, Fiscal 2023 and Fiscal 2022 amounting to ₹158.45 million, ₹89.15 million and ₹64.84 million respectively. We cannot assure you that such instances or claims of higher amount of warranties may not occur in the future. In addition, real or perceived product defects could cause significant damage to our reputation, resulting in decrease in sales and loss of clients. In the event there are multiple instances of our products being defective, or if there is a perception that our products are of substandard quality, we may incur substantial costs associated with returns or replacements of our products, damages for product liability, or it could lead to loss of our credibility and market reputation, and our sales and revenue from operations may be adversely affected. While there have been no such instances in the last three Fiscals where we had to incur substantial costs associated with returns or replacements of our products, we cannot assure you that there will be no such instances in the future.

While we maintain product liability insurance that is customary for our industry, this may be insufficient to protect against any or all civil claims which may be brought against our customers, and we may be made parties to such claims where damage may have been caused by any faulty products that we produced. In addition to expenditure incurred for product liability claims, product recalls, product warranties, or disputes, claims, indemnities arising out of our operations, the potential reputational harm that may result from such actions against us, could have a material adverse impact on our results of operations and financial condition. Our suppliers and customers alike could change their preferences and choose to not work with us, rely on our products, or stop business operations with us. In addition, a recall claim could require us to review our entire product portfolio to assess whether similar issues are present in other product lines. In case of a claim against any of our customers, they may in turn bring a claim against us for damages and liabilities incurred by them. We cannot assure you that such claims will not be brought against us in the future, and any adverse determination may have an adverse effect on our business, results of operations and financial condition and reputation.

Given the nature of our products and the sectors we cater to, we are subject to strict quality requirements from our customers. Our customers provide a varying range of specifications which include, inter alia, specifications in connection with the design and manufacturing of the product, testing and inspection, safety, quality and sourcing of raw material, packaging, shipment and delivery, adherence and compliance with environmental, health and safety laws. We cannot assure you that we will be able to meet such technical specifications and quality standards imposed by our customers, at all times. The failure by us to achieve or maintain compliance with these requirements or quality standards may disrupt our ability to supply products to our customers until compliance with such requirements or standards is achieved.

Our customers maintain strict qualification and/or certification procedures. Our products go through various quality checks at various stages including random sampling check and quality check internally. Failure of our products to meet prescribed quality standards may result in rejection and reworking of our products. This may result in our customers cancelling present or future purchases of our products and could adversely affect our business, financial condition and results of operations. While we have put in place quality control procedures, we cannot assure that our products will always be able to satisfy our prescribed quality standards. Our quality control procedures may fail to test for all possible conditions of use or identify all defects in the manufacturing of our products. Any failure on our part to successfully maintain quality standards for our products may affect our customer relationships, which may adversely affect our business, financial condition, results of operations and prospects. We cannot assure you that in future we will not default on any of the existing terms, delivery timelines, specifications or quality standards prescribed by our customers, which may result in the cancellation of existing and future orders, recalls, liquidated damages, invocation of performance bank guarantees or warranty, indemnity and liability claims. Further, such delays in the execution of orders results in the cost overruns and affects our payment milestones subsequently impacting our revenue.

10. We do not generally enter into long term purchase contracts with our customers. This exposes us to risk emanating from the inability to retain our established customers.

Our business is dependent on certain key customers, in both Mechatronic Products and Connective Products. While our business relationships with our customers have been built over time, we do not enter into long term contracts with our customers and, the absence of long-term contracts with our customers exposes us to a significant risk of customer attrition. Depending on the type of contract and customer, our agreements are typically entered into for a period of three to seven years. Our top 10 customers contribute substantially to our revenue. Details of revenue from our top customer, top five customers and top 10 customers for Fiscals 2024, 2023 and 2022, including as a percentage our revenue from operations for Fiscals 2024, 2023 and 2022 are provided below:

Particulars	Revenue for Fiscal 2024 (*in ₹ million*)	As a percentage of Revenue from Operations *(in %)*	Revenue for Fiscal 2023 (*in ₹ million*)	As a percentage of Revenue from Operations *(in %)*	Revenue for Fiscal 2022 (*in ₹ million*)	As a percentage of Revenue from Operations *(in %)*
Top customer	3,714.77	29.95%	3,102.66	27.75%	2,918.86	28.33%
Top five customers	7,415.57	59.79%	6,895.50	61.73%	6,737.90	65.39%
Top 10 customers	8,643.34	69.68%	8,032.61	71.90%	7,721.78	74.94%

Note: Names of certain customers 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.

In addition to this, we typically receive a request for quote (**"RFQ"**) from our customers, which does not typically mention the specific quantity or volume of products required by them. The RFQ only states an estimate of products that will be required by our customers at a particular time in the future based on projections. Instead, we rely on letters of intents and purchase orders which may be amended or cancelled prior to finalisation, and in which case, we do not have recourse in the event of an unexpected cancellation or substantial modification. Furthermore, we sometimes undergo a bidding process in cases where our customers require us to offer a bid for a particular project. Prior to making a bid for a particular project and participating in a tender, we undertake various activities such as management discussions, project feasibility study, cost estimations, and evaluation of materials and equipment supplies required for the calculation of the estimated cost of the project. Moreover, other ancillary expenses such as market escalation, supervisory, design, contingency expenses, and profitability margins, depending on the project, are also considered for determining the final bid amount. Accordingly, all of the bid amounts are based on estimates of the project cost, the fluctuation of which, either marginally or substantially, may impact our margins adversely. Further, we may incorrectly or inadequately estimate the project cost, leading to a lower bid amount affecting our profitability if the project is awarded to us.

We are a Tier-1 supplier for OEMs of both Mechatronic Products and Connective Products, and a Tier-2 supplier and Tier-3 supplier for OEMs of Connective Products. Our dependence on select few OEMs, Tier-1 suppliers, Tier-2 suppliers and Tier-3 suppliers coupled with an absence of long-term exclusive contracts, entitles our customers to replace us with another supplier under certain circumstances, exposing us to customer retention risk. Accordingly, we may not be able to realise future sales represented by awarded business, purchase orders, already existing contracts, etc. which could materially and adversely affect our business, cash flows, financial conditions and results of operations. While we have not experienced any instances of loss of top 10 customers as well as our top customer in the last three Fiscals, there can be no assurance that we will be able to maintain our existing volume of business with these key customers or that we will be able to offset any reduction or variation of prices, or volumes with reductions in our costs or by obtaining new customers. For details in relation to risk of loss in relation to our top 10 customers, see "*Risk Factors – We are dependent on the performance of our top 10 customers, who contribute to more than 69.68% of our revenue from operations for Fiscal 2024Fluctuations in the performance of our operations or loss of one or more of these customers could materially affect our business, financial condition, and results of operations.*"

11. ***Our Company does not own the logo appearing on the cover page of this Draft Red Herring Prospectus that is used by us for our business. We have not applied for the registration of our logo under the Trade Marks Act, 1999. Any failure to protect or enforce our rights to own or use our logo, trademarks and identities could have an adverse effect on our business and competitive business.***

We do not own our Company's logo , that is used by us for our business. Our Company has not filed any applications under the Trade Marks Act, 1999 for registration of the trademark in relation to our logo appearing on the cover page of this Draft Red Herring Prospectus. Accordingly, the logo that is used by us for our business is not registered in our name. We cannot assure you that we will be able to make applications for our logo, or in the event we apply for our logo, our application for registration will be successful or that we will be able to obtain registration over our logo in a timely manner, or at all.

Further our efforts to protect our intellectual property may not be adequate and any third parties may infringe or copy our registered trademarks. We may not be able to detect any unauthorized use or take appropriate and timely steps to enforce or protect our trademarks, which may adversely affect our goodwill, business, financial condition, results of operations, cash flows and prospects. Any of the foregoing could have an adverse effect on our business and competitive position.

Our ability to market and sell our products depends upon the recognition of our brand names and associated consumer goodwill.

12. ***Our business is dependent on the performance of the automotive sector globally, including in our key markets such as India and Europe. Any adverse changes in the conditions affecting these markets can adversely impact our business, results of operations and financial condition.***

Our business is dependent on the performance of the automotive sector globally. Historically, our revenues from operations have primarily been dependent on a few key markets in which we operate. Our products are designed in India and Italy, manufactured in India, Italy, and Romania, and are supplied and exported across India, Europe, USA and Brazil. Our Company generates a significant portion of our revenue from our customers situated outside India. Our revenue from customers within India and outside India for Fiscals 2024, 2023 and 2022, including as a percentage of revenue from operations are provided below:

Customers	**Revenue for Fiscal 2024 (*in ₹ million*)**	**As a percentage of Revenue from Operations *(in %)***	**Revenue for Fiscal 2023 (*in ₹ million*)**	**As a percentage of Revenue from Operations *(in %)***	**Revenue for Fiscal 2022 (*in ₹ million*)**	**As a percentage of Revenue from Operations *(in %)***
India	2,842.36	22.82%	2,754.00	24.59%	2,534.50	24.48%
Outside India	9,615.50	77.18%	8,446.64	75.41%	7,819.24	75.52%
Total	**12,457.86**	**100.00%**	**11,200.64**	**100.00%**	**10,353.24**	**100.00%**

As a result of our dependence on customers in automotive industry, we are exposed to fluctuations in the performance of the automotive industry globally, and in India. The industry tends to be affected directly by changes in general economic conditions and other factors. Any disruption that changes the way the automotive industry operate could adversely affect certain of our customers if they are unable to anticipate and act upon these changes.

These factors and a rise in inflation may result in a reduced consumer demand for two-wheelers, passenger vehicles, EVs and other related products that our customers manufacture or assemble, which may adversely affect their production plans. Any significant reduction in sales and production by our customers could adversely affect the demand for our products and services. We cannot assure you that the demand for our products will grow at the same rate or at all, in the future.

13. ***If we are unable to anticipate, identify, understand and respond timely to rapidly evolving technological and market trends and preferences, develop new products to meet our customers' demands and to adapt to major changes and shifts in the industry, our business may be materially adversely affected.***

The automotive markets in which we operate are undergoing significant technological changes, with increasing focus on, among other things, electrification of vehicles, development of Hybrid Vehicles and a shift from ICE to EV. Our results of operations and financial condition are impacted, in part, by our competitive advantage in developing, engineering and manufacturing innovative and/or improved products. Our ability to anticipate changes in technology, successfully develop, engineer, and bring to market new and innovative and/or improved products, or successfully respond to evolving business models (including EV advances), may have a significant impact on our market competitiveness. For details, please see *"Risk Factors – We may not be successful in implementing our growth strategies, particularly diversifying and expanding our customer base, which could have an adverse effect on our business, financial condition, cash flows and results of operations."* on page 35.

Maintaining our competitive position is dependent on our ability to develop commercially viable products that support the future technologies adopted by our customers and meet our customers' demands in a timely manner.

We invest in R&D efforts and new product development initiatives to maintain our competitive position and future growth. For details, please see *"Risk Factors – Development of technologically advanced systems and components involves a lengthy and expensive process with uncertain timelines and outcomes. Our ability to successfully innovate and commercialize new products hinges on our R&D efforts, and the failure to develop new or improved products or process improvements or production techniques could subject us to write-offs or otherwise adversely affect our business, financial condition and results of operations and have a negative impact on our competitive position."* on page 34 for details about our investment in R&D and product development.

To meet our customers' requirements and maintain our technological leadership, we have incurred in the past and continue to incur capital expenditures to develop new systems and components and adapt our range of systems and components based on collaboration with our key customers and to meet customers' demands. Accordingly, any change in our customers' preferences, delay in product launches by our customers or failure by our customers to successfully launch new programs, could render our current systems and components obsolete or less attractive which could materially adversely affect our business, financial condition and results of operations. Further, unexpected advances in a given technology in the market or difficulties encountered in developing a new technology internally, could prevent us from seizing opportunities relating to technological breakthroughs and as a result could impact our competitive positioning, growth and profitability. We are also subject to the risks generally associated with new product introductions and applications, including lack of market acceptance, delays in product development and failure of our systems and components to operate properly. If we are unable to maintain our competitive advantage through innovation or if we do not sustain our ability to meet customer requirements relative to technology or acquire new and compelling products that capitalize upon new technologies in response to OEM and consumer preferences, our business, financial condition and results of operations could be materially adversely affected.

14. We require certain licenses, and permits, including material statutory clearances and approvals in the ordinary course of business, and the failure to obtain or retain them in a timely manner by the Company or its Material Subsidiaries may materially adversely affect our operations.

We are required to obtain and maintain a number of statutory and regulatory licenses, permits and approvals in India and abroad. In India, we are required to obtain and maintain a number of statutory and regulatory permits and approvals under central, state and local government rules, generally for carrying out our business and for each of our manufacturing facilities including, without limitation. Similarly, our operations abroad are also subject to regulatory framework which required us to take permits, clearances and approvals from appropriate authorities. For details, please see *"Government and Other Approvals"* on page 389. A majority of these approvals, including the consent to establish and operate under environmental laws, are granted for a limited duration and require renewal from time to time. While we have obtained a number of approvals required for our operations, we are still awaiting some of these approvals. We have also applied for the renewal of certain key approvals such as the (i) consent to establish, consent to operate and the contract labour license for our Rudrapur assembly unit, (ii) consent to operate, consent to establish and the contract labour license for our Hosur assembly unit, and the (iii) the environmental authorization for one of our Subsidiaries, Viney Corporation East Europe S.R.L. While we have made applications for renewal of certain approvals, we cannot assure that the approvals shall be renewed. In addition, we may need to apply for additional approvals, including the renewal of approvals which may expire from time to time, and approvals in the ordinary course of business. Any inability to renew these approvals may have an adverse effect on our operations. Pursuant to the conversion of our Company into a public limited company, we are also in the process of applying to various regulatory authorities for change in name of the approvals obtained by us, and have also made applications before various authorities for change in the name of our Company, in the ordinary course of business. We cannot assure you that such approvals will be issued or granted to us, in a timely manner, or at all. If we fail to obtain, or are not able to renew any of these approvals, in a timely manner or at all, our business and operations may be materially adversely affected. For details in relation to approvals, please see *"Government and Other Approvals"* on page 389.

Further, the licenses, permits and approvals required by us are subject to several conditions and we cannot assure you that we will be able to continuously meet such conditions, which may lead to cancellation, revocation or suspension of the relevant licenses, permits and approvals. While we have not faced any material instances in the past, a failure to comply with such regulations could lead to enforced shutdowns and other sanctions imposed by the relevant authorities. Additionally, 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 compliance costs, be subject to penalties, have our licenses, approvals and permits revoked or suffer a disruption in our operations, any of which may materially adversely affect our business and results of operations.

15. Our Promoters and certain members of our Promoter Group have pledged some of the Equity Shares held by them in favour of Vistra ITCL (India) Limited, in its capacity as a debenture trustee for the benefit of the debenture holders, as a security for the non-convertible debentures issued by our Company, Corporate Promoter and Viney Auto Ancillary Private Limited. Any invocation of such pledge could dilute the aggregate shareholding of our Promoters and such members of our Promoter Group, which may cause a change in control of our Company and trigger an open offer requirement under the Takeover Regulations.

As of the date of this Draft Red Herring Prospectus, 62,185,997 Equity Shares aggregating to 67.59% of the pre-offer paid-up capital of our Company, held by our Promoters and members of our Promoter Group have been pledged as a security out of which 58,505,897 Equity Shares aggregating to 63.59% of the pre-offer paid-up capital of our Company has been pledged with debenture trustee i.e., Vistra ITCL (India) Limited (*acting on behalf of the debenture holders i.e., Kotak Strategic Situations India Fund -II and Kotak Alternate Asset Managers Limited*) to secure certain debt obligations of our Company, Corporate Promoter and Viney Auto Ancillary Private Limited, Indian subsidiary of our Company. For further details, please refer "*History and Other Corporate Matters*" as page 232.

Details of Equity Shares pledged as on date are as follows:

Sr. No.	Name of the pledgor	Number of Equity Shares pledged	% of our paid-up Equity Share capital
1.	Brijesh Aggarwal	7,218,932	7.85%^
2.	VL-Auto Ancillary Private Limited	42,311,950	45.99%
3.	Priyanka Aggarwal	8,160,000	8.87%
4.	Vansh Aggarwal	465,015	0.51%
5.	Brijesh Aggarwal HUF	350,000	0.38%
6.	Aren Capsules Private Limited	3,680,100	4.00%

^ Vistra ITCL (India) Limited has pursuant to its letter dated September 19, 2024, released the pledge on 19,198,688 Equity Shares aggregating to 20.87% of the paid-up capital of our Company held by Brijesh Aggarwal to ensure compliance with Regulation 14 of SEBI ICDR Regulations (minimum promoters' contribution).

 # Pledged with Catalyst Trusteeship Limited pursuant the unattested pledge agreement dated October 25, 2023, between Aren Capsules Private Limited and Catalyst Trusteeship Limited

The debenture trustee i.e., Vistra ITCL (India) Limited has pursuant to its letter dated September 19, 2024, released the pledge on 19,198,688 Equity Shares aggregating to 20.87% of the paid-up capital of our Company held by Brijesh Aggarwal to ensure compliance with Regulation 14 of SEBI ICDR Regulations (minimum promoters' contribution). Further, pursuant to the letter dated September 30, 2024, Vistra ITCL (India) Limited has provided their consent to release the pledge on the Equity Shares described in the table above prior to filing of the Updated Draft Red Herring Prospectus ("**UDRHP**") / Red Herring Prospectus, including those to be released for the Offer for Sale and for the purpose of lock-in in terms of Regulation 16(1)(b) and Regulation 17 of the SEBI ICDR Regulations. The consent letter dated September 30, 2024 to release pledge is subject to fulfilment of certain conditions, including: (a) the Draft Red Herring Prospectus must be filed on or before September 30, 2024; (b) the UDRHP shall be filed with SEBI within 12 weeks or such other extended timeline as may be agreed between our Company and Vistra ITCL (India) Limited from the date on which SEBI approves the DRHP; (c) the Red Herring Prospectus shall be filed with the jurisdictional Registrar of Companies within 14 days from the date of receipt of approval in relation to the UDRHP from SEBI or such other extended timelines as may be mutually agreed between our Company and Vistra ITCL (India) Limited; and (d) the Offer shall be completed (i.e., the listing and trading approvals for the Equity Shares of our Company shall be obtained) within 21 days from the date on which the Red Herring Prospect is filed with the jurisdictional Registrar of Companies. Any failure by us to comply with one or more of these conditions may result in withdrawal of the consent letter and the release of pledge which will adversely affect our ability to complete the Offer.

Further, in the event the NCDs are outstanding after the completion of the Offer, on completion of lock-in period applicable to our Promoters in terms of Regulation 16 of the SEBI ICDR Regulations, our Promoters may also be required to re-create encumbrance on the Equity Shares continued to be held by them after listing of Equity Shares pursuant to the Offer, subject to compliance with applicable laws.

Further, in any default, will entitle the pledgee to enforce the pledge over these Equity Shares. If this happens, the aggregate shareholding of our Promoters and members of our Promoter Group may be diluted and we may face certain impediments in taking decisions on certain key, strategic matters. As a result, we may not be able to conduct our business or implement our strategies as currently planned, which may materially and adversely affect our business and financial condition. Further, any rapid sale of Equity Shares by such third parties may materially and adversely affect the price of the Equity Shares. Invocation of the pledges on the pledged shares or sale of pledged Shares subsequent to the Offer may result in change in control of our Company and the acquirer having to make an open offer for the Equity Shares, in accordance with the Takeover Regulations, which could adversely affect the trading price of our Equity Shares.

16. ***Certain of our manufacturing facilities and our Registered Office are leased. Our Registered Office is located in a co-working space. If we are unable to renew existing leases or relocate our operations on commercially reasonable terms, there may be an adverse effect on our business, financial condition, results of operations and cash flows.***

As of March 31, 2024, we have not leased, purchased or sold any facilities/ properties from our Promoters, members of the Promoter Group, Directors, Subsidiaries, or any other related entity. Details of our Registered Office, manufacturing facilities and assembly units on a leasehold basis in India are provided below:

Sr. No.	Property	Location	Date of Lease Deed/Acquisition Date	Leased/Free Hold
1.	Registered Office	New Delhi, NCT of Delhi	June 1, 2024	Leased until May 1, 2025
2.	Manufacturing facility	Kathua (Unit I), UT of J&K	January 23, 2012	Leased until January 22, 2037
3.	Manufacturing facility	Pune, Maharashtra	July 20, 2009	Leased until May 25, 2104

Sr. No.	Property	Location	Date of Lease Deed/Acquisition Date	Leased/Free Hold
4.	Assembly unit	Kathua (Unit II), UT of J&K	January 14, 2010	Leased until January 23, 2037
5.	Assembly unit	Rudrapur, Uttarakhand	August 22, 2006	Leased until August 21, 2096

We cannot assure you that we shall continue to be able to operate out of our existing premises or renew our existing lease deeds at favourable terms or at all. While there have been no instances during the last three Fiscals, where we have been unable to secure and renew leases for our manufacturing facilities and Registered Office at competitive terms, we cannot assure you that such instances may not occur in the future. Further, in case of any deficiency in the title of the lessors from whose premises we operate, breach of the contractual terms of any lease deed, or if any of the owners of these premises do not renew the agreements under which we occupy the premises, or if they seek to renew such agreements on terms and conditions unfavourable to us, or if they terminate our agreements, we may suffer a disruption in our operations and shall have to look for alternate premises. Any such event may adversely impact our operations and cash flows and may divert our management's attention from our business operations. In the event of relocation, we may be required to obtain fresh regulatory licenses and approvals. Until we receive these, we may suffer disruptions in our operations and our business which may adversely affect our financial condition.

Our Registered Office is a co-working space, and we do not have a separate dedicated office space for our Registered Office. We may be unable to secure an extension on our co-working license on commercially viable terms or at all and may lose our Registered Office. Additionally, loss of our Registered Office would lead to non-compliance with the relevant laws and regulations. We may not be able to secure a dedicated office space on commercially viable terms or at all in the future. Further, while we have executed valid sale agreements for our assembly unit located at Rudrapur, Uttarakhand, and our solar plant located at Jodhpur, Rajasthan, our Company is not in possession the original conveyance deeds executed by the original owners of these properties.

While we have executed a valid lease agreement for our assembly unit located at Rudrapur, Uttarakhand, and a valid sale agreement for our solar plant located at Jodhpur, Rajasthan, our Company is not in possession the original conveyance deeds executed by the original owners of these properties.

As on the date of this Draft Red Herring Prospectus, we have four manufacturing facilities across India that are constructed on industrial land allotted to us by various state-owned industrial development corporations. Under the terms of the allotment and lease agreements, we are required to comply with various conditions. Non-compliance of any of the conditions on which the land was allotted or leased to us could result in cancellation or payment of penalty in certain cases, which could have an impact on our financial condition, which could adversely affect our results of operations and financial conditions.

17. Our R&D centre located at Gurugram, Haryana, is situated in the defence area controlled by the government. We may be unable to resell our R&D centre, or may have to relocate our R&D centre at Gurugram, Haryana in case of any change in government policies.

We have established an R&D centre at Gurugram, Haryana, that is constructed on an industrial land, located in the defence area, controlled by the Government of India. The land on which our R&D centre is situated was allotted to us by state-owned industrial development corporation. Under the terms of the transfer agreement and letter of reallotment executed by us, we are required to comply with certain conditions subject to which the land was allotted to us. While we have complied with all terms and conditions as on the date of this Draft Red Herring Prospectus, we cannot assure you that we will be able to do so in the future. Non-compliance of any of the conditions could result in cancellation of the allotment or payment of penalty in certain cases. Any change in government policies and regulations could lead to forfeiture of the land on which our R&D centre is constructed. In case of forfeiture of our land or cancellation of the allotment, we may be unable to secure another land parcel for our R&D centre on a timely basis, or on commercially viable terms, or at all. Even in the event, we are able to secure another land parcel, we will have to incur a substantial amount for construction and set-up of our R&D centre which may adversely affect our business operations, profitability and cash flows.

18. Any failure on our part to effectively manage our inventory may result in an adverse effect on our business, revenue from manufacturing operations and financial condition.

We are a manufacturing company, and a certain portion of assets comprise inventory of raw materials and finished products. Maintaining sufficient inventory of raw materials is critical for our operations including as a buffer against any supply disruptions. Any failure on our part to effectively manage our inventory of raw materials and finished products in response to changing market scenario may have an adverse effect on our financial condition and may even lead to loss of potential customers, excess or deficit of materials leading to increase the costs of our operations. Details of the inventory of raw materials, work-in-progress, finished goods, and stores and spares for Fiscals 2024, 2023, and 2022 are provided below:

Particulars	**Fiscal 2024**	**Fiscal 2023**	**Fiscal 2022**
	(in ₹ million)		
Raw materials	2,415.97	2,445.07	2,301.69
Work-in-progress	486.77	678.02	436.71
Finished goods	311.98	192.36	417.06
Stores and spares	7.45	7.10	29.69
Total	**3,222.17**	**3,322.55**	**3,185.15**

Accumulating excess inventory as compared to the demand for our products may lead to wastage and increase our operating costs and restrict our ability to service our customers in a timely and cost-efficient manner. In the event, failure to have adequate inventory may adversely affect our ability to manufacture the required quantity of products for our customers' requirements in a timely and cost-efficient manner which may lead to loss of business which could adversely affect our business, results of operations and financial condition. Further, we may also lose opportunities to acquire raw materials in a cost-effective manner, thereby increasing costs of operations and adversely affecting our working capital requirements.

If our inventory of finished products is not dispatched on time or if there is a delay in the delivery of our finished products, we could be exposed to paying liquidated damages to our customers in terms of the purchase orders issued to them or we could lose our customers and our reputation which would adversely affect our revenue from operations, cash flows and financial condition. Alternatively, if the finished products are not properly maintained or are damaged or destroyed, we could lose such inventory which could have an adverse impact on our production cycle, results of operation and financial condition.

19. We are dependent on contract labour and any disruption to the supply of such labour for our manufacturing facilities or our inability to control the composition and cost of our contract labour could adversely affect our operations.

Our workforce includes personnel that we engage through independent contracts. Details of our contract labours and the cost incurred contract labour for Fiscals 2024, 2023 and 2022, including as a percentage of our total expenses is provided below:

Particulars	**Fiscal 2024**	**Fiscal 2023**	**Fiscal 2022**
Number of contract labour	1,405	1,396	1,346
Costs incurred on contract labour (*in ₹ million*)	251.29	202.99	181.95
As a percentage of total expenses (*in %)*	2.05%	1.90%	1.80%

Our industry is labour intensive and our dependence on contract labour may result in significant risks for our operations, relating to the cost, availability and skill of such contract labourers in India, as well as contingencies affecting availability of such contract labour during peak periods in labour intensive industries such as ours. There can be no assurance that we will have adequate access to skilled and unskilled workmen at reasonable rates. Any increase in the cost of labour or failure to procure availability of labour due to any other reason, will adversely affect our business, results of operations, financial condition, cash flows and future prospects.

Although we do not engage these labourers directly, we may be held responsible for any wage payments to these labourers in the event of default by our independent contractors. While the amount paid in such an event can be recovered from the independent contractor, any significant requirement to fund the wage requirements of the engaged labourers or delay in recovering such amounts from the contractors may have an adverse effect on our cash flows and results of operations. If we are unable to obtain the services of skilled and unskilled workmen or at reasonable rates, it may adversely affect our business and results of operations. In addition, our manufacturing process is dependent on technology driven production systems and any inability of the contract labourers to familiarize themselves with such technology could adversely affect our business and results of operations.

While we have obtained the relevant approvals for hiring contract labourers, pursuant to the Contract Labour (Regulation and Abolition) Act, 1970, as amended, the appropriate government may, after consultation with the Central Advisory Contract Labour Board or the State Advisory Contract Labour Board, prohibit, by notification, the employment of contract labour in any process, operation or other work in any establishment. We cannot assure you that such a notification will not be issued by the appropriate government in respect of the locations of our manufacturing facilities. If such a notification prohibiting the employment of contract labour is issued with respect to our operations, it will have an adverse impact on our ability to employ contract labour in our manufacturing and other operations, and may adversely affect our business, results of operations, financial condition, cash flows and future prospects.

20. ***Our business may be subject to labour conflicts, strikes, or other types of conflicts with our workforce and our third-party fabricators which may adversely impact on our business, results of operations and financial condition.***

As of March 31, 2024, we had a total workforce of 2,911 individuals comprising of 1,506 employees and 1,405 individuals on contract basis. We have 1,863 individuals in India, consisting of 478 employees and 1,385 individuals on contract basis and 1,048 individuals outside India, consisting of 1,028 employees and 20 individuals on contract basis. Details of attrition rate in relation to our permanent employees in India for Fiscals 2024, 2023 and 2022:

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
Attrition rate of permanent employees	20.00%	19.00%	17.24%

Our manufacturing operations are significantly dependent on the cooperation and continued support of our workforce. Strikes or work stoppages by our workforce at our manufacturing facilities could halt our production activities which could impact our ability to deliver customer orders in a timely manner or at all, which could adversely affect the results of our operations and reputation. We do not have any labour unions at any of our manufacturing facilities other than Vimercati S.p.A, Milan, Italy and Progind SRL, Milan, Italy where we have signed long-term agreements. Further, there have been no disruptions to our manufacturing operations in the last three Fiscals on account of labour-related disputes including strikes, lockouts, or collective bargaining arrangements. However, there can be no assurance that we will not experience work disruptions in the future due to disputes or other problems with our workforce.

Any such event, at our current facilities or at any new facilities that we may commission or acquire in the future, may adversely affect our ability to operate our business and serve our customers, and impair our relationships with certain key customers and suppliers, which may adversely impact our business and financial condition.

21. ***Our operations are subject to manufacturing risk and causing fatal injury to personnel including death and destruction of property and consequent imposition of civil and criminal penalties.***

Our manufacturing facilities are subject to operating risks and potential industrial accidents. An accident may result in personal injury to our employees, or the labour deployed at our manufacturing facilities, destruction of property or equipment, manufacturing or delivery delays, environmental damage, or may lead to suspension of our operations and/or imposition of liabilities. Our manufacturing facilities are also subject to operating risk resulting in fatal personal injury and property damage and consequent imposition of civil and criminal penalties. While we provide a safe and healthy working environment which is compliant with applicable occupational health and safety management system and environmental management system standards, we believe to be adequate insurance including insurance coverage for accidents, there is a risk that an accident may occur at our manufacturing facilities.

We may also face claims and litigation, in India or overseas, filed on behalf of persons alleging injury predominantly as a result of occupational exposure to hazards at our manufacturing facilities. If these claims and lawsuits, individually or in the aggregate, are resolved against us, our business, results of operations and financial condition could be adversely affected. While there have not been any instances of any fatal injuries at our manufacturing facilities as part of our operations in the last three Fiscals, we cannot assure you that there will not be any such instance in the future.

22. ***Information in relation to our installed capacities and capacity utilization of our manufacturing facilities included in this Draft Red Herring Prospectus is based on various assumptions and estimates, and future production and capacity utilization may vary.***

Information relating to the installed capacities and capacity utilization of our manufacturing facilities included in this Draft Red Herring Prospectus have been certified by Lakshya Malhotra, an independent chartered engineer, by his certificate dated September 29, 2024. For details, please see *"Our Business – Manufacturing Capacity and Capacity Utilisation"* on page 220. Such information is also based on certain assumptions and estimates of our management that have been taken into account by such independent chartered engineer in the calculation of the installed capacity and capacity utilization of our manufacturing facilities and such calculations may not be computed on the basis of any standard methodology and may not be comparable to that employed by other aesthetics companies.

Actual production levels and future capacity utilization rates may vary significantly from the estimated production capacities of our manufacturing facilities and their historical capacity utilization rates. Undue reliance should therefore not be placed on our historical installed capacity, actual production and capacity utilization for our manufacturing facilities included in this Draft Red Herring Prospectus.

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

We have established four manufacturing facilities in India (located at Kathua, UT of J&K; Manesar, Haryana; Kundli, Haryana and Pune, Maharashtra), two manufacturing facilities in Italy (located at Milan and Turin) and one manufacturing facility and one internal production unit, both located in Romania (located at Bacău). For details on our installed capacity and capacity utilization, see "*Our Business – Manufacturing Capacity and Capacity Utilisation*" on page 220.

Our ability to maintain our profitability depends on our ability to maintain high levels of capacity utilization. Capacity utilization is affected by our product mix, our ability to accurately forecast customer demand, to carry out uninterrupted operations, the availability of raw materials, industry/ market conditions as well as overhead costs and manufacturing costs. In the event that there is a decline in the demand for our products, or if we face prolonged disruptions at our facilities including due to interruptions in the supply of water, electricity or fuel, or as a result of labour unrest, or are unable to procure sufficient raw materials, we would not be able to achieve full capacity utilization of our current manufacturing facilities, resulting in operational inefficiencies which could have a material adverse effect on our business and financial condition.

24. ***Our insurance may be insufficient to cover all losses associated with our business operations.***

Our operations are subject to various risks and hazards inherent in the automotive industry, including breakdowns, failure or substandard performance of equipment, third party liability claims, labour disturbances, employee fraud and infrastructure failure, as well as fire, theft, robbery, earthquake, flood, acts of terrorism and other force majeure events. Our insurance coverage expires from time to time. We apply for the renewal of our insurance coverage in the normal course of our business. While none of our insurance policies are due for renewal as of date, we cannot assure you that such renewals in the future (on expiry) will be granted in a timely manner, at acceptable cost or at all. Details of our insured assets for Fiscals 2024, 2023 and 2022, including as a percentage of total assets are provided below:

Particulars	**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	Amount for Fiscal 2024 ***(in ₹ million)***	**As a percentage of total assets** ***(in %)***	**Amount for Fiscal 2023** ***(in ₹ million)***	**As a percentage of total assets** ***(in %)***	**Amount for Fiscal 2022** ***(in ₹ million)***	**As a percentage of total assets** ***(in %)***
Insured assets	6,146.06	45.25%	6,224.95	48.99%	5,919.13	48.12%

There can be no assurance that any claim under the insurance policies maintained by us will be honoured fully, in part or on time, or that we have taken out sufficient insurance to cover all our losses. While our insurance claims have not exceeded our insurance coverage and we have not recognized any losses in the last three Fiscals due to partial or total rejection of our claims by our insurers, there can be no assurance that claims in the future will continue to be covered or accepted in full by our insurance policies.

Additionally, our policies are subject to standard limitations. Therefore, insurance might not necessarily cover all losses incurred by us and we cannot provide any assurance that we will not incur losses or suffer claims beyond the limits of, or outside the relevant coverage of, insurance policies. We cannot assure you that the operation of our business will not be affected by any of the risks and hazards listed above.

In addition, our insurance may not provide adequate coverage in circumstances including losses arising on account of third-party claims that are either not covered by insurance or the values of which exceed insurance limits, economic or consequential damages that are outside the scope of insurance coverage, and claims that are excluded from coverage. If our arrangements for insurance or indemnification are not adequate to cover claims, we may be required to make substantial payments and our results of operations and financial condition may therefore be adversely affected.

25. ***We have incurred losses in the past, and we may not be able to achieve or maintain profitability in the future.***

In Fiscal 2023, we have reported loss for the year amounting to ₹ (374.95) million in Fiscals 2023. For further details, see "*Management Discussion and Analysis of Financial Condition and Results of Operations*" on page 354. Our financial performance may continue to be affected by carious factors including fluctuations in market demand, competitive pressure and potential increase in operational costs. If we are unable to effectively manage these challenges, we may incur additional losses in future. Further, our failure to achieve or maintain profitability may adversely affect the market price of our Equity Shares, restrict our cash flows and ability to pay dividends and impair our ability to raise capital and expand our business.

26. ***We are exposed to counterparty credit risk and any delay in receiving payments or non-receipt of payments may adversely impact our results of operations.***

We are exposed to counterparty credit risk in the usual course of our business due to the nature of, and the inherent risks involved in, dealings, agreements and arrangements with our counterparties who may delay or fail to make payments or perform their other contractual obligations. There can be no assurance that we will accurately assess the creditworthiness of our customers.

Our operations involve extending credit to our customers in respect of sale of our products and consequently, we face the risk of the uncertainty regarding the receipt of these outstanding amounts. Additionally, as part of our day-to-day business operations, we also provide advances to our suppliers. Details of our trade receivables and advance provided to suppliers for Fiscals 2024, 2023 and 2022, including as a percentage of revenue from operations are provided below:

Particulars	Amount for Fiscal 2024 *(in ₹ million)*	As a percentage of Revenue from Operations *(in %)*	Amount for Fiscal 2023 *(in ₹ million)*	As a percentage of Revenue from Operations *(in %)*	Amount for Fiscal 2022 *(in ₹ million)*	As a percentage of Revenue from Operations *(in %)*
Trade receivables	2,470.51	19.83%	2,466.03	22.02%	2,460.47	23.76%
Advances to suppliers	73.18	0.59%	68.11	0.61%	64.08	0.62%

Details of number of trade receivable days for Fiscals 2024, 2023 and 2022 are provided below:

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
Trade receivable days (number of days)	72	80	87

Further, macroeconomic conditions, such as a potential credit crisis in the global financial system, could also result in financial difficulties for our customers and suppliers, including limited access to the credit markets, insolvency or bankruptcy. Such conditions could cause our customers and suppliers to delay payment, request modifications of their payment terms, or default on their payment obligations to us, all of which could increase our receivables and advances. Timely collection of dues from customers also depends on our ability to complete our contractual commitments and subsequently bill for 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 results of operations and cash flows.

27. Our past performance may not be indicative of our future growth. Any inability to effectively manage our growth and expansion may have a material adverse effect on our business prospects and future financial performance.

During Fiscals 2024, 2023 and 2022, our revenue from operations increased at a CAGR of 10.16%, demonstrating growth in our financial performance in recent years. Details of our revenue from operations for Fiscals 2024, 2023 and 2022.

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
Revenue from Operations (*in ₹ million*)	12,457.86	11,200.64	10,353.74

For information relating to our capacity utilization of our manufacturing facilities, see "*Our Business - Manufacturing Capacity and Capacity Utilisation*" on page 220.

Sustaining our growth will require investments including in assets, expansion of our operations and will also put pressure on our ability to effectively manage and control emerging risks. There can be no assurance that our growth strategy will be successful or that we will be able to continue to maintain and expand our production levels at the same rate. Any expansion in the size of our business and the scope and complexity of our operations could strain our internal control framework and processes, which may result in delays, increased costs, loss of existing customers and an inability to secure new customers and lower quality products. We may be unable to effectively manage this growth or achieve the desired profitability in the expected timeframe or at all.

28. Our operations outside India expose us to complex management, legal, tax and economic risks, which could adversely affect our business, financial condition and results of operations. Further, we are required to comply with the applicable regulations of the markets where we manufacture and export our products as well as obtain registrations to enable manufacturing and exporting of our products to other jurisdictions.

We generate a significant part of our total revenue from our operations overseas. Our revenue from customers outside India for Fiscals 2024, 2023 and 2022 is as provided below.

Customers	Revenue for Fiscal 2024 (*in ₹ million*)	As a percentage of Revenue from Operations *(in %)*	Revenue for Fiscal 2023 (*in ₹ million*)	As a percentage of Revenue from Operations *(in %)*	Revenue for Fiscal 2022 (*in ₹ million*)	As a percentage of Revenue from Operations *(in %)*
Outside India	9,615.50	77.18%	8,446.64	75.41%	7,819.24	75.52%

We have also acquired Vimercati S.p.A in Fiscal 2015 which plays an important role in managing our operations. As a result, we are subject to risks related to our international expansion strategy, including those related to complying with a wide variety of local laws and restrictions on the import and export of certain intermediates, formulations and technologies, anti-competitive practices, multiple tax and cost structures, and cultural and language factors. Additionally, the accounting standards, tax laws and other fiscal regulations in the jurisdictions we operate in are subject to differing interpretations. Differing interpretations of tax and other laws and regulations may exist within various governmental ministries, including tax administrations and appellate authorities, thus creating uncertainty and potentially unexpected results. Due to our limited operating history in certain of these international jurisdictions, we may be less familiar with the interpretation of certain accounting and taxation standards and be exposed to risks as a result of non-compliance with such standards. The degree of uncertainty in tax laws and regulations, combined with significant penalties for default and a risk of aggressive action by various government or tax authorities, may result in our tax risks being significantly higher than expected. Further, we may face competition in other countries from companies that may have more experience with operations in such countries or with operations outside India generally. We may also face difficulties in integrating new facilities in different countries into our existing operations, as well as integrating employees that we hire in different countries into our existing corporate culture. If we do not effectively manage our operations outside India and the operations of our overseas subsidiaries, it may affect our profitability from such countries, which may adversely affect our business, financial condition and results of operations.

In addition, our operations outside India are subject to risks that are specific to each country and region in which we operate, as well as risks associated with operations outside India, in general. Any developments in the automotive industry or the industries in which our customers operate could have an impact on our sales, revenue from operations and financial performance.

29. We may not be successful in expanding our business in export markets which may have an adverse impact on our business, financial condition, results of operations and future prospects.

During Fiscals 2024, 2023 and 2022, we exported our products outside India to Europe, USA and Brazil.

The table below sets forth our exports as a percentage of our total revenue from operations for the Fiscals stated.

Customers	Revenue for Fiscal 2024 (*in ₹ million*)	As a percentage of Revenue from Operations *(in %)*	Revenue for Fiscal 2023 (*in ₹ million*)	As a percentage of Revenue from Operations *(in %)*	Revenue for Fiscal 2022 (*in ₹ million*)	As a percentage of Revenue from Operations *(in %)*
Outside India	9,615.50	77.18%	8,446.64	75.41%	7,819.24	75.52%

While we intend to continue our focus on expanding our export sales, we face various challenges in our expansion into new export markets, including the lack of familiarity with the economic conditions of these new markets and lack of brand recognition and reputation in the new markets. The risks involved in entering new geographic markets and expanding operations may be higher than expected, and we may face significant competition in such markets. In the event we are unable to successfully expand into new geographical regions, our growth plans and future performance may be adversely affected. By expanding into new geographical regions, we could be subject to additional risks associated with establishing and conducting operations, including compliance with a wide range of laws, regulations and practices, exposure to risks of expropriation or other government actions and political, economic and social instability.

30. Our Company operates in the consumer goods industry which is sensitive to general economic downturn.

Our Company operates in the consumer goods industry which is sensitive to general economic downturn. Since our products such as switches, wires, terminals, Device Harness, etc. are mainly used to produce other capital goods, we are vulnerable to the general market fluctuations. The economic downturn triggered by the COVID-19, for example, and its impact was highlighted as the one of the biggest challenges faced by most automotive components manufacturers. Import duties on input materials such as plastic components, metal components, rubber components, and machinery affected the automotive components manufacturing industry and the export of such components.

The performance of our customers, in particular, the OEMs, Tier-1 suppliers, Tier-2 suppliers and Tier-3 suppliers in automotive manufacturing industry, could be affected by a number of macro and micro economic conditions, and other factors including government policies and the prevailing regulatory environment. Any downturn in one or more of these industries could have a direct adverse impact on our results of operations and financial condition. Occurrence of any of such events or other events that acutely affects the sales of our customer's end products would have an adverse effect on our business and results of operations.

31. This Draft Red Herring Prospectus contains information from an industry report prepared by CRISIL which we have commissioned and paid for.

This Draft Red Herring Prospectus includes information derived from a third-party industry report titled "*Industry Assessment – Device harness, Main harness, Terminals, Connectors and Switches"* prepared by CRISIL pursuant to an engagement letter dated September 2024 (the "**CRISIL Report**"). The CRISIL Report has been exclusively commissioned and paid for by us, for purposes of inclusion in this Draft Red Herring Prospectus. The CRISIL Report is available on the website of our Company at https://www.vineycorp.com/investor-relations-platform. Given the scope and extent of the CRISIL Report, disclosures are limited to certain excerpts and the CRISIL Report has not been reproduced in its entirety in this Draft Red Herring Prospectus. There are no parts, data or information (which may be relevant for the proposed Offer), that have been left out or changed in any manner. The CRISIL Report is a paid report and is subject to various limitations and based upon certain assumptions that are subjective in nature. For details, please see "*Certain Conventions, Presentation of Financial, Industry and Market Data – Industry and Market Data*" on page 27.

Our Company has commissioned and paid for the CRISIL Report for the purposes of confirming our understanding of the industry exclusively in connection with the Offer and reliance on such information for making an investment decision in the Offer is subject to certain inherent risks. The CRISIL Report is not a recommendation to invest/ disinvest in any company covered in the CRISIL Report. Accordingly, prospective investors consult their own advisors and undertake an independent assessment of information in this Draft Red Herring Prospectus based on, or derived from, the CRISIL Report before making any investment decision regarding the Offer.

32. Our business is affected by levels of global production of passenger vehicles and automotive parts.

Our business, results of operations, financial condition and cash flows are affected by levels of global production of passenger vehicles and automotive parts. According to the CRISIL Report, automotive sales and production are cyclical and are sensitive to changes in economic slowdown and industrial output decline and other factors beyond our control such as seasonal changes, i.e. heavy monsoons, increase in vehicle cost of ownership, availability and cost of raw material, supply of skilled labour, interest rate levels, technological changes, increasing environmental, health and safety regulations, changes in government policies, political instability , product mix shifts favouring other types of vehicles, , any of which may negatively affect the demand for vehicles and, as a result, our products and services. The industry which we operate in is also dependent on consumer demand, consumer confidence, inflation, employment and disposable income levels, credit availability, demographic trends, fuel prices disruptions in the automotive supply chain, labour relations and general industry conditions. Our sales are also affected by inventory levels and production levels of automotive manufacturers. The length and timing of any cycle in the automotive industry cannot be predicted with certainty. We cannot predict when manufacturers will decide to either build or reduce inventory levels or whether new inventory levels will approximate historical inventory levels. This may result in variability in demand for our products and, as a result, our sales and profitability.

The automobile industry is also subject to seasonal characteristics. Generally, demand for our products increases during the automotive industry's festive selling season from September until January. Demand for our products generally decreases during the months of May to August each year due to the impact of scheduled customer plant shutdowns and inventory rationalization at OEMs, Tier-1 suppliers, Tier-2 suppliers and Tier-3 suppliers for vacations and changeovers in production lines for new models in December. In the past, we have experienced sales declines during the manufacturers' scheduled shutdowns. Further, automotive production and demand may be subject to seasonality in some geographies, which may influence the demand for our products. On other occasions, an increase in our customers' production may require us to commit more resources and cause a material increase in costs, in order to meet our customers' schedules. We risk losing potential orders from our customers if we are unable to meet their increased demands. As a result, our relationship with our customers may be impacted and our product sales may be adversely affected and result in loss of revenue and reduced margins. While we have not experienced any instances of loss of customers due to increased demand in last three Fiscals, there can be no assurance that we may be able to meet customer demand in the future. Any cancellation or delay in production could have an adverse effect on our business and financial condition.

33. ***We may not be able to efficiently implement our Company's business strategies, including expanding our business to new geographies, diversify customer base or capitalize on emerging technological trends in our industry***

The success of our business depends on our ability to effectively implement our business growth strategies. Even if we have successfully executed our business strategies in the past, there can be no assurance that we will be able to execute our strategies on time and within the estimated budget, or that we will meet the expectations of targeted customers. Please see "*Our Business - Strategies*" on page 215, for details in relation to our growth strategies, including our strategy to capture market opportunities. In contemplation of our Company's future growth, we plan to adopt and implement certain growth strategies with respect to increasing global presence and diversification of our customers. As part of this expansion and diversification strategy, we have recently set up a Mechatronics Systems manufacturing facility in Mexico to cater to our customers in North and South America.

Further, as we scale-up and diversify our customer base or increase our global footprint, we may not be able to execute our operations efficiently in a desired manner, which may result in delays or increased costs. Our future revenue growth depends upon the adequacy and effectiveness of our supply chain infrastructure spread across various countries and the successful management of our sales, marketing, and support teams in various countries where our manufacturing facilities and current or potential customers are located. Moreover, the growth in size or scope of our business, expansion of our footprint in existing regions in which we operate, and entry into new geographies also may expose us to regulatory regimes with which we have no prior direct experience. In addition, the costs associated with entering and establishing ourselves in new markets and expanding such operations may be higher than expected, and we may face significant competition in those regions.

Additionally, if we undertake operations in different geographical locations than those currently, we may be affected by various factors, including but not limited to:

- Adjusting our products to the new geographic area;
- Ascertaining the creditworthiness of the buyer and maintaining credit terms with the same;
- Obtaining necessary Government and other approvals in time or at all;
- Failure to realize expected synergies and cost savings;
- Attracting potential customers in a market in which we do not have significant experience; and
- Cost of hiring new employees and absorbing increased costs.

Occurrence of any of these developments, either in isolation or in combination, could have a material adverse effect on our business, results of operations, financial condition, cash flows, and future prospects.

In the automotive components sector, significant technological developments are ongoing. For example, an overall shift in the electrification of vehicles and as a result, their automotive components. For details, please see *"Risk Factors – We may not be successful in implementing our growth strategies, particularly diversifying and expanding our customer, which could have an adverse effect on our business, financial condition, cash flows and results of operations."* on page 35. Our ability to anticipate changes in technology, successfully develop, engineer, and bring to market new and innovative and/or improved products, or successfully respond to evolving business models, may have a significant impact on our market competitiveness. Maintaining our competitive position is dependent on our ability to develop commercially viable products that support the future technologies adopted by our customers and meet our customers' demands in a timely manner.

Unexpected advances in a given technology in the market or difficulties encountered in developing a new technology internally, could prevent us from seizing opportunities relating to technological breakthroughs and as a result could impact our competitive positioning, growth and profitability.

Failure to adopt new technologies, or the adoption of less advanced technologies compared to competitors, can result in a loss of market share. If competitors are quicker to embrace emerging technological trends, they may gain a competitive advantage, potentially due to greater financial resources that enable faster adoption.

To remain competitive in our industry, we must continuously upgrade our technology and improve new products. Although we strive to maintain and upgrade our technologies, facilities and machinery consistent with current international standards, we cannot assure you that we will be able to successfully make timely and cost-effective enhancements and additions to our technological infrastructure, keep up with technological improvements in order to cater for the specific requirements of our new products, geographical requirements, marketing needs, our customers' needs or that the technology developed by others will not render our products less competitive or attractive. In addition, the new technologies we adopt from time to time may not perform as expected. The cost of implementing new technologies for our operations could be significant, which could adversely affect our business, financial condition, cash flows and results of operations.

34. Our Statutory Auditors have included certain Emphasis of Matter paragraphs with respect to their audit reports and certain Other Matter paragraphs with respect to their reports on internal financial controls. If such observations are included in future audit reports or examination reports, the trading price of the Equity Shares may be adversely affected.

Our Statutory Auditors have included certain Emphasis of Matter paragraphs with respect to their audit reports and certain Other Matter paragraphs with respect to their reports on internal financial controls:

Emphasis of Matter paragraphs with respect to our Statutory Auditors' audit report:

Fiscal 2023

"*We draw attention to note 4 and 4A to the accompanying consolidated financial statements regarding the change in accounting policy of one of the asset class, freehold and leasehold "Land" classified under Property, Plant and Equipment from the 'Cost model' to 'Revaluation model', in accordance with the principles of Indian Accounting Standard 16: Property, Plant and Equipment ("Ind AS 16") with effect from 31 March 2023, leading to a revaluation surplus of Rs 889.50 million recognised through 'Other Comprehensive Income' during the year and accumulated as 'Revaluation reserve' under 'Other Equity' in accordance with Ind AS 16*".

Fiscal 2022

"We draw attention to note 32(b) to the accompanying consolidated financial statements which states that Goods and Service Tax (GST) authorities had carried out inspection of books in two manufacturing units of the Holding Company and seized various original documents and records of the Holding Company for the financial year 2020-2021. The Holding Company has not received any show cause notice in this respect from the relevant authorities till date. Consequently, our audit procedures were based on management certified photocopies for such records relevant for our testing of opening balances as on 01 April 2021."

Other Matter paragraphs with respect to our Statutory Auditors' reports on internal financial controls:

Fiscal 2024

"The adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements in so far as it relates one subsidiary company and one associate company, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India."

Fiscal 2023

"The adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements in so far as it relates to one associate, which is companies incorporated in India, is based on the corresponding reports of the auditors of such company incorporated in India."

Fiscal 2022

"The adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements in so far as it relates to one associate, which is companies incorporated in India, is based on the corresponding reports of the auditors of such company incorporated in India."

The examination report issued by our Statutory Auditors for Fiscals 2024, 2023 and 2022 are not modified in respect of the above matters. However, there can be no assurance that the examination reports for any future fiscal periods will not contain such matters or that such matters will not otherwise affect our results of operations in such future periods, as well as our financial condition, and the trading price of the Equity Shares.

35. We outsource certain operations of our business such as transport, logistics and other processes to third parties. Any failure by such third parties to deliver their services could have an adverse impact on our business.

We rely on external logistic contractors for supply of raw materials and deliveries of our products. For our operations in India, we engage third party logistics providers to ship finished goods to our customers by road, and typically enter into agreements with them for a period of one year. For our overseas customers, we engage third party logistics providers to export our finished goods through sea shipments and, in exceptional circumstances, by air to ensure that customer production lines are able to operate without interruption, based on purchase orders that set out the terms of transportation. For aftermarket support, we typically rely on the same third-party logistics providers for support on our transportation requirements. These third-party service providers are responsible for ensuring our transportation rates are competitive and that our transportation carriers are performing as required.

36. We are subject to the risk of failure of, or weakness in, our internal control systems, which may have an adverse impact on our business, financial condition, cash flows, results of operations and prospects.

Effective internal controls are necessary for us to prepare reliable financial reports and effectively avoid fraud. Any internal controls that we have or may implement, or our level of compliance with such controls, may deteriorate over time due to evolving business conditions. While there have not been any material instances of non-adherence with internal controls in the last three Fiscals, there can be no assurance that deficiencies in our internal controls will not arise in the future, or that we will be able to implement, and continue to maintain, adequate measures to rectify or mitigate any such deficiencies in our internal controls. Any inability on our part to adequately detect, rectify or mitigate any such deficiencies in our internal controls may adversely impact our ability to accurately report, or successfully manage, our financial risks, and to avoid fraud.

37. Any change in the pre-qualification criteria for import of our raw materials such as copper or changes in the specifications issued by accreditation agencies such as Bureau of Indian Standards ("BIS") may have material adverse effect on our business and results of operations.

Our business operations depend significantly on the import of various raw materials, such as copper. These imports are subject to stringent pre-qualification criteria and compliance requirements established by governmental authorities and regulatory bodies, or product accreditation agencies such as the BIS. These criteria are voluntary or compulsory, depending on the raw material. Further, the product accreditation agencies, may, from time to time, change or modify the prescribed specifications for import of certain raw materials required by us, such as copper, mandating the compliance requirements on importation. Our suppliers may be subject to compliance with BIS. In the event, that any of the criteria for BIS change or impose additional pre-qualification requirements on our suppliers, our suppliers may increase the price at which they supply us various raw materials. Any such increase in price of raw materials will lead to increased cost of materials consumed by us and may have a negative impact on our business, profitability, and financial condition.

While currently, the specifications and compliance requirement for importation of copper are voluntary in nature, there can be no guarantee that they may continue to do so in the future. In the event that we are mandated to comply with the BIS standards in the future, we may be exposed to risk of non-compliance. Accordingly, any non-compliance may result in cancellation of the BIS certificate that we may be granted in the future, stoppage of sales, and production shutdowns. Any such cancellation of quality certificates or stoppage of sales will have a negative impact on our business, results of operations, and financial condition.

Further, any failure to meet the pre-qualification criteria for importation may lead to penalties, fines, or restrictions imposed by regulatory authorities. This could disrupt our supply chain, leading to potential production stoppages and adversely impacting our ability to meet customer demands. Moreover, the costs associated with ensuring compliance with evolving pre-qualification criteria could be substantial, affecting our financial performance.

38. We may not be able to detect or prevent fraud or other misconduct committed by our employees or third parties.

Fraud or other misconduct by our employees, such as unauthorized business transactions, leaking of confidential information especially in relation to products under development, bribery and breach of any applicable law or our internal policies and procedures, or by third parties, such as breach of law may be difficult to detect or prevent. It could subject us to financial loss and sanctions imposed by government authorities while seriously damaging our reputation. While we have not experienced any material instances of fraud or other misconduct in the last three Fiscals, we cannot assure you that fraud or other misconduct will not occur in the future. In such event, our ability to effectively attract prospective stakeholders, obtain financing on favorable terms and conduct other business activities may be impaired.

39. We do not hold patents or other form of intellectual property protection in relation to certain manufacturing processes, and our inability to maintain the integrity and secrecy of our manufacturing processes may adversely affect our business.

While we possess technical knowledge about our products and have developed strong in-house capabilities to deliver our products, our know-how may not be adequately protected by intellectual property rights. As of March 31, 2024, we have four registered patents for connector pins for printed circuit boards, procedure for manufacturing electronic devices and switch button for automotive dashboards, and have filed for two patents for switch button for automotive door panels and rotating switch for vehicles. For details in relation to the patents, please see *Government and Other Approvals - Intellectual Property* on page 393. While we generally take precautions to protect our trade secrets and confidential information against breach of trust by our employees, customers and suppliers, it is possible that unauthorized disclosure of our trade secrets or confidential information may occur. Further, while there have not been any instances of unauthorised disclosure of our trade secrets or confidential information in the last three Fiscals, we cannot assure you that we will be successful in the protection of our trade secrets and confidential information in the future. Additionally, our manufacturing processes may not be eligible for intellectual property protection and others may be able to use the same or similar production processes, thereby undermining any competitive advantage we may have derived from such processes and adversely affecting our financial condition, cash flows and results of operations.

40. ***We rely on our Promoters, Directors, Key Managerial Personnel and Senior Management, including other employees with technical expertise. Any loss of inability to attract and retain skilled and qualified personnel or potential conflict of interest could have a material adverse effect on our business operations.***

Our success depends to a large extent upon the continued efforts and services of our Promoters, Directors, Key Managerial Personnel and Senior Management, including other employees with technical expertise including our R&D personnel in our manufacturing facility at Milan, Italy and our R&D centre at Gurugram, Haryana, and we rely significantly on their experience. For example, we rely on the expertise of our Promoter and Managing Director, Mr. Brijesh Aggarwal, who has 20 years of industry experience.

We could be adversely affected by the loss of any of our senior management or such other key personnel. In an event of their retirement or departure, we cannot assure you that we will be able to find suitable replacements with similar experience and skills. The market for such qualified professionals is competitive and we may not continue to be successful in our efforts to attract and retain qualified people. Our success also depends, in part, on key customer relationships forged by members of our senior management. If we were to lose these members of our senior management, we cannot assure you that we will be able to continue to maintain key customer relationships or renew them. Loss of such personnel may also impair our level of technical expertise. If we are unable to retain these members of our senior management, our business, financial condition, results of operations and prospects may be adversely affected.

We are a technology driven company with significant focus on our in-house design and development capabilities. Our future success and our ability to provide high-quality products and services and to manage the complexity of our business depends, in part, on our ability to attract, hire and retain semi-skilled and skilled and qualified personnel with experience, know-how and skills at all levels of our business and operations in the areas of management, product engineering, design, manufacture, servicing, sales, marketing, information technology and finance who can adapt to a dynamic, competitive and challenging business environment.

Higher attrition rates lead to an increase in our training and recruitment costs. Our Company's average attrition rate in the last three Fiscals was 18.74% with respect to its total workforce. Details of attrition rate in relation to our Key Managerial Personnel and Senior Management for Fiscals 2024, 2023 and 2022 are provided below:

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
Key Managerial Personnel attrition rate *(in %)*	Nil	33.33%	Nil
Senior Management attrition rate *(in %)*	12.50%	Nil	Nil

Competition for such personnel is intense and the cost of retaining or replacing such personnel may affect our profitability. If we lose the services of any member of our skilled personnel, we cannot assure you that we will be able to locate suitable or qualified replacements, which may adversely affect our growth objectives and, in turn, our business, financial condition, results of operations and prospects.

41. ***Our Company, Directors, and Subsidiaries are involved in certain outstanding legal proceedings. Any adverse decision in such proceedings may render us/them liable to liabilities/penalties and may adversely affect our business and results of operations.***

Our Company, its Directors and Subsidiaries are currently involved in certain outstanding legal proceedings. These outstanding legal proceedings are pending at different levels of adjudication before various courts and tribunals. The summary of outstanding litigation in relation to our Company, Directors, Promoters, and Subsidiaries as on the date of this Draft Red Herring Prospectus have been provided below in accordance with the materiality policy adopted by our Board:

Category of individuals/ entities	Criminal proceedings	Tax proceedings	Statutory or regulatory actions	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 our Company	Nil	Nil	Nil	Nil	Nil	Nil
Against our Company	1	19	Nil	Nil	Nil	445.35
Directors *(Other than Promoters)*						
By our Directors	Nil	Nil	Nil	Nil	2	Nil
Against our Directors	1	Nil	Nil	Nil	Nil	Nil
Promoters						
By the Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Against our Promoters	1	1	Nil	Nil	Nil	390.23
Subsidiaries						
By our Subsidiaries	Nil	Nil	Nil	Nil	Nil	Nil
Against our Subsidiaries	Nil	2	Nil	Nil	Nil	Not quantifiable

**To the extent quantifiable.*

For details, please see *"Outstanding Litigation and Other Material Developments"* on page 384. There can be no assurance that these legal proceedings will be decided in our favor or in favor of our Company, its Promoters, Directors, and Subsidiaries. In addition, we cannot assure you that no additional liability will arise out of these proceedings. The decisions in such proceedings adverse to our interests may have an adverse effect on our reputation, business, financial condition, results of operations and cash flows.

42. ***We have in the past entered into related party transactions and may continue to do so in the future, which may potentially involve conflicts of interest with the equity shareholders.***

In the ordinary course of our business, we enter into and will continue to enter into transactions with related parties. These transactions include *inter alia* sale of products, purchase of raw material, interest income on loan to subsidiary, sale of property, plant and equipment. While we believe that all such transactions have been conducted on an arm's length basis, we cannot assure you that we might have obtained more favourable terms had such transactions been entered into with unrelated parties. While we will conduct all related party transactions post-listing of the Equity Shares subject to the Board's or Shareholders' approval, as applicable, and in compliance with the applicable accounting standards, provisions of Companies Act, 2013, as amended, provisions of the SEBI Listing Regulations and other applicable law, such related party transactions may potentially involve conflicts of interest. Our Company will endeavour to duly address such conflicts of interest as and when they may arise, however, we cannot assure you that such transactions, individually or in the aggregate, may not involve potential conflict of interest which will not have an adverse effect on our business, results of operations, cash flows and financial condition. Further, it is likely that we may enter into related party transactions in the future. While no such instance has occurred in the last three Fiscals, related party transactions may potentially involve conflicts of interest which may be detrimental to and have an adverse impact on our Company.

For details on our related party transactions, please see "*Restated Consolidated Financial Information – Note 37*" on page 333.

43. ***Inability to meet our obligations, including financial and other covenants under our debt financing arrangements could adversely affect our business and results of operations.***

As on March 31, 2024, our non-current borrowings from banks, financial institutions and related parties amounted to ₹2,275.40 million, while our current borrowings from banks, financial institutions and related parties amounted to ₹2,745.69 million. As of March 31, 2024, we have ₹2,127.10 million of borrowings payable on demand, which constitutes 42.36% of our total borrowings. For further details in relation to our indebtedness, please see *"Financial Indebtedness"* on page 352. Our ability to meet our debt service obligations and repay our outstanding borrowings will depend primarily on the cash generated by our business. Our financing agreements contain certain restrictive covenants that limit our ability to undertake certain types of actions, any of which could adversely affect our business and financial condition. Our Company is required to obtain prior approval from and provide prior information to our lenders for, among other things, change in control of our Company, change in capital structure or constitutional documents, and any change in the general nature of the business. We have obtained the necessary consents required under the relevant financing documentation for undertaking the activities in relation to the Offer. Any failure in the future to satisfactorily comply with any condition or covenant under our financing agreements (including technical defaults) may lead to termination of one or more of our credit facilities, immediate repayments of our credit facilities or disclose our name as defaulters, any of which may adversely affect our business, financial condition and results of operations. Although we have not defaulted on our financial obligations and have been in compliance with covenants in the last three Fiscals, we cannot assure you that we will be able to comply with all such financial obligations and covenants in the future. Further, we have granted security interests over certain of our assets, including charge on our present and future current assets and on our present and future movable and immovable fixed assets, in order to secure our borrowings, and any failure to satisfy our obligations under such borrowings could lead to the forced sale and seizure of such assets, which may adversely affect our business, financial condition and results of operations.

44. A portion of the Net Proceeds is proposed to be utilised for repayment and / or pre-payment, in full or in part, of a loan availed by our Company from Axis Bank Limited, which is an affiliate of Axis Capital Limited, one of the Book Running Lead Manager to the Offer.

Axis Capital Limited is appointed as the Book Running Lead Manager to the Offer and is an associate of our lender, Axis Bank Limited. We intend to utilize a portion of the Net Proceeds for prepayment of working capital loan, which had an outstanding amount of ₹ 584.37 million as on July 31, 2024, from Axis Bank Limited. However, on account of this relationship, Axis Capital Limited does not qualify as associate of our Company in terms of Regulations 21(A)(1) of the SEBI Merchant Bankers Regulations and read with Regulation 23(3) of the SEBI ICDR Regulations. Further, the loan sanctioned by Axis Bank Limited to our Company, is part of their ordinary course of lending business. Accordingly, we do not believe that there is any conflict of interest in terms of the SEBI Merchant Bankers Regulations or any other applicable SEBI regulations. For further details, see "*Objects of the Offer – Details of the Objects – Re-payment and/or pre-payment, in full or in part, of certain borrowings availed by our Company*."

45. Our Promoters and members of our Promoter Group will continue to retain significant shareholding in our Company after the Offer, which will allow them to exercise significant influence over us.

As on date of this Draft Red Herring Prospectus, our Promoters collectively hold 68,729,570 Equity Shares and our Promoter Group collectively hold 23,272,930 Equity Shares. representing 74.70% and 25.30% of the pre-issued, subscribed and paid-up Equity Share capital, respectively, of our Company. After the completion of this Offer, our Promoters and Promoter Group shall continue to hold significant shareholding in our Company. Accordingly, our Promoters and Promoter Group will continue to exercise significant influence over our business and all matters requiring shareholders' approval, including the composition of our Board of Directors, the adoption of amendments to our constitutional documents, the approval of mergers, strategic acquisitions or joint ventures or the sales of substantially all of our assets, and the policies for dividends, lending, investments and capital expenditures. The interests of our Promoters and members of our Promoter Group, as our Company's significant shareholders, could be different from the interests of our other Shareholders and our significant Shareholders may not take decisions in our best interests.

46. We have not been able to obtain certain records of educational qualifications and past work experience our Individual Promoter, Brijesh Aggarwal, and have relied on certificates and marksheet furnished by him for such details of their profile, included in this Draft Red Herring Prospectus.

Our Individual Promoter, Brijesh Aggarwal, has been unable to trace copies of documents pertaining to his educational qualification, namely his bachelor's degree in commerce from University of Delhi. While he has written to the University of Delhi seeking copies of such documents, he has not received any communication as at the date of this Draft Red Herring Prospectus. Accordingly, reliance has been placed on certificates and marksheet furnished by such Promoter to us and the BRLMs to disclose details of his respective educational qualifications, in this Draft Red Herring Prospectus. We and the BRLMs have been unable to independently verify these details prior to inclusion in this Draft Red Herring Prospectus. Further, there can be no assurances that such Promoter will be able to trace the relevant documents pertaining to his educational qualifications in future, or at all.

47. There are factual inaccuracies in one of our corporate records.

The board minutes in relation to the allotment of 94,800 Equity Shares to Aggarwal Bros. Leasing & Finance Co. Private Limited on January 22, 2000 incorrectly reflects that the issue price included a premium of ₹2. However, the Equity Shares were not allotted at a premium and was made at the face value. Our Company has, by way of a Board resolution dated September 7, 2024, rectified the error and taken on record that the above allotment did not include a premium. For the purpose of disclosure of the allotment dated January 22, 2000 in this Draft Red Herring Prospectus, we have relied on the statutory register and the form filings made with the RoC.

We cannot assure you that we will not be subject to any penalties imposed by the competent regulatory authority in connection with such inaccuracies in the corporate records of our Company. While no disputes or regulatory action has arisen in connection with such inaccuracies until date, we cannot assure you that no such action will be initiated in the future.

48. ***The Promoters or Directors of the Company may be involved with one or more ventures which are in the same line of activity or business as that of the Company, which may result in conflict of interest.***

Promoters and Directors of the Company may engage in broad spectrum of activities, including investments in automotive component manufacturers like our Company. For instance, our Individual Promoter, Brijesh Aggarwal, holds shares in VL - Auto Ancillary Private Limited and Viney Auto Ancillary Private Limited (*as a nominee shareholder*), which are in the same line of business as our Company. In the ordinary course of their business activities, our Promoters or Directors may engage in activities where their interests conflict with our interests or the interests of our shareholders. There can be no assurance that our Promoters or Directors will not compete with our existing business or any future business that we may undertake or that their interests will not conflict with ours. Any such present and future conflicts could have a material adverse effect on our reputation, business, results of operations and financial condition.

Thus, in the future, conflicts of interests may arise in allocating business opportunities amongst our Company and our Promoter or Directors in circumstances where our respective interests diverge. In cases of conflict, our Promoters or Directors may favour other companies or ventures in which our Promoters or Directors have interests.

49. ***Interests of the Promoters, Directors, Key Managerial Personnel or Senior Management of the Company, other than reimbursement of expenses incurred or normal remuneration or benefits.***

Our Promoters, Directors, Key Managerial Personnel, or Senior Management may be interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses. To the extent that they hold Equity Shares in our Company, along with their relatives, there can be no assurance that our Promoters, Directors, Key Managerial Personnel, or Senior Management, along with their relatives will exercise their rights as shareholders to the benefit and best interest of our Company. For details about their shareholding, please see *"Capital Structure"* and *"Our Management"* on pages 82 and 243 respectively.

50. ***Any negative cash flows in the future would adversely affect our cash flow requirements, which may adversely affect our ability to operate our business and implement growth plans, thereby affecting our financial condition.***

Details of our net cash flows from operating activities on a consolidated basis for Fiscals 2024, 2023 and 2022 are provided below:

Particulars	**Fiscal 2024 (*in ₹ million*)**	**Fiscal 2023 (*in ₹ million*)**	**Fiscal 2022 (*in ₹ million*)**
Net cash generated from operating activities	1,678.95	1,438.48	8.35

While we have not had any negative cash flows in the last three Fiscals, we cannot assure you that we will not have negative cash flows in the future. Negative cash flows from operating activities over extended periods, or significant negative cash flows from operating activities in the short term, could materially impact our ability to operate our business and implement our growth plans. As a result, our cash flows, business, future financial performance and results of operations could be materially and adversely affected.

51. ***Our contingent liabilities as stated in our Restated Consolidated Financial Information could adversely affect our financial condition. Any delay in or non-payment of statutory dues may attract financial penalties from the respective government authorities and in turn may have an adverse impact on our financial condition and cash flows.***

For Fiscal 2024, Fiscal 2023 and Fiscal 2022, our Restated Consolidated Financial Information disclosed the following contingent liabilities as per Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets:

Particulars	**Fiscal 2024 (*in ₹ million*)**	**Fiscal 2023 (*in ₹ million*)**	**Fiscal 2022 (*in ₹ million*)**
i) Goods and service tax matters	34.46	27.48	25.73
ii) Income tax matters	99.43	79.27	79.27
iii) Other matter including claim related to supplier	15.00	15.00	15.00
Total	**148.89**	**121.75**	**120.00**

Our contingent liabilities may become actual liabilities and, if a significant portion of these liabilities materializes, it could have an adverse effect on our business, financial condition, and results of operations. Furthermore, there can be no assurance that we will not incur similar or increased levels of contingent liabilities in the current Fiscal or in the future. If at any time we are compelled to realize all or a material proportion of these contingent liabilities, it would have a material and adverse effect on our business, financial condition, and results of operations. Further, we are required to pay various statutory dues in respect of our employees, including, employee provident fund contributions, ESIC, and other statutory deductions in terms of applicable law. There have been certain instances of delays in payment of certain statutory dues, including with respect to payment of contributions towards employee provident fund and employee state insurance in the last three Fiscals. Any delay in payment of statutory dues, which may arise in the future could lead to imposition of financial penalties from the relevant government authorities which in turn may have a material adverse impact on our business, financial condition and cash flows.

52. Our Company has issued Equity Shares during the last one year at a price that may be below the Offer Price.

In the preceding one year from the date of this Draft Red Herring Prospectus, our Company has issued Equity Shares at a price that may be lower than the Offer Price. The price at which Equity Shares have been issued by our Company in the preceding one year is not indicative of the price at which they will be issued or traded after listing. For details, please see *"Capital Structure – Notes to Capital Structure – Share Capital History – History of Equity Share Capital of our Company"* on page 83.

53. As a publicly listed company, we will be subject to additional compliance requirements and increased scrutiny. The majority of our Directors do not have any prior experience in directorship of listed entities, which may affect our ability to meet these additional compliance requirements.

We are not a publicly listed company and have not historically been subject to the increased scrutiny by shareholders, regulators, and the public at large that is associated with being a listed company. As a listed company, we will incur significant legal, accounting, corporate governance, and other expenses that we did not incur as an unlisted company. Further, we will need to maintain and improve the effectiveness of our disclosure controls and procedures, and our internal controls over financial reporting, including keeping adequate records of daily transactions.

In order to do this, our significant resources and management attention will be required. While certain of our Directors are or have previously been directors on the boards of listed entities, the majority of our Directors do not have any prior experience of directorship in listed entities. Consequently, additional management attention may be required to ensure compliance with the requirements associated with publicly listed companies. Further, we may need to hire additional personnel with appropriate experience and technical knowledge to ensure that we meet these additional requirements, which may require us to incur additional expenses. We cannot guarantee that we will be able to hire such personnel in a timely or efficient manner.

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

Our financial statements are presented in Indian Rupees. However, our revenues are influenced by the currencies in which we export, as well as by the currencies of countries from which we procure our plant and machinery, Our foreign currency exposure and exchange rate fluctuations between the Indian Rupee and foreign currencies, especially the USD and Euro, may have a material impact on our results of operations, cash flows, and financial condition.

Details of our foreign currency exposure for Fiscals 2024, 2023 and 2022, including as a percentage of total revenue are provided below:

Particulars	**Exposure for revenue for Fiscal 2024**	**Exposure for revenue for Fiscal 2023**	**Exposure for revenue for Fiscal 2022**
	(in ₹ million)		
Trade Payables	68.64	42.48	29.91
Buyer Credit	0.00	103.42	146.55
Trade Receivables	111.49	94.29	59.38
Total	**180.13**	**240.19**	**235.84**

Failure to hedge effectively against exchange rate fluctuations may adversely affect our business operations, financial condition, results of operations, and cash flows. As of March 31, 2024, ₹180.13 million and Nil of our foreign currency exposure was unhedged and hedged, respectively.

55. Any downgrade of our credit ratings could adversely affect our business.

The cost and availability of capital depends in part on our short-term and long-term credit ratings. Credit ratings reflect the opinions of rating agencies on our financial strength, operating performance, strategic position, and ability to meet our obligations. Our credit ratings as of relevant dates indicated are provided below:

Rating Agency	Fiscal 2024	Fiscal 2023	Fiscal 2022
CRISIL	BBB+/Positive	BBB+/Stable	A-/Negative

While there have not been any instances of downgrade of our credit rating in the past, there can be no assurance that any future downgrade in our credit ratings may not occur, and as a result, may increase interest rates for refinancing our outstanding debt, which would increase our financing costs and adversely affect our future issuances of debt and our ability to raise new capital on a competitive basis. This may adversely affect our profitability and future growth. Further, there can be no assurance that these ratings obtained by our Company will not be further revised or changed by the above-mentioned rating agencies, which may materially and adversely affect our business, financial condition, results of operations, and cash flows.

56. The availability of counterfeit products in the market, such as products passed off as our products by others in the aftermarket business, could adversely affect our goodwill and results of operations.

We are exposed to the risk that entities in India and elsewhere could pass-off their own products as ours, including producing counterfeit or pirated products. The sale of counterfeit or pass-off products may result in heighted public reputation risk for us along with possibility of legal and regulatory claims. This is exacerbated by the fact that such products are often cheaper than genuine products. As a result, our market share could be reduced due to the replacement of demand for our products, and any deficiency in the quality of the counterfeit products will adversely affect our reputation and goodwill with customers. While we have not experienced any instances in the last three Fiscals, where we have had to pursue legal and regulatory scrutiny due to sale of counterfeit and pass-off products, there can be no assurance that we may be protected from such actions by third parties. The illegal use of our trademarks or logos by third parties, or any negative publicity about our brand(s), could affect our reputation, which in turn affects our ability to attract and retain customers.

57. We have included certain non-GAAP financial measures and other statistical information related to our operations in this Draft Red Herring Prospectus. Such non-GAAP measures and statistical information may vary from any standard methodology that is applicable across the financial services industry and may not be comparable with financial or statistical information of similar nomenclature computed and presented by other companies.

Certain Non-GAAP measures presented in this Draft Red Herring Prospectus are a supplemental measure of our performance and liquidity that are not required by, or presented in accordance with, Ind AS, Indian GAAP, or IFRS. Further, these non-GAAP Measures and other statistical information are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, or IFRS and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, or IFRS. In addition, these non-GAAP Measures are not a standardized term, hence a direct comparison of similarly titled non-GAAP Measures between companies may not be possible. Other companies may calculate the non-GAAP Measures and other statistical information differently from us, limiting its utility as a comparative measure. Although the non-GAAP Measures and other statistical information are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it is useful to an investor in evaluating us because it is a widely used measure to evaluate a company's operating performance.

58. Significant differences exist between Ind AS and other accounting principles, such as Indian GAAP, U.S. GAAP and IFRS, which investors may be more familiar with and may consider material to their assessment of our financial condition.

Our Restated Consolidated Financial Information for the financial years ended March 31, 2022, March 31, 2023, March 31, 2024, have been prepared and presented in conformity with Ind AS. Ind AS. There are significant differences between Ind AS, U.S. GAAP and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our financial data. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, the Companies Act, Ind AS 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.

External Risks

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

Natural disasters (such as typhoons, flooding and earthquakes), epidemics, pandemics, acts of war, terrorist attacks and other force majeure events, many of which are beyond our control, may lead to economic instability, including in India or in other jurisdictions such as Europe, USA and Brazil, which may in turn materially and adversely affect our business, financial condition and results of operations. Our operations may be adversely affected by fires, natural disasters and/or severe weather, which can result in damage to our property or inventory and generally reduce our productivity and may also require us to evacuate personnel and suspend operations. Any terrorist attacks, civil unrest and other acts of violence or war may adversely affect the Indian securities markets. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the price of the Equity Shares. A number of countries in Asia, including India, as well as countries in other parts of the world, are susceptible to contagious diseases such as the highly pathogenic H7N9, H5N1 and H1N1 strains of influenza in birds and swine and more recently, the COVID-19 virus. As a result, any present or future outbreak of a contagious disease could have a material adverse effect on our business and the trading price of the Equity Shares.

60. Political, economic, regulatory or other factors that are beyond our control may have an adverse effect on our business and results of operations.

The Indian economy and its securities markets are influenced by economic developments and volatility in securities markets in other countries. Investors' reactions to developments in one country may have adverse effects on the market price of securities of companies located elsewhere, including India. Adverse economic developments, such as rising fiscal or trade deficit, in other emerging market countries may also affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general. Any of these factors could depress economic activity and restrict our access to capital, which could have an adverse effect on our business, financial condition and results of operations and reduce the price of our Equity Shares. Any financial disruption could have an adverse effect on our business, future financial performance, shareholders' equity and the price of our Equity Shares.

We are dependent on domestic, regional and global economic and market conditions. Our performance, growth and market price of our Equity Shares are and will be dependent to a large extent on the health of the economies in which we operate. There have been periods of slowdown in the economic growth of India. Demand for our products may be adversely affected by an economic downturn in domestic, regional and global economies. Economic growth in India is also affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports, global economic uncertainty and liquidity crisis, volatility in exchange currency rates, and annual rainfall which affects agricultural production. Consequently, any future slowdown in the Indian economy could harm our business, results of operations and financial condition. Also, a change in the government or a change in the economic and deregulation policies could adversely affect economic conditions prevalent in the areas in which we operate in general and our business in particular and high rates of inflation in India could increase our costs without proportionately increasing our revenues, and as such decrease our operating margins. In addition, any deterioration in international relations, especially between India and its neighbouring countries, may result in investor concern regarding regional stability which could adversely affect the price of our Equity Shares. The above-mentioned factors are also applicable to the foreign jurisdictions in which we operate in such as Europe, South America, and North America. If any of the foregoing were to occur in the jurisdictions in which we operate in, our business, results of operations and financial conditions may be adversely affected.

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

Our borrowing costs and our access to the debt capital markets depend significantly on the credit ratings of India. India's sovereign debt rating could be downgraded due to various factors, including changes in tax or fiscal policy or a decline in India's foreign exchange reserves, which are outside our control. Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely impact our ability to raise additional financing and the interest rates and other commercial terms at which such financing is available, including raising any overseas additional financing. A downgrading of India's credit ratings may occur, for example, upon a change of government tax or fiscal policy, which are outside our control. This could have an adverse effect on our ability to fund our growth on favorable terms and consequently adversely affect our business and financial performance and the price of the Equity Shares.

62. We may be subject to pre-emptive surveillance measures like Additional Surveillance Measure (ASM) and Graded Surveillance Measures (GSM) by the Stock Exchanges which may adversely affect trading price of our Equity Shares.

On listing, we may be subject to general market conditions which may include significant price and volume fluctuations. The price of our Equity Shares may also fluctuate after the Offer due to several factors such as volatility in the Indian and global securities market, our profitability and performance, performance of our competitors, changes in the estimates of our performance or any other political or economic factor. The occurrence of any of the abovementioned factors may lead to us triggering the parameters specified by SEBI and the Stock Exchanges for placing securities under the GSM or ASM framework such as net worth and net fixed assets of securities, high low variation in securities, client concentration and close to close price variation. In the event our Equity Shares are covered under such surveillance measures implemented by SEBI and the Stock Exchanges, we may be subject to certain additional restrictions in relation to 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 market for and trading of our Equity Shares.

63. If there is any change in laws or regulations, including taxation laws, or their interpretation, such changes may significantly affect us.

Any change in Indian tax laws could have an effect on our operations. For instance, the Taxation Laws (Amendment) Act, 2019, prescribes certain changes to the income tax rate applicable to companies in India. According to this Act, companies can henceforth voluntarily opt in favor of a concessional tax regime (subject to no other special benefits or exemptions being claimed), which would ultimately reduce the tax rate (on gross basis) for Indian companies from 30.00% to 22.00% (exclusive of applicable health and education cess and surcharge). Any such future amendments may affect our ability to claim exemptions that we have historically benefited from, and such exemptions may no longer be available to us. Any adverse order passed by the appellate authorities or tribunals or courts would have an effect on our profitability.

The Finance Act, 2020 ("**Finance Act**"), has, amongst other things, provided a number of amendments to the direct and indirect tax regime, including, without limitation, a simplified alternate direct tax regime. For instance, dividend distribution tax ("**DDT**") will not 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 and are likely be subject to tax deduction at source. Similarly, the Government of India has notified the Finance Act, 2024, which has introduced various amendments to the Income Tax Act. Our Company 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 from such dividend. Investors should consult their own tax advisors about the consequences of investing or trading in the Equity Shares.

In addition, we are subject to tax related inquiries and claims. We may be particularly affected by claims from tax authorities on account of income tax assessment, service tax and GST that combines taxes and levies by the central and state governments into one unified rate of interest with effect from July 1, 2017, and all subsequent changes and amendments thereto.

The Government of India has also enacted the Digital Personal Data Protection Act, 2023 ("**Data Protection Act**") on personal data protection for implementing organizational and technical measures in processing personal data and lays down norms for cross-border transfer of personal data including ensuring the accountability of entities processing personal data. The Data Protection Act requires companies that collect and deal with high volumes of personal data to fulfil certain additional obligations such as appointment of a data protection officer for grievance redressal and a data auditor to evaluate compliance with the Data Protection Act. We may incur increased costs and other burdens relating to compliance with such 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 and prospects.

Further, the Government of India has announced the Union Budget for Fiscal 2024 and the Finance Act, 2023, which was notified on the e-Gazette on March 31, 2023. The Finance Act, 2023 proposes various amendments to taxation laws in India. As such, there can be no certainty on the impact that the Finance Act, 2023 may have on our business and operations or on the industry in which we operate. In addition, unfavorable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment laws governing our business, operations and group structure could result in us being deemed to be in contravention of such laws or may require us to apply for additional approvals. We may incur increased costs relating to compliance with such new requirements, which may also require management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation, or implementation of any amendment to, or change in, governing law, regulation, or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future.

We cannot predict whether any new tax laws or regulations impacting our services will be enacted, the likely nature and impact of the specific terms of any such laws or regulations or whether, if at all, any laws or regulations would have an adverse effect on our business.

64. We may be affected by competition laws, the adverse application or interpretation of which could adversely affect our business.

The Competition Act, 2002 of India, as amended ("**Competition Act**") seeks to prevent business practices that have an appreciable adverse effect on competition in the relevant market in India. Under the Competition Act, any arrangement, understanding or action in concert between enterprises, whether formal or informal, which causes or is likely to cause an appreciable adverse effect on competition in India is void and attracts substantial monetary penalties. Further, any agreement among competitors which directly or indirectly involves the determination of purchase or sale prices, limits or controls production, supply, markets, technical development, investment or provision of services, shares the market or source of production or provision of services in any manner by way of allocation of geographical area, type of goods or services or number of customers in the relevant market or in any other similar way or directly or indirectly results in bid-rigging or collusive bidding is presumed to have an appreciable adverse effect on competition.

The Competition Act also prohibits abuse of a dominant position by any enterprise. If it is proved that the contravention committed by a company took place with the consent or connivance or is attributable to any neglect on the part of, any director, manager, secretary or other officer of such company, that person shall be also guilty of the contravention and may be punished. On March 4, 2011, the GoI notified and brought into force the combination regulation (merger control) provisions under the Competition Act with effect from June 1, 2011. These provisions require acquisitions of shares, voting rights, assets or control or mergers or amalgamations that cross the prescribed asset and turnover based thresholds to be mandatorily notified to, and pre-approved by, the Competition Commission of India (**"CCI"**). Additionally, on May 11, 2011, the CCI issued the Competition Commission of India (Procedure in regard to the transaction of business relating to combinations) Regulations, 2011, as amended, which sets out the mechanism for implementation of the merger control regime in India. With effect from April 11, 2023, the GoI has enacted the Competition (Amendment) Act, 2023 ("**Competition Amendment Act**"). Pursuant to the Competition Amendment Act, several amendments have been made to the Competition Act, including introduction of deal value thresholds for assessing whether a merger or acquisition qualifies as a "combination", expedited merger review timelines, codification of the lowest standard of "control" and enhanced penalties for providing false information or a failure to provide material information. Additionally, the Competition Commission of India (Lesser Penalty) Regulations, 2024 were also notified on February 20, 2024. Subsequently, the Competition Commission of India, on March 06, 2024, notified the: (i) CCI (Commitment) Regulations, 2024; (ii) CCI (Settlement) Regulations, 2024; and (iii) CCI (Determination of Turnover or Income) Regulations, 2024. With effect from September 19, 2024, the Ministry of Corporate Affairs has issued Notification No. S.O. 4031(E) announcing that clause (f) of section 19 of the Competition Amendment Act has come into effect, which amends Section 26 of the Competition Act by addition of sub-section (9) that allows CCI to either close an investigation or pass an order under Section 27 upon completing its inquiry, provided that, prior to issuance of the final order, the CCI issues a show cause notice to the parties concerned detailing the allegations against such parties.

The Competition Act aims to, among other things, prohibit all agreements and transactions, including agreements between vertical trading partners i.e. entities at different stages or levels of the production chain in different markets, which may have an appreciable adverse effect on competition in India. Consequently, all agreements entered into by us could be within the purview of the Competition Act. We may also be subject to queries from the CCI pursuant to complaints by consumers or any third persons, which could be made without any or adequate basis given our market presence. Further, the CCI has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside of India if such agreement, conduct or combination has an appreciable adverse effect on competition in India. However, the effect of the provisions of the Competition Act on the agreements entered into by us cannot be predicted with certainty at this stage. However, we may be affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI or if any prohibition or substantial penalties are levied under the Competition Act, it would adversely affect our business, results of operations, cash flows, and prospects.

65. Investors may not be able to enforce a judgment of a foreign court against us.

Our Company is a company incorporated under the laws of India. Our Company's Directors and officers are residents of India and a substantial portion of our assets and such persons are located in India. As a result, it may not be possible for investors to effect service of process upon our Company or such persons in jurisdictions outside India, or to enforce judgments obtained against such parties outside India. Further, it is unlikely that an Indian court would enforce foreign judgments if that court was of the view that the amount of damages awarded was excessive or inconsistent with public policy, or if judgments are in breach or contrary to Indian law. In addition, a party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI to execute such a judgment or to repatriate outside India any amounts recovered**.**

Recognition and enforcement of foreign judgments is provided for under Section 13, Section 14 and Section 44A of the Code of Civil Procedure, 1908 ("**CPC**"). India has reciprocal recognition and enforcement of judgments in civil and commercial matters with only a limited number of jurisdictions, such as the United Kingdom, Singapore and Hong Kong. In order to be enforceable, a judgment from a jurisdiction with reciprocity must meet certain requirements established in the CPC. The CPC only permits the enforcement and execution of monetary decrees in the reciprocating jurisdiction, not being in the nature of any amounts payable in respect of taxes, other charges, fines or penalties. Judgments or decrees from jurisdictions which do not have reciprocal recognition with India, including the United States, cannot be enforced by proceedings in execution in India. Therefore, a final judgment for the payment of money rendered by any court in a non-reciprocating territory for civil liability, whether or not predicated solely upon the general laws of the non-reciprocating territory, would not be directly enforceable in India. The party in whose favor a final foreign judgment in a non-reciprocating territory is rendered may bring a fresh suit in a competent court in India based on the final judgment within three years of obtaining such final judgment. However, it is unlikely that a court in India would award damages on the same basis as a foreign court if an action were brought in India or that an Indian court would enforce foreign judgments if it viewed the amount of damages as excessive or inconsistent with the public policy in India.

66. Rights of shareholders under Indian laws may be more limited than under the laws of other jurisdictions due to which they may have difficulty in asserting their rights as a shareholder.

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

67. Our ability to pay dividends in the future will depend on our earnings, financial condition, working capital requirements, capital expenditures and restrictive covenants of our financing arrangements.

Our Company does not have a formal dividend policy as on the date of this Draft Red Herring Prospectus. Our ability to pay dividends in the future will depend on our earnings, financial condition, cash flow, working capital requirements, capital expenditure and restrictive covenants of our financing arrangements. 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, 2013. 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. Accordingly, realization of a gain on Shareholders' investments will depend on the appreciation of the price of the Equity Shares. There can be no guarantee that our Equity Shares will appreciate in value. Further 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 taken for such conversion may reduce the net dividend to foreign investors. In addition, any adverse movement in currency exchange rates during a delay in repatriating the proceeds from a sale of Equity Shares outside India, 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 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 returns on our Equity Shares, independent of our operating results.

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

The determination of the Price Band is based on various factors and assumptions and will be determined by our Company in consultation with the Book Running Lead Managers. Further, the Offer Price of the Equity Shares will be determined by our Company in consultation with the Book Running Lead Managers through the Book Building Process. These will be based on numerous factors, including factors as described under "*Basis for the Offer Price*" on page 108 and may not be indicative of the market price for the Equity Shares after the Offer. The market price of the Equity Shares could be subject to significant fluctuations after the Offer and may decline below the Offer Price. We cannot assure you that you will be able to resell their Equity Shares at or above the Offer Price**.**

69. The Equity Shares have never been publicly traded and the Offer may not result in an active or liquid market for the Equity Shares. Further, the price of the Equity Shares may be volatile, and the investors may be unable to resell the Equity Shares at or above the Offer Price, or at all.

Prior to the Offer, there has been no public market for the Equity Shares, and an active trading market on the stock exchanges may not develop or be sustained after the Offer. Listing and quotation does not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares.

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

There has been significant volatility in the Indian stock markets in the recent past, and the trading price of our Equity Shares after the Offer could fluctuate significantly as a result of market volatility or due to various internal or external risks, including but not limited to those described in this Draft Red Herring Prospectus. The market price of our Equity Shares may be influenced by many factors, some of which are beyond our control, including, among others:

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

A decrease in the market price of our Equity Shares could cause you to lose some or all of your investment.

70. Investors may be subject to Indian taxes arising out of income arising on the sale of the Equity Shares.

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares held as investments in an Indian company are generally taxable in India. Any capital gain realized on the sale of listed equity shares on a Stock Exchange held for more than 12 months immediately preceding the date of transfer will be subject to long term capital gains in India at the specified rates depending on certain factors, such as whether the sale is undertaken on or off the Stock Exchanges, the quantum of gains and any available treaty relief. Accordingly, you may be subject to payment of long term capital gains tax in India, in addition to payment of Securities Transaction Tax ("**STT**"), on the sale of any Equity Shares held for more than 12 months immediately preceding the date of transfer. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Further, any capital gains realized on the sale of listed equity shares held for a period of 12 months or less immediately preceding the date of transfer will be subject to short term capital gains tax in India as well as STT.

Capital gains arising from the sale of the Equity Shares will not be chargeable to tax in India in cases where relief from such taxation in India is provided under a treaty between India and the country of which the seller is resident read with the Multilateral Instrument ("**MLI**"), if and to the extent applicable, and the seller is entitled to avail benefits thereunder. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares.

No dividend distribution tax is required to be paid 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. Our Company 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.

General Anti-Avoidance Rules ("**GAAR**") seeks to deny the tax benefit to any arrangement, whose main purpose is to obtain a tax benefit, subject to the satisfaction of certain tests. If GAAR provisions are invoked, the tax authorities have wide powers, including cancellation of a proposed transaction or ignoring the impact of a transaction undertaken by our Company, denial of tax benefit under the IT Act, denial of a benefit available under a tax treaty, etc. Similarly, any business income realized from the transfer of Equity Shares held as trading assets is taxable at the applicable tax rates subject to any treaty relief, if applicable, to a non-resident seller. Further, the Finance Act, 2019 amended the Indian Stamp Act, 1899 with effect from July 1, 2020 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 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. As such, there can be no certainty on the impact that the Finance Act, 2024 may have on our Company's business and operations.

Our Company cannot predict whether any tax laws or other regulations impacting it will be enacted, or predict the nature and impact of any such laws or regulations or whether, if at all, any laws or regulations would have a material adverse effect on our Company's business, financial condition, results of operations and cash flows.

71. Investors will not be able to sell immediately on an Indian stock exchange any of the Equity Shares they purchase in the Offer.

The Equity Shares will be listed on the Stock Exchanges. Pursuant to applicable Indian laws, certain actions must be completed before the Equity Shares can be listed and trading in the Equity Shares may commence. Investors' book entry, or 'demat' accounts with depository participants in India, are credited with the Equity Shares after the Basis of Allotment is approved by the Stock Exchanges. The Allotment of Equity Shares in the Offer, the credit of such Equity Shares to the applicant's demat account with depository participant and trading in the Equity Shares upon receipt of final listing and trading approvals from the Stock Exchanges is expected to complete within the timelines prescribed under the applicable law.

There could be a failure or delay in listing the Equity Shares on the Stock Exchanges. Any failure or delay in obtaining the approval or otherwise any delay in commencing trading in the Equity Shares would restrict investors' ability to dispose of their Equity Shares. There can be no assurance that the Equity Shares will be credited to investors' demat accounts, or that trading in the Equity Shares will commence, within the time periods specified in this risk factor. We could also be required to pay interest at the applicable rates if allotment is not made, refund orders are not dispatched or demat credits are not made to investors within the prescribed time periods.

72. Any future issuance of Equity Shares, or convertible securities or other equity linked instruments by us may dilute your shareholding and sale of Equity Shares by the Promoters may adversely affect the trading price of the Equity Shares.

We may be required to finance our growth through future equity offerings. Any future equity issuances by us, including a primary offering of Equity Shares, convertible securities or securities linked to Equity Shares including through exercise of employee stock options, may lead to the dilution of investors' shareholdings in our Company. Any future equity issuances by us or sales of our Equity Shares by the Promoters may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of our Equity Shares or incurring additional debt. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of our Equity Shares. There can be no assurance that we will not issue Equity Shares, convertible securities or securities linked to Equity Shares or that our Shareholders will not dispose of, pledge or encumber their Equity Shares in the future. Accordingly, we cannot assure you that our Promoters and Promoter Group will not dispose of, pledge or encumber their Equity Shares in the future.

73. 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.

Under foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to certain 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. 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. We cannot assure investors that any required approval from the RBI or any other governmental agency can be obtained on any particular terms or at all. For details, please see "*Restrictions on Foreign Ownership of Indian Securities*" on page 440.

74. QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after the submission of their Bid, and Retail Individual Investors are not permitted to withdraw their Bids after closure of the Bid/ Offer Closing Date.

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are required to pay the Bid Amount on submission of the Bid and are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Retail Individual Investors can revise their Bids during the Bid/Offer Period and withdraw their Bids until the Bid/ Offer Closing Date. Therefore, QIBs and Non-Institutional Investors will 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 at any stage after the submission of their bids.

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

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

However, if the law of the jurisdiction in which the investors are located, does not permit them to exercise their pre-emptive rights without our Company filing an offering document or registration statement with the applicable authority in such jurisdiction, the investors will be unable to exercise their pre-emptive rights unless our Company makes 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 the investor's benefit. The value such custodian receives on the sale of such securities and the related transaction costs cannot be predicted. In addition, to the extent that the investors are unable to exercise pre-emptive rights granted in respect of the Equity Shares held by them, their proportionate interest in our Company would be reduced.

76. The requirements of being a publicly listed company may strain our resources.

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

Further, as a publicly listed company, we will need to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, significant resources and management attention will be required. As a result, our management's attention may be diverted from our business concerns, which may adversely affect our business, prospects, results of operations and financial condition. In addition, we may need to hire additional legal and accounting staff with appropriate experience and technical accounting knowledge, but we cannot assure you that we will be able to do so in a timely and efficient manner.

77. Financial instability in other countries may cause increased volatility in Indian financial markets.

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, including conditions in the United States, Europe and certain emerging economies in Asia. Financial turmoil in Asia, Russia and elsewhere in the world in recent years has adversely affected the Indian economy. Any worldwide financial instability may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and us. Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Financial instability in other parts of the world could have a global influence and thereby negatively affect the Indian economy. Financial disruptions and economic developments globally could materially and adversely affect our business, prospects, financial condition, results of operations and cash flows. Concerns related to a trade war between large economies may lead to increased risk aversion and volatility in global capital markets and consequently have an impact on the Indian economy. Following the United Kingdom's exit from the European Union ("**Brexit**"), there remains significant uncertainty around the terms of their future relationship with the European Union and, more generally, as to the impact of Brexit on the general economic conditions in the United Kingdom and the European Union and any consequential impact on global financial markets.

In addition, China is one of India's major trading partners and there are rising concerns of a possible slowdown in the Chinese economy as well as a strained relationship with India, which could have an adverse impact on the trade relations between the two countries. In response to such developments, regulators implemented a number of policy measures designed to add stability to the financial markets. However, the overall long-term effect of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have the intended stabilizing effects. Any significant financial disruption such as the recent collapse of the Silicon Valley Bank, could have a material adverse effect on our business, financial condition and results of operation.

78. If inflation were to rise in India, we might not be able to increase the prices of our products at a proportionate rate in order to pass costs on to our customers thereby reducing our margins.

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. India has experienced high inflation in the recent past. Increased inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of transportation, wages, components and other expenses relevant to our business. Further, a rise in inflation in other countries, such as in the United States of America or United Kingdom, may lead to an increase in the interest rates in India and depreciation in the value of the Rupee which in turn make the components imported by our Company costlier.

Further, the Government of India has previously initiated economic measures to combat high inflation rates, and it is unclear whether these measures will remain in effect. There can be no assurance that Indian inflation levels will not worsen in the future.

In recent months, consumer and wholesale prices in India have exhibited increased inflationary trends, as the result of an increase in crude oil prices, higher international commodity prices, and higher domestic consumer and supplier prices. The RBI has enacted certain policy measures and has recently increased the repo rates to curb inflation. However, these policies and steps taken by the RBI may not be successful. In February 2022, hostilities between Russia and Ukraine commenced. Similarly, in 2023, the Israel Gaza conflict began leading to, more recently, tensions between Israel and Iran. The market price of oil has risen sharply since the commencement of these hostilities which may have an inflationary effect in India. High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to adequately pass on to our customers, whether entirely or in part, and may adversely affect our business and financial condition. In particular, we might not be able to control the increase in our expenses related to salaries or wages payable to our employees, reduce our costs or increase the price of our products to pass the increase in costs on to our customers. In such case, our business, results of operations, cash flows and financial condition may be adversely affected.

SECTION III: INTRODUCTION

THE OFFER

The following table summarizes the Offer details:

Offer(1)(2)	Up to [●] Equity Shares of face value ₹ 10 each aggregating up to ₹ [●] million
comprises:	
(i) Fresh Issue(1)^	Up to [●] Equity Shares of face value ₹ 10 each aggregating up to ₹ 1,500 million
(ii) Offer for Sale by the Selling Shareholders(2)	Up to 22,213,852 Equity Shares of face value ₹ 10 each aggregating up to ₹ [●] million
which includes:	
The Offer consists of:	
A) QIB Portion(3) (4)	Not more than [●] Equity Shares of face value ₹ 10 each
of which:	
Anchor Investor Portion (4)	Up to [●] Equity Shares of face value ₹ 10 each
Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	Up to [●] Equity Shares of face value ₹ 10 each
of which:	
Available for allocation to Mutual Funds only (5% of the Net QIB Portion)(4)	[●] Equity Shares of face value ₹ 10 each
Balance of QIB Portion for all QIBs including Mutual Funds	[●] Equity Shares of face value ₹ 10 each
B) Non-Institutional Portion(3)	Not less than [●] Equity Shares of face value ₹ 10 each
of which	
One-third portion shall be reserved for applicants with application size of more than ₹0.20 million and up to ₹1.00 million	Not less than [●] Equity Shares of face value ₹ 10 each
Two-third portion shall be reserved for applicants with application size of more than ₹1.00 million	Not less than [●] Equity Shares of face value ₹ 10 each
C) Retail Portion(3)(5)	Not less than [●] Equity Shares of face value ₹ 10 each
Pre-Offer and post-Offer Equity Shares	
Equity Shares as on the date of this Draft Red Herring Prospectus	92,002,500 Equity Shares of face value ₹ 10 each
Equity Shares outstanding after the Offer	[●] Equity Shares of face value ₹ 10 each
Utilisation of Net Proceeds	See "*Objects of the Offer*" on page 101 for details regarding the use of net proceeds. Our Company will not receive any proceeds from the Offer for Sale.

(1) *The Fresh Issue has been authorized by a resolution of our Board of Directors passed at their meeting held on September 20, 2024, and a special resolution passed by our Shareholders at their meeting held on September 20, 2024. Further, our Board has taken on record the approval for the Offer for Sale by the Selling Shareholders pursuant to its resolution dated September 29, 2024.*

(2) *The Selling Shareholders have, severally and not jointly, authorized and consented to participate in the Offer for Sale.*

Name of the Selling Shareholder	Maximum number of Equity Shares offered in the Offer for Sale	Date of board resolution/authorization	Date of consent letter
VL-Auto Ancillary Private Limited	Up to 11,006,397 Equity Shares of face value ₹ 10 each aggregating up to ₹ [●] million	September 24, 2024	September 25, 2024
Brijesh Aggarwal	Up to 5,283,524 Equity Shares of face value ₹ 10 each aggregating up to ₹ [●] million	Not applicable	September 25, 2024
Priyanka Aggarwal	Up to 1,632,000 Equity Shares of face value ₹ 10 each aggregating up to ₹ [●] million	Not applicable	September 25, 2024
Aren Capsules Private Limited	Up to 1,458,097 Equity Shares of face value ₹ 10 each aggregating up to ₹ [●] million	September 24, 2024	September 25, 2024
Rakesh Kumar Aggarwal	Up to 2,833,834 Equity Shares of face value ₹ 10 each aggregating up to ₹ [●] million	Not applicable	September 25, 2024

The Selling Shareholders confirm that the Offered Shares have been held by them, severally not jointly, for a period of at least one year prior to filing of this Draft Red Herring Prospectus in accordance with Regulation 8 of the SEBI ICDR Regulations and accordingly, are eligible for the Offer in accordance with the provisions of the SEBI ICDR Regulations. In accordance with Regulation 8A of the SEBI ICDR Regulations; (i) the Selling Shareholders holding, individually or with persons acting in concert, more than 20% of pre-issue shareholding of the Company (on a fully-diluted basis), shall not exceed more than 50% of their respective pre-issue shareholding (on a fully-diluted basis).The Board of Directors have taken on record the offer of the Offered Shares in the Offer by way of a resolution dated September 29, 2024.

(3) *Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category, except the 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, the BRLMs and the Designated Stock Exchange. In the event of under-subscription in the Offer, subject to receiving minimum subscription for 90% of the Fresh Issue and compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, the Allotment for the valid Bids will be made in the first instance towards subscription for 90% of the Fresh Issue. 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 the UPI Mechanism. 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. In the event of under-subscription in the Offer, Equity Shares shall be allocated in the manner specified in "Terms of the Offer" on page 410.

(4) *Our Company, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. The QIB Portion will be accordingly reduced for the Equity Shares allocated to Anchor Investors. One-third of the Anchor Investor Portion will be reserved for domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Offer Price. In case of under-subscription or non- Allotment in the Anchor Investor Portion, the remaining Equity Shares will be added back to the Net QIB Portion. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than [●] Equity Shares, the balance Equity Shares available for allotment in the Mutual Fund Portion will be added to the QIB Portion and allocated proportionately to the QIBs (other than Anchor Investors) in proportion to their Bids. For details, see "Offer Procedure" on page 419.*

(5) *Allocation to Bidders in all categories, except Anchor Investors, if any, Non-Institutional Bidders and Retail Individual Bidders, shall be made on a proportionate basis subject to valid Bids received at or above the Offer Price. The allocation to each Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. Not more than 15% of the Net Offer shall be available for allocation to Non-Institutional Bidders of which one-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 200,000 and up to ₹ 1,000,000 and two-thirds of the Non-Institutional Portion will 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. The allocation to each Non-Institutional Bidder shall not be less than the minimum application size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations.*

For further details, see "*Offer Structure*", "*Offer Procedure*" and "*Terms of the* Offer" on pages 416, 419 and 410, respectively.

SUMMARY OF FINANCIAL INFORMATION

The following tables provide summary of financial information of our Company derived from the Restated Consolidated Financial Information.

The summary financial information presented below should be read in conjunction with "Restated Consolidated Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on pages 264 and 354, respectively.

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RESTATED CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
ASSETS			
(1) Non-current assets			
(a) Property, plant and equipment	4,007.13	3,854.01	2,840.63
(b) Right-of-use assets	129.62	138.46	113.20
(c) Capital work-in-progress	173.11	182.01	202.48
(d) Goodwill	657.11	657.11	1,344.60
(e) Other intangible assets	409.85	403.31	362.79
(f) Intangible assets under development	395.61	269.00	186.00
(g) Investments accounted for using equity method	178.95	173.78	173.60
(h) Financial assets			
(i) Investments	-	-	181.04
(ii) Loans	500.00	-	-
(iii) Other financial assets	20.37	71.79	74.68
(i) Non-current tax assets (net)	170.24	86.24	114.10
(j) Other non-current assets	86.39	12.64	21.47
	6,728.38	**5,848.35**	**5,614.59**
(2) Current assets			
(a) Inventories	3,222.17	3,322.55	3,185.15
(b) Financial assets			
(i) Investments	40.37	90.86	182.12
(ii) Trade receivables	2,470.51	2,466.03	2,460.47
(iii) Cash and cash equivalents	652.76	708.00	572.53
(iv) Bank balances other than (iii) above	151.42	14.80	5.80
(v) Other financial assets	154.18	43.90	91.10
(c) Other current assets	163.15	211.19	188.04
	6,854.56	**6,857.33**	**6,685.21**
	13,582.94	**12,705.68**	**12,299.80**
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	184.01	184.01	184.01
(b) Other equity	4,929.11	4,577.03	4,317.51
	5,113.12	**4,761.04**	**4,501.52**
LIABILITIES			
(1) Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	2,275.40	1,725.50	2,560.19
(ii) Lease liabilities	59.19	50.20	64.40
(b) Provisions	26.94	22.72	21.65
(c) Deferred tax liabilities (net)	323.49	332.69	182.49
(d) Non current tax liabilities	40.00	80.01	-
	2,725.02	**2,211.12**	**2,828.73**
(2) Current liabilities			
(a) Financial liabilities			
(i) Borrowings	2,745.69	3,128.25	2,575.20
(ii) Lease liabilities	14.12	13.83	18.79
(iii) Trade payables			
Total outstanding dues to micro and small enterprises; and	30.55	18.90	14.56
Total outstanding dues of creditors other than micro and small enterprises	2,339.48	2,006.15	1,851.36
(iv) Other financial liabilities	123.31	146.38	110.31
(b) Other current liabilities	245.84	187.02	177.82
(c) Provisions	174.94	193.26	168.21
(d) Current tax liabilities (net)	70.87	39.73	53.30
	5,744.80	**5,733.52**	**4,969.55**
	13,582.94	**12,705.68**	**12,299.80**

RESTATED CONSOLIDATED STATEMENT OF PROFIT AND LOSS

Particulars	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Revenue from operations	12,457.86	11,200.64	10,353.74
Other income	214.97	141.40	495.44
Total income	**12,672.83**	**11,342.04**	**10,849.18**
EXPENSES			
Cost of materials consumed	6,306.29	5,778.52	5,321.13
Purchases of stock-in-trade	46.18	-	128.84
Change in inventories of finished goods, stock-in-trade and work-in-progress	61.39	(55.34)	(39.05)
Employee benefits expense	2,594.87	2,200.84	2,009.54
Finance costs	461.07	209.46	321.56
Depreciation and amortisation expense	753.71	712.24	739.88
Other expenses	2,005.17	1,817.07	1,612.96
Total expenses	**12,228.68**	**10,662.79**	**10,094.85**
Profit before share of profit of an associate, exceptional items and tax	**444.15**	**679.25**	**754.32**
Share of profit of an associate	5.17	2.00	1.80
Profit before exceptional items and tax	**449.32**	**681.25**	**756.12**
Exceptional items	-	831.73	282.70
Profit/(loss) before tax	**449.32**	**(150.48)**	**473.42**
Tax expense:			
Current tax	178.75	127.98	126.60
Tax pertaining to earlier years	(3.27)	104.95	22.50
Deferred tax credit	(5.08)	(8.46)	(12.70)
Total tax expense	**170.40**	**224.47**	**136.40**
Profit/(loss) for the year	**278.92**	**(374.95)**	**337.02**
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Re-measurement gains /(losses) on defined benefit plan	(3.01)	2.45	1.70
Income-tax effect related to items that will not be reclassified to profit and loss	1.13	(0.64)	(0.40)
Revaluation surplus	116.17	889.50	-
Income tax relating to revaluation surplus	2.98	(158.03)	-
	117.27	**733.28**	**1.30**
Items that will be reclassified subsequently to profit or loss			
Foreign currency translation reserve	61.66	149.67	(31.49)
Other comprehensive income, net of tax	**178.93**	**882.95**	**(30.19)**
Total comprehensive income for the year	**457.85**	**508.00**	**306.83**

RESTATED CONSOLIDATED STATEMENT OF CASH FLOWS

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Cash flow from operating activities			
Profit/(loss) for the year before tax and after share of profit of associate	449.32	(150.48)	473.43
Adjustments for:			
Depreciation and amortisation/impairment expense	753.71	712.24	739.87
Impairment of goodwill	-	686.73	282.70
Share of profit from associate	(5.17)	(2.00)	(1.80)
Bad debts	-	145.00	-
Net fair value (profit) / loss on financial assets mandatorily measured at fair value through profit or loss	(2.90)	10.80	(129.75)
Provision for loss allowance	11.63	13.31	(1.87)
(Profit) / loss on sale of property, plant and equipment	1.19	(0.90)	-
Finance costs	461.07	209.46	321.56
Provision for warranty	-	28.30	-
Interest income	(50.87)	(5.05)	(10.75)
Dividend income	(0.03)	(2.90)	-
Profit on sale of investment	(5.73)	(6.80)	(181.24)
Operating profit before working capital changes	**1,612.22**	**1,637.71**	**1,492.15**
Adjustments for movements in:-			
Decrease/(increase) in inventories	100.38	(137.39)	(653.40)
(Decrease) in trade receivables	(16.11)	(164.18)	(428.70)
(Increase)/decrease in other financial assets and other current assets	(84.57)	35.77	399.76
Increase/(decrease) in trade payables	344.50	157.20	(295.78)
Increase in other current liabilities, other financial liabilities and provisions	(13.22)	42.59	(285.58)
	330.98	**(66.01)**	**(1,263.70)**
Cash generated from operations	**1,943.20**	**1,571.70**	**228.45**
Income tax paid	(264.25)	(133.22)	(220.10)
Net cash generated from operating activities	**1,678.95**	**1,438.48**	**8.35**
Cash flow from investing activities			
Payment made for property, plant and equipment# (including capital work-in-progress, capital creditors and capital advances)	(855.06)	(949.13)	(977.76)
Loan to company	(500.00)	-	-
Increase / (decrease) in bank deposits	(136.62)	(9.00)	216.90
Purchase of Subsidiaries during the year	-	-	(233.60)
Interest received	50.87	3.70	10.70
Dividend income	0.03	2.90	-
Proceeds from sale of investment	59.12	257.42	46.16
Net cash used in investing activities	**(1,381.66)**	**(694.11)**	**(937.60)**
Cash flows from financing activities			
(Repayment)/proceeds from Non Current borrowings	(330.25)	(711.41)	158.15
Proceeds from issue of optionally convertible debentures	200.00	-	-
Proceeds from issue of non convertible debentures	500.00	-	-
(Repayment)/proceeds of Current borrowings (net)	(202.42)	430.01	875.23
Payment of lease liabilities (principal)	(14.67)	(19.16)	(35.96)
Interest on lease liabilities	(0.78)	(0.82)	(1.09)
Finance costs paid	(460.30)	(208.67)	(320.41)
Dividend paid	(105.77)	(248.52)	(239.25)
Net cash (used)/generated in financing activities	**(414.19)**	**(758.57)**	**436.68**
Net increase / (decrease) in cash and cash equivalents (A+B+C)	**(116.90)**	**(14.20)**	**(492.57)**
Cash and cash equivalents at the beginning of the year	708.00	572.53	1,096.60
Effect of exchange rate on foreign currency cash and cash equivalents	61.66	149.67	(31.50)
Cash and cash equivalents at the end of the year	**652.76**	**708.00**	**572.53**

GENERAL INFORMATION

Brief history of our Company

Our Company was incorporated as Viney Auto Private Limited at New Delhi as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated March 6, 1992, issued by the RoC. Subsequently, the name of our Company was changed to "Viney Corporation Private Limited" pursuant to a Board resolution dated October 19, 2010 and a special resolution passed in the extra-ordinary general meeting of the Shareholders held on November 26, 2010 and consequently a fresh certificate of incorporation dated February 23, 2011 was issued by the RoC to reflect the change in name. Thereafter, the name of our Company was changed to "Viney Corporation Limited" upon conversion to a public limited company pursuant to a Board resolution dated February 3, 2015 and a resolution passed in the extra-ordinary general meeting of the Shareholders held on February 4, 2015 and consequently a fresh certificate of incorporation dated February 21, 2015, was issued by the RoC. Thereafter, the name of our Company was changed to "Viney Corporation Private Limited" upon conversion to a private limited company pursuant to a resolution passed in the extra-ordinary general meeting of the Shareholders held on August 31, 2020 and an order from the Regional Director (Northern Region) , Ministry of Corporate Affairs, New Delhi dated November 5, 2020, consequently a fresh certificate of incorporation dated November 12, 2020, was issued by the RoC. Thereafter, the name of our Company was changed to "Viney Corporation Limited" upon conversion to a public limited company pursuant to a Board resolution dated July 12, 2024 and a resolution passed in the extra-ordinary general meeting of the Shareholders held on July 12, 2024 and consequently a fresh certificate of incorporation dated August 29, 2024, was issued by the RoC.

Registered Office

35, Basement, Community Centre,
Munirka Marg, Basant Lok,
Vasant Vihar, New Delhi, 110057

India

For details of change in the registered office of our Company, see "*History and Certain Corporate Matters - Changes in our Registered Office"* on page 232.

Corporate Office

Plot No. 42, Sector-3,
IMT Manesar, Manesar,
Gurgaon, Haryana-122052 India

Corporate Identity Number: U74899DL1992PLC047911

Company Registration Number: 047911

Address of the RoC

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

Registrar of Companies, National Capital Territory of Delhi and Haryana
4th Floor, IFCI Tower
61, Nehru Place
New Delhi, 110 019
Delhi, India

Board of Directors

As on the date of this Draft Red Herring Prospectus, our Board comprises the following:

Name	Designation	DIN	Address
Brijesh Aggarwal	Managing Director	00511293	502A, Tower-5, DLF The Camelias, DLF-5, Glof Links, Gurugram, Haryana - 122009
Akash Garg	Non-Executive Director	10530706	16, Balsamand Road, Navjyoti Gas Service, Bahamasha Nagar, Hisar, Haryana-1225001, India
Neeraj Bansal	Independent Director	07583026	F-1102, The Vilas, Akashneem Marg, near Sikanderpur Metro Station, Sector – 25, DLF Phase -2, Sikanderpur Ghosi (68), Gurgaon, Haryana –

Name	Designation	DIN	Address
			122002
Manisha Lahoti	Independent Director	07582474	572, 2nd Floor, Sector-5, Vaishali, Vasundhra, Ghaziabad, Uttar Pradesh, 201012
Dinesh Chopra	Independent Director	07357688	House No. 20, Road No. 29, Punjabi Bagh Extension, Punjabi Bagh, West Delhi, Delhi 110026

For further details of our Board, see "*Our Management*" on page 243.

Company Secretary and Compliance Officer

Sunil Gupta is our Company Secretary and Compliance Officer. His contact details are set forth below:

Sunil Gupta
Viney Corporation Limited
Plot No. 42, Sector-3, IMT Manesar,
Manesar, Gurgaon, Haryana-122052 India
Tel: +91 11 49981612
E-mail: cs@vineycorp.com

Investor Grievances

Investors may contact the Company Secretary and Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post-Offer related grievances including non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc. For all Offer related queries and for redressal of complaints, investors may also write to the BRLMs.

All offer-related grievances, other than of Anchor Investors, may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary(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 Intermediaries in addition to the documents or information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer. All offer-related grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole or First Bidder, Anchor Investor Application Form number, Bidders' DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the BRLMs where the Anchor Investor Application Form was submitted by the Anchor Investor. The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders

Filing of this Draft Red Herring Prospectus

A copy of this Draft Red Herring Prospectus shall be uploaded on the SEBI intermediary portal at https://siportal.sebi.gov.in as specified in Regulation 25(8) of the SEBI ICDR Regulations and the SEBI master circular SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023. It will also be filed with the SEBI at:

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

The Red Herring Prospectus and Prospectus, respectively, will be filed with the RoC in accordance with Section 32 read with Section 26 of the Companies Act, along with the material contracts and documents referred to in each of the Red Herring Prospectus and the Prospectus, respectively, and through the electronic portal.

Book Running Lead Managers

ICICI Securities Limited ICICI Venture House, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025 Maharashtra, India **Telephone:** +91 22 6807 7100 **E-mail:** viney.ipo@icicisecurities.com **Investor grievance e-mail:** customercare@icicisecurities.com **Website:** www.icicisecurities.com **SEBI registration no.:** INM000011179 **Contact Person:** Gaurav Mittal /Namrata Ravasia	**Axis Capital Limited** 1st floor, Axis House P.B. Marg, Worli Mumbai 400 025 Maharashtra, India **Tel:** +91 22 4325 2183 **E-mail:** viney.ipo@axiscap.in **Investor grievance e-mail:** complaints@axiscap.in **Website:** www.axiscap.in **Contact person:** Jigar Jain **SEBI Registration No.:** INM000012029

None of our Shareholders are directly or indirectly related to the Book Running Lead Managers.

Syndicate Members

[●]

Legal advisors to the Offer

Legal counsel to our Company as to Indian law

Trilegal
One World Centre
10th Floor, Tower 2A & 2B,
Senapati Bapat Marg,
Lower Parel,
Mumbai -400013

Statutory Auditors to our Company

Walker Chandiok & Co LLP, Chartered Accountants
21st Floor, DLF Square
Jacaranda Marg, DLF Phase II
Gurugram – 122002, Haryana, India
Tel: +91 124 462 8000
Firm Registration Number: 001076N/N500013
Email: Tarun.Gupta@walkerchandiok.in
Peer review number: 014158

Changes in statutory auditors of our Company

Except as disclosed below, there have been no changes in our statutory auditors during the last three years preceding the date of this Draft Red Herring Prospectus.

Particulars	Date of change	Reason for change
Walker Chandiok & Co LLP, Chartered Accountants 21st Floor, DLF Square Jacaranda Marg, DLF Phase II Gurugram-122002 India **Email:** Tarun.Gupta@walkerchandiok.in **Tel:** +91 124 462 8000 **ICAI Firm Registration:** 001076N/N500013 **Peer Review Certificate Number:** 014158	November 21, 2022	Re-appointment as the Statutory Auditors for a period of five years
Walker Chandiok & Co LLP, Chartered Accountants 21st Floor, DLF Square, Jacaranda Marg, DLF Phase II, Gurugram-122002 India	February 28, 2022	Appointment due to casual vacancy

Particulars	Date of change	Reason for change
Email: Tarun.Gupta@walkerchandiok.in **Tel:** +91 124 462 8000 **ICAI Firm Registration:** 001076N/N500013 **Peer Review Certificate Number:** 014158		
BSR & Co. LLP Building No. 10, 12th Floor, Tower-C DLF Cyber City, Phase- III, Gurugram – 122002, Haryana, India **Tel:** +91 124 719 1000 **Email:** ankushgoel@bsraffiliates.com **ICAI Firm Registration:** 116231W/W-100024 **Peer Review Number:** 014196	January 28, 2022	Resignation due to casual vacancy

Registrar to the Offer

Link Intime India Private Limited
C 101, 1st Floor, 247 Park
Lal Bahadur Shastri Marg, Vikhroli (West)
Maharashtra, India 400083
Tel: +91 81081 14949
E-mail: viney.ipo@linkintime.co.in
Website: www.linkintime.co.in
Investor grievance e-mail: viney.ipo@linkintime.co.in
Contact person: Shanti Gopalkrishnan

Bankers to the Offer

Escrow Collection Bank(s)

[●]

Refund Bank(s)

[●]

Public Offer Bank(s)

[●]

Sponsor Bank(s)

[●]

Bankers to the Company

IndusInd Bank Limited
2401 GEN Thimmayya Road, Cantonment,
Pune, Maharashtra, India 411001
Tel: +91-11-42505596
E-mail: vikas.bhandari@indusind.com
Website: www.indusind.com
Contact person: Vikas Bhandari

HDFC Bank Limited
HDFC Bank House, Vatika Atrium, Block - A, Golf Course
Road, Sector 53, Gurgaon - 122002
Tel: Not available
Website: www.hdfcbank.com
Email: ravinderjit.singhkalra@hdfcbank.com
Contact Person: Ravinder Jit Singh Kalra

Axis Bank Limited
Trishul 3rd Floor Opp Samartheshwar Temple Law Garden
Ellisbridge, Ahmedabad, Gujarat, India, 380006
Tel: +91-9818831869
E-mail: sudipta4.ghosh@axisbank.com
Website: www.axisbank.com
Contact person: Sudipta Ghosh

Designated Intermediaries

Self Certified Syndicate Banks

The list of SCSBs notified by SEBI for the ASBA process is available on the SEBI website 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 Bidder using the UPI mechanism), not bidding through Syndicate/Sub Syndicate or through a Registered Broker, RTA or CDP may submit the Bid cum Application Form, is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34, or at such other websites as may be prescribed by SEBI from time to time.

SCSBs and mobile applications enabled for UPI Mechanism

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, 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, UPI Bidders using the UPI Mechanism may only apply through the SCSBs and mobile applications whose names appears on the website of the SEBI, which may be updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI Mechanism is provided as 'Annexure A' for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and is also available on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 for SCSBs and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 for mobile applications or at such other websites as may be prescribed by SEBI from time to time.

Syndicate SCSB Branches

In relation to Bids (other than Bids by Anchor Investors and RIBs) submitted under the ASBA process to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI (www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes&intmId=35) as updated from time to time or any such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes&intmId=35, as 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 Offer using the stockbroker network of the stock exchange, i.e. through the Registered Brokers at the Broker Centres. The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at https://www.bseindia.com/ and https://www.nseindia.com, as updated from time to time.

Registrar and Share Transfer Agents

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

Collecting Depository Participants

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

Experts

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

Our Company has received written consent dated September 30, 2024 from Walker Chandiok & Co LLP, Chartered Accountants to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report, dated September 7, 2024 on our Restated Consolidated Financial Information; and (ii) their report dated September 30, 2024 on the statement of possible special tax benefits available to our Company and its shareholders, included 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.

Our Company has received written consent dated September 30, 2024 from P D M and Company, Chartered Accountants, independent chartered accountants, to include their name as required under Section 26(5) of the Companies Act, 2013, and as an "expert" as defined under section 2(38) of the Companies Act and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has received written consent dated September 29, 2024 from the independent chartered engineer, namely Lakshya Malhotra, Chartered Engineer, to include their name 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 a chartered engineer, in relation to their certificate dated September 29, 2024.

Monitoring Agency

Our Company will appoint a monitoring agency prior to the filing of the Red Herring Prospectus in accordance with Regulation 41 of the SEBI ICDR Regulations, for monitoring of the utilisation of the proceeds from the Fresh Issue. For details in relation to the proposed utilisation of the proceeds from the Fresh Issue, please see "*Objects of the Offer*"' on page 101.

Appraising Entity

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

Credit Rating

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

IPO Grading

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

Debenture Trustees

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

Green Shoe Option

No green shoe option is contemplated under the Offer.

Statement of inter-se allocation of responsibilities of the BRLMs

The following table sets forth the inter-se allocation of responsibilities for various activities among the Book Running Lead Managers:

Sr. No.	Activity	Responsibility	Co-ordination
1.	Capital structuring, due diligence of Company including its operations / management / business plans / legal etc., drafting and design of Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus. Ensure compliance and completion of prescribed formalities with the Stock Exchanges, SEBI and RoC including finalization of Red Herring Prospectus, Prospectus, Offer Agreement, Underwriting Agreements and RoC filing	I-Sec, Axis	I-Sec
2.	Drafting and approval of all statutory advertisements	I-Sec, Axis	I-Sec
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.	I-Sec, Axis	Axis
4.	Appointment of intermediaries, Registrar to the Offer, advertising agency, printer (including coordination of all agreements)	I-Sec, Axis	I-Sec
5.	Appointment of all other intermediaries, including Sponsor Bank, Monitoring Agency, etc. (including coordination of all agreements)	I-Sec, Axis	Axis
6.	Preparation of road show presentation and FAQs	I-Sec, Axis	Axis

Sr. No.	Activity	Responsibility	Co-ordination
7.	International institutional marketing of the Offer, which will cover, inter alia: • Marketing strategy • Finalising the list and division of international investors for one-to-one meetings Finalising international road show and investor meeting schedules	I-Sec, Axis	Axis
8.	Domestic institutional marketing of the Offer, which will cover, inter alia: • Marketing strategy • Finalising the list and division of domestic investors for one-to-one meetings Finalising domestic road show and investor meeting schedules	I-Sec, Axis	I-Sec
9.	Non-institutional marketing of the Offer, which will cover, inter-alia: • Finalising media, marketing, public relations strategy and Formulating strategies for marketing to Non –Institutional Investors	I-Sec, Axis	Axis
10.	Retail marketing of the Offer, which will cover, inter-alia: • Finalising media, marketing, public relations strategy and publicity budget, frequently asked questions at retail road shows • Finalising brokerage, collection centres • Finalising centres for holding conferences for brokers etc. Follow-up on distribution of publicity and Offer material including form, Red Herring Prospectus/ Prospectus and deciding on the quantum of the Offer material	I-Sec, Axis	I-Sec
11.	Coordination with Stock Exchanges for book building software, bidding terminals and mock trading. Coordination with Stock Exchanges for Anchor coordination, Anchor CAN and intimation of anchor allocation and submission of letters to regulators post completion of anchor allocation	I-Sec, Axis	Axis
12.	Managing the book and finalization of pricing in consultation with Company	I-Sec, Axis	Axis
13.	Post-Offer activities – management of escrow accounts, finalisation of the basis of allotment based on technical rejections, post Offer stationery, essential follow-up steps including follow-up with bankers to the Offer and Self Certified Syndicate Banks and coordination with various agencies connected with the post-offer activity such as registrar to the offer, bankers to the offer, Self-Certified Syndicate Banks, etc. listing of instruments, demat credit and refunds/ unblocking of monies, announcement of allocation and dispatch of refunds to Bidders, etc., payment of the applicable STT on behalf of Selling Shareholders, coordination for investor complaints related to the Offer, including responsibility for underwriting arrangements, submission of final post issue report.	I-Sec, Axis	Axis

Book Building Process

Book building process, in the context of the Offer, refers to the process of collection of Bids from Bidders on the basis of the Red Herring Prospectus and the Bid cum Application Forms and the Revision Forms within the Price Band. The Price Band and the minimum Bid Lot size will be decided by our Company, in consultation with the BRLMs and shall be advertised in [●] editions of the [●], an English language national daily with wide circulation, and [●] editions of [●], a Hindi language national daily with wide circulation (Hindi also being the regional language of New Delhi where our Registered Office is located), and advertised at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges to upload on their respective websites. The Offer Price shall be determined by our Company, in consultation with the BRLMs, after the Bid/Offer Closing Date.

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

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail

Individual Bidders (subject to the Bid Amount being up to ₹ 0.50 million) can revise their Bids during the Bid/Offer Period and withdraw their Bids on or before the Bid/Offer Closing Date. Except for Allocation to RIBs, Non-Institutional Investors, and the Anchor Investors, allocation in the Offer will be on a proportionate basis. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bid/Offer Period. Allocation to the Anchor Investors will be on a discretionary basis.

For further details on the method and procedure for Bidding and book building procedure, see '*Terms of the Offer*', '*Offer Structure*' and *'Offer Procedure'* on pages 410, 416 and 419, respectively.

The Book Building Process is in accordance with guidelines, rules, regulations prescribed by SEBI, which 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.

Bidders should note that the Offer is also subject to obtaining (i) 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.

Illustration of Book Building and Price Discovery Process

For an illustration of the Book Building Process and the price discovery process, see "*Offer Procedure"* on page 419.

Underwriting Agreement

The Underwriting Agreement has not been executed as on the date of this Draft Red Herring Prospectus and will be executed after the determination of the Offer Price and allocation of Equity Shares, but prior to the filing of the Prospectus with the RoC. Our Company and the Selling Shareholders intend to enter into an Underwriting Agreement with the Underwriters, who shall be merchant bankers or stockbrokers registered with SEBI, for the Equity Shares. The Underwriting Agreement is dated [●]. The extent of underwriting obligations and the Bids to be underwritten by each Underwriter shall be as per the Underwriting Agreement, it is proposed that pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters will be several and will be subject to conditions specified therein.

The Underwriters have indicated their intention to underwrite such number of Equity Shares as disclosed below:

(This portion has been intentionally left blank and will be filled in before the Prospectus is filed 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 underwriting commitments are indicative and will be finalised after determination of the Offer Price and Basis of Allotment and the allocation of Equity Shares, subject to and in accordance with the provisions of the SEBI ICDR Regulations.

In the opinion of the Board of Directors (based on representations made to our Company by the Underwriters), the resources of each of the abovementioned Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The abovementioned Underwriters are registered with the SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchange(s). The Board of Directors, 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 the proportion of their underwriting commitments set forth in the table above.

CAPITAL STRUCTURE

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

(in ₹, except share data or as stated otherwise)

	Particulars	Aggregate value at face value	Aggregate value at Offer Price*
A	**AUTHORISED SHARE CAPITAL(1)**		
	110,000,000 Equity Shares of face value ₹ 10 each	1,100,000,000	-
B	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER**		
	92,002,500 Equity Shares of face value ₹ 10 each	920,025,000	-
C	**PRESENT OFFER(2)(3)**		
	Offer of up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹[●] million	[●]	[●]
	Of which		
	Fresh Issue of up to [●] Equity Shares of face value ₹ 10 each aggregating up to ₹ 1,500 million	[●]	1,500,000,000
	Offer for Sale of up to 22,213,852 Equity Shares of face value ₹ 10 each by the Selling Shareholders aggregating up to ₹ [●] million (2)	[●]	[●]
D	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER**		
	[●] Equity Shares of face value ₹[●] each	[●]	-
E	**SECURITIES PREMIUM ACCOUNT**		
	Before the Offer (in ₹)		Nil
	After the Offer*		[●]

**To be updated upon finalisation of the Offer Price. Assuming full subscription in the Offer.*

(1) *For details in relation to the changes in the authorised share capital of our Company, see "History and Certain Corporate Matters – Amendments to our Memorandum of Association in the last 10 years" on page 233.*

(2) *The Offer has been authorized by a resolution of our Board dated September 20, 2024 and a special resolution passed by our Shareholders at their meeting held on September 20, 2024. Our Board has taken on record the approval for the Offer for Sale by the Selling Shareholders pursuant to its resolution dated September 29, 2024.*

(3) *The Selling Shareholders confirm that the Offered Shares have been held by them, severally not jointly, for a period of at least one year prior to filing of this Draft Red Herring Prospectus in accordance with Regulation 8 of the SEBI ICDR Regulations and accordingly, are eligible for the Offer in accordance with the provisions of the SEBI ICDR Regulations. In accordance with Regulation 8A of the SEBI ICDR Regulations; (i) the Selling Shareholders holding, individually or with persons acting in concert, more than 20% of pre-issue shareholding of the Company (on a fully-diluted basis), shall not exceed more than 50% of their respective pre-issue shareholding (on a fully-diluted basis).The Board of Directors have taken on record the offer of the Offered Shares in the Offer by way of a resolution dated September 29, 2024. For details on the authorization of the Selling Shareholders in relation to the Offered Shares, see "The Offer" and "Other Regulatory and Statutory Disclosures" on pages 68 and 397.*

[*The remainder of this page has been left blank intentionally*]

Notes to the Capital Structure

Equity Share capital history of our Company

Our Company is in compliance with the Companies Act, 1956 and the Companies Act, 2013, to the extent applicable, with respect to issuance of Equity Shares from the date of incorporation of our Company till the date of filing of this Draft Red Herring Prospectus.

The history of the Equity Share capital of our Company is set forth below:

Date of allotment of Equity Shares	Total number of Equity Shares allotted	Details of allottees/ shareholders and equity shares allotted	Face value per Equity Share (in ₹)	Issue price per Equity Share (in ₹)	Nature of allotment	Nature of consideration	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital
March 6, 1992	30	Allotment of 10 Equity Shares to Anand Prakash Aggarwal, 10 Equity Shares to Viney Prakash Aggarwal and 10 Equity Shares to Anil Prakash Aggarwal pursuant to the initial subscription to the Memorandum of Association.	10	10	Initial subscription to the Memorandum of Association	Cash	30	300
April 7, 1993	23,020	Allotment of 6,040 Equity Shares to Anand Prakash Aggarwal, 6,000 Equity Shares to Gian Prakash Aggarwal, 5,990 Equity Shares to Anil Prakash Aggarwal and 4,990 Equity Shares to Viney Prakash Aggarwal.	10	10	Further issue	Cash	23,050	230,500
January 13, 1995	62,000	Allotment of 7,000 Equity Shares to Anand Prakash Aggarwal, 3,000 Equity Shares to Viney Prakash Aggarwal, 3,000 Equity Shares to Anil Prakash Aggarwal, 7,000 Equity Shares to Gian Prakash Aggarwal, 2,000 Equity Shares jointly to Saroj Devi and Prerna Aggarwal, 2,000 Equity Shares jointly to Veena Aggarwal and Nupur Aggarwal, 6,000 Equity Shares Anil Prakash (HUF), 10,000 Equity Shares to Om Prakash Aggarwal, 7,000 Equity Shares to Viney Prakash (HUF), 7,000 Equity Shares to Ved Prakash (HUF), 1,000 Equity Shares to Brijesh Kumar, and 7,000 Equity Shares to Rakesh Aggarwal.	10	10	Further issue	Cash	85,050	850,500
June 5, 1995	111,000	Allotment of 51,000 Equity Shares to Aggarwal Bros. Leasing and Financing Company Private Limited, 10,000 Equity Shares to Om Prakash Aggarwal, 10,000 Equity Shares to Saroj Devi Prerna Aggarwal, 10,000 Equity Shares jointly to Laxmi Devi, Rakesh Kumar Aggarwal and	10	10	Further issue	Cash	196,050	1,960,500

Date of allotment of Equity Shares	Total number of Equity Shares allotted	Details of allottees/ shareholders and equity shares allotted	Face value per Equity Share (in ₹)	Issue price per Equity Share (in ₹)	Nature of allotment	Nature of consideration	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital
		Brijesh Kumar Aggarwal, 10,000 Equity Shares jointly to Veena Aggarwal and Nupur Aggarwal, 10,000 Equity Shares jointly to Sudesh Kumar Aggarwal, Akshay Aggarwal and Palak Aggarwal, and 10,000 Equity Shares to Shobha Aggarwal.						
August 12, 1996	44,000	Allotment of 11,000 Equity Shares to Om Prakash Aggarwal, 11,000 Equity Shares to Ved Prakash (HUF), 11,000 Equity Shares to Viney Prakash (HUF), and 11,000 Equity Shares to Anil Prakash (HUF).	10	10	Further issue	Cash	240,050	2,400,500
August 23, 1999	179,000	Allotment of 7,000 Equity Shares to Mohan Bansal, 7,000 Equity Shares to Kamlesh Devi Jain, 8,500 to Onyx Exim & Sales Private Limited, 8,500 Equity Shares to Vinay Goyal, 8,500 Equity Shares to Vijay Kumar, 8,500 Equity Shares to Phool Chand, 10,000 Equity Shares to Saroj Bala, 10,00 Equity Shares to Sunita Singhal, 10,000 Equity Shares to M/s Dazzling Financial Services Private Limited, 30,000 Equity Shares to Kailash Arora, and 71,000 Equity Shares to Rajendra Singh.	10	30	Further issue	Cash	419,050	4,190,500
January 22, 2000	94,800	Allotment of 94,800 Equity Shares to Aggarwal Bros. Leasing & Finance Co. Private Limited.	10	10	Further issue	Cash	513,850	5,138,500
March 29, 2003	330,000	Allotment of 82,500 Equity Shares to Deep Aggarwal, 82,500 Equity Shares to Akshya Aggarwal, 82,500 Equity Shares to Archit Aggarwal, and 82,500 to Anant Aggarwal.	10	50	Further issue	Cash	843,850	8,438,500
March 31, 2004	800,000	Allotment of 200,000 Equity Shares to Master Anant Aggarwal, Master 100,000 Equity Shares to Akshay Aggarwal, 100,000 Equity Shares to Master Deep Aggarwal, 100,000 Equity Shares to Master Archit Aggarwal, 100,000 Equity Shares to Sudesh Kulkarni, 100,000 Equity Shares to Veena Devi, and 100,000 Equity Shares to Rakesh Kumar.	10	40	Further issue	Cash	1,643,850	16,438,500
March 26, 2007	3,287,700	As per the list of allottees mentioned below.(1)	10	Nil	Bonus issuance in the ratio of two Equity Shares for	Not applicable	4,931,550	49,315,500

Date of allotment of Equity Shares	Total number of Equity Shares allotted	Details of allottees/ shareholders and equity shares allotted	Face value per Equity Share (in ₹)	Issue price per Equity Share (in ₹)	Nature of allotment	Nature of consideration	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital
					every one Equity Share			
October 4, 2010[3]	2,294,440	Allotment of 16,000 Equity Shares to Viney Prakash Aggarwal (HUF), 225,190 Equity Shares to Anil Prakash Aggarwal, 16,000 Equity Shares to Anil Prakash (HUF), 212,590 Equity Shares to Viney Prakash, 333,644 Equity Shares to Brijesh Kumar, 117,675 Equity Shares to Rakesh Kumar, 148,590 Equity Shares to Shobha Aggarwal, 74,250 Equity Shares to Ritu Aggarwal, 219,240 Equity Shares to Sudesh Kumari, 74,430 Equity Shares to Master Deep Aggarwal, 331,051 Equity Shares to Master Akshya Aggarwal, 414,270 Equity Shares to Master Anant Aggarwal, and 111,510 Equity Shares to Priyanka Aggarwal pursuant to an order dated September 6, 2010 of the Hon'ble High Court of Delhi in relation to the scheme of amalgamation of India Terminal Connector Systems Limited and Sane Electricals Private Limited with our Company.	10	Not applicable	Allotment pursuant to a scheme of amalgamation dated September 6, 2010 of the Hon'ble High Court of Delhi in relation to the amalgamation of India Terminal Connector Systems Limited and Sane Electricals Private Limited with our Company.	Other than cash	7,225,990	72,259,900
March 28, 2011	5,274,010	Allotment of 1,923,656 Equity Shares to Anil Prakash Agarwal, 1,799,160 Equity Shares to Viney Prakash Agarwal, 837,645 Equity Shares to Rakesh Kumar, and 713,549 Equity Shares to Brijesh Kumar Agarwal.	10	10	Further issue	Cash	12,500,000	125,000,000
January 20, 2015[4]	9,600,000[2]	Allotment of 1,632,000 Equity Shares to Priyanka Aggarwal, 1,632,000 Equity Shares to Ritu Aggarwal, 3,216,000 Equity Shares to Shobha Aggarwal and 3,120,000 Equity Shares to Sudesh Kumari pursuant to an order dated November 18, 2014 of the Hon'ble High Court of Delhi in relation to the scheme of amalgamation of H.H. Auto Private Limited with our Company.	10	Not applicable	Allotment pursuant to a scheme of amalgamation pursuant to an order dated November 18, 2014 of the Hon'ble High Court of Delhi in relation to the amalgamation of H.H. Auto Private Limited with our Company.	Other than cash	22,100,000	221,000,000
July 1, 2019	(2,042,286)	Buy back of 67,000 Equity Shares from Anil Parkash HUF, 1,846,346 Equity Shares from	10	350	Buy-back of Equity Shares[5]	Cash	20,057,714	200,577,140

Date of allotment of Equity Shares	Total number of Equity Shares allotted	Details of allottees/ shareholders and equity shares allotted	Face value per Equity Share (in ₹)	Issue price per Equity Share (in ₹)	Nature of allotment	Nature of consideration	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital
		Anil Parkash Aggarwal and 128,940 Equity Shares from Sudesh Kumari.						
September 30, 2020	(1,657,214)	Buy back of 862,214 Equity Shares from Ritu Aggarwal, 244,000 Equity Shares from Yukti Aggarwal, 51,000 Equity Shares from Rakesh Kumar HUF and 500,000 Equity Shares from Veena Devi	10	353	Buy-back of Equity Shares on a proportionate basis(6)	Cash	18,400,500	184,005,000
June 10, 2024	73,602,000	Allotment of 2,11,34,096 Equity Shares to Brijesh Aggarwal, 65,28,000 Equity Shares to Priyanka Aggarwal, 3,72,012 Equity Shares to Vansh Aggarwal, 2,80,000 Equity Shares to Brijesh Aggarwal HUF, 3,38,49,560 Equity Shares to VL-Auto Ancillary Private Limited, 84,94,252 Equity Shares to Rakesh Aggarwal, and 29,44,080 Equity Shares to Aren Capsules Private Limited.	10	Nil	Bonus issuance in the ratio of four Equity Shares for every one Equity Share	Not applicable	92,002,500	920,025,000

(1) *Allotment of 46,000 Equity shares to Viney Prakash Aggarwal(H.U.F), 25,000 Equity Shares to Anil Prakash Aggarwal, 26,066 Equity Shares to Gian Prakash Aggarwal, 24,002 Equity Shares jointly to Veena Aggarwal and Nupur Aggarwal, 20,002 Equity Shares jointly to Sudesh Aggarwal, Akshay Aggarwal and Palak Aggarwal, 20,002 Equity Shares jointly to Laxmi Devi, Rajesh Aggarwal and Brijesh Kumar Aggarwal, 5,002 Equity Shares to Gian Prakash (HUF), 34,000 Equity Shares jointly to Anil Prakash (HUF), 62,002 Equity Shares to Om Prakash Aggarwal, 13,000 Equity Shares to Viney Prakash, 36,000 Equity Shares to Ved Prakash (HUF), 41,900 Equity Shares to Brijesh Aggarwal, 214,000 Equity Shares to Rakesh Kumar, 70,000 Equity Shares to Shobha Aggarwal, 274,000 Equity Shares to Veena Devi, 50,000 Equity Shares to Ritu Aggarwal, 324,900 Equity Shares to Sudesh Kumari, 156,000 Equity Shares to Saroj Devi, 365,000 Deep Aggarwal, 365,024 Equity Shares to Akshya Aggarwal, 437,900 Equity Shares to Archit Aggarwal, 637,900 Equity Shares to Anant Aggarwal, and 40,000 Equity Shares to Priyanka Aggarwal.*

(2) *Our Company allotted 80,000 preference shares of face value of ₹ 10 each on March 30, 2013 to H.H. Auto Private Limited. These preference shares were thereafter converted into Equity Shares pursuant to an order dated November 18, 2014 of the Hon'ble High Court of Delhi in relation to the scheme of amalgamation of H.H. Auto Private Limited with our Company. As on the date of this Draft Red Herring Prospectus, our Company has no outstanding preference shares.*

(3) *For details in relation to the scheme of amalgamation of India Terminal Connector Systems Limited and Sane Electricals Private Limited with our Company, please refer to the section titled "History and Certain Corporate Matters" on page 232 of this DRHP.*

(4) *For details in relation to the scheme of amalgamation of H.H. Auto Private Limited with our Company, please refer to the section titled "History and Certain Corporate Matters" on page 232 of this DRHP.*

(5) *Our Company has bought back 2,042,286 Equity Shares at a price of ₹ 350.00 from certain equity shareholders pursuant to a board resolution dated June 7, 2019 on a proportionate basis through a tender offer method. The buy-back has been conducted with a view to improve the return on capital, return on net worth and to enhance long term shareholder value. For the purpose of the buy-back, our Company has obtained a valuation report for valuation of our Equity Shares as on December 31, 2018.*

(6) *Our Company has bought back 1,657,214 Equity Shares at a price of ₹ 353.00 from certain equity shareholders pursuant to a board resolution dated September 22, 2022 on a proportionate basis through a tender offer method. The buy-back has been conducted with a view to improve the return on capital, return on net worth and to enhance long term shareholder value. For the purpose of the buy-back, our Company has obtained a valuation report for valuation of our Equity Shares as on March 31, 2020.*

Equity Shares issued for consideration other than cash or out of revaluation reserves or by way of bonus issue

Our Company has not issued any Equity Shares or preference shares out of revaluation of reserves since its incorporation.

