**DRAFT PROSPECTUS**
Dated: September 29, 2025
*(Please read section 26 of the Companies Act, 2013)*
100% Fixed Price Issue

(Please scan this QR code to view the DP)

# HGI AUTOMOTIVES LIMITED

**Corporate Identification Number: U35999HR1998PLC033955**

| REGISTERED OFFICE | CONTACT PERSON | TELEPHONE AND EMAIL | WEBSITE |
|---|---|---|---|
| **Registered Office:** Plot No. 19 Sector-58, Faridabad, Haryana, India, 121001 | Mr. Ashutosh Raj<br>Company Secretary and Compliance Officer | E-mail: info@hgiautomotives.com<br>M. No: +91-8800195569 | www.hgiautomotives.com |

**PROMOTERS OF OUR COMPANY: MR. SURESH CHAND GARG, MR. DEEPAK GUPTA, MRS. KUSUM GUPTA AND M/S. SSK AUTOMOTIVE PRIVATE LIMITED**

**DETAILS OF THE ISSUE**

| TYPE | FRESH ISSUE SIZE (BY NO. OF SHARES OR BY AMOUNT IN ₹ LAKHS) | OFS SIZE (BY NO. OF SHARES OR BY AMOUNT IN ₹ LAKHS) | TOTAL ISSUE SIZE (BY NO. OF SHARES OR BY AMOUNT IN ₹ LAKHS) | ELIGIBILITY |
|---|---|---|---|---|
| Fresh Issue | Up to 75,00,000 equity shares of face value of ₹ 10/- each ("Equity Shares") aggregating up to ₹ [●] Lakhs | Nil | Up to 75,00,000 equity shares of face value of ₹ 10/- each ("Equity Shares") aggregating up to ₹ [●] Lakhs | This issue is being made in Terms of Regulation 229(2) Of Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended. |

**DETAILS OF OFFER FOR SALE, SELLING SHAREHOLDERS AND THEIR AVERAGE COST OF ACQUISITION – NOT APPLICABLE AS THE ENTIRE ISSUE CONSTITUTES FRESH ISSUE OF EQUITY SHARES**

## RISKS IN RELATION TO THE FIRST ISSUE

This being the first public Issue of the Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of each Equity Share is ₹ 10/-. The Issue Price is [●] times of the face value of the Equity Shares. The Issue Price determined and justified by our Company in consultation with the Lead Manager, as stated under "*Basis for Issue Price*" on page 85 and 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 this Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the Draft Prospectus. Specific attention of the investors is invited of the section titled *"Risk Factors"* beginning on Page No. 25 of this Draft Prospectus.

## ISSUER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft 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 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 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 offered through this Draft Prospectus are proposed to be listed on the SME Platform of BSE Limited ("BSE SME") in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received an 'in-principle' approval letter dated [●] from BSE Limited for using its name in this Issue document for listing our shares on the SME Platform of the BSE. For the purpose of this Issue, the Designated Stock Exchange will be Bombay Stock Exchange Limited ("BSE").

**LEAD MANAGER TO THE ISSUE:**

| NAME AND LOGO | CONTACT PERSON | E-MAIL, TELEPHONE AND WEBSITE |
|---|---|---|
| **NIRBHAY CAPITAL SERVICES PRIVATE LIMITED** | **Mr. Kunjal Soni** | **Telephone:** +91 79 48970649<br>**E-mail:**kunjal@nirbhaycapital.com<br>**Website:** www.nirbhaycapital.com |

**REGISTRAR TO THE ISSUE:**

| NAME AND LOGO | CONTACT PERSON | E-MAIL ID AND TELEPHONE |
|---|---|---|
| **KFIN TECHNOLOGIES LIMITED** | **M Murali Krishna** | **Telephone:** +91 40 6716 2222<br>**E-mail:** hgi.ipo@kfintech.com<br>**Website:** www.kfintech.com |

**BID/ ISSUE PERIOD**

| BID/ ISSUE OPENS ON: [●]* | BID/ ISSUE CLOSES ON: [●]* |
|---|---|

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

(Please scan this QR code to view the DP)

**DRAFT PROSPECTUS**
Dated: September 29, 2025
*(Please read section 26 of the Companies Act, 2013)*
100% Fixed Price Issue

**HGI AUTOMOTIVES LIMITED**
**Corporate Identification Number: U35999HR1998PLC033955**

Our Company was originally incorporated as "HGI Automotives Private Limited" a private limited company under the Companies Act, 1956 with the Registrar of Companies ("ROC"), N.C.T. Delhi & Haryana pursuant to Certificate of Incorporation dated June 01, 1998. Subsequently, our Company was converted to a public limited company, pursuant to a special resolution passed by the shareholders of our Company at the Extra-Ordinary General Meeting held on March 19, 2025 and the name of our Company was changed from "HGI Automotives Private Limited" to "HGI Automotives Limited", vide certificate of incorporation dated April 22, 2025 issued by the Registrar of Companies, CPC, Manesar. For further details, please refer to the chapter **titled "*History and Corporate Structure*"** beginning on Page No. 158 of this Draft Prospectus.

**Registered Office:** Plot No. 19 Sector-58, Faridabad, Haryana, India, 121001
**Telephone:** 8800195569; **Email:** info@hgiautomotives.com; **Website:** www.hgiautomotives.com
**Contact Person:** Mr. Ashutosh Raj, Company Secretary and Compliance Officer;

**PROMOTERS OF OUR COMPANY: MR. SURESH CHAND GARG, MR. DEEPAK GUPTA, MRS. KUSUM GUPTA AND M/S. SSK AUTOMOTIVE PRIVATE LIMITED**

**THE ISSUE**

**INITIAL PUBLIC ISSUE OF UP TO 75,00,000 EQUITY SHARES OF FACE VALUE ₹10 EACH ("EQUITY SHARES") OF THE COMPANY FOR CASH AT A PRICE OF ₹ [●]/- PER EQUITY SHARE (INCLUDING A SECURITIES PREMIUM OF ₹ [●]/- PER EQUITY SHARE) (THE "ISSUE PRICE"), AGGREGATING UPTO ₹ [●] LACS ("ISSUE") OF THE ISSUE, OUT OF WHICH [●] EQUITY SHARES AGGREGATING TO ₹ [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER ("MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. ISSUE OF [●] EQUITY SHARES OF FACE VALUE OF ₹10 EACH AT AN ISSUE PRICE OF ₹ [●]/- PER EQUITY SHARE AGGREGATING TO ₹ [●] LAKHS IS HEREINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE [●]% AND [●]%, RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, PLEASE REFER "TERMS OF THE ISSUE" ON PAGE 210 OF THE DRAFT PROSPECTUS.**

**THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10/- EACH AND THE ISSUE PRICE IS [●] TIMES OF THE FACE VALUE**

In terms of Rule 19(2)(b)(i) of the SCRR this Issue is being made for at least 25% of the post- Issue paid-up Equity Share capital of our Company. This Issue is being made through Fixed Price process in accordance and compliance with Chapter IX and other applicable provisions of SEBI ICDR Regulations wherein a minimum 50% of the Net Issue is allocated for Individual Investors who applies for minimum application size and the balance shall be offered to individual applicants other than Individual Investors who applies for minimum application size and other investors including corporate bodies or institutions, QIBs and Non Institutional Applicants. However, if the aggregate demand from the Individual Investors who applies for minimum application size is less than 50%, then the balance Equity Shares in that portion will be added to the non-Individual portion offered to the remaining investors including QIBs and NIIs and vice-versa subject to valid Applications being received from them at or above the Issue Price. Additionally, if the Individual Investors who applies for minimum application size category is entitled to more than fifty per cent on proportionate basis, the Individual Investors who applies for minimum application size shall be allocated that higher percentage. For further details please refer the section titled – *"Issue Information"* beginning on page 210 of this Draft Prospectus.

*All potential investors shall participate in the Issue through an Application Supported by Blocked Amount ("ASBA") process including through UPI mode (as applicable) by providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. For details in this regard, specific attention is invited to "Issue Procedure" on page 218 of this Draft Prospectus. A copy of Prospectus will be delivered to the Registrar of Companies for filing in accordance with Section 26 of the Companies Act, 2013.*

**RISKS IN RELATION TO THE FIRST ISSUE**

This being the first Issue, there has been no formal market for the securities of the issuer. The face value of the equity shares is ₹10/- and the Issue Price is ₹ [●] per Equity Share and the Issue Price is [●] times of the face value. The Issue price as determined by our Company in consultation with the Lead Manager as stated in the chapter titled on **"***Basis for Issue Price***"** beginning on page 85 of this Draft Prospectus should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the equity shares of the issuer 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 the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the Draft Prospectus. Specific attention of the investors is invited of the section titled "*Risk Factors*" beginning on Page No. 25 of this this Draft Prospectus.

**COMPANY'S ABSOLUTE RESPONSIBILITY**

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Prospectus contains all information with regard to our Company and the Company's Absolute, which is material in the context of this Issue, that the information contained in this Draft 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 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 offered through this Draft Prospectus are proposed to be listed on the SME Platform of BSE Limited ("BSE SME") in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received an 'in-principle' approval letter dated [●] from BSE Limited for using its name in this Issue document for listing our shares on the SME Platform of the BSE. For the purpose of this Issue, the Designated Stock Exchange will be BSE Limited ("BSE").

| LEAD MANAGER | REGISTRAR TO THE ISSUE |
|---|---|
| **Nirbhay Capital Services Private Limited**<br>**CIN:** U67120GJ2006PTC047985<br>**Address:** 201, Maruti Crystal, Opp. Rajpath Club, S.G. Highway, Bodakdev, Ahmedabad 380054, Gujarat, India.<br>**Tel. No.:** +91 79 48970649, M. No.: +91 9825052071 Fax No.: N.A.<br>**Email:** kunjal@nirbhaycapital.com<br>**Investor Grievance Email:** ipo@nirbhaycapital.com<br>**Website:** www.nirbhaycapital.com<br>**Contact Person:** Mr. Kunjal Soni<br>**SEBI Registration Number.:** INM000011393 | **KFIN TECHNOLOGIES LIMITED**<br>**CIN:** L72400TG2017PLC117649<br>**Telephone: +91 40 6716 2222, 1800 309 4001**<br>**Email:** hgi.ipo@kfintech.com<br>**Investor Grievance e-mail:** einward.ris@kfintech.com<br>**Website: www.kfintech.com**<br>**Contact Person: M Murali Krishna**<br>**SEBI registration number: INR000000221** |

**ISSUE PROGRAMME**

| BID/ISSUE OPENS ON: [●]* | BID/ISSUE CLOSES ON: [●]* |
|---|---|

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

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## SECTION I – GENERAL
## DEFINITIONS AND ABBREVIATIONS

*This Draft Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any legislation, act, regulation, rule, guideline or policy shall be to such legislation, act, regulation, rule, guideline or policy, as amended, supplemented or re-enacted from time to time, and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision. In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given below shall prevail.*

*The words and expressions used in this Draft Prospectus but not defined herein shall have, to the extent applicable, the same meaning ascribed to such terms under the SEBI (ICDR) Regulations, 2018, the Companies Act, 2013, the Securities Contracts Regulation Act, 1956("SCRA"), the Depositories Act and the rules and regulations made thereunder.*

Notwithstanding the foregoing, the terms used in ***"Industry Overview", "Key Regulations and Policies", "Statement of Special Tax Benefits", "Financial Information", "Basis for Issue Price", "Outstanding Litigation and Material Developments" and "Description of Equity Shares and Terms of the Articles of Association"*** beginning on pages 92, 152, 90, 178, 85, 192 and 235. respectively, shall have the meaning ascribed to them in the relevant section.

### GENERAL AND COMPANY RELATED TERMS

| Term | Description |
|---|---|
| "Company", "our Company", "the Company", "the Issuer", "HGI / "the Issuer Company" "we", "us", "our" / "HGI Automotives" | HGI Automotives Limited (formerly known as HGI Automotives Private Limited), a public limited company incorporated in India under the Companies Act, 1956 having its registered office at Plot No. 19 Sector-58, Faridabad, Haryana, India, 121001 |
| "Promoters" or "Our Promoters" | Mr. Suresh Chand Garg, Mr. Deepak Gupta, Mrs. Kusum Gupta and M/s. SSK Automotive Private Limited. For further details, please refer the section entitled ***"Our Promoters and Promoter Group"*** on page 170 of this Draft Prospectus. |
| Promoters' Group or "Our Promoter Group" | Companies, individuals and entities (other than companies) as defined under Regulation 2(1)(pp) of the SEBI (ICDR) Regulations, 2018 which is provided in the chapter titled *"Our Promoter and Promoter Group"* on page 170 of this Draft Prospectus. |
| "You" or "Your" or "Yours" | Prospective Investors in the Issue |
| "we", "our" or "us" | Unless the context otherwise indicates or implies, refers to our Company |

### COMPANY RELATED TERMS

| Term | Description |
|---|---|
| Articles/Articles of Association/AOA | Articles of Association of our Company as amended from time to time. |
| Associate | Any person or entity that is an associate under sub-section (6) of section 2 of the Companies Act, 2013, or under applicable accounting standards, as clarified by the SEBI (ICDR) (Amendment) Regulations, 2025. |
| Audit Committee | The Audit Committee of the Board of Directors constituted in accordance with Section 177 of the Companies Act, 2013, and Regulation 18 of SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015 For details refer section titled **"Our Management"** on page 161 of this Draft Prospectus. |
| Auditor/ Statutory Auditor/ Peer Review Auditor | Statutory and peer review auditor of our Company, namely, M/s. NGMKS & Associates, Chartered Accountants. |
| Bankers to the Company | HDFC Bank Limited, ICICI Bank Limited and Yes Bank Limited |
| Board of Directors/ Board/BOD | The Board of Directors of HGI Automotives Limited unless otherwise specified. |
| Companies Act | The Companies Act, 1956/2013 as amended from time to time. |
| CIN | Corporate Identification Number of our Company i.e. U35999HR1998PLC033955. |
| CMD (Chairman and Managing Director) | The Chairman and Managing Director of the Board of Directors of our Company being, Mr. Suresh Chand Garg |
| Chief Financial Officer (CFO) | The Chief Financial officer of our Company, being Mr. Deepak Gupta. |
| Company Secretary and Compliance Officer | The Company Secretary and Compliance Officer of our Company, being Mr. Ashutosh Raj. |
| Committee(s) | Duly constituted committee(s) of our Board of Directors from time to time. For further details regarding the Committee, please refer to the chapter titled ***"Our Management"*** beginning from Page No.161 of this Prospectus. |
| Depositories Act | The Depositories Act, 1996, as amended from time to time. |
| DIN | Director Identification Number. |
| Director(s) | Directors on our Board as described **"*Our Management*"** beginning on page 161 of this Draft Prospectus. |
| Equity Shares | Equity Shares of our Company of Face Value of ₹ 10/- each unless otherwise specified in the context thereof. |
| Equity Shareholders | Persons/ Entities holding Equity Shares of Our Company. |
| Executive Directors | Executive Director of the Company. |
| Group Companies | Companies with which there have been related party transactions, during the last three financial years, as covered under the applicable accounting standards and other companies as considered material by the Board in accordance with the Materiality Policy. |
| HUF | Hindu Undivided Family |
| Independent Director | A Non-executive Independent Director as per the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. |

| Term | Description |
|---|---|
| Indian GAAP | Generally Accepted Accounting Principles in India. |
| IBC | The Insolvency and Bankruptcy Code, 2016 |
| ISIN | INE1HHN01011 |
| Key Managerial Personnel / Key Managerial Employees/KMP | Key Managerial Personnel of our company in accordance with Regulation 2(1)(bb) of the SEBI ICDR Regulations, 2018 and Section 2(51) of the companies Act, 2013 as applicable and as further disclosed in the section titled **"*Our Management*"** on page 161 of this Draft Prospectus. |
| LLP | LLP incorporated under the Limited Liability Partnership Act, 2008. |
| Materiality Policy | The policy on identification of group companies, material creditors and material litigation, adopted by our Board on July 08th, 2025 in accordance with the requirements of the SEBI ICDR Regulations. |
| MD/Managing Director | The Managing Director of our Company, being Mr. Suresh Chand Garg. |
| MOA/ Memorandum / Memorandum of Association | Memorandum of Association of our Company as amended from time to time. |
| Non-Residents | A person resident outside India, as defined under FEMA, 1999. |
| Nomination and Remuneration Committee | The Nomination and Remuneration Committee of our Board of Directors constituted in accordance with Companies Act, 2013. For details refer section titled **"*Our Management*"** on page 161 of this Draft Prospectus. |
| Non-Executive Director | A Director not being an Executive Director or an Independent Director pursuant to Companies Act 2013. |
| NRIs / Non-Resident Indians | A person resident outside India, as defined under FEMA and who is a citizen of India or a Person of Indian Origin under Foreign Outside India Regulations, 2000. |
| Offer / Issue | For the sake of clarity, the Offer or Issue is read as the same as and when written in this Draft Prospectus. |
| Promoters or Our Promoters | The Promoters of our company, being Mr. Suresh Chand Garg, Mr. Deepak Gupta, Mrs. Kusum Gupta and M/s. SSK Automotive Private Limited. For details, refer section titled ***"Our Promoter and Promoter Group"*** on page 170 of this Draft Prospectus. |
| Promoter Group or Members of our Promoter Group | Person and entities constituting the promoter group of our company, pursuant to Regulation 2(1)(pp) of the SEBI ICDR Regulations and as disclosed in ***"Our Promoters and Promoter Group"*** on page 170 of this Draft Prospectus. |
| Registered Office | Plot No. 19 Sector-58, Faridabad, Haryana, India, 121001 |
| Restated Financial Information/Restated Financial Statements | The Restated Financial Information of our Company, which comprises the Restated Statement of assets and liabilities, the Restated Statement of profit and loss, the Restated Statement of cash flows for the financial years ended on March 31, 2025, March 31, 2024 and March 31, 2023 along with the summary statement of significant accounting policies read together with the annexures and notes thereto prepared in terms of the requirements of Section 32 of the Companies Act, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time. |
| ROC / Registrar of Companies | The Registrar of Companies, Delhi |
| SEBI/SEBI Act | Securities and Exchange Board of India constituted under the SEBI Act, 1992 as amended from time to time. |
| SEBI Insider Trading Regulations | The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time. |
| SEBI (LODR) Regulations | SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended |
| SEBI (Takeover) Regulations or SEBI (SAST) Regulations | SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time. |
| SEBI (ICDR) Regulations /ICDR Regulation/ Regulation | SEBI (ICDR) Regulations /ICDR Regulation/ Regulation \| SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended by the SEBI (ICDR) (Amendment) Regulations, 2025, including circulars, instructions, and clarifications issued by SEBI from time to time. |
| Shareholders | Shareholders of our company. |
| Stakeholders Relationship Committee | The Stakeholders Relationship Committee of our Board of Directors constituted in accordance with Section 178 of the Companies Act, 2013 and Listing Regulations. For details refer section titled **"*Our Management*"** on page 161 of this Draft Prospectus. |
| Stock Exchange | Unless the context requires otherwise, it refers to, SME Platform of BSE Limited ("BSE SME"). |
| Senior Management | Senior Management of our Company in terms of Regulation 2(1) (bbbb) of the SEBI ICDR Regulations. |
| Unit-1 or Unit-I | Plot No. 19, Sector-58 Faridabad, Haryana, India, 121004 |
| Unit-2 or Unit-II | Plot No. 1105, Sector-58 Faridabad, Haryana, India, 121004 |
| Whole-time Director/WTD | Whole-time director(s) on our Board is Mr. Deepak Gupta, as described in ***"Our Management"*,** beginning on page 161 of this Draft Prospectus. |

**ISSUE RELATED TERMS**

| Term | Description |
|---|---|
| Abridged Prospectus | Abridged Prospectus means a memorandum containing such salient features of Prospectus as may be specified by SEBI in this behalf. |
| Acknowledgement Slip | The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application. |
| Allocation or Allocation of Equity Shares | The Allocation of Equity Shares of our Company pursuant to Issue of Equity Shares to the successful Bidders by our company. |
| Allotment | Issue of the Equity Shares pursuant to the Issue to the successful applicants. |
| Allotment/Allot/Allotted | Unless the context otherwise requires, allotment of Equity Shares offered pursuant to the Fresh Issue pursuant to successful Bidders. |
| Allotment Advice | Note or advice or intimation of Allotment sent to the Bidders who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchanges. |
| Allottee(s) | The successful applicant to whom the Equity Shares are being/have been allotted. |
| Applicant | Any prospective investor who makes an application pursuant to the terms of the Prospectus and the Application Form. |

| Term | Description |
|---|---|
| Application | An indication to make an Issue during the Issue Period by an Applicant, pursuant to submission of Application Form, to subscribe for or purchase our Equity Shares at the Issue Price including all revisions and modifications thereto, to the extent permissible under the SEBI (ICDR) Regulations. |
| Application Amount | The number of Equity Shares applied for and as indicated in the Application Form multiplied by the price per Equity Share payable by the Applicants on submission of the Application Form. |
| Application Form | The Form in terms of which the applicant shall apply for the Equity Shares of our Company. |
| Application Supported by Blocked Amount / ASBA | An application, whether physical or electronic, used by applicants to make an application authorising a SCSB to block the application amount in the ASBA Account maintained with the SCSB. |
| ASBA Account | An account maintained with the SCSB and specified in the application form submitted by ASBA applicant for blocking the amount mentioned in the application form. |
| ASBA Applicant | Any prospective investor who makes an application pursuant to the terms of the Draft Prospectus and the Application Form including through UPI mode (as applicable). |
| ASBA Bid | A Bid made by ASBA Bidder. |
| ASBA Bidder | Any prospective investor(s) / Bidder (s) in this Issue who apply(ies) through the ASBA process. |
| ASBA Form | An application form, whether physical or electronic, used by ASBA Applicant and which will be considered as the application for Allotment in terms of the Draft Prospectus |
| Banker(s) to the Issue | Banks which are clearing members and registered with SEBI as bankers to an issue and with whom the Public Issue Account will be opened, in this case being [●]. |
| Basis of Allotment | The basis on which equity shares will be allotted to successful applicants under the Issue and which is described in paragraph titled 'Basis of allotment' under chapter titled *"Issue Procedure"* starting from page no. [•] of this Draft Prospectus. |
| Bidder/ Investor | Any prospective investor who makes a bid for Equity Shares in terms of the Draft Prospectus. |
| Bid Amount | The amount at which the bidder makes a bid for the Equity Shares of our Company in terms of Draft Prospectus. |
| Bid cum Application Form | The form in terms of which the bidder shall make a bid, including ASBA Form, and which shall be considered as the bid for the Allotment pursuant to the terms of this Draft Prospectus. |
| Bidding Centres | Centres at which the Designated Intermediaries shall accept the Application Forms i.e. Designated SCSB Branch for SCSBs, Specified Locations for members of the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs. |
| Broker Centres | Broker centres notified by the Stock Exchanges where ASBA Applicants 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). |
| BSE SME | The SME Platform of BSE for Listing of Equity Shares offered under Chapter IX of SEBI (ICDR) Regulations. |
| Business Day | Monday to Friday (except public holidays). |
| CAN or Confirmation of Allocation Note | The Note or advice or intimation sent to each successful Applicant indicating the Equity which will be allotted, after approval of Basis of Allotment by the designated Stock Exchange. |
| Client ID | The client identification number maintained with one of the Depositories in relation to demat account. |
| Circular on Streamlining of Public Issues/ UPI Circular | The SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, Circular number SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI Master circular, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 April 20, 2022, SEBI circular no SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and any subsequent circulars or notifications issued by SEBI or any other governmental authority in this regard. |
| Collection Centres | Centres at which the Designated Intermediaries shall accept the ASBA Forms. |
| Collecting Depository Participant/ CDP | A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids from relevant Bidders at the Designated CDP Locations in terms of the circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI UPI Circulars, issued by SEBI and as per the list available on the websites of BSE and NSE. |
| Controlling Branches | Such branches of SCSBs which coordinate Applications under the Issue with the LM, the Registrar and the Stock Exchange, a list of which is available on the website of SEBI at http://www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time. |
| "D&B India"or "D&B" | Dun & Bradstreet Information Services India Private Limited |
| "D&B Report" | The Industry Report titled "Industry Report on Machine Components Used in the Automotive Industry" dated September 26, 2025 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. |
| Demographic Details | Details of the Applicants including their address, name of the father/husband, investor status, occupation and bank account details and UPI ID, where applicable. |
| Depository | A depository registered with SEBI under the SEBI (Depositories and Participants) Regulations, 2018. |
| Depository Participant / DP | A Depository Participant as defined under the Depositories Act, 1996. |
| Designated CDP Locations | Such locations of the CDPs where Applicants can submit the Application Forms and in case of Individual Investors only ASBA Forms with UPI. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the website of the Stock Exchange. |
| Designated Date | The date on which relevant amounts are transferred from the ASBA Accounts to the Public Issue Account or the Refund Account, as the case may be, and/or the instructions are issued to the SCSBs (in case of UPI Bidders using the UPI Mechanism, instruction issued through the Sponsor Bank) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Issue Account, in terms of the Draft Prospectus following which Equity Shares will be Allotted in the Issue. |

| Term | Description |
|---|---|
| Designated Intermediaries/ Collecting agent | In relation to ASBA Forms submitted by Individual Investors authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs.<br>In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidders using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-Syndicate/agents, Registered Brokers, CDPs, SCSBs and RTAs.<br>In relation to ASBA Forms submitted by QIBs and Non-Institutional Bidders (not using the UPI Mechanism), Designated Intermediaries shall mean Syndicate, sub-Syndicate/ agents, SCSBs, Registered Brokers, the CDPs and RTAs. |
| Designated RTA Locations | Such locations of the RTAs where Applicants can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the websites of the Stock Exchange. |
| Designated SCSB Branches | Such branches of the SCSBs which shall collect the ASBA Forms (other than ASBA Forms submitted by Individual Investors where the Application Amount will be blocked upon acceptance of UPI Mandate Request by such RII using the UPI Mechanism), a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes. Intermediaries or at such other website as may be prescribed by SEBI from time to time. |
| Designated Stock Exchange | SME Platform of BSE Limited, unless the context requires otherwise, as per the SEBI (ICDR) (Amendment) Regulations, 2025. |
| Depository Participant | A Depository Participant as defined under the Depositories Act, 1996. |
| Designated Market Maker / Market Maker | [●] will act as the Market Maker and has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by amendment to SEBI ICDR Regulations. |
| DP ID | Depository Participant's identity number. |
| Draft Prospectus/DP | This Draft Prospectus dated September 29, 2025 issued in accordance with Section 26 and 32 of the Companies Act, 2013 and SEBI ICDR Regulation. |
| Electronic Transfer of Funds | Refunds through ECS, NEFT, Direct Credit or RTGS as applicable. |
| Eligible FPI(s) | FPIs from such jurisdictions outside India where it is not unlawful to make an Issue / invitation under the Issue and in relation to whom the Application Form and the Draft Prospectus constitute an invitation to subscribe to the Equity Shares. |
| Eligible NRI(s) | NRI(s) from jurisdictions outside India where it is not unlawful to make an Issue or invitation under the Issue and in relation to whom the Application Form and the Draft Prospectus will constitute an invitation to subscribe to or to purchase the Equity Shares |
| Eligible QFIs | QFIs from such jurisdictions outside India where it is not unlawful to make an Issue or invitation under the Issue and in relation to whom the Draft Prospectus constitutes an invitation to purchase the Equity Shares Issued thereby and who have opened demat accounts with SEBI registered qualified depositary participants. |
| Equity Shares | Equity Shares of our Company of face value Rs. 10/- each |
| Equity Listing Agreements | The listing agreements to be entered into by our Company with the Stock Exchange in relation to our Equity Shares. |
| Escrow and Sponsor Bank Agreement | Agreement dated [●] entered into amongst our Company, the Registrar to the Issue, the Lead Manager and Banker to the Issue and Sponsor Bank, to receive monies from the Applicants through the SCSBs Bank Account on the Designated Date in the Public Issue Account. |
| Escrow Account(s) | Account(s) opened with the Bank(s) to the Issue pursuant to Escrow and Sponsor Bank Agreement. |
| Escrow Collection Bank(s) | The Bank(s) which are clearing members and registered with SEBI as bankers to an Issue under the SEBI (Bankers to an Issue) Regulations, 1994 and with whom the Escrow Account(s) will be opened, in this case being [●]. |
| First Applicant | The Applicant whose name appears first in the Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names. |
| Foreign Venture Capital Investors | Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000. |
| FPI / Foreign Portfolio Investor | A Foreign Portfolio Investor who has been registered under Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII or QFI who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended. |
| Fresh Issue | The Fresh Issue of Up to 75,00,000 Equity Shares aggregating up to ₹ [●] Lakhs. |
| Fugitive Economic Offender | An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018. |
| Fraudulent Borrower | Fraudulent borrower as defined under Regulation 2(1) (lll) of the SEBI ICDR Regulations. |
| General Information Document (GID) | The General Information Document for investing in public issues prepared and issued in accordance with the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars, as amended from time to time. The General Information Document shall be available on the websites of the Stock Exchange and the Lead Manager. |
| GIR Number | General Index Registry Number |
| Issue Agreement | The agreement dated September 4, 2025 amongst our Company and the Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue. |
| Issue Period | The periods between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants may submit their Bidding application. |
| Issue Price | The price at which the Equity Shares are being issued by our Company in consultation with the Lead Manager under the Draft Prospectus and the Prospectus being ₹ [●] per share. |
| Issue Proceeds | The proceeds of the Issue shall be available to our Company. For further information about the use of the Issue Proceeds, see **"*Objects of the Issue*"** beginning on page 66. |
| Issue Opening | The date on which the Lead Manager, Syndicate Member, Designated Branches of SCSBs and Registered Brokers shall start accepting Application for this Issue, which shall be the date notified in an English national newspaper |

| Term | Description |
|---|---|
| | and Hindi national newspaper each with wide circulation as required under the SEBI (ICDR) Regulations. In this case being [●] |
| Issue Closing | The date after which the Lead Manager, Syndicate Member, Designated Branches of SCSBs and Registered Brokers will not accept any Application for this Issue, which shall be notified in a English national newspaper, and Hindi national newspaper each with wide circulation as required under the SEBI (ICDR) Regulations. In this case being [●] |
| Issue / Issue Size/ Initial public offer /IPO / Public Issue | The initial public offer of up to 75,00,000 Equity Shares of face value of Rs. 10 each for cash at a price of Rs. [●] each aggregating up to Rs. [●] lakhs. |
| Issue Price | The price at which the Equity Shares are being issued by our Company through this Draft Prospectus, being ₹ [●]/- (including share premium of ₹ [●]/- per Equity Share). |
| Lead Manager/ LM | The Lead Manager to the Issue, being Nirbhay Capital Services Private Limited. |
| Listing Agreement | The Equity Listing Agreement to be signed between our Company and BSE Limited. |
| Lot Size | Lot Size for the Issue being [●] |
| Market Making Agreement | The Agreement among the Market Maker, the Lead Manager and our Company dated [●]. |
| Market Maker Reservation Portion | The Reserved portion of [●] Equity shares of ₹ 10 each at an Issue Price of ₹ [●] aggregating to ₹ [●] for Designated Market Maker in the Public Issue of our Company. |
| Mobile App(s) | The mobile applications listed on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 or such other website as may be updated from time to time, which may be used by Individual Investors to submit Bids using the UPI Mechanism. |
| Mutual Funds | Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, as amended. |
| NCLT | National Company Law Tribunal. |
| Net Issue | The Issue (excluding the Market Maker Reservation Portion) of [●] equity Shares of face value of ₹10 each fully paid for cash at a price of ₹ [●] per Equity Share (the "Issue Price"), including a share premium of ₹ [●] per equity share aggregating to ₹ [●]. |
| Net Proceeds | The proceeds from the Issue less the Issue related expenses applicable to the Issue. For further information about use of the Issue Proceeds and the Issue expenses, see **"*Objects of the Issue*"** on page 66. |
| Non-Institutional Investors/ Non-Institutional Bidders/ NIB's | All Investors including FPIs that are not Qualified Institutional Buyers or investors who applies for minimum application size and who have applied for more than minimum application size (but not including NRIs other than Eligible NRIs). |
| Non-Resident | A person resident outside India, as defined under FEMA and includes NRIs, FPIs and FVCIs. |
| NPCI | NPCI, a Reserve Bank of India (RBI) initiative, is an umbrella organization for all retail payments in India. It has been set up with the guidance and support of the Reserve Bank of India (RBI) and Indian Banks Association (IBA). |
| Other Investor | These include individual applicants other than investors who applies for minimum application size and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for. |
| Overseas Corporate Body/OCB | Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Issue. |
| Payment through electronic transfer of funds | Payment through NECS, NEFT or Direct Credit, as applicable. |
| Person/Persons | Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires. |
| Prospectus | The Prospectus to be filed with the RoC in accordance with the Companies Act, 2013, and the SEBI ICDR Regulations containing, *inter alia*, the Issue opening and closing dates, the size of the Issue and certain other information including any addenda or corrigenda thereto. |
| Public Issue Account | An Account of the Company under Section 40 of the Companies Act, 2013 where the funds shall be transferred by the SCSBs from bank accounts of the ASBA Investors. |
| Pricing Date | The date on which our Company, in consultation with the Lead Manager will finalize the Issue Price. |
| Qualified Institutional Buyers or QIBs | A qualified institutional buyer as defined under Regulation 2(1)(ss) of the SEBI (ICDR)Regulations. |
| Registered Brokers | Stockbrokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers and Sub Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals, other than the Members of the Syndicate and having terminals at any of the Broker Centres and eligible to procure Applications in terms of Circular No. CIR/CFD/14/2012 dated October 04, 2012 and the UPI Circulars issued by SEBI. |
| Refund Account | The 'no-lien' and 'non-interest bearing' account opened with the Refund Bank, from which refunds, if any, of the whole or part, of the Bid Amount to the Anchor Investors shall be made. |
| Refund Bank(s) /Refund Banker(s) | Bank(s) which is / are clearing member(s) and registered with the SEBI as Bankers to the Issue at which the Refund Accounts will be opened in case listing of the Equity Shares does not occur, in this case being [●]. |
| Registrar Agreement | The agreement dated 7th August, 2025 among 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 / Registrar | Registrar to the Issue being Kfin Technologies Limited**.** |
| Reserved Category/ Categories | Categories of persons eligible for making bid under reservation portion. |

| Term | Description |
|---|---|
| Reservation Portion | The portion of the Issue reserved for category of eligible bidders as provided under the SEBI (ICDR) Regulations, 2018 |
| Revision Form | The form used by the Applicants to modify the quantity of Equity Shares or the Application Amount in any of their Application Forms or any previous Revision Form(s). |
| ICDR Regulations | Unless the context specifies something else, this means the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. |
| Individual Investors or Individual Bidders or II(s) or IB(s) | Individual Bidders, submitting Bids, who applies for minimum application size for two lots. Provided that the minimum application size shall be above ₹2,00,000/- (including HUFs applying through their Karta and Eligible NRIs and does not include NRIs other than Eligible NRIs) |
| Non – Institutional Investor (NIIs) | All Investors including FPIs that are not Qualified Institutional Buyers or Individual Investors who applies for minimum application size and who have Applied for Equity Shares for a cumulative amount more than ₹200,000 (but not including NRIs other than Eligible NRIs) |
| SEBI SCORES | Securities and Exchange Board of India Complaints Redress System |
| SEBI Master Circular | The SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023. |
| Self-Certified Syndicate Bank(s) or SCSB(s) | The list of SCSBs notified by SEBI for the ASBA process is available at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes, or at such other website as may be prescribed by SEBI from time to time. A list of the Designated SCSB Branches with which an ASBA Bidder (other than a RIB using the UPI Mechanism), not bidding through Syndicate/Sub Syndicate or through a Registered Broker, RTA or CDP may submit the Application Forms, is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 , or at such other websites as may be prescribed by SEBI from time to time.<br>In relation to Bids 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 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 Application Forms from the Syndicate at Specified Locations, see the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 ) as updated from time to time.<br>In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, UPI Bidders Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI(https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI mechanism is provided as 'Annexure A' for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019. |
| Specified Locations | Bidding centres where the Syndicate shall accept ASBA Forms from Applicants, a list of which will be included in the Application Form. |
| Sponsor Bank | The Banker to the Issue registered with SEBI and appointed by our Company to act as a conduit between the Stock Exchanges and the NPCI in order to push the mandate collect requests and / or payment instructions of the Individual Investors into the UPI and carry out other responsibilities, in terms of the UPI Circulars. |
| Systemically Important Non-Banking Financial Companies | Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations. |
| Stock Exchange | Bombay Stock Exchange Limited |
| Transaction Registration Slip/ TRS | The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the bidders, as proof of registration of the bid. |
| Underwriter | This means who has underwritten this Issue including Lead Manager pursuant to the provisions of the SEBI (ICDR) Regulations and the Securities and Exchange Board of India (Underwriters) Regulations, 1993, as amended from time to time. The Underwriters in this case being [●]. |
| Underwriting Agreement | The Agreement entered into between the Underwriter and our Company dated [●] |
| UPI | Unified Payments Interface, which is an instant payment mechanism, developed by NPCI |
| UPI Bidders | Collectively, individual investors applying as (i) Individual Bidders in the Individual Investor Portion, and (ii) Non- Institutional Bidders with an application size of up to ₹ 500,000 in the Non-Institutional Portion, and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents.<br><br>Pursuant to Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹ 500,000 shall use UPI and shall provide their UPI ID in the 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 websites 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 Circular | SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. |

| Term | Description |
|---|---|
| | SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI Circular No. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, along with the circular issued by the NSE having reference no. 23/2022 dated July 22, 2022 and reference no. 25/2022 dated August 3, 2022 and the notice issued by BSE having reference no. 20220722- 30 dated July 22, 2022 and reference no. 20220803-40 dated August 3, 2022 and the circular issued by BSE Limited having reference no. 20220803-40 dated August 3, 2022 (to the extent any of these circulars are not rescinded by the SEBI RTA Master Circular 2024) and any subsequent circulars or notifications issued by SEBI in this regard. |
| UPI ID | ID created on UPI for single-window mobile payment system developed by the NPCI. |
| UPI Mandate Request | A request (intimating the Individual Bidder by way of a notification on the Mobile App and by way of a SMS directing the Individual Bidder to such Mobile App) to the Individual Bidder initiated by the Sponsor Bank to authorize blocking of funds on the Mobile App equivalent to Bid Amount and Subsequent debit of funds in case of Allotment. |
| UPI Mechanism | The bidding mechanism that may be used by a II(s) to make a Bid in the Issue in accordance with the UPI Circulars. |
| UPI PIN | Password to authenticate UPI transactions. |
| Wilful Defaulter(s) | Wilful defaulter as defined under Regulation 2(1) (lll) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. |
| Working Day | Any day, other than the second and fourth Saturdays of each calendar month, Sundays and public holidays, on which commercial banks in Mumbai are open for business; provided however, with reference to (i) announcement of Price Band; and (ii) Issue Period, Working Days shall mean any day, excluding all Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; and with reference to (iii) the time period between the Issue Closing Date and the listing of the Equity Shares on the Stock Exchanges, Working Days shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per the SEBI circular number SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 and the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, including the UPI Circulars. |

**CONVENTIONAL AND GENERAL TERMS AND ABBREVIATIONS**

| Term | Description |
|---|---|
| ₹ or Rs. or Rupees or INR | Indian Rupees |
| A/c | Account |
| Act or Companies Act | Companies Act, 1956 and/or the Companies Act, 2013, as amended from time to time |
| AGM | Annual General Meeting |
| AIFs | Alternative investment funds as defined in and registered under the SEBI AIF Regulations |
| Air Act | Air (Prevention and Control of Pollution) Act, 1981 |
| AO | Assessing Officer |
| ASBA | Application Supported by Blocked Amount |
| AS | Accounting Standards issued by the Institute of Chartered Accountants of India |
| AY | Assessment Year |
| AS | Accounting Standards issued by the Institute of Chartered Accountants of India |
| BG | Bank Guarantee |
| BSE SME | The SME platform of Bombay Stock Exchange Limited |
| CAGR | Compounded Annual Growth Rate |
| CAN | Confirmation Allocation Note |
| 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 |
| 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 |
| CBEC | Central Board of Excise and Customs |
| CDSL | Central Depository Services (India) Limited |
| CEO | Chief Executive Officer |
| CFO | Chief Financial Officer |
| CIF | Cost, Insurance, and Freight |
| CIN | Corporate Identification Number |
| CIP | *Carriage and insurance paid to* |
| CIT | Commissioner of Income Tax |
| Companies Act, 1956 | Companies Act, 1956, and the rules, regulations, notifications, modifications and clarifications made thereunder, as the context requires |
| Companies Act, 2013/ Companies Act | Companies Act, 2013 and the rules, regulations, notifications, modifications and clarifications thereunder |
| Competition Act | Competition Act, 2002, and the rules, regulations, notifications, modifications and clarifications made thereunder, as the context requires |
| Consolidated FDI Policy | The consolidated FDI Policy, effective from August 28, 2017, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time. |
| COVID-19 | A public health emergency of international concern as declared by the World Health Organization on January 30, 2020, and a pandemic on March 11, 2020 |
| Copyright Act | The Copyright Act, 1957 |
| CRAR | Capital to Risk Asset Ratio |
| CSR | Corporate social responsibility |
| CLRA | Contract Labour (Regulation and Abolition) Act, 1970 |

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|---|---|
| CS | Company Secretary |
| Demat | Dematerialised |
| Depositories Act | Depositories Act, 1996. |
| Depository or Depositories | NSDL and CDSL both being depositories registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996. |
| DIN | Director Identification Number |
| DP ID | Depository Participant's Identification Number |
| DP/ Depository Participant | A depository participant as defined under the Depositories Act |
| DIPP | Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, GoI |
| DTC | Direct Tax Code, 2013 |
| DPIIT | The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry |
| EBIDTA | Earnings Before Interest, Depreciation, Tax and Amortization |
| ECS | Electronic Clearing System |
| Environment Protection Act | Environment Protection Act, 1986 |
| EoGM/ EGM | Extra-ordinary General Meeting |
| EPS | Earnings Per Share i.e. profit after tax for a fiscal year divided by the weighted average outstanding number of equity shares at the end of that fiscal year |
| ESI Act | Employees' State Insurance Act, 1948 |
| Financial Year/ Fiscal Year/ FY | The period of twelve months ended March 31 of that particular year |
| FDI | Foreign Direct Investment |
| FDR | Fixed Deposit Receipt |
| FEMA | Foreign Exchange Management Act, 1999, read with rules and regulations there-under and as amended from time to time |
| FEMA Regulations | Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended |
| FFS | Form-Fill-Seal |
| FII | Foreign Institutional Investor (as defined under SEBI FII (Foreign Institutional Investors) Regulations, 1995, as amended from time to time) registered with SEBI under applicable laws in India |
| FII Regulations | Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended |
| FIs | Financial Institutions |
| FIPB | Foreign Investment Promotion Board |
| FVCI | Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time |
| FCNR Account | Foreign Currency Non-Resident (Bank) account established in accordance with the FEMA |
| FV | Face Value |
| GDP | Gross Domestic Product |
| GIR Number | General Index Registry Number |
| Gov/ Government/GoI | Government of India |
| HUF | Hindu Undivided Family |
| HNI | High Net Worth Individual |
| IFRS | International Financial Reporting Standard |
| ICSI | Institute of Company Secretaries of India |
| ICAI | Institute of Chartered Accountants of India |
| IMPS | Immediate Payment Service |
| Indian GAAP | Generally Accepted Accounting Principles in India |
| I.T. Act | Income Tax Act, 1961, as amended from time to time |
| ITAT | Income Tax Appellate Tribunal |
| INR/ Rs./ Rupees / ₹ | Indian Rupees, the legal currency of the Republic of India |
| KPI | Key performance indicator |
| KYC | Know your customer |
| LIC | Low-Income Country |
| Ltd. | Limited |
| Pvt. Ltd. | Private Limited |
| MCA | Ministry of Corporate Affairs |
| Merchant Banker | Merchant banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 as amended |
| Minimum Wages Act | Minimum Wages Act, 1948 |
| Mn | Million |
| MSME | Micro, Small, and Medium Enterprises |
| MOF | Ministry of Finance, Government of India |
| MOU | Memorandum of Understanding |
| Mutual Funds | Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996 |
| N.A. or NA | Not Applicable |
| NAV | Net Asset Value |
| NEFT | National Electronic Fund Transfer |
| No. | Number |
| NOC | No Objection Certificate |
| NPV | Net Present Value |
| NR/ Non-Residents | Non-Resident |
| NPCI | National Payments Corporation of India |

| | |
|---|---|
| NRE Account | Non-Resident External Account |
| NRI | Non-Resident Indian, is a person resident outside India, as defined under FEMA and the FEMA Regulations |
| NRO Account | Non-Resident Ordinary Account |
| NSDL | National Securities Depository Limited |
| NTA | Net Tangible Assets |
| NACH | National Automated Clearing House |
| NECS | National Electronic Clearing Services |
| Net Worth | Net worth as defined under Regulation 2(1)(hh) of the SEBI ICDR Regulations, i.e., The aggregate of the paid-up share capital, and all reserves created out of the profit securities premium account and debit or credit balance of profit and loss account], after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation. |
| P.A. | Per annum |
| P/E Ratio | Price/ Earnings Ratio |
| P & M | Plant & Machineries |
| PAC | Persons Acting in Concert |
| PAN | Permanent Account Number allotted under the Income Tax Act, 1961, as amended from time to time |
| PAT | Profit After Tax |
| PBT | Profit Before Tax |
| PIO | Person of Indian Origin |
| PLR | Prime Lending Rate |
| Pvt. Ltd. | Private Limited |
| QC | Quality Control |
| QFI(s) | Qualified Foreign Investor(s) as defined under the SEBI FPI Regulations |
| QMS | Quality Management System |
| R & D | Research and Development |
| RBI | Reserve Bank of India |
| RBI Act | Reserve Bank of India Act, 1934, as amended from time to time |
| ROE | Return on Equity |
| RoNW | Return on Net Worth |
| RPG | Report Program Generator |
| RTGS | Real Time Gross Settlement |
| SAT | Securities Appellate Tribunal |
| SARFAESI Act | The Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 |
| SCRA | Securities Contracts (Regulation) Act, 1956, as amended from time to time |
| SCRR | Securities Contracts (Regulation) Rules, 1957, as amended from time to Time |
| SCSBs | Self-Certified Syndicate Banks |
| SEBI | The Securities and Exchange Board of India constituted under the SEBI Act, 1992 |
| SEBI Act | Securities and Exchange Board of India Act 1992, as amended from time to time |
| SEBI Insider Trading Regulations | SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, including instructions and clarifications issued by SEBI from time to time |
| SEBI ICDR Regulations / ICDR Regulations / SEBI ICDR / ICDR | Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time |
| SEBI (LODR) Regulations | Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including instructions and clarifications issued by SEBI from time to time |
| SEBI Merchant Bankers Regulation | Securities and Exchange Board of India (Merchant Bankers) Regulations,1992 |
| SEBI Takeover Regulations | Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time |
| SEBI Rules and Regulations | SEBI (ICDR) Regulations, 2018, SEBI (Underwriters) Regulations, 1993, as amended, the SEBI (Merchant Bankers) Regulations, 1992, as amended, and any and all other relevant rules, regulations, guidelines, which SEBI may issue from time to time, including instructions and clarifications issued by it from time to time |
| Sec. | Section |
| Securities Act | The U.S. Securities Act of 1933, as amended |
| SFSP | Standard Fire and Special peril |
| S&P BSE SENSEX | S&P Bombay Stock Exchange Sensitive Index |
| SICA | Sick Industrial Companies (Special Provisions) Act, 1985, as amended from time to time |
| SME | Small and Medium Enterprises |
| BSE SME | The SME platform of Bombay Stock Exchange Limited |
| Stamp Act | The Indian Stamp Act, 1899, as amended from time to time |
| State Government | The Government of a State of India |
| STFI | Storm, Tempest, Flood, and Inundation |
| Stock Exchange | Unless the context requires otherwise, refers to, the Bombay Stock Exchange Limited |
| STT | Securities Transaction Tax |
| TDS | Tax Deducted at Source |
| TAN | Tax deduction and Collection account number |
| TIN | Tax payer Identification Number |
| TRS | Transaction Registration Slip |
| UIN | Unique Identification Number |
| U.S. GAAP | Generally accepted accounting principles in the United States of America |
| U.S. Holder | A beneficial owner of Equity Shares that is for United States federal income tax purposes: (a) an individual who is a citizen or resident of the United States; (b) a corporation organized under the laws of the United States, any |

| | |
|---|---|
| | state thereof or the District of Columbia; (c) an estate whose income is subject to United States federal income taxation regardless of its source; or (d) a trust that (1) is subject to the primary supervision of a court within the United States and the control of one or more U.S. persons for all substantial decisions of the trust, or (2) has a valid election in effect under the applicable U.S. Treasury regulations to be treated as a U.S. person. |
| VCFs | Venture capital funds as defined in, and registered with SEBI under, the erstwhile Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, as amended, which have been repealed by the SEBI AIF Regulations.<br>In terms of the SEBI AIF Regulations, a VCF shall continue to be regulated by the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 till the existing fund or scheme managed by the fund is wound up, and such VCF shall not launch any new scheme or increase the targeted corpus of a scheme. Such VCF may seek re-registration under the SEBI AIF Regulations. |
| VAT | Value Added Tax |
| WEO | World Economic Outlook |
| w.e.f. | With effect from |
| WCTL | Working Capital Term Loan |
| WPI | Wholesale Price Index |
| y-o-y | Year on Year |
| Year/Calendar Year | Unless context otherwise requires, shall refer to the twelve-month period ending December 31 |
| JPY | Japanese Yen |

**TECHNICAL AND INDUSTRY RELATED TERMS**

| Term | Description |
|---|---|
| AAT | Advanced Automotive Technology |
| ACMA | Automobile Component Manufacturers Association |
| ADAS | Advanced Driver Assistance Systems |
| AMP | Automotive Mission Plan |
| AIS | Automotive Industry Standard |
| B2B | Business-to-Business |
| B2C | Business-to-Consumer |
| CFRP | Carbon-Fibre-Reinforced Plastic |
| COVID-19 | Coronavirus Disease |
| CAGR | Compounding Annual Growth Rate |
| CAD | Current Account Deficit |
| CIPET | Central Institute of Plastics Engineering & Technology |
| CoEs | Centres of Excellence |
| CPI | Consumer Price Index |
| DII | Domestic Institutional Investors |
| EVs | Electric Vehicles |
| EMDE | Emerging Market and Developing Economies |
| EPR | Extended Producer Responsibility |
| EVCI | Electric Vehicle Charging Infrastructure |
| FDI | Foreign Direct Investment |
| FII | Foreign Institutional Investors |
| FPI | Foreign Portfolio Investors |
| FRE | First Revised Estimates |
| FFD | Fuel Filter Device |
| GDP | Gross Domestic Product |
| GVA | Gross Value Added |
| GFCF | Gross Fixed Capital Formation |
| GWh | Gigawatt hour |
| GST | Goods and Services Tax |
| ICE | Internal Combustion Engine |
| IQT | Induction Heating and Quenching |
| HFIs | High Frequency Indicators |
| HPDC | High Pressure die casting |
| IIP | Index of Industrial Production |
| IMF | International Monetary Fund |
| K-Mould | which defines the shape and features of the final product |
| MPa | Megapascals |
| NEMMP | National Electric Mobility Mission Plan |
| PDC | Pressure die casting |
| PCB | Printed Circuit Board |
| PCS | Public Charging Stations |
| PLI | Production-Linked Incentive |

| | |
|---|---|
| PFCE | Private Final Expenditure |
| PLM | Product Lifecycle Management |
| RBI | Reserve Bank of India |
| RPT | Rapid Temperature-Rise |
| UAE | United Arab Emirates |
| U.S. | United States of America |
| US$ | United States Dollar |
| VAS | Value Added Services |
| White goods | White goods refer to large domestic appliances used for routine chores, typically found in kitchens or laundry rooms. This category includes items such as refrigerators, washing machines, dryers, and dishwashers. |
| YoY | Year over Year |
| CMM | Co-ordinate-measuring machine |
| UTM | Universal Testing Machine |
| IQC | Incoming Quality Control |
| OQC | Outgoing Quality Control |
| OEMs | Original Equipment Manufacturers |

Notwithstanding the foregoing, terms in **"*Description of Equity Shares and Terms of Articles of Association*", "*Statement of Possible Tax Benefits*", "*Industry Overview*", "*Key Industrial Regulations and Policies*", "*Financial Information*", "*Outstanding Litigation and Material Developments*"** and **"*Issue Procedure*"** on pages 235, 90, 92, 152, 178 , 192 and 218. respectively of this Draft Prospectus, will have the meaning as described to such terms in these respective sections.

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

### Certain Conventions

All references to "India" contained in this Draft 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.

Unless otherwise specified, any time mentioned in this Draft Prospectus is in Indian Standard Time ("**IST**"). Unless indicated otherwise, all references to a year in this Draft Prospectus are to a calendar year.

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

### Financial Data

Unless stated otherwise or the context otherwise requires, the financial information and financial ratios in this Draft Prospectus has been derived from our Restated Financial Information. For further information, please see the section titled **"*Financial Information*"** on Page No. 178 of this Draft Prospectus.

Our Company's financial year commences on April 1 and ends on March 31 of the next year. Accordingly, all references to a particular financial year, unless stated otherwise, are to the twelve (12) month period ended on March 31 of that year.

The Restated financial Statement for the Financial Years ended on 31st March 2025, 31st March 2024 and 31st March 2023 which comprise restated statement of assets and liabilities, the restated statement of profit and loss, the restated statement of cash flow and restated summary statement of changes in equity together with the annexures and notes thereto and the examination report thereon, as compiled from the Indian GAAP financial statements for respective period/year and in accordance with the requirements provided under the provisions of the Companies Act, SEBI ICDR Regulations and the Guidance Note on "*Reports in Company Prospectuses (Revised 2019)*" issued by ICAI.

There are significant differences between Ind AS, Indian GAAP, 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 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 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, the Indian GAAP 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 Prospectus should, accordingly, be limited.

Unless the context otherwise indicates, any percentage amounts, as set forth in **"*Risk Factors*", "*Our Business*"** and **"*Management's Discussion and Analysis of Financial Position and Results of Operations*"** on Page Nos. 25, 121 and 184 respectively, of this Draft Prospectus, and elsewhere in this Draft Prospectus have been calculated on the basis of the Restated Financial Statements of our Company, prepared in accordance with GAAP, and the Companies Act and restated in accordance with the SEBI ICDR Regulations.

In this Draft Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures in decimals have been rounded off to the second decimal and all the percentage figures have been rounded off to two decimal places including percentage figures in "***Risk Factors*", "*Industry Overview*"** and **"*Our Business*"** on Page Nos. 25, 92 and 121 respectively, this Draft Prospectus.

### 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; and
- "US Dollars" or "USD" or "US$" or "$" are to United States Dollar, the official currency of the United States of America.
- "YEN", "JPY" or "¥" are Japanese yen currency.
    - All references to the word 'Lakhs' means 'One hundred thousand' and the word 'Million' means 'Ten Lakhs' and the word 'Crore' means 'Ten Million' and the word 'Billion' means 'One thousand Million
    - This Draft Prospectus may contain conversions of certain US Dollar and other currency amounts into Indian Rupees that have been presented solely to comply with the requirements of the SEBI Regulations. These conversions should not be construed as a representation that those US Dollar or other currency amounts could have been, or can be converted into Indian Rupees, at any particular rate

### Exchange rates

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

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

| Currency | Exchange rate as on | | |
|---|---|---|---|
| | As on March 31, 2025* | March 31, 2024* | March 31, 2023* |
| 1 USD | 85.5814 | 83.3739 | 82.2169 |
| 100 JPY | 56.75 | 55.09 | 61.80 |

*(Source: RBI reference rate)*

**The exchange rate has been included as on March 28, 2025, March 28, 2024 and March 31, 2023 due to either public holiday or Saturday or Sunday on March 31, 2025 and March 31, 2024.*

(Source: www.rbi.org.in and www.fbil.org.in )

### Industry and Market Data

Unless stated otherwise, the industry and market data and forecasts used throughout this Draft Prospectus has been obtained from industry sources as well as Government Publications. Industry sources as well as Government Publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured.

The extent to which the market and industry data used in this Draft Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which the business of our Company is conducted, and methodologies and assumptions may vary widely among different industry sources. Accordingly, investment decisions should not be based solely on such information.

In accordance with the SEBI ICDR Regulations, **"*Basis for Issue Price*"** on Page No. 85of this Draft Prospectus includes information relating to our peer group entities. Such information has been derived from publicly available sources, and neither we, nor the LM have independently verified such information. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in **"*Risk Factors*"** on Page No. 25 of this Draft Prospectus.

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## FORWARD - LOOKING STATEMENTS

This Draft Prospectus contains certain "forward-looking statements". These forward-looking statements generally can be identified by words or phrases such as "aim", "anticipate", "believe", "expect", "estimate", "intend", "objective", "plan", "propose", "project", "will", "will continue", "will pursue" or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements.

All forward-looking statements are subject to risks, uncertainties, expectations and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. These forward-looking statements, whether made by us or a third party, are based on our current plans, estimates and expectations and actual results may differ materially from those suggested by such forward-looking statements.

Actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with expectations relating to and including, regulatory changes pertaining to the industries 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 industries in which we operate.

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

- Changes in laws and regulations relating to the sectors/areas in which we operate;
- Our ability to successfully implement our growth strategy and expansion plans;
- Our ability to meet our further capital expenditure requirements;
- Fluctuations in operating costs;
- Our ability to attract and retain personnel;
- Conflict of Interest with affiliated companies, the promoter group and other related parties;
- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
- Changes in government policies and regulatory actions that apply to or affect our business;
- Changes in political and social conditions in India, the monetary and interest rate policies of India and other countries;
- Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- The occurrence of natural disasters or calamities;
- Our inability to maintain or enhance our brand recognition;
- Inability to adequately protect our trademarks;
- Changes in consumer demand;
- Other factors beyond our control; and
- Our ability to manage risks that arise from these factors.

For further discussion of factors that could cause the actual results to differ from our estimates and expectations, see **"*Risk Factors*",** "***Our Business***" and **"*Management's Discussion and Analysis of Financial Position and Results of Operations*"** beginning on Page Nos. 25, 121 and 184 respectively, of this Draft Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

We cannot assure 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 as a guarantee of future performance.

Forward-looking statements reflect current views as on the date of this Draft Prospectus and are not a guarantee of future performance. These statements are based on our management's beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, our Directors, the Promoters, the Syndicate nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

In accordance with the SEBI ICDR Regulations, our Company, the Promoters and the Lead Manager will ensure that the Bidders in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchange for the Issue.

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## SECTION II
## SUMMARY OF ISSUE DOCUMENT

The following is a general summary of the terms of the Issue. This summary should be read in conjunction with and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Prospectus, including the sections entitled "***Risk Factors***", "***Industry Overview***", "***Outstanding Litigation and Material Developments***", "***Our Promoter and Promoter Group***", "***Financial Information***", "***Objects of the Issue***", "***Our Business***", "***Issue Procedure***" and "***Description of Equity Shares and Terms of Articles of Association***" beginning on Page Nos 25, 92, 192, 170, 178, 66, 121,218 and 235 respectively of this Draft Prospectus.

### 1. Summary of Industry in which the Company is operating

India's automobile industry has witnessed a dynamic growth trajectory over the past few years. In FY2020, total automobile production stood at 26.4 million units, while domestic sales reached 21.6 million units. The industry, however, faced a sharp contraction in FY2021 due to the impact of the pandemic and supply chain disruptions, with production dropping to 22.7 million units and sales declining to 18.6 million units. Although FY2022 saw production stabilising at 23 million units, sales slipped further to 17.6 million units, highlighting continued challenges in consumer demand during the recovery phase.

A significant rebound began in FY2023, with production climbing to 25.9 million units and sales improving to 21.2 million units. This growth momentum accelerated in subsequent years, as FY2024 recorded a strong rise to 29.4 million units produced and 24.7 million units sold. By FY2025, the sector demonstrated robust expansion, achieving 32 million units in production and 26.5 million units in sales, reflecting not only resilient demand across vehicle categories but also the industry's ability to scale up output. This sustained upward trend underscores the growing strength of India's automobile market, supported by rising consumer demand, improving economic conditions, and greater penetration across urban and rural markets.

The industry recorded significant expansion over the past five years, growing from USD 49.3 billion in FY2020 to USD 80.2 billion in FY2025. Although there was a temporary decline in FY2021, when turnover dropped to USD 45.9 billion, the market quickly recovered, reaching USD 56.5 billion in FY2022 and surging further to USD 69.7 billion in FY2023. The recovery highlights strong consumer demand and industry resilience despite earlier challenges. This upward momentum continued in FY2024, with turnover rising to USD 74.1 billion, representing year-over-year growth of around 6.3%, before crossing the USD 80 billion mark in FY2025. Over the entire period from FY2020 to FY2025, the market expanded at an impressive CAGR of 10.2%, reflecting both robust domestic demand and strengthening supply-side capacity.

Finally, the growth of the **Indian automotive market** itself is a key driver of competition. The increasing demand for vehicles in India is creating a larger market for machined components. This growth is attracting both domestic and foreign players, leading to increased competition. The future of the machined components industry in India will depend on how companies adapt to these evolving factors and position themselves for growth in this dynamic market.

For further details, please refer to the chapter titled "***Industry Overview***" beginning on Page No. 92 of this Draft Prospectus.

### 2. Summary of Business

Our company is non-ferrous pressure die cast components manufacturer and certified with ISO 9001:2015, IATF 16949:2016, ISO 14001:2015 & ISO 45001:2018, specializing in High-Pressure Die Casting, Machining and painting of non-ferrous components catering to various entities in the automotive, agriculture and white goods. In an automotive sector component to be used in wide spectrum of vehicles, including two-wheelers, four wheelers, heavy vehicles etc. and in white goods for washing machine, compressor and industrial application. Our product portfolio encompasses a diverse range of Aluminium & Zinc components such as Inside Rear View Mirror, Base Frames for Mirror, Brackets for Wiper, Housing, Engine parts, Brake parts, FFD, PCB Cover, Manifold, Pump Body, Starter motor & Pulleys/Inner Hub for washing machine and Head covers for compressor, etc.

Our Company was originally incorporated as "HGI Automotives Private Limited" a private limited company under the Companies Act, 1956 with the Registrar of Companies ("ROC"), N.C.T. Delhi & Haryana pursuant to Certificate of Incorporation dated June 01, 1998. Subsequently, our Company was converted to a public limited company, pursuant to a special resolution passed by the shareholders of our Company at the Extra-Ordinary General Meeting held on March 19, 2025 and the name of our Company was changed from "HGI Automotives Private Limited" to "HGI Automotives Limited", vide certificate of incorporation dated April 22, 2025 issued by the Registrar of Companies, CPC, Manesar.

For further details, please refer to chapter titled **"*Our Business*"** beginning on Page No. 121 of this Draft Prospectus.

### 3. Promoters

The Promoters of our company are Mr. Suresh Chand Garg, Mr. Deepak Gupta, Mrs. Kusum Gupta and M/S. SSK Automotive Private Limited. For details, refer section titled ***"Our Promoters and Promoter Group"*** on page 170 of this Draft Prospectus.

### 4. Details of the Issue

Our Company is proposing the public issue of up to 75,00,000 equity shares of face value of ₹ 10/- each of HGI Automotives Limited (" HGI Automotives Limited" or the "Company" or the "Issuer", and such equity shares the "Equity Share") for cash at a price of ₹ [●]/- per Equity Share including a share premium of ₹ [●]/- per Equity Share (the "Issue Price") aggregating up to ₹ [●] lakhs (the "Issue"), of which [●] Equity Shares of face value of ₹ 10/- each for cash at a price of ₹ [●]/- per equity share including a share premium of ₹ [●]/- per equity share aggregating to ₹ [●] lakhs will be reserved for subscription by market maker to the Issue (the "Market Maker Reservation Portion"). The Issue less the Market Maker Reservation Portion i.e. Net issue of [●] Equity Shares of face value of ₹ 10/- each at a price of ₹ [●]/- per Equity Share including a share premium of ₹ [●]/- per Equity Share aggregating to ₹ [●] lakhs is herein after referred to as the "Net Issue". The Issue and the Net Issue will constitute up to [●] % and up to [●] %, respectively, of the post issue paid up Equity Share capital of our company. The face value of the Equity Shares is ₹ 10/- each.

## 5. Objects of the Issue

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

| Particulars | Estimated amount (₹ in lacs) |
|---|---|
| Gross proceeds of the Fresh Issue | [●] |
| (Less) Issue expenses in relation to the Fresh Issue[(1)] | [●] |
| Net Proceeds[(2)] | [●] |

*(1) For details with respect to sharing of fees and expenses please refer to "Issue Expenses".*
*(2) To be finalized upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC.*

## 6. Utilization of Net Issue Proceeds

*(₹ in lacs)*

| Sr. No. | Particulars | Estimated amount |
|---|---|---|
| 1. | Prepayment or repayment of outstanding borrowings availed by our Company | Upto 1,350.00 |
| 2. | Meeting Capex Requirement for purchasing plant and machinery | Upto 2,808.06 |
| 3. | General Corporate Purposes | [●] |
| 4. | Issue Related Expenses | [●] |

**The amount utilized for general corporate purposes shall not exceed 15% of the amount being raised by the issuer or 10 crores whichever is lower.*

For further details, please see chapter titled **"*Objects of the Issue*"** beginning on Page No. 66 of this Draft Prospectus.

## 7. Aggregate Pre-Issue Shareholding of Promoters and Promoter Group

Following are the details of the pre-Issue shareholding of Promoters:

| Sr. No. | Name of the Shareholders | Pre-Issue | |
|---|---|---|---|
| | | Number of Equity Shares | % of Pre-Issue Equity Share Capital |
| | ***Promoters*** | | |
| 1. | Suresh Chand Garg | 52,78,240 | 30.77 |
| 2. | Kusum Gupta | 30,68,790 | 17.89 |
| 3. | Deepak Gupta | 31,79,000 | 18.53 |
| 4. | SSK Automotive Private Limited | 53,75,000 | 31.34 |
| | ***Promoter Group*** | | |
| 5. | Tannu Gupta | 740 | Negligible |
| 6. | Avantika Gupta Bhatia | 1,000 | 0.01 |
| 7. | S. C. Garg (HUF) | 2,37,500 | 1.38 |
| **Total** | | **1,71,40,270** | **99.93** |

Our Promoter Group holds shareholding in our Company.

## 8. Shareholding Pattern of Promoters / Promoter Group and additional Top 10 Shareholders of the Company:

| Sr. No. | Name of the Shareholders | Pre-Issue | | Post-Issue | |
|---|---|---|---|---|---|
| | | Number of Equity Shares | % of Pre-Issue Equity Share Capital | Number of Equity Shares | % of Post-Issue Equity Share Capital |
| | ***Promoters*** | | | | |
| 1. | Suresh Chand Garg | 52,78,240 | 30.77 | [●] | [●] |
| 2. | Kusum Gupta | 30,68,790 | 17.89 | [●] | [●] |
| 3. | Deepak Gupta | 31,79,000 | 18.53 | [●] | [●] |
| 4. | SSK Automotive Private Limited | 53,75,000 | 31.34 | [●] | [●] |
| | ***Promoter Group*** | | | | |
| 5. | Tannu Gupta | 740 | Negligible | [●] | [●] |
| 6. | Avantika Gupta Bhatia | 1,000 | 0.01 | [●] | [●] |
| 7 | S. C. Garg (HUF) | 2,37,500 | 1.38 | [●] | [●] |
| | ***Top 10 Shareholders*** | | | | |
| 8. | Sonika Gupta | 12,500 | 0.07 | [●] | [●] |
| | **Total** | **1,71,52,770** | **100** | [●] | [●] |

***Notes:***
*1. Includes all options that have been exercised until date of this Draft Prospectus and any transfers of equity shares by existing shareholders after the date of the pre-issue and price band advertisement until date of draft prospectus.*
*2. Based on the Issue price of ₹ [●] and subject to finalization of the basis of allotment.*
*3. As on the date of this Draft Prospectus, we have total 8 (Eight) shareholders, out of which only 1 (One) is Public Shareholder.*

## 9. Summary of Financial Information

Following are the details as per the Restated Financial Information as at the Financial Years ended on March 31, 2025, 2024 and 2023:

*(₹ in lacs)*

| S. No. | Particulars | March 31, 2025 | March 31, 2024 | March 31, 2023 |
|---|---|---|---|---|
| 1. | Share Capital | 171.53 | 171.53 | 171.53 |
| 2. | Net Worth | 1,776.15 | 926.71 | 596.29 |
| 3. | Revenue from operations | 12,137.33 | 9,957.14 | 8,409.27 |
| 4. | Profit after Tax | 858.09 | 364.42 | 211.90 |
| 5. | Basic & Diluted Earnings per Share (Post Bonus) | 5.00 | 2.12 | 1.24 |
| 6. | Net Asset Value per equity share (Post Bonus) | 10.35 | 5.40 | 3.48 |
| 7. | Total borrowings | 4,265.99 | 2,739.34 | 2,264.42 |

For further details, please refer to the section titled **"*Financial Information*"** beginning on Page No. 178 of this Draft Prospectus.

## 10. Auditor qualifications which have not been given effect to in the Restated Financial Information

There are no adverse qualifications in the restated financial information of company.

## 11. Summary of Outstanding Litigation

A summary of the pending tax proceedings and other material litigations involving our Company and our Promoters is provided below:

**a) Litigations involving our Company**

i) Cases filed against our Company:

| Nature of Litigation | Number of matters outstanding | Amount involved* (₹ in lacs) |
|---|---|---|
| Criminal matters | Nil | N.A. |
| Actions taken by regulatory authorities | Nil | N.A. |
| Material civil litigations | 3 | Not ascertainable |

ii) Cases filed by our Company:

| Nature of Litigation | Number of matters outstanding | Amount involved (₹ in lacs) |
|---|---|---|
| Criminal matters | Nil | N.A. |
| Actions taken by regulatory authorities | Nil | N.A. |
| Material civil litigations | Nil | N.A. |

*iii) Tax Proceedings:*

| Nature of Litigation | Number of matters outstanding | Amount involved (₹ in lacs) |
|---|---|---|
| Direct Tax Matter | Nil | N.A. |
| Indirect Tax Matter | Nil | N.A. |
| Total | Nil | N.A. |

**b) Litigations involving our Promoters**

*i) Cases filed against our Promoters:*

| Nature of Litigation | Number of matters outstanding | Amount involved (₹ in lacs) |
|---|---|---|
| Criminal matters | Nil | N.A. |
| Actions taken by regulatory authorities | Nil | N.A. |
| Material civil litigations | Nil | N.A. |

*ii) Cases filed by our Promoters*:

| Nature of Litigation | Number of matters outstanding | Amount involved (₹ in lacs) |
|---|---|---|
| Criminal matters | Nil | N.A. |
| Actions taken by regulatory authorities | Nil | N.A. |
| Material civil litigations | Nil | N.A. |

*iii) Tax Proceedings:*

| Nature of Litigation | Number of matters outstanding | Amount involved (₹ in lacs) |
|---|---|---|
| Direct Tax Matter | Nil | N.A. |
| Indirect Tax Matter | Nil | N.A. |
| **Total** | **Nil** | **N.A.** |

**c) Litigations involving our Directors** (other than Promoters)

*i) Cases filed against our director's (other than Promoters):*

| Nature of Litigation | Number of matters outstanding | Amount involved (₹ in lacs) |
|---|---|---|
| Criminal matters | Nil | N.A. |
| Actions taken by regulatory authorities | Nil | N.A. |
| Material civil litigations | Nil | N.A. |

*ii) Cases filed by our director's (other than Promoters):*

| Nature of Litigation | Number of matters outstanding | Amount involved (₹ in lacs) |
|---|---|---|
| Criminal matters | Nil | N.A. |
| Actions taken by regulatory authorities | Nil | N.A. |
| Material civil litigations | Nil | N.A. |

*iii) Tax Proceedings:*

| Nature of Litigation | Number of matters outstanding | Amount involved (₹ in lacs) |
|---|---|---|
| Direct Tax Matter | Nil | N.A. |
| Indirect Tax Matter | Nil | N.A. |
| Total | Nil | N.A. |

**d) Litigations involving our Key Managerial Personnel** (other than Promoters)

*iv) Cases filed against our Key Managerial Personnel (other than Promoters):*

| Nature of Litigation | Number of matters outstanding | Amount involved (₹ in lacs) |
|---|---|---|
| Criminal matters | Nil | N.A. |
| Actions taken by regulatory authorities | Nil | N.A. |
| Material civil litigations | Nil | N.A. |

*v) Cases filed by our Key Managerial Personnel (other than Promoters):*

| Nature of Litigation | Number of matters outstanding | Amount involved (₹ in lacs) |
|---|---|---|
| Criminal matters | Nil | N.A. |
| Actions taken by regulatory authorities | Nil | N.A. |
| Material civil litigations | Nil | N.A. |

*vi) Tax Proceedings:*

| Nature of Litigation | Number of matters outstanding | Amount involved (₹ in lacs) |
|---|---|---|
| Direct Tax Matter | Nil | N.A. |
| Indirect Tax Matter | Nil | N.A. |
| Total | Nil | N.A. |

For further details, please refer to the chapter titled **"*Outstanding Litigations and Material Developments*"** beginning on Page No. 192 of this Draft Prospectus.

**12. Risk Factors**

Please refer to the section titled **"*Risk Factors*"** beginning on Page No. 25 of this Draft Prospectus.

**13. Summary of Contingent Liabilities**

As per the Restated Financial Information for the Financial Years ended on March 31, 2025, 2024 and 2023, there are no contingent liabilities of our Company which have been recognized and reported in the Restated Financial Information. For further details, please refer to the chapter titled **"*Restated Financial Statements*"** beginning on Page No. 178 of this Draft Prospectus.

**14. Summary of Related Party Transactions**

**Related Party Disclosures are given below:**

Based on restated financial statement here is the details of related party transactions during the Year ended 31st March 2025, 31st March 2024, and 31st March, 2023 and balances outstanding as at Year ended 31st March 2025, 31st March 2024, and 31st March, 2023.

| Name of Persons | Designation |
|---|---|
| Suresh Chand Garg | Promoter & Managing Director |
| Kusum Gupta | Promoter & Director |
| Deepak Gupta | Promoter, Whole- Time Director & CFO |
| Vimal Chand Jain | Independent Director |
| Suresh Kumar | Independent Director |
| Ashutosh Raj | Company Secretary |

| | |
|---|---|
| S C Garg (HUF) | Karta-S C Garg |
| Ashish Bhatia | Relative of Director |
| Shelly Bansal | Relative of Director |
| Goel Paints & Sanitary Store | Prop. is Relative of Director |
| Goel Hardware Store | Prop. is Relative of Director |
| Tannu Gupta | Relative of Director |
| Avantika Gupta Bhatia | Relative of Director |
| SSK Automotive Private Limited | Associate Company |

**Transactions with Key Managerial Personnel: -**

**(Rs. In Lakhs)**

**a) Share Capital Issued During the Year**

| Name of Person | Designation | March 31st, 2025 | March 31st, 2024 | March 31st, 2023 |
|---|---|---|---|---|
| Suresh Chand Garg | Director | 0.00 | 0.00 | 7.41 |
| Kusum Gupta | Director | 0.00 | 0.00 | 12.96 |
| Tannu Gupta | Relative of Director | 0.00 | 0.00 | 7.41 |
| Total | | 0.00 | 0.00 | 27.78 |

**b) Loans taken from Director & Their Relatives Details:-**

| Name of Person | Designation | March 31st, 2025 | March 31st, 2024 | March 31st, 2023 |
|---|---|---|---|---|
| Suresh Chand Garg | Managing Director | | | |
| Opening Balance | | 0.00 | 0.00 | 18.24 |
| Add:- Loan/Advances Received | | 0.00 | 0.00 | 0.00 |
| Less:- Loan/Advances Repaid | | 0.00 | 0.00 | 18.24 |
| Closing Balance | | 0.00 | 0.00 | 0.00 |
| | | | | |
| Kusum Gupta | Director | | | |
| Opening Balance | | 53.82 | 51.06 | 85.92 |
| Add:- Loan/Advances Received | | 5.10 | 6.14 | 6.14 |
| Less:- Loan/Advances Repaid | | 58.91 | 3.38 | 41.00 |
| Closing Balance | | 0.00 | 53.82 | 51.06 |
| | | | | |
| Deepak Gupta | Whole-time Director | | | |
| Opening Balance | | 3.43 | 3.10 | 5.62 |
| Add:- Loan/Advances Received | | 0.41 | 0.37 | 0.38 |
| Less:- Loan/Advances Repaid | | 3.84 | 0.04 | 2.90 |
| Closing Balance | | 0.00 | 3.43 | 3.10 |
| | | | | |
| Suresh Chand Garg (HUF) | Karta-S C Garg | | | |
| Opening Balance | | 54.45 | 49.13 | 46.26 |
| Add:- Loan/Advances Received | | 6.16 | 5.90 | 4.87 |
| Less:- Loan/Advances Repaid | | 60.61 | 0.59 | 2.00 |
| Closing Balance | | 0.00 | 54.45 | 49.13 |
| | | | | |
| Tannu Gupta | Relative of Director | | | |
| Opening Balance | | 0.00 | 0.00 | 36.55 |
| Add:- Loan/Advances Received | | 0.00 | 0.00 | 1.08 |
| Less:- Loan/Advances Repaid | | 0.00 | 0.00 | 37.64 |
| Closing Balance | | 0.00 | 0.00 | 0.00 |

| | | | | |
|---|---|---|---|---|
| | | | | |
| Avantika Gupta Bhatia | Relative of Director | | | |
| Opening Balance | | 37.72 | 37.72 | 37.72 |
| Add:- Loan/Advances Received | | 3.69 | 4.54 | 4.06 |
| Less:- Loan/Advances Repaid | | 41.40 | 4.54 | 4.06 |
| Closing Balance | | 0.00 | 37.72 | 37.72 |
| | | | | |
| SSK Automotive Pvt.Ltd. (Security Deposits) | Associate Company | | | |
| Opening Balance | | 12.00 | 0.00 | 0.00 |
| Add:- Security Deposit Given | | 9.00 | 12.00 | 0.00 |
| Less:- Security Deposit Received Back | | 0.00 | 0.00 | 0.00 |
| Closing Balance | | 21.00 | 12.00 | 0.00 |

**c) Transaction with Key Managerial Personnel**

| Name of Person | Designation | Nature of Transactions | March 31st, 2025 | March 31st, 2024 | March 31st, 2023 |
|---|---|---|---|---|---|
| Suresh Chand Garg | Managing Director | | | | |
| Director remuneration | | Remuneration/Salary | 42.00 | 42.00 | 28.50 |
| Interest on Loan | | Interest Credited / Paid | 0.00 | 0.00 | 0.00 |
| | | | 42.00 | 42.00 | 28.50 |
| Kusum Gupta | Director | | | | |
| Director remuneration | | Remuneration/Salary | 9.00 | 3.00 | 0.00 |
| Interest on Loan | | Interest Credited / Paid | 5.10 | 6.14 | 6.82 |
| | | | 14.10 | 9.14 | 6.82 |
| | | | | | |
| Deepak Gupta | Whole-Time Director & CFO | | | | |
| Director remuneration | | Remuneration/Salary | 36.00 | 30.00 | 21.00 |
| Interest on Loan | | Interest Credited / Paid | 0.41 | 0.37 | 0.42 |
| | | | 36.41 | 30.37 | 21.42 |
| | | | | | |
| Total | Remuneration/Salary | | 87.00 | 75.00 | 49.50 |
| Total | Interest Credited / Paid | | 5.50 | 6.51 | 7.24 |

**d) Transactions with Related Parties**

| Particulars | Relation | Nature of Transactions | March 31st, 2025 | March 31st, 2024 | March 31st, 2023 |
|---|---|---|---|---|---|
| Suresh Chand Garg (HUF) | Karta-S C Garg | Interest on Loan | 6.16 | 5.90 | 5.42 |
| Avantika Gupta Bhatia | Relative of Director | Interest on Loan | 3.69 | 4.54 | 4.51 |
| Tannu Gupta | Relative of Director | Interest on Loan | 0.00 | 0.00 | 0.61 |
| Ashish Bhatia | Relative of Director | Salary | 12.00 | 8.42 | 7.39 |
| Shelly Gupta | Relative of Director | Salary | 10.80 | 7.20 | 0.00 |
| Goel Paints & Sanitary Store | Prop. is Relative of Director | Purchases | 2.40 | 5.23 | 0.45 |
| Goel Hardware Store | Prop. is Relative of Director | Purchases | 0.00 | 0.00 | 7.72 |
| SSK Automotive Pvt. Ltd. | Associate Company | Security Deposit | 21.00 | 12.00 | 0.00 |
| SSK Automotive Pvt. Ltd. | Associate Company | Rent on Building | 78.50 | 72.00 | 60.00 |
| SSK Automotive Pvt. Ltd. | Associate Company | Corporate Guarantee | 44.25 | 35.28 | 0.00 |

For further details, please refer "*Annexure: Related Party Disclosures*" from the chapter titled **"*Restated Financial Statements*"** beginning on Page No. 178 of this Draft Prospectus.

**15. <u>Financials Arrangements</u>**

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

**16. Weighted Average Price of the Equity Shares acquired by our Promoters in the last one year preceding the date of this Draft Prospectus**

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

| Name of Promoters | No. of shares acquired in last one year from the date of this Draft Prospectus | Weighted Average Price (in ₹)* |
|---|---|---|
| Suresh Chand Garg | 4750416 | NIL# |
| Kusum Gupta | 2761911 | NIL# |
| Deepak Gupta | 3064000 | NIL^ |
| SSK Automotive Private Limited | 4837500 | NIL# |

* As certified by M/s. NGMKS & Associates, Chartered Accountants, by way of their certificate dated September 12, 2025.
^ Allotment of Equity Shares by way of bonus and transfer of Equity Shares for cash and gift.
# Allotment of Equity Shares by way of bonus.

**17. Cost of Acquisition of Equity Shares for Promoters**

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

| Name of Promoters | No. of shares held | Average Cost of Acquisition (in ₹)* |
|---|---|---|
| Suresh Chand Garg | 52,78,240 | 1.40 |
| Kusum Gupta | 30,68,790 | 1.01 |
| Deepak Gupta | 31,79,000 | 0.35 |
| SSK Automotive Private Limited | 53,75,000 | 0.40 |

* As certified by M/s. NGMKS & Associates, Chartered Accountants, by way of their certificate dated September 29, 2025.

**18. Pre-IPO Placement**

Our Company does not contemplate any issuance or placement of Equity Shares in this Issue until the listing of the Equity Shares.

**19. Issue of equity shares made in last one year for consideration other than cash**

Except as set out below, our Company has not issued any Equity Shares for consideration other than cash in the one (1) year preceding the date of this Draft Prospectus.

| Date of Allotment | No. of Equity Shares | Face Value (Rs.) | Issue Price (Rs.) | Reasons for Allotment | Benefits Accrued to our Company | Name of Allottee | No. of Shares Allotted |
|---|---|---|---|---|---|---|---|
| July 11, 2025 | 1,54,37,493 | 10.00 | Nil | Bonus Issue in the ratio of 9:1 i.e. 9 Equity Shares for every 1 Equity Share held by the Shareholders | Capitalization of Securities Premium & Reserve * | Suresh Chand Garg | 47,50,416 |
| | | | | | | Kusum Gupta | 27,61,911 |
| | | | | | | Deepak Gupta | 10,35,000 |
| | | | | | | SSK Automotive Pvt Ltd | 48,37,500 |
| | | | | | | S. C. Garg-HUF | 2,13,750 |
| | | | | | | Tannu Gupta | 10,71,666 |
| | | | | | | Avantika Gupta Bhatia | 7,56,000 |
| | | | | | | Sonika Gupta | 11,250 |

*Above allotment of shares has been made out of Securities Premium & Reserve available for distribution to shareholders and no part of revaluation reserve has been utilized for the purpose.

For further details regarding Issue of Shares please refer chapter titled **"*Capital Structure*"** on Page 54of this Draft Prospectus.

**20. Split or consolidation of Equity Shares in the last one year**

No split or consolidation of equity shares has been made in the last one year prior to filing of this Draft Prospectus.

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

Our Company has not applied or received any exemptions from SEBI from complying with any provisions of securities laws.

*(The remainder of this page is intentionally left blank)*

## SECTION III – RISK FACTORS

An investment in the Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Prospectus, including the risks and uncertainties described below, before making an investment in the Equity Shares. In making an investment decision, prospective investors must rely on their own examination of us and the terms of the Issue including the merits and risks involved. The risks described below are not the only ones relevant to us, our Equity Shares, the industry or the segment in which we operate. Additional risks and uncertainties, not presently known to us or that we currently deem immaterial may arise or may become material in the future and may also impair our business, results of operations and financial condition. If any of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occur, our business, results of operations, cash flows and financial condition could be adversely affected, the trading price of our Equity Shares could decline, and as prospective investors, you may lose all or part of your investment. You should consult your tax, financial and legal advisors about particular consequences to you of an investment in this Issue. The financial and other related implications of the risk factors, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are certain risk factors where the financial impact is not quantifiable and, therefore, cannot be disclosed in such risk factors.

To obtain a complete understanding, you should read this section in conjunction with the sections ***"Industry Overview"***, ***"Our Business"*** **and** ***"Management's Discussion and Analysis of Financial Position and Results of Operations"*** on pages 92, 121 and 184 of this Draft Prospectus, respectively. The industry-related information disclosed in this section that is not otherwise publicly available is derived from D&B Report.

This Draft 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, in the section titled **"Forward-Looking Statements"** on page 17 of this Draft 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 the context requires otherwise, the financial information of our Company has been derived from the Restated Financial Information.

***Materiality: The Risk Factors have been determined on the basis of their materiality.***

The following factors have been considered for determining the materiality of Risk Factors:
- Some events may not be material individually but may be found material collectively;
- Some events may have material impact qualitatively instead of quantitatively; and
- Some events may not be material at present but may have a material impact in future.

1) ***Our manufacturing operations are primarily concentrated in the state of Haryana, as both of our key production facilities Unit-I and Unit-II located in Faridabad. Such concentration of manufacturing facility, reliance of local infrastructure may increase vulnerability of operations of the company.***

Our manufacturing operations are primarily concentrated in the state of Haryana, with both of our key production facilities **Unit-I** and **Unit-II** are presently located in **Faridabad**. Due to this geographic concentration, our business operations are exposed to various region-specific risks, including but not limited to local economic slowdowns, labour unrest, political disturbances, infrastructure bottlenecks, power supply interruptions, natural calamities, adverse weather conditions, and regulatory changes specific to the region. Any disruption at either or both of these facilities could have a material adverse effect on our business operations, production schedules, financial condition, and overall results of operations. Moreover, this concentration limits our ability to hedge against regional risks through operational diversification.

Unlike companies with geographically diversified production facilities, we lack the flexibility to shift production quickly to alternative sites in the event of unforeseen circumstances affecting Faridabad. Any prolonged disruption at either or both of our facilities could result in significant production losses, delays in fulfilling customer orders, breach of contractual obligations, reputational damage, and financial losses. In the absence of adequate mitigation strategies or alternate manufacturing locations, our dependence on a single region for production operations may materially and adversely affect our business operations, financial performance, and future growth prospects. For further details please refer "Properties" in ***"Our Business"*** on page 121 in this Draft Prospectus.

2) ***Our revenue share was concentrated in (2/4 wheelers and white goods) segment for the fiscal March 31, 2025, 2024 and 2023. Such concentration, in the long run may result into dependence on a single segment of consumers.***

A significant portion of our revenue is derived from customers operating in the two-wheeler, four-wheeler and white goods segment of the automobile industry. Our product portfolio, customer base, and operations are thus heavily aligned with the demand trends, production cycles, and growth patterns of this specific segment. Any adverse developments affecting this segment including declining sales, changes in consumer preferences, regulatory changes (such as emission norms or electric vehicle mandates), or slowdown in production by OEMs could adversely impact our business, financial condition, and results of operations. Additionally, our limited diversification across other automotive segments may increase our vulnerability to segment-specific risks and reduce our ability to offset adverse trends through other revenue streams.

| Sr. No. | Particulars | 2024-25 | | 2023-24 | | 2022-23 | |
|---|---|---|---|---|---|---|---|
| | | Revenue from operations | in % of Revenue from Operations | Revenue from operations | in % of Revenue from Operations | Revenue from operations | in % of Revenue from Operations |
| 1 | Two Wheeler segment | 1179.37 | 9.72 | 1002.05 | 10.06 | 797.64 | 9.49 |
| 2 | Four Wheeler segment | 6673.28 | 54.98 | 3990.63 | 40.08 | 3059.26 | 36.38 |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| 3 | Agriculture segment | 265.85 | 2.19 | 218.95 | 2.20 | 193.39 | 2.30 |
| 4 | White Goods segment | 3531.92 | 29.10 | 4239.52 | 42.58 | 3840.67 | 45.67 |
| 5 | Industrial Applications segment | 486.92 | 4.01 | 505.99 | 5.08 | 518.32 | 6.16 |
| **Total** | | **12137.33** | **100.00** | **9957.14** | **100.00** | **8409.27** | **100.00** |

This concentration also increases our vulnerability to competitive pressures and cyclical downturns in the specific vehicle segment. In the absence of a diversified revenue base across other automotive or non-automotive verticals, we may face challenges in sustaining growth and profitability if the segment underperforms. While we continue to explore opportunities to diversify our product offerings and customer segments, there can be no assurance that such initiatives will succeed or sufficiently mitigate the risks associated with our current revenue concentration.

***3) Our company may face frequent discontinuation of products. Further, our failure to identify and understand evolving industry trends and preferences and to develop new products to meet our customers' demands may materially adversely affect our business.***

Our Company is exposed to frequent product discontinuation, which may arise due to evolving industry trends, changes in customer preferences, technological advancements, modifications in product mix by OEMs, or regulatory requirements. Such developments may render certain of our products obsolete or less attractive, often resulting in their discontinuation on a regular basis. This creates challenges in capacity planning, inventory management, and maintaining revenue stability. Although we strive to anticipate market trends and develop new and enhanced products in line with customer requirements, there can be no assurance that we will be able to secure the necessary technological knowledge, equipment, or technical assistance on a timely basis, or at all, to successfully implement our strategies.

Further, to compete effectively in the automotive components industry, we must be able to develop and produce new products in a timely manner to meet customer demand. However, we cannot assure you that we will always be able to install and commission equipment in time for the start of production, or that transitioning our facilities and resources to new programs will not affect production rates or operational efficiency. In the past, we have incurred capital expenditures to develop products to meet customer demands, which were subsequently delayed at the customer end due to postponement of product launches. Frequent product turnover also limits our ability to recover investments made in tooling, research and development, and production infrastructure, which may result in underutilized assets, inefficiencies, and potential write-downs. Consequently, our failure, or that of our customers, to successfully introduce or launch new products and programs could materially adversely affect our business, financial condition, and results of operations.

***4) Our registered office cum manufacturing plant at Unit-I and Unit-II are not owned by our company.***

Our company operates through its registered office and manufacturing activities from Unit I and Unit II, located in Faridabad, Haryana, which are premises that we do not own but operate from on rent basis. Unit I is owned by our Corporate Promoter i.e. SSK Automotive Private Limited. As we do not have ownership rights over these properties, we are subject to risks associated with leasehold arrangements, including changes in lease terms, and potential disputes with landlords. Any failure to renew or maintain these leases on favorable terms, or at all, could disrupt our manufacturing operations, result in relocation costs, and adversely impact our business continuity, financial condition, and results of operations.

For further details for registered office and manufacturing unit, please refer "Properties" in ***"Our Business"*** on page 121 in this Draft Prospectus.

***5) Our company derives a significant part of our revenue from few customers and the loss of any of these customers or a significant reduction in purchases by any of them and if our customers opt for backward integration, it could adversely affect our business, results of operations and financial condition.***

Our company derives a significant portion of our revenue from a limited number of customers. Specifically, 20.10%, 24.31%, and 25.87% of our revenue from operations for the financial years ended March 31, 2025, 2024, and 2023, respectively, was attributable to our top customer. As a result, our business performance is closely linked to the purchase decisions and operational stability of these customers. The loss of any key customer, a substantial reduction in their order volumes, changes in their procurement policies, or any deterioration in our commercial terms with them could have a material adverse effect on our revenue, profitability, and cash flows.

The following is breakup of Top one, Top three, Top five and Top ten customers of our company for the financial years ended March 31, 2025, 2024, and 2023.

| Particulars | Top Customers as a percentage (%) of Revenue from Operations | | |
|---|---|---|---|
| | FY 2024-25 | FY 2023-24 | FY 2022-23 |
| Top 1 | 20.10 | 24.31 | 25.87 |
| Top 3 | 42.33 | 49.13 | 51.69 |
| Top 5 | 57.67 | 65.33 | 69.27 |
| Top 10 | 78.56 | 85.13 | 89.76 |

Furthermore, our customers may choose to undertake backward integration by developing or manufacturing in-house the products or components we currently supply. If such initiatives are implemented, it could lead to the partial or complete discontinuation of business with us, adversely impacting our revenues and growth prospects. Our reliance on a concentrated customer base also limits our bargaining power and increases our exposure to customer-specific risks, including delayed payments or changes in strategic direction. While we continue to explore opportunities to diversify our customer portfolio, there can be no assurance that such efforts will yield immediate or sufficient results to mitigate these risks.

***6) Our company procures a significant part of our purchases from few suppliers and the loss of any of these suppliers or a significant reduction in purchases from any of them, it could adversely affect our business, results of operations and financial condition.***

Our Company procures a significant portion of its raw materials and components from a limited number of suppliers. Specifically, 34.84%, 15.41%, and 24.18% of our total purchases for the financial years ended March 31, 2025, 2024, and 2023, respectively, was attributable to our top supplier. The availability, quality, and timely delivery of these materials are critical to our manufacturing operations and our ability to meet customer requirements. The loss of any key supplier, or a significant reduction in the supply of materials from any of them whether due to capacity constraints, pricing disputes, financial instability, regulatory issues, or other operational challenges could disrupt our production schedules and adversely affect our ability to fulfil customer orders.

The following is breakup of Top one, Top three, Top five and Top ten supplier of our company for the financial years ended March 31, 2025, 2024, and 2023.

| Particulars | Top Suppliers as a percentage (%) of Total Purchase | | |
|---|---|---|---|
| | FY 2024-25 | FY 2023-24 | FY 2022-23 |
| Top 1 | 34.84 | 15.41 | 24.18 |
| Top 3 | 58.77 | 38.50 | 48.09 |
| Top 5 | 71.41 | 54.54 | 62.22 |
| Top 10 | 93.69 | 78.62 | 85.49 |

Further, our dependence on a concentrated supplier base reduces our bargaining power and increases our vulnerability to supply chain disruptions. Any delay or inability to identify and qualify alternate suppliers in a timely and cost-effective manner could result in increased procurement costs, lower profit margins, and production downtime. These factors could materially and adversely impact our business operations, financial condition, and results of operations.

7) ***There are certain discrepancies and non-compliances noticed in some of our Statutory Reporting and/or records relating to filing of returns and deposit of statutory dues with the Statutory authorities.***

Our company has at several instances, delayed in filing of ESIC and TDS Returns. The details of delayed filings are as below:

| Statutory due(s) | Amount involved (in Rs.) | Period of delay (in days) |
|---|---|---|
| **F.Y 2024-25** | | |
| **Tax deducted at source (Other than Salary)** | | |
| (Months) | | |
| April'2024 | 331 | 2 |
| May'2024 | 172 | 2 |
| September' 2024 | 300 | 2 |
| December' 2024 | 6825 | 2 |
| **Total** | **7,628** | |
| **Employee state insurance contributions** | | |
| (Months) | | |
| July'2024 | 13,769 | 3 |
| August'2024 | 13,275 | 3 |
| September'2024 | 14,462 | 3 |
| **Total** | **41,506** | |
| **F.Y 2023-24** | | |
| **Tax deducted at source (Other Than Salary)** | | |
| (Months) | | |
| April'2023 | 346 | 3 |
| May'2023 | 300 | 3 |
| **Total** | **646** | |
| **F.Y 2022-23** | | |
| **Tax deducted at source (Other Than Salary)** | | |
| (Months) | | |
| April'2022 | 500 | 3 |
| January'2023 | 585 | 3 |
| March'2023 | 314 | 3 |
| **Total** | **1,399** | |

**The table set forth below are the details of the statutory dues paid by our Company during the period ended on March 31, 2025, 2024 and 2023:**

| Particulars | March 31, 2025 | | March 31, 2024 | | March 31, 2023 | |
|---|---|---|---|---|---|---|
| | No. of employees covered | Total Dues paid (in Rs.) | No. of employees covered | Total Dues paid (in Rs.) | No. of employees covered | Total Dues paid (in Rs.) |
| Contribution to employee state insurance corporation | 19 | 1,60,578 | 13 | 1,31,234 | 21 | 1,66,991 |
| Contribution to provident fund | 26 | 9,27,513 | 21 | 7,76,486 | 15 | 6,48,819 |

| Particulars | March 31, 2025 | March 31, 2024 | March 31, 2023 |
|---|---|---|---|
| | Total Dues paid (in Rs.) | Total Dues paid (in Rs.) | Total Dues paid (in Rs.) |
| Income tax | Not Filed | 1,50,93,583 | 52,30,584 |
| Tax deductions at source (Salary) | 27,97,600 | 22,53,000 | 13,32,800 |
| Tax deductions at source (Other Than Salary) | 68,51,197 | 47,98,170 | 29,52,531 |
| Goods and services tax | 29,50,09,986 | 19,53,57,509 | 17,07,23,854 |
| Labor welfare fund | 1,16,044 | 95,598 | 64,214 |

The delays in payment have occurred due to delay in reconciliation of accounts with customers, delay in bill settlement. Also, sometimes these delays were also due to administrative and technical issues on the portal during these periods. As regards corrective measure company has filed all the returns due with late filing fees and has designated compliance officer to ensure that all the compliance related matters are taken care of on real time basis and have further intacted the internal controls to ensure that the flaws are cured in time. If any action is taken by the concerned authority in the matter and in the event of any penalty being imposed against the Company by the concerned authority, the financials of the company shall be adversely affected.

***8) There are certain discrepancies/errors/non-filings which have occurred in some of our corporate secretarial records relating to forms filed with the RoC and other provisions of Companies Act, 1956/2013. Consequently, we may be subject to regulatory actions and penalties.***

There have been certain inadvertent discrepancies and inconsistencies in some of our historical statutory filings and in maintenance of corporate records of our Company. For instance (i) our Company had incurred procedural lapses in relation to filing of e-form ADT-1 for reappointment of Statutory Auditors for the period 2018-19 to 2022-23 in the AGM held on September 29, 2018, and appointment of statutory auditors for the FY 2023-24 and 2024-25 for a single year instead of the prescribed five-year term, (ii) in the past, our Company failed to file e-form 32 on the MCA Portal with respect to regularisation of the appointment of Mr. Deepak Gupta from Additional Director to Director through an Ordinary Resolution passed at the Extra Ordinary General Meeting held on August 21, 2012. However, Our Company has, suo moto filed separate compounding applications before Hon'ble Regional Director, Northern Region, Delhi for compounding the penalties for the aforesaid Non - compliances under the Companies Act, 2013. Further, our Company has made an application to RoC for removal of e-form DIR-12 filed on September 29, 2024 from its record which was inadvertently filed by the Company with respect to regularisation and appointment of Mr. Deepak Gupta as Whole Time Director.

The Company has created different charges on its properties which are registered as reflecting on MCA Portal. However, there have been certain discrepancies in relation to filing of e-forms with respect to creation, modification and satisfaction of charges. At the time of renewals of certain facilities, e-forms were filed for charge creation instead of modifying existing charges, resulting in multiple charge IDs being reflected on the MCA21 portal for the same facilities. In addition to that, Our Company repaid loan secured against Charge ID 100109935 & 100094906 and obtained No Objection Certificates dated September 29, 2022 & October 21, 2024 respectively from the Charge holder i.e. Piramal Capital & Housing Finance Ltd. but till date, our Company is unable to file e-Form with respect charge satisfaction i.e. CHG-4 due to certain internal reasons attributable to the said lender, and as a result, the aforesaid charges continue to be reflected as outstanding on the MCA21 portal. The Company is actively coordinating with the respective lenders and the Registrar of Companies to rectify the records.

Further, in the past, certain clerical errors and inadvertent discrepancies have occurred in the filing of statutory forms with the RoC, including the selection of incorrect options in e-Form DPT-3 for FY 2020-21 to 2023-24, inconsistencies between e-Forms MGT-7, AOC-4, directors' reports and the Company's internal records and certain non-disclosures in the Board Reports as required u/s 134 of the Companies Act, 2013 as amended. While on the date of this Draft Prospectus, there is no statutory action that has been initiated against our Company in relation to aforesaid matters, we cannot assure you that the said actions will not be initiated against our Company in future.

***9) We are unable to trace certain government approvals and licenses of the company.***

Our Company is required to operate under various statutory approvals, licenses, and authorizations mandated by applicable laws for carrying

on its operations. Further, original copies of certain government approvals and licenses for the earlier period are presently not traceable. However, the original copy of the respective renewals thereof as disclosed in the chapter titled "Government and Other Approvals" on page no. 198 of this Draft Prospectus are available with the Company.

In the event that the relevant authorities / stakeholders request the production of the aforementioned documents, the Company may be unable to provide them. Further, the Company may not be in a position to address issues related to the issuance or renewal of the required approvals at the relevant time in the past. This could result in regulatory action / directives. While the Company intends to take all reasonable steps to obtain duplicate copies or renew the necessary licenses where possible, there is no assurance that such efforts will be successful or completed in a timely manner.

***10) We have not found the records of certain statutory forms filed in past and historical and secretarial information in relation to certain disclosures.***

Our Company is unable to trace copies of certain prescribed forms filed with the Registrar of Companies ("RoC"), including, inter alia, (i) forms in respect of the allotment of 128,300 and 65,000 equity shares on March 31, 1999, and (ii) filings of profit and loss accounts in Form 23ACA for the financial years 2005-06 to 2013-14. We have obtained a search report dated September 29, 2025, issued by B. S. Vyas & Associates, Practicing Company Secretaries, (having peer review certificate bearing number 6217/2024), pursuant to their inspection and independent verification of the documents available or maintained by our Company, the Ministry of Corporate Affairs at the MCA Portal and the RoC. Our Company has already submitted a request and details of such non traceable records with the RoC, Delhi on September 15, 2025 for access to such documents. In the absence of such records, certain relevant disclosures have been made on the basis of copy of the Minutes, Certified copy of the Resolutions and Register of Members as the case may be provided by the Company. While we believe that the aforesaid forms were duly filed with the RoC within the prescribed timelines, we have not been able to obtain copies of the same. Although our Company has made efforts to retrieve these documents, there is no assurance that such records will be available in the future. Further, despite of the efforts, we are also not able to trace the bank statements for certain initial allotments and share transfers. Accordingly, we cannot confirm with certainty that these filing were made within the prescribed time limits, or at all. While no regulatory action or litigation is currently pending against our Company in relation to the untraceable filings, we cannot assure you that the RoC or other regulatory authorities will not initiate action or impose penalties in the future in this respect. Further, our reliance is placed on the independent search report provided by the practising company secretary, and we cannot assure you as to the accuracy or completeness of such report.

***11) Our Company has obtained quotations for the plant and machinery as one of the object of the Issue. However, our Company has not yet placed firm orders for the same, and any delay or non-procurement may affect our expansion plans and returns.***

As detailed in the section titled **"Objects of the Issue"** on page 66 of this Draft Prospectus, a portion of the Net Proceeds is proposed to be utilised towards the purchase and installation of plant and machinery to expand our manufacturing operations. Our Company has received quotations from vendors for the proposed capital expenditure. However, as on the date of this Draft Prospectus, our Company has not yet placed orders for the said plant and machinery/equipments.

The non-placement of these orders at this stage exposes us to various risks, including potential cost escalations, delays in delivery, changes in technical specifications, or unavailability of the required machinery within the expected timeline. Any such delays or cost overruns could adversely impact our implementation schedule, delay the expected benefits from the proposed expansion, and affect our return on investment. There can be no assurance that we will be able to procure the identified plant and machinery on time, within budget, or on terms favorable to us, which may materially affect our operations, financial condition, and the successful deployment of the Net Proceeds of the Issue.

***12) We have not got appraised the object of the issue from third part such as bank or financial institution.***

The deployment of the Net Proceeds of the Issue, as described in the section titled ***"Objects of the Issue"*** on page 66 of this Draft Prospectus, has not been independently appraised or verified by external agency, such as a bank or financial institution. The estimates and assumptions relating to the proposed utilization of the proceeds have been formulated internally by our management based on their understanding and experience. This is based on current conditions and is subject to change in light of changes in external circumstances, costs, business initiatives, other financial conditions or business strategies and we have not presently entered into any definitive agreements for the use of Net Proceeds.

While we believe the proposed objects are in the best interest of the Company, there can be no assurance that the intended benefits will be realized as planned or within the expected timeframes and costs. In the absence of an independent appraisal, there is a risk that the internal estimates may not accurately reflect market conditions or project execution realities. Such risk and uncertainty may limit or delay our efforts to use the Net Proceeds to achieve profitable growth in our business.

***13) Our operations are exposed to risks arising from unforeseen events such as lockdowns, fire, and labour unrest. Any such disruptions may impact our manufacturing activities, supply chain, and overall business performance.***

Our company's manufacturing and business operations are subject to various unforeseen events such as government-imposed lockdowns (including due to pandemics or public emergencies), fire accidents, and labour strikes or other forms of industrial unrest. Any such incident may lead to temporary or prolonged shutdown of our facilities, disruption in production schedules, delays in order fulfilment, or damage to equipment and inventory. For instance, lockdowns can result in restrictions on movement of personnel and raw materials, while fire incidents may cause physical damage and operational downtime. Similarly, labor strikes or disputes could impact workforce availability and halt production. Any material disruption caused by these factors could adversely affect our business, financial performance, and reputation.

***14) Our company maintains insurance coverage for its assets, including those at Unit I and Unit II; however, such coverage may not be adequate to fully compensate for all potential losses or damages arising from unforeseen events.***

Our company maintains insurance coverage for its assets including those located at Unit I and Unit II, however, the insurance may not be adequate to cover all potential losses arising from events such as fire, natural disasters, machinery breakdown, theft, or other unforeseen incidents. In the event of a significant loss or damage, any shortfall between the insured amount and the actual loss incurred could have a material adverse effect on our business operations, financial condition, and results of operations.

15) ***Our company does not have long-term or firm contractual agreements with any of our customers or suppliers, and our engagements are typically based on purchase orders.***

Our company does not typically enter into long-term or binding volume-based agreements with any of our customers or suppliers. Our business transactions are largely conducted on the basis of purchase orders or short-term arrangements, which are subject to change or cancellation at the discretion of either party. As a result, we do not have firm commitments that guarantee a stable order book or uninterrupted supply of raw materials and components.

The absence of long-term contracts with customers exposes us to the risk of reduced or cancelled orders, pricing renegotiations, or shifts in procurement preferences at short notice. Similarly, the lack of long-term agreements with suppliers may result in raw material shortages, supply chain disruptions, or increased procurement costs, especially in periods of high demand or limited availability.

These factors limit our ability to forecast revenues and production volumes accurately, making our business operations vulnerable to volatility in both supply and demand. Any sudden change in our commercial relationships could have a material adverse impact on our business continuity, operational efficiency, and financial condition.

16) ***Our success largely depends upon the knowledge and experience of our Promoters, Directors and our Key Managerial Personnel as well as our ability to attract and retain them. Any loss of our Promoters, Directors or Key Managerial Personnel or our ability to attract and retain them could adversely affect our business, financial condition and results of operations.***

Our success is significantly dependent on the continued involvement, knowledge, and experience of our Promoters, Directors and Key Managerial Personnel (KMPs). Their strategic direction, deep industry insights, and familiarity with our operations and business environment have been instrumental in shaping our growth and stability. The loss of any of these individuals, whether due to resignation, retirement, health reasons, or otherwise, could disrupt our operations, delay decision-making, and negatively impact our ability to execute our business strategies effectively.

Furthermore, as we grow and expand, our ability to attract, retain, and integrate qualified professionals with relevant experience will be critical to our continued success. The market for skilled personnel, particularly in the automotive and manufacturing sectors, is highly competitive, and we may not always be able to recruit or retain suitable talent on commercially reasonable terms. Any inability to maintain a strong and stable leadership or to build a capable second line of management may adversely affect our business operations, financial condition, and long-term prospects.

17) ***There may be delay in implementation of Objects funded from the Net proceeds of the Issue.***

The funds that we receive would be utilized for the objects of the Issue in the manner stated in the chapter titled *"Objects of the Issue"* beginning on Page No. 66 of this Draft Prospectus. While we have prepared an implementation schedule based on internal assessments and vendor inputs, there can be no assurance that the project will be completed within the estimated timeline or cost.

Potential delays may arise due to factors such as unforeseen technical challenges, delays in procurement or delivery of equipment, vendor-related issues, changes in regulatory requirements, labour shortages, or force majeure events. Any delay in Objects implementation may defer the realization of expected benefits, increase project costs, or adversely affect our overall business plan and financial performance. Such delays could also lead to inefficient utilization of the Net Proceeds and may negatively impact investor perception.

18) ***The disclosures relating to the educational qualifications and work experience of our Independent Directors in this Draft Prospectus are based on declarations, affidavits, and undertakings furnished by them, and in certain cases, primary documentary evidence is unavailable.***

One of our Independent Directors, Mr. Suresh Agarwal, has been unable to trace copies of certain documents pertaining to his educational qualifications. Consequently, his educational qualifications have been disclosed in this Draft Prospectus based on publicly information available on the online portal of the educational institution and documents furnished by him.

Similarly, our another Independent Director, Mr. Vimal Chand Jain, has been unable to trace documents relating to his partnership with Vimal Chand Jain & Co. since October 1, 1986. His work experience has therefore been disclosed in this Draft Prospectus on the basis of partnership deed and documents furnished by Mr. Jain.

There can be no assurance that Mr. Agarwal and Mr. Jain will be able to trace such non traceable documents at present and accordingly, we cannot assure you that all or any of the information relating to the educational qualifications of Mr. Agarwal and the work experience of Mr. Jain, as disclosed in the section titled ***"Our Management"*** on page 161 of this Draft Prospectus, is complete, true, or accurate.

19) ***There are outstanding litigation proceedings against our Company. Any adverse outcome in such proceedings may have an adverse impact on our reputation, business, financial condition, results of operations and cash flows.***

Certain legal proceedings as mentioned below involving our Company are pending at different levels of adjudication before various 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.

**Litigations involving our Company**

| Nature of Litigation | Number of matters outstanding | Amount involved* (₹ in lacs) |
|---|---|---|
| Criminal matters filed against our Company | Nil | N.A. |
| Actions taken by regulatory authorities against our Company | Nil | N.A. |
| Material civil litigations filed against our Company | 3 | Not ascertainable |
| Criminal matters filed by our Company | Nil | N.A. |
| Material civil litigations filed by our Company | Nil | N.A. |

| Nature of Litigation | Number of matters outstanding | Amount involved* (₹ in lacs) |
|---|---|---|
| Direct Tax Matter | 1 | Not ascertainable |
| Indirect Tax Matter | Nil | N.A. |

There can be no assurance that litigations involving our Company will be decided in favour of our Company, and consequently it may divert the attention of our management and consume our corporate resources. If such claims are determined against Company, there could be a material adverse effect on our reputation, business, financial condition and results of operations, which could adversely affect the trading price of our Equity Shares.

For further details, please refer to the chapter titled **"*Outstanding Litigations and Material Developments*"** beginning on Page No. 192 of this Draft Prospectus.

***20) We have applied for registration of certain trademarks which are pending with the authority. Any inability to protect our intellectual property or any claims that we infringe on the intellectual property rights of others could have a material adverse effect on us.***

As on date, we have made two trademark applications for registration of our logo, one under Class 6 of the Trade Mark Act, 1999 vide application number "6660151" and other under Class 12 of the Trade Mark Act, 1999 vide application number "6660152" with the Trade Marks Registry which are pending. There can be no assurance that we will be able to successfully obtain the registration in a timely manner or at all, which may affect our ability to use the logo in the future. We may not be able to prevent infringement of our trademarks and a passing off action may not provide sufficient protection until such time that this registration is granted.

Pending the registration of the trademark, any third party may use the above-mentioned trademark and we may have a lesser recourse to initiate legal proceedings to protect our intellectual property. Further, our application for the registration of trademark may be opposed by third parties, and we may have to incur significant cost in relation to these oppositions. In the event we are not able to obtain registration due to opposition by third parties or if any injunctive or other adverse order is issued against us in respect of the trademark, we may not be able to use such trademark and / or avail the legal protection or prevent unauthorized use of such trademark by third parties, which may adversely affect our goodwill and business.

For further details see "***Our Business - Intellectual Property***" and "***Government and Other Approvals***" on pages 121 and 198 respectively.

***21) We require certain approvals and licenses in the ordinary course of business and are required to comply with certain rules and regulations to operate our business, any failure to obtain, retain and renew such approvals and licences or comply with such rules and regulations may adversely affect our operations.***

We require several statutory and regulatory permits, licenses and approvals to operate our business, some of which are either received or applied for. Many of these approvals are subject to periodical renewal. Any failure to renew the approvals that may expire, or to apply for the required approvals, licences, registrations or permits, or any suspension or revocation of any of the approvals, licences, registrations and permits that have been or may be issued to us, could result in delaying the operations of our business, which may adversely affect our business, financial condition, results of operations and prospects.

Additionally, some of our permits, licenses and approvals are subject to several conditions and we cannot provide any assurance that we will be able to continuously meet such conditions or be able to prove compliance with such conditions to the statutory authorities, which may lead to the cancellation, revocation or suspension of relevant permits, licenses or approvals which may result in the interruption of our operations and may have a material adverse effect on our business, financial condition, cash flows and results of operations. If we fail to comply with all applicable regulations or if the regulations governing our business or their implementation change, we may incur increased costs, be subject to penalties or suffer a disruption in our business activities, any of which could adversely affect our results of operations. For further details, see ***"Key Industry Regulations and Policies"*** **and** ***"Government and Other Approvals"*** for permits/licenses required for the business on pages 152 and 198, respectively of this Draft Prospectus

***22) Our Company's manufacturing activities are labour intensive and depend on availability of labour. In case of unavailability of such labour, our business operations could be affected.***

Our operations and manufacturing process are labour intensive and depends on our ability to retain labour. In case such labour is unavailable or we are unable to identify and retain such labour our business could be adversely affected. But, we cannot guarantee that we may be able to continue with the same on favourable terms or at all. Any such failure may impact the operations, business process and profitability.

Additionally, we have seen an increasing trend in manpower costs in India, which has had a direct impact on our employee costs and consequently, on our margins. Further, the minimum wage laws in India may be amended leading to upward revisions in the minimum wages payable in one or more states. We may need to increase compensation and other benefits in order to attract and retain key personnel in the future and that may materially affect our costs and profitability. We cannot assure you that as we continue to grow our business in the future, our employee costs coupled with operating expenses will not significantly increase.

***23) Our business depends on timely logistics and supply chain operations, which are vulnerable to disruptions from delays, infrastructure issues, or regulatory changes. Such disruptions could increase costs and delay deliveries, adversely impacting our operations and financial performance.***

Our business relies heavily on third-party logistics providers for the transportation of raw materials to our manufacturing facilities and finished goods to our customers. The efficiency and timeliness of these logistics operations are critical to our overall supply chain management and production schedules. Any disruption in logistics services whether due to transportation delays, fuel price fluctuations, infrastructure bottlenecks, labour strikes, or regulatory changes could interrupt the smooth flow of materials and products, impacting our ability to meet customer demand on time.

Additionally, factors such as natural disasters, geopolitical tensions, or other unforeseen events could further exacerbate supply chain disruptions. Such interruptions may result in increased operational costs, delayed production or deliveries, contractual penalties, or loss of

customer confidence. Prolonged or repeated logistics challenges could materially and adversely affect our business operations, financial performance, and reputation in the market.

***24) Our Company may have potential conflict of interest due to our Corporate Promoter is being authorised to engage in a similar line of business.***

As of the date of this Draft Prospectus, Our Promoter Company, SSK Automotive Private Limited, is authorized through its main objects specified in its MOA to engage in similar line of business as our company and may undertake such business in future. Although our Company and the Corporate Promoter are separate and distinct legal entities, such overlap in business lines could give rise to potential conflicts of interest, including competition for business opportunities, customers, suppliers, resources, or management focus.

To address this risk, our Company has executed a non-compete and non-solicit agreement with the Corporate Promoter on August 21, 2025. While this agreement seeks to restrict direct competition and solicitation of employees, clients, or business opportunities, there can be no assurance that it will fully eliminate or mitigate all potential conflicts in practice. In the event that any such conflict arises and is not adequately managed, it may adversely affect our business operations, competitive position and reputation.

***25) Our manufacturing facilities may face under-utilization due to fluctuations in demand, operational inefficiencies, or supply chain constraints. Prolonged under-utilization could increase our fixed costs per unit and negatively impact our profitability and financial performance.***

Our company's manufacturing facilities have a certain installed capacity based on current machinery and infrastructure. However, there can be no assurance that we will consistently operate at optimal capacity utilization levels. Factors such as fluctuations in customer demand, delays in order inflows, supply chain disruptions, operational inefficiencies, or production bottlenecks may result in under-utilization of our manufacturing capacity. Prolonged or significant under-utilization can lead to higher fixed costs per unit of production, adversely affecting our margins, profitability, and overall financial performance. Additionally, under-utilization may limit our ability to achieve economies of scale and impact our competitiveness in the market.

***26) Our Company does not currently have any forward cover for foreign exchange exposures, leaving it vulnerable to currency fluctuations. Adverse movements in exchange rates may impact its financial performance.***

The Company is exposed to foreign exchange rate fluctuations arising from its import and/or export transactions. As on the date of this Draft Prospectus, the Company has not availed any forward contracts or hedging mechanisms to mitigate the risk of adverse movements in foreign currency exchange rates. In the absence of such forward cover or hedging arrangements, any significant volatility in exchange rates may adversely affect the Company's cost structure, revenue realization, profitability, and overall financial performance. There can be no assurance that future exchange rate movements will be favourable, or that the Company will be able to pass on such impacts to its customers.

***27) Our company currently has outstanding export obligations. If we fail to meet these obligations, we may be required to pay customs duty along with interest to the department***

The details of our pending export obligations as on the date of this draft prospectus, are as follows:

| SR.NO. | PARTICULARS | EPCG LICENSE NO | FOB VALUE TO BE DONE *(Rs. In Lakhs)* | FOB VALUE DONE *(Rs. In Lakhs)* | BALANCE FOB Value *(Rs. In Lakhs)* |
|---|---|---|---|---|---|
| 1 | EPCG Authorization dt 24.06.2024 Validity Expires on: 24.06.2030 | 0531026291 | 529.64 | 441.37 | 88.27 |
| 2 | EPCG Authorization dt 23.08.2024 Validity Expires on: 23.08.2030 | 0531027344 | 134.65 | 112.21 | 22.44 |
| 3 | EPCG Authorization dt 23.08.2024 Validity Expires on: 23.08.2030 | 0531027346 | 197.36 | 164.47 | 32.89 |

However, if circumstances beyond the company's control prevent us from fulfilling these obligations within the prescribed timeframe or if we are unable to secure an extension from the authorities, we may be liable to pay a duty along with applicable interest. This could have a significant adverse impact on the company's financial position.

**28) *Our ERP System is Not Fully Functional and We Rely on Manual Monitoring of Inventory and Manufacturing.***

Our Company has implemented an ERP software system to manage its operations; however, as on the date of this Draft Prospectus, the ERP system is not fully functional for all modules, particularly in relation to inventory and manufacturing processes. Consequently, critical aspects of inventory monitoring, production control, and related record-keeping are currently managed and monitored manually by our personnel.

Reliance on manual processes increases the risk of human errors, clerical mistakes, delays, and inefficiencies in recording and tracking operational data. Such limitations may lead to inaccurate reporting, mismanagement of inventory levels, production planning inefficiencies, and operational bottlenecks. Further, any lapses in internal controls or errors arising from manual intervention could adversely impact the Company's operational efficiency, financial reporting accuracy, and overall business performance.

While the Company intends to progressively integrate its ERP system to cover all functional areas and reduce reliance on manual processes, there can be no assurance that such implementation will be completed in a timely manner or without technical challenges. Until full automation is achieved, the risks associated with manual dependency may adversely affect the Company's business, operations, and financial condition.

***29) Activities involving our manufacturing process can cause injury to people or property in certain circumstances. A significant disruption at any of our manufacturing facilities may adversely affect our production schedules, costs, sales and ability to meet customer demand.***

Although we employ safety procedures in the operation of our manufacturing facilities and maintain what we believe to be adequate insurance, there is a risk that an accident may occur at any of our manufacturing facilities. An accident may result in personal injury to our employees, destruction of property or equipment, environmental damage, manufacturing or delivery delays, or may lead to suspension of our operations and/or imposition of liabilities. Any such accident may result in litigation, the outcome of which is difficult to assess or quantify, and the cost to defend such litigation can be significant. As a result, the costs to defend any action or the potential liability resulting from any such accident or death or arising out of any other litigation, and any negative publicity associated therewith, may have a negative effect on our business, financial condition, results of operations, cash flows and prospects.

***30) If we are unable to manage our growth effectively and further expand into new markets our business, future financial performance and results of operations could be materially and adversely affected.***

The success of our business will depend on our ability to effectively implement our business and growth strategy. As part of our growth strategy, we aim to, among other things, continue to grow our businesses as and when opportunities exist including by Continuing to strengthen our existing product portfolio with attractive growth and profitability prospects, to strive for cost efficiency, attracting and retaining talented employees and focusing on consistently meeting quality standards.

As we continue to grow our business and expand into newer markets, we may face several challenges, including as set forth below:
• acquiring new customers;
• identifying customer requirements and preferences in such markets;
• obtaining approvals and certifications for our products in such jurisdictions;
• making accurate assessments of the resources we will require;
• preserving a uniform culture, values and work environment;
• developing and improving our internal administrative infrastructure, particularly our financial, operational, communications, internal control and other internal systems;
• recruiting, training and retaining sufficient skilled management, technical and marketing personnel;
• maintaining high levels of customer satisfaction; and
• adhering to expected performance and quality standards.

In pursuing our growth strategy, we will require additional capital investments and cash outlays, which may have a material impact on our cash flows and results of operations.

Our operating expenses and capital requirements may increase significantly pursuant to our expansion plans. Our ability to manage our growth effectively requires us to forecast accurately our sales, growth and manufacturing capacity and to expend funds to improve our operational, financial and management controls, reporting systems and procedures. An inability to implement our future business plan, manage our growth effectively, further expand into new markets or failure to secure the required funding on favourable terms or at all could have a material and adverse effect on our business, future financial performance and results of operations.

***31) Our company has entered into related party transactions on the date of filing of this draft prospectus.***

The Company has entered into certain transactions with related parties, including promoters, directors, and entities in which they have significant influence. While these transactions are conducted on an arm's length basis and in the ordinary course of business, they may give rise to potential conflicts of interest.

Such related party transactions could result in terms that are less favourable to the Company compared to transactions with independent third parties. Additionally, these transactions may attract scrutiny from regulatory authorities, and other stakeholders. There can be no assurance that such transactions will not have an adverse effect on the Company's operations or results. For further details, please refer to Note -26 in the Financial statements beginning on page 178 of this draft prospectus.

***32) Our ability to pay any dividends will depend upon future earnings, financial condition, cash flows and working capital requirements.***

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our Dividend history refer to the Section **"*Dividend Policy*"** on page 177 of this Draft Prospectus.

***33) The deployment of funds raised through this Issue shall be subject to any Monitoring Agency and shall also be dependent on the discretion of the management of our Company.***

As the issue size shall be more than ₹5000 Lakhs, under Regulation 262 of the SEBI ICDR Regulations it is required that a monitoring agency be appointed by our Company, for overseeing the deployment and utilization of funds raised through this Issue. Therefore, the deployment of the funds towards the Objects of this Issue is entirely at the discretion of our Board of Directors and is subject to monitoring by external independent agency. Our Board of Directors along with the Audit Committee will monitor the utilization of Issue proceeds and shall have the flexibility in applying the proceeds of this Issue. However, the management of our Company shall not have the power to alter the objects of this Issue except with the approval of the Shareholders of the Company given by way of a special resolution in a general meeting, in the manner specified in Section 27 of the Companies Act, 2013. Additionally, the dissenting shareholders being those shareholders who have not agreed to the proposal to vary the objects of this Issue, our Promoters shall provide them with an opportunity to exit at such price, and in such manner and conditions as may be specified by the SEBI, in respect to the same. For further details, please refer to the chapter titled **— "*Objects of the Issue*"** on page 66 of the Draft Prospectus.

***34) The average cost of acquisition of Equity Shares by our Promoters is lower than the issue price.***

Our Promoters average cost of acquisition of Equity Shares in our Company is lower than the Issue Price of the shares proposed to be offered though this Draft Prospectus. For further details regarding the average cost of acquisition of Equity Shares by our Promoters in our Company, please refer to page no. 170 of this Draft Prospectus.

***35) The requirements of being a public listed company may strain our resources and impose additional requirements.***

With the increased scrutiny of the affairs of a public listed company by shareholders, regulators and the public at large, we will incur significant legal, accounting, corporate governance and other expenses that we were not required to incur in the past. We will also be subject to the provisions of the listing agreements signed with the Stock Exchange. In order to meet our financial control and disclosure obligations, significant resources and management supervision will be required. As a result, management's attention may be diverted from other business concerns, which could have an adverse effect on our business and operations. There can be no assurance that we will be able to satisfy our reporting obligations. In addition, we will need to increase the strength of our management team and hire additional legal and accounting staff with appropriate public company experience and accounting knowledge and we cannot assure that we will be able to do so in a timely manner. Failure of our Company to meet the listing requirements of stock exchange, if any, could lead to imposition of penalties, including suspension of trading in shares of the Company.

***36) Certain sections of this Draft Prospectus disclose information from the D&B Report which has been commissioned and paid for by us exclusively in connection with the issue and any reliance on such information for making an investment decision in the issue is subject to inherent risks.***

Certain sections of this Draft Prospectus include information based on, or derived from, the Industry Research Report on "Industry Report on Machine Components Used in the Automotive Industry" dated September 26, 2025 prepared and issued by D&B India, which has been exclusively commissioned and paid for by our Company in connection with the issue. D&B India is an independent agency which has no relationship with our Company, our Promoters, Promoter group entities and any of our Directors or KMPs. Further, D&B Report is prepared based on information as of specific dates and may no longer be current or reflect current trends. Certain information in this Report is subject to limitations and is also based on estimates, projections, forecasts and assumptions that may prove to be incorrect. The D&B Report uses certain methodologies for market sizing and forecasting. Furthermore, the D&B Report is not a recommendation to invest/ disinvest in any company covered in the D&B Report. Accordingly, Investors should not place undue reliance 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 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 Prospectus based on, or derived from, the D&B Report before making any investment decision regarding the Offer. For further details, see **"Industry Overview"** on page 92.

***37) Any future issuance of Equity Shares may dilute your shareholdings, and sale of the Equity Shares by our major shareholders may adversely affect the trading price of our Equity Shares.***

Any future equity issuances by our Company may lead to the dilution of investors' shareholdings in our Company. In addition, any sale of substantial Equity Shares in the public market after the completion of this Issue, including by our major shareholders, or the perception that such sales could occur, could adversely affect the market price of the Equity Shares and could significantly impair our future ability to raise capital through offerings of the Equity Shares. We cannot predict what effect, if any, market sales of the Equity Shares held by the major shareholders of our Company or the availability of these Equity Shares for future sale will have on the market price of our Equity Shares.

***38) We have contingent liabilities and our financial condition could be adversely affected if any of these contingent liabilities materializes.***

As of March 31, 2025, contingent liabilities disclosed in the notes to our audited and Restated Financial Statements aggregated ₹ 146.30 lakhs. The following table sets forth our contingent liabilities as at March 31, 2025, March 31, 2024 and March 31, 2023 as per the Restated Financial Statements:

| Particulars | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|---|
| Claims against the company by acknowledged as Debt | | | |
| i) Kotak Mahindra FD on Lien for Pollution Control Board, Haryana | 2.69 | 2.40 | - |
| ii) Duty Saved due to Duty Free Import against Export Commitment | 143.61 | 59.57 | 88.20 |
| **Total** | **146.30** | **61.97** | **88.20** |

In the event any such contingencies mentioned above were to materialize or if our contingent liabilities were to increase in the future, our financial condition could be adversely affected. For further details, see the section titled Financial Information - Note – 41 of this Draft Prospectus.

***39) Our Promoters have provided guarantees as security for certain facilities availed by our Company. If these guarantees are revoked, we may be unable to procure alternative guarantees satisfactory to our lenders, which may adversely affect our business, results of operations, cash flows and financial condition.***

Our Promoters, Suresh Chand Garg, Kusum Gupta, Deepak Gupta and SSK Automotive Private Limited have provided guarantees as security for certain facilities availed by our Company. For further details, see "Financial Indebtedness" on page 181. If any of the guarantees are

revoked, our lenders may require alternative guarantees or cancel such facilities, entailing repayment of amounts outstanding under such facilities. If we are unable to procure alternative guarantees satisfactory to our lenders, we may need to seek alternative sources of capital, which may not be available to us at commercially reasonable terms or at all, or to agree to more onerous terms under our financing agreements, which may limit our operational flexibility. Accordingly, our business, results of operations, cash flows and financial condition may be adversely affected by the revocation of all or any of the guarantees provided by our Promoters, in connection with our Company's borrowing.

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

We engage independent contractors through whom we engage contract labourers for performance of certain functions at our Existing Manufacturing Facility. Although we do not engage these labourers directly, we are responsible for any wage and statutory payments to be made to such labourers in the event of default by such independent contractors. Any requirement to fund their wage requirements may have an adverse impact on our results of operations and our financial conditions. In addition, we may be liable for or exposed to litigations, sanctions, penalties or losses arising from accidents or damages caused by our workers or contractors.

