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

DRAFT RED HERRING PROSPECTUS
Dated December 24, 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 Issue

MANGAL ELECTRICAL INDUSTRIES LIMITED

Corporate Identity Number: U31909RJ2008PLC026255

REGISTERED OFFICE AND CORPORATE OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
C-61, C-61 (A&B), Road No. 1-C, V. K. I. Area, Jaipur 302 013, Rajasthan, India	Balvinder Singh Guleri *Company Secretary and Compliance Officer*	**Email:** compliance@mangals.com **Telephone:** +91141-4036113	http://www.mangals.com

THE PROMOTERS OF OUR COMPANY ARE RAHUL MANGAL, ASHISH MANGAL, SAROJ MANGAL AND ANIKETA MANGAL

DETAILS OF THE ISSUE TO THE PUBLIC

TYPE OF OFFER	FRESH ISSUE SIZE	OFFER FOR SALE SIZE	TOTAL ISSUE SIZE	ELIGIBILITY AND RESERVATION
Fresh Issue	Fresh issue of up to [●] Equity Shares of face value of ₹ 10 aggregating up to ₹ 45,000 lakhs^	Not applicable	Up to [●] Equity Shares of face value of ₹ 10 aggregating up to ₹ 45,000 lakhs^	The Issue is being made in accordance with Regulation 6(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, ("**SEBI ICDR Regulations**"). For further details, see "*Other Regulatory and Statutory Disclosures – Eligibility for the Issue*" on page 358. For details in relation to share reservation among QIBs, NIIs and RIIs, see "*Issue Structure*" on page 376.

RISKS IN RELATION TO THE FIRST ISSUE

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹10. The Floor Price, Cap Price and Issue Price determined and justified by our Company, in consultation with the Book Running Lead Manager, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under "*Basis for Issue Price*" on page 107 should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to "*Risk Factors*" on page 26.

ISSUER'S ABSOLUTE RESPONSIBILITY

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

LISTING

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

BOOK RUNNING LEAD MANAGER

Names and Logos of the Book Running Lead Manager	Contact Person	E-mail and Telephone
SYSTEMATIX GROUP Investments Re-defined **Systematix Corporate Services Limited**	Jinal Sanghvi / Kuldeep Singh	**Email:** mangal@systematixgroup.in **Tel:** +91 22 6704 8000

REGISTRAR TO THE ISSUE

Name of the Registrar	Contact Person	E-mail and Telephone
Bigshare Services Pvt. Ltd. **Bigshare Services Private Limited**	Vinayak Morbale	**E-mail:** ipo@bigshareonline.com **Tel:** +91 22 62638200

BID/ ISSUE PERIOD

ANCHOR INVESTOR BID/ ISSUE PERIOD OPENS AND CLOSES ON*	[●]*	BID/ ISSUE OPENS ON	[●]	BID/ ISSUE CLOSES ON**	[●] ***

^ *Our Company, in consultation with the BRLM, may consider issue of specified securities, as may be permitted under the applicable law, not exceeding ₹ 9,000.00 lakhs prior to filing of the Red Herring Prospectus with the RoC ("**Pre-IPO Placement**"). The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLM. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue.*

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

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

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

DRAFT RED HERRING PROSPECTUS
Dated: December 24, 2024
Please read Section 32 of the Companies Act, 2013
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
100% Book Built Issue

MANGAL ELECTRICAL INDUSTRIES LIMITED

Our Company was originally formed as a partnership firm constituted under the Indian Partnership Act, 1932 on April 28, 1989 under the name and the style of "*Mangal Electrical Industries*". Thereafter, the partnership firm was converted into a private limited company under Part IX of the Companies Act, 1956 as '*Mangal Electrical Industries Private Limited*' and a fresh certificate of incorporation dated April 1, 2008 issued by the RoC. Thereafter, our Company was converted into public limited company pursuant to shareholder's resolution dated May 16, 2024, consequent to which the name of our Company was changed to Mangal Electrical Industries Limited, and a fresh certificate on incorporate dated July 25, 2024 was issued by the RoC.

Registered and Corporate Office: C-61, C-61 (A&B), Road No. 1-C, V. K. I. Area, Jaipur 302 013, Rajasthan, India
Telephone: +91141-4036113*;* **Contact person:** Balvinder Singh Guleri, Company Secretary and Compliance Officer
E-mail: compliance@mangals.com; **Website:** https://www.mangals.com
Corporate Identity Number: U31909RJ2008PLC026255

THE PROMOTERS OF OUR COMPANY ARE RAHUL MANGAL, ASHISH MANGAL, SAROJ MANGAL AND ANIKETA MANGAL

INITIAL PUBLIC OFFERING OF UP TO [•] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF MANGAL ELECTRICAL INDUSTRIES LIMITED (OUR "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE* OF ₹ [•] PER EQUITY SHARE, INCLUDING A SHARE PREMIUM OF ₹ [•] PER EQUITY SHARE (THE "ISSUE PRICE") AGGREGATING UP TO ₹ 45,000 LAKHS (THE "ISSUE"). THE ISSUE SHALL CONSTITUTE [•]% OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS, MAY CONSIDER A FURTHER ISSUE OF SPECIFIED SECURITIES (AS DEFINED HEREINAFTER), INCLUDING THROUGH PRIVATE PLACEMENT, PREFERENTIAL ALLOTMENT, RIGHTS ISSUE OR ANY OTHER METHOD AS MAY BE PERMITTED UNDER APPLICABLE LAW TO ANY PERSON(S) OF SUCH EQUITY SHARES FOR AN AMOUNT AGGREGATING UP TO ₹ 9,000.00 LAKHS, AT ITS DISCRETION, PRIOR TO THE FILING OF THE RED HERRING PROSPECTUS WITH THE ROC ("PRE-IPO PLACEMENT"). IF THE PRE-IPO PLACEMENT IS UNDERTAKEN, THE FRESH ISSUE SIZE WILL BE REDUCED TO THE EXTENT OF SUCH PRE-IPO PLACEMENT, SUBJECT TO THE ISSUE COMPLYING WITH RULE 19(2)(B) OF THE SCRR

THE PRICE BAND AND THE MINIMUM BID LOT SIZE WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLM AND WILL BE ADVERTISED IN ALL EDITIONS OF THE ENGLISH NATIONAL DAILY NEWSPAPER [•], ALL EDITIONS OF THE HINDI NATIONAL DAILY NEWSPAPER [•] (HINDI BEING THE REGIONAL LANGUAGE OF JAIPUR, WHEREIN THE REGISTERED OFFICE OF OUR COMPANY IS LOCATED), EACH WITH WIDE CIRCULATION, AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO THE BSE LIMITED ("BSE") AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE", AND TOGETHER WITH BSE, THE "STOCK EXCHANGES") FOR UPLOADING ON THEIR RESPECTIVE WEBSITES. THE FACE VALUE OF THE EQUITY SHARE IS ₹ 10. THE ISSUE PRICE IS [•] TIMES THE FACE VALUE OF THE EQUITY SHARES.

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

The Issue is being made through the Book Building Process, in terms of Rule 19(2)(b) of the SCRR read with Regulation 31 of the SEBI ICDR Regulations and in compliance with Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Issue shall be allocated on a proportionate basis to Qualified Institutional Buyers ("**QIBs**") ("**QIB Category**"), provided that our Company may, in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Category to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("**Anchor Investor Portion**"), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Category. Further, 5% of the Net QIB Category shall be available for allocation on a proportionate basis only to Mutual Funds, subject to valid Bids being received at or above the Issue Price, and the remainder of the Net QIB Category shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds. Further, not less than 15% of the Issue shall be available for allocation to Non-Institutional Investors and not less than 35% of the Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. One-third of the Non-Institutional Portion shall be available for allocation to Non-Institutional Bidders with a Bid size of more than ₹ 2.00 lakhs and up to ₹ 10.00 lakhs and two-thirds of the Non-Institutional Portion shall be available for allocation to Non-Institutional Bidders with a Bid size of more than ₹10.00 lakhs provided that under-subscription in either of these two sub-categories of the Non-Institutional Portion may be allocated to Non-Institutional Bidders in the other sub-category of Non-Institutional Portion in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. All potential Bidders (except Anchor Investors) are mandatorily required to participate in the Issue through the Application Supported by Blocked Amount ("ASBA") process by providing details of their respective ASBA accounts and UPI ID in case of UPI Bidders, as applicable, pursuant to which their corresponding Bid Amount will be blocked by the Self Certified Syndicate Banks ("SCSBs") or by the Sponsor Bank(s) under the UPI Mechanism, as the case may be, to the extent of the respective Bid Amounts. Anchor Investors are not permitted to participate in the Issue through the ASBA process. For details, see "*Issue Procedure*" on page 380.

RISKS IN RELATION TO THE FIRST ISSUE

This being the first public issue of our Company, there has been no formal market for the Equity Shares. The Issue Price/Floor Price/Cap Price, as determined and justified by our Company in consultation with the BRLM in accordance with the SEBI ICDR Regulations and as stated in "*Basis for Issue Price*" on page 107, should not be taken to be indicative of the market price of the Equity Shares after such Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of the Issuer and this Issue, including the risks involved. The Equity Shares 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 26.

ISSUER'S ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares once 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 Issue, the Designated Stock Exchange shall be [●]. A signed copy of the Red Herring Prospectus and the Prospectus shall be filed with to the RoC in accordance with Sections 26(4) and 32 of the Companies Act, 2013 for filing. 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/ Issue Closing Date, see "*Material Contracts and Documents for Inspection*" on page 435.

BOOK RUNNING LEAD MANAGER	REGISTRAR TO THE ISSUE
SYSTEMATIX GROUP™ Investments Re-defined	Bigshare Services Pvt. Ltd.
Systematix Corporate Services Limited The Capital, A-Wing No. 603-606 6th Floor Plot No. C-70 G-Block, Bandra Kurla Complex Bandra (East), Mumbai- 400 051 Maharashtra, India **Tel**: +91 22 6704 8000 **E-mail:** mangal@systematixgroup.in **Investor grievance e-mail:** investor@systematixgroup.in **Website:** www.systematixgroup.in **Contact Person:** Jinal Sanghvi / Kuldeep Singh **SEBI Registration No.:** INM000004224	**Bigshare Services Private Limited** Office No S6-2, 6th Floor, Pinnacle Business Park Mahakali Caves Road, next to Ahura Centre Andheri (East) Mumbai – 400 093 Maharashtra, India **Tel**: +91 22 62638200 **E-mail**: ipo@bigshareonline.com **Investor grievance e-mail**: investor@bigshareonline.com **Website**: https://www.bigshareonline.com **Contact Person**: Mr. Vinayak Morbale **SEBI Registration No.**: INR000001385

BID/ ISSUE PROGRAMME

BID/ ISSUE OPENS ON*	[●]
BID/ ISSUE CLOSES ON**	[●]***

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

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SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, or unless otherwise specified, shall have the meaning as provided below. References to any legislations, acts, 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 "Objects of the Issue", "Basis for Issue Price", "Statement of Special Tax Benefits", "Industry Overview", "Key Regulations and Policies in India", "History and Certain Corporate Matters", "Restated Financial Information", "Financial Indebtedness", "Outstanding Litigation and Material Developments", "Other Regulatory and Statutory Disclosures", "Issue Procedure", and "Description of Equity Shares and Terms of the Articles of Association" on pages 87, 107, 115, 122, 262, 223, 347, 350, 358, 380 and 405, respectively, shall have the meanings ascribed to such terms in these respective sections.

General Terms

Term	Description
"our Company"/ "the Company", "the Issuer"	Mangal Electrical Industries Limited, a public limited company incorporated under the Companies Act, 1956 with its Registered and Corporate office at C-61, C-61 (A&B), Road No. 1-C, V. K. I. Area, Jaipur 302 013, Rajasthan, India
"we"/ "us" / "our" / "Group"	Unless the context otherwise indicates or implies, refers to our Company, on a consolidated basis as at and during the relevant period/ Fiscal Year

Company Related Terms

Term	Description
"Articles of Association", AoA or "Articles"	Articles of association of our Company, as amended from time to time
Audit Committee	The audit committee of our Board constituted in accordance with Regulation 18 of the SEBI Listing Regulations and Section 177 of the Companies Act, 2013, as described in "*Our Management - Committees of the Board – Audit Committee*" on page 243
"Board" or "Board of Directors"	The board of directors of our Company, as described in "*Our Management*" beginning on page 236
Chairman and Managing Director	The Chairman and Managing Director of our Company, being Rahul Mangal as described in "*Our Management*" on page 236
"Chief Financial Officer"/ "CFO"	The Chief Financial Officer of our Company, namely Pawan Mendiratta
Committee(s)	Duly constituted committee(s) of our Board
Company Secretary and Compliance Officer	The Company Secretary and Compliance Officer of our Company, namely Balvinder Singh Guleri
D&B India	Dun & Bradstreet Information Services India Private Limited
D&B Report	The Industry Report titled "*Industry Report on Power T&D and Transformer Components*" dated December 12, 2024 prepared and issued by Dun & Bradstreet Information Services India Private Limited ("**D&B India**"), appointed by us on July 31, 2024 and exclusively commissioned and paid for by us in connection with the Issue. D&B India is an independent agency which has no relationship with our Company, our Promoters and any of our Directors or KMPs or SMPs
Director(s)	The director(s) on our Board. For details see, *"Our Management – Board of Directors*" on page 236
Equity Shares	Equity shares of face value of ₹ 10 each of our Company
Executive Director(s)	Executive director(s) of our Company. For further details of our Executive Directors, see "*Our Management*" on page 236
Non-executive Independent Directors	The 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 236

Term	Description
IPO Committee	The initial public offering committee of our Board
"Key Managerial Personnel" or "KMP"	The key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations, as described in "*Our Management"* beginning on page 236
"Memorandum of Association" or "MoA"	The memorandum of association of our Company, as amended from time to time
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board, as described in "*Our Management - Committees of the Board - Nomination and Remuneration Committee*" on page 236
Non-Executive Director(s)	Non-executive director(s) of our Company. For further details of our Non-executive Directors, see "*Our Management*" on page 236
Promoters	Rahul Mangal, Ashish Mangal, Saroj Mangal and Aniketa Mangal
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 253
Registered and Corporate Office	C-61, C-61 (A&B), Road No. 1-C, V. K. I. Area, Jaipur 302 013, Rajasthan, India
Registrar of Companies or RoC	The Registrar of Companies, Rajasthan at Jaipur
"Restated Financial Statements" or "Restated Financial Information"	The restated financial statements of our Company comprising of restated summary statement of assets and liabilities as at six months ended September 30, 2024 and financial year ended March 31, 2024, March 31, 2023 and March 31, 2022, restated summary statement of profit or loss (including other comprehensive income), restated summary of statement of changes in equity and restated statement of cash flows for six months period ended September 30, 2024 and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 of the Company, as approved by the Board of Directors of the Company, restated in terms of the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"), and the Guidance Note on Reports in Company's Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (the "ICAI"), (the "Guidance Note")
Senior Management Personnel or SMP	The senior management personnel of our Company in terms of Regulation 2(1) (bbb) of the SEBI ICDR Regulations, as disclosed in "*Our Management-Senior Management Personnel"* beginning on page 236
Shareholder(s)	The Shareholder(s) of our Company from time to time
Stakeholders' Relationship Committee	The stakeholders' relationship committee as described in "*Our Management - Committees of the Board – Stakeholders' Relationship Committee*" on page 236
"Statutory Auditor" or "Auditor"	The current statutory auditors of our Company, being A Bafna & Co., Chartered Accountant
Unit I	C-61, C-61 (A&B), Road No. 1-C, V.K.I. Area, Jaipur 302 013, Rajasthan, India
Unit II	E-54, Road No.5, VKI Area, Jaipur 302 013, Rajasthan, India
Unit III	Plot no. B-308, Road No.16, Vishwakarma Industrial Area, Jaipur 302 013, Rajasthan, India
Unit IV	E-40 to E-46A, Shree Khatu, Shyam ji Industrial Area, Reengus, Sikar 332 404, Rajasthan, India
Unit V	Plot No. PA 011 -008B, Mahindra World City SEZ Zone, Kalwara Ajmer Road 302 029, Rajasthan, India

Issue Related Terms

Term	Description
Abridged Prospectus	Abridged prospectus means a memorandum containing such salient features of a prospectus as may be specified by the SEBI in this behalf.
Acknowledgement Slip	The slip or document issued by the relevant Designated Intermediary(ies) to a Bidder as proof of registration of the Bid cum Application Form
"Allot" or "Allotment" or "Allotted"	Allotment of Equity Shares pursuant to the Fresh Issue to the successful Bidder
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	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 ₹ 1,000 lakhs
Anchor Investor Allocation	The price at which Equity Shares will be allocated to the Anchor Investors in terms of

Term	Description
Price	the Red Herring Prospectus and the Prospectus, which will be decided by our Company, in consultation with the Book Running Lead Manager
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/Issue Period	One Working Day prior to the Bid/ Issue Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the Book Running Lead Manager will not accept any Bids from Anchor Investors, and allocation to Anchor Investors shall be completed
Anchor Investor Issue Price	The final price at which the Equity Shares will be Allotted to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Issue Price but not higher than the Cap Price. The Anchor Investor Issue Price will be decided by our Company in consultation with the Book Running Lead Manager, in terms of the Red Herring Prospectus and the Prospectus
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), it shall be the Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the Issue Price, not later than two Working Days after the Bid/ Issue Closing Date
Anchor Investor Portion	Up to 60% of the QIB Category which may be allocated by our Company, in consultation with the Book Running Lead Manager, to the Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds 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 the Bid Amount will be blocked upon acceptance of UPI Mandate Request by the UPI Bidders using the UPI Mechanism
ASBA Account	A bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the relevant ASBA Form and includes the account of a UPI Bidder which is blocked upon acceptance of the UPI Mandate Request in relation to a Bid by a UPI Bidder Bidding through the UPI Mechanism
ASBA Bid	A Bid made by an ASBA Bidder.
“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
Banker(s) to the Issue	Collectively, the Escrow Collection Bank, Refund Bank, Public Issue Account Bank and Sponsor Banks, as the case maybe
Basis of Allotment	Basis on which the Equity Shares will be Allotted to successful Bidders under the Issue, described in “*Issue Procedure*” beginning on page 380
Bid(s)	An indication by an ASBA Bidder to make an offer during the Bid/ Issue Period pursuant to submission of the ASBA Form, or on the Anchor Investor Bidding Date by an Anchor Investor, pursuant to the submission of the Anchor Investor Application Form, to subscribe to or purchase Equity Shares at a price within the Price Band, including all revisions and modifications thereto, the extent permissible under the SEBI ICDR Regulations, in terms of the Red Herring Prospectus and the Bid cum Application Form. The term “Bidding” shall be construed accordingly
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 in the Issue, as applicable. In the case of Retail Individual Investors bidding at the Cut-off Price, Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Investors and 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/ Issue 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, which shall be notified in all

Term	Description
	editions of [●] (a widely circulated English national daily newspaper) and all editions of [●] (a widely circulated Hindi national daily newspaper, Hindi also being the regional language of Jaipur wherein our Registered Office is located), and in case of any revision, the extended Bid/Issue Closing Date shall 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. Our Company, in consultation with the Book Running Lead Manager, may consider closing the Bid/ Issue Period for QIBs one Working Day prior to the Bid/ Issue Closing Date in accordance with the SEBI ICDR Regulations. In case of any revision, the revised Bid/ Issue Closing Date shall be notified on the websites of the Book Running Lead Manager and at the terminals of the Syndicate Members and communicated to the Designated Intermediaries and the Sponsor Banks, and shall also be notified in an advertisement in the same newspapers in which the Bid/ Issue Opening Date will be published
Bid/ Issue Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, which shall be notified in all editions of [●] (a widely circulated English national daily newspaper) and all editions of [●] (a widely circulated Hindi national daily newspaper, Hindi also being the regional language of Jaipur, where our Registered Office is located), and in case of any revision, the extended Bid/Issue 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/ Issue Period	Except in relation to Anchor Investors, the period between the Bid/ Issue Opening Date and the Bid/ Issue Closing Date, inclusive of both days, during which 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. Our Company, in consultation with the Book Running Lead Manager, may consider closing the Bid/ Issue Period for QIBs one Working Day prior to the Bid/ Issue Closing Date in accordance with the SEBI ICDR Regulations
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 Issue is being made
"Book Running Lead Manager" or "BRLM"	The book running lead manager to the Issue, namely, Systematix Corporate Services 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)
Confirmation of Allocation Note or CAN	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/ Issue Period
Cap Price	The higher end of the Price Band, subject to any revisions thereto, above which the Issue Price and Anchor Investor Issue Price will not be finalised and above which no Bids will be accepted. The Cap Price shall be at least 105% of the Floor Price
Cash Escrow and Sponsor Banks Agreement	The agreement dated [•] amongst out Company, the Registrar to the Issue, the BRLM, the Escrow Collection Bank(s), the Public Issue Account Bank(s), the Sponsor Bank(s), the Refund Bank(s) for among other things, collection of the Bid Amounts from the Anchor Investors and where applicable, refunds of the amounts collected from Anchor Investors, on the terms and conditions thereof
Collecting Depository Participant or CDP(s)	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

Term	Description
	Locations in terms of SEBI circular number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 as per the list available on the respective websites of the Stock Exchanges, as updated from time to time
Client ID	Client identification number maintained with one of the Depositories in relation to demat account
Collecting Registrar and Share Transfer Agents	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI as per the lists available on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com, as updated from time to time
Cut-off Price	The Issue Price finalised by our Company, in consultation with the Book Running Lead Manager which shall be any price within the Price Band Only RIBs 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
Cut-Off Time	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 on after the Bid/Issue Closing Date
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 =35 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 Collecting Depository Participants eligible to accept ASBA Forms are available on the websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), as updated from time to time
Designated Date	The date on which the funds from the Escrow Account are transferred to the Public Issue Account(s) or the Refund Account, as appropriate, and the relevant amounts blocked in the ASBA Accounts are transferred to the Public Issue Account(s) and/or are unblocked, as applicable, in terms of the Red Herring Prospectus and the Prospectus, after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange, following which the Equity Shares will be Allotted in the Issue
Designated Intermediary(ies)	SCSBs, Syndicate, sub-syndicate, Registered Brokers, CDPs and RTAs who are authorized to collect ASBA Forms from the ASBA Bidders, in relation to the Issue
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 website of SEBI 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 December 24, 2024 issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Issue, including any addenda or corrigenda thereto
Eligible FPI(s)	FPIs that are eligible to participate in this Issue in terms of applicable laws, other than individuals, corporate bodies and family offices, and from such jurisdictions outside India where it is not unlawful to make an offer/invitation under the Issue and in relation to whom the Bid cum Application Form and the Red Herring Prospectus constitutes an invitation to subscribe to the Equity Shares offered thereby
Eligible NRI(s)	A non-resident Indian, resident in a jurisdiction outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Red Herring Prospectus and the Bid Cum Application Form constitutes an invitation to subscribe or purchase for the Equity Shares
Escrow Account(s)	Account(s) opened with the Escrow Collection Bank for the Issue and in whose favour

Term	Description
	the Anchor Investors will transfer money through direct credit or NEFT or RTGS or NACH in respect of the Bid Amount when submitting a Bid
Escrow Collection Bank	A 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 Account will be opened, in this case being [●]
First Bidder	The Bidder whose name appears first in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name 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 revisions thereof, at or above which the Issue Price and the Anchor Investor Issue Price will be finalised and below which no Bids will be accepted and which shall not be less than the face value of the Equity Shares
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations
Fresh Issue	Fresh issue of up to [●] Equity Shares of face value of ₹ 10 aggregating up to ₹ 45,000.00 lakhs by our Company. Our Company, in consultation with the BRLM, may consider issue of specified securities, as may be permitted under the applicable law, not exceeding ₹ 9,000.00 lakhs prior to filing of the Red Herring Prospectus with the RoC ("**Pre-IPO Placement**"). The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLM. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Issue, our Company shall appropriately, intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Issue, or the Issue may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018, as amended
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
Gross Proceeds	The gross proceeds of the Fresh Issue that will be available to our Company
"Independent Chartered Accountant" or "ICA"	The Independent Chartered Accountant appointed by our Company being, Kuldeep Kumar Gupta & Co, Chartered Accountants
Issue	The initial public offering of up to [●] Equity Shares of our Company for cash at a price of ₹ [●] per Equity Share aggregating up to ₹45,000.00 lakhs Our Company in consultation with the Book Running Lead Managers, may consider a further issue of Specified Securities, including through private placement, preferential allotment, rights issue or any other method as may be permitted under applicable law to any person(s) of such equity shares for an amount aggregating up to ₹ 9,000 lakhs, at its discretion, prior to the filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is undertaken, the fresh Issue Size will be reduced to the extent of such Pre-IPO Placement, subject to the complying with Rule 19(2)(b) of the SCRR
Issue Agreement	The issue agreement dated December 24, 2024 entered into between and amongst our Company and the Book Running Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue
Issue 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 Issue Price, in terms of the Red Herring Prospectus. The Issue Price will be decided by our Company, in consultation with the Book Running Lead Manager on the Pricing Date in accordance with the Book Building Process and the Red Herring Prospectus
Issue Proceeds	The gross proceeds of the Fresh Issue which shall be available to our Company based on the total number of Equity Shares Allotted under this Issue and the Issue Price
Materiality Policy	The policy adopted by our Board on December 11, 2024 for identification of group companies, material outstanding litigation, and outstanding dues to material creditors, in accordance with the disclosure requirements under the SEBI ICDR Regulations

Term	Description
Monitoring Agency	[●]
Monitoring Agency Agreement	The agreement to be entered into between and amongst our Company and the Monitoring Agency
Mutual Fund Portion	Up to 5% of the Net QIB Category or [●] Equity Shares which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Issue Price
Net Proceeds	Proceeds of the Fresh Issue less our Company's share of the Issue expenses. For further details about use of the Net Proceeds and the Issue related expenses, see "*Objects of the Issue – Details of Objects*" and "*Objects of the Issue – Issue Related Expenses*" on pages 89 and 103, respectively
Net QIB Category	The portion of the QIB Category less the number of Equity Shares Allotted to the Anchor Investors
"Non-Institutional Investors" or "NIIs"	All Bidders that are not QIBs or RIIs and who have Bid for Equity Shares, for an amount of more than ₹ 2.00 lakhs (but not including NRIs other than Eligible NRIs)
Non-Institutional Category	The portion of the Issue being not less than 15% of the Issue comprising [●] Equity Shares which shall be available for allocation to Non-Institutional Bidders, subject to valid Bids being received at or above the Issue Price, in the following manner: (a) one third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than ₹ 2.00 lakhs and up to ₹ 10.00 lakhs; (b) two third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than ₹ 10.00 lakhs: Provided that the unsubscribed portion in either of the sub-categories specified in clauses (a) or (b), may be allocated to applicants in the other sub-category of non-institutional investors
Non-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 NDI Rules
Pre – IPO Placement	Our Company, in consultation with the BRLM, may consider issue of specified securities, as may be permitted under the applicable law, not exceeding ₹ 9,000.00 lakhs prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the Book Running Lead Manager. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the Prior to the completion of the Issue, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Issue or the Issue may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement, if undertaken, shall be appropriately made in the relevant sections of the RHP and Prospectus
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 Issue will be decided by our Company, in consultation with the Book Running Lead Manager and will be advertised in all editions of [●], an English national daily newspaper, all editions of the Hindi national daily newspaper [●], (Hindi being the regional language of Jaipur wherein our Registered Office is located), each with wide circulation, at least two Working Days prior to the Bid/ Issue Opening Date and shall be available to the Stock Exchanges for the purpose of uploading on their respective websites
Pricing Date	The date on which our Company, in consultation with the Book Running Lead Manager, will finalise the Issue Price
Prospectus	The prospectus to be filed with the RoC on or after the Pricing Date in accordance with Section 26 of the Companies Act, 2013 and the SEBI ICDR Regulations containing, inter alia, the Issue Price that is determined at the end of the Book Building Process, the size of the Issue and certain other information including any addenda or corrigenda thereto
Public Issue Account	The 'no-lien' and 'non-interest bearing' account to be opened, in accordance with Section 40(3) of the Companies Act, 2013 with the Public Issue Account Bank to receive

Term	Description
	monies from the Escrow Account and the ASBA Accounts on the Designated Date
Public Issue Account Bank(s)	Bank(s) which are a clearing member and registered with SEBI as a banker to an issue, and with whom the Public Issue Account for collection of Bid Amounts from Escrow Accounts and ASBA Accounts will be opened, in this case being [●]
QIB Category	The portion of the Issue (including the Anchor Investor Portion) being not more than 50% of the Issue consisting of not more than [●] Equity Shares which shall be available for allocation to QIBs (including Anchor Investors), subject to valid Bids being received at or above the Issue Price or Anchor Investor Issue Price (for Anchor Investors)
"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 Issue, including any addenda or corrigenda thereto. The Bid/ Issue Opening Date shall be at least three Working Days after the filing of the Red Herring Prospectus with the RoC and will become the Prospectus upon filing with the RoC on or after the Pricing Date
Refund Account(s)	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(s)	The Banker(s) to the Issue which are a clearing member and registered with SEBI as a banker to an issue, and with whom the Refund Account(s) will be opened and in this case being, [●]
Registered Brokers	The stock brokers registered under SEBI (Stock Brokers and Sub-Brokers) Regulations, 1992, as amended with 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
Registrar Agreement	The registrar agreement dated December 24, 2024 entered into between and amongst our Company and the Registrar to the Issue, in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue
"Registrar to the Issue" or "Registrar"	Bigshare Services Private Limited
"Retail Individual Bidder(s)" or "Retail Individual Investor(s)" or "RII(s)" or "RIB(s)"	Individual investors, whose Bid Amount for Equity Shares in the Issue is not more than ₹200,000 in any of the bidding options in the Issue (including HUFs applying through their karta and Eligible NRIs and does not include NRIs other than Eligible NRIs)
Retail Category	The portion of the Issue being not less than 35% of the Issue comprising [●] Equity Shares, which shall be available for allocation to RIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price
Revision Form	The form used by the Bidders to modify the quantity of Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s), as applicable. QIBs Bidding in the QIB category and Non-Institutional Investors Bidding in the Non-Institutional category are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Investors can revise their Bids during Bid/Issue period and withdraw their Bids until Bid/Issue 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, a centralized web based complaints redressal system launched by SEBI
"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.

Term	Description
	In relation to Bids (other than Bids by Anchor Investor) submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) and updated 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 https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 as updated from time to time. Applications through UPI in the Issue can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website. 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
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 Bank(s)	[●] and [●] being Bankers to the Issue registered with SEBI, appointed by our Company to act as conduits 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 between and amongst our Company, the Registrar and the member(s) of the Syndicate in relation to collection of Bid cum Application Forms by the Syndicate
Syndicate Member(s)	The intermediaries (other than the Book Running Lead Manager) registered with SEBI who are permitted to carry out activities as an underwriter, namely [●]
Systematix	Systematix Corporate Services Limited
Sub-Syndicate Member(s)	The sub-syndicate members, if any, appointed by the Book Running Lead Manager and the Syndicate Member(s), to collect ASBA Forms and Revision Forms
"Syndicate" or "members of the Syndicate"	Together, collectively, the Book Running Lead Manager and the Syndicate Members
Underwriters	[●]
Underwriting Agreement	The underwriting agreement to be entered into between and amongst our Company and the Underwriters, on or after the Pricing Date, but prior to filing the Prospectus with the RoC
UPI	Unified payments interface which is an instant payment mechanism, developed by NPCI
UPI Bidders	Collectively, individual investors applying as Retail Individual Investors in the Retail Category, and individuals applying as Non-Institutional Investors with a Bid Amount of up to ₹500,000 in the Non-Institutional Category. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual investors applying in public issues where the application amount is up to ₹500,000 shall use UPI and shall provide their UPI ID in the bid-cum-application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)
UPI Circulars	SSEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI RTA Master Circular (to the extent it pertains to UPI), SEBI ICDR Master Circular, and any subsequent circulars or notifications issued by SEBI in this regard, along with the circulars issued by the National Stock Exchange of India Limited having reference no. 25/2022 dated August 3, 2022 and the circular issued by BSE Limited having reference no. 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI in this regard
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 application and by way of a SMS for directing the UPI Bidder to such UPI mobile application) to the

Term	Description
	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
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
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/ Issue 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/ Issue 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
ACS	Average Cost of Supply
ARR	Average Revenue Realized
BIS	Bureau of Indian Standards
CAGR	Compound Annual Growth Rate
CRGO	Cold Rolled Grain Oriented Electrical Steel
CRNGO	Cold Rolled Non-Grain-Oriented Electrical Steel
CRNO	Cold Rolled Non-Oriented Steel
DDUGJY	Deen Dayal Upadhyaya Gram Jyoti Yojana
EBITDA	Earnings Before Interest, Tax, Depreciation, Amortization and extraordinary items - EBITDA provides a comprehensive view of our financial health. It facilitates evaluation of the year-on-year performance of our business and excludes other income
EPC	Engineering, Procurement, and Construction
ESG	Environmental, Social and Governance
GEC	Green Energy Corridor
ICB	Immersed Circuit Breakers
ISO	International Organization for Standardization
kVA	Kilovolt Amperes - The product of the circuits maximum current and voltage rating. Also known as Apparent Power
MT	Metric Tonne
MVA	Megavolt Amperes - The unit to measure the apparent power in a circuit. (1 MVA = 1000 kVA)
NABL	National Accreditation Board for Testing and Calibration Laboratories
NTPC	National Thermal Power Corporation
PEB	Pre-Engineered Building
PGCIL	Power Grid Corporation of India Limited
RGGVY	Rajiv Gandhi Grameen Vidyutikaran Yojana
T&D	Transmission & Distribution
VRE	Variable Renewable Energy

Conventional and General Terms or Abbreviations

Term	Description
“₹”, “Rs.”, “Rupees” or “INR”	Indian Rupees
AIFs	Alternative Investments Funds, as defined in, and registered under the SEBI AIF Regulations
AGM	Annual general meeting
B.com	Bachelor of commerce
BSE	BSE Limited
Category I AIF	AIFs who are registered as “Category I Alternative Investment Funds” under the SEBI AIF Regulations
Category II AIF	AIFs who are registered as “Category II Alternative Investment Funds” under the SEBI AIF Regulations
Category III AIF	AIFs who are registered as “Category III Alternative Investment Funds” under the SEBI AIF Regulations

Term	Description
Category I FPIs	FPIs who are registered as "Category I Foreign Portfolio Investors" under the SEBI FPI Regulations
Category II FPIs	FPIs who are registered as "Category II foreign portfolio investors" under the SEBI FPI Regulations
CBDT	Central Board of Direct Taxes
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
Companies Act, 1956	Companies Act, 1956, and the rules, regulations, notifications, modifications and clarifications made thereunder, as the context requires
"Companies Act" or "Companies Act, 2013"	Companies Act, 2013, as amended, along with the relevant rules made thereunder
Consolidated 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
CSR	Corporate social responsibility
Demat	Dematerialised
Depositories	NSDL and CDSL
Depositories Act	The Depositories Act, 1996, as amended
DIN	Director Identification Number
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India
DP ID	Depository Participant's Identification
DP or Depository Participant	A depository participant as defined under the Depositories Act
EGM	Extraordinary General Meeting
EPS	Earnings Per Share
FCNR	Foreign Currency Non-Resident
FDI	Foreign direct investment
FEMA	The Foreign Exchange Management Act, 1999, read with rules and regulations thereunder
"FEMA Non-debt Instruments Rules" or "FEMA NDI Rules"	Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended
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", "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
GDP	Gross domestic product
"GoI" or "Government" or "Central Government"	Government of India
H1 FY24	Six months ended September 30, 2024
GST	Goods and services tax
HUF	Hindu Undivided Family
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
Ind AS 24	Indian Accounting Standard 24- Related Party Disclosures
Ind AS 34	Indian Accounting Standard 34 – Interim Financial reporting
Ind AS 37	Indian Accounting Standard 37- Provisions, Contingent Liabilities and Contingent Assets
"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/ IGAAP	Accounting Standards notified under Section 133 of the Companies Act, 2013, read together with Rule 7 of the Companies (Accounts) Rules, 2014, as amended and Companies (Accounting Standards) Amendment Rules, 2016, as amended
IPO	Initial public offering
IST	Indian Standard Time
IT	Information Technology
IT Act	The Income-tax Act, 1961, as amended

Term	Description
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, as amended
N.A.	Not applicable
NACH	National Automated Clearing House
"NAV" or "Net Asset Value"	Net asset value per share represents net worth at the end of the year/period divided by the weighted average number of shares outstanding during the period/year post the proposed issuance of equity shares against the outstanding options under ESOP schemes.
NEFT	National Electronic Funds Transfer
Net Worth	Net worth is the aggregate value of the paid-up share capital and all reserves created out of the profits (securities premium account and debit or credit balance of profit and loss account), after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the restated balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation, capital reserve and amalgamation .
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, as amended or an overseas citizen of India cardholder within the meaning of Section 7(A) of the Citizenship Act, 1955, as amended
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB or Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Issue
p.a.	Per annum
PAN	Permanent Account Number
PAT	Profit after tax
P/E	Price/earnings
P/E Ratio	Price to Earnings ratio
RBI	The Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934, as amended
Regulation S	Regulation S under the U.S. Securities Act
"RoNW" or "Return on Net Worth"	Restated profit/(loss) attributable to equity holders of the parent divided by Net Worth
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956, as amended
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended
SEBI	Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended
SEBI BTI Regulations	Securities and Exchange Board of India (Bankers to an Offer) Regulations, 1994, as amended
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended
SEBI ICDR Master Circular	SEBI master circular no. SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI Merchant Bankers Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, 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 SBEB & SE Regulations	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat

Term	Description
	Equity) Regulations, 2021, as amended
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
State Government	The government of a state in India
Stock Exchanges	BSE and NSE
STT	Securities transaction tax
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
TAN	Tax deduction account number
"U.S.A.", "U.S.", "US" or "United States of America"	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 of America
U.S. Securities Act	United States Securities Act of 1933, as amended
USD or US$	United States Dollars
Wilful Defaulter	A company or person, as the case may be, categorised as a wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI
VCFs	Venture Capital Funds as defined in and registered with SEBI under the SEBI VCF Regulations

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:

In this Draft Red Herring Prospectus, unless otherwise specified,
1. any time mentioned is in Indian Standard Time and,
2. all references to a year are to a calendar year unless otherwise specified,
3. all references to page numbers 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 Financial Information. For further information, see "*Restated Financial Information*" on page 262.

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.

Unless the context requires otherwise, the financial information in this Draft Red Herring Prospectus is derived from our Restated Financial Information of the Company comprising of restated summary statement of assets and liabilities as at six month period ended September 30, 2024 and financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, restated summary statement of profit or loss (including other comprehensive income), restated summary of statement of changes in equity and restated statement of cash flows for six months period ended September 30, 2024 and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 of the Company, as approved by the Board of Directors of the Company. The Restated Financial Information, which has been approved by the Board, has been prepared in accordance with the requirements of: (a) Section 26 of Part I of Chapter III of the Companies Act, 2013; (b) paragraph (A) of Clause 11 (I) of Part A of Schedule VI of the SEBI ICDR Regulations; and (c) the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India, as amended from time to time. For further information, see "*Summary of Financial Information*", "*Restated Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 56, 262 and 316, respectively.

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 US GAAP and International Financial Reporting Standards ("IFRS"), which investors may be more familiar with and consider material to their assessment of our financial condition*." on page 47.

Our Statutory Auditors have provided no assurance or services related to any prospective financial information in this Draft Red Herring Prospectus.

Unless the context otherwise indicates, any percentage amounts or ratios (excluding certain operational metrics), relating to the financial information of our Company as set forth in "*Risk Factors*", "*Basis for Issue Price*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 26, 107, 196 and 316, respectively, and elsewhere in this Draft Red Herring Prospectus have been calculated on the basis of amounts derived from our Restated Financial Information.

Non-Generally Accepted Accounting Principles Financial Measures

Return on Net Worth, Net Asset value per share, EBITDA, EBITDA Margin, PAT Margin, Net Worth, Net Debt, Return on Equity, Return on Capital Employed, Net Debt to Equity Ratio, Gross Fixed assets Turnover Ratio ("Non-GAAP Measures"), presented in this Draft Red Herring Prospectus are supplemental measures of our performance and liquidity that are not required by, or presented in accordance with Ind AS. 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 period/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. In addition, the Non-GAAP Measures are not standardised terms, hence a direct comparison of these Non-GAAP Measures between companies may not be possible. Other companies may calculate these Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. Although such Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our management believes that they are useful to an investor in evaluating us as they are widely used measures to evaluate an entity's operating performance.

Currency and Units of Presentation

All references to:

- "Rupees" or "₹" or "INR" or "Rs." are to Indian Rupee, the official currency of the Republic of India;
- "USD" or "US$" are to United States Dollar, the official currency of the United States;
- "Euro" or "€" are to Euro, the official currency of the Eurozone.

In this Draft Red Herring Prospectus, unless the context otherwise requires, all references to one gender also refers to another gender and the word "Lac / Lakh" means "one hundred thousand", the word "million (mn)" means "Ten Lacs / Lakhs", the word "Crore" means "one hundred lakhs" and the word "billion (bn)" means "one hundred crores".

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 other foreign currencies:

(Amount in ₹, unless otherwise specified)

Currency	Exchange rate as at			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
1 USD	83.79	83.37	82.22	75.81
1 Euro	93.53	90.22	89.61	84.66

Source: www.fbil.org.in

Note: The exchange rates are rounded off to two decimal places and in case March 31 of any of the respective years is a public holiday, *the previous Working Day not being a public holiday has been considered.*

Industry and Market Data

Unless stated otherwise, industry and market data used in this Draft Red Herring Prospectus has been obtained or derived from industry report titled "*Industry Report on Power T&D and Transformer Components*" dated August 30, 2024, and publicly available information as well as other industry publications and sources.

D&B India is an independent agency which has no relationship with our Company, our Promoters, any of our Directors or Key Managerial Personnel, Senior Management Personnel or the Book Running Lead Manager. The D&B Report has been exclusively commissioned by our Company pursuant to an engagement letter dated July 31, 2024 or the purposes of confirming our understanding of the industry in which our Company operates, in connection with the Issue. The D&B Report is available on the website of our Company at www.mangals.com/industry-report/.

Excerpts of the D&B Report are disclosed in this Draft Red Herring Prospectus and there are no parts, information or data from the D&B Report, which would be relevant for the Issue that have been left out or changed in any manner by our Company for the purposes of this Draft Red Herring Prospectus. 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, on account of there being no standard data gathering methodologies in the industry in which the business of our Company is conducted, and methodologies and assumptions may vary widely among different industry sources.

Accordingly, 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.

Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in "*Risk Factors – Certain sections of this Draft Red Herring Prospectus contain information from D&B Report, which has been commissioned and paid for by our Company and any reliance on such information for making an investment decision in the Issue is subject to inherent risks*" on page 44. Accordingly, investment decisions should not be based solely on such information.

Disclaimer of D&B Report

D&B India in the D&B Report has also provided certain disclaimer which is reproduced herein below:

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

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

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

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

FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain "forward-looking statements". All statements in this Draft Red Herring Prospectus that are not statements of historical fact are 'forward-looking statements.' All statements regarding our expected financial condition and results of operations, business plans and prospects are '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 whether made by us or any third parties in this Draft Red Herring Prospectus are based on our current plans, estimates, presumptions and expectations and 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.

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:

1. The costs of the raw materials that we use in our manufacturing process are subject to volatility due to factors beyond our control. Increases or fluctuations in raw material prices may have a material adverse effect on our business, financial condition, results of operations and cash flows.

2. We are heavily dependent on the performance of the CRGO products and transformer product component. Any adverse changes in the conditions affecting the CRGO products and transformer products market can adversely impact our business, financial condition, results of operations, cash flows and prospects.

3. Any disruption, breakdown or shutdown of our manufacturing facilities or our original equipment manufacturer suppliers may have a material adverse effect on our business, financial condition, results of operations and cash flows.

4. We do not have definitive agreements for supply of products or raw material with our customers or suppliers. Failure to successfully leverage our supplier/customer relationships and network could adversely affect us.

5. The availability of counterfeit products, such as products passed off as our products by others, and any failure to protect or enforce our rights to own or use trademarks and brand name and identity could have an adverse effect on our business and competitive position.

6. We face significant competitive pressures in our business. Our inability to compete effectively would be detrimental to our business and prospects for future growth.

7. We depend on a third parties for the supply of our raw materials and delivery of products and such third parties could fail to meet their obligations, which may have a material adverse effect on our business, results of operations, financial condition and cash flows.

8. We are exposed to foreign currency fluctuation risks, particularly in relation to import of raw materials, export of products and our borrowings, which may adversely affect our results of operations, financial condition and cash flows.

9. We are exposed to risks arising from credit terms extended to our customers comprising distributors, dealers, retailers and end users.

10. We have significant power and fuel requirements and any disruption to power sources could increase our production costs and adversely affect our results of operations.

For discussion 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 26, 122, 196, and 316, 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.

Forward-looking statements reflect our views as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. There can be no assurance to investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements to be a guarantee of our future performance. These statements are based on our management's beliefs and assumptions, which in turn are based on the 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 prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. None of our Company, Promoters, Directors, and the BRLM or 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 regulatory requirements, our Company will ensure that investors in India are informed of material developments from the date of filing of the Red Herring Prospectus until the date of Allotment.

SUMMARY OF THE ISSUE DOCUMENT

The following is a general summary of the terms of the Issue and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Red Herring Prospectus or all details relevant for prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including in "Risk Factors", "The Issue", "Capital Structure", "Objects of the Issue", "Industry Overview", "Our Business", "Our Promoters and Promoter Group", "Restated Financial Information", "Issue Procedure", "Outstanding Litigation and Material Developments" and "Description of Equity Shares and Terms of the Articles of Association" beginning on pages 26, 62, 71, 87, 122, 196, 253, 262, 380, 350 and 405, respectively.

Summary of the business of our Company

We are in the business of processing transformer components transformer lamination, CRGO slit coils, amorphous cores, coil assemblies and core assemblies, wound core, toroidal core and oil immersed circuit breakers. We also trade CRGO and CRNO coils, as well as amorphous ribbons. Further, we manufacture transformers and customised products in the power infrastructure industry. We manufacture transformers with capacities ranging from single-phase 5 KVA to three-phase 10 MVA (medium power) units and also provide EPC services for setting up electrical sub-station, catering to the power infrastructure sector.

Summary of the industry in which our Company operates

The Indian transformer industry is experiencing robust growth, driven by factors such as rapid urbanization, industrialization, and increasing demand for electricity. The estimated market size for FY 2024 is INR 333.3 billion, indicating a significant expansion in recent years. Increase in Renewable energy generation capacity by CAGR of 16% from 201 GW in 2024 to 500 GW in 2030, also contribute to increased transmission and Distribution infrastructure in India. To meet twice the transformation demand based on the current levels in FY 2024, which stands at 70,728 MVA, the system would need to support approximately 141,456 MVA. To support the projected energy demand of 1,907 billion units (BU) in FY 2027 and 2,472 BU in FY 2032 and the expected increase in peak electricity demand from 216 gigawatts (GW) in FY 2023 to 277 GW in FY 2027 and 366 GW in FY 2032, the power transmission and distribution network will need to be strengthened and expanded with significant augmentation of the distribution infrastructure. Government schemes like Deen Dayal Upadhyaya Gram Jyoti Yojana, Integrated Power Development Scheme, Revamped Distribution Sector Scheme, National Grid: One Nation - One Grid, Green Energy Corridor also provides a positive outlook for Transformer industry.

Our Promoters

Rahul Mangal, Ashish Mangal, Saroj Mangal and Aniketa Mangal are the Promoters of our Company. For further details, see "*Our Promoters and Promoter Group*" beginning on page 253.

Issue size

The following table summarizes the details of the Issue size:

Fresh Issue of Equity Shares*	Up to [●] Equity Shares of face value of ₹ 10 aggregating up to ₹ 45,000.00 lakhs

#The Issue is being made in terms of Rule 19(2)(b) of the SCRR, read with Regulation 31 of the SEBI ICDR Regulations, through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations. For more details, see "Issue Procedure" on page 380 of this DRHP.

** Our Company, in consultation with the BRLM, may consider issue of specified securities, as may be permitted under the applicable law, not exceeding ₹ 9,000.00 lakhs prior to filing of the Red Herring Prospectus with the RoC ("**Pre-IPO Placement**"). Our Company, in consultation with the Book Running Lead Manager, may consider a Pre-IPO Placement at its discretion, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the Book Running Lead Manager. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Issue, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Issue, or the Issue may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.*

The Issue shall constitute [●]% of the post-Issue paid up Equity Share capital of our Company. For further details, please see "*The Issue*" and "*Issue Structure*" on pages 62 and 376, respectively.

Objects of the Issue

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

Objects	Estimated Amount (in ₹ lakhs)
Repayment/ prepayment, in full or in part, of certain outstanding borrowings availed by our Company	9,602.76
Capital expenditure of our Company for expanding the facility at Unit IV situated Reengus, Sikar District, Rajasthan and civil works at our existing head office, Jaipur, Rajasthan to optimize space usage and increase storage capacity	12,000.00
Funding working capital requirements of our Company	12,200.00
General corporate purposes (1)	[●]
Total#	**45,000.00**

(1) The total amount to be utilised towards general corporate purposes will not exceed 25% of the gross proceeds of the Fresh Issue, in accordance with the SEBI ICDR Regulation.

For further details, see "*Objects of the Issue*" on page 87.

Aggregate pre-Issue Shareholding of our Promoters and the members of our Promoter Group

The aggregate pre-Issue shareholding of our Promoters and the members of our Promoter Group as a percentage of the pre-Issue paid-up share capital of the Company is set out below:

Sr. No.	Name of the Shareholder	Number of Equity Shares as on the date of this Draft Red Herring Prospectus	% of total pre-Issue paid up equity share capital	% of total post-Issue paid up equity share capital
Promoters				
1.	Rahul Mangal	84,22,500	41.09	[●]
2.	Ashish Mangal	40,32,500	19.67	[●]
3.	Saroj Mangal	58,15,000	28.37	[●]
4.	Aniketa Mangal	21,00,000	10.24	[●]
	Total (A)	**2,03,70,000**	**99.37**	[●]
Promoter Group (other than Promoters)				
1.	Meenakshi Mangal	32,500	0.16	[●]
2.	Shalu Mangal	30,000	0.15	[●]
3.	Rahul Mangal HUF	67,500	0.33	[●]
	Total (B)	**1,30,000**	**0.63**	[●]
	Total (A+B)	**2,05,00,000**	**100.00**	[●]

For further details, see "*Capital Structure*" on page 71.

Summary of Restated Financial Information

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

(in ₹ lakhs, except as otherwise stated)

Particulars	For the six month period ended September 30, 2024	As at and for the Financial Year ended March 31, 2024	As at and for the Financial Year ended March 31, 2023	As at and for the Financial Year ended March 31, 2022
Equity share capital	2,050.00	1,450.00	1,450.00	1,450.00
Net Worth	13,456.40	11,498.76	9,397.16	6,921.55
Revenue from operations	24,701.79	44,948.45	35,430.88	25,664.75
Restated profit/ (loss)	1,973.27	2,094.86	2,473.81	919.52
Restated earnings/ (loss) per Equity Share				
- Basic per Equity Share with a nominal value of ₹10 (in ₹)	9.63	10.22	12.07	4.49
- Diluted earnings per Equity Share with a nominal value of	9.63	10.22	12.07	4.49

₹10 each (in ₹)				
NAV per equity share (in ₹)	65.64	56.09	45.83	33.76
Current liabilities - Financial liabilities - borrowings (**A**)	9,652.88	7,355.88	5,263.56	6,180.80
Non-current liabilities - Financial liabilities - borrowings (**B**)	1,426.08	1,856.13	4,400.29	5,721.77
Total borrowings (A+B)	**11,078.95**	**9,212.01**	**9,663.85**	**11,902.57**

For further details, see "*Other Financial Information"* on page 264.

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

There are no qualifications of Statutory Auditors which have not been given effect to in the Restated Financial Information. Further, except as provided in the section "*Restated Financial Information*" on page 262 of the DRHP, there are no other 'Emphasis of Matters' highlighted by the Statutory Auditors.

Summary of Outstanding Litigation

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

Name of Entity	Criminal proceedings	Tax proceedings	Statutory or regulatory proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters in the last five years, including outstanding action	Material civil litigations	Aggregate amount involved (₹ in lakhs)*
Company						
By our Company	5	NIL	NIL	NIL	1	210.00
Against our Company	NIL	3	NIL	NIL	NIL	159.50
Directors						
By the Directors	NIL	NIL	NIL	NIL	NIL	NIL
Against the Directors	NIL	1	NIL	NIL	NIL	127.41
Promoters						
By the Promoters	NIL	NIL	NIL	NIL	NIL	NIL
Against the Promoters	NIL	1	NIL	NIL	NIL	127.41

**To the extent quantifiable.*
*** Determined in accordance with the Materiality Policy.*

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

For further details of the outstanding litigation proceedings involving our Company, Directors and Promoters see "*Outstanding Litigation and Material Developments*" beginning on page 350.

Risk Factors

For details of the risks applicable to us, see "*Risk Factors*" on page 26. Investors are advised to read the risk factors carefully before making an investment decision in the Issue.

Summary of contingent liabilities

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

(₹ in lakhs)

Nature of Contingent Liability	As at September 30, 2024
(i) Contingent liabilities:	
Letter of credit	2,338.81
Bank guarantees	3,301.30
Capital Commitments: Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advance)	1,380.94
Claims against the company not acknowledged as debts	-
Income tax/GST/VAT/CST	69.15

Summary of Related Party Transactions

A summary of related party transactions as per the requirements under Ind AS 24 – Related Party Disclosures read with SEBI ICDR Regulations entered into by our Company with related parties as of six month period ended September 30, 2024 and for the Fiscals 2024, 2023 and 2022 derived from our Restated Financial Information are as follows:

(in ₹ lakhs, except as otherwise stated)

Name of Party	Nature of Transaction	For the six month period ended September 30, 2024	For the Fiscal 2024	For the Fiscal 2023	For the Fiscal 2022
Rahul Mangal	Remuneration paid	90.00	180.00	240.00	156.00
	Interest paid	30.02	114.49	185.44	296.86
	Loan taken	1,938.95	4,188.10	4,535.06	6,183.11
	Repayment of loan	2,051.62	3,620.94	6,453.85	6,307.41
Aniketa Mangal	Interest paid	-	-	0.18	11.09
	Loan taken	-	22.13	11.99	48.01
	Repayment of loan	-	22.17	16.80	150.04
	Remuneration paid	30.00	60.00	35.00	36.00
Dynamic Cables Limited	Purchase	206.47	112.49	190.39	0.24
	Rent paid	1.80	3.60	3.60	3.88
	Sales	5.91	27.99	0.10	0.06
Aniketa Krishna International	Job work charges paid	-	38.63	83.73	111.22
Rams Creative Technologies Private Limited	Rent received	-	0.10	0.60	0.70
	Loan taken	10.00	-	-	-
	Loan given	-	-	465.14	-
	Repayment of loan	-	-	465.14	-
	Interest received	-	-	3.72	-
	Sales	-	-	0.28	-
	Software expenses	-	10.00	6.50	-
Adhyan Mangal	Loan taken	-	0.65	1.00	0.01
	Loan repaid	-	0.65	208.72	9.14
	Interest paid	-	-	9.27	21.97
Ompal Sharma	Remuneration paid	7.41	8.40	6.00	6.00
Meena Devi	Salary paid	0.65	7.84	6.24	6.03
Sumer Singh Poonia	Remuneration paid	6.4	12.92	11.15	8.06
Mansi Agarwal	Salary paid	12.00	24.00	18.00	-
Tech Mangal Private Limited	Digital marketing Expenses	0.80	4.55	-	-

Rahul Enterprises	Rent income	0.30	0.60	0.44	-
	Legal & professional charges	-	-	190.0	230.0
Pawan Mendiratta	Remuneration paid	2.17	NIL	NIL	-
Sweety Agarwal*	Remuneration paid	-	3.36	3.34	1.52
Shivi Kapoor#	Remuneration paid	2.34	-	-	-

* Resigned w.e.f. January 1, 2024.
# Appointed w.e.f. June 11, 2024 and resigned with effect from December 21, 2024.

For details of the related party transactions, see "*Other Financial Information – Related Party Transactions*" on page 315.

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

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

Date of allotment	Number of Equity Shares allotted	Details of Allottees		Face value per equity share (in ₹)	Issue price per equity share (in ₹)	Nature of consideration	*Nature of transaction*
		Name of the allottee	**Number of equity shares allotted**				
May 10, 2024	60,00,000	Ashish Mangal	30,00,000	10	10	Other than cash	Allotment of Equity Shares pursuant to the Scheme of Arrangement(1)
		Rahul Mangal	9,00,000				
		Aniketa Mangal	21,00,000				

(1) For further details on the Scheme of Arrangement, see "History and Certain Corporate Matters—Details regarding Material Acquisitions or Divestments of Business/ Undertakings, Mergers, Amalgamation, any Revaluation of Assets, etc. in the Last 10 Years" on page 234.

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.

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 Promoters, members of the Promoter Group and Shareholders with special rights

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 Promoters, Promoter Group, and the other Shareholders having the right to nominate directors or other rights in our Company:

Weighted average price at which equity shares were acquired by our Promoter in the one year preceding the date of this Draft Red Herring Prospectus

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

Name of the Promoter	Number of Equity Shares of face value ₹ 10 each acquired in last one year^	Weighted average price of acquisition per Equity Share

		(in ₹)^*
Rahul Mangal	9,00,000	10
Ashish Mangal	30,00,000	10
Aniketa Mangal	21,00,000	10
Total	**60,00,000**	**10**

^ As certified by Kuldeep Kumar Gupta & Co, Chartered Accountants, pursuant to their certificate dated December 24, 2024.
** For arriving at the weighted average price at which the specified securities of the Company was acquired by the Promoter in the last one year, only acquisition of specified securities has been considered while arriving at the weighted average price per specified security for last one year.*

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

Name	No. of Equity Shares held as of the date of this Draft Red Herring Prospectus	Weighted average price of Equity Shares acquired in the last one year (in ₹)	Weighted average price of Equity Shares acquired in the last eighteen months (in ₹)	Weighted average price of Equity Shares acquired in the last three years (in ₹)
Rahul Mangal	9,00,000	10	10	10
Ashish Mangal	30,00,000	10	10	10
Aniketa Mangal	21,00,000	10	10	10

*** As certified by Kuldeep Kumar Gupta & Co, Chartered Accountants, pursuant to their certificate dated December 24, 2024.*
^To be updated in the Prospectus following finalisation of Cap Price, as per the finalised Price Band.

Period	Weighted average cost of acquisition per Equity Share (in ₹)^	Cap Price is 'x' times the weighted average cost of acquisition^	Range of acquisition price per Equity Share: lowest price – highest price (in ₹)
Last one year preceding the date of this Draft Red Herring Prospectus	10	[●]	10-10
Last 18 months preceding the date of this Draft Red Herring Prospectus	10	[●]	10-10
Last three years preceding the date of this Draft Red Herring Prospectus	10	[●]	10-10

**As certified by Kuldeep Kumar Gupta & Co, Chartered Accountants, pursuant to their certificate dated December 24, 2024.*
^To be updated in the Prospectus following finalisation of Cap Price, as per the finalised Price Band.

Average cost of acquisition for our Promoters

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

Name	**Number of Equity Shares**	**Average cost of acquisition per Equity Share (in ₹)**
Promoters		
Rahul Mangal	84,22,500	10
Saroj Mangal	58,15,000	10
Ashish Mangal	40,32,500	10
Aniketa Mangal	21,00,000	10

**As certified by Kuldeep Kumar Gupta & Co, Chartered Accountants, pursuant to their certificate dated December 24, 2024.*

Details of Pre-IPO placement

Our Company, in consultation with the BRLM, may consider a further issue of Specified Securities, including by way of a private placement, rights issue, preferential offer or any other method as may be permitted under applicable law to any person(s) aggregating up to ₹ 9,000.00 lakhs, at its discretion, prior to the filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is undertaken, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Issue, and complying with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Issue, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Issue or the Issue may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and Prospectus.

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

Except as disclosed in "*Capital Structure - Shares issued for consideration other than cash or out of revaluation reserves or by way of a bonus issue*" on page 72, our Company has not issued any Equity Shares for consideration other than cash in the one year preceding the date of this Draft Red Herring Prospectus.

Split or Consolidation of equity shares in the last one year

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 SEBI ICDR Regulations, if any, granted by SEBI

Our Company has not made any application under Regulation 300(2) of the SEBI ICDR Regulations for seeking exemption from strict compliance with any provisions of securities laws, as on the date of this Draft Red Herring Prospectus.

SECTION II: RISK FACTORS

An investment in equity shares involves a high degree of risk. You should carefully consider each of the following risk factors together with all other information set forth in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in the Equity Shares. The risks and uncertainties described below are not the only risks that we currently face or are relevant to us, our Equity Shares, the industry in which we operate or to India or the other geographies in which we sell our products. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also adversely affect our business, prospects, results of operations, cashflows and financial condition. In order to obtain a complete understanding about us, investors should read this section in conjunction with "Industry Overview", "Our Business" and "Management's Discussion and Analysis of Financial Conditions and Results of Operations" on pages 122, 196 *and* 316, *respectively, as well as the financial statements, including the notes thereto, and other financial, statistical and other information included elsewhere in this Draft Red Herring Prospectus. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks described in this section. Unless otherwise indicated or the context otherwise requires, in this section, references to "we", "us", "Company" or "our Company" means Mangal Electrical Industries Limited.*

If any or some combination of the following risks, or other risks that are not currently known to us or believed to be adverse, actually occur, our business, results of operations, cashflows and financial condition could suffer, and the trading price of the Equity Shares could decline, and you may lose all or part of your investment. In making an investment decision with respect to this Issue, you must rely on your own examination of our Company, our business, and the terms of this Issue, including the merits and risks involved and you should consult your tax, financial and legal advisors about the particular consequences to you of an investment in the Equity Shares. To the extent the COVID-19 pandemic adversely affects our business and financial results, it may also have the effect of heightening or exacerbating the risks described in this section. Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment, which may differ in certain respects from that of other countries. This Draft Red Herring Prospectus also contains forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus. Please see section titled "Forward-Looking Statements" on page 17.

Unless otherwise stated or the context otherwise requires, the financial information used in this section is derived from our Restated Financial Statements. For further details, please see section titled "Financial Information" on page 262.

*Unless otherwise indicated, industry and market data used in this section has been derived from the report titled "Industry Report Power T&D and Transformer Components" dated December 12, 2024 (the "***D&B Report***") exclusively prepared and issued by Dun & Bradstreet Information Services India Private Limited ("***D&B India***") and commissioned & paid for by our Company in connection with the Issue. Unless otherwise indicated, all financial, operational, industry and other related information derived and included herein with respect to any particular year refers to such information for the relevant calendar year. Please see section titled "Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Industry and Market Data" on page* 14.

INTERNAL RISK FACTORS

1. ***The costs of the raw materials that we use in our manufacturing process are subject to volatility due to factors beyond our control. Increases or fluctuations in raw material prices may have a material adverse effect on our business, financial condition, results of operations and cash flows.***

Our operations are dependent upon the price and availability of the raw materials that we require for the production of our CRGO products and manufacturing transformers. Our primary raw materials include steel, aluminum, copper, galvanized iron, packing material, insulation paper, pressboard, insulating oil and polythene compound. We rely on securing raw materials and inputs consistently at competitive prices. While we depend on third-party suppliers without exclusive agreements, fostering strong relationships with them is crucial for timely procurement. We do not have any long-term contracts with our suppliers, and this exposes us to risks such as price volatility from commodity market fluctuations, currency changes, and government policies. Consequently, we may face challenges with operating margins if we cannot offset rising raw material costs, including CRGO and CRNGO steel coils and packaging materials. However, we remain committed to managing these relationships effectively to mitigate risks and ensure a stable supply chain.

The total cost of materials consumed amounted to ₹16,094.17 lakhs, ₹ 32,839.78 lakhs, ₹ 27,134.42 lakhs, and ₹ 15,482.27 lakhs, respectively, of our total expenses for six month period ended September 30, 2024 and in Fiscals 2024, 2023 and 2022.

The following table sets forth the cost of raw materials consumed for the periods as stated below:

Particulars	Six-month period ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (₹ in lakhs)	% of total cost of raw material	Amount (₹ in lakhs)	% of total cost of raw material	Amount (₹ in lakhs)	% of total cost of raw material	Amount (₹ in lakhs)	% of total cost of raw material
Copper	721.52	4.48%	2,062.38	6.28%	1,359.04	5.01%	1,272.39	8.22%
Aluminium	567.82	3.53%	1,207.66	3.68%	1,527.93	5.63%	1,215.54	7.85%
Steel	10,913.35	67.81%	18,744.59	57.08%	8,605.87	31.72%	3,991.09	25.78%
Alloy	1,577.66	9.80%	4,251.77	12.95%	2,627.43	9.68%	1,260.81	8.14%
Oil	450.38	2.80%	1,060.68	3.23%	1,299.60	4.79%	820.38	5.30%
Others	1,863.45	11.58%	5,512.71	16.79%	11,714.55	43.17%	6,922.66	44.71%

We have in the past experienced cost fluctuations for these raw materials due to volatility in the commodity markets. While we have generally been able to pass on the cost increases to our customers, there can be no assurance that we will be able to continue doing so in the future. Increasing global demand for, and uncertain supply of, any such raw materials could disrupt our or our suppliers' ability to obtain such materials in a timely manner to meet our supply needs and may lead to increased costs. In case of an increase in raw material prices, there can be no assurance that we will be able to pass such cost increases to our customers. Any increase in the cost of inputs to our production could lead to higher costs for our products. If we increase the prices of our products to offset the impact of higher costs, this may cause certain of our customers to cancel orders or refrain from purchasing our products, which may materially and adversely reduce the demand for our products, and thus, negatively impact our operating results. If we are unable to pass on cost increases to our customers or are unsuccessful in managing the effects of raw material price fluctuations, our business, financial condition, results of operations and cash flows could be materially and adversely affected.

While we usually maintain seven to twenty five weeks of inventory for all our primary raw materials, we have experienced instances of shortages in a limited manner. During such periods of shortages in raw materials, we may not be able to manufacture our products according to our pre-determined time frames, at our previously estimated product costs, or at all, which may adversely affect our business, results of operations, cash flows and reputation.

The prices and supply of these primary raw materials are also affected by, among others, general economic conditions, competition, production costs and levels, transportation costs, indirect taxes and import duties, tariffs and currency exchange rate. Further, as we source our raw materials from third parties, our supply chain may be interrupted by circumstances beyond our control.

2. ***We are heavily dependent on the performance of the CRGO products and transformer product component. Any adverse changes in the conditions affecting the CRGO products and transformer products market can adversely impact our business, financial condition, results of operations, cash flows and prospects.***

We derive most of our revenue from operations from the processing of transformer components and manufacturing of transformers. For six month period ended September 30, 2024 and for Fiscals 2024, 2023 and 2022, revenue from operations from manufacturing of transformers accounted to ₹ 4,227.10 lakhs, ₹ 10,052.14 lakhs, ₹ 9,472.10 lakhs and ₹ 6,491.27 lakhs, which accounted for 17.11%, 22.36%, 26.73% and 25.29%, respectively of our total revenue from operations in such periods. As a result, our business and financial condition is heavily dependent on the performance of market globally and in India and we are exposed to fluctuations in the performance of these markets.

The market may be affected by, among others, changes in government policies, government initiatives, economic conditions, income levels and interest rates, which may negatively affect the demand for and the valuation of our products. These and other factors may negatively contribute to changes in the prices of and demand for our CRGO products and manufacturing of transformers and may materially adversely affect our business, financial condition, results of operations and cash flows.

3. ***Any disruption, breakdown or shutdown of our manufacturing facilities or our original equipment manufacturer suppliers may have a material 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 five manufacturing facilities. We are dependent on our manufacturing facilities for the production and processing of our transformer components. Our manufacturing facilities are concentrated in Rajasthan, India and events impacting those geographical areas may disrupt our production and operations. Further, our manufacturing facilities are subject to operating risks, such as the breakdown or failure of equipment, disruption in power supply or processes, severe weather conditions, performance below expected levels of efficiency, obsolescence, labor disputes, natural disasters, industrial accidents, infectious diseases (such as COVID-19 pandemic), political instability, the need to comply with the directives of relevant government authorities and the requirement to obtain certain material approvals to operate our manufacturing facilities. We temporarily closed all of our manufacturing facilities in April 2020 for a month to comply with quarantine measures / stay-home orders issued by the government to contain the spread of COVID-19, and briefly closed our manufacturing facilities in March and April 2021 for the same reason. Any disruption in original equipment manufacturers' manufacturing processes could disrupt the supply of the select products manufactured by the original equipment manufacturers, if we are unable to find a suitable replacement in a timely manner, or at all.

The following table sets forth the installed production capacity and the capacity utilization rate at our manufacturing facilities for six-month period ended September 30, 2024 and for Fiscals 2024, 2023, 2022.

Particulars	Unit	As of/For six-month period ended September 30, 2024	As of/For the Financial Year ended March 31, 2024	As of/For the Financial Year ended March 31, 2023	As of/For the Financial Year ended March 31, 2022
CRGO (Cold Rolled Grain Oriented)					
Unit I – Road No. 1					
Annual Installed Capacity	MT	3,000	6,000	4,800	4,800
Effective Installed Capacity	MT	1,500	3,000	2,400	2,400
Actual Production	MT	847	2,494	1,902	1,404
Capacity Utilization	(%)	56%	83%	79%	59%
Unit III – Road No. 16					
Annual Installed Capacity	MT	450	900	900	900
Effective Installed Capacity	MT	450	900	900	900
Actual Production	MT	80	-(10)	-(10)	208
Capacity Utilization	(%)	18%	0%	0%	23%
Unit IV - Reengus					
Annual Installed Capacity	MT	6,000	12,000	9,000	4,200
Effective Installed Capacity	MT	6,000	12,000	9,000	4,200
Actual Production	MT	3,139	5,153	3,267	2,337
Capacity Utilization	(%)	52%	43%	36%	56%
Unit V – SEZ (6)					
Annual Installed Capacity	MT	450	900	900	900
Effective Installed Capacity	MT	150	300	300	300
Actual Production	MT	22	166	219	703(9)
Capacity Utilization	(%)	14%	55%	73%	234%
Total CRGO					

Annual Installed Capacity	MT	9,900	19,800	15,600	10,800
Effective Installed Capacity	MT	8,100	16,200	12,600	7,800
Actual Production	MT	4,088	7,813	5,388	4,652
Capacity Utilization	(%)	50%	48%	43%	60%
Transformer					
Unit IV – Reengus					
Annual Installed Capacity	KVA	750,000	1,500,000	960,000	960,000
Effective Installed Capacity	KVA	375,000	750,000	480,000	480,000
Actual Production	KVA	181,706	618,412	278,715	213,320
Capacity Utilization	(%)	48%	82%	58%	44%
ICB (Immersed Circuit Breaker)					
Unit III – Road No. 16					
Annual Installed Capacity	Nos.	75,000	150,000	108,000	90,000
Effective Installed Capacity	Nos.	37,500	75,000	54,000	45,000
Actual Production	Nos.	21,605	58,206	35,880	28,293
Capacity Utilization	(%)	58%	78%	66%	63%
Amorphous					
Unit IV - Reengus					
Annual Installed Capacity	MT	1,200	2,400	1,500	1,500
Effective Installed Capacity	MT	1,200	2,400	1,500	1,500
Actual Production	MT	629	1,500	988	406
Capacity Utilization	(%)	52%	63%	66%	27%

Our customers rely significantly on the timely delivery of our products and our ability to provide an uninterrupted supply of our products is critical to our business. While we seek to ensure a continuous supply of our products to our customers, our customer relationships, business and financial results may be adversely affected by any disruption of operations of our product lines and our original equipment manufacturers, due to any of the factors mentioned above.

4. ***We do not have definitive agreements for supply of products or raw material with our customers or suppliers. Failure to successfully leverage our supplier/customer relationships and network could adversely affect us.***

We do enter into definitive agreements with our customers or suppliers and operate on purchase order basis. Our customer/suppliers may terminate their relationships with us at a short notice due to various reasons including insufficient demand or availability of raw materials. Therefore, we may face delays and added costs. Further, any significant malfunction or breakdown of our equipment may also entail significant repair and maintenance costs and cause delays in our operations. Further, we depend on third party suppliers of raw materials as well as equipment and services required for continuing operations. Our inability to effectively rectify any disruption, in a timely manner and at an acceptable cost, could lead to delays in the entire production cycle and an inability to comply with our clients' requirements, thereby adversely impacting our business operations and future financial performance. As a result of the time and management effort might be required to get enough supply of the raw material and demand of our products and build relationships with other entities.

Any deterioration in our relationship with our suppliers and the level of support we receive from our suppliers may impact our business operations. This could also impair our ability to source products from our suppliers or to negotiate competitive business terms, which would adversely affect our business and financials. If we lose any significant supplier our business, financial condition and results of operations of our Company will be materially adversely affected. We have not lost any significant supplier in the past, however we may not assure that such event will not occur in future. While we intend to continue to enter into new supplier relationships, we may not be able to identify or conclude appropriate or viable arrangements in a timely manner or at all. Further, there can be no assurance that our relationships with new suppliers in the future will necessarily contribute to a better experience for our customers or to our profitability. If we fail to successfully leverage our existing and new relationships with suppliers, our business and financial performance could be adversely affected.

5. ***The availability of counterfeit products, such as products passed off as our products by others, and any failure to protect or enforce our rights to own or use trademarks and brand name and identity could have an adverse effect on our business and competitive position.***

Protecting and enforcing our intellectual property rights is a key component of our strategy to uphold the integrity and value of our brand. In particular, third parties could imitate our brand name or pass off their own products as ours, including registering trademarks that may be confused with ours, producing similar products or counterfeit or pirated products. Any failure to effectively protect or enforce our trademarks, brand name, or other intellectual property rights, whether due to legal, logistical, or financial limitations could result in the erosion of our brand identity, diminished competitive advantage, and potential loss of customer loyalty. As a result, our market share could be reduced due to replacement of demand for our products and deficiency in the quality of the copycat or counterfeit products will adversely affect our goodwill and brand reputation. In addition, pursuing legal action against counterfeiters or infringers can be time-consuming and costly, with no guarantee of success. The presence of counterfeit products or any dilution of our intellectual property rights could negatively impact our business operations, financial results, and long-term growth prospects.

6. ***We face significant competitive pressures in our business. Our inability to compete effectively would be detrimental to our business and prospects for future growth.***

We face significant competition in our business from other manufacturers and suppliers of CRGO and transformer products. For details, see "*Industry Overview*" beginning on page 122. The industry and markets for our products are characterized by factors such as rapid technological change, the development of new end products and their rapid obsolescence, evolving industry standards and significant price erosion over the life of a product. We primarily compete based on the following:

- product functionality, quality and reliability;
- design, technical, research and production capabilities;
- ability to meet customers' order requirements and delivery schedules;
- precision, timely supply, and commercial feasibility;
- precise material availability and design evaluation

There can be no assurance that we will maintain our competitiveness in any of these areas with respect to any of our products. While we work consistently to advance our technological capability, improve our services or enhance our production efficiency to reduce costs, such efforts may not be successful. Also, as we plan to expand our offerings to launch new products, we may face strong competition from other players in the same markets. Further, we are also focusing of on establishing quality lab, upgradation of our information technology infrastructure in order to enhance our production and services. Many of our existing and potential competitors may seek to equal or exceed us in terms of their financial, production, sales, marketing and other resources. If we fail to compete effectively in the future, our business and prospects could be materially and adversely affected.

7. ***We depend on third parties for the supply of our raw materials and delivery of products and such third parties could fail to meet their obligations, which may have a material adverse effect on our business, results of operations, financial condition and cash flows.***

Our primary raw materials include aluminum, copper, MS steel, insulations CRGO, oil and Amorphous, which are imported by us. We are dependent on third-party suppliers for the supply of our raw materials that we do not produce ourselves. As a result of such dependence, our supply chain may be interrupted by circumstances beyond our control. Poor quality roads and other transportation-related infrastructure and logistics problems, inclement weather and road accidents may disrupt the transportation of raw materials.

This dependence may also adversely affect the availability of raw materials to us at reasonable prices, thus affecting our margins, and may have a material adverse effect on our business, financial condition, results of operations and cash flows. There can be no assurance that high demand, capacity limitations or other problems experienced by our suppliers such as plant shutdown or transportation strikes will not result in occasional shortages or delays in their supply of raw materials. We cannot assure you that a particular supplier will continue to supply the required components or raw materials to us in the future or at a reasonable price. Further, any change in the supply pattern of our raw materials or the delivery of our products can adversely affect our business and profits.

If we were to experience a significant or prolonged shortage of our primary raw materials from any of our suppliers, and we cannot procure such raw materials from other sources, we would be unable to meet our production schedules for some of our key products and deliver such products to our customers in timely fashion, which would adversely affect our sales, margins and customer relations.

We also use third-party services for the transport of raw materials to our manufacturing plants and finished goods to our direct customers, distributors and dealers, as well as between production facilities. If the third-party deliveries are delayed due to transportation strike, vehicle breakdown, theft or other quality maintenance issues, our business, financial condition, results of operations and cash flows could be materially and adversely affected.

8. ***We are exposed to foreign currency fluctuation risks, particularly in relation to import of raw materials, export of products and our borrowings, which may adversely affect our results of operations, financial condition and cash flows.***

We present our financial statements in Indian Rupees. As on September 30, 2024 we have exported our products to United Arab Emirates, United States of America, Netherlands and Oman. A portion of our business transactions are denominated in foreign currencies. Our revenue from operations from outside India geographical segment, as per Ind AS 108, constituted ₹ 1,280.99 lakhs, ₹ 2,203.96 lakhs, ₹ 4,023.91 lakhs and ₹5,509.44 lakhs of our revenue from operations as at September 30, 2024 and for Fiscals 2024, 2023 and 2022. For details on the exchange rates between the Indian Rupee, USD and Euro see "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Significant Factors affecting our Financial Condition and Results of Operations – Currency Fluctuations*" on page 318.

Depreciation of the Indian Rupee against the USD and Euro and any other foreign currencies may adversely affect our results of operations by increasing the cost of the raw materials we import or any proposed capital expenditure in foreign currencies. Although we generally seek to pass exchange rate fluctuations through to our customers through increases in our prices, there can be no assurance that we will be able to do so immediately or fully, which could adversely affect our business, financial condition, results of operations and cash flows.

A portion of our raw material purchases are priced in foreign currency. For six-month period ended September 30, 2024 and for Fiscals 2024, 2023 and 2022, our expenditure on consumption of imported raw material and domestic was as follows:

Particulars	Six month period ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (in ₹ lakhs)	% of total cost of raw material	Amount (in ₹ lakhs)	% of total cost of raw material	Amount (in ₹ lakhs)	% of total cost of raw material	Amount (in ₹ lakhs)	% of total cost of raw material
Imported Raw Material	6,906.77	29.60%	13,550.42	39.90%	7,593.82	33.75%	7,506.91	39.72%
Domestic raw Material	16,430.12	70.40%	20,406.50	60.10%	14,903.83	66.25%	11,394.62	60.28%

9. ***We are exposed to risks arising from credit terms extended to our customers comprising distributors, dealers, retailers and end users.***

Due to the nature of, and the inherent risks in, the agreements and arrangements with distributors, dealers, retailers and end users, we are subject to counterparty credit risk and any delay in receiving payments or non-receipt of payments may adversely impact our results of operations and cash flows. As at September 30, 2024 and as at March 31, 2024, 2023 and 2022, our trade receivables were ₹ 7,291.84 lakhs, ₹ 8,834.51 lakhs, ₹ 8,743.77 lakhs, and ₹ 7,663.72 lakhs, respectively.

The following table sets forth the total allowance for expected credit loss on trade receivables as at and for the year/period indicated:

Six-month period ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
As at September 30, 2024 - Total allowance for expected credit loss	**For the six-month period ended September 30, 2024 - Allowance for expected credit loss charged to restated profit and loss**	**As at March 31, 2024 - Total allowance for expected credit loss**	**For the year ended March 31, 2024 - Allowance for expected credit loss charged to restated statement of profit and loss**	**As at March 31, 2023 - Total allowance for expected credit loss**	**For the year ended March 31, 2023 - Allowance for expected credit loss charged to restated statement of profit and loss**	**As at March 31, 2022 - Total allowance for expected credit loss**	**For the year ended March 31, 2022 - Allowance for expected credit loss charged to restated statement of profit and loss**
682.78 lakhs	11.47 lakhs	671.32 lakhs	227.95 lakhs	443.37 lakhs	170.61 lakhs	272.76 lakhs	131.94 lakhs

There is no assurance that we will accurately assess the creditworthiness of our direct customers, distributors, dealers and retailers. Macroeconomic conditions, such as a potential credit crisis in the global financial system, could also result in financial difficulties for our customers, distributors, dealers and retailers, including limited access to the credit markets, insolvency or bankruptcy. Such conditions could cause them to delay payment, request modifications of their payment terms, default on their payment obligations to us, or default their payment obligations under channel financing facilities to financial institutions, all of which could increase our receivables or our liabilities. Timely collection of dues from end users, distributors, dealers and retailers also depends on our ability to complete our contractual commitments and subsequently bill for and collect from them. If we are unable to meet our contractual obligations, we might experience delays in the collection of, or be unable to collect, our balances and our results of operations and cash flows could be adversely affected. In addition, if we experience delays in billing and collection for our services, our cash flows could be adversely affected.

10. We have significant power and fuel requirements and any disruption to power sources could increase our production costs and adversely affect our results of operations.

We require substantial power and fuel for our manufacturing facilities, and energy costs represent a significant portion of the production costs for our operations. For the six-month period ended September 30, 2024 and for Fiscals 2024, 2023 and 2022, our power and fuel charges were ₹ 72.72 lakhs, ₹ 170.44 lakhs, ₹ 140.09 lakhs and ₹ 138.36 lakhs, constituting 0.29%, 0.38%, 0.40% and 0.54%, respectively, of our revenue from operations. If energy costs were to rise, or if electricity supplies or supply arrangements were disrupted, our profitability could decline.

We source most of our electricity requirements for our manufacturing facilities from state electricity board. The cost of electricity from state electricity boards could be significantly higher, thereby adversely affecting our cost of production and profitability. Further, natural disasters or adverse conditions may occur in the geographical areas in which we operate including severe weather, tropical storms, floods, excessive rainfalls as well as other events beyond our control. 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. Interruptions of electricity supply can also result in production shutdowns, increased costs associated with restarting production and the loss of production in progress. While such interruptions have not had any material impact on our operations in the past 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.

11. Our failure to maintain optimum inventory levels could adversely affect our business, financial condition, results of operation and cash flow.

A substantial portion of our revenue from operations is derived from agency contractual agreements with the government and public sector undertakings, primarily in the area of transformers and EPC. We determine the quantities manufactured for sales and distribution management estimates based on historical levels of sales, actual sale orders on hand and the anticipated production requirements taking into consideration any expected fluctuation in raw material prices and delivery delay.

Our future earnings through the sale of our products may not be realized as forecasted, due to cancellations or modifications of firm orders or our failure to accurately prepare demand forecasts. If we are unable to appropriately estimate the demand for our products for any reason, it could result in excess inventory levels or the unavailability of our products during increased demand, resulting in loss in potential sales. Our ability to accurately forecast customer demand for our products is affected by various factors, including:

- a substantial increase or decrease in the demand for our products or for similar offerings of our competitors;
- changes in customer requirements;
- aggressive pricing strategies employed by our competitors;
- failure to accurately forecast or changes in customer acceptance of our products;
- limited historical demand and sales data for our products in newer markets;
- fluctuations in foreign currencies; and
- weakening of general economic conditions or customer confidence that could reduce the sale of our products.

We maintain an inventory level that we think is appropriate to meet our customer demands. We usually maintain 126 days of inventory of raw materials, work-in-progress and finished goods at our facilities. Our number of inventory days with respect to in last Fiscal 2024, 2023 and 2022 and as of six-month period ended September 30, 2024 was 115 days, 83 days, 127 days and 179 days. Inventory levels that exceed customer demand may result in inventory write-downs or write-offs, or we may be required to sell our excess inventory at discounted prices, which will adversely affect our gross margins and negatively impact our reputation and brand exclusivity. On the other hand, if we face demand in excess of our production, we may not be able to adequately respond to the demand for our products. This could result in delays in delivery of our products to our customers and we may suffer damage to our reputation and customer relationships. In addition, our customers may be driven to purchase products offered by our competitors, thereby affecting our market share. There can be no assurance that we will be able to manage our inventories at optimum levels to successfully respond to customer demand.

12. We may face difficulties in implementing our strategies including our expansion and diversification plans of entering new geographical areas, development and commercialization of new product.

We may face difficulties in implementing our strategies including our expansion and diversification plans of entering into new geographical areas and development and setting up of new manufacturing unit due to various factors such as entry barriers, stringent rules and regulations, fierce competition in the new markets, inadequacy of funds for expansion, high cost of debt that may be required for expansion and diversification. Implementation of our strategies may pose significant challenges to our administrative, financial and operational resources and additional risks that our Company may not be able to foresee. Failure to successfully implement some or all of our key strategic initiatives in an effective and timely manner may adversely affect our future business prospects. For further details, see "*Our Business – Our Strategies*" on page 201.

The sector in which we operate requires specialized technical expertise, particularly in the organized process of CRGO steel, which is limited in availability. Consequently, the pool of individuals possessing the necessary technical knowledge and experience is small, posing a significant risk to our operations. To mitigate this risk, we are committed to building stronger connections with our team members to enhance retention and foster a collaborative environment. If we are unable to retain our workforce and fail to procure orders from the clients, it can affect our business, financial condition and results of operations.

13. *Our business is capital intensive. If we experience insufficient cash flows or are unable to access suitable financing to meet working capital requirements and loan repayment obligations, our business, financial condition and results of operations could be adversely affected.*

Our business operations are highly capital intensive, primarily due to the substantial investments required in plant, machinery, equipment, and raw materials for the processing of transformer components and manufacturing of the transformers. The nature of our business demands significant expenditures for maintenance, and upgrading of manufacturing facilities, as well as the procurement of specialized components and raw materials. These capital requirements may fluctuate due to changes in production volumes, technological advancements, or market demand. If we experience insufficient cash flows, are unable to secure suitable financing to meet working capital needs, or face difficulties in managing our capital structure, it could adversely affect our ability to maintain or grow our manufacturing capabilities. This may result in a negative impact on our business, financial condition, and results of operations. Additionally, any failure to meet loan repayment obligations could further strain our financial position.

As a result, our ability to maintain smooth operations and pursue growth strategies depends heavily on our access to sufficient cash flows and the availability of external financing. If we encounter challenges in generating adequate cash flow from operations, or if we are unable to secure financing on favorable terms to meet working capital needs, capital expenditures, or to fulfill loan repayment obligations, it could significantly disrupt our business operations and growth plans. Such financial constraints could limit our ability to invest in new technologies, expand production capacity, or meet customer demand in a timely manner, adversely affecting our competitive position in the market.

Our working capital days of sale, which represents our net working capital divided by revenue calculated on a daily basis, was 76 days as at September 30, 2024. We finance our working capital requirements through a variety of sources including cash credit facilities, working capital demand loans, bill discounting and vendor financing. In case of our inability

Further, we cannot assure you that market conditions will allow us to access working capital facilities on terms which are acceptable to us or of sufficient limits or at all. As of September 30, 2024, we had utilized working capital demand loans from banks amounting to ₹4,274.42 lakhs. Our ability to arrange for financing and our cost of borrowing depend on a number of factors, including general economic and market conditions, credit availability from financial institutions, the amount and terms of our existing indebtedness, investor confidence, and the continued success of current projects. In addition, our ability to raise funds is limited by certain restrictions imposed under applicable laws, including foreign exchange regulations.

We make provisions for doubtful debtors / advances and also recognize expenses for expected credit losses on contract assets and trade receivables, based primarily on ageing and other factors such as special circumstances relating to specific customers. For further details on provisions made for doubtful debtors / advances, see the "*Restated Financial Information*" on page 262. We cannot assure you that the interim and final invoices and retention monies will be remitted by our customer to us on a timely basis or at all, or that provisions made in this regard will be sufficient. Our working capital position is therefore also dependent on the financial position of our customers. Any of the foregoing could adversely affect our business, financial condition and results of operations.

14. ***If any of our projects are terminated prematurely, we may not receive payments due to us, which could adversely affect our business, financial condition and results of operation.***

Our agreements with project owners can be terminated prematurely by project owners for several reasons, including:

- failure to comply with operational or maintenance standards prescribed under agreements;
- failure to provide, extend or replenish performance security required under agreements;
- failure to cure a default within the stipulated cure period;
- failure to achieve project milestones to complete a project within the prescribed timelines;
- abandonment or intention to abandon construction or operation of a project by us without the prior written consent of the project owner;
- occurrence of a material adverse effect, as defined under our agreements;
- any assignment of rights, obligations, or assets by our Company or the relevant subsidiary or joint venture;
- occurrence of a force majeure event, such as an act of god, act of war, expropriation or compulsory acquisition of any project assets by the government, industrial strikes and public agitation;
- bankruptcy, insolvency, initiation of liquidation, dissolution, winding up or amalgamation of our Company or the relevant subsidiary or joint venture;
- failure to comply with any other material term of the relevant agreement;
- failure to perform work in accordance with the terms of the agreement or stoppage of work, resulting in a breach of our agreements; or
- for convenience, with prior written notice.

If any of the foregoing occur, project owners may terminate our agreements with them, which will adversely affect our business, financial condition, cash flows and results of operations. If our agreements are terminated for reasons attributable to the project owner, we are typically entitled to receive a termination payment in accordance with the terms of the agreement.

However, we cannot assure you that project owners will actually make such payments or that such payments will be adequate to recover our costs.

15. ***We have filed applications for compounding for non-compliance with certain provisions. Consequently, we may be subject to adverse regulatory actions and penalties for any past or future non-compliance and our business, financial condition and reputation may be adversely affected.***

We have filed certain statutory forms with the RoC that contained inadvertent factual inaccuracies. During the financial year 2017-18, our Company was subject the corporate social responsibility obligations pursuant to the provisions of Section 135 of the Companies Act, 2013. This mandates that the Company spend a percentage of its revenue on identified causes failing which the Company has to disclose in report of the Board the rationale for not spending the corresponding amount. The Company has not made such disclosure in the board reports of the fiscal 2018. Further the Company did not spend the funds in the financial year 2019 as well. The non-compliance of the provisions of Section 135 of the Companies Act were committed inadvertently by our Company. The company has now filed adjudication application dated December 18, 2024 to rectify this error. For further details, see section titled "*Outstanding Litigations and Material Developments*" on page 350.

16. ***There are factual inaccuracies in certain of our corporate records and corporate filings. Further, certain of our historical corporate and secretarial records are not traceable. We cannot assure you that regulatory proceedings or actions will not be initiated against us in the future which may impact our financial condition and reputation and we will not be subject to any penalty imposed by the competent regulatory authority in this regard.***

We have been unable to trace form filings, share transfer forms, and challans for certain allotments of our Company as the relevant information was not available in the records maintained by our Company or on the online portal of the Ministry of Corporate Affairs ("**MCA Portal**") or in the physical records available at the RoC premises. Despite conducting internal searches and engaging an independent practicing company secretary, i.e., Rahul S & Associates ("**PCS**"), to conduct a physical search of our records at the RoC, we have not been able to trace the following documents share transfer deeds and Form CHG-1.

Accordingly, we have relied upon the ROC search certificate dated December 14, 2024 prepared by Rahul S & Associates for the disclosures in relation to the abovementioned allotments in this Draft Red Herring Prospectus. Further, our Company has sent a letter to the Registrar of Companies, Rajasthan at Jaipur on December 23, 2024 to inform them about our inability to trace the corporate records required to be filed with them. While the information in relation to the corporate actions has been disclosed in "*Capital Structure*" on page 71, based on the available records including the RoC search certificate, board and shareholders resolutions and minutes of our Board, to the extent available, we may not be able to furnish any further documents evidencing such allotments or transfers. We cannot assure you that the form filings which we have not been able to locate will be available in the future or that the information gathered through other available documents is correct. Further, we cannot assure you that the filing was done, at all or in timely manner, and that we shall not be subject to penalties on this account.

Further, PCS has made certain observations based on their review for which there are no specific rectifications process available with us. Some of these include incorrect dates, missing share transfer forms, inadequate or no stamping, typographical errors in forms leading to mismatch with resolutions, delay in reporting requirements, delay in appointing key managerial personnel after compliance trigger, incorrect nomenclature of designation or category at director and key managerial employee level, missing or incorrect annexures, unavailability of documents corresponding to past issue or allotments, typographical error in audit reports filed, inconsistencies between resolutions and forms and annexures on factual details such as term of auditor.

Additionally, for the financial year 2022 and 2023, while the Company was still a private limited Company and was not required to comply with Section 203, the Company voluntarily appointed Pawan Mendiratta as the Head of Accounts. However, he was function as *de facto* chief financial officer. Since there was no requirement to comply the Company had not filed any e-form with ROC while Mr. Mendiratta signed the financial documents including balance sheet under the head chief financial officer for the financial year 2022 and 2023. While post conversion, into public limited company, he is appointed as the chief financial officer and the Company has made all necessary filings under provisions of Section 203 of the Companies Act 2013, we cannot assure you that we will not be liable for any action from the statutory authorities in the future.

While these observations have not impacted the financial performance of our Company or no legal or regulatory action has been initiated against our Company in relation to the aforementioned matter as of the date of this Draft Red Herring Prospectus, we cannot assure you that such proceedings or regulatory actions will not be initiated against our Company in the future in relation to the aforesaid missing statutory filing.

17. ***If we are unable to maintain and enhance our brands, including our ability to protect our brand through intellectual property, the sales of our products will suffer, which would have a material adverse effect on our results of operations.***

We have filed an application for grant of trademark in India for our logo “ MANGAL ” under class 9 of the Trademarks Act as on the date of this Draft Red Herring Prospectus. Our application is pending for approval. In the situation where we do not obtain such registration, it would adversely impact our reputation and presence in the market. Our process knowledge and execution capabilities are significant independent assets, which may not be adequately protected by intellectual property rights such as patent registration. A significant number of our employees have access to confidential customer design and process knowledge of the services and there can be no assurance that this information will remain confidential. Moreover, certain of our employees may leave us and join our various competitors or form a competing business. The potential damage from such disclosure is increased as many of our designs and products are not patented, and thus we may have no recourse against copies of our products and designs that enter the market subsequent to such leakages.

The application of laws governing intellectual property rights in India is uncertain, evolving and could involve substantial risks to us. Failure to register or renew the registration of any of our registered intellectual properties may affect our right to use such intellectual properties in future or allow others to use our products and designs as available in the public domain, without our consent. Further, if we are unable to register our intellectual properties for any reason, including our inability to remove objections to any trademark application, or if any of our unregistered trademarks are registered in favor of or used by a third party in India or abroad, we may not be able to claim registered ownership of such trademark, and as a result, we may not be able to seek remedies for infringement of those trademarks by third parties, which would cause damage to our business prospects, reputation and goodwill in India and abroad. We cannot assure you that there will not be similar instances where our applications for trademarks may be opposed, which may have a material adverse effect to our business.

While we take care to ensure that we comply with the intellectual property rights of others, we cannot determine with certainty whether we are infringing any existing third-party intellectual property rights which may force us to alter our brand offerings. We may also be susceptible to claims from third parties asserting infringement and other related claims. Maintaining and enhancing our brand image may also require us to undertake significant expenditures and make investments in areas such as research and development, advertising and marketing, through media and other channels of publicity, and towards employee development and training. If our initiatives in any of these areas are not effectively implemented or our products fail to find acceptance with our existing and potential customers resulting in loss of customer confidence in our brand for any reason, our ability to attract and retain customers could be adversely affected.

18. ***Improper storage and handling of raw materials and finished products may cause damage to our inventory leading to an adverse effect on our business, results of operations and cash flows.***

Our inventory primarily consists of raw materials including CRGO steel and CRNGO steel in the form of coils. CRGO steel and CRNGO steel, in particular, are highly sensitive steel variants. Exposure to stresses, bends, jolts, moisture, chemicals, or other liquids can lead to deterioration in their mechanical and electrical properties, resulting in the depreciation of inventory value. Likewise, both raw materials and finished goods are vulnerable to transit damages caused by adverse weather conditions or rough handling.

Hence, raw materials, manufacturing processes and finished products if not appropriately stored, handled, and processed may affect the quality of the finished product, which could materially and adversely affect our business, financial condition, results of operations, or cash flows. Improper storage may also result in higher than usual spoilage of inventory due to adverse weather conditions or longer than usual storage periods, which may result in cultivation of our inventory consisting of our products and may also require us to incur additional expenses in replacing that portion of the inventory and/ or incur additional expenses in maintenance and improvement of our storage infrastructure, which may adversely affect our profit margins.

19. ***If we fail to qualify for, or win new contracts from project owners, our business, financial condition, results of operations, prospects and cash flows could be adversely affected.***

We enter into contracts primarily through a competitive bidding process, and our business depends on our ability to bid for and be awarded contracts for projects by project owners. Typically, project owners advertise potential projects in newspapers or on their websites by publishing pre-qualification notices. If a project is of interest to us, we evaluate our credentials considering the eligibility criteria specified for the project. We endeavour to qualify on our own for projects that are of interest. In the event that we do not qualify due to eligibility requirements, we may seek to form project-specific joint ventures or consortiums with other relevant experienced and qualified contractors. Once we pre-qualify for a bid, tender documents are sent to pre-qualified bidders (including our Company) by the project owner. We then submit a financial bid, along with any technical bid details required, to the project owner.

We cannot assure you that we will be able to meet the pre-qualification criteria prescribed by project owners. Further, in the event that we do not meet the eligibility criteria by ourselves, we cannot assure you that we will be able to find a suitable joint venture counterparty on acceptable terms or at all. Finally, even if we pre-qualify for a project, we cannot assure you that our bid, when submitted, will be successful.

Further, certain project owners from the private sector may only invite a select group of contractors to participate in the bidding process. In such instances, we cannot assure you that we will be invited to bid for such projects or that our bid in a non-competitive bidding process will be successful.

Additionally, on EPC projects, i.e., projects on which contractors are expected to assist project owners in arranging financing for the project, project owners typically award the project to the contractor who can arrange for the most attractive financing terms. We cannot assure you that we will be able to arrange for financing on terms which are more attractive or comparable to what our competitors are able to arrange for.

We spend considerable time and resources in the preparation and submission of bids, and if we are unsuccessful, we will not be able to recover the costs incurred by us. Further, projects awarded to us may be subject to litigation by unsuccessful bidders. Such legal proceedings may result in a delay in the award of the project, even if we have successfully bid for it, which may result in us having to retain unallocated resources and as a result, adversely affect our profitability. Further, we may be required to incur substantial expenditure, time, and resources in defending such litigation. Any unsuccessful outcome in any such proceedings may lead to the termination of a contract awarded to us, which could adversely affect our future revenues and profits.

20. Our financing agreements contain covenants that limit our flexibility in operating our business. If we are not in compliance with certain of these covenants and are unable to obtain waivers from the respective lenders, our lenders may accelerate the repayment schedules, and enforce their respective security interests, leading to a material adverse effect on our business and financial condition.

As of November 15, 2024, our outstanding borrowings (fund based and non-fund based) on a consolidated basis amounts to ₹ 20,904.98 lakhs. For further information, see "*Financial Indebtedness*" on page 347. Some of our financing arrangements contain restrictive covenants. We are required to obtain prior written consent from our lenders for, among other matters, changing our capital structure or composition of our management or Board of Directors, and the issuance of further Equity Shares, etc. If we are not in compliance with certain of these covenants and are unable to obtain waivers from the respective lenders or if any events of default occur, our lenders may accelerate the repayment schedules or terminate our credit facilities. There can be no assurance that we will be able to repay loans advanced to us in a timely manner or at all. Subsequently, if we are unable to pay our debt, affected lenders could also proceed against any collateral granted to them to secure such indebtedness. However, we cannot assure you that such default may not occur in future.

If our future cash flows from operations and other capital resources become insufficient to pay our debt obligations or our contractual obligations, or to fund our other liquidity needs, we may be forced to sell assets or attempt to restructure or refinance our existing indebtedness. Our ability to restructure or refinance our debt will depend on the condition of the capital markets, our financial condition at such time and the terms of our other outstanding debt instruments. Any refinancing of our debt could be at higher interest rates and may require us to comply with more onerous covenants, which could further restrict our business operations. The terms of existing or future debt instruments may restrict us from adopting some of these alternatives. In addition, any failure to make payments of interest or principal on our outstanding indebtedness on a timely basis would likely result in a reduction of our creditworthiness or credit rating, which could harm our ability to incur additional indebtedness on acceptable terms.

21. ***Our funding requirements and proposed deployment of the Net Proceeds are based primarily on management estimates and assumptions and our management will have broad discretion over the use of Net Proceeds. The utilisation of the Net Proceeds may be subject to change based on various factors, some which are beyond our control. Further, any change or variation in the utilisation of Net Proceeds from the terms and conditions stated in this Draft Red Herring Prospectus shall be subject to compliance requirements, including among other things, prior Shareholders' approval.***

Our Company intends to utilise ₹ 45,000.00 lakhs from the Net Proceeds towards the objects set forth below (**"Objects"**):

Objects	Estimated Amount (in ₹ lakhs)
Repayment/ prepayment, in full or in part, of certain outstanding borrowings availed by our Company	9,602.76
Capital expenditure of our Company for expanding the facility at Unit IV situated Reengus, Sikar District, Rajasthan and civil works at our existing head office, Jaipur, Rajasthan to optimize space usage and increase storage capacity	12,000.00
Funding working capital requirements of our Company	12,200.00
General corporate purposes*	[●]
Net Proceeds	**45,000.00**

**The total amount to be utilised towards general corporate purposes will not exceed 25% of the gross proceeds of the Fresh Issue, in accordance with the SEBI ICDR Regulations.*
#Our Company may, in consultation with the BRLM, consider a Pre-IPO Placement of specified securities, as may be permitted under the applicable law, aggregating up to ₹ 9,000 Lakhs prior to filing of the Red Herring Prospectus with the RoC.

For further details, see *"Objects of the Issue"* on page 87.

We cannot predict whether these initiatives will result in increase in efficiency of operations, or an overall increase in profits. Further, there is no guarantee that deployment of the Net Proceeds as mentioned above will generally have a positive impact on our operations of business. Our deployment of the Net Proceeds has been determined primarily on the basis on management estimates, historic expenses and funding patterns for our business, current circumstances of our business and prevailing market conditions. The estimates for the proposed expenditures are based on several variables, a significant variation in any one or a combination thereof would have an adverse effect. We operate in a highly competitive and dynamic industry and we may have to revise our funding requirements and deployment from time to time on account of various factors beyond our control, such as a change in regulatory environment under which we operate, requirements of business pursuant to a change in consumer behaviour, consumer confidence, or consumer preferences, increasing compliance cost due to increasing regulations, change in technological requirements pursuant to changes in technologies, our Board's analysis of business requirements, competitive landscape, economic trends as well as general factors that affect our business, results of operations, financial conditions, access to capital such as credit availability, interest rate levels, wars, pandemics and epidemics or any other *force majeure* events.

Furthermore, various unanticipated risks and uncertainties, such as economic trends and business requirements, competitive landscape, regulatory factors, as well as general factors that affect our business operations may delay our deployment of the Net Proceeds and adversely affect our business and future growth.

In the event of any such circumstances that require us to undertake variation in the disclosed utilisation of the Net Proceeds, we may not be able to obtain the shareholders' approval in a timely manner, or at all. Any delay or inability in obtaining such shareholders' approval may adversely affect our business or operations.

Further, our Promoters may be required to provide an exit opportunity to Shareholders who do not agree with our proposal to change the objects of the Issue or vary the terms of such contracts, at a price and manner as prescribed by SEBI or any other regulatory authority, as the case may be. Further, we cannot assure you that the Promoters or the controlling shareholders of our Company will have adequate resources at their disposal at all times to enable them to provide an exit opportunity at the price prescribed by SEBI or any other regulatory authority, as the case may be. In light of these factors, we may not be able to undertake variation of objects of the Issue to use any unutilized proceeds of the Issue, if any, or vary the terms of any contract referred to in this

Draft Red Herring Prospectus. This may restrict our Company's ability to respond to any change in our business or financial condition by re-deploying the unutilised portion of Net Proceeds, if any, or varying the terms of contract, which may adversely affect our business, cash flows, and results of operations. For more details, see "*Objects of the Issue*" page 87.

22. ***Our actual cost incurred in completing a project may vary substantially from the assumptions underlying our bid. We may be unable to recover all or some of the additional expenses incurred, which could adversely affect our financial condition, results of operation and cash flows.***

Under our contracts with our customers, we are typically entitled to receive an agreed amount, subject to variations in our scope of work. This amount is based on certain estimates underlying our bid including cost of raw materials, fuel, labor, sub-contracting costs or other inputs, and construction conditions. However, our actual expenses in executing a project may vary based on a change in any such assumptions. Any unexpected price fluctuations after placement of orders, shortage, delay in delivery, quality defects, or any factors beyond our control may result in an interruption in the supply of such materials and adversely affect our business, financial performance, results of operations, and cash flows.

Most of our purchase orders allow us to claim an increase in certain construction costs. If our cost overruns are greater than the increase in market rates, we may not be able to recover all of our cost overruns. Further, some of our fixed-price contracts do not include any price variation or escalation clauses, in which case we bear the entire risk of price increases which could adversely affect our financial condition, results of operation and cash flows.

23. ***Any inability to manage our employees or inventory could result in shortages or underutilization, which could adversely affect our profitability.***

We depend on a large workforce and inventory of raw materials for the execution of projects, and maintain a workforce, equipment base and inventory based upon our current and anticipated workloads. As of November 30, 2024, we had 677 permanent employees**.** For further details, see "*Our Business – Human Resources*" and "*Our Business – Inventory Management*" on pages 222 and 219, respectively. We also maintain an inventory of raw materials such as steel, cement, aggregates, bricks, sand and structural steel at project sites, based on the requirements of each project.

In the past we have experienced shortages in the availability of skilled and experienced employees, and we cannot assure you that will not face similar shortages in the future. We estimate our future workload largely based on whether and when we will receive certain new contract awards. While our estimates are based upon our best judgment, these estimates can be unreliable and may frequently change based on newly available information. In a project where timing is uncertain, it is particularly difficult to predict whether or when we will receive a contract award.

The uncertainty of contract awards and timing can present difficulties in matching the size of our workforce and inventory with our contract needs. In planning our growth, we add to our workforce and inventory when we anticipate additional contracts. If we do not receive future contract awards or if these awards are delayed or reduced, we may incur significant costs in maintaining an under-utilized workforce and inventory and may further lack working capital to pay our loan instalments on time or at all, which could adversely affect our business, profits and results of operations.

24. ***Our inability to meet our obligations, including financial and other covenants under our debt financing arrangements and any delay in obtaining consent for our lenders may limit our ability to pursue our business and could adversely affect our business, financial condition, results of operations and cash flow.***

As of November 15, 2024, we had total outstanding borrowings (fund based and non-fund based) of ₹ 20,904.98 lakhs. Some of our financing arrangements may have restrictive or onerous covenants that require us to seek the consent of our lenders, or intimate such lenders, upon the occurrence of specified events. Some of the corporate actions that require prior consents from or intimations to certain lenders include, amongst others, (i) undertaking or permitting any merger, demerger, consolidation, reorganization, scheme of arrangement; (ii) effecting any change in the capital structure in any manner whatsoever; (iii) any change in the directors, beneficial owners, or management; (iv) any change in ownership/ control of the borrower; (v) amending provisions of the Memorandum of Association and the Articles of Association; (vi) dilution in the shareholding of promoters in our Company; and (vii) availing any further loan or facility and/ or undertaking any guarantee obligations on behalf of any third party.

While we have received all relevant consents required for the purposes of this Issue and have complied with these covenants, a failure to comply with such covenants in the future may restrict or delay certain actions or initiatives that we may propose to take from time to time. While we have not defaulted on any covenants in financing agreements as of September 30, 2024 and during the three preceding Fiscals, failure to observe the covenants under our financing arrangements or to obtain necessary consents/ waivers, constitute defaults under the relevant financing agreements and will entitle the respective lenders to declare a default against us and enforce remedies under the terms of the financing agreements, that include, among others, acceleration of amounts due under such facilities, enforcement of any security interest created under the financing agreements and taking possession of the assets given as security in respect of the financing agreements. A default by us under the terms of any financing agreement may also trigger a cross-default under some of our other financing agreements, or any other agreements or instruments of our containing cross-default provisions, which may individually or in aggregate, have an adverse effect on our operations, financial position and any credit ratings. For further information regarding our borrowings, see "*Financial Indebtedness*" on page 347. Certain of our financing agreements provide for interest at variable rates with a provision for the periodic resetting of interest rates. As such, any increase in interest rates may have an adverse effect on our business, results of operations, cash flows, and financial condition.

25. ***For supply of certain raw material, we rely on suppliers. Inadequate or interrupted supply or sub-standard quality of raw material could adversely affect our reputation, business and results of operations.***

Our business depends on the adequate supply of quality raw materials at reasonable prices on a timely basis. Our raw materials include CRGO, steel, aluminum, copper, galvanized iron, packing material, insulation paper, pressboard, insulating oil and polythene compound and aggregates, which are procured from certain regular suppliers. We also rely on a number of other suppliers with whom we have short-term contracts. Any delays or stoppages by our suppliers could adversely affect our operations and financial condition. While we have not experienced any significant disruptions to our operations due to the unavailability of raw materials, lack of long-term price contracts and the absence of an assured supply of raw materials in adequate quantities at competitive prices, could result in a disruption of our production schedule or result in our sourcing raw materials from other sources at prices that are less favourable to us, resulting in an increase in our operating costs and materially and adversely affecting our business, results of operations and financial condition.

Further, the quality of raw materials delivered by suppliers engaged by us has a direct impact on the overall quality of our construction and the timeliness of our delivery to our customers. Although we generally seek to ensure strict quality and process control measures for suppliers, we may be subject to potential claims against us by our customers in case of any sub-standard materials provided by our suppliers. In such circumstances, our reputation may suffer and our resources could be strained.

26. ***We depend significantly on contract labor and an inability to access contract labor at reasonable costs at our project sites may adversely affect our business.***

We depend significantly on access to a large pool of contract labor for our construction work and the execution of our projects. The number of contract laborers employed by us varies from time to time based on the nature and extent of work we are involved in.

Our dependence on such contract labor may result in significant risks to our operations, relating to the availability of such contract laborers, especially during peak periods in labor-intensive sectors such as ours or in case of other disruptions. For example, certain countries had imposed blanket prohibitions on entry of contract laborers on account of the COVID-19 pandemic.

We cannot assure you that we will have adequate access to skilled workmen at reasonable rates and in the areas in which we execute our projects. As a result, we may be required to incur additional costs to ensure timely execution of our projects or may not able to complete our projects on schedule or at all. In addition, there may be local regulatory requirements relating to use of contract labor in specified areas and such regulations may restrict our ability to engage contract labor for a project. See also "*Key Regulations and Policies*" on page 223. Further, all contract laborers engaged in our projects are assured minimum wages that are fixed by the relevant state and central governments, and any increase in such minimum wages payable may adversely affect our results of operations.

27. ***We rely on our Promoters, Directors, Key Managerial Personnel and Senior Management, including other employees with technical expertise. The loss of or our inability to attract or retain such persons could materially adversely affect our business performance.***

We are dependent on our Promoters, Directors, Key Managerial Personnel and Senior Management as well as persons with technical expertise for setting our strategic business direction and managing our business. In particular, we depend on the experience of our Chairman and Managing Director, Rahul Mangal, who has over 35 years of industry experience. The experience of our Promoters, our Senior Management Personnel and Key Managerial Personnel are valuable for the growth and development of business and operations and the strategic directions taken by our Company. We cannot assure you that we will be able to retain these individuals or find adequate replacements in a timely manner, or at all. We may require a long period of time to hire and train replacement personnel when qualified personnel terminate their employment with our Company. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting employees that our business requires. The loss of the services of such persons may have an adverse effect on our business, results of operations, cash flows and financial condition. For further details, see "*Our Management*" on page 236.

The continued operations and growth of our business is dependent upon our ability to attract and retain personnel, who have the necessary and required experience and expertise. The loss of the services of any key personnel or our inability to recruit or train a sufficient number of experienced personnel may have an adverse effect on our financial results and business prospects. Further, as we expect to continue to expand our operations and develop new products, we will need to continue to attract and retain experienced management personnel. If we are unable to attract and retain qualified personnel, our results of operations may be adversely affected.

28. ***If we are unable to manage attrition and attract and retain skilled professionals, it may adversely affect our business prospects, reputation and future financial performance.***

Our business depends upon our ability to attract, develop, motivate, retain and effectively utilize skilled professionals. We believe that there is significant competition in our industry for such professionals who possess the technical skills and experience necessary to execute and manage infrastructure projects, and that such competition is likely to continue for the foreseeable future. We seek to hire and train a significant number of additional professionals each year in order to meet anticipated turnover and increased staffing needs. Our ability to execute existing projects and to win new contract awards depends, in large part, on our ability to hire and retain qualified personnel. The following table sets forth the attrition rates and certain other details for our full-time employees for the periods indicated.

Period	Number of employees at the beginning of the year	Number of employees at the end of the year	Number of employees who resigned during the year	Attrition Rate (%)
Six-month period ended September 30, 2024	660	639	248	31.16
Fiscal 2024	532	660	352	33.52
Fiscal 2023	468	532	267	34.81
Fiscal 2022	421	468	234	33.33

High attrition rates of qualified personnel could have an adverse effect on our ability to expand our business, execute projects in a timely manner, and cause us to incur greater personnel expenses and training costs, which, in turn, could affect our margins. Failure to hire and train or retain qualified personnel in sufficient numbers could have an adverse effect on our business, results of operations and financial condition.

29. ***Our Company, its Promoters and Directors are involved in various litigations. Any adverse decision in such proceedings may render us/them liable to liabilities/penalties and may adversely affect our business, results of operations and financial condition.***

Certain legal proceedings involving our Company, Promoters and certain of our Directors are pending at different levels of adjudication before various courts, tribunals and authorities. In the event of adverse rulings in these proceedings or consequent levy of penalties, we may need to make payments or make provisions for future payments and which may increase expenses and current or contingent liabilities.

A summary of outstanding litigation proceedings involving our Company, our Subsidiary and Directors, as disclosed in section titled "*Outstanding Litigation and Material Developments*" on page 350 in terms of the SEBI ICDR Regulations as of the date of this Red Herring Prospectus is provided below:

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by SEBI or Stock Exchanges against our Promoters	Material civil litigations	Aggregate amount involved* (₹ in lakh)
Company						
By the Company	5	NIL	NIL	NIL	1	210.00
Against the Company	NIL	3	NIL	NIL	NIL	159.50
Directors						
By the Directors	NIL	NIL	NIL	NIL	NIL	NIL
Against the Directors	NIL	1	NIL	NIL	NIL	127.41
Promoters						
By the Promoters	NIL	NIL	NIL	NIL	NIL	NIL
Against the Promoters	NIL	1	NIL	NIL	NIL	127.41

**To the extent quantifiable.*
***Determined in accordance with the Materiality Policy.*

30. *Our success depends on our ability to execute our growth strategies. If we are unable to sustain or manage our growth, our business, results of operations, cash flows and financial condition may be adversely affected.*

We are embarking on a growth strategy that involves steps aimed at expanding our distribution and establishing leadership position for CRGO products and manufacturing transformers segment in India, enhancing our geographical footprint of our CRGO products and manufacturing transformers, capitalizing on the market opportunity in CRGO products and manufacturing transformers, including through innovation and product development to expand our product portfolio, growing and expanding our fast moving electrical good segment organically and inorganically, enhancing productivity and operational efficiencies and enhancing our environmental initiatives. For further details, see "*Our Business – Strategies*" on page 201. Our future growth depends on our ability to significantly increase both our manufacturing capacity and production output both in our CRGO products and manufacturing transformers business and our transformer coil business in a cost-effective and efficient manner.

Our growth strategy will place significant demands on our management as well as our financial, accounting and operating systems. Our ability to expand our business is subject to significant risks and uncertainties, including the following:

- the need to raise significant additional funds to build an additional manufacturing facility, which we may be unable to obtain on reasonable terms or at all;
- delays and cost overruns as a result of a number of factors, many of which may be beyond our control, such as unavailability of timely supplies of equipment and technologies;
- pandemics or epidemics, such as the COVID-19 pandemic;

- inability to hire, train and retain skilled sales and marketing personnel for the sale and distribution of our products;
- inability to develop and maintain relationships with our customers;
- delays or denial of required approvals by relevant government authorities;
- diversion of significant management attention and other resources;
- inability to derive benefits from product development efforts/ commercialization;
- inadequate infrastructure and logistics for the delivery of our products;
- inability to adapt our operational and management systems to an expanded distribution network;
- the competition we face from other manufacturers, traders, suppliers and importers of CRGO products and transformers products, and consumer electrical products in relation to our offerings;
- market development of new products taking longer than expected;
- failure of our contractors and suppliers to adhere to our specifications and timelines;
- failure to maintain high quality control standards;
- shortage of raw materials or our inability to source for sufficient inventory; and
- failure to execute our expansion plans effectively.

To achieve and maintain future growth, we need to, among other things, effectively manage our expansion projects, accurately assess new markets, attract new distributors or customers, obtain sufficient financing for our expected capital expenditures, control our input costs, effectively expand, train and manage our employees, maintain sufficient operational and financial controls, acquire businesses that we believe are congruent with our expansion plans and make additional capital investments to take advantage of anticipated market conditions.

Further, our ability to sustain our rates of growth may be affected by external factors outside our control, including a decline in the demand for our CRGO products and transformers products or other consumer electrical products, increased price competition, the lack of availability of raw materials, or a general slowdown in the economy. The consumer electrical market may be affected by, among other things, changes in government policies, government initiatives, economic conditions, income levels and interest rates, which may negatively affect the demand for and the valuation of our products. These factors may negatively contribute to changes in the prices of and demand for all our products and services we deal in and could contribute to a failure to sustain our growth, which could have a material adverse effect on our business, results of operations, cash flows and financial condition.

31. *We require various statutory and regulatory permits and approvals in the ordinary course of our business, and our failure to obtain, renew or maintain them in a timely manner may adversely affect our operations.*

We require various statutory and regulatory permits, approvals, licenses, registrations and permissions for our business and operations some of which may have expired and for which we may have either made or are in the process of making an application for obtaining the approval. For details of the key laws and regulations applicable to us, see "*Key Regulations and Policies*" on page 223. We may need to apply for further approvals in the future including renewal of approvals that may expire from time to time. We cannot assure you that the relevant authorities will issue such permits or approvals in the timeframe anticipated by us or at all.

Failure to renew, maintain or obtain the required permits or approvals may result in the interruption of our operations and may adversely affect our business, financial condition and results of operations.

Further, we cannot assure you that the approvals, licenses, registrations, and permits issued to us will not impose onerous requirements and conditions on our operations or will not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. Failure to renew, maintain or obtain, or any suspension or revocation of, the required permits or approvals at the requisite time may result in stringent restrictions or interruption in all or some of our operations. Any failure to renew approvals that have expired or apply for and obtain the required 68 approvals, licenses, registrations or permits, or any suspension or revocation of any of approvals, licenses, registrations and permits that have been or may be issued to us, may adversely affect our business, reputation and financial condition. Our Company has also not applied for certain approvals as of the date of this Draft Red Herring Prospectus, details of which have been provided in "*Government and Other Approvals*" on page 355. We cannot assure you that we will be able to obtain such approvals in a timely manner or at all, failing which our business operations may be adversely affected.

32. ***Our Promoter, Saroj Mangal and our Senior Management, Sanjay Rai are unable to trace their educational degrees/certificates and we have relied on undertakings furnished by them for such details of his profile.***

The documents in respect of the educational qualifications of our Promoter, Saroj Mangal and Senior Management, Sanjay Rai are missing. As on date of this Draft Red Herring Prospectus, they are unable to trace their educational degrees/certificates. Accordingly, the BRLM has relied on the undertakings submitted by the respective individuals for incorporating the relevant information in this Draft Red Herring Prospectus and have not been able to independently verify such information due to the non-availability of records.

While the Companies Act, 2013 read with relevant rules thereunder does not prescribe any specific requirement to hold any educational qualifications as a pre-condition for such person to be eligible for appointment as a director (including for appointment as a whole-time director) on the board of directors or a senior management of a company, we cannot assure you that we will not be subject to risks arising from the unavailability of such record.

33. ***Certain sections of this Draft Red Herring Prospectus contain information from D&B Report, which has been commissioned and paid for by our Company and any reliance on such information for making an investment decision in the Issue is subject to inherent risks.***

Certain sections of this Draft Red Herring Prospectus include information based on or derived from the D&B Report or extracts of the D&B Report prepared by D&B India, which is not related to our Company, Directors or Promoters. We commissioned and paid for this report for the purpose of confirming our understanding of the industry in connection with the Issue. Accordingly, any information in this Draft Red Herring Prospectus derived from, or based on, the D&B Report should be read taking into consideration the foregoing.

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

In view of the foregoing, you may not be able to seek legal recourse for any losses resulting from undertaking any investment in the Issue pursuant to reliance on the information in this Draft Red Herring Prospectus based on, or derived from, the D&B Report. You should consult your own advisors and undertake an independent assessment of information in this Draft Red Herring Prospectus based on, or derived from, the D&B Report before making any investment decision regarding the Issue. Please see section titled "*Industry Overview*" on page 122. For the disclaimers associated with the D&B Report, please see section titled "*Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Industry and Market Data*" on page 14.

34. ***Our insurance coverage may be inadequate, which could have an adverse effect on our financial condition and results of operations*.**

Our operations are subject to hazards inherent to providing engineering and construction services, such as risk of equipment failure, work accidents, fire, earthquake, flood and other force majeure events, acts of terrorism and explosions including hazards that may cause injury and loss of life, severe damage to and the destruction of property and equipment and environmental damage. We generally maintain insurance covering our assets and operations at levels that we believe to be appropriate, including workmen's compensation policies as well as hospitalization and group personnel accident policies for our permanent employees. We also obtain specialized insurance for construction risks and third-party liabilities for most projects for the duration of the project and the defect liability period. However, we may not have sufficient insurance coverage to cover all possible economic losses. As of September 30, 2024 and as of March 31, 2024, 2023 and 2022, we had insurance coverage amounting to ₹ 28,790.10 lakhs, ₹ 30,494.00 lakhs, ₹ 21,016.98 lakhs, and ₹ 17,223.00 lakhs, respectively, representing 100%, 100%, 100%, and 100%, respectively, of the written down value of our fixed assets. While we have not experienced substantial uninsured losses during the past three Fiscals. In the event of a substantial uninsured future loss, our policies may not be sufficient to recover the full current market value or current replacement cost of our assets. The occurrence of an event for which we are not adequately or sufficiently insured, or changes in our insurance policies (including premium increases or the imposition of deductible or co- insurance requirements), could have an adverse effect on our business, reputation, results of operations, financial condition and cash flows. Further, we cannot assure you that renewal of our insurance policies in the normal course of our business will be granted in a timely manner, at an acceptable cost or at all.

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

We may retain all our future earnings, if any, for use in the operations and expansion of our business. While we have not declared and paid dividend in the previous financial years. For details, see "*Dividend Policy*" beginning on page 261. However, the amount of our future dividend payments, if any, will depend on our future earnings, cash flows, financial condition, working capital requirements, capital expenditures, applicable Indian legal restrictions and other factors. There can be no assurance that we will pay dividends. We may decide to retain all of our earnings to finance the development and expansion of our business and, therefore, may not declare dividends on our Equity Shares. Additionally, in the future, we may be restricted by the terms of our financing agreements in making dividend payments unless otherwise agreed with our lenders.

36. ***We are entitled to certain tax benefits. These tax benefits are available for a definite period of time, which, on expiry or if withdrawn prematurely, may adversely affect our business, financial condition, results of operations, cash flows and prospects***.

We are entitled to certain tax benefits. For further details, see "*Statement of Special Tax Benefits*" beginning on page 115.

Our profitability will be affected to the extent that such benefits will not be available beyond the periods currently contemplated. Our profitability may be further affected in the future if any of such benefits are reduced or withdrawn prematurely or if we are subject to any dispute with the tax authorities in relation to these benefits or in the event we are unable to comply with the requisite conditions to avail ourselves of each of these benefits. If any adverse development in the law or the manner of its implementation affects our ability to benefit from these tax incentives, our business, financial condition, results of operations, cash flows and prospects may be materially adversely affected.

37. ***Certain of our manufacturing properties are located on leasehold lands. If we are unable to renew existing leases or relocate our operations on commercially reasonable terms, there may be a material adverse effect on our business, financial condition and operations.***

As on the date of this Draft Red Herring Prospectus, our Company has five manufacturing facilities which are located on leasehold lands. For further details, see "*Our Business –Description of our Business and Operations – Properties*" on page 222. If we are unable to renew certain or all of these leases on commercially reasonable terms or at all and we cannot relocate our manufacturing facilities in a timely manner, we may suffer a disruption in our operations, and our results of operations, financial condition and cash flows may be materially and adversely affected.

38. ***Our Promoters and Promoter Group will continue to retain a majority shareholding in our Company after the Issue, which will allow them to exercise significant influence over us.***

After the completion of the Issue, our Promoters and Promoter Group is expected to hold [●]% of our outstanding Equity Shares. Further, the involvement of our Promoters in our operations, including through strategy, direction and customer relationships have been integral to our development and business and the loss of any of our Promoters may have a material adverse effect on our business and prospects.

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, investments and capital expenditures. This concentration of ownership may also delay, defer or even prevent a change in control of our Company and may make some transactions more difficult or impossible without the support of our Promoters and Promoter Group. Further, the Promoters' shareholding may limit the ability of a third party to acquire control. The interests of our Promoters and Promoter Group, as our Company's controlling shareholder, could conflict with our Company's interests, your interests or the interests of our other shareholders. There is no assurance that our Promoters and Promoter Group will act to resolve any conflicts of interest in our Company's or your favor.

39. We are exposed to compliance and internal control related risks.

As on September 30, 2024, we exported our products to Netherlands, Oman, United Arab Emirates and United States of America and other countries and as a result, we are required to comply with a broad range of legal and regulatory requirements in a number of jurisdictions, including in the areas of anti-corruption, anti-money laundering, anti-trust and competition. Our compliance and risk management policies, programs and functions may not be effective in managing different types of risks, including risks that we fail to identify or anticipate, as well as misconduct relating to a lack of adequate internal governance or control. We cannot assure you that such instances will not occur in the future with adverse consequences for our Company or business. Any failure to effectively prevent, identify or address violations as a result of inadequate internal controls, procedures, compliance systems and risk management systems could result in penalties and other sanctions, liabilities, the assertion of damages claims by third parties, and reputational damage, each of which could have a material adverse effect on our business, operations, financial condition or prospects.

40. Failure or disruption of our information technology systems may adversely affect our business, financial condition, results of operations, cash flows and prospects.

We have implemented various information technology solutions to cover key areas of our operations including sourcing, planning, manufacturing, supply chain, accounting, distribution network and data security. However, these systems are potentially vulnerable to damage or interruption from a variety of sources, which could result in a material adverse effect on our operations. We have deployed Manthan application to monitor enterprise resource planning ("**ERP**"). For further details, see "*Our Business – Information Technology*". A large-scale information technology malfunction could disrupt our business or lead to disclosure of, and unauthorized access to, sensitive Company information. Our ability to keep our business operating depends on the proper and efficient operation and functioning of various information technology systems, which are susceptible to malfunctions and interruptions (including those due to equipment damage, power outages, computer viruses and a range of other hardware, software and network problems). Such malfunction or disruptions could interrupt our business operations and result in economic losses. Any failure of our information technology systems could also cause damage to our reputation which could harm our business. Any of these developments, alone or in combination, could have a material adverse effect on our business, financial condition, results of operations and cash flows.

Further, unavailability of, or failure to retain, well trained employees capable of constantly servicing our information technology systems may lead to inefficiency or disruption of our information technology systems, thereby adversely affecting our ability to operate efficiently. Any failure in overhauling or updating our information technology systems in a timely manner could cause our operations to be vulnerable to external attacks and inefficient. Hence, any failure or disruption in the operation of these systems or the loss of data due to such failure or disruption (including due to human error or sabotage) may affect our ability to conduct our normal business operations, which may materially adversely affect our business, financial condition, results of operations, cash flows and prospects. In addition, technological advances from time to time may result in our systems, methods or processing facilities becoming obsolete. Further, we are dependent on various external vendors for certain elements of our operations and are exposed to the contractual risks and operational risks of these external vendors. Their failure to perform their contractual obligations could materially and adversely affect our business, results of operations and cash flows.

41. A downgrade in our credit ratings could materially adversely affect our business and financial condition and our ability to raise capital in the future.

The credit ratings assigned to us and our borrowing facilities could change based upon, among other things, our results of operations and financial condition. As of date of this DRHP our ratings are 'IND BBB/Positive, IND BBB/Positive/IND A3+ and IND A3+' by India Ratings and Research. These ratings are subject to ongoing evaluation by credit rating agencies, and we cannot assure you that any rating will not be changed or withdrawn by a rating agency in the future if, in its judgment, circumstances warrant. Moreover, these credit ratings are not recommendations to buy, sell or hold the equity securities. If any of the credit rating agencies that have rated us and our borrowing facilities downgrades or lowers our credit ratings, or if any credit rating agency indicates that it has placed any such rating on a so-called "watch list" for a possible downgrading or lowering or otherwise indicates that its outlook for that rating is negative, it could have a material adverse effect on our costs and availability of capital, which could in turn have a material adverse effect on our financial condition, results of operations, cash flows and our ability to raise capital in the future. However, we cannot assure you that our credit ratings will not be lowered or withdrawn by credit rating agencies that rate us, which could have a material adverse effect on our financial condition, results of operations, cash flows and our ability to raise capital in the future.

42. ***We have in this Draft Red Herring Prospectus included certain non-GAAP financial measures and certain other industry measures related to our operations and financial performance that may vary from any standard methodology that is applicable across the power infrastructure industry.***

This Draft Red Herring Prospectus includes our EBITDA, EBITDA Margin, Return on Net Worth, Return on Capital Employed, Debt-Equity Ratio, Days Working Capital etc. (collectively "Non-GAAP Measures") and certain other industry measures related to our operations and financial performance, which are supplemental measures of our performance and liquidity and are not required by, or presented in accordance with, Ind AS, IFRS or U.S. GAAP. For further details in relation to reconciliation of non-GAAP measures, see "*Other Financial Information*" on page 264.

Further, these Non-GAAP Measures and industry measures are not a measurement of our financial performance or liquidity under Ind AS, IFRS or U.S. GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, IFRS or U.S. GAAP. In addition, such Non-GAAP Measures and industry measures are not standardized terms, and may vary from any standard methodology that is applicable across the CRGO products and transformers manufacturing industry, and therefore may not be comparable with financial or industry related statistical information of similar nomenclature computed and presented by other companies, and hence a direct comparison of these Non-GAAP Measures and industry measures between companies may not be possible. Other companies may calculate these Non-GAAP Measures and industry measures differently from us, limiting its usefulness as a comparative measure. Although such Non-GAAP Measures and industry measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that they are useful to an investor in evaluating us as they are widely used measures to evaluate a company's operating performance.