Except as disclosed below, our Company has not issued any Equity Shares for consideration other than cash or by way of bonus as of the date of this Draft Red Herring Prospectus:

Date of allotment	Number of Equity Shares allotted	Face value per Equity Share (in ₹)	Issue price per Equity Share (in ₹)	Reason for allotment	Benefits accrued to our Company
March 26, 2007	3,287,700	10	Nil	Bonus issuance in the ratio of two Equity Shares for every one Equity Share	-
October 4, 2010	2,294,440	10	Not applicable	Allotment pursuant to a scheme of amalgamation dated September 6, 2010 of the Hon'ble High Court of Delhi in relation to the amalgamation of India Terminal Connector Systems Limited and Sane Electricals Private Limited with our Company.	The benefits accrued include consolidation of businesses, maximize synergies, reduction of administrative cost and achieving operational and management efficiency.
January 20, 2015	9,600,000*	10	Not applicable	Allotment of 1,632,000 Equity Shares to Priyanka Aggarwal, 1,632,000 Equity Shares to Ritu Aggarwal, 3,216,000 Equity Shares to Shobha Aggarwal and 3,120,000 Equity Shares to Sudesh Kumari pursuant to an order dated November 18, 2014 of the Hon'ble High Court of Delhi in relation to the amalgamation of H.H. Auto Private Limited with our Company.	The benefits accrued include consolidation of businesses, maximize synergies, reduction of administrative cost and achieving operational and management efficiency.
June 10, 2024	7,36,02,000	10	Nil	Bonus issuance in the ratio of four Equity Shares for every one Equity Share	-

**Our Company allotted 80,000 preference shares of face value of ₹ 10 each on March 30, 2013 to H.H. Auto Private Limited. These preference shares were thereafter converted into Equity Shares pursuant to an order dated November 18, 2014 of the Hon'ble High Court of Delhi in relation to the scheme of amalgamation of H.H. Auto Private Limited with our Company. As on the date of this Draft Red Herring Prospectus, our Company has no outstanding preference shares.*

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Offer of Equity Shares pursuant to schemes of arrangement*

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

Date of allotment of Equity Shares	Total number of Equity Shares allotted	Details of allottees	Face value per Equity Share (in ₹)	Issue price per Equity Share (in ₹)	Nature of allotment	Nature of consideration	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital
October 4, 2010	2,294,440	Allotment of 16,000 Equity Shares to Viney Prakash Aggarwal (HUF), 225,190 Equity Shares to Anil Prakash Aggarwal, 16,000 Equity Shares to Anil Prakash (HUF), 212,590 Equity Shares to Viney Prakash, 333,644 Equity Shares to Brijesh Aggarwal, 117,675 Equity Shares to Rakesh Kumar, 148,590 Equity Shares to Shobha Aggarwal, 74,250 Equity Shares to Ritu Aggarwal, 219,240 Equity Shares to Sudesh Kumari, 74,430 Equity Shares to Master Deep Aggarwal, 331,051 Equity Shares to Master Akshya Aggarwal, 414,270 Equity Shares to Master Anant Aggarwal, and 111,510 Equity Shares to Priyanka Aggarwal pursuant to an order dated September 6, 2010 of the Hon'ble High Court of Delhi in relation to the scheme of amalgamation of India Terminal Connector Systems Limited and Sane Electricals Private Limited with our Company.	10	Not applicable	Allotment pursuant to a scheme of amalgamation dated September 6, 2010 of the Hon'ble High Court of Delhi in relation to the amalgamation of India Terminal Connector Systems Limited and Sane Electricals Private Limited with our Company.	Other than cash	7,225,990	72,259,900
January 20, 2015	9,600,000(1)	Allotment of 1,632,000 Equity Shares to Priyanka Aggarwal, 1,632,000 Equity Shares to Ritu Aggarwal, 3,216,000 Equity Shares to Shobha Aggarwal and 3,120,000 Equity Shares to Sudesh Kumari pursuant to an order dated November 18, 2014 of the Hon'ble High Court of Delhi in relation to the scheme of amalgamation of H.H. Auto Private Limited with our Company.(2)	10	Not applicable	Allotment pursuant to a scheme of amalgamation pursuant to an order dated November 18, 2014 of the Hon'ble High Court of Delhi in relation to the amalgamation of H.H. Auto Private Limited with our Company.*	Other than cash	22,100,000	221,000,000

[(1)] *Our Company allotted 80,000 preference shares of face value of ₹ 10 each on March 30, 2013 to H.H. Auto Private Limited. These preference shares were thereafter converted into Equity Shares pursuant to an order dated November 18, 2014 of the Hon'ble High Court of Delhi in relation to the scheme of amalgamation of H.H. Auto Private Limited with our Company. As on the date of this Draft Red Herring Prospectus, our Company has no outstanding preference shares.*

* *For details in relation to the scheme of amalgamation of H.H. Auto Private Limited with our Company, please refer to the section titled "History and Certain Corporate Matters" on page 232 of this DRHP.*

Equity Shares issued in the preceding one year below the Offer Price

Except as disclosed below, our Company has not issued any Equity Shares during a period of one year preceding the date of this Draft Red Herring Prospectus.

Name of allottees	Whether allottees are part of the promoter group	Date of allotment	Number of Equity Shares	Face value (in ₹)	Issue price per Equity Share (in ₹)	Reason for allotment
Allotment of 2,11,34,096 Equity Shares to Brijesh Aggarwal, 65,28,000 Equity Shares to Priyanka Aggarwal, 3,72,012 Equity Shares to Vansh Aggarwal, 2,80,000 Equity Shares to Brijesh Aggarwal HUF, 3,38,49,560 Equity Shares to VL-Auto Ancillary Private Limited, 84,94,252 Equity Shares to Rakesh Aggarwal, and 29,44,080 Equity Shares to Aren Capsules Private Limited	Yes	June 10, 2024	73,602,000	10	Nil	Bonus issuance in the ratio of four Equity Shares for every one Equity Share

Issue of Equity Shares under employee stock option schemes

As on the date of this Draft Red Herring Prospectus, our Company does not have an employee stock option plan.

History of the Equity Share capital held by our Promoters, members of our Promoter Group and Selling Shareholders

<u>Build-up of our Promoters' Equity shareholding in our Company</u>

As on the date of this Draft Red Herring Prospectus, our Promoters hold in aggregate 68,729,570 Equity Shares, constituting 74.70% of the issued, subscribed and paid-up Equity Share capital of our Company. The details regarding our Promoters' shareholding is set forth below.

The build-up of the Equity shareholding of our Promoters since incorporation of our Company is set forth below:

Date of allotment/ transfer	Nature of allotment	Number of Equity Shares allotted/ transferred	Nature of consideration	Face value per Equity Share (₹)	Issue price/ Transfer price per Equity Share (₹)	Percentage of the pre- Offer capital (%)	Percentage of the post-Offer capital (%)
Brijesh Aggarwal *(also a Selling Shareholder)*							
January 13, 1995	Further issue	1,000	Cash	10	10	Negligible	[●]
March 21, 1997	Transfer of Equity Shares from Anand Prakash Aggarwal	3,500	Cash	10	13	Negligible	[●]
March 21, 2005	Transfer of Equity Shares from Aggarwal Bros. Leasing & Financing (P) Limited	16,450	Cash	10	9.02	0.02	[●]
March 26, 2007	Bonus issue	41,900	Not applicable	10	Nil	0.05	[●]
August 20, 2007	Transfer of Equity Shares from Gian Parkash Aggarwal	39,099	Cash	10	3.33	0.04	[●]
August 20, 2007	Transfer of Equity Shares from Gian Parkash Aggarwal HUF	7,503	Cash	10	4.33	0.01	[●]
August 20, 2007	Transfer of Equity Shares from Archit Aggarwal	2,72,360	Cash	10	16.67	0.30	[●]
August 20, 2007	Transfer of Equity Shares from Archit Aggarwal	450	Cash	10	16.67	Negligible	[●]
September 1, 2007	Transfer of Equity Shares from Veena Devi	65,529	Cash	10	16.67	0.07	[●]
September 1, 2007	Transfer of jointly held Equity Shares from Laxmi Devi, Rakesh Aggarwal and Brijesh Kumar Aggarwal	15,003	Cash	10	6.67	0.02	[●]
October 4, 2010	Further issue	333,644	Cash	10	10.53	0.36	[●]
March 28, 2011	Further issue	713,549	Cash	10	10	0.78	[●]
October 29, 2014	Transfer of Equity Shares by way of gift from Saroj Devi	234,000	Not applicable	10	NA	0.25	[●]
October 29, 2014	Transfer of Equity Shares by way of gift from Ved Prakash HUF	54,000	Not applicable	10	NA	0.06	[●]
January 16, 2016	Transfer of Equity Shares by way of gift from Sudesh Kumari	580,000	Not applicable	10	NA	0.63	[●]
January 18, 2016	Transfer of Equity Shares from Akshay Aggarwal	264,010	Cash	10	101	0.29	[●]
March 19, 2020	Transfer of Equity Shares by way of gift from Sudesh Kumari	923,827	Not applicable	10	Nil	1.00	[●]
November 9, 2020	Transfer of Equity Shares by way of gift from Ritu Aggarwal	651,036	Not applicable	10	Nil	0.71	[●]
November 12, 2020	Transfer of Equity Shares by way of gift from Rakesh Kumar Aggarwal	226,837	Not applicable	10	Nil	0.25	[●]
November 11, 2020	Transfer of Equity Shares by way of gift from Rakesh Kumar Aggarwal	74,430	Not applicable	10	Nil	0.08	[●]

Date of allotment/ transfer	Nature of allotment	Number of Equity Shares allotted/ transferred	Nature of consideration	Face value per Equity Share (₹)	Issue price/ Transfer price per Equity Share (₹)	Percentage of the pre- Offer capital (%)	Percentage of the post-Offer capital (%)
November 23, 2020	Transfer of Equity Shares by way of gift from Viney Prakash Aggarwal	761,700	Not applicable	10	Nil	0.83	[●]
June 23, 2023	Transfer of Equity Shares from Synergy Metals Investments Holding Limited*	3,697	Cash	10	509.57	Negligible	[●]
June 10, 2024	Bonus issue	21,134,096	Not applicable	10	Nil	22.97	[●]
Sub-total (A)		**26,417,620**				**28.71**	**[●]**
VL-Auto Ancillary Auto Private Limited *(also a Selling Shareholder)*							
June 23, 2023	Transfer of Equity Shares from Synergy Metals Investments Holding Limited*	9,198,410	Cash	10	509.57	10.00	[●]
June 23, 2023	Transfer of Equity Shares to Aren Capsules Private Limited	(736,020)	Cash	10	509.57	(0.80)	[●]
June 10, 2024	Bonus issue	33,849,560	Not applicable	10	Nil	36.79	[●]
Sub-total (F)		**42,311,950**				**45.99**	**[●]**
Total (A+B)		**68,729,570**				**74.70**	**[●]**

* *Pursuant to shareholders resolution dated November 23, 2020, our Company reclassified the authorized share capital to ₹ 297,500,000 divided into 1,00,00,000 of Class A Equity Shares of face value of ₹10 each; 1,75,50,000 Class B Equity Shares of face value of ₹10 each and 22,00,000 Class C Equity Shares of ₹10 each, in accordance with applicable law. Our Company thereafter re-classified the authorized share capital pursuant to a shareholders' resolution dated June 23, 2023 to ₹ 29,75,00,000 divided into 2,97,50,000 Equity Shares of ₹10 each, ranking pari passu. For details, please see "History and Certain Corporate Matters - Amendments to our Memorandum of Association in the last 10 years" on page 233.*

Build-up of the members of our Promoter Group's shareholding in our Company

As on the date of this Draft Red Herring Prospectus, the members of our Promoter Group hold in aggregate 23,272,930 Equity Shares, constituting 25.30% of the issued, subscribed and paid-up Equity Share capital of our Company. The details regarding our Promoters' shareholding is set forth below.

The build-up of the Equity shareholding of the member of our Promoter Group since incorporation of our Company is set forth below:

Date of allotment/ transfer	Nature of allotment	Number of Equity Shares allotted/ transferred	Nature of consideration	Face value per Equity Share (₹)	Issue price/ Transfer price per Equity Share (₹)	Percentage of the pre- Offer capital (%)	Percentage of the post-Offer capital (%)
Aren Capsules Private Limited (also a Selling Shareholder)							
June 23, 2023	Transfer of Equity Shares from Viney Corporation Limited	736,020	Cash	10	509.57	0.80	[●]
June 10, 2024	Bonus issue	2,944,080	Not applicable	10	Nil	3.20	[●]
Total		**3,680,100**				**4.00**	**[●]**
Priyanka Aggarwal (also a Selling Shareholder)							
March 21, 2005	Transfer of Equity Shares from Aggarwal Bros. Leasing & Financing (P) Ltd.	20,000	Cash	10	9.01	0.02	[●]
March 26, 2007	Bonus issue	40,000	Not applicable	10	Nil	0.04	[●]

Date of allotment/ transfer	Nature of allotment	Number of Equity Shares allotted/ transferred	Nature of consideration	Face value per Equity Share (₹)	Issue price/ Transfer price per Equity Share (₹)	Percentage of the pre- Offer capital (%)	Percentage of the post-Offer capital (%)
October 4, 2010	Further issue	111,510	Cash	10	10.53	0.12	[●]
January 20, 2015	Bonus issue	1,632,000	Not applicable	10	Nil	1.77	[●]
January 16, 2016	Transfer of Equity Shares to Rakesh Kumar Aggarwal	(171,510)	Cash	10	10	(0.19)	[●]
June 10, 2024	Bonus issue	6,528,000	Not applicable	10	Nil	7.10	[●]
Total		**8,160,000**				**8.87**	
Rakesh Kumar Aggarwal (also a Selling Shareholder)							
January 13, 1995	Further issue	7,000	Cash	10	10	0.01	[●]
March 31, 2004	Further issue	100,000	Cash	10	50	0.11	[●]
March 26, 2007	Bonus issue	214,000	Not applicable	10	Nil	0.23	[●]
September 1, 2007	Transfer of jointly held Equity Shares by way of gift from Laxmi Devi, Rakesh Aggarwal and Brijesh Kumar Aggarwal	15,000	Not applicable	10	Nil	0.02	[●]
October 4, 2010	Further issue	117,675	Cash	10	11.95	0.13	[●]
November 28, 2011	Further issue	837,645	Cash	10	10	0.91	[●]
January 16, 2016	Transfer of Equity Shares from Anil Parkash Aggarwal	100,000	Cash	10	101	0.11	[●]
January 16, 2016	Transfer of Equity Shares from Ritu Aggarwal	250,000	Cash	10	101	0.27	[●]
January 16, 2016	Transfer of Equity Shares from Sudesh Kumari	100,000	Cash	10	101	0.11	[●]
January 16, 2016	Transfer of Equity Shares from Akshay Aggarwal	365,000	Cash	10	101	0.40	[●]
January 16, 2016	Transfer of Equity Shares from Priyanka Aggarwal	171,510	Cash	10	101	0.19	[●]
March 30, 2017	Transfer of Equity Shares by way of gift to Yukti Aggarwal	(50,000)	Not applicable	10	Nil	(0.05)	[●]
November 6, 2019	Transfer of Equity Shares to Deep Aggarwal	(43,000)	Cash	10	375	(0.05)	[●]
March 4, 2020	Transfer of Equity Shares to Elvee Finserve Private Limited	(60,000)	Cash	10	385	(0.07)	[●]
March 5, 2020	Transfer of Equity Shares to Ved Parkash HUF	(38,000)	Cash	10	385	(0.04)	[●]
March 9, 2020	Transfer of Equity Shares by way of gift to Yukti Aggarwal	(201,000)	Not applicable	10	Nil	(0.22)	[●]
March 9, 2020	Transfer of Equity Shares by way of gift to Rakesh Kumar HUF	(51,000)	Not applicable	10	Nil	(0.06)	[●]
March 19, 2020	Transfer of Equity Shares to Deep Aggarwal	(11,000)	Cash	10	385	(0.01)	[●]
March 19, 2020	Transfer of Equity Shares to Ved Parkash HUF	(20,000)	Cash	10	385	(0.02)	[●]

Date of allotment/ transfer	Nature of allotment	Number of Equity Shares allotted/ transferred	Nature of consideration	Face value per Equity Share (₹)	Issue price/ Transfer price per Equity Share (₹)	Percentage of the pre- Offer capital (%)	Percentage of the post-Offer capital (%)
September 28, 2020	Transfer of Equity Shares by way of gift from Deep Aggarwal	621,000	Not applicable	10	Nil	0.67	[●]
November 12, 2020	Transfer of Equity Shares by way of gift to Brijesh Aggarwal	(226,837)	Not applicable	10	Nil	(0.25)	[●]
November 11, 2020	Transfer of Equity Shares to Brijesh Aggarwal	(74,430)	Cash	10	353	(0.08)	[●]
June 10, 2024	Bonus issue	8,494,252	Not applicable	10	Nil	9.23	[●]
Total		**10,617,815**				**11.54**	
Vansh Aggarwal							
October 29, 2014	Transfer of Equity Shares by way of gift from Om Parkash Aggarwal	93,003	Not applicable	10	Nil	0.10	[●]
June 10, 2024	Bonus issue	372,012	Not applicable	10	Nil	0.40	[●]
Total		**465,015**				**0.50**	**[●]**
Brijesh Aggarwal HUF							
January 16, 2016	Transfer of Equity Shares from Anil Parkash Aggarwal	70,000	Cash	10	101	0.08	[●]
June 10, 2024	Bonus issue	280,000	Not applicable	10	Nil	0.30	[●]
Total		**350,000**				**0.38**	**[●]**
Rakesh Kumar HUF							
March 9, 2020	Transfer of Equity Shares by way of gift from Rakesh Kumar Aggarwal	51,000	Not applicable	10	Nil	(0.06)	[●]
September 30, 2020	Buy-back	(51,000)	Cash	10	353.18	(0.06)	[●]
Total		**Nil**				**Nil**	
Ved Parkash HUF							
March 5, 2020	Transfer of Equity Shares from Rakesh Kumar Aggarwal	38,000	Cash	10	385	0.04	[●]
March 19, 2020	Transfer of Equity Shares from Rakesh Kumar Aggarwal	20,000	Cash	10	385	0.02	[●]
November 24, 2020*	Transfer of Equity Shares to Synergy Metals Investments Holding Limited	(58,000)	Cash	10	353.18	(0.06)	[●]
Total		**Nil**				**Nil**	

**Pursuant to shareholders resolution dated November 23, 2020, our Company reclassified the authorized share capital to ₹ 297,500,000 divided into 1,00,00,000 of Class A Equity Shares of face value of ₹10 each; 1,75,50,000 Class B Equity Shares of face value of ₹10 each and 22,00,000 Class C Equity Shares of ₹10 each, in accordance with applicable law. Our Company thereafter re-classified the authorized share capital pursuant to a shareholders' resolution dated June 23, 2023 to ₹ 29,75,00,000 divided into 2,97,50,000 Equity Shares of ₹10 each, ranking pari passu. For details, please see "History and Certain Corporate Matters - Amendments to our Memorandum of Association in the last 10 years" on page 233.*

All the Equity Shares held by our Promoters were fully paid-up on the respective dates of allotment of such Equity Shares. As of the date of this Draft Red Herring Prospectus, 62,185,997 Equity Shares aggregating to 67.59% of the pre-offer paid-up capital of our Company, held by our Promoters and members of our Promoter Group have been pledged as a security out of which 58,505,897 Equity Shares aggregating to 63.59% of the pre-offer paid-up capital of our Company has been pledged with debenture trustee i.e., Vistra ITCL (India) Limited (*acting on behalf of Kotak Strategic Situations India Fund -II and Kotak Alternate Asset Managers Limited*) to secure certain debt obligations of our Company, Corporate Promoter and Viney Auto Ancillary Private Limited, Indian subsidiary of our Company pursuant to the share pledge agreement dated June 2, 2023 entered between our Corporate Promoter, Brijesh Aggarwal, Priyanka Aggarwal, Brijesh Aggarwal (acting on behalf of Vansh Aggarwal), Brijesh Aggarwal HUF, our Company and Vistra ITCL (India) Limited ("**Pledge Agreement**").

Sr. No.	**Name of the pledgor**	**Number of Equity Shares pledged**	**% of our paid-up Equity Share capital**
1.	Brijesh Aggarwal	7,218,932	7.85%^
2.	VL-Auto Ancillary Private Limited	42,311,950	45.99%
3.	Priyanka Aggarwal	8,160,000	8.87%
4.	Vansh Aggarwal	465,015	0.51%
5.	Brijesh Aggarwal HUF	350,000	0.38%
6.	Aren Capsules Private Limited	3,680,100 ^	4.00%

#Vistra ITCL (India) Limited has pursuant to its letter dated September 19, 2024, released the pledge on 19,198,688 Equity Shares aggregating to 20.87% of the paid-up capital of our Company held by Brijesh Aggarwal to ensure compliance with Regulation 14 of SEBI ICDR Regulations (minimum promoters' contribution).

^Pledged with Catalyst Trusteeship Limited pursuant the unattested pledge agreement dated October 25, 2023, between Aren Capsules Private Limited and Catalyst Trusteeship Limited.

The debenture trustee has further provided consent to release the pledge on the Equity Shares described above prior to filing of the Red Herring Prospectus, including those to be released for the Offer for Sale. Further, in the event the NCDs are outstanding after the completion of the Offer, on completion of lock-in period applicable to our Promoters in terms of Regulation 16 of the SEBI ICDR Regulations, our Promoters may also be required to re-create encumbrance on the Equity Shares continued to be held by them after listing of Equity Shares pursuant to the Offer, subject to compliance with applicable laws.

Details of Promoters' Contribution and Lock-in

In accordance with Regulation 14(1) and Regulation 16 of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Offer Equity Share capital of our Company held by our Promoters, shall be locked in for a period of eighteen months from the date of Allotment ("**Promoters' Contribution**") or any other date as may be specified by SEBI and the shareholding of our Promoters in excess of 20% of the fully diluted post-Offer Equity Share capital shall be locked in for a period of six months from the date of Allotment or any other date as may be specified by SEBI.

The details of the Equity Shares held by our Promoters, which shall be locked-in for a period of eighteen months from the date of Allotment are set forth below.

Name of the Promoter	**Number of Equity Shares locked-in(1)(2)**	**Date of allotment/ transfer of Equity Shares***	**Nature of transaction**	**Face value (₹)**	**Issue/ Acquisition price per Equity Share (₹)**	**Percentage of pre-Offer paid-up Equity Share capital**	**Percentage of post- Offer paid- up Equity Share Capital**
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]

Note: To be updated at Prospectus stage

* *Subject to finalisation of Basis of Allotment*

(1) *For a period of eighteen months from the date of Allotment in the Offer.*

(2) *All Equity Shares were fully paid-up at the time of allotment/acquisition.*

The Promoters have given consent to include such number of Equity Shares held by them as may constitute 20% of the fully diluted post-Offer Equity Share capital of our Company as the Promoters' Contribution. The Promoters' Contribution has been brought in to the extent of not less than the specified minimum lot and from the persons defined as "promoter" under the SEBI ICDR Regulations. Our Promoters have agreed not to dispose, sell, transfer, charge, pledge or otherwise encumber in any manner, the Promoters' Contribution from the date of filing this Draft Red Herring Prospectus, until the expiry of the lock-in period specified above, or for such other time as required under SEBI ICDR Regulations, except as may be permitted, in accordance with the SEBI ICDR Regulations.

Our Company undertakes that the Equity Shares that are being locked-in are not ineligible for computation of Promoters' contribution in terms of Regulation 15 of the SEBI ICDR Regulations. For details of the build-up of the share capital held by our Promoters, see "- *History of the Equity Share Capital held by our Promoters*" on page 83. In this connection, we confirm the following:

The Equity Shares offered for Promoters' contribution do not include Equity Shares acquired in the three immediately preceding years (a) for consideration other than cash and revaluation of assets or capitalisation of intangible assets was involved in such transaction; or (b) resulting from bonus issue by utilisation of revaluation reserves or unrealised profits of our Company or resulted from bonus issue against Equity Shares which are otherwise ineligible for computation of Promoters' contribution.

The Promoters' contribution does not include any Equity Shares acquired during the immediately preceding year at a price lower than the price at which the Equity Shares are being offered to the public in the Offer.

Our Company has not been formed by the conversion of a partnership firm or a limited liability partnership firm into a Company.

As on the date of this Draft Red Herring Prospectus, the Equity Shares forming part of Promoters' contribution are not subject to any pledge or any other form of encumbrances.

All the Equity Shares held by the Promoters are held in dematerialised form.

Other lock-in requirements:

In addition to 20% of the fully diluted post-Offer shareholding of our Company held by our Promoters and locked-in for eighteen months as specified above, in terms of Regulation 16(1)(b) and Regulation 17 of the SEBI ICDR Regulations, the entire pre-Offer Equity Share capital of our Company will be locked-in for a period of six months from the date of Allotment, except for (i) the Equity Shares sold pursuant to the Offer for Sale; and (iii) any Equity Shares held by a VCF or Category I AIF or Category II AIF or FVCI, as applicable, provided that such Equity Shares shall be locked in for a period of at least six months from the date of purchase by such shareholders. Further, any unsold portion of the Equity Shares offered pursuant to the Offer for Sale will be locked- in as required under the SEBI ICDR Regulations.

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.

In terms of Regulation 22 of the SEBI ICDR Regulations, the Equity Shares held by the Promoters, which are locked-in may be transferred to and amongst the members of the Promoter Group or to any new promoter or persons in control of our Company, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the Takeover Regulations, as applicable.

The Equity Shares held by the Promoters which are locked-in for a period of six months from the date of Allotment may be pledged only with scheduled commercial banks or public financial institutions or Systemically Important NBFCs, as collateral security for loans granted by such banks or public financial institutions or Systemically Important NBFCs or housing finance companies in terms of Regulation 21 of the SEBI ICDR Regulations.

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 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, the Equity Shares held by persons other than the Promoters and locked-in for a period of six months from the date of Allotment in the Offer 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 transferees for the remaining period and compliance with the Takeover Regulations.

Any unsubscribed portion of the Offered Shares would also be locked-in as required under the SEBI ICDR Regulations.

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

There shall be a lock-in of 90 days on 50% of the Equity Shares allotted to the Anchor Investors from the date of Allotment, and a lock-in of 30 days on the remaining 50% of the Equity Shares allotted to the Anchor Investors from the date of Allotment.

Shareholding Pattern of our Company

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

Category (I)	Category of shareholder (II)	Number of shareholders (III)	Number of fully paid-up Equity Shares held (IV)	Number of partly paid-up Equity Shares held (V)	Number of shares underlying Depository Receipts (VI)	Total number of shares held (VII) =(IV)+(V)+ (VI)	Shareholding as a % of total number of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			Number of shares underlying outstanding convertible securities (including warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of locked in shares (XII)		Number of Shares pledged or otherwise encumbered* (XIII)		Number of Equity Shares held in dematerialized form (XIV)
								Number of Voting Rights		Total as a % of (A+B+C)							
								Class: Equity Shares	Total				Number (a)	As a % of total Shares held (b)	Number (a)	As a % of total Shares held (b)	
(A)	Promoters and Promoter Group	7	92,002,500	-	-	92,002,500	100.00	92,002,500	92,002,500	100.00	-	-	-	-	62,185,997	67.59	92,002,500
(B)	Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C)	Non Promoter–s - Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	**7**	**92,002,500**	**-**	**-**	**92,002,500**	**100.00**	**92,002,500**	**92,002,500**	**100**	**-**	**-**	**-**	**-**	62,185,997	67.59	**92,002,500**

* *As of the date of this Draft Red Herring Prospectus, 62,185,997 Equity Shares aggregating to 67.59% of the pre-offer paid-up capital of our Company, held by our Promoters and members of our Promoter Group have been pledged as a security out of which 58,505,897 Equity Shares aggregating to 63.59% of the pre-offer paid-up capital of our Company has been pledged with debenture trustee i.e., Vistra ITCL (India) Limited (acting on behalf of Kotak Strategic Situations India Fund -II and Kotak Alternate Asset Managers Limited) to secure certain debt obligations of our Company, Corporate Promoter and Viney Auto Ancillary Private Limited, Indian subsidiary of our Company pursuant to the Pledge Agreement. Vistra ITCL (India) Limited has released the pledge over 19,198,688 Equity Shares by way of their letter*

dated September 19, 2024, for the purpose of minimum promoters' contribution. The debenture trustee has further provided consent to release the pledge on the Equity Shares described above prior to filing of the Red Herring Prospectus, including those to be released for the Offer for Sale. For risks in relation to the same, see "Risk Factors- Our Promoters and certain members of our Promoter Group have pledged some of the Equity Shares held by them in favour of Vistra ITCL (India) Limited, in its capacity as a debenture trustee for the benefit of the debenture holders, as a security for the non-convertible debentures issued by our Company, Corporate Promoter and Viney Auto Ancillary Private Limited. Any invocation of such pledge could dilute the aggregate shareholding of our Promoters and such members of our Promoter Group, which may cause a change in control of our Company and trigger an open offer requirement under the Takeover Regulations" on page 42.

[*The remainder of this page has been left blank intentionally*

Details of equity shareholding of the major shareholders of our Company:

Set forth below is a list of shareholders holding 1% or more of the issued and paid-up Equity Share capital of our Company, as on the date of this Draft Red Herring Prospectus:

S. No.	Name of the Shareholder	Number of Equity Shares held	Percentage of the pre- Offer Equity Share capital (%)
1.	Brijesh Kumar Aggarwal	26,417,620	28.71
2.	Priyanka Aggarwal	8,160,000	8.87
3.	VL-Auto Ancillary Private Limited	42,311,950	45.99
4.	Rakesh Aggarwal	10,617,815	11.54
5.	Aren Capsules Private Limited	3,680,100	4.00
	Total	**91,187,485**	**99.11**

Set forth below is a list of shareholders holding 1% or more of the issued and paid-up Equity 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	Number of Equity Shares held	Percentage of the pre- Offer Equity Share capital (%)
1.	Brijesh Kumar Aggarwal	26,417,620	28.71
2.	Priyanka Aggarwal	8,160,000	8.87
3.	VL-Auto Ancillary Private Limited	42,311,950	45.99
4.	Rakesh Aggarwal	10,617,815	11.54
5.	Aren Capsules Private Limited	3,680,100	4.00
	Total	**91,187,485**	**99.11**

Set forth below is a list of shareholders holding 1% or more of the issued and paid-up Equity 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	Number of Equity Shares held	Percentage of the pre- Offer Equity Share capital (%)
1.	Brijesh Kumar Aggarwal	5,283,524	28.71
2.	Priyanka Aggarwal	1,632,000	8.87
3.	VL-Auto Ancillary Private Limited	8,462,390	45.99
4.	Rakesh Aggarwal	2,123,563	11.54
5.	Aren Capsules Private Limited	736,020	4.00
	Total	**1,82,37,497**	**99.11**

Set forth below is a list of shareholders holding 1% or more of the issued and paid-up Equity 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	Number of Equity Shares held	Percentage of the pre- Offer Equity Share capital (%)
1.	Brijesh Aggarwal	5,279,827	28.69
2.	Priyanka Aggarwal	1,632,000	8.87
3.	Rakesh Aggarwal	2,123,563	11.54
4.	Synergy Metals Investments Holding Limited	9,202,107	50.01
	Total	**18,237,497**	**99.11**

Details of Equity Shares held by our Directors, Key Managerial Personnel, Senior Management, Promoters, directors of our Corporate Promoter and members of our Promoter Group

Except as disclosed below, our Directors, Key Managerial Personnel, Senior Management, Promoters, directors of our Corporate Promoter and members of our Promoter Group do not hold any Equity Shares:

S. No.	Name of the Shareholder	Pre-Offer Number of Equity Shares*	Percentage of the pre-Offer Equity Share capital (%)	Post-Offer Number of Equity Shares	Percentage of the post-Offer of Equity Share capital (%)
Directors					
1.	Brijesh Aggarwal	26,417,620	28.71	[●]	[●]
Promoters					
1.	Brijesh Aggarwal	26,417,620	28.71	[●]	[●]
2.	VL-Auto Ancillary Private Limited	42,311,950	45.99	[●]	[●]

S. No.	Name of the Shareholder	Pre-Offer Number of Equity Shares*	Percentage of the pre-Offer Equity Share capital (%)	Post-Offer Number of Equity Shares	Percentage of the post-Offer of Equity Share capital (%)
Directors of our Corporate Promoter					
1.	Brijesh Aggarwal	26,417,620	28.71	[●]	[●]
2.	Priyanka Aggarwal	8,160,000	8.87	[●]	[●]
Promoter Group					
1.	Priyanka Aggarwal	8,160,000	8.87	[●]	[●]
2.	Vansh Aggarwal	465,015	0.51	[●]	[●]
3.	Brijesh Aggarwal HUF	350,000	0.38	[●]	[●]
4.	Rakesh Aggarwal	10,617,815	11.54	[●]	[●]
5.	Aren Capsules Private Limited	3,680,100	4.00	[●]	[●]

* *As of the date of this Draft Red Herring Prospectus, 62,185,997 Equity Shares aggregating to 67.59% of the pre-offer paid-up capital of our Company, held by our Promoters and members of our Promoter Group have been pledged as a security out of which 58,505,897 Equity Shares aggregating to 63.59% of the pre-offer paid-up capital of our Company has been pledged with debenture trustee i.e., Vistra ITCL (India) Limited (acting on behalf of Kotak Strategic Situations India Fund -II and Kotak Alternate Asset Managers Limited).*
^ Pledged with Catalyst Trusteeship Limited pursuant the unattested pledge agreement dated October 25, 2023, between Aren Capsules Private Limited and Catalyst Trusteeship Limited.

Our Company presently does not intend or propose to alter its capital structure for a period of six months from the Bid/Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares or 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 shares or on a rights basis or by way of further public issue of Equity Shares or otherwise.

As on the date of filing of this Draft Red Herring Prospectus, the total number of shareholders of our Company is 7.

None of our Promoters, members of our Promoter Group, or the Directors of our Company or any of 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.

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

Except as disclosed under "*Capital Structure – History of our Equity Share Capital*" on page 83, neither our Company, nor any of our Directors have entered into any buy-back arrangements for purchase of Equity Shares from any person. Further, the BRLMs have not made any buy-back arrangements for purchase of Equity Shares from any person.

As on the date of this Draft Red Herring Prospectus, the BRLMs and their associates (determined as per the definition of 'associate company' under the Companies Act, 2013 and as per definition of the term 'associate' under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) do not hold any Equity Shares of our Company. 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.

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

There are no outstanding warrants, options or rights to convert debentures, loans or other instruments into, or which would entitle any person any option to receive Equity Shares as on the date of this Draft Red Herring Prospectus.

Any oversubscription to the extent of 1% of the Offer size can be retained for the purposes of rounding off to the nearest multiple of minimum allotment lot while finalizing the Basis of Allotment.

Our Promoters and members of our Promoter Group shall not participate in the Offer, except by way of participation as Selling Shareholders and will not submit bids, as applicable, in the Offer for Sale.

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 this Draft Red Herring Prospectus with the SEBI until the Equity Shares have been listed on the Stock Exchanges, or all application monies have been refunded, as the case may be.

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

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

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

OBJECTS OF THE OFFER

The Offer comprises a Fresh Issue by our Company and Offer for Sale by the Selling Shareholders.

Offer for Sale

The Selling Shareholders have, severally and not jointly, confirmed and approved their participation in the Offer for Sale as set out below:

Name of the Selling Shareholder	Maximum number of Equity Shares offered in the Offer for Sale	Date of board resolution/authorization	Date of consent letter
VL-Auto Ancillary Private Limited	Up to 11,006,397 Equity Shares of face value ₹ 10 each aggregating up to ₹ **[●]** million	September 24, 2024	September 25, 2024
Brijesh Aggarwal	Up to 5,283,524 Equity Shares of face value ₹ 10 each aggregating up to ₹ **[●]** million	Not applicable	September 25, 2024
Priyanka Aggarwal	Up to 1,632,000 Equity Shares of face value ₹ 10 each aggregating up to ₹ **[●]** million	Not applicable	September 25, 2024
Aren Capsules Private Limited	Up to 1,458,097 Equity Shares of face value ₹ 10 each aggregating up to ₹ **[●]** million	September 24, 2024	September 25, 2024
Rakesh Kumar Aggarwal	Up to 2,833,834 Equity Shares of face value ₹ 10 each aggregating up to ₹ [●] million	Not applicable	September 25, 2024

The Selling Shareholders will be entitled to their respective portion of the proceeds of the Offer for Sale after deducting their respective proportion of Offer related expenses and relevant taxes thereon. Our Company will not receive any proceeds from the Offer for Sale and the proceeds received from the Offer for Sale will not form part of the Net Proceeds. Further, none of the objects for which the Net Proceeds will be utilised have been appraised by any agency or financial institution. For further details, see "– *Offer Expenses*" on page 104.

The Fresh Issue

Net Proceeds

After deducting the Offer related expenses from the Gross Proceeds, we estimate the net proceeds of the Fresh Issue to be ₹ 1,500 million ("**Net Proceeds**"). The details of the proceeds from the Fresh Issue are summarised in the following table:

Particulars	Estimated amount (₹ in million)
Gross Proceeds of the Fresh Issue	1,500**
(Less) Offer related expenses in relation to the Fresh Issue(1)#	[●]
Net Proceeds(1)	[●]

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

** *Subject to full subscription being received in the Fresh Issue*

For details with respect to sharing of fees and expenses amongst our Company and the Selling Shareholders in relation to the Offer, please see the section entitled, "- Offer Expenses" on page 104.

Requirement of funds

Our Company proposes to utilise the Net Proceeds towards funding of the following objects:

1. Re-payment and/or pre-payment, in full or in part, of certain borrowings availed by our Company; and

2. General corporate purposes.

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

The main objects and objects incidental and ancillary to the main objects set out in the Memorandum of Association enable us (i) to undertake our existing business activities; (ii) to undertake the activities proposed to be funded from the Net Proceeds; and (iii) to undertake the activates towards which the loans proposed to be repaid and/or pre-paid from the Net Proceeds were utilised. Further, our Company expects to receive benefits of listing of the Equity Shares, including to enhance our visibility and our brand image among our existing and potential customers.

Utilisation of Net Proceeds

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

Particulars	Amount (₹ in million)
Re-payment and/or pre-payment, in full or in part, of certain borrowings availed by our Company	1,225.21

Particulars	Amount (₹ in million)
General corporate purposes[(1)]	[●]
Total	[●]

[(1)] *To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds. To be determined upon finalisation of the Offer 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	Estimated Amount to be funded from the Net Proceeds	Estimated deployment of the Net Proceeds	
		Fiscal 2025	Fiscal 2026
Re-payment or pre-payment, in full or in part, of certain borrowings availed by our Company	1,225.21	1,225.21	-
General corporate purposes[(1)]	[●]	[●]	[●]
Total	[●]	[●]	[●]

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

The fund requirements, the proposed deployment of funds and the intended use of the Net Proceeds as described herein are based on our current business plan, management estimates, prevailing market conditions, other commercial and technical factors. However, such fund requirements and deployment of funds have not been appraised by any external/ independent agency or any bank or financial institution. We may have to revise our funding requirements and deployment on account of a variety of factors such as our financial condition, business and strategy, competition, variation in cost estimates on account of factors, including changes in design or configuration of the project, incremental pre-operative expenses and other external factors such as changes in the business environment, market conditions and interest or exchange rate fluctuations, which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and deployment, including the expenditure for a particular purpose at the discretion of our management, subject to compliance with applicable laws. Our historical expenditure may not be reflective of our future expenditure plans. For details on risks involved, please see the section entitled "*Risk Factors - Our ability to pay dividends in the future will depend on our earnings, financial condition, working capital requirements, capital expenditures and restrictive covenants of our financing arrangements.*" on page 63.

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, the same shall be utilised in the next fiscal year, as may be determined by our Company, in accordance with applicable laws. If the actual utilisation towards any of the Objects is lower than the proposed deployment such balance will be used towards 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 in accordance with the SEBI ICDR Regulations.

Means of finance

The Objects set out above are proposed to be funded from the Net Proceeds and our internal accruals. Accordingly, we confirm that there is no requirement for us to make firm arrangements of finance, under the SEBI ICDR Regulations, through verifiable means towards at least 75% of the stated means of finance, excluding the Net Proceeds or through existing identifiable internal accruals.

Details of the Objects

I. Re-payment and/or pre-payment, in full or in part, of certain borrowings availed by our Company

Our Company has entered into various financial arrangements with banks, financial institutions and other entities. The loan facilities entered into by our Company include borrowings in the form of, *inter alia*, term loans and working capital facilities. For further details, see *"Financial Indebtedness"* beginning on page 352. As on July 31, 2024, the aggregate outstanding borrowings of our Company is ₹ 5,766.85 million.

Our Company proposes to utilise an estimated amount of ₹ 1,225.21 million from the Net Proceeds towards repayment/ prepayment, of all or a portion of certain borrowings availed by our Company. We believe that the repayment/ prepayment, will help reduce our outstanding indebtedness, assist us in maintaining debt-equity ratio and enable utilisation of some additional amount from our internal accruals for further investment in business growth and expansion. In addition, we believe that since our debt-equity ratio will improve, it will enable us to raise further resources at competitive rates and additional funds

/ capital in the future to fund potential business development opportunities and plans to grow and expand our business in the future. Our Company may choose to repay/ prepay certain borrowings availed by our Company, other than those identified in the table below, which may include additional borrowings availed after the filing of this Draft Red Herring Prospectus. Given the nature of these borrowings and the terms of repayment/prepayment, the aggregate outstanding borrowing amounts may vary from time to time. Further, the amounts outstanding under these borrowings as well as the sanctioned limits are dependent on several factors and may vary with our business cycle with multiple intermediate repayments, drawdowns and enhancement of sanctioned limits. However, the aggregate amount to be utilised from the Net Proceeds towards repayment/ prepayment of certain borrowings, in part or in full, would not exceed ₹ 1,225.21 million.

Name of Bank/ Financial institution	Nature of borrowing[&]	Date of sanction of loan[$]	Amount sanctioned as on July 31, 2024 (₹ in million)	Principal loan amount outstanding as on July 31, 2024 (₹ in million)	Interest rate (% per annum) as on July 31, 2024	Tenor/ Repayment schedule	Purpose for which disbursed loan amount was utilised*	Prepayment penalty/ conditions
Axis Bank	Cash Credit	November 29, 2023	600.00	384.37	Repo + 2.5%	Payable on demand	For working capital requirements	Nil
	Working capital demand loan			200.00				
HDFC Bank	Overdraft	September 12, 2022	300.00	20.84	Marginal cost of funds based lending rate (MCLR) plus applicable margin	Payable on demand	For working capital requirements	Nil
	Working capital demand loan			210.00				
IndusInd Bank	Working capital demand loan	March 17, 2023[@]	300.00	210.00	Marginal cost of funds based lending rate (MCLR) plus applicable margin	Payable on demand	For working capital requirements	Nil
	Overdraft			0.05				
Vistra ITCL (India) Limited	Non-convertible debentures (Originally Unrated unlisted secured redeemable optionally – convertible debentures	Debenture Trust Deed dated June 22, 2023 read with first amendment to Debenture Trust Deed dated March 24, 2024 and second amendment to Debenture Trust Deed dated September 9, 2024[**]	200.00	200.00[***]	19.00% p.a.	Repayable within 42 months from date of allotment^	Primary Capital requirements	Nil

* *In accordance with Clause 9(A)(2)(b) of Part A of Schedule I of the SEBI ICDR Regulations, which requires a certificate from the statutory auditor, certifying the utilization of loan for the purposes availed, our Company has obtained the requisite certificate from our Statutory Auditors by way of their certificate dated September 30, 2024.*

[#] *Axis Capital Limited is appointed as the Book Running Lead Manager to the Offer and is related to Axis Bank Limited. However, on account of this relationship, Axis Capital Limited does not qualify as associate of our Company in terms of Regulations 21(A)(1) of the SEBI Merchant Bankers Regulations and read with Regulation 23(3) of the SEBI ICDR Regulations. Further, the loan sanctioned by Axis Bank Limited to our Company, is part of their ordinary course of lending business. Accordingly, we do not believe that there is any conflict of interest in terms of the SEBI Merchant Bankers Regulations or any other applicable SEBI regulations. For further details, see "Risk Factors – A portion of the Net Proceeds is proposed to be utilised for repayment and / or pre-payment, in full or in part, of a loan availed by our Company from Axis Bank Limited, which is an affiliate of Axis Capital Limited, one of the Book Running Lead Manager to the Offer" on page 56.*

** *Pursuant to a debenture trust deed dated June 22, 2023 ("**DTD**"), the Company issued 200 unrated, unlisted, secured, redeemable optionally-convertible debentures, each having a face value of ₹ 1 million, on a private placement basis in accordance with Companies Act, 2013 ("**OCDs**"). Subsequently, the nature of these OCDs were changed to unrated, unlisted, secured, redeemable non-convertible debentures and all rights in connection with conversion of the OCDs were extinguished retrospectively w.e.f., June 22, 2023 ("**NCDs**"), pursuant an amendment to the DTD dated September 9, 2024.*

*** *The outstanding amount does not include any accrued interest*

^ *The debenture holder shall have a right to require the Company to repay the amount due and outstanding in relation to the said debentures at any time after 24 months from date of allotment i.e. a lock in of 24 months for repayment of the debentures other that an exit event.*

$ *Includes all sanction letters issued to the Company by the lender for the respective sanctioned amounts*

@ *addendum have been made to sanction letter on 10 September 2024 however, there is no change in cash credit facility*

& *Cash credit and working capital demand loan both are interchangeable within overall limit sanction by the bank*

Note: The standalone financial statements of our Company for the year ended March 31, 2024, March 31, 2023 and March 31, 2022 has been audited by Walker Chandiok & Co LLP, Chartered Accountants

We believe that such re-payment or pre-payment, in full or in part, will help reduce our outstanding indebtedness and our debt-equity ratio and enable utilization of our internal accruals for further investment in business growth and expansion in new projects. In addition, we believe that the strength of our balance sheet and our leverage capacity will further improve, which shall enable us to raise further capital in the future at competitive rates to fund potential business development opportunities and plans to grow and expand our business in the coming years.

Given the nature of these borrowings and the terms of repayment or prepayment, 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, or prepay, some of their existing borrowings prior to Allotment. Accordingly, we may utilise the Net Proceeds for full or partial re-payment or pre-payment of any such refinanced facilities, or full or partial prepayment, or repayment of any additional facilities obtained by our Company. However, the aggregate amount to be utilised from the Net Proceeds towards re-payment or pre-payment of borrowings (including refinanced or additional facilities availed, if any), in part or full, would not exceed ₹ 1,225.21 million. In the event our Board deems appropriate, the amount allocated for estimated schedule of deployment of Net Proceeds in a particular fiscal may be re-paid or pre-paid, in part or full, by our Company in the subsequent fiscal. For further details regarding the terms of the loans which are proposed to be repaid by our Company, please see the section entitled "*Financial Indebtedness*" on page 352.

For the purposes of the Offer, our Company has obtained necessary consents and notified the relevant lenders, respectively, as is required under the relevant facility documentation. Further, to the extent our Company may be subject to the levy of prepayment penalties or premiums and other related costs, 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 such penalty or premium and other related costs shall be made from the Net Proceeds. If the Net Proceeds are insufficient to the extent required for making payments for such prepayment penalties or premiums, such excessive amount shall be met from our internal accruals. There have been no instances of delay, default, rescheduling, restructuring or evergreening of outstanding borrowings as detailed in table which are proposed to be repaid or prepaid by our Company from Net Proceeds.

II. General corporate purposes

Our Company proposes to deploy the balance Net Proceeds aggregating to ₹ [●] million towards general corporate purposes, subject to such amount not exceeding 25% of the Gross Proceeds, in compliance with the SEBI ICDR Regulations. The general corporate purposes for which our Company proposes to utilise Net Proceeds include strategic initiatives, funding growth opportunities, expansion initiatives and meeting exigencies, brand building, and meeting expenses incurred by our Company in the ordinary course of business, as may be applicable.

In addition to the above, our Company may utilise the Net Proceeds towards other expenditure considered expedient and as approved periodically by our Board, subject to compliance with necessary provisions of the Companies Act. The quantum of utilisation of funds towards each of the above purposes will be determined by our Board, based on the amount actually available under this head and the business requirements of our Company, from time to time. Our Company's management shall have flexibility in utilising surplus amounts, if any.

Offer Expenses

The total expenses of the Offer are estimated to be approximately ₹ [●] million.

The Offer related expenses primarily include fees payable to the BRLMs and legal counsels, fees payable to the Auditors, brokerage and selling commission, underwriting commission, commission payable to Registered Brokers, RTAs, CDPs, SCSBs' fees, Sponsor Banks' fees, Registrar's fees, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges.

Other than (i) the listing fees which shall be solely borne by the Company; and (ii) fees for counsel to the Selling Shareholders, if any, which shall be solely borne by the respective Selling Shareholders; all costs, fees and expenses with respect to the Offer shall be shared by the Selling Shareholders, on a *pro rata* basis, in proportion to the number of Equity Shares offered and sold by each of the Selling Shareholders through the Offer for Sale. All the expenses relating to the Offer shall be paid by the Company in the first instance. For all such payments that shall be made by the Company on behalf of the Selling Shareholders, including fees for counsel to the Selling Shareholders (in accordance with the appointment or engagement letter or memoranda of understanding or agreements with such entities), each of the Selling Shareholders agree that it shall, upon successful completion of the Offer, reimburse the Company, on a *pro rata* basis, in proportion to its respective portion of the Offered Shares, for any expenses incurred by the Company on behalf of such Selling Shareholder. The break-down for the estimated Offer expenses are set forth below:

Activity	**Estimated expenses# (in ₹ million)**	**As a % of the total estimated Offer expenses**	**As a % of the total Offer size**
BRLMs' fees and commissions (including underwriting commission)	[●]	[●]	[●]
Commission/processing fee for SCSBs, Sponsor Bank and Bankers to the Offer. Brokerage, underwriting commission and selling commission and bidding/uploading charges for members of the Syndicate, Registered Brokers, RTAs and CDPs	[●]	[●]	[●]
Fees payable to the Registrar to the Offer	[●]	[●]	[●]
Others	[●]	[●]	[●]
(i) Listing fees, SEBI filing fees, upload fees, Stock Exchanges processing fees, book building software fees and other regulatory expenses	[●]	[●]	[●]
(ii) Printing and stationery expenses	[●]	[●]	[●]
(iii) Advertising and marketing expenses	[●]	[●]	[●]
(iv) Fees payable to legal counsel	[●]	[●]	[●]
(v) Fees payable to the Monitoring Agency	[●]	[●]	[●]
(vi) Miscellaneous	[●]	[●]	[●]
Total estimated Offer expenses	[●]	[●]	[●]

Amounts will be finalised and incorporated in the Prospectus on determination of Offer Price.

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

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

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

Selling Commission payable to the SCSBs will be determined on the basis of the bidding terminal ID as captured in the bid book of BSE or NSE.

(2) No processing fees shall be payable by our Company to the SCSBs on the Bid cum Applications Forms directly procured by them.

Processing fees payable to the SCSBs on the portion for Non-Institutional Bidders which are procured by the members of the Syndicate/sub-Syndicate/Registered Broker/RTAs/ CDPs and submitted to SCSB (including 3-in-1 type accounts – linked online trading, demat and bank account) for blocking, would be as follows:

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

* *The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such SCSBs provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and such payment of processing fees to the SCSBs shall be made in compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022. Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price*

(3) The Processing fees for applications made by Retail Individual Bidders using the UPI Mechanism would be as follows:

• *Members of the Syndicate / RTAs / CDPs / Registered Brokers*	*₹ [●] per valid Application (plus applicable taxes)*
• *Sponsor Bank*	*₹ [●] per valid Bid cum Application Form* (plus applicable taxes) The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NCPI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement and other applicable laws*

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

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

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

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

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

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

Uploading charges payable to members of the Syndicate (including their sub-Syndicate Members), RTAs and CDPs on the applications made by Retail Individual Bidders using 3-in-1 accounts and Non-Institutional Bidders which are procured by them and submitted to SCSB for blocking or using 3-in-1 accounts, would be as follows: ₹ [●] plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members), RTAs and CDPs.
The selling commission and bidding charges payable to Registered Brokers, the RTAs and CDPs will be determined on the basis of the bidding terminal ID as captured in the bid book of BSE or NSE.

Processing fees payable to the SCSBs for Bid cum Application Forms which are procured by the Registered Brokers / RTAs / CDPs and submitted to the SCSB for blocking shall be ₹ [●] per valid Bid cum Application Form (plus applicable taxes). The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular no. SEBI/HO/CFD/DIL2/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).

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

Interim use of Net Proceeds

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

Appraising entity

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

Bridge financing facilities

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

Monitoring of utilisation of funds

In terms of Regulation 41 of the SEBI ICDR Regulations, our Company will appoint a monitoring agency to monitor the utilisation of the Gross Proceeds, prior to filing of the Red Herring Prospectus with the RoC. Our Audit Committee and the Monitoring Agency will monitor the utilisation 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 Net Proceeds have been utilised in full. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay. Our Company will disclose the utilisation of the Net Proceeds, including interim use under a separate head in its balance sheet for such Fiscal 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 Net Proceeds have been utilised, till the time any part of the Fresh Issue proceeds remains unutilised. Our Company will also, in its balance sheet for the applicable Fiscal periods, provide details, if any, in relation to all such Net Proceeds that have not been utilised, if any, of such currently unutilised Net Proceeds.

Pursuant to Regulation 18(3) and Regulation 32(3) of the SEBI Listing Regulations, our Company shall on a quarterly basis disclose to the Audit Committee the uses and application of the Gross Proceeds. The Audit Committee shall make recommendations to our Board for further action, if appropriate. Our Company shall, on an annual basis, prepare a statement of funds utilised for purposes other than those stated in this Draft Red Herring Prospectus and place it before our Audit Committee. Such disclosure shall be made only until such time that all the Net Proceeds have been utilised in full. The statement shall be certified by the statutory auditor(s) and such certification shall be provided to the Monitoring Agency. Further, in accordance with Regulation 32 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 utilisation of the Net Proceeds from the Objects of the Offer as stated above; and (ii) details of variations in the utilisation of the Net Proceeds from the Objects of the Offer as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results and explanation for such variation (if any) will be included in our Directors' report, after placing the same before the Audit Committee. Further, our Company shall, on a quarterly basis, include the deployment of Net Proceeds under various heads, as applicable, in the notes to our quarterly results. Our Company will indicate investments, if any, of unutilised Net Proceeds in the balance sheet of our Company for the relevant fiscals subsequent to receipt of listing and trading approvals from the Stock Exchanges. .

Variation in Objects

In accordance with Sections 13(8) and 27 of the Companies Act and applicable rules, our Company shall not vary the objects of the Offer without our Company being authorised to do so by the Shareholders by way of a special resolution through postal ballot, video conferencing or other audio visual means in terms of General Circular 14/2020 dated April 8, 2020 issued by MCA read with amendments thereto. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the "**Notice**") shall specify the prescribed details, including justification for such variation and be published and placed on website of our Company, in accordance with the Companies Act, 2013, read with relevant rules.

The Notice shall simultaneously be published in the newspapers, one in English and one in the vernacular language of the jurisdiction where our Registered and Corporate Office is situated. Pursuant to Section 13(8) of the Companies Act, 2013, our Promoters or controlling Shareholders will be required to provide an exit opportunity to the Shareholders who do not agree to such proposal to vary the objects, subject to the provisions of the Companies Act, 2013 and in accordance with such terms and conditions, including in respect of pricing of the Equity Shares, in accordance with our Articles of Association, the Companies Act, 2013 and the SEBI ICDR Regulations.

Other confirmations

Except to the extent of the proceeds received pursuant to the Offer for Sale, none of our Promoters, Directors, KMPs, Senior Management, members of the Promoter Group or Group Companies will receive any portion of the Offer Proceeds and there are no material existing or anticipated transactions in relation to utilization of the Net Proceeds with our Promoters, Directors, KMPs, Senior Management, Promoter Group or Group Companies.

Further, pursuant to the Offer, the Net Proceeds received by our Company shall only be utilised for the Objects and none of our Promoters, members of the Promoter Group, Group Companies, or Associate, as applicable, shall receive a part of or whole Net Proceeds directly or indirectly.

BASIS FOR OFFER PRICE

The Price Band and the Offer Price will be determined by our Company, in consultation with the BRLMs, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and the quantitative and qualitative factors as described below and is justified in view of these parameters. The face value of the Equity Shares is ₹10 each and the Floor Price is [●] times the face value of the Equity Shares and the Cap Price is [●] times the face value of the Equity Shares.

Investors should also refer to "*Risk Factors*", "*Our Business*", "*Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 31, 208, 264 and 354, respectively, to have an informed view before making an investment decision.

Qualitative factors

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

- One of the leading manufacturer, supplier and exporter of automotive components with a diverse range of products;
- Strong and long-term customer relationships with cross selling opportunities and increased global presence;
- Segment agnostic business model with ability to adapt and innovate through R&D;
- Backward integrated operations driving cost efficiencies;
- Track record of consistent revenue growth; and
- Experienced board of directors and management team.

For further details, see *"Risk Factors"* and *"Our Business"* on pages 31 and 208, respectively.

Quantitative factors

Some of the information presented below relating to our Company is derived from the Restated Consolidated Financial Information. For further details, see "*Restated Consolidated Financial Information*" on page 264.

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

1. **Basic and diluted Earnings per Share ("EPS") at face value of ₹10 each, as adjusted for changes in capital:**

Financial Year/Period	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight*
March 31, 2024	3.03	3.03	1.00
March 31, 2023	(4.08)	(4.08)	1.00
March 31, 2022	3.66	3.66	1.00
Weighted Average	0.87	0.87	3.00

Notes:
1.
Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the parent by the weighted average number of Equity shares outstanding during the respective Year.
2. Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the parent by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.
* *Same weight is given to each year as the weighted average number of equity shares are same in all the years.*
3.Our Company has adjusted earning per share (basic and diluted) after taking the impact of issue of bonus shares issued subsequent to March 2024.

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

Particulars	P/E at the lower end of Price Band (no. of times)	P/E at the higher end of Price band (no. of times)
Based on basic EPS as per the Restated Financial Statements for the financial year ended March 31, 2024	The details shall be provided post the fixing of the price band by the Company at the stage of the red herring prospectus or the filing of the price band advertisement	
Based on diluted EPS as per the Restated Financial Statements for the financial year ended March 31, 2024		

Industry P/ E ratio

Particulars	P/E ratio
Highest	66.91
Lowest	16.33
Average	46.96

Notes:

1. The industry high and low has been considered from the industry peer set provided later in this section. The industry composite has been calculated as the arithmetic average P / E of the industry peer set disclosed in this section. For further details, see "– Comparison of Accounting Ratios with Listed Industry Peers" on page 109.

2. The industry P / E ratio mentioned above is for the financial year ended March 31, 2024. P / E Ratio has been computed based on the closing market price of equity shares on BSE on September 12, 2024 divided by the Diluted EPS for the year ended March 31, 2024.

3. All the financial information for listed industry peers mentioned above is sourced from the audited financial statements of the relevant companies for Fiscal 2024, as available on the websites of the Stock Exchanges.

3. **Average Return on Net Worth ("RoNW")**

Financial Year	RoNW (%)	Weight**
March 31, 2024	6.60%	1.00
March 31, 2023	(9.39)%	1.00
March 31, 2022	7.55%	1.00
Weighted Average	1.59%	3.00

Notes:

1. Return on Net Worth (%) = RoNW is computed as net profit after tax divided by total net worth as at respective year end.

2. Net worth = Equity attributable to the equity shareholders of the parent less capital redemption reserves/ capital reserve and Revaluation Reserve

***Same weight is given to each year as the weighted average number of equity shares are same in all the years*

4. **Net Asset Value ("NAV") per Equity Share (face value of ₹10 each)**

1. Net asset value per Equity Share of our Company as on March 31, 2024, March 31, 2023 and March 31, 2022 as per the Restated Consolidated Financial Statements was 229.64, 216.98 and 242.63(I).

2. After the Offer as per the Restated Consolidated Financial Statements:

a. At the Floor Price: These details shall be provided once the floor price is determined

b. At the Cap Price: These details shall be provided once the cap price is determined

c. At the Issue Price: These details shall be provided once the Offer price is determined

(i) Calculated by following formula:

Shareholder's Fund (Equity share capital + Other Equity- Revaluation Reserve – capital redemption/capital reserve)/ Number of Equity Shares

5. **Comparison of Accounting Ratios with listed industry peers**

Fiscal 2024	Revenue from Operations (₹ in millon)	Face Value per equity share (₹)	P/E[3]	EPS (₹)[1]		RoNW[4] (in %)	NAV (in ₹ million)[2]	NAV (in ₹ per share)
				Basic	Diluted			
Viney Corporation Limited	12,457.86	10	-	3.03	3.03	6.60%	4,262.46	229.64
Listed peers								
Minda Corporation Limited	46,511.00	2	56.70	9.65	9.49	11.47%	19,806.00	82.84
Motherson Sumi Wiring India Limited	83,282.50	1	47.92	1.44	1.44	38.07%	16,768.30	3.79
UNO Minda Limited	1,40,308.90	2	66.91	15.36	15.34	18.17%	50,879.70	88.63

Fiscal 2024	Revenue from Operations (₹ in millon)	Face Value per equity share (₹)	P/E[3]	EPS (₹)[1]		RoNW[4] (in %)	NAV (in ₹ million)[2]	NAV (in ₹ per share)
				Basic	Diluted			
Varroc Engineering Limited[5]	75,519.37	1	16.33	34.43	34.43	34.86%	15,261.83	99.89

Source:
All the financial information for listed industry peer mentioned above is on a consolidated basis and is sourced from the annual report of the company for the year ended March 31, 2024.
(1) Basic/diluted earnings per share refers to the basic/diluted earnings per share sourced from the financial statements of the respective peer group companies for the financial year ended.
(2) Net asset value per equity share is calculated as net worth divided by the number of equity shares outstanding during the period/year end.
(3) P/E Ratio has been computed based on the closing market price of equity shares on BSE on September 12, 2024 divided by the Diluted EPS.
(4) Return on Net Worth (%) = RoNW is computed as net profit after tax divided by total net worth as at respective year end. Net worth = Equity attributable to the equity shareholders of the parent less capital redemption reserves/ capital reserve and Revaluation Reserve.
(5) Continued as well as discontinued operations have been considered for calculation of the respective financials metrics

The peer group above has been determined on the basis of listed public companies comparable in size to our Company or whose business portfolio is comparable with that of our business.

6. **The Offer Price is [●] times of the face value of the Equity Shares.**

The Offer Price of ₹ [●] has been determined by our Company, in consultation with the BRLMs, on the basis of assessment of market demand from investors for Equity Shares through the Book Building Process, and is justified in view of the above qualitative and quantitative parameters. The trading price of the Equity Shares could decline, including due to the factors mentioned in "*Risk Factors*" on page 31, and you may lose all or part of your investments.

Key Performance Indicators ("KPIs")

The KPIs disclosed below have been used historically by our Company to understand and analyze its business performance, which in result, help us in analyzing the growth of business in comparison to our peers. The following table highlights our key performance indicators of our financial performance that have a bearing on arriving at the basis for Offer Price and disclosed to our investors during the three years preceding to the date of this Draft Red Herring Prospectus, as at the dates and for the period indicated:

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
Financial	***(in ₹ million, except percentages and ratios)***		
Revenue from Operation[1]	12,457.86	11,200.64	10,353.74
Growth in revenue from Operation[2]	11.22%	8.18%	-
Gross Profit[3]	6,044.00	5,477.46	4,942.82
Growth in gross profit[4]	10.34%	10.82%	-
EBITDA[5]	1,449.13	629.82	1,039.43
EBITDA Margin[6]	11.63%	5.62%	10.04%
Operational EBITDA[7]	1,449.13	1,461.55	1,322.12
Operational EBITDA Margin[8]	11.63%	13.05%	12.77 %
Debt to Equity[9]	0.98 times	1.02 times	1.14 times
Fixed Asset Turnover Ratio[10]	3.11 times	2.91 times	3.64 times
Operational			
Revenue Split			
India	22.82%	24.59%	24.48%
Outside India	77.18%	75.41%	75.52%

Notes:
1. *Revenue from Operations means the revenue from operations for the period / year.*
2. *Growth in revenue from operations (%) is calculated as a percentage of Revenue from Operations of the relevant period / year minus Revenue from Operations of the preceding period / year, divided by Revenue from Operations of the preceding period / year.*
3. *Gross Profit is calculated as Revenue from Operations – Cost of raw materials & components consumed – Purchases of traded goods - Change in inventories of finished goods, traded goods and work-in-progress*
4. *Growth in gross profit (%) is calculated as a percentage of gross profit of the relevant period / year minus gross profit of the preceding period / year, divided by gross profit of the preceding period / year.*
5. *EBITDA is calculated as Profit/(loss) before tax plus finance cost, depreciation and amortization expense less other income.*
6. *EBITDA Margin is the percentage of EBITDA divided by Revenue from Operations*
7. *Operational EBITDA is calculated as PBT before exceptional items + interest + depreciation and amortization – other income.*
8. *Operational EBITDA Margin (%) is the percentage of operational EBITDA divided by Revenue from Operations.*
9. *Debt to Equity is calculated as Total Debt (Current and Non-Current borrowings)/Total Equity*
10. *Fixed Assets Turnover Ratio is calculated as revenue from operations for the period / year divided by property, plant and equipment.*

As certified by P D M and Company, Chartered Accountants, through their certificate dated September 30, 2024.

Explanation for the Key Performance Indicators:

KPI	Remarks/ Definition/ Assumption	Formula
Revenue from Operation	Revenue operations metrics can help businesses to identify areas of opportunity, optimize resources, and accelerate revenue growth	-
Growth in Revenue from Operation	Measuring revenue growth rate provides operations analysts with a clear indication of whether the company is growing, stagnating, or declining, helping to adjust marketing and sales strategies accordingly	(Current Year Revenue from Op. – Previous year Revenue from Op.)/Previous Year Revenue from Operation
Gross Profit	Gross profit, also called gross income, is calculated by subtracting the cost of goods sold from revenue	Revenue from Operations – Cost of raw materials & components consumed – Purchases of traded goods - Change in inventories of finished goods, traded goods and work-in-progress
Growth in gross profit	Gross profit growth refers to the increase in a company's gross profit over time. It is a measure of how efficiently a company is generating profits from its production and labor costs.	(Current Year gross profit – Previous year gross profit)/Previous Year gross profit
EBITDA	EBITDA stands for earnings before finance cost, taxes, depreciation, and amortization excluding other income	PBT + interest + depreciation and amortization – other income.
EBITDA Margin	EBITDA margins provide investors with a snapshot of short-term operational efficiency	EBITDA/Revenue from Operation
Operational EBITDA	Operational EBITDA stands for earnings before finance cost, taxes, depreciation, and amortization excluding any exceptional items and other income.	PBT before exceptional items + interest + depreciation and amortization – other income.
Operational EBITDA Margin	Operational EBITDA margins provide investors with a snapshot of short-term operational efficiency without any exceptional items	Operational EBITDA/Revenue from Operation
Debt to Equity	The debt-to-equity (D/E) ratio is used to evaluate a company's financial leverage and is calculated by dividing a company's total borrowings by its shareholder equity	Total Debt/Total Equity
Fixed Asset Turnover Ratio	The asset turnover ratio is a financial ratio that measures how well a company uses its assets to generate revenue. A higher asset turnover ratio indicates that the company is using its assets more efficiently, while a lower ratio suggests less efficiency	Revenue from Operation/Property Plant & Equipment
Revenue Split – India & Outside India	Greater contribution from outside India signifies a more geographic diversification	Calculated on the basis of the total revenue from sale of products solely

The key performance indicators set forth above, have been approved by the Audit Committee pursuant to its resolution dated September 29, 2024. Further, the Audit Committee has on September 29, 2024 taken on record that other than the key performance indicators set forth above, our Company has not disclosed any other such key performance indicators during the last three years preceding the date of this Draft Red Herring Prospectus to its investors. Further, the aforementioned KPIs have been certified by P D M and Company, Chartered Accountants, by their certificate dated September 30, 2024.

Our Company shall continue to disclose the KPIs disclosed above, on a periodic basis, at least once in a year (or for any lesser period as determined by our Company), for a duration that is at least the later of (i) one year after the listing date or period specified by SEBI; or (ii) till the utilisation of the Net Proceeds. Any change in these KPIs, during the aforementioned period, will be explained by our Company. The ongoing KPIs will continue to be certified as required under the SEBI ICDR Regulations.

For further details of our other operating metrics, see "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 208 and 354, respectively.

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

In evaluating our business, we consider and use certain KPIs 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. We use these KPIs to evaluate our financial and operating performance. These KPIs have limitations as analytical tools. Further, these KPIs may differ from the similar information used by other 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 of performance or as an indicator of our operating performance, liquidity 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 ongoing 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. Investors are encouraged to review the Ind AS financial measures and to not rely on any single financial or operational metric to evaluate our business.

Comparison of KPIs based on additions or dispositions to our business

While our listed peers (mentioned below), like us, operate in the automotive manufacturing industry and may have similar offerings or end use applications, our business may be different in terms of differing business models, different product verticals serviced or focus areas or different geographical presence.

Comparison of our key performance indicators with listed industry peers

The following tables provides a comparison of our KPI with our listed peers for the last three Fiscals, which have been determined on the basis of companies listed on the Indian stock exchanges of comparable size to our Company, operating in the same industry as our Company and whose business model is similar to our business model.

(in ₹ million, except percentages)

Particulars	Viney Corporation Limited			Uno Minda Limited			Minda Corporation Limited			Motherson Sumi Wiring India Limited			Varroc Engineering Limted		
	FY22	FY23	FY24	FY22	FY23	FY24	FY22	FY23	FY24	FY22	FY23	FY24	FY22	FY23	FY24
Financial KPI															
Revenue from Operation[1]	10,353.74	11,200.64	12,457.86	83,130.00	112,364.90	140,308.90	29,759.00	43,001.00	46,511.00	56,350.00	70,679.90	83,282.50	58,442.01	68,912.13	75,519.37
Growth in revenue from Operation[2]		8.18%	11.22%		35.17%	24.87%		44.50%	8.16%		25.43%	17.83%		17.92%	9.59%
Gross Profit[3]	4,942.82	5,477.46	6,044.00	30,410.00	40,120.30	49,671.30	11,000.00	15,228.00	17,273.00	20,257.00	24,363.00	28,745.00	19,948.46	24,606.66	28,186.10
Growth in gross profit[4]		10.82%	10.34%		31.93%	23.81%		38.44%	13.43%		20.27%	17.99%		23.35%	14.55%
EBITDA[5]	1,039.43	629.82	1,449.13	9,505.50	13,419.10	17,973.10	3,346.00	4,714.00	5,164.00	6,649.00	7,920.00	10,132.00	3,589.06	5,801.62	8,033.97
EBITDA Margin[6]	10.04%	5.62%	11.63%	11.43%	11.94%	12.81%	11.24%	10.96%	11.10%	11.80%	11.21%	12.17%	6.14%	8.42%	10.64%
Operational EBITDA[7]	1,322.12	1,461.55	1,449.13	9,505.50	13,419.10	17,706.90	3,272.00	4,615.00	5,144.00	7,303.00	7,920.20	10,132.00	3,589.16	5,801.62	8,179.58
Operational EBITDA Margin[8]	12.77%	13.05%	11.63%	11.43%	11.94%	12.62%	10.99%	10.73%	11.06%	12.96%	11.21%	12.17%	6.14%	8.42%	10.83%
Debt to Equity[9]	1.14	1.02	0.98	0.22	0.28	0.30	0.29	0.35	0.18	0.02	0.06	0.01	0.77	1.63	0.79
Fixed Asset Turnover Ratio[10]	3.64	2.91	3.11	4.11	4.54	4.73	4.13	4.97	4.43	31.5	23.06	22.10	3.31	4.04	4.48
Operational KPI															
Revenue split (in %)															
India	22.82%	24.59%	24.48%	85.00%	83.00%	86.00%	84.00%	84.00%	87.00%	99.50%	99.60%	NA	79.00%	82.00%	87.00%
Outside India	77.18%	75.41%	75.52%	15.00%	17.00%	14.00%	16.00%	16.00%	13.00%	0.50%	0.40%	NA	21.00%	18.00%	13.00%

Notes:

1. *Revenue from Operations means the revenue from operations for the period / year.*
2. *Growth in revenue from operations (%) is calculated as a percentage of Revenue from Operations of the relevant period / year minus Revenue from Operations of the preceding period / year, divided by Revenue from Operations of the preceding period / year.*
3. *Gross Profit is calculated as Revenue from Operations – Cost of raw materials & components consumed – Purchases of traded goods - Change in inventories of finished goods, traded goods and work-in-progress*
4. *Growth in gross profit (%) is calculated as a percentage of gross profit of the relevant period / year minus gross profit of the preceding period / year, divided by gross profit of the preceding period / year.*
5. *EBITDA is calculated as PBT + interest + depreciation and amortization – other income.*
6. *EBITDA Margin is the percentage of EBITDA divided by Revenue from Operations*
7. *Operational EBITDA is calculated as PBT before exceptional items + interest + depreciation and amortization – other income.*
8. *Operational EBITDA Margin (%) is the percentage of EBITDA divided by Revenue from Operations.*
9. *Debt to Equity is calculated as Total Debt (Current and Non-Current borrowings)/Total Equity*
10. *Fixed Assets Turnover Ratio is calculated as revenue from operations for the period / year divided by property, plant and equipment.*
11. *Operational EBITDA for Varroc has been computed basis considering continued operation*

Source: All the financial information for listed industry peers mentioned above is on a consolidated basis and is sourced from the financial results of the respective company submitted to Stock Exchanges. All the financial information for our Company mentioned above is on a consolidated basis.

7. **Past transfer(s)/ allotment(s)**

Our Company confirms that there has been no:

(a) primary/new issue of shares (Equity Shares/convertible securities), excluding grants of any options and issuance of bonus shares, equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated on the pre-issue capital before such transaction and excluding employee stock options granted but not vested), in a single transaction or multiple transactions (combined together over a span of rolling 30 days) during 18 months preceding the date of filing of this Draft Red Herring Prospectus, in a single transaction or multiple transactions combined together over a span of rolling 30 days; and

(b) secondary sale/ acquisitions of Equity Shares or any convertible securities, where the Promoter, members of the Promoter Group, Selling Shareholders, or shareholder(s) having the right to nominate director(s) in the Board of Directors of our Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this Draft Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of our Company (calculated based on the pre-Offer capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days, except as stated below:

S. No.	Name of Allottee	No. of Equity Shares allotted	Face value per equity share (in ₹)	Offer price per Equity Share (in ₹)	Nature of transaction	Nature of consideration	Total Consideration (in ₹ Million)
Secondary Transactions							
1	VL-Auto Ancillary Private Limited	91,98,410	10.00	509.57	Transfer	Cash	4,687.23
2	Brijesh Aggarwal	3,697	10.00	509.57	Transfer	Cash	1.88
3	Aren Capsules Private Limited	7,36,020	10.00	509.57	Transfer	Cash	375.05

8. **The Floor Price and Cap Price vis-à-vis Weighted Average Cost of Acquisition based on past allotment(s)/ secondary transaction(s)**

Floor Price and Cap Price as compared to the weighted average cost of acquisition of Equity Shares based on primary/ secondary transaction(s), as disclosed in paragraph 7 above, are set out below:

Past allotment/ secondary transactions	Weighted average cost of acquisition (in ₹)	Floor Price (*i.e.*, ₹ [●])#	Cap Price (*i.e.*, ₹ [●])#
Weighted average cost of acquisition of primary transactions in last eighteen months	N.A.	[●] times	[●] times
Weighted average cost of acquisition of secondary transactions in last eighteen months*	509.57	[●] times	[●] times

* *Secondary transactions where Promoters, Promoter Group entities, Selling Shareholders or Shareholders having the right to nominate directors are a party to the transaction.*

\# *To be included at the Prospectus stage.*

Explanation for Offer Price/ Cap Price

Set forth below is an explanation for the Offer Price and Cap Price being (i) [●] times and [●] times, respectively, the weighted average cost of acquisition of primary transactions in last three years; and (ii) [●] times and [●] times, respectively, the weighted average cost of acquisition of secondary transactions in last three years; along with our Company's KPIs and financial ratios for Fiscals 2022, 2023 and 2024, and in view of the external factors which may have influenced the pricing of the Offer:

[●]*

* *To be included at the Prospectus stage*

The Offer Price will be [●] times of the face value of the Equity Shares

The Offer Price of ₹ [●] has been determined by our Company, in consultation with the BRLMs, on the basis of assessment of market demand from investors for Equity Shares through the Book Building Process and is justified in view of the above qualitative and quantitative parameters. Investors should read the above information along with '*Risk Factors*', '*Our Business*', '*Restated Consolidated Financial Information* and '*Management's Discussion and*

Analysis of Financial Conditions and Results of Operations' on pages 31, 208, 264 and 354. The trading price of the Equity Shares could decline due to the factors mentioned in 'Risk Factors' or any other factors that may arise in the future and you may lose all or part of your investments.

STATEMENT OF SPECIAL TAX BENEFITS

The Board of Directors

Viney Corporation Limited
(formerly known as Viney Corporation Private Limited)
35, Basement, Community Center, Munirka Marg,
Basant Lok, Vasant Vihar, New Delhi,
Delhi, India, 110057 (India)

Date: 30 September 2024

Subject: Statement of special tax benefits ("the Statement") available to Viney Corporation Limited (formerly known as Viney Corporation Private Limited) ("the Company") and, its shareholders prepared in accordance with the requirement under Schedule VI – Part A - Clause (9) (L) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("the SEBI ICDR Regulations")

This report is issued in accordance with the engagement letter dated 18 July 2024.

We hereby report that the enclosed **Annexure II and III** prepared by the Company, initialled by us for identification purpose, states the special tax benefits available to the Company and its shareholders, under direct and indirect taxes (together **"the Tax Laws"),** presently in force in India as on the 30 September 2024, which are defined in **Annexure I**. These special tax benefits are dependent on the Company and its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company and its shareholders to derive these special tax benefits is dependent upon their fulfilling such conditions, which is based on business imperatives the Company may face in the future and accordingly, the Company and its shareholders may or may not choose to fulfil.

The benefits discussed in the enclosed **Annexure II and III** cover the special tax benefits available to the Company and its shareholders and do not cover any general tax benefits available to the Company and its shareholders. Further, the preparation of the enclosed **Annexure II and III** and its contents is the responsibility of the Management of the Company and has been approved by the Board of Directors of the Company at its meeting held on 29 September 2024. We were informed that the Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. Further, the benefits discussed in the Annexure II and III are not exhaustive. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of equity shares of the Company (the "Proposed Offer") particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the special tax benefits, which an investor can avail. Neither we are suggesting nor advising the investors to invest money based on the Statement.

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

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that perform Audits and Reviews of Historical Financial information, and Other Assurance and Related Services Engagements.

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

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

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

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

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

This report is addressed to and is provided to enable the Board of Directors of the Company to include this report in the Draft Red Herring Prospectus, prepared in connection with the Proposed Offer to be filed by the Company with the Securities and Exchange Board of India and the concerned stock exchanges. It is not to be used, referred to or distributed for any other purpose without our prior written consent.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No. 001076N/N500013

Sujay Paul
Partner
Membership No.: 096314
UDIN: 24096314BKETYP9216

Date: 30 September 2024
Place: Noida

Annexure I

List of Direct and Indirect Tax Laws ("TAX LAWS")

S.no.	Details of tax laws
1.	Income-tax Act, 1961 and Income-tax Rules, 1962 (read with applicable circulars and notifications) as amended by the Finance (No. 2) Act 2024.
2.	The Central Goods and Services Act, 2017 read with Central Goods and Services Tax Rules, 2017 (read with applicable circulars and notifications) as amended by the Finance (No. 2) Act 2024.
3.	The Integrated Goods and Services Act, 2017 read with Integrated Goods and Services Tax Rules, 2017 (read with applicable circulars and notifications) as amended by the Finance (No. 2) Act 2024.
4.	The Jammu and Kashmir Goods and Services Act, 2017 read with Jammu and Kashmir Goods and Services Tax Rules, 2017(read with applicable circulars and notifications) as amended by the Finance (No. 2) Act 2024.
5.	The Customs Act, 1962 read with Customs rules and regulations) as amended by the Finance (No. 2) Act 2024.
6.	The Foreign Trade Policy, 2023 read with Foreign Trade (D&R) Act 1992) as amended by the Finance (No. 2) Act 2024.

For and on behalf of Board of Directors of
Viney Corporation Limited (Viney Corporation Private Limited)

Brijesh Aggarwal
Managing Director

Place: Gurugram
Date: 30 September 2024

Annexure II

STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO VINEY CORPORATION LIMITED AND ITS SHAREHOLDERS UNDER THE APPLICABLE LAWS IN INDIA – INCOME TAX ACT, 1961

Outlined below are certain special direct tax benefits available to Viney Corporation Limited (formerly known as Viney Corporation Private Limited) ("the Company") and its shareholders under the Income-tax Act, 1961 (hereinafter referred to as **"the ITA"**), read with Income Tax Rules, circulars, notifications, as amended by the Finance (No. 2) Act, 2024 (collectively hereinafter referred to as the **"Income Tax Laws"**). These special direct tax benefits are dependent on the Company and its shareholders fulfilling the conditions prescribed under the ITA and the relevant Income Tax Laws of India.

A. Special direct tax benefits available to the Company under the Income Tax Laws in India

1. <u>Beneficial corporate tax rate - Section 115BAA of the ITA</u>

Section 115BAA of the ITA, introduced vide The Taxation Laws (Amendment) Act, 2019, lays down certain conditions on fulfillment of which domestic companies are entitled to avail a beneficial tax rate of 22% (plus applicable surcharge and cess). The option to apply this tax rate is made available from Financial Year ('FY') 2019-20 relevant to Assessment Year ('AY') 2020-21 and the option once exercised shall apply to subsequent AYs. The beneficial tax regime is subject to a company not availing any of the following deductions / exemptions under the provisions of the ITA:

- Section10AA: Tax holiday available to units in a Special Economic Zone.
- Section 32(1)(iia): Additional depreciation;
- Section 32AD: Investment allowance.
- Section 33AB / 33ABA: Tea coffee rubber development expenses / site restoration expenses
- Section 35(1)(ii) or 35(1)(iia) or 35(1)(iii) / 35(2AA) / 35(2AB): Expenditure on scientific research.
- Section 35AD: Capital expenditure incurred on specified businesses.
- Section 35CCC / 35CCD: Expenditure on agricultural extension / skill development.
- Chapter VI-A other than the provisions of section 80JJAA and section 80M of the ITA.

The total income of a company availing the beneficial tax rate of 25.168% (i.e., 22% tax plus 10% surcharge and 4% health & education cess) is required to be computed without set-off of any carried forward loss and depreciation attributable to any of the aforesaid deductions/incentives. A company can exercise the option to apply for the beneficial tax regime in its return of income filed under section 139(1) of the ITA. Further, provisions of Minimum Alternate Tax ('MAT') under section 115JB of the ITA shall not be applicable to companies availing this beneficial tax regime.

The provisions do not specify any limitation / condition on account of turnover, nature of business or date of incorporation for opting for the beneficial tax regime. Accordingly, all existing as well as new domestic companies are eligible to avail this beneficial tax regime by filing Form 10-IC which is a pre-requisite for availing the concessional tax rates under section 115BAA of the ITA.

<u>Note:</u> The Company has opted for beneficial tax regime under section 115BAA of the ITA starting FY 2021-22 and onwards, and therefore, is eligible for a concessional effective tax rate of 25.168% (including applicable surcharge and health and education cess) subject to fulfilment of above conditions.

2. <u>Deduction in respect of inter-corporate dividends – Section 80M of the ITA</u>

As per the provisions of section 80M of the ITA, inserted with effect from 01 April 2021, a domestic company, shall be allowed to claim a deduction of dividend income earned from any other domestic company or a foreign company or a business trust. However, such deduction shall be restricted to the amount of dividend distributed by it to its shareholders on or before the due date i.e., one month prior to the date of furnishing the return of income under sub-section (1) of section 139 of the ITA.

3. **<u>Deductions in respect of employment of new employees – Section 80JJAA of the ITA</u>**

As per section 80JJAA of the ITA, where a company is subject to tax audit under section 44AB of the ITA and derives income from business, it shall be allowed to claim a deduction of an amount equal to 30% of additional employee cost incurred in the course of such business in a previous year, for 3 consecutive assessment years including the assessment year relevant to the previous year in which such additional employment cost is incurred.

The eligibility to claim the deduction is subject to fulfilment of prescribed conditions specified in sub-section (2) of section 80JJAA of the ITA. Further, in order to claim the aforesaid deduction, it is required to furnish the report of an accountant electronically in Form 10DA containing the particulars of deduction prior to the due date of filing tax audit report as per section 44AB of the ITA.

4. **<u>Deduction in respect of certain preliminary expenses – Section 35D of the ITA</u>**

In accordance with and subject to the fulfillment of conditions as laid out under section 35D of the ITA, the company may be entitled to amortize preliminary expenditure, being specified expenditure incurred in connection with the issue for public subscription or such expenditure as prescribed under section 35D of the ITA, subject to the limit specified therein (viz maximum 5% of the cost of the project or 5% of the capital employed in the business of the company).

The deduction is allowable for an amount equal to one-fifth of such expenditure for each of five successive previous years beginning with the previous year in which the business commences or as the case may be, the previous year in which the extension of the undertaking is completed, or the new unit commences production or operation.

In order to claim the aforesaid deduction, it is required to furnish a statement in Form 3AF containing the particulars of expenditure specified under section 35D of the ITA to such income tax authority prior to one month before the due date of filing income tax return as per section 139(1) of the ITA.

B. Special direct tax benefits available to the shareholders under the Income Tax Laws in India

1. Dividend income earned by the shareholders would be taxable in their hands at the applicable rates. However, in case of a domestic corporate shareholder, benefit of deduction under section 80M of the ITA would be available on fulfilling the conditions (as discussed in A.2. above).

2. As per section 115A of the ITA, dividend income earned by a non-resident (not being a company) or by a foreign company, shall be taxed at the rate of 20% subject to fulfilment of prescribed conditions under the ITA.

3. As per section 111A of the ITA, short-term capital gains arising from transfer of equity shares on which securities transaction tax (STT) is paid at the time of acquisition and sale, shall be taxed at the rate of 20% w.e.f. 23 July 2024 by the Finance (No. 2) Act, 2024. This is subject to fulfilment of prescribed conditions under the ITA.

4. As per section 112A of the ITA, long-term capital gains arising from transfer of equity shares on which STT is paid at the time of acquisition and sale, shall be taxed at the rate of 12.5% w.e.f. 23 July 2024 by Finance (No. 2) Act, 2024. This is subject to fulfilment of prescribed additional conditions as per Notification No. 60/2018/F. No.370142/9/2017-TPL dated 01 October 2018 for cases where STT was not paid at the time of acquisition.

   However, no tax under the said section shall be levied where such capital gains does not exceed INR 1,25,000

5. Where the shareholders are Individuals, Hindu Undivided Family, Association of Persons, Body of Individuals, and every artificial juridical person, surcharge would be restricted to 15% in respect of dividend income, long-term capital gain and short-term capital gain under section 111A of the ITA.

6. As per section 90(2) of the ITA, non-resident shareholders will be eligible to take advantage of the beneficial provisions under the respective Double Taxation Avoidance Agreement ("DTAA"), if any, applicable to such non-residents. This is subject to fulfilment of conditions prescribed to avail treaty benefits.

Further, any income by way of capital gains, dividends accruing to non-residents may be subject to withholding tax per the provisions of the ITA or under the relevant DTAA, whichever is more beneficial to such non-resident. However, where such non-resident has obtained a lower withholding tax certificate from the tax authorities, the withholding tax rate would be as per the said certificate. The non-resident shareholders can also avail credit of any taxes paid by them, subject to local laws of the country in which such shareholder is resident.

Notes:

1. These special direct tax benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Income Tax 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 or may or may not choose to fulfil.

2. The special direct tax benefits discussed in the Statement are not exhaustive and is only intended to provide general information to the investors and hence, is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue.

3. The Statement has been prepared on the basis that the shares of the Company are listed on a recognized stock exchange in India and the Company will be issuing shares.

4. The Statement is prepared based on 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.

5. The above views are based on the existing provisions of law and its interpretation, which are subject to change from time to time.

6. The Statement sets out the provisions of law in a summarized manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership, and disposal of shares.

For and on behalf of Board of Directors of

Viney Corporation Limited (formerly Known as Viney Corporation Private Limited)

Brijesh Aggarwal
Managing Director

Place: Gurugram
Date: 30 September 2024

Annexure III

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO VINEY CORPORATION LIMITED AND ITS SHAREHOLDERS UNDER THE APPLICABLE INDIRECT TAX REGULATIONS IN INDIA

Outlined below are the special tax benefits available to Viney Corporation Limited (formerly known as Viney Corporation Private Limited) (the "Company") and its shareholders under the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, The Jammu and Kashmir Goods and Services Act, 2017, the Customs Act, 1962, the Customs Tariff Act, 1975, including the relevant rules, notifications and circulars issued there under, the Foreign Trade (Development and Regulation) Act, 1992 (read with Foreign Trade Policy 2023) (collectively referred as "Indirect Tax Regulations"), presently in force in India

A. <u>Special tax benefits available to the Company under the Indirect Tax Regulations in India</u>

1. Benefits under The Foreign Trade (Development and Regulation) Act, 1992 (read with relevant Foreign Trade Policy)

i. **Remission of duties and taxes on Exported Products (RoDTEP)**

Remission of duties and taxes on Exported Products (RoDTEP) scheme has replaced Merchandise Export from India Scheme (MEIS). Under the scheme, rebate of duty and taxes which is not refunded under any other Scheme 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 percent to 4 percent.

2. Benefits of Duty Drawback scheme under Section 75 of the Customs Act, 1962

Duty Drawback scheme was introduced as a rebate for customs duty chargeable on any imported materials or excisable materials used in manufacture or processing of goods, manufactured in India and exported.

As per section 75, Central Government is empowered to allow duty drawback on export of goods, where the imported materials are used in the manufacture of such goods. Unlike drawback of a portion of the customs duty paid on imported goods, here the main principle is that the Government fixes a rate per unit of final article to be exported out of the country as the amount of drawback payable on such goods.

3. Benefits under the Central Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017 (read with relevant Rules prescribed thereunder)

Under the GST regime, all supplies of goods and services that qualify as exports of goods or services are zero-rated supplies.

There are two mechanisms for claiming a refund of accumulated ITC against export. Either person can export under Bond/ Letter of Undertaking (LUT) as zero-rated supply and claim refund of accumulated Input Tax Credit or a person may export on payment of integrated Goods and Services Tax and claim refund thereof as per the provisions of Section 54 of Central Goods and Services Tax Act, 2017.

Thus, the GST law allows the flexibility to the exporter (which will include the supplier making supplies to SEZ) to claim a refund upfront as integrated tax (by making supplies on payment of tax using ITC) or export without payment of tax by executing a Bond/LUT and claim refund of related ITC of taxes paid on inputs and input services used in making zero rated supplies.

4. Benefits of budgetary support under Jammu and Kashmir Reimbursement of Taxes for promotion of Small/ Medium/ Large Scale Industries in the state of Jammu and Kashmir

Budgetary support scheme was introduced by Government of Jammu and Kashmir for eligible manufacturing units on manufacture of specified goods in form of reimbursement of SGST (state taxes) paid in cash through electronic cash ledger as per Section 49(1) of Jammu and Kashmir Goods and Services Tax Act, 2017 after adjustment of Input tax credit available under the electronic credit ledger under the provisions of Jammu and Kashmir Goods and Services Tax Act, 2017.

As per SRO 63 dated 05th Feb 2018, State Government is empowered to provide budgetary support to eligible manufacturing units to compensate the withdrawal of remission from payment of Value added tax. SGST reimbursement under this scheme shall be claimed on quarterly basis only after compliance with prescribed conditions and procedures.

B. **Special benefits for shareholders of the Company**

Shareholders of the Company are not eligible to special tax benefits under the provisions of the the Central Goods and Services Act, 2017 (read with Central Goods and Services Tax Rules, circulars, notifications), respective State Goods and Services Tax Act, 2017 (read with respective State Goods and Services Tax Rules, circulars, notifications), Integrated Goods and Services Tax Act, 2017 (read with Integrated Goods and Services Tax Rules, circulars, notifications), The Foreign Trade (Development and Regulation) Act, 1992 (read with Foreign Trade Policy 2015-20), Customs Act, 1962 (read with Custom Rules, circulars, notifications), Customs Tariff Act, 1975 (read with Custom Tariff Rules, circulars, notifications).

Notes:

1. The special tax benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Indirect Tax Regulations. 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.

2. The special tax benefits discussed in the Statement are not exhaustive and is only intended to provide general information to the investors and hence, is neither designed nor intended to be a substitute for a 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.

3. The Statement has been prepared on the basis that the equity shares of the Company are listed on a recognized stock exchange in India and the Company will be issuing equity shares pursuant to the Letter of Offer.

4. The Statement is prepared on the basis of information available with the Management of the Company and understanding of the specific activities carried out by the Company and there is no assurance that:

- **a.** The Company or its shareholders will continue to obtain these benefits in future;
- **b.** The conditions prescribed for availing the benefits have been/ would be met with; and
- **c.** The revenue authorities / courts will concur with the view expressed herein.

5. The above views are basis the provisions of law, their interpretation and applicability as on date, which may be subject to change from time to time.

6. The Statement sets out the provisions of law in a summarized manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership, and disposal of shares.

For and on behalf of the Board of Directors of
Viney Corporation Limited (formerly known as Viney Corporation Private Limited)

Brijesh Aggarwal
Managing Director

Place: Gurugram
Date: 30 September 2024

STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO VINEY AUTO ANCILLARY PRIVATE LIMITED

To,

The Board of Directors

Viney Auto Ancillary Private Limited
House No 872, Ground Floor BLK – E
Saraswati Vihar, Pritampura, North West
Post Office – North West Delhi,
Delhi – 110034

and

The Board of Directors
Viney Corporation Limited
35, Basement, Community Centre
Munirka Marg, Basant Lok
Vasant Vihar, New Delhi – 110057

Date: 30/09/2024

Subject: Statement of special tax benefits ("the Statement") available to Viney Auto Ancillary Private Limited, the material subsidiary of Viney Corporation Limited (the "Issuer" or "Holding Company"), under applicable tax laws of India, and prepared in accordance with the applicable requirements of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("the SEBI ICDR Regulations")

This report is issued in accordance with the engagement letter dated 02nd September, 2024.

We hereby report that the enclosed **Annexure II and III** prepared by Viney Auto Ancillary Private Limited, initialled by us for identification purpose, states the special tax benefits available to Viney Auto Ancillary Private Limited, *i.e.*, a subsidiary of the Holding Company determined to be material in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Material Subsidiary**"), , under direct and indirect taxes (together **"the Tax Laws"),** presently in force in India as on the 29/09/2024, which are defined in **Annexure I**. These special tax benefits are dependent on the Material Subsidiary fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Material Subsidiary to derive these special tax benefits is dependent upon their fulfilling such conditions, which is based on business imperatives the Material Subsidiary may face in the future and accordingly, the Material Subsidiary may or may not choose to fulfil.

The benefits discussed in the enclosed **Annexure II and III** cover the special tax benefits available to the Material Subsidiary and do not cover any general tax benefits available to them. Further, the preparation of the enclosed **Annexure II and III** and its contents is the responsibility of the Management of the Material Subsidiary and has been approved by their Board of Directors at its meeting held on 29/09/2024. We were informed that the Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. Further, the benefits discussed in the Annexure II and III are not exhaustive. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of equity shares of the Holding Company (the "Proposed Offer") particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the special tax benefits, which an investor can avail. Neither we are suggesting nor advising the investors to invest money based on the Statement.

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

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that perform Audits and Reviews of Historical Financial information, and Other Assurance and Related Services Engagements.

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

i) the Material Subsidiary will continue to obtain these special tax benefits in future; or

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

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

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

This report is addressed to and is provided to enable the Board of Directors of the Material Subsidiary and the Holding Company to include this report in the Draft Red Herring Prospectus, prepared in connection with the Proposed Offer to be filed by the Holding Company with the Securities and Exchange Board of India and the concerned stock exchanges. It is not to be used, referred to or distributed for any other purpose without our prior written consent.

For **P D M and Company**
Chartered Accountants
Firm Registration No. 007966N

CA Prabhat Jain
Partner
Membership No.: 086756
UDIN: 24086756BKCESV6472
Date: 30/09/2024
Place: New Delhi

Annexure I

List of Direct and Indirect Tax Laws ("TAX LAWS")

S.no.	Details of tax laws
1.	Income-tax Act, 1961 and Income-tax Rules, 1962 (read with applicable circulars and notifications) as amended b Finance (No. 2) Act, 2024.
2.	The Central Goods and Services Act, 2017 read with Central Goods and Services Tax Rules, 2017 (read with appli circulars and notifications) as amended by the Finance (No. 2) Act, 2024.
3.	The Integrated Goods and Services Act, 2017 read with Integrated Goods and Services Tax Rules, 2017 (read with appli circulars and notifications) as amended by the Finance (No. 2) Act, 2024.
4.	The Jammu and Kashmir Goods and Services Act, 2017 read with Jammu and Kashmir Goods and Services Tax Rules, (read with applicable circulars and notifications) as amended by the Finance (No. 2) Act, 2024.
5.	The Customs Act, 1962 read with Customs rules and regulations) as amended by the Finance (No. 2) Act, 2024.
6.	The Foreign Trade Policy, 2023 read with Foreign Trade (D&R) Act 1992) as amended by the Finance (No. 2) Act, 2

For and on behalf of Board of Directors of
Viney Auto Ancillary Private Limited

Brijesh Aggarwal
Director

Place: Gurugram
Date: 30/09/2024

Annexure II

STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO VINEY AUTO ANCILLIARY PRIVATE LIMITED UNDER THE APPLICABLE LAWS IN INDIA – INCOME TAX ACT, 1961

Outlined below are certain special direct tax benefits available to Viney Auto Ancillary Private Limited ("the Material Subsidiary") under the Income-tax Act, 1961 (hereinafter referred to as **"the ITA"**), read with Income Tax Rules, circulars, notifications, as amended by the Finance (No.2) Act, 2024 (collectively hereinafter referred to as the **"Income Tax Laws"**). These special direct tax benefits are dependent on the Material Subsidiaryfulfilling the conditions prescribed under the ITA and the relevant Income Tax Laws of India.

A. Special direct tax benefits available to the Material Subsidiaryunder the Income Tax Laws in India

1. <u>Beneficial corporate tax rate - Section 115BAA of the ITA</u>

Section 115BAA of the ITA, introduced vide The Taxation Laws (Amendment) Act, 2019, lays down certain conditions on fulfillment of which domestic companies are entitled to avail a beneficial tax rate of 22% (plus applicable surcharge and cess). The option to apply this tax rate is made available from Financial Year ('FY') 2019-20 relevant to Assessment Year ('AY') 2020-21 and the option once exercised shall apply to subsequent AYs. The beneficial tax regime is subject to a company not availing any of the following deductions / exemptions under the provisions of the ITA:

- Section10AA: Tax holiday available to units in a Special Economic Zone.
- Section 32(1)(iia): Additional depreciation;
- Section 32AD: Investment allowance.
- Section 33AB / 33ABA: Tea coffee rubber development expenses / site restoration expenses
- Section 35(1)(ii) or 35(1)(iia) or 35(1)(iii) / 35(2AA) / 35(2AB): Expenditure on scientific research.
- Section 35AD: Capital expenditure incurred on specified businesses.
- Section 35CCC / 35CCD: Expenditure on agricultural extension / skill development.
- Section 80LA of the ITA other than deduction applicable to a unit in the International Financial Services Centre, as referred to in sub-section (1A) of Section 80LA of the ITA.
- Chapter VI-A other than the provisions of section 80JJAA and section 80M of the ITA.

The total income of a company availing the beneficial tax rate of 25.168% (i.e., 22% tax plus 10% surcharge and 4% health & education cess) is required to be computed without set-off of any carried forward loss and depreciation attributable to any of the aforesaid deductions/incentives. A company can exercise the option to apply for the beneficial tax regime in its return of income filed under section 139(1) of the ITA. Further, provisions of Minimum Alternate Tax ('MAT') under section 115JB of the ITA shall not be applicable to companies availing this beneficial tax regime. Further, MAT credit, if any, shall not be made available to the company subsequent to exercising the option under section 115BAA of the ITA.

The provisions do not specify any limitation / condition on account of turnover, nature of business or date of incorporation for opting for the beneficial tax regime. Accordingly, all existing as well as new domestic companies are eligible to avail this beneficial tax regime by filing Form 10-IC within the prescribed time limit which is a pre-requisite for availing the concessional tax rates under section 115BAA of the ITA.

<u>Note:</u> The Material Subsidiary has opted for beneficial tax regime under section 115BAA of the ITA starting FY 2023-24 and onwards, and therefore, is eligible for a concessional effective tax rate of 25.168% (including applicable surcharge and health and education cess) subject to fulfilment of above conditions. Also, the prescribed Form 10-IC has been filed for claiming the concessional tax rate.

2. <u>Deduction in respect of inter-corporate dividends – Section 80M of the ITA</u>

As per the provisions of section 80M of the ITA, inserted with effect from 01 April 2021, a domestic company, shall be allowed to claim a deduction of dividend income earned from any other domestic company or a foreign company or a business trust. However, such deduction shall be restricted to the amount of dividend distributed by it to its shareholders on or before the due date i.e., one month prior to the date of furnishing the return of income under sub-section (1) of section 139 of the ITA.

the Material Subsidiaryhas one foreign subsidiary and thus, the Material Subsidiary should be eligible to claim deduction under section 80M of the ITA in respect of dividends received (if any) from its subsidiary and further distributed to its shareholders subject to fulfillment of other conditions.

3. **<u>Deductions in respect of employment of new employees – Section 80JJAA of the ITA</u>**

As per section 80JJAA of the ITA, where a company is subject to tax audit under section 44AB of the ITA and derives income from business, it shall be allowed to claim a deduction of an amount equal to 30% of additional employee cost incurred in the course of such business in a previous year, for 3 consecutive assessment years including the assessment year relevant to the previous year in which such additional employment cost is incurred.

The eligibility to claim the deduction is subject to fulfilment of prescribed conditions specified in sub-section (2) of section 80JJAA of the ITA. Further, in order to claim the aforesaid deduction, it is required to furnish the report of an accountant electronically in Form 10DA containing the particulars of deduction prior to the due date of filing tax audit report as per section 44AB of the ITA.

4. **<u>Deduction in respect of certain preliminary expenses – Section 35D of the ITA</u>**

In accordance with and subject to the fulfillment of conditions as laid out under section 35D of the ITA, the company may be entitled to amortize preliminary expenditure, being specified expenditure incurred in connection with the issue for public subscription or such expenditure as prescribed under section 35D of the ITA, subject to the limit specified therein (viz maximum 5% of the cost of the project or 5% of the capital employed in the business of the company).

The deduction is allowable for an amount equal to one-fifth of such expenditure for each of five successive previous years beginning with the previous year in which the business commences or as the case may be, the previous year in which the extension of the undertaking is completed, or the new unit commences production or operation.

In order to claim the aforesaid deduction, it is required to furnish a statement in Form 3AF containing the particulars of expenditure specified under section 35D of the ITA to such income tax authority prior to one month before the due date of filing income tax return as per section 139(1) of the ITA.

Notes:

1. These special direct tax benefits are dependent on the Material Subsidiaryfulfilling the conditions prescribed under the relevant provisions of the Income Tax Laws. Hence, the ability of the Material Subsidiaryto derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Material Subsidiaryor may or may not choose to fulfil.

2. The special direct tax benefits discussed in the Statement are not exhaustive and is only intended to provide general information to the investors and hence, is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue.

3. The Statement is prepared based on information available with the Management of the Material Subsidiary and there is no assurance that:

   i. the Material Subsidiary 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.

4. The above views are based on the existing provisions of law and its interpretation, which are subject to change from time to time.

5. The Statement sets out the provisions of law in a summarized manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership, and disposal of shares.

For and on behalf of Board of Directors of
Viney Auto Ancillary Private Limited

Brijesh Aggarwal
Director
Place: Gurugram
Date: 30/09/2024

Annexure III

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO VINEY AUTO ANCILLARY PRIVATE LIMITED UNDER THE APPLICABLE INDIRECT TAX REGULATIONS IN INDIA

Outlined below are the special tax benefits available to Viney Auto Ancillary Private Limited (the "Material Subsidiary") under the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, The Jammu and Kashmir Goods and Services Act, 2017, the Customs Act, 1962, the Customs Tariff Act, 1975, including the relevant rules, notifications and circulars issued there under, the Foreign Trade (Development and Regulation) Act, 1992 (read with Foreign Trade Policy 2023) (collectively referred as "Indirect Tax Regulations"), presently in force in India

Special tax benefits available to the Material Subsidiary under the Indirect Tax Regulations in India

1. **Benefits under The Foreign Trade (Development and Regulation) Act, 1992 (read with relevant Foreign Trade Policy)**

   i. **Remission of duties and taxes on Exported Products (RoDTEP)**

   Remission of duties and taxes on Exported Products (RoDTEP) scheme has replaced Merchandise Export from India Scheme (MEIS). Under the scheme, rebate of duty and taxes which is not refunded under any other Scheme 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 percent to 4 percent.

2. **Benefits of Duty Drawback scheme under Section 75 of the Customs Act, 1962**

   Duty Drawback scheme was introduced as a rebate for customs duty chargeable on any imported materials or excisable materials used in manufacture or processing of goods, manufactured in India and exported.

   As per section 75, Central Government is empowered to allow duty drawback on export of goods, where the imported materials are used in the manufacture of such goods. Unlike drawback of a portion of the customs duty paid on imported goods, here the main principle is that the Government fixes a rate per unit of final article to be exported out of the country as the amount of drawback payable on such goods.

3. **Benefits under the Central Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017 (read with relevant Rules prescribed thereunder)**

   Under the GST regime, all supplies of goods and services that qualify as exports of goods or services are zero-rated supplies.

   There are two mechanisms for claiming a refund of accumulated ITC against export. Either person can export under Bond/ Letter of Undertaking (LUT) as zero-rated supply and claim refund of accumulated Input Tax Credit or a person may export on payment of integrated Goods and Services Tax and claim refund thereof as per the provisions of Section 54 of Central Goods and Services Tax Act, 2017.

   Thus, the GST law allows the flexibility to the exporter (which will include the supplier making supplies to SEZ) to claim a refund upfront as integrated tax (by making supplies on payment of tax using ITC) or export without payment of tax by executing a Bond/LUT and claim refund of related ITC of taxes paid on inputs and input services used in making zero rated supplies.

Notes:

7. The special tax benefits are dependent on the Material Subsidiary fulfilling the conditions prescribed under the relevant provisions of the Indirect Tax Regulations. Hence, the ability of the Material Subsidiary to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Material Subsidiary may or may not choose to fulfil.

8. The special tax benefits discussed in the Statement are not exhaustive and is only intended to provide general information to the investors and hence, is neither designed nor intended to be a substitute for a 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.

9. The Statement is prepared on the basis of information available with the Management of the Material Subsidiary and understanding of the specific activities carried out by the Material Subsidiary and there is no assurance that:

a. The the Material Subsidiary will continue to obtain these benefits in future;

b. The conditions prescribed for availing the benefits have been/ would be met with; and

c. The revenue authorities / courts will concur with the view expressed herein.

10. The above views are basis the provisions of law, their interpretation and applicability as on date, which may be subject to change from time to time.

11. The Statement sets out the provisions of law in a summarized manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership, and disposal of shares.

For and on behalf of the Board of Directors of
Viney Auto Ancillary Private Limited

Brijesh Aggarwal
Director
Place: Gurugram
Date: 30/09/2024

STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO VIMERCATI EAST EUROPE SRL UNDER THE APPLICABLE TAX LAWS IN ROMANIA

To

Vimercati East Europe Srl
Str. Garii, Nr. 100
Complexul de cladiri C1-C15-C17-C18
HEMEIUS 607235
Jud. BACAU - ROMANIA

and

The Board of Directors
Viney Corporation Limited
35, Basement, Community Centre
Munirka Marg, Basant Lok
Vasant Vihar, New Delhi – 110057

Subject: Statement of special tax benefits available to Vimercati East Europe Srl, the material subsidiary of Viney Corporation Limited (the "Issuer" or "Holding Company"), under applicable tax laws of Romania, and prepared in accordance with applicable requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations")

Further to the terms of our engagement letter dated 26 August 2024, we hereby report that the statement enclosed herein ("**Annexure**") provides a summary of the special tax benefits available to Vimercati East Europe Srl, *i.e.*, a subsidiary of the Holding Company determined to be material in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Material Subsidiary**"), under the tax laws presently in force in Romania (collectively referred to as the "**Tax Laws**"). These special tax benefits are dependent on the Material Subsidiary fulfilling certain conditions prescribed under the relevant Tax Laws. Hence, the ability of the Material Subsidiary to derive these possible special tax benefits is dependent upon their fulfilling such conditions, which is based on business imperatives the Material Subsidiary may face in the future and accordingly, Material Subsidiary may or may not choose to fulfill.

The benefits discussed in the enclosed Annexure cover only the special tax benefits available to the Material Subsidiary and does not capture the general tax benefits available to them. Special tax benefits are benefits that are generally not available to all companies. Further, the Annexure is intended to provide general information and is neither designed nor intended to be a substitute for professional tax advice. Each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of equity shares of the Holding Company (the "**Offer**").

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

(a) Material Subsidiary will continue to obtain these special tax benefits in future; or
(b) the conditions prescribed for availing the special tax benefits where applicable, have been/would be met with.

The contents of the Annexure are based on the information, explanations and representations obtained from the Material Subsidiary and on the basis of our understanding of the business activities and operations. Further, we give no assurance that the Revenue Authorities/ Courts will concur with our views expressed herein.

Our views expressed herein are based on the existing provisions of Tax Laws and their interpretation, which are subject to change from time to time. If the facts and assumptions are incorrect or change or the tax laws change, the conclusions and recommendations would likewise be subject to change. We undertake to immediately communicate, in writing, any changes to the above information/confirmations, to Vimercati East Europe Srl, the BRLMs and the Holding Company until the equity shares of the Holding Company allotted in the Offer commence trading on the relevant stock exchanges. In the absence of any such communication from us, Vimercati East Europe Srl, the Holding Company, the BRLMs and the legal advisors appointed with respect to Offer can assume that there is no change to the information/confirmations forming part of this certificate and accordingly, such information should be considered to be true and correct.

We confirm that the information and confirmations set out in this report are true, correct, complete and not misleading in any respect. This report is for information and for inclusion (in part or full) in the draft red herring prospectus, the red herring prospectus and the prospectus filed in relation to the Offer and any other Offer related document (collectively, the "**Offer Documents**"), which may be filed by the Holding Company with Securities and Exchange Board of India ("**SEBI**"), BSE Limited and National Stock Exchange of India Limited (collectively, the "**Stock Exchanges**"), Registrar of Companies, Delhi and Haryana at Delhi ("**Registrar of Companies**") any any other regulatory or statutory authority.

We hereby consent to our name and the aforesaid details being included in the Offer Documents and/ or consent to the submission of this certificate as may be necessary to the SEBI, the Registrar of Companies and any other regulatory/ statutory authority as may be required and/or for the records to be maintained by the BRLMs in connection with the Offer and in accordance with applicable law.

This certificate may be relied upon by Vimercati East Europe Srl, the Holding Company, the BRLMs, their affiliates and the legal counsels appointed by the Holding Company and to assist the BRLMs in conducting and documenting their investigation of the affairs of Vimercati East Europe Srl and the Holding Company in connection with the Offer.

Best regards,

Administrator
Tax Consultant

Date: September 30, 2024
Place: Hemeius - Bacau, ROMANIA

Cc:

ICICI Securities Limited
ICICI Venture House
Appasaheb Marathe Marg
Prabhadevi, Mumbai – 400025

Axis Capital Limited
1st floor, Axis House
P.B. Marg, Worli, Mumbai – 400025

(ICICI Securities Limited and Axis Capital Limited, collectively referred to as the "**Book Running Lead Managers**" or "**BRLMs**")

J. Sagar Associates
B-303, 3rd Floor
Ansal Plaza, Hudco Place
August Kranti Marg
New Delhi – 110049

Trilegal
One World Centre
10th Floor, Tower 2A & 2B
Senapati Bapat Marg
Lower Parel (West), Mumbai – 400013

Encl. Attachment

ANNEXURE

We hereby declare that Vimercati East Europe Srl is not the subject of any special Tax Benefits available for the current fiscal year i.e. for the period from 01 April 2024 to 31 March 2025.

STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO VIMERCATI S.P.A. UNDER THE APPLICABLE TAX LAWS IN ITALY

To
VIMERCATI S.P.A.
Via V. Monti, n. 38
20016 PERO (MI)
ITALY

and

The Board of Directors
Viney Corporation Limited
35, Basement, Community Centre
Munirka Marg, Basant Lok
Vasant Vihar, New Delhi – 110057

Subject: Statement of special tax benefits available to Vimercati S.p.A., the material subsidiary of Viney Corporation Limited (the "Issuer" or "Holding Company"), under applicable tax laws of Italy, and prepared in accordance with applicable requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations")

Further to the terms of our engagement letter dated 26/07/2024, we hereby report that the statement enclosed herein ("**Annexure I**" and "**Annexure II**", and collectively, the "**Annexure**") provides a summary of the special tax benefits available to Vimercati S.p.A., *i.e.*, a subsidiary of the Holding Company determined to be material in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Material Subsidiary**"), under the tax laws presently in force in Italy (collectively referred to as the "**Tax Laws**"). These special tax benefits are dependent on the Material Subsidiary fulfilling certain conditions prescribed under the relevant Tax Laws. Hence, the ability of the Material Subsidiary to derive these possible special tax benefits is dependent upon their fulfilling such conditions, which is based on business imperatives the Material Subsidiary may face in the future and accordingly, Material Subsidiary may or may not choose to fulfill.

The benefits discussed in the enclosed Annexure cover only the special tax benefits available to the Material Subsidiary and does not capture the general tax benefits available to them. Special tax benefits are benefits that are generally not available to all companies. Further, the Annexure is intended to provide general information and is neither designed nor intended to be a substitute for professional tax advice. Each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of equity shares of the Holding Company (the "**Offer**").

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

(a) Material Subsidiary will continue to obtain these special tax benefits in future; or
(b) the conditions prescribed for availing the special tax benefits where applicable, have been/would be met with.

The contents of the Annexure are based on the information, explanations and representations obtained from the Material Subsidiary and on the basis of our understanding of the business activities and operations. Further, we give no assurance that the Revenue Authorities/ Courts will concur with our views expressed herein.

Our views expressed herein are based on the existing provisions of Tax Laws and their interpretation, which are subject to change from time to time. If the facts and assumptions are incorrect or change or the tax laws change, the conclusions and recommendations would likewise be subject to change. We undertake to immediately communicate, in writing, any changes to the above information/confirmations, to Vimercati S.p.A., the BRLMs and the Holding Company until the equity shares of the Holding Company allotted in the Offer commence trading on the relevant stock exchanges. In the absence of any such communication from us, the Vimercati S.p.A., the Holding Company, the BRLMs and the legal advisors appointed with respect to Offer can assume that there is no change to the information/confirmations forming part of this certificate and accordingly, such information should be considered to be true and correct.

We confirm that the information and confirmations set out in this report are true, correct, complete and not misleading in any respect. This report is for information and for inclusion (in part or full) in the draft red herring prospectus, the red herring prospectus and the prospectus filed in relation to the Offer and any other Offer related document (collectively, the "**Offer Documents**"), which may be filed by the Holding Company with Securities and Exchange Board of India ("**SEBI**"), BSE Limited and National Stock Exchange of India Limited (collectively, the "**Stock Exchanges**"), Registrar of Companies, Delhi and Haryana at Delhi ("**Registrar of Companies**") any any other regulatory or statutory authority.

We hereby consent to our name and the aforesaid details being included in the Offer Documents and/ or consent to the submission of this certificate as may be necessary to the SEBI, the Registrar of Companies and any other regulatory/ statutory authority as may be required and/or for the records to be maintained by the BRLMs in connection with the Offer and in accordance with applicable law.

This certificate may be relied upon by Vimercati S.p.A., the Holding Company, the BRLMs, their affiliates and the legal counsels appointed by the Holding Company and to assist the BRLMs in conducting and documenting their investigation of the affairs of Vimercati S.p.A. and the Holding Company in connection with the Offer.

Best regards,

Nino Clerici
Licensed Certified Public Accountant
License no. 389 of 13/09/1967

Date: September 30, 2024

Place: Milan (I)

Cc:

ICICI Securities Limited
ICICI Venture House
Appasaheb Marathe Marg
Prabhadevi, Mumbai – 400025

Axis Capital Limited
1st floor, Axis House
P.B. Marg, Worli, Mumbai – 400025

(ICICI Securities Limited and Axis Capital Limited, collectively referred to as the "**Book Running Lead Managers**" or "**BRLMs**")

J. Sagar Associates
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August Kranti Marg
New Delhi – 110049

Trilegal
One World Centre
10th Floor, Tower 2A & 2B
Senapati Bapat Marg
Lower Parel (West), Mumbai – 400013

Encl. Attachment

ANNEXURE I

LIST OF TAX LAWS

Sr. No.	Details of Tax laws
1	**T.U.I.R. (Testo Unico Imposte sui Redditi) DPR 22/12/1986 N. 917**

ANNEXURE II

Statement of Special Tax Benefit available to Vimercati S.p.A. under the tax laws of Italy

Benefits, see detail below, is related to State guarantee (by an insurance entity called SACE) on financial loans:

- D.L. 8/04/2020 n. 23 – L. 40 dated June 5, 2020

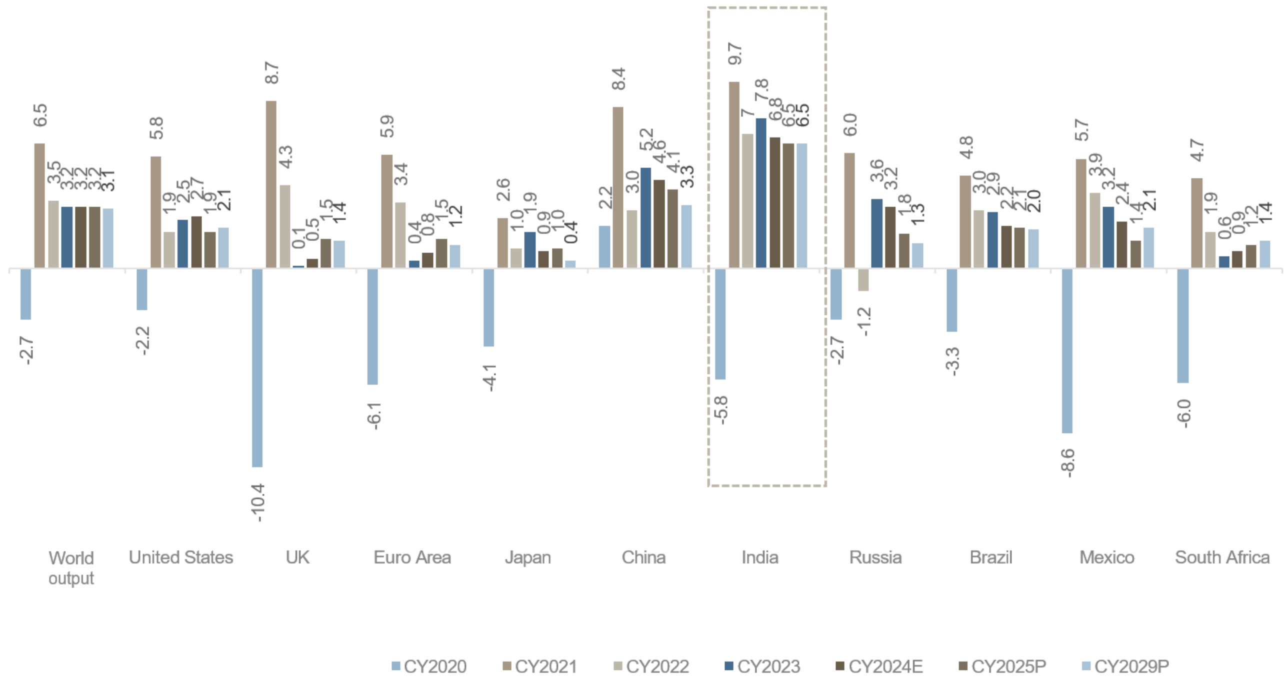
"Guarantee Supporto Italia" for euro 3.000.000 on a 5 years loan by SACE (Insurance Group controlled by Italian Minister of Economy & Finance) obtained by Vimercati S.p.A., in Febrary 2023.

INDUSTRY OVERVIEW

*Unless otherwise indicated, industry and market data used in this section has been derived from the report titled "Industry assessment – Device harness, Main harness, Terminals, Connectors and Switches" dated August, 2024 (the "**CRISIL Report**"), prepared and issued by CRISIL Limited ("**CRISIL**"), which was exclusively commissioned and paid for by our Company for the Offer, and was prepared and released by CRISIL, who were appointed by us pursuant to the engagement letter dated April 12, 2024. The data included herein includes excerpts from the CRISIL Report which may have been re-arranged by us for the purposes of presentation. The CRISIL Report forms part of the material contracts for inspection and is accessible on the website of our Company at https://www.vineycorp.com/investor-relations-platform. CRISIL is not, and has not in the past, been engaged or interested in the formation, or promotion, or management, of our Company. Further, it is an independent agency and neither our Company, nor our Directors, Promoters, Key Managerial Personnel, Senior Management, and Subsidiaries, nor the BRLMs are a related party to CRISIL as per the definition of "related party" under the Companies Act, 2013. The data included herein includes excerpts from the CRISIL Report which may have been re-ordered by us for the purposes of presentation. A copy of the CRISIL Report will be available on the website of our Company at https://www.vineycorp.com/investor-relations-platform. For details, please see "Certain Conventions, Presentation of Financial Information, Industry and Market Data – Industry and Market Data" beginning on page 27. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. Financial information used herein is based solely on the audited financials of the Company and other peers. The recipient should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction. See also, "Risk Factors – This Draft Red Herring Prospectus contains information from an industry report prepared by CRISIL which we have commissioned and paid for." on page 50. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured. While preparing its report, CRISIL has also sourced information from publicly available sources, including our Company's financial statements. However, financial information relating to our Company presented in other sections of this Draft Red Herring Prospectus has been prepared in accordance with Ind AS and restated in accordance with the SEBI ICDR Regulations. Accordingly, the financial information of our Company in this section is not comparable with Ind AS financial information presented elsewhere in this Draft Red Herring Prospectus.*

Macroeconomic Overview of Global and Indian economy

GDP growth of key economies



Note: On Calendar Year (CY) basis
** Euro area comprises 19 member countries of the EU*
Source: International Monetary Fund (IMF; World Economic Outlook – April 2024 update), CRISIL MI&A

As per World Economic Outlook by International Monetary Fund (IMF):

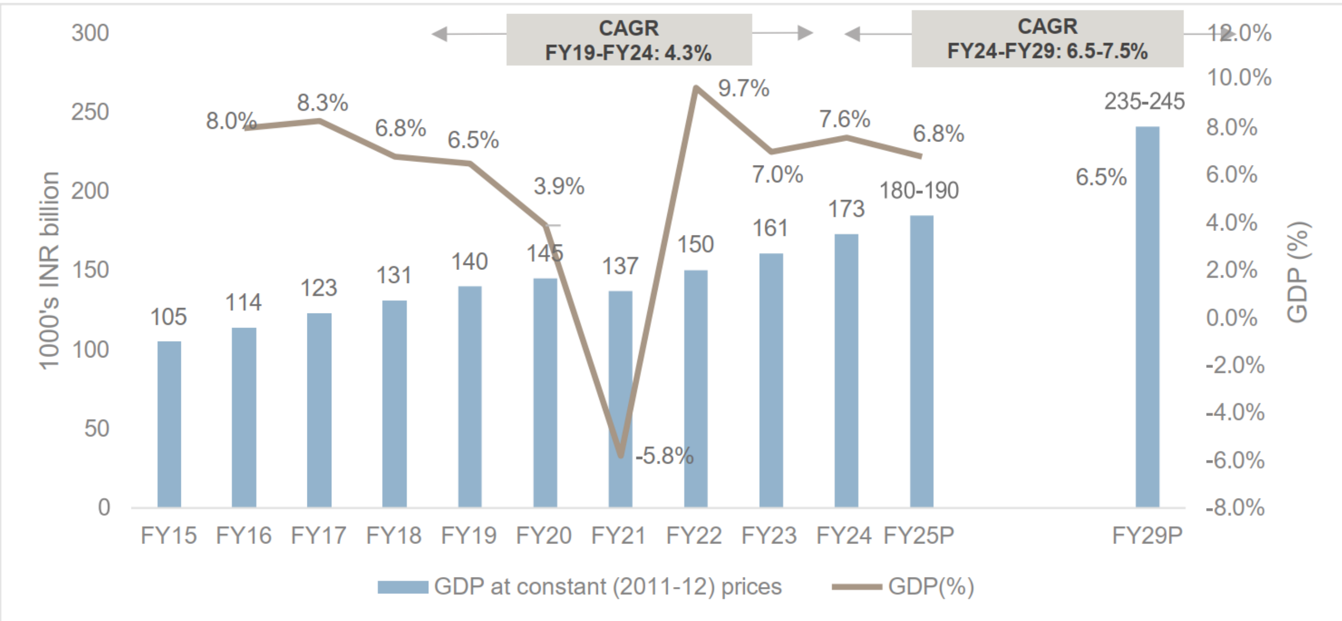
The global GDP growth is estimated at 3.2% in the CY2024 with the forecast 0.1% higher than the previous estimates due to the upgrades for China, the United States (US), large emerging markets and developing economies. The forecast for CY2024 is however, below the historical (CY2000-2019) annual average of 3.8% with elevated central bank policy rates to fight inflation, a withdrawal of fiscal support by major economies amid high debt weighing on economic activity and low underlying productivity growth.

Overview of the Indian Economy

Review of real GDP growth over fiscals 2019-2024 and outlook for fiscals 2024-2029

India ranks as the world's 5th largest economy and is the fastest growing among major economies. The Indian economy logged 4.3% CAGR between fiscals 2019 and 2024 (till Q3). This was a sharp deceleration from a robust 6.7% CAGR between fiscals 2017 and 2019, which was driven by rising consumer aspiration, rapid urbanisation, the government's focus on infrastructure investment and growth of the domestic manufacturing sector. Economic growth was supported by benign crude oil prices, soft interest rates and low current account deficit. The Indian government also undertook key reforms and initiatives, such as implementation of the Goods and Services Tax (GST), Insolvency and Bankruptcy Code, Make in India, financial inclusion initiatives, and gradual opening of sectors such as retail, e-commerce, defence, railways, and insurance for foreign direct investments (FDIs).

India's GDP growth trend and outlook



Note: E - estimated and P - projected
Source: National Statistical Office (NSO), IMF, CRISIL MI&A estimates

In the third quarter of fiscal 24, fixed investments posted year on-year growth of 10.6% while private consumption (3.5%), despite a modest uptick, remained sluggish. The drag from net exports eased in the third quarter. From the supply side, growth was highest for manufacturing (11.6%), followed by construction (9.5%) and services (7.0%), while growth in agriculture contracted in the third quarter (-0.8%).

Similarly, growth in the fiscal year 2024 till Q3 has been driven by fixed investments (10.2% growth), while private consumption at 3.0% trailed overall GDP growth. On the supply side, industry grew the most (9%), followed by services (7.5%), while agriculture (0.7%) lagged.

Outlook on GDP

For the fiscal 2025, India's gross domestic product (GDP) growth is expected to moderate to 6.8% after a better- than-expected 7.6% expansion in fiscal 2024, given that high interest rates and lower fiscal impulse (from reduction in fiscal deficit to 5.1% of GDP) would temper demand and the net tax impact would normalize.

Additionally, uneven economic growth of key trading partners and escalation of geopolitical uncertainties can lower exports. But there will be support from other areas. Continued disinflation will prop up the purchasing power of consumers. Healthy rabi sowing and good kharif output (assuming another spell of normal monsoon is ahead) will bolster agricultural incomes.

Further, a gradual pick-up in private capital expenditure (capex) will make investment growth more broad-based. The government has also provided budgetary support to rural incomes and infrastructure spending.

The lowering of fiscal deficit will mean curtailed fiscal impulse to growth, but good quality of spending would provide some support to the investment cycle and rural incomes. CRISIL also expects a normalisation of the net indirect tax impact on GDP witnessed in the current fiscal. Uneven economic growth in key trade partners such as the United States (US) and the European Union, and an escalation of the ongoing Red Sea tensions can act as drag on exports.

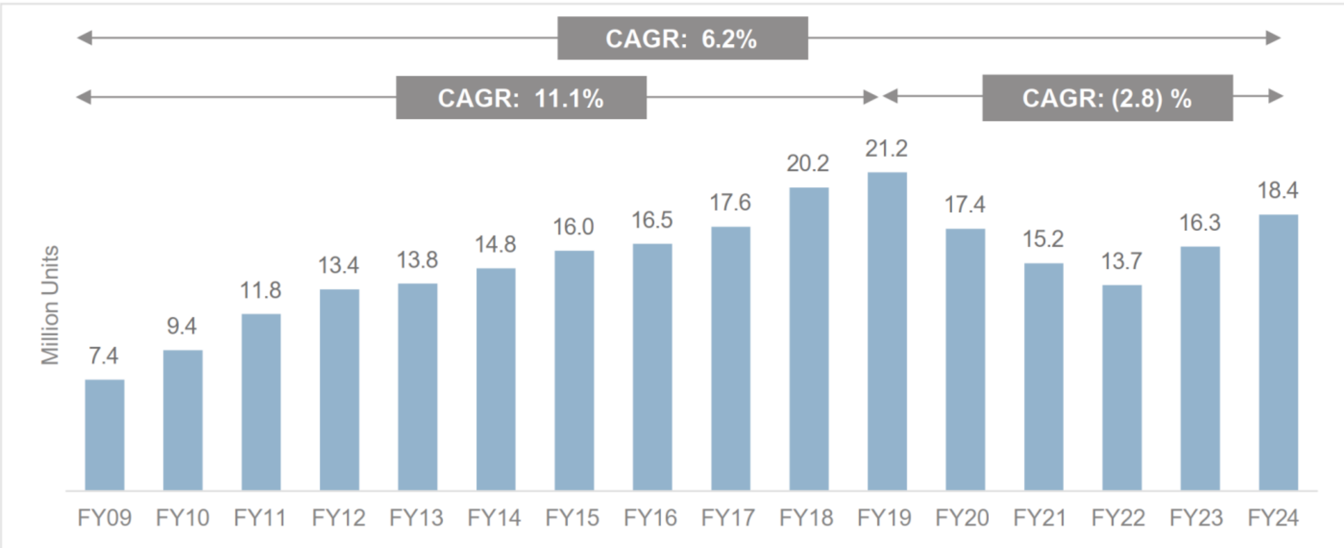
Review and outlook on the Indian two-wheeler industry

Review of the Indian Domestic Two-wheeler Industry (fiscals 2019 to 2024)

India is the largest motorised two-wheeler markets in the world, with domestic sales of 18.4 million units in fiscal 2024. Two-wheeler sales constituted 73% of the total auto market comprising two-wheeler, three-wheelers, passenger vehicles (PVs), commercial vehicles (CVs) and tractors by volume in fiscal 2024.The passenger vehicle segment contributed around 17% to the Indian auto industry while CVs contributed about 4% and three wheelers and tractors contributed 3% each.

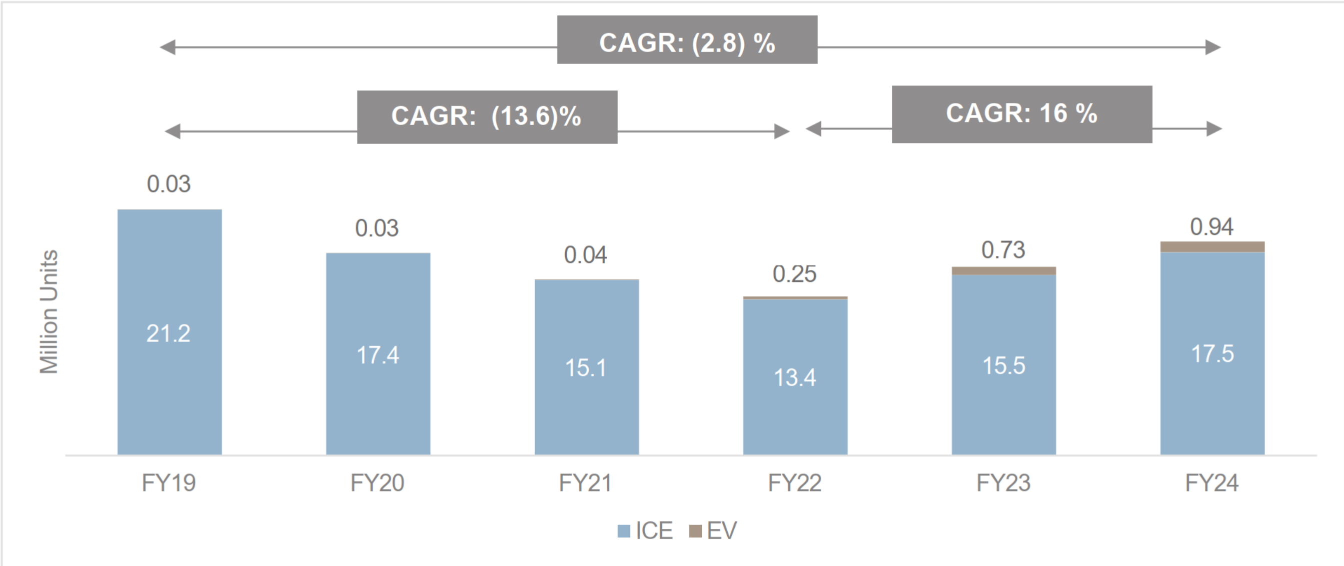
The two-wheeler segment sees a healthy demand in India and is preferred over four wheelers by the majority of the Indian population especially for their regular commute. This is primarily due to the lower acquisition cost, higher mileage, lower maintenance costs, ease of navigation especially during the traffic hours, hassle free parking and suitability on rugged roads of two-wheelers.

Domestic two wheeler sales volume trend – fiscal 2009 to fiscal 2024



Note: Figures in bracket to be read as negative (Eg. (10) to be read as minus 10)
Source: SIAM, VAHAN, CRISIL MI&A

Domestic two wheeler sales volume trend – Fiscal 2019 to Fiscal 2024



Note: Figures in bracket to be read as negative (Eg. (10) to be read as minus 10), Data for ICE and EVs; EV retail data from VAHAN has been considered.
Source: SIAM, VAHAN, CRISIL MI&A

Over and above this, the EV segment retail sales nearly tripled during the year giving an added fillip to the overall sales in fiscal 2023.

However, the higher interest outgo with increased repo rates and further increase in vehicle prices restricted the growth of two wheeler industry sales during fiscal 2023.

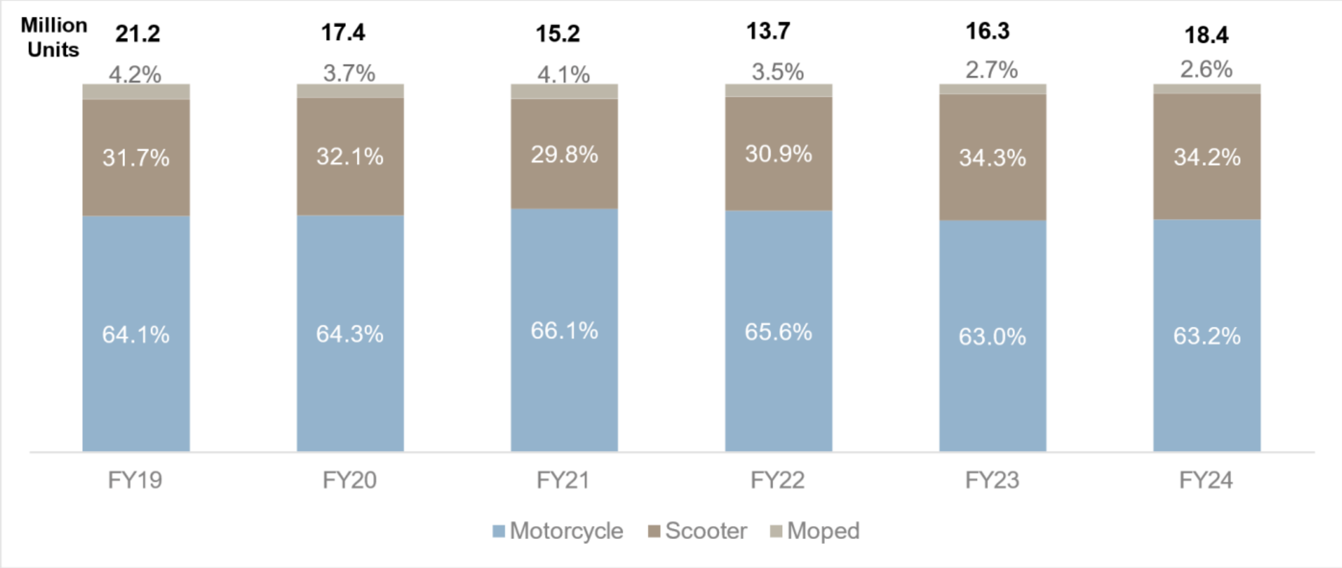
2W Industry sales further increased 13% further during fiscal 2024 backed by further improvement in macro- economic scenario, rural support, continued traction for premium motorcycles as well as scooters. Furthermore, continued demand for electric two wheelers despite the subsidy cut supported the growth in fiscal 2024. The new launches especially in the premium segments provided an added support to the demand. Additionally, commuter motorcycles segment witnessed some improvement during the year after consecutive contractions aided by limited rise in operating costs as well as increased customer incentives.

Segment wise domestic sales trend

Motorcycles dominate the domestic two-wheeler industry sales with more than 60% contribution to the annual domestic sales. However, their contribution has gradually contracted over the years, from 78% in fiscal 2009 to 63% by fiscal 2024.

On the other hand, the scooters segment expanded its presence over the long-term horizon; from 15% in fiscal 2009 to 34% in fiscal 2024. The mopeds segment also lost some ground to scooters over the years, from around 6% share in fiscal 2009 to ~3% in fiscal 2024.

Domestic two wheeler sales segmental trend – fiscals 2019 to 2024



Note: Data includes ICE and EVs; EV retail data from VAHAN has been considered.
Source: SIAM, VAHAN, CRISIL MI&A

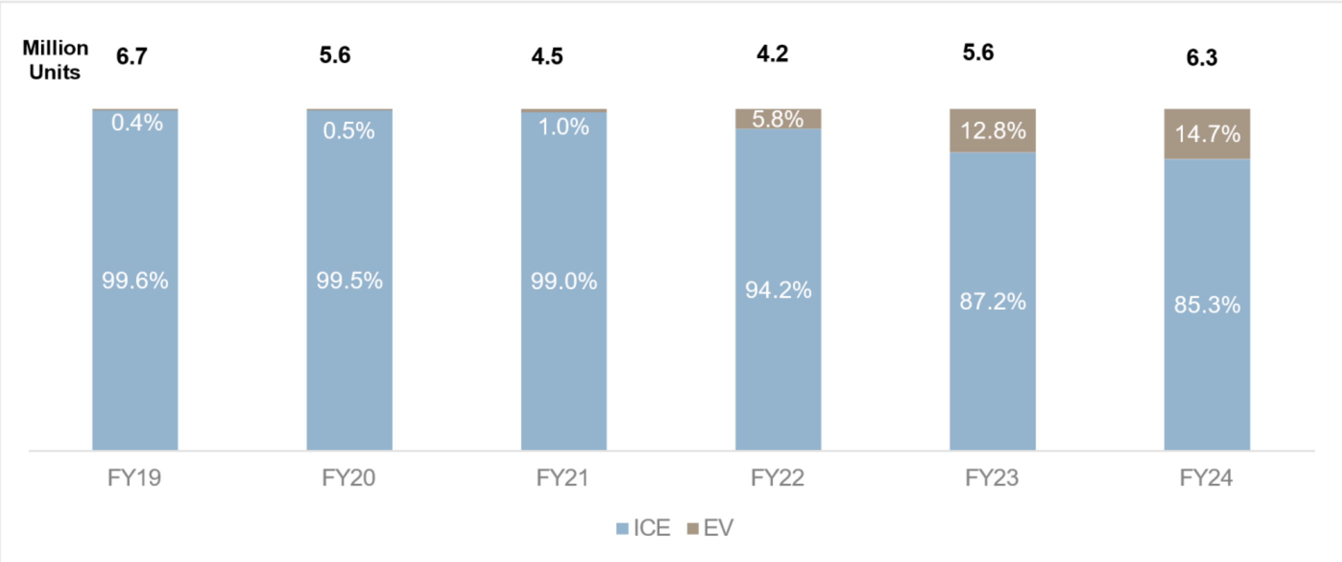
Scooters

In the last 5 years, share of scooters increased from 31.7% in fiscal 2019 to 34.2% in fiscal 2024. The share of the scooters segment increased on the back of strong demand from new model launches (like the Dio 125, Avenis, upgrades of Activa, Jupiter as well as e scooters), increasing usage of scooters by working women in urban areas (due to high convenience) and a growing preference as a second vehicle in households. Multiple ownerships of vehicles including a passenger vehicle, multiple two wheelers in a single family have risen, boosting demand.

Scooters also found acceptance in rural areas with increasing road penetration and scooters emerging as utility vehicles. Earlier, the scooter was positioned primarily as an urban vehicle. Now, it has gradually evolved to become a preferred way of commute for females in rural areas as well.

Thus, even in the industry slowdown during fiscals 2019-2024 period, the overall scooters segment contracted at the slowest pace of 1.3% CAGR vis a vis 3.0% CAGR contraction for motorcycles and 11.4% CAGR contraction for mopeds. Sharp rise in E scooter sales as well as model launches especially in the premium (=> 125cc) scooters segment restricted the drop in scooter sales.