***41) None of the Directors of the Company have experience of being a director of a public listed company.***

The Directors of the Company do not have the experience of having held directorship of public listed company. Accordingly, they have limited exposure to management of affairs of the listed company which inter-alia entails several compliance requirements and scrutiny of affairs by shareholders, regulators and the public at large that is associated with being a listed company. As a listed company, the Company will require to adhere strict standards pertaining to accounting, corporate governance and reporting that it did not require as an unlisted company. The Company will also be subject to the SEBI Listing Regulations, which will require it to file audited annual and unaudited quarterly reports with respect to its business and financial condition. If the Company experiences any delays, we may fail to satisfy its reporting obligations and/or it may not be able to readily determine and accordingly report any changes in its results of operations as promptly as other listed companies. Further, as a publicly listed company, the Company will need to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions. In order to maintain and improve the effectiveness of the Company's disclosure controls and procedures and internal control over financial reporting, significant resources and management attention will be required. As a result, the Board of Directors of the Company may have to provide increased attention to such procedures and their attention may be diverted from our business concerns, which may adversely affect our business, prospects, results of operations and financial condition. In addition, we may need to hire additional legal and accounting staff with appropriate experience and technical accounting knowledge, but we cannot assure you that we will be able to do so in a timely and efficient manner.

***42) We are subject to performance risk from third-party contractors, and operational risks associated with the engagement of third-party contractors and our employees.***

We rely on third-party contractors for the manufacturing of our certain products with respect to our manufacturing operations. While we have different vendors, we remain subject to the risk that the third-party contractors will not perform their obligations. If the third-party contractors do not perform their obligations or if they deliver any components that have a manufacturing defect or do not comply with the specified quality standards and technical specifications, we may have to enter into new contracts with other contractors at a higher cost or suffer schedule disruptions. Changing a contractor may incur additional costs in finding a replacement service provider or experience significant delays.

***43) Our business is dependent on the adequate and uninterrupted supply of electrical power at a reasonable cost. Our Company does not have suitable power back-up to meet power failure exigencies. Failure on account of unavailability of electrical power and water may restrict us in utilizing our full capacity and, hence, may impact our business and results of operation.***

Our manufacturing units require significant electricity supply and any interruption in the such supply may temporarily disrupt our operations. Since, we have a high-power consumption, any unexpected or unforeseen increase in the tariff rates can increase the operating cost of our manufacturing units and thereby cause an increase in the production cost which we may not be able to pass on to our customers. There are limited number of electricity providers in the areas from where we operate due to which in case of a price hike, we may not be able to find a cost-effective substitute, which may negatively affect our business, financial condition, cash flows and results of operations.

Additionally, we require water for process in manufacturing of our products and for human consumption. At present, we fulfill our said water requirement from Municipal Corporation, Faridabad at our manufacturing units. Any disruption / non availability of water or any failure on our part to arrange alternate sources of water supply, in a timely manner shall directly affect our production which in turn shall have an impact on operations and results of our Company.

For further details, please refer to the chapter titled "Our Business" under the heading "Utilities & Infrastructure Facilities" on page 121 of this Draft Prospectus.

***44) Our Promoters, Directors and Key Management Personnel may also have interests in us other than reimbursement of expenses incurred and normal remuneration or benefits.***

Our Promoters may also be interested in our Company to the extent of the Equity Shares held by them in our Company, and any dividends, bonuses or other distributions on such Equity Shares. For details of shareholding of our Promoters in our Company, see **"Capital Structure** –Details of shareholding of our Promoters and members of the Promoter Group in our Company" on page 54 of this Draft Prospectus. Our Promoters Mr. Suresh Chand Garg, Mr. Deepak Gupta, and Mrs. Kusum Gupta shall be deemed to be interested to the extent of salary payment to their relatives and purchases from the Promoter Group Entity/(ies). Our Promoters Moreover, they may be considered interested on the Loan provided by them, their relatives and related entities Our Corporate Promoter SSK Automotive Private Limited shall be interested with respect to receipt of amount by way of rent and corporate guarantee fee received from the Company. For further details, refer the section titled ***"Related Party Transactions"*** under the chapter title ***"Restated Financial Statements"*** on page 178 of this Draft Prospectus. Our Promoters and Executive Directors are also interested to the extent of any related party transactions with our Company including remuneration, payment of dividend if any etc. For details on related party transactions, see **"Restated Financial Statements"** on page 178 of this Draft Prospectus.

Further, our Directors may be interested in our Company to the extent of their shareholding in our Company. For details of shareholding of our directors in our Company, see **"Our Management** - shareholding of Directors in our Company" on page 161 of this Draft Prospectus.

***45) A significant portion of our Company's revenue from operations is attributable predominantly from Haryana and Uttar Pradesh.***

A significant portion of our Company's total revenue is attributable predominantly from Haryana and Uttar Pradesh. Our Revenues is majorly dependent from the Haryana and Uttar Pradesh states. We generated 41.22% and 37.97% of the revenue from operations from Haryana and Uttar Pradesh respectively for the financial year ended on 31st March, 2025. The heavy reliance on Haryana and Uttar Pradesh exposes our Company to concentration risk. Clients in Haryana and Uttar Pradesh states may contribute a substantial share of our revenue in the future. The loss of a major client or reduced business from significant clients in this region could have a considerable negative impact on our financials. Any adverse economic, regulatory, or business conditions in the said state could significantly impact on our financial performance and overall stability. To reduce revenue dependency from these states, we will strategically focus on expanding our presence into other regions. By diversifying our operations geographically, we aim to balance revenue generation and minimize the impact of regional risks. While we are cognizant of this risk and are actively implementing mitigation strategies, there can be no assurance that unforeseen events or challenges will not affect our financial performance.

***46) Our Promoters and Promoter Group will continue to retain majority shareholding in our Company after the issue, which will allow them to exercise significant influence over us and potentially create conflicts of interest.***

As on date of this Prospectus, our Promoters and Promoter Group hold approximately 99.93% of the share capital of our Company. Accordingly, our Promoters and Promoter Group will continue to exercise significant influence over our business policies and affairs and all matters requiring shareholders' approval, including the composition of our Board, the adoption of amendments to our certificate of incorporation, the approval of mergers, strategic acquisitions or joint ventures and the policies for dividends, lending, investments and capital expenditures. This concentration of ownership also may delay, defer or even prevent a change in control of our Company and may make some transactions more difficult or impossible without the support of these shareholders. The interests of the Promoters and Promoter Group as our controlling shareholder could conflict with our interests or the interests of its other shareholders. We cannot assure you that the Promoters will act to resolve any conflicts of interest in our favour.

***47) An increase in the cost of or a shortfall in the availability of raw materials could have an adverse effect on our business, results of operations and financial condition.***

Production quantity and cost of our products are dependent on our ability to source raw materials at acceptable prices, and maintain a stable and sufficient supply of our major raw materials. There can be no assurance that we will be able to procure all of our future raw material requirements at commercially viable prices.

Furthermore, in the event that such suppliers discontinue their supply to us or if we are unable to source quality raw material from other suppliers at competitive prices, we may not be able to meet our production and sales. Interruption of, or a shortage in the supply of, raw material may result in our inability to operate our production facilities at optimal capacities or at all, leading to a decline in production and sales. An inability to procure sufficient quality raw material at reasonable cost, or an inability to pass on any additional cost incurred on purchase of raw materials to our customers, may adversely affect our operations and financial conditions.

***48) Our business requires significant amount of working capital. If we experience insufficient cash flows from our operations or are unable to borrow funds to meet our working capital requirements, it may materially and adversely affect our business and results of operations.***

Our business requires significant amount of working capital for carrying-out its activities. Consequently, there could be situations where the total funds available may not be sufficient to fulfil our commitments, and hence we may need to incur additional indebtedness in the future, or utilize internal accruals to satisfy our working capital needs. Our future success depends on our ability to continue to secure and successfully manage sufficient amounts of working capital. Further, our ability to arrange financing and the costs of capital of such financing are dependent on numerous factors, including general economic and capital market conditions, credit availability from banks, investor confidence, the continued success of our operations and other laws that are conducive to our raising capital in this manner. As we pursue our growth plan, we expect that we will have to raise additional funds by incurring further indebtedness or issuing additional equity to meet our capital expenditures in the future. If we experience insufficient cash flows or are unable to borrow funds on a timely basis, or, at all, to meet our working capital and other requirements, or to pay our debts, it could materially and adversely affect our business and results of operations. If we are unable to manage our working capital requirements, our business, results of operations and financial condition could be materially and adversely affected. For further information on the working capital facilities currently availed of by us, chapter titled **"Restated Financial Statements"** beginning on Page No. 178 of this Draft Prospectus.

***49) We have not identified any alternate source of raising the funds mentioned as our 'Objects of the Issue'. Any shortfall or delay in raising / meeting the same could adversely affect our growth plans, operations and financial performance.***

Our Company has not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds can adversely affect our growth plan and profitability. The delay/shortfall in receiving these proceeds could result in inadequacy of funds for working capital cycle or may result in us borrowing funds on unfavourable terms, both of which scenarios may affect the business operation and financial performance of the Company.

***50) Information in relation to our installed capacity and capacity utilization of our Manufacturing Units included in this Draft Prospectus is based on various assumptions and estimates, and future production and capacity utilization may vary.***

Information relating to our installed capacities and the capacity utilization of our Manufacturing Units included in this Draft Prospectus is based on various assumptions and estimates of our management, including proposed operations, assumptions relating to availability and quality of raw materials, actual product mix vis-à-vis the products mix envisaged for computation of our installed capacity and assumptions relating

to potential utilization levels and operational efficiencies. While we have obtained a certificate dated September 25, 2025, from M/s Garg & Associates, Independent Chartered Engineer, actual capacities and utilization rates may differ significantly from the estimated installed capacities or estimated capacity utilization information of our facilities. Undue reliance should therefore not be placed on our installed capacity or estimated capacity utilization information for our existing facility included in this Draft Prospectus.

***51) Our Company's failure to maintain the quality standards of the products could adversely impact our business, results of operations and financial condition.***

The demand for our products depends on quality that we market. Any failure of ours to maintain the quality standards may affect our business. Although we have put in place quality control procedures, we cannot assure that our products will always be able to satisfy our customer's quality standards. Any negative sentiments regarding our Company, or products, including those arising from any deterioration in quality of our products or any other unforeseen events could adversely affect our reputation, our operations and our results from operations.

In the event the quality of our products is sub-standard or our products suffer from defects and are returned by our customers due to quality complaints, we might be compelled to take back the sub-standard products and reimburse the cost paid by our customers. Such quality lapses could strain our longstanding relationship with our customers and our reputation and brand image may suffer, which in turn may adversely affect our business, results of operations and financial condition. Our customers may lose faith in the quality of our products and could in turn refuse to further deal in our products, which could have a severe impact on our revenue and business operations. We also face the risk of legal proceedings and product liability claims being brought against us by our customers for defective products sold.

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

Entities in India and abroad could pass off their own products as ours, including counterfeit or pirated products. Certain entities could imitate our brand name, packaging materials or attempt to create look- alike products. As a result, our market share could be reduced due to replacement of demand for our products and deficiency in the quality of the counterfeit products will adversely affect our goodwill. The proliferation of counterfeit and pirated products, and the time and attention lost to defending claims and complaints about counterfeit products could have an adverse effect on our goodwill and our business, prospects, results of operations and financial condition could suffer.

***53) We may be unable to grow our business in international markets, which may adversely affect our business prospects and results of operations.***

Our company seek to expansion into new international markets is important to our long-term prospects. Competing successfully in international markets requires additional management attention and resources to tailor our services to the unique aspects of each new country. We may face various risks, including legal and regulatory restrictions, increased advertising and brand building expenditure, challenges caused by distance, language and cultural differences, in addition to our limited experience with such markets and currency exchange rate fluctuations. International markets require a very high standard of quality of products and our Company may not be able to match the international standards thereby failing to make a brand presence in the international markets. If we are unable to make long-lasting relations with the major customers in the overseas market or if we are unable to justify the quality of our products to them, it may make it difficult for us to enter into such markets. These and other risks, which we do not foresee at present, could adversely affect any international expansion or growth, which could have an adverse effect on our business, results of operations and financial condition. We are subject to environmental and safety regulations that may adversely affect our business and we have been subject to environmental notices in respect of certain of our manufacturing facilities and may be subject to further notices in the future

***54) Failure or disruption of our IT systems may unfavourably affect our business and operations.***

We have implemented certain information technology ("IT") systems to cover key areas of our operations. We are dependent on technology in relation to security and financial accounting. We use modern software i.e. ERP Software by Finsys Systems Limited for Accounting & GST, Starlink & Savvy for Payroll Processing and Webtel-TDS We rely on our IT infrastructure to provide us with connectivity and data backup across our location and functions. We have taken necessary measures to ensure cyber security, data protection from virus attacks and hacking and disaster recovery servers and systems for data retrieval and business continuity. 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 plan, track, record and analyze work in progress and sales, process financial information, manage our creditors, debtors or otherwise conduct our normal business operations, which may increase our costs and otherwise affect our business operations.

***55) 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.***

There is no guarantee that we will accurately assess the creditworthiness of our customers. Macroeconomic conditions, such as a potential credit crisis in the global financial system, could also result in financial difficulties for our customers, including limited access to the credit markets, insolvency or bankruptcy. Such conditions could cause our customers to delay payment, request modifications of their payment terms, or default on their payment obligations to us, all of which could increase our receivables. Timely collection of dues from customers also depends on our ability to complete our contractual commitments and subsequently bill for and collect from our clients. If we are unable to meet our contractual obligations, we might experience delays in the collection of, or be unable to collect, our customer balances, and if this occurs, 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.

***56) Our Company has during the preceding one year from the date of the Draft Prospectus have allotted Equity Shares at a price which is lower than the Issue Price.***

In the last 12 months, we have made allotment of Equity Shares through bonus issue to the Shareholders, which are given without any consideration. We cannot assure you that any issuance of Equity Shares made by our Company post completion of this Issue will be above the Issue Price or the prevailing market price of our Equity Shares. For further details see **"Capital Structure"** on page 54

***57) Our operating results could be adversely affected by weakening of economic conditions due to lock-down in all parts of India and other parts of world & other situation due to pandemic Covid-19.***

Our overall performance depends in part on the economic conditions of India. Certain economies have experienced periods of downturn due to the present situation prevailing in India and outside India due to pandemic disease of Covid- 19 which impacts financial markets, concerns regarding the stability and viability of major financial institutions, declines in gross domestic product, increases in unemployment, volatility in commodity prices and worldwide stock markets, and excessive government debt. The pandemic disease has adversely affected our business. Moreover, the instability in the global economy affects countries in different ways, at different times and with varying severity, which makes the impact to our business unforeseeable and indeterminate. Any of these events, as well as a general weakening of, or declining corporate confidence in the global economy have a material adverse effect on our business, operating results and financial condition.

***58) Any adverse changes in regulations governing our business operations or products or the products of our end-customers, may adversely impact our business, prospects, results of operations and cash flows.***

Government regulations and policies of India can affect the demand for and availability of our products. We may incur and expect to continue incurring costs for compliance with such laws and regulations. Any changes in government regulations and policies, such as the withdrawal of or changes in tax benefits, incentives and subsidies, could adversely affect our business, cash flows and results of operations. An adverse change in the regulations governing the development of our products and use of products by our customers may have an adverse impact on our operations. We cannot assure you that we will be able to comply with such regulatory requirements. If we fail to comply with new statutory or regulatory requirements, there could be a delay in the submission or grant of approval for manufacturing. Moreover, if we fail to comply with the various conditions attached to such approvals, licenses, registrations and permissions once received, the relevant regulatory body may suspend, curtail or revoke our ability to manufacture or market such products

## ISSUE RELATED RISK

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

Following the Issue, we will be subject to a daily "Circuit Breaker" imposed by BSE, which does not allow transactions beyond specified increases or decreases in the price of the Equity Shares. This circuit breaker operates independently of the index-based, market-wide circuit breakers generally imposed by SEBI on Indian stock exchanges. The percentage limit on our circuit breakers will be set by the stock exchange based on the historical volatility in the price and trading volume of the Equity Shares.

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

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

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

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

***61) We cannot assure you that our Equity Shares will be listed on the SME Platform of BSE Limited in a timely manner or at all, which may restrict your ability to dispose of the equity shares.***

Though we shall make best of our efforts to comply with all applicable regulatory, financial and operational requirements for getting the equity shares proposed to be offered through this Draft Prospectus listed on SME Platform of BSE Limited in a time bound manner, yet on account of any change in applicable laws, economic conditions and/or any other reason/s beyond our control, the said shares may not get listed on the SME Platform of BSE Limited in a timely manner or at all, which may restrict your ability to dispose of the equity shares. However, even in such circumstances, the company shall stay fully committed to pay such interest and/or refund the full application amount, as may be required in accordance with the applicable regulatory directives.

***62) The Issue price of our Equity Shares may not be indicative of the market price of our Equity Shares after the Issue and the market price of our Equity Shares may decline below the issue price and you may not be able to Sell your Equity Shares at or above the Issue Price.***

The Issue Price of our Equity Shares will be determined by fixed price method. This price is be based on numerous factors (For further information, please refer chapter titled **"Basis for Issue Price"** beginning on page 85 of this Draft Prospectus) and may not be indicative of the market price of our Equity Shares after the Issue. The market price of our Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Issue Price. Among the factors that could affect our share price include without limitation.

The following:
• Half yearly variations in the rate of growth of our financial indicators, such as earnings per share, net income and revenues;

• Changes in revenue or earnings estimates or publication of research reports by analysts;
• Speculation in the press or investment community;
• General market conditions; and
• Domestic and international economic, legal and regulatory factors unrelated to our performance.

***63) Rights of shareholders under Indian laws 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 including in relation to class actions, under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as shareholder in an Indian company than as shareholder of a corporation in another jurisdiction.

***64) We propose to utilize the Net Proceeds for purposes identified in the section titled "Objects of the Issue" in this Draft Prospectus. Any variation in the utilization of the Net Proceeds as disclosed in this Draft Prospectus shall be subject to certain compliance requirements, including prior Shareholders" approval.***

We intend to use Net Proceeds to meet capex requirement for purchasing plant and machinery, prepayment or repayment of outstanding secured borrowings availed by our Company and general corporate purposes. We intend to deploy the Net Proceeds in financial year 2025-26 and 2026-27 and such deployment is based on certain assumptions and strategy which our Company believes to implement in future. The funds raised from the Issue may remain idle on account of change in assumptions, market conditions, strategy of our Company, etc., For further details on the use of the Net Proceeds, please refer chapter titled **Objects of the Issue** beginning on page 66 of this Draft Prospectus. The deployment of funds for the purposes described above is at the discretion of our Company's Board of Directors. The fund requirement and deployment are based on internal management estimates. Accordingly, within the parameters as mentioned in the chapter titled Objects of the Issue of this Draft Prospectus, the Management will have significant flexibility in applying the proceeds received by our Company from the Issue. Our Board of Directors will monitor the proceeds of this Issue. However, Audit Committee will monitor the utilization of the proceeds of this Issue and prepare the statement for utilization of the proceeds of this Issue. However, in accordance with Section 27 of the Companies Act, 2013, and relevant provisions of SEBI ICDR Regulations, 2018, a company shall not vary the objects of the Issue without our Company being authorize to do so by our shareholders by way of special resolution and other compliances in this regard. Our Promoter and controlling shareholders shall provide exit opportunity to such shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard. Therefore, we may not be able to undertake variation of objects of the Issue to use any unutilized proceeds of the Issue, if any, even if such variation is in the interest of our Company, which may restrict our ability to respond to any change in our business or financial condition, and may adversely affect our business and results of operations.

***65) You may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.***

Under current Indian tax laws, capital gains arising from the sale of equity shares within 12 months in an Indian company are classified as short-term capital gains and generally taxable. Any gain realized on the sale of listed equity shares on a stock exchange that are held for more than 12 months is considered as long-term capital gains and is taxable at 10%, in excess of Rs.1,00,000. Any long-term gain realized on the sale of equity shares, which are sold other than on a recognized stock exchange and on which no STT has been paid, is also subject to tax in India. Capital gains arising from the sale of equity shares are exempt from taxation in India where an exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable to pay tax in India as well as in their own jurisdiction on a gain on the sale of equity shares.

## EXTERNAL RISK FACTOR

***66) Natural calamities and force majeure events may have an adverse impact on our business.***

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tsunamis, tornadoes, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations, cash flows or financial condition. Terrorist attacks and other acts of violence or war in India or globally 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 effect 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 effect on our business and the market price of the Equity Shares.

***67) The Indian tax regime is currently undergoing substantial changes which could adversely affect our business.***

The goods and service tax ("GST") that has been implemented with effect from July 1, 2017 combines taxes and levies by the GoI and state governments into a unified rate structure, and replaces indirect taxes on goods and services such as central excise duty, service tax, customs duty, central sales tax, state VAT, cess and surcharge and excise that were being collected by the GoI and state governments.
As regards the General Anti-Avoidance Rules ("GAAR"), The general anti avoidance rules ("GAAR") provisions have been made effective from assessment year 2018-19 onwards, i.e.; financial Year 2017-18. The GAAR provisions intend to declare an arrangement as an "impermissible avoidance arrangement", if the main purpose or one of the main purposes of such arrangement is to obtain a tax benefit, and satisfies at least one of the following tests (i) creates rights, or obligations, which are not ordinarily created between persons dealing at arm's length; (ii) results, directly or indirectly, in misuse, or abuse, of the provisions of the Income Tax Act, 1961; (iii) lacks commercial substance or is deemed to lack commercial substance, in whole or in part; or (iv) is entered into, or carried out, by means, or in a manner, that is not ordinarily engaged for bona fide purposes. If GAAR provisions are invoked, the tax authorities will have wider powers, including denial of tax benefit or a benefit under a tax treaty. In the absence of any precedents on the subject, the application of these provisions is uncertain. As the taxation regime in India is undergoing a significant overhaul, its consequent effects on economy cannot be determined at present and there can be no assurance that such effects would not adversely affect our business, future financial performance and the trading price of the Equity Shares.

***68) A slowdown in economic growth in India may adversely affect our business, financial condition, cash flows, results of operations and prospects.***

The performance and growth of our business are necessarily dependent on economic conditions prevalent in India, which may be materially and adversely affected by Centre or state political instability or regional conflicts, a general rise in interest rates, inflation, and economic slowdown elsewhere in the world or otherwise. Further, there have been periods of slowdown in the economic growth of India. India's economic growth is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports (oil and oil products), global economic uncertainty and liquidity crisis, volatility in exchange currency rates and annual rainfall which affects agricultural production. Any continued or future slowdown in the Indian economy or a further increase in inflation could have a material adverse effect on the price of our raw materials and demand for our products and, as a result, on our business and financial results. The Indian financial market and the Indian economy are influenced by economic and market conditions in other countries, particularly in emerging market in Asian countries. Financial turmoil in Asia, Europe, the U.S. and elsewhere in the world in recent years has affected the Indian economy. Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. A loss in investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any worldwide financial instability, including the financial crisis and fluctuations in the stock markets in China and further deterioration of credit conditions in the U.S. or European markets, could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our business and financial results.

***69) Our business and results of operations could be adversely affected by disruptions in global economic and geo political conditions.***

As substantially all of our operations are dependent on our customers who have their head offices or parent companies situated outside India, our financial performance and growth are necessarily dependent on economic conditions prevalent globally. The global economy may be materially and adversely affected by political instability or regional conflicts; a general rise in interest rates; inflation; exchange rate fluctuations; changes in tax, trade, and monetary policies; occurrence of natural or manmade disasters; downgrade in debt rating; and adverse economic conditions occurring elsewhere in the world, such as a slowdown in economic growth in China, the repercussions of the United Kingdom exit from the European Union and other matters. While the Indian economy has grown significantly in recent years, it has experienced economic slowdowns in the past due to global economic and geo political conditions. The Indian economy in particular could be adversely impacted by inflationary pressures, currency depreciation, the poor performance of its large agricultural and manufacturing sectors, trade deficits, recent initiatives by the Indian government and other factors. Unfavourable changes in the above factors or in other business and economic conditions affecting our customers could result in a corresponding decline in our business.

***70) Our performance is linked to the stability of policies and the political situation in India.***

The Government of India has traditionally exercised, and continues to exercise, a significant influence over many aspects of the economy. Our business, and the market price and liquidity of our Equity Shares, may be affected by interest rates, changes in government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. Any political instability in India may adversely affect the Indian securities markets in general, which could also adversely affect the trading price of our Equity Shares. Any political instability could delay the reform of the Indian economy and could have a material adverse effect on the market for our Equity Shares. There can be no assurance to the investors that these liberalization policies will continue under the newly elected government. Protests against privatization could slow down the pace of liberalization and deregulation. The rate of economic liberalization could change, and specific laws and policies affecting companies in the industrial equipment manufacturing sectors, foreign investment, currency exchange rates and other matters affecting investment in our securities could change as well. A significant change in India's economic liberalization and deregulation policies could disrupt business and economic conditions in India and thereby affect our business.

***71) If certain labour laws become applicable to us, our profitability may be adversely affected.***

India has stringent labour legislations that protect the interests of workers, including legislation that sets forth detailed procedures for dispute resolution and employee removal and legislation that imposes certain financial obligations on employers upon retrenchment. Any change or modification in the existing labour laws may affect our flexibility in formulating labour related policies.

***72) Government regulation of foreign ownership of Indian securities may have an adverse effect on the price of the Equity Shares.***

Foreign ownership of Indian securities is subject to government regulation. Under foreign exchange regulations currently in affect in India, transfer of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or fall under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the rupees proceeds from the sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection/ tax clearance certificate from the Income Tax authorities. There can be no assurance that any approval required from the RBI or any other government agency can be obtained.

***73) A third party could be prevented from acquiring control of us because of the anti-takeover provisions under Indian law.***

There are provisions in Indian law that may discourage a third party from attempting to take control over us, 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. 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. These provisions may discourage or prevent certain types of transactions involving an actual or threatened change in control of us.

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

As an Indian company, we are subject to exchange controls that regulate borrowing in foreign currencies. Regulatory restrictions may limit our financing sources for our projects under development and hence could constrain our ability to obtain financings on competitive terms and refinance existing indebtedness. In addition, we cannot assure you that an adverse effect on our ability to raise foreign capital, which in turn may affect our business, prospects, financial condition and results of operation.

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

A public limited company incorporated in India must offer its equity shareholders pre-emptive rights to subscribe to a proportionate number of equities shares to maintain their existing ownership, prior to issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by a three-fourths majority of the equity shareholders voting on such resolution.

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

***76) Any downgrading of India's debt rating by an independent agency may harm our ability to raise financing.***

Any adverse revisions to India's credit ratings international debt by international rating agencies may adversely affect our ability to raise additional overseas financing and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our ability to fund our growth on favourable terms or at all, and consequently adversely affect our business and financial performance and the price of our Equity Shares.

***77) We are subject to risks arising from interest rate fluctuations, which could adversely impact our business, financial condition and operating results.***

Changes in interest rates could significantly affect our financial condition and results of operations. If the interest rates for future borrowings increase significantly, our cost of servicing such debt will increase. This may negatively impact our results of operations, planned capital expenditures and cash flows.

***78) Foreign investors are subject to foreign investment restrictions under Indian law that limits our ability to attract foreign investors, which may adversely impact the market price of the Equity Shares.***

Under the foreign exchange regulations currently in force in India, transfer of shares between non- residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or fall under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection/ tax clearance certificate from the income tax authority. There can be no assurance that any approval required from the RBI or any other government agency can be obtained on any particular terms or at all.

***79) Exchange rate fluctuations may adversely affect our results of operations.***

Although our reporting currency is the Indian Rupee, we engage in certain business activities and incur expenses in foreign currencies. For instance, the payments for our exports are often made in foreign currencies. Additionally, we have also availed foreign currency denominated loans. Consequently, we face currency translation and transaction risks, and we may not always be able to pass the full extent of foreign currency fluctuation losses onto our customers, potentially leading to losses due to these fluctuations. Therefore, volatility in currency exchange rates may have a material adverse effect on our business, financial condition and results of operations.

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## SECTION IV - INTRODUCTION
## THE ISSUE

The following table summarizes the issue details of this Draft Prospectus:

| | |
|---|---|
| **Issue of Equity Shares** (1)(2)(3) | Up to 75,00,000 Equity Shares of face value of ₹ 10/- each fully paid up of our company at a price of ₹ [●] per Equity share aggregating up to ₹ [●] lakhs. |
| ***Out of which:*** | |
| **Market Maker Portion Reservation** | Issue of [●] Equity Shares having a face value of ₹ 10/- each at a price of ₹ [●] per Equity Shares aggregating ₹ [●] lakhs |
| **Net Issue to Public*** (3) | Issue of [●] Equity Shares having a face value of ₹ 10/- each at a price of ₹ [●] per Equity Shares aggregating ₹ [●] lakhs |
| ***Out of which:*** | |
| | [●] Equity Shares having face value of ₹10/- each at a price of ₹ [●] per Equity Share aggregating ₹ [●] lakhs will be available for allocation to Individual Investors who applies for minimum application size. |
| | [●] Equity Shares having face value of ₹10/- each at a price of ₹ [●] per Equity Share aggregating ₹ [●] lakhs will be available for allocation to individual applicants who applies for more than minimum application size and other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for. |
| **Pre and post-issue Equity Shares** | |
| **Equity Shares outstanding prior to the Issue** | 1,71,52,770 Equity Shares of face value of ₹ 10/- each fully paid-up. |
| **Equity Shares outstanding after the Issue** | [●] Equity Shares of face value of ₹ 10/- each fully paid-up. |
| **Use of Net Proceeds** | Please refer **"*Objects of the Issue*"** on page 66 for further information about the use of the Net Proceeds. |

* Subject to finalisation of the Basis of Allotment, Number of shares may need to be adjusted for lot size upon determination of Issue price

1. *The Issue is being made in terms of Chapter IX of the SEBI ICDR Regulations, as amended from time to time. This Issue is being made by our company in terms of Regulation of 229 (2) of SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post – issue paid up equity share capital of our company are being issued to the public for subscription.*
2. *The present issue has been authorised pursuant to a resolution by our Board of Directors at its meeting dated July 08, 2025 and the issue by our shareholders has been authorized by a special resolution at their meeting dated July 10, 2025 pursuant to Section 62 (1)(c) and Section 23 of the Companies Act, 2013.*
3. *Since present issue is a fixed price issue, the allocation in the net offer to the public category in terms of Regulation 253 (3) of the SEBI (ICDR) Amendment Regulation 2025 shall be made as follows:*

*In an issue made other than through the book building process, the allocation in the net offer category shall be made as follows:*

*(a) minimum fifty per cent. to individual investors who applies for minimum application size and*

*(b) remaining to:*

*(i) other than individual applicants who applies for minimum application size; and*

*(ii) other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for; Provided that the unsubscribed portion in either of the categories specified in clauses (a) or (b) may be allocated to applicants in the other category.*

*SEBI through the notification no. SEBI/LAD-NRO/GN/2025/233 - SEBI ICDR (Amendment) Regulations, 2025 dated March 03, 2025 effective from the date of their publication in official gazette, has prescribed the allocation to each Individual Investors which shall not be less than minimum application size applied by such individual investors and subject to the availability of shares in non-institutional investors' category, the allotment to Non- Institutional Investors shall be more than two lots which shall not be less than the minimum application size in the Non-Institutional Category and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. Further, SEBI through its circular SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, has prescribed that all individual Investors applying in initial public offerings opening on or after May 1, 2022, where the Bid amount is up to ₹ 5,00,000 shall use UPI. UPI Bidders using the UPI Mechanism, shall provide their UPI ID in the Bid cum Application Form for Bidding through Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.*

*For further details please see **"Issue Structure"** beginning on page 216 of this Draft Prospectus.*

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## SUMMARY OF FINANCIAL INFORMATION

*The following tables provide the summary of financial information of our Company derived from the Restated Financial Information Financial Years for the financial year ended March 31, 2025, 2024 and 2023. The Restated Financial Information referred to above is presented under the section titled* ***"Financial Information"*** *beginning on Page No. 178 of this Draft Prospectus. The summary of financial information presented below should be read in conjunction with the Restated Financial Information, the notes thereto and the chapters titled* ***"Financial Information"*** *and* ***"Management's Discussion and Analysis of Financial Position and Results of Operations"*** *beginning on Page No. 178 and 184, respectively of this Draft Prospectus.*

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**Restated Statement of Assets and Liabilities**

*(Rs. in Lakhs)*

| Particulars | Notes | March 31, 2025 | March 31, 2024 | March 31, 2023 |
|---|---|---|---|---|
| **Equity and Liabilities** | | | | |
| **Shareholders' Funds** | | | | |
| Share Capital | **3** | 171.53 | 171.53 | 171.53 |
| Reserves and Surplus | **4** | 1,630.12 | 789.18 | 424.76 |
| | | **1,801.65** | **960.71** | **596.29** |
| **Non-Current Liabilities** | | | | |
| Long-Term Borrowings | **5** | 1,967.03 | 1,449.54 | 1,361.05 |
| Deferred Tax Liabilities (Net) | **6** | - | - | - |
| Other Long-Term Liabilities | **7** | - | - | - |
| Long-Term Provisions | **8** | 67.98 | 48.45 | 38.20 |
| | | **2,035.01** | **1,497.99** | **1,399.25** |
| **Current liabilities** | | | | |
| Short-Term Borrowings | **5** | 2,298.96 | 1,289.81 | 903.38 |
| Trade Payables | **9** | | | |
| - Total outstanding dues of micro and small enterprises | | 150.91 | 41.78 | 30.78 |
| - Total outstanding dues other than micro and small enterprises | | 742.20 | 577.98 | 521.97 |
| Other Current Liabilities | **10** | 288.12 | 163.30 | 156.69 |
| Short-Term Provisions | **8** | 80.20 | 49.54 | 18.92 |
| | | **3,560.39** | **2,122.41** | **1,631.74** |
| **Total** | | **7,397.05** | **4,581.11** | **3,627.28** |
| **Assets** | | | | |
| **Non-Current Assets** | | | | |
| Property, Plant and Equipment and Intangible Assets | | | | |
| i) Property, Plant and Equipment | **11** | 3,545.86 | 1,982.83 | 1,318.88 |
| Deferred Tax Assets (Net) | **6** | 68.50 | 59.98 | 38.39 |
| Long-Term Loans and Advances | **12** | 99.42 | 89.61 | 30.53 |
| Other Non-Current Assets | **13** | 207.74 | 135.57 | 99.99 |
| | | **3,921.52** | **2,267.99** | **1,487.79** |
| **Current Assets** | | | | |
| Inventories | **14** | 1,691.03 | 1,021.57 | 1,016.24 |
| Trade Receivables | **15** | 1,638.03 | 1,198.44 | 1,073.54 |
| Cash and Cash Equivalent | **16** | 7.86 | 5.68 | 1.86 |
| Short-Term Loans and Advances | **12** | 138.61 | 87.33 | 47.77 |
| Other Current Assets | **17** | - | 0.10 | 0.08 |
| | | **3,475.53** | **2,313.12** | **2,139.49** |
| **Total** | | **7,397.05** | **4,581.11** | **3,627.28** |

**Restated Statement of Profit and Loss**

*(Rs. in Lakhs)*

| Particulars | Notes | March 31, 2025 | March 31, 2024 | March 31, 2023 |
|---|---|---|---|---|
| **Revenue** | | | | |
| Revenue from operations | **18** | 12,137.33 | 9,957.14 | 8,409.27 |
| Other income | **19** | 88.00 | 22.30 | 13.05 |
| | | | | |
| **Total Revenue** | | **12,225.33** | **9,979.44** | **8,422.32** |
| | | | | |
| **Expenses** | | | | |
| Cost of Raw Material Consumed | **20** | 7,200.11 | 6,027.58 | 5,172.20 |
| Change in Inventories of Finished Goods & WIP | **21** | (612.85) | 29.06 | 321.38 |
| Employee benefits expense | **22** | 1,511.98 | 1,181.74 | 862.54 |
| Finance costs | **23** | 269.58 | 200.69 | 196.92 |
| Depreciation and amortisation expense | **24** | 521.44 | 371.70 | 267.08 |
| Other expenses | **25** | 2,184.06 | 1,680.72 | 1,310.88 |
| | | | | |
| **Total Expenses** | | **11,074.32** | **9,491.49** | **8,131.00** |
| | | | | |
| **Profit Before Exceptional and Extraordinary Items** | | **1,151.01** | **487.95** | **291.32** |
| | | | | |
| **Add/(Less):- Exceptional and Extraordiary Items** | | - | - | - |
| | | | | |
| **Profit Before Tax (PBT)** | | **1,151.01** | **487.95** | **291.32** |
| | | | | |
| **Tax expense** | | | | |
| Current tax | | 299.12 | 145.12 | 88.65 |
| Deferred tax | **6** | (8.52) | (21.59) | (9.23) |
| Earlier Year | | 2.32 | - | - |
| | | | | |
| **Profit for the Year** | | **858.09** | **364.42** | **211.90** |
| | | | | |
| **Pre-Bonus Earning Per Share (EPS)** | | | | |
| | | | | |
| Basic Earning Per Share (BEPS) | | 50.03 | 21.25 | 13.03 |
| Diluted Earning Per Sahre(DEPS) | | 50.03 | 21.25 | 13.03 |
| | | | | |
| **Post-Bonus Earning Per Share (EPS)** | | | | |
| | | | | |
| Basic Earning Per Share (BEPS) | | 5.00 | 2.12 | 1.24 |
| Diluted Earning Per Share(DEPS) | | 5.00 | 2.12 | 1.24 |
| | | | | |

**Restated Statement of Cash Flows**

*(Rs. in Lakhs)*

| Particulars | March 31, 2025 | March 31, 2024 | March 31, 2023 |
|---|---|---|---|
| **A. Cash Flow From Operating Activities:-** | | | |
| **Profit before tax, as restated** | **1,151.01** | **487.95** | **291.32** |
| **Adjustments for :** | | | |
| Depreciation and amortisation | 521.44 | 371.70 | 267.08 |
| Deferred Revenue Expenses | 8.50 | (34.00) | - |
| Non-Current Provision For Gratuity | 9.33 | 8.16 | (1.26) |
| Non-Current Provision For Leave Encashment | 3.75 | 2.09 | (0.03) |
| Non-Current Provision for Lease Rent Equalisation | 6.45 | 0.00 | 0.00 |
| Finance Cost | 269.58 | 200.69 | 196.92 |
| Interest Income on Bank Fixed Deposit in Non Current Assets | (8.99) | (6.46) | (4.01) |
| **Operating profit before working capital changes** | **1,961.07** | **1,030.14** | **750.03** |
| **Changes in Working Capital:** | | | |
| Decrease/(Increase) in Inventories | (669.46) | (5.34) | 410.35 |
| Decrease/(Increase) in Trade receivables | (439.59) | (124.90) | (98.40) |
| Decrease/(Increase) in Long term Loans & Advances | (9.81) | (59.08) | (7.72) |
| Decrease/(Increase) in Short Term Loans & Advances | (51.29) | (39.56) | 65.00 |
| Decrease/(Increase) in Other Current Assets | 0.10 | (0.02) | - |
| (Decrease)/Increase in Other Current Liabililites | 124.82 | 6.60 | 23.95 |
| (Decrease)/Increase in Trade Payables | 273.35 | 67.00 | (382.62) |
| (Decrease)/Increase in Short Term Provisions | 30.66 | 30.62 | 0.43 |
| (Decrease)/Increase in Other Long Term Liabilities | - | - | - |
| **Total Changes in Working Capital** | **(741.21)** | **(124.67)** | **11.00** |
| **Total** | **1,219.86** | **905.48** | **761.03** |
| Less:- Direct Tax Paid | (301.43) | (145.12) | 88.65 |
| **Net cash flow from/(used in) operating activities after working capital changes (A)** | **918.43** | **760.36** | **672.38** |
| **B. Cash Flow From Investing Activities:-** | | | |
| Less: Purchase of Fixed Asstes (Tangibles Assets) | (2,084.57) | (1,084.28) | (765.93) |
| Add: Disposal of Fixed Asstes (Tangible Assets) | 0.10 | 48.63 | 50.23 |
| Less: Increase In Non Current Assets (Fixed Deposits) | (80.67) | (1.58) | (73.64) |
| Add: Interest Income In Bank Fixed Deposit in Non Current Assets | 8.99 | 6.46 | 4.01 |
| **Net cash flow used in investing activities (B)** | **(2,156.15)** | **(1,030.78)** | **(785.33)** |
| **C. Cash Flow From Financing Activities:-** | | | |
| Add: Proceed from issue of Shares | - | - | 75.00 |
| Add: Proceed from Long Term Borrowing | 517.49 | 88.49 | 196.41 |
| Add: Short term Borrowings | 1,009.13 | 386.44 | 37.18 |
| Less: Interest Paid | (269.58) | (200.69) | (196.92) |
| Less: Dividend Paid | (17.15) | - | - |
| **Net cash flow generated from/ (utilised in) financing activities (C)** | **1,239.89** | **274.24** | **111.67** |
| **Net increase/ (decrease) in cash and cash equivalents (A+B+C)** | **2.17** | **3.82** | **(1.28)** |
| **Add:- Opening Cash & Cash Equivalents** | **5.68** | **1.86** | **3.15** |
| **Closing cash & cash equivalents** | **7.86** | **5.68** | **1.86** |

## GENERAL INFORMATION

Our Company was originally incorporated as "HGI Automotives Private Limited" a private limited company under the Companies Act, 1956 with the Registrar of Companies ("ROC"), N.C.T. Delhi & Haryana pursuant to Certificate of Incorporation dated June 01, 1998. Subsequently, our Company was converted to a public limited company, pursuant to a special resolution passed by the shareholders of our Company at the Extra-Ordinary General Meeting held on March 19, 2025 and the name of our Company was changed from "HGI Automotives Private Limited" to "HGI Automotives Limited", vide certificate of incorporation dated April 22, 2025 issued by the Registrar of Companies, CPC, Manesar.

For further details including details of change in registered office of our Company, please refer to chapter titled ***"History and Certain Corporate Matters"*** beginning on page 158 of this Draft Prospectus.

| | |
|---|---|
| **Registered Office** | Plot No. 19 Sector-58, Faridabad, Haryana, India, 121001<br>**Telephone:** +91 8800195569<br>**E-mail:** info@hgiautomotives.com<br>**Investor grievance id:** cs@hgiautomotives.com<br>**Website:** https://hgiautomotives.com/<br>**CIN:** U35999HR1998PLC033955 |
| **Designated Stock Exchange** | SME Platform of BSE Limited (BSE SME) |
| **Address of Registrar of Companies:** | Our Company is registered with the Registrar of Companies, Delhi situated at the following addressRegistrar of Companies, 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi- 110019 |

**Board of Directors of our Company**

Set forth below are the details of our Board of Directors as on the date of this Draft Prospectus:

| No. | Name | Designation | DIN | Address |
|---|---|---|---|---|
| 01. | Mr. Suresh Chand Garg | Chairman & Managing Director | 01546187 | House No-638, Sector-14, Escortsnagar Faridabad, Haryana - 121007 |
| 02. | Mr. Deepak Gupta | Whole-Time Director & CFO | 05359794 | House No-638, Sector-14, Faridabad, Haryana - 121007 |
| 03. | Mrs. Kusum Gupta | Non-Executive Director | 01546191 | House No-638, Sector-14 Faridabad, Haryana - 121007 |
| 04. | Mr. Suresh Agarwal | Non- Executive Independent Director | 10941193 | House No-1246, Sector-14, Escortsnagar Faridabad, Haryana-121007. |
| 05. | Mr. Vimal Chand Jain | Non-Executive Independent Director | 00145638 | House No-778, Near Nasha Mukti kendra, Sector-14, Escortsnagar Faridabad, Haryana -121007. |

For detailed profile of our Directors, please refer to the chapter titled **"*Our Management*"** on page 161 of the Draft Prospectus.

| Company Secretary & Compliance Officer | Chief Financial Officer |
|---|---|
| **Mr. Ashutosh Raj**<br>**HGI Automotives Limited**<br>**Address**: Plot No. 19 Sector-58, Faridabad, Haryana, India, 121001<br>**Telephone:**+91 8800195564<br>**E-mail:** cs@hgiautomotives.com | **Mr. Deepak Gupta**<br>**HGI Automotives Limited**<br>**Address**: Plot No. 19 Sector-58, Faridabad, Haryana, India, 121001<br>**Telephone:** +91-8920149493<br>**E-mail:** deepakgupta@hgiautomotives.com |

**Investor grievances**

**Investors can contact the Company Secretary and Compliance Officer, the LM or the Registrar to the Issue in case of any Pre-Issue or Post- Issue related problems, such as non-receipt of letters of Allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders and non-receipt of funds by electronic mode.**

All grievances relating to the Issue other than the 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. The Bidders should give full details such as name of the sole or first Bidder, ASBA Form number, Bidder DP ID, Client ID, PAN, date of the ASBA Form, details of UPI IDs (if applicable), address of the Bidder, number of Equity Shares applied for and the name and address of the Designated Intermediary where the ASBA Form was submitted by the ASBA Bidder.

All grievances may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary with whom the Application Form was submitted, giving full details such as name of the sole or First Applicant, Application Form number, Applicant's DP ID, Client ID, PAN, address of Applicant, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Application Amount was blocked or the UPI ID (for Individual Investors who make the payment of Application Amount through the UPI Mechanism), date of Application Form and the name and address of the relevant Designated Intermediary where the Application was submitted. Further, the Applicant shall enclose the Acknowledgment Slip or the application number from the Designated Intermediary in addition to the documents or information mentioned hereinabove.

In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22, dated February 15, 2018, any Applicant whose Application has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. In terms of 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, SCSBs are required to compensate the investor immediately on the receipt of complaint.

Further, the Lead Manager is required to compensate the investor for delays in grievance redressal from the date on which the grievance was received until the actual date of unblock. Further, the Applicant shall also enclose a copy of the Acknowledgment Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the information mentioned hereinabove. All grievances relating to Applications 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 Applicants.

**Details of Key Intermediaries pertaining to this Issue of our Company:**

| Lead Manager to the Issue | Registrar to the Issue |
|---|---|
| **NIRBHAY CAPITAL SERVICES PRIVATE LIMITED**<br>**CIN:** U67120GJ2006PTC047985<br>**Address:** 201, Maruti Crystal, Opp. Rajpath Club, S.G. Highway, Bodakdev, Ahmedabad 380054, Gujarat, India<br>**Tel. No.:** +91 79 48970649, M. No.: +91 9825052071 **Fax No.:** N.A.<br>**Email:** kunjal@nirbhaycapital.com<br>**Investor Grievance Email:** ipo@nirbhaycapital.com<br>**Website:** www.nirbhaycapital.com<br>**Contact Person:** Mr. Kunjal Soni<br>**SEBI Registration Number.:** INM000011393 | **KFIN TECHNOLOGIES LIMITED**<br>**CIN:** L72400TG2017PLC117649<br>**Address:** 301, The Centrium, 3rd Floor, 57, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Mumbai – 400070, Maharashtra<br>**Tel. No.:** +91 40 6716 2222, **Fax No.:** N.A.<br>**Email:** hgi.ipo@kfintech.com<br>**Investor Grievance Email:** einward.ris@kfintech.com<br>**Website:** www.kfintech.com<br>**Contact Person:** M Murali Krishna<br>**SEBI Registration Number.:** INR000000221 |
| **Legal Advisor to the Issue** | **Peer Review and Statutory Auditor of our Company** |
| **ABIZCHANCELLOR LAW LLP**<br>**Address:** C-97(Basement), Lajpat Nagar-II, Delhi-110024<br>**Contact No.:** 8882017384<br>**Email:** director@abizchancellor.com<br>**Contact Person:** Advocate Parvindra Nautiyal<br>**Website:** https://abizchancellor.com/ | **NGMKS & ASSOCIATES**<br>Chartered Accountants<br>**Address:** D-65, Flatted Factory Complex Jandelwalan, New Delhi-110055<br>**FRN**: 024492N<br>**Peer Review No.:** 014140<br>**Contact Person:** CA Nitin Goyal<br>**Membership No.:** 517698<br>**Contact No.:** 8800227843<br>**Email**: ca.nitingoyal@gmail.com<br>**Website:** www.ngmks.in |

| Bankers to Our Company | | |
|---|---|---|
| **HDFC BANK LIMITED**<br>**CIN:** L65920MH1994PLC080618<br>**Address:** Main Mathura Road, Ballabgarh, Faridabad<br>**Contact No.:** 9560257571<br>**Email:** pritish.singh@hdfcbank.com<br>**Website:** www.hdfcbank.com<br>**Contact Person:** Mr. Pritish (Senior Manager) | **ICICI BANK LIMITED**<br>**CIN:** L65190GJ1994PLC021012<br>**Address:** Neelam Bata Road, NIT, Faridabad<br>**Contact No.:** 9990024891<br>**Email:** jaibir.1@icicibank.com<br>**Website:** www.icicibank.com<br>**Contact Person:** Jaibir (Sr Manager) | **YES BANK LIMITED**<br>**Address:** Yes Bank House, Off Western Express Highway, Santacruz (E), Mumbai – 400055<br>**Contact No:** +91 (22) 50919800/65079800<br>**Email:** communications@yesbank.in<br>**Website:** www.yesbank.in |

| Banker to the Issue * | Sponsor Bank* |
|---|---|
| [●] | [●] |
| **Monitoring Agency*** | |
| [●] | |
| **Refund Bank*** | **Syndicate Member*** |
| [●] | [●] |

**The Banker to the Issue, Refund Bank, Sponsor Bank, Syndicate Member and Monitoring agency shall be appointed prior to filing of the Prospectus with the RoC.*

**Designated Intermediaries**

*Self-Certified Syndicate Banks*

The list of banks that have been notified by SEBI to act as SCSBs for the ASBA process is provided at the website of the SEBI https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes and updated from time to time. For details on Designated Branches of SCSBs collecting the Application Forms, refer to the website of the SEBI https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes.

*SCSBs enabled for UPI Mechanism*

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Individual Investors Applying using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) and updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public Issue using UPI mechanism is provided as 'Annexure A' for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, as amended *Registered Brokers*

The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the website of the Stock Exchange, at SEBI (www.sebi.gov.in), as updated from time to time. For details of Registered Brokers, please refer http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes.

*Registrar and Share Transfer Agent*

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 website of SEBI (www.sebi.gov.in) as updated from time to time. For details of RTA, please refer http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes

*Collecting Depository Participants*

The list of the Collecting Depository Participants (CDPs) eligible to accept Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=19 for NSDL CDPs and at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=18 for CDSL CDPs, as updated from time to time. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Bid cum Application Forms from the Designated Intermediaries will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

**IPO Grading**

Since the Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 there is no requirement of appointing an IPO Grading agency

**Credit Rating**

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

**Green Shoe Option**

No Green Shoe Option is applicable for this Issue.

**Brokers to the Issue**

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

**Debenture Trustees**

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

**Monitoring Agency**

In accordance with Regulation 262 of the SEBI ICDR Regulations, our Company has appointed [●] as the monitoring agency ("Monitoring Agency") to monitor the utilisation of the Net Proceeds. Our Company undertakes to place the Net Proceeds in a separate bank account which shall be monitored by the Monitoring Agency for utilisation of the Net Proceeds. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay and in accordance with the applicable laws. Our Company will disclose the utilisation of the Net Proceeds, including interim use under a separate head in its balance sheet for such financial year/periods as required under the SEBI ICDR Regulations, the SEBI Listing Regulations and any other applicable laws or regulations, specifying the purposes for which the Net Proceeds have been utilised. Our Company will also, in its balance sheet for the applicable financial year, provide details, if any, in relation to all such Net Proceeds that have not been utilised, if any, of such currently unutilized Net Proceeds.

Pursuant to Regulation 32(3) of the SEBI Listing Regulations, our Company shall, on a Half yearly basis, disclose to the Audit Committee the uses and applications of the Net Proceeds. On an annual basis, our Company shall prepare a statement of funds utilised for purposes other than those stated in the Draft Prospectus and place it before the Audit Committee and make other disclosures as may be required until such time as the Net Proceeds remain unutilized. Such disclosure shall be made only until such time that all the Net Proceeds have been utilized in full. The statutory auditor of our Company will also provide report/ certificate on the utilization of the Net Proceeds to the monitoring agency

**Appraising Entity**

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

**Expert Opinion**

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

Our Company has received written consent dated September 12, 2025 from the Statutory Auditors to include their name as required under Section 26(5) of the Companies Act 2013 read with SEBI ICDR Regulations in this Draft Prospectus as an "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in its capacity as an independent Statutory Auditor and in respect of its (i) examination report dated September 12, 2025 on our restated financial information; and (ii) its report dated September 12, 2025 on the statement of special tax benefits in this Draft Prospectus and such consent has not been withdrawn as on the date of this Draft Prospectus.

**Inter-se Allocation of Responsibilities**

Nirbhay Capital Services Private Limited being the sole Lead Manager will be responsible for all the responsibilities related to co-ordination and other activities in relation to the Issue. Hence, a statement of inter se allocation of responsibilities is not required.

**Filing**

The Draft Prospectus is being filed with BSE through the BSE Listing portal at https://listing.bseindia.com/home.htm and will also be filed with BSE at the following address.

**BSE SME**
**BSE Limited**
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001,
Maharashtra, India
Tel No: 022 – 2272 1233/34
Website: www.bseindia.com

Pursuant to Regulation 247(1) of SEBI (ICDR) Amendment Regulations, 2025, the Draft Prospectus filed with BSE SME will be made public for comments, if any, for a period of at least twenty-one days from the date of filing the Draft Prospectus, by hosting it on our Company's website, BSE SME's website and Lead Manager's website.

Pursuant to Regulation 247(2) of SEBI (ICDR) Amendment Regulations, 2025, our Company shall, within two working days of filing the Draft Prospectus with BSE SME, make a public announcement in all editions of an English national daily newspaper all editions of a Hindi national daily newspaper and all editions of a regional daily newspaper (Hindi being the regional language of Delhi, where our Registered office is located), disclosing the fact of filing of the Draft Prospectus with BSE SME and inviting the public to provide their comments to the BSE SME Exchange, our Company or the Lead Manager in respect of the disclosures made in this Draft Prospectus.

Pursuant to Regulation 247(3) of SEBI (ICDR) Amendment Regulations, 2025, the Lead Manager shall, after expiry of the period stipulated in sub-regulation (1), file with the BSE SME, details of the comments received by them or the issuer from the public, on the Draft Prospectus, during that period and the consequential changes, if any, that are required to be made in the Draft Prospectus.

The Draft Prospectus will not be filed with SEBI, nor will SEBI Issue any observation on the Issue Document in terms of Regulation 246 (2) of SEBI ICDR Regulations. However, pursuant to sub regulation (5) of Regulation 246 of the SEBI ICDR Regulations, a copy of Prospectus shall be furnished to the Board. Pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Prospectus will be filed online through SEBI Intermediary Portal at https://siportal.sebi.gov.in. Further, a copy of this Draft Prospectus, will be filed with the SME Platform of Bombay Stock Exchange Limited, where the Equity Shares are proposed to be listed.

A copy of the Prospectus, along with the material contracts and documents will also be filed with the RoC under Section 26 of the Companies Act, 2013 and through the electronic portal at http://www.mca.gov.in/mcafoportal/loginvalidateuser.do.

**Changes in Auditors during the last three years**

Except as stated below, there has been no change in the Auditors of our Company during the last three years:

| Name of Auditor | Date of Change | Reason for change |
|---|---|---|
| **NGMKS & ASSOCIATES**<br>Chartered Accountants<br>Address: D-65, Flatted Factory Complex, Jhanewalan, New Delhi-110055<br>Contact No.: 8800227843<br>Email: ca.nitingoyal@gmail.com<br>FRN: 024492N<br>Peer Review No.: 014140 | 25/09/2025 | Appointment as the Statutory Auditor for five years i.e., for FY 2025-26 to 2029-30. |
| **NGMKS & ASSOCIATES**<br>Chartered Accountants<br>Address: D-65, Flatted Factory Complex, Jhanewalan, New Delhi-110055<br>Contact No.: 8800227843<br>Email: ca.nitingoyal@gmail.com<br>FRN: 024492N<br>Peer Review No.: 014140 | 21/10/2024 | Appointment as the Statutory Auditor for one year i.e., for FY 2024-25 |
| **SULEKH CHAND JAIN AND CO.**<br>Chartered Accountants<br>Address: E-5, Nehru Ground, Near RBA College N.I.T Faridabad-121001 Haryana<br>Contact No.: 9811585579<br>Email: yogeshgourh@yahoo.com<br>FRN: 0009704N | 30/09/2023 | Reappointment as the Statutory Auditor for one year i.e., for FY 2023-24 |

**Steps to be taken by the Bidders for Bidding:**

- Check eligibility for making a Bid (see section titled **"*Issue Procedure*"** on page 218 of this Draft Prospectus);
- Ensure that you have a demat account and the demat account details are correctly mentioned in the Bid cum Application Form;
- Ensure correctness of your PAN, DP ID and Client ID mentioned in the Bid cum Application Form. Based on these parameters, the Registrar to the Issue will obtain the Demographic Details of the Bidders from the Depositories.
- Except for Bids on behalf of the Central or State Government officials, residents of Sikkim and the officials appointed by the courts, who may be exempt from specifying their PAN for transacting in the securities market, for Bids of all values ensure that you have mentioned your PAN allotted under the Income Tax Act in the Bid cum Application Form. The exemption for Central or State Governments and officials appointed by the courts and for investors residing in Sikkim is subject to the Depositary Participant's verification of the veracity of such claims of the investors by collecting sufficient documentary evidence in support of their claims.
- Ensure that the Bid cum Application Form is duly completed as per instructions given in this Draft Prospectus and in the Bid cum Application Form;

**Bid/ Issue Program:**

| Events | Indicative Dates |
|---|---|
| **Bid/ Issue Opening Date** | [●] |
| **Bid/ Issue Closing Date** | [●] |
| **Finalization of Basis of Allotment with the Designated Stock Exchange** | On or Before [●] |
| **Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account** | On or Before [●] |

| | |
|---|---|
| **Credit of Equity Shares to Demat accounts of Allottees** | On or Before [●] |
| **Commencement of trading of the Equity Shares on the Stock Exchange** | On or Before [●] |

The above timetable is indicative and does not constitute any obligation on our Company or the 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 Exchange are taken within three Working Days of the Bid/ Issue Closing Date, the timetable may change due to various factors, such as extension of the Bid/ Issue Period by our Company or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Bid Cum Application Forms and any revisions to the same will be accepted only between 10.00 A.M. to 5.00 P.M. (IST) during the Issue Period (except for the Bid/ Issue Closing Date). On the Bid/ Issue Closing Date, the Bid Cum Application Forms will be accepted only between 10.00 A.M. to 3.00 P.M. (IST) for Individual and non- Individual Bidders. The time for applying for Individual Bidder on Bid/ Issue Closing Date maybe extended in consultation with the Lead Manager, RTA and BSE Limited taking into account the total number of applications received up to the closure of timings.

Due to the limitation of time available for uploading the Bid Cum Application Forms on the Bid/ Issue Closing Date, Bidders are advised to submit their applications one (1) day prior to the Bid/ Issue Closing Date and, in any case, not later than 3.00 P.M. (IST) on the Bid/ Issue Closing Date. Any time mentioned in this Draft Prospectus is IST. Bidders are cautioned that, in the event a large number of Bid Cum Application Forms are received on the Bid/ Issue Closing Date, as is typically experienced in public Issue, some Bid Cum Application Forms may not get uploaded due to the lack of sufficient time. Such Bid Cum Application Forms that cannot be uploaded will not be considered for allocation under this Issue. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the Lead Manager is liable for any failure in uploading the Bid Cum Application Forms due to faults in any software/hardware system or otherwise.

In accordance with SEBI (ICDR) Regulations, QIBs and Non-Institutional Bidders are not allowed to withdraw or lower the size of their application (in terms of the quantity of the Equity Shares or the Application amount) at any stage. Individual Bidders can revise or withdraw their Bid Cum Application Forms prior to the Bid/ Issue Closing Date. Allocation to Individual Bidders, in this Issue will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid Cum Application Form, for a particular Bidder, the details as per the file received from Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Bid Cum Application Form, for a particular ASBA Bidder, the Registrar to the Issue shall ask the relevant SCSBs/ RTAs / DPs / stock brokers, as the case may be, for the rectified data.

**WITHDRAWAL OF THE OFFER**

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

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

If our Company withdraw the Issue after the Bid/ Issue Closing Date and subsequently decides to proceed with an Issue of the Equity Shares, our Company will have to file a fresh Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approval of the Stock Exchange with respect to the Equity Shares Issued through the Draft Prospectus, which our Company will apply for only after Allotment;

**UNDERWRITING AGREEMENT**

The Company and the Lead Manager to the Issue hereby confirm that the Issue will be 100% Underwritten by the Underwriters [●].

Pursuant to the terms of the Underwriting Agreement dated [●] entered into by Company, Underwriters, the obligations of the Underwriters are subject to certain conditions specified therein. The Details of the Underwriting commitments are as under:

| Name, address, telephone number and e-mail address of the Underwriters | Indicative Number of Equity Shares to be Underwritten | Amount Underwritten | % of the total Issue size |
|---|---|---|---|
| [●] | [●] | [●] | [●] |

**Includes [●] Equity shares of ₹10.00 each for cash of ₹ [●]/- the Market Maker Reservation Portion which are to be subscribed by the Market Maker in its own account in order to claim compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, as amended.*

*In accordance with Regulation 260(2) of the SEBI ICDR Regulations, this Issue has been 100% underwritten and shall not restrict to the minimum subscription level. Our Company shall ensure that the Lead Manager to the Issue have underwritten at least 15% of the total Issue Size. In the opinion of the Board of our Directors of our company, the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full.*

In the opinion of our Board of Directors (based on a certificate given by the Underwriter), the resources of the above- mentioned Underwriter is sufficient to enable it to discharge its underwriting obligation in full. The above-mentioned Underwriter is registered with SEBI under Section 12(1) of the SEBI Act and registered as brokers with the Stock Exchanges.

**DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS ISSUE**

Our Company has entered into a Market Making Agreement dated [●] with the following Market Maker for fulfilling the Market Making obligations under this Issue:

| Name, address, telephone number and e-mail address of the Market Maker | Indicative Number of shares | Amount | % of the total Issue size |
|---|---|---|---|
| [●] | [●] | [●] | [●] |

In accordance with Regulation 261 of the SEBI ICDR Regulations, we have entered into an agreement with the Lead Manager and the Market Maker (duly registered with Bombay Stock Exchange Limited to fulfil the obligations of Market Making) dated [●] to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares Issued in this Issue.

[●], registered with SME Platform of Bombay Stock Exchange Limited will act as the Market Maker and has agreed to receive or deliver of the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by any amendment to SEBI ICDR Regulations.

The Market Maker shall fulfil the applicable obligations and conditions as specified in the SEBI ICDR Regulations, as amended from time to time and the circulars issued by Bombay Stock Exchange Limited and SEBI in this matter from time to time.

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

1. The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. Further, the Market Maker shall inform the Stock Exchange in advance for each and every black out period when the quotes are not being Issued by the Market Maker.

2. The minimum depth of the quote shall be ₹ 1,00,000. However, the Investors with holdings of value less than ₹ 1,00,000 shall be allowed to Issue their holding to the Market Maker in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.

3. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, for the quotes given by him.

4. After a period of three (3) months from the market making period, the market maker would be exempted to provide quote if the Shares of market maker in our Company reaches to 25% of Issue Size (Including the [●] Equity Shares ought to be allotted under this Issue). Any Equity Shares allotted to Market Maker under this Issue over and above [●] Equity Shares would not be taken in to consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of market maker in our Company reduce to 24% of Issue Size, the market maker will resume providing 2-way quotes.

5. There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, Bombay Stock Exchange Limited may intimate the same to SEBI after due verification.

6. There would not be more than five Market Maker for the Company's Equity Shares at any point of time and the Market Maker may compete with other Market Maker for better quotes to the investors.

7. On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction. In case equilibrium price is not discovered the price band in the normal trading session shall be based on Issue price. The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on [●] (in this case currently the minimum trading lot size is [●] Equity Shares; however, the same may be changed by the stock exchange from time to time).

8. The Marker Maker may also be present in the opening call auction, but there is no obligation on him to do so.

9. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily / fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.

10. The Market Maker shall have the right to terminate said arrangement by giving one month notice or on mutually acceptable terms to the Lead Managers, who shall then be responsible to appoint a replacement Market Maker.

In case of termination of the above-mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker(s) in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations. Further the Company and the Lead Manager reserve the right to appoint other Market Maker(s) either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed 5 (five) or as specified by the relevant laws and regulations applicable at that particular point of time.

11. **Risk containment measures and monitoring for Market Maker**: SME Platform of Bombay Stock Exchange Limited will have all margins which are applicable on the Bombay Stock Exchange Limited Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. Bombay Stock Exchange Limited can impose any other margins as deemed necessary from time-to-time.

12. **Punitive Action in case of default by Market Maker:** SME Platform of Bombay Stock Exchange Limited will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and / or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.

13. The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines / suspension for any type of misconduct / manipulation / other irregularities by the Market Maker from time to time.

14. Price Band and Spreads: SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for Issue size up to ₹ 250 crores, the applicable price bands for the first day shall be:

a. In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.

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

15. Additionally, the securities of the Company will be placed in SPOS and would remain in Trade for Trade settlement for first 10 days from commencement of trading. The following spread will be applicable on the SME platform.

| S. No. | Market Price Slab (in Rs.) | Proposed Spread (in % to sale price) |
|---|---|---|
| 1. | Up to 50 | 9 |
| 2. | 50 to 75 | 8 |
| 3. | 75 to 100 | 7 |
| 4. | Above 100 | 6 |

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

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

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

The Market Making arrangement, trading and other related aspects including all those specified above shall be subject to the applicable provisions of law and / or norms issued by SEBI / Bombay Stock Exchange Limited from time to time.

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## CAPITAL STRUCTURE

The Equity Share capital of our Company, as on the date of this Draft Prospectus and after giving effect to this Issue, is set forth below:

*(in ₹, except share data)*

| Sr. No. | Particulars | Aggregate Value at Face Value | Aggregate Value at Issue Price |
|---|---|---|---|
| **A** | **Authorized Share Capital** | | |
| | 2,50,00,000 Equity Shares having Face Value of ₹ 10/- each | 25,00,00,000 | - |
| **B** | **Issued, Subscribed & Paid-up Share Capital prior to the Issue** | | |
| | 1,71,52,770 Equity Shares having Face Value of ₹10/- each | 17,15,27,700 | - |
| **C** | **Present Issue in terms of this Draft Prospectus*** | | |
| | Upto 75,00,000 Equity Shares having Face Value of ₹ 10/-each at a Premium of ₹ [●] per share | [●] | [●] |
| | **Consisting of:** | | |
| **D** | **Reservation for Market Maker Portion**<br>[●] Equity Shares of ₹10/- each at a price of ₹ [●] per Equity Share reserved as Market Maker Portion | [●] | [●] |
| **E** | **Net Issue to Public**<br>Net Issue to Public of [●] Equity Shares of ₹10/- each at a price of ₹ [●] per Equity Share to the Public | [●] | [●] |
| | ***Of which: ****** | | |
| | Allocation of [●] Equity Shares aggregating up to ₹ [●] Lakhs will be available for allocation to Individual Investors who applies for minimum application size. | [●] | [●] |
| | Allocation of [●] Equity Shares aggregating up to ₹ [●] Lakhs will be available for allocation to other than Individual Investors who applies for minimum application size. | [●] | [●] |
| **F** | **Issued, Subscribed and Paid-up Equity Share Capital after the Issue** | | |
| | Upto 75,00,000 Equity Shares of face value of ₹10/- each | [●] | |
| **G** | **Securities Premium Account** | | |
| | Before the Issue (as on date of this Draft Prospectus) | 1,18,99,470 | |
| | After the Issue | [●] | |

** The present Issue has been authorized pursuant to a resolution of our Board of Directors dated 8th July, 2025 and a Special Resolution of our Shareholders at an Extra-Ordinary General Meeting dated 10th July, 2025 under Section 62(1)(c) of the Companies Act, 2013.*

***Allocation to all categories shall be made on a proportionate basis subject to valid Applications received at or above the Issue Price. Under subscription, if any, in any of the categories, would be allowed to be met with spillover from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Lead Manager and Stock Exchange i.e. SME Platform of BSE Limited. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines. For detailed information on the Net Issue and its allocation various categories, please refer chapter titled "**The Issue**" on page no. 210 of the Draft Prospectus.*

**Classes of Shares**

Our Company has only one class of share capital i.e. Equity Shares of face value of ₹ 10/- each only. All the issued Equity Shares are fully paid-up as on the date of the Draft Prospectus. Our Company has not issued any partly paid-up Equity Shares since its incorporation nor does it have any partly paid-up equity shares as on the date of the Draft Prospectus. Our Company has no outstanding convertible instruments as on the date of this Draft Prospectus.

**NOTES TO THE CAPITAL STRUCTURE**

**1. Details of changes in Authorized Share Capital of our Company**

The initial authorised capital of our Company was ₹ 50,00,000 consisting of 5,00,000 Equity Shares of ₹ 10 each. Further, the authorised share capital of our Company has been altered in the manner set forth below:

| Date of Shareholder's Meeting | Particulars of Change | | AGM/EGM |
|---|---|---|---|
| | From | To | |
| October 26, 2020 | ₹ 50,00,000 consisting of 5,00,000 Equity Shares of ₹ 10 each | ₹ 1,50,00,000 consisting of 15,00,000 Equity Shares of ₹ 10 each | EGM |
| June 17, 2022 | ₹ 1,50,00,000 consisting of 15,00,000 Equity Shares of ₹ 10 each | ₹ 2,50,00,000 consisting of 25,00,000 Equity Shares of ₹ 10 each | EGM |

| Date of Shareholder's Meeting | Particulars of Change | | AGM/EGM |
|---|---|---|---|
| | From | To | |
| June 16, 2025 | ₹ 2,50,00,000 consisting of 25,00,000 Equity Shares of ₹ 10 each | ₹ 25,00,00,000 consisting of 2,50,00,000 Equity Shares of ₹ 10 each | EGM |

**2. History of Issued and Paid-up Equity Share Capital our Company:**

The following table sets forth details of the history of paid-up Equity Share capital of our Company:

| Date of Allotment | No. of Equity Shares | Face value (₹) | Issue Price (₹) | Nature of consideration | Nature of Allotment | Cumulative number of Equity Shares | Cumulative paid-up Capital (₹) |
|---|---|---|---|---|---|---|---|
| On Incorporation | 200 | 10 | 10 | Cash | Subscription to Memorandum of Association [1] | 200 | 2,000 |
| March 31, 1999 | 1,28,300 | 10 | 10 | Cash | Further Issue [2] | 1,28,500 | 12,85,000 |
| March 31, 1999 | 32,500 | 10 | 10 | Cash | Further Issue [3] | 1,61,000 | 16,10,000 |
| December 15, 1999 | 65,000 | 10 | 10 | Cash | Further Issue [4] | 2,26,000 | 22,60,000 |
| March 30, 2000 | 55,000 | 10 | 10 | Cash | Further Issue [5] | 2,81,000 | 28,10,000 |
| October 31, 2003 | 50,000 | 10 | 10 | Cash | Further Issue [6] | 3,31,000 | 33,10,000 |
| February 28, 2005 | 60,000 | 10 | 10 | Cash | Further Issue [7] | 3,91,000 | 39,10,000 |
| May 31, 2007 | 20,000 | 10 | 150 | Cash | Further Issue [8] | 4,11,000 | 41,10,000 |
| April 30, 2012 | 2,000 | 10 | 10 | Cash | Further Issue [9] | 4,13,000 | 41,30,000 |
| March 8, 2021 | 1,62,000 | 10 | 37.02 | Other than cash | Conversion of Loan into Equity Shares [10] | 5,75,000 | 57,50,000 |
| March 25, 2021 | 8,62,500 | 10 | Nil | Other than cash | Bonus Issue [11] | 14,37,500 | 1,43,77,500 |
| July 27, 2022 | 2,77,777 | 10 | 27 | Cash | Rights Issue [12] | 17,15,277 | 1,71,52,770 |
| July 11, 2025 | 1,54,37,493 | 10 | Nil | Other than cash | Bonus Issue [13] | 1,71,52,770 | 17,15,27,700 |

1. *Initial Subscription to the MOA for the total of 200 Equity Shares of Face Value Rs. 10/- each as per the details given below;*

| Sr. No. | Name | No. of Equity Shares |
|---|---|---|
| 1 | Suresh Chand Garg | 100 |
| 2 | Kusum Gupta | 100 |
| **Total** | | **200** |

2. *Further Issue of* 1,28,300 *Equity Shares of Face Value Rs. 10/- each as per the details given below;*

| Sr. No. | Name | No. of Equity Shares |
|---|---|---|
| 1 | Sunita Jain | 35,000 |
| 2 | Suresh Chand Garg | 32,400 |
| 3 | Kusum Gupta | 60,900 |
| **Total** | | **1,28,300** |

3. *Further Issue of* 32,500 *Equity Shares of Face Value Rs. 10/- each as per the details given below;*

| Sr. No. | Name | No. of Equity Shares |
|---|---|---|
| 1 | Kailash Wati | 32,500 |
| **Total** | | **32,500** |

4. *Further Issue of* 65,000 *Equity Shares of Face Value Rs. 10/- each as per the details given below;*

| Sr. No. | Name | No. of Equity Shares |
|---|---|---|
| 1 | Sunita Jain | 12,500 |
| 2 | Sulekh Chand Jain | 37,500 |
| 3 | Ashwani Kumar Goel | 15,000 |
| **Total** | | **65,000** |

5. *Further Issue of* 55,000 *Equity Shares of Face Value Rs. 10/- each as per the details given below;*

| Sr. No. | Name | No. of Equity Shares |
|---|---|---|
| 1 | Sunil Jindal | 20,000 |
| 2 | Rekha Goel | 20,000 |
| 3 | Poonam Rani | 15,000 |
| **Total** | | **55,000** |

6. *Further Issue of* 50,000 *Equity Shares of Face Value Rs. 10/- each as per the details given below;*

| Sr. No. | Name | No. of Equity Shares |
|---|---|---|
| 1 | Kusum Gupta | 50,000 |
| **Total** | | **50,000** |

7. *Further Issue of* 60,000 *Equity Shares of Face Value Rs. 10/- each as per the details given below;*

| Sr. No. | Name | No. of Equity Shares |
|---|---|---|
| 1 | Sat Narain Bansal | 60,000 |
| **Total** | | **60,000** |

8. *Further Issue of* 20,000 *Equity Shares of Face Value Rs. 10/- each as per the details given below;*

| Sr. No. | Name | No. of Equity Shares |
|---|---|---|
| 1 | Campari Fiscal Services Pvt Ltd | 20,000 |
| **Total** | | **20,000** |

9. *Further Issue of* 2000 *Equity Shares of Face Value Rs. 10/- each as per the details given below;*

| Sr. No. | Name | No. of Equity Shares |
|---|---|---|
| 1 | Seema Gupta | 500 |
| 2 | Mukesh Kumar Gupta | 500 |
| 3 | Tannu Gupta | 500 |
| 4 | Deepak Gupta | 500 |
| **Total** | | **2000** |

10. *Conversion of Unsecured Loan into 1,62,000 Equity Shares of Face Value Rs. 10/- each as per the details given below;*

| Sr. No. | Name | No. of Equity Shares |
|---|---|---|
| 1 | Suresh Chand Garg | 1,35,000 |
| 2 | Tannu Gupta | 13,500 |
| 3 | Deepak Gupta | 13,500 |
| **Total** | | **1,62,000** |

11. *Bonus Issue of 8,62,500 Equity Shares of Face Value Rs. 10/- each as per the details given below;*

| Sr. No. | Name | No. of Equity Shares |
|---|---|---|
| 1 | Kusum Gupta | 91,350 |
| 2 | Suresh Chand Garg | 2,64,750 |
| 3 | Sunil Jindal | 15,000 |
| 4 | Rekha Goyal | 7,500 |
| 5 | S.C.Garg-HUF | 14,250 |
| 6 | Sat Narain Bansal | 90,000 |
| 7 | Avantika Gupta Bhatia | 1,650 |
| 8 | Seema Gupta | 750 |
| 9 | Mukesh Kumar Gupta | 750 |
| 10 | Tannu Gupta | 27,000 |
| 11 | Deepak Gupta | 27,000 |
| 12 | SSK Automotive Private Limited | 3,22,500 |
| **Total** | | **8,62,500** |

12. *Right Issue of* 2,77,777 *Equity Shares of Face Value Rs. 10/- each as per the details given below;*

| Sr. No. | Name | No. of Equity Shares |
|---|---|---|
| 1 | Kusum Gupta | 1,29,629 |
| 2 | Suresh Chand Garg | 74,074 |
| 3 | Tannu Gupta | 74,074 |
| **Total** | | **2,77,777** |

13. *Bonus Issue of 1,54,37,493 Equity Shares of Face Value Rs. 10/- each as per the details given below;*

| Sr. No. | Name | No. of Equity Shares |
|---|---|---|
| 1 | Suresh Chand Garg | 47,50,416 |
| 2 | Kusum Gupta | 27,61,911 |
| 3 | Deepak Gupta | 10,35,000 |
| 4 | SSK Automotive Pvt Ltd | 48,37,500 |
| 5 | S.C. Garg-HUF | 2,13,750 |
| 6 | Tannu Gupta | 10,71,666 |
| 7 | Avantika Gupta Bhatia | 7,56,000 |
| 8 | Sonika Gupta | 11,250 |
| **Total** | | **1,54,37,493** |

**3. Preference Share capital history of our Company**

Our Company does not have any preference share capital as on the date of this Draft Prospectus.

**4. Issue of equity shares for consideration other than cash or out of revaluation reserves and through Bonus Issue:**

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

| Date of allotment | Number of Equity Shares allotted | Face value (₹) | Issue Price | Nature of allotment | Benefit accrued to our Company | Name of Allotee (s) | No. of Equity Shares allotted |
|---|---|---|---|---|---|---|---|
| | | | | | | | |
| March 8, 2021 | 1,62,000 | 10 | 37.02 | Allotment of 1,62,000 Equity Shares against the conversion of unsecured loan. | Debt Obligation reduced and Increase in Capital base. | Suresh Chand Garg | 1,35,000 |
| | | | | | | Tannu Gupta | 13,500 |
| | | | | | | Deepak Gupta | 13,500 |
| March 25, 2021 | 8,62,500 | 10 | Nil | Bonus Issue in the ratio of 1.5:1 i.e. 1.5 Equity Shares for every 1 Equity Share held by the Shareholders | - | Kusum Gupta | 91,350 |
| | | | | | | Suresh Chand Garg | 2,64,750 |
| | | | | | | Sunil Jindal | 15,000 |
| | | | | | | Rekha Goel | 7,500 |
| | | | | | | S.C.Garg-HUF | 14,250 |
| | | | | | | Sat Narain | 90,000 |
| | | | | | | Avantika Gupta Bhatia | 1,650 |
| | | | | | | Seema Gupta | 750 |
| | | | | | | Mukesh Kumar Gupta | 750 |
| | | | | | | Tannu Gupta | 27,000 |
| | | | | | | Deepak Gupta | 27,000 |
| | | | | | | SSK Automotive Private Limited | 3,22,500 |
| July 11, 2025 | 1,54,37,493 | 10 | Nil | Bonus Issue in the ratio of 9:1 i.e. 9 Equity Shares for every 1 Equity Share held by the Shareholders | - | Suresh Chand Garg | 47,50,416 |
| | | | | | | Kusum Gupta | 27,61,911 |
| | | | | | | Deepak Gupta | 10,35,000 |
| | | | | | | SSK Automotive Pvt Ltd | 48,37,500 |
| | | | | | | S.C.Garg-HUF | 2,13,750 |
| | | | | | | Tannu Gupta | 10,71,666 |
| | | | | | | Avantika Gupta Bhatia | 7,56,000 |
| | | | | | | Sonika Gupta | 11,250 |

- As of date of this Draft Prospectus, our Company has not revalued its assets since its inception and have not issued any Equity Shares (including bonus shares) by capitalizing its revaluation reserves.

5. As of date of this Draft Prospectus, our Company has not allotted Equity Shares pursuant to any scheme approved under sections 391-394 of the Companies Act, 1956 and/or sections 230-234 of the Companies Act, 2013.

6. Our Company has not issued any Equity Shares under any employee stock option scheme or employee stock purchase scheme.

**7.** Except for bonus issue made on July 11, 2025, Our Company has not issued Equity Shares at price below the Issue price within last one year from the date of this Draft Prospectus.

**8. Shareholding Pattern of our Company**

The table below represents the current shareholding pattern of our Company before the Issue as per Regulation 31 of the SEBI (LODR) Regulations, 2015 as on the date of this Draft Prospectus:

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

*All Pre-IPO Equity Shares of our Company will be locked-in prior to listing of shares on SME Platform of BSE Limited.

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| Category (I) | Category of Shareholder (II) | No. of Shareholders (III) | No. of fully paid-up Equity Shares held (IV) | No. of Partly paid-up Equity Shares held (V) | No. of shares underlying depository receipts (VI) | Total No. of shares held (VII) = (IV)+(V)+ (++VI) | Shareholding as a % of total no. of Equity Shares (calculated as per SCRR) (VIII) As a % of (A+B+C2) | Number of Voting Rights held in each class of securities (IX) | | | No. of Shares underlying outstanding convertible securities (including warrants) | Shareholding as a % assuming full conversion of convertible securities No. (a) | No. of locked-in Equity Shares (XII) | | Number of Equity Shares pledged or otherwise encumbered (XIII) | | No. of Equity Shares held in dematerialized form (XIV) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | Class (Equity) | Total | Total as a % of (A+B+C) | | | No. (a) | As a % of total shares held (b) | No. (a) | As a % of total shares held (b) | |
| (A) | Promoters and Promoter Group | 7 | 1,71,40,270 | - | - | 1,71,40,270 | 99.93 | 1,71,40,270 | 1,71,40,270 | 99.93 | - | 99.93 | - | - | - | - | 1,71,40,270 |
| | | | | | | | | | | | | | | | | | |
| (B) | Public | 1 | 12,500 | - | - | 12,500 | 0.07 | 12,500 | 12,500 | 0.07 | - | 0.07 | - | - | - | - | 12,500 |
| | | | | | | | | | | | | | | | | | |
| (C) | Non Promoter-Non Public | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| | | | | | | | | | | | | | | | | | |
| (C1) | Shares underlying depository receipt | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| | | | | | | | | | | | | | | | | | |
| (C2) | Shares held by employee trusts | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| | | | | | | | | | | | | | | | | | |
| **Total** | | **8** | **1,71,52,770** | **-** | **-** | **1,71,52,770** | **100.00** | **1,71,52,770** | **1,71,52,770** | **100.00** | **-** | **100.00** | **-** | **-** | **-** | **-** | **1,71,52,770** |

(1) As on the date of this Draft Prospectus 1 Equity Share holds 1 vote.
(2) Our Company will file shareholding pattern of our Company, in the form prescribed under Regulation 31 of the SEBI Listing Regulations, one day prior to the listing of the Equity Shares.
(3) The Equity Shares held by our Promoters and members of our Promoter Group are in dematerialized form.

**9. Other details of shareholding of our Company:**

a. Particulars of the shareholders holding 1% or more of the paid-up share capital of our Company aggregating to 80% or more of the paid-up share capital and the number of shares held by them as on the date of filing of this Draft Prospectus:

| Sr. No. | Particulars | No. of Equity Shares | % of Shares to Pre – Issue Equity Share Capital |
|---|---|---|---|
| 1. | SSK Automotive Pvt. Ltd. | 53,75,000 | 31.34 |
| 2. | Suresh Chand Garg | 52,78,240 | 30.77 |
| 3. | Kusum Gupta | 30,68,790 | 17.89 |
| 4. | Deepak Gupta | 31,79,000 | 18.53 |
| 5. | S.C.Garg (HUF) | 2,37,500 | 1.38 |
| **Total** | | **1,71,38,530** | **99.91** |

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

| Sr. No. | Particulars | No. of Equity Shares | % of Shares to Pre – Issue Equity Share Capital |
|---|---|---|---|
| 1. | SSK Automotive Pvt.Ltd. | 53,75,000 | 31.34 |
| 2. | Suresh Chand Garg | 52,78,240 | 30.77 |
| 3. | Kusum Gupta | 30,68,790 | 17.89 |
| 4. | Deepak Gupta | 31,79,000 | 18.53 |
| 5. | S.C.Garg (HUF) | 2,37,500 | 1.38 |
| **Total** | | **1,71,38,530** | **99.91** |

c. Particulars of the shareholders holding 1% or more of the paid-up equity share capital of our Company and the number of shares held by them one (01) year from the date of filing of this Draft Prospectus:

| Sr. No. | Particulars | No. of Equity Shares | % of Shares to Pre – Issue Equity Share Capital |
|---|---|---|---|
| 1. | SSK Automotive Pvt. Ltd. | 5,37,500 | 31.34 |
| 2. | Suresh Chand Garg | 5,27,824 | 30.77 |
| 3. | Kusum Gupta | 3,06,879 | 17.89 |
| 4. | Deepak Gupta | 1,15,000 | 6.70 |
| 5. | S.C.Garg (HUF) | 23,750 | 1.38 |
| 6. | Tannu Gupta | 1,19,074 | 6.94 |
| 7. | Avantika Gupta Bhatia | 84000 | 4.90 |
| **Total** | | **17,14,027** | **99.93%** |

d. Particulars of the shareholders holding 1% or more of the paid-up equity share capital of our Company and the number of shares held by them two (02) years prior to filing of this Draft Prospectus:

| Sr. No. | Particulars | No. of Equity Shares | % of Shares to Pre – Issue Equity Share Capital |
|---|---|---|---|
| 1. | SSK Automotive Pvt. Ltd. | 5,37,500 | 31.34 |
| 2. | Suresh Chand Garg | 5,27,824 | 30.77 |
| 3. | Kusum Gupta | 3,06,879 | 17.89 |
| 4. | Deepak Gupta | 45,000 | 2.62 |
| 5. | S.C.Garg (HUF) | 23,750 | 1.38 |
| 6. | Tannu Gupta | 1,19,074 | 6.94 |
| 7. | Avantika Gupta Bhatia | 1,54,000 | 8.98 |
| **Total** | | **1,714,027** | **99.92%** |

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

f. Our Company has not made any initial public offer of its Equity Shares or any convertible securities during the preceding 02 (two) years from the date of this Draft Prospectus.

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

**11. Shareholding of our Promoters**

Set forth below are the details of the build-up of shareholding of our Promoters:

| Date of Allotment and made fully paid up/ Transfer | Nature of Transaction | Consideration | No. of Equity Shares | F.V (in Rs.) | Issue / Transfer Price (in Rs.) | Cumulative no. of Equity Shares | % of Pre-Issue Equity Paid Up Capital | % of Post-Issue Equity Paid Up Capital | No. of Shares Pledged | % of shares pledged |
|---|---|---|---|---|---|---|---|---|---|---|

| Suresh Chand Garg | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| On Incorporation | Subscription to MOA | Cash | 100 | 10 | 10 | 100 | 0.00 | [●] | N.A. | N.A. |
| March 31, 1999 | Further Issue | Cash | 32,400 | 10 | 10 | 32,500 | 0.19 | [●] | N.A. | N.A. |
| June 18, 2003 | Transfer of Shares from Ashwani Goel | Gift Deed | 10,000 | 10 | 10 | 42,500 | 0.25 | [●] | N.A. | N.A. |
| June 18, 2003 | Transfer of Shares from Poonam Rani | Cash | 15,000 | 10 | 10 | 57,500 | 0.33 | [●] | N.A. | N.A. |
| June 23, 2016 | Transfer of Shares to SSK Automotive Pvt Ltd | Cash | (25,000) | 10 | 10 | 32,500 | 0.19 | [●] | N.A. | N.A. |
| October 15, 2020 | Transfer of Shares from Shanti devi | Cash | 9000 | 10 | 10 | 41,500 | 0.24 | [●] | N.A. | N.A. |
| March 8, 2021 | Conversion of Loan to Equity Shares | Consideration Other than Cash | 1,35,000 | 10 | 37.02 | 1,76,500 | 1.03 | [●] | N.A. | N.A. |
| March 25, 2021 | Bonus Issue | NA | 2,64,750 | 10 | Nil | 4,41,250 | 2.58 | [●] | N.A. | N.A. |
| June 27, 2022 | Right Issue | Cash | 74,074 | 10 | 27 | 5,15,324 | 3.00 | [●] | N.A. | N.A. |
| April 18, 2023 | Transfer of Shares from Rekha Goel | Gift Deed | 12,500 | 10 | Nil | 5,27,824 | 3.07 | [●] | N.A. | N.A. |
| July 11, 2025 | Bonus Issue | NA | 47,50,416 | 10 | Nil | 52,78,240 | 30.77 | [●] | N.A. | N.A. |
| **Total** | | | | **52,78,240** | | | | | | |

| Date of Allotment and made fully paid up/ Transfer | Nature of Transaction | Consideration | No. of Equity Shares | F. V (in Rs.) | Issue / Transfer Price (in Rs.) | Cumulative no. of Equity Shares | % of Pre-Issue Equity Paid Up Capital | % of Post-Issue Equity Paid Up Capital | No. of Shares Pledged | % of shares pledged |
|---|---|---|---|---|---|---|---|---|---|---|
| **Kusum Gupta** | | | | | | | | | | |
| On Incorporation | Subscription to MoA | Cash | 100 | 10 | 10 | 100 | 0.00 | [●] | N.A. | N.A. |
| March 31, 1999 | Further Issue | Cash | 60,900 | 10 | 10 | 61,000 | 0.36 | [●] | N.A. | N.A. |
| March 31, 2003 | Further Issue | Cash | 50,000 | 10 | 10 | 1,11,000 | 0.65 | [●] | N.A. | N.A. |
| March 30, 2005 | Transfer of Shares from Avantika Gupta Bhatia | Gift Deed | 99,900 | 10 | Nil | 2,10,900 | 1.23 | [●] | N.A. | N.A. |
| June 23, 2016 | Transfer of Shares to SSK Automotive Pvt Ltd | Cash | (1,50,000) | 10 | 10 | 60,900 | 0.35 | [●] | N.A. | N.A. |
| March 25, 2021 | Bonus Issue | NA | 91,350 | 10 | Nil | 1,52,250 | 0.89 | [●] | N.A. | N.A. |
| June 27, 2022 | Further Issue | Cash | 1,29,629 | 10 | 27 | 2,81,879 | 1.64 | [●] | N.A. | N.A. |
| April 18, 2023 | Transfer of Shares from Sunil Jindal | Gift Deed | 25,000 | 10 | Nil | 3,06,879 | 1.79 | [●] | N.A. | N.A. |
| July 11, 2025 | Bonus Issue | NA | 27,61,911 | 10 | Nil | 30,68,790 | 17.89 | [●] | N.A. | N.A. |
| | | | | | **Total** | **30,68,790** | | | | |

| Date of Allotment and made fully paid up/ Transfer | Nature of Transaction | Consideration | No. of Equity Shares | F.V (in Rs.) | Issue / Transfer Price (in Rs.) | Cumulative no. of Equity Shares | % of Pre-Issue Equity Paid Up Capital | % of Post-Issue Equity Paid Up Capital | No. of Shares Pledged | % of shares pledged |
|---|---|---|---|---|---|---|---|---|---|---|
| **Deepak Gupta** | | | | | | | | | | |
| April 30, 2012 | Further Issue | Cash | 500 | 10 | 10 | 500 | 0 | [●] | N.A. | N.A. |
| September 14, 2012 | Transfer of Shares from Campari Fiscal Services Pvt Ltd | Cash | 4000 | 10 | 150 | 4500 | 0.03 | [●] | N.A. | N.A. |
| March 8, 2021 | Conversion of Loan to Equity Shares | Consideration Other than Cash | 13,500 | 10 | 37.02 | 18,000 | 0.11 | [●] | N.A. | N.A. |
| March 25, 2021 | Bonus Issue | NA | 27,000 | 10 | Nil | 45,000 | 0.26 | [●] | N.A. | N.A. |
| September 13, 2024 | Transfer of Shares from Avantika Gupta Bhatia | Gift Deed | 70,000 | 10 | Nil | 1,15,000 | 0.67 | [●] | N.A. | N.A. |
| July 11, 2025 | Bonus Issue | NA | 10,35,000 | 10 | Nil | 11,50,000 | 6.7 | [●] | N.A. | N.A. |
| September 4, 2025 | Transfer of Shares from Avantika Gupta Bhatia | Gift Deed | 8,39,000 | 10 | Nil | 19,89,000 | 11.60 | [●] | N.A. | N.A. |
| September 8, 2025 | Transfer of Shares from Tannu Gupta | Gift Deed | 11,90,000 | 10 | Nil | 31,79,000 | 18.53 | [●] | N.A. | N.A. |
| | | | | | **Total** | **31,79,000** | | | | |

| Date of Allotment and made fully paid up/ Transfer | Nature of Transaction | Consideration | No. of Equity Shares | F.V (in Rs.) | Issue / Transfer Price (in Rs.) | Cumulative no. of Equity Shares | % of Pre-Issue Equity Paid Up Capital | % of Post-Issue Equity Paid Up Capital | No. of Shares Pledged | % of shares pledged |
|---|---|---|---|---|---|---|---|---|---|---|
| **SSK Automotive Private Limited** | | | | | | | | | | |
| June 23, 2016 | Transfer of Shares from Suresh Chand Garg | Cash | 25,000 | 10 | 10 | 25,000 | 0.16 | [●] | N.A. | N.A. |
| June 23, 2016 | Transfer of Shares from Kusum Gupta | Cash | 150,000 | 10 | 10 | 1,75,000 | 1.02 | [●] | N.A. | N.A. |
| June 23, 2016 | Transfer of Shares from Suresh Chand Garg (HUF) | Cash | 40,000 | 10 | 10 | 2,15,000 | 1.22 | [●] | N.A. | N.A. |
| March 25, 2021 | Bonus Issue | NA | 3,22,500 | 10 | Nil | 5,37,500 | 3.13 | [●] | N.A. | N.A. |
| July 11, 2025 | Bonus Issue | NA | 48,37,500 | 10 | Nil | 53,75,000 | 31.36 | [●] | N.A. | N.A. |
| | | | | | **Total** | **53,75,000** | | | | |

12. As on the date of the Draft Prospectus, the Company has Eight (8) shareholders.

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

| Sr. No. | Name of the Shareholders | Pre- Issue | | Post Issue | |
|---|---|---|---|---|---|
| | | Number of Equity Shares | % of Pre- Issue Equity Share Capital | Number of Equity Shares | % of Post- Issue Equity Share Capital |
| 1. | Suresh Chand Garg | 52,78,240 | 30.77 | [●] | [●] |
| 2. | Kusum Gupta | 30,68,790 | 17.89 | [●] | [●] |
| 3. | Deepak Gupta | 31,79,000 | 18.53 | [●] | [●] |
| 4. | SSK Automotive Private Limited | 53,75,000 | 31.34 | [●] | [●] |
| 5. | Tannu Gupta | 740 | 0.00 | [●] | [●] |
| 6. | Avantika Gupta Bhatia | 1,000 | 0.00 | [●] | [●] |
| 7. | S.C. Garg (HUF) | 2,37,500 | 1.39 | [●] | [●] |
| **Total** | | **1,71,40,270** | **99.93** | [●] | [●] |

14. Except as mentioned below, there were no shares purchased/sold by the Promoter(s) and Promoter Group, directors of our Company and their relatives during last six months:

| Date of Allotment/ transfer | Name of Allottee/ Transferee | Party Category | Number of Shares Allotted/ Transferred | Face Value | Issue Price/ Transfer Price | Reason of Allotment/ Transfer |
|---|---|---|---|---|---|---|
| September 4, 2025 | Deepak Gupta | Promoter | 8,39,000 | 10 | Nil | Transfer via Gift |
| September 8, 2025 | Deepak Gupta | Promoter | 11,90,000 | 10 | Nil | Transfer via Gift |

15. There are no financing arrangements wherein the Promoters, Promoter Group, the Directors of our Company and their relatives, have financed the purchase by any other person of securities of our Company other than in the normal course of the business of the financing entity during the period of six (06) months immediately preceding the date of filing of the Draft Prospectus.

16. The average cost of acquisition of or subscription to Equity Shares by our Promoters are set forth in the table below:

| Name of the Promoters | No. of Equity shares held | Average cost of Acquisition (in ₹) * |
|---|---|---|
| Suresh Chand Garg | 5278240 | 1.40 |
| Kusum Gupta | 3068790 | 1.01 |
| Deepak Gupta | 3179000 | 0.35 |
| SSK Automotive Private Limited | 5375000 | 0.40 |

*As certified by statutory auditor by M/s NGMKS & Associates, Chartered Accountants dated September 29, 2025.

**17. Promoter's Contribution and other Lock-In details:**

The minimum Promoter's contribution has been brought in to the extent of not less than the specified minimum lot and from persons defined as "promoter" under the SEBI ICDR Regulations. All Equity Shares, which are being locked in are not ineligible for computation of Minimum Promoters Contribution as per Regulation 237 of the SEBI ICDR Regulations and are being locked in for 3 years as per Regulation 236 of the SEBI ICDR Regulations i.e. for a period of three years from the date of allotment of Equity Shares in this Issue.

No Equity Shares proposed to be locked-in as Minimum Promoter Contribution have been issued out of revaluation reserve or for consideration other than cash and revaluation of assets or capitalization of intangible assets, involved in such transactions.

We further confirm that Minimum Promoter's Contribution of 20.00% of the post issue paid-up Equity Shares Capital does not include any contribution from Alternative Investment Fund.

The Minimum Promoter's Contribution has been brought into to the extent of not less than the specified minimum lot and has been contributed by the persons defined as Promoters under the SEBI (ICDR) Regulations, 2018.

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

Details of the Equity Shares to be locked-in for three years from the date of Allotment as Promoter's Contribution are set forth in the table below:

| Number of Equity Shares locked-in* | Nature of Allotment / Transfer | Date of Allotment and Date when made fully paid-up | Face value (in ₹) | Issue/ Acquisition Price per Equity Share (in ₹) | Nature of consideration (cash / other than cash) | % of fully diluted post-Issue paid-up capital | Period of lock-in |
|---|---|---|---|---|---|---|---|
| ***Suresh Chand Garg*** | | | | | | | |
| [●] | [●] | [●] | [●] | [●] | [●] | [●] | 3 years |
| **SUB-TOTAL** | | | | | | **[●]** | |
| ***Kusum Gupta*** | | | | | | | |
| [●] | [●] | [●] | [●] | [●] | [●] | [●] | 3 years |
| **SUB-TOTAL** | | | | | | **[●]** | |
| ***Deepak Gupta*** | | | | | | | |
| [●] | [●] | [●] | [●] | [●] | [●] | [●] | 3 years |
| **SUB-TOTAL** | | | | | | **[●]** | |
| ***SSK Automotive Private Limited*** | | | | | | | |
| [●] | [●] | [●] | [●] | [●] | [●] | [●] | 3 years |
| **SUB-TOTAL** | | | | | | **[●]** | |

** To be included in the Prospectus.*

The Equity Shares that are being locked in are not ineligible for computation of Promoter's contribution in terms of Regulation 237 of the SEBI ICDR Regulations. Equity Shares offered by the Promoters for the minimum Promoter's contribution are not subject to pledge. Lock-in period shall commence from the date of Allotment of Equity Shares in the Public Issue.

We confirm that the minimum Promoter's contribution of 20% which is subject to lock-in for three years does not consist of:

a. Equity Shares acquired during the preceding three years for consideration other than cash and revaluation of assets or capitalisation of intangible assets;

b. Equity Shares acquired during the preceding three years resulting from a bonus issue by utilisation of revaluation reserves or unrealised profits of the issuer or from bonus issue against equity shares which are ineligible for minimum Promoter's contribution;

c. Equity Shares acquired by Promoters during the preceding one year at a price lower than the Issue Price;

d. The Equity Shares held by the Promoters and offered for minimum 20% Promoter's Contribution are not subject to any pledge.

e. Equity Shares for which specific written consent has not been obtained from the shareholders for inclusion of their subscription in the minimum Promoter's Contribution subject to lock-in.

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

**18. Details of Equity Shares locked-in for other than Minimum Promoters Contribution**

Other than the Equity Shares locked-in as Promoters' Contribution for a period of three years as stated in the table above, the entire pre-Issue capital of our Company, including the excess of minimum Promoters' Contribution, as per Regulation 238 of the SEBI (ICDR) Regulations, shall be locked in as follows:

• fifty percent of promoters' holding in excess of minimum promoters' contribution shall be locked in for a period of two years from the date of allotment in the initial public offer;

• and remaining fifty percent of promoters' holding in excess of minimum promoters' contribution shall be locked in for a period of one year from the date of allotment in the initial public offer.

The entire pre-issue equity share capital held by persons other than promoters of our Company i.e. Promoter Group members and Public shall be locked in for a period of 1 (one) year from the date of allotment of Equity Shares in this Issue. The Equity Shares which are subject to lock-in shall carry inscription 'non-transferable' along with the duration of specified non-transferable period mentioned in the face of the security certificate. The shares which are in dematerialized form, if any, shall be locked-in by the respective depositories. The details of lock-in of the Equity Shares shall also be provided to the Designated Stock Exchange before the listing of the Equity Shares.

**19. Recording on non-transferability of Equity Shares locked-in**

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

**Pledge of Locked in Equity Shares**

Pursuant to Regulation 242 of the SEBI ICDR Regulations, the locked-in Equity Shares held by our Promoters can be pledged with any scheduled commercial bank or public financial institution or systematically important non-banking finance company or a housing finance company as collateral security for loans granted by them, provided that:

a) if the equity shares are locked-in in terms of clause (a) of Regulation 238, the loan has been granted to the company or its subsidiary(ies) for the purpose of financing one or more of the objects of the Issue and pledge of equity shares is one of the terms of sanction of the loan;

b) if the specified securities are locked-in in terms of clause (b) of Regulation 238 and the pledge of specified securities is one of the terms of sanction of the loan. Provided that such lock-in shall continue pursuant to the invocation of the pledge and such transferee shall not be eligible to transfer the equity shares till the lock-in period stipulated in these regulations has expired.

***Other requirements in respect of 'lock-in'***

In terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018 the specified securities held by the promoters and locked-in as per regulation 238 may be transferred to another promoter or any person of the promoter group or a new promoter or a person in control of the issuer subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.

Further in terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018 the Equity Shares held by persons other than the Promoters prior to the Issue may be transferred to any other person holding the Equity Shares which are locked in as per Regulation 239 of the SEBI (ICDR) Regulations, 2018 subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.

20. Our Company, our Promoters, our Directors and the Lead Manager have no existing buyback arrangements or any other similar arrangements for the purchase of Equity Shares being offered through the Issue.
21. The post-Issue paid up Equity Share Capital of our Company shall not exceed the authorised Equity Share Capital of our Company.
22. There have been no financing arrangements whereby 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 Prospectus.
23. No person connected with the Issue, including, but not limited to, our Company, the members of the Syndicate, or our Directors, shall Issue 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. There neither have been and there will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of filing of the Draft Prospectus until the Equity Shares have been listed on the Stock Exchange or all application monies have been refunded, as the case may be.
25. Our Company has no outstanding warrants, options to be issued or rights to convert debentures, loans or other convertible instruments into Equity Shares as on the date of this Draft Prospectus.
26. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law. Our Company will comply with such disclosure and accounting norms as may be specified by SEBI from time to time.
27. Our Company shall ensure that any transactions in Equity Shares by our Promoters and the Promoter Group during the period between the date of filing the Draft Prospectus and the date of closure of the Issue, shall be reported to the Stock Exchanges within 24 hours of the transaction.
28. As on the date of this Draft Prospectus, the entire Issued Share, Subscribed and Paid-up Share Capital of our Company is fully paid up. Since the entire issue price in respect of the issue is payable on application, all the successful applicants will be allotted fully paid- up Equity shares.
29. As on the date of this Draft Prospectus, the Lead Manager and their respective associates (as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) do not hold any Equity Shares of our Company. The Lead Manager and their affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.
30. There are no Equity Shares against which depository receipts have been issued.
31. The Issue Price will be determined by our Company and the Promoters in consultation with the Lead Manager.
32. Our Promoters and the members of our Promoters Group will not participate in this Issue.
34. Our Company has not raised any bridge loans which are proposed to be repaid from the proceeds of the Issue.
35. Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed under "Basis of Allotment" in the chapter titled **"*Issue Procedure*"** beginning on Page No. 218 of this Draft Prospectus. In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of Regulation 253 (2) of SEBI (ICDR) Regulations, as amended from time to time.
36. An investor cannot make an application for more than the number of Equity Shares offered in this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investor.
37. An over-subscription to the extent of 10% of the Issue can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 10% of the Issue, as a result of which, the post- Issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoters and subject to lock- in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.
38. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be effected in accordance with applicable laws, rules, regulations and guidelines
39. No payment, direct, indirect in the nature of discount, commission, and allowance, or otherwise shall be made either by us or by our Promoters to the persons who receive allotments, if any, in this Issue.
40. As on date of this Draft Prospectus, there are no outstanding financial instruments or any other rights that would entitle the existing Promoters or shareholders or any other person any option to receive Equity Shares after the Issue.
41. Prior to this Initial Public Offer, our Company has not made any public issue at large.
42. As per RBI regulations, OCBs are not allowed to participate in this Issue.

*(The remainder of this page is intentionally left blank)*

## OBJECTS OF THE ISSUE

The Issue constitutes a Fresh Issue of upto 75,00,000 Equity Shares of our Company at an Issue Price of Rs. [●] per Equity Share aggregating to upto [●] Lakhs. We intend to utilize the proceeds of the Issue to meet the following objects.

**FRESH ISSUE**

Our Company proposes to utilize the net proceeds which are being raised towards funding the following objects and achieve the benefits of listing on the SME Platform of BSE.

**The Net Issue Proceeds from the Fresh Issue will be utilized towards the following objects: -**

1. Prepayment or repayment of outstanding secured borrowings availed by our Company;
2. To meet Capex Requirement for purchasing plant and machinery;
3. General Corporate Purposes

(Collectively, referred to herein as the ***"Objects of the Issue"***)

Our Company believes that listing will enhance our Company's corporate image, brand name and create a public market for its Equity Shares in India. The main objects clause of our Memorandum of Association of our Company enables us to undertake the activities for which funds are being raised in the Issue. The existing activities of our Company are within the objects clause of our Memorandum of Association. The fund requirement and deployment are based on internal management estimates and has not been appraised by any bank or financial institution.

**REQUIREMENTS OF FUNDS**

The proceeds of the Issue, after deducting Issue related expenses, are estimated to be ₹ [●] Lakhs (the "**Net Proceeds**").

The following table summarizes the requirement of funds:

*(₹ in Lakhs)*

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

## UTILIZATION OF NET PROCEEDS

The proposed utilization of Net Proceeds is set forth as stated below:

*(₹ In Lakhs)*

| Sr. No. | Particulars | Amount | % of Net Proceeds |
|---|---|---|---|
| 1. | Prepayment or repayment of outstanding secured borrowings availed by our Company | Upto 1350.00 | [●] |
| 2. | Meeting Capex Requirement for purchasing plant and machinery | Upto 2808.06 | |
| 3. | General Corporate Purpose^ | [●] | [●] |
| | **Total Net Proceeds** | [●] | [●] |

*^To be finalized on determination of the Issue Price and updated in the Prospectus prior to filing with the ROC. The amount to be utilised for general corporate purposes shall not exceed 15% of the amount being raised by our Company or 10 crores whichever is lower in accordance with Regulation 230(2) of the SEBI ICDR Regulation, 2018 read along with SEBI ICDR (Amendment) Regulations, 2025.*

## MEANS OF FINANCE

We intend to finance our Objects of the Issue through Issue Proceeds which are as follows:

(*₹ In Lakhs*)

| Sr. No. | Particulars | Amount Required | Amount to be utilized from IPO Proceeds | Internal Accruals / Equity / Reserves |
|---|---|---|---|---|
| 1. | Prepayment or repayment of outstanding secured borrowings availed by our Company | Upto 1350.00 | Upto 1350.00 | 00.00 |
| 2. | Meeting Capex Requirement for purchasing plant and machinery | Upto 2808.06 | Upto 2808.06 | 00.00 |
| 3. | General Corporate Purposes | [●] | [●] | 00.00 |
| 4. | Issue related expenses | [●] | [●] | [●] |
| | **Total** | [●] | [●] | [●] |

Based on certificate duly certified by Statutory Auditor M/s. NGMKS & Associates, Chartered Accountants dated September 12, 2025. Our company has paid ₹ 25.90 Lakhs till September 12, 2025 towards Issue expenses out of internal accruals available with the company. Our company will reimburse/recouped such advances out of the Net Proceeds.

**PROPOSED SCHEDULE OF IMPLEMENTATION AND DEPLOYMENT OF THE NET PROCEEDS**

The Net Proceeds of the Fresh Issue ("Net Proceeds") are currently expected to be deployed in accordance with the schedule as stated below:

(₹ in lakhs)

| Sr. No. | Particulars | Estimated Amount to be financed from Net Proceeds | Estimated Utilization of Net Proceeds in F. Y. 2025- 2026 | Estimated Utilization of Net Proceeds in F. Y. 2026- 2027 |
|---|---|---|---|---|
| 1 | Prepayment or repayment of outstanding secured borrowings availed by our Company | Upto 1350.00 | 1350.00 | - |
| 2 | Meeting Capex Requirement for purchasing plant and machinery | Upto 2808.06 | 1188.06 | 1620.00 |
| 3 | General Corporate Purposes | [●] | [●] | [●] |
| 4 | Issue related expenses | [●] | [●] | [●] |

*The requirements of the objects detailed above are intended to be funded from the proceeds of the Issue. Accordingly, we confirm that there is no requirement for us to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the proposed Issue.*

*The fund requirement and deployment are based on internal management estimates and have not been appraised by any bank or financial institution. These are based on current conditions and are subject to change in light of changes in external circumstances or costs, other financial conditions, business or strategy, as discussed further below.*

In case of variations in the actual utilization of funds allocated for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in this Issue. If surplus funds are unavailable, the required financing will be through our internal accruals and/or debt.

We may have to revise our fund requirements and deployment as a result of changes in commercial and other external factors, which may not be within the control of our management. This may entail rescheduling, revising or cancelling the fund requirements and increasing or decreasing the fund requirements for a particular purpose from its fund requirements mentioned below, at the discretion of our management. In case of any shortfall or cost overruns, we intend to meet our estimated expenditure from internal accruals and/or debt. In case of any such re-scheduling, it shall be made by compliance of the relevant provisions of the Companies Act, 2013.

As we operate in competitive environment, our Company may have to revise its business plan from time to time and consequently our fund requirements may also change. Our Company's historical expenditure may not be reflective of our future expenditure plans. Our Company may have to revise its estimated costs, fund allocation and fund requirements owing to various factors such as economic and business conditions, increased competition and other external factors which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of the Company's management. For further details on the risks involved in our business plans and executing our business strategies, please refer section titled ***"Risk Factors"*** beginning on Page No. 25 of this Draft Prospectus.

**DETAILS OF UTILIZATION OF ISSUE PROCEEDS**

***1. Prepayment or repayment of outstanding secured borrowings availed by our Company***

Our Company has entered into various financing arrangements from time to time, with various lenders. The financing arrangements availed by our Company includes, inter alia, term loans and working capital facilities. For further details, please refer section titled ***"Financial Indebtedness"*** on page 181 of this Draft Prospectus.

As of 31st March, 2025, our total outstanding borrowings amounted to ₹ 4,265.99 Lakhs. Our Company proposes to utilise an estimated amount of up to ₹ 1350.00 Lakhs from the Net Proceeds towards pre- payment or scheduled repayment of all or a portion of certain term loans and working capital facilities availed by our Company.

We believe that the pre-payment or scheduled repayment will help reduce our existing borrowings, assist us in maintaining a favourable debt-equity ratio and enable utilisation of our internal accruals for further investment in business growth and expansion.

Any pre-payment may attract prepayment charges as per the terms of the loan agreement; such charges, if incurred, will be met from our internal accruals and not from the Net Proceeds of the Issue.

The following table provides details of loans and facilities availed by our Company and outstanding, as on 31st March,2025, out of which we propose to pre-pay or repay, in part either all or a portion of the below mentioned loans and/or facilities, up to an amount aggregating to ₹ 1350 Lakhs from the Net Proceeds:

| Sr. No. | Name of the Lender | Sanction Letter Date | Particulars of Loan Facility | Sanctioned Amount* | Outstanding Amount as on 31st March, 2025 | Rate of Interest / Commission | Repayment date/ Schedule |
|---|---|---|---|---|---|---|---|
| **1.** | SIDBI | 27th June, 2022 | Term Loan | 220.00 | 112.00 | 8.95 | 55 Months |
| **2.** | HDFC Bank Limited | 10th January, 2024 | Term Loan | 50.00 | 29.42 | 8.50 | 60 Months |
| **3.** | ICICI Bank | February 06, 2025 | Term Loan | 2394.20 | 1769.45 | 8.50 | 60 Months from sanction letter |
| **TOTAL** | | | | **2664.20** | **1910.88** | | |

*Pursuant to the certificate dated September 12, 2025, issued by NGMKS & Associates, Chartered Accountants having FRN: 024492N.

In accordance with Clause 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations which requires a certificate from the statutory auditor certifying the utilization of loan for the intended purpose, our Company has obtained the requisite certificate dated September 12, 2025 from NGMKS& Associates, Chartered Accountants for the loans to be prepaid or repaid by our Company.

For further details in relation to our borrowings, please refer section **"Financial Indebtedness"** on page 181 of this DP.