43. ***Significant differences exist between Ind AS and other accounting principles, such as US GAAP and International Financial Reporting Standards ("IFRS"), which investors may be more familiar with and consider material to their assessment of our financial condition.***

Our Restated Financial Information have been prepared in accordance with the Indian Accounting Standards, read with the Ind AS Rules and restated in accordance with the SEBI ICDR Regulations, the SEBI Circular and the Prospectus Guidance Note.

We have not attempted to quantify the impact of US GAAP, IFRS or any other system of accounting principles on the financial data included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those of US GAAP, IFRS or any other accounting principles. US GAAP and IFRS differ in significant respects from Ind AS. Accordingly, the degree to which the Restated Financial Information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Ind AS and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

EXTERNAL RISK FACTORS

44. ***Slowdown in sectors that we sell to such as the real estate sector, and any adverse changes in the conditions affecting these markets can adversely impact our business, results of operations, financial condition and cash flows.***

As the primary uses of our products is in power & transmission, electrical, our business is dependent to a significant extent on the performance and growth of the sectors where we are present. Any adverse development in these sectors could materially and adversely affect demands for such sector. In the event of a downturn in these sectors or any of the other key sectors in which we are present, demand for their products may decline and to that extent, our business, financial condition, results of operations and cash flows could be adversely affected.

45. ***Changes in trade policies may adversely affect our profitability.***

There have been on-going discussions and commentary regarding changes to Indian trading policies, treaties and tariffs, which could create uncertainties about the future relationship between India and other countries with respect to trade policies, treaties and tariffs. Any such change in policies by India, such as the lapse of anti-dumping duty on polyvinyl chloride imports from China in 2022, and any such changes by the countries, in terms of tariff and non-tariff barriers, from which our suppliers import their raw materials, components and/or countries to which we export our products, may increase our operating costs, reduce our margins and make it more difficult for us to compete in the Indian and overseas markets, and our business, financial condition and results of operation could be severally impacted.

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

The Competition Act, 2002, as amended (the "**Competition Act**") regulates agreements having or likely to have an appreciable adverse effect on competition ("**AAEC**") in the relevant market in India. The Competition Act aims to, among other things, prohibit all agreements and transactions which may have an AAEC in India. Consequently, all agreements entered into by us could be within the purview of the Competition Act. Further, the Competition Commission of India (the "**CCI**") has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside India if such agreement, conduct or combination has an AAEC in India. Given that we pursue strategic acquisitions, we may from time to time be affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, any enforcement proceedings initiated by the CCI, any adverse publicity that may be generated due to scrutiny or prosecution by the CCI, or any prohibition or substantial penalties levied under the Competition Act, which would adversely affect our business, results of operations, cash flows and prospects.

The Government of India has also enacted the Competition (Amendment) Act, 2023, which includes several amendments to the Competition Act, such as 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. If we pursue acquisitions in the future, we may be affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, as amended, any enforcement proceedings initiated by the CCI, any adverse publicity that may be generated due to scrutiny or prosecution by the CCI, or any prohibition or substantial penalties levied under the Competition Act, which would adversely affect our business, results of operations, cash flows and prospects.

47. ***Changing regulations in India could lead to new compliance requirements that are uncertain.***

The regulatory and policy environment in which we operate is evolving and is subject to change. The GoI may implement new laws or other regulations and policies that could affect our business in general, which could lead to new compliance requirements, including requiring us to obtain approvals and licenses from the Government and other regulatory bodies, or impose onerous requirements. For instance, the GoI has recently introduced (a) the Code on Wages, 2019; (b) the Code on Social Security, 2020; (c) the Occupational Safety, Health and Working Conditions Code, 2020; and (d) the Industrial Relations Code, 2020 which consolidate, subsume and replace numerous existing central labour legislations. While the GoI has already finalised the rules under these codes and now states are framing regulations on their part as labour is a concurrent subject, we are yet to determine the impact of all or some of such laws on our business and operations which may restrict our ability to grow our business in the future and increase our expenses. In the absence of any precedents on the subject, the application of these provisions is uncertain and may or may not have an adverse tax impact on us. Similarly, changes in other laws may require additional compliances and/or result in us incurring additional expenditure. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy in the jurisdictions in which we operate, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future. For instance, the Supreme Court of India has in a decision clarified the components of basic wages which need to be considered by companies while making provident fund payments, which resulted in an increase in the provident fund payments to be made by companies. Our permanent employees are employed by us and are entitled to statutory employment benefits, such as defined benefit gratuity plan, among others. In addition to our full-time employees, we empanel agencies for our outsourcing requirements and also engage persons on a contractual basis. We are subject to various labour laws and regulations governing our relationships with our employees and contractors, including in relation to minimum wages, working hours, overtime, working conditions, hiring and terminating the contracts of employees and contractors, contract labour and work permits. Unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations, 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. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy in the jurisdictions in which we operate, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future. 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.

48. ***There is no existing market for our Equity Shares, and we do not know if one will develop. The Issue Price of the Equity Shares may not be indicative of the market price of the Equity Shares after the Issue.***

Prior to the Issue, there has been no public market for our Equity Shares, and an active trading market on the Indian Stock Exchanges may not develop or be sustained after the Issue. The Issue Price of the Equity Shares will be determined by our Company in consultation with the BRLM, and through the Book Building Process. This price will be based on numerous factors, as described under section titled "*Basis for Issue Price*" on page 107 and may not be indicative of the market price for the Equity Shares after the Issue. The market price of the Equity Shares could be subject to significant fluctuations after the Issue and may decline below the Issue Price. We cannot assure you that the investor will be able to resell their Equity Shares at or above the Issue Price resulting in a loss of all or part of the investment. Any future issuance of Equity Shares, or convertible securities or other equity linked securities by us may dilute your shareholding and any sale of Equity Shares by our Promoters and other major shareholders may adversely affect the trading price of the Equity Shares.

The relevant financial parameters based on which the Price Band would be determined shall be disclosed in the advertisement to be issued for publication of the Price Band.

Further, there can be no assurance that our key performance indicators ("**KPIs**") will improve or become higher than our listed comparable industry peers in the future. An inability to improve, maintain or compete, or any reduction in such KPIs in comparison with the listed comparable industry peers may adversely affect the market price of the Equity Shares. There can be no assurance that our methodologies are correct or will not change and accordingly, our position in the market may differ from that presented in this Draft Red Herring Prospectus.

We may be required to finance our growth through future equity offerings. Any future issuance of the Equity Shares, convertible securities or securities linked to the Equity Shares by us, including through exercise of employee stock options may dilute your shareholding. The disposal of Equity Shares by our Promoters or any of our Company's other principal shareholders or the perception that such issuance or sales may occur, including to comply with the minimum public shareholding norms applicable to listed companies in India may adversely affect the trading price of the Equity Shares.

We cannot assure you that we will not issue additional Equity Shares. Further, we cannot assure you that our Promoters and other major shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

49. ***If inflation were to rise in India, we might not be able to increase the prices of our services at a proportional rate in order to pass costs on to our clients and our profits might decline.***

Inflation rates could be volatile, and we may face high inflation in the future as India had witnessed in the past. Increased inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of transportation, salaries, and other expenses relevant to our business. Further, high inflation leading to higher interest rates may also lead to a slowdown in the economy and adversely impact credit growth. Consequently, we may also be affected and fall short of business growth and profitability.

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 operating expenses, which we may not be able to pass on to our clients, whether entirely or in part, and the same may adversely affect our business and financial condition.

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

50. ***Investors may be subject to stamp duty on transfer and taxes arising out of capital gains 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, the Investors may be subject to payment of long-term capital gains tax in India, in addition to payment of Securities Transaction Tax, on the sale of any Equity Shares held for more than 12 months immediately preceding the date of transfer. Securities Transaction Tax 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.

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 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. We 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 an adverse effect our business, financial condition and results of operations.

51. ***After the Issue, our Equity Shares may experience price and volume fluctuations or an active trading market for our Equity Shares may not develop.***

There has been no public market for the Equity Shares prior to the Issue and an active trading market for the Equity Shares may not develop or be sustained after the Issue. Further, the price at which the Equity Shares are initially traded may not correspond to the prices at which the Equity Shares will trade in the market subsequent to the Issue.

The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results, market conditions specific to the industry we operate in, developments relating to India and volatility in the Stock Exchanges and securities markets elsewhere in the world.

The trading price of our Equity Shares might also decline in reaction to events that affect the entire market and/or other companies in our industry even if these events do not directly affect us and/or are unrelated to our business, financial condition or operating results.

52. ***Rights of shareholders under Indian law may be more limited than under the laws of other jurisdictions.***

Indian legal principles related to corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights 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.

53. ***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 submitting a Bid.***

Pursuant to the SEBI ICDR Regulations, 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 submitting a Bid. RIIs can revise or withdraw their Bids during the Bid/ Issue Period. While our Company is required to complete Allotment pursuant to the Issue within such period as may be prescribed under applicable law, events affecting the Bidders' decision to invest in the Equity Shares, including adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operation or financial condition may arise between the date of submission of the Bid and Allotment. Our Company may complete the Allotment of the Equity Shares even if such events occur, and such events limit the Bidders' ability to sell the Equity Shares Allotted pursuant to the Issue or cause the trading price of the Equity Shares to decline on listing.

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

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

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

Our borrowing costs and our access to the debt capital markets are affected by 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. Set forth below is India’s sovereign debt rating from certain rating agencies:

Any adverse revisions to India’s credit ratings for domestic and international debt by domestic or international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional external financing is available. A downgrading of India’s credit ratings may occur for reasons beyond our control, such as upon a change of government fiscal policy. This could have an adverse effect on our business and future financial performance, ability to obtain financing for capital expenditures and the trading price of the Equity Shares.

56. ***Political instability or a change in economic liberalization and deregulation policies could seriously harm business and economic conditions and may have an adverse effect on our business, financial condition, results of operations and cash flows.***

Our business is impacted by regulation and conditions in India as well as in other countries in which we operate where we operate. Our businesses and the market price and liquidity of our Equity Shares may be affected by interest rates, changes in government policy, taxation, social and civil unrest and other political, economic or other developments. The Government of India has in recent years sought to implement economic reforms and the current government has implemented policies and undertaken initiatives that continue the economic liberalization policies pursued by previous governments. We cannot assure you that liberalization policies will continue in the future. The rate of economic liberalization could change, and specific laws and policies affecting the infrastructure sector, and other matters affecting investment in our securities could change as well. Any significant change in such liberalization and deregulation policies could adversely affect business and economic conditions in India, generally, and our business, prospects, financial condition and results of operations, in particular.

57. ***The occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition. Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.***

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tornadoes, fires, explosions, pandemics and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations or financial condition. See also "– Our projects are exposed to various risks and other uncertainties, and our risk management and project selection framework may be inadequate, which may adversely affect our business, results of operations and financial condition". Further, terrorist attacks and other acts of violence or war may adversely affect the Indian securities markets. 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 the Equity Shares. In addition, India has witnessed local civil disturbances in recent years, and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse impact on our business. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse impact on our business and the market price of the Equity Shares.

58. ***Financial difficulty and other problems in certain financial and other non-banking financial institutions in India could materially adversely affect our business and the price of our Equity Shares.***

We are exposed to the risks of the Indian financial system. The financial difficulties faced by certain Indian financial and non-banking financial institutions could materially and adversely affect our business because the commercial soundness of many financial institutions may be closely related as a result of credit, trading, clearing or other relationships. Such "systemic risk" may materially adversely affect financial intermediaries, such as clearing agencies, banks, NBFCs, securities firms and exchanges with which we interact on a daily basis. Any such difficulties or instability of the Indian financial system in general could create an adverse market perception about Indian financial institutions and banks and materially adversely affect our business. Our transactions with these financial institutions and other non-banking financial institutions expose us to various risks in the event of default by a counterparty, which can be exacerbated during periods of market illiquidity.

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

The Indian market and economy are influenced by market and economic conditions in other countries, including conditions in the U.S.A, 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 impact and thereby negatively affect the Indian economy. Financial disruptions could materially and adversely affect our business, prospects, financial condition, results of operations and cash flows.

Furthermore, economic developments globally can have a significant impact on the Indian market. 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. In addition, China is one of India's major trading partners and a strained relationship with India could have an adverse impact on trade relations between the two countries. Sovereign rating downgrades for Brazil and Russia (and the imposition of sanctions on Russia) have added to the growth risks for these markets. These factors may also result in a slowdown in India's export growth. In response to such developments, legislators and financial regulators in the U.S.A and other jurisdictions, including India, have implemented a number of policy measures designed to add stability to 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 could have a material adverse effect on our business, financial condition and results of operation.

These developments, or the perception that any of them could occur, have had and may continue to have a material adverse effect on global economic conditions and the stability of global financial markets, and may significantly reduce global market liquidity, restrict the ability of key market participants to operate in certain financial markets or restrict our access to capital. This could have a material adverse effect on our business, financial condition and results of operations and reduce the price of our Equity Shares.

60. Any volatility in exchange rates may lead to a decline in India's foreign exchange reserves and may affect liquidity and interest rates in the Indian economy, which could adversely impact us.

Foreign inflows into India have remained extremely volatile responding to concerns about the domestic macroeconomic landscape and changes in the global risk environment. The widening current account deficit has been attributed largely to the surge in gold and oil imports.

The Indian Rupee also faces challenges due to the volatile swings in capital flows. Further, there remains a possibility of intervention in the foreign exchange market to control volatility of the exchange rate. The need to intervene may result in a decline in India's foreign exchange reserves and subsequently reduce the amount of liquidity in the domestic financial system. This in turn could cause domestic interest rates to rise. Further, increased volatility in foreign flows may also affect monetary policy decision making. For instance, a period of net capital outflows might force the RBI to keep monetary policy tighter than optimal to guard against any abnormal currency depreciation. Excessive volatility in foreign exchange rates or increase in interest rates could increase our costs and adversely impact our business, cash flows, financial condition and results of operations.

61. Terrorist attacks, civil unrest and other acts of violence or war involving India and other countries would negatively affect the Indian market where our Equity Shares trade and lead to a loss of confidence.

Terrorist attacks and other acts of violence or war may negatively affect the Indian markets on which our Equity Shares are proposed to be listed and traded. In addition, any deterioration in relations between India and its neighbours might result in investor concern about stability in the region, which could materially adversely affect the price of our Equity Shares. Civil unrest in India in the future as well as other adverse social, economic and political events in India could have an adverse impact on us. Such incidents also create a greater perception that investment in Indian companies involves a higher degree of risk, which could have an adverse impact on our business and the trading price of our Equity Shares.

62. We face risks related to health epidemics and pandemics such as COVID-19 which could adversely affect our business.

We might be adversely affected by events outside of our control, including widespread public health issues, such as epidemic or pandemic infectious diseases; natural disasters such as earthquakes, floods or severe weather; political events such as terrorism, military conflicts and trade wars; and other catastrophic events. We face risks related to health epidemics and pandemics, including risks related to any responses thereto by the government of India, as well as our clients and suppliers. For further details, please see section titled "*Objects of the Issue*" on page 87. Any future disruption in our ability to service our clients could have an adverse effect on our revenue, results of operations, and cash flows. We also face risks related to a downturn in our clients' respective businesses, due to government restrictions such as lockdowns. An economic slowdown or recession due to health epidemics and pandemics, including the recurrence of the COVID-19 pandemic or a similar variant of the disease, may affect our clients' ability to obtain credit to finance their business on acceptable terms, which could result in reduced spending on our service offerings.

63. ***It may not be possible for investors outside India to enforce any judgment obtained outside India against our Company or our management or any of our associates or affiliates in India, except by way of a suit in India.***

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

64. ***We are subject to regulatory, economic, social and political uncertainties and other factors beyond our control.***

We are incorporated in India, and we conduct our corporate affairs and other activities in India. Our Equity Shares are proposed to be listed and traded on BSE and NSE. Consequently, our business, operations, financial performance and the market price of our Equity Shares will be affected by the following external risks, should any of them materialize:

- changes in exchange rates and controls;
- macroeconomic factors and central bank regulation, including in relation to interest rates movements which may in turn adversely impact our access to capital and increase our borrowing costs;
- decline in India's foreign exchange reserves which may affect liquidity in the Indian economy;
- political instability, resulting from a change in government or in economic and fiscal policies;
- civil unrest, acts of violence, regional conflicts or situations or war may adversely affect the financial markets;
- any scarcity of credit or other financing in India, resulting in an adverse effect on economic conditions in India and scarcity of financing for our expansions;
- downgrading of India's sovereign debt rating by rating agencies;
- changes in government policies, including taxation policies, social and civil unrest and other political, social and economic developments in or affecting India; or
- occurrence of natural or man-made calamities or outbreak of an infectious disease such as COVID-19 or any other force majeure events.

The Government of India has exercised and continues to exercise significant influence over many aspects of the Indian economy. Indian governments have generally pursued policies of economic liberalization and financial sector reforms, including by relaxing restrictions on the private sector. Nevertheless, the role of the

Indian central and state governments in the Indian economy as producers, consumers and regulators has remained significant and we cannot assure you that such liberalization policies will continue. A significant change in India's policy of economic liberalization and deregulation or any social or political uncertainties could adversely affect business and economic conditions in India generally and our business and prospects.

India has in the past experienced community disturbances, strikes, riots, terror attacks, epidemics and natural disasters. India has also experienced natural calamities such as earthquakes, tsunamis, floods and drought in the past few years. There can be no assurance that we will not be affected by natural or man-made disasters in India or elsewhere in the future. These acts and occurrences could have an adverse effect on the financial markets and the economy of India and of other countries, thereby resulting in a loss of business confidence and a suspension of our operations, which could have a material adverse effect on our business, financial condition, results of operations and prospects.

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

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

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

Under foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents 64are freely permitted (subject to compliance with sectoral norms and certain other exceptions), if they comply with the pricing guidelines and reporting requirements specified by the RBI. If a transfer of shares, which are sought to be transferred, is not in compliance with such requirements and fall under any of the exceptions specified by the RBI, then the RBI's prior approval is 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 you that any required approval from the RBI or any other governmental agency can be obtained on any particular terms or at all.

In addition, pursuant to the Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT, which has been incorporated as the proviso to Rule 6(a) of the FEMA Rules, investments where the beneficial owner of the equity shares is situated in or is a citizen of a country which shares a land border with India, can only be made through the Government approval route, as prescribed in the Consolidated FDI Policy dated October 15, 2020 and the FEMA Rules. 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 of India. These investment restrictions shall also apply to subscribers of offshore derivative instruments. We cannot assure investors that any required approval from the RBI or any other governmental agency can be obtained on any particular terms or conditions or at all. For further information, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 403.

SECTION III: INTRODUCTION

SUMMARY OF FINANCIAL INFORMATION

The following tables set forth summary financial information derived from our Restated Financial Information as of and for the six-month period ended September 30, 2024, and as of and for the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022.

The summary financial information presented below should be read in conjunction with "*Restated Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 262 and 316, respectively.

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SUMMARY OF RESTATED STATEMENT OF ASSETS AND LIABILITIES INFORMATION

(₹ in lakhs unless otherwise stated)

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
I. ASSETS				
(1) Non-Current Assets				
(a) Property, Plant and Equipment	3,975.67	3,943.31	3,349.52	3,336.75
(b) Intangible Assets	29.10	32.82	42.52	55.24
(c) Intangible Asset Under Development	25.21	-	-	-
(d) Capital Work in progress	92.97	161.99	-	38.68
(e) Financial Assets				
(i) Other Financial Assets	1,249.32	965.36	792.92	1,458.92
(f) Other Non Current Assets	135.87	6.13	30.22	-
(g) Deferred tax Asset (Net)	253.93	227.99	152.97	117.85
Total Non Current Assets	**5,762.07**	**5,337.60**	**4,368.15**	**5,007.44**
(2) Current Assets				
(a) Inventories	15,474.73	8,291.30	8,187.73	10,488.70
(b) Financial Assets				
(i) Trade Receivables	7,291.84	8,834.51	8,743.77	7,663.72
(ii) Cash and Cash Equivalents	210.80	678.76	7.73	148.10
(iii) Bank balances other then (ii) above	25.91	25.19	63.01	130.69
(iv) Other Financial Assets	15.50	24.04	1.54	1.46
(c) Other Current Assets	1,925.87	1,462.77	754.17	711.39
Total Current Assets	**24,944.65**	**19,316.57**	**17,757.95**	**19,144.06**
Total Assets	**30,706.72**	**24,654.17**	**22,126.10**	**24,151.50**
II. EQUITY AND LIABILITIES				
(1) Equity				
(a) Equity Share capital	2,050.00	1,450.00	1,450.00	1,450.00
(b) Other Equity	11,406.40	9,448.76	7,347.16	4,871.55
(c) Share Capital pending for allotment pursuant to merger	-	600.00	600.00	600.00
Total Equity	**13,456.40**	**11,498.76**	**9,397.16**	**6,921.55**
(2) Liabilities				
(A) Non-current Liabilities				
(a) Financial Liabilities				
(i) Borrowings	1,426.08	1,856.13	4,400.29	5,721.77
(ii) Other Financial Liabilities	-	-	-	-
(b) Provisions	245.19	197.78	182.90	208.86
(c) Deferred Tax Liabilities (Net)	-	-	-	-
Total Non Current Liabilities	**1,671.27**	**2,053.91**	**4,583.19**	**5,930.63**

(B) Current Liabilities				
(a) Financial Liabilities				
(i) Borrowings	9,652.88	7,355.88	5,263.56	6,180.80
(ii) Trade Payables				
Due to Micro Enterprises and Small Enterprises	272.21	472.20	252.84	278.06
Due to Others	3,887.07	2,152.53	1,732.09	3,896.13
(ii) Other Financial Liabilities	225.98	195.88	142.23	108.66
(b) Other Current Liabilities	1,074.01	584.08	376.81	675.81
(c) Provisions	93.05	123.40	123.40	138.43
(d) Current tax Liabilities	373.86	217.54	254.82	21.43
Total Current Liabilities	**15,579.06**	**11,101.51**	**8,145.75**	**11,299.32**
Total Equity and Liabilities	**30,706.72**	**24,654.17**	**22,126.10**	**24,151.50**

SUMMARY OF RESTATED STATEMENT OF PROFITS AND LOSS INFORMATION

(₹ in lakh unless otherwise stated)

Particulars	For six month period ended September 30, 2024	For Fiscal 2024	For Fiscal 2023	For Fiscal 2022
Income				
Revenue from Operations	24,701.79	44,948.45	35,430.88	25,664.75
Net Revenue from operations	**24,701.79**	**44,948.45**	**35,430.88**	**25,664.75**
Other Income	116.77	264.78	350.32	289.73
Total Income (I+II)	**24,818.56**	**45,213.23**	**35,781.20**	**25,954.48**
Expenses:				
Cost of Materials Consumed	16,094.17	32,839.78	27,134.42	15,482.87
Purchase of Stock in Trade	2,624.38	2,470.77	1,998.91	2,448.67
Changes in Inventories of Work in Progress and Finished Goods	59.29	1,009.37	-2,335.80	810.31
Employee Benefit Expenses	1,062.08	1,963.03	1,612.54	1,246.73
Finance Cost	735.51	1,308.53	1,133.63	1,344.65
Depreciation Expense	250.11	407.91	372.17	341.99
Other Expenses	1,345.29	2,402.99	2,578.34	3,108.07
Total Expenses (IV)	**22,170.83**	**42,402.38**	**32,494.21**	**24,783.29**
Profit before Exceptional Items & Tax (III-IV)	**2,647.73**	**2,810.85**	**3,286.99**	**1,171.19**
Exceptional Items	-	-	-	-
Profit/(Loss) Before Tax (V-VI)	**2,647.73**	**2,810.85**	**3,286.99**	**1,171.19**
Tax Expense:				
Income Tax including Prior Period Tax	695.14	793.27	848.90	334.47
Tax related to prior periods		-	-	-
Deferred Tax	(20.68)	(77.28)	(35.72)	(82.80)
Total Tax Expenses (VIII)	**674.46**	**715.99**	**813.18**	**251.67**
Profit for the year (VII-VIII)	**1,973.27**	**2,094.86**	**2,473.82**	**919.52**
Other Comprehensive Income				
Items that will not be reclassified to profit or loss				
- Remeasurement Gains/(Losses) on Defined Benefit Plans	(20.90)	9.00	2.40	18.93
- Income tax on above	5.26	(2.26)	(0.60)	(4.77)
Items that will be reclassified to profit or loss	-	-	-	-
Total Other Comprehensive Income for the year (X)	**(15.64)**	**6.74**	**1.80**	**14.16**
Total Comprehensive Income for the year (IX+X)	**1,957.63**	**2,101.62**	**2,475.62**	**933.68**
Earnings per Equity Share: (Face value per Equity Share of ₹ 10 each)				
Basic and Diluted (in ₹)	9.63	10.22	12.07	4.49

SUMMARY OF RESTATED STATEMENT OF CASH FLOWS INFORMATION

(₹ in lakhs unless otherwise stated)

Particulars	For six month period ended September 30, 2024	For Fiscal 2024	For Fiscal 2023	For Fiscal 2022
A. Cash Flow from Operating Activities				
Profit before tax	**2,647.73**	**2,810.85**	**3,286.99**	**1,171.19**
Adjustments for:				
Depreciation & Amortisation expense	250.11	407.91	372.17	341.99
Expected Credit Loss	11.47	227.95	170.61	131.94
Bad Debts Written Off	11.63	7.66	126.31	314.81
Sundry Balances Written Back	-	-	(48.05)	-
Balances Written Off	-	-	16.86	-
Finance Cost	735.51	1,308.53	1,133.63	1,344.65
Interest Income	(20.68)	(57.84)	(93.57)	(67.73)
Interest income on Income Tax Refund	-	-	-	(9.66)
Profit on sale of fixed assets	(1.28)	(5.32)	(5.78)	(18.76)
	986.76	**1,888.89**	**1,672.18**	**2,037.24**
Operating profit before working capital changes	**3,634.49**	**4,699.74**	**4,959.17**	**3,208.43**
Adjustments for				
(Increase)/decrease in Trade receivables	1,519.59	(326.35)	(1,345.78)	(1,190.93)
(Increase)/decrease in Inventory	(7,183.43)	(103.57)	2,300.97	(2,608.35)
(Increase)/decrease in Financial Assets	8.54	(22.50)	(0.07)	0.15
(Increase)/decrease in Other Current assets	(463.10)	(708.60)	(42.79)	189.18
Increase/(decrease) in Trade Payables	1,534.54	639.80	(2,189.26)	1,119.62
Increase/(decrease) in Other Financial Liabilities	(1.93)	77.02	10.20	13.89
Increase/(decrease) in Other Current Liabilities	489.93	207.27	(299.00)	566.51
Increase/(decrease) in Provision	(3.84)	23.88	(38.59)	128.25
Cash (used in)/ generated from operations	**(4,099.70)**	**(213.07)**	**(1,604.32)**	**(1,781.66**
Direct taxes refund/ (paid)	(538.83)	(830.55)	(615.51)	(313.04)
Net Cash from Operating Activities (A)	**(1,004.04)**	**3,656.11**	**2,739.35**	**1,113.72**
B. Cash Flow from Investing Activities				
Purchase of property, plant and equipment	(240.56)	(1,157.29)	(337.68)	(434.68)
Sale of Property, Plant and Equipment	6.91	8.64	9.92	34.40
Interest Income	20.68	57.84	93.57	67.73
Changes in Other Non Current Asset	(129.74)	24.09	(30.22)	16.62
Changes in Non-Current Financial Assets	(283.96)	(172.44)	666.00	176.65
Changes in Creditors for Capital Goods	32.04	(23.37)	23.37	-
Net cash (used in)/ generated from Investing Activities(B)	**(594.63)**	**(1,262.53)**	**424.96**	**(139.28)**
C. Cash Flow from Financing Activities				
Proceeds from borrowings (Non Current)	(430.05)	(2,544.18)	(1,321.48)	(292.03)
Proceeds from borrowings (Current)	2,296.99	2,092.32	(917.24)	924.64
Finance Cost	(735.51)	(1,308.53)	(1,133.63)	(1,344.65)

Net cash (used in)/ generated from Financing Activities (C)	**1,131.43**	**(1,760.38)**	**(3,372.35)**	**(712.04)**
Net (decrease) / increase in cash and cash equivalents(A+B+C)	**(467.24)**	**633.20**	**(208.04)**	**262.40**
Cash and cash equivalents at the beginning of the year	703.95	70.74	278.79	16.39
Cash and cash equivalents at the close of the year	236.71	703.95	70.74	278.79

THE ISSUE

The following table summarizes the Issue details:

Fresh Issue of Equity Shares[(1)(2)*]		Up to [●] Equity Shares of face value ₹ 10 aggregating up to ₹45,000.00 lakhs
The Issue comprises of:		
A)	QIB Category[(3)(4)]	Not more than [●] Equity Shares of face value ₹ 10
	of which:	
	Anchor Investor Portion	Up to [●] Equity Shares of face value ₹ 10
	Net QIB Category (assuming Anchor Investor Portion is fully subscribed)	Up to [●] Equity Shares of face value ₹ 10
	of which:	
	Available for allocation to Mutual Funds only (5% of the Net QIB Category)	[●] Equity Shares of face value ₹ 10
	Balance of the Net QIB Category for all QIBs including Mutual Funds	[●] Equity Shares of face value ₹ 10
B)	Non-Institutional Category[(5)]	Not less than [●] Equity Shares of face value ₹ 10
	Of which	
	One-third available for allocation to Bidders with an application size of more than ₹2.00 lakhs and up to ₹10.00 lakhs	[●] Equity Shares of face value ₹ 10
	Two-third available for allocation to Bidders with an application size of more than ₹ 10.00 lakhs	[●] Equity Shares of face value ₹ 10
C)	Retail Category[(5)]	Not less than [●] Equity Shares of face value ₹ 10
Pre-Issue and post-Issue Equity Shares		
Equity Shares outstanding prior to the Issue as on the date of this Draft Red Herring Prospectus		[●] Equity Shares of face value ₹ 10
Equity Shares outstanding after the Issue		[●] Equity Shares of face value ₹ 10
Use of Net Proceeds by our Company		See "*Objects of the Issue*" on page 87 for information about the use of the proceeds from the Fresh Issue..

* *Subject to finalisation of the Basis of Allotment*

(1) *Our Board has authorised the Fresh Issue, pursuant to its resolution dated December 11, 2024 and our Shareholders have authorised the Fresh Issue pursuant to their resolution dated December 13, 2024.*

(2) *Our Company, in consultation with the BRLM, may consider a further issue of Specified Securities through private placement, preferential allotment, rights issue or any other method as may be permitted under applicable law to any person(s), for an aggregate amount not exceeding ₹ 9,000.00 lakhs, at its discretion, prior to filing of the Red Herring Prospectus with the RoC ("Pre-IPO Placement"). If the Pre-PO Placement is completed, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Issue complying with Rule 19(2)(b) of the SCRR*

(3) *Our Company in consultation with the BRLM, may allocate up to 60% of the QIB Category to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. The QIB Category will accordingly be reduced for the Equity Shares allocated to Anchor Investors. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation, in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the Net QIB Category. Further, 5% of the Net QIB Category shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Category shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid bids being received at or above the Issue Price. In the event the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the Net QIB Category and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For further details, see "Issue Procedure" on page 380.*

(4) *Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in any category, except in the QIB Category, would be allowed to be met with spill over from any other category or combination of categories of Bidders at the discretion of our Company, in consultation with the BRLM and the Designated Stock Exchange For further details, see, "Terms of the Issue" on page 369.*

(5) *The Equity Shares available for allocation to Non-Institutional Bidders under the Non-Institutional Category, shall be subject to the following: (i) one-third of the portion available to Non-Institutional Category shall be reserved for applicants with an application size of more than ₹200,000 and up to ₹1,000,000, and (ii) two-third of the portion available to Non-Institutional Category shall be reserved for applicants with application size of more than ₹1,000,000, provided that the unsubscribed portion in either of the aforementioned subcategories may be allocated to applicants in the other sub-category of Non-Institutional Investors. The allotment to each Non-Institutional Investor shall not be less than the minimum application size, subject to the availability of Equity Shares in the Non-Institutional Category, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis.*

Allocation to Bidders in all categories, except the Retail Category, Non-Institutional Category and the Anchor Investor Portion, if any, shall be made on a proportionate basis, subject to valid Bids being received at or above the Issue Price, as applicable. Allocation to Retail Individual Investors shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Category, and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. One-third of the Non-Institutional Category shall be reserved for applicants with application size of more than ₹ 2.00 lakhs and up to ₹ 10.00 lakhs, two-thirds of the Non-

Institutional Portion shall be reserved for Bidders with an application size of more than ₹ 10.00 lakhs and the unsubscribed portion in either of the above subcategories may be allocated to Bidders in the other sub-category of Non-Institutional Investors. The allocation of Equity Shares to each Non-Institutional Investors shall not be less than the minimum application size, subject to the availability of Equity Shares in the Non-Institutional Category, and the remaining 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. Allocation to Anchor Investors shall be on a discretionary basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations.

For further details of the terms of the Issue, see "*Terms of the Issue*", "*Issue Structure*" and "*Issue Procedure*" beginning on pages 369, 376 and 380 respectively.

GENERAL INFORMATION

Our Company was originally formed as a partnership firm constituted under the Indian Partnership Act, 1932 on April 28, 1989 under the name and the style of "Mangal Electrical Industries". Thereafter, the partnership firm was converted into a private limited company under Part IX of the Companies Act, 1956 as '*Mangal Electrical Industries Private Limited*' and a fresh certificate of incorporation dated April 1, 2008 issued by the RoC. Thereafter, our Company was converted into public limited company pursuant to shareholder's resolution dated May 16, 2024, consequent to which the name of our Company was changed to Mangal Electrical Industries Limited, and a fresh certificate on incorporate dated July 25, 2024 was issued by the RoC.

Corporate Identity Number: U31909RJ2008PLC026255

Company Registration Number: 026255

Registered and Corporate Office of our Company
C-61, C-61 (A&B), Road No. 1-C
V. K. I. Area, Jaipur 302 013
Rajasthan, India

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

Address of the Registrar of Companies

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

Registrar of Companies, Jaipur
Corporate Bhawan, C/6-7, 1st Floor,
Residency Area, Civil Lines,
Jaipur 302 001, Rajasthan, India

Board of Directors of our Company

Details regarding our Board of Directors as on the date of this Draft Red Herring Prospectus are set forth below:

Name and Designation	DIN	Address
Rahul Mangal *Chairman and Managing Director*	01591411	D-3 A, Durga Mark, Banipark, Jaipur 302 016, Rajasthan, India
Ashish Mangal *Non-Executive Director*	00432213	D-3 A, Durga Mark, Banipark, Jaipur 302 016, Rajasthan, India
Sumer Singh Punia *Executive Director*	08393562	239, Lions Lane Colony, Kanakpura Road, Vaishali Nagar, Jaipur 302 021, Rajasthan, India
Ompal Sharma *Executive Director*	00280640	C-103, SDC Gateway, Kalidas Marg, Opposite Kapish Hotel, Bani Park, Jaipur 302 016, Rajasthan, India
Aniketa Mangal *Executive Director*	09532892	D-3 A, Durga Mark, Banipark Jaipur 302 016, Rajasthan, India
Ram Karan Aameria *Independent Director*	09754250	337, Rajni Vihar, Heerapura, Jaipur 302 021, Rajasthan, India
Apaar Kasliwal *Independent Director*	06380124	V-101, Jasmine Block, Tower 5, Adarsh Palm retreat, Devarabeesanahalli, Bengaluru 560 130, Karnataka, India
Tanvi Surana *Independent Director*	10781723	8-2-604/A/5A, Road No. 10, Banjara Hills, Khairatabad, Hyderabad 500 034, Telangana, India
Manoj Maheshwari *Independent Director*	00004668	Usha Kiran 11, Geej Garh Vihar, Hawa Sarak, Jaipur 302 019, Rajasthan, India
Sandeep Purohit *Independent Director*	10781460	3373 Kali Phari House, Govind Rai ji ka Rasta, Jaipur 302 001, Rajasthan, India

For further details and brief profiles of our Directors, see "*Our Management*" on page 235.

Filing of this Draft Red Herring Prospectus

A copy of this Draft Red Herring Prospectus has been filed electronically with SEBI through SEBI Intermediary Portal at https://siportal.sebi.gov.in, in accordance with the SEBI ICDR Master Circular and has been filed electronically with SEBI as specified in Regulation 25(8) of the SEBI ICDR Regulation and at cfddil@sebi.gov.in. It has also been 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

Filing of the Red Herring Prospectus and Prospectus

A copy of the Red Herring Prospectus, along with the material contracts and documents required to be filed with the RoC in accordance with Section 32 of the Companies Act, and a copy of the Prospectus shall be filed with the RoC as required under Section 26 of the Companies Act and through the electronic portal at https://www.mca.gov.in/content/mca/global/en/foportal/fologin.html

Company Secretary and Compliance Officer

Balvinder Singh Guleri is the Company Secretary and Compliance Officer of our Company. His contact details are set forth below:

Balvinder Singh Guleri
Address: C-61, C-61 (A&B), Road No. 1-C,
V. K. I. Area, Jaipur 302 013
Rajasthan, India
Tel: 01414036113
E-mail: compliance@mangals.com

Investor Grievances

Bidders may contact the Company Secretary and Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post-Issue 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 Issue related queries and for redressal of complaints, investors may also write to the BRLM.

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

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

Book Running Lead Manager

Systematix Corporate Services Limited
The Capital, A Wing, 6th Floor, No. 603-606
Plot No. C-70, G Block, Bandra-Kurla Complex
Bandra (East), Mumbai 400051, Maharashtra, India
Tel: +91 22 6704 8000
E-mail: mangal@systematixgroup.in
Investor Grievance ID: investor@systematixgroup.in
Contact Person: Jinal Sanghvi/ Kuldeep Singh
Website: www.systematixgroup.in
SEBI Registration Number: INM000004224

Statement of inter-se allocation of responsibilities amongst the BRLM

Systematix Corporate Services Limited is the sole Book Running Lead Manager to the Issue and all the responsibilities relating to co-ordination and other activities in relation to the Issue shall be performed by it, and hence a statement of inter-se allocation of responsibilities is not required.

Syndicate Members

[●]

Legal Counsel to the Issue

Chandhiok & Mahajan, Advocates and Solicitors
C-524 Defence Colony,
New Delhi 110024
Tel: +91 11 4163 0033

Registrar to the Issue

Bigshare Services Private Limited
S6-2, 6th Floor, Pinnacle Business Park
Mahakali Caves Road, next to Ahura Centre
Andheri (East) Mumbai – 400 093
Maharashtra, India
Tel: +91 22 62638200
E-mail: ipo@bigshareonline.com
Website: www.bigshareonline.com
Investor grievance ID: investor@bigshareonline.com
Contact Person: Mr. Vinayak Morbale
SEBI registration number: INR000004058

Bankers to the Issue

Escrow Collection Bank

[●]

Public Issue Account Bank

[●]

Refund Bank

[●]

Sponsor Bank

[●]

Statutory Auditor to our Company

A Bafna & Co., Chartered Accountant
K-2 Keshav Path
Near Ahinsa Circle, C-Scheme
Jaipur 302 001
Rajasthan, India
Email: vivek@abafnaco.com
Tel: 0141- 2372572
Peer Review Certificate No.: 016548
Firm Registration No.: 003660C

Changes in auditors

There has been no change in the statutory auditors of our Company during the last three years.

Bankers to our Company

HDFC Bank
JTN Anukampa Tower, 3rd Floor Bhagwan Das Road
near Rajmandir Cinema, Jaipur, 302 001, Rajasthan, India
Tel: 0141-3006483
Email: lokendra.rathore@hdfcbank.com
Website: www.hdfcbank.com
Contact Person: Lokendra Singh Rathore

Designated Intermediaries

Self-Certified Syndicate Banks

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

Syndicate SCSB Branches

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

SCSBs enabled for UPI Mechanism and eligible mobile applications

In accordance with, SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI ICDR Master Circular read with other applicable UPI Circulars, UPI Bidders may only apply through the SCSBs and mobile applications using the UPI handles specified on the website of the SEBI, which may be updated from time to time. A list of SCSBs and mobile applications, using the UPI handles and which are live for applying in public issues 78 using UPI mechanism is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43, as updated from time to time and at such other websites as may be prescribed by SEBI from time to time.

Registered Brokers

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

Registrar and Share Transfer Agents

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

Collecting Depository Participants

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

Grading of the Issue

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

Monitoring Agency

Our Company will appoint a monitoring agency prior to filing of the Red Herring Prospectus, in accordance with Regulation 41 of SEBI ICDR Regulations for monitoring the utilisation of the Net Proceeds from the Fresh Issue.

Expert

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

Our Company has received written consent dated December 24, 2024 from A Bafna & Co., Chartered Accountant, to include their name as required under Section 26(5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditor, and in respect of their (i) examination report dated December 23, 2024 relating to the Restated Financial Statements and (ii) the statement of special tax benefits dated December 24, 2024 included in this Draft Red Herring Prospectus and such consents have 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.

In addition, our Company has received written consent dated December 12, 2024 from S.K. Jain, Independent Chartered Engineer, to include their name as required under Section 26 of the Companies Act, 2013 in this Draft Red Herring Prospectus and as an 'expert' as defined under Section 2(38) of Companies Act, 2013 in its capacity as an independent chartered engineer, certifying the installed and production capacity of our manufacturing facilities included in this Draft Red Herring Prospectus, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Further, our Company has also received a written consent dated December 14, 2024 from Rahul S & Associates, practicing company secretary, to include their name as required under Section 26 of the Companies Act, 2013 in this Draft Red Herring Prospectus and as an 'expert' as defined under Section 2(38) of Companies Act, 2013 in respect of the certificate issued in their capacity as a practicing company secretary to our Company, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has received written consent dated December 24, 2024, from Kuldeep Kumar & Co., Chartered Accountants, holding a valid peer review certificate from ICAI, to include its name as an "expert" under Section 2(38) of the Companies Act, and other applicable provisions of the Companies Act in its capacity as an independent chartered accountant, in respect of their certificates and such consent will not be withdrawn up to the filing of the Red Herring Prospectus with the RoC.

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

Appraising Entity

None of the objects for which the Net Proceeds will be utilised have been appraised by any agency. Accordingly, no appraising entity is appointed for the Issue.

Credit Rating

As this is an issue of Equity Shares, there is no credit rating for the Issue.

Debenture Trustees

As this is an issue of Equity Shares, there are no debenture trustees appointed for the Issue.

Green Shoe Option

No green shoe option is contemplated under the Issue.

Book Building Process

Book building, in the context of the Issue, refers to the process of collection of Bids from Bidder on the basis of the Red Herring Prospectus, the Bid cum Application Forms and the Revision Forms, if any within the Price Band which will be decided by our Company, in consultation with the BRLM and minimum Bid lot which will be decided by our Company, in consultation with the BRLM and advertised in all editions of [●] (a widely circulated English national daily newspaper), all editions of the English national daily newspaper [●], all editions of the Hindi national daily newspaper [●] (Hindi being the regional language of Jaipur, Rajasthan, wherein our Registered Office is located), at least two Working Days prior to the Bid/ Issue Opening Date and shall be made available to the Stock Exchanges for the purposes of uploading on their respective website. The Issue Price shall be determined by our Company, in consultation with the BRLM after the Bid/ Issue Closing Date. For further details, see "*Issue Procedure*" on page 380.

All Investors (other than Anchor Investors) shall participate in the Issue mandatorily through the ASBA process by providing details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by SCSBs, or in the case of UPI Bidders, by using the UPI Mechanism. Anchor Investors are not permitted to participate in the Issue through the ASBA process. Additionally, Retail Individual Investors shall participate through the ASBA process only using the UPI Mechanism. Non-Institutional Bidders with an application size of up to ₹5.00 lakh shall use the UPI Mechanism and shall also provide their UPI ID in the Bid cum Application Form submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Anchor Investors are not permitted to participate in the Issue through the ASBA process. In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are not permitted to withdraw or lower the size of their Bid(s) (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Investors can revise their Bid(s) during the Bid/Issue Period and withdraw their Bid(s) until Bid/Issue Closing Date.

In terms of the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Investors and other Eligible Employees Bidding in the Employee Reservation Portion can revise their Bid(s) during the Bid/ Issue Period and withdraw their Bid(s) until Bid/ Issue Closing Date. Anchor Investors are not allowed to revise and withdraw their Bids after the Anchor Investor Bidding Date. Except Allocation to Retail Individual Investors, Non-Institutional Investors and the Anchor Investors, Allocation in the Issue will be on a proportionate basis. Further, allocation to Anchor Investors will be on a discretionary basis and allocation to the Non-Institutional Investors will be in a manner as prescribed under the SEBI ICDR Regulation. The allocation to each Retail Individual Investor shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Category and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. The allocation to each Non-Institutional Investor shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Non-Institutional Category 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 to the SEBI ICDR Regulations. For further details on the Book Building Process and the method and process of Bidding, see *"Terms of the Issue"*, "*Issue Structure*" and *"Issue Procedure"* on pages 369, 376 and 380, respectively.

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

Investors should note the Issue is also subject to obtaining final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment, within three Working Days of the Bid/ Issue Closing Date or such other time period as prescribed under applicable law.

For an illustration of the Book Building Process, price discovery process and allocation, see "*Issue Procedure*" on page 380.

Underwriting Agreement

After the determination of the Issue Price and allocation of Equity Shares, but prior to the filing of the Prospectus with the RoC, our Company intends to enter into the Underwriting Agreement with the Underwriters for the Equity Shares proposed to be issued in the Issue. The extent of underwriting obligations and the Bids to be underwritten in the Issue shall be as per the Underwriting Agreement. Pursuant to the terms of the Underwriting Agreement, the obligations of each of the Underwriters will be several and will be subject to certain conditions specified therein.

The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

(This portion has been intentionally left blank and will be completed before filing of the Prospectus with the RoC)

Name, address, telephone number and e-mail address of the Underwriters	**Indicative number of Equity Shares of face value of ₹10 each to be Underwritten**	**Amount underwritten (₹ in lakhs)**
[●]	[●]	[●]

The abovementioned amounts are provided for indicative purposes only and will be finalised after the pricing and actual allocation and subject to the provisions of Regulation 40(2) of the SEBI ICDR Regulations. Based on representations made by the Underwriters, our Board of Directors are of the opinion that the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered with the SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchange(s). Our Board/ IPO Committee, at its meeting held on [●], has approved the execution of the Underwriting Agreement by our Company.

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

The Underwriting Agreement has not been executed as on the date of this Draft Red Herring Prospectus and will be executed after determination of the Issue Price and allocation of Equity Shares, but prior to the filing of the Prospectus, with the RoC.

CAPITAL STRUCTURE

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

(in ₹, except share data)

S. No.	Particulars	Aggregate nominal value	Aggregate value at Issue Price*
A)	**AUTHORISED SHARE CAPITAL(1)**		
	3,00,00,000 Equity Shares of face value of ₹10 each	30,00,00,000	-
B)	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE ISSUE AS ON DATE OF THIS DRAFT RED HERRING PROSPECTUS**		
	20,500,000 Equity Shares of face value of ₹10 each	205,000,000	-
C)	**PRESENT ISSUE(2)(3)**		
	Fresh Issue of up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹[●] lakhs(2)		
D)	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE ISSUE$**		
	[●] Equity Shares of face value of ₹10 each	[●]	-
E)	**SECURITIES PREMIUM ACCOUNT**		
	Before the Issue (*as on date of this Draft Red Herring Prospectus*)		NIL
	After the Issue*		[●]

* *To be included upon finalisation of the Issue Price and Basis of Allotment.*

$ *Assuming full subscription in the Issue.*

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

(2) *Our Board has authorised the Issue, pursuant to their resolution dated December 11, 2024. Our Shareholders have authorised the Issue pursuant to special resolution dated December 13, 2024.*

(3) *Our Company, in consultation with the BRLM, may consider a Pre-IPO Placement of specified securities through a private placement, preferential allotment, rights issue or any other method, as may be permitted under the applicable law, aggregating up to ₹ 9,000.00 lakhs prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLM. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended.*

[Remainder of this page is intentionally kept blank]

Notes to Capital Structure

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

The following table sets forth the history of the equity share capital of our Company since its incorporation:

<table>
<tr><th>Date of allotment</th><th>Nature of allotment</th><th>Name of the allottee(s)</th><th>Number of equity shares allotted</th><th>Face value per equity share (₹)</th><th>Issue price per equity share (₹)</th><th>Nature of consideration</th><th>Cumulative number of equity shares</th></tr>
<tr><td>April 1, 2008</td><td>Initial subscription to the Memorandum of Association[(1)]</td><td><table><tr><th>Name of the allottee</th><th>Number of equity shares allotted</th></tr><tr><td>Saroj Mangal</td><td>33,15,000</td></tr><tr><td>Rahul Mangal</td><td>30,22,500</td></tr><tr><td>Ashish Mangal</td><td>32,500</td></tr><tr><td>Meenakshi Mangal</td><td>32,500</td></tr><tr><td>Shalu Mangal</td><td>32,500</td></tr><tr><td>Sameer Somani</td><td>32,500</td></tr><tr><td>Sanjay Somani</td><td>32,500</td></tr></table></td><td>65,00,000</td><td>10</td><td>10</td><td>Other than cash</td><td>65,00,000</td></tr>
<tr><td>March 10, 2011</td><td>Further issue</td><td><table><tr><th>Name of the allottee</th><th>Number of equity shares allotted</th></tr><tr><td>Saroj Mangal</td><td>25,00,000</td></tr><tr><td>Rahul Mangal</td><td>45,00,000</td></tr><tr><td>Ashish Mangal</td><td>10,00,000</td></tr></table></td><td>80,00,000</td><td>10</td><td>10</td><td>Cash</td><td>1,45,00,000</td></tr>
<tr><td>May 10, 2024</td><td>Allotment of Equity Shares pursuant to the Scheme of Arrangement[(2)]</td><td><table><tr><th>Name of the allottee</th><th>Number of equity shares allotted</th></tr><tr><td>Ashish Mangal</td><td>30,00,000</td></tr><tr><td>Rahul Mangal</td><td>9,00,000</td></tr><tr><td>Aniketa Mangal</td><td>21,00,000</td></tr></table></td><td>60,00,000</td><td>10</td><td>10</td><td>Other than Cash</td><td>2,05,00,000</td></tr>
</table>

(1) *Our Company was incorporated on April 1, 2008 and the date of subscription to the Memorandum of Association was March 26, 2008.*

(2) *For further details on the Scheme of Arrangement, see "History and Certain Corporate Matters—Details regarding Material Acquisitions or Divestments of Business/ Undertakings, Mergers, Amalgamation, any Revaluation of Assets, etc. in the Last 10 Years" on page 234.*

The issue of the Equity Shares by the Company has been in compliance with the applicable provisions of Companies Act, 1956 and Companies Act, 2013.

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

Our Company has no outstanding preference shares as on the date of this Draft Red Herring Prospectus.

3. **Equity shares issued for consideration other than cash or by way of bonus issue**

Except as set out below, our Company has not issued any equity shares for consideration other than cash or through bonus issue since its incorporation:

Date of allotment	Nature of allotment[(1)]	Names of allottees	Number of equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Benefits accrued to our Company

<table>
<tr><td>April 1, 2008</td><td>Initial subscription to the Memorandum of Association(1)</td><td><table><tr><th>Name of the allottee</th><th>Number of equity shares allotted</th></tr><tr><td>Saroj Mangal</td><td>33,15,000</td></tr><tr><td>Rahul Mangal</td><td>30,22,500</td></tr><tr><td>Ashish Mangal</td><td>32,500</td></tr><tr><td>Meenakshi Mangal</td><td>32,500</td></tr><tr><td>Shalu Mangal</td><td>32,500</td></tr><tr><td>Sameer Somani</td><td>32,500</td></tr><tr><td>Sanjay Somani</td><td>32,500</td></tr></table></td><td>65,00,000</td><td>10</td><td>10</td><td>N.A.</td></tr>
<tr><td>May 10, 2024</td><td>Allotment of Equity Shares pursuant to the Scheme of Arrangement(2)</td><td><table><tr><th>Name of the allottee</th><th>Number of equity shares allotted</th></tr><tr><td>Ashish Mangal</td><td>30,00,000</td></tr><tr><td>Rahul Mangal</td><td>9,00,000</td></tr><tr><td>Aniketa Mangal</td><td>21,00,000</td></tr></table></td><td>60,00,000</td><td>10</td><td>-</td><td>Greater integration, Cost savings, improved organizational capability and leadership</td></tr>
</table>

(1) *Our Company was incorporated on April 1, 2008 and the date of subscription to the Memorandum of Association was March 26, 2008*

(2) *For further details on the Scheme of Arrangement, see "History and Certain Corporate Matters—Details regarding Material Acquisitions or Divestments of Business/ Undertakings, Mergers, Amalgamation, any Revaluation of Assets, etc. in the Last 10 Years" on page 234.*

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

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

5. **Allotment of equity shares pursuant to schemes of arrangement**

Except as disclosed below, our Company has not issued or 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:

<table>
<tr><th>Date of allotment</th><th>Nature of allotment(1)</th><th>Names of allottees</th><th>Number of equity shares allotted</th><th>Nature of consideration</th><th>Face value per equity share (₹)</th><th>Issue price per equity share (₹)</th></tr>
<tr><td>May 10, 2024</td><td>Allotment of Equity Shares pursuant to the Scheme of Arrangement(1)</td><td><table><tr><th>Name of the allottee</th><th>Number of equity shares allotted</th></tr><tr><td>Ashish Mangal</td><td>30,00,000</td></tr><tr><td>Rahul Mangal</td><td>9,00,000</td></tr><tr><td>Aniketa Mangal</td><td>21,00,000</td></tr></table></td><td>60,00,000</td><td>Other than cash</td><td>10</td><td>10</td></tr>
</table>

(1) *For further details on the Scheme of Arrangement, see "History and Certain Corporate Matters—Details regarding Material Acquisitions or Divestments of Business/ Undertakings, Mergers, Amalgamation, any Revaluation of Assets, etc. in the Last 10 Years" on page 234.*

6. **Issue of equity shares at a price lower than the Price in the last one year**

Except as set out below, our Company has not issued any Equity Shares in the last one year immediately preceding the date of this Draft Red Herring Prospectus:

Date of allotment	Nature of allotment(1)	Names of allottees	Number of equity shares allotted	Face value per equity share	Issue price per equity share

				(₹)	(₹)
May 10, 2024	Allotment of Equity Shares pursuant to the Scheme of Arrangement[(1)]	**Name of the allottee** – **Number of equity shares allotted** Ashish Mangal – 30,00,000 Rahul Mangal – 9,00,000 Aniketa Mangal – 21,00,000	60,00,000	10	10

(1) For further details on the Scheme of Arrangement, see "History and Certain Corporate Matters—Details regarding Material Acquisitions or Divestments of Business/ Undertakings, Mergers, Amalgamation, any Revaluation of Assets, etc. in the Last 10 Years" on page 234.

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

As on the date of this Draft Red Herring Prospectus, our Company has not made any issuance of equity shares pursuant to the ESOP Scheme.

As on the date of this Draft Red Herring Prospectus, our Promoters hold, in the aggregate, 2,03,70,000 Equity Shares, which constitute 99.37% of the issued, subscribed and paid-up equity share capital of our Company.

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

a) ***Build-up of Promoters' shareholding in our Company***

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

Date of allotment / transfer	Nature of transaction	Number of equity shares allotted/ transferred	Face value per equity share (₹)	Issue/ acquisition/ transfer per equity share (₹)	Nature of consideration	Percentage of pre-Issue equity share capital (%)	Percentage of the post-Issue equity share capital[(1)] (%)
Rahul Mangal							
April 1, 2008	Allotment pursuant to initial subscription to Memorandum of Association	30,22,500	10	10	Other than cash	14.74	[●]
March 10, 2011	Further issue	45,00,000	10	10	Cash	21.95	[●]
May 10, 2024	Allotment of Equity Shares pursuant to the Scheme of Arrangement[(2)]	9,00,000	10	10	Other than cash	4.39	[●]
Total (A)		**84,22,500**				**41.09**	[●]
Ashish Mangal							
April 1, 2008	Allotment pursuant to initial subscription to Memorandum of Association	32,500	10	10	Other than cash	0.16	[●]
March 10, 2011	Further issue	10,00,000	10	10	Cash	4.88	[●]
May 10, 2024	Allotment of Equity Shares pursuant to the Scheme of Arrangement[(2)]	30,00,000	10	10	Other than cash	14.63	[●]
Total (B)		**40,32,500**				**19.67**	[●]
Saroj Mangal							
April 1, 2008	Allotment pursuant to initial subscription to	33,15,000	10	10	Other than cash	16.17	[●]

	Memorandum of Association						
March 10, 2011	Further issue	25,00,000	10	10	Cash	12.20	[●]
Total (C)		**58,15,000**				**28.37**	**[●]**
Aniketa Mangal							
May 10, 2024	Allotment of Equity Shares pursuant to the Scheme of Arrangement[(2)]	21,00,000	10	10	Other than Cash	10.24	[●]
Total (D)		21,00,000				**10.24**	**[●]**
Grand Total (A+B+C+D+E)		**2,03,70,000**				**99.37**	**[●]**

(1) *Subject to finalisation of Basis of Allotment*

(2) *For further details on the Scheme of Arrangement, see "History and Certain Corporate Matters—Details regarding Material Acquisitions or Divestments of Business/ Undertakings, Mergers, Amalgamation, any Revaluation of Assets, etc. in the Last 10 Years" on page 234.*

b) All the Equity Shares held by our Promoters were fully paid-up on the respective date of allotment of such Equity Shares.

c) As of the date of this Draft Red Herring Prospectus, Equity Shares held by our Promoters are not subject to pledge with any creditor or any other encumbrance.

8. **Shareholding of our Promoters and members of our Promoter Group**

Shareholding of our Promoters and members of Promoter Group are set forth below, as on the date of this Draft Red Herring Prospectus:

Name of Shareholder	**Pre-Issue**		**Post-Issue**	
	Number of Equity Shares of face value of ₹10 each	**Percentage of pre-Issue equity share capital (%)**	**Number of Equity Shares of face value of ₹10 each**	**Percentage of post-Issue equity share capital (%)[(1)]**
Promoters				
Rahul Mangal	84,22,500	41.09	[●]	[●]
Ashish Mangal	40,32,500	19.67	[●]	[●]
Saroj Mangal	58,15,000	28.37	[●]	[●]
Aniketa Mangal	21,00,000	10.24	[●]	[●]
Total (A)	**2,03,70,000**	**99.37**	**[●]**	**[●]**
Promoter Group				
Meenakshi Mangal	32,500	0.16	[●]	[●]
Shalu Mangal	30,000	0.15	[●]	[●]
Rahul Mangal HUF	67,500	0.33	[●]	[●]
Total (B)	**1,30,000**	**0.63**	[●]	[●]
Total (A+B)	**2,05,00,000**	**100.00**	[●]	[●]

(1) *Subject to finalisation of Basis of Allotment*

9. **Details of minimum Promoters' Contribution locked in for eighteen months**

Pursuant to Regulations 14 and 16 of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Issue Equity Share capital of our Company held by our Promoters (assuming exercise of all vested options under the ESOP Scheme) shall be considered as minimum promoters' contribution and locked-in for a period of eighteen months or any other period as may be prescribed under applicable law, from the date of Allotment ("**Promoters' Contribution**").

The details of Equity Shares held by our Promoters, which will be locked-in for minimum Promoter's contribution for a period of 18 months from the date of Allotment as Promoters' Contribution are as provided below:

Name of the Promoter	Number of Equity Shares held#	Number of Equity Shares locked-in*	Date of allotment/ transfer of equity shares #	Face value per equity share (₹)	Issue / Acquisition price per equity share (₹)	Nature of transaction	% of the post-Issue paid-up Capital on a fully diluted basis	Date up to which Equity Shares are subject to lock-in
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Total	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]

Note: To be updated at the Prospectus stage.

Equity Shares were fully paid-up on the date of allotment or acquisition of such Equity Shares, as the case may be.

* *Subject to finalisation of Basis of Allotment.*

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

Our Promoter's shareholding in excess of 20% shall be locked in for a period of six months from the date of Allotment. As on the date of this Draft Red Herring Prospectus, our Promoters hold in the aggregate 2,03,70,000 Equity Shares of face value of ₹10 each, which constitutes 99.37% of the issued, subscribed and paid-up Equity Share capital of our Company, on a fully diluted basis.

The Equity Shares that are being locked-in are not and will not be ineligible for computation of Promoters' Contribution under Regulation 15 of the SEBI ICDR Regulations. In this connection, we confirm the following:

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

(ii) The Promoter's Contribution does not include any Equity Shares acquired during the one year preceding the date of this Draft Red Herring Prospectus, at a price lower than the price at which the Equity Shares are being offered to the public in the Issue;

(iii) Our Company was incorporated pursuant to conversion of a partnership firm into a private limited company under Part IX of the Companies Act, 1956 and a certificate of incorporation dated April 1, 2008 was issued by the RoC. For further details please see "*History and Certain Corporate Matters – Brief history of our Company*" on page 232; and

(iv) The Equity Shares forming part of the Promoters' Contribution are not subject to any pledge with any creditor.

10. **Details of share capital locked-in for six months**

Pursuant to Regulation 17 of the SEBI ICDR Regulations, the entire pre-Issue Equity Share capital of our Company will be locked in for a period of six months from the date of Allotment, except for Equity Shares held by a venture capital fund or alternative investment fund of category I or category II or foreign venture capital investor. As on the date of this Draft Red Herring Prospectus, our Company does not have Shareholders that are venture capital funds or alternative investment funds of category I or category II or a foreign venture capital investor.

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.

Pursuant to Regulation 22 of the SEBI ICDR Regulations, (a) the Equity Shares held by the Promoters, which are locked-in may be transferred to another promoter and among the members of the Promoter Group or to any new promoters of our Company, and (b) 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 Issue 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 SEBI Takeover Regulations; and

Pursuant to Regulation 21(b) of the SEBI ICDR Regulations, the Equity Shares held by the Promoters which are locked-in, as the case may be from the date of Allotment may be pledged only with scheduled commercial banks, public financial institutions, systemically important non-banking finance companies or housing finance companies as collateral security for loans granted by such entities, provided that such pledge of the Equity Shares is one of the terms of the sanction of such loans.

11. **Lock-in of Equity Shares Allotted to Anchor Investors**

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

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

Except as disclosed below, none of our Promoters, directors of our Corporate Promoter, members of our Promoter Group, our Directors or their relatives have sold or purchased any Equity Shares of our Company during the six months preceding the date of this Draft Red Herring Prospectus.

Date of Allotment	Name of allottee	Nature of transaction	Number of equity shares allotted	Percentage of pre-Issue equity share capital of our Company (%)	Face value per equity share (₹)	Allotment price per equity share (₹)
May 10, 2024	Rahul Mangal	Allotment of equity shares pursuant to the Scheme of Arrangement[(1)]	9,00,000	4.39	10	NA
May 10, 2024	Ashish Mangal	Allotment of equity shares pursuant to the Scheme of Arrangement[(1)]	30,00,000	14.63	10	NA
May 10, 2024	Aniketa Mangal	Allotment of equity shares pursuant to the Scheme of Arrangement[(1)]	21,00,000	10.24	10	NA

(1) For further details on the Scheme of Arrangement, see "History and Certain Corporate Matters—Details regarding Material Acquisitions or Divestments of Business/ Undertakings, Mergers, Amalgamation, any Revaluation of Assets, etc. in the Last 10 Years" on page 234.

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13. ***Our shareholding pattern***

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

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 Equity 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 Equity Shares (XII)**		**Number of Equity 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)**			**Number (a)**	**As a % of total Shares held (b)**	**Number (a)**	**As a % of total Shares held (b)**	
								Class eg: Equity Shares	**Class eg: Others**	**Total**								
(A)	Promoters and Promoter Group	7	2,05,00,000	-	-	2,05,00,000	100	2,05,00,000	-	2,0500,000	100	-	-	-	-	-	-	2,05,00,000
(B)	Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C)	Non-Promoter Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying depository receipts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by employee trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	**7**	**2,05,00,000**	**-**	**-**	**2,05,00,000**	**100**	**2,05,00,000**	**-**	**2,0500,000**	**100**	**-**	**-**	**-**	**-**	**-**	**-**	**2,05,00,000**

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

Except as stated below, none of our Directors, Key Managerial Personnel or members of our Senior Management hold any Equity Shares as on the date of this Draft Red Herring Prospectus.

Name	Number of Equity Shares of face value of ₹10 each	Percentage of pre-Issue share capital (%)
Rahul Mangal(1)	84,22,500	41.09
Ashish Mangal	40,32,500	19.67
Aniketa Mangal	21,00,000	10.24
Total	**1,45,55,000**	**71.00**

(1) Also a Key Managerial Personnel

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

(a) As on the date of this Draft Red Herring Prospectus, our Company has 7 Shareholders.

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

S. No.	Name of Shareholder	Number of Equity Shares of face value of ₹10 each	Percentage of pre-Issue share capital (%)
1.	Saroj Mangal	58,15,000	28.37
2.	Rahul Mangal	84,22,500	41.09
3.	Ashish Mangal	40,32,500	19.67
4.	Aniketa Mangal	21,00,000	10.24
	Total	**2,03,70,000**	**99.37**

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

S. No.	Name of Shareholder	Number of Equity Shares of face value of ₹10 each	Percentage of pre-Issue share capital (%)
1.	Saroj Mangal	58,15,000	28.37
2.	Rahul Mangal	84,22,500	41.09
3.	Ashish Mangal	40,32,500	19.67
4.	Aniketa Mangal	21,00,000	10.24
	Total	**2,03,70,000**	**99.37**

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

S. No.	Name of Shareholder	Number of equity shares of face value of ₹10 each	Percentage of pre-Issue share capital (%)
1.	Rahul Mangal	75,22,500	41.09
2.	Ashish Mangal	10,32,500	19.67
3.	Saroj Mangal	58,15,000	10.24
	Total	**1,43,70,000**	**71.00**

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

S. No.	Name of Shareholder	Number of equity shares of face value of ₹10 each	Percentage of pre-Issue share capital (%)
1.	Rahul Mangal	75,22,500	41.09
2.	Ashish Mangal	10,32,500	19.67
3.	Saroj Mangal	58,15,000	10.24
	Total	**1,43,70,000**	**71.00**

16. **Secondary Transactions involving the Promoters and Promoter Group**

Except as disclosed below and in "Capital Structure - *Build-up of Promoters' shareholding in our Company*" on page 74, there has been no secondary transactions of Equity Shares by our Promoters.

As on the date of this Draft Red Herring Prospectus, the members of our Promoter Group hold in aggregate 1,30,000 Equity Shares, constituting 0.63% of the issued, subscribed and paid-up Equity Share capital of our Company. The details regarding secondary transactions of our Promoter Group are set forth below:

Date of allotment/ transfer	Number of equity shares allotted/ transferred	Face value per equity share (₹)	Issue/ acquisition/ transfer price per equity share (₹)	Nature of consideration	Nature of transaction	Percentage of the pre-Issue equity share capital (%)	Percentage of the post-Issue equity share capital (%)*
Meenakshi Mangal							
-	-	-	-	-	-	-	-
Shalu Mangal							
April 1, 2008	(2,500)	10	10	Cash	Transfer to Rahul Mangal HUF	(0.01)	[●]
Rahul Mangal HUF							
April 1, 2008	2,500	10	10	Cash	Transfer from Shalu Mangal	0.01	[●]
	(10)	10	10	Cash	Transfer to Anshu Surana	Negligible	[●]
	(10)	10	10	Cash	Transfer to Kamal Dutt Sharma	Negligible	[●]
	(10)	10	10	Cash	Transfer to Laxmi Narayan Goyal HUF	Negligible	[●]
	(10)	10	10	Cash	Transfer to Madhu Jain	Negligible	[●]
	(10)	10	10	Cash	Transfer to Monisha Bafna	Negligible	[●]
	(10)	10	10	Cash	Transfer to Rajeev Bangar HUF	Negligible	[●]
	(10)	10	10	Cash	Transfer to Sumedha Durlabhji	Negligible	[●]
	(10)	10	10	Cash	Transfer to Surana C/o Surana Udyog	Negligible	[●]
	(10)	10	10	Cash	Transfer to Vijay Kumar Kotawala	Negligible	[●]
	(10)	10	10	Cash	Transfer to Ramesh Chand Jain HUF	Negligible	[●]
	(10)	10	10	Cash	Transfer to Tripti Surana	Negligible	[●]
	(10)	10	10	Cash	Transfer to Anil Kumar Vijay	Negligible	[●]
	(10)	10	10	Cash	Transfer to B.L. Agarwal	Negligible	[●]
	(10)	10	10	Cash	Transfer to Mahadev Suraj Mal Agarwal	Negligible	[●]
	(10)	10	10	Cash	Transfer to Manoj Agarwal	Negligible	[●]
	(10)	10	10	Cash	Transfer to Suresh Chand Rastogi & Sons HUF	Negligible	[●]
	(10)	10	10	Cash	Transfer to Bharat Koolwal	Negligible	[●]

	(10)	10	10	Cash	Transfer to Mahesh Kumar Dangayacha HUF	Negligible	[●]
	(10)	10	10	Cash	Transfer to Pranav Dangayach	Negligible	[●]
	(10)	10	10	Cash	Transfer to Rajkumar Koolwal	Negligible	[●]
	(10)	10	10	Cash	Transfer to Ram Prasad Dangayacha	Negligible	[●]
	(10)	10	10	Cash	Transfer to Ram Prasad Dangayacha HUF	Negligible	[●]
	(10)	10	10	Cash	Transfer to Kanheya Lal Kalyan Mal	Negligible	[●]
	(10)	10	10	Cash	Transfer to Rajesh Agarwal c/o R.R.Industries[1]	Negligible	[●]
April 15, 2008	(10)	10	10	Cash	Transfer to K.B. c/o K.B. Minerals	Negligible	[●]
April 30, 2008	(10)	10	10	Cash	Transfer to Goverdhan & Sons HUF	Negligible	[●]
May 6, 2008	(10)	10	10	Cash	Transfer to Ankit Agarwal	Negligible	[●]
	(10)	10	10	Cash	Transfer to Saurganj HUF C/o Saurganj Enterprises	Negligible	[●]
May 10, 2008	(10)	10	10	Cash	Transfer to Rameshwar Dayal Agarwal	Negligible	[●]
May 31, 2008	10	10	10	Cash	Transfer from Anil Kumar Vijay	Negligible	[●]
	10	10	10	Cash	Transfer from Mahadev Suraj Mal Agarwal	Negligible	[●]
	10	10	10	Cash	Transfer from Manoj Agarwal	Negligible	[●]
July 29, 2008	10	10	10	Cash	Transfer from B.L. Agarwal	Negligible	[●]
August 29, 2008	10	10	10	Cash	Transfer from R.P. Dangayacha HUF	Negligible	[●]
September 27, 2008	10	10	10	Cash	Transfer from Ramesh Chand Jain HUF	Negligible	[●]
	10	10	10	Cash	Transfer from Tripti Surana	Negligible	[●]
October 1, 2008	10	10	10	Cash	Transfer from Rajkumar Koolwal	Negligible	[●]
	10	10	10	Cash	Transfer from Pranav Dangayach	Negligible	[●]
January 27, 2009	(10)	10	10	Cash	Transfer to Phool Chand Saravagi	Negligible	[●]
March 2, 2009	10	10	10	Cash	Transfer from Ram Prasad Dangayacha	Negligible	[●]

April 23, 2009	(10)	10	10	Cash	Transfer to Madhu Loiwal	Negligible	[●]
April 27, 2009	(10)	10	10	Cash	Transfer to Gopal Lal Moondra	Negligible	[●]
	(10)	10	10	Cash	Transfer to Gopal Lal Moondra HUF	Negligible	[●]
	(10)	10	10	Cash	Transfer to Vandana Jain	Negligible	[●]
May 8, 2009	(10)	10	10	Cash	Transfer to Nirmala Goyal	Negligible	[●]
May 11, 2009	(10)	10	10	Cash	Transfer to Nirmala Jaipuria	Negligible	[●]
May 22, 2009	(10)	10	10	Cash	Transfer to Ashok Kumar Jain & Sons HUF	Negligible	[●]
	(10)	10	10	Cash	Transfer to Ramavtar Khandelwal	Negligible	[●]
May 26, 2009	(10)	10	10	Cash	Transfer to Anil Mangal HUF	Negligible	[●]
June 11, 2009	(10)	10	10	Cash	Transfer to Satish Chand Gupta	Negligible	[●]
	(10)	10	10	Cash	Transfer to Ronak Exports Co.[(2)]	Negligible	[●]
June 13, 2009	(10)	10	10	Cash	Transfer to R.K. Exports	Negligible	[●]
June 29, 2009	(10)	10	10	Cash	Transfer to Abhinav Agarwal	Negligible	[●]
July 25, 2009	(10)	10	10	Cash	Transfer to Kishore Kumar Agarwal HUF	Negligible	[●]
July 30, 2009	(10)	10	10	Cash	Transfer to Sanjay Sharma	Negligible	[●]
	(10)	10	10	Cash	Transfer to Sharvan Kumar Sethi	Negligible	[●]
August 29, 2009	10	10	10	Cash	Transfer from K.B. C/o K.B. Minerals	Negligible	[●]
	10	10	10	Cash	Transfer from Vishnu Batwada	Negligible	[●]
	10	10	10	Cash	Transfer from Goverdhan & Sons HUF	Negligible	[●]
	10	10	10	Cash	Transfer from RameshVar Dayal Agarwal	Negligible	[●]
September 27, 2009	10	10	10	Cash	Transfer from Rajeev Bangur HUF	Negligible	[●]
October 1, 2009	10	10	10	Cash	Transfer from Ankit Agarwal	Negligible	[●]
October 7, 2009	(10)	10	10	Cash	Transfer to Tirupati Enterprises	Negligible	[●]
October 8, 2009	(10)	10	10	Cash	Transfer to Sonal Khandelwal	Negligible	[●]

	(10)	10	10	Cash	Transfer to Eminent Gems Co.	Negligible	[●]
October 21, 2009	(10)	10	10	Cash	Transfer to Mahima Overseas	Negligible	[●]
October 23, 2009	(10)	10	10	Cash	Transfer to Naveen Kumar Dugar	Negligible	[●]
October 29, 2009	(10)	10	10	Cash	Transfer to Sunita Jain	Negligible	[●]
November 12, 2009	(10)	10	10	Cash	Transfer to Subhash Ch. Goyal HUF	Negligible	[●]
December 5, 2009	10	10	10	Cash	Transfer from Tirupati Enterprises	Negligible	[●]
December 28, 2009	10	10	10	Cash	Transfer from Satish Chand Gupta	Negligible	[●]
February 25, 2010	10	10	10	Cash	Transfer from Sunita Jain	Negligible	[●]
February 26, 2010	10	10	10	Cash	Transfer from Ramavtar Khandelwal	Negligible	[●]
February 27, 2010	10	10	10	Cash	Transfer from Nirmala Goyal	Negligible	[●]
March 16, 2010	10	10	10	Cash	Transfer from Madhu Loiwal	Negligible	[●]
	10	10	10	Cash	Transfer from Rajindra Puri	Negligible	[●]
March 20, 2010	(10)	10	10	Cash	Transfer to Krishna Devi Katta	Negligible	[●]
March 23, 2010	10	10	10	Cash	Transfer from Bharat, Om, Gyan Ji C/O K.K Exports	Negligible	[●]
March 26, 2010	10	10	10	Cash	Transfer from R.K. Exports	Negligible	[●]
March 30, 2010	10	10	10	Cash	Transfer from Mahima Overseas	Negligible	[●]
April 2, 2010	10	10	10	Cash	Transfer from Ronak Exports Co	Negligible	[●]
	10	10	10	Cash	Transfer from Sonal Khandelwal	Negligible	[●]
April 21, 2010	(10)	10	10	Cash	Transfer to Ram Chandra Motilal Co.	Negligible	[●]
May 11, 2010	10	10	10	Cash	Transfer from Vijay Kumar Kotawala	Negligible	[●]
May 26, 2010	(10)	10	10	Cash	Transfer to Ansh	Negligible	[●]
May 31, 2010	10	10	10	Cash	Transfer from Subhash Ch. Goyal HUF	Negligible	[●]
September 10, 2010	10	10	10	Cash	Transfer from Ansh	Negligible	[●]
September 16, 2010	10	10	10	Cash	Transfer from Ravi Batwada	Negligible	[●]

September 28, 2010	10	10	10	Cash	Transfer from Naveen Kumar Dugar	Negligible	[●]
December 7, 2010	10	10	10	Cash	Transfer from Santosh Bhansali	Negligible	[●]
January 8, 2011	10	10	10	Cash	Trasnfer from Kishor Kumar Agarwal HUF	Negligible	[●]
February 10, 2011	10	10	10	Cash	Transfer from Ram Chandra Motilal & Co.	Negligible	[●]
February 15, 2011	(10)	10	10	Cash	Trasnfer to Babita Mangal	Negligible	[●]
	(10)	10	10	Cash	Transfer to Sahil Mangal	Negligible	[●]
March 23, 2011	10	10	10	Cash	Transfer from Vandana Jain	Negligible	[●]
November 3, 2011	10	10	10	Cash	Transfer from Abhinav Agarwal	Negligible	[●]
	10	10	10	Cash	Transfer from Gopal Lal Mundra	Negligible	[●]
	10	10	10	Cash	Transfer from Gopal Lal Mundra HUF	Negligible	[●]
	10	10	10	Cash	Transfer from Nirmala Jaipuria	Negligible	[●]
January 28, 2012	10	10	10	Cash	Transfer from Phool Chand Saravagi	Negligible	[●]
	10	10	10	Cash	Transfer from Eminent Gems Co.	Negligible	[●]
March 27, 2012	10	10	10	Cash	Transfer from Rakesh Goyal C/o R R Industries(1)	Negligible	[●]
May 4, 2012	(10)	10	10	Cash	Transfer to Sheela Tambi C/o Harishet Gems	Negligible	[●]
	(10)	10	10	Cash	Transfer to Mahendra Tambi C/o R.G. Gems Impex	Negligible	[●]
July 10, 2012	10	10	10	Cash	Transfer from Babita Mangal	Negligible	[●]
	10	10	10	Cash	Transfer from Sahil Mangal	Negligible	[●]
September 24, 2012	10	10	10	Cash	Transfer from Kamal Dutt Sharma	Negligible	[●]
	10	10	10	Cash	Transfer from Saurganj Enterprises	Negligible	[●]
October 20, 2012	10	10	10	Cash	Transfer from Krishna Devi Katta	Negligible	[●]
December 14, 2012	(10)	10	10	Cash	Transfer to Kulbhushan Agarwal C/O Divya Electrical	Negligible	[●]
January 15, 2013	10	10	10	Cash	Transfer from Kulbhushan	Negligible	[●]

					Agarwal C/O Divya Electrical		
February 18, 2013	(10)	10	10	Cash	Transfer to Kamlesh Saraf	Negligible	[●]
March 23, 2013	10	10	10	Cash	Transfer from Sheela Tambi	Negligible	[●]
May 31, 2013	10	10	10	Cash	Transfer from Madhu Jain	Negligible	[●]
June 13, 2013	(10)	10	10	Cash	Transfer to Rajeev Lohiwal	Negligible	[●]
	(10)	10	10	Cash	Transfer to Rajeev Lohiwal HUF	Negligible	[●]
July 15, 2013	10	10	10	Cash	Transfer from Kamlesh Saraf	Negligible	[●]
November 25, 2013	10	10	10	Cash	Transfer from Ashok Kumar Jain & sons HUF	Negligible	[●]
September 26, 2014	10	10	10	Cash	Transfer from Sumedha Durlabji	Negligible	[●]
June 20, 2015	10	10	10	Cash	Transfer from Anil Mangal HUF	Negligible	[●]
	10	10	10	Cash	Transfer from Anshu Surana	Negligible	[●]
	10	10	10	Cash	Transfer from Monisha Bafna	Negligible	[●]
	10	10	10	Cash	Transfer from Rajeev Lohiwal	Negligible	[●]
October 1, 2015	10	10	10	Cash	Transfer from Sameer Somani	Negligible	[●]
	10	10	10	Cash	Transfer from Sanjay Somani	Negligible	[●]
	10	10	10	Cash	Transfer from Surana Udyog	Negligible	[●]
	10	10	10	Cash	Transfer from Sanjay Sharma	Negligible	[●]
	10	10	10	Cash	Transfer from Sharvan Kumar Sethi	Negligible	[●]
	10	10	10	Cash	Transfer from Mahendra Tambi	Negligible	[●]
	10	10	10	Cash	Transfer from Kishan Lohiwal HUF	Negligible	[●]

**Subject to finalisation of Basis of Allotment.*

(1) As per share transfer details in annual return (form 20B) filed with RoC for financial year ending on 31st March 2009, 10 equity shares were transferred from Rahul Mangal HUF to Rajesh Agarwal c/o R R Industries dated April 1, 2008. However in the annual return (form 20B) filed with RoC for financial year ending on 31st March 2012, 10 equity shares were transferred from Rakesh Goyal c/o R R Industries instead of Rajesh Agarwal to Rahul Mangal HUF dated March 27, 2012.

(2) Share transfer of 10 equity shares dated June 11, 2009 i.e. from Rahul Mangal HUF to Ronak Export Co. and share transfer of 10 equity shares dated June 13, 2009 i.e. from Rahul Mangal HUF to R.K. Exports were needed to be reported in annual return for financial year ending on 31st March 2009 but the same were reported in next annual return i.e for financial year ending on 31st March 2010.

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

18. Our Company, our Directors and the BRLM have not entered into any buy-back arrangement for purchase of the Equity Shares being offered through the Issue.

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

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

21. 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 of our Company, as on the date of this Draft Red Herring Prospectus.

22. Our Company is in compliance with 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.

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

24. Except for the allotment of Equity Shares pursuant to the Pre-IPO Placement, there will be no further issue of specified securities whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of filing of this Draft Red Herring Prospectus with SEBI until the Equity Shares have been listed on the Stock Exchanges or all application monies have been refunded, as the case may be.

25. There is no proposal or intention, negotiations or consideration by our Company to alter its capital structure by way of split or consolidation of the Equity Shares or issue of Equity Shares or convertible securities on a preferential basis or issue of bonus or rights or further public offer of such securities, within a period of six months from the Bid/Issue Opening Date. However, if our Company enters into acquisitions, joint ventures or other arrangements, our Company may, subject to necessary approvals, consider raising additional capital to fund such activity or use Equity Shares as currency for acquisitions or participation in such joint ventures.

26. The BRLM, and any person related to the BRLM or the Syndicate Members, cannot apply in the Issue under the Anchor Investor Portion, except for Mutual Funds sponsored by entities which are associates of the BRLM, or insurance companies promoted by entities which are associates of the BRLM, or AIFs sponsored by entities which are associates of the BRLM, or an FPI (other than individuals, corporate bodies and family offices) sponsored by entities which are associates of the BRLM or pension funds sponsored by entities which are associates of the BRLM.

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

28. All transactions in Equity Shares by our Promoters and members of our Promoter Group between the date of filing of this Draft Red Herring Prospectus and the date of closing of the Issue shall be reported to the Stock Exchanges within 24 hours of such transactions.

29. The Book Running Lead Manager and its associates 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 investment banking transactions with our Company for which they may in the future receive customary compensation.

30. **Employee stock options scheme of our Company**

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

OBJECTS OF THE ISSUE

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

1. Repayment/prepayment, in full or in part, of certain outstanding borrowings availed by our Company;
2. Capital expenditure of our Company for expanding the facility at Unit IV situated Reengus, Sikar District, Rajasthan and civil works at its existing head office, Jaipur, Rajasthan to optimize space usage and increase storage capacity;
3. Funding working capital requirements of our Company; and
4. General corporate purposes (collectively, the "**Objects**").

In addition to the above Objects, we expect to receive the benefits of listing of the Equity Shares on the Stock Exchanges, enhancement of our Company's visibility and brand name amongst our existing and potential customers, providing liquidity to its existing shareholders, and creation of a public market for our Equity Shares in India. The main objects and objects incidental and ancillary to the main objects set out in our Memorandum of Association enable us: (i) to undertake our existing business activities and other activities set out therein; (ii) to undertake the activities proposed to be funded from the Net Proceeds; and (iii) the activities towards which the loans proposed to be repaid/prepaid from the Net Proceeds were utilized.

Net Proceeds

After deducting the Issue-related expenses from the Gross Proceeds, we estimate the net proceeds of the Issue to be ₹ [●] lakh ("**Net Proceeds**"). The details of the Net Proceeds are set out below:

Particulars	Estimated amount (in ₹ lakh)
Gross proceeds of the Issue*	45,000.00*
(Less) Issue related expenses in relation to the Issue (1)	[●]
Net Proceeds of the Issue(2)	**[●]**

(1) See "— Issue Related Expenses" on page 104.
(2) To be finalised upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC.
* *Our Company may, in consultation with the BRLM, consider a Pre-IPO Placement of specified securities, as may be permitted under the applicable law, aggregating up to ₹ 9,000.00 lakh prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the general corporate purposes portion of the Fresh Issue, subject to compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Issue. Prior to the completion of the Issue, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Issue or the Issue may be successful and will result in listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and Prospectus.*

Utilization of Net Proceeds

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

Particulars	Amount^ (in ₹ lakh)	Percentage of Net Proceeds (%)
Repayment/ prepayment, in full or in part, of certain outstanding borrowings availed by our Company	9,602.76	[●]
Capital expenditure of our Company for expanding the facility at Unit IV situated Reengus, Sikar District, Rajasthan and civil works at our existing head office, Jaipur, Rajasthan to optimize space usage and increase storage capacity	12,000.00	[●]
Funding working capital requirements of our Company	12,200.00	[●]
General corporate purposes(1)	[●]	[●]
Net Proceeds(2)(^)	**[●]**	**100.00**

(1) The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds.
(2) To be finalised upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC.
^ Includes the proceeds, if any, received pursuant to the Pre-IPO Placement which may be undertaken at the discretion of our Company, in consultation with the BRLM. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. Details of the Pre-IPO Placement, if undertaken, shall be included in the Red Herring Prospectus. Upon allotment of specified securities pursuant to the Pre-IPO Placement, we may utilize the proceeds from the Pre-IPO Placement towards the Objects as set out in this section. The Pre-IPO Placement shall not exceed 20% of the size of the Fresh Issue.

Proposed schedule of implementation and deployment of Net Proceeds

We propose to deploy the Net Proceeds for the aforesaid purposes in accordance with the estimated schedule of implementation and deployment of funds, as set forth in the table below:

(in ₹ lakh)

Particulars	Total estimated costs	Amount to be funded from Net Proceeds	Amount to be deployed from the Net Proceeds in	Amount to be deployed from the Net Proceeds in Financial Year 2026[(3)]	Amount to be deployed from the Net Proceeds in Financial Year 2027[(3)]
Repayment/ prepayment, in full or in part, of certain outstanding borrowings availed by our Company	-	9,602.76	-	9,602.76	-
Capital expenditure of our Company for expanding the facility at Unit IV situated Reengus, Sikar District, Rajasthan and civil works at its existing head office, Jaipur, Rajasthan to optimize space usage and increase storage capacity	12,000.00	12,000.00	-	12,000.00	-
Funding working capital requirements of our Company	-	12,200.00	-	4,825.00	7,375.00
General corporate purposes[(1)]	[●]	[●]	-	[●]	-
Total Net Proceeds[(2)]	[●]	[●]	-	[●]	**7,375.00**

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

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

(3) Includes the proceeds, if any, received pursuant to the Pre-IPO Placement which may be undertaken at the discretion of our Company, in consultation with the BRLM. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. Details of the Pre-IPO Placement, if undertaken, shall be included in the Red Herring Prospectus. Upon allotment of specified securities pursuant to the Pre-IPO Placement, we may utilize the proceeds from the Pre-IPO Placement towards the Objects as set out in this section. The Pre-IPO Placement shall not exceed 20% of the size of the Issue.

The above fund requirements are based on our current business plan, management estimates, other commercial and technical factors including interest rates and other charges, and the financing and other agreements entered into by our Company, quotations received from third-party vendors, which are subject to change in the future and have not been appraised by any agency. These are based on current conditions and are subject to revisions in light of changes in costs, our financial condition, our business operations or growth strategy or external circumstances which may not be in our control.

Subject to applicable law, in the event of any increase in the actual utilization of funds earmarked for the purposes set forth above, such additional funds for a particular activity will be met by way of means available to us, including from internal accruals and any additional equity and/or debt arrangements. Further, if the actual utilization towards any of the stated objects is lower than the proposed deployment, the balance remaining may be utilized towards future growth opportunities, and/or towards funding any other purpose (including other Objects), and/or general corporate purposes, subject to applicable laws to the extent that the total amount to be utilized towards general corporate purposes will not exceed 25% of the Gross Proceeds in accordance with the SEBI ICDR Regulations and in compliance with the objectives as set out under this Draft Red herring Prospectus and will be consistent with the requirements of our business. The estimated schedule of deployment of Net Proceeds is indicative and our management may vary the amount to be utilized in a particular Financial Year at its discretion. For further information on factors that may affect our internal management estimates, see "*Risk Factors — Our funding requirements and proposed deployment of the Net Proceeds are based primarily on management estimates and assumptions and our management will have broad discretion over the use of Net Proceeds. The utilisation of the Net Proceeds may be subject to change based on various factors, some which are beyond our control. Further, any change or variation in the utilisation of Net Proceeds from the terms and conditions stated in this Draft Red Herring Prospectus shall be subject to compliance requirements, including among other things, prior Shareholders' approval*" on page 38.

Further, our Company may decide to accelerate the estimated Objects ahead of the schedule specified above. However, in the event that estimated utilization out of the Net Proceeds in a scheduled Financial Year being not undertaken in its entirety, the remaining Net Proceeds shall be utilised in subsequent financial year, as may be decided by our Company, in accordance with applicable laws. Any such change in our plans may require rescheduling of our expenditure programs and increasing or decreasing expenditure for a particular object vis-a-vis the utilization of Net Proceeds.

Means of finance

The fund requirements for the Objects are proposed to be met from the Net Proceeds, our internal accruals and bridge financing to be availed post filing of this DRHP. Accordingly, we confirm that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Fresh Issue as required under Regulation 7(1)(e) the SEBI ICDR Regulations.

Details of the Objects of the Fresh Issue

1. **Repayment/ prepayment, in full or in part, of certain outstanding borrowings availed by our Company**

Our Company has entered into various borrowing arrangements, including borrowings in the form of terms loans and various fund based and non-fund based in the ordinary course of its business for purposes such as, inter alia, meeting our working capital requirements or business requirements. As on November 15, 2024, we had outstanding borrowings (fund based and non-fund based) of ₹ 20,904.98 lakhs. For more information, please see "*Financial Indebtedness*" on page 347.

Our Company intends to utilize an aggregate amount of ₹ 9,602.76 lakh from the Net Proceeds towards repayment/ prepayment of all or a portion of certain outstanding borrowings availed by our Company, comprising 45.94% of our total outstanding borrowings as of November 15, 2024. Pursuant to the terms of the borrowing arrangements, prepayment of certain indebtedness may attract prepayment charges as prescribed by the respective lender. Such prepayment charges, as applicable, will also be funded out of the Net Proceeds, as per the requirements of the Company. If the Net Proceeds are insufficient for making payments for such pre-payment penalties or premiums or interest, such excessive amount shall be met from our internal accruals of our Company.

Given the nature of the borrowings and the terms of repayment/ prepayment, the aggregate outstanding amounts under the borrowings may vary from time to time and our Company may, in accordance with the relevant repayment schedule, repay or refinance some of their existing borrowings prior to RHP or Allotment. We believe that such repayment or prepayment will help reduce our outstanding indebtedness and debt servicing costs and enable utilization of internal accruals for further investment towards business growth and expansion.

In addition, we believe that this would improve our ability to raise further resources in the future to fund potential business development opportunities. The selection of borrowings proposed to be prepaid or repaid amongst our borrowing arrangements will be based on various factors, including (i) the remaining tenure of the loan, (ii) cost of the borrowing, including applicable interest rates, (iii) any conditions attached to the borrowings, restricting our ability to prepay/ repay the borrowings and time taken to fulfil, or obtain waivers for fulfilment of such conditions, or relating to the terms of repayment, (iv) levy of any prepayment penalties and the quantum thereof, (v) provisions of any laws, rules and regulations governing such borrowings, and (vi) other commercial considerations including, among others, the amount of the loan outstanding.

Further, our Company may also avail additional borrowings and/ or draw down further funds under existing borrowing facilities, from time to time, after the date of this Draft Red Herring Prospectus. Accordingly, in case any of the below loans are pre-paid or further drawn down prior to the filing of the Red Herring Prospectus, we may utilize the Net Proceeds towards repayment and/or pre-payment of such additional indebtedness. In light of the above, if at the time of filing the Red Herring Prospectus, any of the below mentioned loans are repaid in part or full or refinanced or if any additional credit facilities are availed or drawn down or if the limits under the working capital borrowings are increased, then the table below shall be suitably revised to reflect the revised amounts or loans as the case may be which have been availed by our Company.

The following table provides the details of the outstanding amount of borrowings including interest thereon availed by our Company, as on November 15, 2024, which we propose to pre-pay/ repay, in full or in part, along with the accrued interest from Net Proceeds for an aggregate amount of ₹ 9,602.76 lakhs:

S. No.	Name of Lender	Nature of Loan	Purpose for which disbursed loan amount was sanctioned and utilized	Sanctioned Amount	Outstanding amount on November 15, 2024	Amount proposed to be repaid/prepaid	Rate of Interest (%)	Repayment schedule	Prepayment Conditions/Penalty	Whether used for capital expenditure (Yes/No)
1.	SIDBI	Term Loan	Purchase of solar plant	100.00	5.65	5.65	9.20%	November 19, 2024	No such condition exists.	Yes
2.	SIDBI	Term Loan	Purchase of plant & machinery	589.00	76.00	76.00	8.75%	December 09, 2024	Subject to approval of SIDBI including payment of interest for such prepayment	Yes
3.	SIDBI	Term Loan	Purchase of plant & machinery	135.00	37.50	37.50	8.75%	February 17, 2026	Subject to such conditions as SIDBI may deem fit including payment of interest on such prepayment at the rate of 3% of the loan outstanding plus applicable GST.	Yes
4.	SIDBI	Term Loan	Purchase of plant & machinery	274.00	175.20	175.20	8.70%	October 11, 2026	No such condition exists.	Yes
5.	SIDBI	Term Loan	Purchase of plant & machinery	91.39	43.79	43.79	8.35%	June 03, 2022	Subject to such conditions as SIDBI may deem fit including payment of premia @3% of the outstanding for such prepayment	Yes
6.	SIDBI	Term Loan	Purchase of plant & machinery	300.00	210.75	210.75	8.60%	February 16, 2028	No such condition exists.	Yes

7.	SIDBI	Term Loan	Purchase of plant & machinery	350.00	255.50	255.50	8.40%	June 19, 2029	Subject to such conditions as SIDBI may deem fit including payment of interest on such prepayment at the rate of 3% of the loan outstanding plus applicable GST.	Yes
8.	HDFC Home Loan	Corporate Home Loan	Home loan	75.00	39.02*	39.02*	10.90 %	February 01, 2030	No such condition exists.	Yes
9.	HDFC BANK LTD	Vehicle Loan	Purchase of vehicle	20.50	7.42	7.42	7.90%	December 05, 2025	3% of principal outstanding for pre closures post 24 months from 1st EMI.	Yes
10.	HDFC BANK LTD	Vehicle Loan	Purchase of vehicle	29.93	20.15	20.15	8.80%	December 05, 2026	- 5% of principal outstanding for pre closures within 13-24 months from 1st EMI - 3% of principal outstanding for pre closures post 24 months from 1st EMI.	Yes
11.	HDFC Bank	Vehicle Loan	Purchase of vehicle	49.86	37.07	37.07	8.80%	September 07, 2027	- 5% of principal outstanding for pre closures within 13-24 months from 1st EMI - 3% of principal outstanding for pre closures post 24 months from 1st EMI.	Yes
12.	ICICI Bank	Vehicle Loan	Purchase of vehicle	9.08	5.82	5.82	9.05%	September 05, 2026	**After 24 EMIs**:	Yes

									Nil Foreclosure Charges **13-24 EMIs**: 2% + GST	
13.	ICICI Bank	Vehicle Loan	Purchase of vehicle	21.89	14.08	14.08	9.20%	September 15, 2026	**Lesser of the following two options plus applicable taxes:** - 4% of the then outstanding amount of the facility, or any other rate as stipulated by ICICI bank from time to time - The total interest amount outstanding as on the date of prepayment	Yes
14.	HDFC Bank	Term Loan	Purchase of plant & machinery	750.00	629.88	629.88	9.50%	October 07, 2033	4% on outstanding principal amount under the Facility / Loan as on date of the end of notice period	Yes
15.	HDFC Bank	Term Loan	Purchase of plant & machinery	150.00	113.02	113.02	9.27%	February 07, 2028	4% on outstanding principal amount under the Facility / Loan as on date of the end of notice period	Yes
16.	HDFC Bank	Term Loan	Purchase of plant & machinery	82.20	57.65	57.65	9.27%	June 07, 2027	4% on outstanding principal amount under the Facility / Loan as	Yes

									on date of the end of notice period	
17.	HDFC Bank	Term Loan	Purchase of plant & machinery	276.53	179.41	179.41	9.27%	December 07, 2026	4% on outstanding principal amount under the Facility / Loan as on date of the end of notice period	Yes
18.	HDFC Bank	Term Loan	Purchase of plant & machinery	500.00	101.50	101.50	10.50 %	October 07, 2025	4% on outstanding principal amount under the Facility / Loan as on date of the end of notice period	Yes
19.	HDFC Bank	Term Loan	Purchase of plant & machinery	40.28	2.00	2.00	9.25%	January 07, 2025	4% on outstanding principal amount under the Facility / Loan as on date of the end of notice period	Yes
20.	HDFC Bank	Term Loan	Purchase of plant & machinery	100.00	42.37	42.37	9.25%	August 07, 2025	4% on outstanding principal amount under the Facility / Loan as on date of the end of notice period	Yes
21.	HDFC Bank	Term Loan – ECLGS	Purchase of plant & machinery	102.00	1.12	1.12	9.25%	December 07, 2024	4% on outstanding principal amount under the Facility / Loan as on date of the end of notice period	Yes
22.	HDFC Bank	Working Capital	Working capital requirements	1,900.00	1,430.61	1,430.61	9.50%	On Demand	4% of the Overall Facility Limit	No
23.	SBI	Working Capital	Working capital requirements	2,200.00	2,130.35	2,130.35	9.25%	On Demand	2% of the outstanding amount	No

									being taken over.	
24.	SBI	Working Capital	Working capital requirements	330.00	330.00	330.00	10.25 %	On Demand	2% of the outstanding amount being taken over.	No
25.	Indian Overseas Bank	Supplier Finance Agreement (TReDS)	Working capital requirements (payment to creditors)	1,000.00	662.28	662.28	9.65%	On Demand	No such condition exists	No
26.	State Bank of India	Supplier Finance Agreement (TReDS)	Working capital requirements (payment to creditors)	1,347.00	1,170.71	1,170.71	9.80%	On Demand	No such condition exists	No
27.	Bank of Maharashtra	Supplier Finance Agreement (TReDS)	Working capital requirements (payment to creditors)	1,000.00	828.37	828.37	9.70%	On Demand	No such condition exists	No
28.	Bank of Baroda	Supplier Finance Agreement (TReDS)	Working capital requirements (payment to creditors)	1,875.00	995.54	995.54	9.50%	On Demand	No such condition exists	No
		Total		**13,698.66**	**9,602.76**	**9,602.76**				

** The HDFC Bank has been unable to provide the outstanding balance for Corporate Home Loan as of November 15, 2024. To determine the outstanding balance, we are relying on the old repayment schedule issued on March 31, 2023 which states the outstanding balance as on Novemeber 15, 2024 will be Rs. 39.02 Lakhs.*
[#]As certified by A Bafna & Co., Chartered Accountants, Statutory Auditors of our Company, pursuant to their certificate dated December 24, 2024.

For the purposes of the Issue, we have obtained the necessary consents from the lenders as is required under the relevant loan documentation for undertaking activities in relation to the Issue.

2. Capital expenditure of our Company for expanding the facility at Unit IV situated Reengus, Sikar District, Rajasthan and civil works at our existing head office, Jaipur, Rajasthan to optimize space usage and increase storage capacity

Our Company intends to utilize ₹ 12,000.00 lakhs of the Net Proceeds towards funding the Capital expenditure of our Company for expanding the facility at Unit IV situated Reengus, Sikar District, Rajasthan and civil works at its existing Head office, Jaipur, Rajasthan to optimize space usage and increase storage capacity (the "**Project**").

Rationale for the Project

1. Expansion of Manufacturing Capabilities

The primary objective allocated for capital expenditure, to expand the Company's manufacturing capabilities. By upgrading and enhancing production facilities, the Company aims to increase its annual transformer output, thereby meeting the rising demand from both domestic and international markets. This expansion will enable the Company to maintain its leadership position in the distribution transformer industry and address the growing needs of the renewable energy sector.

2. Investment in Quality and Innovation

The Project will facilitate investments in advanced manufacturing technologies and quality control systems. Our Company's commitment to producing high-quality transformers, including Single and Three Phase Oil-Filled Transformers and Dry-Type Transformers, requires continuous innovation and adherence to stringent quality standards. By enhancing its R&D capabilities, the Company can develop cutting-edge transformer solutions, ensuring that it remains competitive and responsive to market trends.

Estimated Cost

The total estimated cost of funding the purchase of new equipment and machinery and availing services to execute the Project is ₹ 12,000.00 lakh, and such cost has been certified by way of the project report titled "*Detailed Project Report of Mangal Electrical Industries Limited*" dated December 16, 2024 (the "**Report**"), issued by CARE Analytics and Advisory Private Limited, who has been appointed by our Company for this purpose.

The total estimated cost of the Project is set forth below:

Particulars	Total* (in ₹ lakh)
Civil & Building, PEB	1,752.52
Plant & Machinery	10,247.48
Total Project Cost	**12,000.00**

* *The costs are inclusive of 18% goods and services tax (GST)*

An indicative list of such equipment and machinery, and services, that are intended to be purchased, along with details of the purchase orders/ quotations obtained by our Company in relation to the Project are set forth below, which has been certified by CARE Analytics and Advisory Private Limited pursuant to its Report:

The table below sets forth the break-down of the total estimated costs to be utilised towards Civil & Building, PEB work in relation to the Project:

S. No.	Capex Description	Total Cost (Amt in ₹)	Vendor	Quotation Date	Quotation Validity
1	Total Amount of Metal Slab work for mezzanine	57,44,535	Tushar Sogani designs Private Limited	September 19, 2024	Valid for 90 days, 18-12-2024
2	Total amount of Civil work	90,27,000			
3	Total Amount of exterior facade	36,70,538			
4	Total Amount of Interiors	3,19,66,200			
5	Total amount of MEP	1,97,06,000			
6	Total amount of Lift	29,50,000			
7	Total amount of Landscape and Outer Development +MISCL	41,30,000			
	Sub-total 1	**7,71,94,273**			
8	Civil Work	3,71,70,000	Shah & Talati Consulting Engineers	November 11, 2024	Valid for 90 days, 09-02-2025
9	PEB Work including roof sheeting, roof insulation and wall cladding	4,46,04,000			
10	Machine Foundation Civil Work	88,50,000			
11	Electrical works (Lightning, Cable Try, Panels, Earthing's, Fans, etc.)	74,34,000			
	Sub-total 2	**9,80,58,000**			
	Grand total (1+2)	**17,52,52,273**			

The table below sets forth the break-down of the total estimated costs to be utilised towards plant and machinery, and miscellaneous fixed costs in relation to the Project:

S. No.	Capex Description	Total Cost (Amount in ₹)	Vendor	Quotation date	Quotation Validity
1	Plant Expansion-5000 Sqmtr with Crane Installation 2 Nos	11,15,10,000	Shah & Talati	October 16, 2024	Valid for 90 days, 16-01-2025
2	New Slitter head for SL-1 including cutters	41,32,360	Canwin	October 23, 2024	Valid for 90 days, 23-01-2025
3	Slot Punching facility	42,77,500	Nikka Robotics Solutions & Technology	October 22, 2024	Valid for 90 days, 19-01-2025
4	RM Coil storage stand--700 Mtr (140 Kg / 5 Mtr)	19,65,880	Flow and Filter Engineering	October 22, 2024	Valid for 90 days, 19-01-2025
5	WIP Coil storage stand (35 Nos, 1 No=500 Kg)	17,55,250	Flow and Filter Engineering	October 22, 202	Valid for 90 days, 19-01-2025
6	Metal pallets for Transformer lamination (100 Nos, 1 No=400 kg)	40,12,000	Pooja Engineering Center	October 23, 2024	Valid for 90 days, 20-01-2025
7	AHU for PGCIL 765 KV Requirement--Additional of Approx. 30000 CFM	42,49,151	Nakshika Enterprise	October 22, 2024	Valid for 90 days, 19-01-2025
8	Dust Particle count machine for PGCIL requirement	18,29,000	Shreedhar Instruments	October 22, 2024	Valid for 90 days, 19-01-2025
9	Coil Traceability--RFID system implementation	18,24,516	EIB Solutions	October 22, 2024	Valid for 90 days, 19-01-2025
10	Fire Hydrant system	72,50,799	Veer Fozi Golden Stars	October 22, 2024	Valid for 90 days, 19-01-2025
11	UPS--For Machine Backup & Compressor supply	28,76,557	Sunshine Infra Energy Private Limited	October 22, 2024	Valid for 90 days, 19-01-2025
12	Additional Solar Panels--545 KW	1,57,04,502	Solar Maxx	October 22, 2024	Valid for 90 days, 19-01-2025
13	New DG of 500 KVA Capacity	47,31,800	Jakson And Company (Kirlosker DG)	October 22, 2024	Valid for 90 days, 19-01-2025
14	Surface grinding machine 1500 X 300 -GSH 15030	36,10,800	Pinnacle Engineering Enterprise	October 22, 2024	Valid for 90 days, 19-01-2025
15	Coil Pressing machine-30 Ton Hydraulic Coil Pressing Fixture	10,62,000	Vikrant Special Machine	September 20, 2024	Valid for 90 days, 21-01-2025
16	Servo motors CTL-3 line	6,76,126	Siemens India	October 23, 2024	Valid for 90 days, 23-01-2025
17	Integrated Transformer Test System	9,20,40,000	KVTEK Power Systems Private Limited	November 7, 2024	Valid for 90 days, 05-02-2025
18	Partial Discharge Test System	1,06,20,000			
19	Impulse Voltage Test System rated for 1600 kV, 160 KJ suitable for transformer up to 220 kV class	3,18,60,000			
20	HV AC Series Resonant Test Set	3,71,70,000			
21	Portable Capacitance & Tan δ Test Set	21,24,000			
22	Engineering Services	10,62,000			
23	Supply of Vapour Phase Drying Plant - 350 KW (Vessel Size: 7x4x5 LBH) with 200 Ton Trolley.	6,72,60,000	Savas Engineering Company Private Limited	November 5, 2024	Valid for 90 days, 03-02-2025
24	Vacuum Change Drying Plant - (Vessel Size: 6.0 x 4.0 x 4.0 LBH) with 100 Ton Trolley.	2,47,80,000			
25	Centralized Oil Handling System.	4,36,60,000			
26	Oil Filtration Plant’s. 6000LPH	55,46,000			

27	Oil Filtration Plant's. 15000LPH	88,50,000			
28	Thermax Boiler - 6 Lakhs Kilo Calories	53,10,000			
29	Chilling Plants	59,00,000			
30	Civil Foundation Works- for VPD & VCD Plants	70,80,000			
31	Supply of Solvent, Thermic Fluid, Hydraulic Oil etc.	29,50,000			
32	P&F Charges @3%	51,40,080			
33	8-module Air Bearing System of capacity 3300 Ton with complete set as Per Drg. Attached, But without compressor	5,31,00,000	NU-CORK	November 8, 2024	Valid for 90 days, 06-02-2025
34	'RE' AC High Voltage Test Set 500kV, 2A at 1000kVA	1,38,06,000	Rectifiers & Electronics Private Limited	November 6, 2024	Valid for 90 days, 04-02-2025
35	'RE' Capacitive Voltage Divider 500kV	10,58,460			
36	'RE' High Voltage High Frequency Test set 1600kVA at 200Hz	1,97,06,000			
37	'RE' Continuously Variable Auto Transformer 1600Amps. 3 Phase	25,80,660			
38	'RE' Transformer Turn Ratio Meter	7,75,260			
39	'RE' Winding Resistance Meter	8,57,860			
40	`RE' Fully Automatic Oil Test Set 0-100 kV at 1kVA	3,85,860			
41	Yokagawa PowerAnalyzer model WT333	6,92,660			
42	Yokagawa PowerAnalyzer model WT3000	TBA			
43	TTW -1500 (LV) SAU	32,53,260	Transwiind Technologies Private Limited	November 6, 2024	Valid for 90 days, 04-02-2025
44	Packing Charges	97,598			
45	TFW 1600 AUD	1,70,03,210			
46	Packing Charges	5,10,096			
47	Vertical Winding Machine (12 Ton)	1,41,60,000			
48	Packing Charges	4,24,800			
49	Plate Shot Blasting Machine.	2,77,30,000	Patel Furnace & Forging Private Limited	November 8, 2024	Valid for 90 days, 06-02-2025
50	Packing Charges @0.5%	13,865			
51	Hydraulic Press Brake Machine, Capicity 1000 Tons	1,47,47,640	Pathak Industries	November 9, 2024	Valid for 90 days, 07-02-2025
52	Hydraulic Shearing Machine	73,13,640			
53	"AEROWHEEL" GRIT BLAST ROOM, MODEL: MRBR-904530	18,82,100	Aerowheel Suurface Finishing	November 9, 2024	Valid for 90 days, 07-02-2025
54	Fiber Blade V 6020	2,99,72,000	Messer Cutting Systems	November 9, 2024	Valid for 90 days, 07-02-2025
55	Industrial Paint Booth for heavy components	2,02,35,230	Crocodile Industries	November 11, 2024	Valid for 90 days, 09-02-2025
56	RADIAL DRILLING MACHINE MODEL:BR-7524	30,20,800	Batliboi Industries	November 12, 2024	Valid for 90 days, 10-02- 2025
57	Full Pack	75,520			
58	Additional Cost For Export Pack In Lieu Of Standard	1,48,680			
59	Fumigation Charges	53,100			
60	Machine Supply 3Ph, 50Hz, 380V supply. Control Voltage 24V, Frequency variation of +/- 2% and Voltage +/- 10% In Lieu Of Std	53,100			
61	Box Table 630*630*550	1,29,800			

62	Box Table 1000*750*500	2,36,000			
63	Tilting Table 725*550*660	2,12,400			
64	Coolant Pump	14,160			
65	LED Machine Lamp	10,620			
66	Foundation Kit	17,700			
67	End Arm Support	1,06,200			
68	Reduction Sleeve MT5*1	3,658			
69	Reduction Sleeve MT5*2	3,304			
70	Reduction Sleeve MT5*3	3,068			
71	Reduction Sleeve MT5*4	2,832			
72	First Fill Oil	27,140			
73	Safety Guard	17,700			
74	Custom Colour Theme	70,800			
75	Design, Manufacturing, Supply and Installation of 20.0 ton x 10.0mtr span x 8.0mtr lift DG Semi Goliath Electric Operated crane as per above specifications as A1	34,16,100	VTOM	November 7, 2024	Valid for 90 days, 05-02-2025
76	Design, Manufacturing, Supply and Installation of 20.0 ton x 25.0mtr span x 8.0mtr lift DG EOT crane as per above specifications as A2	47,73,100			
77	Design, Manufacturing, Supply and Installation of 50.0 ton + 15 ton x 25.0mtr span x 12.0mtr lift DG EOT crane as per above specifications as A3	1,22,60,200			
78	Design, Manufacturing, Supply and Installation of 50.0 ton x 25.0mtr span x 12.0mtr lift DG EOT crane as per above specifications as A4	1,02,01,100			
79	Design, Manufacturing, Supply and Installation of 6.0 ton x 8.0mtr span x 6.0mtr lift DG EOT crane as per above specifications as A5, Ex proof crane	62,02,080			
80	Sq bar for Long travel movement, Rail size -60 x 40	2,301			
81	Shrouded Bus Bar system 200 amps AL SF2 with all accessories	2,655			
82	120 Lbs rail for 50 + 15 ton and 50 ton Crane	10,089			
83	Shrouded Bus Bar system 400 amps AL SF2 with all accessories	5,723			
84	Paint Shop -14 x 8,x 7m –Prism, including packing, installation & commissioning with manpower, tools & tackles	92,54,571	Prism Industries	November 9, 2024	Valid for 90 days from date of quotation
85	Oven size -13 x 6 x6m -Prism-, including packing, installation & commissioning with manpower, tools & tackles	71,98,000			
86	Paint Shop - 6 x 8 x7m- TRABB-, including packing, installation & commissioning with manpower, tools & tackles	6,78,669			
87	Oven size -6 x 7x 6 m -TRABB-, including packing, installation & commissioning with manpower, tools & tackles	57,58,400			

88	Paint oven conveyor 26 x 8 m, including packing, installation & commissioning with manpower, tools & tackles	51,41,429			
89	Paint oven conveyor 10 x 5m, including packing, installation & commissioning with manpower, tools & tackles	37,01,829			
90	Shot blasting machine 14x 8 x8 m Prism, including packing, installation & commissioning with manpower, tools & tackles	1,39,84,686			
91	Mini Blasting cabinet 5 x 5 m, including packing, installation & commissioning with manpower, tools & tackles	92,54,571			
92	Airless spray pumps, including packing, installation & commissioning with manpower, tools & tackles	49,35,771			
93	Trolley for paint shop, including packing, installation & commissioning with manpower, tools & tackles	65,81,029			
	Total	**86,06,95,405**			

Details of Plant and Machineries which are already ordered by the Company:

S. No.	Capex Description	Total Cost (Amount in ₹)	Vendor	Quotation date	Quotation Validity
1	New Slitting machine	4,37,19,534	Cecep Xi'an Qiyuan Mechanical and Electrical Equipment Co., Ltd.	July 24, 2024	Not applicable as PO is already issued
2	New CTL Machine-1000mm	13,01,75,000		August 19, 2024	Not applicable as PO is already issued
3	New CTL Machine-400mm	7,42,95,000	Efecec Empowering Future	September 20, 2024	90 days from the date of Quotation
	Total	**24,81,89,534**			

Our Company has received quotations from various service providers and suppliers for constructional work and sourcing of equipment and the Company is yet to place any orders or enter into definitive agreements for purchase of such services and/or equipment. For further details of our strategies, see "*Our Business – Our Strategies*" on page 201. Our Company intends to utilize ₹ 12,000.00 lakh from the Net Proceeds to purchase such equipment and undertake such work based on our current estimates and the specific number and nature of such equipment, plant and machinery to be procured by our Company may change, depending on our business requirements, from time to time. Accordingly, the details of the equipment, plant and machinery to be procured from the Net Proceeds will be suitably updated at the time of filing the Red Herring Prospectus. An indicative list of such services, equipment, and machinery that we intend to purchase, along with details of the quotations we have received in this respect is set forth below.

All quotations received from the above suppliers are valid as on the date of this Draft Red Herring Prospectus. However, we have not entered into any definitive agreements with any of the above suppliers which have provided quotations and there can be no assurance that the above-mentioned suppliers would be engaged to eventually supply the service and/or machinery or that the above-mentioned service/machinery would be purchased at the specified costs. The quantity of machinery to be purchased is based on the estimates of our Company's management. No second-hand or used equipment is proposed to be purchased out of the Net Proceeds.

Our Promoters, Directors, Key Managerial Personnel and Senior Management do not have any interest in the proposed construction of structural and civil works, purchase of machinery and upgradation of existing equipment, or in the entities from whom we have obtained quotations in relation to such activities.

Any services availed or equipment not purchased from Net Proceeds shall be purchased from our internal accruals. For details of the installed capacity and capacity utilization of our manufacturing facilities in the six months ended September 30, 2024 and financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, see "*Our Business – Capacity and Capacity Utilization*" on page 213.

Our Company shall have the flexibility to deploy such machinery at any of our existing and future plants, according to our business requirements based on the estimates of our Company's management. For details of the risks applicable in this regard, see "*Risk Factors*" on page 26.

3. Funding working capital requirements of our Company

Our Company funds a majority of its working capital requirements in the ordinary course of business from banks and internal accruals. As on November 15, 2024, our Company had a total sanctioned limit of working capital facilities of ₹ 9,652.00 lakhs and has an aggregated outstanding borrowing of ₹ 7,547.86 lakhs for our Company.

Our Company propose to utilise up to ₹ 4,825.00 lakhs and ₹ 7,375.00 lakhs in Fiscal 2026 and Fiscal 2027 respectively from the Net IPO Proceeds to fund our long-term working capital requirements of our Company. The details of our Company's working capital as of Fiscal 2022, Fiscal 2023 and Fiscal 2024, derived from the standalone financials of our Company, and source of funding of the same are provided in the table below:

Working capital requirement in Fiscal 2022, Fiscal 2023 & Fiscal 2024

Working capital requirement in Fiscal 2022, Fiscal 2023, Fiscal 2024 and six-month period ended September 30, 2024 are ₹13,746.77 lakhs, ₹ 14,805.02 lakhs, ₹ 14,866.99 lakhs and ₹ 18,781.77 lakhs, respectively.

Sr. No.	Particulars	As at March 31, 2022	As at March 31, 2023	As at March 31, 2024	As at Sept 30, 2024
		(₹ in Lakhs)	(₹ in Lakhs)	(₹ in Lakhs)	(₹ in Lakhs)
I.	**Current Assets**				
(a)	Inventories	10,488.70	8,187.73	8,291.30	15,474.73
(b)	Trade receivables	7,663.72	8,743.77	8,834.51	7,291.84
(e)	Other current and financial assets	712.85	755.71	1,486.81	1,941.37
	Total current assets (A)	**18,865.27**	**17,687.21**	**18,612.62**	**20,707.93**
II.	**Current Liabilities**				
(a)	Trade payables	4,174.19	1,984.93	2,624.73	4,159.27
(b)	Other current liabilities & provisions	944.32	897.26	1,120.90	1,766.89
	Total current liabilities (B)	**5,118.51**	**2,882.19**	**3,745.63**	**5,926.16**
III.	**Total working capital (A-B)**	**13,746.77**	**14,805.02**	**14,866.99**	**18,781.77**
IV.	**Means of Finance**				
	Borrowings	5,396.90	4,363.15	6,430.39	8,869.79
	Internal Accruals	8,349.87	10,441.87	8,436.60	9,911.98
	Total	**13,746.77**	**14,805.02**	**14,866.99**	**18,781.77**

Working Capital requirement in Fiscal 2025, Fiscal 2026 & Fiscal 2027

The estimated working capital requirements of our Company are ₹ 21,917.00 lakhs, ₹ 30,437.00 lakhs, and ₹ 41,629.69 lakhs as of the end of Fiscal 2025, Fiscal 2026, and Fiscal 2027, respectively primarily due to:

• **Material Shortage:** A shortage of CRGO steel due to geopolitical factors and regulatory restrictions on the import of low-grade material, leading to the need for higher inventory levels to ensure an uninterrupted raw material supply for power transformer manufacturing.

• **Capacity Expansion:** An increase in production capacity in Fiscal 2025, Fiscal 2026, and Fiscal 2027, which will require a proportional increase in raw material procurement and upfront operating costs.

• **New Product Addition:** The company's entry into the power transformer manufacturing market, which will require increased inventory levels and certain upfront operating expenditures.

Sr. No.	Particulars	Estimated amount as at March 31, 2025	Estimated amount as at March 31, 2026	Estimated amount as at March 31, 2027
		(₹ in lakhs)	(₹ in Lakhs)	(₹ in Lakhs)
I.	**Current Assets**			
(a)	Inventories	15,342.00	20,176.00	25,884.00
(b)	Trade receivables	10,548.00	15,342.00	20,137.00
(e)	Other current and financial assets	1,045.00	1,427.00	2,825.69
	Total current assets (A)	**26,935.00**	**36,945.00**	**48,846.69**
II.	**Current Liabilities**			
(a)	Trade payables	3,978.00	5,233.00	5,677.00
(b)	Other current liabilities & provisions	1,040.00	1,275.00	1,540.00
	Total current liabilities (B)	**5,018.00**	**6,508.00**	**7,217.00**
III.	**Total working capital (A-B)**	**21,917.00**	**30,437.00**	**41,629.69**
IV.	**Means of Finance**			
	Borrowings	10,200.00	250.00	250.00
	Internal Accruals & IPO Proceeds for repayment of Working Capital Loan	11,717.00	25,362.00	34,004.69
	IPO proceeds	-	4,825.00	7,375.00
	Total	**21,917.00**	**30,437.00**	**41,629.69**

Holding levels:

Provided below are the details of holding levels (days considered):

The table below contains the details of the holding levels (in number of days as applicable) considered and is derived from the standalone financial statement of our Company for the six months period ended September 30, 2024, and for Fiscal 2024, Fiscal 2023 and Fiscal 2022, and the projected holding period for Fiscal 2025, Fiscal 2026 and Fiscal 2027, and the assumptions based on which the working capital requirements have been approved by our Company's Board of Directors through resolution dated December 24, 2024.

Particulars	For the year ended	For the year ended	For the year ended	As at September 30, 2024	For the year ended March 31,	For the year ended March 31,	For the year ended March 31,

	March 31, 2022 (Actual)	March 31, 2023 (Actual)	March 31, 2024 (Actual)		2025 (Estimated)	2026 (Estimated)	2027 (Estimated)
Current Assets							
Inventories	179	127	83	115	104	102	101
Trade receivables	104	85	71	59	64	59	62
Other Current Assets	11	8	9	13	8	6	7
Current Liabilities							
Trade payables	70	42	23	33	29	26	24
Other current liabilities & provision	9	9	8	11	7	5	5

Assumption of estimated working capital

S. No.	Particulars	Assumptions
Current Assets		
1.	Inventories	Our inventory levels are significantly influenced by the price and availability of raw materials, a substantial portion of which is sourced through imports. Over the past three fiscal years, we have successfully reduced our inventory holding period, which declined from 179 days in Fiscal 2022 to 127 days in Fiscal 2023, and further to 83 days in Fiscal 2024. This improvement primarily reflects the normalization of inventory levels that were elevated during the COVID-19 pandemic. The pandemic-induced disruptions and uncertainties had necessitated precautionary procurement strategies, resulting in higher inventory levels to mitigate potential supply chain risks. As market conditions stabilized, these surplus inventories were progressively converted into sales, contributing to enhanced inventory turnover and a shorter holding period. However, the recent non-renewal of BIS certificate of Chinese supplier by the Indian government, has led to a supply shortage and subsequent price escalation for CRGO steel. This development has impacted our inventory holding period, which increased to 115 days for the six-month period ended September 30, 2024. We anticipate our inventory holding period to be approximately 104 days in Fiscal 2025, 102 days in Fiscal 2026, and 101 days in Fiscal 2027, reflecting our ongoing efforts to manage these challenges while optimizing operational efficiency.
2.	Trade receivables	The trade receivables holding period decreased from 104 days in Fiscal 2022 to 85 days in Fiscal 2023 to 71 days in Fiscal 2024, and further to 59 days for the six-month period ended September 30, 2024. This improvement is accounted by using bill discounting financing. The use of bill discounting is expected to continue, with the trade receivables holding period projected to remain stable at 64 days in Fiscal 2025, 59 days in Fiscal 2026, and 62 days in Fiscal 2027.
3.	Other Current Assets	The other current assets holding period for Fiscal 2024, Fiscal 2023, Fiscal 2022, and for six-month period ended September 30, 2024 was 11 days, 8 days, 9 days and 13 days respectively. Advance paid to vendor constitute the major portion of other current asset for procurement of raw materials. Going forward, the same trend is expected to continue leading to the holding period for other current assets is projected to be 8 days in Fiscal 2025, 6 days in Fiscal 2026 and 7 days in Fiscal 2027.
Current Liabilities		

4.	Trade Payables	Our purchases consist of both imports and local sourcing, with major raw materials procured from large companies and packaging materials sourced from MSMEs. These sourcing factors have an impact on our credit periods. In Fiscal 2022, our credit period was 70 days, which decreased to 42 days in Fiscal 2023, to 23 days in Fiscal 2024, which increased to 33 days for the six-month periods ended September 30, 2024 primarily due to cash discounts provided by suppliers and use of supplier financing arrangement. The same means is expected to continue in future leading the credit period to 29 days in Fiscal 2025, 26 days in Fiscal 2026, and 24 days in Fiscal 2027.
5.	Other Current Liabilities & Provisions	The holding period for other current liabilities was 11 days for six-month period ended September 30, 2024, 8 days in Fiscal 2024 as compared to 9 days in both Fiscal 2023 and Fiscal 2022. These liabilities primarily comprise payables to employees, customer advances, current tax liabilities, and other payables. Moving forward, the holding period is expected to decrease to 7 days in Fiscal 2025 and further to 5 days in Fiscal 2026 and Fiscal 2027, driven by ongoing efforts to optimize working capital and enhance operational efficiency.

4. General corporate purposes

Our Company proposes to deploy the balance Net Proceeds aggregating up to ₹ [●] lakh 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 utilize Net Proceeds include but are not restricted to, the following:

(i) strategic initiatives including inorganic expansion;
(ii) strengthening marketing capabilities and brand building exercises;
(iii) employee and other personnel expenses;
(iv) payment of advances to suppliers;
(v) meeting ongoing general corporate exigencies and contingencies; and
(vi) any other purpose as may be approved by our Board or a duly appointed committee from time to time, subject to compliance with applicable laws.

The quantum of utilization 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 and other relevant considerations, from time to time. Our Company's management, in accordance with the policies of our Board, shall have flexibility in utilizing surplus amounts, if any. In addition to the above, our Company may utilize the balance Net Proceeds towards any other expenditure considered expedient and as approved periodically by our Board or a duly appointed committee thereof, subject to compliance with applicable law. However, usage of funds will be as disclosed in the Objects of the Issue and any spill over from the intended Objects of the Issue to the general corporate purposes will not be carried out by the Company.

Issue Related Expenses

The total expenses of the Issue are estimated to be approximately ₹ [●] lakh. The expenses of this Issue include, among others, listing fees, underwriting commission (if any), selling commission and brokerage, fees payable to the BRLM, fees payable to legal counsel, fees payable to the Registrar to the Issue, Escrow Collection Bank and Sponsor Bank to the Issue, processing fee to the SCSBs for processing application forms, brokerage and selling commission payable to members of the Syndicate, Registered Brokers, RTAs and CDPs, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges. All expenses will be borne by the estimated Issue expenses are as follows:

S. No.	Activity	Estimated expenses*	As a % of the total estimated Issue expenses	As a % of the total Issue size
1.	Fees payable to the BRLM and commissions (including underwriting commission, brokerage and selling commission)	[●]	[●]	[●]

2.	Commission/processing fee for SCSBs and Sponsor Banks. Brokerage and selling commission and bidding charges for Members of the Syndicate, Registered Brokers, RTAs and	[●]	[●]	[●]
3.	Fees payable to the Registrar to the Issue	[●]	[●]	[●]
4.	Advertising and marketing expenses	[●]	[●]	[●]
5.	Other expenses:	[●]	[●]	[●]
	(i) Listing fees, SEBI and Stock Exchanges filing fees, book building software fees and other regulatory expenses			
	(ii) Printing and stationery expenses			
	(iii) Advertising and marketing expenses			
	(iv) Fees payable to the legal counsel			
	(v) Fees payable to the Statutory Auditors			
	(vi) Fees payable to industry service provider and practicing company secretary			
	(vii) Miscellaneous#.			
	Total estimated Issue expenses	[●]	[●]	[●]

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

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

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

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

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

No additional processing/uploading charges shall be payable by our Company to the SCSBs on the applications directly procured by them. The selling commission payable to the SCSBs will be determined on the basis of the bidding terminal id as captured in the bid book of BSE or NSE.

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

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

**Based on valid ASBA Forms*

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

(3) Brokerage, selling commission and processing/ uploading charges on the portion for UPI Bidders, RIIs and NIIs which are procured by the members of the Syndicate (including their sub-syndicate members), CRTAs, CDPs or for using 3-in1 type accounts- linked online trading, demat & bank account provided by some of the brokers which are members of Syndicate (including their sub-syndicate members) would be as follows:

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

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

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

The payment of selling commission payable to the sub-brokers/ agents of sub-syndicate members are to be handled directly by the respective sub-syndicate member.

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

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

- *for applications made by UPI Bidders*
- *Uploading Charges/ Processing Charges of ₹[●]/- per valid application (plus applicable taxes) are applicable only in case of bid uploaded by the members of the Syndicate, CRTAs and CDPs:*
- *for applications made by Retail Individual Investors using 3-in-1 type accounts*
- *for Non-Institutional Investor Bids using Syndicate ASBA mechanism/ using 3- in -1 type accounts,*

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

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

The processing fees for applications made by the UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation 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 and SEBI Circular No. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.

Interim Use of Funds

Pending utilization of the Net Proceeds for the purposes described above, our Company undertakes to deposit the Net Proceeds only in one or more scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, as may be approved by our Board or the IPO Committee. 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 market.

Bridge Financing Facilities

As on the date of this Draft Red Herring Prospectus, our Company has not raised any bridge loans from any bank or financial institution or other independent agency, which are required to be repaid from the Net Proceeds. However, the Company has placed certain orders wrt purchase of machineries for the above stated Project at Reengus, Sikar Dist. Rajasthan for which they may avail bridge financing in case of requirement which shall be repaid from the Net Proceeds.

Monitoring of Utilization of Funds

In terms of Regulation 41 of the SEBI ICDR Regulations, prior to filing the Red Herring Prospectus with RoC, our Company will appoint a Monitoring Agency to monitor the utilization of the Gross Proceeds as the proposed Fresh Issue exceeds ₹ 1,000.00 lakh. 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 Gross Proceeds have been utilised in full and Company shall provide details/ information/ certifications obtained from our Statutory Auditors on the utilization of the Net Proceeds to the Monitoring Agency. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay.

Our Company will disclose and continue to disclose, the utilisation of the Gross Proceeds, including interim use under a separate head in our balance sheet for such Fiscals as required under applicable law, clearly specifying the purposes for which the Gross Proceeds have been utilised, till the time any part of the Gross Proceeds remains unutilised. Our Company will also, in its balance sheet for the applicable Fiscals, provide details, if any, in relation to all such Gross Proceeds that have not been utilised, if any, of such currently unutilised Gross Proceeds. Further, our Company, on a quarterly basis, shall include the deployment of Gross Proceeds under various heads, as applicable, in the notes to our quarterly financial results. Our Company will indicate investments, if any, of unutilised Gross Proceeds in the balance sheet of our Company for the relevant Fiscals subsequent to receipt of listing and trading approvals from the Stock Exchanges.

In accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the actual utilisation of the proceeds of the Gross Proceeds from the Objects as stated above; and (ii) details of category wise variations in the actual utilisation of the Gross Proceeds from the Objects as stated above. Pursuant to Regulation 32(3) and Part C of Schedule II, of the SEBI Listing Regulations, our Company shall, on a quarterly basis, disclose to the Audit Committee the uses and applications of the Gross Proceeds. The Audit Committee shall make recommendations to our Board for further action, if appropriate. On an annual basis, our Company shall prepare a statement of funds utilised for purposes other than those stated in the Red Herring Prospectus and the Prospectus and place it before the Audit Committee and make other disclosures as may be required until such time as the Gross Proceeds remain unutilised. Such disclosure shall be made only until such time that all the Gross Proceeds have been utilised in full. The statement shall be certified by the Statutory Auditors of our Company in accordance with Regulation 32(5) of SEBI Listing Regulations.