ICE vs EV split within domestic scooter sales – fiscals 2019 to 2024

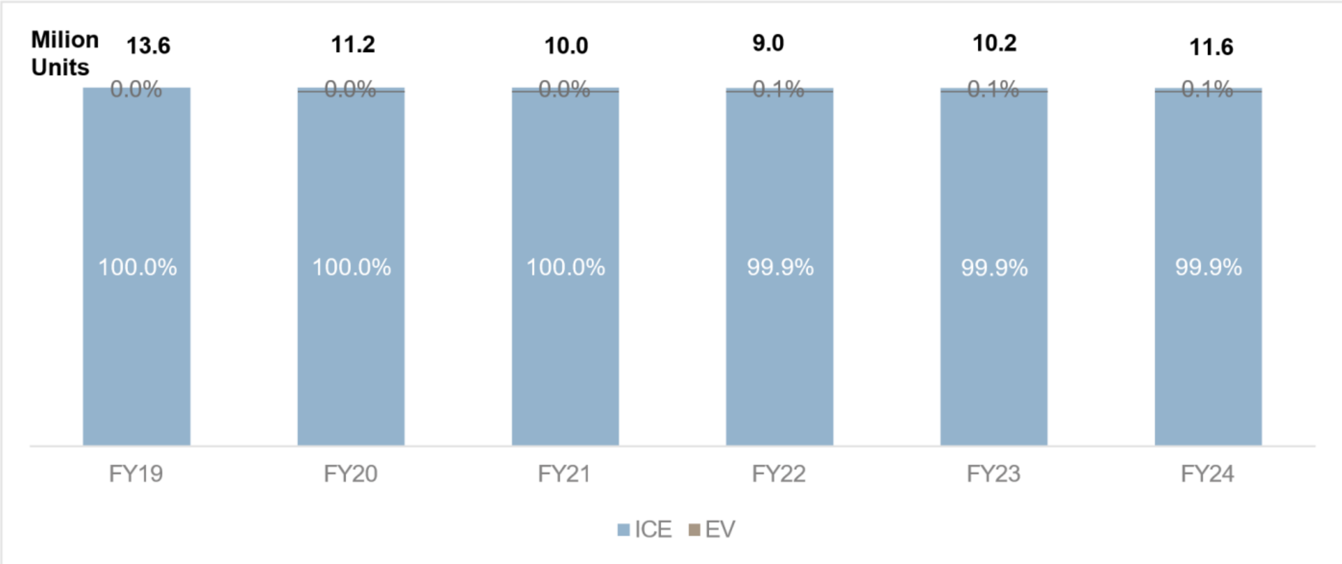


Note: EV retail data from VAHAN has been considered.
Source: SIAM, VAHAN, CRISIL MI&A

Within the scooters segment, EV scooters witnessed growth at an accelerated pace and contributed a sizeable share of 14.7% to overall scooter sales in fiscal 2024. Launch of new models, government incentives, rising awareness, increased acquisition & operating costs for the ICE equivalents provided boost to the EV sales during the fiscal 2019-2024 period. The EV scooters clocked growth at 101% CAGR in the last 5 years and their penetration within the scooters segment rose from 0.4% in fiscal 2019 to 14.7% in fiscal 2024.

Motorcycles

ICE vs EV split within domestic motorcycles sales – fiscals 2019 to 2024



Note: EV retail data from VAHAN has been considered.
Source: SIAM, VAHAN, CRISIL MI&A

Unlike scooters, the EV penetration within motorcycles has remained inconsequential amidst lack of EV options. Few OEMs like Revolt offered EV motorcycles from fiscal 2020. Manufacturers like Tork and Ultraviolette also introduced their e bikes/ motorcycles in the next 2/3 years. However, given limited vehicle options that too in the premium motorcycles category, higher acquisitions costs, larger range anxiety concern due to higher daily running for motorcycles; the adoption of EVs within motorcycles was only gradual and reached only 0.1% of overall motorcycle sales by fiscal 2024. And the ICE variants continued to dominate the motorcycle sales. However, even within the ICE motorcycles, the premium motorcycles segment (=>125 cc) has witnessed 3% CAGR growth during fiscal 2019-2024 period while the commuter motorcycles segment (<=110 cc) contracted at a rapid pace of 8% CAGR.

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.

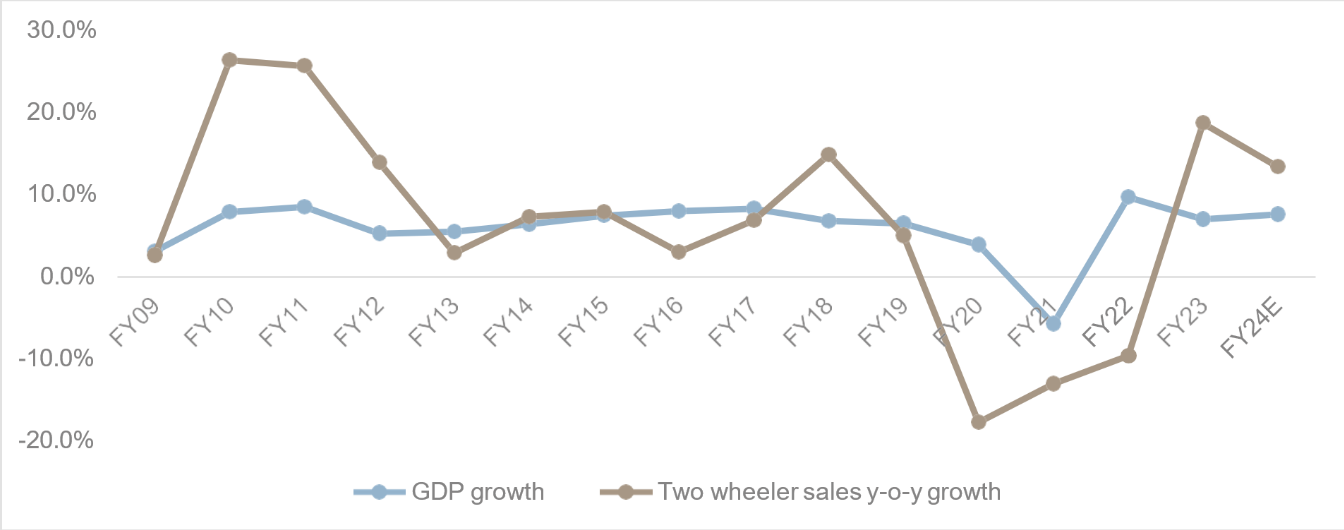
According to International Road Federation - World Road Statistics 2023 report, India had around 243 million two wheelers in use in CY 2020 ie India had 175 two wheelers for every 1000 people. This two-wheeler penetration of India is much lower than many of the Southeast Asian countries' like Taiwan (592 two wheelers per 1000 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:

Macroeconomic support

The primary demand drivers for the two-wheeler industry are improving affordability and lower cost of acquisition and ownership. Macroeconomic factors primarily determine the disposable income and affordability for customers.

GDP vs two-wheeler industry growth trend



Source: MoSPI, SIAM, VAHAN, CRISIL MI&A

After this healthy growth, slowdown in the GDP growth during fiscal 2020 and the pandemic induced economic contraction in fiscal 2021 impacted the healthy run of the domestic two-wheeler industry further. Improvement in the macro-economic scenario post the pandemic, with reopening of the economy has aided the two-wheeler sales growth in the last 2 years.

Going ahead, CRISIL expects India's GDP to clock a healthy growth at 6.5-7.5% CAGR (till fiscal 2031) aiding the growth of domestic two-wheeler industry sales over the long-term horizon.

Private consumption

Private final consumption expenditure (PFCE) rose marginally to 3.5% year-on-year in third quarter of fiscal 2024 compared with 2.4% the previous quarter but remains sluggish. Rural demand indicators were a mixed bag, with demand for work under National Rural Employment Guarantee Act (NREGA) slowing this quarter, and growth in two-wheeler sales surging. However, growth in consumer non-durables production slowed considerably in the third quarter. Urban demand seemed to have sustained some momentum in the third quarter, with a pick-up in the growth of passenger vehicle sales and consumer durables production, as well as continued double-digit growth in retail credit (18.1% versus 18.3% in the previous quarter). The latter indicates that the impact of past rate hikes and regulations on unsecured lending are still pending.

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.

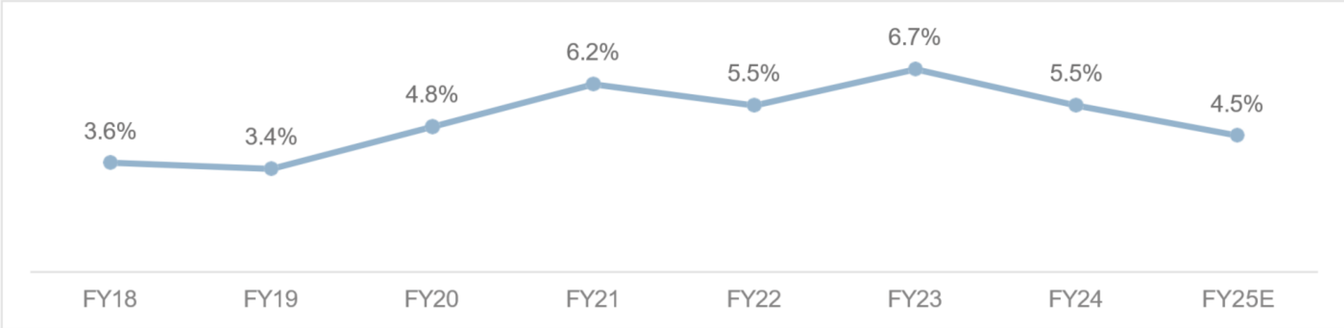
Going ahead, IMF expects the GDP per capita to grow at a faster rate of 9.3% and reach USD 4281 levels by 2029. Continued improvement in GDP per capita to aid two-wheeler segment growth over the long-term horizon.

Inflation

High inflation levels have a negative impact on the overall disposable incomes and affordability of the customer base. And given the relatively weaker financial position of two-wheeler buyers vis a vis buyers of other vehicle segments, high inflation levels can have a pronounced impact on the sales of two wheelers, especially the commuter motorcycles and 110 cc scooters segment. The high inflation periods witnessed the industry contraction during the fiscal 2020-fiscal 2022 period. Although the industry clocked growth in fiscal 2023 (from a lower base), the commuter segments continued to face pressure. Moderation in inflation levels helped industry clock further growth during fiscal 2024.

Further improvement in inflation levels is expected in the shorter term which will support the growth of two-wheeler industry going ahead.

CPI trendline



Source: Ministry of Statistics and Programme Implementation (MOSPI), CRISIL MI&A Research

Rural Infrastructure

Thus, the continued expansion in rural infrastructure is expected to back two-wheeler demand growth over the long term horizon. 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 segment to make in roads 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.

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.

Over the years, amidst the intensifying competition, financial institutions have expanded their reach to gain further market share within the auto finance industry. Moreover, the entry of NBFCs which focus primarily on non-metros, expanded the reach of the financing system further as banks primarily catered to the urban and salaried customers.

This expansion aided the growth of overall finance penetration in the industry and in turn supported the growth of the domestic two-wheeler industry. Additionally, financiers have been offering a wide range of schemes and promotions (such as low-down payment, attractive EMI options, waiver of processing fees) to attract more customers for small ticket-sized purchases aiding the finance penetration within the two wheeler industry.

Going forward, CRISIL MI&A expects the finance penetration to improve further and support the growth of two- wheeler industry.

Women participation in the workforce

Increasing female/ women participation in the Indian workforce has provided an additional boost to the two- wheeler, especially scooter sales. Given the added comfort in terms of ease of seating, lower vehicle weight, easy manoeuvrability and baggage space, scooters are the preferred vehicle choice for most working women.

Over the last 6 years, female participation rate in the Indian labour force has witnessed a significant jump backed by long-term socio-economic empowerment initiatives by the government as well as improvement in education and other skills within the women population. There has also been an increased focus on increasing women participation by the corporates. This has led to improvement in the female participation and has boosted the demand for scooters in India. The female participation in the work force has also aided the overall household incomes, boosting the two-wheeler sales as well.

Growing gig economy

CRISIL MI&A projects the e-commerce industry to cross Rs 5.3 trillion by fiscal 2026, logging a CAGR of 20-25% between fiscal 2024 and fiscal 2026. This healthy growth is expected to support the demand for two wheelers in the long run.

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, attractive feature rich new vehicle launches at competitive rates, vehicle being seen as an extension of customer's personality, financing support, more launches in the premium segment has supported this premiumization trend within the two-wheeler industry.

In the last 5 years, the share of premium vehicles (=>125cc) increased significantly – from 41% in fiscal 2019 to 52% in fiscal 2024 for motorcycles & from 21% in fiscal 2019 to 47% in fiscal 2024 for scooters. Despite the commuter motorcycles and basic 110 cc scooters witnessing a sharp contraction, increased traction for the premium motorcycle and scooters segment restricted the fall in overall sales. In the last 5 years, the premium segments have primarily provided the thrust to the industry.

Over the long-term horizon, CRISIL MI&A expects the premiumization trend to support the overall industry growth and support the industry sales going forward.

Electrification within the industry

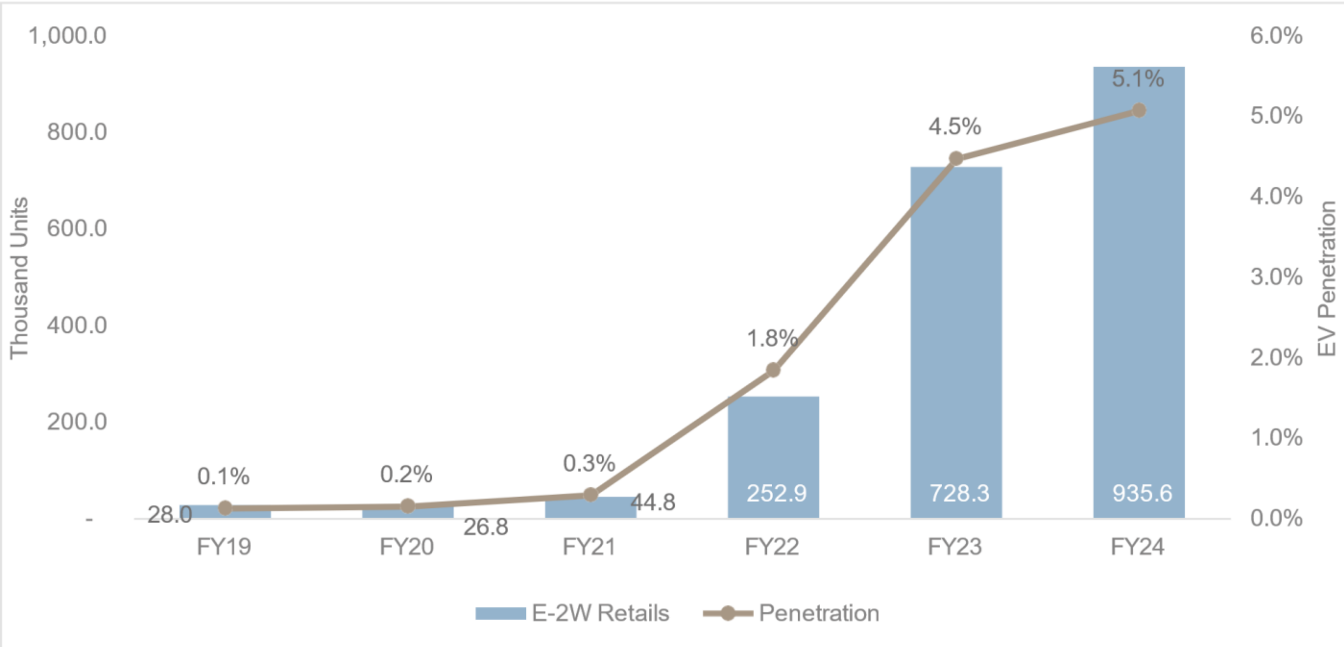
EVs are gaining global interest amidst the need to curb pollution. In India, too, EVs are gaining popularity, as the government is extending support via Faster Adoption and Manufacturing of Hybrid and Electric vehicles (FAME II) and tax rate cuts to encourage EV adoption. Further, growing awareness and concerns about environmental issues are likely to drive electrification in India.

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 fiscal 2019-2024, 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.

EV retail sales trend in India



Note: VAHAN data does not include Telangana & Lakshadweep retails
Source: VAHAN, CRISIL MI&A

Shrinking replacement cycles

Amidst the expanding vehicle portfolio, 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, advanced state of the art vehicle launches, younger buyer demographic, expanding financing coverage and rising awareness, the vehicle replacement cycles have been shrinking. The increasing share of scooters with a relatively lower ownership holding period is another factor contributing to the shortening of the replacement cycle. Rising premiumization as well as electrification is also aiding this trend.

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.

R&D support

The customer base of the two-wheeler industry has shifted towards the young, tech savvy gen Z customers who appreciate and prefer the latest state of the art features, attractive designs and colours, connected technology as well as hi tech accessories for their new vehicles. This customer base sees the vehicle as an extension of their personality.

Moreover, as the replacement cycles have shorted, the intermittent new vehicle launches are a must to ensure continued demand.

Thus, all the OEMs spend a notable amount on Research and Development (R&D) for the latest tech, design, and features for the upcoming vehicles. R&D has also become a necessity to analyse the safety of the two-wheeler riders.

In the last 6 years, two-wheeler industry OEMs have spent ~2% of their annual operating incomes on their Research and Development expenditure.

Accessories supporting OEM margins

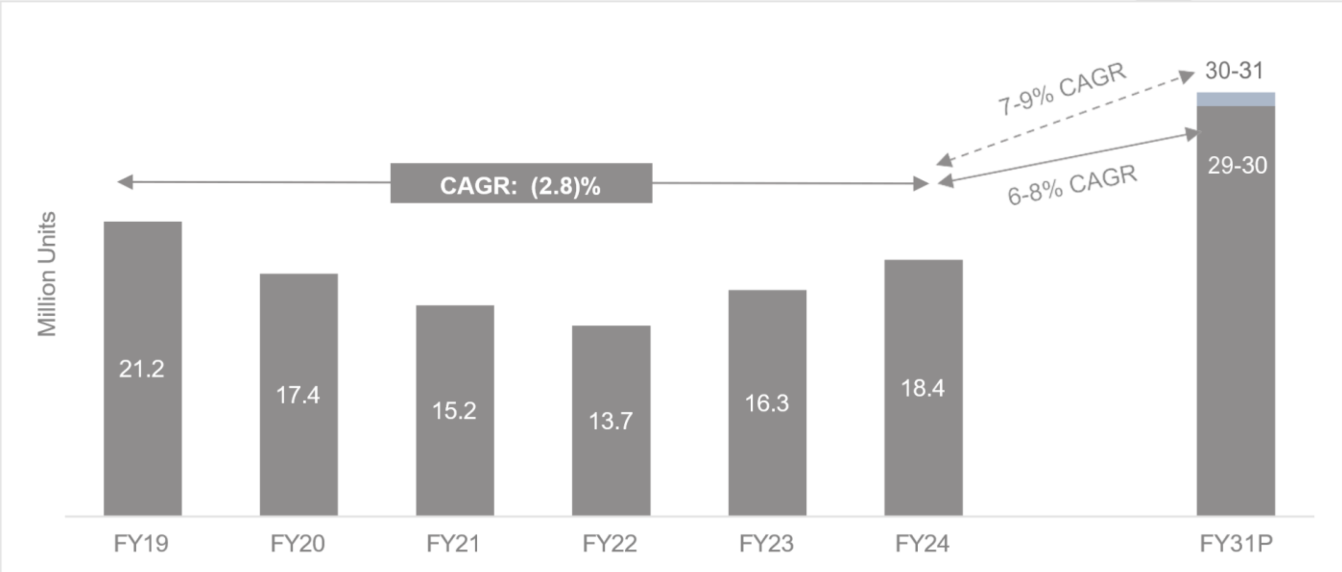
Over the years, companies have expanded the offerings in terms of company branded accessories and merchandise like scooter covers, handlebar pads, engine guard, backrest, helmets, apparels, gloves etc. Such branded accessories form an integral part of the two-wheeler industry. The merchandise is more common for the premium models of the OEMs and form a sizeable portion of the revenue for OEMs.

Today EV manufacturers also offer accessories and merchandise for their customers including smart helmets, portable chargers, fast chargers, pressure monitors etc. EV manufacturers also offer merchandise for their customer base including T shirts, jackets etc.

These accessories and merchandise products are high margin (25-30%) products for the OEMs which not only promote the brand but also provide an added support to the company top line as well as bottom line.

Two Wheeler Industry Outlook (fiscals 2025-2031)

The industry is expected to continue its growth momentum over the long-term horizon led by the positive microeconomic and macroeconomic environment, favourable rural demand, premiumization, intermittent launches, shrinking holding period and continued support from financers. 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.



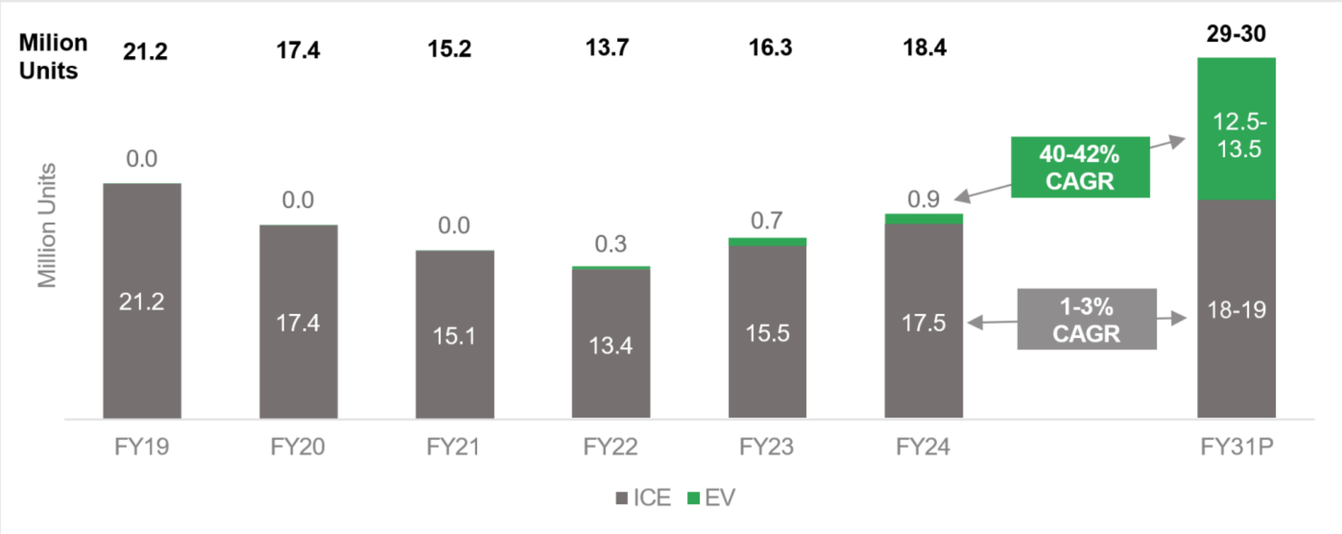
Note: The numbers indicated by the dotted arrow represent the optimistic case
Source: SIAM, CRISIL MI&A

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 28-30% of the industry sales by fiscal 2029 and 33- 37% of the industry sales by fiscal 2031.

In an optimistic scenario, supported by increased EV launches, favourable government support, faster momentum in infrastructure development, reduced battery prices, easing supply chain constraints, localized value chain and faster consumer shift towards electrification, the industry sales are projected to grow at a faster pace of 7-9% CAGR to reach volumes of 30-31 million by fiscal 2031. In the optimistic scenario, EV penetration is expected to reach 38-42% compared to 33-37% estimated for the base case.

Domestic two-wheeler industry powertrain wise outlook

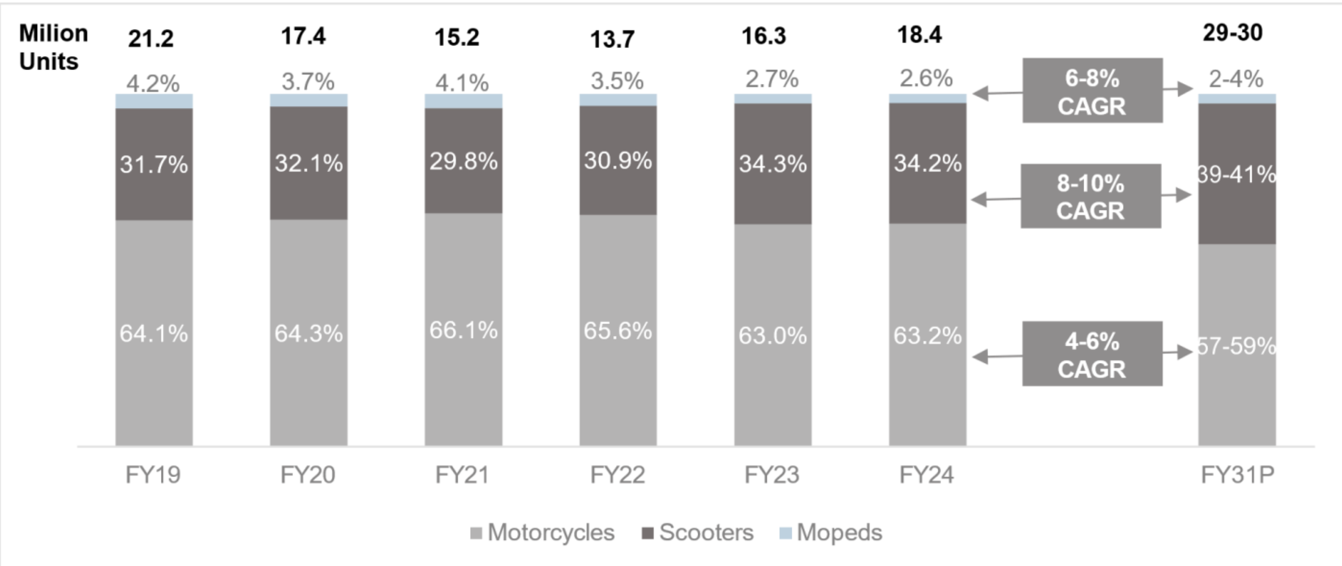


Note: Figures above the graph showcase the total sales, outlook is for the base case scenario
Source: SIAM, CRISIL MI&A

Going ahead, over the long term horizon, CRISIL MI&A expects the scooter segment to grow at a much faster pace off the relatively lower base, backed by expected sharp rise in e-scooter demand, ubiquitous usage of scooters, rising share of women in workforce, projected growth of e commerce segment coupled with continued focus of OEMs on the scooters segment. The strong launch pipeline, especially for e-scooters and faster replacement cycles of the scooters segment will also back the faster growth of the scooters segment. Further, the improvement in supporting charging infrastructure is expected to provide added impetus to the segment's growth.

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



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 fiscal

2031. The primary contributor to motorcycle sales, the ICE motorcycles are expected to grow at 3-5% CAGR. The premium >=125cc subsegments are expected to continue to provide the thrust to the motorcycles segment going ahead while the <=110cc subsegment is projected to grow at only a moderate pace.

Premiumization and upgradation will limit the growth of <=110cc motorcycles subsegment

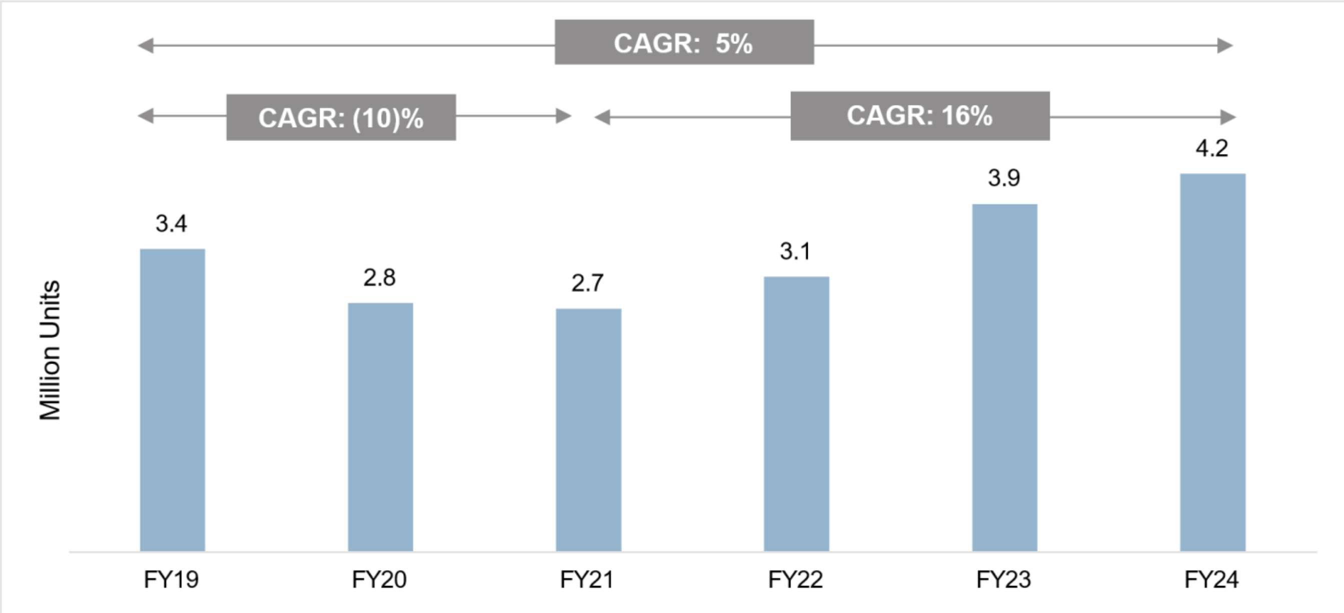
Review of the Indian Passenger Vehicle industry

Review of the Indian domestic PV industry (fiscals 2019 to 2024)

In fiscal 2023, the PV industry grew at a rate of 27% y-o-y, which was more than double the rate of 13% y-o-y witnessed during fiscal 2022, owing to the healthy pent-up demand created by two years of slump in sales volume. The orderbooks of auto OEMs were further supported by several new launches in the growing SUV category, which saw higher traction, along with multiple facelifts of existing models and easing supply of semiconductors. In fact, overall wholesale volume reached a historic high of 3.9 million units in the fiscal.

Historic production development (FY19-FY24)

Review of domestic PV sales volumes



Note: Figures in bracket to be read as negative (Eg. (10) to be read as minus 10)
Source: SIAM, CRISIL MI&A

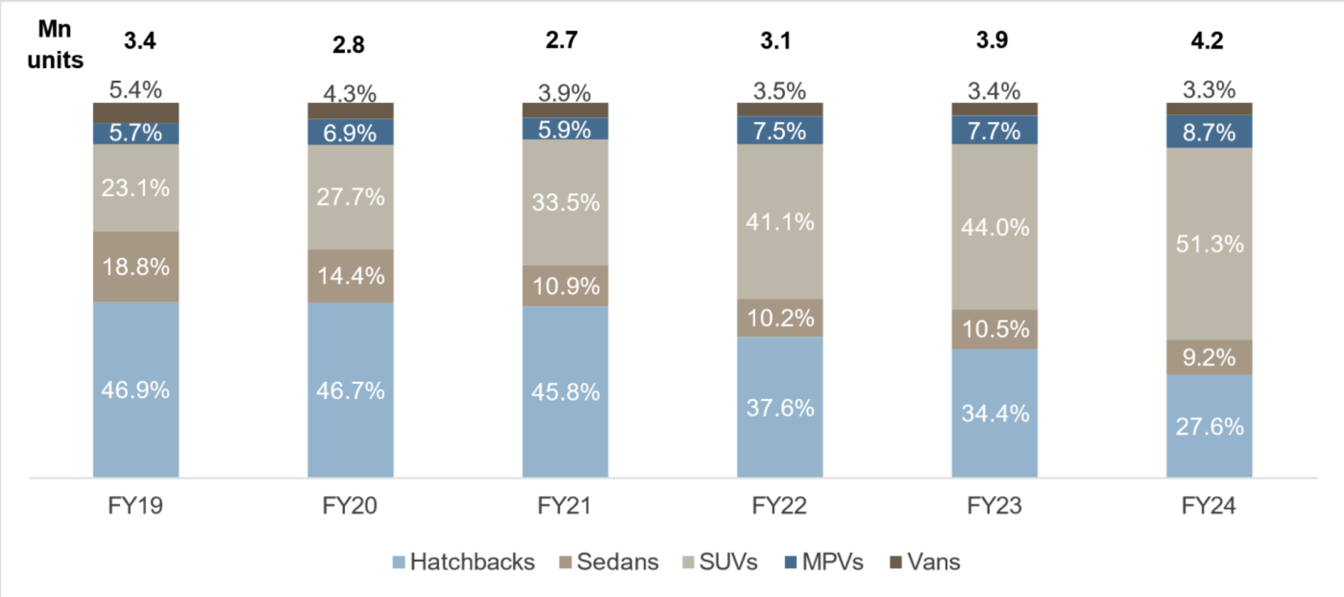
During fiscal 2024, growth momentum of the industry continued, albeit at a slower pace, backed by the continued traction for the SUV segment, intermittent launches and improvement in disposable income. Off the high base of fiscal 2023, the industry grew 9% in fiscal 2024 to reach the historic high of 4.2 million units.

Segmental shifts amidst premiumization

The passenger vehicle industry can be broadly classified basis body types into hatchbacks, sedans, sports utility vehicles (SUVs), multipurpose vehicles (MPVs) and vans. Traditionally, Indian passenger vehicle buyers have been cost conscious, with mileage and initial vehicle buying cost being the two main pillars of decision-making. Thereby, the hatchback segment had been leading PV sales over the years primarily because of the lower ticket size and lower running costs, making them affordable to the average Indian customer.

There has been a perceptible shift in the customer buying behaviour, where customers are prioritising vehicle experience over costs and are willing to pay a premium and are also ready to accept longer waiting time for the desired vehicle. More and more customers are now opting to buy mid to top level variants that fall within their budgets. This shift towards premium vehicles i.e. premiumisation is resulting in intersegmental as well as intra segmental shifts.

Segment-wise trends in the overall PV sales volumes in India



Note: Figures above bars are the sales volumes.
Source: SIAM, CRISIL MI&A

Key historic regulatory/macroeconomic trends and growth drivers for domestic sales

GDP per capita

GDP per capita is Gross Domestic Product (GDP) of a country distributed per person in the population. It is calculated by dividing total GDP by the population. Per capita income shows the increase in income thereby indicating economic well-being and average living standard of population in a country.

Global dependency on India for production of goods and growing service sector in the country for the past decade has aided this growth. The increase in population along with demand for employment has significantly increased the nation's GDP per capita.

Vehicle Penetration in India

India's car market is extremely underpenetrated compared with most developed economies and some developing nations. The Indian PV market is one of the fastest growing in the world and was ranked second in terms of annual sales (after China) in 2023. However, the market is still highly underpenetrated compared with most developed economies, or even developing countries such as China, Brazil and Mexico. According to CRISIL MI&A, India had 26 cars per 1,000 people as of fiscal 2024

Safety norms

Bharat New Car Assessment Program (BNCAP) was launched by Ministry of Road Transport and Highways (MoRTH) on August 22th, 2023 with an aim to enhance the road safety of passenger cars by increasing the vehicle safety standards of these vehicles. BNCAP would promote a healthy competition between home grown OEMs and international OEMs to manufacture safer cars along with pushing the safety and quality of the vehicles in India. BNCAP rating system is a voluntary assessment program and came into effect on October 1, 2023.

GST tax structure

The government can change the course of the PV industry by changing the tax structure. Through GST, the government reduced tax rates slightly and increased the cess in order to reduce the price parity with pre-GST regime. The government has been levying high tax on diesel vehicles in order to discourage use. Consumers have a preference for diesel vehicles due to the better mileage as against petrol variants. In order to encourage electric vehicles (EVs), the government has reduced taxes on EVs from 12% tax to 5%, much lesser than internal combustion engine vehicles (28%). Also, the excise duty on petrol is a variable which the government adjusts to control fuel prices, which again has a high correlation with the PV industry sales. Further, the government may aim to lower the GST for hybrids to further minimize the usage of traditional ICE vehicles.

Government boost for Compressed natural gas (CNG)

With the new pricing mechanism, the domestic gas price was capped at $6.5 per mmBtu for the fiscal 2024. Thus, CNG prices declined by 4% to Rs 74/kg fiscal 2024. This decline in prices resulted the difference in total cost of ownership between diesel and CNG, favouring CNG transition and hence the long-term prospects for CNG adoption remain promising.

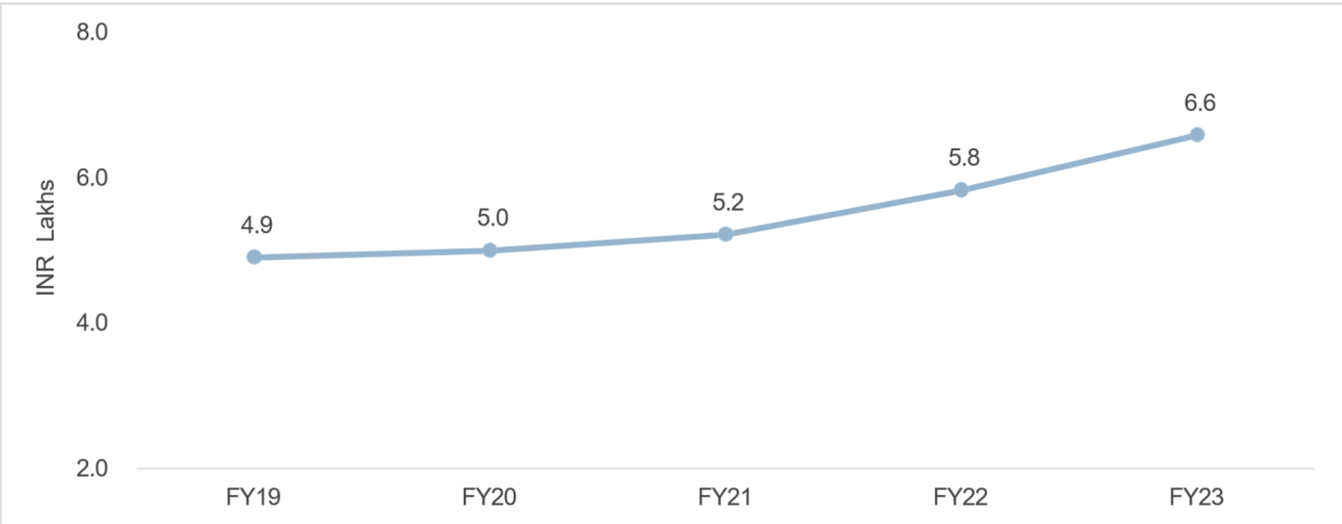
Fluctuating fuel prices and potential government incentives for eco-friendly alternatives could potentially ignite demand for CNG-powered vehicles. Moreover, advancements in CNG technology and the expansion of refuelling infrastructure may enhance the appeal of CNG models, offering a greener and more sustainable solution for the transportation sector.

According to PPAC, as of fiscal 2023 there were around 86,855 retail fuel outlets in India. As of 1st June 2024 this number increased to 90,334. The availability of refuelling infrastructure for traditional fuels are also on the rise, however, on a lower rate compared to CNG and EVs.

Premiumization trend

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. For example, Hyundai introduced sunroof in their i10 and i20 hatchback back in 2008-09. From then till now, most of the models offered from the company provides sunroof as an option and the company has played a crucial role in popularising modern features in India.

Trend in average vehicle price (ASP)



Note: Based on OEM factory cost;
Source: CRISIL MI&A

New model launches

Apart from increasing sales of existing models, sales of new models have supported the overall industry's growth in the past decade, thereby driving demand. Most recent launches were mostly SUVs, which accelerated growth of the industry. As of fiscal 2023, a total of 10 new models were launched in various segments. These new models contributed to 3.1% of overall PV sales in that fiscal. Few of the notable model launches includes Maruti Suzuki Grand Vitara, Toyota Urban Cruiser Hyryder, Volkswagen Virtus, Innova Hycross and Hyundai Ioniq 5. In fiscal 2024, a total of 9 models were launched that contributed to over 6.6% of PV sales. Key model launches include Maruti Suzuki Fronx, Hyundai Exter, Honda Elevate and MG Comet EV. Going forward, the new vehicle pipeline is expected to provide additional thrust to domestic sales.

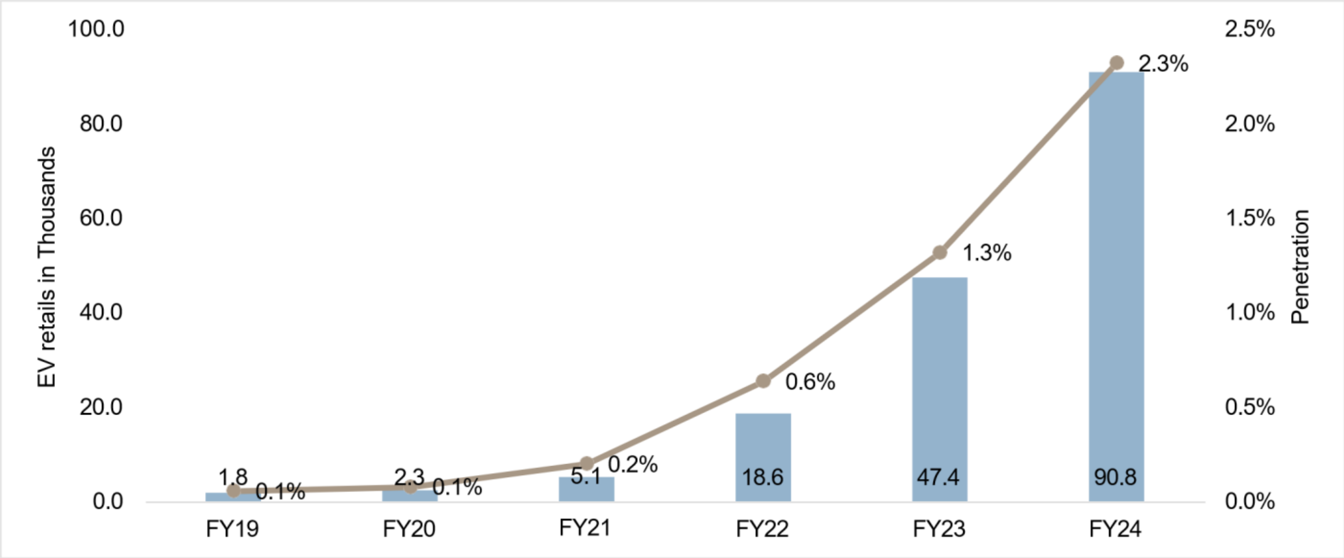
EV penetration in Passenger Vehicles

Amid rising environmental concerns, electric vehicles (EVs) are gaining traction globally, including in India. The country is one of the signatories to the Paris Agreement under the United Nations Framework Convention on Climate Change. It is also part of the EV30@30 campaign, targeting a 30% sales share for EVs by 2030.

To accelerate EV adoption, the government has been incentivising consumers by extending support via FAME (Faster Adoption and Manufacturing of (Hybrid &) Electric Vehicles in India) subsidy as well as tax cuts. The government announced INR 100 billion for Phase II of FAME, which commenced on April 1, 2019. The policy aims to provide a subsidy of INR 10,000 per kWh to four-wheelers (battery EVs, plug-in hybrid EVs, strong hybrids) for commercial purposes and public transport. It also envisions creation of infrastructure for charging of EVs.

These schemes alongside the Production Linked Incentive (PLI) schemes, scrappage policy as well as the Make in India initiative is setting up the roadmap for widespread EV manufacturing and adoption.

Domestic passenger vehicles EV retails and penetration trend



Note: VAHAN figures exclude Telangana, Lakshadweep retails
Source: VAHAN, CRISIL MI&A

Outlook of Indian PV Industry (FY24-FY29)

Going ahead, CRISIL expects the macroeconomic scenario to lend support to the industry growth with GDP projected to grow at a healthy pace between fiscal 2024 to fiscal 2029. India's GDP growth is expected to outperform other major geographies in the next 5 years with an expected growth rate of 6-8%. India's inflation levels are also expected to remain subdued in the 3-5% range, which is within the RBI's target band. CRISIL has assumed 3 years of normal monsoons within the 5-year outlook period and has considered positive momentum in rural demand. Fuel prices are also expected to remain near steady in the next 5 years. These favourable macro- economic factors are expected to aid the consumer disposable income levels.

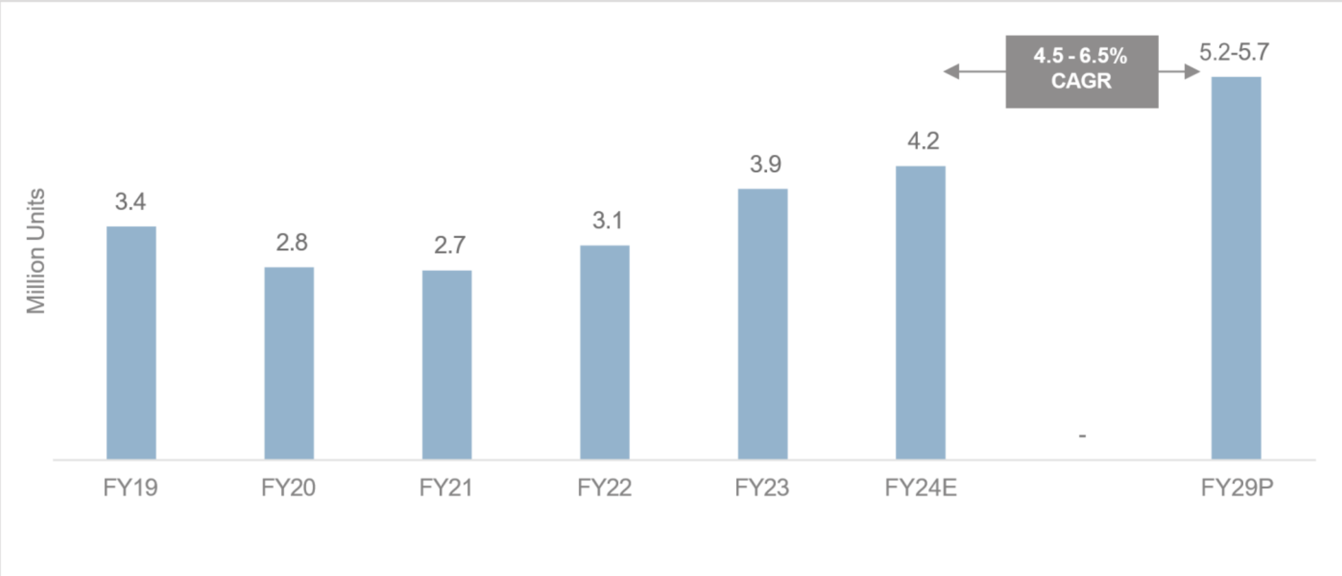
Besides the macro-economic factors, continued support from government in terms of policies as well as continued expenditure & investments are expected to provide an added support. The favourable demographics is an added advantage for India which is also expected to help propel the passenger vehicle industry forward.

Additionally, OEMs are expected to continue with launches of feature rich competitively priced vehicles aiding the overall demand growth.

The financing scenario is projected to remain favourable for the industry and will lend further support amidst expanding financing reach and high Loan to Value (LTV) levels.

The changing consumer dynamics including younger consumer base, premiumization, electrification, shorter replacement cycles (4-5 years currently vis a vis 7-8 years a decade ago) will provide further impetus to the demand. Additionally, the government's push for scrapping of old vehicles is expected to help in shortening replacement cycles and hence aid demand.

Domestic PV Industry outlook (volumes)

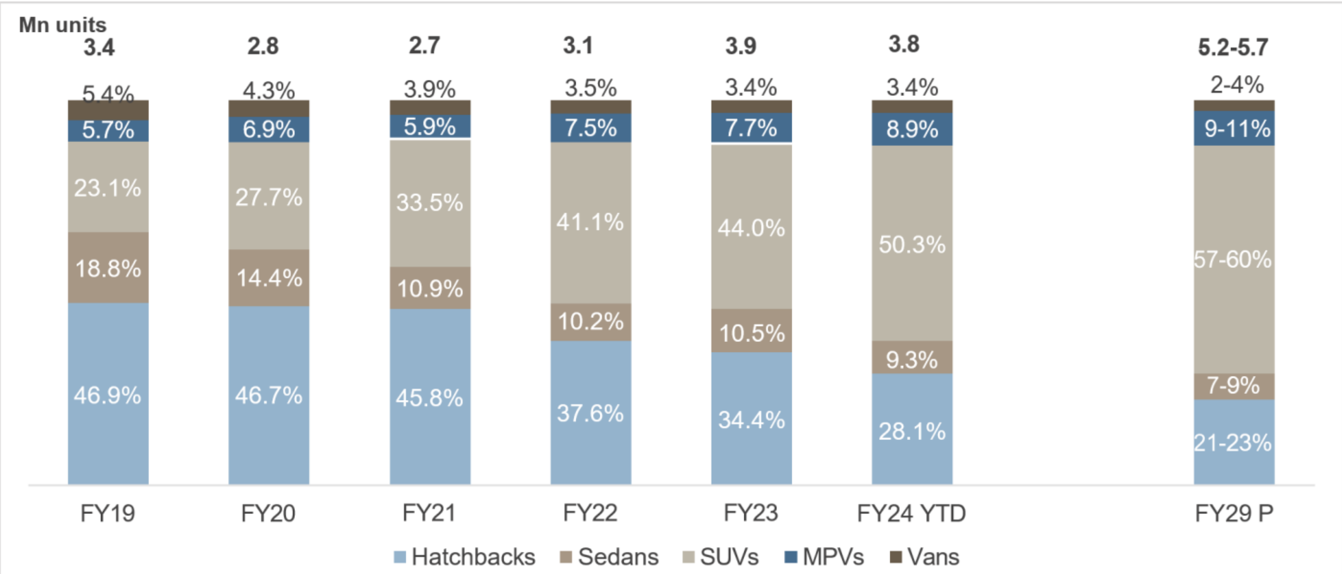


Source: SIAM, CRISIL MI&A

Segmental Outlook

Growth in the domestic industry is expected to be led by the SUV and MPV segments while the hatchback, sedan and vans segments are expected to clock muted growth going ahead.

Industry segmental split outlook



Source: SIAM, CRISIL MI&A

Key growth drivers and regulations/policies for domestic and export sales

Policies supporting EV adoption and EV supply chain

The Government of India has introduced a set of fiscal and non-fiscal incentives to support the adoption of electric mobility.

The FAME I policy was aimed at promoting EV ecosystem through technology development, demand creation, pilot project, and charging infrastructure thereby ensuring its sustainable growth. In the FAME 1, about 2.78 lakh EVs were supported via demand incentives. In addition, 465 buses were sanctioned to various cities/states under this scheme. Phase-II of the FAME policy was implemented with an outlay of INR 10,000 Crore in 2019 for a period of 5 years, with the aim to support demand for EVs by supporting 7,000 e-Buses, 5 lakh e-3 Wheelers, 55,000 e-4 Wheeler (Commercial purposes) and 10 lakh e-2 Wheelers (including commercial & private). The Ministry of Heavy Industries (MHI) had sanctioned 520 Charging Stations/Infrastructure under the FAME I policy. Further, this Ministry has also sanctioned 2,877 Electric Vehicle Charging

Stations in 68 cities across 25 States/UTs and 1576 charging stations across 9 Expressways and 16 Highways under FAME II.

Segment	Maximum vehicles supported	Approx size of battery (kWh)	Incentive offered (INR/kWh)	Maximum Ex-factory price to avail incentive (INR)
2W	1,000,000	2	10,000	1.5 lakhs
3W	500,000	5	10,000	5.0 lakhs
4W	35,000	15	10,000	15.0 lakhs
Bus	7,090	250	20,000	2.0 crores

PLI Policy

PLI for Automobile and Auto components

The government approved the PLI Auto policy in 2021 with a budget outlay of INR 25,938 crore for a period of 5 years from fiscal 2023 to fiscal 2027. Total Incentive per entire group company is capped at INR 6,485 crore. The policy offers incentives for manufacturing of Advanced Automotive Technology (AAT) Products. This policy would further promote localization for AAT products and enable creation of Indigenous value chain. The policy consists of two components, incentivizing incremental sales of automobile and auto components named Champion OEM Incentive Scheme and Component Champion Incentive Scheme, respectively.

Champion OEM Incentive Scheme: The Champion OEM Incentive scheme is a sales value linked scheme, applicable to Battery Electric Vehicles (BEV) and Hydrogen Fuel Cell Vehicles (FCEV) of all segments – 2 wheelers, 3-wheelers, passenger vehicles, commercial vehicles, Tractors, Automobiles meant for Military use, and any other AAT vehicle as prescribed by MHI. The incentive scheme targeted to address the cost disabilities related to Advanced Automotive Technology vehicles faced by OEMs. depending upon technical developments

Component Champion Incentive Scheme: The Component Champion Incentive scheme is also a sales value linked scheme, applicable on pre-approved AAT components of all vehicles, CKD/SKD kits, Vehicle aggregates of 2- Wheelers, 3-Wheelers, passenger vehicles, commercial vehicles, tractors and any other AAT components prescribed by MHI.

PLI for Automotive and Advanced Chemistry cells (ACC)

The Government of India on May 2021 approved the PLI policy on Advanced Chemistry Cell (ACC) Battery storage with a budget outlay of INR 18,100 crores for setting up battery manufacturing facilities with a total capacity of 50 Giga Watt Hour (GWh). This policy will strengthen the ecosystem for electric vehicles and battery storage in the country. The policy aims to enhance India's manufacturing capabilities of ACC by setting up of Giga scale ACC battery manufacturing facilities in India with emphasis on maximum domestic value addition. Under the scheme, the beneficiary OEM must achieve a domestic value addition of atleast 25% and raise it to 60% within 5 years while also making the mandatory investment of INR 225 crore /GWh for committed capacity within 2 years. The incentives under the PLI scheme will be disbursed over a fixed period of five years, from the time of commissioning of the manufacturing facility.

Phased Manufacturing Program

Under FAME II policy, PMP has been introduced with the aim of boosting domestic manufacturing of EVs, its assemblies/ sub-assemblies and parts/sub-parts thereby increasing the domestic value addition. The PMP is a government initiative to promote the local manufacturing of EVs in India. The PMP offers a scaled duty structure for imported EV parts. To provide further impetus to electric mobility and promote indigenous development of electric vehicles, the central government has reduced and rationalized basic custom duty on electric vehicles.

Charging and EV Infrastructure policy

The government is actively promoting charging infrastructure and battery swapping to support the EV ecosystem in India. The plan is to establish five lakh public charging stations (PCS) by 2025, by offering financial assistance to states and private companies. This initiative addresses the lack of charging infrastructure which is a key barrier to EV adoption. Further through the revised guidelines and standards for charging infrastructure issued by Ministry of Power, the government aims to augment the station density/distance between two charging stations as below:-

At least one charging station to be made available in a grid of three-by-three km. Further one charging station to be set up at every 25 km on both side of highway/roads.

For long range and heavy duty EVs, there should be one fast charging station at every 100 km, one on each side of the road/ highway

Scheme to promote manufacturing of electric passenger cars in India

In March 2024, MHI introduced scheme to promote India as a manufacturing hub for EVs and attract investments from global EV manufacturers. Through the scheme, automakers can import 8,000 EVs per year with a provision for maximum 40,000 for a period of five years provided that thecompany commits to invest in India for local manufacturing. The scheme would also enable automakers to carryover unused annual imports during the same five-year period. EVs of minimum CIF (Cost, Insurance & Freight) value of USD 35,000 or above are eligible for reduced custom duty of 15% for the same period. Also, the total number of EVs allowed for import would be determined by the total duty foregone or investment made, whichever is lower, subject to a maximum of INR 6,484 crores.

The scheme mandates a minimum investment of INR 4,150 crores (USD 500 million) in India with a timeline of 3 years for setting up EV manufacturing facilities and commence the production of EVs. Further, automakers are expected to achieve a certain level of domestic value addition (DVA) in the next 5 years. DVA should gradually increase reaching 25% by the third year and 50% by fifth year.

Policies towards battery recycling

The Battery Waste Management Rules 2022 were implemented to promote the reuse and recycling of Advanced Chemistry Cell (ACC) batteries in India. This policy focuses on financial incentives, standards development, and raising awareness about battery recycling. The traditional EV battery lifecycle involves extraction, manufacturing, usage, and disposal, but this policy encourages reuse and recycling, including secondary applications and metal extraction. It introduces Extended Producer Responsibility (EPR), making producers responsible for end-of-life battery collection and recycling. Targets are set for recovering battery materials and incorporating recycled content into new cells, with specific goals outlined for 2025-2030. The policy also promotes the reuse of swappable batteries in energy storage applications, aiming to create a battery bank for EV charging and other use

Scrappage Policy

The policy requires passenger vehicles older than 20 years and commercial vehicles older than 15 years to pass a fitness test to continue plying on the road. The end-of-life vehicles, which do not pass the fitness test will lose the vehicle registration and will be scrapped. As per the policy, automated testing stations ATS and vehicle scrappage centres will be established in order to support the initiative.

The policy further introduces incentives to scrap the vehicles and offers discounts against the scrappage certificate issued by the scrappage centres. The incentives proposed include a scrap value to be given by the scrappage centre (4-6% of ex showroom price of the new vehicle), road tax rebate by the state governments, rebate in registration fees and discounts from OEMs while purchasing the new vehicle against the scrappage certificate.

Estimated penetration of Electric PV segment wise by FY29

As of fiscal 2024, the total cost of ownership (TCO) of an EV for a personal vehicle was 11% higher than that of a petrol vehicle and 6% higher than that of a diesel vehicle for 10,000 km. This is expected to be 3% lower versus petrol and 8% lower versus diesel in fiscal 2029 for the same distance, highlighting the financial viability of electric PVs for personal use application. Additionally, the TCO per km of an e-PV become even more economical without the subsidies by fiscal 2029 owing the lowering battery cost and improving technology.

TCO for private vehicles in fiscal 2024 for four-year ownership and annual running of 12,000 km

Annual running	6,000 km	10,000 km	15,000 km	18,000 km	20,000 km
EV vs petrol	19% higher cost than petrol	11% higher cost than petrol	4% higher cost than petrol	0.3% higher cost than petrol	2% lower cost than petrol
EV vs diesel	10% higher cost than diesel	6% higher cost than diesel	2% higher cost than diesel	0.2% higher cost than diesel	1% lower cost than diesel

TCO for private vehicles in fiscal 2029 for four-year ownership and annual running of 12,000 km

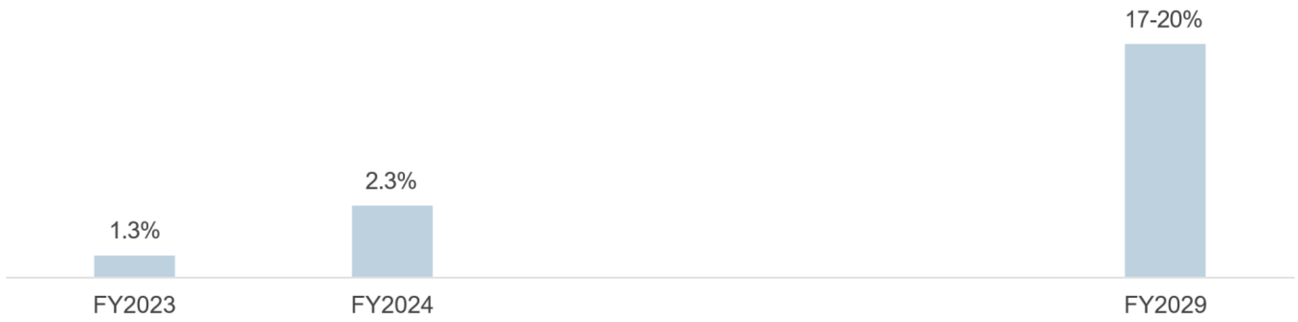
Annual running	6,000 km	10,000 km	15,000 km	18,000 km	20,000 km
EV vs petrol	4% higher cost than petrol	3% lower cost than petrol	10% lower cost than petrol	13% lower cost than petrol	15% lower cost than petrol
EV vs diesel	4% lower cost than diesel	8% lower cost than diesel	12% lower cost than diesel	14% lower cost than diesel	15% lower cost than diesel

Note: Nexon EV and Nexon Petrol/Diesel variants have been considered for comparison

Source: CRISIL MI&A

EV penetration can be higher if the government adopts stricter policies on OEMs for not meeting CAFÉ norms. The exact quantum of EV penetration in an aggressive case depends on incentives given for adoption and setting up of charging infrastructure.

EV penetration outlook for passenger vehicles



Source: CRISIL MI&A Consulting

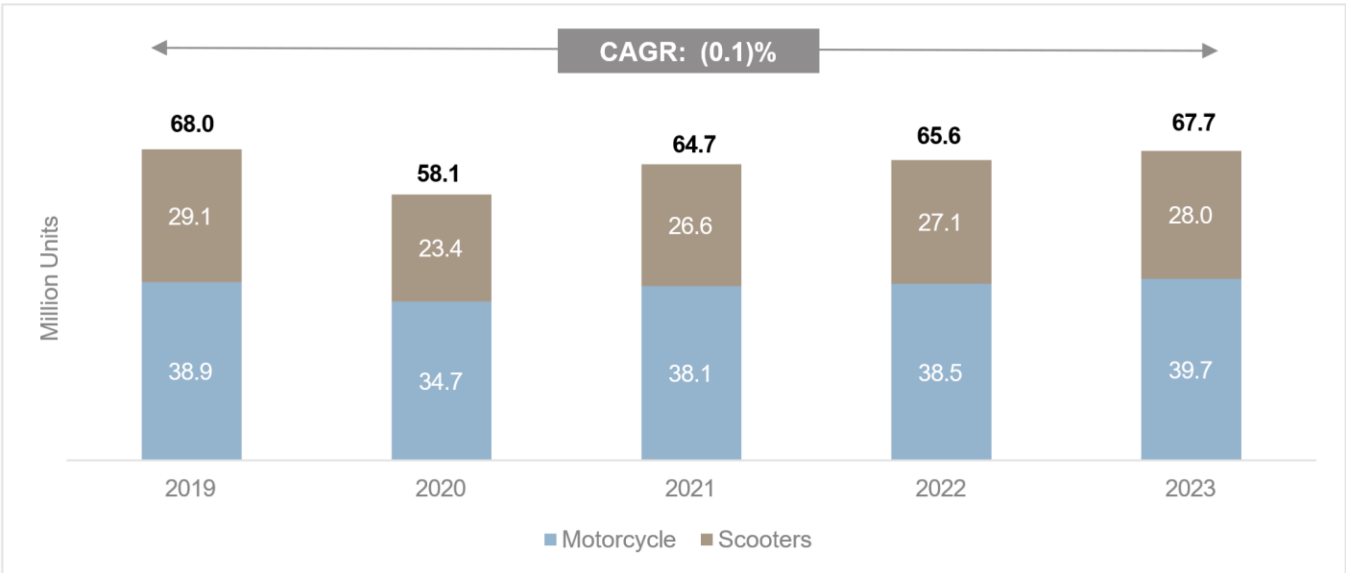
Review and outlook on the Global 2W Industry

Review of the global two-wheeler industry (CY 2019 to 2023)

The global two-wheeler industry underwent major transformation over 2019-2023. A confluence of factors fuelled tremendous growth, while unforeseen challenges reshaped the landscape. Urbanisation, particularly in developing economies, created a surge in demand for affordable and efficient transportation. According to the United Nations (UN) Department of Economics and Social Affairs, nearly 68% of the world's population will live in urban areas by 2050. Two-wheelers, with their manoeuvrability and fuel efficiency, have emerged as the perfect solution for navigating congested city streets. Furthermore, the rise of a strong middle class with increased disposable income fuelled the desire for personal mobility, propelling two-wheeler sales.

On the type front, motorcycles have been gaining increased preference in developed economies due to their expanding appeal of leisure riding and recreational activities, particularly among younger demographics seeking adventure and thrill. The versatility of motorcycles, suitable for both urban commuting and long-distance travel, further contributes to their popularity among riders looking for versatile transportation options.

Global two-wheeler sales volumes trend

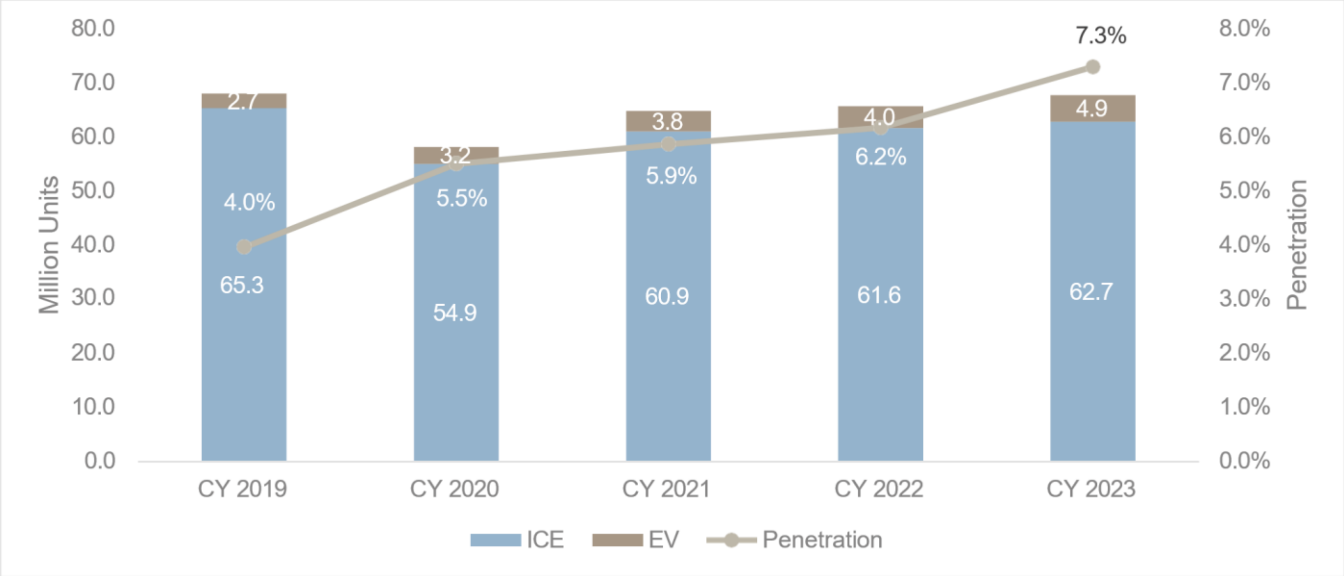


Source: MORDOR data

EV penetration within the overall two-wheeler industry has increased from 4.0% in 2019 to 7.3% by 2023. The penetration within scooters has increased from 8.2% in 2019 to 15.4% in 2023, while for motorcycles, EV penetration increased from 0.8%

in 2019 to 1.6% by 2023.

Global two-wheeler sales powertrain split



Source: MORDOR data

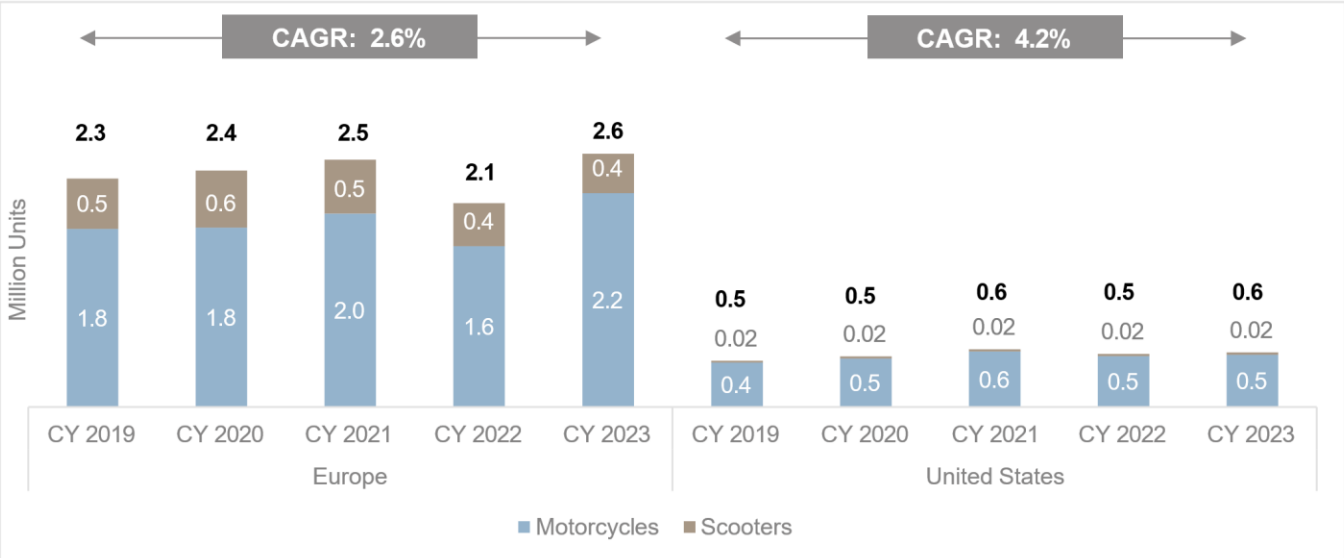
Europe and United States

The developed regions, United States and Europe form a relatively smaller portion the global two-wheeler demand at ~4% & 1% respectively. However, increased traction for premium lifestyle vehicles as well as EVs have helped the two-wheeler industry witness overall growth in these regions.

During CY2019-2023 period, two-wheeler sales rose at 2.6% and 4.2% CAGR for Europe and United States respectively. Rising customer preference for premium motorcycles as well as expanding two-wheeler dealership network aided the growth of two-wheelers.

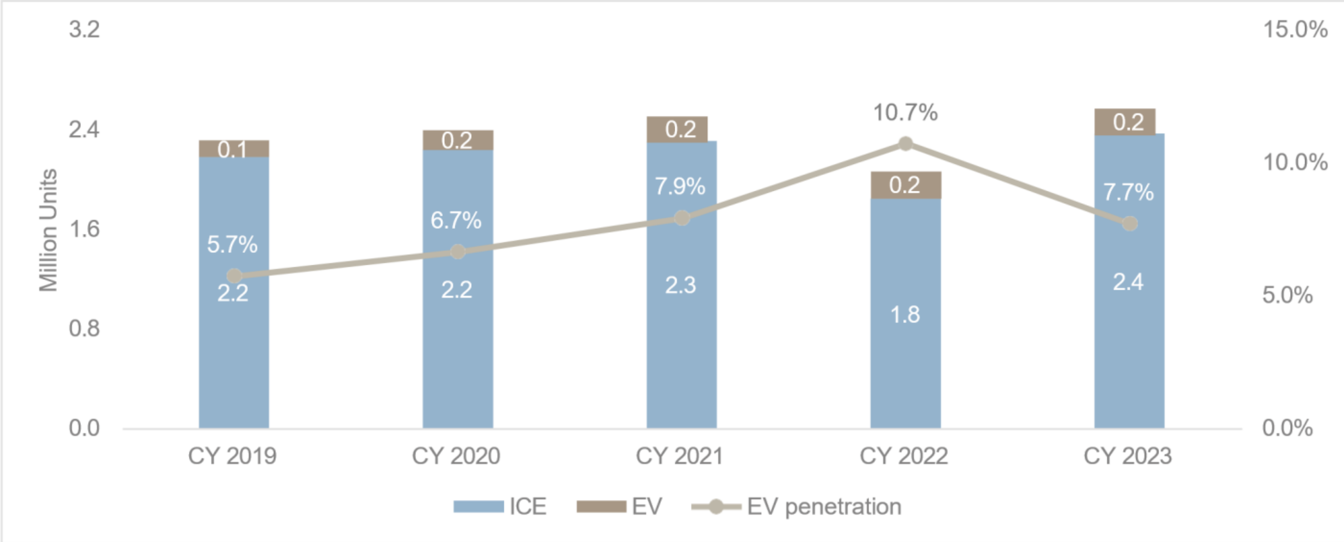
Both markets are predominantly motorcycle markets, wherein their sales contribute ~80% for Europe and 95%+ for US. In fact, within motorcycles, the premium motorcycles are the most preferred segment. Two wheelers are viewed as lifestyle vehicles in these countries rather than a primary mode of transport.

Europe and United States two-wheeler sales volumes trend



Source: MORDOR data

Europe EV penetration

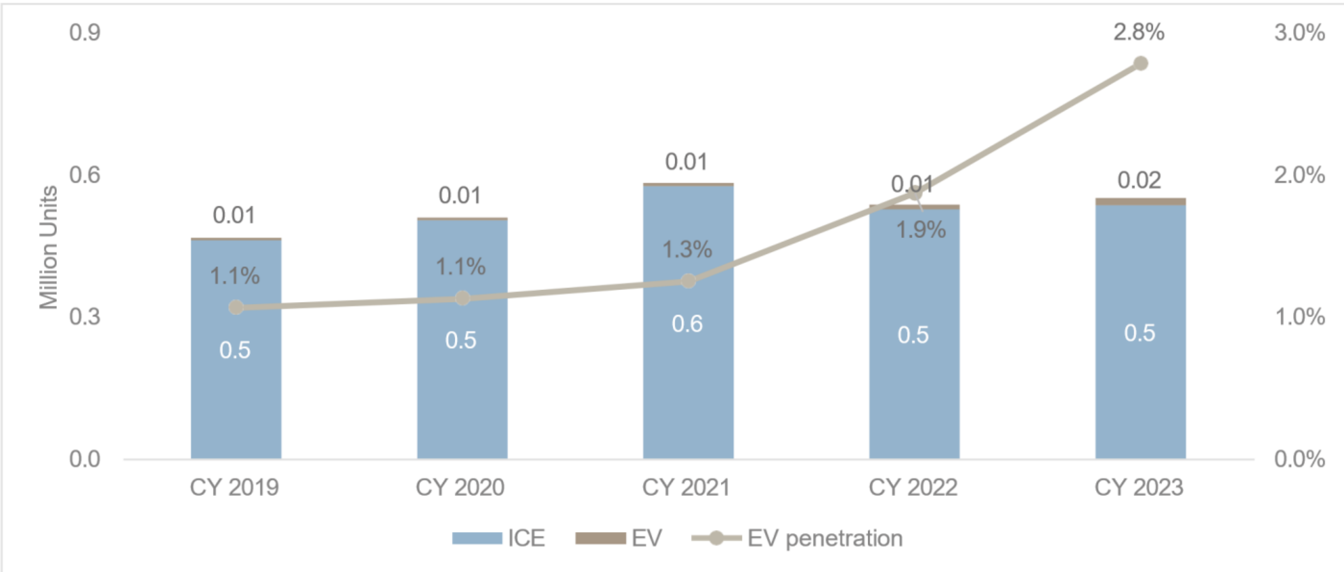


Source: MORDOR data

Unlike Europe, EV penetration in United States in relatively lower given the preference for high end premium motorcycles. In Unites States, two-wheelers are primarily used as leisure vehicles and are often ridden on longer trips. Limited range, smaller size and lower power of EVs restricts their adoption.

However, during CY2019-2023, the EV penetration rose from 1.1% to 2.8% with EV sales recording a growth at 32.4% CAGR, albeit from a low base. Government push, rising awareness about the eco-friendly vehicles backed this growth.

United States EV penetration



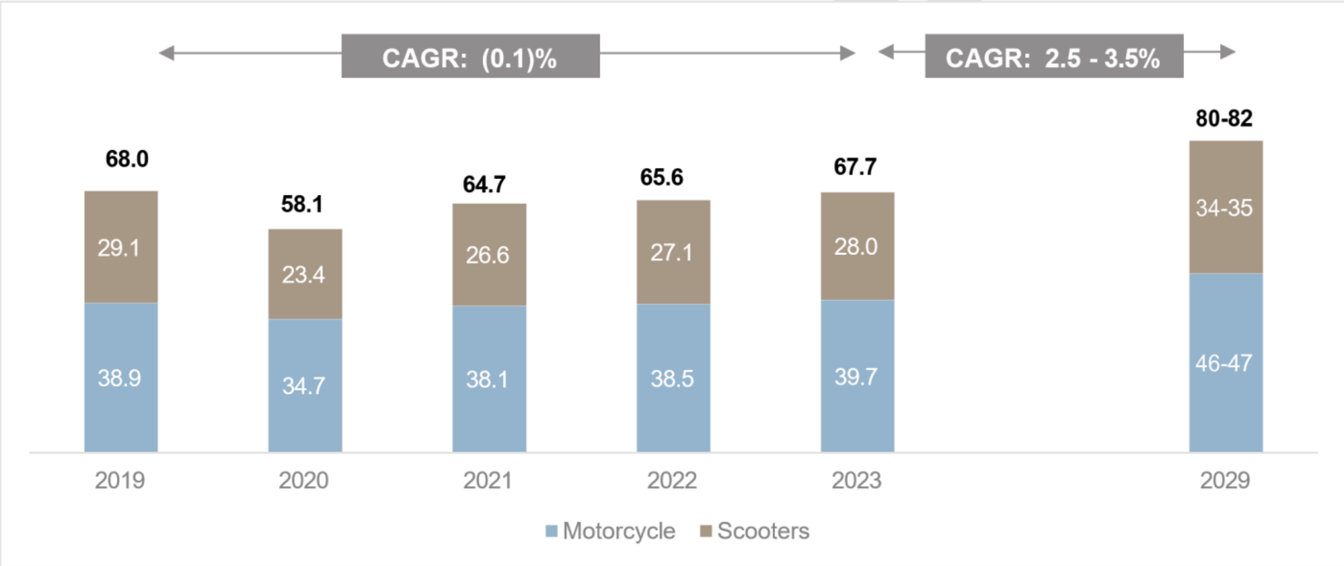
Source: MORDOR data

Global Industry Outlook

The global two-wheeler industry sales are expected to grow at an accelerated pace of 2.5-3.5% CAGR till CY2029 compared to a 0.1% CAGR contraction witnessed during CY2019-2023 period. Improvement in economic conditions, rising demand from underlying segments like e commerce, ride hailing coupled with increased traction for EVs to support this demand growth. Sales volumes are projected to reach 80-82 million levels by CY2029.

Rising electrification is projected to support faster growth of scooters at 3-4% CAGR. Motorcycles are projected to grow at a slightly slower pace of 2-3% CAGR from an elevated base.

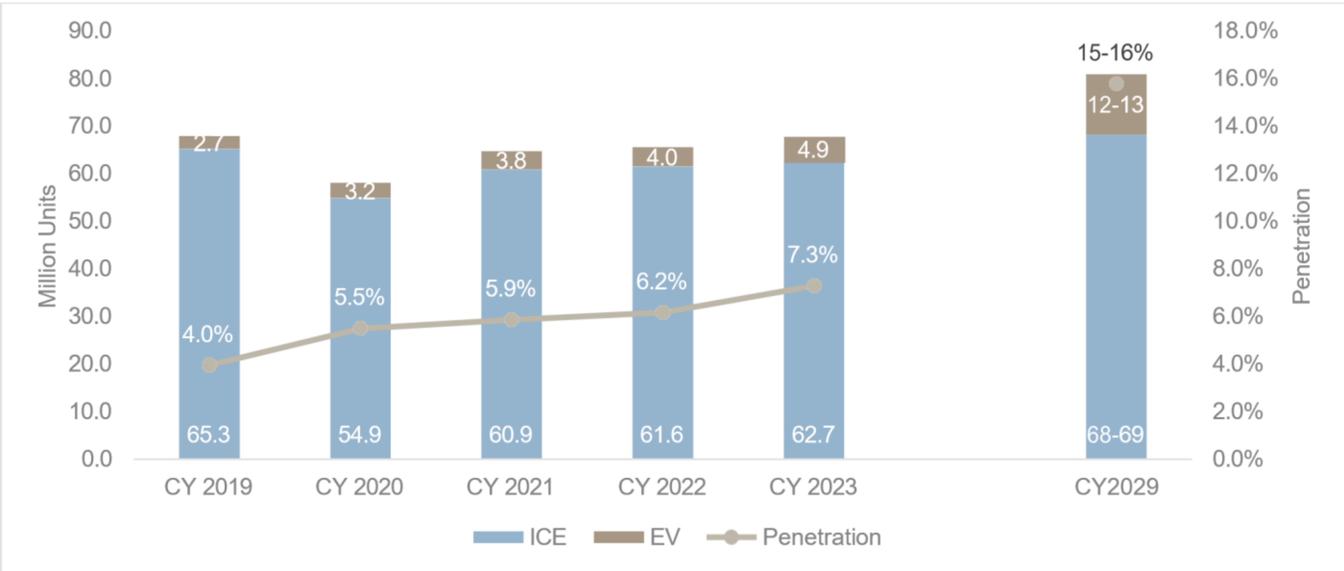
Global two-wheeler sales volumes outlook



Source: MORDOR data

Amidst the continued push from governments, increasing awareness, expanding vehicle portfolio is expected to provide a fillip to electrification growth going forward. Globally, the EV penetration is expected to reach 15-16% levels by CY2029.

Global two-wheeler sales powertrain split outlook

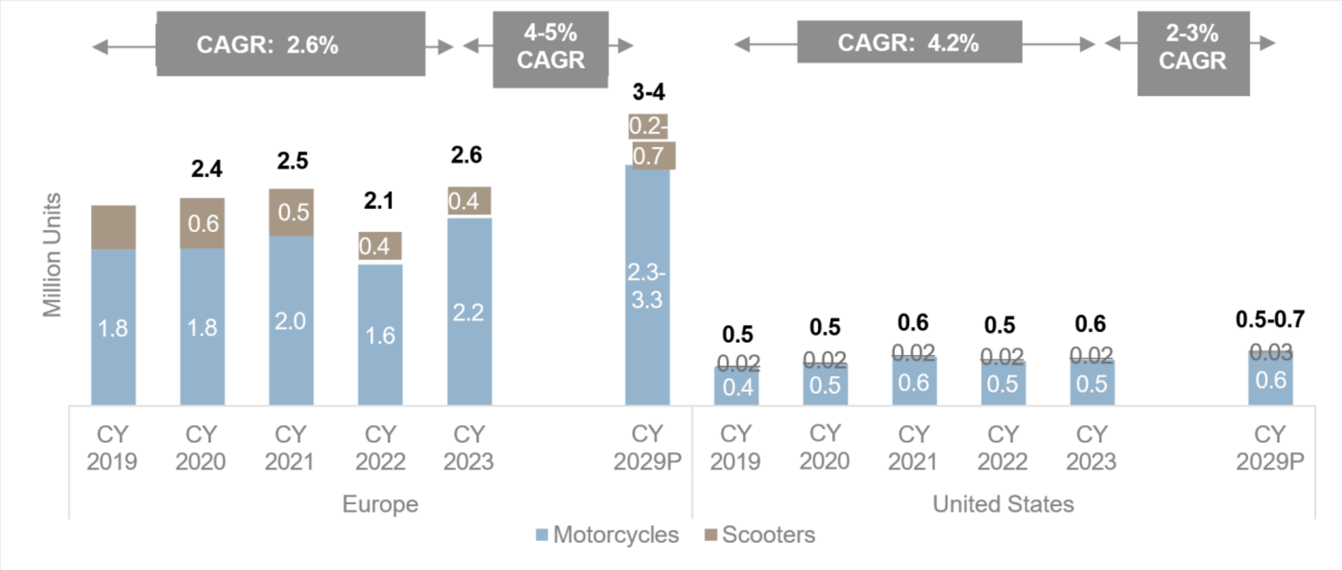


Source: MORDOR data

Europe and United States

Two-wheeler sales in Europe grew at 2.6% CAGR during CY2019-2023 period. Going ahead, the Europe two- wheeler market is projected to grow at a faster rate of 4-5% CAGR till CY2029.The growing requirement for two- wheelers for the last mile delivery services as well as increased need for efficient vehicles amidst the rising congestion and limited parking spaces will aid this demand growth. The shifting customer preference, especially amongst the young buyers, for premium motorcycles and electric vehicles will further support the industry growth going forward.

Europe and United States two-wheeler sales volumes Outlook

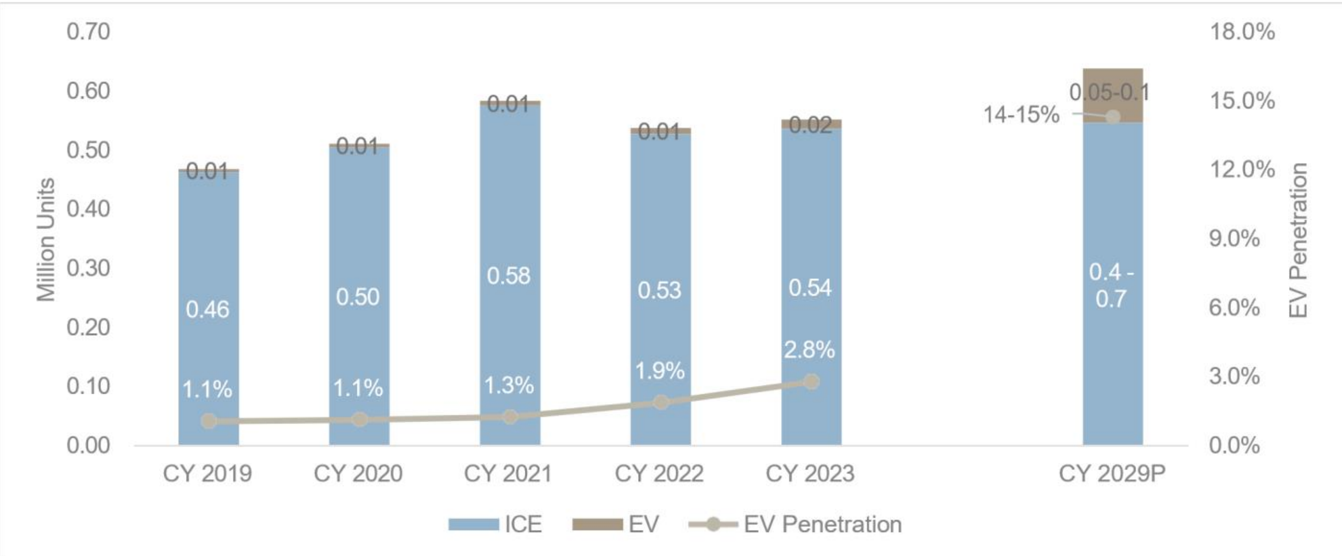


Source: MORDOR data

The two-wheelers industry in United States is projected to grow at 2-3% CAGR during CY2023-2029 period. The changing customer preferences from cars towards the lifestyle vehicles- the premium touring motorcycles is backing the two-wheeler demand growth in the country and is expected to continue to support the growth going forward. Additionally, two-wheeler dealership expansion as well as the expansion in vehicle portfolio, especially of high-performance touring motorcycles is expected to provide further impetus to the segment. However, the smaller scooters segment (4% contribution in CY2023) is projected to grow at a faster pace, off the low base, at 4-5% CAGR compared to 2-3% CAGR projected for the dominant motorcycles segment.

The rise in traction for eco friendly electric two-wheelers, especially amongst the youngsters is another factor backing the demand growth for United States. e2Ws are projected to clock a much faster growth at 34-36% CAGR going forward, albeit from a low base.

United States EV penetration Outlook

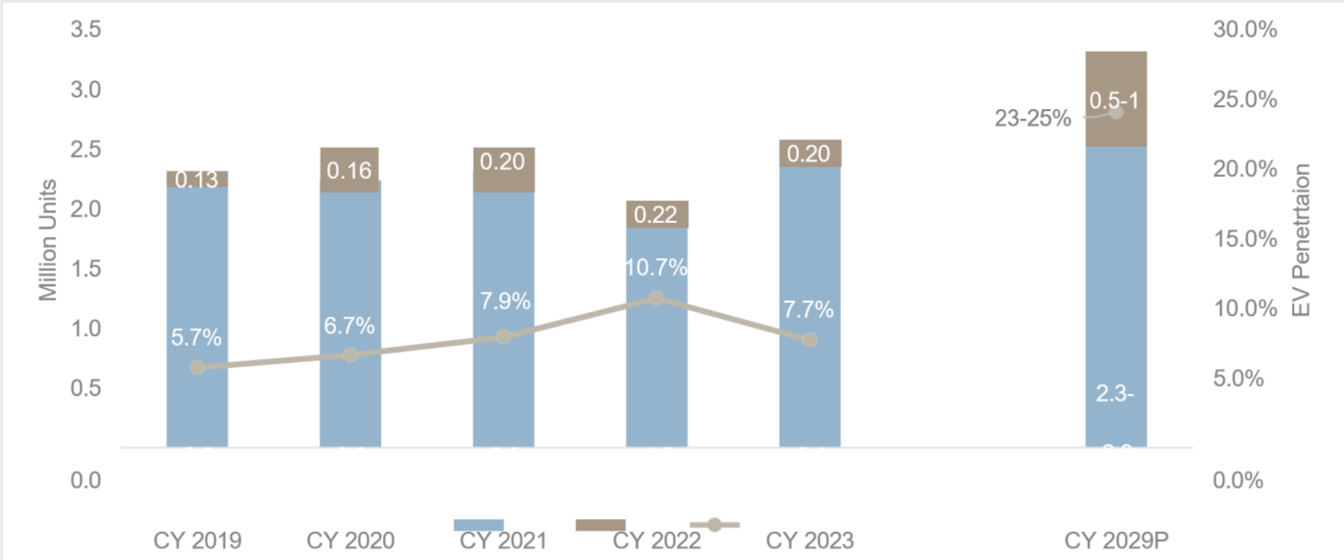


Source: MORDOR data

According to Mordor projections, the EV penetration in United States is estimated to reach 13-15% by CY2029 from 2.8% seen in CY2023. The smaller scooters segment is expected to witness faster growth in EV adoption from 7.4% in CY2023 to 28-30% by CY2029 while the EV penetration in larger motorcycles segment is projected to reach 13-15%.

The increased OEM focus on electric vehicles amidst growing stringency in emission standards, expanding EV portfolio, push from global EV players, government incentives and tax benefits are expected to aid the EV adoption going forward. The US government's focusing on creating a convenient, dependable EV charging network with US Department of Transportation and Energy funding various programs to improve the robustness and dependability of public charging network, as well as programs developing EV technologies will be factors aiding the EV adoption.

Europe EV penetration Outlook



ICE EV EV Penetration

Source: MORDOR data

The EV penetration in Europe, was relatively higher at 7.7% in CY2023. A further expansion is projected going ahead, especially, in scooters. Government push and rising awareness are expected to drive the growth of EVs going ahead. Moreover, European parliament's decision to outlaw the sale of ICE passenger vehicles by 2035, and its commitment to reduce emissions in European Union by at least 55% by 2030, is paving the way for further expansion of EVs within the two-wheeler industry.

According to Mordor projections, EV sales within scooters are expected to grow at a healthy pace of 15-17% CAGR and penetration levels are projected to reach 57-59% by CY2029. While, from a lower base, e- motorcycles are projected to clock a faster growth of 37-39% and the penetration levels to reach in 17-19% range by CY2029.

Overall, e2Ws are projected to grow at 25-27% CAGR, pushing the penetration levels to 23-25% by CY2029.

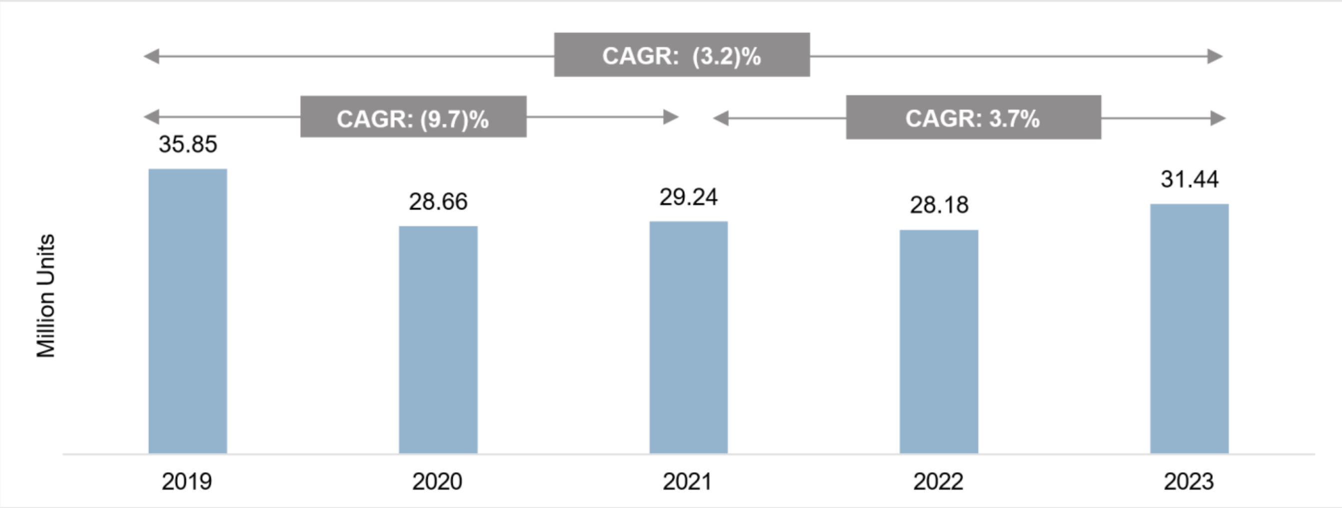
Review and outlook on the Global 4W Industry

Review of the global PV industry (CY19 to CY23)

Overall, the global passenger car industry from 2019 to 2023 has undoubtedly undergone a period of significant transformation. The pandemic's impact was undeniable, but the industry has demonstrated resilience and is adapting to a new reality. As the market recovers, electrification and advancements in autonomous driving technologies are poised to become the driving forces shaping the future of the passenger car industry. This is not just a recovery; it's a shift in gears towards a more sustainable and technologically advanced automotive landscape. The road ahead remains riddled with uncertainties, but the industry is positioned to navigate them with a renewed focus on innovation, resilience, and a commitment to a cleaner future.

Historic production development (CY19-CY23)

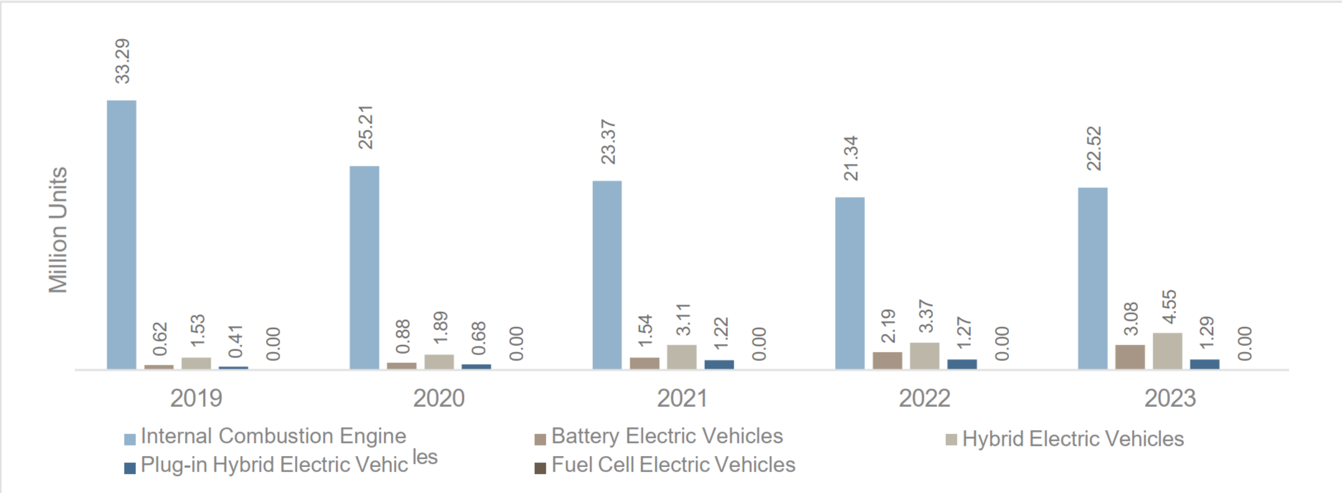
Review of global PV sales volumes



Note: Above figures comprise of sales for United States, Europe, and ASEAN countries
Source: Mordor Intelligence, CRISIL MI&A

As the challenges due to pandemic were immense that put the industry in a spot, there were also a few drivers that kept the industry moving. The rise of a strong middle class with growing disposable income, fuelled a surge in demand for new cars, particularly SUVs due to their perceived practicality and status symbol appeal. Automakers focused on cost-effective ways to improve fuel efficiency and safety features, catering to budget-conscious consumers in both developed and emerging markets. This led to a rise in popularity of smaller, more efficient cars. And advancements in in-vehicle technology like navigation, entertainment systems, and driver-assistance features became a key differentiator for carmakers, attracting tech-savvy consumers.

Review of global PV sales volumes basis powertrain type



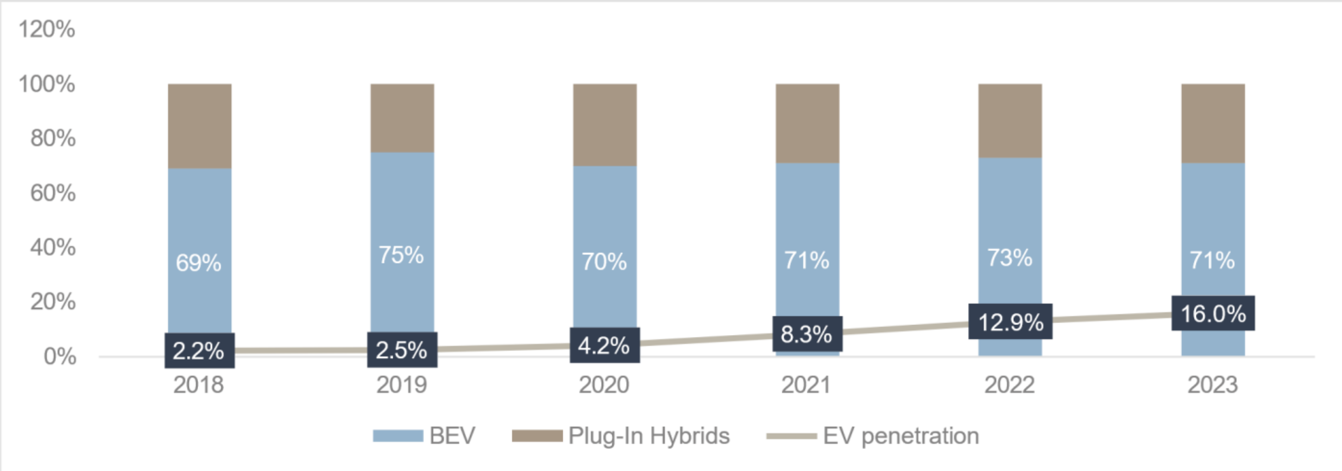
Note: Above figures comprise of sales for United States, Europe, and ASEAN countries
Source: Mordor Intelligence, CRISIL MI&A

The global passenger car industry is undergoing a seismic shift, fuelled by a growing urgency to address environmental concerns and achieve sustainable transportation solutions. The once-dominant internal combustion engine (ICE) is facing increasing competition from a diverse range of alternative powertrains, fundamentally altering the landscape of the industry.

For over a century, ICE vehicles reigned supreme. Their established infrastructure of gas stations and familiarity to consumers offered unmatched convenience and freedom of movement. This dominance fuelled a global car manufacturing industry focused on optimizing ICE technology for performance, efficiency, and affordability.

However, the tide began to turn with growing scientific consensus on the detrimental impact of greenhouse gas emissions from fossil fuel combustion. Stringent emission regulations and rising public awareness about climate change forced the industry to confront the environmental cost of its core product.

The Electric Revolution



Source: EV-volumes.com, CRISIL MI&A

Battery electric vehicles (BEVs) emerged as the vanguard of the electric revolution. Their zero-tailpipe emissions and silent operation offered a compelling alternative to polluting ICE vehicles. Governments around the world started offering subsidies and incentives for BEV purchases, further accelerating their adoption. This spurred significant investments from car manufacturers in research and development, leading to advancements in battery technology, range improvement, and charging infrastructure development.

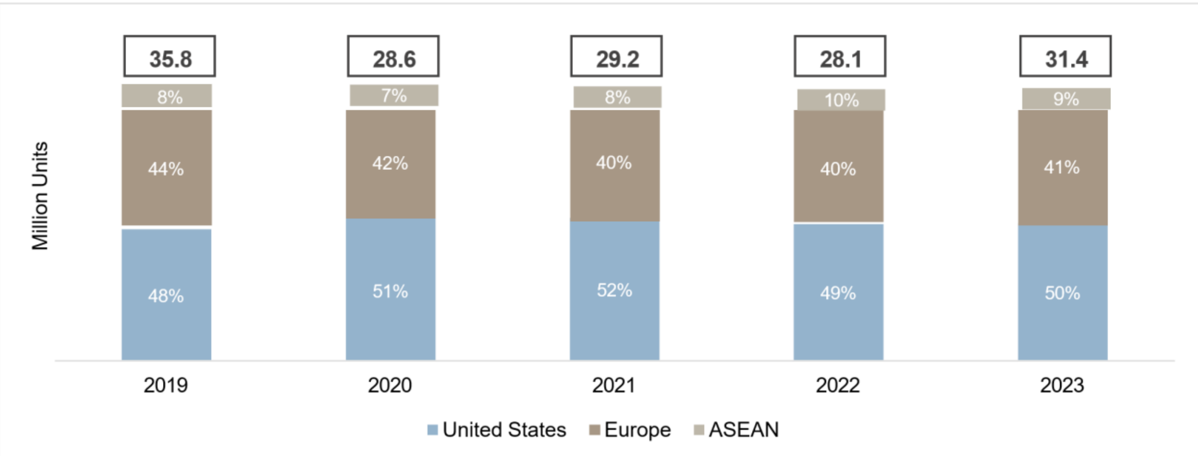
Hybrid electric vehicles (HEVs) and plug-in hybrid electric vehicles (PHEVs) offer a bridge between the familiar ICE technology and the future of electric mobility. HEVs combine an electric motor with a gasoline engine, allowing for electric-only driving at low speeds and utilizing the gasoline engine for longer journeys. PHEVs operate similarly but boast larger battery packs that can be charged from an external source, enabling extended electric-only driving range compared to HEVs.

Fuel cell electric vehicles (FCEVs) present a long-term vision for clean transportation. They utilize hydrogen fuel cells to generate electricity, emitting only water vapor. While FCEVs boast extended range and rapid refuelling times similar to ICE vehicles, their widespread adoption faces significant challenges. The lack of widespread hydrogen refuelling infrastructure and the high cost of FCEV technology are major hurdles.

The future of passenger car powertrains is unlikely to be dominated by a single technology. Instead, a multi- pronged approach catering to diverse needs and regional priorities is expected.

Global passenger cars sales by geography type

Review of global PV sales volume share by geography type



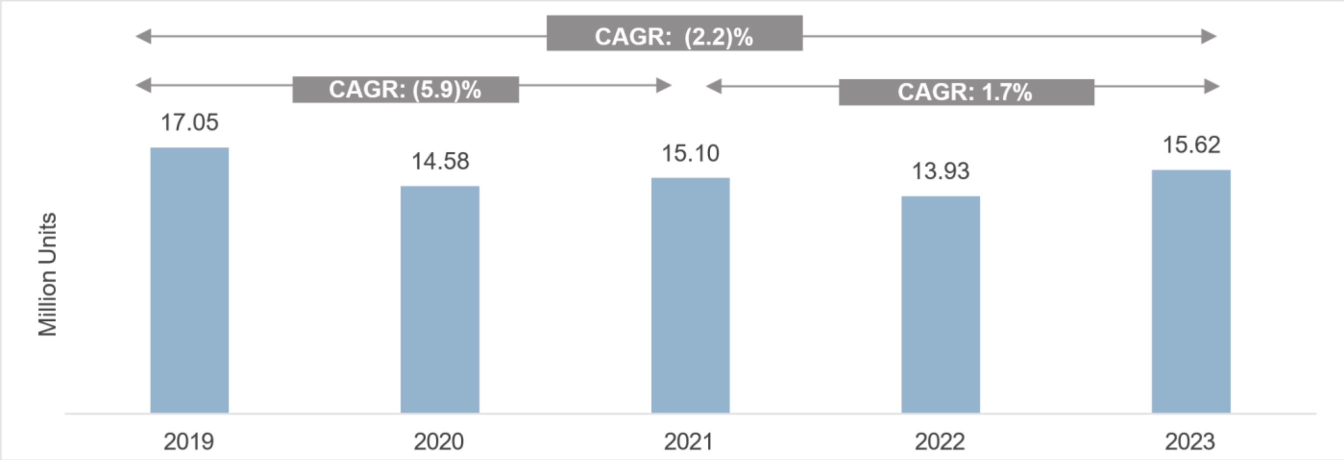
Source: Mordor Intelligence, CRISIL MI&A

The narrative of global passenger car sales from 2019 to 2023 unfolds differently depending on the region. However, a common thread across all regions is the anticipated surge in electric vehicle (EV) adoption.

Government incentives and growing environmental concerns are likely to accelerate EV sales, shaping the future of the global passenger car market. While the pace of this shift might vary by region, EVs are expected to be a dominant force in the years to come.

United States

Review of United States PV sales volumes



Source: Mordor Intelligence, CRISIL MI&A

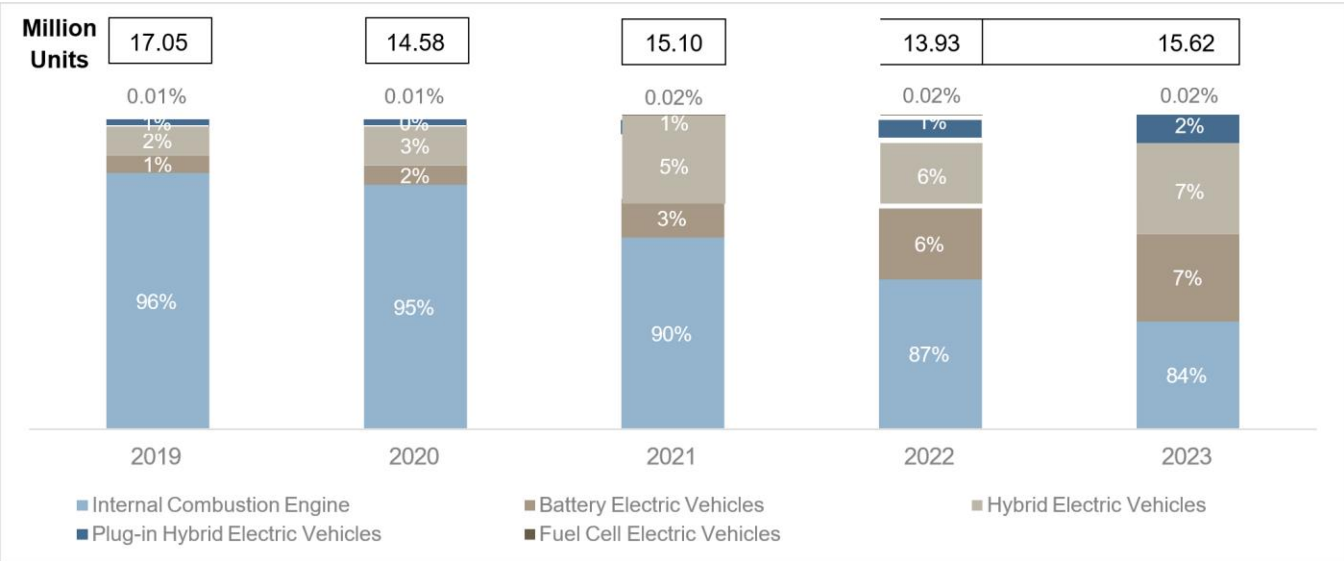
The United States passenger vehicle industry has experienced a period of significant fluctuation between the years 2019 and 2023. The year 2019 witnessed a period of unprecedented prosperity for the industry, with sales exceeding 17 million units. Consumer confidence thrived on a robust economy and advantageous interest rates.

Easy access to affordable financing further stimulated demand, with a particular emphasis on SUVs, which dominated sales figures.

Consumer preferences moved decisively towards SUVs fuelled by practicality and perceived safety. This coincided with a growing interest in electric vehicles (EVs) due to rising fuel prices, environmental concerns, and increased range of options. The pandemic caused a sales dip in 2020, and ongoing chip shortages throughout 2022 and 2023 limited inventory and potentially inflated prices. Automakers responded by prioritizing production of high- demand SUVs and trucks, while also investing heavily in developing new EV models to stay competitive. The luxury car market remained relatively stable, and the impact of these trends varied slightly across different regions within the U.S. The United States government has been promoting the use of electric vehicles through various incentives and subsidies, which has led to a surge in demand for these vehicles.

Between 2019-21, industry witnessed a CAGR of (5.9)% due to pandemic impact, which later relatively improved to a CAGR of 1.7% between 2021-23 with volumes reaching up to 15.6 million units. Overall, between 2019-23, industry witnessed a CAGR of (2.2)% with volumes still not matching 2019 levels of 17 million units.

Review of United States PV sales volume share by powertrain type



Source: Mordor Intelligence, CRISIL MI&A

The U.S. passenger car market witnessed a dramatic shift towards electrification between 2019 and 2023. This transformation, driven by a confluence of factors, reshaped the landscape and challenged the dominance of traditional internal combustion engine (ICE) vehicles.

Environmental Concerns and Regulations: Growing awareness of climate change and its link to transportation emissions spurred a global movement towards cleaner alternatives. This pressure pushed governments to implement stricter emission regulations, incentivizing automakers to develop and offer electric vehicles (EVs).

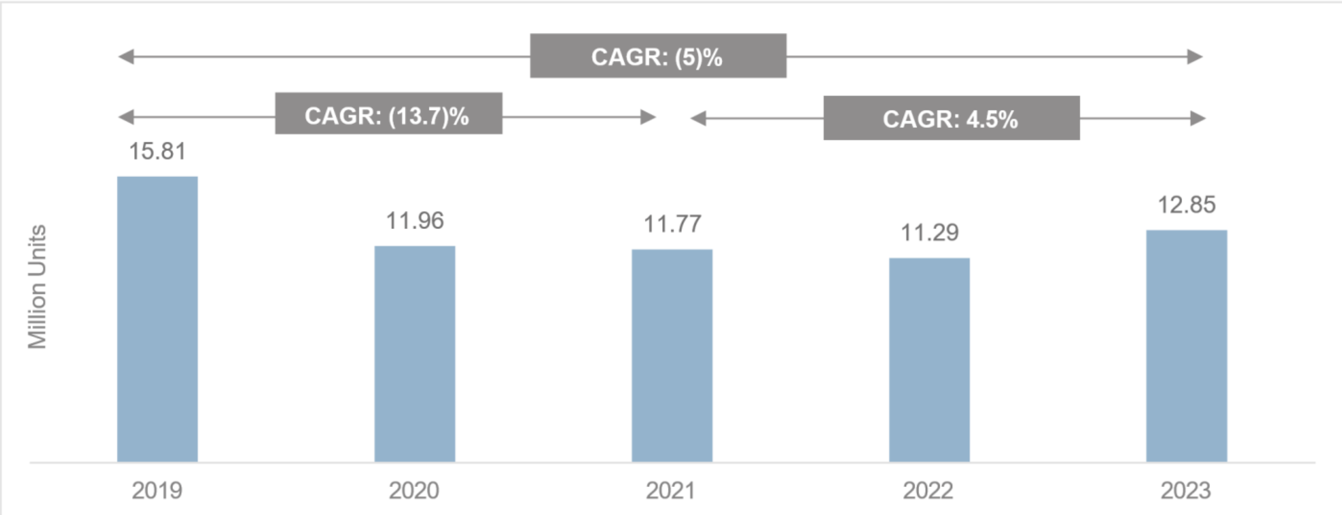
Technological Advancements: Significant advancements in battery technology led to increased range, reduced charging times, and lower battery costs. This addressed a major concern for consumers – "range anxiety" – and made EVs a more viable option.

Electrification trend have fared differently in different powertrains. Amongst those, Battery electric vehicles (BEVs) have emerged as a major player, fuelled by advancements in battery technology that addressed range anxiety.

Government incentives and rising gas prices have further accelerated their adoption. Share of BEVs increased from 1% in 2019 to 7% in 2023 which clearly indicates the shift in consumer preferences

Europe

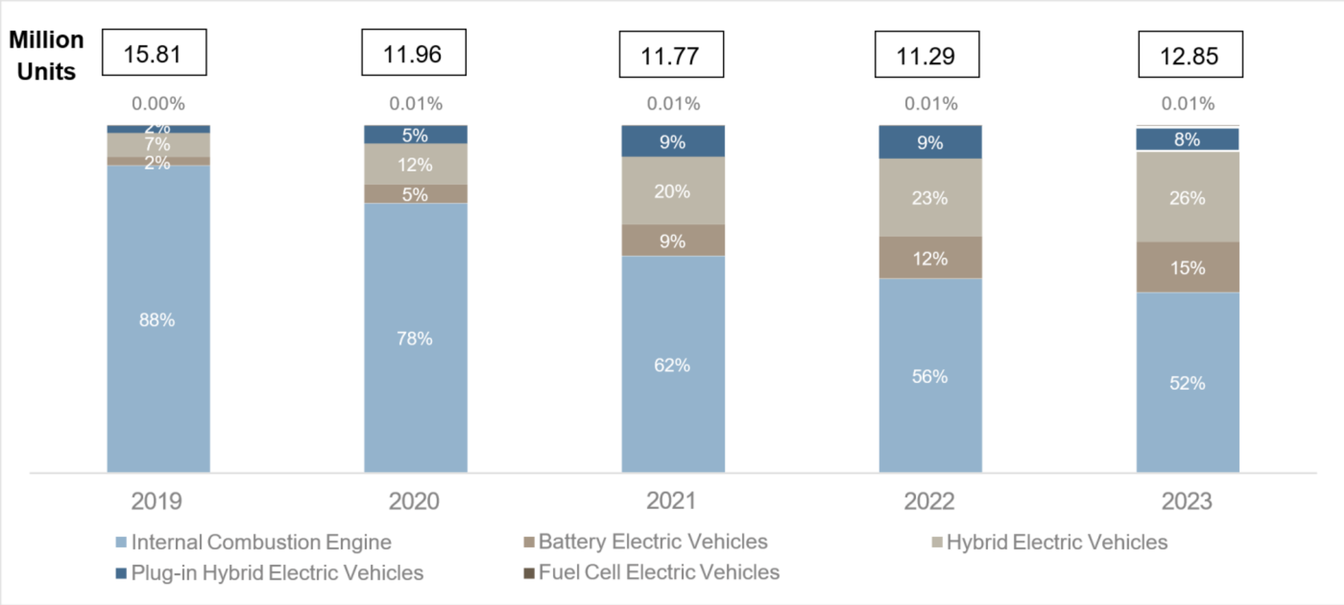
Review of Europe PV sales volumes



Source: Mordor Intelligence, CRISIL MI&A

The industry witnessed further marginal slump in 2022, with sales hovering around 11.3 million units. Recovery in volumes started from 2023 with sales volumes touching 12.85 million units backed by revival in demand and new launches in the industry. The recovery path was uneven across Europe. Major Western European markets like Germany and France experienced a slower rebound compared to their Eastern European counterparts with less established automotive industries. This disparity can be attributed to factors like varying levels of government support and pre-existing economic conditions. Overall, between 2019-23, industry witnessed a CAGR of (5)% mostly due to a major slump in numbers during COVID-19 period, followed by gradual recovery with sales with sales still not reaching 2019 levels.

Review of Europe PV sales volume share by powertrain type

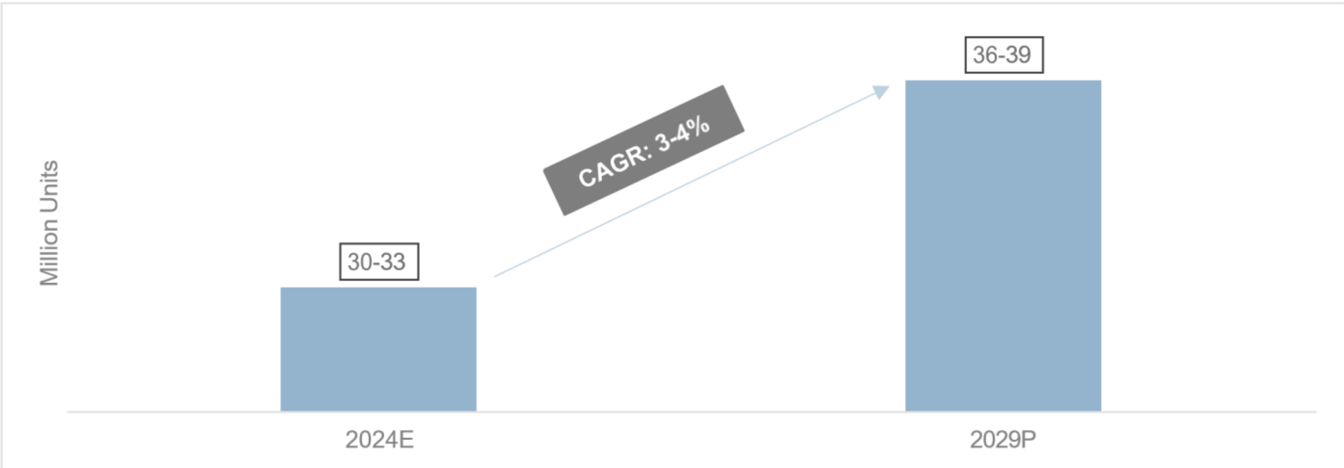


Source: Mordor Intelligence, CRISIL MI&A

Advancements in battery technology, expanding charging infrastructure, and government incentives contributed to the significant growth of Battery Electric Vehicles between 2021-23. Hybrid electric vehicles maintained a steady market share, appealing to consumers who were hesitant about fully committing to battery electric vehicles. Plug-in hybrid electric vehicles had modest growth due to their reliance on charging infrastructure and higher price point compared to hybrid electric vehicles. Fuel cell electric vehicles remained a niche player in the market due to the lack of hydrogen refuelling infrastructure and high cost.

Outlook of the global PV industry (CY24 to CY29)

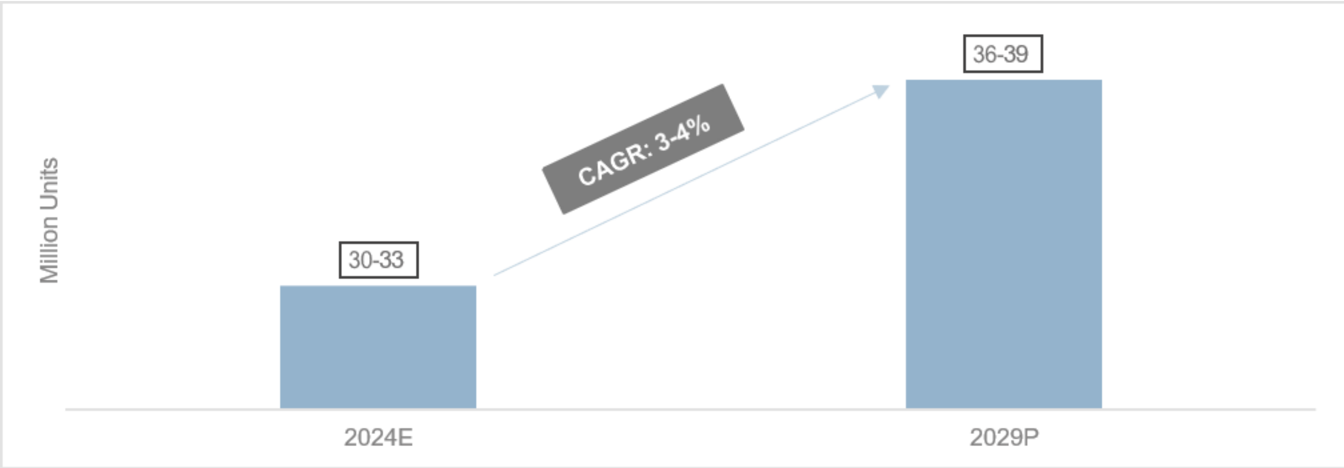
Outlook of overall global PV sales volume



Note: Above figures comprise of sales for United States, Europe, and ASEAN countries
Source: Mordor Intelligence, CRISIL MI&A

The global passenger car market is expected to experience moderate growth from 2024 to 2029, likely at a slower pace than before the pandemic. This can be attributed to factors like global economic uncertainty and ongoing supply chain issues. Additionally, shifting consumer preferences towards electric vehicles and alternative ownership models could put a dent in traditional car sales. However, rising demand in emerging markets, advancements in EV technology, and government incentives promoting clean transportation could counter these trends. The future of the passenger car market hinges on a complex interplay of these forces.

On an overall level, global PV market is expected to witness a CAGR of 3-4% between 2024-29 with volumes reaching up to 36-39 million units in 2029.



Note: Above figures comprise of sales for United States, Europe, and ASEAN countries
Source: Mordor Intelligence, CRISIL MI&A

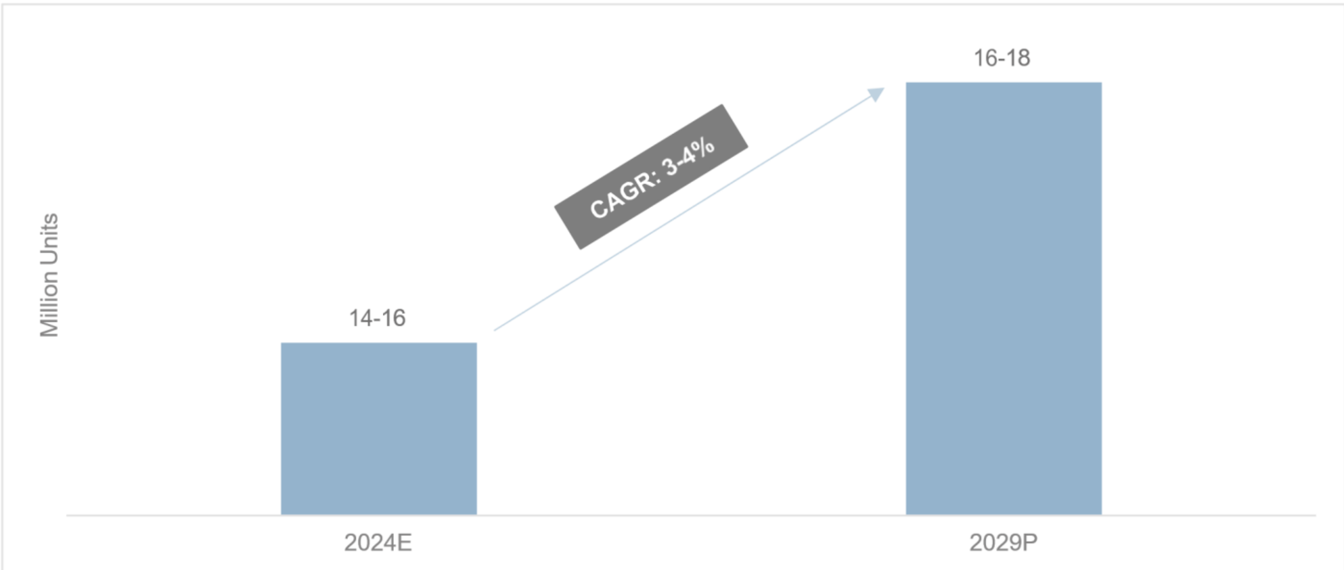
The global passenger car market for powertrains is poised for a dramatic shift between 2024 and 2029. Internal combustion engine (ICE) vehicles, though likely remaining a significant player initially, will face increasing pressure from cleaner alternatives, particularly battery electric vehicles (BEVs). BEVs are expected to grow at a CAGR of 35-27% to reach approximately 14-16 million units by 2029. Rising fuel costs, stricter emission regulations, and advancements in battery technology will incentivize consumers to move towards BEVs. Government support for BEVs and investments in charging infrastructure will further accelerate this transition.

Hybrid electric vehicles (HEVs) are expected to maintain a steady presence, offering a middle ground for those hesitant to fully commit to BEVs due to charging limitations thus clocking a CAGR of 3-5% between 2024-29. However, plug-in hybrids (PHEVs) and fuel cell electric vehicles (FCEVs) are likely to remain niche players due to charging infrastructure limitations (PHEVs) and the high cost and limited refuelling stations (FCEVs). The future of car powertrains will be a fascinating interplay of adaptation and innovation, with BEVs leading the charge towards a cleaner and more sustainable transportation landscape.

Outlook of Global PV industry by geography type

United States

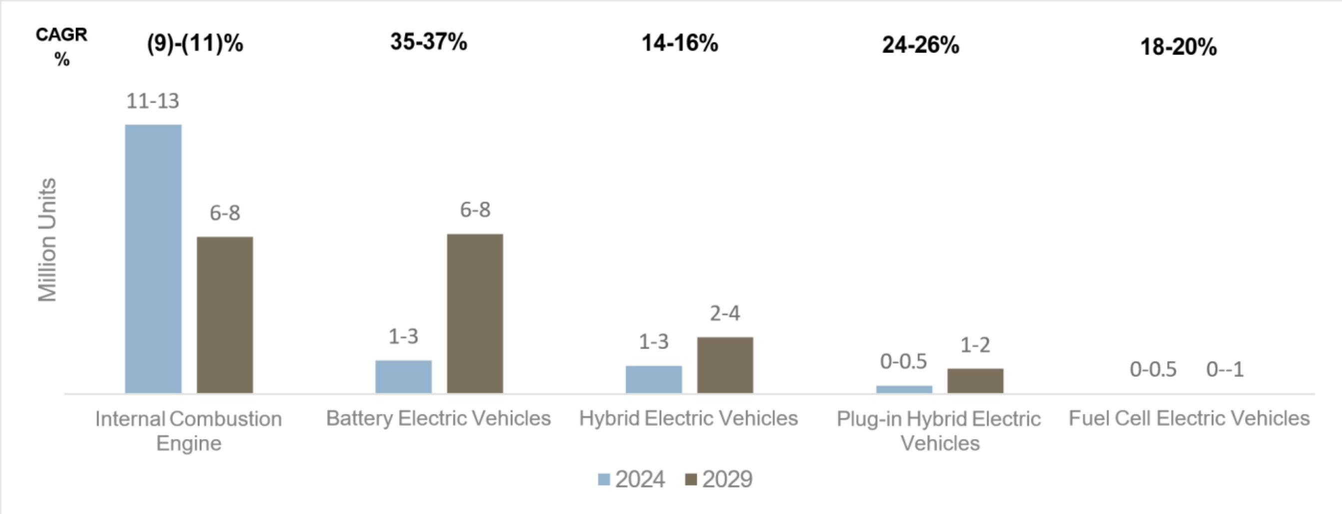
Outlook of United States overall PV sales volume



Source: Mordor Intelligence, CRISIL MI&A

The future of the U.S. passenger car market promises to be a fascinating dance between tradition and innovation from 2024 to 2029. Internal combustion engine (ICE) vehicles will likely hold strong in the near term, but a growing chorus of concerns will challenge their dominance. Rising fuel costs and anxieties about climate change could push consumers towards cleaner alternatives, particularly electric vehicles (EVs). Government incentives and investments in charging infrastructure could significantly accelerate this shift towards a more sustainable transportation landscape. Advancements in battery technology, offering greater range and faster charging times, will likely further entice consumers to embrace EVs.

Outlook of United States PV sales volume by powertrain type



Source: Mordor Intelligence, CRISIL MI&A

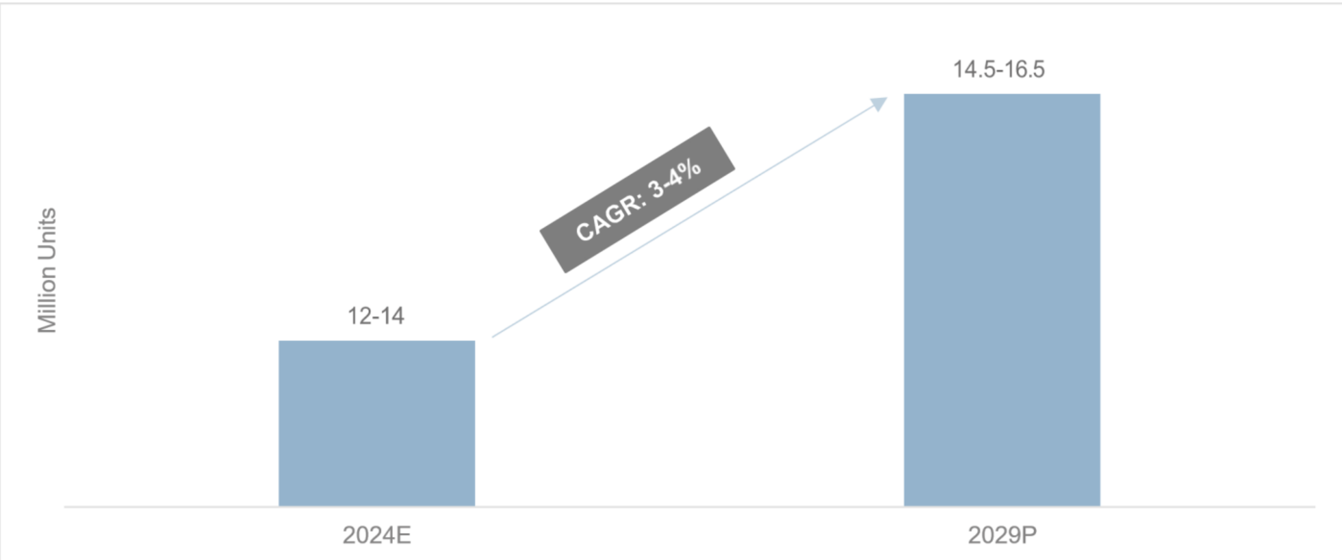
Stringent environmental regulations, coupled with advancements in battery technology and potential government incentives, are expected to significantly accelerate the adoption of BEVs. This shift towards a more sustainable future will likely see BEVs become a mainstream choice for many American car buyers, particularly as charging infrastructure expands. BEVs are expected to witness a significant jump in volumes numbers i.e., up to 6-8 million units in 2029 with a CAGR of 35- 37% during the same period.

Hybrid electric vehicles (HEVs) could find a steady niche, offering a comfortable compromise for those hesitant to fully embrace BEVs due to range limitations. HEVs may witness a steady rise in volumes with a CAGR of 14-16% between 2024-29. Plug-in hybrids (PHEVs) and fuel cell electric vehicles (FCEVs) are likely to remain niche players due to limitations in charging infrastructure for PHEVs and the high cost and limited refuelling stations for FCEVs.

The U.S. car market is poised for a measured transition, with BEVs leading the charge towards a cleaner and more environmentally friendly transportation landscape in the coming years.

Europe

Outlook of Europe overall PV sales volume

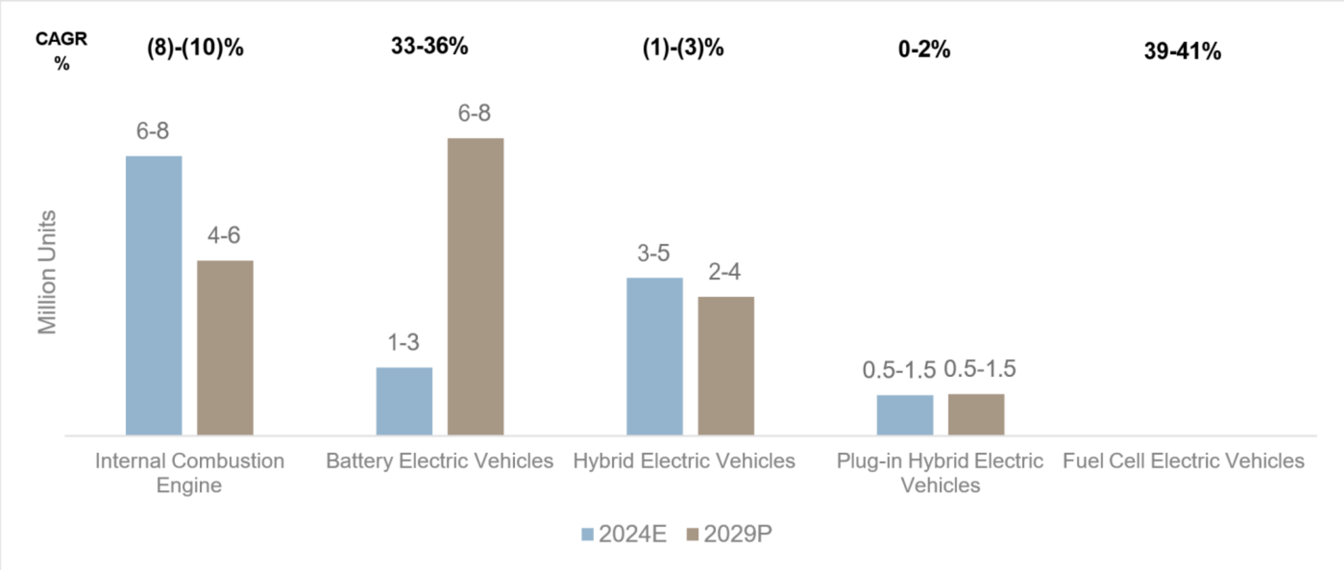


Source: Mordor Intelligence, CRISIL MI&A

The European passenger car market from 2024 to 2029 is expected to navigate a path towards electrification. Stringent emission regulations and growing consumer preference for eco-friendly options will likely drive a surge in electric vehicle (EV) sales.

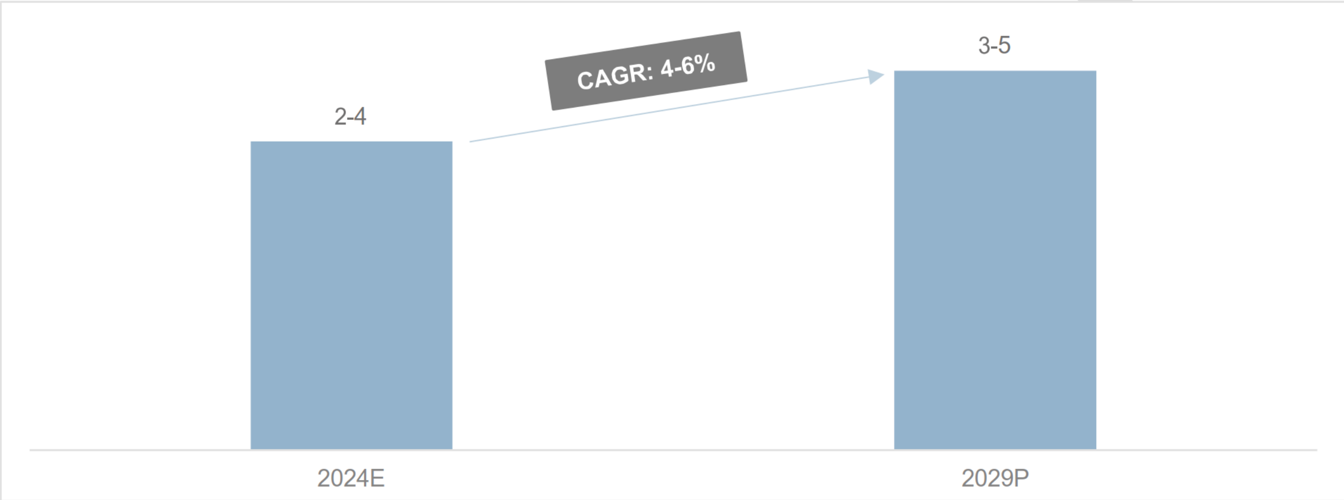
Government incentives and expanding charging infrastructure will further accelerate this shift. However, traditional internal combustion engine (ICE) vehicles might see a slower decline compared to global trends, due to a strong preference for gasoline and diesel options in some European regions. Overall, the market is poised for a transformation towards cleaner mobility solutions.

Outlook of Europe PV sales volume by powertrain type



Source: Mordor Intelligence, CRISIL MI&A

Stringent emission regulations, coupled with advancements in battery technology and government support for EVs, are expected to significantly accelerate the adoption of BEVs. This shift towards a more sustainable future will likely see BEVs become a mainstream choice for European car buyers. Hybrid electric vehicles (HEVs) might hold steady, offering a compromise for those hesitant to fully embrace BEVs due to charging limitations. HEVs shall witness a CAGR of (1)-(3)% between 2024-29. However, plug-in hybrids (PHEVs) and fuel cell electric vehicles (FCEVs) are likely to remain niche players due to limitations in charging infrastructure for PHEVs and the high cost and limited refuelling stations for FCEVs. The European car market is on the cusp of a thrilling transformation, with BEVs leading the charge towards a cleaner and more environmentally friendly transportation landscape.

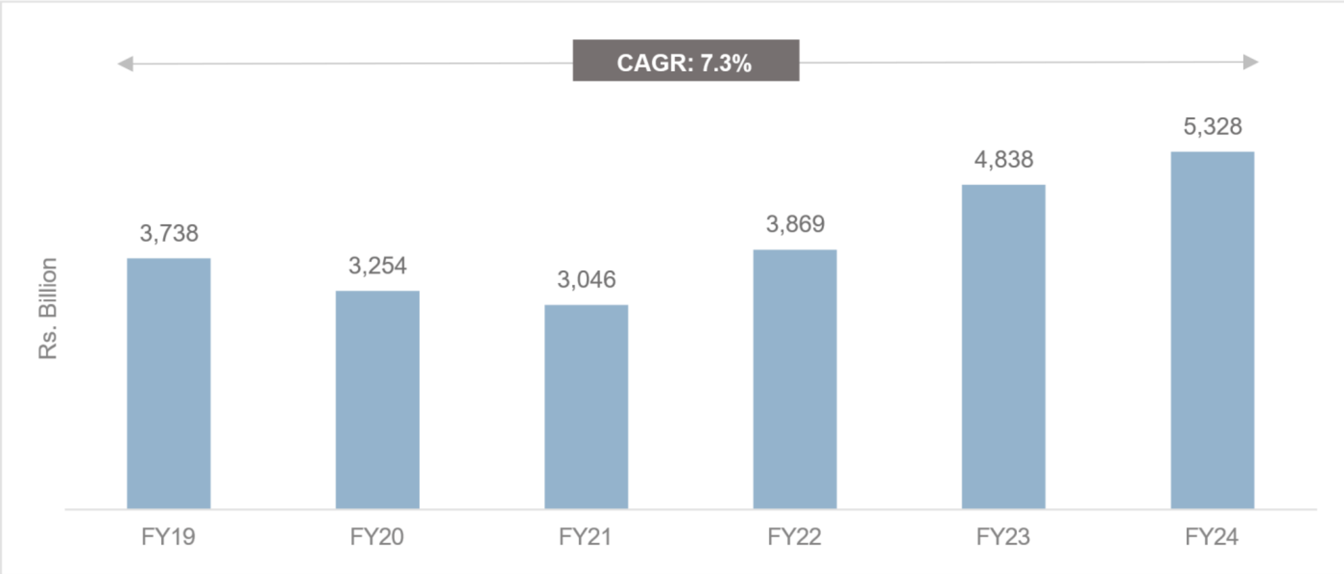


Review and outlook of the Indian Auto Component Industry

Historic growth and review of current market size (FY19-FY24)

Auto component production (which includes sales to OEMs, exports, and the replacement market) has increased at a CAGR of ~7.3% to Rs 5,328 billion in fiscal 2024 from Rs 3,738 billion in fiscal 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.

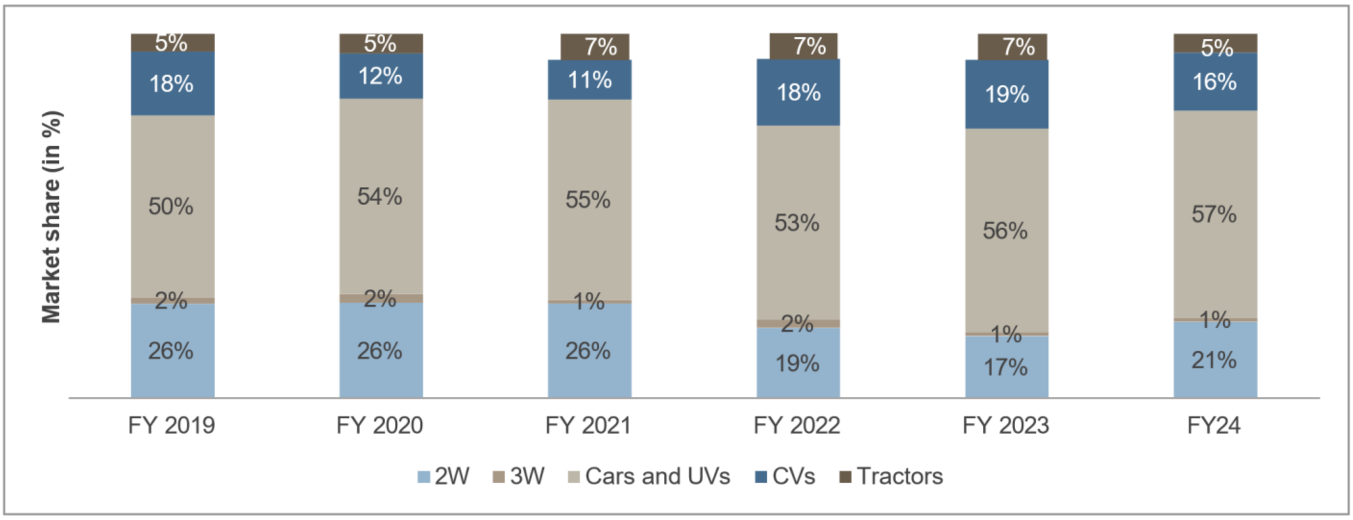
Figure: Domestic production of auto components (FY19-24)



Source: CRISIL MI&A

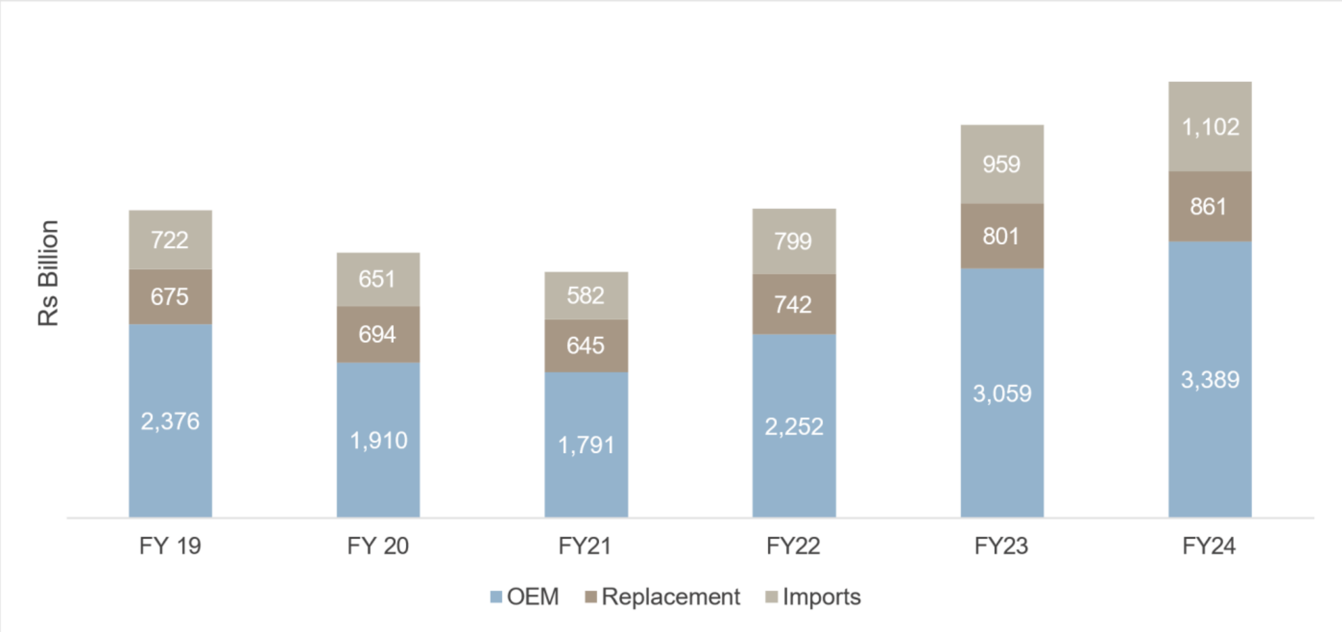
Production of automotive components depends on consumption by different end-user segments: original equipment manufacturers (OEM), exports and the replacement market. OEM demand can be further segregated based on various vehicle segments. In fiscal 2024, OEMs accounted for almost 63% of auto-component production by value. Among OEMs, cars and utility vehicle manufacturers remain the largest consumers.

Figure: Review of Auto component production segment by vehicle category



Source: SIAM, CRISIL MI&A

Figure: Trend in domestic consumption of automotive components (FY19-24)



Review of Auto component consumption segment

In fiscal 2024, imports increased by ~15% on year growth. Fiscal 2022 saw big spike of 37% in imports on lower base of FY21. In fiscal 2021, imports declined by ~11% owing to subdued demand from OEMs and aftermarket amid the pandemic. Besides, the domestic auto component manufacturers also operated at below-normal utilization levels in the first half owing to subdued demand and nationwide lockdown.

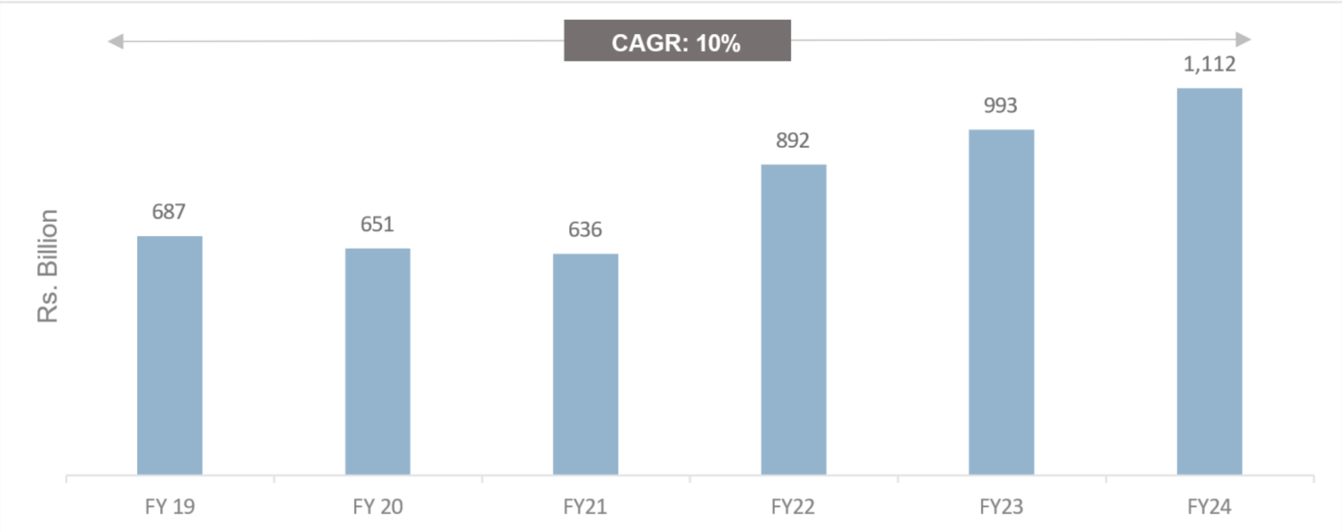
Review of exports of auto components (FY19-24)

Auto component exports accounts for 21% of the overall demand in FY24 and is projected to record a 7-9% on year growth in Fiscal 2025 post expected growth of 11-13% in Fiscal 2024.