***2. Funding Capital Expenditure for purchasing of plant and machinery***

Our Company has been on a fast-track growth for the past three financial years. The turnover has substantially increased in past few years with a significant increase in profitability. The company is on an aggressive growth path and plans to expand its operations. Our Company intends to deploy from the Net Proceeds aggregating up to Rs. 2808.06 Lakhs towards Capital expenditure (including Taxes Amount), which includes purchase of Plant and Machinery for Rs. 2808.06 Lakhs, details of which are as follows:

**Details of Capital Expenditure**

Our company intends to purchase diecasting machines for expansion of current capacity. The details of costing of such plant and machinery are set forth. Estimated total cost of Plant and Machinery to be purchased is up to Rs. 2808.06 Lakhs. Our Company has received quotations for machineries intended to be purchased as specified below;

**A. FOR UNIT - I**

***International Plant and Machinery*:** ***(Amount in USD)***

| Sr. no. | Particulars of Machine | Name of Supplier | Date of Quotation | Validity of Quotation | Quantity | Rate Per Unit | Total FOB Value |
|---|---|---|---|---|---|---|---|
| 1. | YIZUMI diecasting Machine Model - DM180HII<br>With Following Features and Options:<br>• Sleeve Diameter (50,60mm)<br>• Plunger lubricator: Granule type<br>• Mounting way: H-beam<br>• Squeeze Interface<br>• Vacuum Interface<br>• Jet Cooling Interface<br>• Interface for Furnace temp<br>• Safety fence for extractor<br>• Top cover<br>• One more core at FP<br>• Online QC<br>• Servo Motor<br>• Sensor for Nitrogen<br>• Updated Inovance PLC and OEM HMI<br>• Indian Package | YIZUMI PRECISION MACHINERY (HK) CO., LTD<br>Address: Flat/Rm 18, Blk B, 9/F Hi-Tech Industrial Centre, 491-501castle Peak Road Tsuen Wan, Nt, Hongkong, China<br>Business License no: 39987170-000-11-24-A | July 13th,2025 | Valid till December 11th ,2025 | 2 | 73,850 | 1,47,700 |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| | • Auto rear door<br>• Auto Ladle-JSLB2<br>• Auto Sprayer - JSSR2<br>• Auto Extractor-JSEH2<br>• Conveyor (3x0.4m, with 2 fans and speed adjustable) | | | | | | |
| 2. | TBC 420 ton die casting machine<br>Automatic Ladler<br>Automatic Sprayer<br>Automatic Extractor | Technology Base Corporation<br>Address: No. 21, Heye 1st Road, Daliao District, Kaohsiung City 831, Taiwan | July 11th, 2025 | 180 Days | 2 | 1,64,500 | 3,29,000 |
| 3. | TBC 280 ton die casting machine<br>Automatic Ladler<br>Automatic Sprayer<br>Automatic Extractor | Technology Base Corporation<br>Address: No. 21, Heye 1st Road, Daliao District, Kaohsiung City 831, Taiwan | July 11th, 2025 | 180 Days | 2 | 1,43,500 | 2,87,000 |
| 4. | Yizumi Die Casting Machine Model - DM500HIIS<br>With Following Features and Options:<br>• Sleeve Diameter (70,80mm) with collar size 100x15<br>• Plunger lubricator: Granule type<br>• Mounting way: H-beam<br>• Squeeze Interface<br>• Vacuum Interface<br>• Jet Cooling Interface<br>• Interface for Furnace temp<br>• Interface for mold temp control at MP<br>• Injectio protection cover at rear side<br>• Safety fence for extractor<br>• Top cover<br>• Online QC<br>• Servo Motor<br>• Sensor for Nitrogen<br>• Updrated Inovance PLC and OEM HMI<br>• Indian Package<br>• Auto back door<br>• Auto Ladle-JSLB2<br>• Auto Sprayer - JSSR2<br>• Auto Extractor-JSEH2<br>• Conveyor (3x0.4m, with 2 fans and speed adjustable) | YIZUMI PRECISION MACHINERY (HK) CO., LTD<br>Address: Flat/Rm 18, Blk B, 9/F Hi-Tech Industrial Centre, 491-501castle Peak Road Tsuen Wan, Nt, Hongkong, China<br>Business License no: 39987170-000-11-24-A | July 13th, 2025 | Valid till December 11th ,2025 | 1 | 1,37,000 | 1,37,000 |
| **Total (in USD)** | | | | | | | **9,00,700** |
| **Exchange Rate*** | | | | | | | **88.00** |
| **Total (in INR)** | | | | | | | **7,92,61,600** |
| **Total (Rs. in Lakhs)** | | | | | | | **792.62** |

**B. FOR UNIT - II**

***International Plant and Machinery*:**

| Sr. no. | Particulars of Machine | Name of Supplier | Date of Quotation | Validity of Quotation | Quantity | Rate Per Unit | Total FOB Value |
|---|---|---|---|---|---|---|---|
| 1. | Yizumi Die Casting Machine Model-DM500HIIS<br>With Following Features and Options:<br>• Sleeve Diameter (70,80mm) with collar size 100x15<br>• Plunger lubricator: Granule type<br>• Mounting way: H-beam<br>• Squeeze Interface<br>• Vacuum Interface<br>• Jet Cooling Interface<br>• Interface for Furnace temp<br>• Interface for mold temp control at MP<br>• Injectio protection cover at rear side<br>• Safety fence for extractor<br>• Top cover<br>• Online QC<br>• Servo Motor<br>• Sensor for Nitrogen<br>• Updrated Inovance PLC and OEM HMI<br>• Indian Package<br>• Auto back door<br>• Auto Ladle-JSLB2<br>• Auto Sprayer -JSSR2<br>• Auto Extractor-JSEH2<br>• Conveyor (3x0.4m, with 2 fans and speed adjustable) | YIZUMI PRECISION MACHINERY (HK) CO., LTD<br>Address: Flat/Rm 18, Blk B, 9/F Hi-Tech Industrial Centre, 491-501castle Peak Road Tsuen Wan, Nt, Hongkong, China<br>Business License no: 39987170-000-11-24-A | July 13th,2025 | Valid till December 11th ,2025 | 1 | 1,37,000 USD | 1,37,000 USD |
| 2. | YIZUMI diecasting Machine Model - DM900HIIS<br>With Following Features and Options:<br>• Sleeve Diameter (80,90mm)<br>• Plunger lubricator: Oil type or Bead type<br>• Mounting way: H-beam<br>• Auto front and back door<br>• Online QC<br>• Servo Motor<br>• Hydraulic Tie bar Extraction at operator top side<br>• Interface for Furnace temp<br>• ARC<br>• Interface for mold temp control at MP<br>• ACC Pressure Interlock | YIZUMI PRECISION MACHINERY (HK) CO., LTD<br>Address: Flat/Rm 18, Blk B, 9/F Hi-Tech Industrial Centre, 491-501castle Peak Road Tsuen Wan, Nt, Hongkong, China<br>Business License no: 39987170-000-11-24-A | July 13th, 2025 | Valid till December 11th, 2025 | 1 | 2,88,000 USD | 2,88,000 USD |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | • Locking force detecting-By install an pressure sen<br>• Ejector position set in HMI (Reader & magnetic ruler<br>• DIE height auto adjustment by<br>• 15inch HMI (YZM OEM)<br>• PLC-AM401(INOVANCE)<br>• shot master<br>• Indian Package<br>• Auto Ladle-JSLB4<br>• Auto Sprayer -JSSB4<br>• Auto Extractor-JSEH4<br>• Conveyor (4x1.25m, with 2 fans and speed adjustable)<br>• QDC (16TX8)<br>• Safety fence for extractor | | | | | | | |
| **Total (in USD)** | | | | | | | | **4,25,000** |
| **Exchange Rate*** | | | | | | | | **88.00** |
| **Total (in INR)** | | | | | | | | **3,74,00,000** |
| **Total (Rs. in Lakhs)** | | | | | | | | **374.00** |
| 3. | FANUC ROBODRILL Alpha-D14MiB Plus | RD-M-A14BP-M | FANUC India Pvt Ltd Subsidiary of FANUC Corporation (Japan)<br>FANUC Corporation (Japan) Address : 3580 Shibokusa Aza Komanba Oshino-mura Minamitsuru-gun Yamanashi Prefecture 401-0597, Japan<br>Business no - 22714564<br>FANUC India Pvt Ltd Address: 41A, Electronics City, House Road, Banglore – 560 100 | April 2nd, 2025 | Valid till October 10th 2025 | 5 | 82,11,000 JPY | 4,10,55,000 JPY |
| | DDRIB without Interfacing Elements | RD-HW-DDRIB-WOIF | | | | | | |
| | FANUC Series 311-B Plus | RD-C-31I-BP-14 | | | | | | |
| | 4th Axis ready for DDR (Without motor and cable) | RD-HW-RDY-DDR | | | | | | |
| | High column (200 mm) | RD-HW-HCLM-200 | | | | | | |
| | Automatic oil lubrication | IRD-HW-AOL | | | | | | |
| | Illumination (20W: LED Lamp) | IRD-HW-MLAMP-20W | | | | | | |
| 4. | FANUC ROBODRILL Alpha-D21LiB Plus | RD-M-A14BP-M | FANUC India Pvt Ltd Subsidiary of FANUC Corporation (Japan)<br>FANUC Corporation (Japan) Address : 3580 Shibokusa Aza Komanba Oshino-mura Minamitsuru-gun YamanashiPrefecture 401-0597, Japan<br>Business no - 22714564<br>FANUC India Pvt Ltd Address: 41A, Electronics City, | April 2nd, 2025 | Valid till October 10th 2025 | 10 | 90,76,000 JPY | 9,07,60,000 JPY |
| | DDRIB without Interfacing Elements | RD-HW-DDRIB-WOIF | | | | | | |
| | FANUC Series 311-B Plus | RD-C-31I-BP-14 | | | | | | |
| | 4th Axis ready for DDR (Without motor and cable) | RD-HW-RDY-DDR | | | | | | |
| | High column (200 mm) | RD-HW-HCLM-200 | | | | | | |
| | Automatic oil lubrication | IRD-HW-AOL | | | | | | |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Illumination (20W: LED Lamp) | IRD-HW-MLAMP-20W | House Road, Banglore – 560 100 | | | | | |
| **Total (in JPY)** | | | | | | | | **13,18,15,000** |
| **Exchange Rate**** | | | | | | | | **0.57** |
| **Total (in INR)** | | | | | | | | **7,51,34,550** |
| **Total (Rs. in Lakhs)** | | | | | | | | **751.35** |

***Domestic Plant and Machinery*:**

***(Amount in Lakhs)***

| Sr. no. | Particulars | Name and Particulars of Supplier | Date of Quotation | Validity of Quotation | Quantity | Total Basic Value | Tax Value | Total Amount |
|---|---|---|---|---|---|---|---|---|
| 1. | Robot Tending Automation<br><br>Part Details: Pump Body<br><br>Machine details: FANUC Robodrill FRD D14MiB Plus 3 nos, Turning Center (Ace designer Apollo) 1 no, Leak Test Machine 1 no. Machine Architecture: As per proposed schematic layout.<br><br>Scope of Supply<br><br>1) Industrial Robot Cell-1:- Pedestal for Robo mounting, Robo Controller stand, Junction box at J3.- EOAT assembly consists of J6 Adaptor, 3 Jaw Gripper units, 4 nos (Schunk/Zimmer make), Gripping Fingers 12 nos., with necessary pressure switches, fittings & connectors.<br><br>2) Input Component Slat Conveyor, 1 nos. (Total 20 nos. of slat, each slat 2 components)- Fabricated Structural frame with leveling Pads. - Standard elements like Chain, Sprockets, Shafts, bearings, end tensioning Unit etc.- Slats 20 nos. which includes location and orientation pins.- Induction motor with Gear Box and VFD.- Proximity sensors for slat and component positions.<br><br>3) Component Buffer and flipping Station.- Square tube structure with levelling pads.- Base Plate, Pins, Vertical structure, rough locator, location and orientation pin etc.- Precision class LM Rail & LM Blocks for pallet movement , 2 sets ( 1 set / pallet).- Pneumatic cylinder for positioning with required DCV, FCV, Read switch, Couplers & mounting brackets.- Guided vertical Pneumatic cylinder with required DCV, FCV, Read switch, Couplers & mounting brackets.- Pneumatic rotary indexer 1 nos.- Parallel Jaws gripper with fingers.- Part presence Sensors with mounting brackets and guards.<br><br>4) Inline Inspection Station (ID and Depth Inspection) : - Special gauge | Insight Technologies<br><br>Regd. Office: 125/A, 5th Main Road, 3rd Cross Rd, 2nd Stage, Yesvantpur Industrial Suburb, Yeswanthpur, Bengaluru, Karnataka 560022<br><br>GSTN: 29AACFI3708D1ZN | March 3rd 2025 | Valid till 31st December, 2025 | 4 | 60.20 | 10.84 | 240.80 |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | to check ID & Depth of Housing.- LVDT and all required accessories.<br><br>5) Industrial Robot Cell-2: - Pedestal for Robo mounting, Robo Controller stand, Junction box at J3- EOAT assembly consists of J6 Adaptor, 3 Jaw Gripper units, 2 nos (Schunk/Zimmer make), Gripping Fingers 6 nos., with necessary pressure switches, fittings & connectors.<br><br>6) Output Belt Conveyor 1 no :- Conveyor frame, levelling pads, roller shaft, tension adjuster, bearings, retainer, lock nut, modular conveyor belt.- Induction motor with VFD and gear box 1 no, timing belt and pulley, motor mounting structure.<br><br>7) Output rejected Bins 2 nos. (One for Inspection station and One for Leak test Machine).8) Safety fencing around the Robo with safety plug for Operator entry door9) Safety light curtain 1 no.10) Electrical Control Unit: PLC controlled, electrical control cabinet with 7" HMI (Omron / Delta make) and necessary Switchgear, Isolator Switch, SMPS, MPCB's, Fan, Filter, Tower lamp, ON/OFF indication, etc.11) Pneumatic Panel: FRL and Necessary DCVs, FCVs, Piping, Fittings, etc(Make: SMC). | | | | | | | |
| | Industrial Robot Cell-1 :<br><br>6 axes Articulated Robot with Payload of 35kg with Robot Controller & Teach pendent (Fanuc make), Soft move and I/O Card. | | | | 1 | | | |
| | Industrial Robot Cell-2 :<br><br>6 axes Articulated Robot with Payload of 12kg with Robot Controller & Teach pendent (Fanuc make), Soft move and I/O Card. | | | | 1 | | | |
| 2. | Ace Slant Bed CNC Lathe J 300 LM<br>• Controls: Fanuc Oi-TF Plus<br>• **Jobber Elite Series**<br>• 8 station Bi-directional turret (BTP-80) with wedge type OD tool clamping<br>• A2-5 Spindle (Cartridge)<br>• AC Servo Axes Drives (Fanuc' make)<br>• AC Spindle Drive (Famuc make)<br>• Automatic Centralised Oil Lubrication System<br>• Basic Hydraulic System with Drain Line Oil cooler<br>• Built-In Lighting System<br>• Controls: Fanuc Oi-TF Plus | Ace Designers Ltd<br><br>Regd. Office: Plot No. 7 & 8, II Phase, Peenya Industrial Area, Bangalore, Karnataka, India<br><br>GSTN: 29AABCA2364F1ZW | April 24th, 2025 | 6 Months | 10 | 18.00 | 3.24 | 180.00 |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | • Coolant System<br>• Drain line Oil cooler<br>• Electronic Hand Wheel (MPG) (Fanuc' make)<br>• Linear Motion Guideways for both Axes<br>• Machine 'Ball Bar' checked for contour accuracy<br>• Machine Colour: RAL 7016 (Titan Grey) and RAL 9016 (Traffic white)<br>• One set of machine manuals (Instruction manual and Parts manual) along with 01 no. CD<br>• Oriented Spindle Stop (M19 Command)<br>• Programmable quill<br>• Spindle Speed: 50-4000 rpm (Subject to Work holding selection)<br>• Standard tooling package as per Annexure - II and with all other standard features<br>• Tailstock with external rotating centre<br>• Three Colour Machine status lamp<br>• Training (One person for programming and one person for maintenance - refer Terms and Conditions in Annexure - I)<br>• Base plate packing<br>3 Jaw power operated hollow high speed chuck nominal 0200mm metric serration including suitable power chucking cylinder (Recommended max. speed 3500 rpm) Bar capacity-042 mm max<br>8 station Hydraulic Turret HTP-80 (in lieu of BTP-80)<br>Without AC unit | | | | | | | |
| 3 | 000000-0239-500<br><br>SRE MAX Easy. Radiation Shielded cabinet.<br><br>manual manipulator system (by joystick) Control Console. 160kV Compact tube X-Ray Equipment. XRG 160 Generator Image processor BHT IP Plus<br>637028-2210-000<br>Bosello Max Panel 0822_AO_160-225kV<br>Flat-panel detector 0822 AO for BOSELLO MAX/8-10 | Carl Zeiss India (Banglore) Pvt Ltd<br><br>Regd. Office: Block 1-IMT, Plot No. 3, Jigani Link Road Bommasandra Industrial Area | April 23rd, 2025 | 180 days from Quotation | 1<br>1 | 178.26 | 32.09 | 178.26 |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | • Analog-to-Digital Converter (ADC) 14 bit<br>Technical specification of flat-panel detector (FPD) –<br>• Field of View: 8 inches (200 mm x 200 mm) –<br>• number of pixels: 1024 x 1024<br>• pixel size: 200 µm x 200 µm incl. accessories, mounting frame | Bangalore 560 099<br><br>GSTN: 29AADCC6152H1ZM | | | | | | |
| | 667000-0000-006<br>Software IP Extreme Man<br>Software IP extreme MAN<br>Software option for IP plus MAN | | | | 1 | | | |
| | 000000-0739-500<br>Seaworthy packaging for BOSELLO MAX Easy | | | | 1 | | | |
| 4. | 636526-9932-000<br>CMM O-DETECT 3/2/2<br>ZEISS CNC Optical Coordinate Measuring Machine (CMM) in cantilever design<br>• measuring volume X = 300 mm, Y = 200 mm, Z200 mm<br>• working distance: 65 mm<br>• sensor resolution: 3.45 µm<br>• field of view (FoV): 8.4 mm x 7.0 mm<br>• lens for 1.0x magnification,<br>• corresponds to a magnification of 63 times (on a 27 inch monitor)<br>• Specifications here below hold for over 18-22 °C.<br>• Linear measuring tolerance (uni-directional) as per 150 10360-7:2011<br>• MPE ELU X/Y (1D) (OT) (1.6+1/200) µm<br>• MPE EU XY (2D) (OT) = (1.9+ 1/150) µm<br>• MPE EU XYZ (3D) (OT) = (2.4 + 1/150) µm<br>• Probing error of the image processing system as per ISO<br>• 10360-7:2011<br>• MPE_PFVZD 1.2 µm<br>• Repeatability range (of EUZ L = 0 mm) as per 150 10360-7.2011<br>• MPL RUZ 1.9 µm<br>• optical measurement technology (image processing)<br>• -PC-based Integrated Scanning Control (150) by internal controller C99m<br>• integrated passive vibration damping<br>• Optical measuring | Carl Zeiss India (Banglore) Pvt Ltd<br><br>Regd. Office: Block 1-IMT, Plot No. 3, Jigani Link Road Bommasandra Industrial Area Bangalore 560 099<br><br>GSTN: 29AADCC6152H1ZM | April 24th, 2025 | 180 days from Quotation | 1 | 43.78 | 7.88 | 43.78 |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | • CMOS monochrome camera with GigE Vision interface,<br>• 5 megapixel, 2/3 inch chip<br>• ZEISS INVENTA D1 fixed lens,<br>• telecentric optical system<br>• -coaxial incident LED bright field toplight in blue<br>• -integrated back-light system<br>• integrated interface for additional illumination systems<br>• e.g. 8 segment LED ring toplight in blue and white<br>• illumination intensity adjustable from 0% to 100%<br>• 5-megapixel overview camera for navigation<br>• Documentation and licensing<br>• CMM documentation (EPLAN 21 in pdf format) on data medium<br>• acceptance documents, operating instructions | | | | | | | |
| | 636510-9045-000<br>Stand DuraMax<br>Standard base frame for O-DETECT 3/2/2, DuraMax 5/5/5<br>• tray for control panel at ergonomic working height | | | | 1 | | | |
| | 608426-9152-000<br>Control panel 26 SE, power ON<br>Standard CMM control panel, with power-on button<br>• for CMMs without own power-on button (at controller cabinet)<br>• standard control panel (without connection cable, which is included in the CMM basic unit)<br>• with power-on button<br>Equipment features<br>• enables manual control of the CMM and the articulating swivel joint<br>• -two progressive joysticks. The joysticks can be used as mouse.<br>• -LCD display for CMM status, coordinates and current probe number<br>• control knob for speed adjustment<br>• -quick function keys F1 to F12<br>• emergency stop button | | | | 1 | | | |
| | 660002-0706-027<br>CALYPSO basis O-DETECT PC Lic<br>CALYPSO basis O-DETECT, Bastic, PC for Q-DETECT<br>• basic license for software in current version<br>• -PC-bound license | | | | 1 | | | |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | • -automatic generation of traverse path<br>Software for CAD-supported measurements and evaluations with focus on regular geometries<br>• Inspection feature oriented programming methodology by CALYPSO concept for inspection features<br>• automatic detection of elements<br>• incl. PiWeb reporting for efficient protocol creation with pre-defined protocol templates<br>• incl. interface for SAT files | | | | | | | |
| | 660002-0706-300<br>CALYPSO Curve PC Lic<br>CALYPSO curve, BasLic, PC<br>• -basic license for software in current version<br>• -PC-bound license<br>Software option for measuring and digitalization of 2D and 3D curves, lifting charts<br>• evaluation of line shape<br>• evaluation with or without using a CAD model<br>• - incl. interface for data in VDA format (measuring points, vectors) | | | | 1 | | | |
| | 614303-0000-400<br>PERFORMANCE Workstation<br>Workstation PERFORMANCE<br>CPU Intel(R) Xeon(R) w3-2423 2.11GHz 6C 110W<br>RAM 6468 (4x16GB) DDR5 4800 ECC<br>GFX NVIDIA T1000 4GB 4mDP<br>HDD 4TB 7200RPM SATA Ent 3.5 2nd<br>55D 512GB M.2<br>Premium FIO 2xUSB3.1 TypeC 2xUSB3 Type<br>USB Mouse<br>HP TPM Enabled/Hidden<br>• Acronis backup for PC license:<br>• software for image creation, bilingual (English/German)<br>• -high performance components to operate CMMs<br>• software installation and licensing<br>• customizing default values, tests and acceptance<br>• 3/3/3 Warranty EURO<br>• 3 years for parts, labor, on-site service<br>• China Regulatory CCC Compliance Mark<br>• Due to rapid life cycles of IT products, their configuration | | | | 1 | | | |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | may slightly differ at the time of delivery | | | | | | | |
| | 614303-0000-120<br>Monitor 27 Zoll<br>Monitor 27 inches<br>maximum resolution: min. 1920 x 1080 aspect ratio: 16:9 (widescreen) input connectors: 1 x HDMI, 1 x DisplayPort, 4 x USB-A 3.2 (Downsstream), 1 x USB-B (Upstream) including a 3 years standard limited warranty | | | | 1 | | | |
| | 000000-0569-886<br>wireless keyboard kit and mouse EN Bluetooth keyboard with llluetooth mouse (linglish) | | | | 1 | | | |
| | 000000-0571-584<br>NIC for WS<br>Network Interface Card (NIC) 12:10-11 GbE<br>mandatory for O-INSPECT, mandatory for EagleEye | | | | 1 | | | |
| | 600784-9002-000<br>Ring light RE-W8-48-01, exchang, bl/w<br>Ring light (standard) for O-DETECT<br>• -8 sectors with LEDs (white/blue)<br>• working distance: 65 mm | | | | 1 | | | |
| | 000000-0239-500<br>Packing transportation | | | | 1 | | | |
| 5. | 620608-5124-002<br>CMM CONTURA 9/12/6<br>CMM CONTURA 9/12/6<br>ZEISS CNC Coordinate<br>• Measuring Machine (CMM) in bridge design<br>Specifications here below hold for<br>• S1: active sensors VAST XT gold, VAST XTR gold<br>• S2: passive sensor VAST XXT with RDS<br>• temperature range 18 - 22 °C<br>maximum temperature gradients 1.0 K/h; 1.5 K/d; 1.0 K/m<br>Max. Permiss. length measurement Error (MPE) as per ISO 10360-2:2009<br>• MPE_E0 (3D) = (1.5 + L/350) µm for S1<br>• MPE_E0 (3D) = (1.6 + L/350) µm for S2<br>Max. Permiss. Error (MPE) of scanning probing as per ISO 10360-4:2000 within Maximum Permissible Time (MPT) for scanning test<br>• MPE_THP = 2.5 µm in MPT_tau = 40 s for S1<br>• MPE_THP = 2.8 µm in MPT_tau = 50 s for S2<br>Single stylus form error as per ISO 10360-5:2010 | Carl Zeiss India (Banglore) Pvt Ltd<br>Regd. Office: Block 1-IMT, Plot No. 3, Jigani Link Road Bommasandra Industrial Area Bangalore 560 099<br>GSTN: 29AADCC6152H1ZM | April 23rd, 2025 | 180 days from Quotation | 1 | 100.51 | 18.09 | 100.51 |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | • MPE_PFTU = 1.5 µm for S1<br>• MPE_PFTU = 1.6 µm for S2<br>Form measuring tolerance as per ISO 12181:2011 (VDI/VDE 2617part 2.2)<br>• MPE_RONt (MZCI) = 1.7 µm for S1<br>• MPE_RONt (MZCI) = 1.8 µm for S2<br>• Table Height TH = 700 mm<br>• pre-wired for tactile active and tactile passive sensors, for Multi Application Sensor System (mass)<br>• VAST navigator and/or VAST XXT measurement technologies (tactile active scanning and/or tactile passive scanning)<br>Note:<br>These measurement technologies reach optimal performance only if used with accessories from ZEISS.<br>• PC-based Integrated Scanning Control (ISC)<br>• by internal controller C99m<br>• glass-ceramic scales in all 3 axes<br>• integrated passive vibration damping<br>• AirSaver technology to reduce air consumption<br>• PowerSaver technology to reduce power consumption<br>• front side protection with holder for control panel<br>Documentation and licensing<br>• CMM documentation (EPLAN 21 in pdf format) on data medium<br>• acceptance documents, operating instructions<br>• software license for CALYPSO basic package<br>• remote service during time of warranty | | | | | | | |
| | 608426-9259-000<br>Control panel 26 SE PWS/PS (NH)<br>Standard CMM control panel, with power-on button<br>• for O-DETECT, O-INSPECT, CONTURA, MICURA, for all PRISMO, for MMZ 1 table(as CMMs without own power-on button at controller cabinet) | | | | 1 | | | |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | • mandatory for functionality PowerSaver<br>• standard control panel (without connection cable, which is included in the CMM basic unit)<br>• with green power-on button incl. blinking light<br>Equipment features<br>• enables manual control of the CMM and the articulating swivel joint<br>• two progressive joysticks. The joysticks can be used as mouse.<br>• LCD display for CMM status, coordinates and current probe number<br>• control knob for speed adjustment<br>• quick function keys F1 to F12<br>• emergency stop button | | | | | | | |
| | 600332-9275-000<br>Holder RSH - 214 incl. 30mm sphere<br>Reference kit: RSH-214 with Reference Sphere RS-DK30-C<br>for SPECTRUM, SPECTRUM plus and CONTURA<br>• Reference Sphere Holder RSH-214<br>• total height holder with sphere: 214 mm<br>• fixing kit for CMM base plates with thread M12<br>• Reference Sphere RS-DK30-C, diameter 30 mm, ceramic<br>• sphere with shaft M6 for RSH systems<br>• incl. calibration certificate<br>• incl. tools<br>• in transport case | | | | 1 | | | |
| | 620670-9131-000<br>Articulating-Probe-Holder RDS-D CAA sel.RDS-D-CAA select basic unit<br>• mandatory for VAST XXT without DotScan (preparation) at CONTURA, at all PRISMO, MMZ 1 table, MMZ T/M/G Articulating swivel joint with indexing mechanism (RDS) for holding tactile scanning and optical probes<br>• Setting range for both rotary axes from -180° to +180° in increments of 2.5°allows 20732 angular positions.<br>• angular speed up to 90°/s | | | | 1 | | | |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Features of Computer Aided Accuracy (CAA) calibration mode<br>• CNC-calibration run with 12 angular positions allows usage of all angular positions<br>• CAA can be used for XDT TL3, VAST XXT TL3.<br>• CAA cannot be used for VAST XXT TL1, TL4.<br>• CAA does not support optical probes, i.e. ViScan, LineScan, DotScan.<br>• CAA does not support Rotary Tables (RTs) | | | | | | | |
| | 620161-9130-000<br>Probe VAST-XXT-TL3-18P (VE) VAST XXT TL3, ID-encoded, 18-pole, complete<br>• for O-INSPECT<br>• for all SPECTRUM VAST XXT (included in CMM basic unit)<br>• for CONTURA, all PRISMO, for MMZ 1 table, MMZ T/M/G<br>• for RDS with probe adapter plate RDS / VAST XXT<br>• for sensor carrier direct Tactile passive scanning probe VAST XXT TL3<br>• for stylus lengths axial 30 mm - 150 mm, radial<br>• RDS-CAA functionality Included in scope of delivery<br>• 1 stylus adapter plate for VAST XXT TL3<br>• 1 reference stylus adapter plate for VAST XXT TL3<br>• 1 reference stylus, length 30 mm, diameter 5 mm<br>• ID-encoded, 18-pole connection<br>• self-centering probing functionality<br>• for stylus systems with M3 thread<br>• including accessories and tools<br>• Probe and stylus changes are CNC-compatible. | | | | 1 | | | |
| | 620670-9550-000<br>Sensor Mount Adapter SMA58-M-18P (VE) Probe adapter plate RDS / VAST XXT, ID-encoded, 18-pole mandatory for VAST XXT TL1, TL3, TL4, XDT TL3 with RDS<br>• integrated mechanical drop protection<br>• including sensor electronics<br>• CNC-change possibility within RDS probe sockets at Multi-Sensor-Rack (MSR) | | | | 1 | | | |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | 626103-9021-000<br>• stylus kit M3 XXT, for small workpieces<br>• Stylus kit for small workpieces, M3, 9 pieces<br>• for probe VAST XXT (thread M3) | | | | 1 | | | |
| | 660001-0800-600<br>CALYPSO cnc SWSet Dgl Lic<br>CALYPSO basis cnc (incl.), BasLic, Dongle<br>• for SPECTRUM verity active (manuf. date >= 2024-Nov) as new system<br>• for CONTURA with VAST XXT as new system<br>• for ACCURA with VAST XXT as new system<br>• for MMZ 1 as new system<br>• basic license for software in current version<br>• dongle-bound license<br>• automatic generation of traverse path<br>• included in CMM basic device<br>Software for CAD-supported measurements and evaluations with focus on regular geometries<br>• inspection feature oriented programming methodology<br>• by CALYPSO concept for inspection features<br>• automatic detection of elements<br>• incl. PiWeb reporting for efficient protocol creation with pre-defined protocol templates<br>• incl. interface for SAT files | | | | 1 | | | |
| | 000000-0475-671<br>Dongle Crypto-Box.USB XS 4Kbyte<br>USB-dongle (hardlock) for dongle-bound software licenses | | | | 1 | | | |
| | 660001-0800-100<br>CALYPSO IGES IN/OUT Dgl Lic<br>CALYPSO iges in/out, BasLic, Dongle<br>• basic license for software in current version<br>• dongle-bound license | | | | 1 | | | |
| | 602550-9010-000<br>Smart Services Dashboard<br>Smart Services Dashboard is a cloud-based monitoring application which provides a real-time overview of machine performance from anywhere, e.g. | | | | 1 | | | |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | • monitoring of temperature, collisions, uitilization<br>• cross-locational monitoring<br>• clear overview of the next planned service events<br>• digital machine logbook<br>• digital service request from the customer to ZEISS<br>• individually adjustable notification of machine errors | | | | | | | |

***Other Cost for Import of Machinery*:**

***(Amount in Lakhs)***

| Sr. no. | Particulars | Name of Supplier | Date of Quotation | Validity of Quotation | Total Amount |
|---|---|---|---|---|---|
| 1. | Ocean Freight Charges | Everfast Freight Forwarders Pvt. Ltd | August 1st, 2025 | 6 Months from the date of quotation | 64, 69,775/- |
| | IHC | | | | |
| | CFS charges | | | | |
| | Transport | | | | |
| | Custom & Agency | | | | |
| 2. | Machine Foundation Civil Work | P A Construction Private Limited | August 1st, 2025 | Valid upto February, 2026 | 82,05,000/- |

***Note:***

***1. All applicable taxes and any amounts of other costs arising and not included in the aforementioned, shall be met from internal accruals of the company.***

*2. The amount including applicable taxes has been considered for domestic purchases only. In the case of imported machineries, all applicable taxes and duties shall be paid from internal accruals of the company.*

Notes: *(a) Quotation received from the vendors mentioned above is valid as on the date of this Draft Prospectus. However, there can be no assurance that the same vendors would be engaged to eventually carry on the business as specified above. If there is any increase in the costs, the additional costs shall be paid by our Company from its internal accruals/borrowings.*

*(b) The Plant & machinery models and quantity to be purchased are based on the present estimates of our management. The Management shall have the flexibility to revise such estimates (including but not limited to change of vendor or any modification/addition/deletion) at the time of actual placement of the order. In such case, the Management can utilize the surplus of proceeds, if any, arising at the time of actual placement of the order, to meet the cost of such other machinery, equipment's or utilities, as required. Furthermore, if any surplus from the proceeds remains after meeting the total cost of machineries, equipment's and utilities for the aforesaid purpose, the same will be used for our general corporate purposes, shall not exceed 15% of the total issue size or Rs 10 crore, whichever is lower of the amount raised by our Company through this Issue.*

*(c) We are not acquiring any second-hand machinery.*

*(d) The quotations relied upon by us in arriving at the above cost are valid for a specific period of time and may lapse after the expiry of the said period. Consequent upon which, there could be a possible escalation in the cost of machineries proposed to be acquired by us at the actual time of purchase, resulting in increase in the estimated cost. Further, cost will be escalated on account of freight expenses, installation charges, packaging & forwarding, exchange rate fluctuations, custom duty etc. Such cost escalation would be met out of our internal accruals/borrowings.*

(e) *All amounts denominated in foreign currencies have been converted into Indian Rupees (INR) at the reference exchange rates prevailing as on the date of this Draft Prospectus.*
**As on August 27, 2025, the exchange rate was: USD 1 = INR 87.74 which is rounded off to INR 88.00*
*** As on July 18, 2025, the exchange rate was: JPY 100= INR 57.93 which is rounded off to INR 57.00 i.e 0.57.*
*Source:* www.rbi.org.in and www.fbil.org.in

***3. General Corporate Purpose***

Our Company intends to deploy the balance Net Proceeds aggregating Up to Rs. [●] lakhs for General Corporate Purposes subject to such utilization not exceeding 15% of the amount being raised by the issuer or ₹ 10 crore whichever is less, in compliance with the SEBI Regulations, including but not limited or restricted to, strategic initiatives, strengthening our marketing network & capability, meeting exigencies, brand building exercises in order to strengthen our operations, investments in accordance with the investment policy of our Company, meeting exigencies, salaries and meeting expenses incurred by our Company in the ordinary course of business as may be approved by the Board or a duly appointed committee from time to time, subject to compliance with the necessary provisions of the Companies Act, 2013, incurred by our Company in the ordinary course of business, as may be applicable. Further, this portion of Net Proceeds may also be utilised to meet the shortfall in the Net Proceeds for the Objects set out above.

In addition to the above, our Company may utilise the Net Proceeds towards other expenditure considered expedient and as approved periodically by our Board, subject to compliance with necessary provisions of the Companies Act and other applicable laws. The quantum of utilisation of funds towards each of the above purposes will be determined by our Board, based on the amount actually available under this head and the business requirements of our Company, from time to time.

***4. Issue Related Expenses***

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

| Sr. No. | Particulars | Amount* (₹ in Lakh) | % of Total Expenses* | % of Total Issue Size* |
|---|---|---|---|---|
| 1 | Merchant Banker Fees | [●] | [●] | [●] |
| 2 | Underwriting Fees | [●] | [●] | [●] |
| 3 | Fees payable to the Market maker to the Issue | [●] | [●] | [●] |
| 4 | Fees payable to the Registrar to the Issue | [●] | [●] | [●] |
| 5 | Advertising and Publishing Expenses | [●] | [●] | [●] |
| 6 | Fees payable to Regulators including stock exchanges & Depositories | [●] | [●] | [●] |
| 7 | Fees payable to statutory auditors, Legal Advisors & other Professionals | [●] | [●] | [●] |
| 8 | Payment for Printing & Stationary, Postage etc | [●] | [●] | [●] |
| 9 | Other Expenses | [●] | [●] | [●] |

**Amounts will be finalized at the time of filing the Prospectus and on determination of Issue Price and other details.*

**Notes:**

*Structure for commission and brokerage payment to the SCSBs Syndicate, RTAs, CDPs and SCSBs*

1. *ASBA applications procured directly from the applicant and Bided (excluding applications made using the UPI Mechanism, and in case the Issue is made as per Phase I of UPI Circular) - Rs 10/- per application on wherein shares are allotted.*
2. *Syndicate ASBA application procured directly and bided by the Syndicate members (for the forms directly procured by them) - Rs 10/- per application on wherein shares are allotted*
3. *Processing fees / uploading fees on Syndicate ASBA application for SCSBs Bank - Rs 10/- per application on wherein shares are allotted*
4. *Sponsor Bank shall be payable processing fees on UPI application processed by them - Rs 10/- per application on wherein shares are allotted*
5. *No additional uploading/processing charges shall be payable to the SCSBs on the applications directly procured by them.*
6. *The commissions and processing fees shall be payable within 30 Working days post the date of receipt of final invoices of the respective intermediaries.*
7. *Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price.*

**Appraisal**

None of the Objects have been appraised by any bank or financial institution or any other independent third-party organization. The funding requirements of our Company and the deployment of the proceeds of the Issue are currently based on available quotations and management estimates. The funding requirements of our Company are dependent on a number of factors which may not be in the control of our management, including but not limited to variations in interest rate structures, changes in our financial condition and current commercial conditions of our Business and are subject to change in light of changes in external circumstances or in our financial condition, business or strategy.

**Shortfall of Funds**

Any shortfall in meeting the fund requirements will be met by way of internal accruals and/or unsecured Loans.

**Bridge Financing Facilities**

As on the date of this Draft Prospectus, we have not raised any bridge loans which are proposed to be repaid from the Net Proceeds.

**Monitoring Utilization of Funds**

Our Company will appoint a monitoring agency in accordance with Regulation 41 of the SEBI ICDR Regulations prior to the filing of the Prospectus. Our Audit Committee and the monitoring agency will monitor the utilization of the Gross Proceeds, and submit the report required under Regulation 41 of the SEBI ICDR Regulations.

**Variation in Objects**

In accordance with Section 27 of the Companies Act, 2013, our Company shall not vary the objects of the Issue without our Company being authorized to do so by the Shareholders by way of a special resolution. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details as required under the Companies Act and shall be published in accordance with the Companies Act and the rules there under. As per the current provisions of the Companies Act, our Promoter or controlling Shareholders would be required to provide an exit opportunity to such shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

**Other confirmations**

There are no material existing or anticipated transactions with our Promoter, our Directors and our Company's key Managerial personnel, in relation to the utilization of the Net Proceeds. No part of the Net Proceeds will be paid by us as consideration to our Promoter, our directors or key managerial personnel except in the normal course of business and in compliance with the applicable laws.

## BASIS FOR ISSUE PRICE

*The Issue Price has been determined by our Company in consultation with the Lead Manager on the basis of the key business strengths. The face value of the Equity Shares is ₹ 10/- and Issue Price is ₹ [●]/- per Equity Shares and is [●] times of the face value. Investors should read the following basis with the sections titled **"Risk Factors" and "Financial Information"** and the chapter titled **"Our Business"** beginning on page no. 25, 178 and 121 respectively, of this Draft Prospectus to get a more informed view before making any investment decisions. The trading price of the Equity Shares of our Company could decline due to these risk factors and you may lose all or part of your investments.*

**Qualitative Factors**

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

- Experienced Promoters and Management Team
- End to end execution capabilities
- Long term Relationship with the Clients
- Quality Assurance & Control

For further details regarding some of the qualitative factors, which form the basis for computing the Issue Price, please refer chapter titled "***Our Business***" beginning on page no. 121 of this Draft Prospectus.

**Quantitative Factors**

Our Company was incorporated on June 01, 1998. Therefore, the information presented below relating to the Company is based on the restated financial statements of the Company for Financial years ending March 31, 2025, 2024, and 2023 prepared in accordance with Indian GAAP, the Companies Act and Restated in accordance with SEBI (ICDR) Regulations. Some of the quantitative factors, which form the basis for computing the price, are as follows:

**1. Basic and Diluted Earnings Per Share (EPS) (Post Bonus):**

| Period | Basic and Diluted EPS (In ₹) | Weights |
|---|---|---|
| FY 2022-23 | 1.24 | 1 |
| FY 2023-24 | 2.12 | 2 |
| FY 2024-25 | 5.00 | 3 |
| **Weighted Average** | **3.41** | |

***Notes:***

*(i) The figures disclosed above are based on the Restated Financial Statements of the Company.*

*(ii) The above statement should be read with the chapter titled **"Restated Financial Statements"** beginning on page no. 178 of this Draft Prospectus.*

*(iii) Basic Earnings per share = Net profit/(loss) after tax, as restated attributable to equity shareholders /Weighted average number of shares outstanding during the year/period after considering Bonus Allotment.*

*(iv) Diluted Earnings per share = Net profit/(loss) after tax, as restated / Weighted average number of diluted equity shares outstanding during the year/period after considering Bonus Allotment.*

*(v) Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. [(EPS x Weight) for each fiscal/[Total of weights].*

**2. Price to Earnings (P/E) ratio in relation to Issue Price of ₹ [●]/- per share of ₹ 10/- each**

| Particulars | P/E at the Issue Price of ₹ [●]/- |
|---|---|
| Based on the Basic and Diluted EPS (Post Bonus) as restated for period ending March 31, 2025 | 5.00 |
| **Industry P/E** | |
| Highest | 25.06 |
| Lowest | 25.06 |
| Average | 25.06 |

***Note:** The highest and lowest industry P/E has been considered from the industry peer structure provided later In this chapter. The industry average has been calculated as the arithmetic average P/E of the industry peer structure disclosed in this chapter. For further details, please refer chapter titled **"Restated Financial Statements"** beginning on page no. 178 of this Draft Prospectus.*

**3. Return on Net Worth (RoNW):**

| Period | Return on Net Worth (%) | Weights |
|---|---|---|
| As on March 31, 2023 | 35.54% | 1 |
| As on March 31, 2024 | 39.32% | 2 |
| As on March 31, 2025 | 48.31% | 3 |
| **Weighted Average** | **43.19%** | |

***Note:***

*(i) The figures disclosed above are based on the restated financial statements of the Company.*

*(ii) The RONW has been computed by dividing net profit/loss after tax (excluding exceptional income, if any) as restated, by Net Worth (excluding Deferred Revenue Expenses, if any) as at the end of the year/ period excluding miscellaneous expenditure to the extent not written off.*

*(iii) Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. [(RoNW x Weight) for each fiscal] / [Total of weights].*

**4. Net Asset Value (NAV)per Equity Share (Post Bonus):**

| Particulars | NAV (in ₹) |
|---|---|
| As on March 31, 2023 | 3.48 |
| As on March 31, 2024 | 5.40 |
| As on March 31, 2025 | 10.35 |
| NAV after the Issue | **[●]** |
| Issue Price | **[●]** |

*Note:*

*(i) The figures disclosed above are based on the restated financial statements of the Company.*

*(ii) NAV per Equity Share will be calculated as net worth divided by number of equity shares outstanding at the end of the year.*

**5. Comparison of Accounting Ratios with Peer Group Companies:**

Following is the comparison with our peer group companies listed in India and in the same line of business as our Company

| Name of the company | Face value | Revenue from Operations (₹ in Lakhs) | EPS (Basic) (₹) | EPS (Diluted) (₹) | P/E* | Return on Net Worth (%) | Net Worth (₹ in Lakhs) | Net Asset Value Per Equity Share (₹) |
|---|---|---|---|---|---|---|---|---|
| HGI Automotives Limited | **10** | **12137.33** | **5.00** | **5.00** | **[●]** | **48.31** | **1776.15** | **10.35** |
| Listed Peers* | | | | | | | | |
| Thaai Casting Limited | **10** | **6874.50** | **4.78** | **4.78** | **25.06** | **12.80** | **8329.70** | **36.01** |

For further details, please refer to the section titled ***"Risk Factors"***, and chapters titled ***"Our Business"*** and ***"Restated Financial Information"*** beginning on page no. 25, 121 and 178 respectively of this Draft Prospectus.

**6. Key Performance Indicators:**

The table below sets forth the details of Key Performance Indicators that our Company considers to have a bearing for arriving at the basis for Issue Price. The key financial and operational metrics set forth below, have been approved and verified by the Audit Committee pursuant to its resolution dated September 1, 2025.

The KPIs disclosed below have been used historically by our Company to understand and analyse the business performance, which helps our Company in analyzing 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 which have been disclosed below. Additionally, the KPIs have been certified vide certificate dated September 12, 2025 issued by M/s. NGMKS & Associates, Chartered Accountants, who hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India. Further, the certificate dated September 12, 2025 issued by M/s. NGMKS & Associates, Chartered Accountants, has been included in 'Material Contracts and Documents for Inspection – Material Documents' on page 261.

The 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.

A list of our KPIs for the Financial Year ended March 31, 2025, March 31, 2024 and March 31, 2023 is set out below:

| Particulars | March 31, 2025 | March 31, 2024 | March 31, 2023 |
|---|---|---|---|
| Revenue from operations (Rs. in Lakhs) | 12137.33 | 9957.14 | 8409.27 |
| EBITDA (Rs. in Lakhs) | 1854.02 | 1038.05 | 742.28 |
| EBITDA margin (%) | 15.28 | 10.43 | 8.83 |
| PAT (Rs. in Lakhs) | 858.09 | 364.42 | 211.90 |
| Net Profit margin (%) | 7.07 | 3.66 | 2.52 |

| | | | |
|---|---|---|---|
| Net worth (Rs. in Lakhs) | 1776.15 | 926.71 | 596.29 |
| Return on capital employed (%) | 37.03 | 28.01 | 24.47 |
| Return on equity (%) | 62.13 | 46.81 | 42.81 |
| Debt to equity ratio (times) | 2.37 | 2.85 | 3.80 |
| Operating Cash Flows | 918.41 | 760.36 | 672.38 |

*Source: The Figure has been certified by M/s NGMKS & Associates, Chartered Accountants vide their certificate dated September 12,2025*

**Explanation for the Key Performance Indicators**

| Sr. No. | Key Performance Indicator | Description and Rationale |
|---|---|---|
| 1 | Revenue from Operations | Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps to assess the overall financial performance of our Company and volume of our business |
| 2 | EBITDA | EBITDA provides information regarding the operational efficiency of the business |
| 3 | EBITDA Margin | EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business |
| 4 | Profit after tax for the period | Profit after tax provides information regarding the overall profitability of the business. |
| 5 | PAT Margin (%) | PAT Margin (%) is an indicator of the overall profitability and financial performance of our business |
| 6 | Net worth | Net worth is used by the management to ascertain the total value created by the entity and provides a snapshot of current financial position of the entity. |
| 7 | Return on capital employed | ROCE provides how efficiently our Company generates earnings from the capital employed in the business. |
| 8 | Return on equity | ROE provides how efficiently our Company generates profits from shareholders 'funds. |
| 9 | Debt to equity ratio | Debt to equity ratio is calculated by dividing our Company's debt by shareholders' equity (as a percentage). This metric is a measurement of our Company's financial leverage and provides us information on our current capital structure and helps us in targeting an optimized capital structure. |
| 10 | Operating Cash flows | Operating Cash flow is Cash inflow from operating activities |

The above KPIs of our Company have also been disclosed, along with other key financial and operating metrics, in **'*Our Business*'** and '***Management's Discussion and Analysis of Financial Condition and Results of Operations***' beginning on pages 121 and 184, respectively. All such KPIs have been defined consistently and precisely in ***'Definitions and Abbreviations – Conventional and General Terms and Abbreviations'*** on pages 4.

Subject to applicable laws, the Company confirms that it shall continue to disclose all the key performance indicators included in this "Basis for Issue Price" section, on a periodic basis, at least once in a year (or for any lesser period as determined by the Board of our Company), for a duration that is at least the later of (i) one year after the date of listing of the Equity Shares on the Stock Exchanges; or (ii) till the utilization of the Net Proceeds as disclosed under **"Objects of the Issue"** on page 66.

**COMPARISON OF FINANCIAL KPIs OF OUR COMPANY AND OUR LISTED PEERS:**

| Particulars | HGI Automotives Limited | | | Thaai Casting Limited (Standalone) | | |
|---|---|---|---|---|---|---|
| | March 31, 2025 | March 31, 2024 | March 31, 2023 | March 31, 2025 | March 31, 2024 | March 31, 2023 |
| Revenue from operations (Rs. in Lakhs) | 12137.33 | 9957.14 | 8409.27 | 10651.27 | 7096.14 | 4896.06 |
| EBITDA (Rs. in Lakhs) | 1854.02 | 1038.05 | 742.28 | 2511.97 | 1959.79 | 1236.45 |
| EBITDA margin (%) | 15.28 | 10.43 | 8.83 | 23.58 | 27.62 | 25.17 |
| PAT (Rs. in Lakhs) | 858.09 | 364.42 | 211.90 | 1173.37 | 1066.01 | 503.71 |
| Net Profit margin (%) | 7.07 | 3.66 | 2.52 | 11.02 | 15.02 | 10.29 |
| Net worth (Rs. in Lakhs) | 1776.15 | 926.71 | 596.29 | 8397.32 | 7223.95 | 1617.31 |
| Return on capital employed (%) | 37.03 | 28.01 | 24.47 | 12.57 | 14.59 | 24.12 |
| Return on equity (%) | 62.13 | 46.81 | 42.81 | 13.97 | 14.76 | 40.00 |
| Debt to equity ratio (times) | 2.37 | 2.85 | 3.80 | 0.90 | 0.58 | 1.85 |
| Operating Cash Flows | 918.41 | 760.36 | 672.38 | 1057.50 | (2605.57) | 726.05 |

**All the financial information for listed industry peer mentioned above is on a consolidated basis sourced from the Annual Reports/Information of the peer company uploaded on the NSE and BSE website for the year ended March 31, 2025, March 31, 2024 and March 31, 2023.**

**Explanation for the Key Performance Indicators**

| Sr. No. | Key Performance Indicator | Description and Rationale |
|---|---|---|

| | | |
|---|---|---|
| 1 | Revenue from Operations | Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps to assess the overall financial performance of our Company and volume of our business |
| 2 | EBITDA | EBITDA provides information regarding the operational efficiency of the business |
| 3 | EBITDA Margin | EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business |
| 4 | Profit after tax for the period | Profit after tax provides information regarding the overall profitability of the business. |
| 5 | PAT Margin (%) | PAT Margin (%) is an indicator of the overall profitability and financial performance of our business |
| 6 | Net worth | Net worth is used by the management to ascertain the total value created by the entity and provides a snapshot of current financial position of the entity. |
| 7 | Return on capital employed | ROCE provides how efficiently our Company generates earnings from the capital employed in the business. |
| 8 | Return on equity | ROE provides how efficiently our Company generates profits from shareholders 'funds. |
| 9 | Debt to equity ratio | Debt to equity ratio is calculated by dividing our Company's debt by shareholders' equity (as a percentage). This metric is a measurement of our Company's financial leverage and provides us information on our current capital structure and helps us in targeting an optimized capital structure. |
| 10 | Operating Cash flows | Operating Cash flow is Cash inflow from operating activities |

**7. Weighted average cost of acquisition**

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

There has been no issuance of Equity Shares or convertible securities, excluding the shares issued under the ESOP 2022 and issuance of bonus shares, during the 18 months preceding the date of this Draft Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-Issue capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of 30 days.

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

There have been no secondary sale / acquisitions of Equity Shares or any convertible securities, where the Promoter, members of the Promoter Group, Selling Shareholders, or Shareholder(s) having the right to nominate director(s) on the board of directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this Draft Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-Issue capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

**C. Price per share based on the last five primary or secondary transactions**

Since there are no such transactions to report to under (a) and (b), therefore, information based on last 5 primary or secondary transactions (secondary transactions where Promoter/Promoter Group entities or Shareholder(s) having the right to nominate director(s) on the Board of our Company, are a party to the transaction), not older than three years prior to the date of this Draft Prospectus irrespective of the size of transactions, is as below:

***Primary Transactions:***

| ***Sr. No.*** | ***Date of Allotment*** | ***No. of Equity shares alloted*** | ***Face Value (Rs.)*** | ***Issue price (Rs.)*** | ***Nature of Consideration*** | ***Nature of Allotment*** |
|---|---|---|---|---|---|---|
| 1. | July 11, 2025 | 1,54,37,493 | 10 | NA | NA | Bonus Issue |

| ***Sr. No.*** | ***Name of Allotees*** | ***No. of Equity Shares Allotted*** |
|---|---|---|
| 1. | Suresh Chand Garg | 4750416 |
| 2. | Kusum Gupta | 2761911 |
| 3. | Suresh Chand Gupta HUF | 213750 |
| 4. | Avantika Gupta | 756000 |
| 5. | Tannu Gupta | 1071666 |
| 6. | Deepak Gupta | 1035000 |
| 7. | SSK Automotive Private Limited | 4837500 |
| 8. | Sonika Gupta | 11250 |
| | **Total** | **15437493** |

***Secondary Transactions:***

| ***Date of allotment/ acquisition/transfer*** | ***Name of Transferor*** | ***Nature of Transferee*** | ***No. of Equity shares allotted/transferred*** | ***Face Value per Equity Shares*** | ***Issue Price/ Consideration per Equity Share*** | ***Nature of Consideration*** |
|---|---|---|---|---|---|---|
| September 05, 2025 | Tannu Gupta | Deepak Gupta | 1190000 | 10 | NA | Transfer of Shares by way of gift |

| | | | | | | |
|---|---|---|---|---|---|---|
| September 04, 2025 | Avantika Gupta | Deepak Gupta | 839000 | 10 | NA | Transfer of Shares by way of gift |
| March 11, 2025 | Mukesh Gupta | Sonika Gupta | 1250 | 10 | NA | Transfer of Shares by way of gift |
| September 13, 2024 | Avantika Gupta | Deepak Gupta | 70000 | 10 | NA | Transfer of Shares by way of gift |
| April 18, 2023 | Sat Narain Bansal | Avantika Gupta | 150000 | 10 | NA | Transfer of Shares by way of gift |
| April 18, 2023 | Sunil Jindal | Kusum Gupta | 25000 | 10 | NA | Transfer of Shares by way of gift |
| April 18, 2023 | Rekha Goel | Suresh Chand Garg | 12500 | 10 | NA | Transfer of Shares by way of gift |
| April 18, 2023 | Seema Gupta | Avantika Gupta | 1250 | 10 | NA | Transfer of Shares by way of gift |

**Weighted average cost of acquisition, floor price and cap price**

| **Types of transactions** | **Weighted average cost of acquisition (₹ per Equity Shares)** | **Floor Price** | **Cap Price** |
|---|---|---|---|
| (i) Weighted average cost of acquisition for last 18 months for primary / new issue of shares (equity/ convertible securities), excluding shares issued under ESOP 2018 and issuance of bonus shares, during the 18 months preceding the date of this certificate, where such issuance is equal to or more than five per cent of the fully diluted paid-up share capital of our Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days. | NA# | NA | NA |
| (ii) Weighted average cost of acquisition for last 18 months for secondary sale / acquisition of shares equity/convertible securities), where our Promoters or Promoter Group entities or Selling Shareholders or shareholder(s) having the right to nominate director(s) in our Board are a party to the transaction (excluding gifts), during the 18 months preceding the date of this certificate, where either acquisition or sale is equal to or more than five per cent of the fully diluted paid-up share capital of our Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days. | NA# | NA | NA |
| #There were no primary or secondary transactions of Equity Shares of the Company during the 18 months preceding the date of filing of this Draft Prospectus. Further, there are no transactions to report under the last five primary or secondary transactions where Promoter /Promoter Group entities or Shareholder(s) having the right to nominate director(s) on our Board, are a party to the transaction, not older than three years prior to the date of filing of this Draft Prospectus irrespective of the size of the transaction. | | | |

The above details related to WACA have been certified by M/s. NGMKS & Associates, Chartered Accountants by their certificate dated September 29, 2025.

#As there are no transactions to be reported under parts (i) and (ii) above, computation of weighted average price is not required here.

*To be updated at Prospectus stage.

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## STATEMENT OF TAX BENEFITS

**To,**
**The Board Of Directors,**
**HGI Automotives Limited**
Plot No 19, Sector 58
Faridabad, Haryana, India-121004

**Dear sir,**

**SUB: - Statement of tax benefits ("The Statement") available to HGI Automotives Limited ("the company"), its shareholder prepared in accordance with the requirement in Point No. 9 (L) of Part A of Schedule VI to the Securities Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations, 2018.**

**Reference - Proposed Initial Public issue of Equity Shares Of ₹ 10/- Each (The "Equity Shares") Of HGI Automotives Limited (The "Company").**

1. We hereby confirm that the enclosed Annexure I, prepared by **HGI Automotives Limited** ('the Company'), which provides the Special tax benefits under direct tax and indirect tax laws presently in force in India, including the Income-tax Act, 1961, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017, Customs Act, 1962 and the Customs Tariff Act, 1975 (collectively the "Taxation Laws"), the rules, regulations, circulars and notifications issued thereon, as applicable to the assessment year 2025-26 and relevant to the financial year 2024-25, available to the Company and its shareholders. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Taxation Laws. Therefore, the ability of the Company and or its shareholders to derive the tax benefits is dependent upon their fulfilling such conditions which, based on business imperatives the Company faces in the future, the Company or its shareholders may or may not choose to fulfil.

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, its shareholders and its Associate Company and the same would include those benefits as enumerated in the statement. The benefits discussed in the enclosed statement cover the possible special tax benefits available to the Company, its Shareholders and its Associate Company and do not cover any general tax benefits available to them. 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. The benefits discussed in the **enclosed Annexures - I** are not exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that these Annexures are only intended to provide information to the investors and are neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering.

4. 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.

5. We do not express any opinion or provide any assurance as to whether
   i. the Company or its shareholders will continue to obtain these benefits in future;
   ii. the conditions prescribed for availing the benefits have been I would be met with; and
   iii. the revenue authorities' courts will concur with the views expressed herein.

6. The Content of the enclosed Annexures are based on information, explanations and representations obtained from the company and on the basis of their understanding of the business activities and operations of the company.

7. No assurance is given that the revenue authorities/ Courts will concur with the view expressed herein. Our views are based on existing provisions of law and its implementation, which are subject to change from time to time. We do not assume any responsibility to updates the views consequent to such changes.

8. 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.

This certificate is provided solely for the purpose of assisting the addressee Company in discharging its responsibility under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for inclusion in the Draft Prospectus/ Prospectus in connection with the proposed issue of equity shares and is not be used, referred to or distributed for any other purpose without our written consent.

**For NGMKS & Associates**
**Chartered Accountants**
**FRN: - 024492N**
**Sd/-**
**Nitin Goyal**
**Partner**
**Membership No.: 517698**
**UDIN: - 25517698BMMXNK6812**
**Date: - 12th September, 2025**
**Place: New Delhi**

## ANNEXURE TO THE STATEMENT OF TAX BENEFITS

The information provided below sets out the possible special tax benefits available to the Company and its Shareholders under Income Tax Act, 1961 and Income Tax Rules, 1962 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 certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

### A. SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY:

The Company is not entitled to any special tax benefits under the Act.

### B. SPECIAL TAX BENEFITS AVAILABLE TO SHAREHOLDERS OF THE COMPANY:

The Shareholders of the Company are not entitled to any special tax benefits under the Taxation Laws.

Note:

The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law. The above statement of possible special tax benefits is as per the current direct tax laws relevant for the assessment year 2024-25. Several of these benefits are dependent on the Company or its shareholder fulfilling the conditions prescribed under the relevant tax laws.

In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/her participation in the scheme.

*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 Machine Components used in Automotive Industry" dated September 26, 2025 (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.hgiautomotives.com until the Bid/Offer Closing Date.*

*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 Report is an independent agency and is not related to the Company, its Directors, Promoters, or the Lead Manager. There are no parts, data or information relevant for the proposed Offer, 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 Prospectus disclose information from the D&B Report which have been commissioned and paid for by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks"** on page 25.*

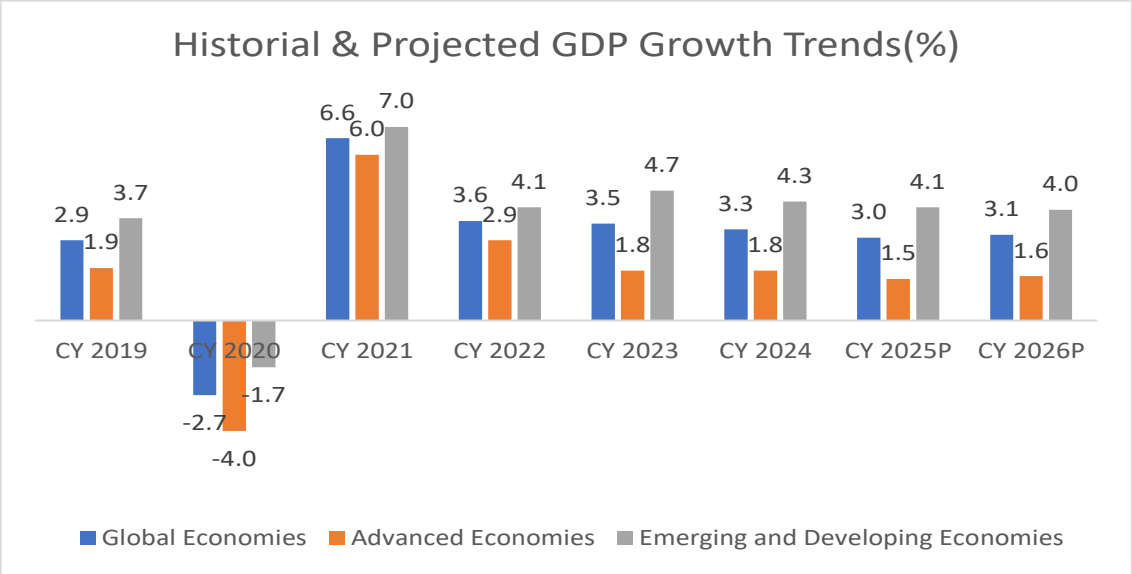
*Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured. While preparing its 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 Prospectus has been prepared in accordance with Accounting Standards and restated in accordance with the SEBI ICDR Regulations. Accordingly, the financial information of our Company in this section is not comparable with the financial information presented elsewhere in this Draft Prospectus.*

*Before deciding to invest in the Equity Shares, prospective investors should read this entire Prospectus, including the information in the sections **"Risk Factors"**, "**Our Business**" and **"Financial Statements"** on pages 25, 121 and 178, respectively. An investment in Equity Shares involves a high degree of risk. For a discussion of certain risks in connection with an investment in Equity Shares, please see the section **'Risk Factors'** on page 25. Accordingly, investment decisions should not be based on such information.*

**Global Macroeconomic Landscape**

**Overview**

The global economy, which recorded GDP growth at 3.3% in CY 2024, is expected to show moderation by growing at 3.0% in CY 2025. This marks the slowest expansion since 2020 and reflects a -0.3%point downgrade from the January 2025 forecast. Moreover, the projection for CY 2026 has also reduced to 3.1%. This slowdown is mainly attributed due to numerous factors such as high inflation in many economies despite central bank efforts to curb inflation, continuing energy market volatility driven by geopolitical tensions, particularly in Ukraine and the Middle East, and the re-election of Donald Trump as US President extended uncertainty around the trade policies as well as overall global economic growth. High inflation and rising borrowing costs affected the private consumption on one hand, while fiscal consolidation impacted the government consumption on the other hand. As a result, global GDP growth is projected to slow down from 3.3% in CY 2024 to 3.0% in CY 2025.

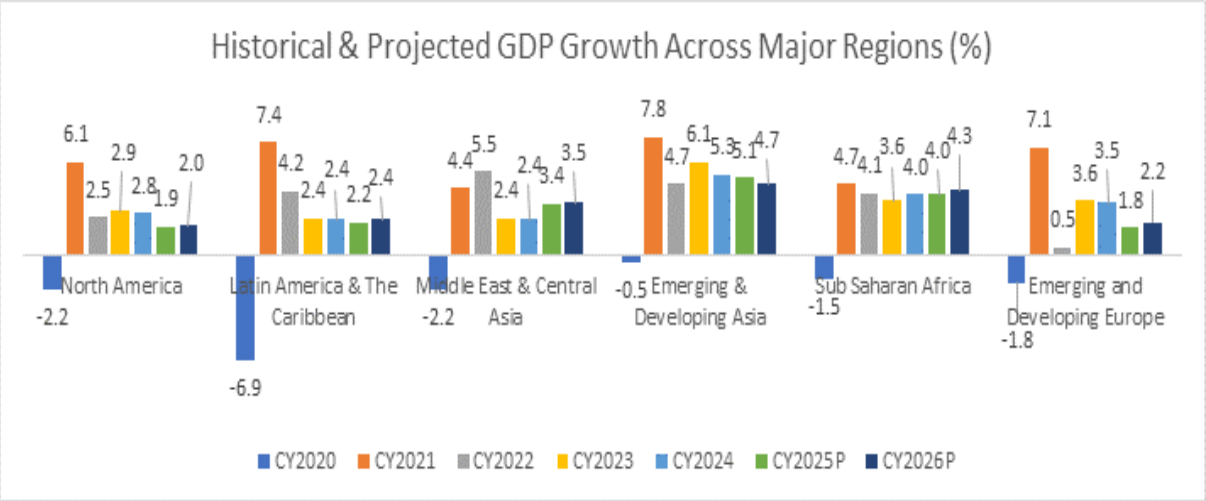



Source – IMF Global GDP Forecast Release July 2025

*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 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 Eurozone (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.)*

**Historical and Projected GDP Growth**

GDP growth across major regions exhibited a mixed trend between 2022-23, with GDP growth in many regions, including North America, Emerging and Developing Asia, and Emerging and Developing Europe, slowing further in 2024. In 2025, the GDP growth rate in Emerging and Developing Asia (India, China, Indonesia, Malaysia, etc.) is expected to moderate further to 5.1% from 5.3% in the previous year, while in North America, it is expected to moderate to 1.9% in CY 2025 from 2.8% in CY 2024. Similarly, in Emerging and Developing Europe is expected to moderate further to 1.8% from 3.5% in the previous year.




Source-IMF World Economic Outlook July 2025 update.

Except Middle East & Central Asia, all other regions, like Emerging and Developing Asia, Emerging and Developing Europe, Latin America & The Caribbean, Sub-Saharan Africa, and North America, are expected to record a moderation in GDP growth rate in CY 2025 as compared to CY 2024. Further, growth in the United States is expected to come down to 1.9% in CY 2025 from 2.8% in CY 2024 due to lagged effects of monetary policy tightening, gradual fiscal tightening, and a softening in labour markets, slowing aggregate demand.

**Global Economic Outlook**

The global macroeconomic environment remains shaped by divergent regional trends and continued geopolitical and policymaking uncertainties. A wave of new U.S. tariffs, mostly effective from August 7, has shaken markets and raised costs for global trade. On August 1, the U.S. announced higher tariff rates for countries from which it imports goods, with most of the rates effective from August 7. A 15% rate will act as a baseline floor for countries with which the U.S. has a trade deficit; a 10% rate applies for those with which the U.S. has a trade surplus. However, there are some countries that are subject to higher U.S. tariffs.

In North America, the United States continues to engage in trade negotiations with multiple countries and has announced plans to introduce sector-specific tariffs, targeting industries such as copper and pharmaceuticals. However, talks with Canada have stalled, despite Canada's decision to withdraw its Digital Services Tax in an effort to ease tensions. As a result, the U.S. imposed a 35% tariff on Canadian goods that do not meet USMCA compliance standards, effective August 1. This move has further strained bilateral relations and added complexity to the regional trade landscape.

By August 7, the U.S. had announced increased tariffs of 15-50% on Asian economies, with most rates around 20%. Although these tariffs are lower than the levels announced in April, they remain higher than those applied to most Western counterparts, impacting exporters such as Taiwan (20%) and India (25%, with the U.S. saying this could rise to 50% at the end of August). Moreover, on July 28, the US imposed a 15% tariff on most EU imports under a new trade agreement, impacting Nordic countries such as Denmark, Finland, and Sweden. Key exemptions include aircraft parts and semiconductor equipment, while steel and aluminium continue to face 50% tariffs.

Tariffs and their unpredictable application have weighed on consumer and business sentiment, sunk global stock markets, raised recession risks, and made a global slowdown more likely. Our latest Global Business Optimism Insights report indicates a further decline in business optimism as firms continue to grapple with trade-related policy uncertainty and its broader economic implications. Export-driven sectors reported sharp declines in optimism. Financial risk perceptions remain elevated as businesses contend with high borrowing costs and persistent inflation expectations. More broadly, the uncertainty is reflected in delayed capital expenditure and a pullback in hiring.

Tariffs have begun to exert pressure on central banks by contributing to inflationary pressures and increasing financial market volatility. Central banks are adjusting forward guidance and policy frameworks and may begin to consider the likelihood of softer growth being a bigger priority than high inflation by starting to cut interest rates to support economies. For businesses, this uncertainty translates into unpredictable cost structures, fluctuating credit availability, and the management of operational costs through diversified supply networks.

Our latest Global Business Optimism Insights report reveals a further decline in business optimism, though at a more moderate pace than in the prior quarter, as businesses continued to grapple with trade-related policy uncertainty and its broader economic implications. Export-driven sectors such as automotives, electricals, and metals saw sharp declines in optimism, particularly in the U.S., Mexico, South Korea, and Japan, where rising tariffs and shifting trade policies have fueled cost pressures and demand volatility. Financial risk perceptions remain elevated.

**Global Growth Projection**

At a broader level, the global economy is expected to experience a slowdown in 2025, with GDP growth projected to decline to 3.0%, down from 3.3% in 2024. This deceleration reflects persistent inflationary pressure, geopolitical uncertainties, and tightened monetary policies. However, a slight recovery is anticipated in 2026, with growth projected to improve to 3.1%. Global inflation is expected to decline steadily, to 4.2% in 2025 and to 3.6% in 2026. Inflation is projected to converge back to the target earlier in advanced economies, reaching 2.2% in 2026, whereas in emerging market and developing economies, it is anticipated to decrease to 4.6% during the same period. Trade tariffs function as a supply shock for the countries imposing them, leading to a decrease in productivity and an increase in unit costs. Countries subject to tariffs experience a negative demand shock as export demand declines, placing downward pressure on prices. In each scenario, trade uncertainty introduces an additional layer of demand shock since businesses and households react by delaying investment and spending, and this impact could be intensified by stricter financial conditions and heightened exchange rate volatility. Moreover, Global trade growth is expected to slow down in 2025 to 1.7%. This forecast reflects increased tariff restrictions affecting trade flows and, to a lesser extent, the waning effects of cyclical factors that have underpinned the recent rise in goods trade. Geopolitical tensions, as seen in the past, such as the wars in Ukraine and the Middle East, could exacerbate inflation volatility, particularly in energy and agricultural commodities.

**India Macroeconomic Analysis**

India emerged as one of the fastest-growing economies amongst the leading advanced economies and emerging economies. In CY 2024, 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 and is expected to grow by 6.4% in CY 2025.

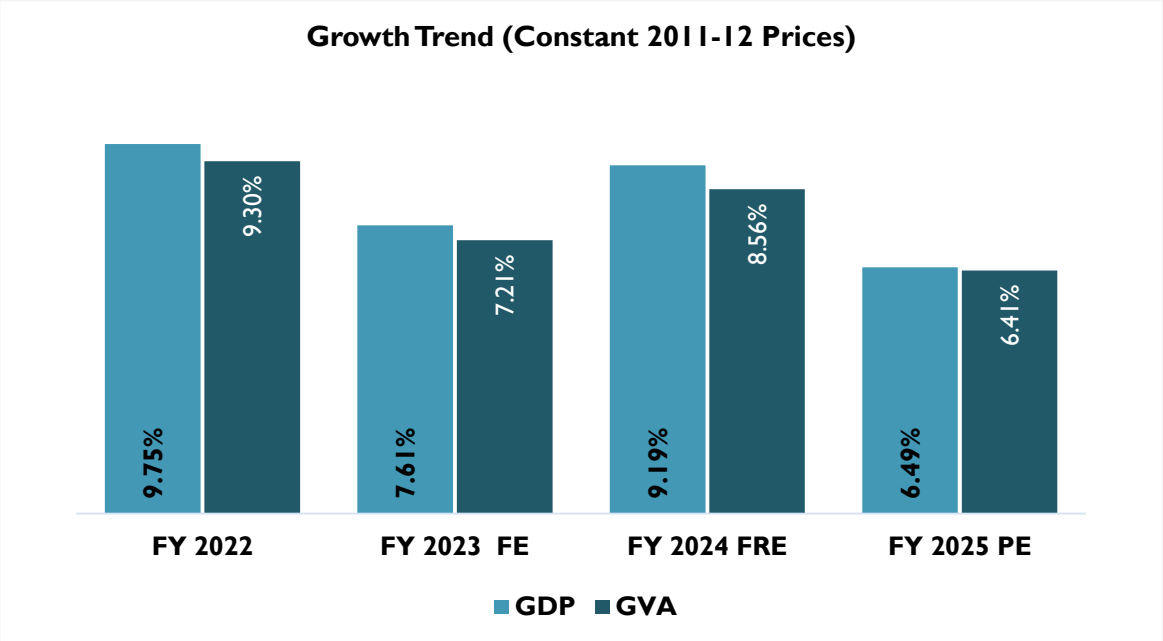
| Country | CY 2020 | CY 2021 | CY 2022 | CY 2023 | CY 2024 | CY 2025 P | CY 2026 P |
|---|---|---|---|---|---|---|---|
| **India** | –5.8% | 9.7% | 7.6% | 9.2% | 6.5% | 6.4% | 6.4% |
| **China** | 2.3% | 8.6% | 3.1% | 5.4% | 5.0% | 4.8% | 4.2% |
| **United States** | -2.2% | 6.1% | 2.5% | 2.9% | 2.8% | 1.9% | 2.0% |
| **Japan** | -4.2% | 2.7% | 0.9% | 1.4% | 0.2% | 0.7% | 0.5% |
| **United Kingdom** | -10.3% | 8.6% | 4.8% | 0.4% | 1.1% | 1.2% | 1.4% |
| **Russia** | -2.7% | 5.9% | -1.4% | 4.1% | 4.3% | 0.9% | 1.0% |

Source: World Economic Outlook, July 2025

The Government stepped spending on infrastructure projects to boost the economic growth had a positive impact on economic growth. The annual growth in capital expenditure of the central government moderated to 7.27% in FY 2025 against the average of 26.52% in the previous two fiscal which translated into a moderation of GDP growth in 2024 to 6.5% against 9.2% in the previous calendar year. In the Union Budget 2025-2026, the government announced INR 11.21 billion capex on infrastructure (10.12% higher than the previous year's revised estimates), coupled with INR 1.5 trillion in interest-free loans to states. This has provided much-needed confidence to the private sector and is expected to attract private investment and support India's economic growth in the current year.

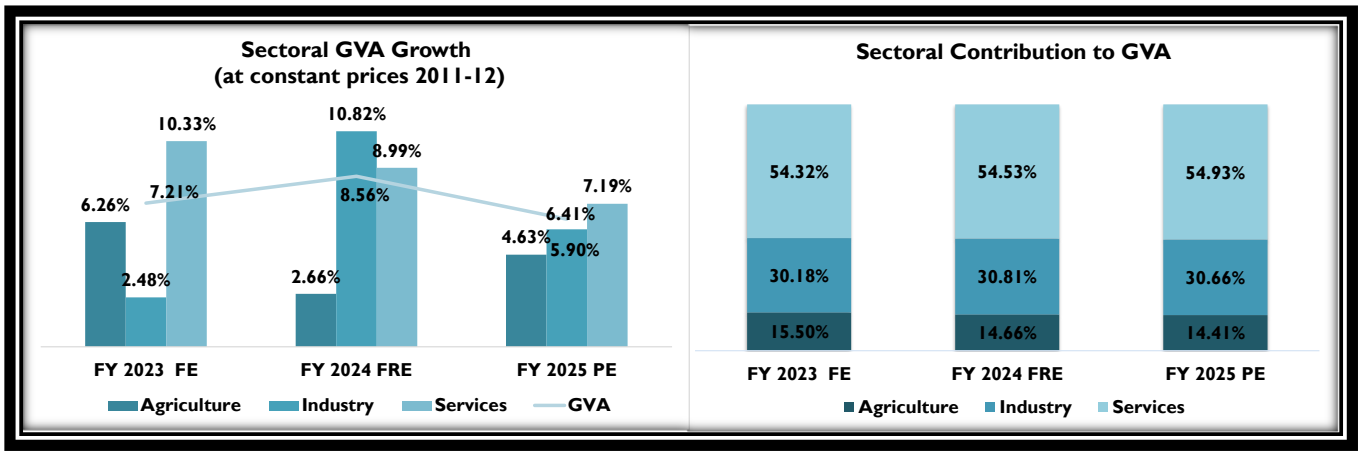
**Historical GDP and GVA Growth trend**

As per the latest estimates, India's GDP at constant prices is estimated to grow to INR 187.96 trillion in FY 2025 (Provisional Estimates), with the real GDP growth rates estimated to be 6.5% for FY 2025. Similarly, real Gross Value Added (GVA) growth is estimated to have moderated to 6.4% in FY 2025. Even amidst global economic uncertainties, India's economy exhibited resilience supported by robust consumption and government spending.




Source: Ministry of Statistics & Programme Implementation (MOSPI), National Account Statistics: FY2025.
FE is Final Estimates, FRE is First Revised Estimate, and PE is Provisional Estimates

**Sectoral Contribution to GVA and annual growth trend**




Source: Ministry of Statistics & Programme Implementation (MOSPI)

FE is Final Estimates, FRE is First Revised Estimate, and PE is Provisional Estimates

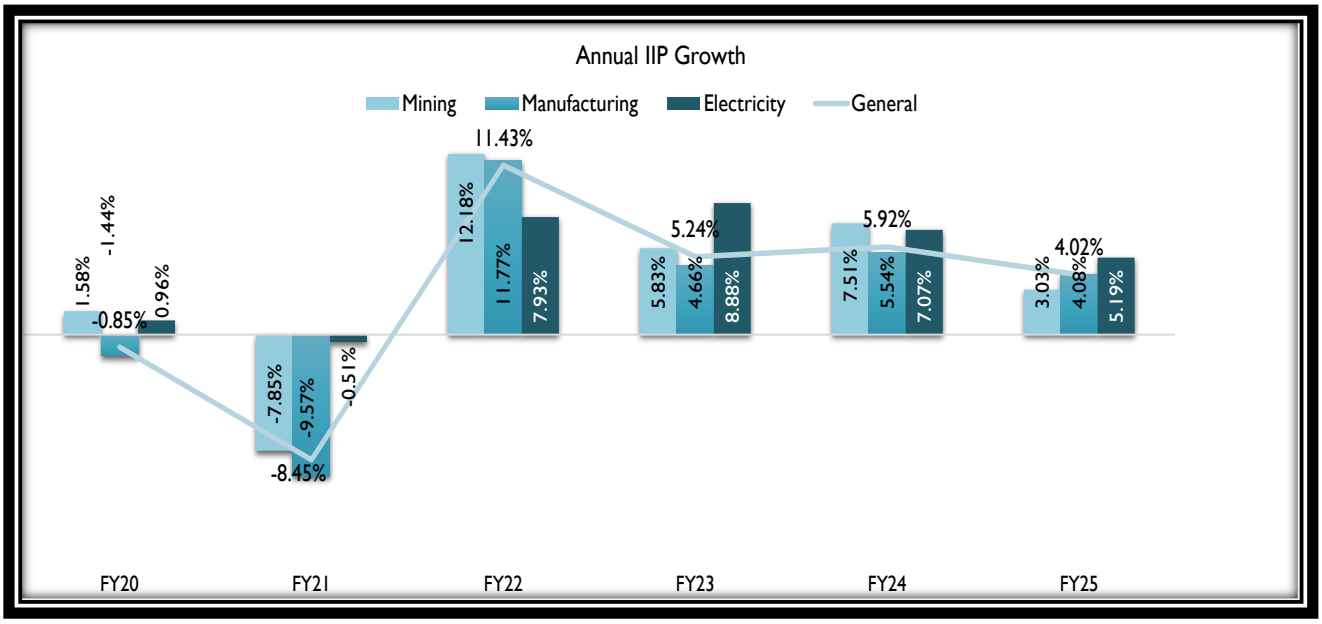
Sectoral analysis of GVA reveals that the industrial sector experienced a moderation in FY 2025, recording a 5.90% year-over-year growth against 10.82% year-on-year growth in FY 2024. Within the industrial sector, growth moderated across sub-sectors with mining, manufacturing, and construction activities growing by 2.69%, 4.52%, and 9.35% respectively, in FY 2025, compared to 3.21%, 12.30%, and 10.41% in FY 2024. Growth in the utilities sector too moderated to 6.03% in FY 2025 from 8.64% in the previous year. The industrial sector's contribution to GVA moderated marginally from 30.81% in FY 2024 to 30.66% in FY 2025.

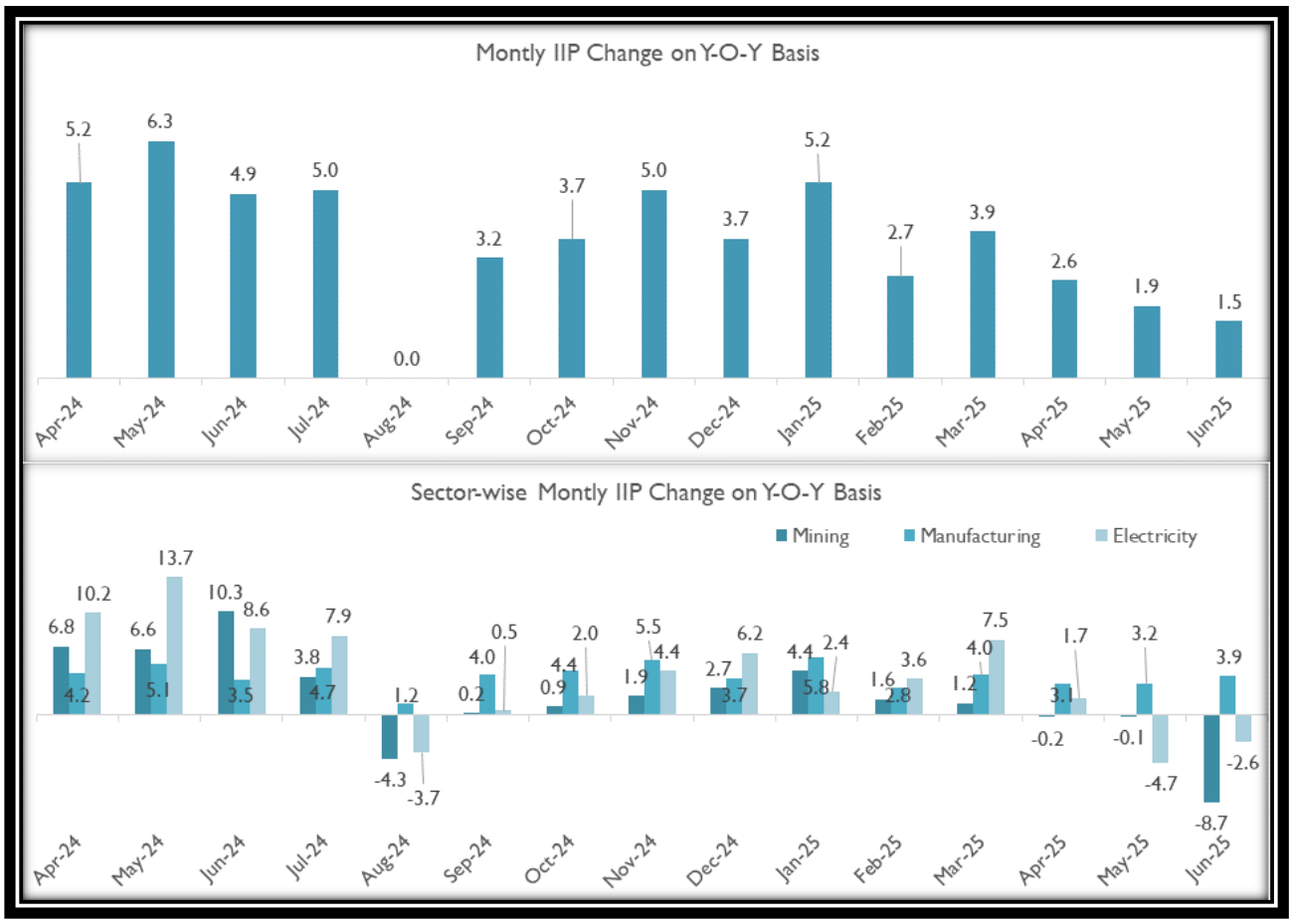
The services sector continued to be the main driver of economic growth, although its pace moderated. It expanded by 7.19% in FY 2025 from 8.99% in FY 2024. The services sector retained its position as the largest contributor to GVA, rising from 54.32% in FY 2023 to 54.53% in FY 2024, with a further increase to 54.93% in FY 2025.

The agriculture sector saw an acceleration, with growth increasing from 2.66% in FY 2024 to 4.63% in FY 2025. However, its contribution to GVA declined marginally from 14.66% in FY 2024 to 14.41% in FY 2025. Overall, Gross Value Added (GVA) growth moderated to 6.41% in FY 2025 from 8.56% in FY 2024

**Annual & Monthly IIP Growth**

Industrial sector performance as measured by the IIP index exhibited moderation in FY 2025, recording a 4.02% y-o-y growth against a 5.92% increase in the previous year. The manufacturing index showed moderation and grew by 4.08% in FY 2025 against 5.54% in FY 2024. The mining sector index too moderated and exhibited a growth of 3.03% in FY 2025 against 7.51% in the previous years, while the Electricity sector Index also witnessed a moderation of 5.19% in FY 2025 against 7.07% in the previous year.



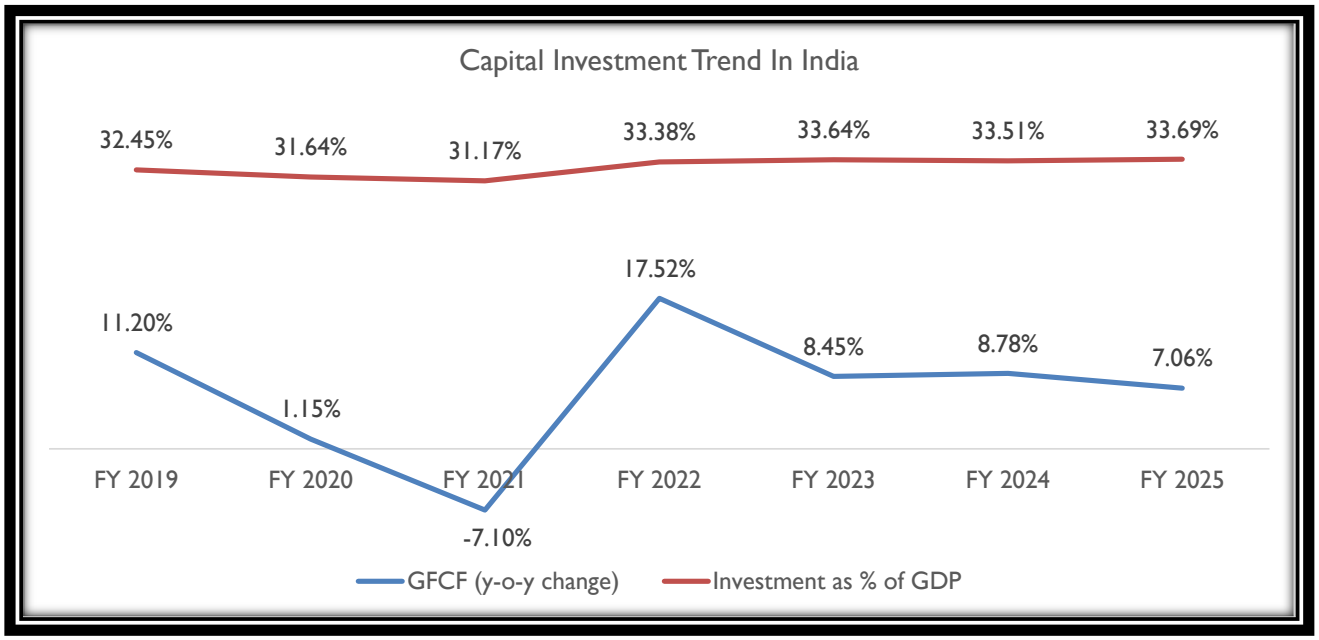


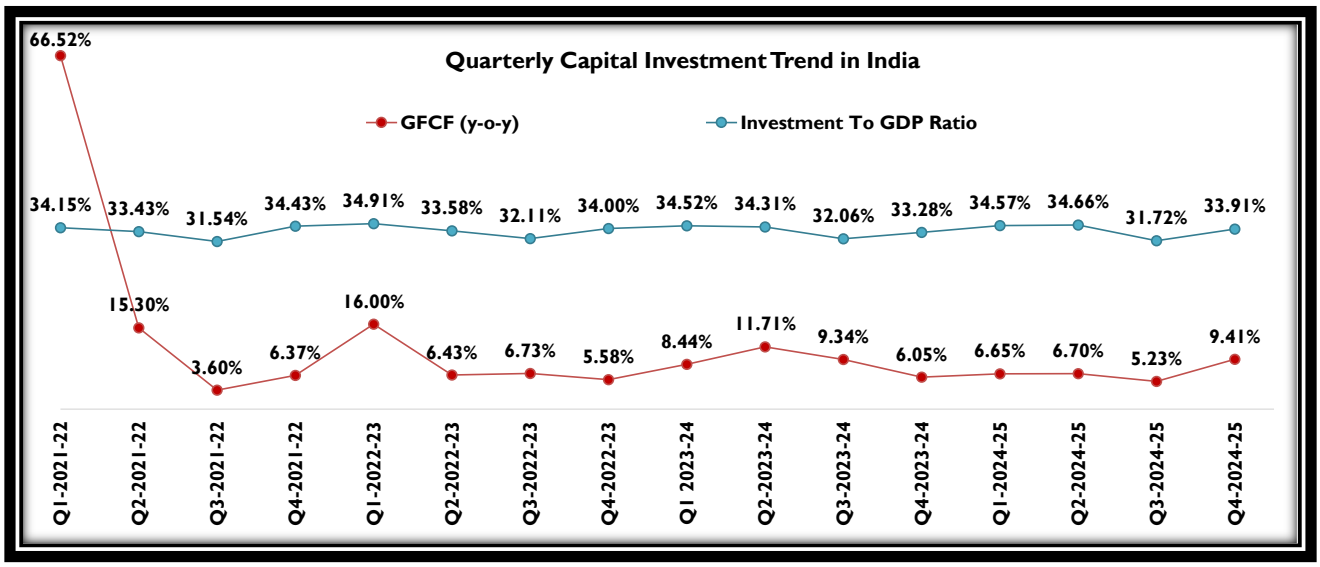

Source: Ministry of Statistics & Programme Implementation (MOSPI)

The IIP growth rate for the month of June 2025 is 1.5% which was 1.9% in the month of May 2025. The growth rates of the three sectors, Mining, Manufacturing, and Electricity for the month of May 2025 are (-)8.7%, 3.9% and (-)2.6% respectively.

**Annual and Quarterly: Investment & Consumption Scenario**

Other major indicators, such as Gross fixed capital formation (GFCF), a measure of investments, has shown fluctuation during FY 2025 as it registered 7.06% year-on-year growth against 8.78% yearly growth in FY 2024, taking the GFCF to GDP ratio to 33.69%.

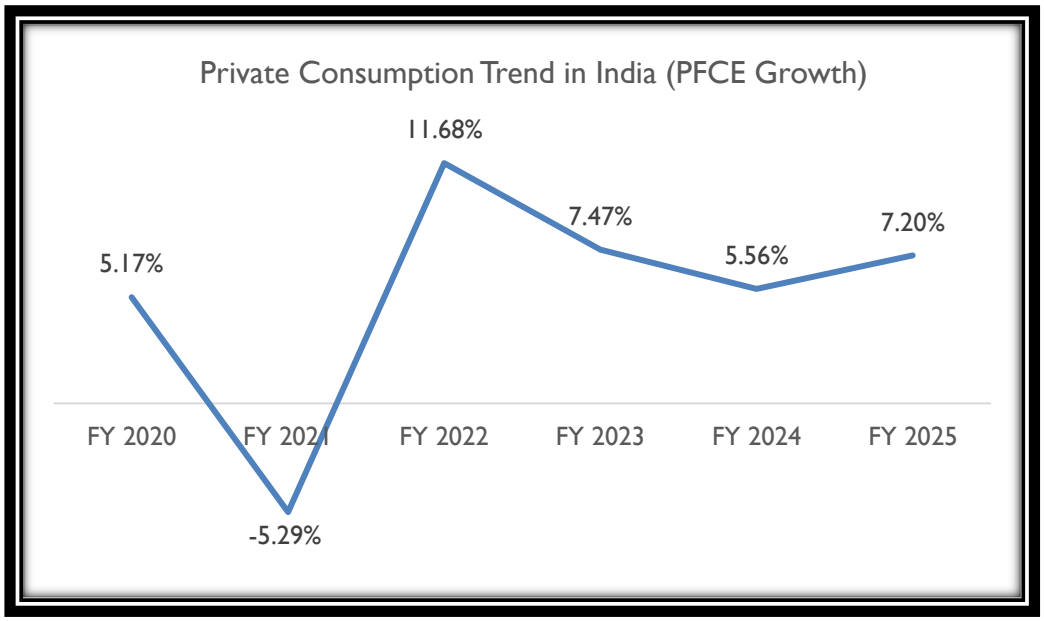


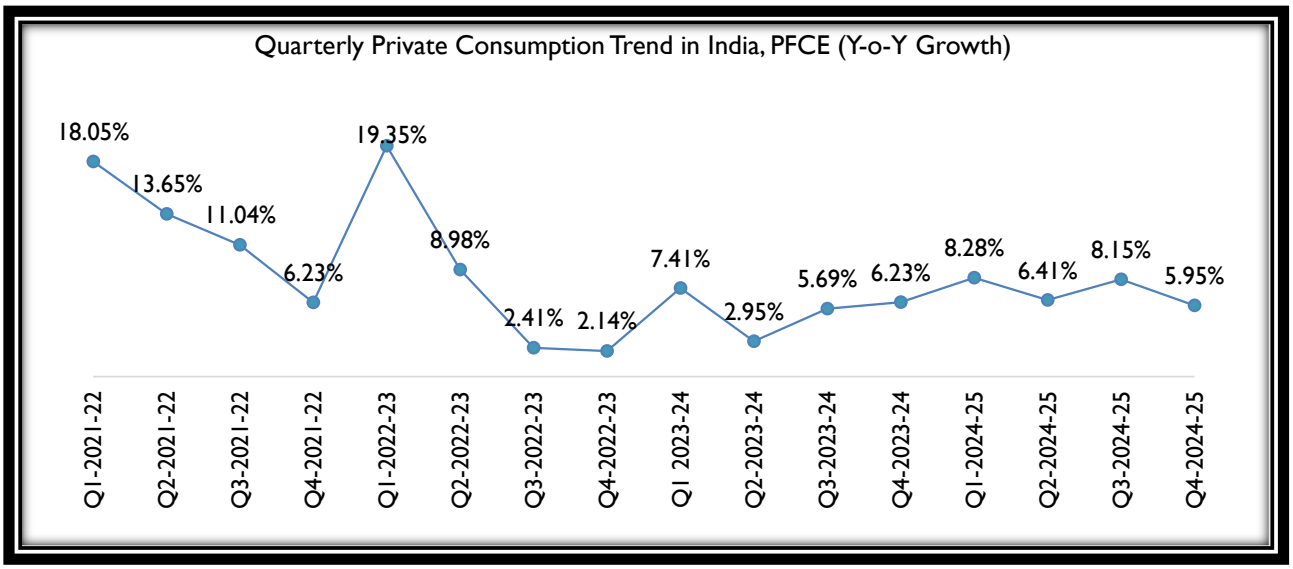



Source: Ministry of Statistics & Programme Implementation (MOSPI)

On a quarterly basis, GFCF exhibited a fluctuating trend in quarterly growth over the previous year same quarter. In FY 2024, the growth rate moderated to 6.05% in the March quarter against the previous two quarters as the government slowed on capital spending amidst the 2024 general election, while it observed an improvement in Q1 FY 2025 by growing at 6.65% against 6.05% in the previous quarter and moderated in the subsequent two quarters. On a yearly basis, the growth rate remained lower compared to the same quarter in the previous year during FY 2025. The GFCF to GDP ratio measured 33.91% in Q4 FY 2025.

**Private Consumption Scenario**




Sources: MOSPI

Private Final Expenditure (PFCE) is a realistic proxy to gauge household spending, observed growth in FY 2025 as compared to FY 2024. However, quarterly data indicated some improvement in the current fiscal year as the growth rate improved over the corresponding period in the last fiscal.

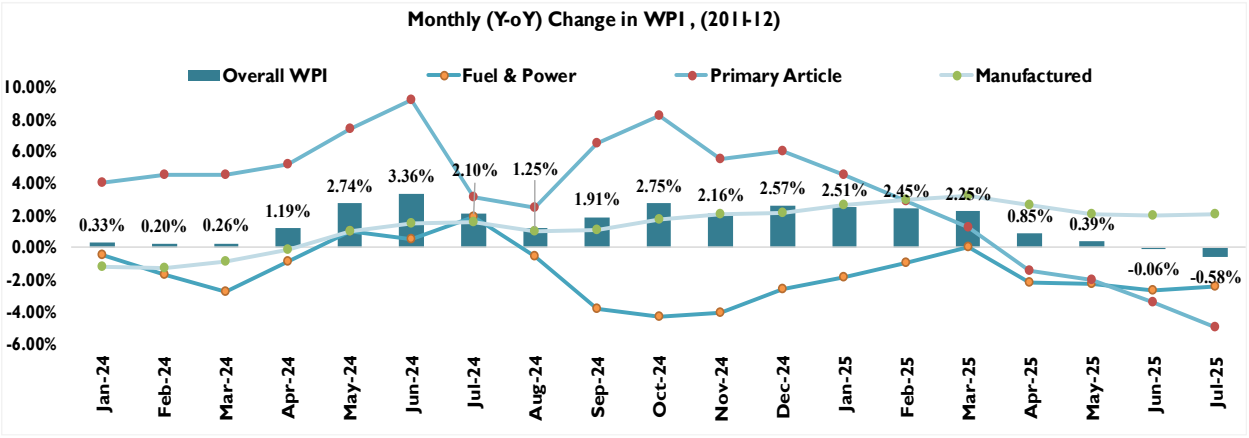
**Inflation Scenario**

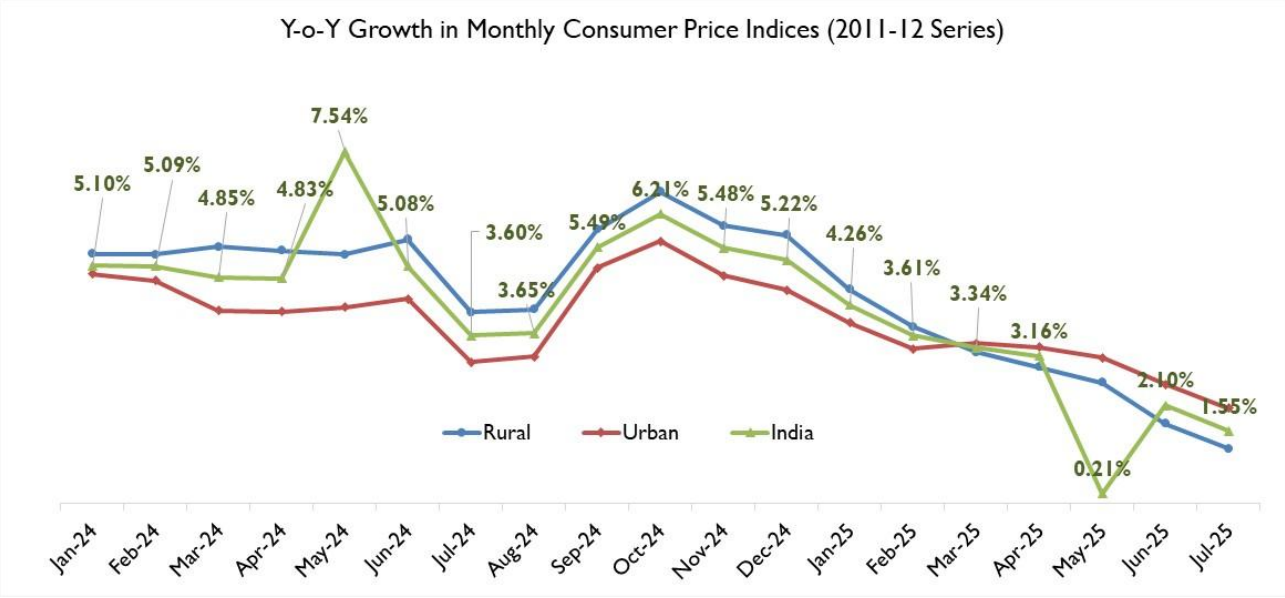
The inflation rate based on India's Wholesale Price Index (WPI) exhibited significant fluctuations across different sectors from January 2024 to July 2025. The annual rate of inflation based on the All India Wholesale Price Index (WPI) number is (-) 0.58% (provisional) for July, 2025 (over July, 2024). Negative rate of inflation in July 2025 is primarily due to an increase in prices of the manufacture of food products, electricity, other manufacturing, chemicals and chemical products, manufacture of other transport equipment, and non-food articles etc.

By July 2025, Primary Articles (Weight 22.62%), - The index for this major group increased by 1.18 % from 185.8 (provisional) for June 2025 to 188.0 (provisional) in July 2025. Price of Crude Petroleum & Natural Gas (2.56%), non-food articles (2.11%), and food articles (0.96%) increased in July 2025 as compared to June 2025. The price of minerals (-1.08%) decreased in July 2025 as compared to June 2025.

Moreover, power & fuel, the index for this major group increased by 1.12% from 143.0 (provisional) for the month of June, 2025 to 144.6 (provisional) in July, 2025. The price of mineral oils (1.98%) increased in July 2025 as compared to June 2025. The price of coal (-0.44%) and electricity (-0.36%) decreased in July 2025 as compared to June 2025.

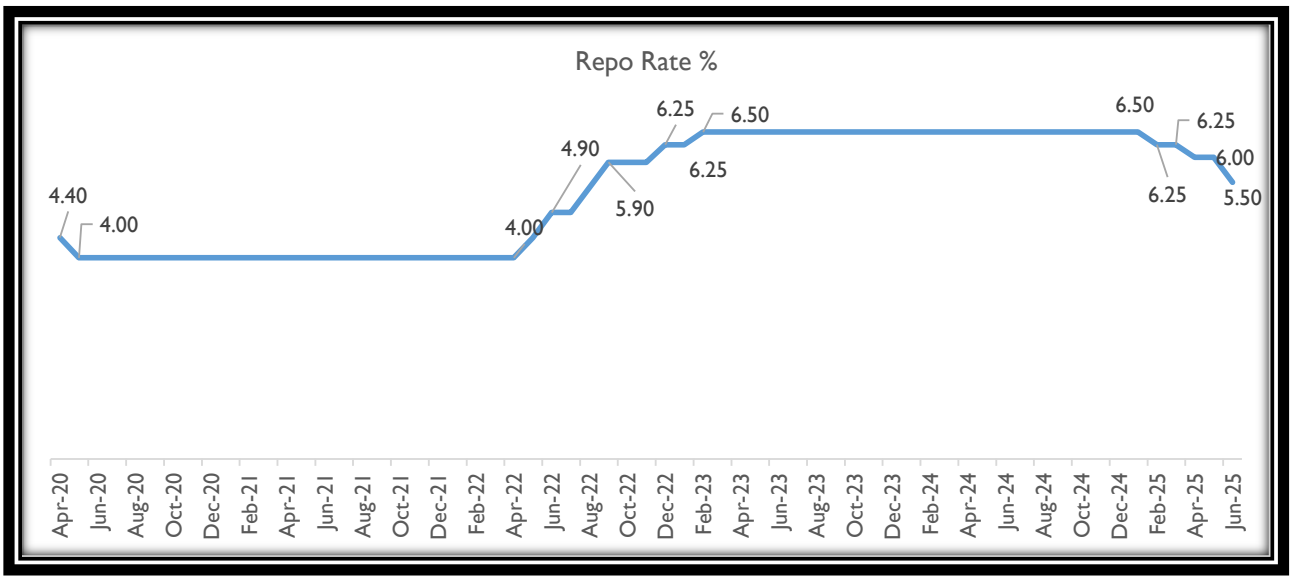
Furthermore, Manufactured Products (Weight 64.23%), The index for this major group declined by 0.14% from 144.8 (provisional) for the month of June, 2025to 144.6 (provisional) in July, 2025. Out of the 22 NIC two-digit groups for manufactured products, 9 groups witnessed an increase in prices, 9 groups witnessed a decrease in prices, and 4 groups witnessed no change in prices. Some of the important groups that showed a month-over-month increase in prices were other manufacturing; other transport equipment; motor vehicles, trailers and semi-trailers; other non-metallic mineral products, and furniture, etc. Some of the groups that witnessed a decrease in prices were the manufacture of basic metals; fabricated metal products, except machinery and equipment; food products; chemicals and chemical products; and paper and paper products, etc., in July 2025 as compared to June 2025.




Source: MOSPI, Office of Economic Advisor

Retail inflation rate (as measured by the Consumer Price Index) in India showed notable fluctuations between January 2024 and July 2025. Overall, the national CPI inflation rate moderated to 1.55% by July 2025, indicating a gradual easing of inflationary pressures across both rural and urban areas. Rural CPI inflation peaked at 6.68% in October 2024, declining to 1.18% in July 2025. Urban CPI inflation followed a similar trend, rising to 5.62% in October 2024 and then dropping to 2.05% in July 2025. CPI has been measured above the 6.00% tolerance limit of the central bank since July 2023. As a part of an anti-inflationary measure, the RBI has hiked the repo rate by 250 bps since May 2022, and on 8 February 2023, while it held the rate steady at 6.50 % till January 2025. On 6th June 2025, RBI reduced the repo rate by 50 basis points, which currently stands at 5.50%.




Sources: CMIE Economic Outlook

**Growth Outlook**

The Union Budget 2025-26 has laid the foundation for sustained growth by balancing demand stimulation, investment promotion, and inclusive development. Inflation level is reaching within the central bank's target; the RBI may pursue further monetary easing that will support growth. The medium-term outlook is bright, fuelled by the emphasis on physical and digital infrastructure spending. With a focus on stimulating demand, driving investment, and ensuring inclusive development, the budget introduces measures such as tax relief, increased infrastructure spending, and incentives for manufacturing and clean energy. These initiatives aim to accelerate growth while maintaining fiscal discipline, reinforcing India's long-term economic resilience. The expansion of tax relief, i.e., zero tax liability for individuals earning up to INR 12 lacs annually under the new tax regime, is expected to strengthen household finances and, consequently, boost consumption.

The external sector remains resilient, and key external vulnerability indicators continue to improve. However, tariff-related uncertainty is likely to weigh on exports and investment, prompting us to cut our CY26 GDP growth forecast to 6.4%.

**Die Cast & Machined Components**

Fuel economy and emission control demands are fuelling the automotive industry's intense competition. In reality, with an increasing number of vehicles on the road, it is more important than ever to reduce weight to improve fuel efficiency and lower CO2 emissions.

Manufacturers are increasingly leveraging die casting to achieve greater efficiency and precision in production. In automotive die casting, a metal moulding process is employed where molten metal is injected into a mould (die) to create various components. Once cooled, the metal solidifies into parts such as engine blocks or gearboxes, which are then machined into the final shape. This process offers significant advantages, including reduced material waste and minimised production time, resulting in cost savings for both manufacturers and customers.

Die casting is a highly efficient metal forming method widely used in producing automotive parts. By pouring molten metal into precision moulds, die casting enables the creation of complex shapes with excellent dimensional accuracy and surface finish quality. This process is primarily used for non-ferrous alloys such as aluminium, magnesium, and zinc.

Automotive components produced through die casting include engine parts, stators, brackets, and electronic covers. The advantages of die-cast automotive parts are significant, including weight savings, durability, recyclability, cost-effectiveness, and assembly efficiency.

**Overview of the Manufacturing Process**

There are two types of die casting processes:

I. Hot Die Casting
II. Cold Die Casting

Apart from the apparent temperature difference, these two processes also differ in their setup and operating pressure.

**I. Hot Die Casting**

The hot chamber die casting process is sometimes called hot die casting. The gooseneck machines used in this process have built-in furnaces that heat the metal up until it gets molten. A hydraulic-powered piston forces the molten metal from the furnace into the die cavity using the nozzle and the gooseneck. The molten metal is then held under pressure in the die cavity until it solidifies.

This type of die casting has an internal melting point. Therefore, it is best suited for metals with lower melting points. Aluminium's melting point is 1,220 degrees Fahrenheit, making it unsuitable for this process. On the other hand, Zinc and Magnesium, with relatively lower melting points, are ideal for this process.

Hot chamber die casting offers a fast production rate with over 18,000 shots per hour for small automotive die cast components. It melts metals within the casting machine, producing minimal material waste. Since it is a low-melting-point process, there is a longer die life, helping to save overall die casting cost. However, it is only cost-effective for high-volume productions. There is also low metal fluidity, thereby limiting products' complexity.

**Manufacturing Process**

**Step 1. Metal Alloy Melting:**

The initial step involves the melting of alloy, prominently, zinc or magnesium in the furnace which entails a combustion chamber to burn fuel and melt the intended metal alloy. The optimum temperature required is around 1220°F to 6152°F depending upon the used metal properties.

**Step 2. Injection**

Then, the liquid metal is uniformly placed inside a lubricated die by uplifting the plunger. Here, a crucible is used for fine injection of molten metal to avoid any overspill issues. After this, the die is enclosed for the next phase.

**Step 3. Applying High Pressure**

This step tends to transform the liquid metal into the desired shape by applying high pressure, typically ranging between 5 – 35 MPa through the plunger/piston. This step determines the outcome of the process. Therefore, manufacturers must ensure, there's no poking hole inside the mould cavity to avoid any chance of shrinkage in parts

**Step 4. Ejection & Solidification**

The shape is then cooled down and the product is ejected out of the mould cavity. This die-cast product is then further inspected for any defect to ensure its quality. Alongside, the cycle repeats according to the aforementioned steps.

**Metals Used in Hot Chamber Die Casting**

As mentioned above, the hot chamber die-casting process is appropriate for metals with low melting points. This way, zinc and magnesium are notably acquired for casting applications.

**Table: Characteristics of compatible metals for HCDC**

| Metal | Density (g/cm³) | Melting Temperature (°C) | Compatibility Aspects |
|---|---|---|---|
| Zn | 7.14 | 419-426 | Suitable due to moderate melting point and good fluidity, |
| Mg | 1.738 | 650-700 | Excellent due to low melting temperature, good fluidity, and minimal die wear |
| Pb | 11.34 | 327.5 | Good due to low melting temperature and moderate fluidity, suitable for specific applications |

## II. Cold Die Casting

The machinist pours the molten metal into the injection cylinder's shot sleeve during this procedure. After pouring, a hydraulic plunger pushes molten metal into the mould cavity without heating the sleeve. This technique uses pressure ranging from 30 MPa to 150 MPa. The method is known as "cold chamber die casting" since heat is not used. Aluminium alloys with high melting points work well using this method.

Cold chamber die casting offers exceptional dimensional accuracy to components. It also produces higher-strength automotive parts and denser metal castings because of the increased pressure. The process is easy to carry out and requires lower maintenance costs. However, the cycle time is slower than the hot chamber process due to the transfer process. There are also possible high levels of contaminants that may affect the quality of the final auto parts.

**Manufacturing Process**

**Step 1. Mould Preparation**

Cold chamber die casting starts with the preparation of the mould. It is usually made up of hardened steel and durable materials. Moreover, the mould is designed to match the exact specifications of the metal parts. But before this, the following processes are carried out.

- **Design of Metal Part:** The first step of cold chamber die casting is mould preparation. But before this, the engineers create a detailed CAD model of metal parts. These models are then used to design the mould. So, certain factors need to be considered during this process, such as metal part geometry, draft angles, and gating systems.
- **Tooling:** After designing the metal parts, skilled engineers create the mould using CNC machining or other manufacturing techniques. This mould usually consists of two halves, such as the cavity and the cold. These halves then work together to make a desired part shape.
- **Surface Finishing:** Once the mould is created, it is essential to give proper finishing to it. So, you can get the desired texture and surface finishes on the final part. There are certain techniques you can use for surface finishing, i.e. polishing or grain etching.

**Step 2. Melting the Metal**

The second step is metal melting. During this process, the cast metal is injected into a separate furnace. These metals can be aluminium, magnesium or copper alloys. So, the metals melt down to their liquid form. Then these molten metals are transferred to a cold chamber machine. So, let's discuss each stage of this process in sequence.

- **Furnace Operation:** The metal alloys are heated in a furnace to their melting point. Then the furnace is specifically designed for melting metals. This may use electrical resistance, hitting gas for burners or induction heating. get the quiet temperature.
- **Alloying:** Here, we add alloys to molten metals. This process can help in getting optimal mechanical properties with appropriate chemical composition.
- **Degassing and Fluxing:** At this stage, first, the impurities and gases are removed from the molten metal. This is usually done by using degassing agents and fluxing. This process helps us improve the quality and integrity of the final casting.

**Step 3. Transferring Metal to Cold Chamber Machine**

Here we transfer molten metal into a cold chamber die-casting machine. This machine comprises a cold chamber. Here we store the molten metal for a short duration. Then we deliver the metal to the mould. This cold chamber helps the modern metals separate from the injection system. Moreover, it prevents premature solidification. It allows the casting of metal with a high melting point. So, the steps included in this process are:

- **Ladling or Pouring:** When the metal reaches the required temperature and composition, we transfer it to the cold chamber die-casting machine. This is usually done using ladlers or a pouring system. This system transports molten metal from the furnace to the machine's holding crucible.
- **Crucible Design:** The cold chamber machine comprises a crucible or a reservoir. It holds the molten metal efficiently. This chamber is specifically designed to tolerate high temperatures and pressures during the injection process. Moreover, it validates the safe and efficient metal transfer.

**Step 4. Injection into Shot Sleeve**

This cycle begins when the Closing of the modern initiation of the injection sequence. During this process, a hydraulic piston applies high pressure to modern metal and forces it to the short slaves. Moreover, the pressure exerted on the metal allows rapid flow and uniform distribution into the cavity. So, below are the details of this process:

- **Shot System:** It may include a shot system. Here, the cold chamber die-casting machine is equipped with a hydraulic system. It controls the injection process. So, the plunger, or piston, applies pressure to the molten metal in a cold chamber and forces it into the short sleeves.
- **Pressure Control:** Here, we control the injection pressure carefully. So, it can optimise the metal flow. Moreover, it fills the mould cavity uniformly throughout the process. Pressure sensors and feedback mechanisms give precise control over the injection process. It minimises defects and gives consistent quality to metal parts.

**Step 5. Injection into Mould**

So, as the molten metal enters a shot sleeve. It is then moved towards the mould cavity through gates and spruces, under pressure. Additionally, this molten metal displaces the air and gas present inside the mould cavity. It fills the complex details of the mol as well. This process includes:

- **Gate Design:** The shot sleeves transfer the molten metal to the mould cavity. They use a system of runners, gates and spruces. Moreover, the design of this gate system is very important to control the metal flow. Additionally, it minimizes turbulence and also prevents air entrapment inside the mould cavity.
- **Mould Filling:** When the molten metal enters the mould cavity. It rapidly fills up the spaces. Moreover, it displays the air and fills the complex details of the mould. So, in this case, proper venting and gating designs help in smooth metal flow. Moreover, they prevent defects like air pockets.

**Step 6. Cooling and solidification**

After injecting into the mould cavity, the metal starts to cool and solidify. It takes the precise shape of the mould. The cooling rate may control the risks of internal defects. So, here are some steps involved in cooling and solidification.

- **Cooling Channels:** The mould is equipped with cooling channels or circuits. These circuits help circulate the coolant, i.e. water, which is used to remove heat from the molten metal. Moreover, these channels help regulate the cooling rate. They promote the uniform solidification of the casting throughout the process.
- **Solidification Control:** The manufacturers optimize the solidification process by controlling the temperature and flow rate of the coolant. It helps them minimize the porosity, shrinkage and internal defects in the casting.
- **Cycle Time:** The cycle time is the longest portion of the cooling and solidification phase. It is the efficient cooling strategies that mould designs help. reduce the cycle time. Moreover, it increases the production throughput.

**Step 7. Metal Part Ejection**

Once the metal has sufficiently cold and solidifies, it comes out of the mould cavity. There are certain ejection pins and mechanisms used to release the part. So here are some steps involved in the ejection process:

- **Mould Opening:** When the cast has solidified appropriately, the mould opens up and releases the part. In this case, a hydraulic or mechanical system activates the mould halves. It allows them to separate and then expose the finished casting.
- **Ejection Mechanism:** Here cast is ejected out from the mould cavity because of the ejector pins or plates. These pins are located inside the mould cavity. So, make sure this mechanism is carefully designed and positioned so you can avoid damage in casting.

**Step 8. Trimming and Finishing**

Once the part has ejected out from the mould, the last step is trimming and finishing. The excess material, i.e. flash, is cut off from the metal part. This is usually carried out using cutting tools or trim dies. So, here are some steps involved in it:

- **Flash Removal:** In this step, the manufacturers use cutting tools, trim dies, or CNC machining to remove the excessive material attached to the cast. This step is usually carried out to make sure the final part meets the dimensional tolerance.
- **Surface Treatment:** It depends upon the customer's specifications and applications. The surface treatment, such as shot blasting, vibratory finish or powder coating may be applied to the cast. This is usually done for the better appearance and functionality of the cast.
- **Inspection and Quality Control:** Once the part is finished, it undergoes precise inspection using dimensional gauges. Other multiple ways can be used for inspection, such as Coordinating measuring machines (CMMs) and visual inspection techniques. These techniques help verify the design specifications and quality standards.

**Metals Used in Cold Chamber Die Casting**

The cold chamber die-casting process is suitable for metals which have high melting points. These may include aluminium, magnesium, copper, etc. So, it is important to know the properties of the metals before choosing them for cold chamber die-casting.

**Below is a detailed table of common metals for cold chamber die casting:**

| Metal | Density (g/cm³) | Melting Point (°C) | Main Characteristics | Typical Applications |
|---|---|---|---|---|
| Aluminium | 2.7 | 660 | Lightweight, good corrosion resistance, conductive | Automotive parts, aerospace components, consumer goods |
| Magnesium | 1.74 | 650 | Very lightweight, excellent strength-to-weight ratio | Lightweight structural components, aerospace, electronics |
| Copper | 8.96 | 1085 | High thermal conductivity, corrosion resistant, strong | Electrical components, heat sinks, and high-load bearings |

**Materials Used for Die Casting in the Automotive Industry**

Automotive parts use a variety of alloys. Die casting is an excellent process for machining these different metals because it can handle many materials.

Here are some examples:

- **Magnesium**: Magnesium is a widely used metal alloy in casting, prized for its ability to create strong and lightweight alloys. These alloys are often combined with other metals to produce high-strength parts. Magnesium alloys also excel in heat conduction, making them ideal for high-temperature applications where rapid cooling of tools is necessary.
- **Zinc**: Zinc is the most frequently used material in die casting, particularly due to its high strength, exceptional corrosion resistance, and excellent surface finish. Its properties make it ideal for creating dies that are compatible with various casting machines, offering durability and versatility in manufacturing processes.
- **Aluminium**: Aluminium is a highly favoured alloy in casting, primarily due to its superior heat transfer properties, excellent surface finish, and cost-effectiveness. The primary component of aluminium, alumina, can be used as an additive to enhance the strength and durability of other metals. Aluminium alloys are commonly employed as raw materials for moulds in various industries, providing a balance of performance and affordability.
- **Copper**: Copper is widely used in die casting, particularly in the electronics and electrical sectors, thanks to its durability and excellent electrical conductivity. It is commonly used to produce components such as connectors and switch housings, which require reliable performance and precision.

- **Steel**: Steel is a strong, durable metal that plays a vital role in die casting. Its robustness makes it ideal for manufacturing a wide range of products, particularly in industries such as automotive and industrial machinery, where high strength and long-lasting performance are critical.

**Benefits of Die Casting in the Automotive Industry**

- **Lightweight Components:**
  Manufacturing lightweight components is one of the most important reasons for automotive die casting. The use of die casting in manufacturing lightweight components has made it possible to reduce the weight of these components, which means that they can function in various applications, such as cars and other vehicles.
  The reduced weight allows manufacturers to save money on transport costs, which allows them to pass on these savings to their customers. This results in lower prices for consumers, who will also benefit from increased fuel efficiency due to using lighter vehicles.
  By reducing the weight of components, auto parts casting also helps manufacturers to improve their energy efficiency levels. As a result, they will be able to generate less waste during production processes, which will help them reduce their carbon footprint and positively impact global warming issues.
- **Complex Component Manufacturing:**
  Die casting enables the production of complex and intricate components, which is one of its primary advantages. Making items with thin walls, sharp edges, and complicated features is feasible, which would be difficult or impossible to do using traditional production procedures.
- **Enhanced Productivity:**
  Die casting is a highly efficient manufacturing process, requiring less labour per product production unit than traditional manufacturing processes.
  For example, die casting machines can produce four times as many wheel hubs per operator as other casting equipment. This indicates that businesses can reduce the cost of their products by switching from more traditional production procedures to die casting as an alternative.
- **Increased Flexibility & Automation:**
  Die-cast parts are ideal for mass-produced vehicles because they can be produced in large quantities. Die-cast wheels, chassis, suspension systems, and body panels are used in standard vehicle models and custom-built cars. Die-cast parts in the automotive industry are often used in multiple vehicles or sold as spare parts when production exceeds the manufacturer's inventory needs.
- **Speed and Volume Manufacturing:**
  Speed is another advantage of die casting. The technique is highly automated and capable of producing components rapidly, making it a viable alternative for high-volume manufacturing runs. Die casting is also a very affordable technique, which makes it an economical option for many firms. Die-cast components are utilised in the automotive, aerospace, electrical, and medical industries. They can be found in automobile engine components, power tools, and electronic equipment.

**Key Attributes, Application Areas / Components Manufactured Through the Process**

Die casting is a widely used manufacturing process in the automobile industry, particularly for producing complex metal parts with high precision. The two primary die casting methods are cold chamber die casting and hot chamber die casting.

| Attribute | Cold Chamber Die Casting | Hot Chamber Die Casting |
|---|---|---|
| Process Description | Involves pouring molten metal into a shot sleeve without heating the sleeve. A plunger then forces the metal into the die cavity. | Features an internal furnace that keeps the metal molten. A piston pushes the molten metal directly into the die. |
| Material Suitability | Suitable for high melting point alloys such as aluminium, magnesium, and copper alloys. | Ideal for low-melting-point metals like zinc and lead. |
| Pressure Range | Operates at pressures between 30 MPa to 150 MPa (approximately 4,350 to 21,750 psi). | Operates at lower pressures compared to a cold chamber; typically, around 1,000 to 3,000 psi. |
| Cycle Time | Generally slower due to the need to transfer molten metal from a furnace to the shot chamber. | Faster cycle times due to continuous melting and injection of metal. |
| Dimensional Accuracy | Offers excellent dimensional accuracy and surface finish; suitable for complex shapes with tight tolerances. | Also provides good dimensional accuracy but may have limitations with intricate designs due to metal flow issues. |
| Maintenance Requirements | Requires less maintenance than hot chamber due to fewer moving parts exposed to molten metal. | Higher maintenance needs as components are in constant contact with molten metal, which can lead to wear and tear. |

| | | |
|---|---|---|
| Applications in Automotive | Commonly used for components such as engine blocks, transmission housings, and structural parts requiring strength. | Frequently used for smaller components like carburettors, valve covers, and other intricate parts that require rapid production. |
| Environmental Considerations | Less waste is generated as it allows for better control over material usage; however, energy consumption can be high due to separate melting processes. | Generally, more efficient in terms of energy use during production; however, it may produce more waste if not managed properly. |

**Cold Die Casting Components**

Cold die casting is primarily used for high melting point metals such as aluminium and magnesium. This method is suitable for producing parts that require high strength and durability.

| Component | Material Used | Description |
|---|---|---|
| Engine Blocks | Aluminium | Houses engine cylinders; critical for overall engine assembly and performance. |
| Cylinder Heads | Aluminium | Covers the cylinders and contains combustion chambers; essential for efficient engine operation. |
| Pistons | Aluminium | Converts fuel into mechanical energy; vital for engine function. |
| Transmission Cases | Aluminium | Encloses transmission components; important for power transfer from the engine to the wheels. |
| Brake Calliper's | Aluminium | Part of the braking system that houses brake pads; crucial for vehicle safety. |
| Suspension Components | Aluminium | Includes control arms and steering knuckles; ensures vehicle stability and handling. |
| Intake Manifolds | Aluminium | Distributes air to the engine cylinders; essential for engine breathing efficiency. |
| Exhaust Manifolds | Cast Iron | Collects exhaust gases from cylinders; withstands high temperatures. |

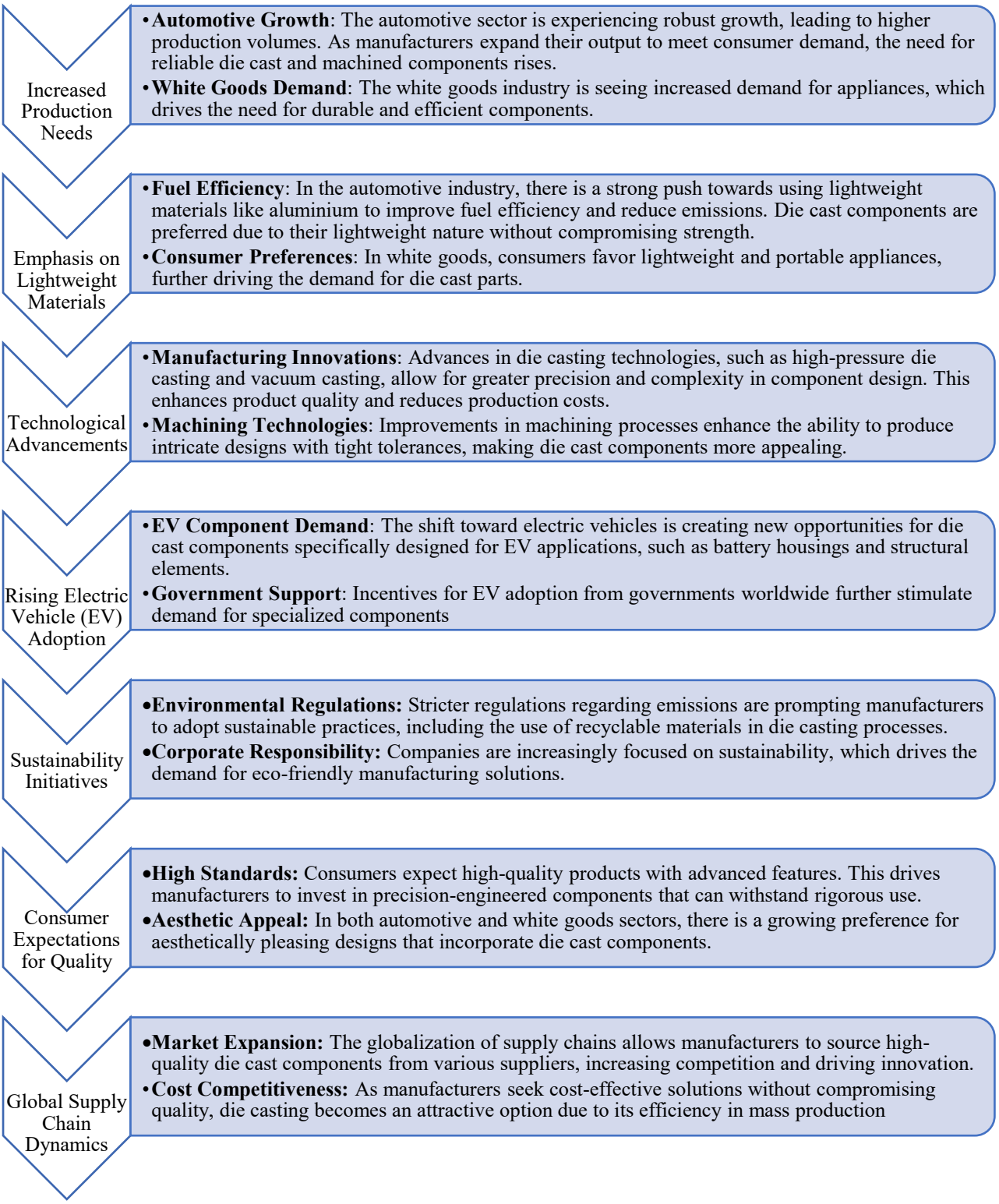
**Hot Die Casting Components**

Hot die casting is used primarily for low-melting-point metals such as zinc and magnesium. This method allows for faster production rates, making it suitable for smaller components.

| Component | Material Used | Description |
|---|---|---|
| Engine Covers | Zinc | Protects engine components and houses various engine parts. |
| Carburettor's | Zinc | Mixes air with fuel for combustion; essential for engine performance. |
| Mounting Brackets | Zinc, Magnesium | Supports various components such as motors and gearboxes; manufactured in high volumes. |
| Protective Enclosures | Zinc | Covers for gearboxes and electronics; provides protection and structural integrity. |
| Fan Clutches | Zinc | Regulates fan operation based on engine temperature; aids in cooling system efficiency. |

**Key Demand Drivers**

**Key Factors Driving the Demand for Die Cast & Machined Components from the Automotive & White Goods Industry.**




**Demand from the Automotive Industry**

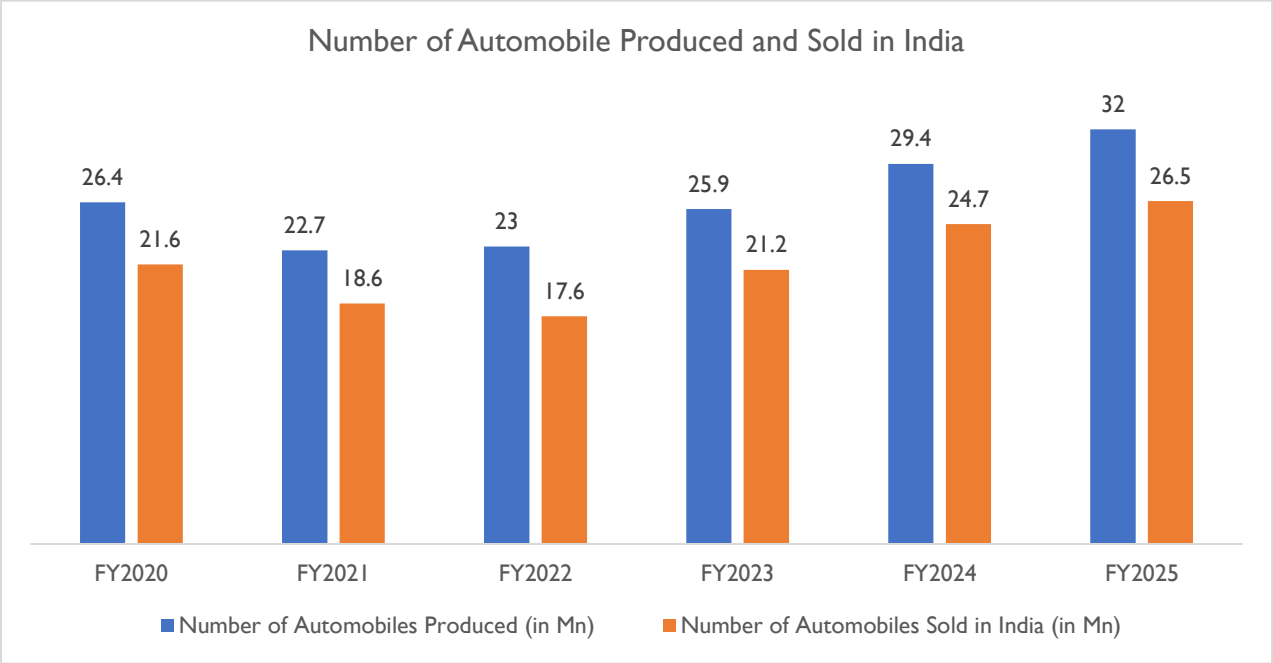
The automobile industry remains the largest consumer of die-cast and machined components in India, accounting for a substantial share of overall demand. With vehicle production steadily increasing across passenger cars, commercial vehicles, and two-wheelers, the need for precision-engineered components such as engine blocks, transmission housings, chassis parts, and structural elements has grown significantly. These components are critical for enhancing performance, safety, and fuel efficiency, while also supporting the industry's transition towards lightweighting and electrification. The shift towards electric vehicles (EVs) has further accelerated demand for high-quality die-cast parts, including motor housings, battery enclosures, and thermal management systems. As India consolidates its position as a global hub for automotive manufacturing, the symbiotic relationship between the auto industry and the die-casting and machining sector is expected to strengthen further, opening opportunities for value addition, localisation, and export growth.

According to the Annual Report FY2025 of the Ministry of Heavy Industries, Government of India, the sector closed FY2025 on a strong footing. Total vehicle production (including tractors) rose 9% to 32.04 million units, domestic sales increased 7.3% to 26.55 million units, and vehicle exports jumped 18.8% to 5.46 million units. The industry exported vehicles and auto components worth about USD 35 billion in FY2025. These volumes — higher production, rising sales, and sharply growing exports- directly translate into heightened demand for die-cast and machined components across a broad spectrum of part families and material systems.

India's global standing in automotive manufacturing further amplifies component demand. The country is the largest manufacturer of three-wheelers, among the top two producers of two-wheelers globally, ranks in the top four for passenger vehicles, and top five for commercial vehicles worldwide. With continuing shifts toward cleaner and smarter mobility, alongside steady domestic demand and rising exports, the die-cast and

machining sector is poised for strong growth. Suppliers investing in high-precision tooling, lightweight alloys, process automation, and quality control are best positioned to capture value, particularly in electrification-related components such as motor housings, battery enclosures, and thermally critical parts.

**Market Scenario**




Source: ACMA

India's automobile industry has witnessed a dynamic growth trajectory over the past few years. In FY2020, total automobile production stood at 26.4 million units, while domestic sales reached 21.6 million units. The industry, however, faced a sharp contraction in FY2021 due to the impact of the pandemic and supply chain disruptions, with production dropping to 22.7 million units and sales declining to 18.6 million units. Although FY2022 saw production stabilising at 23 million units, sales slipped further to 17.6 million units, highlighting continued challenges in consumer demand during the recovery phase.

A significant rebound began in FY2023, with production climbing to 25.9 million units and sales improving to 21.2 million units. This growth momentum accelerated in subsequent years, as FY2024 recorded a strong rise to 29.4 million units produced and 24.7 million units sold. By FY2025, the sector demonstrated robust expansion, achieving 32 million units in production and 26.5 million units in sales, reflecting not only resilient demand across vehicle categories but also the industry's ability to scale up output. This sustained upward trend underscores the growing strength of India's automobile market, supported by rising consumer demand, improving economic conditions, and greater penetration across urban and rural markets.

**Category-wise sale of Vehicles:**

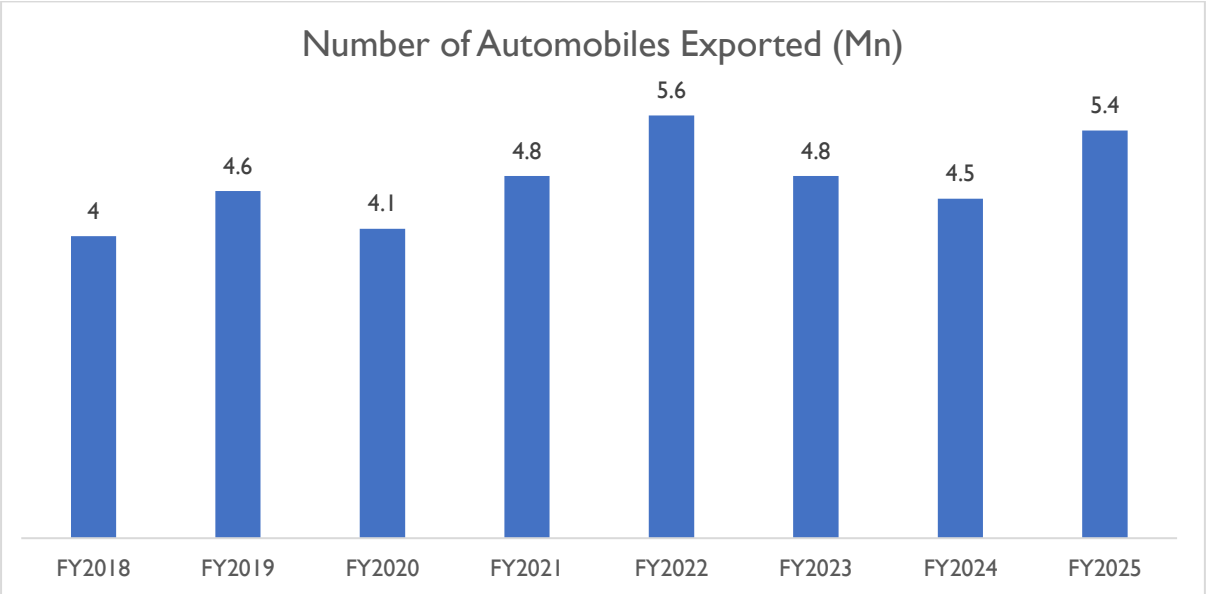
| | **2024** | | **2025** | |
|---|---|---|---|---|
| Types | **Production (Million)** | **Sale (Million)** | **Production (Million)** | **Sale (Million)** |
| Passenger (SUVs) | 4.90 | 4.22 | 5.06 | 4.30 |
| Passenger (Commercial Vehicle) | 1.07 | 0.97 | 1.03 | 0.96 |
| Two & Three Wheelers | 22.46 | 18.67 | 24.93 | 20.35 |
| Tractors | 0.95 | 0.88 | 1.01 | 0.94 |
| Total Vehicle | **29.39** | **24.73** | **32.04** | **26.55** |

The Indian automobile industry demonstrated steady growth in FY2025, building on the performance of FY2024. **Passenger vehicles (SUVs)** saw production increase from **4.90 million units in FY2024 to 5.06 million units in FY2025**, with sales rising from **4.22 million to 4.30 million units**. **Commercial vehicles** maintained relatively stable volumes, with production slightly decreasing from **1.07 million to 1.03 million units**, while sales edged down marginally from **0.97 million to 0.96 million units**. The **two- and three-wheeler segment** experienced a notable expansion, with production increasing from **22.46 million units to 24.93 million units** and sales rising from **18.67 million to 20.35 million units**. **Tractor production** also grew from **0.95 million to 1.01 million units**, with sales increasing from **0.88 million to 0.94 million units**. Overall, **total vehicle production** reached **32.04 million units**, up from **29.39 million units** in FY2024, while **total domestic sales** increased to **26.55 million units** from **24.73 million units**, reflecting healthy growth across most segments and strong demand momentum in the industry.

**Automotive Sector Export**

The automotive industry continues to expand, especially in emerging markets like India and China, driven by both increasing vehicle ownership and the shift toward electric vehicles (EVs). Machined components, such as engine parts, transmission components, brake systems, and suspension components, are integral to vehicle manufacturing.

The Indian automotive industry has demonstrated robust growth, driven by increasing domestic demand and rising exports. In FY24, the total number of automobiles exported from India reached 4.5 million units, reflecting the sector's strong global presence. By September 2025, automobiles exported from India reached 5.4 million units, underscoring the industry's manufacturing capabilities. The sector has set an ambitious target to increase vehicle exports fivefold between 2016 and 2026, supported by favourable government policies and global demand.




Source: Automotive Component Manufacturers Association of India (ACMA), SIAM, PIB, Export-Import data

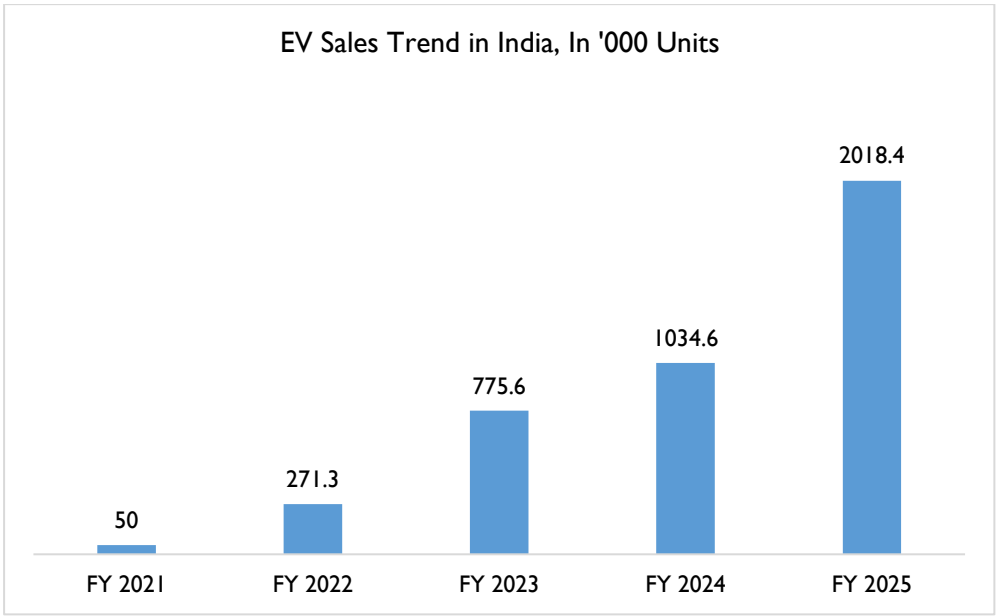
The Indian automotive industry is set for a promising year in 2026, with each segment experiencing varying degrees of growth driven by consumer trends, government policies, and technological advancements. The two-wheeler and passenger vehicle segments are particularly positioned for robust growth, while commercial vehicles are expected to benefit from infrastructure developments. The focus on electric mobility will significantly influence all segments as India moves towards a more sustainable automotive future.

**Transforming the Automobile Landscape**

Increasing fuel prices and concerns about emission-related pollution have increased the interest in electric vehicles among consumers. In recent years, the electric vehicle industry has witnessed rapid technological changes, which have brought down the price substantially. Although still priced higher than conventional Internal Combustion Engine (ICE) vehicles, the price gap has come down. Together, these factors have created a market for electric vehicles, which, although in its infancy, has the potential to grow exponentially.

Like the two-wheeler and three-wheeler segments, the PV segment is also witnessing a steady transformation toward EV, primarily due to a sharp surge in petrol and diesel prices, which are weighing heavily on retail consumers. While improving the EV ecosystem in terms of charging infrastructure, battery technology development to support high-speed and long-range travel, battery swapping is helpful in gradually alleviating consumers' anxiety towards migrating to EVs.

The exponential growth in electric vehicle (EV) sales in India is emerging as a transformative force for the auto component industry. From just 50,000 units in FY 2021, domestic EV sales surged to over 2 million units by FY 2025, marking a steep and sustained upward trajectory. This momentum is expected to continue in the coming years, driven by supportive government policies, improvements in charging infrastructure, rising fuel costs, and increasing consumer acceptance across two-wheeler, three-wheeler, and passenger vehicle segments.




Society of Manufacturers of Electric Vehicles (SMEV), e-2W & e-4W

India's electric mobility program is driven by a government-backed demand initiative model, which is at the core of the flagship Faster Adoption and Manufacturing of (Hybrid &) Electric Vehicles in India (FAME). The Union Government has set a target of converting 30% of the vehicle fleet to electric by 2030, which is among the most aggressive plans that are being implemented across the globe. This aggressive policy framework has created a small but fast-growing EV industry in India, which is currently dominated by electric two-wheelers.

**Reasons for Rapid Growth:**

**Increasing Demand for Electric Vehicles (EVs)**

- The rapid acceleration in EV production is transforming manufacturing requirements, leading to a heightened demand for lightweight, high-performance components.
- Electric vehicles are projected to use 25-27% more aluminium by weight compared to traditional combustion engine vehicles, with each EV requiring an average of 250 kg of aluminium.
- Key components for EVs include battery housings, motor housings, and structural components, all of which benefit from aluminium die casting processes.

**Material Versatility**

- The versatility of materials such as aluminium, zinc, and magnesium in die casting is driving growth in the automotive sector.
- Aluminium die casting is favoured for producing complex designs and lightweight structural components due to its excellent strength-to-weight ratio and corrosion resistance.
- Zinc die casting is increasingly used for its thermal and electrical conductivity properties, making it ideal for power steering systems and brake components.

**Technological Advancements**

- Innovations in die casting technologies, such as high-pressure die casting (HPDC) and vacuum die casting, are enhancing production capabilities.
- Vacuum die casting is gaining traction due to its ability to produce components with superior structural integrity and minimal porosity, particularly important for critical applications like cylinder heads and motor covers.
- Recent developments include investments in advanced die-casting machines that streamline manufacturing processes and reduce production costs.

**Cost Efficiency and Mass Production**

- Die casting offers significant cost advantages through rapid mass production capabilities, enabling manufacturers to produce high volumes of precision-engineered components efficiently.
- The ability to create intricate shapes with tight tolerances reduces the need for extensive machining or assembly processes, further lowering overall manufacturing expenses.

**Focus on Weight Reduction**

- The automotive industry's emphasis on weight reduction to improve fuel efficiency and meet stringent emissions regulations drives demand for lightweight die-cast components.
- Components such as engine blocks, transmission housings, and structural parts are increasingly made from aluminium die castings to enhance vehicle performance without compromising strength.

**Regulatory Compliance**

- Stricter environmental regulations regarding emissions are pushing manufacturers to adopt lighter materials that contribute to lower fuel consumption.
- Compliance with these regulations often necessitates the use of advanced materials and manufacturing techniques such as die casting.

The demand for die-cast and machined components in the automotive industry is being propelled by the transition towards electric vehicles, technological advancements in manufacturing processes, material versatility, and a strong focus on cost efficiency and weight reduction. As the automotive landscape continues to evolve towards sustainability and innovation, the role of die casting will remain crucial in meeting these demands effectively.