Variation in Objects of the Issue

In accordance with Sections 13(8) and 27 of the Companies Act, 2013 and the applicable rules, and the SEBI ICDR Regulations, our Company shall not vary the objects of the Fresh Issue without our Company being authorised to do so by the Shareholders by way of a special resolution. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution ("**Notice**") shall specify the prescribed details as required under the Companies Act. The Notice shall simultaneously be published in the newspapers, one in English and one in Hindi, the vernacular language of the jurisdiction where our Registered Office is situated. Our Promoter/ controlling shareholders will be required to provide an exit opportunity to such Shareholders who do not agree to the above stated proposal, at a price and in such manner and subject to such conditions as prescribed by SEBI, in this regard.

Appraising Entity

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

Other Confirmations

No part of the proceeds of the Issue will be paid by our Company as consideration to our Promoter, members of the Promoter Group, Group Companies, our Directors or our Key Managerial Personnel, except in the ordinary course of business.

Our Company has not entered into and is not planning to enter into any arrangement/ agreements with our Promoter, members of the Promoter Group, Directors, Key Managerial Personnel or Group Companies in relation to the utilisation of the Net Proceeds. Further, there are no material existing or anticipated interest of such individuals and entities in the objects of the Issue except as set out above.

BASIS FOR ISSUE PRICE

The Issue Price will be determined by our Company, in consultation with the BRLM on the basis of assessment of market demand for the Equity Shares offered in the Issue through the Book Building Process and on the basis of the qualitative and quantitative factors as described below. The face value of the Equity Shares is ₹ 10 each and the Issue Price is [●] times the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band.

Investors should also refer to the sections "*Our Business*", "*Risk Factors*", "*Financial Information – Restated Financial Information*" and "*Management Discussion and Analysis"* on pages 196, 26, 262 and 316 respectively, to have an informed view before making an investment decision.

Qualitative Factors

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

1. Promoters exhibit strong leadership and are supported by experienced senior management;
2. Exhibition of certain approvals available to selected market players;
3. Diversified base of customers;
4. Strong backward and forward integration which ensures operational efficiency; and
5. Proven track record of consistent growth

For details, see "*Our Business – Our Strengths*" on page 200.

Quantitative factors

Some of the information presented in this section relating to our Company is derived from the Restated Financial Information. For details, see "*Financial Information – Restated Financial Information*" beginning on page 262.

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

1. ***Earnings Per Share ("EPS") (as adjusted for changes in capital, if any) on a consolidated basis, calculated in accordance with the Indian Accounting Standard 33 issued by the ICAI***

Period	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weightage
Financial Year ended March 31, 2024	10.22	10.22	3
Financial Year ended March 31, 2023	12.07	12.07	2
Financial Year ended March 31, 2022	4.49	4.49	1
Weighted Average	**9.88**	**9.88**	
Six-month period ended September 30, 2024*	9.63	9.63	

**Not annualised*

Notes:

1. *Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights, i.e., (EPS x Weight) for each year divided by total of weights*
2. *Basic and diluted EPS are based on the Restated Financial Information.*
3. *Basic earnings per share (₹) = Net profit after tax from continuing operations attributable to owners of the Company, as restated divided by Weighted average number of equity shares outstanding during the year*
4. *Diluted Earnings per equity share (₹) = Net profit after tax from continuing operations attributable to owners of the Company, as restated divided by weighted average number of potential Equity Shares outstanding during the year*
5. *Earnings per share (EPS) calculations are in accordance with the notified Indian Accounting Standard 33 'Earnings per share'*
6. *Weighted average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the year adjusted by the number of Equity Shares issued during the year multiplied by the time weight factor*

2. ***Price Earning ("P/E") Ratio in relation to the Price Band of ₹ [●] to ₹ [●] per Equity Share***

Particulars	P/E ratio at the lower end of the Price Band (number of times)*	P/E ratio at the higher end of the Price Band (number of times)*
Based on Basic EPS for the financial year ended March 31, 2024	[●]	[●]
Based on Diluted EPS for the financial year ended March 31,	[●]	[●]

Particulars	P/E ratio at the lower end of the Price Band (number of times)*	P/E ratio at the higher end of the Price Band (number of times)*
2024		

Will be populated in the Prospectus.

3. *Industry Peer Group P/E ratio*

Based on the peer group information (excluding our Company) given below in this section, The highest, lowest and average P/E ratio is as follows.

Particulars	Industry Peer P/E	Name of the company	Face value of the equity shares (₹)
Highest	38.99	Vilas Transcore Limited	10
Lowest	35.26	Jay Bee Laminates Limited	10
Average	37.12		

Notes:
1. The industry high and low has been considered from the industry peer set provided later in this chapter.
2. The industry P/E ratio mentioned above is computed based on the closing market price of equity shares on NSE on December 06, 2024, divided by the Diluted EPS as on for the financial year ended March 31, 2024

Average Return on Net Worth ("RoNW") on a consolidated basis

Financial Year	RoNW, as derived from the Restated Financial Information (%)	Weightage
Financial Year ended March 31, 2024	20.05%	3
Financial Year ended March 31, 2023	30.32%	2
Financial Year ended March 31, 2022	14.25%	1
Weighted Average of above three years	22.51%	
Six month period ended September 30, 2024*	15.81%	

* *Not annualised*

Notes:

1.Return on net worth is calculated as Net profit after tax, as restated, attributable to the owners of the Company for the year/ period divided by Average Net worth. Average net worth means the average of the aggregate value of the paid-up share capital and reserves and surplus of the current and previous financial year/period.

2. Net worth means equity share capital plus other equity plus share capital pending for allotment pursuant to merger.

3. Net Profit after tax from continuing operations, equity share capital, and other equity numbers are based on the Restated Consolidated Financial Statements.

4. Weighted Average RoNW = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year/total of weights

4. *Net Asset Value ("NAV") per Equity Share*

Year Ended	NAV derived from the Restated Financial Information (₹)
As on September 30, 2024	65.64
As on March 31, 2024	56.09
After the completion of the Issue	At the Floor Price: [●] At the Cap Price: [●]
Issue Price(1)	[●]

(1) Issue Price per Equity Share will be determined on conclusion of the Book Building Process.

Notes:

Net asset value per equity share represents total Net Worth as at the end of the fiscal year/ period, as restated, divided by the Weighted average number of Equity Shares outstanding at the end of the year/ period. Net worth means equity share capital plus other equity.

5. *Comparison of Accounting Ratios with Listed Industry Peers*

Our Company is among a small number of uniquely positioned players with business segments such as payments services and financial services. Hence, there are no directly comparable companies in India or globally, having similar business model and comparable size. However, for the purpose of this Red Herring Prospectus, the following companies (Indian and foreign in the listed and unlisted space) have been considered as peers of our Company, considering similarities with certain aspects of our business.

The following table provides a comparison of certain accounting ratios of our Company against companies considered as peers for the purpose of this Draft Red Herring Prospectus:

Name of Company	Face Value (₹ per share)	P/E	EPS (₹)		RoNW (%)	NAV (₹ per share)	Total income (₹ in lakhs)	Closing price as on March 31, 2024
			Basic	Diluted				
Mangal Electrical Industries Limited	10	[●]	10.22	10.22	20.05	56.09	45,213.23	[●]
	Listed peers							
Vilash Transcore Limited	10	38.99	12.82	12.82	15.57%	88.53	31,394.77	N.A.
Jay Bee Lamination Limited	10	35.26	10.75	10.75	36.42%	34.90	30,349.56	N.A.

Notes:

1. *All the financial information for our Company above is on a consolidated basis and is sourced from the Restated Financial Statements.*
2. ***Source: All the financial information for listed industry peers mentioned above is sourced from the Annual Reports of the aforesaid companies for the year ended March 31, 2024 to compute the corresponding financial ratios.*
3. *P/E figures for the peers are based on closing market prices of equity shares on NSE on December 06, 2024 divided by the diluted EPS as at March 31, 2024.*
4. *EPS refers to the Basic and Diluted EPS sourced from the Annual Reports of the listed peer companies respectively for the Fiscal ended March 31, 2024.*
5. *Return on Net Worth (%) for listed industry peers has been computed based on the Net Profit After Tax for the year ended March 31, 2024 divided by average Total Equity*
6. *NAV per share for listed peers is computed as the Total Equity as on March 31, 2024 divided by the weighted average outstanding number of equity shares as on March 31, 2024.*
7. *Shares of Vilas Transcore Limited and Jay Bee Lamination Limited were not listed on March 31, 2024.*

6. *Key Performance Indicators*

The table below sets forth the details of our KPIs that our Company considers have a bearing for arriving at the basis for Issue Price. The KPIs disclosed below have been approved by a resolution of our Audit Committee dated December 23, 2024, and the Audit Committee has confirmed that other than the KPIs set out below, our Company has not disclosed any other KPIs to investors at any point of time during the three years period prior to the date of this Red Herring Prospectus. The KPIs disclosed below have been used historically by our Company to understand and analyse its business performance, which helps in analysing the growth of various verticals in comparison to our Company's listed peers, and other relevant and material KPIs of the business of our Company that have a bearing for arriving at the Basis for Issue Price. The KPIs disclosed below have been certified by Kuldeep Kumar Gupta & Co, Chartered Accountants, Chartered Accountants, pursuant to certificate dated December 24, 2024.

Our Company shall continue to disclose the KPIs disclosed in this section, 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 other period specified by SEBI; or (ii) till the utilization 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 by a member of an expert body as required under the SEBI ICDR Regulations.

Bidders can refer to the below-mentioned KPIs, being a combination of financial and operational KPIs, to make an assessment of our Company's performances and make an informed decision

The list of our operational and financial KPIs along with brief explanation of the relevance of the KPI for our business operations are set forth below.

Particulars	For six-month period ended 30 September 2024*	For Fiscal 2024	For Fiscal 2023	For Fiscal 2022
Revenue From Operations [1]	24,701.79	44,948.45	35,430.88	25,664.75
EBITDA [2]	3,516.58	4,262.50	4,442.47	2,568.10
EBITDA Margin (in %) [3]	14.24%	9.48%	12.54%	10.01%
Net Profit after Tax [4]	1,973.27	2,094.86	2,473.82	919.52
Net Profit Margin (in %) [5]	7.99%	4.66%	6.98%	3.58%
Return on Net Worth (in %) [6]	15.81%	20.05%	30.32%	14.25%
Return on Capital Employed (in %) [7]	13.81%	19.92%	23.24%	13.40%
Debt – Equity Ratio (in times) [8]	0.82	0.80	1.03	1.72
Day Working Capital [9]	124	120	147	185
Unit Produced				
CRGO (in metric tons)	4,088	7,813	5,388	4,652
Amorphous (in metric tons)	629	1,500	988	406
ICB (in No.)	21,605	58,206	35,880	28,293
Transformer (in KVA)	1,81,706	6,18,412	2,78,715	2,13,320
Capacity Utilization				
CRGO	50%	48%	43%	60%
Amorphous	52%	63%	66%	27%
ICB	58%	78%	66%	63%
Transformer	48%	82%	58%	44%

**Not annualized*

Notes:

1. *Revenue from operations represents the revenue from sale of products and other operating revenue of our Company as recognized in the Restated financial information.*
2. *EBITDA means Earnings before interest, taxes, depreciation and amortization expense, which has been arrived at by obtaining the profit before tax/ (loss) for the year / period and adding back finance costs, depreciation, and amortization expense less other income.*
3. *EBITDA margin is calculated as EBITDA as a percentage of revenue from operations.*
4. *Net Profit after tax represents the restated profits of our Company after deducting all expenses other than Other Comprehensive Income.*
5. *Net Profit margin is calculated as restated profit/ (loss) for the year/period divided by revenue from operations.*
6. *Return on net worth is calculated as Net profit after tax, as restated, attributable to the owners of the Company for the year/ period divided by Average Net worth. Average net worth means the average of the aggregate value of the paid-up share capital and reserves and surplus of the current and previous financial year and adding share pending for allotment pursuant to merger.*
7. *Return on capital employed calculated as Earnings before interest and taxes divided by capital employed (capital employed calculated as value of total assets reduced by total current liabilities and total non-current liabilities, Intangible assets. Long term borrowing and Short term borrowing has to be added).*
8. *Debt- equity ratio is calculated by dividing total debt by total equity. Total debt represents long term and short-term borrowings. Total equity is the sum of equity share capital, reserves and surplus*
9. *Days Working Capital is arrived at by dividing working capital (current assets excluding cash and cash equivalents less current liabilities excluding short term borrowings) by revenue from operations multiplied by the number of days in the period/ year.*

Explanation for the Key Performance Indicators:

KPI’s	Explanation
Revenue From Operations *(Rs. in Lakhs)*	Revenue from operations is used by our management to track the revenue profile of our business and in turn helps assess the overall financial performance of our Company and size of our business.
EBITDA *(Rs. in Lakhs)*	EBITDA provides information regarding the operational efficiency of our business.
EBITDA Margin *(in %)*	EBITDA Margin is an indicator of the operational profitability and financial

KPI's	Explanation
	performance of our business.
Net Profit after Tax *(Rs. in Lakhs)*	Net Profit after tax provides information regarding the overall profitability of our business.
Net Profit Margin *(in %)*	Net Profit Margin is an indicator of the overall profitability and financial performance of our business.
Return on Net Worth *(in %)*	Return on Net Worth provides how efficiently our Company generates profits from shareholders' funds.
Return on Capital Employed *(in %)*	Return on Capital Employed provides how efficiently our Company generates earnings from the capital employed in our business.
Debt – Equity Ratio *(in times)*	Debt- equity ratio is a gearing ratio which compares shareholder's equity to company debt to assess our company's amount of leverage and financial stability.
Day Working Capital	Days working capital is a metric that measures how many days it takes our company to transform its working capital into sales cash flows.
Unit Produced (Product wise)	Tracks the production volume of each component, helping align output with demand and monitor efficiency. Provides insights for resource allocation, cost management, and identifying high or low-performing products.
Capacity Utilization (Product wise)	Measures how effectively production capacity is used for each product, highlighting efficiency and bottlenecks. Supports optimization of resources, cost management, and strategic decisions on scaling or investments.

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

In evaluating the business, we consider and use certain KPIs, as stated above, as a supplemental measure to review and assess the financial and operating performance. The presentation of these KPIs is not intended to be considered in isolation or as a substitute for the Restated Financial Information. We use these KPIs to evaluate the financial and operating performance. Some of these KPIs are not defined under Ind AS and are not presented in accordance with Ind AS. These KPIs have limitations as analytical tools. Further, these KPIs may differ from the similar information used by other companies 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 the operating performance, liquidity or results of operation. Although these KPIs are not a measure of performance calculated in accordance with applicable accounting standards, the Company's management believes that it provides an additional tool for investors to use in evaluating the ongoing operating results and trends and in comparing the financial results with other companies in the 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 the business.

Comparison of KPIs based on additions or dispositions to Company's business

There are no material acquisitions or dispositions made by the Company during the stub period and last three fiscals being Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022 and the half year ended September 30, 2024 except

During the year ended March, 2024 there are an addition in Assets and Liabilities due to amalgamation with commonly controlled entity Dynamic Powertech Private Limited and Equity Shares to the Shares Holders of Dynamic Powertech Private Limited as per the scheme of merger will be discharged through issue of 60,00,000 Equity Shares of Rs 10 each of amalgamated company in the following manner and the same is pending to be issued as on March 31, 2024 due to NCLT order received on April 5, 2024.

Comparison of KPIs of the Company with Company's listed industry peers

Particulars	Mangal Electrical Industries Limited			Vilas Transcore Limited			Jay Bee Laminations Limited		
	For Fiscal 2024	For Fiscal 2023	For Fiscal 2022	For Fiscal 2024	For Fiscal 2023	For Fiscal 2022	For Fiscal 2024	For Fiscal 2023	For Fiscal 2022
Revenue From Operations	44,948.45	35,430.88	25,664.75	30,974.06	28,260.51	23,302.92	30,291.28	24,666.47	14,125.12
EBITDA	4,262.51	4,442.47	2,568.10	3,038.35	2,931.09	2,672.57	3,158.28	2,346.07	1,242.49
EBITDA Margin	9.48%	12.54%	10.01%	9.81%	10.37%	11.47	10.43%	9.51%	8.80%

(in %)						%			
Net Profit after Tax	2,094.86	2,473.82	919.52	2,307.50	2,021.11	1,788.96	1,935.27	1,360.00	571.63
Net Profit Margin (in %)	4.66%	6.98%	3.58%	7.45%	7.15%	7.68%	6.39%	5.51%	4.05%
Return on Net Worth (in %)	20.05%	30.32%	14.25%	15.57%	15.89%	16.43%	36.37%	37.10%	21.17%
Return on Capital Employed (in %)	19.92%	23.24%	13.40%	20.23%	19.88%	22.00%	35.49%	31.15%	20.76%
Debt – Equity Ratio (in times)	0.80	1.03	1.72	0.00	0.04	0.03	0.38	0.72	0.90
Day Working Capital	120	147	185	74	77	70	75	74	108
Unit Produced									
CRGO (in metric tons)	7,813	5,388	4,652	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Amorphous (in metric tons)	1,500	988	406	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
ICB (in No.)	58,206	35,880	28,293	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Transformer (in KVA)	6,18,412	2,78,715	2,13,320	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Capacity Utilization				N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
CRGO	48%	43%	60%	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Amorphous	63%	66%	27%	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
ICB	78%	66%	63%	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Transformer	82%	58%	44%	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

**Not annualized*

Notes:

1. *Revenue from operations represents the revenue from sale of products and other operating revenue of our Company as recognized in the Restated financial information.*
2. *EBITDA means Earnings before interest, taxes, depreciation and amortization expense, which has been arrived at by obtaining the profit before tax/ (loss) for the year / period and adding back finance costs, depreciation, and amortization expense less other income.*
3. *EBITDA margin is calculated as EBITDA as a percentage of revenue from operations.*
4. *Net Profit after tax represents the restated profits of our Company after deducting all expenses other than Other Comprehensive Income.*
5. *Net Profit margin is calculated as restated profit/ (loss) for the year/period divided by revenue from operations.*
6. *Return on net worth is calculated as Net profit after tax, as restated, attributable to the owners of the Company for the year/ period divided by Average Net worth. Average net worth means the average of the aggregate value of the paid-up share capital and reserves and surplus of the current and previous financial year and adding share pending for allotment pursuant to merger.*
7. *Return on capital employed calculated as Earnings before interest and taxes divided by capital employed (capital employed calculated as value of total assets reduced by total current liabilities, total non-current liabilities, Intangible assets and Long term borrowing and Short term borrowing has to be added).*
8. *Debt- equity ratio is calculated by dividing total debt by total equity. Total debt represents long term and short-term borrowings. Total equity is the sum of equity share capital, reserves and surplus*
9. *Days Working Capital is arrived at by dividing working capital (current assets excluding cash and cash equivalents less current liabilities excluding short term borrowings) by revenue from operations multiplied by the number of days in the period/ year.*

Weighted average cost of acquisition, Floor Price and Cap Price

1. **Price per share of our Company (as adjusted for corporate actions, including split, bonus issuances) based on primary issuances of Equity Shares or convertible securities (excluding Equity Shares issued under Employee Stock Option Plans and issuance of Equity Shares pursuant to a bonus issue) during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Primary Issuances")**

S. No.	Name of the acquirer/shareholder	Date of acquisition of Equity Shares	Number of Equity Shares acquired	Price of acquisition of Equity Shares (in ₹)	Total Cost (in ₹)
Promoter					
1.	Rahul Mangal	May 10, 2024	9,00,000	10	90,00,000

S. No.	Name of the acquirer/shareholder	Date of acquisition of Equity Shares	Number of Equity Shares acquired	Price of acquisition of Equity Shares (in ₹)	Total Cost (in ₹)
2.	Ashish Mangal	May 10, 2024	30,00,000	10	3,00,00,000
3.	Aniketa Mangal	May 10, 2024	21,00,000	10	2,10,00,000
	Total		**60,00,000**		**6,00,00,000**
	Weighted Average Cost of Acquisition				**10**

Notes:
As per the NCLT Order, consideration of shares in Mangal Electrical Industries Limited were issued at face value of Rs. 10/- each to the erstwhile shareholders of Dynamic Powertech Private Limited. As per the order and valuation report, 12 (Twelve) Equity Shares of Rs. 10 /- each fully paid up of Mangal Electrical Industries Private Limited for every 1 (One) Equity Share of Rs. 10/- each fully paid up of Dynamic Powertech Private Limited was issued to the shareholders of Dynamic Powertech Private Limited.

2. **Price per share of the Company (as adjusted for corporate actions, including bonus issuances) based on secondary sale or acquisition of equity shares or convertible securities (excluding gifts) involving any of the Selling Shareholders or other Shareholders of the Company with rights to nominate directors during the 18 months preceding the date of filing of this DRHP/ RHP, where the 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-Issue capital before such transaction/s and excluding ESOPs granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Secondary Transactions")**

   NIL.

   If there are no such transactions to report under 1 and 2 above, the following are the details of the price per share of our Company basis the last five primary or secondary transactions (secondary transactions where Selling Shareholders or other shareholders with the right to nominate directors on our Board, are a party to the transaction), not older than three years prior to the date of filing of this Draft Red Herring Prospectus irrespective of the size of transactions

   NA.

3. **The Floor Price is [●] times and the Cap Price is [●] times the weighted average cost of acquisition at which the Equity Shares were issued by our Company or sold by our Selling Shareholders or other shareholders with the right to nominate directors on our Board are disclosed below:**

Past transactions	Weighted average cost of acquisition per Equity Share (₹)#	Floor Price (₹)*	Cap Price (₹)*
Weighted average cost of acquisition of Primary Issuances	10	[●]	[●]
Weighted average cost of acquisition of Secondary Transactions	10	[●] times	[●] times

* *To be updated at the Prospectus stage.*
\# *As certified by Kuldeep Kumar Gupta & Co, Chartered Accountants, pursuant to their certificate dated December 24, 2024.*

4. **Detailed explanation for Issue Price/ Cap Price being [●] times of WACA of primary issuances /secondary transactions of Equity Shares (as disclosed above) along with our Company's KPIs and financial ratios for six months ended September 30, 2024 and the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022**

   [●]*

* *To be included on finalisation of Price Band.*

5. **Explanation for the Issue Price/Cap Price, being [●] times of WACA of primary issuances/secondary transactions of Equity Shares (as disclosed in point 3 above) in view of the external factors which may have influenced the pricing of the Issue.**

   [●]*

   **To be included on finalisation of Price Band.*

Investors should read the above-mentioned information along with "*Risk Factors*", "*Our Business*" and "*Restated Financial Information*" on pages 26, 196 and 262, respectively, to have a more informed view. The trading price of the Equity Shares of our Company could decline due to the factors mentioned in "*Risk Factors*" on page 26 and you may lose all or part of your investments

[Remainder of this page intentionally kept blank]

STATEMENT OF SPECIAL TAX BENEFITS

To,
The Board of Directors
Mangal Electrical Industries Limited
(Formerly known as Mangal Electrical Industries Private Limited)
C-61 (A), Road No. 1-C, V. K. I. Area,
Jaipur, Rajasthan – 302013,

and

Systematix Corporate Services Limited
The Capital, A-Wing, No. 603–606,
6th Floor, Plot No. C-70, G Block,
Bandra Kurla Complex, Bandra (East),
Mumbai, Maharashtra – 400 051,
(name of lead manager referred to as the **"Book Running Lead Manager"**)

Dear Sir(s),

Re.: Certificate on Statement of Tax Benefits

Sub: Proposed initial public offering of equity shares of ₹ 10/- each (the "Equity Shares") of Mangal Electrical Industries Limited (Formerly Known as Mangal Electrical Industries Private Limited) (the "Company" and such offering, the "Issue")

1. We, A. Bafna & Co., Chartered Accountants, Firm Registration Number: 003660C (hereinafter referred as "Statutory Auditors") of the company, have issued this certificate in terms of our engagement letter dated 2nd September 2024, hereby confirm the enclosed statement ("Statement") in the Annexure prepared and issued by the Company, which provides the possible special tax benefits under Income-tax Act, 1961 ('Act') presently in force in India viz. the Income-tax Act, 1961, ('Act'), the Income-tax Rules, 1962, ('Rules'), regulations, circulars and notifications issued thereon, as applicable to the assessment year 2025-26 relevant to the financial year 2024-25, possible special tax benefits under the Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017 and applicable State Goods and Services Tax Act, 2017 ("GST Acts"), the Customs Act, 1962 ("Customs Act") and the Customs Tariff Act, 1975 ("Tariff Act"), as amended by the Finance Act 2024 including the relevant rules, notifications and circulars issued there under, applicable for the Financial Year ("FY") 2024-25 relevant to the Assessment Year ("AY") 2025-26 presently in force in India for inclusion in the Draft Red Herring Prospectus("DRHP"), Red Herring Prospectus and the Prospectus (collectively, the " Offer Documents") for the proposed initial, available to the Company and its shareholders. Several of these benefits are dependent on the Company and its shareholders, as the case may be, fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company and its shareholders to derive the special tax benefits is dependent upon their fulfilling such conditions, which based on business imperatives the Company and its shareholders face in the future, the Company and its shareholders may or may not choose to fulfil.

2. This statement of possible special tax benefits is required as per Schedule VI (Part A)(9)(L) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("SEBI ICDR Regulations"). While the term 'special tax benefits' has not been defined under the SEBI ICDR Regulations, it is assumed that with respect to special tax benefits available to the Company, the same would include those benefits as enumerated in the statement. Any benefits under the Taxation Laws other than those specified in the statement are considered to be general tax benefits and therefore not covered within the ambit of this statement. Further, any benefits available under any other laws within or outside India, except for those specifically mentioned in the statement, have not been examined and covered by this statement.

3. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes.

4. The benefits discussed in the enclosed Statement cover the possible special tax benefits available to the Company and its shareholders and do not cover any general tax benefits available to them.

5. In respect of non-residents, the tax rates and the consequent taxation shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile.

   Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the statute. Hence, the ability of the Company or its shareholders to derive the stated special tax benefits is dependent upon their fulfilling such conditions, which based on business imperatives the Company faces in the future, the Company may or may not choose to fulfill.

6. The benefits discussed in the enclosed annexure are not exhaustive. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Issue. Neither are we suggesting nor advising the investor to invest money based on this statement.

7. We do not express any opinion or provide any assurance as to whether:
   a. the Company or its shareholders will continue to obtain these benefits in future; or
   b. the conditions prescribed for availing the benefits have been/would be met with.
   c. The revenue authorities/courts will concur with the views expressed herein.

8. The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

9. The benefits discussed in the enclosed statement are not exhaustive nor are they conclusive. The contents stated in the annexure are based on the information, explanations and representations obtained from the Company.

10. We hereby give consent to include this statement of tax benefits in the Draft Red Herring Prospectus and submission of this certificate as may be necessary, to the NSE and BSE where the Equity Shares are proposed to be listed ("**Stock Exchange**") and the Registrar of Companies, Jaipur ("**RoC"**), SEBI or any regulatory authority and/or for the records to be maintained by the BRLM in connection with the Issue and in accordance with applicable law.

11. Terms capitalized and not defined herein shall have the same meaning as ascribed to them in the Issue Documents.

12. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement

Your sincerely,

For A Bafna & Co.
Chartered Accountants
FRN – 003660C

Vivek Gupta

(Partner)
M. No. – 400543
UDIN – 24400543BKCYAN3687
Date – December 24, 2024
Place – Jaipur

Annexure A

STATEMENT OF TAX BENEFITS TO COMPANY AND ITS SHAREHOLDERS

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

Outlined below are the Possible Special Tax Benefits available to the Company, its shareholders under the Tax Laws.

I. TAXABILITY UNDER THE INCOME-TAX ACT, 1961 (HEREINAFTER REFERRED TO AS 'THE ACT')

1. Special tax benefits available to the Company

There are no special tax benefits available to the Company under the Tax Laws.

2. General tax benefits available to the Company

The following benefits are available to the Company after fulfilling conditions as per the applicable provisions of the Act:

a) Benefit of lower rate of tax under Section 115BAA of the Act and corresponding benefit under Minimum Alternative Tax ('MAT') provisions under section 115JB of the Act

Section 115BAA has been inserted in the Act by the Finance Act, w.e.f. FY 2019-20 (AY 2020-21), which grants an option to all domestic companies to compute corporate tax at a reduced rate of 25.168% (22% plus surcharge of 10% and cess of 4%). The said benefit is available subject to the condition that the Company does not claim the deductions/incentives as specified in subclause 2(i) of section 115BAA of the Act. In case a company opts for section 115BAA of the Act, provisions of MAT under section 115JB of the Act would not be applicable and MAT credit of the earlier year(s) will not be available for set-off.
The option needs to be exercised on or before the due date of filing the tax return of a specific year. Option once exercised, cannot be subsequently withdrawn for the same or any other tax year. The Company has opted for the lower tax regime under section 115BAA from FY 2019-20.

b) Deduction for additional employee cost

As per the provisions of section 80JJAA of the Act, the Company is entitled to claim deduction of an amount equal to thirty percent of additional employee cost (relating to specified category of employees) incurred in the course of business in the previous year, for three assessment years including the assessment year relevant to the previous year in which such employment is provided. The eligibility to claim the deduction is subject to fulfilment of conditions prescribed in the Act.

c) Taxation on dividend income

According to the Finance Act, 2020 any income by way of dividends or income from equity shares are now taxable in the hands of shareholder at the applicable rate and the domestic company or specified company are not required to pay any dividend distribution tax ("DDT") w.e.f. 01.04.2020.

d) Section 35D

As per the provisions of Section 35D of the Act, the Company may be entitled to amortize preliminary expenditure, being specific expenditure incurred in connection with the issue for public subscription or being other expenditure as prescribed under this Section. This is subject to the specified limit under the Act i.e., 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

3. Special tax benefits available to the Shareholders

There are no special tax benefits available to the shareholders under the Tax Laws. However, such shareholders shall be liable to concessional tax rates on certain incomes under the extant provisions of the Act.

4. General tax benefits available to the Shareholders

a) Dividend income earned by the shareholders would be taxable in their hands at the applicable rates. However, in case of domestic corporate shareholders, deduction under section 80M of the Act (as discussed above) would be available on fulfilling the conditions.
b) As per section 112A of the Act, long-term capital gains arising from transfer of an equity share shall be taxed at 12.5% in respect of transfers on or after 23 July 2024 after considering basic exemption of INR 125,000.
c) As per section 111A of the Act, short term capital gains arising from transfer of an equity share shall be taxed at 20% plus applicable surcharge and cess subject to fulfillment of prescribed conditions under the Act.
d) In respect of non-resident shareholders, the tax rates and the consequent taxation shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the relevant country subject to entitlement.

NOTES:

1. The above is as per the current Tax Laws.
2. The above Statement of possible special tax benefits sets out the provisions of Tax Laws in a summary manner only and is not a complete analysis or listing of all the existing and potential tax consequences of the purchase, ownership and disposal of equity shares of the Company.
3. This Statement does not discuss any tax consequences in any country outside India of an investment in the equity shares of the Company. The shareholders / investors in any country outside India are advised to consult their own professional advisors regarding possible income tax consequences that apply to them under the laws of such jurisdiction.

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

Initialled for Identification Purposes
For A Bafna & Co,
Chartered Accountants
Firm's Registration No.: 003660C

Sd/-
Vivek Gupta
Partner
Membership No. 400543
Place: Jaipur
Date: December 24, 2024

Certified to be True & Correct
For and on behalf of the Board of Directors of
Mangal Electrical Industries Limited

Sd/-
Rahul Mangal
Director
(DIN No: 01591411)

Sd/-
Ashish Mangal
Director
(DIN No: 00432213)

Sd/-
Balvinder Singh Guleri
Company Secretary
(M. No: A44874)
Place: Jaipur

Sd/-
Pawan Mendiratta
Chief Financial Officer

II. TAXABILITY UNDER THE INDIRECT TAXATION

Based on the various documents and the evidences produced before us and discussion with the Management, we would like to certify that the Company and its material subsidiary are not availing any special tax benefit or exemption from tax which is contingent upon fulfilment of conditions nor any other similar special tax benefits, other than stated below:

1. Special tax benefits available to the Company

There are no special tax benefits available to the Company under the Tax Laws.

Under Goods and Services Tax Act (the Act):

i) Goods and Services Tax (GST) is a destination-based tax which is levied on supply of goods or services. Brief framework is as below –
   a) A taxable supply includes all forms of supply of goods or services or both such as sale, transfer, barter, exchange, license, rental, lease or disposal made or agreed to be made for a consideration in the course or furtherance of business. Such supply is chargeable to tax at applicable rates with the standard rate being 18%.
   b) GST is not chargeable on exempt supplies. Exempt supplies are those which either attract NIL tax rate or have been made exempt by way of notification. Taxpayers are not entitled to claim Input Tax Credit on exempt supplies.
   c) Exports of goods or services are zero-rated supplies. As per Section 2(6) of the IGST Act, the services shall qualify as 'export of services' when:
      i. the supplier of service is located in India;
      ii. the recipient of service is located outside India;
      iii. the place of supply of service is outside India;
      iv. the payment for such service has been received by the supplier of service in convertible foreign exchange or in Indian rupees wherever permitted by the Reserve Bank of India; and
      v. the supplier of service and the recipient of service are not merely establishments of a distinct person in accordance with Explanation 1 in section 8.

      Further, the exporter has the option to –
      a. supply goods or services under bond or Letter of Undertaking (LUT) without payment of tax and claim refund of unutilized ITC; or
      b. supply goods or services on payment of tax and claim refund of such tax paid.

Under Custom Act (the Act) (Related to one unit of the company located in SEZ) :

i) As per Notification 64/2017-Customs dated 5th July, 2017, subject to conditions prescribed, any supply to an SEZ unit is exempt from the levy of Integrated Goods and Service Tax Act, 2017.
ii) As per Section 26 of the SEZ Act, 2005, subject to conditions prescribed under the Act, import of goods by Units in SEZ is exempted from any duty of customs leviable under Customs Act, 1962 or the Customs Tariff Act, 1975.

NOTES:

1. The above is as per the Tax Laws as on date.
2. The above Statement of possible special tax benefits sets out the provisions of Tax Laws in a summary manner only and is not a complete analysis or listing of all the existing and potential tax consequences of the purchase, ownership and disposal of equity shares of the Company.
3. This Statement does not discuss any tax consequences in any country outside India of an investment in the equity shares of the Company. The shareholders / investors in any country outside India are advised to consult their own professional advisors regarding possible income tax consequences that apply to them under the laws of such jurisdiction.

No assurance is given that the revenue authorities/courts will concur with the views expressed herein.

Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We do not assume responsibility to update the views consequent to such changes.

Initialled for Identification Purposes	**Certified to be True & Correct**
For A Bafna & Co,	**For and on behalf of the Board of Directors of**
Chartered Accountants	**Mangal Electrical Industries Limited**

Firm's Registration No.: 003660C

Sd/-
Vivek Gupta
Partner
Membership No. 400543
Place: Jaipur
Date: December 24, 2024

Sd/-
Rahul Mangal
Director
(DIN No: 01591411)

Sd/-
Ashish Mangal
Director
(DIN No: 00432213)

Sd/-
Balvinder Singh Guleri
Company Secretary
(M. No: A44874)

Sd/-
Pawan Mendiratta
Chief Financial Officer
Place – Jaipur

SECTION IV: ABOUT OUR COMPANY

INDUSTRY OVERVIEW

*Unless otherwise indicated, industry and market data used in this section has been derived from industry publications, in particular, the report titled "Industry Report on Power T&D and Transformer Components" dated December 12, 2024 (the "**D&B Report**") prepared and issued by Dun & Bradstreet Information Services India Private Limited ("D&B India"), appointed by us and exclusively commissioned and paid for by us in connection with the Issue. A copy of the D&B Report is available on the website of our Company at www.mangals.com/industry-report/.*

The data included herein includes excerpts from the D&B Report and may have been reordered by us for the purposes of presentation. D&B India is an independent agency and is not related to the Company, its Directors, Promoters or BRLM. There are no parts, data or information relevant for the proposed Issue, that has been left out or changed in any manner.

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 - Certain sections of this Draft Red Herring Prospectus contain information from D&B Report, which has been commissioned and paid for by our Company and any reliance on such information for making an investment decision in the Issue is subject to inherent risks" on page 44.

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, D&B India 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.

Global Macroeconomic Scenario

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

While China, the largest manufacturing hub of world, was facing a crisis in the real estate sector and prices of properties were declining between 2020 - 2023, with the reopening of the economy, consumer demand is picking up again. The Chinese authorities have taken a variety of measures, including additional monetary easing, tax relief for corporates, and new vaccination targets for the elderly. The Chinese Government took several steps to help the real estate sector including cracking down on debt-ridden developers, announcing stimulus for the sector and measures to encourage the completion and delivery of unfinished real estate projects. The sector is now witnessing investments from developers and demand from buyers.

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

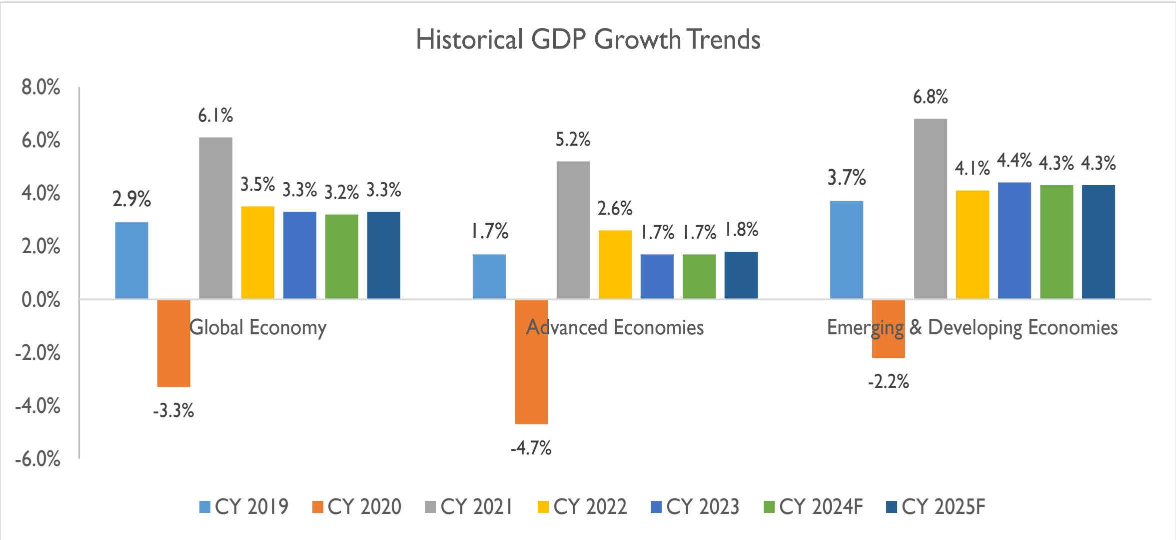
Global GDP Growth Scenario

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

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

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

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

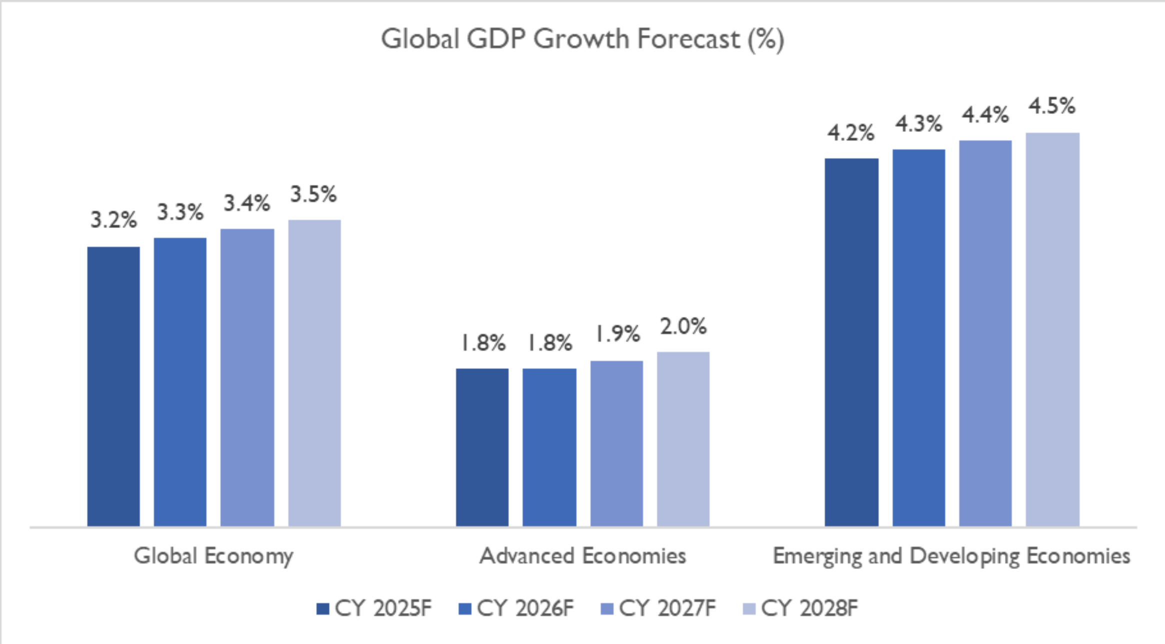


Source – IMF Global GDP Forecast Release July 2024

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

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

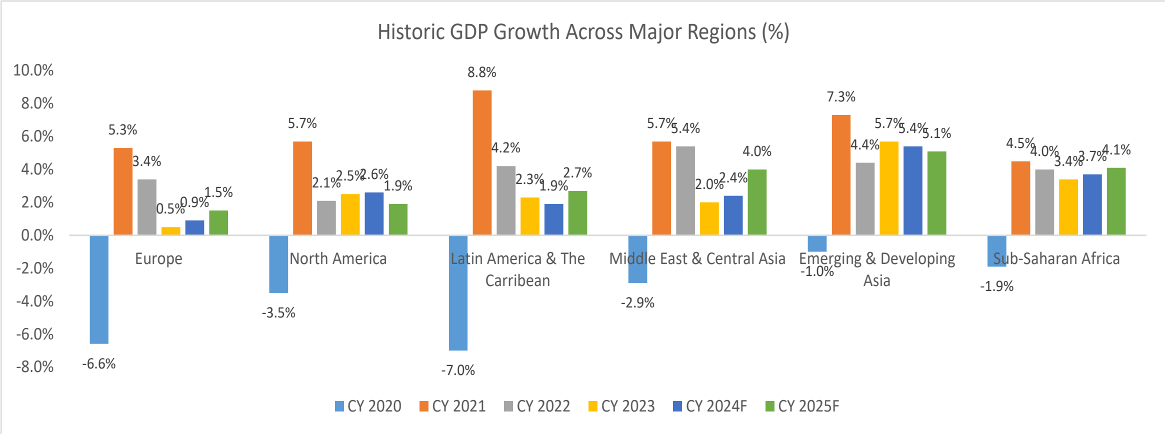
Slowed growth in developed economies will affect the GDP growth in CY 2024 and global GDP is expected to record a flat growth of 3.2% in CY 2024. The crisis in the housing sector, bank lending, and industrial sectors are affecting the growth of global GDP. Inflation forced central banks to adopt tight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



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

GDP Growth Across Major Regions

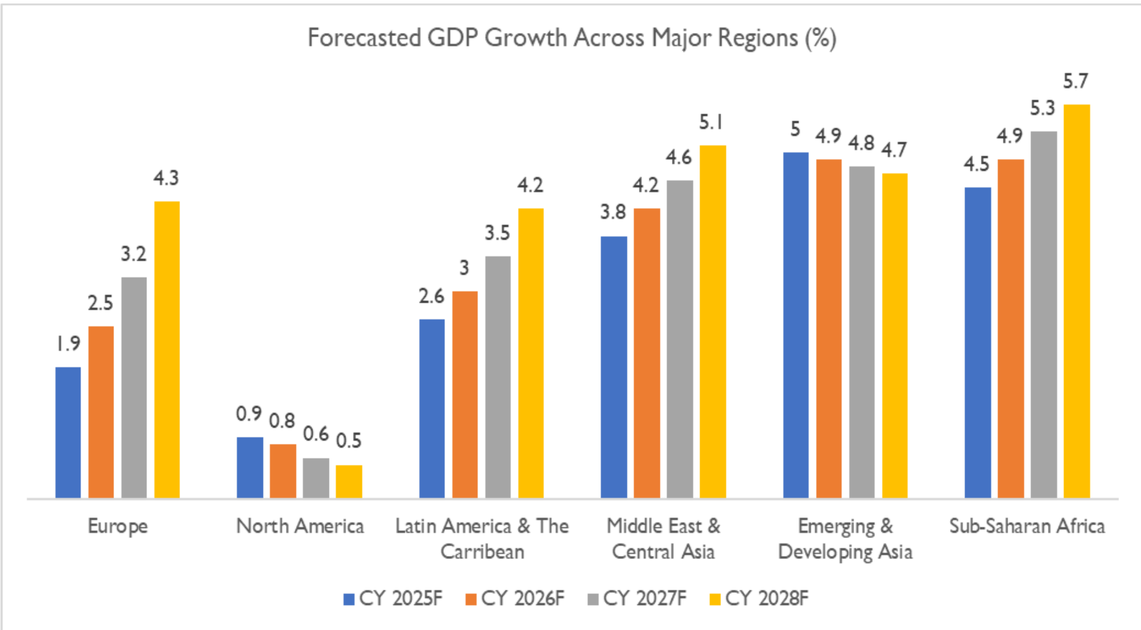
GDP growth of major regions including Europe, Latin America & The Caribbean, Middle East & Central Asia, and Sub-Saharan Africa, were showing signs of slow growth and recession between 2020 – 2023, but leaving Latin America & The Caribbean, 2024 is expected to show resilience and growth. Meanwhile, GDP growth in Emerging and Developing Asia (India, China, Indonesia, Malaysia etc.) is expected to decrease from 5.4% in CY 2023 to 5.2% in CY 2024, while in the United States, it is expected to decrease from 2.5% in CY 2023 to 2.1% in CY 2024.



Source-IMF World Economic Outlook July 2024 update

Except for Emerging and Developing Asia, Latin America & The Caribbean and the United States, all other regions are expected to record an increase in GDP growth rate in CY 2024 as compared to CY 2023. GDP growth in Latin America & The Caribbean is expected to decline due to negative growth in Argentina. Further, growth in the United States is expected to come down at 2.1% in CY 2024 due to lagged effects of monetary policy tightening, gradual fiscal tightening, and a softening in labour markets slowing aggregate demand.

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



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

Global Economic Outlook

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

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

Growth in the Chinese Mainland has held up well so far this year despite challenges from the property market amid ongoing rebalancing, and the export cycle is supporting growth in the rest of Asia. In Latin America, larger economies, such as Brazil and Mexico, tend to be performing more moderately than smaller economies, such as Chile and Peru, indicating slower regional growth overall.

Globally, industrial production has been relatively sluggish because of restrictive trade policies, persistent supply chain disruptions, high interest rates, and anemic growth. We expect industrial production to gather steam later this year and into 2025 on the back of a gradual recovery in global trade, stimulated by stronger domestic demand for goods.

Policy responses have diverged so far this year and are set to remain so in the near term. Central banks have begun rate cutting cycles in several developed economies, including the Eurozone, Canada, Sweden, and Switzerland. However not every economy has followed suit. Disinflation has not been as predictable as it was in 2023, and underlying price pressures mean inflation is likely to remain bumpy this year – hence, policy will remain more restrictive than was anticipated at the start of the year. With relatively stronger economic growth and stickier inflation, the timing of the first interest rate cut by the U.S. Federal Reserve (the Fed) and the onward path of interest rates remains ambiguous.

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

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

1. India Macroeconomic Analysis
2. GDP Growth Scenario

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

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

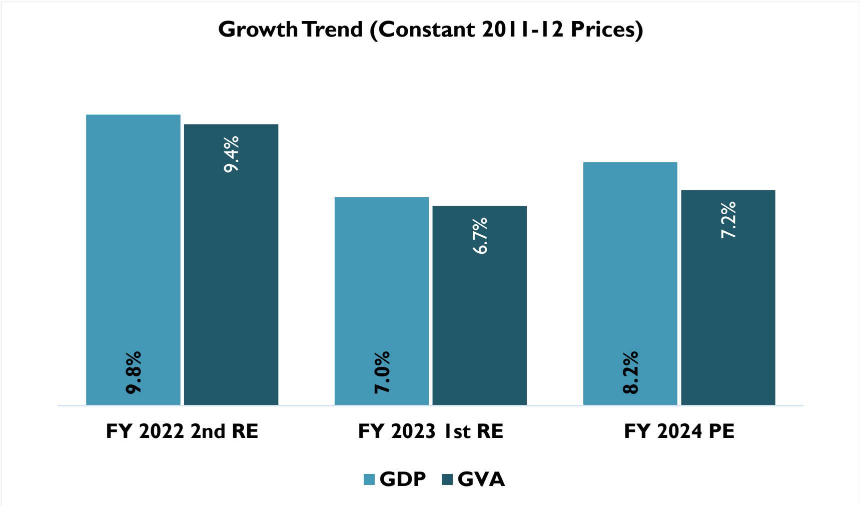
Source: World Economic Outlook, July 2024
Countries considered include - Largest Developed Economies and BRICS (Brazil, Russia, India, China, and South)
Countries have been arranged in descending order of GDP growth in 2023).

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

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

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

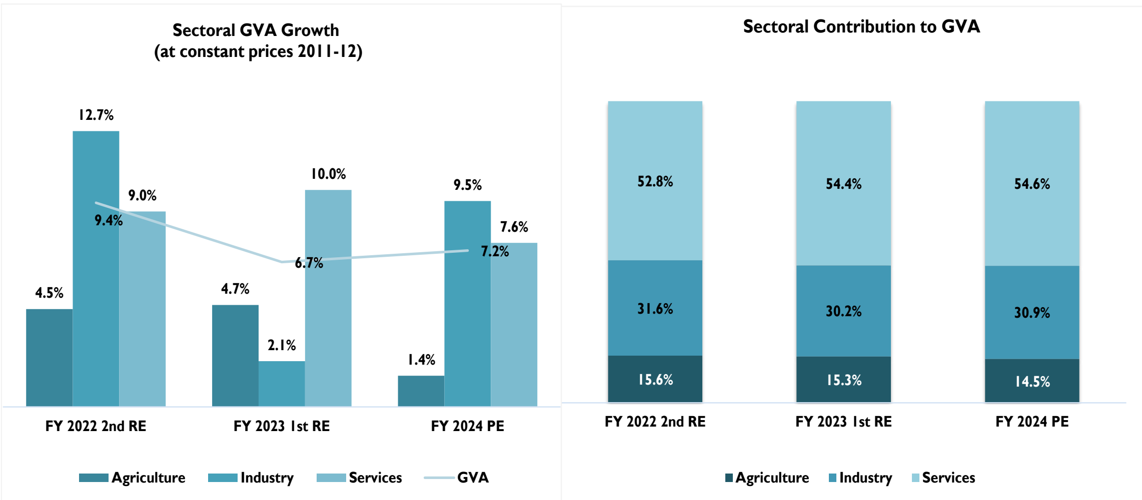
As per the provisional estimates 2023-24, India's GDP in FY 2024 grew by 8.2% compared to 7.0% in the previous fiscal on the back of solid performances in manufacturing, mining, and construction sectors. The year-on-year increase in growth rate is also partly due to by a strong growth in investment demand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



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

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

Sectoral Contribution to GVA and annual growth trend



Source: Ministry of Statistics & Programme Implementation (MOSPI)

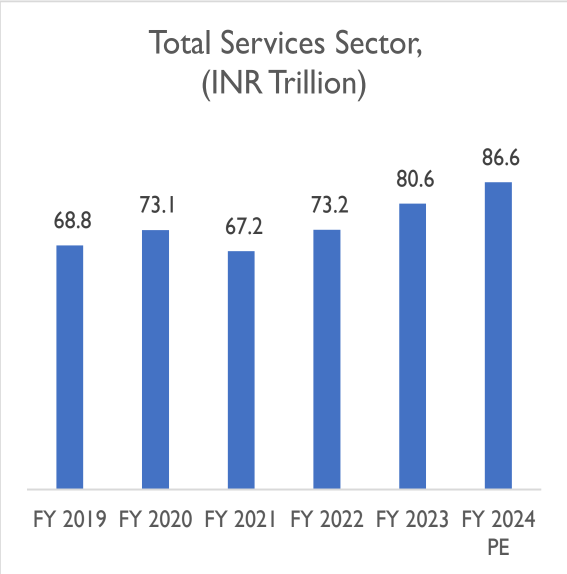
Sectoral analysis of GVA reveals industrial sector recovered sharply registering 9.5% y-o-y increase in FY 2024 against 2.1% in the previous fiscal. In the industrial sector, growth across major economic activity such as mining, manufacturing and construction sector rose significantly and it registered a growth of 7.1%, 9.9%

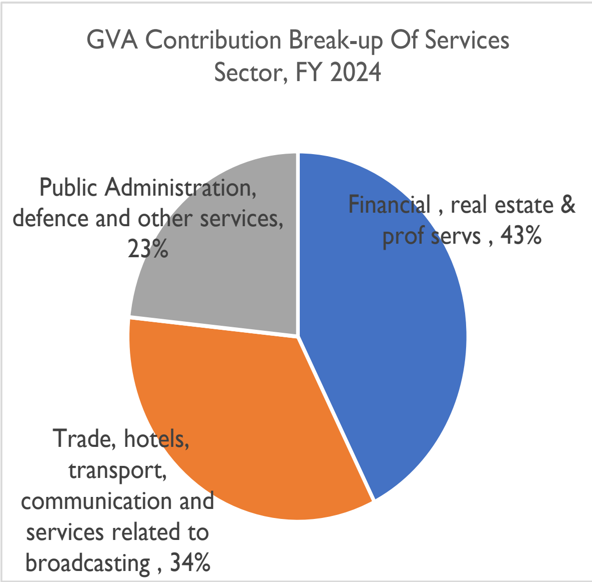
and 9.9% in FY 2024 against a y-o-y change of 1.9%, -2.20%, and 9.44% in FY 2023, respectively. Utilities sector observed a marginal moderation in y-o-y growth to 7.5% against 9.44% in the previous years.

Talking about the services sector's performance, with major relaxation in covid restriction, progress on COVID-19 vaccination and living with virus attitude, business in the service sector gradually returned to normalcy in FY 2023. Economic recovery was supported by the service sector as individual mobility returned to the pre-pandemic level. The trade, hotel, transport, communication, and broadcasting segment continued to strengthen in FY 2023 and grow in FY 2024, although the growth hasn't shown substantial increases. In FY 2024, services sector grew by 7.6% against 10% y-o-y growth in the previous year.

Expansion in Service Sector

Services sector is a major contributor to the country's overall economic growth. In absolute terms, services sector GVA has increased from INR 68.78 trillion in FY 2019 to INR 86.6 trillion in FY 2024 (as per the provisional estimated), registering a CAGR of nearly 5%. Within Services sector, the GVA by financial, real estate and professional services-the largest contributing segment observed 6.3% CAGR while Public Administration, defence and other services1 observed 4.5% CAGR and Trade, hotels, transport, communication, and services related to broadcasting witnessed 3.1% CAGR between FY 2019-24.





Sources: MOSPI, CMIE Economic Outlook and Dun & Bradstreet Research Estimates2F[2]

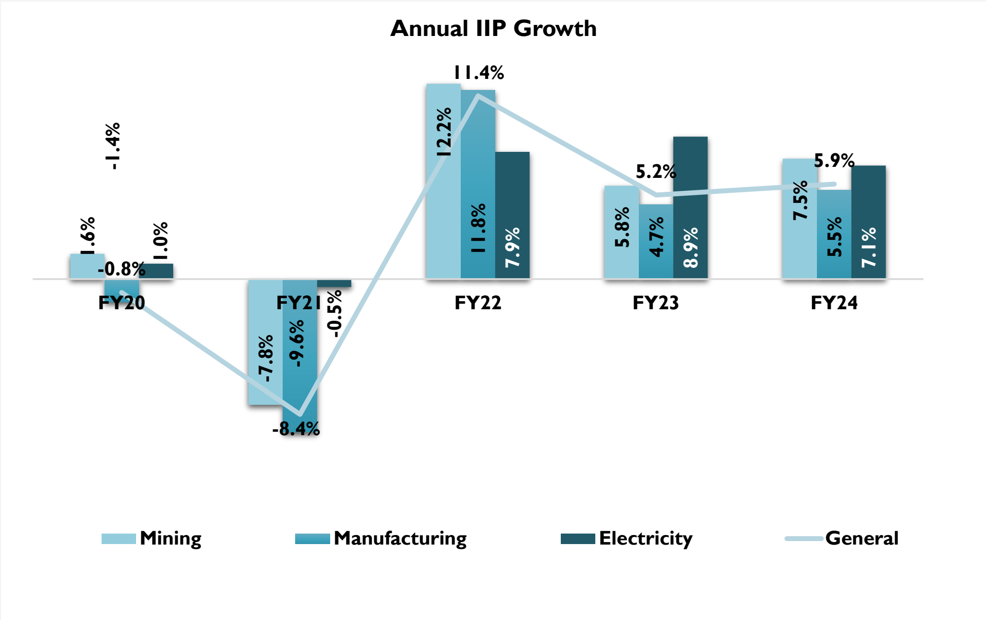
India's HSBC Services Purchasing Managers' Index**,** an important indicator to track service sector performance, measured 60.3 in July 2024 against 60.5 in the previous month. Since August 2021, the services sector has consistently remained above the threshold of 50, which distinguishes growth from contraction.

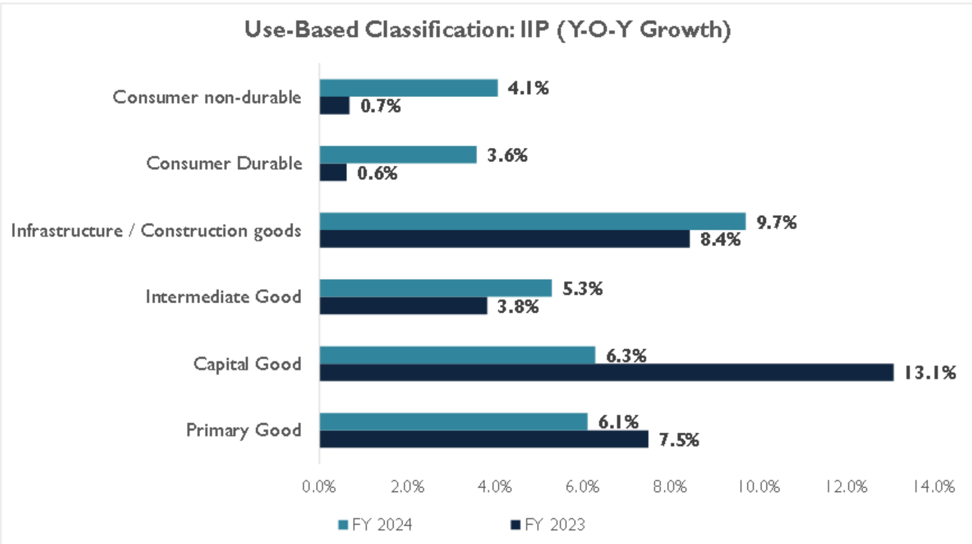
IIP Growth

Industrial sector performance as measured by IIP index; in FY 2024 it is growing at 5.9% (against 5.2% in FY 2023). Previously IIP index exhibited temporary recovery in FY 2022 from the low of Covid induced slowdown in industrial growth during FY 2020 and FY 2021. Manufacturing index, with 77.6% weightage in

[1] Other services include Education, Health, Recreation, and other personal services.
[2] Projection as Based on CMIE Growth rate till FY 2029 and FY 2030 is based on Dun & Bradstreet assumption.

overall index, grew by 5.5% in FY 2023 against 4.7% y-o-y growth in FY 2022 while mining sector index too grew by 7.5% against 5.8% in the previous years. Mining & manufacturing both shown improvement according to previous except the Electricity sector Index, witnessed an improvement of 7.1% against 8.9% in the previous year.

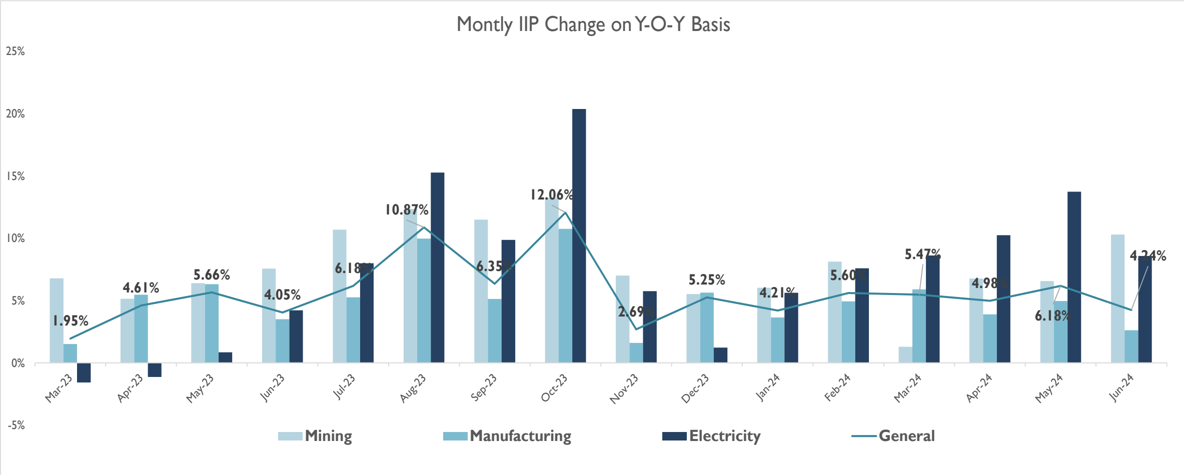




Source: Ministry of Statistics & Programme Implementation (MOSPI)

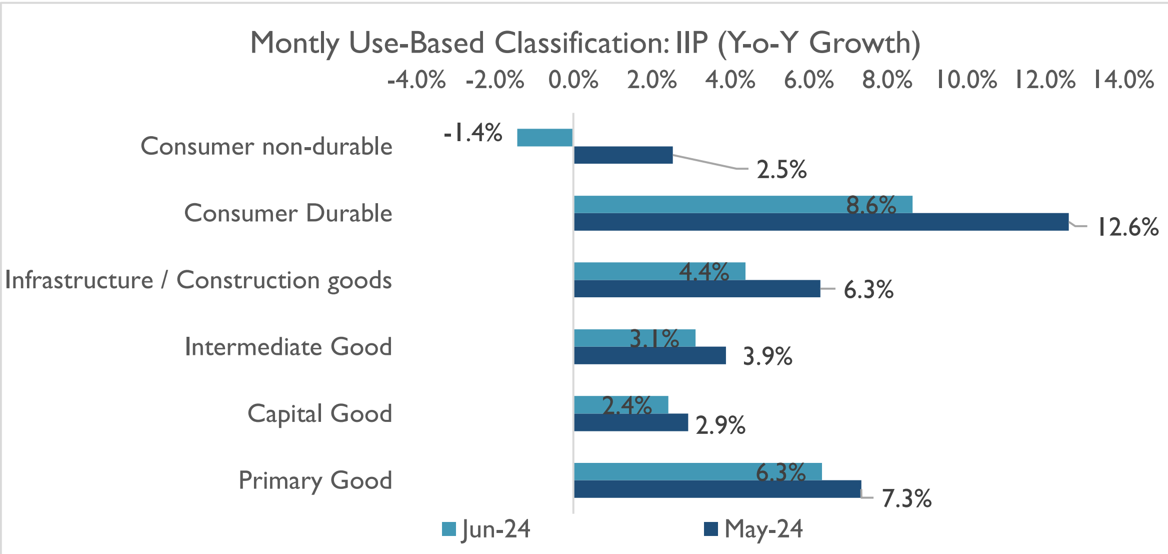
As per the use-based classification, most of the segments has shown growth for FY 2024 as compared to FY 2023. Capital good and primary goods were segments which faced less growth as compared to previous year. The contracting IIP data points towards adverse operating business climate as global headwinds, high inflation, and monetary tightening cumulatively impacted the broader industrial sector performance. In contrast all the segments except the above two have shown growth.

Monthly IIP Growth Trend



Source: Ministry of Statistics & Programme Implementation (MOSPI)

In the current fiscal FY 2025, the monthly IIP measured index has reported steady improvement over the last fiscal. However, the IIP index slowed to a 5-month low and just grew by 4.24% y-o-y in June against 6.18% in the previous month on the back of slowing growth in the manufacturing section. In June 2024, the manufacturing index growth slowed to 2.6% against 6.3% y-o-y growth in June 2023 and 5% in May 2023 while the electricity sector index and mining index exhibited substantial improvement and they grew by 8.6% and 10.3% in June 2024 against 0.9% and 6.4% growth in April 2023, respectively.

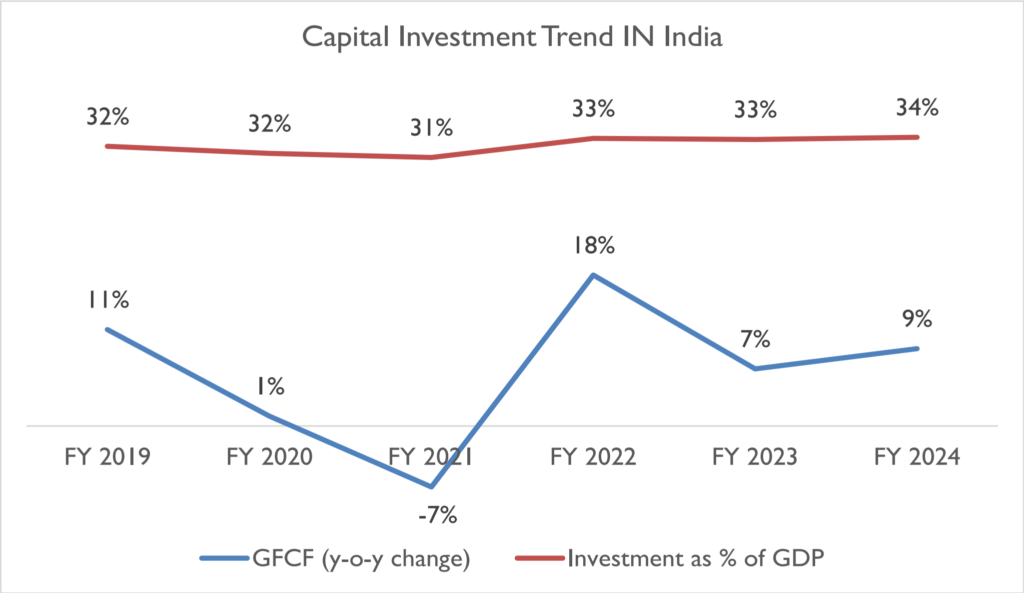


Sources: MOSPI

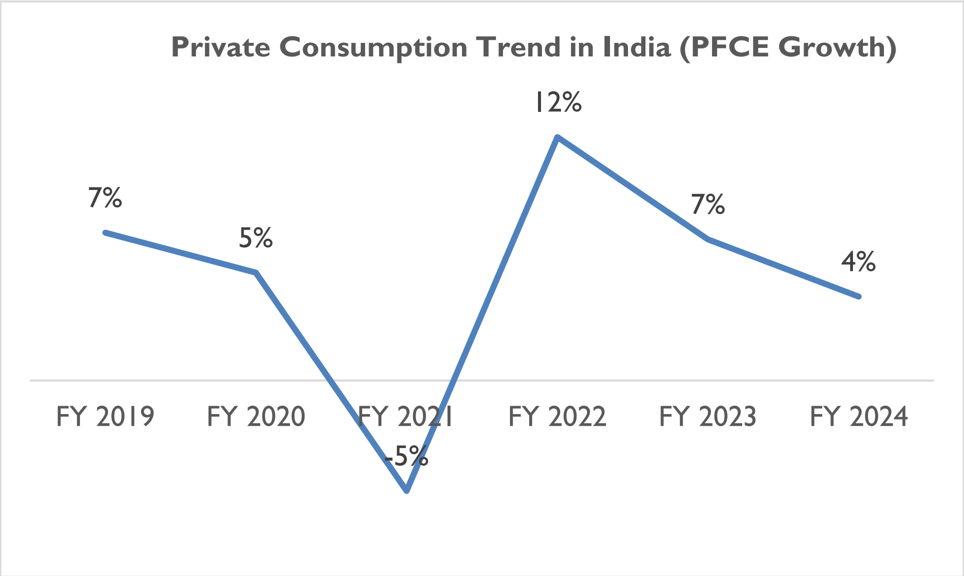
As per the use-based classification, growth in all segments slowed in June 2024 as compared to the previous month. Consumer non-durable declined by 1.4% in June 2024 against 2.5% increase in the previous month. In May 2024, all segments showed a substantial increase in growth.

Investment & Consumption Scenario

Other major indicators such as Gross fixed capital formation (GFCF), a measure of investments, gained strength during FY 2024 as it grew by 9% on a y-o-y basis against 7% yearly growth in the previous fiscal, while GFCF to GDP ratio measured an all-time high settled higher at 34%.



Sources: MOSPI

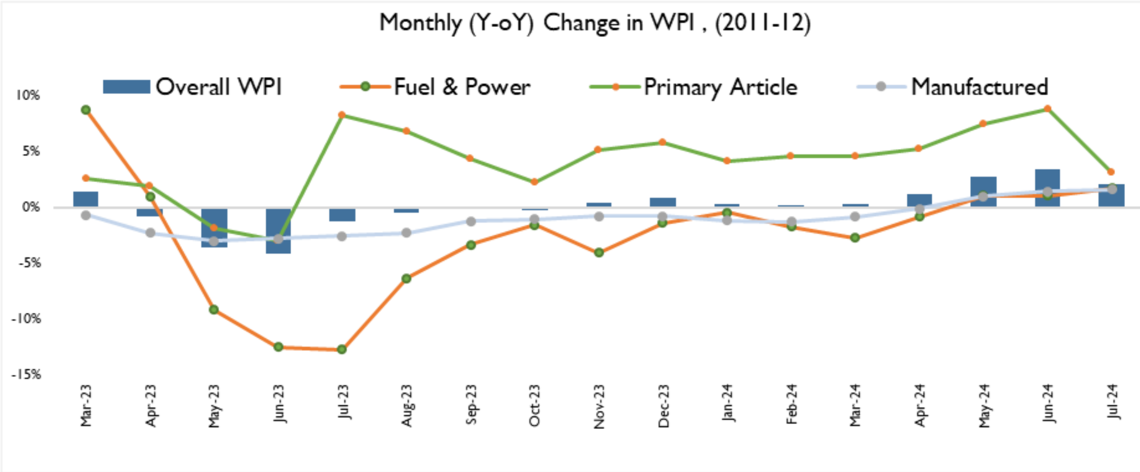


Sources: MOSPI

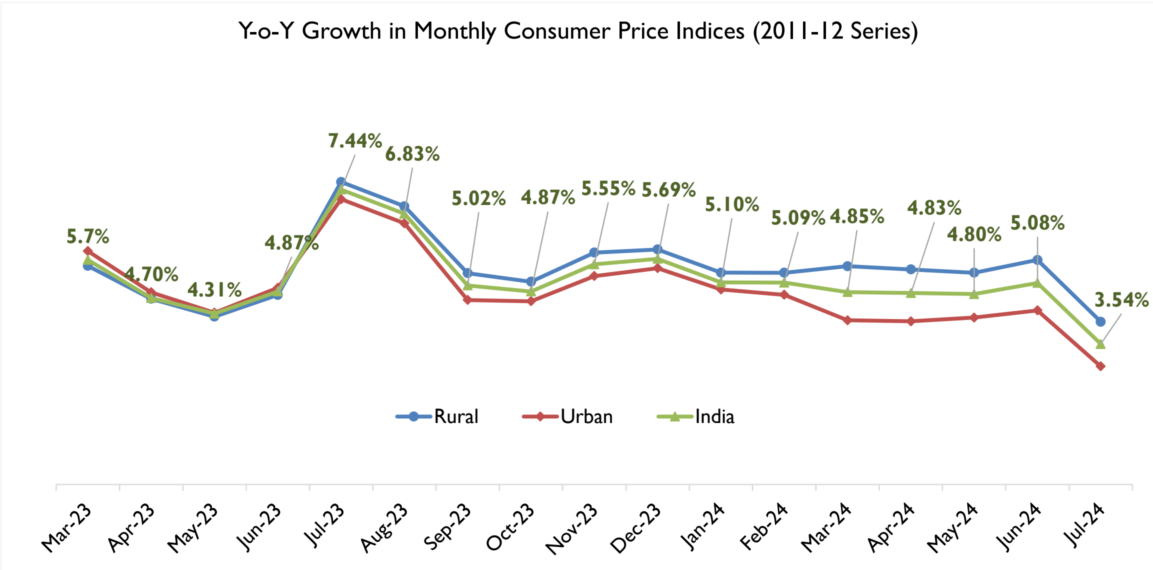
Private Final Expenditure (PFCE) a realistic proxy to gauge household spending, observed decelerated and registered 4% y-o-y growth in FY 2024 against 7% in FY 2023.

Inflation Scenario

The inflation rate based on India's Wholesale Price Index (WPI) exhibited significant fluctuations across different sectors from March 2023 to July 2024. Overall WPI saw a sharp decline to -1.2% in July 2023, primarily driven by steep drops in Fuel & Power and Manufactured Products, reflecting reduced global demand and falling input costs. However, a recovery was noted by June 2024, with WPI reaching 3.4%, supported by a strong rise in Primary Articles and a rebound in Fuel & Power prices. By July 2024, while Primary Articles growth moderated to 3.1%, the WPI remained positive at 2.0%, indicating stabilization in the market after earlier volatility.



Source: MOSPI, Office of Economic Advisor.



Source: CMIE Economic Outlook

Retail inflation rate (as measured by the Consumer Price Index) in India showed notable fluctuations between March 2023 and July 2024. Rural CPI inflation peaked at 7.63% in July 2023, before declining to 4.10% in July 2024. Urban CPI inflation followed a similar trend, rising to 7.20% in July 2023 and then dropping to 2.98% in July 2024. Overall, the national CPI inflation rate increased to 7.44% in July 2023 but moderated to 3.54% by July 2024, indicating a gradual easing of inflationary pressures across both rural and urban areas over the period. CPI measured below 6% tolerance limit of the central bank since September 2023. As a part of an anti-inflationary measure, the RBI has hiked the repo rate by 250 bps since May 2022 to the current 6.5% while it has been holding the rate at 6.5% since 8 Feb 2023.

India's Growth Outlook

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

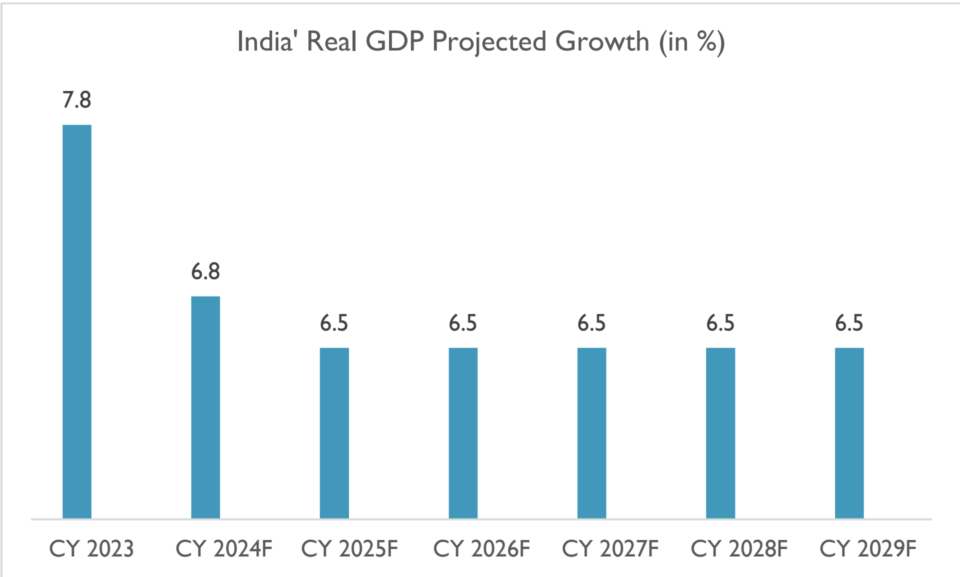
In terms of trade, India's recent agreements, particularly with the European Free Trade Association (EFTA) and Oman, are opening new markets and opportunities for exports. The proposed mega-distribution hub in the UAE by 2025 will further support India's global trade ambitions, particularly in Africa,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

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

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

India's Projected Economic Growth

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



Source: IMF

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

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

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

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

India's optimistic economic outlook is underpinned by its demographic dividend, which brings a substantial workforce that boosts labor participation and productivity. The burgeoning middle class and urbanization contribute to increased domestic consumption, driven by rising incomes and purchasing power. Extensive investments in infrastructure, encompassing roads, railways, ports, and digital connectivity, are enhancing productivity and efficiency, with government initiatives like the Smart Cities Mission and PM Gati Shakti creating a conducive growth environment. This digital transformation, catalyzed by initiatives such as Digital India, is fostering a tech-driven economy marked by enhanced internet penetration, digital payments, and e-governance, thereby fueling growth in sectors like fintech, e-commerce, and digital services. The push to position India as a global manufacturing hub through Make in India and PLI (Production Linked Incentive) schemes is further boosting industrial output, exports, and domestic production capabilities. Compared to other major emerging markets facing demographic and economic challenges, India's combination of demographic strengths, policy reforms, and strategic initiatives positions it as a standout performer and a significant driver of global economic growth in the foreseeable future.

Some of the key factors that would propel India's economic growth.

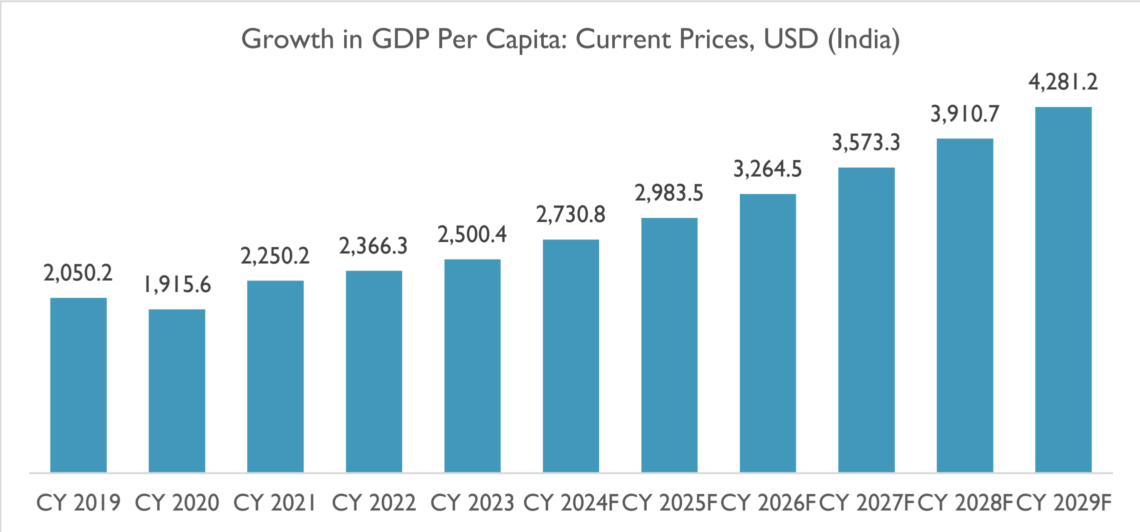
Strong Domestic Demand

Domestic demand has traditionally been one of the strong drivers of Indian economy. After a brief lull caused by Covid-19 pandemic, the domestic demand is recovering. Consumer confidence surveys by Reserve Bank / other institutions points to an improvement in consumer confidence index, which is a precursor of improving demand. India has a strong middle-class segment which has been the major driver of domestic demand. Factors like fast paced urbanization and improving income scenario in rural markets are expected to accelerate domestic demand further. PFCE as a percentage of GDP increased to 58% during FY 2022 and FY 2023 while in FY 2024 it settled at 56%. There are two factors that are driving this domestic demand: One the large pool of consumers and second the improvement in purchasing power. As per National Statistics Office (NSO), India's per capita net national income (at constant prices) stood at INR 1.06 lakhs in FY 2024 against 99,404 in FY 2023 and 87,623 in FY 2018. This increase in per capita income has impacted the purchasing pattern as well as disposable spending pattern in the country. Consumer driven domestic demand is majorly fueled by this growth in per capita income.

India's Per capita GDP trends

India is poised to become the world's third-largest economy with a projected GDP of USD 5 trillion within the next three years, driven by ongoing reforms. As one of the fastest-growing major economies, India currently holds the position of the fifth-largest economy globally, following the US, China, Japan, and Germany. By 2027-28, it is anticipated that India will surpass both Germany and Japan, reaching the third-largest spot. This growth is bolstered by a surge in foreign investments and a wave of new trade agreements with India's burgeoning market of 1.4 billion people. The aviation industry is witnessing unprecedented orders, global electronics manufacturers are expanding their production capabilities, and suppliers traditionally concentrated in southern China's manufacturing hubs are now shifting towards India.

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



Source: IMF

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

Digitization Reforms

Ongoing digitization reforms and the resultant efficiency gains accrued would be a key economic growth driver in India in the medium to long term. Development of digital platforms has helped in the seamless roll out of initiatives like UPI (Unified Payments Interface), Aadhaar based benefit transfer programs, and streamlining of GST (Goods and Services Tax) collections. All of these have contributed to improving the economic output in the country. Some of the key factors that have supported the digitization reforms include – the growth in internet penetration in India together with drop in data tariffs, growth in smartphone penetration, favorable demographic pattern (with higher percentage of tech savvy youth population) and India's strong IT (Information Technology) sector which was leveraged to put in place the digital ecosystem. All these factors are expected to remain supportive and continue to propel the digitization reforms in India.

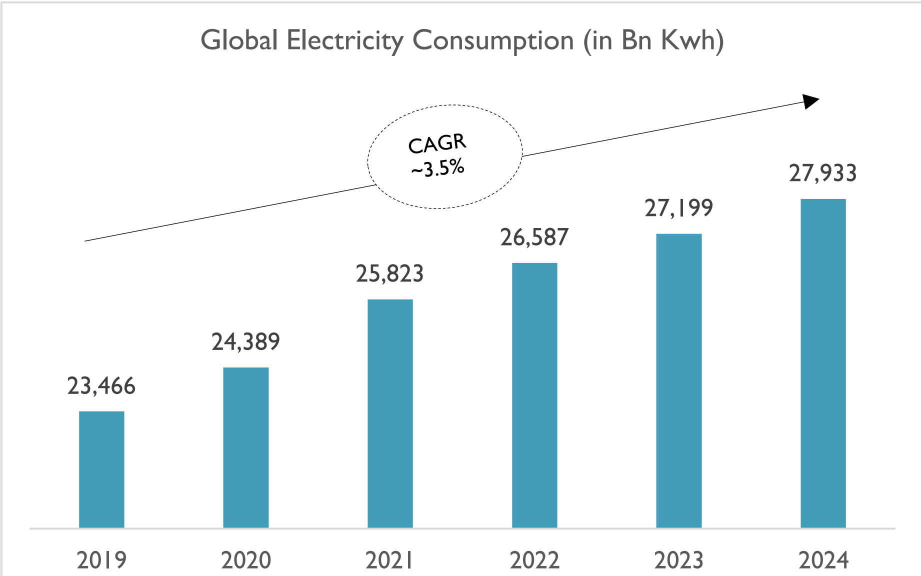
Increased adoption of digital technology and innovation, inclusive and sustainable practices, business-friendly and transparent regulations, and heightened corporate research and development (R&D) investments will further bolster the country's growth. These factors will collectively support employment growth across both private and public sectors, including micro, small, and medium enterprises (MSMEs).

Electricity Landscape

Per Capita Electricity Consumption

Global Electricity Consumption Landscape

Globally, electricity consumption per person varies widely across regions, with developed economies consuming significantly more than developing ones. The disparity reflects differences in economic development, industrialization, and access to energy. In developed economies such as the U.S. and Canada, high per capita electricity consumption is driven by energy-intensive lifestyles, industrial activities, and the increasing adoption of electric vehicles. Emerging economies like China have experienced a significant rise in consumption due to rapid industrialization, urbanization, and technological advancements. Meanwhile, several European countries, despite having high consumption levels, are prioritizing renewable energy sources and energy efficiency to minimize the environmental impact of their electricity usage.



Source: Energy Information Administration, D&B Desk Research

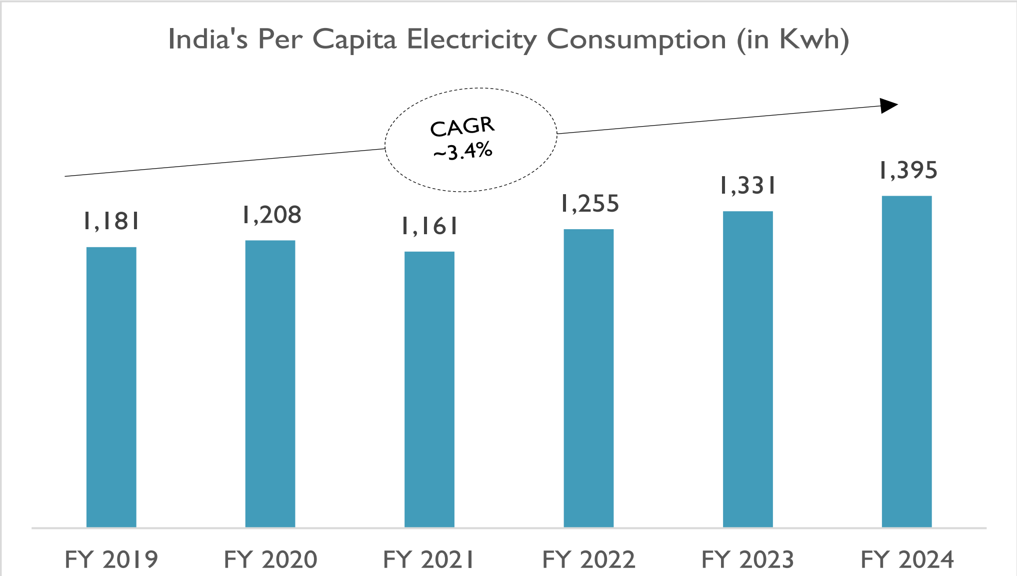
The global electricity consumption has shown consistent growth from 2019 to 2024. In 2019, total consumption stood at 23,466 billion kilowatt-hours (KWh), which increased to 24,389 billion KWh in 2020, reflecting a slight rise despite the global slowdown due to the pandemic. The recovery in 2021 is more pronounced, with consumption jumping to 25,823 billion KWh, driven by renewed economic activities and industrial demand. By 2022, the global electricity consumption further climbed to 26,587 billion KWh, indicating steady growth at a Compound Annual Growth Rate (CAGR) of approximately 3.5% over the period. This upward trend is expected to continue, with consumption forecasted to reach 27,199 billion KWh in 2023 and 27,933 billion KWh by 2024.

This growth is primarily attributed to rising energy demand from both developed and emerging economies, increased electrification, and industrial expansion. Moreover, the increasing integration of electric vehicles, technological advancements, and growing urbanization contribute significantly to the surge in electricity consumption. However, this steady rise also underscores the need for greater adoption of renewable energy sources and energy-efficient technologies to ensure sustainable energy usage globally.

India's Per Capita Electricity Consumption

India's per capita electricity consumption has been steadily increasing over the years, reflecting its rapid industrialization, urbanization, and efforts to electrify rural areas. Despite this growth, India's consumption remains lower than the global average, reflecting the vast population and ongoing energy access challenges.

Electricity consumption growth in India includes extensive rural electrification efforts through initiatives such as Saubhagya and the Deen Dayal Upadhyaya Gram Jyoti Yojana, which have provided electricity access to millions of rural households. Additionally, the expansion of industries, particularly in manufacturing, cement, steel, and textiles, has significantly fuelled industrial demand. The rapid pace of urbanization, along with increasing appliance ownership and evolving consumption patterns, has further driven higher electricity usage in residential sectors. Despite these advancements, India's per capita electricity consumption remains considerably lower than that of many developed nations, largely due to its vast population and diverse socio-economic conditions.



Source: Central Electricity Authority

India has demonstrated a notable upward trend in per capita electricity consumption over recent fiscal years, reflecting a broader expansion in energy use among its population. The per capita consumption, measured in kilowatt-hours kWh, exhibited a consistent increase from FY 2019 to FY 2024, with an overall CAGR of 3.4%. This growth trajectory signifies an ongoing rise in electricity demand, likely driven by economic development, increased industrial activity, and improving access to electricity across various regions.

In FY 2019, the per capita consumption stood at 1,181 kWh. This figure saw a modest increase to 1,208 kWh in FY 2020. Despite a slight dip to 1,161 kWh in FY 2021, the consumption rebounded to 1,255 kWh in FY 2022. This upward trend continued into FY 2023, with per capita consumption reaching 1,331 kWh. The latest data for FY 2024 indicates a further rise to 1,395 kWh.

This steady increase in per capita consumption underscores India's expanding energy needs. The CAGR of 3.4% suggests a sustained growth in electricity consumption, which can be attributed to several factors. These include a growing population, urbanization, industrialization, and improvements in living standards. The rise in consumption also reflects the ongoing efforts to enhance electricity access and infrastructure across the country.

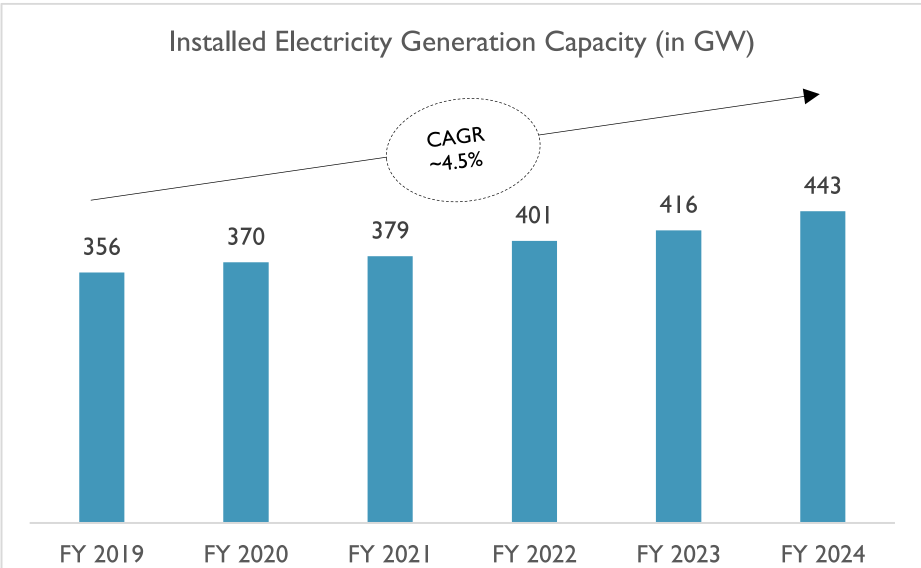
Installed Capacity and Generating Capacity

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

Installed Capacity

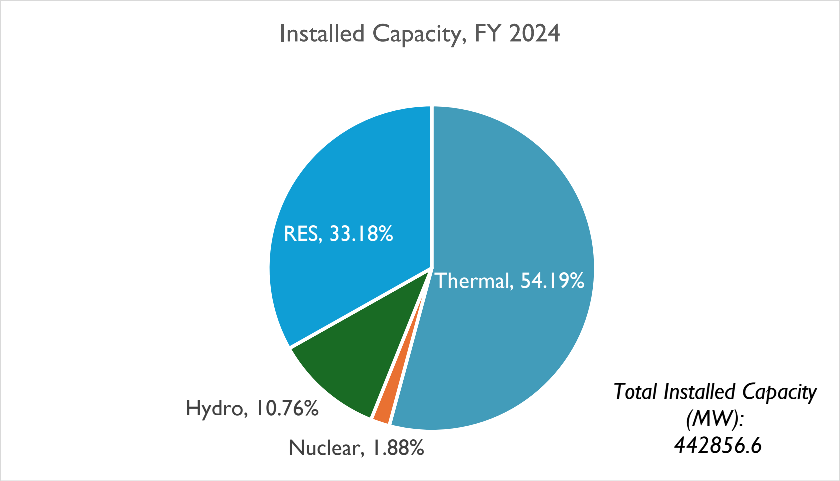
India's power sector is characterized by a diverse mix of energy sources, with a significant reliance on thermal power and a growing emphasis on renewable energy sources (RES). The installed capacity of the country, is 442.83 gigawatts (GW), reflects a substantial investment in various power generation technologies. Among these, Thermal constitutes the largest share, accounting for ~54% of the total installed capacity. This dominance underscores the continued reliance on fossil fuels, such as coal and natural gas, to meet the country's substantial electricity demand.

India's installed electricity generation capacity grew steadily from 356 GW in FY 2019 to 443 GW in FY 2024, reflecting a Compound Annual Growth Rate (CAGR) of 4.5%. This consistent increase highlights the country's efforts to expand its energy infrastructure to meet rising demand. Notable annual growth occurred between FY 2022 and FY 2024, with the capacity reaching 416 GW in FY 2023 and 443 GW in FY 2024. The growth is driven by investments in both conventional and renewable energy, supporting India's energy security and diversification goals.



Source: Central Electricity Authority, Ministry of Power

Renewable energy sources, including solar, wind, and biomass, represent ~33% of the installed capacity, highlighting India's commitment to expanding its clean energy infrastructure. Hydro power contributes ~11% to the installed capacity, while nuclear power plays a minor role, constituting only ~2%. This distribution indicates a strong foundation in conventional energy sources, with a significant and growing segment devoted to renewables.

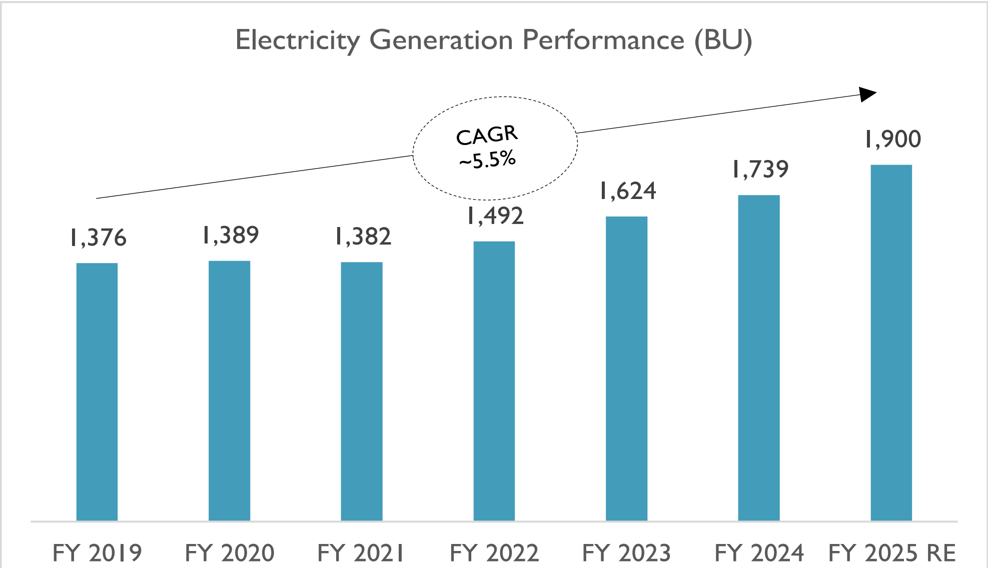


Source: Central Electricity Authority

India's power sector is evolving, with a growing emphasis on renewable energy sources and a continued reliance on thermal power. The shift towards greater renewable energy generation reflects the country's commitment to sustainable development while addressing the challenges of balancing energy demand with environmental goals.

Generation Capacity

India's electricity generation performance has demonstrated a steady and growth trend over recent fiscal years, reflecting an expanding capacity and increasing demand for electricity. The generation performance, measured in billion units (BU), shows a clear upward trajectory from FY 2019 to FY 2024, with an overall Compound Annual Growth Rate (CAGR) of 5.5%. In FY 2019, the total electricity generation was 1,376 BU. This figure experienced a modest increase to 1,389 BU in FY 2020 and then slightly rose to 1,382 BU in FY 2021. A more significant rise was observed in FY 2022, where generation reached 1,492 BU. The growth continued into FY 2023, with generation reaching 1,624 BU, and the latest data for FY 2024 shows a further increase to 1,739 BU.



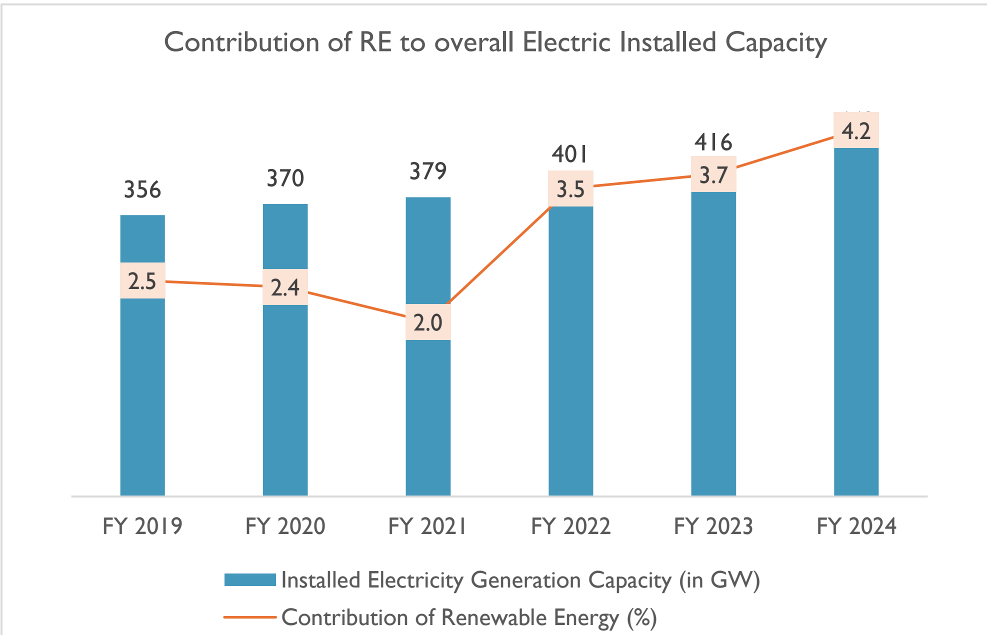
Source: Ministry of Power

The projected generation for FY 2025 is estimated to be 1,900 BU, indicating a continued upward trend. This projection suggests a sustained growth in electricity generation, driven by increasing energy needs and expanding generation capacities. The CAGR of 5.5% highlights a robust and consistent growth rate in electricity generation. This growth can be attributed to various factors, including improvements in power generation infrastructure, higher utilization of existing capacity, and the addition of new generation projects. It also reflects the country's ongoing efforts to meet the rising electricity demand driven by population growth, urbanization, and economic development.

The steady increase in electricity generation performance underscores the effectiveness of India's energy policies and investment in the power sector. As the generation figures rise, they also indicate a positive impact on the country's energy security and economic development. Continued investments in both conventional and renewable energy sources are likely to support this growth trend and further enhance the electricity generation capacity. The electricity generation performance reveals a strong and positive trend, reflecting India's expanding power sector and its ability to meet growing electricity demand. The consistent growth in generation capacity is indicative of a well-functioning energy sector poised to support the country's future development needs.

Contribution of RE to Overall Installed Capacity

India's installed electricity generation capacity has shown steady growth from 356 GW in FY 2019 to 443 GW in FY 2024, reflecting a sustained expansion in the country's power infrastructure. This increase is driven by the growing energy demands of a rapidly industrializing and urbanizing nation. The rise in capacity has been supported by significant investments in both conventional and renewable energy sectors, with efforts to enhance grid infrastructure and improve energy security. The jump from 401 GW in FY 2022 to 443 GW in FY 2024 indicates an accelerated pace of installation, in line with India's commitment to meeting its growing power requirements.

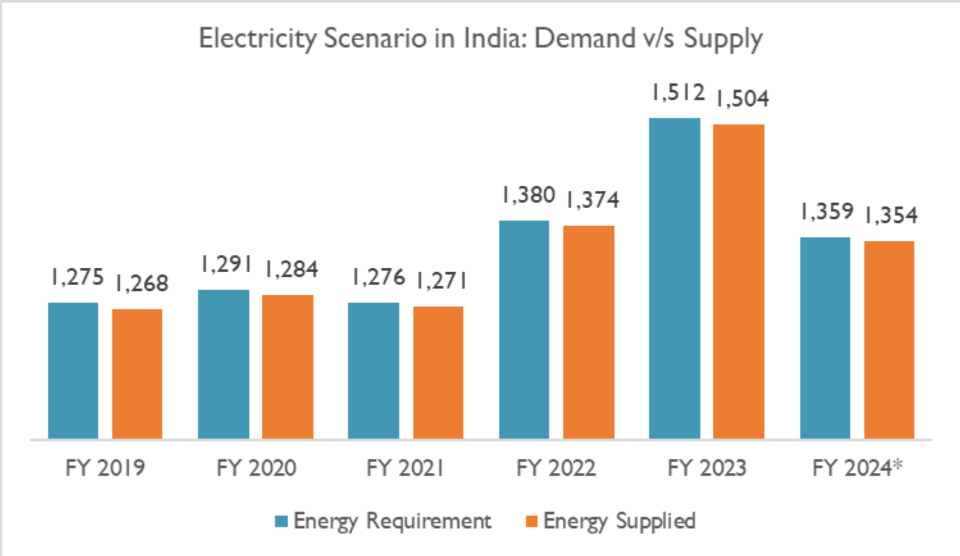


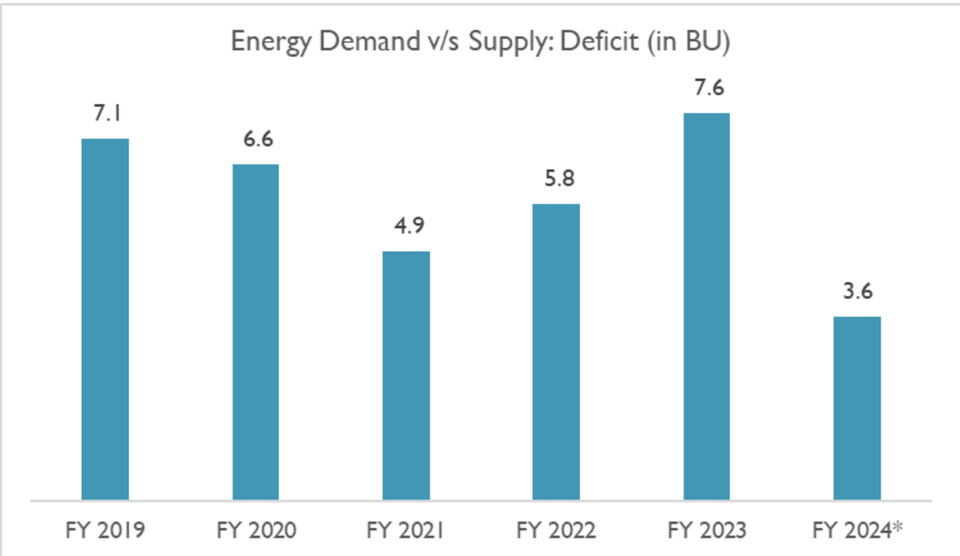
Source: MNRE and CEA, D&B analysis.

Simultaneously, the contribution of renewable energy to the total electricity generation has also risen, although at a varied rate. Despite a dip in FY 2021 to 2.0%, the renewable energy share rebounded strongly, reaching 4.2% in FY 2024. The increasing share of renewables, especially over the last few fiscal years, is indicative of the country's enhanced focus on clean energy sources as part of its climate commitments. The increase from 3.5% in FY 2022 to 4.2% in FY 2024 underscores the significant role renewable energy is beginning to play in India's overall energy mix, as the nation aims to reduce its dependence on fossil fuels and promote sustainable development.

Electricity Demand

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



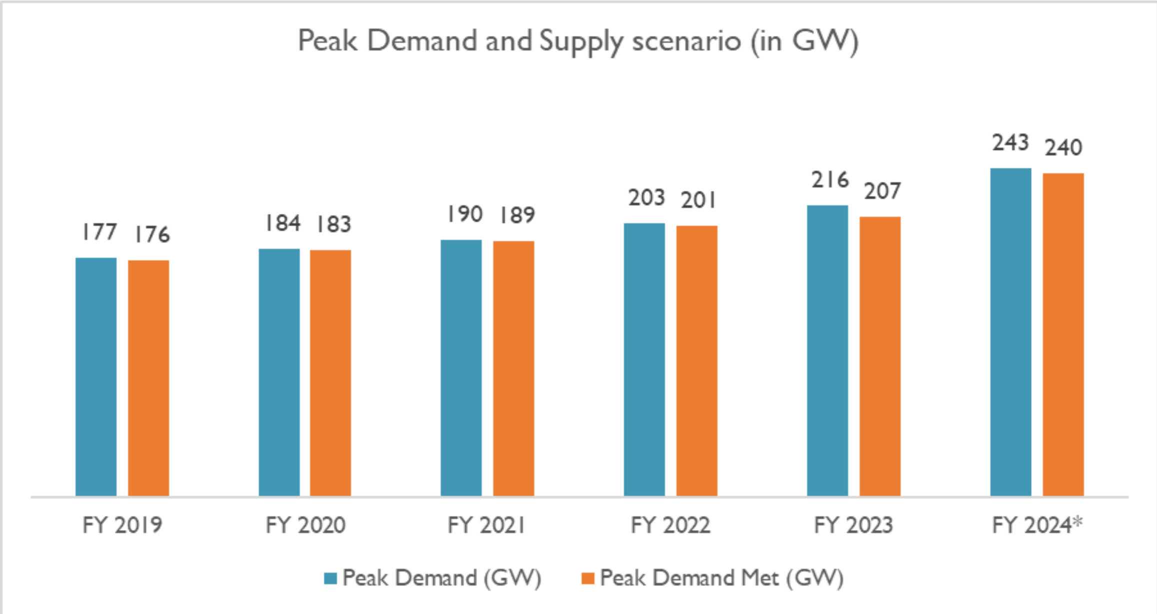


Source: Central Electricity Authority, Ministry of Power

*Provisional as of January 2024

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

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



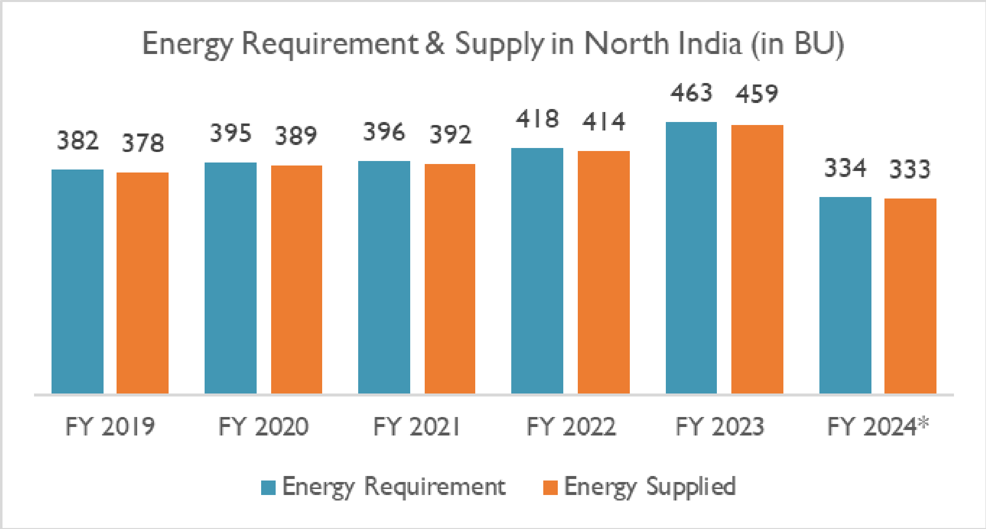
Source: Central Electricity Authority, Ministry of Power

*Provisional as of January 2024

Scenario in North India

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

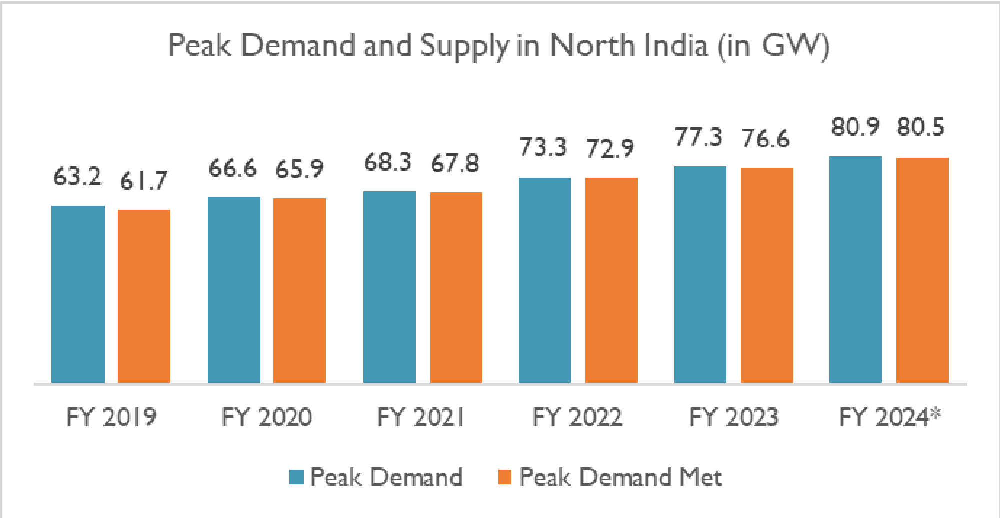
Energy requirement in North India reached approximately 334 BU in FY 2024 (until November 2023) while energy supplied stood at 333 BU, creating a deficit of nearly 1 BU. In FY 2024 (until November 2023), both energy requirement and energy supply in North India accounted for nearly 30% of pan India energy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



Source: Central Electricity Authority, Ministry of Power

*Provisional until Nov 2023

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



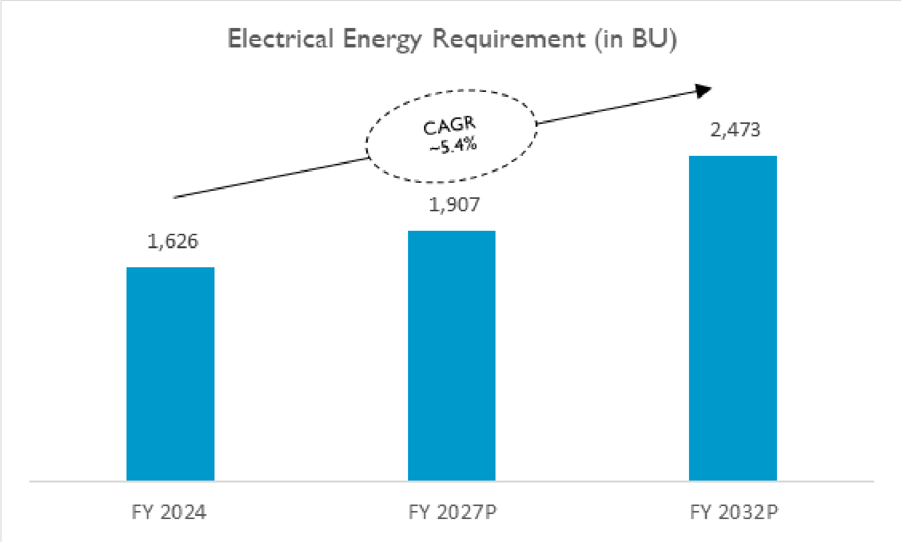
Source: Central Electricity Authority, Ministry of Power

*Provisional until Nov 2023

Growth Forecast

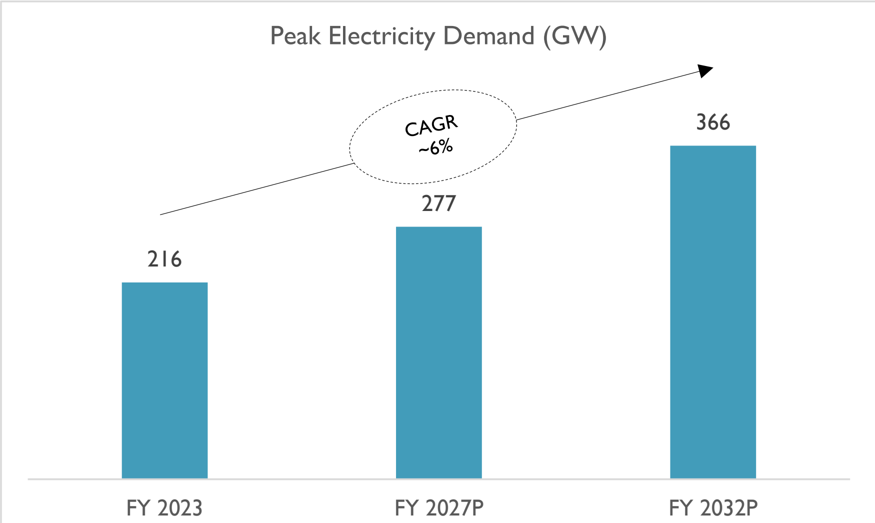
Growth in Electricity Demand

India has been experiencing a significant and steady increase in the demand for power and electricity, driven by its rapidly growing population, urbanization, and industrialization. With these factors in play, the projected electrical energy requirements are expected to surge at a CAGR of ~5.4% from FY 2024 to FY 2032, Increasing from 1,626 billion units (BU) in FY 2023 to 1,907 BU in FY 2027 and further to 2,473 BU in FY 2032. This surge in demand reflects the nation's increasing reliance on electricity for various sectors such as residential, commercial, and industrial.



Sources: CEA, (Electric Power Survey, 2022)

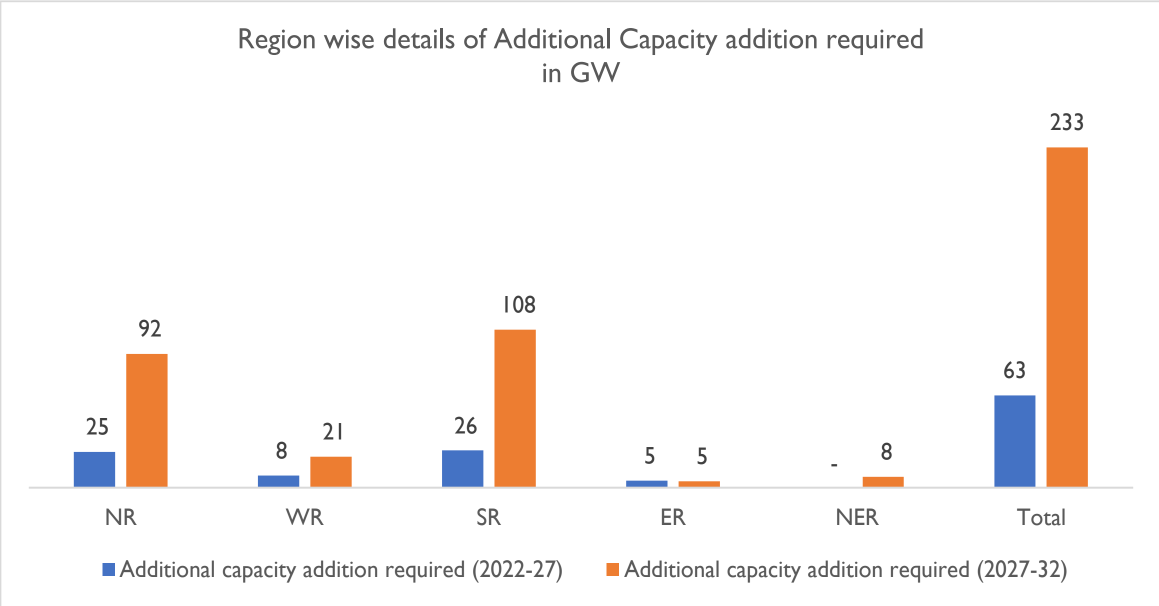
Furthermore, the peak electricity demand is estimated to rise from 216 GW in FY 2023 to 277 GW in FY 2027 and further to 366 GW in FY 2032, growing at a CAGR of ~6% from FY 2023 to FY 2032.



Sources: CEA, (Electric Power Survey, 2022)

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

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

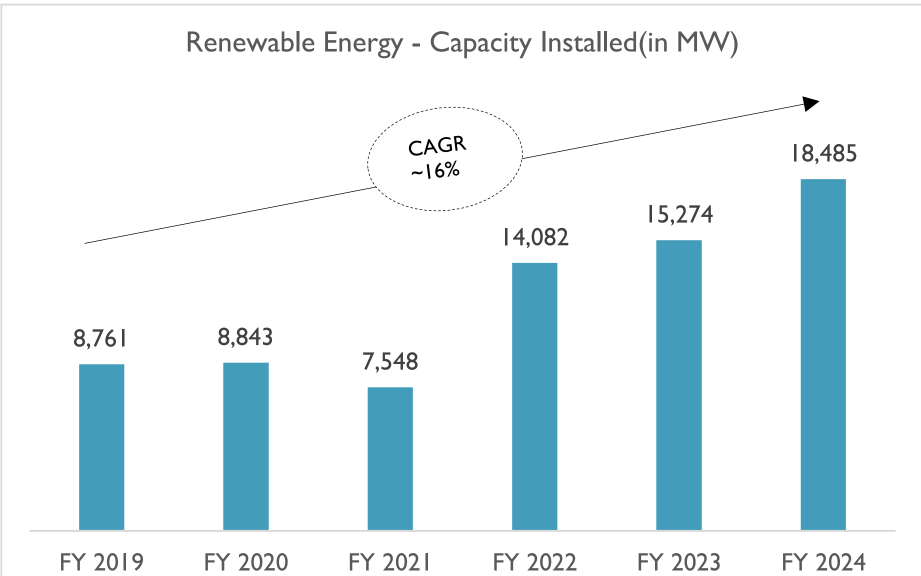


Source: National Electricity Plan 2022

Renewable Energy

Installed Capacity in India

India has made remarkable progress in expanding its renewable energy installed capacity, reflecting a strong commitment to sustainability and a greener energy future. Over recent years, the country has focused on harnessing renewable resources such as solar, wind, and biomass, leading to a significant transformation in its energy landscape. The installed capacity for renewable energy in India has demonstrated impressive growth. From FY 2019 to FY 2024, the installed capacity has increased substantially, growing from 8,761 megawatts (MW) to 18,485 MW. This represents a robust Compound Annual Growth Rate (CAGR) of 16.1%. The data highlights a notable expansion in renewable energy infrastructure, driven by substantial investments and supportive policies.



Source: Ministry of New and Renewable Energy

Note: Renewable Energy Capacity does not include Large Hydro Power

In FY 2019, the installed capacity stood at 8,761 MW. This figure saw a slight increase to 8,843 MW in FY 2020. However, FY 2021 experienced a decline to 7,548 MW, which was likely due to various challenges faced by the sector. Despite this dip, the capacity surged to 14,082 MW in FY 2022, and further grew to 15,274 MW in FY 2023. The latest data for FY 2024 shows a significant rise to 18,485 MW, underscoring the sector's strong recovery and continued growth.

This growth trajectory is a testament to the effectiveness of India’s renewable energy policies and the country’s commitment to reducing reliance on fossil fuels. Solar power has seen dramatic increases, driven by ambitious targets and investments. Wind power also plays a crucial role, with several large-scale projects enhancing the country’s renewable capacity. Additionally, the expansion of biomass energy and other renewable resources further supports this growth. The substantial increase in installed renewable energy capacity brings multiple benefits, including enhanced energy security, job creation, and a reduction in greenhouse gas emissions. It also supports rural development and improves electricity access in remote areas, contributing to overall sustainable development.

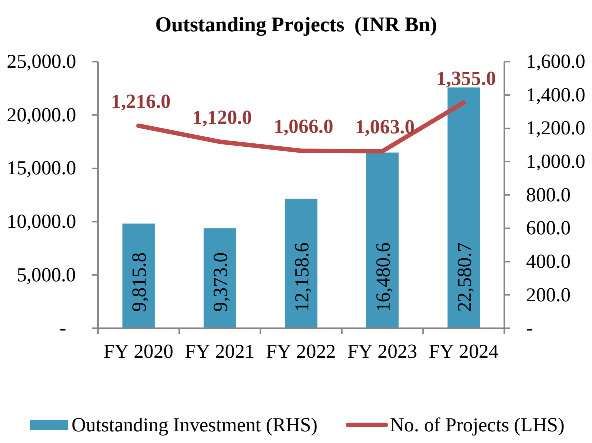
Looking ahead, India is well-positioned to continue this growth trend in renewable energy capacity. Advancements in technology, coupled with ongoing investment and supportive policies, are expected to further accelerate the sector's expansion. This momentum solidifies India’s role as a global leader in the transition to a sustainable energy future and reinforces its commitment to addressing climate change challenges. The growth in renewable energy installed capacity in India is a significant achievement, reflecting the country’s dedication to clean energy and its proactive approach to building a sustainable and resilient energy system for the future.

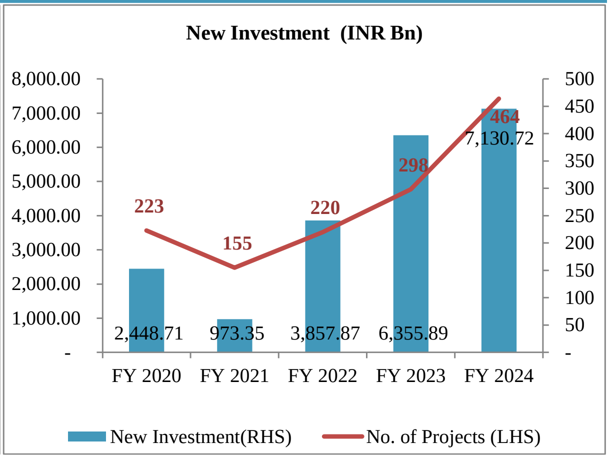
Capital Expenditure Capex on Renewable Electricity in India

India's investment landscape in renewable electricity has demonstrated a robust and dynamic growth trajectory over the past five years. The planned capital expenditure (Capex) for renewable electricity projects reflects a strong commitment to expanding and advancing the country’s renewable energy infrastructure. From FY 2020 to FY 2024, the total value of outstanding renewable energy projects is projected to escalate from INR 9,815.8 billion to INR 22,580.7 billion. This represents an impressive 130% growth, highlighting a significant surge in investment that underscores India's dedication to transitioning towards cleaner energy sources.

New investments in the renewable sector have experienced a remarkable upswing, further emphasizing the accelerating pace of development. Starting from INR 2,448.71 billion in FY 2020, new investments are expected to climb to INR 7,130.72 billion by FY 2024, marking an extraordinary 191% increase over the period. This dramatic rise in new investments not only signifies a growing confidence in the renewable energy sector but also points to an accelerated adoption of renewable technologies.

Investment Trend in Renewable electricity





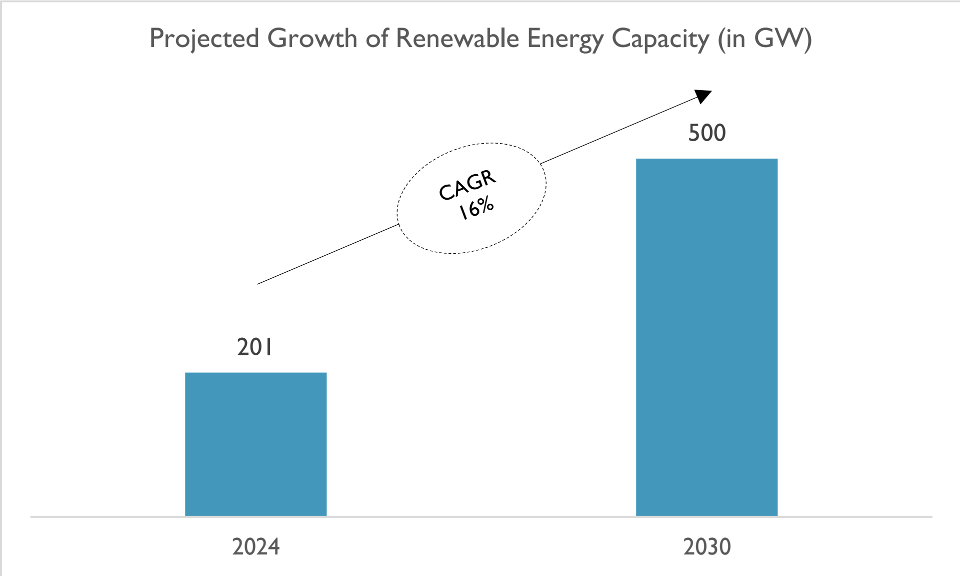
Source: CMIE, D&B Research

The number of renewable electricity projects also reflects this upward momentum. Outstanding projects are anticipated to increase from 1,216 in FY 2020 to 1,355 in FY 2024. New investments will see a substantial rise in project count from 223 in FY 2020 to 464 in FY 2024. This expansion in the number of projects indicates a broadening scope and scale of activities within the renewable energy sector. Year-on-year growth trends from FY 2022 onwards highlight a steady and positive trajectory for both outstanding and new investments. This consistent growth suggests that the sector has navigated initial hurdles and is now on a solid path of progression.

The substantial increase in planned Capex is indicative of India's strategic push towards a sustainable energy future. This trend is likely to spur technological advancements, generate employment opportunities, and contribute significantly to the country's sustainable development goals. While challenges such as project execution, grid integration, and financing may arise, the positive investment trend also opens avenues for innovation, improved energy security, and potential leadership in the global renewable energy market. The planned Capex on renewable electricity in India presents a very promising outlook. The significant growth in both the value and number of projects reflects a determined effort to foster a greener energy future and positions India as a key player in the global renewable energy landscape.

Growth Forecast

India has crossed a major milestone in its renewable energy journey, with the country's total renewable energy capacity surpassing 200 GW as of October 10, 2024, according to the Central Electricity Authority (CEA). Renewable energy now accounts for 46.3% of India’s total installed electricity generation capacity, which has reached 452.69 GW. Solar energy leads with 90.76 GW, followed by wind power at 47.36 GW, and hydro at 51.99 GW, including both large and small hydro projects. States such as Rajasthan, Gujarat, Tamil Nadu, and Karnataka are at the forefront of this push, contributing significantly to the country's renewable portfolio.



Source: Central Electricity Authority

Note: Renewable Energy Capacity include Large Hydro: 46.92 GW

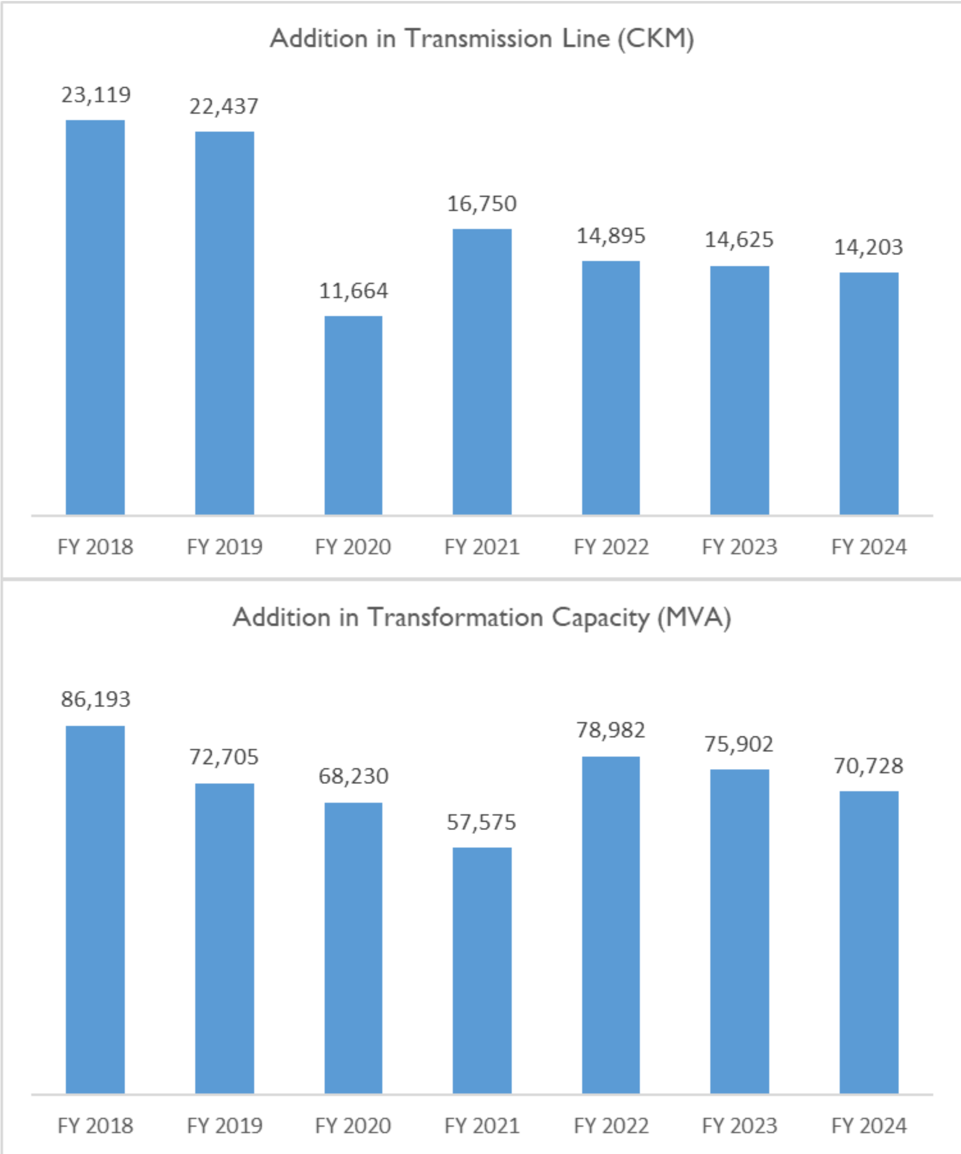
This achievement reflects India's strong commitment to clean energy, driven by key government initiatives such as the National Green Hydrogen Mission, PM-KUSUM, and the PLI Scheme for Solar PV Modules. The government has set an ambitious target of achieving 500 GW of non-fossil fuel-based electric capacity by 2030, supported by a renewable energy bidding trajectory of 50 GW per year and 100% FDI allowance. Other efforts include waivers on inter-state transmission charges for solar and wind projects and the establishment of offshore wind projects along the Gujarat and Tamil Nadu coasts, ensuring that India remains on course to further its green energy transition.

Electricity Transmission & Distribution Infrastructure in India

The power transmission and distribution infrastructure of India is a critical component of the country's electricity sector. The transmission infrastructure consists of high-voltage transmission lines and substations that transmit electricity over long distances from power plants to various regional grids. India has a vast network of transmission lines, including Extra High Voltage (EHV) and Ultra High Voltage (UHV) lines, which facilitate the bulk transfer of electricity.

With high energy requirement and last-mile electrification goals, India has made significant strides in expanding and modernizing its transmission and distribution networks over the years. In FY 2024 (January 2024), India added 9,985 circuit kilometres (ckm) of transmission line and increased its transformation capacity by 44,908 MVA. Over a period of last 5 years (FY 2019 – FY 2023), India has annually added an average of 16,074 ckm in transmission line, and 70,679 MVA in transformation capacity.

This aggressive capacity addition has helped India become one of the largest synchronous electricity grids in the world with a cumulative transmission line infrastructure of nearly 481,326 ckm and a transmission capacity of nearly 1,225,260 MVA.