Exports witnessed growth in fiscal 2024 despite higher base of fiscal 2022. Demand from North America surged by 19% whereas Europe witnessed modest growth of 3% on-year during fiscal 2023 over a high base. From April to May 2024, demand form North America and Europe grew by 8% and 21% respectively.

India's top exports destinations are USA (27.8% of total exports), Germany (6.9%), Turkey (5.4%), Brazil (3.7%). Export demand has shown strong recovery post unlock. However, demand from Europe has been under pressure due to recessionary fears and global slowdown.

Figure: Review of exports of auto components (FY19-24)



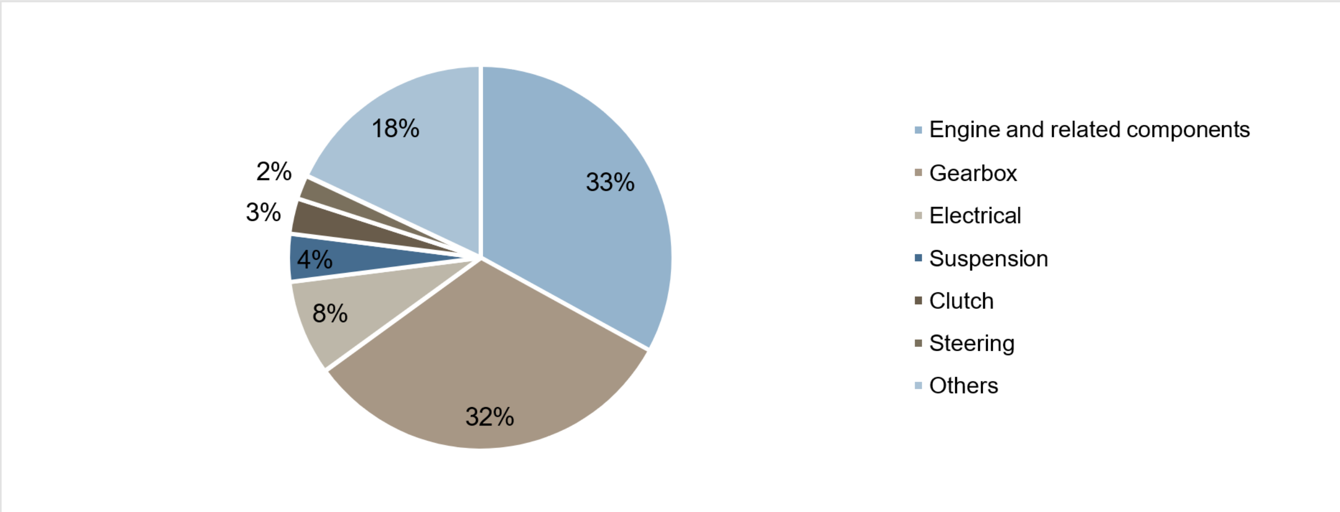
Source: CRISIL MI&A

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.

Figure: Segment wise production break-up (FY24)



Source: Automotive Component Manufacturers Association (ACMA), CRISIL MI&A

India is moving towards the exports of more critical and high value components. For e.g: The share of share of critical components in our total exports have increased from 46% in FY18 to 61 % in FY24. The trend is expected to continue in coming years as well.

Growth drivers for Indian auto component industry

Demand side factors:

Vehicle production: Passenger vehicles, commercial vehicles and tractors are seen surpassing pre-Covid levels of production in fiscal 2023 while 2W, 3W will recover from slump in fiscals 2021 and 2022, albeit still below pre- Covid levels. Healthy demand from OEMs has been driving auto-component demand followed by replacement and export markets.

CRISIL MI&A expects almost all vehicle segments to log robust production growth over fiscals 2024-29. 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.

Key macroeconomic trends are also likely to support demand for 2Ws, 3Ws, and PVs over the medium to long term. CRISIL MI&A expects urbanisation to reach 37-38% by fiscal 2027 from ~35% in 2020.

Rising Per capita income: In fiscal 2021, per capita income declined 8.9% owing to GDP contraction amid the pandemic's impact. On the lower base of fiscal 2021, per capita income rose 7.6% in fiscal 2022. However, per capita income is forecast to decline in line with GDP projection. According to the International Monetary Fund's estimates, India's per capita income (at current prices) is expected to increase at a 7.6% CAGR over calendar years 2023-28.

Investment in Infrastructure: Infrastructure improvements are expected to support automobile demand on account of employment generation, and improved accessibility and mobility.

Supply side Factors:

- India has a cost advantage in auto component production since it has cheap labour 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 liberalisation 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. Some of India's leading OEM suppliers include TACO, Bharat Forge, Sundaram Clayton, and Sundaram Brake Linings.

- 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.

Policy support:

- PLI schemes on automobiles and auto components are estimated to generate a capex of Rs. 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.

- 115 companies applied for the Rs 25,938 crore Production Linked Incentive (PLI) scheme for the automotive and the auto component sector and 75 companies have been approved for the Component Champion Incentive scheme. Incentives are applicable for vehicles and auto components manufactured in India from 1st April 2022 onwards for a period of 5 consecutive years. The proposed incentives for original equipment manufacturers range from 13% to 18% of determined (incremental) sales value, while those for component manufacturers vary from 8% to 13%.

- As FAME Scheme concluded on March 31, 2024, The Government of India's Automotive Mission Plan (AMP) 2006-26 has been critical in assuring the sector's growth.

- EMPS 2024 (Electric Mobility Promotion Scheme) - introduced by Ministry of Heavy Industries with a total outlay of Rs. 500 crore for 4 months, w.e.f. 1st April 2024 till 31st July 2024, for faster adoption of electric two-wheeler (e-2W) and three-wheeler (e-3W) to provide further impetus to the green mobility and development of electric vehicle (EV) manufacturing eco-system.

Electrification:

The government has reaffirmed its support for EVs and its goal of achieving 30% electric transportation by 2030. Customs duty exemptions on the import of capital goods and machinery essential for the manufacture of lithium-ion batteries, which commonly power EVs, were announced in the budget.

EV adoption in India over the next five years is expected to be largely driven by the two and three-wheeler segments. Electric two-wheelers are seen to have lower cost of ownership and acquisition compared with ICE scooters which account for over 30% of the two-wheeler industry. This segment is expected to be the first one to migrate to the electric platform. Electric three-wheelers also have a lower cost of ownership and acquisition compared to their CNG and diesel counterparts.

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. Among vehicle segments, the intensity of use of semiconductors is higher for passenger vehicles (especially high-end models) and moderate for commercial vehicles while lesser for two-wheelers (except premium motorcycles) and tractors as there are fewer electronics used.

Critical component mix is increasing in the auto component exports basket:

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.

Premiumization:

The buying factor for the consumer is moving away from fuel efficiency to external design and safety, and features have taken precedence over functionality. Consumers across all vehicle segments are increasingly demanding premium features and functionalities. Over the years, the key buyer and the influencer impacting the buying decision has also changed. Today, a car is seen as a reflection of the buyer's personality. Having a sunroof, desired color, a particular brand's music system, amongst others, have taken priority.

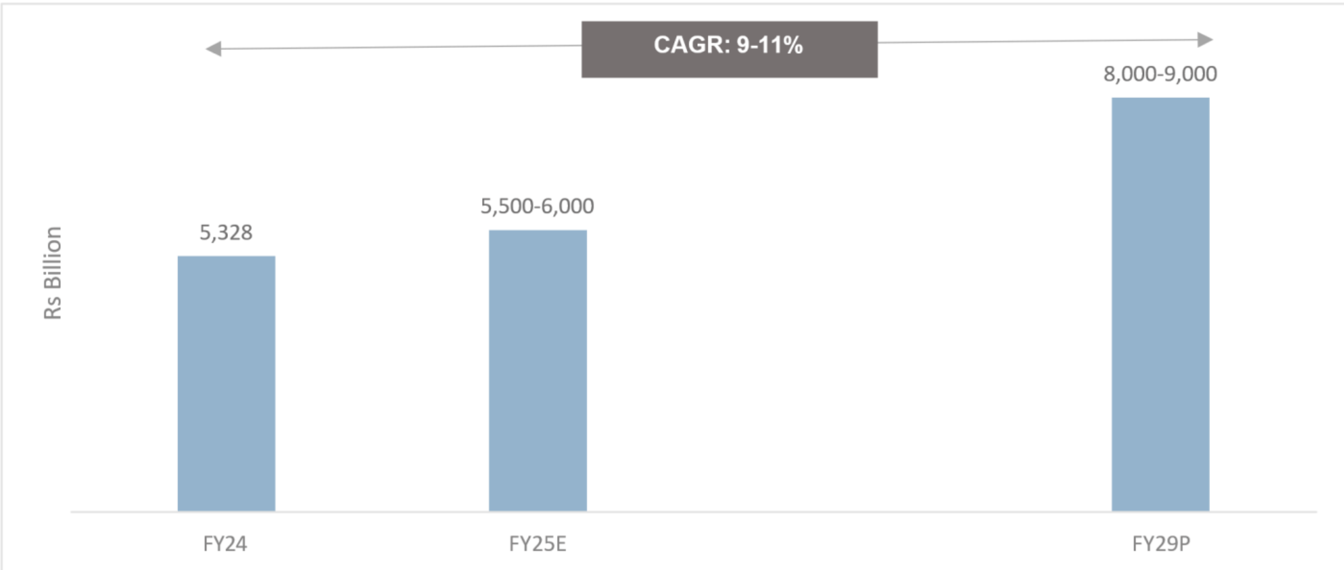
This trend is expected to continue, driving the demand for more sophisticated components which in turn will increase the usage of high margin product which would act as a huge boost for the auto component industry.

Outlook for automotive component industry (FY24-29P)

CRISIL MI&A expects auto component market size to grow at 9-11% CAGR between fiscals 2024 and 2029 to reach Rs. 8,500-9,000 billion. This is more than ~7% CAGR observed during fiscal 2019 to fiscal 2024. Long-term growth to appear higher over a low base wherein the auto component industry witnessed a significant decline in the preceding two fiscals (FY20 and FY21). Demand from all segments has grown further post fiscal 2023.

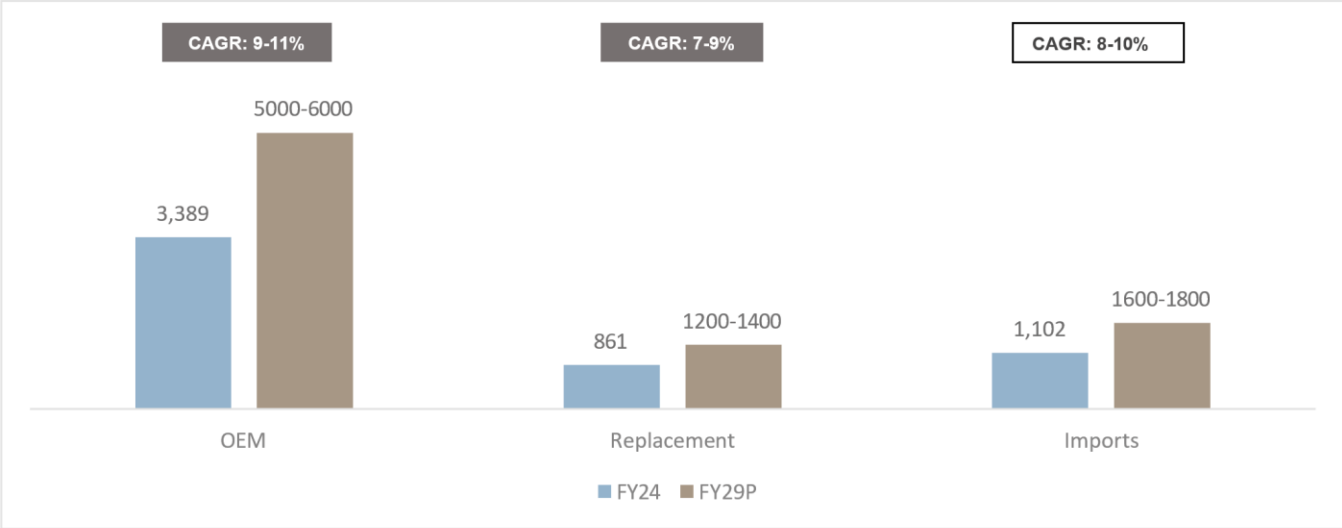
CRISIL MI&A projects auto component revenue is expected to increase by 8-10% in fiscal 2025. This can be attributed to increase in OEM demand, driven by the recovery in commercial vehicles (CV) and passenger vehicle demand. On the export front, Auto component exports (accounting for 21% of the overall demand in fiscal 2024) are projected to witness growth going ahead post higher double-digit growth post fiscal 2024.

Figure: Outlook on domestic production of auto components (FY24-29P)



E: Estimated, P: Projected
Source: CRISIL MI&A

Figure: Outlook on domestic consumption of auto components (FY24-FY29P)



E: Estimated, P: Projected
Source: CRISIL MI&A

The growth in FY25 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 fiscals 2024 and 2029 on the back of robust production growth across asset classes in the medium term (on a low base) and aided by realisation growth via OEM price increases.

Commercial vehicle production is expected to grow by 3-5% CAGR between fiscal 2024 and 2029 on account of improvement in infrastructure expenditure and lower penetration in light commercial vehicles. Demand is expected to increase during the period with medium & heavy commercial vehicle leading the growth in the upcoming five years. The growth can be attributed to an improvement in industrial activity, rising replacement volume and government's thrust on rural transportation.

Passenger vehicle segment production is expected to grow by 6-8% in fiscal 2025. Production improved significantly in FY23 and FY24 due to easing supply conditions coupled with healthy demand for new models primarily UV's. Capacity utilization levels of PV manufacturers is likely to be higher in fiscal 2025 compared to ~68- 72% the preceding year.

Two-wheeler production growth is expected to grow by ~11-13% in fiscal 2025. Two-wheeler production grew by 10% in April-Feb fiscal 2024 owing to strong festive season demand and increasing EV adoption. Domestic wholesale volume is expected to grow by 10-12% in fiscal 2025 after an expected growth of 11-13 % in fiscal 2024.

Tractor production is expected to increase by 4-6% aided by a predicted normal monsoon boosted by the impact of La Nina in fiscal 2025. The increase if post an expected decline of ~8-10% in fiscal 2024 due to lower domestic demand as poor distribution of monsoon, low reservoir levels, elevated inventory levels and impacted rural incomes have restricted demand. The proportion of manufacturing activity outsourced to auto component makers is highest for cars and utility vehicles, explaining this segment's high contribution to OEM revenue. Outsourcing in the commercial vehicle segment is lower than for cars, but is expected to increase in the future, owing to growing technological spends by auto component players due to BS VI and safety norms. We expect localization by certain OEMs to increase, in turn supporting growth in domestic OEM offtake.

Healthy replacement demand along with an increase in realisations, to support replacement demand

The auto component replacement market is projected to increase by 7-9% CAGR between fiscal 2024 and 2029. This is due to increased OEM demand between fiscals 2017 and 2019 along with two to three years of replacement cycle. Moreover, auto component players undertook price hikes in recent months to offset the uptick in commodity prices. Hence, rising realization, to some extent, coupled with pent-up demand from fiscal 2021 wherein the vehicular movement was restricted is likely to aid the demand growth. Besides, demand in the replacement market is expected to grow due to an increase in penetration of cab aggregator services in the overall stock of passenger vehicles. Nonetheless, increased durability of components (better quality), better road infrastructure and increase in service intervals would restrict the robust growth.

'Make in India' push is likely to put brakes on import growth in the long term

Imports are expected to grow by 8-10% between fiscal 2024 and 2029. The government's high focus on electric vehicles (EVs) and imports of batteries and cells, battery management systems (BMS) is expected to drive growth in the long term, although to be restricted by low EV penetration in the near term. However, government initiatives of production linked incentive scheme to provide Rs 18,100 crore for advanced chemistry cell batteries is expected to increase localization of battery manufacturing. This will in turn reduce such imports going ahead.

Conclusion

The mobility industry is experiencing significant increase in complexity of the products due to the transformative shift across the globe due to the increasing electrification of vehicles, significantly impacting connective products and mechatronics products such as wiring harness, terminals, connectors and switches. This shift is reshaping the competitive landscape, with a distinct advantage for players who possess expertise in high technology. This complexity is expected to translate into a higher value per vehicle, further emphasizing commitment to deliver innovative solutions that align with the evolving demands of the automotive industry.

Profiling of key automotive component players competing with Viney Corp

Key player profiles

Key players in the component manufacturing for automotive are Viney Corp, Uno Minda Ltd, Motherson Sumi Wiring India, Minda Corporation Limited, Varroc Engineering Limited and others.

Viney Corp

Key facts	Brief profile
Year of incorporation: 1992 HQ: Gurgaon, Haryana	Viney Corp is one of the leading manufacturer, supplier and exporter of automotive components i.e., Connective products and Mechatronic products to leading OEMs & Tier-I (direct suppliers to OEM) system suppliers in India & overseas. Founded in 1992, the Company continues to pioneer breakthrough mechanical, mechatronic and electronic technologies for wiring harness, connectors and switches, supplied to leading two-wheeler, passenger vehicle and commercial vehicle manufacturers in India and overseas. The product portfolio of the Company in India comprises wiring harness, plastic parts/connectors, terminals, Teflon and auto-grade wires, automotive lamps, fuse box, relays, switches, cap noise suppressors and rubber components. In Europe, the Company focuses on mechatronic/mechanical switches, plastic parts and wiring harness. Company designs and manufactures a wide variety of connective products such as fuse boxes, wiring harnesses, wire, cables, terminals, and connectors ("Connective Products"). Company also manufactures diverse mechatronics products such as steering wheel switches, gear shifting paddles, light control units, Brake pedal switches and sensors, multimedia plugs and airbag on/off switches which can be categorised as visible switches or hidden switches ("Mechatronic Products") 1 out of every 6 two-wheeler sold in the country are fitted with Viney Corp's device wiring harness as of fiscal year ending 31st March 2024. The company specializes in designing, manufacturing, and distribution of Connective products and Mechatronic products which are critical components in vehicles. It's in-house capability to design and manufacture tools sets them apart from their competitors and is a testament to their commitment to self-sufficiency and efficiency. **Technical tie-ups:** VCPL fully acquired Vimercati Italy in fiscal 2015. Vimercati is one

Key facts	Brief profile
	of the market leaders in the design and manufacture of mechanical and mechatronic switches for the automotive market. In Europe, the company operates through two production sites—Italy and Romania. Viney Corp is amongst one of the few Indian switch manufacturers with in-house capabilities to design and manufacture switches catering to both high-end and mass-market vehicles as of March 31, 2024.
Plant locations – Four manufacturing facilities in India, two manufacturing facilities in Italy, one manufacturing facility and one internal production unit, both located in Romania. **Key clients –** Large automobile companies including, BMW, DAF, FIAT Group, Renault, Rolls Royce, PSA, Hero, JNS, Minda, FIEM, TVS, Bajaj, Denso, Federal Mogul, Maruti Suzuki, and many more are the companies' key customers.	

Source: Company reports, CRISIL MI&A Consulting

Uno Minda Ltd

Key facts	Brief profile
Year of incorporation: 1992 HQ: Gurgaon, Haryana	The company specializes in the manufacture of auto components for the global and domestic automotive market. It caters to two-wheelers, three-wheelers, PVs, Commercial vehicles (CVs), and offroad vehicles. The major business segment includes Switches, Lighting, Casting, Seating, Acoustics and others. It manufactures diverse parts and accessories for motor vehicles such as brakes, gearboxes, axles, road wheels, suspension shock absorbers, radiators, silencers, exhaust pipes, catalyzers, clutches, steering wheels, steering columns, and steering boxes. **Technical tie-ups:** Uno Minda has 18 direct subsidiaries, 12 step down subsidiaries, 7 joint ventures and 6 associates as of FY23. Besides this, it also has control over 5 partnership firms.
Manufacturing Capacity – 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. 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. **Plant locations –** 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.	

Key facts	Brief profile
Key clients – Toyota Kirloskar Motor, Hero MotoCorp, Piaggio Vehicles, TVS and Bajaj	

Source: Company reports, CRISIL MI&A Consulting

Minda Corporation Limited (Spark Minda)

Key facts	Brief profile
Year of incorporation: 1985 HQ: Noida, India	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 & South East Asia and ASEAN countries Minda Corporation offers a diverse range of products including Mechatronics, Information and Connected Systems, plastics and Interiors, Aftermarket, 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. **Technical tie-ups:** Minda Corporation has five 100% subsidiaries • Almighty International Pte. Limited • Minda Europe B.V • Minda Instruments Limited • Spark Minda Green Mobility Pvt Ltd • Spark Minda Foundation 3 joint ventures • Minda Infac Pvt Ltd (51%) • Furukawa Minda Electric (25%) • Minda Vast Access Systems Private Ltd (50%)
Plant locations – Domestic - 27 manufacturing facilities, 3 design offices and 7 offices. Overseas - 2 manufacturing facilities, 2 offices. **Key Clients –** 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	

Source: Company reports, CRISIL MI&A Consulting

Motherson Sumi Wiring India

Key facts	Brief profile
Year of incorporation: 1986 HQ: Noida, Uttar Pradesh	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

Key facts	Brief profile
	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. **Technical tie-ups:** As of FY23, Motherson Sumi Wiring has 204 subsidiaries, 1 associate company and 21 joint ventures.
Plant locations – It has 23 manufacturing facilities present globally along with pan India presence across states like Gujarat, Madhya Pradesh, Maharashtra, Uttarakhand, Uttar Pradesh, Haryana, and Tamil Nadu. **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, General Motors Co., Jaguar Land Rover, BMW AG, Daimler AG and Volkswagen AG	

Source: Company reports, CRISIL MI&A Consulting

Varroc Engineering Limited

Key facts	Brief profile
Year of incorporation: 1990 HQ: Aurangabad, Maharashtra	Key product segments Varroc Engineering Limited manufacturer and supplier of exterior lighting systems, powertrains, electrical and electronics, and body and chassis parts to passenger car and motorcycle segments. Injection molded components, injection and compression molded automotive rubber products, PU foam, seat assemblies, rearview mirrors, CDI, regular rectifiers, starter and wiper motors, headlamps, tail lamps, blinkers, IC engine valves, crank pins, cold and warm forged. Varroc Engineering Limited operates through 36 manufacturing facilities and 11 engineering centers in 10 countries across three continents. **Technical tie-ups:** Varroc Engineering has 14 subsidiaries, including step-down subsidiaries, and 3 joint ventures
Plant locations – It has 36 manufacturing facilities and 11 engineering centers in 10 countries across three continents. **Key clients –** Some of the key clients of the company are Bajaj Auto Ltd, Honda, Royal Enfield, Yamaha, Suzuki, and Hero	

Source: Company reports, CRISIL MI&A Consulting

Furukawa Minda Electric Pvt Ltd

Key facts	Brief profile
Year of incorporation: 2007	Incorporated in 2006, as a joint venture between the Furukawa group (comprising Furukawa Electric Co Ltd and Furukawa Automotive

Key facts	Brief profile
HQ: Bawal, Haryana	Systems Inc; 51% stake), a leading Japanese auto component manufacturer; and MCL (49% stake). In October 2014, MCL increased its stake to 51%. Key products include wiring harness, and allied components such as couplers, terminals, relay box, junction boxes, steering roll connectors and Battery State Sensor for passenger vehicles with more than a decade of presence in Indian Automotive Industry
Plant locations – It has manufacturing plant located in Bawal Haryana along with a service center located in Vithalapur, Gujarat **Key clients –** Include Maruti Suzuki, Force Motors, Renault Nissan, Honda	

Source: Company reports, CRISIL MI&A Consulting

Dhoot Transmission

Key facts	Brief profile
Year of incorporation: 1999 HQ: Pune, Maharashtra	Indian conglomerate which operates the business in products as diverse as Wiring Harness, Electronic Sensors and Controllers, Automotive Switches, Power Cords, Automotive Cables, Connectors and Terminals, suiting to 2- Wheelers, 3-Wheelers, Commercial Vehicles, Off-Road Vehicles, Earth Movers, Farming Equipment's, Medical Equipment's & Domestic Appliances etc. Product divisions include wiring harness, electronic sensors and controllers, automotive switches, power cords, automotive cables, connectors. **Technical tie-ups:** Dhoot Transmission operates with 12 subsidiaries, 1 JV and 3 associate
Plant locations – 22 manufacturing facilities spread across the globe that includes 5 locations in UK, Slovakia, Thailand, Japan & South Korea and 17 locations in India. **Key clients –** Large customer base in 8 countries and 3 continents - Automotive - Bajaj, KTM, Royal Enfield, Yamaha H&LCV - MAN, Eicher, Mahindra, Force, Piaggio	

Source: Company reports, CRISIL MI&A Consulting

Napino Auto and Electronics Limited

Key facts	Brief profile
Year of incorporation: 1991 HQ: Gurgaon, Haryana	Manufactures motor vehicle parts and accessories and offers automotive electronics, electronic fuel management system, instrument cluster, mechatronics, and transmission systems. Leader in its segment with complete design, development, and manufacturing capabilities, Napino offers innovative solutions to major automobile manufacturers. Through its robust R&D

Key facts	Brief profile
	capabilities and sustainable partnerships with global players, Napino aspires to lead technology innovation in automotive electronics. Portfolio includes ECUs, capacitor-discharge ignitor, regulator rectifier, wiring harness, handlebar switches, and E Mobility products among other electronic offerings
Plant locations – Manufacturing facilities are located at Manesar, Bhiwadi, Haridwar and Halol. Napino is largest manufacturer of Regulator/Rectifier and Capacitor Discharge Ignitors in India. **Key clients –** Large customer base in 8 countries and 3 continents - Automotive - Bajaj, KTM, Royal Enfield, Yamaha H&LCV - MAN, Eicher, Mahindra, Force, Piaggio.	

Source: Company reports, CRISIL MI&A Consulting

Presence of players across value chain

Products	Viney Corp	Uno Minda Ltd	Minda Corporation (Spark Minda)	Motherson Sumi Wiring India	Varroc Engineering	Furukawa Minda Electric	Dhoot Transmission	Napino Auto and Electronics Limited
Wiring Harness								
Terminals								
Connectors								
Rubber Seals								
Moulded parts								
Relays								
PVC wires								
Fuse Boxes								
Switches								

Products	Viney Corp	Uno Minda Ltd	Minda Corporation (Spark Minda)	Motherson Sumi Wiring India	Varroc Engineering	Furukawa Minda Electric	Dhoot Transmission	Napino Auto and Electronics Limited
Ties/ Clamps								
Grommets								

Source: Company Annual Reports, CRISIL MI&A Consulting

Peer comparison – Financials

Comparison of key players (Consolidated - fiscal 2022, 2023, 2024)

	Revenue from operations (INR millions)			*Revenue growth*			*Gross Profit (INR millions)*			*Gross Profit growth*		
	FY22	*FY23*	*FY24*	*FY22*	*FY23*	*FY24*	*FY22*	*FY23*	*FY24*	*FY22*	*FY23*	*FY24*
Viney Corp	10,353.74	11,200.64	12,457.86		8.18%	11.22%	4,942.82	5,477.46	6,044.00		10.82%	10.34%
Uno Minda Ltd	83,130.00	112,364.90	140,308.90		35.17%	24.87%	30,410.00	40,120.30	49,671.30		31.93%	23.81%
Minda Corporation (Spark Minda)	29,759.00	43,001.00	46,511.00		44.50%	8.16%	11,000.00	15,228.00	17,273.00		38.44%	13.43%
Motherson Sumi Wiring India	56,350.00	70,679.90	83,282.50		25.43%	17.83%	20,257.00	24,363.00	28,745.00		20.27%	17.99%
Varroc Engineering	58,442.01	68,912.13	75,519.37		17.92%	9.59%	19,948.46	24,606.66	28,186.10		23.35%	14.55%
Furukawa Minda Electric	3,595.02	3,527.75	NA		-1.87%	NA	840.31	838.62	NA		-0.20%	NA
Dhoot Transmission	12,131.82	17,518.48	NA		44.40%	NA	3,543.63	4,821.32	NA		36.06%	NA
Napino Auto and Electronics Limited	8,147.62	10,369.66	NA		27.27%	NA	2,057.36	2,399.72	NA		16.64%	NA

	Operational EBITDA (INR millions)			*Operational EBITDA Margin*			*Total Debt to equity*		
	FY22	*FY23*	*FY24*	*FY22*	*FY23*	*FY24*	*FY22*	*FY23*	*FY24*
Viney Corp	1,322.12	1,461.55	1,449.13	12.77%	13.05%	11.63%	1.14	1.02	0.98
Uno Minda Ltd	9,505.50	13,419.10	17,706.90	11.43%	11.94%	12.62%	0.22	0.28	0.30
Minda Corporation (Spark Minda)	3,272.00	4,615.00	5,144.00	10.99%	10.73%	11.06%	0.29	0.35	0.18
Motherson Sumi Wiring India	7,303.00	7,920.20	10,132.00	12.96%	11.21%	12.17%	0.02	0.06	0.01
Varroc Engineering	3,589.16	5,801.62	8,179.58	6.14%	8.42%	10.83%	0.77	1.63	0.79
Furukawa Minda Electric	12.31	-12.77	NA	0.34%	-0.36%	NA	-7.30	-3.15	NA
Dhoot Transmission	1,267.26	1,995.06	NA	10.45%	11.39%	NA	1.50	0.93	NA
Napino Auto and Electronics Limited	245.92	431.06	NA	3.02%	4.16%	NA	0.16	0.25	NA

	EBITDA (INR millions)			*EBITDA Margin*		
	FY22	*FY23*	*FY24*	*FY22*	*FY23*	*FY24*
Viney Corp	1,039.43	629.82	1,449.13	10.04%	5.62%	11.63%
Uno Minda Ltd	9,505.50	13,419.10	17,973.10	11.43%	11.94%	12.81%
Minda Corporation (Spark Minda)	3,346.00	4,714.00	5,164.00	11.24%	10.96%	11.10%
Motherson Sumi Wiring India	6,649.00	7,920.00	10,132.00	11.80%	11.21%	12.17%

	EBITDA (INR millions)			EBITDA Margin		
	FY22	FY23	FY24	FY22	FY23	FY24
Varroc Engineering	3,589.06	5,801.62	8,033.97	6.14%	8.42%	10.64%
Furukawa Minda Electric	12.31	-186.74	NA	0.34%	-5.29%	NA
Dhoot Transmission	1,275.45	2,006.36	NA	10.51%	11.45%	NA
Napino Auto and Electronics Limited	162.45	261.40	NA	1.99%	2.52%	NA

Rs. millions	Gross Fixed Asset Turnover ratio			Revenue Split (India) (%)			Revenue Split (Outside India) (%)		
	FY22	FY23	FY24	FY22	FY23	FY24	FY22	FY23	FY24
Viney Corp	3.64	2.91	3.11	24.48%	24.59%	22.82%	75.52%	75.41%	77.18%
Uno Minda Ltd	4.11	4.54	4.73	85.00%	83.00%	86.00%	15.00%	17.00%	14.00%
Minda Corporation (Spark Minda)	4.13	4.97	4.43	84.00%	84.00%	87.00%	16.00%	16.00%	13.00%
Motherson Sumi Wiring India	31.5	23.06	22.10	99.50%	99.60%	NA	0.50%	0.40%	NA
Varroc Engineering	3.31	4.04	4.48	79.00%	82.00%	87.00%	21.00%	18.00%	13.00%
Furukawa Minda Electric	5.28	5.78	NA	NA	NA	NA	NA	NA	NA
Dhoot Transmission	3.36	4.66	NA	79.00%	83.00%	NA	21.00%	18.00%	NA
Napino Auto and Electronics Limited	5.51	7.38	NA	NA	NA	NA	NA	NA	NA

Note: *Standalone numbers for FY 2023 and FY 2022 are considered for Furukawa Minda, Dhoot Transmission, Napino Auto and Electronics Limited*
Operational EBITDA for Varroc has been computed basis considering continued operation

1. *Revenue from Operations means the revenue from operations for the period / year.*
2. *Growth in revenue from operations (%) is calculated as a percentage of Revenue from Operations of the relevant period / year minus Revenue from Operations of the preceding period / year, divided by Revenue from Operations of the preceding period / year.*
3. *Gross Profit is calculated as Revenue from Operations – Cost of raw materials & components consumed – Purchases of traded goods - Change in inventories of finished goods, traded goods and work-in-progress*
4. *Growth in gross profit (%) is calculated as a percentage of gross profit of the relevant period / year minus gross profit of the preceding period / year, divided by gross profit of the preceding period / year.*
5. *EBITDA is calculated as Profit/(loss) before tax plus finance cost, depreciation and amortization expense less other income.*
6. *EBITDA Margin is the percentage of EBITDA divided by Revenue from Operations*
7. *Operational EBITDA is calculated as PBT before exceptional items + interest + depreciation and amortization – other income.*
8. *Operational EBITDA Margin (%) is the percentage of EBITDA divided by Revenue from Operations.*
9. *Debt to Equity is calculated as Total Debt (Current and Non-Current borrowings)/Total Equity*
10. *Fixed Assets Turnover Ratio is calculated as revenue from operations for the period / year divided by property, plant and equipment.*
11. *Revenue split (India) (%) is overall revenue from India*

Source: Company Annual Reports, CRISIL MI&A Consulting

Domestic Market sizing and outlook of components

Overview of the auto component segments.

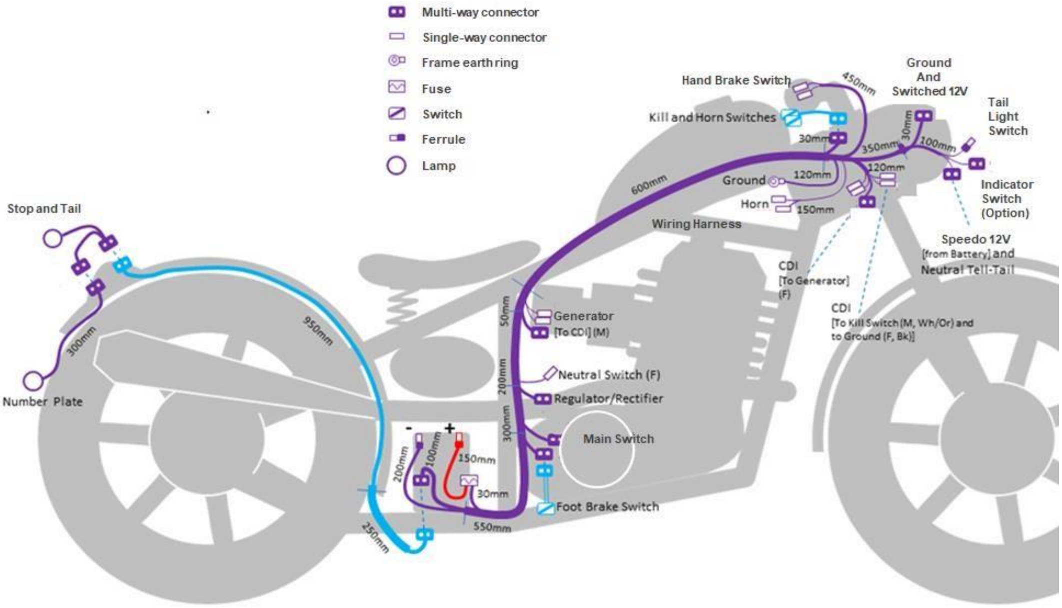
The company primarily deals into connective products, mechatronics products, fuse box, relays, and rubber components. Connective products which include Wiring Harness (Device harness, Main Harness, Terminals and Connectors) and Mechatronics which includes Switches.

Manufacturing category vehicle wise market size scope table

Segment	Product	**Vehicle segment** (ICE + EV)	Channel
Connective products	Device harness	2W, PV	OEM
	Main harness	2W, PV	OEM
	Terminals	2W, PV	OEM
	Connectors	2W, PV	OEM
Mechatronics	Switches	2W, PV	OEM

The mobility industry is experiencing significant increase in complexity of the products due to the transformative shift across the globe due to the increasing electrification of vehicles, significantly impacting connective products and mechatronics such as wiring harness, terminals, connectors and switches. This shift is reshaping the competitive landscape, with a distinct advantage for players who possess expertise in high technology. This complexity is expected to translate into a higher value per vehicle, further emphasizing commitment to deliver innovative solutions that align with the evolving demands of the automotive industry.

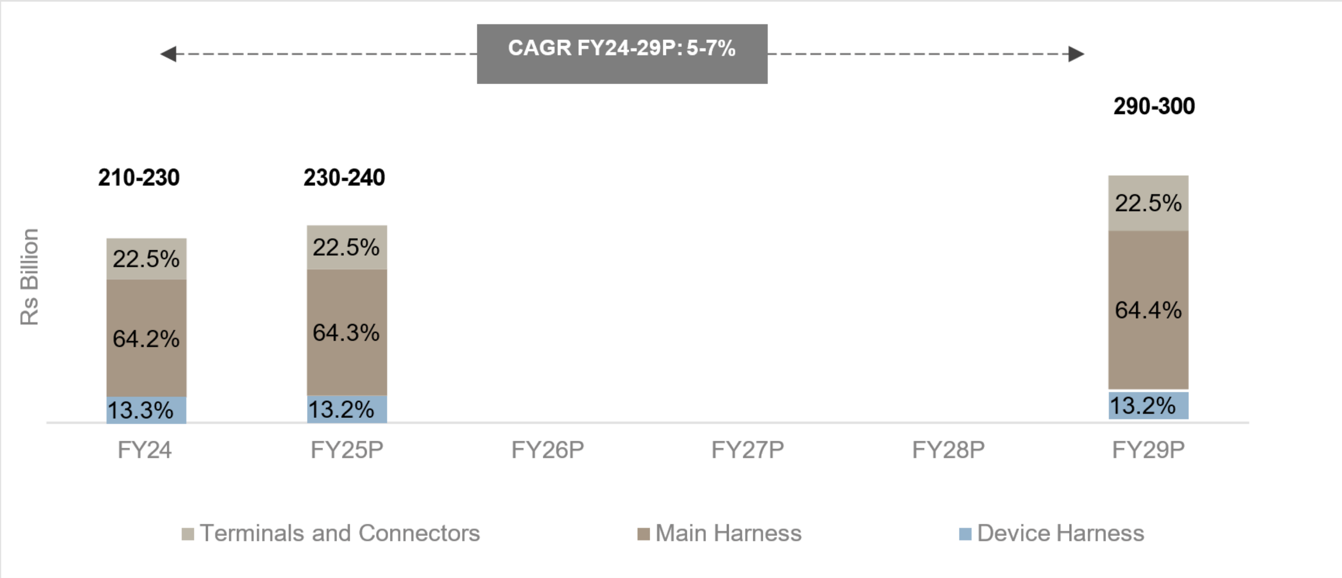
Figure: Sample picture on Connective products and Mechatronics in a Passenger vehicle



Connective Products

In automotive engineering, connective products refer to the various means by which different components and systems within a vehicle are electrically and mechanically connected. These systems are crucial for ensuring that all parts of the vehicle function together seamlessly. These systems encompass electrical, mechanical, and fluid connections, each playing a vital role in vehicle performance and reliability. Electrical connection systems include wiring harnesses, connectors, and bus systems, such as CAN and LIN, which facilitate communication between electronic control units (ECUs), sensors, and actuators, ensuring coordinated operations and efficient data exchange. These systems are designed and integrated with precision, considering the vehicle's specific requirements and environmental conditions, and are subjected to rigorous quality control during manufacturing and assembly.

Connective Products market size – ICE (fiscals 2024-29P)



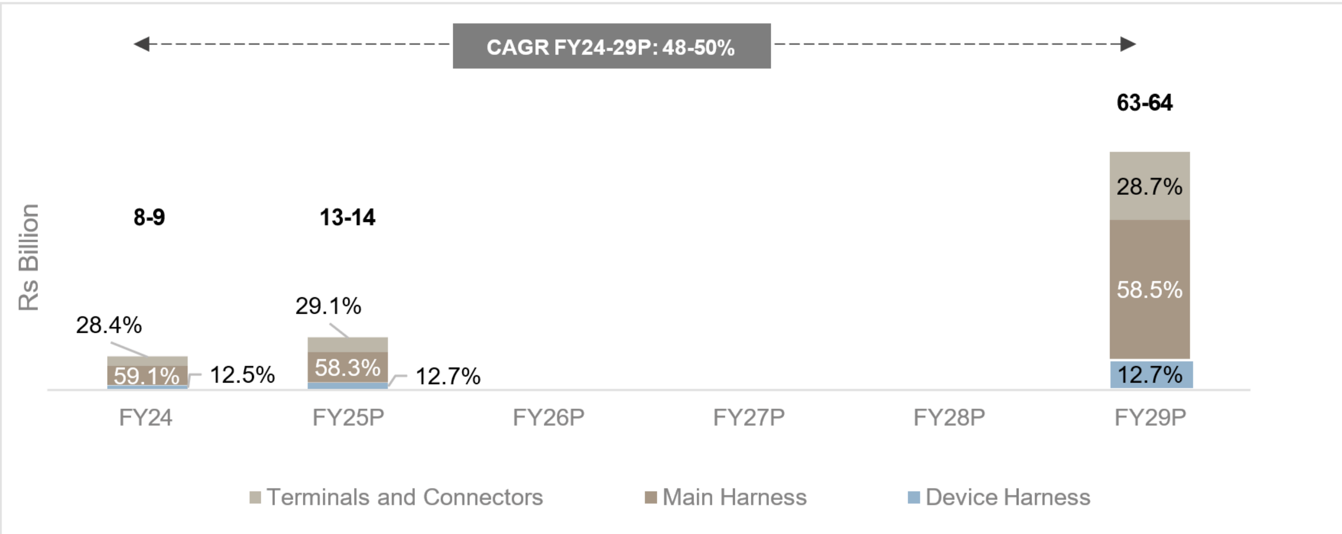
Source: CRISIL MI&A

ICE Device Wiring Harness market is estimated between Rs 29-30 billion in fiscal 2024 and expected to grow at 5- 6% CAGR over the next five years through fiscal 2029 to reach Rs 38-40 billion.

The main harness is the car's central wiring system. It links the engine, dashboard, and rear of the vehicle. It's comparable to a major highway where all smaller routes come together. ICE Main wiring harness market is estimated around Rs 140-145 billion in fiscal 2024. The market is projected to grow at a 6-7% CAGR over the forecast period to reach Rs 185-195 billion by 2029.

Market for Terminal and Connector is estimated between Rs ~49-51 billion in fiscal 2024 and expected to grow at 5-7% CAGR over the next five years through fiscal 2029 to reach Rs 65-67 billion.

Connective Products market size – EV (fiscals 2024-29P)



Source: CRISIL MI&A

Domestic market Sizing Wiring Harness

The wiring harness is the combination of electrical cables, or assembly of wires, that connects all electrical and

electronic (E/E) components in the automotive vehicle, like sensors, electronic control units, batteries, and actuators. It handles the energy and information flow within the E/E system to fulfil primary car functions, such as steering and braking as well as secondary car functions, such as ventilation and infotainment. Automobiles and other road vehicles such as trucks and buses are one of the most demanding applications for mechanical and electrical design.

Since automotive wiring harnesses connect various electrical components, they feature diverse connection circuits. The circuits, also referred to as wire lengths, serve distinct purposes. A standard automotive wiring harness typically contains 12 of these circuits - Dash lights, Gauges, Hazard flasher, Heat and AC, Horn, Parking lights, Radio, stop lights, Tail lights, Turn signals, Wipers.

Content per Vehicle (Volume)

Vehicle Segment	Scooter		Motorcycle	
Model	ICE	EV	ICE	EV
Components				
Device Wiring Harness	10-11	10-11	12-13	12-13
Main Wiring Harness	1	1	1	1

Source: Viney Corporation Pvt Ltd

Note: For vehicle segment, average Intensity has been considered for top 2-3 selling scooters and Motorcycles

The value per vehicle in the EV segment surpasses that of ICE vehicles by upto 3 times.

Types of wiring harness market such as device harness and main harness serve distinct functions within an automotive electrical system:

Main Wiring Harness

- Function: Acts as the primary electrical backbone of the vehicle, distributing power and signals to various systems and subsystems throughout the vehicle
- Components: Typically includes connections to the engine, dashboard, lights, doors, and other major components
- Complexity: Highly complex due to the need to connect multiple systems, manage high power loads, and ensure reliable communication across the vehicle
- Cost: Generally, more expensive to produce due to the complexity, length, and the need for robust insulation and protection against environmental factors

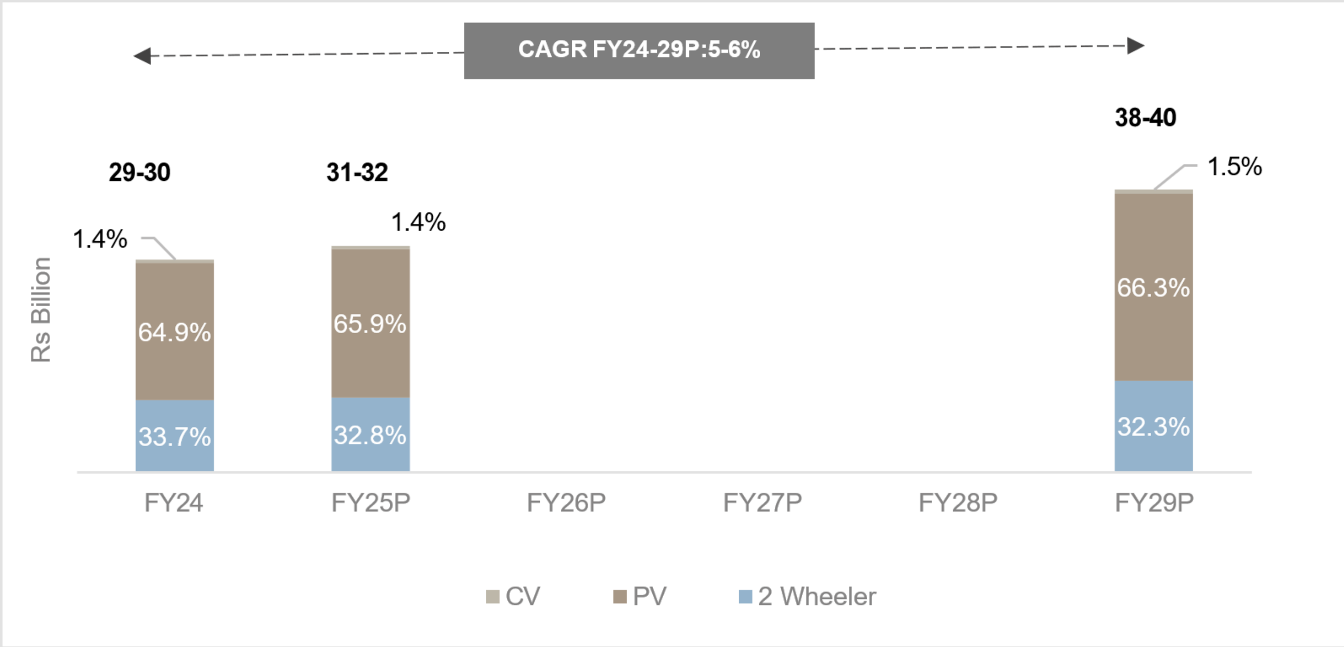
Device Wiring Harness

- Function: Connects individual devices or components to the main wiring harness or directly to power sources. Examples include wiring for the radio, air conditioning, or individual sensors.
- Components: Usually simpler, focusing on a specific device or set of closely related devices
- Complexity: Less complex than the main harness, as it deals with fewer connections and typically lower power loads
- Cost: Less expensive to produce due to its simplicity and smaller scope

Main wiring harness is more expensive and complex to produce due to its extensive role in connecting and managing the vehicle's entire electrical system, requiring advanced materials and design to ensure reliability and safety.

Device Wiring Harness market size – ICE (fiscals 2024-29P)

ICE Device Wiring Harness market is estimated between Rs 29-30 billion in fiscal 2024 and expected to grow at 5- 6% CAGR over the next five years through fiscal 2029 to reach Rs 38-40 billion.



Source: CRISIL MI&A

Device Wiring Harness market size – EV (fiscals 2024-29P)

Source: CRISIL MI&A
Note: Market sizing includes only for 2-wheelers and PV

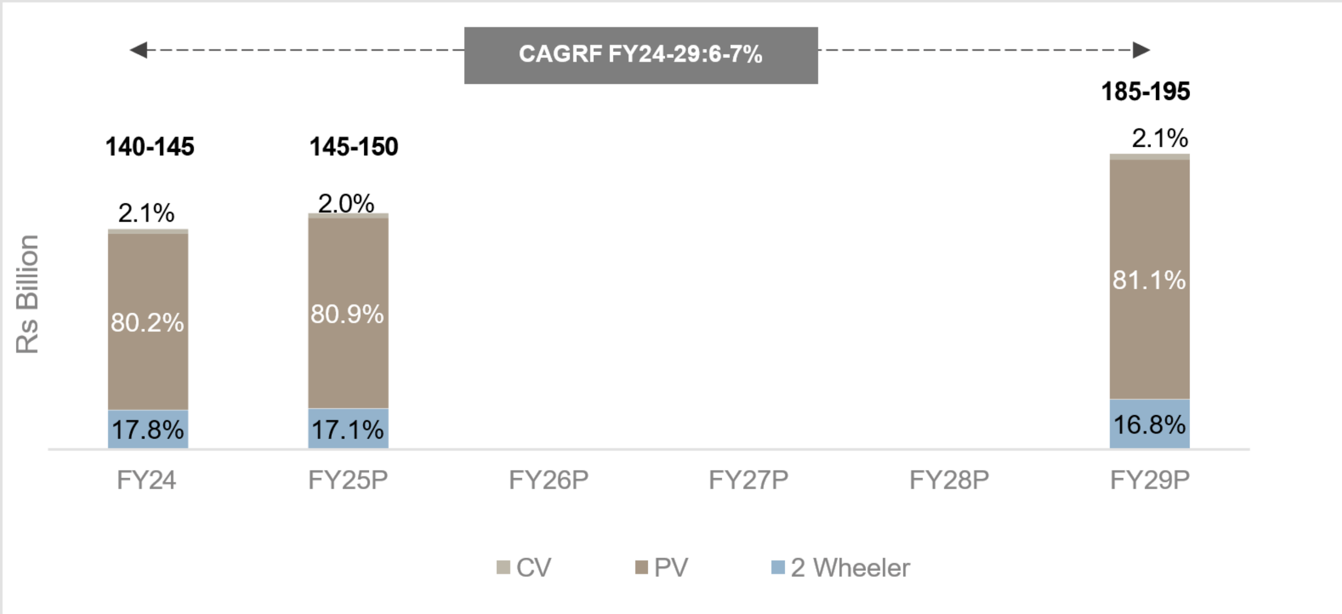
Almost all vehicle segments are expected to experience robust production growth from fiscal years 2024 to 2029. This growth in the device market will primarily be driven by the two-wheeler segment, followed by passenger vehicles. The commercial vehicle segment holds a negligible share, accounting for only 0.4% in FY24.

Within the two-wheeler segment, the device harness market share is divided between motorcycles and scooters, accounting for 77% and 23% respectively. Similarly, passenger vehicle segment can be divided into economy (Hatchbacks and Van) and premium (Sedan and UV) sections, contributing ~38% and ~62%, respectively within PV.

Main Wiring Harness market size – ICE (fiscals 2024-29P)

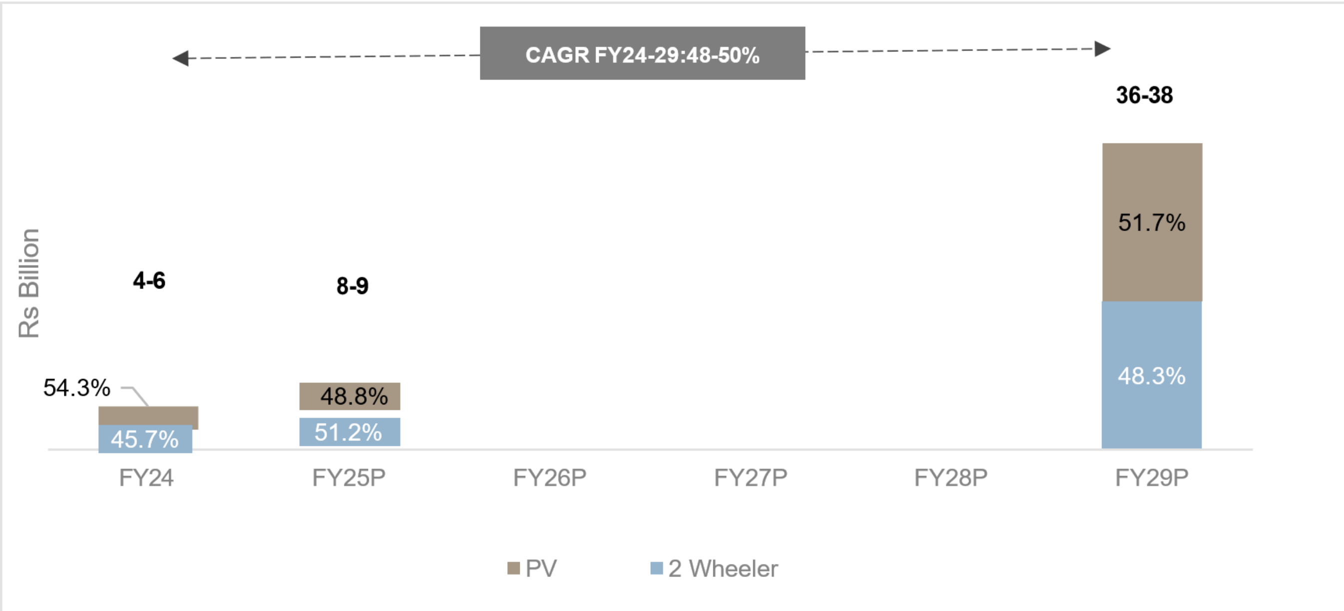
The main harness is the car's central wiring system. It links the engine, dashboard, and rear of the vehicle. It's comparable to a major highway where all smaller routes come together.

ICE Main wiring harness market is estimated around Rs 140-145 billion in fiscal 2024. The market is projected to grow at a 6-7% CAGR over the forecast period to reach Rs 185-195 billion by 2029



Source: CRISIL MI&A

Main Wiring Harness market size – EV (fiscals 2024-29P)



Source: CRISIL MI&A
Note: Market sizing includes only for 2-wheelers and PV

In the electric vehicle sector, terminals and connectors make up to 50-55% of the total market size of the EV main wire harness market.

In the overall main wiring harness market, scooters make up to 30% and the remaining 70% is contributed by motorcycle.

Transition of wire harness technology- EV

1) High and Low Voltage: EV car wiring harness can be high and low voltage, with high voltage wiring harness occupying large proportion; Traditional fuel vehicles mainly rely on low voltage wiring harnesses.

2) Communication: The traditional fuel car wiring harnesses mainly serves as a power supply, while the EV car wiring harnesses not only for power supply, but also need to transmit signals.

3) Anti interference: The interference of fuel car wiring harnesses is relatively low, but EV car wiring harnesses need to undergo anti-interference treatment to avoid interference and failure during signal transmission.

4) Production process and technical requirements: Wiring harness of EV vehicles operates in high current and high voltage environments, requiring higher requirements in terms of delivery capacity, mechanical strength, insulation protection, and electromagnetic compatibility.

In addition, installation position of the motor and battery of EV vehicles also requires the high voltage wiring harness to be routed outside the vehicle, so its mechanical protection is very important. Higher requirements have also been put forward for the shielding performance, anti-interference performance and sealing performance of high-voltage wiring harnesses.

Wire Harness Market: Growth Factors and Dynamics

Increase in Vehicle Electrification

- Electric Vehicles (EVs): Rise in production and sales of electric vehicles (EVs) demands more complex and extensive wiring harness systems to handle high-voltage power distribution and communication between numerous electronic control units (ECUs)

- Hybrid Vehicles: Similar to EVs, hybrid vehicles require sophisticated wiring harnesses to manage both internal combustion engine and electric motor systems.

Advanced Driver Assistance Systems (ADAS) and Autonomous Driving

- Sensor Integration: ADAS and autonomous driving technologies rely on numerous sensors, cameras, and radars, all of which need reliable connections provided by wiring harness systems.

- Data Transmission: The need for high-speed data transmission between various systems to ensure real- time processing and decision-making increases the complexity and extent of wiring harnesses.

Increased Connectivity and Infotainment Systems

- In-Car Entertainment: Modern vehicles are equipped with advanced infotainment systems that include touchscreens, audio systems, and connectivity features (e.g., Bluetooth, Wi-Fi), requiring extensive wiring

- Telematics: Integration of telematics for fleet management, navigation, and remote diagnostics necessitates additional wiring infrastructure

Demand for Lightweight and Compact Designs

- Weight Reduction: Automakers strive to reduce vehicle weight for better fuel efficiency and performance, leading to the development of lightweight wiring materials and more efficient harness designs.

- Space Optimization: The need to optimize space within increasingly compact vehicle designs drives innovation in wiring harness layouts.

Terminals

Automotive wire terminal is an essential component of the automotive electrical system, responsible for transmitting current, signals, and important data. It plays a crucial role in the normal operation of the vehicle's electrical system. With the rapid development of the automotive industry, the importance of automotive wire terminals has been well recognized. Therefore, various electrical appliances with different characteristics are emerging in the automotive industry, leading to higher requirements for the electrical performance of automotive wire terminals. It is therefore imperative that these terminals be of high quality, given their crucial role in the automotive wiring harness and the vehicle electrical system.

Connectors

Automotive wire harness is an assembly of the connectors, cables, and terminals spread throughout the vehicle and connectors are responsible for transmitting electric power and information to different components within your car. There are different types and varieties of connectors used by automakers; for example, printed circuit boards connectors, circular connectors, rectangular connectors, charging connectors, etc.

These connectors connect or disconnect the electrical lines and consist of male and female terminals. Male and Female terminals are collectively combined and linked to the electrical connection, which results in fulfilling your desired action (e.g., automatic window or stereo system)

Main functions of the Automotive Wire Harness Connector

Internal Connectivity: These connectors link the internal components of the car, such as the stereo systems and sensors.

External connectivity: Connectors are used during car repairs to help mechanics assess the vehicle's condition by connecting it to external equipment via an external connector.

Replacement: Connectors can also be used to temporarily replace other connected devices. During this period, they play a crucial role, allowing you to continue using your vehicle.

Characteristics of Automotive Wire Harness Connector

It is well-known that automotive connective products must meet high standards due to various environmental factors affecting vehicle functionality. OEMs (Original Equipment Manufacturers) ensure technical reliability remains high, considering conditions like vibrations, brake fluid, engine oil, and high temperatures.

It is crucial that the various connections within vehicles can be connected or disconnected under harsh working conditions. As a result, manufacturers prioritize developing robust connective products to ensure optimal car performance.

Application of Terminals and Connectors in Automotive:

Primary purpose of terminals and connectors in automotive passenger vehicles is to facilitate secure, reliable, and efficient electrical connections between various components and systems. These connections are critical for the proper functioning of the vehicle's electrical and electronic systems.

1) Engine and Powertrain Systems

   Application: Connectors and terminals are used in the engine compartment to connect the ECU, fuel injectors, ignition coils, sensors (e.g., oxygen sensors, temperature sensors), and actuators (e.g., throttle actuators)

   Example: High-temperature resistant connectors and terminals designed to withstand the harsh environment of the engine bay

2) Lighting Systems:

   Application: Used for headlights, taillights, turn signals, brake lights, and interior lighting. These connectors must be weatherproof, especially for exterior lights.

   Example: Quick-disconnect connectors allowing for easy replacement of bulbs and entire lighting assemblies.

3) Infotainment and Communication Systems

   Application: Connectors are used to link the infotainment system to various inputs and outputs, such as speakers, microphones, GPS antennas, and control buttons

   Example: Multi-pin connectors that facilitate the transmission of audio, video, and data signals

4) Safety and Driver Assistance Systems

   Application: Critical for connecting airbags, seatbelt pretensioners, ABS (anti-lock braking system) sensors, and ADAS components like cameras, radar, and lidar sensors.

   Example: High-reliability connectors that ensure consistent performance in safety-critical applications

5) HVAC Systems

   Application: Connectors and terminals link the HVAC control unit to various sensors, actuators, and the blower motor

   Example: Connectors designed to handle the varying electrical loads and provide secure connections in confined spaces

6) Battery and Charging Systems:

   Application: Connectors for the main battery terminals, alternator connections, and charging system components

   Example: High-current connectors capable of handling the significant power demands of starting the engine and charging the battery

7) Chassis and Body Systems

Application: Wiring harnesses and connectors for power windows, door locks, mirrors, and seat controls. Example: Flexible connectors that accommodate the movement of doors and seats without losing connection or causing wear

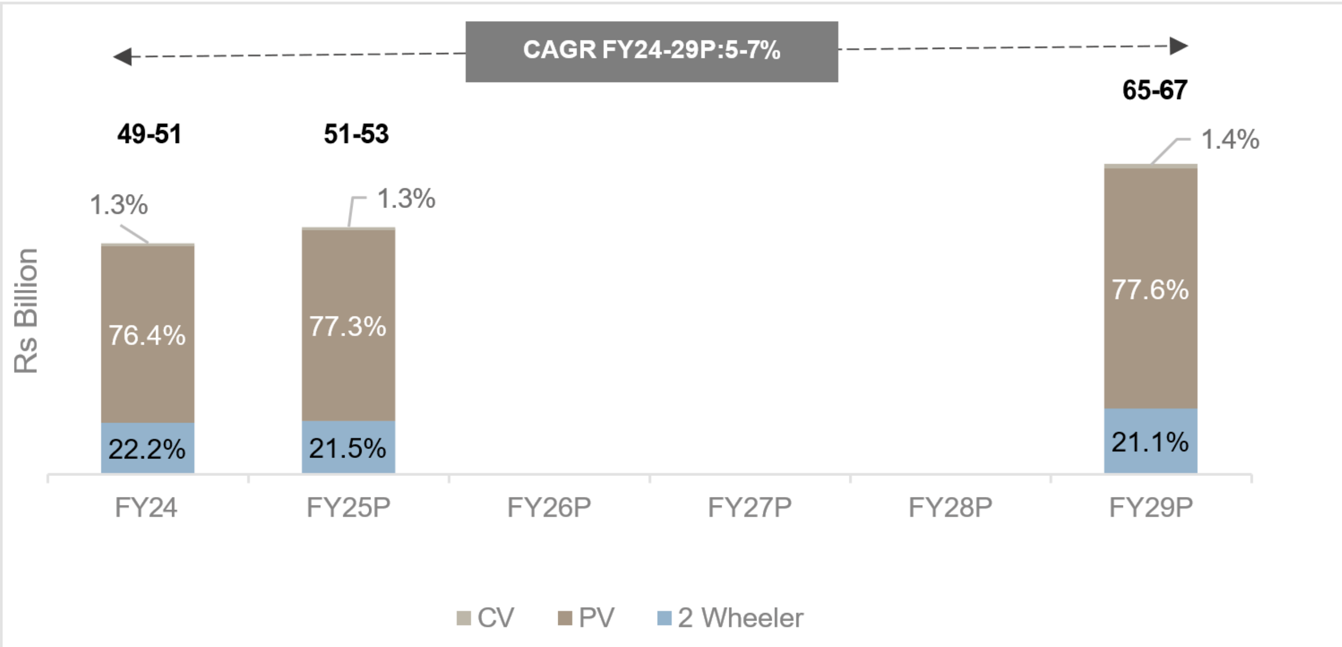
Transition of terminal and connector- EV

The shift to electric vehicles (EVs) will significantly increase the demand for terminals and connectors, driven by the need for more complex electrical systems and innovative products. This transition necessitates the development of advanced, reliable, and cost-effective connectors and terminals. Technological advancements will be required to handle high voltages (up to 800V in some EVs) and currents, along with improved insulation and safety features.

Additionally, EVs will demand space-efficient designs with smaller, more compact connectors to fit within the limited space of modern vehicle architectures. The use of lightweight materials, such as aluminium and advanced polymers, will help reduce the overall weight of the vehicle. Furthermore, the content per vehicle will increase, as EVs require more electrical connections than internal combustion engine (ICE) vehicles due to the addition of sensors, control units, and communication interfaces. The complexity of wiring will also rise, with more extensive and intricate wiring harnesses leading to an increased number of terminals.

Terminals and Connectors market size – ICE (fiscals 2024-29P)

Market for Terminal and Connector is estimated between Rs ~49-51 billion in fiscal 2024 and expected to grow at 5-7% CAGR over the next five years through fiscal 2029 to reach Rs 65-67 billion



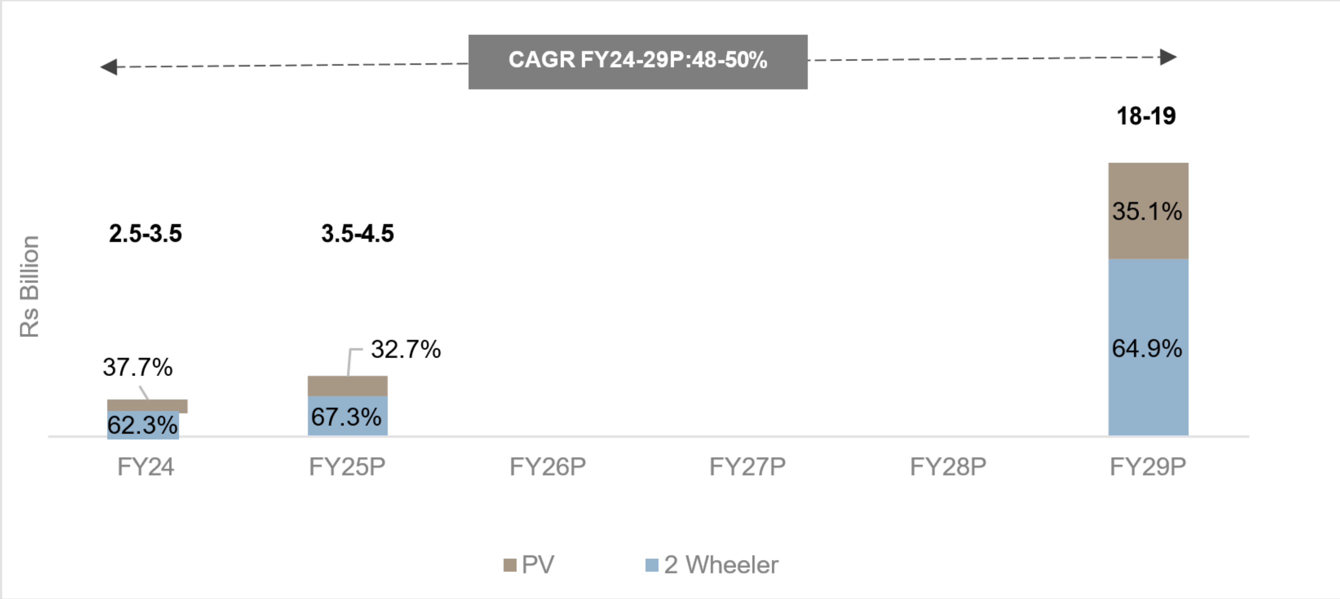
Source: CRISIL MI&A

Two-wheeler segment has the largest contribution with ~76%, primary drivers of this growth are the rising demand for two-wheelers and the increasing focus on safety and convenience features. The increasing adoption of advanced technologies in two-wheelers, such as fuel injection systems and LED lighting, is driving the demand for more sophisticated and reliable connectors. Furthermore, the market is also witnessing the emergence of waterproof and dustproof terminal connectors to enhance the durability and performance of two-wheelers in challenging environments. These connectors are particularly in demand on off-road and adventure motorcycles.

The passenger vehicle segment contribute around ~24% to the overall market size- segment emphasis on increasing fuel efficiency and lowering emissions, there is a trend towards building lightweight and compact automotive terminals and connectors. These smaller, more efficient terminals assist in reducing the overall weight of the vehicle, resulting in improved performance and a lower environmental effect.

Terminals and Connectors constitute approximately 30-32% of the basic operating model of the wiring harness structure

Terminals and Connectors market size – EV (fiscals 2024-29P)



Source: CRISIL MI&A
Note: Market sizing includes only for 2-wheelers and PV

A clear shift in consumer preference is observed in the two-wheeler market and sales of high-speed electric two wheelers increased substantially in FY23. Market growth in the EV segment would be driven by two-wheelers, majorly the scooter segment. EV adoption in the two-wheeler segment will be largely driven by urban scooter buyers, as cost of ownership in case of electric scooters will be less than ICE scooters. The electric two-wheeler penetration is expected to reach 28-30% by fiscal 2029 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 fiscal 2029.

Mechatronics

Mechatronics in automotive vehicles, specifically regarding switches, refers to the integration of mechanical, electronic, and computer systems to create advanced control and automation systems. These mechatronic switches enhance the functionality, efficiency, and reliability of automotive systems.

Benefits

- Enhanced functionality: Mechatronic switches allow for more complex and integrated functions, improving the overall user experience.
- Improved safety: Advanced control systems enhance vehicle safety by providing better control and automation of critical functions.
- Increased efficiency: Electronic controls optimize mechanical operations, leading to improved fuel efficiency and reduced emissions.
- Greater reliability: Combining electronics with mechanical systems reduces wear and tear, leading to longer-lasting component.

Switches

Automotive switches are integral to the proper function of any vehicle and come in a variety of shapes and sizes each with its own specific function. Some of the most common automotive switches are the starter switch, ignition switch, headlight switch, turn signal switch, and wiper switch. All these switches are important, as they provide protection against overload, overheating, and short circuits. If one switch is turned off, it can affect the entire system. Automotive switches are suitable for a wide range of automotive and industrial applications.

Switches market is driven by several factors such as the increasing demand for advanced features in vehicles including automated driving and advanced safety systems, which require sophisticated switch technology.

Additionally, the growing demand for electric and hybrid vehicles has further increased the demand for automotive switches, as these vehicles need more electrical switches than traditional vehicles. The market for automotive switches is also driven by technological advancements, which have led to the development of more advanced and efficient switch technology. For instance, the use of micro-electromechanical systems (MEMS) and other advanced technologies has led to the development of smaller and more precise switches, which are more reliable and efficient.

Types and Functions Multi-Functional Switches

- Steering Wheel Controls: Integrate multiple functions such as audio control, cruise control, and phone connectivity into a single module on the steering wheel.

- Touch-Sensitive Controls: Use capacitive touch technology to detect user inputs, offering a sleek and modern interface.

Electronic Control Modules (ECMs)

- Transmission Control: ECMs manage the transmission system, ensuring smooth gear changes and optimal performance.

- Engine Control: Regulate engine functions for better fuel efficiency, performance, and emissions control. Smart Actuators

- Power Windows and Seats: Combine mechanical movement with electronic control to provide smooth and precise adjustments.

- Adaptive Lighting: Adjust headlights based on driving conditions, enhancing safety and visibility.

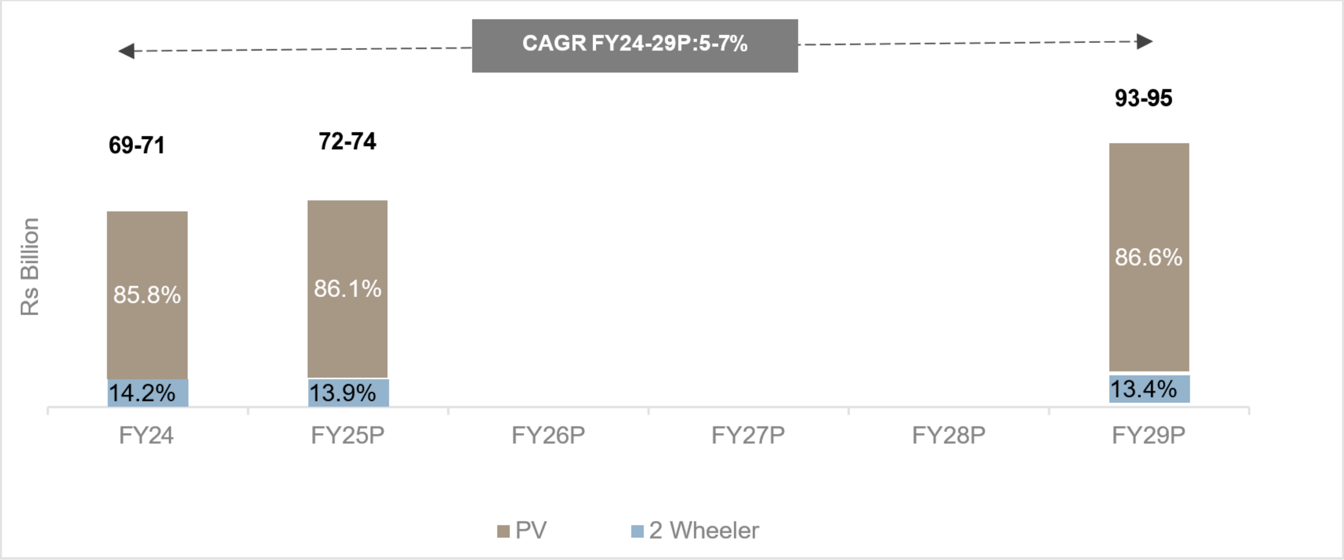
Sensors and Feedback Systems

- Pressure and Temperature Sensors: Monitor critical parameters and provide feedback to control systems to maintain optimal performance.

- Proximity Sensors: Used in parking assistance systems to detect obstacles and aid in safe maneuvering.

Switches market size – ICE (fiscals 2024-29P)

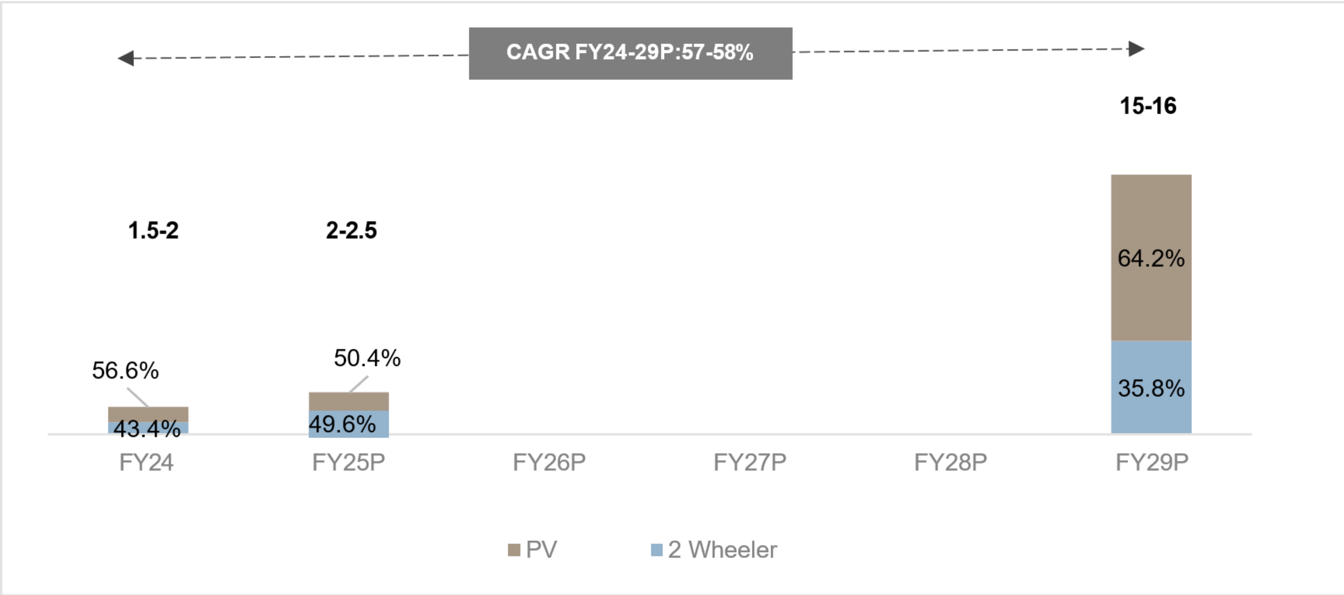
Market for Switches is estimated between Rs 69-71 billion in fiscal 2024 and expected to grow at 5-7% CAGR over the next five years through fiscal 2029 to reach Rs 93-95 billion.



Source: CRISIL MI&A

Switches market size – EV (fiscals 2024-29P)

Market for Switches is estimated between Rs 1.5 to 2 billion in fiscal 2024 and expected to grow at 57-58% CAGR over the next five years through fiscal 2029 to reach Rs 15-16 billion.



Source: CRISIL MI&A

Switches Market: Growth Factors and Dynamics

1. Vehicle Electrification and Connectivity: The rapid shift toward vehicle electrification and increasing connectivity demands have led to a surge in demand for advanced switches. These switches are vital components that facilitate the seamless operation of various vehicle systems, aligning with the evolving landscape of electric and connected vehicles.

2. Safety Regulations and Advanced Features: Stricter safety regulations and consumer demand for enhanced safety features have compelled automakers to integrate sophisticated switches. Advanced switches are instrumental in implementing critical functions such as airbags, electronic stability control, and lane departure warning systems, contributing to heightened vehicle safety.

3. Interior Aesthetics and User Experience: With the growing emphasis on interior aesthetics and user comfort, automotive switches are evolving from more functional components to design elements. Manufacturers are focusing on switches that offer tactile feedback, intuitive operation, and cohesive design, enhancing the overall cabin ambience and user experience.

4. Smart and Autonomous Driving: The rise of smart and autonomous driving technologies necessitates switches that accommodate new functionalities. These switches enable driver assistance features, adaptive cruise control, and autonomous modes, playing a pivotal role in the transition towards self-driving vehicles.

5. Rapid Technological Advancements: The automotive switches market is witnessing rapid technological innovations, including touch-sensitive interfaces, capacitive buttons, and voice command integration. These advancements provide seamless and futuristic control options, aligning with the tech-savvy preferences of modern consumers.

Review and outlook on the Global Passenger Vehicle Switches Industry

According to the Federation of Automobile Dealers Associations (FADA), passenger vehicle (PV) retail sales reached an all-time high in FY24 with a total sale of 3,948,143 units, an increase of 8.45% higher than the 3,640,399 units in the financial year 2023 (FY23). It stated that increased vehicle availability, a strong model mix, and the introduction of new models contributed to the PV retail sales reaching a milestone year. Thus, the growing sales of passenger cars with increasing electronic features are driving demand for control switches in the passenger car segment.

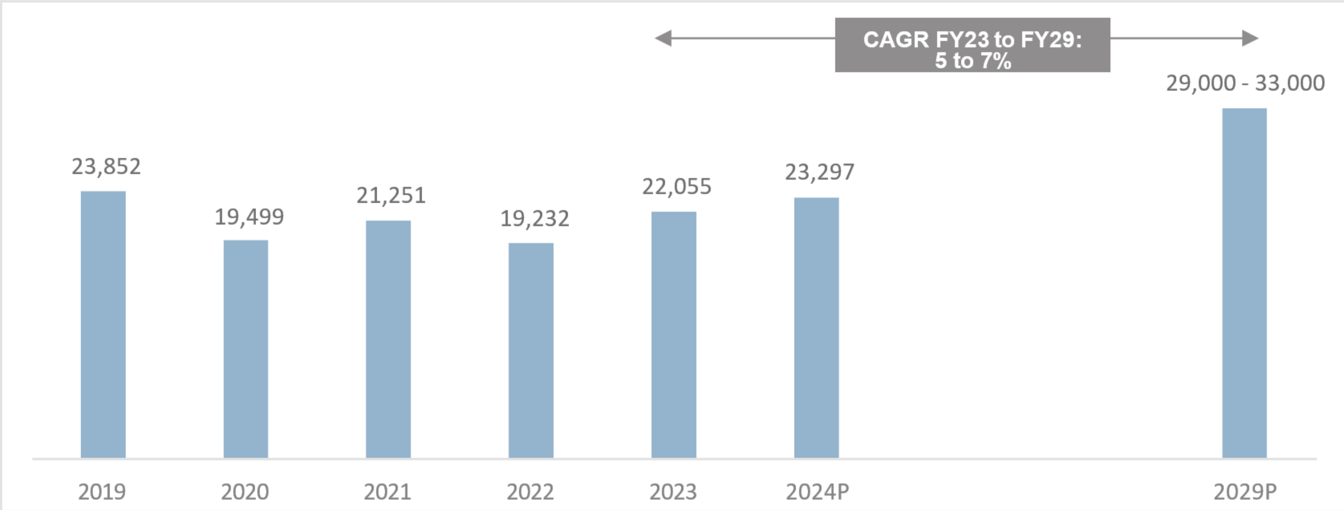
Passenger car switches overall market (CY19-CY29)

Passenger car switches market (value in USD Million)

The passenger car switches market is valued at USD 22,054.74 million in 2023. It is expected to reach USD 29,000 – 33,000 million by 2029, registering a CAGR of around 5-7% during the forecast period (2023 – 2029).

The European region was valued at USD 10,091.38 million in 2023. It is expected to reach USD 13,700 – 15,300 million by 2029, registering a CAGR of 5.2 to 7.2% during the forecast period (2023 – 2029).

The North American region was valued at USD 10,047.70 million in 2023. It is expected to reach USD 13,500 – 15,000 million by 2029, registering a CAGR of 5 to 7% during the forecast period (2023 – 2029). The passenger car switches market in North America is experiencing substantial growth, driven by several interlinked factors. In 2022, passenger car sales in North America reached 6.5 million units, and this figure rose by 6.1% to 6.9 million units in 2023. This increase in vehicle sales is a primary driver of the expanding market for passenger car switches, as the demand for advanced automotive electronics grows in parallel with vehicle sales.

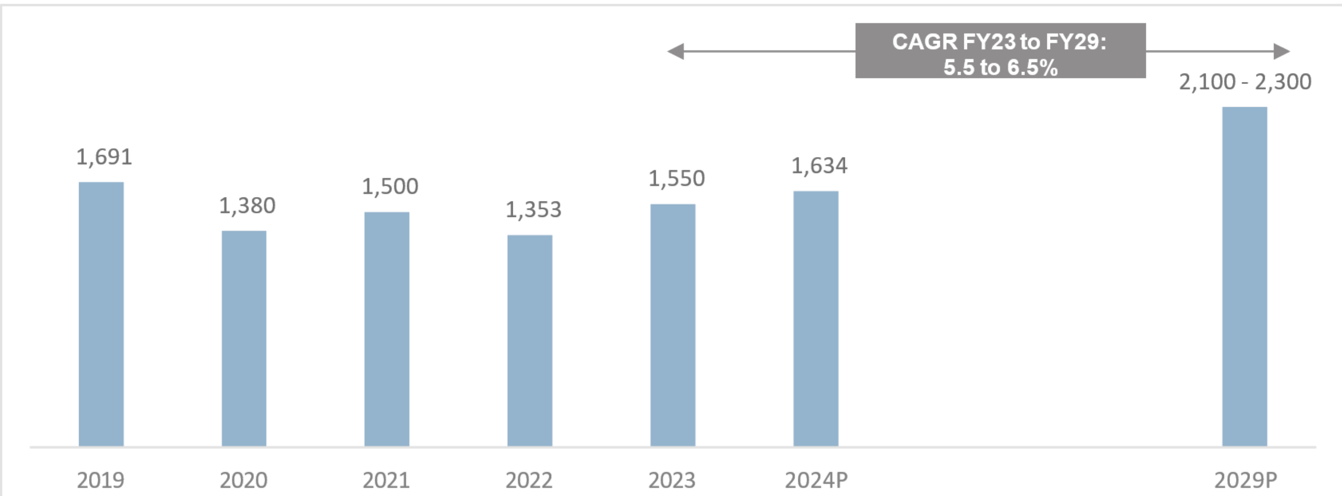


Note: Above figures comprise of sales for North America, South America and Europe
Values in USD Million
Source: Mordor Intelligence, CRISIL MI&A

In the dynamic automotive sector, the passenger car control switches market is pivotal, elevating the driving experience for consumers. These switches, integral to vehicles, empower drivers to manage functions like windows, lights, and turn signals. As technology advances and safety standards evolve, the market for these switches adapts, spurred by both innovation and changing consumer demands. The adoption of connected vehicles, advanced driver- assistance systems, in-car entertainment systems, GPS navigation, and connectivity features are becoming standard requirements in passenger cars worldwide. Further, introducing new safety technologies in vehicles, such as x-by- wire systems, blind spot detection, collision avoidance systems, lane-departure warnings, and adaptive cruise control, are increasing the usage of electronic equipment and systems. Switches are required to regulate such system functions.

The passenger car control switches market under the switch segment includes push-button, toggle, rocker, rotary, and other variants. Knobs and buttons, as physical controls, provide a tactile and familiar interface, ensuring consistency and bolstering consumer appeal. Key priorities for manufacturers in this sector include durability, user- friendliness, aesthetics, and cost-effectiveness in their passenger car control switch designs.

Passenger car switches market (volume in Million units)



Note: Above figures comprise of sales for North America, South America and Europe
Volumes in Millions

Source: Mordor Intelligence, CRISIL MI&A

Switches are poised to overtake knobs and touchscreens in the long run. The prevalent use of touchscreens and buttons in vehicles, while modern, raises concerns about their reliability and durability across various driving conditions. Unlike traditional switches, touchscreens are vulnerable to damage from dust, moisture, and other environmental elements. Manufacturers tackle these challenges by innovating resilient touchscreen technologies capable of enduring daily vehicle use. This transition presents a significant opportunity for switch manufacturers in the foreseeable future.

Passenger car switches market by Geography

North America

Technological advancements play a crucial role in this market's growth. The automotive industry is witnessing rapid innovations, particularly in electronic systems and smart technologies. Modern passenger cars are increasingly equipped with advanced features that rely on sophisticated switch systems. This includes touch-sensitive controls, multi-functional steering wheel switches, and integrated driver assistance systems, all of which require high-quality, reliable switches.

The trend toward electric vehicles (EVs) and hybrid vehicles in North America is significantly influencing the passenger car switches market. EVs and hybrids typically feature more complex electrical and electronic systems compared to traditional internal combustion engine vehicles. This complexity requires a greater number and variety of switches to manage functions such as battery management, regenerative braking, and infotainment systems.

South America

The passenger car switch market in South America, particularly in Brazil, is witnessing significant growth driven by robust vehicle production and the increasing demand for advanced automotive technologies. In 2023, vehicle production in Brazil surged to approximately 2.3 million units, highlighting the country's strong automotive manufacturing base and the consequent demand for essential components like switches. This production boom is complemented by a rising consumer preference for vehicles equipped with sophisticated features, such as electric vehicles (EVs) and advanced driver-assistance systems (ADAS), which rely heavily on intricate switch systems for their functionality and safety protocols.

In 2022, passenger car sales in Central and South America totaled 2.4 million units, highlighting the region's strong automotive market. This figure increased by 1% to 2.97 million units, indicating a steady recovery and expansion following the pandemic. This growth in car sales is pivotal for the South American passenger car switch market as it signifies the rising demand for vehicles equipped with advanced electronic systems.

The Brazilian government's proactive stance in supporting the automotive sector further enhances the passenger car switches market outlook.

For instance, In December 2023, a subsidy program was introduced to incentivize electric vehicle production. A targeted 20% increase in EV output was expected over the next two years. This initiative boosted the adoption of EVs and increased the demand for specialized switches tailored for electric vehicle applications.

Environmental regulations implemented in March 2024 mandated the integration of recyclable and eco-friendly materials in automotive components. These regulations underscored a growing emphasis on sustainability in automotive manufacturing, influencing the design and production of switches that meet stringent environmental standards while maintaining high performance.

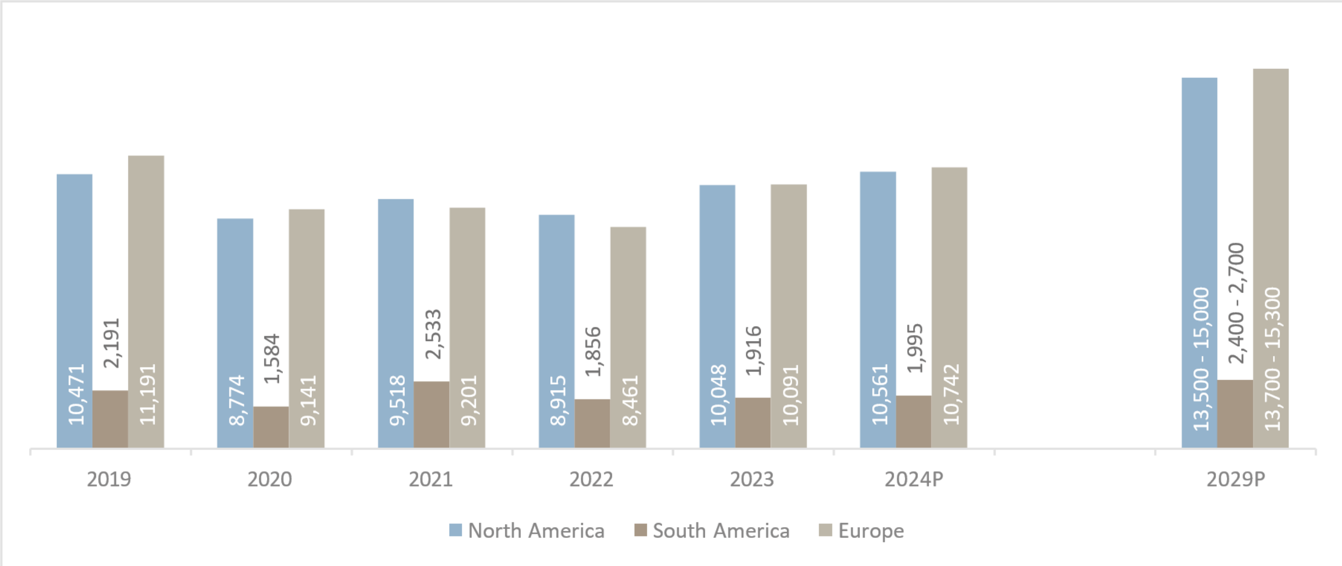
According to the National Association of Motor Vehicle Manufacturers (ANFAVEA), Brazil's vehicle production saw a notable 11.6% increase in 2023 compared to the previous year. This surge in production was directly correlated with the demand for automotive components, closely intertwined with the passenger car switch market.

As vehicle production expands, the requirement for reliable and technologically advanced switches that can manage the intricate electronic systems in modern vehicles will also rise, driving the market's growth.

Europe

The European passenger car switch market is navigating a pivotal phase driven by the automotive sector's shift towards sustainable mobility practices. This transition is accompanied by challenges such as technological innovation, regulatory compliance, and evolving consumer preferences. However, it also presents substantial opportunities for market expansion and environmental advancement.

Passenger car switches market (value in USD Million)



Values in USD Million
Source: Mordor Intelligence, CRISIL MI&A

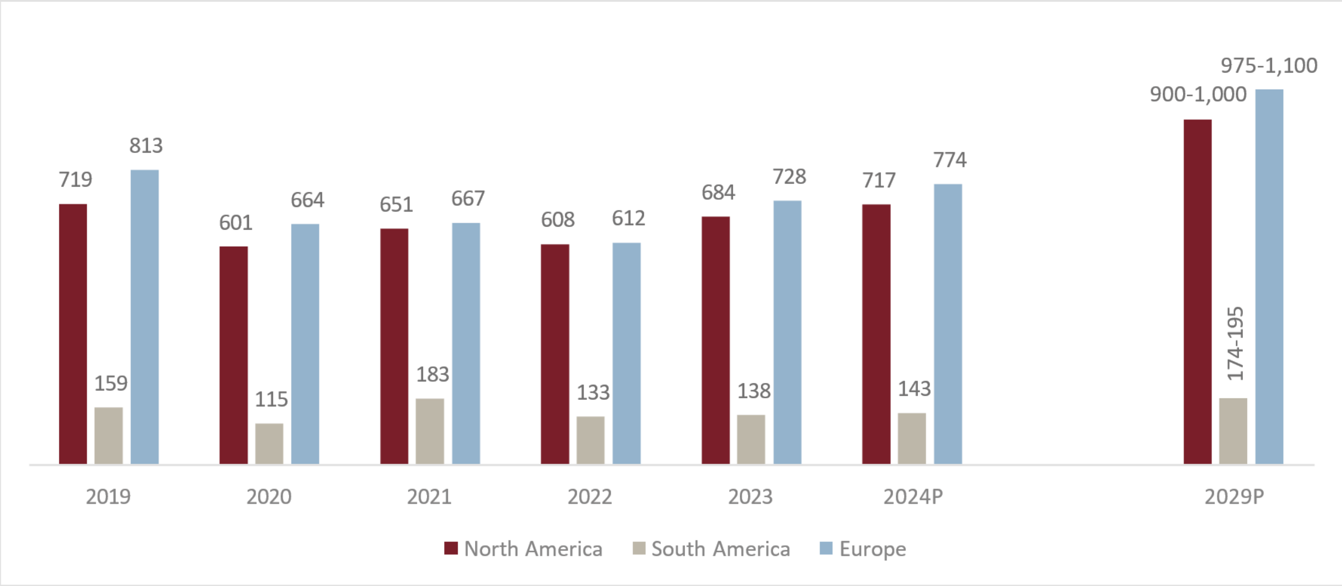
In the United States, major automotive switch manufacturers are focusing on enhancing their technological capabilities and expanding their manufacturing facilities. Companies are investing in automation technologies to improve production efficiency and reduce labor costs, responding to the increasing demand for electric and hybrid vehicles, which require more complex wiring systems. In January 2024, YURA Corporation's USD 35 million investment to expand its Torreon facility in Mexico, focusing on electric motors and battery components, directly impacted the North American switch market. This expansion increased the production capacity for electric vehicles (EVs) and hybrid cars, which require advanced switch systems for electronic controls. As demand grows for these vehicles in North America, the need for high-quality switches to support sophisticated electronic systems will rise accordingly.

Italy's mandate for EV adoption in June 2023 is expected to be effective by 2025. It requires mild hybrid vehicles to achieve a minimum electric range of 55 miles on a single charge, illustrating a proactive step toward enhancing vehicle efficiency and reducing emissions. This regulation is expected to propel the adoption of mild hybrid technologies, particularly those utilizing battery types of 48V and higher. Consequently, Italy’s passenger car switch market is poised for significant growth as automakers integrate advanced electronic controls to meet these stringent requirements.

Across Europe, similar regulatory trends and consumer preferences shape the passenger car switch market. Automakers increasingly focus on developing vehicles with advanced features like electronic stability control, adaptive lighting systems, and comprehensive infotainment setups. These technologies rely heavily on reliable and efficient switch systems to ensure optimal performance and safety standards. The push toward electric and hybrid vehicles aligns with broader initiatives to achieve carbon neutrality and sustainable transportation solutions. This strategic alignment stimulates innovation within the automotive supply chain and opens avenues for switch manufacturers to collaborate with OEMs in developing next-generation electronic systems.

As vehicle manufacturing grows, the demand for dependable and technologically advanced switches capable of handling the complex electronic systems found in contemporary vehicles drives the growth of passenger car switches.

Passenger car switches market (volume in Million units)



Volumes in Million units
Source: Mordor Intelligence, CRISIL MI&A

Passenger car switches market by Vehicle type

Normal

The normal passenger car switch market, encompassing vehicles priced between EUR 10,000 and EUR 40,000, represents a significant and dynamic segment of the global automotive industry. One of the primary drivers of growth in this market is the accelerating shift towards electric vehicles. Government regulations aimed at reducing emissions, coupled with financial incentives for EV adoption, are boosting demand for advanced electronic switches. In addition, technological advancements such as advanced driver assistance systems (ADAS), infotainment systems, and smart climate control are driving the need for more sophisticated switch systems. Consumers in this segment are increasingly seeking vehicles equipped with features that enhance comfort and convenience, making advanced switch systems a key selling point.

The market is witnessing several notable trends, including the integration of smart technologies into switch systems. Touch-sensitive controls, haptic feedback, and connectivity with mobile devices are becoming standard features in the normal passenger car segment. Safety is another major focus, with manufacturers prioritizing the development of switches that enhance vehicle safety, such as advanced column switches for better control of lights and wipers and emergency warning blink switches. Sustainability is also gaining importance, with a growing trend toward using eco-friendly materials in the production of automotive switches.

Premium

The premium passenger car switch market, which includes vehicles priced between EUR 40,000 and EUR 90,000, is witnessing substantial growth and innovations. This segment is driven by the increasing integration of advanced driver assistance systems (ADAS) and autonomous driving features. Premium vehicles often serve as the testing ground for new technologies before they trickle down to other segments.

The demand for high-end infotainment systems, customizable climate control, and enhanced safety features necessitates the development of sophisticated switch systems. These switches need to be integrated with the seamless functionality, tactile feedback, and aesthetics of the luxurious interiors of such vehicles. A significant trend in this market segment is the adoption of haptic feedback and touch-sensitive switches. These switches embody a sleek and modern interface that aligns with the luxurious appearance of premium vehicles. There is a growing trend of integrating artificial intelligence (AI) and machine learning (ML) into vehicle control systems. This integration allows for personalized settings and predictive adjustments based on people’s preferences and behaviors, thereby enhancing the overall driving experience.

The industry for premium passenger car switches is thriving, mainly driven by ADAS integration, haptic feedback, and AI-enhanced interfaces.

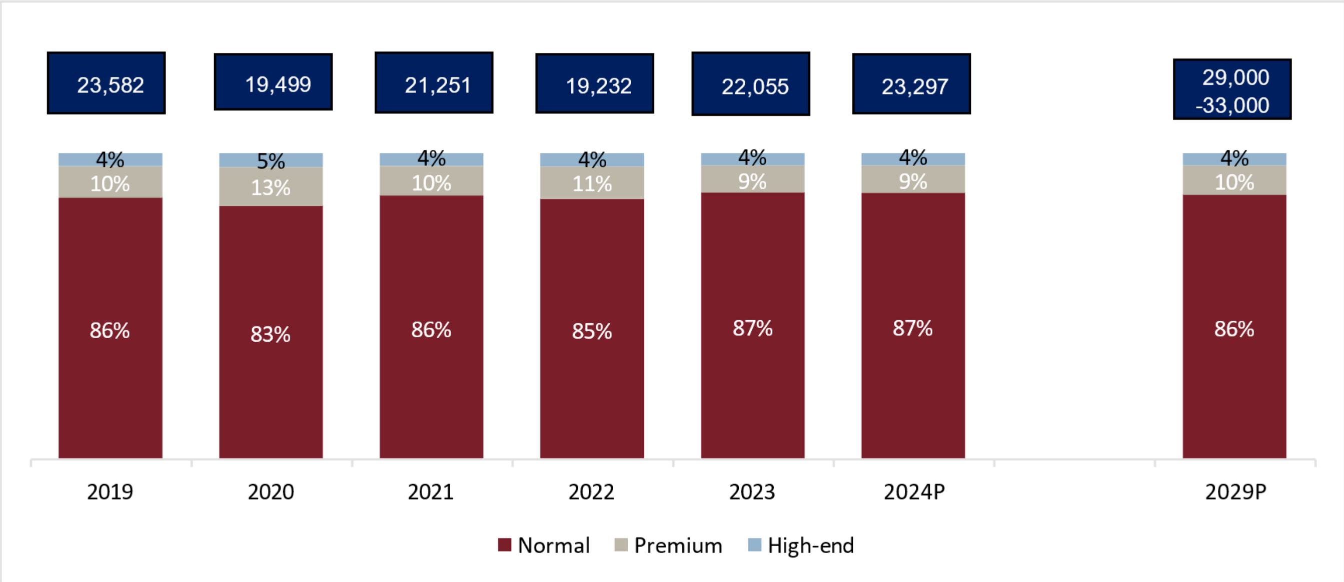
High-end

The high-end segment of the market was valued at USD 880.16 million in 2023. It is expected to reach a value of USD 1,200 – 1,300 million by 2029, registering a CAGR of 5 to 7% during the forecast period (2023-2029).

The high-end passenger car switches market, encompassing vehicles priced above EUR 90,000, represents the pinnacle of automotive luxury, performance, and cutting-edge technology. The high-end segment is characterized by bespoke models, superior materials, and the integration of the latest technological advancements. This market segment is a key area for innovation in automotive switch systems.

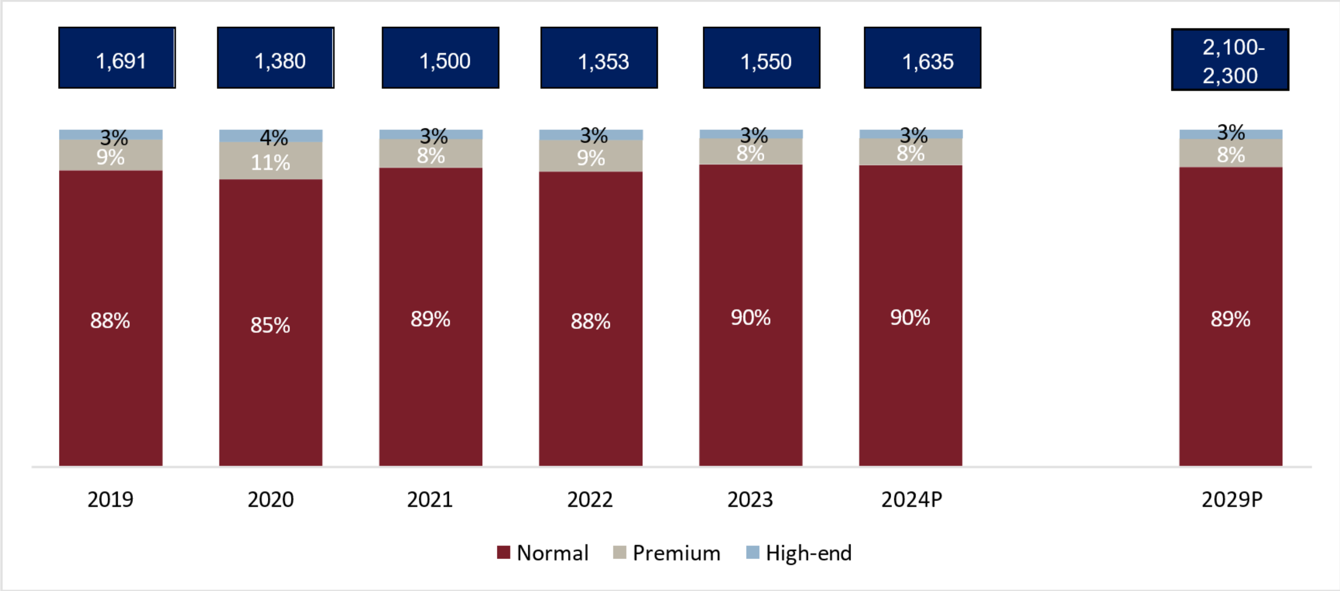
High-end vehicles often feature bespoke interior designs in which switches are tailored to match the unique aesthetics. This customization pattern includes the use of premium materials such as polished metals, exotic woods, and handcrafted finishes to ensure that every touchpoint exudes quality and refinement. Integrating the latest autonomous driving technologies and high-performance features requires sophisticated and reliable switch systems that can handle complex functionalities. The use of advanced and customizable control interfaces is a significant trend in this segment. High-end vehicles are increasingly equipped with fully digital and reconfigurable switchgear, allowing car owners to customize their vehicle control units to suit their personal preferences. The modern features come with configurable touchscreens, voice-activated controls, and gesture recognition systems that replace traditional switches, thereby providing a seamless and futuristic driving experience.

Passenger car switches market (value in USD Million)



Note: Above share comprise of sales value in USD Million for North America, South America and Europe
Source: Mordor Intelligence, CRISIL MI&A

Passenger car switches market (volume in million units)



Note: Above figures comprise of sales for North America, South America and Europe
Volumes in Millions
Source: Mordor Intelligence, CRISIL MI&A

Overall, the normal passenger car switch market is poised for significant growth, driven by electrification, technological advancements, and increasing consumer demand for comfort and convenience, offering substantial opportunities for further development and expansion.

Passenger car switches market by Application type

The passenger car switches market by applications was valued at USD 23,852 million in 2023 and is expected to reach USD ~31,000 million in 2029, registering a CAGR of 5 to 7% during the forecast period (2023-2029). Charging control switch and Seat adjuster to register the highest CAGR growth of 19% and 13% respectively over the forecast period of 2023-2029.

The automotive industry is experiencing rapid technological advancement, resulting in the development of sophisticated vehicle control switches that enhance the driving experience and improve vehicle performance. Modern cars are a complex mix of electrical, mechanical, and digital systems that work together to provide a safe and comfortable driving experience. A critical component of this advanced system is automotive microswitches. These switches usually consist of a housing, a lever, and a spring-loaded contact. At a low actuation force, the lever compresses the spring and closes the contact, generating an electrical signal.

Electromechanical switches play a crucial role in modern vehicle control systems, allowing the driver to operate various functions such as lights, wipers, turn signals, and cruise control. These switches combine electrical contacts with mechanical actuators, providing reliable performance and durability in harsh automotive environments. With the increasing importance of vehicle connectivity and smart features, electromechanical switches are evolving to include advanced features such as touch sensors, backlighting, and integrated electronics.

On the other hand, micro switches, also called snap switches, are typically compact and highly responsive components used in car control switches to provide instant feedback and precise operation. These switches are ideal for applications that require fast switching operations, such as door locks, electric windows, and seat adjustments. Their small form factor and high reliability make them essential in automotive design and offer seamless integration into compact control panels and dashboard layouts. In recent years, the automotive industry has seen a shift toward electronic control switches based on digital technologies such as sensors, microcontrollers, and software algorithms. These electronic switches offer superior performance, flexibility, and programmability compared to traditional electromechanical switches.

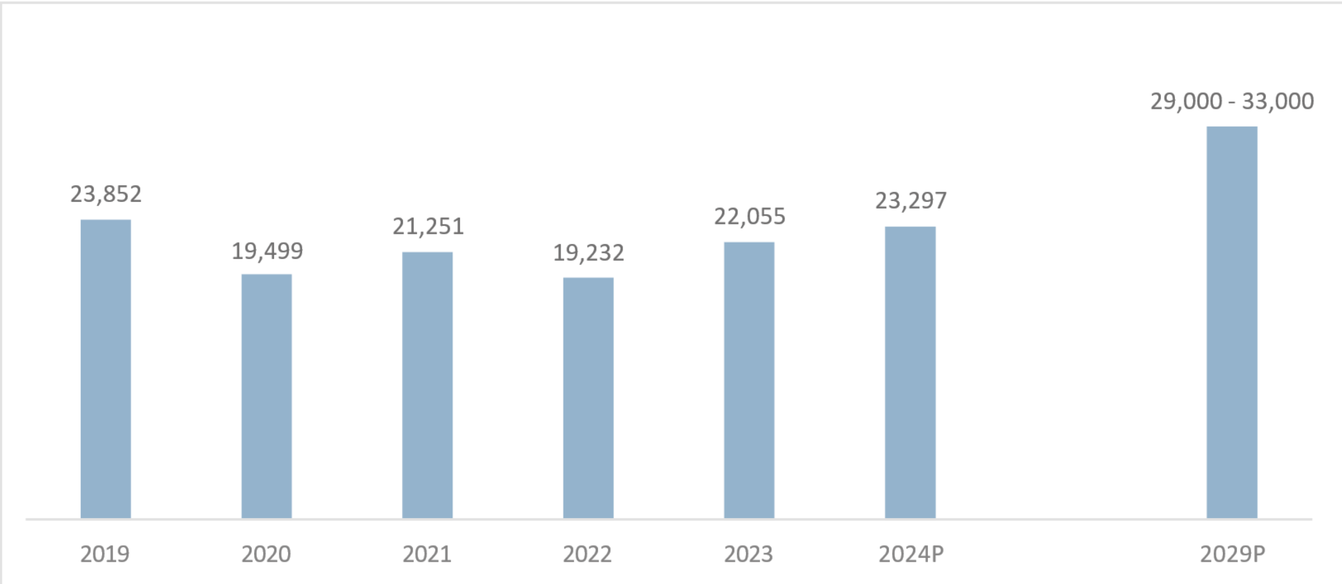
One of the key market trends driving the adoption of electronic control switches in car interiors is the rise of human- machine interface (HMI) systems that prioritize user interaction and ergonomic design. HMI systems integrate touchscreens, capacitive buttons, voice recognition, and gesture controls to simplify the operation of vehicle functions and infotainment systems. Electronic control switches play a vital role in HMI systems by providing intuitive input devices that enable drivers and passengers to interact with the vehicle effortlessly and securely.

Switches considered for market sizing by Application type

Product Name		
Column Switch	USB	Gear Shift Paddle
Warning Blink	Audio/Video	Boot Opening
Power Window	Steering Wheel front switch	Light Control Unit
Climate Control	Steering Wheel rear switch	Charging control Switch
Door Opening (door Locking Switch)	HVAC switch strip	Drive Mode
Glove Box	Head lamp front panel	Gear Shifter
Roof Lamp	Internal trunk opener - dimmer	Seat Memory
Clutch Sensor	Drive Mode selector	Seat Adjuster
Electronic Park Brake Switch	Volume Knob	Roof Opening
COV	Electronic automatic brake	Passenger Air Bag deactivation

Source: Viney Corp

Passenger Car Switch Market (in USD million)



Note: Above figures comprise of sales for North America, South America and Europe
Value in USD Millions
Source: Mordor Intelligence, CRISIL MI&A

Steering Mounted Switches

Steering-mounted switches are integrated directly into the steering wheel, providing convenient control over various vehicle functions. These switches allow the driver to operate audio settings, cruise control, phone calls, and other features without taking their hands off the wheel. This design enhances driving safety by minimizing distractions and keeping the driver's focus on the road.

Customizable button layouts are becoming a key feature in steering-mounted switches to accommodate increasing vehicle connectivity features. Manufacturers are developing modular designs that allow for easy button placement and function reconfiguration. This flexibility enables automakers to tailor the steering wheel controls to different vehicle models or trim levels without significant redesigns. Some advanced systems incorporate small OLED displays on the buttons, allowing for dynamic labeling and function changes.

Moreover, steering-mounted switches stand to gain significantly from the rise of EVs, which frequently feature advanced driver-assistance systems (ADAS) and infotainment options that require easy and safe access. These switches are crucial for controlling various functions in EVs, from autonomous driving modes to enhanced infotainment and connectivity features. For instance, they can manage vehicle settings, adjust regenerative braking levels, or switch between different driving modes tailored to optimize energy efficiency.

Climate Control

A climate control switch is a crucial component of a vehicle's HVAC system, allowing the driver and passengers to adjust the interior climate according to their comfort. A climate control switch is usually located on the dashboard or center console. It also includes controls for temperature, fan speed, airflow direction, and humidity levels.

Climate control systems vary from manual to advanced or automatic systems. Automated systems maintain a preset temperature without the requirement for constant adjustments. These systems not only enhance comfort in diverse weather conditions but also provide precise control over the cabin environment. In more advanced setups, dual-zone or tri-zone features enable distinct temperature settings for the driver, front passenger(s), and rear passengers.

With EVs focusing heavily on energy efficiency and passenger comfort, climate control systems are becoming more advanced and integral. The opportunity for climate control switches in EVs extends beyond regulating cabin temperatures. EVs often feature advanced thermal management systems that ensure optimal battery performance and longevity, which require precise and reliable climate control switches. These switches can be used to manage heating and cooling circuits for battery packs and power electronics, thus ensuring vehicle operations within optimal temperature ranges.

Power window

A power window switch is a convenient feature that allows for the electrical operation of car windows. Power window switches are typically located on the driver's door panel and the individual doors for passengers. The driver's control panel often includes a master switch that can operate all the windows in the vehicle, thereby enhancing control and safety, particularly when traveling with children.

The implementation of anti-pinch technology is revolutionizing power window switches in passenger cars. This safety feature uses sensors to detect obstructions and automatically reverse the window's movement to prevent injury. Manufacturers are now focusing on improving the sensitivity and reliability of these systems while reducing false triggers.

The integration of smart glass technology in EVs, which allows adjusting the tint and transparency levels via electronic controls, can be managed through enhanced power window switches. This technology expands the functionality and application of switches beyond conventional uses.

The integration of smart glass technology is a notable trend in the passenger car power window segment. This advancement empowers power window switches to not just open and close the windows but also regulate the opacity of the glass, thereby negating the necessity for standalone sunshades. By using this technology, drivers and passengers can promptly tailor their window tints to bolster privacy, cut down on glare, and control the internal temperature.

Column Switch

Column switch is an integral part of a vehicle's steering column, serving as a multifunctional control unit. This switch typically includes controls for the turn signals, headlights, high beams, wipers, and sometimes even the cruise control application. By consolidating these functions into a single and easily accessible location, the column switch system enhances convenience and safety.

The integration of adaptive cruise control and lane-keeping assist functions directly into one module is a key trend in the development of column switches. This innovation allows drivers to operate advanced driver assistance systems without removing their hands from the steering wheel, thereby enhancing safety and convenience. Manufacturers are focusing on creating intuitive interfaces that seamlessly blend traditional column switch functions with new ADAS controls.

Overall, the column switch segment of the market is expected to grow at a steady pace during the forecast period.

Charging control switch

Electric vehicles require sophisticated charging systems to manage the flow of electricity from the power source to the vehicle's battery. Charging control switches are integral to these systems, ensuring safe and efficient charging. They regulate the current and voltage, prevent overcharging, and protect the battery from damage. The growing number of EVs on the road directly translates to higher demand for advanced charging control switches.

Technological advancements in EV charging systems are a major factor driving the growth of the charging control switch segment. Innovations such as fast, wireless, and bidirectional charging transform how electric vehicles are powered. Each of these technologies requires specialized charging control switches to function effectively.

The integration of EV charging systems with the smart grid and renewable energy sources presents significant opportunities for the charging control switch market. As the energy landscape evolves, charging control switches will be vital in optimizing the interaction between EVs, the grid, and renewable energy systems.

As battery technology evolves, the requirements for charging control switches will also change. New battery chemistries and architectures will necessitate advanced switches capable of managing different charging profiles and optimizing battery performance.

The charging control switch segment in the passenger car switch market is poised for substantial growth, driven by the rapid adoption of electric vehicles, technological advancements in charging systems, and increasing consumer demand for efficient charging solutions.

<u>Seat Adjuster</u>

Seat adjuster switches are typically used to control the position of the driver's seat and, in some models, the front passenger seat. They allow for adjustments in fore and aft positions and may include controls for lumbar support and height adjustments.

These switches are commonly found in vehicles equipped with power seats. They are connected to an electric motor under the seat that is powered by the car's electrical system. The ability to fine-tune seat positions is essential for driver comfort and ergonomics, which directly impact driving safety and fatigue levels on long journeys.

As power seats become more common in a wider range of vehicle models, the demand for reliable and high-quality seat adjuster switches increases. This trend is not limited to luxury vehicles but is also seen in mid-range and entry- level cars.

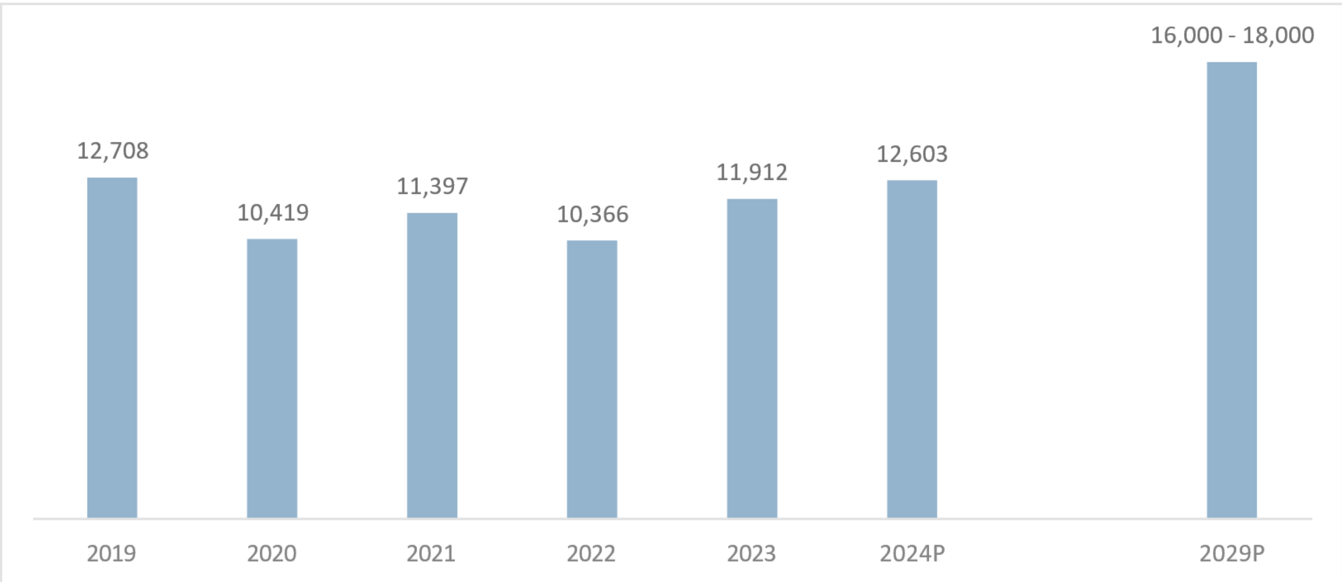
The seat adjuster switch segment is poised for continued growth, driven by ongoing technological advancements and increasing consumer demand for comfort and convenience. Integrating seat adjuster switches with other vehicle systems and developing more durable and user-friendly designs will further enhance their appeal.

Switches for market sizing by Application type (Manufactured by Vimercati SPA)

Product Name		
Drive Mode	USB	Gear Shift Paddle
Warning Blink	Audio/Video	Boot Opening
Seat Memory	Steering Wheel front switch	Light Control Unit
COV	Steering Wheel rear switch	Charging control Switch
Door Opening (door Locking Switch)	Volume Knob	Passenger Air Bag deactivation
Glove Box	Head lamp front panel	Drive Mode selector
Clutch Sensor	Internal trunk opener - dimmer	

Source: Viney Corp

Passenger Car Switch Market (in USD million)



Note: Above figures comprise of sales for North America, South America and Europe
Above figures are for applications manufactured by Vimercati SPA, acquired by Viney Corporation in 2011
Value in USD Millions
Source: Mordor Intelligence, CRISIL MI&A

As automakers continue to focus on vehicle electrification and sustainability, the demand for energy-efficient control switches is increasing. Electronic control switches provide energy-saving features such as sleep modes, power management algorithms, and low-power electronics to ensure optimal use of onboard resources and extend the battery life of electric and hybrid vehicles. Thus, promoting energy efficiency and sustainability, electronic control switches contribute to the overall environmental friendliness of modern automotive designs and are consistent with environmental regulations and consumer preferences. The increasing rate of urbanization, increasing per capita disposable income of consumers, and government regulation to improve new energy vehicles are making electric vehicles increasingly popular as more people around the world look for eco-friendly transportation options. This, in turn, is fueling the growth of the passenger car switches market.

- In April 2024, battery-electric car registrations rose by 14.8% to 108,552 units, with their market share steady at around 12%. France and Belgium saw significant increases of 45.2% and 41.6%, respectively, while Germany remained stable (-0.2%)

- In 2023, according to the International Energy Agency (IEA), global sales of electric vehicles increased by around 32.38% compared to 2022, surpassing 13 million for the first time, even though car sales were broadly soft last year.

In the competitive automotive control switch environment, innovation and differentiation are key factors driving the market's growth and customer loyalty. Automakers and suppliers invest in research and development to introduce cutting-edge technologies and materials that improve the performance, reliability, and aesthetics of vehicle control switches. From using advanced materials such as carbon fiber and aluminum for switch housings to integrating wireless connectivity and cloud-based services for remote access and diagnostics, the automotive industry is constantly pushing the boundaries of vehicle control switch design to deliver the next generation of intelligent and connected vehicles.

Vimercati SpA (Fully acquired by Viney Corp) is one of the few players in the global Mechatronics market. Overall Mechatronics Products market (North America, South America & Europe) is projected to grow by 6% CAGR over CY 2024-2029.

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 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 commercial vehicles, leading to a drop in orders for connective products and mechatronics. The downturn in FY2020 saw a drastic 17.8%, 18.1% and 28.8% decline in two-wheelers, passenger vehicles and commercial vehicle sales (SIAM) respectively, which translated to lower demand for wiring harness, connectors and switches. This contraction forced 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 fiscal 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 and commercial vehicle Industry is very closely linked to the output of the Agricultural and manufacturing sectors. While the Agricultural sector has a direct dependence on the normalcy of monsoon, the manufacturing sector too, is indirectly impacted by monsoon performance both on demand as well as supply side across various sub-segments on manufacturing.

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 harness and connectors manufacturers

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 fiscal 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 cyclicity 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 cyclicity of Commercial vehicle dependent Industries

The demand for commercial vehicles 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. Conversely, during economic slowdowns, demand plummets as businesses reduce capital expenditures and transportation needs decline.

It has been seen that there can a swing of more than 20-25% between the peaks and throughs 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 metals and plastic pose significant challenges to managing costs. A sudden spike in prices, such as the increase in metal prices, can erode profit margins and make it difficult to offer competitive pricing to customers. Component manufacturers must either absorb these costs, reducing profitability, or pass them on to customers, potentially losing business to cheaper alternatives.

- Supply Chain Disruptions: Long lead time, chip shortage and geopolitical tensions 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.

Skilled Labor Shortage

Skilled labor is one of the most important supply side aspects in the manufacturing sector. Training and retaining skilled workers in areas such as electrical engineering, soldering, and assembly Industry is a key driving factor for success of any segment of the Industry including Automotive components.

Thus, inadequate availability of skilled labor can be one of the significant challenges impacting the automotive components 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.

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.

Policy and Regulatory Challenges

Changes in tax and duties regime

Changes in duties and tax structures present significant threats to the automotive components 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.

Imposition or removal of tariffs can directly affect the cost of imported components and finished products, impacting both manufacturers and end-users.

Hence, changes in duty and tax structures across the automotive components value chain pose significant threats by increasing costs, complicating compliance, and creating market instability.

Environmental Regulations

Environmental regulations present a significant challenge for the Automotive components 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 (MoEF&CC) has established norms for emissions from industrial plants. Industries are required to adhere to standards for pollutants such as particulate matter, sulfur 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 connectors, switches and wiring harness, which may contain lubricants and other harmful substances.

Safety standards: Safety standards, such as UL and IEC regulations, are essential to ensure the safety and reliability of electrical components. Compliance with these standards can be challenging and costly for manufacturers.

Adhoc 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 this section, including information with respect to our strategies, contain forward-looking statements that involve risks and uncertainties. Prospective investors should read "Forward-Looking Statements" beginning on page 29 for a discussion of the risks and uncertainties related to those statements along with "Risk Factors", "Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on pages 31, 264 and 354, respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.

Our Company's financial year commences on April 1 and ends on March 31 of the immediately subsequent year, and references to a particular fiscal year are to the 12 months ended March 31 of that particular year. Unless otherwise indicated or the context otherwise requires, the financial information for Fiscals 2024, 2023 and 2022, included herein is based on or derived from our Restated Consolidated Financial Information included in this Draft Red Herring Prospectus. For details, please see "Restated Consolidated Financial Information" beginning on page 264. The Restated Consolidated Financial Information is based on our audited financial statements and is restated in accordance with the Companies Act, 2013, and the SEBI ICDR Regulations.

*Unless otherwise indicated, industry and market data used in this section has been derived from the report titled "Industry Assessment – Device harness, Main harness, Terminals, Connectors and Switches" dated September, 2024 (the "**CRISIL Report**"), prepared and issued by CRISIL Limited* ("***CRISIL***")*, which was exclusively commissioned and paid for by our Company for the Offer, and was prepared and released by CRISIL, who were appointed by us pursuant to engagement letter dated April 12, 2024. CRISIL is not, and has not in the past, been engaged or interested in the formation, or promotion, or management, of our Company. Further, it is an independent agency and neither our Company, nor our Directors, Promoters, Key Managerial Personnel, Senior Management, and Subsidiaries, nor the BRLMs are a related party to CRISIL as per the definition of "related party" under the Companies Act, 2013. The data included herein includes excerpts from the CRISIL Report which may have been re-ordered by us for the purposes of presentation. Further, the CRISIL Report was prepared on the basis of information as of specific dates and opinions in the CRISIL Report may be based on estimates, projections, forecasts and assumptions that may be as of such dates. CRISIL has prepared this study in an independent and objective manner, and it has taken all reasonable care to ensure its accuracy and completeness. A copy of the CRISIL Report will be available on the website of our Company https://www.vineycorp.com/investor-relations-platform. Further, the CRISIL Report is not a recommendation to invest or disinvest in any company covered in the CRISIL Report. Prospective investors are advised not to unduly rely on the CRISIL Report. For more information and risks in relation to commissioned reports, please see "Risk Factors - This Draft Red Herring Prospectus contains information from an industry report prepared by CRISIL which we have commissioned and paid for." on page 50. Also see, "Certain Conventions, Presentation of Financial, Industry and Market Data – Industry and Market Data" on page 27.*

For details relating to the defined terms in the section, please see "Definitions and Abbreviations" beginning on page 1. Unless the context otherwise requires, in this section, references to "our Company" or "the Company" refers to Viney Corporation Limited on a standalone basis, and references to "we", "us", "our" refers to Viney Corporation Limited and its Subsidiaries on a consolidated basis.

Overview

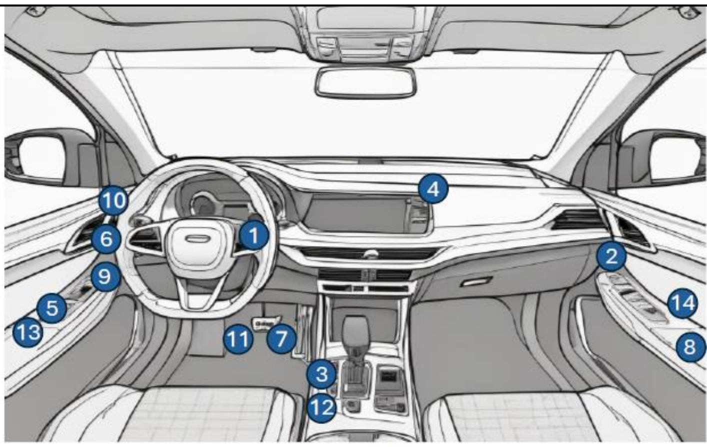
We design, manufacture, supply and export a wide array of automotive component products for two-wheeler vehicles, three-wheeler vehicles, passenger vehicles and commercial vehicles. Our product portfolio includes steering wheel switches, gear shifting paddles, light control units, brake pedal switches and sensors, multimedia plugs and airbag on/off switches (either visible switches or hidden switches) ("**Mechatronic Products**"); and wiring harnesses, fuse boxes, wire, cables, terminals, and connectors ("**Connective Products**"). We are a Tier-1 supplier for original equipment manufacturers ("**OEMs**") for both Mechatronic Products and Connective Products, and a Tier-2 supplier and Tier-3 supplier for OEMs for Connective Products. As of March 31, 2024, one out of every six two-wheelers sold in India are fitted with one of our device wiring harness (*Source: CRISIL Report, included in the "Industry Overview" section on page 139*).

Our Mechatronic Products and Connective Products are supplied for both internal combustion engine ("**ICE**") vehicles and electric vehicles ("**EVs**"). Further, we are able to transition the products initially manufactured by us for luxury vehicle market to cater to mass-market vehicles. Our ability to cater to both EVs and ICE automotive OEMs insulate us to an extent against transition in industry trends towards any particular sector and positions us to leverage growth in any category. Hence, we are a segment agnostic technology driven company.

As of March 31, 2024, we are amongst one of the few Indian switch manufacturers with in-house capabilities to design and manufacture switches catering to both high-end vehicles and mass-market vehicles (*Source: CRISIL Report, included in the "Industry Overview" section on page 139*). Our products are designed in India and Italy, manufactured in India, Italy, and Romania, and are supplied and distributed across India, Europe, USA and Brazil.

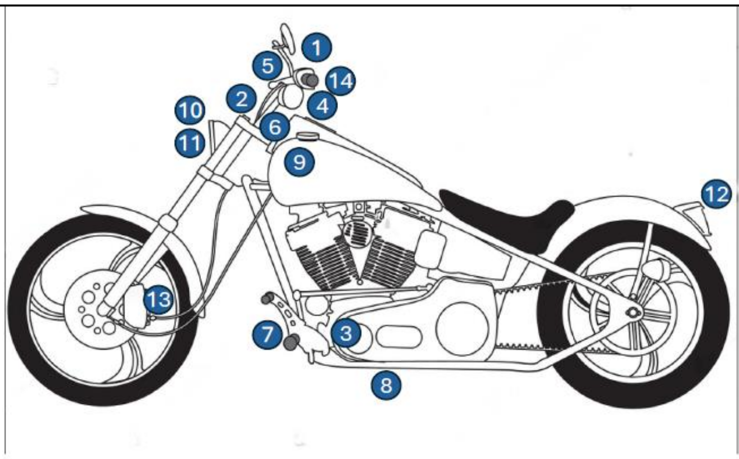
We have been able to achieve backward integration in several of our products. For example, we manufacture raw materials such as cables, plastic components and sheet metal components in-house, which enables us to reduce our raw material costs. Our in-house capability to design and manufacture components sets us apart from our competitors and is a testament to our commitment to self-sufficiency and efficiency (*Source: CRISIL Report, included in the "Industry Overview" section on page 139*). Further, we implement cross-selling strategies to showcase our product offerings to existing customers.

The primary end-products manufactured by us under Mechatronics Products for four-wheeler vehicles are illustrated below:



1. Steering wheel commands and switches - Steering wheel comma
2. Ergonomic modules and switches - Airbag disabling switches
3. Ergonomic modules and switches - Visible On/Off switches
4. Audio/Video Sockets - USB socket
5. Hidden switches - Door/Bonnet switches
6. Ergonomic modules and switches - Fog/Lights switches
7. Hidden switches - Brake/clutch switches
8. Sliding doors contact
9. Steering wheel commands and switches - Steering wheel paddle
10. Ergonomic modules and switches - Headlamp level switch
11. Clutch Pedal Brake Sensor
12. Seat Heating Switches
13. Door locking switches
14. Seat memory & Special function buttons

The primary end-products manufactured by us under Connective Products for two-wheeler vehicles are illustrated below:



1. Speedometer WH
2. Lock WH
3. Magneto WH
4. Switch WH
5. Self Start WH
6. Front Stop WH
7. Rear Stop WH
8. Side Stand WH
9. Tank Unit WH
10. Blinker WH
11. Head Lamp WH
12. Tail Lamp WH
13. Speed Sensor WH
14. USB Charger WH

Details of our revenue from Mechatronic Products and Connective Products, including as a percentage our revenue from operations for Fiscals 2024, 2023 and 2022 are provided below:

Product Categories	**Revenue for Fiscal 2024 (*in ₹ million*)**	**As a percentage of Revenue from Operations *(in %)***	**Revenue for Fiscal 2023 (*in ₹ million*)**	**As a percentage of Revenue from Operations *(in %)***	**Revenue for Fiscal 2022 (*in ₹ million*)**	**As a percentage of Revenue from Operations *(in %)***
Mechatronics Products	9,395.21	75.75%	8,238.56	73.75%	7,785.98	75.56%
Connective Products	3,008.31	24.25%	2,932.69	26.25%	2,518.14	24.44%
Total	**12,403.52**	**100.00%**	**11,171.25**	**100.00%**	**10,304.12**	**100.00%**

Our Mechatronic Products customers include OEMs such as a British multinational automotive company, a German automotive company, and a Japanese automotive company, supplying components for both ICE and EV platforms. We also continue to maintain relationships with legacy customers, including a German automotive company, an automotive company forming part of a large European automotive company group, a French automotive company, among others.

Our Connective Products customers include Uno Minda Limited, Minda Instruments Limited, Phinia Delphi India Private Limited, Denso India Private Limited, Napino Auto Electronics Limited, Varroc Engineering Limited, JNS Instruments Limited, Lumax Ancillary Limited and Zenmo Private Limited.

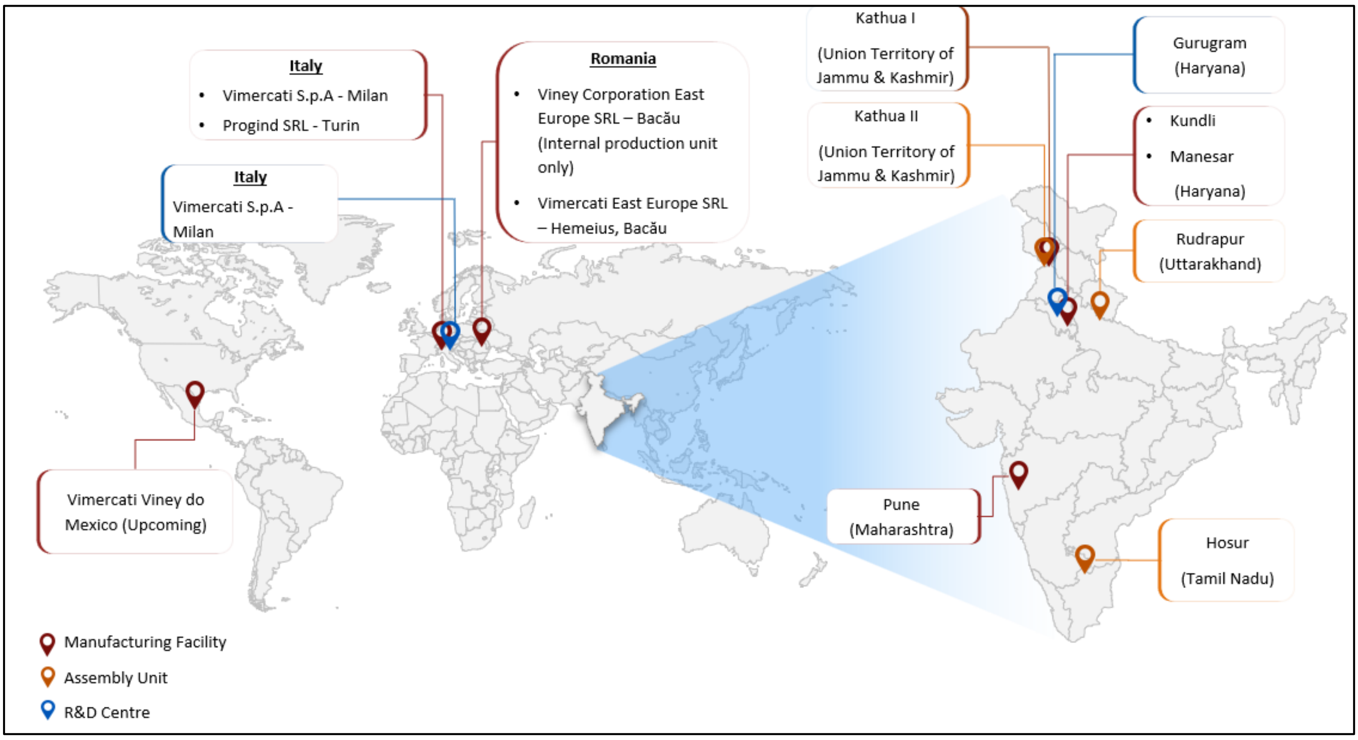
Our top 10 customers contribute substantially to our revenue. Details of our revenue from our top customer, top five customers and top 10 customers, including as a percentage our revenue from operations for Fiscals 2024, 2023 and 2022 are provided below:

Particulars	**Revenue for Fiscal 2024 (*in ₹ million*)**	**As a percentage of Revenue from Operations *(in %)***	**Revenue for Fiscal 2023 (*in ₹ million*)**	**As a percentage of Revenue from Operations *(in %)***	**Revenue for Fiscal 2022 (*in ₹ million*)**	**As a percentage of Revenue from Operations *(in %)***
Top customer	3,714.77	29.95%	3,102.66	27.75%	2,918.86	28.33%
Top five customers	7,415.57	59.79%	6,895.50	61.73%	6,737.90	65.39%
Top 10 customers	8,643.34	69.68%	8,032.61	71.90%	7,721.78	74.94%

Note: Names of customers have not been included in the above table because consents for disclosure of certain customer names were not available or in order to preserve confidentiality.

For risks related to our top 10 customers, see "*Risk Factors – We are dependent on the performance of our top 10 customers, who contribute to more than 69.68% of our revenue from operations for Fiscal 2024. Fluctuations in the performance of our operations or loss of one or more of these customers could materially affect our business, financial condition, and results of operations*." on page 32.

Our manufacturing facilities, assembly units and R&D centres as on the date of this Draft Red Herring Prospectus are illustrated in the map below.



As on the date of this Draft Red Herring Prospectus, we have four manufacturing facilities in India (located at Kathua, Union Territory of Jammu and Kashmir ("**UT of J&K**"); Manesar, Haryana; Kundli, Haryana and Pune, Maharashtra), two manufacturing facilities in Italy (located at Milan and Turin) and one manufacturing facility and one internal production unit, both located in Romania (located at Bacău). We also have three assembly units in India (located at Kathua, UT of J&K; Hosur, Tamil Nadu and Rudrapur, Uttarakhand). As on the date of this Draft Red Herring Prospectus, we are also in the process of setting up a manufacturing facility in Mexico to explore business opportunities in North and South America.

We have in-house product development and production capabilities. We conduct in-house research and development ("**R&D**") at our manufacturing facility at Milan, Italy. We also have an R&D centre located at Gurugram, Haryana. Our R&D teams primarily engage in new product development, design prototyping, tool development, and product upgrades.

In terms of technology, we use software such as CREO, ANSYS, Catia Mechanical Design, Catia FreeStyle Shaper - Collaborative 3D Designer for the purpose of product designing. We have advanced processes such as SMT for surface mounting of electronic components, and 2K/3K moulding technology which can handle multiple plastic materials simultaneously. Our manufacturing process is significantly automated through use of advanced automatic assembly lines, thereby resulting in reduction in manpower cost and dependency on manpower. Through automation, we seek to streamline workflows, reduce lead times, and maintain quality standards across the product life cycle for our portfolio of offerings, thereby ensuring a lean manufacturing process, in order to improve our cost and time efficiency.

We have also ventured into renewable energy sector with the creation of junction boxes for solar panels. We believe that this is a step towards reduction of dependence on imports for Indian solar panel manufacturers, and showcases our commitment to providing indigenous solutions for sustainable energy needs. We have established a solar plant in Jodhpur, Rajasthan with an annual installed capacity of 1.46 million in Fiscal 2024, Fiscal 2023 and Fiscal 2022. The actual production for the solar plant was 1.05 million units, 1.17 million units and 1.32 million units constituting capacity utilization of 71.84%, 80.11% and 90.38%, for Fiscal 2024, Fiscal 2023 and Fiscal 2022, respectively.

Our business operations are managed and supervised by our Promoter and Managing Director, Brijesh Aggarwal, who has 20 years of experience in the automotive industry. He, along with our experienced Board, are responsible for augmenting relationships with various stakeholders and undertaking strategic acquisitions of our Subsidiaries which have helped in increasing our business capabilities, product portfolio and customer base on a continuous basis. For further details, see "*Our Management*" on page 243.

Our business is supported by a consistent track record of revenue growth.

Our revenue from operations increased at a CAGR of 10.16% between Fiscals 2022 to 2024. Please see below certain key financial metrics for Fiscals 2024, 2023 and 2022:

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
	(in ₹ million, unless mentioned otherwise)		
Financial			
Revenue from Operation[1]	12,457.86	11,200.64	10,353.74
Growth in revenue from Operation[2]	11.22%	8.18%	-
Gross Profit[3]	6,044.00	5,477.46	4,942.82
Growth in gross profit[4]	10.34%	10.82%	-
EBITDA[5]	1,449.13	629.82	1,039.43
EBITDA Margin[6]	11.63%	5.62%	10.04%
Operational EBITDA[7]	1,449.13	1,461.55	1,322.12
Operational EBITDA Margin[8]	11.63%	13.05%	12.77 %
Debt to Equity[9]	0.98 times	1.02 times	1.14 times
Fixed Asset Turnover Ratio[10]	3.11 times	2.91 times	3.64 times
Operational			
Revenue Split			
India	22.82%	24.59%	24.48%
Outside India	77.18%	75.41%	75.52%

Notes:

1. *Revenue from Operations means the revenue from operations for the period / year.*
2. *Growth in revenue from operations (%) is calculated as a percentage of Revenue from Operations of the relevant period / year minus Revenue from Operations of the preceding period / year, divided by Revenue from Operations of the preceding period / year.*
3. *Gross Profit is calculated as Revenue from Operations – Cost of raw materials & components consumed – Purchases of traded goods - Change in inventories of finished goods, traded goods and work-in-progress.*
4. *Growth in gross profit (%) is calculated as a percentage of gross profit of the relevant period / year minus gross profit of the preceding period / year, divided by gross profit of the preceding period / year.*
5. *EBITDA is calculated as Profit/(loss) before tax plus finance cost, depreciation and amortization expense less other income.*
6. *EBITDA Margin is the percentage of EBITDA divided by Revenue from Operations.*
7. *Operational EBITDA is calculated as PBT before exceptional items + interest + depreciation and amortization – other income.*
8. *Operational EBITDA Margin (%) is the percentage of operational EBITDA divided by Revenue from Operations.*
9. *Debt to Equity is calculated as Total Debt (Current and Non-Current borrowings)/Total Equity.*
10. *Fixed Assets Turnover Ratio is calculated as revenue from operations for the period / year divided by property, plant and equipment.*

**As certified by P D M and Company, Chartered Accountants, through their certificate dated September 30, 2024.*

Our Strengths

One of the leading manufacturer, supplier and exporter of automotive components with a diverse range of products

We are one of the leading manufacturer, supplier and exporter of automotive components i.e., Mechatronic Products and Connective Products (*Source: CRISIL Report, included in the "Industry Overview" section on page 139*). We are a Tier-1 supplier for OEMs for both Mechatronic Products and Connective Products, and a Tier-2 supplier and Tier-3 supplier for OEMs for Connective Products. As of March 31, 2024, one out of every six two-wheelers sold in India are fitted with one of our device wiring harness (*Source: CRISIL Report, included in the "Industry Overview" section on page 139*). As of March 31, 2024, we are amongst one of the few Indian switch manufacturers with in-house capabilities to design and manufacture switches catering to both high-end and mass-market vehicles (*Source: CRISIL Report, included in the "Industry Overview" section on page 139*).

We have a diverse product range of products. As of March 31, 2024, we had a product range of over 500 Mechatronic Products and over 2,500 Connective Products. Our focus is on developing switches, wiring harness, terminals, connectors and other components that align with the changing preferences and requirements of customers. We have developed extensive in-house capabilities for embedded systems and application software. Our product suite offers our customers comprehensive solutions, addressing mechanical, electrical, and software aspects.

We continue to grow our product profile in order to meet the growing and changing requirements of our customers. For instance, developed electro-mechanical switches which enable users to operate the trunk / boot of four-wheeler vehicles whilst being seated, proving an alternative to the mechanically operated trunk/ boot leading to user convenience. We have established four manufacturing facilities in India (located at Kathua, UT of J&K; Manesar, Haryana; Kundli, Haryana and Pune, Maharashtra), two manufacturing facilities in Italy (located at Milan and Turin) and one manufacturing facility and one internal production unit, both located in Romania (located at Bacău). We also have three assembly units in India (located at Kathua, UT of J&K; Hosur, Tamil Nadu and Rudrapur, Uttarakhand). For details, please see map provided in "- *Business Overview*" on page 211. As on the date of this Draft Red Herring Prospectus, we are also in the process of setting up a Mechatronics Products manufacturing facility in Mexico, to explore business opportunities in North and South America.

Further, some of our manufacturing facilities are located in close proximity to our customers. For example, our manufacturing facility at Manesar, Haryana is located within five kilometres from few of our key customers. Our manufacturing facility in

Milan, Italy is located within 250 kilometres from few of our key customers across Europe. Such proximity enables us to understand and meet the requirements of our customers efficiently.

Strong and long-term customer relationships with cross selling opportunities and increased global presence

We have fostered strong and long-term relationships with our customers over the years. We typically have long-term agreements with Mechatronic Products’ customers for a period of three to seven years. While we do not have long-term agreements with our Connective Products' customers, we have built and maintained strong and long-term relationships with them. For instance, we have been associated with Napino Auto Electronics Limited for over 20 years, Minda Industries Limited for over 15 years, and Denso India Private Limited for over 15 years. We have also been associated with an automotive company forming part of a large European automotive company group for over 21 years and a French automotive company for over 19 years. Our business expansion approach has led to the addition of new OEMs to our customer base, such as a British multinational automotive company, a German automotive company, and a Japanese automotive company, supplying components for both ICE vehicles and EVs.

Further, we implement cross-selling strategies to showcase our product offerings to existing customers. For instance, we initially started supplying orders of clutch sensor to one existing customer, and thereafter expanded our revenue by cross-selling the same clutch sensor to another existing customer. Similarly, we fulfilled multiple trunk opener orders for one of our existing customers, and were successful in also cross-selling the same trunk opener to another existing customer. We also present our existing EV product portfolio to automotive OEMs of ICE vehicles, to encourage their transition from ICE to EV, thus opening doors for future business with such customers.

We have also increased our global presence through acquisitions. We have fully acquired Vimercati S.p.A in Italy in Fiscal 2015. Subsequently, in Fiscal 2022, we extended our footprint with the acquisition of Progind SRL in Italy. These acquisitions have enabled us to gain some of their legacy customers such as an automotive company forming part of a large European automotive company group, a German automotive company, and a French automotive company, among others.