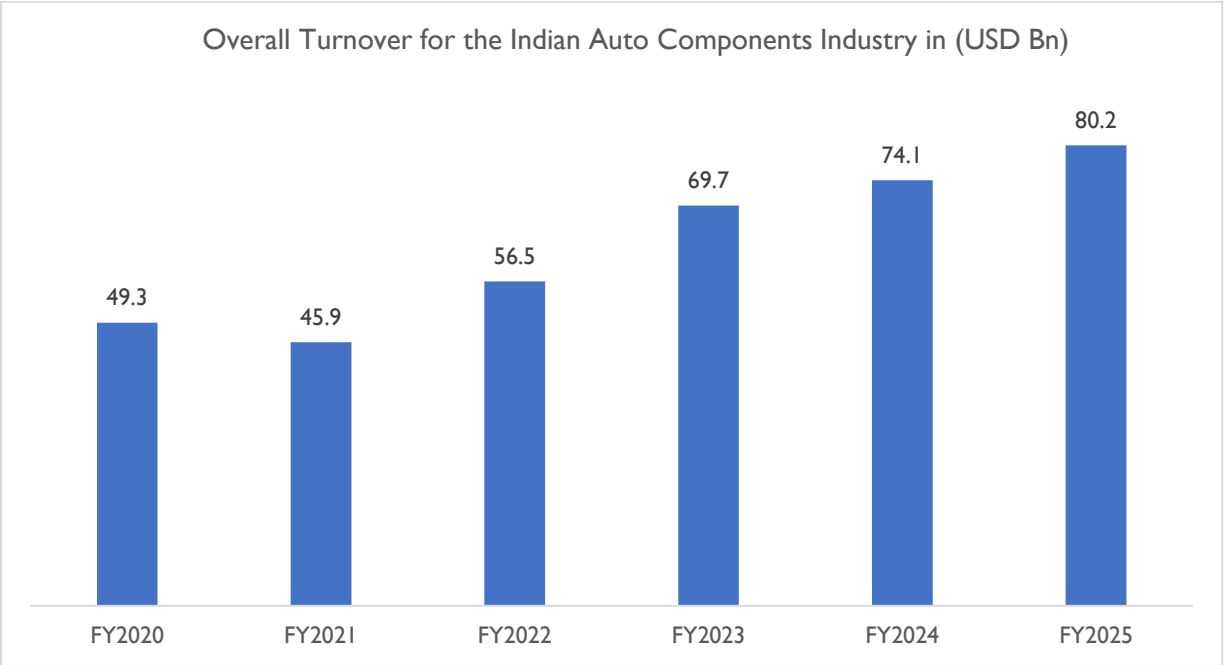
**Auto Component Industry**

The Indian auto component sector continues to be one of the strongest pillars of the country's manufacturing ecosystem, contributing nearly 2.5% to India's GDP and employing over 1.5 million people directly. Over the years, it has built a strong reputation for reliability, scale, and competitiveness, emerging as a critical enabler of both domestic industrial growth and global automotive supply chains. Its significance is not only economic but also strategic, as it anchors India's ambitions to become a global hub for mobility solutions.

In FY2025, the industry recorded yet another year of robust expansion, growing by 9.6% to reach US$80.2 billion. This performance reflects healthy contributions across segments, with supplies to domestic OEMs registering a 10% growth, aftermarket demand increasing by 6%, and exports rising by 8%. The broad-based growth highlights the sector's adaptability and ability to capture opportunities across domestic and international markets, reinforcing its role as a driver of industrial growth and competitiveness.

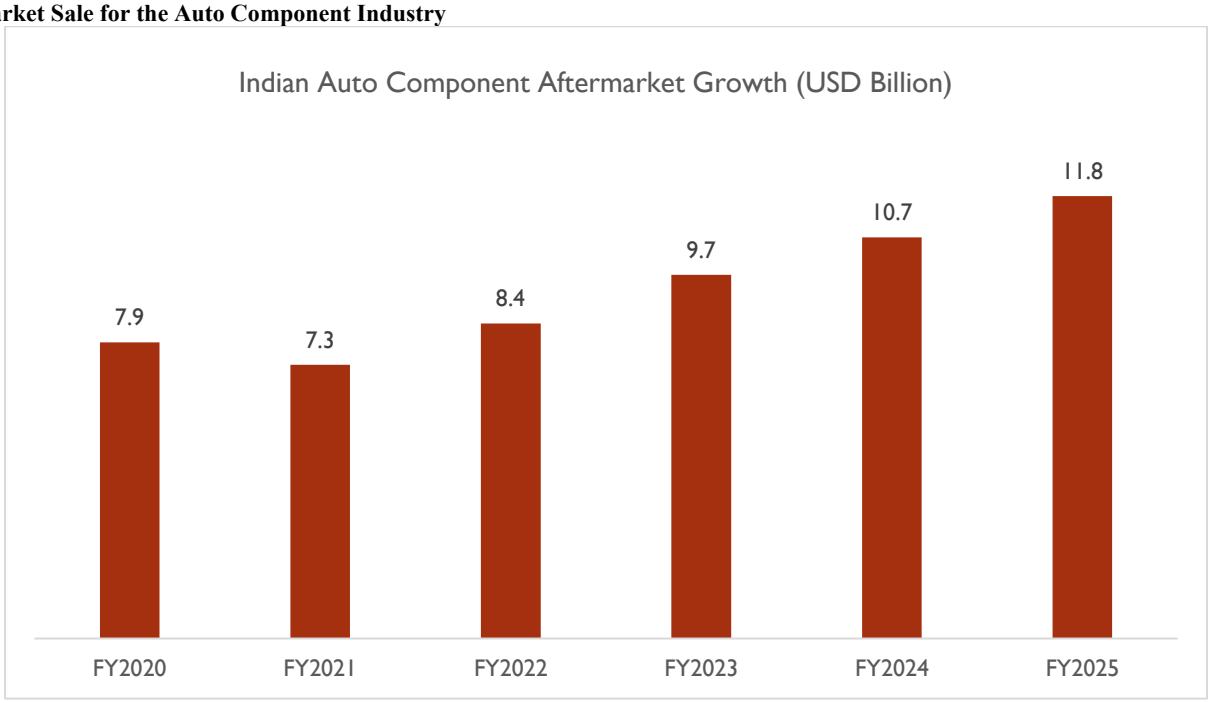
Beyond just the numbers, India's auto component sector is showing remarkable resilience and a capacity for transformation. The industry is actively investing in technology adoption, localization, and advanced manufacturing to keep pace with evolving trends in global mobility and to prepare for the future requirements of electric vehicles, connected technologies, and sustainable transportation. With a healthy mix of domestic demand, export momentum, and innovation-driven investments, the sector is well-positioned to serve as a cornerstone of India's manufacturing prowess and a reliable partner in global supply chains.

**History Trend in the Auto Component Industry**




The industry recorded significant expansion over the past five years, growing from USD 49.3 billion in FY2020 to USD 80.2 billion in FY2025. Although there was a temporary decline in FY2021, when turnover dropped to USD 45.9 billion, the market quickly recovered, reaching USD 56.5 billion in FY2022 and surging further to USD 69.7 billion in FY2023. The recovery highlights strong consumer demand and industry resilience despite earlier challenges. This upward momentum continued in FY2024, with turnover rising to USD 74.1 billion, representing year-over-year growth of around 6.3%, before crossing the USD 80 billion mark in FY2025. Over the entire period from FY2020 to FY2025, the market expanded at an impressive CAGR of 10.2%, reflecting both robust domestic demand and strengthening supply-side capacity.

**After-Market Sale for the Auto Component Industry**




Source: Automotive Component Manufacturers Association of India (ACMA), SIAM

The Indian auto components aftermarket has shown consistent growth over the past several years, reflecting increasing vehicle parc, rising consumer awareness, and the expansion of organised service and replacement networks. From FY2020 to FY2025, the market grew from approximately USD 7.99 billion to USD 11.47 billion, indicating a steady upward trajectory. Aftermarket demand in FY2021 saw a slight dip to USD 7.44 billion, likely due to pandemic-related disruptions, but rebounded strongly in the subsequent years, reaching USD 8.55 billion in FY2022 and USD 9.83 billion in FY2023. By FY2024 and FY2025, the market further expanded to USD 10.81 billion and USD 11.47 billion, respectively, driven by higher vehicle utilisation, increased penetration of organised service providers, and growing demand for replacement parts and accessories. This consistent growth underscores the robustness of India's auto components aftermarket and its critical role in supporting the overall automotive ecosystem.

**Growing Demand for Auto-components in India & Its Impact on Die Cast & Machined Component Demand**

The Indian automotive industry is experiencing significant growth, which is driving an increased demand for auto-components, including die-cast and machined components. This demand is influenced by several key factors and trends within the industry.

**Market Expansion and Sales Growth**

- **Sales Projections:** The Indian automotive market is expected to reach record sales volumes in 2025, with projections of passenger vehicle (PV) sales hitting 42-43 lakh units. This growth is attributed to a favourable business climate, consumer optimism, and new model launches by manufacturers.
- **Production Capacity:** Major Indian car manufacturers are set to increase their annual production capacity by 52%, adding approximately 3 million vehicles to their current capacity of 5.77 million vehicles. This will raise the total capacity to about 8.77 million passenger vehicles annually.

  Notable manufacturers involved in this expansion include:

  - Maruti Suzuki: Plans to add a 250,000-vehicle plant in Haryana by 2025 and a 1 million-vehicle plant in Gujarat by 2029.
  - Mahindra & Mahindra: Aiming to nearly double its production capacity from 590,000 to 1.08 million vehicles annually.
  - Hyundai Motors: Increasing its capacity to over 1 million vehicles annually, supported by significant investments.
  - Kia Motors: Expanding its capacity from 350,000 to 400,000 vehicles per year by FY25.
  - MG Motors: Planning to boost its Halol plant capacity from 100,000 to 300,000 vehicles.

**Shift Towards Electric Vehicles (EVs)**

- **Growing EV Market:** The transition towards electric vehicles is creating new opportunities for die-cast components. EVs require lightweight materials for battery housings, motor casings, and structural components. The demand for aluminium die-cast parts in EV manufacturing is expected to rise significantly as automakers focus on reducing vehicle weight to improve efficiency.
- **Government Initiatives:** The government's push for EV adoption through subsidies and infrastructure development (e.g., charging stations) is further driving the demand for components tailored for electric vehicles.

**Technological Advancements**

- **Innovations in Manufacturing:** Advances in die casting technologies, such as high-pressure die casting and improved machining techniques, are enhancing the production capabilities of auto-components. These innovations allow manufacturers to produce complex geometries with high precision and lower costs.
- **Increased Efficiency:** The integration of automation and smart manufacturing processes in component production leads to better quality control and faster turnaround times, making die-cast and machined components more appealing to automotive manufacturers.

**Consumer Preferences**

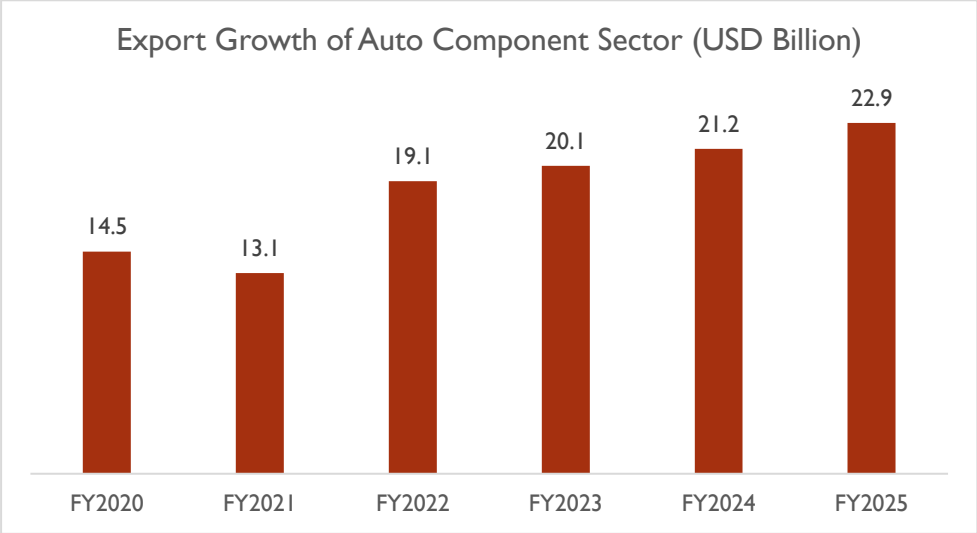
- **Demand for Premium Vehicles:** There is a growing consumer preference for premium vehicles that offer advanced features and aesthetics. This trend drives automakers to invest in higher-quality components, including those produced through die casting and machining processes.
- **Focus on Safety and Performance:** As consumers become more safety-conscious, there is an increased demand for components that enhance vehicle performance and safety features, such as structural supports and precision-engineered parts.

**Sustainability Goals**

- **Environmental Regulations:** Stricter emissions regulations are prompting manufacturers to adopt lighter materials that contribute to lower fuel consumption. Die-cast components are increasingly favoured due to their lightweight nature and recyclability.
- **Corporate Sustainability Initiatives:** Automakers are focusing on sustainability in their supply chains, which includes sourcing components that align with eco-friendly practices. This shift boosts the demand for sustainable manufacturing processes like die casting.

**Export Opportunities in the Auto Component Sector**

The growing demand for auto-components in India is significantly impacting the market for die-cast and machined components. Factors such as robust market growth, the shift towards electric vehicles, technological advancements in manufacturing processes, changing consumer preferences, and sustainability initiatives are all contributing to this trend. As the automotive industry continues to evolve, the importance of high-quality die-cast and machined components will only increase, presenting opportunities for manufacturers to innovate and expand their offerings.




**Source:** ACMA Annual Report FY2024-25

The export value of India's auto component sector reached **USD 22.9 billion in FY2025**, reflecting a strong performance with a **CAGR of 9.6% over the past five years**. In **FY2024**, exports stood at **USD 21.2 billion**, showing a steady year-on-year increase from **USD 20.1 billion in FY2023**. Despite a temporary decline in **FY2021 (USD 13.1 billion)**, the sector rebounded to **USD 19.1 billion in FY2022** and has since maintained a consistent upward trajectory. This growth underscores the resilience of India's auto component exports and highlights the sector's ability to expand steadily in global markets.

**Demand from White Goods Industry**

The white goods industry in India has emerged as a significant demand driver for die-cast and machined components, supported by the rapid growth in appliances such as air conditioners, refrigerators, and washing machines. With rising disposable incomes, urbanisation, and increasing penetration into Tier 2 and Tier 3 markets, the industry is expanding at a strong pace, creating sustained requirements for precision-engineered components. Die-cast and machined parts play a critical role in ensuring the durability, efficiency, and performance of these appliances, ranging from compressor housings and motor parts to intricate structural elements. This growing interdependence between white goods manufacturing and the component supply base highlights a promising opportunity for the Indian die-casting and machining industry to scale further, driven by both domestic consumption and export potential.

**Current Market Size**

The White Goods market in India was valued at **USD 12.44 billion in FY23** and currently stands at **USD 15 billion in FY24**. The market is projected to grow at a **CAGR of 8.11%**, driven by rising consumer demand for appliances such as air conditioners, refrigerators, and washing machines. Domestic manufacturing continues to play a significant role, contributing substantially to the overall industry growth.[1]

**Segment Breakdown**

**Air Conditioners:** In FY25, the sector recorded robust growth of around 30%, with sales reaching 14 million units and the overall market value expanding to ₹35,000 crore. According to industry reports, the market is poised to double by FY30, supported by replacement demand, purchases for additional rooms, and the increasing size of India's middle-class population, which is expected to reach approximately 450 million by 2030. The market is projected to grow at a robust CAGR of 12%, reaching USD 5.6 billion (₹50,000 crore) by FY2028-29, according to industry reports.

**Refrigerators:** The Refrigerator Market in India is valued at USD 5.4 billion (Rs. 46,732 crore) in FY24 and is expected to grow to USD 12.1 billion (Rs. 1,04,713 crore) by FY33, at a CAGR of 9.37%. This reflects steady growth from USD 3.8 billion in FY21, highlighting strong consumer demand and expanding adoption across urban and semi-urban markets.

**Washing Appliance:** Indian washing appliances current market size is USD 4.44 billion, which is expected to grow to USD 6.27 billion by 2029 with a CAGR of 7.14%

**Driving Factors**

- **Rising Disposable Incomes:** Increasing disposable incomes among consumers are leading to higher spending on home appliances, which drives market growth.
- **Urbanisation:** Rapid urbanisation is contributing to changing lifestyles and increased demand for modern household appliances.
- **Technological Advancements:** Innovations in product design and features are attracting consumers towards premium products, further boosting demand.
- **E-commerce Influence:** The rise of e-commerce platforms has made it easier for consumers to purchase white goods, driving sales further.
- **Premiumization Trend:** There is a growing trend towards premium products as consumers seek higher quality and advanced features in their appliances.

**Rising Demand for White Goods in India and Its Impact on Demand for Cast & Machined Components**

The white goods market in India is experiencing significant growth, which has a direct impact on the demand for die-cast and machined components.

- **Consumer Willingness**
  **Consumer Preferences:** There is a noticeable shift towards premium products as consumers seek higher quality and advanced features in their appliances. This trend is leading manufacturers to invest in die-cast and machined components that provide durability and aesthetic appeal.
  Premium appliances often require advanced manufacturing techniques, increasing the demand for high-quality die-cast parts used in their manufacturing.

- **Technological Advancements**
  **Integration of Smart Features:** The rise of smart home appliances that incorporate technologies like artificial intelligence (AI) and connectivity is driving demand for sophisticated components. Die-cast and machined parts are essential for supporting these advanced functionalities.
  Manufacturers are increasingly adopting innovative production methods to meet the demands of modern appliances, further boosting the need for precision-engineered components.

- **Economic Factors**
  **Rising Disposable Incomes:** An expanding middle class with higher disposable incomes is leading to increased spending on electronics and home appliances. This economic growth supports higher demand for durable components.
  Flexible financing options such as no-cost EMIs and cashback offers make it easier for consumers to purchase premium appliances, driving overall market growth.

- **E-commerce Growth**

[1] *https://ibef.org/industry/indian-consumer-market*

**Online Shopping Trends:** The expansion of e-commerce platforms facilitates easier access to white goods, encouraging consumers to invest in larger appliances that require robust die-cast components.
E-commerce also allows manufacturers to penetrate smaller markets, increasing the overall demand for various appliance types.

- **Sustainability Focus**
  **Environmental Concerns:** Growing awareness about sustainability is prompting manufacturers to adopt eco-friendly practices, including using recyclable materials in production processes. This shift impacts the types of components required. Consumers are increasingly looking for energy-efficient appliances, which often necessitate advanced manufacturing techniques that include die casting.

The growing demand for white goods in India significantly impacts the market for die-cast and machined components. Factors such as consumer willingness, technological advancements, economic growth, e-commerce influence, and sustainability focus all contribute to this increasing demand. As manufacturers adapt to these trends by investing in innovative technologies and high-quality components, the role of die casting will become increasingly critical in meeting consumer expectations.

**Foreign Trade Scenario**

**Annual Export Trend of Machined Auto-components**

The demand for machined auto-components from India continues to rise steadily, supported by growing global requirements across diverse regions. Within this, products under HS Code 8708—covering parts and accessories for motor vehicles classified under Headings 8701 to 8705—have recorded particularly strong export performance.

The HS Code 8708 encompasses a wide range of components. The table below highlights key products, their respective shares, and export values for 2024-25:[2]

| HS Code | Product | Percentage share | Value In Crores |
|---|---|---|---|
| 870899 | Vehicle parts and accessories; N.E.C. in heading no. 8708 | 48% | 30,173 |
| 870840 | Vehicle parts; gearboxes and parts thereof | 9% | 5,650 |
| 870850 | Vehicle parts: drive axles with differential, whether or not provided with other transmission components, and non-driving axles; parts thereof | 9% | 5,639 |
| 870894 | Vehicles: parts, steering wheels, columns, and boxes | 4% | 2,353 |
| 870892 | Vehicle parts: silencers (mufflers) and exhaust pipes; parts thereof | 4% | 2,335 |
| 870880 | Vehicle parts; suspension systems and parts thereof (including shock-absorbers) | 4% | 2,336 |
| 870829 | Parts & accessories of bodies (incl. cabs) of the motor vehicles of 87.01-87.05, N.E.C. in 87.08 | 3% | 1,990 |
| 870870 | Vehicle parts; road wheels and parts and accessories thereof | 4% | 2,423 |
| 870810 | Bumpers & parts thereof of the motor vehicles of 87.01-87.05 | 2% | 1,219 |
| 870893 | Vehicle parts; clutches and parts thereof | 2% | 1,032 |

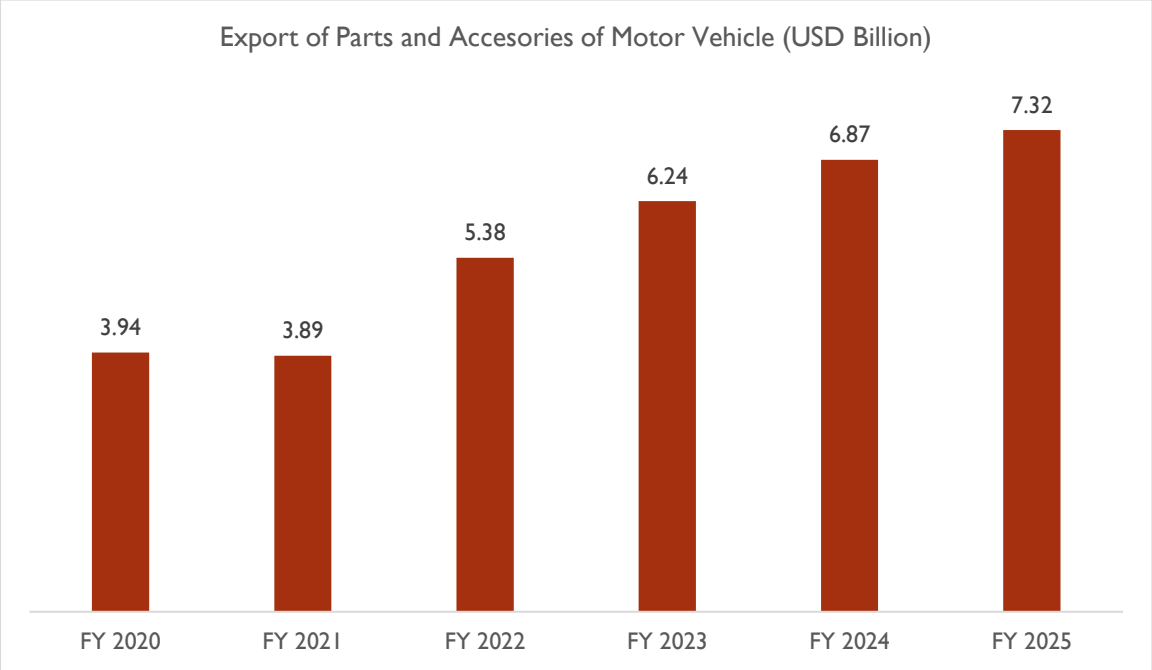
**Key Takeaways:**

- In the auto component sector, the commodity with the 8708 HS code as a whole grew by **8%** in annual export value from FY2023-24 to FY2024-25, demonstrating India's expanding footprint in the global supply chain.
- Among the subcategories, vehicle parts and accessories (HS Code 870899) emerged as the largest contributor, accounting for **48%** of the total export value under HS Code 8708.
- Other critical contributors included gearboxes and parts (**10%**), drive axles with differential (**9%**), and steering components (**4%**), reflecting a broad and diverse export portfolio.

[2] https://trendeconomy.com/data/h2/India/8708

**Export Trend3**

The export market for parts and accessories of motor vehicles (HS Code 8708) has shown steady and remarkable growth, underscoring India's strengthening role in the global automotive supply chain. With the rising demand for high-quality parts and the sector's ability to adapt to shifting market conditions, India has positioned itself as a reliable exporter, even amidst global economic challenges.




Source: DGFT, Ministry of Commerce and Industry, Government of India

India's export performance in this category reflects this competitiveness. Beginning at USD 3.94 billion in FY2019-20, exports dipped slightly to USD 3.89 billion in FY2020-21 due to pandemic-related disruptions but rebounded sharply in FY2021-22, surging 38.4% to USD 5.38 billion as global demand revived. The upward momentum continued with exports reaching USD 6.24 billion in FY2022-23 (+16%) and USD 6.87 billion in FY2023-24 (+10%). In FY2024-25, exports grew further to USD 7.32 billion, marking a 6.5% year-on-year increase. Overall, from FY2019-20 to FY2024-25, exports expanded by nearly 85.6%, at a robust CAGR of around 13.2%, driven by international demand, localisation, growth in EV-related parts, and supportive policy measures. This demand is driven by rising international demand, EV component exports, localisation trends, and supportive government policies that continue to reinforce India's position as a key contributor to global automotive supply chains.
The sector has demonstrated remarkable resilience, recovering quickly from pandemic-related challenges and sustaining consistent growth over recent years. India's strong manufacturing ecosystem, coupled with its emphasis on export-oriented policies and adoption of advanced manufacturing technologies, has contributed significantly to this upward trajectory.

**Top 5 Export Markets**

India accounts for **25-30%** of the export of parts and accessories to the US, followed by countries like Mexico, Turkey, Germany, and Brazil. Over the years, the landscape of India's export markets for auto components has evolved. For instance, Ukraine was once a significant export market for India from 2019 to 2021. However, due to recent geopolitical changes and policy shifts, Ukraine has seen a substantial decline in auto component imports. Other healthy export markets for India include Thailand, Indonesia, Japan, and the UK. Notably, the US and Mexico have emerged as major markets over the past 2-3 years and are expected to remain key players in the future.

**Declining export for parts and accessories for motor vehicles in Ukraine:**

The reason India's auto component exports to Ukraine have declined is linked to the broader geopolitical and economic situation caused by the ongoing conflict with Russia. While India's exports are generally not directly impacted by the conflict in terms of export bans or sanctions, the decline in Ukraine's import capacity affects India's ability to maintain or expand exports to that market.

The disruptions caused by the war, such as:

- Damage to infrastructure (factories, transportation systems),
- Labour shortages (due to the displacement of workers),
- Economic instability (leading to decreased demand for imports),
- Shift in European market reliance (toward other suppliers),
- Difficulty in sourcing raw materials and production delays.

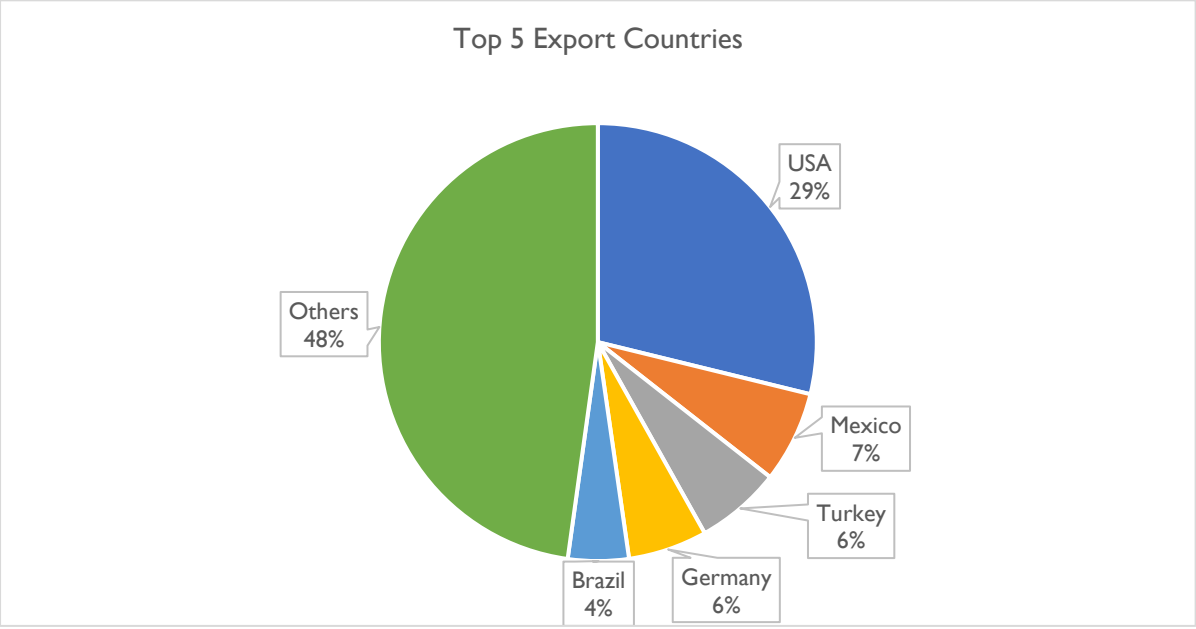
have made it harder for Ukraine to import auto components at the levels it once did. As a result, even if India continues to produce and export auto parts, the reduced demand from Ukraine due to these circumstances has led to a drop in exports to the region. In essence, while India may still be capable of exporting to Ukraine, the decreased import capacity of Ukraine due to the ongoing conflict and its impact on supply chains and economic conditions is the primary reason behind the decline. The overall situation has shifted demand toward more stable markets, such as the US, Turkey, and other countries.

[3] **HS code 8708: Parts and Accessories of the Motor Vehicles of Headings 8701-8705**

So, the decline in Indian exports to Ukraine is not directly because of any actions from India, but rather due to the consequences of the ongoing war affecting Ukraine's import market as a whole.

The conflict has also driven up production costs, with rising energy prices, transportation issues, and additional security measures making Ukrainian auto components less competitive in the global market. Local supply chains have been significantly affected, further complicating the ability to produce and move goods efficiently. This disruption, coupled with infrastructure damage, has made it increasingly difficult for the country to maintain consistent exports. With this, foreign direct investment (FDI) in Ukraine's auto sector has likely been curtailed due to the uncertainty surrounding the ongoing conflict. This slowdown in investment has hindered technological upgrades and modernisation efforts, further reducing the industry's competitiveness. As a result, Ukraine's auto component export has seen a significant decline, affecting the overall industry and its position in global supply chains.

**The market share of the top 5 countries in exports for the year 2024-25:**




Source: DGFT, Ministry of Commerce and Industry, Government of India

The export market for **parts and accessories of motor vehicles (HS Code 8708)** from India is well-diversified across key global regions, highlighting the country's strong international presence. The **United States** is the largest destination, accounting for **29%** of total exports, followed by **Mexico (7%)** and **Turkey (6%)**. **Germany** also contributes **6%**, while **Brazil** accounts for **4%** of exports. The remaining markets collectively make up nearly **48%** of total exports. This distribution underscores India's ability to serve both mature and emerging markets, demonstrating resilience, competitiveness, and the growing global acceptance of Indian-manufactured motor vehicle components.

**Reasons For Growth in these Countries**

India's export market for parts and accessories of motor vehicles (HS Code 8708) has shown significant growth across major global destinations in recent years. The United States remains the largest market, accounting for nearly 29% of total exports, driven by rising demand for both electric and traditional vehicles, competitive pricing, and strengthened trade relations. Indian manufacturers have capitalized on this by delivering high-quality components that meet stringent U.S. standards, while government initiatives and bilateral trade agreements have further facilitated access to this market. Investments by global OEMs in India have enhanced production capabilities, enabling suppliers to efficiently cater to the U.S. demand for components, including EV drivetrains and battery management systems.

Mexico and Turkey have also emerged as important markets for Indian auto component exports, contributing 7% and 6% respectively. Mexico's proximity to the U.S. allows Indian suppliers to serve both local manufacturers and the larger North American market, with growing demand from companies like Volkswagen and Ford. Turkey has become a key destination due to improved component quality, adoption of advanced manufacturing technologies, and strong trade relations, although the market experienced a slight dip in 2025 following prior-year momentum. Both markets reflect India's growing capability to meet diverse regional requirements with consistent quality and reliability.

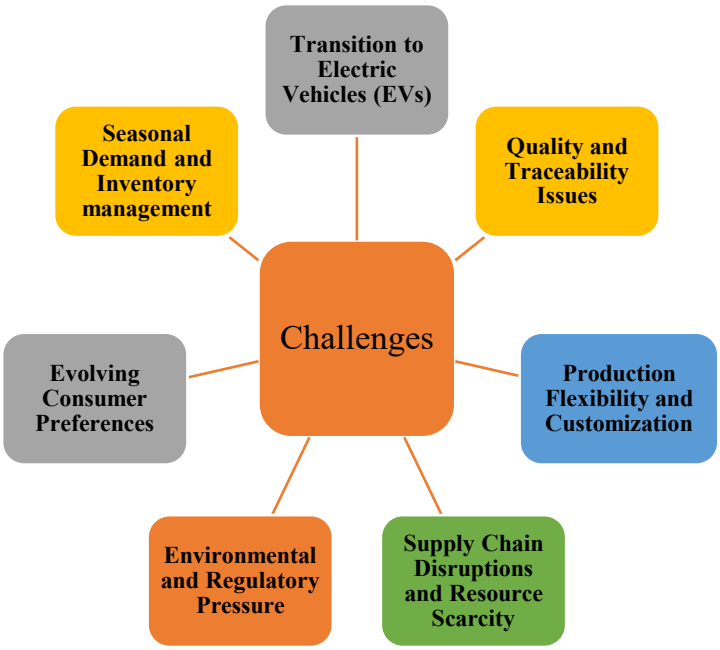
Europe and Latin America, particularly Germany and Brazil, continue to show strong potential. Germany accounts for 6% of India's exports, benefitting from its sophisticated automotive industry and high-quality standards, while Brazil contributes around 4%, driven by cost competitiveness and diversification strategies by local manufacturers. Geopolitical events such as the Russia-Ukraine war have reshaped supply chains, prompting European countries to source more components from India. Overall, India's export strategy, competitive manufacturing costs, technological advancements, and favourable trade policies have positioned it as a reliable and growing supplier in the global automotive component market.

**Key Threats & Challenges**

The automotive industry is undergoing a profound transformation, presenting both opportunities and challenges for machined component manufacturers. As traditional automakers face shrinking profit margins and invest heavily in electromobility and customer-driven innovations, component suppliers have to navigate a complex landscape of challenges. Key issues include disruptions in logistics and supply chains, rising energy costs, and labour shortages, all of which strain operational efficiency. Additionally, economic and political uncertainties exacerbate volatility, while increasing consumer demands push for enhanced product quality, sustainability, and rapid adaptation to technological advancements. The transition from combustion engines to electric powertrains is reshaping market dynamics, introducing new competitors, and driving consolidation through mergers and acquisitions. These shifts necessitate significant investments in new manufacturing capabilities, retooling processes, and aligning with evolving regulatory standards.

**Overview on the Key Threats & Challenges Machined Component Manufacturing Industry**

The automotive industry is navigating a period of transformative change, significantly impacting machined component manufacturers. These manufacturers must address a range of challenges stemming from shifting market dynamics, technological advancements, supply chain complexities, and evolving consumer expectations. Below is a comprehensive overview of the key challenges faced by machined component manufacturers in the automotive sector:




**Transition to Electric Vehicles (EVs):**

The transition to electric vehicles (EVs) presents several challenges for automotive part manufacturers, particularly those focused on internal combustion engine (ICE) components. A major challenge is the declining demand for ICE-specific parts, such as fuel systems, exhaust systems, and traditional engine components, as the market increasingly shifts toward EVs. This decline threatens manufacturers whose core businesses rely on these products, requiring them to pivot and diversify their offerings to include EV-related components like electric motors, battery systems, power electronics, and charging infrastructure. Such a shift demands significant investment in research and development to build expertise in new technologies, including electric drivetrains, thermal management systems, and advanced electronics.

Adapting to EV production also poses supply chain challenges, as manufacturers must establish new partnerships, source different materials, and comply with evolving standards and regulations specific to EVs. This requires a complete reorientation of procurement processes and supplier relationships, often leading to increased costs and complexities in logistics. Workforce challenges further complicate the transition, as employees need to be retrained and upskilled to work with advanced technologies like high-voltage systems, battery integration, and cutting-edge electronic components. Additionally, while the growing EV market presents opportunities, competition is intense, requiring manufacturers to strategically position themselves to gain a foothold. Entering the EV aftermarket space for replacement parts, batteries, and charging solutions also poses challenges, as manufacturers must invest in infrastructure and gain insights into the unique demands of EV consumers. Navigating these hurdles while maintaining profitability and keeping pace with rapid technological advancements is a critical challenge for automotive part manufacturers in the evolving landscape of electric mobility.

**Quality and Traceability Issues:**

Quality remains a significant concern for the automotive industry, with manufacturers frequently grappling with costly recalls that erode profitability and damage brand reputation. One of the root causes is the lack of robust systems for tracing and tracking products back to their suppliers. Gaps in supplier quality management often prevent swift identification and resolution of defects, leaving manufacturers vulnerable to delays and escalated costs.

In the race to meet stringent deadlines, some suppliers deprioritize quality, leading to variations that, although minor, can have cascading effects on the production and assembly process. These deviations often necessitate reworking, error correction, and quality inspections, which add further strain to already tight timelines. The need for additional efforts such as sorting defective parts, reworking at client sites, and reshipping components increases operational costs and disrupts the supply chain.
For manufacturers, balancing the pressures of meeting production targets with maintaining impeccable quality standards is an ongoing struggle. Defective parts not only compromise operational efficiency but also risk user safety, which is paramount in the automotive sector. This interplay of challenges solidifies quality management as one of the most persistent and critical issues facing the industry today.

**Production Flexibility and Customization:**

The growing trend of customer-driven vehicle customization poses significant challenges for manufacturers. Unlike the past, where vehicles were produced in standard configurations, modern consumers increasingly expect their vehicles to be tailored to their preferences, including appearance, equipment, and driving characteristics. This shift requires production lines to handle frequent changes, as each successive vehicle may differ. For machined component manufacturers, this translates into the need to produce semi-finished products, such as wire harnesses, to exact specifications based on individual orders. Adjusting processes to accommodate this level of customization disrupts traditional manufacturing workflows and increases operational complexity.

**Supply Chain Disruptions and Resource Scarcity:**

Supply chain disruptions and resource scarcity present a significant challenge for machined component manufacturers in the automotive sector. The persistent shortage of critical materials such as semiconductors, magnesium, and silicon has severely disrupted production schedules, creating bottlenecks across the supply chain. With semiconductor fabs operating at limited capacity and unable to meet growing demand, the availability of essential electronic components is constrained, delaying manufacturing timelines. Logistical challenges, including dockworker shortages, port congestion, and inefficient transportation networks, further exacerbate these delays, hindering the timely delivery of raw materials and finished components. For machined component manufacturers, the reliance on long-distance shipments of key resources, such as lithium-ion battery materials from a limited number of global production hubs, adds complexity and increases costs. This resource dependency heightens vulnerability to geopolitical tensions, trade restrictions, and price volatility, making it difficult for manufacturers to maintain consistent production and fulfil client demands. These combined factors place immense pressure on machined component manufacturers to optimize their operations and navigate an increasingly unpredictable supply chain landscape.

**Environmental and Regulatory Pressure:**

In India, environmental and regulatory pressures are increasingly impacting machined component manufacturers due to the government's focus on sustainability and emissions reduction. Policies such as the "Perform, Achieve, and Trade (PAT) Scheme" and compliance with the "Energy Conservation Act" require manufacturers to improve energy efficiency and reduce carbon footprints. The "National Electric Mobility Mission Plan (NEMMP)" promotes the shift toward electric vehicles (EVs), indirectly influencing component manufacturers to adapt to sustainable production practices and lighter, energy-efficient materials.

Regulations under the "Air (Prevention and Control of Pollution) Act" and "Water (Prevention and Control of Pollution) Act" impose strict limits on emissions and waste discharge from industrial facilities. Additionally, India's alignment with global directives, such as "Extended Producer Responsibility (EPR)" for waste management and restrictions on hazardous substances in manufacturing, forces companies to rethink material choices and enhance waste recycling efforts.

These regulatory frameworks necessitate significant investments in cleaner technologies, energy-efficient equipment, and compliance mechanisms, adding cost and operational complexity for Indian machine component manufacturers. Balancing these requirements with competitive pricing remains a critical challenge for the industry.

**Evolving Consumer Preferences:**

Evolving consumer preferences, especially among younger generations, are driving a shift towards more sustainable, fuel-efficient, and technologically advanced vehicles. This has led to an increased demand for electric vehicles (EVs), plug-in hybrids, and customizable features. Component manufacturers now need to focus on producing lightweight materials, energy-efficient designs, and parts that are compatible with advanced electronics, such as electric drivetrains and infotainment systems. This shift disrupts traditional manufacturing methods and requires constant adaptation to meet the growing demand for environmentally friendly and high-tech vehicle features.

**Seasonal Demand and Inventory management:**

Demand in the automotive industry fluctuates due to seasonal factors, such as holiday sales and weather-related preferences. Managing inventory levels to match these variations is a challenge for manufacturers. Overproduction during low-demand periods can lead to excess stock, while underproduction during peak seasons risks stockouts. This balancing act is further complicated by the introduction of new vehicle models, which often disrupt existing inventory management systems.

**Product Lifecycle Management:**

Product lifecycle management (PLM) is a significant challenge for automotive component manufacturers, as parts go through various stages: introduction, growth, maturity, and decline. Managing components effectively throughout these phases requires careful planning of inventory levels to avoid overproduction or shortages. During the introduction phase, manufacturers may face uncertainty about demand, making it difficult to forecast accurately. In the growth and maturity stages, demand can fluctuate as vehicles gain popularity, and manufacturers must align production schedules to meet this demand without excess stock.

However, the biggest challenge occurs during the decline phase, when certain vehicle models or parts are phased out. Manufacturers must anticipate the demand for discontinued parts, especially when vehicle models are no longer in production. Overproducing older components or failing to adjust to lower demand can result in financial losses due to excess inventory or the need to discount unsold parts. Furthermore, operational inefficiencies arise from managing obsolete or slow-moving stock, increasing storage and handling costs. Properly balancing inventory at every stage of a product's lifecycle is critical to maintaining profitability and operational efficiency, making PLM a complex and ongoing challenge.

**SWOT Analysis**

Despite the increasing demand for machine components in the automotive sector, there are several threats and challenges that manufacturers face. Although there is a growing interest in advanced automotive technologies, traditional manufacturing methods and components, including those outside of Pressure Die Casting (PDC), still dominate the market. Many manufacturers continue to rely on established practices, which can hinder the adoption of innovative machine components, including those produced using PDC. This slow transition poses a challenge for new entrants and companies promoting cutting-edge PDC technologies.

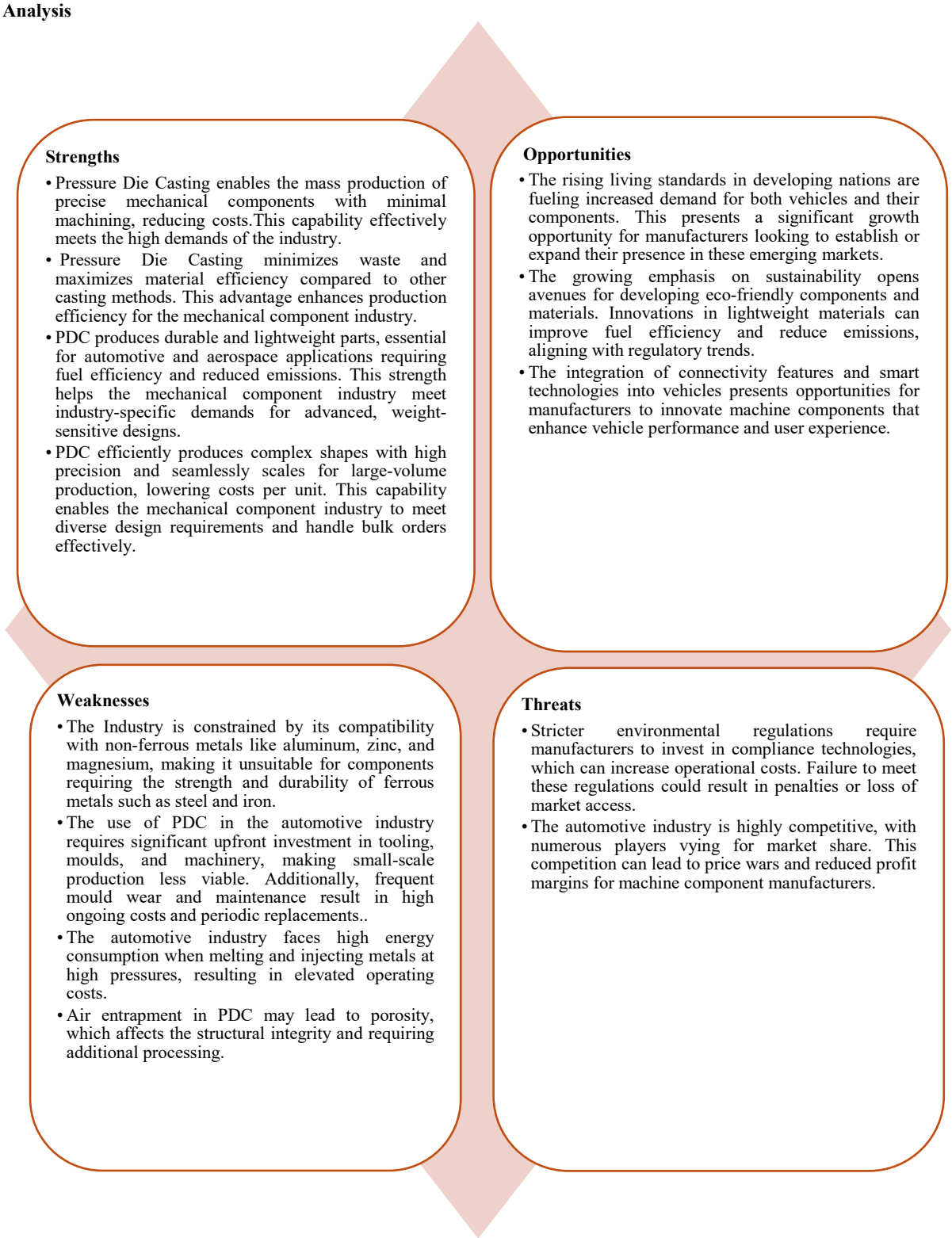
Certain machine components may have inherent material weaknesses that limit their application. For instance, lightweight materials, while beneficial for fuel efficiency, may lack the strength required for high-stress applications. Even with the precision and efficiency offered by PDC, additional reinforcement or alternative solutions may still be needed, complicating design and manufacturing processes.

The ability of certain machine components to resist water damage is a significant drawback. Components with porous structures may absorb moisture, leading to deterioration over time. This vulnerability requires protective coatings or finishes, which adds to production costs and complexity, even for components produced through PDC.

Achieving precise cuts on certain machine components can be challenging due to their material properties. The brittleness of some materials increases the risk of chipping or damage during cutting processes. While PDC can produce precise and complex shapes, manufacturers may still need specialized tools and techniques, such as using guides or saws designed specifically for challenging materials.

Manufacturers must navigate a complex landscape of regulations governing safety, emissions, and environmental impact. Compliance with these regulations can impose additional costs and operational challenges, particularly for smaller firms lacking the resources to adapt quickly. For PDC processes, meeting environmental standards can be demanding due to high energy consumption and waste management requirements.

**SWOT Analysis**




**Regulatory Landscape**

**Regulatory Scenario**

The Indian automobile sector has attracted significant investments, with a total Foreign Direct Investment (FDI) inflow of approximately USD 36.26 billion from April 2000 to March 2024, accounting for about 5% of India's total FDI. Key developments include the establishment of a new automotive parts plant for BMW in Punjab, co-investments by Accuron Technologies and Hyundai CRADLE in electric vehicle charging solutions, and Honda R&D's new centre in Bengaluru aimed at achieving carbon neutrality by 2050. Furthermore, Tata Motors is investing USD 2 billion in new products, while Bharat Forge plans to invest Rs. 1,000 crores in Tamil Nadu to enhance production capacity. The government's Production-Linked Incentive schemes are expected to drive further growth in the sector and attract additional investments.

The Government of India has reaffirmed its commitment to achieving 30% electric mobility by 2030, supported by a customs duty exemption on the import of capital goods for lithium-ion battery manufacturing. The Bharat New Car Assessment Program (BNCAP) aims to enhance the auto component sector's value chain, driving innovation and excellence in manufacturing. Additionally, the FAME Scheme has been extended until March 31, 2024, while the Automotive Mission Plan (AMP) 2006-26 projects a turnover of USD 300 billion by 2026, with a CAGR of 15%. The

Production-Linked Incentive (PLI) scheme for the automotive sector has received substantial financial backing, expected to create significant economic growth, including over 12% GDP contribution and approximately 65 million jobs.

**Key Policies / Regulations-**

- **PLI Auto Scheme**

  The Production Linked Incentive (PLI) Scheme for the Automobile and Auto Components Industry was launched by the Government of India with a budget of INR 25,938 crore for FY2022-23 to FY2026-27. It aims to boost domestic manufacturing of Advanced Automotive Technology (AAT) products, enhance supply chain capabilities, and attract investments.

  The scheme focuses on two main components:

  - **Component Champion**, which targets high-tech component manufacturing, and
  - **Champion OEM**, promoting electric and hydrogen-powered vehicles.

  Overall, the PLI scheme is designed to foster innovation, create jobs, and strengthen India's position in the global automotive market.

- **FAME India Scheme Phase – II**

  The FAME India Scheme Phase II was implemented for five years starting April 1, 2019, with a total budgetary outlay of INR 11,500 crore to promote electric mobility in India. The scheme incentivizes the adoption of electric vehicles (EVs), including e-2Ws, e-3Ws, e-4Ws, and e-buses, while also supporting EV charging infrastructure. As of March 11, 2025, incentives have been provided for 16,15,080 EVs (14,28,009 e-2Ws, 1,64,523 e-3Ws, and 22,548 e-4Ws). In addition, 6,862 electric buses were sanctioned, of which 5,135 e-buses have already been supplied across various cities and state transport undertakings. To strengthen the charging infrastructure, the Ministry of Heavy Industries (MHI) sanctioned ₹800 crore in March 2023 to oil marketing companies (IOCL, BPCL, HPCL) for setting up 7,432 public charging stations (PCS) at their retail outlets, along with ₹73.5 crore in March 2024 for the upgradation of 980 PCS. An additional 400 PCS were sanctioned to other entities via Expressions of Interest. The scheme also includes a subsidy of ₹15,000 per kWh for electric two-wheelers to improve affordability and boost EV adoption.

- **Advanced Chemistry Cell (ACC) Scheme**

  The Advanced Chemistry Cell (ACC) Battery Production Linked Incentive (PLI) Scheme, approved by the Government of India in May 2021 with an outlay of ₹18,100 crore, is a flagship initiative to promote domestic manufacturing of advanced battery technologies for electric vehicles (EVs) and renewable energy storage. On February 17, 2025, the Ministry of Heavy Industries (MHI) signed a Programme Agreement with Reliance New Energy Battery Limited (a subsidiary of Reliance Industries Limited), awarding it 10 GWh capacity under the scheme. This brings the cumulative awarded capacity to 40 GWh out of the 50 GWh target, following earlier allocations of 30 GWh to three beneficiary firms in July 2022.

  The scheme is designed to be technology-agnostic, allowing firms to adopt the most suitable battery chemistries and inputs while ensuring globally competitive costs. It emphasizes local value addition, development of a domestic supply chain, and the creation of jobs, thereby reducing India's reliance on imported batteries. Complementing this, the Union Budget 2025-26 introduced further incentives, including the exemption of 35 additional capital goods for EV battery manufacturing from Basic Customs Duty (BCD), aimed at boosting lithium-ion battery production. Together, these measures strengthen India's EV ecosystem, attract foreign and domestic investment, and pave the way for a self-reliant advanced battery manufacturing hub that supports both e-mobility and renewable energy storage.

- **Final Consolidated EVCI Guidelines**

  The Ministry of Power issued the Final Consolidated Guidelines for Installation and Operation of Electric Vehicle Charging Infrastructure (EVCI)-2024 on September 17, 2024, alongside separate provisions for battery swapping and charging stations, to strengthen India's EV ecosystem. The guidelines define EVCI as a comprehensive network of EVSE, DISCOM connectivity, power management systems, renewable integration, communication networks for real-time data, smart meters, transformers, and associated infrastructure. EV charging stations are recognized as facilities for charging EVs or swappable batteries, with or without upstream support, ensuring flexibility for diverse deployment models.

  Key amendments include enabling state governments to ensure 24/7 operations of charging stations and mandating technology-agnostic bidding for public land allotment to encourage wider participation. Each state is required to designate a State Nodal Agency (default DISCOMs, with the option to nominate SPSUs, ULBs, or Development Authorities) supported by a state-level steering committee chaired by the Secretary (Energy) for coordinated planning and monitoring. These measures establish a robust, technology-neutral framework to accelerate EV adoption in India through accessible, competitive, and future-ready charging infrastructure.

- **Battery Swapping Policy**

  The Battery Swapping Policy in India promotes the adoption of electric vehicles (EVs) by allowing users to exchange discharged batteries for fully charged ones, reducing charging wait times. Key features include the Battery as a Service (BaaS) model, which enables leasing of swappable batteries to lower upfront costs for EV owners. The policy emphasizes standardization of battery dimensions for interoperability, supports the establishment of battery swapping stations, and addresses scalability for larger vehicles. Overall, it aims to create a structured framework to enhance the battery swapping ecosystem and facilitate the growth of electric mobility in India.

- **Bharat Stage Emission Standards (BSES)**

  Bharat Stage Emission Standards (BSES) are a series of regulations instituted by the Government of India to control the output of air pollutants from motor vehicles. These standards are crucial for improving air quality and public health by reducing vehicular emissions. BSES are regulatory standards that control air pollution from internal combustion engine vehicles in India. They dictate permissible limits for various pollutants such as particulate matter (PM), Nitrogen Oxides (NOx), Hydrocarbons (HC), and Carbon Monoxide (CO). All new vehicles manufactured after the implementation date must comply with the latest BSES regulations. The Supreme Court of India ruled that no vehicles conforming to BS-IV standards could be sold or registered after April 1, 2020. Compliance with these standards requires manufacturers to invest in cleaner technologies and improve engine designs to meet stringent emission norms.

- **Extended Producer Responsibility (EPR) Regulations**

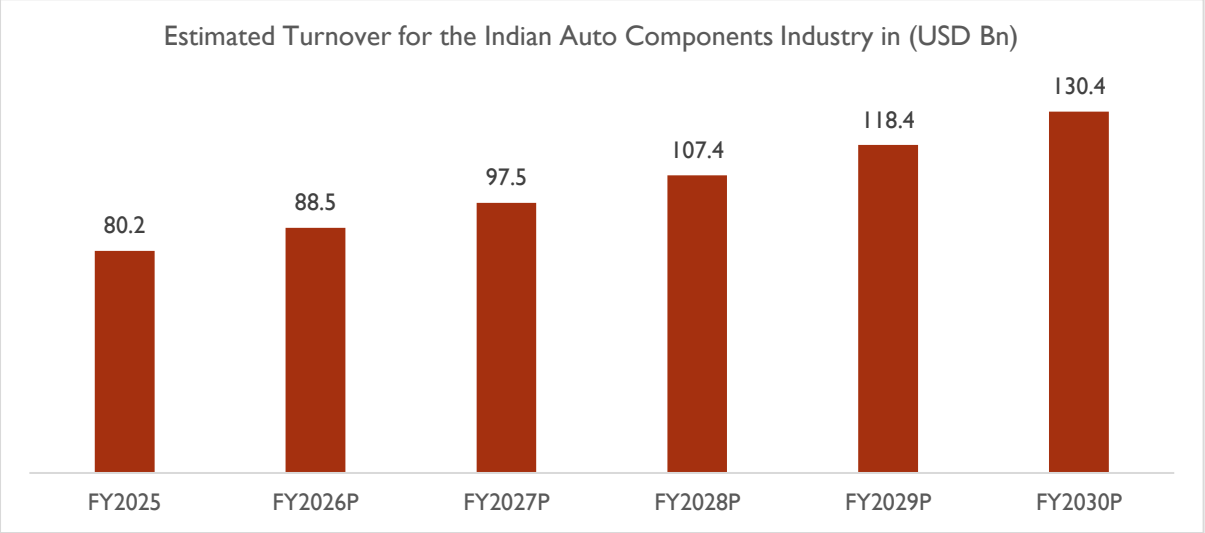
  Extended Producer Responsibility (EPR) is a crucial policy framework in India aimed at ensuring that manufacturers take responsibility for the entire lifecycle of their products, particularly concerning waste management and environmental impact. The Ministry of Environment, Forests, and Climate Change (MoEFCC) issued draft EPR regulations for End-of-Life Vehicles (ELVs) on January 30, 2024. These regulations outline the responsibilities of producers regarding the management of vehicles that have reached the end of their useful life.

Starting April 2025, Indian automobile manufacturers will be required to recycle at least 8% of the steel used in vehicles sold since 2005-06. This requirement is part of the broader EPR framework aimed at promoting sustainable practices within the automotive sector. The regulations also specify exemptions for certain types of waste, such as battery waste and electronic waste, which fall under different regulatory frameworks.

**Growth Forecast**

**Expected Growth in the Indian Auto-Component**

India is experiencing strong demand for auto components, driven by a growing working population and an expanding middle class. This demand is further bolstered by the ongoing shift in the global supply chain, which is creating new opportunities for domestic manufacturers. As the country aims to reduce its dependence on imported auto components, domestic players are poised to benefit from a surge in demand, positioning themselves for significant growth in the sector.




Source: Automotive Component Manufacturers Association of India (ACMA), SIAM

**Future Growth:** Projections indicate that the industry will sustain this high-growth trajectory in the coming years. From a base of USD 80.2 billion in FY2025, turnover is expected to reach USD 88.5 billion in FY2026P, USD 97.5 billion in FY2027P, and further accelerate to USD 107.4 billion in FY2028P. By FY2029P, the market is projected to grow to USD 118.4 billion, ultimately achieving USD 130.4 billion by FY2030P. This translates into a continued CAGR of 10.2% over FY2025–FY2030, underscoring the sector's ability to build on recent momentum. The consistency of this growth outlook suggests that the industry is not only recovering from past disruptions but also entering a phase of stable and sustained expansion, supported by rising consumer demand, increasing penetration of appliances, and steady capacity growth**.**

The Indian auto component aftermarket is poised for sustained growth, driven by the increasing number of vehicles on the road, rising disposable incomes, and growing awareness of the importance of quality auto parts and services.

**Insights on Expected Growth in Machined Components**

The demand for **machined components** in India is expected to witness robust growth in the coming years, driven by the rapid expansion of the automotive, aerospace, and industrial machinery sectors. As vehicle production and exports continue to rise, coupled with increasing adoption of electric and hybrid technologies, the need for precision-engineered parts such as engine housings, transmission components, and EV drivetrains will grow substantially. Investments in advanced manufacturing technologies, automation, and high-precision machining processes are enabling suppliers to meet global quality standards, while government initiatives and localisation trends further support domestic production. Overall, the machined components segment is poised for steady growth, offering significant opportunities for manufacturers to capture value in both domestic and international markets.

**Shift to EVs**

The shift to electric vehicles is also driving demand for machined components related to electric powertrains, battery management systems, and lightweight materials used in EV production. The spike in electric vehicle adoption has resulted in a considerable increase in demand for specialist components, particularly in the battery and powertrain sectors. By 2035, India's demand for EV lithium batteries is expected to reach 139 GWh, up from 4 GWh in 2023, driven mostly by the light vehicle sector. This move reduces demand for traditional engine components while raising demand for EV powertrain parts. Furthermore, the growing need for accessible charging infrastructure has increased demand for components such as AC and DC chargers, which cost between Rs 50,000 and Rs 14 lakh. The use of lightweight materials, such as carbon-fibre-reinforced plastic (CFRP) and metal alloys, is also increasing, as they improve EV performance by reducing vehicle weight.

**Competitive Landscape**

The Indian automotive industry's machined components sector presents a complex and dynamic competitive landscape. It's characterized by a mix of large, established players and a significant number of smaller, often specialized, manufacturers. This creates a somewhat fragmented market, although consolidation is gradually occurring as larger players acquire smaller ones to expand their product portfolios and market reach. The competitive intensity is high, driven by factors such as pricing pressures, technological advancements, and evolving customer demands. Domestic players face competition from both established multinational corporations and other domestic companies. Foreign players, particularly those from countries with established manufacturing prowess like Germany, Japan, and South Korea, often bring advanced technologies and global supply chain linkages, posing a significant challenge. However, Indian manufacturers have been steadily improving their capabilities, investing in automation, and focusing on cost competitiveness to retain and grow their market share. The rise of electric vehicles (EVs) is also reshaping the landscape, creating new opportunities and challenges for component manufacturers.

The nature of competition varies. For some components, like engine blocks or transmission casings, economies of scale are crucial, favouring larger players. In other segments, such as specialized fasteners or precision-machined parts for niche applications, smaller, more agile companies can thrive by offering customized solutions and quick turnaround times. The competitive landscape is further complicated by the presence of

Original Equipment Manufacturers (OEMs) who often have captive manufacturing facilities for certain critical components. These captive units can supply a significant portion of the OEM's needs, impacting the market available to independent component manufacturers. Furthermore, the automotive industry operates within a tiered supply chain structure. Component manufacturers often supply to Tier 1 suppliers, who in turn provide sub-assemblies or systems to the OEMs. This tiered structure influences the competitive dynamics, with Tier 1 suppliers wielding considerable influence over component manufacturers.

Barriers to entry in the machined components sector vary depending on the specific component and the scale of operations. For certain basic machined parts, the barriers might be relatively low, allowing smaller players to enter the market. However, for more complex components requiring significant investments in advanced machinery, research and development, and quality control systems, the barriers are considerably higher. Meeting the stringent quality standards and certifications required by the automotive industry, such as ISO/TS 16949, also poses a challenge for new entrants. Furthermore, establishing strong relationships with OEMs and Tier 1 suppliers is crucial for success, and this can take time and effort.

Major players in the Indian automotive machine components market include companies like Bharat Forge, Matherson Sumi Systems, Minda Industries, and Sundaram Fasteners. These companies have established themselves as key suppliers to both domestic and international automotive manufacturers. Bharat Forge, for example, is a leading player in forging and machining, supplying a wide range of components to the automotive, aerospace, and other industries. Motherson Sumi Systems is a major player in automotive components and a key supplier of plastic parts, mirrors, and other components. Minda Industries focuses on automotive components like switches, lighting, and electronics. Sundaram Fasteners specializes in fasteners and is a major supplier to the automotive industry. In addition to these large players, there are numerous smaller and medium-sized enterprises (SMEs) that cater to specific segments of the market. These SMEs often play a crucial role in supplying specialized components or serving regional markets. The presence of multinational players like Bosch, ZF, and Denso further intensifies the competition. These companies bring global expertise and advanced technologies to the Indian market.

The increasing adoption of electric vehicles is disrupting the traditional automotive component market. EVs have different powertrain requirements compared to internal combustion engine (ICE) vehicles, leading to changes in demand for various machined components. For example, the demand for engine-related components like cylinder heads and pistons is expected to decline, while the demand for components related to electric motors, battery systems, and charging infrastructure is expected to increase. This shift is creating new opportunities for component manufacturers who can adapt to the changing requirements of the EV market. Companies that invest in research and development and develop expertise in EV-related technologies are likely to be better positioned for future growth. The competition in the EV component space is expected to be even more intense, with both established automotive component manufacturers and new entrants vying for market share.

**Analysis of Key Factors Shaping Competition**

Several key factors are shaping the competitive landscape of the machined components industry in India. Technological advancements are playing a crucial role. The increasing use of automation, robotics, and advanced machining techniques is driving the need for continuous innovation and investment in new technologies. Companies that can adopt and implement these technologies effectively will have a competitive edge. The rise of Industry 4.0 and smart manufacturing is also transforming the industry, requiring companies to integrate digital technologies into their operations to improve efficiency and productivity.

**Cost competitiveness** remains a significant factor. The automotive industry is highly price-sensitive, and component manufacturers are under constant pressure to reduce costs. Companies that can optimize their manufacturing processes, improve productivity, and manage their supply chains effectively will be more competitive. Lean manufacturing practices and value engineering are becoming increasingly important for cost reduction.

**Quality and reliability** are paramount in the automotive industry. Component manufacturers must adhere to stringent quality standards and ensure the reliability of their products. Meeting the quality requirements of OEMs and obtaining relevant certifications is crucial for success. Investing in quality control systems and building a strong reputation for quality are essential for long-term competitiveness.

**Customer relationships** are vital in the automotive industry. Building strong relationships with OEMs and Tier 1 suppliers is essential for securing business and maintaining a competitive advantage. Understanding customer needs, providing customized solutions, and offering excellent customer service are key to building and maintaining these relationships.

**Supply chain management** is becoming increasingly important. The automotive industry operates within complex global supply chains, and component manufacturers need to manage their supply chains effectively to ensure the timely delivery of materials and components. Building strong relationships with suppliers, optimizing inventory management, and implementing efficient logistics are crucial for supply chain management.

**Government regulations and policies** also play a role. Government initiatives like "Make in India" and policies promoting local manufacturing can create opportunities for domestic component manufacturers. Changes in environmental regulations, such as those related to emissions, can also impact the demand for certain components and create new opportunities for companies that can adapt to these changes.

Finally, the growth of the **Indian automotive market** itself is a key driver of competition. The increasing demand for vehicles in India is creating a larger market for machined components. This growth is attracting both domestic and foreign players, leading to increased competition. The future of the machined components industry in India will depend on how companies adapt to these evolving factors and position themselves for growth in this dynamic market.

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*This chapter should be read in conjunction with, and is qualified in its entirety by, the more detailed information about our Company and its financial statements, including the notes thereto, in the section titled **"Risk Factors"** and chapters titled **"Restated Financial Statements"** and **"Management's Discussion and Analysis of Financial Condition and Results of Operations"** beginning on page 25, 178 and 184 respectively, of this Draft Prospectus. Some of the information contained in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the section **"Forward-Looking Statements"** for a discussion of the risks and uncertainties related to those statements on page 17 of this Draft Prospectus. In this section, a reference to the "Company" or "we", "us" or "our" means HGI Automotives Limited (formerly known as HGI Automotives Private Limited).*

*Unless otherwise indicated, the financial information included herein is based on our Restated Financial Statements for the Financial Years ended on March 31, 2025, March 31, 2024 and March 31, 2023 included in this Draft Prospectus. For further information, see **"Restated Financial Statements"** beginning on page 178.*

## OVERVIEW

Our Company was originally incorporated as "HGI Automotives Private Limited" a private limited company under the Companies Act, 1956 with the Registrar of Companies ("ROC"), N.C.T. Delhi & Haryana pursuant to Certificate of Incorporation dated June 01, 1998. Subsequently, our Company was converted to a public limited company, pursuant to a special resolution passed by the shareholders of our Company at the Extra-Ordinary General Meeting held on March 19, 2025 and the name of our Company was changed from "HGI Automotives Private Limited" to "HGI Automotives Limited", vide certificate of incorporation dated April 22, 2025 issued by the Registrar of Companies, CPC, Manesar. The CIN of the Company is U35999HR1998PLC033955.

Our company is non-ferrous pressure die cast components manufacturer and certified with ISO 9001:2015, IATF 16949:2016, ISO 14001:2015 & ISO 45001:2018, specializing in High-Pressure Die Casting, Machining and painting of non-ferrous components catering to various entities in the automotive, agriculture and white goods. In an automotive sector component to be used in wide spectrum of vehicles, including two-wheelers, four wheelers, heavy vehicles etc. and in white goods for washing machine, compressor and industrial application. Our product portfolio encompasses a diverse range of Aluminium & Zinc components such as Inside Rear View Mirror, Base Frames for Mirror, Brackets for Wiper, Housing, Engine parts, Brake parts, FFD, PCB Cover, Manifold, Pump Body, Starter motor & Pulleys/Inner Hub for washing machine and Head covers for compressor, etc.

We design and manufacture customised automotive components for our customers which gets either assembled at the respective OEM's or at the Tier-1 which assembled for the OEM's. Our manufacturing units, which are located in Faridabad our regularly Quality certified by the OEM's or their Tier-1 which keeps us benchmarks in our Industries & it ensures that all our products meet the specific quality standards. This segment allows us to combine innovation with in-house capabilities to deliver tailored solutions to automotive components and white goods manufacturers.

Our Company caters to a diverse clientele spanning the automobile industry, white goods sector, and various industrial applications. We are the direct suppliers to various organizations such as SMR Automotive Systems India Limited, EDS International Inc., and Hero MotoCorp Limited (HMCL). Our relationship with these organisations reflects our commitment to quality, reliability, and customer-centric manufacturing solutions tailored to their specific product requirements.

Our manufacturing operations commenced in April 1999 at a facility which was initially on lease. After one year, we relocated to a larger premises to accommodate growing operational needs and continued manufacturing activities there for approximately 12 years, until November 2012. Subsequently, we shifted our operations to the current facility situated at Plot No. 19 Sector-58, Faridabad, Haryana, India, 121001, ("***Unit 1"***), which offers improved infrastructure and operational efficiency. However, owing to regulatory constraints under the HUDA government's policies, we were unable to acquire the premises in our company's name at that time. In order to further expand our manufacturing capacity, the premises situated at Plot No. 1105, Sector-58, Faridabad, Haryana, India – 121004 (***"Unit 2"***), was taken on lease in August 2023, and the production activities at the said new location commenced in January 2024. The said facility is taken on a long-term lease basis valid till February, 2030.

Our Company maintains an in-house testing facility dedicated to quality testing and assurance. Products are subjected to a range of environmental and performance tests, including assessments for humidity, tensile strength, temperature resistance (hot and cold), flammability, voltage control, endurance, and drop impact, in line with the requirements of Automotive Indian Standards (AIS).

Our Company has implemented an Enterprise Resource Planning (ERP) system developed by "*Finsys Infotech Limited"*. At present, the ERP system is actively used for monitoring and managing raw materials, bought-out parts (BOP), consumables, and schedule versus dispatch activities. In addition, finance-related functions such as receipts and payments, purchase management, e-invoicing and e-way bill generation are also being streamlined through this ERP platform. The Company has formulated a plan to further strengthen its digital systems by implementing the production module and inventory management functions in the ERP during the next financial year. Till such time as the ERP system becomes fully functional with the comprehensive integration of the production module, these activities are being managed manually.

In recognition of our commitment to environmental sustainability, we received the MSIL-GREEN Certification from Maruti Suzuki India Limited from 2019 and continuously in subsequent years including 2024 and company has recently awarded with MSME ZED Gold Certification in recognition of our excellence in terms of quality and commitment. In recognition of our commitment to environmental protection and employee safety, we have been awarded the Environmental Management System (ISO 14001:2015) and Occupational Health and Safety Management System (ISO 45001:2018) certifications by Quality Austria. As we continue to evolve and uphold the high standards in our manufacturing processes, we remain steadfast in delivering products and services to our valued clientele in the automotive sector to their optimal requirement. For further details regarding our regulatory approvals, certifications and accreditations, please refer to the chapters titled "***Government and other Statutory Approvals***" and "*Awards and Accreditations*" in the chapter titled "***History and Certain Corporate Matters***" on pages 198 and 158 of this Draft Prospectus.

Our Promoters, Mr. Suresh Chand Garg and Mrs. Kusum Gupta, have been associated with the Company since its incorporation. Mr. Deepak Gupta joined the Company in 2015, contributing to its operational and strategic growth. In 2021, SSK Automotive Private Limited also became associated

with the Company as a Corporate Promoter. Mr. Suresh Chand Garg brings with him over 27 years of experience in the field of Pressure Die Casting and Machining Processes, and has played a key role in shaping the Company's technical direction and manufacturing capabilities. For further details regarding biographies of our directors and promoters, please refer ***"Our Management"*** and ***"Our Promoters and Promoters Group"*** on page 161 and 170 respectively of this Draft Prospectus.

Key metrics like revenue growth, EBIDTA Margin, PAT Margin and few balance sheet ratio are monitored on a periodic basis for evaluating the overall performance of our Company.

*(Amount in Lakhs, except % and ratios)*

| Particulars | March 31, 2025 | March 31, 2024 | March 31, 2023 |
|---|---|---|---|
| Revenue from operations (Rs. in Lakhs) | 12137.33 | 9957.14 | 8409.27 |
| EBITDA (Rs. in Lakhs) | 1854.02 | 1038.05 | 742.28 |
| EBITDA margin (%) | 15.28 | 10.43 | 8.83 |
| PAT (Rs. in Lakhs) | 858.09 | 364.42 | 211.90 |
| Net Profit margin (%) | 7.07 | 3.66 | 2.52 |
| Net worth (Rs. in Lakhs) | 1776.15 | 926.71 | 596.29 |
| Return on capital employed (%) | 37.03 | 28.01 | 24.47 |
| Return on equity (%) | 62.13 | 46.81 | 42.81 |
| Debt to equity ratio (times) | 2.37 | 2.85 | 3.80 |
| Operating Cash Flows | 918.41 | 760.36 | 672.38 |

Notes:

*(1) Revenue from operations represents the revenue from sale of service & product & other operating revenue of our Company as recognized in the Restated financial information.*

*(2) EBITDA means Earnings before interest, taxes, depreciation and amortization expense, is calculated as the restated profit for the period or year plus tax expense, finance cost, depreciation and amortization expenses less other income and excluding exceptional items.*

*(3) EBITDA margin is calculated as EBITDA as a percentage of Revenue from Operations.*

*(4) PAT means Restated profit for the period / year.*

*(5) Net Profit Margin (%) is calculated as Profit for the year/period as a percentage of Revenue from Operations.*

*(6) Net worth means aggregate value of the paid-up equity share capital and reserves & surplus after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation*

*(7) Return on capital employed calculated as Earnings before interest and taxes divided by capital employed as at the end of respective period/year. (Capital employed calculated as the aggregate value of total equity, total debt and deferred tax liabilities)*

*(8) RoE is calculated as Net profit after tax divided by Average Shareholder's Equity Fund.*

*(9) 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 share capital and reserves & surplus.*

*(10) Operating Cash Flows is cash inflow from operating activities.*

## LOCATIONAL PRESENCE

Our Company operates two manufacturing units in Faridabad, equipped with die casting presses (90–900T), CNC, VMC machining centres, automated powder coating lines, and dedicated assembly & inspection zones, all designed for speed, precision, and scalability. With IATF 16949:2016 certification, a 3-tier quality system (IQC, LQC, OQC), and advanced testing tools like CMMs, UTM, and Spectrometer, we ensure every component meets global quality benchmarks with consistency and reliability.

| | |
|---|---|
| **REGISTERED OFFICE AND UNIT 1:**<br><br>Plot No. 19 Sector-58, Faridabad, Haryana, India, 121001 | |

HGI AUTOMOTIVES LIMITED
Regd. office cum plant-1: PLOT No.-19, SECTOR-58, FARIDABAD-121004, HARYANA
HGI AUTOMOTIVES LIMITED
Manufacturer of :
HIGH PRESSURE DIE CASTINGS COMPONENTS
REGD. OFFICE CUM PLANT-1
PLOT No.19, SECTOR-58
FARIDABAD-121004 HARYANA
Website : www.hgiautomotives.com

**UNIT 2:**

Plot No. 1105, Sector-58 Faridabad, Haryana, India, 121004

## REVENUE BIFURCATION

Following table represents geographical revenue bifurcation:

| PARTICULARS | Fiscal 2025 | | Fiscal 2024 | | Fiscal 2023 | |
|---|---|---|---|---|---|---|
| | Sales *(in ₹ lakhs)* | As a % of revenue from operations *(%)* | Sales *(in ₹ lakhs)* | As a % of revenue from operations *(%)* | Sales *(in ₹ lakhs)* | As a % of revenue from operations *(%)* |
| Domestic | 10400.65 | 85.69% | 9417.36 | 94.58% | 8062.19 | 95.87% |
| Exports | 1736.68 | 14.31% | 539.77 | 5.42% | 347.08 | 4.13% |
| **Total** | **12137.33** | **100.00%** | **9957.14** | **100.00%** | **8049.27** | **100.00%** |

Following table represents domestic statewise revenue bifurcation:

| PARTICULARS | Fiscal 2025 | | Fiscal 2024 | | Fiscal 2023 | |
|---|---|---|---|---|---|---|
| | Sales *(in ₹ lakhs)* | As a % of revenue from operations *(%)* | Sales *(in ₹ lakhs)* | As a % of revenue from operations *(%)* | Sales *(in ₹ lakhs)* | As a % of revenue from operations *(%)* |
| DELHI | 20.83 | 0.17% | 21.40 | 0.21% | 19.59 | 0.23% |
| GUJARAT | 88.62 | 0.73% | 217.96 | 2.19% | 164.79 | 1.96% |
| HARYANA | 5002.54 | 41.22% | 4018.72 | 40.36% | 2710.86 | 32.24% |
| HIMACHAL PRADESH | 339.78 | 2.80% | 402.74 | 4.04% | 493.53 | 5.87% |
| MAHARASHTRA | 2.01 | 0.02% | 0.02 | 0.00% | 4.04 | 0.05% |
| PUNJAB | 338.70 | 2.79% | 218.95 | 2.20% | 193.39 | 2.30% |
| UTTAR PRADESH | 4608.16 | 37.97% | 4537.08 | 45.57% | 4324.80 | 51.43% |

| | | | | | | |
|---|---|---|---|---|---|---|
| RAJASTHAN | 0.02 | 0.00% | 0.50 | 0.01% | 0.00 | 0.00% |
| UTTRAKHAND | 0.00 | 0.00% | 0.00 | 0.00% | 151.20 | 1.80% |
| **Total** | **10,400.65** | **85.69%** | **9,417.36** | **94.58%** | **8062.19** | **95.87%** |

Following table represents product wise revenue bifurcation:

| PARTICULARS | Fiscal 2025 | | Fiscal 2024 | | Fiscal 2023 | |
|---|---|---|---|---|---|---|
| | Sales *(in ₹ lakhs)* | As a % of revenue from operations *(%)* | Sales *(in ₹ lakhs)* | As a % of revenue from operations *(%)* | Sales *(in ₹ lakhs)* | As a % of revenue from operations *(%)* |
| Two wheelers segment | 1179.37 | 9.72% | 1002.05 | 10.06% | 797.64 | 9.49% |
| Four wheelers segment | 6673.28 | 54.98% | 3990.63 | 40.08% | 3059.26 | 36.38% |
| Agriculture segment | 265.85 | 2.19% | 218.95 | 2.20% | 193.39 | 2.30% |
| White Goods segment | 3531.92 | 29.10% | 4239.52 | 42.58% | 3840.67 | 45.67% |
| Industrial Applications segment | 486.92 | 4.01% | 505.99 | 5.08% | 518.32 | 6.16% |
| **Total** | **12137.33** | **100.00%** | **9957.14** | **100.00%** | **8409.27** | **100.00%** |

## OUR PRODUCTS

Our product portfolio encompasses a diverse range of Automobile components, White goods, Base Frame Mirror, Wiper, Housing, Engine parts and brake parts, FFD, PCB Cover, Manifold, Pump Body, etc. divided into segments like two-wheelers, four wheelers, agriculture, white goods and industrial applications.

## TWO-WHEELER SEGMENT

| Product Photographs | Particulars and Functions |
|---|---|
| | **Cylinder Head Cover:**<br><br>It covers the cylinder head and seals the top portion of the engine.<br><br>Protects internal components like camshafts, rocker arms, and valves.<br><br>Prevents oil leakage and protects against dirt, dust, and debris. |
| | **Cover Gear:**<br><br>Protects the gear assembly and clutch system from external elements (dust, debris, water).<br><br>Helps retain lubrication oil inside the gear/transmission housing.<br><br>Supports mounting for foot pegs, kick lever, or even electrical sensors in some models.<br><br>**Front Bracket:**<br><br>Secures the starter motor to the engine or frame,<br><br>Helps align and position the self-starter properly,<br><br>Reduces vibration and ensures mechanical stability during engine start-up. |

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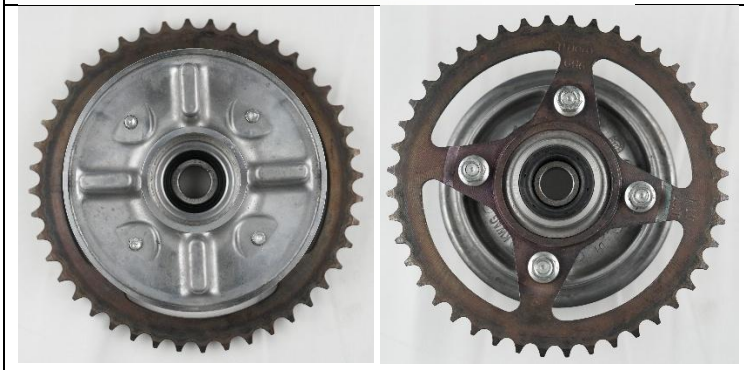
| <br> | **Equalizer:**<br><br>Ensures balanced braking pressure is applied to multiple brake drums.<br><br>Part of the brake rod and lever system.<br><br>Often used in linked braking systems (LBS) in scooters, where pressing one brake lever activates both brakes via an equalizer.<br><br>Reduces wheel lock-up risk by balancing the load.<br><br>**Lever Handle:**<br><br>Clutch Lever: Engages/disengages the clutch to shift gears.<br><br>Brake Lever: Applies braking force to the front or rear wheels.<br><br>Provides manual control over critical driving functions. |
|  | **Front Fork Damper Assembly:**<br><br>Absorbs shocks from uneven roads.<br><br>Maintains steering stability and riding comfort.<br><br>Helps in braking and handling performance.<br><br>Critical for wheel alignment and suspension travel. |
| | **Foot Rest:**<br><br>Provides stable support for rider or pillion feet.<br><br>Helps maintain riding posture and comfort. |

## FOUR-WHEELER SEGMENT

| Product Photographs | Particulars and Functions |
|---|---|
| | **Base Frame Mirror**<br><br>A Base Frame Mirror is the foundation or mounting structure on which a side-view mirror (also called ORVM – Outside Rear View Mirror) or interior rear-view mirror is attached.<br><br>- Provides a rigid and vibration-free support for mirrors.<br>- Ensures correct angle and alignment of the mirror for driver visibility. |

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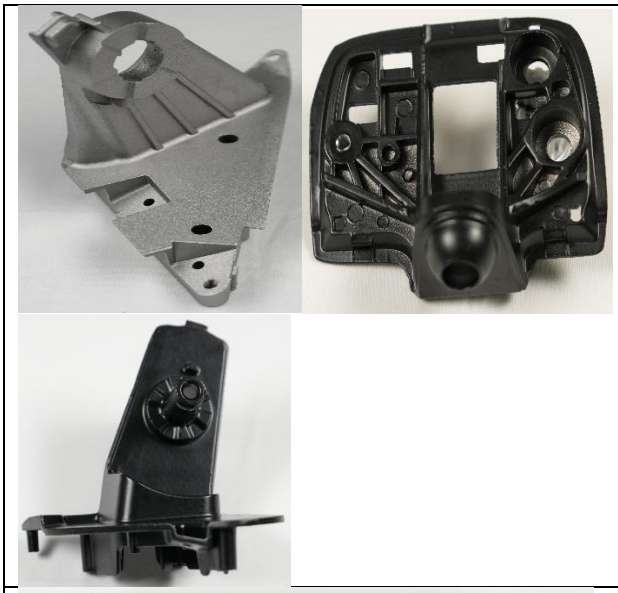
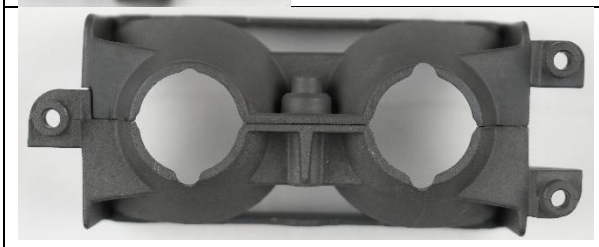
|  | |
|  | **Headlamp Beam Holder**<br><br>A Beam Holder is a structural support or bracket designed to mount, align, or secure a beam in a vehicle, and when made from aluminium, it provides Lightweight strength, Corrosion resistance and High rigidity.<br><br>- Holds the reflector beam or projector beam assembly inside the headlamp housing.<br>- Made of die-cast aluminium for precision and heat dissipation.<br>- Supports adjustment screws for beam alignment. |
| | **Blackbird Manifold**<br><br>A manifold for the power steering pump refers to a hydraulic or fluid distribution component that manages the flow of power steering fluid between the power steering pump, steering gear (rack or box), and sometimes coolers or reservoirs.<br><br>- Routes pressurized hydraulic fluid from the power steering pump to the steering gear.<br>- Manages return flow back to the fluid reservoir.<br>- Often integrates valves, pressure sensors, or dampers to regulate flow and minimize noise/vibration. |
| | **Cylinder Head**<br><br>The cylinder head is the upper part of an internal combustion engine that sits above the engine block and seals the combustion chamber.<br>- Houses the intake and exhaust ports<br>- Contains valves, valve guides, and springs<br>- Provides the mounting for the camshaft(s) and fuel injectors<br>- Seals the combustion chamber with a cylinder head gasket<br>- Transfers heat from combustion to the coolant via internal water jackets |
| | **Heat Sink**<br><br>Heat Sink is a thermal management device used to dissipate excess heat from electronic or mechanical parts to ensure optimal operation and prevent overheating.<br><br>- Bolted or thermally bonded to the heat-generating component<br>- Works with airflow (natural or forced via fans)<br>- Often integrated into the housing of the component itself |

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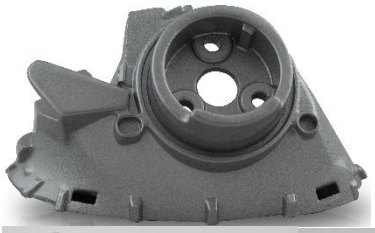
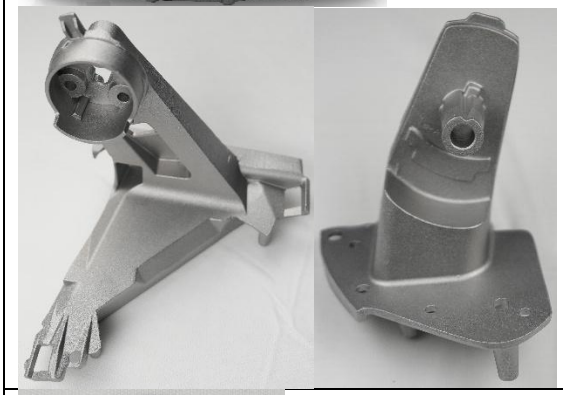
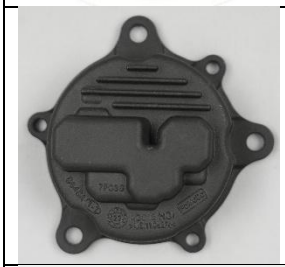
|  <br>  | **Inner Base**<br><br>An Inner Base is an internal support structure or subcomponent that acts as a foundation, mounting platform, or housing support within major vehicle assemblies.<br><br>- Provides mounting surface for components<br>- Offers rigid support to prevent deformation<br>- Ensures proper alignment and positioning<br>- May have integrated clips, channels, or fasteners |
| | **Manifold**<br><br>A Manifold is a precision-engineered assembly part integrated into the four-wheeler power steering pump housing that directs and distributes hydraulic fluid within the system.<br>- Provides controlled pathways for hydraulic fluid flow<br>- Supports pressure regulation for consistent steering assist<br>- Ensures secure sealing to prevent fluid leakage<br>- Integrates with pump housing for structural and functional alignment |
| | **Motor End Plate**<br><br>A Motor End Plate is a metallic structural plate attached to the front or rear end of an electric motor. It serves as:<br><br>- A mounting point for bearings or shafts<br>- A housing cover for internal motor components<br>- A connector interface for wiring or mechanical linkages |
|  | **PCB Cover**<br><br>A PCB Cover is a plastic or metallic enclosure designed to protect and support the printed circuit board inside an automotive electronic component. It safeguards the PCB from:<br>- Dust and moisture<br>- Heat and vibration<br>- Electromagnetic interference (EMI) |
| | **Pump Body**<br><br>Pump Body refers to the main housing or outer structure of various types of pumps used in vehicles. It is a critical part that holds the internal mechanisms of the pump and provides structural integrity, sealing, and fluid channelling.<br><br>- Inlet and outlet ports for fluid flow<br>- Mounting flanges for attachment to engine block or system bracket |

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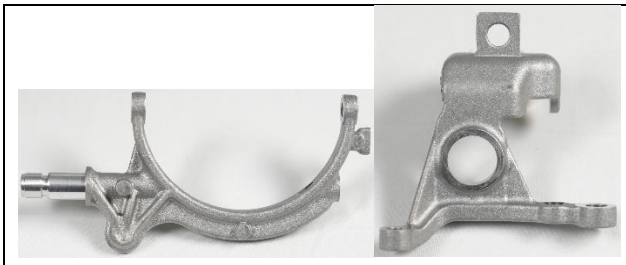
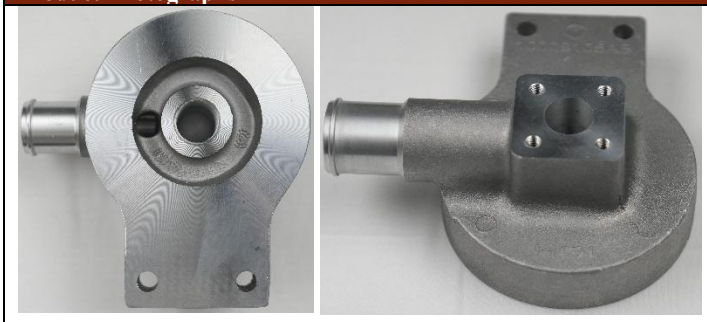
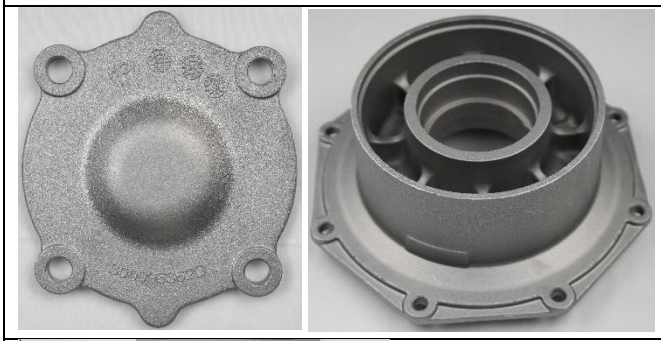
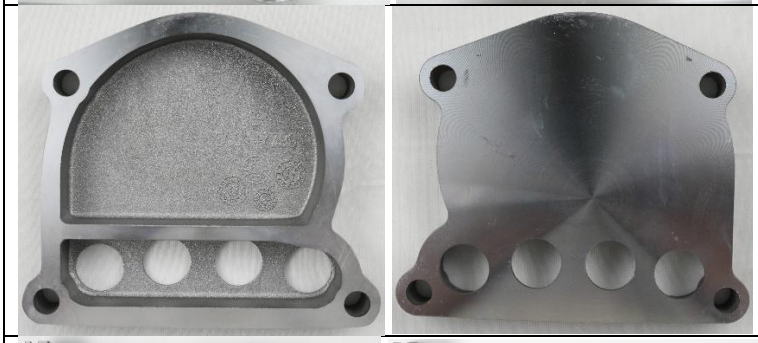
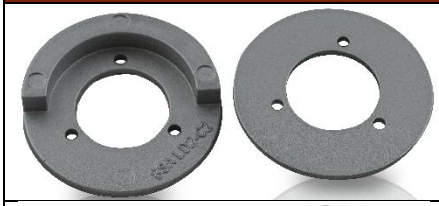
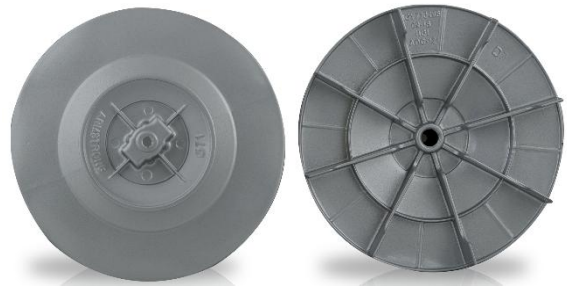
|  | **RACL**<br><br>RACL components for four-wheeler auto parking brakes are precision-engineered parts designed to enable reliable engagement, holding, and release of the vehicle's parking brake system, ensuring safety and compliance with automotive standards.<br>• Transmit mechanical or electronic actuation to brake assemblies<br>• Maintain secure holding force on stationary vehicles<br>• Ensure smooth and consistent brake application and release<br>• Withstand operational stresses, temperature variations, and corrosion |
| | **RT-64 base frame**<br><br>A Base Frame Mirror is the foundation or mounting structure on which a side-view mirror (also called ORVM – Outside Rear View Mirror) or interior rear-view mirror is attached.<br><br>- Provides a rigid and vibration-free support for mirrors.<br><br>Ensures correct angle and alignment of the mirror for driver visibility. |
| | **Stay Inner Mirror**<br><br>Stay Inner Mirror means the support structure that connects the inner rear-view mirror to the vehicle's windshield, headliner, or mounting point.<br><br>- Provides mechanical support and positioning for the rear-view mirror.<br>- Ensures stability during vibrations and vehicle movement.<br>- Maintains the correct angle and orientation for rearward visibility. |
| | **Wiper Body**<br><br>The Wiper Body is the structural frame or chassis of the windshield wiper mechanism. When made from aluminium, it is lightweight, corrosion-resistant, and structurally strong — ideal for durability in various weather conditions.<br>- Acts as the supporting structure for the wiper motor, linkages, and pivot shafts.<br>- Maintains the alignment and positioning of the wiper arms.<br>- Distributes mechanical movement from the wiper motor to the wiper blades via linkages. |

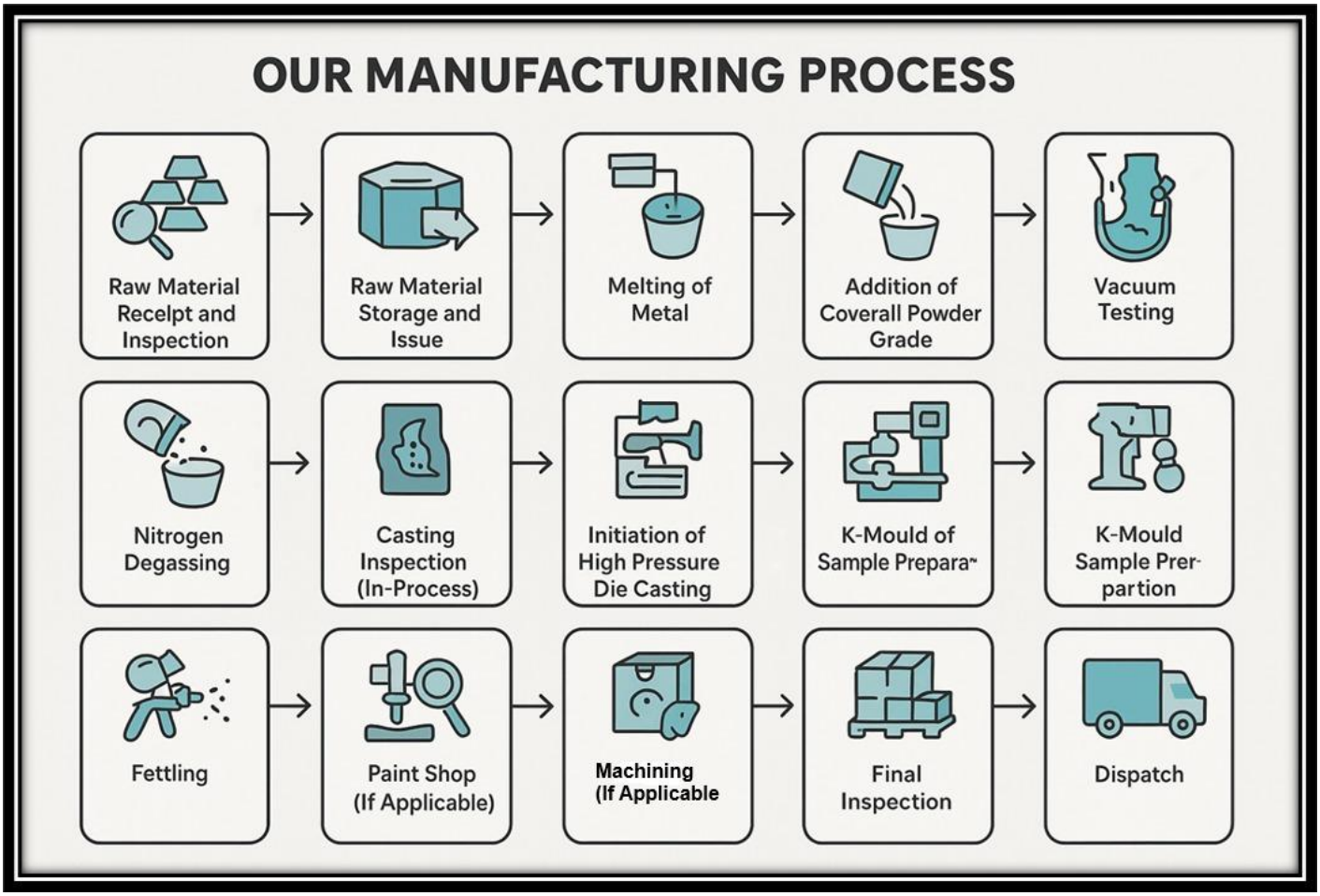
| Product Photographs | Particulars and Functions |
|---|---|
|  | **Adopter**<br><br>An Adopter is a component used in a tractor's engine for the filtration of oil flow, ensuring that contaminants are removed before the oil circulates through engine parts.<br>• Directs and channels oil flow through the filtration system<br>• Removes impurities to protect engine components from wear<br>• Maintains consistent oil pressure and flow rate<br>• Enhances engine performance and extends service life |
|  | **Cover Bearing Housing Front**<br><br>A "Cover Bearing Housing Front" is a metal cover or cap mounted on the front side of a bearing housing in tractors. It encloses and protects the bearing inside the housing and helps maintain the correct alignment, lubrication, and sealing of the rotating shaft.<br><br>- Protects the bearing from dust, debris, and water<br>- Holds the bearing in place axially<br>- Helps maintain oil or grease sealing for bearing lubrication |
| | **Front Cover**<br><br>The Front Cover is a metallic or composite cover mounted on the front side of the engine block of tractors, enclosing the timing mechanism (gear train, belt, or chain), oil pump, and crankshaft seal.<br><br>- Protects internal components like timing gears/chains from debris and damage<br>- Prevents oil leakage via built-in crankshaft oil seal<br>- Acts as a mounting base for pulleys, dampers, or accessories<br>- Ensures lubrication and sealing for rotating assemblies |
|  | **Intermediate Plate**<br><br>An Intermediate Plate is a flat metal plate situated between two rotating or structural components - most commonly in a dual-clutch system, engine-clutch-transmission interface, or within gear trains. It acts as a separator, support, or friction plate, depending on the application. |
| | **Rear Cover**<br><br>Rear Cover or Rear Plate is used in the engine or transmission assembly of a tractor. It is often referred to as a rear timing cover, rear seal cover, or rear plate housing depending on its specific application.<br><br>- Protects internal components from dust, mud, and oil leakage<br>- Maintains alignment for rotating parts<br>- Ensures proper sealing with gaskets or O-rings<br>- Acts as a structural link between engine/transmission and rear-mounted components |

| Product | Particulars and Functions |
|---|---|
|  | **Balance Weight Lower BSA**<br><br>A "Balance Weight Lower BSA" in white goods is a precast or machined weight component, usually mounted at the bottom side of a machine drum, tub, or chassis, to maintain center of gravity, improve balance, and dampen vibrations during high-speed motion (like spin cycles in washing machines). |
| | **Balance Weight Upper BSA**<br><br>The "Balance Weight Upper BSA" is a heavy component, attached to the upper part of the drum housing or outer tub in a washing machine. It counteracts the imbalance created by clothes during spinning and enhances machine stability. |
| | **Head Cover**<br><br>The head cover in a compressor primarily serves to enclose and seal the compression chamber, ensuring proper pressure build-up. It also houses crucial components like the valves that regulate air/gas flow. In addition, it helps in managing heat generated during compression. |
| | **Hub Inner Tub**<br><br>Hub Inner Tub, most commonly used in top-loading washing machines. It forms a critical part of the drum drive assembly, acting as a connector between the motor/agitator shaft and the inner tub (the part that spins and holds clothes). |
| | **HUB V+**<br><br>Hub V+, most commonly used in top-loading washing machines. It forms a critical part of the drum drive assembly, acting as a connector between the motor/agitator shaft and the inner tub (the part that spins and holds clothes). |
|  | **Motor Pulley**<br><br>The Motor Pulley is used in washing machines, dryers, or other home appliances with belt-driven systems. This part is mounted on the motor shaft and is responsible for transmitting rotational force via a belt to drive other components like the drum, tub, or agitator. |
| | **Pulsator Bush**<br><br>The Pulsator Bush is used in top-loading washing machines. It connects the pulsator (rotating disc at the bottom of the tub) to the driving motor shaft, enabling the agitation of clothes during the wash cycle. |

| Product Photographs | Particulars and Functions |
|---|---|
| | **Patch Fitting**<br><br>A patch fitting is a mechanical fitting that connects and secures glass panels (usually toughened or tempered glass) without a frame. |
| | **Top Holder**<br><br>A Top Holder (also known as a top bracket or top patch holder) is a clamping bracket or fitting that:<br><br>- Supports the top edge of a glass panel<br>- Connects the glass to the ceiling, transom, or fixed frame<br>- Works in conjunction with patch fittings, floor springs, and pivot sets |
| | **Casting Head**<br><br>A casting head in for industrial grease guns and torque tools is a precision-cast metal component that forms the core housing or operational head of the tool.<br><br>- Acts as the main pressure chamber where grease is pushed by the piston<br>- Houses the plunger, check valve, spring, and outlet port<br>- Mounts onto the grease cartridge body or bulk grease loader |
| | **Flange**<br><br>A flange in the context of industrial grease guns and torque tools is a precision-engineered mechanical connector or mounting interface, typically cast or machined from aluminium, steel, or alloy, that plays a structural or sealing role within the tool assembly. |

| | |
|---|---|
| | **Head**<br><br>The "head" in industrial grease guns and torque tools is a mechanical sub-assembly, typically made from precision-cast aluminium or steel, that houses key working mechanisms for force transmission, sealing, and control. |
| | **Orbiter Housing**<br><br>The “Orbiter Housing” in a vacuum cleaner typically refers to a casing or structural enclosure that houses the orbiter mechanism, which may involve rotational or oscillatory motion used in certain advanced vacuum systems-especially in multi-surface or orbital cleaning vacuum cleaners. |
| | **Yoke**<br><br>The "Yoke" in a vacuum cleaner refers to a U-shaped mechanical bracket that enables articulation and rotation between the main body (motor housing) and the cleaning head or nozzle. It allows the vacuum to swivel, tilt, or pivot - enhancing manoeuvrability, especially in upright or canister-style vacuums. |

## OUR MANUFACTURING PROCESS




***1. Raw Material Receipt and Inspection***

- **Receipt of Raw Material**: Aluminium and Zinc Alloy Ingots are sourced from approved and pre-qualified suppliers.

- **Preliminary Checks**: Upon arrival, the material is verified against the purchase order for quantity, documentation, and signs of surface damage or contamination.
- **Laboratory Testing**: Samples from each lot are tested in the in-house laboratory for:
    - **Chemical Composition**: Using a spectrometer to confirm adherence to required alloy standards.
    - **Visual Quality & Physical Parameters**: To ensure absence of visible cracks, corrosion, or foreign material.
- **Acceptance/Rejection**: Only material passing inspection is accepted and labeled; non-conforming lots are quarantined and reported for corrective action.

***2. Raw Material Storage and Issue (FIFO)***

- **Storage Protocol**: Approved ingots are stored in designated zones within the raw material storage area.
- **Inventory Control**: At present, raw materials are tracked manually through physical logbooks and batch records, following the First-In-First-Out (FIFO) method to ensure traceability and effective age management. The Company intends to integrate this function into the ERP system once the production and inventory modules are fully implemented.
- **Issuance to Production**: As per the production planning schedules, ingots are issued to the melting area based on the FIFO method, and manual records are maintained for each batch.

***3. Melting of Metal***

- **Charging of Furnace**: Aluminium and Zinc Alloy Ingots are loaded into crucible furnaces or Centralized melting Furnteck tower furnace.
- **Controlled Melting**:
    - Temperature is monitored continuously using thermocouples or infrared pyrometers.
    - Holding temperature is maintained as per process specification, typically between 650°C and 720°C.
- **Melt Cleanliness**: Skimming and cleaning are performed to remove surface dross.

***4. Addition of Coverall Powder for cleaning of metal***

- **Purpose**:
    - To remove non-metallic inclusions
    - To aid in cleaning and fluxing the molten metal
- **Process**:
    - A specific coverall powder is added to the molten metal.
    - Manual or automated stirring may be performed for homogeneous distribution.
- **Monitoring**: Quantity and timing are logged per batch, and visual inspection is conducted to ensure proper reaction.

***5. Nitrogen Degassing***

- **Degassing Setup**: A Centrifugal rotating impeller to inject and disburse fine nitrogen bubbles into the melt
- **Function**: This removes dissolved hydrogen and reduces porosity in the final casting.
- **Duration**: Typically 5–10 minutes, depending on melt volume and alloy.
- **Observations**: The dross formed is removed, and clarity of melt is visually inspected.

***6. Vacuum Testing***

- **Sampling**: A small portion of molten metal is poured into a vacuum test chamber or sample disc.
- **Evaluation**:
    - The sample is tested under vacuum to check for gas porosity and trapped air.
    - Visual indicators like bubbling or pinholes help assess gas content.
- **Decision**: Melt is allowed for casting only if porosity levels are within acceptable limits.

***7. Spectro Sample Inspection***

- **Sample Collection**: A mushroom-shaped sample is taken from the melt.
- **Chemical Analysis**: Performed using Optical Emission Spectrometer (OES) to confirm alloy composition against specification.
- **Acceptance**: Only after positive results, the melt is approved for transfer to the holding furnace.

***8. Metal Transfer to Holding Furnace***

- **Transfer Procedure**: Molten metal is transferred to the holding furnace using ladles or automatic transfer systems.
- **Temperature Management**: Holding furnace keeps the melt at casting temperature (approx. 680°C–710°C).
- **Monitoring**: Regular checks are done to ensure no solidification or contamination occurs during holding.

***9. Initiation of High Pressure Die Casting***

- **Machine Setup**: Die casting machine parameters are configured—pressure, injection speed, and cycle time.
- **Mould Pre-heating**: Dies are pre-heated to prevent thermal shock and to allow better metal flow.
- **Injection Process**:
    - Molten metal is shot into the die cavity at high speed (30–100 m/s) and pressure (100–2000 bar).
    - Pressure is maintained until solidification is complete.

- **Cycle Time**: Typically ranges from 30 seconds to 2 minutes depending on component geometry.

***10. K-Mould Sample Preparation***

- **Purpose**: To verify mould readiness and machine settings before full production.
- **Trial Casting**: One or more castings are produced using the K-Mould and inspected for:
  - Dimensional conformity
  - Surface finish
  - Fill integrity
- **Approval**: Once validated, batch production commences.

***11. Casting Inspection (In-Process)***

- **Visual Inspection**: Carried out for surface defects like cold shots, porosity, short shots, and flash.
- **Dimensional Checks**: Critical dimensions are measured using calipers, gauges, or CMM depending on part.
- **Sampling Frequency**: As per in-process control plan or statistical sampling techniques.

***12. Fettling***

- **Trimming**: Flash, runners, and risers are removed using pneumatic cutters or hydraulic presses.
- **Grinding**: Excess metal and surface burrs are removed.
- **Deburring**: Small tools may be used for internal or complex features.

***13. Shot Blasting***

- **Purpose**:
  - To clean the surface
  - To improve paint adhesion (if applicable)
  - To achieve a consistent texture
- **Process**: Castings are blasted using steel shots or grit inside an enclosed chamber.

***14. Paint Shop (If Applicable)***

- **Pre-treatment**: Surface cleaning, degreasing, or phosphating depending on the requirement.
- **Powder Coating**:
  - Application of dry powder through electrostatic spray.
  - Curing in ovens at specified temperature and time.
- **Inspection**: Thickness and adhesion are tested post-coating.

***15. Machining (If Applicable)***

- **Operations**: Drilling, milling, boring, turning, threading, or tapping to achieve functional features.
- **Equipment**: CNC machines, VMCs, and conventional machines are used as per the drawing requirements.
- **Quality Control**: Dimensional accuracy and surface finish are verified at each stage.

***16. Leakage Testing (If Applicable)***

- **Sealing:** The aluminium part is sealed to create a closed chamber.
- **Pressurization:** The chamber is then filled with a test gas (often air) to a specific pressure.
- **Monitoring:** The Ateq leak testing device monitors the pressure inside the chamber over time.
- **Detection:** A sudden drop in pressure indicates a leak, often caused by cracks or porosity in the aluminium casting.

***17. Ultrasonic Washing/Cleaning (If Applicable)***

- **Frequency:** CREST high-frequency ultrasonic bath are used to reduce agitation and prevent pitting, which can occur with lower frequencies on softer metals like aluminium.
- **Temperature:** Maintain a low temperature (50-80°C, or even lower) to avoid thermal stress and potential material weakening.
- **Solution:** Use alkaline cleaning solution specifically formulated for aluminium and sensitive metals.
- **Water Quality:** Employ deionized or reverse osmosis water to eliminate impurities that can contribute to corrosion and affect cleaning effectiveness.
- **Rinsing:** After cleaning, thoroughly rinse all parts with clean water to remove residual cleaning solution and prevent corrosion.

***18. Final Inspection***

- **Scope**:
  - Dimensional measurements using gauges or CMM
  - Surface finish evaluation
  - Functional checks like thread gauges, hardness, and leak testing
- **Documentation**: Inspection reports are logged and traceable to batch/lot numbers.

***19. Packing***

- **Packing Materials**: Corrugated boxes, bubble wrap, pallets, or wooden crates based on product sensitivity and client instructions.
- **Labelling**: Includes part number, quantity, date of manufacture, and traceability code.
- **Protection**: Use of anti-corrosive materials or VCI where applicable.

***20. Finished Goods Storage***

- **Storage**: Packed goods are placed in the Finished Goods area under proper stacking procedures.
- **Inventory Control**: ERP system tracks batch-wise movement and dispatch readiness.

***21. Dispatch***

- **Documentation**:
  - Tax invoice
  - E-Way Bill
  - Test certificate (if applicable)
- **Logistics**: Coordination with transporters or direct delivery to customers as per schedule.

## OUR COMPETITIVE STRENGTHS

**1) Customised Manufacturing Capability**: Our ability to design and manufacture components tailored to client-specific requirements distinguishes us in a market that increasingly values flexibility and responsiveness. We cater to a wide range of specifications in terms of size, shape, material composition, and functionality, allowing us to serve diverse applications across automotive and white goods sectors and industrial applications. We believe that maintaining a diversify product portfolio in our business provides us with an opportunity to cater to diverse needs of our different customer segment and has enabled us to cater to a large customer base in the domestic & Overseas market.

**2) Established Client Relationships**: We have cultivated long-standing relationships with reputed customers who either distribute our components under their own brands or integrate them into their final products. These relationships are built on consistent quality, timely deliveries, and our ability to align production schedules with the customer's supply chain requirements. Our Company, through regular communication and customized products, have a client base who provide us repeated business for their different needs. This relationship with clients has been important for us to sustain competition in the industry. By periodically meeting with our clients, we gain a deep understanding of their requirements. The repetition of orders is basically owing to the quality of the products we provide and also the healthy relationship we maintain. Although we do not have any long-term agreement with our customers. This flexible approach allows us to adapt quickly to the needs of our clients and deliver cost-effective, quality products within stipulated timelines.

**3) Integrated Manufacturing Infrastructure**: Our manufacturing units, located in Faridabad, are equipped with facilities for die casting, fettling, shot blasting, machining, powder coating, ultra sonic cleaning, assembly and in-house quality testing. This end-to-end integration helps us maintain process control, reduce lead times, and offer competitive pricing while ensuring consistent product quality. By managing the entire manufacturing process internally, our Company ensures strict adherence to quality standards and specifications, meeting the rigorous demands of our clients.

**4) Established market setup and diversified product range:** Over the years we have expanded our manufacturing units and product portfolio. Currently, we have two manufacturing units for a wide range of product portfolio encompasses a diverse range of Automobile components, White goods, Base Frame Mirror, Wiper, Housing, Engine parts and brake parts, FFD, PCB Cover, Manifold, Pump Body, etc. divided into segments like two-wheelers, four wheelers, agriculture, white goods and industrial applications. With our expanding business scope, we have established strong customer base and an unyielding marketing setup, over these years. Our clientele includes companies across the automotive industries in the domestic as well as global market.

**5) In-House Testing and Quality Assurance**: We have an in-house quality testing facility equipped to conduct environmental and functional tests such as tensile strength, humidity, voltage control, endurance, flammability, and drop testing. These capabilities enable us to ensure compliance with Automotive Indian Standards (AIS) and other customer-specific quality requirements. Our company emphasizes excellence through advanced inspection systems in aluminium die casting and Paint shop, CMM, Roughness, Contour, Millipore etc. Our facilities feature up-to-date inspection technologies for quality assurance in both aluminium die casting and IHQ processes. Our advanced inspection systems enable thorough scrutiny of each component, ensuring precision, durability, and compliance with industry standards. With a dedicated focus on quality control, we aim to meet customer expectations, believing us as a reliable partner for clients seeking high performance in aluminium die casting and Induction Heating and Quenching applications.

**Roughness Tester**

**Hardness Tester**

**CMM Machine**

**CMM Faro Arm**

**Load Testing Machine**

**6) Experienced Promoters and Management Team**: Our Promoters, Mr. Suresh Chand Garg and Mrs. Kusum Gupta, have been associated with the Company since its incorporation. Mr. Deepak Gupta joined the Company in 2015, contributing to its operational and strategic growth. Mr. Suresh Chand Garg has played a key role in shaping the Company's technical direction and manufacturing capabilities. Our Promoters manage and control the major affairs of our business operations with their considerable experience in our Industry. Our promoters and management team possess extensive industry experience, particularly in pressure die casting and component machining. Their strategic oversight and deep domain expertise have played a crucial role in driving operational stability, customer acquisition, and continuous innovation.

**7) Efficient Inventory and Process Control via ERP**: Our Company has implemented an ERP system that currently facilitates monitoring of raw material procurement, movement, scheduling, dispatch, financial transactions, and compliance functions such as e-invoicing and e-way bills. This enables better visibility, traceability, and coordination across various functions, contributing to operational discipline and timely deliveries. At present, certain activities such as production and inventory management are being handled manually; however, the Company is in the process of enhancing its ERP framework by integrating advanced modules for production and inventory control in the coming financial year. Once fully implemented, this will further strengthen traceability, reduce wastage, minimize manual errors, and improve overall process efficiency, thereby enhancing customer satisfaction and reinforcing our competitive position.

**8) Focus on Cost Optimisation and Scalability**: Through process streamlining, selective outsourcing, and prudent capital expenditure, we are able to maintain a lean cost structure. This cost advantage, coupled with the scalability of our operations, allows us to cater to both high-volume and niche customer orders effectively.

**9) Certifications**: We received quality certificates such as MSIL-GREEN Certification, MSME ZED Gold Certification, Environmental Management System (ISO 14001:2015), Occupational Health and Safety Management System (ISO 45001:2018 & 14001:2015) certifications by Quality Austria, IATF 16949:2016.These certifications enhance customer confidence and widen our eligibility to supply to regulated or technically demanding clients.Our Company has built a strong and sustainable business foundation by leveraging its core competitive advantages. These strengths have enabled the Company to deliver high-quality pharmaceutical formulations while achieving operational efficiency, consistent growth, and a trusted reputation among healthcare professionals and consumers alike.

## OUR BUSINESS STRATEGIES

Our business strategies are designed to promote sustainable growth, operational efficiency, and competitive strength in the automotive and manufacturing sectors.

***• Targeted Market Expansion:***

We aim to broaden our customer base by targeting new Original Equipment Manufacturers (OEMs) and component suppliers across the automotive and white goods industries. Our strategy includes expanding into new product verticals and geographies through the delivery of value-added and customized offerings aligned with evolving customer demands. Presently, we serve customers in various Indian states including Haryana, Uttar Pradesh, Gujarat, Punjab, Rajasthan and Himachal Pradesh and we have initiated our international footprint by supplying to the United States of America (USA). Building on this initial global exposure, our Company intends to enter additional international markets by leveraging its manufacturing capabilities and customisation expertise.
We plan to tailor our product specifications and designs to comply with the technical, quality, and regulatory requirements of each target market. Our objective is to build a sustainable presence in both domestic and global markets through superior execution, product reliability, and long-term client relationships.

***• Process and Resource Efficiency:***

Achieving operational excellence is a core part of our strategy. We are focused on enhancing internal processes to improve productivity, reduce material wastage, and control costs. Our manufacturing operations follow lean practices supported by Enterprise Resource Planning (ERP) systems that help manage the movement of raw materials, Schedule Vs Dispatch and better visibility of daily Financial activities.

Through continuous process audits and workflow optimization, we aim to:

- Minimize idle time and rework
- Reduce defects and material rejection
- Improve throughput and delivery timelines

This systematic approach to efficiency not only contributes to cost competitiveness but also supports scalability and higher margins. Our strategy is to continuously invest in process innovations and technology upgrades that can improve our responsiveness to changing market demands.

***• Customer-Centric Approach:***
Our business operations are rooted in a customer-first philosophy. We work closely with clients to develop and deliver customized component solutions that meet their specific application, performance, and regulatory requirements. We maintain production flexibility to accommodate changes in customer demand, ensure consistent communication, and support collaborative product development where needed.

By aligning our technical capabilities and manufacturing schedules with customer expectations, we aim to:

- Build enduring partnerships
- Ensure repeat business from key accounts
- Enhance customer satisfaction and trust

This approach has enabled us to become a reliable supplier to several reputed OEMs and component brands in both the automotive and white goods sectors.

***• Investment in Technology and Innovation:***

We continue to invest in the modernization of our production infrastructure to enhance manufacturing precision, reduce cycle times, and improve quality. These investments include:

- Upgrading to automated Pressure Die casting cells for aluminium castings and CNC-enabled machinery
- Implementing advanced quality testing equipment
- Implementing Industry 4.0 throughout all the scope
- Strengthening our in-house tooling capabilities

Our internal R&D efforts focus on improving product design, tooling durability, and process efficiency. By staying abreast of emerging industry standards and technology advancements, we are able to offer innovative solutions that meet the evolving needs of our customers and maintain a competitive edge in the market.

***• Strengthening Brand Presence and Distribution Network:***

We are actively working towards enhancing our brand visibility and strengthening our distribution capabilities to ensure timely delivery and client satisfaction. Our efforts include:

- Participation in industry trade expos and buyer-seller meets
- Enhancing digital presence through marketing and engagement tools
- Building strong logistics partnerships for timely and secure transportation of goods

We intend to continue associating with well-established brands and focus on consistent quality and performance to reinforce our reputation as a dependable and high-quality component manufacturer.

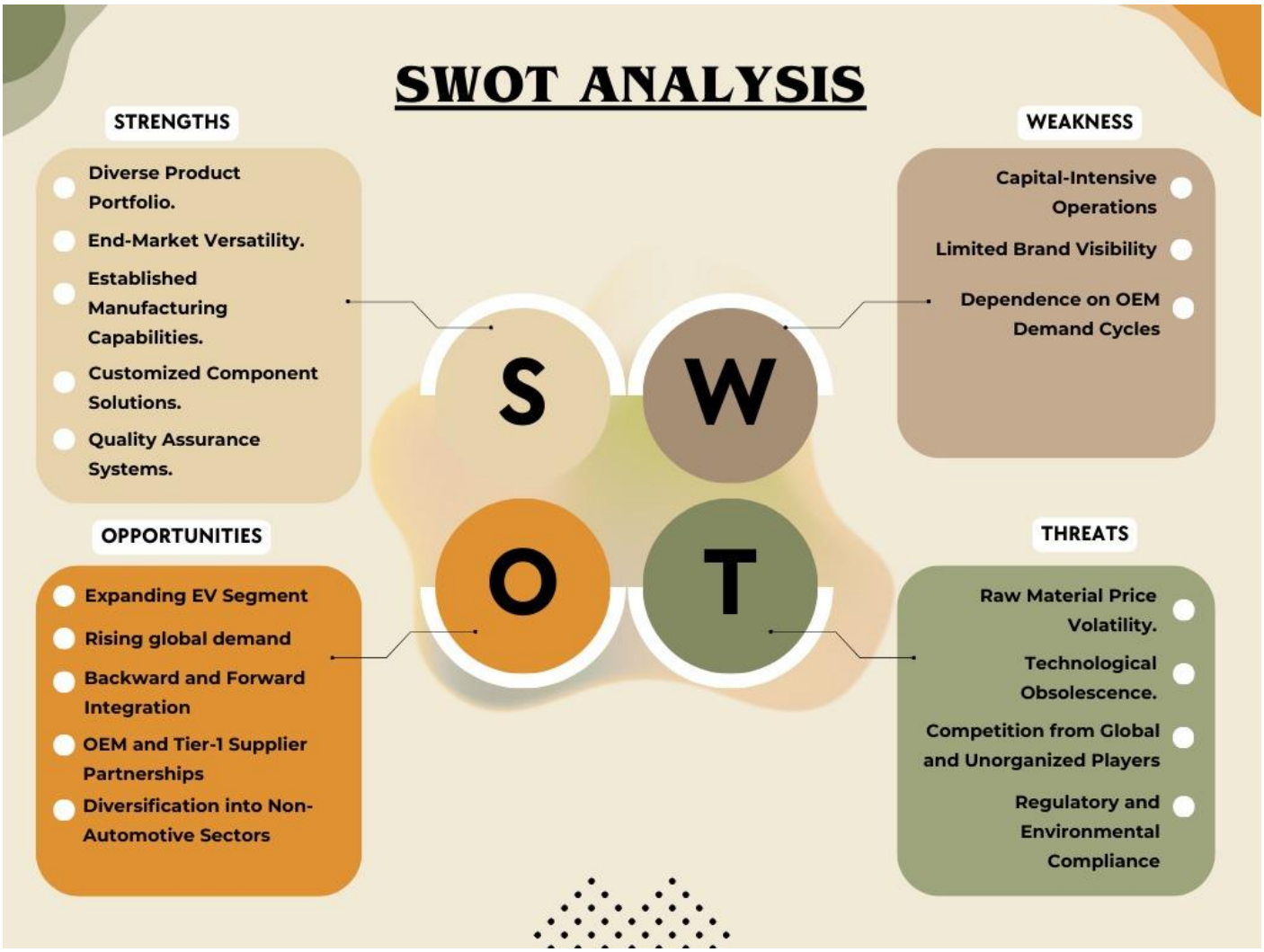
***• Focus on Human Capital and Governance:***

We consider our human resources and governance framework to be fundamental to our long-term sustainability. Our strategy includes:

- Recruiting and retaining skilled technicians, engineers, and professionals
- Conducting regular training and upskilling programs
- Fostering a culture of accountability, safety, and continuous improvement

Further, we are committed to ethical, transparent, and compliant business practices. We aim to strengthen our internal controls and corporate governance systems in alignment with industry best practices, to ensure continued trust and confidence from all stakeholders.

## SWOT ANALYSIS




## SALES AND MARKETING

Our sales and marketing strategy is centered on building long-term customer relationships, expanding our geographical footprint, and aligning our product offerings with the evolving needs of the automotive and white goods industries. We aim to position ourselves not only as a reliable manufacturing partner but also as a customer-centric solutions provider capable of delivering customized components backed by consistent quality, timely delivery, and technical support.

We primarily cater to Original Equipment Manufacturers (OEMs), Tier-1 suppliers, and component distributors across various sectors including two-wheelers, four-wheelers, heavy vehicles, agricultural machinery, and white goods. Our marketing and business development initiatives are led directly by our Promoters, who bring years of experience and industry insight. Under their guidance, our team is responsible for identifying potential customers, understanding technical requirements, conducting product demonstrations, and presenting customized solutions tailored to client needs.

Our strong customer relationships are built on regular engagement, transparent communication, and reliable after-sales service. We maintain regular interactions with existing clients to ensure alignment with their production schedules and address their evolving requirements. Repeat orders from long-standing clients are a testament to our reputation for quality, responsiveness, and value delivery.

Our Company also recognizes the importance of market intelligence and trend analysis in developing relevant product offerings. We proactively gather customer feedback and study industry developments to continuously refine our manufacturing capabilities and design new or improved components that align with emerging market demands. Our production and quality control teams work closely with clients to ensure that our components meet the required technical specifications and certification standards.

To further strengthen our visibility and tap into new customer segments, we actively participate in:

- Industry exhibitions and trade fairs,
- Vendor development programs, and
- Technical symposiums,

These platforms provide an opportunity to demonstrate our manufacturing capabilities, showcase new product developments, and engage with potential customers.

In addition to direct sales efforts, we are working to enhance our digital presence to support our multi-channel marketing approach. Our future plans include improving our online footprint through a dedicated company website and digital marketing campaigns, which will help position us as a thought leader in the component manufacturing space.

We leverage an efficient backend infrastructure supported by an ERP system that currently manages order processing, scheduling, dispatch, and financial compliance functions. The Company is in the process of implementing advanced ERP modules, including inventory and production management, which are expected to significantly enhance efficiency in tracking, monitoring, and managing inventory and production processes. These improvements are aimed at ensuring greater accuracy, minimal wastage, and timely fulfillment of client orders. In addition, our logistics and operations teams focus on secure and prompt delivery of products to our customers' facilities, thereby reinforcing client trust and strengthening long-term relationships. At present, our customer base spans across key Indian states such as Haryana, Uttar Pradesh, Gujarat, Punjab, Rajasthan and Himachal Pradesh and we have successfully forayed into the international market with supplies to the United States of America (USA). Going forward, we intend to expand our reach to new states within India and additional international markets, tailoring our sales efforts and offerings to the unique requirements of each region.

Our sales and marketing strategy is structured to deliver sustainable revenue growth, increase customer retention, and deepen our market penetration through quality-driven, innovation-led, and customer-focused initiatives.

## OUR VISION & MISSION

**Vision: "**At HGI Our Vision is to benchmark manufacturing standards through integration of advanced technologies, innovation, sustainability and culture of excellence into every facet of our operations. As we forge ahead, we aim to encapsulate this seamless fusion which will not only enable us to meet the evolving need of the modern world but also lead the way in shaping it''

**Mission: "**At HGI Our Mission is to be lead the way into the future with talent dedicated to fostering a culture of collaboration excellence and continuous improvement, empowering them to push boundaries and exceed customer expectations. We aim for complete customer satisfaction through components that not only meet the highest industry standards but also benchmark their manufacturing expectations."

## RAW MATERIALS

The primary raw materials used in our manufacturing process are aluminium alloy ingots, molten aluminium and zinc ingots, which serve as the foundational metals for our high-pressure die casting operations. These materials are procured from established and approved vendors based on defined chemical and mechanical properties to suit the performance requirements of specific components.

Aluminium alloy ingots and molten aluminium are widely used due to their lightweight nature, corrosion resistance, and favorable casting characteristics, making them ideal for automotive and white goods applications. Zinc ingots, on the other hand, are preferred for components requiring superior dimensional accuracy, strength at low thicknesses, and excellent surface finishing capabilities.

Upon receipt, all raw materials undergo a structured inspection process. Each lot is visually inspected for physical damage and packaging condition, followed by weight verification. Samples are then tested in our in-house laboratory using spectrometry to ensure compliance with the specified chemical composition and relevant industry standards. Only materials that meet our internal quality benchmarks are approved for use in production.

Approved aluminium and zinc alloys ingots are stored in designated zones within the raw material storage area. Inventory is managed under the First-In-First-Out (FIFO) method, ensuring optimal utilization of older stock, maintaining traceability, and supporting effective production planning. Material issuance to the melting area is carried out as per production schedules, with records maintained to track consumption and balances. While certain aspects of issuance and tracking are presently managed manually, the Company's ERP system is being progressively integrated to strengthen monitoring and control across raw material movement and usage.

In addition to metal ingots and molten aluminium alloy, we also procure auxiliary consumables such as coverall powders, nitrogen gas for degassing, and other metallurgical additives required during the melting and refining stages. These materials contribute to removing impurities, enhancing melt fluidity, and ensuring casting integrity.

Our procurement strategy focuses on ensuring a stable and uninterrupted supply chain through long-term relationships with dependable suppliers, regular quality audits, and integration with digital inventory control systems. This ensures not only material consistency and availability but also supports our overall production efficiency and commitment to quality.

## QUALITY CONTROL

Quality control forms an integral and indispensable part of our manufacturing philosophy. Our commitment to delivering reliable, safe, and high-performance products is supported by a well-established quality control system embedded at each stage of the production process—from raw material procurement to the final dispatch of finished goods.

***1. Raw Material Inspection and Approval***

The quality control process begins at the initial stage with the procurement and inspection of raw materials, particularly aluminium and zinc alloy ingots. Every batch of raw material undergoes:

- Visual inspection for defects and contamination,
- Weight verification against order specifications,
- Chemical composition analysis using spectrometer to confirm adherence to alloy specifications.

Only materials that meet predefined standards are approved and issued for production, ensuring consistency and control from the start of the casting process.

***2. In-Process Quality Checks***

Quality assurance continues across various stages of the manufacturing cycle with multiple checkpoints designed to detect and correct deviations in real time. Our in-process quality checks include:

- Die and Tool Condition Verification
- Monitoring of Melt Temperature
- Effectiveness of Degassing Operations
- K-Mould Trial Samples for Early Detection
- Vacuum Testing for Porosity Assessment
- Dimensional and Visual Inspection of Sample Castings

These inspections are carried out under the supervision of trained personnel using standard operating procedures (SOPs) and quality control plans developed specifically for each product and client requirement.

***3. Advanced In-House Testing Infrastructure***

Our in-house quality control laboratory is equipped with specialized testing equipment to conduct a wide array of performance, safety, and environmental tests to validate product compliance with customer and regulatory standards, including Automotive Industry Standards (AIS). Key testing equipment includes:

- **Spectrometer:** Determines the chemical composition compared to the alloy specific composition.
- **Salt Spray Chamber:** Simulates corrosive environments to test resistance of metal parts and surface coatings against rust and corrosion.
- **Humidity Chamber:** Assesses component durability under high humidity, essential for plastics and electronic assemblies.
- **High-Temperature Oven:** Conducts thermal aging tests to ensure heat resistance and stability of components under extreme conditions.
- **Density Check:** Parts are cut in micro structure through abrasive cutting machine to check the density of the parts which have been manufactured through process of aluminium pressure die casting, which gives the results of parts inner porosity and strength.
- **Millipore testing:** Millipore testing measures the amount of particulate contamination (dirt, particles, etc.) on a component's surface.
- **Tensile Testing Machine:** Determines material strength properties including tensile strength, elongation, and breaking point.
- **Load Testing through UTM:** Determines the specific value at which part will break after a specified load.
- **Surface Rough Tester:** Determines the RA (Arithmetic Average Roughness) absolute value of the surface profile.
- **Contour Testing:** Determines the Three-Dimensional Surface profile and geometry of a cast part to ensure it meets design specifications.
- **Co-ordinate Measuring Machine (CMM):** Determines the dimension, geometry and relationship of casting by taking a 3D co-ordinate measurement

***4. Final Product Inspection***

Before dispatch, every finished product is subjected to:

- Dimensional inspection to validate critical tolerances as per drawings,
- Surface finish checks for aesthetic and functional conformity,
- Functional testing where applicable, to ensure operability under intended conditions.