Source: Central Electricity Authority, Ministry of Power

The addition of transmission lines (CKM) and transformation capacity (MVA) from FY 2018 to FY 2024, highlighting the correlation between infrastructure expansion and electricity transformation capacity. For instance, in FY 2018, an addition of 23,119 CKMs supported a transformation capacity of 86,193 MVA, whereas in FY 2024, 14,203 CKMs corresponded to a capacity of 70,728 MVA. The ratio of transmission line additions to transformation capacity across the years reveals that, on average, approximately 1 CKM supports around 3.6 MVA. This relationship provides a basis for understanding the capacity needs relative to transmission infrastructure growth.

To meet twice the transformation demand based on the current levels in FY 2024, which stands at 70,728 MVA, the system would need to support approximately 141,456 MVA. Using the average ratio of CKMs to MVA, this would require an addition of 14,203 CKMs of transmission lines to adequately cater to the doubled capacity requirement. Thus, to support a doubled transformation capacity demand of 141,456 MVA, 28,392 CKMs of transmission lines would be required.

Energy Demand vs. Transmission: Analysing the Disparity

Despite a significant increase in energy demand over the past few years and projections for continued growth, the power transmission and transformer industry has not experienced corresponding growth in transmission line additions and production. This discrepancy can be attributed to several factors. First, while energy consumption has surged, the rate of new transmission line construction has stagnated. For instance, in FY 2023-24, only 14,203 circuit kilometres (ckm) of transmission lines were added, reflecting a slowdown compared to previous years. Various challenges have impeded the timely execution of transmission projects, including land acquisition issues, regulatory hurdles, and implementation delays, which have caused significant postponements in project completions. Furthermore, the government's emphasis on integrating renewable energy sources into the grid has created a pressing need for an expanded transmission network. However, the development of this infrastructure has not kept pace with the growing renewable capacity, expected to reach 500 GW by 2030. Current planning indicates a vision for a more robust transmission system by 2032, aiming for 648,000 ckm of lines, yet existing investments and expansions have yet to translate into immediate growth in the sector. Additionally, market dynamics, such as a current focus on thermal capacity to meet base load requirements, may shift attention away from necessary investments in transmission infrastructure. Thus, while energy demand continues to rise, the power transmission and transformer industry faces significant barriers that hinder its growth, illustrating a disconnect between demand and actual capacity expansion.

Growth Forecast

Transmission & Distribution Scenario

Based on the projected increase in electrical energy requirements and peak electricity demand in India, there is a clear need for substantial growth in power transmission and distribution infrastructure. To meet the rising demand, significant investments and advancements in the power sector are being made. It is expected that the transmission and distribution infrastructure will experience a substantial expansion to accommodate the growing electricity requirements.

To support the projected energy demand of 1,907 billion units (BU) in FY 2027 and 2,472 BU in FY 2032 and the expected increase in peak electricity demand from 216 gigawatts (GW) in FY 2023 to 277 GW in FY 2027 and 366 GW in FY 2032, the power transmission and distribution network will need to be strengthened and expanded with significant augmentation of the distribution infrastructure. This will involve the construction of new transmission lines, substations, and transformers, as well as upgrades to existing distribution networks to enhance the capacity and efficiency of the grid. Additionally, the deployment of advanced technologies such as smart grids and grid automation will be necessary to ensure optimal power flow and monitoring.

Furthermore, the expected increase in additional capacity requirement will also require a transformation in the power transmission and distribution network with the installation of new transformers, distribution lines, and metering systems to handle the higher loads and ensure reliable power supply to consumers. Thus, growth in power transmission and distribution infrastructure in India is essential to meet the steadily increasing demand for electricity. The expansion of these networks will enable the efficient and reliable supply of power, supporting the nation's economic growth, industrial development, and achieving all power and energy goals.

Key Demand Drivers

India, with its vast population, rapid urbanization, and thriving industrial and commercial sectors, is experiencing a significant surge in the demand for electricity. The increased demand has enforced government to support commissioned power plants to sell electricity even in the absence of valid Power Purchase Agreement (PPA). Several factors are driving this increasing appetite for power. The major factors driving the growth of the sector are increasing urbanization, rising disposable income witnessing a lifestyle shift thereby, having an increasing consumption of electricity. To meet this burgeoning demand, it becomes imperative to bolster the transmission and distribution infrastructure across the nation.

Population Growth

India, with a population comprising approximately 17.2% of the global total, is experiencing significant demographic changes, as it became the most populous country in 2023, reaching around 1.428 billion individuals. Despite a noticeable slowdown in population growth over recent years, the country continues to witness an upward trend in its population. This growth necessitates a substantial increase in housing and residential units, thereby driving demand for electricity.

To accommodate the increasing population and the subsequent rise in housing demand, India must enhance its transmission and distribution (T&D) infrastructure. The current T&D framework may prove inadequate for supplying electricity to densely populated urban areas and remote rural regions with limited connectivity. Therefore, it is crucial to upgrade and expand the transmission and distribution networks to ensure a reliable and uninterrupted power supply, effectively addressing the challenges posed by the burgeoning population.

Urbanization

The increasing population in India is projected to create substantial demand for residential units, particularly in urban areas, serving as a significant driver for transmission and distribution (T&D) infrastructure. According to the Handbook of Urban Statistics 2022, the urban population has been steadily rising, with over 469 million urban dwellers in 2021, expected to exceed 558 million by 2031 and surpass 600 million by 2036. This rapid urbanization reflects a transformation within Indian cities, as millions migrate to urban centers in search of better opportunities and living standards. The growing number of nuclear families and evolving consumer preferences will further amplify the demand for housing, necessitating enhanced T&D capabilities to support this expansion. As urban areas require robust electricity infrastructure for residential, commercial, and industrial needs, the surge in housing development will significantly increase the demand for T&D services. To meet these requirements, India must upgrade and expand its T&D networks, ensuring they can adequately supply electricity to densely populated regions and newly established urban locales, thus guaranteeing reliable and uninterrupted power distribution.

Growth in demand from Industrial & Commercial Consumers

India is witnessing significant industrial and commercial growth across various sectors, positioning itself as a potential global manufacturing hub with increasing investments throughout the value chain. Key industries, including manufacturing, construction, information technology, and services, demand substantial electricity for their operations, while the rise of commercial establishments such as shopping malls, hotels, and offices further amplifies the need for robust transmission and distribution (T&D) infrastructure. The industrial sector accounts for approximately 43% of total power consumption, and per capita energy consumption has shown a compound annual growth rate (CAGR) of 3.78% from FY 2019 to FY 2023. This industrial expansion, coupled with rising per capita income, is driving increased electrification and per capita usage. From April 2022 to March 2023, power consumption reached 1,403.40 billion units (BU), exceeding the 1,316.76 BU recorded for the entire FY 2021-22. Additionally, the government's focus on infrastructure development to meet the demands of the growing population will further contribute to the sector's overall growth. To support this industrial and commercial expansion, there is an urgent need to reinforce the T&D infrastructure, as high-capacity power connections will be essential for industries and commercial entities. The current infrastructure presents an opportunity for enhancement to effectively manage the anticipated increase in load in the coming years. This underscores the importance of expanding and upgrading T&D networks to proactively meet the evolving demands of these sectors.

<u>Growth in demand from retail consumers</u>

With rising incomes and improving living standards, there is a growing demand for transmission and distribution (T&D) infrastructure to support increasing household electricity consumption. Households rely on electricity for lighting, cooking, heating, cooling, and operating various appliances and electronics. As more households gain access to electricity or upgrade to higher-powered appliances, the overall demand for T&D services rises. To effectively address this scenario, India must enhance its T&D infrastructure at the local level to accommodate the rising household consumption. This entails strengthening distribution networks, upgrading transformers, and installing additional distribution substations to ensure a reliable supply of electricity, particularly in rural and semi-urban areas. Such improvements will be essential to meet the evolving needs of households and support the country's ongoing development.

Infrastructure Development

India is heavily investing in massive infrastructure projects. This substantial increase in infrastructure development spending in India, as highlighted in the Budget 2024-25, is set to drive the demand for transmission and distribution of power in the country. With the government nearly tripling its infrastructure spending to Rs.11.1 lakh crore (US$ 134 billion), equivalent to approximately 3.6% of GDP, compared to previous years, there will be a significant boost in the construction of highways, railways, airports, and smart cities.

Furthermore, the continuation of the interest-free loan to state governments for infrastructure investment for an additional year, amounting to Rs. 75,000 crores incentivizes the states to undertake complementary policy actions and invest in infrastructure development. In addition, the establishment of the Urban Infrastructure Development Fund (UIDF) utilizing the priority sector lending shortfall to create urban infrastructure in Tier 2 and Tier 3 cities, with an annual outlay of Rs. 10,000 crore, further contributes to the demand for electricity.

As a result of the increased infrastructure spending and the implementation of various initiatives, there will be a surge in the demand for transmission and distribution infrastructure across the country. Upgrading and expanding the transmission lines, transformers, and distribution networks will be essential to ensure that the power generated from these new infrastructure projects can be effectively distributed to the end-users. The reinforcement of the transmission and distribution infrastructure will enable the reliable and efficient supply of electricity, meeting the increased demands arising from the country's infrastructure development endeavours.

Increasing Demand from Agriculture

Agriculture is a vital sector in India, employing a significant portion of the population and driving the demand for robust transmission and distribution (T&D) infrastructure. As farmers increasingly adopt modern irrigation techniques, such as electric pumps, the need for T&D services in the agricultural sector intensifies. Furthermore, electricity plays a critical role in post-harvest processing and storage of agricultural produce, further contributing to the demand for reliable T&D solutions. To effectively address these needs, strengthening the distribution infrastructure in rural areas is essential. This includes expanding the network to reach remote agricultural regions, installing dedicated agricultural feeders, and ensuring a dependable electricity supply for irrigation and agro-processing units. Government initiatives like the Deen Dayal Upadhyaya Gram Jyoti Yojana (DDUGJY) and the Revamped Distribution Sector Scheme (RDSS) are already addressing these challenges, highlighting the importance of enhancing T&D capabilities to support the agricultural sector's growth and modernization.

Government Initiatives

The Indian government has been actively implementing various schemes and initiatives, such as the Pradhan Mantri Sahaj Bijli Har Ghar Yojana (Saubhagya), Deen Dayal Upadhyaya Gram Jyoti Yojana, and the Revamped Distribution Sector Scheme, to provide electricity access to all citizens. These initiatives focus on electrifying rural areas and households that currently lack electricity access, thereby significantly increasing the demand for robust transmission and distribution (T&D) infrastructure, particularly in rural regions. To achieve the government's electrification goals, it is essential to enhance T&D infrastructure by extending transmission lines, establishing new substations, and strengthening distribution networks. This proactive approach will ensure that the growing demand for T&D services is met effectively, facilitating the delivery of electricity to underserved communities and supporting broader economic development.

Strengthening the Grid for Renewable Energy Integration

The increasing installed capacity of renewable energy (RE) sources, such as wind and solar, necessitates the development of a more robust grid network to effectively manage and distribute the growing electricity generated from these variable sources. To support this demand, the Indian government aims to significantly expand its power transmission network, targeting a total of 648,000 circuit kilometres (ckm) by 2032 to accommodate a peak electricity demand of 458 GW. The anticipated addition of 280 GW of variable renewable energy by 2030 highlights the need for upgraded transmission infrastructure to ensure efficient power evacuation and maintain grid stability. Furthermore, the integration of renewable energy sources requires enhanced inter-regional transfer capacities and the implementation of High Voltage Direct Current (HVDC) lines, which are essential for managing the fluctuating nature of renewable energy generation. This growing reliance on renewable energy sources directly drives the demand for improvements in Transmission and Distribution (T&D) infrastructure, underscoring the necessity for a stronger grid network to support India's ambitious energy transition goals.

Government Regulations

Deen Dayal Upadhyaya Gram Jyoti Yojana

The Deen Dayal Upadhyaya Gram Jyoti Yojana (DDUGJY), launched in December 2014, is a government scheme in India aimed at providing uninterrupted power supply to rural areas. It has three components under its umbrella:

1. **Separation of agriculture and non-agriculture feeders:** The main objective of this component is to separate the feeders in order to provide regulated supply of power to agricultural consumers and continuous power supply to non-agricultural consumers in rural areas.
2. **Strengthening and augmentation of sub-transmission & distribution (ST&D) infrastructure in rural areas**: The requirement for electricity in rural regions is growing steadily because of the expanding customer base and shifts in lifestyle and consumption habits. Consequently, it is important to enhance and reinforce the sub-transmission and distribution infrastructure to guarantee dependable and high-quality electricity provision in rural areas.
3. **Rural electrification**: The previous Rajiv Gandhi Grameen Vidyutikaran Yojana (RGGVY) program, which aimed to electrify villages and establish electricity distribution infrastructure in rural areas, has now been incorporated into the DDUGJY scheme.

The scheme had a total budget of INR 75,893 crores. Out of this, components (1) and (2) with a cost of Rs. 43,033 crores received a budgetary support of Rs. 33,453 crores from the Indian Government throughout the implementation period. The third component of the scheme had an approved cost of Rs. 39,275 crores, including a budgetary support of Rs. 35,447 crores.

The Ministry of Power provided guidance for the scheme, while the Rural Electrification Corporation Limited was responsible for its implementation. Initially, the government allocated 60% of the project cost to most states and reserved 85% for special states. Additional funding of 15% was granted by the government when the first milestones were achieved, with 5% of that amount being reserved for special states.

<u>Achievements under DDUGJY RE:</u>

Under the previous Rural Electrification (RE) program, as of December 31, 2021, a total of 1,365 projects with a combined budget of Rs. 66,380 crore were approved. The Government of India (GoI) released a grant of Rs. 53,414 crore to the states. The progress made in terms of implementation is as follows:

- 2,993 Sub-stations (Incl. augmentation of 2,101 Sub-Stations) commissioned
- 10.14 Lakh Distribution Transformers commissioned
- 7.83 Lakh CKm of LT Lines erected
- 4.73 Lakh CKm 11KV Lines erected
- 0.15 Lakh Ckm 33 & 66 KV HT Lines erected
- As reported by the States, all the inhabited un-electrified villages across the country, as per Census 2011, were electrified by 28th April, 2018.

Achievements under DDUGJY New:

By December 31, 2021, a total of 4,404 projects with a budget of Rs. 47,972 crore were approved, including various components. The GoI released a grant of Rs. 22,755 crore to the states. The physical progress achieved so far is as follows:

- 3,958 Sub-stations (including augmentation of 2,093 Sub-stations) commissioned
- 3.95 Lakh Distribution Transformers commissioned
- 1.23 Lakh CKms of new 11 KV line erected
- 2.96 Lakh CKms of LT Lines erected
- 0.28 Lakh CKms of HT Lines (33 & 66 KV Lines) erected
- 1.22 Lakh CKms of 11 KV Feeders segregated
- Energy Meters in 153.80 Lakh consumer premises, 2.53 Lakh Distribution Transformers & 0.13 Lakh 11 KV Feeders installed

Achievement under DDUGJY Addl. Infra

An amount of Rs. 14,179 crore had been sanctioned to 20 states upon their request for the creation of additional infrastructure exclusively for households covered under the Saubhagya scheme. As of December 31, 2021, a cumulative grant of Rs. 7,165.52 crore has been released by the Government of India to the states. The physical progress made is as follows:

- 228 Sub-stations (including augmentation of 220 Sub-stations) commissioned
- 2.19 Lakh Distribution Transformers commissioned
- 0.66 Lakh CKms of new 11 KV line erected
- 1.96 Lakh CKms of LT Lines erected

The scheme stands closed as on 31-03-2022. However, the power reforms and larger goal of rural electrification under DDUGYJ has been taken under RDSS.

Integrated Power Development Scheme

Ministry of Power, Government of India notified “Integrated Power Development Scheme" (IPDS) on 3rd December, 2014 with the aim to ensure 24×7 Power supplies for consumers, reduction in AT&C (aggregate technical and commercial) losses, and providing access to power to all households. IPDS has the following components under its umbrella:

1. **Strengthening of Sub-transmission and Distribution network in urban areas including provisioning of solar panels on Govt. buildings including Net-metering:** The Indian government has been offering financial assistance to State-owned Discoms/Power Departments through various programs. However, these departments have been unable to keep up with the increasing demand for

electricity, resulting in significant gaps and deficiencies in the sub-transmission and distribution network. As a result, the sub-transmission and distribution network has become a hindrance in ensuring reliable and high-quality power supply to consumers.

2. **Metering of feeders / distribution transformers / consumers in urban areas:** The implementation of end-to-end metering is crucial for the power sector. Having effective metering for all consumers ensures accurate accounting, billing, assessment of load patterns, and proper infrastructure planning. It also enables the identification of areas with high losses, prompting corrective measures to reduce those losses.
3. **IT enablement of distribution sector and strengthening of distribution network**: In July 2008, the Ministry of Power, Government of India, launched the Restructured Accelerated Power Development and Reforms Programme (R-APDRP) with the aim of establishing baseline data, promoting accountability, reducing Aggregate Technical and Commercial (AT&C) losses to a level of 15% through strengthening and upgrading the sub-transmission and distribution network, and adopting Information Technology. The R-APDRP has now been integrated into the Integrated Power Development Scheme (IPDS).

The scheme has a total budget of Rs. 76,623 crore. Out of this, the estimated budget for components (1) and (2) is Rs. 32,612 crore, which includes a budgetary support of Rs. 25,354 crore from the Government of India throughout the implementation period.

The R-APDRP scheme, with a cost of Rs. 44,011 crore, including a budgetary support of Rs. 22,727 crore as approved by CCEA, will be carried forward to the new IPDS scheme, in addition to the budget allocation for components (1) and (2) mentioned above.

For the majority of states, the government has allocated 60% of the project cost, while 85% was allocated for special states. Upon achieving the initial milestones, the government provided an additional 15% of funds, with 5% specifically allocated to special states.

According to the February 2022 data from the Ministry of Power and New and Renewable Energy, projects worth Rs.30,802 Crore with Government of India (GoI) Grant of Rs. 19,332 Crore] have been sanctioned under IPDS covering project components outlined herein, of which GoI grant of Rs.16,717 Crore has been released to the States. The distribution system strengthening works have been successfully completed in 544 circles.

The targets set and the achievements under IPDS 2014- 2022 strengthening project for major works are tabulated below

Items (Unit)	Target	Achievement
New Power Sub Station (Nos.)	999	994
HT Lines (cKm)	24,262	23,539
LT Lines (cKm)	10,769	10,409
AB Cable (cKm)	65,029	64,364
UG Cable (cKm)	21,551	21,336
Roof Top Solar Panels (kWp)	46,544	46,107

This scheme has been subsumed under RDSS, to be implemented as per its extant guidelines, and marked closed as of March 2022. No new projects will be sanctioned under this scheme but projects already sanctioned were eligible to receive funds up to 31st March 2022. However, projects sanctioned for Ayodhya, Uttar Pradesh under IPDS were allocated funds till 31st March 2023.

Revamped Distribution Sector Scheme

The Government of India has introduced the Revamped Distribution Sector Scheme (RDSS), which is a comprehensive initiative aimed at transforming the distribution sector. With a significant budget of Rs. 3,03,758 crore and an estimated financial assistance of Rs. 97,631 crore from the Central Government over a period of 5 years from Financial Year (FY) 2021-22 to FY 2025-26, the scheme focuses on reducing Aggregate Technical & Commercial (AT&C) losses to pan-India levels of 12-15% and eliminating the Average Cost of Supply (ACS)-Average Revenue Realized (ARR) gap by 2024-25.

The primary goal of the RDSS is to improve the operational efficiency and financial sustainability of power distribution companies (DISCOMs). It accomplishes this by providing financial assistance to DISCOMs based on their adherence to pre-qualifying criteria and their achievement of minimum benchmarks. The scheme is divided into two main components:

1. Part 'A' includes financial support for prepaid smart metering, system metering, and the upgradation of distribution infrastructure, while
2. Part 'B' focuses on training, capacity building, and other enabling and supporting activities.

Under the RDSS, DISCOMs must achieve a minimum score of 60% and fulfill specific parameters to be eligible for funding. This encourages DISCOMs to undertake necessary reforms and enhancements in their operations and infrastructure. The scheme also integrates existing power sector reform programs, including the Integrated Power Development Scheme, Deen Dayal Upadhyaya Gram Jyoti Yojana, and Pradhan Mantri Sahaj Bijli Har Ghar Yojana, streamlining efforts under a unified program.

Through the RDSS, the government aims to strengthen the distribution sector, enhance supply infrastructure, and promote the adoption of prepaid smart metering systems. By reducing AT&C losses and closing the ACS-ARR gap, the scheme will improve the financial viability of DISCOMs, ensuring efficient and reliable electricity delivery to consumers. This comprehensive approach will contribute to the overall development and growth of the power distribution sector in India, benefiting both DISCOMs and electricity consumers nationwide.

<u>Achievements</u>

The reform measures implemented under the RDSS, in conjunction with other initiatives by the Ministry, have led to a significant decrease in AT&C losses of DISCOMs from 22.32% in the fiscal year 2021 to 16.44% in the fiscal year 2022. This reduction in AT&C losses has subsequently narrowed the gap between Average Cost of Supply (ACS) and Aggregate Revenue Requirement (ARR) from Rs. 0.69/kWh in FY2021 to Rs. 0.15/kWh in FY2022.

Furthermore, the AT&C losses in the power sector have further decreased to 15.41% (provisional) in FY 22-23. The direct implication of this achievement is a tangible improvement in the ACS-ARR gap, ultimately benefiting end consumers by ensuring the provision of quality power supply.

National Grid: One Nation - One Grid

The "One Nation One Grid" initiative of the Government of India is an ambitious initiative aimed at integrating and unifying the power grids across the country into a single national grid. The policy's objective is to enable the seamless transmission and sharing of electricity across states and regions, ensuring efficient utilization of power resources and promoting grid stability.

Under this policy, the different regional power grids in India, such as the Northern, Western, Eastern, and Southern grids, are interconnected to form a synchronized and interconnected power transmission network. The integration of these grids allows for the transfer of surplus power from one region to another, ensuring a reliable and consistent power supply across the country.

The achievement of this goal was realized with the commissioning of the 765kV S/c Raichur – Sholapur line on December 31, 2013. This milestone paved the way for the integration of the regional grids and laid the foundation for a unified and synchronized power transmission network across the country.

The central agency responsible for the development and strengthening of the transmission network is POWERGRID. Their focus lies in establishing inter-state and inter-regional transmission links to enhance the capacity of the national grid. This proactive approach ensures optimal utilization of India's diverse and unevenly distributed energy resources.

In the fiscal year 2021-22 alone, the country witnessed the addition of 7,200 MW of inter-regional (IR) transmission capacity. This continuous expansion of the transmission infrastructure has resulted in a cumulative capacity of 1,225,260 MVA as of January 2024. These developments reflect the commitment of the government to reinforce the national grid and facilitate the seamless transfer of power across regions.

The implementation of the National Grid system signifies India's commitment to developing a robust and unified power transmission infrastructure. Through the continuous strengthening of inter-state and inter-regional transmission links, the country aims to achieve optimal utilization of resources, enhance grid stability, and foster competition in the power market. These efforts are vital for meeting the growing electricity demand, promoting renewable energy, and ensuring reliable and affordable power supply for all.

Green Energy Corridor

The Green Energy Corridor initiative in India focuses on the development of transmission corridors and associated infrastructure to facilitate the integration of renewable energy into the power grid. It aims to address the challenges of integrating large-scale renewable energy generation by strengthening the transmission network by upgrading existing transmission lines, constructing new high-capacity lines, and establishing substations and transformers.

The initiative aims to balance power supply and demand by transmitting surplus renewable energy from regions with high generation potential to areas with high consumption. It also aims to improve grid stability and reliability, minimize transmission losses, and enable open access and market mechanisms for renewable energy trading.

The 12th Plan Period facilitated the integration and transmission of 32,713 MW of renewable energy capacity. The scheme initially estimated a total funding requirement of Rs. 34,141 Crore for the development of transmission infrastructure and control systems in states with abundant renewable resources such as Andhra Pradesh, Gujarat, Himachal Pradesh, Jammu and Kashmir, Karnataka, Maharashtra, Rajasthan, Madhya Pradesh, and Tamil Nadu.

The Green Energy Corridor project requires an estimated cost of Rs. 12,693.94 Crore for intra-state transmission systems and Rs. 15,455 Crore for inter-state transmission systems (revised figures). The funding for intra-state transmission schemes involves 20% equity from the State Government, 40% grant from the National Clean Energy Fund (NCEF), and 40% soft loan. Inter-state transmission schemes, on the other hand, are funded with 30% equity from PGCIL (Power Grid Corporation of India Limited) and 70% soft loan.

To support the funding of green energy corridors, a loan agreement has been signed between PGCIL and KfW Germany for a soft loan of Euro 500 million. Additionally, PGCIL has obtained a loan from ADB (Asian Development Bank) for the implementation of transmission schemes under Green Energy Corridor-Part D. Various states including Tamil Nadu, Rajasthan, Himachal Pradesh, Andhra Pradesh, Gujarat, and Madhya Pradesh have signed loan agreements with KfW Germany for financial assistance in implementing intra-state transmission projects.

Green Energy Corridor (GEC) Phase I

GEC-1, was approved by the Cabinet Committee on Economic Affairs (CCEA) in 2015. This scheme involves the implementation of intra-state transmission lines and sub-stations in eight renewable energy-rich states: Andhra Pradesh, Gujarat, Himachal Pradesh, Karnataka, Madhya Pradesh, Maharashtra, Rajasthan, and Tamil Nadu. The project aims to evacuate approximately 24 GW of renewable energy power, with around 16.4 GW already commissioned and connected to the grid. The project's total cost is Rs. 10,141.68 crore, funded by 40% central grant from MNRE (Rs. 4,056.67 crore), 40% loan from KfW Germany (EUR 500 million), and 20% equity by the State Transmission Utilities (STUs). As of October 31, 2022, 8,651 ckm of transmission lines and 19,558 MVA of substations have been constructed, with Rajasthan, Madhya Pradesh, and Tamil Nadu having completed all their projects. The commissioning timeline for projects under GEC-1 was extended until March 2023.

Green Energy Corridor (GEC) Phase II

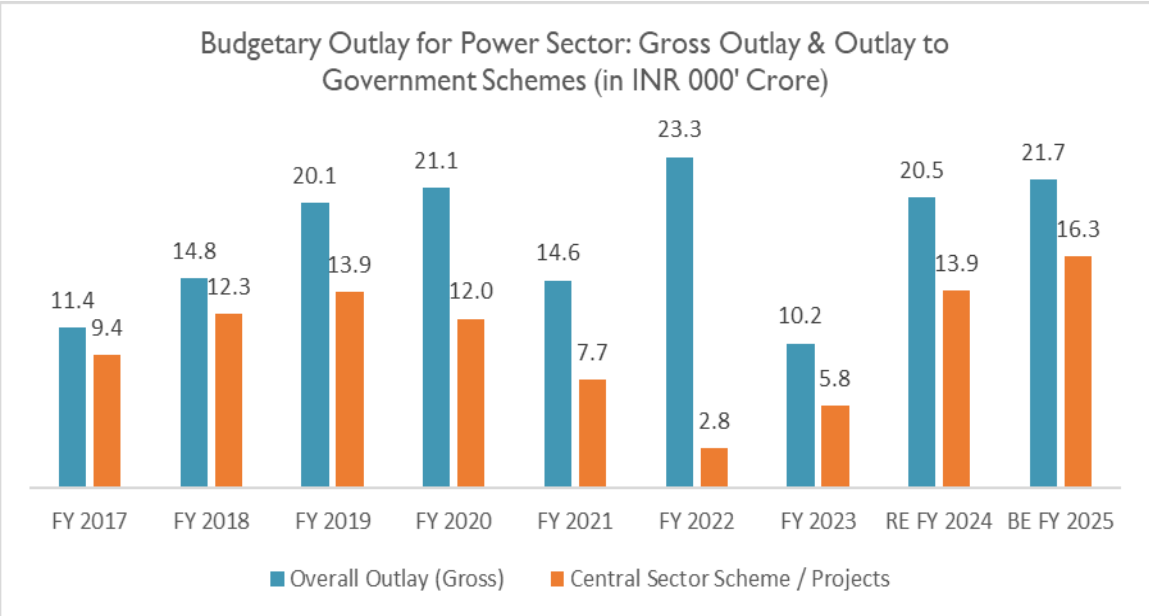
GEC-II was approved by the CCEA in January 2022. This scheme targets the implementation of intra-state transmission lines and sub-stations in seven states: Gujarat, Himachal Pradesh, Karnataka, Kerala, Rajasthan, Tamil Nadu, and Uttar Pradesh. The project's objective is to evacuate approximately 20 GW of renewable energy power in these states with addition of 10,753 circuit kilometres (ckm) of transmission lines and 27,546 Mega Volt-Amperes (MVA) capacity of sub-stations. The project cost is Rs. 12,031.33 crore, with 33% central financial assistance from MNRE (Rs. 3,970.34 crore) and the remaining 67% available as a loan from KfW/REC/PFC. The State Transmission Utilities (STUs) in these states are currently preparing the packages and issuing tenders for the project implementation. The scheduled commissioning timeline for projects under GEC-2 is March 2026.

The State-wise brief of the projects under the scheme is as under:

State	Estimated project cost (INR Crore)	Length of transmission lines envisaged (ckm)	Capacity of substations envisaged (MVA)	RE addition envisaged (MW)
Gujarat	3636.73	5138	5880	4000
Himachal Pradesh	489.49	62	761	317
Karnataka	1036.25	938	1225	2639
Kerala	420.32	224	620	452
Rajasthan	880.92	1170	1580	4023
Tamil Nadu	719.76	624	2200	4000
Uttar Pradesh	4847.86	2597	15280	4000
Total	**12,031.33**	**10753**	**27546**	**19431**

Budgetary Outlay for Power Sector

The recent interim budget (FY 2024-25) witnessed a significant growth in budgetary allocation for ongoing Government schemes. Although power sector has always remained a key focus area of successive Governments, there was a moderate decline in budget outlays for existing schemes during FY 2022 and FY 2023. In its latest budget, the Government reversed this trend by increasing its outlay - underlining a renewed commitment to infrastructure development and central sector initiatives, reflecting the government's efforts to boost economic growth and address key developmental needs.



Realizing the challenges faced by the T&D segment, the budget provides special emphasis on Reform Linked Distribution Scheme – which was launched to improve the operational efficiency & financial stability of stakeholders in distribution segment. The program saw an outlay of INR 14,500 crore in budget FY 2025, an increase of nearly 40% from the outlay that was provided during the previous budget (RE 2023-24).

Engineering, Procurement, and Construction (EPC)

EPC refers to a prominent contracting agreement in the construction industry where a single contractor assumes full responsibility for the project's engineering, procurement, and construction. This model streamlines project execution by transferring substantial risks from the owner to the contractor, making it an attractive option for developers who seek cost certainty and reduced engagement in project management.

EPC contracts typically involve several key characteristics:

- Single Point of Responsibility: The contractor manages all project aspects, simplifying oversight for the client.
- Fixed Price and Cost Certainty: Often structured as a lump sum, these contracts reduce financial risk and enable better budget management.
- Risk Transfer: Significant project risks, including design and construction-related uncertainties, are transferred to the contractor.
- Turnkey Delivery: The contractor delivers a fully operational facility, allowing the client to commence operations without further modifications.
- Performance Guarantees: Contractors commit to meeting specific performance standards, assuring quality and operational efficiency.

Scope of EPC Services in Power Transmission and Distribution

EPC (Engineering, Procurement, and Construction) services in the power transmission and distribution sector encompass a wide range of activities that are crucial for the development and operation of electrical power grids. These services involve the planning, design, construction, and commissioning of various infrastructure components, ensuring a seamless and efficient flow of electricity. Key areas covered by EPC services in power transmission and distribution include:

- ***Substation Construction***: EPC contractors design, build, and commission substations, which are essential for transforming and distributing electricity. This involves the installation of transformers, switchgear, and other electrical equipment.
- ***Transmission Line Construction***: EPC services extend to the construction of high-voltage transmission lines, which transport electricity over long distances. This includes the installation of towers, conductors, and insulators.
- ***Distribution Network Development***: EPC contractors are responsible for designing and building distribution networks, which deliver electricity to end-users. This involves the installation of distribution transformers, feeders, and other components.

- ***Grid Modernization and Expansion***: EPC services are crucial for upgrading existing power grids and expanding their capacity to meet growing demand. This involves the rehabilitation of aging infrastructure, installation of new equipment, and integration of renewable energy sources.
- ***Project Management***: EPC contractors provide comprehensive project management services, overseeing all aspects of the project from planning and design to construction and commissioning. This ensures that projects are completed on time, within budget, and to the required quality standards.

  EPC services play a vital role in ensuring the reliability and efficiency of power transmission and distribution systems. By providing a one-stop solution for all aspects of project development, EPC contractors help to streamline the process and reduce project risks. As the demand for electricity continues to grow, the importance of EPC services in the power sector will only increase.

Construction industry in India

Overview

The construction sector is a key component of the Indian economy with linkages across more than 200+ sub sectors. Construction, the second largest economic activity in India (after agriculture) contributes around ~9.1% to the national GDP. Further, India is poised to become the third largest construction market in the next 2-3 years on the back of stable economic growth as the real estate sector has emerged to be a critical engine in the country's growth story. As per a Knight Frank report, the construction sector, along with the output generated from real estate services and ownership of dwellings, contributes nearly 18% to the economy's total output.

It is the second largest employment generator in India with nearly 71 million workforce which is expected to cross 100 million by 2030. High employability of the sector is due to chain of backward and forward linkages that the sector has with other sectors of the economy. It provides impetus to other manufacturing sectors like cement, bitumen, iron and steel, chemicals, bricks, paints, tiles among others. A unit increase in expenditure in construction sector has a multiplier effect on other sectors with a capacity to generate income as high as five times in other sectors.

India's construction industry is on a phenomenal growth trajectory, projected to reach a staggering USD 1.4 trillion by 2025, accounting for 8%-10% of India's GDP. This represents a significant leap from its current size of approximately USD 820 billion, showcasing the dynamism and potential of this sector. Cities are a major driver for the construction industry as more than 40% of the population is expected to live in urban India (compared to the current 33%), leading to a demand for 25 million additional mid-end and affordable units by 2030. Further, the Smart Cities Mission targeted at 100 cities is aimed at improving the quality of life through modernized/ technology driven urban planning.

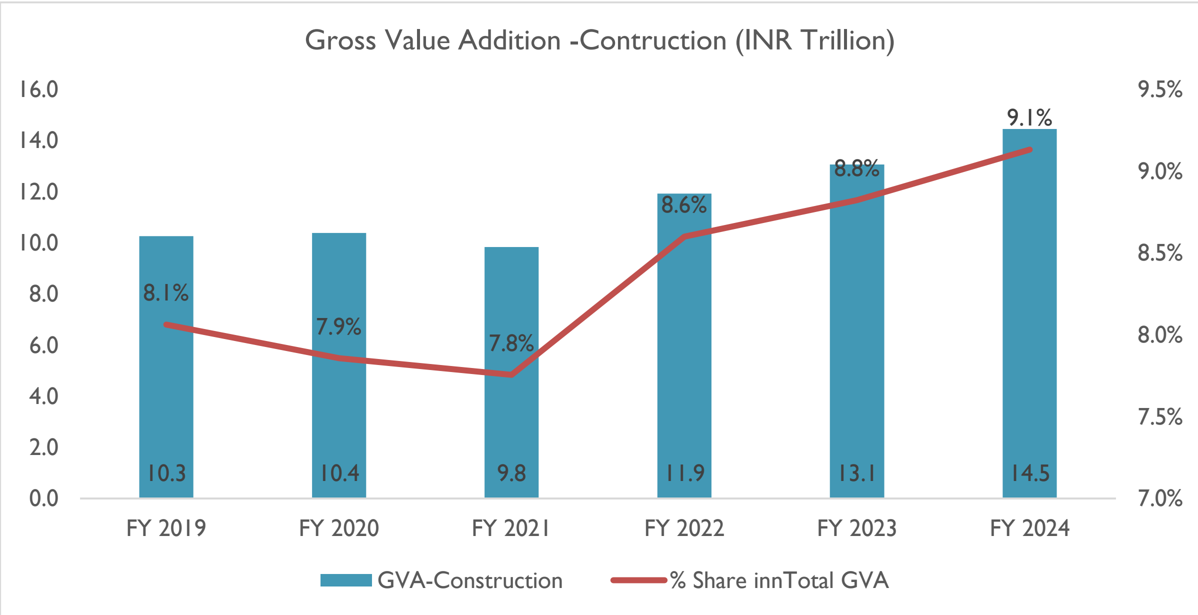
The Indian government's ambitious Gati Shakti National Master Plan plays a pivotal role in propelling the construction industry forward. This comprehensive roadmap aims to seamlessly integrate infrastructure development across various sectors, creating a national logistics network that will boost efficiency and reduce costs.

The Bharatmala Pariyojana initiative complements Gati Shakti by focusing specifically on developing a world-class highway network spanning over 83,000 kilometers. This ambitious project comprises several expressways, ring roads, and economic corridors, aiming to improve connectivity, boost regional development, and facilitate trade. The booming construction industry is a significant job creator, directly employing millions of workers across various disciplines like engineering, construction, architecture, and skilled labor. Additionally, the sector indirectly supports numerous job opportunities in associated industries like manufacturing, transportation, and logistics.

Historical growth trend in construction industry

Contribution to national economy by the construction sector has steady improved over the years, and by FY 2024 it is estimated to account for nearly 9.1% of national Gross Value Added (GVA). In actual terms, the GVA by construction sector reached approximately INR 14.5 trillion in FY 2024.

This positive development is based on increased government spending on infrastructure as well as faster than expected demand growth in the real estate sector. The housing sector especially is seeing stable demand, on the back of low loan rates, deductions in stamp duty announced by several state Governments as well as drop in property price volatility.



Source: Ministry of Statistics & Programme Implementation (base year 2011-12)

The government has identified infrastructure as a priority sector to bolster GDP growth. Various reforms have been introduced from time to time to attract investment in infrastructure. Infrastructure sector was opened to private participation post-liberalization in 1991 and currently up to 100% FDI under automatic route is allowed in most sectors/activities.

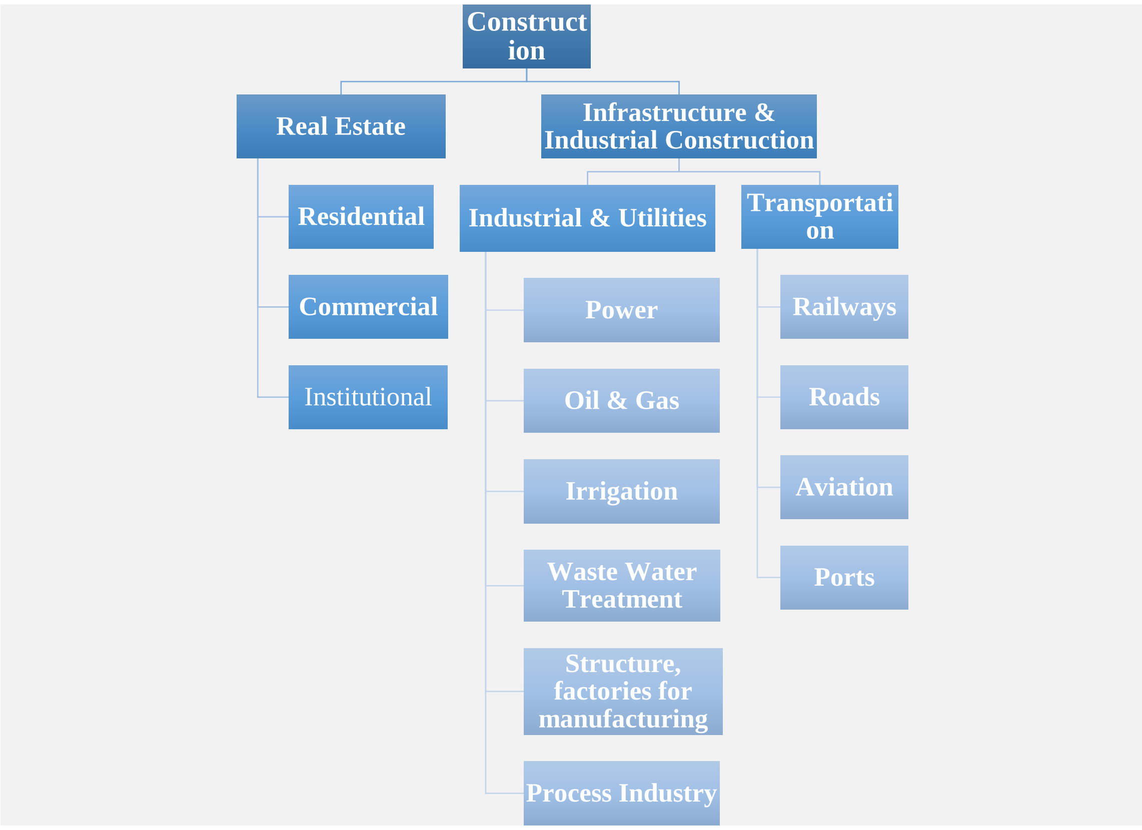
100% FDI under automatic route is allowed in construction-development projects which would include development of townships, construction of residential/commercial premises, roads or bridges, hotels, resorts, hospitals, educational institutions, recreational facilities, city and regional level infrastructure, townships.

India has emerged as a safe investment destination in the last decade. The construction development segment (townships, housing, built-up infrastructure, and construction-development projects) is the seventh largest FDI recipient with its share in total FDI inflows standing at nearly 4% (at the end of March 2024) and cumulatively amounted to INR 3,407 billion from Apr 2000 – March 2024.

Segment	FY 2021 INR Bn	FY 2022 INR Bn	FY 2023 INR Bn	FY 2024 INR Bn	Cumulative FDI From Apr 2000-March 2024 INR Bn
Construction Development *Townships, housing, built-up infrastructure and construction-development projects*	31.17	9.32	11.96	21.13	1,313.21
Construction (Infrastructure) Activities	582.40	241.78	135.88	350.76	2,395.55

Key Segments of the Indian Construction Industry

Construction sector includes a broad spectrum of activities including planning & design to actual construction. The sector is broadly divided into two: real estate construction and Industrial & infrastructure construction.



Real Estate

Residential Construction: Building Homes for a Growing Nation

It is the largest Segment, representing approximately 60% of the industry, residential construction plays a dominant role. Rapid urbanization driven by a burgeoning middle class and economic growth fuels demand for new housing units, particularly in Tier 1 and Tier 2 cities. Government initiatives like Pradhan Mantri Awas Yojana (PMAY) aim to bridge the housing gap and provide affordable homes for low-income families.

Preference for smaller apartments, smart homes, and integrated townships with amenities is gaining traction among the residents.

Commercial Construction: Skyrocketing Demand for Office and Retail Space

This segment is fuelled by Economic Growth i.e., Increasing business activity and foreign direct investment drive demand for office space in major cities. Growth of e-commerce and changing consumer preferences necessitate modern retail centres and logistics infrastructure. Emerging trend of Co-working and Coworking Spaces catering to the burgeoning freelance and start-up culture. Green buildings and energy-efficient technologies are gaining traction as environmental consciousness rises.

Infrastructure Construction: Connecting India: Roads & Highways, Railways, Airports, and Ports

The sector bears strategic importance in contributing towards country's economic growth. It is a key driver of economic growth and national development. Infrastructure development can be referred to as a set of basic services, facilities, and physical installations required for smooth functioning of quality life in a country. Growth in infrastructure serves as an indicator of level of urbanization as well as overall development in the country. It encompasses the development and maintenance of essential infrastructure like roads, highways, railways, airports, ports, waterways, etc. This segment plays a crucial role in:

- *Connecting people and places*: Efficient transportation networks facilitate movement of goods and people, boosting trade and commerce.
- *Stimulating economic activity*: Infrastructure projects create jobs, attract investments, and spur development across various sectors.
- *Improving quality of life*: Access to clean water, sanitation, and reliable electricity enhances living standards and promotes overall well-being.

Key Segments of Infrastructure Construction:

Roads & Highways: India has a road network spanning approximately 6.6 million kms, making it the second largest in the world. This network – which comprises of national highways, state highways, district roads, and rural road – carries approximately 65% of country's freight traffic and nearly 90% of passenger traffic. However, it needs significant expansion and upgrades. The government initiatives like Bharatmala Pariyojana and Sagarmala aim to improve connectivity and logistics efficiency.

Railways: The Indian Railways network is the fourth largest globally, undergoing modernization with dedicated freight corridors and high-speed rail projects. The modernization of railway stations in India encompasses a wide range of initiatives aimed at enhancing infrastructure, amenities, and services to provide passengers with a world-class travel experience. This includes the construction of modern waiting halls, waiting rooms, restrooms, and passenger lounges equipped with amenities such as Wi-Fi connectivity, charging points, and digital display boards providing real-time information about train schedules and arrivals. Additionally, efforts are underway to improve accessibility for passengers with disabilities by installing ramps, elevators, and other facilities to ensure equitable access to railway services.

Airports: Expansion and modernization of airports to cater to growing air traffic and promote regional connectivity. India plans to build and upgrade over 100 airports, expanding air connectivity and catering to growing passenger demand.

Ports: With a coastline of approximately 7,517 km, India's coastline offers immense potential for port development, facilitating international trade and boosting maritime connectivity. India has 12 major ports and approximately 200 minor ports as of July 2024. Indian ports handle 95% of the total international trade volume of the country where the 12 major ports of India handled 53% of the total cargo and the minor ports accounted for 47% of the cargo traffic in FY2024. Various initiatives are being taken by central bodies to improve maritime transport in India by reducing turnaround time, enhance operational efficiency, improve capacity utilization, increase inland waterways, and lower costs. Sagar Mala Project and Maritime India Vision 2030 are few of the largest sector specific policies being implemented across the country aimed at bringing India to the forefront of the global maritime transport.

Global transformer industry

The global transformer industry plays a crucial role in supporting the electrical power infrastructure worldwide. Transformers are indispensable devices that convert voltage levels to enable efficient transmission and distribution of electricity. They are used in various applications, from power generation plants to residential areas, ensuring a reliable and uninterrupted supply of electricity. The industry is driven by several factors, including economic growth, urbanization, and the increasing demand for electricity. As countries develop and cities expand, the need for transformers grows to meet the rising energy consumption. Additionally, the shift towards renewable energy sources and the electrification of transportation are further driving demand for transformers. Major players in the global transformer market include multinational corporations like ABB, Siemens, GE, Schneider Electric, and Mitsubishi Electric, known for their technological expertise and global reach. However, the industry also faces challenges such as rising raw material costs, intense competition from emerging markets, and rapid technological advancements. Despite these challenges, the global transformer industry is expected to continue expanding, driven by the persistent demand for electricity and the need for efficient and reliable power distribution solutions.

Indian Transformer Industry

Transformer along with power transmission lines forms the core of a power transmission & distribution (T&D) infrastructure and an important part of substation infrastructure. A **substation** transforms or regulates voltage levels. It contains various equipment such as Transformers, Switches, Circuit breakers, Large metallic pipe called bus work, Support structures to terminate transmission lines and Communications equipment.

Transformers can be broadly categorized into following based on the output rating.

- **Power transformers:** Power transformers are used in transmission network of higher voltages for step-up and step down application. It should have a primary voltage rating of 33 kilo volt (kV) and above.

- **Distribution transformers**: Distribution transformers work at lower voltages. A distribution transformer is used to transform power voltage from transmission point to distribution of power to the end user.

Electricity generated at a power plant is transmitted to the nearest grid via step-up transformers and then to the state grid (via step-up or step-down transformers) and then to a power substation via step-down transformers. Finally, distribution transformers are used to transmit power from the sub-transmission point to end consumers.

- There are also specialized types of transformers. These are primarily used for welding, furnace etc. Special Transformers find application in industries like oil & gas, metal, steel for melting, refining, etc.
- Another classification of the transformer comprises current and voltage transformer (defined in unit volume), which together are referred as **instrument transformer**.

Based on application, transformers are also classified as industrial transformers or utility transformers. Based on technology, it can be divided into oil filled transformers and dry transformers.

Market Scenario

The Indian transformer industry is experiencing robust growth, driven by factors such as rapid urbanization, industrialization, and increasing demand for electricity. The estimated market size for FY 2024 is INR 333.3 billion, indicating a significant expansion in recent years. Several key trends are shaping the market landscape:

Infrastructure Development: India's ongoing infrastructure projects, including the construction of power plants, transmission lines, and distribution networks, are driving demand for transformers. The government's focus on smart cities and rural electrification initiatives is further fueling this growth.

Renewable Energy Expansion: The increasing adoption of renewable energy sources, such as solar and wind power, is creating a need for transformers to integrate these sources into the grid. This is contributing to the expansion of the transformer market.

Industrial Growth: India's thriving manufacturing sector, including automotive, electronics, and chemicals, is driving demand for electricity. This, in turn, is leading to increased demand for transformers for industrial applications.

Technological Advancements: Advances in transformer technology, such as the development of more efficient and compact designs, are enabling manufacturers to offer innovative products. This is driving the market towards higher-value products.

Government Policies: The government's focus on improving power infrastructure and promoting energy efficiency is creating a favorable environment for the transformer industry. Policies such as the National Electricity Policy and the National Solar Mission are supporting the growth of the market.

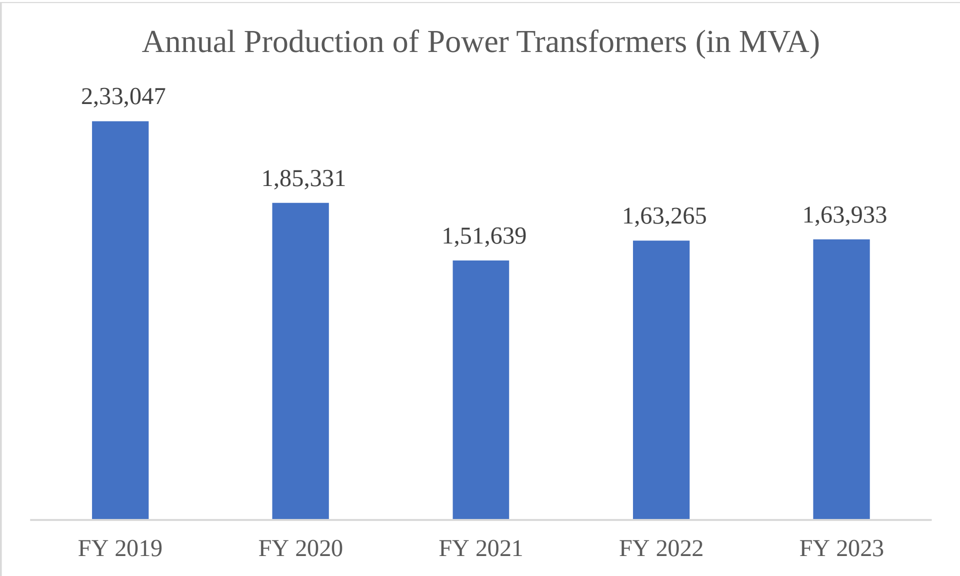
Despite the positive outlook, the Indian transformer industry faces challenges such as intense competition, rising raw material costs, and the need to comply with stringent quality standards. However, with the right strategies and investments, the industry is well-positioned to capitalize on the growing market opportunities and continue its expansion in the coming years.

Highest capacity addition in Indian power T&D industry happens in 220 kV and 400 kV voltage segment, with 765 kV having the smallest additions. However, pace of capacity addition in 765 kV segment is improving as power utilities shift to higher voltage level to transmit power with low operational losses. With this shift expected to continue, 765 kV segment would see the maximum addition in the years ahead.

Voltage Level	FY 2015	FY 2016	FY 2017	FY 2018	FY 2019	FY 2020	FY 2021
220 kV	12,084	24,804	5,292	5,487	21,145	21,140	21,920
400 kV	14,970	17,045	10,012	13,813	30,560	24,590	23,955
765 kV	38,500	19,500	5,705	3,819	21,000	19,500	7,700
+/- 500 kV HVDC	-	-	2,574	-	-	-	-
+/- 800 kV HVDC	-	1,500	-	-	-	3,000	3,000
All India	65,554	62,849	23,583	23,119	72,705	68,230	56,575

Source: Central Electricity Authority, Ministry of Power

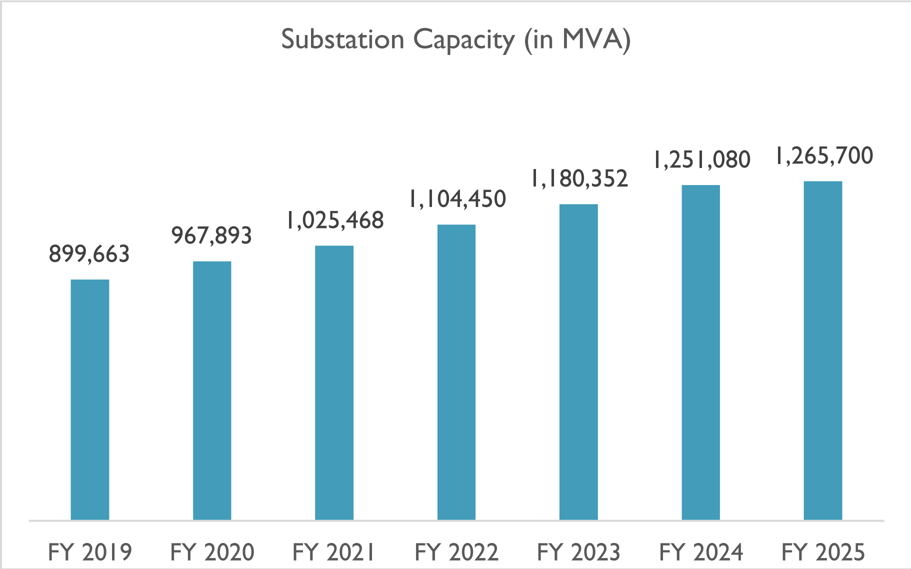
The slowdown in transmission capacity addition in the power T&D segment have led transformer manufacturers to revise their annual production volume. Annual production of transformers fell from a high of approximately 233,047 MVA in FY 2019 to an estimated 163,933 MVA in FY 2023. The decline in FY 2020 could be solely attributed to the economic slowdown, while in FY 2021 disruption in production due to Covid-19 restrictions further deteriorated the prevalent unfavourable environment.



Source: Center for Monitoring Indian Economy (CMIE)

Substations in India: Historical Growth and Voltage-Wise Distribution

Over the past several years, India's substation capacity has experienced robust growth, reflecting the expansion of the country's power infrastructure to meet increasing electricity demand. From FY 2019 to FY 2024, the total substation capacity has grown from 899,663 MVA to 1,251,080 MVA, representing a substantial increase. This growth equates to a Compound Annual Growth Rate (CAGR) of 5.9%, demonstrating a consistent investment in strengthening and expanding the country's power distribution network.



Source: Niti Aayog, India Climate & Energy Dashboard

In FY 2019, the total substation capacity was 899,663 MVA. This capacity increased to 967,893 MVA in FY 2020 and further rose to 1,025,468 MVA in FY 2021. The upward trend continued with the capacity reaching 1,104,450 MVA in FY 2022. By FY 2023, the total capacity had grown to 1,180,352 MVA. The most recent data for FY 2024 shows a significant jump to 1,251,080 MVA, with projections for FY 2025 estimating a capacity of 1,265,700 MVA. This growth underscores the ongoing efforts to enhance power distribution and support the country's increasing energy needs.

Voltage-Wise Substation

As of July 2024, India's substation distribution reveals significant variations across different voltage levels and sectors. At the 220 kV level, most substations are state-owned i.e. 455,599 with Central and Private sectors contributing 14,521 and 1,957 substations, respectively. For the 400 kV level, the Central sector leads with 212,420 substations, followed closely by the State sector with 221,653 and the Private sector with 28,350. The 500 kV level shows a smaller number of substations, with the Central sector having 9,500, the Private sector 2,500, and the State sector 1,500. At 765 kV, the Central sector dominates with 238,700 substations, while the Private and State sectors have 31,000 and 28,000 substations, respectively. Lastly, at the 800 kV and 320 kV levels, the Central sector has 18,000 and 2,000 substations, with no contributions from the Private or State sectors at these voltage levels.

Voltage Level	Central	Private	State
220 kV	14,521	1,957	455,599
400 kV	212,420	28,350	221,653
500 kV	9,500	2,500	1,500
765 kV	238,700	31,000	28,000
800 kV	18,000	-	-
320 kV	2,000	-	-

The growth in substation capacity over the years and the bifurcation of substations across various voltage levels reflect India's commitment to expanding and modernizing its power infrastructure. The increasing capacity and strategic distribution of substations are critical to ensuring a reliable and efficient power supply across the country, supporting both current and future energy demands.

Demand Drivers

The demand for power transformers is directly dependent on expansion as well as modernization of power transmission capacity. Government objective of 100% electrification as well as higher demand for uninterrupted power from industrial and domestic consumers have led to sustained investment in increasing the transmission capacity in the country.

In addition, integration of renewable power into national grid along with need for smart transmission – due to the rise of electric charging stations and digitization & automation across industrial consumers have created the need for smart transformers that can control power transmission in an intelligent way. To meet this emerging need utilities will have to upgrade the transmission capability, by installing smart transformers that can independently regulate voltage, along with intelligent monitoring and diagnostic features.

These two developments will be the key demand drivers in the power transformer industry in the coming years.

From an end user perspective, initiatives like increasing electrification of railway infrastructure, growth in demand from industrial consumers due to large scale industrial growth, and higher demand from domestic consumers as the usage of electrical appliances goes up will create higher demand for power. This will in turn require expansion and upgradation of transmission capability creating demand for power transformers.

Growth in transmission infrastructure

The Ministry of Power has made significant strides in enhancing India's transmission infrastructure under Prime Minister Shri Narendra Modi's leadership. The recently finalized National Electricity Plan (2023-2032) aims to expand the transmission network from 485,000 circuit kilometres (ckm) in 2024 to 648,000 ckm by 2032, accommodating a projected peak demand of 458 GW. This ambitious plan, with a total estimated cost of approximately INR 9.15 trillion, includes the addition of nine High Voltage Direct Current (HVDC) lines, boosting inter-regional transfer capacity from 119 GW to 168 GW. Recently, the Ministry approved 50.9 GW of transmission capacity, focusing on renewable energy evacuation, while also achieving the electrification of 83,596 Particularly Vulnerable Tribal Group (PVTG) households. Despite challenges like land acquisition and regulatory hurdles, the Ministry's initiatives aim to ensure energy security and facilitate the integration of renewable sources into the grid, marking a pivotal step towards a sustainable energy future for India.

Integration of renewable energy / variable renewable energy (VRE)

India is aggressive increasing its installed generation capacity in renewable space, with total installed generation capacity in renewable space reaching nearly 96 GW (as on 31st May 2021). This accounted for nearly one fourth of the total installed generation capacity in India. During the month of April 2021, approximately 10.7 BU of power was generated from renewable sources, accounting for 11% of total power generation in the country during the month.

Solar and wind energy dominate Indian renewable energy domain, and generation centers are often located in far off location. This creates the need for a robust transmission infrastructure to facilitate of transfer of power from origin to destination. Moreover, the variable nature of power generated and the need for power evacuation meant the transmission infrastructure creates a strong demand for power transformers that will beef up the transmission capability.

The integration of Variable Renewable Energy (VRE) is pivotal for India's transition to a sustainable energy future, aiming for 500 GW of renewable capacity by 2030. The National Electricity Plan (2023-2032) addresses this by expanding the transmission network to 648,000 circuit kilometres (ckm) and approving 50.9 GW of transmission capacity for VRE. With a focus on evacuating 280 GW of VRE to the Inter-State Transmission System (ISTS) by 2030, the plan emphasizes investments in advanced grid technologies and energy storage solutions. By overcoming integration challenges, India can maximize its renewable potential, reduce emissions, and secure energy for its growing economy.

Demand from railway electrification initiatives

In railway transportation, transformers are used to reduce the voltage level received from overhead lines to make it suitable to power essential train functions like traction, lighting, brakes and heating & ventilation. Indian Government has announced a plan to achieve 100% rail electrification by 2023 and make Indian railways a net zero carbon emitter by 2030. As part of that, railways are investing in aggressively scaling up freight capabilities and is electrifying the remaining lines. This initiative has seen Indian railways floating several tenders for procuring transformers, with leading global supplies like ABB securing multi million dollar contracts. With a significant percentage of railway network yet to be electrified, the opportunities created by rail electrification is immense.

Demand from industrial sector

Industrial production has increased by leaps and bounds in the last decade alone, on the back of increasing demand. Billions of rupees worth of investments has gone into expand production capacity as well as modernizing the manufacturing infrastructure across all sectors. The growth in industrial production has increased the electricity consumption. Along with increase in power generation, this development also required improving the transmission infrastructure to bring down the voltage to levels that is combatable for usage. Similarly, electricity demand has increased from domestic households too, with increase in electrified homes as well as growth in the number of electronic and electrical appliances used.

<u>Regulatory Scenario</u>

Indian capital goods sector has been completely decontrolled to allow a level playing field for private companies. No industrial license is required for entry into this sector. Similarly, the quantum of payment for technology transfer, design & drawing, royalty etc to foreign collaborator has no limit. Up to 100% foreign direct investment is permitted in the sector and there are no restrictions/limits on import-export activities.

Removal of restrictive industrial licensing norms, easing regulations for private companies to enter the sector as well as relaxation of foreign direct investments (FDI) are few of the regulatory initiatives. In the FDI front, the Government currently allows up to 100% FDI under automatic route in most of the segments within the capital goods sector.

National Goods Policy, announced in 2016, is expected to be the key regulatory framework that would guide domestic capital goods manufacturing industry in the coming years. Primary objective of the policy includes increasing the annual production value of capital goods in the country to INR 750,000 Crore by 2025, up from INR 230,000 Crore that was prevailing in FY 2015. This policy, along with Make in India scheme, and the Atmanirhar Bharat Abhayan (in May 2020) is expected to fuel the capital goods industry in India in the coming years.

Future Scenario

The Indian transformer industry is experiencing a period of robust growth, driven by a confluence of factors. The market size is projected to expand significantly from INR 333.3 billion in FY 2024 to INR 522.98 billion by FY 2030 at a CAGR of ~8%. This growth trajectory is underpinned by the escalating demand for electricity, a consequence of rapid urbanization, industrialization, and a burgeoning economy.

Government initiatives are also playing a pivotal role in fostering the industry's growth. The government's emphasis on infrastructure development, renewable energy, and smart grids is creating a conducive environment for the transformer industry. These initiatives are driving investments in power transmission and distribution networks, renewable energy projects, and energy-efficient technologies, thereby stimulating demand for transformers.

Moreover, advancements in transformer technology are poised to fuel market expansion. Innovations in design, materials, and manufacturing processes are enabling the development of more efficient, reliable, and compact transformers. These technological advancements are enhancing the performance and capabilities of transformers, making them more attractive to customers and driving demand.

While the industry faces challenges such as competition and rising raw material costs, the overall outlook remains optimistic. The increasing demand for electricity, coupled with supportive government policies and technological advancements, presents significant opportunities for growth. The Indian transformer industry is well-positioned to capitalize on these opportunities and emerge as a global leader in the coming years.

Transformer Components Industry

Product overview

Transformers are essential devices in electrical power systems due to their ability to efficiently transfer electrical energy between different voltage levels. This capability is crucial for various applications, including long-distance power transmission, local distribution, and industrial processes. By stepping up or stepping down voltages, transformers enable the optimal transmission and utilization of electrical energy. This not only improves efficiency but also ensures safety and reliability in power systems. Each component plays a crucial role in the efficient and safe operation of these devices.

Component	Description
Core	The core is the magnetic heart of a transformer. It is typically made of laminated steel sheets, which help reduce eddy current losses. The core's shape and material

	determine the transformer's efficiency and magnetic properties.
Windings	Windings are coils of insulated copper or aluminum wire wrapped around the core. There are two types of windings: primary and secondary. The primary winding receives electrical power from the source, while the secondary winding delivers the transformed power to the load. The number of turns in each winding determines the voltage ratio of the transformer.
Insulation	Insulation is essential to prevent electrical short circuits between windings and the core. It is typically made of paper, oil, or synthetic materials. The quality and type of insulation directly affect the transformer's reliability and lifespan.
Bushings	Bushings are electrical connectors that provide a safe and reliable connection between the transformer and the external electrical system. They are typically made of porcelain or epoxy resin and are designed to withstand high voltages and environmental conditions.
Cooling System	Transformers generate heat during operation. A cooling system is necessary to dissipate this heat and prevent the transformer from overheating. Cooling systems can be air-cooled, oil-cooled, or water-cooled, depending on the size and power rating of the transformer.
Oil	In oil-filled transformers, oil serves as both a coolant and an insulating medium. It helps to transfer heat from the core and windings to the cooling system and provides additional insulation.
Tap Changer	Some transformers have a tap changer, which allows for adjusting the voltage ratio of the transformer. This is useful for maintaining a constant voltage level in the secondary circuit, even when the load or source voltage fluctuates.
Breakers	Breakers are protective devices that can interrupt the flow of current in the transformer if a fault occurs. They help to prevent damage to the transformer and the surrounding electrical system.

Types of Core Material and their applications in transformers

Transformers rely on magnetic cores to channel and concentrate the magnetic flux generated by the windings. The choice of core material significantly impacts the transformer's efficiency, size, and cost. Three common types of core materials are Cold Rolled Grain Oriented (CRGO) steel, amorphous core, and magnetic core.

Cold Rolled Grain Oriented (CRGO) Steel

CRGO steel is a specialized material renowned for its exceptional magnetic properties, making it a preferred choice for transformer cores. The manufacturing process involves cold rolling steel sheets and then annealing them in a magnetic field. This treatment aligns the iron crystals in a specific direction, significantly enhancing the material's magnetic characteristics. The aligned grains minimize energy losses due to eddy currents, leading to higher efficiency and lower operating temperatures in transformers. CRGO steel's combination of high magnetic permeability and low core losses makes it particularly suitable for large power transformers, where energy efficiency and reliability are paramount.

Global and Indian Players

Category	Company	Overview
Global Players	**Thyssenkrupp**	Thyssenkrupp is a leading global producer of electrical steel and has established its first CRGO steel plant in India, located in Nashik, Maharashtra. This facility has a production capacity of 50,000 tonnes annually, making it a significant player in the Indian CRGO market.
	NLMK Group	NLMK Group, a major global steel producer, is expanding its operations in India by setting up a CRGO steel manufacturing facility in Maharashtra. The new plant will have a production capacity of 64,000 tonnes per annum, addressing about 20% of India's current demand for CRGO steel.
	JFE Steel	JFE Steel, a prominent Japanese steel manufacturer, is collaborating with JSW Steel to form a joint venture in Karnataka, India. This partnership aims to produce a comprehensive range of CRGO steel products to meet the increasing demand for electrical steel in the region.
Indian Players	**Steel Authority of India Limited (SAIL)**	Steel Authority of India Limited (SAIL) is a major steel producer in India and is involved in the CRGO steel market. SAIL's overall production includes various steel products, with capacities in flat products relevant to electrical steel. The company is likely focusing on expanding its capabilities in response to rising domestic demand for CRGO steel. SAIL is looking forward to enhancing its CRGO production to reduce reliance on imports and better meet local needs.
	Jindal Steel & Power Limited (JSPL)	Jindal Steel & Power Limited (JSPL) is actively involved in the production of Cold-Rolled Grain-Oriented (CRGO) steel, essential for transformer and electrical applications. JSPL is enhancing its production capabilities for value-added steel products, including CRGO. The company's facilities are equipped to produce a range of steel grades. JSPL's focus on advancing its capabilities aligns with the growing demand for CRGO steel in the market.

	TATA Steel	Tata Steel is advancing CRGO steel production in India through collaborations with the Indian government and research institutions. The company is involved in developing indigenous CRGO technology with the Department of Scientific and Industrial Research (DSIR) and the National Metallurgical Laboratory (NML). A pilot plant is planned at NML in Jamshedpur to produce CRGO steel using new, locally developed processes, supported by a detailed report from Mecon.

Amorphous Core

Amorphous cores are constructed from non-crystalline alloys, often comprising iron, nickel, and boron. Unlike crystalline materials with a regular atomic structure, amorphous alloys exhibit a random arrangement of atoms. This unique structure effectively reduces eddy current losses, resulting in significantly higher efficiency compared to traditional CRGO steel, especially at higher frequencies. Amorphous cores are commonly employed in high-frequency transformers, such as those found in electronic devices and power supplies. Their superior efficiency and reduced heat generation contribute to improved performance and extended lifespan in these applications.

Magnetic Core

Magnetic cores can be fabricated from a variety of materials, including iron, silicon steel, and ferrites, each with distinct magnetic properties that suit specific applications. Iron cores are often utilized in low-frequency transformers due to their high saturation flux density, allowing them to handle larger magnetic loads. Silicon steel cores are well-suited for medium-frequency transformers, offering a balance between magnetic properties and cost. Ferrites, a class of ceramic materials, are commonly employed in high-frequency applications due to their low eddy current losses and high electrical resistivity. The selection of the appropriate core material depends on the transformer's.

Market Scenario of CRGO Transformer Components in India

The market for CRGO transformer components in India has been steadily expanding in recent years, driven by the nation's rapid industrialization, urbanization, and increasing demand for electricity. CRGO steel, a high-quality electrical steel, is a crucial component in transformers, essential for power transmission and distribution.

With an estimated market size of INR 66.7 billion[3] in FY 2024, CRGO transformer components have witnessed significant growth. This growth is attributed to several factors, including:

- ***Infrastructure Development:*** India's ongoing infrastructure projects, such as smart cities, industrial parks, and transportation networks, have led to a surge in demand for transformers.
- ***Renewable Energy Expansion:*** The growing emphasis on renewable energy sources, such as solar and wind power, has necessitated the installation of numerous transformers for grid integration and local distribution.

[3] D&B Research Estimates, Industry Articles

- ***Industrial Growth:*** The expansion of various industries, including manufacturing, automotive, and electronics, has increased the demand for electrical power, driving the need for transformers.
- ***Technological Advancements*****:** Advances in transformer technology, such as the development of more efficient and compact designs, have contributed to the growth of the market.

Despite the positive outlook, the market for CRGO transformer components in India faces certain challenges. The availability of high-quality CRGO steel at competitive prices is a critical factor. Additionally, the increasing competition from imported components and the need to comply with stringent quality standards can pose challenges for domestic manufacturers.

To capitalize on the growing market opportunities, Indian manufacturers are focusing on:

- ***Capacity Expansion:*** Investing in new production facilities to meet the rising demand for CRGO transformer components.
- ***Technological Upgradation:*** Adopting advanced manufacturing techniques and quality control measures to improve product efficiency and competitiveness.
- ***Research and Development:*** Investing in research and development to develop innovative products and solutions that cater to the evolving needs of the market.
- ***Strategic Partnerships:*** Collaborating with domestic and international players to strengthen supply chains and access new markets.

Overall, the market for CRGO transformer components in India is poised for continued growth, driven by the nation's economic development and increasing demand for electricity. By addressing the challenges and capitalizing on the opportunities, Indian manufacturers can play a significant role in meeting the growing demand for these essential components.

CRGO Steel Scenario in India

India is grappling with a severe shortage of Cold Rolled Grain Oriented (CRGO) steel, a critical material used in the production of distribution and power transformers that are essential to the country's power grid. The shortage arises from the requirement to meet Bureau of Indian Standards (BIS) certifications and the absence of domestic manufacturing capacity until 2027.

This supply disruption has been worsened by the expiration or non-renewal of export licenses previously granted by the BIS to major exporters from China, a key supplier of CRGO steel to India. Several Chinese manufacturers have since halted exports to the Indian market, significantly curbing the flow of CRGO steel. India has traditionally relied on imports from China, South Korea, Japan, and Europe, all of which are required to meet BIS regulations under IS 3024 (2006).

As a result, the limited availability of CRGO steel is anticipated to drive prices higher, creating additional challenges for India's transformer manufacturing industry. With an annual demand for 325,000 tons of CRGO steel, the shortage is especially severe for the Hi-B grade, which is crucial for high-efficiency transformers.

Globally, CRGO production stands at approximately 3 million tons, with China accounting for 45% of the supply. Industry leaders have called for easing import restrictions from Chinese mills such as Bao, Wisco, and Shougang to stabilize the supply chain and meet demand.

While a few Japanese and European suppliers continue to export CRGO steel to India, their capacity is limited and cannot sufficiently address the country's growing requirements. Government agencies and distribution companies (DISCOMs), which procure transformers made from CRGO steel, are already facing difficulties due to the constrained supply.

This shortage is likely to have a ripple effect across the energy sector, affecting the timely production of transformers and potentially increasing costs for DISCOMs. Without immediate solutions, the restricted availability of CRGO steel may slow down infrastructure development, leading to reduced consumption in the short term and forcing manufacturers to explore alternative materials or reduce production output. The industry continues to appeal for renewed import permissions to alleviate the supply shortage and ensure the stability of India's critical power infrastructure.

Key Applications of CRGO Steel

- Transformer Cores

The predominant application of CRGO steel is in the production of transformer cores, accounting for approximately 98% of its total usage. This includes large power transformers, distribution transformers, and smaller transformers. CRGO steel's high magnetic permeability allows transformers to operate more efficiently by reducing energy losses, which directly contributes to improving overall power grid performance. The material also plays a vital role in minimizing eddy current losses, making it an ideal choice for energy transmission and distribution systems.

- Noise and Vibration Reduction

One of the unique attributes of CRGO steel is its reduced magnetostriction, which directly results in lower levels of noise and vibration during operation. This property is particularly advantageous in environments where noise reduction is critical, such as residential areas or facilities requiring quiet operation. By utilizing CRGO steel in transformer cores, manufacturers can ensure smoother and quieter device performance, enhancing the quality and efficiency of electrical systems.

- Lamination in Transformers

CRGO steel is also extensively used in transformer core lamination, a process where thin sheets of the material are layered to form the core. This technique minimizes material usage while maintaining optimal performance. The lamination of CRGO steel helps reduce magnetic losses by preventing eddy currents, further contributing to the energy efficiency of transformers. Laminated CRGO steel cores are a standard in modern transformer design, underscoring the material's importance in reducing power losses and enhancing durability.

- Energy-Saving Electrical Devices

Given its low core loss properties, CRGO steel is widely used in the production of energy-efficient electrical devices. Its ability to minimize energy wastage in transformers and electrical machinery supports the broader goal of energy conservation. By employing CRGO steel in energy-saving devices, manufacturers can lower operational costs while enhancing overall energy efficiency, which is increasingly important as global demand for efficient power systems grows.

- Winding in Motors and Generators

In addition to transformers, CRGO steel is critical in winding processes for motors and generators. The material's excellent magnetic properties facilitate smoother winding, which is essential for manufacturing efficient electrical machines. The use of CRGO steel in motor windings improves the machines' overall performance and energy conversion, contributing to the efficiency of industrial and power generation applications.

- Current Transformers and Shunt Reactors

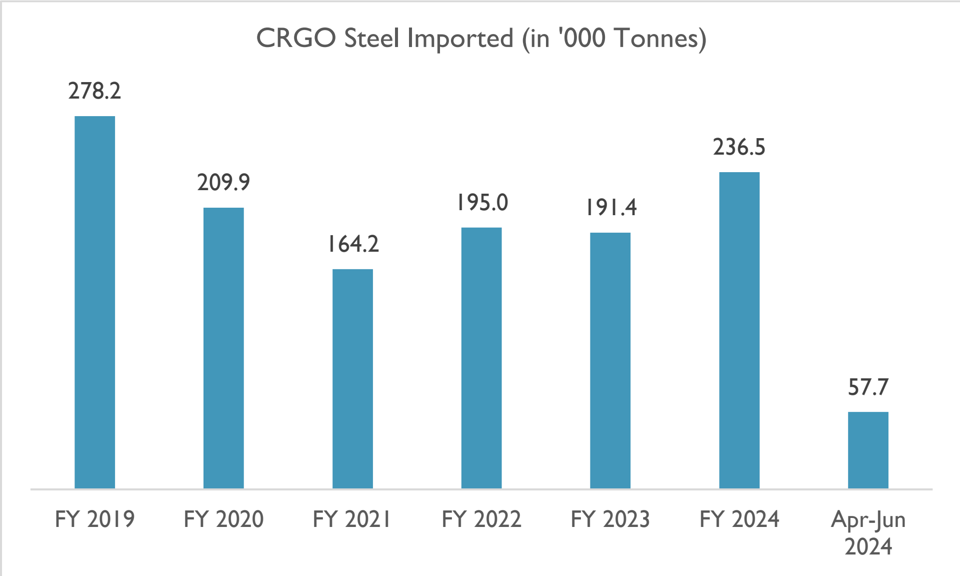
CRGO steel is also used in current transformers and shunt reactors, both of which are integral to electrical systems. Current transformers, which measure and control the flow of electricity, and shunt reactors, which help stabilize voltage levels, rely on the unique properties of CRGO steel to enhance their performance and accuracy. In both applications, the material's low core loss and high permeability improve system reliability and efficiency.

- Power Generators

Power generators, particularly those used in energy production facilities, benefit from the application of CRGO steel in their cores. The material's magnetic characteristics ensure that power generators operate with minimal energy loss, which is crucial for maximizing energy output and maintaining operational efficiency. The role of CRGO steel in these generators further highlights its importance in the broader energy sector.

CRGO Steel Imported to India

India's CRGO steel import trends show a fluctuating pattern over recent year. In FY 2019, the country imported 278.2 thousand tonnes of CRGO steel, which marked the highest level in the observed period. However, this figure decreased significantly to 209.9 thousand tonnes in FY 2020, followed by a further decline to 164.2 thousand tonnes in FY 2021. A moderate recovery was seen in FY 2022, with imports rising to 195.0 thousand tonnes, although they dipped slightly again in FY 2023 to 191.4 thousand tonnes. In FY 2024, a notable surge occurred with imports reaching 236.5 thousand tonnes, and for the first quarter of FY 2025 (April-June 2024), the imports stood at 57.7 thousand tonnes, indicating continued demand for CRGO steel in the Indian market.



Source: Ministry of Commerce

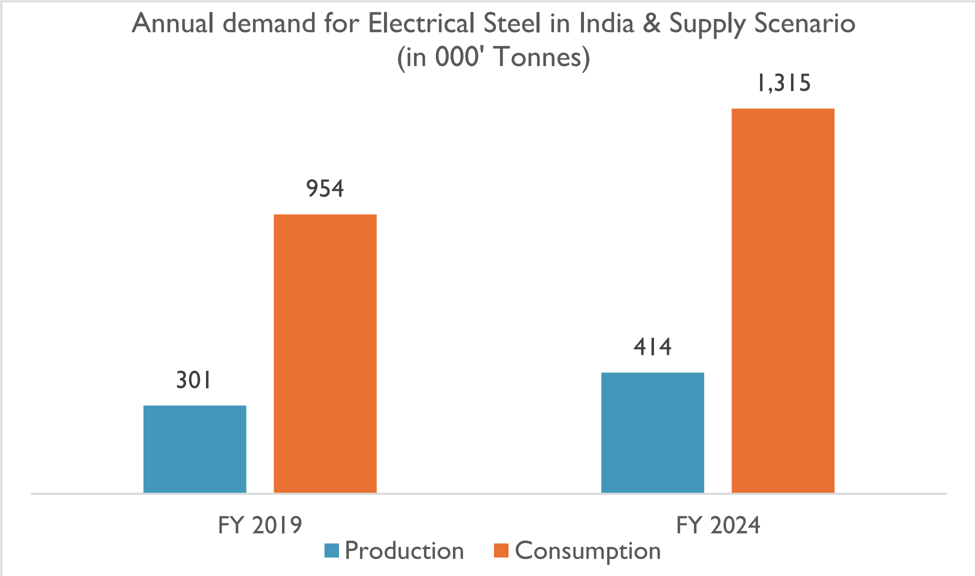
While imports have shown variability, exports of CRGO steel have been minimal, emphasizing India's reliance on foreign suppliers for this critical material. Exports reached a peak of 11.07 thousand tonnes in FY 2023, but they dropped to 4.88 thousand tonnes in FY 2024, with a merger 0.04 tonnes exported in the first quarter of FY 2025. This imbalance between imports and exports highlights India's ongoing demand for CRGO steel and the challenges posed by its limited domestic production capacity.

India is making strides in electrical steel production, but it still imports a significant portion to meet domestic demand. As of FY 2024, India produces about 1,315 tonnes of electrical steel annually, while it imports around 4.88 thousand tonnes. Companies such as Jindal Steel & Power, JSW Steel, and Tata Steel are key players driving domestic production, especially for energy-efficient applications like transformers and motors. These companies are also investing in research to develop advanced electrical steel products.

The market for electrical steel is expected to grow as India's renewable energy and automotive sectors expand. Despite the country's growing production, a challenge remains in securing key materials like silicon, which is heavily imported, affecting the cost structure of electrical steel production in India.

Annual demand for Electrical Steel in India & supply scenario

Electrical steel, a high-quality electrical steel used primarily in transformers, generators, and motors, has been witnessing a steady increase in demand in India. This surge is primarily driven by the nation's rapid industrialization, urbanization, and the growing emphasis on renewable energy sources.



Source: CMIE Industry Outlook

Production of electrical steel in India has been on the rise, with a notable increase from 301 thousand tonnes in FY 2019 to 414 thousand tonnes in FY 2024. However, the consumption of electrical steel has outpaced production during this period, indicating a growing demand-supply gap. In FY 2019, consumption stood at 954 thousand tonnes, while it rose to 1315 thousand tonnes in FY 2024.

This widening gap between supply and demand can be attributed to several factors. The increasing adoption of electric vehicles, coupled with the expansion of renewable energy infrastructure, has significantly boosted the demand for electrical steel. Moreover, the nation's infrastructure development projects, such as smart cities and transportation networks, have also contributed to the rising consumption of this specialized steel.

To address this growing demand-supply imbalance, India's steel industry is taking steps to enhance electrical steel production capacity. Investments in new production facilities and technological advancements are being made to ensure adequate supply to meet the country's growing needs. Additionally, efforts are being undertaken to improve the quality of domestically produced electrical steel to compete with imports.

However, the increasing demand for electrical steel, particularly in the context of India's ambitious renewable energy targets, presents a significant challenge. To bridge this gap, it will be crucial for the Indian steel industry to continue investing in capacity expansion, technological innovation, and quality improvement. Furthermore, government policies and incentives can play a vital role in supporting the growth of the electrical steel sector and ensuring a sustainable supply to meet the nation's evolving needs.

Key demand drivers

Infrastructure Development

India's rapid urbanization and industrialization have spurred significant investments in infrastructure projects. The construction of new power plants, transmission lines, and distribution networks necessitates a substantial number of transformers to ensure efficient power delivery. As India continues to modernize and expand its urban areas, the demand for transformers will remain high.

Renewable Energy Expansion

India's commitment to renewable energy has led to a surge in the installation of solar and wind power plants. These renewable energy sources require transformers to integrate their power output into the existing grid. As India transitions towards a cleaner energy mix, the demand for transformers will continue to grow.

Industrial Growth

India's thriving manufacturing sector, including automotive, electronics, and chemicals, is a major driver of economic growth. These industries require reliable and efficient power supply to operate effectively. Transformers play a crucial role in ensuring a stable and uninterrupted power supply to these industrial facilities.

Smart Grid Initiatives

The government's focus on developing smart grids, which enable more efficient and reliable power delivery, has created a demand for advanced transformers with intelligent features. These transformers can help optimize power distribution, reduce losses, and improve grid stability.

Rural Electrification

India's ongoing rural electrification programs aim to provide electricity to all households, including those in remote areas. This initiative requires a significant number of transformers to distribute power to rural communities. As more rural areas become electrified, the demand for transformers will continue to rise.

Economic Growth

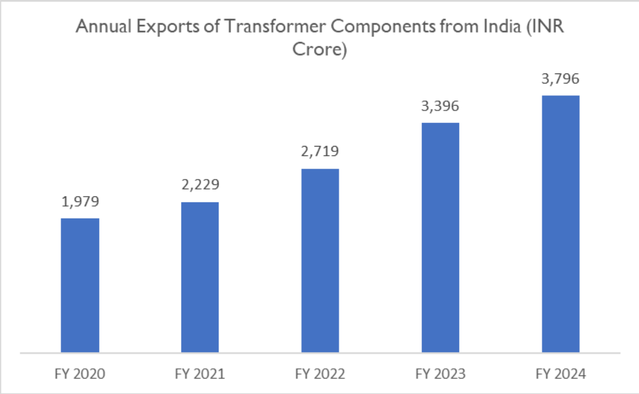
India's overall economic growth and rising living standards have led to increased demand for electricity in both residential and commercial sectors. As people's incomes rise and lifestyles improve, they consume more electricity, driving the need for transformers.

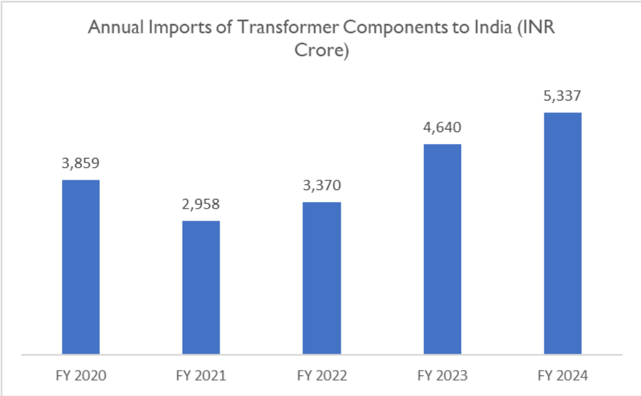
Government Policies

Government policies promoting energy efficiency and renewable energy have created a favorable environment for the transformer industry. These policies have encouraged investments in new transformer projects and technologies, while also fostering a sustainable energy future.

Import-Export Scenario of Transformer accessories & components

The Indian transformer component industry has witnessed a steady increase in both exports and imports in recent years. However, there is a widening gap between imports and exports, indicating a growing reliance on foreign suppliers for certain components.





Source: DGFT

Annual exports of transformer components from India have exhibited a consistent growth trend. In FY 2020, exports stood at INR 1979.03 crore, and they have steadily increased to INR 3796.16 crore in FY 2024. This growth is indicative of the increasing competitiveness of Indian manufacturers in the global market.

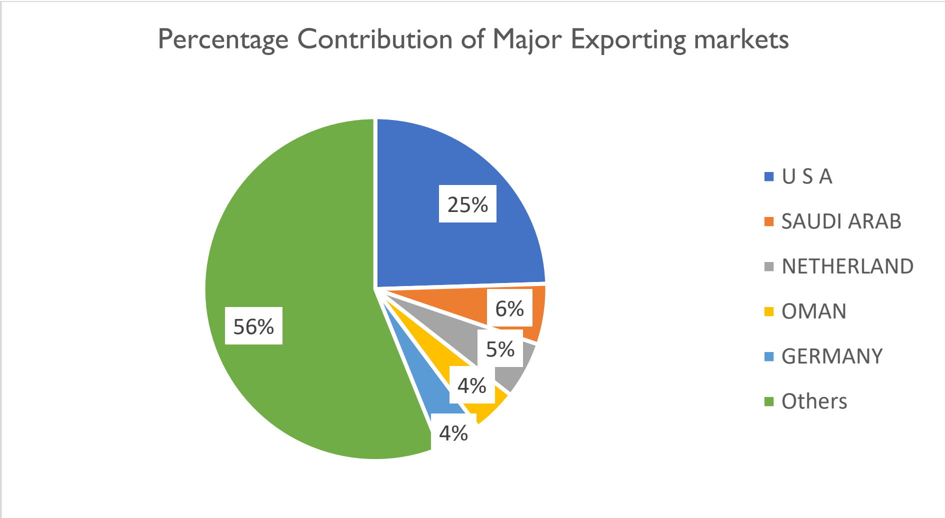
On the other hand, annual imports of transformer components to India have also been on the rise. While imports declined from INR 3859.17 crore in FY 2020 to INR 2957.55 crore in FY 2021, they have subsequently increased to INR 5336.66 crore in FY 2024. This suggests that despite the growth in domestic production, India still relies on imports to meet a significant portion of its demand for transformer components.

The growing gap between imports and exports can be attributed to several factors. One key reason is the increasing complexity and specialization of transformer components. Certain components, such as high-voltage winding conductors or advanced cooling systems, may require specialized manufacturing capabilities that are not readily available domestically. Additionally, factors like cost competitiveness, lead times, and quality standards can influence the decision to import components.

To bridge this gap and reduce reliance on imports, the Indian transformer component industry needs to focus on addressing challenges and focusing on enhancing domestic capabilities, which will pave way for the Indian transformer component industry to reduce its reliance on imports and become more self-sufficient. This will not only contribute to the growth of the domestic manufacturing sector but also enhance the overall competitiveness of the Indian transformer industry in the global market.

Top Export Markets

The Indian transformer component industry has been making significant strides in the global market, with exports to various countries around the world.



Source: DGFT

The USA remains the largest export market for Indian transformer components, accounting for a substantial 25% of total exports. The strong economic growth and infrastructure development in the US have driven demand for high-quality transformers, making it a lucrative market for Indian manufacturers.

Saudi Arabia is another important export market for Indian transformer components, contributing 6% to the total exports. The country's ambitious infrastructure projects and growing energy sector have fueled the demand for transformers, providing opportunities for Indian manufacturers.

The Netherlands, a key player in the global energy sector, imports a significant quantity of transformer components from India. With its focus on renewable energy and grid modernization, the Netherlands has emerged as a valuable market for Indian manufacturers.

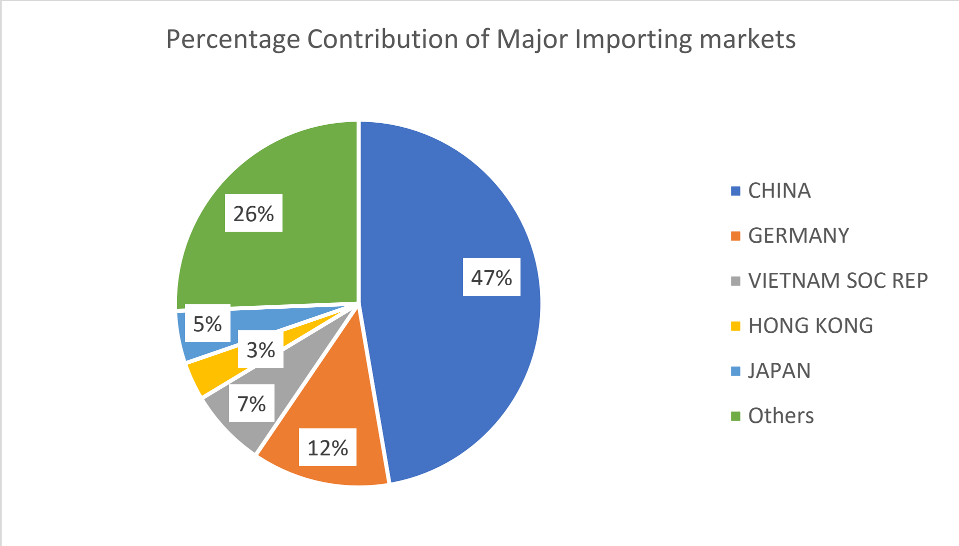
Oman, a developing economy with a growing industrial sector, is an emerging market for Indian transformer components. The country's infrastructure development projects and increasing demand for electricity have created opportunities for Indian manufacturers to supply transformers.

Germany, a leading industrial powerhouse, imports transformer components from India to meet its domestic demand. The country's focus on energy efficiency and renewable energy has driven the demand for high-quality transformers, providing a market for Indian manufacturers.

These five countries collectively represent a significant portion of India's transformer component exports, reflecting the growing global reach and competitiveness of the Indian industry. As India continues to enhance its manufacturing capabilities and improve product quality, it is expected to further strengthen its position in these and other international markets.

Top Import Markets

The Indian transformer component industry, while growing domestically, still relies on imports to meet a portion of its demand. The top 5 import markets for transformer components in India are:



Source: DGFT

China remains the largest source of imported transformer components for India, accounting for a significant 47% of total imports. China's vast manufacturing base and competitive pricing have made it a dominant player in the global transformer component market.

Germany, a leading industrial powerhouse, is another major supplier of transformer components to India. With its advanced manufacturing capabilities and high-quality products, Germany contributes 12% to India's transformer component imports.

Vietnam has emerged as a significant source of transformer components for India, accounting for 7% of total imports. Vietnam's growing manufacturing sector and competitive labor costs have made it an attractive destination for Indian importers.

Japan, known for its advanced technology and high-quality products, is a supplier of transformer components to India. While Japan's share of India's imports is 5%, it is a significant source of specialized components and technology.

Hong Kong, a major trading hub, is a source of transformer components for India, contributing 3% to the total imports. Hong Kong's strategic location and efficient logistics infrastructure make it a convenient gateway for importing components from other regions.

These five countries collectively represent a substantial portion of India's transformer component imports, reflecting the global nature of the industry. While India has been working to reduce its reliance on imports, these countries continue to play a vital role in meeting the domestic demand for transformer components.

<u>Growth forecast</u>

The CRGO transformer component industry in India is poised for significant growth in the coming years, driven by several factors. The market size is projected to increase from INR 66.66 billion in FY 2024 to approximately INR 104.60 billion in FY 2030[4] at a CAGR of ~8%.

[4] D&B Research and Estimates, Industry Articles

Several key factors are contributing to this optimistic outlook. Firstly, India's ongoing infrastructure development, including the expansion of power grids, renewable energy projects, and industrialization, is driving a steady increase in demand for transformers. Secondly, the government's focus on smart grid initiatives and energy efficiency is creating opportunities for advanced transformer components.

Furthermore, the growing adoption of electric vehicles and the increasing penetration of renewable energy sources are expected to boost the demand for transformers. As India transitions towards a cleaner and more sustainable energy landscape, the need for efficient and reliable power distribution will drive the demand for high-quality transformer components.

Additionally, technological advancements in transformer design and manufacturing are enabling the production of more efficient and compact components. These advancements are expected to enhance the performance and reliability of transformers, further driving market growth.

To capitalize on this growth potential, Indian manufacturers are investing in research and development, capacity expansion, and quality improvement. By focusing on innovation and meeting the evolving needs of the market, the CRGO transformer component industry in India is well-positioned to achieve significant growth in the coming years.

Threats and Challenges

The transformer and transformer component industry in India, despite its growth potential, faces several challenges that could hinder its progress. Some of the key threats and challenges include:

Intense Competition: The global transformer market is highly competitive, with players from various regions vying for market share. Indian manufacturers must compete with established players from countries such as China, Germany, and the United States, which often have lower manufacturing costs and economies of scale.

Raw Material Costs: The cost of raw materials, particularly copper and steel, can fluctuate significantly, impacting the profitability of transformer manufacturers. Rising raw material prices can reduce profit margins and make Indian products less competitive in the global market.

Regulatory Challenges: The transformer industry is subject to various regulatory requirements, including quality standards, safety regulations, and energy efficiency norms. Compliance with these regulations can be time-consuming and costly, adding to the operational challenges faced by manufacturers.

Technological Advancements: The rapid pace of technological advancements in the transformer industry, such as the development of advanced cooling systems and energy-efficient designs, can make it challenging for Indian manufacturers to keep up. Investing in research and development is crucial to remain competitive and meet the evolving market demands.

Supply Chain Disruptions: Global supply chain disruptions, such as those caused by geopolitical tensions or natural disasters, can impact the availability of raw materials and components, leading to production delays and increased costs.

Environmental Concerns: Increasing environmental regulations and concerns about the environmental impact of transformer manufacturing can pose challenges for the industry. Compliance with environmental standards and the adoption of sustainable practices are essential to ensure long-term sustainability.

Skilled Labor Shortage: The transformer industry requires skilled labor for design, manufacturing, and quality control. A shortage of skilled workers can hinder production efficiency and limit the industry's growth potential.

Addressing these challenges will be crucial for the long-term success of the Indian transformer and transformer component industry. By investing in research and development, improving manufacturing processes, and adapting to changing market dynamics, Indian manufacturers can overcome these obstacles and maintain their competitiveness in the global market.

Competitive Landscape

The Indian transformer component industry is characterized by a mix of organized and unorganized players, with varying levels of market fragmentation. While there are a few large, organized players with significant market share, the industry is still relatively fragmented, with numerous smaller, unorganized players operating in the market.

Competition from foreign players is intense, particularly from countries such as China, Germany, and the United States. These players often have lower manufacturing costs, economies of scale, and access to advanced technologies, making them formidable competitors. However, Indian manufacturers have been making strides in improving their competitiveness through investments in technology, quality, and capacity expansion.

Several factors influence competition within the Indian transformer component industry:

Price: Price is a significant factor driving competition, with manufacturers striving to offer competitive pricing to attract customers. However, quality and reliability are also important considerations, as buyers are increasingly seeking components that meet high standards.

Quality: The quality of transformer components is crucial for ensuring the efficient and reliable operation of transformers. Manufacturers that can deliver high-quality products have a competitive advantage.

Delivery Time: Timely delivery is essential in the transformer industry, as delays can impact project timelines and increase costs. Manufacturers with efficient supply chains and production processes can gain a competitive edge.

Customization: The ability to customize components to meet specific customer requirements can be a competitive advantage. Manufacturers that can offer tailored solutions can attract customers seeking unique products.

Technological Capabilities: Advanced manufacturing technologies and research and development capabilities can help manufacturers produce high-quality and innovative components.

Brand Reputation: A strong brand reputation can enhance a manufacturer's credibility and attract customers. Building a positive brand image through consistent quality and customer service is essential.

Overall, the Indian transformer component industry is becoming increasingly competitive, with both domestic and foreign players vying for market share. Manufacturers that can successfully navigate these competitive pressures by focusing on quality, innovation, and customer satisfaction will be well-positioned to thrive in the market.

Key Players Profiling

Company Name	Overview
Jay Bee Laminations	Established in 1988, Jay Bee Laminations Limited is a prominent manufacturer of CRGO Silicon steel cores for India's power and distribution transformer industry. With two manufacturing units in Noida (UP), the company specializes in producing CRGO and CRNGO steel cores used in transformers, inverters, reactors, and rectifiers. Jay Bee Laminations supplies to renowned manufacturers and operates with state-of-the-art facilities across 117,090 sq. ft., adhering to global quality standards. The company has over 250 customers, exports to more than 10 countries.
Vilas Transcore	Established in 1996 as a subsidiary of NJ Group under the leadership of Mr. Nilesh Patel, Vilas Transcore Limited has earned a prominent position in the CRGO processing industry. With over 27 years of experience, the company specializes in transformer lamination, toroidal cores, and CRGO slitted coils. Vilas Transcore is recognized for its reliable products, skilled workforce, and strong commitment to quality and customer satisfaction. The company maintains a global presence, exporting to countries such as the U.S., Canada, Turkey, and South Africa. Upholding values of excellence and integrity, Vilas Transcore aims to innovate and contribute to the electrical industry's growth.
KRYFS Power	KRYFS Power Components Ltd. is a leading transformer core manufacturer in India, with an annual capacity to convert 50,000 MT of CRGO electrical steel into transformer laminations and cores. Established in 1992, KRYFS has expanded its operations across 10 manufacturing facilities in India, offering a range of products from CRGO laminations and cores to transformers and transformer tanks. The company is known for its stringent quality control processes, advanced manufacturing technologies, and technical collaborations with global entities. It also engages in solar power generation, EPC transmission, and distribution services, contributing significantly to India's energy sector.
NLMK Group	NLMK Group is a leading global steel manufacturer, recognized for its vertically integrated business model with operations spanning mining and steelmaking in cost-efficient regions. It produces high-quality steel products, catering primarily to customers in Russia, North America, and the EU. NLMK's strategic advantage lies in its self-sufficiency in raw materials and energy, coupled with advanced technological production capabilities. The group holds a significant market share, accounting for 21% of Russian steel production in 2021, with an annual output of 14.5 million tonnes.

NLMK employs 44,400 people and serves customers across 70 countries. Over the past decade, the company has invested $12.7 billion to enhance its operations.

Vardhman Stampings Pvt Ltd (VSPL)	Established in 1989, is a leading manufacturer of Cold-Rolled Grain-Oriented (CRGO) transformer laminations in India. With over 30 years of experience, the company is recognized as the fastest-growing and most future-oriented player in the CRGO sector. VSPL operates a state-of-the-art facility with a production capacity of over 30,000 MT per annum, the highest in India. Its emphasis on quality and innovation has earned it a loyal global clientele. Positioned as a key supplier in the Indian CRGO market, VSPL's expertise and focus on sustainability underscore its competitive strength.
Amod Stampings Pvt Ltd	Amod Stampings Pvt Ltd, established on April 3, 1995, in Baroda, Gujarat, is a key player in the Indian electrical steel sector, specializing in Cold-Rolled Grain-Oriented (CRGO) steel products. Amod Stampings manufactures CRGO steel laminations, transformer laminations, core coil assemblies, toroidal cores, and resin-molded transformers, positioning itself as a quality-driven supplier in the expanding electrical steel market.
Mahindra Intertrade Ltd	Mahindra Intertrade Ltd., operating under the brand Mahindra Accelo, is a prominent player in India's steel processing industry, particularly in Cold-Rolled Grain-Oriented (CRGO) steel products. Incorporated on March 20, 1978, the company is a key subsidiary of the Mahindra Group, specializing in CRGO laminations for transformers and high-grade steel products. With multiple manufacturing facilities across India and an international presence in Sharjah, UAE, Mahindra Accelo serves both domestic and global markets. The company is known for its strategic alliances, including collaborations with Japanese firms, and its commitment to sustainability by reducing carbon emissions and advancing the circular economy. Positioned as a leader in the electrical steel sector, Mahindra Accelo continues to drive innovation and contribute to the Mahindra Group's broader goals.

Financial Performance

Expense Snapshot

The financial performance of the Transformer industry has shown significant growth and dynamic changes in expenses over the period. Between FY 2019 and FY 2023, total sales have grown by a CAGR of 11%, indicating a robust expansion in the industry.

	Raw Material	Power & Fuel	Salary & Wage	SG&A	Interest
FY 2019	74.4%	0.9%	5.3%	2.6%	2.0%
FY 2020	73.8%	1.0%	6.4%	2.9%	2.3%
FY 2021	70.5%	1.0%	6.2%	2.8%	2.5%
FY 2022	74.1%	0.8%	5.3%	3.2%	1.6%

FY 2023	75.2%	0.7%	4.8%	2.7%	1.4%

Raw materials constitute the most significant expense for transformer component manufacturers, accounting for an average of 74.1% of total expenses during the period FY 2019-FY 2023. This highlights the industry's dependence on raw materials such as copper, steel, and insulation materials. Fluctuations in raw material prices can significantly impact the profitability of manufacturers.

Power and fuel expenses, while relatively small compared to raw material costs, have shown some variability over the years. These expenses have ranged from 0.7% to 1.0% of total expenses, indicating a moderate impact on overall costs

Salaries and wages account for an average of 5.3% of total expenses, suggesting a relatively low labor intensity in the industry. This could be attributed to the use of automation and efficient manufacturing processes.

SGA expenses, including marketing, sales, and administrative costs, have averaged around 2.9% of total expenses. This indicates a moderate level of spending on these activities.

Interest expenses have been relatively low, averaging around 1.9% of total expenses. This suggests that the industry has maintained a manageable level of debt financing.

Profitability Margins

	Operating Profit Margin	Net Profit Margin
FY 2019	10.3%	3.7%
FY 2020	10.5%	3.4%
FY 2021	12.1%	4.6%
FY 2022	12.9%	6.0%
FY 2023	12.7%	6.1%

The operating profit margin has shown a general upward trend, increasing from 10.3% in FY 2019 to 12.9% in FY 2022. This indicates improved profitability for the industry. The net margin, which takes into account interest and tax expenses, has also increased from 3.4% in FY 2019 to 6.1% in FY 2023. This suggests that the industry has been able to manage its financial costs effectively and generate higher profits.

Company Profile- Mangals Electricals Industries Limited[5]

Mangal Electrical Industries Limited, originally established as "Mangal Electrical Industries" under the Indian Partnership Act, 1932 on April 28, 1989, transitioned from a partnership firm to a private limited company on April 1, 2008, under Part IX of the Companies Act, 1956, becoming "Mangal Electrical Industries Private Limited." Subsequently, on July 25, 2024, it was converted into a public limited entity, now known as Mangal Electrical Industries Limited. The company specializes in processing transformer components, including transformer lamination, CRGO slit coils, amorphous cores, coil assemblies, core assemblies, wound cores, toroidal cores, and oil-immersed circuit breakers (ICBs). It also trades CRGO and CRNO coils, as well as amorphous ribbons. In addition, Mangal Electrical manufactures transformers with capacities ranging from

[5] As per the information provided by company and public domain.

single-phase 5 KVA to three-phase 10 MVA (medium power) units and provides EPC services for setting up electrical substations, catering to the power infrastructure sector.

The company is an Indian manufacturer renowned for producing high-quality transformer components. The company has developed a reputation for its expertise in the industry and its commitment to providing innovative and reliable solutions. Notably, Mangal Electrical Industries is both NABL and PGCIL Lab approved, underscoring its adherence to stringent quality standards.

Overview

- *Founded:* 1980
- *Headquarters:* Jaipur, Rajasthan, India
- *Products:* CRGO Slit Coils, CRGO Cut Laminations, CRGO Core Assemblies, Wound Cores, Amorphous Cores, Immersed Circuit Breakers
- *Certifications:* ISO 9001:2015 certified
- *Clients:* Renowned entities such as NTPC, PGCIL, Adani, Renew Power, and AVADA

Expertise and Services

Mangal Electrical Industries Ltd. offers a comprehensive range of services, including:

Custom Manufacturing: The company can tailor its products to meet specific customer requirements, ensuring optimal performance and efficiency.

Research and Development: Mangal Electrical Industries is committed to innovation and invests in research and development to stay ahead of industry trends.

Quality Assurance: The company adheres to stringent quality control measures to ensure that its products meet the highest standards.

Key Strengths

- *Expertise in CRGO Products:* The company specializes in the manufacturing of CRGO (Grain-Oriented Electrical Steel) products, which are essential components in transformers.
- *Advanced Manufacturing Facilities*: Mangal Electrical Industries is equipped with state-of-the-art manufacturing facilities and machinery to ensure efficient production and high-quality output.
- *Customer Relationships:* The company is building relationships with its clients through its commitment to quality, reliability, and customer satisfaction.

Mangal Electrical Industries Limited continues to be in the transformer component manufacturing industry, offering innovative solutions and contributing to the growth of India's electrical sector.

Growth Forecast

The forecast for transformer demand between 2023 and 2030 reflects a consistent and stable requirement of 381 units annually, with the total transformer capacity maintained at 118,390 MVA each year. This steady demand highlights a well-coordinated and long-term approach to power infrastructure planning. By ensuring a constant supply of transformers, the power sector is positioned to meet the operational needs of the grid without interruptions. The stability in transformer capacity indicates that the industry is focused on sustaining robust power transmission infrastructure, which is crucial for maintaining grid reliability and supporting the growing energy needs of the country.

Year	Transformers (Units)	Transformer Capacity (MVA)	Reactors (Units)	Reactor Capacity (MVAR)
FY 2024	381	118,390	195	18,204
FY 2025	381	118,390	195	18,204
FY 2026	381	118,390	195	18,204
FY 2027	381	118,390	195	18,204
FY 2028	381	118,390	195	18,204
FY 2029	381	118,390	195	18,204
FY 2030	381	118,390	195	18,204

Source: Central Electricity Authority, Ministry of Power

From a manufacturing standpoint, the consistent demand for transformers presents a favourable environment for production planning and operational efficiency. Manufacturers can anticipate steady orders, allowing for long-term production strategies that reduce uncertainty. This predictability enables them to optimize their supply chains and potentially realize economies of scale, resulting in cost efficiencies. Moreover, the uniform demand reduces the risk of overproduction or shortages, leading to better resource allocation and financial planning. By maintaining consistent manufacturing output, companies can ensure that they meet industry requirements while keeping operational costs in check.

The consistent investment in power transmission infrastructure reflects a strategic alignment with broader goals of enhancing grid reliability and capacity. This sustained focus on transformer demand ensures that the country is well-prepared for grid modernization and expansion initiatives. While the forecast does not incorporate potential advancements in transformer technology, it is essential to consider the evolving landscape, as future improvements in efficiency, materials, and design could impact the overall demand. Furthermore, high-voltage direct current (HVDC) projects, which will require significant converter transformer capacity, are expected to influence future transformer demand. Although not directly reflected in the table, these projects are a key component of the overall power infrastructure strategy and will play a vital role in shaping the transformer market in the coming years.

Peer Benchmarking

	Company Financials, FY 2024[6]				
Key Indicators (INR Million)	**Mangal Electrical Industries Pvt Ltd**	**Mahindra Intertrade Ltd**	**Amod Stampings Pvt Ltd**	**Jaybee Laminations Pvt Ltd**	**Vilas Transcore Ltd**
Revenue from Operations	4,495	33,408	4,868	3,029	3,097
EBITDA	464	1,942	528	322	347
PAT	215	1,330	264	194	231
EBITDA Margin (%)	10%	6%	11%	11%	11%
PAT Margin (%)	5%	4%	5%	6%	7%

[6] FY 2024 financial data for KRYFS Power Component Ltd and Vardhaman Stampings Pvt Ltd is unavailable.

ROA	9%	8%	10%	14%	11%
ROCE	30%	19%	33%	45%	20%
Net Worth	1,200	9,098	1,427	630	1,594
Long-term Debt	207	480	87	50	32
Debt Equity Ratio	0.17	0.05	0.06	0.08	0.02
Return on Equity	18%	15%	18%	31%	14%

	Company Financials, FY 2023						
Key Indicators (INR Million)	**Mangal Electrical Industries Pvt Ltd**	**KRYFS Power Component Ltd**	**Mahindra Intertrade Ltd**	**Amod Stampings Pvt Ltd**	**Vardhaman Stampings Pvt Ltd**	**Jaybee Laminations Pvt Ltd**	**Vilas Transcore Ltd**
Revenue from Operations	3,137	8,587	32,315	4,728	3,660	2,467	2,826
EBITDA	354	784	1,686	608	332	245	315
PAT	176	445	1,131	342	181	130	202
EBITDA Margin (%)	11%	9%	5%	13%	9%	10%	11%
PAT Margin (%)	6%	5%	3%	7%	5%	5%	7%
ROA	10%	7%	8%	12%	7%	11%	11%
ROCE	31%	19%	19%	48%	37%	47%	21%
Net Worth	702	3,450	8,222	1,164	522	436	1,370
Long-term Debt	335	104	34	52	341	69	36
Debt Equity Ratio	0.03	0.03	0.00	0.04	0.65	0.16	0.03
Return on Equity	25%	13%	14%	29%	35%	30%	15%

	Company Financials, FY 2022						
Key Indicators (INR Million)	Mangal Electrical Industries Pvt Ltd	KRYFS Power Component Ltd	Mahindra Intertrade Ltd	Amod Stampings Pvt Ltd	Vardhaman Stampings Pvt Ltd	Jaybee Laminations Pvt Ltd	Vilas Transcore Ltd
Revenue from Operations	2,184	5,048	24,513	2,651	2,762	1,633	2,330
EBITDA	216	567	2,042	291	246	128	289
PAT	61	342	1,439	116	103	58	179
EBITDA Margin (%)	10%	11%	8%	11%	9%	8%	12%
PAT Margin (%)	3%	7%	6%	4%	4%	4%	8%
ROA	3%	7%	10%	5%	6%	6%	10%
ROCE	20%	15%	26%	30%	33%	31%	21%
Net Worth	531	3,010	7,520	822	341	306	1,175
Long-term Debt	369	97	70	73	377	69	73
Debt Equity Ratio	0.70	0.03	0.01	0.09	1.11	0.22	0.06
Return on Equity	16%	11%	19%	14%	30%	19%	15%

The transformer sector in India continues to witness robust growth, driven by ongoing infrastructure development, the expansion of renewable energy projects, and a nationwide push towards grid modernization. Companies like Jaybee Laminations Pvt Ltd, Vilas Transcore Ltd, Mangal Electrical Industries Pvt Ltd, and others have shown consistent upward trends in revenues, reflecting the heightened demand for power generation and transmission solutions.

The industry’s revenue growth from FY 2022 through FY 2024 can be attributed to government investments in infrastructure, renewable energy integration, and initiatives to improve energy efficiency. The increased need for advanced transformers to support solar, wind, and other renewable energy sources has further propelled demand. Modernization of aging grids and the integration of variable renewable energy (VRE) are also key drivers, creating opportunities for transformer manufacturers to provide higher capacity and technologically advanced products.

Operational efficiency improvements and economies of scale have led to steady EBITDA margin growth across the sector. Companies are optimizing production processes and expanding capacity to meet demand, which enhances profitability. This reflects the sector's ability to leverage cost management strategies, allowing firms to sustain or improve profit margins.

In terms of profitability indicators like ROCE and ROA, the sector has shown notable improvements. The financial health of many companies has strengthened, with reduced reliance on external debt financing and more efficient capital utilization. Many firms are funding expansions primarily through internal accruals or short-term borrowing, maintaining balanced and healthy debt-equity ratios.

Overall, the transformer industry is poised for continued growth, driven by infrastructure investments, modernization efforts, and the ongoing shift toward renewable energy. Companies are focusing on cost efficiency, capacity expansion, and technological advancements to remain competitive in this evolving market, all of which contribute to stronger financial performance

OUR BUSINESS

Some of the information in this section, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read "Forward-Looking Statements" on page 17 for a discussion of the risks and uncertainties related to those statements and also "Risk Factors", "Restated Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 26, 262 and 316, 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.

Unless otherwise indicated or the context otherwise requires, the financial information included in this section for the financial information for the six months ended September 30, 2024 and the Fiscal 2024, 2023 and 2022 has been derived from our Restated Audited Standalone Financial Statements. For details see,"Restated Financial Information" on page 262. Our fiscal year ends on March 31 of each year. Accordingly, references to a "Fiscal" year are to the 12-month period ended March 31 of the relevant year. Unless otherwise indicated or the context otherwise requires, in this section, references to "the Company" or "our Company" are to Mangal Electrical Industries Limited on a standalone basis. We do not have any subsidiaries, joint ventures or associates and therefore we do not prepare any consolidated financial statements.

*Unless otherwise indicated, industry and market data used in this section has been derived from the report titled "Industry Report Power T&D and Transformer Components" dated December 12, 2024 (the "**D&B Report**"), prepared and issued by Dun & Bradstreet Information Services India Private Limited ("**D&B India**") appointed by us on July 31, 2024, and exclusively commissioned and paid for by us in connection with the Issue. D&B India is an independent agency which has no relationship with our Company, our Promoters and any of our Directors or KMPs or SMPs. The data included herein includes excerpts from the D&B Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the proposed issue), that has been left out or changed in any manner. Unless otherwise indicated, financial, operational, industry and other related information derived from the Report and included herein with respect to any particular year refers to such information for the relevant calendar year.*

Overview

We are in the business of processing transformer components, including transformer lamination, CRGO slit coils, amorphous cores, coil assemblies and core assemblies, wound core, toroidal core and oil immersed circuit breakers. We also trade CRGO and CRNO coils, as well as amorphous ribbons. Further, we manufacture transformers and customised products in the power infrastructure industry. We manufacture transformers with capacities ranging from single-phase 5 KVA to three-phase 10 MVA (medium power) units and also provide EPC services for setting up electrical sub-station, catering to the power infrastructure sector.

We have five production facilities in Rajasthan with an aggregate production capacity for (i) 16,200 MT for CRGO, (ii) 7,50,000 KVA for transformers and (iii) 75,000 units for ICB and (iv) 2,400 MT for Amorphous units per annum.

S. No.	Name of unit	Location	Products manufactured / processed at the Unit	Effective installed capacity as on March 31, 2024
1.	Unit I	C-61, C-61 (A&B), Road No. 1-C, V.K.I. Area, Jaipur 302013, Rajasthan, India	CRGO	3,000 MT
2.	Unit II	E-54, Road No.5, VKI Area, Jaipur 302013, Rajasthan, India	Transformer tanks up to 25KVA for internal consumption and fabrication unit	NA

3.	Unit III	Plot no. B-308 Road No.16 Vishwakarma Industrial Area, Jaipur 302013, India	a) ICB; b) CRGO	75,000 units; 900 MT
4.	Unit IV	E-40 to E-46A, Shree Khatu, Shyam ji Industrial Area, Reegus, Sikar 332404, Rajasthan, India	a) Transformers; b) CRGO; and c) Amorphous	a) 7,50,000 KVA; b) 12,000 MT; and c) 2,400 MT
5.	Unit V	Plot No. PA 011-008B, Mahindra World City SEZ Zone, Kalwara Ajmer Road 302029, Rajasthan, India	CRGO	300 MT

We intend to expand our Unit IV facility. For further details, see "*Objects of the Issue*" at page 87.

Our Company is both NABL and PGCIL lab approved underscoring our adherence to stringent quality standards (*Source: Industry Report*). We have also procured PGCIL approval for processing of transformers/ reactors from up to 132 kV to up to 400 kV class and are also an ISO 9001:2015 and ISO 14001:2015 certified with a global customer base. Our Company has also obtained NTPC approval for CRGO processing. Further, we also possess Brockhaus Messtechnik, a Germany based machinery, used for process and quality control checks which enables us to achieve high-efficiency level outputs. Our customer mix primarily include governmental and municipal utilities such as Ajmer Vidyut Vitran Nigam Limited and Jaipur Vidyut Vitran Nigam Limited and private sector energy producers such as Voltamp Transformers Limited and Western Electrotrans Private Limited. We have our presence across India. As for the six-month period ended September 30, 2024, and for the last three Fiscals 2024, 2023 and 2022, we have exported our transformer components to Netherlands, United Arab Emirates, Oman and United States of America.

We market and sell our products under the brand name 'Mangal Electrical' which has strong reputation and brand recall value. Further, we have been awarded with Best Employer Brand Award – Rajasthan by Employer Branding Awards in the year 2022. For further information, see "*History and Certain Corporate Matters - Awards, accreditations and recognition*" on page 234.

Order book across our business segments

Our order book is an important indicator of the future revenue potential of our business, comprising the estimated revenues from the unexecuted portions of all our existing contracts as of a particular date. As on November 30, 2024, order book for all our business segments stood at ₹ 9,787.10 lakhs. Further, our order book as of a particular date is calculated on the basis of the aggregate contract value of our ongoing projects as of such date reduced by the value of work executed by us until such date, as certified by the relevant client. It is important to note that the order book value does not account for any potential escalation or changes in the scope of work for ongoing projects or any additional work arising from such changes up to the relevant date. The projects in our order book are subject to changes in the scope of undertakings as well as adjustments to the costs relating to the contracts.

Additionally, our EPC projects are limited to government and public sector undertakings. We have successfully completed four major projects on turnkey basis and handed over to the respective utilities. These projects demonstrate our track record and expertise to power infrastructure solutions in India. Set forth below are the brief details of our completed projects, as on November 30, 2024:

Sr. No.	Particulars	Number of projects	Capacity	Completion Year
1.	EPC power projects for construction of 11kV HT lines, distribution transformer's stations and LT distribution networks including releasing of connections for BPL domestic consumers on Turnkey	2	11 KV	2019

	basis under 12th plan RGGVY scheme of Government of India in Pratapgarh & Dhariyawad circle of AVVNL Discom, Rajasthan, India			
2.	EPC Power project for construction of 11kV HT lines, distribution transformer's stations and LT distribution networks including releasing of connections for BPL & APL domestic consumers on turnkey basis under DDUGJY scheme of Government of India for Jalore district, Rajasthan, JVVNL Discom	1	11 KV	2021
3.	EHV AIS Grid Substation project for construction of 220/132/33kV, (2x160+2x40) MVA with SAS on turnkey basis at Farrukhabad for UPPTCL, Lucknow, Uttar Pradesh, India	1	220 KV	2024
4.	EHV AIS Grid Substation project for construction of 220/132/33kV, (2x160+2x40) MVA with SAS on turnkey basis at Dataganj (Budaun) for UPPTCL, Lucknow, Uttar Pradesh, India	1	220 KV	2024

Further, as on the date of this Draft Red Herring Prospectus, we have one ongoing project having a contract value of ₹ 9,787.10 lakhs. Set forth below are the brief details of our ongoing projects as on November 30, 2024:

Sr. No.	**Nature of contract**	**Location**	**Target date of completion**	**Contract value** (in ₹ lakhs)
1.	Distribution project for "*Development of Distribution Infrastructure at Pratapgarh Circle of Ajmer Discom of Rajasthan State under the Revamped Reforms-based and Results-linked, Distribution Sector Scheme (RDSS)"* of GOI	Pratapgarh circle of Ajmer Discom of Rajasthan State	July 30, 2025	9,787.10

Experienced promoters and management team, having domain knowledge

We have seen business growth under the leadership and guidance of one of our Promoter, Chairman and Managing Director, Rahul Mangal, who has over 35 years of experience in power distribution and technology sectors including as one of the partners of the erstwhile partnership firm under the name 'Mangal Electrical Industries' (now converted into our Company). He founded our Company in 2008 and has expanded its reach domestically and internationally.

Aniketa Mangal has over 8 years of experience across verticals including finance, operations, marketing and sales and has been on the Board of our Company since 2022. Previously, he was associated with our Company in the capacity of Manager – Business Development from 2016 to 2022. He holds post graduate programme degree in family managed business from Bharatiya Vidya Bhavan's S.P. Jain Institute of Management & Research.

The quality of our management team is enhanced with specific and extensive industry experience. We believe that the experience, depth and diversity of our Directors and management team have enabled our Company to grow. Their industry experience enables us to anticipate and address market trends, manage and grow our operations, maintain and nurture customer relationships and respond to changes in the market. Further, our senior management team is able to leverage their collective experience and knowledge in the transformers manufacturing industry, to execute our business strategies for our growth. Our KMP and SMP team comprises of professionally qualified people having experience in various business functions. For further information, see "*Our Management*" on page 236.

Key Financial and Operation Performance Indicators

We utilize a set of financial indicators that our management reviews in evaluating the performance of our business. Our management believes that the presentation of these key performance indicators in this Draft Red Herring Prospectus is important to understand our performance from period to period and also have an impact on our results of operations. These key performance indicators may or may not be compatible with similarly titled metrics presented by others operating in our industry. These indicators are not intended to be a substitute for, or superior to, any measures of performance prepared in accordance with GAAP, and may not fully reflect our financial performance, liquidity, profitability, or cash flows. Set forth below are our key performance indicators for the periods indicated:

Particulars	**For six-month period ended 30 September 2024***	**For Fiscal 2024**	**For Fiscal 2023**	**For Fiscal 2022**
Revenue From Operations (1)	24,701.79	44,948.45	35,430.88	25,664.75
EBITDA (2)	3,516.58	4,262.51	4,442.47	2,568.10
EBITDA Margin (in %) (3)	14.24%	9.48%	12.54%	10.01%
Net Profit after Tax (4)	1,973.27	2,094.86	2,473.82	919.52
Net Profit Margin (in %) (5)	7.99%	4.66%	6.98%	3.58%
Return on Net Worth (in %) (6)	15.81%	20.05%	30.32%	14.25%
Return on Capital Employed (in %) (7)	13.81%	19.92%	23.24%	13.40%
Debt – Equity Ratio (in times) (8)	0.82	0.80	1.03	1.72
Day Working Capital (9)	124	120	147	185
Unit Produced				
CRGO (in metric tons)	4,088	7,813	5,388	4,652
Amorphous (in metric tons)	629	1,500	988	406
ICB (in No.)	21,605	58,206	35,880	28,293
Transformer (in KVA)	1,81,706	6,18,412	2,78,715	2,13,320
Capacity Utilization				
CRGO	50%	48%	43%	60%
Amorphous	52%	63%	66%	27%
ICB	58%	78%	66%	63%
Transformer	48%	82%	58%	44%

**Not annualized*

Notes:

1. *Revenue from operations represents the revenue from sale of products and other operating revenue of our Company as recognized in the Restated financial information.*
2. *EBITDA means Earnings before interest, taxes, depreciation and amortization expense, which has been arrived at by obtaining the profit before tax/ (loss) for the year / period and adding back finance costs, depreciation, and amortization expense less other income.*
3. *EBITDA margin is calculated as EBITDA as a percentage of revenue from operations.*
4. *Net Profit after tax represents the restated profits of our Company after deducting all expenses other than Other Comprehensive Income.*
5. *Net Profit margin is calculated as restated profit/ (loss) for the year/period divided by revenue from operations.*

6. *Return on net worth is calculated as net profit after tax, as restated, attributable to the owners of the Company for the year/ period divided by average net worth. Average net worth means the average of the aggregate value of the paid-up share capital and reserves and surplus of the current and previous financial year and adding share pending for allotment pursuant to merger.*
7. *Return on capital employed calculated as earnings before interest and taxes divided by capital employed (capital employed calculated as value of total assets reduced by total current liabilities, total non-current liabilities, intangible assets and long-term borrowing and short term borrowing has to be added).*
8. *Debt- equity ratio is calculated by dividing total debt by total equity. total debt represents long term and short-term borrowings. total equity is the sum of equity share capital, reserves and surplus*
9. *Days Working Capital is arrived at by dividing working capital (current assets excluding cash and cash equivalents less current liabilities excluding short term borrowings) by revenue from operations multiplied by the number of days in the period/ year.*

Our Strengths

1. **Promoters exhibit strong leadership and are supported by experienced senior management**

We have seen robust business growth under the vision, leadership and guidance of our Promoters, who have more than 35 years of experience in the power infrastructure industry. Our Promoter, Rahul Mangal, an experienced professional in the power infrastructure industry in India, has been at the helm of the Company since its inception. He has obtained bachelor's degree in science from University Maharaja College, University of Rajasthan, Jaipur. Further, Aniketa Mangal, Promoter of our Company has been associated with our Company since 2016 in the capacity of Manager – Business Development. He has obtained his post graduate programme degree in family managed business from Bharatiya Vidya Bhavan's S.P. Jain Institute of Management & Research. He has played significant role in evolving our business from manufacturing of transformers to processing of transformer components and in streamlining of business processes. We also benefit significantly from the qualified and experienced employees and workforce who possess the technical capability to further expand our business and operations.

We also possess a qualified senior management with considerable industry experience. The experience of our Key Managerial Personnel enables them to provide deep insight and strategic guidance to our operations. The quality of our management team is enhanced with specific and extensive industry experience. We believe that the experience, depth and diversity of our Directors and management team have enabled our Company to grow. Their industry experience enables us to anticipate and address market trends, manage and grow our operations, maintain and nurture customer relationships and respond to changes in the market. This alignment between leadership vision and workforce capability positions us for sustained operational efficiency and future financial growth. We attribute our business success to the quality of our management team, whose wealth of experience enables us to navigate evolving market conditions and make strategic, timely decisions.

2. **Exhibition of certain approvals available to selected market players**

Over the past several years, India's substation capacity has experienced robust growth, reflecting the expansion of country's power infrastructure to meet the increasing electricity demand. The government's focus on improving power infrastructure and promoting energy efficiency is creating a favourable environment for the transformer industry (*Source: Industry Report*). To capitalize such opportunity, we have always made best efforts to procure necessary licenses / certifications which our competitors in this industry does not possess of.

Our Unit IV facility has obtained NABL certification and have also procured PGCIL approval for processing of transformers/ reactors from 132 kV to up to 400 kV class. Additionally, we are also an ISO 9001:2015 and ISO 14001:2015 certified Company with a global customer base and are also NTPC approved for CRGO processing. This makes us one of the leading players in power infrastructure sector in processing of transformer components and manufacturing of transformers.

3. **Diversified base of customers**

The strength of our business lies in our highly diversified customer base, which includes customers across India and globe. We cater to variety of clients, including power utilities, industrial conglomerates, infrastructure developers, and public sector enterprises, allowing us to tap into varied revenue streams and mitigate sector-specific risks. The diversity of our customer base not only enhances our market resilience but also empowers us to leverage growth opportunities across different geographies and industries. By engaging with such a wide array of clients, we can quickly adapt to changing market conditions, ensuring a stable foundation for our operations. This strategic diversification serves as a strong indicator of our future revenue stability and operational scalability, providing us with clear visibility into long-term growth prospects.

Ultimately, our diverse customer relationships are a critical asset, enabling us to build a sustainable competitive advantage and drive consistent value creation for our stakeholders.

4. **Strong backward and forward integration which ensures operational efficiency**

A core strength of our business lies in our comprehensive backward and forward integration, which significantly enhances our operational efficiency and competitive advantage. On the backward integration front, we have developed in-house capabilities for procuring and processing critical raw materials like CRGO, Amorphous and ICB, ensuring consistent quality, cost control, and reduced dependency on external suppliers. This enables us to maintain a stable supply chain, mitigate price volatility risks, and achieve greater economies of scale in production. We use our transformer manufacturing capabilities and transformer components in our EPC vertical to achieve forward integration.

From timely delivery and installation to ongoing maintenance and performance monitoring, we ensure that our products are fully supported throughout their lifecycle. This seamless integration across the value chain not only optimizes production and delivery timelines but also strengthens customer satisfaction and loyalty. By controlling key aspects of the supply and service chain, we are able to minimize costs, maximize margins, and maintain agility in responding to evolving market demands, positioning us as a leader in operational excellence and sustainable growth.

5. **Proven track record of consistent growth**

Our company has a well-established and proven track record of consistent growth, reflecting our strong market presence, operational excellence, in the power infrastructure industry. Over the years, we have achieved sustained revenue growth, even in the face of market volatility, by strategically capitalizing on both domestic and global opportunities. This growth is a testament to our adaptability, allowing us to continuously evolve in line with industry trends and technological advancements while expanding our product portfolio to meet the diverse needs of sectors such as power, industrial, infrastructure, and renewable energy.

Additionally, our Company has been profitable since its inception which is a testament to our strategic vision and operational excellence in the power infrastructure sector. Our commitment to profitability not only underscores our financial stability but also positions us for long-term growth and resilience.

Our Strategies

1. Expand manufacturing capacity at our existing facilities

Our Board is committed to expanding its manufacturing capacity at our existing facilities to meet the growing demand for transformer components across various sectors, including energy, industrial, and infrastructure. The expansion will be achieved through targeted investments in advanced production technology and infrastructure upgrades, allowing for greater output and operational efficiency. By optimizing the use of current space, reconfiguring plant layouts, and introducing additional production lines, we aim to significantly increase the output at our current facilities.

Our Unit IV has ample land to set-up manufacturing facility. In order to expand our production capabilities, we aim to invest in new plants and machinery at this location. This will not only enhance our operational efficiency but also position us for sustainable growth and greater flexibility to adapt to market demands in the future. For further details, see "*Objects of the Issue*" at page 87.

We aim to invest in upskilling our workforce, providing them with the necessary training to operate new technologies and maintain high production standards. The expansion will be implemented in a phased manner to minimize operational disruption while ensuring a steady increase in capacity. This approach will allow us to scale our operations efficiently, respond to market demand, and maintain our competitive edge in the transformer manufacturing industry.

2. **Enhancement of our capacity by qualifying for 765 kV class approval issued by PGCIL**

As part of our ongoing commitment to growth and innovation, we are strategically enhancing our operational capacity by qualifying for the 765 kV class approval issued by PGCIL. This will help us to position at the forefront of the power infrastructure sector, enabling us to meet the increasing demand for high-capacity transmission solutions. will not only expand our technical capabilities but also enhance our competitive edge in the market. It will allow us to undertake larger and more complex projects, thereby increasing our service offerings and driving revenue growth. By aligning our operations with the highest industry standards, we reinforce our reputation for quality and reliability.

Furthermore, this strategic move will enable us to better serve our diverse clientele, including power utilities and infrastructure developers, positioning us as a preferred partner for high-capacity transmission projects. Ultimately, qualifying for 765 kV class approval represents a significant milestone in our growth strategy, ensuring we remain well-equipped to meet the evolving needs of the power sector and capitalize on emerging opportunities.

3. **Establishing collaboration with CRGO mill suppliers**

To enhance our competitive edge and ensure the highest quality in our power infrastructure projects, we are focused on establishing strategic collaborations with CRGO mill suppliers. We aim to secure a reliable source of high-performance electrical steel, which is critical for manufacturing transformers and other essential components. By partnering with leading CRGO mills, we will gain access to advanced materials that improve efficiency and performance in our products. This collaboration will not only bolster our supply chain resilience but also enable us to innovate and optimize our manufacturing processes.

Furthermore, working closely with CRGO suppliers will facilitate knowledge sharing and technological advancements, allowing us to stay ahead of industry trends and enhance our product offerings. This approach will further strengthen our market position, drive sustainable growth and support our long-term growth objectives in the power infrastructure sector.

4. **Expanding our existing product portfolios**

We are committed to diversifying our existing product portfolio by introducing a broader range of innovative transformer solutions tailored to meet the diverse needs of our customers across various sectors, including renewable energy, infrastructure, and industrial applications. This strategic expansion will position us as a comprehensive one-stop solution provider, enabling us to better serve our clients and address the growing demand for high-efficiency transformers.

By leveraging cutting-edge technological advancements, we aim to significantly enhance energy efficiency, reduce operational costs, and extend the lifecycle of our products. Our focus on innovation will ensure that our transformers not only meet but exceed industry standards, delivering superior performance and reliability. Moreover, this expanded portfolio will open doors to new markets, allowing us to strengthen relationships with existing clients while attracting new customers. By aligning our product development efforts with emerging market trends and incorporating valuable customer feedback, we will ensure that our offerings remain competitive. This strategic initiative is designed to drive substantial revenue growth, reinforce our market leadership, and create long-term value for our stakeholders, positioning us at the forefront of the power infrastructure sector.

5. **Grow our customer base by diversifying into new geographies and maintain relationships with our key customers and other stakeholder**

To drive sustained growth in the power infrastructure sector, we are implementing a strategic initiative aimed at expanding our customer base by diversifying into new geographies. This approach will enhance our market presence and allow us to tap into emerging opportunities in regions with increasing demand for power infrastructure solutions. For instance, we have recently started tapping markets in United States of America by supplying our transformer components. At the same time, we remain committed to maintaining and deepening relationships with our key customers and stakeholders. Regular engagement, feedback mechanisms, and personalized support will ensure that we meet their evolving needs effectively. Establishing strategic partnerships with local firms will further enhance our ability to navigate new markets, facilitating knowledge transfer, regulatory compliance, and quicker market entry.

Investing in local teams with industry expertise will enable us to better understand regional dynamics and customer preferences, allowing us to respond swiftly to market changes. By aligning our product offerings with the specific demands of each new market, we will ensure relevance and competitiveness, driving innovation and adaptation. Through this multifaceted strategy, we aim to significantly broaden our customer base, enhance our competitive edge, and drive revenue growth, positioning ourselves as a trusted partner in the power infrastructure sector for long-term success.

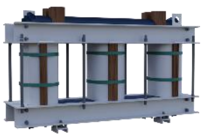
Business Operations

Products portfolio

We manufacture and supply different components that are critical for the manufacturing of the transformers used for distribution and transmission of electricity in the power sector. These components become part of small transformer, distribution transformer or in large transformer & generator for the production of energy saving electrical equipment.

Details of the key product that we manufacture for our customers are as follows:

Component name with Pictures	Features	Description	Applications	Capacity Range
CRGO Wide Coil 	High magnetic permeability and low core loss, ideal for transformer cores. Manufactured in wide sizes to enhance efficiency in large transformers.	A base material for transformer cores, known for their superior magnetic properties, reduced core loss.	CRGO-wide coils are essential in large transformers where high efficiency is critical.	N.A.
CRGO Slit Coil 	Precision slit coils from CRGO sheets to meet exact dimensions. Used in the core construction of transformers to reduce energy loss.	CRGO Slit Coils are specialised electrical steel products designed for high-efficiency applications.	Primarily used to produce transformer cores, where exact sizing and efficiency are vital.	N.A.
CRGO Cut Lamination 	Laser-cut CRGO steel sheets provide high dimensional accuracy. Essential for creating transformer cores with minimal energy loss.	Cut laminations minimise eddy current losses and improve overall transformer performance.	CRGO Cut Laminations are commonly used in power and distribution transformers to help improve efficiency.	N.A.
CRGO Core Assembly	Assembled from CRGO laminations, ensuring low core loss and high efficiency.	CRGO Core Assembly involves assembling CRGO lamination sheets to form a	CRGO Core Assembly is used in various transformers to ensure minimal energy loss and high operational	N.A.

		core that enhances the efficiency of transformers by reducing losses.	efficiency.	
CRGO Core Coil Assembly 	Combines CRGO core and windings for complete transformer core-coil assembly. Reduces energy losses while improving transformer performance and longevity.	CRGO Core Coil Assembly ensures optimal performance through improved magnetic and electrical properties.	Found in transformers where high reliability and performance are required, such as in power distribution & electrical substations.	N.A.
Amorphous Core 	Made from amorphous metal, offering extremely low core losses. Widely used in energy-efficient transformers due to its superior magnetic properties.	Amorphous cores are made from ferromagnetic alloys that offer lower core losses than traditional CRGO cores.	It is commonly used in energy-efficient transformers, and amorphous cores help reduce energy consumption.	N.A.
Immersed Circuit Breaker (ICB) 	Oil-immersed breakers ensure effective insulation and arc extinction. Suitable for high-voltage electrical distribution networks.	Immersed circuit breakers are safety devices that protect electrical systems by breaking the circuit during fault conditions.	It is typically used in transformers and high-voltage systems to protect against overloads, short circuits.	The resistance in ICB Testing in three-phase ICB a) For three-phase (16KV) = 1.50 mΩ - 1.85 mΩ b) For three-phase (25KV) = 1.25 mΩ - 1.45 mΩ c) For three-phase (40KV) = 1.25 mΩ - 1.55 mΩ d) For three-phase (63KV) = 0.45 mΩ - 0.85 mΩ e) For three-phase (100KV) = 0.45 mΩ - 0.85 mΩ For measurement

				of resistance in ICB Testing in single phase ICB: a) For single phase ICB 5KV = 2.70 mΩ - 2.85 mΩ b) For single phase ICB 10KV = 2.30 mΩ - 2.50 mΩ c) For single phase ICB 16KV = 0.70 mΩ - 0.85 mΩ d) For single phase ICB 25KV = 0.50 mΩ - 0.65 mΩ
Wound Core 	Consists of continuous winding of CRGO steel, reducing magnetic reluctance. Commonly used in high-efficiency transformers due to its low energy loss.	Wound cores are created by winding CRGO strips into a continuous loop.	It is used in transformers where low core losses and high efficiency are necessary.	N.A
Toroidal Core 	Circular magnetic core with low leakage flux and compact size. Ideal for power transformers, offering better efficiency and lower electromagnetic interference.	The toroidal core improves the reduction of high current and controls significant losses in electrical devices.	It is used in transformers, inductors, and chokes in applications requiring minimal magnetic leakage and high efficiency.	N.A.

The following table set forth a breakdown of the revenue from sale of different products:

(Amount in ₹ lakhs, unless otherwise stated)

Product Details	For the six-month period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Transformer Components	19,044.78	32,341.10	23,950.53	16,012.85

Manufacturing of Transformers	4,266.83	9,903.12	9,362.05	6,978.89
EPC and others	1,390.18	2,704.23	2,118.31	2,673.01
Total	**24,701.79**	**44,948.45**	**35,430.88**	**25,664.75**

Manufacturing Processes

Our manufacturing and processing primarily consist of automatic and semi-automatic processes, ensuring high precision and efficiency in production.

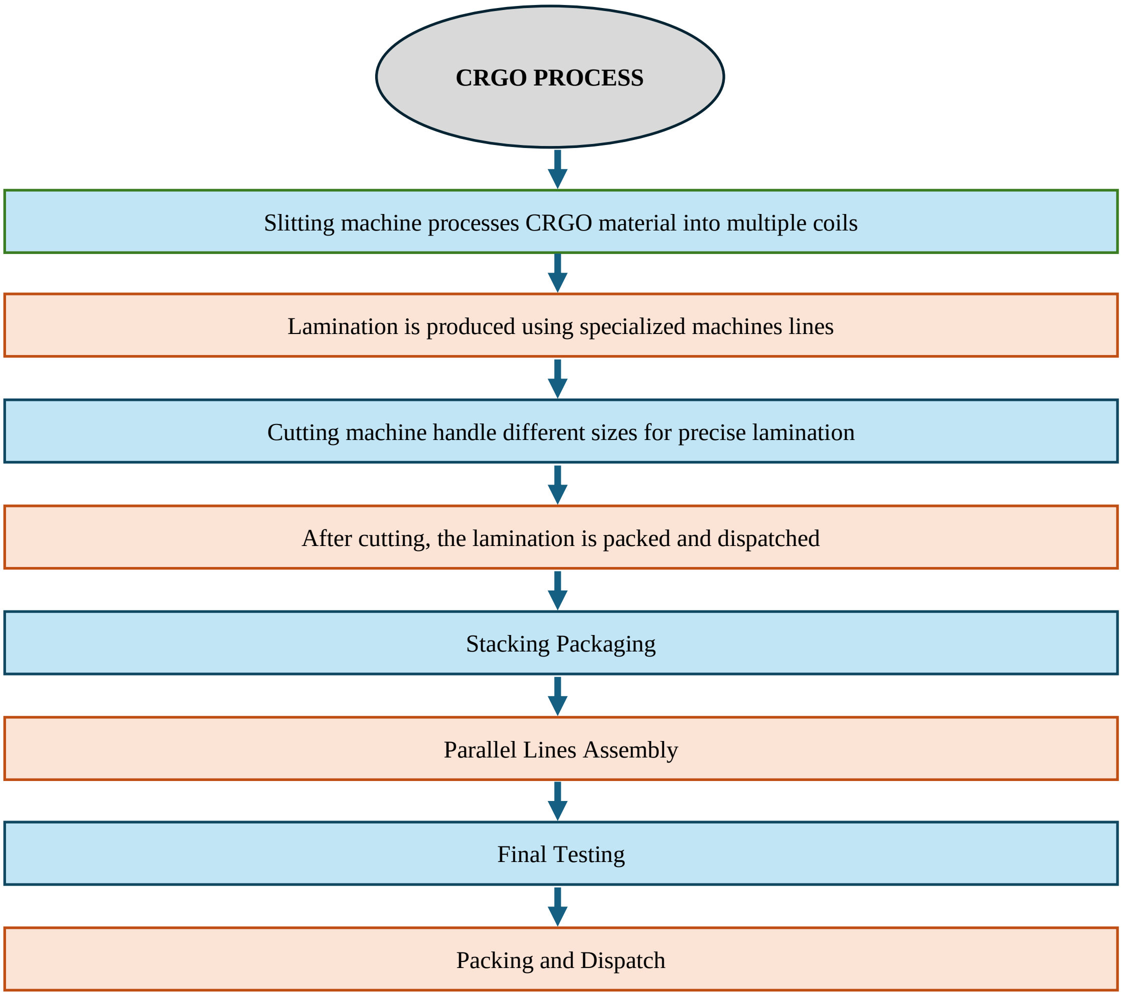
a) Transformers Component

A significant portion of our revenue is derived from processing of CRGO and Amorphous products. The following table sets forth the breakdown of revenue derived from each of the products we manufacture or process for the transformers component for the respective periods shown:

Particulars	For six-month period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
CRGO wide coil	2,102.03	1,272.15	1,504.12	2,250.21
CRGO slit coil	2,493.05	4,648.74	1,732.54	196.65
CRGO cut lamination	10,981.24	17,807.13	12,379.47	5,981.06
CRGO core assembly	1,158.43	3,408.15	4,850.78	5,405.29
CRGO core coil assembly	-	238.95	92.33	236.28
Amorphous core and alloy amorphous elec steel	1,878.13	3,990.26	1,921.11	1,564.03
Immersed Circuit Breaker (ICB)	431.89	975.73	470.19	379.33

CRGO process

The processing of CRGO cores at our sites follows a precise multi-step process. It starts with the receipt and inspection of raw materials, followed by slitting, cutting, manual restacking, and core assembly. Each stage strictly follows customer specifications and industry standards. By deploying advanced machinery along with skilled manual work, we ensure the production of high-performance CRGO cores, which are essential for efficient and reliable power distribution in modern transformers.



(i) Procurement of Raw Materials

CRGO serves as a primary raw material procured from a variety of BIS approved steel mills. CRGO is used as one of the components for processing of transformer cores and in various electrical applications.

The acquisition of CRGO coils constitutes a significant portion of our raw material procurement. Our Company ensures a balanced mix purchase both domestic and import from China, and Europe and other countries for the sourced materials. This equilibrium considers factors such as quality, pricing, lead time, inventory levels, credit terms, and end user approvals. Additionally, our purchasing decisions are influenced by the availability of grades from different mills. Each raw material coil used for domestic supplies meets the specifications set by the Bureau of Indian Standards of quality (IS 649:1997). We also engage in purchase from semi-processing manufacturers of CRGO coils.

The raw materials are hereby elaboratively classified as follows:

(a) Slitting

CRGO coils undergo processing through slitting to be transformed into slit coils. This operation is carried out utilizing high-speed semi-automatic slitting machines. These machines are renowned for their capability to divide coils precisely and accurately into smaller widths. The maximum coil width is 1,250 mm, and we can produce slit coils ranging from 20 mm to 600 mm in width, tailored to meet the specific requirements of our customers. Processing of CRGO coils demands a high level of expertise. To ensure optimal results, Tungsten carbide blades are employed to minimize burrs and edge camber, while the material itself is handled with the utmost care to preserve its electrical and mechanical properties. The slit coils thus produced are then made available for the production of cut laminations.

(b) Cutting

After the slitting process of mother coils, further processing involves cutting. Cutting can be carried out either manually or with the assistance of automatic CNC cut to-length machines. These machines are utilized to shear and punch sheets lengthwise, forming stacks of sheets into the required shape as per customer design. Similar to the slitting process, cutting demands the use of sharp Tungsten carbide blades to ensure precise cutting without burrs, bends, or rough edges. Our inhouse tooling division is responsible for frequently sharpening and grinding the blades to maintain consistent quality in both slitting and cutting operations. The cutting of CRGO coils is conducted to produce cut laminations.

Some of the specifications involved in the cutting process include the option for mitred and non-mitred cutting, with a width range spanning from 30 to 870 mm. Tungsten carbide cutters are employed to minimize burrs and ensure precise cutting.

(c) Assembly

Assembly involves a manual labor-intensive process of stacking cut lamination sheets atop each other and securely clamping them using channels, bolts, and insulation material to form an assembled core. These channels are fabricated in-house from mild steel shapes and sections purchased from local steel suppliers, strictly adhering to the customer's transformer design specifications. After passing all quality checks, assembled cores are sold to transformer manufacturers. Precision and skill are paramount during assembly to ensure proper handling and stacking, minimizing air gaps, and optimizing core performance.

(d) Final Testing

Prior to dispatch, various mechanical parameters such as length, width, burr level, stack height, thickness, surface insulation coating, and edge camber are meticulously checked. No-Load Losses are tested for assembled cores, and a sample core is assembled in-house to test the Cut Laminations. Final testing of assembled cores is conducted to verify electrical parameters, ensuring compliance with customer requirements. Our in-house laboratory conducts all quality checks according to major international and Indian standards, providing comprehensive reports as proof of compliance. Customer and end-user inspections further ensure complete satisfaction.

(e) Packaging

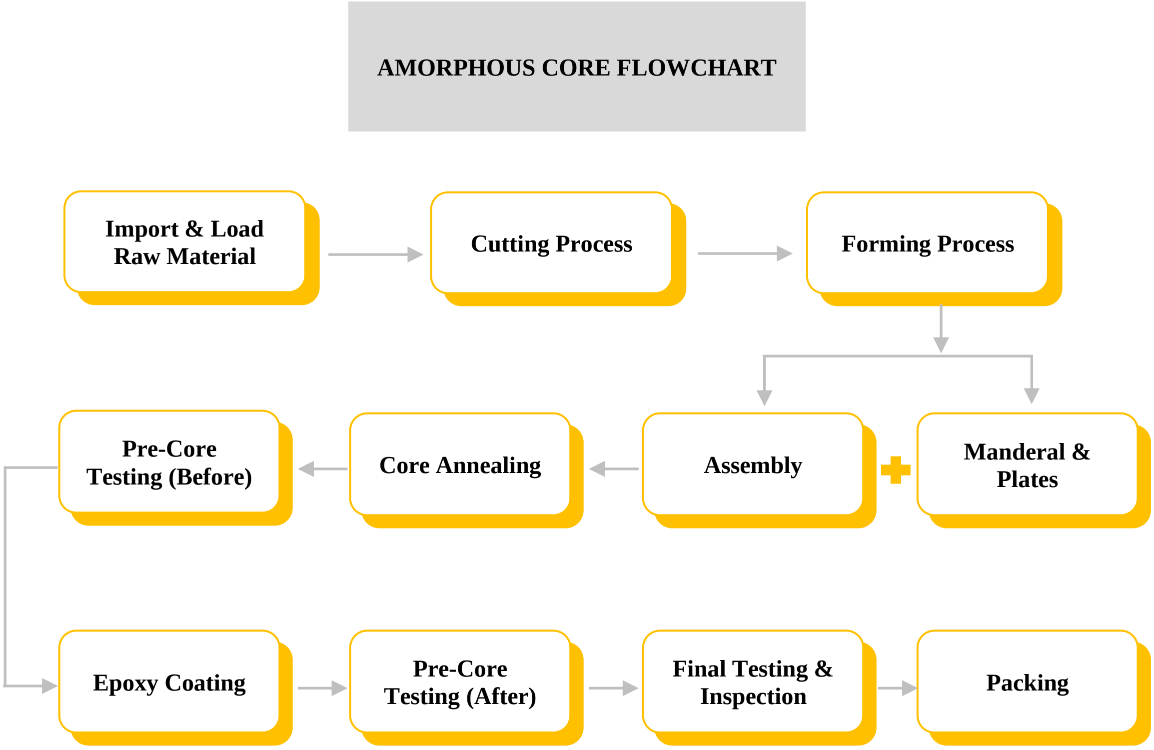
Packaging is a critical aspect of the manufacturing process, aimed at preventing transit damage for both domestic and international customers. Rigorous packing SOPs are implemented to safeguard fragile and costly finished goods from dust, moisture, and other environmental factors. Recognizing the material’s susceptibility to damage from jerks and sudden movements, each dispatch lot is meticulously secured and sealed in trucks or containers to mitigate the risk of transit damage. Finished goods are placed on custom-sized wooden pallets and shipped in full-load trucks or containers to ensure secure transit. We produce these custom-sized pallets in-house to guarantee the quality and safety of the final product. Customers can purchase finished goods, including slit coils, cut laminations, and assembled cores, at various stages of production, with slitting producing slit coils, cutting producing cut laminations, and assembly producing assembled cores.

(f) Transportation

We outsource the delivery of our products to either third-party logistics companies or as mutually agreed shipment terms as decided with the customers. We instruct the delivery companies to collect products from specified locations and deliver to our customers in accordance with their orders. Apart from outsourcing the logistics operations, we also have in house arrangement for supply of our products by way of our owned commercial vehicle which is used to do the local transport to nearby areas.

Further, exports are typically carried out in containerized form, with products packed on pallets or in boxes.

Amorphous Process



(a) Raw Material Handling: The M-grade amorphous raw material is imported from other countries to maintain high-quality standards. It is loaded onto the machine according to customer specifications, including window height, width, and other key measurements like material dimensions.

(b) Cutting Process: The amorphous ribbon is fed into the machine, where the cutting process begins with 3 ribbons. These ribbons are then cut into rectangular shapes, preparing them for further processing.

(c) Forming Process: This process consists of two stages:

i. Assembly: The cut ribbons are assembled based on customer requirements.

ii. Mandrel and Plates: After assembly, the core is placed on a mandrel with plates, preparing it for the next stages.

(d) Core Annealing: The assembled core undergoes an annealing process, which lasts for twelve hours. During this time, the core is subjected to high temperatures to relieve internal stresses and optimise its magnetic properties.

(e) Pre-Core Testing: Once the annealing process is complete, the core is tested to ensure it meets the necessary standards. This includes electrical testing and dimensional checks.

(f) Epoxy Coating: To enhance the durability and insulation of the core, an epoxy coating is applied. The core is then allowed to dry for 4 to 5 hours, ensuring the coating sets properly.

(g) **Final Testing and Inspection**: After the coating process, the core undergoes final testing and inspection to ensure it complies with the customer's specifications and quality standards. Any defects or inconsistencies are addressed at this stage.

(h) **Final Packing**: Once all testing is complete, the cores are packed according to the customer's packing plan, ensuring safe transport and delivery.

b) Transformers

The transformer manufacturing process begins with the following steps:

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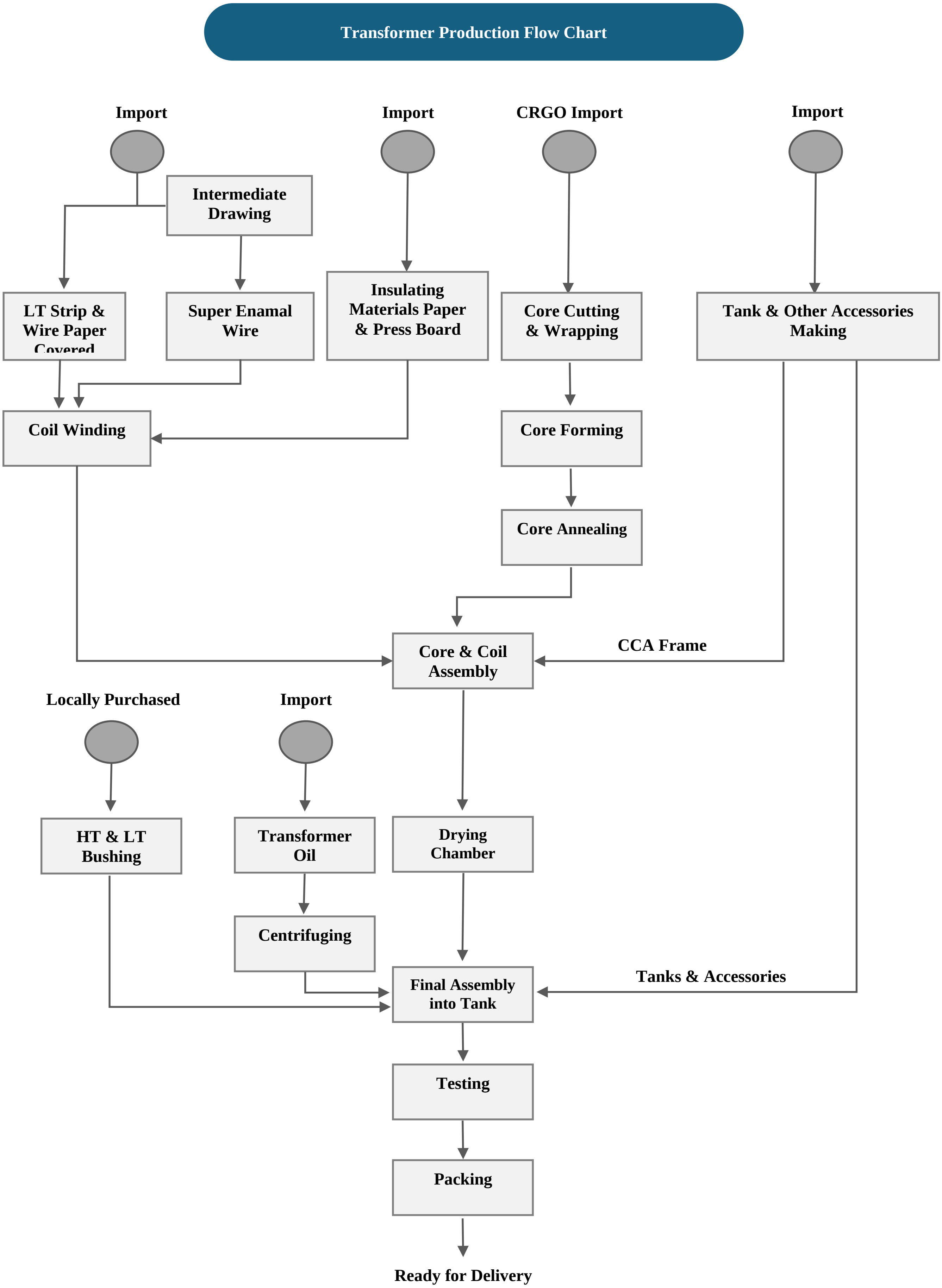

Transformer Production Flow Chart
Import
Import
CRGO Import
Import
Intermediate Drawing
LT Strip & Wire Paper Covered
Super Enamal Wire
Insulating Materials Paper & Press Board
Core Cutting & Wrapping
Tank & Other Accessories Making
Coil Winding
Core Forming
Core Annealing
Core & Coil Assembly
CCA Frame
Locally Purchased
Import
HT & LT Bushing
Transformer Oil
Drying Chamber
Centrifuging
Final Assembly into Tank
Tanks & Accessories
Testing
Packing
Ready for Delivery

(i) Winding (Coil):

The process begins with the winding of coils, where two types of coils are made: low-voltage and high-voltage coils.

(ii) Core Assembly:

Lamination sheets are assembled to form the transformer core.

(iii) Core-Coil Assembly:

The next step is combining the wound coils with the assembled core to form the core-coil assembly.

(iv)Assembly Connection:

After the core-coil assembly, electrical connections are made between the coil and other components.

(v) Ovening:

The assembled core coil is then placed in an oven to remove any moisture or water content, ensuring better insulation and performance.

(vi) Fabrication (Tank):

Meanwhile, the transformer tank undergoes fabrication processes such as cutting, grinding, slot blasting, and painting to prepare it for housing the core-coil assembly.

(vii) Tanking (Tank and Core-Coil Assembly):

In the tanking process, once the core-coil assembly meets the required insulation resistance after tightening items like nuts, bolts, tie rods, and core bolts, it is placed inside the tank. Transformer insulating oil is then filled into the tank, which helps cool the transformer and provides insulation for optimal performance and durability. After the oil is soaked and settled in the core-coil assembly, all external power connections are securely tightened, and the assembly is prepared for testing by filling it with the required oil level.

(viii) Testing:

Rigorous testing is performed at this stage to ensure all components and the assembly meet quality standards.

(ix) Pre-dispatch Inspection:

Before the transformer is dispatched, it undergoes a final pre-dispatch inspection to ensure everything is in order.

(x) Dispatch:

Once all steps are complete and the transformer passes testing and inspection, it is ready for dispatch to the client.

Manufacturing Facilities

As of November 30, 2024, details of our five manufacturing facilities as set out below:

S. No.	Name of the Facility	Products	Area (Square Feet)	Whether Owned / Leased
1.	Unit I	CRGO (Cold Rolled Grain Oriented)	68,057	Leased*
2.	Unit II	Transformer Tanks up to 25KVA for internal consumption and fabrication unit	28,180	Leased*
3.	Unit III	ICB (Immersed Circuit Breaker) and CRGO (Cold Rolled Grain Oriented)	81,606	Leased (Rent)
4.	Unit IV	CRGO (Cold Rolled Grain Oriented), Amorphous core and Transformers	3,96,856	Leased*
5.	Unit V	CRGO (Cold Rolled Grain Oriented)	1,27,585	Leased*

* Our properties are taken on long term lease for a duration of 99 years and our Company has mortgaged the same with lenders to procure secured loans

Capacity and Capacity Utilization

The following table sets forth the capacity and capacity utilization for each of the following manufacturing facilities for the periods stated below:

Unit	Unit	As of/ for the six-month period ended September 30, 2024	As of/ for the Financial Year ended March 31, 2024	As of/ for the Financial Year ended March 31, 2023	As of/ for the Financial Year ended March 31, 2022
CRGO (Cold Rolled Grain Oriented)					
Unit I – Road No. 1(5)					
Annual Installed Capacity(1)	MT	3,000	6,000	4,800	4,800
Effective Installed Capacity(2)	MT	1,500	3,000	2,400	2,400
Actual Production(3)	MT	847	2,494	1,902	1,404
Capacity Utilization (4)	(%)	56%	83%	79%	59%
Unit III – Road No. 16					
Annual Installed Capacity(1)	MT	450	900	900	900
Effective Installed Capacity(2)	MT	450	900	900	900
Actual Production(3)	MT	80	-(10)	-(10)	208
Capacity Utilization (4)	(%)	18%	0%	0%	23%
Unit IV - Reengus					
Annual Installed Capacity(1)	MT	6,000	12,000	9,000	4,200
Effective Installed Capacity(2)	MT	6,000	12,000	9,000	4,200
Actual Production(3)	MT	3,139	5,153	3,267	2,337
Capacity Utilization (4)	(%)	52%	43%	36%	56%
Unit V – SEZ (6)					
Annual Installed Capacity(1)	MT	450	900	900	900
Effective Installed Capacity(2)	MT	150	300	300	300
Actual Production(3)	MT	22	166	219	703(9)
Capacity Utilization (4)	(%)	14%	55%	73%	234%
Total CRGO					
Annual Installed Capacity(1)	MT	9,900	19,800	15,600	10,800
Effective Installed Capacity(2)	MT	8,100	16,200	12,600	7,800
Actual Production(3)	MT	4,088	7,813	5,388	4,652
Capacity Utilization (4)	(%)	50%	48%	43%	60%
Transformer					
Unit IV – Reengus(8)					

Annual Installed Capacity[1]	KVA	750,000	1,500,000	960,000	960,000
Effective Installed Capacity[2]	KVA	375,000	750,000	480,000	480,000
Actual Production[3]	KVA	181,706	618,412	278,715	213,320
Capacity Utilization [4]	(%)	48%	82%	58%	44%
ICB (Immersed Circuit Breaker)					
Unit III – Road No. 16[7]					
Annual Installed Capacity[1]	Nos.	75,000	150,000	108,000	90,000
Effective Installed Capacity[2]	Nos.	37,500	75,000	54,000	45,000
Actual Production[3]	Nos.	21,605	58,206	35,880	28,293
Capacity Utilization [4]	(%)	58%	78%	66%	63%
Amorphous					
Unit IV – Reengus					
Annual Installed Capacity[1]	MT	1,200	2,400	1,500	1,500
Effective Installed Capacity[2]	MT	1,200	2,400	1,500	1,500
Actual Production[3]	MT	629	1,500	988	406
Capacity Utilization [4]	(%)	52%	63%	66%	27%

Notes:

(1) The information relating to the installed capacity as of the dates included above is based on various assumptions and estimates that have been taken into account for calculation of the installed capacity. These assumptions and estimates include the standard capacity calculation practice of industry after examining the calculations and explanations provided by the Company, the equipment production capacities and other ancillary equipment installed at the facilities. The assumptions are also based on the past experience of the Management of Company to manufacture the said products. The assumptions and estimates taken into account include the following: (i) Number of working days in a fiscal year 300; (ii) Number of shifts in a day – 3 shifts of 8 hour each or 2 shifts of 12 hours each (i/c overtime of 4 hours). The installed capacity as of March 31, 2022, March 31, 2023, March 31, 2024 and six months period ended September 30, 2024.

The production capacities are measured by taking into account the below mentioned:

(i) Actual Production done in a month.
(ii) Actual time used for the preparation or set up of machinery along with equipment in a month.
(iii) Actual wastage (if any) in the manufacture of the products.
(iv) The production is also based on the demand of each product which is manufactured by the Company.

(2) The effective installed capacity is derived considering the following details of each units.

- The effective installed capacity of the manufacturing plant at C-61A, Road No.1C, VKI, Jaipur – Unit 1 is the actual amount of production that a company can achieve in a year, assuming that all machines are running at full speed, 300 days a year and one shift of 12 hour each.

- The effective installed capacity of the manufacturing plant at B-308, Road No.16, VKI, Jaipur – Unit III is the actual amount of production that a company can achieve in a year, assuming that all machines are running at full speed, 300 days a year and one shifts of 12 hour i/c 4 hours of overtime.

- The effective installed capacity of a manufacturing plant at Reengus - Unit IV is the actual amount of production that the company can achieve in a year, assuming that all machines are running at full speed, 300 days a year and three shift of 8 hour each or two shifts of 12-hour i/c 4 hours of overtime.

- The effective installed capacity of a manufacturing plant at Mahindra World City (SEZ) – Unit V is the actual amount of production that the company can achieve in a year, assuming that all machines are running at full speed, 300 days a year and 1 shift of 8 hour each.

Disclaimer: There is no single way to measure capacity and there are numerous factors to be considered, many of which are unique to specific process or facility. The production capacity calculation does not take into account other factors affecting production. Actual production levels and future capacity utilization rates may therefore vary significantly from the estimated production capacities of manufacturing plants. Variations in the range of 10-15% can be present in the installed capacities worked out for the plants due to various variable factors.

(3) The information relating to the actual production as of the dates included above are based on the examination of the internal production record provided by the Company, explanations provided by the management, the period during which the manufacturing facilities operate in a fiscal year expected operations, availability of raw materials, downtime resulting from unscheduled breakdowns, as well as expected operational efficiencies.

The information relating to the actual production at the manufacturing facilities as for the last three Fiscals and H1 of 2024-25 has been obtained from:

- The Cost audit reports of Maharwal & Associates for the F.Y. 2021-2022, 2022-2023 & 2023- 2024 and its reconciliation with actual production data provided by the company and further explanations.

- CA certificate for the Half year of F.Y.2024-25 by Kuldeep Kumar Gupta & Co.

The actual production capacity of the company is derived from a collaboratively developed 'Suggestive Production Plan' on a monthly basis. It is understood that the production team adjusts their capacity in response to market demands.

(4) Capacity utilization in a manufacturing plant is a metric that measures how much of a factory's production capacity is being used. It is a ratio that compares the potential output to the actual output. Capacity utilization has been calculated based on actual production during the relevant fiscal year / period divided by the aggregate effective installed capacity of relevant manufacturing facilities as of the end of the relevant fiscal year / period.

(5) Installed capacity is assuming the unit is running in 2 shifts of 12 hours each (i/c 4 hours overtime), hence is double of effective installed capacity.

(6) The unit is running in 1 shift of 8 hours. Installed capacity is therefore thrice of effective installed capacity, assuming the plant runs in 3 shifts of 8 hours each.

(7) The ICB effective installed capacity at Unit 6 is assuming plant is running in 1 shift of 12 hours each i/c 4 hours of overtime. The installed capacity is therefore double of effective installed capacity, assuming the plant can run 2 shifts of 12 hours.

(8) In transformer assembly, the winding process is being carried out in 1 shift of 12 hours while the annealing furnaces are operating for 2 shifts of 12 hours. Winding capacity is less than annealing capacity and therefore is the bottle neck. Installed capacity is calculated assuming winding is also carried out in 2 shifts of 12 hours each.

(9) Out of 703 tons in Financial Year 2021-22, 480 tons were sold as Semi finished goods with partial processing.

(10) There was no production activity carried out in FY2022-23 and FY2023-24 for CRGO at Unit III.

The information relating to the installed production capacity of our manufacturing facilities, as included above and elsewhere in this Draft Red Herring Prospectus are based on various assumptions and estimates that have been considered by an independent chartered engineer for calculation of our capacity. Actual production levels and utilization rates may vary from the capacity information of our manufacturing facilities included in this Draft Red Herring Prospectus and undue reliance should not be placed on such information. For further information, see "*Risk Factors – Any disruption, breakdown or shutdown of our manufacturing facilities or our original equipment manufacturer suppliers may have a material adverse effect on our business, financial condition, results of operations and cash flows*." on page 28.

Quality Control, Testing and Certifications

In the precision components manufacturing sector, upholding stringent quality standards is paramount. Any product defects or deviations from customer design specifications may lead to cancellation of purchase orders placed by our customers and a significant reputational damage to our business. To mitigate these risks, we have established a comprehensive quality control system that spans from material receipt to the packaging of finished product.

The material received are tested for Watt loss test, AC magnetization and IR test. At each stage of the manufacturing process, the components are examined by our operators to ensure there is no defect from the previous stage operation till the products is packed and dispatched.

Our Company is both NABL and PGCIL lab approved underscoring our adherence to stringent quality standards (*Source: Industry Report*) and has obtained a PGCIL approval for processing of transformers/ reactors from up to 132 kV to up to 400kV class. We are also certified under ISO 9001:2015 and ISO 14001:2015, catering to a global customer base, and have received NTPC approval for CRGO processing. Moreover, we also hold OHSAS 18001:2007 certification. We also possess Brockhaus Messtechnik, a Germany based machinery, used for process and quality control checks which enables us to achieve high-efficiency level outputs. These certifications and approvals demonstrate our dedication to maintaining the highest standards in product quality, safety, and environmental responsibility.

As of November 30, 2024, our quality control team consisted of 10 employees. The members of our quality team conduct stringent quality checks on a sample basis. In addition, our employees periodically undergo thorough training programs designed to update them on the latest quality norms and standards.

Further, each product type has its own quality assurance plan. The quality assurance plan includes sampling plan, acceptance norms, testing method and guidelines to control and monitor the performances of the product.

We aim to ensure that our manufacturing facilities are in compliance with applicable regulatory standards. Our facilities are subject to periodic inspections from various regulatory agencies that have issued certifications.

The following table sets forth the certifications obtained by us for compliance with quality standards:

Manufacturing Facility	Certifications
Unit I	ISO 9001:2015
Unit IV	PGCIL manufacturer approval
	NTPC renewable energy quality assurance
	NABL

Customers

We have a diversified customer base and we served 112 customers across industries and geographies in as of November 30, 2024.

The following table sets forth a breakdown of revenue from our top 10 clients (not in order) along with their revenue contribution, for six-month period ended September 30, 2024:

Sr. No.	Name of the top 10 clients	For the six month period ended September 30, 2024	
		Revenue contribution (*in ₹ lakhs*)	**% of total revenue of operation of our Company** (*in %*)
1.	Transformers and Rectifiers (India) Limited	3,589.95	14.00
2.	Shirdi Sai Electricals Limited	1,301.80	5.00
3.	The Executive Engineer (Mvvnl)	1,020.83	4.00
4.	Dakshinanchal Vidyut Vitran Nigam Limited	985.26	4.00
5.	Western Electrotrans Private Limited	925.61	4.00
6.	Jaipur Vidyut Vitran Nigam Limited	701.24	3.00
7.	TBEA Energy (India) Private Limited	698.18	3.00
	Total	**11,523.75**	**46.00**

Note:
Names of few 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 following table sets forth a breakdown of revenue from our top 10 clients (not in order) along with their revenue contribution, for Fiscal 2024:

Sr. No.	Name of the top 10 clients	For Fiscal 2024	
		Revenue contribution (*in ₹ lakhs***)**	**% of total revenue of operation of our Company (***in %***)**
1.	TBEA Energy (India) Private Limited	3,597.09	8.00
2.	Dakshinanchal Vidyut Vitran Nigam Limited	2,588.32	5.76
3.	Electrotherm (India) Limited	2,290.59	5.10
4.	Jaipur Vidyut Vitran Nigam Limited	2,199.62	4.89
5.	Ajmer Vidhyut Vitran Nigam Limited	2,173.70	4.84
6.	Aum Engineering Works	2,033.89	4.52
7.	Shirdi Sai Electricals Limited	1,578.66	3.51
8.	Star Delta Transformers Limited	1,543.36	3.43
	Total	**22,017.29**	**48.98**

Note:
Names of few 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 following table sets forth a breakdown of revenue from our top 10 clients (not in order) along with their revenue contribution, for Fiscal 2023:

Sr. No.	Name of the top 10 clients	For Fiscal 2023	
		Revenue contribution (*in ₹ lakhs*)	**% of total revenue of operation of our Company** (*in %*)
1.	Kalapana Industries	759.00	2.14
2.	AUM Engineering Works	1,019.00	2.88
3.	Electrotherm (India) Limited	1,960.00	5.53
4.	Star Delta Transformers Limited	1,323.00	3.73

5.	Jodhpur Vidhyut Vitran Nigam Limited	1,229.00	3.47
6.	Jaipur Vidyut Vitran Nigam Limited	1,809.00	5.11
7.	Dakshinanchal Vidyut Vitran Nigam Limited	5,701.00	16.09
	Total	**17,410.00**	**49.14**

Note:
Names of few 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 following table sets forth a breakdown of revenue from our top 10 clients (not in order) along with their revenue contribution, for Fiscal 2022:

Sr. No.	**Name of the top 10 clients**	**For Fiscal 2022**	
		Revenue contribution (*in ₹ lakhs*)	**% of total revenue of operation of our Company** (*in %*)
1.	Kalapana Industries	342 .00	1.33
2.	Electrotherm (India) Limited	631.00	2.46
3.	Purvanchal Vidhyut Vitran Nigam Limited	2,171.00	8.46
4.	Jodhpur Vidhyut Vitran Nigam Limited	430.00	1.68
5.	Jaipur Vidyut Vitran Nigam Limited	429.00	1.67
6.	Dakshinanchal Vidyut Vitran Nigam Limited	2,929.00	11.41
	Total	**11,262.00**	**43.88**

Note:
Names of few 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.

Customer Service and Support

We periodically advice our customers on updates and upgrades in the power infrastructure industry to keep pace with technological changes. This ensures that the operations remains efficient and competitive in this industry.

We have implemented the following initiatives to enhance our service and support:

1. **CAPA Sharing**: We actively share Corrective and Preventive Actions ("**CAPA**") with our clients to ensure transparency and collaboration in addressing any issues.

2. **Team Training**: We provide ongoing training to our team members to foster their professional development. This empowers them to better serve our clients and improve overall service quality.

Plant and Machineries

We have procured most of our machineries domestically and from abroad including from China and Germany. The plants are equipped with state-of-the-art machinery such as Brockhaus measurements in our testing facility in Unit IV. Machines equipped with the latest technology make the entire manufacturing process driven. The integration of cutting-edge equipment allows for a highly automated production environment, significantly reducing lead times and minimizing variability. As a result, we are well-positioned to meet market demands while upholding our commitment to delivering reliable and superior product.

Repair and Maintenance

We prioritize the operational efficiency and reliability of our manufacturing facilities through a robust and systematic approach to maintenance. Our comprehensive repair and maintenance programs are scheduled regularly to ensure that all machinery and equipment operate at peak performance, significantly minimizing the risk of unexpected disruptions. In addition to these regular programs, we implement periodic scheduled shutdowns specifically for maintenance purposes, allowing us to conduct thorough inspections and upgrades without impacting production timelines. Our dedicated machinery and electrical repair teams are committed to maintaining the highest standards of operational integrity, conducting daily maintenance and repairs on an as-needed basis to address any emerging issues promptly. This proactive strategy not only enhances production efficiency but also extends the lifespan of our equipment, ultimately contributing to our commitment to quality and reliability in transformer manufacturing. Through these rigorous practices, we aim to uphold continuous operational excellence while supporting our business growth objectives.

Infrastructure and Utilities

- *Raw Materials*: Our primary raw materials include electrical steel, aluminum, copper, galvanized iron, packing material, insulation paper, pressboard, insulating oil and polythene compound. We rely on securing raw materials and inputs consistently at competitive prices.

  To mitigate the risk of supplier dependency, we maintain a diversified supplier base. For further information, see "*Risk Factors – We depend on third parties for the supply of our raw materials and delivery of products and such third parties could fail to meet their obligations, which may have a material adverse effect on our business, results of operations, financial condition and cash flows*" on page 30.

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  The following table sets forth details of our cost of materials and components consumed for the respective periods shown:

Particulars	**For the six-month period ended September 30, 2024**	**Fiscal 2024**	**Fiscal 2023**	**Fiscal 2022**
Revenue from operations (₹ *lakhs*)	24,701.79	44,948.45	35,430.88	25,664.75
Cost of materials consumed (₹ *lakhs*)	16,094.17	32,839.78	27,134.42	15,482.87
% of revenue from operations (%)	65.15%	73.06%	76.58%	60.33%

  The following table sets forth the amount of domestically and non-domestically sourced materials for the respective periods shown:

Particulars	**For the six-month period ended September 30, 2024**	**Fiscal 2024**	**Fiscal 2023**	**Fiscal 2022**
Domestically sourced materials (₹ *lakhs*)	19,364.93	20,406.50	14,903.83	11,394.62
Domestically sourced materials as a % of total purchase of materials (%)	74.59%	60.10%	66.25%	60.28%
Non-domestically sourced materials (₹ *lakhs*)	6,596.33	13,550.42	7,593.82	7,506.91
Non-domestically sourced materials as a % of total purchase of materials (%)	25.41%	39.90%	33.75%	39.72%
Total purchase of materials	**25,961.26**	**33,956.92**	**22,497.65**	**18,901.53**

- *Power:* Our power needs for all the manufacturing facilities are met through power discoms. We have also installed solar panel system at our manufacturing unit. This system enhances our energy efficiency and demonstrates our commitment to sustainable energy solutions. We also utilize diesel generators as a backup power source.

- *Water*: Our water requirements are minimal and are met through local sources for both of our manufacturing facilities.

- *Manpower*: We believe that our employees are key contributors to our business success and thus we focus on attracting and retaining the best possible talent. Our Company looks for specific skill sets, interests and background that would be an asset for its kind of business. As on November 30, 2024, our Company had employed 677 employees at various levels of the organization. For details, see "*Our Business – Human Resources*" on page 221.

For further information, see "*Risk Factors – "We have significant power and fuel requirements and any disruption to power sources could increase our production costs and adversely affect our results of operations."* on page 32.

Marketing, Sales and Distribution

As on the date of this Draft Red Herring Prospectus, our primary markets are India, UAE, Netherlands, Nepal and Oman.

We supply our products and services directly to the customers. Further, our sales and marketing team is regularly in contact with our customers, distributors, sales representatives and agents to understand the evolving needs of customers as well as market trends. We also engage in a variety of marketing and promotional activities tailored to different customers groups to promote brand recognition of our products, including by participating in technical shows and events as well as through periodic interactions and by direct marketing to existing and potential customers.

Exports

A portion of our revenue is generated from export of our products to UAE, Netherlands, Nepal and Oman which contributed to 2.98% of the total revenue in the Fiscal 2024. The table below provides details of our revenue from operations from exports in the periods indicated:

Countries	**For six-month period ended September 30, 2024**		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	Amount (₹ *lakhs*)	**Percentage of revenue from operations (%)**	**Amount (₹ *lakhs*)**	**Percentage of revenue from operations (%)**	**Amount (₹ *lakhs*)**	**Percentage of revenue from operations (%)**	**Amount (₹ *lakhs*)**	**Percentage of revenue from operations (%)**
Nepal	3.74	0.02	74.45	0.17	8.11	0.02	63.61	0.25
Netherlands	591.11	2.39	398.72	0.89	-	-		-
United Arab Emirates	222.33	0.90	749.24	1.67	1,196.71	3.38	1,012.89	3.95
United States of America	7.28	0.03	-	-	-	-	-	-
Ethiopia	-	-	135.45	0.30	-	-	-	-
Iraq	-	-	84.79	0.19	-	-	-	-
Oman	-	-	114.72	0.26	1,970.96	5.56	3,339.44	13.01
Sri Lanka	-	-	59.55	0.13	-	-	-	-
Thailand	-	-	21.88	0.05	-	-	-	-
Bangladesh	-	-	-	-	726.68	2.05	235.06	0.92
Tanzania	-	-	-	-	121.45	0.34	-	-
Italy	-	-	-	-	-	-	863.82	3.37
Total	**824.46**	**3.34**	**1,638.81**	**3.65**	**4,023.91**	**11.36**	**5,514.81**	**21.49**

The diversification of our revenue sources not only mitigates risks associated with domestic market fluctuations but also positions us favourably to capitalize on emerging opportunities across global markets.

As we continue to enhance our export capabilities, we remain focused on delivering high-quality products that meet international standards, thereby reinforcing our reputation as a reliable supplier in these regions.

Inventory Management

Our inventory management system is designed to align with both confirmed and forecasted orders, drawing insights from historical demand trends. We carefully regulate our inventory by adhering to pre-defined minimum and maximum stock levels for raw materials and finished goods.

Our inventory of raw materials for last three fiscals and as of September 30, 2024 has been 122, 83, 127 and 179 days. Inventory checks are conducted at regular, scheduled intervals through physical stock-taking, ensuring accurate tracking and oversight. Additionally, we continuously monitor and review our stock levels to maintain optimal quality standards. Our finished products are securely stored on-site at our manufacturing units, ensuring quick access for dispatch and minimizing lead times for our customers. This robust inventory management process allows us to meet customer demands efficiently while maintaining the flexibility needed for customized production.

Information Technology

We believe that an appropriate information technology infrastructure is important to support the growth of our business. We utilize antivirus software, backups, and various types of software solutions for our human resource and operational needs. We have established comprehensive information technology policies and procedures to ensure compliance and security. Set forth below are some of the IT measures adopted in our Company:

a) **ERP System**: We utilize Manthan for our ERP needs, which supports our operational flow.

b) **Data Protection**: Our infrastructure includes robust backup solutions, antivirus software, firewalls, and uninterruptible power supplies (**UPS**) to ensure data security and system reliability. We offer 24/7 backup availability to safeguard against any data loss.

Intellectual Property

As of the date of this Draft Red Herring Prospectus, we do not have any registered trademark. We have filed an application for grant of trademark in India for our logo " MANGAL " under class 9 of the Trademarks Act.

For more information, see "*Risk Factors – If we are unable to maintain and enhance our brands, including our ability to protect our brand through intellectual property, the sales of our products will suffer, which would have a material adverse effect on our results of operations.*" on page 36.

Insurance

Our operations are subject to accidents which are inherent to any manufacturing process such as risks of machinery/equipment failure, worker accidents, fire, earthquakes, flood and other force majeure events, acts of terrorism and explosions including accidents that may cause injury and loss of life, severe damage to and the destruction of property and equipment and environment.

We have insured all our manufacturing units including our registered office against fire and burglary in relation to building, plant & machinery breakdown and stocks and other consumables and spares. We believe that our insurance coverage is in accordance with industry custom, including the terms of and the coverage provided by such insurance. However, our policies are subject to standard limitations, including with respect to the maximum amount that can be claimed. For further information on risks related to our insurance policies, see "*Risk Factors – Our insurance coverage may be inadequate, which could have an adverse effect on our financial condition and results of operations*" on page 44.

Awards and Recognition

Over the years we have won several awards and accolades. The table below sets forth certain key awards, accreditations, certifications and recognitions received by our Company:

Year	Awards
2018	Our Company was accredited with ISO 9001:2015 by United Accreditation Foundation
2022	Our Company was accredited with ISO 14001:2015 by Magnitude Management Services Private Limited
2023	Our Company was awarded with "Best Employer Brand Award – Rajasthan" by Employer Branding Awards
2024	Our Company was accredited with ISO/IEC 17025:2017 by NABL

For further details, see "*History and Certain Corporate Matters – Awards and Recognitions*" on page 220.

Competition

The industry in which we operate is characterized by intense competition. However, our extensive expertise across various domains, including design, research, engineering, and development, coupled with our ability to meet diverse customer requirements and foster long-standing relationships, distinguishes us from our competitors. While there are no specific legal or regulatory barriers to entry, the capital-intensive nature of the industry, along with the requirement for sophisticated technology, machinery, and systems, serves as a significant impediment to new market entrants.

Furthermore, given that the parameters of competition within this industry are not as firmly established as in other sectors and that there are no standardized methodologies to assess industry dynamics, it is challenging to predict how the competitive landscape will evolve in the long term. In the short and medium term, competition may be influenced by general factors, including sensitivity to macroeconomic conditions, product quality and compliance with industry standards, design innovation, pricing, delivery timelines, customer experience, and the strength of relationships between manufacturers and their clients

Human Resources

As of November 30, 2024, we had 677 permanent employees in our registered and corporate office and across all the units. Further, we have employed 320 contract employees. The breakdown of our Company's permanent employees in different functionalities as of November 30, 2024 has been provided below:

Function	**Number of employees**
Accounts	14
Human Resource/Admin	59
Amorphous	2
Production – CRGO	278
Design	3
Drivers	15
Fabrication	18
ICB	78
Infrastructure Technology Support	1
Maintenance – Electrical and Mechanical	40
Management	4
Information Technology	1
Marketing – CRGO	7
Operations	1
EPC - Projects	28
PPC	6
Quality CRGO and Transformers	9
Sales & Marketing - Transformers	6
Security	34
Supply chain management	38
Testing Transformers	1
Production – Transformers	34
Total	**677**

We have a diverse and inclusive workforce, with employees who bring a wealth of experience from various industries. Their varied backgrounds contribute to our innovative and dynamic team. For further details, see "*Our Management*" on page 236. Further, we offer relevant benefits to our employees, and regularly conduct employee engagement programs across our facilities and teams.

The attrition rate for our employees for six-month period ended September 30, 2024 and Fiscals 2024, 2023 and 2022 was 31.16%, 33.52%, 34.81% and 33.33%, respectively.

We engage independent contractors through whom we engage contract labour for our manufacturing facilities and warehouses. These contract labourers carry our functions such as production, loading, packing and security services. Our employees typically carry out supervisory functions at our facilities. The contracts with the contractors are typically for a fixed term and allow for renewal and termination and include particular clauses which require the contractors to adhere to various compliance matters.

Environmental, Social and Governance

We place emphasis on our environmental, social and governance ("**ESG**") initiatives, and undertake a weekly ESG meeting. The following are some of our key ESG initiatives:

- *Environment*: Our company recently organized a tree-planting event as part of its broader commitment to sustainability and reducing its environmental footprint. These efforts align with our green goals, which focus on minimizing our impact on the environment through various eco-friendly initiatives (solar), electric vehicles, rainwater harvesting, waste management. We actively involve our employees and the local community in these activities, fostering a strong sense of collaboration and shared responsibility.

- *Social:* Our company has made significant strides in supporting education and child welfare through a series of impactful initiatives. We have successfully renovated over 10 schools, creating improved learning environments for students. Additionally, we have covered school fees for more than 200 children, ensuring access to education for those in need. Alongside this, we have provided essential supplies to over 500 students to aid their academic journey. Upholding our commitment to children's rights, we strictly enforce a zero-tolerance policy against child labour, reinforcing our dedication to ethical practices and the well-being of the communities we serve.

- *Governance:* We have established policies and ethical standards that promote diversity and inclusivity within our organization. Our aim is to cultivate a work environment where employees feel safe and empowered to be their authentic selves, free from any form of discrimination. To encourage open communication, we have established an employee forum where individuals can share their thoughts and ideas. In the event of any grievances, we have a grievance redressal system in place to ensure that concerns are addressed and resolved in a timely and effective manner.

Corporate Social Responsibility

Our Board discharges the responsibility of Corporate and Social Responsibility Committee. We have adopted and implemented a CSR policy, pursuant to which we carry out various CSR activities. The core of our CSR policy is focussed on education and sustainable environment. In Fiscal 2024, 2023 and 2022, we incurred CSR expenses of ₹ 35.63 lakhs, ₹ 16.59 lakhs and ₹ 9.70 lakhs, respectively.

Properties

Our registered and corporate office is located at C-61, C-61 (A&B), Road No. 1-C, V.K.I. Area, Jaipur 302 013, Rajasthan, India. Our registered office has been taken on lease from Rajasthan State Industrial Development & Investment Corporation Limited in Jaipur. We operate four manufacturing facilities in Jaipur and one in Reengus, Rajasthan in India. Each of our manufacturing facilities, design facilities and service centres are located on land that is owned or leased by us. For further information, see "*Our Business– Manufacturing Facilities*" on page 212.

KEY REGULATIONS AND POLICIES IN INDIA

The following description is a summary of certain key statute, rules, regulations and policies in India which are applicable to our Company and our business operations in India. The information detailed in this section has been obtained from publications available in the public domain. The description of the regulations disclosed below may not be exhaustive, and is only intended to provide general information to the investors and are neither designed nor intended to substitute for professional legal advice. The information in this section is based on the current provisions of applicable laws in India that are subject to change or modification by subsequent legislative, regulatory, administrative, or judicial decisions.

Taxation statutes such as the Income-tax Act, 1961, the Customs Act 1962, the relevant goods and services tax legislation and relevant state legislations on professional tax apply to us as it does to any other Indian company. Under the provisions of various Central Government and State Government statutes and legislations, our Company is required to obtain and regularly renew certain licenses or registrations and to seek statutory permissions to conduct our business and operations. For details, see "Government and Other Approvals" beginning on page 355.

Key Legislations applicable to our Company

Bureau of Indian Standards Act, 2016 ("Bureau of Indian Standards Act")

The Bureau of Indian Standards Act, as amended, establishes, publishes and regulates national standards to ensure conformity assessment, standardisation, and quality assurance of goods, articles, processes, systems and services. The Bureau of Indian Standards Act provides for the establishment of a bureau for the standardization, marking and quality certification of goods. The Bureau of Indian Standards Act provides for the functions of the bureau which include, among others (a) adopting as Indian standard, any standard established for any goods, article, process, system or service by any other institution in India or elsewhere; (b) specifying a standard mark to be called the Bureau of Indian Standards Certification Mark which shall be of such design and contain such particulars as may be prescribed to represent a particular Indian standard; and (c) making such inspection and taking such samples of any material or substance as may be necessary to see whether any goods, article, process, system or service in relation to which the standard mark has been used conforms to the relevant standard or whether the standard mark has been properly used in relation to any goods, article, process, system or service with or without a license. Further, the Bureau of Indian Standards Act sets out, inter alia, liability for use of standard mark on products that do not conform to the relevant Indian Standard.

Bureau of Indian Standards Rules, 2018 ("Bureau of Indian Standards Rules")

The Bureau of Indian Standards Rules have been notified, in supersession of the Bureau of Indian Standards Rules, 1987, in so far as they relate to Chapter IV A of the said rules relating to registration of the articles notified by the Central Government, and in supersession of the Bureau of Indian Standards Rules, 2017 except in relation to things done or omitted to be done before such supersession. Under the Bureau of Indian Standards Rules, the bureau is required to establish Indian standards in relation to any goods, article, process, system or service and shall reaffirm, amend, revise or withdraw Indian standards so established as may be necessary.

Copper Products (Quality Control) Order, 2023

Department for Promotion of Industry and Internal Trade (DPIIT), Ministry of Commerce & Industry consultation with Bureau of Indian Standards (BIS) and stakeholders has been identifying key products for notifying Quality Control Order (QCO). This has led to the initiation of development of more than 60 new QCOs covering 318 product standards. It includes 9 standards of Copper Products.

The Standard issued for any product is for voluntary compliance unless it is notified by the Central Government to make it mandatory primarily through notification of Quality Control Order (QCO) under Scheme-I and Compulsory Registration Order (CRO) under Scheme-II of BIS Conformity Assessment Regulations, 2018. The objective of notifying the QCOs is to enhance quality of the domestically manufactured products, curb the imports of sub-standard products into India, prevention of unfair trade practices for the protection of human, animal or plant health and safety of the environment.

Electricity Act, 2003

The Electricity Act, 2003 ("**Electricity Act**") was enacted to regulate the generation, transmission, distribution, trading and use of electricity by authorising a person to carry on the above acts either by availing a license or by seeking an exemption under the Electricity Act. Additionally, the Electricity Act states no person other than Central Transmission Utility or State Transmission Utility, or a licensee shall transmit or use electricity at a rate exceeding 250 watts and 100 volts in any street or place which is a factory within the meaning of the Factories Act, 1948 or a mine within the meaning of the Mines Act, 1952 or any place in which 100 or more persons are ordinarily likely to be assembled. An exception to the said rule is given by stating that the applicant shall apply by giving not less than 7 days' notice in writing of his intention to the Electrical Inspector and to the District Magistrate or the Commissioner of Police as the case may be, containing the particulars of electrical installation and plant, if any, the nature and purpose of supply of such electricity. The Electricity Act also lays down the requirement of mandatory use of meters to regulate the use of electricity and authorises the Commission so formed under the Electricity Act, to determine the tariff for such usage. The Electricity Act also authorises the State Government to grant subsidy to the consumers or class of consumers it deems fit from paying the standard tariff required to be paid.

Steel and Steel Products (Quality Control) Order, 2024 ("Steel Products Order")

In consultation with the Bureau of Indian Standard, the central Government notified the Steel Products Order on February 5, 2024. The Steel Product Order shall apply to steel and steel products specified in column (3) of Schedule 1 and goods or articles specified in column (2) of Schedule 2, annexed to this Order, except steel and steel products manufactured domestically for export which conform to any other specification required by a foreign buyer. Any person who contravenes any of the provisions of the Steel Products Order shall be punishable under section 29 of the Bureau of Indian Standards Act, 2016 (11 of 2016).

National Steel Policy, 2017 ("NSP 2017")

The NSP 2017 covers, inter alia, steel demand, steel capacity, raw materials, including iron ore, iron ore pellets, manganese ore, chromite ore, ferroalloys, land, water, power, infrastructure and logistics, and environmental management. The NSP 2017 seeks to enhance domestic steel production with focus on creating a technologically advanced and globally competitive steel industry in India that promotes economic growth. The NSP 2017 aims to create an environment for attaining self-sufficiency in steel production by providing policy support and guidance to private manufacturers. The intent is to strengthen the research and development of national importance in the iron and steel sector by utilizing tripartite synergy among industry, national research and development laboratories and academic institutions.

Industrial and Labour laws

The 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. The CLRA Act imposes certain obligations on the contractor in relation to establishment of canteens, rest rooms, drinking water, washing facilities, first aid, other facilities and payment of wages. However, in the event the contractor fails to provide these amenities, the principal employer is under an obligation to provide these facilities within a prescribed time period. Penalties, including both fines and imprisonment, may be levied for contravention of the provisions of the CLRA Act

Other labour law legislations

In addition to the Factories Act, the CLRA and the local shops and establishments legislations, the employment of workers, depending on the nature of activity, is regulated by a wide variety of generally applicable labour laws. The various other labour and employment-related legislations (and rules issued thereunder) that may apply to our operations, from the perspective of protecting the workers' rights and specifying registration, reporting and other compliances, and the requirements that may apply to us as an employer, would include the following:

(i) Employees' Provident Funds and Miscellaneous Provisions Act, 1952
(ii) Employees' State Insurance Act, 1948
(iii) Minimum Wages Act, 1948
(iv) Payment of Bonus Act, 1965
(v) Payment of Gratuity Act, 1972
(vi) Payment of Wages Act, 1936
(vii) Maternity Benefit Act, 1961
(viii) Industrial Disputes Act, 1947
(ix) Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
(x) Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979
(xi) Industrial (Development and Regulation) Act, 1951, as amended
(xii) Employee's Compensation Act, 1923
(xiii) The Industrial Employment (Standing Orders) Act, 1946
(xiv) The Child and Adoloscent Labour (Prohibition and Regulation) Act, 1986
(xv) The Equal Remuneration Act, 1976
(xvi) The Trade Unions Act, 1926
(xvii) Building and Other Construction Workers Regulation of Employment and Conditions of Service Act, 1996
(xviii) The Code on Wages, 2019*
(xix) The Occupational Safety, Health and Working Conditions Code, 2020**
(xx) The Industrial Relations Code, 2020***
(xxi) The Code on Social Security, 2020****
(xxii) Employment Exchange (Compulsory Notification of Vacancies) Act, 1959
(xxiii) Right of Persons with Disabilities Act, 2016

** 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 has notified certain provisions of the Code on Wages, mainly in relation to the constitution of the advisory board.*

*** The Occupational Safety, Health and Working Conditions Code, 2020 received the assent of the President of India on September 28, 2020 and proposes to subsume certain existing 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 provisions of this code will be brought into force on a date to be notified by the Central Government.*

**** The Industrial Relations Code, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume three existing legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. The provisions of this code will be brought into force on a date to be notified by the Central Government.*

***** The Code on Social Security, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume certain existing legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Building and Other Construction Workers' Welfare Cess Act, 1996 and the Unorganised Workers' Social Security Act, 2008. The provisions of this code will be brought into force on a date to be notified by the Central Government.*

Environmental Laws

Environment (Protection) Act, 1986 as amended ("EPA"), The Environment (Protection) Rules, 1986 (the "Environment Protection Rules")

The EPA has been enacted for the protection and improvement of the environment. It stipulates that no person carrying on any industry, operation or process shall discharge or emit or permit to be discharged or emitted any environmental pollutant in excess of such standards as may be prescribed. Further, no person shall handle or cause to be handled any hazardous substance except in accordance with such procedure and after complying with such safeguards as may be prescribed. EPA empowers the Central Government to take all measures necessary to protect and improve the environment such as laying down standards for emission or discharge of pollutants, providing for restrictions regarding areas where industries may operate and generally to curb environmental pollution. Pollution control boards have been constituted in all states in India to exercise the powers and perform the functions provided for under these statutes for the purpose of preventing and controlling pollution. Companies are required to obtain consents of the relevant state pollution control boards for emissions and discharge of effluents into the environment.

Further, the Environment Protection Rules specifies, inter alia, the standards for emission or discharge of environmental pollutants, restrictions on the location of industries and restrictions on the handling of hazardous substances in different areas. For contravention of any of the provisions of the Environment Protection Act or the rules framed thereunder, the punishment includes either imprisonment or fine or both

Air (Prevention and Control of Pollution) Act, 1981 (the "Air Act")

The Air Act aims to prevent, control and abate air pollution, and stipulates that no person shall, without prior consent of the relevant state pollution control board, establish or operate any industrial plant which emits air pollutants in an air pollution control area. They also cannot discharge or cause or permit to be discharged the emission of any air pollutant in excess of the standards laid down by the State Boards. The Central Pollution Control Board and the state pollution control boards constituted under the Water Act perform similar functions under the Air Act as well. Pursuant to the provisions of the Air Act, any person establishing or operating any industrial plant within an air pollution control area, must obtain the consent of the relevant state pollution control board prior to establishing or operating such industrial plant.

Water (Prevention and Control of Pollution) Act, 1974 (the "Water Act") and Water (Prevention and Control of pollution) Cess Act, 1977

The Water Act provides for one Central Pollution Control Board, as well as state pollution control boards, to be formed to implement its provisions, including enforcement of standards for factories discharging pollutants into water bodies. 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 has been 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.

In addition to the above-mentioned environmental laws, following is an indicative list of the environmental laws which may be applicable to our Company due to the nature of the business activities:

(i) Noise Pollution (Regulation and Control) Rules, 2000, as amended; and
(ii) Gas Cylinders Rules, 2016

Further, the Ministry of Environment, Forest and Climate Change, Government of India has also notified the E-Waste (Management) Rules, 2022, which shall come into effect on April 1, 2023.

Fire Prevention and life safety measures

We are subject to the fire control and safety rules and regulations framed by the State Governments of Uttar Pradesh and Punjab under the Uttar Pradesh Fire Prevention and Fire Safety Rules, 2005 and the Punjab Fire Prevention and Fire Safety Act, 2004, respectively.

Plastic Waste Management Rules, 2016 ("Plastic Waste Management Rules")

Under the Plastic Waste Management Rules, all institutional generators of plastic waste, are required to, inter alia, segregate and store the waste generated by them in accordance with the Solid Waste Management Rules, 2016, and handover segregated wastes to authorized waste processing or disposal facilities or deposition centers, either on its own or through the authorized waste collection agency. Under the Plastic Waste Management Rules, waste generator shall also take steps to minimize generation of plastic waste. The Plastic Waste Management Rules also requires the producers, importers, and brand owners to collect back the plastic waste generated due to their products. On August 12, 2021, the Government of India notified the Plastic Waste Management (Amendment) Rules, 2021, prohibiting the use of identified single use plastic items which have low utility and high littering potential. Under the Plastic Waste Management Rules, the state governments have also been requested to develop a comprehensive action plan for elimination of single use plastics and effective implementation of Plastic Waste Management Rules, in a time bound manner.

The Noise Pollution (Regulation and Control) Rules, 2000 ("Noise Pollution Rules")

These Noise Pollution (Regulation and Control) Rules, 2000 ("Noise Pollution Rules") were constituted to regulate and control noise producing and generating sources with the objective of maintaining the ambient air quality standards in respect of noise and were considered necessary as increasing ambient noise levels in public places from various sources, inter-alia, industrial activity, construction activity, (fire crackers, sound producing instruments), generator sets, loud speakers, public address systems, music systems, vehicular horns and other mechanical devices have deleterious effects on human health and psychological well-being of the people. The Noise Pollution Rules provide ambient air quality criteria with respect of noise for different areas/zones. The Noise Pollution Rules further provide powers to the authority to enforce the noise control measures in the areas/zones. The Noise Pollution Rules provide modes of making complaints to the authority in case noise levels exceed the ambient noise standards along with penalties and liabilities on account of violations in the silence zones/areas.

Environment Impact Assessment Notification of 2006

The Ministry of Environment, Forests and Climate Change has notified the Environment Impact Assessment Notification of 2006 in September 2006. The notification makes it mandatory for various projects to get environment clearance.

The Public Liability Insurance Act, 1991 (the "PLI Act") and the Public Liability Insurance Rules, 1991(the "PLI Rules")

The PLI Act imposes liability on the owner or controller of hazardous substances for any damage arising out of an accident involving such hazardous substances. A list of hazardous substances covered by the legislation has been enumerated by the government by way of a notification. Under the PLI Act, the owner or handler is also required to take out an insurance policy insuring against liability. The PLI Act also provides for the establishment of the Environmental Relief Fund, which shall be utilized towards payment of relief granted under the Public Liability Act. The PLI Rules mandate the employer to contribute a sum equal to the premium paid on the insurance policies towards the Environmental Relief Fund.

Foreign Investment and Trade Regulations

Importer-Exporter Code

Under the Indian Foreign Trade Policy, 2004, no export or import can be made by a person or company without an Importer Exporter Code number unless such person/company is specifically exempted. An application for an Importer Exporter Code number has to be made to the office of the Joint Director General of Foreign Trade, Ministry of Commerce. An Importer Exporter Code number allotted to an applicant is valid for all its branches/divisions/ units/factories.

Export Promotion Capital Goods Scheme, 2020 ("EPCG Scheme")

The EPCG Scheme provides that importers can benefit from reduced duties on the import of capital goods provided 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 authorization holder shall be liable to pay custom duties along with interest custom in the event of nonfulfillment of prescribed export obligations.

Legal Metrology Act, 2009 ("LM Act")

The LM Act seeks to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number and for matters connected therewith or incidental thereto. The LM Act makes it mandatory to obtain a license from the Controller of Legal Metrology by any person who manufactures, sells, or repairs any weight or measure. All weights or measures in use or proposed to be used in any transaction, are required to be verified and stamped at such place and during such hours as the Controller of Legal Metrology may specify, on payment of prescribed fees. The LM Act lists penalties for offences and compounding of offences under it. Any non-compliance or violation under the LM Act may result in, inter alia, a monetary penalty on the manufacturer or seizure of goods or imprisonment in certain cases. The LM Act also provides for provisions relating to compounding of offences.

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 claiming drawback on goods exported by cost and other than post from the customs authorities. Under duty drawback scheme, an exporter can opt for either All Industry Rate ("**AIR**") of duty drawback scheme or brand rate of duty drawback scheme. The AIR 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 of the export goods.

Foreign Trade (Development and Regulation) Act, 1992 ("FTA") and the Foreign Trade (Regulation) Rules 1993 and the Foreign Trade Policy, 2023

In India, the main legislation concerning foreign trade is FTA. The FTA read along with relevant rules provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India and for matters connected therewith or incidental thereto.

As per the provisions of the Act, the Government: (i) may make provisions for facilitating and controlling foreign trade; (ii) may prohibit, restrict and regulate exports and imports, in all or specified cases as well as subject them to exemptions; and (iii) is authorized to formulate and announce an export and import policy and also amend the same from time to time, by notification in the Official Gazette.

The FTA read with the Indian Foreign Trade Policy, 2023 provides that no person or company can make exports or imports without having obtained an importer exporter code ("**IEC**") number unless such person or company is specifically exempted. An application for an importer exporter code number has to be made to the Office of the Director General of Foreign Trade, Ministry of Commerce ("**DGFT**"). An importer-exporter code number allotted to an applicant is valid for all its branches, divisions, units and factories. Failure to obtain the IEC number shall attract penalty under the FTA

Foreign Investment Regulations

The foreign investment in India is governed, among others, by the Foreign Trade (Regulation and Development) Act, 1992 and the rules framed thereunder ("**FTA**"), Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 ("**FEMA Rules**") and the consolidated FDI policy ("**FDI Policy**") effective from October 15, 2020, issued by 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 Policy**"),each as amended. The FDI Policy consolidates all the press notes, press releases, and clarifications on FDI issued by DPIIT. Further, the Reserve Bank of India has enacted the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 on October 17, 2019 which regulates mode of payment and remittance of sale proceeds, among others. Under the FDI Policy, 100% foreign direct investment under the automatic route, i.e., without requiring prior governmental approval, is permitted in the manufacturing sector. The FDI Policy and the FEMA Rules prescribe inter alia the method of calculation of total foreign investment (i.e., direct foreign investment and indirect foreign investment) in an Indian company.

Tax Laws

Income Tax Act, 1961 (, the Income Tax Rules, 1962, as amended by the Finance Act in respective years)

Income Tax Act, 1961 is applicable to every Domestic / Foreign Company whose income is taxable under the provisions of this Act or Rules made under it depending upon its "Residential Status" and "Type of Income" involved. U/s 139(1) every Company is required to file its Income tax return for every Previous Year by 31st October of the Assessment Year. Other compliances like those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like are also required to be complied by every Company.

Goods and Service Tax Act, 2017

The Central Goods and Services Tax Act, 2017 is an Act to make a provision for levy and collection of tax on intra-State supply of goods or services or both by the Central Government and for matters connected therewith or incidental thereto. In line with CGST Act, each state Government has enacted State Goods and Service Tax Act for respective states. Goods and Services Tax (GST) is a comprehensive indirect tax on manufacture, sale and consumption of goods and services throughout India to replace taxes levied by the central and state governments on goods as services. This method allows GST-registered businesses to claim tax credit to the value of GST they paid on purchase of goods or services or both as part of their normal commercial activity. The mechanism provides for two level taxation of interstate and intra state transactions. When the supply of goods or services happens within a state called intra-state transactions, then both the CGST and SGST will be collected. Whereas if the supply of goods or services happens between the states called as inter-state transactions and IGST will be collected. Exports are considered as zero-rated supply and imports are levied the same taxes as domestic goods and services adhering to the destination based taxation principle in addition to the Customs Duty which has not been subsumed in the GST.

Customs Act, 1962

The provisions of the Customs Act, 1962 and rules made thereunder are applicable at the time of import of goods i.e. bringing into India from a place outside India or at the time of export of goods i.e. taken out of India to a place outside India. Any Company required to import or export any goods is first required to get it registered and obtain an IEC (Importer Exporter Code) in terms of provisions of the Foreign Trade Development and Regulation Act, 1992. Imported goods in India attract basic customs duty, additional customs duty and cesses in terms of the provisions of the Customs Act, 1962, Customs Tariff Act, 1975 and the relevant provisions made thereunder. The rates of basic customs duty are specified under the Customs Tariff Act 1975. Customs duty is calculated on the assessable value of the goods. Customs duties are administered by the Central Board of Indirect Taxes and Customs under the Ministry of Finance.

State Tax on Profession, Trades, Callings and Employment Rules, 1975

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of each State is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the incomes of individuals, profits of business or gains in vocations. The professional tax is charged as per the List II of the Constitution. The professional tax is classified under various tax slabs in India. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such person before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such person and employer has to obtain the registration from the assessing authority in the prescribed manner.

Professional Tax

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of each State is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the incomes of individuals, profits of business or gains in vocations. The professional tax is charged as per the List II of the Constitution. The professional taxes are classified under various tax slabs in India. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such person before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such person and employer has to obtain the registration from the assessing authority in the prescribed manner. Every person liable to pay tax under these Acts (other than a person earning salary or wages, in respect of whom the tax is payable by the employer), shall obtain a certificate of enrolment from the assessing authority.

Integrated Goods and Services Tax Act, 2017

Integrated Goods and Services Tax Act, 2017 ("**IGST Act**") is a Central Act enacted to levy tax on the supply of any goods and/ or services in the course of inter-State trade or commerce. IGST is levied and collected by Centre on interstate supplies. The IGST Act sets out the rules for determination of the place of supply of goods. Where the supply involves movement of goods, the place of supply shall be the location of goods at the time at which the movement of goods terminates for delivery to the recipient. The IGST Act also provides for determination of place of supply of service where both supplier and recipient are located in India or where supplier or recipient is located outside India. The provisions relating to assessment, audit, valuation, time of supply, invoice, accounts, records, adjudication, appeal etc. given under the CGST Act are applicable to IGST Act.

Intellectual Property Laws

Trademarks Act, 1999

Under the Trademarks Act, 1999 ("**Trademarks Act**"), a trademark is a mark capable of being represented graphically and which is capable of distinguishing the goods or services of one person from those of others used in relation to goods and services to indicate a connection in the course of trade between the goods and some person having the right as proprietor to use the mark. A 'mark' may consist of a device, brand, heading, label, ticket, name signature, word, letter, numeral, shape of goods, packaging or combination of colors or any combination thereof.

The Copyright Act, 1957 ("Copyright Act")

The Copyright Act serves to create property rights for certain kinds of intellectual property, generally called works of authorship. The intellectual property protected under the Copyright Act includes copyrights subsisting in artistic works, original literary, dramatic, musical or artistic works, cinematograph films, and sound recordings, including computer programs, tables and compilations including computer databases. While copyright registration is not a prerequisite for acquiring or enforcing a copyright in an otherwise copyrightable work, registration under the Copyright Act acts as prima facie evidence of the particulars entered therein and may help expedite infringement proceedings and reduce delay caused due to evidentiary considerations. Upon registration, the copyright protection for a work exists for a period of 60 years following the demise of the author. Reproduction of a copyrighted work for sale or hire and issuing of copies to the public, among others, without consent of the owner of the copyright are acts which expressly amount to an infringement of copyright.

The Patents Act, 1970

The Patents Act, 1970 as amended from time to time, in India has been enacted to protect inventions. Patents provide the exclusive rights for the owner of a patent to make, use, exercise, distribute and sell a patented invention. The patent registration confers on the patentee the exclusive right to use, manufacture and sell his invention for the term of the patent.

Designs Act, 2000

The Designs Act, 2000 along with the Design Rules, 2001 ("**Design Laws**") govern design protection in India. The Design Laws were enacted to protect new or original designs from getting misappropriated. A design can only be registered under one specific class. The registered proprietor of the design shall have a copyright in the design for ten years which is extendable for another five years. The Design Laws permit the proprietor to file a suit for recovery of damage and as well as an injunction in the event of piracy of a registered design.

Property Related Laws

The Company is required to comply with central and state laws in respect of property. Central Laws that may be applicable to our Company's operations include the Land Acquisition Act, 1894, the Transfer of Property Act, 1882, Registration Act, 1908, Indian Stamp Act, 1899, and Indian Easements Act, 1882.

Other Applicable Laws

In addition to the above, our Company is also required to comply with the provisions of the Companies Act, 2013 and rules framed thereunder, SEBI Act, 1992, Securities Contract Regulation Act, 1956, Securities Contracts (Regulation) Rules,1957, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and SEBI (Prohibition of Insider Trading) Regulations, 2015.

Apart from the above list of laws which is inclusive in nature and not exhaustive - general laws like the Indian Contract Act 1872, The Transfer of Property Act 1882, Specific Relief Act 1963, Negotiable Instrument Act 1881, The Information Technology Act, 2000, Digital Personal Data Protection Act, 2023, Sale of Goods Act 1930 and Consumer Protection Act 1986, The Arbitration & Conciliation Act, 1996 are also applicable to the company. Further, we also require several approvals from State, local, municipal authorities. The approvals required may vary depending on the state and the local area.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was originally formed as a partnership firm constituted under the Indian Partnership Act, 1932 on April 28, 1989 under the name and the style of "*Mangal Electrical Industries*". Thereafter, the partnership firm was converted into a private limited company under Part IX of the Companies Act, 1956 as '*Mangal Electrical Industries Private Limited*' and a fresh certificate of incorporation dated April 1, 2008 issued by the RoC. Thereafter, our Company was converted into public limited company pursuant to shareholder's resolution dated May 16, 2024, consequent to which the name of our Company was changed to Mangal Electrical Industries Limited, and a fresh certificate on incorporate dated July 25, 2024 was issued by the RoC.

Changes in the registered office of our Company

At the time of incorporation of our Company, our registered office was located at C-61 (A), Road No. 1-C, V. K. I. Area, Jaipur 302 013, Rajasthan, India. Details of subsequent changes in the registered office of our Company are as set out below:

Effective Date	Details of change	Reasons for change
October 4, 2024	The address of the registered office of our Company was changed from C-61 (A), Road No. 1-C, V. K. I. Area, Jaipur 302 013, Rajasthan, India to C-61, C-61 (A&B), Road No. 1-C, V. K. I. Area, Jaipur 302 013, Rajasthan, India	In order to facilitate better management, control and administration of business operations

Main Objects of our Company

The main objects contained in the Memorandum of Association of our Company are as mentioned below:

1. *"to carry on by operating of Law under Part IX of the Companies Act, 1956 the existing business of partnership firm now being carried on under the name and style of M/s. MANGAL ELECTRICAL INDUSTRIES PRIVATE LIMITED* ***(Now Mangal Electrical Industries Limited w.e.f. May 16, 2024 vide passing Special Resolution in Extra Ordinary General meeting of Members of Company),*** *as going concern including all its assets, movable and immovable rights, debts and liabilities in connection there with.*

2. *to carry on in India or else where the business to manufacture, produce, prepare, extrude, roll mould reroll, draw, blend, cost, insulate, manipulate, pack, repack, grade, import, export, buy, sale, resale and to act as agent, broker, contractor, job worker, supplier, provider, collaborator, consignor, consignor, consultant, stockiest, distributor, trade, C and F agent, del credre agent or to deal in all kind of cables (including XLPE AB cable, XLPE insulated PVC Sheathed cable PVC insulated and PVC Sheathed cables) Conductors (including AAAC and ACSR conductors) Aluminium wire (including SE/DPC aluminium wire), Copper wire (including SE/DPC Copper wire), CRGO Electrical Laminations, CRGO Electrical Toroidal Core, single-three phase wound core, transformers and goods, articles and things, their raw materials, intermediated, substances and consumables such as granules (PVC/XLE) Copper aluminium, aluminium alloy steel, varnish, craft paper, GE wire, GI strips, PVC tape, CRGO Electrical Steel Sheets/Coils Strips, old and used electrical transformers without oils and other materials and machinery, tools, dies, fixtures equipment and gauges.*

3. *to carry on the business of e-commerce, on-line trading, online gaming, payment through online, developers of software & hardware home delivery as exporters, importers, buyers, 'purchase, sellers, traders, distributors, stockiest, franchise commission agent, and all type of marketing and services brokers, C and F agent, education, jewellery items, agency business Industrial and consumer goods provisions wares, crockery wares, pottery, tableware, hotel, wares, glass, wares, sanitaryware sanitary systems, decorative, wares, garden ware, earth ware, cement glaze ceramics, glaze tiles, FMCG, dry fruits, pharmaceutical, stationary, gift items handicraft handmade paper and paper products, painting, computers, ceramics, sanitary items, medicine, books optical items, readymade garments, woollen suits, men and women wear kids wear, textiles, fabrics, hosiery goods, handicrafts cotton, scarves, sarees, woollen items, pillow cover, bed cover fibres of textile material whether agriculture or animal or natural products of manmade and other synthetic fibres and filaments and all kinds of textile machines, textile substance, handloom and power loom products, carpet floor covering, furnishing fabric durries all kind*

of precious and semi-precious stones, marbles, granites glass, plywood, furniture wood and wooden items, cement, steel pipes, gem and jewellery, curious plastic and plastic products, toys, leather and leather goods, rice and other foods grains and processed and preserved food, fresh food, plant seed dry fruits, eatable all kind of edible and non-edible oils oil seeds and their products vegetable, vegetables products dairy products, brewer horticultural products, flower, marine products and sea foods, tea, Tabacco and Tabacco products, all kind of electrical and electronic products, wires and cables goods and appliances engineering goods, auto parts and machinery parts software, hardware, all kind of cosmetic and toiletries items all kind of shoe, chhapal, ladies sandal, footwears, all kind of iron, scrap salt and chemical"

Amendments to our Memorandum of Association

Set out below are the amendments to our Memorandum of Association in the last 10 years:

Date of Shareholder's resolution	Particulars
November 10, 2014	Amendment to the object clause to include the following as Clause III (A): "*To carry on the business of e-commerce, on-line trading, online gaming, payment through online, development of software & hardware, home delivery as exporters, importers, buyers, purchase, sellers, traders, distributors, stockiest, , franchise, commission agents and all type of marketing and services, brokers, C and F agents, education, jewellery items, agency business industrial and consumer goods, provisions and foodstuffs, ceramic and ceramic items, glass ,china wares, porcelain wares, crockery wares, pottery, tableware, hotel wares, glass wares, saintarywares, sanitary systems, decorative wares, garden ware, earth ware, cement glaze, ceramic glaze tiles, FMCG, dry fruits, pharmaceutical, stationary, gift items, handicraft, handmade paper and paper products, paintings, computers, ceramics, sanitary items, medicine, books, optical items, readymade garments, woollen suits, men and women wear, kids wear, textiles, fabrics, hosiery goods, handicrafts, cotton, scarves, sarees, woolen items, pillow cover, bed cover, fibers of textile material whether agriculture or animal or natural products of manmade and other synthetic fibers and filaments and all kinds of textile machines, textile substances, handloom and powerloom products, carpet, floor covering, furnishings, fabrics, durries all kinds of precious and semi precious stones, marbles, granites, glass, plywood, furniture, wood and wooden items, cement, steel, pipes, gem and jewellery, curious, plastic and plastic products, toys, leather and leather goods, rice and other food grains and processed and preserved food, fresh food, plant seed dry fruits, eatable, all kinds of edible and non-edible oils, oil seeds and their products, vegetables, vegetables products, dairy products, brewer, horticultural products, flowers, marine products and sea foods, tea, tobacco and tobacco products, all kinds of electrical and electronic products, wires and cables, goods and appliances, engineering goods, auto parts and machinery parts, software, hardware, , all kinds of cosmetic and toiletries items, all kinds of shoe, chhapal, ladies sandal, foot wears, all kinds of iron, scrap salt and chemicals*".
April 25, 2024	Amendment to Clause V: Clause V was amended to reflect the increase in the authorized share capital of our Company pursuant to the Scheme of Arrangement(1). The authorized share capital of our Company was increased from ₹ 18,00,00,000 consisting of 1,80,00,000 Equity Shares of face value of ₹10 each to ₹ 20,50,00,000 consisting of 2,05,00,000 Equity Shares of ₹10 each. and adoption of new set of Memorandum of Association in compliance with Companies Act, 2013
May 16, 2024	Adoption of new set of Memorandum of Association in compliance with Companies Act, 2013 and alteration and Clause I of the Memorandum of Association was modified to reflect the change in the name of the Company from "*Mangal Electrical Industries Private Limited*" to "*Mangal Electrical Industries Limited*" pursuant to the conversion.
September 06, 2024	Amendment to Clause V: MoA was amended to reflect the increase in the authorized share capital from ₹20,50,00,000 divided into 2,05,00,000 equity shares of ₹10 each to ₹30,00,00,000 divided into 3,00,00,000 equity shares of ₹10 each ranking pari- passu with existing shares of the Company and consequently Capital Clause of the Memorandum of the Association of the Company be altered and substituted by the following: "*V. The Authorized Share Capital of the company is ₹30,00,00,000 divided into 3,00,00,000 equity shares of ₹10 each*"

(1) *The effective date of the Scheme of Arrangement was April 5, 2024. For details in relation to the Scheme of Arrangement, see "—Details regarding Material Acquisitions or Divestments of Business/Undertakings, Mergers, Amalgamation, any Revaluation of Assets, etc. in the last 10 Years" below on page 234.*

Major events and milestones of our Company

The table below sets forth some of the major events in the history of our Company.

Calendar Year	Particulars
2008	Incorporation of our Company as "*Mangal Electrical Industries Private Limited*"
2024	Conversion of our Company from private limited company to public limited company under the name and style of "*Mangal Electrical Industries Limited*"

Awards, accreditations and recognition

The table below sets forth certain key awards, accreditations, certifications and recognitions received by our Company.

Year	Awards/ Certificates
2018	Our Company was accredited with ISO 9001:2015 by United Accreditation Foundation
2022	Our Company was accredited with ISO 14001:2015 by Magnitude Management Services Private Limited
2023	Our Company was awarded with "Best Employer Brand Award – Rajasthan" by Employer Branding Awards
2024	Our Company was accredited with ISO/IEC 17025:2017 by NABL
2024	Our Company obtained manufacturer approval for manufacturing of CRGO Coils Slitting and Laminations Cutting for Transformers/Reactors up to 400 kV class by PGCIL

Significant financial and strategic partnerships

Our Company does not have any significant financial or strategic partnerships as on the date of this Draft Red Herring Prospectus.

Time/cost overrun in setting up projects

Our Company has not experienced any time or cost overruns in relation to any projects set up by our Company.

Defaults or rescheduling/ restructuring of borrowings with financial institutions/ banks

There has been no instance of rescheduling/restructuring of borrowings with financial institutions/ banks in respect of our borrowings from lenders.

Launch of key products or services, entry into new geographies or exit from existing markets, capacity/facility creation, location of projects

For details of key services offered by our Company, entry into new geographies or lines of business or exit from existing markets or capacity/facility creation, see "*Our Business*" on page 196.

Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years

Except as disclosed below, our Company has not made any material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years.

Scheme of arrangement between Dynamic Powertech Private Limited ("DPPL" or the "Transferor Company") with and into our Company and their respective shareholders ("Scheme") dated April 1, 2023

In terms of the Scheme (under Sections 230 to 232 of the Companies Act, 2013), the entire business and undertaking of the Transferor Companies was merged into our Company. The rationale of the Scheme was inter alia as follows: (i) greater integration and greater financial strength and flexibility for the amalgamated entity, which would result in maximizing overall shareholder value, and will improve the competitive position of the combined entity; (ii) greater efficiency in- cash management of the amalgamated entity, unfettered access to cash flow generated by the combined business which can be deployed more efficiently to fund organic and inorganic growth opportunities, to maximize shareholder value; (iii) improved organizational capability and leadership, arising from the pooling of human capital who have the diverse skills, talent and vast experience to compete successfully in an increasing competitive industry; (iv) greater access by the amalgamated company to different market segments in the conduct of its business; and (v) achieving economies of scale. The Scheme, inter alia, provided for (a) amalgamation, transfer and vesting of the entire business and undertaking of the Transferor Companies to our Company on a going concern basis; (b) cancellation of the entire share capital of the Transferor Companies upon the coming into effect of the Scheme; and (c) that the amalgamation of the Transferor Companies with our Company pursuant to the Scheme shall take place with effect from the appointed date i.e. April 1, 2023.

The share exchange ratio for the aforementioned Scheme was 12 fully paid-up Equity Shares of ₹10 each of our Company for every 1 fully paid-up equity shares held in DPPL, to the shareholders of DPPL.

The National Company Law Tribunal, Jaipur, pursuant to its order dated April 5, 2024, approved the Scheme and it became effective from April 1, 2023, the appointed date of the Scheme.

Guarantees provided to third parties by our Promoters

There have been no guarantees issued by the Promoters to third parties.

Shareholders' agreement and other key agreements

There are no inter-se agreements, arrangements, deeds of assignment, acquisition agreements, shareholders' agreements, any agreements between our Company, our Promoters, and Shareholders, or agreements of like nature or agreements comprising clauses/covenants which are material to our Company. Further, there are no other clauses/covenants that are adverse or prejudicial to the interest of the minority/public shareholders of our Company.

Key terms of other subsisting material agreements

Except as under "- ***Shareholders' agreement and other key agreements***" above, our Company has not entered into any subsisting material agreements with strategic partners, joint venture partners and/or financial partners other than in the ordinary course of business of our Company.

Agreements with Key Managerial Personnel or Senior Management or Directors or Promoters or any other employee

Except as set out above under "- ***Shareholders' agreement and other key agreements***", as on the date of this Draft Red Herring Prospectus, there are no agreements entered into by our Key Managerial Personnel or Senior Management or Directors or Promoters or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.-No such agreement

Other material agreements

There are no subsisting material agreements / arrangements entered into by our Company or clauses / covenants applicable to our Company which are material, and which are required to be disclosed, or the non-disclosure of which may have a bearing on the investment decision of prospective investors in the Issue.

Holding company

As on the date of this Draft Red Herring Prospectus, our Company has no holding company.

Subsidiary Company

As on the date of this Draft Red Herring Prospectus, our Company has no subsidiary company.

Details of our Joint Venture and Associate Companies

As on the date of this Draft Red Herring Prospectus, our Company does not have any joint venture or an associate company.

OUR MANAGEMENT

Board of Directors

In terms of the Companies Act, 2013 and our Articles of Association, our Company is required to have a minimum of three Directors and a maximum of fifteen Directors, provided that our Company may appoint more than fifteen directors after passing a special resolution in a general meeting of our shareholders.

As on the date of this Draft Red Herring Prospectus, our Board comprises ten Directors, of whom four are Executive Directors, one is a Non-Executive Director and five are Independent Directors (including a woman director). Our Company is in compliance with the corporate governance norms prescribed under the SEBI Listing Regulations and the Companies Act, 2013 in relation to the composition of our Board and constitution of committees thereof.

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

Name, designation, current term, period of directorship, address, occupation, date of birth, age and DIN	Directorships in other companies
Rahul Mangal **Designation***:* Chairman and Managing Director **Current term**: For a period of five years with effect from September 6, 2024 and not liable to retire by rotation* **Period of Directorship**: Since April 1, 2008 **Address**: D-3 A, Durga Mark, Banipark, Jaipur 302 016, Rajasthan, India **Occupation**: Business **Date of Birth**: May 24, 1972 **Age**: 52 **DIN**: 01591411	*Indian companies* • Dynamic Cables and Conductors Private Limited • Mangal Powertech Private Limited • Krishan Kripa Holiday Resorts Private Limited • Dynamic Cables Limited • Shiv Kripa Pipes LLP • Rams Creative Technologies Private Limited *Foreign companies* • Nil
Ashish Mangal **Designation**: Non-Executive Director **Current term**: Liable to retire by rotation **Period of Directorship**: Since April 1, 2008 **Address**: D-3 A, Durga Mark, Banipark, Jaipur 302 016, Rajasthan, India **Occupation**: Business **Date of Birth**: December 22, 1975 **Age**: 49 **DIN**: 00432213	*Indian companies* • Indo Krates Private Limited • Dynamic Cables and Conductors Private Limited • Mangal Powertech Private Limited • Krishan Kripa Holiday Resorts Private Limited • Dynamic Cables Limited • Shiv Kripa Pipes LLP • Rams Creative Technologies Private Limited *Foreign companies* • Nil
Sumer Singh Punia **Designation**: Executive Director	*Indian companies* • Dynamic Powertech Private Limited#

Name, designation, current term, period of directorship, address, occupation, date of birth, age and DIN	Directorships in other companies
Current term - Liable to retire by rotation **Period of Directorship***:* Since March 25, 2019 **Address***:* 239, Lions Lane Colony, Kanakpura Road, Vaishali Nagar, Jaipur 302 021, Rajasthan, India **Occupation***:* Business **Date of Birth***:* September 8, 1966 **Age***:* 58 **DIN***:* 08393562	• Dynamic Cables Limited *Foreign companies* • Nil
Ompal Sharma **Designation***:* Executive Director **Current term**: Liable to retire by rotation **Period of Directorship***:* Since September 2, 2019 **Address***:* C-103, SDC Gateway, Kalidas Marg, opposite Kapish Hotel, Bani Park, Jaipur 302 016, Rajasthan, India **Occupation***:* Business **Date of Birth***:* August 5, 1960 **Age***:* 64 **DIN***:* 00280640	*Indian companies* • Nil *Foreign companies* • Nil
Aniketa Mangal **Designation**: Executive Director **Current term**: Liable to retire by rotation **Period of Directorship**: Since September 1, 2022 **Address**: D-3 A, Durga Mark, Banipark Jaipur 302 016, Rajasthan, India **Occupation**: Business **Date of Birth**: August 12, 1996 **Age**: 28 **DIN***:* 09532892	*Indian companies* • Tech Mangal Private Limited *Foreign companies* • Nil
Tanvi Surana **Designation***:* Independent Director **Current term**: For a period of five years with effect from September 25, 2024 **Period of Directorship**: Since September 25, 2024 **Address***:* 8-2-604/A/5A, Road No 10, Banjara Hills, Khairatabad, Hyderabad 500 034, Telangana, India	*Indian companies* • Nil *Foreign companies* • Nil

Name, designation, current term, period of directorship, address, occupation, date of birth, age and DIN	Directorships in other companies
***Occupation**:* Service **Date of Birth**: August 4, 1995 **Age**: 29 Years **DIN**: 10781723	
Sandeep Purohit **Designation***:* Independent Director **Current term**: For a period of five years with effect from September 25, 2024 **Period of Directorship**: Since September 25, 2024 **Address***:* 3373, Kali Phari House, Govind Rai ji Ka Rasta, Jaipur - 302 001, Rajasthan, India **Occupation***:* Service **Date of Birth***:* August 2, 1972 **Age***:* 52 **DIN***:* 10781460	*Indian companies* • Nil *Foreign companies* • Nil
Manoj Maheshwari **Designation***:* Independent Director **Current term**: For a period of five years with effect from September 25, 2024 **Period of Directorship**: Since September 25, 2024 **Address***:* Usha Kiran 11, Geej Garh Vihar, Hawa Sarak, Shyam Nagar AC Jobner, Jaipur, Rajasthan 302 019, India **Occupation***:* Professional **Date of Birth***:* December 22, 1969 **Age***:* 55 Years **DIN***:* 00004668	*Indian companies* • Shri Ahimsa Naturals Limited • XBRL Solutions Private Limited *Foreign companies* • Nil
Apaar Kasliwal **Designation**: Independent Director **Current term**: For a period of five years with effect from September 25, 2024 **Period of Directorship**: Since September 25, 2024 **Address***:* V-101, Jasmine Block, Tower 5, Adarsh Palm Retreat, Devarabeesanahalli, Bengaluru 560 130, Karnataka, India **Occupation**: Business **Date of Birth**: June 9, 1981 **Age**: 43 Years	*Indian companies* • Upskill Management Services Private Limited • Landmark Insurance Brokers Private Limited *Foreign companies* • Nil

Name, designation, current term, period of directorship, address, occupation, date of birth, age and DIN	Directorships in other companies
DIN: 06380124	
Ram Karan Aameria **Designation**: Independent Director **Current term**: For a period of five years with effect from September 25, 2024 **Period of Directorship**: Since September 25, 2024 **Address**: 337, Rajni Vihar, Heerapura, Jaipur, Rajasthan 302 021, India **Occupation**: Retired government employee **Date of Birth**: June 1, 1964 **Age**: 60 Years DIN: 09754250	*Indian companies* • Nil *Foreign companies* • Nil

** Our Board and the Shareholders' at their meeting held on September 6, 2024 and September 7, 2024, respectively approved the change in designation of Rahul Mangal from director to Chairman and Managing Director of our Company for a period of five years with effect from September 6, 2025 and liable to retire by rotation.*

#Pursuant to Scheme of arrangement, Dynamic Powertech Private Limited is merged into our Company. For further details, see "Scheme of arrangement between Dynamic Powertech Private Limited ("DPPL" or the "Transferor Company") with and into our Company and their respective shareholders ("Scheme") dated April 1, 2023" on Page 235.

Brief profiles of our Directors

Rahul Mangal is the Chairman and Managing Director of our Company. He holds a bachelor's degree in science from University Maharaja College, University of Rajasthan, Jaipur. He has been associated with our Company since April 1, 2008. He has over 35 years of experience in the power distribution and technology sectors including as one of the partners of the erstwhile partnership firm under the name 'Mangal Electrical Industries' (now converted into our Company). He is responsible for devising board strategies and overseeing the implementation of initiatives that drive growth and efficiency.

Ompal Sharma is an Executive Director of our Company. He holds a bachelor's degree in commerce from Meerut University, Meerut, Uttar Pradesh. He was appointed on our Board with effect from September 2, 2019. Previously, he held the position of Vice-President – Business Development of transformer segment in our Company from 2008 till 2019. He is responsible for providing valuable insights on the operations of the management.

Aniketa Mangal is an Executive Director of our Company. He holds a post graduate programme degree in family managed business from Bharatiya Vidya Bhavan's S.P. Jain Institute of Management & Research. He has been associated with our Company since 2016 in the capacity of Manager – Business Development and was elevated to the position of directorship since 2022. He has over 8 years of experience across verticals including finance, operations, marketing and sales. He is also an active member of the Entrepreneurs' Organization. He is responsible for business development, operational management, providing strategic leadership and team management.

Sumer Singh Punia is an Executive Director of our Company. He holds a bachelor's degree in degree in arts from University of Rajasthan. He was appointed on our Board with effect from March 25, 2019. Previously, he held the position of manager in our Company from 2010 till 2019. He is responsible for providing valuable insights on the operations of the management.

Ashish Mangal is a Non-Executive Director of our Company. He holds a bachelor's degree in commerce from University Commerce College, University of Rajasthan, Jaipur. He has over 28 years of experience in the power cable and conductor industry including as one of the partners of the erstwhile partnership firm under the name 'Mangal Electrical Industries' (now converted into our Company). He has been associated with our Company since April 1, 2008. He is responsible for overseeing production, finance, marketing and customer relationships.

Tanvi Surana is an Independent Director of our Company. She holds a bachelor's degree in economics from University of Massachusetts, United States, and bachelor's degree in law from O.P. Jindal Global University, Haryana, India. She has over 4 years of experience in the field of law and is currently associated with Unnam Law Firm, Telangana as a senior associate. Additionally, she is also a registered advocate member of the Telangana High Court Advocates' Association. She was appointed on our Board with effect from September 25, 2024.

Sandeep Purohit is an Independent Director of our Company. He holds a doctorate degree in journalism from Makhanlal Chaturbedi National University of Journalism and Communication, Bhopal. He has over 18 years of experience in the media sector. Further, he was appointed on our Board with effect from September 25, 2024. He has been associated with Information and Public Relations Department, Government of Rajasthan since December 24, 2005.

Manoj Maheshwari is an Independent Director of our Company. He holds a bachelor's degree in commerce from University Commerce College, University of Rajasthan. He has been an esteemed member of the Institute of Company Secretaries of India and a practicing company secretary since 1993. Further, he solicits his secretarial services through a partnership firm under the name of V.M. & Associates since 1995. He was appointed on our Board with effect from September 25, 2024.

Apaar Kasliwal is an Independent Director of our Company. He holds master's degree in business administration from Kellogg School of Management at Northwestern University. He has over 16 years of corporate experience. Further, he was appointed on our Board with effect from September 25, 2024. Previously, he was associated with Milestone Capital Advisors.

Ram Karan Aameria is an Independent Director of the Company. He holds bachelor's degree in arts from University of Rajasthan. He was appointed on our Board of Directors with effect from September 25, 2024. Further, he was previously associated with Commissioner Industries, Commerce and CSR, Govt. of Rajasthan as excise inspector in the excise department.

Relationship between our Directors, Key Managerial Personnel and Senior Management

Except as disclosed below, none of the Directors are related to each other or any of our Key Managerial Personnel:

- Rahul Mangal is the father of Aniketa Mangal;
- Ashish Mangal is the brother of Rahul Mangal; and
- Ashish Mangal is the uncle of Aniketa Mangal

Terms of appointment of Directors

Terms of appointment of our Executive Directors

Rahul Mangal – Chairman and Managing Director

Our Board at their meeting held on September 6, 2024 and a shareholders' meeting held on September 7, 2024, approved the change in designation of Rahul Mangal from Director of our Company to the Chairman and the Managing Director of our Company for a period of five years with effect from September 6, 2024.

The details of remuneration payable to Rahul Mangal with effect from September 6, 2024, as per the Board resolution dated September 6, 2024 and the Shareholders' resolution dated September 7, 2024 is provided below:

Particulars	Description
Remuneration Details	
Salary	₹180.00 lakh per annum
Perquisites and allowances	N.A.

Remuneration to our Non-Executive Directors (including Independent Directors)

Pursuant to the resolutions passed by our Board and Shareholders held each on September 25, 2024, our Non-Executive Independent Directors are entitled to sitting fees as may be decided by the Board from time to time, in accordance and within the maximum limits as provided in applicable provisions of the Companies Act read with rules made thereunder.

Remuneration paid to our Executive Directors

Details of the remuneration paid to our Directors in Fiscal 2024 are set forth below.

Remuneration to our Executive Directors

Details of the remuneration paid to our Executive Directors in Fiscal 2024 is set forth below:

(in ₹ lakhs)

Sr. No.	Name of the Executive Director	Remuneration
1.	Rahul Mangal	180.00
2.	Aniketa Mangal	60.00
3.	Sumer Singh Punia	12.92
4.	Ompal Sharma	8.40

Remuneration to our Non-Executive Director

Details of the remuneration paid to our Non-Executive Directors in Fiscal 2024 is set forth below:

(in ₹ lakhs)

Sr. No.	Name of the Non-Executive Director	Remuneration
1.	Ashish Mangal	N.A.

Remuneration to our Independent Directors

Details of the remuneration paid to our Independent Directors in Fiscal 2024 is set forth below:

(in ₹ lakhs)

Sr. No.	Name of the Independent Director	Remuneration
1.	Apaar Kasliwal*	N.A.
2.	Manoj Maheshwari*	N.A.
3.	Tanvi Surana*	N.A.
4.	Sandeep Purohit *	N.A.
5.	Ram Karan Aameria*	N.A.

**Our Company by way of Board and Shareholders resolution each dated September 25, 2024 appointed Independent Directors.*

Compensation paid to our Directors by our Subsidiaries

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

Bonus or profit-sharing plan for our Directors

None of our Directors are party to any bonus or profit-sharing plan of our Company.

Contingent and deferred compensation payable to our Directors

There are no contingent or deferred compensation payable to our Directors, which does not form part of their remuneration.

Shareholding of our Directors in our Company

Our Articles of Association do not require our Directors to hold any qualification shares.

Except as disclosed in "*Capital Structure – Shareholding of our Directors, Key Managerial Personnel and members of Senior Management in our Company*" on page 79, none of our Directors hold any Equity Shares in our Company as on the date of this Draft Red Herring Prospectus.

Arrangement or understanding with major shareholders, customers, suppliers or others

None of our directors have been appointed to our Board pursuant to any arrangement or understanding with major Shareholders, customers, suppliers or others.

Service contracts with Directors

Except as disclosed for under "*Our Management - Terms of Appointment of our Executive Directors*" on page 240, our Company has not entered into any service contracts, pursuant to which any Directors are entitled to benefits upon termination of employment. Except statutory benefits upon termination of their employment in our Company or superannuation, no Directors are entitled to any benefit upon termination of employment or superannuation.

Interest of Directors

Our Directors may be deemed to be interested to the extent of fees, if any, payable to them for attending meetings of the Board or a committee thereof, as well as to the extent of other remuneration and reimbursement of expenses, if any, payable to them.

Our Directors may also be interested to the extent of Equity Shares held by them or that may be subscribed by or allotted to any companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees pursuant to the Issue and any dividend and other distributions payable in respect of such Equity Shares, and to the extent of any directorships held by them in our Subsidiaries. For further details regarding the shareholding of our Directors, see "*Our Management - Shareholding of our Directors in our Company*" and "*Capital Structure – Shareholding of our Directors, Key Managerial Personnel and members of Senior Management in our Company*" on pages 241 and 79 respectively.

Interest in land and property

None of our Directors have any interest in any property acquired or proposed to be acquired of our Company or by our Company.

Interest in promotion of our Company

Except as disclosed below, none of our directors have any interest in the promotion or formation of our Company, as on the date of this Draft Red Herring Prospectus.

Rahul Mangal, Aniketa Mangal and Ashish Mangal are the promoters of our Company.

Loans to Directors

As on the date of this Draft Red Herring Prospectus, no loans have been availed by our Directors from our Company.

Confirmations

None of our Directors are or have been a director on the board of any listed company whose shares have been/were suspended from being traded on any of the stock exchanges, during his/her tenure, in the five years preceding the date of this Draft Red Herring Prospectus.

None of our Directors have been or are directors on the board of any listed companies which is or has been delisted from any stock exchange(s) during his/her tenure.

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 as a member by any person either to induce such director to become, or to help such director to qualify as a Director, or otherwise for services rendered by him/her or by the firm or company in which he/she is interested, in connection with the promotion or formation of our Company.

Changes in our Board during the last three years

The changes in our Board during the three years immediately preceding the date of this Draft Red Herring Prospectus are set forth below.

Name of Director	Date of Change	Reasons
Aniketa Mangal	September 1, 2022	Appointment as a non-executive director
Rahul Mangal	September 6, 2024	Change in designation from director to Chairman and Managing Director
Aniketa Mangal	September 25, 2024	Change in designation from non-executive director to executive director
Ashish Mangal	September 25, 2024	Change in designation from executive director to non-executive Director
Ram Karan Ameria	September 25, 2024	Appointment as an independent director(1)
Apaar Kasliwal	September 25, 2024	Appointment as an independent director(1)
Sandeep Purohit	September 25, 2024	Appointment as an independent director(1)
Manoj Maheshwari	September 25, 2024	Appointment as an independent director(1)
Tanvi Surana	September 25, 2024	Appointment as an independent director(1)

(1) Pursuant to a resolution passed by our Shareholders on September 25, 2024.

Borrowing Powers

Subject to applicable laws, our Board can borrow sums of money for the purpose of our Company with or without security upon such terms and conditions as the Board may think fit which, together with the monies borrowed by the company (apart from temporary loans obtained from the Company's banker in the ordinary course of business) shall not exceed the aggregate paid- up share capital, free reserves and securities premium account of our Company.

Pursuant to a resolution passed by our Board in its meeting held on July 26, 2024 and by our Shareholders in their meeting held on July 30, 2024 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 ₹ 25,000 lakhs.

Corporate Governance

As on the date of this Draft Red Herring Prospectus, there are ten Directors on our Board comprising of four Executive Directors, one Non-Executive Director and five Independent Directors (including one woman Director). Our Board functions either as a full board or through various committees constituted to oversee specific functions. Our Company is in compliance and undertakes to take all necessary steps to continue to comply with the corporate governance norms prescribed under the SEBI Listing Regulations and the Companies Act, 2013 in relation to the composition of our Board and constitution of committees thereof.

Committees of the Board

Our Company has constituted the following Board committees in terms of the SEBI Listing Regulations, and the Companies Act, 2013:

(i) Audit Committee;

(ii) Nomination and Remuneration Committee; and

(iii) Stakeholders' Relationship Committee

Audit Committee

The Audit Committee was constituted by a resolution passed by our Board dated December 11, 2024. The Audit Committee is in compliance with Section 177 and other applicable provisions of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations. The Audit Committee currently comprises:

Sr. No.	Name of Director	Designation	Committee Designation
1.	Apaar Kalsiwal	Independent Director	Chairperson
2.	Ashish Mangal	Non-Executive Director	Member
3.	Tanvi Surana	Independent Director	Member

Terms of Reference

The Audit Committee shall be responsible for, among other things, as may be required by the stock exchange(s) from time to time, the following:

The Audit Committee shall have powers, including the following:

(i) to investigate any activity within its terms of reference;

(ii) to seek information from any employee;

(iii) to obtain outside legal or other professional advice;

(iv) to secure attendance of outsiders with relevant expertise, if it considers necessary; and

(v) such other powers as may be prescribed under the Companies Act, 2013 and the SEBI Listing Regulations.

Role of Audit Committee

The role of the Audit Committee shall include the following:

(i) oversight of financial reporting process and the disclosure of financial information relating to Mangal Electrical Industries Limited (the "**Company**") to ensure that the financial statements are correct, sufficient and credible;

(ii) recommendation to the board of directors of the Company (the "**Board**" or "**Board of Directors**") for appointment, re-appointment, replacement, remuneration and other terms of appointment of statutory auditors of the Company and the fixation of the audit fee;

(iii) approval of payment to statutory auditors for any other services rendered by the statutory auditors;

(iv) examining 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, 2013;

b. changes, if any, in accounting policies and practices and reasons for the same;

c. major accounting entries involving estimates based on the exercise of judgment by management;

d. significant adjustments made in the financial statements arising out of audit findings;

e. compliance with listing and other legal requirements relating to financial statements;

f. disclosure of any related party transactions; and

g. modified opinion(s) in the draft audit report.

(v) reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;

(vi) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the Issue document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the Board to take up steps in this matter.

(vii) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

(viii) formulating a policy on related party transactions, which shall include materiality of related party transactions;

(ix) approval of any subsequent modification 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, by the independent directors who are members of the Audit Committee;

a. Recommend criteria for omnibus approval or any changes to the criteria for approval of the Board;

b. Make omnibus approval for related party transactions proposed to be entered into by the Company for every financial year as per the criteria approved;

c. Review of transactions pursuant to omnibus approval;

d. Make recommendation to the Board, where Audit Committee does not approve transactions other than the transactions falling under Section 188 of the Companies Act, 2013.

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.*

(x) scrutiny of inter-corporate loans and investments;

(xi) valuation of undertakings or assets of the Company, wherever it is necessary;

(xii) evaluation of internal financial controls and risk management systems;

(xiii) reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;

(xiv) 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;

(xv) discussion with internal auditors of any significant findings and follow-up thereon;

(xvi) 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;

(xvii) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

(xviii) looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

(xix) reviewing the functioning of the whistle blower mechanism;

(xx) overseeing the vigil mechanism established by the Company, with the chairperson 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;

(xxi) approval of appointment of chief financial officer (i.e., the whole-time finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

(xxii) reviewing the utilization of loans and/or advances from/investment by the Company in its subsidiary(/ies) exceeding ₹1,000,000,000 or 10% of the asset size of the subsidiary(/ies), whichever is lower including existing loans/ advances/ investments;

(xxiii) review the financial statements, in particular, the investments made by any unlisted subsidiary;

(xxiv) considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;

(xxv) approving the key performance indicators ("**KPIs**") for disclosure in the offer documents, and approval of KPIs once every year, or as may be required under applicable law; and

(xxvi) carrying out any other functions required to be carried out by the Audit Committee as may be decided by the Board and/or as provided under the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law, as and when amended from time to time

Nomination and Remuneration Committee

The Nomination and Remuneration Committee was constituted by a resolution passed by our Board dated December 11, 2024. The composition and terms of reference of the Nomination and Remuneration Committee are in compliance with Section 178 and other applicable provisions of the Companies Act, 2013 and Regulation 19 of the SEBI Listing Regulations. The Nomination and Remuneration Committee currently comprises:

Sr. No.	Name of Director	Designation	Committee Designation
1.	Manoj Maheshwari	Independent Director	Chairperson
2.	Ashish Mangal	Non-Executive Director	Member
3.	Tanvi Surana	Independent Director	Member

Terms of Reference

The Nomination and Remuneration Committee shall be responsible for, among other things, the following:

(i) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors of the Company (the "**Board**" or "**Board of Directors**") a policy relating to the remuneration of the directors, key managerial personnel and other employees ("**Remuneration Policy**");

(ii) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

a. use the services of external agencies, if required;

b. consider candidates from a wide range of backgrounds, having due regard to diversity; and

c. consider the time commitments of the candidates.

(iii) Formulation of criteria for evaluation of performance of independent directors and the Board;

(iv) Devising a policy on Board diversity;

(v) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and carrying out evaluation of every director's performance (including independent director);

(vi) Analysing, monitoring and reviewing various human resource and compensation matters;

(vii) 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;

(viii) 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;

(ix) recommend to the board, all remuneration, in whatever form, payable to senior management

(x) Carrying out any other functions required to be carried out by the Nomination and Remuneration Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

(xi) The Nomination and Remuneration Committee, while formulating the Remuneration Policy, should ensure that -

a. the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;

b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

c. remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

(xii) Perform such functions as are required to be performed by the Nomination and Remuneration Committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended, including the following:

a. administering any existing and proposed employee stock option schemes formulated by the Company from time to time (the "**Plan**");

b. determining the eligibility of employees to participate under the Plan;

c. granting options to eligible employees and determining the date of grant;

d. determining the number of options to be granted to an employee;

e. determining the exercise price under the Plan; and

f. construing and interpreting the Plan and any agreements defining the rights and obligations of the Company and eligible employees under the Plan, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the Plan.

(xiii) Frame suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:

a. the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and

b. the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to Securities Market) Regulations, 2003, by the trust, the Company and its employees, as applicable.

c. Carrying out any other activities as may be delegated by the Board of Directors of the Company, functions required to be carried out by the Nomination and Remuneration Committee as provided under the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee was constituted by a resolution of our Board dated December 11, 2024. The composition and terms of reference of Investor Grievances and Stakeholders' Relationship Committee are in compliance with Section 178 and any other applicable law of the Companies Act, 2013 and Regulation 20 of the SEBI Listing Regulations. The committee currently comprises:

Sr. No.	Name of Director	Designation	Committee Designation
1.	Ashish Mangal	Non-Executive Director	Chairperson

2.	Aniketa Mangal	Executive Director	Member
3.	Tanvi Surana	Independent Director	Member

Terms of Reference

The Stakeholders' Relationship Committee shall be responsible for, among other things, as may be required under applicable law, the following:

(i) considering and looking into various aspects of interest of shareholders, debenture holders and other security holders

(ii) redressal of all security holders' and investors' grievances such as complaints related to transfer of shares, including non-receipt of share certificates and review of cases for refusal of transfer/transmission of shares and debentures, dematerialisation and re-materialisation of shares, non-receipt of balance sheet, non-receipt of declared dividends, non-receipt of annual reports, etc., assisting with quarterly reporting of such complaints and formulating procedures in line with statutory guidelines to ensure speedy disposal of various requests received from shareholders;

(iii) resolving the grievances of the security holders of the listed entity including complaints related to allotment of shares, approval of transfer/transmission of shares, debentures or any other securities, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;

(iv) giving effect to allotment of Equity Shares, approval of transfer or transmission of equity shares, debentures or any other securities;

(v) giving effect to all transfer/transmission of shares and debentures, dematerialisation of shares and re-materialisation of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time;

(vi) issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.;

(vii) review of measures taken for effective exercise of voting rights by shareholders;

(viii) review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the registrar and share transfer agent; and

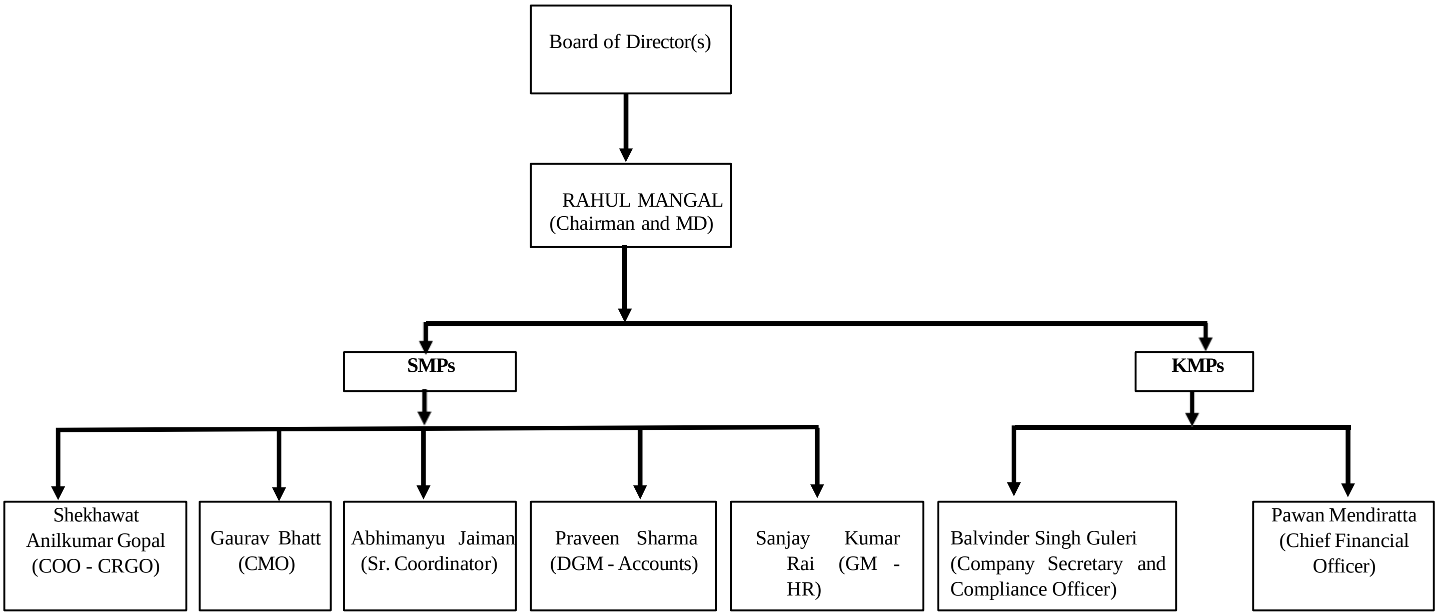
(ix) to approve allotment of shares, debentures or any other securities as per the authority conferred/ to be conferred to the Committee by the Board of Directors from time to time;

(x) to approve requests for transfer, transposition, deletion, consolidation, sub-division, change of name, dematerialization, rematerialization etc. of shares, debentures and other securities;

(xi) to monitor and expedite the status and process of dematerialization and rematerialization of shares, debentures and other securities of the listed entity; and

(xii) review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

Management Organisation Structure



COO - Chief Operating Officer
CMO - Chief Marketing Officer

DGM - Deputy General Manager
GM - General Manager

Key Managerial Personnel and Senior Management

Key Managerial Personnel

In addition to Rahul Mangal, whose details have been provided under the paragraph "*Our Management – Brief profiles of our Directors*" on page 239, the details of our other Key Managerial Personnel as on the date of this Draft Red Herring Prospectus, are as follows:

Pawan Mendiratta is Chief Financial Officer of our Company. He is a member of the Institute of Chartered Accountants of India. He has been associated with our Company since September 5, 2024. Further, he was previously associated with Sakata Inx (India) Limited, Video on Wheels Limited, M G Motors, Indo Widecom International Limited, Berger Paints India Limited, Picric Limited and Cargo Motors Private Limited. The remuneration paid to his in Fiscal 2024 was ₹ 23.47 lakh.

Balvinder Singh Guleri is the Company Secretary and Compliance Officer of our Company. He holds a bachelor's degree in commerce from the University of Rajasthan. Further, he has been a member of the Institute of Company Secretaries of India since May 5, 2016. He has been associated with our Company since December 22, 2024. Previously, he was associated with Continental Petroleums Limited, H.G. Infra Engineering Limited and Gurgaon Sohna Highway Private Limited in the capacity of company secretary and compliance officer. The remuneration paid to him in Fiscal 2024 was nil.

Senior Management

Shekhawat Anilkumar Gopal is the Chief Operating Officer of the Company. He holds a bachelor's degree in Electronics and Telecommunication from Babasaheb Ambedkar Marathwada University. He has been associated with our Company since August 1, 2024. Further, he was previously associated with Bhushan Steel & Strips Limited, Varroc Engineering Private Limited, FAG Bearings India Limited and Mahindra Accelo Limited. The remuneration paid to him in Fiscal 2024 was ₹ 31.45 lakh.

Gaurav Bhatt is Chief Marketing Officer of our Company. He holds a bachelor's degree in engineering in electronics and telecommunications from North Maharashtra University, Jalgaon. He has been associated with our Company since March 15, 2021. Further, he was previously associated with Tempel Precision Metal Products India Private Limited. The remuneration paid to him in Fiscal 2024 was ₹ 27.89 lakh.

Praveen Sharma is the Deputy General Manager - Accounts of our Company. He holds master's degree in business administration - finance from Nirwan University, Jaipur. He has been associated with our Company since June 18, 2014. Further, he was previously associated with Century Infrapower Private Limited. The remuneration paid to him in Fiscal 2024 was ₹ 12.79 lakh.

Sanjay Rai is the General Manager – Human Resource and Development in our Company. He holds a diploma in personnel management and industrial relations from National Institute of Labour Education and Management, Chennai[**]. He has been associated with our Company since April 16, 2021. Further, he was previously associated with Needle Eye Plastic Industries Private Limited, Next Retail India Limited, Highland House Private Limited and Dynamic Cable Limited. The remuneration paid to him in Fiscal 2024 was ₹ 14.40 lakh.

Abhimanyu Jaiman is the Senior Coordinator to the Managing Director. He holds a master's degree in electronics & communication engineering from Pacific Academy of Higher Education and Research University, Udaipur. He has been associated with our Company since September 20, 2021. Further, he was previously associated with Corner Store Technologies Private Limited, Grofers India Private Limited and Davadost Pharma Limited. The remuneration paid to him in Fiscal 2024 was ₹ 9.50 lakh.

** *Certain documents relating to the education qualifications and prior experience are not traceable and accordingly, we have relied on self-certification from Sanjay Rai. For details of the risks associated with the non-availability of these documents, see "Risk Factors - Our Promoter, Saroj Mangal and our Senior Management, Sanjay Rai are unable to trace their educational degrees/ certificates and we have relied on undertakings furnished by them for such details of his profile" on page 44.*

Status of Key Managerial Personnel and Senior Management

All the Key Managerial Personnel and Senior Management are permanent employees of our Company.

Relationship among 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.

Bonus or profit-sharing plan for the Key Managerial Personnel and Senior Management

Except as disclosed in "-***Bonus or profit-sharing plan for our Directors***", there is no bonus or profit sharing plan for the Key Managerial Personnel and Senior Management.

Loans to Key Managerial Personnel and Senior Management

No loans have been availed by our Key Managerial Personnel and Senior Management from our Company as on the date of this Draft Red Herring Prospectus.

Shareholding of Key Managerial Personnel and Senior Management in our Company

Except as disclosed in "*Capital Structure - Shareholding of our Directors, Key Managerial Personnel and members of Senior Management in our Company*" on page 79, none of our Key Managerial Personnel or Senior Management Personnel, hold any Equity Shares in our Company as on the date of this Draft Red Herring Prospectus.

Service Contracts with Key Managerial Personnel and Senior Management

None of our Key Managerial Personnel and Senior Management has entered into a service contract with our Company pursuant to which they are entitled to any benefits upon termination of employment.

Contingent and deferred compensation payable to our Key Managerial Personnel and Senior Management

All our Key Managerial Personnel and Senior Management have variable compensation component determined by the Board or the Nomination and Remuneration Committee based on various performance metrics.

Arrangements and understanding with major shareholders, customers, suppliers or others

None of the Key Managerial Personnel or Senior Management of our Company have been appointed pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others.

Interest of Key Managerial Personnel and Senior Management

Other than as disclosed in "***Our Management - Interest of Directors***" above, the Key Managerial Personnel and Senior Management of our Company do not have any interest in our Company other than to the extent of (i) the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business and (ii) the Equity Shares held by them, if any, and any dividend payable to them and other benefits arising out of such shareholding.

Changes in Key Managerial Personnel or Senior Management during the last three years

The changes in our Key Managerial Personnel and Senior Management, other than in relation to our Executive Directors during the three years immediately preceding the date of this Draft Red Herring Prospectus are set forth below:

Name	Designation	Date of Change	Reasons
Balvinder Singh Guleri	Company Secretary and Compliance Officer	December 22, 2024	Appointment as Company Secretary and Compliance Officer
Shivi Kapoor	Company Secretary and Compliance Officer	December 21, 2024	Cessation as Company Secretary and Compliance Officer
Pawan Mendiratta	Chief Financial Officer	September 5, 2024	Appointment as Chief Financial Officer
Shivi Kapoor	Company Secretary and	September 5, 2024	Re-designation as Company

	Compliance Officer		Secretary and Compliance Officer
Shekhawat Anilkumar Gopal	Chief Operating Officer	August 1, 2024	Appointment as Chief Operating Officer
Shivi Kapoor	Company Secretary	June 11, 2024	Appointment as Company Secretary
Sweety Agarwal	Company Secretary	January 1, 2024	Resigned as Company Secretary

Employee stock option and stock purchase schemes

There are no stock option scheme in our Company.

Payment or Benefit to Key Managerial Personnel and Senior Management of our Company

Except as disclosed in "*Our Management - Bonus or profit-sharing plan for our Directors*" and "*Our Management - Terms of appointment of our Executive Directors*" on pages 241 and 240 respectively, no non-salary related amount or benefit has been paid or given to any of our Company's officers including our Directors, Key Managerial Personnel and Senior Management within the two preceding years of this Draft Red Herring Prospectus or is intended to be paid or given, other than in the ordinary course of their employment.

OUR PROMOTERS AND PROMOTER GROUP

Our Promoters

As on the date of this Draft Red Herring Prospectus, the Promoters of our Company are:

1. Rahul Mangal
2. Ashish Mangal
3. Aniketa Mangal
4. Saroj Mangal

As on the date of this Draft Red Herring Prospectus, our Promoters' shareholding in our Company is as follows:

Sr. No.	Name of the Promoter	No. of Equity Shares held of face value of ₹10 each	% of pre-Issue issued, subscribed and paid-up Equity Share capital
1.	Rahul Mangal	84,22,500	41.09
2.	Ashish Mangal	40,32,500	19.67
3.	Aniketa Mangal	21,00,000	10.24
4.	Saroj Mangal	58,15,000	28.37

For details of the build-up of the Promoters' shareholding in our Company, please refer to "*Capital Structure – Shareholding of our Promoters and members of our Promoter Group*", on page 75.

Details of our Promoter are as follows:

Rahul Mangal, aged 52 years, is the Chairman, Managing Director and the Promoter of our Company.

Date of Birth: May 24, 1972

Address: D-3 A, Durga Mark, Banipark, Jaipur 302 016, Rajasthan, India

Permanent Account Number: ABYPM3247N

For complete profile of Rahul Mangal with details of his educational qualifications, professional experience, position/posts held in the past, directorships held, special achievements and business and financial activities, please see "*Our Management – Board of Directors – Brief profiles of our Directors*" on page 239.

Ashish Mangal, aged 49 years, is the Director and the Promoter of our Company.

Date of Birth: December 22, 1975

Address: D-3 A, Durga Mark, Banipark, Jaipur 302 016, Rajasthan, India

Permanent Account Number: ABYPM3246P

For complete profile of Ashish Mangal with details of his educational qualifications, professional experience, position/posts held in the past, directorships held, special achievements and business and financial activities, please see "*Our Management – Board of Directors – Brief profiles of our Directors*" on page 239.

Aniketa Mangal, aged 28 years, is the Director and the Promoter of our Company.

Date of Birth: August 12, 1996

Address: D-3 A, Durga Mark, Banipark, Jaipur 302 016, Rajasthan, India

Permanent Account Number: COPPM5351F

For complete profile of Aniketa Mangal with details of his educational qualifications, professional experience, position/posts held in the past, directorships held, special achievements and business and financial activities, please see "*Our Management – Board of Directors – Brief profiles of our Directors*" on page 239.

Saroj Mangal*, aged 71 years, is the Promoter of our Company.*

Date of Birth: December 7, 1952

Address: D-3 A, Durga Mark, Banipark, Jaipur 302 016, Rajasthan, India

She holds bachelor's degree in arts from G.P.College, Morena, Jiwaji University, Gwalior

Permanent Account Number: ABYPM3245Q

Our Company confirms that the permanent account number, bank account number, passport number, Aadhaar card number and driving license number of our Promoters will be submitted to the Stock Exchanges, at the time of filing of this Draft Red Herring Prospectus.

Experience of our Promoters

Except for Saroj Mangal, our Promoters have adequate experience in the business activities undertaken by our Company.

Change in Control of our Company

There has not been any change in control of our Company in the five years immediately preceding the date of this Draft Red Herring Prospectus. All our Promoters were the original Promoters of our Company except Aniketa Mangal, who was allotted 21,00,000 equity shares of our Company on May 10, 2024 pursuant to Scheme of Arrangement. Further, pursuant to a resolution dated May 10, 2024 adopted by our Board, Aniketa Mangal has been identified as Promoter with effect from May 10, 2024. For more details, see "*Capital Structure – Equity share capital history of our Company*" and "*History and Certain Corporate Matters - Details regarding Material Acquisitions or Divestments of Business/ Undertakings, Mergers, Amalgamation, any Revaluation of Assets, etc. in the Last 10 Years*" on pages 72 and 234, respectively.

Interests of Promoters

Our Promoters are interested in our Company: (i) to the extent that they have promoted our Company; (ii) to the extent of their direct or indirect shareholding in our Company; and (iii) the dividend payable upon such shareholding and any other distributions in respect of their shareholding in our Company, if any. For further details, see "*Capital Structure – Shareholding of our Promoters and members of our Promoter Group*" on page 75. Additionally, our Promoters may be interested in transactions entered by our Company with them, their relatives, or other entities (i) in which our Promoters hold shares, directly or indirectly or (ii) which are controlled by our Promoters.

Further our Promoters, Rahul Mangal who is Chairman and Managing Director of our Company and Aniketa Mangal who is also a Director of our Company, may be deemed to be interested in the remuneration paid/ payable to him and the reimbursement of expenses incurred by them in their capacity as the Director of our Company. For further details, see "*Our Management - Terms of appointment of Directors*" on page 240.

No sum has been paid or agreed to be paid to our Promoters or to any firm or company in which our Promoters are interested, in cash or shares or otherwise by any person, either to induce them to become or to qualify him, as a Director or Promoter or otherwise for services rendered by our Promoter, or by such firm or company, in connection with the promotion or formation of our Company.

Interest in property, land, construction of building and supply of machinery

Our Promoters do not have any interest in any property acquired by our Company in the three years preceding from the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company or in any transaction by our Company with respect to the acquisition of land, construction of building or supply of machinery.

There is no conflict of interest between the lessors of immovable properties (crucial for operations of our Company) and our Promoters and members of our Promoter Group.

Payment or benefits to Promoter or Promoter Group

Except in ordinary course of business and as disclosed in "*Our Management - Terms of appointment of Directors*" and "*Restated Financial Information – Note 36 – Related Party Transactions*" on pages 240 and 303, respectively, there has been no payment or benefits by our Company to our Promoters or any of the members of our Promoter Group during the two years preceding the date of this Draft Red Herring Prospectus nor is there any intention to pay or give any benefit to our Promoters or any members of our Promoter Group as on the date of this Draft Red Herring Prospectus.

Companies or firms with which our Promoter have disassociated in the last three years

Our Promoters have not dissociated themselves from any companies or firms in the three years preceding the date of this Draft Red Herring Prospectus.

Material guarantees to third parties with respect to the Equity Shares

As on the date of this Draft Red Herring Prospectus, our Promoters have not given any material guarantee to any third party with respect to the Equity Shares.

Other ventures of our Promoter

As on date of this Draft Red Herring Prospectus, our Promoters have not been involved in any other venture that is in the same line of activities or business as that of our Company.

Confirmations

Our Promoters have not been declared as a Wilful Defaulter or a Fraudulent Borrower.

Our Promoters and members of our Promoter Group have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Our Promoters are not and have never been promoter, director or person in control of any other company which is prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Promoter Group

In addition to our Promoters, the individuals and entities that form a part of the Promoter Group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations are set out below:

Natural persons who are part of our Promoter Group

The natural persons who are part of our Promoter Group, other than our Promoter, are as follows:

Name of the Promoter	Name of member of Promoter Group	Relationship with our Promoters
Rahul Mangal	Meenakshi Mangal	Wife
	Saroj Mangal	Mother
	Ashish Mangal	Brother
	Akhilesh Mangal	Brother
	Alpana Sharma	Sister
	Adhyan Mangal	Son
	Aniketa Mangal	Son
	Usha Aggarwal	Spouse's mother
	Suneet Aggarwal	Spouse's brother
	Puneet Aggarwal	Spouse's brother
	Kamini Aggarwal	Spouse's sister
Ashish Mangal	Shalu Mangal	Wife
	Saroj Mangal	Mother
	Rahul Mangal	Brother
	Akhilesh Mangal	Brother
	Alpana Sharma	Sister
	Rasik Mangal	Son
	Aditi Mangal	Daughter
	Manjula Agarwal	Spouse's mother
	Kanhiya Lal Agarwal	Spouse's father
	Ankur Goyal	Spouse's brother
	Poonji Agarwal	Spouse's sister
Aniketa Mangal	Mansi Agrawal	Wife
	Meenakshi Mangal	Mother
	Rahul Mangal	Father
	Adhyan Mangal	Brother
	Agastya Mangal	Son
	Sonil Agrawal	Spouse's mother
	Amit Agrawal	Spouse's father
	Dheemant Agrawal	Spouse's brother
Saroj Mangal	Rahul Mangal	Son
	Ashish Mangal	Son
	Akhilesh Mangal	Son
	Alpana Sharma	Daughter
	Santosh Kumar Goyal	Brother
	Ashutosh Kumar Goyal	Brother
	Devendra Kumar Goyal	Brother
	Lata Agrawal	Sister
	Sakuntala Agarwal	Sister
	Suman Gupta	Sister
	Uma Garg	Sister
	Hari Om Mangal	Spouse's brother
	Urmila Devi Agrawal	Spouse's sister
	Usha Aggarwal	Spouse's sister
	Kamala Devi Agrawal	Spouse's sister
	Meena Agarwal	Spouse's sister
	Anita Agrawal	Spouse's sister

Entities forming part of our Promoter Group

As of the date of this Draft Red Herring Prospectus, the companies, bodies corporate, firm, and HUF forming part of our Promoter Group, other than our Promoters are as follow:

Sr. No.	Name of the entity
1.	Aniketa Krishna International
2.	Ad Ventures
3.	Rahul Enterprises
4.	The Write House
5.	Dynamic Metal
6.	Adhyan IT
7.	Rahul Mangal HUF
8.	Ashish Mangal HUF
9.	Indo Krates Private Limited
10.	Shiv Kripa Pipes LLP
11.	Krishan Kripa Holiday Resorts Private Limited
12.	Dynamic Cables and Conductors Private Limited
13.	Rams Creative Technologies Private Limited
14.	Mangal Powertech Private Limited
15.	Tech Mangal Private Limited
16.	Dynamic Cables Limited
17.	Tanya Developers
18.	Tanya Buildtech Private Limited
19.	Touche Interior Designers
20.	Barwara Hotels & Resorts Private Limited
21.	Siddhi Dhata Minerals Private Limited
22.	Prashant Sharma HUF
23.	Overseas Reika
24.	Puneet Aggarwal HUF
25.	Manjula Auto Finance Co.
26.	Amer Hills Hospitality Private Limited
27.	Splendid Livings Private Limited
28.	Benefeet Health Technologies LLP
29.	Brain Builder Era Foundation
30.	Ankur Goyal HUF
31.	Kanhiya Lal Agarwal HUF
32.	Anil Agarwal and Sons HUF

OUR GROUP COMPANIES

In accordance with the SEBI ICDR Regulations, "group companies" shall include (i) such companies (other than Promoters or subsidiaries) with which there were related party transactions during the period for which Restated Financial Information have been disclosed in this Draft Red Herring Prospectus, as covered under Ind AS 24.

In terms of the Materiality Policy, a company (other than Promoters and Subsidiaries) shall be considered 'material' to be disclosed as a 'Group Company' in the Issue Documents if a company is a member of the Promoter Group in terms of Regulation 2(1)(pp) of SEBI ICDR Regulations, and has entered into one or more transactions with our Company (on a consolidated basis) in the most recent financial year and/ or the relevant stub period (covered in the Restated Financial Information included in the Issue Documents) that individually or cumulatively exceeds 5.00% of the consolidated revenue of our Company, as per the Restated Financial Information of our Company for the most recent financial year and/ or the relevant stub period.

Accordingly, in terms of the policy adopted by our Board for identification of group companies, our Board has identified the following as Group Companies of our Company:

S. No.	Group Company	Registered office address
1.	Dynamic Cables Limited	F-260, Road No. 13, VKI Area Jaipur 302 013 Rajasthan, India
2.	Tech Mangal Private Limited	Ground Floor & 1st Floor, D-3 (New) A Durga Marg, Banipark Jaipur 302 016, Rajasthan, India
3.	Rams Creative Technologies Private Limited	First Floor, C-61(A), Road No. 1-C V.K.I., Area, Jaipur 302 013, Rajasthan, India
4.	Mangal Powertech Private Limited	G 190 Aakeda Doonger Road no. 18, VKI Area Jaipur- 302013, Rajasthan, India

In accordance with the SEBI ICDR Regulations, the financial information based on the audited statement for last three fiscals and with respect to: (i) reserves (excluding revaluation reserve); (ii) sales; (iii) profit after tax; (iv) earnings per share; (v) diluted earnings per share; and (vi) net asset value, in relation to our top five Group Companies, extracted from their respective audited standalone financial statements (as applicable) are available at the websites indicated below.

Our Company is providing links to such websites solely to comply with the requirements specified under the SEBI ICDR Regulations. Such financial information/ details of the Group Companies provided on the websites do not constitute a part of this Draft Red Herring Prospectus. Anyone placing reliance on any other source of information, would be doing so at their own risk.

Details of our Group Companies:

1. **Dynamic Cables Limited**

   In accordance with the SEBI ICDR Regulations, the details of the reserves (excluding revaluation reserves), sales, profit/(loss) after tax, basic earnings per share, diluted earnings per share and net asset value per share derived from the audited standalone financial statements of Dynamic Cables Limited for Fiscal 2022, Fiscal 2023 and Fiscal 2024 are available at https://www.mangals.com/group-companies/.

   It is clarified that such details available in relation to Dynamic Cables Limited on its website do not form a part of this Draft Red Herring Prospectus. The link above has been provided solely to comply with the requirements of the SEBI ICDR Regulations.

2. **Tech Mangal Private Limited**

   In accordance with the SEBI ICDR Regulations, the details of the reserves (excluding revaluation reserves), sales, profit/(loss) after tax, basic earnings per share, diluted earnings per share and net asset value per share derived from the audited standalone financial statements of Tech Mangal Private Limited for Fiscal 2022, Fiscal 2023 and Fiscal 2024 are available at https://www.mangals.com/group-companies/.

   It is clarified that such details available in relation to Tech Mangal Private Limited on its website do not form a part of this Draft Red Herring Prospectus. The link above has been provided solely to comply with the requirements of the SEBI ICDR Regulations.

3. Rams Creative Technologies Private Limited

In accordance with the SEBI ICDR Regulations, the details of the reserves (excluding revaluation reserves), sales, profit/(loss) after tax, basic earnings per share, diluted earnings per share and net asset value per share derived from the audited standalone financial statements of Rams Creative Technologies Private Limited for Fiscal 2022, Fiscal 2023 and Fiscal 2024 are available at https://www.mangals.com/group-companies/.

It is clarified that such details available in relation to Rams Creative Technologies Private Limited on its website do not form a part of this Draft Red Herring Prospectus. The link above has been provided solely to comply with the requirements of the SEBI ICDR Regulations.

4. Mangal Powertech Private Limited

In accordance with the SEBI ICDR Regulations, the details of the reserves (excluding revaluation reserves), sales, profit/(loss) after tax, basic earnings per share, diluted earnings per share and net asset value per share derived from the audited standalone financial statements of Mangal Powertech Private Limited for Fiscal 2022, Fiscal 2023 and Fiscal 2024 are available at https://www.mangals.com/group-companies/.

It is clarified that such details available in relation to Mangal Powertech Private Limited on its website do not form a part of this Draft Red Herring Prospectus. The link above has been provided solely to comply with the requirements of the SEBI ICDR Regulations.

Litigation

None of our Group Companies are party to any litigation which may have material impact on our Company.

Common Pursuits

There are no common pursuits between our Group Companies and our Company.

Related business transactions within our Group Companies and significance on the financial performance of our Company

Other than disclosed in "*Restated Financial Information –Related Party Transactions*" on page 303, there are no other related business transactions between our Group Companies and our Company.

Business Interest

Except as disclosed in "*Restated Financial Information –Related Party Transactions*" on page 303, our Group Companies have no business interests in our Company.

Nature and extent of interest of our Group Companies

a) In the promotion of our Company

None of our Group Companies have any interest in the promotion of our Company.

b) In the properties acquired by us in the three years preceding this Draft Red Herring Prospectus or proposed to be acquired by our Company

None of the Group Companies are interested, directly or indirectly, in the properties acquired by our Company in the preceding three years or proposed to be acquired by our Company.

c) In transactions for acquisition of land, construction of building and supply of machinery

None of our Group Companies are interested, directly or indirectly, in any transactions for acquisition of land, construction of building, supply of machinery, with our Company.

Confirmations

None of our Group Companies have its securities listed on any stock exchange. For details, see "*Other Regulatory and Statutory Disclosures*" on page 358.

Our Group Companies and its directors do not have any conflict of interest with the suppliers of raw materials and third-party service providers (crucial for operations of the Company) and there are no conflicts of interest between our Group Companies and the lessors of immovable property of the Company (crucial for operations of the Company).

There are no material existing or anticipated transactions in relation to the utilization of the Net Proceeds with our Group Companies.

DIVIDEND POLICY

The declaration and payment of dividends will be recommended by the Board and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and other applicable law, including the Companies Act. The quantum of dividend to be distributed, if any, will depend on a number of factors, including profit earned during the current financial year, overall financial conditions, other corporate actions, statutory provisions and guidelines, expansion plans and macro-economic conditions. In addition, our ability to pay dividends may be impacted by a number of other factors, including restrictive covenants under the loan or financing documents, our Company is currently a party to or may enter into from time to time.

Our Company has not declared any dividend on the Equity Shares during Fiscals 2024, 2023 and 2022 and six-month period ended September 30, 2024. Further, our Company has not declared any dividend on the Equity Shares during the period from October 1, 2024 until the date of this Draft Red Herring Prospectus. For details, see "*Risk Factors – Our ability to pay dividends in the future will depend on our future cash flows, working capital requirements, capital expenditures and financial condition*" on page 45.

SECTION V: FINANCIAL INFORMATION

RESTATED FINANCIAL INFORMATION

[*Remainder of this page is intentionally left blank*]

A Bafna & Co.

Chartered Accountants

K-2 Keshav Path,
Near Ahinsa Circle,
C-Scheme, Jaipur-302001
Tel:(0141)-2372572, 2375212

INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED FINANCIAL INFORMATION

To,
The Board of Directors
Mangal Electrical Industries Limited
(formerly known as Mangal Electrical Industries Private Limited)

Dear Sirs,

1. We have examined the attached Restated Financial Information of **Mangal Electrical Industries Limited** (formerly known as Mangal Electrical Industries Private Limited) (the **"Company"** or the **"Issuer"**) comprising the Restated Statement of Assets and Liabilities as at September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, the Restated Statements of Profit and Loss (including other Comprehensive Income), the Restated Statement of Change in Equity and the Restated Cash Flow Statement for the Half year ended September 30, 2024 and for the years ended 31 March 2024, 31 March 2023 and 31 March 2022, the summary of material accounting policies and other explanatory information (collectively, the "Restated Financial Information"), as approved by the Board of Directors of the Company at their meeting held on December 24, 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 ("Issue") on the BSE Limited & National Stock Exchange of India Limited ("Stock Exchanges").

2. These Restated Financial Information were prepared in terms of the requirements of:

   a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act") read with Companies (Prospectus and Allotment of Securities) Rules 2014;

   b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations") issued by the Securities and Exchange Board of India ("SEBI") as amended from time to time; 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") as amended.

3. The Company's Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the DRHP to be filed with Securities and Exchange Board of India; the stock exchanges where the equity shares if the company are proposed to be listed ("Stock exchange"); Registrar of Companies, Rajasthan at Jaipur ("ROC") in connection with the proposed issue. The Restated Financial Information has been prepared by the management of the Company as per "Basis of Preparation of Restated Financial Information" note stated in Note 1 (B) to Notes to the Restated Financial Information. The Board of Directors of the company's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of Restated Financial Information. The Board of Directors are also responsible for identifying and ensuring that the company complies with the Act, ICDR Regulations and the Guidance Note.

   Further above referred Restated Financial Information for financial years 2022-23 and 2021-22 has been prepared by consolidating financial statements of Mangal Electrical Industries Limited *(MEIL)* (formerly known as Mangal Electrical Industries Private Limited) and financial statements of Erstwhile Dynamic Powertech Private Limited *(DPPL)* which got merged with MEIL with appointed date as April 01, 2023 in accordance with requirements of Appendix C of Ind AS 103 : Business Combinations with respect to Entities under Common control. Pursuant to the merger, the Restated Financial Information for the financial year 2023-24 has been prepared on a standalone basis.

4. We have examined such Restated 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 September 2, 2024 in connection with the proposed IPO of equity shares of the Issuer;

b) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;

c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial 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.

e) These Restated Financial Information have been compiled by the management from the Special purpose audited financial information of the Company as at and for Half year ended September 30, 2024 and for the financial years ended 31 March 2024, 31 March 2023 and 31 March 2022 prepared in accordance with Ind AS under Division II of Schedule III of Companies Act, as amended, and other relevant provisions of Companies Act 2013, which have been approved by the Board of Directors at their meetings held on December 24, 2024 for half year ended September 30, 2024 and September 02, 2024 for other remaining financial years.

5. For the purpose of our examination, we have relied on:

   a) Special purpose Auditors' reports issued by us dated December 24, 2024 for the Restated Financial Information of the Company as at and for the half-year ended September 30, 2024 in accordance with Ind AS under Division II of Schedule III of Companies Act as referred in Paragraph [4] above.

   b) Special purpose Auditors' reports issued by us dated. September 2, 2024 for the Restated Financial Information of the Company as at and for the year ended March 31, 2024, March 31, 2023 and March 31, 2022 in accordance with Ind AS under Division II of Schedule III of Companies Act as referred in Paragraph [4] above.

   Our Audit report referred to in Paragraph [5(a)] above included Emphasis of Matter which is reproduced below:

   Emphasis of Matter Paragraph

   Refer Note number 36: Disclosure as per Ind AS 24 – Related Parties regarding disclosure of remuneration of Mr. Pawan Mendiratta, Chief Financial Officer of the company. As stated in the said note, the company has not considered him as CFO (KMP) and no form DIR-12 was filed towards his appointment as CFO due to non-applicability of Section 203 of the Companies Act, 2013 on a private limited company, although he has signed the financial statements of the company for FY 2022-23 & FY 2023-24.

   Our opinion is not modified in respect of above matter.

6. Based on our examination and according to the information and explanations given to us, we report that the Restated Financial Information:

   a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications, if any, retrospectively in the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 to reflect the same accounting treatment as per the accounting policies and grouping / classifications as applicable for half-year ending September 30, 2024 which are further adjusted for Ind AS as per Division II of Schedule III of companies act 2013;

b) there are no unadjusted qualifications in the auditor's report for the respective year, and;

c) have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

7. The Restated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the special purpose financial information and audited financial information mentioned in paragraph [4] above.

8. 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 information referred to herein.

9. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

10. Our report is intended solely for use of the Board of Directors for inclusion in the Offer Documents to be filed with Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited and Registrar of Companies, Rajasthan at Jaipur 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 whose hands it may come without our prior consent in writing.

For A Bafna and Co.
Chartered Accountants
FRN – 003660C

Sd/-
Vivek Gupta
Partner
M. No.: 400543

UDIN: 24400543BKCYAK8196
Place: Jaipur
Date: December 23, 2024

MANGAL ELECTRICAL INDUSTRIES LIMITED
(formerly known as Mangal Electrical Industries Private Limited)
CIN:-U31909RJ2008PLC026255
Annexure I - Restated Statement of Assets & Liabilities
All amounts are in INR in Lakhs, except otherwise stated

Particulars	Note	As at 30th September 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
I. ASSETS					
(1) Non-Current Assets					
(a) Property, Plant and Equipment	3	3,975.67	3,943.31	3,349.52	3,336.75
(b) Intangible Assets	3	29.10	32.82	42.52	55.24
(c) Intangible Asset Under Development	3	25.21	-	-	-
(d) Capital Work in progress		92.97	161.99	-	38.68
(e) Financial Assets					
(i) Other Financial Assets	4	1,249.32	965.36	792.92	1,458.92
(f) Other Non Current Assets	5	135.87	6.13	30.22	-
(g) Deferred Tax Asset (Net)	6	253.93	227.99	152.97	117.85
Total Non Current Assets		**5,762.07**	**5,337.60**	**4,368.15**	**5,007.44**
(2) Current Assets					
(a) Inventories	7	15,474.73	8,291.30	8,187.73	10,488.70
(b) Financial Assets					
(i) Trade Receivables	8	7,291.84	8,834.51	8,743.77	7,663.72
(ii) Cash and Cash Equivalents	9	210.80	678.76	7.73	148.10
(iii) Bank Balances other then (ii) above	10	25.91	25.19	63.01	130.69
(iv) Other Financial Assets	11	15.50	24.04	1.54	1.46
(c) Other Current Assets	12	1,925.87	1,462.77	754.17	711.39
Total Current Assets		**24,944.65**	**19,316.57**	**17,757.95**	**19,144.06**
Total Assets		**30,706.72**	**24,654.17**	**22,126.10**	**24,151.50**
II. EQUITY AND LIABILITIES					
(1) Equity					
(a) Equity Share capital	13	2,050.00	1,450.00	1,450.00	1,450.00
(b) Other Equity	14	11,406.40	9,448.76	7,347.16	4,871.55
(c) Share Capital pending for allotment pursuant to merger	15	-	600.00	600.00	600.00
Total Equity		**13,456.40**	**11,498.76**	**9,397.16**	**6,921.55**
(2) Liabilities					
(A) Non-current Liabilities					
(a) Financial Liabilities					
(i) Borrowings	16	1,426.08	1,856.13	4,400.29	5,721.77
(b) Provisions	18	245.19	197.78	182.90	208.86
Total Non Current Liabilities		**1,671.27**	**2,053.91**	**4,583.19**	**5,930.63**
(B) Current Liabilities					
(a) Financial Liabilities					
(i) Borrowings	16	9,652.88	7,355.88	5,263.56	6,180.80
(ii) Trade Payables					
Due to Micro Enterprises and Small Enterprises	19	272.21	472.20	252.84	278.06
Due to Others	19	3,887.07	2,152.53	1,732.09	3,896.13
(ii) Other Financial Liabilities	17	225.98	195.88	142.23	108.66
(b) Other Current Liabilities	20	1,074.01	584.08	376.81	675.81
(c) Provisions	18	93.05	123.40	123.40	138.43
(d) Current Tax Liabilities	21	373.86	217.54	254.82	21.43
Total Current Liabilities		**15,579.06**	**11,101.51**	**8,145.75**	**11,299.32**
Total Equity and Liabilities		**30,706.72**	**24,654.17**	**22,126.10**	**24,151.50**
Material Accounting Policies	2				

The accompanying notes form an integral part of the restated financial statements.

The above Annexure should be read with the Basis of Preparation and Significant Accounting Policies appearing in Annexure V, Notes to the Restated Financial Information in Annexure VI and Statement of Adjustments to the Restated Financial Information appearing in Annexure VII.

As per our report of even date
For A Bafna & Co.
Chartered Accountants
F.R.No. 003660C

Sd/-
Vivek Gupta
Partner
M.No.: 400543

Date:- 23rd December, 2024
Place:- Jaipur

For & On Behalf of the Board
MANGAL ELECTRICAL INDUSTRIES LIMITED
(formerly known as Mangal Electrical Industries Private Limited)

Sd/-
Rahul Mangal
Director
DIN : 01591411

Sd/-
Ashish Mangal
Director
DIN : 00432213

Sd/-
Pawan Mendiratta
Chief Financial Officer

Sd/-
Balvinder Singh Guleri
Company Secretary
M.No.: A44874

MANGAL ELECTRICAL INDUSTRIES LIMITED
(formerly known as Mangal Electrical Industries Private Limited)
CIN:-U31909RJ2008PLC026255
Annexure II - Restated Statement of Profit & Loss
All amounts are in INR in Lakhs, except otherwise stated

	Particulars	Note	For Half Year Ended 30th September 2024	For Year Ended 31st March 2024	For Year Ended 31st March 2023	For Year Ended 31st March 2022
	Income					
I	Revenue from Operations	22	24,701.79	44,948.45	35,430.88	25,664.75
	Net Revenue from operations		**24,701.79**	**44,948.45**	**35,430.88**	**25,664.75**
II	Other Income	23	116.77	264.78	350.32	289.73
III	**Total Income (I+II)**		**24,818.56**	**45,213.23**	**35,781.20**	**25,954.48**
IV	**Expenses:**					
	Cost of Materials Consumed	24	16,094.17	32,839.78	27,134.42	15,482.87
	Purchase of Stock in Trade	25	2,624.38	2,470.77	1,998.91	2,448.67
	Changes in Inventories of Work in Progress and Finished Goods	26	59.29	1,009.37	-2,335.80	810.31
	Employee Benefit Expenses	27	1,062.08	1,963.03	1,612.54	1,246.73
	Finance Cost	28	735.51	1,308.53	1,133.63	1,344.65
	Depreciation Expense	29	250.11	407.91	372.17	341.99
	Other Expenses	30	1,345.29	2,402.99	2,578.34	3,108.07
	Total Expenses (IV)		**22,170.83**	**42,402.38**	**32,494.21**	**24,783.29**
V	**Profit before Exceptional Items & Tax (III-IV)**		**2,647.73**	**2,810.85**	**3,286.99**	**1,171.19**
VI	Exceptional Items		-	-	-	-
VII	Profit/(Loss) Before Tax (V-VI)		**2,647.73**	**2,810.85**	**3,286.99**	**1,171.19**
VIII	**Tax Expense:**					
	Income Tax including Prior Period Tax		695.14	793.27	848.90	334.47
	Tax related to prior periods			-	-	-
	Deferred Tax		-20.68	-77.28	-35.72	-82.80
	Total Tax Expenses (VIII)		**674.46**	**715.99**	**813.18**	**251.67**
IX	**Profit for the year (VII-VIII)**		**1,973.27**	**2,094.86**	**2,473.81**	**919.52**
X	**Other Comprehensive Income**					
	Items that will not be reclassified to profit or loss					
	- Remeasurement Gains/(Losses) on Defined Benefit Plans		-20.90	9.00	2.40	18.93
	- Income tax on above		5.26	-2.26	-0.60	-4.77
	Items that will be reclassified to profit or loss		-	-	-	-
	Total Other Comprehensive Income for the year (X)		**-15.64**	**6.74**	**1.80**	**14.16**
XI	**Total Comprehensive Income for the year (IX+X)**		**1,957.63**	**2,101.62**	**2,475.61**	**933.68**
XII	**Earnings per Equity Share: (Face value per Equity Share of ₹ 10 each)**					
	Basic and Diluted (in ₹)	31	9.63	10.22	12.07	4.49
	Material Accounting Policies	2				

The accompanying notes form an integral part of the restated financial statements

The above Annexure should be read with the Basis of Preparation and Significant Accounting Policies appearing in Annexure V, Notes to the Restated Financial Information in Annexure VI and Statement of Adjustments to the Restated Financial Information appearing in Annexure VII.

As per our report of even date
For A Bafna & Co.
Chartered Accountants
F.R.No. 003660C

For & On Behalf of the Board
MANGAL ELECTRICAL INDUSTRIES LIMITED
(formerly known as Mangal Electrical Industries Private Limited)

Sd/-
Vivek Gupta
Partner
M.No.: 400543

Sd/-
Rahul Mangal
Director
DIN : 01591411

Sd/-
Ashish Mangal
Director
DIN : 00432213

Date:- 23rd December, 2024
Place:- Jaipur

Sd/-
Pawan Mendiratta
Chief Financial Officer

Sd/-
Balvinder Singh Guleri
Company Secretary
M.No.: A44874

MANGAL ELECTRICAL INDUSTRIES LIMITED
(formerly known as Mangal Electrical Industries Private Limited)
CIN:-U31909RJ2008PLC026255

Annexure III - Restated Statement of Cash Flow

All amounts are in INR in Lakhs, except otherwise stated

Particulars	For Half Year Ended 30th September 2024		For Year Ended 31st March 2024		For Year Ended 31st March 2023		For Year Ended 31st March 2022	
A. Cash Flow from Operating Activities								
Profit before tax		**2,647.73**		**2,810.85**		**3,286.99**		**1,171.19**
Adjustments for:								
Depreciation & Amortisation expenses	250.11		407.91		372.17		341.99	
Expected Credit Loss	11.47		227.95		170.61		131.94	
Bad Debts Written Off	11.63		7.66		126.31		314.81	
Sundry Balances Written Back	-		-		-48.05		-	
Balances Written Off	-		-		16.86		-	
Finance Cost	735.51		1,308.53		1,133.63		1,344.65	
Interest Income	-20.68		-57.84		-93.57		-67.73	
Interest income on Income Tax Refund	-		-		-		-9.66	
Profit on sale of fixed assets	-1.28		-5.32		-5.78		-18.76	
		986.76		**1,888.89**		**1,672.18**		**2,037.24**
Operating profit before working capital changes		**3,634.49**		**4,699.74**		**4,959.17**		**3,208.43**
Adjustments for								
(Increase)/decrease in Trade Receivables	1,519.59		-326.35		-1,345.78		-1,190.93	
(Increase)/decrease in Inventory	-7,183.43		-103.57		2,300.97		-2,608.35	
(Increase)/decrease in Financial Assets	8.54		-22.50		-0.07		0.15	
(Increase)/decrease in Other Current assets	-463.10		-708.60		-42.79		189.18	
Increase/(decrease) in Trade Payables	1,534.54		639.80		-2,189.26		1,119.62	
Increase/(decrease) in Other Financial Liabilities	-1.93		77.02		10.20		13.89	
Increase/(decrease) in Other Current Liabilities	489.93		207.27		-299.00		566.51	
Increase/(decrease) in Provision	-3.84		23.88		-38.59		128.25	
Cash (used in)/ generated from operations		**-4,099.70**		**-213.07**		**-1,604.32**		**-1,781.66**
Direct taxes refund/ (paid)		-538.83		-830.55	-	-615.51		-313.04
Net Cash from Operating Activities (A)		**-1,004.04**		**3,656.11**		**2,739.35**		**1,113.72**
B. Cash Flow from Investing Activities								
Purchase of property, plant and equipment	-240.56		-1,157.29		-337.68		-434.68	
Sale of Property, Plant and Equipment	6.91		8.63		9.92		34.40	
Interest Income	20.68		57.84		93.57		67.73	
Changes in Other Non Current Asset	-129.74		24.09		-30.22		16.62	
Changes in Non-Current Financial Assets	-283.96		-172.44		666.00		176.65	
Changes in Creditors for Capital Goods	32.04		-23.37		23.37		-	
Net cash (used in)/ generated from Investing Activities(B)		**-594.63**		**-1,262.54**		**424.96**		**-139.28**
C. Cash Flow from Financing Activities								
Proceeds from borrowings (Non Current)	-430.05		-2,544.17		-1,321.48		-292.03	
Proceeds from borrowings (Current)	2,296.99		2,092.32		-917.24		924.64	
Finance Cost	-735.51		-1,308.53		-1,133.63		-1,344.65	
Net cash (used in)/ generated from Financing Activities (C)		**1,131.43**		**-1,760.37**		**-3,372.35**		**-712.04**
Net (decrease) / increase in cash and cash equivalents(A+B+C)		**-467.24**		**633.20**		**-208.04**		**262.40**
Cash and cash equivalents at the beginning of the year		703.95		70.74		278.79		16.39
Cash and cash equivalents at the close of the year		**236.71**		**703.95**		**70.74**		**278.79**

The above Annexure should be read with the Basis of Preparation and Significant Accounting Policies appearing in Annexure V, Notes to the Restated Financial Information in Annexure VI and Statement of Adjustments to the Restated Financial Information appearing in Annexure VII.

As per our report of even date
For A Bafna & Co.
Chartered Accountants
F.R.No. 003660C

Sd/-
Vivek Gupta
Partner
M.No.: 400543

Date:- 23rd December, 2024
Place:- Jaipur

For & On Behalf of the Board
MANGAL ELECTRICAL INDUSTRIES LIMITED
(formerly known as Mangal Electrical Industries Private Limited)

Sd/-
Rahul Mangal
Director
DIN : 01591411

Sd/-
Ashish Mangal
Director
DIN : 00432213

Sd/-
Pawan Mendiratta
Chief Financial Officer

Sd/-
Balvinder Singh Guleri
Company Secretary
M.No.: A44874

MANGAL ELECTRICAL INDUSTRIES LIMITED
(formerly known as Mangal Electrical Industries Private Limited)
CIN:-U31909RJ2008PLC026255
Annexure IV - Restated Statement of Changes in equity
All amounts are in INR in Lakhs, except otherwise stated

A. Equity Share Capital

Particulars	No. of Shares	Amount
Issued, Subscribed & Paid up Share Capital		
Balance as at 31st March 2022	1,45,00,000	1,450.00
Changes in Equity Share Capital during the year	-	-
Balance as at 31st March 2023	1,45,00,000	1,450.00
Changes in Equity Share Capital during the period	-	-
Balance as at 31st March 2024	1,45,00,000	1,450.00
Changes in Equity Share Capital during the period	60,00,000	600.00
Balance as at 30th September 2024	2,05,00,000	2,050.00

B. Other Equity
Other Equity as at 30th September 2024

Particulars	Retained Earnings	Total
Balance at the beginning of the reporting period 1st April 2024	9,448.76	9,448.76
Other Comprehensive Income for the period	-15.64	-15.64
Profit for the period	1,973.27	1,973.27
Any other changes (to be specified)	-	-
Balance at the end of the reporting period 30th September 2024	**11,406.39**	**11,406.39**

Other Equity as at 31st March 2024

Particulars	Retained Earnings	Total
Balance at the beginning of the reporting period 1st April 2023	7,347.16	7,347.16
Other Comprehensive Income for the year	6.74	6.74
Profit for the year	2,094.86	2,094.86
Any other changes (to be specified)	-	-
Balance at the end of the reporting period 31 March 2024	**9,448.76**	**9,448.76**

Other Equity as at 31st March 2023

Particulars	Retained Earnings	Total
Balance at the beginning of the reporting period 1st April 2022	4,871.55	4,871.55
Other Comprehensive Income for the year	1.80	1.80
Profit for the year	2,473.82	2,473.82
Any other changes (to be specified)	-	-
Balance at the end of the reporting period 31 March 2023	**7,347.16**	**7,347.16**

Other Equity as at 31st March 2022

Particulars	Retained Earnings	Total
Balance at the beginning of the reporting period 1st April 2021	3,937.86	3,937.86
Other Comprehensive Income for the year	14.16	14.16
Profit for the year	919.52	919.52
Any other changes (to be specified)	-	-
Balance at the end of the reporting period 31 March 2022	**4,871.55**	**4,871.55**

Share Capital pending for allotment pursuant to merger

Particulars	As at 30th September 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Share Capital pending for allotment pursuant to merger* (60,00,000 Equity Shares of Rs 10 Each)	-	600.00	600.00	600.00
Total	**-**	**600.00**	**600.00**	**600.00**

* As per the scheme of merger approved by NCLT with appointed date of 1st April 2023, Share capital of Rs. 600 Lakhs is required to be issued to shareholders of erstwhile Dynamic Powertech Private Limited (DPPL) in the ratio of 12 equity shares of ₹10/- each fully paid-up of Mangal Electrical Industries Limited (MEIL) (formerly known as Mangal Electrical Industries Private Limited) for every 1 equity share of ₹10/- each fully paid-up as against Share Capital of Rs. 50 Lakhs of DPPL on 10th May, 2024, the difference of Rs. 550 Lakhs (Deficit) has been adjusted in Retained Earnings in accordance with Appendix C of IND AS 103 : Business Combinations.

As per our report of even date
For A Bafna & Co.
Chartered Accountants
F.R.No. 003660C

Sd/-
Vivek Gupta
Partner
M.No.: 400543

For & On Behalf of the Board
MANGAL ELECTRICAL INDUSTRIES LIMITED
(formerly known as Mangal Electrical Industries Private Limited)

Sd/-
Rahul Mangal
Director
DIN : 01591411

Sd/-
Ashish Mangal
Director
DIN : 00432213

Sd/-
Pawan Mendiratta
Chief Financial Officer

Sd/-
Balvinder Singh Guleri
Company Secretary
M.No.: A44874

Date:- 23rd December, 2024
Place:- Jaipur

1 Company Information and material accounting policies

A. Corporate Information

Mangal Electrical Industries Limited [Formerly known as Mangal Electrical Industries Private Limited] ('the Company') is a public limited company domiciled and incorporated in India under the Companies Act 1956 on 1st April 2008. The Company is public limited company with effect from 24th July 2024 vide the new CIN U31909RJ2008PLC026255. A fresh certificate of incorporation consequent to the conversion of private to public limited company was issued by the Registrar of Companies, Jaipur on 25th July 2024 under section 18 of the Companies Act, 2013 to give the effect of conversion.

The Company is primarily involved in manufacturing of Electrical Transformers, CRGO, other electrical accessories and other related items including execution of EPC Contracts involving Electrical Items. The Company's registered office is at C-61, C-61(A&B), Road No. 1C, VKI Area, Jaipur, Rajasthan, India, 302013 and its manufacturing units are located at Jaipur, Reengus (Sikar) & Pratapgarh Rajasthan.

B. Statement of Compliance and Basis of Preparation

(i) Statement of Compliance

These financial statements are prepared on going concern basis following accrual basis of accounting and comply with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies (Indian Accounting Standards) Rules, 2015 and subsequent amendments thereto, the Companies Act, 2013 (to the extent notified and applicable).

(ii) Basis of preparation

The Restated Financial Information of the Company comprises of the Restated Financial Statements of Assets and Liabilities as at September 30, 2024, September 30, 2023, March 31, 2024, 2023 and 2023, the Restated Statements of Profit and Loss (including Other Comprehensive Income), the Restated Statements of Cash Flows and the Restated Statements of Changes in Equity for the Half year ended September 30, 2024, September 30, 2023 and years ended March 31, 2024, 2023 and 2022, the Material Accounting Policies, and other explanatory information (collectively, the 'Restated Financial Information').

These Restated Financial Information have been prepared by the Management for the purpose of inclusion in the Draft Red Herring Prospectus and the Prospectus (the "Offer Documents") to be filed with the Registrar of Companies, Rajasthan at Jaipur ("RoC"), the Securities and Exchange Board of India ("SEBI") and BSE Limited (the "BSE") and National Stock Exchange of India Limited (the "NSE") (BSE and NSE together, the "Stock Exchanges") 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 (the "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 (the "Guidance Note") read with the general directions dated October 28, 2021, letter dated November 18, 2021 and email dated December 18, 2021 received from Securities and Exchange Board of India (SEBI) by the Company through the Book
Running Lead Managers (the "SEBI Communications"), as applicable.
The Company has prepared these Restated Financial Statements as per Indian Accounting Standards notified under section 133 of the Companies Act, 2013, as amended (the "Act") read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") with effect from April 01, 2020.

These Restated Financial Information have been compiled by the Management from the Special purpose audited restated Ind AS financial statements of the company as at and for the half year ended September 30, 2024 and year ended March 31, 2024, March 31, 2023 and March 31, 2022 along with comparative audited Ind AS financial statements as at and for the half year ended September 30, 2023 and year ended March 31, 2021 prepared in accordance with the recognition and measurement principles of Indian Accounting Standard (Ind AS) prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and the other accounting principles generally accepted in India(the "Ind AS Financial Statements").The comparative information as at and for the half year ended September 30, 2023 and year ended March 31, 2021 included in the restated Ind AS financial statements as at and for the year ended March 31, 2022 have been prepared by making Ind AS adjustments to the special purpose audited Ind AS restated financial statements of the Company as at and for the year ended March 31, 2022, prepared in accordance with the accounting standards notified under section 133 of the Act ("Indian GAAP") (the "Statutory Indian GAAP Financial Statements").

The Board of Directors of Mangal Electrical Industries Limited(MEIL) (formerly known as Mangal Electrical Industries Private Limited, at its meeting held on April 05, 2024, had considered and approved a merger of Dynamic Powertech Private Limited(DPPL) and Mangal Electrical Industries Limited(MEIL) (formerly known as Mangal Electrical Industries Private Limited) by way of scheme of arrangement.

The Board Of Directors had approved a merger ratio of 12 equity shares of ₹10/- each fully paid-up of Mangal Electricals Limited(MEIL) (formerly known as Mangal Electrical Industries Private Limited) for every 1 equity share of ₹10/- each fully paid-up held by the shareholders of Dynamic Powertech Private Limited(DPPL).

The Jaipur Bench of the National Company Law Tribunal (NCLT), through its order dated April 05, 2024 has approved the scheme with the appointed date of the merger being April 1, 2023.
As per guidance on accounting for common control transactions contained in Ind AS 103 "Business Combinations" the merger has been accounted for using the using the pooling of interest method. The previous year figures have therefore been restated to include the impact of the merger. The difference between the net identifiable assets acquired and consideration paid on merger has been accounted for as Capital reserve adjusted through Retained Earnings. As per Appendix C of Ind AS 103 "Business Combinations", we have given effect of the same on the restated financial statements from April 01,2021.
Further, the shares have not been issued to the shareholders of Dynamic Powertech Private Limited till 31st March,2024. These shares have been considered for the purpose of calculation of earnings per share appropriately.
The Special Purpose Ind AS Financial Statements have been prepared solely for the purpose of preparation of the Restated Financial Information for inclusion in Offer Documents in relation to the proposed IPO, which requires financial statements of all the periods included, to be presented under Ind AS. As such, these Special Purpose Ind AS Financial Statements are not suitable for any other purpose other than for the purpose of preparation of the Restated Financial Information and are also not financial statements prepared pursuant to any requirements under section 129 of the Act.

(iii) Measurement of Fair Values

A number of Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. The Company has established policies and procedures with respect to the measurement of fair values.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:
— Level 1: Quoted prices (unadjusted) in active markets for identical assets and liabilities.
— Level 2: Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.
— Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

(iv) Functional and presentation currency

These financial statements are presented in Indian Rupees (INR), which is the Company's functional currency. All amounts disclosed in the Financial Statements and notes have been rounded off to the nearest lakhs (with two places of decimal) as per the requirement of Schedule III, unless otherwise stated.

(v) Current and non-current classification of Assets and Liabilities

The Company presents assets and liabilities in the balance sheet based on current/non-current classification. It has been classified as current or non-current as per the Company's normal operating cycle and other criteria as set out in the Division II of Schedule III to the companies Act, 2013.

An asset is current when it is:
— Expected to be realized or intended to be sold or consumed in normal operating cycle;
— Held primarily for the purpose of trading;
— Expected to be realized within twelve months after the reporting period; or
— Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.
— All other assets are classified as non-current.

A liability is current when:
— It is expected to be settled in normal operating cycle;
— It is held primarily for the purpose of trading;
— It is due to be settled within twelve months after the reporting period; or
— There is no unconditional right to defer settlement of the liability for at least twelve months after the reporting period.
— All other liabilities are classified as non-current. Deferred tax assets/liabilities are classified as non current.

Operating cycle
The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle. All Assets and Liabilities have been classified as current or non-current as per the operating cycle and other criteria set out in Ind AS 1 'Presentation of Financial Statements' and Schedule III to the Companies Act, 2013.

2 Material Accounting Policies

A summary of the material accounting policies applied in the preparation of the financial statements are as given below. These accounting policies have been applied consistently to all periods presented in the financial statements.

(1) Property, plant and equipment

(1.1) Initial recognition and measurement

An item of property, plant and equipments recognized as an asset if and only if it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably.
Items of property, plant and equipment are initially recognized at cost. Subsequent measurement is done at cost less accumulated depreciation/amortization (other than freehold land) and accumulated impairment losses. Cost includes expenditure that is directly attributable to bringing the asset to the location and condition, inclusive of non- refundable taxes & duties, necessary for it to be capable of operating in the manner intended by management.

When parts of an item of property, plant and equipment have different useful lives, they are recognized separately.
Items of spare parts, stand-by equipment and servicing equipment which meet the definition of property, plant and equipment are capitalized. Other spare parts are carried as inventory and recognized in the statement of profit and loss on consumption.

(1.2) Subsequent costs
Subsequent expenditure is recognized as an increase in the carrying amount of the asset when it is probable that future economic benefits deriving from the cost incurred will flow to the enterprise and the cost of the item can be measured reliably.
"The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. All other expenses on existing property, plant and equipment, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to profit and loss account for the period in which such expense are incurred."

(1.3) De-recognition
Property, plant and equipment is derecognized when no future economic benefits are expected from their use or upon their disposal. Gains and losses on de-recognition of an item of property, plant and equipment are determined by comparing the proceeds from disposal, if any, with the carrying amount of property, plant and equipment, and are recognized in the statement of profit and loss.

(1.4) Depreciation
The depreciation on Property, Plant & Equipment has been provided on the written down value method as per the useful life prescribed in Schedule II to the Companies Act, 2013. Depreciation on the property, plant & equipment added / disposed off / discarded during the year has been provided on pro rata basis with reference to the date of addition / disposition /discardation. The residual values, useful lives and methods of depreciation of Property, Plant and Equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

(2) Capital work-in-progress
The cost of self-constructed assets includes the cost of materials & direct labour, any other costs directly attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the manner intended by management and borrowing costs.

Expenses directly attributable to construction of property, plant and equipment incurred till they are ready for their intended use are identified and allocated on a systematic basis on the cost of related assets.
Depreciation is not recorded on capital work-in-progress until construction and installation is complete and the asset is ready for its intended use.

(3) Intangible assets/ Intangible assets under Development
(3.1) Initial recognition and measurement
An intangible asset is recognized if and only if it is probable that the expected future economic benefits that are attributable to the asset will flow to the company and the cost of the asset can be measured reliably.

Intangible assets that are acquired by the Company, which have finite useful lives, are recognized at cost. Subsequent measurement is done at cost less accumulated amortization and accumulated impairment losses. Cost includes any directly attributable incidental expenses necessary to make the assets ready for its intended use.

(3.2) Subsequent costs
Subsequent expenditure is recognized as an increase in the carrying amount of the asset when it is probable that future economic benefits deriving from the cost incurred will flow to the enterprise and the cost of the item can be measured reliably.

(3.3) De-recognition
An intangible asset is derecognized when no future economic benefits are expected from their use or upon their disposal. Gains & losses on de-recognition of an item of intangible assets are determined by comparing the proceeds from disposal, if any, with the carrying amount of intangible assets and are recognized in the statement of profit and loss.

(3.4) Amortization
Intangible assets are amortised over a period of estimated useful life as determined by the management.

(4) Borrowing costs
Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalized as part of cost of such asset until such time the assets are substantially ready for their intended use. Qualifying assets are assets which necessarily take substantial period of time to get ready for their intended use or sale.

Capitalization of borrowing costs ceases when substantially all the activities necessary to prepare the qualifying assets for their intended uses are complete. Borrowing costs consist of
(a) interest expense calculated using the effective interest method as described in Ind AS 109 – 'Financial Instruments'
(b) finance charges in respect of finance leases recognized in accordance with Ind AS 116 – 'Leases' and
(c) exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs. Income earned on temporary investment of the borrowings pending their expenditure on the qualifying assets is deducted from the borrowing costs eligible for capitalization.

All other borrowing costs are recognized as an expense in the year in which they are incurred.

(5) Inventories

Raw materials, stores, work-in-progress and finished goods are stated at the lower of cost and net realisable value. Cost of raw materials and stores comprises cost of purchases. Cost of work-in-progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity.

Costs of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Cost of raw materials are calculated on the basis of FIFO method whereas cost of finished goods are calculated on the basis of weighted average cost. Costs of purchased inventory are determined after deducting rebates and discounts. 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.

(6) Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks, cash 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.

(7) Provisions and contingent liabilities and Contingent Assets

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance costs.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at reporting date, taking into account the risks and uncertainties surrounding the obligation.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

Contingent liabilities are possible obligations that arise from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events not wholly within the control of the Company. Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Contingent liabilities are disclosed on the basis of judgment of the management/independent experts. These are reviewed at each balance sheet date and are adjusted to reflect the current management estimate.

Contingent assets are possible assets that arise from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Contingent assets are disclosed in the financial statements when inflow of economic benefits is probable on the basis of judgment of management. These are assessed continually to ensure that developments are appropriately reflected in the financial statements.

(8) Foreign currency transactions and translation

Transactions in foreign currencies are initially recorded at the functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognized in profit or loss in the year in which it arises.

Non-monetary items are measured in terms of historical cost in a foreign currency and are translated using the exchange rate at the date of the transaction.

(9) Revenue recognition

a) The Company derives revenues primarily from the sale of goods . Revenue is recognized on satisfaction of performance obligation upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services. The Company does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, it does not adjust any of the transaction prices for the time value of money.

b) Revenue from EPC Contracts is recognized based on the stage of completion determined with reference to the costs incurred on contracts and their estimated total costs. Provision for foreseeable losses/ construction contingencies on turnkey contracts is made on the basis of technical assessments of costs to be incurred and revenue to be accounted for.

c) Price Escalation and other claims or variations in the contract work are included in contract revenue only when:
i) Negotiations have reached to an advanced stage such that it is probable that customer will accept the claim: and
ii) The amount that is probable will be accepted by the customer and can be measured reliably.

Other income

Interest income is recognized, when no significant uncertainty as to measurability or collectability exists, on a time proportion basis taking into account the amount outstanding and the applicable interest rate.

(10) Employee benefits

10.1 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 recognized for the amount expected to be paid under performance related pay if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

10.2 Post-Employment benefits

Employee benefit that are payable after the completion of employment are Post-Employment Benefit (other than termination benefit). These are of two types:

10.2.1 Defined contribution plans

Defined contribution plans are those plans in which an entity pays fixed contribution into separate entities and will have no legal or constructive obligation to pay \ further amounts. Provident Fund and Employee State Insurance are Defined Contribution Plans in which the company pays a fixed contribution and will have no further obligation.

10.2.2 Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan.
Company pays Gratuity as per provisions of the Gratuity Act, 1972. The Company’s net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. Any unrecognized past service costs and the fair value of any plan assets are deducted. The discount rate is based on the prevailing market yields of Indian government securities as at the reporting date that have maturity dates approximating the terms of the Company’s obligations and that are denominated in the same currency in which the benefits are expected to be paid. The calculation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a liability to the company, the present value of liability is recognized as provision for employee benefit. Any actuarial gains or losses are recognized in Other Comprehensive Income (“OCI”) in the period in which they arise.

(11) Business combination under common control

Business combinations involving entities or businesses under common control are accounted for using the pooling of interest method. Under pooling of interest method, the assets and liabilities of the combining entities or businesses are reflected at their carrying amounts after making adjustments necessary to harmonise the accounting policies. The financial information in the financial statements in respect of prior periods is restated as if the business combination had occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of the combination. The identity of the reserves is preserved in the same form in which they appeared in the financial statements of the transferor and the difference, if any, between the amount 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 in case of surplus of assets over liabilities and is adjusted in Retained Earnings in case of deficit.

(12) Income tax

Tax expense comprises current tax and deferred tax. Current tax expense is recognized in the statement of profit or loss except to the extent that it relates to items recognized directly in other comprehensive income or equity, in which case it is recognized in OCI or equity. Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted and as applicable at the reporting date, and any adjustment to tax payable in respect of previous years. Current taxes are recognized under 'Income tax payable' net of payments on account, or under 'Tax receivables' where there is a debit balance.

Deferred tax is recognized using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

Deferred tax is recognized in the statement of profit or loss except to the extent that it relates to items recognized directly in OCI or equity, in which case it is recognized in OCI or equity. A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. 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. Additional income taxes that arise from the distribution of dividends are recognized at the same time that the liability to pay the related dividend is recognized.

(13) Leases

(13.1) As Lessor

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases. For operating leases, rental income is recognized on a straight-line basis over the term of the relevant lease.

(13.2) As Lessee

The Company's lease asset classes primarily consist of leases for buildings. The Company assesses whether a contract contains a lease at the inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases) and low-value leases. For these short-term and low- value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities include these options when it is reasonably certain that they will be exercised.

ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates.

(14) Impairment of non-financial assets

The carrying amounts of the Company's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment considering the provisions of Ind AS 36 'Impairment of Assets'. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit is the higher of its fair value less costs to disposal and its value in use. In assessing value in use, the estimated future cash flows are 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 asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit", or "CGU").

An impairment loss is recognized if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognized in profit or loss. Impairment losses recognized in respect of CGUs are reduced from the carrying amounts of the assets of the CGU.

Impairment losses recognized in prior periods are assessed at each reporting date for any indications 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. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

(15) Dividends

Dividends and interim dividends payable to a Company's shareholders are recognized as changes in equity in the period in which they are approved by the shareholders' meeting and the Board of Directors respectively.

(16) Earnings per share

Basic earnings per equity share is computed by dividing the net profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the financial year. Diluted earnings per equity share is computed by dividing the net profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

(17) Statement of Cash Flows

Cash flow statement is prepared in accordance with the indirect method prescribed in Ind AS 7 'Statement of Cash Flows' for operating activities.

(18) Financial Instruments

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss ("FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in statement of profit and loss.

(18.1) Financial assets

On initial recognition, a financial asset is recognized at fair value. All recognized financial assets are subsequently measured in their entirety at either amortized cost or fair value through profit or loss (FVTPL) or fair value through other comprehensive income (FVOCI) depending on the classification of the financial assets.

Financial assets are not reclassified subsequent to their recognition, except if and in the period the Company changes its business model for managing financial assets.

Trade Receivables and Loans:

Trade receivables are initially recognized at fair value. Subsequently, these assets are held at amortized cost, using the effective interest rate (EIR) method net of any expected credit losses. The EIR is the rate that discounts estimated future cash income through the expected life of financial instrument.

Derecognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

Impairment of financial assets

Expected credit losses are recognized for all financial assets subsequent to initial recognition other than financials assets in FVTPL category.

ECL is the weighted-average of difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company 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 Company 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.
In respect of trade receivables, the Company applies the simplified approach of Ind AS 109, which requires measurement of loss allowance at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

For financial assets other than trade receivables, as per Ind AS 109, the Company recognises 12 month expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. The Company 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.

(18.2) Financial liabilities and equity instruments

Classification as equity

Equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

"An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognized at the proceeds received, net of direct issue costs. "

Repurchase of the Company's own equity instruments is recognized and deducted directly in equity. No gain or loss is recognized in statement of profit and loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Financial liabilities

Financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit or loss. In case of trade payables, they are initially recognized at fair value and subsequently, these liabilities are held at amortised cost, using the effective interest method. All financial liabilities are subsequently measured at amortized cost using the effective interest method.

Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognized in the Statement of Profit and Loss. Interest expense are included in the 'Finance costs' line item. The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period.

The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Derecognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired.

Derivative financial instruments

The Company uses forwards to mitigate the risk of changes in interest rates, exchange rates and commodity prices. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are also subsequently measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to Statement of Profit and Loss.

(19) Segment Reporting

Operating segments are those components of the business whose operating results are regularly reviewed by the chief operating decision making body in the Company to make decisions for performance assessment and resource allocation. The company is primarily involved in manufacturing and trading of Electrical Transformers, CRGO, Electrical Accessories and other related items and is also involved in execution of EPC contracts involving Electrical Items. The main business of the Company is of manufacturing and sales of Electrical Transformers, CRGO and other electrical accessories. All other activities of the Company revolve around the main business and the chief operating decision making body in the company reviews the same as only one segment i.e. related to power. Therefore, there is only one reportable segment. Further, there are no reportable geographic segments.

(20) Operating Cycle

Based on the nature of products/activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

Recent Accounting Pronouncements

The 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. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

Major Estimates made in preparing Financial Statements

1. Useful life of property, plant and equipment and intangible assets

The estimated useful life of property, plant and equipment is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors (such as the stability of the industry and known technological advances) and the level of maintenance expenditures required to obtain the expected future cash flows from the asset.

Useful life of the assets other than Plant and machinery are in accordance with Schedule II of the Companies Act, 2013.

The Company reviews at the end of each reporting date the useful life of property, plant and equipment, and are adjusted prospectively, if appropriate. Intangible assets are amortised over a period of estimated useful life as determined by the management.

2. Post-employment benefit plans

Employee benefit obligations are measured on the basis of actuarial assumptions which include mortality and withdrawal rates as well as assumptions concerning future developments in discount rates, the rate of salary increases and the inflation rate. The Company considers that the assumptions used to measure its obligations are appropriate and documented. However, any changes in these assumptions may have a material impact on the resulting calculations.

3. Provisions and contingencies

The assessments undertaken in recognizing provisions and contingencies have been made in accordance with Ind AS 37, 'Provisions, Contingent Liabilities and Contingent Assets'. The evaluation of the likelihood of the contingent events has required best judgment by management regarding the probability of exposure to potential loss. Should circumstances change following unforeseeable developments, this likelihood could alter.

4. Allowance for credit losses on receivables

The Company determines the allowance for credit losses based on historical loss experience adjusted to reflect current and estimated future economic conditions. The Company considered current and anticipated future economic conditions relating to industries the Company deals with and the countries where it operates. In calculating expected credit loss, the Company has also considered credit reports and other related credit information for its customers to estimate the probability of default in future.

All amounts are in INR in Lakhs, except otherwise stated

3 Property, Plant & Equipment

As at 30th September 2024

Particulars	Gross Block				Depreciation				Net Block	
	As at 01.04.2024	Addition	Deletion	As at 30.09.2024	As at 01.04.2024	For the Period	Deletions	As at 30.09.2024	As at 30.09.2024	As at 31.03.2024
(A)Tangible Assets										
Own & Leasehold Land	1,750.37	-	-	1,750.37	-	-	-	-	1,750.37	1,750.37
Office Equipment	67.05	4.04	-	71.09	48.47	3.99	-	52.47	18.62	18.57
Computer	37.27	2.94	-	40.21	31.48	1.96	-	33.44	6.78	5.79
Factory Building	1,354.30	8.44	5.18	1,357.56	614.87	40.99	-	655.85	701.70	739.43
Furniture and Fixture	78.13	1.51	-	79.65	54.53	3.15	-	57.68	21.97	23.61
Plant and Machinery	3,557.71	239.56	1.48	3,795.79	2,365.23	161.98	1.47	2,525.75	1,270.05	1,192.48
Electrical Installations	21.93	2.12	-	24.05	17.64	0.62	-	18.27	5.78	4.28
Vehicles	441.48	25.74	6.78	460.44	232.70	33.71	6.36	260.04	200.40	208.78
CWIP - Plant & Machinery	155.38	-	155.38	-	-	-	-	-	-	155.38
CWIP - Building	6.61	86.37	-	92.97	-	-	-		92.97	6.61
Total….(A)	**7,470.23**	**370.73**	**168.82**	**7,672.13**	**3,364.92**	**246.40**	**7.83**	**3,603.49**	**4,068.64**	**4,105.30**
(B)Intangible Assets										
Computer Software	137.48	-	-	137.48	104.66	3.72	-	108.38	29.10	32.82
Intangible Asset Under Development	-	25.21	-	25.21	-	-	-	-	25.21	-
Total….(B)	**137.48**	**25.21**	**-**	**162.69**	**104.66**	**3.72**	**-**	**108.38**	**54.32**	**32.82**
Grand Total	**7,607.71**	**395.94**	**168.82**	**7,834.83**	**3,469.59**	**250.11**	**7.83**	**3,711.87**	**4,122.96**	**4,138.12**

As at 30th September 2024

CWIP	Capital-Work-in Progress (CWIP) / Intangible assets under development (ITAUD)				
	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	92.97	-	-	-	92.97
Intangible assets under development	25.21	-	-	-	25.21
Projects temporarily suspended	-	-	-	-	-

As at 31st March 2024

Particulars	Gross Block				Depreciation				Net Block	
	As at 01.04.2023	Addition	Deletion	As at 31.03.2024	As at 01.04.2023	For the year	Deletions	As at 31.03.2024	As at 31.03.2024	As at 31.03.2023
(A)Tangible Assets										
Own & Leasehold Land	1,378.19	372.18	-	1,750.37	-	-	-	-	1,750.37	1,378.19
Office Equipment	52.93	14.12	-	67.05	42.26	6.21	-	48.47	18.57	10.67
Computer	35.22	6.08	4.02	37.27	29.79	5.52	3.82	31.48	5.79	5.43
Factory Building	1,138.64	215.66	-	1,354.30	553.00	61.87	-	614.87	739.43	585.64
Furniture and Fixture	72.27	5.86	-	78.13	47.76	6.77	-	54.53	23.61	24.51
Plant and Machinery	3,312.00	248.37	2.66	3,557.71	2,116.48	249.26	0.50	2,365.23	1,192.48	1,195.52
Electrical Installations	20.15	1.78	-	21.93	16.38	1.26	-	17.64	4.28	3.77
Vehicles	329.40	131.26	19.18	441.48	183.60	67.32	18.22	232.70	208.78	145.80
CWIP - Plant & Machinery	-	155.38	-	155.38	-	-	-	-	155.38	-
CWIP - Building	-	6.61	-	6.61	-	-	-	-	6.61	-
Total….(A)	**6,338.80**	**1,157.29**	**25.86**	**7,470.23**	**2,989.27**	**398.20**	**22.55**	**3,364.92**	**4,105.30**	**3,349.52**
(B)Intangible Assets										
Computer Software	137.48	-	-	137.48	94.95	9.71	-	104.66	32.82	42.53
Total….(B)	**137.48**	**-**	**-**	**137.48**	**94.95**	**9.71**	**-**	**104.66**	**32.82**	**42.53**
Grand Total	**6,476.28**	**1,157.29**	**25.86**	**7,607.71**	**3,084.22**	**407.91**	**22.55**	**3,469.59**	**4,138.12**	**3,392.05**

As at 31st March 2024

CWIP	Capital-Work-in Progress (CWIP) / Intangible assets under development (ITAUD)				
	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	161.99	-	-	-	161.99
Intangible assets under development	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-

As at 31st March 2023

Particulars	Gross Block				Depreciation				Net Block	
	As at 01.04.2022	Addition	Deletion	As at 31.03.2023	As at 01.04.2022	For the year	Deletions	As at 31.03.2023	As at 31.03.2023	As at 31.03.2022
(A)Tangible Assets										
Own & Leasehold Land	1,378.19	-	-	1,378.19	-	-	-	-	1,378.19	1,378.19
Office Equipment	47.69	5.24	-	52.93	37.78	4.48	-	42.26	10.67	9.90
Computer	31.72	3.50	-	35.22	27.74	2.05	-	29.79	5.43	3.98
Factory Building	1,138.64	-	-	1,138.64	513.97	39.03	-	553.00	585.64	624.66
Furniture and Fixture	54.37	17.90	-	72.27	41.18	6.58	-	47.76	24.51	13.18
Plant and Machinery	3,080.59	232.02	0.62	3,312.00	1,865.26	251.36	0.14	2,116.48	1,195.52	1,215.33
Electrical Installations	18.70	1.45	-	20.15	15.21	1.17	-	16.38	3.77	3.49
Vehicles	241.29	116.24	28.13	329.40	153.28	54.79	24.46	183.60	145.80	88.01
CWIP - Plant and Machinery	38.68	-	38.68	-	-	-	-	-	-	38.68
Total….(A)	**6,029.86**	**376.35**	**67.42**	**6,338.79**	**2,654.43**	**359.45**	**24.61**	**2,989.27**	**3,349.52**	**3,375.43**
(B)Intangible Assets										
Computer Software	137.48	-	-	137.48	82.23	12.72	-	94.95	42.52	55.24
Total….(B)	**137.48**	**-**	**-**	**137.48**	**82.23**	**12.72**	**-**	**94.95**	**42.52**	**55.24**
Grand Total	**6,167.33**	**376.35**	**67.42**	**6,476.27**	**2,736.66**	**372.17**	**24.61**	**3,084.22**	**3,392.04**	**3,430.67**

As at 31st March 2023

Capital-Work-in Progress (CWIP) / Intangible assets under development (ITAUD)					
CWIP	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	-	-	-	-	-
Intangible assets under development	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-

As at 31st March 2022

Particulars	Gross Block				Depreciation				Net Block	
	As at 01.04.2021	Addition	Deletion	As at 31.03.2022	As at 01.04.2021	For the year	Deletions	As at 31.03.2022	As at 31.03.2022	As at 31.03.2021
(A)Tangible Assets										
Own & Leasehold Land	1,378.19	-	-	1,378.19	-	-	-	-	1,378.19	1,378.19
Office Equipment	40.68	7.23	0.22	47.69	33.44	4.35	-	37.78	9.90	7.24
Computer	28.29	3.43	-	31.72	23.61	4.13	-	27.74	3.98	4.68
Factory Building	1,134.11	4.53	-	1,138.64	472.41	41.57	-	513.97	624.66	661.70
Furniture and Fixture	53.36	1.00	-	54.37	36.97	4.21	-	41.18	13.18	16.39
Plant and Machinery	2,745.64	334.95	-	3,080.59	1,627.42	237.84	-	1,865.26	1,215.33	1,118.22
Electrical Installations	18.70	-	-	18.70	14.07	1.14	-	15.21	3.49	4.62
Vehicles	245.69	44.86	49.26	241.29	163.90	32.07	42.68	153.28	88.01	81.79
Solar Rooftop At Road No.1C	8.83	-	8.83	-	-	-	-	-	-	8.83
CWIP - Plant and Machinery	-	38.68	-	38.68	-	-	-	-	38.68	-
Total….(A)	**5,653.50**	**434.68**	**58.31**	**6,029.86**	**2,371.81**	**325.30**	**42.68**	**2,654.43**	**3,375.43**	**3,281.68**
(B)Intangible Assets										
Computer Software	137.48	-	-	137.48	65.55	16.69	-	82.23	55.24	71.93
Total….(B)	**137.48**	**-**	**-**	**137.48**	**65.55**	**16.69**	**-**	**82.23**	**55.24**	**71.93**
Grand Total	**5,790.97**	**434.68**	**58.31**	**6,167.33**	**2,437.36**	**341.99**	**42.68**	**2,736.66**	**3,430.67**	**3,353.61**

As at 31st March 2022

Capital-Work-in Progress (CWIP) / Intangible assets under development (ITAUD)					
CWIP	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	38.68	-	-	-	38.68
Intangible assets under development	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-

All amounts are in INR in Lakhs, except otherwise stated

4 Other Financial Assets

Particulars	As at 30th September 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Security Deposits	193.01	130.08	185.30	107.68
Deposits pledged against Bank Guarantee & LC	1,056.31	835.28	607.62	1,351.24
Total	**1,249.32**	**965.36**	**792.92**	**1,458.92**

5 Other Non Current Assets

Particulars	As at 30th September 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Advances for Capital Goods	135.87	6.13	30.22	-
Total	**135.87**	**6.13**	**30.22**	**-**

6 Deferred Tax Asset (Net)

Particulars	As at 30th September 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Deferred Tax Assets, on account of				
Expenses deductible on payment basis	76.79	79.88	77.09	87.41
Expected Credit Loss	171.84	168.96	111.59	68.65
Deferred Tax Liabilities, on account of				
Property, Plant & Equipment and Intangible Assets	-0.04	18.59	35.10	33.44
Deffered Tax on OCI	-5.26	2.26	0.60	4.77
Net Deferred Tax Asset	**253.93**	**227.99**	**152.97**	**117.85**

7 Inventories

Particulars	As at 30th September 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Valued at lower of cost or Net Realisable value				
Raw Material including Consumables	12,739.01	5,496.29	4,383.35	9,020.12
Finished Goods	2,688.17	2,758.06	3,728.52	1,413.73
Scrap	47.55	36.95	75.86	54.85
Total	**15,474.73**	**8,291.30**	**8,187.73**	**10,488.70**

9 Cash & Cash Equivalents

Particulars	As at 30th September 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Cash on Hand	8.23	7.53	4.82	8.57
Balance with Banks	45.37	6.24	2.91	139.53
Deposits with original maturity of less than three months	157.20	665.00	-	-
Total	**210.80**	**678.76**	**7.73**	**148.10**

10 Bank Balances other than cash and cash equivalent

Particulars	As at 30th September 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Balances with banks				
Deposits with original maturity of more than three months	25.91	25.19	63.01	130.69
Total	**25.91**	**25.19**	**63.01**	**130.69**

11 Other Current Financial Assets

Particulars	As at 30th September 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Accrued Interest	15.50	24.04	1.54	1.46
Total	**15.50**	**24.04**	**1.54**	**1.46**

12 Other Current Assets

Particulars	As at 30th September 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Advance Paid to Vendors	848.24	1,163.35	505.05	403.80
Advance to Staff	29.53	27.08	10.91	24.88
Other Advances	-	36.42	12.43	0.60
Prepaid Expenses	133.58	113.69	52.41	6.06
Other Receivables	19.75	24.39	2.49	76.85
Balance with Revenue Authorities	894.77	97.84	170.88	199.19
Total	**1,925.87**	**1,462.77**	**754.17**	**711.39**

13 Equity Share Capital

Particulars	As at 30th September 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Authorised				
3,00,00,000 shares @ Rs. 10/- each (Previous Year 1,75,00,000 shares @ Rs. 10/- each)	3,000.00	1,750.00	1,750.00	1,750.00
Issued, Subscribed and Fully Paid Up				
2,05,00,000 shares @ Rs. 10/- each (Previous Year 1,45,00,000 shares @ Rs. 10/- each)	2,050.00	1,450.00	1,450.00	1,450.00
Total	**2,050.00**	**1,450.00**	**1,450.00**	**1,450.00**

(a) The reconciliation of the Number of Equity Shares Outstanding:

Particulars	As at 30th September 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
	No. of Shares	No. of Shares	No. of Shares	No. of Shares
Shares outstanding at the beginning of the year	1,45,00,000	1,45,00,000	1,45,00,000	1,45,00,000
Add: Shares issued during the year	60,00,000	-	-	-
Shares outstanding at the end of the year	**2,05,00,000**	**1,45,00,000**	**1,45,00,000**	**1,45,00,000**

(b) Rights, preferences and restrictions attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10/- per share. Each shareholder is entitled to one vote per equity share. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholder.

No member shall be entitled to exercise any voting rights either personally or by proxy at any meeting of the company in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the company has, and has exercised, any right of lien.

(c) The Board of Directors of Mangal Electrical Industries Limited (MEIL) (formerly known as Mangal Electrical Industries Private Limited, at its meeting held on April 05, 2024, had considered and approved a merger of Dynamic Powertech Private Limited (DPPL) and Mangal Electrical Industries Limited (MEIL) (formerly known as Mangal Electrical Industries Private Limited) by way of scheme of arrangement.

The Board Of Directors had approved a merger ratio of 12 equity shares of ₹10/- each fully paid-up of Mangal Electrical Industries Limited (MEIL) (formerly known as Mangal Electrical Industries Private Limited) for every 1 equity share of ₹10/- each fully paid-up held by the shareholders of Dynamic Powertech Private Limited(DPPL).

The Jaipur Bench of the National Company Law Tribunal (NCLT), through its order dated April 05, 2024 has approved the scheme with the appointed date of the merger being April 1, 2023.

Further, the authorised capital was increased during the half year ended 30th September, 2024 and the shareholders of Dynamic Powertech Private Limited were issued 60,00,000 shares having Face Value of Rs. 10/- each in Mangal Electrical Industries Limited (formerly known as Mangal Electrical Industries Private Limited) on 10th May, 2024.

(d) Details of Equity Shareholders holding more than 5% shares in the Company:

Name of Shareholder	Equity Shares			
	As at 30th September 2024		As at 31st March 2024	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Rahul Mangal	84,22,500	41.09%	75,22,500	51.88%
Saroj Mangal	58,15,000	28.37%	58,15,000	40.10%
Ashish Mangal	40,32,500	19.67%	10,32,500	7.12%
Aniketa Mangal	21,00,000	10.24%	-	-

Name of Shareholder	Equity Shares			
	As at 31st March 2023		As at 31st March 2022	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Rahul Mangal	75,22,500	51.88%	75,22,500	51.88%
Saroj Mangal	58,15,000	40.10%	58,15,000	40.10%
Ashish Mangal	10,32,500	7.12%	10,32,500	7.12%

Shares held by promoters at the end of the year 30th September 2024			
Promoter Name	No. of Shares	% of total shares	% Change during the period
Rahul Mangal	84,22,500	41.09%	-10.79%
Saroj Mangal	58,15,000	28.37%	-11.74%
Ashish Mangal	40,32,500	19.67%	12.55%
Aniketa Mangal*	21,00,000	10.24%	10.24%
Total	**2,03,70,000**		

Shares held by promoters at the end of the year 31st March 2024			
Promoter Name	**No. of Shares**	**% of total shares**	**% Change during the year**
Rahul Mangal	75,22,500	51.88%	0.00%
Saroj Mangal	58,15,000	40.10%	0.00%
Ashish Mangal	10,32,500	7.12%	0.00%
Meenakshi Mangal*	32,500	0.22%	0.00%
Shalu Mangal*	30,000	0.21%	0.00%
Total	**1,44,32,500**		

Shares held by promoters at the end of the year 31st March 2023			
Promoter Name	**No. of Shares**	**% of total shares**	**% Change during the year**
Rahul Mangal	75,22,500	51.88%	0.00%
Saroj Mangal	58,15,000	40.10%	0.00%
Ashish Mangal	10,32,500	7.12%	0.00%
Meenakshi Mangal*	32,500	0.22%	0.00%
Shalu Mangal*	30,000	0.21%	0.00%
Total	**1,44,32,500**		

Shares held by promoters at the end of the year 31st March 2022			
Promoter Name	**No. of Shares**	**% of total shares**	**% Change during the year**
Rahul Mangal	75,22,500	51.88%	0.00%
Saroj Mangal	58,15,000	40.10%	0.00%
Ashish Mangal	10,32,500	7.12%	0.00%
Meenakshi Mangal*	32,500	0.22%	0.00%
Shalu Mangal*	30,000	0.21%	0.00%
Total	**1,44,32,500**		

* The disclosure of promoters shareholding is prepared based on identified promoters as on the date of signing of these restated financial statements. Accordingly, for the Half Year ended 30th September, 2024, Shalu Mangal and Meenakshi Mangal ceased to be as promoters and Aniketa Mangal is introduced as promoter pursuant to merger with Dynamic Powertech Private Limited.

e) Shares allotted pursuant

During the year ended March, 2024 there were addition in Assets and Liabilities due to amalgamation with commonly controlled entity Dynamic Powertech Private Limited. Pursuant to NCLT order dated 5th April, 2024, the Board at its meeting held on 10th May, 2024 has allotted 60,00,000 equity shares of Rs. 10 each to the below mentioned equity shareholders of Dynamic Powertech Private Limited:

Name of Share Holder	No. of Shares
Rahul Mangal	9,00,000
Aniketa Mangal	21,00,000
Ashish Mangal	30,00,000

14 Other Equity

Other Equity as at 30th September 2024

Particulars	Retained Earnings	Total
Balance at the beginning of the reporting period 1st April 2024	9,448.76	**9,448.76**
Other Comprehensive Income for the period	-15.64	**-15.64**
Profit for the Period	1,973.27	**1,973.27**
Any other changes (to be specified)	-	-
Balance at the end of the reporting period 30th September 2024	**11,406.39**	**11,406.39**

Other Equity as at 31st March 2024

Particulars	Retained Earnings	Total
Balance at the beginning of the reporting period 1st April 2023	7,347.16	**7,347.16**
Other Comprehensive Income for the year	6.74	**6.74**
Profit for the Year	2,094.86	**2,094.86**
Any other changes (to be specified)	-	-
Balance at the end of the reporting period 31st March 2024	**9,448.76**	**9,448.76**

Other Equity as at 31st March 2023

Particulars	Retained Earnings	Total
Balance at the beginning of the reporting period 1st April 2022	4,871.55	**4,871.55**
Other Comprehensive Income for the year	1.80	**1.80**
Profit for the Year	2,473.82	**2,473.82**
Any other changes (to be specified)	-	**-**
Balance at the end of the reporting period 31st March 2023	**7,347.16**	**7,347.16**

Other Equity as at 31st March 2022

Particulars	Retained Earnings	Total
Balance at the beginning of the reporting period 1st April 2021	3,937.86	**3,937.86**
Other Comprehensive Income for the year	14.16	**14.16**
Profit for the Year	919.52	**919.52**
Any other changes (to be specified)	-	**-**
Balance at the end of the reporting period 31st March 2022	**4,871.55**	**4,871.55**

15 Share Capital pending for allotment pursuant to merger

Particulars	As at 30th September 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Share Capital pending for allotment pursuant to merger* (60,00,000 Equity Shares of Rs 10 Each)	-	600.00	600.00	600.00
Total	**-**	**600.00**	**600.00**	**600.00**

* Refer SOCE

16 Borrowings

Particulars	As at 30th September 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Non-Current:				
Secured				
Term Loans	2,067.91	2,496.23	3,001.88	2,853.96
Home Loan	39.95	42.63	47.59	52.55
Vehicle Loans	91.15	149.11	105.73	49.99
	2,199.01	**2,687.97**	**3,155.20**	**2,956.49**
Less: Current Maturity of Long Term Debts	-775.67	-861.81	-792.08	-695.12
	1,423.33	**1,826.16**	**2,363.12**	**2,261.37**
Secured Loans under ECLGS	10.18	93.61	325.15	571.10
Less: Current Maturity of Long Term Debts	-7.44	-63.66	-108.33	-88.78
	2.74	**29.96**	**216.82**	**482.32**
Unsecured Loans				
Loans from Related Parties	-	-	1,144.99	2,091.79
Other Loan (Inter Corporate Loan)	-	-	675.34	886.29
Total	**1,426.07**	**1,856.12**	**4,400.28**	**5,721.77**
Current:				
Secured				
Working Capital Loans	4,274.42	2,292.04	3,290.63	3,197.95
Current Maturities of Long Term Debts	783.12	925.47	900.41	783.90
Buyers Credit	-	-	213.81	-
Unsecured Loans				
Loans from Related Parties	595.63	668.28	87.17	1,228.95
Other loans (Inter corporate Loan)	-	494.23	771.54	970.00
Supplier Finance Arrangement (TReDS)	3,999.73	2,975.84	-	-
Total	**9,652.88**	**7,355.87**	**5,263.56**	**6,180.80**

17 Other Financial Liabilities

Particulars	As at 30th September 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Interest Accrued but not due on Borrowings	12.49	15.37	17.57	14.56
Creditors for Capital Goods	55.41	23.37	23.37	-
Employees Payable	158.09	157.13	101.29	94.10
Total	**225.98**	**195.88**	**142.23**	**108.66**

18 Provisions

Particulars	As at 30th September 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Non-Current:				
Provision for Employee Benefits:				
Gratuity	103.60	73.62	61.66	51.45
Provision - Others				
Warranty Expense	141.59	124.16	121.24	157.41
Total	**245.19**	**197.78**	**182.90**	**208.86**
Current:				
Provision for Employee Benefits:				
Provision for Bonus	16.59	26.76	19.50	25.81
Provision for Gratuity	17.86	11.99	10.10	4.74
Leave Encashment Payable	22.66	19.82	14.38	11.74
Provision - Others				
Warranty Expense	23.70	64.83	79.42	96.13
CSR Expense	12.24	-	-	-
Total	**93.05**	**123.40**	**123.40**	**138.43**

20 Other Current Liabilities

Particulars	As at 30th September 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Advance from Customers	312.53	310.79	132.63	309.64
Statutory dues payable	38.08	60.61	104.57	133.95
Other Current Liabilities	723.40	212.68	139.61	232.22
Total	**1,074.01**	**584.08**	**376.81**	**675.81**

21 Current Tax Liabilities

Particulars	As at 30th September 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Income Tax Provision (Net of Advance Tax/TDS/TCS)	373.86	217.54	254.82	21.43
Total	**373.86**	**217.54**	**254.82**	**21.43**

MANGAL ELECTRICAL INDUSTRIES LIMITED
(formerly known as Mangal Electrical Industries Private Limited)
CIN:-U31909RJ2008PLC026255
Annexure VI - Notes to Restated Financial Statements
All amounts are in INR in Lakhs, except otherwise stated
a) Details of Secured Loans of Term Loan as at 30th September 2024

S.No	Nature of Loan	Name of Bank/ NBFC	Year of Sanction	Amount Outstanding	Terms of Repayment	Nature of Security
1	Term Loan	SIDBI	2019	9.35	60 months including moratorium of 6 months, comprising first 53 instalments of Rs 185000 and last 1 instalment of Rs 195000 Lakhs beginning from September 2020 . Instalments started late because of Covid moratorium	1. First charge on Plant and Machinery is with SIDBI and Second Charge will be with HDFC Bank and Yes Bank. 2. Pari Pasu as per their Multiple Banking Agreement on following properties mentioned below :- (a) Industrial Property situated at E-40 - 46 & 46A at Industrial Area SKS Reengus, Sikar. (b) Immovable Property situated at Plot No C-61A Road No VKIA - 1C, C-61B Road No 1C VKIA, Plot No E-54, Road No 6 VKIA, Jaipur. (c) Residential Property (land only) situated at C-72 Road No 1-D, VKIA, Jaipur. 3. First Charge on Current assets will be with Yes Bank and HDFC Bank and Second charge will be with SIDBI.
2	Term Loan	SIDBI	2018	106.01	72 months including moratorium of 12 months, comprising first 12 instalments of Rs 2 Lakhs, next 12 instalments of 5 Lakhs, next 12 instalments of Rs 7 lac, next 12 instalments of Rs 9 Lakhs, next 12 instalments of Rs 11 lac, next 11 instalments of Rs. 15 Lakhs and last instalment of 16 Lakhs beginning from April 2019	
3	Term Loan	SIDBI	2021	42.50	60 months including moratorium of 6 months, comprising 54 monthly instalments of Rs 250000 beginning from September 2021 .	
4	Term Loan	SIDBI	2021	190.41	36 monthly instalment after moratorium period of 24 months from the date of disbursement of the loan	
5	Term Loan	SIDBI	2022	47.19	54 monthly instalment after moratorium period of 6 months from the date of disbursement of the loan	
6	Term Loan	SIDBI	2023	221.27	64 months including 4 month moratorium period, comprising 60 monthly instalments of Rs 500000 beginning from July, 2023 .	
7	Term Loan	SIDBI	2023	264.52	84 months including 6 month moratorium period, comprising 78 monthly instalments of Rs 450000 beginning from March, 2023 .	
8	Corporate Home Loan	HDFC Bank	2015	39.59	180 monthly instalment of Rs 80138 each including principal and interest	Equitable Mortgage of Flat No 103, SDC, Gateway, Bani Park, Jaipur. Flat is in the name of M/s Mangal Electrical Industries Limited.
9	Vehicle Loan	HDFC Bank	2023	8.51	39 Month instalment of Rs 59772.00	Hypothecation of Concerned Vehicle.
10	Vehicle Loan	HDFC Bank	2023	21.61	39 Month instalment of Rs 88517.00	Hypothecation of Concerned Vehicle.
11	Vehicle Loan	HDFC Bank	2023	38.98	48 month instalment of Rs.123596.00	Hypothecation of Concerned Vehicle.
12	Vehicle Loan	ICICI Bank	2023	6.31	36 month instalment of Rs.28824.00	Hypothecation of Concerned Vehicle.
13	Vehicle Loan	ICICI Bank	2023	15.25	36 month instalment of Rs.69796.00	Hypothecation of Concerned Vehicle.
14	Term Loan	HDFC Bank	2022	120.56	120 months	Industrial Property situated at B-308, Road No. 16, VKI Area, Jaipur
15	Term Loan	HDFC Bank	2023	637.37	56 month instalment of Rs.337459.00	Industrial Property in the name of Mangal Powertech Pvt Ltd situated at Plot No. - B-145 ,B146,,B147 B147A Industrial Area, Ajeetgarh, Sikar.
16	Term Loan	HDFC Bank	2023	117.97	48 month instalment of Rs.210121.00	
17	Term Loan	HDFC Bank	2023	60.93	42 month instalment of Rs.792476.00	
18	Term Loan	HDFC Bank	2020	192.34	72 monthly instalments including moratorium of 6 months , monthly instalment including interest of Rs. 1054107.00	1. Pari Pasu as per their Multiple Banking Agreement on following properties mentioned below :- (a) Industrial Property situated at E-40 - 46 & 46A at Industrial Area SKS Reengus, Sikar. (b) Immovable Property situated at Plot No C-61A Road No VKIA - 1C, C-61B Road No 1C VKIA, Plot No E-54, Road No 6 VKIA, Jaipur. (c) Residential Property (land only) situated at C-72 Road No 1-D, VKIA, Jaipur.
19	Term Loan	HDFC Bank	2023	0.99	42 monthly instalment including moratorium of 4 months, monthly instalment of Rs 311373 including interest and principal	
20	Term Loan	HDFC Bank	2023	5.01	30 monthly instalment monthly instalment of Rs 153855	
21	Term Loan	HDFC Bank	2023	52.35	37 monthly instalment including moratorium period of 16, monthly instalment of Rs 537333 from December 2023	

b) Details of Secured Loans of ECLGS as at 30th September 2024

S.No	Nature of Loan	Name of Bank/ NBFC	Year of Sanction	Amount Outstanding	Terms of Repayment	Nature of Security
1	Term Loan - ECLGS	SIDBI	2020	2.74	48 months including moratorium of 12 months, comprising 36 instalments of Rs 273500. beginning from November 2021	Govt Guarantee vide ECLGS Scheme issued by NCGTC, second charge over the assets mentioned above
2	Term Loan - ECLGS	HDFC Bank	2020	7.44	48 monthly instalment including moratorium of 12 months, monthly instalment of Rs 283333.33	Govt Guarantee vide ECLGS Scheme issued by NCGTC, second charge over the assets mentioned above

c) Details of Secured Loans of Cash Credit as at 30th September 2024

<table>
<tr><th>S.No</th><th>Nature of Loan</th><th>Name of Bank/ NBFC</th><th>Year of Sanction</th><th>Amount Outstanding</th><th>Terms of Repayment</th><th>Nature of Security</th></tr>
<tr><td>1</td><td>Working Capital</td><td>HDFC Bank</td><td>2020</td><td>1,762.09</td><td rowspan="3">-</td><td>1. First Charge on Plant and Machinery is with SIDBI and Second Charge will be with HDFC Bank and Yes Bank.
2. Pari Pasu as per their Multiple Banking Agreement on following properties mentioned below :-
(a) Industrial Property situated at E-40 - 46 & 46A at Industrial Area SKS Reengus, Sikar.
(b) Immovable Property situated at Plot No C-61A Road No VKIA - 1C, C-61B Road No 1C VKIA, Plot No E-54, Road No 6 VKIA, Jaipur.
(c) Residential Property (land only) situated at C-72 Road No 1-D, VKIA, Jaipur.
3. First Charge on Current assets will be with Yes Bank and HDFC Bank and Second charge will be with SIDBI.</td></tr>
<tr><td>2</td><td>Working Capital</td><td>SBI</td><td>2024</td><td>2,182.34</td><td rowspan="2">Hypothecation is under process after limits got taken over from Yes bank in July’2024.</td></tr>
<tr><td>3</td><td>Working Capital</td><td>SBI</td><td>2024</td><td>330.00</td></tr>
</table>

MANGAL ELECTRICAL INDUSTRIES LIMITED
(formerly known as Mangal Electrical Industries Private Limited)
CIN:-U31909RJ2008PLC026255
Annexure VI - Notes to Restated Financial Statements
All amounts are in INR in Lakhs, except otherwise stated
a) Details of Secured Loans of Term Loan as at 31st March 2024

S.No	Nature of Loan	Name of Bank/ NBFC	Year of Sanction	Amount Outstanding	Terms of Repayment	Nature of Security
1	Term Loan	SIDBI	2019	7.50	60 months including moratorium of 6 months, comprising first 53 instalments of Rs 185000 and last 1 instalment of Rs 195000 Lakhs beginning from September 2019 .	1. First charge on Plant and Machinery is with SIDBI and Second Charge will be with HDFC Bank and Yes Bank. 2. Pari Pasu as per their Multiple Banking Agreement on following properties mentioned below :- (a) Industrial Property situated at E-40 - 46 & 46A at Industrial Area SKS Reengus, Sikar. (b) Immovable Property situated at Plot No C-61A Road No VKIA - 1C, C-61B Road No 1C VKIA, Plot No E-54, Road No 6 VKIA, Jaipur. (c) Residential Property (land only) situated at C-72 Road No 1-D, VKIA, Jaipur. 3. First Charge on Current assets will be with Yes Bank and HDFC Bank and Second charge will be with SIDBI.
2	Term Loan	SIDBI	2019	20.45	60 months including moratorium of 6 months, comprising first 53 instalments of Rs 185000 and last 1 instalment of Rs 195000 Lakhs beginning from September 2020 . Instalments started late because of Covid moratorium	
3	Term Loan	SIDBI	2018	192.00	72 months including moratorium of 12 months, comprising first 12 instalments of Rs 2 Lakhs, next 12 instalments of 5 Lakhs, next 12 instalments of Rs 7 lac, next 12 instalments of Rs 9 Lakhs, next 12 instalments of Rs 11 Lakhs, next 11 instalments of Rs. 15 Lakhs and last instalment of 16 Lakhs beginning from April 2019	
4	Term Loan	SIDBI	2021	57.50	60 months including moratorium of 6 months, comprising 54 monthly instalments of Rs 250000 beginning from September 2021 .	
5	Term Loan	SIDBI	2021	236.00	36 monthly instalment after moratorium period of 24 months from the date of disbursement of the loan	
6	Term Loan	SIDBI	2022	57.39	54 monthly instalment after moratorium period of 6 months from the date of disbursement of the loan	
7	Term Loan	SIDBI	2023	252.75	64 months including 4 month moratorium period, comprising 60 monthly instalments of Rs 500000 beginning from July, 2023 .	
8	Term Loan	SIDBI	2023	291.50	84 months including 6 month moratorium period, comprising 78 monthly instalments of Rs 450000 beginning from March, 2023 .	
9	Corporate Home Loan	HDFC Bank	2015	42.63	180 monthly instalment of Rs 80138 each including principal and interest	Equitable Mortgage of Flat No 103, SDC, Gateway, Bani Park, Jaipur. Flat is in the name of M/s Mangal Electrical Industries Limited.
10	Vehicle Loan	HDFC Bank	2023	11.69	39 Monthly instalment of Rs 59772.00	Hypothecation of Concerned Vehicle.
11	Vehicle Loan	HDFC Bank	2023	25.86	39 Monthly instalment of Rs 88517.00	Hypothecation of Concerned Vehicle.
12	Vehicle Loan	HDFC Bank	2023	40.67	39 Monthly instalment of Rs 239326	Hypothecation of Concerned Vehicle.
13	Vehicle Loan	HDFC Bank	2023	44.54	48 Monthly instalment of Rs.123596.00	Hypothecation of Concerned Vehicle.
14	Vehicle Loan	ICICI Bank	2023	7.71	36 month instalment of Rs.28824.00	Hypothecation of Concerned Vehicle.
15	Vehicle Loan	ICICI Bank	2023	18.64	36 month instalment of Rs.69796.00	Hypothecation of Concerned Vehicle.
16	Term Loan	HDFC Bank	2020	175.77	72 monthly instalments including moratorium of 6 months , monthly instalment including interest of Rs. 1054107.00	Industrial Property situated at B-308, Road No. 16, VKI Area, Jaipur
17	Term Loan	HDFC Bank	2023	132.10	56 month instalment of Rs.337459.00	Industrial Property in the name of Mangal Powertech Pvt Ltd situated at Plot No. - B-145 ,B146,,B147 B147A Industrial Area, Ajeetgarh, Sikar.
18	Term Loan	HDFC Bank	2023	70.32	48 month instalment of Rs.210121.00	
19	Term Loan	HDFC Bank	2023	229.52	42 month instalment of Rs.792476.00	
20	Term Loan	HDFC Bank	2022	659.15	120 months	Flat No. 809, Bani Park, KK Tower under the name Meenakshi Mangal, Shop No. G-11,G-12, KK Tower, Bani Park under the name of Ashish Mangal & Rahul Mangal, G-1,2,3 VKI, Jaipur in the name of Aniketa Krishna International
21	Term Loan	HDFC Bank	2023	19.14	42 monthly instalment including moratorium of 4 months , monthly instalment of Rs 311373 including interest and principal	1. Pari Pasu as per their Multiple Banking Agreement on following properties mentioned below :- (a) Industrial Property situated at E-40 - 46 & 46A at Industrial Area SKS Reengus, Sikar. (b) Immovable Property situated at Plot No C-61A Road No VKIA - 1C, C-61B Road No 1C VKIA, Plot No E-54, Road No 6 VKIA, Jaipur. (c) Residential Property (land only) situated at C-72 Road No 1-D, VKIA, Jaipur.
22	Term Loan	HDFC Bank	2023	13.77	30 monthly instalment monthly instalment of Rs 153855	
23	Term Loan	HDFC Bank	2023	81.38	37 monthly instalment including moratorium period of 16, monthly instalment of Rs 537333 from December 2023	

b) Details of Secured Loans of ECLGS as at 31st March 2024

S.No	Nature of Loan	Name of Bank/ NBFC	Year of Sanction	Amount Outstanding	Terms of Repayment	Nature of Security
1	Term Loan - ECLGS	SIDBI	2020	19.15	48 months including moratorium of 12 months, comprising 36 instalments of Rs 273500. beginning from November 2021	Govt Guarantee vide ECLGS Scheme issued by NCGTC, second charge over the assets mentioned above
2	Term Loan - ECLGS	HDFC Bank	2020	25.85	48 monthly instalment including moratorium of 12 months, monthly instalment of Rs 283333.33	Govt Guarantee vide ECLGS Scheme issued by NCGTC, second charge over the assets mentioned above
3	Term Loan - ECLGS	SBI	2021	48.62	Monthly instalment of Rs 154427	Govt Guarantee vide ECLGS Scheme issued by NCGTC, second charge over the assets mentioned above

c) Details of Secured Loans of Cash Credit as at 31st March 2024

S.No	Nature of Loan	Name of Bank/ NBFC	Year of Sanction	Amount Outstanding	Terms of Repayment	Nature of Security
1	Working Capital	HDFC Bank	2020	1,402.82	-	1. First Charge on Plant and Machinery is with SIDBI and Second Charge will be with HDFC Bank and Yes Bank. 2. Pari Pasu as per their Multiple Banking Agreement on following properties mentioned below :- (a) Industrial Property situated at E-40 - 46 & 46A at Industrial Area SKS Reengus, Sikar. (b) Immovable Property situated at Plot No C-61A Road No VKIA - 1C, C-61B Road No 1C VKIA, Plot No E-54, Road No 6 VKIA, Jaipur. (c) Residential Property (land only) situated at C-72 Road No 1-D, VKIA, Jaipur. 3. First Charge on Current assets will be with Yes Bank and HDFC Bank and Second charge will be with SIDBI.
2	Working Capital	Yes Bank	2023	43.76	-	
3	Working Capital	SBI	2015	15.29	-	
4	Working Capital	Yes Bank	2023	830.17	-	

MANGAL ELECTRICAL INDUSTRIES LIMITED
(formerly known as Mangal Electrical Industries Private Limited)
CIN:-U31909RJ2008PLC026255
Annexure VI - Notes to Restated Financial Statements
All amounts are in INR in Lakhs, except otherwise stated
a) Details of Secured Loans of Term Loan as at 31st March 2023

S.No	Nature of Loan	Name of Bank/ NBFC	Year of Sanction	Amount Outstanding	Terms of Repayment	Nature of Security
1	Term Loan	SIDBI	2016	64.14	84 months including moratorium of 6 months, comprising first 77 instalments of Rs 1282000 and last 1 instalment of Rs 1286000 beginning from October 2016	1. First charge on Plant and Machinery is with SIDBI and Second Charge will be with HDFC Bank and Yes Bank. 2. Pari Pasu as per their Multiple Banking Agreement on following properties mentioned below :- (a) Industrial Property situated at E-40 - 46 & 46A at Industrial Area SKS Reengus, Sikar. (b) Immovable Property situated at Plot No C-61A Road No VKIA - 1C, C-61B Road No 1C VKIA, Plot No E-54, Road No 6 VKIA, Jaipur. (c) Residential Property (land only) situated at C-72 Road No 1-D, VKIA, Jaipur. 3. First Charge on Current assets will be with Yes Bank and HDFC Bank and Second charge will be with SIDBI.
2	Term Loan	SIDBI	2019	29.70	60 months including moratorium of 6 months, comprising first 53 instalments of Rs 185000 and last 1 instalment of Rs 195000 beginning from September 2019 .	
3	Term Loan	SIDBI	2019	42.65	60 months including moratorium of 6 months, comprising first 53 instalments of Rs 185000 and last 1 instalment of Rs 195000 beginning from September 2020 . Instalments started late because of Covid moratorium	
4	Term Loan	SIDBI	2016	1.31	84 months including moratorium of 6 months, comprising first 77 instalments of Rs 25600 and last instalment of 28800 beginning from October 2016	
5	Term Loan	SIDBI	2018	322.00	72 months including moratorium of 12 months, comprising first 12 instalments of Rs 2 lacs, next 12 instalments of 5 lacs, next 12 instalments of Rs 7 lac, next 12 instalments of Rs 9 lacs, next 12 instalments of Rs 11 lac, next 11 instalments of Rs. 15 lacs and last instalment of 16 lacs beginning from April 2019	
6	Term Loan	SIDBI	2021	87.50	60 months including moratorium of 6 months, comprising 54 monthly instalments of Rs 250000 beginning from September 2021 .	
7	Term Loan	SIDBI	2021	274.00	36 monthly instalment after moratorium period of 24 months from the date of disbursement of the loan	
8	Term Loan	SIDBI	2022	77.79	54 monthly instalment after moratorium period of 6 months from the date of disbursement of the loan	
9	Term Loan	SIDBI	2023	300.00	64 months including 4 month moratorium period, comprising 60 monthly instalments of Rs 500000 beginning from July, 2023 .	
10	Term Loan	SIDBI	2023	181.30	84 months including 6 month moratorium period, comprising 78 monthly instalments of Rs 450000 beginning from March, 2023 .	
11	Corporate Home Loan	HDFC Bank	2015	47.59	180 monthly instalment of Rs 80138 each including principal and interest	Equitable Mortgage of Flat No 103, SDC, Gateway, Bani Park, Jaipur. Flat is in the name of M/s Mangal Electrical Industries Limited.
12	Vehicle Loan	Axis Bank	2020	3.41	36 Monthly instalment of Rs 72333.00	Hypothecation of Concerned Vehicle.
13	Term Loan	Kotak Mahindra Bank	2020	286.62	78 monthly instalment of Rs 767275.00 including interest and principal	Equitable Mortgage of Industrial Property measuring 32000 sq mt. in the name of Mangal Powertech Pvt Ltdsituated at Plot No. - B-145 ,B146,,B147 B147A Industrial Area, , Ajeetgarh, Sikar. Personal Guarantee of Shalu Mangal, Saroj Mangal, Rahul Mangal, Meenakshi Mangal and Ashish Mangal and corporate guarantee of Mangal Powertech Pvt Ltd
14	Term Loan	Kotak Mahindra Bank	2020	87.50	83 monthly instalment of Rs 203476.00 including interest and principal	
15	Vehicle Loan	Axis Bank	2021	9.36	36 months	Hypothecation of Concerned Vehicle.
16	Vehicle Loan	Axis Bank	2021	9.88	36 months	Hypothecation of Concerned Vehicle.
17	Vehicle Loan	HDFC Bank	2023	17.68	39 Monthly instalment of Rs 59772.00	Hypothecation of Concerned Vehicle.
18	Term Loan	SBI	2021	30.46	12 Monthly Equal Instalment Rs 2,70,000.00 starting from the end of one year of Moratorium from the date of disbursement repayment starts from July, 2021	(a) First charge by way of hypothecation of over Plant & Machinery (present and future) of the company. (b) Equitable mortgage of factory land and building thereon, situated at Plot No. PA-Oll-008 B, in Mahindra World City (SEZ), Ajmer Road, Jaipur.
19	Term Loan	SBI	2022	56.03	36 Monthly Equal Instalment starting from the end of 24 months of Moratorium from the date of disbursement repayment starts from Sept, 2024	

20	Term Loan	HDFC Bank	2020	278.02	72 monthly instalments including moratorium of 6 months , monthly instalment including interest of Rs. 1054107.00	1. Primary Security - Book Debts, Fixed deposits and stock 2. Collateral Security - (a) Commercial, Counter & Personal Guarantee - Saroj Mangal, Meenakshi Mangal, Shalu Mangal, Rahul Mangal, Ashish Mangal, Opal Sharma, Mangal Powertech Private Limited and Aniketa Krishna International. (b) Equitable Mortgage on Immovable property - Plot No. E-40 to E-46, E-46A, Ind. Area SKS Reengus, C-61A, C-61B, E-54, RIICO VKI, Jaipur. (c) Equitable Mortgage of Industrial Property in the name of Mangal Powertech Pvt Ltd situated at Plot No. - B-145 ,B146,,B147 B147A Industrial Area, , Ajeetgarh, Sikar. (d) Equitable Mortgage of residential property Flat No. 809, Bani Park, KK Tower under the name Meenakshi Mangal, Shop No. G-11, KK Tower, Bani Park under the name of Ashish Mangal & Rahul Mangal. (e) Equitable Mortgage of Industrial property of G-4, VKI, Jaipur under the name of Aniketa Krishna International (f) Equitable mortgage of vacant plot C-72, VKI, Jaipur under the name of Rahul Mangal.
21	Term Loan	HDFC Bank	2022	699.73	120 months	
22	Term Loan	HDFC Bank	2022	65.41	39 Monthly Equal Instalment Rs 2,39,326.00 starting from the date of disbursement repayment starts from July 2022.	
23	Term Loan	HDFC Bank	2023	53.01	42 monthly instalment including moratorium of 4 months , monthly instalment of Rs 311373 including interest and principal	
24	Term Loan	HDFC Bank	2023	30.13	30 monthly instalment monthly instalment of Rs 153855	
25	Term Loan	HDFC Bank	2023	100.00	37 monthly instalment including moratorium period of 16, monthly instalment of Rs 537333 from December 2023	

b) Details of Secured Loans of ECLGS as at 31st March 2023

S.No	Nature of Loan	Name of Bank/ NBFC	Year of Sanction	Amount Outstanding	Terms of Repayment	Nature of Security
1	Term Loan - ECLGS	SIDBI	2020	51.97	48 months including moratorium of 12 months, comprising 36 instalments of Rs 273500. beginning from November 2021	Govt Guarantee vide ECLGS Scheme issued by NCGTC, second charge over the assets mentioned above
2	Term Loan - ECLGS	HDFC Bank	2020	60.21	48 monthly instalment including moratorium of 12 months, monthly instalment of Rs 283333.33	Govt Guarantee vide ECLGS Scheme issued by NCGTC, second charge over the assets mentioned above
3	Term Loan - ECLGS	Federal Bank	2023	62.98	29 monthly instalment monthly instalment of Rs 291946 from July 2022	Govt Guarantee vide ECLGS Scheme issued by NCGTC, second charge over the assets mentioned above
4	Term Loan - ECLGS	Kotak Mahindra Bank	2022	150.00	WCTL(GECL)-72 Months(including the 24 months moratorium period)	Govt Guarantee vide ECLGS Scheme issued by NCGTC, second charge over the assets mentioned above

c) Details of Secured Loans of Cash Credit as at 31st March 2023

S.No	Nature of Loan	Name of Bank/ NBFC	Year of Sanction	Amount Outstanding	Terms of Repayment	Nature of Security
1	Working Capital	HDFC Bank	2020	1,170.98	-	1. First Charge on Plant and Machinery is with SIDBI and Second Charge will be with HDFC Bank and Yes Bank. 2. Pari Pasu as per their Multiple Banking Agreement on following properties mentioned below :- (a) Industrial Property situated at E-40 - 46 & 46A at Industrial Area SKS Reengus, Sikar. (b) Immovable Property situated at Plot No C-61A Road No VKIA - 1C, C-61B Road No 1C VKIA, Plot No E-54, Road No 6 VKIA, Jaipur. (c) Residential Property (land only) situated at C-72 Road No 1-D, VKIA, Jaipur. 3. First Charge on Current assets will be with Yes Bank and HDFC Bank and Second charge will be with SIDBI.
2	Working Capital	Federal Bank	2020	1,235.68	-	
3	Working Capital	HDFC Bank	2020	175.86	-	
4	Working Capital	HDFC Bank	2023	332.95	-	
5	Working Capital	SBI	2022	255.41	-	(a) First charge by way of hypothecation of company's entire current assets (present & future) including raw material, stock-in-process finished goods, semi finished goods, stores, spares, book debts and other current assets. (b) First charge by way of hypothecation of over fixed assets (present and future) of the company. (c) Equitable mortgage of factory land and building thereon, situated at Plot No. PA-011-OO8B, in Mahindra World City (SEZ), Ajmer Road, Jaipur.
6	Working Capital	SBI	2022	119.76		
7	Working Capital	SBI	2022	213.81		

MANGAL ELECTRICAL INDUSTRIES LIMITED
(formerly known as Mangal Electrical Industries Private Limited)
CIN:-U31909RJ2008PLC026255
Annexure VI - Notes to Restated Financial Statements
All amounts are in INR in Lakhs, except otherwise stated
a) Details of Secured Loans of Term Loan as at 31st March 2022

S.No	Nature of Loan	Name of Bank/ NBFC	Year of Sanction	Amount Outstanding	Terms of Repayment	Nature of Security
1	Term Loan	SIDBI	2016	217.98	84 months including moratorium of 6 months, comprising first 77 instalments of Rs 1282000 and last 1 instalment of Rs 1286000 lacs beginning from October 2016	1. First charge on Plant and Machinery is with SIDBI and Second Charge will be with HDFC Bank and Yes Bank. 2. Pari Pasu as per their Multiple Banking Agreement on following properties mentioned below :- (a) Industrial Property situated at E-40 - 46 & 46A at Industrial Area SKS Reengus, Sikar. (b) Immovable Property situated at Plot No C-61A Road No VKIA - 1C, C-61B Road No 1C VKIA, Plot No E-54, Road No 6 VKIA, Jaipur. (c) Residential Property (land only) situated at C-72 Road No 1-D, VKIA, Jaipur. 3. First Charge on Current assets will be with Yes Bank and HDFC Bank and Second charge will be with SIDBI.
2	Term Loan	SIDBI	2019	51.90	60 months including moratorium of 6 months, comprising first 53 instalments of Rs 185000 and last 1 instalment of Rs 195000 lacs beginning from September 2019 .	
3	Term Loan	SIDBI	2019	64.85	60 months including moratorium of 6 months, comprising first 53 instalments of Rs 185000 and last 1 instalment of Rs 195000 lacs beginning from September 2020 . Instalments started late because of Covid moratorium	
4	Term Loan	SIDBI	2016	4.38	84 months including moratorium of 6 months, comprising first 77 instalments of Rs 25600 and last instalment of 28800 lacs beginning from October 2016	
5	Term Loan	SIDBI	2018	428.00	72 months including moratorium of 12 months, comprising first 12 instalments of Rs 2 lacs, next 12 instalments of 5 lacs, next 12 instalments of Rs 7 lac, next 12 instalments of Rs 9 lacs, next 12 instalments of Rs 11 lac, next 11 instalments of Rs. 15 lacs and last instalment of 16 lacs beginning from April 2019	
6	Term Loan	SIDBI	2021	117.50	60 months including moratorium of 6 months, comprising 54 monthly instalments of Rs 250000 beginning from September 2021 .	
7	Term Loan	SIDBI	2021	274.00	36 monthly instalment after moratorium period of 24 months from the date of disbursement of the loan	
8	Term Loan	SIDBI	2022	91.39	54 monthly instalment after moratorium period of 6 months from the date of disbursement of the loan	First Charge in favor of SIDBI on all the assets of including plant and machinery, equipment, tools, accessories, structures etc., financed under the project of 270 kW solar rooftop panels installed/to be installed at Plot no. C-61, (A) & (B) VKI Area Jaipur. Plant & machinery , equipment tools, spares , accessories and all other assets at Plot No.E-40 to E-46, E-46A, SKS Ind. Area, Reengus, Distt. Sikar ,Raj.
9	Corporate Home Loan	HDFC Bank	2015	52.55	180 monthly instalment of Rs 80138 each including principal and interest	Equitable Mortgage of Flat No. 103, SDC Gateway, Bani Park, Jaipur
10	Vehicle Loan	Axis Bank	2020	11.42	36 Monthly instalment of Rs 72333.00	Hypothecation of Concerned Vehicle.
11	Vehicle Loan	Axis Bank	2019	7.23	39 Monthly instalment of Rs 170000.00	Hypothecation of Concerned Vehicle.
12	Term Loan	Kotak Mahindra Bank	2020	354.60	78 monthly instalment of Rs 767275.00 including interest and principal	Equitable Mortgage of Industrial Property measuring 32000 sq. mt. in the name of Mangal Powertech Pvt Ltdsituated at Plot No. - B-145 ,B146,,B147 B147A Industrial Area, , Ajeetgarh, Sikar. Personal Guarantee of Shalu Mangal, Saroj Mangal, Rahul Mangal, Meenakshi Mangal and Ashish Mangal and corporate guarantee of Mangal Powertech Pvt Ltd
13	Term Loan	Kotak Mahindra Bank	2020	103.41	83 monthly instalment of Rs 203476.00 including interest and principal	
14	Term Loan	HDFC Bank	2020	374.61	72 monthly instalments including moratorium of 6 months , monthly instalment including interest of Rs. 1054107.00	1. Primary Security - Book Debts, Fixed deposits and stock 2. Collateral Security - (a) Commercial, Counter & Personal Guarantee - Saroj Mangal, Meenakshi Mangal, Shalu Mangal, Rahul Mangal, Ashish Mangal, Ompal Sharma, Mangal Powertech Private Limited and Aniketa Krishna International. (b) Equitable Mortgage on Immovable property - Plot No. E-40 to E-46, E-46A, Ind. Area SKS Reengus, C-61A, C-61B, E-54, RIICO VKI, Jaipur. (c) Equitable Mortgage of Industrial Property in the name of Mangal Powertech Pvt Ltd situated at Plot No. - B-145 ,B146,,B147 B147A Industrial Area, , Ajeetgarh, Sikar. (d) Equitable Mortgage of residential property Flat No. 809, Bani Park, KK Tower under the name Meenakshi Mangal, Shop No. G-11, KK Tower, Bani Park under the name of Ashish Mangal & Rahul Mangal. (e) Equitable Mortgage of Industrial property of G-4, VKI, Jaipur under the name of Aniketa Krishna International (f) Equitable mortgage of vacant plot C-72, VKI, Jaipur under the name of Rahul Mangal.
15	Term Loan	HDFC Bank	2022	564.24	120 months	
16	Vehicle Loan	Axis Bank	2021	15.07	36 months	Hypothecation of Concerned Vehicle.
17	Vehicle Loan	Axis Bank	2021	16.27	36 months	Hypothecation of Concerned Vehicle.

18	Term Loan	SBI	2021	59.80	12 Monthly Equal Instalment Rs 2,70,000.00 starting from the end of one year of Moratorium from the date of disbursement repayment starts from July, 2021	(a) First charge by way of hypothecation of over Plant & Machinery (present and future) of the company. (b) Equitable mortgage of factory land and building thereon, situated at Plot No. PA-Oll-008 B, in Mahindra World City (SEZ), Ajmer Road, Jaipur.
19	Term Loan	SBI	2022	6.86	18 Monthly Equal Instalment starting from the end of 6 months of Moratorium from the date of disbursement repayment starts from Jan, 21. However, this loan has been fully repaid on 02nd June, 2022.	
20	Term Loan	SBI	2022	56.30	36 Monthly Equal Instalment starting from the end of 24 months of Moratorium from the date of disbursement repayment starts from Sept, 2024	
21	Term Loan	Axis Bank	2020	84.15	48 monthly instalment including moratorium of 12 months , monthly instalment of Rs 311373 including interest and principal	(a) First charge by way of hypothecation of over Plant & Machinery (present and future) of the company. (b) Equitable mortgage of factory land and building thereon, situated at Plot No. PA-Oll-008 B, in Mahindra World City (SEZ), Ajmer Road, Jaipur.

b) Details of Secured Loans of ECLGS as at 31st March 2022

S.No	Nature of Loan	Name of Bank/ NBFC	Year of Sanction	Amount Outstanding	Terms of Repayment	Nature of Security
1	Term Loan - ECLGS	SIDBI	2020	84.79	48 months including moratorium of 12 months, comprising 36 instalments of Rs 273500. beginning from November 2021	Govt Guarantee vide ECLGS Scheme issued by NCGTC, second charge over the assets mentioned above
2	Term Loan - ECLGS	Canara Bank	2020	44.44	48 months including moratorium of 12 months and monthly instalment of Rs 138889 beginning from Nov 2021	Govt Guarantee vide ECLGS Scheme issued by NCGTC, second charge over the assets mentioned above
3	Term Loan - ECLGS	HDFC Bank	2020	91.87	48 monthly instalment including moratorium of 12 months, monthly instalment of Rs 283333.33	Govt Guarantee vide ECLGS Scheme issued by NCGTC, second charge over the assets mentioned above
4	Term Loan - ECLGS	ICICI Bank	2020	100.00	48 monthly instalment including moratorium of 12 months, monthly instalment of Rs 333333.33 from October 2021	Govt Guarantee vide ECLGS Scheme issued by NCGTC, second charge over the assets mentioned above
5	Term Loan - ECLGS	Canara Bank	2021	100.00	Moratorium Period of 24 months for principal from date of disbursement, thereafter 35 Instalments of Rs. 2,78,000 each and 1 instalment of Rs. 2,70,000/-. However Interest to be serviced as and when due during moratorium & thereafter.	Govt Guarantee vide ECLGS Scheme issued by NCGTC, second charge over the assets mentioned above
6	Term Loan - ECLGS	Kotak Mahindra Bank	2022	150.00	WCTL(GECL)-72 Months(including the 24 months moratorium period)	Govt Guarantee vide ECLGS Scheme issued by NCGTC, second charge over the assets mentioned above

c) Details of Secured Loans of Cash Credit as at 31st March 2022

S.No	Nature of Loan	Name of Bank/ NBFC	Year of Sanction	Amount Outstanding	Terms of Repayment	Nature of Security
1	Working Capital	Canara Bank	2020	1,111.49	-	Equitable mortgage on immovable property situated at E-40, E-41, E-42, E43, E44, E45, E46 and E46(A), Industrial Area, SKS Reengus, Sikar in the name of the company. Hypothecation on current assets of the company both present & future, including but no limiting to all stocks of raw material, WIP, semi finished goods, Finished goods, packing material, stores, book debts, receivable or other actionable claim due for Reengus unit,Sikar.
2	Working Capital	HDFC Bank	2020	99.94		Secured by way of equitable mortgage of residential and industrial property by deposit of title deeds and also hypothecation of entire present and future stock consisting of raw material, finished goods, consumable store , spares, receivables and other current assets of all the units except Reengus unit. Details of residential and industrial property is as follows - Industrial plots measuring 56720 sq. ft in the name of Mangal Electrical Industries Private Limited situated at C-61A&B, VKIA, Jaipur and E-54 VKIA , Jaipur. Residential plot measuring 120 sq. mt in the name of Rahul Mangal situated at C-72, VKIA, Jaipur. Personal Guarantee of Rahul Mangal, Ashish Mangal, Meenakshi Mangal, Shalu Mangal, Saroj Mangal, Om Pal Sharma, Sumer Singh Punia
3	Working Capital	ICICI Bank	2019	920.87		
4	Working Capital	Federal Bank	2020	426.81		
5	Working Capital	SBI	2021	518.93		(a) First charge by way of hypothecation of company's entire current assets (present & future) including raw material, stock-in-process finished goods, semi finished goods, stores, spares, book debts and other current assets. (b) First charge by way of hypothecation of over fixed assets (present and future) of the company. (c) Equitable mortgage of factory land and building thereon, situated at Plot No. PA-011-OO8B, in Mahindra World City (SEZ), Ajmer Road, Jaipur.
6	Working Capital	SBI	2021	119.90		

All amounts are in INR in Lakhs, except otherwise stated

8 Trade Receivables

Particulars	As at 30th September 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Unsecured, considered good				
Outstanding for a period less than six months from the date they are due for payment	6,469.05	7,709.43	7,404.97	6,657.75
Others	1,505.57	1,796.41	1,782.17	1,278.74
	7,974.62	**9,505.83**	**9,187.14**	**7,936.48**
Less : Expected Credit Loss	682.78	671.32	443.37	272.76
Total	**7,291.84**	**8,834.51**	**8,743.77**	**7,663.72**

Trade Receivables ageing schedule as at 30th September,2024

Particulars	Outstanding for following periods from due date of payment						
	Not due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade Receivables - Considered Good	2,862.38	3,606.67	449.79	427.11	23.68	604.99	**7,974.62**
(ii) Undisputed Trade Receivables - Considered Doubtful	-	-	-	-	-	-	-
(iii) Disputed Trade Receivables - Considered Good	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables - Considered Doubtful	-	-	-	-	-	-	-
	2,862.38	**3,606.67**	**449.79**	**427.11**	**23.68**	**604.99**	**7,974.62**
Less: Expected Credit Loss							682.78
Total							**7,291.84**

Trade Receivables ageing schedule as at 31st March,2024

Particulars	Outstanding for following periods from due date of payment						
	Not due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade Receivables - Considered Good	4,618.36	3,091.07	1,117.00	46.39	61.98	571.04	**9,505.83**
(ii) Undisputed Trade Receivables - Considered Doubtful	-	-	-	-	-	-	-
(iii) Disputed Trade Receivables - Considered Good	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables - Considered Doubtful	-	-	-	-	-	-	-
	4,618.36	**3,091.07**	**1,117.00**	**46.39**	**61.98**	**571.04**	**9,505.83**
Less: Expected Credit Loss							671.32
Total							**8,834.51**

Trade Receivables ageing schedule as at 31st March,2023

Particulars	Outstanding for following periods from due date of payment						
	Not due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade Receivables - Considered Good	4,306.78	3,098.20	797.45	318.50	250.83	415.39	**9,187.14**
(ii) Undisputed Trade Receivables - Considered Doubtful	-	-	-	-	-	-	-
(iii) Disputed Trade Receivables - Considered Good	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables - Considered Doubtful	-	-	-	-	-	-	-
	4,306.78	**3,098.20**	**797.45**	**318.50**	**250.83**	**415.39**	**9,187.14**
Less: Expected Credit Loss							443.37
Total							**8,743.77**

Trade Receivables ageing schedule as at 31st March,2022

Particulars	Outstanding for following periods from due date of payment						
	Not due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade Receivables - Considered Good	2,344.99	4,312.76	288.89	403.77	475.63	110.45	**7,936.48**
(ii) Undisputed Trade Receivables - Considered Doubtful	-	-	-	-	-	-	-
(iii) Disputed Trade Receivables - Considered Good	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables - Considered Doubtful	-	-	-	-	-	-	-
	2,344.99	**4,312.76**	**288.89**	**403.77**	**475.63**	**110.45**	**7,936.48**
Less: Expected Credit Loss							272.76
Total							**7,663.72**

All amounts are in INR in Lakhs, except otherwise stated

19 Trade Payables

Particulars	As at 30th September 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Payable to:				
Micro and Small Enterprises	272.21	472.20	252.84	278.06
Other than Micro and Small Enterprises	3,887.07	2,152.53	1,732.09	3,896.13
Unbilled Dues	-	-	-	-
Total	**4,159.27**	**2,624.73**	**1,984.93**	**4,174.19**

Trade Payables ageing schedule: As at 30th September 2024

Particulars	Outstanding for following periods from due date of payment					
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Micro and Small Enterprises	272.21	-	-	-	-	**272.21**
(ii) Others	3,820.88	62.60	3.59	-	-	**3,887.07**
(iii) Disputed dues- Micro and Small Enterprises	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
(v) Unbilled Dues	-	-	-	-	-	-
Total	**4,093.08**	**62.60**	**3.59**	**-**	**-**	**4,159.27**

Trade Payables ageing schedule: As at 31st March 2024

Particulars	Outstanding for following periods from due date of payment					
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Micro and Small Enterprises	472.20	-	-	-	-	**472.20**
(ii) Others	1,390.29	745.97	16.26	-	-	**2,152.53**
(iii) Disputed dues- Micro and Small Enterprises	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
(v) Unbilled Dues	-	-	-	-	-	-
Total	**1,862.50**	**745.97**	**16.26**	**-**	**-**	**2,624.73**

Trade Payables ageing schedule: As at 31st March 2023

Particulars	Outstanding for following periods from due date of payment					
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Micro and Small Enterprises	252.84	-	-	-	-	**252.84**
(ii) Others	1,146.81	581.31	3.72	0.25	-	**1,732.09**
(iii) Disputed dues- Micro and Small Enterprises	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
(v) Unbilled Dues	-	-	-	-	-	-
Total	**1,399.65**	**581.31**	**3.72**	**0.25**	**-**	**1,984.93**

Trade Payables ageing schedule: As at 31st March 2022

Particulars	Outstanding for following periods from due date of payment					
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Micro and Small Enterprises	278.06	-	-	-	-	**278.06**
(ii) Others	745.51	2,808.43	207.92	14.25	120.03	**3,896.13**
(iii) Disputed dues- Micro and Small Enterprises	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
(v) Unbilled Dues	-	-	-	-	-	-
Total	**1,023.57**	**2,808.43**	**207.92**	**14.25**	**120.03**	**4,174.19**

Details of Dues to Micro Enterprises and Small Enterprises

Particulars	As at 30th September 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
The principal amount remaining unpaid to any supplier as at the end of the accounting year.	272.21	472.20	252.84	278.06
The amount of interest paid by the buyer in terms of Section 16 of the Micro Small and Medium Enterprise Development Act, 2006, along with the amounts of the payment made to the supplier beyond appointed day during the accounting year.	-	-	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006.	-	-	-	-
The amount of interest accrued and remaining unpaid at the end of the accounting year.	-	-	-	-
The amount of further interest remaining due and payable even in the succeeding years. Until such date when the interest dues as above are actually paid to the small enterprise for the purpose of Disallowance as a deductible expenditure under Section 23 of the Micro Small and Medium Enterprise Development Act, 2006.	-	-	-	-

All amounts are in INR in Lakhs, except otherwise stated

22 Revenue From Operations

Particulars	For Half Year Ended 30th September 2024	For Year Ended 31st March 2024	For Year Ended 31st March 2023	For Year Ended 31st March 2022
Sale of Goods				
Export including Deemed Exports to Special Economic Zones (SEZs)	2,571.05	5,970.30	5,185.36	5,509.44
Domestic	22,002.48	38,609.01	29,992.25	19,958.51
Other Services Related to Sale of Goods	89.21	81.24	5.30	-
Sales of Service (Civil Work / Job Work / Erection Work)	39.05	287.90	247.98	196.80
Total	**24,701.79**	**44,948.45**	**35,430.88**	**25,664.75**

23 Other Income

Particulars	For Half Year Ended 30th September 2024	For Year Ended 31st March 2024	For Year Ended 31st March 2023	For Year Ended 31st March 2022
Foreign Exchange Gain	73.49	140.34	149.58	178.20
Interest Income on FDRs	20.67	42.04	43.36	64.41
Interest Received - Others	0.01	15.80	50.21	3.32
Rent Received	0.30	0.70	1.44	0.72
Profit on Sale of fixed Assets	1.28	5.32	5.78	18.76
Insurance Claim Received	4.78	58.53	43.78	10.09
Designing & Testing Income	16.24	1.50	0.07	-
Income Received from RODTP / Drawback	-	0.54	8.04	4.58
Interest received on Income Tax Refund	-	-	-	9.66
Sundry Balances Written Back	-	-	48.05	-
Total	**116.77**	**264.78**	**350.32**	**289.73**

24 Cost of materials consumed

Particulars	For Half Year Ended 30th September 2024	For Year Ended 31st March 2024	For Year Ended 31st March 2023	For Year Ended 31st March 2022
Inventory at the beginning of the year	5,496.29	4,383.35	9,020.12	5,601.46
Add :- Purchase	23,336.88	33,956.92	22,497.65	18,901.53
	28,833.17	**38,340.27**	**31,517.77**	**24,502.99**
Less: Inventory at the end of the year	12,739.01	5,496.29	4,383.35	9,020.12
Less: Finished Goods converted in Fixed Assets	-	4.20	-	-
Total	**16,094.17**	**32,839.78**	**27,134.42**	**15,482.87**

25 Purchase of Stock in Trade

Particulars	For Half Year Ended 30th September 2024	For Year Ended 31st March 2024	For Year Ended 31st March 2023	For Year Ended 31st March 2022
Purchase of Stock in Trade	2,624.38	2,470.77	1,998.91	2,448.67
Total	**2,624.38**	**2,470.77**	**1,998.91**	**2,448.67**

26 Changes in inventories of Work in Progress, Finished Goods

Particulars	For Half Year Ended 30th September 2024	For Year Ended 31st March 2024	For Year Ended 31st March 2023	For Year Ended 31st March 2022
Opening Inventories				
Finished Goods	2,758.06	3,728.53	1,413.73	2,080.65
Scrap	36.95	75.86	54.85	198.24
Closing Inventories				
Finished Goods	2,688.17	2,758.06	3,728.53	1,413.73
Scrap	47.55	36.95	75.86	54.85
(Increase)/Decrease in Inventories	**59.29**	**1,009.37**	**-2,335.80**	**810.31**

27 Employee Benefit Expense

Particulars	For Half Year Ended 30th September 2024	For Year Ended 31st March 2024	For Year Ended 31st March 2023	For Year Ended 31st March 2022
Salaries, Bonus and Allowances	833.93	1,547.77	1,199.85	934.79
Directors Remuneration	133.82	261.32	292.16	206.06
Contributions to -Provident and other fund	45.59	77.44	52.14	38.50
Gratuity Expenses*	15.70	22.85	17.96	15.98
Staff & Labour welfare expenses	33.03	53.65	50.43	51.40
Total	**1,062.08**	**1,963.03**	**1,612.54**	**1,246.73**

*Disclosures as per Ind AS 19 in respect of provision made towards various employee benefits are made in Note 33.

28 Finance cost

Particulars	For Half Year Ended 30th September 2024	For Year Ended 31st March 2024	For Year Ended 31st March 2023	For Year Ended 31st March 2022
Interest on Secured Loans	117.56	298.55	302.52	321.89
Interest on Unsecured Loans	51.34	243.59	279.83	504.95
Interest - Working Capital	434.67	562.35	346.29	265.02
Interest - Others	6.31	30.06	50.88	24.79
Bank Charges & Commission	125.64	173.98	154.10	228.00
Total	**735.51**	**1,308.53**	**1,133.63**	**1,344.65**

29 Depreciation and Amortisation Expense

Particulars	For Half Year Ended 30th September 2024	For Year Ended 31st March 2024	For Year Ended 31st March 2023	For Year Ended 31st March 2022
Depreciation on Tangible Assets	246.40	398.20	359.45	325.30
Amortisation of Intangible Assets	3.72	9.71	12.72	16.69
Total	**250.11**	**407.91**	**372.17**	**341.99**

30 Other Expenses

Particulars	For Half Year Ended 30th September 2024	For Year Ended 31st March 2024	For Year Ended 31st March 2023	For Year Ended 31st March 2022
(A) Manufacturing Expenses				
Job Work Charges	220.60	535.35	454.44	629.04
Power, Electricity & Water expenses	72.72	170.44	140.09	138.36
Fuel & Gases expense	20.99	42.91	37.65	25.52
Total (A)	**314.32**	**748.70**	**632.18**	**792.92**
(B) Project Cost				
Project Erection Cost	143.71	81.61	339.51	631.85
Project Cost - UP	0.48	3.68	10.77	4.18
Total (B)	**144.19**	**85.29**	**350.28**	**636.02**
(C) Administrative, Selling & Other Expenses				
Advertisement	0.48	0.47	0.20	1.15
Books and periodicals	0.10	0.09	-	-
Business promotion	29.78	37.35	40.40	13.06
C & F Charges (Export)	0.81	29.90	125.98	200.01
Commission, Rebate and discount	21.54	8.00	4.43	23.05
Computer exp	1.46	15.96	8.59	1.74
Charity & Donation	0.25	0.72	0.81	-
CSR Expenditure	20.45	33.50	14.56	39.53
Exhibition Exp(Bee Lable Fees)	43.44	2.39	36.25	0.45
Expected Credit Loss	11.47	227.95	170.61	131.94
Freight Charges	298.63	560.35	386.07	306.61
Legal & Professional Exp.	85.43	142.93	283.61	352.61
Membership & Subscription	2.19	2.00	2.14	2.06
Miscellaneous Expenses	2.69	7.09	7.43	0.73
Office Expenses	0.97	2.59	3.33	1.40
Mobile, telephone & internet expenses	2.89	7.22	5.74	3.87
Postage & Telegram	0.21	0.99	1.60	1.91
Printing & Stationery Expenses	3.26	6.29	6.66	3.05
Repairs & maintenance	52.54	130.56	85.08	79.04
Tender Charges	1.97	4.63	4.38	4.07
Testing Charges	82.44	28.93	28.34	53.88
Travelling & Conveyance Expenses	56.43	121.95	108.49	67.69
Vehicle Runn. & Maint. Exp.	11.24	21.80	17.92	13.24
Rent	10.50	12.74	7.08	10.75
Insurance	38.56	83.20	29.74	18.54
Rates and Taxes	95.42	71.74	73.22	33.47
Bad Debt w/o	11.63	7.66	126.31	314.81
Technical & Marketing Fee	-	-	0.06	0.49
Balances Written Off	-	-	16.86	-
Total (C)	**886.79**	**1,569.00**	**1,595.88**	**1,679.13**
Total (A+B+C)	**1,345.29**	**2,402.99**	**2,578.34**	**3,108.07**

30(a) Auditor's Remuneration:-

Particulars	For Half Year Ended 30th September 2024	For Year Ended 31st March 2024	For Year Ended 31st March 2023	For Year Ended 31st March 2022
A. Statutory Auditor				
- Statutory/Tax Audit	4.00	5.00	4.00	2.50
Total	**4.00**	**5.00**	**4.00**	**2.50**

31 Earning Per Share

Particulars	For Half Year Ended 30th September 2024	For Year Ended 31st March 2024	For Year Ended 31st March 2023	For Year Ended 31st March 2022
Net Profit after tax available for equity shareholders (a) (Amount in Lakhs)	1,973.27	2,094.86	2,473.81	919.52
Weighted Average number of equity shares (b)	2,05,00,000	1,45,00,000	1,45,00,000	1,45,00,000
No. of Shares pending for issuance pursuant to merger (c) (Refer Note 45 - As per Ind AS 103 Appendix C)	-	60,00,000	60,00,000	60,00,000
Basic & Diluted Earning per share (a/b) (Not Annualised)	9.63	10.22	12.07	4.49
Nominal Value per share	**10.00**	**10.00**	**10.00**	**10.00**

32 **Disclosures as per amendments in Schedule III of Companies Act,2013 with notification issued on 24th March 2021:**

Information required against additional disclosures as per amendments in Schedule III of Companies Act, 2013 are as under:-

a. Title deeds of Immovable Property not held in name of the Company (Para a(ii)(XIII)(Y)(i))-
There are no immovable properties owned by the company whose title deeds are not held in its name except a property situated at Mahindra SEZ ,Jaipur having book value of Rs 221.18 Lakhs which is under the process of transfer of title deed under the name of Mangal Electrical Industries Limited (formerly known as Mangal Electrical Industries Private Limited) held by commonly controlled entity Dynamic Powertech Private Limited, due to merger and the above property will also be considered as property of amalgamated company Mangal Electrical Industries Limited (formerly known as Mangal Electrical Industries Private Limited)

b. Revaluation of Property, Plant & Equipment (Para a(ii)(XIII)(Y)(ii)) -
During the year under review the company has not revalued its property, plant & Equipment (Including right of use assets).

c. Loan & Advance made to promoters, directors, KMPs and other related parties (Para a(ii)(XIII)(Y)(iii))-
The Company has not provided any loan to the parties.

d. Intangible Assets under development (Para a(ii)(XIII)(Y)(v))-
There are no intangible assets under development

e. Details of Benami property held (Para a(ii)(XIII)(Y)(vi))-
No proceeding has been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder

f. Wilful Defaulter (Para a(ii)(XIII)(Y)(viii))-
The company has not been declared as wilful defaulter by any bank or financial institutions or other lenders.

g. Relationship with struck of Companies (Para a(ii)(XIII)(Y)(ix))-
There are no transactions (including Investment in Securities / Shares held by Struck off company & Other Outstanding balances) with companies struck off u/s 248 of the Companies Act 2013, or section 560 of the Companies At, 1956.

h. Registration of charges and satisfaction with Registrar of Companies (Para a(ii)(XIII)(Y)(x))-
There are no charges or satisfaction of charges which are yet to be registered with Registrar of Companies beyond the statutory period.

i. Compliance with number of layers of companies (Para a(ii)(XIII)(Y)(xi)) -
The company has not made violation of requirements related to number of layers of companies as prescribed under clause 87 of Section 2 read with Companies (Restriction of number of Layers) Rules 2017.

j. Compliance with approved Scheme(s) of Arrangements (Para a(ii)(XIII)(Y)(xiii)) - Not Applicable

k. Utilization of Borrowed funds and share premium (Para a(ii)(XIII)(Y)(xiv)) -

No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons(s) or entity(ies), including foreign entities (“Intermediaries”) with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

l. Undisclosed Income (Para a(iii)(ix))-
Company has not surrendered or disclosed any transaction which was not recorded in the books of accounts as income during the year in the tax assessment under the Income Tax Act.

m. Details of Crypto Currency or Virtual Currency (Para a(iii)(xi))-
The company has not traded or invested in Crypto Currency or Virtual Currency during the financial year.

33 **Disclosure as per Ind AS 19 - Employee Benefits**

a) Defined Contribution plan
The Company makes provident fund and Employee State Insurance (ESI) contributions to defined contribution plans for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company recognised in September 30, 2024 Rs.45.59 Lakhs (March 31, 2024 Rs. 77.44 Lakhs; March 31, 2023: Rs. 52.14 Lakhs and March 31, 2022 : Rs. 38.50 Lakhs) for provident fund and ESI contributions in the Statement of Profit and Loss (Refer Note 26). The contributions payable to these plans by the Company are at rates specified in the rules of the Schemes.

b) Defined benefit plan
The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service.

Particulars	As at 30th September 2024	As at 31st March 2024	As at 31st March 2023	As at 31 March 2022
1. Assumption				
Discount Rate	7.00%	7.25%	7.25%	7.25%
Salary Escalation	5.00%	5.00%	5.00%	5.00%
2. Table showing Changes in Present Value of Obligation				
Present Value of obligation as at beginning of year	85.61	71.76	56.20	59.15
Interest Cost	3.10	5.38	4.07	4.29
Current Service Cost	12.60	17.46	13.89	11.69
Benefits Paid	-0.75	-	-	-
Actuarial (gain)/loss on obligations	20.90	-9.00	-2.40	-18.93
Present Value of obligation as at end of year	**121.46**	**85.61**	**71.76**	**56.20**
3. Actuarial Gain/Loss recognized				
Actuarial (gain)/ loss on obligations	20.90	-9.00	-2.40	-18.93
Actuarial (gain)/ loss for the year - plan assets	-	-	-	-
Total (gain)/loss Recognized for the period	**20.90**	**-9.00**	**-2.40**	**-18.93**
Actuarial (gain)/ loss recognized in the year	-	-	-	-
4. The amounts to be recognized in the balance sheet and statements of profit and loss				
Present value of obligations as at the end of year	121.46	85.61	71.76	56.20
Fair value of plan assets as at the end of the year	-	-	-	
Funded status	-121.46	-85.61	-71.76	-56.20
Net asset/(liability) recognized in balance sheet	**-121.46**	**-85.61**	**-71.76**	**-56.20**
5. Expenses recognized in Statement of Profit or Loss				
Current service cost	12.60	17.46	13.89	11.69
Past Service cost	-	-	-	-
Interest cost	3.10	5.38	4.07	4.29
Actuarial Losses/ (gains)	-	-	-	-
Total Expense recognised in statement of profit or loss	**15.70**	**22.85**	**17.96**	**15.98**
6. Remeasurements recognized in other comprehensive income(OCI)				
Changes in demographic assumptions				
Changes in financial assumptions	20.90	-9.00	-2.40	-18.93
Experience adjustments	-	-	-	-
Total Actuarial (Gain) / Loss recognised in OCI	**20.90**	**-9.00**	**-2.40**	**-18.93**

* These Sensitivities have been calculated to show the movement in defined benefit obligation in isolation and assuming there are no other changes in market conditions at the accounting date. There have been no changes from the previous periods in the methods and assumptions used in preparing the sensitivity analyses. This analysis may not be representative of the actual change in the defined benefit obligations as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such company is exposed to various risks as follow :

a) **Changes in Discount rate** - Reduction in discount rate in subsequent valuations can increase the plan's liability.

b) **Salary increase risk** - Actual salary increases will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.

c) **Life expectancy** - Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.

d) **Withdrawals** - Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.

34 Contingent Liabilities and Pending Litigations

Contingent Liabilities not provided for is as below:

Particulars	As at 30.09.2024 (Rs. in Lakhs)	As at 31.03.2024 (Rs. in Lakhs)	As at 31.03.2023 (Rs. in Lakhs)	As at 31.03.2022 (Rs. in Lakhs)
Letter of Credit (LC)	2,338.81	3,836.99	1,493.23	1,186.00
Bank Guarantees (BG)	3,301.30	4,070.27	3,106.71	3,268.00

The estimated amount of contracts remaining to be executed on Capital Account and not provided is Rs. 1380.94 Lakhs.
Further, GST/Tax demand of Rs. 69.15 Lakhs against which company has filed an appeal.

35 Disclosure as per Ind AS 108 - Operating Segments

Operating segments are those components of the business whose operating results are regularly reviewed by the chief operating decision making body in the Company to make decisions for performance assessment and resource allocation. The company is primarily involved in manufacturing and trading of Electrical Transformers, CRGO, Electrical Accessories and other related items and is also involved in execution of EPC contracts involving Electrical Items. The main business of the Company is of manufacturing and sales of Electrical Transformers, CRGO and other electrical accessories. All other activities of the Company revolve around the main business and the chief operating decision making body in the company reviews the same as only one segment i.e. related to power. Therefore, there is only one reportable segment. Further, there are no reportable geographic segments.

36 Disclosure as per Ind AS 24 - Related Parties

The company has identified all the related parties as per details given below:

(A) List of Related Parties :

a) Key Management Personnel :

S.N.	Name of Related Party	Relationship
1	Ashish Mangal	Director
2	Rahul Mangal	Director
3	Sumer Singh Punia	Director
4	Ompal Sharma	Director
5	Aniketa Mangal	Director
6	Pawan Mendiratta*	Chief Financial Officer*
7	Balvinder Singh Guleri	Company Secretary (wef 22nd December 2024)
8	Shivi Kapoor	Company Secretary (ceases to be wef 21st December 2024)
9	Sweety Agarwal	Company Secretary (ceases to be wef 1st January 2024)

b) Relatives of Key management personnel

S.N.	Name of Relative	Relationship
1	Meenakshi Mangal	Wife of Rahul Mangal
2	Saroj Mangal	Mother of Ashish Mangal and Rahul Mangal
3	Shalu Mangal	Wife of Ashish Mangal
4	Mansi Agarwal	Wife of Aniketa Mangal
5	Ashish Mangal HUF	Director's HUF
6	Rahul Mangal HUF	Director's HUF
7	Aniketa Mangal	Son of Rahul Mangal
8	Adhyan Mangal	Son of Rahul Mangal
9	Spriha Baid	Wife of Adhyan Mangal
10	Aditi Mangal	Daughter of Ashish Mangal
11	Rasik Mangal	Son of Ashish Mangal
12	Shakuntla Punia	Wife of Sumer Singh Punia
13	Bhavesh Punia	Son of Sumer Singh Punia
14	Ramchandra Punia	Father of Sumer Singh Punia
15	Janki Devi	Mother of Sumer Singh Punia
16	Meena Devi	Wife of Ompal Sharma
17	Ankush Sharma	Son of Ompal Sharma

C) Director is partner in the firm

S.N.	Name Of Firm
1	Aniketa Krishna International
2	Dynamic Metal
3	The Write House
4	A D Venture
5	Rahul Enterprises
6	Adhyan IT Services

d) Enterprise owned or controlled by Directors/Shareholders or their Relative

S.N.	Name Of Enterprise
1	Indokrates Private Limited
2	Shiv Kripa Pipes Private Limited
3	RAMS Creative Technologies Private Limited
4	Mangal Powertech Ind. Private Limited
5	Dynamic Cables & Conductors Private Limited
6	Krishna Kripa Holiday Resort Private Limited
7	Tech Mangal Private Limited
8	Dynamic Cables Limited
9	Routinely Wellness Private Limited

a) Key Management Personnel :

Nature of Transaction	As at 30th September 2024	As at 31st March 2024	As at 31st March 2023	As at 31 March 2022
Rahul Mangal				
Salary Paid	90.00	180.00	240.00	156.00
Interest Paid	30.02	114.49	185.44	296.86
Loan Taken	1,938.95	4,188.10	4,535.06	6,183.11
Repayment of Loan	2,051.62	3,620.94	6,453.85	6,307.41
Aniketa Mangal				
Salary Paid	30.00	60.00	35.00	36.00
Interest Paid	-	-	0.18	11.09
Loan Taken	-	22.13	11.99	48.01
Repayment of Loan	-	22.17	16.80	150.04
Mansi Agrawal				
Salary Paid	12.00	24.00	18.00	-
Adhyan Mangal				
Interest Paid	-	-	9.27	21.97
Loan Taken	-	0.65	1.00	0.01
Repayment of Loan	-	0.65	208.72	9.14
Ompal Sharma				
Salary Paid	7.41	8.40	6.00	6.00
Meena Devi				
Salary Paid	0.65	7.84	6.24	6.03
Sumer Singh Punia				
Salary Paid	6.40	12.92	11.15	8.06
Pawan Mendiratta*				
Salary Paid	2.17	-	-	-
Shivi Kapoor				
Salary Paid	2.34	-	-	-
Sweety Agarwal				
Salary Paid	-	3.36	3.34	1.52

* Mr. Pawan Mendiratta was appointed as Head of Accounts & Finance Department, designated as Chief Financial Officer in terms of the consent of the board of directors of the Company as per meeting of the board held on May 02 2022, further as per the said board resolution the appointment of Chief Financial Officer pursuant to Section 203 of the Companies Act, 2013 read with rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable to the company therefore the above mentioned appointment will not fall under the definition of Key Managerial Personnel, hence Mr Pawan Mendiratta has not been considered as Key Managerial Personnel (KMP) during that period. The remuneration paid to him was Rs. 26.79 Lakhs (FY 2022-23), Rs. 29.80 Lakhs (FY 2023-24) and Rs. 11.43 Lakhs (For the interim period of FY 2024-25), Although he has signed previous financial statements of the company in his capacity as CFO of the company, however no Form DIR-12 towards his appointment as CFO was filed with ROC due to non-applicability of Section 203 on a private limited company.

Subsequently the company got converted into Public company and after conversion into Public company, Mr. Pawan Mendiratta was later appointed as Chief Financial Officer (KMP) of the company w.e.f. 5th September 2024 and Form DIR-12 form towards his appointment as CFO (KMP) w.e.f. 5th September 2024 has also been filed with ROC, accordingly the amount given in table above with respect to Remuneration paid to Mr. Pawan Mendiratta pertains to the period after said appointment as KMP.

b) Director is partner in the firm

Nature of Transaction	As at 30th September 2024	As at 31st March 2024	As at 31st March 2023	As at 31 March 2022
Job Work Charges paid				
Aniketa Krishna International	-	38.63	83.73	111.22
Legal & Professional Charges				
Rahul Enterprises	-	-	190.00	230.00
Rent Received				
Rahul Enterprises	0.30	0.60	0.44	-

c)Enterprise owned or controlled by Directors/Shareholders

Nature of Transaction	As at 30th September 2024	As at 31st March 2024	As at 31st March 2023	As at 31 March 2022
Purchases				
Dynamic Cables Limited	206.47	112.49	190.39	0.24
Sales				
Dynamic Cables Limited	5.91	27.99	0.10	0.06
Rams Creative Technologies Private Limited	-	-	0.28	-
Rent paid				
Dynamic Cables Limited	1.80	3.60	3.60	3.88
Digital Marketing Expenses				
Tech Mangal Private Limited	0.80	4.55	-	-
Rent Received				
Rams Creative Technologies Private Limited	-	0.10	0.60	0.70
Loan Taken				
Rams Creative Technologies Private Limited	10.00	-	-	-
Loan Given				
Rams Creative Technologies Private Limited	-	-	465.14	-
Repayment of Loan				
Rams Creative Technologies Private Limited	-	-	465.14	-
Interest Received				
Rams Creative Technologies Private Limited	-	-	3.72	-
Software Expenses				
Rams Creative Technologies Private Limited	-	10.00	6.50	-

d) Related parties outstanding balances

Name of related Party (Nature of Transaction)	As at 30th September 2024	As at 31st March 2024	As at 31st March 2023	As at 31 March 2022
Rahul Mangal (Loan Payable)	578.10	660.74	1,138.56	2,889.14
Ashish Mangal (Loan Payable)	7.54	7.54	7.51	7.54
Aniketa Mangal (Loan Payable)	-	-	0.03	4.68
Adhyan Mangal (Loan Payable)	-	-	-	199.37
RAMS Creative Technologies Private Limited (Loan Payable)	10.00	-	-	-
Rahul Enterprises (Loan Payable)	-	-	86.04	220.04

37 Managerial remuneration

Managerial Remuneration is as follows:

Particulars	As at 30th September 2024	As at 31st March 2024	As at 31st March 2023	As at 31 March 2022
Managerial Remuneration	133.82	261.32	292.16	206.06

38 The Code of Social Security, 2020

The code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits, received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date from which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

39 Disclosure regarding Corporate Social Responsibility (CSR) activity expenditures:

Expenditure incurred on corporate social responsibility activities:

As per section 135 of the Companies Act, 2013 ('the Act'), a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. A CSR committee has been formed by the Company as per the Act. the brief summary of the amount spent on CSR Activities are as follows:

Sr. No.	Particulars	As at 30th September 2024	As at 31st March 2024	As at 31st March 2023	As at 31 March 2022
1	Two percent of average Net Profit of the Company as per Section 135(5) of the Act	18.28	33.50	14.56	9.45
2	Total amount spent for the Financial Year	20.45	35.63	16.59	9.70
3	Short (Excess) amount spent for the Financial Year [1-2]	-2.17	-2.13	-2.03	-0.25

Reason for Shortfall: Not Applicable

Nature of CSR Activities	As at 30th September 2024	As at 31st March 2024	As at 31st March 2023	As at 31 March 2022
Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups	20.45	16.55	14.56	-
Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects	-	19.08	2.03	9.70
Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water including contribution to the Clean Ganga Fund set-up by the Central Government for rejuvenation of river Ganga.	-	-	-	-
Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including contribution to the Swach Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water.	-	-	-	-
Training to Promote rural sports, nationally recognized sports, paralympic sports and Olympic sports.	-	-	-	-
Rural development projects.	-	-	-	-

40 Transactions with/as intermediaries

No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons(s) or entity(ies), including foreign entities (“Intermediaries”) with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

41 Disclosure as per Ind AS 12 - Income Taxes

(a) Income Tax Expense

(i) Income Tax recognized in the statement of profit and loss account

Particulars	As at 30th September 2024	As at 31st March 2024	As at 31st March 2023	As at 31 March 2022
Current Tax Expense				
Current Income Tax	695.14	793.27	848.90	334.47
Adjustment for earlier year	-	-	-	-
Total current tax expenses	**695.14**	**793.27**	**848.90**	**334.47**
Deferred Tax				
Deferred Tax expenses	-20.68	-77.28	-35.72	-82.80
Total Deferred Tax Expense	**-20.68**	**-77.28**	**-35.72**	**-82.80**
Total Income Tax Expenses	**674.46**	**715.98**	**813.17**	**251.67**

(ii) Income Tax recognized in other comprehensive income (OCI)

Particulars	As at 30th September 2024	As at 31st March 2024	As at 31st March 2023	As at 31 March 2022
Deferred Tax Expenses	5.26	-2.26	-0.60	-4.77
Total Deferred Tax expenses	**5.26**	**-2.26**	**-0.60**	**-4.77**

(iii) Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate

Particulars	As at 30th September 2024	As at 31st March 2024	As at 31st March 2023	As at 31 March 2022
Profit before tax	2,647.73	2,810.85	3,286.99	1,171.19
Applicable Tax Rate	25.168%	25.168%	25.168%	25.168%
Computed tax expense	666.38	707.43	827.27	294.77
Adjustments for:				
Expenses not Allowed in Income Tax	162.71	85.84	22.81	38.04
Expenses Allowed in Income Tax	133.95	-	-	-
Tax as per Statement of Profit & Loss	**695.14**	**793.27**	**850.08**	**332.81**

(b) Movement in Deferred Tax balances

For the period ended 30th September 2024

Particulars	As at 1st April 2024	Recognised in Profit or Loss	Recognised in OCI	As at 30th September 2024
Deferred Tax Asset, on account of				
Property, Plant & Equipment and Intangible Assets	-	-	-	-
Expenses deductible on payment basis	79.88	-3.10	-	76.79
Expected Credit Loss	168.96	2.89	-	171.84
Deferred Tax Liability, on account of				
Property, Plant & Equipment and Intangible Assets	18.59	-18.63	-	-0.04
Deffered Tax On OCI	2.26	-	-7.52	-5.26
Total	**227.99**	**18.42**	**7.52**	**253.93**

For the year ended 31st March 2024

Particulars	As at 1st April 2023	Recognised in Profit or Loss	Recognised in OCI	As at 31st March 2024
Deferred Tax Asset, on account of				
Property, Plant & Equipment and Intangible Assets	-	-	-	-
Expenses deductible on payment basis	77.09	2.80	-	79.88
Expected Credit Loss	111.59	57.37	-	168.96
Deferred Tax Liability, on account of				
Property, Plant & Equipment and Intangible Assets	35.10	-16.51	-	18.59
Deffered Tax On OCI	0.60	-	1.66	2.26
Total	**152.97**	**76.68**	**-1.66**	**227.99**

For the year ended 31st March 2023

Particulars	As at 1st April 2022	Recognised in Profit or Loss	Recognised in OCI	As at 31st March 2023
Deferred Tax Asset, on account of				
Property, Plant & Equipment and Intangible Assets	-	-	-	-
Expenses deductible on payment basis	87.41	-10.32	-	77.09
Expected Credit Loss	68.65	42.94	-	111.59
Deferred Tax Liability, on account of				
Property, Plant & Equipment and Intangible Assets	33.44	1.66	-	35.10
Deffered Tax On OCI	4.77	-	-4.16	0.60
Total	**117.85**	**30.96**	**4.16**	**152.97**

For the year ended 31st March 2022

Particulars	As at 1st April 2021	Recognised in Profit or Loss	Recognised in OCI	As at 31 March 2022
Deferred Tax Asset, on account of				
Property, Plant & Equipment and Intangible Assets	-	-	-	-
Expenses deductible on payment basis	38.28	49.12	-	87.41
Expected Credit Loss	35.44	33.21	-	68.65
Deferred Tax Liability, on account of				
Property, Plant & Equipment and Intangible Assets	33.91	-0.47		33.44
Deffered Tax On OCI	-	-	4.77	4.77
Total	**39.82**	**82.80**	**-4.77**	**117.85**

42 Capital Management

For the purpose of Company's Capital Management, Capital includes issued equity share capital & Borrowings. The primary objective of Company's Capital Management is to maximize shareholder's value and to maintain an appropriate capital structure of debt and equity. The company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of financial covenants. The company manages it's capital using Total Debt to Equity Ratio. Total Debt is total borrowing (Non-current and current).

43 Disclosure as per Ind AS 113 - Fair Value Measurements

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in an orderly transaction in the principal (or most advantageous) market at measurement date under the current market condition regardless of whether that price is directly observable or estimated using other valuation techniques.

The Company has established the following fair value hierarchy that categorizes the values into 3 levels. The inputs to valuation techniques used to measure fair value of financial instruments are:

Level 1- Level 1 hierarchy includes financial instruments measured using quoted prices. This Includes listed equity instruments/mutual funds that have quoted price. Listed and actively traded securities are stated at the last quoted closing price on the National Stock Exchange of India Limited (NSE).

Level 2- The fair value of financial instruments that are not traded in active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3- If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. The fair value of the financial assets and liabilities included in Level 3 is determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices from observable current market transactions and dealer quotes of similar instruments.

(a) Financial Instruments by category

Particulars	As at 30th September 2024		As at 31st March 2024	
	Amortised Cost	Carrying value	Amortised Cost	Carrying value
Financial Assets (Non current)				
Loans	-	-	-	-
Other Financial Assets	1,249.32	1,249.32	965.36	965.36
Total	**1,249.32**	**1,249.32**	**965.36**	**965.36**
Financial Assets (current)				
Other Financial Assets	15.50	15.50	24.04	24.04
Cash and cash equivalents	210.80	210.80	678.76	678.76
Bank Balances other than cash & cash equivalents	25.91	25.91	25.19	25.19
Trade receivables	7,291.84	7,291.84	8,834.51	8,834.51
Total	**7,544.04**	**7,544.04**	**9,562.50**	**9,562.50**
Total Financial Assets	**8,793.36**	**8,793.36**	**10,527.86**	**10,527.86**
Financial Liabilities (Non Current)				
Borrowings	1,426.08	1,426.08	1,856.13	1,856.13
Total	**1,426.08**	**1,426.08**	**1,856.13**	**1,856.13**
Financial Liabilities (Current)				
Borrowings	9,652.88	9,652.88	7,355.88	7,355.88
Trade Payables	4,159.27	4,159.27	2,624.73	2,624.73
Other Financial Liabilities	225.98	225.98	195.88	195.88
Total	**14,038.13**	**14,038.13**	**10,176.49**	**10,176.49**
Total Financial Liabilities	**15,464.20**	**15,464.20**	**12,032.62**	**12,032.62**

Particulars	As at 31st March 2023		As at 31 March 2022	
	Amortised Cost	Carrying value	Amortised Cost	Carrying value
Financial Assets (Non current)				
Loans	-	-	-	-
Other Financial Assets	792.92	792.92	1,458.92	1,458.92
Total	**792.92**	**792.92**	**1,458.92**	**1,458.92**
Financial Assets (current)				
Other Financial Assets	1.54	1.54	1.46	1.46
Cash and cash equivalents	7.73	7.73	148.10	148.10
Bank Balances other than cash & cash equivalents	63.01	63.01	130.69	130.69
Trade receivables	8,743.77	8,743.77	7,663.72	7,663.72
Total	**8,816.05**	**8,816.05**	**7,943.98**	**7,943.98**
Total Financial Assets	**9,608.97**	**9,608.97**	**9,402.90**	**9,402.90**
Financial Liabilities (Non Current)				
Borrowings	4,400.29	4,400.29	5,721.77	5,721.77
Total	**4,400.29**	**4,400.29**	**5,721.77**	**5,721.77**
Financial Liabilities (Current)				
Borrowings	5,263.56	5,263.56	6,180.80	6,180.80
Trade Payables	1,984.93	1,984.93	4,174.19	4,174.19
Other Financial Liabilities	142.23	142.23	108.66	108.66
Total	**7,390.72**	**7,390.72**	**10,463.65**	**10,463.65**
Total Financial Liabilities	**11,791.01**	**11,791.01**	**16,185.41**	**16,185.41**

The Company maintains policies and procedures to value financial assets or financial liabilities using the best and most relevant data available. The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following methods and assumptions were used to estimate the fair values:

1) Fair value of cash and deposits, trade receivables, trade payables, and other current financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

2) Long-term variable-rate borrowings are evaluated by the Company based on parameters such as interest rates, specific country risk factors, credit risk and other risk characteristics. Fair value of variable interest rate borrowings approximates their carrying values. Risk of other factors for the company is considered to be insignificant in valuation.

44 Disclosure as per Ind AS 107 - Financial Instruments

Financial risk management policy and objectives

The key objective of the Company's financial risk management is to ensure that it maintains a stable capital structure with the focus on total equity to uphold investor, creditor, and customer confidence and to ensure future development of its business. The Company is focused on maintaining a strong equity base to ensure independence, security, as well as financial flexibility for potential future borrowings, if required without impacting the risk profile of the Company.

Company's principal financial liabilities, comprise Borrowings from Banks, trade and other payables. The main purpose of these financial liabilities is to finance Company's operations and plant expansion. Company's principal financial assets include investments, trade and other receivables, deposits with banks and cash and cash equivalents, that derive directly from its operations

Company is exposed to market risk, credit risk and liquidity risk.

The Company's Board oversees the management of these risks. The Company's Board is supported by senior management team that advises on financial risks and the appropriate financial risk governance framework for the Company. The senior management provides assurance to the Company's Board that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives.

The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below:

(i) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk interest rate risk, currency risk and price risk. Financial instruments affected by market risk include investments in equity shares, security deposits, trade and other receivables, deposits with banks and financial liabilities.

The sensitivity analysis in the following sections relate to the position as at 30 September 2024, 31 March 2023, 31 March 2022 and 31 March 2021. The sensitivity of the relevant income statement item is the effect of the assumed changes in respective market risks.

a) Foreign currency risk

Foreign currency risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rate. The company is exposed to foreign exchange risk arising from foreign currency transactions primarily to USD. Company do not enter into any derivative instrument in order to hedge its foreign currency risks.

Foreign currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change by 5% in USD exchange rates, with all other variables held constant

Financial Exposures	As at 30th September 2024	As at 31st March 2024	As at 31st March 2023	As at 31 March 2022
Financial Liabilities:				
USD converted in Rupees	23.37	23.37	23.37	358.98
Net exposure	23.37	23.37	23.37	358.98
Financial Assets:				
USD converted in Rupees	293.70	351.31	1,441.75	1,554.26
Net exposure	293.70	351.31	1,441.75	1,554.26

Sensitivity Analysis

Currency	Amount	5% increase	5% decrease
	30.09.2024	**30.09.2024**	**30.09.2024**
USD converted in Rupees	-270.33	13.52	-13.52

Currency	Amount		5% increase		5% decrease	
	31.03.2024	**31.03.2023**	**31.03.2024**	**31.03.2023**	**31.03.2024**	**31.03.2023**
USD converted in Rupees	-327.94	-1,418.38	16.40	70.92	-16.40	-70.92

Currency	Amount		5% increase		5% decrease	
	31.03.2023	**31.03.2022**	**31.03.2023**	**31.03.2022**	**31.03.2023**	**31.03.2022**
USD converted in Rupees	-1,418.38	-1,195.28	70.92	59.76	-70.92	-59.76

(a) Interest rate risk

Interest rate risk is the risk that changes in market interest rates will lead to change in interest income and expense for the Company. In order to optimize the Company's position with regards to interest income & expense and to manage the interest risk, the Company performs comprehensive interest risk management by balancing the proportion of fix & variable rate financial instruments.

Particulars	30.09.2024	31.03.2024	31.03.2023	31.03.2022
Fixed Rate Instruments				
Fixed Deposits with Banks	1,239.42	1,525.46	670.64	1,481.94
Term Loans	2,067.91	2,496.23	3,001.88	2,853.96
Home Loan	39.95	42.63	47.59	52.55
Less: Current Maturity of Long Term Debts	-783.12	-925.47	-900.41	-783.90
Vehicle Loans	91.15	149.11	105.73	49.99
Other Loans	-	-	-	-
Secured Loans under ECLGS	10.18	93.61	325.15	571.10
Variable Rate instruments				
Cash Credit	4,274.42	2,292.04	3,290.63	3,197.95

Sensitivity analysis:

A change in 50 basis point in interest rate at the reporting date would have increase/(decrease) Profit or Loss by the amount shown below.

This analysis assumes that all other variables, remain constant

Particulars	30.09.2024		31.03.2024	
	Increase	**Decrease**	**Increase**	**Decrease**
Interest Rate-increase/decrease by 50 basis points	22.31	-22.31	13.11	-13.11

Particulars	31.03.2023		31.03.2022	
	Increase	**Decrease**	**Increase**	**Decrease**
Interest Rate-increase/decrease by 50 basis points	26.00	-26.00	22.30	-22.30

c) Commodity Risk

Commodity risk is defined as the possibility of financial loss as a result of fluctuation in price of Raw Material/Finished Goods and change in demand of the product and market in which the company operates. The Company is exposed to the movement in price of key raw materials in domestic and international markets. The Company has in place policies to manage exposure to fluctuations in the prices of the key raw materials used in operations. The company forecast annual business plan and execute on monthly business plan. Raw material procurement is aligned to its monthly/annual business plan and inventory position is monitored in accordance with future price trend.

(i) **Credit risk**

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The Company is exposed to credit risk mainly from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks.

Credit risk on trade receivables is managed by the Company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company has no concentration of risk as customer base in widely distributed both economically and geographically.

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The calculation is based on exchange losses historical data. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets. The Company does not hold collateral as security. The Company uses expected credit loss model to assess the impairment loss or gain. The Company uses a provision matrix to compute the expected credit loss allowance for trade receivables. The provision matrix takes into account available external and internal credit risk factors such as financial condition, ageing of outstanding and the Company's historical experience for customers.

Following are the ageing related to above mentioned trade receivables

Particulars	30.09.2024		31.03.2024	
	<6 months	**>6 months**	**<6 months**	**>6 months**
Trade Receivables	6,469.05	1,505.57	7,709.43	1,796.41

Particulars	31.03.2023		31.03.2022	
	<6 months	**>6 months**	**<6 months**	**>6 months**
Trade Receivables	7,404.97	1,782.17	6,657.75	1,278.74

(a) Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Company monitors rating, credit spreads and financial strength of its counter parties. Company monitors ratings, credit spread and financial strength of its counter parties. Based on ongoing assessment Company adjust it's exposure to various counterparties. Company's maximum exposure to credit risk for the components of balance sheet is the carrying amount as disclosed in Note 38.

Credit risk exposure

The following table shows the maximum exposure to the credit risk at the reporting date

Particulars	30.09.2024		31.03.2024	
	Non Current	Current	Non Current	Current
Loans	-	-	-	-
Trade Receivables	-	7,291.84	-	8,834.51
Cash and Cash Equivalents	-	210.80	-	678.76
Bank Balances	-	25.91	-	25.19
Other Financial Assets	1,249.32	15.50	965.36	24.04
Total	**1,249.32**	**7,544.04**	**965.36**	**9,562.50**

Particulars	31.03.2023		31.03.2022	
	Non Current	Current	Non Current	Current
Loans	-	-	-	-
Trade Receivables	-	8,743.77	-	7,663.72
Cash and Cash Equivalents	-	7.73	-	148.10
Bank Balances	-	63.01	-	130.69
Other Financial Assets	792.92	1.54	1,458.92	1.46
Total	**792.92**	**8,816.05**	**1,458.92**	**7,943.98**

(ii) **Liquidity risk**

Liquidity risk is the risk that the Company may not be able to meet its present and future cash flow obligations without incurring unacceptable losses. Company's objective is to, at all time maintain optimum levels of liquidity to meet its cash requirements. Company closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate sources of financing including overdraft, debt from banks at optimised cost and cash flow from operations.

The table summarises the maturity profile of Company's financial liabilities based on contractual undiscounted payments.

Particulars	30.09.2024		31.03.2024	
	Within 1 year	>1 years	Within 1 year	>1 years
Borrowings	9,652.88	1,426.08	7,355.88	1,856.13
Trade and Other Payables	4,155.68	3.59	2,608.47	16.26
Other Liabilities	225.98	-	195.88	-

Particulars	31.03.2023		31.03.2022	
	Within 1 year	>1 years	Within 1 year	>1 years
Borrowings	5,263.56	4,400.29	6,180.80	5,721.77
Trade and Other Payables	1,980.96	3.97	3,832.00	342.19
Other Liabilities	142.23	-	108.66	-

All amounts are in INR in Lakhs, except otherwise stated

NOTE 45 - Analytical Ratios

Ratios	Numerator	Denominator	30-09-2024	31-03-2024	31-03-2023	31-03-2022	Variance Mar-24	Variance Mar-23	REASON Mar-24	REASON Mar-23
Current Ratio	**Total Current Assets**	**Total Current Liabilities**	1.60	1.74	2.18	1.69	-20.18%	28.67%	-	Decrease in Current Assets
Debt Equity Ratio(Times)	**Total Liabilities**	**Shareholder's Equity**	0.82	0.80	1.03	1.72	-22.10%	-40.20%	-	Decrease in Borrwings and increase in Shareholders equity
	Long term Borrowings + Short term Borrowings	Total Shareholders Equity								
Debt Service Coverage Ratio (Times) - Not Annualised	**Net Operating Income**	**Debt Service**	2.62	1.70	1.95	1.22	-12.80%	60.72%	-	Increase in net operating income
	Net Profit after tax + non-cash operating expenses like depreciation and other amortizations + Interest+other adjustments like loss on sale of fixed assets,etc.	Current Debt Obligation (Interest + Instalments)								
Return on Equity Ratio(%) - Not Annualised	**Profit for the period**	**Avg. Shareholders Equity**	15.81%	20.05%	30.32%	14.25%	-33.87%	112.83%	Due to Decrease in Profit after Tax	Due to increment in Profit after Tax
	Net Profit after taxes - preference dividend (if any)	(Beginning shareholders' equity + Ending shareholders' equity) ÷ 2								
Inventory Turnover Ratio(Times) - Not Annualised	**Revenue from operations**	**Average Inventory**	2.08	5.46	3.79	2.79	43.78%	35.78%	Increase in Sales	Increase in sales and decrease in inventory
	Total revenue from operations	(Opening Stock + Closing Stock)/2								
Trade Receivables Turnover Ratio(times) - Not Annualised	**Revenue from operations**	**Average Trade Receivables**	3.06	5.11	4.32	3.52	18.41%	22.70%	-	-
	Credit Sales	(Beginning Trade Receivables + Ending Trade Receivables) / 2								
Trade Payables Turnover Ratio (Times) - Not Annualised	**Total Purchases**	**Average Trade Payables**	8.04	16.75	8.70	6.64	92.58%	30.89%	Increase in purchase and trade payables	Decrease in value of creditors
	Annual Net Credit Purchases	(Beginning Trade Payables + Ending Trade Payables) / 2								
Net Capital Turnover Ratio(Times) - Not Annualised	**Net Sales**	**Average Working Capital**	2.64	5.47	3.69	3.27	48.44%	12.67%	Increase in sales	-
	Revenue from operations	Current Assets - Current Liabilities								
Net Profit Ratio(%)	**Net Profit**	**Net Sales**	7.99%	4.66%	6.98%	3.58%	-33.25%	94.88%	Due to decrease in Profit After Tax	Due to Increase in Sales
	Profit After Tax	Revenue from operations								
Return on Capital employed(%)	**EBIT**	**Capital Employed**	13.82%	19.92%	23.24%	13.40%	-14.29%	73.40%	-	Due to Increase in Profit
	Profit before Interest and Taxes	Capital employed = Total Assets - Total Liabilities - Intangible Assets - Intangible Assets under Development + Debt								

NOTE 46 - Business Combination Disclosure as per IND AS 103

The Board of Directors of Mangal Electrical Industries Limited (MEIL) (formerly known as Mangal Electrical Industries Private Limited, had considered and approved a merger of Dynamic Powertech Private Limited (DPPL) and Mangal Electrical Industries Limited (MEIL) (formerly known as Mangal Electrical Industries Private Limited) by way of scheme of arrangement.
The Board Of Directors had approved a merger ratio of 12 equity shares of ₹10/- each fully paid-up of Mangal Electricals Limited (MEIL) (formerly known as Mangal Electrical Industries Private Limited) for every 1 equity share of ₹10/- each fully paid-up held by the shareholders of Dynamic Powertech Private Limited(DPPL).
The Jaipur Bench of the National Company Law Tribunal (NCLT), through its order dated April 05, 2024 has approved the scheme with the appointed date of the merger being April 1, 2023.

As per the scheme of merger approved by NCLT with appointed date of 1st April 2023, Share capital of Rs. 600 Lakhs is required to be issued to shareholders of erstwhile Dynamic Powertech Private Limited (DPPL) as against Share Capital of Rs. 50 Lakhs of DPPL, the difference of Rs. 550 Lakhs (Deficit) has been adjusted in Retained Earnings in accordance with Appendix C of IND AS 103 : Business Combinations.As per the scheme of merger approved by NCLT with appointed date of 1st April 2023, Share capital of Rs. 600 Lakhs is required to be issued to shareholders of erstwhile Dynamic Powertech Private Limited (DPPL) as against Share Capital of Rs. 50 Lakhs of DPPL, the difference of Rs. 550 Lakhs (Deficit) has been adjusted in Retained Earnings in accordance with Appendix C of IND AS 103 : Business Combinations.

As per guidance on accounting for common control transactions contained in Ind AS 103 "Business Combinations" the merger has been accounted for using the using the pooling of interest method. The previous year figures have therefore been restated to include the impact of the merger. .As per Appendix C of Ind AS 103 "Business Combinations", we have given effect of the same on the restated financial statements from April 01,2021. Further, the shares have not been issued to the shareholders of Dynamic Powertech Private Limited till 31st March,2024. These shares have been considered for the purpose of calculation of earnings per share appropriately.

(a) Value of Consideration Transferred

Particulars	2023-24 Amount	2022-23 Amount	2021-22 Amount
Value of equity shares to be issued (60,00,000 equity shares of face value Rs 10 each)	600.00	600.00	600.00
Total consideration for business combination	**600.00**	**600.00**	**600.00**

(b) Value of Identifiable Assets and Liabilities acquired as on Date of Acquisition

Particulars	Amount	Amount	Amount
Inventories	4,013.16	4,013.16	4,022.63
Trade receivables	1,560.99	1,560.99	1,409.76
Cash & Cash equivalents	2.65	2.65	1.51
Bank balances other than above	63.01	63.01	130.69
Other Financial Assets - Current	-	-	-
Other current assets	43.46	43.46	180.74
Other Financial Assets - Non-Current	10.16	10.16	12.60
Other Non-Current Assets	-	-	-
Property, Plant & Equipment	337.38	337.38	274.14
Intangible assets	16.67	16.67	20.36
Total Assets (a)	**6,047.48**	**6,047.48**	**6,052.43**
Borrowings - Non-Current	1,244.24	1,244.24	2,186.10
Borrowings - Current	1,341.50	1,341.50	1,166.14
Trade payables	464.58	464.58	556.78
Other Financial Liabilities - Current	3.32	3.32	0.85
Other current Liabilities	62.00	62.00	239.63
Deffered Tax Liabilities	1.96	1.96	4.22
Current Tax Liabilities	111.49	111.49	3.79
Reserves & Surplus	2,768.38	2,768.38	1,844.93
Total Liabilities (b)	**5,997.48**	**5,997.48**	**6,002.43**
Value of Assets Acquired	**50.00**	**50.00**	**50.00**

(c)

Amount to be adjusted from General Reserve			
Total consideration for business combination(refer A above)	600.00	600.00	600.00
Less: Value of assets acquired	50.00	50.00	50.00
To be Reduced from Reserve and Surplus	**550.00**	**550.00**	**550.00**

All amounts are in INR in Lakhs, except otherwise stated

Note-47 - Reconciliation of total equity between previous GAAP, Ind AS and Restated Financial Statement

Particulars	As at 30th September 2024*	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Total equity (Shareholders' funds) under previous GAAP	**-**	9,945.40	7,678.17	5,079.76
Adjustment on account of transition to Ind AS:				
Expected Credit Loss	-	-671.32	-443.37	-272.76
Deffered Tax Asset/(Liability) on Ind AS Adjustments	-	171.73	109.42	61.60
Gratuity Valuation	-	2.95	2.95	2.95
Total equity as per Restated Financial Statement	**-**	**9,448.76**	**7,347.16**	**4,871.55**

* Since Financials for the half year ended on 30th September 2024 were not prepared on the basis of GAAP, hence the reconciltion for the same has not been done.

Note-48 - Reconciliation of total comprehensive income between previous GAAP, Ind AS and Restated Financial Statement

Particulars	For Half Year Ended 30th September 2024*	For Year Ended 31st March 2024	For Year Ended 31st March 2023	For Year Ended 31st March 2022
Profit as reported under previous GAAP	-	2,267.26	2,598.40	1,031.29
Adjustment on account of transition to Ind AS -				
Expected Credit Loss	-	-227.95	-170.61	-131.94
Deffered Tax Asset/(Liability) on Ind AS Adjustments	-	62.31	47.83	31.39
Gratuity Valuation	-	-	-	2.95
Total Comprehensive Income for the year as per Restated Financial Statement	**-**	**2,101.62**	**2,475.62**	**933.68**

* Since Financials for the half year ended on 30th September 2024 were not prepared on the basis of GAAP, hence the reconciltion for the same has not been done.

Notes to first time adoption:

a. Expected Credit Loss -

Ind-AS 109 lays out the guidelines for accounting based on the expected credit loss model. The objective of this standard is to establish reporting principles that will present relevant and useful information to users of financial statements for the assessment of the amount, timings and uncertainty of the entity's future cash flows. This standard will have an impact on the measuring and accounting of credit losses.

Under previous GAAP, actual bad debts incurred during the year were recorded at their Transaction Value on case to case basis. Under Ind AS, Expected Credit Loss is recognised in the statement of Profit & Loss on the basis of model derived from the ageing schedule of the Sundry Debtors.

b. Defined benefit liabilities

Under Ind AS, remeasurements on defined benefit plans i.e. actuarial gains and losses and the return on plan assets, excluding amounts included in the net interest expense on the net defined benefit liability are recognised in other comprehensive income instead of profit and loss. Under the previous GAAP, these remeasurements were forming part of the profit and loss for the period concerned. There is no impact on overall profitability.

c. Deffered Tax

Under Ind AS, deferred tax has been recognised on the adjustment made on transition to Ind AS. As per Ind AS 12, the company has appplied balance sheet approach, which focuses on temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base. Accordingly, this has resulted in recognition of deffered tax on new temporary differences which was not required under the previous GAAP.

Note-49

Previous year's figures have been regrouped, rearranged and reclassified, wherever considered necessary, and are rounded off to nearest Lakhs, in order to conform to the current year's presentation.

Note-50

These are Special Purpose Financials prepared as per Division II of Schedule III of Companies Act, 2013 prepared specifically for the purpose of inclusion in DRHP/RHP and are not Statutory Financials of the Company. Furthermore, Comparative Financial Statements for the Half Year ended 30th September 2023 are prepared by the management as per Companies (Indian Accounting Standards) Rules 2015.

As per our report of even date
For A Bafna & Co.
Chartered Accountants
F.R.No. 003660C

Sd/-
Vivek Gupta
Partner
M.No.: 400543

Date:- 23rd December, 2024
Place:- Jaipur

For & On Behalf of the Board
MANGAL ELECTRICAL INDUSTRIES LIMITED
(formerly known as Mangal Electrical Industries Private Limit

Sd/-
Rahul Mangal
Director
DIN : 01591411

Sd/-
Ashish Mangal
Director
DIN : 00432213

Sd/-
Pawan Mendiratta
Chief Financial Officer

Sd/-
Balvinder Singh Guleri
Company Secretary
M.No.: A44874

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OTHER FINANCIAL INFORMATION

The accounting ratios required under Paragraph 11 of Part A of Schedule VI of the SEBI ICDR Regulations are given below:

(in ₹ lakhs other than shared data)

Particulars	Six month period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Earnings per Share (in ₹) – Basic	9.63	10.22	12.07	4.49
Earnings per Share (in ₹) – Diluted	9.63	10.22	12.07	4.49
Net Worth	13,456.40	11,498.76	9,397.17	6,921.55
Return on net worth (%)	15.81%	20.05%	30.32%	14.25%
Net asset value per Equity Share (in ₹)	65.64	56.09	45.83	33.76
Profit /(loss) for the year/period	1,973.27	2,094.86	2,473.81	919.52
EBITDA	3,516.58	4,262.50	4,442.47	2,568.10
EBITDA Margin %	14.24%	9.48%	12.54%	10.01%

Audited Financial Information

In accordance with the SEBI ICDR Regulations, the audited financial information of our Company as of and for the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022 (collectively, the "**Audited Financial Information**") are available on our website at https://www.mangals.com/audited-financial-statements/.

Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. Except as disclosed in this Draft Red Herring Prospectus, the Audited Financial Information and the reports thereon, do not constitute, (i) a part of this Draft Red Herring Prospectus; or (ii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document or recommendation or solicitation to purchase or sell any securities under the Companies Act, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere.

Except as disclosed in this Draft Red Herring Prospectus, the Audited Financial Information, and the reports thereon, should not be considered as part of information that any investor should consider subscribing for or purchase any securities of our Company and should not be relied upon or used as a basis for any investment decision.

None of our Company or any of its advisors, nor the BRLM, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Financial Information, or the opinions expressed therein.

For a reconciliation of non-GAAP measures, see *"Management's Discussion and Analysis of our Results of Operations – Key Performance Indicators and Non-GAAP Financial Measures" on page* 329.

Related Party Transactions

For details of the related party transactions, as per the requirements under applicable Accounting Standards, i.e., Ind AS 24 - Related Party Disclosures, read with the SEBI ICDR Regulations for the six month period ended September 30, 2024 and the Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022 and as reported in the Restated Financial Information, *see "Restated Financial Information – Note* 36 *– Related Party Disclosures" on page* 303.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial condition and results of operations is intended to convey management's perspective on our financial condition and results of operations for the six-month periods ended September 30, 2024 and Fiscal years ended March 31, 2024, March 31, 2023 and March 31, 2022. This discussion and analysis are based on, and should be read in conjunction with, our Restated Financial Information (including the schedules, notes and significant accounting policies thereto) included in the section titled "Restated Financial Information" beginning on page 262.

Our Restated Financial Information have been derived from our audited financial statements operations for the six-month periods ended September 30, 2024 and Fiscal years ended March 31, 2024, March 31, 2023 and March 31, 2022 and restated in accordance with the SEBI ICDR Regulations and the ICAI Guidance. Our financial statements are prepared in accordance with Ind AS, notified under the Companies (Indian Accounting Standards) Rules, 2015, and read with Section 133 of the Companies Act, 2013 to the extent applicable. Ind AS differs in certain material respects from IFRS and U.S. GAAP and other accounting principles with which prospective investors may be familiar. Accordingly, the degree to which the financial statements prepared in accordance with Ind AS included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Ind AS accounting policies. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial information included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial information to IFRS or U.S. GAAP. Any reliance by persons not familiar with Ind AS accounting policies on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited. Please also see "Risk Factors – Significant differences exist between Ind AS and other accounting principles, such as US GAAP and International Financial Reporting Standards ("IFRS"), which investors may be more familiar with and consider material to their assessment of our financial condition.", on page 47.

Our fiscal year ends on March 31 of each year, and references to a particular fiscal year are to the 12 months ended March 31 of that year. All references to a year are to that Fiscal Year, subject to six months period ended 30th September 30, 2024.

Some of the information contained in this section, including information with respect to our strategies, contain forward-looking statements that involve risks and uncertainties. You should read the section titled "Forward-Looking Statements" beginning on page 17 for a discussion of the risks and uncertainties related to those statements and also the section titled "Risk Factors" and "Our Business" beginning on pages 26 and 196, respectively, for a discussion of certain factors that may affect our business, results of operations and financial condition. The actual results of the Company may differ materially from those expressed in or implied by these forward-looking statements.

*Unless otherwise indicated, industry and market data used in this section has been derived from the D&B Report prepared and released by Dun & Bradstreet Information Services India Private Limited ("**D&B India**") and commissioned and paid for by us and prepared exclusively in connection with the Issue. We commissioned the D&B Report on "Industry Report Power T&D and Transformer Components" dated December 12, 2024. The D&B Report is available on the website of our Company at https://www.mangals.com/industry-report/. Unless otherwise indicated, all financial, operational, industry and other related information derived from the Report and included herein with respect to any particular year, refers to such information for the relevant financial year. For further details and risks in relation to commissioned reports, see "Risk Factors — Certain sections of this Draft Red Herring Prospectus contain information from D&B Report, which has been commissioned and paid for by our Company and any reliance on such information for making an investment decision in the Issue is subject to inherent risks" on page 44. Also, see "Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Industry and market data" on page 14.*

Unless otherwise indicated or the context otherwise requires, in this section, references to "the Company" or "our Company" are to Mangal Electrical Industries Limited on a standalone basis.

Overview

We are in the business of processing transformer components transformer lamination, CRGO slit coils, amorphous cores, coil assemblies and core assemblies, wound core, toroidal core and oil immersed circuit breakers. We also trade CRGO and CRNO coils, as well as amorphous ribbons. Further, we manufacture transformers and customised products in the power infrastructure industry. We manufacture transformers with capacities ranging from single-phase 5 KVA to three-phase 10 MVA (medium power) units and also provide EPC services for setting up electrical sub-station, catering to the power infrastructure sector.

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS

1. **Overall Economic Conditions including government policies and initiatives**

Our results of operations are dependent on the overall economic conditions in the markets in which we operate. We expect that these economic factors and conditions, particularly changes in consumer confidence, employment levels, fuel prices, urbanisation, changes in consumer preferences, government policies and interest rates, will continue to be the most important factors affecting our results of operations.

Government regulations and policies of India as well as the countries to which we export our products can affect the demand for, and availability of our products. We have incurred and expect to continue incurring costs for compliance with such laws and regulations. Any changes in government in India or other countries, could adversely affect our business and results of operations in such jurisdictions.

The industry's revenue growth from FY 2022 through FY 2024 can be attributed to government investments in infrastructure, renewable energy integration, and initiatives to improve energy efficiency. The increased need for advanced transformers to support solar, wind, and other renewable energy sources has further propelled demand. Modernization of aging grids and the integration of variable renewable energy (VRE) are also key drivers, creating opportunities for transformer manufacturers to provide higher capacity and technologically advanced products. (Source: D&B Report)

We believe that sustained increase in budgetary allocation for these plans and the development of comprehensive infrastructure policies that encourage greater private sector participation will also contribute to the growth of our Company.

2. **Capacity Expansion and our expansion plans**

As we continue our growth by expanding our existing manufacturing facilities and constructing new manufacturing facilities, we may encounter regulatory, personnel and other difficulties that may increase our expenses and reduce our profitability. Problems that could adversely affect our expansion plans include labour shortages, issues with procurement of equipment or machinery, increased costs of equipment or manpower, inadequate performance of the equipment and machinery installed in our manufacturing facilities, delays in completion, defects in design or construction of our future manufacturing facilities, the possibility of unanticipated future regulatory restrictions, delays in receiving governmental, statutory and other regulatory approvals, incremental pre-operating expenses, taxes and duties, interest and finance charges, working capital margin, environment and ecology costs and other external factors which may not be within the control of our management. Given the substantial increase in our installed capacity and our planned capacity expansion plans, our financial results are and will not be directly comparable to historical figures on account of the expected commencement of commercial production once the facility is completed and commence commercial production. Further, we may experience a fluctuation in our financial results which can impact our future financial performance metrics with prior periods.

3. **Revenue from key customers**

We depend on certain key customers for a substantial portion of our revenues. Our customers typically have specific requirements and accordingly, maintaining close relationships with our key customers is critical part of our business strategy and to the ongoing growth of our operations. The demand for our products and services from our key customers has a significant impact on our results of operations and financial condition. In the event that we lose one or more of our key customers or if the amount of business we receive from them is reduced for any reason, our cash flows and results of operations may be affected. For details please see the section "*Our Business - Customers*" on page 216.

There can be no assurance that such orders will not be short closed, cancelled or reduced, or that customers will fulfil their payment obligations and other obligations, in a timely manner or at all, in accordance with the agreements, or that customers will not dispute the amounts owed to us. Any cancellations, revisions, or modifications to any orders significantly impacts our operations. Our customers include domestic and international industries across different sectors. We have strong and long-established relationships with most of our customers. The demand for our products from our customers has a significant impact on our results of operations and financial condition and our sales are particularly affected by the inventory and sales levels of our key customers.

4. **Currency fluctuation**

We conduct most of our operations in India and the functional currency of our financial statements is Indian rupees. A portion of our revenue is generated from export of our products to UAE, Netherlands, Nepal and Oman which contributed to 2.98% of the total revenue in the Fiscal 2024. The table below provides details of our revenue from operations from exports in the periods indicated:

Countries	**For six-month period ended September 30, 2024**		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	Amount (₹ *lakhs*)	**Percentage of revenue from operations (%)**	**Amount (₹ *lakhs*)**	**Percentage of revenue from operations (%)**	**Amount (₹ *lakhs*)**	**Percentage of revenue from operations (%)**	**Amount (₹ *lakhs*)**	**Percentage of revenue from operations (%)**
Nepal	3.74	0.02	74.45	0.17	8.11	0.02	63.61	0.25
Netherlands	591.11	2.39	398.72	0.89	-	-		-
United Arab Emirates	222.33	0.90	749.24	1.67	1,196.71	3.38	1,012.89	3.95
United States of America	7.28	0.03	-	-	-	-	-	-
Ethiopia	-	-	135.45	0.30	-	-	-	-
Iraq	-	-	84.79	0.19	-	-	-	-
Oman	-	-	114.72	0.26	1,970.96	5.56	3,339.44	13.01
Sri Lanka	-	-	59.55	0.13	-	-	-	-
Thailand	-	-	21.88	0.05	-	-	-	-
Bangladesh	-	-	-	-	726.68	2.05	235.06	0.92
Tanzania	-	-	-	-	121.45	0.34	-	-
Italy	-	-	-	-	-	-	863.82	3.37
Total	**824.46**	**3.34**	**1,638.81**	**3.65**	**4,023.91**	**11.36**	**5,514.81**	**21.49**

Exchange rates between some of these currencies and the Indian rupee may fluctuate in the future, thereby impacting our results of operations and cash flows in rupee terms. Further, while we have a foreign currency risk management framework in place that is reviewed periodically, an established review mechanism, financial derivatives that seek to cover hedging risk and defined limits beyond which unhedged positions may not remain open , we are nevertheless exposed to foreign exchange risks since our business is dependent on imports and exports entailing large foreign exchange transactions, in currencies including the US Dollar and the Euro. Significant changes in the value of certain currencies relative to the currencies could also have an adverse effect on our financial condition, cash flows and results of operations. Accordingly, volatility in currency exchange rates may have a significant effect on the financial condition, cash flows or results of operations of our Company.

5. ***Competition***

We operate in an increasingly competitive market. The Indian transformer component industry is characterized by a mix of organized and unorganized players, with varying levels of market fragmentation. While there are a few large, organized players with significant market share, the industry is still relatively fragmented, with numerous smaller, unorganized players operating in the market. *(Source: D&B Report)* Further, many of our competitors may have significant competitive advantages, including greater brand recognition and greater access to financial, research and development, marketing, distribution and other resources, larger product offerings and greater specialization than us.

Our competitors may further, enter into business combinations or alliances that strengthen their competitive positions or prevent us from taking advantage by entering into such business combinations or alliances. Increasing competition may result in pricing pressures or decreasing profit margins or lost market share or failure to improve our market position, any of which could substantially harm our business and results of operations. We will be required to compete effectively with our existing and potential competitors, to maintain and grow our market share and in turn, our results of operations. For further details in relation to the competition we face and our significant competitors, see "*Industry Overview*" and "*Our Business - Competition*" on pages 122 and 196, respectively.

Significant Accounting Policies for the Restated Financial Information

Basis of preparation and presentation of Restated Financial Information

The Restated Financial Information of the Company comprises of the Restated Financial Statements of Assets and Liabilities as at September 30, 2024 March 31, 2024, 2023 and 2023, the Restated Statements of Profit and Loss (including Other Comprehensive Income), the Restated Statements of Cash Flows and the Restated Statements of Changes in Equity for the six-month period ended September 30, 2024 and years ended March 31, 2024, 2023 and 2022, the Material Accounting Policies, and other explanatory information (collectively, the '**Restated Financial Information'**).

These Restated Financial Information have been prepared by the Management for the purpose of inclusion in the Draft Red Herring Prospectus and the Prospectus (the "**Issue Documents**") to be filed with the Registrar of Companies, Rajasthan at Jaipur ("**RoC**"), the Securities and Exchange Board of India ("**SEBI**") and BSE Limited (the "BSE") and National Stock Exchange of India Limited (the "**NSE**") (BSE and NSE together, the "**Stock Exchanges**") 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 (the "**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 (the "**Guidance Note**") read with the general directions dated October 28, 2021, letter dated November 18, 2021 and email dated December 18, 2021 received from Securities and Exchange Board of India (SEBI) by the Company through the Book Running Lead Managers (the "**SEBI Communications**"), as applicable.

The Company has prepared these Restated Financial Statements as per Indian Accounting Standards notified under section 133 of the Companies Act, 2013, as amended (the "**Act**") read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("**Ind AS**") with effect from April 1, 2020.

These Restated Financial Information have been compiled by the Management from the Special purpose audited restated Ind AS financial statements of the company as at and for the six months period ended September 30, 2024 and year ended March 31, 2024, March 31, 2023 and March 31, 2022 along with comparative audited Ind AS financial statements as at and for the year ended March 31, 2021 prepared in accordance with the recognition and measurement principles of Indian Accounting Standard (Ind AS) prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and the other accounting principles generally accepted in India(the "**Ind AS Financial Statements**").The comparative information as at and for the year ended March 31, 2021 included in the restated Ind AS financial statements as at and for the year ended March 31, 2022 have been prepared by making Ind AS adjustments to the special purpose audited Ind AS restated financial statements of the Company as at and for the year ended March 31, 2022, prepared in accordance with the accounting standards notified under section 133 of the Act ("**Indian GAAP**") (the "**Statutory Indian GAAP Financial Statements**").

The Board of Directors of Mangal Electrical Industries Limited (formerly known as Mangal Electrical Industries Private Limited, at its meeting held on April 5, 2024, had considered and approved a merger of Dynamic Powertech Private Limited and Mangal Electrical Industries Limited (formerly known as Mangal Electrical Industries Private Limited) by way of scheme of arrangement.

The Board of Directors had approved a merger ratio of 12 equity shares of ₹10/- each fully paid-up of Mangal Electricals Limited (formerly known as Mangal Electrical Industries Private Limited) for every 1 equity share of ₹10/- each fully paid-up held by the shareholders of Dynamic Powertech Private Limited.

The Jaipur Bench of the National Company Law Tribunal ("**NCLT**"), through its order dated April 5, 2024 has approved the scheme with the appointed date of the merger being April 1, 2023.

As per guidance on accounting for common control transactions contained in Ind AS 103 "*Business Combinations*" the merger has been accounted for using the using the pooling of interest method. The previous year figures have therefore been restated to include the impact of the merger. The difference between the net identifiable assets acquired and consideration paid on merger has been accounted for as Capital reserve adjusted through Retained Earnings. As per Appendix C of Ind AS 103 "*Business Combinations*", we have given effect of the same on the restated financial statements from April 1, 2021.

Further, the shares have not been issued to the shareholders of Dynamic Powertech Private Limited till March 31, 2024. These shares have been considered for the purpose of calculation of earnings per share appropriately.

The Special Purpose Ind AS Financial Statements have been prepared solely for the purpose of preparation of the Restated Financial Information for inclusion in Issue Documents in relation to the proposed IPO, which requires financial statements of all the periods included, to be presented under Ind AS. As such, these Special Purpose Ind AS Financial Statements are not suitable for any other purpose other than for the purpose of preparation of the Restated Financial Information and are also not financial statements prepared pursuant to any requirements under section 129 of the Act.

Measurement of Fair Values

A number of Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. The Company has established policies and procedures with respect to the measurement of fair values.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

— Level 1: Quoted prices (unadjusted) in active markets for identical assets and liabilities.

— Level 2: Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.

— Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Functional and presentation currency

These financial statements are presented in Indian Rupees (INR), which is the Company's functional currency. All amounts disclosed in the Financial Statements and notes have been rounded off to the nearest lakhs (with two places of decimal) as per the requirement of Schedule III, unless otherwise stated.

Current and non-current classification of Assets and Liabilities

The Company presents assets and liabilities in the balance sheet based on current/non-current classification. It has been classified as current or non-current as per the Company's normal operating cycle and other criteria as set out in the Division II of Schedule III to the companies Act, 2013.

An asset is current when it is:

— Expected to be realized or intended to be sold or consumed in normal operating cycle;

— Held primarily for the purpose of trading.

— Expected to be realized within twelve months after the reporting period; or

— Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

— All other assets are classified as non-current.

A liability is current when:

— It is expected to be settled in normal operating cycle.

— It is held primarily for the purpose of trading.

— It is due to be settled within twelve months after the reporting period; or

— There is no unconditional right to defer settlement of the liability for at least twelve months after the reporting period.

— All other liabilities are classified as non-current. Deferred tax assets/liabilities are classified as non-current.

Operating cycle

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle. All Assets and Liabilities have been classified as current or non-current as per the operating cycle and other criteria set out in Ind AS 1 'Presentation of Financial Statements' and Schedule III to the Companies Act, 2013.

Material Accounting Policies

A summary of the material accounting policies applied in the preparation of the financial statements are as given below. These accounting policies have been applied consistently to all periods presented in the financial statements.

Property, plant and equipment

(1.1) Initial recognition and measurement

An item of property, plant and equipments recognized as an asset if and only if it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably.

Items of property, plant and equipment are initially recognized at cost. Subsequent measurement is done at cost less accumulated depreciation/amortization (other than freehold land) and accumulated impairment losses. Cost includes expenditure that is directly attributable to bringing the asset to the location and condition, inclusive of non- refundable taxes & duties, necessary for it to be capable of operating in the manner intended by management.

When parts of an item of property, plant and equipment have different useful lives, they are recognized separately.

Items of spare parts, stand-by equipment and servicing equipment which meet the definition of property, plant and equipment are capitalized. Other spare parts are carried as inventory and recognized in the statement of profit and loss on consumption.

(1.2) Subsequent costs

Subsequent expenditure is recognized as an increase in the carrying amount of the asset when it is probable that future economic benefits deriving from the cost incurred will flow to the enterprise and the cost of the item can be measured reliably.

"The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. All other expenses on existing property, plant and equipment, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to profit and loss account for the period in which such expense are incurred."

(1.3) De-recognition

Property, plant and equipment is derecognized when no future economic benefits are expected from their use or upon their disposal. Gains and losses on de-recognition of an item of property, plant and equipment are determined by comparing the proceeds from disposal, if any, with the carrying amount of property, plant and equipment, and are recognized in the statement of profit and loss.

(1.4) Depreciation

The depreciation on Property, Plant & Equipment has been provided on the written down value method as per the useful life prescribed in Schedule II to the Companies Act, 2013. Depreciation on the property, plant & equipment added / disposed off / discarded during the year has been provided on pro rata basis with reference to the date of addition / disposition /discardation. The residual values, useful lives and methods of depreciation of Property, Plant and Equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Capital work-in-progress

The cost of self-constructed assets includes the cost of materials & direct labour, any other costs directly attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the manner intended by management and borrowing costs.

Expenses directly attributable to construction of property, plant and equipment incurred till they are ready for their intended use are identified and allocated on a systematic basis on the cost of related assets.

Depreciation is not recorded on capital work-in-progress until construction and installation is complete and the asset is ready for its intended use**.**

Intangible assets/ Intangible assets under Development

(3.1) Initial recognition and measurement

An intangible asset is recognized if and only if it is probable that the expected future economic benefits that are attributable to the asset will flow to the company and the cost of the asset can be measured reliably.

Intangible assets that are acquired by the Company, which have finite useful lives, are recognized at cost. Subsequent measurement is done at cost less accumulated amortization and accumulated impairment losses. Cost includes any directly attributable incidental expenses necessary to make the assets ready for its intended use.

(3.2) Subsequent costs

Subsequent expenditure is recognized as an increase in the carrying amount of the asset when it is probable that future economic benefits deriving from the cost incurred will flow to the enterprise and the cost of the item can be measured reliably.

(3.3) De-recognition

An intangible asset is derecognized when no future economic benefits are expected from their use or upon their disposal. Gains & losses on de-recognition of an item of intangible assets are determined by comparing the proceeds from disposal, if any, with the carrying amount of intangible assets and are recognized in the statement of profit and loss.

(3.4) Amortization

Intangible assets are amortised over a period of estimated useful life as determined by the management.

Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalized as part of cost of such asset until such time the assets are substantially ready for their intended use. Qualifying assets are assets which necessarily take substantial period of time to get ready for their intended use or sale.

Capitalization of borrowing costs ceases when substantially all the activities necessary to prepare the qualifying assets for their intended uses are complete. Borrowing costs consist of

(a) interest expense calculated using the effective interest method as described in Ind AS 109 – 'Financial Instruments'

(b) finance charges in respect of finance leases recognized in accordance with Ind AS 116 – 'Leases' and

(c) exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs. Income earned on temporary investment of the borrowings pending their expenditure on the qualifying assets is deducted from the borrowing costs eligible for capitalization.

All other borrowing costs are recognized as an expense in the year in which they are incurred.

Inventories

Raw materials, stores, work-in-progress and finished goods are stated at the lower of cost and net realisable value. Cost of raw materials and stores comprises cost of purchases. Cost of work-in-progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity.

Costs of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Cost of raw materials are calculated on the basis of FIFO method whereas cost of finished goods are calculated on the basis of weighted average cost. Costs of purchased inventory are determined after deducting rebates and discounts. 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.

Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks, cash 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.

Provisions and contingent liabilities and Contingent Assets

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance costs.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at reporting date, taking into account the risks and uncertainties surrounding the obligation.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

Contingent liabilities are possible obligations that arise from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events not wholly within the control of the Company. Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Contingent liabilities are disclosed on the basis of judgment of the management/independent experts. These are reviewed at each balance sheet date and are adjusted to reflect the current management estimate.

Contingent assets are possible assets that arise from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Contingent assets are disclosed in the financial statements when inflow of economic benefits is probable on the basis of judgment of management. These are assessed continually to ensure that developments are appropriately reflected in the financial statements.

Foreign currency transactions and translation

Transactions in foreign currencies are initially recorded at the functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognized in profit or loss in the year in which it arises.

Non-monetary items are measured in terms of historical cost in a foreign currency and are translated using the exchange rate at the date of the transaction.

Revenue recognition

a) The Company derives revenues primarily from the sale of goods . Revenue is recognized on satisfaction of performance obligation upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services.

The Company does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, it does not adjust any of the transaction prices for the time value of money.

b) Revenue from EPC Contracts is recognized based on the stage of completion determined with reference to the costs incurred on contracts and their estimated total costs. Provision for foreseeable losses/ construction contingencies on turnkey contracts is made on the basis of technical assessments of costs to be incurred and revenue to be accounted for.

c) Price Escalation and other claims or variations in the contract work are included in contract revenue only when:

i) Negotiations have reached to an advanced stage such that it is probable that customer will accept the claim: and

ii) The amount that is probable will be accepted by the customer and can be measured reliably.

Other income

Interest income is recognized, when no significant uncertainty as to measurability or collectability exists, on a time proportion basis taking into account the amount outstanding and the applicable interest rate.

Employee benefits

10.1 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 recognized for the amount expected to be paid under performance related pay if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

10.2 Post-Employment benefits

Employee benefit that are payable after the completion of employment are Post-Employment Benefit (other than termination benefit). These are of two types:

10.2.1 Defined contribution plans

Defined contribution plans are those plans in which an entity pays fixed contribution into separate entities and will have no legal or constructive obligation to pay further amounts. Provident Fund and Employee State Insurance are Defined Contribution Plans in which the company pays a fixed contribution and will have no further obligation.

10.2.2 Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan.

Company pays Gratuity as per provisions of the Gratuity Act, 1972. The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. Any unrecognized past service costs and the fair value of any plan assets are deducted. The discount rate is based on the prevailing market yields of Indian government securities as at the reporting date that have maturity dates approximating the terms of the Company's obligations and that are denominated in the same currency in which the benefits are expected to be paid. The calculation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a liability to the company, the present value of liability is recognized as provision for employee benefit. Any actuarial gains or losses are recognized in Other Comprehensive Income ("OCI") in the period in which they arise.

Business combination under common control

Business combinations involving entities or businesses under common control are accounted for using the pooling of interest method. Under pooling of interest method, the assets and liabilities of the combining entities or businesses are reflected at their carrying amounts after making adjustments necessary to harmonise the accounting policies. The financial information in the financial statements in respect of prior periods is restated as if the business combination had occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of the combination. The identity of the reserves is preserved in the same form in which they appeared in the financial statements of the transferor and the difference, if any, between the amount 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 in case of surplus of assets over liabilities and is adjusted in Retained Earnings in case of deficit.

Income tax

Tax expense comprises current tax and deferred tax. Current tax expense is recognized in the statement of profit or loss except to the extent that it relates to items recognized directly in other comprehensive income or equity, in which case it is recognized in OCI or equity. Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted and as applicable at the reporting date, and any adjustment to tax payable in respect of previous years. Current taxes are recognized under 'Income tax payable' net of payments on account, or under 'Tax receivables' where there is a debit balance.

Deferred tax is recognized using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

Deferred tax is recognized in the statement of profit or loss except to the extent that it relates to items recognized directly in OCI or equity, in which case it is recognized in OCI or equity. A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. 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. Additional income taxes that arise from the distribution of dividends are recognized at the same time that the liability to pay the related dividend is recognized.

Leases

13.1 As Lessor

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases. For operating leases, rental income is recognized on a straight-line basis over the term of the relevant lease.

13.2 As Lessee

The Company's lease asset classes primarily consist of leases for buildings. The Company assesses whether a contract contains a lease at the inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases) and low-value leases. For these short-term and low- value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities include these options when it is reasonably certain that they will be exercised.

ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates.

Impairment of non-financial assets

The carrying amounts of the Company's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment considering the provisions of Ind AS 36 'Impairment of Assets'. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit is the higher of its fair value less costs to disposal and its value in use. In assessing value in use, the estimated future cash flows are 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 asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "**cash-generating unit**", or "**CGU**").

An impairment loss is recognized if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognized in profit or loss. Impairment losses recognized in respect of CGUs are reduced from the carrying amounts of the assets of the CGU.

Impairment losses recognized in prior periods are assessed at each reporting date for any indications 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. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

Dividends

Dividends and interim dividends payable to a Company's shareholders are recognized as changes in equity in the period in which they are approved by the shareholders' meeting and the Board of Directors respectively.

Earnings per share

Basic earnings per equity share is computed by dividing the net profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the financial year. Diluted earnings per equity share is computed by dividing the net profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

Statement of Cash Flows

Cash flow statement is prepared in accordance with the indirect method prescribed in Ind AS 7 'Statement of Cash Flows' for operating activities.

Financial Instruments

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss ("FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in statement of profit and loss.

18.1 Financial assets

On initial recognition, a financial asset is recognized at fair value. All recognized financial assets are subsequently measured in their entirety at either amortized cost or fair value through profit or loss (FVTPL) or fair value through other comprehensive income (FVOCI) depending on the classification of the financial assets.

Financial assets are not reclassified subsequent to their recognition, except if and in the period the Company changes its business model for managing financial assets.

Trade Receivables and Loans:

Trade receivables are initially recognized at fair value. Subsequently, these assets are held at amortized cost, using the effective interest rate (EIR) method net of any expected credit losses. The EIR is the rate that discounts estimated future cash income through the expected life of financial instrument.

Derecognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

Impairment of financial assets

Expected credit losses are recognized for all financial assets subsequent to initial recognition other than financials assets in FVTPL category.

ECL is the weighted-average of difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company 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 Company 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.

In respect of trade receivables, the Company applies the simplified approach of Ind AS 109, which requires measurement of loss allowance at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

For financial assets other than trade receivables, as per Ind AS 109, the Company recognises 12 month expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. The Company 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.

18.2 Financial liabilities and equity instruments

Classification as equity

Equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

"An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognized at the proceeds received, net of direct issue costs. "

Repurchase of the Company’s own equity instruments is recognized and deducted directly in equity. No gain or loss is recognized in statement of profit and loss on the purchase, sale, issue or cancellation of the Company’s own equity instruments.

Financial liabilities

Financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit or loss. In case of trade payables, they are initially recognized at fair value and subsequently, these liabilities are held at amortised cost, using the effective interest method. All financial liabilities are subsequently measured at amortized cost using the effective interest method.

Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognized in the Statement of Profit and Loss. Interest expense are included in the ‘Finance costs’ line item. The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period.

The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Derecognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired.

Derivative financial instruments

The Company uses forwards to mitigate the risk of changes in interest rates, exchange rates and commodity prices. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are also subsequently measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to Statement of Profit and Loss.

Segment Reporting

Operating segments are those components of the business whose operating results are regularly reviewed by the chief operating decision making body in the Company to make decisions for performance assessment and resource allocation. The company is primarily involved in manufacturing and trading of Electrical Transformers, CRGO, Electrical Accessories and other related items and is also involved in execution of EPC contracts involving Electrical Items. The main business of the Company is of manufacturing and sales of Electrical Transformers, CRGO and other electrical accessories. All other activities of the Company revolve around the main business and the chief operating decision making body in the company reviews the same as only one segment i.e. related to power. Therefore, there is only one reportable segment. Further, there are no reportable geographic segments.

Operating Cycle

Based on the nature of products/activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

Recent Accounting Pronouncements

The 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. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

Major Estimates made in preparing Financial Statements

1. Useful life of property, plant and equipment and intangible assets

The estimated useful life of property, plant and equipment is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors (such as the stability of the industry and known technological advances) and the level of maintenance expenditures required to obtain the expected future cash flows from the asset.

Useful life of the assets other than Plant and machinery are in accordance with Schedule II of the Companies Act, 2013.

The Company reviews at the end of each reporting date the useful life of property, plant and equipment, and are adjusted prospectively, if appropriate. Intangible assets are amortised over a period of estimated useful life as determined by the management.

2. Post-employment benefit plans

Employee benefit obligations are measured on the basis of actuarial assumptions which include mortality and withdrawal rates as well as assumptions concerning future developments in discount rates, the rate of salary increases and the inflation rate. The Company considers that the assumptions used to measure its obligations are appropriate and documented. However, any changes in these assumptions may have a material impact on the resulting calculations.

3. Provisions and contingencies

The assessments undertaken in recognizing provisions and contingencies have been made in accordance with Ind AS 37, 'Provisions, Contingent Liabilities and Contingent Assets'. The evaluation of the likelihood of the contingent events has required best judgment by management regarding the probability of exposure to potential loss. Should circumstances change following unforeseeable developments, this likelihood could alter.

4. Allowance for credit losses on receivables

The Company determines the allowance for credit losses based on historical loss experience adjusted to reflect current and estimated future economic conditions. The Company considered current and anticipated future economic conditions relating to industries the Company deals with and the countries where it operates. In calculating expected credit loss, the Company has also considered credit reports and other related credit information for its customers to estimate the probability of default in future.

Changes in the accounting policies, if any, in the Fiscals 2022, 2023 and 2024 and their effect on our profits and reserves

There have been no changes in our accounting policies in the for the six-month period ended September 30, 2024 and financial years ended March 31, 2024, March 31, 2023 and March 31, 2022.

In the year ended March 31, 2022, the accounting policy for recording of gratuity expenses was on actual liability basis which was then changed to accrual basis in the year ended March 31, 2023 except as provided below.

Key Performance Indicators and Non-GAAP Financial Measures

In addition to our financial results determined in accordance with Ind AS, we consider and use those certain non-GAAP financial measures and key performance indicators that are presented below as supplemental measures to review and assess our operating performance. Our management does not consider these non-GAAP financial measures and key performance indicators in isolation or as an alternative or substitutive to the Restated Financial Information. We present these non-GAAP financial measures and key performance indicators because we believe they are useful to our Company in assessing and evaluating our operating performance, and for internal planning and forecasting purposes. We believe these non-GAAP financial measures could help investors as an additional tool to evaluate our ongoing operating results and trends with a more granular view of our financial performance.

Non-GAAP financial information are not recognized under Ind AS and do not have standardized meanings prescribed by Ind AS. In addition, non-GAAP financial measures and key performance indicators used by us may differ from similarly titled non-GAAP measures used by other companies. The principal limitation of these non-GAAP financial measures is that they exclude significant expenses and income that are required by Ind AS to be recorded in our financial statements, as further detailed below. In addition, they are subject to inherent limitations as they reflect the exercise of judgment by management about which expenses and income are excluded or included in determining these non-GAAP financial measures. A reconciliation is provided below for each non-GAAP financial measure to the most directly comparable financial measure prepared in accordance with Ind AS. Investors are encouraged to review the related Ind AS financial measures and the reconciliation of non-GAAP financial measures to their most directly comparable Ind AS financial measures included below and to not rely on any single financial measure to evaluate our business. Other companies may calculate non-GAAP metrics differently from the way we calculate these metrics. See "*Risk Factors – Significant differences exist between Ind AS and other accounting principles, such as US GAAP and International Financial Reporting Standards ("IFRS"), which investors may be more familiar with and consider material to their assessment of our financial condition*." on page 47.

(₹ in lakhs, except for ratios and percentages)

Particulars	For half year ended September 30, 2024*	For Year ended March 31, 2024	For Year ended March 31, 2023	For Year ended 31 March 31, 2022
Revenue From Operations [1]	24,701.79	44,948.45	35,430.88	25,664.75
EBITDA [2]	3,516.58	4,262.50	4,442.47	2,568.10

EBITDA Margin (in %) (3)	14.24%	9.48%	12.54%	10.01%
Net Profit after Tax (4)	1,973.27	2,094.86	2,473.82	919.52
Net Profit Margin (in %) (5)	7.99%	4.66%	6.98%	3.58%
Return on Net Worth (in %) (6)	15.81%	20.05%	30.32%	14.25%
Return on Capital Employed (in %) (7)	13.82%	19.92%	23.24%	13.40%
Debt – Equity Ratio (in times) (8)	0.82	0.80	1.03	1.72
Day Working Capital (9)	135	121	153	97
Unit Produced				
CRGO (in metric tons)	4,088	7,813	5,388	4,652
Amorphous (in metric tons)	629	1,500	988	406
ICB (in No.)	21,605	58,206	35,880	28,293
Transformer (in KVA)	1,81,706	6,18,412	2,78,715	2,13,320
Capacity Utilization				
CRGO	50%	48%	43%	60%
Amorphous	52%	63%	66%	27%
ICB	58%	78%	66%	63%
Transformer	48%	82%	58%	44%

Notes:

1. *Revenue from operations represents the revenue from sale of products and other operating revenue of our Company as recognized in the Restated financial information.*
2. *EBITDA means Earnings before interest, taxes, depreciation and amortization expense, which has been arrived at by obtaining the profit before tax/ (loss) for the year / period and adding back finance costs, depreciation, and amortization expense and other income.*
3. *EBITDA margin is calculated as EBITDA as a percentage of revenue from operations.*
4. *Net Profit after tax represents the restated profits of our Company after deducting all expenses other than Other Comprehensive Income.*
5. *Net Profit margin is calculated as restated profit/ (loss) for the year/period divided by revenue from operations.*
6. *Return on net worth is calculated as Net profit after tax, as restated, attributable to the owners of the Company for the year/ period divided by Average Net worth. Average net worth means the average of the aggregate value of the paid-up share capital and reserves and surplus of the current and previous financial year and adding share pending for allotment pursuant to merger.*
7. *Return on capital employed calculated as Earnings before interest and taxes divided by capital employed (capital employed calculated as value of total assets reduced by total current liabilities, total non-current liabilities, Intangible assets and Long term borrowing and Short term borrowing has to be added).*
8. *Debt- equity ratio is calculated by dividing total debt by total equity. Total debt represents long term and short-term borrowings. Total equity is the sum of equity share capital, reserves and surplus.*
9. *Days Working Capital is arrived at by dividing working capital (current assets excluding cash and cash equivalents less current liabilities excluding short term borrowings) by revenue from operations multiplied by the number of days in the period/ year.*

EBITDA & EBITDA Margin

The following table sets forth our EBITDA and EBITDA Margin for the six-month period ended September 30, 2024 and Fiscals 2024, 2023 and 2022:

(₹ in lakhs, except for ratios and percentages)

Particulars	For six month period ended September 30, 2024*	For Fiscal 2024	For Fiscal 2023	For Fiscal 2022
Revenue from Operations (A)	24,701.79	44,948.45	35,430.88	25,664.75
Profit Before Tax (B)	2,647.73	2,810.85	3,286.99	1,171.19
Add: Finance Cost (C)	735.51	1,308.53	1,133.63	1,344.65
Add: Depreciation and amortization expenses (D)	250.11	407.91	372.17	341.99
Other Income (E)	116.77	264.78	350.32	289.73
EBITDA (F=B+C+D-E)	3,516.58	4,262.50	4,442.47	2,568.10
EBITDA Margin (G=F/A)	14.24%	9.48%	12.54%	10.01%

**Not Annualised*

PAT & PAT Margin

The following table sets forth our Profit after tax and Profit after tax margin for the six-month periods ended September 30, 2024 and Fiscal years ended March 31, 2024, March 31, 2023 and March 31, 2022.

Particulars	For six-month period ended September 30, 2024*	For Fiscal 2024	For Fiscal 2023	For Fiscal 2022
Revenue from Operations (A)	24,701.79	44,948.45	35,430.88	25,664.75
Profit After Tax (B)	1,973.27	2,094.86	2,473.82	919.52
PAT Margin (C=B/A)	7.99%	4.66%	6.98%	3.58%

**Not Annualised*

Return on net worth

The following table sets forth our Net Working Capital for the six-month period ended September 30, 2024 and Fiscals 2024, 2023 and 2022.

(₹ in lakhs, except for ratios and percentages)

Particulars	For six-month period ended September 30, 2024*	For Fiscal 2024	For Fiscal 2023	For Fiscal 2022
Profit after tax (A)	1,973.27	2,094.86	2,473.82	919.52
Average Total Equity (B)	12,477.58	10,447.96	8,159.35	6,454.70
Return on net worth (C=A-B)	**15.81%**	**20.05%**	**30.32%**	**14.25%**

**Not Annualised*

Return on capital employed

The following table sets forth our Return on capital employed for the six-month period ended September 30, 2024 and Fiscals 2024, 2023 and 2022.

(₹ in lakhs, except for ratios and percentages)

Particulars	For six-month period ended September 30, 2024*	For Fiscal 2024	For Fiscal 2023	For Fiscal 2022
PBT (A)	2,647.73	2,810.85	3,286.99	1,171.19
Finance Cost (B)	735.51	1,308.53	1,133.63	1,344.65
EBIT (C=A+B)	**3,383.24**	**4,119.37**	**4,420.62**	**2,515.85**
Total Assets (D)	30,706.72	24,654.17	22,126.10	24,151.50
Total Current Liabilities (E)	15,579.06	11,101.51	8,145.75	11,299.32
Total Non Current Liabilities (F)	1,671.27	2,053.91	4,583.19	5,930.63
Intangible Assets (G)	54.32	32.82	42.52	55.24
Long Term Borrowings (H)	1,426.08	1,856.13	4,400.29	5,721.77
Short Term Borrowings (I)	9,652.88	7,355.88	5,263.56	6,180.80
Capital Employed (J=D-E-F-G+H+I)	**24,506.25**	**20,677.95**	**19,018.48**	**18,768.89**
ROCE (K=C/J)	13.81%	19.92%	23.24%	13.40%

**Not Annualised*

Debt-equity ratio

The following table sets forth our Debt-to-equity ratio for the six-month period ended September 30, 2024 and Fiscals 2024, 2023 and 2022.

(₹ in lakhs, except for ratios and percentages)

Particulars	For six-month period ended September 30, 2024*	For Fiscal 2024	For Fiscal 2023	For Fiscal 2022
Non-current borrowings (A)	1,426.08	1,856.13	4,400.29	5,721.77
Current borrowings (B)	9,652.88	7,355.88	5,263.56	6,180.80
Total Borrowings (C=A+B)	**11,078.95**	**9,212.01**	**9,663.85**	**11,902.57**
Total Equity (D)	13,456.40	11,498.76	9,397.16	6,921.55
Debt to equity ratio	0.82	0.80	1.03	1.72

(E=C/D)				

* *Not Annualised*

Overview of Income and Expenditure

The following descriptions set forth information with respect to key components of our profit and loss statement.

Income

Income consists of (i) revenue from operations and (ii) other income.

Revenue from operations

Revenue from operations comprises (i) sale of goods such as export sales (including deemed export to SEZ's), domestic sale and other services related to sale of goods and (ii) sale of services (civil work / job work / erection work)

The following is a breakdown of our revenue from operations for the periods/fiscal years specified, based on the Restated Financial Information.

(₹ in lakhs, except for ratios and percentages)

Particulars	For six-month period ended September 30, 2024*	For Fiscal 2024	For Fiscal 2023	For Fiscal 2022
Sale of goods				
Export sales (including deemed export to SEZ's	2,571.05	5,970.30	5,185.36	5,509.44
Domestic	22,002.48	38,609.01	29,992.25	19,958.51
Other services related to sale of goods	89.21	81.24	5.30	-
Sales of Service (civil work / job work / erection work)	39.05	287.90	247.98	196.80
Total	**24,701.79**	**44,948.45**	**35,430.88**	**25,664.75**

Product-wise wise revenue bifurcation:

(₹ in lakhs, except for ratios and percentages)

Particulars	For six-month period ended September 30, 2024*	For Fiscal 2024	For Fiscal 2023	For Fiscal 2022
CRGO	16,734.76	27,375.12	20,559.23	14,069.49
Amorphous	1,878.13	3,990.26	2,921.11	1,564.03
ICB	431.89	975.73	470.19	379.33
Transformer	4,266.83	9,903.12	9,362.05	6,978.89
EPC	1,147.25	1,563.69	1,184.46	1,481.00
Others	242.93	1,140.54	933.81	1,192.01
Total	**24,701.79**	**44,948.45**	**35,430.88**	**25,664.75**

Other income

Other income primarily comprises (i) interest income on FDR's, others, drawback and income tax refunds (ii) foreign exchange gain; (iii) insurance claim; (iv) profit/loss on sale of assets; and (v) rental income and designing & testing income.

Expenditure

Our expenses comprise of the following:

(i) *Cost of raw material and components consumed*
Cost of raw material and components consumed comprise of cost of consumption of CRGO coils, Amorphous coils, Copper and Transformer oil etc.

(ii) *Purchase of stock in trade:*

Purchase of stock in trade comprise of purchase of good for trading activities.

(iii) *Employee benefits expense:*
Employee benefits expense primarily comprises salaries, bonus and allowances, contribution to provident and other funds, staff & labour welfare expenses, director remuneration and gratuity expenses.

(iv) *Finance costs:*
Finance cost comparison of interest on secured loans, unsecured loans, working capital and others loans and bank charges and commission.

(v) *Depreciation and amortisation expenses:*
Depreciation and amortisation expenses comprise of depreciation on tangible assets and amortisation of intangible assets.

(vi) *Other Expenses:*
Other expenses majorly comprise of manufacturing expenses which consist of job work charges, power, electricity and water expenses and fule and gas expenses, project erection cost, freight charges, rates and taxes, testing charges, legal and professional fees etc.

Tax Expense

Our tax expense represents the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by income tax payable for earlier years and deferred tax charges or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the period).

Deferred tax charges or credits and the corresponding deferred tax liabilities or assets are recognized using the tax rates (and tax laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled or the asset realized. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Deferred tax is reviewed at each balance sheet date and written down or written up to reflect the amount that is reasonably certain to be realized.

Results of operations information based on the Restated Financial Information

Set forth below is certain select financial information based on the Restated Financial operations for the six month period ended September 30, 2024 and Fiscal years ended March 31, 2024, March 31, 2023 and March 31, 2022, the components of which are also expressed as a percentage of our total income for the periods/Fiscals indicated.

(in lakhs)

Particulars	For six-month period ended September 30, 2024*		For Fiscal 2024		For Fiscal 2023		For Fiscal 2022	
	Amount	% of total income	Amount	% of total income	Amount	%of total income	Amount	%of total income
	(₹ lakhs)	(%)	(₹ lakhs)	(%)	(₹ lakhs)	(%)	(₹ lakhs)	(%)
Revenue from operations	24,701.79	99.53	44,948.45	99.41	35,430.88	99.02	25,664.75	98.88
Other income	116.77	0.47	264.78	0.59	350.32	0.98	289.73	1.12
Total income (A)	**24,818.56**	**100.00**	**45,213.23**	**100.00**	**35,781.20**	**100.00**	**25,954.48**	**100.00**
Expenses								
Cost of raw materials and components consumed	16,094.17	64.85	32,839.78	72.63	27,134.42	75.83	15,482.87	59.65
Purchase of stock-in-trade	2,624.38	10.57	2,470.77	5.46	1,998.91	5.59	2,448.67	9.43
Increase/(decrease) in inventories of finished goods, work-in-progress and traded goods	59.29	0.24	1,009.37	2.23	-2,335.80	-6.53	810.31	3.12
Employee benefits expenses	1,062.08	4.28	1,963.03	4.34	1,612.54	4.51	1,246.73	4.80
Finance costs	735.51	2.96	1,308.53	2.89	1,133.63	3.17	1,344.65	5.18
Depreciation and amortization expenses	250.11	1.01	407.91	0.90	372.17	1.04	341.99	1.32
Other expenses	1,345.29	5.42	2,402.99	5.31	2,578.34	7.21	3,108.07	11.98
Total expenses (B)	**22,170.83**	**89.33**	**42,402.38**	**93.78**	**32,494.21**	**90.81**	**24,783.29**	**95.49**
Profit/(Loss) before tax (E) = (C+D)	2,647.73	10.67	2,810.85	6.22	3,286.99	9.19	1,171.19	4.51
Income tax including prior period tax	695.14	2.80	793.27	1.75	848.90	2.37	334.47	1.29
Deferred tax charge / (credit)	(20.68)	(0.08)	(77.28)	(0.17)	(35.72)	(0.10)	(82.80)	(0.32)
Total Tax Expenses (F)	674.46	2.72	715.99	1.58	813.18	2.27	251.67	0.97
Profit/(Loss) for the period/year (G) = (E-F)	**1,973.27**	**7.95**	**2,094.86**	**4.63**	**2,473.82**	**6.91**	**919.52**	**3.54**

Results of operations information for the six- month period ended September 30, 2024.

Total Income

Our total income for the six-month period ended September 30, 2024 was ₹24,818.56 lakhs and comprised revenue from operations and other income.

Revenue from Operations

Our revenue from operations for the six-month period ended September 30, 2024, was ₹24,701.79 lakhs, primarily comprising domestic sales of ₹22,002.48 lakhs; exports, including deemed exports to Special Economic Zones (SEZs), of ₹2,571.05 lakhs; other services related to the sale of goods of ₹89.21 lakhs; and sales of services (civil work, job work, and erection work) of ₹39.05 lakhs.

Other Income

Our other income for the six-month period ended September 30, 2024, was ₹116.77 lakhs, primarily comprising a foreign exchange gain of ₹73.49 lakhs; interest income on fixed deposits (FDRs) of ₹20.67 lakhs; other interest received of ₹0.01 lakh; rent received of ₹0.30 lakh; profit on the sale of fixed assets amounting to ₹1.28 lakh; insurance claims received totalling ₹4.78 lakhs; and designing and testing income of ₹16.24 lakhs.

Expenses

Total expenses for the six-month period ended September 30, 2024, were ₹22,170.83 lakhs and comprised the cost of materials consumed, purchases of stock-in-trade, changes in inventories of stock-in-trade, employee benefits expense, finance costs, depreciation expense, and other expenses.

Cost of goods sold (COGS)

The cost of goods sold (COGS) for the six-month period ended September 30, 2024, was ₹18,777.84 lakhs, comprising the cost of materials consumed amounting to ₹16,094.17 lakhs, purchases of stock-in-trade of ₹2,624.38 lakhs, and changes in inventories of work-in-progress and finished goods totalling ₹59.29 lakhs.

Employee Benefit Expense

The employee benefits expense for the six-month period ended September 30, 2024, was ₹1,062.08 lakhs, comprising salaries, bonuses, and allowances of ₹833.93 lakhs; directors' remuneration of ₹133.82 lakhs; contributions to provident and other funds of ₹45.59 lakhs; gratuity expenses of ₹15.70 lakhs; and staff and labour welfare expenses totalling ₹33.03 lakhs

Finance costs

The finance costs for the six-month period ended September 30, 2024, were ₹735.51 lakhs, comprising interest on secured loans of ₹117.56 lakhs; interest on unsecured loans of ₹51.34 lakhs; interest on working capital of ₹434.67 lakhs; interest on other loans of ₹6.31 lakhs; and bank charges and commission totalling ₹125.64 lakhs.

Depreciation and amortisation expenses

The depreciation and amortization expense for the six-month period ended September 30, 2024, was ₹250.11 lakhs, comprising depreciation on tangible assets of ₹246.40 lakhs and amortization of intangible assets of ₹3.72 lakhs.

Other expenses

The other expenses for the six-month period ended September 30, 2024, were ₹1,345.30 lakhs, comprising manufacturing expenses of ₹314.32 lakhs, project costs of ₹144.19 lakhs, and administrative, selling, and other expenses of ₹886.79 lakhs.

Tax expense

The tax expense for the six-month period ended September 30, 2024, was ₹674.46 lakhs, comprising income tax, including prior period tax, of ₹695.14 lakhs and deferred tax of ₹(20.68) lakhs.

Profit for the year

For the reasons stated above, our profit for the six-month period ended September 30, 2024, was ₹1,973.27 lakhs.

Results of operations information for the Fiscal 2024 compared with Fiscal 2023

Total Income

Our total income increased by 26.36% from ₹ 35,781.20 lakhs for Fiscal 2023 to ₹ 45,213.23 lakhs for Fiscal 2024. In Fiscal 2024 and Fiscal 2023, the increase was due to increase in revenue from operations. our revenue from operations constituted 99.41% and 99.02% of our total income, respectively. We achieved notable growth in several products, including CRGO, Amorphous.

Revenue from Operations

Our revenue from operations increased by 26.86%, rising from ₹35,430.88 lakhs in Fiscal 2023 to ₹44,948.45 lakhs in Fiscal 2024. This growth was primarily driven by a notable increase in both export and domestic sales.

- Export sales grew by 15.14% (₹784.94 lakhs) in Fiscal 2024, reflecting increased demand in international markets.
- Domestic sales surged by 28.73% (₹8,616.76 lakhs), underpinned by enhanced market penetration and customer demand.

Additionally, the sale of our core product lines—CRGO and Amorphous products witnessed a growth of 33.15% and 36.60%, respectively. This performance was driven by a combination of increased sales volumes and upward adjustments in product pricing, particularly in CRGO.

Other Income

Our other income decreased by 24.42%, from ₹350.32 lakhs in Fiscal 2023 to ₹264.78 lakhs in Fiscal 2024. This decrease was primarily due to decrease in balance written back and interest received by ₹ 45.08 lakhs and ₹ 44.97 lakhs.

Expenses

Cost of materials consumed

The cost of materials consumed rose by 21.03%, increasing from ₹27,134.42 lakhs in Fiscal 2023 to ₹32,839.78 lakhs in Fiscal 2024. This growth was driven by the following factors:

- Higher Procurement Volume: To meet rising sales demand, the company sourced larger quantities of key raw materials, such as CRGO, Amorphous, and other essential inputs.
- Price Escalation: A rise in CRGO steel prices during the fiscal year further contributed to the overall cost increase.
- Sales Growth Alignment: The higher raw material consumption was in line with sales growth across domestic and export markets, requiring expanded production capacity.

Purchase of stock in trade

Our purchase of stock in trade increased by 23.61% from ₹ 1,998.91 lakhs in Fiscal 2023 to ₹ 2,470.77 lakhs for the Fiscal 2023. The increase was primarily due to increase in purchase of stock in trade such as CRGO coils and amorphous coils

Changes in Inventories of Work in Progress and Finished Goods

The changes in inventories of work-in-progress and finished goods showed a net increase to ₹1,009.37 lakhs for the year ended 31st March 2024, as compared to (₹2,335.80 lakhs) in FY 2023. The change is primarily driven by decrease in closing inventory of finished goods and scrap.

Employee benefits expenses

Our employee benefits expenses increased by 21.74%, from ₹1,612.54 lakhs in Fiscal 2023 to ₹1,963.03 lakhs in Fiscal 2024. This increase was primarily due to salary increments and incentives for sales employees.

Finance costs

Our finance costs increased by 15.43%, from ₹1,133.63 Lakhs in Fiscal 2023 to ₹1,308.53 lakhs in Fiscal 2024. This rise was primarily due to higher interest rates and increased working capital requirements, with interest expenses growing from ₹979.53 lakhs in Fiscal 2023 to ₹1,134.55 lakhs in Fiscal 2024.

Depreciation and amortisation expenses

Our depreciation and amortisation expenses increased by 9.60%, from ₹372.17 lakhs in Fiscal 2023 to ₹407.91 lakhs in Fiscal 2024. This increase was primarily due to the expansion of our asset base, including an addition of ₹215.66 lakhs to the factory building, ₹248.37 Lakhs to plant and machinery, and ₹693.27 Lakhs to other assets.

Other expenses

Our other expenses reduced by 6.80%, from ₹2,578.34 Lakhs in Fiscal 2023 to ₹2,402.99 Lakhs in Fiscal 2024. This decrease was primarily due to control in expenses such as reduction in project erection cost, C&F charges(export), legal and professional fees, bad debt written off and exhibition expenses etc.

Profit before tax

As a result of the foregoing, our profit before tax decreased by 14.49% from ₹3,286.99 lakhs for Fiscal 2023 to ₹2,810.84 lakhs for Fiscal 2024.

Tax expense

Our total tax expense (including income tax including income tax pertaining to earlier years, deferred tax charge / (credit)) decreased by 11.95% from ₹ 813.18 lakhs for Fiscal 2023 to ₹715.99 lakhs for Fiscal 2024. income tax including income tax pertaining to earlier years reduced to ₹ 793.27 Lakhs in Fiscal 2024 compared to ₹ 848.90 lakhs in Fiscal 2023 on account of reduction in profit before tax. Deferred tax was ₹ (77.28 lakhs) in Fiscal 2024 compared to ₹ (35.72 lakhs) in Fiscal 2023 mainly on account of creation of deferred tax liability on temporary difference in depreciation.

Profit for the year

For the reasons stated above, our profit for the year decreased by 15.32% from ₹ 2,473.82 lakhs for Fiscal 2023 to ₹2,094.86 lakhs for Fiscal 2024.

Results of operations information for the Fiscal 2023 compared with Fiscal 2022

Total Income

Our total income increased by 37.86% from ₹2,5954.48 lakhs for Fiscal 2022 to ₹3,5781.20 lakhs for Fiscal 2023. In Fiscal 2022 and Fiscal 2023, our revenue from operations constituted 98.88% and 99.02% of our total income, respectively.

Revenue from Operations

Our revenue from operations increased by 38.05%, rising from ₹ 25,664.75 lakhs in Fiscal 2022 to ₹ 35,430.88 lakhs in Fiscal 2023. This growth was primarily driven by a notable increase in domestic sales and sale of service such as civil work and erection work. Domestic sales surged by 50.27% (₹ 10,033.74 lakhs), underpinned by enhanced market penetration and customer demand and sale of civil and erection service work by 26.10% in Fiscal 2023 compared to Fiscal 2022.

Additionally, the sale of our core processing lines—CRGO, Amorphous and Transformer line witnessed a growth of 46.13%, 86.76%, and 34.15% respectively. This performance was driven by increased sales volumes.

Other Income

Our other income increased by 20.91% from ₹289.73 lakhs for Fiscal 2022 to ₹350.32 lakhs for Fiscal 2023, primarily attributable towards interest received on others, insurance claim received and bad debts collection.

Expenses

Cost of materials consumed

Our cost of materials consumed increased by 75.25% from ₹ 15,482.87 lakhs in the Fiscal 2022 to ₹ 27,134.42 lakhs for Fiscal, 2022 primarily due to an increase in our consumption of CRGO coils, Amorphous coils and other input materials used for processing of transformer components, in line with an increase sales volume in Fiscal 2023.

Purchase of stock in trade

Our purchase of stock in trade decreased by 18.37% from ₹ 2,448.67 lakhs in Fiscal 2022 to ₹ 1,998.91 lakhs for the Fiscal 2024. This was primarily due to decrease in volume sold.

Changes in Inventories of Work in Progress and Finished Goods

Changes in Inventories of Work in Progress and Finished Goods decreased by 388.26% from ₹ 810.31 lakhs in the Fiscal 2022, to (₹ 2,335.80 lakhs) for the Fiscal 2023. This is primarily because of increase in closing inventory to ₹ 3840.39 lakhs as compared to ₹ 1,468.58 lakhs at start of year.

Employee benefits expenses

Our employee benefits expenses increased by 29.34%, from ₹1,246.73 lakhs in Fiscal 2022 to ₹1,612.54 lakhs in Fiscal 2023. This increase was primarily due to salary increments and the hiring of new staff in various regions which has also contributed to our growth.

Finance costs

Our finance costs decreased by 15.69%, from ₹1,344.65 lakhs in Fiscal 2022 to ₹ 1,133.63 lakhs in Fiscal 2023. This decrease was primarily due to reduction in rates. Consequently, our interest expenses on working capital borrowings rose from ₹1,116.65 lakhs to ₹796.53 lakhs.

Depreciation and amortisation expenses

Our depreciation and amortisation expenses increased by 8.82%, from ₹ 341.99 lakhs in Fiscal 2022 to ₹372.17 lakhs in Fiscal 2023. This increase was primarily due to the addition of fixed assets, as we invested ₹232.02 lakhs in the plant and machinery.

Other expenses

Our other expenses reduced by 17.04%, from ₹ 3,108.07 lakhs in Fiscal 2022 to ₹ 2,578.34 lakhs in Fiscal 2023. This decrease was primarily due to several factors like reduction in job work charges, project erection cost, C&F charges(export), legal and professional expenses and bad debts collection.

Profit before tax

For the reasons discussed above, our profit before tax decreased by 180.65% from ₹1171.19 lakhs for Fiscal 2022 to ₹3,286.99 lakhs for Fiscal 2023.

Tax expense

Our total tax expense (including income tax including income tax pertaining to earlier years, deferred tax charge / (credit)) increased by 223.12% from ₹ 251.67 lakhs for Fiscal 2022 to ₹ 813.18 lakhs for Fiscal 2023 which was primarily attributable to increase in income tax including income tax pertaining to earlier years from ₹ 334.47 lakhs for Fiscal 2022 to ₹ 848.90 lakhs for Fiscal 2023 on account of increase in Profit before tax.

Profit for the year

As a result of the above, our profit for the year increased by 169.03% from ₹ 919.53 Lakhs for Fiscal 2022 to ₹2,473.82 lakhs for Fiscal 2023.

Liquidity and Capital Resources

Capital Requirements

Our principal capital requirements are for capital expenditure, acquisitions of technologies, working capital requirements and payment of principal and interest on our borrowings. Our principal source of funding has been, and is expected to continue to be, cash generated from our operations, supplemented by borrowings from banks and financial institutions. For the six-month period ended September 30, 2024, 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, with the balance met from external borrowings.

Liquidity

Our primary liquidity requirements have been to finance our working capital needs and capital expenditures, including for upgrading of existing facilities, manufacturing capacity expansion and undertaking of new projects, and the repayment of borrowings and debt service obligations. Historically, our principal sources of funding have included cash generated from operations, borrowings by way of short-term and long-term borrowings from banks, credit granted by suppliers, cash and cash equivalents and equity and financing provided by our shareholders. We have also entered into various revolving credit and other working capital facilities, which provides sufficient liquidity for our present requirements.

We had aggregate cash and cash equivalents and other bank balances of ₹236.71 lakhs, ₹ 703.95 lakhs, ₹70.74 lakhs and ₹278.79 lakhs as at September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, respectively.

Cash Flows Based on the Restated Financial Information

The following table summarizes our cash flows for the six-month period ended September 30, 2024 and Fiscal years ended March 31, 2024, March 31, 2023 and March 31, 2022.

(₹ in lakh)

Particulars	For Six-month period ended September 30, 2024*	For Fiscal 2024	For Fiscal 2023	For Fiscal 2022
Net cash generated from operating activities	(1,004.02)	3656.11	2739.35	1113.72
Net cash used in investing activities	(594.65)	(1,262.54)	424.97	(139.27)
Net cash used in financing activities	1,131.43	(1,760.37)	(3,372.35)	(712.04)
Net increase / (decrease) in cash and cash equivalents	(467.24)	633.22	(208.04)	262.40
Cash and cash equivalents at the beginning of the period/year	703.95	70.74	278.79	16.39
Cash and cash equivalents at the end of the period/year	236.71	703.95	70.74	278.79

Net cash generated from operating activities

We used 1,004.02 lakhs net cash from operating activities during six months period ended September 30, 2024. While our profit before tax for the year was ₹2,647.73 lakhs, we had operating profit before working capital changes of ₹3,634.49 lakhs primarily adjusted of depreciation and amortisation expenses of ₹ 250.11 lakhs and finance cost ₹ 735.51 lakhs. Our working capital adjustments for six-month period ended September 30, 2024 was (₹4,099.70 lakhs). Our net cash used in operating activities was ₹1,004.02 lakhs, adjusted by direct taxes paid (including tax deducted at source) of ₹ 538.83 lakhs.

We generated ₹ 3,656.11 lakhs net cash from operating activities during Fiscal 2024. While our profit before tax for the year was ₹2,810.85 lakhs, we had operating profit before working capital changes of ₹4,699.74 lakhs primarily adjusted of depreciation and amortisation expenses of ₹ 407.91 lakhs and finance cost ₹ 1,308.53 lakhs. Our working capital adjustments for Fiscal 2024 was (₹ 213.07 lakhs). Our net cash generated from operating activities was ₹ 3,656.11 lakhs, adjusted by direct taxes paid (including tax deducted at source) of ₹ 830.55 lakhs.

We generated ₹ 2,739.35 lakhs net cash from operating activities during Fiscal 2023. While our profit before tax for the year was ₹3,286.99 lakhs, we had operating profit before working capital changes of ₹4959.17 lakhs primarily adjusted of depreciation and amortisation expenses of ₹ 372.17 lakhs and finance cost ₹ 1133.63 lakhs. Our working capital adjustments for Fiscal 2023 was (₹1,672.18), primarily due to an decrease in inventories of ₹2,300.97 lakhs, increase in trade receivables of ₹1,345.78 Lakhs and decrease in trade payables of ₹2,189.26 lakhs, which was partially offset by decrease in short-term financial liabilities of ₹10.20 lakhs. Our operating profit after working capital changes was (₹ 1,604.32 lakhs), adjusted by direct taxes paid (including tax deducted at source) of ₹ 615.51 lakhs.

We generated ₹ 1,113.72 lakhs net cash from operating activities during Fiscal 2022. While our profit before tax for the year was ₹1,171.19 lakhs, we had operating profit before working capital changes of ₹3,208.43 lakhs primarily adjusted of depreciation and amortisation expenses of ₹ 341.99 lakhs and finance cost ₹ 1344.65 lakhs. Our working capital adjustments for Fiscal 2022 was (₹1,781.66 lakhs), primarily due to decrease in trade receivables of ₹11,190.93 lakhs, increase in inventory of ₹2,608.35 lakhs and increase in trade payables of ₹1,119.62 lakhs. Our operating profit after working capital changes was (₹ 1,781.66 lakhs), adjusted by direct taxes paid (including tax deducted at source) of ₹ 313.04 lakhs.

Net cash used in investing activities

Net cash used in investing activities in six months period ended September 30, 2024 was ₹594.66 lakhs, primarily on account of additions made to property, plant and equipment of ₹ 240.56 lakhs.

Net cash used in investing activities in Fiscal 2024 was ₹ 1262.54 lakhs, primarily on account of additions made to property, plant and equipment of ₹1,157.29 lakhs.

Net cash used in investing activities in Fiscal 2023 was ₹ 424.96 lakhs, primarily on account of additions made to property, plant and machinery of ₹ 337.68 lakhs.

Net cash used in investing activities in Fiscal 2022 was ₹ 139.27 lakhs, primarily on account of additions made to property, plant and machinery of ₹ 434.68 lakhs.

Net cash used in financing activities

Net cash generated from financing activities in six months period ended September 30, 2024 amounted to ₹ 1,131.43 lakhs, which primarily consisted of increase in borrowings of ₹1,866.94 lakhs and interest paid of ₹735.51 lakhs.

Net cash used in financing activities in Fiscal 2024 amounted to ₹ 1760.37 lakhs, which primarily consisted of decrease of borrowings of ₹451.84 lakhs and interest paid of ₹1308.53 lakhs.

Net cash used in financing activities in Fiscal 2023 amounted to ₹3372.35 lakhs, which primarily consisted of payment of borrowings of ₹2238.72 lakhs, and by interest paid of ₹1133.63 lakhs.

Net cash used in financing activities in Fiscal 2022 amounted to ₹712.04 lakhs, which primarily consisted of proceeds from borrowings of ₹ 632.61 Lakhs, and by interest paid of ₹ 1344.65 lakhs.

Contingent Liabilities and Commitments

The following table summarizes our contingent liabilities and commitments as at September 30, 2024, March 31, 2024, March 31, 2023, and March 31, 2022, as determined in accordance with Ind AS 37, are described below:

(₹ in lakh)

Particulars	As at September 30, 2024 (Rs. in Lakhs)	As at March 31, 2024 (Rs. in Lakhs)	As at March 31, 2023 (Rs. in Lakhs)	As at March 31, 2022 (Rs. in Lakhs)
Letter of Credit (LC)	2,338.81	3,836.99	1,493.23	1,186.00
Bank Guarantees (BG)	3,301.30	4,070.27	3,106.71	3,268.00

For details, see "*Restated Financial Information – Notes to Restated Financial Information – Note 34 - Contingent liabilities and commitments*" on page 302.

Capital Expenditure

Capital expenditure is calculated as the total of additions made to property, plant, and equipment; additions to intangible assets; net movement in capital work-in-progress; and net movement in intangible assets under development. Net movement is calculated as the closing balance minus the opening balance, in accordance with our Restated Financial Information.

During the six months period ended September 30, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022, our capital expenditure amounts to ₹395.94 lakhs, ₹ 1,157.29 lakhs, ₹376.35 lakhs and ₹ 434.68 lakhs, respectively.

The following table summarizes our capital expenditure for the six months period ended September 30, 2024 and for the Fiscal 2024, Fiscal 2023 and Fiscal 2022:

(₹ in lakh)

Particulars	For Six-month period ended September 30, 2024*	For the financial year ended March 31, 2024	For the financial year ended March 31, 2023	For the financial year ended March 31, 2022
Additions to property, plant and equipment:				
Own & Leasehold Land	-	372.18	-	-
Office Equipment	4.04	14.12	5.24	7.23
Computer	2.94	6.08	3.50	3.43
Factory Building	8.44	215.66	-	4.53
Furniture and Fixture	1.51	5.86	17.90	1.00
Plant and Machinery	239.56	248.37	232.02	334.95
Electrical Installations	2.12	1.78	1.45	-
Vehicles	25.74	131.26	116.24	44.86
Additions to property, plant and equipment (A)	284.36	995.30	376.35	396.00

Additions to intangible assets (excluding goodwill) (B)	25.21	-	-	-
Additions to capital work-in-progress (C)	86.37	161.99	-	38.68
Total Capital Expenditure (A+B+C)	**395.94**	**1,157.29**	**376.35**	**434.68**

The above capital expenditures were primarily financed by internally generated resources and long-term bank borrowings.

Indebtedness

As of November 15, 2024, we had a total borrowings (which is calculated as the sum of non-current borrowings and current borrowings) of ₹ 20,904.98 lakh as outstanding debt. For further details related to our indebtedness, see "*Financial Indebtedness*" on page 347.

Quantitative and Qualitative Disclosures about Market Risk

Our Board of Directors has overall responsibility for the establishment and oversight of our risk management framework. Our Board of Directors is responsible for developing and monitoring our risk management policies. Our risk management policies are established to identify and analyse the risk we face, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and our activities. Our Board of Directors oversees how management monitors compliance with our risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks we face. The Board of Directors is assisted in its oversight role by internal audit team. Internal audit team undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the Board of Directors.

Credit Risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. We are exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and other financial instruments.

Trade receivables

Customer credit risk is managed by each business unit subject to our established policy, procedures and control relating to customer credit risk management. To manage trade receivables, we periodically assess the financial reliability of customers, taking into account the financial conditions, economic trends, analysis of historical bad debts and ageing of such receivables.

The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in "*Restated Financial Information – Financial Instruments*" on page 278. We do not hold collateral as security. We evaluate the concentration of risk with respect to trade receivables as low, as our customers are located in several jurisdictions and industries and operate in largely independent markets

The ageing of trade receivables at the reporting date was:

(₹ in lakhs)

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Total	**7,291.84**	**8,834.51**	**8,743.77**	**7,663.72**
Not Due	2,862.38	4,618.36	4,306.78	2,344.99
Less than 6 months	3,606.97	3,091.07	3,098.20	4,312.76
6 months to 1 years	449.79	1,117.00	797.45	288.89
1-2 years	427.11	46.39	318.50	403.77
2-3 years	23.68	61.98	250.83	475.63
More than 3 years	604.99	571.04	415.39	110.45
Less: Expected Credit Loss	682.78	671.32	443.37	272.76

Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Company monitors rating, credit spreads and financial strength of its counter parties. Company monitors ratings, credit spread and financial strength of its counter parties. Based on ongoing assessment Company adjust it's exposure to various counterparties. Company's maximum exposure to credit risk for the components of balance sheet is the carrying amount as disclosed in Note 38.

Credit risk exposure

The following table shows the maximum exposure to the credit risk at the reporting date.

(₹ in lakhs)

Particulars	**September 30, 2024**		**March 31, 2024**		**March 31, 2023**		**March 31, 2022**	
	Non Current	**Current**	**Non Current**	**Current**	**Non Current**	**Current**	**Non Current**	**Current**
Loans	-	-	-	-	-	-	-	-
Trade Receivables	-	7,291.84	-	8,834.51	-	8,743.77	-	7,663.72
Cash and Cash Equivalents	-	210.80	-	678.76	-	7.73	-	148.10
Bank Balances	-	25.91	-	25.19	-	63.01	-	130.69
Other Financial Assets	1,249.32	15.50	965.36	24.04	792.92	1.54	1,458.92	1.46
Total	**1,249.32**	**7,544.04**	**965.36**	**9,562.50**	**792.92**	**8,816.05**	**1,458.92**	**7,943.98**

Liquidity Risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash flow obligations without incurring unacceptable losses. Company's objective is to, at all time maintain optimum levels of liquidity to meet its cash requirements. Company closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate sources of financing including overdraft, debt from banks at optimised cost and cash flow from operations.

The table summarises the maturity profile of Company's financial liabilities based on contractual undiscounted payments.

(₹ in lakhs)

Particulars	**September 30, 2024**		**March 31, 2024**		**March 31, 2023**		**March 31, 2022**	
	Less than 1 Year	**More than 1 years**	**Less than 1 Year**	**More than 1 years**	**Less than 1 Year**	**More than 1 years**	**Less than 1 Year**	**More than 1 years**
Borrowings	9,652.88	1,426.08	7,355.88	1,856.13	5,263.56	4,400.29	6,180.80	5,721.77
Trade and other payables	4,155.68	3.59	2,608.47	16.26	1,980.96	3.97	3,832.00	342.19
Other liabilities	225.98	-	195.88	-	142.23	-	108.66	-

Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk interest rate risk, currency risk and price risk. Financial instruments affected by market risk include investments in equity shares, security deposits, trade and other receivables, deposits with banks and financial liabilities.

The sensitivity analysis in the following sections relate to the position as at September 30, 2024, March 31, 2023, March 31, 2022 and March 31, 2021. The sensitivity of the relevant income statement item is the effect of the assumed changes in respective market risks.

a) foreign currency risk

Foreign currency risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rate. The company is exposed to foreign exchange risk arising from foreign currency transactions primarily to USD. Company do not enter into any derivative instrument in order to hedge its foreign currency risks.

The following tables demonstrate the sensitivity to a reasonably possible change by 5% in USD exchange rates, with all other variables held constant:

Financial Exposures	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Financial Liabilities:				
USD converted in Rupees	23.37	23.37	23.37	358.98
Net exposure	23.37	23.37	23.37	358.98
Financial Assets:				
USD converted in Rupees	293.70	351.31	1,441.75	1,554.26
Net exposure	293.70	351.31	1,441.75	1,554.26

Sensitivity Analysis

Currency	Amount in lakhs	5% increase	5% decrease
	September 30, 2024	September 30, 2024	September 30, 2024
USD converted in Rupees	(270.33)	13.52	(13.52)

Currency	Amount in lakhs		5% increase		5% decrease	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
USD converted in Rupees	(327.94)	(1,418.38)	16.40	70.92	(16.40)	(70.92)

Currency	Amount in lakhs		5% increase		5% decrease	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
USD converted in Rupees	(1,418.38)	(1,195.28)	70.92	59.76	(70.92)	(59.76)

Capital risk management

Our objectives when managing capital are to safeguard our ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, we may adjust the amount of dividend paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Our capital structure consists of equity (comprising issued capital and internal accruals), preference shares, and other long-term borrowings.

Interest Rate Risk

Interest rate risk is the risk that changes in market interest rates will lead to change in interest income and expense for the Company. In order to optimize the Company's position with regards to interest income & expense and to manage the interest risk, the Company performs comprehensive interest risk management by balancing the proportion of fix & variable rate financial instruments.

The exposure of the Company's borrowings to interest rate changes at the end of the reporting period are as follows:

(₹ in lakhs)

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Fixed Rate Instruments				
Fixed Deposits with Banks	1,239.42	1,525.46	670.64	1,481.94
Term Loans	2,067.91	2,496.23	3,001.88	2,853.96
Home Loan	39.95	42.63	47.59	52.55
Vehicle Loans	91.15	149.11	105.73	49.99

Other Loans	-	0	0	0
Secured Loans under ECLGS	10.18	93.61	325.15	571.10
Variable Rate instruments				
Cash Credit	4,274.42	2,292.04	3,290.63	3,197.95

Sensitivity analysis:

A change in 50 basis point in interest rate at the reporting date would have increase/(decrease) Profit or Loss by the amount shown below.

This analysis assumes that all other variables, remain constant

Particulars	September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Increase	Decrease	Increase	Decrease	Increase	Decrease	Increase	Decrease
Interest Rate-increase/decrease by 50 basis points	22.31	(22.31)	13.11	(13.11)	26.00	(26.00)	22.30	(22.30)

Excessive Risk Concentration

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of our performance to developments affecting a particular industry. In order to avoid excessive concentrations of risk, our policies and procedures include specific guidelines to focus on the maintenance of a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly.

Reservations, Qualifications, Adverse Remarks and Matters of Emphasis Included in Financial Statements

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

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements, derivative instruments or other relationships with other entities that would have been established for the purpose of facilitating off-balance sheet arrangements.

Related Party Transactions

We enter into various transactions with related parties. For further information see "*Restated Financial Information – Notes to Restated Financial Information – Note 36 – Related party disclosures*" on page 303.

Significant economic changes that materially affect or are likely to affect income from continuing operations

Other than as described above, to the knowledge of our management, there are no other significant economic changes that materially affect or are likely to affect income from continuing operations.

Unusual or Infrequent Events of Transactions

Except as described in this Draft Red Herring Prospectus, there have been no other events or transactions, including unusual trends on account of business activity, unusual items of income, change of accounting policies and discretionary reduction of expenses etc., that, to our knowledge, may be described as "unusual" or "infrequent".

Known Trends or Uncertainties

Our business has been affected and we expect will continue to be affected by the trends identified above in the heading titled "*Significant Factors Affecting Our Results of Operations*" and the uncertainties described in the "*Risk Factors*" on page 26. To our knowledge, except as described or anticipated in this Draft Red Herring Prospectus, there are no known factors which we expect will have a material adverse impact on our sales, revenue or income from continuing operations.

Future Relationship between Cost and Income

To the knowledge of our management, there are no known factors that might affect the future relationship between costs and revenue.

Significant dependence on single or few customers

We do not have any dependence on single or few customers.

Seasonality of business

Our business is not seasonal in nature.

Competitive conditions

We operate in a competitive environment and expect competition in our industry from existing and potential competitors to intensify. Please refer to the sections "*Industry Overview*", "*Our Business*", and "*Risk Factors*" on pages 122, 196 and 26, respectively, for further information on our industry and competition.

Significant Developments after September 30, 2024 that may affect our future results of operations

Except as disclosed in this Draft Red Herring Prospectus, to the Company's knowledge, no circumstances have arisen since the date of the last financial statements forming part of the Restated Financial Information as disclosed in this Draft Red Herring Prospectus that could materially and adversely affect or are likely to affect our operations or profitability, the value of our assets or our ability to pay our liabilities within the next 12 months.

CAPITALISATION STATEMENT

The following table sets forth our Company's capitalization as at September 30, 2024, on the basis of amounts derived from our Restated Financial Information, and as adjusted for the Issue. This table should be read in conjunction with the sections titled "*Risk Factors*", "*Restated Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", on pages 26, 262 and 316, respectively.

(₹ in lakhs)

Particulars	Pre-Issue as at September 30, 2024	As adjusted for the proposed Issue#
Total Equity		
Equity share capital*	2,050.00	[●]
Other equity*	11,406.40	[●]
Share capital pending for allotment pursuant to merger	0.00	[●]
Total equity (A)	**13,456.40**	[●]
Total borrowings		
Current borrowings*	8,869.76	[●]
Non-current borrowings (including current maturity and interest accrued and due on borrowings)*	2,209.18	[●]
Total borrowings (B)	**11,078.94**	[●]
Total Capital (A+B)	**24,535.34**	[●]
Non-current borrowings (including current maturity and interest accrued and due on borrowings)/Total Equity ratio	**0.16**	[●]
Total borrowings/ Total equity ratio	**0.82**	[●]

***Notes**:*

** These terms carry the same meaning as per Schedule III of the Companies Act, 2013 (as amended).*

 # To be populated upon finalization of the Issue Price.

FINANCIAL INDEBTEDNESS

Our Company has entered into financing arrangements with various lenders in the ordinary course of business including borrowings for the purpose of business use, capital expenditure, financial assistance against securities, repaying existing debt and meeting its working capital requirement. Our Board is empowered to borrow money in accordance with sections 179 and 180 of the Companies Act and our Articles of Association. For details regarding the borrowing powers of our Board, see "*Our Management – Borrowing Powers*" and "*Risk Factors*" on pages 243 and 26.

As on November 15, 2024, the total outstanding borrowings of our Company amounted to is ₹ 20,904.98 lakhs consisting of fund based and non-fund based borrowings. The details of the indebtedness of our Company are provided in the table below:

(₹ in lakhs)

Category of Borrowing	Sanctioned amount	Outstanding amount as on November 15, 2024
Borrowings of our Company		
Fund Based		
Secured		
Term loan	4,046.66	2,054.90
Working capital facilities	4,430.00	3,890.96
Unsecured		
Loan from Promoter and Promoter Group	1,012.12	1,012.12
Loan from other than Promoter and Promoter Group	199.82	199.82
Working capital facilities	5,222.00	3,656.90
Sub-total (A)	**14,910.60**	**10,814.70**
Non-fund Based		
Secured		
Working capital facilities	11,225.87	10,090.28
Unsecured		
Working capital facilities	-	-
Sub-total (B)	**11,225.87**	**10,090.28**
Total (A)+(B)	**26,136.47**	**20,904.98**
Borrowing of our Subsidiaries		
Fund Based		
Secured		
Term Loan	-	-
Working Capital Facilities	-	-
Unsecured		
Term Loan	-	-
Working Capital Facilities	-	-
Sub-total (C)	-	-
Non-Fund Based		
Secured		
Working Capital Facilities	-	-
Unsecured		
Working Capital Facilities	-	-
Sub-total (D)	-	-
Total (C)+(D)	-	-
Grand Total (A)+(B)+(C)+(D)	**26,136.47**	**20,904.98**

As certified by Kuldeep Kumar & Co., Chartered Accountants, pursuant to their certificate dated December 24, 2024.

For further details regarding our outstanding borrowings as on September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, see "*Restated Financial Information*" on page 262.

In relation to the Issue, we have obtained the necessary consents from the lenders, required under the relevant loan documentation, for undertaking activities in relation to the Issue and in connection thereto.

Key terms of our borrowings are disclosed below:

1. ***Interest:*** In respect of the facilities sanctioned to our Company, the interest rate ranges from 7.90% per annum to 13.20% per annum. The interest rate for the loans sanctioned to our Company is typically tied to a base rate/ marginal cost of lending rate as decided by the RBI and spread per annum, which may vary from lender to lender.

2. ***Tenure:*** The tenure of the term loans availed by our Company typically ranges between 30 to 180 months. The tenure of the working capital facilities availed by us are payable on demand and typically ranges up to 90 days. The tenure of certain facilities is also determined mutually between the parties.

3. ***Pre-payment:*** Certain facilities require prior written intimation of the lenders before prepayment of the facilities. Certain facilities carry a pre-payment penalty which may be levied at the discretion of the lenders on the pre-paid amount. The pre-payment penalty payable, where stipulated, ranges from nil to 6.00% under certain circumstances on the amount pre-paid, or on the balance outstanding.

4. ***Re-payment:*** The repayment of Term Loans are done as per the repayment schedules suggested by the financial institutions. The working capital facilities are typically repayable on demand.

5. ***Events of Default:*** Borrowing arrangements entered into by us contain certain standard events of default, including, *inter alia:*

   a) Occurrence of default in the payment of loan obligations or any amount due or part thereof.

   b) Default in the performance of any obligations under the financing documents.

   c) Borrower and/or any other relevant person have, voluntarily or involuntarily become the subject of proceedings under any bankruptcy or insolvency law, or are voluntarily or involuntarily dissolved, becomes bankrupt or insolvent.

   d) Any information provided by the Borrower is incorrect or untrue.

   e) Any circumstance or event occurs which is or is likely to prejudice, impair, imperil, depreciate or jeopardize any security or any part thereof.

   f) Any change in the control of the Company or subsidiaries without the prior consent of the bank.

   g) Borrower fails to furnish to the bank detailed end use statement of the Loan as and when so required by the Bank within the time prescribed by the bank.

6. ***Consequences of events of default:*** In terms of our borrowing arrangements, the following, among others, are the consequences of occurrence of events of default, whereby the lenders may, without any notice to the borrower:

   a) set off, appropriate or adjust the deposits;

   b) declare that that all or part of the loan obligations be immediately due and payable;

   c) terminate the facilities or suspend or cancel the facilities or reduce the availability of the amounts of the facilities;

   d) cancel the undrawn commitment and suspend withdrawals under the facilities; and

   e) enforce the security.

7. ***Restrictive Covenants*:** Certain borrowing arrangements entered into by us contain restrictive covenants, including, inter alia, that the borrower cannot without prior written consent or intimation:

   a) any investment or loans and advances to group entities;

   b) permit any change in its ownership or control or management;

c) any change in shareholding pattern;

d) Make any amendments to its constitutional documents;

e) Formulation of any scheme of amalgamation or reconstruction or merger or de- merger;

f) Investment by way of share capital or loan or advance funds to or place deposits with any other concern (including group companies);

This is an indicative list and there may be additional restrictive covenants under the various borrowing arrangements entered into by our Company that may require the consent of the relevant lender. We are also required to keep our lenders informed of any event likely to have a substantial effect on our business.

8. ***Security/Collateral in the bank*:** In accordance with the terms of our borrowings requiring securities to be created, we are typically required to:

a. create security by way of first pari passu charge on our Company's current assets by way of hypothecation (both present and future);

b. create security by way of first pari passu charge on movable and immovable fixed assets of our Company;

c. create security by way of hypothecation on our Company's present, future stocks and receivable, fixed deposits and plant and machinery on a pari passu basis; and

d. personal / corporate guarantee provided by (i) Saroj Mangal, (ii) Meenakshi Mangal, (iii) Shalu Mangal, (iv) Rahul Mangal, (v) Ashish Mangal, (vi) Ompal Sharma, (vii) Sumer Singh Poonia, (viii) Mangal Powertech Private Limited and (ix) Aniketa Krishna International, who are members of our Promoter Group.

e. charge on immovable property(s) provided by (i) Rahul Mangal, (ii) Mangal Powertech Private Limited and (iii) Mrs. Meenakshi Mangal, who are members of our Promoter Group;

SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*We are, from time to time, involved in various litigation proceedings in the ordinary course of our business. Except as stated in this section, there are no outstanding (i) criminal proceedings (including matters which are at FIR stage even if no cognizance has been taken by any court); (ii) actions (including all penalties, and show cause notices) taken by regulatory or statutory authorities; (iii) claims related to direct and indirect taxes (disclosed in a consolidated manner), provided that if the amount involved in any such claims exceeds the materiality threshold, such matter(s) shall be disclosed on an individual basis; and (iv) details of any other pending litigation (including civil litigation or arbitration proceedings) which are determined to be material as per a policy adopted by our Board ("**Materiality Policy**"), in each case involving our Company, Promoters, Directors ("**Relevant Parties**"), and disciplinary action including penalty imposed by the SEBI or stock exchanges against our Promoters in the last five financial years, including outstanding action.*

For the purpose of (iv) above, our Board in its meeting held on December 11, 2024, has considered and adopted a Materiality Policy for identification of material litigation involving the Relevant Parties.

In terms of the Materiality Policy, all pending litigation involving the Relevant Parties, other than criminal proceedings, actions by regulatory authorities and statutory authorities, disciplinary action including penalty imposed by SEBI or stock exchanges against our Promoters in the last five financial years including outstanding action and tax matters, would be considered 'material' for the purpose of disclosure in this Draft Red Herring Prospectus if:

a) *the aggregate monetary amount of claim involved, whether by or against the Relevant Parties, in any such pending litigation is in excess of the lower of the following:*

   (i) *two percent of turnover, being ₹ 898.97 lakhs as per the last Restated Financial Information of our Company; or*
   (ii) *two percent of net worth, being ₹ 229.98 lakhs as per the last Restated Financial Information of our Company; or*
   (iii) *five percent of the average of absolute value of profit or loss after tax, being ₹ 91.47 lakhs as per the last three Restated Financial Information] of our Company.*

   *Therefore, any outstanding litigation/arbitration proceeding involving a claim or an amount which is equal to or in excess of ₹ 91.47 lakhs, being the amount equivalent to 5% of the net profit after tax for Fiscal 2024 as per the Restated Financial Information would be considered 'material' (the "**Materiality Threshold**");*

b) *pending litigations where the decision in one case is likely to affect the decision in similar cases such that the cumulative amount involved in such cases exceeds the Materiality Threshold, even though the amount involved in an individual litigation may not exceed the Materiality Threshold; or*

c) *such pending litigation the outcome of which is material from the perspective of the Company's business, operations, financial results, prospects or reputation, irrespective that the amount involved in such litigation (including any litigation under the Insolvency and Bankruptcy Code, 2016) may not meet the Materiality Threshold or that the monetary liability of such litigation is not quantifiable.*

Further, pre-litigation notices (other than those issued by governmental, statutory, regulatory authorities or first information reports) received by the Relevant Parties shall not be considered as litigation until such time that any of the Relevant Parties, as the case may be, is made a party to proceedings initiated before any court, tribunal or governmental authority, or is notified by any governmental, statutory or regulatory authority of any such proceeding that may be commenced.

*Except as stated in this section, there are no outstanding material dues to creditors of our Company. For this purpose, our Board in its meeting held on December 11, 2024, has considered and adopted a policy of materiality for identification of material outstanding dues to creditors. In terms of this policy on materiality outstanding dues to any creditor of our Company having monetary value which exceeds ₹ 91.47 lakhs, which is 5 % of the total outstanding dues (i.e., trade payables) of our Company at the end of the most recent period covered in the Restated Financial Information of our Company included in this Draft Red Herring Prospectus, shall be considered as 'material'. Accordingly, for the purpose of this disclosure, any outstanding dues exceeding ₹ 207.96 lakhs as on September 30, 2024, have been considered as material outstanding dues for the purposes of disclosure in this section. Further, for outstanding dues to any party which is a micro, small or a medium enterprise ("**MSME**"), the disclosure will be based on information available with our Company regarding status* *of the creditors under section 2 of the Micro, Small and Medium Enterprises Development Act, 2006.*

All terms defined in a particular litigation disclosure pertain to that litigation only. Unless stated to the contrary, the information provided below is as of the date of this Draft Red Herring Prospectus.

I. Litigation involving our Company

A. Outstanding criminal proceedings involving our Company

Criminal proceedings initiated against our Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against our Company.

Criminal proceedings initiated by our Company

(a) Our Company has filed a complaint (Complaint No. 53/ 2023; FIR No. 151/2023) dated March 31, 2023 (the "**Complaint**") against Naga Prasanna Ravi, C.V. Raman, Rama Chiruvuyu, and Sneha Chiruvuyu, ("**Respondents**") under Sections 420, 406, 120B of the Indian Penal Code, 1860 in the Court of Additional Chief Metropolitan Magistrate, Jaipur ("**ACMM**"). The Complaint is in relation to the offence of cheating and embezzlement of funds arising under a contract relating to the joint tender of Jalore District under "Deen Dayal Upadhyay Gram Jyoti Yojana", for ₹86,97,749 (along with interest) towards payment due to our Company by the Respondents against transfer of final payment and TDS amount, which were wrongfully embezzled by the Respondent company and its Directors. Investigations are ongoing, with one of the respondents - Naga Prasanna Ravi, arrested, while others have been released on anticipatory bail. The Complainant awaits further action from the investigating officer and court proceedings.

(b) Our Company has filed a complaint dated October 16, 2023 (the "**Complaint**") against M/s Power & Instrumentation (Gujarat) Limited and Mr. Padmaraj Padmanabhan Pillai ("**Respondents**") under Sections 190 and 200 of the Criminal Procedure Code, 1973 read with Sections 138, 139, 141, and 142 of the Negotiable Instruments Act, 1881 in the Court of Special Metropolitan Magistrate (N.I. Act), Jaipur Metropolitan II. The Complaint pertains to the dishonour of Cheque No. 000438 dated June 30, 2023 for ₹67,26,000 issued by the Respondents. The cheque was presented for payment on September 5, 2023, but it was dishonoured on September 6, 2023, with the remark "Payment stopped by the drawer." Despite receiving a legal notice dated September 20, 2023, the Respondents failed to make the payment within the statutory period. The Court has taken cognizance of the Complaint, issued summons to the Respondents, and the case is currently pending before the Hon'ble Court.

(c) Our Company has filed a complaint dated May 1, 2024 (the "**Complaint**") against Akash Jain ("**Respondent**") under Sections 190 of the Criminal Procedure Code, 1973 read with Section 138 of the Negotiable Instruments Act, 1881 in the Court of Special Judicial Magistrate, Jaipur ("**SJM**"). The Complaint is in relation to the dishonour of a cheque bearing number 767761 dated February 12, 2024 for ₹ 4,87,500 towards payment made to our Company by the Respondents in lieu of three months' salary for his immediate resignation without serving the notice period, as per the conditions of service rule of the Company. A compensation for ₹ 9,75,000 has been prayed by the Complainant and the case is currently pending adjudication.

(d) Our Company has filed a complaint dated May 30, 2024 (the "**Complaint**") against M/s Bharat Electrical Contractors & Manufacturers Privsate. Ltd. and others ("**Respondents**") under Sections 190 and 200 of the Criminal Procedure Code, 1973 read with Sections 138, 139, 141, and 142 of the Negotiable Instruments Act, 1881 in the Court of Special Judicial Magistrate (N.I. Act Cases), Jaipur Metropolitan-I. The Complaint pertains to the dishonour of cheque bearing number 731372 dated May 10, 2020 for ₹12,00,000, and another cheque No. 731373 dated May 16, 2020 for ₹12,19,000, issued by the Respondents. The cheques were presented for payment on July 9, 2020, but were dishonoured on July 10, 2020, with the remark "Insufficient Funds." Despite receiving a legal notice dated July 23, 2020, the Respondents failed to make the payment within the statutory period. The Court has taken cognizance of the Complaint, issued summons to the Respondents, and the case is currently pending before the Hon'ble Court.

(e) An FIR bearing number 0301/2024 was registered by Vishwakarma Police Station under Sections 406 and 420, of the IPC against Transgile Transport, Faridabad. In terms of the FIR, it was alleged that a person is misusing the name of "Mangal" to create fake bills and deceive individuals and businesses. The matter is currently pending.

B. Actions by statutory or regulatory authorities against our Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding actions by statutory or regulatory authorities against our Company.

C. Material outstanding litigation involving our Company

Material Civil litigation initiated against our Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against our Company.

Material Civil litigation initiated by our Company

1. Our Company ("**Petitioner**") has filed a writ petition under Article 226/227 of the Constitution of India against the Micro and Small Enterprise Facilitation Council and Purvanchal Vidyut Vitran Nigam Limited (PUVVNL) before the High Court, challenging the Council's order dated July 31, 2023, dismissing its reference application (No. 711/2017) filed under Section 18 of the MSMED Act, 2006. The Petitioner alleges that PUVVNL delayed payments under a December 10, 2013 contract for the supply of transformers and seeks interest of ₹1.13 crores under Section 16 of the MSMED Act, arguing that statutory provisions override the contract's no-interest clause. The Council rejected the claim, citing delayed fund release by the government and a similar dismissed case (No. 936/2017). The Petitioner has sought to quash the Council's order, reconsider the application, and grant interim relief by securing the claimed amount. The matter is currently pending.

Compounding Applications filed by the Company

1. Our Company has suo-moto filed an application under section 454 of the Companies Act for adjudication of non-compliance committed under section 135(7) of the Companies Act. Our Company came under the purview of section 135 in the Financial Year 2017-18. Pursuant to section 135(5), our Company was required to disclose the reason for not spending the due corporate social responsibility amount in the board report for the period ended 2017-18. The matter is currently pending.

***II.* Litigation involving our Directors**

A. Outstanding criminal proceedings involving our Directors

Criminal proceedings against our Directors

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against our Company.

Criminal proceedings initiated by our Directors

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against our Company.

B. Pending action by statutory or regulatory authorities against our Directors

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against our Company.

C. Material outstanding litigation involving our Directors

Material civil litigations initiated against our Directors

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against our Company.

Material civil litigations initiated by our Directors

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against our Company.

III. Litigation involving our Promoters

A. Outstanding criminal proceedings involving our Promoters

Criminal proceedings against our Promoters

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against our Company.

Criminal proceedings initiated by our Promoters

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against our Company.

B. Pending action by statutory or regulatory authorities against our Promoter

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against our Company.

C. Material outstanding litigation involving our Promoters

Material civil litigations against our Promoters

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against our Company.

Material civil litigations initiated by our Promoters

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against our Company.

D. Disciplinary action including penalty imposed by SEBI or stock exchanges against our Promoters in the last five financial years immediately preceding the date of filing of this Draft Red Herring Prospectus

There has been no disciplinary action including penalty imposed by SEBI or stock exchanges against the Promoters in the last five financial years immediately preceding the date of filing of this Draft Red Herring Prospectus.

IV. Litigation involving our Group Companies which may have a material impact on our Company

None of our Group Companies are currently party to any pending litigations which would have a material impact on our Company.

V. Tax claims

Except as disclosed below, there are no claims related to direct and indirect taxes, involving our Company, Directors, Promoters and Subsidiaries:

Nature of cases	No. of cases	Total amount involved (₹ in lakhs)
Litigation involving the Company		
Direct tax	2	156.47
Indirect tax	1	3.03
Total	**3**	**159.50**
Litigation involving the Directors		
Direct tax	1	127.41
Indirect tax	-	-

Total	1	127.41
Litigation involving our Promoters		
Direct tax	1	127.41
Indirect tax	-	-
Total	1	127.41

VI. *Outstanding dues to creditors*

As of September 30, 2024, we had 372 creditors to whom an aggregate outstanding amount of ₹ 4,159.27 lakhs was due. Further, based on available information regarding status of the creditors as micro, small or medium scale enterprises as defined under section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as of September 30, 2024, our Company owes an amount of ₹ 272.21 lakhs to micro, small and medium enterprises.

As per the policy of materiality for identification of material outstanding dues to any creditor of our Company having monetary value which exceed ₹ 207.96 lakhs, which is 5% of the consolidated trade payables of our Company as per the latest Restated Financial Information of our Company included in this Draft Red Herring Prospectus, shall be considered as 'material'. As of September 30, 2024, there are 4 material creditors to whom our Company owes an aggregate amount of ₹ 3,139.80 lakhs. The details pertaining to outstanding dues towards our material creditors and their names are available on the website of our Company at https://www.mangals.com/investor-relations/. It is clarified that such details available on our website do not form a part of this Draft Red Herring Prospectus.

Details of outstanding dues owed to micro, small and medium enterprises and other creditors as of September 30, 2024, is set out below:

Types of Creditors	Number of Creditors	Amount involved (in ₹ lakhs)
Micro, Small and Medium Enterprises	84	272.21
Material creditors	4	3,139.80
Other creditors	284	747.26
Total Outstanding Dues	**372**	**4,159.27**

VII. Material developments since the last balance sheet date

Except as stated in "*Management's Discussion and Analysis of Financial Condition and Results of Operation – Significant Developments after September 30, 2024*" on page 345, there have been no developments subsequent to September 30, 2024, that we believe are expected to have a material impact on the reserves, profits, earnings per share and book value of our Company.

VIII. Other Confirmations

There are no findings/observations of any regulators that are material, and which need to be disclosed or non-disclosure of which may have bearing on the investment decision. Our Company has not received any findings/observations from SEBI pursuant to the Issue, as on date of this Draft Red Herring Prospectus.

GOVERNMENT AND OTHER APPROVALS

*Our business requires various approvals issued by relevant central and state authorities under various rules and regulations. Set out below is an indicative list of consents, licenses, registrations, permissions, and approvals obtained by our Company which is considered material and necessary for the purposes of undertaking their respective businesses and operations ("**Material Approvals**"). Some of these may expire in the ordinary course of business, the applications for renewal of which are submitted in accordance with applicable procedures and requirements.*

Unless otherwise stated, these Material Approvals are valid as on the date of this Draft Red Herring Prospectus. Except as disclosed in this section, no further Material Approvals are required for carrying on the present business operations of our Company. For further details in connection with the regulatory and legal framework within which we operate, see "Key Regulations and Policies in India" on page 223.

For details of risk associated with not obtaining or delay in obtaining the requisite approvals, see "Risk Factors – We require various statutory and regulatory permits and approvals in the ordinary course of our business, and our failure to obtain, renew or maintain them in a timely manner may adversely affect our operations" on page 43. For details of approvals and other authorisations obtained by the Company in relation to the Issue, see "Other Regulatory and Statutory Disclosures – Authority for the Issue" on page 358. For incorporation details of our Company, see "History and Certain Corporate Matters - Brief history of our Company" on page 232.

I. Material Approvals obtained in relation to the business and operations of our Company

We require various approvals, licenses and registrations under regulatory bodies, central and several state-level acts, rules and regulations to carry on our business activities and operations in India. Our Company have obtained the following Material Approvals pertaining to their respective businesses and operations, as applicable:

Corporate Approvals

i. Certificate of incorporation dated April 1, 2008, issued by the RoC under the name of 'Mangal Electrical Industries Private Limited'.

ii. Fresh certificate of incorporation dated July 25, 2024 issued by the Registrar of Companies, Central Processing Centre upon conversion to a public limited company, under the name of 'Mangal Electrical Industries Limited'.

iii. The corporate identity number **("CIN")** of our Company is U31909RJ2008PLC026255.

Tax related approvals obtained by our Company

i. The permanent account number of our Company is AAFCM4722P, issued by the Income Tax Department, Government of India.

ii. The tax deduction account number of our Company is JPRM04904E, issued by the Income Tax Department, Government of India.

iii. The GST registration number of our Company is 08AAFCM4722P1Z1, issued by Assistant Commissioner of State Tax, Jaipur, Rajasthan.

Labour and Employee related approvals obtained by our Company

i. Consent to operate under Section 25/26 of the Water (Prevention & Control of Pollution) Act, 1974 and under Section 21(4) of Air (Prevention & Control of Pollution) Act, 1981, for our Unit I.

ii. Consent to operate under Section 25/26 of the Water (Prevention & Control of Pollution) Act, 1974 and under Section 21(4) of Air (Prevention & Control of Pollution) Act, 1981, for our Unit IV.

iii. The Legal Entity Identifier code of Mangal Electrical Industries Private Limited is 335800WMQ8EE44GK7117, issued by Legal Entity Identifier India Limited.

iv. License to work as a factory granted by Chief Inspector of Factories and Boilers, Jaipur, Rajasthan under the Factories Act, 1948 and valid till March 31, 2026.

Business Related Approvals

(i) **Unit I**

a) ISO 14001:2015 accreditation issued by Magnitude Management Services Private Limited, which is valid till October 13, 2025.

b) ISO 9001:2015 accreditation issued by UKAS Management Systems, which is valid till June 13, 2027.

c) IS 649:1997 accreditation with license number CM/L - 8400189118 issued by Bureau of Indian Standards, which is valid till September 29, 2026.

(ii) Unit IV

a) ISO 14001:2015 accreditation issued by Magnitude Management Services Private Limited, which is valid till October 13, 2025.

b) ISO 9001:2015 accreditation issued by UKAS Management Systems, which is valid till June 13, 2027.

c) IS 1180: 2014 accreditation with license number CM/L – 8400125310 issued by Bureau of Indian Standards, which is valid till August 20, 2025.

d) IS 649:1997 accreditation with license number CM/L – 8600104308 issued by Bureau of Indian Standards, which is valid till September 6, 2029.

e) Certificate of conformity no. 8600104308 accreditation issued by Bureau of Indian Standards, which is valid till September 6, 2029.

f) Renewable Energy Quality Assurance issued by NTPC Limited, which is a one-time approval.

g) ISO/IEC 17025:2017 accreditation issued by National Accreditation Board for Testing and Calibration Laboratories, which is valid till April 17, 2026.

h) Manufacturer Approval for CRGO Coils Slitting and Laminations Cutting for Transformers/Reactors up to 400 kV class issued by Power Grid Corporation of India Limited, which is valid till March 28, 2025.

(iii) **Unit V**

a) IS 649:1997 accreditation with license number CM/L – 8400194818 issued by Bureau of Indian Standards, which is valid till February 21, 2025.

II. Material Approvals pending in respect of our Company

Material Approvals or renewals applied for but not received

Our company has applied for the following licenses:

a) no-objection certificate from the fire service department.

b) Licenses under the Pollution Control Board for our Unit II, III and V.

c) Factory license for our Unit III.

Material Approvals expired and not applied for renewal

Nil

Material Approvals required but not applied for or obtained

Nil

III. Intellectual Property

As of the date of this Draft Red Herring Prospectus, our Company has made the following applications for obtaining trademark registrations:

Description	Class of trademark under the Trademarks Act	Application No	Date of Application
MANGAL	Class 9	6665723	October 10, 2024

For further details, see "*Our Business – Intellectual Property*" on page 220.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

Our Board has authorised the Issue, pursuant to their resolution dated December 11, 2024. Our Shareholders have authorised the Issue pursuant to a special resolution passed at their extra-ordinary general meeting dated December 13, 2024.

The Draft Red Herring Prospectus has been approved by our Board pursuant to resolutions dated December 24, 2024, for filing with the SEBI and the Stock Exchanges.

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

In-principle Listing Approvals

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 persons in control of our Company, (being our Promoters), are not prohibited from accessing the capital markets 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 promoters of any company which is debarred from accessing capital markets by SEBI.

Our Company, Promoters and Directors have not been declared as Wilful Defaulters.

Our Company, Promoters and Directors 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.

Our Promoters or Directors have not been declared as Fugitive Economic Offenders.

Compliance with the Companies (Significant Beneficial Owners) Rules, 2018

Our Company, Promoters, members of our Promoter Group, severally and not jointly, confirm compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended, to the extent applicable to each of them in relation to our Company, 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.

Eligibility for the Issue

Our Company is eligible for the Issue in accordance with Regulation 6(1) of the SEBI ICDR Regulations as set out under the eligibility criteria calculated in accordance with the Restated Financial Information, as indicated below:

a) Our Company has had net tangible assets of at least ₹300 lakhs, calculated on a restated and consolidated basis, in each of the preceding three full years (of 12 months each) (i.e. Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022), of which not more than 50% are held in monetary assets;

b) Our Company has an average operating profit of at least ₹1,500 lakhs, calculated on a restated and consolidated basis, during the preceding three years (of 12 months each), with operating profit in each of these preceding three years, of which not more than 50% are held in monetary assets;

c) Our Company has a net worth of at least ₹100 lakhs in each of the preceding three full years (of 12 months each), calculated on a restated and consolidated basis;

d) Except for the change in name pursuant to conversion of our Company from a private limited company into a public limited company, our Company has not changed its name in the last one year prior to the date of this Draft Red Herring Prospectus; and

e) Our Company's net tangible assets, monetary assets, monetary assets as a percentage of the net tangible assets, operating profits and net worth, derived from the Restated Financial Information included in this Draft Red Herring Prospectus as at, and for the last three Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, are set forth below:

(₹ in lakhs, unless otherwise stated)

Particulars	Financial Year 2024	Financial Year 2023	Financial Year 2022
Restated Net Tangible Assets[1]	11,237.94	9,201.67	6,748.46
Restated Monetary Assets[2]	1,539.23	678.36	1,630.03
% in Monetary assets to net tangible assets, as restated	13.70%	7.37%	24.15%
Restated Pre-tax Operating Profits[3]	3,854.60	4,070.31	2,226.11
Net Worth[4]	11,498.76	9,397.16	6,921.55

Notes:

1. *'Restated Net tangible assets' mean the sum of all net assets of our Company, excluding intangible assets and Deferred tax as defined in Indian Accounting Standard (Ind AS) 38 & Indian Accounting Standard (Ind AS) 12 respectively, as applicable, issued by ICAI and in accordance with Regulation 2(1) (gg) of the SEBI ICDR Regulations.*
2. *'Restated monetary assets' means cash in hand, balance with the bank and deposits including deposits pledged against Bank Guarantee & LC.*
3. *'Restated pre-tax operating profit' means restated profit before tax excluding other income, finance cost and other comprehensive income.*
4. *'Net worth' means the aggregate value of the paid-up share capital, all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, and share issued pending for allotment pursuant to merger, as per the audited balance sheet but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.*

The status of compliance of our Company with the conditions as specified under Regulations 5 and 7(1) of the SEBI ICDR Regulations are as follows:

Our Company, Promoters, members of our Promoter Group and Directors are not debarred from accessing the capital markets by SEBI;

The companies with which our Promoters or Directors are associated as a promoter or director are not debarred from accessing the capital markets by SEBI;

Neither our Company, nor our Promoters or Directors is a Wilful Defaulter or Fraudulent Borrower;

None of our Promoters or Directors have been declared as a Fugitive Economic Offender;

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

Our Company along with Registrar to the Issue has entered into tripartite agreements dated October 9, 2024 and September 19, 2024 with NSDL and CDSL, respectively, for dematerialisation of the Equity Shares.

The Equity Shares of our company held by our Promoters are in dematerialised form.

All the Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing of this Draft Red Herring Prospectus; and

There is no requirement for us to make firm arrangements of finance under Regulation 7(1) of the SEBI ICDR Regulations through verifiable means towards 75% of the stated means of finance.

Further, in accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Allottees under the Issue shall be not less than 1,000 failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders.

In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, and our Company shall be liable to pay interest on the application money in accordance with applicable laws.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS TO SECURITIES AND EXCHANGE BOARD OF INDIA SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGER, BEING SYSTEMATIX CORPORATE SERVICES 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 ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION AND FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY THEM IN RELATION TO THEMSELVES, IN THIS DRAFT RED HERRING PROSPECTUS , THE BOOK RUNNING LEAD MANAGER ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITIES ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED [●] 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 ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER, ANY IRREGULARITIES OR LAPSES IN THIS DRAFT RED HERRING PROSPECTUS.

All legal requirements pertaining to the Issue will be complied with at the time of filing of the Red Herring Prospectus with the Registrar of Companies in terms of Section 32 of the Companies Act, 2013 and at the time of filing of the Prospectus with the Registrar of Companies in terms of Sections 26, 32, 33(1) and 33(2) of the Companies Act, 2013.

Disclaimer from our Company, the Directors and the Book Running Lead Manager

Our Company, our Directors and the Book Running Lead Manager 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, or the respective websites of any affiliate of our Company would be doing so at his or her own risk.

The Book Running Lead Manager accept no responsibility, save to the limited extent as provided in the Issue Agreement, and as will be provided for in the Underwriting Agreement.

All information shall be made available by our Company and the Book Running Lead Manager to the Bidders and the public at large and no selective or additional information would be made available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at the Bidding Centres or elsewhere.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters and their 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 issue, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Underwriters and their respective directors, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The Book Running Lead Manager and their respective associates and affiliates in their capacity as principals or agents may engage in transactions with, and perform services for, our Company, their respective affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, its respective group companies affiliates or associates or third parties, for which it has received, and may in the future receive, compensation. As used herein, the term 'affiliate' means any person or entity that controls or is controlled by or is under common control with another person or entity.

Disclaimer in respect of Jurisdiction

The Issue 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 (subject to applicable law) and pension funds, 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 Issue will be subject to the jurisdiction of appropriate court(s) in Jaipur, Rajasthan only.

This Draft Red Herring Prospectus does not constitute an invitation to subscribe to or purchase the Equity Shares in the Issue in any jurisdiction, including India. Invitations to subscribe to or purchase the Equity Shares in the Issue will be made only pursuant to the Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Issue, which comprises the Red Herring Prospectus and the preliminary international wrap for the Issue, if the recipient is outside India.

No person outside India is eligible to Bid for Equity Shares in the Issue unless that person has received the preliminary offering memorandum for the Issue, which contains the selling restrictions for the Issue outside India.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus has been filed with SEBI for its observations. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor any offer or sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date 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 Issue unless that person has received the preliminary offering memorandum for the Issue, which contains the selling restrictions for the Issue outside India.

Eligibility and Transfer Restrictions

The Equity Shares 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 (a) outside the United States in offshore transactions as defined in and in compliance with Regulation S and the applicable laws of the jurisdictions where those offers and sales are made, and (b) in the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act) pursuant to Section 4(a) of the U.S. Securities Act.

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.

Disclaimer Clause of BSE

As required, a copy of this Draft Red Herring Prospectus will be submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to the RoC filing.

Disclaimer Clause of NSE

As required, a copy of this Draft Red Herring Prospectus will be submitted to NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to the RoC filing.

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 [●] will be 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 three Working Days from the Bid/ Issue Closing Date or such period as may be prescribed by SEBI.

If our Company does not allot Equity Shares pursuant to the Issue 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 in accordance with applicable law.

Consents

Consents in writing of each of our Directors, our Company Secretary and Compliance Officer, Legal Counsel to the Issue, Banker to our Company, the Book Running Lead Manager, Registrar to the Issue, Independent Chartered Accountant, Independent Charted 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 Issue Account/ Sponsor Banks, Monitoring Agency, to act in their respective capacities, will be obtained and filed along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act, 2013 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 Issue

Our Company has received written consent dated December 24, 2024 from our statutory auditor A. Bafna & Co., Chartered Accountant to include their name as required under the SEBI ICDR Regulations in this Draft Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditor and in respect of their (i) examination report, dated December 23, 2024 on our Restated Financial Statements; and (ii) their report dated December 24, 2024 on the Statement of Special Tax Benefits in this Draft Red Herring Prospectus. However, the term "expert" and "consent" shall not be construed to mean an "expert" and "consent" as defined under the U.S. Securities Act.

Our Company has received written consent dated December 24, 2024 from Kuldeep Kumar Gupta & Co, Chartered Accountants, holding a valid peer review certificate from ICAI, to include their name in this Draft Red Herring Prospectus, as an 'expert' as defined under Section 2(38) of Companies Act, 2013 in respect of the certificates issued by them in their capacity as an independent chartered accountant to our Company.

Our Company has received written consent dated December 12, 2024 from S.K. Jain, Independent Chartered Engineer, to include their name as required under Section 26 of the Companies Act, 2013 in this Draft Red Herring Prospectus and as an 'expert' as defined under Section 2(38) of Companies Act, 2013 in its capacity as an independent chartered engineer, certifying the installed and production capacity of our manufacturing facilities included in this Draft Red Herring Prospectus.

Our Company has received written consent dated December 14, 2024 from Rahul S & Associates, practicing company secretary, to include their name as required under Section 26 of the Companies Act, 2013 in this Draft Red Herring Prospectus and as an 'expert' as defined under Section 2(38) of Companies Act, 2013 in respect of the certificate issued in their capacity as a practicing company secretary to our Company.

Such consents have not been withdrawn as on the date of this Draft Red Herring Prospectus. It is clarified, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Particulars regarding public or rights issues by our Company during the last five years

Our Company has not undertaken any public issue or rights issue (as defined under the SEBI ICDR Regulations) 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 or associates

Other than as disclosed in "*Capital Structure – Equity Share capital history of our Company*" on page 72, our Company has not made any capital issues during the three years preceding the date of this Draft Red Herring Prospectus.

As on the date of this Draft Red Herring Prospectus, our Company does not have any subsidiaries or associates. Further our Group Company is not listed on any stock exchange, except Dynamic Cables Limited.

Commission or brokerage on previous issues in the 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 in the last five years preceding the date of this Draft Red Herring Prospectus.

Performance vis-à-vis objects – Public/ rights issue of our Company/ listed subsidiary(s) during the last five years

Our Company has not undertaken any public issue rights issue (as defined in SEBI ICDR Regulations) in the five years preceding the date of this Draft Red Herring Prospectus.

Performance vis-à-vis objects – Public/ rights issue of the listed promoter of our Company

Our Company has not undertaken any public issue or rights issue (as defined under the SEBI ICDR Regulations) in the five years preceding the date of this Draft Red Herring Prospectus. Further, our Company does not have a corporate promoter.

Exemption under securities laws

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

Price information of past issues handled by the Book Running Lead Manager (during the current Financial Year and two Financial Years preceding the current Financial Year)

1. Systematix Corporate Services Limited

Price information of past issues handled by Systematix Corporate Services Limited:

Sr. No.	Issuer Name	Issue Size (Rs. lakhs)	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.	Exicom Tele-Systems Limited	42,899.90	142.00	Tuesday, 5 March, 2024	265.00	+43.52% [0.35%]	+120.63% [0.78%]	+171.51% [12.88%]
2.	Inox Green Energy Services Limited	74,000.00	65.00	Wednesday, 23 November, 2022	60.50	-30.77% [-1.11%]	-32.77% [-1.33%]	-26.85% [+0.36%]
3.	Veranda Learning Solutions Limited	20,000.00	137.00	Monday, 11 April, 2022	157.00	+66.57% [-7.80%]	+58.18% [-7.60%]	+146.13% [-1.31%]

Note:

1. *% of change in closing price on 30th/ 90th/ 180thcalendar day from listing day is calculated vs issue price. % change in closing benchmark index is calculated based on closing index on listing day vs closing index on 30th/ 90th/180th calendar day from listing day*
2. *Wherever 30th/ 90th/ 180th calendar day from listing day is a holiday, the closing data of the previous trading day has been considered.*
   Designated Stock Exchange as disclosed by the respective Issuer at the time of the issue has been considered for disclosing the price information and benchmark index

Summary statement of price information of past issues (during current financial year and two financial years preceding the current financial year) handled by Systematix Corporate Services Limited:

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ in lakhs)	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*	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2023-24	1	42,899.90	-	-	-	-	1	-	-	-	-	1	-	-
2022-23	2	94,000.00	-	1	-	1	-	-	-	1	-	1	-	-

**The information is as on the date of the DRHP.*

Note:

1. *The information for each of the financial years is based on issues listed during such financial year.*
2. *Data for number of IPOs trading at premium/discount taken at closing price on NSE or BSE on the respective date, depending upon the Designated Stock Exchange*

Track record of past issues handled by the Book Running Lead Manager

For details regarding the track record of the Book Running Lead Manager, 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 Manager, as provided in the table below:

S. No.	Name of the Book Running Lead Manager	Website
1.	Systematix Corporate Services Limited	www.systematixgroup.in

Stock market data of Equity Shares

This being an initial public issue 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.

Mechanism for redressal of Investor Grievances

The Registrar Agreement provides for retention of records with the Registrar to the Issue for a minimum period of eight years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, in order to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

Bidders may contact our Company Secretary and Compliance Officer and/or the Registrar to the Issue in case of any pre-Issue or post-Issue related problems such as non-receipt of Allotment Advice, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc. For all Issue related queries and for redressal of complaints, investors may also write to the BRLM.

All Issue related grievances, other than those of Anchor Investors may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted, giving full details such as name of the sole or First Bidder, ASBA 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), 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 Issue.

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

In terms of SEBI ICDR Master Circular, 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 within three months of the date of listing of the Equity Shares with the concerned SCSB. 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.

Separately, pursuant to the SEBI ICDR Master Circular, the following compensation mechanism shall be applicable for investor grievances in relation to Bids made through the UPI Mechanism, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled / withdrawn / deleted applications	₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher	From the date on which the request for cancellation / withdrawal / deletion is placed on the bidding platform of the Stock Exchanges till the date of actual unblock
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	1. Instantly revoke the blocked funds other than the original application amount and	From the date on which multiple amounts were blocked till the date of actual unblock

Scenario	Compensation amount	Compensation period
	2. ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher	
Blocking more amount than the Bid Amount	1. Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount and 2. ₹ 100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock
Delayed unblock for non – Allotted/partially Allotted applications	₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher	From the Working Day subsequent to the finalisation of the Basis of Allotment till the date of actual unblock

Further, in the event there is a delay in redressal of the investor grievance, the BRLM shall compensate the investors at the rate higher of ₹100 or 15% per annum of the application amount. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Issue Closing Date, the Bidder shall be compensated by the intermediary responsible for causing such delay in unblocking in accordance with applicable law. Further, investors shall be entitled to compensation in the manner specified in the SEBI circular (SEBI/HO/CFD/DIL1/CIR/P/2021/47) dated March 31, 2021 and the SEBI ICDR Master Circular in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

Further, in terms of SEBI ICDR Master Circular, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLM, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB. Our Company, the BRLM and the Registrar to the Issue accept no responsibility for errors, omissions, commission of any acts of the Designated Intermediaries, including any defaults in complying with its obligations under the SEBI ICDR Regulation.

For grievance redressal contact details of the BRLM pursuant to SEBI ICDR Master Circular issued by the SEBI, see "*Issue Procedure – General Instructions*".

Disposal of Investor Grievances by our Company

Our Company estimates that the average time required by our Company or the Registrar to the Issue or the 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. Our Company shall, after filing of this Draft Red Herring Prospectus, obtain authentication on the SCORES in terms of the 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 also appointed Balvinder Singh Guleri, Company Secretary of our Company, as the Compliance Officer for the Issue. For further details, see "*General Information– Company Secretary and Compliance Officer*" on page 65.

Our Company has constituted a Stakeholders' Relationship Committee comprising namely Ashish Mangal as its Chairperson and Aniketa Mangal and Tanvi Surana 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 247.

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 and SEBI Circular SEBI/HO/OIAE/IGRD/P/CIR/2022/0150 dated November 7, 2022 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 except Dynamic Cables Limited. As on the date of filing this Draft Red Herring Prospectus, there are no investor complaints pending against them.

Exemption from complying with any provisions of SEBI ICDR Regulations

Our Company has not made any application under Regulation 300(2) of the SEBI ICDR Regulations for seeking exemption from strict compliance with any provisions of securities laws, as on the date of this Draft Red Herring Prospectus.

Other confirmations

There is no conflict of interest between the third party service providers (crucial for the operations of our Company) and our Company, Promoters, Promoter Group, Key Managerial Personnel, Directors and the Group Company and its directors.

There is no conflict of interest between the lessor of the immovable properties (crucial for operations of our Company) and our Company, Promoters, Promoter Group, Key Managerial Personnel, Directors and the Group Companies and its directors.

No person connected with the Issue shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the Issue, except for fees or commission for services rendered in relation to the Issue.

SECTION VII: ISSUE RELATED INFORMATION

TERMS OF THE ISSUE

The Equity Shares being offered and Allotted and transferred pursuant to the Issue 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 Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital, offer for sale 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 Issue 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 governmental, statutory or regulatory authorities while granting its approval for the Issue, to the extent and for such time as these continue to be applicable.

The Issue

The Issue comprises a Fresh Issue by our Company. For details in relation to the sharing of Issue expenses, see "*Objects of the Issue*" on page 87.

Ranking of Equity Shares

The Equity Shares being offered and allotted/ transferred in the Issue shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SEBI Listing 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 Issue 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 405.

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. For further details in relation to dividends, see "*Dividend Policy*" and "*Description of Equity Shares and Terms of the Articles of Association*" on pages 261 and 405, respectively.

Face Value, Issue Price, Floor Price and Price Band

The face value of each Equity Share is [●]. The Floor Price is ₹ [●] per Equity Share and the Cap Price is ₹ [●] per Equity Share, being the Price Band. The Anchor Investor Issue 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 Manager and shall be advertised in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and [●] editions of [●], a [●] daily newspaper (Hindi being the regional language of Rajasthan, where our Registered Office is located), at least two Working Days prior to the Bid/ Issue Opening Date and shall be made available to the Stock Exchanges for the 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 Issue Price shall be determined by our Company, in consultation with the Book Running Lead Manager after the Bid/ Issue Closing Date.

At any given point of time there shall be only one denomination of Equity Shares, unless otherwise permitted by law.

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 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 405.

Allotment only in Dematerialised Form

- Pursuant to Section 29 of the Companies Act, 2013 and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialised form (i.e. not in the form of physical certificates and be represented by the statement issued through the electronic mode). 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 Issue Tripartite agreement dated September 19, 2024 amongst our Company, CDSL and the Registrar to the Issue; and
- Tripartite agreement dated October 9, 2024, between our Company, NSDL and the Registrar to the Issue.

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 Issue will be only in dematerialised and electronic form in multiples of one Equity Share subject to a minimum Allotment of [●] Equity Shares. For further details on the Basis of Allotment, see "*Issue Procedure*" on page 380.

Jurisdiction

The courts of Jaipur, India will have exclusive jurisdiction in relation to this Issue.

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.

Nomination facility to Bidders

In accordance with Section 72 of the Companies Act, 2013 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 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, 2013 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 Issue 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 Issue

Our Company, in consultation with the Book Running Lead Manager reserve the right not to proceed with the Fresh Issue, after the Bid/ Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre- Issue advertisements were published, within two days of the Bid/ Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Book Running Lead Manager, through the Registrar to the Issue, 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 Issue, the Book Running Lead Manager will submit reports of compliance with the 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 two Working Days from the Bid/ Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day for the entire duration of delay exceeding two Working Days from the Bid/ Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Manager shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Notwithstanding the foregoing, the Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment, and (ii) the final RoC approval of the Prospectus after it is filed with the RoC. If our Company, in consultation with the Book Running Lead Manager withdraw the Issue after the Bid/ Issue 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/ Issue Programme

BID/ ISSUE OPENS ON	**[●]**[(1)]
BID/ ISSUE CLOSES ON	**[●]**[(2)]

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

(2) Our Company, in consultation with the Book Running Lead Manager may consider closing the Bid/ Issue Period for QIBs one day prior to the Bid/ Issue Closing Date in accordance with the SEBI ICDR Regulations.

[(3)] *UPI mandate end time and date shall be at 5:00 pm on Bid/Issue Closing Date, i.e. [●].*

An indicative timetable in respect of the Issue is set out below:

Event	Indicative Date
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 dematerialised accounts of Allottees	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about [●]

* *In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism)exceeding two Working Days from the Bid/Issue Closing Date, for cancelled/withdrawn/deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher, from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding four Working Days from the Bid/Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding two Working Days from the Bid/Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidder shall be compensated by the intermediary responsible for causing such delay in unblocking in accordance with applicable law. Further, investors shall be entitled to compensation in the manner specified in the SEBI ICDR Master Circular in case of delays in resolving investor grievances in relation to blocking/unblocking of fund.*

The processing fees for applications made by the UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI ICDR Master Circular.

The above timetable is indicative and does not constitute any obligation or liability on our Company or the Book Running Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within such time as prescribed by SEBI, the timetable may be subject to change due to various factors, such as extension of the Bid/ Issue Period by our Company, in consultation with the Book Running Lead Manager, 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.

SEBI vide SEBI ICDR Master Circular has reduced the post issue timeline for initial public offerings. The revised timeline of T+3 days had been made applicable in two phases, i.e., voluntary for all public issues opening on or after September 1, 2023 and mandatory on or after December 1, 2023. Accordingly, the Issue will be made under UPI Phase III T+3 listing on mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time.

In terms of the UPI Circulars, in relation to the Issue, the Book Running Lead Manager will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within such time as prescribed by SEBI, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

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 issue procedure is subject to change to any revised SEBI circulars to this effect.

Submission of Bids (other than Bids from Anchor Investors):

Bid/ Issue Period (except the Bid/ Issue Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. Indian Standard Time (“**IST**”)
Bid/ Issue Closing Date	
Submission and Revision in Bids	Only between 10.00 a.m. and 3.00 p.m. IST
Submission of Electronic Applications (Bank ASBA through Online channels like Internet Banking, Mobile Banking and Syndicate UPI ASBA applications)	Only between 10.00 a.m. and up to 4.00 p.m. IST

Submission of Electronic Applications (Syndicate Non-Retail, Non-Individual Applications)	Only between 10.00 a.m. and up to 3.00 p.m. IST
Submission of Physical Applications (Bank ASBA)	Only between 10.00 a.m. and up to 1.00 p.m. IST
Submission of Physical Applications (Syndicate Non-Retail, Non-Individual Applications)	Only between 10.00 a.m. and up to 12.00 p.m. IST
Modification/ Revision/cancellation of Bids	
Upward Revision of Bids by QIBs and Non-Institutional Bidders categories#	Only between 10.00 a.m. and up to 5.00 p.m. IST on Bid/ Issue Closing Date
Upward or downward Revision of Bids or cancellation of Bids by RIBs	Only between 10.00 a.m. and up to 5.00 p.m. IST

**UPI mandate end time and date shall be at 5:00 pm on [●]*
Our Company in consultation with the BRLM, may decide to close the Bid/ Issue Closing Period for QIBs one Working Day prior to the Bid/ Issue Closing Date, in accordance with the SEBI ICDR Regulations

On the Bid/ Issue Closing Date, the Bids shall be uploaded until:

(i) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and

(ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by RIBs.

On Bid/ Issue 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 Manager to the Stock Exchanges.

The Registrar to the Issue 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/Issue Opening Date till the Bid/Issue Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the Book Running Lead Managers and the Registrar to the Issue on daily basis, as per the format prescribed in SEBI ICDR Master Circular.

The Registrar to the Issue 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/ Issue Opening Date till the Bid/ Issue Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the Book Running Lead Manager and the RTA on a daily basis, as per the format prescribed in SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

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 application supported by blocked amount ("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/ Issue Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/ Issue Closing Date and in any case no later than 1:00 p.m. IST on the Bid/ Issue Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/ Issue Closing Date, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Issue. Bids and any revision in Bids will be accepted only during Monday to Friday (excluding any public/ bank holiday). Investors may please note that as per letter no. LIST/SMD/SM/2006 dated July 3, 2006 and letter no. NSE/IPO/25101- 6 dated July 6, 2006 issued by BSE and NSE respectively, Bids and any revision in Bids shall not be accepted on Saturdays and public holidays as declared by the Stock Exchanges. It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by the SCSBs would be rejected. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges. The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange Platform during the Bid/ Issue Period till 5.00 pm on the Bid/ Issue Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Issue for further processing. None of our Company 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 otherwise 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.

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 Manager, reserve the right to revise the Price Band during the Bid/ Issue Period in accordance with the SEBI ICDR Regulations. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly, 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.

In case of any revision to the Price Band, the Bid/ Issue Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/ Issue Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the Bid/ Issue Period for a minimum of three Working Days, subject to the Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ Issue Period, if applicable, 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 Manager and at the terminals of the Syndicate Members and by intimation to SCSBs, other Designated Intermediaries and the Sponsor Banks, as applicable.

Minimum Subscription

If our Company does not receive the minimum subscription in the Issue as specified under Rule 19(2)(b) of the SCRR), including through devolvement of Underwriters, as applicable, within 60 days from the date of Bid/ Issue Closing Date on the date of closure of the Issue or; the minimum subscription of 90% of the Fresh Issue on the date of closure of the Issue; or subscription level falls below aforesaid minimum subscription after the Bid/Issue Closing Date due to withdrawal of Bids; or after technical rejections; or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares so offered under the issue document, our Company shall forthwith refund the entire subscription amount received in accordance with applicable law including the 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 our Directors, who are officers in default, shall pay interest at the rate of 15% per annum. In the event of an undersubscription in the Issue, subject to receiving minimum subscription for 90% of the Fresh Issue and compliance with Rule 19(2)(b) of the SCRR, the Allotment for the valid bids will be made in the first instance towards subscription for 90% of the Fresh Issue.

In the event of achieving aforesaid minimum subscription, however, there is under-subscription in achieving the total Issue size, the Equity Shares will be Allotted in the following order:

(i) such number of Equity Shares will first be Allotted by our Company such that 90% of the Issue portion is subscribed; and

(ii) once Equity Shares have been Allotted as per (i), such number of Equity Shares will be Allotted by our Company towards the balance 10% of the Issue portion. Undersubscription, if any, in any category except the QIB Category, would be met with spill-over from the other categories at the discretion of our Company, in consultation with the Book Running Lead Managers, and the Designated Stock Exchange

Undersubscription, if any, in any category except the QIB Category, would be met with spill-over from the other categories at the discretion of our Company, in consultation with the Book Running Lead Manager, and the Designated Stock Exchange.

In terms of the SEBI circular SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, and SEBI ICDR Master Circular, our Company shall within two days from the closure of the Issue, refund the subscription amount received in case of non – receipt of minimum subscription or in case our Company fails to obtain listing or trading permission from the Stock Exchanges for the Equity Shares. If there is a delay beyond such time period as prescribed under applicable law, interest at the rate of 15% per annum shall be paid.

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 failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, our Company shall be liable to pay interest on the application money in accordance with applicable laws.

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 Issue.

Restrictions, if any on Transfer and Transmission of Equity Shares

Except for the lock-in of the pre- Issue 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 71, and except as provided in our Articles of Association, there are no restrictions on transfer or transmission of Equity Shares and their consolidation or sub-division. For further details see "*Description of Equity Shares and Terms of the Articles of Association*" on page 405.

Withdrawal of the Issue

Our Company in consultation with the BRLM, reserve the right not to proceed with the Issue, in whole or in part thereof, to the extent of their respective portion of Issued Shares after the Bid/Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two days of the Bid/Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The BRLM through the Registrar to the Issue, 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 (other than Anchor Investors) shall notify the Escrow Collection Banks 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 Equity Shares are proposed to be listed.

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

If our Company, in consultation with the BRLM, withdraw the Issue after the Bid/Issue 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.

ISSUE STRUCTURE

Initial public offering of up to [●] Equity Shares for cash at a price of ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity Share) aggregating up to ₹ 45,000.00 lakh (the "**Issue**").

Our Company, in consultation with the Book Running Lead Manager, may consider a further issue of Equity Shares as may be permitted under applicable law to any person(s) of [●] Equity Shares for cash consideration aggregating up to ₹ 9,000.00 lakhs at its discretion, prior to the filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is undertaken, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement.

The Issue is being made through the Book Building Process.

Particulars	QIBs[(1)]	Non-Institutional Investors	Retail Individual Investors
Number of Equity Shares available for Allotment/ allocation [(2)]	Not more than [●] Equity Shares of face value of ₹ 10 each.	Not less than [●] Equity Shares of face value of ₹ 10 each available for allocation or Issue less allocation to QIB Bidders and RIBs	Not less than [●] Equity Shares of face value of ₹ 10 each available for allocation or Issue less allocation to QIB Bidders and Non-Institutional Bidders
Percentage of Issue Size available for Allotment/ allocation	Not more than 50% of the Net Issue being available for allocation to QIB Bidders. However, up to 5% of the Net QIB Category (excluding the Anchor Investor Portion) shall be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Category (excluding the Anchor Investor Portion). The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Category.	Not less than 15% of the Net Issue or the Issue less allocation to QIBs and Retail Individual Investors will be available for allocation to Non-Institutional Investors of which one-third of the Non-Institutional Portion will be available for allocation to Non-Institutional Bidders with a Bid size more than ₹ 200,000 to ₹ 1,000,000 and two-thirds of the Non-Institutional Portion will be available for allocation to Non-Institutional Bidders with a Bid size of more than ₹ 1,000,000 and undersubscription in either of these two subcategories of the Non-Institutional Category may be allocated to Bidders in the other subcategory of the Non Institutional Category in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price	Not less than 35% of the Net Issue shall be available for allocation
Basis of Allotment/ allocation if respective category is oversubscribed	Proportionate as follows (excluding the Anchor Investor Portion): a) [●] Equity Shares of face value of ₹ 10 each shall be available for allocation on a proportionate basis to Mutual Funds only; and b) [●] Equity Shares of face value of ₹ 10 each shall be allotted on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. Up to 60% of the QIB	The Equity Shares available for allocation to Bidders in the Non-Institutional Portion shall be subject to the following: (a) One-third of the Non-Institutional Portion shall be available for allocation to Bidders with an application size more than ₹2.00 lakh upto ₹10.00 lakh; and (b) Two-thirds of the Non-Institutional Portion shall be available for allocation to Bidders with an application size of more than ₹10.00 lakh. Provided that the unsubscribed portion in either of these two sub-	Allotment to each Retail Individual Investors shall not be less than the minimum Bid lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be allotted on a proportionate basis. For details see, "*Issue Procedure*" on page 380.

Particulars	QIBs[1]	Non-Institutional Investors	Retail Individual Investors
	Category Equity Shares may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to domestic Mutual Funds only, subject to valid Bid received from domestic Mutual Funds at or above the Anchor Investor Allocation Price.	categories of Non-Institutional Portion may be allocated to the Bidders in the other sub-category of Non-Institutional Portion in accordance with SEBI ICDR Regulations. The allotment to each Non-Institutional Bidder shall not be less than the Minimum Non-Institutional Bidder Bid Size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis, in accordance with SEBI ICDR Regulations	
Minimum Bid	Such number of Equity Shares and in multiples of [●] Equity Shares of face value of ₹ 10 each so that the Bid Amount exceeds ₹ 2.00 lakh	Such number of Equity Shares and in multiples of [●] Equity Shares of face value of ₹ 10 each so that the Bid Amount exceeds ₹ 2.00 lakh	[●] Equity Shares of face value of ₹ 10 each.
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the size of the Issue (excluding the Anchor Investor Portion), subject to applicable limits, applicable to each Bidder	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the size of the Issue, (excluding the QIB Category), subject to applicable limits, applicable to each Bidder	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹ 2.00 lakh
Who can apply[3]	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 companies registered with IRDAI, provident funds (subject to applicable law) with minimum corpus of ₹2,500 lakh, pension funds with minimum corpus of ₹2,500 lakh, registered with the Pension Fund Regulatory and Development Authority established under subsection (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, National Investment Fund set up by the GoI through resolution F. No.2/3/2005-DDII dated November 23, 2005, the insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and	Resident Indian individuals, Eligible NRIs, HUFs (in the name of the karta), companies, corporate bodies, scientific institutions societies and trusts, and FPIs who are individuals, corporate bodies and family offices which are re-categorised as category II FPI (as defined in the SEBI FPI Regulations) and registered with SEBI.	Resident Indian individuals, Eligible NRIs and HUFs (in the name of Karta)

Particulars	QIBs[1]	Non-Institutional Investors	Retail Individual Investors
	managed by the Department of Posts, India and Systemically Important NBFCs in accordance with applicable laws.		
Mode of Bidding^	Only through ASBA process except for Anchor Investors (excluding the UPI Mechanism)	Through ASBA process only (including the UPI Mechanism for an application size of up to ₹5.00 lakh)	Through ASBA process only (including the UPI Mechanism)
Mode of Allotment	Compulsorily in dematerialized form		
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares of face value of ₹ 10 each thereafter		
Allotment Lot	A minimum of [●] Equity Shares of face value of ₹ 10 each and thereafter in multiples of one Equity Share		
Trading Lot	One Equity Share		
Terms of Payment	**In case of Anchor Investors**: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids[4] **In case of all other Bidders**: Full Bid Amount shall be blocked in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank(s) through the UPI Mechanism (for RIBs or individual investors bidding under the Non – Institutional Portion for an amount of more than ₹ 2.00 lakh and up to ₹ 5.00 lakh, using the UPI Mechanism), that is specified in the ASBA Form at the time of submission of the ASBA Form		

* *Assuming full subscription in the Issue.*

^ *SEBI through its SEBI ICDR Master Circular, has prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to ₹500,000, shall use UPI. Individual investors Bidding under the Non-Institutional Portion Bidding for more than ₹200,000and 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. Further SEBI ICDR Master Circular has mandated that ASBA applications in public issues shall be processed only after the application monies are blocked in the bank accounts of the investors. Accordingly, Stock Exchanges shall, for all categories of investors viz. QIBs, NIIs and RIIs and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.*

(1) *Our Company in consultation with the Book Running Lead Managers, may allocate up to 60% of the QIB Category to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations.*

(2) *Subject to valid Bids being received at or above the Issue Price. This is an Issue in terms of Rule 19(2)(b) of the SCRR read with Regulation 45 of the SEBI ICDR Regulations. This Issue is being made through the Book Building Process in compliance with Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Net Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers. Such number of Equity Shares representing 5% of the Net QIB Category shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder of the QIB Category shall be available for allocation on a proportionate basis to QIBs, including Mutual Funds, subject to valid Bids being received from them at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the QIB Category, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining QIB Category for proportionate allocation to all QIBs. Further, (a) not less than 15% of the Net Issue shall be available for allocation to Non-Institutional Bidders (out of which (i) one third shall be reserved for applicants with application size of more than ₹2.00 lakh and up to ₹10.00 lakh, and (ii) two-thirds shall be reserved for applicants with application size of more than ₹ 10.00 lakh 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 (b) not less than 35% of the Net Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Issue. Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company, in consultation with the BRLM and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Category will not be allowed to be met with spill-over from other categories or a combination of categories.*

(3) *If the Bid is submitted in joint names, 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 depository account held in joint names. The signature of only the 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. Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.*

(4) *Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Form, provided that any difference between the price at which Equity Shares are allocated to the Anchor Investors and the Anchor Investor Issue Price, shall be payable by the Anchor Investor Pay-In Date as mentioned in the CAN.*

The Bids by FPIs with certain structures as described under "*Issue Procedure - Bids by FPIs*" on page 388 and having same PAN will 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) will be proportionately distributed.

Note: Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in any category except the QIB Category, 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 Manager, and the Designated Stock Exchange, on a proportionate basis. For further details, see the "*Terms of the Issue*" on page 369.

ISSUE PROCEDURE

*All Bidders should read the general information document for investing in the Issue prepared and issued in accordance with the circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 issued by the SEBI 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, 2013, 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 BRLM. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue. For details of filing of this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus, see "General Information – Filing of this Draft Red Herring Prospectus" on page 64.*

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Issue*; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders/Applicants; (v) issuance of CAN and Allotment in the* Issue*; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) designated date; (viii) disposal of applications; (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, 2013 relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.*

*SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018 as amended from time to time, including pursuant to circular (SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019 ("**UPI Circular**") introduced an alternate payment mechanism using Unified Payments Interface ("**UPI**") and consequent reduction in timelines for listing in a phased manner. UPI has been introduced in a phased manner as a payment mechanism with the ASBA for applications by Retail Individual Investors through intermediaries from January 1, 2019. The UPI Mechanism for Retail Individual Investors applying through Designated Intermediaries, in phase I, was effective along with the prior process and timeline of T+6 days ("**UPI Phase I**"), until June 30, 2019. Subsequently, for applications by Retail Individual Investors through Designated Intermediaries, the process of physical movement of forms from Designated Intermediaries to Self-Certified Syndicate Banks ("**SCSBs**") for blocking of funds has been discontinued and Retail Individual Investors ("**RIIs**") submitting their ASBA Forms through Designated Intermediaries (other than SCSBs) can only use UPI Mechanism with timeline of T+6 days until further notice pursuant to SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 ("**UPI Phase II**"). The final reduced timeline of T+3 days for the UPI Mechanism for applications by UPI Bidders ("UPI Phase III") and modalities of the implementation of UPI Phase III was notified by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 and made effective on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023 ("**T+3 Notification**"). Accordingly, the Issue will be undertaken pursuant to the processes and procedures under UPI Phase III on mandatory basis, subject to any circulars, clarification or notification issued by the SEBI pursuant to the T+3 Notification.*

The Issue being made under UPI Phase III, 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 Rajasthan, where our Registered Office is located), each with a wide circulation, on or prior to the Bid/Issue Opening Date and such advertisement shall also be made available to the Stock Exchanges for the purpose of uploading on their websites. Further, SEBI ICDR Master Circular, has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. The provisions of these circulars are deemed to form part of this Draft Red Herring Prospectus. Furthermore, SEBI vide its SEBI ICDR Master Circular, has mandated all individual investors Bidding in the Issue up to ₹500,000 to use the UPI Mechanism for submitting their Bids with (a) a Member of the Syndicate; (b) a Registered Broker at the Broker Centre; (c) a Collecting Depository Participant; and (d) the Registrar to the Issue. Further, for all initial public offerings opening on or after September 1, 2022, as specified in SEBI ICDR Master Circular, the ASBA applications in public issues shall be processed only after the application monies are blocked in the investor's bank accounts. Pursuant to circular no. NSDL/CIR/II/28/2023 dated August 8, 2023 issued by NSDL and CDSL/OPS/RTA/POLCY/2023/161 dated August 8, 2023 issued by CDSL. Our Company have requested Depositories to suspend /freeze the ISIN in Depository system from the date of RHP till listing/ trading effective date. The Shareholders who intend to transfer the Pre-IPO shares may request our Company/ Registrar to the Issue for facilitating transfer of shares under suspended / frozen ISIN by submitting requisite documents. Our Company/ Registrar would then send the requisite documents along with applicable stamp duty and corporate action charges to the respective Depository to execute the transfer of shares under suspended ISIN through corporate action. The transfer request shall be accepted from Issuer till one day prior to issue opening date.

*SEBI vide its circular no. SEBI/HO/CFD/CFD-TPD-1/P/CIR/2024/5 dated May 24, 2024 ("**AV Circular**") has introduced the disclosure of audiovisual presentation of disclosures made in Issue Documents. Pursuant to the AV Circular, investors are advised not to rely on any other document, content or information provided in respect to the public issue on the internet/online websites/social media platforms/micro-blogging platforms by finfluencers. Further, investors are advised to rely only on the information contained in the Issue document and Price Band Advertisement for making investment decision.*

Our Company and the BRLM do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus.

Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable laws or as specified in the Red Herring Prospectus and the Prospectus.

Further, our Company and the members of the Syndicate do not accept any responsibility for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in the Issue.

Book Building Procedure

The Issue is being made in terms of Rule 19(2)(b) of the SCRR, read with Regulation 31 of the SEBI ICDR Regulations, through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations wherein not less than 50% of the Issue shall be available for allocation on a proportionate basis to QIBs, provided that our Company in consultation with the Book Running Lead Managers, may allocate up to 60% of the QIB Category to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Category. Further, 5% of the Net QIB Category shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Category shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not more than 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders out 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 such unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of or any other manner as introduced in accordance with applicable law to Non-Institutional Bidders and not more than 10% of the Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Issue Price.

Subject to valid Bids being received at or above the Issue Price, undersubscription, if any, in any category, except in the QIB Category, would be allowed to be met with spill-over from any other category or a combination of categories at the discretion of our Company, in consultation with the BRLM, and the Designated Stock Exchange. Under-subscription, if any, in any category, except in the QIB Category, would not be allowed to be met with spill over from any other category or combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialized 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 15, 2021 and September 17, 2021 dated March 30, 2022, read with press release dated March 28, 2023 and any subsequent press releases in this regard.

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 re-materialised subsequent to Allotment of the Equity Shares in the Issue, subject to compliance with applicable laws.

Phased implementation of UPI

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of, *inter alia*, equity shares. Pursuant to the SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 ("**Previous UPI Circulars**") and 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 and the Previous 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, an RII 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 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. SEBI vide its circular bearing number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 extended the timeline for implementation of UPI Phase II till March 31, 2020. Further, pursuant to SEBI circular dated March 30, 2020, this phase was extended till further notice. Under this phase, submission of the ASBA Form without UPI by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds was discontinued and replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continued to be six Working Days during this phase.

Phase III: This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("**T+3 Notification**"). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Issue shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLM.

Pursuant to the SEBI ICDR Master Circular issued by SEBI, (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–Issue BRLM will be required to compensate the concerned investor.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI ICDR Master Circular.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI.

The Issue is being made under Phase III of the UPI (on a mandatory basis).

Further, pursuant to SEBI ICDR Master Circular, all individual investors applying in public issues where the application amount is up to ₹500,000 shall use UPI and shall also provide their UPI ID in the Bid cum Application Form submitted with any of the entities mentioned herein below:

1. a syndicate member;
2. a stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity);
3. a depository participant (whose name is mentioned on the website of the stock exchange as eligible for this activity);
4. a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for this activity).

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLM.

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 Bidding Centres, and our Registered Office. An electronic copy of the Bid cum Application Form will also be available for download on the websites of the Stock Exchanges (www.nseindia.com and www.bseindia.com) at least one day prior to the Bid/ Issue Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the Book Running Lead Manager.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Issue only through the ASBA process. UPI Bidders are mandatorily required to use the UPI Mechanism for submitting their bids to Designated Intermediaries and are allowed to use ASBA Process by way of ASBA Forms to submit their bids directly to SCSBs. Anchor Investors are not permitted to participate in the Issue through the ASBA process.

UPI Bidders bidding using the UPI Mechanism must provide the UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain the UPI ID are liable to be rejected.

ASBA Bidders (including UPI Bidders using UPI Mechanism, as applicable) must provide bank account details and authorisation to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details are liable to be rejected or the UPI ID (in case of UPI Bidders), as applicable, in the relevant space provided in the ASBA Form. Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection. UPI Bidders using the UPI Mechanism may also apply through the mobile applications using the UPI handles as provided on the website of the SEBI.

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, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs. RIBs authorising an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Banks, as applicable, at the time of submitting the Bid pursuant to SEBI circular bearing number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.

In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked/ unblocked.

All the ASBA applications in public issues shall be processed only after the application monies are blocked in the investor's bank accounts. Stock Exchanges shall accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked. The circular is applicable for all categories of investors viz. RIBs, QIBs, Non-Institutional Bidders, and also for all modes through which the applications are processed.

Since the Issue is made under Phase III, ASBA Bidders may submit the ASBA Form in the manner below:

a. RIBs and NIBs (other than the UPI Bidders using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

b. UPI Bidders using the UPI Mechanism, may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

c. QIBs and NIBs may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

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 resident QIBs, Non-Institutional Investors, Retail Individual Investors and Eligible NRIs applying on a non-repatriation basis(1)	[●]
Eligible NRIs, FVCIs, FPIs and registered bilateral and multilateral development financial institutions applying on a repatriation basis(1)	[●]
Anchor Investors(2)	[●]

* *Excluding electronic Bid cum Application Forms*

Notes:

(1) Electronic Bid cum Application forms and the abridged prospectus will also be available for download on the websites of the Stock Exchanges (www.nseindia.com and www.bseindia.com).

(2) Bid cum Application Forms for Anchor Investors shall be available at the offices of the Book Running Lead Manager.

(3) The Bid cum Application Forms for Eligible Employees will be available only at our offices and branches in India.

In case of ASBA Forms, the relevant Designated Intermediaries shall upload the relevant bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchanges. 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 to enable the Sponsor Banks to initiate UPI Mandate Request to UPI Bidders for blocking of funds.

For ASBA Forms (other than RIBs) 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 Banks to initiate UPI Mandate Request to RIBs for blocking of funds. The Sponsor Banks shall initiate request for blocking of funds through NPCI to RIBs, who shall accept the UPI mandate request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. In accordance with BSE Circular No: 20220803-40 and NSE Circular No: 25/2022, each dated August 3, 2022, for all pending UPI Mandate Requests, the Sponsor Banks shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm on the Bid/ Issue Closing Date ("**Cut-Off Time**"). Accordingly, UPI Bidders Bidding using through the UPI Mechanism should accept UPI mandate requests for blocking of funds prior to the Cut-Off Time and all pending UPI mandate requests at the Cut-Off Time shall lapse. For ensuring timely information to investors, SCSBs shall send SMS alerts for mandate block and unblock including details as specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, read with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, 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/DIL2/P/CIR/2022/75 dated May 30, 2022. The NPCI shall maintain an audit trail for every bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Banks, NPCI or the bankers to an issue) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the bankers to an issue.

The Sponsor Banks and the issuer banks shall provide the audit trail to the Book Running Lead Manager for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in circulars prescribed by SEBI, from time to time.

The processing fees for applications made by the UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such SCSBs provide a written confirmation in compliance with the SEBI RTA Master Circular, in a format prescribed by SEBI or applicable law.

Pursuant to NSE circular dated August 3, 2022, the following is applicable to all initial public offers opening on or after September 1, 2022:

a. Cut-off time for acceptance of UPI Mandate shall be up to 5:00 pm on the initial public offer closure date and existing process of UPI bid entry by syndicate members, registrars to the offer and depository participants shall continue till further notice.
b. There shall be no T+1 mismatch modification session for PAN-DP mismatch and bank/ location code on T+1 day for already uploaded bids. The dedicated window provided for mismatch modification on T+1 day shall be discontinued.
c. Bid entry and modification/ cancellation (if any) shall be allowed in parallel to the regular bidding period up to 5:00 pm on the initial public offer closure day.
d. Exchanges shall display bid details of only successful ASBA blocked applications i.e. Application with latest status as RC 100 – Block Request Accepted by Investor/ Client.

For all pending UPI Mandate Requests, the Sponsor Banks shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm on the Bid/ Issue Closing Date ("**Cut-Off Time**"). Accordingly, UPI Bidders Bidding through the UPI Mechanism should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse.

The 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 BRLM 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 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 Banks shall host a web portal for intermediaries (closed user group) from the date of Bid/Issue Opening Date till the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Issue Bidding process.

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 Issue, subject to applicable laws.

b. On the Bid/ Issue 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/ Issue Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/ Issue Period after which the Stock Exchange(s) send the bid information to the Registrar to the Issue for further processing.

Participation by Promoters, Promoter Group, the Book Running Lead Manager, the Syndicate Members and persons related to Promoters/Promoter Group/the Book Running Lead Manager

The Book Running Lead Manager and the Syndicate Members shall not be allowed to purchase Equity Shares in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Book Running Lead Manager and the Syndicate Members may Bid for Equity Shares in the Issue, either in the QIB Category or in the Non-Institutional Portion as may be applicable to such Bidders, 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 Manager 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 Manager nor any associate of the Book Running Lead Manager can apply in the Issue under the Anchor Investor Portion:

(i) mutual funds sponsored by entities which are associate of the Book Running Lead Manager;

(ii) insurance companies promoted by entities which are associate of the Book Running Lead Manager;

(iii) AIFs sponsored by the entities which are associate of the Book Running Lead Manager; or

(iv) FPIs other than individuals, corporate bodies and family offices, sponsored by the entities which are associate of the Book Running Lead Manager.

Further, the Promoters and members of the Promoter Group shall not participate by applying for Equity Shares in the Issue. Further, persons related to the Promoters and Promoter Group shall not apply in the Issue under the Anchor Investor Portion. A qualified institutional buyer who has any of the following rights in relation to our 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.

Except for Mutual Funds, AIFs or FPIs other than individuals, corporate bodies and family offices sponsored by entities which are associates of the BRLM or insurance companies promoted by entities which are associates of the BRLM, no BRLM or its respective associates can apply in the Issue under the Anchor Investor Portion.

Further, an Anchor Investor shall be deemed to be an "associate of the Book Running Lead Manager" 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 Manager.

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 Manager reserve the right to reject any Bid without assigning any reason thereof, subject to 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 UPI Bidders 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 UPI Bidders 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.

Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour). Participation by Eligible NRIs in the Issue 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. By way of Press Note 1 (2021 Series) dated March 19, 2021, issued by the DPIIT, it has been clarified that an investment made by an Indian entity which is owned and controlled by NRIs on a non-repatriation basis, shall not be considered for calculation of indirect foreign investment. For details of investment by NRIs, please see section titled "*Restrictions on Foreign Ownership of Indian Securities*" on page 403.

Participation of Eligible NRIs in the Issue shall be subject to compliance with the FEMA NDI Rules. In accordance with the FEMA NDI Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity share 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 Issue 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 Issue, provided the UPI facility is enabled for their NRE/ NRO accounts.

For further details of restrictions on investment by NRIs, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 403.

Participation of Eligible NRIs in the Issue shall be subject to the FEMA NDI Rules.

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 Issue 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 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 Non-debt Instruments Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

In case the total holding of an FPI increases beyond 10% of the total paid-up equity share capital, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants issued that may be issued by our Company, the total investment made by the FPI will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Issue are advised to use the Bid cum Application Form for Non-Residents ([●] in 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 the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants issued to facilitate implementation of SEBI FPI Regulations ("**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.

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 Issue to ensure there is no breach of the investment limit, within the timelines for issue procedure, as prescribed by SEBI from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, 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 Issue 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 Issue size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus.*"

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 Issue 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 ₹ 2,500 lakh and pension funds with a minimum corpus of ₹ 2,500 lakh (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 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 Manager in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form subject to the terms and conditions that our Company in consultation with the BRLM may deem fit.

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. However, large value funds for accredited investors of Category III AIFs may invest up to 20% of the investible funds in an investee company. 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 and the Book Running Lead Manager 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 Issue shall be subject to the FEMA NDI 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 Manager 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 Manager 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); (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; and (iii) investment in excess of 30% of the paid-up share capital of the investee company.

Bids by SCSBs

SCSBs participating in the Issue 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 Manager 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 Issue 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.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016, as amended, are broadly set forth below:

a) equity shares of a company: the lower of 10%* of the outstanding equity shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer or health insurer;

b) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or health insurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and

c) the industry sector in which the investee company operates: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or health insurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (a), (b) and (c) above, as the case may be.

** The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹ 2,50,00,000 million or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹50,00,000 lakhs or more but less than ₹ 2,50,00,000 lakhs.*

Bids by Provident Funds/Pension Funds

In case of Bids made by provident funds/pension funds with minimum corpus of ₹ 2,500 lakhs, registered with the Pension Fund Regulatory and Development Authority established under sub- section (1) of section 3 of Pension Fund Regulatory and Development Authority Act, 2023, 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 Manager 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 Manager, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law. Systemically Important NBFCs participating in the Issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

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 Manager.

2. The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹ 1,000 lakh. A Bid cannot be submitted for over 60% of the QIB Category. 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 ₹ 1,000 lakh.

3. One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.

4. Bidding for Anchor Investors will open one Working Day before the Bid/ Issue Opening Date and will be completed on the same day.

5. Our Company in consultation with the Book Running Lead Manager 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 ₹ 1,000 lakh; (b) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹ 1,000 lakh but up to ₹ 25,000 lakh, subject to a minimum Allotment of ₹ 500 lakh per Anchor Investor; and (c) in case of allocation above ₹ 25,000 lakh under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹ 25,000 lakh, and an additional 10 Anchor Investors for every additional ₹ 25,000 lakh, subject to minimum Allotment of ₹ 500 lakh 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 Manager before the Bid/ Issue 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 Issue Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Issue Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors on the Anchor Investor Pay-in Date specified in the CAN. If the Issue Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Issue Price.

9. 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 90 days from the date of Allotment, while the remaining 50% of the Equity Shares Allotted in the Anchor Investor Portion will be locked in for a period of 30 days from the date of Allotment.

10. Neither the (a) Book Running Lead Manager (s) or any associate of the Book Running Lead Manager (other than mutual funds sponsored by entities which are associates of the Book Running Lead Manager or insurance companies promoted by entities which are associates of the Book Running Lead Manager or Alternate Investment Funds (AIFs) sponsored by the entities which are associates of the Book Running Lead Manager or FPIs, other than individuals, corporate bodies and family offices, sponsored by the entities which are associates of the Book Running Lead Manager) 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 Category will not be considered multiple Bids.

For more information, please read the General Information Document.

The information set out above is given for the benefit of the Bidders. Our Company and the Book Running Lead Manager 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.

Information for Bidders

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Book Running Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of 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

QIB Bidders and Non-Institutional Bidders are not allowed 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. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bidding Date. RIBs can revise their Bids during the Bid/ Issue Period and withdraw their Bids until Bid/ Issue Closing Date.

***Do's*:**

1. Investors must ensure that their PAN is linked with Aadhaar and are in compliance with Central Board of Direct Taxes notification dated February 13, 2020 and press release dated June 25, 2021;

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. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

3. Ensure that you have Bid within the Price Band;

4. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;

5. Ensure that you (other than in the case of Anchor Investors) have mentioned the correct details of ASBA Account (i.e. bank account number) in the Bid cum Application Form if you are not an UPI bidding using the UPI Mechanism in the Bid cum Application Form and if you are an UPI Bidder 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;

6. 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;

7. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the relevant Bidding Centre (except in case of electronic Bids) within the prescribed time. Bidders (other than Anchor Investors) shall submit the Bid cum Application Form in the manner set out in the GID;

8. Ensure that you mandatorily have funds equal to or higher than the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to the relevant Designated Intermediaries;

9. 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 ASBA Bidders other than UPI Bidders Bidding using the UPI Mechanism);

10. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;

11. 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;

12. The ASBA bidders shall ensure that bids above ₹ 5.00 lakh, are uploaded only by the SCSBs;

13. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. Ensure that the signature of the First Bidder is included in the Bid cum Application Forms;

14. UPI Bidders Bidding in the Issue to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID) to make an application in the Issue and not ASBA Account or bank account linked UPI ID of any third party;

15. Bidders not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and/or the designated branches of SCSBs or the relevant Designated Intermediary, as applicable;

16. UPI Bidders in the Issue to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID which is UPI 2.0 certified by NPCI to make an application in the Issue and not ASBA Account or bank account linked UPI ID of any third party;

17. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

18. 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 Banks, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Issue through the UPI Mechanism, ensure that you authorise the UPI Mandate Request, including in case of any revision of Bids, raised by the Sponsor Banks for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;

19. 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;

20. Ensure that the Demographic Details are updated, true and correct in all respects;

21. 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;

22. 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;

23. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents are submitted;

24. Ensure that Bids submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;

25. UPI Bidders who wish to Bid using the UPI Mechanism, should submit Bid with the Designated Intermediaries, pursuant to which the UPI Bidder 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 Bidder's ASBA Account;

26. 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;

27. RIBs who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which RIBs should ensure acceptance of the UPI Mandate Request received from the Sponsor Banks to authorise blocking of funds equivalent to the revised Bid Amount in the RIB's ASBA Account;

28. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Banks prior to 12:00 p.m. of the Working Day immediately after the Bid/ Issue Closing Date;

29. Anchor Investors should submit the Anchor Investor Application Forms to the Book Running Lead Manager;

30. 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;

31. Investors must ensure that their PAN is linked with Aadhaar and are in compliance with the notification by the CBDT dated February 13, 2020, read with press releases dated June 25, 2021 and September 17, 2021, read with press release dated September 17, 2021. CBDT circular no.7 of 2022, dated March 30, 2022, read with press release dated March 28, 2023;

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 Banks to block the Bid Amount mentioned in the Bid Cum Application Form; and

33. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (other than for Anchor Investors and UPI Bidders Bidding using the UPI Mechanism) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at www.sebi.gov.in).

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid/revise Bid Amount to less than the Floor Price or higher than the Cap Price;
3. Do not Bid for a Bid Amount exceeding ₹ 2,00,000 (for Bids by Retail Individual Investors);
4. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;
5. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
6. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
7. Do not Bid if you are an OCB;
8. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
9. Do not submit the Bid for an amount more than funds available in your ASBA account;
10. 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;
11. In case of ASBA Bidders, do not submit more than one ASBA Form ASBA Account;
12. If you are an UPI Bidder are using UPI mechanism, do not submit more than one Bid cum Application Form for each UPI ID;
13. Anchor Investors should not Bid through the ASBA process;
14. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;
15. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
16. Do not submit the General Index Register (GIR) number instead of the PAN;
17. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
18. 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;

19. 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);

20. Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;

21. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;

22. 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;

23. Do not Bid for Equity Shares more than what is specified for each category;

24. If you are a QIB, do not submit your Bid after 3 p.m. on the QIB Bid/ Issue Closing Date;

25. Do not fill up the Bid cum Application Form such that the number of Equity Shares Bid for, exceeds the Issue size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus;

26. 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. RIBs can revise or withdraw their Bids on or before the Bid/ Issue Closing Date;

27. Do not submit Bids to a Designated Intermediary at a location other than the Bidding Centres. If you are UPI Bidder and are using UPI Mechanism, do not submit the ASBA Form directly with SCSBs;

28. 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;

29. Do not Bid if you are an OCB;

30. 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;

31. Do not submit the Bid cum Application Forms to any non-SCSB bank; and

32. 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).

33. Do not Bid for a Bid Amount exceeding ₹ 2.00 lakh (for Bids by Retail Individual Investors); and

34. 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.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Grounds for Technical Rejection

In addition to the grounds for rejection of Bids on technical grounds as provided in the GID, Bidders were requested to note that Bids could be rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;

2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;

3. Bids submitted on a plain paper;

4. Bids submitted by UPI Bidders using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;

5. Bids under the UPI Mechanism submitted by UPI Bidders using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank);

6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;

7. Bids submitted without the signature of the first Bidder or sole Bidder;

8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;

9. ASBA Form by the RIBs by using third party bank accounts or using third party linked bank account UPI IDs;

10. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are "suspended for credit" in terms of SEBI circular CIR/MRD/DP/ 22 /2010 dated July 29, 2010;

11. GIR number furnished instead of PAN;

12. Bids by RIBs with Bid Amount of a value of more than ₹ 200,000 (net of retail discount);

13. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;

14. Bids accompanied by stock invest, money order, postal order or cash; and

Bids uploaded by QIBs after 4.00 pm on the QIB Bid/ Issue Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Issue Closing Date, and Bids by RIBs uploaded after 5.00 p.m. on the Bid/ Issue Closing Date, unless extended by the Stock Exchanges. On the Bid/Issue 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- Issue or post-Issue related issues regarding share certificates/ demat credit/refund orders/unblocking etc., investors can reach out our Company Secretary and Compliance Officer. For further details of our Company Secretary and Compliance Officer, see "*General Information*" and "*Our Management*" on pages 64 and 236, respectively.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/ Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount for the entire duration of delay exceeding two Working Days from the Bid/ Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, Bidders shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, the SEBI RTA Master Circular and the SEBI ICDR Master Circular in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

The BRLM shall be the nodal entity for any issues arising out of public issuance process. In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI RTA Master Circular shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and the BRLM shall continue to coordinate with intermediaries involved in the said process.

For helpline details of the Book Running Lead Manager pursuant to the SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, see "*General Information - Book Running Lead Manager*" on page 65.

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 Manager 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 Issue through the Red Herring Prospectus and the Prospectus 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 Issue may be made for the purpose of making allotment in minimum lots.

The Allotment of Equity Shares to applicants other than to the RIIs, Non-Institutional Investors and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed. The Allotment of Equity Shares to 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 Equity Shares in Retail Individual Investor category, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis.

Not less than 15% of the Issue shall be available for allocation to Non-Institutional Investors. The Equity Shares available for allocation to Non-Institutional Investors under the Non-Institutional Category, shall be subject to the following: (i) one-third of the portion available to Non-Institutional Investors shall be reserved for applicants with an application size of more than ₹ 2.00 lakhs and up to ₹ 10.00 lakhs, and (ii) two-third of the portion available to Non-Institutional Investors shall be reserved for applicants with an application size of more than ₹ 10.00 lakhs, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Investors. The allotment to each Non-Institutional Investor shall not be less than the Minimum NIB Application Size, subject to the availability of Equity Shares in the Non-Institutional Category, and the remaining Equity Shares.

Payment into Anchor Investor Escrow Accounts

Our Company, in consultation with the Book Running Lead Manager 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 Syndicate, the Escrow Banks and the Registrar to the Issue to facilitate collections of Bid amounts from Anchor Investors.

Pre- Issue Advertisement

Subject to Section 30 of the Companies Act, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a pre- Issue advertisement, in the form prescribed under the SEBI ICDR Regulations, in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and [●] editions of [●], a [●] daily newspaper (Hindi being the regional language of Rajasthan, where our Registered Office is located), each with wide circulation.

In the pre- Issue advertisement, we shall state the Bid/ Issue Opening Date and the Bid/ Issue 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 Manager and the Registrar shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and [●] editions of [●], a [●] daily newspaper ([●] being the regional language of Rajasthan, where our Registered Office is located), each with wide circulation.

The allotment advertisement shall be uploaded on the websites of our Company, the BRLM and the Registrar to the Issue, before 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 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 are proposed to be listed, then the allotment advertisement shall be uploaded on the websites of our Company, the BRLM and the Registrar to the Issue, 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 and the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this 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 and the Underwriters intend to enter into an Underwriting Agreement after the finalisation of the Issue Price, but prior to filing of the Red Herring Prospectus or Prospectus, in accordance with the nature of undertaking which is determined in accordance with Regulation 40 (3) of SEBI ICDR Regulations.

(b) If our Company in consultation with the Book Running Lead Manager, desire to have the Issue underwritten on account of rejection of bids, then an underwriting agreement shall be signed after the filing of the Red Herring Prospectus with the RoC in accordance with the Applicable Law and an updated Red Herring Prospectus will be filed with the RoC in accordance with applicable law which would then be termed as the Prospectus. However, if our Company in consultation with the Book Running Lead Manager, desire to have the Issue underwritten to cover any under-subscription in the Issue, then the Underwriting Agreement shall be signed before the filing of the Red Herring Prospectus with the RoC.

Impersonation

Attention of the Bidders 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,

***shall be liable for action under Section 447.*"**

The liability prescribed under Section 447 of the Companies Act, for fraud involving an amount of at least ₹ 10 lakh or 1% of the turnover of our Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹ 10 lakh or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹ 50 lakh or with both.

Undertakings by our Company

Our Company undertakes the following:

- adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders (including Anchor Investor Application Form from Anchor Investors);
- the complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily;
- all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed shall be taken within three Working Days of the Bid/ Issue Closing Date or within such other time period prescribed by SEBI;
- the funds required for making refunds (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Issue by our Company;
- if Allotment is not made within three Working Days from the Bid/ Issue 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;
- that if our Company does not proceed with the Issue after the Bid/ Issue Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid/ Issue Closing Date. The public notice shall be issued in the same newspapers where the pre- Issue advertisements were published. The Stock Exchanges shall be informed promptly;
- where release of block on the application amount for unsuccessful bidders or part of the application amount in case of proportionate allotment, a suitable communication shall be sent to the applicants;
- except for Equity Shares that may be allotted pursuant the Pre- IPO Placement and the Equity Shares allotted pursuant to the Fresh Issue, 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;
- that if the Issue is withdrawn after the Bid/ Issue 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 Issue subsequently; and
- 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.

Utilisation of Net Proceeds

Our Board certifies and 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 has from time to time made policy pronouncements on foreign direct investment ("**FDI**") through press notes and press releases. The DPIIT issued the Consolidated FDI Policy Circular of 2020 ("**Consolidated FDI Policy**"), which, with effect from October 15, 2020 consolidated and superseded all previous press notes, press releases, circulars and clarifications on FDI issued by DPIIT that were in force and effect prior to October 15, 2020. The Consolidated FDI Policy will be valid until the DPIIT issues an updated circular. FDI in companies engaged in manufacturing activities in India (including contract manufacturing in India) is permitted up to 100% of the paid-up share capital of such company under the automatic route, subject to compliance with certain prescribed conditions. Under the FDI Policy, our Company is permitted to have FDI up to 100% under the automatic route.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue. For further details, please see section titled "*Issue Procedure*" on page 380.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the Consolidated FDI Policy and such transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI and RBI.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country ("**Restricted Investors**"), will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA NDI 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 NDI 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 of fund in India. Each Bidder should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Issue in writing about such approval along with a copy thereof within the Bid/ Issue Period.

In accordance with the FEMA NDI Rules, participation by non-residents in the Issue is restricted to participation by (i) FPIs under Schedule II of the FEMA Non-debt Instruments Rules, in the Issue subject to limit of the individual holding of an FPI below 10% of the post- Issue paid-up capital of our Company on a fully diluted basis and the aggregate limit for FPI investment currently not exceeding the sectoral or statutory cap; and (ii) Eligible NRIs only on non-repatriation basis under Schedule IV of the FEMA NDI Rules.

As per the existing policy of the Government, OCBs cannot participate in the Issue.

Foreign Exchange Laws

The foreign investment in our Company is governed by *inter alia* the FEMA, the FEMA Non-debt Instruments Rules, the FDI Policy issued and amended by way of press notes, and the SEBI FPI Regulations.

In terms of the FEMA Non-debt Instruments Rules, a person resident outside India may make investments into India, subject to certain terms and conditions, and provided that an entity of a country, which shares land border with India or the beneficial owner of an investment into India who is situated in or is a citizen of any such country, shall invest only with government approval. In terms of the FEMA Non-debt Instruments Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included. The aggregate limit for FPI investments shall be the sectoral cap applicable to our Company. In accordance with the FEMA Non-debt Instruments 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 five percent of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10 % of the total paid-up equity capital on a fully diluted basis or shall not exceed 10 % of the paid-up value of each series of debentures or preference shares or share 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.

The Equity Shares 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 (a) outside the United States in offshore transactions as defined in and in compliance with Regulation S and the applicable laws of the jurisdictions where those offers and sales are made, and (b) in the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act) pursuant to Section 4(a) of the U.S. Securities Act.

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.

For further details, see "*Issue Procedure*" beginning on page 380d.

The above information is given for the benefit of the Bidders. Our Company, severally and not jointly, and the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this 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 or maximum number of Equity Shares that can be held by them under applicable laws or regulations or as specified in this Draft Red Herring Prospectus.

SECTION VIII: DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION

Capitalised terms used in this section have the meaning that has been given to such terms in the Articles of Association of our Company. Pursuant to Schedule I of Companies Act, 2013 and the SEBI ICDR Regulations, the main provisions of the Articles of Association of our Company are detailed below. Further, except for the following, there is no material clause of Article of Association which have been left out from disclosure having a bearing on the Issue.

THE COMPANIES ACT, 2013 (COMPANY LIMITED BY SHARES) ARTICLES OF ASSOCIATION OF MANGAL ELECTRICAL INDUSTRIES LIMITED (INCORPORATED UNDER THE COMPANIES ACT, 1956) Applicability of Table 'F'.

(a) (1)	The regulations contained in the Table marked 'F' in Schedule I to the Companies Act, 2013 shall apply to the Company, subject to the modifications including the additional matters that are expressly made applicable in these Articles.	Table 'F' shall apply
(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 the deletion or alteration of or addition to its regulations by resolution as prescribed or permitted by the Companies Act, 2013, be such as are contained in these Articles.	Company to be governed by these Articles
	Definitions and Interpretation	
(b) (1)	In these Articles -	
	(a) "**Act**" means the Companies Act, 2013 (including the relevant rules framed thereunder) or 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.	"Act"
	(b) "**Applicable Laws**" means all applicable statutes, laws, ordinances, rules and regulations, judgments, notifications circulars, orders, decrees, bye-laws, guidelines, or any decision, or determination, or any interpretation, policy or administration, having the force of law, including but not limited to, any authorization by any authority, in each case as in effect from time to time	"Applicable Laws"
	(c) "**Articles**" means these articles of association of the Company or as altered from time to time.	"Articles"
	(d) "**Board of Directors**" or "**Board**", means the collective body of the Directors of the Company nominated and appointed from time to time in accordance with Articles 88 to 98, herein, as may be applicable.	"Board of Directors" or "Board"
	(e) "**Company**" means **Mangal Electrical Industries Limited**	"Company"
	(f) "**Lien**" means any mortgage, pledge, charge, assignment, hypothecation, security interest,	"Lien"

	title retention, preferential right, option (including call commitment), trust arrangement, any voting rights, right of set-off, counterclaim or banker's lien, privilege or priority of any kind having the effect of security, any designation of loss payees or beneficiaries or any similar arrangement under or with respect to any insurance policy;	
	(g) "**Rules**" means the applicable rules for the time being in force as prescribed under relevant sections of the Act.	"Rules"
	(h) "**Memorandum**" means the memorandum of association of the Company or as altered from time to time.	"Memorandum"
(2)	Words importing the singular number shall include the plural number and words importing the masculine gender shall, where the context admits, include the feminine and neuter gender.	"Number" and "Gender"
(3)	Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or the Rules, as the case may be.	Expressions in the Articles to bear the same meaning as in the Act
Articles to be contemporary in nature		
(c)	The intention of these Articles is to be in consonance with the contemporary rules and regulations prevailing in India. If there is an amendment in any Act, rules and regulations allowing what were not previously allowed under the statute, the Articles herein shall be deemed to have been amended to the extent that Articles will not be capable of restricting what has been allowed by the Act by virtue of an amendment subsequent to registration of the Articles.	Articles to be contemporary in nature
Share capital and variation of rights		
(d)	The authorized share capital of the Company shall be such amount and be divided into such shares as may from time to time, be provided in Clause V of Memorandum of Association with power to reclassify, subdivide, consolidate and increase and with power from time to time, to issue any shares of the original capital or any new capital and upon the sub-division of shares to apportion the right to participate in profits, in any manner as between the shares resulting from sub-division.	Authorized share capital
(e)	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 Board 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 (subject to the compliance with the provision of section 53 of the Act) and at such time as they may from time to time think fit provided that the option or right to call for shares shall not be given to any person or persons without the sanction of the Company in the general meeting.	Shares under control of Board
(f)	Subject to the provisions of the Act, these Articles and with the sanction of the Company in the general	Board may allot shares otherwise than

	meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Board think fit, the Board may issue, allot or otherwise dispose shares in the capital of the Company on payment or part payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered to the Company in the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than for cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares, as the case may be, provided that the option or right to call of shares shall not be given to any person or persons without the sanction of the Company in the general meeting.	for cash
(g)	The Company may issue the following kinds of shares in accordance with these Articles, the Act, the Rules and other Applicable Laws: (a) Equity Share capital: (i) with voting rights; and / or (ii) with differential rights as to dividend, voting or otherwise in accordance with the Rules; and (b) Preference share capital	Kinds of share capital
(h) (1)	Unless the shares have been issued in dematerialized form, every person whose name is entered as a member in the register of members shall be entitled to receive within two months after allotment or within one month from the date of receipt by the Company of the application for the registration of transfer or transmission, sub-division, consolidation or renewal of shares or within such other period as the conditions of issue shall provide – (a) one or more certificates in marketable lots for all his shares of each class or denomination registered in his name without payment of any charges; or (b) several certificates, each for one or more of his shares, upon payment of Rupees Twenty for each certificate or such charges as may be fixed by the Board for each certificate after the first.	Issue of certificate
(2)	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 the person first named on the register of members shall be sufficient delivery to all such holders.	Issue of share certificate in case of joint holding
(3)	Every certificate shall specify the shares to which it relates, distinctive numbers of shares in respect of which it is issued and the amount paid-up thereon and shall be in such form as the Board may prescribe and approve.	Option to receive share certificate or hold shares with depository
(i)	A person subscribing to shares offered by the Company shall have the option either to receive certificates for such shares or hold the shares in a dematerialized state with a depository, in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereof,	Option to receive share certificate or hold shares with depository

	shall be governed by the provisions of the Depositories Act, 1996 as amended from time to time, or any statutory modification thereto or re-enactment thereof. Where a person opts to hold any share with the depository, the Company shall intimate such depository the details of allotment of the share to enable the depository to enter in its records the name of such person as the beneficial owner of that share. The Company shall also maintain a register and index of beneficial owners in accordance with all applicable provisions of the Companies Act, 2013 and the Depositories Act, 1996 with details of shares held in dematerialized form in any medium as may be permitted by law including in any form of electronic medium. The Company shall be entitled to keep in any Country outside India a branch Register of beneficial owners residing outside India.	
(j)	If any 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 Board deems adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of fees not less than Rupees twenty and not more than Rupees fifty for each certificate as may be fixed by the Board. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer. Provided that notwithstanding what is stated above, the Board 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.	Issue of new certificate in place of one defaced, lost or destroyed
(k)	Except as required by Applicable Laws, no person shall be recognized by the Company as holding any share upon any trust, and the Company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these Articles or by Applicable Laws) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.	
(l)	Subject to the applicable provisions of the Act and other Applicable Laws, any debentures, debenture-stock or other securities may be issued at a premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination, and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares and attending (but not voting) at a general meeting, appointment of nominee directors, etc. Debentures with the right to conversion into or allotment of shares	Terms of issue of debentures

	shall be issued only with the consent of the Company in a general meeting by special resolution.	
(m)	The provisions of the foregoing Articles relating to issue of certificates shall mutatis mutandis apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company. Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the company in the General Meeting by a Special Resolution.	Provisions as to issue of certificates to apply mutatis mutandis to debentures, etc.
(n) (1)	The Company may exercise the powers of paying commissions conferred by the Act, to any person in connection with the subscription to its securities, 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 the Act and the Rules.	Power to pay commission in connection with securities issued
(2)	The rate or amount of the commission shall not exceed the rate or amount prescribed in the Rules.	Rate of commission in accordance with Rules
(3)	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.	Mode of payment of commission
(o) (1)	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 the Act, and whether or not the Company is being wound up, be varied with the consent in writing, of such number of the holders of the issued shares of that class, or with the sanction of a resolution passed at a separate meeting of the holders of the shares of that class, as prescribed by the Act.	Variation of members' rights
(2)	To every such separate meeting, the provisions of these Articles relating to general meetings shall *mutatis mutandis* apply.	Provisions as to general meetings to apply *mutatis mutandis* to each Meeting
(p)	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.	Issue of further shares not to affect rights of existing members
(q)	Subject to section 55 and other provisions of the Act, the Board shall have the power to issue or re-issue preference shares of one or more classes which are liable to be redeemed, or converted to equity shares, on such terms and conditions and in such manner as determined by the Board in accordance with the Act.	Power to issue redeemable preference shares
(r) (1)	Where at any time, the Company proposes to increase its subscribed capital by issue of further Securities,	Further issue of securities

	either out of the unissued capital or the increased share capital, such Securities shall be offered: (a) to persons who, at the date of offer, are holders of Equity Shares of the Company, in proportion as near as circumstances admit, to the share capital paid up on those shares by sending a letter of offer on the following conditions: (a) the aforesaid offer shall be made by a notice specifying the number of Securities offered and limiting a time prescribed under the Act from the date of the offer within which the offer, if not accepted, will be deemed to have been declined; (b) the aforementioned offer shall be deemed to include a right exercisable by the person concerned to renounce the Securities offered to him or any of them in favour of any other person and the notice mentioned in sub-Article (i), above shall contain a statement of this right; and (c) after the expiry of the time specified in the aforesaid notice or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the Securities offered, the Board of Directors may dispose of them in such manner which is not disadvantageous to the shareholders and the Company; or (b) to employees under any scheme of employees' stock option, subject to a special resolution passed by the Company and subject to the conditions as specified under the Act and Rules thereunder; or (c) to any persons, if it is authorized by a special resolution passed by the Company in a General Meeting, whether or not those persons include the persons referred to in clause (a) or clause (b) above, either for cash or for consideration other than cash, subject to applicable provisions of the Act and Rules thereunder. The notice referred to in sub-clause (i) of sub-Article (a) shall be dispatched through registered post or speed post or through electronic mode to all the existing Members at least 3 (three) days before the opening of the issue. The provisions contained in this Article shall be subject to the provisions of the section 42 and section 62 of the Act, the rules thereunder and other applicable provisions of the Act.	
(2)	Nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option as a term attached to the debentures issued or loans raised by the Company to convert such debenture or loans into shares in the Company. Provided that the terms of issue of such debentures or	

	loan containing such an option have been approved before the issue of such debenture or the raising of loan by a special resolution passed by the Company in general meeting.	
(3)	A further issue of securities may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules.	Mode of further issue of securities
(4)	The Company shall not give, whether directly or indirectly, and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with purchase or subscription made or to be made by any person of or for any shares in the Company, nor shall the Company make a loan for any purpose whatsoever on the security of its shares, but nothing in this Article shall prohibit transactions mentioned in Section 67 of the Act. Notwithstanding anything contained in these Articles but subject to the provisions of Sections 68 to 70 and other applicable provisions of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities.	
	Lien	
(s) (1)	The fully paid shares will be free from all Lien, however, Company shall have a first and paramount Lien – (a) on every share/ Share/Debentures (not being a fully paid share) and upon the proceeds of sale thereof 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/debentures (not being fully paid shares) standing registered in the name of a member, for all monies presently payable by him or his estate to the Company: Provided that the Board may at any time declare any share/Debenture to be wholly or in part exempt from the provisions of this Article. Provided further that Company's lien, if any, on such partly paid shares, shall be restricted to money called or payable at a fixed price in respect of such shares.	Company's lien on shares
(2)	The Company's Lien, if any, on a share shall extend to all dividends or interest, as the case may be, payable and bonuses declared from time to time in respect of such shares for any money owing to the Company.	Lien to extend to dividends, etc.
(3)	Unless otherwise agreed by the Board, the registration of a transfer of shares/debentures shall operate as a waiver of the Company's Lien.	Waiver of Lien in case of registration
(t)	The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a	As to enforcing Lien by sale

	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 to the person entitled thereto by reason of his death or insolvency or otherwise.	
(u) (1)	To give effect to any such sale, the Board may authorize some person to transfer the shares/ Debentures sold to the purchaser thereof.	Validity of sale
(2)	The purchaser shall be registered as the holder of the shares/Debentures comprised in any such transfer.	Purchaser to be registered holder
(3)	The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (subject, if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case may be) constitute a good title to the share and the purchaser shall be registered as the holder of the share.	Validity of Company's receipt
(4)	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 with reference to the sale	Purchaser not affected
(v) (1)	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.	Application of proceeds of sale
(2)	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.	Payment of residual money
(w)	The provisions of these Articles relating to Lien shall mutatis mutandis apply to any other securities including debentures of the Company.	Provisions as to Lien to apply mutatis mutandis to debentures, etc.
	Calls on shares	
(x) (1)	The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times. Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the preceding call	Board may make Calls
(2)	Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and	Notice of call

	place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares.	
(3)	A call may be revoked or postponed at the discretion of the Board.	Revocation or postponement of call
(y)	A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by instalments.	Call to take effect from date of resolution
(z)	The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.	Liability of joint holders of shares
(aa) (1)	If a sum called in respect of a share is not paid before or on the day appointed for payment thereof (the "due date"), the person from whom the sum is due shall pay interest thereon from the due date to the time of actual payment at such rate as may be fixed by the Board.	When interest on call or instalment payable
(2)	The Board shall be at liberty to waive payment of any such interest wholly or in part.	Board may waive interest
(bb) (1)	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 Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.	Sums deemed to be calls
(2)	In case of non-payment of such sum, all the relevant provisions of these Articles 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.	Effect of non-payment of sums
(cc)	The Board : (a) may, if it thinks fit, subject to the provisions of the Act, 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 as may be fixed by the Board. Nothing contained in this clause shall confer on the member (a) any right to participate in profits or dividends subsequently declared or (b) any voting rights in respect of the moneys so paid by him until the same would, but for such payment, become presently payable by him. The Directors may at any time repay the amount so advanced.	Payment in anticipation of calls may carry interest
(dd)	If by the conditions of allotment of any shares, the whole or part of the amount of issue price thereof shall be payable by installments, then every such installment shall, when due, be paid to the Company	Installments on shares to be duly paid

	by the person who, for the time being and from time to time, is or shall be the registered holder of the share or the legal representative of a deceased registered holder.	
(ee)	All calls shall be made on a uniform basis on all shares falling under the same class. Explanation: Shares of the same nominal value on which different amounts have been paid-up shall not be deemed to fall under the same class.	Calls on shares of same class to be on uniform basis
(ff)	The provisions of these Articles relating to calls shall mutatis mutandis apply to any other securities including debentures of the Company.	Provisions as to calls to apply mutatis mutandis to debentures, etc.
	Transfer of shares	
(gg) (1)	A common form of transfer shall be used and the instrument of transfer of any share in the Company shall be in writing which shall be duly executed by or on behalf of both the transferor and transferee and all provisions of section 56 of the Act and statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof.	Instrument of transfer to be executed by transferor and transferee
(2)	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.	
(hh)	The Board may, subject to the right of appeal conferred by the section 58 of the Act and other applicable provisions of the Act or any other law for the time being in force, decline to register the transfer or the transmission by operation of law of the right to– (a) any share, not being a fully paid share/debentures, to a person of whom they do not approve; or (b) any shares/debentures on which the Company has a Lien. 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. The Company shall within thirty days from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be, giving reasons for such refusal.	Board may refuse to register transfer
(ii)	The Board may decline to recognize any instrument of transfer unless- (a) the instrument of transfer is duly executed and is in the form as prescribed in the Rules made under sub-section (1) of section 56 of the Act; (b) the instrument of transfer is accompanied	Board may decline to recognize instrument of transfer

	by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and (c) the instrument of transfer is in respect of only one class of shares. 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.	
(jj)	On giving of previous notice of at least seven days or such lesser period in accordance with the Act and Rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine: Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty five days in the aggregate in any year.	Transfer of shares when suspended
(kk)	Subject to the provisions of sections 58 and 59 of the Act, these Articles and other applicable provisions of the Act or any other Applicable Laws for the time being in force, the Board may refuse whether in pursuance of any power of the Company under these Articles or any other Applicable Laws to register the transfer of, or the transmission by operation of Applicable Laws of the right to, any shares or interest of a member in or debentures of the Company. The Company shall within one (1) month from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to Company, or such other period as may be prescribed, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be, giving reasons for such refusal. Provided that, subject to provisions of Article 32, 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. Transfer of shares/debentures in whatever lot shall not be refused.	Notice of refusal to register transfer
(ll)	The provisions of these Articles relating to transfer of shares shall *mutatis mutandis* apply to any other securities including debentures of the Company.	Provisions as to transfer of shares to apply *mutatis mutandis* to debentures, etc.
	Transmission of shares	
(mm) (1)	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 recognized by the Company as having any title to his interest in the shares.	Title to shares on death of a member
(2)	Nothing in clause (1) 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.	Estate of deceased member liable

(nn) (1)	Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either – (a) to be registered himself as holder of the share; or (b) to make such transfer of the share as the deceased or insolvent member could have made.	Transmission Clause
(2)	The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.	Board's right unaffected
(oo) (1)	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.	Right to election of holder of share
(2)	If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.	Manner of testifying election
(3)	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.	Limitations applicable to notice
(pp)	A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company: Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.	Claimant to be entitled to same advantage
(qq)	The provisions of these Articles relating to transmission by operation of law shall *mutatis mutandis* apply to any other securities including debentures of the Company	Provisions as to transmission to apply mutatis mutandis to debentures, etc.
(rr)	No fee shall be charged for registration of transfer, transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney or similar other document	No fee for transfer or transmission
	Forfeiture of shares	

(ss)	If a member fails to pay any call, or instalment of a call or any money due in respect of any share, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid or a judgement or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on him requiring payment of so much of the call or instalment or other money as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of non-payment.	If call or instalment not paid notice must be given
(tt)	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.	Form of Notice
(uu)	If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.	In default of payment of shares to be forfeited
(vv)	When any share shall have been so forfeited, notice of the forfeiture shall be given to the defaulting member and an entry of the forfeiture with the date thereof, shall forthwith be made in the register of members.	Entry of forfeiture in register of members
(ww)	The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share.	Effect of forfeiture
(xx) (1)	A forfeited share shall be deemed to be the property of the Company and may be sold or re-allotted or otherwise disposed of either to the person who was before such forfeiture the holder thereof or entitled thereto or to any other person on such terms and in such manner as the Board thinks fit.	Forfeited shares may be sold, etc.
(2)	At any time before a sale, re-allotment or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.	Cancellation of forfeiture
(yy) (1)	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, and shall 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.	Members still liable to pay money owing at the time of forfeiture
(2)	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.	Cesser of liability
(zz) (1)	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,	Certificate of forfeiture

	shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;	
(2)	The Company may receive the consideration, if any, given for the share on any sale, re-allotment 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;	Title of purchaser and transferee of forfeited shares
(3)	The transferee shall thereupon be registered as the holder of the share; and	Transferee to be registered as holder
(4)	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, re-allotment or disposal of the share.	Transferee not affected
(aaa)	Upon any sale after forfeiture or for enforcing a Lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the register of members in respect of the shares sold and after his name has been entered in the register of members in respect of such shares the validity of the sale shall not be impeached by any person.	Validity of sales
(bbb)	Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.	Cancellation of share certificate in respect of forfeited shares
(ccc)	The Board may, subject to the provisions of the Act, accept a surrender of any share from or by any member desirous of surrendering them on such terms as they think fit.	Surrender of share certificates
(ddd)	The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.	Sums deemed to be calls
(eee)	The provisions of these Articles relating to forfeiture of shares shall *mutatis mutandis* apply to any other securities including debentures of the Company.	Provisions as to forfeiture of shares to apply mutatis mutandis to debentures, etc.
	Borrowing Powers	
(fff)	Subject to the provisions of the Act and these Articles, the Board may from time to time, at its own discretion, borrow monies by passing a resolution at meetings of the Board; provided however, that if the monies to be borrowed, together with the money already borrowed by the Company exceeds the aggregate of the paid-up share capital and free reserves and securities premium of the Company,	Power of the Board to borrow monies

	then such borrowing must be approved by way a special resolution in accordance with the provisions of the Act.	
	Alteration of capital	
(ggg)	Subject to the provisions of the Act, the Company may, by ordinary resolution - (a) increase the share capital by such sum, to be divided into shares of such amount as it thinks expedient; (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares: Provided that any consolidation and division which results in changes in the voting percentage of members shall require applicable approvals under the Act; (c) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination; (d) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the Memorandum; (e) 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.	Power to alter share capital
(hhh)	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 Articles under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit: Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose; (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage; (c) such of these Articles of the Company as are applicable to paid-up shares shall apply to stock and the words "**share**" and "**shareholder**"/ "**member**" shall include "**stock**" and "**stock-holder**" respectively.	Right of stockholders
(iii)	The Company may, by resolution as prescribed by the Act, reduce in any manner and in accordance with the provisions of the Act and the Rules, - (a) its share capital; and/or	Reduction of capital

	(b) any capital redemption reserve account; and/or (c) any securities premium account; and/or (d) any other reserve in the nature of share capital.	
(jjj)	Where two or more persons are registered as joint holders (not more than three) of any share, they shall be deemed (so far as the Company is concerned) to hold the same as joint tenants with benefits of survivorship, subject to the following and other provisions contained in these Articles:	Joint holders
	(a) The joint-holders of any share shall be liable severally as well as jointly for and in respect of all calls or instalments and other payments which ought to be made in respect of such share.	Liability of Joint holders
	(b) On the death of any one or more of such joint-holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Board may require such evidence of death as they may deem fit, and nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other person.	Death of one or more joint-holders
	(c) Any one of such joint holders may give effectual receipts of any dividends, interests or other moneys payable in respect of such share.	Receipt of one Sufficient
	(d) Only the person whose name stands first in the register of members as one of the joint-holders of any share shall be entitled to the delivery of certificate, if any, relating to such share or to receive notice (which term shall be deemed to include all relevant documents) and any notice served on or sent to such person shall be deemed service on all the joint-holders.	Delivery of certificate and giving of notice to first named holder
	(e) (i) Any one of two or more joint-holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy or by attorney then that one of such persons so present whose name stands first or higher (as the case may be) on the register in respect of such shares shall alone be entitled to vote in respect thereof.	Vote of joint holders
	(ii) Several executors or administrators of a deceased member in whose (deceased member) sole name any share stands, shall for the purpose of this clause be deemed joint-holders.	Executors or administrators as joint holders
	(f) The provisions of these Articles relating to joint holders of shares shall *mutatis mutandis* apply to any other securities including debentures of the Company registered in joint names.	Provisions as to joint holders as to shares to apply *mutatis mutandis* to debentures, etc.

Capitalization of profits		
(kkk) (1)	The Company by ordinary resolution in general meeting may, upon the recommendation of the Board, resolve - 1. that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and 2. that such sum be accordingly set free for distribution in the manner specified in clause (2) below amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.	Capitalization
(2)	The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (3) below, either in or towards: 2. paying up any amounts for the time being unpaid on any shares held by such members respectively; 3. paying up in full, unissued shares or other securities of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid; 4. partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b).	Sum how applied
(3)	A securities premium account and a capital redemption reserve account or any other permissible reserve account may, for the purposes of this Article, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares;	
(4)	The Board shall give effect to the resolution passed by the Company in pursuance of these Article.	
(lll) (1)	Whenever such a resolution as aforesaid shall have been passed, the Board shall - 1. make all appropriations and applications of the amounts resolved to be capitalized thereby, and all allotments and issues of fully paid shares or other securities, if any; and 2. generally do all acts and things required to give effect thereto.	Powers of the Board for capitalization
(2)	The Board shall have power - to make such provisions, by the issue of fractional certificates/coupons or by payment in cash or otherwise as it thinks fit, for the case of shares or other securities becoming distributable in fractions; and to authorize any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to	Board's power to issue fractional certificate/ coupon etc.

	them respectively, credited as fully paid-up, of any further shares or other securities to which they may be entitled upon such capitalization, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalized, of the amount or any part of the amounts remaining unpaid on their existing shares.	
(3)	Any agreement made under such authority shall be effective and binding on such members.	Agreement binding on members
	Buy-back of shares	
(mmm)	Notwithstanding anything contained in these Articles but subject to all applicable provisions of the Act or any other Applicable Laws for the time being in force, the Company may purchase its own shares or other specified securities.	Buy-back of shares
	General meetings	
(nnn)	All general meetings other than annual general meeting shall be called extraordinary general meeting.	Extraordinary general meeting
(ooo)	The Board may, whenever it thinks fit, call an extraordinary general meeting.	Powers of Board to call extraordinary general meeting
(ppp)	General Meeting shall be called by giving not less than twenty-one days' notice/shorter notice, either in writing or through electronic mode as prescribed under the Act, except as otherwise provided by law. For the purpose of reckoning twenty-one days' notice, the day of sending the notice and the day of the Meeting shall not be counted. The notice shall specify the place, date, day and hour of the Meeting and the business to be transacted thereat. In the case of special business, an explanatory statement shall be annexed to the notice in accordance with the provisions of Section 102 of the Act. Such notice shall be given in the manner hereinafter mentioned or in such other manner, if any, as prescribed under the Act, to all the Members and to the persons entitled to a share in the consequence of death or insolvency of a Member, and to such other persons as specified under law. Any accidental omission to give notice of a Meeting to, or the non-receipt of notice of a Meeting by, any Member or other person entitled to receive such notice shall not invalidate the proceedings of the Meeting.	Notice of General Meetings
	Proceedings at general meetings	
(qqq)	No business shall be transacted at any general meeting unless a Minimum required quorum as per Section 103 of the Companies Act, 2013 of members is present at the time when the meeting proceeds to business.	Presence of Quorum
(rrr)	No business shall be discussed or transacted at any general meeting except election of Chairperson whilst the chair is vacant.	Business confined to election of Chairperson whilst chair vacant
(sss)	The quorum for a general meeting shall be as	Quorum for general meeting

	provided in the Act.	
(ttt)	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, by poll or electronically, choose one of their members to be Chairperson of the meeting.	Members to elect a Chairperson
(uuu)	On any business at any general meeting, in case of an equality of votes, whether on a show of hands or electronically or on a poll, the Chairperson shall have a second or casting vote.	Casting vote of Chairperson at general meeting
(vvv) (1)	The Company shall cause minutes of the proceedings of every general meeting of any class of members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed by the Rules and kept by making within thirty days of the conclusion of every such meeting concerned or passing of resolution by postal ballot entries thereof in books kept for that purpose with their pages consecutively numbered.	Minutes of proceedings of meetings and resolutions passed by postal ballot
(2)	There shall not be included in the minutes any matter which, in the opinion of the Chairperson of the meeting – 1. is, or could reasonably be regarded, as defamatory of any person; or 2. is irrelevant or immaterial to the proceedings; or 3. is detrimental to the interests of the Company.	Certain matters not to be included in Minutes
(3)	The Chairperson shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in the aforesaid clause.	Discretion of Chairperson in relation to Minutes
(4)	The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein.	Minutes to be Evidence
(www) (1)	The book/binder containing the minutes of the proceedings of any general meeting of the Company or a resolution passed by postal ballot shall: 1. be kept at the registered office of the Company; and 2. be open to inspection of any member without charge, during business hours on all working days.	Inspection of minute books of general meeting
(2)	Any member shall be entitled to be furnished, within the time prescribed by the Act, after he has made a request in writing in that behalf to the Company and on payment of such fees as may be fixed by the Board, with a copy of any minutes referred to in clause (1) above.	Members may obtain copy of minutes
Adjournment of meeting		

(xxx) (1)	The Chairperson may, *suo motu*, adjourn the meeting from time to time and from place to place with the consent of the members where quorum is present	Chairperson may adjourn the meeting
(2)	No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.	Business at adjourned meeting
(3)	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.	Notice of adjourned meeting
(4)	Save as aforesaid, and save as provided in 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.	Notice of adjourned meeting not required
	Voting rights	
(yyy)	Subject to any rights or restrictions for the time being attached to any class or classes of shares - on a show of hands, every member present in person shall have one vote; and 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.	Entitlement to vote on show of hands and on poll
(zzz)	A member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.	Voting through electronic means
(aaaa) (1)	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.	Vote of joint holders
(2)	For this purpose, seniority shall be determined by the order in which the names stand in the register of members.	Seniority of names
(bbbb)	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. If any member be a minor, the vote in respect of his share or shares shall be by his guardian or any one of his guardians.	How members non compos mentis and minor may vote
(cccc)	Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.	Business may proceed pending poll
(dddd)	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 or in regard to which the Company has exercised any right of Lien.	Restriction on voting rights
(eeee)	A member is not prohibited from exercising his voting on the ground that he has not held his share or	Restriction on exercise of voting rights in

	other interest in the Company for any specified period preceding the date on which the vote is taken, or on any other ground not being a ground set out in the preceding Article.	other cases to be void
(ffff)	Any member whose name is entered in the register of members of the Company shall enjoy the same rights and be subject to the same liabilities as all other members of the same class.	Equal rights of members
	Proxy	
(gggg) (1)	Any member entitled to attend and vote at a general meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that meeting.	Member may vote in person or otherwise
(2)	The instrument appointing a proxy and the power-of attorney or other authority, if any, under which it is signed or a notarized copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.	Proxies when to be deposited
(hhhh)	An instrument appointing a proxy shall be in the form as prescribed in the Rules.	Form of proxy
(iiii)	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.	Proxy to be valid notwithstanding death of the principal
	Board of Directors	
(jjjj)	Unless otherwise determined by the Company in general meeting, the number of directors shall not be less than 3 (three) and shall not be more than 15 (fifteen). The following persons were the First Directors of the Company at the time of Incorporation: 1. Mr. Rahul Mangal (DIN: 01591411) 2. Mr. Ashish Mangal (DIN: 00432213)	Board of Directors
88A (1)	The Board of Directors shall appoint the Chairperson of the Company. The same individual may, at the same time, be appointed as the Chairperson as well as the Managing Director of the Company.	Chairperson and Managing Director

(2)	The Board shall have the power to determine the directors whose period of office is or is not liable to determination by retirement of directors by rotation.	Directors not liable to retire by rotation
(kkkk)	The Directors shall not be required to hold any specific qualification shares in the Company.	
(llll) (1)	The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.	Remuneration of Directors
(2)	The remuneration payable to the directors, including manager, if any, shall be determined in accordance with and subject to the provisions of the Act by an ordinary resolution passed by the Company in general meeting.	Remuneration to require members' consent
(3)	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- 1. in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company; or 2. in connection with the business of the Company.	Travelling and other expenses
(4)	Subject to the provisions of these Articles and the provisions of the Act, the Board may, decide to pay a Director out of funds of the Company by way of sitting fees, within the ceiling prescribed under the Act, a sum to be determined by the Board for each meeting of the Board or any committee or sub-committee thereof attended by him in addition to his traveling, boarding and lodging and other expenses incurred	Sitting Fees
APPOINTMENT AND REMUNERATION OF DIRECTORS		
(mmmm)	Subject to the provisions of the Act and these Articles, the Board of Directors, may from time to time, appoint one or more of the Directors to be Managing Directors or other whole-time Director(s) of the Company, for a term not exceeding five years at a time and may, from time to time, (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places and the remuneration of Managing or Whole-Time Director(s) by way of salary and commission shall be in accordance with the relevant provisions of the Act.	Appointment
(nnnn)	Subject to the provisions of the Act, the Board shall appoint Independent Directors, who shall have appropriate experience and qualifications to hold a position of this nature on the Board.	Independent Director
(oooo)	Subject to the provisions of section 196, 197 and 188 read with Schedule V to the Act, the Directors shall be paid such further remuneration, whether in the form of monthly payment or by a percentage of profit or otherwise, as the Company in General meeting may, from time to time, determine and such further	Remuneration

	remuneration shall be divided among the Directors in such proportion and in such manner as the Board may, from time to time, determine and in default of such determination shall be divided among the Directors equally or if so determined paid on a monthly basis.	
(pppp)	Subject to the provisions of these Articles, and the provisions of the Act, if any Director, being willing, shall be called upon to perform extra service or to make any special exertions in going or residing away from the place of his normal residence for any of the purposes of the Company or has given any special attendance for any business of the Company, the Company may remunerate the Director so doing either by a fixed sum or otherwise as may be determined by the Director	Payment for Extra Service
(qqqq)	All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.	Execution of negotiable instruments
(rrrr) (1)	Subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles.	Appointment of additional directors
(2)	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.	Duration of office of additional director
(ssss) (1)	The Board may appoint an alternate director to act for a director (hereinafter in this Article called "the Original Director") during his absence for a period of not less than three months from India. No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of the Act.	Appointment of alternate director
(2)	An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India	Duration of office of alternate director
(3)	If the term of office of the Original Director is determined before he returns to India the automatic reappointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director.	Re-appointment provisions applicable to Original Director
(tttt) (1)	If the office of any director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board.	Appointment of director to fill a casual vacancy

(2)	The director so appointed shall hold office only up to the date upto which the director in whose place he is appointed would have held office if it had not been vacated.	Duration of office of Director appointed to fill casual vacancy
	Powers of Board	
(uuuu)	The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers, and do all such acts and things, as the Company is by the Memorandum or otherwise authorized to exercise and do, and, not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and other Applicable Laws and of the Memorandum and these Articles and to any regulations, not being inconsistent with the Memorandum and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.	General powers of the Company vested in Board
	Proceedings of the Board	
(vvvv) (1)	The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit. Provided, that the Board of Directors shall hold meetings at least once in every three months and at least four times every calendar year.	When meeting to be convened
(2)	The Chairperson or any one Director with the previous consent of the Chairperson may, or the company secretary on the direction of the Chairperson shall, at any time, summon a meeting of the Board.	Who may summon Board meeting
(3)	The quorum for a Board meeting shall be as provided in the Act.	Quorum for Board meetings
(4)	The participation of directors in a meeting of the Board may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under Applicable Laws.	Participation at Board meetings
(5)	At least 7 (seven) Days' written notice/shorter notice shall be given in writing to every Director by hand delivery or by speed-post or by registered post or by facsimile or by email or by any other electronic means, either (i) in writing, or (ii) by fax, e-mail or other approved electronic communication, receipt of which shall be confirmed in writing as soon as is reasonably practicable, to each Director, setting out the agenda for the meeting in reasonable detail and attaching the relevant papers to be discussed at the meeting and all available data and information relating to matters to be discussed at the meeting except as otherwise agreed in writing by all the Directors.	Notice of Board meetings
(wwww) (1)	Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be	Questions at Board meeting how decided

	decided by a majority of votes.	
(2)	In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.	Casting vote of Chairperson at Board meeting
(xxxx)	The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the Company, but for no other purpose.	Directors not to act when number falls below minimum
(yyyy) (1)	The Chairperson of the Company shall be the Chairperson at meetings of the Board. In his absence, the Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.	Who to preside at meetings of the Board
(2)	If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the directors present may choose one of their members to be Chairperson of the meeting	Directors to elect a Chairperson
(zzzz) (1)	The Board may, subject to the provisions of the Act, delegate any of its powers to Committees consisting of such member or members of its body as it thinks fit.	Delegation of powers
(2)	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.	Committee to conform to Board regulations
(3)	The participation of directors in a meeting of the Committee may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under Applicable Laws.	Participation at Committee meetings
(aaaaa) (1)	A Committee may elect a Chairperson of its meetings unless the Board, while constituting a Committee, has appointed a Chairperson of such Committee.	Chairperson of Committee
(2)	If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time allocated for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.	Who to preside at meetings of Committee
(bbbbb) (1)	A Committee may meet and adjourn as it thinks fit.	Committee to meet
(2)	Questions arising at any meeting of a Committee shall be determined by a majority of votes of the members present.	Questions at Committee meeting how decided
(3)	In case of an equality of votes, the Chairperson of the Committee shall have a second or casting vote.	Casting vote of Chairperson at Committee meeting
(ccccc)	All acts done in any meeting of the Board or of a Committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified or that his or their appointment had terminated, be as valid as if every	Acts of Board or Committee valid notwithstanding defect of appointment

	such director or such person had been duly appointed and was qualified to be a director.	
(ddddd)	Save as otherwise expressly provided in the Act, a resolution in writing, signed, whether manually or by secure electronic mode, by a majority of the members of the Board or of a Committee thereof, for the time being entitled to receive notice of a meeting of the Board or Committee, shall be valid and effective as if it had been passed at a meeting of the Board or Committee, duly convened and held.	Passing of resolution by Circulation
Chief Executive Officer, Manager, Company Secretary and Chief Financial Officer		
(eeeee) (1)	Subject to the provisions of the Act, - A chief executive officer, manager, company secretary and chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary and chief financial officer so appointed may be removed by means of a resolution of the Board; the Board may appoint one or more chief executive officers for its multiple businesses.	Chief Executive Officer, etc.
(2)	A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.	Director may be chief executive officer, etc.
Registers		
(fffff)	The Company shall keep and maintain at its registered office all statutory registers namely, register of charges, register of members, register of debenture holders, register of any other security holders, the register and index of beneficial owners and annual return, register of loans, guarantees, security and acquisitions, register of investments not held in its own name and register of contracts and arrangements for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules. The registers and copies of annual return shall be open for inspection during business hours on all working days, at the registered office of the Company by the persons entitled thereto on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules.	Statutory registers
(ggggg) (1)	The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of the Act) make and vary such regulations as it may think fit respecting the keeping of any such register.	Foreign register
(2)	The foreign register shall be open for inspection and may be closed, and extracts may be taken therefrom and copies thereof may be required, in the same manner, mutatis mutandis, as is applicable to the register of members.	
Dividends and Reserve		
(hhhhh)	The Company in general meeting may declare	Company in general meeting may

	dividends, but no dividend shall exceed the amount recommended by the Board but the Company in general meeting may declare a lesser dividend.	declare dividends
(iiiii)	Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends of such amount on such class of shares and at such times as it may think fit.	Interim dividends
112A	Subject to the provisions of the Act, the Board may from time to time pay to the members such special dividends of such amount on such class of shares and at such times as it may think fit.	Special dividends
(jjjjj) (1)	The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applied for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.	Dividends only to be paid out of profits
(2)	The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.	Carry forward of Profits
(kkkkk) (1)	Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.	Division of profits
(2)	No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share.	Payments in advance
(3)	All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.	Dividends to be apportioned
(lllll) (1)	The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.	No member to receive dividend whilst indebted to the Company and Company's right to reimbursement therefrom
(2)	The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause hereinbefore contained, entitled to become a member, until such person shall become a member in respect of such shares.	Retention of dividends
(mmmmm) (1)	Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or by cheque or warrant sent through the post directed to the registered address of the holder or, in	Dividend how remitted

	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.	
(2)	Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.	Instrument of Payment
(3)	Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.	Discharge to Company
(nnnnn)	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.	Receipt of one holder sufficient
(ooooo)	No dividend shall bear interest against the Company.	No interest on dividends
(ppppp)	The waiver in whole or in part of any dividend on any share by any document shall be effective only if such document is signed by the member (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Board.	Waiver of dividends
UNPAID OR UNCLAIMED DIVIDEND		
(qqqqq) (1)	Where the Company has declared a dividend but which has not been paid or claimed within thirty (30) days from the date of declaration, the Company shall, within seven (7) days from the date of expiry of the said period of thirty (30) days, transfer the total amount of dividend which remains unpaid or unclaimed, to a special account to be opened by the Company in that behalf in any scheduled bank subject to the applicable provisions of the Act and the Rules made thereunder.	Transfer of unclaimed dividend
(2)	The Company shall, within a period of ninety days of making any transfer of an amount, as stated above 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 to in sub-article (1) or any part thereof to the unpaid dividend account of the Company, it shall pay, from the date of such default, interest on so much of the amount as has not been transferred to the said account, at the rate of twelve per cent. per annum and the interest accruing on such amount shall ensure to the benefit of the members of the company in proportion to the amount remaining unpaid to them. Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of seven (7) years from the	Transfer to IEPF Account

	date of such transfer, shall be transferred by the Company to the Investor Education and Protection Fund established under section 125 of the Act. Any person claiming to be entitled to an amount may apply to the authority constituted by the Central Government for the payment of the money claimed. All shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more shall be transferred by the Company in the name of the Investors Education and Protection Fund subject to the provisions of the Act and Rules.	
(3)	No unclaimed or unpaid dividend shall be forfeited by the Board until the claim becomes barred by Applicable Laws.	Forfeiture of unclaimed dividend
	Accounts	
(rrrrr) (1)	The books of account and books and papers of the Company, or any of them, shall be open to the inspection of directors in accordance with the applicable provisions of the Act and the Rules.	Inspection by Directors
(2)	No member (not being a director) shall have any right of inspecting any books of account or books and papers or document of the Company except as conferred by Applicable Laws or authorized by the Board.	Restriction on inspection by members
	Winding up	
(sssss)	Subject to the applicable provisions of the Act and the Rules made thereunder –	Winding up of Company
(1)	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.	
(2)	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.	
(3)	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 and Insurance	
(ttttt) (1)	Subject to the provisions of the Act, every director, managing director, whole-time director, manager, company secretary and other officer of the Company shall be indemnified by the Company out of the funds of the Company, to pay all costs, losses and expenses (including travelling expense) which such director, manager, company secretary and officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such	Directors and officers right to indemnity

	director, manager, company secretary or officer or in any way in the discharge of his duties in such capacity including expenses.	
(2)	Subject as aforesaid, every director, managing director, manager, company secretary or other officer of the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or discharged or in connection with any application under applicable provisions of the Act in which relief is given to him by the Court.	
(3)	The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.	Insurance
	Secrecy	
(uuuuu)	Every Director, Manager, Auditor, Treasurer, Trustee, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the Company shall, if so required by the Directors, before entering upon his duties, sign a declaration pleading himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matter which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by any meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provisions in these presents contained.	
	General Power	
(vvvvv)	Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its Articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry out such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided. At any point of time from the date of adoption of these Articles, if the Articles are or become contrary to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (the "**Listing Regulations**"), the provisions of the Listing Regulations shall prevail over the Articles to such extent and the Company shall discharge all of its obligations as prescribed under the Listing Regulations, from time to time.	General power

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 (not being contracts entered into in the ordinary course of business carried on by our Company) which are or may be deemed material will be attached to the copy of the Red Herring Prospectus which will be filed with the RoC. Copies of the contracts and also the documents for inspection referred to hereunder, may be inspected at our Registered Office between 10 a.m. and 5 p.m. on all Working Days from date of the Red Herring Prospectus until the Bid/ Issue Closing Date. The copies of the contracts and also the documents for inspection referred to hereunder will be uploaded on the website of our Company at http://www.mangals.com and will be available for inspection from date of the Red Herring Prospectus until the Bid/ Issue Closing Date (except for such agreements executed after the Bid/ Issue Closing Date).

A. Material Contracts for the Issue

(1) Issue Agreement dated December 24, 2024, amongst our Company and the Book Running Lead Manager.

(2) Registrar Agreement dated December 24, 2024, amongst our Company and the Registrar to the Issue.

(3) Cash Escrow and Sponsor Banks Agreement dated [●] amongst our Company, the Registrar to the Issue, the Book Running Lead Manager, the Syndicate Members, the Escrow Collection Bank(s), Sponsor Banks, Public Issue Account Bank and the Refund Bank(s).

(4) Syndicate Agreement dated [●] amongst our Company, the Book Running Lead Manager, the Registrar to the Issue and Syndicate Members.

(5) Monitoring Agency Agreement dated [●] entered into between our Company and the Monitoring Agency

(6) Underwriting Agreement dated [●] amongst our Company, and the Underwriters.

B. Material Documents

(1) Certified copies of updated MoA and AoA, amended from time to time.

(2) Certificate of incorporation dated July 25, 2024 issued by the RoC to our Company, in its present name, being "*Mangal Electrical Industries Limited*".

(3) Resolution of our Board dated December 11, 2024 authorising the Issue and other related matters.

(4) Resolution of our Board dated December 24, 2024 approving this Draft Red Herring Prospectus.

(5) Resolution passed by our Board on September 6, 2024 and our Shareholders' on September 7, 2024, re-designating Rahul Mangal as the Managing Director and Chairman of our Company.

(6) Written consent dated December 24, 2024 from our Statutory Auditor, namely, A Bafna & Co., Chartered Accountants to include their names 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 in in respect of their (a) examination report dated December 23, 2024 on the Restated Financial Information, and (b) report dated December 24, 2024 on the statement of special tax benefits 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.

(7) The examination report dated December 23, 2024 of our Statutory Auditor on the Restated Financial Information, included in this Draft Red Herring Prospectus.

(8) The statement of possible special tax benefits dated December 24, 2024 from our Statutory Auditors.

(9) Consents of our Directors, our Company Secretary and Compliance Officer, Group Chief Financial Officer, Legal Counsel to our Company as to Indian law, Banker to our Company, the Book Running Lead Manager, Registrar to the Issue, Syndicate Members and the Monitoring Agency.

(10) Written consent letter dated December 24, 2024 from Kuldeep Kumar Gupta & Co, Chartered Accountants, from ICAI, 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 Companies Act, 2013 in respect of the certificates issued by them in their capacity as an independent chartered accountant to our Company.

(11) Written consent from D&B India dated December 13, 2024, to include contents or any part thereof from their report titled "*Industry Research Report on Power T&D and Transformer Components*" dated December 12, 2024.

(12) Resolution dated December 23, 2024 passed by the Audit Committee approving the KPIs.

(13) Report titled "*Industry Report on Power T&D and Transformer Components*" dated December 12, 2024 prepared and issued by D&B India, and commissioned by our Company for the purposes of this Issue.

(14) Search Report issued by the independent practicing company secretary, Rahul S & Associates, Company Secretaries pursuant to their certificate dated December 14, 2024.

(15) Written consent dated December 12, 2024 from S.K. Jain, to include their name as the Independent Chartered Engineer as required under Section 26(1) of the Companies Act read with the SEBI ICDR Regulations 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.

(16) Certificate dated December 24, 2024 issued by Kuldeep Kumar Gupta & Co, Chartered Accountants certifying the KPIs of our Company.

(17) Copies of annual reports of our Company for the preceding three Fiscals.

(18) Due diligence certificate dated December 24, 2024 addressed to SEBI from the Book Running Lead Manager.

(19) In-principle listing approvals dated [●] and [●] issued by BSE and NSE respectively.

(20) Tripartite agreement dated October 9, 2024 amongst our Company, NSDL and the Registrar to the Issue.

(21) Tripartite agreement dated September 19, 2024 amongst our Company, CDSL and the Registrar to the Issue.

(22) SEBI final observation letter, bearing reference number [●] dated [●].

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without notice to the Shareholders subject to compliance of the provisions contained in the Companies Act, 2013 and other relevant statutes.

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India and the rules, regulations and guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended and the rules made and the guidelines and regulations issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

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Rahul Mangal
Chairman and Managing Director
Place: Jaipur
Date: December 24, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India and the rules, regulations and guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended and the rules made and the guidelines and regulations issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

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Aniketa Mangal
Executive Director
Place: Jaipur
Date: December 24, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India and the rules, regulations and guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended and the rules made and the guidelines and regulations issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

Ompal Sharma
Executive Director
Place: Jaipur
Date: December 24, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India and the rules, regulations and guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended and the rules made and the guidelines and regulations issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

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Sumer Singh Punia
Executive Director
Place: Jaipur
Date: December 24, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India and the rules, regulations and guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended and the rules made and the guidelines and regulations issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

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Ashish Mangal
Non-Executive Director
Place: Jaipur
Date: December 24, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India and the rules, regulations and guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended and the rules made and the guidelines and regulations issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

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Tanvi Surana
Non-Executive Independent Director
Place: Hyderabad
Date: December 24, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India and the rules, regulations and guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended and the rules made and the guidelines and regulations issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

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Manoj Maheshwari
Non-Executive Independent Director
Place: Jaipur
Date: December 24, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India and the rules, regulations and guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended and the rules made and the guidelines and regulations issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

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Sandeep Purohit
Non-Executive Independent Director
Place: Jaipur
Date: December 24, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India and the rules, regulations and guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended and the rules made and the guidelines and regulations issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

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Apaar Kasliwal
Non-Executive Independent Director
Place: Jaipur
Date: December 24, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India and the rules, regulations and guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended and the rules made and the guidelines and regulations issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

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Ram Karan Aameria
Non-Executive Independent Director
Place: Jaipur
Date: December 24, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India and the rules, regulations and guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended and the rules made and the guidelines and regulations issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY CHIEF FINANCIAL OFFICER OF OUR COMPANY

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Pawan Mendiratta
Place: Jaipur
Date: December 24, 2024