Details of our revenue from customers within India and outside India for Fiscals 2024, 2023 and 2022, including as a percentage of our revenue from operations are provided below:

Customers	**Revenue for Fiscal 2024 (*in ₹ million*)**	**As a percentage of Revenue from Operations *(in %)***	**Revenue for Fiscal 2023 (*in ₹ million*)**	**As a percentage of Revenue from Operations *(in %)***	**Revenue for Fiscal 2022 (*in ₹ million*)**	**As a percentage of Revenue from Operations *(in %)***
India	2,842.36	22.82%	2,754.00	24.59%	2,534.50	24.48%
Outside India	9,615.50	77.18%	8,446.64	75.41%	7,819.24	75.52%
Total	**12,457.86**	**100.00%**	**11,200.64**	**100.00%**	**10,353.74**	**100.00%**

Segment agnostic business model with ability to adapt and innovate through R&D

Most of our Mechatronic Products and Connective Products are supplied for both ICE vehicles and EVs. Hence, we are a segment agnostic technology-driven company. Further, we are able to transition the products initially manufactured by us for the luxury vehicle market to cater to mass-market vehicles. In terms of technology, we use software such as CREO, ANSYS, Catia Mechanical Design, Catia FreeStyle Shaper - Collaborative 3D Designer for the purpose of product designing. We have advanced processes such as SMT for surface mounting of electronic components, and 2K/3K moulding technology which can handle multiple plastic materials simultaneously. Our manufacturing process is significantly automated through use of advanced automatic assembly lines thereby resulting in reduction in manpower cost and dependency on manpower. We believe that through automation, we seek to streamline workflows, reduce lead times, and maintain quality standards across the product life cycle for our portfolio of offerings, thereby ensuring a lean manufacturing process, in order to improve our cost and time efficiency.

The mobility industry is experiencing significant increase in complexity of the products due to the transformative shift across the globe due to the increasing electrification of vehicles, significantly impacting Mechatronic Products and Connective Products such as wiring harness, terminals, connectors and switches (*Source: CRISIL Report, included in the “Industry Overview” section on page 139*). The rapid shift toward vehicle electrification and increasing connectivity demands have led to a surge in demand for advanced switches. (*Source: CRISIL Report, included in the “Industry Overview” section on page 139*). The shift to EVs will significantly increase the demand for terminals and connectors, driven by the need for more complex electrical systems and innovative products (*Source: CRISIL Report, included in the “Industry Overview” section on page 139*). The complexity of wiring will also rise, with more extensive and intricate wiring harnesses leading to an increased number of terminals (*Source: CRISIL Report, included in the “Industry Overview” section on page 139*). This shift is reshaping the competitive landscape, with a distinct advantage for players who possess expertise in high technology (*Source: CRISIL Report, included in the “Industry Overview” section on page 139*).

In order to meet the consequent challenges and opportunities detailed above, we are required to constantly evolve and innovate our products. We conduct in-house R&D at our manufacturing facility at Milan, Italy and at our R&D centre located at Gurugram, Haryana, India. As of March 31, 2024, we have a dedicated team of 28 individuals engaged in R&D at our R&D centre at Gurugram, Haryana, India and a R&D team comprising 25 individuals at our manufacturing facility at Milan, Italy. Our R&D teams focus is to improve our product offerings, adapt to changing consumer preferences and improve our cost and operational efficiency by primarily engaging in new product development, design prototyping, tool development and product upgrades.

Details of our R&D Expenditure for Fiscals 2024, 2023 and 2022, including as a percentage of our total expenses and as a percentage of our revenue from operations are provided below:

Particulars	**Amount for Fiscal 2024** ***(in ₹ million)***	**As a percentage of Total Expenses (*in %*)**	**As a percentage of Revenue from Operations** ***(in %)***	**Amount for Fiscal 2023** ***(in ₹ million)***	**As a percentage of Total Expenses (*in %*)**	**As a percentage of Revenue from Operations** ***(in %)***	**Amount for Fiscal 2022** ***(in ₹ million)***	**As a percentage of Total Expenses (*in %*)**	**As a percentage of Revenue from Operations** ***(in %)***
R&D Expenditure	174.40	1.43%	1.40%	184.67	1.73%	1.65%	192.42	1.91%	1.86%

As a result of our R&D focus, we have been able to innovate our product offerings. For example, in Mechatronics Products, our latest products include the creation of component sockets designed specifically for EV charging. This product aligns with the growing demand and technological advancements in the electric mobility landscape. Similarly, in Connective Products, we have developed the main wiring harness for both, two-wheeler vehicles and three-wheeler vehicles, addressing the specific needs for flexi-vehicle platform of a large Indian automotive company. Certain products developed by us in are provided below:

Segment	**Description of Product**
Mechatronics Products	Contactless inductive sensors In a contactless inductive sensor, an electromagnetic signal is emitted, and it looks for changes in return signal. By evaluating the changes produced in return signal, it detects the position of a target moving close to the emitting area.
Mechatronics Products	Capacitive switches (with passive and active haptic feedback) The device presents a continuous gapless surface where many different functions can be activated based on position of the finger. The feedback (to inform the user that a function has been activated) can be passive through a controlled movement of the surface or active through an excitation of the surface with a vibration.
Mechatronics Products	Capacitive sensors for door-locking/unlocking Enables opening or closing the vehicle door through moving hand close or touch of a hand.
Mechatronics Products	Complex optical system with light guides and RGB lighting An RGB LED is a cluster of three LEDs with different colours (red, green and blue) emitting light of any colour which is injected in light guide made by transparent plastic with controlled spatial emission.

Backward integrated of operations driving cost efficiencies

We have been able to achieve backward integration in several of our products in both the Mechatronic Products and Connective Products. For instance, we manufacture raw materials such as cables and plastic moulding components in-house, leading to reduced raw material costs. We are exploring large-scale projects to benefit from economies of scale and plan on low-cost geographies for our manufacturing facilities to optimize resource utilization while maintaining cost-effectiveness.

We are involved in assessing feasibility, adapting designs, developing local suppliers, and ensuring OEM standards through prototyping, pilot production, testing, and mass production. Through this, we seek to enhance our control over the production process, and overall production quality and efficiency. For example, our acquisition of Progind SRL in Italy in Fiscal 2022 included the strategic backward integration of manufacturing tools and dies used for manufacturing plastic components essential for switch production.

Furthermore, for our Mechatronic Products we capitalize on our in-house capabilities to design and manufacture switches for luxury vehicle market and mass-market vehicles. This involves a strategic backward integration of components such as sheet metal components, plastic parts, wiring harness, tooling and EMS/SMT products which are essential for switch assembly.

Similarly, for our Connective Products we manufacture an array of components integral to the production of wiring harnesses including terminals, connectors, rubber seals, moulded parts, cables, and cable sleeves. We also manufacture raw materials such as cables and plastic moulding components in-house, leading to reduced raw material costs.

Our ability to have backward integration enables us to reduce our costs which makes us competitive.

Track record of consistent revenue growth

Our revenue from operations increased at a CAGR of 10.16% between Fiscals 2022 to 2024. Please see below certain key financial metrics for Fiscals 2024, 2023 and 2022:

Particulars	**Fiscal 2024**	**Fiscal 2023**	**Fiscal 2022**
	(in ₹ million, unless mentioned otherwise)		
Financial			
Revenue from Operation[1]	12,457.86	11,200.64	10,353.74
Growth in revenue from Operation[2]	11.22%	8.18%	-
Gross Profit[3]	6,044.00	5,477.46	4,942.82
Growth in gross profit[4]	10.34%	10.82%	-
EBITDA[5]	1,449.13	629.82	1,039.43
EBITDA Margin[6]	11.63%	5.62%	10.04%
Operational EBITDA[7]	1,449.13	1,461.55	1,322.12
Operational EBITDA Margin[8]	11.63%	13.05%	12.77 %
Debt to Equity[9]	0.98 times	1.02 times	1.14 times
Fixed Asset Turnover Ratio[10]	3.11 times	2.91 times	3.64 times
Operational			
Revenue Split			
India	22.82%	24.59%	24.48%
Outside India	77.18%	75.41%	75.52%

Notes:

1. *Revenue from Operations means the revenue from operations for the period / year.*
2. *Growth in revenue from operations (%) is calculated as a percentage of Revenue from Operations of the relevant period / year minus Revenue from Operations of the preceding period / year, divided by Revenue from Operations of the preceding period / year.*
3. *Gross Profit is calculated as Revenue from Operations – Cost of raw materials & components consumed – Purchases of traded goods - Change in inventories of finished goods, traded goods and work-in-progress.*
4. *Growth in gross profit (%) is calculated as a percentage of gross profit of the relevant period / year minus gross profit of the preceding period / year, divided by gross profit of the preceding period / year.*
5. *EBITDA is calculated as Profit/(loss) before tax plus finance cost, depreciation and amortization expense less other income.*
6. *EBITDA Margin is the percentage of EBITDA divided by Revenue from Operations.*
7. *Operational EBITDA is calculated as PBT before exceptional items + interest + depreciation and amortization – other income.*
8. *Operational EBITDA Margin (%) is the percentage of operational EBITDA divided by Revenue from Operations.*
9. *Debt to Equity is calculated as Total Debt (Current and Non-Current borrowings)/Total Equity.*
10. *Fixed Assets Turnover Ratio is calculated as revenue from operations for the period / year divided by property, plant and equipment.*
    **As certified by P D M and Company, Chartered Accountants, through their certificate dated September 30, 2024.*

Experienced board of directors and management team

Our Company has an experienced management team which is guided by the extensive experience of our Promoter and Managing Director, Brijesh Aggarwal, who has 20 years in the industry and represents the second generation in the business. Our governance framework is anchored by our Board, which exhibits a blend of diversity and extensive experience. Their varied backgrounds and wealth of experience significantly enhance our decision-making processes, thus contributing to our success. This, coupled with the industry acumen of our dedicated Key Managerial Personnel and Senior Management positions us well for continued growth and innovation. Further, we acknowledge that our employees constitute the dynamic driving force behind our success and our trajectory of sustainable growth. We believe that the knowledge and experience of our Key Managerial Personnel and Senior Management provides us with a significant competitive advantage as we seek to grow our business. For details in relation to our Board of Directors, Key Managerial Personnel and Senior Management, please see "*Our Management*" on page 243.

Our Strategies

Leverage existing customer relationships and diversify customer base

Our ongoing efforts to diversify our customer base involve not only taking efforts to acquire new customers, but also implementing cross-selling strategies to showcase our diverse product offerings to existing customers.

Our approach also involves intensifying our efforts to enhance our contribution per vehicle from our customers, emphasizing the number of components supplied by us in vehicles produced by our existing customers. To achieve this, we collaborate closely with our customers to develop products that precisely align with their evolving requirements. We market each existing product to new or existing customers who have not previously sourced these products from us. We intend to establish manufacturing facilities in markets where our customers require our products. We have established four manufacturing facilities in India (located at Kathua, UT of J&K; Manesar, Haryana; Kundli, Haryana and Pune, Maharashtra), two manufacturing facilities in Italy (located at Milan and Turin) and one manufacturing facility and one internal production unit, both located in Romania (located at Bacău). For details, please see map provided in "- *Business Overview*" on page 211. As on the date of this Draft Red Herring Prospectus, we are also in the process of setting up a Mechatronics Products manufacturing facility in Mexico, to explore business opportunities in North and South America.

In addition, as a part of our customer diversification strategy, we present our existing EVs product portfolio to automotive OEMs of ICE vehicles, to encourage their transition from ICE vehicles to EVs, thus opening doors for future business with such customers. Our ability to cater to both EVs and ICE vehicles automotive OEMs insulate us to an extent against transition in industry trends towards any particular sector and positions us to leverage growth in any category.

We intend to focus on acquiring new customers in the future. Our aim is to strengthen our position as a preferred partner for our existing customers as well as new customers, to ensure sustained growth and development across our diverse product lines.

Grow inorganically through strategic acquisitions

We intend to focus on organic expansion through technological investments, business development skills, and nurturing customer relationships. Simultaneously, we will also remain vigilant for inorganic growth opportunities, evaluating acquisitions and strategic alliances that complement our existing technological prowess and financial profile. We approach potential acquisitions with a meticulous evaluation process, considering multiple criteria such as access to new technology, new customer reach, diversification of product portfolios, entry into new markets, the scale of the acquisition, and its profitability and cost optimization benefits. Our goal is to target segments where our existing expertise and competencies can be leveraged to build new capabilities, ensuring a seamless integration of acquired entities into our operations. This approach has been integral to our successful track record in acquiring assets and facilitating a reciprocal transfer of best practices.

For example, we have fully acquired Vimercati S.p.A in Italy in Fiscal 2015. In Fiscal 2022, we extended our footprint with the acquisition of Progind SRL in Italy. These acquisitions were not without challenges, but our proactive strategies addressed structural issues stemming from legacy acquisitions, resulting in their successful integration. During acquisition of Vimercati S.p.A and Progind SRL, we faced various challenges, *inter alia,* different work cultures and language barriers and unfamiliarity with certain technologies and products manufactured by Vimercati S.p.A and Progind SRL. In order to tackle these challenges and ensure a smooth transition, we have maintained localised management in these entities that runs the day-to-day operations and primarily interacts with our clients in Europe. Our Promoter and Managing Director, Brijesh Aggarwal, personally provides insights into resolving the issues faced. Our commitment to inorganic growth remains steadfast, and we are poised to explore new opportunities in the future. This includes selectively evaluating potential targets for strategic acquisitions and investments that align with our vision and contribute to the continued strengthening of our market position. Through this approach, we aim to enhance our capabilities, broaden our offerings, and secure sustained success in the ever-evolving business landscape.

Improve operational efficiency

We believe that we are steadfast in our pursuit of sustained cost reduction and operational excellence by embracing innovation, streamlining operations, and aligning our business with market trends. We continuously strive to reduce costs, ensuring our operations remain efficient and competitive. We have been able to achieve backward integration in several of our products in both the Mechatronic Products and Connective Products. We are involved in assessing feasibility, adapting designs, developing local suppliers, and ensuring OEM standards through prototyping, pilot production, testing, and mass production. For instance, we manufacture raw materials such as cables and plastic moulding components in-house, leading to reduced raw material costs. We are exploring large-scale projects to benefit from economies of scale and plan on low-cost geographies for our manufacturing facilities to optimize resource utilization while maintaining cost-effectiveness.

Business Operations

We design, manufacture, supply and export a wide array of automotive component products for two-wheeler vehicles, three-wheeler vehicles, passenger vehicles and commercial vehicles. We are a Tier-1 supplier for OEMs for both Mechatronic Products and Connective Products, and a Tier-2 supplier and Tier-3 supplier for OEMs for Connective Products.

Our Products

(i) Mechatronics Products

As of March 31, 2024, we have a product range of over 500 Mechatronic Products. Our key Mechatronics Products are hidden and visible switches. As of March 31, 2024, we are amongst one of the few Indian switch manufacturers with in-house capabilities to design and manufacture switches catering to both high-end and mass-market vehicles (*Source: CRISIL Report,* *included in the "Industry Overview" section on page 139*). Our revenue from Mechatronics Products increased from ₹7,785.98 million in Fiscal 2022 to ₹9,395.21 million in Fiscal 2024.

Please see below pictorial representations and brief details of our key Mechatronics Products.


Airbag deactivation switch


DNA drive mode / suspension level selector


Central stack console switch


Central door locking, hazard and traction control switch

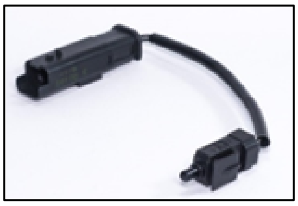

Engine start / stop, switch


Headlight levelling switch


Light control unit


Door and trunk closure switch


Clutch, pedal and brake switch


Sealed engine hood


Steering wheel switch


Fuel filler and electrical recharging plug flap switch


Windows switch


Hazard and central locking switch


Multimedia plugs

Switches

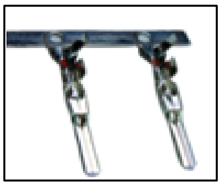
Switches are integral to the proper function of any vehicle and come in a variety of shapes and sizes each with its own specific function. Some of the most common automotive switches are the starter switch, ignition switch, headlight switch, turn signal switch, and wiper switch. All these switches are important, as they provide protection against overload, overheating, and short circuits.

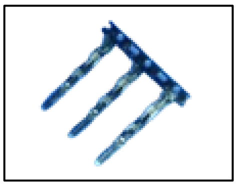
(ii) Connective Products

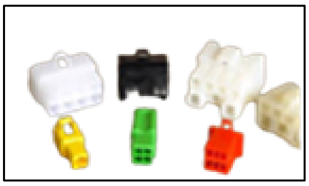
As of March 31, 2024, we have a diverse product range of over 2,500 Connective Products. We manufacture an array of components integral to the production of wiring harnesses such as terminals, connectors, rubber seals, moulded parts, cables, and cable sleeves. Our revenue from Connective Products from ₹2,518.14 million in Fiscal 2022 to ₹3,008.31 million in Fiscal 2024.

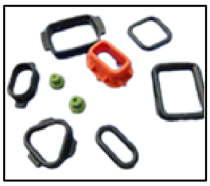
Please see below pictorial representations and brief details of our key Connective Products.


Device Harness

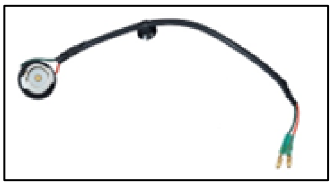

Terminal

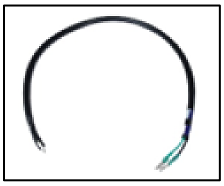

Terminal

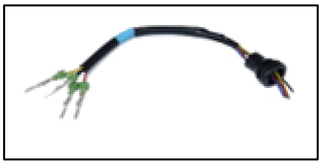

Connectors


Rubber Seals

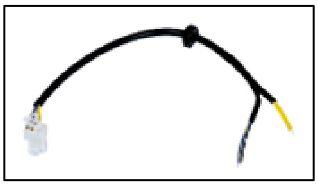

Cables


Blinker Wiring Harness

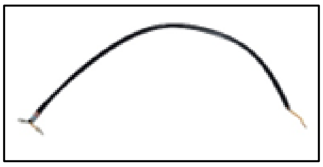

Front Stop Switch Wiring Harness

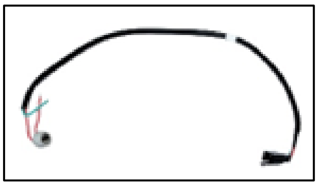

Head Lamp Wiring Harness

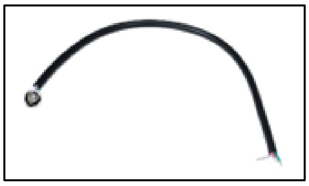

Ignition Lock Wiring Harness

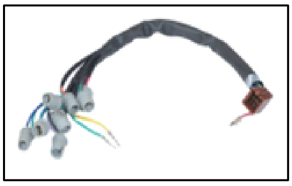

Magneto Wiring Harness

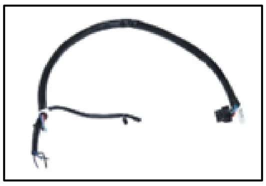

Rear Stop Switch Wiring Harness

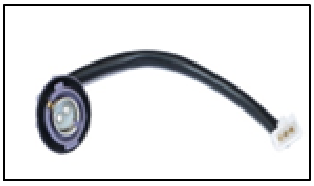

Self-Start Switch Wiring Harness

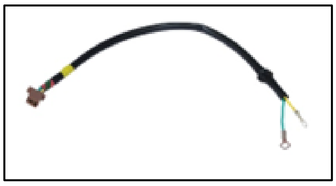

Side Stand Switch Wiring Harness

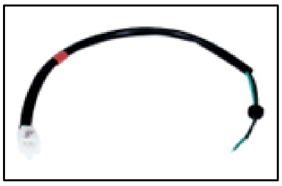

Speed Sensor Wiring Harness


Speedo Meter Wiring Harness


Handlebar Switch Wiring Harness


Tail Lamp Wiring Harness


Tank Unit Wiring Harness


USB Charger

Device Harness

Device Harness connects individual devices or components to the main wiring harness or directly to power sources.

Terminals

Terminals is an essential component of the automotive electrical system, responsible for transmitting current, signals, and important data.

Connectors

Connectors are responsible for insulation and proper transmission of electric power and information to different components within the car.

Rubber Seals

Rubber seals are used for waterproofing and sealing the connectors.

Wire

A metal strand used to conduct electricity insulated by PVC.

Manufacturing Facilities

We have established four manufacturing facilities in India (located at Kathua, UT of J&K; Manesar, Haryana; Kundli, Haryana and Pune, Maharashtra), two manufacturing facilities in Italy (located at Milan and Turin) and one manufacturing facility and one internal production unit, both located in Romania (located at Bacău). We also have three assembly units in India (located at Kathua, UT of J&K; Hosur, Tamil Nadu and Rudrapur, Uttarakhand).Please see below details of certifications obtained by our manufacturing facilities and assembly units in India.

Location	Certification
Manufacturing facilities	
Kathua (Unit I), UT of J&K	ISO 9001:2015
Kundli, Haryana	ISO 14001:2015
Manesar, Haryana	IATF 16949:2016
Pune, Maharashtra	IATF 16949:2016
Assembly units	
Rudrapur, Uttarakhand	ISO 9001:2015
Hosur, Tamil Nadu	ISO 9001:2015
Kundli (Unit II), UT of J&K	ISO 9001:2015

Our manufacturing facilities in Milan and Turin, Italy and Bacău, Romania cater to other European countries and USA. As on the date of this Draft Red Herring Prospectus, we are also in the process of setting up a Mechatronic Products manufacturing facility in Mexico to explore business opportunities in North and South America. We conduct in-house R&D at our manufacturing facility at Milan, Italy and at our R&D centre located at Gurugram, Haryana.

For location details of our manufacturing facilities, assembly units, and R&D centres, please see map provided in "- *Business Overview*" on page 211.

Manufacturing Capacity and Capacity Utilisation

Please see below the details of installed capacity, actual production and capacity utilisation of our manufacturing facilities:

Location of the Manufacturing Facilities	Product Segment	Products Manufactured	Fiscal 2024			Fiscal 2023			Fiscal 2022		
			Annual Installed Capacity (*numbers in million*)	Actual Production (*numbers in million*)	Capacity Utilisation (%)	Annual Installed Capacity (*numbers in million*)	Actual Production (*numbers in million*)	Capacity Utilisation (%)	Annual Installed Capacity (*numbers in million*)	Actual Production (*numbers in million*)	Capacity Utilisation (%)
Manesar, Haryana* #	Connective Products	Connector	14.85	9.42	63.47%	14.85	7.10	47.84%	14.85	7.33	49.42%
	Connective Products	Terminal	90.00	67.54	75.05%	90.00	58.23	64.70%	90.00	60.54	67.27%
Kathua – (Unit I), UT of J&K** #	Connective Products	Connector	11.52	8.28	71.88%	11.52	8.23	71.45%	11.52	8.59	74.57%
	Connective Products	Terminal	95.04	55.48	58.38%	95.04	54.97	57.83%	95.04	56.00	58.92%
Pune, Maharashtra*** #	Connective Products	Terminal	13.50	8.51	63.06%	13.50	9.63	71.34%	13.50	9.87	73.13%
Kundli, Haryana**** #	Connective Products	Connector	10.17	4.93	48.51%	10.17	4.12	40.46%	10.17	4.94	48.56%
	Connective Products	Terminal	20.00	13.11	65.57%	20.00	11.61	58.07%	20.00	11.43	57.16%
Progind SRL, Italy***** #	Mechatronic Products / Connective Products	Bi	1.49	1.06	71.26%	1.49	1.09	72.97%	1.49	1.26	84.40%
	Mechatronic Products / Connective Products	Mono	1.37	1.13	82.65%	1.37	1.09	79.78%	1.37	1.32	96.47%
	Mechatronic Products / Connective Products	Tri	0.46	0.48	105.09%	0.46	0.34	73.55%	0.46	0.26	56.39%
Vimercati S.p.A, Italy****** #	Mechatronic Products	Switches	3.36	1.29	38.44%	3.36	1.36	40.54%	3.36	1.11	33.00%
Vimercati East Europe SRL, Romania****** #	Mechatronic Products	Switches	6.96	2.14	30.79%	6.96	1.76	25.25%	6.96	1.00	14.42%

Certified by Lakshya Malhotra, Chartered Engineer, by certificate dated September 29, 2024.

* ***Manesar, Haryana***

- *In Fiscal 2022, the installed capacity for connectors was 1,485 Lakh pieces and for terminals, 9,000 lakh pieces respectively. No capacity expansions were undertaken in any subsequent periods.*
- *For Fiscal 2023, there has been a reduction in capacity utilization as compared to Fiscal 2022, however, there has been a noticeable enhancement in utilization from 47.84% to 63.47% in connector and from 64.70% to 75.05% in terminals for the Fiscal 2024.*
- *In the event of a sudden increase in demand, the unused capacity within the manufacturing facility can be leveraged to fulfil the requirement.*
- *The total capacity of the manufacturing facility for manufacturing terminals is 7.5 crore piece per month. Of this capacity, approximately 15% – 20% undergo secondary processing i.e. hanger plating and sheet plating. The total installed capacity of secondary process is 3.3 crore pieces per month. On observation, it has been determined that the manufacturing unit has surplus capacity to complete the work to be done through secondary process, with no apparent constraints on its operational output.*

** ***Kathua (Unit I), UT of J&K***

- *The installed capacity for connectors stood at 1,152 lakh pieces in Fiscal 2022, while for terminals it reached 9,504 lakh pieces. In particular, no capacity expansions were carried out in the following periods, leaving production capacities stable.*

- *In the Fiscal 2023, the capacity utilization for connectors declined compared to Fiscal 2022. However, in Fiscal 2024, showed a notable turnaround with significant improvement. Connector utilization saw a modest increase from 71.45% to 71.88%, indicating a positive shift towards improved operational efficiency within the manufacturing facility. Meanwhile, terminal utilization remained consistent at around 58.00% across both fiscals.*
- *The total installed capacity of the terminal is 10,500 lakh pieces per year. However, only 25.00% of this capacity is utilized for plating, corresponding to the installed capacity available for plating at 2,376 lakh pieces per annum. This means that under maximum operating conditions, the manufacturing facility can produce only 2,376 lakh pieces plated terminals.*
- *In case of a sudden increase in demand, the unused capacity of the manufacturing facility can be used to meet the increased requirements. By effectively leveraging this available capacity, the manufacturing facility can maintain operational continuity and support business growth during peak demand periods.*
- *The gradual increase in utilization rates reflects the facility's improved ability to optimize production processes and effectively adapt to changing market demands.*

*** ***Pune, Maharashtra***

- *There has been a decline in capacity utilization in Fiscal 2024 as compared to the Fiscal 2023. This decline has basically come after the implementation of BS 6 standard by the government.*
- *BS 6 norms require sophisticated electronic systems and sensors, which in turn require high-quality connectors and terminals to ensure reliable performance and durability.*
- *As the manufacturing facility team informed, capacity utilization before the Covid pandemic was around 80%-82%.*

**** ***Kundli, Haryana***

- *In Fiscal 2022 the installed capacity for connectors was 1,017 Lakh pieces and for terminals, 2,000 lakh pieces respectively. No capacity expansions were carried out in the following periods.*
- *The total installed capacity of the terminal is 6,000 lakh pieces per year. However, a major portion of the installed capacity i.e. 90.00% is allocated to plating, corresponding to the installed capacity available for plating at 1,800 lakh pieces per annum.*
- *If the Company wishes to expand, there is ample space in the manufacturing facility that can be used to install new machinery.*
- *For every process, the manufacturing facility has spare machinery to carry on uninterrupted production.*
- *The unit does not manufacture the device wiring harness but was used only for the purpose of assembly process in the unit.*

***** ***Progind SRL, Italy***

- *For Fiscal 2023, the utilization in Bi, Mono, and Tri has decreased compared to Fiscal 2022, while there has been no change in installed capacity in any of the following year.*
- *In Tri, capacity utilization has significantly improved, increasing from 56.39% to 73.55% in the Fiscal 2023, and then from 73.55% to 105.09% in the Fiscal 2024. This overutilization stems from our assumption that Progind SRL, Italy operates only 240 days a year; however, they occasionally work overtime to meet customer demand.*
- *In Mono, there is gradual enhancement in capacity utilization from 79.78% to 82.65% in Fiscal 2024.*
- *In Bi, capacity utilization has been steadily declining due to decreased product demand, leading to around 15.00% drop in production in Fiscal 2024 compared to the Fiscal 2022.*

****** ***Vimercati S.p.A, Italy and Vimercati East Europe SRL, Romania***

- *In Vimercati, the capacity is tailored to each specific product manufactured the machinery and cannot be used for the production of products other than the one's it is designed for. In our assessment, installed capacity is designed according to the maximum production requirements specified by the customer. To produce a new product, new machinery must be installed.*
- *Some of the machines are underutilized because the product they manufactured is no longer in demand. These machines have been retained solely to fulfil the support agreement with the OEM's.*

Notes:

- *All the manufacturing facilities under our scope consist of a tool room which is basically responsible for the maintenance and upkeep of all manufacturing tools and equipment.*
- *In India, our manufacturing facilities produced over2,500 varieties of terminals, connectors and wiring harness.*
- *In Europe, the manufacturing facilities produced over500 varieties of switches.*
- *During the independent chartered engineer's site inspection at various units of Company and Subsidiaries, the independent chartered engineer physically verified the device wiring harness unit. It became evident that accurately counting the exact production capacity of device wiring harnesses is challenging due to the manual assembly process. Each step, such as cutting wires and connective components, is carried out manually, leading to variability in the speed and efficiency of workers involved. This variability introduces complexities in consistently tracking and quantifying the number of units produced. Unlike automated systems that provide systematic monitoring and recording capabilities, manual assembly lacks the automated mechanisms required for real-time and accurate production reporting. Therefore, evaluating the actual production capacity of device wiring harnesses across all units proves to be quite challenging under these conditions. Hence, the independent chartered engineer has not calculated the utilization of the same.*

Raw Materials and Suppliers

For Connective Products, we primarily use copper, brass, plastic, sheet metal parts, rubber components and PVC sleeves as raw materials. For Mechatronics Products, we primarily use active and passive electronic components, printed circuit boards, keypads, metal contacts and engineering plastic components for manufacturing of switches. Most of our components are sourced from the domestic market, while in some cases, our Company also opts for imports from certain international markets. We manufacture raw materials for wiring harnesses such as wires and plastic moulded components in-house, leading to reduced raw material costs.

Please see below details of the cost of materials consumed, including as a percentage of total expenses and revenue from operations for Fiscals 2024, 2023 and 2022:

Particulars	***Fiscal 2024***			***Fiscal 2023***			***Fiscal 2022***		
	Amount (*in ₹ million*)	**As a percentage of Total Expenses (*in %*)**	**As a percentage of Revenue from Operations (*in %*)**	**Amount (*in ₹ million*)**	**As a percentage of Total Expenses (*in %*)**	**As a percentage of Revenue from Operations (*in %*)**	**Amount (*in ₹ million*)**	**As a percentage of Total Expenses (*in %*)**	**As a percentage of Revenue from Operations (*in %*)**
Cost of materials consumed	6,306.29	51.57%	50.62%	5,778.52	54.19%	51.59%	5,321.13	52.71%	51.39%

Our procurement process is managed by a centralised procurement division ("**CPD**") in India and Europe. CPD has been set up to harness synergies in purchasing, develop vendor base through better understanding of vendor capabilities, control variations in purchase prices across various units for same or similar items and develop better understanding of costing across items and units. CPD standardises processes, contracts and metrics across procurement functions and streamlines the complete procurement cycle.

For majority of the commodities that we purchase, prices are directly negotiated with our vendors on a regular basis. Further, the prices that we agree on with our European suppliers are fixed on quarterly, half-yearly or yearly basis and prices that we agree in India are on a contract-by-contract basis.

We have a diversified supplier base which reduces concentration risk. We have also reduced the variety of components that we purchase for manufacturing of our products and developed in-house, enhancing our planning capabilities and improving purchasing power. We also ensure that our suppliers undergo a qualification process (called 'quality assurance validation' and 'vendor performance rating') with us and our customers to ensure that each is satisfied that the supplied raw materials are of appropriate quality. While we do not have any long-term contracts with any of our raw material as well as bought out parts suppliers, we have maintained long-term relationships with each of our major suppliers.

Utilities

Details of the cost of utilities, including as a percentage of total expenses and revenue from operations for Fiscals 2024, 2023 and 2022 are provided below:

Particulars	**Fiscal 2024**			***Fiscal 2023***			***Fiscal 2022***		
	Amount (*in ₹ million*)	**As a percentage of Total Expenses (*in %*)**	**As a percentage of Revenue from Operations (*in %*)**	**Amount (*in ₹ million*)**	**As a percentage of Total Expenses (*in %*)**	**As a percentage of Revenue from Operations (*in %*)**	**Amount (*in ₹ million*)**	**As a percentage of Total Expenses (*in %*)**	**As a percentage of Revenue from Operations (*in %*)**
Power and fuel	170.72	1.40%	1.37%	161.40	1.51%	1.44%	124.74	1.24%	1.20%

Customers

Our Mechatronic Products customers include OEMs such as a British multinational automotive company, a German automotive company, and a Japanese automotive company, supplying components for both ICE and EV platforms. We also continue to maintain relationships with legacy customers, including a German automotive company, an automotive company forming part of a large European automotive company group, and a French automotive company, among others.

Our Connective Products customers include Uno Minda Limited, Minda Instruments Limited, Phinia Delphi India Private Limited, Denso India Private Limited, Napino Auto Electronics Limited, Varroc Engineering Limited, JNS Instruments Limited, Lumax Ancillary Limited and Zenmo Private Limited.

The diverse application of our products enables us to cater to a number of categories of customer groups such as two-wheeler and three-wheeler vehicles, passenger vehicles and commercial vehicles. We are a Tier-1 supplier for a large Indian automotive company, providing the main wiring harness for their flexi-vehicle platform. Our customers are typically OEMs and Tier-1 suppliers of two-wheeler vehicles, passenger vehicles and commercial vehicles. Our OEM customers include Indian as well as global OEMs. Our products are supplied and distributed across India, Europe, USA and Brazil. Our OEM customers typically have stringent timelines, review procedures, and product standards.

Details of our revenue from customers within India and outside India in Fiscals 2024, 2023 and 2022, including as a percentage of our revenue from operations, are provided below.

Customers	**Revenue for Fiscal 2024 (*in ₹ million*)**	**As a percentage of Revenue from Operations *(in %)***	**Revenue for Fiscal 2023 (*in ₹ million*)**	**As a percentage of Revenue from Operations *(in %)***	**Revenue for Fiscal 2022 (*in ₹ million*)**	**As a percentage of Revenue from Operations *(in %)***
India	2,842.36	22.82%	2,754.00	24.59%	2,534.50	24.48%
Outside India	9,615.50	77.18%	8,446.64	75.41%	7,819.24	75.52%
Total	**12,457.86**	**100.00%**	**11,200.64**	**100.00%**	**10,353.74**	**100.00%**

Research and Development

Our R&D teams primarily engage in new product development, design prototyping, tool development, and product upgrades. Our dedication to R&D remains a driving force for our Company.

We conduct in-house R&D at our manufacturing facilities at Milan, Italy and at our R&D centre located at Gurugram, Haryana, India. Our R&D teams primarily engage in new product development, design prototyping, tool development, and product upgrades. The R&D centre at our manufacturing facility at Milan, Italy focuses on R&D in connection with Mechatronics Products, whereas the R&D centre at Gurugram, Haryana, India focuses R&D in connection with Connective Products. The R&D team in Gurugram, Haryana, India is headed by Mr. Neeraj Bhargav and the R&D team at Milan, Italy is headed by Mr. Marco Branco (Electrical R&D) and Mr. Claudio Cerasa (Mechanical R&D). As of March 31, 2024, we have a dedicated team of 28 individuals engaged in R&D at our R&D centre at Gurugram, Haryana, India and a R&D team comprising 25 individuals at our manufacturing facility at Milan, Italy.

Our focus on R&D has resulted in innovative product development. For instance, in Mechatronics Products, our latest innovations include the creation of sockets designed specifically for EV charging. Similarly, in Connective Products, we have developed the main wiring harness for both, two-wheeler vehicles and three-wheeler vehicles, addressing the specific needs for flexi-vehicle platform of a large Indian automotive company.

Certain products developed by us in are provided below:

Segment	**Description of Product**
Mechatronics Products	Contactless inductive sensors In a contactless inductive sensor, an electromagnetic signal is emitted, and it looks for changes in return signal. By evaluating the changes produced in return signal, it detects the position of a target moving close to the emitting area.
Mechatronics Products	Capacitive switches (with passive and active haptic feedback) The device presents a continuous gapless surface where many different functions can be activated based on position of the finger. The feedback (to inform the user that a function has been activated) can be passive through a controlled movement of the surface or active through an excitation of the surface with a vibration.
Mechatronics Products	Capacitive sensors for door-locking/unlocking Enables opening or closing the vehicle door through moving hand close or touch of a hand.
Mechatronics Products	Complex optical system with light guides and RGB lighting An RGB LED is a cluster of three LEDs with different colours (red, green and blue) emitting light of any colour which is injected in light guide made by transparent plastic with controlled spatial emission.

Intellectual Property

For details in relation to our intellectual property, please see *"Government and Other Approvals - Intellectual Property"* on page 393.

We rely on a combination of intellectual property laws, confidentiality procedures and contractual provisions to protect our intellectual property, however, we don't have a trademark registered or applied for our brand "Viney" and our logo and none of our patent applications have resulted in grants of patents. For details, please see "*Risk Factors - We do not hold patents or other form of intellectual property protection in relation to certain manufacturing processes, and our inability to maintain the integrity and secrecy of our manufacturing processes may adversely affect our business* " and "*Risk Factors - Our Company does not own the logo appearing on the cover page of this Draft Red Herring Prospectus that is used by us for our business. We have not applied for the registration of our logo under the Trade Marks Act, 1999. Any failure to protect or enforce our rights to own or use our logo, trademarks and identities could have an adverse effect on our business and competitive business.* on page 53 and page 40, respectively of this Draft Red Herring Prospectus.

Sales and Marketing

In India, our marketing network is managed by the business heads who are in charge of marketing strategies specific to their assigned business division under the supervision of our Managing Director. In Europe, our marketing network is managed by the business heads who are in charge of marketing strategies specific to their assigned business division under the supervision of our Chief Operating Officers. We leverage our relationships with our existing customers to procure repeat orders from them as well as invitations to develop new products for their new models. Based on our credentials with our valued existing customers, we approach new customers for business.

Competition

The industry in which we operate is highly competitive. We face competition from both domestic and international players. Typically, large automotive component players supply exclusively to only a few select OEMs. There are other players in similar products segment including main wiring harness including names like Motherson Sumi, Minda Corporation Limited, Varroc Engineering Limited, (*Source: CRISIL Report, included in the "Industry Overview" section on page 139*). many of whom are also our customers apart from being our competitors.

Human Resources

As of March 31, 2024, our total workforce consisted of 2,911 individuals, including 1,506 employees and 1,405 individuals on a contract basis. Please see the below mentioned table containing data about our employees in India and outside India.

Location	Permanent Employees as of March 31, 2024
India	478
Outside India	1,028

As of March 31, 2024, none of our permanent employees in India are part of any labour unions.

Environment, Health, Safety and Quality

We constantly take initiatives to reduce the risk of accidents at our facilities including, trainings, safety audits, installing safety devices such as sensors, exhausts, fire extinguishers. We observe and organize such safety related events in our organization to improve awareness among employees on safety at workplace.

Environmental requirements imposed by our government will continue to have an effect on us and our operations. We believe that we have complied, and will continue to comply, with all applicable environmental laws, rules and regulations.

Properties

Our Company's Registered Office is located in a co-working space 'Peer Share' at 35, Basement, Community Centre, Munirka Marg, Basant Lok, Vasant Vihar, New Delhi, 110057, India, on a leasehold basis by way of a Coworking License Agreement dated June 1, 2024. If we are unable to renew existing leases or relocate our operations on commercially reasonable terms, there may be an adverse effect on our business, financial condition, results of operations and cash flows. As on the date of this Draft Red Herring Prospectus, we have four manufacturing facilities in India (located at Kathua, UT of J&K; Manesar, Haryana; Kundli, Haryana and Pune, Maharashtra), two manufacturing facilities in Italy (located at Milan and Turin) and one manufacturing facility and one internal production unit, both located in Romania (located at Bacău) to enable us to meet the requirements of our global OEMs. For details regarding our capacity utilisation of our manufacturing facilities, please see "*Manufacturing Facilities - Manufacturing Capacity and Capacity Utilisation*", on page 220.

Details of our Registered Office and manufacturing facilities, assembly units, and R&D centre in India as on the date of this Draft Red Herring Prospectus are included below.

Sr. No.	Property	Location	Date of Lease Deed/Acquisition Date	Leased/Free Hold
1.	Registered Office	New Delhi, NCT of Delhi	June 1, 2024	Leased until May 1, 2025
2.	Manufacturing facility	Manesar, Haryana	May 9, 2012	Free hold
3.	Manufacturing facility	Kathua (Unit I), UT of J&K	January 23, 2012	Leased until January 22, 2037
4.	Manufacturing facility	Kundli, Haryana	April 24, 2012	Free hold
5.	Manufacturing facility	Pune, Maharashtra	July 20, 2009	Leased until May 25, 2104
6.	Assembly unit	Kathua (Unit II), UT of J&K	January 14, 2010	Leased until January 23, 2037
7.	Assembly unit	Hosur, Tamil Nadu	April 2, 2014	Free hold
8.	Assembly unit	Rudrapur, Uttarakhand	August 22, 2006	Leased until August 21, 2096
9.	R&D centre	Gurugram, Haryana	May 15, 1995	Free hold

For details in relation to risks associated with our properties, , please see "*Risk Factors – Certain of our manufacturing facilities and our Registered Office are leased. Our Registered Office is located in a co-working space. If we are unable to renew existing leases or relocate our operations on commercially reasonable terms, there may be an adverse effect on our business, financial condition, results of operations and cash flows*" and *"Risk Factors - Our R&D centre located at Gurugram, Haryana, is situated in the defence area controlled by the government. We may be unable to resell our R&D centre, or may have to relocate our R&D centre at Gurugram, Haryana in case of any change in government policies."*

Insurance

Our insurance coverage includes, *inter-alia*, burglary and house breaking insurance policy, directors and officers liability protection policy, plate glass insurance policy, standard fire and special perils policy, industry care package insurance policy, covering risks from terrorism, earthquakes, accidents, marine cargo open policy to cover various risks during the transit of goods and insurance policies for our employees, directors and officers, such as group accident guard policy and directors and officers liability insurance. Our business, including our manufacturing operations, are subject to various risks inherent in the automotive industry such as risk of equipment failure, work accidents, fires, theft, calamities, other force majeure events and other hazards that may cause personal injury, loss of life, damage to property and equipment and environmental damage.

Corporate Social Responsibility

Our Corporate Social Responsibility ("**CSR**") initiatives are aligned with the requirements under the Companies Act 2013 and the Companies (Corporate Social Responsibility) Rules, 2014. We strive to meet our commitment towards the community by committing our resources and energies to social development. Our CSR programs are committed to the educational welfare and development of society, and to do that, we have contributed to promoting education, including special education and employment enhancing vocational skills especially among children, women, elderly and the differently abled and livelihood enhancement projects.

Awards and Accreditations

We have been recognised by our customers and industry organisations for our excellence in business. For details, please see "*History and Certain Corporate Matters - Awards, certifications, accreditations and recognitions received by our Company*" on page 233.

KEY REGULATIONS AND POLICIES IN INDIA

Given below is a summary of certain sector specific key laws and regulations in India, which are applicable to our Company. The information detailed in this section has been obtained from various statutes, regulations and/or local legislations and the bye laws of relevant authorities that are available in the public domain. This description may not be exhaustive and is only intended to provide general information to investors, and is neither designed, nor intended as a substitute for professional legal advice. The statements below are based on the current provisions of applicable law, which are subject to change or modification by subsequent legislative, regulatory, administrative, or judicial decisions.

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, see *"Government and Other Approvals"* beginning on page 389.

Key regulations applicable to our Company

National Electric Mobility Mission Plan 2020

The National Electric Mobility Mission Plan 2020 ("**NEMMP**"), which was released in 2013, is a vision and the roadmap for the faster adoption of electric vehicles and their manufacturing in the country. This plan has been designed by the Ministry of Heavy Industries and Public Enterprises, Government of India, to enhance national fuel security, to provide affordable and environment friendly transportation and to enable the Indian automotive industry to achieve global manufacturing leadership. Further, it is also proposed to establish necessary charging infrastructure for electric vehicles across India.

As part of the NEMMP, a scheme was formulated namely, Faster Adoption and Manufacturing of (Hybrid &) Electric Vehicles in India Scheme ("**FAME India**") in the year 2015 to promote manufacturing of electric and hybrid vehicle technology and to ensure sustainable growth of the same ("**Phase-I Scheme**"). The Phase-I Scheme was initially launched for a period of two years, commencing from April 1, 2015, which was subsequently extended from time to time and the last extension was allowed up to March 31, 2019. Ministry of Heavy Industry has notified Phase-II of the Fame India scheme, with an outlay of ₹ 10,000 crore for a period of three years commencing from April 1, 2019, which was subsequently extended from time ("Phase-II Scheme"). The main objective of the Phase-II Scheme is to encourage faster adoption of electric and hybrid vehicle by way of offering upfront incentive on purchase of electric vehicles and also by establishing the necessary charging infrastructure for electric vehicles.

National Auto Policy and Automotive Mission Plan 2016-2026

The Department of Heavy Industry, Ministry of Heavy Industries and Public Enterprises, Government of India released the draft National Auto Policy that envisages propelling India amongst the top three nations in the world in engineering, manufacturing and export of automotive vehicles and components. The key policy guidelines prescribed by the National Auto Policy 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 Ministry of Heavy Industries and Public Enterprises, Government of India ("**GoI**") 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.

Consumer Protection Act, 2019 and the rules made thereunder

The Consumer Protection Act, 2019 (the "**Consumer Protection Act**"), which repeals the Consumer Protection Act, 1986, was designed and enacted to provide simpler and quicker access to redress consumer grievances. It seeks, inter alia to promote and protect the interests of consumers against deficiencies and defects in goods or services and secure the rights of a consumer against unfair trade practices, which may be practiced by manufacturers, service providers and traders. The definition of "consumer" under the Consumer Protection Act also includes persons engaged in offline or online transactions through electronic means or by tele-shopping or direct-selling or multi-level marketing. It provides for the establishment of consumer disputes redressal forums and commissions for the purposes of redressal of consumer grievances. In addition to awarding compensation and/or passing corrective orders, the forums and commissions under the Consumer Protection Act, in cases of misleading and false advertisements, are empowered to impose imprisonment for a term which may extend to two years and fine which may extend to ten lakhs.

The Legal Metrology Act, 2009 ("Legal Metrology Act")

The Legal Metrology Act, 2009, as amended (the "**Metrology Act**") aims to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number and for matters connected therewith or incidental thereto. Any transaction/contract relating to goods/class of goods or undertakings shall be as per the weight/measurement/numbers prescribed by the Metrology Act. The specifications with respect to the exact denomination of the weight of goods to be considered in transactions are contained in rules by each state.

The Explosives Act, 1884 (the "Explosives Act") and the Explosives Rules, 2008 (the "Explosive Rules")

The Explosives Act, 1884 ("**Explosives Act**") is a comprehensive law which regulates by licensing the manufacturing, possession, sale, transportation, export and import of explosives. Under the Explosives Act, "explosive" means *inter alia* any substance, whether a single chemical compound or a mixture of substances, whether solid or liquid or gaseous, used or manufactured with a view to produce a practical effect by explosion or pyrotechnic effect. The Central Government may, for any part of India, make rules consistent with this act to regulate or prohibit, except under and in accordance with the conditions of a license granted as provided by those rules, the manufacture, possession, use sale, transport, import and export of explosives, or any specified class of explosives. Extensive penalty provisions have been provided for manufacture, import or export, possession, usage, selling or transportation of explosives in contravention of the Explosives Act. In furtherance to the purpose of the Explosives Act, the Central Government has notified the Explosive Rules, 2008 in order to regulate the manufacture, import, export, transport and possession for sale or use of explosives.

Export Promotion Capital Goods Scheme, 2020

The Export Promotion Capital Goods Scheme (the "**EPCG Scheme**") provides that importers can benefit from reduced duties on the import of capital goods provided that they fulfil an export obligation to export a prescribed amount of their goods manufactured or services rendered (such amount being a multiple of the duty saved) within a specified period. Export obligations can be fulfilled by either through direct exports or through third parties. An EPCG Scheme authorization holder shall be liable to pay custom duties along with interest custom in the event of nonfulfillment of prescribed export obligations**.**

The Industries (Development and Regulation) Act, 1951

The Industries (Development and Regulation) Act, 1951 (Industries Act) governs the development and regulation of industries in India, and its main objective is to empower the Government to: (i) take necessary steps for the development of industries; (ii) regulate the pattern and direction of industrial development; and (iii) control the activities, performance, and results of industrial undertakings in public interest. The Industries Act is applicable to the 'Scheduled Industries' which have been listed down in the first schedule of the Industries Act. Small-scale industrial undertakings and ancillary units are exempted from the provisions of the Industries Act. The Industries Act regulates the industries by requiring them to obtain industrial licensing by filing an Industrial Entrepreneur Memoranda with the Secretariat of Industrial Assistance, Department of Industrial Policy and Promotion. The Industries Act is administered by the Ministry of Industries and Commerce through its Department of Industrial Policy & Promotion which is responsible for the formulation and implementation of promotional and developmental measures for growth of the industrial sector and also monitors the industrial growth and production, in general and selected industrial sectors.

Bureau of Indian Standards Act, 2016 ("BIS Act")

The BIS Act provides for the establishment of a national body, to be called the Bureau of Indian Standards ("**BIS**"), for the harmonious development of the activities , conformity assessment and quality assurance of goods, articles, processes, systems and services and for matters connected therewith or incidental thereto. The BIS Act provides for the functions of the BIS which includes, among others, (a) recognizing as an Indian standard, any standard established for any article or process by any other institution in India or elsewhere; (b) specifying a standard mark which shall be of such design and contain such particulars as may be prescribed to represent a particular Indian standard; and (c) undertake testing of samples for purposes other than for conformity assessment; and (d) undertake activities related to legal metrology. The BIS Act empowers the Central Government, in consultation with the BIS, to order compulsory use of standard mark for any goods or article of any scheduled industry, process, system or service, or essential requirements to such goods, article, process, system or service if it finds it expedient to do so in public interest. The BIS Act also provides the penalties in case there is a contravention of the provisions of the BIS Act.

Duty Drawback Scheme, 2020

The duty drawback scheme is an option available to exporters. Under this scheme, an exporter of goods is entitled to a refund of the excise duty and integrated goods and services tax paid by him on the inputs used in the products exported by him. It neutralizes the duty impact on the goods exported by giving a relief on customs and central excise duties suffered on the inputs used in the manufacture of export product. The Customs and Central Excise Duties Drawback Rules, 2017, as amended (Drawback Rules) have also 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 duty drawback 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 duty drawback 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.

The Production Linked Incentive (PLI) 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 MHI 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 the following incentives under the scheme: (i) The '*Champion OEM Incentive Scheme*' is for eligible applicants who are automotive OEM company or its group company(ies) and new non-automotive investor company or its group company(ies). Herein, the incentives are applicable on battery electric vehicles and hydrogen fuel cell vehicles of all segments

– 2 wheelers, 3 wheelers, passenger vehicles, commercial vehicles, tractors, and automobile meant for military use and any other advanced automotive technology vehicle as prescribed by the MHI, and (ii) The '*Component Champion Incentive Scheme*' is for eligible applicants who are automotive OEM company or its group company(ies), auto-component manufacturing company or its group company(ies) and new non-automotive investor company or its group company(ies). Incentives are applicable on pre-approved advanced automotive technology components of all vehicles, CKD/SKD kits, Vehicle aggregates of 2-Wheelers, 3-Wheelers, passenger vehicles, commercial vehicles and tractors including automobile meant for military use and any other advanced automotive technology component prescribed by the MHI. Incentives under the scheme are applicable commencing from Fiscal 2023, and disbursed in the financial years thereafter, for a total of five consecutive financial years. Approved applicants shall intimate the project management agency implementing the scheme of any change in the shareholding pattern during the tenure of the Automobile PLI Scheme, after updating with the relevant Registrar of Companies.

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.

Environmental laws and regulations

Environment Protection Act, 1986 (the "EP Act") and the Environment Protection Rules, 1986 (the "EP Rules") read with the Environmental Impact Assessment Notification, 2006 ("EIA Notification")

The EP Act has been enacted with an objective of protection and improvement of the environment and for matters connected therewith. As per the EP Act, the Central Government has been given the power to take all such measures for the purpose of protecting and improving the quality of the environment and to prevent environmental pollution. Further, the Central Government has been given the power to give directions in writing to any person or officer or any authority for any of the purposes of the EP Act, including the power to direct the closure, prohibition or regulation of any industry, operation, or process. The EP Rules prescribes the standards for emission or discharge of environmental pollutants from industries, operations, or processes through prohibitions and restrictions on the location of industries as well as on the handling of hazardous substances in different areas for the purpose of protecting and improving the quality of the environment and preventing and abating environmental pollution. Additionally, under the EIA Notification and its subsequent amendments, projects are required to mandatorily obtain environmental clearance from the concerned authorities depending on the potential impact on human health and resources.

Air (Prevention and Control of Pollution) Act, 1981 ("Air Act")

The Air Act provides for the prevention, control and abatement of air pollution. Under the Air Act, the State Government may, after consultation with the state pollution control board declare, any area or areas within the State as air pollution control area or areas for the purposes of the Air Act. Pursuant to the provisions of the Air Act, any person establishing or operating any industrial plant within an air pollution control area, must obtain the consent of the relevant state pollution control board prior to establishing or operating such industrial plant. Further, under section 22 of the Air Act, 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 laid down by the state pollution control board. The Air Act prescribes specific amounts of fine and terms of imprisonment for various contraventions.

Water (Prevention and Control of Pollution) Act, 1974 (the "Water Act")

The Water Act provides for one Central Pollution Control Board, as well as state pollution control boards ("**State PCB**"), to be formed to implement its provisions, including enforcement of standards for factories discharging pollutants into water bodies. The Water Act prohibits the use of any stream or well for the disposal of polluting matter, in violation of the standards set down by the State PCB. The Water Act also provides that the consent of the State PCB must be obtained prior to opening of any new outlets or discharges, which are likely to discharge sewage effluent. The Water Act prescribes specific amounts of fine and terms of imprisonment for various contraventions.

Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 (the "Hazardous Waste Rules")

The Hazardous Waste Rules regulate the management, treatment, storage and disposal of hazardous waste. Under the Hazardous Waste Rules, "hazardous waste" inter alia means any waste which by reason of characteristics such as physical, chemical, biological, reactive, toxic, flammable, explosive or corrosive, causes danger or is likely to cause danger to health or environment, whether alone or in contact with other wastes or substances. Every occupier and operator of a facility generating hazardous waste must obtain authorization from the relevant state pollution control board. Further, the occupier, importer or exporter is liable for damages caused to the environment or third party resulting from the improper handling and management and disposal of hazardous waste and must pay any financial penalty that may be levied by the respective state pollution control board.

Labour legislations

Factories Act, 1948

The Factories Act, 1948, as amended (the "**Factories Act**"), defines a "factory" to cover any premises which employs 10 or more workers on any day of the preceding 12 months and in which a manufacturing process is carried on with the aid of power or any premises where at least 20 workers are employed, and where a manufacturing process is carried on without the aid of power. Each State Government has enacted rules in respect of the prior submission of plans and their approval for the establishment of factories and registration/licensing thereof. The Factories Act provides for imposition of fines and imprisonment of the manager and occupier of the factory in case of any contravention of the provisions of the Factories Act.

Contract Labour (Regulation and Abolition) Act, 1970

The Contract Labour (Regulation and Abolition) Act, 1970 ("**CLRA**") regulates the employment of contract labour in certain establishments. The CLRA provides that the appropriate Government may, after consultation with the Central or State Advisory Boards (constituted under the CLRA), prohibit employment of contract labour in any process, operation or other work in any establishment.

Shops and establishments legislations

Under the provisions of local shops and establishments legislations applicable in the states in India where our establishments are set up and business operations exist, such establishments are required to be registered. Such legislations regulate the working and employment conditions of the workers employed in shops and establishments, including commercial establishments, and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of records, maintenance of shops and establishments and other rights and obligations of the employers and employees. These shops and establishments' acts, and the relevant rules framed thereunder, also prescribe penalties in the form of monetary fine or imprisonment for violation of provisions, as well as procedures for appeal in relation to such contravention of the provisions.

Other Labour Laws

In respect of our business and operations, our Company and Subsidiaries are also required to obtain licences and registrations and make timely payments as prescribed under various labour laws and regulations including, *inter alia*,

- Child Labour (Prohibition and Regulation) Act, 1986;
- Employees' Provident Funds and Miscellaneous Provisions Act, 1952;****
- Employees' State Insurance Act, 1948;****
- Factories Act, 1948;**
- Industrial Disputes Act, 1947 and Industrial Disputes (Central) Rules, 1957;***
- Industrial Employment (Standing Orders) Act, 1946;***
- Maternity Benefit Act, 1961;****
- Minimum Wages Act, 1948;*
- Motor Transport Workers Act, 1961;
- Payment of Bonus Act, 1965;*

- Payment of Gratuity Act, 1972;****
- Payment of Wages Act, 1936;*
- Equal Remuneration Act, 1976;*
- Employee's Compensation Act, 1923;
- The Labour Welfare Fund Act, 1965.
- Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

** The Code on Wages, 2019 received the assent of the President of India on August 8, 2019 and proposes to subsume four existing laws namely, the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976. The Central Government vide notification dated December 18, 2020, notified certain provisions of the Code on Wages, mainly in relation to the constitution of the advisory board. The remaining provisions of this code will be brought into force on a date to be notified by the Central Government.*
*** The Government of India enacted 'The Occupational Safety, Health and Working Conditions Code, 2020 which received the assent of the President of India on September 28, 2020. The provisions of this code are proposed to be brought into force on April 1, 2021. It proposes to subsume several separate legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act,1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996. The code proposes to provide for inter alia standards for health, safety and working conditions for employees of the establishments. The provisions of this code will be brought into force on a date to be notified by the Central Government.*
**** The Government of India enacted 'The Industrial Relations Code, 2020' which received the assent of the President of India on September 28, 2020. Through its notification dated April 30, 2021, the Government of India brought into force certain provisions of the Code on Social Security, 2020. The remaining provisions of this code will be brought into force on a date to be notified by the Government of India. It proposes to subsume three separate legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946.*
*****The Government of India enacted 'The Code on Social Security, 2020 which received the assent of the President of India on September 28, 2020. The provisions of this code are proposed to be brought into force on April 1, 2021. It proposes to subsume several separate legislations including the Employee's Compensation Act,1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Building and Other Construction Workers (Regulation of Employment and Condition of Service) Act, 1996.*

Laws relating to intellectual property

The Trademarks Act, 1999 (the "Trademarks Act")

The Trademarks Act governs the statutory protection of trademarks and prohibits any registration of deceptively similar trademarks, among others. The purpose of the Trademarks Act is to grant exclusive rights to marks such as a brand, label and heading, and to obtain relief in case of infringement of such marks. Indian law permits the registration of trademarks for both goods and services. Under the provisions of the Trademarks Act, an application for trademark registration may be made before the Trademark Registry by any person claiming to be the proprietor of a trademark, whether individual or joint applicants, and can be made on the basis of either actual use or intention to use a trademark in the future. Once granted, a trademark registration is valid for 10 years unless cancelled, subsequent to which, it can be renewed. If not renewed, the mark lapses and the registration are required to be restored. Further, pursuant to the notification of the Trademarks (Amendment) Act, 2010 ("Trademark Amendment Act") simultaneous protection of trademarks in India and other countries has been made available to owners of Indian and foreign trademarks. The Trademark Amendment Act also seeks to simplify the law relating to transfer of ownership of trademarks by assignment or transmission and to conform Indian trademark law to international practice.

The Copyright Act, 1957 and the Copyright Rules, 2013 (the "Copyright Rules")

The Copyright Laws governs copyright protection in India. Even while copyright registration is not a prerequisite for acquiring or enforcing a copyright in an otherwise copyrightable work, registration under the Copyright Laws acts as prima facie evidence of the particulars entered therein and helps expedite infringement proceedings and reduce delay caused due to evidentiary considerations. The Copyright Laws prescribe a fine, imprisonment or both for violations, with enhanced penalty on second or subsequent convictions.

The Patents Act 1970 (the "Patents Act")

The Patents Act governs the patent regime in India. A patent under the Patents Act is an intellectual property right relating to inventions and grant of exclusive right, for limited period, provided by the Government to the patentee, in exchange of full disclosure of his invention, for excluding others from making, using, selling and importing the patented product or process or produce that product. Being a signatory to the Agreement on Trade Related Aspects of Intellectual Property Rights, India is required to recognize product patents as well as process patents. In addition to the broad requirement that an invention must satisfy the requirements of novelty, utility and non-obviousness in order for it to avail patent protection, the Patents Act further provides that patent protection may not be granted to certain specified types of inventions and materials even if they satisfy the above criteria.

Regulations regarding foreign investment

Foreign Exchange Management Act, 1999 ("FEMA")

Foreign investment in Indian securities is governed by the provisions of the Foreign Exchange Management Act, 1999 ("**FEMA**") read with the applicable FEMA rules. FEMA replaced the erstwhile Foreign Exchange Regulation Act, 1973. Foreign investment is permitted (except in the prohibited sectors) in Indian companies, either through the automatic route or the government approval route, depending upon the sector in which foreign investment is sought to be made.

Foreign Investment and Trade Regulations

Foreign Investment Regulations

Foreign investment in India is governed by the provisions of Foreign Exchange Management Act, 1999, as amended, along with the rules, regulations and notifications made by the Reserve Bank of India thereunder, and the consolidated foreign direct investment policy ("**FDI Policy**"), effective from October 15, 2020, issued by the Department for Promotion of Industry and Internal Trade ("**DPIIT**"), and any modifications thereto or substitutions thereof, issued from time to time (the "**Consolidated FDI Policy**"). Under the current Consolidated FDI Policy, foreign investment in manufacturing sector is under automatic route. Further, a manufacturer is permitted to sell its products manufactured in India through wholesale and/or retail, including through ecommerce, without Government approval.

Foreign Trade (Development and Regulation) Act, 1992 (the "FTA")

The FTA seeks to provide for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India. The FTA provides that no person shall make any import or export except under an importer-exporter code number ("**IEC**") granted by the Director General of Foreign Trade, Ministry of Commerce ("**DGFT**"). The IEC granted to any person may be suspended or cancelled *inter alia* in case the person contravenes any of the provisions of FTA or any rules or orders made thereunder or the DGFT or any other officer authorized by him has reason to believe that any person has made an export or import in a manner prejudicial to the trade relations of India. Any person who makes any export or import in contravention of any provision of this Act or any rules or orders made thereunder, or the foreign trade policy would become liable to a penalty under the FTA.

Laws Relating to Taxation

The Goods and Services Tax ("**GST**") is levied on supply of goods or services or both jointly by the Central Government and State Governments. GST provides for imposition of tax on the supply of goods or services and will be levied by the Central Government and by the State Government including union territories on intra-state supply of goods or services. Further, Central Government levies GST on the inter-state supply of goods or services. The GST is enforced through various acts viz. Central Goods and Services Act, 2017 ("**CGST**"), relevant state's Goods and Services Act, 2017 ("**SGST**"), Union Territory Goods and Services Act, 2017 ("**UTGST**"), Integrated Goods and Services Act, 2017 ("**IGST**"), Goods and Services (Compensation to States) Act, 2017 and various rules made thereunder.

Further, the Income-tax Act, 1961 (the "**Income Tax Act**") is applicable to every company, whether domestic or foreign whose income is taxable under the provisions of the Income Tax Act or rules made there under depending upon its "Residential Status" and "Type of Income" involved. The Income Tax Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every comany assessable to income tax under the Income Tax Act is required to comply with the provisions thereof, including those relating to tax deduction at source, advance tax, minimum alternative tax, etc. In 2019, the Government has also passed an amendment act pursuant to which concessional rates of tax are offered to a few domestic companies and new manufacturing companies.

Under the Customs Act, 1962 the Central Government has the power to prohibit either absolutely or subject to such conditions, the import or export of goods of any specified description. Further, the Central Government may specify goods of such class or description, if it is satisfied that it is necessary to take special measures for the purpose of checking the illegal import, circulation or disposal of such goods.

Other applicable laws

In addition to the above, our Company is also required to comply with the Companies Act, 2013 and rules framed thereunder, the Competition Act, 2002 and other applicable statutes imposed by the Centre or the State Government and authorities for our day-to-day business and operations.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was incorporated as Viney Auto Private Limited at New Delhi as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated March 6, 1992, issued by the RoC. Subsequently, the name of our Company was changed to "Viney Corporation Private Limited" pursuant to a Board resolution dated October 19, 2010 and a special resolution passed in the extra-ordinary general meeting of the Shareholders held on November 26, 2010 and consequently a fresh certificate of incorporation dated February 23, 2011 was issued by the RoC to reflect the change in name. Thereafter, the name of our Company was changed to "Viney Corporation Limited" upon conversion to a public limited company pursuant to a Board resolution dated February 3, 2015 and a resolution passed in the extra-ordinary general meeting of the Shareholders held on February 4, 2015 and consequently a fresh certificate of incorporation dated February 21, 2015, was issued by the RoC. Thereafter, the name of our Company was changed to "Viney Corporation Private Limited" upon conversion to a private limited company pursuant to a resolution passed in the extra-ordinary general meeting of the Shareholders held on August 31, 2020 and an order from the Regional Director (Northern Region) , Ministry of Corporate Affairs, New Delhi dated November 5, 2020, consequently a fresh certificate of incorporation dated November 12, 2020, was issued by the RoC. Thereafter, the name of our Company was changed to "Viney Corporation Limited" upon conversion to a public limited company pursuant to a Board resolution dated July 12, 2024 and a resolution passed in the extra-ordinary general meeting of the Shareholders held on July 12, 2024 and consequently a fresh certificate of incorporation dated August 29, 2024, was issued by the RoC.

Changes in the Registered Office

Except as disclosed below, there has been no change in the registered office of our Company since the date of incorporation:

Date of change of registered office	Details of change in the registered office	Reasons for change in the registered office
November 15, 1994	The address of the Registered Office of our Company changed from "4127, Naya Bazar, New Delhi, 110006 to A-128, Wazirpur Industrial Area, Delhi, 110052"	For operational convenience as there was no activity being carried out of the previous Registered Office.
April 1, 1997	The address of the Registered Office of our Company changed from "A-128, Wazirpur Industrial Area, Delhi, 110052 to B-96, Wazirpur Industrial Area, Delhi, 100052"	For operational convenience
September 16, 2000	The address of the Registered Office of our Company changed from "B-96, Wazirpur Industrial Area, Delhi, 100052 to B-975, DSIDC, Narela Industrial Complex, Bhorgarh, Narela, Delhi, 110040"	For operational convenience
March 17, 2011	The address of the Registered Office of our Company changed from G-972, Narela, New Delhi, India, 110040 to G-1033-1034-1035, DSIDC, Narela Industrial Complex, Bhorgarh, Delhi, North Delhi, India, 110040.	For operational convenience
February 1, 2016	The address of the Registered Office of our Company changed from "G-1033-1034-1035, DSIDC, Narela Industrial Complex, Bhorgarh, Narela, Delhi, 110040 to B-172, Ground & 1st Floor, Lok Vihar, Pitampura, New Delhi, 110034"	For operational convenience
July 1, 2019	The address of the Registered Office of our Company changed from "B-172, Ground & 1st Floor, Lok Vihar, Pitampura, New Delhi, 110034 to E-872, First Floor, Saraswati Vihar, Pitampura, New Delhi, 110034"	For operational convenience
June 5, 2023	The address of the Registered Office of our Company changed from E-872, First Floor, Saraswati Vihar, Pitampura, New Delhi, 110034 to 35, Basement, Community Centre, Munirka Marg, Basant Lok, Vasant Vihar, New Delhi, 110057.	For operational convenience

Main objects of our Company

The main objects contained in our Memorandum of Association are as follows:

1. To carry on the business of manufacturing, buying, selling, reselling, sub-contracting, exchanging, hiring, altering, importing, exporting, improving, assembling, distributing, servicing, repairing and dealing in as original equipment manufacturers as also on a jobbing replacement parts, spare parts, accessories, tools, implements, and fittings of all kinds inclusive of all types of axles, and all relevant axle assembly, components, parts and motors, vehicles, trucks, tractors, motor lorries, motor-cycles, motors, clears, cycles. Scooters, buses, omnibuses and other vehicles and products of all descriptions whether propelled or used by means of petrol, spirit, steam, oil, vapour, gas, coal, electricity, petroleum, atoms or any other motive or mechanical power in India or elsewhere, and to carry on any other business manufacturing or otherwise, which is connected to the above;

2. To take-over the running business of a partnership form M/s Viney Industries with its assets, liabilities, trade rights, goodwill, privilege in part or full on the terms and conditions mutually agreed upon between partners and the Company. The firm shall cease to exist after such takeover.

3. To carry on the business of generating, accumulating, distributing and supplying solar energy for its own use or for sale to Governments, State Electricity Board, intermediaries in power transmission/distribution, companies, industrial units, or other types of users/consumers of energy.

The main objects as contained in our Memorandum of Association enable our Company to carry on the business presently being carried on by us.

Amendments to our Memorandum of Association in the last 10 years

The amendments to our Memorandum of Association in the last 10 years are set out below.

Date of Shareholders' resolution/ Effective Date	Details of the amendments
February 3, 2015	Clause I of the Memorandum of Association was amended to reflect the change in name of our Company from "Viney Corporation Private Limited" to "Viney Corporation Limited".
June 10, 2019	Clause III of the Memorandum of Association was amended to align it with the provisions of our Companies Act, 2013.
August 31, 2020	Clause I of the Memorandum of Association was amended to reflect the change in name of our Company from "Viney Corporation Limited" to "Viney Corporation Private Limited" pursuant to conversion from a public limited company to a private company.
November 23, 2020	Clause V of the Memorandum of Association was amended to reflect the re-consolidation and re-division of authorized share capital of the Company from ₹ 29,75,00,000 to ₹ 297,500,000 divided into 1,00,00,000 of Class A Equity Shares of face value of ₹10 each; 1,75,50,000 Class B Equity Shares of face value of ₹10 each and 22,00,000 Class C Equity Shares of ₹10 each.
June 23, 2023	Clause V of the Memorandum of Association was amended to reflect the reclassification of the authorised share capital of the Company in single class from ₹ 29,75,00,000 divided into 1,00,00,000 of Class A Equity Shares of face value of ₹10 each; 1,75,50,000 Class B Equity Shares of face value of ₹10 each and 22,00,000 Class C Equity Shares of ₹10 each to ₹ 29,75,00,000 divided into 2,97,50,000 Equity Shares of ₹10 each.
June 10, 2024	Clause V of the Memorandum of Association was amended to reflect the re-division of authorization of our Company from ₹ 29,75,00,000 divided into 2,97,50,000 Equity Shares of ₹10 each to ₹ 950,000,000 divided into 95,000,000 Equity Shares of face value of ₹ 10 each.
August 29, 2024	Clause I of the Memorandum of Association was amended to reflect the change in name of our Company from "Vinery Corporation Private Limited" to "Viney Corporation Limited" pursuant to the conversion from a private limited to public limited Company.
September 20, 2024	Clause V of the Memorandum of Association was amended to reflect the re-division of authorization of our Company from ₹ 950,000,000 divided into 95,000,000 Equity Shares of face value of ₹ 10 each into ₹ 1,100,000,000 divided into 110,000,000 Equity Shares of face value of ₹ 10 each.

Major events and milestones in the history of our Company

The table below sets forth the key events in the history of our Company:

Calendar Year	Particulars
2005	Commenced operations in Manesar
2007	Commenced operations in Pune
2009	Commenced plant operations in Rudrapur, Uttarakhand
2011	Acquired 70% shareholding in Vimercati S.p.A. (Subsidiary)
2012	Commenced operations in Kathua-I Plant
2013	Commenced operations in Hosur
2015	Acquired remaining 30% shareholding in Vimercati S.p.A. (Subsidiary)
	Commenced operation in Kundli
2020	Commenced operations in Kathua-II Plant
2021	New acquisitions in Europe of Progind SRL
2023	Viney de Mexico, one of our subsidiaries, was incorporated

Awards and Accreditations

Calendar Year	Particulars
2014	Received the "100 PPM" certificate pursuant to fulfilling the quality assurance compliance presented by Supplier Quality and supported by Hyundai Motor India Limited
2016	Received a certificate for winning second place in the Kaizen Internal Competition held by Minda Stoneridge Instruments Limited.

Calendar Year	Particulars
2022	Received an award from Spark Minda at the Quality month Celebration for "Tier 2 MACE VS – Aufit Green Category"
2023	Received a certificate of appreciation from Minda Instruments Limited in recognition for their effective implementation of MACE system
2023	Received an award for being a part of the supply chain transformation: cost and quality from Spark Minda.
2023	Received an award for exemplary Performance at the Supplier conference held in June, 2023
2023	Received a certificate of appreciation for exemplary performance and persistent efforts to achieve outstanding results at the Supplier conference 2023 hosted by Spark Minda
2024	Received an award of special appreciation for "Best case study presentation" at the 3rd Annual QC and Kaizen Competition hosted by Spark Minda

Corporate Profile of our Company

For details in relation to our corporate profile including details of our business, profile, activities, services, market, growth, competition, launch of key products, entry into new geographies or exit from existing markets, customers, technology, and managerial competence, see "*Our Business*", "*Our Management*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and "*Risk Factors*" beginning on pages 208, 243, 354, and 31, respectively.

Time and cost over-runs

Other than in the ordinary course of business, there have been no time and cost over-runs in respect business operations.

Defaults or re-scheduling, restructuring of borrowings with financial institutions/banks

No payment defaults or rescheduling have occurred in relation to any borrowings availed by our Company from any financial institutions or banks as on the date of this Draft Red Herring Prospectus.

Significant financial or strategic partners

As of the date of this Draft Red Herring Prospectus, our Company does not have any significant financial or strategic partners.

Launch of key products or services, entry into new geographies or exit from existing markets, capacity/ facility creation or location of plants

For details of key products or services launched by our Company, entry into new geographies or exit from existing markets, see "*Our Business*" and "- *Major events and milestones in the history of our Company*" on pages 208 and 232, respectively.

Details regarding material acquisitions or divestments of business/ undertakings, mergers, amalgamations or any revaluation of assets, in the last 10 years

Except as disclosed below, our Company has not made any material acquisitions or divestments of business or undertakings, mergers, amalgamations or any revaluation of assets in the last 10 years immediately preceding the date of this Draft Red Herring Prospectus:

Scheme of amalgamation of H.H. Auto Private Limited with our Company

The Hon'ble High Court of Delhi ("**Court**") through its order dated November 18, 2014, approved the scheme of amalgamation of H.H. Auto Private Limited ("**Transferor Company**") with our Company ("**Transferee Company**"). The Court in its order stated that the all the property, rights, powers of the Transferor Company shall be transferred to the Transferee Company in accordance with section 394(2) of the Companies Act, 1956. Further, all liabilities and duties of the Transferor Company (including pending legal proceedings) be transferred to and become the liabilities and duties of the Transferee Company. Also, pursuant to the scheme of amalgamation the Court ordered that 9,600 Equity Shares of the Transferee Company be issued for every 10 equity shares held by the shareholders of the Transferor Company. Our Company obtained a valuation report from P D M and Company, Chartered Accountants, dated November 30, 2013 in relation to the valuation of the equity shares of the Transferor Company.

Revaluation of assets of our Company

Our Company has obtained a valuation report dated October 26, 2023 from Sapient Services Private Limited, Chartered Engineers, Government Registered Valuers for the fair market valuation of its immovable properties owned in Manesar, Roorkee, Hosur, Kathua Jammu, Kundli, Pantnagar Pune and Gurgaon.

Holding Company

As on the date of this Draft Red Herring Prospectus, our Company does not have a holding company.

Our Subsidiary, Associates and Joint Ventures

Our Subsidiary

As on the date of this Draft Red Herring Prospectus, our Company has seven Subsidiaries. The details of our Subsidiaries are set out below:

1. Viney Auto Ancillary Private Limited

Corporate Information

Viney Auto Ancillary Private Limited was incorporated on January 4, 2023 as a private company limited under the Companies Act, 2013. The CIN of Viney Auto Ancillary Private Limited is U35999DL2023PTC40968. The registered office of Viney Auto Ancillary Private Limited is located at House No.872, Ground Floor, BLK-E, Saraswati Vihar, Pritampura, North-West Delhi, India-110034. Viney Auto Ancillary Private Limited is in the business of manufacturing, fabricating, assembling, buying, selling, importing, exporting, distributing and dealing in automobile parts.

Capital Structure

The authorized share capital of Viney Auto Ancillary Private Limited is ₹ 755,000,000 divided into 75,500,000 equity shares of face value of ₹10 each. Its issued, subscribed, and paid-up equity share capital is ₹ 755,000,000 divided into 75,500,000 equity shares of face value of ₹10 each.

Shareholding pattern

Equity shareholding of Viney Auto Ancillary Private Limited

Name of the shareholder	Number of equity shares of face value of ₹10 each	Percentage of the total shareholding (%)
Our Company	7,54,99,990	99.99%
Brijesh Aggarwal (*as a nominee of our Company*)	10	0.01%
Total	**7,55,00,000**	**100%**

Financial information

Particulars	For the financial years ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Equity share capital (in ₹ million)	755.00	0.20	-
Reserves (excluding revaluation reserve) (in ₹ million)	-	-	-
Sales (in ₹ million)	46.68	-	-
Earnings per share (basic) (in ₹)	(4.06)	(2.41)	-
Earnings per share (diluted) (in ₹)	(4.06)	(2.41)	-
Net asset value (in ₹ million)	1,317.95	0.15	-
Net asset value (Per Share in ₹)	17.46	7.59	-

2. Viney Corp. Middle East Limited

Corporate Information

Viney Corp. Middle East Limited was incorporated on October 15, 2014 as an offshore company with limited liability company under the Jebel Ali Free Zone Authority Offshore Companies Regulations, 2018. The registration number of Viney Corp. Middle East Limited is 168153. The registered office of Viney Corp. Middle East Limited is located at Office 106, the Binary, Al Abraj Street, Business Bay, P.O. Box 413383, Dubai, United Arab Emirates. Viney Corp. Middle East Limited is in the business of engaging, investing, establishing and developing commercial, industrial, agricultural projects.

Capital Structure

The authorized share capital of Viney Corp. Middle East Limited is AED 50,000 divided into 500 equity shares of face value of AED 100 each. Its issued, subscribed, and paid-up equity share capital is 50,000 divided into AED 500 equity shares of face value of AED 100 each.

Shareholding pattern

Equity shareholding of Viney Corp. *Middle East Limited*

Name of the shareholder	Number of equity shares of face value of AED 100 each	Percentage of the total shareholding (%)
Our Company	500	100
Total	**500**	**100**

Financial information

Particulars	For the financial years ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Equity share capital (in AED/million)	0.05	0.05	0.05
Reserves (excluding revaluation reserve) (in AED/million)	-	-	-
Sales (in AED/million)	-	-	-
Earnings per share (basic) (in AED)	(773.39)	(449.27)	(968.25)
Earnings per share (diluted) (in AED)	(773.39)	(449.27)	(968.25)
Net asset value (in AED/ million)	(2.53)	(2.14)	(1.92)
Net asset value (Per Share in AED)	(5,062.43)	(4,289.04)	(3,839.76)

3. Vimercati S.p.A

Corporate Information

Vimercati S.p.A was incorporated on November 21, 2007 as a private company limited under the laws of Italy. The company registration number of Vimercati S.p.A. is MI-1861504. The registered office of Vimercati S.p.A. is located at Via Vincenzo Monti, No. 38, Pero (MI). Vimercati S.p.A is in the business of engaging in mechanical, electromechanical, and electronic activities, as well as manufacturing industrial products, both independently and on behalf of third parties.

Capital Structure

Its share capital is Euro 8,291,111 divided into 8,291,111 equity shares of face value of Euro 1.00 each.

Shareholding pattern

Name of the shareholder	Number of shares	Percentage of the total shareholding (%)
Viney Auto Ancillary Private Limited	8,291,111	100.00
Total	**8,291,111**	**100.00**

Financial information

Particulars	For the financial years ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Equity share capital (in EURO/million)	8.29	8.29	8.29
Reserves (excluding revaluation reserve) (in EURO/million)	9.46	7.96	7.69
Sales (in EURO/million)	86.89	78.17	73.74
Earnings per share (basic) (in EURO)	0.18	0.19	0.15
Earnings per share (diluted) (in EURO)	0.18	0.19	0.15
Net asset value (in EURO/million)	19.30	17.80	19.30
Net asset value (Per Share in EURO)	2.33	2.15	2.33

4. Vimercati East Europe SRL

Corporate Information

Vimercati East Europe SRL was incorporated on December 12, 2007 as a limited liability company under the laws of Romania. The company registration number of Vimercati East Europe S.R.L. is J4/2165/2007. The registered office and principle place of business of Vimercati East Europe SRL is located at Hemeiuş, 100 Gării Street, Buildings C1-C15-C17-C18, Bacău county, Romania. Vimercati East Europe SRL is currently engaged in the business of manufacture of other parts and accessories for motor vehicles (NACE Code 2932).

Capital Structure

Its share capital is RON 4,129,960 divided into 412,996 equity shares of face value of RON 10 each.

Shareholding pattern

Name of the shareholder	Number of shares	Percentage of the total issued and subscribed capital (on a fully diluted basis) (%)
Vimercati S.p.A (Italy)	412,996	100
Total	**412,996**	**100**

Financial information

Particulars	For the financial years ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Equity share capital (in RON/million)	4.13	4.13	4.13
Reserves (excluding revaluation reserve) (in RON/million)	66.19	68.19	52.63
Sales (in RON/million)	346.81	326.63	299.30
Earnings per share (basic) (in RON)	38.05	47.66	104.13
Earnings per share (diluted) (in RON)	38.05	47.66	104.13
Net asset value (in RON/million)	70.32	72.32	56.76
Net asset value (Per Share in RON)	170.27	175.11	137.43

5. Progind SRL

Corporate Information

Progind SRL was incorporated on June 26, 1997 under the laws of Italy. The Company's registration number is TO-886835. The registered office of Progind SRL is located at Strada Tomboleto, no. 1. Progind SRL is in the business of design and production of molding plastic parts and other metal parts.

Capital Structure

Its share capital is Euro 99,000 divided into 1 quota having face value of Euro 99,000 each.

Shareholding pattern

Name of the shareholder	Number of quotas (1 quota having aggregate nominal value of Euro 99,000 each)	Percentage of the total shareholding (%)
Vimercati S.p.A.	1	100
Total	**1**	**100**

Financial information

Particulars	For the financial years ended

	March 31, 2024	March 31, 2023	March 31, 2022
Equity share capital (in EURO/million)	0.10	0.10	0.10
Reserves (excluding revaluation reserve) (in EURO/million)	0.49	0.41	1.05
Sales (in EURO/million)	10.69	9.94	12.81
Earnings per share (basic) (in EURO)	(4.08)	(6.60)	(6.28)
Earnings per share (diluted) (in EURO)	(4.08)	(6.60)	(6.28)
Net asset value (in EURO/million)	0.60	0.51	1.15
Net asset value (Per Share in EURO)	5.99	5.15	11.58

6. Viney Corp. East Europe SRL

Corporate Information

Viney Corp. East Europe SRL was incorporated on January 20, 2015 as limited liability company limited under the laws of Romania. The company registration number of Viney Corp. East Europe S.R.L. is J4/68/2015. The registered office and principal place of business of Viney Corp. East Europe S.R.L. is located at 05 Calea Romanului Street, Bacău, Bacău county, Romania. Viney Corp. East Europe S.R.L. is currently engaged in the business of manufacture of other plastic products (NACE Code 2229).

Capital Structure

Its equity share capital is RON 770,000 divided into 77,000 equity shares of face value of RON 10 each.

Shareholding pattern

Name of the shareholder	Number of shares	Percentage of the total shareholding (%)
Viney Corp. Middle East Limited (United Arab Emirates)	76,230	99
Thomas Johny (Indian citizen)	770	1
Total	**77,000**	**100**

Financial information

Particulars	For the financial years ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Equity share capital (in RON/million)	0.77	0.77	0.77
Reserves (excluding revaluation reserve) (in RON/million)	9.91	7.03	4.66
Sales (in RON/million)	17.24	9.70	9.60
Earnings per share (basic) (in RON)	37.39	30.59	29.99
Earnings per share (diluted) (in RON)	37.39	30.59	29.99
Net asset value (in RON/million)	10.68	7.80	5.45
Net asset value (Per Share in RON)	138.78	101.34	70.47

7. Vimercati Viney Do Mexico S De Rl De Cv

Corporate Information

Vimercati Viney de Mexico was incorporated on May 18, 2023 as Vimercati Viney Do Mexico Sociedad De Responsabilidad Limitada De Capital Variable under the laws of Republic of Mexico, Gobierno de Nuevo Leon. The company registration number of 7. Vimercati Viney Do Mexico S De Rl De Cv is N-2023042337. The registered office and principle place of business of Vimercati Viney Do Mexico S De Rl De Cv is located at Monterrey, Nuevo Leon, Mexico. It is currently engaged in the business of automotive mechatronics components.

Capital Structure

The authorized share capital of Vimercati Viney Do Mexico S De Rl De Cv is 3,000 MXP (Mexican Pesos) divided into 3,000 shares of face value of 1 MXP each. Its issued, subscribed, and paid-up equity share capital is 3,000 MXP divided into 3,000 shares of face value of 1 MXP each.

Shareholding pattern

Name of the shareholder	Number of shares	Percentage of the total shareholding (%)
Vimercati S.p.A.	2,970	99
Progind SRL	30	1
Total	**3,000**	**100**

Financial information

Particulars	For the financial years ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Equity share capital (in MXP)	3,000	-	-
Reserves (excluding revaluation reserve) (in MXP)	-	-	-
Sales (in MXP)	-	-	-
Earnings per share (basic) (in MXP)	-	-	-
Earnings per share (diluted) (in MXP)	-	-	-
Net asset value (in MXP)	3,000	-	-
Net asset value (Per Share in MXP)	1	-	-

Joint Ventures

As on the date of this Draft Red Herring Prospectus, our Company does not have any joint ventures.

Associates

Except as disclosed below, as on the date of this Draft Red Herring Prospectus, our Company has no associates:

1. Uravi T and Wedge Lamps Limited

Corporate Information

Uravi T and Wedge Lamps Limited was incorporated as a Private Limited company on April 19, 2004 under the Companies Act, 1956 as a company limited by shares pursuant to a certificate of incorporation issued by the Registrar of Companies, Maharashtra at Mumbai. Subsequently, the name of our company was changed to "Uravi T and Wedge Lamps Limited" upon conversion to a public limited company and consequently a fresh certificate of incorporation dated January 16, 2018, was issued by the RoC, Maharashtra at Mumbai. The registered office of Uravi T and Wedge Lamps Limited is located at 329, Avior, Nirmal Galaxy, L.B.S Marg, Mukund West, Mumbai- 400 080. Its CIN is L31500MH2004PLC145760.

Capital Structure

The authorized share capital of Uravi T and Wedge Lamps Limited is ₹ 150,000,000 divided into 15,000,000 equity shares of ₹ 10 each and its issued, subscribed, and paid-up equity share capital is ₹ 110,000,000 divided into 11,000,000 equity shares of face value of ₹ 10 each.

Shareholding pattern

Equity shareholding of Uravi T and Wedge Lamps Limited:

Name of the shareholder	Number of Equity shares of face value of ₹ 10 each	Percentage of the total shareholding (%)
Public	3,000,000	27.27
Promoter and Promoter Group	2,743,200	24.93
Other Promoter and Promoter Group	5,256,800	47.79
Total	**11,000,000**	**100.00**

Accumulated profits or losses

As on the date of this Draft Red Herring Prospectus, there are no accumulated profits or losses of our Subsidiary that have not been accounted for or consolidated by our Company in the Restated Consolidated Financial Information.

Common pursuits

Other than Viney Auto Ancillary Private Limited, Vimercati S.p.A, Vimercati East Europe SRL and Vimercati Viney Do Mexico S De Rl De Cv, which have common pursuits with our Company since they operation in the automotive manufacturing industry, there are no Subsidiaries which have common pursuits with our Company as on the date of this Draft Red Herring Prospectus. Our Company ensures necessary procedure and practices as permitted by laws and regulatory guidelines to address any conflict situations as and when they arise. Our Company has not encountered any instances of conflict in the past.

Business interest between our Company and our Subsidiaries

None of our Subsidiaries have any business interest in our Company other than as stated in *"Our Business"* and "*Restated Consolidated Financial Information - Related Party Transactions – Note 37*", on pages 208 and 333 respectively.

Listing

None of our Subsidiaries are listed on any stock exchange in India or abroad. Further, neither have any of our Subsidiaries been refused listing in the last ten years by any stock exchange in India or abroad, nor have any of our Subsidiaries failed to meet the listing requirements of 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-à-vis our Company.

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 Offer:

1. ***Debenture Trust Deed entered between our Company, VL-Auto Ancillary Private Limited (the "Promoter HoldCo"), Viney Auto Ancillary Private Limited (the "Intermediate HoldCo"), Brijesh Aggarwal (the "Individual Promoter") and Vistra ICTL (India) Limited dated June 22, 2023, in respect of issuance of optionally convertible debentures aggregating to ₹ 200 million (the "Debenture Trust Deed 1")***.

   The Board of Directors and Shareholders of our Company pursuant to their resolution dated May 23, 2023, approved the issuance of 200 unrated, unlisted, secured, redeemable optionally-convertible debentures each having a face value of ₹ 1 million on a private placement basis in accordance with Section 42 and Section 62 of the Companies Act, 2013. Subsequently, pursuant to the Debenture Trust Deed 1, our Company issued 200 unrated, unlisted, secured, redeemable optionally-convertible debentures each having a face value of ₹ 1 million on a private placement basis. The terms governing the debentures impose certain obligations on our Company, some of these obligations *inter alia* include obtaining prior consent for, making any changes to the constitutional documents of our Company, changing the composition of the board of directors of our Company, altering the shareholding pattern of our Company and any further issuance of shares by our Company.

   Subsequently, on March 28, 2024, first amendment deed to the Debenture Trust Deed 1 was entered between our Company, Promoter HoldCo, Intermediate HoldCo, Individual Promoter and Vistra ICTL (India) Limited, pursuant to which the coupon rate was modified to 19% per annum, compounded annually.

2. ***Second amendment deed to the Debenture Trust Deed 1 entered between our Company and VL-Auto Ancillary Private Limited (the "Promoter HoldCo"), Viney Auto Ancillary Private Limited (the "Intermediate HoldCo"), Brijesh Aggarwal (the "Individual Promoter") and Vistra ICTL (India) Limited dated September 9, 2024 ("Second Amendment Deed").***

   Pursuant to the second amendment deed the nature of ₹ 200 million optionally convertible debentures was changed to unrated, unlisted, secured, redeemable non-convertible debentures. All rights in connection with conversion of the optionally convertible instrument were omitted. As per the Second Amendment Deed, the debenture holders are entitled (a) to an internal rate of return of 62.5% in the event of the initial public offering of our Company or strategic sale and the debentures are being redeemed after such event; or (b) to an internal rate of return of 23% if the debenture holders exercise a put option; or (c) to an internal rate of return of 25% if the debentures are redeemed after the final redemption date (irrespective of whether this is pursuant to the occurrence of an initial public offering of our Company or strategic sale); or (d) to an internal rate of return of 22% in all other events not provided under (a), (b) or (c) above.

   Further, Vistra ITCL (India) Limited has pursuant to its letter dated September 19, 2024, released the pledge on 19,198,688 Equity Shares held by Brijesh Aggarwal to ensure compliance with Regulation 14 of SEBI ICDR Regulations.

3. ***Debenture Trust Deed entered between our Company, VL-Auto Ancillary Private Limited (the "Promoter HoldCo"), Viney Auto Ancillary Private Limited (the "Intermediate HoldCo"), Brijesh Aggarwal (the "Individual Promoter") and Vistra ICTL (India) Limited dated June 2, 2023, in respect of issuance of non- convertible debentures aggregating to ₹ 3,800 million (the "Debenture Trust Deed 2")***.

The Board of Directors and Shareholders of Promoter HoldCo pursuant to their resolution dated May 23, 2023, approved the issuance of 3,800 unrated, unlisted, secured, redeemable non-convertible debentures each having a face value of ₹ 1 million on a private placement basis in accordance with Section 42 and Section 62 of the Companies Act, 2013. Subsequently, pursuant to the Debenture Trust Deed 2, the Promoter HoldCo issued 3,800 unrated, unlisted, secured, redeemable non-convertible debentures each having a face value of ₹ 1 million on a private placement basis.

4. ***Debenture Trust Deed entered between our Company, VL-Auto Ancillary Private Limited (the "Promoter HoldCo"), Viney Auto Ancillary Private Limited (the "Intermediate HoldCo"), Brijesh Aggarwal (the "Individual Promoter") and Vistra ICTL (India) Limited dated June 2, 2023, in respect of issuance of non- convertible debentures aggregating to ₹ 500 million (the "Debenture Trust Deed 3")***.

The Board of Directors and Shareholders of Intermediate HoldCo pursuant to their resolution dated May 23, 2023, approved the issuance of 500 unrated, unlisted, secured, redeemable non-convertible debentures each having a face value of ₹ 1 million on a private placement basis in accordance with Section 42 and Section 62 of the Companies Act, 2013. Subsequently, pursuant to the Debenture Trust Deed 3, the Intermediate HoldCo issued 500 unrated, unlisted, secured, redeemable non-convertible debentures each having a face value of ₹ 1 million on a private placement basis.

5. ***Share Purchase Agreement (the "SPA") entered into amongst Synergy Metals Investments Holding Limited (the "Seller"), VL-Auto Ancillary Limited ("Purchaser 1"), our Company and Brijesh Aggarwal ("Purchaser 2") (collectively referred to as the "Purchasers") dated June 5, 2023 to record the terms and conditions of the sale of Class A Equity Shares of the Company.***

On June 5, 2023, our Company, Purchaser 1, Purchaser 2 and Synergy Metals Investments Holding Limited entered into the SPA. Pursuant to the SPA, 9,198,410 fully paid-up class A Equity Shares having a face value of ₹ 10 each and 3,697 fully paid-up class A Equity Shares having a face value of ₹ 10 each, of our Company were sold to Purchase 1 and Purchaser 2, respectively, by the Seller. The SPA was amended vide letter agreement dated June 14, 2023, pursuant to which clause 8.1(b) of the SPA was amended to extend the consummation date from June 15, 2023, to June 30, 2023.

6. ***Sale and purchase agreement dated April 28, 2011 entered between our Company and Aldo Bianchi Vimercati***

Pursuant to the sale and purchase agreement dated April 28, 2011 (the "**SPA**"), between our Company (the "**Purchaser**") and Aldo Bianchi Vimercati (the "**Seller**"), seller agreed to transfer 50,803,778 of A-Shares aggregating to 70% of the Vimercati S.p.A (the "**Entity**") corporate capital ("**C-Shares**") to Purchaser. Seller undertook to sell the C-shares, free and clear of all encumbrances, save for the permitted encumbrances for a total consideration of Euro 5.6 million. The C-shares shall be transferred with effect from the closing date with all relating rights and entitlements. Seller and Purchaser also entered into a shareholder's agreement dated April 28, 2011 (the "**SHA**") setting out the rights and obligations of the Seller and Purchaser in relation to C-Shares.

7. ***Sale and purchase agreement dated December 23, 2014 entered between our Company and Aldo Bianchi Vimercati***

Pursuant to the sale and purchase agreement dated December 23, 2014 (the "**Final Agreement**"), between our Company (the "**Purchaser**") and Aldo Bianchi Vimercati (the "**Seller**"), Purchaser and the Seller recorded the terms and conditions of exercise of the call option on the outstanding equity interest in the Vimercati S.p.A. (the "**Entity**").

On November 8, 2011, Purchaser and Seller had entered into a put and call agreement (the "**Put and Call Agreement**"), pursuant to which put and call option was granted for the sale and purchase of the outstanding 30% equity interest held by Seller in the Entity. Parties agreed to enter into the Final Agreement for exercise of call option by Purchaser for consideration of Euro 1.95 million. Further, purchase consideration was to be increased to Euro 2.75 million subject to satisfaction of certain conditions such as Seller tendering resignation as a director and executive of the Company.

Agreements with Key Managerial Personnel, Senior Management, Directors, Promoters, or any other employee

There are no agreements entered into by our Promoters, Key Managerial Personnel, Senior Managerial Personnel or Directors or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

Other agreements

Other than as disclosed under "*History and Certain Other Corporate Matters – Shareholders' agreements and other agreements*" on page 240, we confirm that there are no other inter-se agreements between our Company, Shareholders, Promoters, shareholders' agreements or other agreements of a like nature, in relation to the securities of our Company, comprising material clauses / covenants that are required to be disclosed in this Draft Red Herring Prospectus or containing clauses / covenants that are adverse / prejudicial to the interest of public shareholders.

Guarantee given by the Promoters participating in the Offer for Sale

Except as stated below, as on the date of this Draft Red Herring Prospectus, no guarantee has been issued by our Promoters offering their Equity Shares in the Offer for Sale to third parties:

Our Promoter, Brijesh Aggarwal has provided a personal guarantees in favour of Vistra ITCL (India) Limited via deeds of personal guarantee dated June 2, 2023 and June 22, 2023, respectively. Details of the guarantees are disclosed as below:

S. No	Nature of Guarantee	Party name for which guarantee given	Party name in favour guarantee given	Amount (₹ in million)	Period of guarantee
1	Personal Guarantee	Viney Corporation Private Limited	IndusInd Bank Limited HDFC Bank Limited Axis Bank Limited	2,380.47	Up to the date of Bank Facilities availed by the Company
2	Personal Guarantee	Uravi T Wedge Lamps Ltd	Axis Bank Limited	231.00	Up to the date of Bank Facilities availed by the Company
3.	Personal Guarantee for Home Loan	Self (Home Loan)	HDFC Bank	357.90	Up to the date of Housing Loan availed
4.	Personal Guarantee	Viney Corporation Private Limited	Vistra (ITCL) India Ltd	200.00	42 Months
5.	Personal Guarantee	Viney Auto Ancillary Private Limited	Vistra (ITCL) India Ltd	500.00	42 Months
6.	Personal Guarantee	VL-Auto Ancillary Private Limited	Vistra (ITCL) India Ltd	3,800.00	42 Months

Our Corporate Promoter, VL-Auto Ancillary Private Limited, has provided a corporate guarantee in favour of Vistra ITCL (India) Limited via a deed of corporate guarantee dated June 2, 2023. Details of the guarantees are disclosed as below:

S. No	Nature of Guarantee	Party name for which guarantee given	Party name in favour guarantee given	Amount (₹ in million)	Period of guarantee	Number of Equity Shares Pledged of Issuer	% of Equity Share Capital of our Company
1.	Corporate Guarantee	Viney Corporation Private Limited	Vistra (ITCL) India Ltd	200.00	42 Months	84,62,390	45.99
2.	Corporate Guarantee	Viney Auto Ancillary Private Limited	Vistra (ITCL) India Ltd	500.00	42 Months	84,62,390	45.99
3.	Corporate Guarantee	Self	Vistra (ITCL) India Ltd	3800.00	42 Months	84,62,390	45.99

The guarantees set out above have been issued as security in connection with the facilities availed by our Company, Corporate Promoter and Viney Auto Ancillary Private Limited, Indian subsidiary, as applicable. Pursuant to the terms of the guarantees, the obligations of our Promoters include repayment of the guaranteed sum in case of default by the respective borrowers. The financial implications in case of default by the borrower are that the lender would be entitled to invoke the guarantees to the extent of the outstanding loan amount, together with any interests, costs or charges due to the respective lenders. The guarantees are effective for a period until the underlying loan is repaid in full by the respective borrower. Any default or failure by our Company or Corporate Promoter or Viney Auto Ancillary Private Limited, Indian subsidiary or the relevant borrower entity to repay the loans in a timely manner, or at all, could trigger repayment obligations on the part of our Promoters. No consideration has been paid or is payable to our Promoters for providing these guarantees. The borrowings are typically secured by immovable property, movable fixed assets and current assets.

OUR MANAGEMENT

Board of Directors

In terms of our Articles of Association, our Company is required to have a minimum of three Directors and a maximum of 15 Directors. As on the date of this Draft Red Herring Prospectus, our Board comprises six Directors, including our Managing Director, one Non-Executive Director and four Independent Directors (including one woman Independent Director).

The details regarding our Board as on the date of this Draft Red Herring Prospectus are set forth below:

S. No.	Name, DIN, designation, term, period of directorship, address, occupation, date of birth and age	Other Directorships
1.	**Brijesh Aggarwal** **Designation:** Managing Director **Term:** For a period of 5 years, with effect from July 8, 2020 and liable to retire by rotation* **Period of directorship:** Since April 1, 2004 **Address:** 502A, Tower-5, DLF The Camelias, DLF-5, Glof Links, Gurugram, Haryana - 122009 **Occupation:** Business **Date of Birth:** November 27, 1975 **DIN:** 00511293 **Age:** 49	**Indian Companies** 1. Uravi T and Wedge Lamps Limited 2. AAA Construction Private Limited 3. Jugal Kishore Associates Private Limited 4. VL-Auto Ancillary Private Limited 5. Viney Auto Ancillary Private Limited **Foreign Companies** 1. Vimercati S.p.A 2. Progind SRL
2.	**Akash Garg** **Designation:** Non-Executive Director **Term:** Liable to retire by rotation **Period of directorship:** Since March 22, 2024 **Address:** 16, Balsamand Road, Navjyoti Gas Service, Bahamasha Nagar, Hisar, Haryana-1225001, India **Occupation:** Business **Date of Birth:** June 16, 1992 **DIN:** 10530706 **Age:** 32	**Indian Companies** Nil **Foreign Companies** Nil
3.	**Neeraj Bansal** **Designation:** Independent Director **Term:** For a period of five years with effect from September 20, 2024 **Period of directorship:** Since September 20, 2024 **Address:** F-1102, The Vilas, Akashneem Marg, Near Sikanderpur Metro Station, Sector-25, DLF Phase-2, Sikanderpur Ghosi (68), Gurgaon, Haryana- 122002 **Occupation:** Business	**Indian Companies** Nil **Foreign Companies** 1. Vimercati S.p.A

S. No.	Name, DIN, designation, term, period of directorship, address, occupation, date of birth and age	Other Directorships
	Date of Birth: July 7, 1973 **DIN:** 07583026 **Age:** 51	
4.	**Manisha Lahoti** **Designation:** Independent Director **Term:** 5 years with effect from July 12, 2024 **Period of directorship:** Since July 12, 2024 **Address:** 572, 2nd Floor, Sector-5, Vaishali, Vasundhra, Ghaziabad, Uttar Pradesh, 201012 **Occupation:** Business **Date of Birth:** February 22, 1988 **DIN:** 07582474 **Age:** 36	**Indian Companies** 1. Viney Auto Ancillary Private Limited **Foreign Companies** Nil
5.	**Dinesh Chopra** **Designation:** Independent Director **Term:** For a period of five years with effect from September 20, 2024 **Period of directorship:** Since September 20, 2024 **Address:** House No. 20, Road No 29, Punjabi Bagh Extension, Punjabi Bagh, West Delhi, Delhi 110026 **Occupation:** Business **Date of Birth:** October 31, 1960 **DIN:** 07357688 **Age:** 64	**Indian Companies** 1. Neochem Technologies Private Limited **Foreign Companies** 1. Vimercati East Europe SRL

* *Our Board and the Shareholders' at their meeting each held on September 29, 2024 approved the re-appointment of Brijesh Aggarwal as the Managing Director of our Company for a period of five years with effect from July 7, 2025 and liable to retire by rotation.*

Brief Biographies of Directors

Brijesh Aggarwal is a Managing Director of our Company. He holds a bachelor's degree in commerce from University of Delhi. He has been associated with the Company since April 1, 2004. He has 20 years of experience in the automotive manufacturing industry. He is responsible for managing the operations of our Company in Europe and India, taking strategical decisions for expansion of our Company and for managing the client relationships in India. He is also associated with VL – Auto Ancillary Private Limited and Viney Auto Ancillary Private Limited.

Akash Garg is a Non-Executive Director of our Company. He holds a bachelors degree in commerce from Kurukshetra University, Kurukshetra. He has been associated with the Company since March 22, 2024. He has been involved for 11 years in various businesses owned by his family in manufacturing of oil.

Neeraj Bansal is an Independent Director of our Company. He holds a bachelor's degree in arts from Kurukshetra University, Kurukshetra and a master's degree in business administration from Copenhagen Business School. He also holds a certificate for completion of course from Duke Corporate Education in association with Google Business Academy. He has been associated with the Company since 2024. He has 11 years of experience in business development and sales management. He has previously worked at Adknowledge Asia Pacific (India) Private Limited, DHL eCommerce (India) LLP, Ericsson Communications Private Limited, Google Ireland Limited, IgniteWorld Private Limited (*formerly called BSB Portal Limited*), Reliance Jio Infocomm Limited, Siemens Limited, Sony Ericsson Mobile Communications Management Limited and Wingcopter GmbH. He is also a founder of Marsastro Tech Intelligence Private Limited.

Manisha Lahoti is an Independent Director of our Company. She holds a bachelor's degree in commerce from Maharshi Dayanand Saraswati University, a post graduate diploma in business administration from Symbiosis Centre for Distance Learning. She is a member of the Institute of Chartered Accountant of India since 2013. She has 11 years of experience as a professional chartered accountant. She has been associated with the Company since July 12, 2024. She is currently a partner at B.R. Maheswari & Co, LLP. She has been a partner at B.R. Maheshwari & Co, LLP since 2015.

Dinesh Chopra is an Independent Director of our Company. He holds a degree in Bachelor of Science from University of Delhi, a Bachelor of Science Technology (Textile Chemistry) from University Department of Chemical Technology, University of Bombay, a diploma in Marketing and Sales Management from Bhartiya Vidya Bhavan and a post graduate diploma in business management from Y.M.C.A, Institute of Management Studies. He has 37 years of experience in marketing and sales management. He has been associated with the Company since 2024. He has previously worked at BASF Asia Pacific (India) Private Limited, Neochem Technologies Private Limited, Engelhard Asia Pacific Enterprises (India) Private Limited, Honeywell International (India) Private Limited, ICI India Limited, Mafatlal Dyes and Chemicals Limited, The Hindoostan Spinning and Weaving Mills Limited and Vam Organic Chemicals Limited. He has been a partner at M/s. D R Enterprises since June 9, 2017.

Relationship between our Directors and Key Managerial Personnel and Senior Management

None of our Directors are related to each other or to any of the Key Managerial Personnel or Senior Management.

Confirmations

None of our Directors is, or was, a director of any listed company during the last five years preceding the date of this Draft Red Herring Prospectus, whose shares have been, or were suspended from being traded on any of the stock exchanges during the term of their directorship in such company.

No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our Directors or to the firms or companies in which they are interested by any person either to induce them to become or to help them qualify as a Director, or otherwise for services rendered by them or by the firm or company in which they are interested, in connection with the promotion or formation of our Company.

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.

None of our Directors have any interest in any property purchased or acquired in the three years preceding the date of this Draft Red Herring Prospectus or proposed to be purchased or acquired by our Company or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

Terms of Appointment of our Executive Directors

Brijesh Aggarwal– Managing Director

Our Board at their meeting held on May 9, 2020 and a shareholders' meeting held on September 25, 2020, approved the re-appointment of Brijesh Aggarwal as the Managing Director of our Company for a period of five years with effect from July 8, 2020. Our Board, thereafter, at their meeting held on September 29, 2024 approved the re-appointment of Brijesh Aggarwal as the Managing Director of our Company for a period of five years with effect from July 7, 2025. The Shareholders at their meeting held on September 29, 2024, approved the re-appointment of Brijesh Aggarwal for a term of 5 years with effect from July 8, 2025.

The details of remuneration payable to Brijesh Aggarwal with effect from October 1, 2024, as per the Board resolution dated September 29, 2024 and the Shareholders' resolution dated September 29, 2024 is provided below:

Particulars	Description
Remuneration Details	
Salary	₹ 2.00 million per month*
Perquisites and allowances	- rent free accommodation or in case of residence owned by the director, payment/reimbursement of monthly society bill; - payment /reimbursement of expenditure on gas, electricity, water, telephone, furnishing at residence

Particulars	Description
	- payment/reimbursement of medical/hospitalization expenses for self and family members, furnishing, payment of premium on personal accident and health insurance, club fees. - reimbursement/payment of expenditure pertaining to education of children of the Director - such other perquisites as may be approved by the Board or Nomination and Remuneration Committee of Directors (if any), from time to time. - contribution to the provident fund, superannuation or annuity fund, gratuity payable and encashment of leave, as per the rules of the Company - provision of company maintained car(s) for official use; and - perquisites shall be valued as per income tax rules.

this is subject to an annual increment as may be decided by the Board and is subject to tax deductions

Payment or benefit to Directors of our Company

Details of the sitting fees or other remuneration paid to our Directors in Financial Year 2024 are set forth below.

Remuneration to our Executive Director

Details of the remuneration paid to our Executive Director in Financial Year 2024 is set forth below:

S. No.	Name of Executive Director	Remuneration* (in ₹ million)
1.	Brijesh Aggarwal	30.00

Comprising of short term benefits

Remuneration to our Non-Executive Director and Independent Directors

Our Non-Executive Director, Akash Garg, is not entitled to any remuneration or sitting fees from our Company. However, pursuant to an appointment letter dated March 22, 2024, he will receive an amount of ₹ 0.30 million as a token amount for rendering his services on an annual basis.

Pursuant to a resolution passed by our Board on September 20, 2024, our Independent Directors are entitled to receive a sitting fee of ₹ 0.10 million per sitting for every meeting of our Board and a sitting fee of ₹ 15,000 per sitting for every meeting of the committee of our Board, apart from any reimbursement of travel and other incidental expenses incurred.

The Non-Executive Director and Independent Directors of our Company were not paid any remuneration in the Financial Year 2024.

Arrangement or understanding with major Shareholders, customers, suppliers or others

There is no arrangement or understanding with the major shareholders, customers, suppliers or others, pursuant to which any of our Directors has been appointed on the Board.

Remuneration paid or payable to our Director from our Subsidiaries and Associates

None of our Directors have received or were entitled to receive any remuneration, sitting fees or commission from our Subsidiaries and Associates for Financial Year 2024.

Bonus or profit-sharing plan of the Directors

None of our Directors are party to any bonus or profit-sharing plan of our Company.

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 under "*Capital Structure - Details of Equity Shares held by our Directors, Key Managerial Personnel, Senior Management, Promoters, Directors of our Corporate Promoter and members of our Promoter Group*" on page 98, none of our Directors hold any Equity Shares in our Company.

Interests of Directors

Our Executive Director is interested to the extent of the remuneration received. Our Independent Directors may be deemed to be interested to the extent of fees payable to them for attending meetings of our Board and committees as well as to the extent of other remuneration, commissions and reimbursement of expenses payable to them under our Articles of Association, and to the extent of remuneration paid to them for services rendered as an officer or employee of our Company.

Certain of our Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the Equity Shares held by them or the shareholder they represent.

Except as disclosed in this section, our Directors do not have any other interest in our business.

The Directors may also be regarded as interested in the Equity Shares that may be subscribed by or allotted to the companies, firms and trusts, in which they are interested as directors, members, partners, trustees and promoters, pursuant to this Offer.

Except as disclosed above and the normal remuneration for services rendered as Directors, no amount or benefit has been paid or given within the two preceding years or is intended to be paid or given to any of our Directors.

None of our Directors have any interest in any property acquired or proposed to be acquired of the Company or by the Company.

Except for Brijesh Aggarwal, who is a promoter of our Company, none of our Directors have any interests in the promotion or formation of our Company.

No loans have been availed by our Directors from our Company.

Except for (i) Brijesh Aggarwal, who is a shareholder in VL – Auto Ancillary Private Limited and Viney Auto Ancillary Private Limited, (ii) Manisha Lahoti, who is a director in Viney Auto Ancillary Private Limited, (iii) Dinesh Chopra, who is a director in Vimercati East Europe SRL, and (iv) Neeraj Bansal who is a director in Vimercati S.p.A, which are involved in the business of manufacturing of automotive parts, none of our Directors are associated with entities in a similar line of business as our Company.

Changes in our Board in the last three years

The details of the changes in our Board in the last three years are set forth below:

Name	Date of Change	Designation	Reason
Avinash Parkash Gandhi	September 25, 2024	Independent Director	Resignation due to personal reasons
Avinash Parkash Gandhi	September 20, 2024	Independent Director	Appointment as the Independent Director
Dinesh Chopra	September 20, 2024	Independent Director	Appointment as the Independent Director
Neeraj Bansal	September 20, 2024	Independent Director	Appointment as the Independent Director
Manisha Lahoti	July 12, 2024	Independent Director	Appointment as the Independent Director
Akash Garg	March 22, 2024	Non-Executive Director	Appointment as the Non-Executive Director
Rakesh Kumar Aggarwal	March 26, 2024	Non-Executive Director	Resignation due to personal reasons.
Sudhir Maheshwari	June 23, 2023	Non-Executive Director	Resignation on account of divestment of 50.01% equity stake held by Synergy Metals Investments Holding
Davinder Kumar Chugh	June 23, 2023	Non-Executive Director	Resignation on account of divestment of 50.01% equity stake held by Synergy Metals Investments Holding
Atul Gupta	June 23, 2023	Non-Executive Director	Resignation on account of divestment of 50.01% equity stake held by Synergy Metals Investments Holding
Gunjan Beria	May 20, 2022	Non-Executive Director	Resignation due to personal reasons
Atul Gupta	May 20, 2022	Non-Executive Director	Appointment as Non-Executive Director
Mayank Misra	October 12, 2022	Non-Executive Director	Resignation due to personal reasons
Davinder Kumar Chugh	October 12, 2022	Non-Executive Director	Appointment as Non-Executive Director

Borrowing Powers of Board

Pursuant to a resolution passed by our Board in its meeting held on February 28, 2020 and by our Shareholders in their meeting held on February 28, 2020 our Board has the power to borrow from time to time, any sum or sums of monies, which together with the monies already borrowed by our Company (apart from temporary loans obtained or to be obtained from our Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of our Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of ₹ 3,500 million.

Corporate Governance

The provisions of the SEBI Listing Regulations with respect to corporate governance will be applicable to us immediately upon the listing of our Equity Shares on the Stock Exchanges. We are in compliance with the requirements of the applicable regulations, including the SEBI Listing Regulations, the Companies Act and other applicable regulations of SEBI, in respect of corporate governance including in respect of the constitution of the Board and Committees thereof, and formulation and adoption of policies. Our Board has been constituted in compliance with the Companies Act and the SEBI Listing Regulations.

As on the date of this Draft Red Herring Prospectus, our Board comprises six Directors, including our Managing Director, one Non-Executive Director, four Independent Directors (including one woman Independent Director).

Our Company undertakes to take all necessary steps to continue to comply with all the requirements of SEBI Listing Regulations and the Companies Act.

Committees of our Board

The details of the Committees of our Board are set forth below. In addition to the Committees detailed below, our Board of Directors may, from time to time constitute other Committees for various functions.

Audit Committee

The members of the Audit Committee are:

S. No.	Name of Director	Committee Designation
1.	Manisha Lahoti	Chairperson
2.	Dinesh Chopra	Member
3.	Brijesh Aggarwal	Member

The Audit Committee was constituted pursuant to a resolution passed by our Board in its meeting held on September 20, 2024. The scope and functions of the Audit Committee are in accordance with Section 177 of the Companies Act and the SEBI Listing Regulations and its terms of reference as stipulated pursuant to a resolution passed by our Board on September 20, 2024, inter alia, include:

- Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible;
- Recommending to the Board the appointment, re-appointment, replacement, remuneration and terms of appointment of the statutory auditor and the fixation of the audit fee of the Company;
- Reviewing and monitoring the statutory auditor's independence and performance, and effectiveness of audit process;
- Approving payments to statutory auditors for any other services rendered by the statutory auditors;
- To approve the key performance indicators being included in the offer documents in connection with the proposed initial public offer by the Company;
- Formulating a policy on related party transactions, which shall include materiality of related party transactions;
- Examination and 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 clause (c) of sub-section 3 of Section 134 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 management;

    (d) Significant adjustments made in the financial statements arising out of audit findings;

    (e) Compliance with listing and other legal requirements relating to financial statements;

(f) Disclosure of any related party transactions; and

(g) Modified opinion(s) in the draft audit report.

- Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;

- 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 utilised for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation 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;

- Approval or any subsequent modifications of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company, subject to the conditions as may be prescribed;

- **Explanation**: The term "related party transactions" shall have the same meaning as provided in Clause 2(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act, 2013;

- Reviewing, at least on a quarterly basis, the details of the related party transactions entered into by the Company pursuant to each of the omnibus approvals given;

- Laying down the criteria for granting omnibus approval in line with the Company's policy on related party transactions;

- Scrutinising of inter-corporate loans and investments;

- Valuation of undertakings or assets of the Company, wherever it is necessary;

- Evaluating of internal financial controls and risk management systems;

- Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances, with the chairman of the Audit Committee directly hearing grievances of victimization of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;

- Reviewing, with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems;

- 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;

- Discussing with internal auditors on any significant findings and follow up thereon;

- 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;

- Discussing 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;

- Recommending to the board of directors the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services;

- 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;

- Reviewing the functioning of the whistle blower mechanism;

- Approving the appointment of the chief financial officer or any other person heading the finance function or discharging that function after assessing the qualifications, experience and background, etc. of the candidate;

- Monitoring the end use of funds raised through public offers and related matters;

- Overseeing the vigil mechanism established by the Company, with the chairman of the Audit Committee directly hearing grievances of victimization of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;

- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee and any other terms of reference of the Audit Committee and any other terms of reference as may be decided by the Board and/or specified/provided under the Companies Act, the Listing Regulations or by any other regulatory authority. Reviewing the utilization of loans and/ or advances from/investment by the holding company in any subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as per applicable law;

- 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;

- Formulating a policy on related party transactions, which shall include materiality of related party transactions;

- Recommending to the board of directors the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services;

- Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the company and its shareholders;

- Carrying out any other functions required to be carried out by the Audit Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

Powers of the Audit Committee

The powers of the Audit Committee shall include the following:

1. To investigate any activity within its terms of reference;

2. To seek information from any employee;

3. To obtain outside legal or other professional advice; and

4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

5. Such other powers as may be prescribed under the Companies Act and SEBI Listing Regulations.

Reviewing Powers

The Audit Committee shall mandatorily review the following information:

1. Management's discussion and analysis of financial condition and results of operations;

2. Management letters / letters of internal control weaknesses issued by the statutory auditors;

3. Internal audit reports relating to internal control weaknesses;

4. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee;

5. Statement of deviations:

   (i) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of the Listing Regulations; and

   (ii) annual statement of funds utilised for purposes other than those stated in the document/prospectus/notice in terms of the Listing Regulations.

   (iii) Review the financial statements, in particular, the investments made by any unlisted subsidiary.

Risk Management Committee

The members of the Risk Management Committee are:

Sr. No.	Name of Director	Committee Designation
1.	Dinesh Chopra	Chairperson
2.	Manisha Lahoti	Member
3.	Akash Garg	Member

The Risk Management Committee was constituted pursuant to a resolution passed by our Board in its meeting held on September 20, 2024. The scope and functions of the Risk Management Committee are in accordance with Regulation 21 of the SEBI Listing Regulations and its terms of reference as stipulated pursuant to a resolution passed by our Board on September 20, 2024, inter alia, include:

- To formulate a detailed risk management policy which shall include:

  a. A framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Risk Management Committee.

  b. Measures for risk mitigation including systems and processes for internal control of identified risks.

  c. Business continuity plan.

- To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

- To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

- To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

- To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;

- The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee; and

- any other similar or other functions as may be laid down by Board from time to time and/or as may be required under applicable law, as and when amended from time to time, including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Nomination and Remuneration Committee

The members of the Nomination and Remuneration Committee are:

S. No.	Name of Director	Committee Designation
1.	Dinesh Chopra	Chairperson
2.	Manisha Lahoti	Member
3.	Akash Garg	Member

The Nomination and Remuneration Committee was constituted pursuant to a resolution passed by our Board in its meeting held on September 20, 2024. The scope and functions of the Nomination and Remuneration Committee are in accordance with Section 178 of the Companies Act and the SEBI Listing Regulations and its terms of reference as stipulated pursuant to a resolution passed by our Board on September 20, 2024, inter alia, include:

- Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;

  The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:

  (i) 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;

  (ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

(iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals;

- Formulating of criteria for evaluation of the performance of the independent directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who qualify to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal, and carrying out evaluations of every director's performance;
- 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;
- Carrying out any other functions as may be required/ mandated by the Board from time to time and/ or mandated as per the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Companies Act, 2013, the listing agreements to be entered into between the Company and the respective stock exchanges on which the equity shares of the Company are proposed to be listed and/or any other applicable laws;
- Analysing, monitoring and reviewing various human resource and compensation matters;
- 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;
- Determining compensation levels payable to the senior management personnel and other staff (as deemed necessary), which shall be market-related, usually consisting of a fixed and variable component;
- Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;

  Performing 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, 2014, as amended;
- Framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:

  (i) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; or

  (ii) the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended.
- Performing such other activities as may be delegated by the Board and/or specified/provided under the Companies Act, the Listing Regulations or by any other regulatory authority; and
- Recommend to the Board, all remuneration, in whatever form, payable to senior management;
- Performing such other functions as may be necessary or appropriate for the performance of its duties.

Stakeholders' Relationship Committee

The members of the Stakeholders' Relationship Committee are:

S. No.	Name of Director	Committee Designation
1.	Akash Garg	Chairperson
2.	Brijesh Aggarwal	Member
3.	Manisha Lahoti	Member

The Stakeholders' Relationship Committee was constituted pursuant to a resolution passed by our Board in its meeting held on September 20, 2024. The scope and functions of the Stakeholders' Relationship Committee are in accordance with Section 178 of the Companies Act and the SEBI Listing Regulations and its terms of reference as stipulated pursuant to a resolution passed by our Board on September 20, 2024, inter alia, include:

- Consider and resolve grievances of security holders of the Company, including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.;

- Review of measures taken for effective exercise of voting rights by shareholders.

- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent;

- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;

- Formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;

- To approve, register, refuse to register transfer or transmission of shares and other securities;

- To sub-divide, consolidate and or replace any share or other securities certificate(s) of the Company;

- Allotment and listing of shares;

- To issue duplicate share or other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of the Company;

- To approve the transmission of shares or other securities arising as a result of death of the sole/any joint shareholder;

- To dematerialize or rematerialize the issued shares;

- Ensure proper and timely attendance and redressal of investor queries and grievances;

- Carrying out any other functions contained in the Companies Act, 2013 and/or equity listing agreements (if applicable), as and when amended from time to time; and

- 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).

Corporate Social Responsibility Committee

The members of the Corporate Social Responsibility Committee are:

S. No.	Name of Director	Committee Designation
1.	Akash Garg	Chairperson
2.	Brijesh Aggarwal	Member
3.	Manisha Lahoti	Member

The Corporate Social Responsibility Committee was constituted pursuant to a resolution passed by our Board in its meeting held on September 20, 2024. The scope and functions of the Corporate Social Responsibility Committee are in accordance with Section 135 of the Companies Act and its terms of reference as stipulated pursuant to a resolution passed by our Board on September 20, 2024, inter alia, include:

- To formulate and recommend to the Board of Directors, the CSR Policy, indicating the CSR activities to be undertaken as specified in Schedule VII of the Companies Act, 2013, as amended;

- Identifying corporate social responsibility policy partners and corporate social responsibility policy programmes;

- To recommend the amount of expenditure to be incurred on the CSR activities, at least two per cent. of the average net profits of the company made during the three immediately preceding financial years or where the company has not completed the period of three financial years since its incorporation, during such immediately preceding financial years;

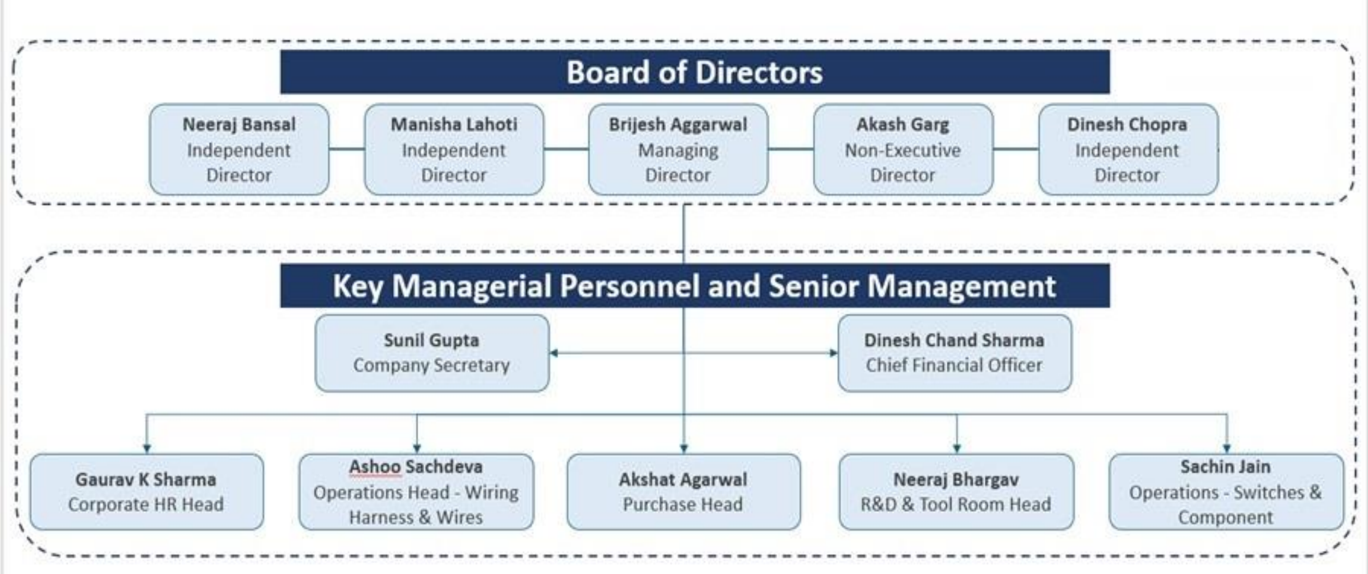
- Instituting a transparent monitoring mechanism for implementation of the corporate social responsibility projects or programs or activities undertaken by the Company;

- To monitor the CSR Policy and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes by the Company from time to time;

- Identifying and appointing the corporate social responsibility team of the Company including corporate social responsibility manager, wherever required; and

- 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 upon the CSR Committee in terms of the provisions of Section 135 of the Companies Act, as amended or other applicable laws.

Management Organization Structure



Key Managerial Personnel

In addition to Brijesh Aggarwal, whose details have been provided under the paragraph '*Our Management – Brief profile of our Directors'* on page 244, the details of our other Key Managerial Personnel as on the date of this Draft Red Herring Prospectus, are as follows:

Dinesh Chand Sharma is the Chief Financial Officer of our Company. He is a member of the Institute of Chartered Accountant of India since 1991. He has been associated with the Company since March 15, 2023. He has 33 years of experience as a chartered accountant. He has previously worked at Eastman Auto and Power Limited, Minda Management Services Limited, Okaya Power Private Limited. The remuneration paid to him in Fiscal 2024 was ₹ 6.01 million.

Sunil Gupta is the Company Secretary and Compliance Officer of our Company. He holds a degree in Bachelor of Commerce from University of Rajasthan. He has been associated with the Company since June 3, 2015. He has 10 years of experience as company secretary. He has been a member of the Institute of Company Secretaries of India since January 10, 2014. He has previously worked at DLA Infrastructures Private Limited as a company secretary. The remuneration paid to him in Fiscal 2024 was ₹ 1.09 million.

Senior Management

Sachin Jain is the Operations Head (Switches & Components) of our Company. He holds a bachelor's degree in technology, Mechanical (Lateral Entry) from Janardan Rai Nagar Rajasthan Vidyapeeth University and a Diploma course in Mechanical Engineering (Specialization in production engineering) from D.J. Polytechnic Baraut, Meerut, Board of Technical Education, Uttar Pradesh. He has an experience of 14 years in the automotive industry and has been associated with our Company since February 1, 2010. In Fiscal 2024, he received an aggregate remuneration of ₹ 1.08 million.

Akshat Agarwal is the Corporate Head (Purchase Department) of our Company. He holds a degree in bachelors of technology (Electronics & Instrumentation Engineering) from U.P. Technical University, Lucknow and an executive post graduate diploma in International Business from Indian Institute of Foreign Trade (Deemed University), School of International Business. He has 18 years of experience in the automotive manufacturing industry. He has been associated with our Company since April 17, 2023. He has previously been associated with Industrial Electronics, Maruti Suzuki India Limited and Honda Motorcycle & Scooter India Private Limited. In Fiscal 2024, he received an aggregate remuneration of ₹ 3.44 million.

Neeraj Bhargav is the R & D & Tool Room Head of our Company. He holds a bachelors of technology (Mechanical Engineering) part time from Jawaharlal Nehru Technological University, Kakinada. He holds a diploma degree in Mechanical Engineering with specialization – Tools & Die Engineering from State Board of Technical Education, Haryana and a Master of Technology in industrial safety from National Institute of Technology, Kurukshetra. He has been associated with our Company since August 8, 2012. He has 32 years of experience in automotive manufacturing industry. He has previously been associated with Kangaro (India) Private Limited, Precision Pipes and Profiles Company Limited, Mindarika Private Limited, Subros Limited and JBJ Technologies Limited. In Fiscal 2024, he received an aggregate remuneration of ₹ 4.28 million.

Gaurav Kumar Sharma is the Corporate HR Head of our Company. He holds a bachelors degree in science from Chaudhary Charan Singh University, Meerut and a degree in master of science from Chaudhary Charan Singh University, Meerut. He also holds a Master of Social Work from Kalinga University, Raipur (C.G.). and an advanced diploma in computer software technology from ET&T Corporation Limited. He has 6 years of experience in automotive manufacturing industry. He has been associated with our Company since June 15, 2020. He was previously associated with Almex Industries Private Limited, Rico Casting Limited and United Breweries Limited. In Fiscal 2024, he received an aggregate remuneration of ₹ 1.17 million.

Ashoo Sachdeva is the Operations Head (Wiring Harness and Wires) of our Company. He holds a bachelor's degree in mechanical engineering from University of Mysore. He has 26 years of experience in the automotive manufacturing industry. He has been associated with our Company since December 1, 2001. He was previously associated with Horizon Industrial Products Private Limited and Excel Infotech Limited. In Fiscal 2024, he received an aggregate remuneration of ₹ 2.07 million.

Key Employees

Please see below details of the key employees of the subsidiaries of our Company:

Constantin Huma is a director of our Subsidiary, Vimercati East Europe SRL ("**Vimercati**"). He has been associated with Vimercati since 2008. He holds a diploma in Engineering, electric profile (Electrotechnica specialization) from the Socialist Republic of Romania, Ministry of Education and Education, Politechnic Institute.,GH, Asachi"Iasi, Faculty of Electrical Engineering and a diploma of Master Marketing Management from Romania Ministry of Education and Research, Technical University "Gh. Asachi" Iasi. He was previously associated with Tehnoton- Iasi.

Mauro Pizi is a director and chief executive officer of our Subsidiary, Vimercati S.p.A. He has been associated with Vimercati S.p.A. since 2001. He holds a doctorate in Electronic Engineering from the Politechnico in Milan, Republic of Italy and a masters in Techological Choices and Business Management, with honours from MIP, Politechnico Di Milano. He was previously associated with Ametek Italy S.r.l., Magneti Marelli S.p.A. and Bayer Italy Spa.

Riccardo Marra is a permanent employee and the key account manager of our Subsidiary, Vimercati SpA ("**Vimercati**"). He holds a degree in PNI Mathematics Experimentation from Ministry of Education of University and Research He has been associated with Vimercati since 2016. He holds a diploma in scientific maturity, faculty of automotive engineering from Politecnico Di Turin. He was previously associated with Johnson Controls Automotive SRL and Sparco Spa.

Lorenzo Pincelli is a Vice-President Finance of our Subsidiary, Vimercati S.p.A. He has been associated with Vimercati S.p.A. since 2023. He holds a degree in Business Economics with a specialization in Economics of industrial companies from Commercial University Luigi Bocconi. He was previously associated with Arthur Andersen Spa, Gianni Versace S.p.A, Diver SRL, MIT S.e.l, Luigi Lavazza S.p.A., Foodora Burgez SRL and 1000 Farmacie SPA.

Relationship between our Key Managerial Personnel and Senior Management

Except as disclosed under "*Board of Directors – Relationship between our Directors, Key Managerial Personnel and Senior Management*", none of our Key Managerial Personnel and Senior Management are related to each other.

Shareholding of Key Managerial Personnel and Senior Management

Except as disclosed in "*Capital Structure – Details of Equity Shares held by our Directors, Key Managerial Personnel, Senior Management, Promoters, directors of our Corporate Promoter and members of our Promoter Group*" on page 98, none of our Key Managerial Personnel and Senior Management hold any Equity Shares in our Company.

Bonus or Profit Sharing Plans of the Key Managerial Personnel and Senior Management

None of our Key Managerial Personnel and Senior Management are party to any bonus or profit-sharing plan of our Company.

Status of Key Managerial Personnel and Senior Management

All our Key Managerial Personnel and Senior Management are permanent employees of our Company.

Interests of Key Managerial Personnel and Senior Management

Except for Brijesh Aggarwal, Managing Director, who is also our Promoter, no other Key Managerial Personnel and Senior Management has any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business.

None of our Key Managerial Personnel and Senior Management have been paid any consideration of any nature from our Company, other than their remuneration. For details, see '*Board of Directors– Interests of our directors*' and see '*Summary of the Offer Document – Summary of Related Party Transactions*' on pages 246 and 18, respectively.

The Key Managerial Personnel and Senior Management may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of Equity Shares held in the Company, if any.

There is no arrangement or understanding with the major shareholders, customers, suppliers or others, pursuant to which any Key Managerial Personnel and Senior Management was selected as member of senior management.

Changes in our Key Managerial Personnel and Senior Management

Except as disclosed below and under "- *Changes in our Board in the last three years*", there have been no changes in the Key Managerial Personnel and Senior Management in the last three years preceding the date of this DRHP:

Name	Date of change	Reason for change
Dushyant Kashyap	May 1, 2023	Resignation as Purchase Head
Akshat Agarwal	April 17, 2023	Appointment as Purchase Head
Dinesh Chand Sharma	March 15, 2023	Appointment as the Chief Financial Officer
Arun Kumar Malik	March 15, 2023	Resignation as Chief Financial Officer

Service Contracts with Directors and Key Managerial Personnel and Senior Management

Other than statutory benefits upon termination of their employment in our Company or retirement, no officer of our Company, including our Directors or our Key Managerial Personnel or our Senior Management is entitled to any benefits upon termination of employment under any service contract with our Company. Further, none of our Directors have entered into a service contract with our Company pursuant to which they have been appointed as a director of our Company or their remuneration has been fixed in the preceding two years.

Contingent and deferred compensation payable to our Directors and Key Managerial Personnel and Senior Management Personnel

There is no contingent or deferred compensation payable to our Directors and Key Managerial Personnel and Senior Management, which does not form a part of their remuneration.

Payment or benefit to Directors and Key Managerial Personnel and Senior Management of our Company

Except as stated in this section, no non-salary amount or benefit has been paid or given to any of our Company's officers including our Key Managerial Personnel and Senior Management within the two preceding years or is intended to be paid or given.

Employees Stock Options Scheme

Our Company does not have an employee stock option plan and stock purchase schemes as on the date of this Draft Red Herring Prospectus.

Attrition of Key Managerial Personnel and Senior Management of our Company

The attrition of Key Managerial Personnel and Senior Management is not high compared to the industry.

OUR PROMOTERS AND PROMOTER GROUP

Our Promoters

As on the date of this Draft Red Herring Prospectus, the Promoters of our Company are:

1. Brijesh Aggarwal ("**Individual Promoter**"); and

2. VL-Auto Ancillary Private Limited ("**Corporate Promoter**")

As on the date of this Draft Red Herring Prospectus, our Promoters collectively hold an aggregate of 68,729,570 Equity Shares, constituting 74.70% of the pre-Offer issued, subscribed and paid-up Equity Share capital of our Company. For further details, see "*Capital Structure - Details of Equity Shares held by our Directors, Key Managerial Personnel, Senior Management, Promoters, directors of our Corporate Promoter and members of our Promoter Group*" on page 98.

Individual Promoter

	**Brijesh Aggarwal**, aged 49 years, is one of the Promoters, the Managing Director of our Company. For the complete profile of Brijesh Aggarwal, i.e., his date of birth, residential address, educational qualifications, professional experience, other ventures, positions/ posts held in the past and other directorships, special achievements, business and other activities, see "*Our Management – Brief Biographies of our Directors*" on page 244. His PAN is AALPA3343B.

Our Company confirms that the PAN, passport numbers, Aadhar card numbers, driving license numbers and bank account numbers of our Individual Promoters will be submitted to the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus.

Corporate Promoter

VL-Auto Ancillary Private Limited

Corporate Information

VL-Auto Ancillary Private Limited, was incorporated as a private limited company on September 12, 2022 under the Companies Act, 2013. VL-Auto Ancillary Private Limited is primarily engaged in the business of automobile spare parts manufacturing and distribution. There have been no changes to the primary business activities undertaken by VL-Auto Ancillary Private Limited. The registered office of VL-Auto Ancillary Private Limited is located at House No. 872, Ground Floor, Block-E, Saraswati Vihar, Pitampura, Delhi – 1100034, India. The CIN of VL-Auto Ancillary Private Limited is U35900DL2022PTC404461 and its PAN is AAICV9785A.

Our Company confirms that the permanent account number, bank account number, the company registration number and the address of the Registrar of Companies where VL-Auto Ancillary Private Limited is registered shall be submitted to the Stock Exchanges at the time of filing this Draft Red Herring Prospectus.

Shareholding Pattern

As on the date of this Draft Red Herring Prospectus, the authorised share capital of VL-Auto Ancillary Private Limited is ₹ 500,000 divided into 50,000 equity shares of face value of ₹ 10 each. The issued and paid-up share capital of VL-Auto Ancillary Private Limited, as on the date of this Draft Red Herring Prospectus is ₹ 200,000 divided into 20,000 equity shares of face value of ₹ 10 each.

The following table sets forth details of the shareholding pattern of VL-Auto Ancillary Private Limited, as on the date of this Draft Red Herring Prospectus.

Name of shareholder	Number of equity shares held of face value ₹10 each	Percentage (%) of shareholding
Brijesh Aggarwal	19,980	99.99
Priyanka Aggarwal	20	Negligible
Total	**20,000**	**100**

Board of Directors

The composition of the board of directors of VL-Auto Ancillary Private Limited as at the date of this Draft Red Herring Prospectus is set forth below:

Name of the Directors	Designation
Brijesh Aggarwal	Non- executive Director
Priyanka Aggarwal	Non- executive Director
Dinesh Chand Sharma	Non- executive Director

Change in Control

The promoters of VL-Auto Ancillary Private Limited are Brijesh Aggarwal and Priyanka Aggarwal. There has been no change in the control of VL-Auto Ancillary Private Limited in the last three years preceding the date of this Draft Red Herring Prospectus.

Interest of our Promoters

Our Promoters are interested in our Company to the extent that they have promoted our Company, to the extent of their shareholding in our Company and to the extent of the shareholding held by their relatives/ connected HUFs in our Company, directly and indirectly, the dividend payable, if any, and any other distributions in respect of the Equity Shares held by them in our Company, directly or indirectly, from time to time. For details of the shareholding of our Promoters in our Company, see "*Capital Structure*", beginning on page 82.

Further, our Promoters have given personal guarantees for the loans availed by the Company. For further details, see "*History and Certain Corporate Matters – Guarantees given by the Promoters and Promoter Selling Shareholders*" on page 242.

Our Promoters, who are also our Directors and/or Key Managerial Personnel, as the case may be, may be deemed to be interested to the extent of their remuneration/ fees and reimbursement of expenses, payable to them, if any. For further details, see "*Our Management –Board of Directors – Interests of Directors*" and "*Our Management – Key Managerial Personnel – Interest of Key Managerial Personnel*" on pages 246 and 257.

Our Promoters have no interest 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.

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 disclosed above and in the ordinary course of business and as disclosed in "*Restated Consolidated Financial Information – Related party disclosures – Note 37*" on page 333, respectively, no amount or benefit has been paid or given to 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 other than in the ordinary course of business.

Our Promoters do not have any interest in any venture that is involved in any activities similar to those conducted by our Company. Our Company will adopt the necessary procedures and practices as permitted by law to address any conflict situation as and when it arises.

As on 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 (crucial for operations of the company) and our Promoters and members of the Promoter Group.

As on the date of this Draft Red Herring Prospectus, there is no conflict of interest between the lessor of the immovable properties, (crucial for operations of the Company) and our Promoters and members of the Promoter Group.

Other ventures of our Promoters

Other than as disclosed under "*Our Management - Board of Directors*" on page 243, our Promoters are not involved in any other ventures.

Change in the control of our Company

Except as disclosed below, 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:

Our Individual Promoter is the original promoter of our Company. Our Corporate Promoter acquired control of our Company pursuant to the transfer of Equity Shares from Synergy Metals Investments Holding Limited pursuant to a share purchase agreement dated June 5, 2023. Our Corporate Promoter acquired 9,198,410 Equity Shares aggregating to 49.99% of our Company. For further details, please see "*Capital Structure*" and *"History and Certain Other Corporate Matters – Other Agreements"* on page 82 and 232, respectively.

Further, pursuant to our Board resolution dated September 20, 2024, the Board has taken on record that Brijesh Aggarwal and VL-Auto Ancillary Private Limited are the Promoters of our Company in terms of the Companies Act and the SEBI ICDR Regulations.

Material guarantees to third parties with respect to the Equity Shares

Except as disclosed under "*History and Certain Corporate Matters - Guarantee given by the Promoters participating in the Offer for Sale*" on page 242, our Promoters have not given any material guarantees to any third party with respect to the Equity Shares, as on the date of this Draft Red Herring Prospectus.

Companies with which our Promoters have disassociated in the last three years

Except as disclosed below, our Promoters have not disassociated themselves from any companies or firms during the preceding three years from the date of filing this Draft Red Herring Prospectus:

Name of Promoter	Name of Company or Firm from which Promoter has Disassociated	Reasons for and Circumstances Leading to Disassociation	Date of Disassociation
Brijesh Aggarwal	Rashul Metal Recycling Private Limited	Cessation due to personal reasons	April 21, 2023

Other confirmations

Our Promoters and members of our Promoter Group have not been declared as Wilful Defaulters or Fraudulent Borrowers.

Our Promoters and members of our Promoter Group have not been debarred from accessing the capital market for any reasons by SEBI or any other regulatory or governmental authorities.

None of our Promoters have been declared as a fugitive economic offender in accordance with Section 12 of the Fugitive Economic Offenders Act, 2018.

Our Promoters are not and have never been a promoter of any other company which is debarred from accessing capital markets.

None of our Individual Promoter or the members of the Promoter Group are or have been on the board of directors of any company that was or has been directed by any Registrar of Companies to be struck off from the rolls of such Registrar of Companies under Section 248 of the Companies Act.

Promoter Group

Apart from our Promoters, the following individuals and entities constitute our Promoter Group in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations.

I. *Individuals forming part of the Promoter Group*

Members of the Promoter Group	Relationship with the Promoter
Brijesh Aggarwal	
Priyanka Aggarwal	Spouse
Vansh Aggarwal	Son
Ansh Aggarwal	Son
Rakesh Kumar Aggarwal	Brother
Renu Garg	Sister
Kapil Gupta	Brother-in-law
Atul Gupta	Brother-in-law
Shri Kishan Gupta	Father-in-law

II. *Entities forming part of the Promoter Group*

The entities forming part of the Promoter Group are as follows:

1. Jugal Kishore Associates Private Limited.
2. DMS Technologies Private Limited.
3. Elvee Finserve Private Limited.
4. Elvee Wealth Management LLP.
5. Sea & Salt Resorts LLP.
6. Rashul Metal Recycling Private Limited.
7. Elvee Fincare LLP;
8. Aren Capsules Private Limited.
9. Viney Auto Ancillary Private Limited.
10. Viney Corp. Middle East Limited, UAE
11. Ved Parkash HUF
12. Rakesh Kumar HUF
13. H.H.Industries
14. Signum Electrowave
15. Brijesh Aggarwal HUF
16. VL Family Trust
17. Uravi T & Wedge Lamps Limited
18. Skill Appraiser Private Limited
19. Shree Traders
20. Atul Gupta HUF
21. Shiv Bottling Industries

DIVIDEND POLICY

The declaration and payment of dividends on our Equity Shares, if any, will be recommended by our Board and approved by our Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable laws, including the Companies Act. The Board of Directors of our Company adopted the dividend distribution policy in its meeting held on September 21, 2024 ("**Dividend Distribution Policy**").

The dividend, for a particular period, if any, will depend on a number of internal factors, including but not limited to our Company's net operating profit, capital expenditure and working capital requirements, financial commitment with respect to the outstanding borrowings and interest thereon, financial requirement for business expansion, diversification or acquisition of new businesses, provisioning for financial implications arising out of unforeseen events or contingencies, past dividend trend, and capital adequacy ratio. In addition, the dividend, if any, will also depend on a number of external factors including but not limited to applicable laws and regulations including taxation laws, economic conditions, prevalent market practices, and dividend payout ratio and comparison of dividend payout by the competitors.