Final inspection reports are generated for each batch and maintained for traceability. These reports are also shared with clients on request, reinforcing our transparency and commitment to quality.

***5. Continuous Improvement and Quality Management***

We maintain a structured Corrective and Preventive Action (CAPA) system to analyze non-conformances and customer feedback for continual improvement. Internal quality audits are conducted periodically to identify process deviations and enhance system effectiveness.

Our ERP system supports our quality framework by:

- Tracking raw material and batch-level inspection results,
- Monitoring rejection and scrap trends,
- Supporting Statistical Quality Control (SQC) analysis to identify root causes and areas for improvement.

## PLANT AND MACHINERIES

***Unit- I***

| S. NO | MACHINE NO | DESCRIPTION | MAKE | CAPACITY | QTY |
|---|---|---|---|---|---|
| **PRESSURE DIE-CASTING MACHINES** | | | | | |
| 1 | HPDC- 01 | PDC MACHINE | TOSHIBA | 350 TON | 1 No. |
| 2 | HPDC- 02 | PDC MACHINE | YIZUMI | 400 TON | 1 No. |
| 3 | HPDC- 03 | PDC MACHINE | YIZUMI | 400 TON | 1 No. |
| 4 | HPDC- 04 | PDC MACHINE | ZATAI | 420 TON | 1 No. |
| 5 | HPDC- 05 | PDC MACHINE | YIZUMI | 400 TON | 1 No. |
| 6 | HPDC- 06 | PDC MACHINE | YIZUMI | 400 TON | 1 No. |
| 7 | HPDC- 07 | PDC MACHINE | YIZUMI | 400 TON | 1 No. |
| 8 | HPDC- 08 | PDC MACHINE | YIZUMI | 650 TON | 1 No. |
| 9 | HPDC- 09 | PDC MACHINE | TECHNO | 120 TON | 1 No. |
| 10 | HPDC- 10 | PDC MACHINE | YOTA | 150 TON | 1 No. |
| 11 | HPDC- 11 | PDC MACHINE | TECHNO | 120 TON | 1 No. |
| 12 | HPDC- 12 | PDC MACHINE | TECHNO | 180 TON | 1 No. |
| 13 | HPDC- 13 | PDC MACHINE | YIZUMI | 180 TON | 1 No. |
| 14 | HPDC- 14 | PDC MACHINE | TECHNO | 180 TON | 1 No. |
| 15 | HPDC- 15 | PDC MACHINE | TECHNO | 180 TON | 1 No. |
| 16 | HPDC- 16 | PDC MACHINE | YIZUMI | 180 TON | 1 No. |
| 17 | HPDC- 17 | PDC MACHINE | YIZUMI | 180 TON | 1 No. |
| 18 | HPDC- 18 | PDC MACHINE | GUANG ZHOU CHENGAO | 90 TON | 1 No. |
| 19 | HPDC- 19 | PDC MACHINE | PRODUCER | 130 TON | 1 No. |
| 20 | HPDC- 20 | PDC MACHINE | PRODUCER | 130 TON | 1 No. |
| **FURNACE UNIT** | | | | | |
| 1 | CENFUR-01 | TOWER TYPE MELTING FURNACE | FURNTECK ENGINEERS | 1 TON | 1 No. |
| 2 | FUR- 01 | 350 TON 1 - HOLDING FURNACE | SILCARB | 500 KG | 1 No. |
| 3 | FUR- 02 | 400 TON 1 - HOLDING FURNACE | SILCARB | 300 KG | 1 No. |
| 4 | FUR- 03 | 400 TON 2 - HOLDING FURNACE | SILCARB | 500 KG | 1 No. |
| 5 | FUR- 04 | 420 TON 1 - HOLDING FURNACE | SILCARB | 300 KG | 1 No. |
| 6 | FUR- 05 | 400 TON 3 - HOLDING FURNACE | SILCARB | 500 KG | 1 No. |
| 7 | FUR- 06 | 400 TON 4 - HOLDING FURNACE | SILCARB | 500 KG | 1 No. |
| 8 | FUR- 07 | 400 TON 5 - HOLDING FURNACE | SILCARB | 200 KG | 1 No. |
| 9 | FUR- 08 | 650 TON 1 - HOLDING FURNACE | MB ENGINEERING PRODUCTS | 500 KG | 1 No. |
| 10 | FUR- 09 | 120 TON 1 - HOLDING FURNACE | MB ENGINEERING PRODUCTS | 200 KG | 1 No. |
| 10 | FUR- 10 | 150 TON 1 - HOLDING FURNACE | SILCARB | 200 KG | 1 No. |
| 11 | FUR- 11 | 120 TON 2 - HOLDING FURNACE | SILCARB | 300 KG | 1 No. |
| 12 | FUR-12 | 180 TON 1 - MELTING COMBINE HOLDING FURNACE | SILCARB | 200 KG | 1 No. |
| 13 | FUR- 13 | 80 TON 2 - MELTING FURNACE | MB ENGINEERING PRODUCTS | 200 KG | 1 No. |
| 14 | FUR- 14 | 180 TON 3 - HOLDING FURNACE | SILCARB | 300 KG | 1 No. |
| 15 | FUR- 15 | 180 TON 4 - MELTING FURNACE | SILCARB | 200 KG | 1 No. |
| 16 | FUR- 16 | 180 TON 5 - HOLDING FURNACE | SILCARB | 300 KG | 1 No. |
| 17 | FUR- 17 | 180 TON 6 - HOLDING FURNACE | SILCARB | 200 KG | 1 No. |
| 18 | FUR- 18 | 90 TON- MELTING CUM HOLDING FURNACE | GUANG ZHOU CHENGAO | 500 KG | 1 No. |
| 19 | FUR- 19 | 120 TON 1 - MELTING CUM HOLDING FURNACE | PRODUCER | 500 KG | 1 No. |
| 20 | FUR- 20 | 200 TON - MELTING CUM HOLDING FURNACE | PRODUCER | 500 KG | 1 No. |

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| **DEGASSING MACHINE** | | | | | |
| 1 | DG-01 | DEGASSING MACHINE | FEBTECH | -- | 1 No. |
| **VACCUM MACHINE** | | | | | |
| 1 | VM-01 | VACCUM MACHINE | FEBTECH | 0-750mm Hg | 1 No. |
| **TOOL ROOM MACHINE** | | | | | |
| 1 | LM-01 | LATHE MACHINE | LAXMI | 9FT | 1 No. |
| 2 | LM-02 | LATHE MACHINE | GMT | 6FT | 1 No. |
| 3 | LM-03 | LATHE MACHINE | GMT | 6FT | 1 No. |
| 4 | SG-01 | SURFACE GRINDER | GMT | 200/400 | 1 No. |
| 5 | SG-02 | SURFACE GRINDER | GMT | 250/500 | 1 No. |
| 6 | MNTR-01 | MNTR | PRECICUT | 300/600 | 1 No. |
| 7 | MNTR-02 | MNTR | PACMILL | 350/800 | 1 No. |
| 8 | EDM-01 | EDM | ELECTRONIC | 500/250 | 1 No. |
| 9 | EDM-02 | EDM | ELECTRONIC | 500/250 | 1 No. |
| 10 | TM-01 | GRINDER | GMT | 0.5 HP | 1 No. |
| 11 | BS-01 | VERTICAL BAND SAW | HMT | … | 1 No. |
| 12 | RDM-01 | RDM | MAYA M/C TOOLS | … | 1 No. |
| 13 | EC-01 | EOT CRANE -3.0 TON | CARYMODE | 3 T | 1 No. |
| **SHOT BLASTING MACHINES** | | | | | |
| 1 | SB-01 | SHOT BLASTING | ADARSH FABRICATIONS | 150 KG | 1 No. |
| 2 | SB-02 | SHOT BLASTING | V.R ENTERPRISES | 300KG | 1 No. |
| 3 | SB-03 | SHOT BLASTING | VIRDI MACHINE TOOLS | 300 KG | 1 No. |
| **VIBRO MACHINES** | | | | | |
| 1 | VIB-01 | VIBRO MACHINE | DALAL ENTERPRISES | -- | 1 No. |
| 2 | VIB-02 | VIBRO MACHINE | DALAL ENTERPRISES | -- | 1 No. |
| 3 | VIB-03 | VIBRO DRYER MACHINE | DALAL ENTERPRISES | -- | 1 No. |
| **UTILITIES** | | | | | |
| 1 | AC-01 | AIR COMPRESSOR | KAISER | 45 KW | 1 No. |
| 2 | AC-02 | AIR COMPRESSOR | KAISER | 45 KW | 1 No. |
| 3 | AC-03 | AIR COMPRESSOR | KAISER | 37 KW | 1 No. |
| 4 | AC-04 | AIR COMPRESSOR | ATLAS | 11 KW | 1 No. |
| 8 | AD-01 | AIR DRYER | SUMMITS HYGRONICS | 600 CFM | 1 No. |
| 9 | CT-01 | COOLING TOWER | QUALITY COOLING TOWER | 150 TR | |
| 10 | CT-02 | COOLING TOWER | QUALITY COOLING TOWER | 150 TR | |
| 12 | DG-01 | DIESEL GENERATOR | SUDHIR | 500KVA | |
| 13 | FM-01 | FILTERATION MACHINE | KLEEN OIL | … | |
| 14 | EC-01 | EOT CRANE | CARYMODE | 5 TON | 1 No. |
| 15 | EC-02 | EOT CRANE | CARRYMORE | 3 TON | 1 No. |
| 17 | LIFT-01 | LIFT | DEEPAK FABRICATE | 1 TON | 1 No. |
| 18 | LIFT-01 | LIFT | DEEPAK FABRICATE | 1 TON | 1 No. |
| 19 | PC-01 | PASSENGER LIFT | SCHINDER | 408 KG | 1 No. |
| **VMC MACHINES** | | | | | |
| 1 | VMC- 01 | VMC | LMW | 400/500 LENGTH | 1 No. |
| 2 | VMC- 02 | VMC | ACE | 400/500 LENGTH | 1 No. |
| 3 | VMC- 03 | VMC | ACE | 400/500 LENGTH | 1 No. |
| 4 | VMC- 04 | VMC | ACE | 400/500 LENGTH | 1 No |
| 5 | VMC-05 | VMC | ACE | 400/500 LENGTH | 1 No. |
| **CNC MACHINES** | | | | | |
| 1 | CNC- 01 | CNC | LMW | 6" INCH | 1 No. |
| 2 | CNC- 02 | CNC | LMW | 6" INCH | 1 No. |
| 3 | CNC- 03 | CNC | ACE MICROMATIC | 8" INCH | 1 No. |
| 4 | CNC- 04 | CNC | ACE MICROMATIC | 8" INCH | 1 No. |
| 5 | CNC- 05 | CNC | LMW | 8" INCH | 1 No. |
| 6 | CNC- 06 | CNC | ACE MICROMATIC | 8" INCH | 1 No. |
| 7 | CNC- 07 | CNC | JAE WOO | 8" INCH | 1 No. |
| 8 | CNC- 08 | CNC | JAE WOO | 8" INCH | 1 No. |
| 9 | CNC- 09 | CNC | ACE | 6" INCH | 1 No. |
| 10 | CNC- 10 | CNC | ACE | 6" INCH | 1 No. |
| 11 | CNC- 11 | CNC | ACE | 8" INCH | 1 No. |
| 12 | CNC- 12 | CNC | JAE WOO | 8" INCH | 1 No. |
| 13 | CNC- 13 | CNC | ACE | 8" INCH | 1 No. |
| 14 | CNC- 14 | CNC | ACE | 8" INCH | 1 No. |
| 15 | CNC- 15 | CNC | ACE | 8" INCH | 1 No. |
| 16 | CNC- 16 | CNC | ACE | 8" INCH | 1 No. |
| **SPM MACHINES** | | | | | |
| 1 | SPM-01 | SPM | ACCURATE | … | 1 No. |
| 2 | SPM-02 | SPM | ACCURATE | … | 1 No. |

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| 3 | SPM-03 | SPM | ACCURATE | … | 1 No. |
| 4 | SPM-04 | SPM | IB INDUSTRIES | … | 1 No. |
| 5 | SPM-05 | SPM | IB INDUSTRIES | … | 1 No. |
| 6 | SPM-06 | SPM | ACCURATE | … | 1 No. |
| 7 | SPM-07 | SPM | ACCURATE | … | 1 No. |
| 8 | SPM-08 | SPM | ACCURATE | … | 1 No. |
| 9 | SPM-09 | SPM | ACCURATE | … | 1 No. |
| 10 | SPM-10 | SPM | ACCURATE | … | 1 No. |
| 11 | SPM-11 | SPM | ACCURATE | … | 1 No. |
| 12 | SPM-12 | SPM | ACCURATE | … | 1 No. |
| 13 | SPM-13 | SPM | ACCURATE | … | 1 No. |
| 14 | SPM-14 | SPM | ACCURATE | … | 1 No. |
| 15 | SPM-15 | SPM | ACCURATE | … | 1 No. |
| **LEAK TEST MACHINE** | | | | | |
| 01 | LT-01 | LEAK TESTING M/C | HITECH AUTOMATION | … | 1 No. |
| 02 | LT-02 | LEAK TESTING M/C | HITECH AUTOMATION | … | 1 No. |
| **DRILL MACHINE** | | | | | |
| 01 | DM-01 | DRILL MACHINE | MACHLESS | 1/2" INCH | 1 No. |
| 02 | DM-02 | DRILL MACHINE | MACHLESS | 1/2" INCH | 1 No. |
| 03 | DM-03 | DRILL MACHINE | MACHLESS | 1/2" INCH | 1 No. |
| 04 | DM-04 | DRILL MACHINE | MACHLESS | 1/2" INCH | 1 No. |
| 05 | DM-05 | DRILL MACHINE | MACHLESS | 1/2" INCH | 1 No. |
| 06 | DM-06 | DRILL MACHINE | MACHLESS | 1/2" INCH | 1 No. |
| 07 | DM-07 | DRILL MACHINE | MACHLESS | 1/2" INCH | 1 No. |
| 08 | DM-08 | DRILL MACHINE | MACHLESS | 1/2" INCH | 1 No. |
| 09 | DM-09 | DRILL MACHINE | MACHLESS | 1/2" INCH | 1 No. |
| 10 | DM-10 | DRILL MACHINE | MACHLESS | 1/2" INCH | 1 No. |
| 11 | DM-11 | DRILL MACHINE | MACHLESS | 1/2" INCH | 1 No. |
| 12 | DM-12 | DRILL MACHINE | MACHLESS | 1/2" INCH | 1 No. |
| 13 | DM-13 | DRILL MACHINE | MACHLESS | 1/2" INCH | 1 No. |
| 14 | DM-14 | DRILL MACHINE | MACHLESS | 1/2" INCH | 1 No. |
| 15 | DM-15 | DRILL MACHINE | MACHLESS | 1/2" INCH | 1 No. |
| 16 | DM-16 | DRILL MACHINE | MACHLESS | 1/2" INCH | 1 No. |
| 17 | DM-17 | DRILL MACHINE | MACHLESS | 1/2" INCH | 1 No. |
| 18 | DM-18 | DRILL MACHINE | MACHLESS | 1/2" INCH | 1 No. |
| 19 | DM-19 | DRILL MACHINE | MACHLESS | 1/2" INCH | 1 No. |
| 20 | DM-20 | DRILL MACHINE | MACHLESS | 1/2" INCH | 1 No. |
| 21 | DM-21 | DRILL MACHINE | MACHLESS | 1/2" INCH | 1 No. |
| 22 | DM-22 | DRILL MACHINE | MACHLESS | 1/2" INCH | 1 No. |
| 23 | DM-23 | DRILL MACHINE | MACHLESS | 1/2" INCH | 1 No. |
| 24 | DM-24 | DRILL MACHINE | MACHLESS | 1/2" INCH | 1 No. |
| 25 | DM-25 | DRILL MACHINE | MACHLESS | 1/2" INCH | 1 No. |
| 26 | DM-26 | DRILL MACHINE | MACHLESS | 1/2" INCH | 1 No. |
| 27 | DM-27 | DRILL MACHINE | ITCO | 1/2" INCH | 1 No. |
| 28 | DM-28 | DRILL MACHINE | ITCO | 1/2" INCH | 1 No. |
| 29 | DM-29 | DRILL MACHINE | ITCO | 1/2" INCH | 1 No. |
| 30 | DM-30 | DRILL MACHINE | ITCO | 1/2" INCH | 1 No. |
| 31 | DM-31 | DRILL MACHINE | ITCO | 1/2" INCH | 1 No. |
| 32 | DM-32 | DRILL MACHINE | ITCO | 1/2" INCH | 1 No. |
| 33 | DM-33 | DRILL MACHINE | ITCO | 1/2" INCH | 1 No. |
| 34 | DM-34 | DRILL MACHINE | ITCO | 1/2" INCH | 1 No. |
| 35 | DM-35 | DRILL MACHINE | ITCO | 1/2" INCH | 1 No. |
| 36 | DM-36 | DRILL MACHINE | ITCO | 1/2" INCH | 1 No. |
| 37 | DM-37 | DRILL MACHINE | ITCO | 1/2" INCH | 1 No. |
| 38 | DM-38 | DRILL MACHINE | ITCO | 1/2" INCH | 1 No. |
| 39 | DM-39 | DRILL MACHINE | ITCO | 1/2" INCH | 1 No. |
| 40 | DM-40 | DRILL MACHINE | ITCO | 1/2" INCH | 1 No. |
| 41 | DM-41 | DRILL MACHINE | ITCO | 1/2" INCH | 1 No. |
| 42 | DM-42 | DRILL MACHINE | ITCO | 1/2" INCH | 1 No. |
| 42 | DM-43 | DRILL MACHINE | ITCO | 1/2" INCH | 1 No. |
| 44 | DM-44 | DRILL MACHINE | ITCO | 1/2" INCH | 1 No. |
| 45 | DM-45 | DRILL MACHINE | ITCO | 1/2" INCH | 1 No. |
| 46 | DM-46 | DRILL MACHINE | ITCO | 1/2" INCH | 1 No. |
| 47 | DM-47 | DRILL MACHINE | ITCO | 1/2" INCH | 1 No. |
| 48 | DM-48 | DRILL MACHINE | ITCO | 1/2" INCH | 1 No. |
| 49 | DM-49 | DRILL MACHINE | ITCO | 1/2" INCH | 1 No. |
| 50 | DM-50 | DRILL MACHINE | ITCO | 1/2" INCH | 1 No. |
| 51 | DM-51 | DRILL MACHINE | ITCO | 1/2" INCH | 1 No. |
| 52 | DM-52 | DRILL MACHINE | MACHLESS | 1/2" INCH | 1 No. |
| 53 | DM-53 | DRILL MACHINE | ITCO | 1/2" INCH | 1 No. |
| 54 | DM-54 | DRILL MACHINE | ITCO | 1/2" INCH | 1 No. |
| 55 | DM-55 | DRILL MACHINE | ITCO | 1/2" INCH | 1 No. |

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|---|---|---|---|---|---|
| 56 | DM-56 | DRILL MACHINE | ITCO | 1/2" INCH | 1 No. |
| 57 | DM-57 | DRILL MACHINE | ITCO | 1/2" INCH | 1 No. |
| 58 | DM-58 | DRILL MACHINE | ITCO | 1/2" INCH | 1 No. |
| **TAPPING MACHINE** | | | | | |
| 1 | TP-01 | TAPPING MACHINE | ITCO | 3/4" INCH | 1 No. |
| 2 | TP-02 | TAPPING MACHINE | ITCO | 3/4" INCH | 1 No. |
| 3 | TP-03 | TAPPING MACHINE | MACHLESS | 3/4" INCH | 1 No. |
| 4 | TP-04 | TAPPING MACHINE | MACHLESS | 3/4" INCH | 1 No. |
| 5 | TP-05 | TAPPING MACHINE | MACHLESS | 3/4" INCH | 1 No. |
| 6 | TP-06 | TAPPING MACHINE | MACHLESS | 3/4" INCH | 1 No. |
| 7 | TP-07 | TAPPING MACHINE | MACHLESS | 3/4" INCH | 1 No. |
| 8 | TP-08 | TAPPING MACHINE | MACHLESS | 3/4" INCH | 1 No. |
| 9 | TP-09 | TAPPING MACHINE | MACHLESS | 3/4" INCH | 1 No. |
| 10 | TP-10 | TAPPING MACHINE | ITCO | 3/4" INCH | 1 No. |
| 11 | TP-11 | TAPPING MACHINE | ITCO | 3/4" INCH | 1 No. |
| **LAPPING MACHINE** | | | | | |
| 01 | LP-01 | LAPPING MACHINE | MACHLESS | … | 1 No. |
| 02 | LP-01 | LAPPING MACHINE | MACHLESS | … | 1 No. |
| 03 | LP-01 | LAPPING MACHINE | MACHLESS | … | 1 No. |
| 04 | LP-01 | LAPPING MACHINE | MACHLESS | … | 1 No. |
| **LENCER MACHINE** | | | | | |
| 01 | LM-01 | LANCER MACHINE | MACHLESS | 3/4" INCH | 1 No. |
| 02 | LM-02 | LANCER MACHINE | MACHLESS | 3/4" INCH | 1 No. |
| 03 | LM-03 | LANCER MACHINE | MACHLESS | 3/4" INCH | 1 No. |
| 04 | LM-04 | LANCER MACHINE | MACHLESS | 3/4" INCH | 1 No. |
| 05 | LM-05 | LANCER MACHINE | MACHLESS | 3/4" INCH | 1 No. |
| 06 | LM-06 | LANCER MACHINE | MACHLESS | 3/4" INCH | 1 No. |
| 07 | LM-07 | LANCER MACHINE | MACHLESS | 3/4" INCH | 1 No. |
| 08 | LM-08 | LANCER MACHINE | MACHLESS | 3/4" INCH | 1 No. |
| **BUFFING MACHINE** | | | | | |
| 01 | BM-01 | BUFFING MACHINE | … | 5 HP | 1 No. |
| 02 | BM-02 | BUFFING MACHINE | … | 5 HP | 1 No. |
| 03 | BM-03 | BUFFING MACHINE | … | 2 HP | 1 No. |
| 04 | BM-04 | BUFFING MACHINE | … | 2 HP | 1 No. |
| **TRIMMING MACHINE** | | | | | |
| 01 | TP-01 | TRIMMING PRESS | SHRI RAM ENGG.WORKS | … | 1 No. |
| 02 | TP-02 | TRIMMING PRESS | SHRI RAM ENGG. WORKS | … | 1 No. |
| 03 | TP-03 | TRIMMING PRESS | SHRI RAM ENGG. WORKS | … | 1 No. |
| 04 | TP-04 | TRIMMING PRESS | SHRI RAM ENGG. WORKS | … | 1 No. |
| 05 | TP-05 | TRIMMING PRESS | SHRI RAM ENGG. WORKS | … | 1 No. |
| **BANDSHAW MACHINE** | | | | | |
| 01 | BSD-01 | BANDSHAW MACHINE | VARDI MACHINE TOOL | … | 1 No. |
| 02 | BSD-02 | BANDSHAW MACHINE | VARDI MACHINE TOOL | … | 1 No. |

***Unit – II***

| S.NO | MACHINE NO | DESCRIPTION | MAKE | CAPACITY | QTY |
|---|---|---|---|---|---|
| **PRESSURE DIE-CASTING MACHINES** | | | | | |
| 1 | HPDC- 01 | PDC MACHINE | YIZUMI | 180 TON | 1 No. |
| 2 | HPDC- 02 | PDC MACHINE | LK | 200 TON | 1 No. |
| 3 | HPDC- 03 | PDC MACHINE | LK | 400 TON | 1 No. |
| 4 | HPDC- 04 | PDC MACHINE | YIZUMI | 400 TON | 1 No. |
| 5 | HPDC- 05 | PDC MACHINE | YIZUMI | 900 TON | 1 No. |
| **FURNACE UNIT** | | | | | |
| 1 | FUR- 01 | 180 TON – MELTING CUM HOLDING FURNACE | SILCARB | 300 KG | 1 No. |
| 2 | FUR- 02 | 200 TON – MELTING CUM HOLDING FURNACE | SILCARB | 500 KG | 1 No. |
| 3 | FUR- 03 | 400 TON 1– MELTING CUM HOLDING FURNACE | SILCARB | 500 KG | 1 No. |
| 4 | FUR- 04 | 400 TON 2 - MELTING CUM HOLDING FURNACE | SILCARB | 500 KG | 1 No. |
| 5 | FUR- 05 | 900 TON – MELTING CUM HOLDING FURNACE | SILCARB | 300 KG | 1 No. |
| **DEGASSING MACHINE** | | | | | |
| 1 | DG-01 | DEGASSING MACHINE | FEBTECH | -- | 1 No. |
| **VACCUM MACHINE** | | | | | |
| 2 | VM-01 | VACCUM MACHINE | FEBTECH | 0-750mm Hg | 1 No. |
| **UTILITIES** | | | | | |
| 1 | AC-01 | AIR COMPRESSOR | KAISER | 22 KW | 1 No. |

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|---|---|---|---|---|---|
| 2 | AC-02 | AIR COMPRESSOR | KAISER | 37 KW | 1 No. |
| 3 | AC-03 | AIR COMPRESSOR | KAISER | 45 KW | 1 No. |
| 4 | CT-01 | COOLING TOWER | QUALITY COOLING TOWER | 150 TR | 1 No |
| 5 | EC-03 | EOT CRANE | CARRYMORE | 5 TON | 1 No |
| **VMC MACHINES** | | | | | |
| 1 | VMC-01 | VMC | FANUC | 400/500 LENGTH | 1 No. |
| 2 | VMC-02 | VMC | FANUC | 400/500 LENGTH | 1 No. |
| 3 | VMC-03 | VMC | FANUC | 400/500 LENGTH | 1 No. |
| 4 | VMC-04 | VMC | FANUC | 400/500 LENGTH | 1 No. |
| 5 | VMC-05 | VMC | FANUC | 400/500 LENGTH | 1 No. |
| 6 | VMC-06 | VMC | FANUC | 400/500 LENGTH | 1 No. |
| 7 | VMC-07 | VMC | FANUC | 400/500 LENGTH | 1 No. |
| 8 | VMC-08 | VMC | FANUC | 400/500 LENGTH | 1 No. |
| 9 | VMC-09 | VMC | FANUC | 400/500 LENGTH | 1 No. |
| 10 | VMC-10 | VMC | FANUC | 400/500 LENGTH | 1 No. |
| 11 | VMC-11 | VMC | FANUC | 400/500 LENGTH | 1 No. |
| 12 | VMC-12 | VMC | FANUC | 400/500 LENGTH | 1 No. |
| 13 | VMC-13 | VMC | FANUC | 400/500 LENGTH | 1 No. |
| **CNC MACHINES** | | | | | |
| 1 | CNC- 01 | CNC | ACE | 8" INCH | 1 No. |
| 2 | CNC- 02 | CNC | ACE | 8" INCH | 1 No. |
| 3 | CNC- 03 | CNC | ACE | 8" INCH | 1 No. |
| 4 | CNC- 04 | CNC | ACE | 8" INCH | 1 No. |
| 5 | CNC- 05 | CNC | ACE | 8" INCH | 1 No. |
| 6 | CNC- 06 | CNC | ACE | 8" INCH | 1 No. |
| 7 | CNC- 07 | CNC | ACE | 8" INCH | 1 No. |
| 8 | CNC- 08 | CNC | ACE | 8" INCH | 1 No. |
| 9 | CNC- 09 | CNC | ACE | 8" INCH | 1 No. |
| 10 | CNC- 10 | CNC | ACE | 8" INCH | 1 No. |
| 11 | CNC- 11 | CNC | ACE | 8" INCH | 1 No. |
| **SPM MACHINES** | | | | | |
| 1 | SPM-01 | SPM | IB INDUSTRIES | … | 1 No. |
| 2 | SPM-02 | SPM | IB INDUSTRIES | … | 1 No. |
| 3 | SPM-03 | SPM | IB INDUSTRIES | … | 1 No. |
| 4 | SPM-04 | SPM | IB INDUSTRIES | … | 1 No. |
| **LEAK TEST MACHINE** | | | | | |
| 1 | LT-01 | LEAK TESTING | HITECH AUTOMATION | … | 1 No. |
| 2 | LT-02 | LEAK TESTING | HITECH AUTOMATION | … | 1 No. |
| 3 | LT-03 | LEAK TESTING | HITECH AUTOMATION | … | 1 No. |
| 4 | LT-04 | LEAK TESTING | PARAMETRIC SPM & AUTOMATION | … | 1 No. |
| 5 | LT-05 | LEAK TESTING | PARAMETRIC SPM & AUTOMATION | … | 1 No. |
| 6 | LT-06 | LEAK TESTING | PARAMETRIC SPM & AUTOMATION | … | 1 No. |
| 7 | LT-07 | LEAK TESTING | PARAMETRIC SPM & AUTOMATION | … | 1 No. |
| 8 | LT-08 | LEAK TESTING | PARAMETRIC SPM & AUTOMATION | … | 1 No. |

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|---|---|---|---|---|---|
| 9 | LT-09 | LEAK TESTING | PARAMETRIC SPM & AUTOMATION | … | 1 No. |
| 10 | LT-10 | LEAK TESTING | PARAMETRIC SPM & AUTOMATION | … | 1 No. |
| **DRILL MACHINE** | | | | | |
| 1 | DM-01 | DRILL MACHINE | MACHLESS | 1/2" INCH | 1 No. |
| 2 | DM-02 | DRILL MACHINE | MACHLESS | 1/2" INCH | 1 No. |
| 3 | DM-03 | DRILL MACHINE | MACHLESS | 1/2" INCH | 1 No. |
| 4 | DM-04 | DRILL MACHINE | IMACHLESS | 1/2" INCH | 1 No. |
| **LENCER MACHINE** | | | | | |
| 1 | LM-01 | LANCER MACHINE | MACHLESS | 3/4" INCH | 1 No. |
| **TRIMMING PRESS ASSEMBLY MACHINE HERO PARTS** | | | | | |
| 01 | TPA-01 | TRIMMING PRESS ASS. | IB INDUSTRIES | … | 1 No. |
| 02 | TPA-02 | TRIMMING PRESS ASS. | IB INDUSTRIES | … | 1 No. |
| 03 | TPA-03 | TRIMMING PRESS ASS. | IB INDUSTRIES | … | 1 No. |
| 04 | TPA-04 | TRIMMING PRESS ASS. | IB INDUSTRIES | … | 1 No. |
| 05 | TPA-05 | TRIMMING PRESS ASS. | IB INDUSTRIES | … | 1 No. |

**Based on certified copy of the techno economic viability (TEV) study report of M/s. Garg & Associates dated September 25, 2025*

## CAPACITY AND CAPACITY UTILIZATION

The Company is having two units situated at Faridabad, Haryana and the following table sets forth details of our aggregate annual installed capacity and production volumes, during the relevant periods.

| Particulars | FY 2022-23 | FY 2023-24 | FY 2024-25 |
|---|---|---|---|
| Plant Capacity (in Ton) | 3,020 | 3,441 | 3,771 |
| Quantity Produced (in Ton) | 2,356 | 2,791 | 3,190 |
| Utilization (%) | 78.01% | 81.11% | 84.58% |

## UTILITIES & INFRASTRUCTURE FACILITIES

**Infrastructure Facilities: -**

Our manufacturing facilities including our registered office are well-equipped for our business operations to function smoothly.

**Power: -**

Our Company has availed sanctioned power connections from Dakshin Haryana Bijli Vitran Nigam (DHBVN) with a load capacity of 1,490 KVA for Unit 1 and 750 KVA for Unit 2, which adequately meets the current and future power requirements of our manufacturing activities. We have ensured arrangements for regular and uninterrupted power supply at our manufacturing facilities to support smooth and continuous operations.

In addition, we have installed a 95 kWp solar power generation system at our manufacturing facility Unit 1, which has been procured from Abha Marketing, an authorised channel partner of Tata Power Solar.

**Water: -**

Water is primarily used at our manufacturing facilities for production processes, including product washing, casting, fire safety systems, drinking, and sanitation purposes. Our Company sources water from Haryana Shehri Vikas Pradhikaran (HSVP, formerly HUDA) to meet these requirements.

Additionally, we have installed a Reverse Osmosis (R.O.) plant at our manufacturing facilities to ensure the availability of clean and purified water, particularly for drinking use. The R.O. system has been procured on a rental basis from Micro Water Solutions, Noida.

## INVENTORY MANAGEMENT

Our Company follows a structured approach to inventory management aimed at ensuring optimal utilization of resources, minimizing wastage, and supporting uninterrupted production. Inventory management covers raw materials, work-in-progress (WIP), finished goods, and scrap, enabling visibility and traceability across the manufacturing value chain.

Raw materials, including aluminium and zinc alloys ingots, are stored in designated storage areas and issued based on the First-In-First-Out (FIFO) principle. This ensures effective utilization of older stock and helps maintain quality and traceability. At present, issuance and tracking are primarily managed manually, while our ERP system is progressively being integrated to strengthen monitoring of raw material movement and consumption.

As materials move into production, they are recorded as WIP and tracked through every stage—melting, casting, machining, and finishing—to support production planning, capacity utilization, and early identification of bottlenecks. This process also aligns production output with customer delivery schedules.

Finished goods are stored in a dedicated Finished Goods (FG) warehouse, sorted and labelled according to dispatch priorities and customer requirements. Packing and labeling follow standard operating procedures to preserve product integrity during storage and transit. Inventory levels are reviewed regularly to optimize warehousing costs and avoid overproduction.

**Key Features IOT PDC & Machining Process:**

- Real Time production monitoring.
- Real Time rejection monitoring.
- Real Time down time monitoring.
- Real Time production efficiency.

**Interlinkage & monitoring:**

1- FPA Reports

2- In process Reports

3- Process parameters reports

4- Tool life monitoring

Scrap generated, both metallic and non-metallic, is weighed, categorized, and recorded. This allows us to identify opportunities for yield improvement and material recovery, thereby contributing to cost control and sustainability goals.

While certain modules of our ERP are already operational—covering order management, dispatch, finance, and compliance—the Company is in the process of implementing advanced modules for production and inventory management. Once fully integrated, the ERP system will provide seamless coordination across production, purchase, stores, dispatch, and finance, ensuring real-time data visibility, enhanced material accountability, and improved operational efficiency.

## MAJOR MILESTONES

| Year | Milestone | Details |
|---|---|---|
| **1998** | Company Establishment | HGI Automotives Pvt. Ltd. established at 27/45 Laxmi Rattan Lal Complex, NIT Faridabad |
| **2000** | Premises Expansion | New premises acquired on lease basis at Plot No. 295, Sector 24, Faridabad |
| **2002** | ISO Certification | Received ISO 9001:2008 certificate for Quality Management System |
| **2005** | New Client Association | Work started with LG Electronics |
| **2012** | Factory Relocation | Shifted to new leased premise at Plot No. 19, Sector 58, Faridabad |
| **2018** | Quality Standard Upgrade | Implemented IATF 16949:2016 Quality Management System |
| **2020** | Export & Machining Facility | Started export business and established in-house machining facility |
| **2021** | Training Center Launch | Started In-House Training Center (MINI DOJO) |
| **2023** | Powder Coating Facility | Started in-house powder coating operations |
| **2023** | Smart Factory | Established IoT-enabled smart factory |
| **2023** | Automation in Die Casting | Commissioned fully automatic die casting machine |
| **2024** | New Automated Factory | New automated factory at Plot No. 1105, Sector 58, Faridabad (HGI Unit-2) |
| **2024** | New Client Collaboration | Associated with Hero MotoCorp (HMCL) |
| **2025** | Environmental & Safety Certifications | Received ISO 14001:2015 (Environmental Management Systems) & ISO 45001:2018 (Occupational Health and Safety Management Systems) from QACA |

## AWARDS AND ACCREDITION

Our company has been awarded with following awards as on the date of filing of this Draft Prospectus:

| Sr. No. | Particulars | Financial Year | Award/(s) |
|---|---|---|---|
| 1. | From UNO MINDA Group for "On Time Response in FY 2014-15" | 2015 | |

| | | | |
|---|---|---|---|
| 2. | from Honda Siel Power Products Ltd. for Continuous support & association in supplier convention | 2017 | |
| 3. | From LG for Best Quality Performance Award Yr 2018 | 2018 | |
| 4. | 2nd Runner up in 7th Plant Level Vendor Partner Quality Circle Competition | 2021 | |
| 5. | From LG Best Delivery Performance Award Yr 2022 | 2022 | |
| 6. | MSME ZED Silver certificate & Approved Vendor from Export Company USA | 2023 | |

| | | | |
|---|---|---|---|
| 7. | from Mitsuba India Private Limited for Best Support | 2024 | |
| 8. | MSME ZED Gold certificate from Maverick Quality Advisory Services Private Limited | 2025 | |

## HUMAN RESOURCES

Our manpower is a prudent mix of the experienced and young people which gives us the dual advantage of stability and growth, along with assurance of quality. As on July 31, 2025, our Company has employed 115 permanent employees and 381 contract labour employees.

Department wise bifurcation of our permanent employees as on July 31, 2025 are as follows:

| Department | No. of Employees |
|---|---|
| Management | 4 |
| Admin, Compliance and Finance Department | 10 |
| Human Resource Department | 4 |
| Purchase and Inventory Department | 5 |
| Operations Department | 55 |
| Sales & Marketing Department | 7 |
| Quality Control and R&D Department | 30 |
| **Total** | **115** |

## WEBSITE

| Sr. No. | Domain Name | Registry Domain ID | Name of Registrar and ID | Creation Date | Expiry Date |
|---|---|---|---|---|---|
| 1 | hgiautomotives.com | 1595994471_DOMAIN_COM-VRSN | PDR Ltd. b/d/a PublicDomainRegistry.com | 06-May-2010 | 06-May-2026 |

## EXPORT AND EXPORT OBLIGATIONS

Except the following, there are no Export Obligations on the company as on date of this Draft Prospectus;

(Rs. In Lakhs)

| SR. NO. | PARTICULARS | EPCG LICENSE NO. | FOB VALUE TO BE DONE | FOB VALUE DONE | BALANCE FOB |
|---|---|---|---|---|---|
| 1 | 23/08/2024 | 0531027344 | 134.65 | 112.21 | 22.44 |
| Validity | 23/08/2030 | | | | |
| 2 | 23/08/2024 | 0531027346 | 197.36 | 164.47 | 32.89 |
| Validity | 23/08/2030 | | | | |
| 3 | 24/06/2024 | 0531026291 | 529.64 | 441.37 | 88.27 |
| Validity | 24.06.2030 | | | | |

## PROPERTIES

We carry out our business operations from the following Leasehold Properties:

| Sr. No. | Name of Lessor | Name of Lessee | Address of Property | Area | Lease Amount (in INR) | Tenure/ Term | Usage |
|---|---|---|---|---|---|---|---|
| 1 | SSK Automotive Private Limited | HGI Automotives Private Limited | Plot No. 19, Sector-58 Faridabad, Haryana, India, 121004 | 4050 sq. meters | INR 7,00,000/- per annum with 5% escalation every year | For 5 Years from 01/08/2025 To 28/02/2030 | Registered Office and as Manufacturing Unit -I |
| 2 | Global Industrial Enterprises | HGI Automotives Private Limited | Plot No. 1105, Sector-58 Faridabad, Haryana, India, 121004 | 4000 sq. meters | INR 8,50,000/- per annum with 5% escalation every year | For 5 Years from 01/08/2023 to 31/07/2026 | As Manufacturing Unit -II |

## INSURANCE

We maintain a range of insurance policies to cover our assets, risks and liabilities. Substantially all of our insurance policies related to our registered office, manufacturing Unit –2, our movable and immovable properties provide appropriate coverage in relation to fire, explosions, floods, inundations, earthquakes, landslides. We constantly evaluate the risks in an effort to be sufficiently covered for all known risks. We believe that the amount of insurance coverage presently maintained by us represents an appropriate level of coverage required to insure our business and operations and is in accordance with the industry standard in India.

| S. No. | Insurer Company | Validity Period | Policy No. | Sum Insured (₹ in Lakhs) | Description of Cover under the policy |
|---|---|---|---|---|---|
| 1 | IFFCO TOKIO General Insurance Company Limited | From 07/10/2024 To 06/10/2025 | 43341335 | 5 | Workmen's Compensation Policy for 5 Unskilled, 5 Semi skilled and 5 Skilled at Unit -II |
| 2 | IFFCO TOKIO General Insurance Company Limited | From 07/10/2024 To 06/10/2025 | 43341334 | 5 | Workmen's Compensation Policy for 15 Unskilled, 5 Semi skilled and 5 Skilled at Unit -I |
| 3 | ICICI Lombard General Insurance Company Limited | From: 10/02/2025 To Midnight of 09/02/2026 | 4006/382097404/00/000 | 75 | Money Insurance Policy |
| 4 | ICICI Lombard General Insurance Company Limited | From 05/02/2025 To 04/02/2026 | 1022/379705936/00/000 | 11079.51 | Property All Risk Insurance for Unit -I and II |

## INTELLECTUAL PROPERTY

The details of intellectual property are as under:

| Sr. No. | Brand Name / Logo Trademark | Class | Trademark Application Number | Date of Application | Status |
|---|---|---|---|---|---|
| 1. | HGI AUTOMOTIVES PRIVATE LIMITED | 6 | 6660151 | 08/10/2024 | Applied for |
| 2. | HGI AUTOMOTIVES PRIVATE LIMITED | 12 | 6660152 | 08/10/2024 | Applied for |

For risks relating to the same, please refer to *Risk Factors* in the chapter titled *"Risk Factors"* on page 25 of this Draft Prospectus.

*(The remainder of this page is intentionally left blank.)*

## KEY INDUSTRIAL REGULATIONS AND POLICIES

*The following description is an overview of certain sector-specific relevant laws and regulations in India which are applicable to the operations of our Company and its business. The description of laws and regulations set out below is not exhaustive and is only intended to provide general information to Bidders. The information in this section is neither designed nor intended to be a substitute for professional legal advice and investors are advised to seek independent professional legal advice.*

*The statements below are obtained from publications available in the public domain based on the current provisions of applicable Indian law, and the judicial, regulatory and administrative interpretations thereof, which are subject to change or modification by legislative, regulatory, administrative, quasi-judicial or judicial decisions/actions and our Company or the LM are under no obligation to update the same.*

### BUSINESS AND/OR KEY INDUSTRY RELATED LAWS AND REGULATIONS

***The Factories Act, 1948***

The Factories Act seeks to regulate labour employed in factories and makes provisions for the safety, health and welfare of the workers. An occupier of a factory under the Factories Act, means the person who has ultimate control over the affairs of the factory. The occupier or manager of the factory is required to obtain a registration for the factory. The Factories Act also requires, inter alia, the maintenance of various registers dealing with safety, labour standards, holidays and extent of child labour including their conditions. Further, notice of accident or dangerous occurrence in the factory is to be provided to the inspector by the manager of the factory. The Factories Act requires that the occupier of a factory, i.e., the person who has ultimate control over the affairs of the factory and in the case of a company, any one of the directors, must ensure the health, safety and welfare of all workers especially in respect of safety and proper maintenance of the factory, such that it does not pose health risks, the safe use, handling, storage and transport of factory articles and substances, provision of adequate instruction, training and supervision to ensure workers' health and safety, cleanliness and safe working conditions. The Factories Act also provides for fines to be paid and imprisonment of the manager of the factory in case of any contravention of the provisions of the Factories Act.

***The Bureau of Indian Standards (BIS) Act, 2016 & Automotive Industry Standards (AIS)***

The Automotive Industry Standards (AIS) Committee, along with the Bureau of Indian Standards (BIS), plays a pivotal role in establishing and enforcing safety standards within the automotive sector in India. The AIS Committee, constituted under the aegis of the Ministry of Road Transport and Highways, focuses on formulating and updating standards related to various aspects of vehicle design, construction, and operation to enhance safety on the roads. Simultaneously, the Bureau of Indian Standards, a national body responsible for developing and certifying standards across diverse industries, collaborates with the AIS Committee to set benchmarks for the quality and safety of automotive products. These collaborative efforts ensure that vehicles, their components, and associated systems comply with rigorous safety norms, contributing to the overall well-being of road users and promoting a secure automotive environment in the country.

***The Energy Conservation Act, 2001***

This Act, implemented by the Bureau of Energy Efficiency (BEE), promotes efficient use of energy across industries. For energy-intensive manufacturers operating multiple VMCs, CNCs, and die-casting machines, energy consumption and optimization are critical. While such entities may not currently fall under the category of "Designated Consumers" (large-scale units that must appoint certified energy managers and conduct mandatory energy audits), they are encouraged to adopt energy-saving measures. The installation of solar panels, automated machines with servo motors, and Industry 4.0 controls are examples of proactive steps toward energy conservation. BEE provides standards and labels for equipment, and industries that exceed energy consumption norms may face penalties or be ineligible for certain benefits.

***Foreign Trade (Development and Regulation) Act, 1992 ("FTDRA"), the Foreign Trade (Regulation) Rules, 1993 ("FTRR") and the Foreign Trade Policy 2015-2020 ("Foreign Trade Policy")***

The FTDRA provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India. The FTDRA empowers the Central Government to formulate and amend the foreign trade policy. The FTDRA prohibits any person from making an import or export except under an Importer-exporter Code Number ("**IEC**") granted by the director general or any other authorized person in accordance with the specified procedure. The IEC may be suspended or cancelled if the person who has been granted such IEC contravenes, amongst others, any of the provisions of the FTDRA, or any rules or orders made thereunder, or the foreign policy or any other law pertaining to central excise or customs or foreign exchange. The FTDRA also prescribes the imposition of penalties on any person violating its provisions. The FTRR prescribes the procedure to make an application for grant of a license to import or export goods in accordance with the foreign trade policy, the conditions of such license, and the grounds for refusal of a license. The FTDRA empowers the Central Government to, from time to time, formulate and announce the foreign trade policy. The Foreign Trade Policy came into effect in 2017 and requires all importers and exporters to obtain an IEC. Further, pursuant to the policy, the Director General of Foreign Trade may impose prohibitions or restrictions on the import or export of certain goods, for reasons including the protection of public morals, protection of human, animal or plant life or health, and the conservation of national resources. The Foreign Trade Policy also prescribes restrictions on imports or exports in relation to specific countries, organisations, groups, individuals or products. The Foreign Trade Policy also provides for various schemes, including the export promotions capital goods scheme and duty exemption/remission schemes. India's current Foreign Trade Policy (2015-20) (as extended until September 30, 2022, and thereafter, extended till March 31, 2023) envisages helping exporters leverage benefits of GST, closely monitoring export performances, increasing ease of trading across borders, increasing realization from India's agriculture-based exports and promoting exports from MSMEs and labour-intensive sectors.

***The Indian Contract Act,1872("Contract Act")***

The Indian Contract Act lays down the essentials of a valid contract, it provides a framework of rules and regulations that govern the validity, execution and performance of a contract and codifies the way in which a contract may be entered into, executed, implementation of the provisions of a contract and effects of breach of a contract. The Contract Act consists of limiting factors subject to which contract may be entered into, executed and the breach enforced. The contracting parties themselves decide the rights and duties of parties and terms of agreement.

***The SpecificReliefAct,1963("Specific Relief Act")***

The Specific Relief Act is complementary to the provisions of the Contract Act and the Transfer of Property Act, as the Act applies both to movable property and immovable property. The Act applies in cases where the Court can order specific performance of a contract. Specific relief can be granted only for the purpose of enforcing individual civil rights and not for the mere purpose of enforcing a civil law. Specific performance means the Court will order the party to perform his part of agreement, instead of imposing on many monetary liability to pay damages to another party.

***Transfer of Property Act, 1882***

The Transfer of Property Act, 1882 (the "T.P. Act") governs the transfer of property, including immovable property, between natural persons excluding a transfer by operation of law. The T.P. Act establishes the general principles relating to the transfer of property, including among other things, identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property. The T.P. Act also provides for the rights and liabilities of the vendor and purchaser in case of a transaction relating to sale of property and the lessor and lessee if the transaction involves lease of land, as the case may be.

***The Registration Act, 1908("Registration Act")***

The Registration Act, was passed to consolidate the enactments relating to the registration of documents. The main purpose for which the Registration Act was designed was to ensure information about all deals concerning land so that correct land records could be maintained. The Registration Act is used for proper recording of transactions relating to other immovable property also. The Registration Act provides for registration of other documents also, which can give these documents more authenticity. Registering authorities have been provided in all the districts for this purpose.

***The Sale of Goods Act, 1930 (Sale of Goods Act)***

The law relating to the sale of goods is codified in the Sale of Goods Act, 1930. It defines sale and agreement to sell as a contract whereby the seller transfers or agrees to transfer the property in goods to the buyer for a price and provides that there may be a contract of sale between part owner and another and that the contract of sale may be absolute or conditional.

***The Micro, Small and Medium Enterprises Development Act, 2006 ("MSME Act")***

MSME Act was enacted to provide for facilitating the promotion and development and enhancing the competitiveness of micro, small and medium enterprises. Any person who intends to establish (a) a micro or small enterprise, at its discretion; (b) a medium enterprise engaged in providing or rendering of services may, at its discretion; or (c) a medium enterprise engaged in manufacture or production of goods pertaining to any industry specified in the First Schedule to the Industries (Development and Regulation) Act, 1951 is required to file a memorandum before such authority as specified by the State Government or the Central Government. Accordingly, in exercise of this power under the MSME Act, the Ministry of Micro, Small and Medium Enterprises notification dated September 18, 2015 specified that every micro, small and medium enterprises is required to file a Udyog Adhaar Memorandum in the form and manner specified in the notification.

***Consumer Protection Act, 2019***

Few of the provisions of The Consumer Protection Act, 2019 ("COPRA") have been notified vide notification No. S.O. 2421(E), dated 23rd July 2020 thus repealing the respective provisions of Consumer Protection Act, 1986. However, the provisions of Consumer Protection Act, 1986, are still valid to the extent COPRA being not notified. The Consumer Protection Act provides a mechanism for the consumer to file a complaint against a service provider in cases of unfair trade practices, restrictive trade practices, deficiency in services, price charged being unlawful and food served being hazardous to life. It also places product liability on a manufacturer or product service provider or product seller, to compensate for injury or damage caused by defective product or deficiency in services. It provides for a three-tier consumer grievance redressal mechanism at the national, state and district levels. Non-compliance of the orders of the redressal commissions attracts criminal penalties. The COPRA has brought e-commerce entities and their customers under its purview including providers of technologies or processes for advertising or selling, online market place or online auction sites. The COPRA also provides for mediation cells for early settlement of the disputes between the parties.

***Negotiable Instruments Act,1881***

In India, cheques are governed by the Negotiable Instruments Act, 1881, which is largely a codification of the English Law on the subject. To ensure prompt remedy against defaulters and to ensure credibility of the holders of the negotiable instrument a criminal remedy of penalty was inserted in Negotiable Instruments Act, 1881 in form of the Banking, Public Financial Institutions and Negotiable Instruments Laws (Amendment), 1988 which were further modified by the Negotiable Instruments (Amendment and Miscellaneous Provisions) Act, 2002. The Act provides effective legal provision to restrain people from issuing cheques without having sufficient funds in their account or any stringent provision to punish them in the event of such cheques not being honored by their bankers and returned unpaid. Section 138 of the Act, creates statutory offence in the matter of dishonor of cheques on the ground of insufficiency of funds in the account maintained by a person with the banker which is punishable with imprisonment for a term which may extend to two years, or with fine which may extend to twice the amount of the cheque, or with both.

***The Arbitration and Conciliation Act, 1996***

This Act was enacted by Parliament in the Forty-seventh Year of the Republic of India to consolidate and amend the law relating to domestic arbitration, international commercial arbitration and enforcement of foreign arbitral awards as also to define the law relating to conciliation and for matters connected therewith or incidental thereto. The main objectives of the Act are to comprehensively cover international and commercial arbitration and conciliation as also domestic arbitration and conciliation, to make provision for an arbitral procedure which is fair, efficient and capable of meeting the needs of the specific arbitration, to provide that the arbitral tribunal gives reasons for its arbitral award, to ensure that the arbitral tribunal remains within the limits of its jurisdiction, to minimize the supervisory role of courts in the arbitral process, to permit an arbitral tribunal to see mediation, conciliation or other procedures during the arbitral proceedings to encourage settlement of disputes, to provide that every final arbitral award is enforced in the same manner as if it were a decree of the court, to provide that a settlement agreement reached by the parties as a result of conciliation proceedings will have the same status and effect as an arbitral award on agreed terms on the substance of the dispute rendered by an arbitral tribunal and to provide that, for purposes of enforcement of foreign awards, every arbitral award made in a country to which one of the two International Conventions relating to foreign arbitral awards to which India is a party applies, will be treated as a foreign award.

***Indian Stamp Act, 1899***

Stamp duty in relation to certain specified categories of instruments as specified under Entry 91 of the Union list mentioned in the Seventh Schedule of the Constitution of India, is governed by the provisions of the Indian Stamp Act, 1899 (the "Act"), all others instruments are required to be stamped, as per the rates laid down by the State Governments. Stamp duty is required to be paid on such category of transaction documents laid down under the various laws of the states, which denotes that stamp duty was paid before the document became legally binding. The stamp duty has to be paid on such documents or instruments and at such rates which have been specified in the First Schedule of the Act. Instruments as mentioned in the said schedule of the Act, if are not duly stamped are not admissible in the court of law as valid evidence for the transaction contained therein. The Act also provides for impounding of instruments which are not sufficiently stamped or not stamped at all. Unstamped and deficiently stamped instruments can be impounded by the relevant authorities and validated by imposing of penalty on the parties. The amount of penalty payable on such instruments may vary from state to state.

***The Motor Vehicles Act, 1988/ The Motor Vehicles Rules, 1989***

The Motor Vehicles Act, 1988, and its corresponding rules from 1989 encompass provisions related to auto components within the broader regulatory framework governing motor vehicles in India. These regulations address the manufacturing, quality standards, and certification processes for auto components. The Act emphasizes the importance of ensuring that vehicles and their components meet specified safety and emission standards. It grants the authorities the power to prescribe norms for the design, construction, and operation of vehicles, including the components therein. The Motor Vehicles Rules, 1989, provide additional details on compliance procedures, quality control measures, and the documentation required for the approval and certification of auto components. This holistic approach ensures that the auto components used in vehicles adhere to established standards, promoting road safety and environmental sustainability

***Companies Act, 2013("Companies Act")***

The Companies Act deals with laws relating to companies and certain other associations. The Companies Act primarily regulates the formation, financing, functioning, and winding up of companies. The Companies Act prescribes regulatory mechanisms regarding all relevant aspects, including organizational, financial, and managerial aspects of companies. It deals with issue, allotment and transfer of securities and various aspects relating to company management. It provides for standard of disclosure in public issues of capital, particularly in the fields of company management and projects, information about other listed companies under the same management, and management perception of risk factors.

***SEBI Regulations***

Securities and Exchange Board of India is the regulatory body for securities market transactions including regulation of listing and delisting of securities. It forms various rules and regulations for the regulation of listed entities, transactions of securities, exchange platforms, securities market and intermediaries thereto. Apart from other rules and regulations, listed entities are mainly regulated by 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.

***The Insolvency and Bankruptcy Code, 2016***

The Insolvency and Bankruptcy Code, 2016 (the "code") cover Insolvency of individuals, unlimited liability partnerships, Limited Liability Partnerships (LLPs) and Companies. The Code establish an Insolvency Regulator (The Insolvency and Bankruptcy Board of India) to exercise regulatory oversight over (a) Insolvency Professionals, (b) Insolvency Professional Agencies and (c) Information Utilities. Any creditor in the nature of financial or operational, in case of nonpayment of its debt within the due date have the right to file an insolvency and bankruptcy against the debtor under the Code with the appropriate authority. The Code has established fast track insolvency resolution process for all companies and other business entities. The process will have to be completed within 90 days, which may be extended up to 45 more days if 75% of financial creditors agree. Extension shall not be given more than once.

***State Laws***

We operate in Haryana state. Accordingly, legislations passed by the state governments are applicable to us in the state. These include legislations relating to, among others, Shops and Establishment Act, classification of fire prevention and safety measures and other local licensing. Further, we require several approvals from local authorities such as municipal bodies. The approvals required may vary depending on the state and the local area.

***Municipality Laws***

Pursuant to the Constitution (Seventy-Fourth Amendment) Act, 1992, the respective state legislatures in India have power to endow the municipalities with power to implement schemes and perform functions in relation to matters listed in the Twelth Schedule to the Constitution of India. The respective of India have enacted laws empowering the municipalities to issue trade license for operating eating outlets and the implementation of regulations relating to such license along with prescribing penalties for non-compliance.

***Approvals from Local Authorities***

Setting up of a factory or manufacturing / housing unit entails the requisite planning approvals to be obtained from the relevant Local Panchayat(s) outside the city limits and appropriate Metropolitan Development Authority within the city limits. Consents are also required from the state pollution control board(s), the relevant state electricity board(s), the state excise authorities, sales tax, among others, are required to be obtained before commencing the building of a factory or the start of manufacturing operations.

## TAX RELATED LAWS AND REGULATIONS:

***Income Tax Act, 1961***

The IT Act is applicable to every Company, whether domestic or foreign whose income is taxable under the provisions of theITActorRulesmadethereunderdependinguponitsResidentialStatusandTypeofIncomeinvolved.TheITActprovides for the taxation of persons

resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every Company which is assessed for income tax under the IT Act is required to comply with the provisions thereof, including those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like. Every such Company is also required to file its returns by September 30 of each assessment year.

***Goods and Services Tax Act, 2017***

The GST Act levies indirect tax throughout India to replace many taxes levied by the Central and State Governments. The GST Act was applicable from July 1, 2017 and combined the Central Excise Duty, Commercial Tax, Value Added Tax (VAT), Food Tax, Central Sales Tax (CST), Introit, Octroi, Entertainment Tax, Entry Tax, Purchase Tax, Luxury Tax, Advertisement Tax, ServiceTax, Customs Duty, Surcharges. GST is levied on all transactions such as sale, transfer, purchase, barter, lease, or import of goods and/or services. India has adopted a dual GST model, meaning that taxation is administered by both the Union and State Governments. Transactions made within a single state are levied with Central GST(CGST) by the Central Government and State GST (SGST) by the government of that state. For inter-state transactions and imported goods or services, an Integrated GST (IGST) is levied by the Central Government.

***Customs Act, 1962***

The provisions of the Customs Act, 1962 and rules made there under 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 requiring to import or export any goods is first required to get it registered and obtain an IEC (Importer Exporter Code). Imported goods in India attract basic customs duty, additional customs duty and education cess. The rates of basic customs duty are specified under the Customs Tariff Act 1975. Customs duty is calculated on the transaction value of the goods. Customs duties are administrated by Central Board of Excise and Customs under the Ministry of Finance.

## LAWS RELATED TO FOREIGN TRADE:

***Foreign Exchange Management Act, 1999 ("FEMA") and Regulations framed thereunder***

Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Industrial Policy and Promotion, Ministry of Commerce & Industry, Government of India. As laid down by the FEMA Regulations no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the 'automatic route' within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIPB and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 ("FEMA Regulations") to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India and Foreign Exchange Management (Export of Goods and Services) Regulations, 2000 for regulation on exports of goods and services. 100 % FDI is permitted under the automatic route in the IT sector.

***The Foreign Trade Act (Development and Regulation) Act, 1992 (the "Foreign Trade Act")***

The Foreign Trade Act has empowered the Government to make provisions for the development as well asregulation of foreign trade by the way of facilitating imports into as well as augmenting exports from the countryand in all the other matters related to foreign trade. It authorizes the government to formulate as well as announcethe export and import policy and to keep amending the same on a timely basis. The government has also beengiven wide power to prohibit, restrict and regulate exports and imports in general as well as specified cases offoreign trade. The Foreign Trade Act provides for certain appointments, especially that of the Director-Generalto advise the Central Government in formulating import and export policy and to implement the same. Further,the act commands every importer as well as exporter to obtain a code number called the Importer Exporter CodeNumber (IEC) from the Director-General or the authorized officer. The act provides for the balancing of all thebudgetary targets in terms of imports and exports. The principal objectives here include the facilitation of sustaingrowth as to the exports of the country, the distribution of quality goods and services to the domestic consumerat internationally competitive prices, stimulation of sustained economic growth by providing access to essential raw materials as well as enhancement of technological strength, industry as well as services and improvementof their competitiveness to meet all kinds of requirement of the global markets.

***Foreign Trade Policy & Handbook of Procedure***

The Foreign Trade Policy (the "FTP") is notified by the Government in exercise of its powers conferred under the Foreign Trade (Development and Regulation) Act 1962 (the "FTDR Act"). FTP contains all the policies relating to import and export to be followed by the trade, industry and the DGFT authorities. The Handbook of procedure (the "HBP") is notified by the Director General of Foreign Trade by means of a public notice. HB Plays down the procedure to be followed by the exporter and importer or by any licensing authority/Regional authority for the purposes of implementing the FTDR Act. HBP also lays down the various forms, appendices for use by the importers and exporters for availing the various policy benefits

***The Foreign Direct Investment***

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment ("FDI") through press notes and press releases. The Department for Promotion of Industry and Internal Trade (DPIIT), Ministry of Commerce & Industry, Government of India makes policy pronouncements on FDI through Consolidated FDI Policy Circular/Press Notes/Press Releases which are notified by the Department of Economic Affairs (DEA), Ministry of Finance, Government of India as amendments to the Foreign Exchange Management (Non-Debt Instruments) Rules,2019 under the Foreign Exchange Management Act, 1999 (42 of 1999) (FEMA). DPIIT has issued consolidated FDI Policy Circular of 2020("FDIPolicy2020"), which with effect fromOctober15,2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2020 will be valid until an updated circular is issued.

The reporting requirements for any investment in India by a person resident outside India under Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 are specified by the RBI. Regulation 4 of the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 vide notification No. FEMA.395/2019-RB dated 17.10.2019 issued by the RBI stipulates the reporting

requirement for any investment in India by a person resident outside India. All the reporting is required to be done through the Single Master Form (SMF) available on the Foreign Investment Reporting and Management System (FIRMS) platform athttps://firms.rbi.org.in.

Under the current FDI Policy of 2020, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes, and other sectoral regulations.

***Ownership restrictions of FIIs***

Under the portfolio investment scheme, the total holding of all FIIs together with their sub-accounts in an Indian company is subject to a cap of 24% of the paid-up capital of a company, which may be increased upto the percentage of sectoral capon FDI in respect of the said company pursuant to a resolution of the board of directors of the company and the approval of the share holders of the company by a special resolution in a general meeting. The total holding by each FII, or in case an FII is investing on behalf of its sub-account, each sub-account should not exceed 10% of the total paid-up capital of a company.

## LAWS RELATING TO INTELLECTUAL PROPERTY

***Copyright Act, 1957 ("Copyright Act")***

The Copyright Act grants protection to the authors of literary, artistic, dramatic, musical, photographic, cinematographic or sound recording works from unauthorized uses. Various rights including ownership and economic rights are conferred on the author. These include the right to reproduce the work in any form, issue copies to the public, perform it, and offer for sale and hire. Software not attached to any machine for their operations in India are protected under Copyright Act, 1957.

***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 colours or any combination thereof.

***Information Technology Act, 2000***

The Information Technology Act, 2000 (the **"IT Act"**) creates a liability on a body corporate which is negligent in implementing and maintaining reasonable security practices and procedures, and thereby causing wrongful loss or wrongful gain to any person, while possessing, dealing with, or handling any sensitive personal data or information in a computer resource owned, controlled or operated by it but affords protection to intermediaries with respect to third party information liability. The IT Act also provides for civil and criminal liability including compensation, fines, and imprisonment for various computer related offences. These include offences

relating to unauthorised disclosure of confidential information and committing of fraudulent acts through computers, tampering with source code, unauthorised access, publication or transmission of obscene material etc. The IT Act empowers the Government of India to formulate rules with respect to reasonable security practices and procedures and sensitive personal data. Additionally, the IT Act empowers the Government of India to direct any of its agencies to intercept, monitor or decrypt any information in the interest of sovereignty, integrity, defence and security of India, among other things. In April 2011, the Department of Information Technology under the Ministry of Communications and Information Technology notified the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules 2011 under Section 43A of the IT Act and the Information Technology (Intermediaries Guidelines) Rules, 2011 under Section 79(2) of the IT Act.

## LAWS RELATED TO ENVIRONMENT

***National Environmental Policy, 2006***

The dominant theme of this policy is that while conservation of environmental resources is necessary to secure livelihoods and well-being of all, the most secure basis for conservation is to ensure that people dependent on particular resources obtain better livelihoods from the fact of conservation, than from degradation of the resource.

***The Environment Protection Act 1986 (the "Environment Protection Act") and Environment Protection Rules, 1986 (the "Environment Protection Rules")***

The Environment Protection Act was enacted to provide a framework for co-ordination of the activities of various central and state authorities established under previous laws. The Environment Protection Act authorises the central government to protect and improve environmental quality, control and reduce pollution. The Environment Protection Act specifies that no person carrying on any industry, operation or process shall discharge or emit or permit to be discharged or emitted any environmental pollutants in excess of such standards as prescribed. The contravention or failure to comply with the provisions of the Environment Protection Act may attract penalties in the form of imprisonment or fine. Further, the Environment Protection Rules specifies, amongst others, the standards for emission or discharge of environmental pollutants, and restrictions on the handling of hazardous substances in different areas.

***The Water (Prevention and Control of Pollution) Act, 1974 (the "Water Act") and Air (Prevention and Control of Pollution) Act, 1981 ("Air Act")***

The Water Act prohibits the use of any stream or well for the disposal of polluting matter, in violation of the standards set out by the concerned PCB. The Water Act also provides that the consent of the concerned PCB must be obtained prior to opening any new outlets or discharges, which are likely to discharge sewage or effluent. Air (Prevention and Control of Pollution) Act, 1981 (the "**Air Act**") The Air Act requires that any industry or institution emitting smoke or gases must apply in a prescribed form and obtain consent from the state PCB prior to commencing any activity. The state PCB is required to grant or refuse consent within four months of receipt of the application. The consent may contain conditions relating to specifications of pollution control equipment to be installed.

***Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016("Hazardous Waste Rules")***

The Hazardous Waste Rules define the term 'hazardous waste' to include any waste which by reason of physical, chemical, biological, reactive, toxic, flammable, explosive or corrosive characteristics cause danger or is likely to cause danger to health or environment, whether alone or in contact with other wastes or substances including waste specified in the schedules to the Hazardous Waste Rules. In terms of the Hazardous Waste Rules, occupiers, being persons who have control over the affairs of a factory or premises or any person in possession of hazardous or other waste, have been, inter alia, made responsible for safe and environmentally sound management of hazardous and other wastes generated in their establishments and are required to obtain license/ authorization from the respective State PCB for handling, generation, collection, storage, packaging, transportation, usage, treatment, processing, recycling, recovery, pre-processing, co-processing, utilization, selling, transferring or disposing hazardous or other waste.

## LAWS RELATED TO LABOUR LAWS

We are subject to various labour laws for the safety, protection, condition of working conditions, employment terms and welfare of labourers and/or employees of us, such as:

- the Apprentices Act, 1961;
- the Child and Adolescent Labour (Prohibition and Regulation) Act, 1986;
- Contract Labour (Regulation and Abolition) Act, 1970;
- the Employees Provident Fund and Miscellaneous Provisions Act, 1952;
- the Employees State Insurance Act 1948;
- the Equal Remuneration Act, 1976;
- the Industrial Disputes Act, 1947;
- the Industrial Employment (Standing Orders) Act, 1946;
- the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979;
- the Maternity Benefit Act, 1961;
- the Minimum Wages Act, 1948;
- the Payment of Bonus Act, 1965;
- the Payment of Gratuity Act, 1972;
- the Payment of Wages Act, 1936;
- the Public Liability Insurance Act, 1991;
- the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
- the Workmen's Compensation Act, 1923

In order to rationalise and reform labour laws in India, the Government has enacted the following codes:

Code on Wages, 2019, which regulates, inter alia, the minimum wages payable to employees, the manner of payment and calculation of wages and the payment of bonus to employees. It subsumes 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.

Industrial Relations Code, 2020, which consolidates and amends laws relating to trade unions, the conditions of employment in industrial establishments and undertakings, and the investigation and settlement of industrial disputes. It subsumes the Trade Unions Act, 1926, the Industrial Employment (Standing Orders) Act, 1946 and the Industrial Disputes Act, 1947.

Code on Social Security, 2020, which amends and consolidates laws relating to social security. It governs the constitution and functioning of social security organisations such as the employees' provident fund and the ESIC, regulates the payment of gratuity, the provision of maternity benefits, and compensation in the event of accidents to employees, among others. It subsumes various legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, and the Payment of Gratuity Act, 1972.

Occupational Safety, Health and Working Conditions Code, 2020, amends and consolidates laws regarding the occupational safety, health and working conditions of persons employed in an establishment. 248 It subsumes various legislations, including the Factories Act, 1948, and the Contract Labour (Regulation and Abolition) Act, 1970.

Certain portions of the Code on Wages, 2019 and Code on Social Security, 2020, have come into force upon notification by the Ministry of Labour and Employment. The remainder of these codes shall come into force on the day that the Government shall notify for this purpose.

**Other laws**

In addition to the above, our Company also governed by the provisions of the Companies Act, SEBI Regulations and rules framed thereunder, relevant central and state tax laws, foreign exchange and investment laws and foreign trade laws and other applicable laws and regulation imposed by the central and state government and other authorities for over day to day business, operations and administration.

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## HISTORY AND CERTAIN CORPORATE MATTERS

Our Company was originally incorporated as "HGI Automotives Private Limited" a private limited company under the Companies Act, 1956 with the Registrar of Companies ("ROC"), N.C.T. Delhi & Haryana pursuant to Certificate of Incorporation dated June 01, 1998. Subsequently, our Company was converted to a public limited company, pursuant to a special resolution passed by the shareholders of our Company at the Extra-Ordinary General Meeting held on March 19,2025 and the name of our Company was changed from "HGI Automotives Private Limited" to "HGI Automotives Limited", vide certificate of incorporation dated April 22, 2025 issued by the Registrar of Companies, CPC. The CIN of the Company is U35999HR1998PLC033955.

Mr. Suresh Chand Garg and Mrs. Kusum Gupta were the initial subscribers to the Memorandum of Association of our Company. For details regarding the description of our Company's activities, services, products, market, growth, technology, managerial competence, standing with reference to prominent competitors, launch of key products or services, entry in new geographies or exit from existing markets, major suppliers, distributors and customers, segment, capacity/facility creation, capacity built-up, marketing and competition, please refer to the chapters titled **"*Our Business*", "*Our Management*"** and **"*Management's Discussion and Analysis of Financial Position and Results of Operations*"** on pages 121, 161 and 184 respectively, of this Draft Prospectus. Mr. Suresh Chand Garg, Mr. Deepak Gupta, Mrs. Kusum Gupta and SSK Automotive Private Limited are the Promoters of our Company.

As on the date of filing of this Draft Prospectus, the total numbers of equity shareholders are 8 (Eight). For more details on the shareholding of the members, please see the section titled **"*Capital Structure*"** at page no. 54 of this Draft Prospectus.

### ADDRESS OF REGISTERED OFFICE, CORPORATE OFFICE & FACTORY:

| | |
|---|---|
| **Registered Office** | Plot No. 19 Sector-58, Faridabad, Haryana, India, 121001 |

### CHANGES IN REGISTERED OFFICE OF OUR COMPANY:

| Date of Change | From | To | Reason |
|---|---|---|---|
| Upon Incorporation | House No. 139, Sector 23, Faridabad, Haryana, India-121005. | | - |
| May 01, 2004 | House No. 139, Sector 23, Faridabad, Haryana, India-121005. | Plot No. 295, Sector-24, Faridabad, Haryana, India-121005 | To increase operational efficiency |
| September 10, 2015 | Plot No. 295, Sector-24, Faridabad, Haryana, India-121005 | Plot No 19, Sector-58, Faridabad, Haryana, India 121004 | To increase operational efficiency |

### MAIN OBJECTS OF OUR COMPANY

The main objects of our Company as set forth in the Memorandum of Association of our Company are as follows:

1. To manufacture, assemble, buy, sell, distribute, import export, alter, remodel, hire, exchange, repair, service and otherwise deal in all or any type of automobile and engineering parts, spare parts, accessories, components of cycle, rickshaw, motor cycle, scooters, mopeds, motor cars, motor boats, motor launches, motor buses, motor lorries, motor vans, aero planes, sea planes, gliders and other conveyances of all descriptions whether propelled or assisted by means of petrol, spirits steam, gas electricity, animal, atomic or other power and all other engineering goods Including handles, carburetors, fuel tanks, gears, transmission axles, joints springs, suspension and parts, lamps, chains, bodies, frames, ferrous and non-ferrous castings, rubber components, chassis, engines, tyres, tubes, batteries goods, Instruments, appliances and apparatus, Equipments, components., accessories, capable of being used for or in connection with automobile and Agriculture Machinery. Materials Handling Equipments, Control and Measuring Equipments, Electronic and Instrumentation, Robotics and Automation, Transmission Equipment, Machine Tools, Machinery including Special purpose machines.

2. To manufacture, assemble, buy , sell, distribute, import, export, alter, remodel, hire, exchange, repair, service and otherwise deal in all type of non-ferrous and ferrous castings of every kind and description and components for all types of spare parts, accessories and' tools, automobiles including two wheelers, three wheelers and four wheelers, gears, transmission axles, joints, springs, lamps, chains, bodies, frames, chassis, engines, tyres, tubes, batteries, Equipments, components, accessories, appliances, apparatus, raw materials of every kind and description.

3. To manufacture, assemble, buy, sell, distribute, import, export, alter, remodel, hire, exchange, repair, service test and otherwise deal in cycles, bicycles, tricycles, rickshaws, cycles rickshaws, motor cycle and motor vehicles of every kind and description, component parts, spare parts, accessories, tools, implements, materials thereof and product for the transport or conveyance of passengers, merchandise and goods of very nature or description, whether propelled by using on petroleum, diesel oil, steam, oil, vapors, electricity or any other motive or mechanical power.

### MAJOR EVENTS IN THE HISTORY OF OUR COMPANY

There are no major events, milestones and achievements received by the company since its incorporation except as mentioned below.

| Year | Key Events/Milestones/Achievements |
|---|---|
| **1998** | Incorporation of our Company under the name "HGI Automotives Private Limited" |
| **2018** | ISO 9001:2015 issued by Quality Austria |
| **2018** | Awarded Best Quality Performance by LG Electronics |
| **2021** | Awarded in the Quality circle competition by KIAL |
| **2022** | Received "Best Delivery performance award 1 Prize", by LGE Electronics |

| | |
|---|---|
| **2023** | Awarded for Superior Performance in Tool Maintenance by Matherson |
| **2023** | Awarded for Superior Performance in DOJO by Matherson |
| **2023** | Awarded Zed Silver Certificate under MSME Sustainable (ZED) Certification Scheme |
| **2024** | Felicitated with Green Category in VSA Audit and Fire Safety Audit by Maruti Suzuki India Limited (MSIL) |
| **2024** | Best Support Award by Mitsuba India Private Limited |
| **2024** | Awarded in the Quality circle competition by KIAL |
| **2024** | IATF 16949:2016 issued by Quality Austria |
| **2025** | Felicitated with Green card in sustenance audit by Maruti Centre for Excellence (MACE) |

**AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION**

**NAME CLAUSE**

The following changes have been made in Name Clause of our Company since its inception:

| Date of meeting | Type of Meeting | Nature of amendments |
|---|---|---|
| March 19, 2025 | EGM | Our Company was converted into Public Limited Company and name of company was changed from "HGI Automotives Private Limited" to "HGI Automotives Limited" |

**AUTHORIZED SHARE CAPITAL**

The following changes have been made in the Authorized Share Capital of our Company since inception:

| Date of meeting | Type of Meeting | Nature of amendments |
|---|---|---|
| October 26, 2020 | EGM | The Initial Authorized Share Capital of ₹ 50,00,000 (Rupees Fifty lakhs only) consisting of 5,00,000 Equity Shares 10/- each was increased to ₹ 1,50,00,000 (Rupees One Crore Fifty Lakhs only) consisting of 15,00,000 Equity Shares of face value of ₹10/- each. |
| June 17, 2022 | EGM | The Authorized Share Capital of ₹ 1,50,00,000 (Rupees One Crore Fifty Lakhs only) consisting of 15,00,000 Equity Shares of face value of ₹ 10/- each was increased to ₹ 2,50,00,000 (Rupees Two Crore Fifty Lakhs only) consisting of 25,00,000 Equity Shares of face value of ₹10/- each. |
| June 16, 2025 | EGM | The Authorized Share Capital of ₹ 2,50,00,000 (Rupees Two Crore Fifty Lakhs only) consisting of 25,00,000 Equity Shares of face value of ₹ 10/- each was increased to ₹ 25,00,00,000 (Rupees Twenty Five Crore only) consisting of 2,50,00,000 Equity Shares of face value of ₹10/- each |

**OBJECT CLAUSE**

There have been no changes in the Object Clause of our Company as on the date of this Draft Prospectus.

**TIME AND COST OVERRUN**

Our Company has not experienced any significant time and cost overrun in setting up projects.

**DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS/ BANKS**

As of date of this Draft Prospectus, there are no defaults or rescheduling of borrowings from financial institutions or banks or conversion of loans into equity in relation to our Company.

**DETAILS REGARDING MATERIAL ACQUISITION OR DISINVESTMENTS OF BUSINESS / UNDERTAKINGS, MERGERS, AMALGAMATION**

As of date of this Draft Prospectus, there are no material acquisition or disinvestments of business / undertakings, mergers, amalgamation in relation to our Company.

**REVALUATION OF ASSETS**

Our Company has neither revalued its assets nor has issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves in the last ten years.

**HOLDING COMPANY**

As on the date of this Draft Prospectus, our Company does not have a holding company.

**SUBSIDIARIES OF OUR COMPANY**

As on the date of this Draft Prospectus, our Company does not have a Subsidiary company.

**ASSOCIATE OR JOINT VENTURES OF OUR COMPANY**

As on the date of this Draft Prospectus, our Company does not have any associate companies except as specified in the chapter titled ***"Our Promoter and Promoter Group"*** on page 170 of this Draft Prospectus.

**STRATEGIC AND FINANCIAL PARTNERS**

As on date of this Draft Prospectus our Company does not have any strategic and financial partners.

**SHAREHOLDERS AND OTHER AGREEMENTS**

There are no shareholders and other material agreements, apart from those entered into in the ordinary course of business carried on or intended to be carried on by us.

**AGREEMENTS WITH KEY MANAGERIAL PERSONNEL OR A DIRECTOR OR PROMOTERS OR ANY OTHER EMPLOYEE OF THE COMPANY**

There are no agreements entered into except in the ordinary course of business by a Key Managerial Personnel or Director 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.

**PROMOTERS OFFERING ITS SHARES IN THE OFFER FOR SALE**

This is a fresh issue of Equity Shares and our Promoters are not offering their shares in this issue.

**LOCK OUTS AND STRIKES**

There have been no lock outs or strikes at any of the location of our Company as on the date of this Draft Prospectus.

**FRAUDULENT BORROWER**

Our Company or any of our promoter or directors are not declared as 'Fraudulent Borrower' by the lending banks or financial institution or consortium, in terms of RBI master circular dated July 01, 2016.

**GUARANTEES GIVEN BY PROMOTERS**

As on the date of this Draft Prospectus, no guarantee has been issued by our Promoters except as disclosed in the chapter titled **"Financial Indebtedness"** beginning on page 181 of this Draft Prospectus.

**INJUNCTIONS OR RESTRAINING ORDERS**

There are no injunctions/ restraining orders that have been passed against the Company.

**CHANGES IN THE ACTIVITIES OF OUR COMPANY DURING THE LAST FIVE YEARS**

There have been no changes in the activities of our Company during the last five years which may have had a material effect on the profits and loss account of our Company.

**MATERIAL AGREEMENTS**

Our Company has not entered into any material agreements with strategic partners, joint venture partners and/or financial partners, other than in the ordinary course of business of our Company.

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**Our Board of Directors**

In accordance with our Articles of Association, unless otherwise determined in a general meeting of the Company and subject to the provisions of the Companies Act, 2013 and other applicable rules, the number of Directors of the Company shall not be less than 3 and not more than 15. As on date of this Draft Prospectus, we have Five (5) Directors on our Board, which includes One (01) Managing Director, One (01) Whole-time Director, One (01) Non-Executive Woman Director and Two (02) Independent Directors.

Set forth below, are details regarding our Board as on the date of this Draft Prospectus:

| Name, DIN, Date of Birth, Designation, Address, Occupation, Term, Period of Directorship and Nationality | Age (years) | Other Directorships |
|---|---|---|
| **Mr. Suresh Chand Garg**<br>**DIN**: 01546187<br>**Date of Birth**: July 21, 1958<br>**Designation**: Chairman and Managing Director<br>**Address**: House N0- 638, Sector-14, Escorts Nagar Faridabad S.O, Faridabad, Haryana - 121007.<br>**Occupation**: Business<br>**Term**: For a period of five (5) years with effect from April 23, 2025.<br>**Period of Directorship**: Director since June 1, 1998<br>**Nationality**: Indian | 67 | 1. SSK Automotive Private Limited |
| **Mr. Deepak Gupta**<br>**DIN**: 05359794<br>**Date of Birth**: January 29, 1992<br>**Designation**: Whole-time Director and CFO<br>**Address**: House N0- 638, Sector-14, Faridabad, Haryana - 121007.<br>**Occupation**: Business<br>**Term**: For a period of five (5) years with effect from April 23, 2025.<br>**Period of Directorship**: Director Since August 21, 2012<br>**Nationality**: Indian | 33 | 1. SSK Automotive Private Limited |
| **Mrs. Kusum Gupta**<br>**DIN:** 01546191<br>**Date of Birth:** October 08, 1966<br>**Designation:** Non-Executive Director<br>**Address:** House N0- 638, Sector-14, NIT, Faridabad, Haryana – 121007<br>**Occupation:** Business<br>**Term:** NA<br>**Period of Directorship:** Director since June 1, 1998<br>**Nationality:** Indian | 58 | 1. SSK Automotive Private Limited |
| **Mr. Suresh Agarwal**<br>**DIN**: 10941193<br>**Date of Birth**: November 29,1954<br>**Designation**: Non-Executive Independent Director<br>**Address**: House No-1246, Sector-14, Escorts Nagar Faridabad, Haryana-121007<br>**Occupation**: Business<br>**Term**: For a period of five (5) years with effect from April 23, 2025.<br>**Period of Directorship**: Independent Director with effect from April 23, 2025<br>**Nationality**: Indian | 70 | Nil |
| **Vimal Chand Jain**<br>**DIN**: 00145638<br>**Date of Birth**: August 08,1955<br>**Designation**: Non-Executive Independent Director<br>**Address**: House No-778, Near Nasha Mukti kendra, Sector-14, Escorts Nagar Faridabad, Haryana 121007<br>**Occupation**: Professional<br>**Term**: For a period of five (5) years with effect from April 23, 2025.<br>**Period of Directorship**: Independent Director with effect from April 23, 2025<br>**Nationality**: Indian | 70 | Nil |

**Brief Biographies of our Directors**

**Mr. Suresh Chand Garg,** aged 67 years, is the Chairman & Managing Director and Promoter of our Company. He has been associated with our Company since its incorporation on June 1, 1998 and has played a pivotal role in its growth and development. He holds a Pre-University qualification, having completed the Pre-University Examination from Vaish College, Rohtak in April 1976. Mr. Garg possesses over 27 years of experience in the aluminium die casting industry. He brings extensive expertise in mould designing, non-ferrous pressure die cast components, and the high-pressure die casting sector. Under his leadership, the Company has established a strong presence in its domain, with a focus on quality, innovation, and customer satisfaction.

**Mr. Deepak Gupta,** aged 33 years, is the Whole-time Director, Chief Financial Officer, and Promoter of our Company. He has been serving on the Board of Directors since August 21, 2012. He holds a Bachelor of Science degree with First Class Honours in Accounting and Finance from the University of Bradford, United Kingdom, awarded in 2013. Mr. Gupta plays a pivotal role in steering both the technical and commercial functions of the business. His responsibilities span across various domains, including design, production, planning, sales, marketing, and overall strategic management. He possesses over 12 years of specialized experience in the high-pressure die casting industry and has significantly contributed to the Company's growth and operational efficiency.

**Ms. Kusum Gupta,** aged 58 years, is the Non-Executive Director and Promoter of our Company. She has been associated with the Company since its incorporation and has been serving on the Board of Directors since 14th November 2003. She is actively involved in overseeing the Social initiatives and plays a key role in guiding the Company's social outreach and community development programs.

**Mr. Suresh Agarwal,** aged 70 years, is the Independent Director of our Company. He holds a Bachelor of Commerce degree from Panjab University, Department of Commerce and Business Management (1972) and is a qualified Chartered Accountant, having completed his Chartered Accountancy from the Institute of Chartered Accountants of India (ICAI). He is the Proprietor of Indian Abrasives since March 31st, 2000, engaged in the trading business of scraps. His rich professional background and financial acumen contribute valuable insights to the Company's governance and strategic oversight.

**Vimal Chand Jain,** aged 70 years, is the Independent Director of our Company. He holds a Bachelor of Commerce degree from M.S.J College Bharatpur, (1975) and is a qualified Chartered Accountant, having completed his Chartered Accountancy from the Institute of Chartered Accountants of India. Mr. Vimal Jain has been in active practice since September 14, 1983. He has over twenty five years of experience in the areas of finance, taxation, and business management. He has been a Partner at Vimal Chand Jain & Co., where he has worked with clients from various industries, handling financial, tax, and regulatory matters. His practical knowledge and professional experience support the Company's management and decision-making processes.

**As on the date of the Draft Prospectus**

A. None of the above-mentioned Directors are on the RBI List of willful defaulters or Fraudulent Borrowers.

B. None Promoters nor persons forming part of our Promoter Group, our directors or persons in control of our Company or our Company are debarred from accessing the capital market by SEBI.

C. None of the Promoters, Directors or persons in control of our Company, has been or is involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.

D. None of our Directors are/were director of any company whose shares were delisted from any stock exchange(s) up to the date of filling of this Draft Prospectus.

E. None of Promoters or Directors of our Company are a fugitive economic offender.

F. None of our Directors are/were director of any company whose shares were suspended from trading by stock exchange(s) or under any order or directions issued by the stock exchange(s)/ SEBI/ other regulatory authority in the last five years.

G. In respect of the track record of the directors, there have been no criminal cases filed or investigations being undertaken with regard to alleged commission of any offence by any of our directors and none of our directors have been charge- sheeted with serious crimes like murder, rape, forgery, economic offence.

**Relationship between our Directors**

| Name of Director | Designation | Relation |
|---|---|---|
| Mr. Suresh Chand Garg | Chairman and Managing Director | He is the father of Mr. Deepak Gupta |
| | | He is the husband of Mrs. Kusum Gupta |
| Mrs. Kusum Gupta | Non-Executive Director | She is the wife of Mr. Suresh Chand Garg |
| | | She is the mother of Mr. Deepak Gupta |
| Mr. Deepak Gupta | Whole-Time Director and CFO | He is Son of Mr. Suresh Chand Garg and Mrs. Kusum Gupta |

**Arrangements and Understanding with Major Shareholders, Customers, Suppliers and others**

None of our Directors have been appointed pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others pursuant to which of the directors was selected as a director of the Company.

**Payment or Benefit to officers of our Company**

Except as stated otherwise in this Draft Prospectus and any statutory payments made by our Company, no non-salary amount or benefit has been paid, in two preceding years, or given or is intended to be paid or given to any of our Company's officers except remuneration of services rendered as Directors, officers or employees of our Company.

**Service Contracts**

Other than the statutory benefits that the KMPs are entitled to, upon their retirement, Directors and the Key Managerial Personnel of our Company have not entered into any service contracts pursuant to which they are entitled to any benefits upon termination of employment or retirement.

**Borrowing Powers of our Board**

Pursuant to a special resolution passed at an Extra Ordinary General Meeting of our Company held on 10th July,2025 and pursuant to provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the Board of Directors of the

Company be and are hereby authorized to borrow monies from time to time, any sum or sums of money on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by our Company may exceed in the aggregate, its paid up capital and free reserves and security premium (apart from temporary loans obtained / to be obtained from bankers in the ordinary course of business), provided that the outstanding principal amount of such borrowing at any point of time shall not exceed in the aggregate of ₹1,50,00,00,000 (Rupees One Hundred Fifty Crore only).

**Terms of appointment and remuneration of our Managing Director and Whole-time Director**

***Suresh Chand Garg***

Pursuant to a resolution passed by the Board of Directors at the meeting held on April 23, 2025 and approved by the Shareholders of our Company at the EGM held on April 29, 2025, Mr. Suresh Chand Garg is appointed as Chairman and Managing Director of our Company for a period of five (05) years with effect from April 23, 2025 along with the terms of remuneration, which provides that the aggregate of his salary, perquisites, benefits, incentives and allowances) and entitle to reimbursement of expenses. shall be in accordance with Sections 197, 198, Schedule V and other relevant provisions of the Companies Act, 2013 read with the rules prescribed thereunder.

| | |
|---|---|
| **Current Designation** | Chairman & Managing Director |
| **Tenure of Appointment** | 5 years |
| **Basic Salary** | Not exceeding ₹ 50,00,000/- per annum |

***Deepak Gupta***

Pursuant to a resolution passed by the Board of Directors at the meeting held on April 23, 2025 and approved by the Shareholders of our Company at the EGM held on April 29, 2025, Mr. Deepak Gupta was appointed as the Whole-time Director of our Company for a period of 5 years with effect from April 23, 2025, along with the terms of remuneration, which provides that the aggregate of his salary, perquisites, benefits, incentives and allowances) and entitle to reimbursement of expenses. shall be in accordance with Sections 197, 198, Schedule V and other relevant provisions of the Companies Act, 2013 read with the rules prescribed thereunder.

| | |
|---|---|
| **Current Designation** | Whole-Time Director and CFO |
| **Tenure of Appointment** | 5 years |
| **Basic Salary** | Not exceeding ₹ 50,00,000/- per annum. |

**Remuneration details of our Directors**

*i.Remuneration of our Executive Directors*

The aggregate value of the remuneration paid to the Executive Directors in Fiscal 2025 and Fiscal 2024 are as follows:

| S. No. | Name of the Director | Remuneration (₹ in Lakhs) | |
|---|---|---|---|
| | | Fiscal 2025 | Fiscal 2024 |
| 1. | Suresh Chand Garg | 42,00,000 | 42,00,000 |
| 2. | Deepak Gupta | 36,00,000 | 30,00,000 |

*ii. Sitting fee details of our Non-Executive Directors*

No sitting fees was paid to the Non-Executive Directors in Fiscal 2025. Our Board of Directors in their meeting held on 05th July of 2025 have fixed ₹ 5000 per meeting as sitting fee for each of Non-Executive Director for attending meeting of the Board of Directors and Committees of the Board.

**Payment or benefit to Directors of our Company**

Except as disclosed in this Draft Prospectus, no amount or benefit has been paid or given within the two preceding years or is intended to be paid or given to any of the Executive Directors except the normal remuneration for services rendered as a Director of our Company. Additionally, there is no contingent or deferred compensation payable to any of our directors.

**Remuneration paid to our Directors by our Subsidiary**

As on date of this Draft Prospectus, our Company does not have a subsidiary.

**Loans to Directors**

There are no loans that have been availed by the Directors from our Company that are outstanding as on the date of this Draft Prospectus.

**Shareholding of Directors in our Company**

Except as stated below, none of our directors holds any Equity Shares of our Company as on the date of filing of this Draft Prospectus:

| Sr. No. | Name of the Director | Pre- Issue | | Post - Issue | |
|---|---|---|---|---|---|
| | | Number of Equity Shares | % of Pre- Issue Equity Share Capital | Number of Equity Shares | % of Post- Issue Equity Share Capital |
| | | *Promoters & Directors* | | | |
| 1. | Mr. Suresh Chand Garg | 52,78,240 | 30.77 | [●] | [●] |
| 2. | Mr. Deepak Gupta | 31,79,000 | 18.53 | [●] | [●] |

| Sr. No. | Name of the Director | Pre- Issue | | Post - Issue | |
|---|---|---|---|---|---|
| | | Number of Equity Shares | % of Pre- Issue Equity Share Capital | Number of Equity Shares | % of Post- Issue Equity Share Capital |
| 3. | Mrs. Kusum Gupta | 30,68,790 | 17.90 | [●] | [●] |
| | **Total** | **1,15,26,030** | 67.20 | [●] | [●] |

**Shareholding of Directors in our Subsidiaries**

As on date of this Draft Prospectus, our Company does not have a subsidiary.

**Interest of our Directors**

Our Executive Directors may be deemed to be interested to the extent of remuneration paid to them for services rendered as a Director of our Company and reimbursement of expenses, if any, payable to them. For details of remuneration paid to our see "*Terms of appointment and remuneration of our Executive Directors*" above.

Suresh Chand Garg, Deepak Gupta, and Kusum Gupta are Promoters of our Company and may be deemed to be interested in the promotion of our Company to the extent they have promoted our Company. Except as stated above, our directors have no interest in the promotion of our Company other than in the ordinary course of business. Our directors may also be regarded as interested to the extent of Equity Shares held by them in our Company, if any, details of which have been disclosed above under the heading "*Shareholding of Directors in our Company*". All of our Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the Equity Shares.

Our Directors may also be interested to the extent of Equity Shares, if any, held by them or held by the entities in which they are associated as promoters, directors, partners, proprietors or trustees or kartas or coparceners or held by their relatives or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to this Issue. Except as disclosed in **"Restated *Financial Information*"** and **"*Our Promoters and Promoter Group*"** beginning on Page Nos.178, and 170 respectively of this Draft Prospectus, our Director's are not interested in any other company, entity or firm.

Further, All the non-executive directors of the company may be deemed to be interested to the extent of fees, payable to them for attending meetings of the Board or Committee if any as well as to the extent of other remuneration and/or reimbursement of expenses payable to them as per the applicable laws.

Our Promoter Directors have extended personal guarantees in favour of certain banks with respect to the loan facilities availed by our Company from them. For further details, please refer to the chapter titled — "***Financial Indebtedness***" on page 181of this Draft Prospectus.

Further, Our Promoters and Directors Mr. Suresh Chand Garg, Mr. Deepak Gupta, and Mrs. Kusum Gupta shall be deemed to be interested to the extent of salary payment to their relatives and purchases from Promoter Group Entity/(ies). Moreover, they may be considered interested with respect to interest on the Loan provided by them, their relatives and related entities. For further details, please refer to **"*Restated Financial Information - Significant Accounting Policies and Explanatory Notes to the Restated Financial Statements*"** beginning on Page No. 178 of this Draft Prospectus, our Directors do not have any other interest in the business of our Company.

**Interest as to property**

Except as disclosed in this Draft Prospectus, our directors do not have any interest in any property acquired or proposed to be acquired by our Company or of our Company.

**Bonus or Profit-Sharing Plan for our Directors**

None of our Directors are a party to any bonus or profit-sharing plan.

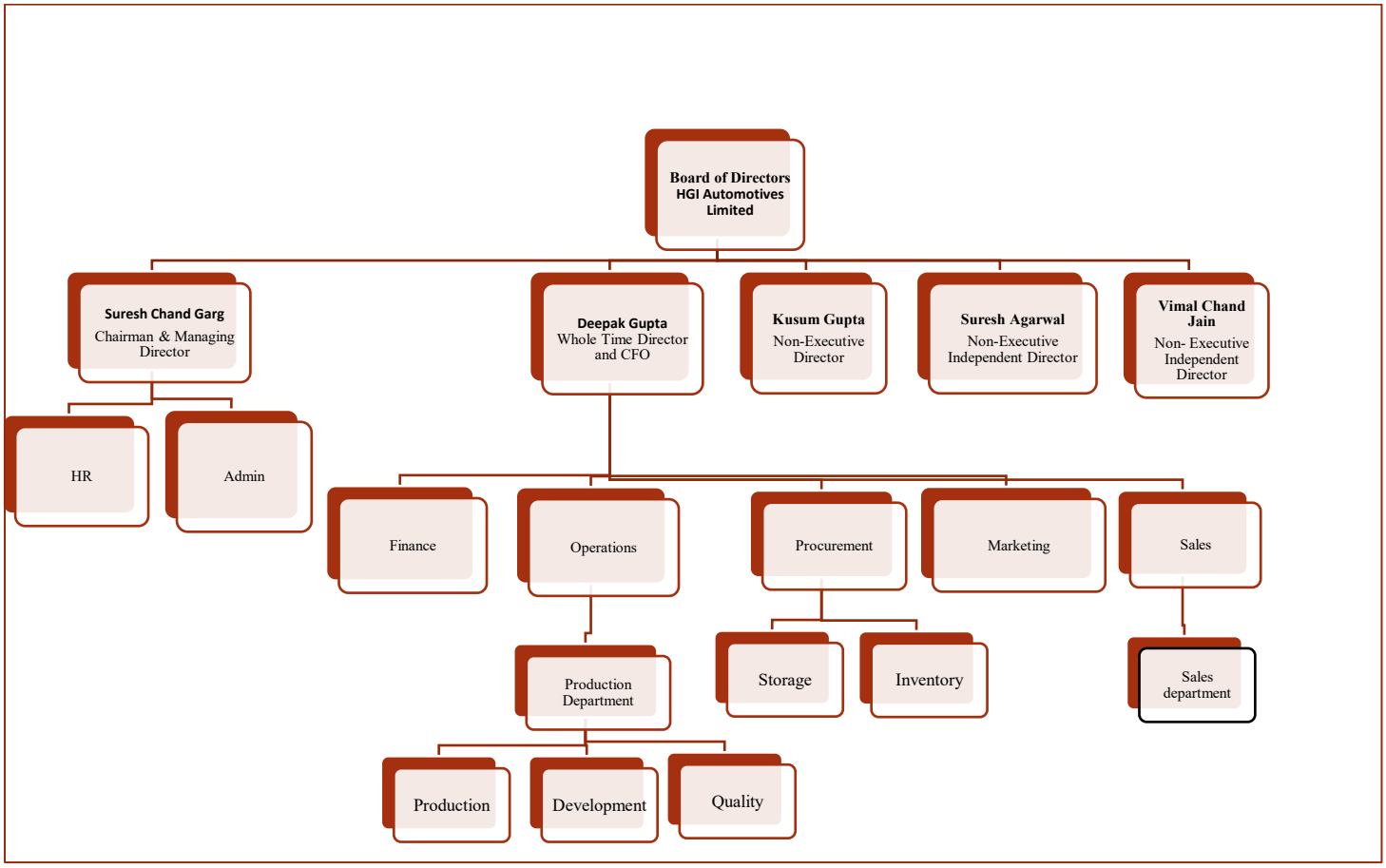
**Changes in our Board of Directors during the Last Three Years**

Except as disclosed below, there have been no changes in our Board of Directors during the last three years.

| Name of Director | Date of Appointment/Change in Designation | Date of Cessation | Reasons for Change/ Appointment |
|---|---|---|---|
| Suresh Chand Garg | 01/12/2024 | - | Appointed as a Managing Director |
| Kusum Gupta | 01/12/2024 | - | Designation Changed to Promoter Director |
| Suresh Agarwal | 23/04/2025 | - | Appointed as Additional Independent Director |
| Vimal Chand Jain | 23/04/2025 | - | Appointed as Additional Independent Director |
| Suresh Chand Garg | 23/04/2025 | - | Change in Designation to Chairman & Managing Director including change in terms and conditions of the appointment |
| Deepak Gupta | 23/04/2025 | - | Appointed as Whole-time director |
| Kusum Gupta | 23/04/2025 | - | Change in Designation as Non-Executive Director |
| Suresh Agarwal | 29/04/2025 | - | Change in Designation as Non-Executive Independent Director |
| Vimal Chand Jain | 29/04/2025 | - | Change in Designation as Non-Executive Independent Director |

**Management Organization Structure**

Set forth is the management organization structure of our Company:




**Corporate Governance**

As our Company is coming with an issue in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time, as on date of this Draft Prospectus, the requirement specified in regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of SEBI (LODR) Regulations, 2015 are not applicable to our Company. In additions to this, the applicable provisions of the Companies Act, 2013 will be applicable to our company immediately up on the listing of Equity Shares on the Stock Exchange. However, our Company has complied with the corporate governance requirement, particularly in relation to appointment of independent directors including woman director on our Board, constitution of an Audit Committee and Nomination and Remuneration Committee. Our Board functions either on its own or through committees constituted thereof, to oversee specific operational areas.

**Composition of Board of Directors**

Composition of Board of Directors is set forth in the below mentioned table:

| Sr. No. | Name of Member | Designation | Status | DIN |
|---|---|---|---|---|
| 1. | Suresh Chand Garg | Chairman & Managing Director | Executive | 01546187 |
| 2. | Deepak Gupta | Whole-Time Director | Executive | 05359794 |
| 3. | Kusum Gupta | Non-Executive Director | Non-Executive | 01546191 |
| 4. | Suresh Agarwal | Independent Director | Non-Executive | 10941193 |
| 5. | Vimal Chand Jain | Independent Director | Non-Executive | 00145638 |

**Committees of our Board**

Our Board has constituted following committees in accordance with the requirements of the Companies Act and SEBI Listing Regulations:

a. Audit Committee;

b. Stakeholders' Relationship Committee; and

c. Nomination and Remuneration Committee

Details of each of these committees are as follows:

***a. Audit Committee***

Our Audit Committee was constituted on 6th June 2025 with the following members forming a part of the said Committee:

| Sr. No. | Name of Member | Designation |
|---|---|---|
| 1. | Vimal Chand Jain | Chairperson |
| 2. | Suresh Agarwal | Member |
| 3. | Deepak Gupta | Member |

The Audit Committee is in compliance with Section 177 of the Companies Act 2013 and Regulation 18 of the SEBI Listing Regulations. The Company Secretary shall act as the secretary of the Audit Committee.

The scope, functions and the terms of reference of our Audit Committee, is in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations which are as follows:

***A. Powers of Audit Committee***

The Audit Committee shall have the following powers:

- To investigate any activity within its terms of reference;
- To seek information from any employee;
- To obtain outside legal or other professional advice; and
- To secure attendance of outsiders with relevant expertise, if it considers necessary

***B. Role of the Audit Committee***

The role of the audit committee shall include the following:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;

2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;

3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

5. 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;

a. Changes, if any, in accounting policies and practices and reasons for the same;
b. Major accounting entries involving estimates based on the exercise of judgment by management;
c. Significant adjustments made in the financial statements arising out of audit findings;
d. Compliance with listing and other legal requirements relating to financial statements;
e. Disclosure of any related party transactions; and
f. Qualifications in the draft audit report.

6. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;

7. 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 utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

8. Monitoring the end use of funds raised through public offers and related matters;

9. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

10. Approval of any subsequent modification of transactions of the company with related parties;
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 Accounting Standards.
Scrutiny of inter-corporate loans and investments;
Valuation of undertakings or assets of the company, wherever it is necessary;

11. Evaluation of internal financial controls and risk management systems;

12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

13. 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;

14. Discussion with internal auditors of any significant findings and follow up there on;

15. 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;

16. 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;

17. 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;

18. Reviewing the functioning of the whistle blower mechanism;

19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

20. Scrutiny of inter- Corporate Loans and Investments;

21. Valuation of undertakings or assets of the company, Wherever it is necessary;

22. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee; and

23. Reviewing the utilization of loans and/or advances from/investments by the holding company in the subsidiary exceeding rupees hundred crores or 100% of the asset size of the subsidiary, whichever is lower including existing loans / advances/ investments, as may be applicable.

24. consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

Further, the Audit Committee shall mandatorily review the following information:

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- Appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- statement of deviations:

a. Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI Listing Regulations.

b. Annual statement of funds utilized for purposes other than those stated in the Issue document/Draft prospectus/notice in terms of Regulation 32(7) the SEBI Listing Regulations.

***b. Stakeholders' Relationship Committee***

Our Stakeholder' Relationship Committee was constituted on 6th June 2025. The members of the said Committee are as follows:

| Sr. No. | Name of Member | Designation |
|---|---|---|
| 1. | Suresh Agarwal | Chairperson |
| 2. | Suresh Chand Garg | Member |
| 3. | Kusum Gupta | Member |

The Stakeholders' Relationship Committee is in compliance with Section 178 of the Companies Act 2013 and Regulation 20 of the SEBI Listing Regulations. The Company Secretary shall act as the secretary of the Stakeholders' Relationship Committee.

The scope and function of the Stakeholders' Relationship Committee is in accordance with Section 178 of the Companies Act, 2013 and the SEBI Listing Regulations and the terms of reference, powers and scope of the Stakeholders' Relationship Committee of our Company include:

- Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipts of annual reports, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.;
- Review of measures taken for effective exercise of voting rights of by shareholders;

 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;

 Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipts of dividend warrants/ annual reports/ statutory notices by the shareholders of the Company; and

 Carrying out any other function as prescribed under the SEBI Listing Regulations as and when amended from time to time.

***c. Nomination and Remuneration Committee***

Our Nomination and Remuneration Committee was constituted on 6th June 2025 with the following members:

| Sr. No. | Name of Member | Designation |
|---|---|---|
| 1. | Suresh Agarwal | Chairperson |
| 2. | Vimal Chand Jain | Member |
| 3. | Kusum Gupta | Member |

The scope and function of the Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act, 2013 and SEBI Listing Regulations and the terms of reference, powers and role of our Nomination and Remuneration Committee are as follows:

1. formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;

2. 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 an 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.

3. formulation of criteria for evaluation of performance of independent directors and the board of directors;

4. devising a policy on diversity of board of directors;

5. 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 of directors their appointment and removal;

6. 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;

7. recommend to the board, all remuneration, in whatever form, payable to senior management;

8. framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:

• the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992or the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 to the extent each is applicable; or
• the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003;

9. evaluating the performance of the independent directors and on the basis of their performance evaluation recommending the Board of Directors and the members of the Company to extend or continue the term of appointment of the independent director; and

10. Performing such other activities as may be delegated by the Board of Directors and/or are statutorily prescribed under any law to be attended to by the Nomination and Remuneration Committee.

**Our Key Managerial Personnel and Senior Management**

In addition to our Managing Director and Whole Time Director, whose details have been provided under paragraph above titled *'Brief Profile of our Directors'*, set forth below are the details of our Key Managerial Personnel and Senior Management as on the date of filing of this Draft Prospectus:

**Deepak Gupta**, Whole time Director of the Company is also appointed as a Chief Financial Officer of the Company from January 01, 2025. For futher details please refer to section "Brief Profile of our Directors" beginning on page 161 of this Draft Prospectus. The remuneration paid to him during fiscal ended March 31, 2025 was Rs. 36.00 Lakhs.

**Ashutosh Raj,** is the Company Secretary and Compliance Officer of our Company. He has been associated with our Company from July 05, 2025. In our Company, he handles secretarial and compliance functions. He is a member of the Institute of Company Secretaries of India. He has over 4 years of experience in legal and secretarial functions. Before his association with our Company, He has previously served as a Deputy Manager in AG&P Infrastructure India Private Limited from November 1, 2023 to June 20, 2025. He joined our Company w.e.f. July 05, 2025.

All our Key Managerial Personnel and Senior Management are permanent employees of our Company.

**Relationship of Key Managerial Personnel and Senior Management with our Directors and / or other Key Managerial Personnel and Senior Management**

Except disclosed herein, none of the key managerial personnel and senior management are related to each other or to any of our Directors of the Company.

| Name of Director | Designation | Relation |
|---|---|---|
| Mr. Suresh Chand Garg | Chairman & Managing Director | He is the father of Mr. Deepak Gupta |
| | | He is the Husband of Mrs. Kusum Gupta |
| Mr. Deepak Gupta | Whole-Time Director | He is the son of Mr. Suresh Chand Garg and Mrs. Kusum Gupta |

**Shareholding of the Key Managerial Personnel and Senior Management**

Except as disclosed in "*Shareholding of our Directors*" none of our KMPs or SMP holds any Equity Shares of our Company as on the date of filing of this Draft Prospectus.

**Bonus or Profit-Sharing Plan for our Key Managerial Personnel and Senior Management**

None of our Key Managerial Personnel and Senior Management is a party to any bonus or profit-sharing plan.

**Payment or benefit to Key Managerial Personnel and Senior Management of our Company**

Except as disclosed in this Draft Prospectus, no amount or benefit has been paid or given within two preceding years or is intended to be paid or given to any of the Key Managerial Personnel and Senior Management except the normal remuneration for services rendered by them. Additionally, there is no contingent or deferred compensation payable to any of our Key Managerial Personnel and Senior Management.

**Interest of Key Managerial Personnel and Senior Management**

Except as disclosed in this Draft Prospectus, none of our Key Managerial Personnel's and Senior Managements have any interest in our Company other than to the extent of the remuneration, equity shares held by them 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.

Further, there is no arrangement or understanding with the major shareholders, customers, suppliers or others, pursuant to which any of our Key Managerial Personnel and Senior Management have been appointed.

**Changes in Key Managerial Personnel and Senior Management in the Last Three Years**

Set forth below, are the changes in our Key Managerial Personnel and Senior Management in the last three years immediately preceding the date of filing of this Draft Prospectus:

| Name | Designation | Date of Appointment/ change | Reason |
|---|---|---|---|
| Mr. Suresh Chand Garg | Managing Director | 01/12/2024 | Appointment |
| Mr. Deepak Gupta | Chief Financial Officer | 01/01/2025 | Appointment |
| Mr. Suresh Chand Garg | Chairman & Managing Director | 23/04/2025 | Change in Designation including change in Terms and Conditions of Appointment |
| Mr. Deepak Gupta | Whole-time Director | 23/04/2025 | Appointment |
| Mr. Ashutosh Raj | Company Secretary | 05/07/2025 | Appointment |

The attrition of the key management personnel and Senior Management is as per the industry standards.

**Employees' Stock Option Plan**

As on date of this Draft Prospectus, our Company does not have any employee stock option plan or purchase schemes for our employees.

**Loans taken by Directors / Key Management Personnel / Senior Management**

Our Company has not granted any loans to the Directors and/or Key Management Personnel and/or Senior Management as on the date of this Draft Prospectus.

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The Promoters of our Company are Mr. Suresh Chand Garg, Mr. Deepak Gupta, Mrs. Kusum Gupta and M/s. SSK Automotive Private Limited.

As on the date of this Draft Prospectus, our Promoters holds 1,69,01,030 Equity Shares, representing 98.53% of the pre-issued, subscribed and paid-up Equity Share capital of our Company. For details of the Capital build-up of our Promoters, please refer chapter titled **"Capital Structure"** beginning on page no. 54of this Draft Prospectus.

**Details of our Individual Promoters**

**MR. SURESH CHAND GARG**

Suresh Chand Garg, aged about 67 years, is the Promoter, Chairman and Managing Director of our Company.

For details of his date of birth, personal addresses, educational qualifications, experience, other directorships, positions / posts held in the past and other directorships and special achievements, business and other activities, please refer the chapter titled ***"Our Management"*** on page 161 of this Draft Prospectus.

**Permanent Account Number:** ACTPG3207A

Other ventures of our Promoters – Except as disclosed below and set out in the chapter titled *'Our Management'*.

**MR. DEEPAK GUPTA**

Deepak Gupta, aged about 33 years, is the Promoter, Whole time Director & CFO of our Company.

For details of his date of birth, personal addresses, educational qualifications, experience, other directorships, positions / posts held in the past and other directorships and special achievements, business and other activities, please refer the chapter titled ***"Our Management"*** on page 161 of this Draft Prospectus.

**Permanent Account Number:** AUPPG8430P

Other ventures of our Promoters – Except as disclosed below and set out in the chapter titled *'Our Management'*.

**MRS. KUSUM GUPTA**

Kusum Gupta, aged about 58 years, is the Promoter and Non-Executive director of our Company.

For details of her date of birth, personal addresses, educational qualifications, experience, other directorships, positions / posts held in the past and other directorships and special achievements, business and other activities, please refer the chapter titled ***"Our Management"*** on page 161 of this Draft Prospectus.

**Permanent Account Number:** AAQPG5756P

Other ventures of our Promoters – Except as disclosed below and set out in the chapter titled *'Our Management'*.

**Declaration**

Our Company undertakes that the details of Permanent Account Number, Bank Account Number(s), Aadhar Card Number, Driving License Number Passport Number of the Promoters will be submitted at the time of submission of this Draft Prospectus with BSE Limited for listing of the securities of our Company on SME Platform of BSE Limited.

**Details of Our Corporate Promoter**

## SSK AUTOMOTIVE PRIVATE LIMITED

**Corporate Information:**

SSK Automotive Private Limited ("SSKAPL") was Incorporated on 23rd June, 2011 and Mr. Suresh Chand Garg and Mrs. Kusum Gupta are associated with the company since 17th August, 2011. Its Registered office is situated at Plot No. 19 Sector 58, Faridabad, Haryana, India, 121004 bearing CIN U34102HR2011PTC043269.

**Nature of Business / Main Object of the Company:**

In the Accordance with object clause of Memorandum of Association SSK Automotive Private Limited is engaged in the business of

1. To carry on the business as manufacturers, buyers, sellers, importers, exporters, agents, fitters, repairers, installers, assemblers of, and dealers in all types of equipment, components, tools, spares, and engineering items required in all types of automobiles—such as motor cars, buses, lorries, taxi-cabs, trucks, taxis, vans, jeeps, motor launches, motorcycles, and vehicles—whether propelled or assisted by means of petrol, spirit, steam, gas, electricity, animal, atomic or other power; mobile servicing units; heavy earthmoving machines; equipment; dumpers; bulldozers; and any other machinery existing or invented for use by garages, service stations, and others.

2. To carry on the business of manufacturing, fabricating, assembling, and dealing in automobile parts of all kinds and descriptions, including automotive and other gears, transmission axles, universal joints, springs, spring leaves, headlamps, sealed beams, component parts, spare parts, accessories, and fittings of all kinds for the said articles and items used in connection with their manufacture; alloy springs, steel billets, flats and bars, pressed and other engineering items; and other related items for motor cars, motor trucks, buses, tractors, vans, jeeps, lorries, motor launches, railways, aeroplanes, seaplanes, motorcycles, cycles, and vehicles and conveyances of all kinds.

3. To import, export, buy, sell, distribute, lease out or otherwise deal in all kinds and types of aeronautical and aerospace products, spare parts, and accessories.

There has been no change in the business activities of the Company and company has not undertaken any business activities for the past four (04) years.

**Change in control in last 3 years:**

There has been no change in control in past 3 years immediately preceding the of filing of this Draft Prospectus:

**Capital structure**

**The capital structure of SSK Automotive Private Limited as on date of this Draft Prospectus is as follows:**

| Particulars | Number of Equity Shares of face value of ₹10 each |
|---|---|
| Authorized equity share capital of ₹ 1,00,00,000 | 10,00,000 |
| Issued, subscribed and paid-up equity share capital of ₹ 85,30,000 | 85,30,000 |

**The Board of Directors of SSK Automotive Private Limited, as on the date of this Draft Prospectus:**

| Sr. No. | Name of the Director | Designation |
|---|---|---|
| **1.** | Suresh Chand Garg | Director |
| **2.** | Kusum Gupta | Director |
| **3.** | Deepak Gupta | Director |

**The shareholding pattern of the equity shares of SSK Automotive Private Limited as on September 29, 2025 is as follows:**

| SR. NO. | Name of the shareholders | Number of shares | Shareholding (%) |
|---|---|---|---|
| **1** | Suresh Chand Garg | 2,75,000 | 32.24 |
| **2** | Kusum Gupta | 2,75,000 | 32.24 |
| **3** | Deepak Gupta | 1,50,000 | 17.58 |
| **4** | S.C.Garg (HUF) | 1,50,000 | 17.58 |
| **5** | Avantika Gupta Bhatia | 2,000 | 0.24 |
| **6** | Tannu Gupta | 1,000 | 0.12 |
| **Total** | | **8,53,000** | **100%** |

**Promoters of SSK Automotive Private Limited**

**The promoters of SSK Automotive Private Limited are** Suresh Chand Garg, Deepak Gupta, **and** Kusum Gupta.

**Declaration**

Our Company undertakes that the details of Permanent Account Numbers, Bank Account Numbers, the Company Registration Numbers and the addresses of the Registrars of Companies where the company is registered with respect to our Corporate Promoter will be submitted at the time of submission of this Draft Prospectus with BSE for listing of the securities of our Company on SME Platform of BSE.

**Other Undertakings and Confirmations**

Our Promoters and the members of our Promoter Group have confirmed that they have not been identified as willful defaulter or a fraudulent borrower by the RBI or any other governmental authority. No violations of securities laws have been committed by our Promoters or members of our Promoter Group in the past or are currently pending against them.

None of (i) our Promoters and members of our Promoter Group or persons in control of or on the boards of bodies corporate forming part of our Group (ii) the Companies with which any of our Promoters are or were associated as a promoters, director or person in control, are debarred or prohibited from accessing the capital markets or restrained from buying, selling, or dealing in securities under any order or directions passed for any reasons by the SEBI or any other authority or refused listing of any of the securities issued by any such entity by any stock exchange in India or abroad.

**Other Entities of our Promoters**

The entities in which our Promoters are involved in are as follows:

**a. SURESH CHAND GARG**:

| Name of the Entity | Nature of Interest |
|---|---|
| SSK Automotive Private Limited | Director & Shareholder |
| S C Garg (HUF) | Karta |

**b. DEEPAK GUPTA:**

| Name of the Entity | Nature of Interest |
|---|---|
| SSK Automotive Private Limited | Director & Shareholder |

**c. KUSUM GUPTA:**

| Name of the Entity | Nature of Interest |
|---|---|
| SSK Automotive Private Limited | Director & Shareholder |

**d. SSK Automotive Private Limited**

| Name of the Entity | Nature of Interest |
|---|---|
| HGI Automotives Limited | Shareholder |

**Change in Control of our Company**

Our Promoters are the original promoters of our Company and the control of our Company has not been acquired during five years immediately preceding this Draft Prospectus.

**Experience of our Promoters in the business of our Company:**

| Name | Particulars |
|---|---|
| Suresh Chand Garg | He has been associated with our Company since its incorporation on June 1, 1998 and has played a pivotal role in its growth and development. He holds a Pre-University qualification, having completed the Pre-University Examination from Vaish College, Rohtak in April 1976. Mr. Garg possesses over 27 years of experience in the aluminium die casting industry. He brings extensive expertise in mould designing, non-ferrous pressure die cast components, and the high-pressure die casting sector. Under his leadership, the Company has established a strong presence in its domain, with a focus on quality, innovation, and customer satisfaction. |
| Deepak Gupta | He has been serving on the Board of Directors since August 21, 2012. He holds a Bachelor of Science degree with First Class Honours in Accounting and Finance from the University of Bradford, United Kingdom, awarded in 2013. Mr. Gupta plays a pivotal role in steering both the technical and commercial functions of the business. His responsibilities span across various domains, including design, production, planning, sales, marketing, and overall strategic management. He possesses over 12 years of specialized experience in the high-pressure die casting industry and has significantly contributed to the Company's growth and operational efficiency. |
| Kusum Gupta | She has been associated with the Company since its incorporation and has been serving on the Board of Directors since 14th November 2003. She is actively involved in overseeing the Social initiatives and plays a key role in guiding the Company's social outreach and community development programs |

**Interest of our Promoters**

*Interest in promotion of our Company*

Our Promoters are interested in our Company to the extent that they have promoted our Company and to the extent of their shareholding in our Company and the dividends payable, if any, and any other distributions in respect of their shareholding in our Company or the shareholding of their relatives in our Company. For details of the shareholding and directorships of our Promoters in our Company, please refer to the chapter titled **"*Capital Structure*", "*Our Management*" and "*Related Party Transaction* of "*Financial Information s"*** beginning on page 54, 161and 178, respectively of this Draft Prospectus.

*Interest of Promoters in our Company other than as a Promoter*

Our Promoters, Mr. Suresh Chand Garg, Mr. Deepak Gupta and Mrs. Kusum Gupta are the Managing Director, Whole time Director and Non-Executive Director, respectively of our Company therefore, may deemed to be considered interested to the extent of any compensation, remuneration, sitting fees which shall be payable to them in such capacity. Except as stated in this section and the section titled ***"Our Management"*** and **"*Related Party Transaction* of "*Financial Information s"*** on pages 161 and 178, respectively, our Promoters do not have any interest in our Company other than as Promoters.

Our Promoters, have extended personal and corporate guarantees and Properties in favour of certain banks with respect to the loan facilities availed by our Company from them. For further details, please refer to the chapter titled **— "*Financial Indebtedness*"** on page 181of this Draft Prospectus.

**Interest in the properties of our Company**

Except as disclosed in the section titled **"*Our Business*", "*Financial Information*"** and the chapter titled **"*Related Party Transaction*"** on page 121 and 178 our Promoters are not interested in the properties acquired by our Company in the three years preceding the date of filing of this with Stock Exchange or proposed to be acquired by our Company, or in any transaction by our Company for the acquisition of land, construction of building or supply of machinery.

**Other Interest and Disclosures**

Our Promoters Mr. Suresh Chand Garg, Mr. Deepak Gupta, and Mrs. Kusum Gupta shall be deemed to be interested to the extent of salary payment to their relatives and purchases from the Promoter Group Entity/(ies). Our Promoters Moreover, they may be considered interested on the Loan provided by them, their relatives and related entities. Our Corporate Promoter SSK Automotive Private Limited shall be interested with respect to receipt of amount by way of rent and corporate guarantee fee received from the Company. For further details, refer the section titled ***"Our Management", "Related Party Transactions"*** under the chapter title **"*Financial Information*"** on pages 161 and 178, respectively, our Promoters do not have any interest in our Company other than as a Promoter.

Our Promoters are not interested in any transaction in acquisition of land or property, construction of building and supply of machinery, or any other contract, agreement or arrangement entered into by the Company and no payments have been made or are proposed to be made in respect of these contracts, agreements or arrangements.

**Payment or benefits to our Promoters and Promoter Group during the last two years**

Except as stated in this chapter and the benefits mentioned in the related party transactions as per AS-18 there has been no payment of any amount of benefits to our Promoters or the members of our Promoter Group during the last two years from the date of this Draft Prospectus nor is there any intention to pay or give any benefit to our Promoters or Promoter group as on the date of this Draft Prospectus. For further details, please refer to the chapter **"*Related Party Transaction* of "*Financial Information s"*** on page 178 of this Draft Prospectus.

**Litigations involving our Promoters**

The details of outstanding litigation involving our promoters including its nature and status are disclosed in the section titled ***"Outstanding Litigation and Material Developments"*** beginning on Page No. 192 of this Draft Prospectus.

**Brief details of material guarantees, if any, given to third parties by the promoters with respect to specified securities of the issuer**

As on the date of this Draft Prospectus, our Promoters have not given any material guarantees to any third party with respect to the Equity Shares.

**Details of Companies / Firms from which our Promoters have disassociated in the last three years**

Our Promoters have not disassociated themselves from any company/firm during the three years preceding this.

**A. OUR PROMOTER GROUP**

In addition to our Promoters, the following individuals and entities form part of our Promoter Group in terms of Regulation 2(1) (pp) of the SEBI (ICDR) Regulations:

***Individuals forming part of the Promoter Group:***

| Name of the Promoters | Relationship with the Promoters | Name of the member of Promoter Group |
|---|---|---|
| Suresh Chand Garg | Father | Late Mangat Ram |
| | Mother | Late Shanti Devi |
| | Spouse | Kusum Gupta |
| | Brother/s | Late Ram Niwas Garg |
| | Sister/s | Late Ram Kali |
| | | Puspha |
| | | Krishna Devi |
| | | Santosh Kumari |
| | | Rekha Goyal |
| | | Kamlesh Bansal |

| Name of the Promoters | Relationship with the Promoters | Name of the member of Promoter Group |
|---|---|---|
| | Son/s | Deepak Gupta |
| | Daughter/s | Avantika Gupta Bhatia |
| | | Tannu Gupta |
| | Spouse's Father | Late Lal Chand Jindal |
| | Spouse's Mother | Late Kailash Wati |
| | Spouse's Brother | Anil Kumar Jindal |
| | | Sunil Kumar Jindal |
| | Spouse's Sister | Late Anita Aggarwal |
| | | Sarita Goyal |
| | | Manisha |
| Kusum Gupta | Father | Late Lal Chand Jindal |
| | Mother | Late Kailash Wati |
| | Spouse | Suresh Chand Garg |
| | Brother/s | Anil Kumar Jindal |
| | | Sunil Kumar Jindal |
| | Sister/s | Late Anita Aggarwal |
| | | Sarita Goyal |
| | | Manisha |
| | Son/s | Deepak Gupta |
| | Daughter/s | Avantika Gupta Bhatia |
| | | Tannu Gupta |
| | Spouse's Father | Late Mangat Ram Gupta |
| | Spouse's Mother | Late Shanti Devi |
| | Spouse's Brother | Late Ram Niwas Garg |
| | Spouse's Sister | Late Ram Kali |
| | | Puspha |
| | | Krishna Devi |
| | | Santosh Kumari |
| | | Rekha Goyal |
| | | Kamesh Bansal |
| Deepak Gupta | Father | Suresh Chand Garg |
| | Mother | Kusum Gupta |
| | Spouse | Shelly Bansal |
| | Brother/s | N.A. |
| | Sister/s | Avantika Gupta Bhatia |
| | | Tannu Gupta |
| | Son/s | Avyaan Gupta (Minor) |
| | Daughter/s | N.A. |
| | Spouse's Father | Girraj Kishor |
| | Spouse's Mother | Garima Bansal |
| | Spouse's Brother | Madhav Bansal |
| | Spouse's Sister | Pranjal Bansal |

***Entities forming part of the Promoter Group:***

**a. Companies related to our Promoter Company: Applicable as one of our Promoters is a Company (Other than Issuer Company).**

| Nature of Relationship | Name of Entities |
|---|---|
| Subsidiary or holding company of Promoter Company. | Not Applicable |
| Any Body corporate in which Promoters (Body Corporate) holds 20% or more of the equity share capital or which holds 20% or more of the equity share capital of the Promoters (Body Corporate). | Not Applicable |

**b. Companies, Proprietary concerns, HUF's related to our Promoters (other than our Corporate Promoter):**

| Nature of Relationship | Name of Entities |
|---|---|
| Any Body Corporate in which twenty percent or more of the equity share capital is held by Promoters or an immediate relative of the Promoters or a firm or HUF in which Promoters or any one or more of his immediate relatives are a member. | Not Applicable |
| Any Body corporate in which Body Corporate as provided above holds twenty percent or more of the equity share capital. | Not Applicable |
| Any Hindu Undivided Family or Firm in which the aggregate shareholding of the Promoters and his immediate relatives is equal to or more than twenty percent. | 1) S C Garg (HUF);<br>2) Goel Paints & Sanitary Store. (Formerly known as Goel Hardware Store) |

**c. All Other Persons whose shareholding is aggregated under the heading "Shareholding of the Promoters Group"**

| Sr.no | Name of Entities / Person | No of Shares |
|---|---|---|
| Not Applicable | | |

**Common Pursuits**

As of the date of this Draft Prospectus, Our Corporate Promoter, SSK Automotive Private Limited, is authorized through its main objects specified in MOA to engage in similar line of business as our Company and may undertake such business in the future. In order to mitigate the risk of any present or future conflict of interest, our Company has entered into non-compete agreements dated August 21, 2025 with SSK Automotive Private Limited. This agreement restricts Our Corporate Promoter from engaging in any business activity that competes with the operations of our Company or from soliciting our clients, without the prior written consent of our Company.

We cannot assure that conflicts will not arise in the future, particularly if any Corporate Promoter chooses to engage in business activities that are similar to those carried out by our Company. In the event that such a situation arises, our Company shall adopt appropriate procedures and measures, in accordance with applicable laws and regulatory guidelines, which may include the execution of further non-compete agreement or other conflict mitigation strategies, to effectively address and manage any such potential conflicts of interest.

For risk related to conflict of interest, please see "Risk Factors" beginning on page 25 of this draft prospectus.

**Other Confirmations**

None of our Promoters and members of the Promoter Group have been declared as willful defaulters or as a fraudulent borrower by the RBI or any other governmental authority and there are no violations of securities laws committed by them in the past or are currently pending against them.

Our Promoters have not been declared as a Fugitive Economic Offender under Section 12 of the Fugitive Economic Offenders Act, 2018.

None of our Promoters or Promoter Group entities have been debarred or 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 and members of the Promoter Group are not and have never been promoters, directors or person in control of any other company, which is debarred or prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

*(The remainder of this page is intentionally left blank.)*

## OUR GROUP COMPANIES

Pursuant to a resolution dated July 08, 2025, our Board formulated a policy for identification of group companies ("Materiality Policy") and has noted that in accordance with the SEBI ICDR Regulations, 'group companies' of our Company, and for the purpose of disclosure in this Prospectus, group companies of our Company shall include (i) the companies (other than our Corporate Promoters and Subsidiaries) with which there were related party transactions, as disclosed in the Restated Financial Information; and (ii) such other companies as considered material by the Board pursuant to the Materiality Policy.

With respect to (ii) above, our Board in its meeting held on July 08, 2025 has considered and adopted the Materiality Policy for identification of companies that shall be considered material and disclosed as 'group companies' in this Prospectus. In terms of the Materiality Policy, a company (other than Corporate Promoter and the companies categorised under (i) above) shall be been considered "material" and shall be disclosed as a 'Group Company' in this Draft Prospectus if such company is a member of the Promoter Group (other than our Corporate Promoter) our Company has entered into one or more transactions with such company in the last completed Financial Year, which individually or cumulatively in value, exceeds 10% of the revenue from operations of our Company as per the Restated Financial Information of the last completed Financial Year or period, as applicable.

Accordingly, based on the parameters outlined above, as on the date of this Draft Prospectus, our Company does not have any Group Company.

*(The remainder of this page is intentionally left blank.)*

## DIVIDEND POLICY

Under the Companies Act, 2013, our Company can pay dividends upon a recommendation by its Board of Directors and approval by a majority of the shareholders at the General Meeting and as per provisions of Articles of Association of our Company. The shareholders of the Company have the right to decrease but not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both.

The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends. No dividend shall be payable for any financial year except out of profits of our Company for that year or that of any previous financial year or years, which shall be arrived at after providing for depreciation in accordance with the provisions of Companies Act, 2013. All Dividends upon recommendation by our Board of Directors and approved by the shareholders at the General Meeting will be paid to credit of registered shareholders by way of cheque or warrant or in any electronic mode.

The declaration and payment of dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion and will depend on a number of factors, including the results of operations, earnings, capital requirements and surplus, general financial conditions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors. As on the date of this Draft Prospectus, our Company does not have a formal dividend policy. Upon listing of the Equity Shares of our Company and subject to the SEBI Listing Regulations, we may be required to formulate a dividend distribution policy which shall be required to include, among others, details of circumstances under which the shareholders may or may not expect dividend, the financial parameters that shall be considered while declaring dividend, internal and external factors that shall be considered for declaration of dividend, policy as to how the retained earnings will be utilized and parameters that shall be adopted with regard to various classes of shares, as applicable.

Our Company has declared 10% dividend on the Equity Shares for the financial year 2023-24. Apart from this, no other dividend has been declared or paid till the date of this Draft Prospectus. There is no guarantee that any dividends will be declared or paid in future. For details in relation to the risk involved, please refer section titled ***"Risk Factors"*** on Page No. 25 of this Draft Prospectus.

*(The remainder of this page is intentionally left blank)*

## SECTION VI – FINANCIAL INFORMATION

## RESTATED FINANCIAL STATEMENTS


| Sr. No. | Particulars | Page Nos |
|---|---|---|
| 1. | Restated Financial Information | FS- 1 to FS- 32 |

## SECTION VI- FINANCIAL STATEMENTS
## FINANCIAL STATEMNTS AS RESTATED

### Independent Auditors' Report on the Restated Standalone Financial Statements of f Automotives Limited

### Auditor's Report on the Restatement of Assets and Liabilities as on March 31,2025, March 31, 2024, March 31, 2023, Statement of Profit & Loss, and Cash Flow Statement for the Financial years ending on March 31, 2025, March 31, 2024, March 31, 2023 of HGI Automotives Limited.

To
The Board of Directors
**HGI Automotives Limited**
Plot No 19, Sector 58
Faridabad, Haryana-121001

Dear Sirs,

1. We, have examined the attached Restated Summary Statements of Assets & Liabilities and Other Financial Information of HGI Automotives Limited (Formerly known as HGI Automotives Private Limited) (hereinafter referred to as "**the Company**") for the financial year ended on March 31, 2025, March 31, 2024, and March 31, 2023, These Restated Financial Statements have been prepared by the management of the Company and approved by the board of directors of the Company at their meeting held on 12th July, 2025.

2. The Said Restated Financial Statements and other financial information have been examined and prepared for the purpose of inclusion in the Draft Red Hearing/Red Hearing/Prospectus (Collectively hereinafter referred to as "offer documents") in connection with the proposed Initial Public Offering (IPO) on SME Platform of BSE Limited ("**BSE SME**") of the Company taking into consideration the following and in accordance with the requirements of:

   - Section 26 and 32 of Part 1 of Chapter III of the Companies Act, 2013 (herein after referred to as "**the Act**") read with Companies (Prospectus and Allotment of Securities) Rules 2014 as amended from time to time;
   - The Securities and Exchange Board of India ["**SEBI**"] (Issue of Capital and Disclosure Requirements) Regulations 2018 ("the SEBI ICDR Regulations") as amended from time to time in pursuance of Section 11 of SEBI Act, 1992;
   - The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("**ICAI**"), as amended from time to time (the "**Guidance Note**") The Guidance Note also requires that we comply with ethical requirements of the Code of ethics issued by ICAI
   - The Applicable regulation of SEBI (ICDR) Regulations,2018, as amended, and as per Schedule VI (Part A) (11) (1) of the said Regulations;

- Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Consolidated Financial Information;
- The terms of reference to our engagement letter with the Company requesting us to carry out the assignment, in connection with the proposed IPO of Equity Shares on Emerge Platform of Bombay Stock Exchange of India Limited ("IPO" or "SME IPO");

3. These Restated Financial Information (Included in Note I to 41) have been extracted by the Management of the Company from:

   The Company's Financial Statement for the financial year ended March 31, 2025, March 31, 2024, and March 31, 2023 which have been approved by the Board of Directors at their meeting respectively and books of accounts underlying those financial statements and other records of the Company, to the extent considered necessary for the preparation of the Restated Financial Statement of the Company for the financial year ended on March 31, 2025, has been audited by us being Statutory Auditors of the Company and from the financial year ended March 31, and March 31, 2023 has been audited by M/s Sulekh Chand Jain & Co, Chartered Accountants had issued unqualified reports for these years.

4. The Restated Consolidated Financial Statements have been prepared by the management of the Company on the basis of preparation stated in Notes to the Restated Financial Statements. The respective Board of Directors of the Companies responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Statement. The respective Board of Directors are also responsible for identifying and ensuring that the company complies with the Act, ICDR Regulations and the Guidance Note.

5. In accordance with the requirement of section 26 and 32 of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities ) Rules 2014, the SEBI Regulations, the Guidance Note as amended from time to time and in terms of our engagement agreed with you, we further report that;

   (a) The Restated Statement of Assets and Liabilities for the financial year ended on March 31, 2025, March 31, 2024, March 31, 2023 examined by us, as set out in this report, is prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Assets and Liabilities, have been arrived at after making such adjustments and regrouping of the financial statements, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Note 1 to 41 to this Report.

   (b) The Restated Statement of Profit and Loss of the Company for the financial year ended on March 31, 2025, March 31, 2024, and March 31, 2023 examined by us as set out in this report, is prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Profit and Loss, have been arrived at after making such adjustments and regrouping of the financial statements, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Note 1 to 41 to this Report.

(c) The Restated Statement of Cash Flow of the Company for the financial year ended on March 31, 2025, March 31, 2024, and March 31, 2023 examined by us as set out in this report, is prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Cash Flow, have been arrived at after making such adjustments and regrouping of the financial statements, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Note 1 to 41 to this Report.

As a result of these adjustments, the amounts reporting in the above mentioned statements are not necessarily the same as those appearing in the audited financial statements of the Company for the relevant financial years.

6. Based on above as per the reliance placed by us on the audited financial statements of the Company and report thereon given by the Statutory Auditor of the Company for the financial year ended on March 31, 2025, March 31, 2024, and March 31, 2023, and to the best of our information and according to the explanation given to us, we are of the opinion that restated Financial Statements:

(a) Have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial year to reflect the same accounting treatment as per the changed accounting policies for all the reporting periods based on the significant accounting policies adopted by the Company as at March 31, 2025, March 31, 2024 March 31, 2023.
(b) Have been made after incorporating adjustments for prior period and other material amounts, if any in the respective financial years to which they related to:
(c) Do not contain any extra ordinary items that need to be disclosed separately other than those presented in the Restated financial statement and do not contain any qualification requiring adjustments.
(d) There were no classification in the audit report issued by the Statutory Auditors for the financial year ended March 31, 2025, March 31, 2024, and March 31, 2023, which would require adjustments in this Restated financial statements of the Company;
(e) Restated summary statement of profit and losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regrouping as in our opinion are appropriate and are to be read in accordance with the significant accounting policies and Notes to accounts as set out in Note 1 to 2 to this report.

(f) Adjustments in Restated Summary Statements have been made in accordance with the correct accounting policies,
(g) There was no change in accounting policies, which needs to be adjusted in the Restated Summary Statements.
(h) There are no revaluation reserve, which need to be disclosed separately in the Restated Financial Statements,
(i) The Company has not paid dividend during the financial year under review.

(7) we have also examined the following other Restatement Financial Information as set out in the respective Annexure's to this report and forming part of the Restated Financial Statement. Prepared by the management of the Company and approved by the board of directors of the Company for the year

ended on March 31, 2025, March 31, 2024, and March 31, 2023, proposed to be included in the Draft Red Hearing Prospectus (" Offer Document") for the proposed IPO.

1 Statement of Share capital, as restated in Note 3 to this report,
2 Statement of Reserves and surplus, as restated in Note 4 to this report,
3 Statement of Long- Term borrowings/Short Term Borrowing ,as restated in Note 5 to this report,
4 Statement of Deferred Tax Assets/Liabilities, as restated in Note 6 to this report,
5 Statement of Other Long-Term Liabilities, as restated in Note 7 to this report
6 Statement of Long Term Provisions/Short Term Provisions, as restated in Note 8 to this report,
7 Statement of Trade payables (with payable ageing Schedule), as restated in Note 9 to this report,
8 Statement of Other current liabilities, as restated in Note 10 to this report,
9 Statement of Property, plant and equipment(PPE), as restated in Note 11 to this report,
10 Statement of Long Term Loans and advances, as restated in Note 12 to this report,
11 Statement of Other non-current assets, as restated in Note 13 to this report,
12 Statement of Inventory, as restated in Annexure Note 14 to this report,
13 Statement of Trade Receivables (with receivable ageing Schedule), as restated in Note 15 to this report,
14 Statement of Cash & Cash Equivalents, as restated in Note 16 to this report,
15 Statement of Other Current Assets, as restated in Note 17 to this report,
16 Statement of Revenue from Operations, as restated in Note 18 to this report,
17 Statement of Other Income, as restated in Note 19 to this report,
18 Statement of Cost of Raw Material Consumed, as restated in Note 20 to this report,
19 Statement of Change in inventories, Finished Goods, and WIP as restated in Note 21 to this report
20 Statement of Employee Benefit Expenses, as restated in Note 22 to this report,
21 Statement of Finance Cost, as restated in Note 23 to this report,
22 Statement of Depreciation & Amortization, as restated in Note 24 to this report,
23 Statement of Other Expenses, as restated in Note 25 to this report,
24 Statement of Related Party Transactions, as restated in Note 26 to this report,
25 Statement of Reconciliation of Restated Profit After Tax, EPS/DPS as restated in Note 27 to this report,
26 Statement of Foreign Currency Income/Expenditure, as restated in Note 28 to this report,
27 Statement of Segment Reporting Disclosure, as restated in Note 29 to this report,
28 Statement of Liabilities Relating to Employee Benefits, as restated in Note 30 to this report,
29 Statement of Disclosure in respect of operating lease, as restated in Note 31 to this report,
30 Statement of Accounting Ratio (with Variance), as restated in Note 32 to this report,
31 Statement of Additional Disclosure- General , as restated in Note 33 to Note 36
32 Statement of Additional Disclosure- General , as restated in Note 37
33 Statement of Tax Shelter, as restated in Note 38 to this report,
34 Statement of Capitalisation, as restated in Note 39 to this report,
35 Statement of Reconciliation of Restated Reserve and Surplus and Restated Profit, as restated in Note 40
36 Statement of Contingent Liabilities and Commitments, as restated in Note 41 to this report,

NGMKS & ASSOCIATES New Delhi Chartered Accountants

(8). We NGMKS & Associates, Chartered Accountants hold a valid Peer Review Certificate issued by the "Peer Review Board" of the Institute of Chartered Accountants of India ("ICAI")

(9) The preparation and presentation of the Financial Statements referred to above are based on the Audited Financial Statements of the Company and are in accordance with the provisions of the Act and ICDR Regulations. The Financial Statements and information referred to above is the responsibility of the management of the Company.

(10) This report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as an opinion on any of the financial information referred to herein.

(11) Company has taken loan (long term and short term both) from Bank of Baroda and management is in the process of creation of charge till signing of the report.

(12) We have no responsibility to update our report for events and circumstances occurring after the date of the report.

(13) In Our opinion, the above Restated Financial Statements contained in Note 1 to 41 to this report read along with the 'Significant Accounting Policies' and Notes to the financial statements appearing in Note 1 to 41 after making adjustments and regrouping/reclassification as considered appropriate and have been prepared in accordance with the provisions of Section 26 and 32 of the Company Act,2013 read with the Companies (Prospectus and Allotment of Securities) Rules 2014, to the extent applicable, the SEBI Regulations the Guidance Note issued in this regard by the ICAI, as amended from time to time, and in terms of our engagement agreed with Management.

(14) Our report is intended solely for use of the Management and for inclusion in the offer documents in connection with the proposed SME IPO of equity shares of the Company and is not to be used, referred to or distributed for any other purpose except with our prior written consent.

For NGMKS & Associates
Chartered Accountants
FRN: 024492N

NGMKS & ASSOCIATES ★ Chartered Accountants ★ New Delhi

Nitin Goyal
M.No 517698
Partner
UDIN: 25517698BMMXLZ7594
Place: New Delhi
Date: 12.07.2025

**HGI AUTOMOTIVES LIMITED**
**(REGD OFFICE : PLOT NO. 19, SECTOR-58, FARIDABAD-121004)**
**(CIN - U35999HR1998PLC033955)**
**(All amount in Indian Rupees in Lakhs unless otherwise stated)**

## Restated Summary Statement of Assets and Liabilities :-

| Particulars | Notes | As at | | |
|---|---|---|---|---|
| | | March'2025 | March'2024 | March'2023 |
| **Equity and Liabilities** | | | | |
| **Shareholders' Funds** | | | | |
| Share Capital | 3 | 171.53 | 171.53 | 171.53 |
| Reserves and Surplus | 4 | 1,630.12 | 789.18 | 424.76 |
| | | **1,801.65** | **960.71** | **596.29** |
| **Non-Current Liabilities** | | | | |
| Long-Term Borrowings | 5 | 1,967.03 | 1,449.54 | 1,361.05 |
| Deferred Tax Liabilities (Net) | 6 | - | - | - |
| Other Long-Term Liabilities | 7 | - | - | - |
| Long-Term Provisions | 8 | 67.98 | 48.45 | 38.20 |
| | | **2,035.01** | **1,497.99** | **1,399.25** |
| **Current liabilities** | | | | |
| Short-Term Borrowings | 5 | 2,298.96 | 1,289.81 | 903.38 |
| Trade Payables | 9 | | | |
| - Total outstanding dues of micro and small enterprises | | 150.91 | 41.78 | 30.78 |
| - Total outstanding dues other than micro and small enterprises | | 742.20 | 577.98 | 521.97 |
| Other Current Liabilities | 10 | 288.12 | 163.30 | 156.69 |
| Short-Term Provisions | 8 | 80.20 | 49.54 | 18.92 |
| | | **3,560.39** | **2,122.41** | **1,631.74** |
| **Total** | | **7,397.05** | **4,581.11** | **3,627.28** |
| **Assets** | | | | |
| **Non-Current Assets** | | | | |
| Property, Plant and Equipment and Intangible Assets | 11 | 3,545.86 | 1,982.83 | 1,318.88 |
| i) Property, Plant and Equipment | 6 | 68.50 | 59.98 | 38.39 |
| Deferred Tax Assets (Net) | 12 | 99.42 | 89.61 | 30.53 |
| Long-Term Loans and Advances | 13 | 207.74 | 135.57 | 99.99 |
| Other Non-Current Assets | | **3,921.52** | **2,267.99** | **1,487.79** |
| **Current Assets** | | | | |
| Inventories | 14 | 1,691.03 | 1,021.57 | 1,016.24 |
| Trade Receivables | 15 | 1,638.03 | 1,198.44 | 1,073.54 |
| Cash and Cash Equivalent | 16 | 7.86 | 5.68 | 1.86 |
| Short-Term Loans and Advances | 12 | 138.61 | 87.33 | 47.77 |
| Other Current Assets | 17 | - | 0.10 | 0.08 |
| | | **3,475.53** | **2,313.12** | **2,139.49** |
| **Total** | | **7,397.05** | **4,581.11** | **3,627.28** |

**Summary of company introduction and significant accounting policies and explanatory notes on accounts are an integral part of the financial statements.**

As per our report of even date
**FOR NGMKS & ASSOCIATES**
Firm registration number: 024492N
Chartered Accountants

**Nitin Goyal**
Partner
Membership No.: 517698
Place: Delhi
Date: 12.07.2025

On behalf of the board of directors
**FOR HGI AUTOMOTIVES LIMITED**

**Suresh Chand Garg**
Director
DIN: 01546187
Place: Faridabad
Date: 12.07.2025

**Kusum Gupta**
Director
DIN: 01546191
Place: Faridabad
Date: 12.07.2025

**Deepak Gupta**
CFO & Director
DIN: .05359794
Place: Faridabad
Date: 12.07.2025

**Ashutosh Raj**
Company Secretary
Membership No.: A67735
Place: Faridabad
Date: 12.07.2025

**HGI AUTOMOTIVES LIMITED**
**(REGD OFFICE : PLOT NO. 19, SECTOR-58, FARIDABAD-121004)**
**(CIN - U35999HR1998PLC033955)**
**(All amount in Indian Rupees in Lakhs unless otherwise stated)**

## Restated Summary Statement of Profit and Loss :-

| Particulars | Note No. | Year Ended March 2025 | Year Ended March 2024 | Year Ended March 2023 |
|---|---|---|---|---|
| **Revenue** | | | | |
| Revenue from operations | 18 | 12,137.33 | 9,957.14 | 8,409.27 |
| Other income | 19 | 88.00 | 22.30 | 13.05 |
| **Total Revenue** | | **12,225.33** | **9,979.44** | **8,422.32** |
| **Expenses** | | | | |
| Cost of Raw Material Consumed | 20 | 7,200.11 | 6,027.58 | 5,172.20 |
| Change in Inventories of Finished Goods & WIP | 21 | (612.85) | 29.06 | 321.38 |
| Employee benefits expense | 22 | 1,511.98 | 1,181.74 | 862.54 |
| Finance costs | 23 | 269.58 | 200.69 | 196.92 |
| Depreciation and amortisation expense | 24 | 521.44 | 371.70 | 267.08 |
| Other expenses | 25 | 2,184.06 | 1,680.72 | 1,310.88 |
| **Total Expenses** | | **11,074.32** | **9,491.49** | **8,131.00** |
| **Profit Before Exceptional and Extraordinary Items** | | **1,151.01** | **487.95** | **291.32** |
| **Add/(Less):- Exceptional and Extraordiary Items** | | - | - | - |
| **Profit Before Tax (PBT)** | | **1,151.01** | **487.95** | **291.32** |
| **Tax expense** | | | | |
| Current tax | | 299.12 | 145.12 | 88.65 |
| Deferred tax | 6 | (8.52) | (21.59) | (9.23) |
| Earlier Year | | 2.32 | - | - |
| **Profit for the Year** | | **858.09** | **364.42** | **211.90** |
| **Pre-Bonus Earning Per Share (EPS)** | | | | |
| Basic Earning Per Share (BEPS) | | 50.03 | 21.25 | 13.03 |
| Diluted Earning Per Sahre(DEPS) | | 50.03 | 21.25 | 13.03 |
| **Post-Bonus Earning Per Share (EPS)** | | | | |
| Basic Earning Per Share (BEPS) | | 5.00 | 2.12 | 1.24 |
| Diluted Earning Per Sahre(DEPS) | | 5.00 | 2.12 | 1.24 |

**Summary of company introduction and significant accounting policies and explanatory notes on accounts are an integral part of the financial statements.**

As per our report of even date
**FOR NGMKS & ASSOCIATES**
Firm registration number: 024492N
Chartered Accountants

**Nitin Goyal**
Partner
Membership No.: 517698
Place: Delhi
Date: 12.07.2025

On behalf of the board of directors
**FOR HGI AUTOMOTIVES LIMITED**

**Suresh Chand Garg**
Director
DIN: 01546187
Place: Faridabad
Date: 12.07.2025

**Deepak Gupta**
CFO & Director
DIN: .05359794
Place: Faridabad
Date: 12.07.2025

**Kusum Gupta**
Director
DIN: 01546191
Place: Faridabad
Date: 12.07.2025

**Ashutosh Raj**
Company Secretary
Membership No.: A67735
Place: Faridabad
Date: 12.07.2025

**HGI AUTOMOTIVES LIMITED**
**(REGD OFFICE : PLOT NO. 19, SECTOR-58, FARIDABAD-121004)**
**(CIN - U35999HR1998PLC033955)**
**(All amount in Indian Rupees in Lakhs unless otherwise stated)**

## Restated Summary Statement of Cash Flows :-

| Particulars | Year Ended | | |
|---|---|---|---|
| | March'2025 | March'2024 | March'2023 |
| **A. Cash Flow From Operating Activities:-** | | | |
| **Profit before tax, as restated** | **1,151.01** | **487.95** | **291.32** |
| **Adjustments for :** | | | |
| Depreciation and amortisation | 521.44 | 371.70 | 267.08 |
| Deferred Revenue Expenses | 8.50 | (34.00) | - |
| Non-Current Provision For Gratuity | 9.33 | 8.16 | (1.26) |
| Non-Current Provision For Leave Encashment | 3.75 | 2.09 | (0.03) |
| Non-Current Provision for Lease Rent Equalisation | 6.45 | 0.00 | 0.00 |
| Finance Cost | 269.58 | 200.69 | 196.92 |
| Interest Income on Bank Fixed Deposit in Non Current Assets | (8.99) | (6.46) | (4.01) |
| **Operating profit before working capital changes** | **1,961.07** | **1,030.14** | **750.03** |
| **Changes in Working Capital:** | | | |
| Decrease/(Increase) in Inventories | (669.46) | (5.34) | 410.35 |
| Decrease/(Increase) in Trade receivables | (439.59) | (124.90) | (98.40) |
| Decrease/(Increase) in Long term Loans & Advances | (9.81) | (59.08) | (7.72) |
| Decrease/(Increase) in Short Term Loans & Advances | (51.29) | (39.56) | 65.00 |
| Decrease/(Increase) in Other Current Assets | 0.10 | (0.02) | - |
| (Decrease)/Increase in Other Current Liabilities | 124.82 | 6.60 | 23.95 |
| (Decrease)/Increase in Trade Payables | 273.35 | 67.00 | (382.62) |
| (Decrease)/Increase in Short Term Provisions | 30.66 | 30.62 | 0.43 |
| (Decrease)/Increase in Other Long Term Liabilities | - | - | - |
| **Total Changes in Working Capital** | **(741.21)** | **(124.67)** | **11.00** |
| **Total** | **1,219.86** | **905.48** | **761.03** |
| Less:- Direct Tax Paid | (301.43) | (145.12) | 88.65 |
| **Net cash flow from/(used in) operating activities after working capital changes (A)** | **918.43** | **760.36** | **672.38** |
| **B. Cash Flow From Investing Activities:-** | | | |
| Less: Purchase of Fixed Asstes (Tangibles Assets) | (2,084.57) | (1,084.28) | (765.93) |
| Add: Disposal of Fixed Asstes (Tangible Assets) | 0.10 | 48.63 | 50.23 |
| Less: Increase In Non Current Assets (Fixed Deposits) | (80.67) | (1.58) | (73.64) |
| Add: Interest Income In Bank Fixed Deposit in Non Current Assets | 8.99 | 6.46 | 4.01 |
| **Net cash flow used in investing activities (B)** | **(2,156.15)** | **(1,030.78)** | **(785.33)** |
| **C. Cash Flow From Financing Activities:-** | | | |
| Add: Proceed from issue of Shares | - | - | 75.00 |
| Add: Proceed from Long Term Borrowing | 517.49 | 88.49 | 196.41 |
| Add: Short term Borrowings | 1,009.13 | 386.44 | 37.18 |
| Less: Interest Paid | (269.58) | (200.69) | (196.92) |
| Less: Dividend Paid | (17.15) | - | - |
| **Net cash flow generated from/ (utilised in) financing activities (C)** | **1,239.89** | **274.24** | **111.67** |
| **Net increase/ (decrease) in cash and cash equivalents (A+B+C)** | **2.17** | **3.82** | **(1.28)** |
| **Add:- Opening Cash & Cash Equivalents** | **5.68** | **1.86** | **3.15** |
| **Closing cash & cash equivalents** | **7.86** | **5.68** | **1.86** |

**1. Components of closing cash & cash equivalents:-**

| Particulars | March'2025 | March'2024 | March'2023 |
|---|---|---|---|
| Cash in Hand | 7.86 | 5.68 | 1.86 |
| **Total** | **7.86** | **5.68** | **1.86** |

**2. The above cash flow statement has been prepared under the indirect method set out in AS-3 issued by the ICAI.**
**Summary of company introduction and significant accounting policies and explanatory notes on accounts are an integral part of the financial statements**

As per our report of even date
**FOR NGMKS & ASSOCIATES**
Firm registration number: 024492N
Chartered Accountants

**Nitin Goyal**
Partner
Membership No.: 517698
Place: Delhi
Date: 12.07.2025

On behalf of the board of directors
**FOR HGI AUTOMOTIVES LIMITED**

**Suresh Chand Garg**
Director
DIN: 01546187
Place: Faridabad
Date: 12.07.2025

**Kusum Gupta**
Director
DIN: 01546191
Place: Faridabad
Date: 12.07.2025

**Deepak Gupta**
CFO & Director
DIN: .05359794
Place: Faridabad
Date: 12.07.2025

**Ashutosh Raj**
Company Secretary
Membership No.: A67735
Place: Faridabad
Date: 12.07.2025

**HGI AUTOMOTIVES LIMITED**
**(REGD OFFICE : PLOT NO. 19, SECTOR-58, FARIDABAD-121004)**
**(CIN - U35999HR1998PLC033955)**
**(All amount in Indian Rupees in Lakhs unless otherwise stated)**

Note 3 :-

**A) Restated Statement of Share capital**

| Particulars | As at March'2025 | As at March'2024 | As at March'2023 |
|---|---|---|---|
| **Authorised share capital** | | | |
| **Equity shares of ₹ 10 each** | | | |
| - Number of shares | 25,00,000.00 | 25,00,000.00 | 25,00,000.00 |
| - Amount in ₹ | 250.00 | 250.00 | 250.00 |
| **Issued, subscribed and fully paid up (In Cash)** | | | |
| **Equity shares of ₹ 10 each** | | | |
| - Number of shares | 17,15,277.00 | 17,15,277.00 | 17,15,277.00 |
| - Amount in ₹ | 171.53 | 171.53 | 171.53 |
| **Issued, subscribed and fully paid up (Against Loans)** | | | |
| **Equity shares of ₹ 10 each** | | | |
| - Number of shares | - | - | - |
| - Amount in ₹ | - | - | - |
| **Total** | **171.53** | **171.53** | **171.53** |

**Notes :**

a) The Authorised Share Capital of the Company was increased from 15,00,000 Equity Shares of Rs 10/- each to 25,00,000 Equity Shares of 10/- each w.e.f. 17th June 2022

b) The Company issued 2,77,777 Equity shares of Rs.10/- each at a premium of Rs.17/- each on 27th July' 2022.

c) The Authorised Share Capital of the Company has increased from 25,00,000 Equity Shares of Rs 10/- each to 2,50,00,000 Equity Shares of 10/- each w.e.f. 16th June' 2025, vide resolution passed in Board Meeting Dated 6th June' 2025 and EGM Dated 16th June' 2025.

d) Pursuant to the resolution passed by the Board of Directors in its meeting held on 11th July 2025, the Company has approved the issue and allotment of 1,54,37,493 bonus equity shares, in the ratio of 1:9 i,e. 9 bonus shares for every 1 equity share held, on the existing paid-up capital of 17,15,277 equity shares.

**B) :Reconciliation of equity share capital**

| Particulars | As at March'2025 | As at March'2024 | As at March'2023 |
|---|---|---|---|
| **Balance at the beginning of the year** | | | |
| - Number of shares | 17,15,277.00 | 17,15,277.00 | 14,37,500.00 |
| - Amount in ₹ | 171.53 | 171.53 | 143.75 |
| **Add: Shares issued during the year against Cash** | | | |
| - Number of shares | - | - | 2,77,777.00 |
| - Amount in ₹ | - | - | 27.78 |
| **Add: Shares issued during the year Against Loans** | | | |
| - Number of shares | - | - | - |
| - Amount in ₹ | - | - | - |
| **Balance at the end of the year** | | | |
| **- Number of shares** | **17,15,277.00** | **17,15,277.00** | **17,15,277.00** |
| **- Amount in ₹** | **171.53** | **171.53** | **171.53** |

**C): Shareholders holding more than 5% of the shares of the Company**

| Particulars | As at March'2025 | As at March'2024 | As at March'2023 |
|---|---|---|---|
| **Equity shares of ₹ 10 each** | | | |
| **1. SSK Automotives Pvt.Ltd.** | | | |
| - Number of shares | 5,37,500 | 5,37,500 | 5,37,500 |
| - Percentage holding (%) | 31.34% | 31.34% | 31.34% |
| **2. Suresh Chand Garg** | | | |
| - Number of shares | 5,27,824 | 5,27,824 | 5,15,324 |
| - Percentage holding (%) | 30.77% | 30.77% | 30.04% |
| **3. Kusum Gupta** | | | |
| - Number of shares | 3,06,879 | 3,06,879 | 2,81,879 |
| - Percentage holding (%) | 17.89% | 17.89% | 16.43% |
| **4. Sat Narain** | | | |
| - Number of shares | - | - | 1,50,000 |
| - Percentage holding (%) | - | - | 8.74% |
| **5. Tannu Gupta** | | | |
| - Number of shares | 1,19,074 | 1,19,074 | 1,19,074 |
| - Percentage holding (%) | 6.94% | 6.94% | 6.94% |
| **6. Avantika Gupta Bhatia** | | | |
| - Number of shares | 84,000 | 1,54,000 | 2,750 |
| - Percentage holding (%) | 4.90% | 8.98% | 0.16% |
| **7. Deepak Gupta** | | | |
| - Number of shares | 1,15,000 | 45,000 | 45,000 |
| - Percentage holding (%) | 6.70% | 2.62% | 2.62% |

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NGMKS & ASSOCIATES Chartered Accountants New Delhi

HGI AUTOMOTIVES LIMITED FARIDABAD

Ashutosh Rao

**D): Shares Held by Promoter of the Company**

| Particulars | As at | | |
|---|---|---|---|
| | March'2025 | March'2024 | March'2023 |
| **Equity shares of ₹ 10 each** | | | |
| **1. SSK Automotives Pvt.Ltd.** | | | |
| - Number of shares | 5,37,500 | 5,37,500 | 5,37,500 |
| - Percentage holding (%) | 31.34% | 31.34% | 31.34% |
| **2. Suresh Chand Garg** | | | |
| - Number of shares | 5,27,824 | 5,27,824 | 5,15,324 |
| - Percentage holding (%) | 30.77% | 30.77% | 30.04% |
| **3. S. C. Garg(Huf)** | | | |
| - Number of shares | 23,750 | 23,750 | 23,750 |
| - Percentage holding (%) | 1.38% | 1.38% | 1.38% |
| **4. Kusum Gupta** | | | |
| - Number of shares | 3,06,879 | 3,06,879 | 2,81,879 |
| - Percentage holding (%) | 17.89% | 17.89% | 16.43% |
| **5. Tannu Gupta** | | | |
| - Number of shares | 1,19,074 | 1,19,074 | 1,19,074 |
| - Percentage holding (%) | 6.94% | 6.94% | 6.94% |
| **6. Avantika Gupta Bhatia** | | | |
| - Number of shares | 84,000 | 1,54,000 | 2,750 |
| - Percentage holding (%) | 4.90% | 8.98% | 0.16% |
| **7. Deepak Gupta** | | | |
| - Number of shares | 1,15,000 | 45,000 | 45,000 |
| - Percentage holding (%) | 6.70% | 2.62% | 2.62% |
| **Total Number of Shares** | 17,14,027 | 17,14,027 | 15,25,277 |
| **Total Percentage of Holding** | 99.92% | 99.92% | 88.92% |

**E) Term/Right attached to equity shares:-**

The company has only one class of equity share at par value of Rs.10 per share. Holder of each equity share is entitled to one vote. The company declares and pays dividends in Indian Rupees. The dividend proposed by the board of directors is subject to the approval of shareholders at the ensuring at Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company after distribution of all preferential amounts. The distribution to equity shareholders will be in proportion to the numbers of equity shares held by the shareholders.

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NGMKS & ASSOCIATES ★ CA New Delhi ★ Chartered Accountants

HGI AUTOMOTIVES LIMITED FARIDABAD

Ashutosh Rai

**HGI AUTOMOTIVES LIMITED**
**(REGD OFFICE : PLOT NO. 19, SECTOR-58, FARIDABAD-121004)**
**(CIN - U35999HR1998PLC033955)**
**(All amount in Indian Rupees in Lakhs unless otherwise stated)**

**Note 4 :- Restated Statement of Reserves and surplus**

| Particulars | As at | | |
|---|---|---|---|
| | March'2025 | March'2024 | March'2023 |
| **A. Securities premium account** | | | |
| Balance at the beginning of the year | 118.99 | 118.99 | 71.77 |
| Additions during the year | - | - | 47.22 |
| Less : Utilisation of premium for redemption of preference shares | | - | - |
| For Redemption of Preference Shares | | | |
| **Total (A)** | **118.99** | **118.99** | **118.99** |
| **B. Surplus in the Restated Summary Statement of Profit and Loss** | | | |
| Balance at the beginning of the year | 670.19 | 305.77 | 93.87 |
| Less : Dividend Paid | 17.15 | - | - |
| Add : Transferred from the Restated Summary Statement of Profit and Loss | 858.09 | 364.42 | 211.90 |
| **Total (B)** | **1,511.12** | **670.19** | **305.77** |
| | | | |
| **Balance at the end of the year (A+B)** | **1,630.12** | **789.18** | **424.76** |

*(This space is left intentionally blank)*

NGMKS & ASSOCIATES ★ CA New Delhi ★ Chartered Accountants

HGI AUTOMOTIVES LIMITED FARIDABAD

Ashutosh Rai

**HGI AUTOMOTIVES LIMITED**
**(REGD OFFICE : PLOT NO. 19, SECTOR-58, FARIDABAD-121004)**
**(CIN - U35999HR1998PLC033955)**
**(All amount in Indian Rupees in Lakhs unless otherwise stated)**

**Note 5 :- Restated Statement borrowings**

| Particulars | As at | | | | | |
|---|---|---|---|---|---|---|
| | March'2025 | | March'2024 | | March'2023 | |
| | Long-term | Short-term | Long-term | Short-term | Long-term | Short-term |
| **A. Secured** | | | | | | |
| (a) Working Capital From Banks | | 1,684.71 | | 861.10 | | 678.53 |
| (b) Long Term Loan from Banks | 1,967.03 | | 1,179.52 | | 1,107.65 | |
| (c) Current Maturities of Long Term Loans | | 614.24 | | 428.71 | | 224.84 |
| **B. Unsecured** | | | | | | |
| (a) Loan from related parties | - | - | 149.41 | - | 141.01 | - |
| (b) Loans from Others | - | - | 120.61 | - | 112.39 | - |
| **Total** | **1,967.03** | **2,298.96** | **1,449.54** | **1,289.81** | **1,361.05** | **903.38** |

**Note 5.1: The period and amount of continuing default in repayment of principal and interest- NIL**
**Note 5.2: The borrowing from bank is secured by :**
(i) Closing Balance of Yes Bank adjusted as currency gain, from foreign Currency fluctuation of Rs. 8.67 Lakhs,
(ii) Bifurcation and details of secured loans:-

**A. As at March' 2025**

**Borrowings (secured)**

| Name of Lender | Nature of Facility | Sanction Limit | Outstanding as on 31.03.2025 | | Rate of Interest (%) | Repayment Term | Security/ Principal terms and conditions* | Collateral Security/ other Condition** |
|---|---|---|---|---|---|---|---|---|
| | | | Long Term | Short Term | | | | |
| HDFC Bank Auto Loan | Vehicle Loan | 87.85 | 34.30 | 13.03 | 8.00 | Monthly EMI | Hypothication on Car Purchased under the loan | - |
| SIDBI Loan | Term Loan | 220.00 | 64.00 | 48.00 | 8.95 | Monthly EMI | Machinery purchased from this loan and Fixed Deposit alongwith Accured Interest | Personal Guarantee of all three directors |
| HDFC Bank Limited | Term Loan | 50.00 | 19.34 | 10.08 | 8.50 | Monthly EMI | Parri Passu Charge on movable current assets of HGI, Immovable fixed assets of the SSK Automotive Pvt Ltd, Personal Immovable Fixed Assets of Directors | Immovable property of SSK , residence of and Personal Guarantee of all 3 Directors. |
| HDFC Bank Limited | Purchase Card & Corporate Card | 20.00 | - | - | 8.50 | Monthly EMI | Parri Passu Charge on movable current assets of HGI, Immovable fixed assets of the SSK Automotive Pvt Ltd, Personal Immovable Fixed Assets of Directors | Immovable property of SSK , residence of and Personal Guarantee of all 3 Directors. |
| Mercedes Benz Financial Services India Pvt. Ltd. | Vehicle Loan | 70.00 | 27.66 | 14.10 | 7.99 | Monthly EMI | Hypothication on Car Purchased under the loan | - |
| ICICI Bank Loan | Term Loan | 2,394.20 | 1,245.77 | 523.68 | 8.50 | Monthly EMI | Exclusive Charge on Movable fixed Assets & current assest of HGI, 1st Charge Parri-passu on immovable fixed assets of the SSK Automotive Pvt Ltd, Personal Immovable Fixed Assets of Directors. | Corporate Gaurantee of SSK Automotive Private Limited, and Personal Guarantee of all 3 Directors |
| Yes Bank (JPY 96842541 equivalent to Rs.55832658) | Buyer Credit in Foreign Currency (JPY) | 511.81 | 549.65 | - | 1.78 | Monthly Margin Deposits (MMD) | Hypothication on Equipment Funded | Personal Guarantee of all 3 Directors. |
| ICICI Bank Car Loan | Term Loan | 32.00 | 26.31 | 5.35 | 9.10 | Monthly EMI | Hypothication on Car Purchased under the loan | - |
| **Sub Total (A)** | | **3,385.86** | **1,967.03** | **614.24** | | | | |
| HDFC Bank Limited-CC*** | Working Capital Facility | 350.00 | - | 489.50 | 8.50 | On Demand and subject to Annual Renewal | Parri Passu Charge on movable current assets of HGI, Immovable fixed assets of the SSK Automotive Pvt Ltd, Personal Immovable Fixed Assets of Directors | Immovable property of SSK , residence of and Personal Guarantee of all 3 Directors. |
| ICICI Bank Limited-CC | Working Capital Facility | 323.90 | - | 95.59 | 8.50 | On Demand and subject to Annual Renewal | Exclusive Charge on Movable fixed Assets & current assest of HGI, 1st Charge Parri-passu on immovable fixed assets of the SSK Automotive Pvt Ltd, Personal Immovable Fixed Assets of Directors. | Corporate Gaurantee of SSK Automotive Private Limited, and Personal Guarantee of all 3 Directors |
| ICICI Bank Limited-EPC | Working Capital Facility | 700.00 | - | 699.62 | 7.50 | | | |
| ICICI Bank Limited-WCDL | Working Capital Facility | 400.00 | - | 400.00 | 7.90 | | | |
| **Sub Total (B)** | | **1,773.90** | **-** | **1,684.71** | | | | |
| **Group Total (A+B)** | | **5,159.76** | **1,967.03** | **2,298.96** | | | | |

***The outstanding amount is in excess of sanction limit, due to cheque issued but not cleared yet.

NGMKS & ASSOCIATES ★ CA New Delhi ★ Chartered Accountants

HGI AUTOMOTIVES LIMITED ★ FARIDABAD ★

Ashutosh Rai

**B. As at March' 2024**

| Borrowings (secured) | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Name of Lender | Nature of Facility | Sanction Limit | Outstanding as on 31.03.2025 | | Rate of Interest (%) | Repayment Term | Security/ Principal terms and conditions* | Collateral Security/ other Condition** |
| | | | Long Term | Short Term | | | | |
| ICICI Bank Loan | Term Loan | 1,490.83 | 948.60 | 346.32 | 8.50 | Monthly EMI | Exclusive Charge on Movable fixed Assets & current assest of HGI, 1st Charge Parri-passu on immovable fixed assets of the SSK Automotive Pvt Ltd, Personal Immovable Fixed Assets of Directors. | Corporate Gaurantee of SSK Automotive Private Limited, and Personal Guarantee of all 3 Directors |
| SIDBI Loan | Term Loan | 220.00 | 112.00 | 48.00 | 8.95 | Monthly EMI | Machinery purchased from this loan and Fixed Deposit alongwith Accured Interest | Personal Guarantee of all three directors |
| HDFC Bank Loan | Term Loan | 50.00 | 29.66 | 8.85 | 8.50 | Monthly EMI | Parri Passu Charge on movable current assets of HGI, Immovable fixed assets of the SSK Automotive Pvt Ltd, Personal Immovable Fixed Assets of Directors | Immovable property of SSK , residence of and Personal Guarantee of all 3 Directors. |
| HDFC Bank Auto Loan | Vehicle Loan | 87.85 | 47.33 | 12.13 | 8.00 | Monthly EMI | Hypothication on Car Purchased under the loan | - |
| HDFC Bank Car Loan | Vehicle Loan | 70.00 | 41.92 | 13.19 | 7.99 | Monthly EMI | Hypothication on Car Purchased under the loan | - |
| Kotak Mahindra Prime Limited | Vehicle Loan | 6.99 | - | 0.22 | 8.00 | Monthly EMI | Hypothication on Car Purchased under the loan | - |
| **Sub Total (A)** | | **1,925.68** | **1,179.52** | **428.71** | | | | |
| HDFC Bank Limited-CC | Working Capital Facility | 350.00 | - | 339.70 | 8.50 | On Demand and subject to Annual Renewal | Parri Passu Charge on movable current assets of HGI, Immovable fixed assets of the SSK Automotive Pvt Ltd, Personal Immovable Fixed Assets of Directors | Immovable property of SSK , residence of and Personal Guarantee of all 3 Directors. |
| ICICI Bank CC | Working Capital Facility | 100.00 | - | 31.50 | 8.50 | On Demand and subject to Annual Renewal | Exclusive Charge on Movable fixed Assets & current assest of HGI, 1st Charge Parri-passu on immovable fixed assets of the SSK Automotive Pvt Ltd, Personal Immovable Fixed Assets of Directors. | Corporate Gaurantee of SSK Automotive Private Limited, and Personal Guarantee of all 3 Directors |
| ICICI Bank Loan EPC | Working Capital Facility | 700.00 | - | 240.00 | 7.50 | | | |
| ICICI Bank Loan WCDL | Working Capital Facility | 400.00 | - | 249.90 | 8.00 | | | |
| **Sub Total (B)** | | **1,550.00** | **-** | **861.10** | | | | |
| **Group Total (A+B)** | | **3,475.68** | **1,179.52** | **1,289.81** | | | | |

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HGI AUTOMOTIVES LIMITED ★ FARIDABAD ★

Ashutosh Rai

**C. As at March' 2023**

**Borrowings (secured)**

| Name of Lender | Nature of Facility | Sanction Limit | Outstanding as on 31.03.2025 | | Rate of Interest (%) | Repayment Term | Security/ Principal terms and conditions* | Collateral Security/ other Condition** |
|---|---|---|---|---|---|---|---|---|
| | | | Long Term | Short Term | | | | |
| Axis Bank Loan | Term Loan | 786.00 | 490.10 | 138.71 | 8.50 | Monthly EMI | Hypothecation on entire current assets and movable fixed assets (both present and future) sharing parri-passu charge with HDFC Bank under multiple banking arrangements | Equitable mortgage of residential property no - 638, sector-14, Faridabad sharing parri-passu charge with HDFC Bank under multiple banking arrangements. Equitable mortgage of industrial property at Plot No- 19, Sector-58, Faridabad sharing parri-passu charge with HDFC Bank under multiple banking arrangements. Personal Gty of all the 3 directors and Corporate Gty of SSK automotive Private Limited |
| SIDBI Loan | Term Loan | 220.00 | 160.00 | 48.00 | 8.95 | Monthly EMI | Machinery purchased from this loan and Fixed Deposit alongwith Accured Interest | Personal Guarantee of all three directors |
| HDFC Bank Limited | Term Loan | 50.00 | 37.77 | 8.77 | 8.50 | Monthly EMI | Parri Passu Charge on movable current assets of HGI, Immovable fixed assets of the SSK Automotive Pvt Ltd, Personal Immovable Fixed Assets of Directors | Immovable property of SSK , residence of and Personal Guarantee of all 3 Directors. |
| HDFC Bank Auto Loan | Vehicle Loan | 87.85 | 59.46 | 11.29 | 8.00 | Monthly EMI | Hypothication on Car Purchased under the loan | - |
| HDFC Bank Car Loan | Vehicle Loan | 70.00 | 55.11 | 12.02 | 7.99 | Monthly EMI | Hypothication on Car Purchased under the loan | - |
| HDFC Bank Car Loan | Vehicle Loan | 150.00 | - | 3.57 | 8.00 | Monthly EMI | Hypothication on Car Purchased under the loan | - |
| Kotak Mahindra Prime Limited | Vehicle Loan | 6.99 | 0.22 | 2.49 | 8.00 | Monthly EMI | Hypothication on Car Purchased under the loan | - |
| HDFC Bank Limited-GECL A/c | Term Loan | 350.00 | 304.98 | - | 8.50 | Monthly EMI | Parri Passu Charge on movable current assets of HGI, Immovable fixed assets of the SSK Automotive Pvt Ltd, Personal Immovable Fixed Assets of Directors | Immovable property of SSK , residence of and Personal Guarantee of all 3 Directors. |
| **Sub Total (A)** | | **1,720.84** | **1,107.65** | **224.84** | | | | |
| HDFC Bank Limited-CC | Working Capital Facility | 507.82 | - | 436.25 | 8.50 | On Demand and subject to Annual Renewal | Parri Passu Charge on movable current assets of HGI, Immovable fixed assets of the SSK Automotive Pvt Ltd, Personal Immovable Fixed Assets of Directors | Immovable property of SSK , residence of and Personal Guarantee of all 3 Directors. |
| Axis Bank Loan-CC | Working Capital Facility | 3,500.00 | - | 242.28 | 8.50 | On Demand and subject to Annual Renewal | Hypothecation on entire current assets and movable fixed assets (both present and future) sharing parri-passu charge with HDFC Bank under multiple banking arrangements | Equitable mortgage of residential property no - 638, sector-14, Faridabad sharing parri-passu charge with HDFC Bank under multiple banking arrangements. Equitable mortgage of industrial property at Plot No- 19, Sector-58, Faridabad sharing parri-passu charge with HDFC Bank under multiple banking arrangements. Personal Gty of all the 3 directors and Corporate Gty of SSK automotive Private Limited |
| **Sub Total (B)** | | **4,007.82** | **-** | **678.53** | | | | |
| **Group Total (A+B)** | | **5,728.66** | **1,107.65** | **903.38** | | | | |

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NGMKS & ASSOCIATES Chartered Accountants New Delhi

HGI AUTOMOTIVES LIMITED FARIDABAD

Ashutosh Rai

**Note 6 :- Modification of financial statement may be required on the following issue**

| Recognition of DTA as per AS-22 | As at 31st March, 2025 | As at 31st March, 2024 | As at 31st March, 2023 |
|---|---|---|---|
| **A. Calculation Deductable Temporary Difference on WDV of Assets:-** | | | |
| WDV as per Income Tax Act | 3,729.48 | 2,153.15 | 1,412.93 |
| WDV as per Companies Act | 3,545.86 | 1,982.83 | 1,318.88 |
| **Total Deductable Temporary Differences on WDV of Assets** | **183.62** | **170.33** | **94.05** |
| **B. Calculation Deductable Temporary Difference on Provisions:-** | | | |
| a) Provision for Gratuity | 56.44 | 44.59 | 37.91 |
| b) Provision for Leave Encashment & Compensated Absence liability | 12.01 | 7.75 | 5.86 |
| c) Provision for Bonus | 8.35 | 7.06 | 4.06 |
| e) Provision for interest on MSME | 11.74 | 8.54 | 5.78 |
| g) Provision for Foreign Currency Fluctuation | - | 0.05 | - |
| **Total Deductable Temporary Differences on WDV of Assets** | **88.54** | **67.99** | **53.62** |
| **C. Calculation Deductable Temporary Difference on Losses:-** | | | |
| Losses carry forward to next year. | - | - | - |
| **Total Deductable Temporary Differences on Losses** | - | - | - |
| **Total Deductable Temporary Differences (A+B+C)** | **272.16** | **238.32** | **147.67** |
| Tax Effect @ 25.17% (22% Tax +10% Surcharge+ 4% cess) | 25.17% | 25.17% | 26.00% |
| **Closing Value of DTA** | **68.50** | **59.98** | **38.39** |
| **Less: Already Created DTA** | **59.98** | **38.39** | **29.16** |
| **DTA/(DTL) to be created** | **8.52** | **21.59** | **9.23** |

**Note 7 :- Restated Statement of Other Long-Term Liabilities**

| Particulars | As at March'2025 | As at March'2024 | As at March'2023 |
|---|---|---|---|
| Security Deposits | - | - | - |
| **Total** | - | - | - |

**Note 8 :- Restated Statement of Provisions**

| Particulars | As at March'2025 | | As at March'2024 | | As at March'2023 | |
|---|---|---|---|---|---|---|
| | Long-term | Short-term | Long-term | Short-term | Long-term | Short-term |
| **Provision for employee benefits** | | | | | | |
| Provision for Gratuity | 50.66 | 5.77 | 41.33 | 3.26 | 33.17 | 4.74 |
| Provision for compensated absences | | | - | - | - | - |
| Provision for Leave Encashment | 10.87 | 1.14 | 7.12 | 0.64 | 5.03 | 0.83 |
| Provision for Bonus Payables | - | 8.35 | - | 7.06 | - | 4.06 |
| **Others** | | | | | | |
| Proposed dividend | | | | | | |
| Provision for dividend distribution tax | | | | | | |
| Provision for tax (net of advance tax & TDS) | | | - | - | - | - |
| Provision for interest on MSME | - | 33.61 | - | 27.07 | - | 3.50 |
| Provision for Interest on Foreign Currency Loan | - | 11.74 | - | 8.54 | - | 5.78 |
| Provision For Interest Payable | - | 3.12 | - | - | - | - |
| Provision for Foreign Currency Fluctuation | - | 10.96 | - | - | - | - |
| Provision for Lease Rent Equalisation | - | - | - | 0.05 | - | - |
| **Total** | 6.45 | 5.51 | - | 2.92 | | |
| | **67.98** | **80.20** | **48.45** | **49.54** | **38.20** | **18.92** |

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HGI AUTOMOTIVES LIMITED ★ FARIDABAD ★

Ashutosh Rao

**HGI AUTOMOTIVES LIMITED**
**(REGD OFFICE : PLOT NO. 19, SECTOR-58, FARIDABAD-121004)**
**(CIN - U35999HR1998PLC033955)**
**(All amount in Indian Rupees in Lakhs unless otherwise stated)**

**Note 9 :- Restated Statement of Trade payables**

| Particulars | As at | | |
|---|---|---|---|
| | March'2025 | March'2024 | March'2023 |
| Dues of micro and small enterprises | 150.91 | 41.78 | 30.78 |
| Dues other than micro and small enterprises | 742.20 | 577.98 | 521.97 |
| **Total** | **893.11** | **619.76** | **552.75** |

**Restated Statement of Trade payables ageing schedule for the year ended 31-03-2025.**

| Particulars | Outstanding for the following periods from the due date of payment | | | | |
|---|---|---|---|---|---|
| | Less than 1 Year | 1-2 Years | 2-3 Years | More than 3 years | Total Payables |
| Micro,small and medium enterprises | 227.59 | - | - | - | 227.59 |
| Others | 665.52 | - | - | - | 665.52 |
| Disputed Dues-MSME | - | - | - | - | - |
| Disputed Dues-Others | - | - | - | - | - |
| **Total** | **893.11** | - | - | - | **893.11** |

**Restated Statement of Trade payables ageing schedule for the year ended 31-03-2024.**

| Particulars | Outstanding for the following periods from the due date of payment | | | | |
|---|---|---|---|---|---|
| | Less than 1 Year | 1-2 Years | 2-3 Years | More than 3 years | Total Payables |
| Micro,small and medium enterprises | 49.20 | - | - | - | 49.20 |
| Others | 570.56 | - | - | - | 570.56 |
| Disputed Dues-MSME | - | - | - | - | - |
| Disputed Dues-Others | - | - | - | - | - |
| **Total** | **619.76** | - | - | - | **619.76** |

**Restated Statement of Trade payables ageing schedule for the year ended 31-03-2023.**

| Particulars | Outstanding for the following periods from the due date of payment | | | | |
|---|---|---|---|---|---|
| | Less than 1 Year | 1-2 Years | 2-3 Years | More than 3 years | Total Payables |
| Micro,small and medium enterprises | 424.84 | - | - | - | 424.84 |
| Others | 127.92 | - | - | 1.31 | 129.23 |
| Disputed Dues-MSME | - | - | - | - | - |
| Disputed Dues-Others | - | - | - | - | - |
| **Total** | **552.75** | - | - | **1.31** | **554.06** |

| Particulars | As at | | |
|---|---|---|---|
| | March'2025 | March'2024 | March'2023 |
| **Dues to micro and small enterprises** | | | |
| Micro and small enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006) have been determined based on the information available with the Company and the required disclosures are given below: | | | |
| **Particulars** | | | |
| (a) amount remaining unpaid to any supplier at the end of each accounting year:- | | | |
| - the principal amount; and | 150.91 | 41.78 | 30.78 |
| - the interest due thereon | 7.86 | 4.66 | 1.90 |
| (b) the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during each accounting year, however company not paid any interest on MSMEs entities beyond period. | - | - | - |
| (c) the amount of interest due and payable for the period of delay in making payment but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006 | - | - | - |
| (d) the amount of interest accrued and remaining unpaid at the end of each accounting year; and | - | - | - |
| (e) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006. | - | - | - |

***The company has filed delay half yearly returns of micro and small enterprises.***

**Note 10 :- Restated Statement of Other current liabilities**

| Particulars | As at | | |
|---|---|---|---|
| | March'2025 | March'2024 | March'2023 |
| Statutory Payables | 14.46 | 26.91 | 38.64 |
| Advances from Customers | 157.15 | 61.99 | 70.50 |
| Expenses Payables | 116.51 | 74.39 | 47.56 |
| **Total** | **288.12** | **163.30** | **156.69** |

**The balance of above Statutory Payables includes payables of ESI, PF, Welfare Fund, TDS, TCS and GST payables.*

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NGMKS & ASSOCIATES Chartered Accountants New Delhi

HGI AUTOMOTIVES LIMITED FARIDABAD

Ashutosh Rao

**HGI AUTOMOTIVES LIMITED**
**(REGD OFFICE : PLOT NO. 19, SECTOR-58, FARIDABAD-121004)**
**(CIN - U35999HR1998PLC033955)**
**(All amount in Indian Rupees in Lakhs unless otherwise stated)**

**Note 11 :- Statement of Property, Plant and Equipment and Intangible Assets:-**

**i) Property, Plant and Equipment:-**

| Gross block | Plant and Machinery | Furniture & Fixtures | Office Equipment | Motor Vehicle | Total |
|---|---|---|---|---|---|
| | | | | | |
| **Balance as at 31 March 2022** | **1,471.91** | **18.90** | **55.70** | **172.86** | **1,719.37** |
| Additions | 444.72 | 204.07 | 17.84 | 99.30 | 765.93 |
| Disposals | 39.91 | - | - | 10.32 | 50.23 |
| | | | | | |
| **Balance as at 31 March 2023** | **1,876.72** | **222.97** | **73.54** | **261.85** | **2,435.07** |
| Additions | 918.36 | 139.08 | 26.85 | - | 1,084.28 |
| Disposals | 39.81 | - | - | 8.82 | 48.63 |
| | | | | | |
| **Balance as at 31 March 2024** | **2,755.27** | **362.05** | **100.38** | **253.03** | **3,470.73** |
| Additions | 1,989.46 | 32.41 | 25.36 | 37.34 | 2,084.57 |
| Disposals | - | - | 0 | - | 0.10 |
| | | | | | |
| **Balance as at 31 March 2025** | **4,744.73** | **394.47** | **125.64** | **290.37** | **5,555.20** |

| Accumulated depreciation and amortisation | | | | | |
|---|---|---|---|---|---|
| **Balance as at 31 March 2022** | **747.87** | **9.71** | **33.76** | **57.78** | **849.12** |
| Depreciation charge | 170.04 | 38.85 | 17.36 | 37.48 | 263.72 |
| Depreciation on sale of Assets | - | - | - | 3.36 | 3.36 |
| | | | | | |
| **Balance as at 31 March 2023** | **917.90** | **48.56** | **51.12** | **95.26** | **1,116.20** |
| Depreciation charge | 253.77 | 57.28 | 17.33 | 29.94 | 358.32 |
| Depreciation on sale of Assets | - | - | - | 13.38 | 13.38 |
| | | | | | |
| **Balance as at 31 March 2024** | **1,171.67** | **105.84** | **68.45** | **125.20** | **1,487.90** |
| Depreciation charge | 397.32 | 69.58 | 23.87 | 30.66 | 521.44 |
| | | | | | |
| **Balance as at 31 March 2025** | **1,568.99** | **175.42** | **92.32** | **155.86** | **2,009.34** |

| Net block | | | | | |
|---|---|---|---|---|---|
| **Balance as at 31 March 2022** | **724.05** | **9.19** | **21.94** | **115.08** | **870.25** |
| **Balance as at 31 March 2023** | **958.82** | **174.41** | **22.42** | **166.59** | **1,318.88** |
| **Balance as at 31 March 2024** | **1,583.59** | **256.22** | **31.93** | **127.83** | **1,982.83** |
| **Balance as at 31 March 2025** | **3,175.73** | **219.05** | **33.32** | **134.50** | **3,545.86** |

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HGI AUTOMOTIVES LIMITED ★ FARIDABAD ★

Ashutosh Rai

**HGI AUTOMOTIVES LIMITED**
**(REGD OFFICE : PLOT NO. 19, SECTOR-58, FARIDABAD-121004)**
**(CIN - U35999HR1998PLC033955)**
**(All amount in Indian Rupees in Lakhs unless otherwise stated)**

**Note 12 :- Restated Statement of Loans and advances**

| Particulars | As at March'2025 | | As at March'2024 | | As at March'2023 | |
|---|---|---|---|---|---|---|
| | Long-term | Short-term | Long-term | Short-term | Long-term | Short-term |
| **Unsecured, considered good (unless otherwise stated)** | | | | | | |
| Advance to Supplier | - | 84.73 | - | 65.02 | - | 20.23 |
| Security Deposits | | | | | | |
| i) Related Party | 21.00 | - | 12.00 | | - | |
| ii) Others | 78.42 | - | 77.61 | - | 30.53 | - |
| Balances with Government Authorities* | - | 12.02 | - | 0.07 | - | 4.88 |
| Prepaid Expenses | - | 39.22 | - | 21.19 | - | 19.72 |
| Advance to Employee | - | 2.65 | - | 1.05 | - | 2.94 |
| | **99.42** | **138.61** | **89.61** | **87.33** | **30.53** | **47.77** |

**The balance of above Balances with Government Authorities includes debit balance of GST, TDS,TCS and Income Tax refundable.*

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HGI AUTOMOTIVES LIMITED ★ FARIDABAD ★

Ashutosh Roy

**Note 13 :- Restated Statement of Other Non-Current Assets**

| Particulars | As at | | |
|---|---|---|---|
| | March'2025 | March'2024 | March'2023 |
| **- in Fixed Deposits** | | | |
| Deposit with original maturity of more than 12 months* | 182.24 | 101.57 | 99.99 |
| Deferred Revenue Expenses | 25.50 | 34.00 | - |
| **Total** | **207.74** | **135.57** | **99.99** |

*** Details of Fixed Deposits Lien/Pledged :-**

| Details of Fixed Deposits | Lien/Pleged Against | As at | | |
|---|---|---|---|---|
| | | March'2025 | March'2024 | March'2023 |
| HDFC Bank | Term Loan | 5.52 | 19.53 | 22.66 |
| YES Bank | Foreign Currency Loan for Machine | 88.82 | - | - |
| SIDBI | Machine Loan from SIDBI | 82.08 | 76.84 | 72.47 |
| Kotak Mahindra Bank | Bank Guarantee (BG) | 5.82 | 5.20 | 4.86 |
| **Total** | | **182.24** | **101.57** | **99.99** |

**Note 14 :- Restated Statement of Inventory**

| Particulars | As at | | |
|---|---|---|---|
| | March'2025 | March'2024 | March'2023 |
| a) Raw Material* | 91.20 | 102.53 | 87.94 |
| b) WIP** | 1,501.93 | 889.08 | 918.14 |
| c) Consumable Stores* | 97.90 | 29.96 | 10.15 |
| **Total** | **1,691.03** | **1,021.57** | **1,016.24** |

* The inventories of Raw Materials and consumable stores are valued at cost on FIFO basis.
* Inventory of Consumable stores includes closing stock of packing material
** The cost of WIP includes cost of raw materials, labour and overhead.

**Note 15 :- Restated Statement of Trade receivables**

| Particulars | As at | | |
|---|---|---|---|
| | March'2025 | March'2024 | March'2023 |
| Unsecured, considered good | 1,638.04 | 1,198.41 | 1,068.36 |
| Unsecured, considered doubtful | - | - | 5.18 |
| Unsecured, credit impared | - | - | - |
| **Total** | **1,638.04** | **1,198.41** | **1,073.54** |

**Restated Statement of Trade Receivables ageing schedule for the year ended 31-03-2023.**

| Particulars | Outstanding for the following periods from the due date of payment | | | | | |
|---|---|---|---|---|---|---|
| | 0-6 Months | 6 months-1 Year | 1-2 Years | 2-3 Years | More Than 3 Years | Total Receivables |
| Undisputed Trade Receivables - Considered Goods | 1,068.36 | - | - | - | - | 1,068.36 |
| Undisputed Trade Receivables - Considered doubtful | - | - | - | - | 5.18 | 5.18 |
| Disputed Trade Receivables - Considered Goods | - | - | - | - | - | - |
| Disputed Trade Receivables - Considered doubtful | - | - | - | - | - | - |
| **Total** | **1,068.36** | **-** | **-** | **-** | **5.18** | **1,073.54** |

**Restated Statement of Trade Receivables ageing schedule for the year ended 31-03-2024.**

| Particulars | Outstanding for the following periods from the due date of payment | | | | | |
|---|---|---|---|---|---|---|
| | 0-6 Months | 6 months-1 Year | 1-2 Years | 2-3 Years | More Than 3 Years | Total Receivables |
| Undisputed Trade Receivables - Considered Goods | 1,198.41 | - | - | - | - | 1,198.41 |
| Undisputed Trade Receivables - Considered doubtful | - | - | - | - | - | - |
| Disputed Trade Receivables - Considered Goods | - | - | - | - | - | - |
| Disputed Trade Receivables - Considered doubtful | - | - | - | - | - | - |
| **Total** | **1,198.41** | **-** | **-** | **-** | **-** | **1,198.41** |

**Restated Statement of Trade Receivables ageing schedule for the year ended 31-03-2025.**

| Particulars | Outstanding for the following periods from the due date of payment | | | | | |
|---|---|---|---|---|---|---|
| | 0-6 Months | 6 months-1 Year | 1-2 Years | 2-3 Years | More Than 3 Years | Total Receivables |
| Undisputed Trade Receivables - Considered Goods* | 1,638.04 | - | - | - | - | 1,638.04 |
| Undisputed Trade Receivables - Considered doubtful | - | - | - | - | - | - |
| Disputed Trade Receivables - Considered Goods | - | - | - | - | - | - |
| Disputed Trade Receivables - Considered doubtful | - | - | - | - | - | - |
| **Total** | **1,638.04** | **-** | **-** | **-** | **-** | **1,638.04** |

**Note 16 :- Restated Statement of Cash and bank balances**

| Particulars | As at | | |
|---|---|---|---|
| | March'2025 | March'2024 | March'2023 |
| **Cash and cash equivalents** | | | |
| Cash in hand | 7.86 | 5.68 | 1.86 |
| **Total** | **7.86** | **5.68** | **1.86** |

**Note 17 :- Restated Statement of Other current assets**

| Particulars | As at | | |
|---|---|---|---|
| | March'2025 | March'2024 | March'2023 |
| **Unsecured, considered good (unless otherwise stated)** | | | |
| Imperest to Employee | - | 0.10 | 0.08 |
| **Total** | **-** | **0.10** | **0.08** |

NGMKS & ASSOCIATES ★ Chartered Accountants ★ New Delhi

HGI AUTOMOTIVES LIMITED ★ FARIDABAD

**HGI AUTOMOTIVES LIMITED**
**(REGD OFFICE : PLOT NO. 19, SECTOR-58, FARIDABAD-121004)**
**(CIN - U35999HR1998PLC033955)**
**(All amount in Indian Rupees in Lakhs unless otherwise stated)**

**Note 18 :- Restated Statement of Revenue from operations**

| Particulars | Year Ended | | |
|---|---|---|---|
| | March'2025 | March'2024 | March'2023 |
| **Revenue from operations** | | | |
| Sale of Products | 10,398.73 | 9,417.16 | 8,007.68 |
| Export including SEZ Sales | 1,736.68 | 539.77 | 394.60 |
| Sale of Services/Jobwork | 1.92 | 0.20 | 6.99 |
| **Net Revenue** | **12,137.33** | **9,957.14** | **8,409.27** |

**Note 18.1 :- Restated Statement of Productwise Revenue Bifurcation**

| Particulars | Year Ended | | |
|---|---|---|---|
| | March'2025 | March'2024 | March'2023 |
| **A. Sale of Products:-** | | | |
| i) Sale of Products | 10,331.55 | 9,307.29 | 7,933.90 |
| ii) Sale of Scrap | 67.18 | 109.87 | 73.78 |
| **Total (A)** | **10,398.73** | **9,417.16** | **8,007.68** |
| **B. Export including SEZ Sales:-** | | | |
| i) Export Sale of Products | 1,736.68 | 539.77 | 347.08 |
| ii) SEZ Sale of Products | - | - | 47.52 |
| **Total (B)** | **1,736.68** | **539.77** | **394.60** |
| **C. Sale of Services/Jobwork:-** | | | |
| i) Sale of Jobwork | 1.92 | 0.20 | 6.99 |
| **Total (C)** | **1.92** | **0.20** | **6.99** |
| | | | |
| **Net Revenue (A+B+C)** | **12,137.33** | **9,957.14** | **8,409.27** |

**Note 18.2 :- Restated Statement of Geographywise Revenue Bifurcation**

| Particulars | Year Ended | | |
|---|---|---|---|
| | March'2025 | March'2024 | March'2023 |
| A. Revenue from India | 10,400.65 | 9,417.36 | 8,062.19 |
| B. Revenue from Outside India | 1,736.68 | 539.77 | 347.08 |
| **Net Revenue (A+B)** | **12,137.33** | **9,957.14** | **8,409.27** |

**Note 19 :- Restated Statement of Other income**

| Particulars | Year Ended | | |
|---|---|---|---|
| | March'2025 | March'2024 | March'2023 |
| Interest Income on Fixed Deposits | 8.99 | 6.46 | 4.01 |
| Interest on Income Tax Refund | - | 0.05 | 0.11 |
| Interest on Securities | 1.57 | 0.59 | 0.53 |
| Duty Drawback on Export (Refer Below Note-c) | 16.52 | 4.57 | 5.33 |
| Profit on Exchange Rate Flactuation | 1.03 | 2.34 | - |
| Discount Income | - | 5.27 | - |
| Profit on Sale of Fixed Assets | - | - | 0.72 |
| Income From LIC Maturity (Refer Below Note-d) | 39.02 | - | - |
| Other Income (Refer Below Note-e) | 20.87 | 3.01 | 2.36 |
| **Total** | **88.00** | **22.30** | **13.05** |

**Note:**

(a) All the items of other income are related to business activities. Further, out of all the items of other income only interest income from deposits, Interest income on Securities, Duty Drawback on Export and gain on foreign currency translations and transactions are recurring and the remaining are non-recurring in nature.

(b) The classification of 'Other income' as recurring or non-recurring and related or non-related to business activity is based on the current operations and business activities of the Company, as determined by the management.

(c) The above figure of Duty Drawback on Export shown in Other Income has taken on cash basis.

(d) The classification of 'Other income' as Income From LIC Maturity which has received regarding **Key Man Insurance Policy** of Shri. Suresh Chand Garg.

(e)The classification of 'Other income' as Other Income in FY 2024-25 includes Subsidy & Incentives of Rs.16.35 Lakhs

**Note 20 :- A. Restated Statement of Cost of Material Consumed**

| Particulars | Year Ended | | |
|---|---|---|---|
| | March'2025 | March'2024 | March'2023 |
| A. Opening Inventory of Raw Materials | 102.53 | 87.94 | 181.17 |
| B. Purchases of Raw Materials | 7,188.77 | 6,042.18 | 5,078.97 |
| C. Closing Inventory of Raw Materials | 91.20 | 102.53 | 87.94 |
| **Cost of Material Consumed (A+B-C)** | **7,200.11** | **6,027.58** | **5,172.20** |

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HGI AUTOMOTIVES LIMITED FARIDABAD

Ashutosh Rao

**Note 20 :- B. Restated Statement of Cost of Store Consumption (refer below note):-**

| Particulars | Year Ended March'2025 | Year Ended March'2024 | Year Ended March'2023 |
|---|---|---|---|
| A. Opening Inventory of Stores | 29.96 | 10.15 | 5.89 |
| B. Purchases of Stores | 467.62 | 293.04 | 220.58 |
| C. Closing Inventory of Stores | 97.90 | 29.96 | 10.15 |
| **Store Consumption (A+B-C)** | **399.68** | **273.24** | **216.32** |

**Store Consumtion includes oil & lubricant, consumable stores, consumable store gauges, paint shop, tooling,Packing etc*

**Note 21 :- Restated Statement of Change in Inventories**

| Particulars | Year Ended March'2025 | Year Ended March'2024 | Year Ended March'2023 |
|---|---|---|---|
| A. Opening Inventory of WIP | 889.08 | 918.14 | 1,239.53 |
| B. Closing Inventory of WIP | 1,501.93 | 889.08 | 918.14 |
| **Change in Inventory ( A-B)** | **- 612.85** | **29.06** | **321.38** |

**Note 22 :- Employee Benefit Expenses**

| Particulars | Year Ended March'2025 | Year Ended March'2024 | Year Ended March'2023 |
|---|---|---|---|
| Salaries, Wages and Bonus | 1,386.44 | 1,077.07 | 795.00 |
| Contribution to Provident and Other Funds | 27.29 | 15.11 | 8.21 |
| Staff Welfare Expenses | 11.25 | 14.56 | 9.83 |
| Director Remuneration | 87.00 | 75.00 | 49.50 |
| **Total** | **1,511.98** | **1,181.74** | **862.54** |

**Note 23 :- Restated Statement of Finance costs**

| Particulars | Year Ended March'2025 | Year Ended March'2024 | Year Ended March'2023 |
|---|---|---|---|
| Interest on Term Loan | 160.72 | 118.07 | 111.91 |
| Interest on Working Capital Loan | 65.54 | 46.65 | 45.08 |
| Interest on Unsecured Loan | 24.14 | 30.22 | 31.27 |
| Provision for Interest on Foreign Currency Buyer's Credit | 3.12 | - | - |
| Bank Charges | 12.85 | 3.00 | 6.76 |
| Interest for Delayed Payment to MSME | 3.20 | 2.76 | 1.90 |
| **Total** | **269.58** | **200.69** | **196.92** |

**Note 24 :- Restated Statement of Depreciation and amortisation expense**

| Particulars | Year Ended March'2025 | Year Ended March'2024 | Year Ended March'2023 |
|---|---|---|---|
| Depreciation and amortisation expense (Refer Note:-11) | 521.44 | 371.70 | 267.08 |
| **Total** | **521.44** | **371.70** | **267.08** |

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HGI AUTOMOTIVES LIMITED FARIDABAD

**HGI AUTOMOTIVES LIMITED**
**(REGD OFFICE : PLOT NO. 19, SECTOR-58, FARIDABAD-121004)**
**(CIN - U35999HR1998PLC033955)**
**(All amount in Indian Rupees in Lakhs unless otherwise stated)**

**Note 25 :- Restated Statement of Other Expenses**

| Particulars | Year Ended | | |
|---|---|---|---|
| | Year Ended March 2025 | Year Ended March 2024 | Year Ended March 2023 |
| **A. Manufacturing Expenses:-** | | | |
| Consumable Stores | 399.68 | 273.24 | 216.32 |
| Diesel | 8.84 | 5.38 | 30.89 |
| Gases | 63.48 | 79.22 | 119.24 |
| Electricity & Water Expenses | 494.69 | 535.71 | 275.03 |
| Job Work Charges Paid | 293.34 | 111.53 | 158.88 |
| Rent on Machinery | 20.02 | 13.25 | 8.74 |
| Rent on Building (Including Lease Rent Equalisation) | 192.93 | 100.42 | 60.00 |
| **Total (A)** | **1,472.98** | **1,118.74** | **869.10** |
| **B. Other Expenses:-** | | | |
| Advertisement and Publicity Expenses | 0.21 | 0.70 | 0.26 |
| Business & Sales Promotion | 22.57 | 20.12 | - |
| Commission | 13.91 | 16.64 | 14.07 |
| Repairs & Maintenance of Building | 51.84 | 35.74 | 53.08 |
| Repairs & Maintenance of Machinery | 179.45 | 154.36 | 130.59 |
| Repairs & Maintenance of Others | 3.34 | 3.44 | 2.60 |
| Postage & Courier Expenses | 0.56 | 3.82 | 1.09 |
| Freight, Loading & Unloading Charges | 116.72 | 102.51 | 92.11 |
| Insurance Expenses | 32.33 | 22.38 | 18.64 |
| Legal and Professional Fees | 101.99 | 75.11 | 40.48 |
| Auditor Remuneration* | 7.50 | 1.00 | 0.85 |
| Running & Maintenance of Vehicle Expenses | 12.02 | 13.72 | 17.27 |
| Printing & Stationery Expenses | 13.83 | 9.09 | 9.48 |
| Diwali Expenses | 1.67 | 0.13 | 12.09 |
| Travelling & Conveyance Expenses | 32.10 | 8.69 | 5.70 |
| Rates & Taxes | 11.03 | 7.57 | 1.62 |
| Telephone Expenses | 3.98 | 3.40 | 3.68 |
| Donation | 1.93 | 1.70 | 1.19 |
| Testing Charges | 5.42 | 3.77 | 4.42 |
| Security Services | 33.59 | 23.87 | 18.53 |
| Fees & Subscriptions | 3.56 | 3.04 | 3.85 |
| Interest & Penalty on Income Tax (TDS) | 0.08 | 0.01 | 1.42 |
| Miscelaneous Expenses | 0.43 | 0.40 | 0.16 |
| Bad & Doubtful Debts Written off | - | 5.18 | - |
| Rebate & Discount | 1.95 | 0.49 | 5.90 |
| Loss on Exchange Rate Flactuation | - | - | 2.70 |
| Deferred Revenue Expense-Written Off | 8.50 | 8.50 | - |
| Loss on sale of Fixed Assets | - | 1.32 | - |
| CSR Expenses | 6.31 | - | - |
| Corporate Guarantee Charges | 44.25 | 35.28 | |
| Short & Excess | 0.04 | - | - |
| **Total (B)** | **711.08** | **561.98** | **441.78** |
| **Total (A+B)** | **2,184.06** | **1,680.72** | **1,310.88** |

***Auditor's remuneration (excluding tax)**

| Particulars | As at | | |
|---|---|---|---|
| | Year Ended March 2025 | Year Ended March 2024 | Year Ended March 2023 |
| **As auditor** | | | |
| Statutory audit | 3.00 | 0.60 | 0.50 |
| Tax audit | 0.50 | 0.40 | 0.35 |
| Other Certification's | 4.00 | - | - |
| **Total** | **7.50** | **1.00** | **0.85** |

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Ashutosh Rao

## Note 26 :- Related Parties Disclosures

### A. List of related parties and nature of relationship where control exists

**Key Management Personnel & Their Relatives:-**

| Name of Person | Designation | Date of Appointment | DIN |
|---|---|---|---|
| Suresh Chand Garg | Managing Director | 01.06.1998 | 01546187 |
| Kusum Gupta | Director | 01.06.1998 | 01546191 |
| Deepak Gupta | Director & CFO | 21.08.2012 | 05359794 |
| Vimal Chand Jain | Independent Director | 23.04.2025 | 145638 |
| Suresh Kumar | Independent Director | 23.04.2025 | 10941193 |
| Ashutosh Raj | Company Secretary | 05.07.2025 | A67735 |
| S C Garg (HUF) | Karta-S C Garg | - | - |
| Ashish Bhatia | Relative of Director | - | - |
| Shelly Bansal | Relative of Director | - | - |
| Goel Paints & Sanitary Store | Prop. is Relative of Director | - | - |
| Goel Hardware Store | Prop. is Relative of Director | - | - |
| Tannu Gupta | Relative of Director | - | - |
| Avantika Gupta Bhatia | Relative of Director | - | - |
| SSK Automotive Pvt.Ltd. | Associate Company | - | - |

### B. Transaction with Key Managerial Personnel:-

**a) Share Capital Issued During the Year**

| Name of Person | Designation | March 31st, 2025 | March 31st, 2024 | March 31st, 2023 |
|---|---|---|---|---|
| Suresh Chand Garg | Director | - | - | 7.41 |
| Kusum Gupta | Director | - | - | 12.96 |
| Tannu Gupta | Relative of Director | - | - | 7.41 |
| | | - | - | 27.78 |

**b) Loans taken from Director & Their Relatives Details:-**

| Name of Person | Designation | March 31st, 2025 | March 31st, 2024 | March 31st, 2023 |
|---|---|---|---|---|
| **Suresh Chand Garg** | **Managing Director** | | | |
| Opening Balance | | - | - | 18.24 |
| Add:- Loan/Advances Received | | - | - | - |
| Less:- Loan/Advances Repaid | | - | - | 18.24 |
| Closing Balance | | - | - | - |
| **Kusum Gupta** | **Director** | | | |
| Opening Balance | | 53.82 | 51.06 | 85.92 |
| Add:- Loan/Advances Received | | 5.10 | 6.14 | 6.14 |
| Less:- Loan/Advances Repaid | | 58.91 | 3.38 | 41.00 |
| Closing Balance | | - | 53.82 | 51.06 |
| **Deepak Gupta** | **Director** | | | |
| Opening Balance | | 3.43 | 3.10 | 5.62 |
| Add:- Loan/Advances Received | | 0.41 | 0.37 | 0.38 |
| Less:- Loan/Advances Repaid | | 3.84 | 0.04 | 2.90 |
| Closing Balance | | - | 3.43 | 3.10 |
| **Suresh Chand Garg (HUF)** | **Karta-S C Garg** | | | |
| Opening Balance | | 54.45 | 49.13 | 46.26 |
| Add:- Loan/Advances Received | | 6.16 | 5.90 | 4.87 |
| Less:- Loan/Advances Repaid | | 60.61 | 0.59 | 2.00 |
| Closing Balance | | - | 54.45 | 49.13 |
| **Tannu Gupta** | **Relative of Director** | | | |
| Opening Balance | | - | - | 36.55 |
| Add:- Loan/Advances Received | | - | - | 1.08 |
| Less:- Loan/Advances Repaid | | - | - | 37.64 |
| Closing Balance | | - | - | - |
| **Avantika Gupta Bhatia** | **Relative of Director** | | | |
| Opening Balance | | 37.72 | 37.72 | 37.72 |
| Add:- Loan/Advances Received | | 3.69 | 4.54 | 4.06 |
| Less:- Loan/Advances Repaid | | 41.40 | 4.54 | 4.06 |
| Closing Balance | | - | 37.72 | 37.72 |
| **SSK Automotive Pvt.Ltd. (Security Deposits)** | **Associate Company** | | | |
| Opening Balance | | 12.00 | - | - |
| Add:- Security Deposit Given | | 9.00 | 12.00 | - |
| Less:- Security Deposit Received Back | | - | - | - |
| Closing Balance | | 21.00 | 12.00 | - |

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Ashutosh Raj

### c) Transaction with Key Managerial Personnel

| Name of Person | Designation | Nature of Transactions | March 31st, 2025 | March 31st, 2024 | March 31st, 2023 |
|---|---|---|---|---|---|
| **Suresh Chand Garg** | **Managing Director** | | | | |
| Director remuneration | | Remuneration/Salary | 42.00 | 42.00 | 28.50 |
| Interest on Loan | | Interest Credited / Paid | - | - | - |
| | | | **42.00** | **42.00** | **28.50** |
| **Kusum Gupta** | **Director** | | | | |
| Director remuneration | | Remuneration/Salary | 9.00 | 3.00 | - |
| Interest on Loan | | Interest Credited / Paid | 5.10 | 6.14 | 6.82 |
| | | | **14.10** | **9.14** | **6.82** |
| **Deepak Gupta** | **Director & CFO** | | | | |
| Director remuneration | | Remuneration/Salary | 36.00 | 30.00 | 21.00 |
| Interest on Loan | | Interest Credited / Paid | 0.41 | 0.37 | 0.42 |
| | | | **36.41** | **30.37** | **21.42** |
| **Total** | **Remuneration/Salary** | | **87.00** | **75.00** | **49.50** |
| **Total** | **Interest Credited / Paid** | | **5.50** | **6.51** | **7.24** |

### d) Transactions with Related Parties

| Particulars | Relation | Nature of Transactions | March 31st, 2025 | March 31st, 2024 | March 31st, 2023 |
|---|---|---|---|---|---|
| Suresh Chand Garg (HUF) | Karta-S C Garg | Interest on Loan | 6.16 | 5.90 | 5.42 |
| Avantika Gupta Bhatia | Relative of Director | Interest on Loan | 3.69 | 4.54 | 4.51 |
| Tannu Gupta | Relative of Director | Interest on Loan | - | - | 0.61 |
| Ashish Bhatia | Relative of Director | Salary | 12.00 | 8.42 | 7.39 |
| Shelly Bansal | Relative of Director | Salary | 10.80 | 7.20 | - |
| Goel Paints & Sanitary Store | Prop. is Relative of Director | Purchases | 2.40 | 5.23 | 0.45 |
| Goel Hardware Store | Prop. is Relative of Director | Purchases | - | - | 7.72 |
| SSK Automotive Pvt.Ltd. | Associate Company | Security Deposit | 21.00 | 12.00 | - |
| SSK Automotive Pvt.Ltd. | Associate Company | Rent on Building | 78.50 | 72.00 | 60.00 |
| SSK Automotive Pvt.Ltd. | Associate Company | Corporate Guarantee | 44.25 | 35.28 | - |

### Note 27 :- Disclosure under AS-20 "Earnings per share (EPS)"

| Particulars | March 31st, 2025 | March 31st, 2024 | March 31st, 2023 |
|---|---|---|---|
| **Pre-Bonus Earning Per Share** | | | |
| **Opening equity shares (Nos.)** | **17,15,277** | **17,15,277** | **14,37,500** |
| Equity shares issued during the year (Nos.) (Issued on 27th July, 2022) | - | - | 2,77,777 |
| **Closing equity shares (Nos.)** | **17,15,277** | **17,15,277** | **17,15,277** |
| **Weighted average number of equity shares used as denominator for Basic/ Diluted EPS (Nos.)** | **17,15,277** | **17,15,277** | **16,26,236.15** |
| **Net profit/(loss) after tax used as numerator for Basic/Diluted EPS** | **858.09** | **364.42** | **211.90** |
| Basic earnings per Share (Amount in ₹) | 50.03 | 21.25 | 13.03 |
| Diluted earnings per Share (Amount in ₹) | 50.03 | 21.25 | 13.03 |
| Face value per share (Amount in ₹) | 10 | 10 | 10 |
| **Post-Bonus Earning Per Share** | | | |
| **Opening equity shares (Nos.)** | **17,15,277** | **17,15,277** | **14,37,500** |
| Equity shares issued during the year (Nos.) (Issued on 27th July, 2022) | - | - | 2,77,777 |
| Equity Bonus shares issued during the year (Nos.) (Issued on 11th July, 2025) | 1,54,37,493 | 1,54,37,493 | 1,54,37,493 |
| **Closing equity shares (Nos.)** | **1,71,52,770** | **1,71,52,770** | **1,71,52,770** |
| **Weighted average number of equity shares used as denominator for Basic/ Diluted EPS (Nos.)** | **1,71,52,770** | **1,71,52,770** | **1,71,52,770** |
| **Net profit/(loss) after tax used as numerator for Basic/Diluted EPS** | **858.09** | **364.42** | **211.90** |
| Basic earnings per Share (Amount in ₹) | 5.00 | 2.12 | 1.24 |
| Diluted earnings per Share (Amount in ₹) | 5.00 | 2.12 | 1.24 |
| Face value per share (Amount in ₹) | 10 | 10 | 10 |

### Note 28 :- Foreign currency Income/Expenditure

**Foreign currency expenditure during the year**

| Particulars | March 31st, 2025 | March 31st, 2024 | March 31st, 2023 |
|---|---|---|---|
| Import of Machinery | 623.81 | 300.68 | 88.31 |
| Foreign Traveling Expenses | - | 7.90 | - |
| **Total** | **623.81** | **308.58** | **88.31** |

**Foreign currency Income during the year**

| Particulars | March 31st, 2025 | March 31st, 2024 | March 31st, 2023 |
|---|---|---|---|
| Export Sales | 1,736.68 | 539.77 | 347.08 |

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**Note: 29 Segment Reporting Disclosure-**

**Description of Segment and Principle Activities**

The company is primilary engaged in the business of maufacturing and sale of Automotives part and components of White goods .

| Particulars | March 31st, 2025 | | March 31st, 2024 | | March 31st, 2023 | |
|---|---|---|---|---|---|---|
| | Total Sales | % of Total Sales | Total Sales | % of Total Sales | Total Sales | % of Total Sales |
| **A. Domestic sales** | | | | | | |
| Automotive Wheeler | 6,743.16 | 55.56% | 4,588.12 | 46.08% | 3,761.71 | 44.73% |
| White Goods | 3,170.56 | 26.12% | 3,840.42 | 38.57% | 3,514.46 | 41.79% |
| Other | 486.92 | 4.01% | 988.83 | 9.93% | 738.50 | 8.78% |
| **Total(A)** | **10,400.65** | **85.69%** | **9,417.36** | **94.58%** | **8,014.67** | **95.31%** |
| **B. Export Sales including SEZ Sales** | | | | | | |
| Automotive Wheeler | 1,375.33 | 11.33% | 169.30 | 1.70% | 78.09 | 0.93% |
| White Goods | 361.36 | 2.98% | 370.47 | 3.72% | 316.51 | 3.76% |
| **Total(B)** | **1,736.68** | 14.31% | 539.77 | 5.42% | 394.60 | 4.69% |
| | | | | | | |
| **Total (A+B)** | **12,137.33** | **100.00%** | **9,957.14** | **100.00%** | **8,409.27** | **100.00%** |

| State-Wise | March 31st, 2025 | | March 31st, 2024 | | March 31st, 2023 | |
|---|---|---|---|---|---|---|
| | Total Sales | % of Total Sales | Total Sales | % of Total Sales | Total Sales | % of Total Sales |
| DELHI | 20.83 | 0.17% | 21.40 | 0.21% | 19.59 | 0.23% |
| GUJARAT | 88.62 | 0.73% | 217.96 | 2.19% | 164.79 | 1.96% |
| HARYANA | 5,002.54 | 41.22% | 4,018.72 | 40.36% | 2,710.86 | 32.24% |
| HIMACHAL PRADESH | 339.78 | 2.80% | 402.74 | 4.04% | 493.53 | 5.87% |
| MAHARASHTRA | 2.01 | 0.02% | 0.02 | 0.00% | 4.04 | 0.05% |
| PUNJAB | 338.70 | 2.79% | 218.95 | 2.20% | 193.39 | 2.30% |
| UTTAR PRADESH | 4,608.16 | 37.97% | 4,537.08 | 45.57% | 4,324.80 | 51.43% |
| RAJASTHAN | 0.02 | 0.00% | 0.50 | 0.01% | - | 0.00% |
| UTTRAKHAND | - | 0.00% | - | 0.00% | 151.20 | 1.80% |
| EXPORT-USA | 1,736.68 | 14.31% | 539.77 | 5.42% | 347.08 | 4.13% |
| **Total** | **12,137.33** | **100.00%** | **9,957.14** | **100.00%** | **8,409.27** | **100.00%** |

| Country-Wise | March 31st, 2025 | | March 31st, 2024 | | March 31st, 2023 | |
|---|---|---|---|---|---|---|
| | Total Sales | % of Total Sales | Total Sales | % of Total Sales | Total Sales | % of Total Sales |
| India | 10,400.65 | 85.69% | 9,417.36 | 94.58% | 8,062.19 | 95.87% |
| USA | 1,736.68 | 14.31% | 539.77 | 5.42% | 347.08 | 4.13% |
| **Total** | **12,137.33** | **100.00%** | **9,957.14** | **100.00%** | **8,409.27** | **100.00%** |

**Note 30 :- Liabilities Relating to Employee Benefits**

**(i) Defined Contribution plan**

An amount of Rs.27.29 (Rs in Lakhs) in FY 2024-25, Rs.15.11 (Rs in Lakhs) in FY 2023-24 and Rs.8.21 (Rs in Lakhs) in FY 2022-23 (as per note no -22) have been recognised as an expense in respect of the Company's contribution to Employee's Provident Fund and other funds and has been charged to the Statement of Profit and Loss.

**(ii) Defined benefit plan- Gratuity**

For details about the related employee benefits expense, refer to **note 22.**

The Company has a defined benefit gratuity plan in India, governed by the Payment of Gratuity Act, 1972. The plan entitles an employee, who has rendered at least five years of continuous service, to gratuity at the rate of fifteen days wages for every completed year of service or part thereof in excess of six months, based on the rate of wages last drawn by the employee concerned. The Company has not created any specific fund for this liability.

**The following table shows a reconciliation from the opening balances to the closing balances for the net defined benefit (asset) liability and its components. (As per Report of TransValue Consultants)**

**(a) Changes in present value of defined benefit obligations- Gratuity:**

| Particulars | March 31st, 2025 | March 31st, 2024 | March 31st, 2023 |
|---|---|---|---|
| **Balance at the beginning of the year** | **44.59** | **37.91** | **38.97** |
| Acquisition Adjustment | - | - | - |
| Interest cost | 3.36 | 2.79 | 2.87 |
| Current service cost | 9.98 | 5.22 | 5.08 |
| Past service cost | - | - | - |
| Benefits paid | -1.88 | -1.46 | -5.63 |
| Actuarial (gains) losses recognised in other comprehensive income | 0.39 | 0.13 | -3.37 |
| **Balance at the end of the year** | **56.44** | **44.59** | **37.91** |

**(b) Expense recognised in profit or loss**

| Particulars | March 31st, 2025 | March 31st, 2024 | March 31st, 2023 |
|---|---|---|---|
| Current service cost | 9.98 | 5.22 | 5.08 |
| Interest cost | 3.36 | 2.79 | 2.87 |
| Past service cost | - | - | - |
| Net Actrual Loss/(Gain) recognised durring the year | 0.39 | 0.13 | -3.37 |
| **Total** | **13.72** | **8.14** | **4.58** |

**(c) Remeasurements recognised in other comprehensive income**

| Particulars | March 31st, 2025 | March 31st, 2024 | March 31st, 2023 |
|---|---|---|---|
| Actuarial (gain) / loss arising from experience adjustment | - 1.26 | - 0.58 | 3.40 |
| Actuarial (gain) / loss arising from change in financial assumptions | 1.65 | 0.72 | 0.03 |
| Actuarial (Gain)/Loss on arising from Change in Demographic Assumption | 0.00 | 0.00 | 0.00 |
| **Total** | **0.39** | **0.13** | **-3.37** |

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**(d) Actuarial assumptions**

Principal actuarial assumptions at the reporting date (expressed as weighted averages):

| Particulars | March 31st, 2025 | March 31st, 2024 | March 31st, 2023 |
|---|---|---|---|
| **Economic assumptions** | | | |
| Discount rate | 6.70% | 7.09% | 7.30% |
| Future salary growth | 5.00% | 5.00% | 5.00% |
| **Demographic assumptions** | | | |
| Retirement age (Years) | | | |
| i) Director | 75 | 75 | 75 |
| ii) Others | 58 | 58 | 58 |
| Mortality table | 100% of IALM (2012 - 14) | 100% of IALM (2012 - 14) | 100% of IALM (2012 - 14) |
| Attrition rate (Percentage) | | | |
| Up to 30 years | 4% P.A. | 4% P.A. | 4% P.A. |
| From 31 to 44 years | 4% P.A. | 4% P.A. | 4% P.A. |
| Above 44 years | 4% P.A. | 4% P.A. | 4% P.A. |

**Risk exposure:**

The defined benefit plan is exposed to a number of risks, the most significant of which are detailed below:

Change in discount rates: A decrease is discount yield will increase plan liabilities, Mortality table: The gratuity plan obligations are to provide benefits for the life of the member, so increase in life expectancy will result in an increase in plan liabilities,Future salary growth: Salary growth rate impact plan liabilities.

**(e) Bifurcation of defined benefit obligation at the end of the year**

| Particulars | March 31st, 2025 | March 31st, 2024 | March 31st, 2023 |
|---|---|---|---|
| Non-current | 50.66 | 41.33 | 33.17 |
| Current | 5.77 | 3.26 | 4.74 |
| **Total** | 56.44 | 44.59 | 37.91 |

**(iii) Defined benefit plan- Leave Encashment & Compensated Absence liability**

For details about the related employee benefits expense, refer to **note 22.**

Leave encashment refers to the monetary compensation paid to an employee for unused leave days. This is typically provided under company policy or labor laws when an employee retires, resigns, or accumulates excess leave beyond a set limit.

**The following table shows a reconciliation from the opening balances to the closing balances for the net defined benefit (asset) liability and its components.**

**Grautity Valuation has been obtained from independent Actuary Valuer*

**(a) Changes in present value of defined benefit obligations- Leave Encashment:**

| Particulars | March 31st, 2025 | March 31st, 2024 | March 31st, 2023 |
|---|---|---|---|
| **Balance at the beginning of the year** | 7.75 | 5.86 | 6.20 |
| Acquisition Adjustment | - | - | - |
| Interest cost | 0.63 | 0.44 | 0.45 |
| Current service cost | 2.82 | 1.21 | 1.01 |
| Past service cost | - | - | - |
| Benefits paid | -3.23 | -2.37 | -1.90 |
| Actuarial (gains) losses recognised in other comprehensive income | 4.04 | 2.61 | 0.10 |
| **Balance at the end of the year** | 12.01 | 7.75 | 5.86 |

**(b) Expense recognised in profit or loss**

| Particulars | March 31st, 2025 | March 31st, 2024 | March 31st, 2023 |
|---|---|---|---|
| Current service cost | 2.82 | 1.21 | 1.01 |
| Interest cost | 0.63 | 0.44 | 0.45 |
| Past service cost | - | - | - |
| Net Actrual Loss/(Gain) recognised durring the year | 4.04 | 2.61 | 0.10 |
| **Total** | 7.49 | 4.26 | 1.56 |

**(c) Remeasurements recognised in other comprehensive income**

| Particulars | March 31st, 2025 | March 31st, 2024 | March 31st, 2023 |
|---|---|---|---|
| Actuarial (gain) / loss arising from experience adjustment | 3.67 | 2.48 | 0.10 |
| Actuarial (gain) / loss arising from change in financial assumptions | 0.37 | 0.13 | 0.00 |
| Actuarial (Gain)/Loss on arising from Change in Demographic Assumption | 0.00 | 0.00 | 0.00 |
| **Total** | 4.04 | 2.61 | 0.10 |

**(d) Actuarial assumptions**

Principal actuarial assumptions at the reporting date (expressed as weighted averages):

| Particulars | March 31st, 2025 | March 31st, 2024 | March 31st, 2023 |
|---|---|---|---|
| **Economic assumptions** | | | |
| Discount rate | 6.70% | 7.09% | 7.30% |
| Future salary growth | 5.00% | 5.00% | 5.00% |
| **Demographic assumptions** | | | |
| Retirement age (Years) | | | |
| i) Director | 75 | 75 | 75 |
| ii) Others | 58 | 58 | 58 |
| Mortality table | 100% of IALM (2012 - 14) | 100% of IALM (2012 - 14) | 100% of IALM (2012 - 14) |
| Attrition rate (Percentage) | | | |
| Up to 30 years | 4% P.A. | 4% P.A. | 4% P.A. |
| From 31 to 44 years | 4% P.A. | 4% P.A. | 4% P.A. |
| Above 44 years | 4% P.A. | 4% P.A. | 4% P.A. |

**Risk exposure:**

The defined benefit plan is exposed to a number of risks, the most significant of which are detailed below:

Change in discount rates: A decrease is discount yield will increase plan liabilities, Mortality table: The gratuity plan obligations are to provide benefits for the life of the member, so increase in life expectancy will result in an increase in plan liabilities,Future salary growth: Salary growth rate impact plan liabilities.

**(e) Bifurcation of defined benefit obligation at the end of the year**

| Particulars | March 31st, 2025 | March 31st, 2024 | March 31st, 2023 |
|---|---|---|---|
| Non-current | 10.87 | 7.12 | 5.03 |
| Current | 1.14 | 0.64 | 0.83 |
| **Total** | 12.01 | 7.75 | 5.86 |

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Ashutosh Rao

**Note 31: Disclosures in respect of operating leases are given as follows:**

(i) The company has taken premises (Plant 1 & Plant-2) on Operating cancellable Lease for period being 60 month commencing from 01-08-2023 to 31-07-2028 and 01.03.2025 to 28.02.2030 respectively. Lease payments under an operating lease should be recognised as an expenses on a straight line basic over the lease term. Lease payment of Rs. 11.95 Lakhs has been recognised as an expenses in the Statement of Profit and Loss.

**Future minimum lease payments payable under cancellable operating leases in aggregate for the followings periods:**

| Particulars | March 31,2025 |
|---|---|
| With in 1 year | 196.07 |
| Between 1 and 2 years | 204.77 |
| Between 2 and 3 years | 215.01 |
| Between 3 and 4 years | 138.97 |
| Between 4 and 5 years | 93.59 |
| More than 5 years | - |

**Note 32 :- Accounting Ratios (As applicable)**

| Ratios | As at 31 March 2025 | As at 31 March 2024 | Variances |
|---|---|---|---|
| 1. Current ratio | 0.98 | 1.09 | -10.43% |
| 2. Debt equity ratio | 2.37 | 2.85 | -16.96% |
| 3. Debt service coverage ratio **(Refer Below Note:-1)** | 1.87 | 1.49 | 25.36% |
| 4. Return on equity **(Refer Below Note:-2)** | 62.13% | 46.81% | 32.72% |
| 5. Inventory turnover ratio | 8.95 | 9.77 | -8.43% |
| 6. Trade receivables turnover ratio | 8.56 | 8.77 | -2.36% |
| 7. Trade payables turnover ratio | 10.12 | 10.81 | -6.33% |
| 8. Net capital turnover ratio **(Refer Below Note:-3)** | -143.02 | 52.21 | -373.93% |
| 9. Net profit ratio **(Refer Below Note:-4)** | 7.07% | 3.66% | 93.17% |
| 10. Return on capital employed (ROCE) **(Refer Below Note:-5)** | 37.03% | 28.01% | 32.20% |
| 11. Return on Investment | NA | NA | NA |

**Note: Reasons (for variance more than 25%)**

1. **Debt service coverage ratio**: Earning available for debt service is increase, so there is change in Debt service coverage ratio.
2. **Return on Equity ratio**: Net profit after tax is increase ,so there is change in Return Equity ratio.
3. **Net capital turnover ratio:** Net Working Capital is decrease, so there is change in Net capital turnover ratio
4. **Net profit ratio:** Increase in net profit after tax, so there is change in Net Profit Ratio
5. **Return on capital employed (ROCE):** Increase in Earning Before Interest & Tax (EBIT) , so there is change in Return on Capital Employed (ROCE)

| Ratios | As at 31 March 2024 | As at 31 March 2023 | Variances |
|---|---|---|---|
| 1. Current ratio | 1.09 | 1.31 | -16.88% |
| 2. Debt equity ratio **(Refer Below Note:-1)** | 2.85 | 3.80 | -24.91% |
| 3. Debt service coverage ratio | 1.49 | 1.60 | -7.12% |
| 4. Return on equity | 46.81% | 42.81% | 9.35% |
| 5. Inventory turnover ratio **(Refer Below Note:-2)** | 9.77 | 6.88 | 41.94% |
| 6. Trade receivables turnover ratio | 8.77 | 8.21 | 6.77% |
| 7. Trade payables turnover ratio **(Refer Below Note:-3)** | 10.81 | 7.12 | 51.72% |
| 8. Net capital turnover ratio **(Refer Below Note:-4)** | 52.21 | 16.56 | 215.25% |
| 9. Net profit ratio **(Refer Below Note:-5)** | 3.66% | 2.52% | 45.25% |
| 10. Return on capital employed (ROCE) | 28.01% | 24.47% | 14.48% |
| 11. Return on Investment | NA | NA | NA |

**Note: Reasons (for variance more than 25%)**

1. **Debt equity ratio :** Shareholders' equity is high increase as compared to debts, so there is change in Debt Equity Ratio
2. **Inventory turnover ratio :** Turnover is high increase as compared to average inventories, so there is change in Inventory turnover ratio
3. **Trade payables turnover ratio :** Average Trade Payables are decrease, so there is change in Trade payables turnover ratio
4. **Net capital turnover ratio:** Net Capital is increase, so there is change in Net capital turnover ratio
5. **Net profit ratio:** Increase in net profit after tax, so there is change in Net Profit Ratio

| Ratios | As at 31 March 2023 | As at 31 March 2022 | Variances |
|---|---|---|---|
| 1. Current ratio | 1.31 | 1.34 | -2.10% |
| 2. Debt equity ratio **(Refer Below Note:-1)** | 3.80 | 7.94 | -52.18% |
| 3. Debt service coverage ratio **(Refer Below Note:-2)** | 1.60 | 1.19 | 34.76% |
| 4. Return on equity **(Refer Below Note:-3)** | 42.81% | 33.65% | 27.20% |
| 5. Inventory turnover ratio **(Refer Below Note:-4)** | 6.88 | 4.95 | 39.18% |
| 6. Trade receivables turnover ratio | 8.21 | 7.58 | 8.32% |
| 7. Trade payables turnover ratio | 7.12 | 6.97 | 2.13% |
| 8. Net capital turnover ratio **(Refer Below Note:-5)** | 16.56 | 10.06 | 64.55% |
| 9. Net profit ratio **(Refer Below Note:-6)** | 2.52% | 1.71% | 47.15% |
| 10. Return on capital employed (ROCE) | 24.47% | 20.30% | 20.50% |
| 11. Return on Investment | NA | NA | NA |

**Note: Reasons (for variance more than 25%)**

1. **Debt equity ratio :** Shareholders' equity is increase, so there is change in Debt Equity Ratio
2. **Debt service coverage ratio :** Earning available for debt services is increase, so there is change in Debt service coverage ratio
3. **Return on Equity ratio:** Net profit after tax is increase ,so there is change in Return Equity ratio.
4. **Inventory turnover ratio:** The Cost of goods sold is increase ,so there is change in Inventories turnover ratio.
5. **Net capital turnover ratio:** Turnover is increase, so there is change in Net capital turnover ratio.
6. **Net profit ratio:** Increase in net profit after tax, so there is change in Net Profit Ratio

Note 33: Balance of Secured Loans, Debtors & Creditors are subject to confirmations.

Note 34: Claim against the company not acknowledge as debt –NIL

Note 35: The Company has conducted the Impairment test as of 31st March, 2025 as per AS-28 "impairment of Assets" and found that recoverable amount of the assets is not less than the carrying amount.

Note 36: Previous year figures have been regrouped and reclassified where necessary for the purpose of comparison.

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**Note: 37 Additional Disclosure**

(i) The Company does not own or has its name any benami Property ,No proceeding has been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

(ii) The Company has not been declared as willful defaulter by any bank or financial Institution or other lender.

(iii) The Company has not entered into any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

(iv) There are no transaction which involved undisclosed income during the year in the tax assessments under the Income Tax Act, 1961.

(v) There are no creation yet to be registered with ROC beyond the statutory period except Yes Bank, ICICI Bank-Vehicle Loan & Mercedez-Vehicle Loan and there no satisfaction of charge yet to be registered with ROC beyond the statutory period except DHFL. Company is continously following up with bank for creation & satisfaction of charge respectively.

(vi) There are no funds which 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 or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise,

a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company,or

b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(vii) There are no funds which have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:

a) directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or

b) provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.

(viii) The company (as per the provision of the core investment companaies (Reserve Bank) direction, 2016) has no CICs as part of the company

(ix) The Company's immovable property title deeds are held only in the name of the Company, Currently no immovable property held by company

(x) No loans or advances in the nature of loans are granted to promoters, Directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person, (a) that repayable on demand or (b) without specifying any terms or period of repayment.

(xi) The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.

(xii) The Company has complied with the number of layers prescribed under Companies Act, 2013.

(xiii) Corporate Social Responsibility (CSR) U/s 135 of Company Act, 2013 is applicable on the compnay

| Particulars | March 31st, 2025 | March 31st, 2024 | March 31st, 2023 |
|---|---|---|---|
| (i) Amount required to be spent by the Company During the year | 6.26 | NA* | NA |
| (ii) Amount of expenditure incurred | 6.31 | NA | NA |
| (iii) Shortfall at the end of the year | - 0.05 | NA | NA |
| (iv) Total of previous years shortfall | Nil | NA | NA |
| (v) Reason for shortfall | Excess CSR expenditure made | NA | NA |
| (vi) Nature of CSR activities | Health, Education and Social Welfare | NA | NA |
| (vii) Details of Related Party Transactions | Nil | NA | NA |
| (viii) Details of movements in the provision durring the year | Nil | NA | NA |

* NA-Stands for Not Applicable

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**HGI AUTOMOTIVES LIMITED**
**(REGD OFFICE : PLOT NO. 19, SECTOR-58, FARIDABAD-121004)**
**(CIN - U35999HR1998PLC033955)**
**(All amount in Indian Rupees in Lakhs unless otherwise stated)**

## Note 38:- Restated Statement Of Tax Shelter

| Particulars | As at | | |
|---|---|---|---|
| | As at 31st March, 2025 | As at 31st March, 2024 | As at 31st March, 2023 |
| **Net Profit/(Loss) before taxes (A)** | 1,151.01 | 487.95 | 291.32 |
| Tax Rate Applicable % | 25.17% | 25.17% | 27.82% |
| **Minimum Alternate Taxes (MAT)** | | | |
| **Adjustments** | 521.44 | 371.70 | 267.08 |
| Add: Depreciation | - | 1.32 | - |
| Add: Loss on sale of fixed assets | 11.85 | 2.62 | 6.08 |
| Add: Gratuity provision | 4.26 | 1.90 | - 0.34 |
| Add: Leave Encashment Expenses | 4.98 | 2.07 | 1.29 |
| Add: Provision for Bonus | 3.20 | 2.76 | 1.90 |
| Add: Provision for Interest on MSME | 6.31 | - | - |
| Add: CSR EXPENSES INCURRED | 1.93 | 1.70 | 1.19 |
| Add: Donation | 0.08 | 0.01 | 1.42 |
| Add: Disallowance under Income Tax Act, 1961 | 3.20 | | |
| Less:- Expenses on which provision of tax made in earlier year | - 10.56 | - 7.10 | - 4.64 |
| Less: Taxable under other heads of income | - 508.24 | - 295.43 | - 251.28 |
| Less: Depreciation as per Income Tax Act, 1961 | - 5.14 | - | - |
| Less: allowed expenses on payment basis | NA | NA | - |
| Less: Deffered Tax Credit Adjusted for computation of Tax under 115JB of Income Tax Act | **26.91** | **81.54** | **22.69** |
| **Net Adjustments (B)** | | | |
| | **1,177.92** | **569.50** | **314.02** |
| **Business Income (A+B)** | - | - | - |
| Income from Capital Gain | - | - | - |
| Sale Consideration | - | - | - |
| Less: Cost of Accuquision | - | - | - |
| Long/ Short Term Capital Gain | - | - | - |
| Less: Bought Forward Capital Gain | 8.99 | 6.46 | 4.01 |
| Income from Other Sources (Interest Income) | - | 0.05 | 0.11 |
| Interest on Income Tax Refund | 1.57 | 0.59 | 0.53 |
| Interest on security Deposit | - | - | - |
| Damages and claims received | **1,188.48** | **576.60** | **318.66** |
| **Gross Total/ Taxable Income** | - | - | - |
| Less: Deductions U/S 80JJAA | **1,188.48** | **576.60** | **318.66** |
| **Net Total /Taxable Income** | NA | NA | 88.65 |
| Tax Payable as per Normal Rate@25% | 299.12 | 145.12 | - |
| Tax payable as per New Regime (u/s 115BAC) | - | - | - |
| Interest Payable on above | **299.12** | **145.12** | **88.65** |
| **Tax as pe Income Tax ( C)** | NA | NA | 53.19 |
| **Tax Payable as per Minimum Alternate Tax U/S 115JB of the Income Tax Act, 1961** | - | - | - |
| Interest Payable on above | NA | NA | 53.19 |
| **Tax as per MAT (D)** | **299.12** | **145.12** | 88.65 |
| **Net Tax (Higher of C & D)** | **299.12** | **145.12** | **88.65** |
| **Current tax as per restated Statement of Profit & Loss** | | | |

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HGI AUTOMOTIVES LIMITED ★ FARIDABAD ★

**HGI AUTOMOTIVES LIMITED**
**(REGD OFFICE : PLOT NO. 19, SECTOR-58, FARIDABAD-121004)**
**(CIN - U35999HR1998PLC033955)**
**(All amount in Indian Rupees in Lakhs unless otherwise stated)**

**Note 39:- Statement of Capitalisation**

| PARTICULARS | Pre-Offer | Post-Offer |
|---|---|---|
| **Debt** | | |
| - Short Term Debt | 1,684.71 | |
| - Long Term Debt (including current Maturity)-A | 2,581.27 | |
| **Total Debt (B)** | **4,265.99** | |
| **Shareholders' Fund (Equity)** | | |
| - Share Capital | 171.53 | |
| - Reserves & Surplus | 1,630.12 | |
| - Less: Miscellaneous Expenses not Written-off | - | |
| **Total Shareholders' Fund (Equity) -C** | **1,801.64** | |
| **Long Term Debt / Equity (In Ratio)--(A/C)** | **1.43** | |
| **Total Debt / Equity (In Ratio)--(B/C)** | **2.37** | |

*Notes:-*

1. Short Term Debts represent which are expected to be paid/payable within 12 months and exlcude installments of Term Loans repayble within 12 months.
2. Long Term Debts represent debts other than Short Term Debts as defined above but include installments of Term Loans repayble within 12 months grouped under current liabilities.
3. The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 31/03/2025.
4. The post issue capitalization will be determined only after the completion of the allotment of Equity Shares.

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HGI AUTOMOTIVES LIMITED ★ FARIDABAD ★

Ashutosh Rao

**HGI AUTOMOTIVES LIMITED**
**(REGD OFFICE : PLOT NO. 19, SECTOR-58, FARIDABAD-121004)**
**(CIN - U35999HR1998PLC033955)**
**(All amount in Indian Rupees in Lakhs unless otherwise stated)**

## Note 40:- Restated Statement of Adjustmens to Audited Financial Statements

### (1) Reconciliation of Restated Profit:

The reconciliation of Profit after tax as per audited financial statements and the Profit after tax as per Restated Financial statements is presented below. This summarizes the results of treatments made in the audited accounts for the respective years and its impact on the profit/loss of the company.

| Pariculars | For the year ended 31st March'2025 | For the year ended 31st March'2024 | For the year ended 31st March'2023 |
|---|---|---|---|
| **A. Profit after tax as per audited financial statements** | **824.75** | **372.45** | **206.53** |
| | | | |
| **B. Effect of Restated** | | | |
| **(i) Adjustments on account of change in accounting policies:** | - | - | - |
| **Total (i)** | - | - | - |
| | | | |
| **(ii) Other material adjustments** | | | |
| (i) Interest on MSME | - 8.54 | 2.76 | 1.90 |
| **Employees benefit expenses:-** | | | |
| i) Gratuity | - 21.05 | 5.51 | - 1.51 |
| ii) Leave Encashment | - 7.75 | 1.90 | - 0.34 |
| iii) Bonus | - 3.37 | 2.07 | 1.29 |
| iv) Interest on GST | - 0.27 | - 0.39 | - 1.62 |
| v) Interest on TDS & Demand | - 1.02 | - | - |
| vi) Provision for Lease Rent Equalisation | - 2.92 | 2.92 | - |
| Cost of material consumed | - | - | - |
| **Other expenses including Interest on loan added back** | 0.00 | - | 0.00 |
| | | | |
| (i) Income tax Adjusments | 1.40 | - 4.90 | 3.50 |
| (ii) Provision for Taxation (Liability) | - | - | - 0.23 |
| **Prior period Items** | | | |
| (i) Deferred tax adjustment | 10.19 | - 1.84 | - 8.35 |
| **Total (ii)** | - **33.34** | **8.03** | - **5.36** |
| | | | |
| **(iii) Audit Qualifications:** | - | - | - |
| **Total (iii)** | - | - | - |
| | | | |
| **Total (B=i+ii+iii)** | - **33.34** | **8.03** | - **5.36** |
| | | | |
| **Restated profit after tax** | **858.09** | **364.42** | **211.90** |
| **As per RFS P&L Account** | **858.09** | **364.42** | **211.90** |
| **Diff** | 0.00 | 0.00 | 0.00 |

### (2) Reconciliation of Restated Shareholders Funds:

The reconciliation of Shareholder's funds as per Audited financial statements and Shareholder's fundsas per Restated financial statements is presented below. Thus summarizes the results of restatements made in the audited accounts for the respective years and its impact on Shareholder's funds of the company.

| Particulars | For the year ended 31st March'2025 | For the year ended 31st March'2024 | For the year ended 31st March'2023 |
|---|---|---|---|
| **Shareholder's Fund as per audited financial statements** | **1,801.65** | **976.90** | **621.60** |
| (i) Adjustments on account of change in accounting policies: | - | - | - |
| (ii) Differences carried over pertaining to changes in Profit/Loss due to Restated Effect for the period covered in Restated Financial | - 16.19 | - 25.31 | - 30.67 |
| (iii) Differences pertaining to changes in Profit/Loss due to Restated Effect for the period covered in Restated Financial | 33.34 | - 8.03 | 5.36 |
| (iv) Other material adjustments # : Dividend Distributed | - | 17.15 | - |
| (v) Other material adjustments # : Income Tax Adjustment | - 17.15 | - | |
| (vi) Audit Qualifications: | - | - | - |
| **Restated Shareholder's funds** | **1,801.65** | **960.71** | **596.29** |
| **As per BS(RFS)** | **1,801.65** | **960.71** | **596.29** |
| **Diff** | **0.00** | **0.00** | **0.00** |

NGMKS & ASSOCIATES ★ Chartered Accountants ★ New Delhi

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HGI AUTOMOTIVES LIMITED ★ FARIDABAD ★

Ashutosh Raj

**HGI AUTOMOTIVES LIMITED**

**(REGD OFFICE : PLOT NO. 19, SECTOR-58, FARIDABAD-121004)**

**(CIN - U35999HR1998PLC033955)**

**(All amount in Indian Rupees in Lakhs unless otherwise stated)**

## Note 41 :- Restated Statement of Contigent Liabilities

| Particulars | As at 31st March, 2025 | As at 31st March, 2024 | As at 31st March, 2023 |
|---|---|---|---|
| **Claims against the company by acknowledged as Debt** | | | |
| i) Kotak Mahindra FD on Lien for Pollution Control Board, Haryana | 2.69 | 2.40 | - |
| ii) Duty Saved due to Duty Free Import against Export Commitment | 143.61 | 59.57 | 88.20 |
| **Total** | **146.30** | **61.97** | **88.20** |

**Note:-**

a) There was a contingent liability under GST – Reverse Charge Mechanism (RCM) in relation to the purchase of a motor vehicle. A notice was received on 16-06-2025 intimating the liability of Rs.11,274 relating to FY 2018-19. The said GST liability was subsequently paid on 12-07-2025. It has now been fully discharged, and no further liability remains in this regard.

As per our report of even date
**FOR NGMKS & ASSOCIATES**
Firm registration number: 024492N
Chartered Accountants

**Nitin Goyal**
Partner
Membership No.: 517698
Place: Delhi
Date: 12.07.2025

**FOR HGI AUTOMOTIVES LIMITED**
on behalf of the board of directors

**Suresh Chand Garg**
Director
DIN: 01546187
Place: Faridabad
Date: 12.07.2025

**Kusum Gupta**
Director
DIN: 01546191
Place: Faridabad
Date: 12.07.2025

**Deepak Gupta**
CFO & Director
DIN: .05359794
Place: Faridabad
Date: 12.07.2025

**Ashutosh Raj**
Company Secretary
Membership No.: A67735
Place: Faridabad
Date: 12.07.2025

## OTHER FINANCIAL INFORMATION

The audited financial statements of our Company for the financial year 2024-25, 2023-24 and 2022-23 together with all the annexures, schedules and notes thereto ("Financial Statements") are available at www.hgiautomotives.com Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Financial Statements do not constitute, (i) a part of the Draft Prospectus; or (ii) Prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an Issue document to purchase or sell any securities under the Companies Act 2013, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere in the world. The Financial Statements should not be considered as part of information that any investor should consider to subscribe for or purchase any securities of our Company, or any entity in which it or its shareholders have significant influence (collectively, the "Group") and should not be relied upon or used as a basis for any investment decision. None of the Group or any of its advisors, nor Lead Manager, 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 Financial Statements, or the opinions expressed therein. The details of accounting ratios derived from Restated Financial Statements required to be disclosed under the SEBI ICDR Regulations are set forth below:

(Amount ₹ in lakhs except per share data or unless otherwise stated)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|---|---|---|
| Restated Profit after Tax as per Profit & Loss Statement (A) | 858.09 | 364.42 | 211.90 |
| Tax Expense (B) | 292.92 | 123.53 | 79.42 |
| Depreciation and amortization expense (C) | 521.44 | 371.70 | 267.08 |
| Interest Cost (D) | 269.58 | 200.69 | 196.92 |
| Other Income (E) | 88.00 | 22.30 | 13.05 |
| Weighted Average Number of Equity Shares at the end of the Year (Pre-Bonus) (F) | 17,15,277.00 | 17,15,277.00 | 16,26,236.15 |
| Weighted Average Number of Equity Shares at the end of the Year (Post Bonus) (G) | 1,71,52,770.00 | 1,71,52,770.00 | 1,71,52,770.00 |
| Nominal Value per Equity share (₹) (H) | 10 | 10 | 10 |
| Restated Net Worth of Equity Share Holders as per Statement of Assets and Liabilities (I) | 1,776.15 | 926.71 | 596.29 |
| Current Assets (J) | 3,475.53 | 2,313.12 | 2,139.49 |
| Current Liabilities (K) | 3,560.39 | 2,122.41 | 1,631.74 |
| **Earnings Per Share - Basic & Diluted[1] (₹) (Pre Bonus) (A/F)** | **50.03** | **21.25** | **13.03** |
| **Earnings Per Share - Basic & Diluted[2] (Post Bonus) (₹) (A/G)** | **5.00** | **2.12** | **1.24** |
| **Return on Net Worth[3] (%) (A/I)** | **48.31** | **39.32** | **35.54** |
| **Net Asset Value Per Share[4] (₹) (I/F) (Pre Bonus)** | **103.55** | **54.03** | **34.76** |
| **Net Asset Value Per Share[4] (₹) (I/G) (Post Bonus)** | **10.35** | **5.40** | **3.48** |
| **Current Ratio[5] (J/K)** | **0.98** | **1.09** | **1.31** |
| **Earnings before Interest, Tax and Depreciation and Amortization[6] (EBITDA) (A+B+C+D-E)** | **1,854.02** | **1,038.05** | **742.28** |

**Notes:**

The ratios have been calculated as below:

1. **Earnings per share (₹) (EPS)**: Restated Profit after Tax as per Profit & Loss Statement divided by Weighted Average Number of Equity Shares at the end of the Year

2. **Earnings per share (₹) (EPS)**: Restated Profit after Tax as per Profit & Loss Statement divided by Weighted Average Number of Equity Shares at the end of the Year after considering bonus allotment.

3. **Return on Net Worth (%) (RoNW)**: Restated Profit after Tax as per Profit & Loss Statement divided by Restated Net Worth of Equity Share Holders as per Statement of Assets and Liabilities

4. **Net Asset Value per Equity Shares**: Restated Net Worth of Equity Share Holders as per Statement of Assets and Liabilities divided by Number of Shares Outstanding at the end of the year

5. **Current Ratio**: Current Assets divided by Current liabilities

6. **Earnings before Interest, Tax and Depreciation and Amortization (EBITDA)**: Restated Profit after Tax as per Profit & Loss Statement plus Tax Expense plus Depreciation and amortization expense plus Interest Cost minus Other Income.

## CAPITALIZATION STATEMENT

| PARTICULARS | Pre-Issue | Post-Issue |
|---|---|---|
| **Debt** | | |
| - Short Term Debt | 1,684.71 | [●] |
| - Long Term Debt (including Current Maturities) (**A**) | 2,581.27 | [●] |
| **Total Debt (B)** | **4,265.99** | [●] |
| **Shareholders' Fund (Equity)** | | |
| - Share Capital | 171.53 | [●] |
| - Reserves & Surplus | 1,630.12 | [●] |
| **Total Shareholders' Fund (Equity) (C)** | **1,801.64** | [●] |
| **Long Term Debt / Equity (In Ratio) (A/C)** | **1.43** | [●] |
| **Total Debt / Equity (In Ratio) (B/C)** | **2.37** | [●] |

*Note: The figures disclosed above are based on Restated Financial Information of our Company.*

**Notes:**

i. Short Term Debts represent which are expected to be paid/payable within 12 months and exclude installments of Term Loans repayable within 12 months.
ii. Long Term Debts represent debts other than Short Term Debts as defined above but include installments of Term Loans repayable within 12 months grouped under current liabilities.
iii. The figures disclosed above are based on Restated Statement of Assets and Liabilities of the Company as at 31/03/2025.
iv. The post issue capitalization will be determined only after the completion of the allotment of Equity Shares.

## FINANCIAL INDEBTEDNESS

Our Company has availed certain loans in the ordinary course of business for the purposes including, but not limited to meeting its working capital requirements and financing its capital expenditure. Unless otherwise stated, the approvals and/or sanctions are valid as of the date of this Draft Prospectus/Prospectus and in case said approvals and/or sanctions have expired, we have either made an application for renewal or are in the process of making an application for renewal. Our Company has received NOC from our Principal Bankers. As on the date of filing of this Prospectus, the overall borrowings of our Company does not exceed the overall limit i.e. 15000 Lakhs as specified under Section180(1)(c) of the Companies Act, 2013.

**Facilities availed by us**

As on March 31, 2025 the aggregate outstanding borrowings of our Company are as follows:

**(Rs. In Lakhs)**

| Category of Borrowings | Sanction Limit | Outstanding as on March 31, 2025 |
|---|---|---|
| Secured Borrowings | 5,159.76 | 4,265.99 |
| Unsecured Borrowings | Nil | Nil |
| **Total** | **5,159.76** | **4,265.99** |

**A.) Secured Loans**

| Name of Lender | Nature of Facility | Date of Sanction/Modification | Sanction Limit | Outstanding as on 31.03.2025 | Rate of Interest (%) | Repayment Term | Security/ Principal terms and conditions* | Collateral Security/ other Condition** |
|---|---|---|---|---|---|---|---|---|
| HDFC Bank Auto Loan | Vehicle Loan | July 09, 2021 | 87.85 | 47.33 | 8.00 | Monthly EMI | Hypothecation on Car Purchased under the loan | - |
| SIDBI Loan | Term Loan | June 27, 2022 | 220.00 | 112.00 | 8.95 | Monthly EMI | Machinery purchased from this loan and Fixed Deposit along with Accured Interest | Personal Guarantee of all three directors |
| HDFC Bank Limited | Term Loan | October 01, 2024 | 50.00 | 29.42 | 8.50 | Monthly EMI | Parri Passu Charge on movable current assets of HGI, Immovable fixed assets of the SSK Automotive Pvt Ltd, Personal Immovable Fixed Assets of Directors | Immovable property of SSK, residence of and Personal Guarantee of all 3 Directors. |
| HDFC Bank Limited | Purchase Card & Corporate Card | October 01, 2024 | 20.00 | 0.00 | 8.50 | Monthly EMI | Parri Passu Charge on movable current assets of HGI, Immovable fixed assets of the SSK Automotive Pvt Ltd, Personal Immovable Fixed Assets of Directors | Immovable property of SSK, residence of and Personal Guarantee of all 3 Directors. |
| Mercedes Benz Financial Services India Pvt. Ltd. | Vehicle Loan | December 28, 2022 | 70.00 | 41.75 | 7.99 | Monthly EMI | Hypothecation on Car Purchased under the loan | - |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| ICICI Bank Loan | Term Loan | February 06, 2025 | 2394.20 | 1,769.45 | 8.50 | Monthly EMI | Exclusive Charge on Movable fixed Assets & current assest of HGI, 1st Charge Parri-passu on immovable fixed assets of the SSK Automotive Pvt Ltd, Personal Immovable Fixed Assets of Directors. | Corporate Gaurantee of SSK Automotive Private Limited, and Personal Guarantee of all 3 Directors |
| Yes Bank | Buyer Credit in Foreign Currency (JPY), LC & Term Loan | August 30, 2024 | 125.00 | 139.90 | 1.78 | Monthly Margin Deposits (MMD) | Hypothecation on Equipment Funded | Personal Guarantee of all 3 Directors. |
| Yes Bank | Buyer Credit in Foreign Currency (JPY), LC & Term Loan | November 30, 2024 | 186.81 | 190.83 | 1.78 | Monthly Margin Deposits (MMD) | Hypothecation on Equipment Funded | Personal Guarantee of all 3 Directors. |
| Yes Bank | Buyer Credit in Foreign Currency (JPY), LC & Term Loan | July 23, 2024 | 200.00 | 218.93 | 1.78 | Monthly Margin Deposits (MMD) | Hypothecation on Equipment Funded | Personal Guarantee of all 3 Directors. |
| ICICI Bank Car Loan | Term Loan | January 23, 2025 | 32.00 | 31.66 | 9.10 | Monthly EMI | Hypothecation on Car Purchased under the loan | - |
| **Sub Total (A)** | | | **3,385.86** | **2,581.27** | | | | |
| HDFC Bank Limited-CC | Working Capital Facility | October 01, 2024 | 350.00 | 489.50 | 8.50 | On Demand and subject to Annual Renewal | Parri Passu Charge on movable current assets of HGI, Immovable fixed assets of the SSK Automotive Pvt Ltd, Personal Immovable Fixed Assets of Directors | Immovable property of SSK , residence of and Personal Guarantee of all 3 Directors. |
| ICICI Bank Limited-CC | Working Capital Facility | February 06, 2025 | 323.90 | 95.59 | 8.50 | On Demand and subject to Annual Renewal | Exclusive Charge on Movable fixed Assets & current assest of HGI, 1st Charge Parri-passu on immovable fixed assets of the SSK Automotive Pvt Ltd, Personal Immovable Fixed Assets of Directors. | Corporate Gaurantee of SSK Automotive Private Limited and Personal Guarantee of all 3 Directors |
| ICICI Bank Limited-EPC | Working Capital Facility | February 06, 2025 | 700.00 | 699.62 | 7.50 | | | |
| ICICI Bank Limited-WCDL | Working Capital Facility | February 06, 2025 | 400.00 | 400.00 | 7.90 | | | |
| **Sub Total (B)** | | | **1,773.90** | **1,684.71** | | | | |
| **Group Total (A+B)** | | | **5,159.76** | **4,265.99** | | | | |

**B.) Unsecured Loans**

| Nature of Borrowings | Outstanding as on March 31, 2025 Rs. (In Lakhs) | Terms of Repayment | Rate of Interest |
|---|---|---|---|
| From Directors, Members & Related Parties | Nil | Nil | Nil |
| **Total** | **Nil** | **Nil** | **Nil** |

Note: The figures disclosed above are based on the Restated Financial Information of our Company.

*(The remainder of this page is intentionally left blank)*

## MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS

*The following discussion is intended to convey management's perspective on our financial condition and results of operations for the financial years ended March 31, 2025, 2024 and 2023. One should read the following discussion and analysis of our financial condition and results of operations in conjunction with our section titled* ***"Financial Information"*** *and the chapter titled* ***"Financial Information"*** *on page of 178 the Draft Prospectus. This discussion contains forward-looking statements and reflects our current views with respect to future events and our financial performance and involves numerous risks and uncertainties, including, but not limited to, those described in the section entitled* ***"Risk Factors"*** *on page 25 of this Draft Prospectus. Actual results could differ materially from those contained in any forward-looking statements and for further details regarding forward-looking statements, kindly refer the chapter titled* ***"Forward-Looking Statements"*** *on page 17 of this Draft Prospectus. Unless otherwise stated, the financial information of our Company used in this section has been derived from the Restated Financial Information. Our financial year ends on March 31 of each year. Accordingly, unless otherwise stated, all references to a particular financial year are to the 12-month period ended March 31 of that year.*

In this section, unless the context otherwise requires, any reference to "we", "us" or "our" refers to HGI Automotives Limited, our Company. Unless otherwise indicated, financial information included herein is based on our Restated Financial Statements for the financial years ended March 31, 2025, 2024 and 2023 included in this Draft Prospectus beginning on page 178 of this Draft Prospectus.

### BUSINESS OVERVIEW

Our Company was originally incorporated as "HGI Automotives Private Limited" a private limited company under the Companies Act, 1956 with the Registrar of Companies ("ROC"), N.C.T. Delhi & Haryana pursuant to Certificate of Incorporation dated June 01, 1998. Subsequently, our Company was converted to a public limited company, pursuant to a special resolution passed by the shareholders of our Company at the Extra-Ordinary General Meeting held on March 19, 2025 and the name of our Company was changed from "HGI Automotives Private Limited" to "HGI Automotives Limited", vide certificate of incorporation dated April 22, 2025 issued by the Registrar of Companies, CPC, Manesar. The CIN of the Company is U35999HR1998PLC033955.

Our company is non-ferrous pressure die cast components manufacturer and certified with ISO 9001:2015, IATF 16949:2016, ISO 14001:2015 & ISO 45001:2018, specializing in High-Pressure Die Casting, Machining and painting of non-ferrous components catering to various entities in the automotive, agriculture and white goods. In an automotive sector component to be used in wide spectrum of vehicles, including two-wheelers, four wheelers, heavy vehicles etc. and in white goods for washing machine, compressor and industrial application. Our product portfolio encompasses a diverse range of Aluminium & Zinc components such as Inside Rear View Mirror, Base Frames for Mirror, Brackets for Wiper, Housing, Engine parts, Brake parts, FFD, PCB Cover, Manifold, Pump Body, Starter motor & Pulleys/Inner Hub for washing machine and Head covers for compressor, etc.

We design and manufacture customised automotive components for our customers which gets either assembled at the respective OEM's or at the Tier-1 which assembled for the OEM's. Our manufacturing units, which are located in Faridabad our regularly Quality certified by the OEM's or their Tier-1 which keeps us benchmarks in our Industries & it ensures that all our products meet the specific quality standards. This segment allows us to combine innovation with in-house capabilities to deliver tailored solutions to automotive components and white goods manufacturers.

Our manufacturing operations commenced in April 1999 at a facility which was initially on lease. After one year, we relocated to a larger premises to accommodate growing operational needs and continued manufacturing activities there for approximately 12 years, until November 2012. Subsequently, we shifted our operations to the current facility situated at Plot No. 19 Sector-58, Faridabad, Haryana, India, 121001, (***"Unit 1")***, which offers improved infrastructure and operational efficiency. However, owing to regulatory constraints under the HUDA government's policies, we were unable to acquire the premises in our company's name at that time. In order to further expand our manufacturing capacity, the premises situated at Plot No. 1105, Sector-58, Faridabad, Haryana, India – 121004 (***"Unit 2"***), was taken on lease in August 2023, and the production activities at the said new location commenced in January 2024. The said facility is taken on a long-term lease basis valid till February, 2030.

Our Company maintains an in-house testing facility dedicated to quality testing and assurance. Products are subjected to a range of environmental and performance tests, including assessments for humidity, tensile strength, temperature resistance (hot and cold), flammability, voltage control, endurance, and drop impact, in line with the requirements of Automotive Indian Standards (AIS).

### FINANCIAL KPIs OF OUR COMPANY

The financial performance of the company for the last three years, as per the Restated Financial Statement, is as follows:

| Particulars | For the year ended on March 31 | | |
|---|---|---|---|
| | 2025 | 2024 | 2023 |
| Revenue from operations (Rs. in Lakhs) | 12137.33 | 9957.14 | 8409.27 |
| EBITDA (Rs. in Lakhs) | 1854.02 | 1038.05 | 742.28 |
| EBITDA margin (%) | 15.28 | 10.43 | 8.83 |
| PAT (Rs. in Lakhs) | 858.09 | 364.42 | 211.90 |
| Net Profit margin (%) | 7.07 | 3.66 | 2.52 |
| Net worth (Rs. in Lakhs) | 1776.15 | 926.71 | 596.29 |
| Return on capital employed (%) | 37.03 | 28.01 | 24.47 |
| Return on equity (%) | 62.13 | 46.81 | 42.81 |
| Debt to equity ratio (times) | 2.37 | 2.85 | 3.80 |
| Operating Cash Flows | 918.41 | 760.36 | 672.38 |

## OUR PRODUCT PORTFOLIO

Our product portfolio encompasses a diverse range of Automobile components, White goods, Base Frame Mirror, Wiper, Housing, Engine parts and brake parts, FFD, PCB Cover, Manifold, Pump Body, etc. divided into segments like two-wheelers, four wheelers, agriculture, white goods and industrial applications.

## SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST AUDITED BALANCE SHEET

In the opinion of the Board of Directors of our Company, since the date of the last financial statements disclosed in this Draft Prospectus, there have not arisen any circumstance that materially or adversely affect or are likely to affect the profitability of our Company or the value of its assets or its ability to pay its material liabilities within the previous twelve months except:

- The shareholders passed an ordinary resolution at an extra-ordinary general meeting held on 16.06.2025 to increase authorized capital of the company from 25,00,000 to divided into 2,50,00,000 equity shares of Rs. 10/- each.
- Board of directors of the company has approved in their meeting held on 08.07.2025 issue of upto 75,00,000 equity shares as initial public offer which was subsequently approved by members of the company via a special resolution dated 10.07.2025 in the Extra - Ordinary general meeting.
- The Company has issued 9 Bonus Shares (i.e. 1,54,37,493 for every One (17,15,277) full paid-up equity shares held having face value of Rs. 10/- (Rupees Ten Only) by utilizing surplus balance of Profit & Loss, pursuant to the shareholders' approval received through Extra Ordinary General Meeting held on 10.07.2025.

## FACTORS AFFECTING OUR FUTURE RESULTS OF OPERATIONS:

Our company's future results of operations could be affected potentially by the following factors:

1. Optimal cost management and operational efficiency.
2. Sustaining long-term partnerships with OEMs, suppliers, and distributors.
3. Brand reputation, customer trust, and informal advocacy.
4. Strategic location, proximity, and accessibility for clients.
5. Investment in R&D, innovation, and new technologies.
6. Compliance with emission norms, sustainability standards, and ESG requirements.
7. Availability and retention of skilled workforce and technical expertise.
8. General economic and business conditions in domestic and global markets.
9. Changes in government policies, duties, subsidies, and taxation.
10. Evolving regulatory requirements in safety, emissions, and labor.
11. Political, trade, and global risks impacting demand and supply.
12. Inflation, deflation, unanticipated turbulence in interest rates, equity prices, or other rates or prices.
13. Supply chain disruptions, including semiconductor and logistics shortages.
14. Ability to execute growth and expansion strategies effectively.
15. Compliance with regulatory approvals, licenses, and registrations.

## OUR SIGNIFICANT ACCOUNTING POLICIES:

For Significant accounting policies, please refer to Significant Accounting Policies and Notes to accounts, under Chapter titled ***"Restated Financial Statements"*** beginning on page 178 of this Draft Prospectus.

## FINANCIAL PERFORMANCE

**(₹ In Lakhs)**

| Particulars | Year Ended March 2025 | % of Total Revenue | Year Ended March 2024 | % of Total Revenue | Year Ended March 2023 | % of Total Revenue |
|---|---|---|---|---|---|---|
| Revenue from operations | 12137.33 | 99.28 | 9957.14 | 99.78 | 8409.27 | 99.85 |
| Other income | 88.00 | 0.72 | 22.30 | 0.22 | 13.05 | 0.15 |
| **Total Revenue** | **12225.33** | **100.00** | **9979.44** | **100.00** | **8422.32** | **100.00** |
| | | | | | | |
| Cost of Raw Material Consumed | 7200.11 | 58.89 | 6027.58 | 60.40 | 5172.20 | 61.41 |
| Change in Inventories of Finished Goods & WIP | -612.85 | -5.01 | 29.06 | 0.29 | 321.38 | 3.82 |
| Employee benefits expense | 1511.98 | 12.37 | 1181.74 | 11.84 | 862.54 | 10.24 |
| Finance costs | 269.58 | 2.21 | 200.69 | 2.01 | 196.92 | 2.34 |
| Depreciation and amortization expense | 521.44 | 4.27 | 371.70 | 3.72 | 267.08 | 3.17 |
| Other expenses | 2184.06 | 17.87 | 1680.72 | 16.84 | 1310.88 | 15.56 |
| **Total Expenses** | **11074.32** | **90.59** | **9491.49** | **95.11** | **8131.00** | **96.54** |
| | | | | | | |
| Profit Before Exceptional and Extraordinary Items | 1151.01 | 9.41 | 487.95 | 4.89 | 291.32 | 3.46 |
| Add/(Less):- Exceptional and Extraordinary Items | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| **Profit Before Tax (PBT)** | **1151.01** | **9.41** | **487.95** | **4.89** | **291.32** | **3.46** |
| Current tax | 299.12 | 2.45 | 145.12 | 1.45 | 88.65 | 1.05 |
| Deferred tax | -8.52 | -0.07 | -21.59 | -0.22 | -9.23 | -0.11 |
| Earlier Year | 2.32 | 0.02 | 0.00 | 0.00 | 0.00 | 0.00 |
| **Profit for the Year** | **858.09** | **7.02** | **364.42** | **3.65** | **211.90** | **2.52** |

## OVERVIEW OF REVENUE AND EXPENDITURE

**TOTAL REVENUE:**

***Revenue from operations:***

Revenue from operations consists of Sale of Products, Export including SEZ Sales and Sale of Service/Jobwork.

***Other Incomes:***

Other Income includes Interest Income on Fixed Deposits, Interest on Income Tax Refund, Interest on Securities, Duty Drawback on Export, Profit on Exchange Rate Fluctuation, Discount Income, Profit on Sale of Fixed Assets, Income from LIC Maturity and Other Income.

**EXPENDITURE:**

***Cost of Raw Materials Consumed:***

Cost of Raw Material Consumed consists of Raw material Purchase of aluminium alloy ingots, molten and zinc ingots.

***Change in Inventories of Finished Goods & WIP:***

Our Changes in Inventories comprises of change in Stock of Finished goods and WIP from the beginning of the year to the end of the year.

***Employee Benefit Expenses:***

Our employee benefit expense consists of Salaries Wages & Bonus, Contribution to Provident and other funds, Director Remuneration and Staff Welfare Expenses.

***Finance Cost:***

Finance Costs consists of Interest on Term loan, Interest on Working Capital Loan, Interest on Unsecured loan, Provision for interest on foreign currency buyer's credit, Bank Charges and Interest for Delayed payment to MSME.

***Depreciation and amortization expenses:***

Tangible assets are depreciated over periods corresponding to their estimated useful lives. Depreciation includes depreciation charged on Property, Plant & Equipment & Intangible Assets.

***Other Expenses:***

Other Expenses comprises of Consumable Stores, Diesel, Gases, Electricity & Water Expenses, Job work Charges Paid, Rent on Machinery, Rent on Building, Advertisement and Publicity Expenses, Business & Sales Promotion, Commission, Repairs & Maintenance of Building, Repairs & Maintenance of Machinery, Repairs & Maintenance of Others, Postage & Courier Expenses, Freight, Loading & Unloading Charges, Insurance Expenses, Legal and Professional Fees, Auditor Remuneration, Running & Maintenance of Vehicle Expenses, Printing & Stationery Expenses, Diwali Expenses, Travelling & Conveyance Expenses, Rates & Taxes, Telephone Expenses, Donation, Testing Charges, Security Services, Fees & Subscriptions, Interest & Penalty on Income Tax (TDS), Miscellaneous Expenses, Bad & Doubtful Debts Written off, Rebate & Discount, Loss on Exchange Rate Fluctuation, Deferred Revenue Expense-Written Off, Loss on sale of Fixed Assets, CSR Expenses and Corporate Guarantee Charges.

***Tax Expenses:***

Tax expenses consist of Current year Tax, Deferred Tax and Earlier year tax expenses.

## RESULTS OF OUR OPERATION BASED ON RESTATED FINANCIAL INFORMATION

| Particulars | Financial year ended on | | |
|---|---|---|---|
| | March 2025 | March 2024 | March 2023 |
| **Total Incomes:** | | | |
| **Revenue from operations** | 12137.33 | 9957.14 | 8409.27 |
| % Increase/(Decrease) | 21.90% | 18.41% | - |
| **Other Income** | 88.00 | 22.30 | 13.05 |
| % Increase/(Decrease) | 294.61% | 70.94% | - |
| **Total income** | **12225.33** | **9979.44** | **8422.32** |
| % Increase/(Decrease) | 22.51% | 18.49% | - |
| **Expenses:** | | | |
| **Cost of Raw Material Consumed** | 7200.11 | 6027.58 | 5172.2 |
| % Increase/(Decrease) | 19.45% | 16.54% | - |
| **Change in Inventories of Finished Goods & WIP** | (612.85) | 29.06 | 321.38 |
| % Increase/(Decrease) | -2208.71% | -90.96% | NA |
| **Employee benefits expense** | 1511.98 | 1181.74 | 862.54 |
| % Increase/(Decrease) | 27.95% | 37.01% | NA |
| **Finance costs** | 269.58 | 200.69 | 196.92 |
| % Increase/(Decrease) | 34.32% | 1.91% | NA |
| **Depreciation & amortization** | 521.44 | 371.70 | 267.08 |
| % Increase/(Decrease) | 40.28% | 39.17% | NA |
| **Other expenses** | 2184.06 | 1680.72 | 1310.88 |
| % Increase/(Decrease) | 29.95% | 28.21% | NA |

| Particulars | Financial year ended on | | |
|---|---|---|---|
| | March 2025 | March 2024 | March 2023 |
| **Total Expenses** | **11074.32** | **9491.49** | **8131.00** |
| % Increase/(Decrease) | 16.68% | 16.73% | NA |
| % to Total Income | 90.58% | 95.11% | 96.54% |
| **Profit/(Loss) Before Extra-Ordinary Items and Tax** | 1151.01 | 487.95 | 291.32 |
| % to Total Income | 9.42% | 4.89% | 3.46% |
| Exceptional Items | - | - | NA |
| **Profit before Tax** | 1151.01 | 487.95 | 291.32 |
| % Increase/(Decrease) | 135.89% | 67.50% | NA |
| % to Total Income | 9.42% | 4.89% | 3.46% |
| **Total tax expense** | 292.92 | 123.53 | 79.42 |
| % Increase/(Decrease) | 137.14% | 55.53% | NA |
| **Profit and Loss after tax for the Year as Restated** | 858.09 | 364.42 | 211.90 |
| % to Total Income | 7.02% | 3.65% | 2.52% |
| % Increase/(Decrease) | 135.47% | 71.98% | NA |

## COMPARISON OF FY 2024-25 WITH FY 2023-24:

**Total Income:**

The total revenue, comprising both revenue from operations and other income, has risen to ₹ 12,225.33 in FY 2024-25, from ₹ 9,979.44 lakhs in FY 2023-24. This represents an increase of 22.51% for the said period, mainly driven by a growth in international market.

**Revenue from operations**

The revenue from operations has increased to ₹ 12,137.33 lakhs in FY 2024-25, from ₹ 9,957.14 lakhs in FY 2023-24. This represents an increase of 21.90% for the said period. The domestic sales have increased to ₹ 10,400.65 Lakhs in FY 24-25 from ₹ 1,736.68 Lakhs in FY 23-24. This growth is primarily driven by a significant demand of components of four wheelers which resulted into higher turnover and addition of new customers in the fiscal year 2023-24.

**Other Incomes**

The other income of the company for FY 2024-25 increased to ₹ 88.00 Lakhs as against ₹ 22.30 Lakhs (in FY 2023-24 i.e. Other Income increased by 294.61%. This increase was mainly due to Interest Income on Fixed Deposits, Duty drawback on Export, Income from LIC Maturity and Subsidy & Incentives.

**EXPENDITURE:**

**Total Expenses**

The total expenses for the FY 2024-25 were increased to ₹ 11,074.32 Lakhs from ₹ 9,491.49 Lakhs in FY 2023-24 i.e., total expenses increased by 16.68%. The total expenses increased in absolute figures due to increase in operational volume during the fiscal year.

**Cost of Material Consumed and Purchases Of Goods**

The total cost of material consumed have increased to ₹ 7,200.11 lakhs in FY 2024-25 from ₹ 6027.58 lakhs in FY 2023-24 i.e. the above expense increased by 19.45%. The total expenses in material consumed increased in absolute figures due to increase in operational volume during the fiscal year by optimising our resources.

**Change in Inventories -of Finished Goods & WIP**

The changes in inventories of Finished Goods & WIP for FY 2024-25 were ₹ (612.85) Lakhs against ₹ 29.06 Lakhs for FY 2023-24. The key reasons for the increase are maintaining the inventory in two units i.e. Unit-1 & Unit-2 as Unit-2 commenced operations in January, 2024, increase in export which requires the higher level of inventory having higher manufacturing costs and to support higher level of operations with increase in revenue from operations.

**Employee Benefit Expenses**

The Employee Benefit Expenses for the FY 2024-25 was increased to ₹ 1511.98 Lakhs from ₹ 1181.74 Lakhs for the FY 2023-24 i.e., employee benefit expenses increased by 27.95%. This increase was mainly due to increase in overall Salaries paid during the fiscal year due to higher volume of operation

**Finance Cost**

The Finance Cost for the FY 2024-25 was increased to ₹ 269.58 Lakhs from ₹ 200.69 Lakhs for the FY 2023- 24 i.e., expenses increased by 34.32% due to enhancement of Term Loan limits.

**Depreciation and amortization expenses**

The Depreciation and amortization expense for FY 2024-25 was ₹ 521.44 Lakh, whereas in FY 2023-24, it was ₹ 371.70 Lakhs i.e., increased by 40.28% which is primarily due to purchase of new plant & machineries.

**Other Expenses**

Other Expenses increased to ₹ 2,184.06 Lakhs for FY 2024-25 from ₹ 1,680.72 Lakh for FY 2023-24, showing an increase of 29.95% due to increase in operational volume during the fiscal year 2024-25 as compared to year 2023-24 Other expense mainly includes costs like Consumable Stores, Diesel, Gases, Electricity & Water Expenses, Job work Charges Paid, Rent on Machinery, Rent on Building, Advertisement and Publicity Expenses, Business & Sales Promotion, Commission, Repairs & Maintenance of Building, Repairs & Maintenance of Machinery, Repairs & Maintenance of Others, Postage & Courier Expenses, Freight, Loading & Unloading Charges, Insurance Expenses, Legal and Professional Fees, Auditor Remuneration, Running & Maintenance of Vehicle Expenses, Printing & Stationery Expenses, Diwali Expenses, Travelling & Conveyance Expenses, Rates & Taxes, Telephone Expenses, Donation, Testing Charges, Security Services, Fees & Subscriptions, Interest & Penalty on Income Tax (TDS), Miscellaneous Expenses, Bad & Doubtful Debts Written off, Rebate & Discount, Loss on Exchange Rate Fluctuation, Deferred Revenue Expense-Written Off, Loss on sale of Fixed Assets, CSR Expenses and Corporate Guarantee Charges.

**Profit before Extra-Ordinary Items and Tax**

The restated Profit before Tax for FY 2024-25 was increased to ₹ 1151.01 Lakhs as against ₹ 487.95 Lakhs in FY 2023-24 i.e., profit before tax increased by 135.89% Lakhs. This increase was mainly due to increase in revenue along with soaring revenue from Exports including SEZ Sales.

**Total Tax Expenses: -**

The total tax expense for FY 2024-25 increased to ₹ 292.92 Lakhs as against ₹ 123.53 Lakhs in the FY 2023-24. This increase was mainly due to increase in Profit before Tax as mentioned above**.**

**Profit after Tax (PAT): -**

The restated Profit after Tax for FY 2024-25 increased to ₹ 858.09 Lakhs as against ₹ 364.42 Lakhs in the FY 2023-24. This increase was mainly due to increase in Profit before Tax as explained above.

**COMPARISON OF FY 2023-24 WITH FY 2022-23:**

**Total Income:**

The total revenue, comprising both revenue from operations and other income, has risen to ₹ 9,979.44 in FY 2023-24, from ₹ 8,422.32 lakhs in FY 2022-23. This represents an increase of 18.49% for the said period, mainly driven by a growth in international market.

**Revenue from operations**

The revenue from operations has increased to ₹ 9957.14 lakhs in FY 2023-24, from ₹ 8409.27 lakhs in FY 2022-23. This represents an increase of 18.41% for the said period. The domestic sales have increased to ₹ 9417.16 Lakhs in FY 2023-24 from ₹ 8007.68 Lakhs in FY 2022-23. This growth is primarily driven by a significant demand of components of four wheelers which resulted into higher turnover and addition of new customers in the fiscal year 2023-24.

**Other Incomes**

The other income of the company for FY 2023-24 increased to ₹ 22.30 Lakhs as against ₹ 13.05 Lakhs in FY 2022-23 i.e. Other Income increased by 70.94%. This increase was mainly due to Interest Income on Fixed Deposits, Profit on Exchange Rate Fluctuation, Discount Income and Subsidy & Incentives.

**EXPENDITURE:**

**Total Expenses**

The total expenses for the FY 2023-24 were increased to ₹ 9491.49 Lakhs from ₹ 8131.00 Lakhs in FY 2022-23 i.e., total expenses increased by 16.73%. The total expenses increased in absolute figures due to increase in operational volume during the fiscal year.

**Cost of Material Consumed and Purchases of Goods**

The total cost of material consumed have increased to ₹ 6027.58 lakhs in FY 2023-24 from ₹ 5172.20 lakhs in FY 2022-23 i.e. the above expense increased by 16.54%. The total expenses in material consumed increased in absolute figures due to increase in operational volume during the fiscal year by optimising our resources.

**Change in Inventories of Finished Goods & WIP**

The changes in inventories of Finished Goods & WIP for FY 2023-24 were ₹ 29.06 Lakhs against ₹ 321.38 Lakhs for FY 2022-23.

**Employee Benefit Expenses**

The Employee Benefit Expenses for the FY 2023-24 was increased to ₹ 1181.74 Lakhs from ₹ 862.54 Lakhs for the FY 2022-23 i.e., employee benefit expenses increased by 37.01%. This increase was mainly due to increase in overall Salaries paid during the fiscal year due to higher volume of operation.

**Finance Cost**

The Finance Cost for the FY 2023-24 was increased to ₹ 200.69 Lakhs from ₹ 196.92 Lakhs for the FY 2022-23 i.e., expenses increased by 1.91% due to enhancement of Term Loan limits.

**Depreciation and amortization expenses**

The Depreciation and amortization expense for FY 2023-24 was ₹ 371.70 Lakhs, whereas in FY 2022-23, it was ₹ 267.08 Lakhs i.e., increased by

39.17%.

**Other Expenses**

Other Expenses increased to ₹ 1680.72 Lakhs for FY 2023-24 from ₹ 1310.88 Lakhs for FY 2022-23, showing an increase of 28.21%. Other expense mainly includes costs like Consumable Stores, Diesel, Gases, Electricity & Water Expenses, Job work Charges Paid, Rent on Machinery, Rent on Building, Advertisement and Publicity Expenses, Business & Sales Promotion, Commission, Repairs & Maintenance of Building, Repairs & Maintenance of Machinery, Repairs & Maintenance of Others, Postage & Courier Expenses, Freight, Loading & Unloading Charges, Insurance Expenses, Legal and Professional Fees, Auditor Remuneration, Running & Maintenance of Vehicle Expenses, Printing & Stationery Expenses, Diwali Expenses, Travelling & Conveyance Expenses, Rates & Taxes, Telephone Expenses, Donation, Testing Charges, Security Services, Fees & Subscriptions, Interest & Penalty on Income Tax (TDS), Miscellaneous Expenses, Bad & Doubtful Debts Written off, Rebate & Discount, Loss on Exchange Rate Fluctuation, Deferred Revenue Expense-Written Off, Loss on sale of Fixed Assets, CSR Expenses and Corporate Guarantee Charges.

**Profit before Extra-Ordinary Items and Tax**

The restated Profit before Tax for FY 2023-24 was increased to ₹ 487.95 Lakhs as against ₹ 291.32 Lakhs in FY 2022-23 i.e., profit before tax increased by 67.50% Lakhs. This increase was mainly due to increase in revenue along with operational efficiency.

**Total Tax Expenses: -**

The total tax expense for FY 2023-24 increased to ₹ 123.53 Lakhs as against ₹ 79.42 Lakhs in the FY 2022-23. This increase was mainly due to increase in Profit before Tax as mentioned above**.**

**Profit after Tax (PAT): -**

The restated Profit after Tax for FY 2023-24 increased to ₹ 364.42 Lakhs as against ₹ 211.90 Lakhs in the FY 2022-23. This increase was mainly due to increase in Profit before Tax as explained above.

## DISCUSSION ON THE STATEMENT OF CASH FLOWS

The table below summarizes our cash flows from our restated for the period /financial year ended March 31, 2025, March 31, 2024 and March 31, 2023:

**(₹ in Lakhs)**

| Particulars | For the Period / Year ended | | |
|---|---|---|---|
| | March 31, 2025 | March 31, 2024 | March 31, 2023 |
| Net cash generated from / (used in) Operating activities | 918.43 | 760.36 | 672.38 |
| Net cash generated from / (used in) Investing activities | (2156.15) | (1030.78) | (785.33) |
| Net cash generated from / (used in) from Financing activities | 1239.89 | 274.24 | 111.67 |
| Net Increase / (decrease) in Cash & Cash Equivalents | 2.17 | 3.82 | (1.28) |
| Cash and cash equivalents at the beginning of the Period / year | 5.68 | 1.86 | 3.15 |
| Cash and cash equivalents at the end of the Period/ year | 7.86 | 5.68 | 1.86 |

**Operating Activities**

- **In Financial Year 2024-25**, net cash generated from operating activities was ₹ 918.41 Lakhs. This comprised of the profit before tax of ₹ 1151.01 Lakhs, which was majorly adjusted for depreciation and amortization expenses of ₹ 521.44 Lakhs, finance cost of ₹ 269.58 Lakhs. The resultant operating profit before working capital changes was ₹ 1961.07 Lakhs, which was again adjusted for changes in working capital requirements.

- **In Financial Year 2023-24**, net cash generated from operating activities was ₹ 760.36 Lakhs. This comprised of the profit before tax of ₹ 487.95 Lakhs, which was majorly adjusted for depreciation and amortization expenses of ₹ 371.70 Lakhs, finance cost of ₹ 200.69 Lakhs. The resultant operating profit before working capital changes was ₹ 1030.14 Lakhs, which was again adjusted for changes in working capital requirements.

- **In Financial Year 2022-23**, net cash generated from operating activities was ₹ 672.38 Lakhs. This comprised of the profit before tax of ₹ 291.32 Lakhs, which was majorly adjusted for depreciation and amortization expenses of ₹ 267.08 Lakhs, finance cost of ₹ 196.92 Lakhs. The resultant operating profit before working capital changes was ₹ 750.03 Lakhs, which was again adjusted for changes in working capital requirements.

**Investing Activities**

- **In Financial Year 2024-25**, net cash used in Investing activities was ₹ 2,156.15 Lakhs which primarily comprised of cash used for the purchase of fixed assets of ₹ 2084.57 Lakhs.

- **In Financial Year 2023-24**, net cash used in Investing activities was ₹ 1030.78 Lakhs which primarily comprised of cash used for the purchase of fixed assets of ₹ 1084.28 Lakhs.

- **In Financial Year 2022-23**, net cash used in Investing activities was ₹ 785.33 Lakhs which primarily comprised of cash used for the purchase of fixed assets of ₹ 765.93 Lakhs.

**Financing Activities**

- **In Financial Year 2024-25**, net cash generated from financing activities was ₹ 1239.89 Lakhs, which predominantly was on account of net increase of Long-term & Short-term borrowings of ₹ 1526.62 Lakhs. and payment of finance costs ₹ 269.58 Lakhs.

- **In Financial Year 2023-24**, net cash generated from financing activities was ₹ 274.24 Lakhs, which predominantly was on account of net increase of Long-term & Short-term borrowings of ₹ 474.93 Lakhs and payment of finance costs ₹ 200.69 Lakhs.

- **In Financial Year 2022-23**, net cash generated from financing activities was ₹ 111.67 Lakhs, which predominantly was on account of net increase of Long-term & Short-term borrowings of ₹ 233.59 Lakhs and payment of finance costs ₹ 196.92 Lakhs.

## RELATED PARTY TRANSACTIONS

For further information, please refer *"**Note – 26 - Related Party Transaction**"* under section *"**Restated Financial Information**"* beginning from page no. 178 of this Draft Prospectus.

## FINANCIAL MARKET RISKS

Market risk is the risk of loss related to adverse changes in market prices, including interest rate risk. We are exposed to interest rate risk, inflation and credit risk in the normal course of our business.

## INTEREST RATE RISK

We are currently exposed interest to rate risks to the extent of outstanding loans. However, any rise in future borrowings may increase the risk.

## EFFECT OF INFLATION

We are affected by inflation as it has an impact on operating cost, staff costs etc. In line with changing inflation rates, we rework our margins so as to absorb the inflationary impact.

## INFORMATION REQUIRED AS PER ITEM (11) (II) (C) (iv) OF PART A OF SCHEDULE VI TO THE SEBI REGULATIONS, 2018:

1. **Unusual or infrequent events or transactions**

   Except as described in this Draft Prospectus, there have been no other events or transactions to the best of our knowledge which may be described as "unusual" or "infrequent".

2. **Significant economic changes that materially affected or are likely to affect income from continuing operations**.

   Our business has been subject to economic changes, and we expect it to continue to be subject to significant economic changes arising from the trends identified above in 'Factors Affecting our Results of Operations' and the uncertainties described in the section entitled ***"Risk Factors"*** beginning on page no. 25 of the Draft Prospectus. To our knowledge, except as we have described in the Draft Prospectus, there are no known factors which we expect to bring about significant economic changes.

3. **Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.**

   Apart from the risks as disclosed under the Section titled **"*Risk Factors*"** beginning on page no. 25 in this Draft Prospectus, in our opinion, there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

4. **Future changes in the relationship between costs and revenues, in case of events such as a future increase in labour or material costs or prices that will cause a material change, are known.**

   Our Company's future costs and revenues will be determined by the demand/supply situation, government policies and other economic factor.

5. **Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products, or increased sales prices.**

   Other than as disclosed in this section and in ***"Business Overview"*** on page no. 121 . We have not announced and do not expect to announce in the near future any new business segments.

6. **Segment Reporting.**

   Our business activity primarily falls within a single business and geographical segment, other than as disclosed in ***"Restated Financial Statements***" on page no. 178 we do not follow any other segment reporting.

7. **Status of any publicly announced new products or business segments.**

   Except as disclosed in the Chapter "***Our Business",*** our Company has not announced any new product or service.

8. **Any significant dependence on a single or few suppliers or customers.**

| Particulars | Top Customers as a percentage (%) of Revenue from Operations | | |
|---|---|---|---|
| | FY 2024-25 | FY 2023-24 | FY 2022-23 |
| Top 1 | 20.10 | 24.31 | 25.87 |
| Top 3 | 42.33 | 49.13 | 51.69 |
| Top 5 | 57.67 | 65.33 | 69.27 |
| Top 10 | 78.56 | 85.13 | 89.76 |

| Particulars | Top Suppliers as a percentage (%) of Purchase | | |
|---|---|---|---|
| | FY 2024-25 | FY 2023-24 | FY 2022-23 |
| Top 1 | 34.84 | 15.41 | 24.18 |
| Top 3 | 58.77 | 38.50 | 48.09 |
| Top 5 | 71.41 | 54.54 | 62.22 |
| Top 10 | 93.69 | 78.62 | 85.49 |

**Competitive conditions:**
We face competition from existing and potential competitors which is common for any business. We have, over a period, developed certain competitors who have been discussed in section titles **"*Business Overview*"** beginning on 121.

*(The remainder of this page is intentionally left blank)*

Except as stated in this section, there are no outstanding:(i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) claims relating to direct and indirect taxes; (iv) disciplinary actions including penalties imposed by SEBI or stock exchanges against the Promoter in the last five financial years, including outstanding action; (v) Other Pending Litigation based on Material Litigations (as disclosed herein below); involving our Company, its Directors and Promoters; or (vi) litigation involving our Group Companies, which has a material impact on our Company.

Except as stated in this section, there are no: (i) criminal proceedings and (ii) actions by statutory or regulatory authorities, involving our Key Managerial Personnel's ("KMP's") and Senior Management Personnel ("SMP's").

For the purpose of (v) & (vi) above, our Board, in its meeting held on July 08, 2025 adopted the policy on materiality for identification of Material Outstanding Litigation involving the Company, its Directors, Promoters and Group Companies ("Materiality Policy") based on lower of the threshold criteria mentioned below:

I. the omission of an event or information, whose value or the expected impact in terms of value exceeds the limits as prescribed under the SEBI Listing Regulations (as amended from time to time) i.e. if exceeds the lower of the following

A. two percent of turnover, as per the latest annual restated financial statements of the Company; or
B. two percent of net worth, except in case of the arithmetic value of the networth is negative, as per the latest annual restated financial statements of the Company;
C. five percent of the average of absolute value of profit or loss after tax, as per the last three annual restated financial statements of the Company.

Accordingly, any transaction exceeding the lower of i, ii or iii above, will be considered for the above purpose.; or

II. where the decision in one case is likely to affect the decision in similar cases, even though the amount involved in individual litigation does not exceed the amount determined as per clause (a) above, and the amount involved in all of such cases taken together exceeds the amount determined as per clause (i) above; and

III. any such litigation which does not meet the criteria set out in (a) above and an adverse outcome in which would materially and adversely affect the operations or financial position of the Company.

It is clarified that for the above purposes, pre-litigation notices received by Relevant Parties, unless otherwise decided by our Board, are not evaluated for materiality until such time that the Relevant Parties are impleaded as defendants in litigation proceedings before any judicial forum.

The Company has adopted the policy in the meeting of Board of Directors held on July 08, 2025for identification of Material Outstanding Dues to Creditors in terms of the SEBI (ICDR) Regulations, 2018 as amended for creditors where outstanding due to any one of them exceeds 5% of the total trade payables as per the latest restated financial statements of the Company shall be considered material dues for the company for the purpose of disclosure in this Draft Prospectus. ("Material Dues").

For outstanding dues to any micro, small and medium enterprise, the disclosure shall be based on information available with our Company regarding the status of the creditor as defined under the Micro, Small and Medium Enterprises Development Act, 2006 as amended, read with the rules and notification thereunder, as amended, as has been relied upon by the Statutory Auditors.

Unless stated to the contrary, the information provided below is as of the date of this Draft Prospectus.

All terms defined in a particular litigation disclosure pertains to that litigation only.

## LITIGATION INVOLVINGOUR COMPANY

### A. LITIGATIONFILEDAGAINSTOURCOMPANY

#### 1) Criminal Proceedings

NIL

#### 2) Outstanding actions by Statutory and Regulatory Authorities

NIL

#### 3) Other Pending Material Litigation against our Company

Except as mentioned below there are no outstanding litigations initiated against our Company, which have been considered material by the Company in accordance with the Materiality Policy as on the date of this Draft Prospectus:

***(Rs. in Lakhs)***

| No. | Details | Amount Involved |
|---|---|---|
| 1 | Case No.: R/46/2023<br>RAJNISH KUMAR VERSUS M/S HGI AUTOMOTIVES PVT. LTD | Not ascertainable |
| 2. | Case No.: R/154/2022<br>GUNESHWAR SINGH VERSUS M/S HGI AUTOMOTIVES PVT. LTD | Not ascertainable |
| 3. | Case No.: R/155/2022<br>RAM ASHISH RAI VERSUS M/S HGI AUTOMOTIVES PVT. LTD | Not ascertainable |

**RAJNISH KUMAR VERSUS M/S HGI AUTOMOTIVES PVT. LTD**

Rajnish Kumar, an Operator employed since 2005 at M/S HGI Automotives Pvt. Ltd., suffered a serious workplace accident in November 2021 while operating a press machine, resulting in significant burn injuries. Although he received treatment under ESIC and was declared medically fit to resume work in March 2022, the company refused to reinstate him and terminated his services without issuing any retrenchment compensation, allegedly violating Sections 25F and 23N of the Industrial Disputes Act. Having worked over 240 days in a year, Rajnish claims his termination was illegal and unjust. After an unresolved demand notice to the Assistant Labour Commissioner, the case was referred to the Labour Court, where he now seeks reinstatement with continuity of service and full back wages. The matter, registered as Case No. R/46/2023 before the Presiding Officer Labour Courts-11, Faridabad, is currently at the evidence stage with the contractor's record summoned, and the next hearing is scheduled for 17.10.2025.

**GUNESHWAR SINGH VERSUS M/S HGI AUTOMOTIVES PVT. LTD**

Guneshwar Singh, who claims to have worked as a die-casting machine operator at M/s HGI Automotives Pvt. Ltd. since November 2002, filed a complaint under Section 2A(2) of the Industrial Disputes Act, alleging illegal termination on 07.12.2021 without notice, domestic enquiry, or compensation. The company denied any employment relationship, asserting the claimant was never engaged by them and raised preliminary objections, including non-maintainability and age-related issues. Although issues were framed on 20.09.2023, the claimant failed to appear on 27.01.2025 due to an error in noting the hearing date, resulting in dismissal of the claim for want of prosecution. He has since filed a restoration application citing the error as unintentional, while the company has submitted its objections. The matter, bearing Case No. R/154/2022 before the Presiding Officer, Labour Court-11, Faridabad, On 08.08.2025, the Labour Court, Faridabad restored the reference petition earlier dismissed for want of prosecution, on payment of ₹1,000/- cost to the respondent. The matter is now adjourned to 17.10.2025 for workman's evidence.

**RAM ASHISH RAI VERSUS M/S HGI AUTOMOTIVES PVT. LTD**

Ramashish Rai, who claims to have worked as a die-casting machine operator at M/s HGI Automotives Pvt. Ltd. from April 2007 to February 2022, filed a complaint under Section 2A(2) of the Industrial Disputes Act, alleging illegal termination without notice, domestic enquiry, or statutory compliance, and sought reinstatement with back wages. The company denied any employment relationship and raised preliminary objections regarding maintainability and misjoinder of parties. Despite the framing of issues on 20.09.2023, the claimant failed to appear on the scheduled date for evidence on 27.01.2025, leading the Labour Court to dismiss the case for want of prosecution. Citing a clerical error by his counsel in recording the hearing date, the claimant has filed an application for restoration, asserting that his absence was neither intentional nor deliberate. The respondent has submitted its reply opposing the restoration. The case, registered as R/155/2022 before the Presiding Officer, Labour Courts-11, Faridabad, On 08.08.2025, the Labour Court, Faridabad restored the reference petition earlier dismissed for want of prosecution, on payment of ₹1,000/- cost to the respondent. The matter is now adjourned to 17.10.2025 for workman's evidence.

## B. LITIGATIONFILEDBY OURCOMPANY

### 1) Criminal Proceedings

NIL

### 2) Outstanding actions by Statutory and Regulatory Authorities

NIL

### 3) Other Pending Material Litigation filed by our Company

NIL

## C. TAXPROCEEDINGS

| Particulars | Number of cases | Aggregate amount involved to the extent ascertainable (*in Rs. lakhs*) |
|---|---|---|
| Direct Tax* | - | Nil |
| Indirect Tax# | - | Nil |
| **Total** | **-** | **Nil** |

*Notes:-*

**** Direct Tax includes the following: -***

*1. Intimation issued against HGI Automotives Private Limited for Adjustment u/s 143(1)(a) for the A.Y 2019-20 amounting to Rs. 1,20,670/-*

*Adjustment notice issued U/s 143(1)a for Assessment Year : 2019-20 with Document Identification Number (DIN) : CPC/1920/G22/1978225599, Issued On : 20-Mar-2020 where In Schedule BP, Sl.No.32. Any amount disallowed under section 43B in any preceding year but allowable during the previous year(10h of PartA-OI) is not consistent with amount shown in Sl.No.10.h. Total amount allowable under section 43B(total of 10a to 10g) in schedule OI and Inconsistency in amount disallowed under section 43B in any preceding previous year but allowable during the previous year and Variance on account of Proposed adjustment is 1,20,670/- where Proceeding Status showing Pending and Prescribed Time Limit u/s 143(1)(a) for submission of response has lapsed later ITR Processed with no demand/refund May 26, 2020, However, no pending demand is presently reflected on the Income Tax portal.*

***#Indirect Tax includes the following: -***

*GST Notices issued against HGI AUTOMOTIVES LIMITED having GSTIN 06AAACH7339C1ZV*

*1.Notice issued for intimating discrepancies in return in Form GST ASMT-10 reference Id ZH0612200461551 where the GST department issued a notice (FORM GST ASMT 10) to HGI Automotives Pvt. Ltd. regarding discrepancies found during the scrutiny of their GSTR-3B return for April–June 2020. The notice, dated 22/12/2020, highlights a mismatch of ₹6,75,584.66 between the Input Tax Credit (ITC) claimed in GSTR-3B and the ITC available as per*

*GSTR-2A.As certified by M/s. NGMKS & Associates, Chartered Accountants since no further assessment notice has been received and the reply window has already lapsed, the matter is presumed to be closed.*

*2.The GST department issued a notice (FORM GST ASMT 10) to HGI Automotives Pvt. Ltd. reference Id ZH0601210524711 with date of issuance being 28/01/2021 regarding discrepancies found in their GSTR-3B return for the period July 2017–March 2018. The notice, dated 28/01/2021, highlights differences in tax amounts: ₹7,04,366.48 (SGST), ₹7,04,056.08 (CGST), and ₹10,29,957.62 (IGST). The company is instructed to review the summary of returns for 2017-18, including GSTR-2A and GSTR-3B.As certified by M/s. NGMKS & Associates, Chartered Accountants the order has been passed and the proceedings have been dropped for this matter.*

*3.The Haryana State GST & Excise Department, Faridabad (West), issued a notice in Form GST ASMT-10 (Ref. No. ZD060524000742T dated 30.04.2024) under Section 61 of the CGST/HGST Act, 2017 to M/s HGI Automotives Pvt. Ltd. (GSTIN: 06AAACH7339C1ZV) for FY 2019–20 based on GSTR-9 scrutiny, citing multiple discrepancies including mismatches between GSTR-2A and GSTR-3B, credit note differences, inadmissible/excess ITC claims, E-way bill vs GSTR-3B liabilities, zero-rated supply mismatch, short RCM payment, and other issues. In its detailed reply dated 23.05.2024, HGI clarified that ITC claimed in GSTR-3B was less than that in GSTR-2A, with a net unclaimed ITC of ₹73,966.96 (IGST), ₹40,850.66 (CGST), and ₹40,847.66 (SGST); credit note mismatch was explained via December 2019 GSTR-1 amendments reflected in GSTR-9; ineligible ITC of ₹1,739 (POS outside Haryana) and ₹61,485 (CGST/SGST) was not claimed; excess ITC noted in Table 8D was due to under-reported auto-filled data, not actual excess claim; E-way bill liability was ₹8,39,19,417 against GSTR-3B liability of ₹8,54,20,047.26, indicating overpayment of ₹15,00,630.26; zero-rated supply discrepancy of ₹9,27,442 was due to clerical misclassification in GSTR-3B; all ITC claimed was within Section 16(4) timelines; vendors like Ram Manpower had filed GSTR-1 and paid tax; GSTR-9C Table 5R and 14T mismatches were due to timing of credit notes and ITC availed in subsequent FYs; "Other Income" of ₹7,33,735 included interest and forex gains; trade payables of ₹5,86,30,590 were supported by ageing schedules; no IGST was paid on imports; short RCM of ₹84,490 each under CGST/SGST for security services was reconciled through ledgers; and incorrect 0% tax on one invoice was acknowledged. HGI submitted GSTR-2A data, reconciliations, ledgers, and invoices to substantiate compliance. As certified by M/s. NGMKS & Associates, Chartered Accountants, the order has been passed and the proceedings have been dropped for this matter.*

*4.A Show Cause Notice in Form GST DRC-01 bearing Ref. No. ZD060625020542P dated 16.06.2025 has been issued under Section 74(1) of the HGST Act, 2017 read with Section 20 of the IGST Act, 2017 to M/s HGI Automotives Pvt. Ltd. (GSTIN: 06AAACH7339C1ZV), located at Plot No. 19, Sector-58, Faridabad, Haryana – 121005, for the tax period 01.04.2018 to 31.03.2019. The notice alleges non-payment of GST under reverse charge mechanism on ₹20,000 paid for obtaining a preferential vehicle registration number (HR29AT3600) on 05.03.2019 from the Transport Department, qualifying as a taxable luxury service under Notification No. 13/2017-CT (Rate) dated 28.06.2017. The alleged tax liability is ₹3,600 (₹1,800 CGST + ₹1,800 SGST), with interest of ₹4,074 and penalty of ₹3,600, totaling ₹11,274. The department also invoked suppression under Explanation 2 to Section 74 for non-disclosure of this liability. The company has been directed to reply by 16.07.2025, failing which the case may be decided ex parte. Alternatively, if the company pays the tax, interest, and 25% penalty (₹900 each under CGST and SGST) within 30 days, the proceedings shall be deemed concluded under Section 74(5). Further, HGI Automotives Limited, in its reply to the SCN for FY 2018-19, informed that it has accepted and paid the RCM liability of ₹1,800 each under CGST and SGST, along with interest and penalty via DRC-03, and requested the authority to consider the same. The company accepted the liability and made the payment of tax, interest, and penalty through DRC-03, submitting proof of payment. Accordingly, the matter has been closed.*

## LITIGATION INVOLVING OUR PROMOTERS

### A. LITIGATION FILED AGAINST OUR PROMOTERS

**1) Criminal Proceedings**

NIL

**2) Outstanding actions by Statutory and Regulatory Authorities**

NIL

**3) Other Pending Material Litigation against the Promoters**

NIL

### B. LITIGATIONFILEDBY OURPROMOTERS

**1) Criminal Proceedings**

NIL

**2) Outstanding actions by Statutory and Regulatory Authorities**

NIL

**3) Other Pending Material Litigation filed by the Promoters**

NIL

### C. TAX PROCEEDINGS

| Particulars | Number of cases | Aggregate amount involved to the extent ascertainable (*in Rs. lakhs*) |
|---|---|---|
| Direct Tax* | - | Nil |
| Indirect Tax# | - | Nil |
| **Total** | - | **Nil** |

*Notes:-*

**** Direct Tax includes the following: -***

*1.**Income Tax Notice issued against SURESH CHAND GARG having PAN ACTPG3207A:** Notice issued for defective return u/s 139(9) for Assessment Year: 2018-19 with Return Acknowledgement number: 841430960210718 Document Identification Number (DIN): CPC/1819/G5/1885778956, Communication Date: 05-Apr-2019.*

*2. **Income Tax Notices issued against SSK AUTOMOTIVE PRIVATE LIMITED having PAN AAQCS1007E***

*- A defective return notice under Section 139(9) of the Income Tax Act was issued for Assessment Year 2024-25 vide DIN EFL/2425/G5a/ITR000700209429 on 30th October 2024, with a response due date of 14th November 2024. In compliance, a revised return was filed, and subsequently, the return was processed on 22nd November 2024 with no demand or refund determined.*

*- A notice of adjustment under Section 143(1)(a) was issued for Assessment Year 2019-20 vide DIN CPC/1920/G22/1967161571 on 24th February 2020, with a response due date of 20th May 2020, which subsequently lapsed. The proposed adjustments included disallowances under Section 43B (₹240) and Section 36(1)(va) (₹1,393) due to inconsistencies between Schedule BP and Schedule OI, as well as disallowances indicated in the audit report but not considered in the return. Consequently, the return was processed on 29th June 2020 with a demand raised.*

*- The Income Tax Department, Ward 2(4), Faridabad, issued a notice dated 12th February 2020 under Section 133(6) of the Income Tax Act, 1961, to SSK Automotive Private Limited (PAN: AAQCS1007E) for Assessment Year 2013-14, regarding the purchase of property valued at ₹1,01,25,000 during FY 2012-13. The company was required to furnish (i) a copy of its ITR for AY 2013-14 with computation sheet, (ii) details and documents of the property purchase and its disclosure in the return, (iii) the source of investment for the said purchase, and (iv) copies of all bank statements for FY 2012-13. The information was requisitioned with the prior approval of the Principal Commissioner of Income Tax, Faridabad, and was to be submitted by 19th February 2020 through the e-filing portal, email, or post. The notice also cautioned that failure to provide the details would invite proceedings under Sections 147/148 of the Act.*

*- On 20th February 2020, SSK Automotive Private Limited, through its Chartered Accountant M/s Sulekch Chand Jain & Co., submitted a detailed reply to the Income Tax Officer, Ward 2(4), Faridabad, in response to the notice under Section 133(6) regarding the purchase of property during FY 2012-13 (AY 2013-14). The company clarified that while the conveyance deed for land valued at ₹1,01,25,000 was executed on 02.08.2012, the payments had been made in earlier years to Haryana Urban Development Authority (HUDA), with the plot originally transferred on 05.04.2006 and possession taken on 07.11.2006. The land had already been reflected in fixed assets as on 31.03.2012, with only registration charges paid in FY 2012-13 being added subsequently. Payments in earlier years were made by R. Choudhary Brothers from partners' capital, and stamp duty in the current year was paid from internal accruals. The assessee also highlighted that full details and supporting documents had been submitted earlier in response to multiple departmental communications between 2015 and 2019, enclosing copies of replies and letters for reference. The company requested that the explanation be accepted and the proceedings be dropped.*

*- A defective return notice under Section 139(9) was issued for Assessment Year 2017-18 vide DIN CPC/1718/G5/1756714771 on 14th February 2018, with a response due date of 31st March 2019. The assessee filed a revised return in compliance with the notice, and subsequently, the return was processed on 27th December 2018 with a refund determined as due.*

***#Indirect Tax includes the following: -***

***GST Notices issued against SSK AUTOMOTIVE PRIVATE LIMITED having GSTIN 06AAQCS1007E1ZN***

*A demand order in FORM GST DRC-7A bearing Reference No. ZD0610220081058 dated 11/10/2022 was issued to SSK Automotive Private Limited (GSTIN: 06AAQCS1007E1ZN), having its registered office at Plot No. 19, Sector-58, Faridabad, Haryana – 121005, by the Excise and Taxation Officer, Faridabad (West) Ward 11, under the State VAT Act for the period April 2016 to March 2017. The demand, created by Order No. 657 dated 10/12/2018, is based on the company's old VAT registration number 06731335680 under State jurisdiction, and was passed by ChanderShekhar, in his capacity as the Excise and Taxation Officer. The demand is unstayed, with no stay order issued or pending. As per Part B – Demand Details, a final demand of ₹39,291 has been raised exclusively under State/UT Acts, comprising only of tax with no additional liabilities towards interest, penalty, fees, or others. No payment has been made against this liability under existing laws, and the full amount of ₹39,291 remains recoverable under GST laws.*

*The above demand was settled through Cheque No. 005515, drawn on HDFC Bank, dated 03.05.2019, in favour of the Assessing Authority, Faridabad.*

## LITIGATION INVOLVING OUR DIRECTORS (Other than Promoters)

### A. LITIGATION FILED AGAINST OUR DIRECTORS

**1) Criminal Proceedings**

NIL

**2) Outstanding actions by Statutory and Regulatory Authorities**

NIL

**3) Other Pending Material Litigation against the Directors**

NIL

### B. LITIGATION FILED BY OUR DIRECTORS

**1) Criminal Proceedings**

NIL

**2) Outstanding actions by Statutory and Regulatory Authorities**

NIL.

**3) Other Pending Material Litigation filed by our Directors**

NIL

**C. TAXPROCEEDINGS**

| Particulars | Number of cases | Aggregate amount involved to the extent ascertainable (*in Rs. lakhs*)^ |
|---|---|---|
| Direct Tax | - | NIL |
| Indirect Tax | - | NIL |
| **Total** | **-** | **NIL** |

## LITIGATION INVOLVING HOLDING/SUBSIDIARIES COMPANIES

As on the date of this Draft Prospectus, there is no holding/subsidiary company of **HGI AUTOMOTIVES LIMITED**.

## LITIGATION INVOLVING GROUP COMPANIES (Other than Promoters)

***A.*** **LITIGATION FILED AGAINST OUR GROUP COMPANY**

**1) Criminal Proceedings**

NIL

**2) Outstanding actions by Statutory and Regulatory Authorities**

NIL

**3) Other Pending Material Litigation against our Group Company**

NIL

***B.*** **LITIGATION FILED BY OUR GROUP COMPANY**

**1) Criminal Proceedings**

NIL

**2) Outstanding actions by Statutory and Regulatory Authorities**

NIL

**3) Other Pending Material Litigation filed by our Group Company**

NIL

**C. TAXPROCEEDINGS**

| Particulars | Number of cases | Aggregate amount involved to the extent ascertainable (*in Rs. lakhs*)^ |
|---|---|---|
| Direct Tax* | - | Nil |
| Indirect Tax# | - | Nil |
| **Total** | **-** | Nil |

## LITIGATION INVOLVING THE KEY MANAGERIAL PERSONNEL (KMP) AND SENIOR MANAGEMENT PERSONNEL (SMP) OF THE COMPANY (Other than Promoters and Directors)

**A. LITIGATION FILED AGAINST OUR KMPs AND SMPs**

**1) Criminal Proceedings**

NIL

**2) Outstanding actions by Statutory and Regulatory Authorities**

NIL

**B. LITIGATION FILED BY OUR KMPs AND SMPs**

**1) Criminal Proceedings**

NIL

**2) Outstanding actions by Statutory and Regulatory Authorities**

NIL

**C. TAXPROCEEDINGS**

| Particulars | Number of cases | Aggregate amount involved to the extent ascertainable (*in Rs. lakhs*)^ |
|---|---|---|
| Direct Tax | - | NIL |
| Indirect Tax# | - | NIL |
| **Total** | **-** | **NIL** |

## OUTSTANDING DUES TO SMALL SCALE UNDERTAKINGS OR ANY OTHER CREDITORS

In accordance with the Materiality Policy, the Board of Directors of our Company considers dues exceeding 5% of our Company's total trade payables as per the last Restated financial statements, to micro, small and medium scale undertakings and other creditors, as material dues for our Company.

As per Restated Financial Statements, the trade payables of our Company as on March 31, 2025 were ₹ 893.11lakhs. Accordingly, a creditor has been considered 'material' if the amount due to such creditor exceeds ₹ 44.66 lakhs as on March 31, 2025. This materiality threshold has been approved by our Board of Directors pursuant to the resolution passed on July 08, 2025.As on March 31, 2025, there are creditors to each of whom our Company owes amounts exceeding 5% of our Company's total trade payables.

Based on this criterion, details of outstanding dues (trade payables) owed to micro, small and medium enterprises (as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006), material creditors and other creditors, as at March 31, 2025, by our Company, are set out below:

| Type of creditors | No. of Creditors | Total Amount Outstanding (₹in Lakhs) |
|---|---|---|
| Dues to Material Creditors | 5 | 455.97 |
| Dues to Micro, Small and Medium Enterprises | 83 | 227.59 |
| Dues to Other Creditors | 132 | 209.55 |
| **Total** | **220** | **893.11** |

*As certified by M/s. NGMKS & Associates, Chartered Accountants, the Peer Review Auditor of our Company pursuant to their certificate dated September 12, 2025.

Details of outstanding dues to creditors (including micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006) as required under the SEBI (ICDR) Regulations have been disclosed on our website at www.hgiautomotives.com. It is clarified that such details available on our website do not form a part of this Draft Prospectus.

**Material Developments**

Other than as stated in the section entitled ***"Management's Discussion and Analysis of Financial Condition and Results of Operations"*** on beginning on page 184 there have not arisen, since the date of the last financial information disclosed in this Draft Prospectus, any circumstances which materially and adversely affect, or are likely to affect, our operations, our profitability taken as a whole or the value of our assets or our ability to pay our liabilities within the next 12 months.

*(The remainder of this page is intentionally left blank)*

## GOVERNMENT AND OTHER APPROVALS

*Our Company has received the necessary licenses, permissions, and approvals from the Central and State Governments and other government agencies/regulatory authorities/certification bodies required to undertake the Issue or continue our business activities. In view of the approvals listed below, we can undertake the Issue and our current/ proposed business activities and no further major approvals from any governmental/regulatory authority or any other entity are required to be undertaken, in respect of the Issue or to continue our business activities. It must, however, be distinctly understood that in granting the above approvals, the Government of India and other authorities do not take any responsibility for the financial soundness of the Company or for the correctness of any of the statements or any commitments made or opinions expressed in this behalf.*

*The main objects clause of the Memorandum of Association of the Company and the objects incidental, enable our Company to carry out its activities.*

*Please note that since our Company has changed its name and is converted into a public limited company, the certain below detailed licenses, approval and certification are in the erstwhile name of the Company and the Company undertakes to get such licenses, approval and certification in its present name.*

***I.*** *APPROVALS FOR THE ISSUE*

1. The Board of Directors have, pursuant to Section 62(1)(c) and other applicable provisions of the Companies Act 2013, by a resolution passed at its Board meeting held on July 08, 2025, authorized the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.
2. The shareholders of our Company have, pursuant to Sections 62(1)(c) and other applicable provisions of the Companies Act, 2013, by a Special Resolution passed in the Extra-Ordinary General Meeting held on July 10, 2025 authorized the Issue subject to approval of the authorities as may be necessary.
3. In-principle approval dated [●] from BSE listing of the Equity Shares issued by our Company pursuant to the Issue.
4. The company's International Securities Identification Number ("**ISIN**") is **INE1HHN01011**.

***II.*** *APPROVALS OBTAINED BY OUR COMPANY IN RELATION TO OUR BUSINESS AND OPERATIONS*

**A. Incorporation Related Approvals**

| S.no. | Nature of Registration/ License | Registration/License No. | Issuing Authority | Date of Issue | Date of Expiry |
|---|---|---|---|---|---|
| 1. | Certificate of Incorporation as **"HGI AUTOMOTIVES PRIVATE LIMITED"** | U35999HR1998PTC033955 | Assistant Registrar of Companies, Delhi& Haryana | 01.06.1998 | Valid till cancelled |
| 2. | Fresh Certificate of Incorporation as **"HGI AUTOMOTIVES LIMITED"** (Conversion from Private Ltd. to Public Ltd.) | U35999HR1998PLC033955 | Registrar of Companies, Central Processing Centre | 22.04.2025 | Valid till cancelled |

*B. Tax Related Approvals*

| S.no. | Nature of Registration/ License | Registration /License No. | Issuing Authority | Date of Issue | Date of Expiry |
|---|---|---|---|---|---|
| 1. | Tax Deduction Account Number (TAN) | RTKH01817E | Income Tax Department, Government of India | 02.07.2025 | Valid until Cancelled |
| 2. | Permanent Account Number (PAN) | AAACH7339C | Income Tax Department, Government of India | 01.06.1998 | Valid until Cancelled |
| 3. | Goods and Service Tax (GST) | 06AAACH7339C1ZV | Ministry of Finance, Government of India | 01.07.2017 | Valid until Cancelled |

**C. Labour Laws and Other Approvals**

| S.no. | Nature of Registration/ License | Registration/License No. | Issuing Authority | Date of Issue / Renewal | Date of Expiry |
|---|---|---|---|---|---|
| 1. | Certificate of Employees' state insurance corporation- Unit-1 | 13130187340010699 | Employees' state insurance corporation | 10.11.2012 | Valid till cancelled |
| 2. | Certificate of Employees' state insurance corporation-Unit-2 | 13001287060000699 | Employees' state insurance corporation | 01.01.2025 | Valid till cancelled |
| 3. | Certificate of registration issued by the Employees' Provident Fund Organization- Unit-1 | HRFBD0010324000 | Employees' Provident Fund Organization | 21.03.2015 | Valid till cancelled |
| 4. | Certificate of registration issued by the Employees' Provident Fund Organization- Unit-2 | HRFBD3536646000 | Employees' Provident Fund Organization | 22.03.2025 | Valid till cancelled |
| 5. | Importer-Exporter Code | 0504025333 | Directorate General of Foreign Trade / Office of the Additional Director General of Foreign Trade | 12.07.2004 | Valid till cancelled |
| 6. | Udyam registration certificate | UDYAM-HR-03-0002271 | Ministry of Micro, Small & Medium Enterprises | 09.09.2020 | Valid till cancelled |
| 7. | LEI code | 3358008ELR25APLU3K85 | Legal Entity Identifier India Limited | 18.03.2024 | 18.03.2026 |
| 8. | Factory License for Unit-1 | FBD-ONLINE-CHD-H-144 | Labour Department | 14.11.2022 | 31.12.2025 |
| 9. | Factory License for Unit-2 | FBD-ONLINE-CHD-H-411 | Chief Inspector of Factories, Directorate of Industrial Safety and Health, Labour Department, Haryana | 01.04.2024 | 31.12.2028 |
| 10. | Fire Safety Certificate Renewal for Unit-1 | FS/2022/732 and | Assistant Divisional Fire Officer | 08.09.2022 | 03.10.2025 |
| 11. | Fire Safety Certificate Renewal for Unit-2 | FS/2025/91 | Assistant Divisional Fire Officer | 19.06.2025 | 19.06.2028 |
| 12. | CLRA Registration for Unit-1 | CLA/PSA/REG/FBD/LC-Cum-CIF/0011740 | Labour Department, Government of Haryana | 17.03.2025 | Valid till cancelled |
| 13. | CLRA Registration for Unit-2 | CLA/PSA/REG/FBD/LC-Cum-CIF/0011543 | Labour Department, Government of Haryana | 13.02.2025 | Valid till cancelled |
| 14. | Consent to Establish (CTE) Certificate for Unit-2 | 313119824FDBBCTE53881455 | Haryana State Pollution Control Board | 22.01.2024 | 21.01.2029 |
| 15. | Consent to Operate (CTO) certificate- for Unit-1 | HSPCB/Consent/313119821FDBBCTO12859430 | Haryana State Pollution Control Board | 01.10.2021 | 30.09.2026 |
| 16. | Consent to Operate (CTO) Certificate for Unit-2 | 313119824FDBBCTO76082001 | Haryana State Pollution Control Board | 16.10. 2024 | 31.03.2029 |
| 17. 1. | Hazardous Waste Management Authorization for Unit-1 | HWM/FDBB/2021/12929158 | Haryana State Pollution Control Board | 01.10.2021 | 31.03.2026 |
| 18. | Hazardous Waste Management Authorization for Unit-2 | HWM/FDBB/2025/110090504 | Haryana State Pollution Control Board | 19.08.2025 | 31/03/2029 |
| 19. | ISO: 9001:2015 | Q-20221/0 | Quality Austria | 14.05.2018 | 08.04.2027 |
| 20. | ISO: 14001:2015 | U7-05393/0 | Quality Austria | 22.05.2025 | 21.05.2028 |
| 21. | ISO: 45001:2018 | OHS7-02034/0 | Quality Austria | 22.05.2025 | 21.05.2028 |
| 22. | IATF 16949:2016 | T-07623/0 | Quality Austria | 09.04.2024 | 08.04.2027 |

*D. INTELLECTUAL PROPERTY REGISTRATIONS*

| S. No. | Trademark No./ Application No. | Class | Date of Application | Status | Trademark/Logo |
|---|---|---|---|---|---|

| | | | | | |
|---|---|---|---|---|---|
| 1. | 6660151 | 6 | 08.10.2024 and revised application for change of name on 04.08.2025 | Formalities Check Pass | |
| 2. | 6660152 | 12 | 08.10.2024 and revised application for change of name on 04.08.2025 | Formalities Check Pass | |

As on the date of this Draft Prospectus, our Company does not have any registered trademarks with the Registrar of Trademarks under the Trademarks Act, 1999.

**E The Details of Domain Name Registered in the Name of the Company**

| S.no. | Domain | Registrant Organisation | Registered On | Expiry On |
|---|---|---|---|---|
| 1. | www.hgiautomotives.com | PublicDomainRegistry.com | 06.05.2010 | 05.05.2026 |

E. Material approvals or renewals for which applications are currently pending before relevant authorities

NIL.

**F. Material approvals expired and renewal yet to be applied for-**

NIL.

G. Material approvals required but not obtained or applied for-

NIL

*(The remainder of this page is intentionally left blank)*

## OTHER REGULATORY AND STATUTORY DISCLOSURES

**Authority for the Issue**

The Board of Directors of our Company have vide resolution dated July 08, 2025 authorized the Issue, subject to the approval by the shareholders of our Company under Section 23 and 62(1) (c) of the Companies Act, 2013.

The shareholders of our Company have authorized the Issue, by passing a Special Resolution at the Extra Ordinary General Meeting held on July 10, 2025 in accordance with the provisions of Section 23 and 62(1)(c) of the Companies Act, 2013.

Our Board of Directors have approved this Draft Prospectus pursuant to its resolution dated September 29, 2025.

Our Company has received an In-Principle Approval letter dated [●] from BSE Limited for using its name in this Draft Prospectus/Prospectus for listing of our equity shares on the SME Platform of BSE. BSE is the Designated Stock Exchange for the purpose of this issue.

**PROHIBITION BY SEBI OR OTHER GOVERNMENTAL AUTHORITIES**

As per Regulation 228 of the SEBI ICDR Regulation, 2018 and as amended, our Company satisfies the following eligibility conditions on which the specified securities are proposed to be listed:

a) Our Company, Promoters, Directors, members of our Promoter Group, the persons in control of our Promoters or our Company, as applicable, are not prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

b) Our Directors and Promoters are not directors or promoters of any other company which has been debarred from accessing the capital markets by SEBI.

c) Our Company, Promoters, Promoter Group and Directors have not been declared as Wilful Defaulters or Fraudulent Borrowers by any bank or financial institution or consortium thereof in accordance with the guidelines on Wilful Defaulters or Fraudulent Borrowers issued by the RBI.

d) Our Promoters or Directors have not been declared as Fugitive Economic Offenders under section 12 of the Fugitive Economic Offenders Act, 2018.

e) There are no outstanding convertible securities or any other right which would entitle any person with any option to receive equity shares of the issuer.

The listing of any securities of our Company has never been refused at any time by any of the stock exchanges in India. 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 Prospectus.

**PROHIBITION BY RBI**

Neither our Company nor any of our Promoters or Directors has been declared as wilful defaulter(s) or fraudulent borrower by the RBI or any other governmental authority.

**DIRECTORS ASSOCIATED WITH THE SECURITIES MARKET**

None of our Directors are associated with the securities market and there has been no outstanding action initiated by SEBI against them in the five years preceding the date of this Draft Prospectus.

**COMPLIANCE WITH THE COMPANIES (SIGNIFICANT BENEFICIAL OWNERSHIP) RULES, 2018**

Our Company, our Promoters and member of our Promoter Group is in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 ("SBO Rules"), to the extent applicable, as on the date of this Draft Prospectus.

**ELIGIBILITY FOR THE ISSUE**

Our Company is an "Unlisted Issuer" in terms of the SEBI ICDR Regulations; and this Issue is an "Initial Public Offer" in terms of the SEBI ICDR Regulations, 2018.

This Issue is being made in terms of Regulation 229(2) of Chapter IX of the SEBI ICDR Regulations, as amended from time to time, whereby, an issuer whose post Issue face value capital is more than ten crores rupees but less than twenty-five crores rupees, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (in this case being the BSE SME).

As per Regulation 229(3) of the SEBI ICDR Regulations, our Company satisfies track record and/or other eligibility conditions of BSE SME in accordance with the Restated Financial Statements, prepared in accordance with the Companies Act and restated in accordance with the SEBI ICDR Regulations as below:

1. Our Company was incorporated on June 01, 1998 with the Registrar of Companies, Delhi, under the Companies Act, 1956.

2. The Post- Issue Paid-Up Capital of the Company shall not be more than ₹ 2500 Lakhs. The Post- Issue Capital of our Company shall be up to ₹ [●] Lakhs.

3. Our Company has a track record of three years as on date of filing of this Draft Prospectus.

4. As per the Restated Financial Statements disclosed in this Draft Prospectus, the Net worth of our Company (excluding revaluation reserves) of the Company is ₹ 17.76 Crores and ₹ 9.27 Crores for March 31, 2025 and March 31, 2024 respectively, hence is positive. The Net worth was calculated as the sum of share capital and reserves & surplus.

5. As per Restated Financial Statements, the net tangible assets are ₹ 17.08 Crores as at March 31, 2025, hence more than ₹ 3 Crores as on the date of filing of this Draft Prospectus. The Net Tangible Assets was calculated as the Total Assets Less Intangible Assets Less Outside Liabilities.

6. Our Company confirms that it has operating profits (earnings before interest, depreciation and tax) of ₹ 18.54 Crores and ₹ 10.38 Crores during the period ended on March 31, 2025 and March 31, 2024 respectively. from operations for at least two out of three previous financial years preceding the application date as per the Restated Financial Statements.

7. The Leverage ratio of the Company as on March 31, 2025was 2.37:1 which less than the limit of 3:1.

8. Our Company confirms that there has been no regulatory action of suspension of trading against the promoter(s) or companies promoted by the promoters by any stock Exchange having nationwide trading terminals. None of our Promoter(s) or directors have been promoter(s) or directors (other than independent directors) of compulsory delisted companies by the Exchange. Accordingly, there is no applicability of compulsory delisting is attracted and none of our Promoter(s) or directors have been promoter(s) or directors (other than independent directors) of companies that are suspended from trading on account of non-compliance. Further, none of our directors are disqualified/ debarred by any of the Regulatory Authority.

9. Our Company confirms that the Promoters or directors are not the promoters or directors (other than independent directors) of compulsory delisted companies by the Exchange and neither they are the promoters or directors of such companies on which the consequences of compulsory delisting is applicable/attracted or companies that are suspended from trading on account of non-compliance.

10. Our Company confirms that there are no pending defaults in respect of payment of interest and/or principal to the debenture/ bond/ fixed deposit holders by our Company and promoters.

11. Our Company confirms that there has not been any change in its name in last 1 year.

12. Our company has website: https://hgiautomotives.com/

13. There has been no change in the Promoter(s) of the Company in the preceding one year from date of filing application to BSE for listing on SME Platform of BSE.

14. Our company has facilitated trading in demat securities and has entered into an agreement with both the depositories.

15. The composition of the board is in compliance with the requirements of Companies Act, 2013 at the time of in-principle approval.

16. Our Company has not been referred to the National Company Law Tribunal (NCLT) under Insolvency and Bankruptcy Code, 2016

17. There is no winding up petition against the company, which has been admitted by a by a Court of competent jurisdiction or a liquidator has not been appointed.

18. No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the Company.

19. In case of the Company, which had been a proprietorship or a partnership firm or a limited liability partnership before conversion to a company or body corporate, such issuer may make an initial public offer only if the issuer company has been in existence for at least one full financial year before filing of draft offer document: **Not Applicable**

20. In cases where there is a complete change of promoter of the Company or there are new promoter(s) of the issuer who have acquired more than fifty per cent of the shareholding of the issuer, the issuer shall file draft offer document only after a period of one year from the date of such final change(s): **Not Applicable**

As per Regulation 230 (1) of the SEBI ICDR Regulations, our Company has ensured that:

1. The Draft Prospectus shall be filed with BSE and our Company shall make an application to BSE for listing of its Equity Shares on the BSE SME. BSE is the Designated Stock Exchange.

2. Our company has facilitated trading in demat securities and has entered into an agreement with both the depositories. Our Company has entered into an agreement dated May 5, 2025 with NSDL and agreement dated May 5, 2025 with CDSL for dematerialization of its Equity Shares already issued and proposed to be issued.

3. The entire pre- Issue capital of our Company has fully paid-up Equity Shares and the Equity Shares proposed to be offered pursuant to this IPO will be fully paid-up.

4. The entire Equity Shares held by the Promoter are in dematerialised form.

5. Since the entire fund requirement are to be funded from the proceeds of the Issue, there is no requirement to make firm arrangements of finance under Regulation 230(1)(e) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the proposed Issue.

For details, please refer the chapter **"*Objects of the Issue*"** on page no 66 of this Draft Prospectus.

6. The size of offer for sale by selling shareholders shall not exceed twenty per cent of the total issue size: **Not Applicable**

7. The shares being offered for sale by selling shareholders shall not exceed fifty per cent of such selling shareholders' pre issue shareholding on a fully diluted basis: **Not Applicable**

Our Company confirms that it will ensure compliance with the conditions specified in Regulation 230(2) of the SEBI ICDR Regulations, to the extent applicable.

Further, our Company confirms that it is not ineligible to make the Issue in terms of Regulation 228 of the SEBI ICDR Regulations, to the extent applicable. The details of our compliance with Regulation 228 of the SEBI ICDR Regulations are as follows:

1. Neither our Company nor our Promoters, members of our Promoter Group or our Directors is debarred from accessing the capital markets by the SEBI.

2. None of our Promoters or Directors is promoter or director of any other companies which are debarred from accessing the capital markets by the SEBI.

3. Neither our Company nor our Promoters or Directors is a wilful defaulter or a fraudulent borrower.

4. None of our Promoters or Directors is a fugitive economic offender.

We further confirm that we shall be complying with all other requirements as laid down for such Issue under Chapter IX of SEBI (ICDR) Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

We further confirm that:

1. In accordance with Regulation 246 the SEBI ICDR Regulations, the lead manager shall ensure that the issuer shall file copy of the Prospectus with SEBI along with relevant documents as required at the time of filing the Prospectus to ROC.

2. In accordance with Regulation 245 (1) and (2) of the SEBI ICDR Regulation, 2018 and as amended, the offer documents shall contain the following:

a. All material disclosures which are true and adequate so as to enable the applicants to take an informed investment decision;
b. Disclosures specified in the Companies Act, 2013;
c. Disclosures specified in Part A of Schedule VI;
d. Details pertaining to Employees' Provident Fund and Employee State Insurance Corporation; e. Fees of Lead Manager.

3. In accordance with Regulation 260 of the SEBI ICDR Regulations, this Issue has been one hundred percent (100%) underwritten and that the Lead Manager to the Issue has underwritten at least 15% of the Total Issue Size. For further details, pertaining to said underwriting please refer "General Information" beginning on page 47 of this Draft Prospectus.

4. In accordance with Regulation 268 of the SEBI ICDR Regulation, 2018 and as amended, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to two hundred (200), otherwise, the entire application money will be unblocked forthwith. If such money is not unblocked within four (4) days from the date our Company becomes liable to unblock it, then our Company and every officer in default shall, on and from expiry of fourth day, be liable to unblock such application money with interest as prescribed under the SEBI ICDR Regulations, and amendments thereto, the Companies Act 2013 and applicable laws.

**COMPLIANCE WITH PART A OF SCHEDULE VI OF THE SEBI ICDR REGULATIONS**

Our Company is in compliance with the provisions specified in Part A of Schedule VI of the SEBI ICDR Regulations. No exemption from eligibility norms has been sought under Regulation 300 of the SEBI ICDR Regulations, with respect to the Issue

**DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF DRAFT OFFER DOCUMENT/OFFER DOCUMENT TO SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT OFFER DOCUMENT. THE LEAD MANAGER HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS.**

**THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT OFFER DOCUMENT WILL BE RESPONSIBLE ONLY FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY IT IN THE DRAFT OFFER DOCUMENT IN RELATION TO ITSELF FOR ITS RESPECTIVE PORTION OF OFFERED SHARES, THE LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER, NIRBHAY CAPITAL SERVICES PRIVATE LIMITED HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 29, 2025 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.**

**THE FILING OF THIS DRAFT OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE THE ISSUER FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THIS DRAFT OFFER DOCUMENT.**

Note: All legal requirements pertaining to the Issue will be complied with at the time of filing of the Prospectus with the RoC in terms of Section 32 of the Companies Act. All legal requirements pertaining to the Issue will be complied with at the time of filing of the Prospectus with the RoC in terms of Sections 26, 33(1) and 33(2) of the Companies Act.

**DISCLAIMER FROM OUR COMPANY, THE DIRECTORS AND THE LEAD MANAGER**

Our Company, the Directors and the Lead Manager accept no responsibility for statements made otherwise than in this Draft Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website, www.hgiautomotives.com or the website of any affiliate of our Company, would be doing so at his or her own risk.

The Lead Manager accept no responsibility, save to the limited extent as provided in the Issue Agreement between Lead Manager our Company and Directors and the Underwriting Agreement to be entered into between the Underwriter and our Company and Directors and Market Maker Agreement entered into among Market Maker, Directors and our Company.

All information shall be made available by our Company, Directors and the Lead Manager to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever.

The Lead Manager and its associates and affiliates may engage in transactions with and perform services for, our Company and associates of our Company in the ordinary course of business and may in future engage in the provision of services for which they may in future receive compensation. Nirbhay Capital Services Private Limited is not an associate of the Company and is eligible to be appointed as the Lead Manager in this Issue, under SEBI MB Regulations.

Investors who apply in this Issue will be required to confirm and will be deemed to have represented to our Company, the Directors and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares and will not Issue, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares. Our Company, the Directors and the Lead Manager and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares.

Neither our Company, the Directors nor Lead Manager is liable for any failure in (i) uploading the Applications due to faults in any software/ hardware system or otherwise, or (ii) the blocking of the Application Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on the account of any errors, omissions or non- compliance by various parties involved, or any other fault, malfunctioning, breakdown or otherwise, in the UPI Mechanism

**DISCLAIMER IN RESPECT OF JURISDICTION**

This Issue is being made in India to persons resident in India including Indian nationals resident in India (who are not minors, except through their legal guardian), Hindu Undivided Families (HUFs), companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), Trusts registered under the Societies Registration Act, 1860, as amended from time to time, or any other trust law and who are authorized under their constitution to hold and invest in shares, permitted insurance companies and pension funds and to non- residents including NRIs and FIIs. This Draft Prospectus does not, however, constitute an Issue to sell or an invitation to subscribe to Equity Shares offered hereby in any other jurisdiction to any person to whom it is unlawful to make an Issue or invitation in such jurisdiction. Any person into whose possession the Draft Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Haryana only.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose.

Accordingly, the Equity Shares represented thereby may not be offered or sold, directly or indirectly, and the Draft Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of the Draft Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been any change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S Securities Act and in compliance with applicable laws, legislations and Prospectus in each jurisdiction, including India.

**Disclaimer Clause of the SME Platform of BSE Limited**

BSE Limited ("BSE") has vide its letter dated [●] given permission to use its name in the Offer Document as the Stock Exchange on whose Small and Medium Enterprises Platform ("SME platform") the Company's securities are proposed to be listed. BSE has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to the Company.

BSE does not in any manner:

i. warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or

ii. warrant that this Company's securities will be listed on completion of Initial Public Offering or will continue to be listed on BSE; or

iii. take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company.

iv. warrant, certify or endorse the validity, correctness or reasonableness of the price at which the equity shares are offered by the Company and investors are informed to take the decision to invest in the equity shares of the Company only after making their own independent enquiries, investigation and analysis. The price at which the equity shares are offered by the Company is determined by the Company in consultation with the Merchant Banker (s) to the issue and the Exchange has no role to play in the same and it should not for any reason be deemed or construed that the contents of this offer document have been cleared or approved by BSE. Every person who desires to apply for or otherwise acquire any securities of this Company may do

so pursuant to independent inquiry, investigation and analysis and shall not have any claim against BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

v. BSE does not in any manner be liable for any direct, indirect, consequential or other losses or damages including loss of profits incurred by any investor or any third party that may arise from any reliance on this offer document or for the reliability, accuracy, completeness, truthfulness or timeliness thereof.

vi. The Company has chosen the SME platform on its own initiative and at its own risk, and is responsible for complying with all local laws, rules, regulations, and other statutory or regulatory requirements stipulated by BSE/other regulatory authority. Any use of the SME platform and the related services are subject to Indian laws and Courts exclusively situated in Mumbai.

**DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT**

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be Issued or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be Issued and sold outside the United States in compliance with Regulation S of the Securities Act and the applicable laws of the jurisdiction where those Issues and sales occur. The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be Issued or sold, and Applicants may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

**FILING**

This Draft Prospectus is being filed BSE Limited, 25th Floor, P. J. Towers, Dalal Street, Fort, Mumbai – 400001, Maharashtra, India.

The copy of the Draft Prospectus will not be filed with SEBI and SEBI will not issue any observation on the Draft Prospectus in terms of Regulation 246(2) of the SEBI (ICDR) Regulations, 2018. Pursuant to SEBI Circular No SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Prospectus will be filed online through SEBI Intermediary portal at https:\\siportal.sebi.gov.in.

A copy of the Prospectus, along with the documents required to be filed under Section 26 of the Companies Act, 2013 would be delivered for registration to the Registrar of Companies, 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi- 110019

**LISTING**

Application have been made to BSE SME for obtaining permission for listing of the Equity Shares being offered and sold in the Offer on its BSE SME after the allotment in the Offer. BSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Offer.

Our Company has obtained In-principle approval from BSE vide letter dated [●] to use name of BSE in the Prospectus for listing of equity shares on BSE SME.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the BSE SME, the Company shall unblock, without interest, all moneys received from the applicants in pursuance of the Prospectus. If any such money is not unblocked within two (2) days after the issuer becomes liable to unblock it then our Company and every director of the company who is an officer in default shall, on and from the expiry of the two (2) day, be jointly and severally liable to unblock that money with interest at the rate of fifteen per cent per annum (15% pa) as prescribed under Section 40 of the Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the BSE SME mentioned above are taken within three (3) Working Days of the Issue Closing Date.

**IMPERSONATION**

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

Any person who-

a) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

b) Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

Shall be liable to action under section 447 of the Companies, Act 2013

**CONSENTS**

Consents in writing of (a) Our Directors, Our Promoters, Our Company Secretary & Compliance Officer, Chief Financial Officer, Our Statutory Auditor and Peer Review Auditor, Our Banker(s) to the Company; (b) Lead Manager, Registrar to the Issue, Banker(s) to the Issue*, Legal Advisor to the Issue, Underwriter(s) to the Issue* and Market Maker to the Issue* to act in their respective capacities have been be obtained as required under section 26 of

the Companies Act, 2013 and shall be filed along with a copy of the Prospectus with the RoC, as required under Sections 32 of the Companies Act, 2013 and such consents will not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC.

* The consent will be taken while registering the Prospectus with RoC.

In accordance with the Companies Act and the SEBI (ICDR) Regulations, M/s NGMKS & Associates, Chartered Accountants, Peer Review Auditors of the Company have agreed to provide their written consent to the inclusion of their respective reports on Statement of Possible Tax Benefits relating to the possible tax benefits and restated financial statements as included in this Draft Prospectus/Prospectus in the form and context in which they appear therein and such consent and reports will not be withdrawn up to the time of delivery of this Draft Prospectus.

**EXPERT OPINION**

Except the report of the Statutory Auditor on statement of tax benefits and report of the peer review auditor on restated financial statements as included in this Draft Prospectus, our Company has not obtained any other expert opinion.

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

**PREVIOUS PUBLIC OR RIGHTS ISSUES DURING THE LAST FIVE YEARS**

Our Company has not undertaken any previous public or rights issue. For details please refer chapter titled **"Capital Structure"** beginning on page no. 54 of this Draft Prospectus.

Further, we are an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, 2018, amended from time to time and the Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations, 2018, amended from time to time

**PREVIOUS ISSUES OF EQUITY SHARES OTHERWISE THAN FOR CASH**

For detailed description please refer to section titled **"Capital Structure"** beginning on page 54 of this Draft Prospectus

**COMMISSION AND BROKERAGE PAID ON PREVIOUS ISSUES OF OUR EQUITY SHARES IN LAST FIVE YEARS**

Since this is an Initial Public Offer of the Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since inception of the Company.

**CAPITAL ISSUES DURING THE LAST THREE YEARS BY OUR COMPANY, LISTED GROUP COMPANIES, SUBSIDIARIES & ASSOCIATES OF OUR COMPANY**

Except as disclosed in Chapter titled **"Capital Structure"** on page 54 of Draft Prospectus, our Company has not made any capital Issue during the previous three years.

We do not have any Subsidiary and Associate company as on date of this Draft Prospectus. For Group Companies, refer chapter titled **"Our Group Companies"** on page 176 of Draft Prospectus.

**PERFORMANCE VIS-À-VIS OBJECTS**

Except as stated in the chapter titled **"Capital Structure"** beginning on page 54 of this Draft Prospectus, we have not made any previous rights and / or public issues during the last five (5) years and are an "Unlisted Issuer" in terms of SEBI ICDR Regulations and this Issue is an "Initial Public Offer" in terms of the SEBI ICDR Regulations, the relevant data regarding performance vis-à- vis objects is not available with the Company.

We do not have any Associate company or subsidiaries as on date of this Draft Prospectus. For Group Companies, refer chapter titled **"Our Group Companies"** on page 176 of Draft Prospectus

**OUTSTANDING DEBENTURES OR BOND ISSUES OR REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS**

Our Company does not have any outstanding debentures or bonds or Preference Redeemable Shares as on the date of filing this Draft Prospectus.

**OUTSTANDING CONVERTIBLE INSTRUMENTS**

Our Company does not have any outstanding convertible instruments as on the date of filing this Draft Prospectus.

**OPTION TO SUBSCRIBE**

Equity Shares being offered through the Draft Prospectus can be applied for in dematerialized form only

**CHANGE IN AUDITORS DURING THE LAST THREE (3) YEARS**

Except as disclosed in Chapter titled **"General Information"** beginning on Page 47 of this Draft Prospectus; there are no changes in the Auditors of the company during the last three years.

**CAPITALIZATION OF RESERVES OR PROFITS**

Except as disclosed under section titled **"Capital Structure"** beginning on page 54 of this Draft Prospectus, our Company has not capitalized its reserves or profits at any time during the last five (5) years.

**REVALUATION OF ASSETS**

Our Company has not revalued its assets in five (5) years preceding the date of this Draft Prospectus.

**TAX IMPLICATIONS**

Investors who are allotted Equity Shares in the Issue will be subject to capital gains tax on any resale of the Equity Shares at applicable rates, depending on the duration for which the investors have held the Equity Shares prior to such resale and whether the Equity Shares are sold on the Stock Exchanges. For details, please refer the section titled **"Statement of Possible Tax Benefits"** beginning on page 90 of this Draft Prospectus.

**PURCHASE OF PROPERTY**

Except if any disclosed in Section **"Business Overview"** on page 121 of the Draft Prospectus, there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Issue.

Except as stated elsewhere in the Draft Prospectus, our Company has not purchased any property in which the Promoter and/or Directors have any direct or indirect interest in any payment made there under.

**SERVICING BEHAVIOR**

Except as stated in this Draft Prospectus, there has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

**PAYMENT OR BENEFIT TO OFFICERS OF OUR COMPANY**

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of his employment in our Company or superannuation.

Except as disclosed in chapter titled **"Our Management"** beginning on page 161 and **Restated Statement of Related Party Transactions" under chapter titled "Financial Information of our Company"** beginning on page 178 of the Draft Prospectus, none of the beneficiaries of loans and advances and sundry debtors are related to the Directors of our Company.

**TRACK RECORD OF PAST ISSUES HANDLED BY LEAD MANAGER**

For details regarding the price information and track record of the past issue handled by Nirbhay Capital Services Private Limited, as specified in the circular reference CIR/CFD/DIL/7/2015 dated October 30, 2015, issued by SEBI is as follows:

**STATEMENT ON PRICE INFORMATION OF PAST ISSUES HANDLED BY NIRBHAY CAPITAL SERVICES PRIVATE LIMITED:-**

**TABLE 1**

| Sr. No | Issuer Name | Issue Size (₹ in Cr.) | Issue Price (₹) | 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. | Aatmaj Healthcare Limited | 38.40 | 60.00 | June 30, 2023 | 56.00 | -15.80<br>(2.38) | -7.8<br>(1.74) | -14.00<br>(12.85) |
| 2. | 3B Films Limited | 33.75 | 50.00 | June 06, 2025 | 48.50 | - 46.40<br>1.51 | -23.60<br>(-1.79) | NA |
| 3. | Vandan Foods Limited | 30.36 | 115.00 | July 07, 2025 | 125 | -69.13<br>(-3.47) | NA | NA |

Note:-
1. The Sensex and Nifty are considered as the Benchmark Index
2. Prices on BSE/NSE are considered for all of the above calculations
3. In case the 30th/90th/180th day is a holiday, closing price on BSE/NSE of the nearest trading day has been considered.
4. In case 30th/90th/180th days, scrips are not traded then closing price on BSE/NSE of the nearest trading day has been considered.

**TABLE 2: SUMMARY STATEMENT OF DISCLOSURE**

| Financial Year | Total No. of IPOs | Total Funds Raised (₹ in Cr.) | Nos. of IPO trading at discount as on 30th calendar day from listing date | | | Nos. of IPO trading at premium as on 30th calendar day from listing date | | | Nos. of IPO trading at discount as on 180th calendar day from listing date | | | Nos. of IPO trading at premium as on 180th calendar day from listing date | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% |
| 2025-26 | 2 | 64.11 | - | 1 | - | 1 | - | - | - | - | - | - | - | - |
| 2024-25 | N.A. | | | | | | | | | | | | | |

| Financial Year | Total No. of IPOs | Total Funds Raised (₹ in Cr.) | Nos. of IPO trading at discount as on 30th calendar day from listing date | | | Nos. of IPO trading at premium as on 30th calendar day from listing date | | | Nos. of IPO trading at discount as on 180th calendar day from listing date | | | Nos. of IPO trading at premium as on 180th calendar day from listing date | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% |
| 2023-24 | 1 | 38.40 | - | - | 1 | - | - | - | - | | 1 | - | - | - |
| 2022-23 | NA | | | | | | | | | | | | | |
| 2021-22 | | | | | | | | | | | | | | |

**STOCK MARKET DATA OF EQUITY SHARES**

This being an initial public Offer of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange and accordingly, no stock market data is available for the Equity Shares.

**MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES**

Investors may contact the Company Secretary and Compliance Officer and / or the Registrar to the Issue and / or Lead Manager in case of any Pre-Issue or Post-Issue related problems, such as non-receipt of Letter of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account and non-receipt of funds by electronic mode.

All grievances may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary with whom the Application Form was submitted, giving full details such as Name of the Sole or First Applicant, Application Form Number, Applicant's DP ID, Client ID, PAN, Address of Applicant, Number of Equity Shares applied for, ASBA Account Number in which the amount equivalent to the Application Amount was blocked or the UPI ID (for Individual Investors who make the payment

of Application Amount through the UPI Mechanism), Date of Application Form and the Name and Address of the Relevant Designated Intermediary where the Application was submitted. Further, the Applicant shall enclose the Acknowledgment Slip or the Application Number from the Designated Intermediary in addition to the documents or information mentioned hereinabove.

Further, the Applicant shall also enclose a copy of the Acknowledgment Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the information mentioned hereinabove. All grievances relating to Applications 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 Applicants.

**DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY**

Our Company estimates that the average time required by our Company or the Registrar to the Issue for the redressal of routine investor grievances shall be fifteen (15) Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Ms. Janki Raj, Company Secretary and Compliance Officer to redress complaints, if any, of the Investors participating in the Issue.

Contact details of Company Secretary and Compliance Officer please are as under:

- Name: Mr. Ashutosh Raj
- Registered office: Plot No. 19 Sector-58, Faridabad, Haryana, India, 121001
- Website: www.hgiautomotives.com
- Email: cs@hgiautomotives.com
- Contact No: +91-8800195564

SEBI has launched a centralized web based complaints redress system "SCORES". This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website www.scores.gov.in.

Our Board by a resolution on June 6, 2025 constituted a Stakeholders Relationship Committee. For further details, please refer to section titled ***"Our Management"*** beginning on page no 161 of this Draft Prospectus.

**STATUS OF INVESTOR COMPLAINTS**

We confirm that we have not received any investor complaints during the three years preceding the date of this Draft Prospectus hence there are no pending investor complaints as on the date of this Draft Prospectus.

**DISPOSAL OF INVESTOR GRIEVANCES BY LISTED COMPANIES UNDER THE SAME MANAGEMENT AS OUR COMPANY**

We do not have any listed company under the same management.

**EXEMPTION FROM COMPLYING WITH ANY PROVISIONS OF SECURITIES LAWS, IF ANY, GRANTED BY SEBI**

Our Company has not applied or received any exemption from complying with any provisions of securities laws by SEBI.

**OTHER CONFIRMATIONS**

No person connected with the Issue shall Issue any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the initial public offer, except for fees or commission for services rendered in relation to the Issue.

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## SECTION VIII: ISSUE RELATED INFORMATION
## TERMS OF THE ISSUE

The Equity Shares being issued are subject to the provisions of the Companies Act, SEBI ICDR Regulations, SCRA, SCRR, our Memorandum and Articles of Association, SEBI LODR Regulations, the terms of the draft Prospectus, the Application Form, the Revision Form, the Confirmation of Allocation Note **("CAN")** and other terms and conditions as may be incorporated in the allotment advices and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchange, the RBI, the 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 Government of India, the Stock Exchange, the RoC and/or any other authorities while granting its approval for the Issue.

Please note that, SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors (except Anchor Investors) applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Individual Investors applying in public Issue may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

Further vide the said circular Registrar to the Issue and Depository Participants have been also authorized to collect the Application forms. Investor may visit the official website of the concerned for any information on operationalization of this facility of form collection by the Registrar to the Issue and Depository Participants as and when the same is made available.

### AUTHORITY FOR THE ISSUE

The present Public Issue of up to 75,00,000 Equity Shares has been authorized by a resolution of the Board of Directors of our Company at their meeting held on 8th July, 2025 and was approved by the Shareholders of the Company by passing Special Resolution at the Extraordinary General Meeting held on 10th July,2025 in accordance with the provisions of Section 62(1)(c) of the Companies Act, 2013.

** Subject to finalisation of Basis of Allotment*

### RANKING OF EQUITY SHARES

The Equity Shares being issued shall be subject to the provisions of the Companies Act, 2013 and our MOA and AOA and shall rank pari-passu in all respects with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees, upon Allotment of Equity Shares under this Issue, will be entitled to receive dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, see, "**Main Provisions of Article of Association**" on page 235**.**

### MODE OF PAYMENT OF DIVIDEND

The declaration and payment of dividend will be as per the provisions of Companies Act, the Articles of Association, the provision of the SEBI Listing Regulations, 2015 and any other rules, regulations or guidelines as may be issued by the Government of India in connection thereto and as per the recommendation by the Board of Directors and the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act and our Articles of Association. Further Interim Dividend (if any declared) will be approved by the Board of Directors. For further details, see "**Dividend Policy**" and "**Main Provisions of Article of Association**" on page 177 and 235 respectively.

### FACE VALUE AND ISSUE PRICE

The Equity Shares having a Face Value of ₹10.00 each are being offered in terms of the Draft Prospectus at the price of ₹ [•]/- per equity Share (including premium of ₹ [•]/- per share).

The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the section titled **"Basis for Issue Price"** on page 85 of the Draft Prospectus. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

### COMPLIANCE WITH ICDR REGULATIONS

Our Company shall comply with all requirements of the ICDR Regulations, as amended time to time.

### 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:

1. Right to receive dividends, if declared;

2. Right to receive Annual Reports and notices to members;

3. Right to attend general meetings and exercise voting rights, unless prohibited by law;

4. Right to vote on a poll either in person or by proxy and e-voting, in accordance with the provisions of the Companies Act;

5. Right to receive offers for rights shares and be allotted bonus shares, if announced;

6. Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;

7. Right of free transferability of the Equity Shares, subject to applicable laws including any RBI rules and regulations; and

8. Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI LODR Regulations, and our Memorandum of Association and Articles of Association.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation or splitting, see "

**SECTION IX-DESCRIPTION OF EQUITY SHARES AND TERMS OF ARTICLES OF ASSOCIATION**" beginning on page 235 of this Draft Prospectus.

**ALLOTMENT ONLY IN DEMAT FORM**

Pursuant to Section 29 of the Companies Act and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialised form. As per the SEBI ICDR Regulations, SEBI Listing Regulations, the trading of the Equity Shares shall only be in dematerialised form on the Stock Exchanges. In this context, our Company has entered into the following agreements with the respective Depositories and Registrar to the Issue:

In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar to the Issue:

• Tripartite Agreement dated 5th May, 2025 between CDSL, our Company and the Registrar to the Issue.

• Tripartite Agreement dated 5th May, 2025 between NSDL, our Company and the Registrar to the Issue.

As per the provisions of the Depositories Act, 1996 and the regulations made under and Section 29(1) of the Companies Act, 2013 the Equity Shares to be allotted must be in Dematerialized form i.e. not in the form of physical certificates but be fungible and be represented by the statement issued through electronic mode. Hence, the Equity Shares being offered can be applied for in the dematerialized form only.

**MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT**

In accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall be two lots provided that the minimum application size shall be above ₹ 2 Lakhs.

The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by the BSE SME from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Issue will be done in multiples of [●] Equity Shares is subject to a minimum allotment of [●] Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

**MINIMUM NUMBER OF ALLOTTEES**

Further in accordance with the Regulation 268(1) of SEBI (ICDR) Regulations, the minimum number of allottees in this Issue shall be 200 shareholders. In case the minimum number of prospective allottees is less than 200, no allotment will be made pursuant to this Issue and all the monies blocked by SCSBs shall be unblocked within 2 (four) working days of closure of Issue.

**JOINT HOLDERS**

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint holders with benefits of survivorship.

**JURISDICTION**

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities in Faridabad, Haryana.

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and may not be Issued or sold within the United States to, or for the account or benefit of "U.S. persons" (as defined in Regulation S), except pursuant to an exemption from or in a transaction not subject to, registration requirements of the U.S. Securities Act and applicable U.S. state Securities laws. Accordingly, the Equity Shares are only being Issued or sold outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those Issues and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be Issued or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

**NOMINATION FACILITY TO INVESTORS**

In accordance with Section 72 of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules,2014, the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act, 2013 be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in 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/ of equity share(s) by the person nominating. A buyer will

be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Corporate Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Section 72 of the Companies Act, 2013 any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

• to register himself or herself as the holder of the Equity Shares; or

• to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board 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 (ninety) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares in the Issue is in dematerialized form, there is no need to make a separate nomination with our Company. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

**ISSUE PROGRAM**

An indicative timetable in respect of the Issue is set out below

| | |
|---|---|
| **Issue Opens On** | [●] |
| **Issue Closes on** | [●] |
| **Finalization of Basis of Allotment with the Designated Stock Exchange** | On or before [●] |
| **Initiation of Allotment/Refunds / unblocking of funds from ASBA Account or UPI ID linked bank account*** | On or before [●] |
| **Credit of Equity Shares to demat account of the Allottees** | On or before [●] |
| **Commencement of trading of the Equity Shares on the Stock Exchanges** | On or before [●] |

*In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) for cancelled/ withdrawn/ deleted ASBA Forms, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchange Applying 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 Applicant 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 Application Amount, the Applicant 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 Application, exceeding two Working Days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher for the entire duration of delay exceeding two Working Days from the Issue Closing Date by the SCSB responsible for causing such delay in unblocking. The post Issue LM shall be liable for compensating the Applicant at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher from the date of receipt of the Investor grievance until the date on which the blocked amounts are unblocked. For the avoidance of doubt, the provisions of the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and the Applicant shall be compensated in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, as amended pursuant to 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 which for the avoidance of doubt shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs to the extent applicable.

*The processing fees for applications made by the UPI Applicants 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 02, 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/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022. and SEBI Master Circular No. no. SEBI/HO/MIRSD/POD1/P/CIR/2023/70 dated May 17, 2023, each to the extent applicable and not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations.*

In terms of Regulation 265 of SEBI ICDR Regulations, the Issue shall be open after at least three (3) working days from the date of filing the Prospectus with the Registrar of Companies.

In terms of Regulation 266 (3) of SEBI ICDR Regulations, in case of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the Issue Period disclosed in the Prospectus, for a minimum period of three (3) working days, subject to the provisions of Regulation 266 (1).

The above timetable is indicative and does not constitute any obligation on our Company or the 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 Exchange are taken within three Working Days of the Issue Closing Date, the timetable may change due to various factors, such as extension of the Issue Period by our Company, or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Each of the Promoter confirms that it shall extend such reasonable support and co-operation in relation to its respective portion of the Offered Shares for completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within three Working Days from the Issue Closing Date or such other period as may be prescribed by SEBI.

Applications and any revision to the same shall be accepted only between 10.00 a.m. and 5.00 p.m. (IST) during the Issue Period (except for the Issue Closing Date). On the Issue Closing Date, the Applications and any revision to the same shall be accepted between 10.00 a.m. and 3.00 p.m. (IST) or such extended time as permitted by the Stock Exchanges, in case of Applications by Individual Investors after taking into account the total number of applications received up to the closure of timings and reported by the Lead Manager to the Stock Exchange. It is clarified that Applications not uploaded on the electronic system would be rejected. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

Due to limitation of time available for uploading the Applications on the Issue Closing Date, the Applicants are advised to submit their applications one day prior to the Issue Closing Date and, in any case, no later than 5.00 p.m. (IST) on the Issue Closing Date. All times mentioned in this Draft Prospectus are Indian Standard Times. Applicants are cautioned that in the event a large number of Applications are received on the Issue Closing Date, as is typically experienced in public offerings, some Applications may not get uploaded due to lack of sufficient time. Such Applications that cannot be uploaded will not be considered for allocation under the Issue. Applications will be accepted only on Business Days. Neither our Company nor the Lead Manager is liable for any failure in uploading the Applications due to faults in any software/hardware system or otherwise.

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not allowed to withdraw or lower the size of their applications (in terms of the quantity of the Equity Shares or the Applications Amount) at any stage. Individual Investors can revise or withdraw their Applications prior to the Issue Closing Date. Except Allocation to Individual Investors, Allocation in the Issue will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or the electronic Application Form, for a particular Applicant, the details as per the file received from the Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Application Form, for a particular ASBA Applicant, the Registrar to the Issue shall ask the relevant SCSB or the member of the Syndicate for rectified data.

**It is clarified that applications not uploaded on the electronic bidding system or in respect of which the full application Amount is not blocked by SCSBs or under the UPI Mechanism, as the case may be, would be rejected.**

**MINIMUM SUBSCRIPTION**

This Issue is not restricted to any minimum subscription level and is 100% underwritten. As per Section 39 of the Companies Act, 2013, if the stated minimum amount has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the Issue through the Offer Document including devolvement of Underwriters, if any, within sixty (60) days from the date of closure of the Issue, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond 15 days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

In terms of Regulation 272(2) of SEBI ICDR Regulations, in case the Company fails to obtain listing or trading permission from the stock exchange where the specified securities are proposed to be listed, it shall refund through verifiable means the entire monies received within four days of receipt of intimation from stock exchange(s) rejecting the application for listing of specified securities, and if any such money is not repaid within four days after the issuer becomes liable to repay it, the issuer and every director of the company who is an officer in default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent per annum.

In terms of Regulation 260 of the SEBI (ICDR) Regulations, 2018, the Issue is 100% underwritten. For details of underwriting arrangement, kindly refer the chapter titled **"General Information** on page 47 of this Draft Prospectus. Further, in accordance with Regulation 267 of the SEBI (ICDR) Regulations, 2018 minimum application size shall be above ₹2 lakhs.

The minimum number of allottees in this Issue shall be 200 shareholders. In case the minimum number of prospective allottees is less than 200, no allotment will be made pursuant to this Issue and the monies blocked by the SCSBs shall be unblocked within four (4) working days of closure of Issue.

The Equity Shares have not been and will not registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, expect in compliance with the application law of such jurisdiction.

**WITHDRAWAL OF THE ISSUE**

Our Company in consultation with the Lead Manager, reserve the right to not to proceed with the Issue after the 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 (2) days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Lead Manager through, the Registrar to the Issue, shall notify the SCSBs or the Sponsor Bank to unblock the bank accounts of the ASBA Bidders within one (1) working day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchange on which Equity Shares are proposed to be listed. If the Issue is withdrawn after the designated Date, amounts that have been credited to the Public Issue Account shall be transferred to the Refund Account.

Notwithstanding the foregoing, this Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment, and (ii) the final ROC approval of the Prospectus after it is registered with the ROC. If our Company withdraw the Issue after the Issue Closing Date and thereafter determines that it will proceed with an Issue, our Company shall file a fresh Draft Prospectus.

**RESTRICTIONS, IF ANY ON TRANSFER AND TRANSMISSION OF EQUITY SHARES**

The lock-in of the pre- Issue capital of our Company as provided in **"Capital Structure"** beginning on page 54 of this Draft Prospectus and except as provided in our Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/debentures and on their consolidation/splitting, except as provided in the Articles of Association. For details, see "

**SECTION IX-DESCRIPTION OF EQUITY SHARES AND TERMS OF ARTICLES OF ASSOCIATION**" beginning on page 235 of this Draft Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company, and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

**NEW FINANCIAL INSTRUMENT**

As on the date of this Draft Prospectus, there are no outstanding warrants, new financial instruments or any rights, which would entitle the shareholders of our Company, including our Promoters, to acquire or receive any Equity Shares after the Issue.

**ALLOTMENT OF EQUITY SHARES IN DEMATERIALIZED FORM**

In accordance with the ICDR Regulations, Allotment of Equity Shares to successful Applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange.

**APPLICATION BY ELIGIBLE NRIS, FPIS / FIIS REGISTERED WITH SEBI, VCFS REGISTERED WITH SEBI AND ELIGIBLE QFIS**

It is to be understood that there is no reservation for Eligible NRIs, FPIs or VCF registered with SEBI. Such Eligible NRIs, FPIs or VCF registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors. The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

**Further as per the extent Guidelines of the Government of India, OCBs cannot participate in this** Issue**.**

**MIGRATION TO MAIN BOARD**

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018 read with SEBI ICDR (Amendment) Regulations, 2025 to the extent applicable, our Company may migrate to the main board of BSE from the SME Exchange on a later date subject to the following:

As per Regulation 280(2) of the SEBI ICDR Regulation, 2018 read along with SEBI ICDR (Amendment) Regulations, 2025, Where the post-issue paid up capital of the Company listed on a BSE SME is likely to increase beyond twenty-five crore rupees by virtue of any further issue of capital by the Company by way of rights issue, preferential issue, bonus issue, etc. the Company shall migrate its equity shares listed on a BSE SME to the Main Board and seek listing of the equity shares proposed to be issued on the Main Board subject to the fulfilment of the eligibility criteria for listing of equity shares laid down by the Main Board:

Provided that no further issue of capital shall be made unless –

a) the shareholders have approved the migration by passing a special resolution through postal ballot wherein the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal;

b) the Company has obtained an in principle approval from the Main Board for listing of its entire specified securities on it.

Provided further that where the post-issue paid-up capital pursuant to further issue of capital including by way of rights issue, preferential issue, bonus issue, is likely to increase beyond ₹25 crores, the Company may undertake further issuance of capital without migration from SME exchange to the main board, subject to the undertaking to comply with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable to companies listed on the main board of the stock exchange(s)."

If the Paid-up Capital of the company is more than ₹10 crores but below ₹25 crores, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

Any company voluntarily desiring to migrate to the Main board from the SME Platform, amongst others, has to fulfill following conditions:

| Parameter | Migration policy from BSE SME Platform to BSE Main Board |
|---|---|
| Paid up Capital & Market Capitalisation | Paid-up capital of more than 10 Crores and Market Capitalisation should be minimum Rs. 25 Crores (Market Capitalisation will be the product of the price (average of the weekly high and low of the closing price of the related shares quoted on the stock exchange during 3 (Three) months prior to the date of the application) and the post issue number of equity shares.) |
| Promoter Holding | Promoter(s) shall be holding at least 20% of equity share capital of the company at the time of making application. |
| Financial Parameters | The applicant company should have positive operating profit (earnings before interest, depreciation and tax) from operations for at least any 2 out of 3 financial years and has positive Profit after tax (PAT) in the immediate preceding Financial Year of making the migration application to Exchange. |

| | |
|---|---|
| | The applicant company should have a Net worth of at least Rs. 15 crores for 2 preceding full financial years. |
| Track record of the company in terms of listing/ regulatory actions, etc | The applicant company is listed on SME Exchange/ Platform having nationwide terminals for atleast 3 years. |
| Regulatory action | No material regulatory action in the past 3 years like suspension of trading against the applicant company, promoters/promoter group by any stock Exchange having nationwide trading terminals.<br>No Debarment of company, promoters/promoter group, subsidiary company by SEBI.<br>No Disqualification/Debarment of directors of the company by any regulatory authority.<br>The applicant company has not received any winding up petition admitted by a NCLT. |
| Public Shareholder | The applicant company shall have a minimum of 250 public shareholders as per the latest shareholding pattern. |
| Other parameters like No. of shareholders, utilization of funds | No proceedings have been admitted under the Insolvency and Bankruptcy Code against the applicant company and Promoting companies.<br>No pending Defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders by the applicant, promoters/promoter group /promoting company(ies), Subsidiary Companies. |

**Notes:**

- Net worth definition to be considered as per definition in SEBI ICDR.
- Company is required to submit Information Memorandum to the Exchange as prescribed in SEBI (ICDR) Regulations.
- The application submitted to the Exchange for listing and mere fulfilling the eligibility criteria does not amount to grant of approval for listing.
- If the documents and clarification received from the applicant company are not to the satisfaction of BSE, BSE has the right to close the application at any point of time without giving any reason thereof. Thereafter, the company can make fresh application as per the extant norms.
- The Exchange may reject application at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Guidelines / Regulations issued by statutory authorities or for any reason in the interest of Investors and market integrity. The Exchange may also reject the application if the company is found not fulfilling internal BSE standards.
- Companies that have approached for listing on any stock exchange and has been denied listing for any reason whatsoever or has chosen to withdraw its application from the Exchange, they may reapply for listing after a minimum period of 6 months (6 months after date of rejection/ withdrawal). If rejected for a second time, the company would not be eligible to apply again.
- BSE decision w.r.t admission of securities for listing and trading is final.
- BSE has the right to change / modify / delete any or all the above norms without giving any prior intimation to the company.
- The companies are required to submit documents and comply with the extant norms.
- The company shall use BSE's reference regarding listing only after the Exchange grants its in-principle listing approval to the company.

**MARKET MAKING**

The shares offered through this Issue are proposed to be listed on the BSE SME with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on BSE SME. For further details of the market making arrangement please refer the chapter titled **"General Information"** beginning on page 47 of this Draft Prospectus.

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## ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229 (2) of the Chapter IX of SEBI ICDR Regulations, as amended from time to time, whereby, our post Issue paid-up capital does not exceed twenty-five crore rupees. The Company shall Issue specified securities to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange", in this case being the BSE SME). For further details regarding the salient features and terms of such this Issue, please see the chapters titled **"Terms of the Issue"** and **"Issue Procedure"** beginning on page 210 and 218 respectively, of this Draft Prospectus.

**ISSUE STRUCTURE**

Initial Public Offer of up to 75,00,000 Equity Shares of face value of ₹ 10/- each for cash at a price of ₹ [●] /- per Equity Share (including a Share Premium of [●] per Equity Share), aggregating to ₹ [●] Lakhs comprising of Fresh Issue of up to 75,00,000 Equity shares for Cash at an Issue Price ₹[●] /- per Equity Share aggregating up to ₹ [●] Lakhs by our Company.

The Issue comprises a reservation of up to [●] Equity Shares of face value of ₹ 10/- each for subscription by the designated Market Maker ("the Market Maker Reservation Portion") and Net Issue to Public of up to [●] Equity Shares of face value of ₹ 10/- each ("the Net Issue"). The Issue and the Net Issue will constitute [●] % and [●] %, respectively of the post Offer paid-up equity share capital of the Company. The Issue is being made through the Fixed Price Process

| Particulars | Net Issue to Public | Market Maker Reservation Portion |
|---|---|---|
| Number of Equity Shares available for allocation [(1)] | Up to [●] Equity Share | Up to [●] Equity Shares |
| Percentage of Issue Size available for Allocation | [●] % of the Issue Size | [●] % of the Issue Size |
| Basis of Allotment | Proportionate subject to minimum allotment of [●] Equity Shares and further allotment in multiples of [●] Equity Shares each [(1)]<br>For further details please refer section titled **"Issue Procedure"** on page 218 of this Draft Prospectus | Firm Allotment |
| Mode of Application | All the applicants shall make the application (Online or Physical) through the ASBA Process only (including UPI mechanism for Individual Investors using Syndicate ASBA) | |
| Mode of Allotment | Compulsorily in dematerialized form | |
| Minimum Application Size | ***For Other than Individual Investors:***<br>Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹10/- each more than two lots.<br><br>***For Individuals Investors:***<br>2 lots such that the application size shall be above ₹2.00 lakhs in multiples of [●] Equity Shares | [●] Equity Shares |
| Maximum Application Size | ***For Other than Individual Investors:***<br>Such number of Equity Shares in multiples of [●] Equity Shares such that the Application Size does not exceed [●] Equity Shares, subject to applicable limits to the Applicant.<br><br>***For Individuals Investors:***<br>Such number of Equity Shares in multiples of [●] Equity Shares such that the Application Size shall be above ₹2.00 lakhs. | [●] Equity Shares |
| Trading Lot | [●] Equity Shares | [●] Equity Shares. However, the Market Maker may buy odd lots if any in the market as required under the SEBI ICDR Regulations. |
| Who can Apply [(2)] | For Other than Individual Investors:<br>Resident Indian individuals, Eligible NRIs, HUFs (in the name of the Karta), companies, corporate bodies, scientific institutions societies and trusts.<br>For Individuals Investors: Resident Indian individuals, HUFs (in the name of the Karta) and Eligible NRIs | Market Maker |
| Terms of Payment [(3)] | The entire Application Amount will be payable at the time of submission of the Application Form | |
| Application Lot Size | [●] Equity Share and in multiples of [●] Equity Shares thereafter | |

*^ As specified in SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, all the ASBA applications in public issues shall be processed only after the application monies are blocked in the investor's bank accounts. Stock Exchange shall accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked. The circular shall be applicable for all categories of investors viz. Individual Investors (who applies for minimum application size), QIBs, Non-Institutional Investors, and also for all modes through which the applications are processed.*

(1) Since present Issue is a fixed price Issue, the allocation in the net Issue to the public category in terms of Regulation 253(3) of the SEBI ICDR Regulations, shall be made as follows:

(a) Minimum fifty per cent to individual investors; and

(b) Remaining to:

i) individual applicants other than individual investors; and

ii) other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;

Provided that the unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

Explanation - For the purpose of sub-regulation (2), if the individual investor category is entitled to more than fifty per cent of the Issue size on a proportionate basis, the individual investors shall be allocated that higher percentage."

(2) In case of joint Applications, the Application Form should contain only the name of the first Applicant whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Applicant would be required in the Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders.

(3) In case of ASBA Applicants, the SCSB shall be authorized to block such funds in the bank account of the ASBA Applicant (including Individual Investors applying through UPI mechanism) that are specified in the Application Form. SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB.

This Issue is being made in terms of Chapter IX of the SEBI ICDR Regulations. For further details, please refer chapter titled **"Issue Procedure"** beginning on page 218 of this Draft Prospectus.

**ISSUE PROGRAMME:**

Applications and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form. Standardization of cut-off time for uploading of applications on the issue closing date:

a) A standard cut-off time of 3.00 p.m. for acceptance of applications.

b) A standard cut-off time of 4.00 p.m. for uploading of applications received from other than individual applicants.

c) A standard cut-off time of 5.00 p.m. for uploading of applications received from only individual applicants, which may be extended up to such time as deemed fit by BSE after taking into account the total number of applications received up to the closure of timings and reported by LM to BSE within half an hour of such closure.

It is clarified that Bids not uploaded in the book, would be rejected. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid form, for a particular bidder, the details as per physical application form of that Bidder may be taken as the final data for the purpose of allotment.

Due to limitation of time available for uploading the application on the Issue Closing Date, Applicants are advised to submit their applications one day prior to the Issue Closing Date and, in any case, not later than 1:00 p.m. IST on the Issue Closing Date. Any time mentioned in this draft prospectus is IST. Applicants are cautioned that, in the event a large number of applications are received on the Issue Closing Date, as is typically experienced in public Issues, some applications may not get uploaded due to lack of sufficient time. Such applications that cannot be uploaded will not be considered for allocation under this Issue.

Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

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## ISSUE PROCEDURE

*All Applicants should read the General Information Document for Investing in Public Issue ("GID") prepared and issued in accordance with the SEBI circular no SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 & UPI Circulars which highlights the key rules, processes and procedures applicable to public Issue in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the website of Stock Exchange(s), the Company and the Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.*

*Additionally, all Applicants 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 Application size; (iii) price discovery and allocation; (iv) payment Instructions for ASBA Applicants; (v) issuance of Confirmation of Allocation Note ("CAN") and Allotment in the Issue; (vi) price discovery and allocation; (vii) General Instructions (limited to instructions for completing the Application Form); (viii) designated date; (ix) disposal of applications; (x) submission of Application Form; (xi) other instructions (limited to joint applications in cases of individual, multiple applications and instances when an application would be rejected on technical grounds); (xii) applicable provisions of Companies Act, 2013 relating to punishment for fictitious applications; (xiii) mode of making refunds; and (xiv) interest in case of delay in Allotment or refund.*

*SEBI through the notification no. SEBI/LAD-NRO/GN/2025/233 - SEBI ICDR (Amendment) Regulations, 2025 dated March 03, 2025 effective from the date of their publication in official gazette, has prescribed the allocation to each Individual Investors which shall be not less than 50% of the Net Issue who applies for minimum application size, The allotment to each Individual Investors (who applies for minimum application size) shall not be less than the minimum application size applied by such individual investors (who applies for minimum application size), subject to availability of Equity Shares in the Individual Investor Portion and the remaining available Equity Shares, shall be allocated to individual investors other than individual investors who applies for minimum application size and investors including corporate bodies or institutions, irrespective of the number of specified securities applied for.*

*Further, SEBI through the notification no. SEBI/LAD-NRO/GN/2025/233 - SEBI ICDR (Amendment) Regulations, 2025 dated March 03, 2025 effective from the date of their publication in official gazette, our Company shall ensure that the minimum application size shall be two lots per application:*

*"Provided that the minimum application size shall be above ₹2.00 lakhs."*

*SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface ("UPI") and consequent reduction in timelines for listing in a phased manner. SEBI vide the UPI Circulars, has introduced an alternate payment mechanism using UPI and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI mechanisms for RIIs applying through Designated Intermediaries have been made effective along with the process and timeline of T+6 days ("UPI Phase I"). The same was applicable until June 30, 2019.*

*With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Applications by RIIs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Applications with timeline of T+6 days will continue for a period of three months or launch of five main board public Issue, whichever is later ("UPI Phase II"). However, given the prevailing uncertainty due to the COVID-19 pandemic, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. The final reduced timeline of T+3 days be made effective using the UPI Mechanism for applications by RIIs ("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 09, 2023 and made effective on a voluntary basis for all issues opening on or after September 01, 2023 and on a mandatory basis for all issues opening on or after December 01, 2023, as may be prescribed by SEBI. The Issue will be undertaken pursuant to the processes and procedures under UPI Phase III, subject to any circulars, clarification or notification issued by SEBI from time to time. Please note that we may need to make appropriate changes in the Prospectus depending upon the prevailing conditions at the time of the opening of the Issue.*

*The LM shall be the nodal entity for any Issues arising out of the 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 lead manager shall continue to coordinate with intermediaries involved in the said process.*

*Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 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 Prospectus. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual applicants in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹500,000 shall use the UPI Mechanism.*

*Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings (opening on or after September 1, 2022) shall be processed only after application monies are blocked in the bank accounts of investors (all categories). Accordingly, Stock Exchanges shall, for all categories of investors and other reserved categories and also for all modes through which the applications are processed, accept the ASBA applications only with a mandatory confirmation on the application monies blocked.*

*In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two (2) Working Days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding two (2) Working Days from the Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The LM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Additionally, SEBI vide its circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 has reduced the time period for refund of application monies from 15 days to four days.*

*Our Company and Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document and is not liable for any amendment, modification or change in the applicable law which may occur after the*

*date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that their applications are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Draft Prospectus and the Prospectus.*

*Further, the Company and the Lead Manager are not liable for any adverse occurrences' consequent to the implementation of the UPI Mechanism for application in this Issue.*

**Investors must ensure that their PAN is linked with Aadhar and are in compliance with the notification by the Central Board of Direct Taxes dated February 13, 2020 read with press release dated June 25, 2021 and September 17, 2021.**

*Investors should note that the Equity Shares will be Allotted to all successful Applicants only in dematerialized form. The Application Forms which do not have the details of the Applicants' depository account, including DP ID, Client ID, PAN and UPI ID, for UPI Applicants using the UPI Mechanism, shall be treated as incomplete and will be rejected. However, they may get the Equity Share rematerialized subject to allotment of the equity shares in the Issue, subject to applicable laws.*

**PHASED IMPLEMENTATION OF UNIFIED PAYMENTS INTERFACE**

SEBI has issued a circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 June 28, 2019, circular SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019 (collectively the "UPI Circulars") in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by IIs through intermediaries with the objective to reduce the time duration from public Issue closure to listing from six working days to up to three working days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circular proposes to introduce and implement the UPI payment mechanism in three phases in the following manner:

**Phase I:** This phase has become applicable from January 1, 2019 and will continue till June 30, 2019. Under this phase, a Individual Investor would also have the option to submit the Application Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public Issue closure to listing would continue to be six working day

**Phase II:** This phase commenced on completion of Phase I, i.e., with effect from July 1, 2019 and was to be continued for a period of three months or launch of five main board public Issue, whichever is later. Further, as per the SEBI circular SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, the UPI Phase II has been extended until March 31, 2020. Further still, as per SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the 272 current Phase II of Unified Payments Interface with Application Supported by Blocked Amount be continued till further notice. Under this phase, submission of the Application Form by a Individual Investor through intermediaries to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI Mechanism. However, the time duration from public Issue closure to listing would continue to be six working days during this phase. Phase III: Pursuant to SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023,

**Phase III** has been notified, and accordingly the revised timeline of T+3 days has been made applicable in two phases i.e., (i) voluntary for all public issues opening on or after September 1, 2023; and (ii) mandatory on or after December 1, 2023. The Issue shall be undertaken pursuant to the processes and procedures as notified in the T+3 Circular, once Phase III becomes applicable, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

The Issue is being made under Phase III of the UPI (on a mandatory basis).

Individual investors applying under the Non-Institutional Portion applying for more than ₹200,000 and up to ₹500,000, using the UPI Mechanism, shall provide their UPI ID in the Application Form for applying through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

Pursuant to the UPI Circulars, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circulars include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful applicants 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 LM will be required to compensate the concerned investor.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI.

Our Company will be required to appoint one or more of the SCSBs as a Sponsor Bank(s) to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the UPI Investors.

Further, in terms of the UPI Circulars, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the LM, 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 shall be paid by the SCSB.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the LM.

**FIXED PRICE ISSUE PROCEDURE**

The Issue is being made in compliance with the provisions of Chapter IX of SEBI ICDR Regulations through a Fixed Price Process wherein 50% of the Net Issue is allocated for Individual Investors and the balance shall be issued to individual applicants other than Individual Investors and other investors including Corporate Bodies or Institutions, QIBs and Non-Institutional Investors. However, if the aggregate demand from the Individual Investors is less than 50%, then the balance Equity Shares in that portion will be added to the non-individual investor portion issued to the remaining investors including QIBs and NIIs and vice-versa subject to valid Applications being received from them at or above the *Issue* Price.

Additionally, if the Individual Investors category is entitled to more than 50% on proportionate basis, the Individual Investors shall be allocated that higher percentage. However, the Application by an Applicant should not exceed the investment limits prescribed under the relevant regulations/statutory guidelines.

Subject to the valid Applications being received at an Issue Price, allocation to all categories in the Net Issue, shall be made on a proportionate basis, except for the Individual Investors Portion where Allotment to each Individual Investors shall not be less than the minimum lot, subject to availability of Equity Shares in Individual Investors Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription if any, in any 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 LM and the Stock Exchange.

**Investors should note that according to section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in the dematerialised form. The Application Forms which do not have the details of the Applicant's depository account including DP ID, PAN and Beneficiary Account Number/UPI ID (for UPI applicants using the UPI Mechanism), shall be treated as incomplete and rejected. In case DP ID, Client ID and PAN mentioned in the Application Form and entered into the electronic system of the stock exchanges, do not match with the DP ID, Client ID and PAN available in the depository database, the application is liable to be rejected. Applicants will not have the option of getting allotment of the Equity Shares in physical form. The Equity Shares on allotment shall be traded only in the dematerialised segment of the Stock Exchange.**

**ELECTRONIC REGISTRATION OF APPLICATIONS**

- The Designated Intermediary may register the Applications using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Applications, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Issue on a regular basis before the closure of the Issue.

- On the Issue Closing Date, the Designated Intermediaries may upload the Applications till such time as may be permitted by the Stock Exchanges and as disclosed in the Prospectus.

- Only Applications that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 5:00 pm on the Issue Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Issue Period after which the Stock Exchange(s) send the application information to the Registrar to the Issue for further processing.

**AVAILABILITY OF DRAFT PROSPECTUS, PROSPECTUS AND APPLICATION FORMS**

Copies of the Application Form and the Abridged Prospectus will be available at the offices of the LM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Application Form will also be available for download on the websites of the Stock Exchange(s), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one (1) day prior to the Issue Opening Date.

All Applicants (other than Applicants using the UPI mechanism) shall mandatorily participate in the Issue only through the ASBA process. ASBA Applicants (other than Applicants using the UPI mechanism) must provide bank account details and authorisation to block funds in the relevant space provided in the Application Form and the Application Forms that do not contain such details are liable to be rejected. Further Investors using UPI Mechanism for an application size of up to ₹5,00,000 may participate in the Issue through UPI by providing details in the relevant space provided in the Application Form and the Application Forms that do not contain the UPI ID are liable to be rejected. Individual Investors may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of the SEBI.

Applicants shall ensure that the Applications are made on Application Forms bearing the stamp of the Designated Intermediary, submitted at the Collection Centres only (except in case of Electronic Application Forms) and the Application Forms not bearing such specified stamp are liable to be rejected.

The prescribed colour of the Application Form for various categories is as follows:

| **Category** | Colour of Application Form |
|---|---|
| **Resident Indians / Eligible NRIs applying on a non-repatriation basis (ASBA)** | White* |
| **Non-Residents and Eligible NRIs applying on a repatriation basis (ASBA)** | Blue* |

**Excluding Electronic Application Form.*

Designated Intermediaries (other than SCSBs) after accepting application form submitted by UPI applicants (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Application Forms to respective SCSBs where the Applicants has a bank account and shall not submit it to any non-SCSB Bank.

For UPI applicants using UPI mechanism, the Stock Exchanges shall share the Application details (including UPI ID) with Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to UPI applicants for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to UPI applicants, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Application entered in the Stock Exchanges bidding platform, and the liability to compensate UPI applicants (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank, NPCI or the Banker to the 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 Lead Manager shall also be required to obtain the audit trail from the Sponsor Banks and the Banker to the Issue for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in SEBI circular no.

SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 2021 and SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

The Application Form shall contain information about the Applicant and price and the number of Equity Shares that the Applicants wish to apply for. Application Forms downloaded and printed from the website of the Stock Exchange shall bear a system generated unique application number. Applicants are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

Pursuant to SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 Dated November 10, 2015, an Investor, intending to subscribe to this Issue, shall submit a completed application form to any of the following intermediaries (Collectively called – Designated Intermediaries"):

1. An SCSB, with whom the bank account to be blocked, is maintained
2. A syndicate member (or sub-syndicate member)
3. A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker')
4. A Depository Participant ("DP") (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5. A Registrar to an Issue and share transfer agent ("RTA") (whose name is mentioned on the website of the stock exchange as eligible for this activity)

The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

| | |
|---|---|
| For Applications submitted by Investors to SCSBs: | After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified. |
| For applications submitted by investors to intermediaries other than SCSBs: | After accepting the application form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue. |
| For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment: | After accepting the application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account. |

Stock exchange shall validate the electronic application details with depository's records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the application details already uploaded.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants are deemed to have authorized our Company to make the necessary changes in the Prospectus, without prior or subsequent notice of such changes to the Applicants. Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorising blocking of funds that are available in the bank account specified in the Application Form used by ASBA Applicants. Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms/ Application Forms to the respective SCSB, where the Applicant has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

**Who Can Apply?**

In addition to the category of Applicants set forth in the General Information Document, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines:

1. Indian nationals' resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);

2. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: ―Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;

3. Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;

4. Mutual Funds registered with SEBI;

5. Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;

6. Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);

7. FIIs and sub-accounts of FIIs registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;

8. Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;

9. Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the non Institutional investor's category;

10. Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;

11. Foreign Venture Capital Investors registered with the SEBI;

12. Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;

13. Scientific and/or Industrial Research Organizations authorized to invest in equity shares;

14. Insurance Companies registered with Insurance Regulatory and Development Authority, India;

15. Provident Funds with minimum corpus of ₹25 Crores and who are authorized under their constitution to hold and invest in equity shares;

16. Pension Funds with minimum corpus of ₹25 Crores and who are authorized under their constitution to hold and invest in equity shares;

17. National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;

18. Insurance funds set up and managed by army, navy or air force of the Union of India;

19. Multilateral and bilateral development financial institution;

20. Eligible QFIs;

21. Insurance funds set up and managed by army, navy or air force of the Union of India;

22. Insurance funds set up and managed by the Department of Posts, India;

23. Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

24. Applications not to be made by:
(a) Minors (except through their Guardians)
(b) Partnership firms or their nominations
(c) Foreign Nationals (except NRIs)
(d) Overseas Corporate Bodies

**MAXIMUM AND MINIMUM APPLICATION SIZE**

***For Individual Investors (who applies for minimum application size)***

The Application must be for a minimum of 2 lots of [●] Equity Shares each and in multiples of [●] Equity Shares thereafter, so as to ensure that the Application Price payable by the Applicant is above ₹2,00,000. In case of revision of Applications, the Individual Investors have to ensure that the Application Price is above ₹2,00,000 and minimum 2 lots.

***For Individual Investors who applies for more than minimum application size and other Investors (Non-Institutional Investors and QIBs)***

The Application must be for a minimum of such number of Equity Shares that the Application Amount is more than the minimum application size and in multiples of [●] Equity Shares thereafter. An application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Investors, who are individuals, have to ensure that the Application Amount is greater than minimum application size for being considered for allocation in the Non-Institutional Portion. \

**Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Prospectus.**

**The above information is given for the benefit of the Applicants. The Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.**

**BASIS OF ALLOTMENT**

Allotment will be made in consultation with the Stock Exchange. In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e., the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category X number of Shares applied for).

2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e., Total number of Shares applied for into the inverse of the over subscription ratio). For applications where the proportionate allotment works out to less than [●] Equity shares the allotment will be made as follows:

a) Each successful applicant shall be allotted [●] Equity shares; and

b) The successful applicants out of the total applicants for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.

3. If the proportionate allotment to an applicant works out to a number that is not a multiple of [●] Equity shares, the applicant would be allotted Shares by rounding off to the nearest multiple of [●] Equity shares subject to a minimum allotment [●] Equity shares.

4. If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [●] Equity shares, results in the actual allotment being higher than the shares issued, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the Issue specified under the Capital Structure mentioned in this Draft Prospectus.

5. The above proportionate allotment of shares in an Issue that is oversubscribed shall be subject to the reservation for small individual applicants as described below:

(a) As the individual investor category is entitled to more than fifty percent on proportionate basis, the individual investors shall be allocated that higher percentage.

(b) The balance net Issue of shares to the public shall be made available for allotment to: i. ii. Individual applicants other than individual investors; and Other investors, including Corporate Bodies/ Institutions irrespective of number of shares applied for.

(c) The unsubscribed portion of the net Issue to any one of the categories specified in a) or b) shall/may be made available for allocation to applicants in the other category, if so required.

6. Individual Investors' means an investor who applies for shares of value in excess of ₹2,00,000/-. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with Stock Exchange. The Executive Director / Managing Director of Stock Exchange in addition to Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI ICDR Regulations.

**PARTICIPATION BY ASSOCIATES/AFFILIATES OF LEAD MANAGER, PROMOTER, PROMOTER GROUP AND PERSONS RELATED TO PROMOTER/PROMOTER GROUP**

The Lead Manager shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting obligations. However, associates and affiliates of the Lead Manager may subscribe to Equity Shares in the Issue, either in the QIB Portion and Non-Institutional Portion where the allotment is on a proportionate basis. The Promoters, Promoter Group, Lead Manager and any persons related to the Lead Manager (except Mutual Funds sponsored by entities related to the Lead Manager) cannot apply in the Issue.

**APPLICATION BY MUTUAL FUNDS**

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company in consultation with Lead Manager, reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof. The Applications made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any Company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No mutual fund under all its schemes should own more than 10% of any Company's paid-up share capital carrying voting rights.

**APPLICATION BY HUFS**

Applications by HUFs Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the Application is being made in the name of the HUF in the Application Form as follows: "Name of sole or first Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Applications by HUFs may be considered at par with Applications from individuals.

**APPLICATION BY ELIGIBLE NRIs**

Eligible NRIs may obtain copies of Application Form from the Designated Intermediaries. Only Applications accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRI Applicant applying on a repatriation basis by using the Non-Resident Forms should authorize their SCSB or should confirm/accept the UPI Mandate Request (in case of UPI applicants using the UPI Mechanism) to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") ASBA Accounts, and eligible NRI Applicant applying on a non-repatriation basis by using Resident Forms should authorize their SCSB or should confirm/accept the UPI Mandate Request (in case of UPI applicants applying using the UPI Mechanism) to block their Non-Resident Ordinary ("NRO") accounts for the full Application Amount, at the time of the submission of the Application Form. However, NRIs applying in the Issue through the UPI Mechanism are advised to enquire with the relevant bank where their account is UPI linked prior to submitting their application.

Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for non-residents (blue in colour).

Eligible NRIs applying on non-repatriation basis are advised to use the Application Form for residents. (White in colour).

Participation by Eligible NRIs in the Issue shall be subject to the FEMA Non -Debt Instruments Rules. Only Applications accompanied by payment in Indian rupees or fully converted foreign exchange will be considered for Allotment.

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 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.

For further details, see ***"Restrictions on Foreign Ownership of Indian Securities"*** on page 234 of this Draft Prospectus.

**APPLICATION BY FPIs AND FIIs**

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 post- Issue Equity Share capital. Further, in terms of the FEMA Non-Debt Instruments Rules, the total holding by each FPI or an investor group shall be below 10% of the total paid -up Equity Share capital of our Company and the total holdings of all FPIs put together with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (i.e., up to 100%). In terms of the FEMA Non -Debt Instruments Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

Additionally, the aggregate foreign portfolio investment up to 49% of the paid -up capital on a fully diluted basis or the sectoral / statutory cap, whichever is lower, does not require Government approval or compliance of sectoral conditions as the case may be, if such investment does not result in transfer of ownership and control of the resident Indian company from resident Indian citizens or transfer of ownership or control to persons resident outside India. Other investments by a person resident outside India will be subject to conditions of Government approval and compliance with sectoral conditions as laid down in these regulations.

In case of Applications made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Application Form, failing which our Company reserves the right to reject any Application without assigning any reason.

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.

A FPI may purchase or sell equity shares of an Indian company which is listed or to be listed on a recognized 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.

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.

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.

An FPI issuing offshore derivate instruments is also required to ensure that any transfer of offshore derivative instrument is made by, or on behalf of it subject to, inter alia, the following conditions:

(a) each offshore derivative instruments are transferred to persons subject to fulfilment of 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.

The FPIs who wish to participate in the Issue is advised to use the Application Form for non-residents.

Further, Applications received from FPIs bearing the same PAN will be treated as multiple Applications and are liable to be rejected, except for Applications from FPIs that utilize the multiple investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants which were issued in November 2019 to facilitate implementation of SEBI FPI Regulations (such structure "MIM Structure") provided such Applications have been made with different beneficiary account numbers, Client IDs and DP IDs. Accordingly, it should be noted that multiple Applications 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 Applications, FPIs making multiple Applications using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, were required to provide a confirmation along with each of their Application Forms that the relevant FPIs making multiple Applications utilize the MIM Structure and indicate the names of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Applications will be rejected.

**APPLICATION BY SEBI REGISTERED AIF, VCF AND FVCI**

The SEBI VCF Regulations, the SEBI FVCI Regulations and the SEBI AIF Regulations inter-alia prescribe the investment restrictions on the VCFs, FVCIs and AIFs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among others, the investment restrictions on AIFs.

The holding by any individual VCF or FVCI registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public issuing of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulation until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

**Our Company or the Lead Manager will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency.**

**All non-resident investors should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.**

**There is no reservation for Eligible NRIs, FPIs and FVCIs and all Applicants will be treated on the same basis with other categories for the purpose of allocation.**

**APPLICATIONS BY LIMITED LIABILITY PARTNERSHIPS**

In case of applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing which, the Company in consultation with the LM, reserves the right to reject any application, without assigning any reason thereof.

**APPLICATIONS BY INSURANCE COMPANIES**

In case of Applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our company in consultation with the Lead Manager reserves the right to reject any Application without assigning any reason thereof.

The exposure norms for insurers prescribed in Regulation 9 of the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016 ("IRDAI Investment Regulations") are set forth below:

Equity shares of a company: the lower of 10%(1) of the investee company's outstanding equity shares (face value) or 10% of the respective fund in case of a life insurer or 10% of investment assets in case of a general insurer or a reinsurer;

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 a reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and

The industry sector in which the investee company operates: not more than 15% of the respective fund of a life insurer or a reinsurer or health insurer or general insurance or 15% of the investment assets, 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 points (i), (ii) or (iii) above, as the case may be.

(1) The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹2,500,000 million or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹500,000 million or more but less than ₹2,500,000 million.

Insurer companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars Issued by the IRDA from time to time to time including the Insurance Regulatory and Development Authority (Investment) Regulations, 2016 ("IRDA Investment Regulations").

**APPLICATION BY PROVIDENT FUNDS / PENSION FUNDS**

In case of applications made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹25 Crores, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Application Form. Failing this, the Company reserves the right to reject any application, without assigning any reason thereof.

**APPLICATIONS BY BANKING COMPANIES**

In case of Applications made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Application Form, failing which our Company consultation with the LM, reserve the right to reject any Application without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended ("Banking Regulation Act"), and the 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 banks own paid-up share capital and reserves, whichever is lower. 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 if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt / corporate debt restructuring / strategic debt restructuring, or to protect the banks 'interest on loans / investments made to a company. The bank 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 (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exception prescribed), and (ii) investment in a non-financial services company in excess of 10% of such investee company's paid up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016.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 investee company's paid up share capital and reserves.

**APPLICATION BY SYSTEMICALLY IMPORTANT NON-BANKING FINANCIAL COMPANIES**

In case of Applications made by systemically important non-banking financial companies registered with RBI, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Application Form. Failing this, our Company in consultation with the LM, reserves the right to reject any Application, without assigning any reason thereof. Systemically Important Non-Banking Financial Companies participating in the Issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

**APPLICATIONS BY SCSBS**

SCSBs participating in the Issue is required to comply with the terms of the SEBI circulars nos. CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013 dated September 13, 2012 and January 2, 2013 respectively. 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.

The information set out above is given for the benefit of the Applicants. Our Company and the LM are not liable for any amendments or modification or changes to applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that any single application 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 specified in this Draft Prospectus and the Prospectus.

**APPLICATION UNDER POWER OF ATTORNEY**

In case of Applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of the Union 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 Rs 250 million (subject to applicable laws) and pension funds with a minimum corpus of Rs 250 million (subject to applicable laws), 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 Application Form. Failing this, our Company in consultation with the LM, reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof. Our Company in consultation with the LM, in their absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form.

**In accordance with RBI regulations, OCBs cannot participate in the Issue.**

**ISSUE PROCEDURE FOR APPLICATION SUPPORTED BY BLOCKED ACCOUNT (ASBA)**

Applicants in accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes. For details on designated branches of SCSB collecting the Application Form, please refer the above-mentioned SEBI link.

**METHOD AND PROCESS OF APPLICATIONS**

The Designated Intermediaries shall accept applications from the Applicants during the Issue Period.

The Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Issue Period may be extended, if required, by an additional three Working Days, subject to the total Issue Period not exceeding 10 Working Days.

During the Issue Period, Applicants who are interested in subscribing to the Equity Shares should approach the Designated Intermediaries to register their applications.

The Applicant cannot apply on another Application Form after applications on one Application Form have been submitted to the Designated Intermediaries. Submission of a second Application form to either the same or to another Designated Intermediaries will be treated as multiple applications and is liable to rejected either before entering the application into the electronic collecting system or at any point prior to the allocation or Allotment of Equity Shares in this Issue.

Designated Intermediaries accepting the application forms shall be responsible for uploading the application along with other relevant details in application forms on the electronic bidding system of stock exchange and submitting the form to SCSBs for blocking of funds (except in case of SCSBs, where blocking of funds will be done by respective SCSBs only). All applications shall be stamped and thereby acknowledged by the Designated Intermediaries at the time of receipt.

The Designated Intermediaries will enter each application option into the electronic collecting system as a separate application and generate a TRS and give the same to the applicant.

Upon receipt of the Application Form, submitted whether in physical or electronic mode, the Designated Intermediaries shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, prior to uploading such applications with the Stock Exchange.

If sufficient funds are not available in the ASBA Account, the Designated Intermediaries shall reject such applications and shall not upload such applications with the Stock Exchange.

If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form and will enter each application option into the electronic collecting system as a separate application and generate a TRS for each price and demand option. The TRS shall be furnished to the Applicant on request.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdraw/ failure of the Issue or until withdrawal/ rejection of the Application Form, as the case may be. Once the Basis of Allotment if finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Applicants to the Public Issue Account. In case of withdrawal/ failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

**TERMS OF PAYMENT**

The entire Issue price of ₹[●] per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Applicants. SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs.

The applicants should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Applicants.

**PAYMENT MECHANISM**

The applicants shall specify the bank account number in their Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non Individual Investors shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Application by the ASBA Applicant, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI ICDR Regulations, all the investors applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Individual Investors applying in public Issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

**SIGNING OF UNDERWRITING AGREEMENT AND FILING OF PROSPECTUS WITH ROC**

Our company has entered into an Underwriting Agreement dated [●].

A copy of Prospectus will be filed with the ROC in terms of Section 26 of Companies Act, 2013.

For further details please refer to Section titled ***"General Information"*** on page 47 of this Draft Prospectus.

**ELECTRONIC REGISTRATION OF APPLICATIONS**

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.

2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of next Working Day from the Issue Closing Date.

3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to, (i) the applications accepted by them, (ii) the applications uploaded by them (iii) the applications accepted but not uploaded by them or (iv) with respect to applications by Applicants, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Application form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible

for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.

4. Neither the Lead Manager nor our Company nor the Registrar to the Issue, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) The applications accepted by any Designated Intermediaries (ii) The applications uploaded by any Designated Intermediaries or (iii) The applications accepted but not uploaded by any Designated Intermediaries.

5. The Stock Exchange will issue an electronic facility for registering applications for the Issue. This facility will available at the terminals of Designated Intermediaries and their authorized agents during the Issue Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Issue Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Lead Manager on a regular basis.

6. With respect to applications by Applicants, at the time of registering such applications, the Syndicate Bankers, DPs and RTAs shall forward a Schedule as per format given along with the Application Forms to Designated Branches of the SCSBs for blocking of funds.

7. With respect to applications by Applicants, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Applicants into in the on-line system:

(a) Name of the Applicant; (b) IPO Name: (c) Application Form Number; (d) Investor Category; (e) PAN (of First Applicant, if more than one Applicant); (f) DP ID of the demat account of the Applicant; (g) Client Identification Number of the demat account of the Applicant; (h) Number of Equity Shares Applied for; (i) Bank Account details; (j) Locations of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and (k) Bank account number

8. In case of submission of the Application by an Applicant through the Electronic Mode, the Applicant shall complete the above-mentioned details and mention the bank account number, except the Electronic ASBA Application Form number which shall be system generated.

9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.

10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.

11. In case of Non- Institutional Investors and Individual Investors, applications would not be rejected except on the technical grounds as mentioned in the Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.

12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

13. The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Issue Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.

14. The SCSBs shall be given one day after the Issue Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Issue.

15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

**PRE- ISSUE ADVERTISEMENT**

Subject to Section 30 of the Companies Act, our Company shall, after filing the 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 regional editions of a daily newspaper where our Registered Office is located, each with wide circulation. In the pre- Issue advertisement, we shall state the Issue Opening Date and the 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 Lead Manager and the Registrar to the Issue 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 regional editions of a daily newspaper where our Registered Office is located, each with wide circulation.

**ISSUANCE OF CONFIRMATION ON ALLOCATION NOTE AND ALLOTMENT IN THE ISSUE**

Upon approval of the basis of allotment by the Designated Stock Exchange, the Lead Manager or Registrar to the Issue shall send to the SCSBs a list of their Applicants who have been allocated Equity Shares in the Issue.

On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Applicants are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the Issue. The

Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to their Applicants who have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Applicant.

Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful applicants Depository Account within 4 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Applicants Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

**DESIGNATED DATE**

On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue. The Company will issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 4 working days of the Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any.

**GENERAL INSTRUCTIONS**

***Do's:***

1. Check if you are eligible to apply as per the terms of this Draft Prospectus and under applicable law, rules, regulations, guidelines and approvals; All Applicants should submit their Applications through the ASBA process only;

2. Ensure that you have apply at Issue Price

3. Read all the instructions carefully and complete the Application Form in the prescribed form;

4. Ensure that the details about the PAN, DP ID, Client ID and Bank Account Number (UPI ID, as applicable) are correct and the Applicants depository account is active, as Allotment of the Equity Shares will be in the dematerialised form only;

5. Ensure that your Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre (except in case of electronic Applications) within the prescribed time. UPI Applicants using UPI Mechanism, may submit their ASBA Forms with Syndicate Members, Registered Brokers, RTA or Depository Participants;

6. Ensure that you have mentioned the correct ASBA Account number and such ASBA account belongs to you and no one else if you are not an IIs bidding using the UPI Mechanism in the Application Form (with maximum length of 45 characters) and if you are an IIs using the UPI Mechanism ensure that you have mentioned the correct UPI ID in the Application Form;

7. Ensure that you have funds equal to the Application Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to any of the Designated Intermediaries. Ensure that you use only your own bank account linked UPI ID (only for UPI Mechanism for an application size of up to ₹5,00,000 for UPI Applicants) to make an application in the Issue. Investors using the UPI Mechanism shall ensure that the bank with which they have their bank account where the funds equivalent to the Application Amount are available for blocking, is UPI 2.0 certified by NPCI;

8. If the first applicant is not the bank account holder, ensure that the Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Application Form (for all Applicants other than Individual Investors, bidding using the UPI Mechanism);

9. All Applicants should submit their Applications through the ASBA process only;

10. Ensure that the signature of the First Applicant in case of joint Applications, is included in the Application Forms;

11. Individual Investors submitting an Application Form using the UPI Mechanism, should ensure that: (a) the bank where the bank account linked to their UPI ID is maintained; and (b) the Mobile App and UPI handle being used for making the Application is listed on the website of SEBI at www.sebi.gov.in;

12. Ensure that the name(s) given in the Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Applications, the Application Form should contain only the name of the First Applicant whose name should also appear as the first holder of the beneficiary account held in joint names;

13. Ensure that you request for and receive a stamped acknowledgement of your application;

14. Investors using the UPI mechanism should ensure that the correct UPI ID (with maximum length of 45 characters including the handle) is mentioned in the Application Form;

15. Instruct your respective banks to release the funds blocked in accordance with the ASBA process;

16. Submit revised Applications to the same Designated Intermediary, through whom the original Application was placed and obtain a revised acknowledgment;

17. Except for Applications (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining / specifying their PAN for transacting in the securities market including without limitation, multilateral/ bilateral institutions, and (iii) Applications by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Applicants should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a

suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

18. Ensure that the Demographic Details are updated, true and correct in all respects;

19. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;

20. Ensure that the correct investor category and the investor status is indicated in the Application Form;

21. Ensure that in case of Applications under power of attorney or by limited companies, corporates, trust etc., relevant documents are submitted;

22. Ensure that Applications submitted by any person outside India should be in compliance with applicable foreign and Indian laws;

23. Ensure that you use only your own bank account linked UPI ID (only for Individual Investors using the UPI Mechanism) to make an application in the Issue;

24. Applicants should note that in case the DP ID, Client ID and the PAN mentioned in their Application Form and entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Applications are liable to be rejected. Where the Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Application Form;

25. Applicants, other than Individual Investors using the UPI Mechanism, shall ensure that they have funds equal to the Application Amount in the ASBA Account maintained with the SCSB before submitting the Application Form to the relevant Designated Intermediaries;

26. Ensure that the depository account is active, the correct DP ID, Client ID and the PAN are mentioned in their Application Form and that the name of the Applicant, the DP ID, Client ID and the PAN entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID and PAN available in the Depository database;

27. In case of ASBA Applicants (other than Individual Investors using UPI Mechanism), ensure that while Bidding through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at http://www.sebi.gov.in);

28. Once the Sponsor Bank Issues the UPI Mandate Request, the Individual Investors would be required to proceed to authorise the blocking of funds by confirming or accepting the UPI Mandate Request;

29. Ensure that you have correctly signed the authorisation/undertaking box in the Application Form, or have otherwise provided an authorisation to the SCSB or the Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Amount mentioned in the Application Form at the time of submission of the Application;

30. Individual Investors who wish to revise their applications using the UPI Mechanism, should submit the revised Application with the Designated Intermediaries, pursuant to which Individual Investors should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorise blocking of funds equivalent to the revised Application Amount in the Individual Investors ASBA Account.

31. Investors using the UPI Mechanism shall ensure that details of the Application are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, a Investor shall be deemed to have verified the attachment containing the application details of the Investor in the UPI Mandate Request and have agreed to block the entire Application Amount and authorized the Sponsor Bank to block the Application Amount specified in the Application Form;

32. Investors applied using the UPI Mechanism should mention valid UPI ID of only the applicant (in case of single account) and of the first applicant (in case of joint account) in the Application Form;

33. Individual Investors using the UPI Mechanism who have revised their applications subsequent to making the initial Application should also approve the revised UPI Mandate Request generated by the Sponsor Bank to authorize blocking of funds equivalent to the revised Application Amount and subsequent debit of funds in case of Allotment in a timely manner;

34. Ensure that the Application Forms are delivered by the Applicants within the time prescribed as per the Application Form and the Prospectus;

35. Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form;

36. Investors shall ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 12:00 p.m. of the Working Day immediately after the Issue Closing Date.

37. The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

38. UPI Applicants 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 Applicants 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.

**Don'ts:**

1. Do not apply for lower than the minimum Application size;

2. Do not apply at a Price different from the Price mentioned herein or in the Application Form;

3. Do not apply by another Application Form after submission of Application to the Designated Intermediary.

4. Do not pay the Application Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest or any mode other than blocked amounts in the bank account maintained with SCSB;

5. Do not send Application Forms by post; instead submit the same to the Designated Intermediary only;

6. Do not submit the Application Forms to any non-SCSB bank or our Company;

7. Do not apply on a physical Application Form that does not have the stamp of the relevant Designated Intermediary;

8. Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;

9. Do not submit more than one Application Forms per ASBA Account;

10. Do not submit the Application Forms to any Designated Intermediary that is not authorised to collect the relevant Application Forms or to our Company;

11. Do not apply for an Application Amount exceeding ₹200,000 (for Applications by Individual Investors);

12. Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of this Draft Prospectus;

13. Do not submit the General Index Register number instead of the PAN;

14. Do not submit incorrect details of the DP ID, Client ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;

15. Do not submit the Application without ensuring that funds equivalent to the entire Application Amount are blocked in the relevant ASBA Account;

16. If you are an Individual Investor and are using UPI Mechanism, do not submit more than one Application Form for each UPI ID;

17. If you are an Individual Investor and are using UPI Mechanism, do not make the ASBA application using third party bank account or using third party linked bank account UPI ID;

18. Do not submit Applications on plain paper or on incomplete or illegible Application Forms or on Application Forms in a colour prescribed for another category of Applicant;

19. Do not submit an application in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;

20. Do not apply 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);

21. Do not withdraw your application or lower the size of your application (in terms of quantity of the Equity Shares or the Application Amount) at any stage, if you are a QIB or a Non-Institutional Investor. Individual Investors can revise their applications during the Issue Period and withdraw their Applicants on or before the Issue Closing Date;

22. Do not apply for shares more than specified by respective Stock Exchanges for each category;

23. 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 Applications submitted by Investor using the UPI mechanism;

24. Do not submit incorrect UPI ID details, if you are a Investors applying through UPI Mechanism;

25. If you are a Non-Institutional Investor or Individual Investor, do not submit your application after 3.00 p.m. on the Issue Closing Date;

26. Do not apply if you are an OCB.

The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Further, in case of any pre- Issue or post- Issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out to the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, see ***"General Information"*** on page 47 of this Draft Prospectus.

For helpline details of the Lead Manager pursuant to the SEBI circular no. SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, see ***"General Information – Lead Manager to the Issue"*** on page 47 of this Draft Prospectus.

**GROUNDS FOR TECHNICAL REJECTIONS**

In addition to the grounds for rejection of Application on technical grounds as provided in the "General Information Document" Applicants are requested to note that Applications may be rejected on the following additional technical grounds.

1. Applications submitted without instruction to the SCSBs to block the entire Application Amount;

2. Applications submitted by Applicants which do not contain details of the Application Amount and the bank account details / UPI ID in the Application Form;

3. Applications submitted on a plain paper;

4. Applications submitted by Individual Investors using the UPI Mechanism through an SCSB and/or using a Mobile App handle, not listed on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40;

5. Applications submitted by Individual Investors using third party bank accounts or using a third party linked bank account UPI ID;

6. Applications by HUFs not mentioned correctly as given in the sub-section "Who can Apply?" ;

7. Application Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;

8. Application submitted without the signature of the First Applicant or sole Applicants;

9. Applications by person for whom PAN details have not been verified and whose beneficiary accounts are 'suspended for credit' in terms of SEBI circular (reference number: CIR/MRD/DP/ 22 /2010) dated July 29, 2010;

10. GIR number furnished instead of PAN;

11. Application by Individual Investors with Application Amount for a value below Rs. 200,000 and less than 2 lots;

12. Applications by person who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;

13. Applications by Applicants accompanied by cheques or demand drafts;

14. Applications accompanied by stock invest, money order, postal order or cash;

15. Application by OCB.

For further details of grounds for technical rejections of Application Form, please refer to the General Information Document and UPI Circulars.

For details of instruction in relation to the Application Form, please refer to the General Information Document and UPI Circulars.

**Names of entities responsible for finalising the basis of allotment in a fair and proper manner**

The authorised employees of the Stock Exchanges, along with the Lead Manager and the Registrar to the Issue, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

**Method of allotment as may be prescribed by SEBI from time to time**

Our Company will not make any Allotment in excess of the Equity Shares issued through the Issue through 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 to public may be made for the purpose of making Allotment in minimum lots. The allotment of Equity Shares to Applicants other than to the Individual Investors, Non-Institutional Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed. The allotment of Equity Shares to each Individual Investors shall not be less than the minimum lot, subject to the availability of shares in Individual Investors Portion, and the remaining available shares, if any, shall be allotted on a proportionate basis. The allotment to each Non-Institutional Investors shall not be less than the Minimum NII Application Size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis.

**INVESTOR GRIEVANCE**

In case of any pre- Issue or post- Issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, please refer to the chapter titled **"General Information"** on page 47 of this Draft Prospectus.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of ₹100/- per day for the entire duration of delay exceeding two Working Days from the Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The LM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

**IMPERSONATION**

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:

*"Any person who: (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or (c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, 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 ₹10.00 lakhs or 1% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹10.00 lakhs 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 ₹50.00 lakhs or with both.

**DEPOSITORY ARRANGEMENTS**

The Allotment of the Equity Shares in the Issue shall be only in a dematerialised form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). It is mandatory for the applicants to furnish the details of depository account and applications without depository account shall be treated as incomplete and rejected. Investors will not have the option of getting the allotment of specified securities in physical form. Specified securities, on allotment, shall be traded on stock exchanges in demat mode only in this context, tripartite agreements had been signed among our Company, the respective Depositories and the Registrar to the Issue:

In this context, tripartite agreements had been signed among our Company, the respective Depositories and the Registrar to the Issue:

1. Agreement dated 5th May,2025 among NSDL, our Company and the Registrar to the Issue.
2. Agreement dated 5th May,2025 among CDSL, our Company and Registrar to the Issue.

**UNDERTAKINGS BY OUR COMPANY**

Our Company undertakes the following:

1. adequate arrangements shall be made to collect all Application Forms submitted by Applicants. the complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily;

2. all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed are taken within three working days of the Issue Closing Date or within such other time period prescribed by SEBI will be taken;

3. if Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, the SEBI ICDR Regulations and applicable law for the delayed period;

4. the funds required for making refunds/unblocking (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Issue by our Company;

5. where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the unsuccessful applicant within time prescribed under applicable laws, giving details of the bank account where refunds shall be credited along with amount and expected date of electronic credit of refund;

6. that if our Company do not proceed with the Issue after the Issue Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Issue Closing Date. The public notice shall be issued in the same newspapers where the pre- Issue advertisements were published. The Stock Exchanges shall be informed promptly;

7. that if our Company withdraw the Issue after the Issue Closing Date, our Company shall be required to file a fresh issue document with SEBI/Stock Exchange, in the event our Company or subsequently decide to proceed with the Issue;

8. the Promoters' contribution in full, wherever required, shall be brought in advance before the Issue opens for public subscription and the balance, if any, shall be brought on a pro rata basis before the calls are made on public.

The information set out above is given for the benefit of the Applicants. Our Company and the 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 Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the prescribed limits under applicable laws or regulations.

**UTILISATION OF NET PROCEEDS**

Our Board certifies that:

1. all monies received out of the Issue shall be credited/transferred to a separate bank account other than the bank account referred to in sub-Section (3) of Section 40 of the Companies Act, 2013;

2. details of all monies utilised out of the Issue shall be disclosed, and continue to be disclosed till the time any part of the Issue proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised;

3. the utilisation of monies received under the Promoters' contribution shall be disclosed, and continue to be disclosed till the time any part of the Issue Proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised; and the details of all unutilised monies out of the funds received under the Promoters' contribution shall be disclosed under a separate head in the balance sheet of our Company indicating the form in which such unutilised monies have been invested.

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## 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.

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 ("FDI Policy"), which, with effect from October 15, 2020, subsumes and supersedes all press notes, press releases, clarifications, circulars issued by the DPIIT, which were in force as on October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular.

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 foreign direct investment policy and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non- resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

On October 17, 2019, Ministry of Finance, Department of Economic Affairs, had notified the FEMA Rules, which had replaced the Foreign Exchange Management (Transfer and Issue of Security by a Person Resident outside India) Regulations 2017. Foreign investment in this Issue shall be on the basis of the FEMA Rules. Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Nondebt 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, will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020 issued on December 8, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank of fund in India. These investment restrictions shall also apply to subscribers of offshore derivative instruments. Each Applicant 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 Applicant shall intimate our Company and the Registrar to the Issue in writing about such approval along with a copy thereof within the Issue Period.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route as per the FDI Policy and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectorial limits provided under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/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 Rules. Further, in the event of transfer of ownership of any existing or future FDI in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India, has also made a similar amendment to the FEMA Rules. Each Applicant 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 Applicant shall intimate our Company and the Registrar to the Issue in writing about such approval along with a copy thereof within the Issue Period.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue.

**The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act or any state securities laws in 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, such Equity Shares are being offered and sold (i) outside of the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those Issues and sales occur.**

**The above information is given for the benefit of the Applicants. Our Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Apply for the Issue do not exceed the applicable limits under applicable laws or regulations.**

For further details, see " ***Issue Procedure***" beginning on page 218 of this Draft Prospectus.

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## SECTION IX-DESCRIPTION OF EQUITY SHARES AND TERMS OF ARTICLES OF ASSOCIATION

### THE COMPANIES ACT, 2013

### COMPANY LIMITED BY SHARES

### ARTICLES OF ASSOCIATIONOF

### HGI AUTOMOTIVES LIMITED

### CONSTITUTION OF THE COMPANY

**1.** The Regulations contained in Table 'F' in the First Schedule to the Companies Act, 2013 shall not apply to the Company except in so far as they are embodied in the following Articles, which shall be the regulations for the Management of the Company.

### INTERPRETATION CLAUSE

**2.** The marginal notes hereto shall not affect the construction hereof. In these presents, the following words and expressions shall have the following meanings unless excluded by the subject or context:

a) 'The Act' or 'The Companies Act' shall mean 'The Companies Act, 2013, its rules and any statutory modifications or reenactments thereof.'
b) 'The Board' or 'The Board of Directors' means a meeting of the Directors duly called and constituted or as the case may be, the Directors assembled at a Board, or the requisite number of Directors entitled to pass a circular resolution in accordance with these Articles.
**c)** 'The Company' or 'This Company' means **HGI AUTOMOTIVES LIMITED**
d) 'Directors' means the Directors for the time being of the Company.
e) 'Writing' includes printing, lithograph, typewriting and any other usual substitutes for writing.
f) 'Members' means members of the Company holding a share or shares of any class.
g) 'Month' shall mean a calendar month.
h) 'Paid-up' shall include 'credited as fully paid-up'.
i) 'Person' shall include any corporation as well as individual.
j) 'These presents' or 'Regulations' shall mean these Articles of Association as now framed or altered from time to time and shall include the Memorandum where the context so requires.
k) 'Section' or 'Sec.' means Section of the Act.
l) Words importing the masculine gender shall include the feminine gender.
m) Except where the context otherwise requires, words importing the singular shall include the plural and the words importing the plural shall include the singular.
n) 'Special Resolution' means special resolution as defined by Section 114 in the Act.
o) 'The Office' means the Registered Office for the time being of the Company.
p) 'The Register' means the Register of Members to be kept pursuant to Section 88 of the Companies Act, 2013.
q) 'Proxy' includes Attorney duly constituted under a Power of Attorney.

**3.** Except as provided by Section 67, no part of funds of the Company shall be employed in the purchase of the shares of the Company, and the Company shall not directly or indirectly and whether by shares, or loans, give, guarantee, the provision of security or otherwise any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the Company.

**4.** The Authorized Share Capital of the Company shall be as prescribed in Clause 5 of the Memorandum of Association of the Company.

**5.** Subject to the provisions of the Act and these Articles, the shares in the capital of the Company for the time being (including any shares forming part of any increased capital of the Company) shall be under the control of the Board who may allot 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 or at a discount (subject to compliance with the provisions of the Act) and at such terms as they may, from time to time, think fit and proper and with the sanction of the Company in General Meeting by a Special Resolution give to any person the option to call for or be allotted shares of any class of the Company, either at par, at a premium or subject as aforesaid at a discount, such option being exercisable at such times and for such consideration as the Board thinks fit unless the Company in General Meeting, by a Special Resolution, otherwise decides. Any offer of further shares shall be deemed to include a right, exercisable by the person to whom the shares are offered, to renounce the shares offered to him in favour of any other person.

Subject to the provisions of the Act, any redeemable Preference Share, including Cumulative Convertible Preference Share may, with the sanction of an ordinary resolution be issued on the terms that they are, or at the option of the Company are liable to be redeemed or converted on such terms and in such manner as the Company, before the issue of the shares may, by special resolution, determine.

**6.** The Company in General Meeting, by a Special Resolution, may determine that any share (whether forming part of the original capital or of any increased capital of the Company) shall be offered to such persons (whether members or holders of debentures of the Company or not), giving them the option to call or be allotted shares of any class of the Company either at a premium or at par or at a discount, (subject to compliance with the provisions of Section 53) such option being exercisable at such times and for such consideration as may be directed by a Special Resolution at a General Meeting of the Company or in General Meeting and may take any other provisions whatsoever for the issue, allotment or disposal of any shares.

**7.** The Board may at any time increase the subscribed capital of the Company by issue of new shares out of the unissued part of the Share Capital in the original or subsequently created capital, but subject to Section 62 of the Act, and subject to the following conditions namely:

**I.** **(a)** Such further shares shall be offered to the persons who, at the date of the offer, are holder of the equity shares of the Company in proportion, as nearly as circumstances admit, to the capital paid up on those shares at that date.

**(b)** The offer aforesaid shall be made by notice specifying the number of shares offered and limiting a time not being less than twenty-one days, from the date of the offer within which the offer, if not accepted, will be deemed to have been declined.

**(c)** The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person and the notice referred to in clause (b) shall contain a statement of this right.

(**d)** After the expiry of the time specified in the notice aforesaid, or in respect of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board may dispose of them in such manner as it thinks most beneficial to the Company.

**II.** The Directors may, with the sanction of the Company in General Meeting by means of a special resolution, offer and allot shares to any person at their discretion by following the provisions of section 62 of the Act and other applicable provisions, if any.

**III.** Nothing in this Article shall apply to the increase in the subscribed capital of the Company which has been approved by:

**(a)** A Special Resolution passed by the Company in General Meeting before the issue of the debentures or the raising of the loans, and

**(b)** The Central Government before the issue of the debentures or raising of the loans or is in conformity with the rules, if any, made by that Government in this behalf.

**8.** **(1)** The rights attached to each class of shares (unless otherwise provided by the terms of the issue of the shares of the class) may, subject to the provisions of Section 48 of the Act, be varied with the consent in writing of the holders of not less than three fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a General Meeting of the holders of the shares of that class.
**(2)** To every such separate General Meeting, the provisions of these Articles relating to General Meeting shall Mutatis Mutandis apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-tenth of the issued shares of that class.

**9. Issue of further shares with disproportionate rights**

Subject to the provisions of the Act, the rights conferred upon the holders of the shares of any class issued with preferred or other rights or not, unless otherwise expressly provided for by the terms of the issue of shares of that class, be deemed to be varied by the creation of further shares ranking pari passu therewith.

**10. Not to issue shares with disproportionate rights**

The Company shall not issue any shares (not being Preference Shares) which carry voting rights or rights in the Company as to dividend, capital or otherwise which are disproportionate to the rights attached to the holders of other shares not being Preference Shares.

**11. Power to pay commission**

The Company may, at any time, pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any share, debenture or debenture stock of the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for shares, such commission in respect of shares shall be paid or payable out of the capital, the statutory conditions and requirements shall be observed and complied with and the amount or rate of commission shall not exceed five percent of the price at which the shares are issued and in the case of debentures, the rate of commission shall not exceed, two and half percent of the price at which the debentures are issued. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also, on any issue of shares, pay such brokerage as may be lawful.

**12. Liability of joint holders of shares**

The joint holders of a share or shares shall be severally as well as jointly liable for the payment of all installments and calls due in respect of such share or shares.

**13. Trust not recognised**

Save as otherwise provided by these Articles, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly, the Company shall not, except as ordered by a Court of competent jurisdiction or as by a statute required, be bound to recognised any equitable, contingent, future or partial interest lien, pledge or charge in any share or (except only by these presents otherwise provided for) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

**14. Issue other than for cash**

a) The Board may issue and allot shares in the capital of the Company as payment or part payment for any property sold or goods transferred or machinery or appliances supplied or for services rendered or to be rendered to the Company in or about the formation or promotion of the Company or the acquisition and or conduct of its business and shares may be so allotted as fully paid-up shares, and if so issued, shall be deemed to be fully paid-up shares.

b) As regards all allotments, from time to time made, the Board shall duly comply with Section 39 of the Act.

**15. Acceptance of shares**

An application signed by or on behalf of the applicant for shares in the Company, followed by an allotment of any share therein, shall be acceptance of the shares within the meaning of these Articles; and every person who thus or otherwise accepts any share and whose name is on the Register shall, for the purpose of these Articles, be a shareholder.

**16. Member' right to share Certificates**

**1**. Every person whose name is entered as a member in the Register shall be entitled to receive without payment:

**a**. One certificate for all his shares; or

**b.** Share certificate shall be issued in marketable lots, where the share certificates are issued either for more or less than the marketable lots, sub-division/consolidation into marketable lots shall be done free of charge.

**2.** The Company shall, within two months after the allotment and within fifteen days after application for registration of the transfer of any share or debenture, complete and have it ready for delivery; the share certificates for all the shares and debentures so allotted or transferred unless the conditions of issue of the said shares otherwise provide.

**3.** Every certificate shall be under the signature of two Directors and the Company Secretary of the Company and shall specify the shares to which it relates and the amount paid-up thereon.

**4**. The certificate of title to shares and duplicates thereof when necessary shall be issued under the signature of two Directors and the Company Secretary of the Company or authorized official(s) of the Company.

**17. One Certificate for joint holders**

In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate for the same share or shares and the delivery of a certificate for the share or shares to one of several joint holders shall be sufficient delivery to all such holders. Subject as aforesaid, where more than one share is so held, the joint holders shall be entitled to apply jointly for the issue of several certificates in accordance with Article 20 below.

**18. Renewal of Certificate**

If a certificate be worn out, defaced, destroyed, or lost or if there is no further space on the back thereof for endorsement of transfer, it shall, if requested, be replaced by a new certificate without any fee, provided however that such new certificate shall not be given except upon delivery of the worn out or defaced or used up certificate, for the purpose of cancellation, or upon proof of destruction or loss, on such terms as to evidence, advertisement and indemnity and the payment of out of pocket expenses as the Board may require in the case of the certificate having been destroyed or lost. Any renewed certificate shall be marked as such in accordance with the provisions of the act in force.

For every certificate issued under the last preceding Article, no fee shall be charged by the Company.

**19. Splitting and consolidation of Share Certificate**

The shares of the Company will be split up/consolidated in the following circumstances:

**(i)** At the request of the member/s for split up of shares in marketable lot.

**(ii)** At the request of the member/s for consolidation of fraction shares into marketable lot.

**20. Directors may issue new Certificate(s)**

Where any share under the powers in that behalf herein contained are sold by the Directors and the certificate thereof has not been delivered up to the Company by the former holder of the said shares, the Directors may issue a new certificate for such shares distinguishing it in such manner as they think fit from the certificate not so delivered up.

**21. Person by whom installments are payable**

If, by the conditions of allotment of any share, the whole or part of the amount or issue price thereof shall be payable by installments, every such installment, shall, when due, be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share or his legal representative or representatives, if any.

**LIEN**

**22. Company's lien on shares**

The Company shall have first and paramount lien upon all shares other than fully paid-up shares registered in the name of any member, either or jointly with any other person, and upon the proceeds or sale thereof for all moneys called or payable at a fixed time in respect of such shares and such lien shall extend to all dividends from time to time declared in respect of such shares. But the Directors, at any time, may declare any share to be exempt, wholly or partially from the provisions of this Article. Unless otherwise agreed, the registration of transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares.

**23. As to enforcing lien by sale**

For the purpose of enforcing such lien, the Board of Directors may sell the shares subject thereto in such manner as it thinks fit, but no sale shall be made until the expiration of 14 days after a notice in writing stating and demanding payment of such amount in respect of which the lien exists has been given to the registered holders of the shares for the time being or to the person entitled to the shares by reason of the death of insolvency of the register holder.

**24. Authority to transfer**

**a**. To give effect to such sale, the Board of Directors may authorise any person to transfer the shares sold to the purchaser thereof and the purchaser shall be registered as the holder of the shares comprised in any such transfer.

**b**. The purchaser shall not be bound to see the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale.

**25. Application of proceeds of sale**

The net proceeds of any such sale shall be applied in or towards satisfaction of the said moneys due from the member and the balance, if any, shall be paid to him or the person, if any, entitled by transmission to the shares on the date of sale.

## CALLS ON SHARES

**26. Calls**

Subject to the provisions of Section 49 of the Act, the Board of Directors may, from time to time, make such calls as it thinks fit upon the members in respect of all moneys unpaid on the shares held by them respectively and not by the conditions of allotment thereof made payable at fixed times, and the member shall pay the amount of every call so made on him to the person and at the time and place appointed by the Board of Directors.

**27. When call deemed to have been made**

A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed. The Board of Directors making a call may by resolution determine that the call shall be deemed to be made on a date subsequent to the date of the resolution, and in the absence of such a provision, a call shall be deemed to have been made on the same date as that of the resolution of the Board of Directors making such calls.

**28. Length of Notice of call**

Not less than thirty day's notice of any call shall be given specifying the time and place of payment provided that before the time for payment of such call, the Directors may, by notice in writing to the members, extend the time for payment thereof.

**29. Sum payable in fixed installments to be deemed calls**

If by the terms of issue of any share or otherwise, any amount is made payable at any fixed times, or by installments at fixed time, whether on account of the share or by way of premium, every such amount or installment shall be payable as if it were a call duly made by the Directors, on which due notice had been given, and all the provisions herein contained in respect of calls shall relate and apply to such amount or installment accordingly.

**30. When interest on call or installment payable**

If the sum payable in respect of any call or, installment be not paid on or before the day appointed for payment thereof, the holder for the time being of the share in respect of which the call shall have been made or the installment shall fall due, shall pay interest for the same at the rate of 12 percent per annum, from the day appointed for the payment thereof to the time of the actual payment or at such lower rate as the Directors may determine. The Board of Directors shall also be at liberty to waive payment of that interest wholly or in part.

**31. Sums payable at fixed times to be treated as calls**

The provisions of these Articles as to payment of interest shall apply in the case of non-payment of any such sum which by the terms of issue of a share, become payable at a fixed time, whether on account of the amount of the share or by way of premium, as if the same had become payable by virtue of a call duly made and notified.

**32. Payment of call in advance**

The Board of Directors, may, if it thinks fit, receive from any member willing to advance all of or any part of the moneys uncalled and unpaid upon any shares held by him and upon all or any part of the moneys so advance may (until the same would, but for such advance become presently payable) pay interest at such rate as the Board of Directors may decide but shall not in respect of such advances confer a right to the dividend or participate in profits.

**33. Partial payment not to preclude forfeiture**

Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any share nor any part payment or satisfaction thereunder, nor the receipt by the Company of a portion of any money which shall from, time to time, be due from any member in respect of any share, either by way of principal or interest nor any indulgency granted by the Company in respect of the payment of any such money shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as herein after provided.

## FORFEITURE OF SHARES

**34. If call or installment not paid, notice may be given**

If a member fails to pay any call or installment of a call on the day appointed for the payment not paid thereof, the Board of Directors may during such time as any part of such call or installment remains unpaid serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest, which may have accrued. The Board may accept in the name and for the benefit of the Company and upon such terms and conditions as may be agreed upon, the surrender of any share liable to forfeiture and so far as the law permits of any other share.

**35. Evidence action by Company against shareholders**

On the trial or hearing of any action or suit brought by the Company against any shareholder or his representative to recover any debt or money claimed to be due to the Company in respect of his share, it shall be sufficient to prove that the name of the defendant is or was, when the claim arose, on the Register of shareholders of the Company as a holder, or one of the holders of the number of shares in respect of which such claim is made, and that the amount claimed is not entered as paid in the books of the Company and it shall not be necessary to prove the appointment of the Directors who made any call nor that a quorum of Directors was present at the Board at which any call was made nor that the meeting at which any call was made was duly convened or constituted nor any other matter whatsoever; but the proof of the matters aforesaid shall be conclusive evidence of the debt.

**36. Form of Notice**

The notice shall name a further day (not earlier than the expiration 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 shall state that, in the event of non-payment on or before the day appointed, the shares in respect of which the call was made will be liable to be forfeited.

**37. If notice not complied with, shares may be forfeited**

If the requirements of any such notice as, aforementioned are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.

**38. Notice after forfeiture**

When any share shall have been so forfeited, notice of the resolution shall be given to the member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture shall not be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.

**39. Boards' right to dispose of forfeited shares or cancellation of forfeiture**

A forfeited or surrendered share may be sold or otherwise disposed off on such terms and in such manner as the Board may think fit, and at any time before such a sale or disposal, the forfeiture may be cancelled on such terms as the Board may think fit.

**40. Liability after forfeiture**

A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall, notwithstanding such forfeiture, remain liable to pay and shall forthwith pay the Company all moneys, which at the date of forfeiture is payable by him to the Company in respect of the share, whether such claim be barred by limitation on the date of the forfeiture or not, but his liability shall cease if and when the Company received payment in full of all such moneys due in respect of the shares.

**41. Effect of forfeiture**

The forfeiture of a share shall involve in the extinction of all interest in and also of all claims and demands against the Company in respect of the shares and all other rights incidental to the share, except only such of these rights as by these Articles are expressly saved.

**42. Evidence of forfeiture**

A duly verified declaration in writing that the declarant is a Director of the Company and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share, and that declaration and the receipt of the Company for the consideration, if any, given for the shares on the sale or disposal thereof, shall constitute a good title to the share and the person to whom the share is sold or disposed of shall be registered as the holder of the share and shall not be bound to see to the application of the purchase money (if any ) nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

**43. Non-payment of sums payable at fixed times**

The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which by terms of issue of a share, becomes payable at a fixed time, whether, on account of the amount of the share or by way of premium or otherwise as if the same had been payable by virtue of a call duly made and notified.

**44. Validity of such sales**

Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers herein before given, the Directors may cause the purchaser's name to be entered in the register in respect of the shares sold and may issue fresh certificate in the name of such a purchaser. The purchaser shall not be bound to see to the regularity of the proceedings, nor to the application of the purchase money and after his name has been entered in the register in respect of such shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

## TRANSFER AND TRANSMISSION OF SHARES

**45. Transfer**

a. The instrument of transfer of any share in the Company shall be executed both by the transferor and the transferee and the transferor shall be deemed to remain holder of the shares until the name of the transferee is entered in the register of members in respect thereof.

b. The Board shall not register any transfer of shares unless a proper instrument of transfer duly stamped and executed by the transferor and the transferee has been delivered to the Company along with the certificate and such other evidence as the Company may require to prove the title of the transferor or his right to transfer the shares.

   Provided that where it is proved to the satisfaction of the Board that an instrument of transfer signed by the transferor and the transferee has been lost, the Company may, if the Board thinks fit, on an application on such terms in writing made by the transferee and bearing the stamp required for an instrument of transfer, register the transfer on such terms as to indemnity as the Board may think fit.

c. An application for the registration of the transfer of any share or shares may be made either by the transferor or the transferee, provided that where such application is made by the transferor, no registration shall, in the case of partly paid shares, be effected unless the Company gives notice of the application to the transferee. The Company shall, unless objection is made by the transferee within two weeks from the date of receipt of the notice, enter in the register the name of the transferee in the same manner and subject to the same conditions as if the application for registration was made by the transferee.

d. For the purpose of Sub-clause (c), notice to the transferee shall be deemed to have been duly given if dispatched by prepaid registered post to the transferee at the address given in the instrument of transfer and shall be delivered in the ordinary course of post.

e. Nothing in Sub-clause (d) shall prejudice any power of the Board to register as a shareholder any person to whom the right to any share has been transmitted by operation of law.

**46. Form of transfer**

Shares in the Company shall be transferred by an instrument in writing in such common form as specified in Section 56 of the Companies Act.

**47. Board's right to refuse to register**

The Board, may, at its absolute discretion and without assigning any reason, decline to register;

**1.** The transfer of any share, whether fully paid or not, to a person of whom it do not approve or

**2**. Any transfer or transmission of shares on which the Company has a lien

**a**. Provided that registration of any 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 except a lien on the shares.

**b.** If the Board refuses to register any transfer or transmission of right, it shall, within fifteen days from the date of which the instrument or transfer of the intimation of such transmission was delivered to the 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.

**c.** In case of such refusal by the Board, the decision of the Board shall be subject to the right of appeal conferred by Section 58.

**d.** The provisions of this clause shall apply to transfers of stock also.

**48. Further right of Board of Directors to refuse to register**

**a**. The Board may, at its discretion, decline to recognise or accept instrument of transfer of shares unless the instrument of transfer is in respect of only one class of shares.

**b.** No fee shall be charged by the Company for registration of transfers or for effecting transmission on shares on the death of any member or for registering any letters of probate, letters of administration and similar other documents.

**c**. Notwithstanding anything contained in Sub-articles (b) and (c) of Article 46, the Board may not accept applications for sub-division or consolidation of shares into denominations of less than hundred (100) except when such a sub-division or consolidation is required to be made to comply with a statutory order or an order of a competent Court of Law or a request from a member to convert his holding of odd lots, subject however, to verification by the Company.

**d.** The Directors may not accept applications for transfer of less than 100 equity shares of the Company, provided however, that these restrictions shall not apply to:

**i.** Transfer of equity shares made in pursuance of a statutory order or an order of competent court of law.

**ii.** Transfer of the entire equity shares by an existing equity shareholder of the Company holding less than hundred (100) equity shares by a single transfer to joint names.

**iii.** Transfer of more than hundred (100) equity shares in favour of the same transferee under one or more transfer deeds, one or more of them relating to transfer of less than hundred (100) equity shares.

**iv.** Transfer of equity shares held by a member which are less than hundred (100) but which have been allotted to him by the Company as a result of Bonus and/or Rights shares or any shares resulting from Conversion of Debentures.

**v.** The Board of Directors be authorised not to accept applications for sub-division or consolidation of shares into denominations of less than hundred (100) except when such sub-division or consolidation is required to be made to comply with a statutory order of a Court of Law or a request from a member to convert his holding of odd lots of shares into transferable/marketable lots, subject, however, to verification by the Company.

Provided that where a member is holding shares in lots higher than the transferable limit of trading and transfers in lots of transferable unit, the residual shares shall be permitted to stand in the name of such transferor not withstanding that the residual holding shall be below hundred (100).

**49. Rights to shares on death of a member for transmission**

**a.** In the event of death of any one or more of several joint holders, the survivor, or survivors, alone shall be entitled to be recognised as having title to the shares.

**b.** In the event of death of any sole holder or of the death of last surviving holder, the executors or administrators of such holder or other person legally entitled to the shares shall be entitled to be recognised by the Company as having title to the shares of the deceased.

Provided that on production of such evidence as to title and on such indemnity or other terms as the Board may deem sufficient, any person may be recognised as having title to the shares as heir or legal representative of the deceased shareholder.

Provided further that if the deceased shareholder was a member of a Hindu Joint Family, the Board, on being satisfied to that effect and on being satisfied that the shares standing in his name in fact belonged to the joint family, may recognise the survivors of Karta thereof as having titles to the shares registered in the name of such member.

Provided further that in any case, it shall be lawful for the Board in its absolute discretion, to dispense with the production of probate or letters of administration or other legal representation upon such evidence and such terms as to indemnity or otherwise as the Board may deem just.

**50. Rights and liabilities of person**

**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 be required by the Board and subject as herein, after provided elect either

**a.** to be registered himself as a holder of the share or

**b.** to make such transfer of the share as the deceased or insolvent member could have made.

**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.

**51. Notice by such a person of his election**

**a.** If the person so becoming entitled shall elect to be registered as holder of the shares himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.

**b.** If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

**c.** 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 of transfer had been signed by that member.

**52. No transfer to infant, etc.**

No transfer shall be made to an infant or a person of unsound mind.

**53. Endorsement of transfer and issue of certificate**

Every endorsement upon the certificate of any share in favour of any transferee shall be signed by the Secretary or by some person for the time being duly authorised by the Board in that behalf.

**54. Custody of transfer**

The instrument of transfer shall, after registration, remain in the custody of the Company. The Board may cause to be destroyed all transfer deeds lying with the Company for a period of ten years or more.

**55. Register of members**

**a.** The Company shall keep a book to be called the Register of Members, and therein shall be entered the particulars of every transfer or transmission of any share and all other particulars of shares required by the Act to be entered in such Register.

**Closure of Register of members**

**b.** The Board may, after giving not less than seven days previous notice by advertisement in some newspapers circulating in the district in which the Registered Office of the Company is situated, close the Register of Members or the Register of Debenture Holders for any period or periods not exceeding in the aggregate forty-five days in each year but not exceeding thirty days at any one time.

**When instruments of transfer to be retained**

**c.** All instruments of transfer which shall be registered shall be retained by the Company but any instrument of transfer which the Directors may decline to register shall be returned to the person depositing the same.

**Company's right to register transfer by apparent legal owner**

**57**. The Company shall incur no liability or responsibility whatever in consequence of their registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares not withstanding that the Company may have had notice of such equitable right or title or interest prohibiting registration of such transfer and may have entered such notice referred thereto in any book of the Company and the Company shall not be bound by or required to regard or attend to or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in the books of the Company; but the Company shall nevertheless be at liberty to have regard and to attend to any such notice and give effect thereto, if the Board shall so think fit.

## ALTERATION OF CAPITAL

**Alteration and consolidation, sub-division and cancellation of shares**

**58**. The Company may, from time to time, in accordance with the provisions of the Act, alter by Ordinary Resolution, the conditions of the Memorandum of Association as follows:

**1.** increase its share capital by such amount as it thinks expedient by issuing new shares;

**2**. consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

**3.** convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of the denomination;

**4.** sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum, so however, that in the sub-division on the proportion between the amount paid and the amount, if any, unpaid, on each reduced share shall be the same as it was in the case of the shares from which the reduced share is derived.

**5. (a).** Cancel shares which, at the date of passing of the resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled.

**(b).** The resolution whereby any share is sub-divided may determined that, as between the holder of the shares resulting from such sub-division, one or more such shares shall have some preference or special advantage as regards dividend, capital or otherwise over or as compared with the others.

**6**. Classify and reclassify its share capital from the shares on one class into shares of other class or classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions and to vary, modify or abrogate any such rights, privileges, conditions or restrictions in such manner as may for the time being be permitted under legislative provisions for the time being in force in that behalf.

**Reduction of capital, etc. by Company**

**59**. The Company may, by Special Resolution, reduce in any manner with and subject to any incident authorised and consent as required by law:

**a**. its share capital;

**b**. any capital redemption reserve account; or

**c**. any share premium account.

## SURRENDER OF SHARES

**Surrender of shares**

**60**. The Directors may, subject to the provisions of the Act, accept the surrender of any share by way of compromise of any question as to the holder being properly registered in respect thereof.

## MODIFICATION OF RIGHTS

**Power of modify shares**

**61**. The rights and privileges attached to each class of shares may be modified, commuted, affected, abrogated in the manner provided in Section 48 of the Act.

## SET OFF OF MONEY DUE TO SHAREHOLDERS

**Set-off of moneys due to shareholders**

**62**. Any money due from the Company to a shareholder may, without the consent of such shareholder, be applied by the Company in or towards payment of any money due from him, either alone or jointly with any other person, to the Company in respect of calls.

## CONVERSION OF SHARES INTO STOCK

**Conversion of shares**

**63**. The Company may, by Ordinary Resolution, convert all or any fully paid share(s) of any denomination into stock and vice versa.

**Transfer of stock**

**64**. The holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations, under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit; provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

**Right of stockholders**

**65**. The holders of the stock shall, according to the amount of the 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 its 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.

**Applicability of regulations to stock and stockholders**

**66**. Such of the regulations contained in these presents, other than those relating to share warrants as are applicable to paid-up shares shall apply to stock and the words shares and shareholder in these presents shall include stock and stockholder respectively.

**67**. **DEMATERIALISATION OF SECURITIES**

**a) Definitions**

For the purpose of this Article:

'Beneficial Owner' means a person or persons whose name is recorded as such with a depository;

'SEBI' means the Securities and Exchange Board of India;

'Depository' means a company formed and registered under the Companies Act, 2013, and which has been granted a certificate of registration to act as a depository under the Securities and Exchange Board of India Act, 1992, and

'Security' means such security as may be specified by SEBI from time to time.

**b) Dematerialisation of securities**

Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise or rematerialise its securities and to offer securities in a dematerialised form pursuant to the Depositories Act, 1996 and the rules framed thereunder, if any.

**c) Options for investors**

Every person subscribing to securities offered by the Company shall have the option to receive security certificates or to hold the securities with a depository. Such a person, who is the beneficial owner of the securities, can at any time opt out of a depository, if permitted by law, in respect of any security in the manner provided by the Depositories Act and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificates of securities. If a person opts to hold his security with a depository, the Company shall intimate such depository the details of allotment of the security, and on receipt of the information, the depository shall enter in its record the name of the allottee as the beneficial owner of the security.

**d) Securities in depositories to be in fungible form**

All securities held by a depository shall be dematerialised and be in fungible form. Nothing contained in Sections 89 and 186 of the Act shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners.

**e) Rights of depositories and beneficial owners:**

**i.** Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of security on behalf of the beneficial owner.

**ii.** Save as otherwise provided in (a) above, the depository, as the registered owner of the securities, shall not have any voting rights or any other rights in respect of the securities held by it.

**iii.** Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of the securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a depository.

**f) Service of documents**

Notwithstanding anything in the Act or these Articles to the contrary, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs.

**g) Transfer of securities**

Nothing contained in Section 56 of the Act or these Articles shall apply to transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.

**h) Allotment of securities dealt with in a depository**

Notwithstanding anything in the Act or these Articles, where securities are dealt with in a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.

**i) Distinctive numbers of securities held in a depository**

Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers of securities issued by the Company shall apply to securities held in a depository.

**j) Register and Index of Beneficial owners**

The Register and Index of Beneficial Owners, maintained by a depository under the Depositories Act, 1996, shall be deemed to be the Register and Index of Members and Security Holders for the purposes of these Articles.

**k) Company to recognise the rights of registered holders as also the beneficial owners in the records of the depository**

Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share, as also the beneficial owner of the shares in records of the depository as the absolute owner thereof as regards receipt of dividends or bonus or services of notices and all or any other matters connected with the Company, and accordingly, the Company shall not, except as ordered by a Court of competent jurisdiction or as by law required, be bound to recognise any benami trust or equity or equitable, contingent or other claim to or interest in such share on the part of any other person, whether or not it shall have express or implied notice thereof.

## GENERAL MEETINGS

**68. Annual General Meeting**

The Company shall in each year hold in addition to the other meetings a general meeting which shall be styled as its Annual General Meeting at intervals and in accordance with the provisions of Section 96 of the Act.

**69. Extraordinary General Meeting**

**1**. Extraordinary General Meetings may be held either at the Registered Office of the Company or at such convenient place as the Board or the Managing Director (subject to any directions of the Board) may deem fit.

**Right to summon Extraordinary General Meeting**

**2**. The Chairman or Vice Chairman may, whenever they think fit, and shall if so directed by the Board, convene an Extraordinary General Meeting at such time and place as may be determined.

**70. Extraordinary Meeting by requisition**

**a**. The Board shall, on the requisition of such number of members of the Company as is specified below, proceed duly to call an Extraordinary General Meeting of the Company and comply with the provisions of the Act in regard to meetings on requisition.

**b**. The requisition shall set our matters for the consideration of which the meeting is to be called, shall be signed by the requisitionists and shall be deposited at the Registered Office of the Company or sent to the Company by Registered Post addressed to the Company at its Registered Office.

**c**. The requisition may consist of several documents in like forms, each signed by one or more requisitionists.

**d**. The number of members entitled to requisition a meeting in regard to any matter shall be such number of them as hold, on the date of the deposit of the requisition, not less than 1/10th of such of the paid-up capital of the Company as at the date carries the right of the voting in regard to the matter set out in the requisition.

**e**. If the Board does not, within 21 days from the date of receipt of deposit of the requisition with regard to any matter, proceed duly to call a meeting for the consideration of these matters on a date not later than 45 days from the date of deposit of the requisition, the meeting may be called by the requisitionists themselves or such of the requisitionists, as represent either majority in the value of the paid-up share capital held by them or of not less than one tenth of such paid-up capital of the Company as is referred to in Sub-clause (d) above, whichever is less.

**71. Length of notice for calling meeting**

A General Meeting of the Company may be called by giving not less than twenty one days notice in writing, provided that a General Meeting may be called after giving shorter notice if consent thereto is accorded by the members holding not less than 95 per cent of the part of the paid- up share capital which gives the right to vote on the matters to be considered at the meeting.

Provided that where any member of the Company is entitled to vote only on some resolution or resolutions to be moved at a meeting and not on the others, those members, shall be taken into account for purpose of this clause in respect of the former resolution or resolutions and not in respect of the latter.

**72. Accidental omission to give notice not to invalidate meeting**

The accidental omission is to give notice of any meeting to or the non-receipt of any such notice by any of the members shall not invalidate the proceedings of any resolution passed at such meeting.

**73. Special business and statement to be annexed**

All business shall be deemed special that is transacted at an Extraordinary Meeting and also that is transacted at an Annual Meeting with the exception of declaration of a dividend, the consideration of financial statements and the reports of the Directors and Auditors thereon, the election of the Directors in the place of those retiring, and the appointment of and the fixing of the remuneration of Auditors. Where any item of business to be transacted at the meeting is deemed to be special as aforesaid, there shall be annexed to the notice of the meeting a statement setting out all material facts concerning each such item of business including in particular the nature of the concern or interest, if any, therein, of every Director and the Manager, if any, every other Key Managerial Personnel and the relatives of Directors, Manager and other Key Managerial Personnel. Where any item of business consists of the according of approval to any document by the meeting, the time and place where the document can be inspected shall be specified in the statement aforesaid.

Where any item of special business to be transacted at a meeting of the company relates to or affects any other company, the extent of shareholding interest in that other company of every promoter, director, manager, if any, and of every other key managerial personnel of the first mentioned company shall, if the extent of such shareholding is not less than two per cent of the paid-up share capital of that company, also be set out in the statement.

**74. Quorum**

The quorum requirements for general meetings shall be as under and no business shall be transacted at any General Meeting unless the requisite quorum is present when the meeting proceeds to business:

Number of members upto 1000: 5 members personally present

Number of members 1000-5000: 15 members personally present

Number of members more than 5000: 30 members personally present

**75. If quorum not present, when meeting to be dissolved and when to be adjourned**

If within half an hour from the time appointed for the meeting, a quorum is not present, the meeting, if called upon the requisition of members, shall be dissolved; in any other case, it shall stand adjourned to the same day in the next week and at the same time and place or to such other day and to be at such other time and place as the Board may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

**76. Chairman of General Meeting**

The Chairman of the Board of Directors shall preside at every General Meeting of the Company and if he is not present within 15 minutes after the time appointed for holding the meeting, or if he is unwilling to act as Chairman, the Vice Chairman of the Board of Directors shall preside over the General Meeting of the Company.

**77. When Chairman is absent**

If there is no such Chairman, or Vice Chairman or if at any General Meeting, either the Chairman or Vice Chairman is not present within fifteen minutes after the time appointed for holding the meeting or if they are unwilling to take the chair, the members present shall choose one of their members to be the Chairman.

**78. Adjournment of meeting**

The Chairman may, with the consent of any meeting at which a quorum is present and shall, if so directed by the meeting, adjourn that meeting from time to time from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

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. Save as aforesaid, it shall not be necessary to give any notice of adjournment or of the business to be transacted at an adjourned meeting.

**79. Questions at General Meeting how decided**

At a General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands/result of electronic voting as per the provisions of Section 108, unless a poll is (before or on the declaration of the result of the show of hands/ electronic voting) demanded in accordance with the provisions of Section 109. Unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands/ electronic voting, been carried unanimously or by a particular majority or lost and an entry to that effect in the book of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number of proportion of the votes recorded in favour of or against that resolution.

**80. Casting vote**

In the case of an equality of votes, the Chairman shall, whether on a show of hands, or electronically or on a poll, as the case may be, have a casting vote in addition to the vote or votes to which he may be entitled as a member.

**81. Taking of poll**

If a poll is duly demanded in accordance with the provisions of Section 109, it shall be taken in such manner as the Chairman, subject to the provisions of Section 109 of the Act, may direct, and the results of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken.

**82. In what cases poll taken without adjournment**

A poll demanded on the election of Chairman or on a question of adjournment shall be taken forthwith. Where a poll is demanded on any other question, adjournment shall be taken at such time not being later than forty-eight hours from the time which demand was made, as the Chairman may direct.

**83. Votes**

**a.** Every member of the Company holding Equity Share(s), shall have a right to vote in respect of such capital on every resolution placed before the Company. On a show of hands, every such member present shall have one vote and shall be entitled to vote in person or by proxy and his voting right on a poll or on e-voting shall be in proportion to his share of the paid-up Equity Capital of the Company.

**b**. Every member holding any Preference Share shall in respect of such shares have a right to vote only on resolutions which directly affect the rights attached to the Preference Shares and subject as aforesaid, every such member shall in respect of such capital be entitled to vote in person or by proxy, if the dividend due on such preference shares or any part of such dividend has remained unpaid in respect of an aggregate period of not less than two years preceding the date of the meeting. Such dividend shall be deemed to be due on Preference Shares in respect of any period, whether a dividend has been declared by the Company for such period or not, on the day immediately following such period.

**c**. Whenever the holder of a Preference Share has a right to vote on any resolution in accordance with the provisions of this article, his voting rights on a poll shall be in the same proportion as the capital paid-up in respect of such Preference Shares bear to the total equity paid-up capital of the Company.

**84**. **Business may proceed notwithstanding demand for poll**

A demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than that on which a poll has been demanded; The demand for a poll may be withdrawn at any time by the person or persons who made the demand.

**85**. **Joint holders**

In the case of joint holders, the vote of the first named of such joint holders who tender a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

**86.** **Member of unsound mind**

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.

**87**. **No member entitled to vote while call due to Company**

No member shall be entitled to vote at a General Meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

**88**. **Proxies permitted on polls**

On a poll, votes may be given either personally or by proxy provided that no Company shall vote by proxy as long as resolution of its Directors in accordance with provisions of Section 113 is in force.

**89**. **Instrument of proxy**

**a**. The instrument appointing a proxy shall be in writing under the hand of the appointed or of the attorney duly authorised in writing, or if the appointer is a Corporation, either under the signature of two Directors and the Company Secretary of the Companyor under the hand of an officer or attorney so authorised. Any person may act as a proxy whether he is a member or not.

**b**. A body corporate (whether a company within the meaning of this Act or not) may:

**1**. If it is a member of the Company by resolution of its Board of Directors or other governing body, authorise such persons as it thinks fit to act as its representatives at any meeting of the Company, or at any meeting of any class of members of the Company;

**2**. If it is a creditor (including a holder of debentures) of the Company, by resolution of its Directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of any creditors of the Company held in pursuance of this Act or of any rules made thereunder, or in pursuance of the provisions contained in any debenture or trust deed, as the case may be.

**c**. A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate which he represents, as if he were personally the member, creditor or debenture holder.

**90**. **Instrument of proxy to be deposited at the office**

The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notary certified copy of that power of authority shall be deposited at the Registered Office of the Company not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote, and in default, the instrument of proxy shall not be treated as valid.

**91**. **Validity of vote by proxy**

A vote given in accordance with the terms of an instrument of proxy shall be valid not withstanding the previous death of the appointer, or revocation of the proxy, or transfer of the share in respect of which the vote is given provided no intimation in writing of the death, revocation or transfer shall have been received at the Registered Office of the Company before the commencement of the meeting or adjourned meeting at which the proxy is used.

**92**. **Form of proxy**

Any instrument appointing a proxy may be a two way proxy form to enable the shareholders to vote for or against any resolution at their discretion. The instrument of proxy shall be in the prescribed form as given in Form MGT-11.

## DIRECTORS

**93**. **Number of Directors**

Unless otherwise determined by a General Meeting, the number of Directors shall not be less than 3 and not more than 15.

**a) First directors of the company:**

**i.** Suresh Chand Gupta

**ii.** Kusum Gupta

**b) Same individual may be appointed as Chairperson and Managing Director / Chief Executive Officer**

The same individual may, at the same time, be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive of the Company.

**94**. Subject to the provisions of the Act as may be applicable, the Board may appoint any person as a Managing Director to perform such functions as the Board may decide from time to time. Such Director shall be a Member of the Board.

**Qualification of Directors**

**95**. Any person, whether a member of the Company or not, may be appointed as a Director. No qualification by way of holding shares in the capital of the Company shall be required of any Director.

**Director's remuneration**

**96**. **a.** Until otherwise determined by the Company in General Meeting, each Director shall be entitled to receive and be paid out of the funds of the Company a fee for each meeting of the Board of Directors or any committee thereof, attended by him as may be fixed by the Board of Directors from time to time subject to the provisions of Section 197 of the Act, and the Rules made thereunder. For the purpose of any resolution in this regard, none of the Directors shall be deemed to be interested in the subject matter of the resolution. The Directors shall also be entitled to be paid their reasonable travelling and hotel and other expenses incurred in consequence of their attendance at meetings of the Board or of any committee of the Board or otherwise in the execution of their duties as Directors either in India or elsewhere. The Managing/Whole-time Director of the Company who is a full time employee, drawing remuneration will not be paid any fee for attending Board Meetings.

**b.** Subject to the provisions of the Act, the Directors may, with the sanction of a Special Resolution passed in the General Meeting and such sanction, if any, of the Government of India as may be required under the Companies Act, sanction and pay to any or all the Directors such remuneration for their services as Directors or otherwise and for such period and on such terms as they may deem fit.

**c.** Subject to the provisions of the Act, the Company in General Meeting may by Special Resolution sanction and pay to the Director in addition to the said fees set out in sub-clause (a) above, a remuneration not exceeding one per cent (1%) of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act. The said amount of remuneration so calculated shall be divided equally between all the Directors of the Company who held office as Directors at any time during the year of account in respect of which such remuneration is paid or during any portion of such year irrespective of the length of the period for which they held office respectively as such Directors.

**d**. Subject to the provisions of Section 188 of the Companies Act, and subject to such sanction of the Government of India, as may be required under the Companies Act, if any Director shall be appointed to advise the Directors as an expert or be called upon to perform extra services or make special exertions for any of the purposes of the Company, the Directors may pay to such Director such special remuneration as they think fit; such remuneration may be in the form of either salary, commission, or lump sum and may either be in addition to or in substitution of the remuneration specified in clause (a) of the Article.

**Directors may act notwithstanding vacancy**

**97**. The continuing Directors may act not withstanding any vacancy in their body, but subject to the provisions contained in Article 121 below:

**Chairman of the Board**

**98**. The Board may from time to time appoint any Director to be the Chairman of the Board. The Chairman of the Board shall be subject to the same provisions as to resignation and removal as the other Directors, and he ipso facto, and immediately ceases to be the Chairman if he ceases to hold the office of Director for any cause.

**Casual vacancy**

**99**. If the office of any Director becomes vacant before the expiry of the period of his Directorship in normal course, the resulting casual vacancy may be filled by the Board at a Meeting of the Board subject to Section 161 of the Act. Any person so appointed shall hold office only upto the date which the Director in whose place he is appointed would have held office if the vacancy had not occurred as aforesaid.

## VACATION OF OFFICE BY DIRECTORS

**Vacation of office by Directors**

**100**. The office of a Director shall be vacated if:

**1.** he is found to be unsound mind by a Court of competent jurisdiction;

**2.** he applies to be adjudicated as an insolvent;

**3.** he is an undischarged insolvent;

**4.** he is convicted by a Court of any offence whether involving moral turpitude or otherwise and is sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the date of expiry of the sentence;

**5.** he fails to pay any call in respect of shares of the Company held by him, whether alone or jointly with others, within six months from the last date fixed for the payment of the call;

**6.** an order disqualifying him for appointment as Director has been passed by court or tribunal and the order is in force.

**7.** he has not complied with Subsection (3) of Section 152

**8**. he has been convicted of the offence dealing with related party transaction under section 188 at any time during the preceding five years.

**9.** he absents himself from all meetings of the Board for a continuous period of twelve months, with or without seeking leave of absence from the Board;

**10.** he acts in contravention of Section 184 of the Act and fails to disclose his interest in a contract in contravention of section 184.

**11.** he becomes disqualified by an order of a court or the Tribunal

**12.** he is removed in pursuance of the provisions of the Act,

**13.** having been appointed a Director by virtue of holding any office or other employment in the Company, he ceases to hold such office or other employment in the Company;

notwithstanding anything in Clause (4), (6) and (8) aforesaid, the disqualification referred to in those clauses shall not take effect:

**1**. for thirty days from the date of the adjudication, sentence or order;

**2.** where any appeal or petition is preferred within the thirty days aforesaid against the adjudication, sentence or conviction resulting in the sentence or order until the expiry of seven days from the date on which such appeal or petition is disposed off; or

**3**. where within the seven days as aforesaid, any further appeal or petition is preferred in respect of the adjudication, sentence, conviction or order, and appeal or petition, if allowed, would result in the removal of the disqualification, until such further appeal or petition is disposed off.

**Alternate Directors**

**101**. (a) The Board may appoint an Alternate Director to act for a Director hereinafter called in this clause "the Original Director" during his absence for a period of not less than 3 months from India.

(b) An Alternate Director appointed as aforesaid shall vacate office if and when the Original Director returns to India.

**Independent Directors**

(c) (i) The Directors may appoint such number of Independent Directors as are required under Section 149 of the Companies Act, 2013 or SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from time to time.

(ii) Independent directors shall possess such qualification as required under Section 149 of the companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

(iii) Independent Director shall be appointed for such period as prescribed under relevant provisions of the companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and shall not be liable to retire by rotation.

**Women Director**

(d) The Directors shall appoint at least one women director as per the requirements of section 149 of the Act.

**Key Managerial Personnel**

(e) Subject to the provisions of the Act,—

(i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may thinks fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of are solution of the Board;

(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

(iii) The Managing Director shall act as the Chairperson of the Company for all purposes subject to the provisions contained in the Act and these articles.

**Additional Directors**

**102**. The Directors may, from time to time, appoint a person as an Additional Director provided that the number of Directors and Additional Directors together shall not exceed the maximum number of Directors fixed under Article 93 above. Any person so appointed as an Additional Director shall hold office upto the date of the next Annual General Meeting of the Company.

**Proportion of retirement by rotation**

**a.** The proportion of directors to retire by rotation shall be as per the provisions of Section 152 of the Act.

**Debenture**

**103**. Any trust deed for securing debentures or debenture-stocks may, if so arranged, provide for the appointment, from time to time, by the Trustees thereof or by the holders of debentures or debenture-stocks, of some person to be a Director of the Company and may empower such Trustees, holder of debentures or debenture-stocks, from time to time, to remove and re-appoint any Director so appointed. The Director appointed under this Article is herein referred to as "Debenture Director" and the term "Debenture Director" means the Director for the time being in office under this Article. The Debenture Director shall not be bound to hold any qualification shares and shall not be liable to retire by rotation or be removed by the Company. The Trust Deed may contain such ancillary provisions as may be arranged between the Company and the Trustees and all such provisions shall have effect notwithstanding any other provisions herein contained.

**Corporation/Nominee Director**

**104**. **a**. Notwithstanding anything to the contrary contained in the Articles, so long as any moneys remain owing by the Company the any finance corporation or credit corporation or body, (herein after in this Article referred to as "The Corporation") out of any loans granted by them to the Company or as long as any liability of the Company arising out of any guarantee furnished by the Corporation, on behalf of the Company remains defaulted, or the Company fails to meet its obligations to pay interest and/or installments, the Corporation shall have right to appoint from time to time any person or person as a Director or Directors (which Director or Directors is/are hereinafter referred to as "Nominee Director(s)") on the Board of the Company and to remove from such office any person so appointed, any person or persons in his or their place(s).

**b**. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s as long as such default continues. Such Nominee Director/s shall not be required to hold any share qualification in the Company, and such Nominee Director/s shall not be liable to retirement by rotation of Directors. Subject as aforesaid, the Nominee Director/s shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.

The Nominee Director/s appointed shall hold the said office as long as any moneys remain owing by the Company to the Corporation or the liability of the Company arising out of the guarantee is outstanding and the Nominee Director/s so appointed in exercise of the said power shall ipso facto vacate such office immediately the moneys owing by the Company to the Corporation are paid off or on the satisfaction of the liability of the Company arising out of the guarantee furnished by the Corporation.

The Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, and of the Meeting of the Committee of which the Nominee Director/s is/are member/s.

The Corporation shall also be entitled to receive all such notices. The Company shall pay to the Nominee Director/s sitting fees and expenses to which the other Director/s of the Company are entitled, but if any other fee, commission, monies or remuneration in any form is payable to the Director/s of the Company, the fee, commission, monies and remuneration in relation to such Nominee Director/s shall accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation. Any expenses that may be incurred by the Corporation or such Nominee Director/s in connection with their appointment to Directorship shall also be paid or reimbursed by the Company to the Corporation or, as the case may be, to such Nominee Director/s.

Provided that if any such Nominee Director/s is an officer of the Corporation, the sitting fees, in relation to such Nominee Director/s shall so accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation.

**c.** The Corporation may at any time and from time to time remove any such Corporation Director appointed by it and may at the time of such removal and also in the case of death or resignation of the person so appointed, at any time appoint any other person as a Corporation Director in his place. Such appointment or removal shall be made in writing signed by the Chairman or Joint Chairman of the Corporation or any person and shall be delivered to the Company at its Registered office. It is clarified that every Corporation entitled to appoint a Director under this Article may appoint such number of persons as Directors as may be authorised by the Directors of the Company, subject to Section 152 of the Act and so that the number does not exceed 1/3 of the maximum fixed under Article 93.

**Disclosure of interest of Directors**

**105**. **a.** Subject to the provisions of the Act, the Directors shall not be disqualified by reason of their office as such from contracting with the Company either as vendor, purchaser, lender, agent, broker, or otherwise, nor shall any such contract or any contract or arrangement entered into by on behalf of the Company with any Director or with any company or partnership of or in which any Director shall be a member or otherwise interested be avoided nor shall any Director so contracting or being such member or so interested be liable to account to the Company for any profit realised by such contract or arrangement by reason only of such Director holding that office or of the fiduciary relation thereby established but the nature of the interest must be disclosed by the Director at the meeting of the Board at which the contract or arrangements is determined or if the interest then exists in any other case, at the first meeting of the Board after the acquisition of the interest.

Provided nevertheless that no Director shall vote as a Director in respect of any contract or arrangement in which he is so interested as aforesaid or take part in the proceedings thereat and he shall not be counted for the purpose of ascertaining whether there is quorum of Directors present. This provision shall not apply to any contract by or on behalf of the Company to indemnify the Directors or any of them against any loss they may suffer by becoming or being sureties for the Company.

**b**. A Director may be or become a Director of any company promoted by this Company or in which this Company may be interested as vendor, shareholder or otherwise and no such Director shall be accountable to the Company for any benefits received as a Director or member of such company.

**Rights of Directors**

**106**. Except as otherwise provided by these Articles and subject to the provisions of the Act, all the Directors of the Company shall have in all matters equal rights and privileges, and be subject to equal obligations and duties in respect of the affairs of the Company.

**Directors to comply with Section 184**

**107**. Notwithstanding anything contained in these presents, any Director contracting with the Company shall comply with the provisions of Section 184 of the Companies Act, 2013.

**Directors power of contract with Company**

**108**. Subject to the limitations prescribed in the Companies Act, 2013, the Directors shall be entitled to contract with the Company and no Director shall be disqualified by having contracted with the Company as aforesaid.

## ROTATION OF DIRECTORS

**Rotation and retirement of Directors**

**109**. At every annual meeting, one-third of the Directors shall retire by rotation in accordance with provisions of Section 152 of the Act.

**Retiring Directors eligible for re-election**

**110**. A retiring Director shall be eligible for re-election and the Company at the General Meeting at which a Director retires in the manner aforesaid may fill up vacated office by electing a person thereto.

**Which Directors to retire**

**111**. The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who become Directors on the same day, those to retire shall, unless they otherwise agree among themselves, be determined by lot.

**Retiring Directors to remain in office till successors are appointed**

**112**. Subject to Section 152 of the Act, if at any meeting at which an election of Directors ought to take place, the place of the vacating or deceased Directors is not filled up and the meeting has not expressly resolved not to fill up or appoint the vacancy, the meeting shall stand adjourned till the same day in the next week at the same time and place, or if that day is a national holiday, till the next succeeding day which is not a holiday at the same time, place, and if at the adjourned meeting the place of vacating Directors is not filled up and the meeting has also not expressly resolved not to fill up the vacancy, then the vacating Directors or such of them as have not had their places filled up shall be deemed to have been reappointed at the adjourned meeting.

**Power of General Meeting to increase or reduce number of Directors**

**113**. Subject to the provisions of Sections 149, 151 and 152 the Company in General Meeting may increase or reduce the number of Directors subject to the limits set out in Article 93 and may also determine in what rotation the increased or reduced number is to retire.

**Power to remove Directors by ordinary resolution**

**114**. Subject to provisions of Section 169 the Company, by Ordinary Resolution, may at any time remove any Director except Government Directors before the expiry of his period of office, and may by Ordinary Resolution appoint another person in his place. The person so appointed shall hold office until the date upto which his predecessor would have held office if he had not been removed as aforementioned. A Director so removed from office shall not be re-appointed as a Director by the Board of Directors. Special Notice shall be required of any resolution to remove a Director under this Article, or to appoint somebody instead of the Director at the meeting at which he is removed.

**Rights of persons other than retiring Directors to stand for Directorships**

**115**. Subject to the provisions of Section 160 of the Act, a person not being a retiring Director shall be eligible for appointment to the office of a Director at any general meeting if he or some other member intending to propose him as a Director has not less than fourteen days before the meeting, left at the office of the Company a notice in writing under his hand signifying his candidature for the office of the Director, or the intention of such member to propose him as a candidate for that office, as the case may be "along with a deposit of such sum as may be prescribed by the Act or the Central Government from time to time which shall be refunded to such person or as the case may be, to such member, if the person succeeds in getting elected as a Director or gets more than 25% of total valid votes cast either on show of hands or electronicaly or on poll on such resolution".

**Register of Directors and KMP and their shareholding**

**116**. The Company shall keep at its Registered Office a register containing the addresses and occupation and the other particulars as required by Section 170 of the Act of its Directors and Key Managerial Personnel and shall send to the Registrar of Companies returns as required by the Act.

**Business to be carried on**

**117**. The business of the Company shall be carried on by the Board of Directors.

**Meeting of the Board**

**118**. The Board may meet for the dispatch of business, adjourn and otherwise regulate its meetings, as it thinks fit, provided that a meeting of the Board shall be held at least once in every one hundred and twenty days; and at least four such meetings shall be held in every year.

**Director may summon meeting**

**119**. A Director may at any time request the Secretary to convene a meeting of the Directors and seven days notice of meeting of directors shall be given to every director and such notice shall be sent by hand delivery or by post or by electronic means.

**Question how decided**

**120**. **a.** Save as otherwise expressly provided in the Act, a meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the regulations of the Company for the time being vested in or exercisable by the Directors generally and all questions arising at any meeting of the Board shall be decided by a majority of the Board.

**b.** In case of an equality of votes, the Chairman shall have a second or casting vote in addition to his vote as a Director.

**Right of continuing Directors when there is no quorum**

**121**. The continuing Directors may act notwithstanding any vacancy in the Board, but if and as long as their number if reduced below three, the continuing Directors or Director may act for the purpose of increasing the number of Directors to three or for summoning a General Meeting of the Company and for no other purpose.

**Quorum**

**122**. The quorum for a meeting of the Board shall be one third of its total strength (any fraction contained in that onethird being rounded off as one) or two Directors whichever is higher; provided that where at any time the number of interested Directors is equal to or exceeds two-thirds of the total strength, the number of the remaining Directors, that is to say, the number of Directors who are not interested present at the meeting being not less than two shall be the quorum during such time. The total strength of the Board shall mean the number of Directors actually holding office as Directors on the date of the resolution or meeting, that is to say, the total strength of the Board after deducting therefrom the number of Directors, if any, whose places are vacant at the time.

**Election of Chairman to the Board**

**123**. If no person has been appointed as Chairman or Vice Chairman under Article 98(a) or if at any meeting, the Chairman or Vice Chairman of the Board 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 the Chairman of the meeting.

**Chairman Emeritus**

**123** A.

**(1)** The Board shall be entitled to appoint any person who has rendered significant or distinguished services to the Company or to the industry to which the Company's business relates or in the public field, as the Chairman Emeritus of the Company.

**(2)** The Chairman Emeritus shall hold office until he resigns his office or a special resolution to that effect is passed by the members in a general meeting.

**(3)** The Chairman Emeritus may attend any meetings of the Board or Committee thereof but shall not have any right to vote and shall not be deemed to be a party to any decision of the Board or Committee thereof.

**(4)** The Chairman Emeritus shall not be deemed to be a director for any purposes of the Act or any other statute or rules made there under or these Articles including for the purpose of determining the maximum number of Directors which the Company can appoint.

**(5)** The Board may decide to make any payment in any manner for any services rendered by the Chairman Emeritus to the Company.

**(6)** If at any time the Chairman Emeritus is appointed as a Director of the Company, he may, at his discretion, retain the title of the Chairman Emeritus."

**Power to appoint Committees and to delegate**

**124**. **a.** The Board may, from time to time, and at any time and in compliance with provisions of the act and listing agreement constitute one or more Committees of the Board consisting of such member or members of its body, as the Board may think fit.

**Delegation of powers**

**b.** Subject to the provisions of Section 179 the Board may delegate from time to time and at any time to any Committee so appointed all or any of the powers, authorities and discretions for the time being vested in the Board and such delegation may be made on such terms and subject to such conditions as the Board may think fit and subject to provisions of the act and listing agreement.

**c.** The Board may from, time to time, revoke, add to or vary any powers, authorities and discretions so delegated subject to provisions of the act and listing agreement.

**Proceedings of Committee**

**125**. The meeting and proceedings of any such Committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto, and not superseded by any regulations made by the Directors under the last proceeding Article.

**Election of Chairman of the Committee**

**126**. **a.** The Chairman or the Vice Chairman shall be the Chairman of its meetings, if either is not available or if at any meeting either is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.

**b.** The quorum of a Committee may be fixed by the Board and until so fixed, if the Committee is of a single member or two members, the quorum shall be one and if more than two members, it shall be two.

**Question how determined**

**127**. **a.** A Committee may meet and adjourn as it thinks proper.

**b.** Questions arising at any meeting of a Committee shall be determined by the sole member of the Committee or by a majority of votes of the members present as the case may be and in case of an equality of votes, the Chairman shall have a second or casting vote in addition to his vote as a member of the Committee.

**Acts done by Board or Committee valid, notwithstanding defective appointment, etc.**

**128**. All acts done by any meeting of the Board or a Committee thereof, or by any person acting as a Director shall, not withstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such Directors or any person acting as aforesaid, or that any of them was disqualified, be as valid as if every such Director and such person had been duly appointed and was qualified to be a Director.

**Resolution by circulation**

**129**. Save as otherwise expressly provided in the Act, a resolution in writing circulated in draft together with necessary papers, if any, to all the members of the Committee then in India (not being less in number than the quorum fixed for the meeting of the Board or the Committee as the case may) and to all other Directors or members at their usual address in India or by a majority of such of them as are entitled to vote on the resolution shall be valid and effectual as if it had been a resolution duly passed at a meeting of the Board or Committee duly convened and held.

## POWERS AND DUTIES OF DIRECTORS

**General powers of Company vested in Directors**

**130**. The business of the Company shall be managed by the Directors who may exercise all such powers of the Company as are not, by the act or any statutory modification thereof for the time being in force, or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to any regulation of these Articles, to the provisions of the said Act, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting, shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

**Attorney of the Company**

**131**. The Board may appoint at any time and from time to time by a power of attorney under the signature of two Directors and the Company Secretary of the Company, any person to be the Attorney of the Company for such purposes and with such powers, authorities and discretions not exceeding those vested in or exercisable by the Board under these Articles and for such period and subject to such conditions as the Board may from time to time think fit and any such appointment, may, if the Board thinks fit, be made in favour of the members, or any of the members of any firm or company, or the members, Directors, nominees or managers of any firm or company or otherwise in favour of any body or persons whether nominated directly or indirectly by the Board and any such power of attorney may contain such provisions for the protection or convenience of persons dealing with such attorney as the Board may think fit.

**Power to authorise subdelegation**

**132**. The Board may authorise any such delegate or attorney as aforesaid to sub-delegate all or any of the powers and authorities for the time being vested in him.

**Directors' duty to comply with the provisions of the Act**

**133**. The Board shall duly comply with the provisions of the Act and in particular with the provisions in regard to the registration of the particulars of mortgages and charges affecting the property of the Company or created by it, and keep a register of the Directors, and send to the Registrar an annual list of members and a summary of particulars relating thereto, and notice of any consolidation or increase of share

capital and copies of special resolutions, and such other resolutions and agreements required to be filed under Section 117 of the Act and a copy of the Register of Directors and notifications of any change therein.

**Special power of Directors**

**134**. In furtherance of and without prejudice to the general powers conferred by or implied in Article 130 and other powers conferred by these Articles, and subject to the provisions of Sections 179 and 180 of the Act, that may become applicable, it is hereby expressly declared that it shall be lawful for the Directors to carry out all or any of the objects set forth in the Memorandum of Association and to the following things.

**To acquire and dispose of property and rights**

**135**. **a**. To purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorised to acquire at such price and generally on such terms and conditions as they think fit and to sell, let, exchange, or otherwise dispose of the property, privileges and undertakings of the Company upon such terms and conditions and for such consideration as they may think fit.

**To pay for property in debentures, etc.**

**b**. At their discretion to pay for any property, rights and privileges acquired by or services rendered to the Company, either wholly or partially, in cash or in shares, bonds, debentures or other securities of the Company and any such shares may be issued either as fully paid-up or with such amount credited as paid-up, the sum as may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.

**To secure contracts by mortgages**

**c.** To secure the fulfillment of any contracts or agreements entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being or in such other manner as they think fit.

**To appoint officers, etc.**

**d.** To appoint and at their discretion remove, or suspend such agents, secretaries, officers, clerks and servants for permanent, temporary or special services as they may from time to time think fit and to determine their powers and duties and fix their powers and duties and fix their salaries or emoluments and to the required security in such instances and to such amount as they think fit.

**e.** To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payments or satisfaction of any dues and of any claims or demands by or against the Company.

**To refer to arbitration**

**f.** To refer to, any claims or demands by or against the Company to arbitration and observe and perform the awards.

**To give receipt**

**g.** To make and give receipts, releases and other discharges for money payable to the Company and of the claims and demands of the Company.

**To act in matters of bankrupts and insolvents**

**h**. To act on behalf of the Company in all matters relating to bankrupts and insolvents.

**To give security by way of indemnity**

**i.** To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability for the benefit of the Company such mortgages of the Company's property (present and future) as they think fit and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed upon.

**To give commission**

**j.** To give any person employed by the Company a commission on the profits of any particular business or transaction or a share in the general profits of the Company.

**To make contracts etc.**

**k.** To enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Company as they consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company.

**To make bye-laws**

**l**. From time to time, make, vary and repeal bye-laws for the regulations of the business for the Company, its officers and servants.

**To set aside profits for provided fund**

**m**. Before recommending any dividends, to set-aside portions of the profits of the Company to form a fund to provide for such pensions, gratuities or compensations; or to create any provident fund or benefit fund in such or any other manner as the Directors may deem fit.

**To make and alter rules**

**n**. To make and alter rules and regulations concerning the time and manner of payments of the contributions of the employees and the Company respectively to any such fund and accrual, employment, suspension and forfeiture of the benefits of the said fund and the application and disposal thereof and otherwise in relation to the working and management of the said fund as the Directors shall from time to time think fit.

**o**. And generally, at their absolute discretion, to do and perform every act and thing which they may consider necessary or expedient for the purpose of carrying on the business of the Company, excepting such acts and things as by Memorandum of Association of the Company or by these presents may stand prohibited.

**Managing Director**

**136**. a. Subject to the provisions of Section 196 ,197, 2(94), 203 of the Act, the following provisions shall apply:

b. The Board of Directors may appoint or re-appoint one or more of their body, not exceeding two, to be the Managing Director or Managing Directors of the Company for such period not exceeding 5 years as it may deem fit, subject to such approval of the Central Government as may be necessary in that behalf.

c. The remuneration payable to a Managing Director shall be determined by the Board of Directors subject to the sanction of the Company in General Meeting and of the Central Government, if required.

d. If at any time there are more than one Managing Director, each of the said Managing Directors may exercise individually all the powers and perform all the duties that a single Managing Director may be empowered to exercise or required to perform under the Companies Act or by these presents or by any Resolution of the Board of Directors and subject also to such restrictions or conditions as the Board may from time to time impose.

e. The Board of Directors may at any time and from time to time designate any Managing Director as Deputy Managing Director or Joint Managing Director or by such other designation as it deems fit.

f. Subject to the supervision, control and directions of the Board of Directors, the Managing Director/Managing Directors shall have the management of the whole of the business of the Company and of all its affairs and shall exercise all powers and perform all duties and in relation to the management of the affairs, except such powers and such duties as are required by Law or by these presents to be exercised or done by the Company in General Meeting or by the Board and also subject to such conditions and restrictions imposed by the Act or by these presents or by the Board of Directors. Without prejudice to the generality of the foregoing, the Managing Director/Managing Directors shall exercise all powers set out in Article 135 above except those which are by law or by these presents or by any resolution of the Board required to be exercised by the Board or by the Company in General Meeting.

**Whole-time Director**

**137**. **1.** Subject to the provisions of the Act and subject to the approval of the Central Government, if any, required in that behalf, the Board may appoint one or more of its body, as Whole-time Director or Whole time Directors on such designation and on such terms and conditions as it may deem fit. The Whole-time Directors shall perform such duties and exercise such powers as the Board may from time to time determine which shall exercise all such powers and perform all such duties subject to the control, supervision and directions of the Board and subject thereto the supervision and directions of the Managing Director. The remuneration payable to the Whole-time Directors shall be determined by the Company in General Meeting, subject to the approval of the Central Government, if any, required in that behalf.

**2**. A Whole-time Director shall (subject to the provisions of any contract between him and the Company) be subject to the same provisions as to resignation and removal as the other Directors, and he shall, ipso facto and immediately, cease to be Whole-time Director, if he ceases to hold the Office of Director from any cause except where he retires by rotation in accordance with the Articles at an Annual General Meeting and is re-elected as a Director at that Meeting.

**Secretary**

**138**. The Board shall have power to appoint a Secretary a person fit in its opinion for the said office, for such period and on such terms and conditions as regards remuneration and otherwise as it may determine. The Secretary shall have such powers and duties as may, from time to time, be delegated or entrusted to him by the Board.

**Powers as to commencement of business**

**139**. Subject to the provisions of the Act, any branch or kind of business which by the Memorandum of Association of the Company or these presents is expressly or by implication authorised to be undertaken by the Company, may be undertaken by the Board at such time or times as it shall think fit and further may be suffered by it to be in abeyance whether such branch or kind of business may have been actually commenced or not so long as the Board may deem it expedient not to commence or proceed with such branch or kind of business.

**Delegation of power**

**140**. Subject to Section 179 the Board may delegate all or any of its powers to any Director, jointly or severally or to any one Director at its discretion or to the Executive Director.

## BORROWING

**Borrowing Powers**

**141**. a. The Board may, from time to time, raise any money or any moneys or sums of money for the purpose of the Company; provided that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not, without the sanction of the Company at a General Meeting, exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set-apart for any specific purpose and in particular but subject to the provisions of Section 179 of the Act, the Board may, from time to time, at its discretion raise or borrow or secure the payment of any such sum or sums of money for the purpose of the Company, by the issue of debentures to members, perpetual or otherwise including debentures convertible into shares of this or any other company or perpetual annuities in security of any such money so borrowed, raised or received, mortgage, pledge or charge, the whole or any part of the property, assets, or revenue of the Company, present or future, including its uncalled capital by special assignment or otherwise or transfer or convey the same absolutely or entrust and give the lenders powers of sale and other powers as may be expedient and purchase, redeem or pay off any such security.

Provided that every resolution passed by the Company in General Meeting in relation to the exercise of the power to borrow as stated above shall specify the total amount upto which moneys may be borrowed by the Board of Directors, provided that subject to the provisions of clause next above, the Board may, from time to time, at its discretion, raise or borrow or secure the repayment of any sum or sums of money for the purpose of the Company as such time and in such manner and upon such terms and conditions in all respects as it thinks fit and in particular, by promissory notes or by opening current accounts, or by receiving deposits and advances, with or without security or by the issue of bonds, perpetual or redeemable debentures or debenture stock of the Company charged upon all or any part of the property of the Company (both present and future) including its uncalled capital for the time being or by mortgaging or charging or pledging any land, building, bond or other property and security of the Company or by such other means as them may seem expedient.

**Assignment of debentures**

**142**. Such debentures, debenture stock, bonds or other securities may be made assignable, free from any equities between the Company and the person to whom the same may be issued.

**Terms of debenture issue**

**143**. a. Any such debenture, debenture stock, bond or other security may be issued at a discount, premium or otherwise, and with any special privilege as the redemption, surrender, drawing, allotment of shares of the Company, or otherwise, provided that debentures with the right to allotment or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.

b. Any trust deed for securing of any debenture or debenture stock and or any mortgage deed and/or other bond for securing payment of moneys borrowed by or due by the Company and/or any contract or any agreement made by the Company with any person, firm, body corporate, Government or authority who may render or agree to render any financial assistance to the Company by way of loans advanced or by guaranteeing of any loan borrowed or other obligations of the Company or by subscription to the share capital of the Company or provide assistance in any other manner may provide for the appointment from time to time, by any such mortgagee, lender, trustee of or holders of debentures or contracting party as aforesaid, of one or more persons to be a Director or Directors of the Company. Such trust deed, mortgage deed, bond or contract may provide that the person appointing a Director as aforesaid may, from time to time, remove any Director so appointed by him and appoint any other person in his place and provide for filling up of any casual vacancy created by such person vacating office as such Director. Such power shall determine and terminate on the discharge or repayment of the respective mortgage, loan or debt or debenture or on the termination of such contract and any person so appointed as Director under mortgage or bond or debenture trust deed or under such contract shall cease to hold office as such Director on the discharge of the same. Such appointment and provision in such document as aforesaid shall be valid and effective as if contained in these presents.

c. The Director or Directors so appointed by or under a mortgage deed or other bond or contract as aforesaid shall be called a Mortgage Director or Mortgage Directors and the Director if appointed as aforesaid under the provisions of a debenture trust deed shall be called "Debenture Director". The words "Mortgage" or "Debenture Director" shall mean the Mortgage Director for the time being in office. The Mortgage Director or Debenture Director shall not be required to hold any qualification shares and shall not be liable to retire by rotation or to be removed from office by the Company. Such mortgage deed or bond or trust deed or contract may contain such auxiliary provision as may be arranged between the Company and mortgagee lender, the trustee or contracting party, as the case may be, and all such provisions shall have effect notwithstanding any of the other provisions herein contained but subject to the provisions of the Act.

d. The Directors appointed as Mortgage Director or Debenture Director or Corporate Director under the Article shall be deemed to be ex-officio Directors.

e. The total number of ex-officio Directors, if any, so appointed under this Article together with the other ex-officio Directors, if any, appointment under any other provisions of these presents shall not at any time exceed one-third of the whole number of Directors for the time being.

**Charge on uncalled capital**

**144**. Any uncalled capital of the Company may be included in or charged by mortgage or other security.

**Subsequent assignees of uncalled capital**

**145**. Where any uncalled capital of the Company is charged, all persons taking any subsequent charge thereon shall take the same subject such prior charge, and shall not be entitled, by notice to the shareholder or otherwise, to obtain priority over such prior charge.

**Charge in favour of Director of indemnity**

**146**. If the Directors or any of them or any other person shall become personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or other person so becoming liable as aforesaid from any loss in respect of such liability.

**Powers to be exercised by Board only at meeting**

**147**. a. Subject to the provisions of the Act, the Board shall exercise the following powers on behalf of the Company and the said power shall be exercised only by resolution passed at the meetings of the Board.

(*a*) to make calls on shareholders in respect of money unpaid on their shares;

(*b*) to authorise buy-back of securities under section 68;

(*c*) to issue securities, including debentures, whether in or outside India;

(*d*) to borrow monies;

(*e*) to invest the funds of the company;

(*f*) to grant loans or give guarantee or provide security in respect of loans;

(*g*) to approve financial statement and the Board's report;

(*h*) to diversify the business of the company;

(*i*) to approve amalgamation, merger or reconstruction;

(*j*) to take over a company or acquire a controlling or substantial stake in another company;

(k) to make political contributions;

(l) to appoint or remove key managerial personnel (KMP);

(m) to take note of appointment(s) or removal(s) of one level below the Key Management Personnel;

(n) to appoint internal auditors and secretarial auditor;

(o) to take note of the disclosure of director's interest and shareholding;

(p) to buy, sell investments held by the company (other than trade investments), constituting five percent or more of the paid up share capital and free reserves of the investee company;

(q) to invite or accept or renew public deposits and related matters;

(r) to review or change the terms and conditions of public deposit;

(s) to approve quarterly, half yearly and annual financial statements or financial results as the case may be.

(t) such other business as may be prescribed by the Act.

b. The Board may by a meeting delegate to any Committee of the Board or to the Managing Director the powers specified in Sub-clauses, d, e and f above.

c. Every resolution delegating the power set out in Sub-clause d shall specify the total amount outstanding at any one time up to which moneys may be borrowed by the said delegate.

d. Every resolution delegating the power referred to in Sub-clause e shall specify the total amount upto which the funds may be invested and the nature of investments which may be made by the delegate.

e. Every resolution delegating the power referred to in Sub-clause f above shall specify the total amount upto which loans may be made by the delegate, the purposes for which the loans may be made, and the maximum amount of loans that may be made for each such purpose in individual cases.

**Register of mortgage to be kept**

**148**. The Directors shall cause a proper register and charge creation documents to be kept in accordance with the provisions of the Companies Act, 2013 for all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the said Act, in regard to the registration of mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the said Act, in regard to the registration of mortgages and charges therein specified and otherwise and shall also duly comply with the requirements of the said Act as to keeping a copy of every instrument creating any mortgage or charge by the Company at the office.

**Register of holders of debentures**

**149**. Every register of holders of debentures of the Company may be closed for any period not exceeding on the whole forty five days in any year, and not exceeding thirty days at any one time. Subject as the aforesaid, every such register shall be open to the inspection of registered holders of any such debenture and of any member but the Company may in General Meeting impose any reasonable restriction so that at least two hours in every day, when such register is open, are appointed for inspection.

**Inspection of copies of and Register of Mortgages**

**150**. The Company shall comply with the provisions of the Companies Act, 2013, as to allow inspection of copies kept at the Registered Office in pursuance of the said Act, and as to allowing inspection of the Register of charges to be kept at the office in pursuance of the said Act.

**Supplying copies of register of holder of debentures**

**151**. The Company shall comply with the provisions of the Companies Act, 2013, as to supplying copies of any register of holders of debentures or any trust deed for securing any issue of debentures.

**Right of holders of debentures as to Financial Statements**

**152**. Holders of debentures and any person from whom the Company has accepted any sum of money by way of deposit, shall on demand, be entitled to be furnished, free of cost, or for such sum as may be prescribed by the Government from time to time, with a copy of the Financial Statements of the Company and other reports attached or appended thereto.

**Minutes**

**153**. a. The Company shall comply with the requirements of Section 118 of the Act, in respect of the keeping of the minutes of all proceedings of every General Meeting and every meeting of the Board or any Committee of the Board.

b. The Chairman of the meeting shall exclude at his absolute discretion such of the matters as are or could reasonably be regarded as defamatory of any person irrelevant or immaterial to the proceedings or detrimental to the interests of the Company.

**Managing Director's power to be exercised severally**

**154**. All the powers conferred on the Managing Director by these presents, or otherwise may, subject to any directions to the contrary by the Board of Directors, be exercised by any of them severally.

## MANAGER

**Manager**

**155**. Subject to the provisions of the Act, the Directors may appoint any person as Manager for such term not exceeding five years at a time at such remuneration and upon such conditions as they may think fit and any Manager so appointed may be removed by the Board.

## DIVIDENDS AND RESERVES

**Rights to Dividend**

**156**. The profits of the Company, subject to any special rights relating thereto created or authorised to be created by these presents and subject to the provisions of these presents as to the Reserve Fund, shall be divisible among the equity shareholders.

**Declaration of Dividends**

**157**. The Company in General Meeting may declare dividends but no dividend shall exceed the amount recommended by the Board.

**What to be deemed net profits**

**158**. The declarations of the Directors as to the amount of the net profits of the Company shall be conclusive.

**Interim Dividend**

**159**. The Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the Company.

**Dividends to be paid out of profits only**

**160**. No dividend shall be payable except out of the profits of the year or any other undistributed profits except as provided by Section 123 of the Act.

**Reserve Funds**

**163**. a. The Board may, before recommending any dividends, set aside out of the profits of the Company such sums as it thinks proper as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising 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.

b. The Board may also carry forward any profits which it may think prudent not to divide without setting them aside as Reserve.

**Method of payment of dividend**

**164**. a. Subject to the rights of persons, if any, entitled to share 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.

b. No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of these regulations as paid on the share.

c. 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 dividends as from a particular date, such shares shall rank for dividend accordingly.

**Deduction of arrears**

**165**. 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 in relation to the shares of the Company or otherwise.

**Adjustment of dividend against call**

**166**. Any General Meeting declaring a dividend or bonus may make a call on the members of such amounts as the meeting fixes, but so that the call on each member shall not exceed the dividend payable to him and so that the call be made payable at the same time as the dividend and the dividend may, if so arranged between the Company and themselves, be set off against the call.

**Payment by cheque or warrant**

167. a. Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through post directly to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named in the Register of Members or to such person and to such address of the holder as the joint holders may in writing direct.

b. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

c. Every dividend or warrant or cheque shall be posted within thirty days from the date of declaration of the dividends.

**Retention in certain cases**

168. The Directors may retain the dividends payable upon shares in respect of which any person is under the transmission clause entitled to become a member in respect thereof or shall duly transfer the same.

**Receipt of joint holders**

(A) Where any instrument of transfer of shares has been delivered to the Company for registration on holders, the Transfer of such shares and the same has not been registered by the Company, it shall, and notwithstanding anything contained in any other provision of the Act:

a) transfer the dividend in relation to such shares to the Special Account referred to in Sections 123 and 124 of the Act, unless the Company is authorised by the registered holder, of such shares in writing to pay such dividend to the transferee specified in such instrument of transfer, and

b) Keep in abeyance in relation to such shares any offer of rights shares under Clause(a) of Sub-section (1) of Section 62 of the Act, and any issue of fully paid-up bonus shares in pursuance of Sub-section (3) of Section 123 of the Act".

**Deduction of arrears**

169. Any one of two of the joint holders of a share may give effectual receipt for any dividend, bonus, or other money payable in respect of such share.

**Notice of Dividends**

170. Notice of any dividend that may have been declared shall be given to the person entitled to share therein in the manner mentioned in the Act.

**Dividend not to bear interest**

171. No dividend shall bear interest against the Company.

**Unclaimed Dividend**

172. No unclaimed dividends shall be forfeited. Unclaimed dividends shall be dealt with in accordance to the provisions of Sections 123 and 124 of the Companies Act, 2013.

**Transfer of share not to pass prior Dividend**

173. Any transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.

## CAPITALISATION OF PROFITS

**Capitalisation of Profits**

174. a. The Company in General Meeting, may on the recommendation of the Board, resolve:

1. that the whole or any part of any amount standing to the credit of the Share Premium Account or the Capital Redemption Reserve Fund or any money, investment or other asset forming part of the undivided profits, including profits or surplus moneys arising from the realisation and (where permitted by law) from the appreciation in value of any Capital assets of the Company standing to the credit of the General Reserve, Reserve or any Reserve Fund or any amounts standing to the credit of the Profit and Loss Account or any other fund of the Company or in the hands of the Company and available for the distribution as dividend capitalised; and
2. that such sum be accordingly set free for distribution in the manner specified in Sub-clause (2) amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportion.

b. The sum aforesaid shall not be paid in cash but shall be applied, subject to the provisions contained in Subclause (3) either in or towards:

1. paying up any amount for the time being unpaid on any share held by such members respectively;
2. paying up in full unissued shares of the Company to be allotted and distributed and credited as fully paid-up to and amongst such members in the proportion aforesaid; or
3. partly in the way specified in Sub-clause (i) and partly in that specified in Sub-clause (ii).

c. A share premium account and a capital redemption reserve account may for the purpose of this regulation be applied only in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.

d. The Board shall give effect to resolutions passed by the Company in pursuance of this Article.

**Powers of Directors for declaration of Bonus**

175. a. Whenever such a resolution as aforesaid shall have been passed, the Board shall:

1. make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issue or fully paid shares if any; and
2. generally do all acts and things required to give effect thereto.

b. The Board shall have full power:

1. to make such provision by the issue of fractional certificates or by payments in cash or otherwise as it thinks fit in the case of shares becoming distributable in fractions and also;
2. to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the Company providing for the allotment to them respectively credited as fully paid-up of any further shares to which they may be entitled upon such capitalisation, or (as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised of the amounts or any part of the amounts remaining unpaid on the existing shares.

c. Any agreement made under such authority shall be effective and binding on all such members.

## ACCOUNTS

**Books of account to be kept**

176. a. The Board shall cause proper books of accounts to be kept in respect of all sums of money received and expanded by the Company and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by the Company, and of the assets and liabilities of the Company.

b. All the aforesaid books shall give a fair and true view of the affairs of the Company or of its branch as the case may be, with respect to the matters aforesaid, and explain in transactions.

c. The books of accounts shall be open to inspection by any Director during business hours.

**Where books of account to be kept**

177. The books of account shall be kept at the Registered Office or at such other place as the Board thinks fit.

**Inspection by members**

178. The Board shall, from time to time, determine whether and to what extent and at what time and under what conditions or regulations the accounts and books and documents of the Company or any of them shall be open to the inspection of the members and no member (not being a Director) shall have any right of inspection any account or book or document of the Company except as conferred by statute or authorised by the Board or by a resolution of the Company in General Meeting.

**Statement of account to be furnished to General Meeting**

179. The Board shall lay before such Annual General Meeting , financial statements made up as at the end of the financial year which shall be a date which shall not precede the day of the meeting by more than six months or such extension of time as shall have been granted by the Registrar under the provisions of the Act.

**Financial Statements**

180. Subject to the provisions of Section 129, 133 of the Act, every financial statements of the Company shall be in the forms set out in Parts I and II respectively of Schedule III of the Act, or as near thereto as circumstances admit.

**Authentication of Financial Statements**

181. a. Subject to Section 134 of the Act, every financial statements of the Company shall be signed on behalf of the Board by not less than two Directors.

b. The financial statements shall be approved by the Board before they are signed on behalf of the Board in accordance with the provisions of this Article and before they are submitted to the Auditors for their report thereon.

**Auditors Report to be annexed**

182. The Auditor's Report shall be attached to the financial statements.

**Board's Report to be attached to Financial Statements**

183. a. Every financial statement laid before the Company in General Meeting shall have attached to it a report by the Board with respect to the state of the Company's affairs, the amounts, if any, which it proposes to carry to any reserve either in such Balance Sheet or in a subsequent Balance Sheet and the amount, if any, which it recommends to be paid by way of dividend.

b. The report shall, so far as it is material for the appreciation of the state of the Company's affairs by its members and will not in the Board's opinion be harmful to its business or that of any of its subsidiaries, deal with any change which has occurred during the financial year in the nature of the Company's business or that of the Company's subsidiaries and generally in the classes of business in which the Company has an interest and material changes and commitments, if any, affecting the financial position of the Company which has occurred between the end of the financial year of the Company to which the Balance Sheet relates and the date of the report.

c. The Board shall also give the fullest information and explanation in its report or in case falling under the provision of Section 134 of the Act in an addendum to that Report on every reservation, qualification or adverse remark contained in the Auditor's Report.

d. The Board's Report and addendum, if any, thereto shall be signed by its Chairman if he is authorised in that behalf by the Board; and where he is not authorised, shall be signed by such number of Directors as is required to sign the Financial Statements of the Company under Article 181.

e. The Board shall have the right to charge any person not being a Director with the duty of seeing that the provisions of Sub-clauses (a) to (e) of this Article are complied with.

**Right of member to copies of Financial Statements**

184. The Company shall comply with the requirements of Section 136.

## ANNUAL RETURNS

**Annual Returns**

185. The Company shall make the requisite annual return in accordance with Section 92 of the Act.

## AUDIT

**Accounts to be audited**

186. a. Every Financial Statement shall be audited by one or more Auditors to be appointed as hereinafter mentioned.

b. Subject to provisions of the Act, The Company at the Annual General Meeting shall appoint an Auditor or Firm of Auditors to hold office from the conclusion of that meeting until the conclusion of the fifth Annual General Meeting and shall, within seven days of the appointment, give intimation thereof to every Auditor so appointed unless he is a retiring Auditor.

c. At every Annual General Meeting, reappointment of such auditor shall be ratified by the shareholders.

d. Where at an Annual General Meeting no Auditors are appointed or reappointed, the Central Government may appoint a person to fill the vacancy.

e. The Company shall, within seven days of the Central Government's power under Sub-clause (d) becoming exercisable, give notice of that fact to that Government.

f. 1. The first Auditor or Auditors of the Company shall be appointed by the Board of Directors within one month of the date of registration of the Company and the Auditor or Auditors so appointed shall hold office until the conclusion of the first Annual General Meeting.

Provided that the Company may at a General Meeting remove any such Auditor or all or any of such Auditors and appoint in his or their places any other person or persons who have been nominated for appointment by any such member of the Company and of whose nomination notice has been given to the members of the Company, not less than 14 days before the date of the meeting; and

2. If the Board fails to exercise its power under this Sub-clause, the Company in General Meeting may appoint the first Auditor or Auditors.

g. The Directors may fill any casual vacancy in the office of an Auditor, but while any such vacancy continues, the remaining Auditor or Auditors, if any, may act, but where such a vacancy is caused by the resignation of an Auditor, the vacancy shall only be filled by the Company in General Meeting.

h. A person other than a retiring Auditor, shall not be capable of being appointed at an Annual General Meeting unless Special Notice of a resolution for appointment of that person to the office of Auditor has been given by a member to the Company not less than fourteen days before the meeting in accordance with Section 115 of the Act and the Company shall send a copy of any such notice to the retiring Auditor and shall give notice thereof to the members in accordance with Section 190 of the Act and all other provisions of Section140 of the Act shall apply in the matter. The provisions of this Sub-clause shall also apply to a resolution that retiring Auditor shall be reappointed.

i. The persons qualified for appointment as Auditors shall be only those referred to in Section 141 of the Act.

j. Subject to the provisions of Section 146 of the Act, the Auditor of the company shall attend general meetings of the company.

**Audit of Branch Offices**

187. The Company shall comply with the provisions of Section 143 of the Act in relation to the audit of the accounts of Branch Offices of the Company.

**Remuneration of Auditors**

188. The remuneration of the Auditors shall be fixed by the Company in General Meeting except that the remuneration of any Auditor appointed to fill and casual vacancy may be fixed by the Board.

**Rights and duties of Auditors**

189. a. Every Auditor of the Company shall have a right of access at all times to the books of accounts and vouchers of the Company and shall be entitled to require from the Directors and officers of the Company such information and explanations as may be necessary for the performance of his duties as Auditor.

b. All notices of, and other communications relating to any General Meeting of a Company which any member of the Company is entitled to have sent to him shall also be forwarded to the Auditor, and the Auditor shall be entitled to attend any General Meeting and to be heard at any General Meeting which he attends on any part of the business which concerns him as Auditor.

c. The Auditor shall make a report to the members of the Company on the accounts examined by him and on Financial statements and on every other document declared by this Act to be part of or annexed to the Financial statements, which are laid before the Company in General Meeting during his tenure of office, and the report shall state whether, in his opinion and to the best of his information and according to explanations given to him, the said accounts give the information required by this Act in the manner so required and give a true and fair view:

1. in the case of the Balance Sheet, of the state of affairs as at the end of the financial year and
2. in the case of the Statement of Profit and Loss, of the profit or loss for its financial year.

d. The Auditor's Report shall also state:

(a) whether he has sought and obtained all the information and explanations which to the best of his knowledge and belief were necessary for the purpose of his audit and if not, the details thereof and the effect of such information on the financial statements;

(b) whether, in his opinion, proper books of account as required by law have been kept by the company so far as appears from his examination of those books and proper returns adequate for the purposes of his audit have been received from branches not visited by him;

(c) whether the report on the accounts of any branch office of the company audited under sub-section (8) by a person other than the company's auditor has been sent to him under the proviso to that sub-section and the manner in which he has dealt with it in preparing his report;

(d) whether the company's balance sheet and profit and loss account dealt with in the report are in agreement with the books of account and returns;

(e) whether, in his opinion, the financial statements comply with the accounting standards;

(f) the observations or comments of the auditors on financial transactions or matters which have any adverse effect on the functioning of the company;

(g) whether any director is disqualified from being appointed as a director under sub-section (2) of section 164;

(h) any qualification, reservation or adverse remark relating to the maintenance of accounts and other matters connected therewith;

(i) whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls;

(j) whether the company has disclosed the impact, if any, of pending litigations on its financial position in its financial statement;

(k) whether the company has made provision, as required under any law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts;

(l) whether there has been any delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the company.

e. Where any of the matters referred to in Clauses (i) and (ii) of Sub-section (2) of Section 143 of the Act or in Clauses (a), (b) and (c) of Sub-section (3) of Section 143 of the Act or Sub-clause (4) (a) and (b) and (c) hereof is answered in the negative or with a qualification, the Auditor's Report shall state the reason for such answer.

f. The Auditor's Report shall be read before the Company in General Meeting and shall be open to inspection by any member of the Company.

**Accounts whether audited and approved to be conclusive**

190. Every account of the Company when audited and approved by a General Meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period, the accounts shall forthwith be corrected, and henceforth be conclusive.

**Service of documents on the Company**

191. A document may be served on the Company or any officer thereof by sending it to the Company or officer at the Registered Office of the Company by Registered Post, or by leaving it at the Registered Office or in electronic mode in accordance with the provisions of the act.

**How documents to be served to members**

192. a. A document (which expression for this purpose shall be deemed to included and shall include any summons, notice, requisition, process, order judgement or any other document in relation to or the winding up of the Company) may be served personally or by sending it by post to him to his registered address or in electronic mode in accordance with the provisions of the act., or (if he has no registered address in India) to the address, if any, within India supplied by him to the Company for the giving of notices to him.

b. All notices shall, with respect to any registered shares to which persons are entitled jointly, be given to whichever of such persons is named first in the Register, and notice so given shall be sufficient notice to all the holders of such shares.

c. Where a document is sent by post:

i. service thereof shall be deemed to be effected by properly addressing prepaying and posting a letter containing the notice, provided that where a member has intimated to the Company in advance that documents should be sent to him under a Certificate of Posting or by Registered Post with or without acknowledgment due and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the documents shall not be deemed to be effected unless it is sent in the manner intimated by the member, and such service shall be deemed to have been effected;

a. in the case of a notice of a meeting, at the expiration of forty eight hours after the letter containing the notice is posted, and

b. in any other case, at the time at which the letter should be delivered in the ordinary course of post.

**Members to notify address in India**

193. Each registered holder of share(s) shall, from time to time, notify in writing to the Company some place in India to be registered as his address and such registered place of address shall for all purposes be deemed to be his place of residence.

**Service on members having no registered address in India**

194. If a member has no registered address in India and has not supplied to the Company an address within India for the giving of notices to him, a document advertised in a newspaper circulating in the neighbourhood of the Registered Office of the Company shall be deemed to be duly served on him on the day on which the advertisement appears.

**Service on persons acquiring shares on death or insolvency of members**

195. A document may be served by the Company to the persons entitled to a share in consequence of the death or insolvency of a member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of deceased or assignees of the insolvent or by any like descriptions at the address, if any, in India supplied for the purpose by the persons claiming to be so entitled or (until such an address has been so supplied) by serving the document in any manner in which the same might have been served if the death or insolvency had not occurred.

**Notice valid though member deceased**

196. Any notice of document delivered or sent by post or left at the registered address of any member in pursuance of these presents shall, notwithstanding that such member by then deceased and whether or not the Company has notice of his decease, be deemed to have been duly served in respect of any registered share whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on his or on her heirs, executors or administrators, and all other persons, if any, jointly interested with him or her in any such share.

**Persons entitled to Notice of General Meeting**

197. Subject to the provisions of Section 101 the Act and these Articles, notice of General Meeting shall be given to;

(*a*) every member of the company, legal representative of any deceased member or the assignee of an insolvent member;

(*b*) the auditor or auditors of the company; and

(*c*) every director of the company.

Any accidental omission to give notice to, or the non-receipt of such notice by, any member or other person who is entitled to such notice for any meeting shall not invalidate the proceedings of the meeting.

**Advertisement**

198. a. Subject to the provisions of the Act, any document required to be served on or sent to the members, or any of them by the Company and not expressly provided for by these presents, shall be deemed to be duly served or sent if advertised in a newspaper circulating in the district where the Registered Office of the Company is situated.

b. Every person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such share which previously to his name and address being entered in the Register shall be duly given to the person from whom he derived his title to such share or stock.

**Transference, etc. bound by prior notices**

199. Every person, who by the operation of law, transfer, or other means whatsoever, shall become entitled to any share, shall be bound by every document in respect of such share which previously to his name and address being entered in the Register, shall have been duly served on or sent to the person from whom he derives his title to the share.

**How notice to be signed**

200. Any notice to be given by the Company shall be signed by the Managing Director or by such Director or officer as the Directors may appoint. The signature to any notice to be given by the Company may be written or printed or lithographed.

## AUTHENTICATION OF DOCUMENTS

**Authentication of document and proceeding**

201. Save as otherwise expressly provided in the Act or these Articles, a document or proceeding requiring authentication by the Company may be signed by a Director, or the Managing Director or an authorised officer of the Company and need not be under its seal.

## WINDING UP

**Winding up**

202. Subject to the provisions of the Act as to preferential payments, the assets of a Company shall, on its winding-up be applied in satisfaction of its liabilities pari-passu and, subject to such application, shall, unless the articles otherwise provide, be distributed among the members according to their rights and interests in the Company.

**Division of assets of the Company in specie among members**

203. If the Company shall be wound up, whether voluntarily or otherwise, the liquidators may, with the sanction of a Special Resolution, divide among the contributories, in specie or kind, and part of the assets of the Company and may, with the like sanction, vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories or any of them, as the liquidators with the like sanction shall think fit. In case any shares, to be divided as aforesaid involves a liability to calls or otherwise, any person entitled under such division to any of the said shares may, within ten days after the passing of the Special Resolution by notice in writing, direct the liquidators to sell his proportion and pay him the net proceeds, and the liquidators shall, if practicable, act accordingly.

## INDEMNITY AND RESPONSIBILITY

**Directors' and others' right to indemnity**

204. a. Subject to the provisions of Section 197 of the Act every Director, Manager, Secretary and other officer or employee of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors out of the funds of the Company to pay all costs, losses, and expenses (including travelling expenses) which Service of documents on the Company any such Director, officer or employee may incur or becomes liable to by reason of any contract entered into or act or deed done by him or any other way in the discharge of his duties, as such Director, officer or employee.

b. Subject as aforesaid, every Director, Manager, Secretary, or other officer/employee of the Company shall be indemnified against any liability, incurred by them or him in defending any proceeding whether civil or criminal in which judgement is given in their or his favour or in which he is acquitted or discharged or in connection with any application under Section 463 of the Act in which relief is given to him by the Court and without prejudice to the generality of the foregoing, it is hereby expressly declared that the Company shall pay and bear all fees and other expenses incurred or incurrable by or in respect of any Director for filing any return, paper or document with the Registrar of Companies, or complying with any of the provisions of the Act in respect of or by reason of his office as a Director or other officer of the Company.

205. Subject to the provisions of Section 197 of the Act, no Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer, or for joining in any receipt or other act for conformity for any loss or expenses happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for and on behalf of the Company, or for the insufficiency or deficiency of title to any property acquired by order of the Directors for and on behalf of the Company or for the insufficiency or deficiency of any money invested, or for any loss or damages arising from the bankruptcy, insolvency or tortuous act of any person, company or corporation with whom any moneys, securities or effects shall be entrusted or deposited or for any loss occasioned by any error of judgement or oversight on his part of for any loss or damage or misfortune whatever, which shall happen in the execution of the duties of his office or in relation thereto unless the same happens through his own act or default.

## SECRECY CLAUSE

206. a. No member shall be entitled to visit or inspect the Company's works without the permission of the Directors or Managing Director or to require discovery of or any information respecting any details of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process or which may relate to the conduct of the business of the Company and which, in the opinion of the Directors, will be inexpedient in the interests of the Company to communicate to the public.

b. Every Director, Managing Director, Manager, Secretary, Auditor, Trustee, Members of a Committee, Officers, 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, or at any time during his term of office sign a declaration pledging himself to observe strict secrecy respecting all transactions of the Company and the state of accounts and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of duties except when required so to do by the Board or by any General Meeting or by a Court of Law or by the persons to whom such matters relate and except so far as may be necessary, in order to comply with any of the provisions contained in these Articles.

## REGISTERS, INSPECTION AND COPIES THEREOF

**207**. a. Any Director or Member or person can inspect the statutory registers maintained by the company, which may be available for inspection of such Director or Member or person under provisions of the act by the company, provided he gives fifteen days notice to the company about his intention to do so.

b. Any, Director or Member or person can take copies of such registers of the company by paying Rs. 10 per page to the company. The company will take steps to provide the copies of registers to such person within Fifteen days of receipt of money.

## BUY-BACK OF SHARES

**208.** Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

## GENERAL AUTHORITY

**209**. Wherever in the applicable provisions under the Act, it has been provided that, any Company shall have any right, authority or that such Company could carry out any transaction only if the Company is authorised by its Articles, this regulation hereby authorises and empowers the Company to have such right, privilege or authority and to carry out such transaction as have been permitted by the Act without there being any specific regulation or clause in that behalf in this articles.

## SECTION X-OTHER INFORMATION

## MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company) which are or may be deemed material will be attached to the copy of the Prospectus which will be filed with the RoC. Copies of the contracts and documents for inspection referred to hereunder, may be inspected at our Registered Office located at Plot No. 19 Sector-58, Faridabad, Haryana, India, 121001 between 10 a.m. to 5 p.m. on all Working Days from date of the Prospectus until the Issue Closing Date. The copies of the contracts and documents for inspection referred to hereunder will be uploaded on the website of our Company at www.hgiautomotives.com and will be available for inspection from date of the Prospectus until the Issue Closing Date (except for such agreements executed after the Issue Closing Date).

**Material Contracts for the Issue**

1. Issue Agreement dated 4th September,2025 between our Company and the Lead Manager.

2. Registrar Agreement dated 07th August, 2025 between our Company and the Registrar to the Issue.

3. Escrow and Sponsor Bank Agreement dated [●] among our Company, the Lead Manager, the Banker to the Issue and the Registrar to the Issue.

4. Market Making Agreement dated [●] between our Company and the Lead Manager and Market Maker.

5. Underwriting Agreement dated [●] between our Company and Lead Manager and the Underwriter.

6. Tripartite agreement between the CDSL, our Company and the Registrar to the Issue dated 5th May, 2025.

7. Tripartite agreement between the NSDL, our Company and the Registrar to the Issue dated 5th May, 2025.

8. Monitoring Agency Agreement dated [●] between our Company and the Monitoring Agency

**Material Documents**

1. Certified true copies of the Memorandum and Articles of Association of our Company, as amended from time to time.

2. Copy of Certificate of Incorporation dated June 1, 1998 issued under the name HGI Automotives Private Limited, issued by Registrar of Companies, Delhi.

3. Copy of Fresh Certificate of Incorporation dated April 22, 2025 issued under the name HGI Automotives Limited, issued by Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies, Centralised Processing Centre pursuant to conversion.

4. Resolution of the Board of Directors dated July 08, 2025 authorizing the Issue.

5. Resolution of the Shareholders of our Company, passed at the Extra-Ordinary General Meeting held on July 10, 2025 authorizing the Issue.

6. Examination report for Restated Financial Statements dated July 12, 2025, from our Peer Review Auditor included in this Draft Prospectus.

7. The Statement of Possible Tax Benefits dated September 12, 2025, from our Peer Review Auditor included in this Draft Prospectus.

8. Copies of Annual Reports of the Company for the Financial year ended March 31, 2025, 2024 and 2023.

9. Consents of our Directors, Promoters, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor & Peer Review Auditor, Banker(s) to the Company, Lead Manager, Legal Advisor to the Issue, Registrar to the Issue, Banker to the Issue, Underwriter and Market Maker to act in their respective capacities.

10. Consent of the Peer Reviewed Statutory Auditors, M/s NGMKS & Associates, Chartered Accountants to include their name in this Draft Prospectus and as an "Expert" defined under Section 2(38) of the Companies Act, 2013, read with Section 26 of the Companies Act, 2013, in respect of the reports of the Peer Reviewed Auditors on the Restated Financial Statements dated September 12, 2025 included in this Draft Prospectus;

11. Certificate on KPI's issued by the Peer Review Auditor NGMKS & Associates, Chartered Accountants, by way of their certificate dated September 12,2025.

12. Industry report entitled "Industry Report on Machine Components Used in the Automotive Industry" dated September 26, 2025 commissioned and paid for by our Company, issued by D&B India.

13. Board Resolution dated September 29, 2025, for approval of this Draft Prospectus.

14. Due Diligence Certificate dated September 29, 2025 to SEBI by the Lead Manager.

15. Site Visit Report prepared by the Lead Manager.

16. In principle Approval from BSE vide letter dated [●] to use the name of BSE in this Issue Document for listing of Equity Shares on the BSE SME.

Any of the contracts or documents mentioned in this Draft Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act, 2013 and other relevant statutes.

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## DECLARATION

We hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or 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 the case may be, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Sd/-
**Mr. Suresh Chand Garg**
**Chairman & Managing Director**
**DIN**: **01546187**
Place: Faridabad
Date: 29th September, 2025

## DECLARATION

We hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or 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 the case may be, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Sd/-
**Mr. Deepak Gupta**
**Whole-time Director**
**DIN**: **05359794**
Place: Faridabad
Date: 29th September, 2025

## DECLARATION

We hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or 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 the case may be, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Sd/-
**Mrs. Kusum Gupta**
**Director**
**DIN: 01546191**
Place: Faridabad
Date: 29th September, 2025

**DECLARATION**

We hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or 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 the case may be, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Sd/-
**Mr. Vimal Chand Jain**
**Independent Director**
**DIN: 00145638**
Place: Faridabad
Date: 29th September, 2025

**DECLARATION**

We hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or 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 the case may be, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Sd/-
**Mr. Suresh Agarwal**
**Independent Director**
**DIN: 10941193**
Place: Faridabad
Date: 29th September, 2025

**DECLARATION**

We hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or 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 the case may be, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

Sd/-

**Mr. Deepak Gupta**
**Chief Financial Officer**
**PAN: AUPPG8430P**
Place: Faridabad
Date: 29th September, 2025

**DECLARATION**

We hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or 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 the case may be, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Prospectus are true and correct.

SIGNED BY THE COMPANY SECRETARY & COMPLIANCE OFFICER OF OUR COMPANY

Sd/-
**Mr. Ashutosh Raj**
**Company Secretary & Compliance Officer**
**PAN: BBGPR9007L**
**ACS NO.: A67735**
Place: Faridabad
Date: 29th September, 2025