Further, our shareholders may not expect dividend in certain circumstances including growth opportunities which require our Company to allocate a significant amount of capital, in the event of a higher working capital requirement for business operations or otherwise, inadequacy of cashflow available for distribution, inadequacy or absence of profits, and under any other circumstances as may be specified by the Companies Act, applicable regulatory provisions or any contractual obligation entered into with the lenders.

In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under the loan or financing arrangements our Company is currently availing of or may enter into to finance our fund requirements for our business activities. For further details, see – "*Financial Indebtedness – Principal terms of the facilities sanctioned to our Company* " beginning on page 352.

The details of dividend on the Equity Shares declared and paid by our Company from April 1, 2024 until the date of this Draft Red Herring Prospectus, the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022 is given below:

Particulars	From April 1, 2024 to the date of this DRHP	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022
Total number of Equity Shares	92,002,500	18,400,500	18,400,500	18,400,500
Number of equity shares waived their right to receive dividend*	-	9,202,090	-	9,198,393
Number of Equity Shares on which dividend is paid	-	9,198,410	-	9,202,107
Face value per share (in ₹)	10	10	10	10
Interim Final/ Dividend on Equity Shares (in ₹ million)	-	105.77	-	248.46
Dividend per share (in ₹)	-	11.50	-	27.00
Rate of dividend (%)	-	115.00%	-	270.00%
Tax Deducted at Source on dividend (%)	-	10%	-	10.00%
Amount of Tax Deducted at Source (in ₹ million)	-	10.58	-	24.84

Note: As certified by P D M and Company, Chartered Accountants, pursuant to their certificate dated September 30, 2024.

* *Pursuant to shareholders resolution dated November 23, 2020, our Company re-classified the authorized share capital to ₹ 297,500,000 divided into 1,00,00,000 of Class A Equity Shares of face value of ₹10 each; 1,75,50,000 Class B Equity Shares of face value of ₹10 each and 22,00,000 Class C Equity Shares of ₹10 each, in accordance with applicable law. Our Company thereafter re-classified the authorized share capital pursuant to a shareholders' resolution dated June 23, 2023 to ₹ 29,75,00,000 divided into ₹ 2,97,50,000 Equity Shares of ₹10 each, ranking pari passu. Accordingly, pursuant to (i) waiver letters dated November 2, 2021 and October 25, 2022 by Rakesh Kumar Aggarwal, and (ii) waiver letters dated March 26, 2024 by Rakesh Kumar Aggarwal, Brijesh Aggarwal, Priyanka Aggarwal, Brijesh Aggarwal HUF, the shareholders waived off their entitlement to receive dividends on the equity shares of our Company.*

The past trend in relation to our payment of dividends is not necessarily indicative of our dividend trend or dividend policy, if any, in the future, and there is no guarantee that any dividends will be declared or paid in the future. For details in relation to the risk involved, see "*Risk Factors – Our ability to pay dividends in the future will depend on our earnings, financial condition, working capital requirements, capital expenditures and restrictive covenants of our financing arrangements.*" on page 63.

SECTION V – FINANCIAL INFORMATION

RESTATED CONSOLIDATED FINANCIAL INFORMATION

Walker Chandiok & Co LLP
21st Floor, DLF Square
Jacaranda Marg, DLF Phase II,
Gurugram - 122 002
Haryana, India

T +91 124 462 8099
F +91 124 462 8001

INDEPENDENT AUDITOR’S EXAMINATION REPORT ON RESTATED CONSOLIDATED FINANCIAL INFORMATION

The Board of Directors
Viney Corporation Limited (formerly known as Viney Corporation Private Limited)
35, Basement, Community Centre,
Munirka Marg, Basant Lok,
Vasant Vihar, New Delhi – 110057 (India)

Dear Sirs,

1. We have examined the attached Restated Consolidated Financial Information of **Viney Corporation Limited (formerly known as Viney Corporation Private Limited)** (the “**Company” or “Holding Company”** or the “Issuer”), and its subsidiaries (the Company and its subsidiaries together referred to as the “**Group**"), and its associate, comprising the Restated Consolidated Statement of Assets and Liabilities as at 31 March 2024, 31 March 2023 and 31 March 2022, the Restated Consolidated Statements 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 years ended 31 March 2024, 31 March 2023 and 31 March 2022, and notes to the restated consolidated financial information, including material accounting policies, and other explanatory information (collectively, the “**Restated Consolidated Financial Information**”), as approved by the Board of Directors of the Company at their meeting held on 07 September 2024 for the purpose of inclusion in the Draft Red Herring Prospectus (“**DRHP**”) prepared by the Company in connection with its proposed Initial Public Offer of equity shares (“**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 to be filed with Securities and Exchange Board of India, National Stock Exchange of India Limited and BSE Limited (‘Stock Exchanges’) , in connection with the proposed IPO. The Restated Consolidated Financial Information have been prepared by the management of the Company on the basis of preparation stated in note 2 to the Restated Consolidated Financial Information. The respective Board of Directors’ of the companies included in the Group and of its associate responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Information. The respective Board of Directors are also responsible for identifying and ensuring that the Group and its associate 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 13 May 2024 in connection with the proposed IPO of equity shares of the Company;

    b. The Guidance Note. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;

c. Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated 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 audited Consolidated Financial Statements of the Group and its associate as at and for each of the years 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 meeting held on 12 July 2024, 13 December 2023 and 27 October 2022, respectively.

5. For the purpose of our examination, we have relied on auditors' reports issued by us dated 12 July 2024, 13 December 2023 and 27 October 2022 on the audited consolidated financial statements of the Group and its associate as at and for the years ended 31 March 2024, 31 March 2023 and 31 March 2022, respectively as referred in Paragraph 4 above.

6. The audit reports on the consolidated financial statements issued by us referred in paragraph 5 included following matters which did not require any adjustment in the Restated Consolidated Financial Information:

(i) Emphasis of Matter paragraphs with respect to our audit reports issued by us referred in paragraph 5

For the year ended 31 March 2023:

"We draw attention to note 4 and 4A to the accompanying consolidated financial statements regarding the change in accounting policy of one of the asset class, freehold and leasehold "Land" classified under Property, Plant and Equipment from the 'Cost model' to 'Revaluation model', in accordance with the principles of Indian Accounting Standard 16: Property, Plant and Equipment ("Ind AS 16") with effect from 31 March 2023, leading to a revaluation surplus of Rs 889.50 million recognised through 'Other Comprehensive Income' during the year and accumulated as 'Revaluation reserve' under 'Other Equity' in accordance with Ind AS 16".

Our opinion is not modified in respect of this matter.

For the year ended 31 March 2022:

We draw attention to note 32(b) to the accompanying consolidated financial statements which states that Goods and Service Tax (GST) authorities had carried out inspection of books in two manufacturing units of the Holding Company and seized various original documents and records of the Holding Company for the financial year 2020-2021. The Holding Company has not received any show cause notice in this respect from the relevant authorities till date.

Consequently, our audit procedures were based on management certified photocopies for such records relevant for our testing of opening balances as on 01 April 2021.

Our opinion is not modified in respect of this matter.

(ii) Other Matter paragraphs with respect to our reports on internal financial controls with reference to financial statements of the Holding Company, its subsidiary companies and associate, covered under the Act, issued by us referred in paragraph 5

For the year ended 31 March 2024

The adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements in so far as it relates one subsidiary company and one associate company, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

For the year ended 31 March 2023

The adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements in so far as it relates to one associate, which is companies incorporated in India, is based on the corresponding reports of the auditors of such company incorporated in India.

For the year ended 31 March 2022

The adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements in so far as it relates to one associate, which is companies incorporated in India, is based on the corresponding reports of the auditors of such company incorporated in India.

7. As indicated in our audit reports referred in paragraph 5 above:

We did not audit the financial statements of the subsidiaries, and an associate as mentioned in Annexure 1, whose share of total assets, total revenues, net cash inflows / (outflows) and share of profit in its associate included in the consolidated financial statements, for the relevant years is tabulated below, which have been audited by other auditors as mentioned in Annexure 1 and whose reports have 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 components, is based solely on the reports of the other auditors:

(Rs. in million)

Particulars	**As at/ for the year ended**		
	31 March 2024	**31 March 2023**	**31 March 2022**
Subsidiary			
Number of subsidiaries	7	6	5
Total assets	12,601.77	8,709.42	7,668.43
Total revenues	9,625.69	8,436.31	8,095.50
Net cash inflow/ (outflows)	(68.68)	103.43	(459.81)
Associate			
Number of associate	1	1	1
Share of profit in its associate	5.17	2.01	1.82

Our opinions on the Consolidated Financial Statements for the years as referred in paragraph 5, are not modified in respect of these matters.

Further, of these subsidiaries, one subsidiary as at and for the year ended 31 March 2024 and five subsidiaries (including three step down subsidiaries) as at and for the year ended 31 March 2023 and four (including two step down subsidiaries) subsidiary as at and for the year ended 31 March 2022 are located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Holding Company's management has converted the financial statements of such subsidiaries 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 Holding Company's management. Our opinions on the audited consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of such subsidiaries located outside India, is based on the report of other auditors and the conversion adjustments prepared by the management of the Holding Company and audited by us.

The other auditors of the subsidiaries and associates as mentioned in Annexure II, have examined the restated financial information and have confirmed that the restated financial information:

a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended 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 year ended 31 March 2024;

b) do not require any adjustments for the matters mentioned in paragraph 6 above; and

c) have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

Further, we did not audit the financial statements of subsidiaries as mentioned in Annexure 1, whose share of total assets, total revenues and net cash inflows/ (outflows) included in the consolidated financial statements, for the relevant years is tabulated below, which are unaudited and have been furnished to us by the management of the Company, and our opinion, insofar as it relates to the amounts included in respect of such subsidiaries are based solely on such unaudited financial statements. In our opinion and according to the information and explanation given to us by the management, these financial statements are not material to the Group:

(Rs. in million)

Particulars	As at/ for the year ended		
	31 March 2024#	**31 March 2023**	**31 March 2022**
Total assets	Nil	0.20	197.13
Total revenues	Nil	Nil	163.81
Net cash inflow/ (outflows)	Nil	0.20	27.90

audited for periods mentioned above

Our opinions on the consolidated financial statements for the years as referred in paragraph 5, are not modified in respect of these matters.

8. Based on our examination and according to the information and explanations given to us and also as per the reliance placed on the examination report submitted by the other auditor (refer para 7 above) for the respective years, we report that the Restated Consolidated Financial Information:

   a. have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively for the financial years ended 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 year ended 31 March 2024;

   b. does not require any adjustments for the matters mentioned in paragraph 6 above and do not contain any qualifications requiring any adjustments. However, 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 for the years ended 31 March 2024, 31 March 2023 and 31 March 2022 and reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended) which do not require any adjustments in the Restated Consolidated Financial Information have been disclosed in Note 42 of the Restated Consolidated Financial Information; and

   c. have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

9. The Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited consolidated financial statements mentioned in paragraph 5 above except for effect of the issuance of the bonus as described in Note 16A of the Restated Consolidated Financial Information.

10. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

12. Our report is intended solely for use of the Board of Directors for inclusion in the DRHP to be filed with Securities and Exchange Board of India and Stock Exchanges, 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 **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No: 001076N/N500013

Tarun Gupta
Partner
Membership Number: 507892

UDIN: 24507892BKEIWT5132

Place: New Delhi
Date: 7 September 2024

Annexure I

Details of the entities and related periods audited by the other auditors:

Name of entities	Audit period	Status (audited / unaudited)	If audited, auditor report's date	Name of Auditor
Subsidiaries/ Step down subsidiaries				
Viney Auto Ancillary Private Limited	FY 2023-2024	Audited	12-Jul-24	PDM & company
	FY 2022-2023	Unaudited	Not Applicable	Not Applicable
	FY 2021-2022	Not Applicable	Not Applicable	Not Applicable
Vimercati S.p.A Group (Vimercati S.p.A. and its three subsidiaries Progind S.r.L, Vimercati East Europe S.r.L. and Vimercati Viney Do México S De Rl De Cv)	FY 2023-2024	Audited	12-Jul-24	Ria. Grant Thornton S.p.A
	FY 2022-2023	Audited	27-Sep-23	Ria. Grant Thornton S.p.A
	FY 2021-2022	Audited	28-Jun-22	Ria. Grant Thornton S.p.A
Viney Corp. Middle East Limited	FY 2023-2024	Audited	26-Jun-24	VSP Auditing Associates
	FY 2022-2023	Audited	13-Dec-23	VSP Auditing Associates
	FY 2021-2022	Audited	08-Aug-22	VSP Auditing Associates
Viney Corp East Europe S.r.L	FY 2023-2024	Audited	12-Jul-24	KPMC and Associates
	FY 2022-2023	Audited	15-Nov-23	DKAP & Comp.
	FY 2021-2022	Unaudited	Not Applicable	Not Applicable
Associate				
Uravi T and Wedge Lamps Limited	FY 2023-2024	Audited	29-May-24	Harsh Dedhia & Co.
	FY 2022-2023	Audited	29-May-23	Harsh Dedhia & Co.
	FY 2021-2022	Audited	26-May-22	Harsh Dedhia & Co.

Note -1:- The Board of Directors of Vimarcati S.p.A group has approved the Special Purpose audited financial statements and other financial informations prepared in accordance with accounting principles generally accepted in India as at and for the year ended 31 March 2024, 31 March 2023 and 31 March 2024 at their meeting held on 26 July 2024. The audit for the above respective period has been performed by Ria. Grant Thornton S.p.A.

Annexure II

Details of the entities where examination reports have been issued by the other auditors:

Name of entities	Nature of Relationship	Name of Auditor
Subsidiaries/ Step down subsidiaries		
Viney Auto Ancillary Private Limited	Subsidiary Company	PDM & company
Vimercati S.p.A Group (Vimercati S.p.A. and its three subsidiaries Progind S.r.L, Vimercati East Europe S.r.L. and Vimercati Viney Do México S De Rl De Cv)	Step down subsidiary	Ria. Grant Thornton S.p.A
Viney Corporation East Europe Srl	Step down subsidiary	KPMC & Associates

Viney Corporation Limited (formerly known as Viney Corporation Private Limited)
CIN:- U74899DL1992PLC047911
Restated Consolidated Statement of Assets and Liabilities
(All amounts in Rs. million unless otherwise stated)

Particulars	Notes	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
ASSETS				
(1) Non-current assets				
(a) Property, plant and equipment	**4**	4,007.13	3,854.01	2,840.63
(b) Right-of-use assets	**4A**	129.62	138.46	113.20
(c) Capital work-in-progress	**4B**	173.11	182.01	202.48
(d) Goodwill	**5**	657.11	657.11	1,344.60
(e) Other intangible assets	**5**	409.85	403.31	362.79
(f) Intangible assets under development	**6**	395.61	269.00	186.00
(g) Investments accounted for using equity method	**7(a)**	178.95	173.78	173.60
(h) Financial assets				
(i) Investments	**7(b)**	-	-	181.04
(ii) Loans	**7A**	500.00	-	-
(iii) Other financial assets	**8**	20.37	71.79	74.68
(i) Non-current tax assets (net)	**9**	170.24	86.24	114.10
(j) Other non-current assets	**10**	86.39	12.64	21.47
		6,728.38	**5,848.35**	**5,614.59**
(2) Current assets				
(a) Inventories	**11**	3,222.17	3,322.55	3,185.15
(b) Financial assets				
(i) Investments	**7(c)**	40.37	90.86	182.12
(ii) Trade receivables	**12**	2,470.51	2,466.03	2,460.47
(iii) Cash and cash equivalents	**13**	652.76	708.00	572.53
(iv) Bank balances other than (iii) above	**14**	151.42	14.80	5.80
(v) Other financial assets	**8**	154.18	43.90	91.10
(c) Other current assets	**10**	163.15	211.19	188.04
		6,854.56	**6,857.33**	**6,685.21**
		13,582.94	**12,705.68**	**12,299.80**
EQUITY AND LIABILITIES				
Equity				
(a) Equity share capital	**15**	184.01	184.01	184.01
(b) Other equity	**16**	4,929.11	4,577.03	4,317.51
		5,113.12	**4,761.04**	**4,501.52**
LIABILITIES				
(1) Non-current liabilities				
(a) Financial liabilities				
(i) Borrowings	**17**	2,275.40	1,725.50	2,560.19
(ii) Lease liabilities	**4A**	59.19	50.20	64.40
(b) Provisions	**18**	26.94	22.72	21.65
(c) Deferred tax liabilities (net)	**19**	323.49	332.69	182.49
(d) Non current tax liabilities	**23A**	40.00	80.01	-
		2,725.02	**2,211.12**	**2,828.73**
(2) Current liabilities				
(a) Financial liabilities				
(i) Borrowings	**17**	2,745.69	3,128.25	2,575.20
(ii) Lease liabilities	**4A**	14.12	13.83	18.79
(iii) Trade payables				
Total outstanding dues to micro and small enterprises; and	**20**	30.55	18.90	14.56
Total outstanding dues of creditors other than micro and small enterprises	**20**	2,339.48	2,006.15	1,851.36
(iv) Other financial liabilities	**21**	123.31	146.38	110.31
(b) Other current liabilities	**22**	245.84	187.02	177.82
(c) Provisions	**18**	174.94	193.26	168.21
(d) Current tax liabilities (net)	**23B**	70.87	39.73	53.30
		5,744.80	**5,733.52**	**4,969.55**
		13,582.94	**12,705.68**	**12,299.80**
Summary of material accounting policy information	**3**			

The accompanying notes are an integral part of the restated consolidated financial information.

This is the restated consolidated statement of
assets and liabilities referred to in our report of even date.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/ N500013

Tarun Gupta
Partner
Membership No: 507892

Place : New Delhi
Date : 7 September 2024

For and on behalf of the Board of Directors of
Viney Corporation Limited
(formerly known as Viney Corporation Private Limited)

Brijesh Aggarwal
Managing Director
DIN: 00511293
Place : Manesar
Date : 7 September 2024

Akash Garg
Director
DIN: 10530706
Place : Hisar
Date : 7 September 2024

Sunil Gupta
Company Secretary
Membership No. 34697
Place : New Delhi
Date : 7 September 2024

D C Sharma
Chief Financial Officer

Place : Manesar
Date : 7 September 2024

Viney Corporation Limited (formerly known as Viney Corporation Private Limited)
CIN:- U74899DL1992PLC047911
Restated Consolidated Statement of Profit and Loss
(All amounts in Rs. million unless otherwise stated)

Particulars	Notes	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2022
Revenue from operations	24	12,457.86	11,200.64	10,353.74
Other income	25	214.97	141.40	495.44
Total income		**12,672.83**	**11,342.04**	**10,849.18**
EXPENSES				
Cost of materials consumed	26A	6,306.29	5,778.52	5,321.13
Purchases of stock-in-trade	26B	46.18	-	128.84
Change in inventories of finished goods, stock-in-trade and work-in-progress	27	61.39	(55.34)	(39.05)
Employee benefits expense	28	2,594.87	2,200.84	2,009.54
Finance costs	29	461.07	209.46	321.56
Depreciation and amortisation expense	30	753.71	712.24	739.88
Other expenses	31	2,005.17	1,817.07	1,612.96
Total expenses		**12,228.68**	**10,662.79**	**10,094.86**
Profit before share of profit of an associate, exceptional items and tax		**444.15**	**679.25**	**754.32**
Share of profit of an associate		5.17	2.00	1.80
Profit before exceptional items and tax		**449.32**	**681.25**	**756.12**
Exceptional items	31A	-	831.73	282.70
Profit/(loss) before tax		**449.32**	**(150.48)**	**473.42**
Tax expense:	19			
Current tax		178.75	127.98	126.60
Tax pertaining to earlier years		(3.27)	104.95	22.50
Deferred tax credit		(5.08)	(8.46)	(12.70)
Total tax expense		**170.40**	**224.47**	**136.40**
Profit/(loss) for the year		**278.92**	**(374.95)**	**337.02**
Other comprehensive income				
Items that will not be reclassified to profit or loss				
Re-measurement gains /(losses) on defined benefit plan	33	(3.01)	2.45	1.70
Income-tax effect related to items that will not be reclassified to profit and loss	19	1.13	(0.64)	(0.40)
Revaluation surplus		116.17	889.50	-
Income tax relating to revalution surplus	19	2.98	(158.03)	-
		117.27	**733.28**	**1.30**
Items that will be reclassified subsequently to profit or loss				
Foreign currency translation reserve		61.66	149.67	(31.49)
Other comprehensive income, net of tax		**178.93**	**882.95**	**(30.19)**
Total comprehensive income for the year		**457.85**	**508.00**	**306.83**
Earnings per equity share (nominal value of share Rs 10 each)				
Basic and diluted	16A	**3.03**	**(4.08)**	**3.66**
Summary of material accounting policy information	3			

The accompanying notes are an integral part of the restated consolidated financial information .

This is the restated consolidated statement
of profit and loss referred to in our report of even date.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/ N500013

For and on behalf of Board of Directors of
Viney Corporation Limited
(formerly known as Viney Corporation Private Limited)

Tarun Gupta
Partner
Membership No: 507892

Place : New Delhi
Date : 7 September 2024

Brijesh Aggarwal
Managing Director
DIN: 00511293
Place : Manesar
Date : 7 September 2024

Akash Garg
Director
DIN: 10530706
Place : Hisar
Date : 7 September 2024

Sunil Gupta
Company Secretary
Membership No. 34697
Place : New Delhi
Date : 7 September 2024

D C Sharma
Chief Financial Officer

Place : Manesar
Date : 7 September 2024

Viney Corporation Limited (formerly known as Viney Corporation Private Limited)
CIN:- U74899DL1992PLC047911
Restated Consolidated Statement of Cash Flows
(All amounts in Rs. million unless otherwise stated)

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
A. Cash flow from operating activities			
Profit/(loss) for the year before tax and after share of profit of associate	449.32	(150.48)	473.42
Adjustments for:			
Depreciation and amortisation/impairment expense	753.71	712.24	739.88
Impairment of goodwill	-	686.73	282.70
Share of profit from associate	(5.17)	(2.00)	(1.80)
Bad debts	-	145.00	-
Net fair value (profit) / loss on financial assets mandatorily measured at fair value through profit o	(2.90)	10.80	(129.75)
Provision for loss allowance	11.63	13.31	(1.87)
(Profit) / loss on sale of property, plant and equipment	1.19	(0.90)	-
Finance costs	461.07	209.46	321.56
Provision for warranty	-	28.30	-
Interest income	(50.87)	(5.05)	(10.75)
Dividend income	(0.03)	(2.90)	-
Profit on sale of investment	(5.73)	(6.80)	(181.24)
Operating profit before working capital changes	**1,612.22**	**1,637.71**	**1,492.15**
Adjustments for movements in:-			
Decrease/(increae) in inventories	100.38	(137.39)	(653.40)
(Decrease) in trade receivables	(16.11)	(164.18)	(428.70)
(Increase)/decrease in other financial assets and other current assets	(84.57)	35.77	399.76
Increase/(decrease) in trade payables	344.50	157.20	(295.78)
Increase in other current liabilities, other financial liabilities and provisions	(13.22)	42.59	(285.58)
	330.98	**(66.01)**	**(1,263.70)**
Cash generated from operations	**1,943.20**	**1,571.70**	**228.45**
Income tax paid	(264.25)	(133.22)	(220.10)
Net cash generated from operating activities	**1,678.95**	**1,438.48**	**8.35**
B. Cash flow from investing activities			
Payment made for property, plant and equipment (including capital work-in-progress, capital creditors and capital advances)	(855.06)	(949.13)	(977.76)
Loan to company	(500.00)	-	-
Increase / (decrease) in bank deposits	(136.62)	(9.00)	216.90
Purchase of Subsidaries during the year (refer note 41)	-	-	(233.60)
Interest received	50.87	3.70	10.70
Dividend income	0.03	2.90	-
Proceeds from sale of investment	59.12	257.42	46.16
Net cash used in investing activities	**(1,381.66)**	**(694.11)**	**(937.60)**
C. Cash flows from financing activities			
(Repayment)/proceeds from Non Current borrowings	(330.25)	(711.41)	158.15
Proceeds from issue of optionally convertible debentures	200.00	-	-
Proceeds from issue of non convertible debentures	500.00	-	-
(Repayment)/proceeds of Current borrowings (net)	(202.42)	430.01	875.23
Payment of lease liabilities (principal)	(14.67)	(19.16)	(35.95)
Interest on lease liabilities	(0.78)	(0.82)	(1.09)
Finance costs paid	(460.30)	(208.67)	(320.41)
Dividend paid	(105.77)	(248.52)	(239.25)
Net cash (used)/generated in financing activities	**(414.19)**	**(758.57)**	**436.68**
Net increase / (decrease) in cash and cash equivalents (A+B+C)	**(116.90)**	**(14.20)**	**(492.57)**
Cash and cash equivalents at the beginning of the year	708.00	572.53	1,096.60
Effect of exchange rate on foreign currency cash and cash equivalents	61.66	149.67	(31.50)
Cash and cash equivalents at the end of the year	**652.76**	**708.00**	**572.53**

Components of cash and cash equivalents are as below:

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Balance with banks			
- in current accounts	650.60	705.20	570.11
Cash on hand	2.16	2.80	2.42
	652.76	**708.00**	**572.53**

Notes to cash flow statement:

1. The cash flow statement has been prepared under the indirect method set out in Indian Accounting Standard 7 on Statement of Cash flows as notified under Section 133 of the Companies Act, 2013.
2. Negative figures have been shown in brackets.
3. Disclosures as required in terms of Ind AS 7 'Statement of cash flows' related to the change in financial liabilities arising from financing activity is as below:

(All amounts in Rs. million unless otherwise stated)

Reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities, including both changes arising from cash flow and non-cash changes pursuant to Ind AS 7:

Particulars	31 March 2024	31 March 2023	31 March 2022
Current borrowings	2,745.69	3,128.25	2,575.20
Non-current borrowings	2,275.40	1,725.50	2,560.19
Lease liabilities	73.31	64.03	83.19
Net debt	**5,094.40**	**4,917.78**	**5,218.58**

For the years ended 31 March 2024, 31 March 2023 and 31 March 2022

Particulars	Lease liabilities	Non-current borrowings*	Current borrowings	Total
Balance as at 1 April 2021	**121.20**	**3,077.50**	**1,024.60**	**4,223.30**
Cash flows				
Proceeds/ (repayments) (net)	(37.04)	158.15	875.23	996.34
Non cash changes				
Interest expense on lease liabilities	1.09	-	-	1.09
Foreign exchange fluctuations	(2.06)	-	(0.09)	(2.15)
Balance as at 31 March 2022/ 1 April 2022	**83.19**	**3,235.65**	**1,899.74**	**5,218.58**
Cash flows				
Proceeds/ (repayments) (net)	(19.98)	(711.41)	430.01	(301.38)
Non cash changes				
Interest expense on lease liabilities	0.82	-	-	0.82
Foreign exchange fluctuations	-	(0.24)	-	(0.24)
Balance as at 31 March 2023/ 1 April 2023	**64.03**	**2,524.00**	**2,329.75**	**4,917.78**
Cash flows				
Proceeds from debentures	-	700.00	-	700.00
Repayments (net)	(14.67)	(330.25)	(202.42)	(547.34)
Non cash changes				
Addition	23.95	-	-	23.95
Interest expense on lease liabilities	0.78	-	-	0.78
Foreign exchange fluctuations	(0.78)	0.01	-	(0.77)
Balance as at 31 March 2024	**73.31**	**2,893.76**	**2,127.33**	**5,094.40**

*Including Current maturities on non-current borrowings

Summary of material accounting policy information 3
The accompanying notes are an integral part of the restated consolidated financial information .

This is the restated consolidated statement of cash flows referred to in our report of even date.

For Walker Chandiok & Co LLP

Chartered Accountants
Firm Registration No.: 001076N/N500013

For and on behalf of the Board of Directors of
Viney Corporation Limited
(formerly known as Viney Corporation Private Limited)

Tarun Gupta
Partner
Membership No.: 507892

Place : New Delhi
Date : 7 September 2024

Brijesh Aggarwal
Managing Director
DIN: 00511293
Place : Manesar
Date : 7 September 2024

Akash Garg
Director
DIN: 10530706
Place : Hisar
Date : 7 September 2024

Sunil Gupta
Company Secretary
Membership No. 34697
Place : New Delhi
Date : 7 September 2024

D C Sharma
Chief Financial Officer

Place : Manesar
Date : 7 September 2024

Viney Corporation Limited (formerly known as Viney Corporation Private Limited)
CIN:- U74899DL1992PLC047911
Restated Consolidated Statement of Changes in Equity
(All amounts in Rs. million unless otherwise stated)

A Equity share capital

	Number of shares	Amount
Balance as at 01 April 2021	**18,400,500**	**184.01**
Changes in equity share capital during 2021-2022	-	-
Balance as at 01 April 2022	**18,400,500**	**184.01**
Changes in equity share capital during 2022-2023	-	-
Balance as at 31 March 2023/ 01 April 2023	**18,400,500**	**184.01**
Changes in equity share capital during 2023-2024	-	-
Balance as at 31 March 2024	**18,400,500**	**184.01**

B Other equity
Attributable to equity shareholders

Particulars	Reserves and surplus			Other comprehensive income		
	Legal reserve	Capital redemption reserve	Retained earnings	Foreign currency translation reserve	Revaluation reserve	Total
Balance at 1 April 2021	**84.38**	**37.00**	**3,895.88**	**232.67**	-	**4,249.93**
Profit for the year	-	-	337.02	-	-	337.02
Other comprehensive income (net of tax)	-	-	1.30	(31.49)	-	(30.19)
Final dividend on equity shares	-	-	(239.25)	-	-	(239.25)
Transfer to legal reserve	11.64	-	(11.64)	-	-	-
Balance as at 31 March 2022/1 April 2022	**96.02**	**37.00**	**3,983.31**	**201.18**	-	**4,317.51**
Loss for the year	-	-	(374.95)	-	-	(374.95)
Other comprehensive income (net of tax)	-	-	1.81	149.71	-	151.52
Revalution reserve on land	-	-	-	-	889.50	889.50
Tax impact on revaluation reserve	-	-	-	-	(158.03)	(158.03)
Final dividend on equity shares	-	-	(248.52)	-	-	(248.52)
Transfer to legal reserve	4.92	-	(4.92)	-	-	-
Balance at 31 March 2023/1 April 2023	**100.94**	**37.00**	**3,356.73**	**350.89**	**731.47**	**4,577.03**
Profit for the year	-	-	278.92	-	-	278.92
Other comprehensive income (net of tax)	-	-	(1.88)	61.66	-	59.78
Revalution reserve on land	-	-	-	-	116.17	116.17
Tax impact on revaluation reserve	-	-	-	-	2.98	2.98
Interim dividend on equity shares	-	-	(105.77)	-	-	(105.77)
Transfer to legal reserve	7.28	-	(7.28)	-	-	-
Balance at 31 March 2024	**108.22**	**37.00**	**3,520.72**	**412.55**	**850.62**	**4,929.11**

Summary of material accounting policy 3

The accompanying notes are an integral part of the restated consolidated financial information .

This is the restated consolidated statement of changes in equity referred to in our report of even date.

For Walker Chandiok & Co LLP

Chartered Accountants
Firm Registration No.: 001076N/N500013

Tarun Gupta
Partner
Membership No.: 507892

Place : New Delhi
Date : 7 September 2024

For and on behalf of the Board of Directors of
Viney Corporation Limited
(formerly known as Viney Corporation Private Limited)

Brijesh Aggarwal
Managing Director
DIN: 00511293
Place : Manesar
Date : 7 September 2024

Akash Garg
Director
DIN: 10530706
Place : Hisar
Date : 7 September 2024

Sunil Gupta
Company Secretary
Membership No. 34697
Place : New Delhi
Date : 7 September 2024

D C Sharma
Chief Financial Officer
Place : Manesar
Date : 7 September 2024

1. Group overview and summary of material accounting policy

1.1 Corporate Information

Viney Corporation Limited ("The Company" or "Holding Company" or "Parent") was incorporated in India on 6 March 1992 under the Companies Act. These Restated consolidated financial information comprise the Holding Company and its subsidiaries (together referred to as "the Group") and its associate. The Group and its associate is engaged in the business of manufacturing of auto components including auto electrical parts and its accessories and ancillary services. The Group and its associate caters to both domestic and international markets.

Subsequent to the year-end, Viney Corporation Private Limited has been converted to a public company from private company namely 'Viney Corporation Limited' ('the Company' or 'the Holding Company or 'Parent') as mentioned in 'Certificate of Incorporation consequent upon conversion from private company to public company' dated 29 August 2024 as issued by the Ministry of Corporate Affairs ('MCA').

2. Basis of preparation

A. Statement of compliance

The Restated Consolidated Financial Information comprise the Restated Consolidated Statement of Assets and Liabilities as at 31 March 2024, 31 March 2023 and 31 March 2022, Restated Consolidated Statement of Profit and Loss (including other comprehensive income), Restated Consolidated Statement of Changes in Equity and Restated Consolidated Statement of Cash Flows for the years ended 31 March 2024, 31 March 2023 and 31 March 2022 and the Notes, comprising material accounting policy information and other explanatory information (hereinafter referred to as 'Restated Consolidated Financial Information').

The Restated Consolidated Financial Information have been approved by the Board of Directors of the Holding Company at their meeting held on 07 September 2024 and has been specifically prepared for inclusion in the Draft Red Herring Prospectus ('DRHP') to be filed by the Holding Company with the Securities and Exchange Board of India ('SEBI'), National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) ('Stock Exchanges") in connection with the proposed Initial Public Offer of equity shares ('IPO') of the Holding Company (referred to as the 'Issue'). The Restated Consolidated Financial Information has been prepared by the management of the Holding Company to comply in all material respects with the requirements of:

a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the 'Act') as amended from time to time;

b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended to date ('SEBI 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").

The Restated Consolidated Financial Information has been compiled by the management from Audited Consolidated Financial Statements of the Group and its associate as at and for the years 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 meeting held on 12 July 2024, 13 December 2023 and 27 October 2022 respectively.

The Restated Consolidated Financial Information have been prepared so as to contain information / disclosures and incorporating adjustments set out below in accordance with the SEBI ICDR Regulations:

a) Adjustments to the profits or losses of the earlier years and of the year in which the change in the accounting policy has taken place is recomputed to reflect what the profits or losses of those years would have been if a uniform accounting policy was followed in each of these years, if any;
b) Adjustments for reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the Consolidated Financial Statements of the

Group and its associate as at and for the period ended 31 March 2024 and the requirements of the SEBI ICDR Regulations, if any; and

c) The resultant impact of tax due to the aforesaid adjustments, if any

The Restated Consolidated Financial Information have been prepared on accrual and going concern basis. The accounting policies have been consistently applied by the Holding Company in preparation of the Restated Consolidated Financial Information and are consistent with those adopted in the preparation of the Consolidated Financial Statements as at and for the year ended 31 March 2024.

The Group presents assets and liabilities in the Restated Consolidated Financial Information based on current/ non-current classification. An asset is treated as current if it satisfies any of the following conditions:
- expected to be realised in, or is intended for sale or consumption in the normal operating cycle;
- held primarily for the purpose of being traded;
- expected to be realised within twelve months after reporting date; or
- cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date

A liability is treated as current if it satisfies any of the following conditions:
- expected to be settled in the normal operating cycle ;
- held primarily for the purpose of being traded ;
- due to be settled within twelve months after reporting date; or
- there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other assets and liabilities are classified 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 for processing and its realistion in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

B. Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The Restated consolidated financial information are presented in Indian Rupee, which is Holding Company's functional and presentation currency. All amount have been rounded off to nearest million and two decimal thereof, except share data and per share data, unless otherwise stated.

C. Basis of measurement

The Restated Consolidated Financial Information has been prepared under the historical cost convention and amortised cost except for certain financial assets and liabilities which are measured at fair value which are given below. Fair value is the price 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.

Items	Measurement basis
(a) Net defined benefit (asset)/ liability	Present value of defined benefit obligations
(b) Certain financial assets and liabilities	Fair value
(c) Other financial assets and liabilities	Amortised cost
(d) Leasehold and freehold land	Revaluation model

D. Material accounting judgments, estimates and assumptions

The preparation of Restated consolidated financial information requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected.

In particular, the Group has identified the following areas where significant judgements, estimates and assumptions are required. Further information on each of these areas and how they impact the various accounting policies are described below and also in the relevant notes to the Restated consolidated financial information. Changes in estimates are accounted for prospectively.

i. Judgements

Judgements In the process of applying the Group's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the Restated consolidated financial information:

(a) Contingencies

Contingent liabilities may arise from the ordinary course of business in relation to claims against the Group, including legal, contractor, land access and other claims. By their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgments and the use of estimates regarding the outcome of future events.

ii. Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

The Group bases its assumptions and estimates on parameters available when the Restated consolidated financial information was prepared. Existing circumstances and assumptions about future developments, however, may change due to market change or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

(a) Useful lives and recoverable amount of property, plant and equipment and intangible assets

The estimated useful lives and recoverable amounts of property, plant and equipment and intangible assets are based on estimates and assumptions regarding the expected market outlook, expected future cash flows, growth rates, obsolescence, demand, competition, and known technological advances. The charge in respect of periodic depreciation is derived based on an estimate of an asset's expected useful life and the expected residual value at the end of its life. The Group reviews the useful lives and recoverable amounts of property, plant and equipment and intangible assets at the end of each reporting period.

(b) Impairment testing

Property, plant and equipment and intangible assets except Goodwill that are subject to depreciation/ amortisation are tested for impairment periodically including when events occur or changes in circumstances indicate that the recoverable amount of the cash generating unit is less than its carrying value. Goodwill is subject to impairment testing only. The recoverable amount of cash generating units is higher of value-in-use and fair value less cost to sell. The calculation involves use of significant estimates and assumptions which includes turnover and earnings multiples, growth rates and net margins used to calculate projected future cash flows, risk-adjusted discount rate, future economic, fair value and market conditions.

(c) Income taxes

Recognition of deferred tax assets/ liabilities involves making judgements and estimations about the availability of future taxable profit against which tax losses carried forward can be used. A deferred tax asset is recognised for unused tax losses, deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilised.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Provision for tax liabilities require judgements on the interpretation of tax legislation, developments in case laws and the potential outcomes of appeals which may be subject to significant uncertainty. Therefore, the actual results may vary from expectations resulting in adjustments to provisions, the valuation of deferred tax assets, cash tax settlements and therefore the tax charge in the Restated Consolidated Statement of Profit and Loss.

(d) Litigations

From time to time, the Group is subject to legal proceedings the ultimate outcome of each being always subject to many uncertainties inherent in litigation. A provision for litigation is made when it is considered probable that a payment will be made and the amount of the loss can be reasonably estimated. Significant judgement is made when evaluating, among other factors, the probability of unfavourable outcome and the ability to make a reasonable estimate of the amount of potential loss. Litigation provisions are reviewed at each accounting period and revisions made for the changes in facts and circumstances.

(e) Employee benefit obligations

Employee benefit obligations are determined using actuarial valuations. An actuarial valuation involves making appropriate 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.

(f) Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the statement of assets and liabilities cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported assumptions about these factors which could affect the reported fair value of financial instruments.

E. Basis of consolidation

The Restated consolidated financial information comprise the financial statements of the Holding Company, its subsidiaries and its associate. 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.

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:
(a) The contractual arrangement with the other vote holders of the investee;
(b) The rights arising from other contractual arrangements;
(c) The Group’s voting rights and potential voting rights; and
(d) The size of the Group’s Holding of voting rights relative to the size and dispersion of the Holdings of the other voting rights holders.

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

Restated consolidated financial information from the date the Group gains control until the date the Group ceases to control the subsidiary.

Restated consolidated financial information is prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group and its associate uses accounting policies other than those adopted in the Restated consolidated financial information for like transactions and events in similar circumstances, appropriate adjustments are made to that member's financial statements in preparing the Restated consolidated financial information to ensure conformity with the Group's accounting policies.

An associate is an entity over which the Group has significant influence, i.e., the power to participate in the financial and operating policy decisions of the investee but not control or joint control over those policies.

The following consolidation procedures are adopted:

Subsidiaries

a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the Restated consolidated financial information at the acquisition date;

b) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill; and

c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and property, plant and equipment, are eliminated in full). Ind AS 12 'Income Taxes' applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Associate

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The considerations made in determining whether significant influence or joint control are similar to those necessary to determine control over the subsidiaries.

The Group's investments in its associate are accounted for using the equity method. Under the equity method, the investment in an associate is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the associate since the acquisition date.

The Restated Consolidated Statement of Profit and Loss reflects the Group's share of the results of operations of the associate. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognised directly in the equity of the associate, the Group recognises its share of any changes, when applicable, in the Restated Consolidated Statement of Changes in Equity. Unrealised gains and losses resulting from transactions between the Group and the associate are eliminated to the extent of the interest in the associate.

If an entity's share of losses of an associate or equals or exceeds its interest in the associate (which includes any long-term interest that, in substance, form part of the Group's net investment in the associate), the entity discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate. If the associate subsequently reports profits, the entity resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

The aggregate of the Group's share of profit or loss of an associate is shown on the face of the Restated Consolidated Statement of Profit and Loss.

The financial statements of the associate are prepared for the same reporting periods as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

The Restated consolidated financial information have been prepared in accordance with Ind AS 110 on "Consolidated financial statements". The Financial Statements of the entities used for the purpose of consolidation are drawn up to the same reporting date as that of the Holding Company's i.e. year ended 31 March 2024, 31 March 2023 and 31 March 2022 respectively.

Details of the consolidated subsidiary and shareholding pattern are as follows:

Name of subsidiary	**Country of incorporation**	**Percentage of ownership**		
		31 March 2024	**31 March 2023**	**31 March 2022**
Subsidiary				
Viney Corp. Middle East Limited	United Arab Emirates	100%	100%	100%
Viney Auto Ancillary Private Limited*	India	100%	100%	-
Step down subsidiary				
Vimercati S.p.A., Italy^	Italy	100%	100%	100%
Vimercati East Europe S.r.L	Romania	100%	100%	100%
Progind S.r.L#	Italy	100%	100%	100%
Viney Corporation East Europe SRL	Romania	100%	100%	100%
VIMERCATI VINEY DO MÉXICO S DE RL DE CV**	Mexico	100%	-	-

* Incorporated w.e.f. 4 January 2023
** Incorporated w.e.f 2 June 2023
#aquired on 31 July 2021

^Holding Company sold its 100% equity holding of Vimercati S.p.A. Italy to Viney Auto Ancillary Private Limited under the Securities Purchases Agreement dated 2 June 2023. After this transaction, the Vimercati S.p.A. Italy has become step-down subsidiary of the Holding Company.

The Restated consolidated financial information are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented, the extent possible, in the same manner as the Holding Company's financial statements.

The financial statements of the foreign subsidiaries are translated into Indian Rupees as follows:

The assets and liabilities of foreign operations (subsidiaries, step down subsidiaries) including goodwill and fair value adjustments arising on acquisition, are translated into INR, the functional currency of the Group, at the exchange rates at the reporting date. The income and expenses of foreign operations are translated into INR at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

Contingent liabilities are translated at the closing rate.

The resulting net exchange difference is credited or debited to the foreign currency translation difference. Foreign currency translation differences are recognized in OCI and accumulated in equity (as exchange differences on translating the financial statements of a foreign operation).

Intra-group balances and transactions, and any unrealised income and expenses arising from intragroup transactions are eliminated. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

3. Material accounting policies

A. Foreign currency transactions

i. Initial recognition and settlement

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions are generally recognised in Restated Consolidated Statement of Profit and Loss as incurred .

ii. Measurement at the reporting date

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction.

The date of transaction which is required to determine the spot exchange rate for translation would be the earlier of:

- The date of initial recognition of the non – monetary prepayment asset or deferred income liability, and
- The date that the related item is recognised in the financial statements.

Exchange differences are recognised in Restated Consolidated Statement of Profit and Loss as incurred.

B. Fair value measurements

Fair value is the price 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.
The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:
a. In the principal market for the asset or liability, or
b. In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group and its associate.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial results are categorized 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) market prices in active markets for identical assets or liabilities.
Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the Restated consolidated financial information on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period or each case.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

C. Financial instruments

Financial instruments are recognised when the Group becomes a party to the contractual provisions of the instrument and are measured initially at fair value adjusted for transaction costs, except for those carried at fair value through profit or loss which are measured initially at fair value.
If the Group determines that the fair value at initial recognition differs from the transaction price, the Group accounts for that instrument at that date as follows:

- at the measurement basis mentioned above if that fair value is evidenced by a quoted price in an active market for an identical asset or liability (i.e. a Level 1 input) or based on a valuation technique that uses only data from observable markets. The Group recognises the difference between the fair value at initial recognition and the transaction price as a gain or loss.

- in all other cases, at the measurement basis mentioned above, adjusted to defer the difference between the fair value at initial recognition and the transaction price. After initial recognition, the Group recognises that deferred difference as a gain or loss only to the extent that it arises from a change in a factor (including time) that market participants would take into account when pricing the asset or liability.

Subsequent measurement of financial assets and financial liabilities is described below.

Non-derivative financial assets

Classification and subsequent measurement
For the purpose of subsequent measurement, financial assets are classified into the following categories upon initial recognition:

(i) Financial assets at amortised cost – a financial instrument is measured at amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest method.

(ii) Financial assets at fair value

Investments in equity instruments – All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at fair value through profit and loss ('FVTPL"). For all other equity instruments, the Group decides to classify the same either as at fair value through other comprehensive income ("FVOCI") or FVTPL. The Group makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to profit or loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity. Dividends on such investments are recognised in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the profit or loss.

De-recognition of financial assets

Financial assets (or where applicable, a part of financial asset or part of a Group of similar financial assets) are derecognised from the Restated Consolidated Statement of Assets and Liabilities when the contractual rights to receive the cash flows from the financial asset have expired, or when the financial asset and substantially all the risks and rewards are transferred. The Group also derecognises the financial asset if it has both transferred the financial asset and the transfer qualifies for derecognition.

Non-derivative financial liabilities

Initial recognition

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in Restated Consolidated Statement of Profit and Loss.

Subsequent measurement

After initial recognition, the financial liabilities are subsequently measured at amortised cost using the effective interest rate ("EIR") method.

Amortised cost is calculated by considering any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The effect of EIR amortization is included as finance costs in the Restated Consolidated Statement of Profit and Loss.

De-recognition of financial liabilities

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in Restated Consolidated Statement of Profit and Loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Restated Consolidated Statement of Assets and Liabilities if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Embedded derivatives

Derivatives embedded in a host contract that is an asset within the scope of Ind AS 109 are not separated. Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest. Derivatives embedded in all other host contract are separated only if the economic characteristics and risks of the embedded derivative are not closely related to the economic characteristics and risks of the host and are measured at fair value through profit or loss. Embedded derivatives closely related to the host contracts are not separated.

D. **Property, plant and equipment**

i. Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labour, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

Property, plant and equipment under construction are disclosed as capital work-in-progress. Cost of construction that relate directly to specific property, plant and equipment and that are attributable to construction activity in general are included in capital work-in-progress.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in Restated Consolidated Statement of Profit and Loss.

With effect from 31 March 2023 there is a change in accounting policy of one of the asset class, freehold and leasehold "Land" classified under Property, Plant and Equipment from the 'Cost model' to 'Revaluation model', in accordance with the principles of Indian Accounting Standard 16: Property, Plant and Equipment ("Ind AS 16"), basis the guidance provided in Ind AS 116, the change in accounting policy is to be accounted for as prospectively.

ii. Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

iii. Depreciation

Depreciation on items of property, plant and equipment is provided on the straight line method, based on the management's estimates of useful lives of the assets, which is equal to the useful life prescribed under Schedule II of the Companies Act, 2013 for Holding Company and Indian subsidiaries.

For Overseas entities

Particulars	Management estimate of useful life (Years)
Buildings	20-30
Plant and equipments	6-10
Furniture and fixtures	10

Freehold land is not depreciated.

De-recognition

An item of property, plant and equipment and any significant part initially recognised is de-recognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Restated Consolidated Statement of Profit and Loss when the asset is derecognised.

Depreciation on additions/ (disposals) is provided on a pro-rata basis i.e. from / (upto) the date on which asset is ready for use/ (disposed of).

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. Based on internal assessment and consequent advice, the management believes that its estimates of useful lives as given above best represent the period over which management expects to use these assets.

Losses arising from retirement or gains or losses arising from disposal of property, plant and equipment which are carried at cost are recognized in the Restated Consolidated Statement of Profit and Loss as incurred.

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 and the cost of assets not put to use before such date are disclosed under 'capital work-in-progress'.

E. Intangible assets

i. Recognition and initial measurement

Intangible assets (including patents) that are acquired are recognised only if it is probable that the expected future economic benefits that are attributable to the asset will flow to the Group and the cost of assets can be measured reliably. The intangible assets are recorded at cost of acquisition including incidental costs related to acquisition and installation and are carried at cost less accumulated amortisation and impairment losses, if any. Internally generated intangible assets, excluding capitalized development costs, are not capitalised and expenditure is recognised in the Restated consolidated statement of profit and loss when it is incurred.

ii. Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates.

iii. De-recognition

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Restated Consolidated Statement of Profit and Loss when the asset is derecognised.

iv. Development costs

Development expenditure is capitalised as an intangible asset only if the expenditure can be measured reliably, or process is technically and commercially feasible, future economic benefits are probable, and the Group intends to and has sufficient resources to complete development and to use or sell the asset. Otherwise, it is recognised in profit or loss as incurred. Subsequent to initial recognition, the asset is measured at cost less accumulated amortisation and any accumulated impairment losses.

v. Amortisation

Amortisation is calculated to write off the cost of intangible assets over their estimated useful lives using the straight-line method, and is included in amortisation expense in profit or loss. Goodwill is not amortised and is tested for impairment annually.

The estimated useful lives are as follows:

For Holding Company

- Software	3 years

For Overseas entity

- Development costs	3-5 years
- Patents	5 years

Amortisation method, useful life and residual values are reviewed at the end of each financial year and adjusted if appropriate.

Losses arising from retirement and gains or losses arising from disposal of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Restated Consolidated Statement of Profit and Loss.

F. **Impairment**

i. Impairment of financial assets

All financial assets except for those at FVTPL are subject to review for impairment at least at each reporting date to identify whether there is any objective evidence that a financial asset or a Group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets.

In accordance with Ind-AS 109, the Group applies expected credit loss ("ECL") model for measurement and recognition of impairment loss for financial assets carried at amortised cost.

ECL is the weighted average of difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate, with the respective risks of default occurring as the weights. When estimating the cash flows, the Group is required to consider –

a. All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets.
b. Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

Trade receivables

The Group assesses impairment based on expected credit losses (ECL) model for measurement and recognition of impairment loss, the calculation of which is based on historical data, on the financial assets that are trade receivables or contract revenue receivables and all lease receivables.

The Group writes off trade receivables after it is established beyond doubt that the account is uncollectible. Financial assets that are written-off are still subject to enforcement activity by the Group.

Other financial assets

For recognition of impairment loss on other financial assets and risk exposure, the Group determines whether there has been a significant increase in the credit risk since initial recognition. If the credit risk has not increased significantly since initial recognition, the Group measures the loss allowance at an amount equal to twelve-month expected credit losses, else at an amount equal to the lifetime expected credit losses.

When making this assessment, the Group uses the change in the risk of a default occurring over the expected life of the financial asset. To make that assessment, the Group compares the risk of a default occurring on the financial asset as at the reporting date with the risk of a default occurring on the financial asset as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition. The Group assumes that the credit risk on a financial asset has not increased significantly since initial recognition if the financial asset is determined to have low credit risk at the balance sheet date.

ii. Impairment of non-financial assets

The Group's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the Restated Consolidated Statement of Profit and Loss. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a prorata basis.

An impairment loss in respect of goodwill is not subsequently reversed. In respect of other assets for which impairment loss has been recognised in prior periods, the Group reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

G. Investment in equity instruments

Investments that are readily realisable and intended to be held for not more than a year from the date of acquisition are classified as current investments. All other investments are classified as non-current investments.

Investment in equity instruments are measured at fair value through Statement of profit and loss. Net gains and losses are recognised in Restated Consolidated Statement of Profit or Loss.

H. Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Determining whether a contract contains lease

At inception of a contract, the Group determines whether the contract is, or contains, a lease. The contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset or assets for a period of time in exchange for consideration, even if that right is not explicitly specified in a contract.

At inception or on reassessment of a contract that contains lease component and one or more additional lease or non-lease components, the Group separates payments and other consideration required by the contract into those for each lease component on the basis of their relative stand-alone price and those for non-lease components on the basis of their relative aggregate stand-alone price. If the Group concludes that it is impracticable to separate the payments reliably, then ROU asset and Lease liability are recognised at an amount equal to the present value of future lease payments; subsequently the liability is reduced as payments are made and an imputed finance cost on the liability is recognised using the Group's incremental borrowing rate.

Group as a lessee

At inception, the Group assesses whether a contract is or contains a lease. This assessment involves the exercise of judgement about whether it depends on an identified asset, whether the Group obtains substantially all the economic benefits from the use of that asset, and whether the Group has the right to direct the use of that asset.

The Group has elected to separate lease and non-lease components of contracts, wherever possible.

The Group recognizes a right of use (ROU) asset and a lease liability at the transition date/ lease commencement date. The ROU is initially measured based on the present value of future lease payments, plus initial direct costs, and cost to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, and lease payments made at or before the commencement date, less any incentives received. The ROU is depreciated over the shorter of the lease term or the useful life of the underlying asset. The ROU is subject to testing for impairment if there is an indicator for impairment.

At the commencement date, the Group measures the lease liability at the present value of the future lease payments that are not yet paid at that date discounted using interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate. The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group has elected not to recognize ROU assets and liabilities for leases where the total lease term is less than or equal to 12 months, or for leases of low value assets. The payments for such leases are recognized in the statement of Restated Consolidated statement of profit and loss on a straight-line basis over the lease term.

I. **Inventories**

Inventories which comprise raw materials, work-in-progress, finished goods and stores and spares, are carried at the lower of cost and net realisable value.

Cost of inventories comprises all costs of purchase (net of recoverable taxes, where applicable), costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

The basis of determining costs for various categories of inventories are as follows: -

Raw materials, stores and spares	-	Weighted average method
Work-in-progress and finished goods	-	Material cost plus appropriate share of labour, manufacturing overheads.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

The net realisable value of work-in-progress is determined with reference to the selling prices of related finished products. Raw materials and other supplies held for use in the production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realisable value. The comparison of cost and net realisable value is made on an item-by-item basis.

J. **Revenue recognition**

The five step model of Ind AS 115 - 'Revenue from Contracts from Customers' is used to determine whether revenue should be recognised at a point in time or over time, and at what amount is as below: •
Step 1: Identify the contract with the customer
Step 2: Identify the performance obligations in the contract
Step 3: Determine the transaction price
Step 4: Allocate the transaction price to the performance obligations
Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

Revenue from sale of goods is recognised when all the significant risks and rewards of ownership in the goods are transferred to the buyers as per the terms of the contract and there is no continuing managerial involvement with the goods and the amount of revenue can be measured reliably. The Group retains no effective control of the goods transferred to a degree usually associated with ownership and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods. Revenue is measured at transaction price of the consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government which are levied on sales such as goods and services tax, etc.

Other income

Export incentive entitlements are recognized as income when the right to receive credit as per the terms of the scheme is established and there is no uncertainty regarding the ultimate collection of these incentives.

Interest income is recognized using the effective interest method.

Sale of electricity is recognised in accordance with the Power Purchase Agreement ('PPA') entered into with respective customers and there is no uncertainty regarding the ultimate collection of these services.

Dividend income is recognised when the right to receive dividend is established.

K. Borrowing costs

Borrowing costs include interest, amortisation of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs, if any, directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised, if any. All other borrowing costs are expensed to the Restated Consolidated Statement of Profit and Loss in the year in which they occur.

L. Employee benefits

i. Short term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid e.g., under short-term cash bonus, if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

For subsidiary outside India ("Vimercati S.p.A."):

Severance indemnity: Every employee appointed before 1 January 2007 was entitled to the benefit calculated as per Italian laws. Severance indemnity is payable to all eligible employees of the Vimercati S.p.A on termination of the employment relationship with Vimercati S.p.A and the aforesaid company does not have an unconditional right to defer settlement of obligation beyond the period of twelve months.

ii. Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity and has no obligation to pay any further amounts. The Holding Company makes specified monthly contributions towards Employee Provident Fund (EPF) and Employees' State Insurance to Government administered fund which is a defined contribution plan. The Holding Company's contribution is recognized as an expense in the Restated Consolidated Statement of Profit and Loss during the period in which the employee renders the related service.

iii. Defined benefit plans

Gratuity

The Holding Company operates a gratuity plan wherein every employee is entitled to the benefit. Gratuity is payable to all eligible employees (who have completed 5 years or more of service) of the group on retirement, separation, death or permanent disablement, in terms of the provisions of the Payments of Gratuity Act, 1972.

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Holding Company's net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods and discounting that amount.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method.

Re-measurements of the net defined benefit liability, which comprise actuarial gains and losses are recognised in Other Comprehensive Income (OCI). The Holding Company determines the net interest expense (income) on the net defined benefit liability for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then- net defined benefit liability, taking into account any changes in the net defined benefit liability during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.
When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in profit or loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

iv. Other long term employee benefits

Compensated absences

The employees can carry-forward a portion of the unutilised accrued compensated absences and utilise it in future service periods or receive cash compensation on termination of employment. Since, the compensated absences do not fall due wholly within twelve months after the end of the period in which the employees render the related service and are also not expected to be utilized wholly within twelve months after the end of such period, the benefit is classified as a long-term employee benefit. The Holding Company records an obligation for such compensated absences in the period in which the employee renders the services that increase this entitlement. The obligation is measured on the basis of independent actuarial valuation using the projected unit credit method. Actuarial gains and losses are recognised in profit or loss in the period in which they arise.

M. Provisions

i. Provisions (other than employee benefits)

Provisions are recognised only when there is a present obligation, as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. If the effect of the time value of money is material, provisions are discounted to reflect its present value using a current pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the obligation. When provisions are discounted, the increase in the provision due to the passage of time is recognised as a finance cost.

ii. Warranties

Warranty costs are estimated on the basis of a technical evaluation and past experience. Provision is made for estimated liability in respect of warranty costs in the year of sale of goods and is included in the Restated Consolidated Statement of Profit and Loss. The estimates used for accounting for warranty costs are reviewed periodically and revisions are made, as and when required.

N. Taxes

Tax expense is the aggregate amount included in the determination of profit or loss for the period in respect of current and deferred tax.

Current income tax

Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 and respective local jurisdictions of members of the Group.
.
Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Group operates and generates taxable income. Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

Current tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Group recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised.

The Group's ability to recover the deferred tax assets is assessed by the management at the close of each reporting period which depends upon the forecasts of the future results and taxable profits that Group expects to earn within the period by which such brought forward losses may be adjusted against the taxable profits as governed by the Income-tax Act, 1961. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

Deferred tax assets are recognised on the unrealised profit for all the inter-company sale/ purchase eliminations of property, plant and equipment and inventories.
Deferred tax on business combination when a liability assumed is recognised at the acquisition date but the related costs are not deducted in determining taxable profits until a later period, a deductible temporary difference arises which results in a deferred tax asset. a deferred tax asset also arises when the fair value of an identifiable asset acquired is less than its tax base. In both cases, the resulting deferred tax asset affects goodwill.

The Group offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

O. Contingent liabilities and contingent assets

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote. Contingent assets are neither recognised nor disclosed in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

O. Cash and cash equivalents

Cash and cash equivalents in the Restated Consolidated Statement of Assets and Liabilities comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the restated consolidated statement of cash flows, cash and cash equivalents consist of cash and short term deposits, as defined above.

P. Business combination, goodwill and intangible asset

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. acquisition-related costs are expensed as incurred.
.
At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, deferred tax assets or liabilities, and the assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 'Income Taxes' and Ind AS 19 'Employee Benefits' respectively. When a liability assumed is recognised at the acquisition date but the related costs are not deducted in determining taxable profits until a later period, a deductible temporary difference arises which results in a deferred tax asset. A deferred tax asset also arises when the fair value of an identifiable asset acquired is less than its tax base.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date.

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is either recognised as profit or loss, or other comprehensive income, as appropriate.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of Ind AS 109 'Financial Instruments' ("Ind AS 109"), is measured at fair value with changes in fair value recognised in Restated Consolidated Statement of Profit and Loss. If the contingent consideration is not within the scope of Ind AS 109, it is measured in accordance with the appropriate Ind AS. Contingent consideration that is classified as equity is not re-measured at subsequent reporting dates and subsequent its settlement is accounted for within equity.

Transaction costs that the Group incurs in connection with a business combination, such as stamp duty for title transfer in the name of the Group, finder's fees, legal fees, due diligence fees and other professional and consulting fees, are expensed as incurred.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in other comprehensive income and accumulated in equity as capital reserve.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit.

Any impairment loss for goodwill is recognised in the Restated Consolidated Statement of Profit and Loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash generating unit retained.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

Business combinations involving entities that are controlled by the Group are accounted for using the 'pooling of interests' method as follows:
- The assets and liabilities of the combining entities are reflected at their carrying amounts;
- Except for adjustments made to harmonise accounting policies, no adjustments are ade to reflect fair values, or recognise any new assets or liabilities;
- The balance of the retained earnings appearing in the financial statements of the transferor is aggregated with the corresponding balance appearing in the financial statements of the transferee or is adjusted against general reserve;
- The identity of the reserves is preserved and the reserves of the transferor become the reserves of the transferee; and
- The difference, if any, between the amounts recorded as share capital issued plus any additional consideration in the form of cash or other assets and the amount of share capital of the transferor is transferred to capital reserve and is presented separately from other capital reserves.

Q. **Restated Consolidated statement of cash flows**

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated. Cash and cash equivalents for the purposes of restated consolidated statement of cash flows comprise cash at bank and on hand, and bank deposit with banks where original maturity is three months or less.

R. Operating expenses

Operating expenses are recognised in the Restated Consolidated Statement of Profit and Loss upon utilisation of the service or as incurred.

S. Earnings per share

Basic earnings/ (loss) per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for events, other than conversion of potential equity shares, that have changed the number of equity shares outstanding without a corresponding change in resources.
For the purpose of calculating diluted earnings/ (loss) per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

T. New and amended standard adopted by the Group

The Ministry of Corporate Affairs vide notification dated 31 March 2023 notified the Companies (Indian Accounting Standards) Amendment Rules, 2023, which amended certain accounting standards (see below), and are effective 1 April 2023:

- Disclosure of accounting policies - amendments to Ind AS 1
- Definition of accounting estimates - amendments to Ind AS 8
- Deferred tax related to assets and liabilities arising from a single transaction - amendments to Ind AS 12

The other amendments to Ind AS notified by these rules are primarily in the nature of clarifications.

The Group has adopted these amendments effective 1 April 2023, and the adoption did not have any material impact on the Restated Consolidated Financial Information.

U. Standards issued but not yet effective

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. There are no such recently issued standards or amendments to the existing standards for which the impact on the Restated consolidated financial information is required to be disclosed.

V. **Exceptional items**

Exceptional items refer to items of income or expense within the restated consolidated statement of profit and loss that are of such size, nature or incidence that their separate disclosure is considered necessary to explain the performance for the period. Materiality threshold can be used to select items to be disclosed as exceptional on case-to-case basis.

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(All amounts in Rs. million unless otherwise stated)

4. Property, plant and equipment

Particulars	Freehold land^^	Buildings	Plant and equipments	Furniture and fixtures	Motor vehicles	Computers	Office equipments	Electrical fittings	Total
Gross carrying amount									
Gross carrying amount as at 1 April 2021	127.19	957.32	2,453.40	17.84	102.57	4.60	24.60	5.70	3,693.22
Add: Additions made during the year	-	3.60	748.76	0.80	15.98	0.76	8.65	-	778.55
Add: Property, plant and equipment on account of acquisition of entity (refer note 41)	-	294.32	160.01	-	-	-	1.88	-	456.21
Less: Disposals during the year	-	0.03	116.18	-	3.55	-	-	-	119.76
Foreign currency translation impact	(0.10)	(17.20)	(48.77)	-	-	-	(0.50)	-	(66.57)
Gross carrying amount as at 31 March 2022/1 April 2022	**127.09**	**1,238.01**	**3,197.22**	**18.64**	**115.00**	**5.36**	**34.63**	**5.70**	**4,741.65**
Add: Additions made during the year	-	101.45	490.60	0.17	0.63	0.64	8.93	-	602.42
Add: Revaluation of immovable properties (freehold land) *	843.72	-	-	-	-	-	-	0.10	843.82
Less: Disposals during the year	1.05	-	230.32	-	6.10	-	0.19	-	237.66
Foreign currency translation impact	0.27	64.32	179.37	0.19	0.13	-	2.14	-	246.42
Gross carrying amount as at 31 March 2023/1 April 2023	**970.03**	**1,403.78**	**3,636.87**	**19.00**	**109.66**	**6.00**	**45.51**	**5.80**	**6,196.65**
Add: Additions made during the year	-	1.39	497.64	0.89	0.74	0.66	7.23	-	508.55
Add: Revaluation of immovable properties (freehold land) *	130.77	-	-	-	-	-	-	-	130.77
Less: Disposals during the year	-	-	23.20	-	19.28	-	-	-	42.48
Foreign currency translation impact	0.34	7.16	2.50	0.03	0.00	-	0.50	-	10.53
Gross carrying amount as at 31 March 2024	**1,101.14**	**1,412.33**	**4,113.81**	**19.92**	**91.12**	**6.66**	**53.24**	**5.80**	**6,804.02**
Accumulated depreciation									
Balance as at 1 April 2021	-	215.57	1,166.67	8.58	30.82	3.18	14.60	3.00	1,442.42
Add: Depreciation charge for the year	-	65.05	384.76	2.05	17.15	0.62	6.56	0.80	476.99
Less: On disposals during the year	-	-	0.50	-	1.19	-	-	-	1.69
Foreign currency translation impact	-	(4.30)	(11.90)	-	(0.20)	-	(0.30)	-	(16.70)
Balance as at 31 March 2022/1 April 2022	**-**	**276.32**	**1,539.03**	**10.63**	**46.58**	**3.80**	**20.86**	**3.80**	**1,901.02**
Add: Depreciation charge for the year	-	61.72	407.97	1.57	15.53	0.69	9.98	0.81	498.27
Less: On disposals during the year	-	-	176.54	-	5.30	-	-	-	181.84
Foreign currency translation impact	-	17.46	106.39	0.16	(0.18)	0.01	1.35	-	125.19
Balance as at 31 March 2023/1 April 2023	**-**	**355.50**	**1,876.85**	**12.36**	**56.63**	**4.50**	**32.19**	**4.61**	**2,342.64**
Add: Depreciation charge for the year	-	52.70	400.12	1.54	11.35	0.66	7.57	0.72	474.66
Less: On disposals during the year	-	-	10.78	-	18.72	-	-	-	29.50
Foreign currency translation impact	-	2.49	5.23	0.03	1.14	(0.01)	0.21	-	9.09
Balance as at 31 March 2024	**-**	**410.69**	**2,271.42**	**13.93**	**50.40**	**5.15**	**39.97**	**5.33**	**2,796.89**
Net carrying amount									
As at 31 March 2024	**1,101.14**	**1,001.64**	**1,842.39**	**5.99**	**40.72**	**1.51**	**13.27**	**0.47**	**4,007.13**
As at 31 March 2023	**970.03**	**1,048.28**	**1,760.02**	**6.64**	**53.03**	**1.50**	**13.32**	**1.19**	**3,854.01**
As at 31 March 2022	**127.09**	**961.69**	**1,658.19**	**8.01**	**68.42**	**1.56**	**13.77**	**1.90**	**2,840.63**

a. Security

Carrying amount of property, plant and equipment (shown above) pledged as securities for borrowings (refer note 17 and 34).

^^ Freehold land amounting to Rs. 3.13 million at Khet Khasra No. 1/76 & 78 village – Lumbania, Tehsil – Phalodi, District Jodhpur, Rajasthan - 342301 acquired in financial year 2012-2013 in the name of Mr. Viney Parkash Aggarwal, Whole-time director of the Holding Company till 24 November, 2020. The Holding Company had entered into an agreement with Mr. Viney Parkash Agarwal to transfer the land in the name of Holding Company, this is yet to be registered in the name of Holding Company.

* Fair value of the land was determined by using the market comparable method and the same falls within level 3 of fair value measurement hierarchy. This means that valuations performed by the independent valuer are based on active market prices, significantly adjusted for difference in the nature, location or condition of the specific building. As at the date of revaluation of 31 March 2024, the land is measured at fair value which has been determined basis report from a registered valuer as defined under rule 2 of the Companies (Registered Valuers and Valuation) Rules, 2017. Gain on revaluation is recognised in other comprehensive income in the consolidated statement of profit and loss. Further, loss on revaluation to the extent revaluation gain is available is recognised in other comprehensive income.

If land was measured using the cost model. The carrying amounts would be as follows:

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Cost of land	126.65	126.31	127.09

(All amounts in Rs. million unless otherwise stated)

4A (a). Right of use assets

Particulars	Land^	Buildings	Plant and equipments	Office equipments	Vehicles	Total
Gross carrying amount						
Balance at 1 April 2021	51.66	57.25	314.50	26.95	36.55	**486.91**
Additions during the year	-	-	-	-	-	-
Disposal / derecognized during the year	-	-	-	-	-	-
Foreign currency translation impact	-	-	-	-	-	-
Balance at 31 March 2022/1 April 2022	**51.66**	**57.25**	**314.50**	**26.95**	**36.55**	**486.91**
Revaluation of immovable properties (leasehold land) *	45.77	-	-	-	-	45.77
Additions during the year	-	-	-	-	-	-
Disposal / derecognized during the year	-	-	-	-	-	-
Balance at 31 March 2023/1 April 2023	**97.43**	**57.25**	**314.50**	**26.95**	**36.55**	**532.68**
Balance at 1 April 2023	97.43	57.25	314.50	26.95	36.55	532.68
Revaluation of immovable properties (leasehold land) *	(14.59)	-	-	-	-	(14.59)
Additions during the year	-	3.06	20.89	-	-	23.95
Disposal / derecognized during the year	-	-	-	-	-	-
Foreign currency translation impact	1.91	1.86	0.80	1.44	1.49	7.50
Balance at 31 March 2024	**84.75**	**62.17**	**336.19**	**28.39**	**38.04**	**549.55**
Accumulated depreciation						
Balance at 1 April 2021	2.33	17.20	231.53	14.18	17.91	283.15
Depreciation charged for the year	0.81	9.01	64.78	6.48	9.48	90.56
Balance at 31 March 2022/1 April 2022	**3.14**	**26.21**	**296.31**	**20.66**	**27.39**	**373.71**
Depreciation charged for the year	1.29	8.74	0.48	5.86	4.14	20.51
Balance at 31 March 2023/1 April 2023	**4.43**	**34.95**	**296.79**	**26.52**	**31.53**	**394.22**
Depreciation charged for the year	0.81	12.38	1.03	1.26	3.43	18.91
Foreign currency translation impact	1.76	1.74	-	0.22	3.08	6.80
Balance at 31 March 2024	**7.00**	**49.07**	**297.82**	**28.00**	**38.04**	**419.93**
Balance at 31 March 2024	**77.75**	**13.10**	**38.37**	**0.39**	**-**	**129.62**
Balance at 31 March 2023	**93.00**	**22.30**	**17.71**	**0.43**	**5.02**	**138.46**
Balance at 31 March 2022	**48.52**	**31.04**	**18.19**	**6.29**	**9.16**	**113.20**

^ Leasehold land amounting to Rs. 0.70 million at Plot No.7, Sector-IIDC, Pant Nagar, District Udham Singh Nagar, Uttrakhand is in the name of Sane Electricals Private Limited which amalgamated with the Holding Company during the financial year 2009-2010.

^ Leasehold land amounting to Rs. 2.73 million at Plot no. 21B, 22A, vide khasra no. 7 at village Chak Khuni, Industrial Estate, Kathua, Jammu is in the name of H.H Industries (aquired on 30 September 2020). This is registered in the name of the Holding Company subsequent to year end 31 March 2024.

* Fair value of the leasehold land was determined by using the market comparable method and the same falls within level 3 of fair value measurement hierarchy. This means that valuations performed by the valuer are based on active market prices, significantly adjusted for difference in the nature, location or condition of the specific leasehold land. As at the date of revaluation of 31 March 2024, the leasehold land are measured at fair value which has been determined basis report from a registered valuer as defined under rule 2 of the Companies (Registered Valuers and Valuation) Rules, 2017 Gain on revaluation is recognised in other comprehensive income in the consolidated statement of profit and loss. Further, loss on revaluation to the extent revaluation gain is available is recognised in other comprehensive income.

If the above land was measured using the cost model. The carrying amounts would be as follows:

	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Cost of land	51.66	51.66	51.66
Accumulated amortisation	5.23	4.43	3.14
Net carrying amount	**46.43**	**47.23**	**48.52**

(All amounts in Rs. million unless otherwise stated)

4A (b). Lease liabilities

The Group has lease contracts for various items of land, buildings, plant equipment and office equipment and vehicles used in its operations. Leases of land generally have lease term of between 25 and 90 years , buildings generally have lease terms between 3 and 7 years, while other equipment and vehicles generally have lease terms of 3 to 5 years years.

The Group determines the leases term as either the non-cancellable period of the lease and any additional periods when there is an enforceable option to extend the lease and it is reasonably certain that the Group will extend the term, or a lease period in which it is reasonably certain that the Group will not exercise a right to terminate. The lease term is reassessed if there is a significant change in circumstances.

Lease liabilities are presented in the consolidated financial statements as follows:

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Current	14.12	13.83	18.79
Non-current	59.19	50.20	64.40
Total	**73.31**	**64.03**	**83.19**

The movement of lease liabilities non- current and current are as follows:-

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Opening balance	**64.03**	**83.19**	**119.14**
Additions during the year	23.95	-	-
Interest on lease liabilities	0.78	0.82	1.09
Payment maid during the year	(15.45)	(19.98)	(37.04)
Closing balance	**73.31**	**64.03**	**83.19**

The undiscounted maturity analysis of lease liabilities is as follows:

	Minimum lease payments due			
	Within 1 Year	Within 1-5 Years	More than 5 Years	Total
31 March 2022				
Lease payments	27.64	32.76	43.63	**104.03**
31 March 2023				
Lease payments	14.41	20.02	45.17	**79.60**
31 March 2024				
Lease payments	14.94	29.62	44.36	**88.92**

Amounts recognised in profit and loss

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Depreciation on right of use assets (refer note 30)	18.91	20.51	90.56
Interest on lease liabilities (refer note 29)	0.78	0.82	1.09
Expense related to short term lease and other leases (refer note 31)	40.19	62.69	37.90
Total	**59.88**	**84.02**	**129.55**

Lease terms of assets recognised as Right of use are as below:-

Range of term (in years)

Particulars	As at 31 March 2024		As at 31 March 2023		As at 31 March 2022	
	Total period (years)	Average Remaining period (years)	Total period (years)	Average Remaining period (years)	Total period (years)	Average Remaining period (years)
Land	25-90	13-71	25-90	14-72	25-90	15-73
Buildings	3-7	0-3	3-7	1-4	3-7	2-5
Plant and equipments	5	4	5	3	5	2
Office equipments	3-4	0-1	3-4	1-2	3-4	2-3
Vehicles	4-5	0-1	4-5	1-2	4-5	2-3

(All amounts in Rs. million unless otherwise stated)

4B. Capital work-in-progress (CWIP)
As at 31 March 2024, 31 March 2023 and 31 March 2022

Particulars	
As at 1 April 2021	**113.15**
Additions during the year	194.15
Assets capitalised during the year	(102.99)
Foreign currency translation impact	(1.83)
As at 31 March 2022/1 April 2022	**202.48**
Additions during the year	148.52
Assets capitalised during the year	(178.17)
Foreign currency translation impact	9.18
As at 31 March 2023/1 April 2023	**182.01**
Additions during the year	69.04
Assets capitalised during the year	(79.00)
Foreign currency translation impact	1.06
As at 31 March 2024	**173.11**

Ageing of capital work-in-progress is as below:
31 March 2024

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	70.06	103.05	-	-	173.11
	70.06	**103.05**	**-**	**-**	**173.11**

31 March 2023

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	140.10	41.91	-	-	182.01
	140.10	**41.91**	**-**	**-**	**182.01**

31 March 2022

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	153.81	48.67	-	-	202.48
	153.81	**48.67**	**-**	**-**	**202.48**

Notes :
(i) There are no such project under capital work-in-progress whose completion is overdue or has exceeded its cost compared to its original plan as at 31 March 2024, 31 March 2023 and 31 March 2022.
(ii) Refer note 34 for details of assets pledged as security by the Group.

(All amounts in Rs. million unless otherwise stated)

5. Intangible assets

Particulars	Goodwill (A)	Other intangible assets: Development costs	Patents	Software	Total other intangible assets (B)	Total (A+B)
Gross carrying amount						
Gross carrying amount as at 1 April 2021	1,957.48	1,044.49	4.58	34.82	1,083.89	3,041.37
Add: Additions made during the year	3.53	244.92	-	1.06	245.98	249.51
Foreign currency translation impact	(9.65)	(22.83)	(0.08)	(0.55)	(23.46)	(33.11)
Gross carrying amount as at 31 March 2022/1 April 2022	**1,951.36**	**1,266.58**	**4.50**	**35.33**	**1,306.41**	**3,257.77**
Add: Additions made during the year	-	255.55	-	9.19	264.74	264.74
Foreign currency translation impact	39.32	89.16	0.26	3.02	92.44	131.76
Gross carrying amount as at 31 March 2023/1 April 2023	**1,990.68**	**1,611.29**	**4.76**	**47.54**	**1,663.59**	**3,654.27**
Add: Additions made during the year	-	267.45	-	0.14	267.59	267.59
Foreign currency translation impact	-	8.63	1.41	0.51	10.55	10.55
Gross carrying amount as at 31 March 2024	**1,990.68**	**1,887.37**	**6.17**	**48.19**	**1,941.73**	**3,932.41**
Accumulated amortisation						
Balance as at 1 April 2021	350.06	738.20	2.66	17.12	757.98	1,108.04
Add: Amortization (refer note 30) / impairment for the year (refer note 31A)	282.70	170.19	1.94	0.20	172.33	455.03
Foreign currency translation impact	(26.00)	14.38	(1.06)	(0.01)	13.31	(12.69)
Balance as at 31 March 2022/1 April 2022	**606.76**	**922.77**	**3.54**	**17.31**	**943.62**	**1,550.38**
Add: Amortization (refer note 30) / impairment for the year (refer note 31A)	686.73	180.60	-	12.86	193.46	880.19
Foreign currency translation impact	40.08	121.20	0.27	1.73	123.20	163.28
Balance as at 31 March 2023/1 April 2023	**1,333.57**	**1,224.57**	**3.81**	**31.90**	**1,260.28**	**2,593.85**
Add: Amortization (refer note 30) / impairment for the year (refer note 31A)	-	259.86	-	0.28	260.14	260.14
Foreign currency translation impact	-	9.24	1.97	0.25	11.46	11.46
Balance as at 31 March 2024	**1,333.57**	**1,493.67**	**5.78**	**32.43**	**1,531.88**	**2,865.45**
Net carrying value						
As at 31 March 2024	**657.11**	**393.70**	**0.39**	**15.76**	**409.85**	**1,066.96**
As at 31 March 2023	**657.11**	**386.72**	**0.95**	**15.64**	**403.31**	**1,060.43**
As at 31 March 2022	**1,344.60**	**343.82**	**0.95**	**18.02**	**362.79**	**1,707.39**

The Group performs test for goodwill impairment annually on 31 March or if indicators of impairment arise, such as the effects of obsolescence, demand, competition and other economic factors or on occurrence of an event or change in circumstances that would more likely than not reduce the fair value below its carrying amount. When determining the fair value, we utilize various assumptions, including operating results, business plans and projections of future cash flows.

The management has reviewed the carrying value of its goodwill against the recoverable amounts of these CGUs, using internal and external information available. Management has recorded an impairment of Rs. Nil as on 31 March 2024 (31 March 2023: Rs 686.73 million, 31 March 2022: Rs. 282.79 million) in the Restated Consolidated Statement of Profit and Loss as exceptional item. The management believes that any reasonable possible changes in the key assumptions used would not cause the cash generating unit's carrying amount to exceed its recoverable amount.

For the purpose of impairment testing, goodwill is allocated to a cash generating unit, representing the lowest level with the Group at which goodwill is monitored for internal management purposes and which is not higher than the Group's operating segment.

The carrying amount of goodwill was allocated to the cash generating units as follows:

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
H.H Industries	657.11	657.11	1,280.00
Vimercati S.p.A	-	-	64.60
Gross carrying value	**657.11**	**657.11**	**1,344.60**

Impairment on goodwill

For the purposes of impairment testing, goodwill is allocated to the Cash Generating Unit (CGU) which represents the lowest level at which the goodwill is monitored for internal management reporting purposes.

The recoverable amount of the cash generating unit was based on its value in use. The value in use of this unit was determined to be higher than the carrying amount and an analysis of the calculation's sensitivity towards change in key assumptions did not identify any probable scenarios where the CGU recoverable amount would fall below their carry amount. Value in use was determined by discounting the future cash flows generated from the continuing use of the CGU. The calculation as at 31 March 2024 , 31 March 2023 and 31 March 2022 was based on the following key assumptions:

The following growth and discount rates have been considered for the purpose of the impairment testing:

Particulars	31 March 2024		31 March 2023		31 March 2022	
	H.H Industries	Vimercati S.p.A	H.H Industries	Vimercati S.p.A	H.H Industries	Vimercati S.p.A
Pre tax discount rate	16.15%	NA	15.44%	NA	16.20%	8.52%
Terminal value growth rate	5.00%	NA	5.00%	NA	5.00%	2.00%
Number of years for which cash flows were considered	5 years	NA	5 years	NA	5 years	5 years
Test result	Impairment not identifed	NA	Impairment identifed	NA	Impairment identifed	Impairment identifed

(All amounts in Rs. million unless otherwise stated)

Impairment

An impairment test was carried out as at the balance sheet date, details of the test are as outlined below:

Discount rate

The discount rate represent the current market assessment of the risks specific to cash generating unit, taking into consideration the time value of money and individual risks of the underlying assets that have not been incorporated in the cash flow estimates. The discount rate calculation is based on the specific circumstances of the Company and its operating segments and is derived from its weighted average cost of capital (WACC).

Growth rate

The growth rates used are in line with the growth rate of the industry in which the entities operates and are consistent with internal / external sources of information.

Sensitivity

The management believes that any reasonable possible changes in the key assumptions would not cause the cash generating unit's carrying amount to exceed its recoverable amount.

6. Intangible assets under development

Particulars	Amount
Balance as at 1 April 2021	158.90
Additions during the year	30.40
Assets capitalised during the year	-
Foreign currency translation impact	(3.30)
Balance as at 31 March 2022/1 April 2022	**186.00**
Additions during the year	193.17
Assets capitalised during the year	(125.71)
Foreign currency translation impact	15.54
Balance as at 31 March 2023/1 April 2023	**269.00**
Additions during the year	235.47
Assets capitalised during the year	(111.36)
Foreign currency translation impact	2.50
Balance as at 31 March 2024	**395.61**

Ageing for intangible assets under development as at 31 March 2024

Particulars	Less than 1 year	1-2 year	2-3 year	More than 3 years	Total
Projects in progress	247.55	132.67	15.39	-	**395.61**
Total capital work-in-progress	**247.55**	**132.67**	**15.39**	**-**	**395.61**

Ageing for intangible assets under development as at 31 March 2023

Particulars	Less than 1 year	1-2 year	2-3 year	More than 3 years	Total
Projects in progress	134.69	80.84	53.47	-	**269.00**
Total capital work-in-progress	**134.69**	**80.84**	**53.47**	**-**	**269.00**

Ageing for intangible assets under development as at 31 March 2022

Particulars	Less than 1 year	1-2 year	2-3 year	More than 3 years	Total
Projects in progress	93.05	55.77	37.18	-	**186.00**
Total capital work-in-progress	**93.05**	**55.77**	**37.18**	**-**	**186.00**

Note:

There are no such project under intangible assets under development whose completion is overdue or has exceeded its cost compared to its original plan as at 31 March 2024, 31 March 2023 and 31 March 2022.

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7. Investments accounted for using equity method

	Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
(a)	**Non current investments**			
	Investments in equity instruments carried at cost			
	Investment in associate (quoted)			
	2,743,200 (31 March 2023: 2,743,200, 31 March 2022: 1,371,600) equity shares of Uravi T and Wedge Lamps Ltd. of Rs. 10 each, fully paid up	178.95	173.78	173.60
	(1,371,600 equity shares received as bonus during the year ended 31 March 2023)	**178.95**	**173.78**	**173.60**

	Investment in equity instruments	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
(b)	**Investments measured at fair value through profit and loss**			
	Non trade investments (quoted)			
		-	-	0.30
	Nil (31 March 2023: Nil, 31 March 2022: 550) equity shares of JSW Steel Limited of Rs.1 each, fully paid up	-	-	0.40
	Nil (31 March 2023: Nil, 31 March 2022: 11) equity shares of Hero Motocorp Limited of Rs. 2 each, fully paid up	-	-	0.03
	Nil (31 March 2023: Nil, 31 March 2022: 500) equity shares of NMDC limited of Rs.1 each, fully paid up	-	-	0.08
	Nil (31 March 2023: Nil, 31 March 2022: 3,800) equity shares of Parsvnath Developers Limited of Rs.5 each, fully paid up	-	-	0.06
	Nil (31 March 2023: Nil, 31 March 2022: 1,000) equity shares of Pentamedia Graphics Limited of Rs.1 each, fully paid up	-	-	0.00
	Nil (31 March 2023: Nil, 31 March 2022: 250) equity shares of Sahara Housing Finance Corporation Ltd. of Rs.10 each, fully paid up	-	-	0.01
	Nil (31 March 2023: Nil, 31 March 2022: 4,000) equity shares of Steel Exchange Limited of Rs.1 each, fully paid up	-	-	0.10
	Nil (31 March 2023: Nil, 31 March 2022: 3,232) equity shares of Welspun Corp Limited of Rs.5 each, fully paid up	-	-	0.54
	Nil (31 March 2023: Nil, 31 March 2022: 1,932) equity shares of Welspun Enterprises Limited of Rs.10 each, fully paid up	-	-	0.14
	Nil (31 March 2023: Nil, 31 March 2022: 27,865) equity shares of Yasho Industries Limited of Rs 10 each, fully paid up	-	-	53.50
	Nil (31 March 2023: Nil, 31 March 2022: 500) equity shares of Prakash Pipes Limited of Rs 10 each, fully paid up	-	-	0.08
	Nil (31 March 2023: Nil, 31 March 2022: 50,000) Hindustan Petrolium Corporation Ltd. of Rs.10 each, fully paid up	-	-	13.47
	Nil (31 March 2023: Nil, 31 March 2022: 63,500) Minda Corporation Limited of Rs.2 each, fully paid up	-	-	15.80
	Nil (31 March 2023: Nil, 31 March 2022: 1,00,000) Power Finance Corporation Limited of Rs.10 each, fully paid up	-	-	11.26
	Nil (31 March 2023: Nil, 31 March 2022: 29,41,000) Yes Bank Limited of Rs.2 each, fully paid up	-	-	36.16
	Nil (31 March 2023: Nil, 31 March 2022: 40,000) Bharat petroleum Corporation Limited of Rs.10 each, fully paid up	-	-	14.37
	Nil (31 March 2023: Nil, 31 March 2022: 50,000.) IDFC First Bank of Rs.10 each, fully paid up	-	-	1.99
	Nil (31 March 2023: Nil, 31 March 2022: 8,60,000) IRFC limited of Rs.10 each, fully paid up	-	-	18.45
	101 (31 March 2023: 101, 31 March 2022: 101) equity shares of Indage Vintners Limited of Rs.10 each, fully paid up ^	-	-	-
	2,500 (31 March 2023: 2500, 31 March 2022: 2500) equity shares of Jhagadia Copper Limited of Rs.10 each, fully paid up ^	-	-	-
	20 (31 March 2023: 20, 31 March 2022: 20) equity shares of Nextgen Animation Media Limited" of Rs.10 each, fully paid up ^	-	-	-
	20,250 (31 March 2023: 20,250, 31 March 2022: 20,250) equity shares of Padmini Technology Limited of Rs.10 each, fully paid up ^	-	-	-
	50 (31 March 2023: 50, 31 March 2022: 50) equity shares of Silverline Technologies Ltd. of Rs.10 each, fully paid up ^	-	-	-
	Provision for impairment in value of investments	-	-	-
	Total	**-**	**-**	**166.74**
	Total (a+b)	**-**	**-**	**166.74**

^ Market value are not available, the Group expects that these investments values are not material.

Investments in equity instruments measured at fair value

Non current investments	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Investment in equity instruments	-	-	166.74
Total	**-**	**-**	**166.74**

Investments in debenture instruments carried at cost			
Investment in debentures			
Nil (31 March 2023:Nil, 31 March 2022: 104) debentures of Cultured Curio Jewels Private Limited of Rs. 1 Lakh each, fully paid up	-	-	14.30
Total	**-**	**-**	**14.30**
Total	**-**	**-**	**181.04**

Investment in instrument carried at cost:

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Aggregate book value of unquoted investments	-	-	14.30
Aggregate book value of quoted investments	178.95	173.78	173.60
Aggregate market value of quoted investments	847.10	308.94	157.19

(All amounts in Rs. million unless otherwise stated)

(c). Current investments

(i) Investment in equity instruments

Particulars	**As at 31 March 2024**	**As at 31 March 2023**	**As at 31 March 2022**
Investments measured at fair value through profit and loss			
Non trade investments (quoted)			
Nil (31 March 2023: 4,000, 31 March 2022: Nil) equity shares of Prakash Industries Limited of Rs.1 each, fully paid up	-	0.20	-
Nil (31 March 2023: 550, 31 March 2022: Nil) equity shares of JSW Steel Limited of Rs.1 each, fully paid up	-	0.38	-
Nil (31 March 2023:11, 31 March 2022: Nil) equity shares of Hero Motocorp Limited of Rs. 2 each, fully paid up*	-	0.00	-
Nil (31 March 2023:500, 31 March 2022: Nil) equity shares of NMDC limited of Rs.1 each, fully paid up	-	0.06	-
Nil (31 Macrh 2023: 3,800, 31 March 2022: Nil) equity shares of Parsvnath Developers Limited of Rs.5 each, fully paid up	-	0.02	-
Nil (31 March 2023: 1000,31 March 2022: Nil) equity shares of Pentamedia Graphics Limited of Rs.1 each, fully paid up *	-	0.00	-
Nil (31 March 2023: 250,31 March 2022: Nil) equity shares of Sahara Housing finance Corporation Ltd. of Rs.10 each, fully paid up *	-	0.01	-
Nil (31 March 2023: 40,000, 31 March 2022: Nil) equity shares of Steel Exchange Limited of Rs.1 each, fully paid up	-	0.54	-
Nil (31 March 2023: 3,232 ,31 March 2022: Nil) equity shares of Welspun Corp Limited of Rs.5 each, fully paid up	-	0.65	-
Nil (31 March 2023: 1,932, 31 March 2022: Nil) equity shares of Welspun Enterprises Limited of Rs.10 each, fully paid up	-	0.29	-
24,465 (31 March 2023: 27,865 ,31 March 2022: 72,135) equity shares of Yasho Industries Limited of Rs 10 each, fully paid up	40.37	41.81	138.70
Nil (31 March 2023: 500, 31 March 2022: Nil) equity shares of Prakash Pipes Limited of Rs 10 each, fully paid up	-	0.07	-
Nil (31 March 2023: 500, 31 March 2022: nil) equity shares of NMDC Steel Ltd. of Rs.1 each, fully paid up	-	0.02	-
Nil (31 March 2023: 41,500, 31 March 2022: 76,500) Minda Corporation Limited of Rs.2 each, fully paid up	-	8.92	13.10
Nil (31 March 2023: 6,41,000 ,31 March 2022: Nil) Yes Bank Limited of Rs.2 each, fully paid up	-	9.65	-
Nil (31 March 2023: 22,000 ,31 March 2022: Nil) Bharat petroleum Corporation Limited of Rs.10 each, fully paid up	-	7.57	-
Nil (31 March 2023: 500, 31 March 2022: Nil) Prakash Pipes Ltd. of Rs.10 each, fully paid up	-	0.07	-
Nil (31 March 2023: 500, 31 March 2022: Nil) NMDC Steel Ltd. of Rs.10 each, fully paid up	-	0.02	-
Nil (31 March 2023: 1,31 March 2022: Nil) Ruchi Soya Industries Limited of Rs.10 each, fully paid up	-	0.00	-
Nil (31 March 2023: Nil,31 March 2022: 70,000) equity shares of Coal India Limited of Rs.10 each, fully paid up	-	-	25.63
Nil (31 March 2023: Nil,31 March 2022: 75,000) NLC India Limited of Rs.10 each, fully paid up	-	-	4.69
Total	**40.37**	**70.28**	**182.12**

*Amount below rounding off norms

Investment in debentures/ Bonds (Quoted)

Particulars	**As at 31 March 2024**	**As at 31 March 2023**	**As at 31 March 2022**
Investments measured at fair value through profit and loss			
Power Finance Corporation Ltd	-	5.86	-
Housing And Urban Development Corporation Limited	-	5.81	-
Indian Railway Finance Corporation Limited	-	2.32	-
National Bank For Agriculture And Rural Development	-	2.26	-
National Highways Authority Of India	-	4.33	-
Total	**-**	**20.58**	**-**

Investments in equity instruments measured at fair value (FVTPL)

Particulars	**As at 31 March 2024**	**As at 31 March 2023**	**As at 31 March 2022**
Quoted			
Investment in equity instruments	40.37	70.28	182.12
Investment in bonds	-	20.58	-
Total	**40.37**	**90.86**	**182.12**

Information about the Company's exposure to credit and market risks, and fair value measurement, is included in note 35.

Category wise investment as per Ind AS 109 classification
Financial assets carried at fair value through profit or loss (FVTPL)

Particulars	**As at 31 March 2024**	**As at 31 March 2023**	**As at 31 March 2022**
Quoted			
Investment in equity instruments	40.37	70.28	182.12
Investment in bonds	-	20.58	-
Total	**40.37**	**90.86**	**182.12**

Notes:
Refer note 35 for disclosure of fair value in respect of financial assets measured at fair value through profit and loss.

(All amounts in Rs. million unless otherwise stated)

7A Loans

Particulars	**As at 31 March 2024**	**As at 31 March 2023**	**As at 31 March 2022**
(Unsecured considered good measured at amortised cost unless otherwise stated)			
Non-current			
Loan to company having significant influence	500.00	-	-
	500.00	**-**	**-**

Disclosure required by Sec 186(4) of Companies Act 2013 as at 31 March 2024

S no.	**Name of parties**	**Interest rate**	**Tenure of repayment**	**Secured/ Unsecured**	**Amount**
1	VL-Auto Ancillary Private Limited	9%	Repayable within 36 months from the date of loan.	Unsecured	500.00

8. Other financial assets

Particulars	**As at 31 March 2024**	**As at 31 March 2023**	**As at 31 March 2022**
(Unsecured considered good unless otherwise stated)			
Non-current			
Security deposits*	13.07	10.08	8.83
Bank deposits (due to mature after 12 months from the reporting date)**	7.30	61.71	65.85
Total	**20.37**	**71.79**	**74.68**

* Security deposit includes a deposit of Rs.0.08 million (31 March 2023: 0.08 million, 31 March 2022: 0.08 million) which is guaranteed by bank to government authorities.
**Bank deposits includes Rs. 5.63 million (31 March 2023 Rs 58.99 million, 31 March 2022 Rs. 64.40 million) being fixed deposits pledged with various authorities.

Current			
Interest accrued on deposits	3.87	0.60	-
Interest receivable on loan given to company having significant influence	35.02	-	-
Export and other benefit receivable	43.52	22.90	91.10
Receivable fom company having significant influence (refer note 37)*	71.56	-	-
Other receivable	0.21	20.40	-
Total	**154.18**	**43.90**	**91.10**

Refer note 34 for information on other financial assets pledged as security by the Group.
*includes receivable from Other enterprise over which Key Management personnel is able to exercise significant influence

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(All amounts in Rs. million unless otherwise stated)

	Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
9	**Non-current tax assets**			
	Advance income tax (net of provision)	170.24	86.24	114.10
		170.24	**86.24**	**114.10**
10	**Other assets**			
	Non current			
	Unsecured, considered good unless otherwise stated			
	Prepaid expenses	67.03	-	-
	Capital advances	19.36	1.94	11.47
	Balances with statutory and government authorities	-	10.70	11.32
	Less: Allowance for expected credit loss on capital advances	-	-	(1.32)
	Total	**86.39**	**12.64**	**21.47**
	Current			
	Unsecured, considered good unless otherwise stated			
	Balance with government authorities	19.45	58.30	58.58
	Recoverable from vendors:	-	-	6.57
	Less: Provision for doubtful recoverable (refer note 36A)	-	-	(6.25)
	Advances to suppliers	73.18	68.11	79.09
	Less: Provision for doubtful advance (refer note 36B)	-	-	(15.01)
	Prepaid expenses	32.38	50.81	39.84
	Unbilled revenue	0.73	14.20	11.20
	Others	37.41	19.77	14.02
	Total	**163.15**	**211.19**	**188.04**

Refer note 34 for information on other current assets pledged as security by the Group.

11	**Inventories**			
	(Valued at lower of cost or net realisable value)			
	Raw materials			
	on hand	2,373.97	2,404.87	2,263.89
	in transit	42.00	40.20	37.80
	Work in progress	486.77	678.02	436.71
	Finished goods			
	on hand	288.03	163.36	373.06
	in transit	23.95	29.00	44.00
	Stores and spares	7.45	7.10	29.69
	Total	**3,222.17**	**3,322.55**	**3,185.15**

Refer note 34 for information on inventories pledged as security by the Group.
Note: Value of inventories stated above are after provision of Rs. Nil (31 March 2023: Rs 2.00 million, 31 March 2022: Rs 80.54 million) for slow moving and obslete items.

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(All amounts in Rs. million unless otherwise stated)

12. Trade receivables

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
(Unsecured and measured at amortised cost unless otherwise stated)			
Unsecured - considered good	2,470.51	2,466.03	2,460.44
Credit Impaired, unsecured	52.43	60.68	47.40
	2,522.94	**2,526.71**	**2,507.84**
Less: loss allowance	(52.43)	(60.68)	(47.37)
Total	**2,470.51**	**2,466.03**	**2,460.47**

a) Refer note 34 for information on trade receivables pledged as security by the Group.

b) The Group's exposure to credit and currency risks, and loss allowances related to trade receivables are disclosed in note 35.

c) No amount is receivable from directors or officers of the Group.

Trade receivables ageing schedule as at 31 March 2024 , 31 March 2023 and 31 March 2022 respectively.

31 March 2024	Outstanding for following periods from due date of payment							Total
	Unbilled	Not due	Less than 6 months	6 months to 1 years	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables								
Considered good	196.70	1,693.93	334.60	142.16	103.12	-	-	2,470.51
Which have significant increase in credit risk	-	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	14.30	14.94	23.19	52.43
Disputed Trade Receivables								
Considered good	-	-	-	-	-	-	-	-
Which have significant increase in credit risk	-	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-	-
Total trade receivables	**196.70**	**1,693.93**	**334.60**	**142.16**	**117.42**	**14.94**	**23.19**	**2,522.94**
Less: loss allowance								(52.43)
Total								**2,470.51**

31 March 2023	Outstanding for following periods from due date of payment							Total
	Unbilled	Not due	Less than 6 months	6 months to 1 years	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables								
Considered good	-	1,550.34	843.67	72.02	-	-	-	2,466.03
Which have significant increase in credit risk	-	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	39.01	11.70	9.97	60.68
Disputed Trade Receivables								
Considered good	-	-	-	-	-	-		-
Which have significant increase in credit risk	-	-	-	-	-	-		-
Credit impaired	-	-	-	-	-	-		-
Total trade receivables	**-**	**1,550.34**	**843.67**	**72.02**	**39.01**	**11.70**	**9.97**	**2,526.71**
Less: loss allowance								(60.68)
Total								**2,466.03**

31 March 2022	Outstanding for following periods from due date of payment							Total
	Unbilled	Not due	Less than 6 months	6 months to 1 years	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables								
Considered good	-	1,690.45	393.11	313.35	40.99	22.54	-	2,460.44
Which have significant increase in credit risk	-	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	7.03	20.22	20.15	47.40
Disputed trade receivables								
Considered good	-	-	-	-	-	-	-	-
Which have significant increase in credit risk	-	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-	-
Total trade receivables	**-**	**1,690.45**	**393.11**	**313.35**	**48.02**	**42.76**	**20.15**	**2,507.84**
Less: loss allowance								(47.37)
Total								**2,460.47**

(All amounts in Rs. million unless otherwise stated)

	Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
13	**Cash and cash equivalents**			
	Balance with banks:			
	- in current accounts	650.60	705.20	570.11
	Cash on hand	2.16	2.80	2.42
		652.76	**708.00**	**572.53**

Refer note 34 for information on cash and cash equivalents pledged as security by the Group.

	Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
14	**Other bank balances**			
	Deposits having original maturity of more than three months but remaining maturity of less than twelve months*	151.42	14.80	5.80
		151.42	**14.80**	**5.80**

Refer note 34 for information on other bank balances pledged as security by the Group.
*Bank deposits includes Rs. 136.49 million (31 March 2023: Nil, 31 March 2022: Nil) being fixed deposits pledged with various authorities.

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15. Equity share capital

Particulars	**As at 31 March 2024**	**As at 31 March 2023**	**As at 31 March 2022**
a) Details of share capital			
Authorised share capital			
29,750,000 equity shares of Rs. 10 each*	297.50	-	-
Class A : Nil (31 March 2023: 10,000,000, 31 March 2022: 10,000,000) equity shares of Rs. 10 each	-	100.00	100.00
Class B : Nil (31 March 2023: 17,550,000, 31 March 2022: 17,550,000) equity shares of Rs. 10 each	-	175.50	175.50
Class C : Nil (31 March 2023: 2,200,000, 31 March 2022: 2,200,000) equity shares of Rs. 10 each	-	22.00	22.00
	297.50	**297.50**	**297.50**
Issued, subscribed and paid up			
1,84,00,500 equity shares (31 March 2023: Nil) of Rs. 10 each*	184.01	-	-
Class A : Nil (31 March 2023 :9,202,107, 31 March 2022 :9,202,107) equity shares of Rs. 10 each	-	92.02	92.02
Class B : Nil (31 March 2023: 7,074,830, 31 March 2022: 7,074,830) equity shares of Rs. 10 each	-	70.75	70.75
Class C : Nil (31 March 2023: 2,123,563, 31 March 2022: 2,123,563) equity shares of Rs. 10 each	-	21.24	21.24
Total equity share capital	**184.01**	**184.01**	**184.01**

*Pursuant to board resolution dated 23 June 2023 and according to the provisions of Section 61 & 64 and any other applicable provisions, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and the rules framed thereunder and with the consent of the Board of Directors it is hereby accorded that the Authorised share Capital of the Holding Company be reclassified in single class from 1,00,00,000 (One Crore) 'Class A' Equity Shares of Rs. 10/- (Rupees Ten) each; 1,75,50,000 (One Crore Seventy Five Lakh Fifty Thousand) 'Class B' Equity Shares of Rs. 10/- (Rupees Ten) each and 22,00,000 (Twenty Two Lakh) 'Class C' Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 29,75,00,000/- (Rupees Twenty Nine Crores Seventy Five Lacs only) divided into 2,97,50,000 (Two Crore Ninety Seven Lakhs Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each.

b) Reconciliation of outstanding equity shares at the beginning and at the end of the reporting period

	Number of shares	**Amount**
As at 01 April 2021	**18,400,500**	**184.01**
Add: Shares issued during the year		
Movement during the year	-	-
As at 31 April 2022/1 April 2022	**18,400,500**	**184.01**
Movement during the year	-	-
As at 31 March 2023/1 April 2023	**18,400,500**	**184.01**
Movement during the year	-	-
As at 31 March 2024	**18,400,500**	**184.01**

c) Shareholders holding more than 5% shares in the Holding Company

Particulars	**As at 31 March 2024**			**As at 31 March 2023**			**As at 31 March 2022**		
	Class of Equity share	**No.of Shares**	**% against total number of shares**	**Class of Equity share**	**No.of Shares**	**% against total number of shares**	**Class of Equity share**	**No.of Shares**	**% against total number of shares**
VL-Auto Ancillary Private Limited*^	-	8,462,390	45.99%	-	-	-	-	-	-
M/s Synergy Metals Investments Holding Limited *	-	-	-	A	9,202,107	50.01%	A	9,202,107	50.01%
Mr. Brijesh Aggarwal^	-	5,283,524	28.71%	B	5,279,827	28.69%	B	5,279,827	28.69%
Mrs. Priyanka Aggarwal^	-	1,632,000	8.87%	B	1,632,000	8.87%	B	1,632,000	8.87%
Mr. Rakesh Aggarwal	-	2,123,563	11.54%	C	2,123,563	11.54%	C	2,123,563	11.54%

* M/s Synergy Metals Investments Holding Limited has sold its 100% holding as per below:

Transferor	**Number of shares**	**Transferee**	**Number of shares**
Synergy Metals Investments Holding Limited	9,202,107	VL-Auto Ancillary Private Limited	9,198,410
		Mr. Brijesh Aggarwal	3,697
VL-Auto Ancillary Private Limited	736,020	Aren Capsules Private Limited	736,020

^The shares are pledged in favour of debentures trustee (Vistra ITCL (India) Limited) in respect of debentures issued by promoter holding company VL-Auto Ancillary Private Limited.

(All amounts in Rs. million unless otherwise stated)

(d) Shareholding of promoters is as under:

S. No.	Promoter Name	Shareholding at the end of the year				% change in shareholding during the year
		As at 31 March 2024		As at 31 March 2023		
		No. of Shares	% of total Shares held	No. of Shares	% of total Shares held	
1	Mr. Brijesh Aggarwal	5,283,524	28.71%	5,279,827	28.69%	0.02%
2	VL-Auto Ancillary Private Limited	8,462,390	45.99%	-	-	45.99%

S. No.	Promoter Name	Shareholding at the end of the year				% change in shareholding during the year
		As at 31 March 2023		As at 31 March 2022		
		No. of Shares	% of total Shares held	No. of Shares	% of total Shares held	
1	Mr. Brijesh Aggarwal	5,279,827	28.69%	5,279,827	28.69%	-

S. No.	Promoter Name	Shareholding at the end of the year				% change in shareholding during the year
		As at 31 March 2022		As at 31 March 2021		
		No. of Shares	% of total Shares held	No. of Shares	% of total Shares held	
1	Mr. Brijesh Aggarwal	5,279,827	28.69%	5,279,827	28.69%	-

The rights, preferences and restrictions attaching to each class of shares including restrictions on the distribution of dividends and the repayment of capital (upto 22 June 2023)

S. No	Type of class	Authorised equity share capital	Issued, subscribed and paid-up Equity Share	Nominal value per Equity Share
1	Class - A	10,000,000	9,202,107	10/-
2	Class - B	17,550,000	7,074,830	10/-
3	Class - C	2,200,000	2,123,563	10/-

Class A shares is entitled to 100% of any declared dividend of the Holding Company as per the terms of agreement between the Shareholders and shall receive dividends in priority over Class B shares. Class C shares shall be entitled to dividend over Class B shares and also can waive their rights as well. Upon the occurrence of an Insolvency event in relation to the Holding Company, any distribution, consideration will be first entitled to Class A shares and Class C shares on a pro rata basis as defined in the Shareholder agreement in preference to distribution to Class B shares holders.

The rights, preferences and restrictions attaching to each class of shares including restrictions on the distribution of dividends and the repayment of capital (w.e.f 23 June 2023)

The Holding Company has only one class of equity shares having par value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amount, if any. The distribution will be in proportion to the number of equity shares held by the shareholders.

e) There is no bonus issue of equity shares during the period of five years immediately preceding the reporting date.

f) The various rights and obligations are defined in the shareholder agreement and articles of association of Holding company.

g) Refer note below for the details of buyback of equity shares during previous five years.

Financial year	Buy back equity shares	Date of board resolution
2020-2021	1,657,214	22 September
2019-2020	2,042,286	07 June 2019

(All amounts in Rs. million unless otherwise stated)

16. Other equity

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Legal reserves			
Balance at the beginning of the year	100.94	96.02	84.38
Created during the year	7.28	4.92	11.64
-Balance at the end of the year	**108.22**	**100.94**	**96.02**
Capital redemption reserves			
Balance at the beginning of the year	37.00	37.00	37.00
Created during the year	-	-	-
-Balance at the end of the year	**37.00**	**37.00**	**37.00**
Foreign currency translation reserve			
At the commencement of the year	350.89	201.18	232.67
Movement during the year	61.66	149.71	(31.49)
Balance at the end of the year	**412.55**	**350.89**	**201.18**
Retained earning			
Balance at the beginning of the year	**3,356.73**	**3,983.31**	**3,895.88**
Profit/(loss) for the year	278.92	(374.95)	337.02
Other comprehensive income, net of tax	(1.88)	1.81	1.30
Transfer to legal reserves	7.28	4.92	11.64
Interim/final dividend on equity share	105.77	248.52	239.25
-Balance at the end of the year	**3,520.72**	**3,356.73**	**3,983.31**
Revaluation reserve			
Balance at the beginning of the year	731.47	-	-
Add: Movement during the year	116.17	889.50	-
Less: Income tax credited/(charged) relating to revalution reserve	2.98	(158.03)	-
Balance at the end of the year	**850.62**	**731.47**	**-**
Total	**4,929.11**	**4,577.03**	**4,317.51**

Nature of reserves

Legal reserves
The legal reserve have been created due to the statutory requirements of the overseas subsidiaries of the Group.

Capital redemption reserves
The Holding Company appropriated a portion of profits to capital redemption reserve as per the provisions of the Companies Act, 2013.

Foreign currency translation reserve
This reserve is created due to changes in historic rates and closing rates of assets and liabilities of foreign subsidiary.

Retained earnings
Retained earnings refer to the net profit retained by the Group for its core business activities.
Other comprehensive income (OCI) amount pertaining to remeasurements of defined benefit liabilities comprises actuarial gain & losses.

Revaluation reserve
Revaluation reseve has been created during the year on revalaution on class of freehold and leasehold land.

Dividend
The following dividend were declared and paid by the Holding Company:

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Interim dividend for financial year 2023-2024: Rs.11.50 per equity share	105.77	-	-
Final dividend for financial year 2021-2022: Rs.27 per equity share of Class A (Financial year 2020-2021: Rs 26)	-	248.52	239.25

16A. Earning per share

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the parent by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the parent by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

The following reflects the income and share data used in the basic and diluted EPS computations:

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Profit attributable to equity holders of the Group (Rs. in million)	278.92	(374.95)	337.02
Weighted average number of Equity shares for basic EPS	92,002,500	92,002,500	92,002,500
Weighted average number of Equity shares adjusted for the effect of dilution	92,002,500	92,002,500	92,002,500
Basic earnings per share (face value Rs. 10 per share) (in Rs.)	3.03	(4.08)	3.66
Diluted earnings per share (face value Rs. 10 per share) (in Rs.)*^	3.03	(4.08)	3.66

*The Holding Company has not taken effect of optionally convertible debentures while computing diluted earning per share as the instrument is variable in nature and without any fixed to fixed conversion feature and the same depends upon valuation which is derived on the basis of a formula at the entry valuation date however the same will change depending upon the secured obligations paid till the date of conversion, therefore the future obligations to be settled cannot be settled as at the signing date.

^The Holding Company has adjusted earning per share (basic and diluted) after taking the impact of isssue of bonus shares purusuant to extraordinay general meeting dated 20 May 2024. (refer note 45)

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(All amounts in Rs. million unless otherwise stated)

17. Borrowings

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
(Measured at amortised cost)			
Non current borrowings			
By Holding company			
Term loan from banks			
Secured			
A. Term loan	921.23	1,081.10	1,240.00
By other subsidiaries			
Term loans from banks			
B. Secured	438.60	573.19	1,074.20
C. Unsecured	834.16	869.15	918.46
By Holding company			
Optionally Convertible Debentures (OCDs)			
Secured *	200.00	-	-
By other subsidiaries			
Non Convertible Debentures (NCDs)			
Secured **	500.00	-	-
By Holding Company			
Vehicle loans			
Secured			
From banks	-	0.80	2.90
	2,893.99	**2,524.24**	**3,235.56**
Less: Amount included under 'current borrowings'	618.59	798.74	675.37
Total	**2,275.40**	**1,725.50**	**2,560.19**
Current borrowings			
Working capital loan from bank			
By Holding company			
Secured	1,088.10	933.30	1,023.70
By other subsidiaries			
Secured	833.40	1,185.15	733.43
Unsecured	205.60	211.06	142.70
Current maturities on Non current borrowings	618.59	798.74	675.37
Total	**2,745.69**	**3,128.25**	**2,575.20**

Information about the Group's exposure to interest rate, foreign currency and liquidity risks is included in note no 35.

(All amounts in Rs. million unless otherwise stated)

a. Term loan repayment schedule and security

Nature of security	Terms of repayment and rate of interest	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
(i) Term loan from Indusind Banks 1)Secured by way of equitable mortgage over following land and building owned by Holding Company: a) Plot No GP-59 at Maruti Industrial Estate, Sector 18, Gurgaon, Haryana b) Plot No 42, Sector 3, Industrial Estate, IMT Manesar, Gurgaon, Haryana c) Plot No 93-94, Sector 53, Phase-V, Industrial Estate Kundli, Sonepat, Haryana d) Plot no. 24, Khasra no. 172 & 213 & 214 & 215 & 216 situated in village Begampur Pargana Roorkee Tehsil & Distt. Haridwar, Uttrakhand. e) Plot Nos. 46 to 55 and 68 to 77 situated at SICOP Industrial Complex, IID Centre, Govindsar, Kathua f) Leasehold industrial plot of land measuring 3 kanals (16200Sq ft) bearing plot no 14 situated in SICOP Industrial Complex, Kathua 2) Secured by pledge of equity shares of "Uravi T and Wedge Lamps Limited" held by the company and 3) Exclusive Charge on movable fixed assets of the company both present and future (excluding vehicles or any other assets specifically financed). 4) It is further secured by personal guarantee of Mr. Brijesh Aggarwal, MD of the Holding Company.	Rate of interest: 7.00% from 24 February 2022 onwards. Repayable in 90 monthly instalments commencing from October 2020.	709.69	832.22	949.90
(ii) Term loan from Axis Bank 1)Secured by way of equitable mortgage over following land and building owned by Holding Company: a) Plot No GP-59 at Maruti Industrial Estate, Sector 18, Gurgaon, Haryana b) Plot No 42, Sector 3, Industrial Estate, IMT Manesar, Gurgaon, Haryana c) Plot No 93-94, Sector 53, Phase-V, Industrial Estate Kundli, Sonepat, Haryana d) Plot no. 24, Khasra no. 172 & 213 & 214 & 215 & 216 situated in village Begampur Pargana Roorkee Tehsil & Distt. Haridwar, Uttrakhand. e) Plot Nos. 46 to 55 and 68 to 77 situated at SICOP Industrial Complex, IID Centre, Govindsar, Kathua f) Khasra no. 111 (plot no.7), Jagatpur, Rudrapur, Uddham Singh Nagar admeasuring 1000 sq. mtrs. g) Land measuring acres 1.07 cents with party constructed shed admeasuring 9000 sq. ft bearing S.No. 51/B1, Bairamangatam Village in Denkanikottai Taluk, Krishnagiri 2) Secured by pledge of equity shares of "Uravi T and Wedge Lamps Limited" held by the company and 3) Exclusive Charge on movable fixed assets of the company both present and future (excluding vehicles or any other assets specifically financed). 4) Charge on DSRA/cash margin maintained with IndusInd Bank (in case of release of DSRA from IndusInd Bank, DSRA of one quarter-Principal+Interest to be provided to Axis Bank) 5) It is further secured by personal guarantee of Mr. Brijesh Aggarwal, MD of the Holding Company.	Rate of interest: 7.50%. p.a. Repayable in 78 monthly instalments commencing from October 2021.	211.54	248.88	290.10
	Total (A)	**921.23**	**1,081.10**	**1,240.00**
(iii) Vehicle loans from banks a) Secured by hypothecation of vehicles.	Rate of interest: ranging between 8.00% to 13.00% p.a. Repayable in monthly instalments with the tenure ranging from one year to four years.	-	0.80	2.90
		-	**0.80**	**2.90**
Secured term loan by other subsidiaries				
(iv) Term loan from Banca Popolare Di Milano a) Secured by first hypothecation charge on land and building of the Vimercati S.p.A.	Rate of interest: 5.03% (31 March 2023: Ranging between 3.5% to 4.5%, 31 March 2022 - 1.4%). Repayable in 54 monthly instalments.	-	250.60	467.20
Term loan from BRD Groupe Societe Generale a) Secured by first hypothecation charge on plant and equipment of the Vimercati East Europe S.r.l.	Rate of interest: EURIBOR3M + 1.6% (31 March 2023: EURIBOR3M + 1.6% and 31 March 2022 - EURIBOR3M + 1.80%). Repayable in 60 monthly instalments.	438.60	322.59	607.00
	Total (B)	**438.60**	**573.19**	**1,074.20**
Unsecured term loan by other subsidiaries				
Term loan from Credem chiro	Range of interest: 0.60% (31 March 2023-0.60% ,31 March 2022- 0.50%). Repayable in quarterly instalments.	22.74	67.20	105.90
Term loan from Banca Nazionale del Lavoro S.p.A. (BNL)	Rate of interest: 5.13% (31 March 2023- 4.65%, 31 March 2022 - 1.25%). Repayable in quarterly instalments.	101.50	168.00	284.50
Term loan from Banco BPM (previuosly known Banca Popolare Di Milano)	Rate of Interest- 5.13% (31 March 2023- 4.65%, 31 March 2022 - 1.25%) Repayable in 16 quarterly installments	81.17	123.21	159.10
Term loan from Intesa Sanpaolo	Rate of Interest- 2.0% to 6.4%, (31 March 2023- 2.0% to 4.4%, 31 March 2022 - 1.80% to 2.60%) Repayable in monthly instalments.	353.90	426.15	189.22
Term loan from Banca Nazionale del Lavoro S.p.A. (BNL)	Rate of Interest- 5.39% (31 March 2023-2.00%, 31 March 2022 - 1.50%) Repayable in monthly instalments.	-	14.70	21.17
Term loan from BPM SIMEST S.p.A	Rate of Interest-0.65% (31 March 2023- 2.00% (31 March 2022 - 0.70 %) Repayable in monthly instalments.	18.04	17.92	16.93
Term loan from Credito Emiliano	Rate of Interest- 0.75% (31 March 2023- 0.80% ,31 March 2022 - 0.80%) Repayable in quartely instalments.	15.21	25.08	103.95
Term loan from Banca Sella	Rate of Interest- 2.15% (31 March 2023- 2.0% ,31 March 2022 - 1.8%) Repayable in monthly instalments.	18.34	25.34	30.50
Term loan from Unicredit	Rate of Interest- 2.00% (31 March 2023-2.0%, 31 March 2022 - 1.4%) Repayable in monthly instalments.	-	1.55	7.19
Term loan from BPER	Rate of Interest- Euribor 1/m + 1,25% (31 March 2023- Nil, 31 March 2022-Nil) Repayable in monthly instalments.	223.28	-	-
	Total (C)	**834.18**	**869.15**	**918.46**
Optionally-convertible debentures Secured by way of by pledge of 99.99% shares of wholy owned subsidiary-Viney Auto Anicllary Private Limited. It is further secured by hypothication of vehicle.	Coupon rate: 19% Effective interest rate: 22.12% The OCD'S shall be redeemed or converted within 42 months, with the holder having the option. Further, the debenture holder shall have a right to require the Company to repay the amount due and outstanding in relation to the said debentures at any time after 24 months from date of allotment i.e. a lock in of 24 months for repayment of the debentures other that an exit event. Interest on OCD'S will be paid on annual basis.	200.00	-	-
Non-convertible debentures Secured by way of by pledge of 99.99% shares of wholy owned subsidiary-Viney Auto Anicllary Private Limited.	Coupon rate: 19% Effective interest rate: 22.12% The NCD'S shall be redeemed within 42 months, with the holder having the option. Interest on NCD'S will be paid on annual basis.	500.00	-	-
Total		**2,893.99**	**2,524.24**	**3,235.56**

(All amounts in Rs. million unless otherwise stated)

b. Short term loan repayment schedule and security

Nature of security	Terms of repayment and rate of interest	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Secured loan by Holding Company				
Working capital loan and buyer's credit from banks Secured by first Parri passu charge by way of hypothecation of the entire current assets of the holding company (Present and future) and Secured by second Parri passu charge on entire movable property, plant and equipment (excluding vehicles or any other assets specifically financed). Further, it is also secured by personal guarantee of Mr. Brijesh Aggarwal, MD of the Company.	Rate of interest: marginal cost of funds based lending rate (MCLR) plus applicable margin. Repayable on demand.	1,088.10	933.30	1,023.70
Secured loan by other subsidiaries				
Working capital loan availed from Intesa Sanpaolo Secured by customers orders and customers receivables of Vimercati S.p.A.	Rate of interest: EURIBOR3M + 1.60% Repayable on demand.	225.54	224.00	127.00
Working capital loan availed from Banca Nazionale del Lavoro S.p.A. (BNL) Secured by customers orders and customers receivables of Vimercati S.p.A.	Rate of interest: EURIBOR3M + 2.00% Repayable on demand.	89.78	125.50	257.40
Working capital loan availed from Credito Emiliano Secured by customers receivables of Vimercati S.p.A	Rate of interest: EURIBOR1M + 1.4% Repayable on demand.	44.87	44.80	42.30
Working capital loan availed from Banca Popolare Di Milano Secured by customers orders and customers receivables of Vimercati S.p.A.	Rate of interest: EURIBOR3M + 1.50% Repayable on demand.	356.11	349.55	222.03
Working capital loan availed from UNIcredit Secured by customers orders and customers receivables of Vimercati S.p.A.	Rate of interest: EURIBOR3M + 1.50% Repayable on demand.	110.01	110.10	84.70
Working capital loan availed from BRD Secured by customers orders and customers receivables of Vimercati east europe S.r.L.	Euribor3M+1.2% Repayable on demand	-	62.70	-
Working capital loan availed from BCR Secured by customers orders and customers receivables of Vimercati east europe S.r.L.	Euribor3M+1.3% Repayable on demand	-	268.50	-
Working capital loan availed from Unicredit Finpiem Secured by customers orders and customers receivables of Vimercati east europe S.r.L.	Euribor3M+1.3% Repayable on demand	7.09	-	
Uncured loan by other subsidiaries				
Working capital loan availed from Intesa Sanpaolo	Rate of interest: 2.0% Repayable on demand	74.40	77.20	62.50
Working capital loan availed from Banca Popolare Di Milano	Rate of interest: 6.93% (31 March 2023-2.00%, 31 March 2022-2.00%) Repayable on demand	46.91	35.20	17.60
Working capital loan availed from Banca Nazionale del Lavoro S.p.A. (BNL)	Rate of interest: 2.0% Repayable on demand	31.14	30.60	16.30
Working capital loan availed from Credito Emiliano	Rate of interest: 2.0% Repayable on demand	19.67	42.90	46.30
Working capital loan availed from Banca Sella	Rate of interest: 2.0% Repayable on demand	33.46	25.16	-
Total		**2,127.10**	**2,329.51**	**1,899.83**

18. Provisions

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Non-current			
Provision for employee benefits			
Provision for compensated absences	7.34	5.60	4.59
Provision for gratuity (refer to note 33).	19.60	17.12	17.06
	26.94	**22.72**	**21.65**
Current			
Provision for employee benefits			
Provision for compensated absences	55.83	51.41	53.98
Provision for gratuity (refer to note 33).	3.75	0.64	0.89
Severance indemnity fund #	92.08	98.35	98.78
Provision for warranty	23.28	42.86	14.56
	174.94	**193.26**	**168.21**

Amount provided for severance indemnity fund for Vimercati S.p.A. and the aforesaid Company does not have an unconditional right to defer settlement of obligation beyond the period of twelve months.

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
At the commencement of the year	98.35	98.78	65.55
Movement during the year	(6.27)	(0.43)	33.23
Balance at the end of the year	**92.08**	**98.35**	**98.78**

Provision for warranties: Warranty costs are estimated on the basis of contractual agreement, technical evaluation and past experience. The timing of outflows is expected to be as per warranty periods as specified in various invoices. Provision for warranty is treated as current since one of the the subsidiary company does not have an unconditional right to defer settlement of obligation beyond the period of twelve months.

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
At the commencement of the year	42.86	14.56	17.99
Provision made during the year	139.09	114.80	61.45
Provision reversed/utilised during the year	(158.67)	(86.50)	(64.88)
Balance at the end of the year	**23.28**	**42.86**	**14.56**

(All amounts in Rs. million unless otherwise stated)

19. Deferred tax liabilities (net)

Particulars	**As at 31 March 2024**	**As at 31 March 2023**	**As at 31 March 2022**
a. Amount recognised in statement of profit and loss			
Current tax expense			
India	116.41	84.50	108.44
Tax adjustment relating to earlier years^	(3.27)	104.95	22.50
Other than India	62.34	43.48	18.16
Deferred tax (credit) / charge			
India	41.33	(23.50)	(5.61)
Other than India	(46.41)	15.04	(7.09)
Tax expense	**170.40**	**224.47**	**136.40**

^ the Board of directors of "Vimercati S.p.A." in its meeting of the Board held on 15 May 2023 had deliberated for repayment of tax benefits availed in relation to 'Resarch and Development activities' in earlier years amounting to Euro 1,330,011 (equivalent Rs. 119.99 million, 31 March 2023: 111.35 million). The management had taken its impact in the consolidated financial statements. As agreed with tax authorities the amount will be paid three equal installments as mentioned below:

Particulars	**Date**	**Amount in EURO**	**Amount equivalent to INR**
First installment	16 December 2023	443,337	40.00
Second installment	16 December 2024	443,337	40.00
Third installment	16 December 2025	443,337	40.00
		1,330,011	**120.00**

b. Income tax recognised in other comprehensive income

	For the year ended 31 March 2024		
	Before tax	**Tax (expense) / benefit**	**Net of tax**
Remeasurements of defined benefit plan	(3.01)	1.13	(1.88)
Revalution reserve	116.17	2.98	119.15
	113.16	**4.11**	**117.27**

	For the year ended 31 March 2023		
	Before tax	**Tax (expense) / benefit**	**Net of tax**
Remeasurements of defined benefit plan	2.27	(0.64)	1.64
Revalution reserve	889.50	(158.03)	731.47
	891.77	**(158.67)**	**733.11**

	For the year ended 31 March 2022		
	Before tax	**Tax (expense) / benefit**	**Net of tax**
Remeasurements of defined benefit plan	1.70	(0.40)	1.30
Revalution reserve	-	-	-
	1.70	**(0.40)**	**1.30**

	For the year ended 31 March 2024		**For the year ended 31 March 2023**		**For the year ended 31 March 2022**	
	Rate (%)	**Amount**	**Rate (%)**	**Amount**	**Rate (%)**	**Amount**
Profit/(loss) before tax		449.32		(150.48)		473.42
Other Comprehensive income		113.16		891.95		1.70
Tax using company's domestic tax rate	25.17%	141.58	25.17%	186.63	25.17%	119.59
Effect of:						
Non-deductible expenses / income	1.22%	6.85	20.45%	151.62	6.05%	28.75
Differntial tax on LTCG	-	-	-	-	-6.92%	(32.90)
Differential tax rate on dividend	0.00%	(0.01)	-0.10%	(0.74)	0.00%	-
Tax adjustment relating to earlier years	-0.58%	(3.27)	14.15%	104.95	4.74%	22.50
Differential tax rate on revaluation reserve	0.46%	2.58	-5.92%	(43.91)	0.00%	-
Tax impact of consolidation adjustments	3.30%	18.56	-2.08%	(15.44)	-0.24%	(1.13)
Effective tax rate	**29.56%**	**166.29**	**51.67%**	**383.11**	**28.79%**	**136.81**

d. Deferred tax assets / liabilities

	As at 31 March 2024	**As at 31 March 2023**	**As at 31 March 2022**
Deferred tax assets :-			
Provisions for employee benefits	8.03	6.90	7.30
Provision for doubtful debts	10.90	10.90	7.80
Provision for expenses	34.19	31.04	43.04
Brought forward losses and unabosorbed depreciation	38.35	38.08	38.12
	91.47	86.92	96.26
Deferred tax liabilities			
Undistributed profits of foreign subsidiary	(208.57)	(213.95)	(198.90)
Provision for increase/decrease in value of investment	(1.86)	(2.70)	(44.10)
Property, plant and equipment and intangible assets	(33.73)	(39.63)	(28.25)
Impact of revlaution reserve on land	(155.02)	(158.00)	-
Unrealised profits on inter company inventory	(15.78)	(5.33)	(7.50)
	(414.96)	(419.61)	(278.75)
Carrried forward tax credits		-	
Deferred tax liabilities (net)	(323.49)	(332.69)	(182.49)
Deferred tax charge/(credit)	(9.20)	150.20	(12.30)

(All amounts in Rs. million unless otherwise stated)

e. Movement of temporary differences

	As at 31 March 2023	Movement In OCI's	Movement In profit and loss	As at 31 March 2024
Property, plant and equipment and intangible assets (net)	(39.63)	-	5.90	(33.73)
Provisions for employee benefits	6.90	1.13	-	8.03
Brought forward losses	38.08	-	0.27	38.35
Provision for expenses	31.04		3.15	34.19
Provision for doubtful debts	10.90	-	-	10.90
Provision for diminution in value of investment	(2.70)	-	0.84	(1.86)
Undistributed profits of foreign subsidiary	(213.94)	-	5.37	(208.57)
Impact of revlaution reserve on land	(158.00)	2.98	-	(155.02)
Unrealised profits on inter company inventory	(5.34)	-	(10.44)	(15.78)
	(332.69)	**4.11**	**5.09**	**(323.49)**

	As at 31 March 2022	Movement In OCI's	Movement In profit and loss	As at 31 March 2023
Property, plant and equipment and intangible assets (net)	(28.25)	-	(11.38)	(39.63)
Provisions for employee benefits	7.30	(0.62)	0.22	6.90
Provision for doubtful debts	7.80	-	3.10	10.90
Provision for diminution in value of investment	(44.10)	-	41.40	(2.70)
Undistributed profits of foreign subsidiary	(198.90)	-	(15.05)	(213.95)
Impact of revlaution reserve on land	-	(158.00)	-	(158.00)
Unrealised profits on inter company inventory	(7.50)	-	2.17	(5.33)
Brought forward losses	38.12		(0.04)	38.08
Provision for expenses	43.04		(12.00)	31.04
	(182.49)	**(158.62)**	**8.42**	**(332.69)**

	As at 31 March 2021	Movement In OCI's	Movement In profit and loss	As at 31 March 2022
Property, plant and equipment and intangible assets (net)	(35.05)	-	6.80	(28.25)
Provisions for employee benefits	9.40	(0.40)	(1.70)	7.30
Provision for doubtful debts	9.50	-	(1.70)	7.80
Provision for diminution in value of investment	(25.10)	-	(19.00)	(44.10)
Undistributed profits of foreign subsidiary	(217.20)	-	18.30	(198.90)
Impact of revlaution reserve on land	-	-	-	-
Unrealised profits on inter company inventory	(5.50)	-	(2.00)	(7.50)
Brought forward losses	38.12	-	-	38.12
Provision for expenses	31.04	-	12.00	43.04
	(194.79)	**(0.40)**	**12.70**	**(182.49)**

(All amounts in Rs. million unless otherwise stated)

20. Trade payables

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
(Measured at amortised cost)			
Total outstanding dues of micro enterprises and small enterprises	30.55	18.90	14.56
Total outstanding dues of creditors other than micro enterprises and small enterprises	2,339.48	2,006.15	1,851.36
Total	**2,370.03**	**2,025.05**	**1,865.92**

(i) All trade payables are 'current'
(ii) For trade payables to related parties refer note no 37.

Trade payables ageing schedule as at 31 March 2024 , 31 March 2023 and 31 March 2022 respectively.

31 March 2024	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	
MSME	26.68	3.87	-	-	-	30.55
Others	38.63	2,188.77	107.71	3.46	0.91	2,339.48
Total trade payables	**65.31**	**2,192.64**	**107.71**	**3.46**	**0.91**	**2,370.03**

31 March 2023	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	
MSME	18.90	-	-	-	-	18.90
Others	477.62	1,493.52	32.62	1.51	0.88	2,006.15
Total trade payables	**496.52**	**1,493.52**	**32.62**	**1.51**	**0.88**	**2,025.05**

31 March 2022	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	
MSME	14.56	-	-	-	-	14.56
Others	203.56	1,594.60	49.80	2.20	1.20	1,851.36
Total trade payables	**218.12**	**1,594.60**	**49.80**	**2.20**	**1.20**	**1,865.92**

There are no undisputed trade payables, hence the same is not dislcosed in the ageing schedule.

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(All amounts in Rs. million unless otherwise stated)

	Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
21	**Other financial liabilities**			
	(measuted at amortised cost unless otherwise stated)			
	Current			
	Employee related payable	89.35	143.58	96.25
	Capital creditors	33.96	2.10	14.06
	Derivative liability	-	0.70	-
		123.31	**146.38**	**110.31**

The Group's exposure to currency and liquidity risks related to above financial liabilities is disclosed in note 35.

	Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
22	**Other current liabilities**			
	Advance from customers	0.88	2.30	2.50
	Interest accrued and due on borrowings	16.11	0.90	0.15
	Statutory dues payable	147.99	120.94	120.92
	Others	80.86	62.88	54.25
		245.84	**187.02**	**177.82**
23A	**Non-current tax liabilities (net)**			
	Provision for taxes (net of advance taxes paid)	40.00	80.01	-
		40.00	**80.01**	**-**
23B	**Current tax liabilities (net)**			
	Provision for taxes (net of advance taxes paid)	70.87	39.73	53.30
		70.87	**39.73**	**53.30**

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(All amounts in Rs. million unless otherwise stated)

	Particulars	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2023
24	**Revenue from operations**			
	Sale of products	12,403.52	11,171.25	10,304.12
		12,403.52	**11,171.25**	**10,304.12**
	Other operating revenues			
	Government grants and subsidies*	38.93	22.20	22.00
	Scrap sale	8.53	4.11	21.69
	Revenue from sale of electricity	2.27	3.00	3.40
	Others	4.61	0.08	2.53
		12,457.86	**11,200.64**	**10,353.74**

* Includes income in the form of subsidy, incentives and export benefits.
There are no unfulfilled conditions and other contingencies attached to government assistance which has been recognised.

Notes:
i) Reconciling the amount of revenue

Gross sale of products	12,336.90	11,039.71	10,097.05
Add : Adjustment on account price differences	66.62	131.54	207.07
	12,403.52	**11,171.25**	**10,304.12**

ii) Contract balances (refer note 22)

Contract liabilities (advance from cutomers)^	0.88	2.30	2.50

iii) Revenue recognised in relation to contract liabilities

a. Revenue recognised in the reporting period that was included in the contract liability balance at the beginning of the period	2.30	2.50	-
b. Revenue recognised in the reporting period from performance obligations satisfied (or partially satisfied) in previous period	-	-	-

25 Other income

Particulars	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2023
Interest on			
- Fixed deposits	15.95	3.70	10.70
- Loan to company having significant influence	34.77	-	-
- Other	0.15	1.35	0.05
Dividend received from domestic company	0.03	2.90	-
Profit on sale of			
- Non current investment	5.73	6.80	181.24
- Property, plant and equipment	-	0.90	-
Net fair value gain on financial assets mandatorily measured at fair value through profit or loss	2.90	-	129.75
Net gain on foreign currency transaction (net)	25.37	18.13	-
Miscellaneous income	130.07	107.62	173.70
	214.97	**141.40**	**495.44**

26A Cost of raw material consumed

Particulars	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2023
Cost of raw material consumed	6,306.29	5,778.52	5,321.13
Total	**6,306.29**	**5,778.52**	**5,321.13**

26B Purchase of stock in trade

Particulars	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2023
Purchases of stock in trade	46.18	-	128.84
Total	**46.18**	**-**	**128.84**

(All amounts in Rs. million unless otherwise stated)

27 Change in inventories of finished goods, stock-in-trade and work-in-progress

Particulars	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2023
Opening stock			
Finished goods	192.62	417.06	509.40
Work-in-progress	678.02	436.71	240.11
	870.64	**853.77**	**749.51**
Less: Closing stock			
Finished goods	311.98	192.62	417.06
Work-in-progress	486.77	678.02	436.71
	798.75	**870.64**	**853.77**
Foreign currency translation adjustment	10.50	38.47	(65.21)
Net decrease / (increase) in inventories	**61.39**	**(55.34)**	**(39.05)**

28 Employee benefits expense

Particulars	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2023
Salaries, wages and bonus	2,081.48	1,745.90	1,668.91
Contributions to provident and other funds *	502.76	444.14	327.81
Staff welfare expenses	10.63	10.80	12.82
	2,594.87	**2,200.84**	**2,009.54**

*includes contribution towards provident fund and employee state insurance fund, refer note 33 for details.

29 Finance costs

Particulars	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2023
Interest on (using effective interest rate method):			
-Term loan	268.54	139.65	204.68
-Working capital loan	75.92	66.10	42.94
-Optionally-convertible debentures	24.85	-	-
-Non-convertible debentures	85.51	-	-
-Delayed payment of taxes	-	-	4.00
Interest on lease liabilities	0.78	0.82	1.09
Others borrowing cost	5.47	2.89	68.85
	461.07	**209.46**	**321.56**

30 Depreciation and amortisation expense

Particulars	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2023
Depreciation on property, plant and equipment (refer note 4)	474.66	498.27	476.99
Depreciation on right of use assets (refer note 4A)	18.91	20.51	90.56
Amortization on intangible assets (refer note 5)	260.14	193.46	172.33
	753.71	**712.24**	**739.88**

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(All amounts in Rs. million unless otherwise stated)

31 Other expenses

Particulars	**Year ended 31 March 2024**	**Year ended 31 March 2023**	**Year ended 31 March 2023**
Consumption of stores and spares	37.11	35.36	74.18
Job work charges	683.35	698.66	559.07
Power and fuel	170.72	161.40	124.74
Rent	40.19	62.69	37.90
Rates and taxes	21.88	3.29	5.33
Legal and professional charges	188.60	163.38	167.72
Repair and maintenance	110.49	113.69	104.40
Freight and forwarding expenses	392.46	266.06	270.67
Travelling and conveyance	44.35	38.37	39.03
Insurance	33.97	26.24	30.95
Provision for loss allowance against trade receivable and advances*	11.63	13.31	-
Warranty cost	139.09	114.80	61.45
Corporate social responsibility expenditure	13.11	14.30	15.17
Loss on sale of property, plant and equipment	1.19	-	0.10
Net fair value loss on financial assets mandatorily measured at fair value through profit or loss	-	10.80	-
Net gain on foreign currency transaction (net)	-	-	25.61
Miscellaneous expenses	117.03	94.72	96.64
	2,005.17	**1,817.07**	**1,612.96**

*including provisions reversal on trade receivables amounting to Rs. 8.25 million (31 March 2023: Nil, 31 March 2022: Rs. 14.13 million)

31A Exceptional items

Particulars	**Year ended 31 March 2024**	**Year ended 31 March 2023**	**Year ended 31 March 2023**
Impairement of goodwill (refer note 5)	-	686.73	282.70
Bad debts	-	145.00	-
	-	**831.73**	**282.70**

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(All amounts in Rs. million unless otherwise stated)

32. Contingent liabilities and commitments
(to the extent not provided for)

	Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
(a)	**Claims against the Group not acknowledged as debt*:**			
	i) Goods and serive tax matters^	34.46	27.48	25.73
	ii) Income tax matters**	99.43	79.27	79.27
	iii) Other matter including claim related to supplier#	15.00	15.00	15.00

An order was passed against the Holding Company on 9 January 2020 by the Sessions Court of Ghaziabad on account of cheques dishonoured in the matter of supplier, directing the Holding Company and its directors, Mr. Anil Parkash Aggarwal, Mr. Viney Parkash Aggarwal and Mr. Brijesh Aggarwal to collectively pay the amount on account of dishonoured cheques amounting Rs. 15.0 million. The Holding Company had filed an appeal with the Ghaziabad District Court on 7 February 2020. In this regard, management is confident that the adverse order will be overturned on appeal since, there were certain facts which were in favour of the Holding Company and were not considered by lower court in passing the order. Based on the legal advice, the Holding Company is of the view that it has good case in respect of this matter and hence no provision is considered necessary.

^ Rs 34.46 million (31 March 2023 : Rs. 27.47 million, 31 March 2022: Rs. 25.73 million) represents goods and service tax demand pertaining to financial year 2015-2016 to 2019-2020. The management believes that the likelihood of the case/appeals going in favor of the Group is probable and, accordingly, has not considered any provision against this demand in the restated consolidated financial information.

** Rs 99.43 million (31 March 2023 : Rs. 79.27 million, 31 March 2022: 79.27 million), represents show cause cum demand notices raised by Income Tax authorities over the the Holding Company for the period April 2012 to March 2022. The Group has filed an appeal before the CIT (A) and other appellate authorities. Based on the Group's evaluation which is supported by an independent tax expert, it believes that it is not probable that the demand will materialize and therefore no provision has been recognized.

(b) In relation to financial year 2016 tax assessment notice at Vimercati S.p.A. as notified on 21 February 2022, the conditions for a settlement were still lacking and the subsidiary company had represented against the claim made by Italian tax authorities. Further, in relation to MAP bilateral procedure between Italy and Romania the results of this procedure are totally unpredictable considering these are conducted by third parties (the Italian Revenue Agency versus the Romanian Revenue Agency) on the basis of data largely unknown to Vimercati spa, accordingly no provision has been recorded in the consolidated financial statements.
Further, a similar tax assessment was carried out on 13 March 2024 and concluded on 13 June 2024 for the years 2018 and 2019. Basis the said assessment the findings were shared on 18 June 2024 by Italian tax authorities. The management has engaged an external tax consultant to look into the matter who have suggested to adopt a strategy similar to earlier financial yaer 2016 tax assessment.
Therefore at this stage the manegement does not consider that the conditions are met for the recognition of a tax provision.

*The Group does not expect any reimbursements in respect of the above contingent liabilities. Based on Group's evaluation, it believes that it is not probable that the above demands will materialise and therefore no provision has been recognised.

(c) **Capital and other commitments**
Estimated amount of contracts remaining to be executed which is of capital nature (net of advances) and which have not been provided for in the restated consolidated financial information, amounts to Rs. 107.16 million (31 March 2023: Rs. 10.08 million, 31 March 2022: Rs. 32.45 million).

Contractual commitments for capital expenditure are relating to acquisition of property, plant and equipment.

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(All amounts in Rs. million unless otherwise stated)

33. Employee benefits

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022

a) Defined contribution plans

The Group makes contribution towards employees' provident fund, employees' state insurance plan and other schemes. Under the schemes, the Group is required to contribute a certain cost as specified in the rules of the scheme, to these defined contribution schemes. The Group has recognised Rs 502.76 million as at 31 March 2024, (31 March 2023: Rs. 444.14 million, 31 March 2022: 327.81 million) during the year as expense towards contribution to these plans.

Provident fund	4.56	5.07	6.45
Employees' state insurance scheme	1.82	1.84	2.55
Employees' Pension scheme	1.32	1.34	1.12
Labour Welfare Fund	0.30	0.19	0.16
Contribution made by other overseas subsidiaries	494.76	435.70	317.53
Total	**502.76**	**444.14**	**327.81**

b) Defined benefit plan - gratuity

The Holding Company has a defined benefit gratuity plan, governed by the Payment of Gratuity Act, 1972. The scheme provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment. Vesting occurs upon completion of five years of service.

(i) Reconciliation of the net defined benefit (asset) / liability

- Reconciliation of present value of defined benefit obligation

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Balance at the beginning of the year	17.76	17.95	16.63
Interest cost	1.31	1.29	1.14
Current service cost	2.47	2.41	2.66
Actuarial (gain) / loss recognised in other comprehensive income			
- changes in financial assumptions	3.78	(0.39)	(0.82)
- experience adjustments	(0.77)	(1.88)	(0.86)
Benefits paid	(1.20)	(1.62)	(0.80)
Balance at the end of the year	**23.35**	**17.76**	**17.95**

(ii) Net liability recognised in the Balance Sheet

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Current liabilities	3.75	0.64	0.89
Non-current liabilities	19.60	17.12	17.06
Net liability in the Balance Sheet	**23.35**	**17.76**	**17.95**

(iii) Amount recognized in the statement of profit and loss

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Current service cost	2.47	2.41	2.66
Interest cost	1.31	1.29	1.14
	3.78	**3.70**	**3.80**

(iv) Remeasurements recognised in other comprehensive income

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Actuarial (gain) / loss arising during the year	3.01	(2.45)	(1.70)
	3.01	**(2.45)**	**(1.70)**

(All amounts in Rs. million unless otherwise stated)

(v) Defined benefit obligations

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Actuarial assumptions			
Discount rate (per annum)	7.23%	7.36%	6.80%
Future salary growth rate (per annum)	5.50%	5.50%	5.50%
Attrition rate			
upto 30 years	29.00%	3.00%	3.00%
from 31- 44 years	17.00%	2.00%	2.00%
above 44 years	11.00%	1.00%	1.00%
Retirement age	60.00	60.00	60.00

Assumptions regarding future mortality are based on Indian Assured Lives Mortality (IALM) (2012-14) rates.

(vi) Interest rate risk:
The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.

Salary inflation risk:
Expected increases in salary will increase the defined benefit obligation.

Demographic risk:
This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

Funding
This is an unfunded benefit plan for qualifying employees.

(vii) Sensitivity analysis
Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

Particulars	For the year ended 31 March 2024		For the year ended 31 March 2023		For the year ended 31 March 2022	
	Increase	**Decrease**	**Increase**	**Decrease**		**Decrease**
Discount rate (0.50% movement)	(1.07)	1.17	(1.04)	1.13	(1.00)	1.10
Future salary growth rate (0.50% movement)	1.05	(0.97)	0.97	(0.90)	1.00	(0.90)

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same methods (present value of defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.
The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

The change in other assumptions is not material to the financial statement.
(viii) Maturity profile of defined benefit obligation
The expected future cash flows in respect of gratuity were as follows:

Particulars	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2022
Year 1	3.75	0.64	0.89
Year 2	2.81	0.33	0.37
Year 3	2.59	0.47	0.36
Year 4	2.36	0.70	0.46
Year 5	1.81	0.39	0.64
Year 6	1.68	0.72	0.75
Year 6 onwards	8.34	14.51	14.46
Total	**23.34**	**17.76**	**17.93**

(ix) **Expected contribution**
As at 31 March 2024, the weighted average duration of the defined benefit obligation was 5.25 years (31 March 2023: 16.75 year,31 March 2022 17.12 years).
Expected employer's contribution for the year ending 31 March 2025 is Rs. 4.74 million (31 March 2024: Rs 4.53 millions, 31 March 2023: Rs. 4.60 million).

(c) **Other long-term employee benefits**

An amount of Rs. 3.24 millions as st 31 March 2024 (31 March 2023:Rs. 1.31 millions, 31 March 2022 : Rs. 1.30 millions) pertains to expense towards compensated absences.

(All amounts in Rs. million unless otherwise stated)

34. Assets pledged as security (refer note 17)

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Current			
Non-financial assets			
Inventories	3,222.17	3,322.55	3,185.15
Other current assets	34.87	98.74	88.46
Financial assets			
Investments	40.37	90.86	182.12
Cash and cash equivalents	69.54	56.16	24.08
Other bank balances	151.42	14.85	5.77
Other financial assets	165.34	52.41	127.35
Trade receivables	2,470.51	2,466.03	2,460.47
Total current assets pledged as security	**6,154.22**	**6,101.60**	**6,073.40**
Non-current (non-financial assets)			
Property, plant and equipment	4,007.13	3,854.01	2,840.63
Capital work-in-progress	173.11	182.01	202.48
Investments	178.95	173.78	173.60
Total non-current assets pledged as security	**4,359.19**	**4,209.80**	**3,216.71**
Total assets pledged as security	**10,513.41**	**10,311.40**	**9,290.11**

35. Financial instruments - Fair values and risk management

a. Financial instruments by category and fair values

There are no financial assets or liabilities measured at fair value in these financial statements except stated below.

As at 31 March 2024	**Carrying value**			**Fair value hierarchy**		
	FVTPL*	**Amortised cost**	**Total**	**Level 1**	**Level 2**	**Level 3**
Financial assets						
Investments^	40.37	-	40.37	40.37	-	-
Trade receivables	-	2,470.51	2,470.51	-	-	2,470.51
Cash and cash equivalents	-	652.76	652.76	-	-	652.76
Other bank balances	-	151.42	151.42	-	-	151.42
Loans	-	500.00	500.00	-	-	500.00
Other financial assets	-	174.55	174.55	-	-	174.55
	40.37	**3,949.24**	**3,989.61**	**40.37**	**-**	**3,949.24**
Financial liabilities						
Borrowings	200.00	4,821.08	5,021.08	-	-	5,021.08
Lease liabilities	-	73.31	73.31	-	-	73.31
Trade payables	-	2,370.03	2,370.03	-	-	2,370.03
Other financial liabilities	-	123.31	123.31	-	-	123.31
	200.00	**7,387.73**	**7,587.73**	**-**	**-**	**7,587.73**

As at 31 March 2023	**Carrying value**			**Fair value hierarchy**		
	FVTPL*	**Amortised cost**	**Total**	**Level 1**	**Level 2**	**Level 3**
Financial assets						
Investments^	90.86	-	90.86	90.86	-	-
Trade receivables	-	2,466.03	2,466.03	-	-	2,466.03
Cash and cash equivalents	-	708.00	708.00	-	-	708.00
Other bank balances	-	14.80	14.80	-	-	14.80
Other financial assets		115.69	115.69	-	-	115.69
	90.86	**3,304.52**	**3,395.38**	**90.86**	**-**	**3,304.52**
Financial liabilities						
Borrowings	-	4,853.75	4,853.75	-	-	4,853.75
Lease liabilities	-	64.03	64.03	-	-	64.03
Trade payables	-	2,025.05	2,025.05	-	-	2,025.05
Other financial liabilities	-	146.38	146.38	-	-	146.38
	-	**7,089.21**	**7,089.21**	**-**	**-**	**7,089.21**

As at 31 March 2022	**Carrying value**			**Fair value hierarchy**		
	FVTPL*	**Amortised cost**	**Total**	**Level 1**	**Level 2**	**Level 3**
Financial assets						
Investments^	348.86	14.30	363.16	348.86	-	14.30
Trade receivables	-	2,460.47	2,460.47	-	-	2,460.47
Cash and cash equivalents	-	572.53	572.53	-	-	572.53
Other bank balances	-	5.80	5.80	-	-	5.80
Other financial assets	-	165.78	165.78	-	-	165.78
	348.86	**3,218.88**	**3,567.74**	**348.86**	**-**	**3,218.88**
Financial liabilities						
Borrowings	-	5,135.39	5,135.39	-	-	5,135.39
Lease liabilities	-	83.19	83.19	-	-	83.19
Trade payables	-	1,865.92	1,865.92	-	-	1,865.92
Other financial liabilities	-	110.31	110.31	-	-	110.31
	-	**7,194.81**	**7,194.81**	**-**	**-**	**7,194.81**

Notes:

1. The carrying amount of trade receivables, trade payables, loans, investments, borrowings, lease liabilities, other financial assets/ liabilities and cash and cash equivalent are considered to be the same as their fair values, due to short-term in nature.

2. The amortised cost of all financial assets and liablities approximate to the fair values on the respective reporting dates.

*Fair value through profit and loss
^excluding investment in associate carried at cost

(All amounts in Rs. million unless otherwise stated)

Notes:

Fair values hierarchy

Financial assets and financial liabilities are measured at fair value in the financial statements and are grouped into three Levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

The categories used are as follows:
Level 1: Quoted prices (unadjusted) for identical instruments in an active market;
Level 2: Directly (i.e. as prices) or indirectly (i.e. derived from prices) observable market inputs, other than Level 1 inputs; and
Level 3: Inputs which are not based on observable market data (unobservable inputs).

The following table provides the fair value measurement hierarchy of the Group's asset and liabilities:

Particulars	**Period**	**Level 1**	**Level 2**	**Level 3**	**Total**
Investment in quoted financial instruments	31-Mar-24	40.37	-	-	40.37
	31-Mar-23	90.86	-	-	90.86
	31-Mar-22	348.86	-	-	348.86
Investment in unquoted financial instruments	31-Mar-24	-	-	-	-
	31-Mar-23	-	-	-	-
	31-Mar-22	-	-	14.30	14.30

Valuation process and technique used to determine fair value:

Specific valuation techniques used to value financial instruments include:
(a) for investment in quoted financial instruments, quoted market prices as at the reporting date have been used.
(b) for investment in unquoted financial instruments, recent investment price has been used.

Financial liabilities measured at fair value - recurring fair value measurements

Particulars	**Period**	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial liabilities at fair value through profit and loss					
Liability arising out of optionally convertible debentures	31 March 2024	-	-	200.00	**200.00**

Valuation process and technique used to determine fair value

The Company engages external valuation consultants to fair value below mentioned financial instruments measured at FVTPL . The main level 3 inputs used for optionally convertible debentures are as follows:

For determining the valuation of the instrument, Monte Carlo simulations method using the inputs like discount rate, credit spreads, risk premium (instrument specific) and risk free rates have been used.
The following table summarises the quantitative information about the significant unobservable inputs used in level 3 fair value measurements.

Particulars	**Fair value**			**Significant unobservable inputs**
	31 March 2024	**31 March 2023**	**31 March 2022**	Discount rate
Liability arising out of optionally convertible debentures (refer note 17)	200.00	-	-	

Sensitivity analysis

Description	**As at 31 March 2024**	**As at 31 March 2023**	**As at 31 March 2022**
Impact on liability arising on account of fair value if change in discount rate			
- Impact due to increase of 0.5%	1.00	-	-
- Impact due to decrease of 0.5%	(1.00)	-	-

The following table presents the changes in level 3 items for the years ended 31 March 2024

Particulars	**Liability arising out of optionally convertible debentures**
As at 1 April 2023	-
Add: issue of optionally convertible debentures	200.00
Add: fair value changes during the year	-
As at 31 March 2024	**200.00**

(All amounts in Rs. million unless otherwise stated)

35b. Financial risk management

The Group's principal financial liabilities comprise borrowings, trade payables and other payables. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets include investments, trade and other receivables, cash and cash equivalents and other financial assets.

The Group's risk management assessment, policies and process are established to identify and analyse the risk faced by the Group. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below:

Financial risk factors

The Group, as active supplier for the automobile industry expose its business and products to a variety of financial risks:
a) Market risk
b) Credit risk
c) Liquidity risk

Below notes explain the sources of risks in which the Group is exposed to and how it manages the risks.

(i) Credit risk

The Group assesses and manages credit risk based on internal credit rating system. Internal credit rating is performed for each class of financial instruments with different characteristics. The Group assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets.

(i) Low credit risk
(ii) Moderate credit risk

Trade receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry and country in which customers operate.
The Group's customers are auto players who supply to large automobile manufacturers. The Group monitors the receivables on an on-going basis and follow up for the payment once due. The Group's review also includes financial statements, industry information and promoter's background.

Loans and other financial assets

a) The Group has given security deposits to Government departments for securing services from them. As these are well established organisations and have strong capacity to meet the obligations, risk of default is negligible or nil.
b) The Group provides loans to employees for their personal needs and repayment by deduction from the salary of the employees. The expected probability of default is negligible or nil.
c) The Group has given loan to related party. The expected probability of default is negligible or nil.
d) The Group has investments in quoted equity shares and associate, consdering the market value of shares of the investment the expected impairment is nil.

Cash and cash equivalents and other bank balances

Credit risk on cash and cash equivalents and other bank balances is limited as the Group generally invests in deposits with banks with high repute.

Financial assets that expose the entity to credit risk – 31 March 2024

Particulars	Estimated gross amount at default	Expected credit losses	Carrying amount net of impairment provision
Low credit risk			
Cash and cash equivalents	652.76	-	652.76
Other bank balances	151.42	-	151.42
Security deposits	13.07	-	13.07
Other financial assets	154.18	-	154.18
Investment	40.37	-	40.37
Loan	500.00	-	500.00
Moderate credit risk			
Trade receivables	2,522.94	(52.43)	2,470.51
Total	**4,034.74**	**(52.43)**	**3,982.31**

31 March 2023

Particulars	Estimated gross amount at default	Expected credit losses	Carrying amount net of impairment provision
Low credit risk			
Cash and cash equivalents	708.00	-	708.00
Other bank balances	14.80	-	14.80
Security deposits	10.08	-	10.08
Other financial assets	43.90	-	43.90
Investment	90.86	-	90.86
Moderate credit risk			
Trade receivables	2,526.71	(60.68)	2,466.03
Total	**3,394.35**	**(60.68)**	**3,333.67**

(All amounts in Rs. million unless otherwise stated)

31 March 2022

Particulars	Estimated gross amount at default	Expected credit losses	Carrying amount net of impairment provision
Low credit risk			
Cash and cash equivalents	572.53	-	572.53
Other bank balances	5.80	-	5.80
Security deposits	8.83	-	8.83
Other financial assets	91.10	-	91.10
Investment	363.16	-	363.16
Moderate credit risk			
Trade receivables	2,507.84	(47.37)	2,460.47
Total	**3,549.26**	**(47.37)**	**3,501.89**

Expected credit loss on trade receivable :

The Group's expected all major payments are received on due dates without any significant delays.
The movement thereof during the years ended 31 March 2024 , 31 March 2023 and 31 March 2022 is tabulated below:

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Opening provision	60.68	47.37	61.50
Add: Provision (reversal)/made during the year for doubtful trade receivables	(8.25)	13.31	(14.13)
Closing provision	**52.43**	**60.68**	**47.37**

Set out below is the information about the credit risk exposure of the Group's trade receivables and contract asset using provision matrix:

Expected credit loss for trade receivables under simplified approach

As at 31 March 2024	**Gross carrying amount**	**% of expected credit losses**	**Allowance for expected credit losses**	**Carrying amount net of loss allowance**
Unbilled	196.70	-	-	196.70
Amount not due	1,693.93	-	-	1,693.93
Between one to six month overdue	334.60	-	-	334.60
Between six month to one year overdue	142.16	-	-	142.16
Greater than one year overdue	155.55	33.71%	(52.43)	103.12
Total	**2,522.94**	**33.71%**	**(52.43)**	**2,470.51**

As at 31 March 2023	**Gross carrying amount**	**% of expected credit losses**	**Allowance for expected credit losses**	**Carrying amount net of loss allowance**
Amount not due	1,550.34	-	-	1,550.34
Between one to six month overdue	843.67	-	-	843.67
Between six month to one year overdue	72.02	-	-	72.02
Greater than one year overdue	60.68	100.00%	(60.68)	-
Total	**2,526.71**	**100.00%**	**(60.68)**	**2,466.03**

As at 31 March 2022	**Gross carrying amount**	**% of expected credit losses**	**Allowance for expected credit**	**Carrying amount net of loss allowance**
Amount not due	1,690.45	-	-	1,690.45
Between one to six month overdue	393.11	-	-	393.11
Between six month to one year overdue	313.35	-	-	313.35
Greater than one year overdue	110.93	42.71%	(47.37)	63.55
Total	**2,507.84**	**42.71%**	**(47.37)**	**2,460.47**

Capital Management

The Group's objectives when managing capital are to:

• safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders; and

• maintain an optimal capital structure to reduce the cost of capital.

The Group's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain the future development of the business. The Group is not subject to externaly imposed capital requirements.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares to reduce debt, consistent with others in the industry. The Group monitors capital using a gearing ratio, which is calculated as:

Net debt (total borrowings and lease liabilities net of cash and cash equivalents) divided by "Total equity" (as shown in the Restated Consolidated Statement of Assets and Liabilities).

Particulars	Carrying amount		
	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Interest bearing loans and borrowings	5,021.09	4,853.75	5,135.39
Lease liabilities	73.31	64.03	83.19
Less: Cash and cash equivalents	652.76	708.00	572.53
Net debt	**4,441.64**	**4,209.78**	**4,646.05**
Net debt	4,441.64	4,209.78	4,646.05
Equity	5,113.12	4,761.04	4,501.52
Adjusted net debt to equity ratio	**86.87%**	**88.42%**	**103.21%**

(All amounts in Rs. million unless otherwise stated)

35b(ii) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities, when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

- The Group monitors the level of expected cash inflows on trade receivables and loans together with expected cash outflows on trade payables and other financial liabilities. In addition to this, the Group maintains the following line of credit:
- The Group has availed credit limit form banks on account of borrowings, working capital, cash credit etc.
- The Holding Company is having undrawn credit limit from banks on account of borrowings, working capital, cash credit etc., of Rs 111.90 million as at 31 March 2024 (31 March 2023 Rs. 269.50 million, 31 March 2022- Rs 95.80 million). The Holding Company regularly monitors the financial covenants and other conditions on regular basis.

Exposure to liquidity risk

Maturity of financial liabilities (excluding finance costs, for future period, as applicable)
The following are the remaining undiscounted contractual maturities of financial liabilities including interest at the reporting date:

As at 31 March 2024

Particulars	Undiscounted contractual cash flow				
	On demand	**Less than 1 year**	**1- 5 years**	**More than 5 years**	**Total**
Non current borrowings	-	618.59	2,275.40	-	2,893.99
Current borrowings	2,127.10	-	-	-	2,127.10
Lease liabilities	-	14.94	29.62	44.36	88.92
Other financial liabilities	-	123.31	-	-	123.31
Trade payables	-	2,370.03	-	-	2,370.03
	2,127.10	**3,126.87**	**2,305.02**	**44.36**	**7,603.35**

As at 31 March 2023

Particulars	Undiscounted contractual cash flow				
	On demand	**Less than 1 year**	**1- 5 years**	**More than 5 years**	**Total**
Non current borrowings	-	798.74	1,725.50	-	2,524.24
Vehicle loans	-	0.80	-	-	0.80
Current borrowings	2,329.61	-	-	-	2,329.61
Lease liabilities	-	14.41	20.02	45.17	79.60
Other financial liabilities	-	146.38	-	-	146.38
Trade payables	-	2,025.05	-	-	2,025.05
	2,329.61	**2,985.38**	**1,745.52**	**45.17**	**7,105.68**

As at 31 March 2022

Particulars	Undiscounted contractual cash flow				
	On demand	**Less than 1 year**	**1- 5 years**	**More than 5 years**	**Total**
Non current borrowings	-	675.37	2,560.19	-	3,235.56
Current borrowings	1,899.54	-	-	-	1,899.54
Lease liabilities	-	27.64	32.76	43.63	104.03
Other financial liabilities	-	110.31	-	-	110.31
Trade payables	-	1,865.91	-	-	1,865.91
	1,899.54	**2,679.23**	**2,592.95**	**43.63**	**7,215.35**

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(All amounts in Rs. million unless otherwise stated)

35b(iii). Market risk

Market risk is the risk that changes in market prices - such as pricing, currency risk and interest rate risk- will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposure within acceptable parameters, while optimising the return. All such transactions are carried out within the guidelines set by the Group.

Price risk

Fluctuation in commodity price in market affects directly and indirectly the price of raw material and components used by the Group. The key raw material for the Group's is brass, nylon and copper. There is substantial fluctuations in prices of brass, nylon and copper. The group monitors the raw material prices on regular basis and negotiates for price increase with the customer for passing on the price impact.

Currency risk

The Group is exposed to currency risk to the extent that there is a mismatch between the currencies in which sales, purchases and borrowings are denominated and functional currency of the Group, i.e. INR (Rs.). The currencies in which these transactions are primarily denominated are US dollar and Euro. The currency risk related to the interest amount of the USD loan has been fully hedged using currency swap contract that mature on the same dates as loans.

Details of unhedged foreign currency exposures:

As at 31st March 2024

Particulars	Currency	Amount in Foreign Currency	Amount
Trade payables	USD	0.82	68.64
Trade receivable	USD	1.34	111.49

As at 31st March 2023

Particulars	Currency	Amount in Foreign Currency	Amount
Buyer's credit	USD	1.26	103.42
Trade payables	USD	0.52	42.48
Trade receivable	USD	1.15	94.29

As at 31st March 2022

Particulars	Currency	Amount in Foreign Currency	Amount
Buyer's credit	USD	1.93	146.55
Trade payables	USD	0.39	29.91
Trade receivable	USD	0.78	59.38

The following significant exchange rates were applied at the year end:

Particulars	Year end rates		
	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
INR/ USD	83.37	82.22	75.81
INR/ Euro	90.22	89.61	84.66

Sensitivity Analysis

A reasonably possible strengthening/ (weakening) of USD and EURO against Rs. at the end of the year, would have affected the measurement of financial instruments denominated in a foreign currency and affected equity and profit or loss by the amount shown below. This analysis assumes that all other variables, in particular interest rates, remain constant.

Particulars	Change in currency rate	Year end rates	Changes in rates	Net exposure	Effect on profit before tax	Effect on other equity
As at 31 March 2024	INR/USD increases by 5 %	83.37	4.17	0.51	2.14	1.60
	INR/USD decreases by 5 %	83.37	4.17	(0.51)	(2.14)	(1.60)
As at 31 March 2023	INR/USD increases by 5 %	82.22	4.11	0.63	2.59	1.94
	INR/USD decreases by 5 %	82.22	4.11	(0.63)	(2.59)	(1.94)
As at 31 March 2022	INR/USD increases by 5 %	75.81	3.79	0.39	1.47	1.10
	INR/USD decreases by 5 %	75.81	3.79	(0.39)	(1.47)	(1.10)

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(All amounts in Rs. million unless otherwise stated)

35b(iv). Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's debt obligations with floating interest rates.
The Group tries to manage the risk partly by entering into fixed-rate instruments and partly by borrowing at a floating rate.

Exposure to Interest rate risk

The Group has the following exposure in interest bearing borrowings as on reporting date:

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Fixed interest borrowings	700.00	0.80	2.90
Variable interest borrowings	4,321.09	4,852.95	5,132.50
Total borrowings	**5,021.09**	**4,853.75**	**5,135.40**

The Group's fixed rate borrowings are carried at amortised cost. They are, therefore, not subject to interest rate risk since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.
Variable interest borrowings include loan from banks which carry MCLR/ LIBOR based interest rate.

Sensitivity analysis

A reasonably possible change of 0.5% in interest rate at the reporting date, would have affected profit or loss by the amounts shown below. This analysis assumes that all other variables remain constant.

For the year ended	Profit / (Loss)	
	0.5% increase	0.5% decrease
31 March 2024	(2.00)	2.00
31 March 2023	(2.82)	2.82
31 March 2022	(2.98)	2.98

36A. During the year ended 31 March 2020, the Holding Company found certain instances of unethical practices relating to unauthorized generation and sale of MEIS scrips amounting to Rs. 6.90 million by one of the employee of the external consultant.
The Holding Company had already recovered Rs 0.70 million, from the external consultant and has initiated steps for recovery of the balance amount of Rs. 6.25 million. The Holding Company has also initiated legal proceedings against the external consultant. Pending resolution of the matter, the Holding Company has charged off Rs. 6.25 million in 2022-23. There are no major development in this matter.

36B. During the year ended 31 March 2018, the Holding Company found certain instances of unethical practices relating to unauthorised payments. The Holding Company carried out an internal investigation and had identified misappropriation by certain employees in collusion with third parties amounting to Rs. 15.01 million, by recording fictitious expenditure.
The Holding Company had already recovered Rs. 0.71 million and has initiated legal proceedings for recovery of the balance amount of Rs. 14.30 million. Pending resolution of the matter, the Holding Company has charged off the balance amount in the 2022-23.
Further, the Holding Company has filed a writ petition before Hon'ble High Court for investigating the case. The Hon'ble High Court has given directions on 12 March 2021 to "The Commissioner of Police, Gurugram" that to conclude the investigation and to form a Special Investigating Team (SIT) to conduct the investigation, if required. Accordingly, SIT has been constituted and started investigation.
Furthermore, the SIT has arrasted the accused Mr. Mukesh Kaushik and Mr. Sanjay Kumar on 01 May 2022 and the investigation is going on in the matter.

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37. Related parties

In accordance with Ind AS-24 on related party disclosures where control exist and where transactions have taken place and description of the relationships as identified and certified by the management are as follows:

A) Holding company

1. Synergy Metal Investments Holding Limited, Dubai

Note:-*Synergy Metals Investments Holding Limited has exited from the Company on 23 June, 2023 by selling out its 50.01% equity investment in VCPL to VL-Auto Ancillary Private Limited and Mr. Brijesh Aggarwal.

B) Subsidiary company

1. Vimercati SPA, Italy (100%)#**
2. Viney Corp. Middle East Limited, United Arab Emirates (100%)
3. Viney Auto Ancillary Pvt. Ltd., India (w.e.f 4 January 2023) (100%)
4. Viney Corp East Europe S.r.L., Romania (100%)#
5. Vimercati East Europe S.r.L., Romania (100%)#
6. Progind S.r.L, Italy (100%)# (w.e.f 31 July 2021)
7. Vimercati Viney Do México S De Rl De Cv, Mexico (w.e.f 2 June 2023) (100%)#

Note:- **Viney Corporation Limited (formerly known as Viney Corporation Private Limited) sold its 100% equity holding of Vimercati S.p.A. Italy to Viney Auto Ancillary Private

Limited under the Securities Purchases Agreement dated 2 June 2023. After this transaction, the Vimercati S.p.A. Italy has become step-down subsidiery of the Company.
#Step-down subsidiaries

B) Associate Company

1. Uravi T and Wedge Lamps Private Limited

C) Other enterprise over which Key Management personnel is able to exercise significant influence

1. VL-Auto Ancillary Private Limited
2. AAA Constructions Private Limited
3. Jugal Kishor Associates Private Limited

D) Key Managerial Personnel

1. Brijesh Aggarwal, Managing Director
2. Rakesh Kumar Aggarwal, Whole-Time Director (upto 26 March 2024)
3. Sudhir Maheshwari, Director (upto 23 June 2023)
4. Atul Gupta (from 20 May 2022, upto 23 June 2023)
5. Davender Kumar Chugh (from 12 October 2022 , upto 23 June 2023)
6. Akash Garg (w.e.f. 22 March 2024)
8. Sunil Gupta, Company Secretary
9. Dinesh Chand Sharma, CFO (w.e.f 15 March 2023)
10. Gunjan Beria, Director (upto 20 May 2022)
11. Mayank Mishra (upto 12 October 2022)
12. Arun Kumar Mallik- CFO (upto 10 March 2023)

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(All amounts in Rs. million unless otherwise stated)

I The followings is the summary of transactions with related parties for the year ended March 31, 2024, March 31, 2023 and March 31, 2022

A. Transactions during the year

Reporting entity	Nature	Transacting party	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	Dividend Given	Synergy Metal Investments Holding Limited, Dubai	-	248.46	239.30
		VL-Auto Ancillary Private Limited	97.32	-	-
	Sale of products	Uravi T and Wedge Lamps Private Limited	1.22	1.61	0.90
	Purchases of raw materials and components	Uravi T and Wedge Lamps Private Limited	23.17	22.81	30.50
		AAA Constructions Private Limited	-	-	30.90
		Jugal Kishor Associates Private Limited	-	-	8.10
	Expenses paid on behalf of	VL-Auto Ancillary Private Limited	71.56	-	-
	Short term employee benefits *	Brijesh Aggarwal	30.00	30.00	30.00
		Priyanka Aggarwal	18.00	18.00	18.00
		Rakesh Kumar Aggarwal	12.00	12.00	12.00
		Dinesh Chand Sharma	6.01	0.50	-
		Sunil Gupta	0.98	0.88	0.80
		Arun Kumar Mallik (upto 10 March 2023)	-	3.31	3.20
Viney Auto Ancillary Private Limited	Loan given	VL-Auto Ancillary Private Limited	500.00	-	-
	Interest income on loan given	VL-Auto Ancillary Private Limited	34.77	-	-
	Sale of products	VL-Auto Ancillary Private Limited	45.72	-	-
	Purchases of raw materials and components	VL-Auto Ancillary Private Limited	102.79	-	-

B. Balance outstanding at year end

Reporting entity	Nature	Transacting party	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	Trade payables	Uravi T and Wedge Lamps Private Limited	7.11	4.92	8.70
		AAA Constructions Private Limited	-	-	8.20
	Recoverable as reimbursement of expense paid	VL-Auto Ancillary Private Limited	71.56	-	-
	Trade receivables	VL-Auto Ancillary Private Limited	37.22	-	-
Viney Auto Ancillary Private Limited	Loan to company having significant influence	VL-Auto Ancillary Private Limited	500.00	-	-
	Interest receivable on loan given to company having significant influence	VL-Auto Ancillary Private Limited	34.77	-	-

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(All amounts in Rs. million unless otherwise stated)

II Summary of related party transactions and balances in accordance with Securities and Exchange Board of India (Isssue of Capital and Disclosure Requirements) Regulations, 2018

A Name of related parties and details of the transactions and balances eliminated in the Restated Consolidated Financial Information

Reporting entity	Nature	Transacting party	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	Sale of products	Vimercati East Europe S.r.L.	0.36	-	-
		Viney Corp. East Europe S.r.L.	-	0.69	-
		Vimercati S.p.A, Italy	489.35	313.61	513.09
	Purchase of raw materials and components	Vimercati S.p.A, Italy	81.52	83.81	84.38
	Interest income on loan to subsidiary	Viney Corp. Middle East Limited, U.A.E.	6.26	6.06	5.63
		Vimercati S.p.A, Italy	7.09	-	-
	Interest income on account of fair valuation of compound financial instrument as per IND AS 109	Viney Auto Ancillary Private Limited	189.63	-	-
	Expenses paid	Viney Corp. Middle East Limited, U.A.E.	0.64	0.80	1.11
		Viney Auto Ancillary Private Limited	19.83	-	-
	Loan given	Viney Auto Ancillary Private Limited	2,323.50	-	-
		Vimercati S.p.A, Italy	224.76	44.74	-
	Sale of investment	Viney Auto Ancillary Private Limited	3,009.00	-	-
	Investment in equity share capital	Viney Auto Ancillary Private Limited	754.80	0.20	-
	Sale of property, plant and equipment	Viney Corp. East Europe S.r.L.	-	6.14	-
Vimercati S.p.A Italy	Purchase of raw materials and components	Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	489.35	313.61	513.09
		Viney Corp. East Europe S.r.L., Romania	95.81	60.94	174.99
		Progind S.r.L	141.71	123.08	-
		Vimercati East Europe S.r.L.	2,469.28	2,114.67	2,081.12
	Sale of products	Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	81.52	83.81	84.38
		Viney Corp. East Europe S.r.L., Romania	48.54	52.61	28.04
		Progind S.r.L	5.74	4.43	-
		Vimercati East Europe S.r.L.	3,310.51	2,655.44	2,968.81
	Expenses paid	Vimercati Viney Do México S De Rl De Cv, Mexico	31.31	-	-
	Ineterest on loan taken	Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	7.09	-	-
	Loan given to subsidiary	Progind S.r.L	-	44.80	-
	Loan taken	Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	224.76	44.74	-
Viney Auto Ancillary Private Limited	Interest cost on account of fair valuation of compound financial instrument as per IND AS 109	Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	189.63	-	-
	Expenses paid by holding company on behalf of the company	Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	19.83	-	-
	Purchase of investment	Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	3,009.00	-	-
	Issue of share capital	Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	754.80	0.20	-
	Loan taken	Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	2,323.50	-	-
Viney Corp. Middle East Limited, U.A.E.	Interest on loan taken	Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	6.26	6.06	5.63
	Expenses paid by holding company on behalf of the company	Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	0.64	0.80	1.11

(All amounts in Rs. million unless otherwise stated)

Reporting entity	**Nature**	**Transacting party**	**For the year ended 31 March 2024**	**For the year ended 31 March 2023**	**For the year ended 31 March 2022**
Viney Corp. East Europe S.r.L.	Purchase of raw materials and components	Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	-	0.69	-
		Vimercati S.p.A, Italy	48.54	52.61	28.04
	Sale of products	Vimercati S.p.A, Italy	95.81	60.94	174.99
	Purchase of property, plant and equipment	Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	-	6.14	-
Reporting entity	**Nature**	**Transacting party**	**For the year ended 31 March 2024**	**For the year ended 31 March 2023**	**For the year ended 31 March 2022**
Vimercati East Europe S.r.L.	Purchase of raw materials and components	Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	0.36	-	-
		Vimercati S.p.A, Italy	3,310.51	2,655.44	2,968.81
		Progind S.r.L	108.72	103.38	-
	Sale of products	Vimercati S.p.A, Italy	2,469.28	2,114.67	2,081.12
		Progind S.r.L	5.98	2.36	-
Progind S.r.L	Purchase of raw materials and components	Vimercati S.p.A, Italy	5.74	4.43	-
		Vimercati East Europe S.r.L.	5.98	2.36	-
	Sale of products	Vimercati S.p.A, Italy	141.71	123.08	-
		Vimercati East Europe S.r.L.	108.72	103.38	-
	Loan from Holding company	Vimercati S.p.A Italy	-	44.80	
Vimercati Viney Do México S De Rl De Cv, Mexico	Expenses paid by holding company on behalf of the company	Vimercati S.p.A, Italy	31.31	-	-

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(All amounts in Rs. million unless otherwise stated)

B Balance outstanding as at the year end

Reporting entity	Nature	Transacting party	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	Trade receivables	Viney Corp. East Europe S.r.L.	8.44	8.38	-
		Vimercati S.p.A, Italy	705.26	464.36	361.31
	Trade payables	Vimercati S.p.A, Italy	37.75	18.08	75.43
	Non current investments	Viney Corp. Middle East Limited	0.87	0.90	0.90
		Viney Auto Ancillary Private Limited	1,521.24	0.20	-
		Vimercati S.p.A, Italy	-	563.70	563.70
	Interest receivable on loan given to subsidiary/step down subsidairy	Viney Corp. Middle East Limited, U.A.E.	14.83	8.50	36.15
		Vimercati S.p.A, Italy	7.09	-	-
	Loan to subsidiary	Viney Corp. Middle East Limited	89.94	88.58	81.88
		Viney Auto Ancillary Private Limited	1,489.16	-	-
		Vimercati S.p.A. Italy	270.70	44.80	-
	Recoverable as reimbursement of expense paid	Viney Corp. Middle East Limited, U.A.E.	4.24	3.60	2.80
		Viney Auto Ancillary Private Limited	19.83	-	-
Vimercati S.p.A Italy	Trade payables	Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	705.26	464.36	361.31
		Viney Corp. East Europe S.r.L., Romania	79.58	83.99	46.61
		Progind S.r.L	60.95	37.52	75.42
		Vimercati East Europe S.r.L.	446.50	536.41	586.09
	Trade receivables	Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	37.75	18.08	75.43
		Viney Corp. East Europe S.r.L., Romania	23.99	57.42	43.93
		Progind S.r.L	104.50	3.20	4.04
		Vimercati East Europe S.r.L.	755.56	710.78	586.09
	Interest payable on loan taken	Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	7.09	-	-
	Non current investment	Progind S.r.L	281.65	281.65	281.65
		Vimercati East Europe S.r.L.	82.31	82.31	82.31
		Vimercati Viney Do México S De Rl De Cv, Mexico	0.01	-	-
	Recoverable as reimbursement of expense paid	Vimercati Viney Do México S De Rl De Cv, Mexico	31.31	-	-
	Equity share capital	Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	-	563.70	563.70
		Viney Auto Ancillary Private Limited	563.70	-	-
	Loan to Subsidiary	Progind S.r.L	45.11	44.80	-
	Borrowing	Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	270.70	44.80	-
Viney Auto Ancillary Private Limited	Borrowing	Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	1,489.16	-	-
	Non current investment	Vimercati S.p.A Italy	563.70	-	-
	Equity share capital	Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	1,521.24	0.20	-
	Payable as reimbursement of expense paid	Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	19.83	-	-
Viney Corp. Middle East Limited, U.A.E.	Borrowing	Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	89.94	88.58	81.88
	Payable as reimbursement of expense paid	Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	4.24	3.60	2.80
	Interest payable on loan taken	Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	14.83	8.50	36.15
	Equity share capital	Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	0.87	0.90	0.90
	Non current investments	Viney Corp. East Europe S.r.L.	14.38	14.38	14.38
	Loan to subsidiary	Viney Corp. East Europe S.r.L.	34.23	35.72	65.43

(All amounts in Rs. million unless otherwise stated)

Reporting entity	Nature	Transacting party	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Viney Corp. East Europe S.r.L.	Trade payables	Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	8.44	8.38	-
		Vimercati S.p.A Italy	23.99	57.42	43.93
	Trade receivables	Vimercati S.p.A Italy	79.58	83.99	46.61
	Equity share capital	Viney Corp. Middle East Limited, U.A.E.	14.38	14.38	14.38
	Borrowings	Viney Corp. Middle East Limited, U.A.E.	34.23	35.72	65.43
Vimercati East Europe S.r.L.	Trade receivables	Vimercati S.p.A Italy	446.50	536.41	586.09
		Progind S.r.L	0.56	0.09	0.27
	Trade payables	Progind S.r.L	26.11	21.26	43.93
		Vimercati S.p.A Italy	755.56	710.78	586.09
	Equity share capital	Vimercati S.p.A Italy	82.31	82.31	82.31
Progind S.r.L	Trade receivables	Vimercati S.p.A Italy	60.95	37.52	75.42
		Vimercati East Europe S.r.L.	26.11	21.26	43.93
	Trade payables	Vimercati East Europe S.r.L.	0.56	0.09	0.27
		Vimercati S.p.A Italy	104.50	3.20	4.04
	Equity Share capital	Vimercati S.p.A Italy	281.65	281.65	281.65
	Loan from Holding company	Vimercati S.p.A Italy	45.11	44.80	-
Vimercati Viney Do México S De Rl De Cv, Mexico	Payable as reimbursement of expense paid	Vimercati S.p.A, Italy	31.31	-	-
	Equity share capital	Vimercati S.p.A, Italy	0.01	-	-

Based on the analysis carried out by independent consultant, the Group is of the view that the transactions are carried out on arm's length basis.
*gratuity and compensated absences are not disclosed as these are determined for the Group as a whole.
Note: All transactions to/from related parties are made on terms equivalent to those that prevail in arm’s length transactions. Outstanding balances at the year-end are unsecured and settlement occurs in cash. For the year ended 31 March 2024, the group has not recorded any impairment of receivables relating to amounts owed by related parties (31 March 2023: Nil, 31 March 22: Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

(All amounts in Rs. million unless otherwise stated)

38. Operating Segments

Basis for segmentation
An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components, and for which discrete financial information is available.
The Group's activities/business are reviewed regularly by the Group's Board to assess the performance of the group and to make decisions accordingly.
The Group is engaged in the business of manufacturing of automotive components which constitutes a single business segment, accordingly, disclosure requirement of Ind AS 108, "Operating Segments" are not required to be given.

Major customer
Revenue from two customers constitute ~ 47% of the Group's total revenue (31 March 2023: ~ 45%, 31 March 2023: ~ 45%)

Segment Reporting -Geographical segment
The analysis of geographical segment is based on geographical location of the Group:

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Revenue			
India	2,842.36	2,754.00	2,534.50
Outside India	9,615.50	8,446.64	7,819.24
Total	**12,457.86**	**11,200.64**	**10,353.74**

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Non current assets*			
India	2,106.44	2,093.61	1,737.50
Outside India	3,752.38	3,422.93	3,333.67
Total	**5,858.82**	**5,516.54**	**5,071.17**

* Non current assets does not include investments accounted for using equity method, financial assets and tax assets.

39. The Group has established a comprehensive system of maintaining information and documents as required by the transfer pricing legislation under sections 92-92F of the Income-tax Act, 1961. The law requires existence of such information and documentation to be contemporaneous in nature. Therefore, the Group is in the process of updating the documentation for the international/domestic transactions entered into with the associated enterprises during the financial year and expects such records to be in existence latest by the due date as required by law. The management is of the opinion that its international transactions are at arm's length so that the aforesaid legislation will not have any impact on the financial statements, particularly on the amount of tax expense and that of provision for taxation.

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40. (i) The group's principal subsidiaries at 31 March 2024 are set out below. Unless otherwise stated, they have share capital consisting solely of ordinary shares that are held directly by the group, and the proportion of ownership interests held equals the voting rights held by the group. The country of incorporation or registration is also their principal place of business.

Name of entity	Country of Incorporation	Ownership interest held by group			Reporting date used in consolidation	Principal activities
		As at 31 March 2024	As at 31 March 2023	As at 31 March 2022		
Subsidiaries						
Vimercati SPA, Italy	Italy	-	100.00%	100.00%	31 March 2024	Manufacture of automotive equipments
Viney Corp. Middle East Limited	United Arab Emirates	100.00%	100.00%	100.00%	31 March 2024	Trading business
Viney Auto Ancillary Pvt. Ltd. (w.e.f 4 January 2023)	India	100.00%	100.00%	0.00%	31 March 2024	Trading business
Downstream subsidiaries						
Vimercati SPA, Italy*	Italy	100.00%	-	-	31 March 2024	Manufacture of automotive equipments
VIMERCATI VINEY DO MÉXICO S DE RL DE CV	Mexico	100.00%	-	-	31 March 2024	Manufacture of automotive equipments
Viney Corp East Europe S.r.L.	Romania	100.00%	100.00%	100.00%	31 March 2024	Manufacture of automotive equipments
Vimercati East Europe S.r.L.	Romania	100.00%	100.00%	100.00%	31 March 2024	Manufacture of automotive equipments
Progind S.r.L	Italy	100.00%	100.00%	100.00%	31 March 2024	Manufacture of automotive equipments

*The holding company sold its 100% equity holding of Vimercati S.p.A. Italy to Viney Auto Ancillary Private Limited under the Securities Purchases Agreement dated 2 June 2023. After this transaction, the Vimercati S.p.A. Italy has become step-down subsidiery of the Holding Company.

(ii) Additional information pursuant to paragraph 2 of Division II of Schedule III to the Companies Act 2013- 'General instructions for the preparation of consolidated financial statements' of Division II of Schedule III

For the year ended 31 March 2024

Name of entity	Net assets (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 in millions	As % of consolidated profit or loss	Amount in millions	As % of consolidated other comprehensive income	Amount in millions	As % of total comprehensive income	Amount in millions
Holding Company								
Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	113.74%	5,815.50	165.38%	461.27	1.82%	3.26	101.5%	464.53
Subsidiary Companies								
Viney Corp. Middle East Limited	-1.18%	(60.46)	-3.13%	(8.72)	-0.66%	(1.18)	-2.2%	(9.90)
Viney Auto Ancillary Pvt. Ltd. (w.e.f 4 January 2023)	25.78%	1,317.96	-72.88%	(203.28)	0.00%	-	-44.4%	(203.28)
Step down subsidiaries								
Viney Corp East Europe S.r.L.	3.78%	193.47	18.69%	52.14	-1.14%	(2.04)	10.9%	50.10
Vimercati S.P.A. (consolidated) #	51.87%	2,652.28	6.18%	17.25	36.26%	64.88	17.9%	82.13
Associate (investment as per equity method)								
Uravi T and Wedge Lamps Ltd.^		-	1.85%	5.17	0.00%	-	1.1%	5.17
Inter Company eliminations/adjustments	-93.99%	(4,805.63)	-16.10%	(44.91)	63.72%	114.01	15.1%	69.10
Total	**100.00%**	**5,113.12**	**100.00%**	**278.92**	**100.01%**	**178.93**	**100.00%**	**457.85**

includes Vimercati East Europe S.r.L (step down subsidiary) and Progind S.r.L (step down subsidiary)

Viney Corporation Limited (formerly known as Viney Corporation Private Limited)
CIN: U74899DL1992PLC047911
Notes to Restated Consolidated Financial Information
(All amounts in Rs. million unless otherwise stated)

For the year ended 31 March 2023

Name of entity	Net assets (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 in millions	As % of consolidated profit or loss	Amount in millions	As % of consolidated other comprehensive income	Amount in millions	As % of total comprehensive income	Amount in millions
Holding Company								
Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	63.25%	3,011.41	121.16%	(454.29)	77.97%	688.47	46.10%	234.18
Subsidiary Companies								
Vimercati S.P.A. (consolidated) #	53.05%	2,525.63	-59.69%	223.81	0.00%	-	44.06%	223.81
Viney Corp. Middle East Limited	-1.06%	(50.56)	1.31%	(4.91)	-0.52%	(4.60)	-1.87%	(9.51)
Viney Auto Ancillary Pvt. Ltd. (w.e.f 4 January 2023)	0.00%	0.15	0.00%	-	0.00%	-	0.00%	-
Step down subsidiaries								
Viney Corp East Europe S.r.L.	2.90%	138.21	-10.67%	40.01	0.66%	5.82	9.02%	45.83
Associate (investment as per equity method)								
Uravi T and Wedge Lamps Ltd.^	0.00%	-	-0.53%	2.00	0.00%	-	0.39%	2.00
Inter Company eliminations/adjustments	-18.14%	(863.80)	48.43%	(181.57)	21.89%	193.26	2.30%	11.69
Total	**100.00%**	**4,761.04**	**100.00%**	**(374.95)**	**100.00%**	**882.95**	**100.00%**	**508.00**

includes Vimercati East Europe S.r.L (step down subsidiary) and Progind S.r.L (step down subsidiary)

For the year ended 31 March 2022

Name of entity	Net assets (total assets minus total		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount in million	As % of consolidated profit or loss	Amount in million	As % of consolidated other comprehensive income	Amount in million	As % of total comprehensive income	Amount in million
Holding Company								
Viney Corporation Limited (formerly known as Viney Corporation Private Limited)	67.22%	3,025.80	174.39%	587.73	-4.32%	1.30	194.80%	589.03
Subsidiary Companies								
Vimercati S.P.A. (consolidated) #	50.73%	2,283.40	-12.40%	(41.80)	0.00%	-	-25.80%	(41.80)
Viney Corp. Middle East Limited	-0.91%	(41.00)	-2.88%	(9.70)	1.66%	(0.50)	-3.30%	(10.20)
Viney Auto Exports Pvt Ltd *							0.00%	-
Step down subsidiaries								
Viney Corp East Europe S.r.L.	2.05%	92.40	12.02%	40.50	-3.97%	1.20	13.60%	41.70
Nuova Viney S.r.L^		-	0.00%	-	0.00%	-	0.00%	-
Associate (investment as per equity method)	0.00%	-	0.53%	1.80	0.00%	-	0.59%	1.80
Uravi T and Wedge Lamps Ltd.^								
Inter Company eliminations/adjustments	-19.08%	(859.08)	-71.66%	(241.51)	106.61%	(32.19)	79.20%	(273.70)
Total	**100.00%**	**4,501.52**	**100.00%**	**337.02**	**100.00%**	**(30.19)**	**100.00%**	**306.83**

includes Vimercati East Europe S.r.L (step down subsidiary) and Progind S.r.L (step down subsidiary)

^The Group has made investment in Uravi T Wedges and Lamps Limited to do business automobile parts, having its principal place of business in India. The Group contributed during the financial year ended March 31, 2024: Nil (March 31, 2023: Nil, March 31, 2022: Nil) to maintain its 24.94% stake in the associate company. Investment in associate company is accounted for using the equity method in accordance with Ind AS 28 Investments in Associates and Joint Ventures in the consolidated financial statements. The investment in associate is not significant for the group.

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41 Business combinations

(i) Acquisition of Progind S.r.L

a. Summary of acquisition

During the previous year ended 31 March 2022, one of the group subsidiary i.e. Vimercati S.p.A has entered into an asset purchase agreement dated 31 July 2021, to acquire selected assets and liabilities of Progind S.r.L. Progind S.r.L is manufacturer of moulds for plastic material and sheet metal.

Details of the purchase consideration, the net assets acquired and goodwill are as follows:

Particulars	Amount in EURO	Amount in INR million
Cash paid	2,800,000	237.05
Purchase consideration (A)	**2,800,000**	**237.05**
The assets and liabilities recognised as a result of the acquisition are as follows:		
Property, plant and equipment	5,182,503	438.75
Intangible assets	10,156	0.86
Non current financial assets	104,400	8.84
Current assets	5,252,714	444.69
Borrowings	(4,639,892)	(392.81)
Trade payables	(2,244,253)	(190.00)
Other current liabilities	(748,588)	(63.38)
Deferred tax liabilities	(158,011)	(13.37)
Identifiable net assets acquired (B)	**2,759,029**	**233.58**
Goodwill (A-B)	**40,971**	**3.47**

Goodwill here represents residual asset value attributable to unidentified intangible assets acquired by acquirer. It will not be deductible for tax purposes.

b. Revenue and profit contribution

The acquired business contributed revenue of INR 538.40 million and incurred loss of INR 57.90 million to the group for the period 31 March 2022 from the date of acquisation.

If the acquisitions had occurred on 01 April 2021, pro-forma revenue and loss for the year ended 31 March 2022 would have been INR 867.51 million and INR 42.08 million respectively.

42 Statement of Restatement adjustments

Part A: Statement of Restatement Adjustments to Audited Consolidated Financial Statements

Reconciliation between total equity as per audited financial statements and restated consolidated financial information

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Total equity (as per audited financial statements)	5,113.12	4,761.04	4,501.52
Adjustments	-	-	-
Total equity as per restated consolidated statement of assets and liabilities	**5,113.12**	**4,761.04**	**4,501.52**

Reconciliation between profit/ (loss) for the period/ year after tax as per audited financial statements and restated profit after tax as per restated consolidated financial information

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Profit for the year after tax (as per audited financial statements)	278.92	(374.95)	337.02
Restatement adjustments	-	-	-
Restated (loss)/ profit after tax for the period/ year	**278.92**	**(374.95)**	**337.02**

Part B: Material regrouping

Appropriate regroupings have been made in the restated consolidated summary statements of assets and liabilities, restated consolidated statement of profit and loss and restated consolidated statements of cash flows, wherever required, by reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows, in order to bring them in line with the accounting policies and classification as per the consolidated financial statements for the period ended 31 March 2024 prepared in accordance with Schedule III of Companies Act, 2013, requirements of Ind AS 1 - 'Presentation of financial statements' and other applicable Ind AS principles and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018, as amended. However, the impact of such regroupings are not material to the restated consolidated financial information.

Part C: Audit observations for the respective years, which do not require any adjustments in the restated consolidated summary statement are as follows:

a) There are no audit qualification in auditor's report for the financial year ended 31 March 2024, 31 March 2023 and 31 March 2022.

b) Reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended):

As stated in Note 42 to the consolidated financial statements and based on our examination which included test checks and that performed by the auditor of the subsidiary of the Holding Company which is a company incorporated in India and audited under the Act, except for the instance mentioned below, the Holding Company and one subsidiary in respect of financial year commencing on 1 April 2023, have used an accounting software for maintaining their books of account which have a feature of recording audit trail (edit log) facility and the same have been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we and the auditor of the above referred subsidiary did not come across any instance of audit trail feature being tampered with, other than the consequential impact of the exception given below:

Nature of exception noted	Details of exception
Instances of accounting software for maintaining books of account for which the feature of recording audit trail (edit log) facility was not operated throughout the year for all relevant transactions recorded in the software	The audit trail feature for accounting software used for maintenance of accounting records of the Holding Company and one subsidiary was not enabled from 1 April 2023 to 26 May 2023.

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c) Emphasis of matter paragraphs included in the auditor's report for the year ended 31 March 2023 and 31 March 2022, which did not require any adjustment in the Restated Consolidated Financial Information are as follows:

<u>As at 31 March 2023</u>

<u>Emphasis of Matter</u>

"We draw attention to note 4 and 4A to the accompanying consolidated financial statements regarding the change in accounting policy of one of the asset class, freehold and leasehold "Land" classified under Property, Plant and Equipment from the 'Cost model' to 'Revaluation model', in accordance with the principles of Indian Accounting Standard 16: Property, Plant and Equipment ("Ind AS 16") with effect from 31 March 2023, leading to a revaluation surplus of Rs 889.5 million recognised through 'Other Comprehensive Income' during the year and accumulated as 'Revaluation reserve' under 'Other Equity' in accordance with Ind AS 16.
Our opinion is not modified in respect of the matter."

Note 4 to the consolidated financial statements

The method of measuring "Land" asset class under Property, Plant and Equipment has been changed from Cost model to Revaluation model based on provisions as specified under Ind AS – 16, Property, Plant and Equipment ('Ind AS 16') with effect from 31 March 2023. Accordingly, as per cost model, the carrying value of Land as at 31 March 2023 is Rs.122.22 millions which now stands revalued at Rs 965.94 million as on such date basis valuation performed by an independent valuation expert leading to a revaluation surplus Rs. 843.72 millions recognised through 'Other Comprehensive Income' and accumulated as 'Revaluation surplus' under 'Other Equity' in accordance with Ind AS 16.

Note 4A to the consolidated financial statements

The method of measuring "lease hold Land" asset class under Property, Plant and Equipment has been changed from Cost model to Revaluation model based on provisions as specified under Ind AS – 16, Property, Plant and Equipment ('Ind AS 16') with effect from 31 March 2023. Accordingly, as per cost model, the carrying value of Land as at 31 March 2023 is Rs.11.68 million which now stands revalued at Rs 57.46 million as on such date basis valuation performed by an independent valuation expert leading to a revaluation surplus Rs. 45.78 million recognised through 'Other Comprehensive Income' and accumulated as 'Revaluation surplus' under 'Other Equity' in accordance with Ind AS 16.

<u>As at 31 March 2022</u>

<u>Emphasis of Matter</u>

We draw attention to note 32 (b) to the accompanying consolidated financial statements which states that Goods and Service Tax (GST) authorities had carried out inspection of books in two manufacturing units of the Holding Company and seized various original documents and records of the Holding Company for the financial year 2020-2021. The Holding Company has not received any show cause notice in this respect from the relevant authorities till date.
Consequently, our audit procedures were based on management certified photocopies for such records relevant for our testing of opening balances as on 01 April 2021. Our opinion is not modified in respect of this matter.

Note 32(b) to the consolidated financial statements

During the previous year ended 31 March 2021, Goods and Service Tax (GST) Authorities carried out inspection of books pursuant to GST Act in two manufacturing units of the Company located at Kathua and seized various documents and records with respect to purchase and sales transactions maintained by the Company for the financial year 2020-2021. GST Authorities has provided the photocopies of these "document & records" and the same were authenticated by the management for the purpose of audit. The Company has not received any show cause notice or demand from the authorities till date and hence reasonable estimate of the amount of the liability, if any, cannot be made at present.

Part D: Other audit qualifications included in the annexure to the Auditors' reports issued under Companies (Auditor's Report) Order, 2020, on the financial statements for the year ended 31 March 2024, 31 March 2023 and audit 31 March 2022 which do not require any corrective adjustment in the Restated Consolidated Summary Statements are as follows:

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As at and for the year ended 31 March 2024

Viney Corporation Limited (formerly known as Viney Corporation Private Limited)

Clause (ii)(b) of Companies (Auditor's Report) Order, 2020

As disclosed in note 42(l) to the standalone financial statements, the Company has been sanctioned a working capital limit in excess of Rs. 50.00 million by banks based on the security of current assets. The quarterly statements, in respect of the working capital limits have been filed by the Company with such banks and such statements are in agreement with the books of account of the Company for the respective periods which were subject to audit/review, except for the following:

Name of the Bank / financial institution	Working capital limit sanctioned	Nature of current assets offered as	Quarter	Information disclosed as per	Information as per books of accounts	Difference	Reason, if any
(i) Axis Bank	Rs. 600.00 million each	Inventory	Mar-24	705.20	747.18	(41.98)	Refer note below
(ii) HDFC Bank	Rs. 300.00 million each	Trade Receivables		1,626.30	1,569.61	56.69	
(iii) IndusInd Bank		Trade Payables		325.00	382.81	(57.81)	

a)Inventories: Management has stated in the statement shared with bank that the closing inventory is subject to change on account physical verification and valuation resulting in deviation and the balances has been finalized at the time of audit completion.

b)Trade receivables: on account of adjustments related to provision for expected credit loss, doubtful debts , reconciliation of balances finalized and reversal of goods in transit at the time of audit

c)Trade payable: on account of reconciliation of balances finalized and reversal of goods in transit at the time of audit completion.

As at and for the year ended 31 March 2024

Viney Corporation Limited (formerly known as Viney Corporation Private Limited)

Clause (iii)(d) of Companies (Auditor's Report) Order, 2020

In the absence of stipulated schedule of repayment of principal and payment of interest in respect of loans or advances in the nature of loans, we are unable to comment as to whether there is any amount which is overdue for more than 90 days. Reasonable steps have/ have not been taken by the Company for recovery of such principal amounts and interest.

As at and for the year ended 31 March 2024

Viney Corporation Limited (formerly known as Viney Corporation Private Limited)

Clause (ix)(f) of Companies (Auditor's Report) Order, 2020

According to the information and explanations given to us, the Company has raised loans during the year on the pledge of securities held in its subsidiaries as per details below. Further the Company has not defaulted in repayment of such loans raised.

Nature of loan taken	Name of lender	Amount of loan (Rs.) million	Name of the subsidiary	Relation	Details of security pledged
Optionally convertible debentures	Vistra ITCL (India) Limited	200	Viney Auto Ancillary Private Limited	Subsidiary	99.99% of equity share capital

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As at and for the year ended 31 March 2023

Viney Corporation Limited (formerly known as Viney Corporation Private Limited)

Clause (ii)(b) of Companies (Auditor's Report) Order, 2020

The quarterly statements, in respect of the working capital limits filed by the Company with such banks and such statements are in agreement with the books of account of the Company for the respective periods which were subject to audit, except for the following:

Name of the Bank / financial institution	Working capital limit sanctioned	Nature of current assets offered as security	Quarter	Information disclosed as per return	Information as per books of accounts	Difference	Reason, if any
(i) Axis Bank (ii) HDFC Bank (iii) IndusInd Bank	Rs. 300.00 million each	Inventory	Mar-23	768.60	840.70	(72.10)	Refer note below
		Trade Receivables		1,498.90	1,313.10	185.80	
		Trade Payables		209.80	240.20	(30.40)	

a)Inventories: Management has stated in the statement shared with bank that the closing inventory is subject to change on account physical verification and valuation resulting in deviation and the balances has been finalized at the time of audit completion.

b)Trade receivables: on account of adjustments related to provision for expected credit loss, doubtful debts , reconciliation of balances finalized and reversal of goods in transit at the time of audit completion.

c)Trade payable: on account of reconciliation of balances finalized and reversal of goods in transit at the time of audit completion.

As at and for the year ended 31 March 2023

Viney Corporation Limited (formerly known as Viney Corporation Private Limited)

Clause (iii)(d) of Companies (Auditor's Report) Order, 2020

In the absence of stipulated schedule of repayment of principal and payment of interest in respect of loans or advances in the nature of loans, we are unable to comment as to whether there is any amount which is overdue for more than 90 days. Reasonable steps have/ have not been taken by the Company for recovery of such principal amounts and interest.

As at and for the year ended 31 March 2022

Viney Corporation Limited (formerly known as Viney Corporation Private Limited)

Clause (ii)(b) of Companies (Auditor's Report) Order, 2020

The quarterly statements, in respect of the working capital limits filed by the Company with such banks and such statements are in agreement with the books of account of the Company for the respective periods which were subject to audit, except for the following:

Name of the Bank / financial institution	Working capital limit sanctioned	Nature of current assets offered as security	Quarter	Information disclosed as per return	Information as per books of accounts	Difference	Reason, if any
(i) Axis Bank (ii) Standard chartered bank (iii) HDFC Bank	Rs. 300.00 million each	Inventory	Mar-22	820.40	963.00	(142.60)	Refer note below
		Trade Receivables		1,580.60	1,462.60	118.00	
		Trade Payables		379.40	382.60	(3.20)	
Indusind bank	Rs. 450.00 million each	Inventory	Mar-22	820.40	963.00	(142.60)	
		Trade Receivables		1,580.60	1,462.60	118.00	
		Trade Payables		379.40	382.60	(3.20)	

a)Inventories: Management has stated in the statement shared with bank that the closing inventory is subject to change on account physical verification and valuation resulting in deviation and the balances has been finalized at the time of audit completion.

b)Trade receivables: on account of adjustments related to provision for expected credit loss, doubtful debts , reconciliation of balances finalized and reversal of goods in transit at the time of audit completion.

c)Trade payable: on account of reconciliation of balances finalized and reversal of goods in transit at the time of audit completion.

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43 Other statutory information

(a) The Group do not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
(b) The Group do not have any transactions with companies struck off.
(c) The Group do not have any charges or satisfaction which is yet to be registered with Registrar of Companies beyond the statutory period.
(d) The Group have not traded or invested in Crypto currency or Virtual Currency during the financial year.
(e) The Group have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or
(ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

(f) The Group have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
(i) 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
(ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

(g) The Group have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961

(h) The Group is not declared wilful defaulter by any bank or financial institution or government or any government authority.
(i) The Group has not entered into any scheme of arrangement which has an accounting impact during the current year and previous year.
(j) The Group has complied with the number of layers prescribed under the Companies Act, 2013, read with the Companies (Restriction on number of layers) Rules, 2017.
(k) The Group has revalued its "Land" and "Leasehold land" under the head property, plant and equipment during the current or previous year. (Refer note no. 4 and 4A)
(l) All title deeds of Immovable Property are held in the name of the Holding Company excpet mentioned below:

Description of property	Gross Carrying value as on 31 March 2024 (pre-revaluation)	Gross Carrying value as on 31 March 2024 (post-revaluation)	Held in name of	Whether promoter, director or their relative or employee	Period held	Reason for not being held in name of company
Leasehold land: Rudrapur	4.87	6.41	Sane Electricals*	Not applicable	More than 15 year	Refer note a below
Leasehold land: Kathua II	5.65	3.44	H.H Industries	Not applicable**	More than 2 year	
Freehold land: Jodhpur	3.13	3.13	Viney Prakash Aggarwal	No***	More than 10 year	

* amalgamated with Holding Company
**It is registered in the name of the Holding Company subsequent to year ended 31 March 2024
*** erstwhile whole time director (uptill 24 November 2020).
Note a: the Holding Company's management is in the process of getting the registration in the name of the Holding Company

(m) Details of quarterly return and statement of current assets filed by the holding company with banks and reasons: (Rs in million)
Borrowings secured against current assets

Name of Bank	Working capital limit sanctioned	Nature of current assets offered as security	Quarter	Amount disclosed as per return	Amount as per books of accounts	Difference	Reason, if any
1. Axis Bank	Rs 600.00 million	Inventories	March 2024	705.20	706.63	(1.43)	Refer note below
2. HDFC Bank	Rs 300.00 million each	Trade receivables		1,626.30	1,599.59	26.71	
		Trade payables		325.00	374.95	(49.95)	

Notes: Following are the nature of reconciling items between amounts reported as per quarterly returns/statements and amounts as per books of accounts
a) Inventories: The closing inventory is subject to change on account of goods in transit and valuation resulting in deviation and balances has been finalized at
b) Trade receivables: on account of adjustments related to provision for expected credit loss, doubtful debts and reconciliation of balances finalized and reversal of
c) Trade payable: on account of reconciliation of balances finalized and adding/reversal of goods in transit at the time of audit completion.

44 The Ministry of Corporate Affairs (MCA) has prescribed a new requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 inserted by the Companies (Accounts) Amendment Rules, 2021 requiring companies incorporated in India, which uses accounting software for maintaining its books of account, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled.

The Holding Company and one subsidiary incorporated in India have used accounting software TallyPrime from 1 April 2023 to 26 May 2023 for maintenance of books of account. The audit trail (edit logs) for accounting records was not enabled from 1 April 2023 to 26 May 2023.

The Holding Company and one subsidiary migrated to TallyPrime Edit Log 2.1 effective 27 May 2023 in which the edit log feature is an intrinsic part of system design and cannot be disabled. Accordingly, the audit trail feature has been enabled and operated for the period commencing from 27 May 2023 to 31 March 2024.

45 a) Subsequent to year end the Holding Company has issued bonus shares through an extra-ordinary general meeting (EGM) dated 20 May 2024 in the ratio of 4:1.
After the issue of Bonus shares as aforesaid, the issued, subscribed and paid up equity share capital of the Company will be as below:-

Type of capital	Pre-bonus issue Issued, subscribed and paid up equity share capital			Post-bonus issue Issued, subscribed and paid up equity		
	No. of equity shares	Face value (Rs.)	Total Equity Share Capital (Rs. In million)	No. of equity shares	Face value (Rs.)	Total Equity Share Capital (Rs. In million)
Issued, subscribed and paid up equity share capital	18,400,500	10	184.01	92,002,500	10	920.03

b) The authorised share capital of company has been increased from Rs. 297.50 million to Rs. 950.00 million by creating additional 6,52,50000 equity shares of of Rs. 10 each in the board meeting dated 20 May 2024.
c) Subsequent to year ended 31 March 2024, pursuant to resolutions passed vide its board meeting and annual general meeting dated 12 July 2024 , members have approved the proposal for conversion of the status of the Holding Company from Private Company to Public Company.
d) Subsequent to year ended 31 March 2024, pursuant to resolution passed vide its board meeting dated 7 September 2024, 200 unlisted, unrated, secured, redeemable optionally-convertible debentures of a face value of Rs. 10,00,000/- each (Indian Rupees Ten Lakh only) aggregating to an amount of up to Rs. 200.00 million issued on a private placement basis (“Original OCDs”) on the terms and conditions as more particularly set out in the debenture trust deed dated 22 June 2023 (as amended by way of first amendment deed dated March 28, 2024) executed between inter alia the Company and Vistra ITCL (India) Limited, as the debenture trustee (“Debenture Trust Deed”) are converted into 200 unlisted, unrated, secured, redeemable non-convertible debentures of a face value of Rs. 10,00,000/- each (“NCDs”) on terms and conditions as set out in the second amendment deed to the Debenture Trust Deed (“Second Amendment Deed”) and other related transaction documents (“Transaction Documents”).
e) The Restated Consolidated Financial Information have been approved by the Board of Directors of the Holding Company at their meeting held on 07 September 2024 and has been specifically prepared for inclusion in the Draft Red Herring Prospectus ('DRHP') to be filed by the Holding Company with the Securities and Exchange Board of India (‘SEBI’), National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) (‘Stock Exchanges”) in connection with the proposed Initial Public Offer of equity shares (‘IPO’) of the Holding Company (referred to as the ‘Issue’)
There were no material subsequent events which are required to be disclosed other than above.

This is the summary of material accounting policies and other explanatory information referred to in our report of even date

For **Walker Chandiok & Co LLP**

Chartered Accountants
Firm Registration No.: 001076N/N500013

Tarun Gupta
Partner
Membership No.: 507892

Place : New Delhi
Date : 7 September 2024

For and on behalf of the Board of Directors of
Viney Corporation Limited
(formerly known as Viney Corporation Private Limited)

Brijesh Aggarwal
Managing Director
DIN: 00511293
Place : Manesar
Date : 7 September 2024

Akash Garg
Director
DIN: 10530706
Place : Hisar
Date : 7 September 2024

Sunil Gupta
Company Secretary
Membership No. 34697
Place : New Delhi
Date : 7 September 2024

D C Sharma
CFO

Place : Manesar
Date : 7 September 2024

OTHER FINANCIAL INFORMATION

In accordance with the SEBI ICDR Regulations, the audited standalone financial statements of our Company, Viney Auto Ancillary Private Limited, Vimercati S.p.A, Vimercati East Europe SRL, Viney Corp. East Europe SRL and Progind SRL as identified in accordance with the SEBI ICDR Regulations, for the years ended March 31, 2024, March 31, 2023 and March 31, 2022, respectively together with all the annexures, schedules and notes thereto ("**Audited Financial Statements**") are available on our website at https://vineycorp.com/investor-relations-platform. Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Audited Financial Statements do not constitute, (i) a part of this Draft Red Herring Prospectus; or (ii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, 2013, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere in the world. The Audited Financial Statements should not be considered as part of information that any investor should consider subscribing for or purchase any securities of our Company, its Subsidiaries or any entity in which it or its shareholders may have significant influence and should not be relied upon or used as a basis for any investment decision. Neither the Company, its Subsidiaries or any of its advisors, nor any of the Book Running Lead Managers or the Selling Shareholders, 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.

The details of accounting ratios derived from Restated Consolidated Financial Information and other non-GAAP information required to be disclosed under the SEBI ICDR Regulations are set forth below:

(in ₹ million other than share data)

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
Earnings per Equity Shares - Basic (in ₹)	3.03	(4.08)	3.66
Earnings per Equity Share – Diluted (in ₹)	3.03	(4.08)	3.66
Return on Net Worth (%)*	6.60%	(9.39)%	7.55%
Net Asset Value per Equity Share (in ₹)	229.64	216.98	242.63
Operational EBITDA	1,449.13	1,461.55	1,322.13

** Return on Net Worth means Profit/loss for the year divided by Net Worth.*

Certain non-GAAP financial measures, such as EBITDA and NAV per equity share, presented in this Draft Red Herring Prospectus are a supplemental measure of our performance and liquidity that are not required by, or presented in accordance with Ind AS. Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS and should not be considered in isolation or construed as an alternative to cash flows, profit/(loss) for the year/period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS. In addition, these Non-GAAP Measures are not a standardized term, hence a direct comparison of similarly titled Non-GAAP Measures between companies may not be possible. Other companies may calculate the Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. Although the Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that they are useful to an investor in evaluating us because they are widely used measures to evaluate a company's operating performance.

See ***"****Risk Factors – Significant differences exist between Ind AS and other accounting principles, such as Indian GAAP, U.S. GAAP and IFRS, which investors may be more familiar with and may consider material to their assessment of our financial condition.****"*** on page 59.

Reconciliation of restated profit for the year to EBITDA and EBITDA Margin for the year

(In ₹ million)

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
Profit/loss for the year	278.92	-374.95	337.02
Add: Tax Expense	170.40	224.47	136.40
Add: Finance Costs	461.07	209.46	321.56
Add: Depreciation and Amortization Expenses	753.71	712.24	739.88
Less: Other Income	214.97	141.40	495.44
EBITDA	1,449.13	629.82	1,039.43
Revenue from Operations	12,457.86	11,200.64	10,353.74
EBITDA Margin (%)	11.63%	5.62%	10.04%
Operational EBITDA	1,449.13	1,461.55	1,322.13
Operational EBITDA Margin (%)	11.63%	13.05%	12.77%

Reconciliation of net worth and return on net worth

(In ₹ million)

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
Equity Share Capital (I)	184.01	184.01	184.01
Other Equity (II)	4,929.11	4,577.03	4,317.51
Non-Controlling Interests (III)	-	-	-
Capital Redemption Reserve (IV)	37.00	37.00	37.00
Revaluation Reserve (V)	850.62	731.47	-
Net Worth (VI)**	4,225.50	3,992.57	4,464.52
Profit/(loss) for the year (VII)	278.92	-374.95	337.02
Return on net worth (VIII) = (VII/VI) (%)	6.60%	-9.39%	7.55%

* *Formula to calculate RoNW= Profit/(Loss) for the year/ Net Worth*

** *Formula to calculate net worth= Equity Share Capital + Other Equity- Revaluation Reserve-Capital Redemption Reserve*

Reconciliation of Net Asset Value (per Equity Share)

(In ₹ million, except share data)

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
Equity Share Capital (I)	184.01	184.01	184.01
Other Equity (II)	4,929.11	4,577.03	4,317.51
Capital Redemption Reserve (III)	37.00	37.00	37.00
Revaluation Reserve (IV)	850.66	731.51	-
Net Worth (V) = (I + II – III - IV)	4,225.50	3,992.57	4,464.52
Number of equity shares outstanding (V)	18,400,500	18,400,500	18,400,500
Net asset value per equity share (VI) = (IV / V)	229.64	216.98	242.63

Reconciliation of net debt - equity ratio

(In ₹ million)

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
Non-current borrowing (I)	2,275.40	1,725.50	2,560.19
Current Borrowing (II)	2,745.69	3,128.25	2,575.20
Total Borrowing (III) = (I + II)	5,021.09	4,853.75	5,135.39
Cash and Cash Equivalents (IV)	652.76	708.00	572.53
Net Debt (V) = (III - IV)	4368.33	4,145.75	4,562.86
Equity Share Capital (VI)	184.01	184.01	184.01
Other Equity (VII)	4,929.11	4,577.03	4,317.51
Non-Controlling Interests (VIII)	-	-	-
Total Equity (IX) = (VI + VII + VIII)	5,113.12	4,761.04	4,501.52
Net Debt - Equity Ratio (in times) (X) = (V / IX)	0.85	0.87	1.01

Summary of Related Party Transactions

For details of the related party transactions in accordance with Ind AS 24, see *"Restated Consolidated Financial Information – 37"* on page 333.

CAPITALISATION STATEMENT

The following table sets forth our Company's capitalization as at March 31, 2024, as derived from our Restated Consolidated Financial Information, and as adjusted for the Offer. This table should be read in conjunction with the sections titled "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", "*Financial Statements*" and "*Risk Factors*" beginning on pages 354, 264 and 31, respectively.

(in ₹ million, except ratios)

Particulars	Pre-Offer as at March 31, 2024	As adjusted for the proposed Offer*
Total Borrowings		
Current borrowings**	2,127.10	[●]
Non-current borrowings (including current maturity) **	2,893.99	[●]
Total Equity		
Equity share capital**	184.01	[●]
Other Equity**	4,929.11	[●]
Total Capital	5,113.12	[●]
Ratio: Non-current borrowings / Total Equity	0.57	[●]

* *Post-Offer capitalisation will be determined after finalization of the Offer Price.*

** *These terms shall carry the meaning as per Schedule III of the Companies Act, 2013 (as amended).*

FINANCIAL INDEBTEDNESS

Our Company and its Subsidiaries avail credit facilities in the ordinary course of business. For details regarding the borrowing powers of our Board, see "*Our Management - Borrowing Powers of our Board*" on page 247.

Set forth below is a brief summary of the aggregate borrowings by our Company and its Subsidiaries as of July 31, 2024 on a consolidated basis:

Category of Borrowing	Sanctioned Amount as on July 31, 2024 (in ₹ million)	Outstanding amount as on July 31, 2024
Secured		
Fund Based		
Term Loans	3,997.41	2,713.91
Non-Convertible Debentures#	700.00	700.00
Working Capital Loans	3,366.29	2,314.90
Non Fund Based	-	-
Bank Guarantee	0.84	0.84
LC	37.20	37.20
Total	**8,101.74**	**5,766.85**

**As certified by P D M and Company, Chartered Accountants, pursuant to their certificate dated September 30, 2024.*

 # Pursuant to the second amendment deed entered between our Company, VL-Auto Ancillary Private Limited, Viney Auto Ancillary Private Limited, Brijesh Aggarwal and Vistra ICTL (India) Limited dated September 9, 2024, the nature of ₹ 200 million optionally convertible debentures was retrospectively converted to unrated, unlisted, secured, redeemable non-convertible debentures.

Principal terms of the facilities sanctioned to our Company:

1. ***Interest:*** The interest rate for the working capital facilities and term loans availed by our Company ranges from 4.50% to 9.50% per annum. For further details in connection with coupon rate on outstanding non-convertible debentures issued by our Company, please refer "*History and Other Corporate Matters*" as page 232.

2. ***Tenor:*** The tenor of the facilities typically varies from 180 days to 7.50 years approximately.

3. ***Security:*** Our facilities are typically secured by the creation of a charge over certain of our immovable properties, our fixed assets, our current assets, and personal guarantees in favour of our lenders.

4. ***Pre-payment:*** Certain facilities allow for pre-payment of the outstanding amount by serving prior notice or seeking prior consent from the lender. Pre-payment may be subject to pre-payment penalties as may be prescribed.

5. ***Penal Interest:*** The terms of certain facilities availed by our Company prescribe penalties for default in the repayment obligations of the Company, delay in creation of the stipulated security or in case of events of default. The penalty typically ranges from 1.50 % to 2 % per annum.

6. ***Re-payment:*** Our Company may repay all amounts of the facilities on the due dates for payment. Certain of our loans are repayable on demand.

   a) ***Events of Default:*** Borrowing arrangements entered into by our Company contain standard events of default, including, *inter alia*: material adverse change in the ownership/ control or management of our Company without prior approval of the lender;

   b) failure to pay outstanding principal and interest amounts on due dates;

   c) winding up, insolvency/ bankruptcy or dissolution;

   d) commencement of or existence of any legal proceedings/ investigations that may have a material adverse change/ effect;

   e) failure to procure or maintain insurance on our assets;

   f) cessation or change in business; and

   This is an indicative list and there may be additional terms that may amount to an event of default under the borrowing arrangements entered into by our Company.

7. ***Consequences of occurrence of events of default:*** In terms of our borrowing arrangements, the following, *inter alia*, are the consequences of occurrence of events of default, whereby the lenders may:

a) convert the outstanding amount into fully paid-up Equity Shares of our Company, in their sole and absolute discretion;

This is an indicative list and there may be additional terms that may require the consent of the relevant lender, the breach of which may amount to an event of default under various borrowing arrangements entered into by our Company, and the same may lead to consequences other than those stated above.

8. ***Restrictive Covenants:*** The facilities sanctioned to our Company contain certain restrictive covenants, which require prior written consent of the lender or prior intimation to be made to the lender, including:

a) adverse changes in capital structure;

b) undertaking any new project, scheme of expansion or diversification or capital expenditure;

c) change in our constitution, structure, constitutional documents, members, composition of our Board, management control and legal and/or beneficial ownership; and

d) change in the shareholding pattern;

e) Declare divisdens for any year except our of the profits relating to that year; and

f) approaching the capital market for mobilizing additional resources;

This is an indicative list and there may be such other additional terms under the borrowing arrangements entered into by our Company. We are also required to keep our lenders informed of any event likely to have a substantial effect on our business.

For the purposes of the Offer, our Company has obtained the necessary consents from our lenders as required under the relevant borrowing arrangements for undertaking activities relating to the Offer, such as, *inter alia*, effecting changes to our capital structure, change in our shareholding pattern, amendments to our constitutional documents and change in the composition of our Board. For further details, see "*Risk Factors – Inability to meet our obligations, including financial and other covenants under our debt financing arrangements could adversely affect our business and results of operations.* " on page 55.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of our financial condition and results of operations should be read in conjunction with our Restated Consolidated Financial Information on page 264.

Our Company's financial year commences on April 1 and ends on March 31 of the immediately subsequent year, and references to a particular fiscal year are to the 12 months ended March 31 of that particular year. Unless otherwise indicated or the context otherwise requires, the financial information for Fiscals 2024, 2023 and 2022, included herein is based on or derived from our Restated Consolidated Financial Information included in this Draft Red Herring Prospectus. For details, please see "Restated Consolidated Financial Information" beginning on page 264. The Restated Consolidated Financial Information is based on our audited financial statements and is restated in accordance with the Companies Act, 2013, and the SEBI ICDR Regulations. For details, please see "Restated Consolidated Financial Information" beginning on page 264. The Restated Consolidated Financial Information is based on our audited financial statements and is restated in accordance with the Companies Act, 2013, and the SEBI ICDR Regulations. Our audited financial statements are prepared in accordance with Indian Accounting Standards, which differs in certain material respects with IFRS and U.S. GAAP. For details, see "Risk Factors – We have included certain non-GAAP financial measures and other statistical information related to our operations in this Draft Red Herring Prospectus. Such non-GAAP measures and statistical information may vary from any standard methodology that is applicable across the financial services industry and may not be comparable with financial or statistical information of similar nomenclature computed and presented by other companies." on page 59.

*Unless otherwise indicated, industry and market data used in this section has been derived from the report titled "Industry Assessment – Device harness, Main harness, Terminals, Connectors and Switches" dated September, 2024 (the "**CRISIL Report**"), prepared and issued by CRISIL Limited* ("***CRISIL***"), *which was exclusively commissioned and paid for by our Company for the Offer, and was prepared and released by CRISIL, who were appointed by us pursuant to engagement letter dated April 12, 2024. CRISIL is not, and has not in the past, been engaged or interested in the formation, or promotion, or management, of our Company. Further, it is an independent agency and neither our Company, nor our Directors, Promoters, Key Managerial Personnel, Senior Management, and Subsidiaries, nor the BRLMs are a related party to CRISIL as per the definition of "related party" under the Companies Act, 2013. The data included herein includes excerpts from the CRISIL Report which may have been re-ordered by us for the purposes of presentation. Further, the CRISIL Report was prepared on the basis of information as of specific dates and opinions in the CRISIL Report may be based on estimates, projections, forecasts and assumptions that may be as of such dates. CRISIL has prepared this study in an independent and objective manner, and it has taken all reasonable care to ensure its accuracy and completeness. A copy of the CRISIL Report will be available on the website of our Company at https://www.vineycorp.com/investor-relations-platform. Further, the CRISIL Report is not a recommendation to invest or disinvest in any company covered in the CRISIL Report. Prospective investors are advised not to unduly rely on the CRISIL Report. For more information and risks in relation to commissioned reports, please see "Risk Factors - This Draft Red Herring Prospectus contains information from an industry report prepared by CRISIL which we have commissioned and paid for." on page 50. Also see, "Certain Conventions, Presentation of Financial, Industry and Market Data – Industry and Market Data" on page 27.*

For details relating to the defined terms in the section, please see "Definitions and Abbreviations" beginning on page 1.. Unless the context otherwise requires, in this section, references to "our Company" or "the Company" refers to Viney Corporation Limited on a standalone basis, and references to "we", "us", "our" refers to Viney Corporation Limited and its Subsidiaries on a consolidated basis.

BUSINESS OVERVIEW

For details in relation to our business overview, competitive strengths, business strategies and business operations, please see "*Our Business*" beginning on page 208.

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATION

The results of our operations and our financial conditions are affected by numerous factors and uncertainties, many of which may be beyond our control, including as discussed in "*Our Business*" and "*Risk Factors",* beginning on pages 208 and 31. Please see below a discussion of certain factors that we believe may be expected to have a significant effect on our financial condition and results of operations:

Relationships with customers and dependence on top customers

We have fostered strong and long-term relationships with our customers over the years. Our ability to grow our business requires us to (i) retain and foster our relationships with existing customers; and (ii) expand our customer base. We are a Tier-1 supplier for OEMs of both Mechatronic Products and Connective Products, and a Tier-2 supplier and Tier-3 supplier for OEMs of Connective Products. Our products are designed in India and Italy, manufactured in India, Italy, and Romania, and are supplied and distributed across India, Europe, USA and Brazil. Our business operations are highly dependent on our top customers, which exposes us to a high risk of customer concentration. Our top 10 customers contribute substantially to our revenue. Details of revenue from our top customer, top five customers and top 10 customers for Fiscals 2024, 2023 and 2022, including as a percentage our revenue from operations are provided below:

Particulars	Revenue for Fiscal 2024 (*in ₹ million*)	As a percentage of Revenue from Operations *(in %)*	Revenue for Fiscal 2023 (*in ₹ million*)	As a percentage of Revenue from Operations *(in %)*	Revenue for Fiscal 2022 (*in ₹ million*)	As a percentage of Revenue from Operations *(in %)*
Top customer	3,714.77	29.95%	3,102.66	27.75%	2,918.86	28.33%
Top five customers	7,415.57	59.79%	6,895.50	61.73%	6,737.90	65.39%
Top 10 customers	8,643.34	69.68%	8,032.61	71.90%	7,721.78	74.94%

Note: Names of customers have not been included in the above table because consents for disclosure of certain customer names were not available or in order to preserve confidentiality.

The loss of any of our top customers for any reason (including, due to loss of contracts or failure to negotiate acceptable terms in contract renewals, loss of market share of these customers, lack of commercial success of a product whose key parts we manufacture, disputes with customers, decline in business of such customers, adverse change in the financial condition of such customers, possible bankruptcy or liquidation or other financial hardship, merger or decline in their sales, reduced or delayed customer requirements, facility shutdowns, labour strikes, geopolitical reasons or other work stoppages affecting production by such customers) or if such customers decide to choose our competitors over us, may lead to a corresponding decrease in demand for our products, thereby affecting our volume and timing of sales to our customers, which could have a material adverse impact on our business, results of operations, financial conditions and cash flows. Our customers may also demand price reductions, change their outsourcing strategy by moving more work in-house, cease purchasing our products, or replace their existing systems and components with alternative systems and components which we do not supply.

If our key customers do not successfully enter into new high-growth segments, we may be prevented from capitalising on new growth opportunities. While we have not experienced any instances of loss of top ten customers as well as our top customer in the last three Fiscals, there can be no assurance that we will be able to maintain our existing volume of business with these key customers or that we will be able to offset any reduction or variation of prices, or volumes with reductions in our costs or by obtaining new customers. We cannot assure you that we will be able to maintain historic levels of business from our key customers, or that we will be able to significantly reduce customer concentration in the future, all of which could have an impact on our business prospects and financial performance.

Significant portion of our revenue from our customers situated outside India

Our Company generates a significant portion of our revenue from our customers situated outside India. Details of our revenue from customers within India and outside India for Fiscals 2024, 2023 and 2022, including as a percentage of revenue from operations is provided below:

Customers	Revenue for Fiscal 2024 (*in ₹ million*)	As a percentage of Revenue from Operations *(in %)*	Revenue for Fiscal 2023 (*in ₹ million*)	As a percentage of Revenue from Operations *(in %)*	Revenue for Fiscal 2022 (*in ₹ million*)	As a percentage of Revenue from Operations *(in %)*
India	2,842.36	22.82%	2,754.00	24.59%	2,534.50	24.48%
Outside India	9,615.50	77.18%	8,446.64	75.41%	7,819.24	75.52%
Total	**12,457.86**	**100.00%**	**11,200.64**	**100.00%**	**10,353.74**	**100.00%**

The performance and financial stability of our customers situated outside India are influenced by various factors, including economic conditions, political instability, currency fluctuations, regulatory changes, and differing business practices in their respective countries. Any adverse developments in these factors could lead to a decrease in performance of our customers situated outside India, leading to a consequent decrease in demand for our products and services, delayed payments, default on payments by these customers, or potential loss of these customers. While we have not experienced any significant fluctuations in the past or potential loss of customers situated outside India in the last three Fiscals, there can be no assurance that we will continue to be unaffected by factors affecting the performance of our customers situated outside India. Further, geopolitical tensions and trade restrictions could impact our ability to conduct business with certain customers situated outside India. Tariffs, import and export controls, and other trade barriers could increase our costs and limit our access to key markets. Further, our operations outside India are subject to risks that are specific to each country and region in which we operate as well as risks associated with operations outside India in general.

Any significant decline in the performance of our customers, a loss in demand of their products in the market, or adverse changes in the economic or political environment in which they operate, or our failure to manage risks associated with operations outside India generally, could potentially lead to (a) loss of customers situated outside India; and (b) fluctuations in the performance of our operations outside India, leading to a decrease in the volume of work that we undertake and as a result, could materially affect our business, financial condition, and results of operations. While we have not experienced any fluctuations in our performance of our operations outside in India or decrease in volume of work due to any significant decline in the performance of our customers of loss in demand of their products or any of the instances stated above in the last three Fiscals, we cannot assure you that such instances will not occur in future.

Raw material cost and availability

For Connective Products, we primarily use copper, brass, plastic, sheet metal parts, rubber components and PVC sleeves as raw materials. For Mechatronics Products, we primarily use active and passive electronic components, printed circuit boards, keypads, metal contacts and engineering plastic components for manufacturing of switches. Our business, financial condition, results of operations and prospects are significantly impacted by the prices of materials purchased by us. Fluctuating prices of raw materials like metals and plastic pose significant challenges to managing costs (*Source: CRISIL Report, included in the "Industry Overview" section on page 139*). A sudden spike in prices, such as the increase in metal prices, can erode profit margins and make it difficult to offer competitive pricing to customers (*Source: CRISIL Report, included in the "Industry Overview" section on page 139*). Our financial condition and results of operations are significantly impacted by the availability and costs of these materials.

Please see below details of the cost of materials consumed, including as a percentage of total expenses and revenue from operations for Fiscals 2024, 2023 and 2022:

Particulars	**Fiscal 2024**			**Fiscal 2023**			**Fiscal 2022**		
	Amount (*in ₹ million*)	**As a percentage of Total Expenses (*in %*)**	**As a percentage of Revenue from Operations (*in %*)**	**Amount (*in ₹ million*)**	**As a percentage of Total Expenses (*in %*)**	**As a percentage of Revenue from Operations (*in %*)**	**Amount (*in ₹ million*)**	**As a percentage of Total Expenses (*in %*)**	**As a percentage of Revenue from Operations (*in %*)**
Cost of materials consumed	6,306.29	51.57%	50.62%	5,778.52	54.19%	51.59%	5,321.13	52.71%	51.39%

Cost of material consumed by us, can be volatile due to a number of factors beyond our control, including global demand and supply, general economic and political conditions, transportation and labour costs, labour unrest, natural disasters, pandemic, competition, import duties, tariffs and currency exchange rates, and there are uncertainties inherent in estimating such variables, regardless of the methodologies and assumptions that we may use. This volatility in commodity prices can significantly affect cost of materials consumed. Further, volatility in fuel prices can also affect commodity prices worldwide which may significantly increase our costs. In the event there is an increase in prices of such materials, we may not be able to pass on all additional cost to our customers, which in turn may affect our profitability.

Industry demand and trends

Most of our Connective Products and Mechatronic Products are supplied for both ICE vehicles and EVs. Further, we are able to transition the products initially manufactured by us for the luxury vehicle market to cater to mass-market vehicles. Hence, we are a segment agnostic technology-driven company.

The mobility industry is experiencing significant increase in complexity of the products due to the transformative shift across the globe due to the increasing electrification of vehicles, significantly impacting Connective Products and Mechatronic Products such as wiring harness, terminals, connectors and switches (*Source: CRISIL Report, included in the "Industry Overview" section on page 139*). The rapid shift toward vehicle electrification and increasing connectivity demands have led to a surge in demand for advanced switches. (*Source: CRISIL Report, included in the "Industry Overview" section on page 139*). The shift to EVs will significantly increase the demand for terminals and connectors, driven by the need for more complex electrical systems and innovative products (*Source: CRISIL Report, included in the "Industry Overview" section on page 139*). The complexity of wiring will also rise, with more extensive and intricate wiring harnesses leading to an increased number of terminals (*Source: CRISIL Report, included in the "Industry Overview" section on page 139*). This shift is reshaping the competitive landscape, with a distinct advantage for players who possess expertise in high technology (*Source: CRISIL Report, included in the "Industry Overview" section on page 139*).

MATERIAL ACCOUNTING POLICIES

Set forth below is a summary of our most significant accounting policies adopted in preparation of the Restated Consolidated Financial Information.

1 Basis of preparation

A. Statement of compliance

The Restated Consolidated Financial Information comprise the Restated Consolidated Statement of Assets and Liabilities as at 31 March 2024, 31 March 2023 and 31 March 2022, Restated Consolidated Statement of Profit and Loss (including other comprehensive income), Restated Consolidated Statement of Changes in Equity and Restated Consolidated Statement of Cash Flows for the years ended 31 March 2024, 31 March 2023 and 31 March 2022 and the Notes, comprising material accounting policy information and other explanatory information (hereinafter referred to as 'Restated Consolidated Financial Information').

The Restated Consolidated Financial Information have been approved by the Board of Directors of the Holding Company at their meeting held on 07 September 2024 and has been specifically prepared for inclusion in the Draft Red Herring Prospectus ('DRHP') to be filed by the Holding Company with the Securities and Exchange Board of India ('SEBI'), National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) ('Stock Exchanges") in connection with the proposed Initial Public Offer of equity shares ('IPO') of the Holding Company (referred to as the 'Issue'). The Restated Consolidated Financial Information has been prepared by the management of the Holding Company to comply in all material respects with the requirements of:

a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the 'Act') as amended from time to time;

b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended to date ('SEBI 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").

The Restated Consolidated Financial Information has been compiled by the management from Audited Consolidated Financial Statements of the Group and its associate as at and for the years 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 meeting held on 12 July 2024, 13 December 2023 and 27 October 2022 respectively.

The Restated Consolidated Financial Information have been prepared so as to contain information / disclosures and incorporating adjustments set out below in accordance with the SEBI ICDR Regulations:

a) Adjustments to the profits or losses of the earlier years and of the year in which the change in the accounting policy has taken place is recomputed to reflect what the profits or losses of those years would have been if a uniform accounting policy was followed in each of these years, if any;

b) Adjustments for reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the Consolidated Financial Statements of the Group and its associate as at and for the period ended 31 March 2024 and the requirements of the SEBI ICDR Regulations, if any; and

c) The resultant impact of tax due to the aforesaid adjustments, if any

The Restated Consolidated Financial Information have been prepared on accrual and going concern basis. The accounting policies have been consistently applied by the Holding Company in preparation of the Restated Consolidated Financial Information and are consistent with those adopted in the preparation of the Consolidated Financial Statements as at and for the year ended 31 March 2024.

The Group presents assets and liabilities in the Restated Consolidated Financial Information based on current/ non-current classification. An asset is treated as current if it satisfies any of the following conditions:

– expected to be realised in, or is intended for sale or consumption in the normal operating cycle;

– held primarily for the purpose of being traded;

– expected to be realised within twelve months after reporting date; or

– cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date

A liability is treated as current if it satisfies any of the following conditions:

– expected to be settled in the normal operating cycle ;

– held primarily for the purpose of being traded ;

– due to be settled within twelve months after reporting date; or

– there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other assets and liabilities are classified 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 for processing and its realistion in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

B. Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The Restated consolidated financial information are presented in Indian Rupee, which is Holding Company's functional and presentation currency. All amount have been rounded off to nearest million and two decimal thereof, except share data and per share data, unless otherwise stated.

C. Basis of measurement

The Restated Consolidated Financial Information has been prepared under the historical cost convention and amortised cost except for certain financial assets and liabilities which are measured at fair value which are given below. Fair value is the price 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.

Items	Measurement basis
(a) Net defined benefit (asset)/ liability	Present value of defined benefit obligations
(b) Certain financial assets and liabilities	Fair value
(c) Other financial assets and liabilities	Amortised cost
(d) Leasehold and freehold land	Revaluation model

D. Material accounting judgments, estimates and assumptions

The preparation of Restated consolidated financial information requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected.

In particular, the Group has identified the following areas where significant judgements, estimates and assumptions are required. Further information on each of these areas and how they impact the various accounting policies are described below and also in the relevant notes to the Restated consolidated financial information. Changes in estimates are accounted for prospectively.

i. Judgements

Judgements In the process of applying the Group's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the Restated consolidated financial information:

(a) Contingencies

Contingent liabilities may arise from the ordinary course of business in relation to claims against the Group, including legal, contractor, land access and other claims. By their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgments and the use of estimates regarding the outcome of future events.

ii. Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

The Group bases its assumptions and estimates on parameters available when the Restated consolidated financial information was prepared. Existing circumstances and assumptions about future developments, however, may change due to market change or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

(a) Useful lives and recoverable amount of property, plant and equipment and intangible assets

The estimated useful lives and recoverable amounts of property, plant and equipment and intangible assets are based on estimates and assumptions regarding the expected market outlook, expected future cash flows, growth rates, obsolescence, demand, competition, and known technological advances. The charge in respect of periodic depreciation is derived based on an estimate of an asset's expected useful life and the expected residual value at the end of its life. The Group reviews the useful lives and recoverable amounts of property, plant and equipment and intangible assets at the end of each reporting period.

(b) Impairment testing

Property, plant and equipment and intangible assets except Goodwill that are subject to depreciation/ amortisation are tested for impairment periodically including when events occur or changes in circumstances indicate that the recoverable amount of the cash generating unit is less than its carrying value. Goodwill is subject to impairment testing only. The recoverable amount of cash generating units is higher of value-in-use and fair value less cost to sell. The calculation involves use of significant estimates and assumptions which includes turnover and earnings multiples, growth rates and net margins used to calculate projected future cash flows, risk-adjusted discount rate, future economic, fair value and market conditions.

(c) Income taxes

Recognition of deferred tax assets/ liabilities involves making judgements and estimations about the availability of future taxable profit against which tax losses carried forward can be used. A deferred tax asset is recognised for unused tax losses, deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilised.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Provision for tax liabilities require judgements on the interpretation of tax legislation, developments in case laws and the potential outcomes of appeals which may be subject to significant uncertainty. Therefore, the actual results may vary from expectations resulting in adjustments to provisions, the valuation of deferred tax assets, cash tax settlements and therefore the tax charge in the Restated Consolidated Statement of Profit and Loss.

(d) Litigations

From time to time, the Group is subject to legal proceedings the ultimate outcome of each being always subject to many uncertainties inherent in litigation. A provision for litigation is made when it is considered probable that a payment will be made and the amount of the loss can be reasonably estimated. Significant judgement is made when evaluating, among other factors, the probability of unfavourable outcome and the ability to make a reasonable estimate of the amount of potential loss.

Litigation provisions are reviewed at each accounting period and revisions made for the changes in facts and circumstances.

(e) Employee benefit obligations

Employee benefit obligations are determined using actuarial valuations. An actuarial valuation involves making appropriate 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.

(f) Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the statement of assets and liabilities cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported assumptions about these factors which could affect the reported fair value of financial instruments.

E. Basis of consolidation

The Restated consolidated financial information comprise the financial statements of the Holding Company, its subsidiaries and its associate. 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.

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

(a) The contractual arrangement with the other vote holders of the investee;

(b) The rights arising from other contractual arrangements;

(c) The Group's voting rights and potential voting rights; and

(d) The size of the Group's Holding of voting rights relative to the size and dispersion of the Holdings of the other voting rights holders.

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 Restated consolidated financial information from the date the Group gains control until the date the Group ceases to control the subsidiary.

Restated consolidated financial information is prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group and its associate uses accounting policies other than those adopted in the Restated consolidated financial information for like transactions and events in similar circumstances, appropriate adjustments are made to that member's financial statements in preparing the Restated consolidated financial information to ensure conformity with the Group's accounting policies.

An associate is an entity over which the Group has significant influence, i.e., the power to participate in the financial and operating policy decisions of the investee but not control or joint control over those policies.

The following consolidation procedures are adopted:

Subsidiaries

a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the Restated consolidated financial information at the acquisition date;

b) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill; and

c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and property, plant and equipment, are eliminated in full). Ind AS 12 'Income Taxes' applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Associate

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The considerations made in determining whether significant influence or joint control are similar to those necessary to determine control over the subsidiaries.

The Group's investments in its associate are accounted for using the equity method. Under the equity method, the investment in an associate is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the associate since the acquisition date.

The Restated Consolidated Statement of Profit and Loss reflects the Group's share of the results of operations of the associate. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognised directly in the equity of the associate, the Group recognises its share of any changes, when applicable, in the Restated Consolidated Statement of Changes in Equity. Unrealised gains and losses resulting from transactions between the Group and the associate are eliminated to the extent of the interest in the associate.

If an entity's share of losses of an associate or equals or exceeds its interest in the associate (which includes any long-term interest that, in substance, form part of the Group's net investment in the associate), the entity discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate. If the associate subsequently reports profits, the entity resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

The aggregate of the Group's share of profit or loss of an associate is shown on the face of the Restated Consolidated Statement of Profit and Loss.

The financial statements of the associate are prepared for the same reporting periods as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

The Restated consolidated financial information have been prepared in accordance with Ind AS 110 on "Consolidated financial statements". The Financial Statements of the entities used for the purpose of consolidation are drawn up to the same reporting date as that of the Holding Company's i.e. year ended 31 March 2024, 31 March 2023 and 31 March 2022 respectively.

Details of the consolidated subsidiary and shareholding pattern are as follows:

Name of subsidiary	Country of incorporation	Percentage of ownership		
		31 March 2024	31 March 2023	31 March 2022
Subsidiary				
Viney Corp. Middle East Limited	United Arab Emirates	100%	100%	100%
Viney Auto Ancillary Private Limited*	India	100%	100%	-

Name of subsidiary	Country of incorporation	Percentage of ownership		
		31 March 2024	31 March 2023	31 March 2022
Step down subsidiary				
Vimercati S.p.A., Italy^	Italy	100%	100%	100%
Vimercati East Europe S.r.L	Romania	100%	100%	100%
Progind S.r.L#	Italy	100%	100%	100%
Viney Corporation East Europe SRL	Romania	100%	100%	100%
VIMERCATI VINEY DO MÉXICO S DE RL DE CV**	Mexico	100%	-	-

* Incorporated w.e.f. 4 January 2023

** Incorporated w.e.f 2 June 2023

\# aquired on 31 July 2021

^ Holding Company sold its 100% equity holding of Vimercati S.p.A. Italy to Viney Auto Ancillary Private Limited under the Securities Purchases Agreement dated 2 June 2023. After this transaction, the Vimercati S.p.A. Italy has become step-down subsidiary of the Holding Company.

The Restated consolidated financial information are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented, the extent possible, in the same manner as the Holding Company's financial statements.

The financial statements of the foreign subsidiaries are translated into Indian Rupees as follows:

The assets and liabilities of foreign operations (subsidiaries, step down subsidiaries) including goodwill and fair value adjustments arising on acquisition, are translated into INR, the functional currency of the Group, at the exchange rates at the reporting date. The income and expenses of foreign operations are translated into INR at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

Contingent liabilities are translated at the closing rate.

The resulting net exchange difference is credited or debited to the foreign currency translation difference. Foreign currency translation differences are recognized in OCI and accumulated in equity (as exchange differences on translating the financial statements of a foreign operation).

Intra-group balances and transactions, and any unrealised income and expenses arising from intragroup transactions are eliminated. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

2 Material accounting policies

A. Foreign currency transactions

i. Initial recognition and settlement

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions are generally recognised in Restated Consolidated Statement of Profit and Loss as incurred .

ii. Measurement at the reporting date

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction.

The date of transaction which is required to determine the spot exchange rate for translation would be the earlier of:

- The date of initial recognition of the non – monetary prepayment asset or deferred income liability, and
- The date that the related item is recognised in the financial statements.

Exchange differences are recognised in Restated Consolidated Statement of Profit and Loss as incurred.

B. Fair value measurements

Fair value is the price 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.

The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

a. In the principal market for the asset or liability, or

b. In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group and its associate.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial results are categorized 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) market prices in active markets for identical assets or liabilities.

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the Restated consolidated financial information on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period or each case.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

C. Financial instruments

Financial instruments are recognised when the Group becomes a party to the contractual provisions of the instrument and are measured initially at fair value adjusted for transaction costs, except for those carried at fair value through profit or loss which are measured initially at fair value.

If the Group determines that the fair value at initial recognition differs from the transaction price, the Group accounts for that instrument at that date as follows:

- at the measurement basis mentioned above if that fair value is evidenced by a quoted price in an active market for an identical asset or liability (i.e. a Level 1 input) or based on a valuation technique that uses only data from observable markets. The Group recognises the difference between the fair value at initial recognition and the transaction price as a gain or loss.

- in all other cases, at the measurement basis mentioned above, adjusted to defer the difference between the fair value at initial recognition and the transaction price. After initial recognition, the Group recognises that deferred difference as a gain or loss only to the extent that it arises from a change in a factor (including time) that market participants would take into account when pricing the asset or liability.

Subsequent measurement of financial assets and financial liabilities is described below.

Non-derivative financial assets

Classification and subsequent measurement

For the purpose of subsequent measurement, financial assets are classified into the following categories upon initial recognition:

(i) **Financial assets at amortised cost** – a financial instrument is measured at amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest method.

(ii) **Financial assets at fair value**

Investments in equity instruments – All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at fair value through profit and loss ('FVTPL"). For all other equity instruments, the Group decides to classify the same either as at fair value through other comprehensive income ("FVOCI") or FVTPL. The Group makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to profit or loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity. Dividends on such investments are recognised in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the profit or loss.

De-recognition of financial assets

Financial assets (or where applicable, a part of financial asset or part of a Group of similar financial assets) are derecognised from the Restated Consolidated Statement of Assets and Liabilities when the contractual rights to receive the cash flows from the financial asset have expired, or when the financial asset and substantially all the risks and rewards are transferred. The Group also derecognises the financial asset if it has both transferred the financial asset and the transfer qualifies for derecognition.

Non-derivative financial liabilities

Initial recognition

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in Restated Consolidated Statement of Profit and Loss.

Subsequent measurement

After initial recognition, the financial liabilities are subsequently measured at amortised cost using the effective interest rate ("EIR") method.

Amortised cost is calculated by considering any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The effect of EIR amortization is included as finance costs in the Restated Consolidated Statement of Profit and Loss.

De-recognition of financial liabilities

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in Restated Consolidated Statement of Profit and Loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Restated Consolidated Statement of Assets and Liabilities if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Embedded derivatives

Derivatives embedded in a host contract that is an asset within the scope of Ind AS 109 are not separated. Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest. Derivatives embedded in all other host contract are separated only if the economic characteristics and risks of the embedded derivative are not closely related to the economic characteristics and risks of the host and are measured at fair value through profit or loss. Embedded derivatives closely related to the host contracts are not separated.

D. Property, plant and equipment

i. Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labour, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

Property, plant and equipment under construction are disclosed as capital work-in-progress. Cost of construction that relate directly to specific property, plant and equipment and that are attributable to construction activity in general are included in capital work-in-progress.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in Restated Consolidated Statement of Profit and Loss.

With effect from 31 March 2023 there is a change in accounting policy of one of the asset class, freehold and leasehold “Land” classified under Property, Plant and Equipment from the ‘Cost model’ to ‘Revaluation model’, in accordance with the principles of Indian Accounting Standard 16: Property, Plant and Equipment (“Ind AS 16”), basis the guidance provided in Ind AS 116, the change in accounting policy is to be accounted for as prospectively.

ii. Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

iii. Depreciation

Depreciation on items of property, plant and equipment is provided on the straight line method, based on the management's estimates of useful lives of the assets, which is equal to the useful life prescribed under Schedule II of the Companies Act, 2013 for Holding Company and Indian subsidiaries.

For Overseas entities

Particulars	Management estimate of useful life (Years)
Buildings	20-30
Plant and equipments	6-10
Furniture and fixtures	10

Freehold land is not depreciated.

De-recognition

An item of property, plant and equipment and any significant part initially recognised is de-recognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Restated Consolidated Statement of Profit and Loss when the asset is derecognised.

Depreciation on additions/ (disposals) is provided on a pro-rata basis i.e. from / (upto) the date on which asset is ready for use/ (disposed of).

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. Based on internal assessment and consequent advice, the management believes that its estimates of useful lives as given above best represent the period over which management expects to use these assets.

Losses arising from retirement or gains or losses arising from disposal of property, plant and equipment which are carried at cost are recognized in the Restated Consolidated Statement of Profit and Loss as incurred.

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 and the cost of assets not put to use before such date are disclosed under 'capital work-in-progress'.

E. Intangible assets

i. Recognition and initial measurement

Intangible assets (including patents) that are acquired are recognised only if it is probable that the expected future economic benefits that are attributable to the asset will flow to the Group and the cost of assets can be measured reliably. The intangible assets are recorded at cost of acquisition including incidental costs related to acquisition and installation and are carried at cost less accumulated amortisation and impairment losses, if any. Internally generated intangible assets, excluding capitalized development costs, are not capitalised and expenditure is recognised in the Restated consolidated statement of profit and loss when it is incurred.

ii. Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates.

iii. De-recognition

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Restated Consolidated Statement of Profit and Loss when the asset is derecognised.

iv. Development costs

Development expenditure is capitalised as an intangible asset only if the expenditure can be measured reliably, or process is technically and commercially feasible, future economic benefits are probable, and the Group intends to and has sufficient resources to complete development and to use or sell the asset. Otherwise, it is recognised in profit or loss as incurred. Subsequent to initial recognition, the asset is measured at cost less accumulated amortisation and any accumulated impairment losses.

v. Amortisation

Amortisation is calculated to write off the cost of intangible assets over their estimated useful lives using the straight-line method, and is included in amortisation expense in profit or loss. Goodwill is not amortised and is tested for impairment annually.

The estimated useful lives are as follows:

For Holding Company

–	Software	3 years

For Overseas entity

–	Development costs	3-5 years
–	Patents	5 years

Amortisation method, useful life and residual values are reviewed at the end of each financial year and adjusted if appropriate.

Losses arising from retirement and gains or losses arising from disposal of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Restated Consolidated Statement of Profit and Loss.

F. Impairment

i. Impairment of financial assets

All financial assets except for those at FVTPL are subject to review for impairment at least at each reporting date to identify whether there is any objective evidence that a financial asset or a Group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets.

In accordance with Ind-AS 109, the Group applies expected credit loss ("ECL") model for measurement and recognition of impairment loss for financial assets carried at amortised cost.

ECL is the weighted average of difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate, with the respective risks of default occurring as the weights. When estimating the cash flows, the Group is required to consider –

a. All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets.

b. Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

Trade receivables

The Group assesses impairment based on expected credit losses (ECL) model for measurement and recognition of impairment loss, the calculation of which is based on historical data, on the financial assets that are trade receivables or contract revenue receivables and all lease receivables.

The Group writes off trade receivables after it is established beyond doubt that the account is uncollectible. Financial assets that are written-off are still subject to enforcement activity by the Group.

Other financial assets

For recognition of impairment loss on other financial assets and risk exposure, the Group determines whether there has been a significant increase in the credit risk since initial recognition. If the credit risk has not increased significantly since initial recognition, the Group measures the loss allowance at an amount equal to twelve-month expected credit losses, else at an amount equal to the lifetime expected credit losses.

When making this assessment, the Group uses the change in the risk of a default occurring over the expected life of the financial asset. To make that assessment, the Group compares the risk of a default occurring on the financial asset as at the reporting date with the risk of a default occurring on the financial asset as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition. The Group assumes that the credit risk on a financial asset has not increased significantly since initial recognition if the financial asset is determined to have low credit risk at the balance sheet date.

ii. Impairment of non-financial assets

The Group's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the Restated Consolidated Statement of Profit and Loss. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a prorata basis.

An impairment loss in respect of goodwill is not subsequently reversed. In respect of other assets for which impairment loss has been recognised in prior periods, the Group reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

G. Investment in equity instruments

Investments that are readily realisable and intended to be held for not more than a year from the date of acquisition are classified as current investments. All other investments are classified as non-current investments.

Investment in equity instruments are measured at fair value through Statement of profit and loss. Net gains and losses are recognised in Restated Consolidated Statement of Profit or Loss.

H. Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Determining whether a contract contains lease

At inception of a contract, the Group determines whether the contract is, or contains, a lease. The contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset or assets for a period of time in exchange for consideration, even if that right is not explicitly specified in a contract.

At inception or on reassessment of a contract that contains lease component and one or more additional lease or non-lease components, the Group separates payments and other consideration required by the contract into those for each lease component on the basis of their relative stand-alone price and those for non-lease components on the basis of their relative aggregate stand-alone price. If the Group concludes that it is impracticable to separate the payments reliably, then ROU asset and Lease liability are recognised at an amount equal to the present value of future lease payments; subsequently the liability is reduced as payments are made and an imputed finance cost on the liability is recognised using the Group's incremental borrowing rate.

Group as a lessee

At inception, the Group assesses whether a contract is or contains a lease. This assessment involves the exercise of judgement about whether it depends on an identified asset, whether the Group obtains substantially all the economic benefits from the use of that asset, and whether the Group has the right to direct the use of that asset.

The Group has elected to separate lease and non-lease components of contracts, wherever possible.

The Group recognizes a right of use (ROU) asset and a lease liability at the transition date/ lease commencement date. The ROU is initially measured based on the present value of future lease payments, plus initial direct costs, and cost to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, and lease payments made at or before the commencement date, less any incentives received. The ROU is depreciated over the shorter of the lease term or the useful life of the underlying asset. The ROU is subject to testing for impairment if there is an indicator for impairment.

At the commencement date, the Group measures the lease liability at the present value of the future lease payments that are not yet paid at that date discounted using interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate. The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group has elected not to recognize ROU assets and liabilities for leases where the total lease term is less than or equal to 12 months, or for leases of low value assets. The payments for such leases are recognized in the statement of Restated Consolidated statement of profit and loss on a straight-line basis over the lease term.

I. Inventories

Inventories which comprise raw materials, work-in-progress, finished goods and stores and spares, are carried at the lower of cost and net realisable value.

Cost of inventories comprises all costs of purchase (net of recoverable taxes, where applicable), costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

The basis of determining costs for various categories of inventories are as follows: -

Raw materials, stores and spares	-	Weighted average method
Work-in-progress and finished goods	-	Material cost plus appropriate share of labour, manufacturing overheads.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

The net realisable value of work-in-progress is determined with reference to the selling prices of related finished products. Raw materials and other supplies held for use in the production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realisable value. The comparison of cost and net realisable value is made on an item-by-item basis.

J. Revenue recognition

The five step model of Ind AS 115 - 'Revenue from Contracts from Customers' is used to determine whether revenue should be recognised at a point in time or over time, and at what amount is as below: • Step 1: Identify the contract with the customer

Step 2: Identify the performance obligations in the contract

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to the performance obligations

Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

Revenue from sale of goods is recognised when all the significant risks and rewards of ownership in the goods are transferred to the buyers as per the terms of the contract and there is no continuing managerial involvement with the goods and the amount of revenue can be measured reliably. The Group retains no effective control of the goods transferred to a degree usually associated with ownership and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods. Revenue is measured at transaction price of the consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government which are levied on sales such as goods and services tax, etc.

Other income

Export incentive entitlements are recognized as income when the right to receive credit as per the terms of the scheme is established and there is no uncertainty regarding the ultimate collection of these incentives.

Interest income is recognized using the effective interest method.

Sale of electricity is recognised in accordance with the Power Purchase Agreement ('PPA') entered into with respective customers and there is no uncertainty regarding the ultimate collection of these services.

Dividend income is recognised when the right to receive dividend is established.

K. Borrowing costs

Borrowing costs include interest, amortisation of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs, if any, directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised, if any. All other borrowing costs are expensed to the Restated Consolidated Statement of Profit and Loss in the year in which they occur.

L. Employee benefits

i. Short term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid e.g., under short-term cash bonus, if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

For subsidiary outside India ("Vimercati S.p.A."):

Severance indemnity: Every employee appointed before 1 January 2007 was entitled to the benefit calculated as per Italian laws. Severance indemnity is payable to all eligible employees of the Vimercati S.p.A on termination of the employment relationship with Vimercati S.p.A and the aforesaid company does not have an unconditional right to defer settlement of obligation beyond the period of twelve months.

ii. Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity and has no obligation to pay any further amounts. The Holding Company makes specified monthly contributions towards Employee Provident Fund (EPF) and Employees' State Insurance to Government administered fund which is a defined contribution plan. The Holding Company's contribution is recognized as an expense in the Restated Consolidated Statement of Profit and Loss during the period in which the employee renders the related service.

iii. Defined benefit plans

Gratuity

The Holding Company operates a gratuity plan wherein every employee is entitled to the benefit. Gratuity is payable to all eligible employees (who have completed 5 years or more of service) of the group on retirement, separation, death or permanent disablement, in terms of the provisions of the Payments of Gratuity Act, 1972.

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Holding Company's net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods and discounting that amount.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method.

Re-measurements of the net defined benefit liability, which comprise actuarial gains and losses are recognised in Other Comprehensive Income (OCI). The Holding Company determines the net interest expense (income) on the net defined benefit liability for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then- net defined benefit liability, taking into account any changes in the net defined benefit liability during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in profit or loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

iv. Other long term employee benefits

Compensated absences

The employees can carry-forward a portion of the unutilised accrued compensated absences and utilise it in future service periods or receive cash compensation on termination of employment. Since, the compensated absences do not fall due wholly within twelve months after the end of the period in which the employees render the related service and are also not expected to be utilized wholly within twelve months after the end of such period, the benefit is classified as a long-term employee benefit. The Holding Company records an obligation for such compensated absences in the period in which the employee renders the services that increase this entitlement. The obligation is measured on the basis of independent actuarial valuation using the projected unit credit method. Actuarial gains and losses are recognised in profit or loss in the period in which they arise.

M. Provisions

i. Provisions (other than employee benefits)

Provisions are recognised only when there is a present obligation, as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. If the effect of the time value of money is material, provisions are discounted to reflect its present value using a current pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the obligation. When provisions are discounted, the increase in the provision due to the passage of time is recognised as a finance cost.

ii. Warranties

Warranty costs are estimated on the basis of a technical evaluation and past experience. Provision is made for estimated liability in respect of warranty costs in the year of sale of goods and is included in the Restated Consolidated Statement of Profit and Loss. The estimates used for accounting for warranty costs are reviewed periodically and revisions are made, as and when required.

N. Taxes

Tax expense is the aggregate amount included in the determination of profit or loss for the period in respect of current and deferred tax.

Current income tax

Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 and respective local jurisdictions of members of the Group.

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Group operates and generates taxable income. Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

Current tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Group recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised.

The Group's ability to recover the deferred tax assets is assessed by the management at the close of each reporting period which depends upon the forecasts of the future results and taxable profits that Group expects to earn within the period by which such brought forward losses may be adjusted against the taxable profits as governed by the Income-tax Act, 1961. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

Deferred tax assets are recognised on the unrealised profit for all the inter-company sale/ purchase eliminations of property, plant and equipment and inventories.

Deferred tax on business combination when a liability assumed is recognised at the acquisition date but the related costs are not deducted in determining taxable profits until a later period, a deductible temporary difference arises which results in a deferred tax asset. a deferred tax asset also arises when the fair value of an identifiable asset acquired is less than its tax base. In both cases, the resulting deferred tax asset affects goodwill.

The Group offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

O. Contingent liabilities and contingent assets

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote. Contingent assets are neither recognised nor disclosed in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

P. Cash and cash equivalents

Cash and cash equivalents in the Restated Consolidated Statement of Assets and Liabilities comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the restated consolidated statement of cash flows, cash and cash equivalents consist of cash and short term deposits, as defined above.

Q. Business combination, goodwill and intangible asset

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. acquisition-related costs are expensed as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, deferred tax assets or liabilities, and the assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 'Income Taxes' and Ind AS 19 'Employee Benefits' respectively. When a liability assumed is recognised at the acquisition date but the related costs are not deducted in determining taxable profits until a later period, a deductible temporary difference arises which results in a deferred tax asset. A deferred tax asset also arises when the fair value of an identifiable asset acquired is less than its tax base.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date.

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is either recognised as profit or loss, or other comprehensive income, as appropriate.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of Ind AS 109 'Financial Instruments' ("Ind AS 109"), is measured at fair value with changes in fair value recognised in Restated Consolidated Statement of Profit and Loss. If the contingent consideration is not within the scope of Ind AS 109, it is measured in accordance with the appropriate Ind AS. Contingent consideration that is classified as equity is not re-measured at subsequent reporting dates and subsequent its settlement is accounted for within equity.

Transaction costs that the Group incurs in connection with a business combination, such as stamp duty for title transfer in the name of the Group, finder's fees, legal fees, due diligence fees and other professional and consulting fees, are expensed as incurred.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in other comprehensive income and accumulated in equity as capital reserve.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit.

Any impairment loss for goodwill is recognised in the Restated Consolidated Statement of Profit and Loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash generating unit retained.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

Business combinations involving entities that are controlled by the Group are accounted for using the 'pooling of interests' method as follows:

– The assets and liabilities of the combining entities are reflected at their carrying amounts;

– Except for adjustments made to harmonise accounting policies, no adjustments are ade to reflect fair values, or recognise any new assets or liabilities;

– The balance of the retained earnings appearing in the financial statements of the transferor is aggregated with the corresponding balance appearing in the financial statements of the transferee or is adjusted against general reserve;

– The identity of the reserves is preserved and the reserves of the transferor become the reserves of the transferee; and

– The difference, if any, between the amounts recorded as share capital issued plus any additional consideration in the form of cash or other assets and the amount of share capital of the transferor is transferred to capital reserve and is presented separately from other capital reserves.

R. Restated Consolidated statement of cash flows

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated. Cash and cash equivalents for the purposes of restated consolidated statement of cash flows comprise cash at bank and on hand, and bank deposit with banks where original maturity is three months or less.

S. Operating expenses

Operating expenses are recognised in the Restated Consolidated Statement of Profit and Loss upon utilisation of the service or as incurred.

T. Earnings per share

Basic earnings/ (loss) per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for events, other than conversion of potential equity shares, that have changed the number of equity shares outstanding without a corresponding change in resources.

For the purpose of calculating diluted earnings/ (loss) per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

U. New and amended standard adopted by the Group

The Ministry of Corporate Affairs vide notification dated 31 March 2023 notified the Companies (Indian Accounting Standards) Amendment Rules, 2023, which amended certain accounting standards (see below), and are effective 1 April 2023:

- Disclosure of accounting policies - amendments to Ind AS 1
- Definition of accounting estimates - amendments to Ind AS 8
- Deferred tax related to assets and liabilities arising from a single transaction - amendments to Ind AS 12

The other amendments to Ind AS notified by these rules are primarily in the nature of clarifications.

The Group has adopted these amendments effective 1 April 2023, and the adoption did not have any material impact on the Restated Consolidated Financial Information.

V. Standards issued but not yet effective

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. There are no such recently issued standards or amendments to the existing standards for which the impact on the Restated consolidated financial information is required to be disclosed.

W. Exceptional items

Exceptional items refer to items of income or expense within the restated consolidated statement of profit and loss that are of such size, nature or incidence that their separate disclosure is considered necessary to explain the performance for the period. Materiality threshold can be used to select items to be disclosed as exceptional on case-to-case basis.

KEY COMPONENTS OF OUR STATEMENT OF PROFIT AND LOSS

Set forth below are the key components of our statement of profit and loss from our continuing operations:

Total Income

Our total income comprises (i) revenue from operations; and (ii) other income.

Revenue from Operations

Revenue from operations comprises (i) sale of products, and (ii) other operating revenue, which includes Government grants and subsidies, Scrap sale, Revenue from sale of electricity and others.

Other Income

Other income primarily comprises interest on fixed deposit, interest on loan to company having significant influence, net gain on foreign currency transactions, miscellaneous income.

Expenses

Our expenses primarily comprise cost of material consumed, purchase of stock in trade, changes in inventory of finished goods, stock in trade, work in progress.

Cost of materials consumed

Cost of materials consumed consists of raw material at the beginning of the year, purchases, raw material at the end of the year.

Purchases of stock-in-trade

Purchases of traded goods comprises of purchase of stock-in-trade.

Changes in inventories of finished goods, stock-in-trade and work-in-progress

Changes in inventories of finished goods, traded goods and work in progress consists of opening stock, work-in-progress, finished good.

Employee Benefits Expense

Employee benefit expense primarily comprises salaries, wages and bonus, contribution to provident and other funds, staff welfare expenses.

Finance Costs

Finance cost primarily comprise interest on term loan, interest on working capital loan, interest on non-convertible debentures, interest on lease liabilities and other borrowing cost.

Depreciation and Amortisation Expense

Depreciation and amortisation expense primarily comprise of depreciation on property, plant and equipment, depreciation on right of use assets, amortization of intangible assets.

Other Expenses

Other expenses comprise of job work charges, power and fuel, legal and professional charges, repair and maintenance, freight and forwarding expenses, warranty cost and miscellaneous expenses.

RESULTS OF OPERATIONS

The following tables set forth our selected financial data from our restated consolidated statement of profit and loss for Fiscal 2024, Fiscal 2023 and Fiscal 2022, the components of which are also expressed as a percentage of total income for such years:

Particulars	For the year ended March 31, 2024		For the year ended March 31, 2023		For the year ended March 31, 2022	
	(In ₹ million)	*(As % of total income)*	*(In ₹ million)*	*(As % of total income)*	*(In ₹ million)*	*(As % of total income)*
Income						
Revenue from operations	12,457.86	98.30%	11,200.64	98.75%	10,353.74	95.43%
Other income	214.97	1.70%	141.40	1.25%	495.44	4.57%
Total income	**12,672.83**	**100.00%**	**11,342.04**	**100.00%**	**10,849.18**	**100.00%**
Expenses						
Cost of materials consumed	6,306.29	49.76%	5,778.52	50.95%	5,321.13	49.05%
Purchases of stock-in-trade	46.18	0.36%	0.00	0.00%	128.84	1.19%
Changes in inventories of finished goods, stock-in-trade and work-in-progress	61.39	0.48%	(55.34)	(0.49)%	(39.05)	(0.36)%
Employee benefits expense	2,594.87	20.48%	2,200.84	19.40%	2,009.54	18.52%
Finance costs	461.07	3.64%	209.46	1.85%	321.56	2.96%
Depreciation and amortisation expense	753.71	5.95%	712.24	6.28%	739.88	6.82%
Other expenses	2,005.17	15.82%	1,817.07	16.02%	1,612.96	14.87%
Total expenses	**12,228.86**	**96.50%**	**10,662.79**	**94.01%**	**10,094.86**	**93.05%**
Profit before share of profit of an associate, exceptional items and tax	444.15	3.50%	679.25	5.99%	754.32	6.95%
Share of profit of an associate	5.17	0.04%	2.00	0.02%	1.80	0.02%
Profit before exceptional items and tax	449.32	3.55%	681.25	6.01%	756.12	6.97%
Exceptional items	0.00	0.00%	831.73	7.33%	282.70	2.61%
Profit/(loss) before tax	**449.32**	**3.55%**	**(150.48)**	**(1.33)%**	**473.42**	**4.36%**
Tax expense						
Current tax	178.75	1.41%	127.98	1.13%	126.60	1.17%
Tax pertaining to earlier years	(3.27)	(0.03)%	104.95	0.93%	22.50	0.21%
Deferred tax credit	(5.08)	(0.04)%	(8.46)	(0.07)%	(12.70)	(0.12)%
Total tax expense	170.40	1.34%	224.47	1.98%	136.40	1.26%
Profit / (loss) after tax for the year	**278.92**	**2.20%**	**(374.95)**	**(3.31)%**	**337.02**	**3.11%**

FISCAL 2024 COMPARED TO FISCAL 2023

Income

Total income increased by 11.73% from ₹11,342.04 million in Fiscal 2023 to ₹12,672.83 million in Fiscal 2024 primarily due to an increase in revenue from operations and other income.

Revenue from operations

Revenue from operations increased by 11.22% from ₹11,200.64 million in Fiscal 2023 to ₹12,457.86 million in Fiscal 2024 primarily due to an increase in share of business and additional business secured from the customers.

Other income

Other income increased by 52.03% from ₹141.40 million in Fiscal 2023 to ₹214.97 million in Fiscal 2024 primarily due to gain on foreign currency transaction, interest income and miscellaneous income from the operations.

Expenses

Total expenses increased by 14.69% from ₹10,662.79 million in Fiscal 2023 to ₹12,228.68 million in Fiscal 2024 primarily due to increase in variable expenses such as cost of material consumed, employee benefit cost, power and fuel and forwarding cost.

Cost of materials consumed

Cost of materials consumed marginally increased by 9.13% from ₹5,778.52 million in Fiscal 2023 to ₹6,306.29 million in Fiscal 2024, in proportion to the increase in our revenue from operations for that period.

Purchases of stock-in-trade

Purchases of stock-in trade increased from Nil in Fiscal 2023 to ₹46.18 million in Fiscal 2024 primarily due to certain non-routine purchase of components as per source and specification finalized by the customer supplied to customers.

Change in inventories of finished goods, stock-in-trade and work-in-progress

Change in inventories of finished goods, stock-in-trade and work-in-progress increased by 210.92% from ₹(55.34) million in Fiscal 2023 to ₹61.39 million in Fiscal 2024 primarily due to lower inventory level of finished goods, stock-in-trade and work-in-progress.

Employee benefits expense

Employee benefits expenses increased by 17.90% from ₹2,200.84 million in Fiscal 2023 to ₹2,594.97 million in Fiscal 2024 primarily due to increase in manpower to achieve the sales and increase in salaries due to local government notifications.

Finance costs

Finance costs increased by 120.12% from ₹209.46 million in Fiscal 2023 to ₹461.07 million in Fiscal 2024 primarily due to increase in EURIBOR (Euro Interbank Offered Rate) and coupon payment made for Optionally Convertible Debentures (OCDs) and Non-Convertible Debentures (NCDs) that were issued in Fiscal 2024).

Depreciation and amortisation expense

Depreciation and amortisation expenses increased by 5.82% from ₹712.24 million in Fiscal 2023 to ₹753.71 million in Fiscal 2024 primarily due to increase in fixed assets for the ongoing projects with our customers.

Other expenses

Other expenses increased by 10.35% from ₹1,817.07 million in Fiscal 2023 to ₹ 2,005.17 million in Fiscal 2024 primarily due to increase in job work charges for outside manufacturing and increase in other expenses to achieve the higher sales.

Profit before share of profit of an associate exceptional items and tax

Profit before share of profit of an associate, exceptional items and tax decreased by 34.61% from ₹679.25 million in Fiscal 2023 to ₹444.15 million in Fiscal 2024 primarily due to accounting adjustment of interest on NCD/OCD.

Share of profit of an associate

Share of profit of an associate increased by 158.19% from ₹2.00 million in Fiscal 2023 to ₹5.17 million in Fiscal 2024 primarily due to increase in sales and other income.

Profit/(Loss) before tax

Our profit/loss before tax increased from ₹(150.48) million in Fiscal 2023 to ₹449.32 million in Fiscal 2024 primarily on account of the reasons stated above.

Tax Expense

Total tax expense (current and deferred) decreased by (24.09)% from ₹224.47 million in Fiscal 2023 to ₹170.40 million in Fiscal 2024.

Profit/Loss for the year

Our Profit/Loss for the year increased by 174.39% from ₹(374.95) million in Fiscal 2023 to ₹278.92 million in Fiscal 2024.

FISCAL 2023 COMPARED TO FISCAL 2022

Total Income

Total income increased by 4.54% from ₹10,849.18 million in Fiscal 2022 to ₹11,342.04 million in Fiscal 2023 primarily due to an increase in revenue from operations and other income.

Revenue from operations

Revenues from operations increased by 8.18% from ₹10,353.74 million in Fiscal 2022 to ₹11,200.64 million in Fiscal 2023 primarily due to increase in share of business and additional business secured from the customers.

Other income

Other income decreased by (71.46)% from ₹495.44 million in Fiscal 2022 to ₹141.40 million in Fiscal 2023 primarily due to loss on foreign currency transaction, Interest expenses and miscellaneous expenses from the operations.

Expenses

Total expenses increased by 5.63% from ₹10,094.86 million in Fiscal 2022 to ₹10,662.79 million in Fiscal 2023 primarily due to increase in variable expenses such as cost of material consumed, employee benefit cost, power and fuel and forwarding cost.

Cost of materials consumed

Cost of materials consumed marginally increased by 8.60% from ₹5,321.13 million in Fiscal 2022 to ₹5,778.52 million in Fiscal 2023 in proportion to the increase in our revenue from operations for that period.

Purchases of stock-in-trade

Purchases of stock-in trade decreased from ₹128.84 million in Fiscal 2022 to Nil in Fiscal 2023 primarily due to certain non-routine purchase of components as per source and specification finalized by the customer .

Change in inventories of finished goods, stock-in-trade and work-in-progress

Change in inventories of finished goods, stock-in-trade and work-in-progress decreased by 41.72% from ₹(39.05) million in Fiscal 2022 to ₹(55.34) million in Fiscal 2023 primarily due to increase inventory level of finished goods, stock-in-trade and work-in-progress.

Employee benefits expense

Employee benefit expenses increased by 9.52% from ₹2,009.54 million in Fiscal 2022 to ₹2,200.84 million in Fiscal 2023 primarily due to increase manpower to achieve the sales and increase in salaries due to local government notifications.

Finance costs

Finance costs decreased by (34.86)% from ₹ 321.56 million in Fiscal 2022 to ₹209.46 million in Fiscal 2023 primarily due to onetime interest paid to the bank in Fiscal 2022 for converting fixed to floating .

Depreciation and amortisation expense

Depreciation and amortisation expenses decreased by (3.74)% from ₹739.88 million in Fiscal 2022 to ₹712.24 million in Fiscal 2023 primarily due to decrease in Fixed Asset for the ongoing projects.

Other expenses

Other expenses increased by 12.65% from ₹1,612.96 million in Fiscal 2022 to ₹1,817.07 million in Fiscal 2023 primarily due to increase in job work charges for outside manufacturing and increase in other expenses to achieve the higher sales.

Profit before exceptional items and tax

Profit before exceptional items and tax decreased by 9.90% from ₹756.12 million in Fiscal 2022 to ₹681.25 million in Fiscal 2023 primarily due to one-time/non routine written-off goodwill and bad and doubtful debts.

Share of profit of an associate

Share of profit of an associate increased by 11.21% from ₹1.80 million in Fiscal 2022 to ₹2.00 million in Fiscal 2023 primarily due to increase in sales and other income.

Profit/(Loss) before tax

Profit/(Loss) before tax decreased from ₹473.42 million in Fiscal 2022 to ₹(150.48) million in Fiscal 2023.

Tax Expense

Total tax expense (current and deferred) increased by 64.57% from ₹136.40 million in Fiscal 2022 to ₹224.47 million in Fiscal 2023.

Profit/Loss for the year

Profit/Loss for the year decreased from ₹337.02 million in Fiscal 2022 to ₹(374.95) million in Fiscal 2023 primarily on account of the reasons stated above.

LIQUIDITY AND CAPITAL RESOURCES

Capital Requirements

Our principal capital requirements are for working capital and ongoing projects. Our principal source of funding is expected to continue to be cash generated from our operations and supplemented by borrowings from banks and financial institutions and optimization of operating working capital. For the Fiscal 2024, Fiscal 2023 and Fiscal 2022, we met our funding requirements, including satisfaction of debt obligations, capital expenditure, investments, other working capital requirements and other cash outlays, principally with funds generated from operations, optimization of operating working capital with the balance met from external borrowings.

Liquidity

Our liquidity requirements arise principally from our operating activities, repayment of borrowings and debt service obligations Historically, our principal sources of funding have included cash from operations, short-term and long-term borrowings from financial institutions, cash and cash equivalents.

Cash

Our anticipated cash flows are dependent on various factors that are beyond our control. See "*Risk Factors*" beginning on page 31. Certain information relating to our cash flows in the Fiscal 2024, 2023 and 2022 is provided below:

Particulars	**For the year ended March 31, 2024**	**For the year ended March 31, 2023**	**For the year ended March 31, 2022**
	(in ₹ million)		
Net cash generated from operating activities	1,678.95	1,438.48	8.35
Net cash (used) in investing activities	(1,381.66)	(694.11)	(937.60)
Net cash (used) / generated from in financing activities	(414.19)	(758.57)	436.68
Net increase / (decrease) in cash and cash equivalents	(116.90)	(14.20)	(492.57)
Cash and cash equivalents at the end of the year end	652.76	708.00	572.53

Cash Flows from Operating Activities

Fiscal 2024

We generated ₹1,678.95 million net cash from operating activities during Fiscal 2024. Profit/Loss for the year before tax and after share of profit of associate for Fiscal 2024 was ₹ 449.32 million. Adjustments to reconcile profit before tax to operating profit before working capital changes primarily consisted of depreciation and amortisation/ impairment expenses, finance cost, provision for loss allowances, profit on sale of investment etc. This was partially offset by share of profit from associate, interest income, dividend income, profit on sale of investment etc.

Our adjustments for working capital changes for Fiscal 2024 primarily consisted of increase/decrease in inventories, trade receivables, other financial assets/other current assets, trade payables, other current liabilities, other financial liabilities and provisions.

Cash generated from operations in Fiscal 2024 amounted to ₹1,943.20 million. This was offset by income tax paid.

Fiscal 2023

We generated ₹1,438.48 million net cash from operating activities during Fiscal 2023. Profit/Loss for the year before tax and after share of profit of associate for Fiscal 2023 was ₹(150.48) million. Adjustments to reconcile profit before tax to operating profit before working capital changes primarily consisted of Depreciation and amortisation/impairment expense, impairment of goodwill, bad debts, finance cost, provision for warranty etc. This was partially offset by share of profit from associate, Interest income, dividend income, profit on sale of investment etc.

Our adjustments for working capital changes for Fiscal 2023 primarily consisted of increase/decrease in inventories, trade receivables, other financial assets/other current assets, trade payables, other current liabilities, other financial liabilities and provisions.

Cash generated from operations in Fiscal 2023 amounted to ₹1,571.70 million. This was offset by income tax paid.

Fiscal 2022

We generated ₹8.35 million net cash from operating activities during Fiscal 2022. Profit/Loss for the year before tax and after share of profit of associate for Fiscal 2022 was ₹473.42 million. Adjustments to reconcile profit before tax to operating profit before working capital changes primarily consisted of depreciation and amortisation/impairment expense, impairment of goodwill, finance cost, etc. This was partially offset by share of profit from associate, interest income, dividend income, profit on sale of investment etc.

Our adjustments for working capital changes for Fiscal 2022 primarily consisted of Increase/decrease in inventories, trade receivables, other financial assets/other current assets, trade payables, other current liabilities, other financial liabilities and provisions.

Cash generated from operations in Fiscal 2022 amounted to ₹228.45 million. This was offset by income tax paid.

Cash Flow used in Investing Activities

Fiscal 2024

Net cash used in investing activities was ₹1,381.66 million in Fiscal 2024, primarily on account of interest income, dividend income, proceeds from sale of investment. This was partially offset by loan to company, decrease in bank deposits, payment made for property, plant and equipment.

Fiscal 2023

Net cash used in investing activities was ₹694.11 million in Fiscal 2023, primarily on account of interest income, dividend income, proceeds from sale of investment. This was partially offset by decrease in bank deposits, payment made for property, plant and equipment.

Fiscal 2022

Net cash used in investing activities was ₹937.60 million in Fiscal 2022, primarily on account of increase in bank deposit, Interest received, proceeds from sale of investment. This was partially offset by payment made for property, plant and equipment.

Cash Flow from/used in Financing Activities

Fiscal 2024

Net cash used in financing activities was ₹414.19 million in Fiscal 2024, primarily on account of proceeds from proceeds from issue of optionally convertible debentures, Proceeds from issue of non-convertible debentures. This was partially offset by Repayment of non-current borrowings, Repayment of current borrowings, finance cost paid, dividend paid, Payment of lease liabilities (principal) etc.

Fiscal 2023

Net cash used in financing activities was ₹758.57 million in Fiscal 2023, primarily on account of proceeds of current borrowings. This was partially offset by Repayment of non-current borrowings, finance cost paid, dividend paid, Payment of lease liabilities (principal) etc.

Fiscal 2022

Net cash generated from financing activities was ₹436.68 million in Fiscal 2022, primarily on account of proceeds from non-current borrowings, proceeds of current borrowings (net). This was partially offset by finance cost paid, dividend paid, payment of lease liabilities.

FINANCIAL INDEBTEDNESS

As of July 31, 2024, we had total borrowings of ₹5,766.85 million.

Our total borrowing to equity ratio was 98.20% as of March 31, 2024. For details on our indebtedness, please see "*Financial Indebtedness*" on page 352.

The following table sets forth certain information relating to our outstanding indebtedness as of March 31, 2024, March 31, 2023 and March 31, 2022:

Particulars	As of March 31, 2024	As of March 31, 2023	As of March 31, 2022
		(in ₹ million)	
Borrowings (Non-Current liability)	2,275.40	1,725.50	2,560.19
Lease liability (Non-Current liability)	59.19	50.20	64.40
Borrowing (Current liability)	2,745.69	3,128.25	2,575.20
Lease liability (Current liability)	14.12	13.83	18.79
Total	**5,094.39**	**4,917.78**	**5,218.57**

CONTINGENT LIABILITIES AND OFF-BALANCE SHEET ARRANGEMENTS

As of March 31, 2024, March 31, 2023 and March 31, 2022 our contingent liabilities as per Ind AS 37 - Provisions, Contingent Liabilities and Contingent Assets, that have not been provided for, were as follows:

Particulars	As of March 31, 2024	As of March 31, 2023	As of March 31, 2022
		(in ₹ million)	
Contingent liabilities:			
Goods and service tax matters	34.46	27.48	25.73
Income tax matters	99.43	79.27	79.27
Other Information including claim related to supplier	15.00	15.00	15.00

For further information on our contingent liabilities as of March 31, 2024, March 31, 2023, March 31, 2022 as per Ind AS 37, see "*Financial Information*" on page 264.

Except as disclosed elsewhere in this Draft Red Herring Prospectus, there are no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that we believe are material to investors.

CONTRACTUAL OBLIGATIONS AND COMMITMENTS

Estimated amount of contracts remaining to be executed which is of capital nature (net of advances) and which have not been provided for in the Restated Consolidated Financial Information, amount to ₹107.16 million as of March 31, 2024, ₹10.08 million as of March 31, 2023 and ₹32.45 million as of March 31, 2022. Contractual commitments for capital expenditure are relating to acquisition of property, plant and equipment.

CAPITAL EXPENDITURES

In the Fiscal 2024, Fiscal 2023 and Fiscal 2022, our closing value for property, plant and equipment were ₹4,007.13 million, ₹3,854.01 million and ₹2,840.63 million, respectively.

RELATED PARTY TRANSACTIONS

We enter into various transactions with related parties in the ordinary course of business. These transactions principally include dividend given, purchase of raw material and components, expenses paid on behalf of related party, short term employee benefits. For further information relating to our related party transactions, see "*Other Financial Information – Related Party Transactions*" on page 350.

In Fiscal 2024, Fiscal 2023 and Fiscal 2022, the arithmetical aggregated absolute total of such related party transactions post Company eliminations was ₹943.53 million, ₹337.57 million and ₹373.70 million, respectively. The percentage of the arithmetical aggregated absolute total of such related party transactions to our revenue from operations in the Fiscal 2024, Fiscal 2023 and Fiscal 2022 was 7.57%, 3.01%% and 3.61%, respectively.

AUDITOR'S OBSERVATIONS

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

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to market risks that are related to the normal course of our operations such as interest rate, liquidity risk, foreign exchange risk and reputational risk, which may affect economic growth in India and the value of our financial liabilities, our cash flows and our results of operations.

Credit Risk

Credit risk arises when a counterparty defaults on its contractual obligations to pay resulting in financial loss to the Company. The Group is exposed to credit risk from its operating activities, primarily trade receivables. The credit risks in respect of deposits with the banks, foreign exchange transactions and other financial instruments are only nominal. The customer credit risk is managed subject to the Company's established policy, procedure and controls relating to customer credit risk management. In order to contain the business risk, prior to acceptance of an order from a customer, the creditworthiness of the customer is ensured through scrutiny of its financials, if required, market reports and reference checks. The Company remains vigilant and regularly assesses the financial position of customers during execution of contracts with a view to limit risks of delays and default. Further, in most of the cases, the Company normally allow credit period of 60 to 90 days to all customers which vary from customer to customer.

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in raising funds to meet commitments associated with financial instruments that are settled by delivering cash or another financial asset. Liquidity risk may result from an inability to sell a financial asset quickly to close to its fair value. The Company's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate sources of financing from both banks and financial institutions at an optimised cost.

Market Risk

We are exposed to various types of market risks during the normal course of business. Market risk is the risk that fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of currency rate risk, interest rate risk and other price risk, such as equity price risk and commodity price risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Borrowings availed by the Company are subject to interest on fixed rates as these are taken only for the purpose to finance the business and inducting new fleet and such borrowings are repayable on demand. Interest rates are highly sensitive to many factors beyond our control, including the monetary policies of the RBI, domestic and international economic and political conditions, inflation and other factors. For further information, see "*Financial Indebtedness*" on page 352.

Inflation Risk

In recent years, India has experienced relatively high rates of inflation. While we believe inflation has not had any material impact on our business and results of operations, inflation generally impacts the overall economy and business environment and hence could affect us.

UNUSUAL OR INFREQUENT EVENTS OR TRANSACTIONS

Except as described 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 subject, and we expect it to continue to be subject, to significant economic changes arising from the trends identified above in "*Management's Discussion and Analysis of Financial Condition and Results of Operations - Significant Factors Affecting our Results of Operations*" and the uncertainties described in "*Risk Factors*" on pages 354 and 31, respectively. To our knowledge, except as discussed in this Draft Red Herring Prospectus, there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

FUTURE RELATIONSHIP BETWEEN COST AND INCOME

Other than as described in "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 31, 208 and 354 respectively, to our knowledge, there are no known factors that may adversely affect our business prospects, results of operations and financial condition.

NEW PRODUCTS OR BUSINESS SEGMENTS

Except as set out in this Draft Red Herring Prospectus in the sections "*Our Business*" on page 208, we have not announced and do not expect to announce in the near future any new products or business segments.

COMPETITIVE CONDITIONS

We operate in a competitive environment and expect to continue to compete with existing and potential competitors. See "*Risk Factors*", "*Industry Overview*" and "*Our Business*" on pages 31, 139 and 208, respectively, for further details on competitive conditions that we face across our various business segments.

SIGNIFICANT DEPENDENCE ON SINGLE OR FEW CUSTOMERS

We do not depend on a limited number of suppliers or customers for our revenue and operations.

SEASONALITY/ CYCLICALITY OF BUSINESS

Our business is not seasonal in nature.

MATERIAL DEVELOPMENTS AFTER MARCH 31, 2024 THAT MAY AFFECT OUR FUTURE RESULTS OF OPERATIONS

Except as disclosed elsewhere in this Draft Red Herring Prospectus, there have been no significant developments after March 31, 2024, the date of the last financial statements contained in this Draft Red Herring Prospectus, to the date of filing of this Draft Red Herring Prospectus, which materially and adversely affects, or is likely to affect, our trading or profitability, or the value of our assets, or our ability to pay our liabilities within the next 12 months.

SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as disclosed in this section, there are no outstanding (i) criminal proceedings; (ii) actions taken by regulatory or statutory authorities; (iii) litigation involving claims related to direct and indirect taxes (disclosed in a consolidated manner); and (iv) other pending litigation as determined to be material as per the Materiality Policy adopted pursuant to the Board resolution dated September 20, 2024, in each case involving our Company, its Subsidiaries, Promoters and Directors ("**Relevant Parties**").*

For the purpose of identification of material litigation in (iv) above, our Board has considered and adopted the following policy on materiality with regard to outstanding litigation involving the Relevant Parties to be disclosed by our Company in this Draft Red Herring Prospectus.

*All outstanding litigation, including any litigation involving the Relevant Parties, other than criminal proceedings, actions taken 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 any outstanding action and litigation involving claims related to direct and indirect taxes, would be considered 'material' if: (i) the monetary amount of claim by or against the Relevant Party in any such pending proceeding is in excess of 5% of the average absolute value of profit or loss after tax of our Company for the last completed Fiscal as per the Restated Consolidated Financial Information, i.e., 5% of the restated profit after tax of our Company for the last fiscal, being ₹ 278.93 million (the "**Materiality Threshold**"); (ii) such pending matters which are not quantifiable or do not exceed the Materiality Threshold, involving the Relevant Parties, and whose outcome, in the opinion of the Board, would materially and adversely affect the Company's business, prospects, performance, operations, financial position, reputation or cash flows; and (iii) there are any findings or observations arising out of any of the inspections by the SEBI or by any other regulator in or outside India, which are outstanding.*

It is clarified that for the above purposes, pre-litigation notices received by Relevant Parties will not be considered as outstanding litigation if the Relevant Parties are not yet impleaded as a defendant in litigation proceedings before any judicial or arbitral forum. However, any notice issued by any regulatory, government, tax or statutory authorities against any of the Relevant Parties will be considered as outstanding litigation for the purposes of disclosing the same in this Draft Red Herring Prospectus.

Further, except as disclosed in this section, there are (i) no disciplinary actions including penalties imposed by the SEBI or the stock exchanges against our Promoters in the last five Financial Years including any outstanding action; or (ii) pending litigation involving our Group Companies which may have a material impact on our Company.

Except as stated in this section, there are no material outstanding dues to creditors of our Company. For this purpose, our Board has considered and adopted Materiality Policy for identification of material outstanding dues to creditors, by way of its resolution dated September 20, 2024. In terms of this Materiality Policy, outstanding dues to any creditor of our Company having a monetary value which exceeds 5% of the total trade payables of our Company for the period ended March 31, 2024, as set out in the Restated Consolidated Financial Information, shall be considered as 'material'. Accordingly, for the purposes of this Draft Red Herring Prospectus, any outstanding dues as on March 31, 2024, exceeding ₹ 118.50 million have been considered as material outstanding dues.

For outstanding dues to any micro, small or medium enterprise, the disclosure shall be based on information available with our Company regarding the status of the creditor as defined under the Micro, Small and Medium Enterprises Development Act, 2006 as amended, read with the rules and notification thereunder.

I. Litigation involving our Company

Litigation against our Company

Material Civil Proceedings

Nil

Criminal proceedings

Devi Metal Technologies filed a complaint against our Company under section 138 of the Negotiable Instruments Act, 1881 in relation to dishonour of cheques and recovery of dues. Subsequently, an order was passed by the Sessions Court, Ghaziabad against our Company, requiring Viney Prakash Aggarwal and Anil Prakash Aggarwal, erstwhile promoters of our Company, to pay a sum of ₹ 1,50,00,000. We have filed an appeal before the District Court, Ghaziabad. The matter is ongoing and the last date of hearing in the matter was on March 6, 2024.

Actions by regulatory and statutory authorities

Nil

Material tax litigation

Nil

Litigation by our Company

Criminal proceedings

Nil

Material tax litigation

Nil

Material civil proceedings

Nil

II. Litigation involving our Subsidiaries

Litigation against our Subsidiaries

Material Civil Proceedings

Nil

Criminal proceedings

Nil

Actions by regulatory and statutory authorities

Nil

Material tax litigation

Nil

Litigation by our Subsidiaries

Criminal proceedings

Nil

Material tax litigation

Nil

Material civil proceedings

Nil

III. Litigation involving our Directors

Litigation against our Directors

Material Civil Proceedings

Nil

Criminal proceedings

Devi Metal Technologies filed a complaint against our Company and Director, Brijesh Aggarwal under section 138 of the Negotiable Instruments Act, 1881 in relation to dishonour of cheques and recovery of dues. Subsequently, an order was passed by the Sessions Court, Ghaziabad against our Company, requiring Viney Prakash Aggarwal and Anil Prakash Aggarwal, erstwhile promoters of our Company, to pay a sum of ₹ 1,50,00,000. We have filed an appeal before the District Court, Ghaziabad. The matter is ongoing and the next date of hearing in the matter is on October 4, 2024.

Actions by regulatory and statutory authorities

Nil

Material tax litigation

Nil

Litigation by our Directors

Criminal proceedings

Nil

Material tax litigation

Nil

Material civil proceedings

1. Our Director, Neeraj Bansal, had filed a case against Ireo Grace Realtech Private Limited on September 20, 2021 before the State Consumer Disputes Redressal Commission, Delhi at New Delhi (the "**Commission**"). Subsequently, our Director appealed an erstwhile order issued by the Commission dated October 31, 2023. The Commission directed the refund with 6% interest per annum from the date of each instalment until October 31, 2023. However, our Director, alleged that this interest rate is inadequate given the significant delays in possession and the precedent set by previous Supreme Court rulings in similar cases. The appellant, our Director, seeks a more appropriate compensatory interest rate, as directed by the Supreme Court in previous rulings, to compensate for the financial losses incurred due to the extended delay in obtaining possession of the property. The case is currently ongoing before the National Consumer Disputes Redressal Commission, New Delhi, with the next hearing scheduled for November 29, 2024.

2. Our Director, Neeraj Bansal, was impleaded as a complainant in Gautam Sethi & others ("**Petitioner**") v. Supertech Limited ("**Respondent"**) by way of Consumer Complaint No. 885 OF 2020 listed on December 1, 2021 and a writ petition in Gautam Sethi & others v. Union of India and others (W.P. (C) No. 9493/2020) in response to the order dated November 26, 2020 issued by the High Court of Delhi (W.P. (C) No. 9491/2020) directing the Respondent banks/non-banking financial institutions to not charge the pre-equal monthly instalments or full equal monthly instalments from the Petitioners and similar homebuyers. The Supreme Court by way of an order dated January 3, 2024, arising out of impugned final judgment and order dated March 14, 2023 in WPC No. 9491/2020 passed by the High Court of Delhi has granted condonation of delay and the interim protection as granted in SLP (C) No. 7649/2023.

IV. Litigation involving our Promoters

Litigation against our Promoters

Material Civil Proceedings

Nil

Criminal proceedings

Other than as disclosed under " – *Litigation involving our directors- Litigation against our directors - Criminal Proceedings*" on page 386 of this Draft Red Herring Prospectus, there are no criminal proceedings involving our Promoters.

Actions by regulatory and statutory authorities

Nil

Material tax litigation

One of our Promoters, VL- Auto Ancillary Private Limited ("**VL- AAPL**") deducted and deposited tax on the capital gain portion under section 195 of the Income Tax Act ("**Act**") dated July 20, 2023 for the assessment year 2024-25 ("**AY 24-25**"), for the purchase of the Equity Shares of our Company from a non-resident company (Synergy Metals Investment Holding Limited) as accrued to the non-resident while making remittance of the purchase consideration of shares to Synergy Metals Investments Holding Limited. On the e-filing of tax deducted at source return by VL-AAPL for the first quarter of FY 2023-24 dated September 29, 2024, a demand notice was raised under section 200A of the Act for short deduction by ₹ 354,757,433 (including interest on short deduction of ₹ 35,475,740) on the TDS withheld in India . VL-AAPL has filed an appeal against the Ld. Assessment Officer for non-consideration of the certificate of TDS deduction, before the Joint commissioner (Appeals) or Commissioner of Income Tax (Appeals) on April 5, 2024. This matter is currently pending.

Litigation by our Promoters

Criminal proceedings

Nil

Material tax litigation

Nil

Material civil proceedings

Nil

V. Taxation matters

Details of outstanding tax proceedings involving our Company, Subsidiaries, Promoter and Directors as of the date of this Draft Red Herring Prospectus are disclosed below:

Nature of proceedings	Number of proceedings	Amount involved* (in ₹ million)
Direct Tax		
Company	8	437.03
Promoter	1	390.23
Directors (excluding the Promoter)	Nil	Nil
Subsidiaries	2	Not quantifiable
Indirect Tax		
Company	11	8.32
Promoter	Nil	Nil
Directors (excluding the Promoter)	Nil	Nil
Subsidiaries	Nil	Nil

* *to the extent quantifiable*

Outstanding dues to creditors

Our Board, in its meeting held on September 20, 2024 has considered and adopted a policy of materiality for identification of material outstanding dues to creditors. In terms of the Materiality Policy, creditors of our Company to whom an amount exceeding 5 % of our total trade payables as on March 31, 2024 was outstanding, were considered 'material' creditors. As per the Restated Consolidated Financial Information, our total trade payables as on March 31, 2024, was ₹ 2,370.03 million and accordingly, creditors to whom outstanding dues exceed ₹ 118.50 million have been considered as material creditors for the purposes of disclosure in this Draft Red Herring Prospectus.

Based on this criteria, details of outstanding dues owed as on March 31, 2024 by our Company are set out below:

Type of Creditors	Number of Creditors	Amount (in ₹ million)
Micro, small and medium enterprises	34	30.55
Dues to Material Creditors	2	295.46
Dues to other creditors	1,295	2,044.02
Total	**1,331**	**2,370.03**

The details pertaining to outstanding dues to each of the material creditors along with names and amounts involved for each such material creditor are available on the website of our Company at https://vineycorp.com/investor-relations-platform. It is clarified that such details available on our website do not form a part of this Draft Red Herring Prospectus.

Material Developments

Other than as stated in '*Management's Discussion and Analysis of Financial Condition and Results of Operations*' on page 354, 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

Our business requires various approvals, consents, licenses, registrations and permits issued by relevant governmental and regulatory authorities of the respective jurisdictions under various rules and regulations. Set out below is an indicative list of all material approvals, consents, licenses, registrations and permits obtained by our Company, as applicable, for the purposes of undertaking their respective businesses and operations. Certain approvals, licenses, registrations and permits may expire periodically in the ordinary course and applications for renewal of such expired approvals are submitted in accordance with applicable requirements and procedures. Pursuant to the conversion of our Company into a public limited company, we are also in the process of applying to various regulatory authorities for change in name of the approvals obtained by us, and have also made applications before various authorities for change in the name of our Company, in the ordinary course of business. Except as disclosed in this section, no further material approvals are required for carrying on the present business operations of our Company. Unless otherwise stated, these material approvals are valid as on the date of this Draft Red Herring Prospectus. For further details in connection with the regulatory and legal framework within which we operate, see "Key Regulations and Policies in India" beginning on page 226.

We have also disclosed below (i) the material approvals for which fresh applications/ renewal applications have been made; and (ii) the material approvals for which fresh applications/renewal applications are yet to be made.

For details of risk associated with not obtaining or delay in obtaining the requisite approvals, see "Risk Factors - Investors will not be able to sell immediately on an Indian stock exchange any of the Equity Shares they purchase in the Offer. " on page 65.

Approvals in relation to the Offer

For details of corporate and other approvals in relation to the Offer, see "*Other Regulatory and Statutory Disclosures – Authority for the Offer*" on page 397.

I. Incorporation details of our Company

For details of the incorporation of our Company, see "*History and Certain Corporate Matters*" beginning on page 232.

II. Material approvals obtained in relation to our Company

Our Company requires various approvals issued by central and state authorities under various rules and regulations to carry on its business and operations in India. Some of these may expire in the ordinary course of business and applications for renewal of these approvals are submitted in accordance with the applicable procedures and requirements. Our Company has received the following material approvals pertaining to its respective business and operations:

A. Tax related approvals obtained by our Company

(i) The permanent account number of our Company is AAACV0446L.

(ii) The tax deduction account number of our Company is DELV04436F.

(iii) Professional tax registrations under applicable state professional tax legislations.

(iv) Goods and Services Tax ("**GST**") registrations for payments under central and applicable state GST legislations.

B. Labour related approvals obtained by our Company

(i) Certificates of registration issued under the Employees' Provident Fund and Miscellaneous Provisions Act, 1952, as amended.

(ii) Certificates of registration issued under the Employees' State Insurance Act, 1948, as amended.

(iii) Registrations under the Contract Labour (Regulation and Abolition) Act, 1970, as amended.

C. Material approvals obtained in relation to the business and operations of our Company

In order to carry on our operations, including at our manufacturing facilities in India, our Company requires various approvals, licenses and registrations under several central or state legislations, acts, rules and regulations. Some of the approvals, licenses and registrations that we are required to obtain and maintain may expire from time to time in the ordinary course of business, and applications for renewal of such approvals are submitted by us in due course, in accordance with applicable procedures and requirements. An indicative list of the material approvals required by us is provided below:

(i) ***Factory licenses:*** Under the Factories Act, 1948, and the rules made thereunder, each as amended, we are required to obtain registrations/licenses to work a factory for each of our manufacturing facilities.

(ii) ***Environment related approvals:*** We are required to obtain environmental clearances, consents, and authorizations including consents from the state pollution control board of the relevant states wherein our manufacturing facilities are situated, to operate under the Water (Prevention and Control of Pollution) Act, 1974, as amended and Air (Prevention and Control of Pollution) Act, 1981, as amended, authorization for operating a facility for generation, storage and disposal of hazardous wastes under Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016, as amended.

(iii) ***Shops and establishment registrations:*** We have received a registration certificate of establishment issued by the Department of Labour, Government of National Capital Territory of Delhi under the Delhi Shops and Establishment Act, 1954, as amended, for the Registered Office of our Company.

(iv) ***No objection certificates from fire department:*** We are required to obtain no objection certificates from the fire departments of the respective State Governments to undertake our operations at our manufacturing facilities.

D. ***Other material licenses/approvals/authorisations:***

a. We have received a certificate of registration as manufacturer and packers issued by the Weights and Measures Unit, Department of Consumer Affairs, Ministry of Consumer Affairs, Food and Public Distribution, Government of India under the Legal Metrology (Packages Commodities) Rules, 2011, as amended.

b. The importer exporter code for our Company issued by the Directorate General of Foreign Trade, Ministry of Commerce and Industry on November 17, 1993 is 0592021254.

III. Material approvals obtained in relation to our Material Subsidiaries

Progind S.R.l

Name of the approval/registration/license along with the registration/ reference/ license number	Purpose for which such approval/license/registration has been granted	Issuing authority	Date of issuance	Date of expiry
Enviromental autorization	Request of autorization for wastewater discharge	Citta Metropolitana di Torino	June 14, 2016	15 years
Operating license electircal workshop	Request of autorization for production of power with solar panel	Custom agency	March 16, 2009	Renewal not required
VAT number approval	Request of autorization for fiscal scope	Chamber of commerce	July 31, 1997	Renewal not required
Fire fighter approval	Periodic fire prevention renewal	Fire Fighter	January 18, 2018	Validity 5 years - request of renewal application 31/01/2023. No answer received.

Vimercati S.p.A

Name of the approval/registration/license along with the registration/ reference/ license number	Purpose for which such approval/license/registration has been granted	Issuing authority	Date of issuance	Date of expiry
ISO 9001:2015	Design and production of: switches, head-light switches, lampholders, electro-mechanical and electronic devices.	ICIM S.p.A.	February 22, 2024	February 21, 2027
ISO 14001:2015	Design and manufacturing of electro-mechanic electronic assemblies	Intertek testing Services NA	June 18, 2022	June 28, 2025
IATF 16949:2016	Design and production of electromechanical items in the automotive business	ICIM S.p.A.	February 22, 2024	February 21, 2027
ISO 45001:2018	Design and production of electromechanical items in the automotive business	Intertek testing Services NA	December 29, 2022	December 29, 2025

Name of the approval/registration/license along with the registration/ reference/ license number	Purpose for which such approval/license/registration has been granted	Issuing authority	Date of issuance	Date of expiry
24599/2016	Authorization for atmospheric emissions	Città Metropolitana di Milano	October 19, 2016	15 years-term
50049	Renewal of the fires prevention compliance certificate	Firefighters – Milan Department	January 30, 2023	5 years-term

Viney Corp. East Europe S.R.L.

Name of the approval/registration/license along with the registration/ reference/ license number	Purpose for which such approval/license/registration has been granted	Issuing authority	Date of issuance	Date of expiry
Environmental Permit (EP) no. 159/ 01.09.2022	Authorized business activity from environmental perspective: i NACE Code: 2611 Manufacture of electronic components, ii NACE Code: 2229 Manufacture of other plastic products, iii NACE Code: 1812 Other printing	Bacau Agency for Environmental Protection	September 1, 2022	Not time limited, provided that the operator obtains the annual visa (i.e. proves to the environmental authorities that is carrying out its activity under the same conditions considered upon the EP issuance). Current annual visa covers the period: September 1, 2022 – September 1, 2025
Fire Permit no. 473/21/SU-BC obtained and held by the lessor (ILBA GROUP S.A.)	Fire safety & security	The Inspectorate for Emergency Situations of Bacau County (“ISU”)	December 23, 2021	Not time limited, provided that the conditions for performing the said activities are preserved
Operating permit no. 106946/372/09.02.2022 issued by Bacau City Hall and valid for 1 (one) year for the production area operated by the Company for performing its business scope.	Authorized activity: NACE Code 2229 Manufacture of other plastic products for the premises leased by the Company and located in Bacau, 5 Calea Romanului, Bacau County	Bacau City Hall	February 9, 2022	February 9, 2025
Trade Registry Certificate no. 60991/14.09.2022	statement on own liability lodged with Bacau Trade Registry acknowledging compliance with legal requirements on fire prevention, environmental, sanitary and labor protection for performing the Companies activities	Trade Registry Office - Bacau	September 14, 2022	Not time limited, provided that the conditions for performing the said activities are preserved
ISCIR related technical checks of technical equipment used by the Company in the manufacturing processes	As per the Service Agreement no. 67/01.03.2024 concluded with the service provider ADMINSERV RSVTI SRL (J04/1517/2023, fiscal registration code 48860271).	State Inspection for Control of Boilers, Pressure Vessels and Hoisting (“ISCIR”)	March 1, 2024	February 28, 2025

Vinercati East Europe S.R.L.

Name of the approval/registration/license along with the registration/ reference/ license number	Purpose for which such approval/license/registration has been granted	Issuing authority	Date of issuance	Date of expiry
Sworn statement no. 20276/19.05.2020 (statement on own	confirmation of compliance with legal requirements on	Director of the Company	May 19, 2020	Not time limited, provided that the conditions for

Name of the approval/registration/license along with the registration/ reference/ license number	Purpose for which such approval/license/registration has been granted	Issuing authority	Date of issuance	Date of expiry
liability issued and signed by the Company' director and lodged with Bacau Trade Registry)	fire prevention, environmental, sanitary and labor protection for performing the activity "*2932 NACE Code - Manufacture of other parts and accessories for motor vehicles"*			performing the said activities are preserved
Fire Security Permit no. 35384/11.11.2010	Authorisation from fire safety perspective of the premises/ location where business activities shall be performed	The Inspectorate for Emergency Situations of Bacau County ("ISU")	November 11, 2010	Not time limited, provided that the conditions for performing the said activities are preserved
Fire Security Permit no. 215/13/SU/BC/09.10.2013	Authorisation from fire safety perspective of the premises/ location where business activities shall be performed		October 9, 2013	
Fire Security Permit no. 643/17/SU-BC/19.01.2018	Authorisation from fire safety perspective of the premises/ location where business activities shall be performed		January 19, 2018	
Environmental Authorization no. 208/23.11.2020 reviewed on 25.04.2023 (as per the Decision no. 96 as of 28.03.2023	Authorized activity: 2932 NACE Code - Manufacture of other parts and accessories for motor vehicles	Bacau Agency for Environmental Protection	November 23, 2020	Not time limited, provided that the operator obtains the annual visa (i.e. proves to the environmental authorities that is carrying out its activity under the same conditions considered upon the EP issuance)
Authorization no. BC-4158/ 26.07.2023	The Authorization was obtained for the technical supervision of the installations and equipment of the Company	State Inspection for the Control of Boilers, Pressure Vessels and Hoisting Equipment ("ISCIR")	July 26, 2023	July 25, 2027

IV. Material approvals pending in respect of our Company and our Material Subsidiaries

A. *Material approvals or renewals for which applications are currently pending before relevant authorities*

Company

Company/Unit	License/Registration	Issuing Authority	Date of Application
Hosur	Contract Labour license	Joint Director of Industrial Safety and Health	September 12, 2024
	Consent to establish	Tamil Nadu State Pollution Department	September 26, 2020
	Consent to operate	Tamil Nadu State Pollution Department	September 26, 2020
Rudrapur	Consent to establish	Ministry of Environment, Forest and Climate Change, Government of India	January 29, 2024
	Consent to operate	Ministry of Environment, Forest and Climate Change, Government of India	January 29, 2024
	Contract Labour license	Labour Commissioner Organization, Uttarakhand	May 16, 2024

Viney Corporation East Europe S.R.L.

License/Registration	Issuing Authority	Date of Application
Environmental Authorization no. 208/23.11.2020 reviewed on	Bacau Agency for Environmental Protection	August 14, 2024

License/Registration	Issuing Authority	Date of Application
25.04.2023 (as per the Decision no. 96 as of 28.03.2023)		

B. Material approvals expired and renewal yet to be applied for

Nil

C. Material approvals required but not obtained or applied for

Nil

V. Our intellectual property

Trademarks

As on the date of this Draft Red Herring Prospectus, we have no registered trademarks in India and two registered trademarks in other jurisdictions and have no trademark applications pending in India or in other jurisdictions. The details of the registered trademarks are set forth below:

S. no.	Description	Class of Registration	Registering Authority	Registration number	Date of Expiry
Vimercati S.p.A					
1.	"Vimercati" Trademark	Not applicable	Italian Patent and Trademark Office (Ufficio Marchi e Brevetti)	3378693	October 24, 2027
2.	"Vimercati" Trademark	Not applicable	World Intellectual Property Organization (WIPO)	3598469	February 16, 2028

Copyrights

As on the date of this Draft Red Herring Prospectus, we have no registered copyrights in India or in other jurisdictions and have no copyright applications pending in India or in other jurisdictions.

Patents

As on the date of this Draft Red Herring Prospectus, we have no registered patents in India, and have no patent applications pending in India. We have received four patents in other jurisdictions and have filed for two patents in other jurisdictions. The details of the registered patents are set forth below:

S. no.	Description	Class of Registration	Registering Authority	Registration number	Date of Expiry
1	Connector pins for printed circuit boards and procedure for manufacturing electronical devices	Not applicable	Italian Patent and Trademark Office (Ufficio Marchi e Brevetti) and European Patent Office (EPO)	1409397	December 30, 2031
2	Switch Botton for automotive dashboards	Not applicable	Italian Patent and Trademark Office (Ufficio Marchi e Brevetti) and European Patent Office (EPO)	3378693	March 24, 2037 (Italy); March 23, 2038 (other territories)
3	Switch Botton for automotive dashboards	Not applicable	Italian Patent and Trademark Office (Ufficio Marchi e Brevetti) and European Patent Office (EPO)	3598469	July 18, 2038 (Italy); July 18, 2039 (other territories)
4	Switch Botton for automotive door panels	Not applicable	Italian Patent and Trademark Office (Ufficio Marchi e Brevetti) and European Patent Office (EPO)	1409397	September 13, 2039 (Italy); September 14, 2030 (other territories)

OUR GROUP COMPANIES

Pursuant to a materiality policy ("**Materiality Policy**") adopted by way of a resolution dated September 20, 2024, our Board has noted that in terms of the SEBI ICDR Regulations, 'group companies' of our Company shall include (i) the companies (other than our Corporate Promoter and Subsidiaries) with which there were related party transactions, in accordance with Ind AS 24, as disclosed in the Restated Consolidated Financial Information; and (ii) such other companies as considered material by the Board pursuant to the Materiality Policy.

With respect to point (ii), if a company (other than our Corporate Promoter, Company's Subsidiaries and the companies covered under (i) above) (a) is a member of the 'Promoter Group' (as defined in the SEBI ICDR Regulations); and (b) has entered into one or more transactions with our Company during the most recent Financial Year or the relevant stub period, as applicable, (i.e. financial year ended March 31, 2024), which individually or in the aggregate, exceed 10% of the total consolidated income of our Company for such period, it shall be considered as a 'group company' of our Company.

Accordingly, based on the parameters outlined above, as on the date of this Draft Red Herring Prospectus, our Company has the following Group Companies:

1. Synergy Metals Investments Holding Limited;
2. AAA Constructions Private Limited;
3. Jugal Kishore Associates Private Limited; and
4. Uravi T & Wedge Lamps Limited.

In accordance with the SEBI ICDR Regulations, certain financial information in relation to our Group Companies for the previous three financial years, extracted from their respective audited financial statements (as applicable), is available at the websites indicated below.

Our Company is providing the link to such websites solely to comply with the requirements specified under the SEBI ICDR Regulations. Such financial information of the Group Companies and other information provided on the websites given below does not constitute a part of this Draft Red Herring Prospectus. Such information should not be considered as part of the information that any investor should consider before making any investment decision.

None of our Company, the BRLMs or any of the Company's or the BRLMs' respective directors, employees, affiliates, associates, advisors, agents or representatives have verified the information available on the websites indicated below.

Details of our Group Companies

The details of our Group Companies are provided below:

1. **Synergy Metals Investments Holding Limited**

Registered Office

The registered office of Synergy Metals Investments Holding Limited is situated at Unit OT 32-30, Level 32, Central Park Offices, Dubai International Financial Centre, Dubai, United Arab Emirates, PO Box - 506928.

Financial information

The financial information derived from the audited financial statements of Synergy Metals Investments Holding Limited for Fiscals 2023, 2022 and 2021, as required by the SEBI ICDR Regulations, is available at https://vineycorp.com/investor-relations-platform. As Synergy Metals Investments Holding Limited does not have a website of their own, the relevant financial information will be hosted on the website of our Company.

2. **AAA Constructions Private Limited**

Registered Office

The registered office of AAA Constructions Private Limited is situated at C12/18 ground floor sector-3, Rohini, New Delhi- 110085.

Financial information

The financial information derived from the audited financial statements of AAA Constructions Private Limited for

Fiscals 2024, 2023 and 2022, as required by the SEBI ICDR Regulations, is available at https://vineycorp.com/investor-relations-platform. As AAA Constructions Private Limited does not have a website of their own, the relevant financial information will be hosted on the website of our Company.

3. Jugal Kishore Associates Private Limited

Registered Office

The registered office of Jugal Kishore Associates Private Limited is situated at C12/18 ground floor sector-3, Rohini, New Delhi- 110085.

Financial information

The financial information derived from the audited financial statements of Jugal Kishore Associates Private Limited for Fiscals 2024, 2023 and 2022, as required by the SEBI ICDR Regulations, is available at https://vineycorp.com/investor-relations-platform. As Jugal Kishore Associates Private Limited does not have a website of their own, the relevant financial information will be hosted on the website of our Company

4. **Uravi T & Wedge Lamps Limited**

Registered Office

The registered office of Uravi T & Wedge Lamps Limited is situated at Shop No. 329 Avior, Nirmal Galaxy, L.B.S Marg Mulund West, Mumbai City, Mumbai, Maharashtra, India, 400080.

Financial information

The financial information derived from the audited financial statements of Uravi T & Wedge Lamps Limited for Fiscals 2024, 2023 and 2022, as required by the SEBI ICDR Regulations, is available at https://www.uravilamps.com/annual-report.html.

Nature and extent of interest of Group Companies

In the promotion of our Company

Our Group Companies do not 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

Our Group Companies are not 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.

Our Group Companies are not interested in any transactions for acquisition of land, construction of building or supply of machinery, etc., with respect to our Company.

Common pursuits among the Group Companies and our Company

There are no common pursuits amongst our Group Companies and our Company.

Related business transactions with our Group Companies and significance on the financial performance of our Company

Except as disclosed in "*Restated Financial Information – Related party disclosures – Note 37*" on page 333, there are no related business transactions with the Group Companies which impact financial performance of our Company.

Business interest of the Group Companies

Except in the ordinary course of business and as stated in "*Restated Financial Information – Related party disclosures – Note 37*" on page 333, our Group Companies do not have any business interest in our Company.

Confirmations

Except Uravi T & Wedge Lamps Limited, which is listed on the National Stock Exchange of India Limited and the BSE Limited since July 5, 2023, our Group Companies do not have any securities listed on a stock exchange. Further, our Group Companies have not 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.

Litigation

Our Group Companies are not party to any pending litigation which has a material impact on our Company

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

The Fresh Issue has been authorised by our Board pursuant to a resolution passed at its meeting held on September 20, 2024 and by our Shareholders pursuant to a special resolution passed at their meeting held on September 20, 2024. Further, our Board has taken on record the consent of the Selling Shareholders to severally and not jointly participate in the Offer for Sale pursuant to its resolution dated September 29, 2024. Further, our Board has approved this Draft Red Herring Prospectus pursuant to its resolution dated September 29, 2024.

Authorisation by the Selling Shareholders

The Selling Shareholders have, severally and not jointly, confirmed and approved their participation in the Offer for Sale as set out below:

Name of the Selling Shareholder	Maximum number of Equity Shares offered in the Offer for Sale	Date of board resolution/authorization	Date of consent letter
VL-Auto Ancillary Private Limited	Up to 11,006,397 Equity Shares of face value ₹ 10 each aggregating up to ₹ **[●]** million	September 24, 2024	September 25, 2024
Brijesh Aggarwal	Up to 5,283,524 Equity Shares of face value ₹ 10 each aggregating up to ₹ **[●]** million	Not applicable	September 25, 2024
Priyanka Aggarwal	Up to 1,632,000 Equity Shares of face value ₹ 10 each aggregating up to ₹ **[●]** million	Not applicable	September 25, 2024
Aren Capsules Private Limited	Up to 1,458,097 Equity Shares of face value ₹ 10 each aggregating up to ₹ **[●]** million	September 24, 2024	September 25, 2024
Rakesh Kumar Aggarwal	Up to 2,833,834 Equity Shares of face value ₹ 10 each aggregating up to ₹ [●] million	Not applicable	September 25, 2024

In-principle Listing Approval

Our Company has received in-principle approvals from BSE and NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively.

Prohibition by SEBI or other Governmental Authorities

Our Company, Promoters, Directors, members of our Promoter Group, the Selling Shareholders, severally and not jointly, the persons in control of our Company and our Promoters, are not prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

Our Directors and Promoters are not directors or promoter of any company which is debarred from accessing the capital markets by SEBI.

Our Company, Promoters and Directors have not been declared as Wilful Defaulters. Our Promoters or Directors have not been declared as Fugitive Economic Offenders.

Our Company, Promoters and Directors confirm that we have not been declared as a 'Fraudulent Borrower' in terms of the circular no. RBI/DBS/2016-17/28 dated July 1, 2016 issued by the Reserve Bank of India.

The Selling Shareholders, severally and not jointly, confirm that they have not been prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any other governmental authority in India.

Compliance with the Companies (Significant Beneficial Owners) Rules, 2018

Our Company, Promoters, members of our Promoter Group and the Selling Shareholders, severally and not jointly, are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended, to the extent applicable to each of them, as on the date of this Draft Red Herring Prospectus.

Directors associated with the securities market

None of our Directors are associated with the securities market in any manner including securities market related business. Further, no outstanding action has been initiated against any of our Directors by SEBI in the five years preceding the date of this Draft Red Herring Prospectus.

Other confirmations

There are no conflicts of interest between suppliers of raw materials (to the extent applicable) and third party service providers crucial for the operations of our Company, and our Company, Promoters, Promoter Group, Key Managerial Personnel, Directors, Subsidiaries or the Group Company and its directors.

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, Subsidiaries or the Group Company and its directors.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with Regulation 6(2) of the SEBI ICDR Regulations, which states as follows:

"*An issuer not satisfying the condition stipulated in sub-regulation (1) shall be eligible to make an initial public offer only if the issue is made through the book-building process and the issuer undertakes to allot at least seventy-five per cent. of the net offer to qualified institutional buyers and to refund the full subscription money if it fails to do so.*"

We are an unlisted company, not satisfying the conditions specified in Regulation 6(1) of the SEBI ICDR Regulations and are, therefore, required to meet the conditions stipulated under Regulation 6(2) of the SEBI ICDR Regulations. We undertake to comply with Regulation 6(2) of the SEBI ICDR Regulations and Allot not less than 75% of the Offer to QIBs. In the event we fail to do so, the full application monies shall be refunded to the Bidders, in accordance with the SEBI ICDR Regulations.

Our Company shall not make an Allotment if the number of prospective Allottees is less than 1,000 in accordance with Regulation 49(1) of the SEBI ICDR Regulations.

Except as disclosed in this Draft Red Herring Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments into, or which would entitle any person any option to receive Equity Shares as on the date of this Draft Red Herring Prospectus. Our Company confirms that it is in compliance with the conditions specified in Regulation 5 of the SEBI ICDR Regulations, to the extent applicable.

Further, 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.

The Selling Shareholders, severally and not jointly, confirm that the Offered Shares have been held in compliance with Regulation 8 of the SEBI ICDR Regulations and confirms compliance with and will comply with the conditions specified in Regulation 8A of the SEBI ICDR Regulations, to the extent applicable.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS TO SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI") SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS, BEING ICICI SECURITIES LIMITED AND AXIS CAPITAL LIMITED, HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI ICDR REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS AND THE SELLING SHAREHOLDERS SEVERALLY AND NOT JOINTLY WILL BE RESPONSIBLE ONLY FOR THE STATEMENTS SPECIFICALLY

CONFIRMED OR UNDERTAKEN BY THEM IN THIS DRAFT RED HERRING PROSPECTUS IN RELATION TO THEMSELVES FOR THE OFFERED SHARES, THE BOOK RUNNING LEAD MANAGERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGE THEIR RESPONSIBILITIES ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGERS HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 30, 2024 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V (FORM A) OF THE SEBI ICDR REGULATIONS.

THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGERS, ANY IRREGULARITIES OR LAPSES IN THIS DRAFT RED HERRING PROSPECTUS.

All legal requirements pertaining to the Offer shall be complied with at the time of filing of the Red Herring Prospectus with the RoC in terms of Section 32 of the Companies Act and shall be complied with at the time of filing of the Prospectus with the RoC in terms of Sections 26, 32, 33(1) and 33(2) of the Companies Act.

Disclaimer from our Company, the Directors, and the Book Running Lead Managers

Our Company, the Directors and the Book Running Lead Managers accept no responsibility for statements made in relation to the Company or the Offer other than those confirmed by it in relation to itself 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 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 Offer Agreement and as will be provided in the Underwriting Agreement to be entered into among the Underwriters, the Selling Shareholders, and our Company.

All information shall be made available by our Company, and the Book Running Lead Managers to the public and investors 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 or any member of the Syndicate shall be liable for any failure in (i) uploading the Bids due to faults in any software or hardware system or otherwise or (ii) the blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Banks 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.

Bidders will be required to confirm and will be deemed to have represented to our Company, Underwriters and their respective directors, partners, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, allot, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, Underwriters and their respective directors, partners, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The Book Running Lead Managers and their respective associates and affiliates in their capacity as principals or agents may engage in transactions with, and perform services for, our Company and the Selling Shareholders and their respective group companies, affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with or become customers to our Company, the Selling Shareholders and their respective group companies, affiliates or associates or third parties, for which they have received, and may in the future receive, compensation.

Disclaimer from the Selling Shareholders

The Selling Shareholders 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 would be doing so at his or her own risk. Each of the Selling Shareholder, its directors, affiliates, associates, and officers, as applicable, accept no responsibility for any statements made in this Draft Red Herring Prospectus other than those specifically made or confirmed by such Selling Shareholder in relation to itself as a Selling Shareholder and with respect to its Offered Shares.

The Selling Shareholders shall not be liable for any failure in (i) uploading the Bids due to faults in any software/ hardware system or otherwise; or (ii) the blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor

Banks 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.

Bidders will be required to confirm and will be deemed to have represented to each of the Selling Shareholder and/or its respective directors, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not 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 Selling Shareholders and/or its respective directors, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

Disclaimer in respect of Jurisdiction

The Offer is being made in India to persons resident in India (who are competent to contract under the Indian Contract Act, 1872, as amended, including Indian nationals resident in India, HUFs, companies, other corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, domestic Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorised under their constitution to hold and invest in equity shares, multilateral and bilateral development financial institutions, state industrial development corporations, insurance companies registered with IRDAI, provident funds with minimum corpus of ₹250 million (subject to applicable law) and pension funds with minimum corpus of ₹250 million registered with the Pension Fund Regulatory and Development Authority established under section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, National Investment Fund, 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) and permitted Non-Residents including FPIs and Eligible NRIs and AIFs that they are eligible under all applicable laws and regulations to purchase the Equity Shares. 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.

Any dispute arising out of the Offer will be subject to the jurisdiction of appropriate court(s) in Mumbai only.

Invitations to subscribe to or purchase the Equity Shares in the Offer will be made only pursuant to the Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Offer, which comprises the Red Herring Prospectus and the preliminary international wrap for the Offer, if the recipient is outside India.

No person outside India is eligible to Bid for Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India.

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 or the Selling Shareholders since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

No person outside India is eligible to Bid for Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India.

Eligibility and Transfer Restrictions

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any other applicable law of the United States 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 only outside 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 occur. Bidders are advised to ensure that any Bid from them does not exceed investment limits or the maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than in accordance with applicable laws

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.

Until the expiry of 40 days after the commencement of the Offer, an offer or sale of Equity Shares within the United States by a dealer (whether or not it is participating in the Offer) may violate the registration requirements of the U.S. Securities Act.

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 investor must rely on their own examination of our Company and the terms of the Offer, including the merits and risks involved.

Each purchaser of the Equity Shares in the Offer who does not receive a copy of the preliminary offering memorandum for the Offer shall be deemed to:

- Represent and warrant to our Company, the Selling Shareholders, the BRLMs and the Syndicate Member(s) that its Bid did not exceed investment limits or the maximum number of Equity Shares that can be held by it under applicable law.

- Acknowledge that the Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or the laws of any state of the United States and are being offered and sold to it in "offshore transactions" as defined in, and in reliance on, Regulation S.

- Represent and warrant to our Company, the Selling Shareholders, the BRLMs and the Syndicate Member(s) that it was outside the United States (as defined in Regulation S) at the time the offer of the Equity Shares offered in the Offer was made to it and it was outside the United States (as defined in Regulation S) when its buy order for the Equity Shares offered in the Offer was originated.

- Represent and warrant to our Company, the Selling Shareholders, the BRLMs and the Syndicate Member(s) that it did not purchase the Equity Shares offered in the Offer as result of any "directed selling efforts" (as defined in Regulation S).

- Represent and warrant to our Company, the Selling Shareholders, the BRLMs and the Syndicate Member(s) that it bought the Equity Shares for investment purposes and not with a view to the distribution thereof. If in the future it decides to offer, resell, pledge or otherwise transfer any of the Equity Shares offered in the Offer, it agrees that it will not offer, sell, pledge or otherwise transfer any of the Equity Shares except in a transaction complying with Rule 903 or Rule 904 of Regulation S or pursuant to any other available exemption from registration requirements under the U.S. Securities Act and in accordance with all applicable securities laws of the states of the United States and any other jurisdiction, including India.

- Agree to indemnify and hold our Company, the Selling Shareholders, the BRLMs and the Syndicate Member(s) harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of these representations, warranties or agreements. It agrees that the indemnity set forth in this paragraph shall survive the resale of the Equity Shares purchased in the Offer.

- Represent and warrant to our Company, the Selling Shareholders, the BRLMs and the Syndicate Member(s) that if it acquired any of the Equity Shares offered in the Offer as fiduciary or agent for one or more investor account(s), it has sole investment discretion with respect to each such account and that it has full power to make the foregoing representations, warranties, acknowledgements and agreements on behalf of each such account.

- Represents and warrant to our Company, the Selling Shareholders, the BRLMs and the Syndicate Member(s) that if it acquired any of the Equity Shares offered in the Offer for one or more managed account(s), that it was authorized in writing by each such managed account to subscribe to the Equity Shares offered in the Offer for each managed account and to make (and it hereby makes) the representations, warranties, acknowledgements and agreements herein for and on behalf of each such account, reading the reference to "it" to include such accounts.

- Acknowledge that our Company, the Selling Shareholders, the BRLMs and the Syndicate Member(s) and others will rely upon the truth and accuracy of the foregoing representations, warranties, acknowledgements and agreements.

Disclaimer Clause of BSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to filing with the RoC.

Disclaimer Clause of NSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to filing with the RoC.

Listing

The Equity Shares offered through the Red Herring Prospectus and the Prospectus are proposed to be listed on BSE and NSE. Applications will be made to the Stock Exchanges for obtaining permission for listing and trading of the Equity Shares. [●] is the Designated Stock Exchange with which the Basis of Allotment will be finalised.

If the permission to deal in and for an official quotation of the Equity Shares is not granted by the Stock Exchanges, our Company shall forthwith repay, without interest, all monies received from the applicants in pursuance of the Red Herring Prospectus in accordance with applicable law. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of Equity Shares at the Stock Exchanges are taken within such period as may be prescribed by SEBI. If our Company does not allot Equity Shares pursuant to the Offer 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.

The Selling Shareholders, severally and not jointly, undertake to provide such reasonable assistance as may be requested by our Company, to the extent such assistance is required from the Selling Shareholders in relation to the Offered Shares to facilitate the process of listing and commencement of trading of the Equity Shares on the Stock Exchanges within such time prescribed by SEBI.

Consents

Consents in writing of each of the Selling Shareholders, our Directors, our Company Secretary and Compliance Officer, Legal Counsel to the Issuer, Bankers to our Company, the Book Running Lead Managers, Registrar to the Offer, Statutory Auditors, Independent Chartered Accountant and independent chartered engineer, in their respective capacities, have been obtained, and such consents have not been withdrawn as of the date of this Draft Red Herring Prospectus. Further, consents in writing of the Syndicate Members, Escrow Collection Bank(s)/Refund Bank(s)/ Public Offer Account/ Sponsor Banks, Monitoring Agency, to act in their respective capacities, will be obtained and will be filed along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act and such consents shall not be withdrawn up to the time of delivery of the Red Herring Prospectus for filing with the RoC.

Experts to the Offer

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

Our Company has received written consent dated September 30, 2024 from Walker Chandiok & Co LLP, Chartered Accountants, to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report, dated September 7, 2024 on our Restated Consolidated Financial Information; and (ii) their report dated September 30, 2024 on the statement of possible special tax benefits available to our Company and its shareholders, included 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.

Our Company has received written consent dated September 30, 2024 from P D M and Company, Chartered Accountants, independent chartered accountants, to include their name as required under Section 26(5) of the Companies Act, 2013, and as an "expert" as defined under section 2(38) of the Companies Act and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has received written consent dated September 29, 2024 from the independent chartered engineer, namely Lakshya Malhotra, Chartered Engineer, to include their name 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 a chartered engineer, in relation to their certificate dated September 29, 2024.

Particulars regarding public or rights issues by our Company during the last five years

Our Company has not undertaken any public or rights issue in the five years preceding the date of this Draft Red Herring Prospectus.

Capital issue during the preceding three years by our Company, listed group companies/subsidiaries/associates

Other than as disclosed above and as disclosed in "*Capital Structure – Share capital history of our Company*" on page 113, our Company has not made any capital issues during the three years preceding the date of this Draft Red Herring Prospectus.

Our Group Companies or Subsidiary or Associates are not listed on any stock exchange.

Stock Market Data of the Equity Shares

This being the initial public offering of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange as on the date of this Draft Red Herring Prospectus, and accordingly, no stock market data is available for the Equity Shares.

Commission or brokerage on previous issues in last five years

Since this is the initial public offering of Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for the Equity Shares since our Company's inception.

Performance vis-à-vis objects – Public/ rights issue of our Company

Our Company has not undertaken any public issue or rights issue in the five years preceding the date of this Draft Red Herring Prospectus.

Performance vis-à-vis objects – Public/ rights issue of the listed subsidiaries/listed promoter of our Company

As on the date of this Draft Red Herring Prospectus, the equity shares of our Subsidiary are not listed on any stock exchanges.

Observations by regulatory authorities

There are no findings or observations pursuant to any inspections by the SEBI or any other regulatory authority in India which are material and are required to be disclosed, or the non-disclosure of which may have a bearing on the investment decision of prospective investors in the Offer.

Price information of past issues handled by the Book Running Lead Managers (during the current Financial Year and two Financial Years preceding the current Financial Year)

A. ICICI Securities Limited

1. *Price information of past issues (during current financial year and two financial years preceding the current financial year) handled by Axis Capital Limited*

Sr. No.	Issue Name	Issue Size (Rs. Mn.)	Issue Price (Rs.)	Listing Date	Opening Price on Listing Date	+/- % 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	Aadhar Housing Finance Limited^^	30,000.00	315.00(1)	15-May-24	315.00	+25.56% [+5.40%]	+33.89% [+9.67%]	NA*
2	Go Digit General Insurance Limited^^	26,146.46	272.00	23-May-24	286.00	+22.83% [+2.32%]	+30.79% [+7.54%]	NA*
3	Awfis Space Solutions Limited^^	5,989.25	383.00(2)	30-May-24	435.00	+34.36% [+6.77%]	+100.18% [+11.25%]	NA*
4	Stanley Lifestyles Limited^	5,370.24	369.00	28-Jun-24	499.00	+55.96% [+2.91%]	+31.29% [+7.77%]	NA*
5	Allied Blenders and Distillers Limited^^	15,000.00	281.00(3)	02-Jul-24	320.00	+9.68% [+3.43%]	+21.28% [+8.52%]	NA*
6	Akums Drugs and Pharmaceuticals Limited^^	18,567.37	679.00(4)	06-Aug-24	725.00	+32.10% [+5.03%]	NA*	NA*
7	Ceigall India Limited^^	12,526.63	401.00(5)	08-Aug-24	419.00	-4.89% [+3.05%]	NA*	NA*
8	Ola Electric Mobility Limited^^	61,455.59	76.00(6)	09-Aug-24	76.00	+44.17% [+1.99%]	NA*	NA*
9	Premier Energies Limited^	28,304.00	450.00(7)	03-Sept-24	991.00	NA*	NA*	NA*
10	Northern Arc Capital Limited^^	7,770.00	263.00(8)	24-Sept-24	350.00	NA*	NA*	NA*

**Data not available*
^BSE as designated stock exchange
^^NSE as designated stock exchange

(1) Discount of Rs. 23 per equity share offered to eligible employees. All calculations are based on Issue Price of Rs. 315.00 per equity share
(2) Discount of Rs. 36 per equity share offered to eligible employees. All calculations are based on Issue Price of Rs. 383.00 per equity share
(3) Discount of Rs. 26 per equity share offered to eligible employees. All calculations are based on Issue Price of Rs. 281.00 per equity share
(4) Discount of Rs. 64 per equity share offered to eligible employees. All calculations are based on Issue Price of Rs. 679.00 per equity share
(5) Discount of Rs. 38 per equity share offered to eligible employees. All calculations are based on Issue Price of Rs. 401.00 per equity share
(6) Discount of Rs. 7 per equity share offered to eligible employees. All calculations are based on Issue Price of Rs. 76.00 per equity share
(7) Discount of Rs. 22 per equity share offered to eligible employees. All calculations are based on Issue Price of Rs. 450.00 per equity share
(8) Discount of Rs. 24 per equity share offered to eligible employees. All calculations are based on Issue Price of Rs. 263.00 per equity share

2. *Summary statement of price information of past issues (during current financial year and two financial years preceding the current financial year) handled by Axis Capital Limited*

Financial Year	Total no. of IPOs	Total amount of funds raised (Rs. Mn.)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th 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*	12	2,60,374.28	-	-	1	3	4	2	-	-	-	-	-	-
2023-24	28	2,70,174.98	-	-	8	5	8	7	-	1	4	10	5	8

Financial Year	Total no. of IPOs	Total amount of funds raised (Rs. Mn.)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th 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%
2022-23	9	2,95,341.82	-	1	3	-	3	2	-	1	1	-	5	2

* This data covers issues up to YTD

Notes:

1. Data is sourced either from www.nseindia.com or www.bseindia.com, as per the designated stock exchange disclosed by the respective Issuer Company.
2. Similarly, benchmark index considered is "NIFTY 50" where NSE is the designated stock exchange and "S&P BSE SENSEX" where BSE is the designated stock exchange, as disclosed by the respective Issuer Company.
3. 30th, 90th, 180th calendar day from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30th, 90th, 180th calendar day is a holiday, in which case we have considered the closing data of the previous trading day

B. Axis Capital Limited

1. Price information of past issues (during current financial year and two financial years preceding the current financial year) handled by Axis Capital Limited:

Sr.No.	Issue name	Issue size (₹ in million)	Issue price (₹)	Listing date	Opening price on listing date(in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30thcalendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90thcalendar days from listing	+/- % change in closingprice, [+/- % change inclosing benchmark]- 180th calendar days from listing
1	Bajaj Housing Finance Limited(2)	65,600.00	70.00	16-Sep-24	150.00	-	-	-
2	Baazar Style Retail Limited$ (1)	8,346.75	389.00	6-Sep-24	389.00	-	-	-
3	Interarch Building Products Limited!(2)	6,002.87	900.00	26-Aug-24	1,299.00	-	-	-
4	Ola Electric Mobility Limited# (2)	61,455.59	76.00	9-Aug-24	91.20	+44.17%, [+1.99%]	-	-
5	Akums Drugs and Pharmaceuticals Limited@ (2)	18,567.37	679.00	6-Aug-24	725.00	+32.10%, [+5.03%]	-	-
6	Emcure Pharmaceuticals Limited^(2)	19,520.27	1,008.00	10-Jul-24	1,325.05	+27.94%, [-0.85%]	-	-
7	Stanley Lifestyles Limited(1)	5,370.24	369.00	28-Jun-24	499.00	+55.96%, [+2.91%]	-	-
8	Le Travenues Technology Limited(1)	7,401.02	93.00	18-Jun-24	135.00	+86.34%, [+4.42%]	+67.63%, [+7.23%]	-
9	Awfis Space Solutions Limited*(2)	5,989.25	383.00	30-May-24	435.00	+34.36%, [+6.77%]	+100.18%, [+11.25%]	-
10	Go Digit General Insurance Limited(2)	26,146.46	272.00	23-May-24	286.00	+22.83%, [+2.32%]	+30.79%, [+7.54%]	-

Source: www.nseindia.com and www.bseindia.com
(1)BSE as Designated Stock Exchange
(2)NSE as Designated Stock Exchange
$ 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
** Offer Price was ₹ 347.00 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 (during current financial year and two financial years preceding the current financial year) handled by Axis Capital Limited:

Financial Year	Total no. of IPOs	Total funds raised (₹ in million)	Nos. of IPOs trading at discount on as on 30th calendar days from listing date			Nos. of IPOs trading at premium on as on 30th calendar days from listing date			Nos. of IPOs trading at discount as on 180th calendar days from listing date			Nos. of IPOs trading at premium as on 180th calendar days from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2024-2025*	12	282,657.91	-	-	-	4	4	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.

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 circular bearing number CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please see the websites of the Book Running Lead Managers, as provided in the table below:

S. No.	Name of the Book Running Lead Manager	Website
1.	ICICI Securities Limited	www.icicisecurities.com
2.	Axis Capital Limited	http://www.axiscapital.co.in

Redressal and Disposal of Investor Grievances by our Company

The Registrar Agreement provides for retention of records with the Registrar to the Offer for a period of at least eight years from the from the date of listing and commencement of trading of the Equity Shares to enable the Bidders to approach the Registrar to the Offer for redressal of their grievances.

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

All grievances, other than of Anchor Investors may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted, giving full details such as name of the sole or First Bidder, ASBA 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 ASBA Form and the name and address of the relevant Designated Intermediary 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 Offer.

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

In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22, dated February 15, 2018, 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 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, in terms of these circulars, the investors shall be compensated by the SCSBs at the rate higher of ₹ 100 or 15% per annum of the application amount in the events of delayed or withdrawal of applications, blocking of multiple accounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for the stipulated period. In an event there is a delay in redressal of the investor grievance, the Book Running Lead Managers shall compensate the investors at a rate higher than ₹ 100 or 15% per annum of the application amount.

The Registrar to the Offer shall obtain the required information from the SCSBs and Sponsor Bank(s) for addressing any clarifications or grievances of ASBA Bidders. Our Company, the Book Running Lead Managers and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under the SEBI ICDR Regulations. Bidders can contact the Company Secretary and Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post- Offer related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

Anchor Investors are required to address all grievances in relation to the Offer to the Book Running Lead Managers.

Disposal of Investor Grievances by our Company

Our Company estimates that the average time required by our Company or the Registrar to the Offer or the relevant Designated Intermediary, for the redressal of routine investor grievances shall be 10 Working Days from the date of receipt of the complaint, provided however, in relation to complaints pertaining to blocking/unblocking of funds, investor complaints shall be resolved on the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible. Each of the Selling Shareholder, severally and not jointly, has authorised our Compliance Officer and the Registrar to the Offer to redress any complaints received from Bidders in respect of its Offered Shares.

Our Company has also appointed Sunil Gupta, Company Secretary of our Company, as the Compliance Officer for the Offer. For details, see "*General Information*" on page 74.

Our Company has constituted a Stakeholders' Relationship Committee comprising Akash Garg as its Chairperson and Brijesh Aggarwal and Manisha Lahoti as its members which is responsible for redressal of grievances of security holders of our Company. For further details on the Stakeholders' Relationship Committee, see "*Our Management – Committees of the Board – Stakeholders' Relationship Committee*" on page 252.

Our Company shall obtain authentication on the SCORES in terms of the SEBI circular bearing number CIR/OIAE/1/2013 dated April 17, 2013 read with SEBI circular bearing number SEBI/HO/OIAE/IGRD/CIR/P/2021/642 dated October 14, 2021 and shall comply with SEBI circular bearing number CIR/OIAE/1/2014 dated December 18, 2014, SEBI Circular SEBI/HO/OIAE/IGRD/P/CIR/2022/0150 dated November 7, 2022 and SEBI circular bearing number SEBI/HO/OIAE/IGRD/CIR/P/2023/156 dated September 20, 2023 in relation to redressal of investor grievances through SCORES.

Our Company has not received any investor grievances in the last three Financial Years prior to the filing of this Draft Red Herring Prospectus. As on the date of this Draft Red Herring Prospectus, there are no outstanding investor grievances.

Our Company does not have any listed group companies or listed subsidiaries, as on the date of this Draft Red Herring Prospectus.

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

Any person connected with the Offer 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 initial public offer, except for fees or commission for services rendered in relation to the Offer.

SECTION VII: OFFER INFORMATION

TERMS OF THE OFFER

The Equity Shares proposed to be and Allotted pursuant to the Offer shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SCRA, SCRR, the MoA, AoA, SEBI Listing Regulations, the terms of the Red Herring Prospectus, the Prospectus, the abridged prospectus, the Bid cum Application Form, the Revision Form, the CAN/Allotment Advice and other terms and conditions as may be incorporated in other documents/ certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RBI, RoC and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by the SEBI, the RBI, the Government of India, the Stock Exchanges, the RoC and/or any other authorities while granting its approval for the Offer, to the extent and for such time as these continue to be applicable.

The Offer

The Offer comprises the Fresh Issue and the Offer for Sale by the Selling Shareholders. The fees and expenses relating to the Offer shall be borne by each of our Company and the Selling Shareholders in the manner agreed to among our Company and the Selling Shareholders and in accordance with applicable law. For details in relation to Offer expenses, see "*Objects of the Offer*" on page 101.

Ranking of Equity Shares

The Equity Shares proposed to be and Allotted/transferred in the Offer shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SCRA, SCRR, our MoA and AoA, and shall rank pari passu with the existing Equity Shares in all respects including dividends. The Allottees upon Allotment of Equity Shares under the Offer will be entitled to dividend and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, see "*Description of Equity Shares and Terms of the Articles of Association*" on page 441.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of the Companies Act, our Articles of Association and provisions of the SEBI Listing Regulations and any other guidelines or directions which may be issued by the Government in this regard. Dividends, if any, declared by our Company after the date of Allotment (pursuant to the transfer of Equity Shares from the Offer for Sale), will be payable to the Bidders who have been Allotted or transferred Equity Shares pursuant to the Offer, for the entire year, in accordance with applicable laws. For further details in relation to dividends, see "*Dividend Policy*" and "*Description of Equity Shares and Terms of the Articles of Association*" on pages 263 and 441, respectively.

Face Value, Offer Price and Price Band

The face value of each Equity Share is ₹ 10 and the Offer Price at the lower end of the Price Band is ₹ [●] per Equity Share and at the higher end of the Price Band is ₹ [●] per Equity Share. The Anchor Investor Offer Price is ₹ [●] per Equity Share.

The Price Band and the minimum Bid Lot will be decided by our Company, in consultation with the Book Running Lead Managers and in accordance with the Applicable Law, and shall be advertised in all editions of English national daily newspaper, [●] and all editions of Hindi national daily newspaper, [●] (Hindi also being the regional language of New Delhi, where our Registered Office is located) each with wide circulation, at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading the same on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the websites of the Stock Exchanges. The Offer Price shall be determined by our Company, in consultation with the Book Running Lead Managers and in accordance with the Applicable Law, after the Bid/Offer Closing Date on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process.

At any given point of time there shall be only one denomination of 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 our Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividends, if declared;

- Right to attend general meetings and exercise voting rights, unless prohibited by law;

- Right to vote on a poll either in person or by proxy or "e-voting", in accordance with the provisions of the Companies Act;

- Right to receive offers for rights shares and be allotted bonus shares, if announced;

- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;

- Right of free transferability of their Equity Shares, subject to applicable laws including any RBI rules and regulations; and

- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI Listing Regulations and our Articles of Association.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission, consolidation or sub-division, see "*Description of Equity Shares and Terms of the Articles of Association*" on page 441.

Allotment only in Dematerialised Form

Pursuant to Section 29 of the Companies Act and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialised form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed amongst our Company, the respective Depositories and the Registrar to the Offer:

- Tripartite agreement dated June 3, 2019 amongst our Company, CDSL and the Registrar to the Offer; and

- Tripartite agreement dated May 13, 2019 between our Company, NSDL and the Registrar to the Offer.

Market Lot and Trading Lot

Since trading of the Equity Shares is in dematerialised form, the tradable lot is one Equity Share. Allotment in the Offer will be only in dematerialised and electronic form in multiples of one Equity Share subject to a minimum Allotment of [●] Equity Shares. For details on the Basis of Allotment, see "*Offer Procedure*" on page 419.

Joint Holders

Subject to the provisions contained in our Articles of Association, where two or more persons are registered as the holders of the Equity Shares, they shall be entitled to hold the same as joint tenants with benefits of survivorship.

Jurisdiction

Exclusive jurisdiction for the purpose of the Offer is with the competent courts and/or authorities in New Delhi, India.

Period of operation of subscription list

See "– *Bid/ Offer Programme*" on page 412.

Nomination facility to Bidders

In accordance with Section 72 of the Companies Act read with the Companies (Share Capital and Debentures) Rules, 2014, as amended, the sole Bidder, or the first Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest to the exclusion of all other persons, unless the nomination is modified or cancelled in the prescribed manner. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which 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 or alienation of Equity Share(s) by the person nominating. A nomination may be cancelled or modified by nominating any other person in place of the present nominee, by the holder of the Equity Shares who made the nomination, by giving a notice of such cancellation or variation to our Company. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered and Corporate Office or to the registrar and transfer agent of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act 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 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 Offer will be made only in dematerialised mode there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Bidder would prevail. If the Bidder wants to change their nomination, they are requested to inform their respective Depository Participant.

Withdrawal of the Offer

Our Company, in consultation with the Book Running Lead Managers and in accordance with the Applicable Law, reserve the right not to proceed with the Fresh Issue, and the Selling Shareholders, severally and not jointly, reserve the right not to proceed with the Offer for Sale, in whole or in part thereof, to the extent of their respective Offered Shares, after the Bid/ Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/ Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. The Book Running Lead Managers, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Banks (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. Our Company shall also inform the same to the Stock Exchanges on which the Equity Shares are proposed to be listed. In terms of the UPI Circulars, in relation to the Offer, the Book Running Lead Managers will submit reports of compliance with applicable listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it. Further, in case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding three Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day for the entire duration of delay exceeding three Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Managers shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Notwithstanding the foregoing, the Offer 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) the final RoC approval of the Prospectus after it is filed with the RoC. If our Company, in consultation with the Book Running Lead Managers and in accordance with the Applicable Law, may withdraw the Offer after the Bid/Offer Closing Date and thereafter determine that they will proceed with a public offering of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI and the Stock Exchanges.

Bid/Offer Programme

BID/OFFER OPENS ON	[●] (1)
BID/OFFER CLOSES ON	**[●] (2)(3)**

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

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

(3) *UPI mandate end time and date shall be at 5.00 p.m. on Bid/Offer Closing Date.*

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
Bid / Offer Closing Date	On or about [●]
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account*	On or about [●]
Credit of Equity Shares to demat accounts of Allottees	On or about [●]

Event	Indicative Date
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 two Working Days from the Bid/Offer Closing Date for cancelled / withdrawn / deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding two Working Days from the Bid/Offer Closing Date by the SCSB responsible for causing such delay in unblocking. The BRLM(s) shall, in their sole discretion, identify and fix liability on such intermediary or entity responsible for such delay in unblocking. The Bidder shall be compensated in the manner specified in the SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 and SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular No: SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022 and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs, to the extent applicable. The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, read with SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022. which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs, to the extent applicable.*

The above timetable is indicative and does not constitute any obligation or liability on our Company or the Selling Shareholders or the Book Running Lead Managers.

Whilst our Company and the Selling Shareholders 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/Offer Closing Date or such other time as may be prescribed by SEBI, the timetable may be subject to change due to various factors, such as extension of the Bid/Offer Period by our Company, in consultation with the Book Running Lead Managers and in accordance with the Applicable Law, revision of the Price Band or delay in receipt of final certificates from SCSBs, etc resulting in delay in receiving the final listing and trading approval from the Stock Exchanges. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. Each of the Selling Shareholders confirm severally and not jointly, that it shall extend reasonable co-operation in relation to the Offered Shares required by our Company and the Book Running Lead Managers for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within three Working Days from the Bid/Offer Closing Date or such other time as may be prescribed by SEBI.

In terms of the UPI Circulars, in relation to the Offer, the BRLMs will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within three Working Days from the Bid/Offer Closing Date, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

<u>In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated for the entire duration of delay exceeding two Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking, in the manner specified in the UPI Circulars, to the extent applicable, which for the avoidance of doubt, shall be deemed to be incorporated herein. The Book Running Lead Managers shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.</u>

Any circulars or notifications from SEBI after the date of this Draft Red Herring Prospectus may result in changes to the listing timelines. Further, the offer procedure is subject to change basis any revised SEBI circulars to this effect.

Submission of Bids (other than Bids from Anchor Investors):

Bid/Offer Period (except the Bid/Offer Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. Indian Standard Time ("**IST**")

Bid/Offer Closing Date*	
Submission of Electronic Applications (Online ASBA through 3-in-1 accounts) – For RIBs other than QIBs and NIBs	Only between 10.00 a.m. and up to 5.00 p.m. IST
Submission of Electronic Applications (Bank ASBA through Online channels like Internet Banking, Mobile Banking and Syndicate UPI ASBA applications where Bid Amount is up to ₹ 0.50 million)	Only between 10.00 a.m. and up to 4.00 p.m. IST
Bid/Offer Period (except the Bid/Offer Closing Date)	
Submission of Electronic Applications (Syndicate Non-Retail, Non- Individual Applications)	Only between 10.00 a.m. and up to 3.00 p.m. IST
Submission of Physical Applications (Bank ASBA)	Only between 10.00 a.m. and up to 1.00 p.m. IST
Submission of Physical Applications (Syndicate Non-Retail, Non- Individual Applications where Bid Amount is more than ₹ 0.50 million	Only between 10.00 a.m. and up to 12.00 p.m. IST
Modification/ Revision/cancellation of Bids	
Modification of Bids by QIBs and NIB categories and modification/cancellation of Bids by Retail Individual Bidders#	Only between 10.00 a.m. and up to 4.00 p.m. IST

* *UPI mandate end time and date shall be at 5.00 p.m. on Bid/Offer Closing Date.*

\# *QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids.*

On the Bid/Offer Closing Date, the Bids shall be uploaded until:

(i) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and

(ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by RIBs.

On Bid/Offer Closing Date, extension of time will be granted by Stock Exchanges only for uploading Bids received from the RIBs, after taking into account the total number of Bids received and as reported by the Book Running Lead Managers to the Stock Exchanges.

The Registrar to the Offer shall submit the details of cancelled/withdrawn/deleted applications to the SCSBs on daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date till the Bid/Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLMs and the RTA 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 shall be processed only after the application monies are blocked in the ASBA Account and Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Offer Closing Date and in any case no later than 1:00 p.m. IST on the Bid/ Offer Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Offer Closing Date, 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 Offer. Bids and any revision in Bids will be accepted only during Monday to Friday (excluding any public/ bank holiday). Bidders 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. None of our Company, each of the Selling Shareholders or any member of the Syndicate is liable for any failure in uploading the Bids due to faults in any software or hardware system or blocking of application amount by SCSBs on receipt of instructions from the Sponsor Banks due to any errors, omissions, or otherwise non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in the UPI Mechanism. The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period till 5.00 pm on the Bid/Offer Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Issue for further processing.

In case of any discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid cum Application Form, for a particular 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.

Our Company, in consultation with the Book Running Lead Managers and subject to Applicable Law, reserve the right to revise the Price Band during the Bid/Offer Period in accordance with the Applicable Law. 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, but the Floor Price shall 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. The Floor Price shall not be less than the face value of the Equity Shares.

In case of any revision to the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company may in consultation with the BRLMs and in accordance with Applicable Law, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of three Working Days, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will 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 SCSBs, other Designated Intermediaries and the Sponsor Banks, as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.

In case of discrepancy in data entered in the electronic book vis-vis data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

Minimum Subscription

If our Company does not receive the minimum subscription in the Offer as specified under Rule 19(2)(b) of the SCRR or the minimum subscription of 90% of the Fresh Issue on the Bid/Offer Closing Date; or subscription level falls below aforesaid minimum subscription after the Bid/Offer 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 60 days from the date of Bid/ Offer Closing Date or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares in the Offer, our Company shall forthwith refund the entire subscription amount received in accordance with applicable law including the SEBI circular bearing no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and SEBI master circular no.SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023. 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.

The requirement for minimum subscription is not applicable to the Offer for Sale. In case of under-subscription in the Offer, after meeting the minimum subscription requirement of 90% of the Fresh Issue, the balance subscription in the Offer will be met in the following order of priority: (i) such number of equity shares will first be Allotted by the Company such that 90% of the Fresh Issue portion is subscribed; (ii) upon achieving (i), such number of Offered Shares offered by the Selling Shareholders will be Allotted, in the same pro rata proportion as the Equity Shares offered by such Selling Shareholders in the Offer or in any other manner as may be mutually agreed between the Selling Shareholders; and (ii) through the issuance of balance 10% of the Fresh Issue portion.

Undersubscription, 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 and the Selling Shareholders, in consultation with the Book Running Lead Managers and the Designated Stock Exchange, in accordance with the Applicable Law.

Further, our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be Allotted shall not be less than 1,000 in compliance with Regulation 49(1) of SEBI ICDR Regulations.

Arrangements for Disposal of Odd Lots

Since the Equity Shares will be traded in dematerialised form only, and the market lot for our Equity Shares will be one Equity Share, no arrangements for disposal of odd lots are required.

New Financial Instruments

Our Company is not issuing any new financial instruments through this Offer.

Restrictions, if any on Transfer and Transmission of Equity Shares

Except for the lock-in of the pre-Offer Equity Share capital of our Company, lock-in of the Promoters' minimum contribution and the Anchor Investor lock-in as provided in "*Capital Structure*" on page 82, there are no restrictions on transfer or transmission of Equity Shares and their consolidation or sub-division. For details see "*Description of Equity Shares and Terms of the Articles of Association*" on page 441.

OFFER STRUCTURE

The Offer is of up to [●] Equity Shares of face value of ₹ 10 each at the Offer Price of ₹ [●] per Equity Share for cash (including a share premium of ₹ [●] per Equity Share) aggregating up to ₹ [●] million comprising a Fresh Issue of up to [●] Equity Shares of face value of ₹ 10 each of face value of ₹ 10 aggregating up to ₹ 1,500 million and an Offer of Sale of up to 22,213,852 Equity Shares of face value of ₹ 10 each of face value of ₹ 10 aggregating up to ₹ [●] million by the Selling Shareholders.

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

The Offer comprises an Offer of up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million. The Offer and shall constitute [●] % and [●] %, respectively of the post-Offer paid-up Equity Share capital of our Company.

Particulars	QIBs(1)	Non-Institutional Bidders	Retail Individual Bidders
Number of Equity Shares available for Allotment/ allocation*(2)	Not less than [●] Equity Shares of face value of ₹ 10 each	Not more than [●] Equity Shares of face value of ₹ 10 each available for allocation or Offer less allocation to QIB Bidders and Retail Individual Bidders	Not more than [●] Equity Shares of face value of ₹ 10 each available for allocation or Offer less allocation to QIB Bidders and Non- Institutional Bidders
Percentage of Offer size available for Allotment/ allocation	Not less than 75% of the Offer being available for allocation to QIB Bidders. However, 5% of the Net QIB Portion (excluding the Anchor Investor Portion) will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion	Not more than 15% of the Offer, or the Offer less allocation to QIB Bidders and Retail Individual Bidders will be available for allocation.	Not more than 10% of the Offer or the Offer less allocation to QIB Bidders and Non-Institutional Bidders will be available for allocation
Basis of Allotment if respective category is oversubscribed*	Proportionate as follows (excluding the Anchor Investor Portion): (a) Up to [●] Equity Shares of face value of ₹ 10 each shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) Up to [●] Equity Shares of face value of ₹ 10 each shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. Up to [●] Equity Shares of face value of ₹ 10 each may be allocated on a discretionary basis to Anchor Investors	One third of the portion available to Non-Institutional Bidders being [●] Equity Shares of face value of ₹ 10 each are reserved for bidders Biddings more than ₹ 0.2 million and up to ₹ 1.00 million. Two third of the portion available to Non-Institutional Bidders being [●] Equity Shares of face value of ₹ 10 each are reserved for bidders Biddings more than ₹ 1.00 million. Allotment of to Non-Institutional Investor shall not be less than ₹ 0.2 million, and any balance Equity Shares, if any, shall be allotted on a proportionate basis.	The allotment to each Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be Allotted on a proportionate basis. For further details, see "*Offer Procedure*" on page 419.
Minimum Bid	Such number of Equity Shares that the Bid Amount exceeds ₹ 0.20 million and in multiples of [●] Equity Shares of face value of ₹ 10 each thereafter	Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹ 10 each that the Bid Amount exceeds ₹ 0.20 million.	[●] Equity Shares of face value of ₹ 10 each
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹ 10 each not exceeding the size of the Offer (excluding the Anchor Investor Portion), subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹ 10 each not exceeding the size of the Offer (excluding the QIB portion), subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹ 10 each so that the Bid Amount does not exceed ₹ 0.20 million

Particulars	QIBs[1]	Non-Institutional Bidders	Retail Individual Bidders
Mode of Allotment	Compulsorily in dematerialised form		
Bid Lot	[●] Equity Shares of face value of ₹ 10 each and in multiples of [●] Equity Shares of face value of ₹ 10 each thereafter		
Allotment Lot	[●] Equity Shares of face value of ₹ 10 each and in multiples of one Equity Share thereafter		
Trading Lot	One Equity Share		
Who can apply[3] [4]	Public financial institutions as specified in Section 2(72) of the Companies Act, scheduled commercial banks, Mutual Funds, FPIs (other than individuals, corporate bodies and family offices), VCFs, AIFs, FVCIs registered with SEBI, multilateral and bilateral development financial institutions, state industrial development corporation, insurance company registered with IRDAI, provident funds with minimum corpus of ₹250 million, pension funds with minimum corpus of ₹250 million registered with the Pension Fund Regulatory and Development Authority established under section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, National Investment Fund set up by the Government of India, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important NBFCs.	Resident Indian individuals, Eligible NRIs, HUFs (in the name of the karta), companies, corporate bodies, scientific institutions societies and trusts and any individuals, corporate bodies and family offices including FPIs which are individuals, corporate bodies and family offices	Resident Indian individuals, Eligible NRIs and HUFs (in the name of the karta)
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[5] In case of all other Bidders: Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank(s) through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form.		
Mode of Bid	ASBA only (excluding the UPI mechanism) except for Anchor Investors	ASBA only (including the UPI mechanism), to the extent of bids up to ₹ 500,000	ASBA only (including the UPI mechanism)

* *Assuming full subscription in the Offer. The ASBA application shall be processed only after the application money is blocked in the investor's bank accounts in accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and NSE Circular No. 25/2022 dated August 3, 2022.*

(1) *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. 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. For details, see "Offer Procedure" beginning on page 419.*

(2) *Subject to valid Bids being received at or above the Offer Price. This Offer is being made in accordance with Rule 19(2)(b) of the SCRR and under Regulation 6(2) of the SEBI ICDR Regulations.*

(3) *Anchor Investors are not permitted to use the ASBA process.*

(4) *In case of joint Bids, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders.*

(5) *Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Offer Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.*

Bids by FPIs with certain structures as described under "*Offer Procedure – Bids by FPIs*" on page 426 and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, the Underwriters, their respective directors, officers, agents, affiliates, investment managers (and their employees) and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

Subject to valid Bids being received at or above the Offer Price, undersubscription, if any, in any category except the QIB Portion, would be met with spill-over from the other categories or a combination of categories at the discretion of our Company, in consultation with the Book Running Lead Managers, and the Designated Stock Exchange, in accordance with Applicable Law. For further details, please see the section entitled "*Terms of the Offer*" on page 410.

OFFER PROCEDURE

*All Bidders should read the General Information Document prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars (the "**General Information Document**") which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the abridged prospectus accompanying the Bid cum Application Form. The General Information Document is available on the websites of the Stock Exchanges and the Book Running Lead Managers. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer especially in relation to the process for Bids by UPI Bidders through the UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section.*

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of CAN and Allotment in the Offer; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) designated date; (viii) disposal of applications; (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 UPI Bidders applying through Designated Intermediaries was made effective along with the process and 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 was discontinued and only the UPI Mechanism for such Bids with 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 extended the timeline for implementation of UPI Phase II until further notice. The final reduced timeline will be made effective using the UPI Mechanism for applications by UPI Bidders ("**UPI Phase III**"), as may be prescribed by the SEBI. Pursuant to SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, the final reduced timeline of T+3 days using the UPI Mechanism for applications by UPI Bidders has been made voluntary for public issues opening on or after September 1, 2023, and mandatory for public issues opening on or after December 1, 2023 ("**T+3 Circular**"). Accordingly, the Offer will be undertaken as per the processes and procedures under UPI Phase III, subject to any circulars, clarification or notification issued by the SEBI from time to time.*

Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 SEBI circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022 and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023. has introduced certain additional measure for streamlining process for initial public offers and redressing investor grievances. Subsequently, vide 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) to the extent relevant for RTAs, and rescinded these circulars. Further, 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 and shall also provide their UPI ID in the Bid cum Application Form submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar. This circular shall come into force for initial public offers opening on/or after May 1, 2022, and the provisions of this circular are deemed to form part of this Draft Red Herring Prospectus. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings shall be processed only after application monies are blocked in the bank accounts of investors (all categories). Accordingly, Stock Exchanges shall, for all categories of investors and other reserved categories and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.

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.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated in accordance with applicable law. The Book Running Lead Managers shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Additionally, SEBI has reduced the time period for refund of application monies from 15 days to two days.

Further, Investors shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with Applicable Laws and did not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus. Further, our Company, the Selling Shareholders and the Syndicate are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Offer.

Our Company, the Selling Shareholders, severally and not jointly and the members of the Syndicate 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 the Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus. Further, our Company, the Selling Shareholders and the Members of Syndicate are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Offer.

Book Building Procedure

The Offer 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 and in compliance with Regulation 6(2) of the SEBI ICDR Regulations, wherein not less than 75% of the Offer shall be allocated on a proportionate basis to the 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. 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 only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not more than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors and not more than 10% of the Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. All potential Bidders (except Anchor Investors) are required to mandatorily utilise the ASBA process providing details of their respective ASBA accounts, and UPI ID (in case of UPI Bidders) if applicable, in which the corresponding Bid Amounts will be blocked by the SCSBs or under the UPI Mechanism, as applicable.

Under-subscription, if any, in any category, except the QIB Portion, would be allowed to be met with spill-over from any other category or categories, as applicable, at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange, subject to receipt of valid Bids received at or above the Offer Price. Under-subscription, if any, in the Net QIB Portion, will not be allowed to be met with spill-over from any other category or a combination of categories.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories, at the discretion of our Company, in consultation with the Book Running Lead Managers, and the Designated Stock Exchange and subject to Applicable Law. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from any other category or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the 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, 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 DP ID, Client ID, UPI ID (in case of UPI Bidders using the UPI Mechanism) and PAN, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialised subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.

Phased implementation of UPI for Bids by RIBs as per the UPI Circulars

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of *inter alia*, equity shares, and convertibles by introducing alternate payment mechanism using UPI. Pursuant to the UPI Circulars, the 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 ASBA) for applications by UPI Bidders through Designated 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 the UPI Mechanism in three phases in the following manner:

Phase I: This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, a RIB had the option to submit the ASBA Form with any of the Designated Intermediary and use his/ her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

Phase II: This phase has become applicable from July 1, 2019. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 had extended the timeline for implementation of UPI Phase II till March 31, 2020. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 decided to continue Phase II of UPI with ASBA until further notice. Under this phase, submission of the ASBA Form by UPI Bidders through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds has been discontinued and is replaced by the UPI Mechanism. However, the time duration from public issue closure to listing would continue to be six Working Days during this phase.

Phase III: This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("**T+3 Notification**"). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Offer shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

Pursuant to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 issued by SEBI, as amended by the SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated April 20, 2022, and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 (the "**UPI Streamlining Circular**"), SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Streaming Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the post – Offer Book Running Lead Managers will be required to compensate the concerned investor.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI. The Offer is being made under Phase II of the UPI Circulars, unless Phase III of the UPI Circulars becomes effective and applicable on or prior to the Bid/Offer Opening Date. The Company will be required to appoint one of the SCSBs as 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 Mechanism.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such SCSBs make an application as prescribed in Annexure I of SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021,SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022. Such application shall be given 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.

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. UPI Bidders using the UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the Book Running Lead Managers. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the post – Offer BRLM will be required to compensate the concerned investor.

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 the relevant Bidding Centres, and at our Registered and Corporate Office. An electronic copy of the Bid cum Application Form will also be available for download on the websites of NSE (www.nseindia.com) and BSE (www.bseindia.com) at least one day prior to the Bid/ Offer Opening Date. Copies of the Anchor Investor Application Form will be available with the Book Running Lead Managers

UPI Bidders 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. Applications made by the RIBs using third party bank account or using third party linked bank account UPI ID are liable for rejection.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process. ASBA Bidders must provide either (i) the bank account details and authorisation to block funds in their respective ASBA Form, or (ii) the UPI ID (in case of UPI Bidders), as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details will be rejected. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. UPI Bidders using UPI Mechanism, shall submit their ASBA Forms with Syndicate Members, Registered Brokers, RTA or Depository Participants. ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB or the Sponsor Banks, as applicable at the time of submitting the Bid as 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 SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, which shall be effective from September 1, 2022. Stock Exchanges shall accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.

The circular shall be applicable for all categories of investors viz. Retail, QIB and NIB and also for all modes through which the applications are processed. In order to ensure timely information to Bidders, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked/ unblocked.

The Sponsor Banks shall host a web portal for intermediaries (closed user group) from the date of Bid/Offer Opening Date till the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Offer Bidding process.

The prescribed colour of the Bid cum Application Form for the various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians, including QIBs, Non-institutional Bidders and Retail Individual Bidders, each resident in India and Eligible NRIs applying on a non-repatriation basis	[●]
Non-Residents including Eligible NRIs, their sub-accounts (other than sub-accounts which are foreign corporates or foreign individuals under the QIB Portion), FPIs or FVCIs registered multilateral and bilateral development financial institutions applying on a repatriation basis	[●]
Anchor Investors	[●]**

* *Excluding electronic Bid cum Application Form*

* *Electronic Bid cum Application forms will also be available for download on the website of NSE (www.nseindia.com) and BSE (www.bseindia.com).*

** *Bid cum Application Forms for Anchor Investors will be made available at the office of the Book Running Lead Managers.*

Electronic Bid cum Application forms will also be available for download on the website of NSE (www.nseindia.com) and BSE (www.bseindia.com).

The relevant Designated Intermediaries shall upload the relevant Bid details included in the ASBA forms, (including the UPI ID under the UPI Mechanism) in the electronic bidding system of the Stock Exchanges. Subsequently, for ASBA Forms (other than UPI Bidders), 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. 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.

For UPI Bidders using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Banks 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 Banks shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI mandate request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate the UPI Bidders in case of failed transactions shall be with the concerned entity (i.e.,the Sponsor Bank(s), NPCI or the Bankers to the Offer) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Bank(s) and the issuer bank. The Sponsor Bank(s) and the Bankers to the Offer shall provide the audit trail to the Book Running Lead Managers for analysing the same and fixing liability.

The Sponsor Bank shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account.

In accordance with BSE Circular No: 20220803-40 and NSE Circular No: 25/2022, each dated August 3, 2022, the following changes should be noted by the Bidders:

a) Cut-off time for acceptance of UPI mandate shall be up to 5:00 pm on the Bid/Offer Closing Date and existing process of UPI bid entry by the Syndicate Members, Registrar to the Offer and Depository Participants shall continue till further notice.

b) There shall be no T+1 mismatch modification session for PAN-DP mismatch and bank/ location code on T+1 day for already uploaded Bids. The dedicated window provided for mismatch modification on T+1 day has been discontinued.

c) Bid entry and modification/ cancellation (if any) shall be allowed in parallel to the regular bidding period up to 5.00 pm on the Bid/Offer Closing Date.

d) The Stock Exchanges shall display Offer demand details on their website and for UPI Bids the demand shall include/ consider UPI bids only with latest status as 'RC 100 – Black Request Accepted by Investor/ Client', based on responses/ status received from the Sponsor Banks.

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 relevant intermediary at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks. The Sponsor Banks and the Bankers to the Offer shall provide the audit trail to the Book Running Lead Managers for analysing the same and determining/fixing the liability. For ensuring timely information to investors, SCSBs shall send SMS alerts for mandate block and unblock including details specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 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/DIL2/P/CIR/2022/75 dated May 30, 2022.

For ensuring timely information to investors, SCSBs shall send SMS alerts for mandate block and unblock including details specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 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 pm IST on the Bid/Offer Closing Date ("**Cut-Off Time**"). Accordingly, UPI Bidders 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. Further, modification/cancellation of Bids (if any) shall be allowed in parallel during the Bid/Offer Period until the Cut-Off Time.

The Sponsor Banks 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 Banks will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the Book Running Lead Managers in the format and within the timelines as specified under the UPI Circulars. Sponsor Banks 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 Banks on a continuous basis.

The Sponsor Bank(s) shall host a web portals for intermediaries (closed user group) from the date of Bid/Offer Opening Date until the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Offer Bidding process.

The processing fees for applications made by the UPI Bidders may be released to the SCSBs only after such SCSBs provide a written confirmation in compliance with the SEBI RTA Master Circular, in a format prescribed by SEBI or applicable law.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any other applicable law of the United States 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 only outside 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 occur..

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Electronic registration of Bids

a) 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 Offer.

b) On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids until such time as may be permitted by the Stock Exchanges and as disclosed in the Red Herring Prospectus.

c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given until 5:00 pm on the Bid/Offer Closing Date to modify select fields uploaded in the stock exchange platform during the Bid/Offer Period after which the Stock Exchange(s) send the Bid information to the Registrar to the Offer for further processing.

d) QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids.

Participation by Promoters, Promoter Group, the Book Running Lead Managers, the Syndicate Members and persons related to Promoters/Promoter Group/the Book Running Lead Managers

The Book Running Lead Managers and the Syndicate Members shall not be allowed to purchase Equity Shares in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Book Running Lead Managers and the Syndicate Members may Bid for Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, or in any other manner as introduced under the applicable laws 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 Book Running Lead Managers and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Except as stated below, neither the Book Running Lead Managers nor any associate of the Book Running Lead Managers can apply in the Offer under the Anchor Investor Portion:

(i) mutual funds sponsored by entities which are associate of the Book Running Lead Managers;

(ii) insurance companies promoted by entities which are associate of the Book Running Lead Managers;

(iii) AIFs sponsored by the entities which are associate of the Book Running Lead Managers; or

(iv) FPIs other than individuals, corporate bodies and family offices which are associate of the Book Running Lead Managers;

(v) Pension funds sponsored by entities which are associate of the Book Running Lead Managers.

Further, an Anchor Investor shall be deemed to be an associate of the BRLMs, if: (a) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or (b) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (c) there is a common director, excluding a nominee director, among the Anchor Investor and the BRLMs.

Further, except for the sale of Equity Shares by the Selling Shareholders, our Promoters and members of the Promoter Group shall not participate by applying for Equity Shares in the Offer.

However, a qualified institutional buyer who has any of the following rights in relation to the Company shall be deemed to be a person related to the Promoters or Promoter Group of our Company:

(i) rights under a shareholders' agreement or voting agreement entered into with the Promoters or Promoter Group of our Company;

(ii) veto rights; or

(iii) right to appoint any nominee director on our Board.

Further, an Anchor Investor shall be deemed to be an "associate of the Book Running Lead Managers" if:

(i) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or

(ii) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or

(iii) there is a common director, excluding nominee director, amongst the Anchor Investors and the Book Running Lead Managers.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the Book Running Lead Managers, reserve the right to reject any Bid without assigning any reason thereof, in accordance with the Applicable Law.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which such Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its NAV 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 fund or sector or industry specific scheme. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by Eligible NRIs

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents ([●] in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents ([●] in colour). Only Bids accompanies by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment.

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Eligible NRI Bidders Bidding on a repatriation basis by using the Non-Resident Forms should authorize their SCSB (if they are Bidding directly through the SCSB) or confirm or accept the UPI Mandate Request (in case of RIBs Bidding through the UPI Mechanism) to block their Non-Resident External ("**NRE**") accounts, or Foreign Currency Non- Resident ("**FCNR**") Accounts, and eligible NRI Bidders Bidding on a non-repatriation basis by using Resident Forms should authorize their respective SCSBs (if they are Bidding directly through SCSB) or confirm or accept the UPI Mandate Request (in case of RIBs Bidding through the UPI Mechanism) to block their Non-Resident Ordinary ("**NRO**") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. Participation of Eligible NRIs in the Offer shall be subject to the FEMA Rules. Participation of Eligible NRIs in the Offer shall be subject to the FEMA Rules and a limit of 5% of the total paid-up capital of the Company on a fully diluted basis shall be applicable on investments by Eligible NRIs. In accordance with the FEMA Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

NRIs will be permitted to apply in the Offer through Channel I or Channel II (as specified in the UPI Circulars). Further, subject to applicable law, NRIs may use Channel IV (as specified in the UPI Circulars) to apply in the Offer, provided the UPI facility is enabled for their NRE/ NRO accounts.

NRIs applying in the Offer using UPI Mechanism are advised to enquire with the relevant bank whether their bank account is UPI linked prior to making such applications.

For details of restrictions on investment by NRIs, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 440.

Participation of Eligible NRIs in the Offer shall be subject to the FEMA Rules. Only Bids accompanied by payment in Indian rupees or fully converted foreign exchange will be considered for Allotment.

Bids by HUFs

Bids by Hindu Undivided Families or HUFs should be made, in the individual name of the *Karta*. The Bidder/applicant 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/applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta*". Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals.

Bids by FPIs

An FPI may purchase or sell equity shares of an Indian company which is listed or to be listed on a recognised stock exchange in India, and/or may purchase or sell securities other than equity instruments.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

In terms of the SEBI FPI Regulations, the investment in Equity Shares by a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities registered as FPIs and directly or indirectly having common ownership of more than 50% or common control) must be below 10% of our total paid-up Equity Share capital on a fully diluted basis. Further, in terms of the FEMA NDI Rules, the total holding by each FPI (or a group) shall be less than 10% of the total paid- up Equity Share capital of our Company on a fully diluted basis and the aggregate limit for FPI investments shall be sectoral caps applicable to our Company, which is 100% of the total paid-up Equity Share capital of our Company on a fully diluted basis.

In terms of the FEMA NDI 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 and the Selling Shareholders reserves the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non-Residents (blue in colour).

As specified in the General Information Document, it is hereby clarified that bids received from FPIs bearing the same PAN shall be treated as multiple Bids and are liable to be rejected, except for Bids from FPIs that utilize the multiple investment manager structure in accordance with SEBI master circular bearing reference number SEBI/HO/AFD-2/CIR/P/2022/175 dated December 19, 2022 ("**MIM Structure**"), provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs. Accordingly, it should be noted that multiple Bids received from FPIs, who do not utilize the MIM Structure, and bear the same PAN, are liable to be rejected. In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure and indicate the name of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Bids are liable to be rejected. Further, in the following cases, the bids by FPIs will not be considered as multiple Bids: involving (i) the MIM Structure and indicating the name of their respective investment managers in such confirmation; (ii) offshore derivative instruments ("**ODI**") which have obtained separate FPI registration for ODI and proprietary derivative investments; (iii) sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration; (iv) 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; (v) multiple branches in different jurisdictions of foreign bank registered as FPIs; (vi) Government and Government related investors registered as Category 1 FPIs; and (vii) Entities registered as Collective Investment Scheme having multiple share classes.

With effect from April 1, 2020, the aggregate limits for FPI investments are the sectoral caps applicable to our Company (i.e. up to 100% under the automatic route).

An FPI may purchase or sell equity shares of an Indian company which is listed or to be listed on a recognised stock exchange in India, and/or may purchase or sell securities other than equity instruments.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

To ensure compliance with the above requirement, SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Offer to ensure there is no breach of the investment limit, within the timelines for issue procedure, as prescribed by SEBI from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to *inter alia* the following conditions:

(a) such offshore derivative instruments are transferred only to persons in accordance with Regulation 21(1) of the SEBI FPI Regulations; and

(b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

Participation of FPIs in the Offer shall be subject to the FEMA NDI Rules.

Please note that in terms of the General Information Document, the maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under applicable laws. Further, MIM Bids by an FPI Bidder utilising the MIM Structure shall be aggregated for determining the permissible maximum Bid. Further, please note that as disclosed in this Draft Red Herring Prospectus read with the General Information Document, Bid Cum Application Forms are liable to be rejected in the event that the Bid in the Bid cum Application Form "*exceeds the Offer 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 this Draft Red Herring Prospectus.*"

For example, an FPI must ensure that any Bid by a single FPI and/ or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) (collective, the "**FPI Group**") shall be below 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis. Any Bids by FPIs and/ or the FPI Group (including but not limited to (a) FPIs Bidding through the MIM Structure; or (b) FPIs with separate registrations for offshore derivative instruments and proprietary derivative instruments) for 10% or more of our total paid-up post Offer Equity Share capital shall be liable to be rejected.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, insurance finds set up by the army, navy or air force of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹ 250 million and pension funds with a minimum corpus of ₹ 250 million registered with the Pension Fund Regulatory and Development Authority established under section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013 (in each case, subject to applicable law and in accordance with their respective constitutional documents), a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws, as applicable must be lodged along with the Bid cum Application Form. Failing this, our Company and Selling Shareholders reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof.

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

Bids by SEBI registered VCFs, AIFs and FVCIs

The SEBI FVCI Regulations as amended, *inter alia*, prescribe the investment restrictions on VCFs, and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs. Accordingly, the holding in any company by any individual VCF or FVCI registered with SEBI should not exceed 25% of the corpus of the VCF or FVCI. Further, VCFs and 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 an investee company directly or through investment in the units of other AIF. A Category III AIF cannot invest more than 10% of the investible funds in an investee company directly or through investment in the units of other AIF. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Pursuant to the repeal of the SEBI VCF Regulations, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations 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. Our Company, the Selling Shareholders, severally and not jointly, and the Book Running Lead Managers will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Participation of VCFs, AIFs or FVCIs in the Offer shall be subject to the FEMA Rules.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Bids by Limited Liability Partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the Book Running Lead Managers reserve the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company, in consultation with the Book Running Lead Managers reserves the right to reject any Bid without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended ("**Banking Regulation Act**"). and the Master Direction - Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended, is 10% of the paid-up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10% of the banking company's own paid- up share capital and reserves, whichever is less. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank's paid-up share capital and reserves.

However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid- up share capital of such investee company, subject to prior approval of the RBI, if (i) the investee company is engaged in non-financial activities permitted for banking companies in terms of Section 6(1) of the Banking Regulation Act; (ii) the additional acquisition is through restructuring of debt, or to protect the banking company's interest on loans/investments made to a company; (iii) hold along with its subsidiaries, associates or joint ventures or entities directly or indirectly controlled by the bank; and mutual funds managed by asset management companies controlled by the bank, more than 20% of the investee company's paid up share capital engaged in non-financial services. However, this cap doesn't apply to the cases mentioned in (i) and (ii) above.

Further, the aggregate investment by a banking company in all its subsidiaries and other entities engaged in financial services and non-financial services, including overseas investments, cannot exceed 20% of the banking company's paid up share capital and reserves.

The banking company is required to submit a time-bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of RBI to make investment in a (i) subsidiary or a financial services company that is not a subsidiary (with certain exceptions prescribed); and (ii) non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in para 5(a)(v)(c)(i) of the Master Direction - Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the circulars bearing numbers CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013 dated September 13, 2012 and January 2, 2013, respectively, issued by SEBI. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

Bids by Insurance Companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the Book Running Lead Managers reserve the right to reject any Bid without assigning any reason thereof, subject to Applicable Law.

The exposure norms for insurers are prescribed under the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016, as amended ("**IRDAI Investment Regulations**"), 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. Insurance companies participating in the Offer 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 Provident Funds/Pension Funds

In case of Bids made by provident funds/pension funds with minimum corpus of ₹ 250 million registered with the Pension Fund Regulatory and Development Authority established under section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, subject to applicable law, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the Book Running Lead Managers reserve the right to reject any Bid, without assigning any reason thereof.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by Systemically Important Non-Banking Financial Companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis, (iii) a net worth certificate from its statutory auditor, and (iv) such other approval as may be required by the Systemically Important Non-Banking Financial Companies, are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the Book Running Lead Managers, reserves the right to reject any Bid without assigning any reason thereof, subject to Applicable Law. Systemically Important NBFCs participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations, in addition to details and conditions mentioned in this section, the key terms for participation by Anchor Investors are provided below.

1) Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the Book Running Lead Managers.

2) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹ 100 million. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹ 100 million.

3) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.

4) Bidding for Anchor Investors will open one Working Day before the Bid/ Offer Opening Date, and will be completed on the same day.

5) Our Company, in consultation with the Book Running Lead Managers and in accordance with the Applicable Law, will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than: (a) maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹ 100 million; (b) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹ 100 million but up to ₹ 2,500 million, subject to a minimum Allotment of ₹ 50 million per Anchor Investor; and (c) in case of allocation above ₹ 2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up

to ₹ 2,500 million, and an additional 10 Anchor Investors for every additional ₹ 2,500 million, subject to minimum Allotment of ₹ 50 million per Anchor Investor.

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 Book Running Lead Managers before the Bid/ Offer Opening Date, through intimation to the Stock Exchanges.

7) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

8) If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors on the Anchor Investor Pay-in Date specified in the CAN. If the Offer Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Offer Price.

9) There shall be a lock-in of 90 days on 50% of the Equity Shares allotted to the Anchor Investors from the date of Allotment, and a lock in of 30 days on the remaining 50% of the Equity Shares allotted to the Anchor Investors from the date of Allotment.

10) Neither the (a) Book Running Lead Managers (s) or any associate of the Book Running Lead Managers (other than mutual funds sponsored by entities which are associate of the Book Running Lead Managers or insurance companies promoted by entities which are associate of the Book Running Lead Managers or Alternate Investment Funds (AIFs) sponsored by the entities which are associates of the Book Running Lead Managers or FPIs, other than individuals, corporate bodies and family offices which are associate of the Book Running Lead Managers or pension funds sponsored by entities which are associate of the Book Running Lead Managers) nor (b) the Promoters, Promoter Group or any person related to the Promoters or members of the Promoter Group shall apply under the Anchor Investors category.

11) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

For more information, please read the General Information Document.

If the aggregate demand in this portion is greater than [●] Equity Shares at or above the Offer Price, the allocation shall be made on a proportionate basis. For the method of proportionate basis of Allotment, see "*Offer Procedure*" beginning on page 419.

The information set out above is given for the benefit of the Bidders. Our Company, the Selling Shareholders, severally and not jointly and the Book Running Lead Managers are not liable for any amendments or modification or changes to 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 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 law or regulations, or as will be specified in the Red Herring Prospectus.

For more information, please read the General Information Document.

Certain Information for Bidders

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company, the Selling Shareholders and/or the Book Running Lead Managers are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus or the Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges

General Instructions

Please note that QIBs and Non-Institutional Investors are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bid(s) during the Bid/Offer Period and withdraw their Bid(s) until Bid/Offer Closing Date. Anchor Investors are not allowed to withdraw or lower the size of their Bids after the Anchor Investor Bid/Offer Period.

***Do's*:**

1. Ensure that your PAN is linked with Aadhaar and you are in compliance with Central Board of Direct Taxes notification dated February 13, 2020 and press release dated June 25, 2021, September 17, 2021, March 30, 2022 and March 28, 2023;

2. 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.

3. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

4. Ensure that you have Bid within the Price Band;

5. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;

6. Ensure that you (other than the Anchor Investors) have mentioned the correct details of ASBA Account (i.e. bank account number or UPI ID, as applicable) in the Bid cum Application Form if you are not an UPI Bidders in the Bid cum Application Form and if you are an RIB using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;

7. UPI Bidders using UPI Mechanism through the SCSBs and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. 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;

8. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre within the prescribed time in the manner set out in the General Information Document.

9. Ensure that Anchor Investors submit their Bid cum Application Forms only to the BRLMs;

10. UPI Bidders Bidding shall ensure that they use only their own ASBA Account or only their own bank account linked UPI ID (only for UPI Bidders using the UPI Mechanism) to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;

11. Ensure that you have funds equal to or higher than the Bid Amount in the ASBA Account maintained with the SCSB, before submitting the ASBA Form to any of the Designated Intermediaries. Ensure that you use only your own bank account linked UPI ID (only for UPI Bidders using the UPI Mechanism) to make an application in the Offer;

12. UPI Bidders using UPI Mechanism, may submit their ASBA Forms with the Syndicate Member, Registered Brokers, RTAs or CDPs and should ensure that the ASBA Form contains the stamp of such Designated Intermediary

13. The ASBA bidders shall ensure that bids above ₹500,000, are uploaded only by the SCSBs;

14. If the first Bidder is not the bank account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have an account with an SCSB and have mentioned the correct bank account number in the Bid cum Application Form (for all Bidders other than UPI Bidders);

15. Ensure that the First Bidder is the ASBA Account holder (or the UPI-linked bank account holder, as the case may be) and signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;

16. Ensure that you request for and receive a stamped acknowledgement counterfoil or acknowledgment specifying the application number as a proof of having accepted Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;

17. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should

contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. Ensure that the signature of the First Bidder is included in the Bid cum Application Forms;

18. UPI Bidders bidding in the Offer to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID (only for UPI Bidders using the UPI Mechanism) to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;

19. Ensure that you submit the revised Bids cum Application Form directly with SCSBs and/ or designated branches of SCSBs and/ or the designated branches of SCSBs or the relevant to the same Designated Intermediary, as applicable;

20. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or Sponsor Bank(s), as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorise the UPI Mandate Request, including in case of any revision of Bids, raised by the Sponsor Bank(s) for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;

21. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular no. MRD/Dop/Cir-20/2008 dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular no. MRD/DoP/SE/Cir- 8 /2006 dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

22. Ensure that the Demographic Details are updated, true and correct in all respects;

23. 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;

24. 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;

25. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents are submitted;

26. Ensure that Bids submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;

27. Since the Allotment will be in demat form only, ensure that the Bidder's depository account is active, the correct DP ID, Client ID, the PAN, UPI ID, if applicable, are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, the PAN and UPI ID, if applicable, entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, PAN and UPI ID, if applicable, available in the Depository database;

28. 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 UPI Bidders ASBA Account. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 5:00p.m. of the Bid/ Offer Closing Date;

29. The ASBA Bidders shall use only their own bank account or only their own bank account linked UPI ID for the purposes of making Application in the Offer, which is UPI 2.0 certified by NPCI;

30. The ASBA bidders shall ensure that bids above ₹ 5,00,000, are uploaded only by the SCSBs;

31. 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;

32. UPI Bidders 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 authorisation of the mandate using his/her UPI PIN, an UPI Bidder may be deemed to have verified the attachment containing the application details of the UPI Bidder in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorised the Sponsor Bank(s) to block the Bid Amount mentioned in the Bid Cum Application Form; and

33. In case of QIBs and NIBs, ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (other than for Anchor Investors and UPI Bidders) 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 www.sebi.gov.in).

34. Bids by Eligible NRIs, HUFs and any individuals, corporate bodies and family offices who are FPIs and registered with SEBI for a Bid Amount of less than ₹ 0.20 million would be considered under the Retail Category for the purposes of allocation and Bids for a Bid Amount exceeding ₹ 0.20 million would be considered under the Non-Institutional Category for allocation in the Offer;

35. The ASBA Bidders shall use only their own bank account or only their own bank account linked UPI ID for the purposes of making Application in the Offer, which is UPI 2.0 certified by NPCI;

36. Bidders (except UPI Bidders Bidding through the UPI Mechanism) should instruct their respective banks to release the funds blocked in the ASBA account under the ASBA process;

37. In case of UPI Bidders, once the Sponsor Bank(s) issues the Mandate Request, the UPI Bidders would be required to proceed to authorise the blocking of funds by confirming or accepting the UPI Mandate Request to authorise the blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner;

38. Ensure that when applying in the Offer using the UPI Mechanism, the name of your SCSB appears in the list of SCSBs displayed on the SEBI website which are live on UPI. Further, also ensure that the name of the app and the UPI handle being used for making the application is also appearing in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019

39. 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;

40. 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;

41. UPI Bidders Bidding through 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/its UPI PIN. Upon the authorisation of the mandate using his/her UPI PIN, a UPI Bidder may be deemed to have verified the attachment containing the application details of the UPI Bidder in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorises the Sponsor Bank(s) to block the Bid Amount mentioned in the Bid cum Application Form;

42. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank(s) prior to 5:00 p.m. on the Bid/ Offer Closing Date;

43. 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 authorize blocking of funds equivalent to the revised Bid Amount and subsequent debit of funds in case of Allotment in a timely manner;

44. Bids by Eligible NRIs, HUFs and any individuals, corporate bodies and family offices who are FPIs and registered with SEBI for a Bid Amount of less than ₹200,000 would be considered under the Retail Portion for the purposes of allocation and Bids for a Bid Amount exceeding ₹200,000 would be considered under the Non-Institutional Portion for allocation in the Offer.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;
3. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
4. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
5. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
6. Do not submit the Bid for an amount more than funds available in your ASBA account;
7. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of a Bidder;
8. If you are a UPI Bidder and are using UPI mechanism, do not submit more than one Bid cum Application Form for each UPI ID;
9. Anchor Investors should not Bid through the ASBA process;
10. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;
11. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
12. Do not submit the General Index Register (GIR) number instead of the PAN;
13. 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 Offer;
14. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
15. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
16. Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;
17. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;
18. 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 after you have submitted a Bid to the Designated Intermediary;
19. Do not Bid for Equity Shares more than what is specified by respective Stock Exchange for each category;
20. If you are a QIB, do not submit your Bid after 3 p.m. on the QIB Bid/Offer Closing Date; (for online applications) and after 12:00 p.m. on the Bid/ Offer Closing Date (for Physical Applications)
21. In case of ASBA Bidders (other than 3-in-1 Bids), Syndicate Members shall ensure that they do not upload any bids above ₹ 5,00,000;
22. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for, exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus;
23. 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 can revise or withdraw their Bids on or before the Bid/Offer Closing Date;

24. Do not submit Bids to a Designated Intermediary at a location other than Specified Locations. If you are UPI Bidder and are using UPI Mechanism, do not submit the ASBA Form directly with SCSBs;

25. If you are an 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;

26. Do not Bid if you are an OCB;

27. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by UPI Bidders using the UPI Mechanism;

28. 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 is liable to be rejected;

29. Do not submit the Bid cum Application Forms to any non-SCSB bank; and

30. Do not submit a Bid cum Application Form with third party ASBA Bank Account or UPI ID (in case of Bids submitted by UPI Bidder using the UPI Mechanism).

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Further, in case of any pre-issue or post issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out to the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, see "*General Information*" on page 74.

For helpline details of the Book Running Lead Managers 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 76.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated in accordance with applicable law. The Book Running Lead Managers shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, Bidders shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022 and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

Grounds for Technical Rejection

In addition to the grounds for rejection of Bids on technical grounds as provided in the GID, Bidders are requested to note that Bids maybe rejected on the following additional technical grounds:

(a) Bids submitted without instruction to the SCSBs to block the entire Bid Amount;

(b) Bids which do not contain details of the Bid Amount and the bank account or UPI ID (for UPI Bidders) details in the ASBA Form;

(c) Bids submitted on a plain paper;

(d) 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;

(e) 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);

(f) Anchor Investors should submit Anchor Investor Application Form only to the Book Running Lead Managers;

(g) Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediary;

(h) ASBA Form by the UPI Bidders using third party bank accounts or using third party linked bank account UPI IDs;

(i) ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;

(j) Bids submitted without the signature of the First Bidder or sole Bidder;

(k) The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;

(l) Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are "suspended for credit" in terms of SEBI circular CIR/MRD/DP/ 22 /2010 dated July 29, 2010;

(m) GIR number furnished instead of PAN;

(n) Bids by RIIs with Bid Amount of a value of more than ₹ 0.20 million;

(o) Bids by persons who are not eligible to acquire Equity Shares in terms of all Applicable Laws, rules, regulations, guidelines and approvals;

(p) Bids accompanied by cheque(s), demand draft(s), stock invest, money order, postal order or cash; and

(q) Bids uploaded by QIBs after 4.00 pm on the QIB Bid/Offer Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/Offer Closing Date, and Bids by RIIs uploaded after 5.00 p.m. on the Bid/Offer Closing Date, unless extended by the Stock Exchanges. On the Bid/Offer Closing Date, extension of time may be granted by the Stock Exchanges only for uploading Bids received from Retail Individual Investors, after taking into account the total number of Bids received up to closure of timings for acceptance of Bid-cum-Application Forms as stated herein and as informed to the Stock Exchanges.

Further, in case of any pre-offer or post offer related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out to the Compliance Officer. For details of the Compliance Officer, see "*General Information*" on page 74.

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/Offer Closing Date, the Bidder shall be compensated in accordance with applicable law. Further, Investors shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

For details of grounds for technical rejections of a Bid cum Application Form, please see the General Information Document.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Designated Stock Exchanges, along with the Book Running Lead Managers and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any allotment in excess of the Equity Shares offered through the Offer through the offer document except in case of oversubscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an allotment of not more than 1% of the Offer to public may be made for the purpose of making allotment in minimum lots.

The allotment of Equity Shares to applicants other than to the Retail Individual Bidders, Non-Institutional Bidders 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 Anchor Investors shall be on a discretionary basis.

The allotment of Equity Shares to each Retail Individual Investor shall not be less than the minimum Bid Lot, subject to the availability of shares in Retail Individual Investor category, and the remaining available shares, if any, shall be allotted on a proportionate basis. Not less than 15% of the Offer shall be available for allocation to Non-Institutional Bidders. The Equity Shares available for allocation to Non-Institutional Bidders under the Non- Institutional Portion, shall be subject to the following: (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million, and (ii) two-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹ 1.00 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders. 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 each Retail Individual Bidder 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.

Payment into Anchor Investor Escrow Accounts

Our Company, in consultation with the Book Running Lead Managers will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which, the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Anchor Investor Escrow Account should be drawn in favour of:

(a) In case of resident Anchor Investors: [●].

(b) 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 Selling Shareholders, the Syndicate, the Escrow Banks and the Registrar to the Offer to facilitate collections of Bid amounts from Anchor Investors.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed under the SEBI ICDR Regulations, in all editions of English national daily newspaper, [●] and all editions of Hindi national daily newspaper, [●] (Hindi also being the regional language of New Delhi, where our Registered Office is located) each with wide circulation.

In the pre-Offer advertisement, we shall state the Bid/Offer Opening Date and the Bid/Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

Allotment Advertisement

Our Company, the Book Running Lead Managers and the Registrar shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in all editions of English national daily newspaper, [●] and all editions of Hindi national daily newspaper, [●] (Hindi also being the regional language of New Delhi, where our Registered Office is located) each with wide circulation.

The Allotment Advertisement shall be uploaded on the websites of our Company, BRLMs and Registrar to the Offer, before 9 p.m. IST, on the date of receipt of the final listing and trading approval from all the Stock Exchanges where the equity shares of the Issuer are proposed to be listed, provided such final listing and trading approval from all the Stock Exchanges is received prior to 9:00 p.m. IST on that day. In an event, if final listing and trading approval from all the Stock Exchanges is received post 9:00 p.m. IST on the date of receipt of the final listing and trading approval from all the Stock Exchanges where the equity shares of the Issuer are proposed to be listed, then the Allotment Advertisement shall be uploaded on the websites of our Company, BRLMs and Registrar to the Offer, following the receipt of final listing and trading approval from all the Stock Exchanges.

The information set out above is given for the benefit of the Bidders/applicants. Our Company, the Selling Shareholders, severally and not jointly and the Book Running Lead Managers are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders/applicants are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the prescribed limits under applicable laws or regulations.

Signing of the Underwriting Agreement and Filing with the RoC

(a) Our Company, the Selling Shareholders and the Underwriters intend to enter into an Underwriting Agreement after the finalisation of the Offer Price.

(b) After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with applicable law, which would then be termed as the Prospectus. The Prospectus will contain details of the Offer Price, the Anchor Investor Offer Price, the Offer size, and underwriting arrangements and will be complete in all material respects.

Impersonation

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:

"*Any person who:*

(a) ***makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or***

(b) ***makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or***

(c) ***otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,***

(d) ***shall be liable for action under Section 447.*"**

The liability prescribed under Section 447 of the Companies Act, for fraud involving an amount of at least ₹ 1 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 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹ 1 million or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹ 5 million or with both.

Undertakings by our Company

Our Company undertakes the following:

- adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders;
- the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;
- all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed are taken within three working days of the Bid/Offer Closing Date or within such other time period prescribed by SEBI will be taken;
- if Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, the SEBI ICDR Regulations and applicable law for the delayed period;
- the funds required for making refunds/unblocking (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;
- if Allotment is not made within three working days from the Bid/Offer Closing Date or such other prescribed timelines under applicable laws, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable laws. If there is a delay beyond such prescribed time, our Company shall pay interest prescribed under the Companies Act, the SEBI ICDR Regulations and other applicable laws for the delayed period;
- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within time prescribed under applicable laws, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- Promoter's contribution, if any, shall be brought in advance before the Bid/ Offer Opening Date and the balance, if any, shall be brought in on a pro rata basis before calls are made on the Allottees;
- that if our Company does not proceed with the Offer after the Bid/Offer Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid/Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer advertisements were published. The Stock Exchanges shall be informed promptly;

- that if the Offer is withdrawn after the Bid/Offer Closing Date, our Company shall be required to file a fresh offer document with SEBI, in the event a decision is taken to proceed with the Offer subsequently;

- that our Company shall not have recourse to the Net Proceeds until the final approval for listing and trading of the Equity Shares from all the Stock Exchanges where listing is sought has been received;

- there will be no further issue of Equity Shares whether by way of issue of bonus shares, rights issue, preferential issue or any other manner during the period commencing from the date of filing of this Draft Red Herring Prospectus until the listing of the Equity Shares on the Stock Exchanges pursuant to the Offer or all application moneys have been refunded to the Anchor Investors, or the application moneys are unblocked in the ASBA Accounts on account of non-listing, under-subscription etc., as the case may be this is in the event there is a failure of the Offer; and

- No further issue of the 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.

Undertakings by the Selling Shareholders

Each of the Selling Shareholder undertake, severally and not jointly, in relation to itself and its Offered Shares that:

- the Offered Shares have been held by it for a period of at least one year prior to the date of filing of this Draft Red Herring Prospectus with SEBI, or are otherwise eligible for being offered for sale pursuant to the Offer in accordance with the SEBI ICDR Regulations;

- it shall provide reasonable cooperation to our Company in relation to the Offered Shares, (a) for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges, and/ or(b) refund orders (if applicable);

- that it shall provide such reasonable assistance to our Company and the BRLMs in redressal of such investor grievances that pertain to the Offered Shares;

- it is the legal and beneficial holder of and has full title to their respective portion of the Offered Shares, and that such Offered Shares shall be transferred in the Offer, free from liens, charges and encumbrances;

- it shall deposit the Equity Shares offered by it in the Offer in an escrow account opened through the Registrar to the Offer prior to the filing of the Red Herring Prospectus with the RoC;

- it shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to the Bidder for making a Bid in the Offer, and shall not make any payment, direct or indirect, in the nature of discounts, commission, allowance or otherwise to any person who makes a Bid in the Offer; and

- it shall not have recourse to the proceeds of the Offer for Sale until final approval for trading of the Equity Shares from the Stock Exchanges has been received.

Only the statements and undertakings in relation to the Selling Shareholders and the Offered Shares which are specifically "confirmed" or "undertaken" by it in this Draft Red Herring Prospectus, shall be deemed to be "statements and undertakings specifically confirmed or undertaken" by the Selling Shareholders. All other statements and/ or undertakings in this Draft Red Herring Prospectus shall be statements and undertakings made by our Company even if the same relates to the Selling Shareholder.

Utilisation of Net Proceeds

The Company declares that:

- all monies received out of the Fresh Issue shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act;

- details of all monies utilized out of the Fresh Issue shall be disclosed, and continue to be disclosed till the time any part of the Net Proceeds remains unutilized, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized; and

- details of all unutilized monies out of the Fresh Issue, if any shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. 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 the Department of Industrial Policy and Promotion*) ("**DPIIT**") issued the FDI Policy, which with effect from October 15, 2020 consolidated, subsumed superseded all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as of and prior to October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular. As per the FDI Policy, FDI up to 100% of the paid-up share capital of the Company is permitted in companies engaged in manufacturing sector under the automatic route.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of RBI, provided that: (i) the activities of the investee company are under the automatic route under the FDI Policy and transfer does not attract the provisions of the SEBI Takeover Regulations, (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy, and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI. For details of the aggregate limit for investments by NRIs and FPIs in our Company, see "*Offer Procedure – Bids by Eligible NRIs*" and "*Offer Procedure – Bids by FPIs*" on page 426.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country ("**Restricted Investors**"), will require prior approval of the Government, as prescribed in the FDI Policy and the FEMA Non-debt Instruments Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Non-debt Instruments Rules. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank or fund in India. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Offer in writing about such approval along with a copy thereof within the Bid/Offer Period.

As per the existing policy of the Government of India, OCBs cannot participate in the Offer. For further details, see "*Offer Procedure*" on page 419.

The Equity Shares issued in the Offer have not been and will not be registered under the U.S. Securities Act, and shall not be offered or sold within the United States, Accordingly, the Equity Shares are being offered and sold outside the United States in 'offshore transactions' in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where such offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders 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 do not exceed the applicable limits under laws or regulations.

SECTION VIII – DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION INTERPRETATION

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. Except as disclosed below, there are no other material provisions of the Articles of Association that are required to be disclosed, or the non-disclosure of which may have a bearing on the investment decision of prospective investors in the Offer.

THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

VINEY CORPORATION LIMITED

(Incorporated under the Companies Act, 1956)

This set of Articles of Association has been approved pursuant to the provisions of section 14 of the Companies Act, 2013 and by a special resolution passed at the Extraordinary General Meeting of Viney Corporation Limited (the "**Company**") held on September 20, 2024. These Articles have been adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.

PRELIMINARY

TABLE 'F' PROVISIONS

1. The regulations contained in the Table marked 'F' in Schedule I to the Companies Act, 2013 as amended from time to time, shall apply to this Company in so far as they are applicable to a public company and save in so far as they are expressly or impliedly excluded or modified by the following Articles.

2. The regulations for the management of the Company and for the observance by the Members thereto and their representatives, shall, subject to any exercise of the statutory powers of the Company with reference to addition, alteration, substitution, modification, repeal and variation thereto by approval of Shareholders as prescribed or permitted by the Companies Act, 2013, as amended from time to time, be such as are contained in these Articles.

1. ***Interpretation***

(1) In these regulations—

"**Annual General Meeting**" means the annual general meeting of the Company convened and held in accordance with the Act.

"**Articles of association**" or "**Articles**" mean these articles of association of the Company as originally framed or as altered from time to time or applied in pursuance of any previous company law or of this Act.

"**Board**" or "**Board of Directors**" means collective body of the Directors of the Company.

"**Business**" shall mean the business as mentioned in Memorandum of Association including related activities and such other business, in each case as approved by the Board of Directors in accordance with the provisions of these Articles.

"**Capital**" means the share capital, for the time being, raised or authorized to be raised, for purposes of the Company.

"Chairperson" means the chairperson of Board of Directors and/or of the Company.

"**Company**" means Viney Corporation Limited, a company Incorporated under the laws of India.

"**Depository**" means in depository, as defined in clause (e) of sub-section (I) of Section 2 of the Depositories Act, 1996 and a company formed and registered under the Companies Act, 2013 and which has been granted a certificate of registration under sub-section (IA) of Section 12 of the Securities and Exchange Board of India Act, 1992.

"**Director**" shall mean any director of the Company, including alternate directors, Independent Directors and nominee directors appointed by the Board in accordance with the provisions of these Articles.

"**Equity Shares** or **Shares**" shall mean the issued, subscribed and fully paid –up equity shares of the Company of Rs. 10/-each.

"**Exchange**" shall mean BSE Limited and the National Stock Exchange of India Limited.

"**Extraordinary General meeting**" means an extraordinary general meeting of the Company convened and held in accordance with the Act.

"**General Meeting**" means any duly called, constituted and convened meeting of the shareholders of the Company under the provisions of the Act, and any adjournments thereof:

"**Member**" means the duly registered holder from time to time, of the shares of the Company and includes the subscribers to the Memorandum of Association and in case of shares held by a Depository, the beneficial owners whose names are recorded as such with the Depository:

"**Memorandum**" or Memorandum of Association" means the memorandum of association of the Company, as may be altered from time to time:

"**Office**" means the registered office, for the time being of the Company:

"**Officer**" shall have the meaning assigned thereto by the Act:

"**Ordinary Resolution**" shall have the meaning assigned thereto by the Act.

"**Register of Members**" means the register of members to be maintained pursuant to the provisions of the Act and the register of beneficial owners pursuant to Section 11 of the Depositories Act, 1996, in case of shares held in a Depository.

"**Special Resolution**" shall have the meaning assigned thereto by the Act.

"**The Act**" means the Companies Act, 2013 and the rules enacted and any statutory modification or re-enactment thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles and any previous company law, so far as may be applicable. Reference to Act shall also include the Secretarial Standards issued by the Institute of Company Secretaries of India constituted under the Company Secretaries Act, 1980,

"**The seal**" means the common seal of the Company.

(2) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the Company.

Public Company

The Company is a public company within the meaning of Sections 2(71) and 3(1)(a) of the Act.

<u>Share capital and variation of rights</u>

1. 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 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 be so allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid up shares. Provided that option or right to call shares shall not be given to any person or persons without the sanction of the Company in the general meeting.

2. *(i)* Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided, -

(a) one certificate for all his shares without payment of any charges; or

(b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

(ii) Every certificate shall specify the shares to which it relates and the amount paid-up thereon and shall be signed by two Directors or by a director and the company secretary, wherever the Company has appointed a company secretary:

Provided that in case the Company has a common seal it shall be affixed in the presence of the persons required to sign the certificate.

(iii) In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

3. In accordance with Section 56 and other applicable provisions of the Act and the rules:

(i) Every shareholder shall be entitled, without payment, to one or more certificates, in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as the Directors may from time to time determine) to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates within two months from the date of allotment, or within thirty days of the receipt of instrument of transfer, sub-division, consolidation or renewal of its shares as the case may be and for transmission requests for securities held in dematerialized mode and physical mode must be processed within seven days and twenty one days respectively, after receipt of the specified documents. In respect of a share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate and delivery of a certificate of shares to the first named joint holders shall be sufficient delivery to all such holders. For any further certificate, the board of directors (“**Board of Directors**") shall be entitled, but shall not be bound to prescribe a charge not exceeding rupees two.

(ii) 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, which shall not exceed the maximum permissible amount prescribed under the applicable law. Such share certificates shall also be issued in the event of consolidation or sub-division of shares of the Company. Every such certificate shall be issued in the manner prescribed under Section 46 of the Act and the rules framed thereunder. Particulars of every share certificate issued shall be entered in the register of members against the name of the person, to whom it has been issued, indicating the date of issue.

Provided that notwithstanding what is stated above, the Board of Directors shall comply with such rules or regulations or requirements of any stock exchange or the rules made under the Act or rules made under the Securities Contracts (Regulation) Act,1956 or any other act, or rules applicable thereof in this behalf.

(iii) The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the Company.

4. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

5. *(i)* The Company may exercise the powers of paying commissions conferred by sub-section (6) of section 40 of the Act, 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 of the Act.

(iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

6. *(i)* If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48 of the Act, and whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

(ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

8. Subject to the provisions of section 55 of the Act, 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.

FURTHER ISSUE OF SHARES

9. (1) Where at any time the Board of Directors or the Company, as the case may be, propose to increase the subscribed 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 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 sub-clause (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 the Act or the rules made thereunder, or other applicable 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 favour 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 shareholders of the Company and subject to the rules and such other conditions, as may be prescribed under applicable law; or

(i) 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 subject to compliance with such conditions as may be prescribed under the Act and the rules made thereunder;

(C) 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 having an option 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 shareholders of the Company in a general meeting.

(D) Notwithstanding anything contained in Article 9(1)(C) 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.

<u>Lien</u>

10. *(i)* The Company shall have a first and paramount lien –

(a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and

(b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the Company:

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

(ii) The Company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

(iii) Unless otherwise agreed, the registration of a transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares. The fully paid up shares shall be free from all lien and that in case of partly paid shares, the Company's lien shall be restricted to money called or payable at a fixed time in respect of such shares.

11. The Company may sell, in such manner as the Board of Directors 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.

12. *(i)* To give effect to any such sale, the Board of Directors 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.

13. *(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.

14. The provisions of these Articles relating to lien shall mutatis mutandis apply to any other securities, including debentures, of the Company.

Calls on shares

15. *(i)* The Board of Directors may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares.

(iii) A call may be revoked or postponed at the discretion of the Board of Directors.

16. A call shall be deemed to have been made at the time when the resolution of the Board of Directors authorizing the call was passed and may be required to be paid by instalments.

17. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

18. *(i)* If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board of Directors may determine.

(ii) The Board of Directors shall be at liberty to waive payment of any such interest wholly or in part.

19. *(i)* Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

20. The Board of Directors –

(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 of Directors and the member paying the sum in advance.

(c) The members shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would but for such payment, become presently payable.

21. The provisions of these Articles relating to calls shall mutatis mutandis apply to any other securities, including debentures, of the Company, to the extent applicable.

Transfer of shares

22. *(i)* The instrument of transfer of any share in the Company shall be executed by or on behalf of both the transferor and transferee.

(ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

23. The Board of Directors may, subject to the right of appeal conferred by section 58 of the Act 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.

24. The Board of Directors may decline to recognise any instrument of transfer unless –

(a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56 of the Act;

(b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board of Directors 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.

The registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever.

25. On giving not less than seven days' previous notice in accordance with section 91 of the Act and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board of Directors 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.

26. Subject to the provisions of sections 58 and 59 of the Act, these articles and other applicable provisions of the Act or any other law for the time being in force, the Board of Directors with sufficient cause. may, refuse to register the transfer of, by operation of law of the right to, any securities or interest of a shareholder in the Company. The Company shall, within thirty days from the date on which the instrument of transfer, was delivered to the Company, send a notice of refusal to the transferee and transferor, giving reasons for such refusal.

27. There shall be a common form of transfer in accordance with the Act and rules and as per the requirement of the stock exchanges.

28. Subject to the provisions of these articles, any transfer of shares in whatever lot should not be refused, though there would be no objection to the Company refusing to split a share certificate into several scripts of any small denominations or, to consider a proposal for transfer of shares comprised in a share certificate to several shareholders, involving such splitting, if on the face of it such splitting/transfer appears to be unreasonable or without a genuine need. The Company should not, therefore, refuse transfer of shares in violation of the stock exchange listing requirements on the ground that the number of shares to be transferred is less than any specified number

29. No fee shall be payable to the Company, in respect of the registration of transfer or transmission of shares, or for registration of any power of attorney, probate, letters of administration and succession certificate, certificate of death or marriage or other similar documents, or for sub division and/or consolidation of shares and debentures and sub-divisions of letters of allotment, renounceable letters of right and split, consolidation, renewal and genuine transfer receipts into denomination corresponding to the market unit of trading.

<u>Transmission of shares</u>

30. (*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.

31. *(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 of Directors 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 of Directors 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.

32. *(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.

33. 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 of Directors 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 of Directors 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

34. If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board of Directors may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

35. 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.

36. 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 of Directors to that effect.

37. *(i)* A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board of Directors thinks fit.

(ii) At any time before a sale or disposal as aforesaid, the Board of Directors may cancel the forfeiture on such terms as it thinks fit.

38. *(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.

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 transferee shall thereupon be registered as the holder of the share; and

(iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

40. 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.

<u>Alteration of capital</u>

41. 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.

42. Subject to the provisions of section 61 of the Act, 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.

43. 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 of Directors 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.

44. 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.

<u>Capitalization of profits</u>

45. *(i)* The Company in general meeting may, upon the recommendation of the Board of Directors, resolve --

(a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the, profit and loss account, or otherwise available for distribution; and

(b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards –

(a) paying up any amounts for the time being unpaid on any shares held by such members respectively;

(b) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;

(c) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);

(d) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares;

(e) The Board of Directors shall give effect to the resolution passed by the Company in pursuance of this regulation.

46. *(i)* Whenever such a resolution as aforesaid shall have been passed, the Board of Directors 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 of Directors 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.

Dematerialization and Rematerialisation of Securities

(a) The Company shall recognise interest in dematerialised securities under the Depositories Act, 1996.

Every person subscribing to the Shares offered by the Company shall receive such Shares in dematerialized form. Such a person who is the beneficial owner of the Shares can at any time opt out of a depository, if permitted by the law, in respect of any Shares in the manner provided by the Depositories Act 1996 as amended or re-enactment thereof, the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and other applicable law and the Company shall in the manner and within the time prescribed, issue to the beneficial owner the required certificate of Shares.

(b) Dematerialisation/Re-materialisation of securities

Notwithstanding anything to the contrary or inconsistent contained in these Articles, the Company shall be entitled to dematerialise its existing securities, re-materialise its securities held in Depositories and/or offer its fresh securities in the dematerialised form pursuant to the Depositories Act, 1996 and the rules framed thereunder, if any.

(c) Beneficial owner deemed as absolute owner

Except as ordered by a court of competent jurisdiction or by applicable law required and subject to the provisions of the Act, the Company shall be entitled to treat the person whose name appears on the applicable register as the holder of any security or whose name appears as the beneficial owner of any security in the records of the depository as the absolute owner thereof and accordingly shall not be bound to recognize any benami trust or equity, equitable contingent, future, partial interest, other claim to or interest in respect of such securities or (except only as by these Articles otherwise expressly provided) any right in respect of a security other than an absolute right thereto in accordance with these Articles, on the part of any other person whether or not it has expressed or implied notice thereof but the Board of Directors shall at their sole discretion register any security in the joint names of any two or more persons or the survivor or survivors of them.

(d) Securities in electronic form

All securities held by a depository shall be dematerialized and held in electronic form. No certificate shall be issued for the securities held by the Depository.

(e) Register and index of beneficial owners

The Company shall cause to be kept a register and index of members with details of securities held in dematerialised forms in any media as may be permitted by law including any form of electronic media in accordance with all applicable provisions of the Act and the Depositories Act, 1996. 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.

(f) Notwithstanding anything contained herein, in the case of transfer of shares or other securities where the Company has not issued any certificates and where such shares or other securities are being held in an electronic and fungible form, provisions of the Depositories Act, 1996 shall apply. Further, the provisions relating to progressive numbering shall not apply to the shares of the Company which have been dematerialised.

Buy-back of shares

47. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 of the Act 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

48. All general meetings other than annual general meeting shall be called extraordinary general meeting.

The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meeting in that year and not more than fifteen months shall elapse between the dates of two Annual General Meetings.

49. *(i)* The Board of Directors 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 of Directors.

Proceedings at general meetings

50. *(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 of the Act.

51. The chairperson, if any, of the Board of Directors shall preside as Chairperson at every general meeting of the Company.

52. 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.

53. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

Adjournment of meeting

54. *(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

55. 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.

56. A member may exercise his vote at a meeting by electronic means in accordance with section 108 of the Act and shall vote only once.

57. *(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.

58. 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.

59. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll

60. 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.

61. *(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.

BORROWING POWERS

62. Subject to sections 73 and 179 of the Act, and Regulations made there under and Directions issued by the RBI the Board of Directors may, from time to time, raise or borrow any sums of money for and on behalf of the Company from the member or other persons, companies or banks or they may themselves advance money to the Company on such interest as may be approved by the Directors.

63. The Board of Directors may, from time to time, secure the payment of such money in such manner and upon such terms and conditions in all respects as they deem fit and in particular by the issue of bonds or debentures or by pledge, mortgage, charge or any other security on all or any properties of the Company (both present and future) including its uncalled capital for the time being.

64. Any bonds, debentures, debenture-stock or other securities may if permissible in law be issued at a discount, premium or otherwise by the Company and shall with the consent of the Board of Directors be issued upon such terms and conditions and in such manner and for such consideration as the Board of Directors shall consider to be for the benefit of the Company, and on the condition that they or any part of them may be convertible into equity shares of any denomination, and with any privileges and conditions as to the redemption, surrender, allotment of shares, appointment of Directors or otherwise. Provided that debentures with rights to allotment of or conversion into equity Shares shall not be issued except with, the sanction of the Company in shareholders' meeting accorded by a special resolution.

UNPAID OR UNCLAIMED DIVIDEND

If the Company has declared a dividend but which has not been paid or claimed or the dividend warrant in respect thereof has not been posted or sent within thirty days from the date of declaration, transfer the total amount of dividend, which remained unpaid or unclaimed within seven days from the date of expiry of the said period of thirty days to a special account to be opened by the Company in that behalf in any scheduled bank or private sector bank. The Company shall, within a period of 90 (ninety) days of making any transfer of an amount to the Unpaid Dividend Account, prepare a statement containing the names, their last known addresses and the unpaid dividend to be paid to each person and place it on the website of the Company, if any, and also on any other website approved by the Central Government for this purpose, in such form, manner and other particulars as may be prescribed. If any default is made in transferring the total amount referred above or any part thereof to the Unpaid Dividend Account, it shall pay, from the date of such default, interest on so much of the amount as has not been transferred to the said account, at the rate of 12 (twelve) per cent. per annum and the interest accruing on such amount shall ensure to the benefit of the Members of the Company in proportion to the amount remaining unpaid to them.

Any money so transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the Company to the Fund established under sub-section (1) of Section 125 of the Act, viz. "Investors Education and Protection Fund".

No unpaid or unclaimed dividend shall be forfeited by the Board of Directors before the claim becomes barred by law and such forfeiture, if effected, shall be annulled in appropriate cases

Proxy

65. 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.

66. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

67. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Board of Directors

68. *(i)* The number of directors shall not be less than three and not more than fifteen and at least one (1) Director shall be resident of India in the previous year.

The Board of Directors shall have an optimum combination of executive and Independent Directors with at least 1(one) woman Director, as may be prescribed by law from time to time.

(ii) The following shall be the first directors of the Company: -

1. Sh. Anand Prakash Aggarwal
2. Sh. Anil Prakash Aggarwal
3. Sh. Viney Prakash Aggarwal

69. *(i)* The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them –

(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company; or

(b) in connection with the business of the company.

70. The Board of Directors may pay all expenses incurred in getting up and registering the Company.

71. The Company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board of Directors may (subject to the provisions of that section) make and vary such regulations as it may thinks fit respecting the keeping of any such register.

72. 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 of Directors shall from time to time by resolution determine.

73. Every director present at any meeting of the Board of Directors or of a committee thereof shall sign his name in a book to be kept for that purpose.

74. *(i)* Subject to the provisions of section 149, the Board of Directors 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 of Directors by the articles.

(i)(a*).* ***Appointment of Nominee Director***

"The Board of Directors may appoint any person as a director nominated by a lender in pursuance of the provisions of any law for the time being in force or of any agreement, in case of a default / event of default contemplated under the borrowing arrangement with such lender"

Such person shall hold office only up to the date of the next annual general meeting of the Company but shall be eligible for appointment by the Company as a director at that meeting subject to the provisions of the Act.

***Proceedings of the Board* of Directors**

75. *(i)* The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

(ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board of Directors.

76. *(i)* Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board of Directors shall be decided by a majority of votes.

(ii) In case of an equality of votes, the Chairperson of the Board of Directors, if any, shall have a second or casting vote.

77. The continuing directors may act notwithstanding any vacancy in the Board of Directors; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board of Directors, 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.

78. *(i)* The Board of Directors may elect a Chairperson of its meetings and determine the period for which he is to hold office.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.

79. *(i)* The Board of Directors may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

(ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board of Directors.

80. *(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.

81. *(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.

82. All acts done in any meeting of the Board of Directors 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.

83. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board of Directors or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board of Directors or committee, shall be valid and effective as if it had been passed at a meeting of the Board of Directors or committee, duly convened and held.

<u>Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer</u>

84. 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 of Directors 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 of Directors;

(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

75. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

<u>The Seal</u>

85. *(i)* The Board of Directors shall provide for the safe custody of the seal.

(ii) The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors or of a committee of the Board of Directors authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board of Directors may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

<u>Dividends and Reserve</u>

86. The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board of Directors.

87. Subject to the provisions of section 123 of the Act, the Board of Directors 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.

88. *(i)* The Board of Directors 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 of Directors, 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 of Directors may, from time to time, thinks fit.

(ii) The Board of Directors may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

89. *(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.

90. The Board of Directors 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.

91. *(i)* Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

92. 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.

93. 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.

94. No dividend shall bear interest against the Company.

95. Where capital is paid in advance of calls upon the footing that the same shall carry interest, such capital shall not whilst carrying interest, confer a right to dividend or to participate in profits or dividends.

Accounts

96. *(i)* The Board of Directors 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 of Directors or by the Company in general meeting.

Winding up

97. 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

98. 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.

Secrecy Clause

99. Secrecy

No member or other person (not being a Director) shall be entitled to inspect the Company's works without the permission of the Chairperson/Directors or to require discovery of any information respectively and detail of the

Company's trading or any matter which is or may be in the nature of a trade secret, history of trade or secret process, which may be related to the conduct of the business of the Company and which in the opinion of the Chairperson/Directors will be inexpedient in the interest of the members of the Company to communicate to the public. Post listing of the equity shares, at the request of any shareholder, the Company shall provide to such shareholder: (i) annual reports; (ii) annual, semi-annual, quarterly and other periodic financial statements and reports; (iii) any other interim or extraordinary reports; and (iv) prospectuses, registration statements, offering circulars, offering memoranda and other document relating to any offering of securities by the Company, provided, in each case, that (a) the Company has, prior to providing any shareholder with such information, made such information available to the public; and (b) the Company is not prohibited under any applicable law from providing such information to such shareholder.

General Power

100. Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

101. At any point of time from the date of adoption of these Articles, if the Articles are or become contrary to the provisions of the Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, or any other applicable laws ("Laws"), the provisions of such Laws shall prevail over the Articles to such extent and the Company shall discharge all of its obligations as prescribed under the Laws, from time to time.

SECTION IX – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been entered or are to be entered into by our Company which are or may be deemed material have been entered or are to be entered into by our Company. These contracts and also the documents for inspection referred to hereunder, will be attached to the copy of the Red Herring Prospectus which will be filed with the RoC, and will also be available at the following weblink: https://vineycorp.com/investor-relations-platform. Physical copies of the above- mentioned documents referred to hereunder, may be inspected at the Registered Office between 10 a.m. and 5 p.m. on all Working Days from the date of the Red Herring Prospectus until the Bid/Offer Closing Date.

Material contracts to the Offer

1. Offer Agreement dated September 30, 2024 entered into among our Company, the Selling Shareholders and the BRLMs.

2. Registrar Agreement dated September 30, 2024 entered into among our Company, the Selling Shareholders and the Registrar to the Offer.

3. Monitoring Agency Agreement dated [●] entered into between our Company and the Monitoring Agency.

4. Cash Escrow and Sponsor Bank(s) Agreement dated [●] entered into among our Company, the Selling Shareholders, the BRLMs, the Syndicate Members, the Bankers to the Offer, and the Registrar to the Offer.

5. Share Escrow Agreement dated [●] entered into among our Company, the Selling Shareholders, and the Share Escrow Agent.

6. Syndicate Agreement dated [●] entered into among our Company, the Selling Shareholders, the BRLMs and the Syndicate Members.

7. Underwriting Agreement dated [●] entered into among our Company, the Selling Shareholders and the Underwriters.

Material Documents

1. Certified copies of the Memorandum of Association and the Articles of Association, as amended until date.

2. Certificate of Registration of Special Resolution confirming alteration of object clause dated June 24, 2019.

3. Certificates of incorporation dated March 6, 1992. February 23, 2011, February 21, 2015, November 12, 2020 and August 29, 2024 issued by RoC.

4. Resolution dated September 20, 2024 passed by the Board authorising the Offer and other related matters.

5. Resolution dated September 20, 2024 passed by the Shareholders authorising the Fresh Issue and other related matters.

6. Resolution dated September 29, 2024 passed by the Board taking on record the participation of the Selling Shareholders in the Offer for Sale and other matters.

7. Resolution dated September 29, 2024 passed by the Board approving this Draft Red Herring Prospectus and certain other related matters.

8. Consent letter of the Selling Shareholders for participation in the Offer for Sale, as detailed in "*The Offer*" on page 68.

9. Engagement letter dated April 12, 2024 entered into between the Company and CRISIL Limited for appointment of CRIISL Limited as the industry report provider.

10. Report titled "*Industry Assessment – Device harness, Main harness, Terminals, Connectors and Switches*" dated September, 2024 issued by CRISIL Limited

11. Consent letter dated September 25, 2024 issued by CRISIL Limited , with respect to the "*Viney Corp Report*" Report.

12. The examination report dated September 7, 2024 of the Statutory Auditors on the Restated Consolidated Financial Information included in this Draft Red Herring Prospectus.

13. Written consent dated September 30, 2024 from Walker Chandiok & Co 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 Auditors, and in respect of their (i) examination report, dated September 7, 2024 on our Restated Consolidated Financial Information; and (ii) their report dated September 30, 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.

14. Consents of the BRLMs, the Registrar to the Offer, the Syndicate Members, Bankers to the Company, Escrow Collection Bank(s), Public Offer Account Bank(s), Refund Bank(s) and Sponsor Bank(s), Monitoring Agency, the legal counsel to the Offer, our Directors and the Company Secretary and Compliance Officer, to act in their respective capacities.

15. Debenture Trust Deed entered between our Company, VL-Auto Ancillary Private Limited, Viney Auto Ancillary Private Limited, Brijesh Aggarwal and Vistra ICTL (India) Limited dated June 22, 2023, in respect of issuance of optionally convertible debentures aggregating to ₹ 200 million.

16. Debenture Trust Deed entered between our Company, VL-Auto Ancillary Private Limited, Viney Auto Ancillary Private Limited, Brijesh Aggarwal and Vistra ICTL (India) Limited dated June 2, 2023, in respect of issuance of non-convertible debentures aggregating to ₹ 3,800 million.

17. Debenture Trust Deed entered between our Company, VL-Auto Ancillary Private Limited, Viney Auto Ancillary Private Limited, Brijesh Aggarwal and Vistra ICTL (India) Limited dated June 2, 2023, in respect of issuance of non-convertible debentures aggregating to ₹ 500 million.

18. Second amendment deed dated September 9, 2024 to the Debenture Trust Deed 1 entered between our Company and VL-Auto Ancillary Private Limited, Viney Auto Ancillary Private Limited, Brijesh Aggarwal and Vistra ICTL (India) Limited dated June 22, 2023.

19. Share Purchase Agreement entered into amongst Synergy Metals Investments Holding Limited, VL-Auto Ancillary Limited, our Company and Brijesh Aggarwal dated June 5, 2023.

20. Sale and purchase agreement dated April 28, 2011 entered between our Company and Aldo Bianchi Vimercati.

21. Sale and purchase agreement dated December 23, 2014 entered between our Company and Aldo Bianchi Vimercati.

22. Consent letter dated September 21, 2024 from Sapient Services Private Limited Chartered Engineers, Government Registered Valuers for the fair market valuation of its immovable properties owned in Manesar, Roorkee, Hosur, Kathua Jammu, Kundli, Pantnagar Pune and Gurgaon.

23. Consent letter dated September 26, 2024 from P D M and Company, Chartered Accountants, for the valuation report dated November 30, 2013 obtained for valuation of equity shares in relation to the scheme of amalgamation of H.H. Auto Private Limited with our Company.

24. Valuation report dated November 30, 2013 obtained for valuation of equity shares in relation to the scheme of amalgamation of H.H. Auto Private Limited with our Company.

25. Report on the statement of special tax benefits available to our Company and our Shareholders dated September 30, 2024 issued by the Statutory Auditors.

26. Report on the statement of special tax benefits available to Vimercati S.P.A. under the applicable tax laws in Italy.

27. Report on the statement of special tax benefits available to Vimercati East Europe SRL under the applicable tax laws in Romania.

28. Report on the statement of special tax benefits available to Viney Auto Ancillary Private Limitedunder the applicable tax laws in India.

29. Copies of annual reports of our Company for Fiscal 2024, Fiscal 2023 and Fiscal 2022.

30. Tripartite agreement dated May 13, 2019, among our Company, NSDL and the Registrar to the Offer.

31. Tripartite agreement dated June 3, 2019, among our Company, CDSL and the Registrar to the Offer.

32. Certificate dated September 30, 2024 from P D M and Company, Chartered Accountants, with respect to our key performance indicators.

33. Due diligence certificate to SEBI from the BRLMs dated September 30, 2024.

34. In-principle listing approvals dated [●] and [●] from BSE and NSE, respectively.

35. Final observation letter bearing number [●] dated [●] issued by SEBI.

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Shareholders, subject to compliance with the provisions contained in the Companies Act and other relevant statutes.

We confirm that there are no other agreements, arrangements and clauses or covenants which are material and which needs to be disclosed or the non-disclosure of which may have bearing on the investment decision, other than the ones which have already been disclosed in this DRHP.

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the guidelines or regulations or rules issued by the Government of India or the 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, disclosure and undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Brijesh Aggarwal
(*Managing Director)*

Place:

Date:

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the guidelines or regulations or rules issued by the Government of India or the 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, disclosure and undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Akash Garg
(Non-Executive Director)

Place:

Date:

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the guidelines or regulations or rules issued by the Government of India or the 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, disclosure and undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Dinesh Chopra
(*Independent Director*)

Place:

Date:

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the guidelines or regulations or rules issued by the Government of India or the 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, disclosure and undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Manisha Lahoti
(*Independent Director***)**

Place:

Date:

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the guidelines or regulations or rules issued by the Government of India or the 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, disclosure and undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Neeraj Bansal
(*Independent Director*)

Place:

Date:

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the guidelines or regulations or rules issued by the Government of India or the 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, disclosure and undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

Dinesh Chand Sharma
Chief Financial Officer

Place:

Date:

DECLARATION

We, Aren Capsules Private Limited, hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by us in this Draft Red Herring Prospectus about or in relation to us, as a Selling Shareholder and our portion of the Offered Shares, are true and correct. We assume no responsibility for any other statements, disclosures and undertakings including any of the statements made or confirmed by or relating to the Company, any other Selling Shareholder(s), or any other person(s) in this Draft Red Herring Prospectus.

FOR AND ON BEHALF OF AREN CAPSULES PRIVATE LIMITED

Authorised Signatory

Place:

Date:

DECLARATION

I, Brijesh Aggarwal, hereby confirm that all statements, disclosures, and undertakings specifically made or confirmed by me in this Draft Red Herring Prospectus about or in relation to myself, as a Selling Shareholder and my portion of the Offered Shares, are true and correct. I assume no responsibility as a Selling Shareholder, for any other statements, disclosures and undertakings including any of the statements made or confirmed by or relating to the Company or any other Selling Shareholder or any person(s) in this Draft Red Herring Prospectus.

SIGNED BY BRIJESH AGGARWAL

Brijesh Aggarwal

Place:

Date:

DECLARATION

I, Priyanka Aggarwal, hereby confirm that all statements, disclosures, and undertakings specifically made or confirmed by me in this Draft Red Herring Prospectus about or in relation to myself, as a Selling Shareholder and my portion of the Offered Shares, are true and correct. I assume no responsibility as a Selling Shareholder, for any other statements, disclosures and undertakings including any of the statements made or confirmed by or relating to the Company or any other Selling Shareholder or any person(s) in this Draft Red Herring Prospectus.

SIGNED BY PRIYANKA AGGARWAL

Priyanka Aggarwal

Place:

Date:

DECLARATION

I, Rakesh Kumar Aggarwal, hereby confirm that all statements, disclosures, and undertakings specifically made or confirmed by me in this Draft Red Herring Prospectus about or in relation to myself, as a Selling Shareholder and my portion of the Offered Shares, are true and correct. I assume no responsibility as a Selling Shareholder, for any other statements, disclosures and undertakings including any of the statements made or confirmed by or relating to the Company or any other Selling Shareholder or any person(s) in this Draft Red Herring Prospectus.

SIGNED BY RAKESH KUMAR AGGARWAL

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Rakesh Kumar Aggarwal

Place:

Date:

DECLARATION

We, VL-Auto Ancillary Private Limited, hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by us in this Draft Red Herring Prospectus about or in relation to us, as a Selling Shareholder and our portion of the Offered Shares, are true and correct. We assume no responsibility for any other statements, disclosures and undertakings including any of the statements made or confirmed by or relating to the Company, any other Selling Shareholder(s), or any other person(s) in this Draft Red Herring Prospectus.

FOR AND ON BEHALF OF VL-AUTO ANCILLARY PRIVATE LIMITED

Authorised Signatory

Place:

Date: