



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

DRAFT RED HERRING PROSPECTUS

Dated December 29, 2025

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

(Please read Section 32 of the Companies Act, 2013)

100% Book Built Offer



NEOLITE ZKW LIGHTINGS LIMITED

CORPORATE IDENTITY NUMBER: U74899DL1992PLC050702

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
N-13, 2 nd Floor, South Extension Part 1, New Delhi - 110049, India	Plot No.36, Sector-4B, HSIIDC Industrial Estate, Bahadurgarh, Jhajjar, Haryana - 124507, India	Brajesh Kumar Tiwary, Company Secretary and Compliance Officer	Email: ipo@neolitezkw.com Telephone: + 91 11 4502 8224	www.neolitezkw.com

OUR PROMOTERS: RAJESH JAIN, VAISHALI JAIN AND PRAMOD PLASTIC INDUSTRIES PRIVATE LIMITED

DETAILS OF THE OFFER TO THE PUBLIC

TYPE OF OFFER	FRESH ISSUE SIZE ⁽¹⁾	OFFER FOR SALE SIZE	TOTAL OFFER SIZE	ELIGIBILITY AND RESERVATION AMONG QIBs, NIIs, RIIs AND ELIGIBLE EMPLOYEES
Fresh Issue and Offer for Sale	Up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹ 4,000.00 million	Up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹ 2,000.00 million	Up to [●] equity shares of face value of ₹ 10 each aggregating up to ₹ 6,000.00 million	The Offer is being made in terms of Regulation 6(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (“SEBI ICDR Regulations”). For further details, see “ <i>Other Regulatory and Statutory Disclosures - Eligibility for the Offer</i> ” on page 523. For further details in relation to share reservation among Qualified Institutional Buyers (“QIBs”), Non-Institutional Investors (“NIIs”), Retail Individual Investors (“RIIs”) and Eligible Employees, see “ <i>Offer Structure</i> ” on page 545.

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

NAME OF THE SELLING SHAREHOLDERS	TYPE OF SELLING SHAREHOLDER	(UP TO) NUMBER OF EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH OFFERED/ AMOUNT (IN ₹ MILLION)	WEIGHTED AVERAGE COST OF ACQUISITION (IN ₹ PER EQUITY SHARE) [#]
Rajesh Jain	Promoter Selling Shareholder	Up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹ 1,140.00 million	3.17
Neokraft Global Private Limited	Promoter Group Selling Shareholder	Up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹ 400.00 million*	17.00 [^]
ZKW Group GmbH	Other Selling Shareholder	Up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹ 460.00 million	15.00

[#] As certified by MRM & Company, Chartered Accountants, pursuant to their certificate dated December 29, 2025.

[^] Calculated on a fully diluted basis assuming conversion of outstanding CCPS into a maximum of 3,252,900 Equity Shares.

*As on the date of this Draft Red Herring prospectus an aggregate of 65,058 outstanding CCPS held by the Neokraft Global Private Limited will be converted into maximum of 3,252,900 Equity Shares in aggregate in accordance with Regulation 5(2) of the SEBI ICDR Regulation. The CCPS will be converted into Equity Shares, prior to the filing of the Red Herring Prospectus with the RoC. For further details, see “*The Offer*” on page 95.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of each Equity Share is ₹ 10. The Floor Price, the Cap Price and the Offer Price, as determined and justified by our Company in consultation with the Book Running Lead Managers (“BRLMs”), in accordance with the SEBI ICDR Regulations, and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated in “*Basis for Offer Price*” on page 174, should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares of our Company, or regarding the price at which the Equity Shares of our Company 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 Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to “**Risk Factors**” on page 45.

OUR COMPANY’S AND SELLING SHAREHOLDERS’ ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. Further, each of the Selling Shareholders accept responsibility for and confirm only the statements made by each Selling Shareholders in this Draft Red Herring Prospectus, to the extent of such statements are solely pertains to such Selling Shareholders and/or the respective portion of Offered Shares and assume responsibility that such statements are true and correct in all material respects and are not misleading in any material respect.

LISTING

The Equity Shares offered to be through the Red Herring Prospectus are proposed to be listed on the stock exchanges being BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”, and together with BSE, the “**Stock Exchanges**”). For the purposes of the Offer, the Designated Stock Exchange shall be [●].

DETAILS OF THE BOOK RUNNING LEAD MANAGERS

NAME AND LOGO	CONTACT PERSON(S)	TELEPHONE AND EMAIL
ANAND RATHI ADVISORS LIMITED 	P. Balraj/Sailesh Jalan	Telephone: +91 22 4047 7000 E-mail: neolite.ipa@rathi.com
SYSTEMATIX CORPORATE SERVICES LIMITED 	Hanishi Shah/ Mohit Ladkani	Telephone: +91 22 6704 8000 E-mail: neolite.ipa@systematixgroup.in

REGISTRAR TO THE OFFER

NAME AND LOGO	CONTACT PERSON	TELEPHONE AND EMAIL
KFIN TECHNOLOGIES LIMITED 	M. Murali Krishna	Telephone: +91 22 4962 0337 E-mail: neolite.ipa@kfintech.com

BID/OFFER PERIOD

ANCHOR INVESTOR BID/OFFER DATE	[●]*	BID/OFFER OPENS ON	[●]	BID/OFFER CLOSES ON** ⁽¹⁾	[●]**^

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

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

⁽¹⁾ Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of Specified Securities, as may be permitted under the applicable law, aggregating up to ₹ 750.00 million, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20.00% of the size of the Fresh Issue. The utilisation of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the Objects in compliance with applicable law. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or that the Offer may be successful and will result in the listing of the Equity Shares on the Stock Exchanges. Our Company shall report any Pre-IPO Placement to the Stock Exchanges within 24 hours of such Pre-IPO Placement (in part or in entirety). Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.

^UPI mandate end time and date shall be at 5:00 p.m. on the Bid/Offer Closing Date.



NEOLITE ZKW LIGHTINGS LIMITED

Our Company was originally incorporated as “Praplasin Industries Private Limited” as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated October 20, 1992, issued by Registrar of Companies, National Capital Territory of Delhi and Haryana, situated at New Delhi, Delhi, India. (“**RoC**”). The name of our Company was changed to “Neolite Industries Private Limited” pursuant to a Board resolution dated April 15, 2001 and a resolution passed in the extra ordinary general meeting of the Shareholders held on July 31, 2001, and consequently a fresh certificate of incorporation dated August 24, 2001, was issued by the RoC. Subsequently, our Company’s name was changed to “Neolite ZKW Lightings Private Limited”, pursuant to a Board resolution dated January 10, 2008, and a resolution passed in the extra ordinary general meeting of the Shareholders held on March 24, 2008, and consequently a fresh certificate of incorporation dated April 8, 2008, was issued by the RoC. Subsequently, pursuant to a Board resolution dated November 21, 2025 and a resolution passed in the extra ordinary general meeting of the Shareholders held on November 28, 2025, the name of our Company was changed from “Neolite ZKW Lightings Private Limited” to “Neolite ZKW Lightings Limited” and a fresh certificate of incorporation dated December 5, 2025, consequent to the conversion from private to public company was issued by the Registrar of Companies, Central Processing Centre. For further details in relation to changes in the name of our Company and change in our registered office, see “**History and Certain Corporate Matters – Brief History of our Company**” on page 379.

Corporate Identity Number: U74899DL1992PLC050702

Registered Office: N-13, 2nd Floor, South Extension Part 1, New Delhi - 110049, India | **Corporate Office:** Plot No.36, Sector-4B, HSIIDC Industrial Estate, Bahadurgarh, Haryana - 124507, India

Contact Person: Brajesh Kumar Tiwary, Company Secretary and Compliance Officer | **Telephone:** + 91 11 4502 8224

E-mail: ipo@neolitezkw.com | **Website:** www.neolitezkw.com;

OUR PROMOTERS: RAJESH JAIN, VAISHALI JAIN AND PRAMOD PLASTIC INDUSTRIES PRIVATE LIMITED		
INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH (“EQUITY SHARES”) OF NEOLITE ZKW LIGHTINGS LIMITED (“OUR COMPANY” OR THE “ISSUER”) FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE (“OFFER PRICE”) AGGREGATING UP TO ₹ 6,000.00 MILLION (THE “OFFER”). THE OFFER COMPRISES OF A FRESH ISSUE OF UP TO [●] EQUITY SHARES BY OUR COMPANY AGGREGATING UP TO ₹ 4,000.00 MILLION (THE “FRESH ISSUE”) AND AN OFFER FOR SALE OF UP TO [●] EQUITY SHARES (THE “OFFERED SHARES”) AGGREGATING UP TO ₹ 2,000.00 MILLION CONSISTING [●] EQUITY SHARES AGGREGATING UP TO ₹ 1,140.00 MILLION BY RAJESH JAIN, [●] EQUITY SHARES AGGREGATING UP TO ₹ 400.00 MILLION BY NEOKRAFT GLOBAL PRIVATE LIMITED AND [●] EQUITY SHARES AGGREGATING UP TO ₹ 460.00 MILLION BY ZKW GROUP GMBH (COLLECTIVELY, THE SELLING SHAREHOLDERS).		
THIS OFFER INCLUDES A RESERVATION OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH AGGREGATING UP TO ₹ [●] MILLION (CONSTITUTING UP TO [●]% OF THE POST-OFFER PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY) FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (THE “EMPLOYEE RESERVATION PORTION”). OUR COMPANY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS, MAY OFFER A DISCOUNT OF UP TO [●] % (EQUIVALENT OF ₹ [●] PER EQUITY SHARE) TO THE OFFER PRICE TO ELIGIBLE EMPLOYEES BIDDING UNDER THE EMPLOYEE RESERVATION PORTION (“EMPLOYEE DISCOUNT”). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE “NET OFFER”. THE OFFER AND THE NET OFFER SHALL CONSTITUTE [●] % AND [●] %, RESPECTIVELY OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY RESPECTIVELY.		
OUR COMPANY, IN CONSULTATION WITH THE BRLMS, MAY CONSIDER A PRE-IPO PLACEMENT OF SPECIFIED SECURITIES, AS MAY BE PERMITTED UNDER THE APPLICABLE LAW, AGGREGATING UP TO ₹ 750.00 MILLION, AT ITS DISCRETION, PRIOR TO FILING OF THE RED HERRING PROSPECTUS WITH THE ROC. THE PRE-IPO PLACEMENT, IF UNDERTAKEN, WILL BE AT A PRICE TO BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BRLMS. IF THE PRE-IPO PLACEMENT IS COMPLETED, THE AMOUNT RAISED PURSUANT TO THE PRE-IPO PLACEMENT WILL BE REDUCED FROM THE FRESH ISSUE, SUBJECT TO COMPLIANCE WITH RULE 19(2)(B) OF THE SCRR. THE PRE-IPO PLACEMENT, IF UNDERTAKEN, SHALL NOT EXCEED 20.00% OF THE SIZE OF THE FRESH ISSUE. THE UTILISATION OF THE PROCEEDS RAISED PURSUANT TO THE PRE-IPO PLACEMENT WILL BE DONE TOWARDS THE OBJECTS IN COMPLIANCE WITH APPLICABLE LAW. PRIOR TO THE COMPLETION OF THE OFFER, OUR COMPANY SHALL APPROPRIATELY INTIMATE THE SUBSCRIBERS TO THE PRE-IPO PLACEMENT, PRIOR TO ALLOTMENT PURSUANT TO THE PRE-IPO PLACEMENT, THAT THERE IS NO GUARANTEE THAT OUR COMPANY MAY PROCEED WITH THE OFFER OR THAT THE OFFER MAY BE SUCCESSFUL AND WILL RESULT IN THE LISTING OF THE EQUITY SHARES ON THE STOCK EXCHANGES. OUR COMPANY SHALL REPORT ANY PRE-IPO PLACEMENT TO THE STOCK EXCHANGES WITHIN 24 HOURS OF SUCH PRE-IPO PLACEMENT (IN PART OR IN ENTIRETY). FURTHER, RELEVANT DISCLOSURES IN RELATION TO SUCH INTIMATION TO THE SUBSCRIBERS TO THE PRE-IPO PLACEMENT (IF UNDERTAKEN) SHALL BE APPROPRIATELY MADE IN THE RELEVANT SECTIONS OF THE RED HERRING PROSPECTUS AND THE PROSPECTUS.		
THE FACE VALUE OF THE EQUITY SHARE IS ₹ 10 EACH. THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND AND THE MINIMUM BID LOT SIZE WILL BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BRLMS, AND WILL BE ADVERTISED IN ALL EDITIONS OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER) AND ALL EDITIONS OF [●] (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER, HINDI ALSO BEING THE REGIONAL LANGUAGE OF DELHI, WHERE OUR REGISTERED OFFICE IS LOCATED), ATLEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO THE STOCK EXCHANGES FOR UPLOADING ON THEIR RESPECTIVE WEBSITES IN ACCORDANCE WITH THE SEBI ICDR REGULATIONS.		
In case of any revision to the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days after such revision in the Price Band, subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company may, in consultation with the BRLMs, for reasons to be recorded in writing, extend the Bid / Offer Period for a minimum of one Working Days, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the website of the BRLMs and at the terminals of the Syndicate Member(s) and by intimation to the Designated Intermediaries and the Sponsor Bank, as applicable.		
This is an Offer in terms of Rule 19(2)(b) of the SCRR, read with Regulation 31 of the SEBI ICDR Regulations. The Offer is being made through the Book Building Process in terms of Regulation 6 (1) of the SEBI ICDR Regulations, wherein not more than 50% of the Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers (“QIBs and such portion, the “ QIB Portion ”), provided that our Company, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis (“ Anchor Investor Portion ”), of which 40% shall be reserved in the following manner (i) 33.33% shall be reserved for domestic Mutual Funds; and (ii) 6.67% shall be reserved for Life Insurance Companies and Pension Funds, subject to valid Bids being received from domestic Mutual Funds, Life Insurance Companies and Pension Funds, as applicable, at or above the Anchor Investor Allocation Price. Any under-subscription in the reserved category specified in clause (ii) above, may be allocated to domestic Mutual Funds, in accordance with the SEBI ICDR Regulations. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the remaining QIB Portion (“ Net QIB Portion ”). Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received from them at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Offer shall be available for allocation to Non-Institutional Investors (“ Non-Institutional Portion ”) (of which one third of the Non-Institutional Portion shall be reserved for Bidders with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million and two-thirds of the Non-Institutional Portion shall be available for allocation to Bidders with an application size of more than ₹ 1.00 million) and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other subcategory of Non-Institutional Portion, subject to valid Bids being received at or above the Offer Price and not less than 35% of the Offer shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. Further, Equity Shares will be allocated on a proportionate basis to Eligible Employees applying under the Employee Reservation Portion, subject to valid Bids received from them at or above the Offer Price. All potential Bidders (except Anchor Investors) are mandatorily required to participate in the Offer through the Application Supported by Blocked Amount (“ ASBA ”) process by providing details of their respective ASBA Accounts (<i>defined hereinafter</i>) and UPI ID (<i>defined hereinafter</i>) in case of UPI Bidders using the UPI Mechanism (<i>defined hereinafter</i>), as applicable, pursuant to which their corresponding Bid Amount will be blocked by the Self Certified Syndicate Banks (“ SCSBs ”) or by the Sponsor Bank under the UPI Mechanism, as the case may be, to the extent of the respective Bid Amounts. Anchor Investors are not permitted to participate in the Offer through the ASBA Process. For further details, see “ Offer Procedure ” on page 550.		
RISKS IN RELATION TO THE FIRST OFFER		
This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹ 10 each. The Floor Price, the Cap Price and the Offer Price as determined by our Company in consultation with the BRLMs, in accordance with the SEBI ICDR Regulations and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under “ Basis for Offer Price ” on page 174, 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 our Company, or regarding the price at which the Equity Shares will be traded after listing.		
GENERAL RISK		
Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to “ Risk Factors ” on page 45.		
OUR COMPANY'S AND SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY		
Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Further, each of the Selling Shareholders, severally and not jointly, accept responsibility for, and confirm, that the statements specifically made or confirmed by such Selling Shareholders in this Draft Red Herring Prospectus to the extent that the statements and information specifically pertain such Selling Shareholder and the Equity Shares offered by such Selling Shareholder under the Offer for Sale, are true and correct in all material respects and assumes responsibility that such statements are not misleading in any material respect. The Selling Shareholders assume no responsibility for any other statements, including, inter alia, any of the statements made by or relating to our Company in this Draft Red Herring Prospectus.		
LISTING		
The Equity Shares, once offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received ‘in-principle’ approvals from BSE and NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively. For the purposes of the Offer, the Designated Stock Exchange shall be [●]. A signed copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Sections 26(4) and 32 of the Companies Act, 2013. For further details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus until the Bid/ Offer Closing Date, see “ Material Contracts and Documents for Inspection ” on page 613.		
BOOK RUNNING LEAD MANAGERS		REGISTRAR TO THE OFFER
Anand Rathi Advisors Limited 11 th Floor, Times Tower, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai 400 013, Maharashtra, India Telephone: +91 22 4047 7000 E-Mail: neolite.ipo@rathi.com Website: www.anandrathiib.com Investor Grievance E-mail: grievance.ecm@rathi.com Contact person: P. Balraj/Sailesh Jalan SEBI Registration No: INM000010478	Systematix Corporate Services Limited The Capital, A- Wing, No. 603-606, 6 th Floor, Plot No. C-70, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 0051, Maharashtra India Telephone: +91 22 6704 8000 E-Mail: neolite.ipo@systematixgroup.in Website: www.systematixgroup.in Investor Grievance E-mail: investor@systematixgroup.in Contact person: Hanishi Shah/ Mohit Ladkani SEBI Registration Number: INM000004224	KFin Technologies Limited 301, the Centrium 3 rd Floor, 57, Lal Bahadur Shastri Road, Nav Pada, Kural West, Mumbai-400070 Maharashtra, India Telephone: +91 22 4962 0337 E-mail: neolite.ipo@kfintech.com Website: www.kfintech.com Investor Grievance E-mail: einward.ris@kfintech.com Contact Person: M. Murali Krishna SEBI Registration Number: INR000000221
BID/OFFER PERIOD		
ANCHOR INVESTOR BIDDING DATE		[●]²
BID/OFFER OPENS ON		[●]
BID/OFFER CLOSING ON		[●]***A

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

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

^UPI mandate end time and date shall be at 5:00 p.m. on the Bid/Offer Closing Date

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless otherwise specified or the context otherwise indicates, requires or implies, shall have the meanings as provided below. References to any legislation, act, regulation, rule, guideline, policy, circular, notification or clarification shall be deemed to include all amendments, supplements, re-enactments and modifications thereto, from time to time, and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

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

Notwithstanding the foregoing, the terms used in “Summary of Restated Financial Information”, “Objects of the Offer”, “Basis for Offer Price”, “Statement of Special Tax Benefits”, “Industry Overview”, “Key Regulations and Policies in India”, “History and Certain Corporate Matters”, “Restated Financial Information”, “Financial Indebtedness”, “Outstanding Litigation and Material Developments”, “Other Regulatory and Statutory Disclosures”, and “Description of Equity Shares and Terms of Articles of Association Interpretation” on pages 98, 143, 174, 187, 197, 367, 379, 417, 507, 510, 522 and 577 respectively, shall have the respective meanings ascribed to them in the respective sections.

General Terms

Term(s)	Description
“Neolite ZKW Lightings Limited” or “Our Company” or “the Company” or “the Issuer”	Neolite ZKW Lightings Limited, a public limited company incorporated under the Companies Act, 1956, whose registered office is situated at N-13, 2nd Floor, South Extension Part I, New Delhi - 110049, India and corporate office is situated at Plot No.36, Sector-4B, HSIIDC Industrial Estate, Bahadurgarh, Jhajjar, Haryana - 124507, India
“We” or “us” or “our”	Unless the context otherwise indicates, requires or implies, refers to our Company

Company Related Terms

Term(s)	Description
“Articles of Association” or “Articles” or “AoA”	The articles of association of our Company, as amended from time to time
Audit Committee	The audit committee of our Board constituted in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations and as described in “ Our Management – Committees of our Board – Audit Committee ” on page 393
“Auditors” or “Statutory Auditors”	The statutory auditors of our Company, namely, V Sachdeva & Associates
“Board” or “Board of Directors”	The board of directors of our Company, as constituted from time to time or any duly constituted committee thereof, and as described in “ Our Management – Board of Directors ” on page 386
Business Transfer Agreement(s)	Business Transfer Agreements means collectively: 1. Business transfer agreement dated October 15, 2007, by and amongst our Company and A.K. Industries, a proprietorship concern of Pramod Chand Jain & Sons (HUF), represented by its Karta Rajesh Jain (our Promoter, Chairman and Managing Director);

Term(s)	Description
	2. Business transfer agreement dated December 14, 2007, by and amongst our Company and our Promoter, Pramod Plastic Industries Private Limited, a company incorporated under the Companies Act, 1956; and 3. Business transfer agreement dated December 14, 2007, by and amongst our Company and Neolite Industries (partnership firm), our Promoter Group entity, represented by its partner, Vaishali Jain (our Promoter and Non-Executive Director)
“CCPS” or “Preference Shares”	The compulsorily convertible preference shares allotted by our Company of face value of ₹100 each
Chairman and Managing Director	The chairman and managing director of our Board, being, Rajesh Jain. For further information, see “ <i>Our Management - Brief profiles of our Directors</i> ” on page 388
Chief Financial Officer or CFO	The chief financial officer of our Company, being Arun Kumar Jain. For further details, see “ <i>Our Management - Key Managerial Personnel and Senior Management</i> ” on page 402
Committee(s)	Duly constituted committee(s) of our Board
Company Secretary and Compliance Officer	The company secretary and compliance officer of our Company, being Brajesh Kumar Tiwary. For further details, see “ <i>Our Management - Key Managerial Personnel and Senior Management</i> ” on page 402
Cooperation Agreement	Cooperation Agreement dated December 23, 2025, entered into by and amongst our Company, our Promoter, Chairman and Managing Director- Rajesh Jain, ZKW Group GmbH and RJ Group
Corporate Office	The corporate office of our Company, situated at Plot No.36, Sector-4B, HSIIDC Industrial Estate, Bahadurgarh, Jhajjar, Haryana - 124507, India
“Corporate Social Responsibility Committee” or “CSR Committee”	The corporate social responsibility committee of our Board constituted in accordance with the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014 as described in “ <i>Our Management - Committees of our Board - Corporate Social Responsibility Committee</i> ” on page 398
CRISIL	Crisil Intelligence, a division of Crisil Limited
CRISIL Report	The report titled “ <i>Automotive lighting industry assessment</i> ” dated December 2025, prepared by CRISIL, appointed by our Company pursuant to an engagement letter July 14, 2025, which has been commissioned and paid for by our Company exclusively in connection with the Offer for the purposes of confirming our understanding of the industry in which we operate. The CRISIL Report will be available on the website of our Company from the date of the Red Herring Prospectus until the Bid/Offer Closing Date and has been included in “ <i>Material Contracts and Documents for Inspection - Material Documents</i> ” on page 613
Director(s)	The director(s) on the Board of Directors of our Company as described in “ <i>Our Management - Board of Directors</i> ”, on page 386
Equity Shares	The equity shares of our Company of face value of ₹ 10 each
“Equity Shareholders”/ “Shareholders”	The holders of Equity Shares of our Company from time to time
“Executive Director(s)”	The executive director(s) on the Board of Directors. For further details of the Executive Directors, see “ <i>Our Management - Board of Directors</i> ” on page 386
Group Companies	Our group companies as disclosed in section “ <i>Our Group Companies</i> ” on page 413
Independent Chartered Accountant	The independent chartered accountant of our Company, namely, MRM & Company, Chartered Accountants
Independent Chartered Engineer	Novetek Consultants Private Limited, an independent chartered engineer, having membership number M-1373778
Independent Director(s)	Independent directors appointed as per the Companies Act, 2013 and the SEBI Listing Regulations and as described in “ <i>Our Management - Board of Directors</i> ” on page 386
IPO Committee	The IPO committee of our Company, described in “ <i>Our Management - Committees of our Board</i> ” on page 392
“Key Managerial Personnel” or “KMP”	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations and Section 2(51) of the Companies Act, 2013, as disclosed in “ <i>Our Management - Key Managerial Personnel and Senior Management</i> ” on page 412

Term(s)	Description
Materiality Policy	The policy adopted by our Board of Directors pursuant to its resolution dated December 23, 2025, for identification of group companies, material outstanding litigation involving our Company, our Directors, our Promoters, our Key Managerial Personnel and our Senior Management and outstanding dues to material creditors, in accordance with the disclosure requirements under the SEBI ICDR Regulations and for the purposes of disclosure in this Draft Red Herring Prospectus, the Red Herring Prospectus and Prospectus
“Memorandum of Association” or “Memorandum” or “MoA”	The memorandum of association of our Company, as amended from time to time
Neolite Group	Collectively, our Company and our Promoter - Pramod Plastic Industries Private Limited
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board constituted in accordance with the Companies Act, 2013 and the SEBI Listing Regulations, and as described in “ <i>Our Management – Committees of our Board of Directors – Nomination and Remuneration Committee</i> ” on page 395
Non-Compete Agreement	Non-Compete Agreement dated December 23, 2025 entered into by and amongst our Company, our Promoter, Chairman and Managing Director - Rajesh Jain, our Promoter and Non-Executive Director - Vaishali Jain, our Promoter - Pramod Plastic Industries Private Limited and our Group Company and Promoter Group entity - Neokraft Global Private Limited
Other Selling Shareholder	ZKW Group GmbH
Practicing Company Secretary	RAA & Associates LLP
Promoters	The individual promoters of our Company, being Rajesh Jain and Vaishali Jain and the corporate promoter of our Company being Pramod Plastic Industries Private Limited
Promoter Group	The persons and entities constituting the promoter group of our Company in terms of Regulation 2(1) (pp) of the SEBI ICDR Regulations and as disclosed in “ <i>Our Promoters and Promoter Group</i> ” on page 407
Promoter Selling Shareholder	Rajesh Jain
Promoter Group Selling Shareholder	Neokraft Global Private Limited
Registered Office	The registered office of our Company, situated at N-13, 2nd Floor, South Extension Part 1, New Delhi - 110049, India
“Registrar of Companies” or “RoC”	Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi
“Restated Financial Information” or “Restated Financial Statements”	Restated financial information of our Company, as at and for the three months period ended June 30, 2025 and for the Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023 comprising the restated statement of assets and liabilities as at June 30, 2025, March 31, 2025, March 31, 2024 and March 31, 2023, the restated statement of profit and loss (including other comprehensive income), the restated statement of changes in equity, the restated statement of cash flows, for the three months period ended June 30, 2025 and for the Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023, the material accounting policies and other explanatory notes, prepared as per requirement of Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended, SEBI ICDR Regulations, as amended and the Guidance Note on ‘Reports in Company Prospectuses (Revised 2019)’ issued by the Institute of Chartered Accountants of India, as amended and an e-mail dated October 28, 2021 from the SEBI to Association of Investment Bankers of India, instructing Book Running Lead Managers to ensure that companies provide financial statements prepared in accordance with Ind AS for all the three years and stub period. The Restated Financial Information have been prepared to comply in all material respects with the Indian Accounting Standards (“Ind AS”) as prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards)

Term(s)	Description
	Rules, 2015 (as amended from time to time), presentation requirements of Division II of Schedule III to the Companies Act, 2013, as applicable to the financial statements and other relevant provisions of the Companies Act, 2013
Risk Management Committee	The risk management committee of our Board constituted in accordance with the SEBI Listing Regulations, and as described in “ <i>Our Management - Committees of the Board - Risk Management Committee</i> ” on page 399
RJ Group	Collectively refers to our Promoter, Chairman and Managing Director - Rajesh Jain, along with our promoter affiliates comprising our Promoters - Vaishali Jain and Pramod Plastic Industries Private Limited, our Promoter group entity and Group Company - Neokraft Global Private Limited, our Promoter Group entity - Neo Metal and Electrical Industries Private Limited and Pranav Jain
“RSU(s)” or “Restricted Stock Units”	Restricted Stock Units or RSU means an option granted to an employee, which gives such employee the right, but not an obligation, to purchase or subscribe at a future date, a unit of the stock /shares of the company at a pre-determined price, which is the subject matter of the grant issued to such grantee under the RSU Scheme of our Company
RSU Scheme	Neolite Restricted Stock Units Scheme 2025, being share based employee benefit plan of our Company
Scheme of Arrangement	A Scheme of Arrangement between our Company (being the transferor company) and Neokraft Global Private Limited (<i>formerly known as Neo Metal & Plastics Private Limited</i>) (being the transferee company), together with their respective shareholders and creditors which was implemented under Sections 391–394 of the Companies Act, 1956, pursuant to order dated November 19, 2010
Selling Shareholders	Collectively, the Promoter Selling Shareholder, Promoter Group Selling Shareholder and Other Selling Shareholder
Shareholder(s)	The holders of the Equity Shares of our Company, from time to time
“Senior Management” or “SMP”	Members of senior management personnel of our Company in terms of Regulation 2(1)(bbbbb) of the SEBI ICDR Regulations as described in “ <i>Our Management – Key Managerial Personnel and Senior Management</i> ” on page 402
Specified Securities	Specified securities means ‘equity shares’ and ‘convertible securities’ as defined under Regulation (2)(1)(eee) of SEBI ICDR Regulations
Stakeholders’ Relationship Committee	The stakeholders’ relationship committee of our Board constituted in accordance with the Companies Act, 2013 and the SEBI Listing Regulations, as described in “ <i>Our Management - Committees of our Board - Stakeholders’ Relationship Committee</i> ” on page 397
Trademark License Agreement	Trademark License Agreement dated December 23, 2025 entered into by and amongst our Company and our Promoter, Chairman and Managing Director - Rajesh Jain and our Promoter and Non-Executive Director - Vaishali Jain, being partners of Neolite Industries, our Promoter Group entity

Offer Related Terms

Term	Description
Abridged Prospectus	The memorandum containing such salient features of a prospectus as may be specified by the SEBI in this regard
Acknowledgement Slip	The slip or document issued by the relevant Designated Intermediary(ies) to a Bidder as proof of registration of the Bid cum Application Form
“Allot” or “Allotment” or “Allotted”	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Fresh Issue and transfer of the Offered Shares pursuant to the Offer for Sale, in each case to the successful Bidders
Allotment Advice	The note or advice or intimation of Allotment, sent to all the Bidders who have bid in the Offer after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee(s)	A successful Bidder to whom Equity Shares are Allotted
Anchor Investor(s)	A Qualified Institutional Buyer, who applies under the Anchor Investor Portion in accordance with the SEBI ICDR Regulations and the Red Herring Prospectus who has Bid for an amount of at least ₹ 100 million
Anchor Investor	The price at which allocation will be done to the Anchor Investors in terms of the

Term	Description
Allocation Price	Red Herring Prospectus and the Prospectus, which will be determined by our Company, in consultation with the BRLMs during the Anchor Investor Bid/Offer Period
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion in accordance with the requirements specified under the SEBI ICDR Regulations and which will be considered as an application as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus
“Anchor Investor Bidding Date” or “Anchor Investor Bid/ Offer Period”	The date, being one Working Day prior to the Bid/Offer Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the BRLMs will not accept any Bids from Anchor Investors, and allocation to Anchor Investors shall be completed
Anchor Investor Offer Price	The final price at which the Equity Shares will be Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price The Anchor Investor Offer Price will be decided by our Company, in consultation with the BRLMs
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), the Anchor Investor Bid/ Offer Period, and in the event the Anchor Investor Allocation Price is lower than the Anchor Investor Offer Price, not later than one Working Day after the Bid/Offer Closing Date
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company, in consultation with the BRLMs, to Anchor Investors, on a discretionary basis in accordance with the SEBI ICDR Regulations. 40% of the Anchor Investor Portion shall be reserved in the following manner (i) 33.33% shall be reserved for domestic Mutual Funds; and (ii) 6.67% shall be reserved for Life Insurance Companies and Pension Funds, subject to valid Bids being received from domestic Mutual Funds, Life Insurance Companies and Pension Funds, as applicable, at or above the Anchor Investor Allocation Price. Any under-subscription in the reserved category specified in clause (ii) above, may be allocated to domestic Mutual Funds, in accordance with the SEBI ICDR Regulations
“Application Supported by Blocked Amount” or “ASBA”	An application, whether physical or electronic, used by ASBA Bidders to make a Bid and to authorize an SCSB to block the Bid Amount in the relevant ASBA Account and will include applications made by UPI Bidders using the UPI Mechanism where the Bid Amount will be blocked upon acceptance of the UPI Mandate Request by UPI Bidders using the UPI Mechanism
“Anand Rathi Advisors Limited” or “ARAL”	Anand Rathi Advisors Limited
ASBA Account	A bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders, for blocking the Bid Amount mentioned in the relevant ASBA Form and includes the account of a UPI Bidder, which is blocked upon acceptance of a UPI Mandate Request made by the UPI Bidder using the UPI Mechanism
ASBA Bid	A Bid made by an ASBA Bidder including all revisions and modification made thereto as permitted under the SEBI ICDR Regulations
ASBA Bidders	All Bidder(s) except Anchor Investors
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders to submit Bids which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Banker(s) to the Offer	The Escrow Collection Bank(s), the Refund Bank(s), the Public Offer Account Bank(s) and the Sponsor Bank(s), as the case may be
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Bidders under the Offer, described in “ Offer Procedure ” on page 550
Bid(s)	An indication to make an offer during the Bid/Offer Period by ASBA Bidders pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/ Offer Period by the Anchor Investors pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto, in accordance with the SEBI ICDR Regulations and the Red Herring Prospectus and the relevant Bid

Term	Description
	cum Application Form. The term “Bidding” shall be construed accordingly
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and payable by the Bidder and in the case of RIIs Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such RIIs and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidder, as the case may be, upon submission of the Bid, as applicable. Eligible Employees applying in the Employee Reservation Portion can apply at the Cut-off Price and the Bid Amount shall be Cap Price, multiplied by the number of Equity Shares Bid for by such Eligible Employee and mentioned in the Bid cum Application Form. The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹ 0.50 million (net of Employee Discount, if any). However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹ 0.20 million (net of Employee Discount, if any). Only in the event of an undersubscription in the Employee Reservation Portion post initial Allotment, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹ 0.20 million (net of Employee Discount, if any) subject to the maximum value of Allotment to an Eligible Employee not exceeding ₹ 0.50 million (net of Employee Discount, if any)
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the case may be
Bid Lot	[●] Equity Shares of face value ₹ 10 each and in multiples of [●] Equity Shares of face value ₹ 10 each thereafter
Bid/Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, which shall be notified in all editions of [●] (a widely circulated English national daily newspaper) and all editions of [●], (a widely circulated Hindi national daily newspaper, Hindi also being the regional language of Delhi where our Registered Office is located). Our Company, in consultation with the BRLMs, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations. In case of any revision, the extended Bid/Offer Closing Date shall be widely disseminated by notification to the Stock Exchanges and shall also be notified on the websites of the BRLMs and at the terminals of the Syndicate Members and communicated to the Designated Intermediaries and the Sponsor Bank(s), which shall also be notified in an advertisement in the same newspapers in which the Bid/Offer Opening Date was published, as required under the SEBI ICDR Regulations
Bid/Offer Opening Date	Except in relation to any Bids received from Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, which shall be notified in all editions of [●] (a widely circulated English national daily newspaper) and all editions of [●], (a widely circulated Hindi national daily newspaper, Hindi also being the regional language of Delhi where our Registered Office is located), each with wide circulation, and in case of any revision, the extended Bid/Offer Opening Date also be widely disseminated by notification to the Stock Exchanges by issuing a press release and also by indicating the change on the respective websites of the BRLMs and at the terminals of the Members of the Syndicate and by intimation to the Designated Intermediaries and the Sponsor Bank(s), as required under the SEBI ICDR Regulations
Bid/Offer Period	Except in relation to any bids received from the Anchor Investors, the period between the Bid/Offer Opening Date and the Bid/Offer Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof. Provided that the Bid/Offer Period shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors.

Term	Description
	Our Company, in consultation with the BRLMs, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date, in accordance with the SEBI ICDR Regulations. In cases of force majeure, banking strike or similar unforeseen circumstances, our Company, in consultation with the BRLMs, for reasons to be recorded in writing, extend the Bid / Offer Period for a minimum of one Working Day, subject to the Bid/ Offer Period not exceeding 10 Working Days
“Bidder” or “Applicant”	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an ASBA Bidder and an Anchor Investor
Bidding Centres	Centres at which the Designated Intermediaries shall accept the ASBA Forms, i.e., the Designated Branches for SCSBs, Specified Locations for the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Book Building Process	The book building process as described in Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made
“Book Running Lead Managers” or “BRLMs”	The book running lead managers to the Offer, being Anand Rathi Advisors Limited and Systematix Corporate Services Limited
Broker Centres	The broker centres notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms to a Registered Broker (in case of UPI Bidders, using the UPI Mechanism). The details of such Broker Centres, along with the names and contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), updated from time to time
“CAN” or “Confirmation of Allocation Note”	Notice or intimation of allocation of the Equity Shares to be sent to Anchor Investors, who have been allocated the Equity Shares, on or after the Anchor Investor Bid/ Offer Period
Cap Price	The higher end of the Price Band, subject to any revision thereto, above which the Offer Price and Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted. The Cap Price shall be at least 105% of the Floor Price and shall not exceed 120% of the Floor Price
Cash Escrow and Sponsor Bank(s) Agreement	The agreement to be entered into by and amongst our Company, the Selling Shareholders, the Registrar to the Offer, the BRLMs, Syndicate Members, and the Bankers to the Offer for, among other things, the collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Offer Account(s) and where applicable, remitting refunds of the amounts collected from Bidders, on the terms and conditions thereof, in accordance with the UPI Circulars
Client ID	Client identification number maintained with one of the Depositories in relation to Bidder’s beneficiary account
“Collecting Depository Participant” or “CDP(s)”	A depository participant, as defined under the Depositories Act and registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of the SEBI RTA Master Circular no. CIR/CFD/POLICYCELL/11/2015 to the extent not rescinded by the SEBI ICDR Master Circular) dated November 10, 2015 and the UPI Circulars, issued by SEBI as per the list available on the websites of the Stock Exchanges, as updated from time to time
Cut-off Price	The Offer Price, authorised by our Company, in consultation with the BRLMs, which shall be any price within the Price Band. Only Retail Individual Investors Bidding in the Retail Portion and Eligible Employees Bidding in the Employee Reservation Portion are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investors) and Non-Institutional Investors are not entitled to Bid at the Cut-off Price
Demographic Details	The demographic details of the Bidders including the Bidder’s address, name of the Bidder’s father/husband, investor status, occupation, bank account details, PAN and UPI ID, as applicable
“Designated Branches” or “Designated SCSB	Such branches of the SCSBs which will collect the ASBA Forms used by the ASBA Bidders and a list of which is available on the website of the SEBI at

Term	Description
Branches”	www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes and updated from time to time, or any such other website as may be prescribed by the SEBI
Designated CDP Locations	Such centres of the Collecting Depository Participants (“CDPs”) where ASBA Bidders (other than Anchor Investors) can submit the ASBA Forms. The details of such Designated CDP Locations, along with the names and contact details of the CDPs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com) and updated from time to time
Designated Date	The date on which funds are transferred by the Escrow Collection Bank(s) from the Escrow Account(s) to the Public Offer Account(s) or the Refund Account(s), as the case may be, and/or the instructions are issued to the SCSBs (in case of UPI Bidders using the UPI Mechanism, instructions issued through the Sponsor Bank(s)) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Offer Account(s), in terms of the Red Herring Prospectus and the Prospectus, following which Equity Shares will be Allotted in the Offer
Designated Intermediaries	Collectively, the Syndicate, Sub-Syndicate Members/agents, SCSBs (other than in relation to RIIs using the UPI Mechanism), Registered Brokers, CDPs and RTAs, who are authorized to collect Bid cum Application Forms from the Bidders in the Offer. In relation to ASBA Forms submitted by RIIs and Eligible Employees Bidding in the Retail Portion by authorizing an SCSB to block the Bid Amount in the ASBA Account and HNIs bidding with an application size of up to ₹0.50 million and Eligible Employees Bidding in the Employee Reservation Portion (not using the UPI Mechanism) by authorize an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidders using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, Sub-Syndicate Members, Registered Brokers, SCSBs, CDPs and RTAs. In relation to ASBA Forms submitted by QIBs (excluding Anchor Investors) and NIIs (not using the UPI Mechanism), Designated Intermediaries shall mean SCSBs, Syndicate, Sub- Syndicate Members, Registered Brokers, SCSBs, CDPs and RTAs
Designated RTA Locations	Such locations of the RTAs where Bidders can submit the ASBA Forms to the RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms, are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com) and updated from time to time
Designated Stock Exchange	[●]
“Draft Red Herring Prospectus” or “DRHP”	This draft red herring prospectus dated December 29, 2025 filed with SEBI and issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer, including any addenda or corrigenda hereto
Eligible Employee(s)	All or any of the following: (a) a permanent employee of our Company, working in India or outside India, (excluding such employees who are not eligible to invest in the Offer under applicable laws) as of the date of filing of the Red Herring Prospectus with the RoC and who continues to be a permanent employee of our Company, until the submission of the ASBA Form; and (b) a Director of our Company, whether whole time or not, who is eligible to apply under the Employee Reservation Portion under applicable law as on the date of filing of the Red Herring Prospectus with the RoC and who continues to be a Director of our Company, until the submission of the ASBA Form, but not including (i) Promoters; (ii) persons belonging to the Promoter Group; and (iii) Directors who either themselves or

Term	Description
	through their relatives or through anybody corporate, directly or indirectly, hold more than 10% of the outstanding Equity Shares of our Company. The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹ 0.50 million (net of Employee Discount, if any). However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹ 0.20 million (net of Employee Discount, if any). Only in the event of an under-subscription in the Employee Reservation Portion, such unsubscribed portion may be available for allocation and Allotment on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹ 0.20 million subject to the total Allotment to an Eligible Employee not exceeding ₹ 0.50 million (net of Employee Discount)
Eligible FPI(s)	FPIs that are eligible to participate in the Offer from such jurisdictions outside India where it is not unlawful to make an offer/ invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus constitutes an invitation to purchase the Equity Shares offered thereby
Eligible NRI(s)	NRI(s) eligible to invest under Schedule 3 and Schedule 4 of the FEMA NDI Rules from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Red Herring Prospectus and the Bid cum Application Form will constitute an invitation to subscribe to or purchase the Equity Shares
Employee Discount	A discount of up to [●] % to the Offer Price (equivalent of ₹ [●] per Equity Share) as may be offered by our Company, in consultation with the BRLMs, to Eligible Employees and which shall be announced at least two Working Days prior to the Bid/Offer Opening Date
Employee Reservation Portion	The portion of the Offer being up to [●] Equity Shares, of face value of ₹ 10 each, aggregating up to ₹ [●] million, which shall not exceed 5% of the post Offer Equity Share capital of our Company, available for allocation to Eligible Employees, on a proportionate basis
Escrow Account(s)	The ‘no-lien’ and ‘non-interest bearing’ account(s) to be opened with the Escrow Collection Bank(s) and in whose favour the Anchor Investors will transfer money through direct credit or NACH or NEFT or RTGS in respect of the Bid Amount when submitting a Bid
Escrow Collection Bank(s)	The bank(s), which are clearing member(s) and registered with SEBI as a banker to an issue under the SEBI BTI Regulations and with whom the Escrow Account(s) will be opened, in this case, being [●]
“First Bidder” or “Sole Bidder”	The Bidder whose name appears first in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name appears as the first holder of the beneficiary account held in joint names
Floor Price	The lower end of the Price Band, subject to any revisions thereof, at or above which the Offer Price and Anchor Investor Offer Price will be authorize and below which no Bids will be accepted, and which shall not be less than the face value of the Equity Shares
Fraudulent Borrower	A company or person, as the case may be, categorised as a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on fraudulent borrowers issued by the RBI and as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations
Fresh Issue	The fresh issue component of the Offer comprising an issuance of up to [●] Equity Shares at ₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Share) aggregating up to ₹ 4,000.00 million by our Company. Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of Specified Securities, as may be permitted under the applicable law, aggregating up to ₹ 750.00 million, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced

Term	Description
	from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20.00% of the size of the Fresh Issue. The utilisation of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the Objects in compliance with applicable law. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or that the Offer may be successful and will result in the listing of the Equity Shares on the Stock Exchanges. Our Company shall report any Pre-IPO Placement to the Stock Exchanges within 24 hours of such Pre-IPO Placement (in part or in entirety). Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
“General Information Document” or “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 Exchanges and the BRLMs
Gross Proceeds	The Offer Proceeds from the Fresh Issue, including the proceeds, if any, received pursuant to the Pre-IPO Placement. For details in relation to use of the Net Proceeds and the Offer expenses, see “ <i>Objects of the Offer</i> ” on page 143
Life Insurance Companies	Entities registered with the Insurance Regulatory and Development Authority of India under the provisions of the Insurance Act, 1938
Monitoring Agency	[●], being a credit rating agency registered with SEBI
Monitoring Agency Agreement	The agreement to be entered into between our Company and the Monitoring Agency prior to filing of the Red Herring Prospectus
Mutual Fund(s)	Mutual fund(s) registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, as amended
Mutual Fund Portion	The portion of the Offer being 5% of the Net QIB Portion consisting of [●] Equity Shares of face value ₹ 10 each which shall be available for allocation to Mutual Funds only, on a proportionate basis, subject to valid Bids being received at or above the Offer Price
Net Offer	The Offer, less the Employee Reservation Portion
Net Proceeds	Gross Proceeds of the Fresh Issue less our Company’s share of the Offer-related expenses. For further details in relation to the use of the Net Proceeds and the Offer-related expenses, see “ <i>Objects of the Offer</i> ” on page 143
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allocated to the Anchor Investors
“Non-Institutional Investors” or “NIIs”	Bidders that are not QIBs or RIIs and who have Bid for Equity Shares for an amount more than ₹0.20 million (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	The portion of the Offer being not less than 15% of the Offer consisting of [●] Equity Shares, which shall be available for allocation to Non-Institutional Investors in accordance with the SEBI ICDR Regulations, out of which (a) one-third of such portion shall be reserved for Bidders with application size of more than ₹0.20 million and up to ₹1.00 million; and (b) two-thirds of such portion shall be reserved for Bidders with application size of more than ₹1.00 million, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Investors, subject to valid Bids being received at or above the Offer Price
Non-Resident	A person resident outside India, as defined under FEMA and includes NRIs, FPIs and FVCIs
Offer	The initial public offering of up to [●] Equity Shares of face value of ₹ 10 each for cash at a price of ₹ [●] each, aggregating up to ₹ 6,000.00 million, comprising of the Fresh Issue and the Offer for Sale.

Term	Description
	Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of Specified Securities, as may be permitted under the applicable law, aggregating up to ₹ 750.00 million, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20.00% of the size of the Fresh Issue. The utilisation of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the Objects in compliance with applicable law. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or that the Offer may be successful and will result in the listing of the Equity Shares on the Stock Exchanges. Our Company shall report any Pre-IPO Placement to the Stock Exchanges within 24 hours of such Pre-IPO Placement (in part or in entirety). Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus A discount of up to [●]% on the Offer Price (equivalent of ₹[●] per Equity Share) may be offered to Eligible Employees Bidding in the Employee Reservation Portion. This Employee Discount (if any) will be decided by our Company, in consultation with the Book Running Lead Managers, on the Pricing Date in accordance with the Book Building Process and the Red Herring Prospectus
Offer Agreement	The agreement dated December 29, 2025 entered into amongst our Company, the Selling Shareholders and the BRLMs, pursuant to the SEBI ICDR Regulations, based on which certain arrangements are agreed to in relation to the Offer
Offer for Sale	The offer for sale of up to [●] Equity Shares aggregating up to ₹ 2,000.00 million by the Selling Shareholders consisting of [●] Equity Shares aggregating up to ₹ 1,140.00 million by Rajesh Jain, [●] Equity Shares aggregating up to ₹ 400.00 million* by Neokraft Global Private Limited and [●] Equity Shares aggregating up to ₹ 460.00 million by ZKW Group GmbH. <i>* As on the date of this Draft Red Herring prospectus an aggregate of 65,058 outstanding CCPS held by the Neokraft Global Private Limited will be converted into maximum of 3,252,900 Equity Shares in aggregate in accordance with Regulation 5(2) of the SEBI ICDR Regulation. The CCPS will be converted into Equity Shares, prior to the filing of the Red Herring Prospectus with the RoC</i>
Offer Price	The final price (within the Price Band) at which Equity Shares will be Allotted to the successful Bidders (except for the Anchor Investors), in terms of the Red Herring Prospectus and the Prospectus, which shall not be lower than the face value of the Equity Shares. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price which will be decided by our Company, in consultation with the BRLMs in terms of the Red Herring Prospectus. The Offer Price will be determined by our Company, in consultation with the BRLMs, on the Pricing Date in accordance with the Book Building Process and in terms of the Red Herring Prospectus. A discount of up to [●] % on the Offer Price (equivalent of ₹ [●] per Equity Share) may be offered to Eligible Employees Bidding in the Employee Reservation Portion. This Employee Discount, if any, will be decided by our Company in consultation with the BRLMs
Offer Proceeds	The proceeds of the Fresh Issue which shall be available to our Company and the proceeds of the Offer for Sale which shall be available to the Selling Shareholders. For details in relation to use of the Offer Proceeds, see “Objects of the Offer” on

Term	Description
	page 143
Offered Shares	Up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ 2,000.00 million, being offered for sale by the Selling Shareholders comprising of up to [●] Equity Shares aggregating to ₹ 1,140.00 million by Rajesh Jain , up to [●] Equity Shares aggregating to ₹ 400.00 million* by Neokraft Global Private Limited and by ZKW Group GmbH, up to [●] Equity Shares aggregating to ₹ 460.00 million. <i>* As on the date of this Draft Red Herring prospectus an aggregate of 65,058 outstanding CCPS held by the Neokraft Global Private Limited will be converted into maximum of 3,252,900 Equity Shares in aggregate in accordance with Regulation 5(2) of the SEBI ICDR Regulation. The CCPS will be converted into Equity Shares, prior to the filing of the Red Herring Prospectus with the RoC</i>
Pension Fund(s)	Any fund registered with the Pension Fund Regulatory and Development Authority under the provisions of the Pension Fund Regulatory and Development Authority Act, 2013.
Pre-IPO Placement	Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of Specified Securities, as may be permitted under the applicable law, aggregating up to ₹ 750.00 million, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20.00% of the size of the Fresh Issue. The utilisation of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the Objects in compliance with applicable law. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or that the Offer may be successful and will result in the listing of the Equity Shares on the Stock Exchanges. Our Company shall report any Pre-IPO Placement to the Stock Exchanges within 24 hours of such Pre-IPO Placement (in part or in entirety). Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus
Price Band	Price band of a minimum price of ₹ [●] per Equity Share (<i>i.e.</i>, the Floor Price) and the maximum price of ₹ [●] per Equity Share (<i>i.e.</i>, the Cap Price), including any revisions thereof. The Cap Price shall be at least 105% of the Floor Price and shall be less than or equal to 120% of the Floor Price. A discount of up to [●] % on the Offer Price (equivalent of ₹[●] per Equity Share) may be offered to Eligible Employees bidding in the Employee Reservation Portion. This Employee Discount (if any) will be decided by our Company, in consultation with the Book Running Lead Managers, on the Pricing Date in accordance with the Book Building Process and the Red Herring Prospectus. The Price Band and the minimum Bid Lot for the Offer will be decided by our Company, in consultation with the BRLMs, and shall be notified in all editions of [●] (a widely circulated English national daily newspaper) and all editions of [●], (a widely circulated Hindi national daily newspaper, Hindi also being the regional language of Delhi where our Registered Office is located), at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites
Pricing Date	The date on which our Company, in consultation with the BRLMs, shall finalize the Offer Price, in compliance with the SEBI ICDR Regulations
Promoters' Contribution	Aggregate of 20% of the fully diluted post-Offer Equity Share capital of our Company that is eligible to form part of the minimum promoter's contribution, as required under the provisions of the SEBI ICDR Regulations, held by our Promoters, which shall be locked-in for a period of 3 years from the date of Allotment

Term	Description
Prospectus	The prospectus for the Offer to be filed with the RoC on or after the Pricing Date in accordance with the provisions of Section 26 of the Companies Act, 2013 and the SEBI ICDR Regulations, and containing, <i>inter alia</i> , the Offer Price that is determined at the end of the Book Building Process, the size of the Offer and certain other information, including any addenda or corrigenda thereto
Public Offer Account(s)	‘No-lien’ and ‘non-interest-bearing’ bank account(s) opened in accordance with Section 40(3) of the Companies Act, 2013, with the Public Offer Account Bank(s) to receive money from the Escrow Account(s) and the ASBA Accounts maintained with the SCSBs on the Designated Date
Public Offer Account Bank(s)	The bank(s) which are clearing members and registered with the SEBI as a banker to an issue under the SEBI BTI Regulations, with which the Public Offer Account(s) shall be opened, being [●]
“Qualified Institutional Buyer(s)” or “QIBs”	A qualified institutional buyer as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
QIB Bidders	QIBs who Bid in the Offer
QIB Portion	The portion of the Offer (including Anchor Investor Portion) being not more than 50% of the Offer comprising [●] Equity Shares, which shall be available for allocation on a proportionate basis to QIBs (including Anchor Investors), subject to valid Bids being received at or above the Offer Price or the Anchor Investor Offer Price, as applicable
“Red Herring Prospectus” or “RHP”	The red herring prospectus for the Offer to be issued by our Company in accordance with Section 32 of the Companies Act, 2013 and the SEBI ICDR Regulations which will not have complete particulars of the Offer Price and size of the Offer, including any addenda or corrigenda thereto. The Red Herring Prospectus will be filed with the RoC at least three Working Days before the Bid/Offer Opening Date and will become the Prospectus after filing with the RoC after the Pricing Date, including any addenda or corrigenda thereto
Refund Account(s)	The ‘no-lien’ and ‘non-interest bearing’ account opened with the Refund Bank from which refunds, if any, of the whole or part of the Bid Amount shall be made to Anchor Investors
Refund Bank(s)	The bank which is a clearing member registered with SEBI under the SEBI BTI Regulations, with whom the Refund Account(s) will be opened, in this case being [●]
Registered Brokers	Stock brokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers and Sub-Brokers) Regulations, 1992, as amended and the Stock Exchanges having nationwide terminals, other than the Members of the Syndicate and eligible to procure Bids in terms of SEBI ICDR Master Circular and SEBI circular No. CIR/CFD/14/2012 dated October 4, 2012 (to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations), issued by SEBI
Registrar Agreement	The agreement dated December 29, 2025 entered into amongst our Company, the Selling Shareholders and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer
“Registrar” and “Share Transfer Agents” or “RTAs”	Registrar and share transfer agents registered with SEBI and eligible to procure Bids from relevant Bidders at the Designated RTA Locations in terms of SEBI circular number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI and as per the list available on the websites of BSE and NSE, and the UPI Circulars
“Registrar to the Offer” or “Registrar”	KFin Technologies Limited
“Retail Individual Investors” or “RIIs”	Individual Bidders who have Bid for Equity Shares for an amount of not more than ₹0.20 million in any of the bidding options in the Offer (including HUFs applying through the <i>karta</i> and Eligible NRIs) and does not include NRIs (other than Eligible NRIs)
Retail Portion	Portion of the Offer being at least 35% of the Offer, consisting of [●] Equity Shares, of face value ₹ 10 each, which shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, which shall not be less than the minimum Bid Lot, subject to valid Bids being received at or above the

Term	Description
	Offer Price
Revision Form	The form used by the Bidders to modify the quantity of Equity Shares or the Bid Amount in their Bid cum Application Forms or any previous Revision Forms. QIB Bidders and Non-Institutional Investors are not allowed to withdraw or lower their Bids (in terms of the quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Investors (subject to the Bid Amount being up to ₹0.20 million) and Eligible Employees bidding in the Employee Reservation Portion can revise their Bids during the Bid/Offer Period and can withdraw their Bids until the Bid/Offer Closing Date
SCORES	SEBI complaints redress system, a centralized web-based complaints redressal system launched by SEBI
Self-Certified Syndicate Banks or SCSBs	The banks registered with SEBI, offering services: (a) in relation to ASBA (other than using the UPI Mechanism), a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, as applicable or such other website as may be prescribed by SEBI from time to time; and (b) in relation to ASBA (using the UPI Mechanism), a list of which is available on the website of SEBI at /sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40, or such other website as may be prescribed by SEBI from time to time Applications through UPI in the Offer can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website. A list of SCSBs and mobile application, which, are live for applying in public issues using UPI Mechanism is provided as Annexure ‘A’ to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, UPI Bidders 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=4 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 respectively, as updated from time to time
Share Escrow Agent	Share escrow agent to be appointed to the Share Escrow Agreement, namely, [●]
Share Escrow Agreement	The agreement to be entered into by and amongst the Selling Shareholders, our Company and the Share Escrow Agent in connection with the transfer of the Offered Shares by the Selling Shareholders and credit of such Equity Shares to the demat account of the Allottees
Specified Locations	Bidding Centres where the Syndicate shall accept ASBA Forms from the Bidders, a list of which is available on the website of SEBI (www.sebi.gov.in) and updated from time to time
Specified Securities	Specified securities means ‘equity shares’ and ‘convertible securities’ as defined under Regulation 2(1)(eee) of SEBI ICDR Regulations
Sponsor Bank(s)	Bank(s) registered with SEBI which will be appointed by our Company to act as a conduit between the Stock Exchanges and the National Payments Corporation of India in order to push the mandate collect requests and/or payment instructions of the UPI Bidders into the UPI, in this case being [●]
Stock Exchanges	Collectively, BSE Limited and National Stock Exchange of India Limited
“Sub-Syndicate” or “Sub-Syndicate Member(s)”	The sub syndicate members, if any, appointed by the BRLMs and the Syndicate Members, to collect ASBA Forms and Revision Forms
“Syndicate” or “Members of the Syndicate”	Collectively, the BRLMs and the Syndicate Members
Syndicate Agreement	The agreement to be entered into by and amongst the members of the Syndicate, our Company, the Selling Shareholders and the Registrar to the Offer in relation to the collection of Bid cum Application Forms by the Syndicate.

Term	Description
Syndicate Members	Syndicate members as defined under Regulation 2(1)(hhh) of the SEBI ICDR Regulations, namely, [●]
“Systematix Corporate Services Limited /SCSL”	Systematix Corporate Services Limited
Underwriters	[●]
Underwriting Agreement	The agreement to be entered into by and amongst our Company, the Selling Shareholders and the Underwriters, on or after the Pricing Date but before filing of the Red Herring Prospectus or the Prospectus with the RoC, as the case may be
UPI	Unified Payments Interface, which is an instant payment mechanism, developed by NPCI
UPI Bidder(s)	Collectively, individual investors applying as (i) Retail Individual Investors in the Retail Portion (ii) Eligible Employees, under the Employee Reservation Portion (subject to the Bid Amount being up to ₹ 0.50 million), and (iii) individuals applying as Non-Institutional Investors with a Bid Amount of up to ₹0.50 million in the Non-Institutional Portion, and Bidding under the UPI Mechanism through ASBA Forms(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Pursuant to the SEBI ICDR Master Circular, all individual investors applying in public issues where the application amount is up to ₹0.50 million shall use UPI and shall provide their UPI ID in the bid-cum-application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an offer and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)
UPI Circulars	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 no. 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 number SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, to the extent these circulars are not rescinded by the SEBI RTA Master Circular, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, (to the extent that this circular is not rescinded by the SEBI ICDR Master Circular, SEBI master circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 (to the extent applicable), SEBI master circular no. SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024, SEBI RTA Master Circular (to the extent it pertains to UPI), along with the circulars issued by the National Stock Exchange of India Limited having reference no. 23/2022 dated July 22, 2022 and reference no. 25/2022 dated August 3, 2022 and the circular issued by BSE Limited having reference no. 20220722-30 dated July 22, 2022, reference no. 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI or the Stock Exchanges in this regard
UPI ID	An ID created on UPI for single-window mobile payment system developed by the NPCI
UPI Mandate Request	A request (intimating the UPI Bidder by way of a notification on the UPI linked mobile application and by way of an SMS on directing the UPI Bidder to such UPI linked mobile application) to the UPI Bidder initiated by the Sponsor Bank(s) to authorize blocking of funds in the relevant ASBA Account through the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment
UPI Mechanism	The bidding mechanism that may be used by a UPI Bidder in accordance with the UPI Circulars to make an ASBA Bid in the Offer

Term	Description
UPI PIN	Password to authenticate UPI transaction
Wilful Defaulter	A company or person, as the case may be, categorised as a wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI and as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations
Working Day(s)	All days on which commercial banks in Mumbai, India are open for business; provided however, with reference to (a) announcement of Price Band; and (b) Bid/Offer Period, the term Working Day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; and (c) the time period between the Bid/Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, “Working Day” shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per circulars issued by SEBI, including the UPI Circulars

Technical/Industry-Abbreviations

Term(s)	Description
AFS	Adaptive Front Lighting Systems
AIAG	Automotive Industry Action Group
ACMA	Automotive Component Manufacturers Association
ADAS	Advanced Driver Assistance System
ADB	Adaptive Driving Beam
AIS	Automotive Industry Standards
APQP	Advanced Product Quality Planning
ASM	Additional Surveillance Measures
BOPs	Bought-out parts
2W(s)	Two-wheelers
3W(s)	Three-wheelers
CAE	Computer-aided engineering
CHMSL	Center High-Mounted Stop Lamp
CV(s)	Commercial Vehicles
DLP	Digital Light Processing
DRL	Daytime Running Light
ECE	Economic Commission for Europe
ESG	Environmental, Social, and Governance
EV(s)	Electric Vehicles
FMEA	Failure Modes and Effects Analysis
ICAT	International Centre for Automotive Technology
ICE	Internal Combustion Engine
ILCV(s)	Intermediate and Light Commercial Vehicles
IP	Ingress Protection
IT	Information Technology
JIS	Japanese Industrial Standards
GPA	General Purchasing Agreement
GSM	Graded Surveillance Measures
HCV(s)	Heavy Commercial Vehicles
HOD	Head of Department
HVAC	Heating, Ventilation, and Air Conditioning
LCV(s)	Light Commercial Vehicles
LDM	LED Drive Module
LED	Light Emitting Diode
LSU	Light Source Unit
MCV(s)	Medium Commercial Vehicles
MRP	Material Requirements Planning
MSA	Measurement System Analysis

Term(s)	Description
NG	Non-good
OEM	Original Equipment Manufacturer
OLED	Organic Light Emitting Diode
OR	Off-road
PCB	Printed Circuit Board
PLI	Production Linked Incentive
PPAP	Production Part Approval Process
PV(s)	Passenger Vehicles
R&D	Research and Development
RFQ	Requests for Quotation
RSU	Registered Stock Units
SAE-DOT	Society of Automotive Engineers - Department of Transportation
SAP	Systematic Application Products in Data Processing
SDV	Software-defined vehicle
SOP	Standard Operating Procedure
SPC	Statistical Process Control
SKU	Stock Keeping Unit

Technical/Industry and Business-Related Terms

Term(s)	Description
Automotive Lighting Aftermarket	Aftermarket segment for automotive lighting products and components, through which our products are distributed for replacement sale
“CIS region” or “CIS countries”	Countries of the former Soviet Union
Design Centres	Two design centres, one integrated within our Unit 1 Manufacturing Facility, and an independent design centre located in Pune, Maharashtra
“DPR” or “Project Report”	Detailed project report dated December 28, 2025, issued by Goldrush Capital Services Private Limited
DPR Agency	Goldrush Capital Services Private Limited
Manufacturing Facilities	Manufacturing Facilities collectively refers to Unit 1, Unit 2, and Unit 3
NATIS	NATRiP Implementation Society
OEM category	OEM category wherein we manufacture and supply automotive lighting products and components to OEMs across a wide spectrum of vehicle segments, including PV, CV, OR, 3W and 2W
OR(s)	Off-road vehicles which include agri vehicles and construction vehicles
Partially Vertically Integrated	Partially vertically integrated manufacturing unit refers to a manufacturing unit that undertakes manufacturing of certain components required for the manufacture of the final product in-house, while sourcing certain components from third party vendors
Project Land	Industrial land acquired by our Company on a leasehold basis for a period of 99 years, admeasuring 235,224.00 square feet, situated at Plot No. 19, SIPCOT Industrial Part, Sriperumbudur (Phase – IV – Mambakkam), Taluk of Sriperubudur, Sunguvarchatram, Kancheepuram, Tamil Nadu, pursuant to a lease deed dated October 6, 2025 executed with the State Industries Promotion Corporation of Tamil Nadu Limited
Proposed Project	Financing the capital expenditure requirements for setting up a new greenfield manufacturing facility at Plot No. 19, SIPCOT Industrial Part, Sriperumbudur (Phase – IV – Mambakkam), Taluk of Sriperubudur, Sunguvarchatram, Kancheepuram, Tamil Nadu
SAP	Systematic, application, products in data processing
Semi-Automated	Semi-automated refers to a manufacturing process that combines automated machinery with limited manual intervention at select production stages
SIPCOT	State Industries Promotion Corporation of Tamil Nadu Limited
Unit 1	Automotive lighting OEM and aftermarket plant at Bahadurgarh, Haryana situated at Plot No. 36, Sector 4-B, I.E., Bahadurgarh, Dist. Jhajjar, Haryana

Term(s)	Description
Unit 2	Sheet metal plant at Bahadurgarh, Haryana situated at Khewat no. 148 Min, Khata No. 155, Kila No. 51/2, premises of Aarti Solvex Ltd, opposite HSIIDC Industrial Area, Bahadurgarh
Unit 3	Automotive lighting OEM plant at Pune, Maharashtra situated at Gat Nos. 169/1, 169/2, 169/3, 169.4, 169/5, 169/6, 169/7(P), 169/9(P & 180(P), village Shinde, Taluka Khed, Pune, Maharashtra
Upgradation	Purchase of plant and machinery, SMT lines and testing equipment for electronic expansion and upgradation of existing Unit 1 Manufacturing Facility
ZKW	ZKW Group GmbH (formerly known as Zizala Lichtsysteme GmbH)

Conventional Terms/Abbreviations

Term(s)	Description
A/c	Account
Accredited Investor	Accredited Investor as defined in clause (ab) of sub-regulation (1) of regulation 2 of the SEBI AIF Regulations
AGM	Annual General Meeting of shareholders as defined under Companies Act, 2013
Alternative Investment Funds or AIFs	Alternative investment funds as defined in, and registered under the SEBI AIF Regulations
Air Act	Air (Prevention and Control of Pollution) Act, 1981
Air Rules	Air (Prevention and Control Pollution) Rules 1994
“AS”/ “Accounting Standards”	Accounting Standards as issued by the Institute of Chartered Accountants of India
ASBA	Application Supported by Blocked Amount
Authorised Dealers	Authorised Dealers registered with RBI under the Foreign Exchange Management (Foreign Currency Accounts) Regulation, 2000
AY	Assessment Year
Banking Regulation Act	Banking Regulation Act, 1949
BIFR	Board of Industrial and Financial Reconstruction
BIS Act	The Bureau of Indian Standards Act, 2016
Boilers Act	The Boilers Act, 2025
Boilers Regulations	Indian Boiler Regulations, 1950
Bn	Billion
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
Calendar Year or year	Unless the context otherwise requires, shall refer to the twelve-month period ending December 31
Category I AIF	AIFs who are registered as “Category I Alternative Investment Funds” under the SEBI AIF
Category I FPIs	FPIs registered as “Category I foreign portfolio investors” under the SEBI FPI Regulations
Category II AIF	AIFs who are registered as “Category II Alternative Investment Funds” under the SEBI AIF
Category II FPIs	FPIs registered as “Category II foreign portfolio investors” under the SEBI FPI Regulations
Category III AIF	AIFs who are registered as “Category III Alternative Investment Funds” under the SEBI AIF
CBDT	Central Board of Direct Taxes
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
Client ID	Client identification number of the Bidder’s beneficiary account
CLRA	Contract Labour (Regulation and Abolition) Act, 1970
COPRA	The Consumer Protection Act, 2019
Copyright Act	Copyright Act, 1957
Companies Act, 1956	The Companies Act, 1956, read with the rules, regulations, clarifications and modifications notified thereunder
“Companies Act” or	The Companies Act, 2013, read with the rules, regulations, clarifications and

Term(s)	Description
“Companies Act, 2013”	amendments notified thereunder
Consolidated FDI Policy	The FDI Policy, effective from October 15, 2020, issued by the DPIIT, and any amendments or substitutions thereof, issued from time to time
COVID-19	A public health emergency of international concern as declared by the World Health Organization on January 30, 2020, and a pandemic on March 11, 2020
CSR	Corporate Social Responsibility
Demat	Dematerialised
Depositories	A depository registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, namely, NSDL and CDSL
Depositories Act	Depositories Act, 1996, as amended
DP or Depository Participant	A depository participant as defined under the Depositories Act
DGFT	The Director General of Foreign Trade, Ministry of Commerce
DIN	Director Identification Number
DP ID	Depository Participant's identity number
DPIIT	Department of Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India
E-Commerce Entities	Entities which own, operate, or manage digital or electronic facility or platform for electronic commerce
E-Commerce Rules	The Consumer Protection (E-Commerce) Rules, 2020
E-Waste Rules	E-Waste (Management) Rules, 2022
ECBs	External commercial borrowings
EGM	Extra-ordinary General Meeting
EPCG	Export Promotion Capital Goods
FCRN	Foreign Currency Non- Resident
FCNR Account	Foreign Currency Non-Resident Account (Bank) account established in accordance with the provisions of FEMA
EPS	Earnings per share
EPF Act	The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
ESIC Act	The Employees' State Insurance Act, 1948
“Euro” or “€”	Euro, the official currency of the European Union
Factories Act	The Factories Act, 1948
FDI	Foreign Direct Investment
FDI Policy	Consolidated Foreign Direct Investment Policy notified by the DPIIT through notification dated October 15, 2020, effective from October 15, 2020
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations notified thereunder
FEMA Regulations	FEMA Non-debt Instruments Rules, the Foreign Exchange Management (Mode of Payment and Reporting of Non debt Instruments) Regulations, 2019 and the Foreign Exchange Management (Debt Instruments) Regulations, 2019, as applicable, as amended
FEMA Non-debt Instruments Rules or the FEMA NDI Rules	The Foreign Exchange Management (Non-debt Instruments) Rules, 2019
“Financial Year” or “Fiscal(s)” or “Fiscal Year” or “FY”	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending March 31 of that particular calendar year
FPI(s)	Foreign portfolio investors as defined in, and registered with SEBI under the SEBI FPI Regulations
Fugitive Economic Offender	Fugitive Economic Offender as defined under Regulation 2(1)(p) of the SEBI ICDR Regulations
FTA	The Foreign Trade (Development and Regulation) Act, 1992
FVCI	Foreign Venture Capital Investors (as defined under the SEBI FVCI Regulations) registered with SEBI
GAAP	Generally Accepted Accounting Principles
GBP	Great British Pound, official currency of the United Kingdom
GIR Number	General Index Registry number

Term(s)	Description
GDP	Gross Domestic Product
“Government of India” or “Central Government” or “GoI”	The Government of India
GST	Goods and Services Tax
HNI	High net worth individuals
Hazardous Chemical Rules	Manufacture, Storage and Import of Hazardous Chemical Rules, 1989
Hazardous Waste Rules	Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016
HUF(s)	Hindu undivided family(ies)
IATF	International Automotive Task Force
IEC	Importer-exporter code number
ICAI	The Institute of Chartered Accountants of India
ICSI	The Institute of Company Secretaries of India
ICWAI	The Institute of Cost & Works Accountants of India
IFRS	International Financial Reporting Standards
Income Tax Act or ITA	Income-tax Act, 1961
Ind AS / Indian Accounting Standards	Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Companies Act, 2013, as amended
Ind AS 24	Indian Accounting Standard 24, “ Related Party Transactions ”, notified under Section 133 of the Companies Act 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended
Ind AS 37	Indian Accounting Standard 37, “ Provisions, Contingent Liabilities and Contingent Assets ”, notified under Section 133 of the Companies Act 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended
Ind AS Rules	Companies (Indian Accounting Standards) Rules, 2015, as amended
Indian GAAP / IGAAP	Generally Accepted Accounting Principles in India notified under Section 133 of the Companies Act 2013 and read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016, as amended
“INR” or “Rupee” or “₹” or “Rs.”	Indian Rupees, the official currency of the Republic of India
IPO	Initial Public Offering
IRDAI	Insurance Regulatory and Development Authority of India
IRDAI Investment Regulations	Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016
IST	Indian Standard Time
IT	Information technology
KPIs	Key Performance Indicators
KPI Circular	The circular issued by SEBI with reference no. SEBI/HO/CFD/CFD-PoD2/P/CIR/2025/28 dated February 28, 2025
KYC	Know Your Customer
Legal Metrology Act	The Legal Metrology Act, 2009
LLP	Limited Liability Partnership
MCA	Ministry of Corporate Affairs, Government of India
“Mn”/ “mn”	Million
Mutual Fund(s)	Mutual funds registered under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, as amended
MSME(s)	Micro, small and medium enterprise(s)
N.A./ NA	Not Applicable
NACH	National Automated Clearing House
NAV	Net asset value
NBFC	Non-Banking Financial Companies
National Investment Fund	National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005, of the GoI, published in the Gazette of India

Term(s)	Description
Net Asset Value (NAV)	NAV is calculated by dividing net worth by fully diluted number of equity shares outstanding at the end of the year adjusted for the split in the face value of the equity shares and issue of Bonus Equity Shares
NEFT	National electronic fund transfer
NFE	Net foreign exchange
Net worth	Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the Restated Financial Information, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation. Therefore, net worth for the Company includes paid-up share capital, retained earnings, securities premium, other comprehensive income, capital redemption reserve and general reserve and excludes capital reserve on business combinations under common control, as at June 30, 2025, March 31, 2025, March 31, 2024, and March 31, 2023
NPCI	National Payments Corporation of India
NR or Non-resident	A person resident outside India, as defined under the FEMA, including Eligible NRIs, FPIs and FVCIs registered with the SEBI
NRE	Non-Resident External
NRI or Non-Resident Indian	A person resident outside India, as defined under FEMA
NRO	Non-Resident Ordinary
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
“OCB” or “Overseas Corporate Body”	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003, and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Offer
p.a.	Per annum
P/E Ratio	Price/earnings ratio
PAN	Permanent Account Number allotted under the Income Tax Act
Petroleum Act	The Petroleum Act, 1934
Public Liability Act	The Public Liability Insurance Act, 1991
RBI	The Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act
RONW	Return on net worth
Rs. / Rupees/ ₹/ INR	Indian Rupees
RTGS	Real time gross settlement
SCORES	SEBI Complaints Redress System
SARFAESI Act	Securitisation and Reconstruction of Financial Assets and Enforcement of Securities Interest Act, 2002, as amended
Scale Based Regulations	Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023
SCRA	Securities Contracts (Regulation) Act, 1956, as amended
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended
SMS	Short message service
SEBI	Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended
SEBI BTI Regulations	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, as amended
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended

Term(s)	Description
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
SEBI ICDR Master Circular	SEBI master circular bearing reference number SEBI/HO/CFD/PoD-1/P/CIR/2024/0154, dated November 11, 2024
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI Mutual Fund Regulations	Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, as amended
SEBI RTA Master Circular	SEBI master circular bearing SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025
SEBI SBEB Regulations	Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended
SEBI PIT Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended
SEBI Takeover Regulations/ Takeover Regulations/	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
SEBI VCF Regulations	The erstwhile Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996, as repealed pursuant to the SEBI AIF Regulations
State Government	Government of a State of India
Systemically Important NBFCs or NBFC-SI	Systemically important non-banking financial company registered with the RBI and as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
Stock Exchanges	The BSE and the NSE
TAN	Tax deduction and collection account number
TIN	Taxpayers Identification Number
TDS	Tax Deducted at Source
Trademarks Act	The Trademark Act, 1999
U.S. GAAP	Generally accepted accounting principles in the United State of America
U.S. Securities Act	The United States Securities Act of 1933, as amended
“US\$” or “USD” or “US Dollar”	United States Dollar, the official currency of the United States of America
“USA” or “U.S.” or “US”	United States of America
VCFs	Venture capital funds as defined in and registered with SEBI under the SEBI VCF Regulations or the SEBI AIF Regulations, as the case may be
Water Act	Water (Prevention and Control of Pollution) Act, 1974.
Wilful Defaulter / Fraudulent Borrower	Wilful Defaulter or Fraudulent Borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations
WDV	Written Down Value
WACA	Weighted average cost of acquisition
“Year” or “Calendar Year”	Unless the context otherwise requires, shall mean the twelve-month period ending December 31
YoY	Year on Year

Key Performance Indicators (“KPIs”) (as defined in the Basis for Offer Price section)

Sl. No.	KPI	Explanation of KPI
GAAP Financial Measures		
1.	Revenue from Operations	Revenue from operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of our company
2.	PAT	PAT refers to profit after tax and provides information regarding the overall profitability of the business
3.	Total Equity (including NCI)	Total equity provides information regarding total shareholder funds of the business including NCI.
4.	Basic EPS	This metric indicates the current earnings per share, helping assess the profitability attributable to existing shareholders.

Sl. No.	KPI	Explanation of KPI
5.	Diluted EPS	This metric indicates the earnings per share assuming that all potential equity dilution occurs, providing a conservative view of earnings per share in a fully diluted scenario
Non-GAAP Financial Measures		
6.	Gross Profit	Gross Profit provides insights into the value added by our Company, reflecting the profitability generated over material costs from the sale of products and services
7.	Gross Profit Margin	Gross Profit Margin indicates gross level profitability relative to revenue from operations
8.	Operating EBITDA	EBITDA provides insights into the Company's operational profitability before the Finance Cost, Taxation, Depreciation and amortization expenses
9.	Operating EBITDA Margin	EBITDA Margin is an indicator of the operational profitability and financial performance of our business.
10.	PAT Margin	PAT Margin is an indicator of the overall profitability and financial performance of the business relative to revenue from operations
11.	Net Debt	This metric provides information about financial leverage of the business
12.	Net Debt to Operating EBITDA	This metric is used to measure leverage and debt repayment capacity of the business.
13.	Capital Gearing Ratio	This is used to measure proportion of leverage deployed to overall capital in business
14.	Return on Average Equity (ROE)	ROE provides how efficiently our Company generates profits from shareholders' funds
15.	Return on Average Capital Employed (ROCE)	Return on Capital Employed provides how efficiently our Company generates earnings from the capital employed in the business.
Operational Measures		
16.	Number of Manufacturing Facilities	This metric indicates the Company's manufacturing footprint in terms of number of facilities.
17.	R&D as % of Revenue from operations	This metric is used to assess the Company's level of investment in research and development in relation to its Revenue from operations
18.	Number of OEM Customers	Reflects the total number of OEM customers served by the company, indicating its presence across OEMs
19.	Revenue from operations - Domestic and Exports	This metric indicates the share of revenue from domestic and export markets, helping assess market reach and revenue contribution
20.	Revenue from operations - By segments	This metric breaks down revenue by vehicle segment - PV, CV, 2W, 3W, and Others, to highlight business mix and contribution of each segment to Revenue from operations
21.	Revenue mix - LED and Non-LED	This metric indicates the share of revenue from LED and non-LED products, reflecting the company's product mix and evolution of the company's automotive lighting portfolio
22.	Revenue mix - Channel wise	This metric highlights the contribution of OEM and aftermarket business segments to overall revenue, providing insight into the company's business channel mix.

CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

Certain conventions

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

All references to the “U.S.”, “U.S.A.”, “USA” or the “United States” are to the United States of America and its territories and possessions.

In this Draft Red Herring Prospectus, unless otherwise specified:

- any time mentioned is in Indian Standard Time (“IST”);
- all references to a year are to a calendar year; and
- all references to page numbers are to the page numbers of this Draft Red Herring Prospectus.

Financial data

Our Company’s Financial Year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that particular calendar year, so all references to a particular Financial Year, Fiscal or Fiscal Year, unless stated otherwise, are to the 12 months period commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year.

Unless stated otherwise or the context otherwise requires, the financial data or financial ratios in this Draft Red Herring Prospectus are derived from the Restated Financial Information.

Restated Financial Information of our Company, as at and for the three months period ended June 30, 2025 and as at and for the Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023 comprising the restated statement of assets and liabilities as at June 30, 2025, March 31, 2025, March 31, 2024 and March 31, 2023, and the restated statement of profit and loss (including other comprehensive income), the restated statement of changes in equity, the restated statement of cash flows, for the three months period ended June 30, 2025 and for the Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023, the material accounting policies and other explanatory notes, prepared as per requirement of Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended, SEBI ICDR Regulations, as amended and the Guidance Note on ‘Reports in Company Prospectuses (Revised 2019)’ issued by the Institute of Chartered Accountants of India, as amended and an e-mail dated October 28, 2021 from the SEBI to Association of Investment Bankers of India, instructing Book Running Lead Managers to ensure that companies provide financial statements prepared in accordance with Ind AS for all the three years and stub period. The Restated Financial Information have been prepared to comply in all material respects with the Indian Accounting Standards (“**Ind AS**”) as prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time), presentation requirements of Division II of Schedule III to the Companies Act, 2013, as applicable to the financial statements and other relevant provisions of the Companies Act, 2013.

For further details, see “**Restated Financial Information**” on page 417.

Unless otherwise stated or the context otherwise indicates, any percentage amounts, (excluding certain operational metrics), as set out in “**Summary of Offer Document**”, “**Risk Factors**”, “**Our Business**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” on pages 31, 45, 318 and 476. Restated Financial Information for the three months period ended June 30, 2025 and Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023 included in this Draft Red Herring Prospectus are derived from audited financial statements for the three months period ended June 30, 2025 and Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023 prepared in accordance with Ind AS, the provisions of the Companies Act and other accounting principles generally accepted in India and restated by our Company in accordance with the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, relevant provisions of the SEBI ICDR Regulations, and the Guidance Note on Reports on Company Prospectuses (Revised 2019) issued by the ICAI. Ind AS differs from accounting principles with which you may be familiar, such as Indian GAAP, IFRS and US GAAP.

Ind AS, Indian GAAP, IFRS and U.S. GAAP differ in certain significant respects from other accounting principles

and standards with which investors may be more familiar. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those of Indian GAAP, IFRS, U.S. GAAP or any other accounting principles or standards. If we were to prepare our financial statements in accordance with such other accounting principles, our results of operations, financial condition and cash flows may be substantially different. For details in connection with risks involving differences between Ind AS, Indian GAAP, IFRS and U.S. GAAP, see ***“Risk Factor - We have included in this Draft Red Herring Prospectus certain non-GAAP financial measures and certain other industry measures related to our operations and financial performance. These non-GAAP measures and industry measures may vary from any standard methodology that is applicable across the industry and therefore may not be comparable with financial or industry-related statistical information of similar nomenclature computed and presented by other companies.”*** on page 82. Prospective investors should consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar. The degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting policies and practices, Ind AS, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with these accounting principles and regulations on our financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

All figures, including financial information, in decimals (including percentages) have been rounded off to two decimals. However, where any figures may have been sourced from third-party industry sources, such figures may be rounded-off to such number of decimal points as provided in such respective sources. In this Draft Red Herring Prospectus, (i) the sum or percentage change of certain numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row; any such discrepancies are due to rounding off.

All figures in diagrams and charts, including those relating to financial information, operational metrics and key performance indicators, have been rounded to the nearest decimal place, whole number, thousand or million, as applicable.

Non-Generally Accepted Accounting Principles Financial Measures

Certain Non-Generally Accepted Accounting Principles (“Non-GAAP”) measures presented in this Draft Red Herring Prospectus such as Gross Profit, Gross Profit Margin, Operating EBITDA, Operating EBITDA Margin, Net Debt, Net Debt to Operating EBITDA, Capital Gearing Ratio, Return on Average Equity and Return on Average Capital Employed, that are not required by, or presented in accordance with, Ind AS, Indian GAAP, or IFRS. Further, these Non-GAAP measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, or IFRS and should not be considered in isolation or construed as an alternative to cash flows, profit / (loss) for the year / period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, or IFRS. In addition, these Non-GAAP measures, and other statistical and other information relating to our operations and financial performance, may not be computed on the basis of any standard methodology that is applicable across the industry and, therefore, a comparison of similarly titled Non-GAAP measures or statistical or other information relating to operations and financial performance between companies may not be possible. Other companies may calculate the Non-GAAP measures differently from us, limiting their usefulness as a comparative measure. Although the Non-GAAP measures are not a measure of performance calculated in accordance with applicable accounting standards, we compute and disclose them as our Company’s management believes that they are useful information in relation to our business and financial performance.

Currency and units of presentation

All references to:

- (i) “₹” or “Rupees” or “Rs.” or “INR” are to Indian Rupees, the official currency of the Republic of India.
- (ii) “US\$” or “U.S. Dollars” or “USD” are to United States Dollars, the official currency of the United States of America
- (iii) “Euro” or “€” are to Euro, the official currency of the European Union.
- (iv) “GBP” are to the Great British Pound, official currency of the United Kingdom.
- (v) “CNY” are to the Chinese Yuan Renminbi, official currency of the People’s Republic of China.
- (vi) “RUB” are to the Ruble, official currency of Russia.

In this Draft Red Herring Prospectus, our Company has presented certain numerical information. All figures have been expressed in millions or in whole numbers where the numbers have been too small to represent in such units except where specifically indicated. One million represents 10 lakh or 1,000,000 and ten million represents 1 crore or 10,000,000.

However, where any figures that may have been sourced from third party industry sources are expressed in denominations other than millions in their respective sources, such figures appear in this Draft Red Herring Prospectus expressed in such denominations as provided in such respective sources.

Exchange rates

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

The information with respect to the exchange rate, as on the dates indicated, is set out below:

(in ₹)

Currency	Exchange Rate as on			
	June 30, 2025	March 31, 2025	March 31, 2024	March 31, 2023
1 USD	85.54	85.58	83.37	82.22
1 Euro	100.45	92.32	90.22	89.61
1 GBP	117.47	110.74	105.29	101.87
1 CNY	11.91	11.77	11.54	11.95
1 RUB	1.09	1.01	0.90	1.06

Source: www.fbil.org.in and www.wise.com

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

Please note that the above exchange rates have been provided for indicative purposes only and the amounts reflected in our Restated Financial Information may not have been converted using any of the above-mentioned exchange rates.

Industry and market data

Unless stated otherwise, industry related information in which our Company operates and market data contained in this Draft Red Herring Prospectus, including in “**Risk Factors**”, “**Industry Overview**”, “**Our Business**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” on pages 45, 197, 318 and 476, respectively, have been obtained or derived from the report titled “*Automotive lighting industry assessment*” dated December 2025, that has been prepared by CRISIL (“**CRISIL Report**”) which has been prepared exclusively for the purpose of understanding the industry in connection with the Offer and commissioned and paid for by our Company which is available on the website of our Company at www.neolitezkw.com. Further, CRISIL vide their letter dated December 27, 2025, has accorded their no objection and consent to use the CRISIL Report in relation to the Offer. CRISIL was appointed by our Company, is an independent agency and does not have direct/ indirect interest in or relationship with our Company, Promoters, Directors, KMPs, SMPs or the Book Running Lead Managers as confirmed pursuant to their consent letter dated December 27, 2025, except to the extent of issuing the Report. For risks in relation to the CRISIL Report, see “**Risk Factor - This Draft Red Herring Prospectus contains information from an industry report issued by CRISIL which we have commissioned and paid for to confirm our understanding of our industry exclusively in connection with the Offer and reliance on such information for making an investment decision in this Offer is subject to inherent risks**” on page 83.

Except for the CRISIL Report, we have not commissioned any report for purposes of this Draft Red Herring Prospectus and any market and industry related data, other than that extracted or obtained from the CRISIL Report, used in this Draft Red Herring Prospectus has been obtained or derived from publicly available documents and other industry sources.

The CRISIL Report shall be available on the website of our Company from the date of the Red Herring Prospectus until the Bid/Offer Closing Date and has also been included in “**Material Contracts and Documents for Inspection –Material Documents**” on page 613.

Unless otherwise stated, industry and market data used throughout this Draft Red Herring Prospectus has been obtained from publicly available sources of industry data. Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources believed to be reliable, but their accuracy or completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured. Data from these sources may also not be comparable. The extent to which industry and market data set forth in this Draft Red Herring Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those disclosed in ***"Risk Factors"*** on page 45.

The data used in these sources may have been reclassified by us for the purposes of presentation and may also not be comparable. Given the scope and extent of the CRISIL Report, disclosures are limited to certain excerpts, and the CRISIL Report has not been reproduced in its entirety in this Draft Red Herring Prospectus. There are no parts, data or information which may be relevant for the proposed Offer, that have been left out or changed in any manner. The extent to which the industry and market data presented in this Draft Red Herring Prospectus is meaningful and depends upon the reader's familiarity with, and understanding of, the methodologies used in compiling such information. There are no standard data gathering methodologies in the industry in which our Company conducts business and methodologies, and assumptions may vary widely among different market and industry sources. Such information involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in ***"Risk Factors - This Draft Red Herring Prospectus contains information from an industry report issued by CRISIL which we have commissioned and paid for to confirm our understanding of our industry exclusively in connection with the Offer and reliance on such information for making an investment decision in this Offer is subject to inherent risks."*** on page 83. Accordingly, investment decisions should not be based solely on such information.

In accordance with the disclosure requirements under the SEBI ICDR Regulations, ***"Basis for the Offer Price"*** on page 174, includes information relating to our peer group companies.

Notice to Prospective Investors in the United States

The Equity Shares have not been recommended by any U.S. federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this Draft Red Herring Prospectus or approved or disapproved the Equity Shares. Any representation to the contrary is a criminal offence in the United States. In making an investment decision, investors must rely on their own examination of our Company and the terms of the Offer, including the merits and risks involved.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold only outside of the United States in offshore transactions as defined in and in compliance with Regulation S and the applicable laws of the jurisdiction where those offers and sales are made. For further details, see ***"Other Regulatory and Statutory Disclosures - Eligibility and Transfer Restrictions"*** on page 527.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made, by persons in any such jurisdiction except in compliance with the applicable laws of such jurisdiction.

Notice to Prospective Investors in the European Economic Area

This Draft Red Herring Prospectus is not a prospectus for the purposes of Regulation (EU) 2017/1129, as amended (the "Prospectus Regulation"). This Draft Red Herring Prospectus has been prepared on the basis that any offer to the public of Equity Shares in any Member State of the European Economic Area (the "EEA") (each a **"Member State"**) will be made pursuant to an exemption under the Prospectus Regulation from the requirement to publish a prospectus. Accordingly, any person making or intending to make an offer to the public in any Member State of Equity Shares which are the subject of the Offer contemplated in this Draft Red Herring Prospectus may only do so in circumstances in which no obligation arises for our Company, the Selling

Shareholders or any of the BRLMs to publish a prospectus pursuant to Article 3 of the Prospectus Regulation in relation to such offer. None of our Company, the Selling Shareholders or the BRLMs have authorised, nor do they authorise the making of any offer of Equity Shares through any financial intermediary, other than the offers made by the Book Running Lead Managers which constitute the final placement of Equity Shares contemplated in this Draft Red Herring Prospectus. For the purposes of this provision, the expression an “offer to the public” in relation to the Equity Shares in any Member State means the communication in any form and by any means of sufficient information on the terms of the Offer and any Equity Shares to be offered so as to enable an investor to decide to purchase or subscribe for any Equity Shares.

Information to EEA Distributors (as defined below)

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended (“**MiFID II**”); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the “**MiFID II Product Governance Requirements**”), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any “manufacturer” (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Equity Shares have been subject to a product approval process, which has determined that such Equity Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the “**Target Market Assessment**”). Notwithstanding the Target Market Assessment, “distributors” (for the purposes of the MiFID II Product Governance Requirements) (“**EEA Distributors**”) should note that: the price of the Equity Shares may decline and investors could lose all or part of their investment; the Equity Shares offer no guaranteed income and no capital protection; and an investment in the Equity Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offer. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Book Running Lead Managers will only procure investors who meet the criteria of professional clients and eligible counterparties. For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Equity Shares. Each EEA Distributor is responsible for undertaking its own target market assessment in respect of the Equity Shares and determining appropriate distribution channels.

FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain forward-looking statements. All statements contained in this Draft Red Herring Prospectus that are not statements of historical fact may constitute “forward-looking statements”. All statements regarding our expected financial condition and results of operations, business, plans and prospects are forward-looking statements. These forward-looking statements generally can be identified by words or phrases such as “aim”, “anticipate”, “believe”, “goal”, “expect”, “estimate”, “intend”, “likely to”, “shall”, “objective”, “plan”, “project”, “propose”, “should”, “will”, “will continue”, “seek to”, “will pursue” or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements whether made by us or any third parties in this DRHP are based on our current plans, estimates, presumptions and expectations and All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. For the reasons described below, we cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct. Therefore, 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.

These forward-looking statements are based on our present plans, estimates and expectations and actual results may differ materially from those suggested by such forward-looking statements. We cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct. Given the uncertainties, Bidders are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance.

Although we believe that the assumptions on which such statements are based are reasonable, any such assumptions as well as statements based on them could prove to be inaccurate. Actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the industry 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 and globally, which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, volatility 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 laws, regulations and taxes, changes in competition in our industry, incidence of natural calamities and/or acts of violence.

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

- Our dependence on India for a significant share of our revenue derived from export markets and majority of our export revenue is derived from customers based in the CIS countries and any decline in demand or downturn in the Indian automotive lighting products components and related services to automotive industry.
- Our ability to identify and respond to evolving industry trends, technological advances, and customer preferences, and to develop and launch new products on time, may adversely affect our business.
- Loss of relationship with any of our customers or delays or reductions in orders may have an adverse effect on our business, results of operations, financial condition and cash flows;
- Dependence on a few suppliers for the supply of our primary raw materials and any disruption in the supply or increase in the prices of raw materials could adversely affect our business, financial condition, results of operations and cash flows;
- Disruption, breakdown or shutdown of our manufacturing facilities may have an adverse effect on our business, financial condition, results of operations and cash flows;
- Outcome of our ongoing criminal and regulatory proceedings.
- Our ability to comply with stringent technical and quality requirements.
- Our ability obtain, renew, or maintain required approvals, permits, licenses, and registrations.
- Failure to compete effectively against our competitors and new entrants to the industry may adversely affect our business, financial condition and results of operations.

Certain information in “*Risk Factors*”, “*Industry Overview*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 45, 197, 318 and 476, respectively, of this Draft Red Herring Prospectus have been obtained from the CRISIL Report prepared by CRISIL.

For further discussion of factors that could cause the actual results to differ from the expectations, see “*Risk*

Factors, ***“Industry Overview”***, ***“Our Business”*** and ***“Management’s Discussion and Analysis of Financial Condition and Results of Operations”*** on pages 45, 197, 318 and 476, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses in the future could materially differ from those that have been estimated and are not a guarantee of future performance.

Forward-looking statements reflect the current views of our Company as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. None of our Company, our Promoters, our Directors, our KMPs, SMPs, the Selling Shareholders, the Syndicate or any of their respective affiliates has any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with the SEBI ICDR Regulations, our Company will ensure that investors are informed of material developments from the date of the Red Herring Prospectus until the date of Allotment pursuant to the Offer.

In accordance with regulatory requirements including requirements of SEBI and as prescribed under applicable law, our Company will ensure that investors in India are informed of material developments from the date of filing of this Draft Red Herring Prospectus until the date of Allotment. In accordance with the requirements of SEBI, the Selling Shareholders will, severally and not jointly, shall ensure that our Company and the BRLMs are informed of material developments in relation to the statements and undertakings specifically made or undertaken by it in relation to itself as Selling Shareholders and its respective portion of the Offered Shares, in this Draft Red Herring Prospectus until the receipt of final listing and trading approvals for the Equity Shares pursuant to the Offer. Only statements and undertakings which are specifically confirmed or undertaken by the Selling Shareholders about or in relation to themselves as a Selling Shareholders and their respective Offered Shares, in this Draft Red Herring Prospectus shall, severally and not jointly, be deemed to be statements and undertakings made by the Selling Shareholders.

SUMMARY OF OFFER DOCUMENT

The following is a general summary of certain disclosures and terms of the Offer included in this Draft Red Herring Prospectus and is neither exhaustive, nor purports to contain a summary of all the disclosures in this Draft Red Herring Prospectus or the Red Herring Prospectus or the Prospectus when filed, or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the detailed information appearing elsewhere in this Draft Red Herring Prospectus, including “**Risk Factors**”, “**The Offer**”, “**Capital Structure**”, “**Objects of the Offer**”, “**Industry Overview**”, “**Our Business**”, “**Our Promoters and Promoter Group**”, “**Restated Financial Information**”, “**Outstanding Litigation and Material Developments**”, “**Offer Procedure**”, “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” and “**Description of Equity Shares and Terms of the Articles of Association Interpretation**” on pages 45, 95, 116, 143, 197, 318, 407, 417, 510, 550, 476 and 577, respectively.

Unless otherwise indicated, industry and market data used in this section has been derived from industry report titled “Automotive lighting industry assessment” dated December 2025, (“**CRISIL Report**”) prepared and issued by CRISIL, appointed by us and exclusively commissioned and paid for by us in connection with the Offer. Unless otherwise indicated, all industry and other related information derived from the CRISIL Report and included herein with respect to any particular year refers to such information for the relevant calendar year. CRISIL was appointed by our Company and is not connected to our Company, our Directors, and our Promoters. A copy of the CRISIL Report is available on the website of our Company at www.neolitezkw.com.

Summary of the primary business of our Company

We are an established manufacturer and global supplier of automotive lighting products and components for OEMs, across a broad spectrum of vehicle categories, including PVs, CVs, ORs, 3Ws and 2Ws. In addition to the OEM category, we also cater to the aftermarket segment for automotive lighting products and components, through which our products are distributed for replacement sale. We offer a comprehensive suite of automotive lighting products and components across a portfolio of over 830 SKUs as of October 31, 2025. In line with the shift toward electrification and sustainability, we also offer certain EV focused lighting products. At the same time, our portfolio is powertrain agnostic that serves both EVs and ICE vehicles.

For further details, see “**Our Business**” on page 318.

Summary of the industry in which our Company operates

According to CRISIL Report, the domestic automotive lighting industry is anticipated to experience a remarkable growth trajectory, with a projected CAGR of 17-19% in value terms increasing from ₹ 101.72 Billion to ₹ 225-245 Billion between Fiscal 2025-2030. The lighting content per passenger vehicle and commercial vehicle are each expected to grow at a CAGR of 8%-10% between Fiscal 2025 to Fiscal 2030 to reach ~ Rs. 21,000 and ~ Rs. 7,000 respectively. Growth is expected to be driven by increased LED penetration, higher cost of matrix headlights, increased ambient lighting penetration, integration with ADAS and increased animation.

For further details, see ‘**Industry Overview**’ on page 197.

Names of our Promoters

Our Promoters are Rajesh Jain, Vaishali Jain, and Pramod Plastic Industries Private Limited. For further details, see “**Our Promoters and Promoter Group**” on page 407.

Offer size

The details of the Offer are summarised below:

Offer⁽¹⁾⁽³⁾	Up to [●] Equity Shares of face value of ₹ 10 each for cash at price of ₹ [●] per Equity Share (including a share premium of [●] per Equity Share) aggregating up to ₹ 6,000.00 million
of which:	
(i) Fresh Issue⁽¹⁾⁽³⁾	Up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ 4,000.00 million
(ii) Offer for Sale⁽²⁾	Up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ 2,000.00 million

	million by the Selling Shareholders ^s
which includes	
(iii) Employee Reservation Portion ⁽⁴⁾	Up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million
Net Offer	Up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million

⁽¹⁾ The Offer has been authorised by a resolution of our Board of Directors at their meeting held on December 23, 2025, and our Board has taken on record the participation of the Selling Shareholders in the Offer for Sale pursuant to a resolution dated December 23, 2025. The Fresh Issue has been authorised by our Shareholders pursuant to a special resolution passed on December 23, 2025.

⁽²⁾ The details of authorization by the Selling Shareholders approving their participation in the Offer for Sale is as set out below:

Sl. No.	Name of the Selling Shareholder	Maximum number of Equity Shares offered	Date of board resolution/ corporate authorization	Date of consent letter
1.	Rajesh Jain	Up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹ 1,140.00 million	-	December 23, 2025
2.	Neokraft Global Private Limited	Up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹ 400.00 million [^]	December 23, 2025	-
3.	ZKW Group GmbH	Up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹ 460.00 million	December 22, 2025	-

Each of the Selling Shareholders, severally and not jointly, confirms that their respective portion of the Offered Shares has been held by them for a period of at least one year prior to the filing of this Draft Red Herring Prospectus in terms of Regulation 8 of the SEBI ICDR Regulations or are otherwise eligible for being offered for sale in the Offer in accordance with the provisions of the SEBI ICDR Regulations. Further, the Equity Shares arising from conversion of the CCPS held by the Promoter Group Selling Shareholder and being offered by the Promoter Group Selling Shareholder are eligible to form a part of the Offer for Sale in terms of the SEBI ICDR Regulations. For details on the authorization of the Selling Shareholders in relation to the Offered Shares, see “**The Offer**” and “**Other Regulatory and Statutory Disclosures**” on pages 95 and 522, respectively.

[^] As on the date of this Draft Red Herring prospectus an aggregate of 65,058 outstanding CCPS held by the Neokraft Global Private Limited will be converted into maximum of 3,252,900 Equity Shares in aggregate in accordance with Regulation 5(2) of the SEBI ICDR Regulation. The CCPS will be converted into Equity Shares, prior to the filing of the Red Herring Prospectus with the RoC.

⁽³⁾ Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of Specified Securities, as may be permitted under the applicable law, aggregating up to ₹ 750.00 million, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20.00% of the size of the Fresh Issue. The utilisation of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the Objects in compliance with applicable law. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or that the Offer may be successful and will result in the listing of the Equity Shares on the Stock Exchanges. Our Company shall report any Pre-IPO Placement to the Stock Exchanges within 24 hours of such Pre-IPO Placement (in part or in entirety). Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.

⁽⁴⁾ The Employee Reservation Portion shall not exceed 5% of the post-Offer paid up Equity Share capital and the value of Allotment to any Eligible Employee shall not exceed ₹ 0.20 million (net of Employee Discount, if any). Provided that, in the event of an under-subscription in the Employee Reservation Portion post the initial Allotment, such unsubscribed portion may be allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹ 0.20 million (net of Employee Discount, if any), subject to the total Allotment to an Eligible Employee not exceeding ₹ 0.50 million (net of Employee Discount, if any). Eligible Employees bidding in the Employee Reservation Portion must ensure that the maximum Bid Amount does not exceed ₹ 0.50 million (net of Employee Discount, if any). For further details, see “**Offer Procedure**” and “**Offer Structure**” on pages 550 and 545, respectively.

^s As on the date of this Draft Red Herring prospectus an aggregate of 65,058 outstanding CCPS held by the Neokraft Global Private Limited will be converted into maximum of 3,252,900 Equity Shares in aggregate in accordance with Regulation 5(2) of the SEBI ICDR Regulation. The CCPS will be converted into Equity Shares, prior to the filing of the Red Herring Prospectus with the RoC.

The Offer and Net Offer shall constitute [●]% and [●] % of the post Offer paid up Equity Share capital of our Company. The above table summarises the details of the Offer. For further details of the offer, see “**The Offer**” and “**Offer Structure**” on pages 95 and 545, respectively.

Objects of the Offer

We propose to utilize the Net Proceeds in the manner set forth in the table below:

Sl. No.	Particulars	Estimated amount to be funded from Net Proceeds* (in ₹ million)
1.	Financing the capital expenditure requirements for setting up a new greenfield manufacturing facility at Kancheepuram, Tamil Nadu (“ Proposed Project ”) ⁽¹⁾	1,525.10 ⁽²⁾
2.	Purchase of plant and machinery, SMT lines and testing equipment for electronic expansion and upgradation of existing Unit 1 Manufacturing Facility (“ Upgradation ”) ⁽¹⁾	790.79
3.	Repayment and/or pre-payment, in full or part, of certain outstanding borrowings availed by our Company	650.00
4.	General corporate purposes ⁽³⁾	●
	Net Proceeds*	●

⁽¹⁾ The amount proposed to be funded from the Net Proceeds, for Proposed Project and Upgradation, are based on the Project Report (as defined below).

⁽²⁾ The total amount proposed to be funded from the Net Proceeds towards the funding the Proposed Project excludes an amount of ₹226.23 million, that has already been incurred by our Company towards purchase of land including stamp duty and brokerage charges.

⁽³⁾ The amount to be spent towards general corporate purposes will be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount to be utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds of the Fresh Issue.

* To be determined after finalisation of the Offer Price and will be updated in the Prospectus prior to filing with the RoC.

Note: Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of Specified Securities, as may be permitted under the applicable law, aggregating up to ₹ 750.00 million, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20.00% of the size of the Fresh Issue. The utilisation of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the Objects in compliance with applicable law. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or that the Offer may be successful and will result in the listing of the Equity Shares on the Stock Exchanges. Our Company shall report any Pre-IPO Placement to the Stock Exchanges within 24 hours of such Pre-IPO Placement (in part or in entirety). Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.

For further details, see “**Objects of the Offer**” on page 143.

Aggregate Pre-Offer and Post-Offer shareholding of our Promoters, members of the Promoter Group and Selling Shareholders as a percentage of the paid-up Equity Share capital of our Company

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

Name of the Shareholder	Pre-Offer				Post-Offer ^s	
	Number of Equity Shares of face value ₹ 10 each held	Percentage of the pre-Offer paid-up Equity Share capital (%)	Number of Equity Shares of face value ₹ 10 each held on a fully diluted basis [#]	Percentage of the pre-Offer paid-up Equity Share capital on a fully diluted basis [#]	Number of Equity Shares of face value ₹ 10 each held	Percentage of the Post-Offer Equity Share capital
Promoters						

Name of the Shareholder	Pre-Offer				Post-Offer ^S	
	Number of Equity Shares of face value ₹ 10 each held	Percentage of the pre-Offer paid-up Equity Share capital (%)	Number of Equity Shares of face value ₹ 10 each held on a fully diluted basis [#]	Percentage of the pre-Offer paid-up Equity Share capital on a fully diluted basis [#]	Number of Equity Shares of face value ₹ 10 each held	Percentage of the Post-Offer Equity Share capital
Rajesh Jain*	39,648,600	67.22%	39,648,600	58.47%	[●]	[●]
Pramod Plastic Industries Private Limited [#]	4,000,050	6.78%	9,570,650	14.11%	[●]	[●]
Vaishali Jain	500	Negligible	500	Negligible	[●]	[●]
Total holding of the Promoters (A)	43,649,150	74.00%	49,219,750	72.58%	[●]	[●]
Promoter Group						
Pranav Jain	500	Negligible	500	Negligible	[●]	[●]
Neo Metal and Electrical Industries Private Limited	500	Negligible	500	Negligible	[●]	[●]
Neokraft Global Private Limited ^{**}	500	Negligible	3,253,400	4.80%	[●]	[●]
Total holding of the Promoter Group (other than Promoters) (B)	1,500	Negligible	3,254,400	4.80%	[●]	[●]
Selling Shareholders (excluding Promoter and Promoter Group)						
ZKW Group GmbH	15,336,750	26.00%	15,336,750	22.62%	[●]	[●]
Total (C)	15,336,750	26.00%	15,336,750	22.62%		
Total (A + B + C)	58,987,400	100.00%	67,810,900	100.00%	[●]	[●]

^S To be updated in the Prospectus.

* Also, a Selling Shareholder.

[#] As on date of this Draft Red Herring Prospectus an aggregate of 65,058 CCPS of Neokraft Global Private Limited and 111,412 CCPS of Pramod Plastic Industries Private Limited will be converted into 3,252,900 Equity Shares and 5,570,600 Equity Shares respectively, prior to filing of the Red Herring Prospectus with the RoC, in accordance with Regulation 5(2) of the SEBI ICDR Regulations.

For further details, see “**Capital Structure**” on page 116.

Aggregate pre-Offer and post-Offer shareholding of our Promoters, members of our Promoter Group and the additional top 10 Shareholders of our Company

Name of the Shareholder	Pre-Offer as at the date of the price band advertisement [^]		Post-Offer shareholding as at Allotment ^{^S}			
			At the lower end of the price band (₹ [●])		At the upper end of the price band (₹ [●])	
	Number of Equity Shares of face value of ₹ 10 each	Percentage of pre-Offer Equity Share capital (%) ⁽¹⁾	Number of Equity Shares of face value of ₹ 10 each	Percentage of post-Offer Equity Share capital (%) ⁽¹⁾	Number of Equity Shares of face value of ₹ 10 each	Percentage of post-Offer Equity Share capital (%) ⁽¹⁾
Promoters						
[●]	[●]	[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]	[●]	[●]
Sub Total (A)	[●]	[●]	[●]	[●]	[●]	[●]
Members of the Promoter Group						

Name of the Shareholder	Pre-Offer as at the date of the price band advertisement [^]		Post-Offer shareholding as at Allotment [^] ^s			
			At the lower end of the price band (₹ [●])		At the upper end of the price band (₹ [●])	
	Number of Equity Shares of face value of ₹ 10 each	Percentage of pre- Offer Equity Share capital (%) ⁽¹⁾	Number of Equity Shares of face value of ₹ 10 each	Percentage of post - Offer Equity Share capital (%) ⁽¹⁾	Number of Equity Shares of face value of ₹ 10 each	Percentage of post – Offer Equity Share capital (%) ⁽¹⁾
[●]	[●]	[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]	[●]	[●]
Sub Total (B)	[●]	[●]	[●]	[●]	[●]	[●]
Additional Top 10 Shareholders						
[●]	[●]	[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]	[●]	[●]
Sub Total (C)		[●]	[●]	[●]	[●]	[●]
Total (A+B+C)		[●]	[●]	[●]	[●]	[●]

[^] To be updated in the Prospectus prior to filing with ROC.

^s To be updated based on the Offer Price and subject to finalisation of the basis of Allotment.

⁽¹⁾ Includes all options that have been exercised until date of prospectus and any transfers of equity shares by existing shareholders after the date of the pre-Offer and price band advertisement until date of prospectus.

Note: As on date of this Draft Red Herring Prospectus an aggregate of 65,058 CCPS of Neokraft Global Private Limited and 111,412 CCPS of Pramod Plastic Industries Private Limited will be converted into 3,252,900 Equity Shares and 5,570,600 Equity Shares respectively prior to filing of the Red Herring Prospectus with the RoC, in accordance with Regulation 5(2) of the SEBI ICDR Regulations.

Summary of Selected Financial Information derived from our Restated Financial Information

The details of certain financial information as set out under the SEBI ICDR Regulations for the three months period ended June 30, 2025, and Financial Years ended March 31, 2025, March 31, 2024, and March 31, 2023, as derived from the Restated Financial Statements are set forth below:

(in ₹ million, unless otherwise specified)

Particulars	For the three months period ended June 30, 2025*	As at and for the Fiscal		
		March 31, 2025	March 31, 2024	March 31, 2023
Equity Share Capital	117.97	117.97	117.97	117.97
Total Income	1,254.32	5,137.90	4,035.75	4,062.53
Revenue from Operations	1,248.55	5,120.75	4,029.87	4,053.80
Profit/(Loss) after tax	222.61	528.24	190.54	155.85
Basic Earnings per equity share (in ₹)	3.77*	8.96	3.23	2.64
Diluted Earnings per equity share (in ₹)	3.28*	7.79	2.81	2.30
Total borrowings	884.47	969.61	926.86	1,127.94
Net Worth	2,035.48	1,819.07	1,297.28	1,106.88
Return on Net Worth (%)	11.55%*	33.90%	15.85%	15.14%
Net Asset Value (“NAV”) per Equity Share (in ₹)	30.02	26.83	19.13	16.32

*Not annualised

Notes:

1. *Basic EPS: Computed as Restated Profit for the year attributable to equity holders of the company divided by the weighted average number of equity shares outstanding.*
2. *Diluted EPS: Computed as Restated Profit for the year attributable to equity shareholders, after dilution adjustments, by the weighted average number of equity shares outstanding after considering potential dilution*
3. *Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation*
4. *Return on Net Worth (%) = Net profit after tax, as restated / Average Net worth as restated as at year end*
5. *Net asset value per share = Total net worth divided by weighted average number of shares considered for computing Diluted EPS*

For further details, see “**Restated Financial Information**” on page 417.

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

There are no auditor qualifications in the auditor’s examination report for the three months period ended June 30, 2025, and Financial Years ended March 31, 2025, March 31, 2024, and March 31, 2023, and accordingly, there are no qualifications which have not been given effect to in the Restated Financial Information.

Summary of outstanding litigation

A summary of outstanding litigation proceedings involving our Company, Directors, and Promoters, Key Managerial Personnel, Senior Management and Group Companies, in accordance with the SEBI ICDR Regulations and the Materiality Policy, as of the date of this Draft Red Herring Prospectus is disclosed below:

Name of Entity/Person	Number of Criminal Proceedings	Number of Tax Proceedings	Number of Statutory or Regulatory Proceedings	Number of Disciplinary Actions by the SEBI or the Stock Exchanges against our Promoters in the last five years	Number of Material Civil Proceedings	Aggregate amount involved (in ₹ million)*
Company						
Against our Company	Nil	Nil	1	Nil	2 [#]	242.55
By our Company	Nil	N.A.	N.A.	N.A.	Nil	Nil
Directors (other than Promoters)						
Against our Directors	Nil	Nil	Nil	Nil	Nil	Nil
By our Directors	Nil	N.A.	N.A.	N.A.	Nil	Nil
Promoters						
Against our Promoters	Nil	2	Nil	Nil	Nil	0.75
By our Promoters	Nil	N.A.	N.A.	N.A.	Nil	Nil
Key Managerial Personnel (other than the Directors)						
By the KMPs	Nil	N.A.	N.A.	N.A.	N.A.	Nil
Against the KMPs	Nil	N.A.	Nil	N.A.	N.A.	Nil
Senior Management (other than the KMP’s)						
By the SMPs	Nil	N.A.	N.A.	N.A.	N.A.	Nil
Against the SMPs	Nil	N.A.	Nil	N.A.	N.A.	Nil

* To the extent ascertainable and quantifiable based on the materiality policy.

Includes labour disputes

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

For further details, see “**Outstanding Litigation and Material Developments**” on page 510.

Risk Factors

Investors should refer to the section entitled “**Risk Factors**” on page 45. Bidders are advised to read the risk factors carefully before making an investment decision in the Offer.

Set out below are the top 10 risk factors, in their order of materiality that could cause actual results to differ materially from our expectations:

Sl. No.	Risk Factor
1.	Our business is substantially dependent on the performance of the automotive sector, as we derive a significant portion of our revenue from the supply of automotive lighting products and components, and related services to automotive industry, accounting for 98.78%, 97.81%, 97.49% and 97.34% of our Revenue from Operations for the three months period ended June 30, 2025, and the Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023, respectively. Any adverse changes in the conditions affecting this sector may adversely impact our business, results of operations and financial condition.
2.	We derive a significant portion of our revenue from operations from our top 10 customers (which accounted for 82.50%, 72.11 %, 68.07% and 67.82% of our Revenue from Operations for three months period ended June 30, 2025, and the Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023, respectively) and any loss of such customers, significant reduction in their purchases, failure to maintain our relationships with them, or any adverse change in their financial condition may have a significant adverse impact on our business, results of operations, financial condition and cash flows.
3.	Our business operations are dependent on the performance and continued financial stability of our OEM customers, which contributed 91.07%, 87.41%, 83.67%, and 84.78% of our Revenue from Operations for the three months period ended June 30, 2025, and the Financial Years ended March 31, 2025, March 31, 2024, and March 31, 2023, respectively. Any failure in the performance or financial distress faced by any such OEM customers could have a material impact on our business, results of operations and financial condition.
4.	We supply our products to most of our customers based on purchase orders that specify pricing, quality standards, and delivery schedules. Any failure to meet these purchase order requirements, including delays in delivery, quality issues, or any reduction, postponement or cancellation of purchase orders, could adversely affect our business, results of operations, cash flows and financial condition.
5.	A considerable portion of our Revenue from Operations is derived from export markets and majority of our export revenue is derived from customers based in the CIS countries, which contributed 94.18%, 91.89%, 81.00% and 39.07% of our revenue from export operations for the three months period ended June 30, 2025, and the Financial Years ended March 31, 2025, March 31, 2024, and March 31, 2023, respectively. Any adverse developments in these countries could materially and adversely affect our business, results of operations, financial condition and cash flows.
6.	We rely on third-party suppliers for raw materials and components, and any disruption to the timely and adequate supply of raw materials, or volatility in the prices of raw materials may adversely impact our business, results of operations and financial condition.
7.	We intend to undertake capital expenditure of ₹ 1,525.10 million and ₹ 790.79 million from the Net Proceeds for setting up Proposed Project at Kancheepuram, Tamil Nadu, and for the Upgradation of our existing Unit 1 Manufacturing Facility, respectively, and any delays, cost overruns or implementation challenges in relation thereto could adversely affect our business, financial condition and growth prospects.
8.	Our Unit 1 Manufacturing Facility and our Project Land are located within industrial development corporation. If we are unable to comply with conditions of use of such land or otherwise renew existing leases for such manufacturing facilities, we may have to relocate our operations, which may have an adverse impact on our business, financial condition and operations.
9.	Under-utilisation of our manufacturing capacities, our inability to effectively utilise expanded capacities, or manage early obsolescence of our manufacturing equipment, may adversely affect our business, results of operations, cash flows and future prospects.
10.	Our funding requirements and proposed deployment of the Net Proceeds of the Offer have not been appraised by a bank or a financial institution and if there are any delays or cost overruns, our business, financial condition and results of operations may be adversely affected.

Summary of contingent liabilities

The details of our contingent liabilities (as per Ind AS 37) as on June 30, 2025, derived from the Restated Financial Information are as set out below:

(A)

(₹ in million)		
Sl. No.	Particulars	As of three months period ended June 30, 2025
1.	Outstanding bank guarantees*	30.02
2.	Liability in respect of vendor discounting scheme from bank	2.90
3.	Outstanding Tax deducted at Source (TDS) Demand**	1.47
4.	Claim against our Company by initiated by terminated employees***	2.75
Total		37.14

* The Company has provided bank guarantees as at 30 June 2025, 31 March 2025, 31 March 2024 and 31 March 2023 for the amounts mentioned above, in the ordinary course of business. These bank guarantees are contingent in nature and will be encashed only in the event of default.

** In the opinion of the management the outstanding TDS demand is not payable pending reconciliations of credit for certain challans not been given by the department and other procedural matters. The Company is in the process of getting the same rectified.

*** During the earlier years the Company had received notices from two employee for re-instatement with full back wages with effect from respective date of termination along with continuity of service and other consequential benefits. The claim has been dismissed by the Industrial Tribunal-Cum-Labour Court, Gurugram. However, the said orders have been challenged by the workman in the Honorable Punjab and Haryana High Court. The proceedings are continuing. In the opinion of the management the Company has a good case in respect of the claim by the employees. Hence, no provision is considered necessary against the same.

(B) Further, the Company was allotted Plot no 36, Sec-4B, I.E, Bahadurgarh by HSIIDC on June 02, 2009, on which the company had constructed its factory. The Company has received a notice dated May 31, 2019, from HSIIDC for payment of enhanced cost amounting to ₹ 187.29 million for Plot no 36, Sec-4B, I.E, Bahadurgarh. This amount was payable in lump sum within 60 days of issuance of demand notice without any interest. Alternatively, this amount could also be paid in 10 equal half yearly instalments with interest @ 12% p.a. which will increase the total amount to ₹ 239.80 million. The Company in association with other members of the industrial area is litigating the matter. The Honourable Punjab and Haryana High Court has granted a stay in the matter and the proceedings are continuing. In the opinion of the management the amount is totally unascertainable and is subject to the outcome of proceedings.

(C) Also Further, the Hon'ble Supreme Court of India, through a ruling in February 2019, provided interpretation on the components of Salary on which the Company and its employees are to contribute towards Provident Fund under the Employee's Provident Fund Act. There are numerous interpretative issues relating to the Supreme Court (SC) judgement. Based on the current evaluation, the Company believes it is not probable that certain components of Salary paid by the Company will be subject to contribution towards Provident Fund pursuant to the Supreme Court order. The Company will continue to monitor and evaluate its position based on future events and developments.

For details, see "**Restated Financial Information – Note No. 32- Contingent Liabilities and Commitments**" on page 451.

Summary of related party transactions

A summary of the related party transactions for the three months period ended June 30, 2025, and Financial Years ended March 31, 2025, March 31, 2024, and March 31, 2023, as per Ind AS 24 – Related Party Transactions read with the SEBI ICDR Regulations and derived from our Restated Financial Information is set out below:

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(in ₹ million, except otherwise specified)

Name of Related Party	Nature of relationship	Nature of Transaction	Three months period ended 30th June 2025	As a percentage of Revenue (%)	Financial Year ended 31st March 2025	As a percentage of Revenue (%)	Financial Year ended 31st March 2024	As a percentage of Revenue (%)	Financial Year ended 31st March 2023	As a percentage of Revenue (%)
Rajesh Jain	Managing director	Remuneration	8.10	0.65%	21.60	0.42%	18.00	0.45%	18.00	0.44%
Rajesh Soni	Chief executive officer	Remuneration	80.23	6.43%	150.40	2.94%	99.71	2.47%	41.42	1.02%
Arun Kumar Jain	Company Secretary	Remuneration	0.94	0.08%	3.83	0.07%	3.57	0.09%	3.30	0.08%
Vaishali Jain	Director	Rent paid	0.51	0.04%	2.03	0.04%	1.38	0.03%	1.20	0.03%
Rajesh Jain	Managing Director	Rent paid	1.52	0.12%	5.00	0.10%	3.22	0.08%	2.40	0.06%
Neolite Industries	Entity controlled by KMP	Rent paid	2.39	0.19%	14.32	0.28%	6.51	0.16%	6.51	0.16%
Sunder Devi Jain	Relative of KMP	Rent paid	-	0.00%	-	0.00%	0.92	0.02%	1.20	0.03%
Neokraft Global Private Limited	Entity controlled by KMP	Design and tool development charges paid	29.95	2.40%	203.31	3.97%	103.34	2.56%	149.15	3.68%
Advance Engineering Corporation	Entity controlled by relative of KMP	Design and tool development charges paid	9.37	0.75%	20.80	0.41%	-	0.00%	-	0.00%
Neokraft Global Private Limited	Entity controlled by KMP	Sale of product	-	0.00%	0.05	0.00%	0.88	0.02%	5.23	0.13%
B.K. Industries	Entity controlled by relative of KMP	Purchase of property, plant and equipment	-	0.00%	7.15	0.14%	15.79	0.39%	21.80	0.54%

Name of Related Party	Nature of relationship	Nature of Transaction	Three months period ended 30th June 2025	As a percentage of Revenue (%)	Financial Year ended 31st March 2025	As a percentage of Revenue (%)	Financial Year ended 31st March 2024	As a percentage of Revenue (%)	Financial Year ended 31st March 2023	As a percentage of Revenue (%)
Neokraft Global Private Limited	Entity controlled by KMP	Purchase of property, plant and equipment	-	0.00%	-	0.00%	-	0.00%	0.11	0.00%
ZKW Lichtsysteme GmbH	Entity controlled by party having significant influence	Purchase of property, plant and equipment	-	0.00%	8.16	0.16%	-	0.00%	-	0.00%
Raja's Ranees Infinites Private Limited (formerly known as Ranees Polymer Private Limited)	Entity controlled by KMP	Purchase of property, plant and equipment	-	0.00%	-	0.00%	-	0.00%	16.25	0.40%
Neokraft Global Private Limited	Entity controlled by KMP	Sale of property, plant and equipment	-	0.00%	-	0.00%	5.46	0.14%	0.27	0.01%
Ashok Automats	Entity controlled by relative of KMP	Purchase of goods	-	0.00%	0.32	0.01%	2.14	0.05%	0.57	0.01%
Neokraft Global Private Limited	Entity controlled by KMP	Purchase of goods	0.16	0.01%	93.49	1.83%	2.94	0.07%	-	0.00%
Raja's Ranees Infinites Private Limited (formerly known as Ranees Polymer Private Limited)	Entity controlled by relative of KMP	Purchase of goods	-	0.00%	-	0.00%	0.02	0.00%	-	0.00%
Armor Inc	Entity controlled by KMP	Purchase of goods	-	0.00%	-	0.00%	-	0.00%	0.15	0.00%

Name of Related Party	Nature of relationship	Nature of Transaction	Three months period ended 30th June 2025	As a percentage of Revenue (%)	Financial Year ended 31st March 2025	As a percentage of Revenue (%)	Financial Year ended 31st March 2024	As a percentage of Revenue (%)	Financial Year ended 31st March 2023	As a percentage of Revenue (%)
ZKW Lichtsysteme GmbH	Entity controlled by party having significant influence	Advance for property, plant and equipment	-	0.00%	-	0.00%	8.16	0.20%	-	0.00%
Rajesh Soni	Chief executive officer	Unsecured loan given	-	0.00%	130.97	2.56%	46.84	1.16%	10.00	0.25%
Rajesh Soni	Chief executive officer	Unsecured loan recovered (include interest on loan received)	-	0.00%	134.97	2.64%	90.69	2.25%	30.00	0.74%
Rajesh Soni	Chief executive officer	Interest on unsecured loan	0.05	0.00%	2.97	0.06%	1.30	0.03%	4.90	0.12%
Alliance Expo	Entity controlled by relative of KMP	Exhibition expenses	4.50	0.36%	11.94	0.23%	4.35	0.11%	7.95	0.20%
Rajesh Jain	Managing Director	Unsecured loan repaid	0.03	0.00%	-	0.00%	-	0.00%	0.54	0.01%

For further details of the related party transactions, see “*Restated Financial Information – Note No. 39 – Related Party Transactions*” on page 452.

Details of all financing arrangements

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

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

The weighted average price at which the Equity Shares were acquired by our Promoters and Selling Shareholders in the last one year preceding the date of this Draft Red Herring Prospectus is as set forth below:

Name	Number of Equity Shares acquired in the one year preceding the date of the DRHP	Weighted average price of acquisition per Equity Share (in ₹) [#]
Promoters		
Rajesh Jain ^{*^}	31,718,880	-
Pramod Plastic Industries Private Limited ^{\$^}	3,200,040	-
Vaishali Jain	500	-
Selling Shareholders		
Neokraft Global Private Limited ^{\$}	500	2.00
ZKW Group GmbH [^]	12,269,400	-

[#] As certified by MRM & Company, Chartered Accountants, pursuant to their certificate dated December 29, 2025.

^{*} Also participating in the Offer for Sale.

^{\$} As on date of this Draft Red Herring Prospectus an aggregate of 65,058 CCPS of Neokraft Global Private Limited and 111,412 CCPS of Pramod Plastic Industries Private Limited will be converted into 3,252,900 Equity Shares and 5,570,600 Equity Shares respectively prior to filing of the Red Herring Prospectus with the RoC, in accordance with Regulation 5(2) of the SEBI ICDR Regulations.

[^] Acquired through Bonus issue.

Average cost of acquisition of Equity Shares for our Promoters and the Selling Shareholders

The average cost of acquisition of Equity Shares for our Promoters and Selling Shareholders as on the date of this Draft Red Herring Prospectus is as set out below:

Name of acquirer	Number of Equity Shares of face value ₹ 10 each held	Number of Equity Shares of face value ₹ 10 each held on a fully diluted basis	Average cost of Acquisition per Equity Share on a fully diluted basis (in ₹) [#]
Promoters			
Rajesh Jain [*]	39,648,600	39,648,600	3.17
Pramod Plastic Industries Private Limited [^]	4,000,050	9,570,650	13.87
Vaishali Jain	500	500	0.00
Selling Shareholders			
Neokraft Global Private Limited [^]	500	3,253,400	17.00
ZKW Group GmbH	15,336,750	15,336,750	15.00

[#] As certified by MRM & Company, Chartered Accountants, pursuant to their certificate dated December 29, 2025.

^{*} Also participating in the Offer for Sale.

[^] As on date of this Draft Red Herring Prospectus an aggregate of 65,058 CCPS of Neokraft Global Private Limited and 111,412 CCPS of Pramod Plastic Industries Private Limited will be converted into 3,252,900 Equity Shares and 5,570,600 Equity Shares respectively prior to filing of the Red Herring Prospectus with the RoC, in accordance with Regulation 5(2) of the SEBI ICDR Regulations.

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

Weighted average cost of acquisition per Equity Share

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

Period	Weighted average cost of acquisition per Equity Share (in ₹)	Cap Price is 'X' times the weighted average cost of acquisition[#]	Range of acquisition price: Lowest price – Highest price (in ₹)
Last one year preceding the date of this Draft Red Herring Prospectus	0.00	[●]	Nil – 10**
Last eighteen months preceding the date of this Draft Red Herring Prospectus	0.00	[●]	Nil – 10**
Last three years preceding the date of this Draft Red Herring Prospectus	0.00	[●]	Nil – 10**

Note: As certified by MRM & Company, Chartered Accountants, pursuant to their certificate dated December 29, 2025.

[#] Information will be included after finalization of the Price Band.

****** The range of acquisition takes into consideration split of face value of the equity shares from ₹ 100 to ₹ 10. The range of acquisition price per Equity Share: lowest price – highest price (in ₹) before split is as under: -

1. Last one year preceding the date of this Draft Red Herring Prospectus: - Nil - ₹ 100
2. Last eighteen months preceding the date of this Draft Red Herring Prospectus: - Nil - ₹ 100
3. Last three years preceding the date of this Draft Red Herring Prospectus: - Nil - ₹ 100

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

Except as stated below, there have been no Specified Securities that were acquired in the last three years preceding the date of this Draft Red Herring Prospectus, by our Promoters, members of our Promoter Group and Selling Shareholders. Further, as on the date of this Draft Red Herring Prospectus, there are no shareholders with right to appoint nominee director and other special rights in our Company. The details of the price at which these acquisitions were undertaken are stated below:

Name of the acquirer	Date of acquisition of Equity Shares	Nature of transaction	Number of Equity Shares acquired	Acquisition price per Equity Share (in ₹)
Promoters				
Rajesh Jain*	December 23, 2025	Bonus issue in the ratio of 4:1	31,718,880	NA
Vaishali Jain	November 26, 2025	Gift	10	NA
	December 23, 2025	Bonus issue in the ratio of 4:1	400	NA
Pramod Plastic Industries Private Limited	December 23, 2025	Bonus issue in the ratio of 4:1	3,200,040	NA
Promoter Group				
Neo Metal and Electrical Industries Private Limited	November 26, 2025	Transfer	10	100.00
	December 23, 2025	Bonus issue in the ratio of 4:1	400	NA
Neokraft Global Private Limited*	November 26, 2025	Transfer	10	100.00
	December 23, 2025	Bonus issue in the ratio of 4:1	400	NA
Pranav Jain	November 26, 2025	Gift	10	NA
	December 23, 2025	Bonus issue in the ratio of 4:1	400	NA
Selling Shareholder				
ZKW Group GmbH	December 23, 2025	Bonus issue in the ratio of 4:1	12,269,400	NA

** Also, a Selling Shareholder*

Note: As certified by MRM & Company, Chartered Accountants, pursuant to their certificate dated December 29, 2025.

Pre-IPO Placement

Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of Specified Securities, as may be permitted under the applicable law, aggregating up to ₹ 750.00 million, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20.00% of the size of the Fresh Issue. The utilisation of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the Objects in compliance with applicable law. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or that the Offer may be successful and will result in the listing of the Equity Shares on the Stock Exchanges. Our Company shall report any Pre-IPO Placement to the Stock Exchanges within 24 hours of such Pre-IPO Placement (in part or in entirety). Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.

Issuance of equity shares in the last one year for consideration other than cash or bonus issue

Except as disclosed in “*Capital Structure - Issue of shares issued for consideration other than cash or by way of bonus issue or out of revaluation reserves*” on page 123, our Company has not issued any Equity Shares in the last one year from the date of this Draft Red Herring Prospectus, for consideration other than cash or bonus issue.

Split/ consolidation of Equity Shares in the last one year

Except for the sub-division of equity shares of face value of ₹ 100/- each into Equity Shares of face value of ₹ 10/- each authorised by our Board pursuant to its resolution dated December 18, 2025 and by our Shareholders’ pursuant to their resolution dated December 18, 2025, our Company has not undertaken split or consolidation of its equity shares in the last one year preceding the date of this Draft Red Herring Prospectus. For details, see “*Capital Structure - Notes to Capital Structure - Share capital history of our Company*” on page 118.

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

Our Company has not applied for any exemption under regulation 300 (2) of the SEBI ICDR Regulations from complying with any provisions of securities laws from SEBI, as on the date of this Draft Red Herring Prospectus.

SECTION II – RISK FACTORS

RISK FACTORS

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

*We have described the risks and uncertainties that our management believes are material, but these risks and uncertainties may not be the only ones relevant to us or the Equity Shares and the industry in which we currently operate or propose to operate. Some risks may be unknown to us and other risks, currently believed to be immaterial, could be or become material. 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. To obtain a complete understanding of our business, prospective investors should read this section in conjunction with the sections “**Our Business**”, “**Industry Overview**”, “**Key Regulations and Policies in India**”, and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” on pages 318, 197, 367 and 476, respectively, as well as the other financial and statistical information included elsewhere in this Draft Red Herring Prospectus.*

Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment which may differ in certain respects from that of other countries. In making an investment decision, prospective investors must rely on their own examination of our business and the terms of the Offer, including the merits and risks involved. Prospective investors should also pay particular attention to the fact that we are subject to an extensive regulatory environment, which may differ significantly from one jurisdiction to another. Prospective investors should consult their tax, financial and legal advisors about the particular consequences to them of an investment in the Equity Shares.

*This Draft Red Herring Prospectus contains forward-looking statements which refer to future events that involve known and unknown risks, uncertainties and other factors, many of which are beyond our control, which may cause the actual results to be materially different from those expressed or implied by the forward-looking statements. See “**Forward-Looking Statements**” on page 29.*

*Unless otherwise indicated, the industry and market-related information contained in this Draft Red Herring Prospectus is derived from the report titled “Automotive lighting industry assessment” dated December 2025 (the “**CRISIL Report**”) prepared and issued by CRISIL, which has been commissioned and paid for by our Company for an agreed fee for the purposes of confirming our understanding of the industry exclusively in connection with the Offer, pursuant to an engagement letter dated July 14, 2025. Further, CRISIL through their consent letter dated December 27, 2025, has accorded their no objection and consent to use the CRISIL Report. CRISIL, through their Letter has also confirmed that they are an independent agency and is not related to our Company, our Directors, our Promoters, our Key Managerial Personnel or our Senior Management. The CRISIL Report is available on the website of our Company at www.neolitezkw.com and has also been included in “**Material Contracts and Documents for Inspection – Material Documents**” on page 613. The information included in this section includes excerpts from the CRISIL Report and may have been reordered by us for the purposes of presentation. There are no material parts, data or information (which may be relevant for the Offer), that have been left out or changed in any manner. For further details, see “**This Draft Red Herring Prospectus contains information from an industry report issued by CRISIL which we have commissioned and paid for to confirm our understanding of our industry exclusively in connection with the Offer and reliance on such information for making an investment decision in this Offer is subject to inherent risks.**” on page 83.*

Our Financial Year commences on April 1 and ends on March 31 of the subsequent year, and references to a particular Financial Year are to the 12 months ended March 31 of that year. Unless otherwise stated, or the context otherwise requires, the financial information used in this section is derived from our Restated Financial Information included in this Draft Red Herring Prospectus.

Internal Risk Factors

- 1. Our business is substantially dependent on the performance of the automotive sector, as we derive a significant portion of our revenue from the supply of automotive lighting products and components, and***

related services to automotive industry, accounting for 98.78%, 97.81%, 97.49% and 97.34% of our Revenue from Operations for the three months period ended June 30, 2025, and the Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023, respectively. Any adverse changes in the conditions affecting this sector may adversely impact our business, results of operations and financial condition.

We are an established manufacturer and global supplier of automotive lighting products and components for OEM, across a broad spectrum of vehicle categories, including PV, CV, OR, 3W and 2W (“**OEM category**”), and we also cater to the aftermarket segment through which our products are distributed for replacement sale (“**Automotive Lighting Aftermarket**”). In addition to the manufacturing and supply of automotive lighting products and components, we also undertake project-based assignments, tooling, and other related offerings. Consequently, our business has been and continues to be concentrated on providing automotive lighting products and components, and related services in automotive sector, and we are therefore exposed to fluctuations in the performance of the automotive markets, and our business is substantially dependent on the performance of the automotive sectors.

The table below sets out our revenue for the three months period ended June 30, 2025, and the Financial Years ended March 31, 2025, March 31, 2024, and March 31, 2023, from the supply of automotive lighting products and components, and related services to automotive sector for the periods indicated, together with its proportion as a percentage of our total Revenue from Operations:

Particulars	Three months period ended June 30, 2025		Financial Year ended March 31, 2025		Financial Year ended March 31, 2024		Financial Year ended March 31, 2023	
	Amount (₹ in million)	% of total Revenue from Operations	Amount (₹ in million)	% of total Revenue from Operations	Amount (₹ in million)	% of total Revenue from Operations	Amount (₹ in million)	% of total Revenue from Operations
Revenue from supply of automotive lighting products and component, and related services to automotive industry	1,233.35	98.78%	5,008.45	97.81%	3,928.55	97.49%	3,945.81	97.34%

Further, our sales are directly dependent on the level of domestic as well as global automotive production and affected by inventory levels of automotive manufacturers. Historically, this industry has experienced significant periodic fluctuations in overall vehicle demand, resulting in corresponding fluctuations in demand for our products and services. We cannot predict when manufacturers will decide to either build or reduce inventory levels or whether new inventory levels will approximate historical levels. Demand for vehicles, automotive components, project-based engineering assignments, tooling, aftermarket products and other related services is influenced by several macroeconomic factors, including GDP growth, inflation, interest rates, fuel prices, disposable income levels, consumer sentiment and overall economic activity. Any slowdown in the economy, adverse business cycles or reduction in consumer spending could lead to lower vehicle sales and reduced demand for our products, services and aftermarket offerings.

Our project-based assignments and tooling are also closely linked to the automotive market. Such revenues are dependent on new model launches, platform upgrades, localisation initiatives, tooling development cycles and lifecycle management of vehicles. Any delay, cancellation or deferral of vehicle programs, or reduction in capital expenditure by OEMs or suppliers, could adversely affect demand for our project-based and tooling as well as aftermarket sales.

Production and sales of vehicles and related services for which we supply products and services are affected by various factors beyond our control, including changes in government policies, shifts in consumer demand, changes in product mix, fuel prices, economic conditions, demographic shifts, employment and income levels, interest rates, disruptions in the automotive supply chain, vehicle age, labor relations, regulatory requirements, credit availability and cost, and overall economic and industry conditions.

In the past, we have experienced sales declines during scheduled shutdowns by manufacturers or shutdowns caused by unforeseen events. However, during the three months period ended June 30, 2025, and the Financial Years ended March 31, 2025, March 31, 2024, and March 31, 2023, we did not experience any significant decline in our sales attributable to such shutdowns. Notwithstanding this, the automotive sector remains vulnerable to a number of external factors beyond our control, including macroeconomic slowdowns, fluctuations in consumer demand, high fuel prices, shortage of semiconductors or critical raw materials, and regulatory changes relating to safety or emissions standards.

Any slowdown in the automotive sector, whether due to reduced demand, industry downturns, or changes in regulations, taxes, duties, or trade barriers, could materially and adversely affect our business, results of operations and financial condition. Such factors may also lead to a slowdown at the OEMs' end, which could, in turn, reduce order volumes or delay procurement and thereby negatively impact our operations, revenues and overall financial performance.

- 2. We derive a significant portion of our Revenue from Operations from our top 10 customers (which accounted for 82.50%, 72.11 %, 68.07% and 67.82% of our Revenue from Operations for three months period ended June 30, 2025, and the Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023, respectively) and any loss of such customers, significant reduction in their purchases, failure to maintain our relationships with them, or any adverse change in their financial condition may have a significant adverse impact on our business, results of operations, financial condition and cash flows.**

We derive a significant portion of our revenue from our top 10 customers with whom we have maintained an average relationship of more than 11 years. As our key customers are primarily OEMs in the automotive sector, any adverse changes affecting the financial condition of OEMs in the automotive sector, including a decrease in demand for automotives or particular models of automotives which our key customers sell, may have an adverse impact on our business, results of operations, financial condition and cash flows. The loss of all or a substantial portion of sales to any of our top 10 customers, in particular, for any reason (including loss of contracts, failure to negotiate acceptable terms, loss of market share by these customers in their industries, disputes, adverse changes in their financial condition, decline in their sales, plant shutdowns, labour strikes, or other work stoppages) could adversely impact our business, results of operations, financial condition, and cash flows.

While we have not experienced the loss of any of our top 10 customers in the three months period ended June 30, 2025, and last three Financial Years that adversely impacted our business, results of operations, financial condition, or cash flows, we cannot assure you that such instances will not arise in the future.

The following table sets forth the revenue contribution of our top 10 customers for the period/years indicated:

Customers*	Three months period ended June 30, 2025		Financial Year ended March 31, 2025		Financial Year ended March 31, 2024		Financial Year ended March 31, 2023	
	Amount (in ₹ million)	% of total Revenue from Operations	Amount (in ₹ million)	% of total Revenue from Operations	Amount (in ₹ million)	% of total Revenue from Operations	Amount (in ₹ million)	% of total Revenue from Operations
Customer 1	384.48	30.79%	1,054.66	20.60%	746.20	18.52%	530.37	13.08%
Customer 2	215.76	17.28%	686.03	13.40%	679.71	16.87%	520.41	12.84%
Customer 3	184.72	14.79%	456.75	8.92%	472.79	11.73%	433.40	10.69%
Customer 4	96.10	7.70%	317.25	6.20%	149.97	3.72%	356.56	8.80%
Customer 5	35.33	2.83%	315.22	6.16%	146.63	3.64%	268.94	6.63%
Customer 6	33.87	2.71%	251.15	4.90%	142.59	3.54%	216.47	5.34%
Customer 7	26.55	2.13%	208.76	4.08%	122.77	3.05%	148.95	3.67%
Customer 8	20.57	1.65%	142.54	2.78%	107.43	2.67%	114.94	2.84%
Customer 9	17.24	1.38%	133.27	2.60%	95.82	2.38%	87.74	2.16%
Customer 10	15.43	1.24%	126.85	2.48%	79.37	1.97%	71.36	1.76%
Total	1,030.05	82.50%	3,692.48	72.11%	2,743.28	68.07%	2,749.14	67.82%

****These customers represent the top ten (10) customers for each of the respective Financial Year/period and may not necessarily be the same customer across the Financial Years/period. Our top 10 customers include VE Commercial Vehicles Limited, JV Uzchasy LLC, JCB India Limited, Daimler India Commercial Vehicles Private Limited, Piaggio Vehicles Private Limited and few of our key and top OEMs. Names of other customers have not been disclosed, in view of confidentiality obligations and absence of their consent.**

Further, the volume and timing of sales to our top 10 customers may vary due to fluctuations in demand for their products or changes in their manufacturing and growth strategies. A decrease in the demand for our products from

our top 10 customers, or termination of our arrangements, would adversely affect our business, results of operations, financial condition, and cash flows. These customers may change their outsourcing strategy by moving more work in-house, replacing us with competitors, or shifting to alternative products that we do not supply. Additionally, they may demand price reductions, and there is no assurance that we will be able to offset such reductions with lower costs or by acquiring new customers.

Our growth depends, among other factors, on the growth of our key customers and we are also exposed to fluctuations in the performance of the automotive sector. A decline in our customers' business performance may also lead to a corresponding decrease in demand for our products, and consequently, materially and adversely affect our business, financial condition and results of operations.

3. ***Our business operations are dependent on the performance and continued financial stability of our OEM customers, which contributed 91.07%, 87.41%, 83.67%, and 84.78% of our Revenue from Operations for the three months period ended June 30, 2025, and the Financial Years ended March 31, 2025, March 31, 2024, and March 31, 2023, respectively. Any failure in the performance or financial distress faced by any such OEM customers could have a material impact on our business, results of operations and financial condition.***

We are engaged in the manufacturing of automotive lighting products and components for OEMs across all vehicle categories such as PV, CV, ORs, 3Ws, and 2Ws and also cater to the aftermarket segment for automotive lighting products and components, wherein our products are distributed in the open market for replacement sales in India and overseas. For further details, see “***Our Business – Overview***” on page 318.

The success of our business is significantly dependent on the performance and continued financial stability of our OEM category customers. The table below sets forth our operating revenue from OEM category customers for the periods indicated:

Particulars	Three months period ended June 30, 2025		Financial Year ended March 31, 2025		Financial Year ended March 31, 2024		Financial Year ended March 31, 2023	
	Amount (₹ in million)	% of total Revenue from Operations	Amount (₹ in million)	% of total Revenue from Operations	Amount (₹ in million)	% of total Revenue from Operations	Amount (₹ in million)	% of total Revenue from Operations
OEM category customers	1,137.09	91.07%	4,475.92	87.41%	3,371.66	83.67%	3,436.68	84.78%
Automotive Lighting Aftermarket customers	78.82	6.31%	467.83	9.14%	502.59	12.47%	466.13	11.50%
Total	1,215.91	97.38%	4,943.74	96.55%	3,874.25	96.14%	3,902.81	96.28%

Our OEM customers may be adversely impacted by economic downturns, governmental laws and regulations, import restrictions, significant declines in the sales of their new vehicles, natural disasters, pandemics such as COVID-19, increases in interest rates, decline in their credit ratings, labour strikes, supply shortages or rising raw material costs, rising employee benefit costs, product defects, adverse publicity, competition from other OEMs, failure to appropriately adapt to changing customer preferences, poor product mix or other adverse events. These and other risks could materially adversely affect our OEM customers and impact their ability to profitably design, market, produce or distribute automobiles or particular models of automobiles for which we supply lighting products and components, which in turn could materially adversely affect our business, results of operations, cash flows and financial condition.

In addition, some of our OEM customers compete with other OEMs in the international markets and in the domestic market that may have greater financial, research and technological resources, larger sales and marketing teams and more established reputations and local knowledge. In addition, competing OEMs may also be in a better position to identify market trends, adapt to changes in industry, introduce innovative new models, introduce new model better suited for a particular market, offer more competitive prices or develop better reputations for product quality, reliability and safety. Any inability of our OEM customers to compete effectively in the international markets or in the domestic market could adversely impact our business of supplying lighting products and components to such OEM and thereby materially adversely affect our business, results of operations, cash flows and financial condition.

Further, we are subject to a concentration risk in the event of any adverse events or financial distress, including bankruptcy, impacting one or more of our OEMs. In the event one or more of our major OEM customers become insolvent or bankrupt, we may be unable to collect some or all of the receivables due from such OEM. Our business, results of operations, and financial condition could be materially adversely affected as a result of any event that has a material adverse effect on our OEM customers.

While there have been no instances of material default, payment delay, supply disruption, termination of relationship, financial distress, or insolvency involving our key OEM customers that had a material adverse effect on our business, operations or financial condition during the three months period ended June 30, 2025, and the Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023, there can be no assurance that such events will not occur in the future, and any such occurrence could materially and adversely affect our business, results of operations, cash flows and financial condition.

- 4. *We supply our products to most of our customers based on purchase orders that specify pricing, quality standards, and delivery schedules. Any failure to meet these purchase order requirements, including delays in delivery, quality issues, or any reduction, postponement or cancellation of purchase orders, could adversely affect our business, results of operations, cash flows and financial condition.***

We supply products to most of our customers pursuant to purchase orders that stipulate specifications, pricing, quality standards, and delivery timelines. As we generally do not have definitive long-term agreements or committed offtake arrangements with most of our customers, they are not obligated to continue sourcing products from us, and their purchase orders may be modified, reduced, postponed or cancelled at any time, without any assurance of future volumes. Further, these purchase orders are typically fixed price in nature, and therefore, any increase in the cost of raw materials or other inputs could result in erosion of our margins and adversely affect our profitability. Any failure by us to meet purchase order requirements, whether in relation to product specifications, quality standards, delivery schedules or packaging norms, could result in rejection of products, customer complaints, imposition of liquidated damages or penalties, or withholding of payments.

While during the three months period ended June 30, 2025, and Financial Years ended March 31, 2025, March 31, 2024, and March 31, 2023, there were no significant reported instances of delays, product rejections or non-compliance with delivery schedules, we cannot assure you that such issues will not occur in the future. Any delay in delivery or inability to meet customer expectations may lead to renegotiation of terms, cancellation of purchase orders, or withholding of payments, which may adversely affect our cash flows and reputation.

Our top 10 customers' accounts for 82.50%, 72.11 %, 68.07%, and 67.82% of our Revenue from Operations for three months period ended June 30, 2025, and the Financial Years ended March 31, 2025, March 31, 2024, and March 31, 2023, respectively. Given that we operate without definitive long-term supply agreements, our reliance on recurring purchase orders from these customers heightens our exposure to concentration risk. In the absence of committed offtake arrangements, our customers are free to reduce, suspend, cancel, or shift their order volumes to alternative suppliers at short notice, without any contractual obligation to continue sourcing from us.

- 5. *A considerable portion of our Revenue from Operations is derived from export markets and majority of our export revenue is derived from customers based in the CIS countries, which contributed 94.18%, 91.89%, 81.00% and 39.07% of our revenue from export operations for the three months period ended June 30, 2025, and the Financial Years ended March 31, 2025, March 31, 2024, and March 31, 2023, respectively. Any adverse developments in these countries could materially and adversely affect our business, results of operations, financial condition and cash flows.***

A considerable portion of our Revenue from Operations is derived from exports, reflecting our exposure to international customers and global automotive demand. The table below sets forth details of our Revenue from Operation from domestic and exports for the three months period ended June 30, 2025, and the last three Financial Years:

Market	Three months period ended June 30, 2025		Financial Year ended March 31, 2025		Financial Year ended March 31, 2024		Financial Year ended March 31, 2023	
	Amount (in ₹ million)	% of total Revenue from Operations	Amount (in ₹ million)	% of total Revenue from Operations	Amount (in ₹ million)	% of total Revenue from Operations	Amount (in ₹ million)	% of total Revenue from Operations
Domestic	560.79	44.92%	2,747.24	53.65%	2,631.81	65.31%	2,789.55	68.81%

Market	Three months period ended June 30, 2025		Financial Year ended March 31, 2025		Financial Year ended March 31, 2024		Financial Year ended March 31, 2023	
	Amount (in ₹ million)	% of total Revenue from Operations	Amount (in ₹ million)	% of total Revenue from Operations	Amount (in ₹ million)	% of total Revenue from Operations	Amount (in ₹ million)	% of total Revenue from Operations
Exports	687.76	55.08%	2,373.51	46.35%	1,398.06	34.69%	1,264.25	31.19%
Total	1,248.55	100.00%	5,120.75	100.00%	4,029.87	100.00%	4,053.80	100.00%

Further, a significant portion of our revenue from export operations is derived from customers based in the CIS countries. The table below sets forth the details of our revenue from export operations (excluding other operating revenue) based in CIS countries, as a percentage of our total revenue from export operations, for the three months period ended June 30, 2025, and the last three Financial Years:

Geographical Location	Three months period ended June 30, 2025		Financial Year ended March 31, 2025		Financial Year ended March 31, 2024		Financial Year ended March 31, 2023	
	Amount (in ₹ million)	% of total revenue from export operation	Amount (in ₹ million)	% of total revenue from export operation	Amount (in ₹ million)	% of total revenue from export operation	Amount (in ₹ million)	% of total revenue from export operation
CIS countries [#]	647.71	94.18%	2,181.11	91.89%	1,132.41	81.00%	493.88	39.07%
China [*]	(0.02)	0.00%	1.46	0.06%	8.38	0.60%	509.56	40.31%
Other	40.07	5.83%	190.94	8.04%	257.27	18.40%	260.81	20.63%
Total	687.76	100.00%	2,373.51	100.00%	1,398.06	100.00%	1,264.25	100.00%

[#] The CIS countries include Russia, Uzbekistan and other member countries.

^{*}The export of the goods was delivered directly to the end user situated in Uzbekistan on the direction of the customer.

This geographical concentration subjects our business to risks specific to these countries, including political, economic, regulatory, legal, tax and logistical challenges. Any deterioration in diplomatic relations, changes in trade policies or imposition of trade restrictions or tariffs between India and one or more CIS countries could directly impact our ability to export our automotive lighting products and components or provide related services or maintain our market share. Moreover, regional political instability, military conflicts, regulatory changes, sanctions (including international sanctions against certain CIS countries), currency devaluation, foreign exchange fluctuations or any economic slowdown in these countries could reduce demand for our products and affect customer payment cycles. We are also exposed to country-specific compliance requirements, which may differ significantly from Indian regulations. Changes in customs procedures, import/export restrictions or taxation policies in CIS countries could increase our operational and compliance costs or delay delivery timelines, impacting customer satisfaction and our reputation in the market.

Given the concentration of our revenues in these countries, any of the aforementioned risks or disruptions could materially and adversely affect our business, financial condition, results of operations and cash flows. While we continue to explore opportunities to diversify our geographic reach and expand into new markets, there can be no assurance that we will be successful in doing so or that our dependence on CIS countries will reduce in the near term.

While there have been no material instances of trade restrictions, sanctions, regulatory actions, payment defaults, or other adverse developments in the CIS countries affecting our business during the three months period ended June 30, 2025, and the last three Financial Years, there can be no assurance that such events will not occur in the future.

Further, as our international customers including the customers in CIS countries are located at a considerable geographical distance from our manufacturing and operational base in India, we may face limitations in responding swiftly to customer requirements, addressing service issues, and maintaining cost-effective supply chains, which could affect our responsiveness and competitiveness. Additionally, due to the physical distance, we may be required to maintain longer inventory cycles and incur higher logistics and transportation costs, which could reduce our margins. Disruptions in logistics networks, international shipping constraints, or increases in freight rates could further strain our cost structure.

6. We rely on third-party suppliers for raw materials and components, and any disruption to the timely and adequate supply of raw materials, or volatility in the prices of raw materials may adversely impact our business, results of operations and financial condition.

Our manufacturing operations depend on the timely availability of various raw materials, components and sub-assemblies including plastics and polymers, lighting elements (including LEDs and bulbs), metals (such as aluminium and steel), glass, coatings, adhesives, and electronic components used in the manufacture of our automotive lighting products. We purchase these materials from local suppliers in India or international market and as of October 31, 2025, we have 346 vendors for the supply of various raw materials and components. Any disruption in supply, whether due to capacity limitations, production outages, geopolitical tensions, regulatory restrictions, or changes in the trade relationship of India with other countries, could result in an interruption in our production and potentially lead to order cancellations, thereby adversely affecting our business, customer relationships, and financial condition. In addition, supply delays or non-compliance with quality standards by our suppliers may lead to warranty claims, product recalls, or reputational damage. Price increases of our raw materials could materially impact our production costs and profitability and consequently have an adverse effect on our business, results of operations and financial condition. While we have not faced any material disruption in the supply of raw materials and components from our suppliers during the three months period ended June 30, 2025, and in the last three Financial Years, there can be no assurance that such disruptions will not occur in the future.

Further, we have not entered into long term contracts with most of our suppliers for the supply of our raw materials and typically source raw materials from third-party suppliers under purchase orders. We generally have multiple sources for all our key raw materials to ensure our requirements are met. However, there is no assurance that if we experience a disruption of supplies, we will be able to source such commodities from alternative suppliers on similar commercial terms and within a reasonable timeframe. We may encounter situations where we might be unable to manufacture and deliver our products due to, amongst other reasons, our inability to procure raw materials for our products. As a result, the success of our business is significantly dependent on maintaining good relationships with our raw material suppliers. Absence of long-term supply contracts subject us to risks such as price volatility caused by various factors such as commodity market fluctuations, currency fluctuations, climatic and environmental conditions, production and transportation cost, changes in domestic government policies, and regulatory and trade sanctions. Additionally, our inability to predict the market conditions may result in us placing supply orders for inadequate quantities of such raw materials.

The table below sets forth details on our largest supplier and our top 10 suppliers based on purchase of raw materials and stock-in-trade for the periods indicated:

Suppliers	Three months period ended June 30, 2025		Financial Year ended March 31, 2025		Financial Year ended March 31, 2024		Financial Year ended March 31, 2023	
	Amount (in ₹ million)	% of purchase of raw materials and stock-in-trade	Amount (in ₹ million)	% of purchase of raw materials and stock-in-trade	Amount (in ₹ million)	% of purchase of raw materials and stock-in-trade	Amount (in ₹ million)	% of purchase of raw materials and stock-in-trade
Largest Supplier	24.69	5.13%	264.70	9.46%	492.94	22.60%	146.63	6.42%
Top 10 Suppliers	185.09	38.49%	1046.73	37.43%	972.89	44.60%	610.23	26.74%

We are dependent upon the ability of our suppliers to meet performance and quality specifications and delivery schedules. The inability of a supplier to meet these requirements, the loss of a significant supplier, or any labour issues or work stoppages at a significant supplier could disrupt the supply of raw materials to our units, preventing our Company from delivering to its customers, or cause returns of products under warranty or product recalls. This would have a material adverse impact on our customer relations, reputation and business and also generate additional costs for our Company such as increased transportation costs and costs related to finding alternative suppliers within constrained timelines which could adversely impact our financial condition.

Further, volatility in the cost or availability of these raw materials, as well as utilities and natural resources (including electricity, water and natural gas), could adversely affect our cost structure and production schedules.

Additionally, rising transportation costs or disruptions in supply chain logistics could further impact our ability to meet production timelines or deliver products efficiently. Although we have, in the past, been able to pass on increases in input costs to certain customers, there may be delays between the procurement of raw materials and the ability to reset prices. Such timing mismatches may negatively affect our cash flows. Moreover, not all customers may accept price escalations, potentially impacting our margins. The table below set forth details of our cost of goods sold as a percentage of our total Revenue from Operations for the period indicated:

Particulars	Three months period ended June 30, 2025		Financial Year ended March 31, 2025		Financial Year ended March 31, 2024		Financial Year ended March 31, 2023	
	Amount (in ₹ million)	% of total Revenue from Operation	Amount (in ₹ million)	% of total Revenue from Operation	Amount (in ₹ million)	% of total Revenue from Operation	Amount (in ₹ million)	% of total Revenue from Operation
Cost of goods sold	443.56	35.53%	2,602.55	50.82%	2,208.78	54.81%	2,519.73	62.16%

In periods of sharp commodity price declines, suppliers may curtail production or withdraw supply capacity until market prices stabilize. Similar risks may arise from our transportation carriers and energy providers. Any such supply disruptions or cost escalations, if not adequately mitigated, could have a material adverse effect on our business, financial condition and results of operations.

7. *We intend to undertake capital expenditure of ₹ 1,525.10 million and ₹ 790.79 million from the Net Proceeds for setting up Proposed Project at Kancheepuram, Tamil Nadu, and for the Upgradation of our existing Unit 1 Manufacturing Facility, respectively, and any delays, cost overruns or implementation challenges in relation thereto could adversely affect our business, financial condition and growth prospects.*

In line with our strategy to expand our manufacturing footprint and cater to increasing demand from existing and new OEM customers, particularly in southern India, we intend to establish Proposed Project at Kancheepuram, Tamil Nadu, and propose to utilise ₹ 1,525.10 million from the Net Proceeds towards financing the capital expenditure requirements for this Proposed Project. In addition, we also propose to utilize ₹ 790.79 million from the Net Proceeds towards expenditure for Upgradation at our existing Unit 1 Manufacturing Facility in Bahadurgarh. For further details, see “*Objects of the Offer – Financing the capital expenditure requirements for setting up a new greenfield manufacturing facility at Kancheepuram, Tamil Nadu (“Proposed Project”)*” and “*Objects of the Offer – Purchase of plant and machinery, SMT lines and testing equipment for electronic expansion and upgradation of existing Unit 1 Manufacturing Facility (“Upgradation”)*” on pages 146 and 158 respectively.

The Proposed Project is expected to enhance our production capacity, improve supply chain efficiency, and support our long-term growth strategy. However, the successful and timely implementation of this facility is subject to a number of risks and uncertainties, many of which are beyond our control. These include obtaining requisite approvals and clearances from governmental and regulatory authorities, such as environmental, building, and land-use permissions, as well as securing necessary utilities and infrastructure support. Any delay in obtaining these approvals, or non-compliance with their conditions, may result in project delays, increased costs, or even suspension of operations. As of the date of this Draft Red Herring Prospectus, we have obtained quotations from multiple third-party vendors for supply of plant and machinery and other related equipment, however, these quotations are subject to change. We have not yet placed any purchase orders or entered into definitive agreements for the procurement of machinery or civil construction. Accordingly, entire plant and machinery proposed to be procured for the Project amounting to approximately ₹ 453.00 million, remains uncontracted. The quotations received are valid as of the date of this Draft Red Herring Prospectus but may be revised due to changes in raw material costs, vendor pricing policies, foreign exchange fluctuations, or other macroeconomic factors. Consequently, the estimated project cost may increase, resulting in cost overruns that could adversely impact our capital expenditure plans, profitability, and cash flows.

The completion and commissioning of the Proposed Project are also dependent on the performance of external agencies responsible for activities such as civil works, installation, and commissioning of machinery and equipment. Any underperformance, delay, or contractual dispute with these third-party contractors or suppliers could lead to further delays, increased expenses, and disruption to our implementation schedule. Identifying and mobilizing suitable replacements for such agencies within short timelines may also prove difficult, thereby exacerbating project delays. Further, the actual amount and timing of our capital expenditure may differ from our current estimates due to unforeseen site conditions, engineering design modifications, technological updates,

changes in regulatory requirements, or escalation in input costs. Additionally, the land allotted for the facility is subject to certain conditions relating to usage, maintenance, and payment of lease rentals. Any breach or non-compliance with these conditions may lead to penalties or cancellation of allotment, which would materially affect the project's viability. Any significant delay, cost overrun, or inability to complete or operate the Proposed Project as planned could impair our ability to meet customer demand, impact our revenue growth, and adversely affect our business operations, financial condition, and future prospects.

Further, implementation of the Proposed Project and Upgradation at our existing Unit 1 Manufacturing Facility in Bahadurgarh is subject to various risks, including cost overruns, delays in procurement and installation of machinery, design or engineering challenges, vendor-related delays, changes in product mix, fluctuations in foreign exchange rates for imported equipment, and increased pre-operative or incidental expenses. Further, timely receipt of regulatory approvals, availability of skilled labour, coordination with contractors and uninterrupted supply of utilities are critical to the execution of this expansion. Any delay or inability to operationalize the expanded facilities could result in loss of anticipated revenues and adversely impact our production planning, operational efficiency and competitiveness in the automotive lighting industry. In addition, quotations received from vendors for plant, machinery and civil works may lapse or require revision, which may require higher capital outlay. If the budgeted cost for the Proposed Project proves insufficient, we may be required to deploy additional internal accruals or raise further capital, which may not be available on favourable terms or at all. Any material delay, cost escalation or inability to complete the Proposed Project in a timely manner, or at all, could adversely affect our growth prospects, business operations, cash flows and financial condition.

8. *Our Unit 1 Manufacturing Facility and our Project Land are located within industrial development corporation. If we are unable to comply with conditions of use of such land or otherwise renew existing leases for such manufacturing facilities, we may have to relocate our operations, which may have an adverse impact on our business, financial condition and operations.*

Unit 1 Manufacturing Facility is located on an industrial land at Plot No. 36, Sector 4-B, I.E., Bahadurgarh, Dist. Jhajjar, Haryana, allotted to us by Haryana State Industrial & Infrastructure Development Corporation (“HSIIDC”). Further, we have been allotted industrial land at Plot No. 19, SIPCOT Industrial Part, Sriperumbudur (Phase – IV – Mambakkam), Taluk of Sriperubudur, Sunguvarchattram, Kancheepuram, Tamil Nadu, by the State Industries Promotion Corporation of Tamil Nadu Limited (“SIPCOT”), on which we propose to set up our Proposed Project. Under the terms of the allotment by these industrial development corporations (“IDCs”), we are required to comply with various conditions such as achieving the investment commitment set out in the project report, adhering to timelines for completion of the facility, commencement of operations, and obtaining their approval for certain corporate actions including change of control and constitution. For instance, we sought consent from HSIIDC and SIPCOT, *inter-alia*, for change in the constitution of our Company pursuant to conversion into a public limited company, which were approved by these IDCs. In the event of non-compliance with the terms of certain agreements, these IDC reserves the right to resume the plot, deduct a certain percentage of the plot price and forfeit amounts of interest and penalty paid. Under applicable statutory rules, IDCs also retain the power to take back possession of land in case of non-compliance. If any allotment is terminated, we would need to relocate our operations, which would disrupt operations, involve additional costs and adversely affect our business, financial condition, results of operations and cash flows. We are also required to comply with regulations and schemes issued by IDCs. Failure to comply could lead to regulatory actions adversely affecting our business.

These IDCs may revise land pricing, development charges or other levies, and issue additional demands pursuant to changes in policy, revaluation of industrial land, or recalculation of allotment-related costs. For instance, in the past, in 2019, our Company received a demand notice from HSIIDC seeking payment of an enhanced cost amounting to ₹ 187.29 million, which we contested and is presently sub judice before the appropriate legal forum. For further details, see “*Our Company has received a demand notice from HSIIDC for enhanced cost of an industrial plot on which our manufacturing unit is located. The matter is currently under litigation, and any adverse outcome may have a material impact on our financial condition and results of operations.*” on page 60. While the final decision on the revision is awaited, there is no assurance that similar revisions, demands or changes in terms will not be made by IDCs in the future. Any such revisions may increase our capital outlay for land, impact our project timelines, or create financial liabilities that could adversely affect our operations.

9. *Under-utilisation of our manufacturing capacities, our inability to effectively utilise expanded capacities, or manage early obsolescence of our manufacturing equipment, may adversely affect our business, results of operations, cash flows and future prospects.*

The level of capacity utilisation at our manufacturing facilities directly impacts our operational efficiency and profitability. Higher capacity utilisation enables us to better absorb fixed costs and improve margins. Our capacity utilisation is influenced by various factors, including product mix, customer order patterns, availability of raw materials, fluctuations in demand for automotive lighting products and components, and broader industry or market conditions. For further details, see “*Our Business – Our Manufacturing Facilities - Our Manufacturing capacity*” on page 353.

The effective capacity utilisation of our Company as at and for the half year ended September 30, 2025, and Financial Year ended March 31, 2025, March 31, 2024, and March 31, 2023, is as follows:

Sl. No.	Manufacturing Unit	As of and for			
		Half year period ended September 30, 2025 ¹	Financial Year ended March 31, 2025	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023
1.	Unit 1				
a.	Installed Capacity (Million) ²	4.58	9.16	9.16	9.16
b.	Actual production (Million)	3.13	7.11	6.43	6.40
c.	Capacity Utilization (%)	68.34%	77.61%	70.17%	69.85%
1.	Unit 2				
a.	Installed Capacity (Million) ²	3.22	6.45	6.45	6.45
b.	Actual production (Million)	0.86	4.06	3.80	3.17
c.	Capacity Utilization (%)	26.72%	62.90%	58.93%	49.16%

^{1.} For the half year period ended September 30, 2025, the installed capacity figures represent the proportionate capacity available for six months and are derived by annualising the full year installed capacity on a time-apportioned basis.

^{2.} Installed production capacity for lamps has been assessed based on the average lamp size & assembly complexity typical of mid size passenger vehicles. The actual installed capacity is subject to variation, depending on the lamp dimensions, design intricacy and component complexity associated with different vehicle models.

Note:

- All decimal figures have been rounded to two decimal places, and all percentage figures have also been rounded to two decimal places. In some cases, differences between the totals and the sum of individual items in the tables may arise due to rounding off.
- Our Unit 2 Manufacturing Facility supports the production of automotive lighting products and components, and Unit 3 has recently commenced operations.

Our capacity utilisation at our manufacturing facilities may be adversely affected if we are unable to procure adequate quantities of key raw materials, such as plastics, electronic components, resins or lighting modules, in a timely and cost-effective manner. Any supply chain disruption or increase in lead times could result in operational inefficiencies and reduced output. Further, our customers in the automotive sector often adjust procurement volumes based on their production schedules, inventory strategies, and market demand. If customers place orders below expected levels, delay orders, or cancel previously committed volumes, we may experience under-utilisation of our manufacturing capacities. Since we make key decisions on production planning, staffing and resource allocation based on anticipated customer requirements, any deviation from projected demand may result in over- or under-production and adversely affect our operational efficiency.

Further, the successful ramp-up of the expanded capacity from our new manufacturing facility will depend on factors such as customer offtake, timely approvals, availability of skilled personnel, and alignment of production schedules with customer requirements. If demand does not increase as expected, or if customer approvals or volumes are delayed, the facility may operate below optimal levels. Any prolonged under-utilisation of expanded capacity may reduce fixed-cost absorption, impact profitability, and adversely affect our overall business, cash flows, and financial performance.

While we have not experienced any material adverse incident relating to the under-utilisation of our manufacturing capacities during the three months period ended June 30, 2025, and Financial Years ended March 31, 2025, March 31, 2024, and March 31, 2023, there can be no assurance that we will not face such challenges in the future. Any prolonged mismatch between our manufacturing capacity and actual utilisation levels may negatively impact our business, financial condition, results of operations and cash flows.

Further, our manufacturing operations depend on specialised plant and machinery, automation systems, SMT lines, testing equipment, and software that require regular upgrades to remain efficient and compliant with evolving industry standards and customer specifications. Technological advances, changes in OEM requirements,

or discontinuation of spare parts or software support by suppliers may render certain equipment obsolete earlier than expected. In such instances, we may be required to incur significant unplanned capital expenditure for replacement, upgrades or retrofitting of equipment. Additionally, delays in procuring compatible spare parts, or the discontinuation of software updates, licences or technical support, may lead to operational downtime, reduced productivity, higher maintenance costs, or compromised product quality. Any such disruption or increased expenditure could adversely affect our manufacturing efficiency, margins, and overall financial performance. There can be no assurance that our existing equipment and systems will not become prematurely obsolete or that we will be able to replace or upgrade them in a timely or cost-effective manner.

10. Our funding requirements and proposed deployment of the Net Proceeds of the Offer have not been appraised by a bank or a financial institution and if there are any delays or cost overruns, our business, financial condition and results of operations may be adversely affected.

We intend to use the Net Proceeds of the Fresh Issue for the purposes described in “***Objects of the Offer***” on page 143. The objects of the Fresh Issue have not been appraised by any bank or financial institution. However, our Company has obtained a detailed project report dated December 28, 2025 from Goldrush Capital Services Private Limited in respect of financing the capital expenditure requirements for setting up greenfield manufacturing facility at Kancheepuram, Tamil Nadu, and purchase of plant and machinery, SMT lines and testing equipment for electronic expansion and upgradation of existing Unit 1 Manufacturing Facility. Further, while a monitoring agency will be appointed to oversee the utilization of the Net Proceeds, the proposed deployment is based on current conditions, internal management estimates, and contracts, and is subject to changes in external circumstances, cost structures, financial condition, business environment, or strategic direction, as discussed further below.

Given the competitive nature of our industry, we may need to revise our business plan and/or management estimates from time to time, which may result in changes to our funding requirements. Our internal estimates may exceed the fair market value or the value that could have been determined by a third-party appraisal, potentially requiring us to reschedule or reallocate our project and capital expenditure plans. This may have an adverse effect on our business, financial condition, results of operations, and cash flows.

Our Company, in accordance with the policies established by the Board from time to time, will have the discretion to deploy the Net Proceeds. Further, pending utilization of the Net Proceeds towards the Objects of the Offer, our Company will have the flexibility to invest the Net Proceeds temporarily in deposits with one or more scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, as may be approved by the Board.

Accordingly, prospective investors in the Offer will need to rely on our management’s judgment with respect to the use of the Net Proceeds.

11. Our reliance on the Cooperation Agreement and our dependence on current and future technical collaborations, joint ventures and other alliances expose us to risks of termination, disputes, and misalignment that may adversely affect our technology access, operations, competitiveness and future growth.

In terms of the Cooperation Agreement with ZKW Group GmbH, the parties have agreed for business development aspects for the design, development, marketing and sale of automotive lighting products to various OEMs and secondary market. Under this Cooperation Agreement, our Company and ZKW Group GmbH, *inter-alia*, act as partners for commercial, technical, contractual and financial arrangements in India, including joint product development, marketing, supply of equipment and, if required, access to technology support. For more details, see “***History and Certain Corporate Matters – Cooperation Agreement***” on page 383.

The Cooperation Agreement may be terminated under various circumstances, including mutual agreement, ZKW Group GmbH ceasing to be a shareholder of our Company, material breach by any party to agreement, which is not curable or is curable and is not cured within 30 days of notice of such breach by the non-breaching party, insolvency or bankruptcy of either party or general assignment by either party for the benefit of their creditors, either party initiating winding up or similar proceedings, either party ceases or threatens to cease to carry on business or with 6 months’ notice. Upon termination, the Parties are entitled to a transition period of up to 6 months to wind down their respective rights and obligations. Technical support from ZKW Group GmbH is not automatic and must be separately documented on an arm’s length basis. If such support is delayed, withheld, or discontinued, our ability to innovate and compete could be adversely impacted. Any disruption, limitation, or

dispute under the Cooperation Agreement could adversely affect our business, brand, financial condition, results of operations and prospects.

Further, historically we have entered into, and may in the future continue to enter into, technical collaborations, joint ventures, technology transfer arrangements and other alliances to strengthen our product development capabilities, expand our technological competence and support our long-term growth. For instance, in the past, we entered into a joint venture agreement and a technology transfer agreement with ZKW Group GmbH, which were concluded in 2012. While such arrangements have supported our capabilities, they also expose us to risks relating to dependency on third-party partners, alignment of commercial expectations, fulfilment of contractual obligations, and continuity of technology support. Any inability to successfully negotiate, renew, or implement similar collaborations in the future, or any premature termination, non-performance, misalignment of strategic priorities or disputes with partners, could delay product development, limit access to necessary technology, disrupt operations, and adversely affect our competitiveness and future growth.

12. *We are using the tradename ‘ZKW’ under the Cooperation Agreement, which is owned by ZKW Group GmbH, and any termination, non-renewal, dispute, or reputational harm to this brand may adversely affect our identity, customer perception, and overall business performance.*

We currently use the tradename ‘ZKW’ in our registered name and in connection with our business operations pursuant to the Cooperation Agreement entered with ZKW Group GmbH. We do not own the tradename ‘ZKW’, which is the property of ZKW Group GmbH. Accordingly, termination or non-renewal of the Cooperation Agreement would restrict our ability to use the tradename ‘ZKW’ in our registered name, which may adversely impact our brand identity, market recognition and business operations. Further, any dispute with ZKW Group GmbH regarding the use of this tradename could result in legal proceedings or financial liabilities. In the event we are required to rebrand or transition to a new tradename, it may involve significant costs and adversely affect customer perception, which could in turn impact our financial condition and business performance. While there have been no disputes or events that have adversely affected our right to use the ‘ZKW’ tradename during the three months period ended June 30, 2025, and the Financial Years ended March 31, 2025, March 31, 2024, and March 31, 2023, there can be no assurance that such issues will not arise in the future.

Further, any reputational harm, negative publicity, or decline in market perception affecting the ‘ZKW’ brand may directly impact our business, as our identity and market positioning are closely linked to this tradename. If ZKW Group GmbH experiences brand dilution, customer dissatisfaction, regulatory scrutiny, or adverse media coverage, it could erode customer confidence in our products as well. Such developments may reduce demand, weaken our competitive position, and materially affect our revenues, business operations, and overall financial performance. While no such incident has occurred in three months period ended June 30, 2025, and the Financial Years ended March 31, 2025, March 31, 2024, and March 31, 2023, there can be no assurance that such issues will not arise in the future.

13. *We require certain statutory and regulatory licenses and approvals to conduct our business and an inability to obtain, retain or renew such licenses and approvals could have an adverse effect on our business, financial condition, results of operations and cash flows.*

We are required to obtain and maintain a number of statutory and regulatory permits and approvals under central, state and local government rules in India. For further details, see “**Government and Other Approvals**” on page 515. A majority of these approvals are granted for a limited duration and are subject to numerous conditions. These approvals must be renewed periodically by complying with applicable requirements and paying prescribed fees. Any delay, default, or refusal in securing such approvals or renewals, or any failure to adhere to the conditions prescribed under these approvals, may result in their suspension, cancellation, or non-renewal, which could adversely affect our operations. We cannot assure you that these approvals would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. If there is any failure by us to comply with the applicable regulations, or if the regulations governing our business are amended, we may incur increased costs, be subject to penalties, have our approvals and permits revoked or suffer a disruption in our operations, any of which could adversely affect our business and results of operations. While we have not experienced any delays in the past in obtaining or renewing such approvals and permits, we cannot assure you that we will be able to obtain or renew such approvals in a timely manner, or at all, in the future.

14. *As of October 31, 2025, our aggregate order book was ₹ 1,718.76 million relating to project-based assignments and tooling in the automotive lighting segment. The projects included in our order book may*

be delayed, modified, cancelled not fully paid, or suspended by our customers and, therefore our order book is not necessarily indicative of our future revenue or profit. Our actual revenue project-based assignments and tooling may be significantly less than the estimates reflected in our order book. Any delay, failure or execution difficulty with respect to projects in our order book could materially affect our business, results of operations and financial condition.

As of October 31, 2025, our aggregate order book was ₹ 1,718.76 million which reflects our confirmed engagements with OEM customers across multiple vehicle platforms and demonstrates our technical, manufacturing and execution capabilities to cater to such specialized and program-linked requirements. For further details, see “***Our Business – Overview***” on page 318.

Our order book primarily comprises project-based assignments and tooling orders, and there can be no assurance that the entire order book will be realized as revenue within the expected timelines or at all. The manner in which we calculate and present our order book may differ from that adopted by other companies, including our competitors, and therefore may not be directly comparable. While we have not encountered any material cancellations, delays, modifications, terminations or suspensions of our order book relating to project-based assignments during the three-month period ended June 30, 2025, or during the Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023, certain projects in our order book remain subject to the discretion of customers and may be impacted by cancellations, delays, scope changes, suspensions or terminations. Any delay, failure or execution difficulty in relation to projects included in our order book could have a material adverse effect on our business, results of operations and financial condition.

15. We engage contract labour for certain of our operations, and any non-compliance or adverse developments relating to such contract labour may adversely affect our business, results of operations and financial condition.

We engage a significant number of workers through third-party contractors for various operational, manufacturing, logistical and ancillary activities. As on October 31, 2025, we engaged 445 contract labour for the performance of functions at our Manufacturing Facilities and offices, and we have obtained the applicable licences required under the contract labour laws. For further details, see “***Government and other Approvals – Labour and employee related approvals***” on page 520.

The table below sets forth the total contract labour engaged by our Company as at the dates indicated:

Particulars	As on June 30, 2025	March 31, 2025	March 31, 2024	March 31, 2023
No. of contract labour	484	553	455	491
Expenses incurred towards contract labour	27.02	132.47	107.33	91.83
Expenses incurred towards contract labour as a % of total expenses	2.86%	3.00%	2.84%	2.38%

Although our agreements with such contractors require them to comply with applicable labour and social security laws, and to be responsible for payment of wages and other statutory dues to the contract labour engaged by them, we cannot assure you that these contractors will comply with all legal requirements at all times. Therefore, even though, we do not directly employ such workers, we may, in certain circumstances, be held responsible as the principal employer for payment of wages and other statutory liabilities in the event of a default by such contractors. Any requirement for us to fund such obligations may increase our costs and could adversely affect our business, financial condition and results of operations.

Further, changes in labour regulations, including the proposed implementation of the labour codes notified by the Government of India, may impose additional obligations on principal employers, restrict the engagement of contract labour in certain functions, or increase compliance and reporting requirements. In addition, any labour unrest, strike, slowdown or stoppage of work involving contract labour may disrupt our operations, adversely impact productivity and timelines, and negatively affect our operating margins. Any such events, individually or in the aggregate, may materially and adversely affect our business, financial condition, results of operations and cash flows.

16. Exchange rate fluctuations may adversely affect our results of operations as our sales outside India and a portion of our expenditures are denominated in foreign currencies.

Our Company's financial statements are prepared in Indian Rupees. A portion of our sales outside of India and our raw materials expenditures are denominated in foreign currencies, primarily U.S. dollar and Chinese yuan. Accordingly, we have currency exposures relating to buying and selling in currencies other than in Indian Rupees, particularly the USD and CNY. Further, we expect our future capital expenditures in connection with our proposed expansion plans may include expenditures in foreign currencies for imported equipment and machinery.

The table set forth below provides the details of our purchase of raw material and traded goods from domestic and international sources for the periods indicated:

Particulars	Three months period ended June 30, 2025		Financial Year ended March 31, 2025		Financial Year ended March 31, 2024		Financial Year ended March 31, 2023	
	Amount (in ₹ million)	% of total purchase of raw material and traded goods	Amount (in ₹ million)	% of total purchase of raw material and traded goods	Amount (in ₹ million)	% of total purchase of raw material and traded goods	Amount (in ₹ million)	% of total purchase of raw material and traded goods
Purchase of raw materials from India	431.18	89.66	2,292.90	81.98	2,096.83	96.13	1,895.77	83.06
Purchase of raw materials from international sources/ import	49.74	10.34	503.93	18.02	84.42	3.87	386.61	16.94
Total	480.92	100.00	2,796.83	100.00	2,181.25	100.00	2,282.38	100.00

Further, the table set forth below provides our revenue in Indian Rupee and foreign currency from our export operations for the periods indicated:

Market	Three months period ended June 30, 2025		Financial Year ended March 31, 2025		Financial Year ended March 31, 2024		Financial Year ended March 31, 2023	
	Amount (in ₹ million)	% of total Revenue from Operations	Amount (in ₹ million)	% of total Revenue from Operations	Amount (in ₹ million)	% of total Revenue from Operations	Amount (in ₹ million)	% of total Revenue from Operations
Export in Indian Rupee	458.60	36.73%	1,119.10	21.85%	107.56	2.67%	-	0.00%
Export in foreign currency	229.16	18.35%	1,254.41	24.50%	1,290.50	32.02%	1,264.25	31.19%
Total exports	687.76	55.08%	2,373.51	46.35%	1,398.06	34.69%	1,264.25	31.19%

A significant fluctuation in the Indian rupee to U.S. dollar or other foreign currency exchange rates could materially and adversely affect our business, results of operations, financial condition and cash flows. The exchange rate between the Indian rupee and these currencies, primarily the U.S. dollar, has fluctuated in the past and any appreciation or depreciation of the Indian rupee against these currencies can impact our profitability and results of operations. Our results of operations have been impacted by such fluctuations in the past and may be impacted by such fluctuations in the future. For example, the Indian rupee had depreciated against the U.S. dollar

in four of the last five years, which may impact our foreign currency expenditures. We have had gains and losses due to these fluctuations in foreign currency.

We do not hedge our assets or liabilities against exchange rate movements, therefore, changes in the relevant exchange rates could also affect sales, operating results and assets and liabilities reported in Indian Rupees as part of our financial statements. We are affected primarily by fluctuations in exchange rates among the U.S. dollar, and the Indian Rupee, and our business, results of operations and financial condition may be adversely affected by fluctuations in the value of the Indian Rupee against the U.S. Dollar or other foreign currencies. Additionally, we have earned gains due to these fluctuations in foreign currency.

The table set forth below provides our foreign exchange fluctuation gain (net) for the periods indicated:

Particulars	Three months period ended June 30, 2025		Financial Year ended March 31, 2025		Financial Year ended March 31, 2024		Financial Year ended March 31, 2023	
	Amount (in ₹ million)	% of Revenue from Operations	Amount (in ₹ million)	% of Revenue from Operations	Amount (in ₹ million)	% of Revenue from Operations	Amount (in ₹ million)	% of Revenue from Operations
Foreign exchange fluctuation gain (net) (Amount in ₹ million)	5.63	0.45%	13.33	0.26%	3.26	0.08%	0.00	0.00%

These foreign currency gains were related to instances where the market exchange rate at the time of transaction was in our favour. We, however, run the risk from time to time that the market exchange rate may be less favourable to us which may result in foreign currency losses. For further details in relation to our exchange rate risk management, see “*Management’s Discussion and Analysis of Financial Position and Results of Operations – Significant Factors Affecting our Results of Operations – Foreign currency risk*” on page 480.

17. We rely on a licensed trademark for our brand few of which are not registered. Maintaining the reputation of our corporate name, logo and the goodwill associated with these trademarks is material to our success. If we are unable to protect our intellectual property rights, our business, financial condition and results of operations may be adversely affected.

We have entered into a trademark license agreement dated December 23, 2025 (the “**Trademark License Agreement**”) with our Promoter, Chairman and Managing Director - Rajesh Jain and our Promoter and Non-Executive Director - Vaishali Jain, being partners of Neolite Industries, our Promoter Group entity, for grant of exclusive, revocable, non-transferrable and non-sub-licensable license to use (a) the registered wordmark

“NEOLITE” under class 7, 11 and 12 of the Trade Marks Act, 1999, and (b) unregistered logo  for which application(s) for registration under class 11 and 12 of the Trade Marks Act, 1999 are pending as on the date of this DRHP, for a royalty of ₹ 5,000 per annum or such other mutually agreed terms. The Trademark License Agreement is valid for an initial period of five (5) years and automatically renews for successive five-year terms unless terminated earlier or non-renewal is notified at least sixty (60) days prior to expiry of the then-current term. For further details, see “*Government and other Approvals – Intellectual Property Rights*” on page 521.

Since the wordmark and logo are licensed to us and not owned by our Company, our continued right to use this brand is dependent on the validity and renewal of the Trademark License Agreement and our relationship with the Licensors. Any termination, non-renewal, or dispute with the Licensors could result in the loss of our rights to use these trademarks, requiring us to rebrand our products and marketing materials. Such an event could lead to significant costs, disruption in business operations, dilution of brand recognition, and potential loss of customer confidence, thereby materially affecting our business and financial performance. Further, we do not enjoy the statutory protections accorded to a registered trademark for unregistered logo licensed to us and are subject to the various risks arising out of the same, including but not limited to infringement or passing. Maintaining the

reputation of our corporate name, logo and the goodwill associated with these trademarks is material to our success. The use of our name or logo by third parties could adversely affect our reputation, which could in turn adversely affect our financial performance.

Notwithstanding the precautions we take to protect our intellectual property rights, it is possible that third parties may copy or otherwise infringe on our rights, which may have an adverse effect on our business, results of operations, cash flows and financial condition. Further, we may need to litigate to protect our intellectual property or to defend against third party infringement. Any such litigation could be time-consuming and costly, and a favourable outcome cannot be guaranteed. We may not be able to detect any unauthorised use or take appropriate and timely steps to enforce or protect our intellectual property. Any inability to use or protect our intellectual property could affect our relationships with our customers, result in costly litigation and divert management's attention and resources. An adverse ruling arising out of any intellectual property dispute could subject us to liability for damages and could adversely affect our business, results of operations and financial condition. While we have not been involved in any material intellectual property-related litigation or claims during the three months period ended June 30, 2025, and the Financial Years ended on March 31, 2025, March 31, 2024, and March 31, 2023, there can be no assurance that we will not be subject to such proceedings in the future. For further details, see "**Government and Other Approvals – Intellectual Property**" on page 521.

18. Majority of our manufacturing facilities are concentrated in the state of Haryana. Any significant social, political, economic or seasonal disruption, natural calamities or civil disruptions in Haryana could have an adverse effect on our business, results of operations, future cash flows and financial condition.

Majority of our existing manufacturing facilities are located in the Bahadurgarh-Gurugram region in the state of Haryana and are situated in close proximity to each other, where a substantial portion of our automotive lighting products and components are manufactured. Although, we have commenced operations at our Unit 3 in the year 2025, our Unit 1 and Unit 2 manufacturing facilities located in the state of Haryana continue to account for a significant share of our production and cater to our OEM customers, aftermarket sales and export markets. For further details of our manufacturing facilities, see "**Our Business – Our Manufacturing Facilities**" on page 353.

Due to the geographic concentration of our manufacturing facilities, our operations are susceptible to local and regional factors, such as economic and weather conditions, natural disasters, political, demographic and population changes, and other unforeseen events and circumstances. Any such disruption in the state of Haryana could significantly hamper our ability to manufacture and supply products to OEM customers, meet delivery schedules for aftermarket and export orders, and fulfill our existing contractual commitments. This could further impact our ability to honor current contracts, participate in ongoing RFQs or win new business from OEMs, and may also cause delays in the supply of our products to domestic and international aftermarket customers.

Further, such disruptions could result in the damage or destruction of a significant portion of our manufacturing abilities, significant delays in shipments of our products and/or otherwise materially adversely affect our business, financial condition and results of operations. The occurrence of any of these events could require us to incur significant capital expenditure or change our business structure or strategy, which could have an adverse effect on our business, results of operations, future cash flows and financial condition. While we have not faced any such disruptions in the past in our operations due to the concentration of our manufacturing operations in the state of Haryana, we cannot assure you that there will not be any significant developments in the region in the future, which may adversely affect our operations.

While we intend to diversify our manufacturing footprint by setting up Proposed Project at Kancheepuram, Tamil Nadu, which is expected to reduce our dependence on a single geographic region, any delay in, or inability to, operationalize the proposed facility as planned may limit the extent to which such risks are mitigated. For further details, see Risk Factor - "**We intend to undertake capital expenditure of ₹ 1,525.10 million and ₹ 790.79 million from the Net Proceeds for setting up Proposed Project at Kancheepuram, Tamil Nadu, and for the Upgradation of our existing Unit 1 Manufacturing Facility, respectively, and any delays, cost overruns or implementation challenges in relation thereto could adversely affect our business, financial condition and growth prospects.**" on page 52.

19. Our Company has received a demand notice from HSIIDC for enhanced cost of an industrial plot on which our Unit 1 manufacturing facility is located. The matter is currently under litigation, and any adverse outcome may have a material impact on our financial condition and results of operations.

In 2009, our Company was allotted an industrial plot at Bahadurgarh, Haryana by the Haryana State Industrial and Infrastructure Development Corporation Limited (“HSIIDC”), where we subsequently constructed a manufacturing facility. In 2019, our Company received a demand notice from HSIIDC seeking payment of enhanced cost for the said plot, amounting to ₹ 187.29 million. As per the terms of the notice, the amount was to be paid either in a lump sum within 60 days of the notice date without interest or in ten equal half-yearly instalments along with interest at the rate of 12% per annum, aggregating to ₹ 239.80 million.

Our Company, along with other allottees in the industrial area, has contested the demand raised by HSIIDC and is currently involved in litigation challenging the validity and quantum of the enhanced cost. The matter remains sub judice before the appropriate legal forum.

While no adverse order has been passed against our Company as of the date of this Draft Red Herring Prospectus, there can be no assurance as to the outcome of the ongoing litigation. Any adverse judgment may require our Company to make substantial payments towards the demanded amount along with interest and could adversely affect our financial condition, liquidity, and cash flows. Furthermore, any failure to comply with such an order, if passed, may also impact our title and continued occupation of the plot, thereby disrupting our manufacturing operations.

20. Our Company, Promoters, Directors, Key Managerial Personnel, and Senior Management may be involved in outstanding legal proceedings and any adverse outcome in any of these proceedings may adversely impact our business, cash flows, results of operations, financial condition and prospects

In the ordinary course of business, our Company, Promoters, Directors, Key Managerial Personnel, and Senior Management, may be involved in certain legal proceedings pending at different levels of adjudication before various courts and tribunals. A summary of outstanding litigation proceedings involving our Company, Promoters, Directors, Key Managerial Personnel, and Senior Management, as on the date of this Draft Red Herring Prospectus as disclosed in the section titled “*Outstanding Litigation and Material Developments*” on page 510 in terms of the SEBI ICDR Regulations and the Materiality Policy is provided below:

Name of Entity/Person	Number of Criminal Proceedings	Number of Tax Proceedings	Number of Statutory or Regulatory Proceedings	Number of Disciplinary Actions by the SEBI or the Stock Exchanges against our Promoters in the last five years	Number of Material Civil Proceedings	Aggregate amount involved (in ₹ million)*
Company						
Against our Company	Nil	Nil	1	Nil	2 [#]	242.55
By our Company	Nil	N.A.	N.A.	N.A.	Nil	Nil
Directors (other than Promoters)						
Against our Directors	Nil	Nil	Nil	Nil	Nil	Nil
By our Directors	Nil	N.A.	N.A.	N.A.	Nil	Nil
Promoter						
Against our Promoters	Nil	2	Nil	Nil	Nil	0.75
By our Promoters	Nil	N.A.	N.A.	N.A.	Nil	Nil
Key Managerial Personnel (other than the Directors)						
By the KMPs	Nil	N.A.	N.A.	N.A.	N.A.	Nil
Against the KMPs	Nil	N.A.	Nil	N.A.	N.A.	Nil
Senior Management (other than the KMP's)						
By the SMPs	Nil	N.A.	N.A.	N.A.	N.A.	Nil
Against the SMPs	Nil	N.A.	Nil	N.A.	N.A.	Nil

*To the extent ascertainable and quantifiable based on the materiality policy.

[#]Labour disputes

Involvement in such proceedings could divert our management’s time and attention and consume financial resources. Also, unfavourable orders could have an adverse impact on our business, cash flows, results of operations and financial condition. We cannot assure you that these legal proceedings will be decided in our favour

and that no further liability will arise out of these proceedings or would not have a material adverse effect on the business, financial condition and results of operation of our Company. Even if we are successful in defending such cases, we may be subject to legal and other costs incurred pursuant to defending such litigation, and such costs may be substantial and not recoverable. Our Company is in the process of litigating these matters. While our Company has made provision for disputed matters in general, in the event of any adverse rulings in these proceedings or consequent levy of penalties including for amounts beyond the provisions currently made by us, we may need to make payments or make further provisions for future payments, which may increase expenses and current or contingent liabilities. For further details of our contingent liabilities, see “**Summary of the Offer Document – Summary of Contingent Liabilities**” on page 37.

Additionally, there may be proceedings or matters involving our Company before various legal/judicial bodies including those that may be criminal, civil or tax matters in nature in relation to which our Company has not received any notice or summons or any other form of communication, or such proceedings may not have been admitted before the respective courts or adjudicating authority and accordingly such matters have not been disclosed in this Draft Red Herring Prospectus. An adverse outcome in any of these proceedings, either individually or in aggregate, may affect our business, reputation, prospects, financial condition, results of operations and cash flows.

21. We have contingent liabilities as on June 30, 2025, which if they materialise, may adversely affect our business, financial condition, and results of operations.

Summary of our contingent liabilities as of June 30, 2025, as disclosed in our Restated Financial Information is as follows:

(A)

(₹ in million)		
Sl. No.	Particulars	As of three months period ended June 30, 2025
1.	Outstanding bank guarantees*	30.02
2.	Liability in respect of vendor discounting scheme from bank	2.90
3.	Outstanding Tax deducted at Source (TDS) Demand**	1.47
4.	Claim against our Company by initiated by terminated employees***	2.75
Total		37.14

* The Company has provided bank guarantees as at 30 June 2025, 31 March 2025, 31 March 2024 and 31 March 2023 for the amounts mentioned above, in the ordinary course of business. These bank guarantees are contingent in nature and will be encashed only in the event of default.

** In the opinion of the management the outstanding TDS demand is not payable pending reconciliations of credit for certain challans not been given by the department and other procedural matters. The Company is in the process of getting the same rectified.

*** During the earlier years the Company had received notices from two employee for re-instatement with full back wages with effect from respective date of termination along with continuity of service and other consequential benefits. The claim has been dismissed by the Industrial Tribunal-Cum-Labour Court, Gurugram. However, the said orders have been challenged by the workman in the Honorable Punjab and Haryana High Court. The proceedings are continuing. In the opinion of the management the Company has a good case in respect of the claim by the employees. Hence, no provision is considered necessary against the same.

(B) Further, the Company was allotted Plot no 36, Sec-4B, I.E, Bahadurgarh by HSIIDC on June 02, 2009, on which the company had constructed its factory. The Company has received a notice dated May 31, 2019 from HSIIDC for payment of enhanced cost amounting to ₹ 187.29 million for Plot no 36, Sec-4B, I.E, Bahadurgarh. This amount was payable in lump sum within 60 days of issuance of demand notice without any interest. Alternatively, this amount could also be paid in 10 equal half yearly instalments with interest @ 12% p.a which will increase the total amount to ₹ 239.80 million. The Company in association with other members of the industrial area is litigating the matter. The Honourable Punjab and Haryana High Court has granted a stay in the matter and the proceedings are continuing. In the opinion of the management the amount is totally unascertainable and is subject to the outcome of proceedings.

(C) Also Further, the Hon’ble Supreme Court of India, through a ruling in February 2019, provided interpretation on the components of Salary on which the Company and its employees are to contribute towards Provident Fund under the Employee’s Provident Fund Act. There are numerous interpretative issues relating to the Supreme Court (SC) judgement. Based on the current evaluation, the Company believes it is

not probable that certain components of Salary paid by the Company will be subject to contribution towards Provident Fund pursuant to the Supreme Court order. The Company will continue to monitor and evaluate its position based on future events and developments.

While none of our contingent liabilities have materialized in a manner that had a material adverse effect on our business or financial condition during the three months period ended June 30, 2025, and the Financial Years ended March 31, 2025, March 31, 2024, and March 31, 2023, there can be no assurance that they will not materialize in the future.

If a significant portion of these liabilities materialize, it could have an adverse effect on our business, results of operations, financial condition and cash flows. Furthermore, there can be no assurance that we will not incur similar or increased levels of contingent liabilities in the current financial year or in the future. For further details, see “**Restated Financial Information**” on page 417.

22. Our ability to develop and commercialize new products and technologies is dependent on the success of our R&D efforts, including our ability to attract and retain skilled technical talent. Failure to successfully innovate or to manage the product development process efficiently or maintain adequate skilled R&D workforce may adversely affect our competitiveness, financial condition, results of operations, and growth prospects.

Our business is dependent on continuous product innovation and process improvements to meet the evolving requirements of our customers, technological trends, and comply with increasingly stringent industry regulations. The development and commercialization of technologically advanced systems and components is a complex, time-consuming, and capital-intensive process with inherently uncertain outcomes. We are required to regularly invest in R&D to design and develop innovative, viable, and sustainable automotive lighting systems and equipment, improve the efficiency, quality, and performance of existing offerings, and optimize manufacturing processes. Given the rapid pace of technological advancements and shifts in customer preferences, particularly in the automotive sector, any failure to anticipate or adapt to these changes could render our current technologies and products obsolete, potentially resulting in asset write-offs and significant capital expenditures.

According to CRISIL Report, the automotive lighting industry is undergoing rapid transformation driven by technological advancements, evolving consumer preferences, and regulatory developments. The emergence of new technologies at a faster pace could render our existing product portfolio outdated or non-compliant with OEM specifications, impacting our ability to supply to OEMs, participate in new programs, or remain cost competitive in the industry.

Product development processes typically involve long lead times, and success depends on multiple factors, including technical feasibility and production readiness of our facilities and those of our suppliers; availability and performance of specialized tooling, equipment, and workforce; quality and acceptance of initial prototypes or production units; and accurate estimation and control of development and launch costs. Any production delays, cost overruns, or technical hurdles during the launch phase of new product programs may impair our ability to meet customer timelines and manage manufacturing costs effectively. If we are unable to introduce new products to the market in a timely manner or if competing products reach the market earlier, our growth strategy and competitive position may be adversely affected.

The following table sets forth our expenditure on R&D and product development for the periods indicated:

Particulars	Three months period ended June 30, 2025		Financial Year ended March 31, 2025		Financial Year ended March 31, 2024		Financial Year ended March 31, 2023	
	Amount (in ₹ million)	% of total Revenue from Operations	Amount (in ₹ million)	% of total Revenue from Operations	Amount (in ₹ million)	% of total Revenue from Operations	Amount (in ₹ million)	% of total Revenue from Operations
R&D expenses	32.67	2.62%	82.31	1.61%	46.16	1.15%	43.18	1.07%

Further, our R&D efforts are highly dependent on the technical expertise, creativity, and experience of our engineering and design teams. Attracting, developing, and retaining skilled professionals, particularly in areas such as electronics, software, and advanced automotive lighting technologies, is critical to the success of our

innovation pipeline. Competition for such talent is intense, both within India and globally. Any inability to retain experienced personnel, or to attract new talent with specialized skills, may impede the progress of our R&D programs, delay product development timelines, and adversely impact our ability to remain competitive.

The table below sets forth the total strength of our R&D department as at the dates indicated:

Particulars	As on June 30, 2025	March 31, 2025	March 31, 2024	March 31, 2023
R&D staff	85	84	63	65

The components, subassemblies and other products that we manufacture are subject to technological change. These changes may affect the demand for our products. Our future performance will depend on the successful development, introduction and market acceptance of new, improved and enhanced products and services that address technological changes as well as current and potential customer requirements and changing market trends. New products based on new or improved technologies may render existing products obsolete. In addition, a slowdown in demand for our existing products could result in a write-down in the value of inventory on hand related to existing products and/or a charge for the impairment of long-lived assets related to such products. If our customers defer or cancel orders for existing products and services in the expectation of changes in the market, regulatory requirements or a new product release or if there is any delay in development or introduction of our new products or enhancements of our products, our business, results of operations, cash flows and financial condition would be adversely affected.

While we continue to invest in R&D, there is no assurance that these investments will lead to successful or commercially viable products. Even where we are able to develop and launch new products, there is no certainty that such products will meet customer expectations in terms of pricing, performance, or innovation. Further, if our competitors introduce new or improved technologies or more cost-efficient production techniques, they may gain a significant advantage in the market, potentially resulting in a loss of customers or erosion of our market share. Accordingly, any failure in our R&D efforts to deliver commercially successful innovations or improvements could have a material adverse effect on our business, financial condition, results of operations, and prospects.

23. We are dependent on our Individual Promoter, the Key Managerial Personnel and the Senior Management Personnel and the loss of, or our inability to hire, retain, train, and motivate qualified personnel could adversely affect our business, results of operations and financial condition.

We are highly dependent on the continued contributions of our Promoter, Chairman and Managing Director, Rajesh Jain, who has remained actively involved in the business. Our success depends to a significant extent on our ability to attract, train and retain qualified personnel, including Key Managerial Personnel. Our performance depends largely on the efforts and abilities of our Key Managerial Personnel. For further details, see “***Our Management***” on page 386. We believe that the inputs and experience of our Key Managerial Personnel are valuable for the development of our business and operations and the strategic directions taken by our Company. Our managerial and other employees are critical to maintaining the quality and consistency of our product, services and reputation and the loss of the services of our personnel may adversely affect our business and operations. We may experience changes in our key management in the future for reasons beyond our control. While we have not incurred the loss of any key management that had a material adverse effect on our business or operations during the three months period ended June 30, 2025, and the Financial Years ended March 31, 2025, 2024, and 2023, there can be no assurance that we will be able to retain such personnel in the future.

Further, our ability to maintain our leadership position in the CV segment, including in our export markets, is closely linked to the continued strategic direction, operational execution and industry expertise of our Promoter, Key Managerial Personnel and senior management team. The CV segment is undergoing rapid changes driven by electrification, evolving emission and safety regulations, technological advancements and changing OEM requirements and export market dynamics. Any disruption in leadership continuity, loss of key personnel, or inability of our management to respond effectively and in a timely manner to these industry transitions and export-related requirements could impair our competitive position, delay product development, weaken customer relationships and adversely affect our market share, revenues and profitability in India and overseas market.

Any inability on our part to attract and retain qualified personnel could adversely affect our business, cash flows, results of operations and financial condition. Competition for such personnel is intense, and it may require a long period of time to hire and train replacement personnel when our employees terminate their employment with us.

The tables below provide our employee attrition rates for the periods indicated:

Particulars	Three months period ended June 30, 2025	Financial Year ended March 31, 2025	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023
Average number of permanent employees ⁽¹⁾	590*	558 [#]	538 [#]	547 [#]
Employees –attrition rate ⁽²⁾	3.05%	10.40%	10.23%	15.92%
Key Managerial Personnel – attrition rate	0.00%	0.00%	0.00%	0.00%

⁽¹⁾ Total number of employees including at registered and corporate office.

⁽²⁾ Employees exited during the period divided by the average number of employees for the period.

* The average number of employees for three months ended June 30, 2025 has been calculated basis the average number of employees during the month of June 2025 and month of March 2025.

[#]The average number of permanent employees for Financial Years has been calculated basis the average number of employees during the month of March of respective Financial Year and immediately preceding Financial Year.

If any member of our Key Managerial Personnel terminates services with us for whatever reason, or if such person's reputation is adversely impacted by personal actions or omissions or other events within or outside such person's control, our business may be disrupted and our financial condition, results of operations and prospects may be adversely affected, and we may incur additional expenses to recruit, train and retain qualified personnel. Our Key Managerial Personnel have not entered into confidentiality/non-compete agreements with us. Consequently, if any of our Key Managerial Personnel joins a competitor or forms a competing company, we may lose trade partners, customers and key professionals and staff members. Further, we currently do not have any formal succession plan or keyman insurance policies for our Promoter or Key Managerial Personnel. The absence of such arrangements may expose us to additional risks in the event of the loss, incapacity, or unavailability of any such individual. If we are unable to effectively manage our hiring needs or successfully integrate and retain new hires, our efficiency, ability to meet forecasts and productivity levels could suffer, which could adversely affect our business, financial condition, results of operations and prospects.

24. There have been certain delays in the payment of statutory dues and any delay in payment of such statutory dues may attract interest, penalties or other actions from the relevant government authorities, which could adversely affect our financial condition and cash flows.

We are required to pay certain statutory dues including provident fund contributions, employee state insurance contributions, goods and services tax, tax deducted at source and income tax. The table below sets out details of the provident fund, ESIC, professional tax, TDS and goods and service tax paid for the periods indicated:

Particulars	No. of employees to whom payable				Statutory dues paid (₹ in million)				Statutory dues unpaid (₹ in million)			
	Three months period ended June 30, 2025	Financial Year ended March 31, 2025	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023	Three months period ended June 30, 2025	Financial Year ended March 31, 2025	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023	Three months period ended June 30, 2025	Financial Year ended March 31, 2025	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023
The Employees Provident Fund and Miscellaneous Provisions Act, 1952	596	618	557	539	7.12	27.69	27.17	21.75	0.02	0.09	0.03	0.11
Employee State Insurance Act, 1948	201	203	230	238	0.46	1.73	1.75	1.75	Nil	Nil	Nil	Nil
Professional Taxes	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Income Tax Act, 1961 (TDS on Salary)	75	133	104	101	57.82	104.95	76.15	44.50	Nil	Nil	Nil	Nil

Particulars	No. of employees to whom payable				Statutory dues paid (₹ in million)				Statutory dues unpaid (₹ in million)			
	Three months period ended June 30, 2025	Financial Year ended March 31, 2025	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023	Three months period ended June 30, 2025	Financial Year ended March 31, 2025	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023	Three months period ended June 30, 2025	Financial Year ended March 31, 2025	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023
Goods and service taxes	NA	NA	NA	NA	177.47	734.55	648.72	576.63	Nil	Nil	Nil	Nil

The table below sets out details of delay in statutory dues for the periods indicated:

Particulars	Three months period ended June 30, 2025		Financial Year ended March 31, 2024		Financial Year ended March 31, 2024		Financial Year ended March 31, 2023	
	Number of instances	Amount delayed (₹ in million)	Number of instances	Amount delayed (₹ in million)	Number of instances	Amount delayed (₹ in million)	Number of instances	Amount delayed (₹ in million)
The Employees Provident Fund and Miscellaneous Provisions Act, 1952	Nil	Nil	Nil	Nil	6	0.01	13	0.04
Employee State Insurance Act, 1948	Nil	Nil	1	0.002	Nil	Nil	1	0.0002
Professional Taxes	NA	NA	NA	NA	NA	NA	NA	NA
Income Tax Act, 1961 (TDS on Salary)	Nil	Nil	1	31.20	Nil	Nil	1	12.02
Goods and Services Tax Act, 2017	Nil	Nil	4	61.74	Nil	Nil	Nil	Nil
Total	Nil	Nil	6	92.94	6	0.01	15	12.05

There can be no assurance that such defaults or delays may not arise in the future. This may lead to financial penalties from the respective government authorities, which may have a material adverse impact on our financial condition and cash flows.

25. We have experienced certain instances of non-compliance with applicable laws and have filed compounding applications in respect of such non-compliances.

Our Company is subject to various statutory and regulatory requirements under the Companies Act, 1956, the Companies Act, 2013 and other applicable laws. In the past, there have been certain instances of non-compliances by our Company with such laws. While we have taken the corrective steps in respect of these non-compliances, we may be subject to regulatory scrutiny, penalties or other actions in connection therewith. Any such action could have an adverse effect on our reputation, business operations, results of operations and financial condition. The key instances of such non-compliances and the corrective actions taken by our Company are set out below:

Sl. No.	Details of non-compliance	Corrective steps
1.	Our Company did not appoint an internal auditor as required under Section 138 of the Companies Act, 2013 and the rules made thereunder for the Financial Years ended March 31, 2022, March 31, 2023 and March 31, 2024	Our Company has appointed Pramod Harish & Associates, Chartered Accountants (FRN: 013448N) as the internal auditor of the Company for the Financial Year ended March 31, 2025, and the internal auditor has completed and submitted the internal audit report for such period. Further, our Company has filed a

Sl. No.	Details of non-compliance	Corrective steps
		compounding application on December 25, 2025 (SRN: AC0478139), with the RoC in respect of the said non-compliances.
2.	Our Company did not file the Form CHG-1 in relation to the creation of charges for certain auto loans under Section 77 of the Companies Act	Our Company has repaid the said auto loans in year 2025 and filed a compounding application with the RoC on December 25, 2025 (SRN: AC0477499).
3.	Our Company did not pay the applicable stamp duty under Indian Stamp Act, 1899, in respect of the allotment of 176,470 CCPS made on March 7, 2013.	Our Company filed an application dated December 24, 2025 (transaction reference number: DL240112062518586953) with the Sub-Divisional Magistrate, Sham Nath Marg, Delhi for delay in payment of stamp duty of ₹ 1,50,000 under Indian Stamp Act, 1899.

As of the date of this Draft Red Herring Prospectus, no action has been initiated by the concerned authorities in relation to the aforesaid non-compliances. However, there can be no assurance that the concerned authorities will not initiate proceedings, impose penalties or take any adverse action in the future in connection with such non-compliances. Any such action may have an adverse effect on our reputation, investor confidence, business operations and financial performance. Further, there can be no assurance that similar lapses will not occur in the future or that we will be able to identify, rectify or mitigate such lapses in a timely manner or at all.

26. Some of our Directors and Promoters have interests in entities operating in similar businesses, which may create actual or potential conflicts of interest, and their decisions may not always align with those of other Shareholders and could result in actions that adversely affect our business, financial condition, results of operations and cash flows.

Some of our Directors and Promoters have interests in entities engaged in businesses similar to ours, which may give rise to actual or potential conflicts of interest. Our Promoters may also undertake new ventures that could compete with our operations. Consequently, their interests may not always align with those of our other Shareholders, and they may, for business or personal considerations, cause our Company to take, or refrain from taking, actions that could adversely affect our business, financial condition, results of operations and cash flows.

As of the date of this Draft Red Herring Prospectus, (i) Rajesh Jain, our Promoter, Chairman and Managing Director and (ii) Vaishali Jain, our Promoter and Non-Executive Director, are associated with Neokraft Global Private Limited, our Group Company and Promoter Group entity engaged in the manufacture and export of home lighting products, an area in which our Company is also involved, though it does not represent our primary business focus. To mitigate potential conflicts, our Company has entered into a non-compete agreement dated December 23, 2025 (the “**Non-Compete Agreement**”) our Promoter, Chairman and Managing Director - Rajesh Jain, our Promoter and Non-Executive Director - Vaishali Jain, our Promoter - Pramod Plastic Industries Private Limited and our Group Company and Promoter Group entity - Neokraft Global Private Limited (collectively, the “**Restricting Parties**”). Under this agreement, the Restricting Parties have mutually agreed that our Company will focus exclusively on the domestic home lighting market, while Neokraft Global Private Limited will concentrate solely on the export segment. While this arrangement aims to minimise the likelihood of competitive overlap, we cannot assure you that conflicts of interest will not arise in the future.

27. We have in the past entered into related party transactions and may continue to do so in the future.

We have entered into certain transactions with related parties, including with respect to the payment of remuneration to certain of our Directors and Key Managerial Personnel, payment of rent to our Promoter or related party controlled by Key Managerial Personnel, receipt and repayment of loans obtained from our Promoter, and the purchase and sale of goods from other related parties. While we believe that, all such transactions have been conducted on an arm’s length basis and on commercially reasonable terms, there can be no assurance that we could not have achieved more favorable terms had such transactions been entered into with unrelated third parties. Any further transactions with our related parties could involve conflicts of interest. While we have not had any conflict of interest in relation to our equity shareholders in the past, we cannot assure you that such conflicts will not arise in the future. Further, we cannot assure you that such transactions, individually or in the aggregate, will not have any adverse effect on our business and financial results, including because of potential conflicts of interest or otherwise.

Further, it is likely that we may enter into related party transactions in the future. While the Companies Act, 2013 and the SEBI Listing Regulations require that certain related party transactions obtain approval from the Audit Committee and, in some cases, shareholders' approval, there can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition or results of operations, or that we could not have achieved more favorable terms if such transactions had not been entered into with related parties. Additionally, any future transactions with our related parties could potentially involve conflicts of interest.

For further details of the related party transactions, see “*Restated Financial Information – Note No. 39 – Related Party Transactions*” on page 452.

28. We are subject to stringent quality requirements, and any failure by us or our suppliers to comply with applicable standards may result in cancellation of existing and future orders, product recalls, warranty claims, product liability, litigation, and other disputes or claims, which may adversely affect our brand image, and customer relationships, and may have a material adverse effect on our business, results of operations, and financial condition.

Our business is subject to strict quality and performance standards imposed by our customers and applicable regulations, particularly due to the safety-critical nature of our product. Failure by us or our component suppliers to meet these quality standards or specifications could disrupt our ability to timely and adequately supply products, potentially leading to order cancellations or suspension of deliveries until compliance is restored.

In the event that our products fail to perform as expected, whether due to design or manufacturing defects, component failures, or incorrect installation or use, such failures could result in bodily injury or property damage, especially considering their essential role in vehicle visibility and road safety. Consequently, we may be exposed to significant product liability, product recall, warranty, and other claims. Under the warranties we extend to certain key customers, we may be required to bear the cost of repair, replacement, or rectification of defective products. In addition, we may be required to indemnify customers for any losses arising due to defective products, including administrative, material, and labor costs. These obligations may continue even after the expiry of the relevant sales contracts.

The table below sets forth our total returns and rejections and such returns and rejections as a percentage of Revenue from Operations for the periods indicated:

Particulars	Three months period ended June 30, 2025		Financial Year ended March 31, 2025		Financial Year ended March 31, 2024		Financial Year ended March 31, 2023	
	Amount (in ₹ million)	% of total Revenue from Operations	Amount (in ₹ million)	% of total Revenue from Operations	Amount (in ₹ million)	% of total Revenue from Operations	Amount (in ₹ million)	% of total Revenue from Operations
Returns and rejections	3.77	0.30%	12.43	0.24%	8.34	0.21%	16.44	0.41%

Any quality or performance issues in our products may adversely impact our brand reputation and goodwill, leading to loss of customer trust and business opportunities. Further, they may necessitate costly field actions, including recalls or replacements, thereby increasing our operational costs and materially affecting our business, results of operations, and financial condition. A major product failure could also require us to review other product lines or undertake preventive recalls, resulting in business disruptions and additional cost.

The table below sets forth our total incurred expenditure towards product warranties, product recalls, and liability claims as a percentage of Revenue from Operations for the periods indicated:

Particulars	Three months period ended June 30, 2025		Financial Year ended March 31, 2025		Financial Year ended March 31, 2024		Financial Year ended March 31, 2023	
	Amount (in ₹ million)	% of total Revenue from Operations	Amount (in ₹ million)	% of total Revenue from Operations	Amount (in ₹ million)	% of total Revenue from Operations	Amount (in ₹ million)	% of total Revenue from Operations
Expenditure towards product warranties, product recalls, and liability claims	1.25	0.10%	11.65	0.23%	12.61	0.31%	3.93	0.10%

We may be exposed to potential product liability claims, and the severity and timing of such claims are unpredictable. We do not currently maintain insurance coverage for product liability or product recall risks. Consequently, any product defect, failure, or recall may require us to bear the entire financial burden of claims, compensations, replacements, or recall expenses from our own resources. Such events could result in significant unforeseen costs, management diversion, and cash flow constraints. In the absence of insurance protection, any major product failure or customer claim could materially strain our financial resources and adversely affect our profitability, liquidity, and financial stability. Further, pursuant to applicable product liability laws, claims may be brought against OEMs where our products are integrated, and such OEM customers may seek indemnification from us for damages. We may be subject to legal proceedings and disputes incidental to our operations.

While there have been no material product liability claims or proceedings that have had a material adverse effect on our business, operations, or financial condition during the three months period ended June 30, 2025, and the Financial Years ended March 31, 2025, March 31, 2024, and March 31, 2023, there can be no assurance that such events will not occur in the future. Any such occurrences may materially and adversely affect our business, results of operations, cash flows, financial condition, brand reputation, and goodwill.

29. We operate in a highly competitive and rapidly evolving automotive lighting industry, facing pricing pressures, technological shifts, and consolidation among OEMs and suppliers that may adversely impact our business and profitability.

We compete globally with several domestic and international automotive lighting equipment manufacturers and distributors that design, produce and sell products similar to ours. According to CRISIL Report, the Indian automotive lighting market is becoming increasingly competitive with the entry of global players, which can lead to a decline in market share for local manufacturers. Our competitors include established players in the industry, including OEMs that produce lighting components in-house, as well as independent third-party suppliers. Competition in our industry is based on multiple factors, including product quality, design innovation, energy efficiency, pricing, delivery timelines, after-sales support, and adherence to evolving regulatory and safety standards. Certain competitors may have longer operating histories, larger production capacities, greater financial resources, broader product portfolios, and more entrenched relationships with OEMs than we do. Additionally, competitors with advanced research and development capabilities may be better positioned to introduce next-generation lighting technologies such as adaptive lighting systems, LED and laser-based lighting solutions, or connected and intelligent lighting systems at a faster pace or more cost-efficiently than us. For further details, see “**Industry Overview**” on page 197.

The global automotive industry is currently undergoing rapid technological transformation, driven by increasing adoption of electric vehicles, autonomous driving features, and digital connectivity. These developments have increased the technological complexity of lighting systems, requiring significant investment in research, design, and compliance. Our failure to keep pace with these trends may adversely impact our ability to maintain or grow our market share or secure new business from OEMs.

Apart from pricing pressure from our customers, particularly OEMs, who may seek price reductions or discounts as part of their cost-optimization efforts, we also face pricing pressures from low-cost manufacturers and participants in the unorganised aftermarket segment. Players in the unorganised aftermarket segment often operate with lower overheads, limited regulatory compliance requirements, and reduced quality-control costs, enabling them to offer products at prices that may undercut established manufacturers like us. These may constrain our

ability to sustain or improve our margins. In addition, if OEMs restructure their sourcing strategies by consolidating their vendor base, increasing captive manufacturing of lighting systems, or shifting procurement to cost-competitive geographies, our business volumes and profitability could be adversely affected. While we operate in a competitive environment, there have been no material instances of loss of business, pricing pressures, or competitive actions that have had a material adverse effect on our margins or operations during the three months period ended June 30, 2025, and in the Financial Years ended March 31, 2025, March 31, 2024, and March 31, 2023. However, there can be no assurance that such competitive pressures will not intensify in the future.

Further, increased consolidation among industry participants may allow certain competitors to achieve greater economies of scale, improve product offerings and strengthen market positions. Our inability to effectively differentiate our products, manage input costs, or align with OEM expectations may materially and adversely affect our business, financial condition, results of operations and cash flows.

30. Disruptions in third-party logistics, supply chain services or warehousing operations, including at leased premises, could adversely affect our business, operations and financial condition.

Our operations depend on timely transportation of raw materials to our facilities and delivery of products to customers in India and overseas. Ordinarily, either the customer arranges for supply of products through its own logistics arrangements, or we rely on third-party logistics and supply chain service providers for transportation through multiple modes, including road, rail, air, and sea. This exposes us to risks beyond our control, including shipment delays, freight rate volatility, labour strikes, port congestion, infrastructure shortcomings and customs clearance delays. In addition, our goods remain susceptible to damage, theft, fire and adverse weather conditions during transit.

Within India, we primarily transport raw materials and finished products by road and rail, depending on distance, cost, and delivery urgency. A significant share of our international shipments, including to regions such as CIS countries, USA and Europe, are conducted by sea which carries inherent maritime risks such as shipwrecks, container losses, piracy, and extreme weather conditions. Any such disruption could delay customer deliveries, increase costs, and affect demand for our products.

We have previously faced disruptions. For example, during the COVID-19 pandemic, port closures, reduced shipping capacity, and container shortages created significant challenges in sourcing raw materials and dispatching products, which adversely affected our operations and revenues. These experiences highlight our vulnerability to external logistics and supply chain risks.

While we maintain insurance coverage for certain transit-related risks, such coverage may not be sufficient to cover all losses, and claims may not be settled in time. Prolonged or repeated disruptions in logistics or supply chain services could impede our ability to meet contractual delivery schedules, result in penalties or claims from customers, and adversely affect our business, results of operations, and financial condition.

In addition, we rely on a network of warehouses for storage, consolidation and dispatch of products. Operational downtime, labour issues, systems failure or damage to inventory at these facilities could disrupt order fulfilment. Further, certain warehouses operate from leased premises. Any inability to renew such leases on favourable terms, or to secure suitable alternative premises in a timely manner, may increase operating costs, disrupt customer deliveries and adversely affect our supply chain efficiency and overall operations.

31. If we are unsuccessful in implementing our growth strategies, our business, cash flows, results of operations, financial condition and prospects may be adversely affected.

We experienced growth in Revenue from Operations, and total income from Financial Year ended March 31, 2023, to Financial Year ended March 31, 2025. For further details, see “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on page 476. The below table sets forth our Revenue from Operations and total income for the periods indicated:

Particulars	Financial Year ended March 31, 2025	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023
Revenue from Operations (Amount in ₹ million)	5,120.75	4,029.87	4,053.80
Total income (Amount in ₹ million)	5,137.90	4,035.75	4,062.53

Our future growth is dependent on the successful implementation of our strategic initiatives, including establishing Proposed Project at Kancheepuram, Tamil Nadu, expanding electronics manufacturing and SMT capabilities, strengthening presence in PV and 2W segments, and continuing investments in R&D, automation, and workforce upskilling. These initiatives may involve significant capital expenditure, operational complexities, and execution risks. Delays or cost overruns in implementing these strategies, or failure to achieve the expected benefits, could adversely affect our growth, profitability, and competitiveness. For further details, see ***“Our Business – Our Strategies”*** on page 341.

The success of our business depends greatly on our ability to effectively implement our strategies. Even if we have successfully executed our business strategies in the past, we cannot assure you that we will be able to execute our strategies in a timely manner, without cost overruns or within the estimated budget, or that we will achieve expected profits. We expect our strategies to place significant demands on our management and other resources and require us to continue developing and improving our operational, financial and other internal controls, as well as technology systems. We may be unable to sustain growth in revenues and profits or maintain a similar rate of growth in the future. Further, as we grow and diversify, we may be unable to execute our projects efficiently, on schedule and within budget, which could result in delays, increased costs and diminished quality and may adversely affect our reputation. If we are unable to implement our growth strategy effectively, our business, cash flows, results of operations, financial condition and prospects may be adversely affected.

32. Our business is primarily focused on the manufacturing of automotive lighting products and components, and we do not currently operate in other segments of the automotive industry. The lack of product diversification may adversely affect our business and growth prospects.

Our business operations are currently focused on the manufacturing and supply of automotive lighting products and components such as head lamps, tail lamps, indicator lights, and other related lighting components. While we have developed competencies and strong customer relationships in this niche, our revenue and growth are substantially dependent on the demand for lighting systems and components within the automotive sector.

Automotive lighting is one of several product categories used in vehicles, and we are specifically engaged in the design, manufacturing, and supply of lighting products and components and do not currently manufacture or supply a broad range of non-lighting automotive components such as braking systems, transmission components, interiors, or other diversified parts. This lack of product diversification exposes us to several risks. Any adverse developments specific to the automotive lighting segment such as changes in customer preferences, reduction in order volumes from OEMs, increasing competition, technological disruption, or regulatory changes focused on lighting standards may disproportionately impact our business. Additionally, our limited product portfolio may restrict our ability to capture additional value from OEMs or tier-1 customers who prefer to engage with suppliers offering a more comprehensive suite of components. Moreover, the automotive industry is undergoing rapid transformation driven by the adoption of electric vehicles, increasing automation, and growing integration of electronics and software in vehicles. Many of these developments may require capabilities beyond lighting systems, and our narrow product focus may limit our ability to benefit from such emerging opportunities or diversify our customer base. In the absence of broader product offerings, we may also face challenges reducing dependence on a limited set of revenue streams. Our inability to diversify our product portfolio could adversely affect our business, financial condition, cash flows, results of operations, and future growth prospects.

33. Our recent entry into the 2W automotive lighting segment exposes us to execution, concentration and demand-related risks, and we may not be able to successfully scale or sustain our presence in this segment.

We have recently forayed into the 2W automotive lighting segment in year 2023 and, consequently, have a limited operating history in this segment. According to the CRISIL Report, the Indian 2W market is projected to grow at a CAGR of 7–9% through fiscal 2030 and the domestic two-wheeler market is expected to continue its growth momentum over the long-term horizon led by the positive microeconomic and macroeconomic environment, favorable rural demand, rising penetration in semi urban and rural markets, growing young population, premiumization, electrification, intermittent launches, shrinking replacement cycle and continued support from financiers. However, the market remains highly competitive, price-sensitive and oligopolistic in nature. Our ability to scale operations and achieve sustainable profitability in this segment is uncertain and depends on our ability to secure and retain orders from major OEMs, meet stringent cost, quality and delivery standards, and continuously adapt to evolving customer requirements and rapid technological changes, particularly in the electric 2W segment.

The following table sets forth our revenue from 2W segment for the three months period ended June 30, 2025, and the last three Financial Years as a percentage of our Revenue from Operations:

Vehicle Segment	Three months period ended June 30, 2025		Financial Year ended March 31, 2025		Financial Year ended March 31, 2024		Financial Year ended March 31, 2023	
	Amount (in ₹ million)	% of total Revenue from Operations	Amount (in ₹ million)	% of total Revenue from Operations	Amount (in ₹ million)	% of total Revenue from Operations	Amount (in ₹ million)	% of total Revenue from Operations
2W	3.78	0.30%	0.72	0.01%	0.15	0.00%	0.14	0.00%

Further, our current engagements in the 2W segment are concentrated with a limited number of OEM. Any reduction, delay, modification or termination of contracts with these customers, delays in vehicle launches, or lower-than-expected demand for their products could adversely affect our growth prospects in this segment. Additionally, the highly competitive and cost-driven nature of the 2W market may limit our ability to achieve targeted margins or recover investments made towards product development, tooling, automation and capacity creation. If we are unable to successfully scale our 2W lighting business, adapt to technological advancements, or maintain customer relationships in this segment, our business strategy, results of operations, financial condition and future prospects may be adversely affected.

34. We have substantial working capital requirements and may require additional financing to meet those requirements, which could have an adverse effect on our results of operations and financial condition.

We require a significant amount of working capital to maintain optimum inventory levels of raw materials, work-in-progress, and finished goods, as well as to offer credit to our customers and fulfill our payment obligations toward our suppliers. There can be no assurance that we will not face significant cash flow mismatches in the future, that suppliers will continue to offer favourable credit terms, or that our cash flow management systems will remain effective. The table below sets forth our working capital position:

Particulars	As on June 30, 2025	As of March 31, 2025	As of March 31, 2024	As of March 31, 2023
Working capital (Amount in ₹ million) ¹	749.94	744.75	479.31	848.43
Working capital (days) ²	Not applicable	53	43	76
Working capital facility (sanctioned) (Amount in ₹ million)	410.00	410.00	410.00	410.00
Working capital facility (utilized) (Amount in ₹ million)	156.84	247.83	228.43	351.48

¹Working capital has been computed as total current assets excluding current investments, cash and cash equivalents and bank balances, less total current liabilities excluding short-term borrowings and lease liabilities.

²Working capital days is computed as 365 days divided by working capital turnover ratio. Working capital turnover ratio is calculated as Revenue from operations divided by working capital of the period.

We typically rely on internal accruals and external borrowings from banks and financial institutions to meet our working capital requirements. As on October 31, 2025, we had sanctioned working capital facilities aggregating ₹ 410.00 million of which ₹ 107.81 million is outstanding. There is no assurance that we will continue to generate sufficient internal accruals and / or be able to raise adequate working capital from lenders to address our future needs.

The table below sets forth our working capital ratios as at and for the dates / periods indicated:

Particulars	As on June 30, 2025	As of March 31, 2025	As of March 31, 2024	As of March 31, 2023
Inventories (₹ million)	647.74	611.85	419.61	440.52
Trade receivables (₹ million)	916.65	989.28	852.54	968.49
Trade payables (₹ million)	584.78	521.18	674.03	662.89
Inventory days ⁽¹⁾	Not applicable	86	69	64
Debtor days ⁽²⁾	Not applicable	71	77	87

Particulars	As on June 30, 2025	As of March 31, 2025	As of March 31, 2024	As of March 31, 2023
Creditor Payable days ⁽³⁾	Not applicable	68	113	106
Working capital days	Not applicable	53	43	76
Current Assets (₹ million) (A) ⁽⁴⁾	2,039.32	1,979.42	1,549.57	1,636.24
Current Liabilities (₹ million) (B) ⁽⁵⁾	1,289.38	1,234.67	1,070.26	787.81
Working Capital (₹ million) (C=A-B)	749.94	744.75	479.31	848.43

⁽¹⁾ Inventory days is calculated as 365 divided by the inventory turnover ratio. The inventory turnover ratio is computed as cost of goods sold divided by closing inventory. Cost of goods sold includes raw material consumed, purchase of stock-in-trade, and changes in inventories of finished goods, work-in-progress and stock-in-trade.

⁽²⁾ Debtor days is calculated as 365 divided by the debtor turnover ratio. The debtor turnover ratio is computed as Revenue from Operations divided by closing trade receivables.

⁽³⁾ Creditor days is calculated as 365 divided by the purchase turnover ratio. The purchase turnover ratio is computed as total purchases of raw materials and stock-in-trade divided by closing trade payables.

⁽⁴⁾ Current assets represent total current assets less investments and cash and other bank balances.

⁽⁵⁾ Current liabilities represent total current liabilities less short-term borrowings and lease liabilities.

Our working capital requirements may increase if payment terms under customer contracts lead to reduced advance payments or extended payment schedules. While we do not anticipate seeking additional working capital financing in the immediate future, any inability to raise such financing on acceptable terms could adversely affect our operations. Though we have not faced any material inability to secure adequate working capital financing on acceptable terms during the three months period ended June 30, 2025, and the Financial Years ended March 31, 2025, 2024, and 2023, there can be no assurance that we will be able to do so in the future.

Our sources of additional financing to meet our working capital needs may include incurrence of debt or issuance of equity or debt securities, or a combination of both. Raising funds through debt would increase interest and repayment obligations, potentially affecting our profitability and cash flows, and may subject us to covenants restricting operational flexibility. On the other hand, issuing equity could dilute existing shareholders' interests. For further details in relation to the terms of our existing financing arrangements, see **"Financial Indebtedness"** on page 507.

35. Our business is capital expenditure intensive and requires significant investments in manufacturing capabilities, and any inability to effectively manage such capital expenditure could adversely affect our business and financial performance.

Our business is capital intensive as we continually seek to establish new manufacturing facilities, upgrade and expand our existing manufacturing infrastructure, increase our product portfolio and invest in research and development of new technologies and products. Consistent with our strategy, a portion of the Objects of the Offer includes financing the capital expenditure requirements for setting up greenfield manufacturing facility at Kancheepuram, Tamil Nadu, and purchase of plant and machinery, SMT lines and testing equipment for electronic expansion and upgradation of existing Unit 1 Manufacturing Facility. For further details, see **"Objects of the Offer"** on page 143.

The table below sets forth details of our additions to property, plant and equipment for the periods indicated:

Particulars	Three months period ended June 30, 2025		Financial Year ended March 31, 2025		Financial Year ended March 31, 2024		Financial Year ended March 31, 2023	
	(₹ million)	% of gross fixed assets	(₹ million)	% of gross fixed assets	(₹ million)	% of gross fixed assets	(₹ million)	% of gross fixed assets
Additions to property, plant, and equipment	57.46	1.88%	432.98	14.42%	304.17	11.76%	251.47	10.97%

The actual amount and timing of our future capital expenditure requirements may differ from our current estimates due to several factors, including unforeseen delays or cost overruns, unanticipated expenses, changes in regulatory or environmental requirements, adverse economic conditions, engineering or design modifications, technological changes, evolving customer requirements, additional market developments and new opportunities in the precision components industry. Any failure to complete our capital expenditure projects within the expected timelines or

budgets, or upgradation of our machinery and manufacturing facilities, within the expected timelines or budgets, could result in technological obsolescence, reduced operational efficiency, lower capacity utilisation and diminished competitiveness, which may adversely affect our business, financial condition and results of operations. Further, to meet our capital expenditure plans, we may be required to raise additional financing. Our sources of such financing may include the incurrence of debt, issuance of equity or debt securities, or a combination thereof. Any additional indebtedness would increase our interest costs and repayment obligations and may subject us to restrictive covenants, which could limit our operational and financial flexibility. Any issuance of equity securities would result in dilution of the shareholding of our existing shareholders.

36. Our outstanding trade receivables as on June 30, 2025, March 31, 2025, March 31, 2024, and March 31, 2023, were ₹916.65 million, ₹ 989.28 million, ₹ 852.54 million and ₹ 968.49 million representing 73.42%, 19.32%, 21.16%, and 23.89% of total Revenue from Operations respectively. We may not be able to collect receivables from our customers in a timely manner, or at all. Any significant delay in, or non-receipt of, payments or non-performance by our customers could adversely affect our business, financial condition, results of operations and cash flows.

We may not be able to collect receivables from our customers in a timely manner, or at all, and any significant delay in, or non-receipt of, payments could adversely affect our business, financial condition, results of operations and cash flows.

The table below sets forth our trade receivables and allowance for doubtful debts as of the dates stated:

Particulars	As of June 30, 2025	As of March 31, 2025	As of March 31, 2024	As of March 31, 2023
Trade receivables (Amount in ₹ million)	916.65	989.28	852.54	968.49
Average trade receivables as a percentage of total Revenue from Operations [#]	73.42%	19.32%	21.16%	23.89%
Trade receivables turnover ratio	Not applicable	5.56	4.43	4.18
Trade receivables days	Not applicable	66	82	87
Trade receivables ageing schedule of undisputed trade receivables – considered good				
Outstanding for less than 6 months*	851.96	929.63	773.35	920.68
Outstanding for more than 6 months	64.69	59.65	79.18	47.81

[#]Average trade receivables as a percentage of total Revenue from Operations as at June 30, 2025, are not comparable with the corresponding figures as at the end of the last three Financial Years.

* Includes unbilled receivables and receivables not due.

Further, our business depends on our ability to successfully obtain payments from our customers for products and services provided. There is no guarantee that we will accurately assess the creditworthiness of our customers, any deterioration in the credit quality of our customers, adverse market conditions, liquidity constraints in the automotive sector, or customer-specific financial difficulties may result in higher bad-debt write-offs. The table below sets forth our bad-debt write-offs as a percentage of our total Revenue from Operations for the periods indicated:

Particulars	Three months period ended June 30, 2025		Financial Year ended March 31, 2025		Financial Year ended March 31, 2024		Financial Year ended March 31, 2023	
	Amount (in ₹ million)	% of total Revenue from Operation	Amount (in ₹ million)	% of total Revenue from Operation	Amount (in ₹ million)	% of total Revenue from Operation	Amount (in ₹ million)	% of total Revenue from Operation
Bad-debt write-offs	0.26	0.02%	3.97	0.08%	0.01	0.00%	0.16	0.00%

The financial condition of our customers may be affected by the performance of their businesses, which in turn may be impacted by factors beyond our control, including general economic conditions. A slowdown in the economy or a potential credit crisis could cause our customers to suffer business disruptions, face financial distress, lose access to credit markets, or file for insolvency or bankruptcy protection. There can be no assurance

regarding the continued viability of our customer or our ability to accurately assess their creditworthiness. Such conditions could cause customers to delay payments, request modifications of payment terms, or default on obligations, all of which could increase our receivables.

There can be no assurance that we will be able to collect all or any part of overdue payments. A significant delay in, or non-receipt of, large payments, or non-performance by our customers could adversely affect our cash flows and results of operations. Timely collection of dues from customers also depends on our ability to complete contractual commitments and subsequently bill and collect from them. If we are unable to meet contractual obligations, we may experience delays in collection, or be unable to collect customer balances, which could adversely affect our cash flows and results of operations.

37. Our inability to meet our obligations, including financial and other covenants under our debt financing arrangements, could adversely affect our business, results of operations and financial condition.

We have entered into agreements with certain banks and financial institutions to avail short-term and long-term borrowings. As of October 31, 2025, our total borrowings amounted to ₹ 1,128.34 million. Some of these borrowing arrangements are secured through charge over current assets and/or certain properties, present and future and in some cases, we provide corporate guarantees or letters of comfort. In the event of a default by our Company under any loan facility, the respective lender may enforce its rights, including by way of repossession, appropriation or sale of such assets provided as security under the relevant loan agreements. We cannot assure you that we will not default on any of our repayment obligations or other terms of the borrowing arrangements in the future or that our respective lenders will not enforce their rights upon such default. Our financing agreements also contain certain restrictive covenants that limit or delay our ability to undertake certain types of transactions and could adversely affect our business and financial conditions. While we have not defaulted on our obligations or breached any material financial covenants under our financing arrangements during the three months period ended June 30, 2025, and the Financial Years ended March 31, 2025, 2024, and 2023, there can be no assurance that such events will not occur in the future.

As at October 31, 2025, we had aggregate outstanding borrowings (including current maturities of long-term borrowings) of ₹ 1,128.34 million. The table below sets forth certain information on our total borrowings, debt to equity ratio, finance cost and debt service coverage ratio as at the dates indicated:

Particulars	As at June 30, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Total Borrowings (Amount in ₹ million) ⁽¹⁾	884.47	969.61	926.86	1,127.94
Debt to equity ratio ⁽²⁾	0.44	0.53	0.72	1.02
Finance Costs (₹ million)	14.53	75.16	92.71	82.56
Debt service coverage ratio ⁽³⁾	4.09	3.07	1.86	2.01

⁽¹⁾ Total borrowing is calculated as the sum of current and non-current borrowings.

⁽²⁾ Debt-Equity Ratio is calculated as Total Debt divided by total equity. Total Debt is calculated as the sum of (i) non-current borrowings, (ii) current borrowings (including the current maturities of non-current borrowings), (iii) Interest accrued and not due on borrowings and (iv) Interest accrued and due on borrowings.

⁽³⁾ Debt service coverage ratio is calculated as EBITDA adjusted for loss on sale of property, plant and equipment divided by total of interest, lease payments and principal payments.

As of October 31, 2025, we had total secured borrowings (current and non-current borrowings) of ₹759.13 million. These borrowings are secured, inter alia, through a charge by way of hypothecation on our entire current assets, and, in case of our term loans, on fixed assets that includes land and building on which our manufacturing facilities are located in favour of lenders. For further details, see “**Financial Indebtedness**” on page 507, “**Restated Financial Information – Note No. 14 – Non-Current Borrowings**” on page 444 and “**Restated Financial Information – Note No. 20– Current Borrowings**” on page 447.

Under certain financing arrangements, we are required to obtain prior consent from the relevant lenders, or intimate them, for actions such as alteration of our capital structure; any change in the promoter or control or any material change in the management of our business; the creation of charges, liens or encumbrance in favour of other lenders; and declaring dividends or repaying certain investors (in the case of an event of default). We have provided the relevant intimations to our lenders in connection with this Offer. Certain of our borrowings also require us to maintain certain financial ratios which are tested on a regular basis. Some of our financing arrangements also have cross-default provisions with respect to other credit facilities. Further, some of our financing arrangements also entitle the lenders to cancel the undrawn amount of the facility in certain

circumstances, including downgrading of our credit rating by a credit rating agency (below certain rating thresholds) or adverse remark or its equivalent by our auditors. Further in the event of breach of any financial or other covenants contained in any of our financing arrangements, we may be required to immediately repay our borrowings either in whole or in part, together with any related costs. Such adverse events may lead to liquidity risk, and we may be forced to sell some of our assets to make such repayments. Any adverse or restrictive change in the regulatory framework on credit system by the RBI or any other regulatory agency may have adverse effect on our business, financial condition, and results of operations. Any failure to meet our obligations under credit facilities could have an adverse effect on our business, financial condition and results of operations.

Further, one of the objects of the Offer is the repayment and/or pre-payment, in full or in part, of certain borrowings availed by our Company. Such repayment or pre-payment may attract prepayment premiums, foreclosure charges, or other fees under the terms of the respective financing arrangements. For further details, see **“Objects of the Offer – Repayment and/or pre-payment, in full or part, of certain outstanding borrowings availed by our Company”** on page 166. We cannot assure you that the lenders will waive such charges, and any such payment may increase the overall cost of refinancing or deleveraging. Additionally, early repayment may lead to the cancellation of existing credit lines or require renegotiation of financing terms, which may not always be on favourable terms. Any such costs, restrictions, or adverse consequences associated with the prepayment of our borrowings may adversely affect our business, financial condition and results of operations.

38. Discontinuation, reduction or non-availability of fiscal benefits, including incentives under the RoDTEP Scheme, or any inability on our part to comply with related conditions may adversely affect our business, financial condition and results of operations.

Our Company currently enjoys certain fiscal benefits on account of policies of the GoI, including incentives under the Remission of Duties and Taxes on Exported Products (“**RoDTEP**”) scheme of the Government of India, an export-linked incentive programme that provides refunds of certain Central, State and Local duties, taxes and levies that are not otherwise reimbursed under existing schemes. Such benefits and incentives we receive form part of our total income. The table below sets out such benefits and incentives received for the periods indicated, together with its proportion as a percentage of our total Revenue from Operations:

Segment	Three months period ended June 30, 2025		Financial Year ended March 31, 2025		Financial Year ended March 31, 2024		Financial Year ended March 31, 2023	
	Amount (₹ in million)	% of total Revenue from Operations	Amount (₹ in million)	% of total Revenue from Operations	Amount (₹ in million)	% of total Revenue from Operations	Amount (₹ in million)	% of total Revenue from Operations
Duty drawback, merchandise export and RoDTEP incentive	6.69	0.54%	30.63	0.61%	29.90	0.75%	22.10	0.55%

The availability, quantum and continuity of benefits under such scheme are dependent on applicable government policies, which are subject to periodic review, amendment and withdrawal at the discretion of the Government of India. There can be no assurance that such scheme will continue in its present form, that our product categories will remain eligible, or that the current rates of incentives will be maintained. Any reduction in the applicable rates, modification of eligibility conditions, curtailment of the scheme, or its discontinuation could adversely affect our operating margins and profitability.

Further, these benefits are further subject to compliance with prescribed procedures, including accurate and timely filing of claims and adherence to changing documentation and regulatory requirements. Any delay, error or inability to meet these conditions may lead to postponement, reduction or denial of such incentives. Historically, delays have occurred in the release of benefits under export incentive schemes due to budgetary constraints or administrative factors. In addition, any determination by governmental or regulatory authorities that we are not in compliance with eligibility criteria or documentation requirements may result in disputes, recovery of claimed

amounts, imposition of penalties or initiation of proceedings. Any such action could materially and adversely affect our business, financial condition, results of operations and cash flows.

39. Any material fluctuation in revenue from our project-based assignments, tooling and other related offerings could have an adverse impact on our business and results of operations.

Apart from the manufacturing and supply of automotive lighting products and components, we also undertake project-based assignments, tooling, and other related offerings. A significant portion of our Revenue from Operations is derived from project-based assignments, tooling and other related offerings (including home lighting), which have historically exhibited material fluctuations across periods.

The table below sets forth our operating revenue from project based, tooling and others for the periods indicated:

Segment	Three months period ended June 30, 2025		Financial Year ended March 31, 2025		Financial Year ended March 31, 2024		Financial Year ended March 31, 2023	
	Amount (₹ in million)	% of total Revenue from Operations	Amount (₹ in million)	% of total Revenue from Operations	Amount (₹ in million)	% of total Revenue from Operations	Amount (₹ in million)	% of total Revenue from Operations
Project based, tooling and others*	575.85	46.12%	1,076.50	21.02%	435.39	10.80%	1,228.63	30.31%

* Includes other operating revenue and revenue from home lighting.

Project-based and tooling revenues are typically dependent on the timing of customer orders, commencement and completion of specific projects, and tooling development cycles. These projects are often non-recurring in nature and may be subject to delays, scope changes, cost overruns or cancellations by customers, which could result in volatility in our revenues and margins. In addition, pricing and margins for such assignments may differ from our core automotive lighting products and components business, and may be subject to higher execution, collection and working capital risks. If we are unable to secure new projects, experience delays in execution, or face a reduction in demand for tooling and other offerings, our revenue, cash flows and results of operations could be adversely affected, particularly in periods where this segment constitutes a significant portion of our overall revenue.

40. Any disruption in the availability, stability, or cost of our workforce, including due to strikes, wage demands or labour-related disputes, may adversely affect our business, cash flows and results of operations.

Our operations depend on a stable and adequately skilled workforce across both on-roll and contract roles. Any disruption in workforce supply whether due to absenteeism, delays in recruitment, industrial unrest, strikes, work stoppages, or increased wage demands may adversely impact our production schedules and service delivery, thereby affecting our business and financial performance.

We also rely on independent contractors who deploy contract labour for various ancillary and shop-floor activities. Although such workers are not directly employed by us, under applicable labour laws, we may be held liable for wage payments if contractors default. Additionally, under the contract labour laws and related judicial precedents, authorities may direct us to absorb certain contract workers as permanent employees. Any such requirement could increase our employee costs and adversely affect our cash flows and profitability.

Further, any industrial unrest or strike action may lead to temporary shutdowns, production slowdowns, or logistical disruptions. For instance, in the past, our manufacturing operations experienced a prolonged strike, which required us to deploy temporary manpower and reallocate internal resources to ensure continuity. While we maintain generally good employee relations, there can be no assurance that similar events will not occur in the future. Any significant workforce-related disruption could materially and adversely affect our business, results of operations and financial condition.

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

We maintain insurance coverage for anticipated risks that are standard for our type of business and operations. Our insurance policies currently cover breakdowns, failure or substandard performance of equipment, third-party liability claims, labour disturbances, accidents, employee fraud and infrastructure failure, as well as fire, theft, burglary, earthquake, flood, acts of terrorism and other force majeure events. As of the date of this Draft Red Herring Prospectus, we have 100% or more insurance coverage of the book value of all our fixed assets and inventories.

The table below sets forth particulars of our insurance coverage as at the dates indicated.

Particulars	As at June 30, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Insurance cover for net insurable assets (in ₹ million) (A)	4,753.49	3,438.40	3,303.49	2,552.82
Net insurable assets* (in ₹ million) (B)	2,173.04	2,135.16	1,649.91	1,494.13
Insurance cover as a percentage of net insurable assets (%) (A/B)	218.75%	161.04%	200.22%	170.86%

* Net Insurable Assets include Property, Plant and Equipment (excluding Land), Capital work in progress and Inventories.

The table below provides details of the total insurance claims filed by us in the periods set indicated:

Particulars	Three months period ended June 30, 2025	Financial Year ended March 31, 2025	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023
Claims filed	1	Nil	Nil	Nil
Total claimed amount (in ₹ million)	5.63	Nil	Nil	Nil
Settlement amount (in ₹ million)	4.35	Nil	Nil	Nil
Salvage recovery	0.47	Nil	Nil	Nil

Notwithstanding the insurance coverage that we carry, we may not be fully insured against certain types of risks. There are many events, other than those covered under our existing insurance policies, that could significantly impact our operations or expose us to third-party liabilities, for which we may not be adequately insured. There can be no assurance that any claim made under the insurance policies maintained by us will be honored fully, partially, or in a timely manner. While there have been no material instances where losses from operational risks have exceeded our insurance coverage, thereby having a material adverse effect on our business or financial condition during the three months period ended June 30, 2025, and the Financial Years ended March 31, 2025, March 31, 2024, and March 31, 2023, there can be no assurance that our coverage will be sufficient for all future events.

To the extent we suffer any loss or damage that is not covered by insurance or exceeds the insured amount, our business, financial condition, and results of operations could be adversely affected. For further details relating to the impact on our business due to inadequacy of insurance coverage for product liability, see “ – *We are subject to stringent quality requirements, and any failure by us or our suppliers to comply with applicable standards may result in cancellation of existing and future orders, product recalls, warranty claims, product liability, litigation, and other disputes or claims, which may adversely affect our brand image, and customer relationships, and may have a material adverse effect on our business, results of operations, and financial condition* ” above.

42. Our ability to access capital at attractive costs depends on our credit ratings. Non-availability of credit ratings or a poor rating may restrict our access to capital and thereby adversely affect our business, financial conditions, cash flows and results of operations.

As of the date of this Draft Red Herring Prospectus, we have received the following credit ratings on our debt and credit facilities:

Date	Rating Agency	Instrument or Rating Type	Amount (in ₹ million)	Ratings
June 13, 2025	India Ratings and Research	Fund based working capital limit	410.00	IND BBB+/Positive/IND A2
		Non-fund based working capital limit	115.00	IND A2
		Term loan	630.70	IND BBB+/Positive

These ratings assess our overall financial capacity to pay our obligations and are reflective of our ability to meet financial commitments as they become due. Further, there can be no assurance that these ratings will not be revised or changed by the above rating agencies due to various factors. While we have not experienced any downgrading in our credit ratings during the three months period ended June 30, 2025 and the last three Fiscals, any downgrade in our credit ratings may increase interest rates for refinancing our outstanding debt, which would increase our financing costs, and adversely affect our future issuances of debt and our ability to raise new capital on a competitive basis.

43. Our business involves transactions subject to the Foreign Exchange Management Act, 1999 and any instance of non-compliance or the complexity of ongoing FEMA requirements expose us to the risk of penalties, regulatory scrutiny, and reputational impact, and could adversely affect our business, financial condition, and operations.

Our Company is required to comply with the provisions of the Foreign Exchange Management Act, 1999 (“FEMA”), and the rules, regulations, circulars, and notifications issued by the Reserve Bank of India (“RBI”) in relation to foreign investment, external commercial borrowings, and other cross-border transactions. FEMA prescribes strict timelines and procedural requirements relating to receipt and reporting of foreign investment, issuance and allotment of securities, maintenance and utilisation of foreign currency funds, eligibility criteria for investors and instruments, and periodic filings etc. Any lapse, delay, or procedural irregularity may attract regulatory scrutiny, monetary penalties, compounding proceedings, or other adverse actions.

In the past, our Company has been non-compliant with, *inter-alia*, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 and the Foreign Exchange Management (Borrowing or Lending in Foreign Exchange) Regulations, 2000 in relation to delays in issuing equity shares to a non-resident investor beyond the prescribed timeline, retention of foreign subscription funds in an offshore foreign currency account without obtaining requisite RBI approval, and receipt of funds for optionally convertible debentures from an entity that was not eligible under the applicable external commercial borrowing regulations at the relevant time. Though these non-compliances were compounded by the RBI upon payment of ₹0.20 million on May 4, 2010, pursuant to our compounding application, we cannot assure you that any future non-compliance, if it occurs, will be eligible for compounding or that the authorities will take a similarly lenient view.

Further, FEMA remains an evolving regulatory framework, and future amendments, stricter enforcement, or changes in interpretation may necessitate enhanced internal controls and compliance processes. Any future delays, inadvertent lapses, or interpretational issues could subject us to penalties, restrictions, or reputational risks. Failure to ensure full, accurate, and timely compliance with FEMA may adversely affect our business, financial condition, results of operations, and reputation.

44. Our Company, in past, experienced instances of delays in filing of certain forms and documents with the Registrar of Companies as well as instances of non-filings. Any penalty or action taken by any regulatory authorities in future, for non-compliance with provisions of corporate or any other law could impact the financial position of our Company to that extent.

Our Company is required to comply with various statutory and regulatory filing requirements under the Companies Act, 2013, including timely and accurate submission of prescribed forms, returns and disclosures with the Registrar of Companies. There have been instances in the past where our Company has experienced delays in filing certain forms and documents with the Registrar of Companies. Such delays may expose our Company to regulatory scrutiny, penalties, or other legal consequences. The table below sets out the instances of delay in annual filing with the Registrar of Companies during the three months period ended June 30, 2025, and Financial Years ended on March 31, 2025, March 31, 2024, and March 31, 2023:

Sl. No.	Particulars	Delay in no. of days
1.	Financial statements in form AOC-4 (XBRL) for Financial Year ended March 31, 2024	92
2.	Annual return in form MGT-7 for Financial Year ended March 31, 2024	98
3.	Financial statements in form AOC-4 (XBRL) for Financial Year ended March 31, 2023	132
4.	Annual return in form MGT-7 for Financial Year ended March 31, 2023	101

Our Company has, in the past, contravened certain provisions of the Companies Act, 2013 including non-filing of certain forms and documents with the Registrar of Companies. If our Company becomes subject to any penalties or other regulatory actions in the future in relation to non-compliances, it could adversely affect our reputation, business operations and financial performance. For instance, our Company did not file the prescribed forms in relation to the creation of charges for certain credit facilities availed from two banks in the past and in this regard, our Company has repaid such facilities and filed a compounding application with the relevant authorities on December 25, 2025. There can be no assurance that similar instances will not occur in the future or that any regulatory proceedings will be resolved without adverse consequences.

Any delay, omission, or inaccuracy in such filings may result in penalties, additional fees, or, in some cases, restrictions on our Company's ability to undertake specific corporate actions. Persistent or material non-compliance could adversely affect our Company's compliance record and reputation and may have a bearing on its credibility with regulatory authorities, investors, and other stakeholders. While our Company endeavours to maintain robust internal controls and strengthen its compliance framework to ensure timely and accurate filings, there can be no assurance that such lapses or delays will not recur in the future. Continued or repeated non-compliance may also lead to regulatory scrutiny, increased compliance costs, or the issuance of notices requiring rectification of past deficiencies. If our Company is unable to ensure consistent and complete compliance with the statutory filing requirements, it may face regulatory risks that could adversely impact its governance standards, operations, and overall business standing.

As of the date of this Draft Red Herring Prospectus, no action has been initiated by the RoC in relation to the aforesaid instances of non-compliance. However, we cannot assure you that the RoC will not impose penalties or take other enforcement actions in the future, which could adversely affect our business, reputation, results of operations and financial condition.

45. *Certain of our immovable properties, where some of our manufacturing units and warehouse are located, are leased. If we are unable to renew existing leases or relocate our operations on commercially reasonable terms, there may be an adverse effect on our business, financial condition and operations.*

Certain of our immovable properties, including premises where some of our manufacturing units and warehouses are located are leased from third parties. The tenure of the leases is generally agreed in the relevant lease agreements and in some cases is subject to renewal after the agreed period of time. The term of lease agreements for our manufacturing and assembly facilities ranges from 11 months to 60 months, with restricted right to terminate the leases available with the lessors in the majority of leases, subject to a lock-in period and renewal options available to our Company in terms of the lease agreements.

While there are currently no instances of non-compliance with the terms of our lease agreements, there can be no assurance that such non-compliance will not occur in the future, leading to early termination of such leases. Any change in the terms and conditions of the lease agreements or premature termination of the same may have an adverse impact on our operations. For further details on the location of properties, see "***Our Business – Properties***" on page 363.

Any adverse impact on the title, ownership rights, or development rights of the owners from whose premises we operate, or any breach of the contractual terms of our lease or leave and license agreements, or an inability to renew such agreements on acceptable terms, may adversely affect our operations. In addition, the terms of certain leases require us to obtain the prior consent of the lessor for specified actions, including making structural alterations to the leased premises, which may be necessary if we undertake future expansions. There can be no assurance that we will be able to renew these leasing arrangements on commercially favorable terms, or at all. If we are unable to renew all or any of our leasing arrangements, it may cause disruptions in our business and we

may incur substantial costs associated with relocating to new premises, any of which may adversely affect our business operations.

Further, we do not own the premises in which our Registered Office is situated. Our Registered Office is located on premises owned by our Promoter, Chairman and Managing Director - Rajesh Jain and our Promoter and Non-Executive Director - Vaishali Jain and leased to us pursuant to a registered lease deed entered between the parties. The lease has been entered into on an arm's length basis and at prevailing market rental rates. We cannot assure you that we will be able to continue the uninterrupted use of the premises, or that we will be able to renew or renegotiate the lease terms on commercially acceptable terms upon expiry or termination. In the event we are required to vacate the premises, we may experience disruption in our operations due to the relocation of our Registered Office, potential delays in regulatory approvals or filings, and costs associated with shifting to new premises.

46. The availability of counterfeit products passed off as our components may adversely affect our goodwill, business, and results of operations.

We face the risk of counterfeit or pirated products being marketed and sold under our brand name, both in India and abroad. Certain entities may imitate our brand name, logo, packaging materials, or create look-alike versions of our systems and components to mislead customers. The presence of such counterfeit products, particularly in the unorganised market, may reduce the demand for our genuine products, potentially leading to a loss of market share. Moreover, inferior quality of these counterfeit products can negatively impact consumer perception of our brand, leading to reputational damage and erosion of goodwill. We have made continuous investments in our product design and brand protection measures to distinguish our systems and components and prevent imitation in the market. However, the increasing proliferation of counterfeit or pirated products, coupled with the diversion of management attention and resources toward addressing complaints and defending against such infringements, could adversely impact our brand value, business operations, financial condition, and future prospects.

While there have been no material instances of counterfeit products that have had a material adverse effect on our brand, business, or results of operations during the three months period ended June 30, 2025, and the Financial Years ended March 31, 2025, March 31, 2024, and March 31, 2023, there can be no assurance that we will not face such risks in the future.

47. If we inadvertently infringe upon the intellectual property rights of others, our business and results of operations may be adversely affected

While we seek to ensure that we comply with the intellectual property rights of others, we cannot determine with certainty whether we are infringing on any existing third-party intellectual property rights. Non-compliance with the intellectual property rights of others may force us to alter our technologies, obtain licences, or cease some of our operations. We may also be susceptible to claims from third parties asserting infringement and other related claims.

If claims or actions are asserted against us, we may be required to obtain a licence, modify our existing technology, or cease the use of such technology and design a new non-infringing technology. Such licences or design modifications can be extremely costly. Furthermore, necessary licences may not be available to us on satisfactory terms, if at all. In addition, we may decide to settle a claim or action against us, which settlement could be costly. We may also be liable for any past infringement. Any of the foregoing could adversely affect our business, results of operations and financial condition.

In addition, in certain cases, our customers share their intellectual property rights in the course of the product development process that we carry out for them. We are bound by confidentiality obligations under our non-disclosure agreements with our customers to protect their intellectual property, including in relation to technical data such as product designs and drawings shared with us. Although in the past there has been no breach or misuse of intellectual property or proprietary data, an inadvertent breach or any misuse of intellectual property or proprietary data by any of our employees or sub-contractors may expose us to expensive infringement claims and may diminish our goodwill and reputation among our customers, suppliers, lenders, investors and the public, making it difficult for us to operate our business and compete effectively.

Although we have not faced any intellectual property claims during the three months period ended June 30, 2025, and Financial Years ended on March 31, 2025, March 31, 2024, and March 31, 2023, we cannot assure that third

parties will not allege infringement in the future. Any such claims or disputes could result in costly litigation, diversion of management resources, and adverse impact on our business, operations, and financial performance.

48. *We are dependent on uninterrupted, reliable and cost-efficient supply of electricity, and any increase in electricity costs or interruptions in power availability could affect our operations and financial performance.*

We rely on a continuous and reliable supply of electricity for the operation of our manufacturing facilities. The table below set forth details of our electricity charges as a percentage of our total cost for the periods indicated:

Particulars	Three months period ended June 30, 2025		Financial Year ended March 31, 2025		Financial Year ended March 31, 2024		Financial Year ended March 31, 2023	
	Amount (in ₹ million)	% of total expense	Amount (in ₹ million)	% of total expense	Amount (in ₹ million)	% of total expense	Amount (in ₹ million)	% of total expense
Power charges	18.89	2.00%	72.73	1.65%	61.71	1.64%	51.55	1.34%

Any increase in electricity tariffs or disruption in power supply arrangements may adversely impact our operating costs and production planning. While there were no material disruptions in power supply or significant cost increases during the three-month period ended June 30, 2025, and the Financial Years ended March 31, 2025, March 31, 2024, and March 31, 2023, there can be no assurance that similar conditions will persist in the future.

We source electricity in India from local distribution companies in the regions where we operate and, in some cases, from third-party power suppliers to optimize cost efficiencies. Any discontinuation of such arrangements or a transition to higher-cost alternatives could increase our production expenses. Further, interruptions in electricity supply may cause temporary shutdowns, delays in manufacturing processes, or losses relating to work-in-progress inventory.

Accordingly, any increase in electricity costs or disruption in power availability may adversely affect our operational efficiency, cost structure and overall financial performance.

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

Certain non-GAAP financial measures and certain other industry measures relating to our operations and financial performance such as Gross Profit, Gross Profit Margin, Operating EBITDA, Operating EBITDA Margin, Net Debt, Net Debt to Operating EBITDA, Capital Gearing Ratio, Return on Average Equity and Return on Average Capital Employed, have been included in this Draft Red Herring Prospectus. We compute and disclose such non-GAAP financial measures and such other industry-related statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance, and because such measures are frequently used by securities analysts, investors and others to evaluate the operational performance of the industry, many of which provide such non-GAAP financial measures and other industry-related statistical and operational information. Such supplemental financial and operational information is therefore of limited utility as an analytical tool, and investors are cautioned against considering such information either in isolation or as a substitute for an analysis of our audited financial statements as reported under applicable accounting standards disclosed elsewhere in this Draft Red Herring Prospectus. These non-GAAP financial measures and such other industry-related statistical and other information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial measures and industry-related statistical information of similar nomenclature that may be computed and presented by other companies.

50. *Some of the Directors on our Board do not have prior experience of directorship in any of the companies listed on recognized stock exchanges, therefore, they will be able to provide only limited guidance in relation to the affairs of our Company post listing.*

As of the date of this Draft Red Herring Prospectus, our Board comprises six (6) Directors, of whom one is an Executive Director, one (1) is non-executive director, one (1) is a Non-Executive Nominee Director and three (3) are Non-Executive Independent Directors (including one woman Non-Executive Independent Director). While all our Directors have several years of experience in their respective fields, except for Rakesh Sarin (Independent Director), none of our other Directors have previously served on the boards of companies listed on stock exchanges in India. For further details, see “***Our Management***” on page 386.

Accordingly, most of our Directors have limited exposure to management of affairs of a 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, our Company will be required to adhere to strict standards pertaining to accounting, corporate governance and reporting that we did not require as an unlisted company. Our Company will also be subject to the SEBI Listing Regulations, which will require us to file audited annual and unaudited quarterly reports with respect to our business and financial condition. As a result, the Board of Directors 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.

Exposure to the risks associated with listed companies may impact our Company, particularly in relation to adherence to stringent corporate governance, regulatory standards, and reporting requirements, which were not applicable during our tenure as an unlisted entity. We cannot provide assurances that any legal proceedings or regulatory actions will not be initiated against our Directors in relation to their directorships in other listed companies. Moreover, such actions, if initiated, could result in penalties or other consequences imposed by the relevant regulatory authorities. These potential regulatory or legal actions could adversely affect the reputation, operations, and financial standing of our Company, as well as the ability of our Directors to continue serving in their respective roles within our Company.

51. Our Promoters Rajesh Jain and Vaishali Jain have provided guarantees in connection with our borrowings, and any revocation of such guarantees could result in repayment obligations or less favourable financing terms, adversely affecting our liquidity, financial condition and business prospects.

Our Promoters Rajesh Jain and Vaishali Jain have provided personal guarantees to lenders for our borrowings. Total outstanding amount of our borrowings secured by way of personal guarantees of our Promoters is ₹ 881.65 million as on October 31, 2025. In addition, the respective guarantors are also responsible for any overdue interest or penalties on our borrowings. While no such guarantees have been invoked so far, however, if any of these guarantees are revoked, our lenders may require alternative guarantees or cancel such loans or facilities, entailing repayment of amounts outstanding under such facilities. If we are unable to procure alternative guarantees which are 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 we may have to agree to more onerous terms under our financing agreements, which may limit our operational flexibility. Accordingly, our business, financial condition, results of operations and prospects may be adversely affected by the revocation of all or any of the guarantees provided by our Promoters in connection with our Company’s borrowings. For further details, see “***Financial Information***” and “***Financial Indebtedness***” on pages 417 and 507, respectively.

52. This Draft Red Herring Prospectus contains information from an industry report issued by CRISIL which we have commissioned and paid for to confirm our understanding of our industry exclusively in connection with the Offer and reliance on such information for making an investment decision in this Offer is subject to inherent risks.

Pursuant to being engaged by us specifically for the purposes of the Offer, CRISIL, which is an independent agency and is not a related party of our Company, Directors, Promoters, Key Managerial Personnel, Senior Management or the Book Running Lead Managers, exclusively prepared a report on our industry dated December 2025 and titled “*Automotive lighting industry assessment*”. Certain sections of this Draft Red Herring Prospectus include information based on, or derived from, the CRISIL Report or extracts of the CRISIL Report. We commissioned and paid for this report for the purpose of confirming our understanding of the industry in connection with the Offer. The commissioned report also highlights that certain industry and market data may be subject to assumptions. In addition, market share data and other data used by CRISIL are based on public information, which may not be directly comparable to our financial statements and financial information in this Draft Red Herring Prospectus. Methodologies and assumptions also vary widely among different industry sources.

These assumptions may change based on various factors. We cannot assure you that the assumptions of CRISIL are correct or will not change and, accordingly, our position in the market may differ from that presented in this Draft Red Herring Prospectus. Further, the commissioned report is not a recommendation to invest or divest in the Equity Shares. Prospective investors are advised not to unduly rely on the commissioned report or extracts thereof as included in this Draft Red Herring Prospectus, when making their investment decisions.

Further, the threats and challenges faced by automotive lighting manufacturers, as identified in the CRISIL Report, including economic slowdowns, inherent cyclical nature of domestic automotive sales, policy uncertainty, infrastructure development constraints, rising acquisition and input costs, global competition, trade wars and tariffs, supply chain disruptions, cost competitiveness pressures, challenges in skilled labour and talent acquisition, and increasing environmental and sustainability requirements, may materially and adversely affect our business, financial condition, results of operations, cash flows and prospects. For further details, see **“Industry Overview”** on page 197.

53. Lapses in maintaining high health and safety standards in our operations could lead to accidents, regulatory actions, reputational harm, and financial losses, all of which could adversely affect our business, results of operations and financial condition.

Our manufacturing processes involve handling hazardous materials such as pasting compounds, resins, hardeners, chemical lacquers, thinners, and paints, which are essential to our production but pose significant health and safety risks. Failure to strictly follow safety protocols for handling, storing, and disposing of these materials can result in incidents such as chemical spills, fires, or accidents. These events not only endanger employee safety but could also lead to operational shutdowns, as authorities may halt production until safety issues are fully addressed. This can cause significant delays, disrupting supply chains and affecting our ability to meet client demands.

Additionally, we are subject to stringent domestic safety regulations. Non-compliance with these standards could expose our company to penalties such as fines, forced closures, and legal liabilities, which could have a material adverse impact on our financial performance.

Beyond the immediate health risks, repeated safety incidents could harm our Company’s reputation. These may occur in spite of the appropriate training we provide our employees with and hence, could be beyond our control. Customers may lose confidence in our ability to deliver safe, reliable products, leading to the potential loss of key clients. Furthermore, our company’s ability to attract and retain skilled employees may be compromised, as a poor safety record may deter talent from joining or staying with the organization.

We make continuous investments to mitigate safety risks including investments in ventilation systems to handle fumes and dust, safety training, protective equipment, and regular safety audits. While, we have not had any serious accidents or incidents of non-compliance with safety regulations during the three months period ended June 30, 2025, and Financial Years ended March 31, 2025, March 31, 2024, and March 31, 2023, there can be no assurance that such accident or incident will not occur in the future.

54. Our Promoters will continue to have a significant shareholding in our Company after the Offer and their interests may differ from those of the other shareholders.

As on the date of this Draft Red Herring Prospectus, our Promoters collectively holds 72.58% of the paid-up equity share capital of our Company on a fully diluted basis. For further details on their shareholding pre-Offer and post-Offer, please see **“Capital Structure”** on page 116. After the completion of the Offer, our Promoters will continue to hold a majority of the shareholding in our Company during the lock-in period under the SEBI ICDR Regulations and will continue to exercise significant influence over our business policies and affairs and all matters requiring shareholders’ approval. The interests of the Promoters as the controlling shareholder could conflict with our interests or the interests of our other shareholders. We cannot assure you that our Promoters will act to resolve any conflicts of interest in our favour, and any such conflict may adversely affect our ability to execute our business strategy or to operate our business. For further information in relation to the interests of our Promoters, please see **“Our Promoters and Promoter Group”** on page 407.

55. Failure to maintain an effective system of internal controls could adversely affect our ability to manage financial risks and accurately report our financial results.

An effective internal control system is essential for ensuring the accuracy and reliability of our financial reporting, safeguarding our assets, preventing and detecting fraud, and complying with applicable laws and regulations. Our

internal audit functions make an evaluation of the adequacy and effectiveness of internal control systems and compliance mechanisms on an ongoing basis, so that our operations adhere to our policies, compliance requirements and internal guidelines. We periodically test and update our internal processes and systems and there have been no instances of failure to maintain effective internal controls and compliance system in the last three Financial Years. However, we are exposed to operational risks arising from the potential inadequacy or failure of internal processes or systems, and our actions may not be sufficient to ensure effective internal checks and balances in all circumstances. Any failure to implement or maintain adequate internal control systems could impair our ability to identify, monitor, and manage key financial and operational risks.

Although we have implemented certain internal control mechanisms and procedures, we cannot assure you that these measures are, or will remain, adequate or effective. As our business continues to evolve in scale and complexity, our internal controls may become inadequate, or we may fail to fully implement necessary updates and improvements in a timely manner. Further, the risk of human error, control override, or external threats such as cyberattacks may undermine the effectiveness of our control systems.

There can be no assurance that additional deficiencies in our internal controls will not emerge in the future, or that we will be able to implement and maintain sufficient procedures to identify and remediate any such deficiencies. Any material failure in our internal control framework could result in the misstatement of financial information, delays in financial reporting, regulatory non-compliance, or loss of stakeholder confidence, any of which could have a material adverse effect on our business, financial condition, results of operations, and reputation.

Risks relating to the Equity Shares and this Offer

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

Prior to the Offer, there has been no public market for the Equity Shares, and an active trading market on the stock exchanges may not develop or be sustained after the Offer. Listing and quotation do not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market. Our Equity Shares are expected to trade on NSE and BSE after the Offer, but there can be no assurance that active trading in our Equity Shares will develop or, if developed, that it will continue. Investors may not be able to sell our Equity Shares at the quoted price if there is no active trading. There has been significant volatility in the Indian stock markets in the recent past, and the trading price of our Equity Shares after the Offer could fluctuate significantly due to market volatility or various internal or external risks, including but not limited to those described in this Draft Red Herring Prospectus. The market price of our Equity Shares may be influenced by many factors, some of which are beyond our control, including, among others:

- The failure of security analysts to cover the Equity Shares after the Offer, or changes in the estimates of our performance by analysts;
- The activities of competitors and suppliers;
- Future sales of the Equity Shares by us or our Shareholders;
- Investor perception of us and the industry in which we operate;
- Changes in accounting standards, policies, guidance, or interpretations of principles;
- Our quarterly or annual earnings or those of our competitors;
- Developments affecting fiscal, industrial, or environmental regulations; and
- The public's reaction to our press releases and adverse media reports.

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

57. The average cost of acquisition of Equity Shares by the Selling Shareholders could also be lower than the Offer Price.

The average cost of acquisition of Equity Shares by the Selling Shareholders may be lower than the Offer Price. The details of the average cost of acquisition of Equity Shares held by the Selling Shareholders as at the date of this Draft Red Herring Prospectus is set out below:

Name of the Selling Shareholder	Type	Equity Shareholding	Average Cost of Acquisition per Equity Share (₹)^
Rajesh Jain	Promoter Selling Shareholder	39,648,600	3.17
Neokraft Global Private Limited*	Promoter Group Selling Shareholder	500	17.00^
ZKW Group GmbH	Other Selling Shareholder	15,336,750	15.00

* As on the date of this Draft Red Herring prospectus an aggregate of 65,058 outstanding CCPS held by the Neokraft Global Private Limited will be converted into maximum of 3,252,900 Equity Shares in aggregate in accordance with Regulation 5(2) of the SEBI ICDR Regulation. The CCPS will be converted into Equity Shares, prior to the filing of the Red Herring Prospectus with the RoC.

^Calculated on a fully diluted basis assuming conversion of outstanding CCPS into a maximum of 3,252,900 Equity Shares. For further details, see **“The Offer”** on page 95.

For further details, see **“Basis for Offer Price”** and **“Capital Structure”** on pages 174 and 116, respectively. The Offer Price is not indicative of the price at which our Company has issued the Equity Shares in the past or that will prevail in the open market following listing of the Equity Shares.

58. While our Company will receive proceeds from the Fresh Issue, it will not receive any proceeds from the Offer for Sale.

In addition to the Fresh Issue from which our Company will receive proceeds, the Offer includes an Offer for Sale by the Selling Shareholders. The Selling Shareholders will receive the entire proceeds from the Offer for Sale (after deducting applicable Offer Expenses) and our Company will not receive any part of such proceeds. For further details, see **“The Offer”**, **“Capital Structure”** and **“Objects of the Offer”** on pages 95, 116 and 143, respectively.

59. QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Bids after submission, and Retail Individual Investors cannot withdraw Bids post Bid/Offer Closing Date.

Pursuant to the SEBI ICDR Regulations, Qualified Institutional Buyers (**“QIBs”**) and Non-Institutional Investors (**“NIIs”**) are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or Bid Amount) at any stage after submitting a Bid. Retail Individual Investors (**“RIIs”**) may revise or withdraw their Bids only during the Bid/Offer Period. However, RIIs are not permitted to withdraw their Bids after the Bid/Offer Closing Date. While our Company is required to complete the Allotment pursuant to the Offer within the period prescribed under applicable law, events may arise between the date of submission of the Bid and the date of Allotment that could affect a Bidder’s decision to invest in our Equity Shares. These events may include adverse changes in international or national monetary policy, financial, political or economic conditions, or developments relating to our business, financial condition and results of operations. Our Company may complete the Allotment of Equity Shares even if such adverse events occur. Such developments may limit the Bidders’ ability to sell the Equity Shares allotted pursuant to the Offer or may cause the trading price of the Equity Shares to decline on listing. QIBs and Non-Institutional Bidders will not be able to withdraw or reduce their Bids following any such adverse developments occurring between the submission of their Bids and the Allotment.

60. Any future issuance of Equity Shares, convertible securities or other equity-linked securities by us may dilute your shareholding, and any such issuance or future sales of such securities by our significant Shareholders may adversely affect the trading price of the Equity Shares.

Any future issuance of the Equity Shares, convertible securities or securities linked to the Equity Shares by us, including through exercise of employee stock options may dilute your shareholding in our Company, adversely affect the trading price of the Equity Shares and our ability to raise capital through an issue of our securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares. We cannot assure you that we will not issue additional Equity Shares. The disposal of Equity Shares by any of our significant Shareholders, or the perception that such sales may occur may significantly affect the trading price of the Equity Shares.

61. 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 company incorporated in India must offer its equity shareholders pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages prior to issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the equity shares voting on such resolution. However, if the law of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights, unless we make such a filing. If we elect not to file a registration statement, the new securities may be issued to a custodian, who may sell the securities for your benefit. The value such custodian receives on the sale of any such securities and the related transaction costs cannot be predicted. To the extent that you are unable to exercise pre-emptive rights granted in respect of our Equity Shares, your proportional interests in our Company would be diluted.

62. Rights of shareholders of companies under Indian law may be different from laws of other jurisdictions.

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

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

The Equity Shares will be listed on the Stock Exchanges. Pursuant to applicable Indian laws, certain actions must be completed before the Equity Shares can be listed and trading in the Equity Shares may commence. The Allotment of Equity Shares in this Offer and the credit of such Equity Shares to the applicant's demat account with depository participant and listing is expected to commence within the period as may be prescribed under the applicable laws. Any failure or delay in obtaining the approval or otherwise any delay in commencing trading in the Equity Shares would restrict investors' ability to dispose their Equity Shares. We cannot assure that the Equity Shares will be credited to investors' demat accounts, or that trading in the Equity Shares will commence, within the time periods prescribed under applicable law.

External Risk Factors

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

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes, including the instances mentioned below, may adversely affect our business, cash flows, results of operations, financial condition and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy.

Any change in Indian tax laws could have an effect on our operations. The Government of India has implemented two major reforms in Indian tax laws, namely the Goods and Services Tax ("GST") and provisions relating to general anti-avoidance rules ("GAAR"). The indirect tax regime in India has undergone a complete overhaul. The indirect taxes on goods and services, such as central excise duty, service tax, central sales tax, state value added tax, surcharge and excise have been replaced by GST with effect from July 1, 2017. The GST regime continues to be subject to amendments and its interpretation by the relevant regulatory authorities is constantly evolving.

GAAR became effective from April 1, 2017. The tax consequences of the GAAR provisions being applied to an arrangement may result in, among others, a denial of tax benefit to us and our business. In the absence of any substantial precedents on the subject, the application of these provisions is subjective. If the GAAR provisions are made applicable to us, it may have an adverse tax impact on us.

Further, the Government of India announced the Union Budget for Financial Year 2025 and the Finance Act, 2024 was tabled before the Lok Sabha, which has proposed certain amendments to taxation laws in India including the introduction of the Direct Tax Code, 2025. As such, there is no certainty on the impact that the Finance Act, 2024 or any further amendments to taxation laws may have on our business and operations or on the sector in which

we operate. The determination of tax liabilities requires significant judgment and estimation and there are classifications, transactions and calculations where the ultimate tax payable is uncertain. Any adverse determinations by a revenue authority in relation to our tax obligations may have an adverse effect on our business, financial condition and results of operations and may adversely impact our operations.

The DPDP Act, which received the assent of the President on August 11, 2023, provides for personal data protection and privacy of individuals, regulates cross-border data transfer, and provides several exemptions for personal data processing by the Government. It also provides for the establishment of a Data Protection Board of India for taking remedial actions and imposing penalties for breach of the provisions of the DPDP Act. It imposes restrictions and obligations on data fiduciaries resulting from dealing with personal data and further provides for levy of penalties for breach of obligations prescribed under the DPDP Act.

Further, in order to rationalize and reform labour laws in India, the Government of India introduced new laws relating to social security, occupational safety, industrial relations and wages namely, the Code on Social Security, 2020 (“**Social Security Code**”), the Occupational Safety, Health and Working Conditions Code, 2020, the Industrial Relations Code, 2020 and the Code on Wages, 2019, which consolidate, subsume and replace numerous existing central labour legislations (collectively, the “**Labour Codes**”). The Labour Codes has now been brought into force with effect from November 21, 2025. These codes may increase the financial burden on our Company, which may adversely impact our profitability.

We are yet to determine the impact of all or some such laws on our business and operations, which may restrict our ability to grow our business in the future. For example, the Social Security Code aims to provide uniformity in providing social security benefits to the employees, which were earlier segregated under different acts and had different applicability and coverage. Also, the Wages Code limits the amounts that may be excluded from being accounted toward employment benefits (such as gratuity and maternity benefits) to a maximum of 50% of the wages payable to employees. The implementation of such laws has the ability to increase our employee and labour costs, thereby adversely impacting our results of operations, cash flows, business and financial performance.

Unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations, including foreign investment laws governing our business, operations and group structure, could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, cash flows, results of operations, financial condition and prospects.

Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current businesses or restrict our ability to grow our businesses in the future.

65. Political changes, natural disasters and other macroeconomic factors could adversely affect economic conditions in India

Our Company is incorporated in India and the majority of its assets are located in India. Consequently, our performance and the market price of the Equity Shares may be affected by interest rates, government policies, taxation, social and ethnic instability, and other political and economic developments affecting India. Factors that may adversely affect the Indian economy, and in turn our results of operations, include:

- the macroeconomic climate, including any increase in Indian interest rates or inflation;
- any exchange rate fluctuations, the imposition of currency controls, and restrictions on the right to convert or repatriate currency or export assets;
- any scarcity of credit or other financing in India, resulting in an adverse effect on economic conditions in India and limited availability of financing for our expansions;
- prevailing income conditions among Indian consumers and Indian corporations;
- epidemic, pandemic or any other public health concerns in India or in the region or globally, including India’s neighboring countries (such as the H7N9, H5N1, and H1N1 influenza strains and more recently, the COVID-19 pandemic);
- volatility in, and actual or perceived trends in trading activity on, India’s principal stock exchanges;
- political instability, terrorism or military conflict in India or in countries in the region or globally, including India’s neighboring countries;

- occurrence of natural or man-made disasters (such as typhoons, flooding, earthquakes and fires) which may cause operational disruptions;
- prevailing regional or global economic conditions, including in India's principal export markets;
- other significant regulatory or economic developments in or affecting India or its consumption sector;
- international business practices that may conflict with customs or legal requirements to which we are subject, including anti-bribery and anti-corruption laws;
- protectionist and other adverse public policies, including local content requirements, import/export tariffs, increased regulations or capital investment requirements;
- logistical and communication challenges;
- downgrading of India's sovereign debt rating by rating agencies;
- difficulty in developing necessary partnerships with local businesses on commercially acceptable terms or in a timely manner; and
- being subject to the jurisdiction of foreign courts, including uncertainty of judicial processes, difficulty in enforcing contractual agreements or judgments in foreign legal systems, or incurring additional costs to do so.

A decline in the growth of the Indian economy or any sector of the economy relevant to our business could negatively impact demand for our services and products. This may adversely affect our revenue, profitability, and the market perception of our Company, ultimately affecting the price of the Equity Shares.

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

India's sovereign debt rating could be downgraded due to several factors, including changes in tax or fiscal policy or a decline in India's foreign exchange reserves, all of which are outside the control of our Company. Any adverse revisions to India's credit ratings by international rating agencies may adversely affect our ability to raise additional overseas financing, as well as the interest rates and other commercial terms at which such financing is available.

Such developments could negatively impact our ability to fund growth initiatives, which in turn may adversely affect our business operations, financial performance, and the market price of our Equity Shares.

67. If inflation continues to rise in India, we may not be able to increase the prices of our products at a proportional rate and pass costs onto our customers and our margins may decline.

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. India has experienced high inflation in the recent past. Increased inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of wages and other expenses. High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to adequately pass on to our consumers, whether entirely or in part, and may adversely affect our business, results of operations, cash flows and financial condition. In particular, we might not be able to reduce our costs or increase the price of our products to pass the increase in costs on to our consumers. In such case, our business, results of operations, cash flows and financial condition may be adversely affected. Further, the Government of India has previously initiated economic measures to combat high inflation rates, and it is unclear whether these measures will remain in effect. There can be no assurance that Indian inflation levels will not worsen in the future.

68. Natural or man-made disasters, fires, epidemics, pandemics, acts of war, terrorist attacks, civil unrest and other events could materially and adversely affect 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, financial condition or cash flows. India has experienced natural calamities, such as earthquakes and floods in recent years. Natural calamities could have an adverse impact on the Indian economy which, in turn, could adversely affect our business, results of operations and financial condition.

Terrorist attacks and other acts of violence or war may adversely affect the Indian securities markets. In addition, any deterioration in international relations, especially between India and its neighboring countries, may result in investor concern regarding regional stability which could adversely affect the price of the Equity Shares. Present relations between India and Pakistan continue to be fragile on the issues of terrorism, armaments and Kashmir. Further, there have been continuing border disputes between India and China. Military activity or terrorist attacks

in the future could influence the Indian economy. 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.

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

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, including conditions in the United States, Europe and certain emerging economies in Asia. Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Financial turmoil in Asia, Russia and elsewhere in the world could have a global influence and thereby negatively affect the Indian economy. Financial disruptions could materially and adversely affect our business, prospects, financial condition, results of operations and cash flows.

Further, economic developments globally can have a significant impact on India. In particular, the global economy has been negatively impacted by conflicts between Israel and Palestine and Russia and Ukraine. Governments in the United States, United Kingdom, and European Union have imposed sanctions on certain products, industry sectors, and parties in Russia. These conflicts could negatively impact regional and global financial markets and economic conditions, and result in global economic uncertainty and increased costs of various commodities, raw materials, energy and transportation.

In addition, recent increases in inflation and interest rates globally, including in India, could adversely affect the Indian economy. Moreover, the failure or abandonment of proposed or current free trade agreements and pacts by major participants, the introduction of duties and taxes on imported goods, or the implementation of other significant trade barriers can directly or indirectly impede cross-border trade, production, and demand for goods. Changes in international trade policy could lead to retaliatory actions by affected countries, resulting in “trade wars” and increased costs for globally transported goods. These increased costs may reduce customer demand for products if the parties paying the tariffs raise their prices, or trading partners may limit their trade with countries that impose anti-trade measures.

Further, China is one of India’s major trading partners and there are rising concerns of a possible slowdown in the Chinese economy as well as a strained relationship with India, which could have an adverse impact on the trade relations between the two countries. Past restrictions by China on exports of rare earth magnets and critical raw materials raised supply concerns for automotive and electronics. Although withdrawn, any future restrictions could adversely impact these industries.

Uncertainty arising from geopolitical tensions, trade restrictions, sanctions, or other international developments may reduce investor confidence, increase currency volatility, and adversely impact capital flows into India. Any of these factors could have a material adverse effect on our business, prospects, financial condition and the trading price of our Equity Shares.

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

The Restated Financial Information is prepared in accordance with Ind AS and restated in accordance with requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended, the SEBI ICDR Regulations and the Guidance Note on “Reports in Company Prospectuses (Revised 2019)” issued by the ICAI. Ind AS differs in certain significant respects from Indian GAAP, IFRS, U.S. GAAP and other accounting principles with which prospective investors may be familiar in other countries. We have not attempted to quantify the impact of US GAAP or IFRS on the financial data included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those of US GAAP or IFRS. US GAAP and IFRS differ in significant respects from Ind AS. Prospective investors should review the accounting policies applied in the preparation of our financial statements and consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should be limited accordingly.

71. Foreign investors are subject to certain investment restrictions under Indian law, which could limit our ability to attract foreign investors and our ability to raise foreign capital is subject to certain conditions prescribed under Indian law.

Foreign ownership of Indian securities is subject to Government regulation. Under 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 and reporting requirements specified by the RBI. If a transfer of shares is not in compliance with such requirements and does not fall under any of the exceptions specified by the RBI, then the RBI's prior approval is required. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities. As provided in the foreign exchange controls currently in effect in India, the RBI has provided that the price at which the Equity Shares are transferred be calculated in accordance with internationally accepted pricing methodology for the valuation of shares at an arm's length basis, and a higher (or lower, as applicable) price per share may not be permitted. Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT which has been incorporated as the proviso to Rule 6(a) of the 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 a 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 of India, as prescribed in the Consolidated FDI Policy dated October 15, 2020, and the FEMA Rules. These investment restrictions shall also apply to subscribers of offshore derivative instruments. We cannot assure you that any required approval from the RBI or any other governmental agency can be obtained on any particular term or at all. For further details, see *"Restrictions on Foreign Ownership of Indian Securities"* on page 575.

72. Investors may have difficulties enforcing foreign judgments against us or our management.

Our Company is a public limited company under the laws of India. The enforcement of civil liabilities by overseas investors in the Equity Shares, including the ability to effect service of process and to enforce judgments obtained in courts outside of India may be adversely affected by the fact that our Company is a limited liability company incorporated under the laws of India. All of our Directors are residents of India and all of our assets are located in India. As a result, it may not be possible or may be difficult for investors to effect service of process upon our Company or any of these persons for proceedings in jurisdictions outside of India or to enforce against them in courts in India, judgments obtained in courts outside India including judgments predicated upon the civil liability provisions of the securities laws of jurisdictions outside India.

India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments. India has reciprocal recognition and enforcement of judgments in civil and commercial matters with a limited number of jurisdictions, which includes, the United Kingdom, Singapore, the United Arab Emirates (the "UAE") and Hong Kong. However, recognition and enforcement of foreign judgments is provided for under Section 13, Section 14 and Section 44A of the Code of Civil Procedure, 1908 (the "Civil Procedure Code"). The United States has not been notified as a reciprocating territory for the purposes of the Civil Procedure Code.

A judgment of a court in a jurisdiction that is not a reciprocating territory may be enforced in India only by a suit upon the judgment, subject to Section 13 of the Civil Code, and not by execution proceedings. Section 13 of the Civil Code, which is the statutory basis for the recognition of foreign judgments (other than arbitration awards), provides that a foreign judgment shall be conclusive as to any matter thereby directly adjudicated upon between the same parties or between parties litigating under the same title, except: (i) where the judgment has not been pronounced by a court of competent jurisdiction, (ii) where the judgment has not been given on the merits of the case, (iii) where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or refusal to recognize the law of India in cases to which such law is applicable, (iv) where the proceedings in which the judgment was obtained were opposed to natural justice, (v) where the judgment has been obtained by fraud or (vi) where the judgment sustains a claim founded on a breach of any law then in force in India.

Under Section 14 of the Civil Procedure Code, a court in India shall, on the production of any document purporting to be a certified copy of a foreign judgment, presume that the judgment was pronounced by a court of competent jurisdiction, unless the contrary appears on record; such presumption may be displaced by proving want of jurisdiction. The Civil Procedure Code only permits the enforcement of monetary decrees, not being in the nature of any amounts payable in respect of taxes, or other charges of a like nature or in respect of a fine or other penalty

and does not provide for the enforcement of arbitration awards even if such awards are enforceable as a decree or judgment. Some jurisdictions, including the United Kingdom, Singapore, UAE and Hong Kong, have been declared by the Government of India to be reciprocating territories for the purposes of Section 44A of the Civil Procedure Code. A foreign judgment rendered by a superior court (as defined under the Civil Procedure Code) in any jurisdiction outside India which the Government of India has by notification declared to be a reciprocating territory, may be enforced in India by proceedings in execution as if the judgment had been rendered by a competent court in India. Judgments or decrees from jurisdictions which do not have reciprocal recognition with India cannot be enforced by proceedings in execution in India. Therefore, a final judgment for the payment of money rendered by any court in a non-reciprocating territory.

for civil liability, whether or not predicated solely upon the general laws of the non-reciprocating territory, would not be enforceable in India. Even if an investor obtained a judgment in such a jurisdiction against us, our officers or directors, it may be required to institute a new proceeding in India and obtain a decree from an Indian court. The United States and India do not currently have a treaty providing for reciprocal recognition and enforcement of judgments, other than arbitration awards, in civil and commercial matters. Therefore, a final judgment for the payment of money rendered by any federal or state court in the United States on civil liability, whether or not predicated solely upon the federal securities laws of the United States, would not be enforceable in India. However, the party in whose favor such final judgment is rendered may bring a new suit in a competent court in India based on a final judgment that has been obtained in the United States or other such jurisdiction within three years of obtaining such final judgment. Further, there may be considerable delays in the disposal of suits by Indian courts. It is unlikely that an Indian court would award damages on the same basis as a foreign court if an action is brought in India. Moreover, it is unlikely that an Indian court would award damages to the extent awarded in a final judgment rendered outside India if it believes that the amount of damages awarded were excessive or inconsistent with public policy in Indian laws. It is uncertain as to whether an Indian court would enforce foreign judgments that would contravene or violate Indian law. In addition, any person seeking to enforce a foreign judgment in India is required to obtain the prior approval of the RBI to repatriate any amount recovered, and we cannot assure that such approval will be forthcoming within a reasonable period of time, or at all, or that conditions of such approvals would be acceptable. Such amount may also be subject to income tax in accordance with applicable law. Any judgement in a foreign currency would be converted into Rupees on the date of judgement and not on the date of payment, which could also increase risks relating to foreign exchange.

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

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

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

74. *The Offer Price of our Equity Shares and our price-to-earnings ratio may not be indicative of the trading price of our Equity Shares upon listing, and you may lose a significant part or all of your investment.*

Our market capitalisation to Revenue from Operations for Fiscal 2025 is [●] times at the upper end of the Price Band and [●] times at the lower end of the Price Band. Similarly, our price-to-earnings ratio for Fiscal 2025 is [●] times at the upper end of the Price Band and [●] times at the lower end of the Price Band. The table below provides the details of our price-to-earnings ratio and market capitalisation to Revenue from Operations at the Offer Price:

Particulars	Price to earnings ratio	Market capitalisation to Revenue from Operations*
Fiscal 2025	[●]	[●]

*Considering the Offer Price

Our Offer Price, price-to-earnings ratio, and other valuation metrics disclosed in the section titled “**Basis for Offer Price**” on page 174 may not reflect the market price or market capitalisation of our Equity Shares post-listing. These values depend on several factors as outlined in that section.

Further, the valuation undertaken for the purpose of the Offer, in consultation with the Book Running Lead Managers (“**BRLMs**”), is not benchmarked against industry peers and may differ significantly from publicly traded companies in our sector. The financial parameters on the basis of which the Price Band will be determined will be disclosed in the price band advertisement. For peer comparison, refer to the section “**Basis for Offer Price**” on page 174.

Prior to this Offer, there has been no public market for our Equity Shares. There is no assurance that an active trading market will develop or, if developed, be sustained following the listing. Listing and quotation of our Equity Shares on the Stock Exchanges do not guarantee that an active or liquid market will exist. If an active market fails to develop or is not maintained, you may have difficulty selling your Equity Shares and may incur losses on your investment.

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

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. A securities transaction tax (“**STT**”) is levied on equity shares sold on an Indian stock exchange. Any capital gains exceeding ₹125,000, realized on the sale of listed equity shares on a recognized stock exchange and held for more than 12 months, may be subject to long-term capital gains tax in India at the rate of 12.50% (plus applicable surcharge and cess). This beneficial provision is, inter alia, subject to payment of STT. Further, any capital gains realized on the sale of listed equity shares of an Indian company, held for more than 12 months but sold using any platform other than a recognized stock exchange and on which no STT has been paid, will be subject to long-term capital gains tax in India at the rate of 12.50% (plus applicable surcharge and cess), without indexation benefits.

Additionally, any gain realized on the sale of our Equity Shares held for a period of 12 months or less immediately preceding the date of transfer will be subject to short-term capital gains tax in India at the rate of 20% (plus applicable surcharge and cess), subject to STT being paid at the time of sale of such shares. Otherwise, such gains will be taxed at the applicable rates.

The Government of India recently announced the Union Budget for Financial Year 2025 (“**Budget**”). Pursuant to the Budget, the Finance (No. 2) Act, 2024 was enacted, which *inter alia* increased the rate of taxation of short-term capital gains and long-term capital gains arising from the transfer of equity shares. There is no certainty on the impact of the Finance (No. 2) Act, 2024 on tax laws or other regulations, which may adversely affect our Company’s business, financial condition, results of operations or the industry in which we operate. Investors should consult their own tax advisors about the consequences of investing or trading in the Equity Shares.

Capital gains arising from the sale of the Equity Shares will not be chargeable to tax in India in cases where relief from such taxation is provided under a treaty between India and the country of which the seller is a resident, read with the Multilateral Instrument, if and to the extent applicable, and the seller is entitled to avail benefits thereunder. Generally, Indian tax treaties do not limit India’s ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain realized upon the sale of the Equity Shares. We may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of deducting tax at source pursuant to any corporate action.

76. The requirements of being a listed company may strain our resources which may have a material adverse impact on our business, cash flows, results of operations, financial condition and prospects.

The requirements of being a listed company may strain our resources. As a listed company, we will incur significant legal, accounting, corporate governance, and other expenses that we did not incur as an unlisted company. We will be subject to the SEBI Listing Regulations which will require us to file audited annual and unaudited quarterly reports with respect to our business and financial condition. If we experience any delays, we may fail to satisfy our reporting obligations and/or we may not be able to readily determine and accordingly report any changes in our results of operations as promptly as other listed companies. Furthermore, as a listed company, we will need to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions. In order to maintain

and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, significant resources and management attention will be required. As a result, our management's attention may be diverted from our business concerns, which may adversely affect our business, prospects, financial condition and results of operations. If we fail to effectively implement sufficient disclosure controls and procedures and internal control procedures over financial reporting, we may be unable to successfully manage or accurately detect and report our future financial risks. 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 manner.

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

Upon listing of the Equity Shares, we may be subject to enhanced pre-emptive surveillance measures such as additional surveillance measures (“ASM”) and graded surveillance measures (“GSM”) by the Stock Exchanges. These measures are in place to enhance the integrity of the market and safeguard the interest of investors. ASM and GSM are imposed on securities of companies based on objective criteria, which includes market-based parameters such as significant variations in price and volume, concentration of client accounts as a percentage of combined trading volume, close to close price variation, market capitalization, average daily trading volume and its change, and average delivery percentage, among others. Securities are subject to GSM when its price is not commensurate with the financial health and fundamentals of the issuer. Specific parameters for GSM include net worth, net fixed assets, price to earnings ratio, market capitalization and price to book value, among others. Factors within and beyond our control may lead to our securities being subject to GSM or ASM.

Upon listing, the trading of our Equity Shares would be subject to differing market conditions as well as other factors which may result in high volatility in price, low trading volumes, and a large concentration of client accounts as a percentage of combined trading volume of our Equity Shares. The occurrence of any of the abovementioned factors or other circumstances may trigger any of the parameters prescribed by SEBI and the Stock Exchanges for placing our securities under the GSM and/or ASM framework or any other surveillance measures, which could result in significant restrictions on trading of our Equity Shares being imposed by SEBI and the Stock Exchanges. In the event our Equity Shares are subject to such surveillance measures implemented by any of the Stock Exchanges, we may be subject to certain additional restrictions in connection with trading of our Equity Shares such as requiring higher margin requirements, requirement of settlement on a trade for trade basis without netting off, reduction of applicable price band, requirement of settlement on gross basis, as well as mentioning of our Equity Shares on the surveillance dashboards of the Stock Exchanges, limiting trading frequency (for example, trading either allowed once in a week or a month) or freezing of price on upper side of trading which may have an adverse effect on the market price of our Equity Shares or may in general cause disruptions in the development of an active trading market for our Equity Shares.

78. Anti-takeover provisions under Indian law could prevent a third party from acquiring control of our Company.

Certain provisions under Indian law may delay, deter, or prevent a future takeover or change in control of our Company, even if such a change would result in the purchase of your Equity Shares at a premium to the market price or would otherwise be beneficial to you as a shareholder. These provisions may discourage or prevent certain types of transactions involving an actual or threatened change in control of our Company. Under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (“**SEBI Takeover Regulations**”), an “acquirer” is defined as any person who, directly or indirectly, acquires or agrees to acquire shares, voting rights, or control over a company, whether acting individually or in concert with others. Although these regulations are intended to protect the interests of investors and shareholders, they may also have the effect of discouraging or preventing a third party from attempting to take control of our Company. As a result, even if a potential takeover would offer a premium over the market price of our Equity Shares or otherwise benefit our stakeholders, such a transaction may not be pursued or completed due to the regulatory restrictions imposed by the SEBI Takeover Regulations.

SECTION III – INTRODUCTION

THE OFFER

The details of the Offer are summarised below:

Offer	Up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ 6,000.00 million
<i>The Offer consists of:</i>	
(i) Fresh Issue ^{(1)*}	Up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ 4,000.00 million
(ii) Offer for Sale ⁽²⁾	Up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ 2,000.00 million
<i>Of which</i>	
Employee Reservation Portion ⁽⁷⁾	Up to [●] Equity Shares of face value ₹ 10 each aggregating up to ₹ [●] million
Net Offer	Up to [●] Equity Shares of face value ₹ 10 each aggregating up to ₹ [●] million
<i>Net Offer comprises of:</i>	
(A) QIB Portion ⁽³⁾⁽⁴⁾	Not more than [●] Equity Shares of face value of ₹ 10 each
<i>of which</i>	
- Anchor Investor Portion	Up to [●] Equity Shares of face value of ₹ 10 each
- Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	Up to [●] Equity Shares of face value of ₹ 10 each
<i>of which</i>	
- Available for allocation to Mutual Fund Portion (5% of the Net QIB Portion)	Up to [●] Equity Shares of face value of ₹ 10 each
- Balance for Net QIBs Portion for all QIBs including Mutual Funds	Up to [●] Equity Shares of face value of ₹ 10 each
(B) Non-Institutional Portion ⁽⁵⁾⁽⁶⁾	Not less than [●] Equity Shares of face value of ₹ 10 each
<i>of which</i>	
One-third of the Non-Institutional Portion, available for allocation to Bidders with an application size between ₹0.20 million to ₹1.00 million	[●] Equity Shares of face value of ₹ 10 each
Two-thirds of the Non-Institutional Portion, available for allocation to Bidders with an application size of more than ₹1.00 million	[●] Equity Shares of face value of ₹ 10 each
(C) Retail Portion ⁽⁵⁾	Not less than [●] Equity Shares of face value of ₹ 10 each
Pre- and Post-Offer Equity Shares	
Equity Shares outstanding prior to the Offer (as on the date of this Draft Red Herring Prospectus and prior to CCPS Conversion)	58,987,400 Equity Shares of face value of ₹ 10 each
Equity Shares outstanding prior to the Offer (as on the date of this Draft Red Herring Prospectus and post conversion of CCPS)	67,810,900 Equity Shares of face value of ₹ 10 each
Equity Shares outstanding after the Offer	[●] Equity Shares of face value of ₹ 10 each**
Use of Net Proceeds by our Company	For details of the use of proceeds from the Fresh Issue, see “ <i>Objects of the Offer</i> ” on page 143. Our Company will not receive any proceeds from the Offer for Sale.

⁽¹⁾ Our Board has authorised the Offer, pursuant to a resolution dated December 23, 2025, and our Board has taken on record the participation of the Selling Shareholders in the Offer for Sale pursuant to a resolution dated December 23, 2025. Our Shareholders have authorised the Fresh Issue pursuant to a special resolution dated December 23, 2025.

⁽²⁾ The details of authorization by the Selling Shareholders approving their participation in the Offer for Sale is as set out below.

Name of the Selling Shareholder	Number of Offered Shares	Date of board resolution/ corporate authorization	Date of consent letter
Rajesh Jain	Up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹ 1,140.00 million	-	December 23, 2025
Neokraft Global Private Limited	Up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹ 400.00 million [^]	December 23, 2025	-
ZKW Group GmbH	Up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹ 460.00 million	December 22, 2025	-

Each of the Selling Shareholders, severally and not jointly, confirms that their respective portion of the Offered Shares has been held by them for a period of at least one year prior to the filing of this Draft Red Herring Prospectus in terms of Regulation 8 of the SEBI ICDR Regulations or are otherwise eligible for being offered for sale in the Offer in accordance with the provisions of the SEBI ICDR Regulations. Further, the Equity Shares arising from conversion of the CCPS held by the Promoter Group Selling Shareholder and being offered by the Promoter Group Selling Shareholder are eligible to form a part of the Offer for Sale in terms of the SEBI ICDR Regulations.

[^] As on the date of this Draft Red Herring prospectus an aggregate of 65,058 outstanding CCPS held by the Neokraft Global Private Limited will be converted into maximum of 3,252,900 Equity Shares in aggregate in accordance with Regulation 5(2) of the SEBI ICDR Regulation. The CCPS will be converted into Equity Shares, prior to the filing of the Red Herring Prospectus with the RoC.

- (3) Our Company, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. The QIB Portion will be accordingly reduced for the Equity Shares allocated to Anchor Investors. 40% shall be reserved in the following manner (i) 33.33% of the Anchor Investor Portion shall be reserved for domestic Mutual Funds; and (ii) 6.67% of the Anchor Investor Portion shall be reserved for Life Insurance Companies and Pension Funds, subject to valid Bids being received from domestic Mutual Funds, Life Insurance Companies and Pension Funds, as applicable, at or above the Anchor Investor Allocation Price. Any under-subscription in the reserved category specified in clause (ii) above, may be allocated to domestic Mutual Funds, in accordance with the SEBI ICDR Regulations. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the remaining Net QIB Portion. Further, 5% of the Net QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIBs (other than Anchor Investors) in proportion to their Bids. See **"Offer Procedure"** on page 550.
- (4) Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category, except the QIB portion would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company, the BRLMs and the Designated Stock Exchange. In the event of under-subscription in the Offer, subject to receiving minimum subscription for 90% of the Fresh Issue and compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, the Allotment for the valid Bids will be made in the first instance towards subscription for 90% of the Fresh Issue.
- (5) SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022 (to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations), has prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to ₹0.50 million, shall use the UPI Mechanism. Individual investors bidding under the Non-Institutional Portion bidding for more than ₹0.20 million and up to ₹0.50 million, using the UPI Mechanism, shall provide their UPI ID in the Bid cum Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- (6) Allocation to Bidders in all categories, except Anchor Investors, if any, Non-Institutional Investors and Retail Individual Investors, shall be made on a proportionate basis subject to valid Bids received at or above the Offer Price. The allocation to each Non-Institutional Investors and Retail Individual Investor shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Non-Institutional Investors and Retail Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. For further details, see **"Offer Procedure"** on page 550. The Equity Shares available for allocation to Non-Institutional Investors under the Non-Institutional Portion, shall be subject to the following: not less than 15% of the Offer shall be available for allocation to Non-Institutional Investors of which one-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million and two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 1.00 million and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion. The allocation to each Non-Institutional Investor shall not be less than the minimum application size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the SEBI ICDR Regulations. Allocation to Anchor Investors shall be on a

discretionary basis, in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations.

- (7) The Employee Reservation Portion shall not exceed 5% of the post-Offer paid up Equity Share capital and the value of Allotment to any Eligible Employee shall not exceed ₹ 0.20 million (net of Employee Discount, if any). Provided that, in the event of an under-subscription in the Employee Reservation Portion post the initial Allotment, such unsubscribed portion may be allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹ 0.20 million (net of Employee Discount, if any), subject to the total Allotment to an Eligible Employee not exceeding ₹ 0.50 million (net of Employee Discount, if any). Eligible Employees bidding in the Employee Reservation Portion must ensure that the maximum Bid Amount does not exceed ₹ 0.50 million (net of Employee Discount, if any). For further details, see “**Offer Procedure**” and “**Offer Structure**” on pages 550 and 545, respectively.
- * Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of Specified Securities, as may be permitted under the applicable law, aggregating up to ₹ 750.00 million, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20.00% of the size of the Fresh Issue. The utilisation of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the Objects in compliance with applicable law. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or that the Offer may be successful and will result in the listing of the Equity Shares on the Stock Exchanges. Our Company shall report any Pre-IPO Placement to the Stock Exchanges within 24 hours of such Pre-IPO Placement (in part or in entirety). Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.
- ** Subject to finalisation of Basis of Allotment.

Allocation to Anchor Investors shall be on a discretionary basis in accordance with the SEBI ICDR Regulations. The allocation to each RII and NII shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the Non-Institutional Portion, respectively, and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the conditions specified in the SEBI ICDR Regulations. For details, including in relation to grounds for rejection of Bids, see “**Offer Structure**” and “**Offer Procedure**” on pages 545 and 550 respectively. For details of the terms of the Offer, please refer to the section titled “**Terms of the Offer**” on page 537.

SUMMARY OF RESTATED FINANCIAL INFORMATION

The following tables set out the summary of restated financial information derived from the Restated Financial Information. The summary of restated financial information presented below should be read in conjunction with “*Restated Financial Information*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 417 and 476, respectively.

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RESTATED STATEMENTS OF ASSETS AND LIABILITIES
(in ₹ million, except otherwise specified)

Particulars	Three months period ended June 30, 2025	Financial Year ended March 31, 2025	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023
Assets				
Non-current assets				
Property, plant and equipment	1,596.15	1,585.74	1,317.13	1,150.53
Capital work-in-progress	26.07	34.49	10.09	-
Right-of-use assets	53.49	53.52	50.10	31.09
Intangible assets	3.73	3.81	4.55	8.44
Financial Assets				
(i) Investments	-	-	0.04	0.03
(ii) Loans	4.19	2.16	1.76	2.67
(iii) Other financial assets	26.65	22.86	14.67	16.04
Other non-current assets	190.54	58.72	97.05	16.40
Total non-current assets	1,900.82	1,761.30	1,495.39	1,225.20
Current assets				
Inventories	647.74	611.85	419.61	440.52
Financial Assets				
(i) Investments	154.67	53.21	-	-
(ii) Trade receivables	916.65	989.28	852.54	968.49
(iii) Cash and cash equivalents	192.24	282.58	382.88	276.98
(iv) Bank balances other than (iii) above	100.40	98.96	13.10	4.96
(v) Loans	4.74	6.38	7.00	50.06
(vi) Other financial assets	19.82	18.51	31.99	20.20
Other current assets	450.37	353.40	238.43	156.97
Total current assets	2,486.63	2,414.17	1,945.55	1,918.18
Total assets	4,387.45	4,175.47	3,440.94	3,143.38
Equity and Liabilities				
Equity				
Equity share capital	117.97	117.97	117.97	117.97
Instruments entirely equity in nature (CCPS)	17.65	17.65	17.65	17.65
Other equity	1,899.86	1,683.45	1,161.66	971.26
Total equity	2,035.48	1,819.07	1,297.28	1,106.88
Liabilities				
Non-current liabilities				
Financial Liabilities				
(i) Borrowings	516.51	506.77	523.41	515.36
(ii) Lease liabilities	29.88	27.45	36.96	16.91
Provisions	64.76	46.20	32.41	28.60
Deferred tax liabilities (net)	67.25	59.50	62.39	59.86
Total non-current liabilities	678.40	639.92	655.17	620.73
Current liabilities				
Financial Liabilities				

Particulars	Three months period ended June 30, 2025	Financial Year ended March 31, 2025	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023
(i) Borrowings	367.96	462.84	403.45	612.58
(ii) Lease liabilities	16.23	18.97	14.78	15.38
(iii) Trade payables				
-Total outstanding dues of micro and small enterprises	135.05	104.67	43.44	249.12
-Total outstanding dues of creditors other than micro and small enterprises	449.73	416.51	630.59	413.77
(iv) Other financial liabilities	109.36	119.10	81.75	64.18
Provisions	13.60	20.56	11.44	13.70
Other current liabilities	506.55	544.38	294.95	44.02
Current tax liabilities (net)	75.09	29.45	8.09	3.02
Total Current liabilities	1,673.57	1,716.48	1,488.49	1,415.77
Total liabilities	2,351.97	2,356.40	2,143.66	2,036.50
Total equity and liabilities	4,387.45	4,175.47	3,440.94	3,143.38

RESTATED STATEMENT OF PROFIT AND LOSS

(in ₹ million, except otherwise specified)

Particulars	For Three months period ended June 30, 2025	For Financial Year ended March 31, 2025	For Financial Year ended March 31, 2024	For Financial Year ended March 31, 2023
INCOME				
Revenue from operations	1,248.55	5,120.75	4,029.87	4,053.80
Other income	5.77	17.15	5.88	8.73
TOTAL INCOME	1,254.32	5,137.90	4,035.75	4,062.53
EXPENSES				
Cost of raw materials and components consumed	492.90	2,372.79	2,139.12	2,241.30
Purchase of stock in trade	4.88	369.26	43.00	17.18
Change in inventory of finished goods, work in progress and stock in trade	(54.22)	(139.50)	26.67	261.25
Employee benefits expense	237.10	728.47	610.62	457.86
Finance costs	14.53	75.16	92.71	82.56
Depreciation and amortization expenses	50.63	183.92	154.83	131.58
Other expenses	199.46	825.14	705.66	660.67
TOTAL EXPENSES	945.27	4,415.23	3,772.60	3,852.40
Profit before tax	309.05	722.67	263.15	210.13
Tax expense:				
Current tax	78.69	197.27	70.11	60.24
Deferred tax liability/(assets)	7.75	(2.89)	2.54	(7.24)
(Excess)/short tax provision for earlier years	-	0.05	(0.05)	1.27
Total tax expense	86.44	194.43	72.60	54.28
Profit after tax for the period/year from continuing operations	222.61	528.24	190.54	155.85
Other comprehensive income/(loss):				
Items that will not be reclassified subsequently to statement of profit and loss:				
Defined benefit plan remeasurements	(8.24)	(8.72)	(0.19)	(0.86)
Income tax relating to items that will not be reclassified to profit or loss	2.04	2.27	0.05	0.24
	(6.20)	(6.45)	(0.14)	(0.61)
Items that will be reclassified subsequently to the statement of profit and loss	-	-	-	-

Particulars	For Three months period ended June 30, 2025	For Financial Year ended March 31, 2025	For Financial Year ended March 31, 2024	For Financial Year ended March 31, 2023
Other comprehensive income for the period/year (net of tax)	(6.20)	(6.45)	(0.14)	(0.61)
Total comprehensive income for the period/year (net of tax)	216.41	521.79	190.41	155.24
Basic earnings per equity share (Nominal value Rs 10 per share)	3.77	8.96	3.23	2.64
Diluted earnings per equity share (Nominal value Rs 10 per share)	3.28	7.79	2.81	2.30

RESTATED STATEMENT OF CASH FLOWS
(in ₹ million, except otherwise specified)

Particulars	For Three months period ended June 30, 2025	For Financial Year ended March 31, 2025	For Financial Year ended March 31, 2024	For Financial Year ended March 31, 2023
Cash flows from operating activities				
Profit before tax	309.05	722.67	263.15	210.13
Adjustments for:				
Depreciation and amortization expenses	50.63	183.92	154.83	131.58
Unrealised foreign exchange loss	4.57	11.26	7.42	19.72
Impairment allowance for doubtful debts	1.00	4.05	8.33	0.39
Provision for warranties	1.21	5.02	-	0.42
Loss/(profit) on disposal of property, plant and equipment	(0.78)	0.25	(0.07)	(1.13)
Finance costs	14.53	75.16	92.71	82.56
Interest income	(2.81)	(13.04)	(3.66)	(7.49)
Bad debts written off	0.26	3.97	0.01	0.16
Gain on derecognition of right of use assets and lease liabilities on account of termination and modification of leases	(0.73)	(0.41)	(0.98)	-
Net (gain)/loss on fair valuation of investments carried at fair value through profit & loss	(1.45)	(3.18)	(0.01)	0.00
Capital advances written off	-	-	-	4.05
Operating profit before working capital changes	375.49	989.67	521.73	440.39
Adjustment for changes in working capital:				
(Increase)/decrease in loans (non-current)	(2.03)	(0.40)	0.91	30.48
(Increase)/decrease in other financial assets (non-current)	(5.32)	(2.40)	1.37	(1.89)
(Increase)/decrease in inventories	(35.89)	(192.24)	20.91	239.76
(Increase)/decrease in trade receivables	72.28	(147.04)	107.61	2.33
(Increase)/decrease in loans (current)	1.64	0.62	43.06	(16.15)
(Increase)/decrease in other current assets	(96.97)	(114.97)	(81.46)	338.36
(Increase)/decrease in other financial assets (current)	0.49	16.34	(11.87)	1.85
Increase in provisions (non-current)	10.32	5.07	3.62	3.24
(Decrease)/increase in trade payables	63.61	(154.30)	7.80	86.75
(Decrease)/increase in other financial liabilities (current)	27.84	(21.87)	27.90	0.01
(Decrease)/increase in provisions (current)	(8.17)	4.10	(2.26)	0.56
(Decrease)/increase in other current liabilities	(37.83)	249.43	250.93	(567.16)
Cash generated from operating activities	365.45	632.02	890.25	558.53
Tax paid	(31.01)	(174.32)	(64.94)	(73.73)

Particulars	For Three months period ended June 30, 2025	For Financial Year ended March 31, 2025	For Financial Year ended March 31, 2024	For Financial Year ended March 31, 2023
Net cash generated from operating activities	334.44	457.70	825.31	484.80
Cash flows from investing activities				
Payments for purchase of property, plant and equipment, intangible assets, capital work in progress and adjustment for capital advances)	(215.89)	(359.53)	(404.38)	(231.69)
Initial direct cost on leases capitalized under right-of-use assets	-	(10.37)	(0.63)	-
Proceed from sale of property, plant and equipment	1.80	2.12	7.71	2.54
Margin money deposit with original maturity of less than three months	(0.08)	4.04	(7.05)	5.21
Fixed deposits made with banks with original maturity of more than three months but less than twelve months	(1.36)	(89.90)	(1.09)	(0.01)
Fixed deposits made with banks with original maturity of more than twelve months	0.01	(5.44)	-	-
Investment in mutual funds-quoted	(100.00)	(50.00)	-	-
Interest received	0.89	10.52	3.74	7.54
Net cash (used) in investing activities	(314.63)	(498.56)	(401.70)	(216.41)
Cash flows from financing activities				
Proceeds/(repayment) from long-term borrowings (net)	(0.47)	18.96	51.24	18.87
Proceeds/(repayment) of short-term borrowings (net)	(90.16)	16.26	(256.41)	51.41
Payment of lease liabilities (including interest)	(4.74)	(21.70)	(22.67)	(17.48)
Finance costs	(14.78)	(72.98)	(89.85)	(76.48)
Net cash (used) in financing activities	(110.15)	(59.46)	(317.70)	(23.68)
Net increase in cash and cash equivalents	(90.34)	(100.30)	105.90	244.71
Cash and cash equivalents at beginning of the period/year	282.58	382.88	276.98	32.27
Cash and cash equivalents at end of the period/year	192.24	282.58	382.88	276.98
Components of cash and cash equivalents				
Balances with banks in current account	91.89	80.53	172.14	155.92
Cash on hand	0.35	1.03	0.74	1.06

Particulars	For Three months period ended June 30, 2025	For Financial Year ended March 31, 2025	For Financial Year ended March 31, 2024	For Financial Year ended March 31, 2023
Fixed deposits with banks with original maturity of less than three months	100.00	201.02	210.00	120.00
Total cash and cash equivalents	192.24	282.58	382.88	276.98

GENERAL INFORMATION

Our Company was originally incorporated as “*Praplasin Industries Private Limited*” as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated October 20, 1992, issued by RoC. The name of our Company was changed to “*Neolite Industries Private Limited*” pursuant to a Board resolution dated April 15, 2001 and a resolution passed in the extra ordinary general meeting of the Shareholders held on July 31, 2001, and consequently a fresh certificate of incorporation dated August 24, 2001, was issued by the RoC. Subsequently, our Company’s name was changed to “*Neolite ZKW Lightings Private Limited*”, pursuant to a Board resolution dated January 10, 2008, and a resolution passed in the extra ordinary general meeting of the Shareholders held on March 24, 2008, and consequently a fresh certificate of incorporation dated April 8, 2008, was issued by the RoC. Subsequently, pursuant to a Board resolution dated November 21, 2025 and a resolution passed in the extra ordinary general meeting of the Shareholders held on November 28, 2025, the name of our Company was changed from “*Neolite ZKW Lightings Private Limited*” to “*Neolite ZKW Lightings Limited*” and a fresh certificate of incorporation dated December 5, 2025, , consequent to the conversion from private to public company was issued by the Registrar of Companies, Central Processing Centre.

Registered Office of our Company

Neolite ZKW Lightings Limited

N-13, 2nd Floor,
South Extension Part 1,
New Delhi - 110049, India

For details of change in the registered office of our Company, see “*History and Certain Corporate Matters – Changes in Registered Office*” on page 379.

Corporate Office of our Company

Plot No.36, Sector-4B,
HSIIDC Industrial Estate,
Bahadurgarh, Jhajjar,
Haryana - 124507, India

Corporate Identity Number: U74899DL1992PLC050702

Company Registration Number: 050702

Address of the Registrar of Companies

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

Registrar of Companies, National Capital Territory of Delhi and Haryana, at New Delhi

4th Floor, IFCI Tower,
61, Nehru Place,
New Delhi – 110 019,
Delhi, India

Board of Directors

The following table sets out the details regarding our Board as on the date of filing of this Draft Red Herring Prospectus:

Name	Designation	DIN	Address
Rajesh Jain	Chairman and Managing Director	01481291	No. 4, 3rd Avenue Bandh Road, Chandanhola, Chattarpur, South Delhi, Delhi -110074

Name	Designation	DIN	Address
Vaishali Jain	Non-Executive Director	01481308	No. 4, 3rd Avenue Bandh Road, Chandanhola, Chattarpur, South Delhi, Delhi -110074
Won Yong Hwang	Non-Executive Nominee Director*	11294958	Donau-City - Straße 12/2/103, 1220, Vienna (District Code 90001), Austria
Rakesh Sarin	Independent Director	02082150	A-184, The Pinnacle, DLF Phase - 5, Opposite DLF Golf Course, Galleria DLF-IV, Gurgaon, Haryana – 122009
Preeti Bahl	Independent Director	00031686	B-1/15, third floor, Safdarjung Enclave, South West Delhi, Delhi – 110029
Jayanta Kumar Pradhan	Independent Director	07544323	Flat no. J201, Mahindra Aura Apartments, New Palam Vihar, Sector 110A, Choma (62), Gurgaon, Haryana - 122017

*Nominee Director of ZKW Group GmbH

For further details, see “*Our Management – Brief profiles of our Directors*” on page 388.

Company Secretary and Compliance Officer

Brajesh Kumar Tiwary is the Company Secretary and Compliance Officer of our Company. His contact details are set forth below:

Brajesh Kumar Tiwary

N-13, 2nd Floor,
South Extension Part 1,
New Delhi - 110049, India
Telephone: + 91 11 4502 8224
E-mail: ipo@neolitezkw.com

Statutory Auditors of our Company

V Sachdeva & Associates

302, Vikram Towers,
Rajendra Place, New Delhi,
Delhi -110008
Telephone: +91 9811047718
Contact Person: V. Sachdeva
Email: vsa@vsachdeva.com
Firm Registration Number: 004417N
Peer Review Number: 017073

Change in Statutory Auditors

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

Investor Grievances

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

All Offer related grievances, other than that of Anchor Investors, may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The

Bidder should give full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, PAN, date of submission of the Bid cum Application Form, address of the Bidder, number of Equity Shares applied for, the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder and ASBA Account number (for Bidders other than UPI Bidders) in which the amount equivalent to the Bid Amount was blocked or the UPI ID in case of UPI Bidders.

Further, the Bidder 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 Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer. The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

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

Book Running Lead Managers

Anand Rathi Advisors Limited

11th Floor, Times Tower

Kamala City, Senapati Bapat Marg,

Lower Parel, Mumbai 400 013

Maharashtra, India

Tel.: +91 22 4047 7000

E-mail: neolite.ipo@rathi.com

Investor Grievance E-mail: grievance.ecm@rathi.com

Contact Person: P. Balraj / Sailesh Jalan

Website: www.anandrathiib.com

SEBI Registration Number: INM000010478

Systematix Corporate Services Limited

The Capital, A Wing, No. 603-606, 6th Floor,

Plot No. C-70, G Block, Bandra Kurla Complex,

Bandra (East), Mumbai – 400 051,

Maharashtra, India

Tel.: +91 22 6704 8000

E-mail: neolite.ipo@systematixgroup.in

Investor Grievance E-mail: investor@systematixgroup.in

Contact Person: Hanishi Shah / Mohit Ladkani

Website: www.systematixgroup.in

SEBI Registration Number: INM000004224

Statement of inter-se allocation of responsibilities of Book Running Lead Managers

The following table sets forth the inter se allocation of responsibilities for various activities amongst the BRLMs:

Sl. No.	Activities	Responsibility	Coordination
1.	Capital structuring, positioning strategy and due diligence of the Company including its operations/management/business plans/legal etc. Drafting and design of the Draft Red Herring Prospectus, the Red Herring Prospectus, this Prospectus, abridged prospectus and of statutory advertisements including a memorandum containing salient features of the Prospectus. The Book Running Lead Managers shall ensure compliance with the SEBI ICDR Regulations and stipulated requirements and completion of prescribed formalities with the Stock Exchanges,	BRLMs	ARAL

Sl. No.	Activities	Responsibility	Coordination
	RoC and SEBI including finalisation of Prospectus and RoC filing including uploading of documents on Document Repository Platform.		
2.	Drafting and approval of all statutory advertisement including Audio & visual presentation.	BRLMs	ARAL
3.	Appointment of Intermediaries - Registrar to the Issue, Printer, Banker(s) to the Issue, Monitoring Agency, Syndicate Members, Sponsor Bank, Advertising Agency and other intermediaries including coordination of all agreements to be entered into with such Intermediaries.	BRLMs	ARAL
4.	Drafting and approval of all publicity material other than statutory advertisement as mentioned above in point 2, including corporate advertising, brochure, etc. and filing of media compliance report with SEBI.	BRLMs	SCSL
5.	Preparation of road show presentation and frequently asked questions for the road show meetings.	BRLMs	SCSL
6.	International institutional marketing of the Issue, which will cover, <i>inter alia</i> : • International Institutional marketing strategy • Finalizing the list and division of international investors for one-to-one meetings • Finalizing international road show and investor meeting schedules	BRLMs	SCSL
7.	Domestic institutional marketing of the Issue, which will cover, <i>inter alia</i> : • Domestic Institutional marketing strategy • Finalizing the list and division of domestic investors for one-to-one meetings • Finalizing domestic road show and investor meeting schedules	BRLMs	ARAL
8.	Conduct Non-institutional marketing of the Issue, which will cover, <i>inter alia</i> : • Formulating marketing strategies for Non-institutional investors • Finalising media, marketing, public relations strategy and publicity budget; • Finalising brokerage, collection centers; and • Follow-up on distribution of publicity and Offer material including form, RHP/Prospectus and deciding on the quantum of the Offer material.	BRLMs	ARAL
9.	Conduct retail marketing of the Offer, which will cover, <i>inter-alia</i> : • Finalising media, marketing, public relations strategy and publicity budget • Finalising brokerage, collection centres • Finalising commission structure • Finalising centres for holding conferences etc. Follow-up on distribution of publicity and Offer material including form, RHP/ Prospectus and deciding on the quantum of the Offer material.	BRLMs	SCSL
10.	Managing anchor book related activities and Managing the book and finalization of pricing in consultation with the Company and submission of letters to regulators post completion of anchor allocation.	BRLMs	ARAL
11.	Co-ordination with Stock Exchanges for filing Book Building software letters, bidding terminals, anchor coordination anchor CAN, intimation of anchor allocation and mock trading.	BRLMs	SCSL

Sl. No.	Activities	Responsibility	Coordination
12.	Post bidding activities including management of escrow accounts, coordinate non-institutional allocation, coordination with Registrar, SCSBs and Banks, intimation of allocation and dispatch of refund to Bidders, etc. Post- Offer activities, which shall involve essential follow-up steps including allocation to Anchor Investors, follow-up with Bankers to the Offer and SCSBs to get quick estimates of collection and advising the Issuer about the closure of the Issue, based on correct figures, finalisation of the basis of allotment or weeding out of multiple applications, listing of instruments, coordination with RTA for investor complaints related to the Offer, dispatch of certificates or demat credit and refunds and coordination with various agencies connected with the post- Offer activity such as Registrar to the Offer, Bankers to the Issue, SCSBs including responsibility for underwriting arrangements, as applicable. Co-ordination with SEBI and Stock Exchanges submission of all post offer reports including initial and final post Offer report to SEBI.	BRLMs	SCSL

Legal Counsel to our Company as to India Law

Dentons Link Legal

5, Link Road, Block M,

Jangpura Extension

New Delhi -110014, India

Email ID: ecm.india@dentonslinklegal.com

Registrar to the Offer

KFin Technologies Limited

301, the Centrium 3rd Floor,

57, Lal Bahadur Shastri Road,

Nav Pada, Kural West,

Mumbai-400070

Maharashtra, India

Telephone: +91 22 4962 0337

E-mail: neolite.ipo@kfintech.com

Investor Grievance E-mail: einward.ris@kfintech.com

Contact Person: M. Murali Krishna

Website: www.kfintech.com

SEBI Registration Number: INR000000221

Bankers to the Offer

Escrow Collection Bank(s)

[•]

Refund Bank(s)

[•]

Public Offer Account Bank(s)

[•]

Sponsor Bank(s)

[•]

Syndicate Members

[•]

Banker(s)/Lender(s) to our Company

HDFC BANK LIMITED

HDFC Bank House,
Senapati Bapat Marg,
Lower Parel, W Mumbai,
Maharashtra 400013, India
Telephone: +91 9643312790
E-mail: mayank.sharma43@hdfcbank.com
Contact Person: Mayank Sharma
Website: www.hdfcbank.com

YES BANK LIMITED

Yes Bank House,
Off Western Express Highway,
Santacruz East, Mumbai
Maharashtra 400055, India
Telephone: +91 22-50795174
E-mail: yestouch@yes.bank.in
Contact Person: Yes Bank
Website: yes.bank.in

Designated Intermediaries

Self-Certified Syndicate Banks

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

Self-Certified Syndicate Banks and mobile applications enabled for UPI Mechanism

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

Self-Certified Syndicate Bank Branches

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

Registered Brokers

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

Stock Exchanges at www.bseindia.com and www.nseindia.com, as updated from time to time.

Registrar and Share Transfer Agents

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at www.bseindia.com/Static/PublicIssues/RtaDp.aspx and www.nseindia.com/products/content/equities/ipos/asba_procedures.htm respectively, as updated from time to time and on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=10, as updated from time to time.

Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as their name and contact details, is provided on the websites of the Stock Exchanges at www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx? and www.nseindia.com/products-services/initial-public-offerings-asba-procedures, respectively, or any such other websites as updated from time to time.

Credit Rating

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

IPO Grading

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

Debenture Trustees

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

Monitoring Agency

Our Company will appoint a monitoring agency to monitor utilization of the Net Proceeds, in compliance with Regulation 41 of SEBI ICDR Regulations, prior to filing of the Red Herring Prospectus with the RoC. For further details, see “*Objects of the Offer*” on page 143.

Appraising Entity

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

Green Shoe Option

No green shoe option is contemplated under the Offer.

Experts

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

Our Company has received written consent dated December 23, 2025 from V Sachdeva & Associates, Chartered Accountants to include their name as required under section 26(5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an “expert” as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report, dated December 23, 2025 on our Restated Financial Information and (ii) their report dated December 23, 2025 on the Statement of Special Tax Benefits in this Draft Red Herring Prospectus, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has received written consent dated December 28, 2025, from MRM & Company, Chartered

Accountants, to include their name as required under Section 26 of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an “expert” as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as the Independent Chartered Accountant, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under Securities Act.

Our Company has received written consent dated December 27, 2025, from Novetek Consultants Private Limited, Independent Chartered Engineer, (membership number: M-1373778) to include their name as required under section 26 of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an “expert” as defined under section 2(38) of the Companies Act, to the extent and in their capacity as independent chartered engineer in respect of their certificate dated December 27, 2025 on our Company’s manufacturing capacity and its utilization at our manufacturing units.

Our Company has also received written consent dated December 28, 2025, from RAA & Associates LLP, Practicing Company Secretary (“PCS”), to include their name as required under section 26 of the Companies Act read with the SEBI ICDR Regulations in this Draft Red Herring Prospectus and as an “expert” as defined under Section 2(38) of the Companies Act, to the extent and in their capacity as secretarial expert in respect of their PCS search report dated December 28, 2025 and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has also received written consent dated December 28, 2025, from Goldrush Capital Services Private Limited, (“DPR Agency”), to include their name as required under section 26 of the Companies Act read with the SEBI ICDR Regulations in this Draft Red Herring Prospectus and as an “expert” as defined under Section 2(38) of the Companies Act, to the extent and in their capacity as secretarial expert in respect of their detailed project report dated December 28, 2025 and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

The aforementioned consents have not been withdrawn as on the date of this Draft Red Herring Prospectus.

Filing of this Draft Red Herring Prospectus

A copy of this Draft Red Herring Prospectus will be filed electronically on the SEBI’s online intermediary portal at <https://siportal.sebi.gov.in>, as specified in Regulation 25(8) of SEBI ICDR Regulations and pursuant to the SEBI ICDR Master Circular and at cfddil@sebi.gov.in, in accordance with the instructions issued by the SEBI on March 27, 2020, in relation to “Easing of Operational Procedure –Division of Issues and Listing –CFD”. This Draft Red Herring Prospectus will also be filed with SEBI at the following address:

Securities and Exchange Board of India

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

Filing of the Red Herring Prospectus and Prospectus

A copy of the Red Herring Prospectus, along with the material contracts and documents required to be filed under Section 32 of the Companies Act, 2013 would be filed with the RoC and a copy of the Prospectus to be filed under Section 26 of the Companies Act, 2013 would be filed with the RoC at its office, and through the electronic portal at www.mca.gov.in/mcafoportal/loginvalidateuser.do.

Book Building Process

The Book Building Process, in the context of the Offer, refers to the process of collection of Bids from Bidders on the basis of the Red Herring Prospectus, the Bid cum Application Forms and the Revision Forms within the Price Band and the minimum Bid Lot. The Price Band and the minimum Bid lot will be decided by our Company, in consultation with the BRLMs, and if not disclosed in the Red Herring Prospectus, will be advertised in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper, Hindi also being the regional language of Delhi, where our Registered Office is located), at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock

Exchanges for the purposes of uploading on their respective websites. The Offer Price shall be determined by our Company pursuant to the Book Building Process, in consultation with the BRLMs, after the Bid/Offer Closing Date, in accordance with applicable law. See **“Offer Procedure”** on page 550.

All Bidders, other than Anchor Investors, shall only participate in this Offer mandatorily through the ASBA process by providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs. In addition to this, the RIIs, NIIs may participate through the ASBA process, either by (i) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs; or (ii) using the UPI Mechanism. Anchor Investors are not permitted to participate in the Offer through the ASBA process. Pursuant to SEBI ICDR Master Circular, all individual bidders in initial public offerings whose application sizes are up to ₹0.50 million shall use the UPI Mechanism.

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Investors (subject to the Bid Amount being up to ₹ 0.20 million) can revise their Bids during the Bid/Offer Period and can withdraw their Bids on or before the Bid/Offer Closing Date. Further, Anchor Investors cannot withdraw Bids after the Anchor Investor Bid/ Offer Period. Further, allocation to QIBs in the Net QIB Portion will be on a proportionate basis while allocation to Anchor Investors in the Anchor Investor Portion will be on a discretionary basis. Additionally, allotment to each Non-Institutional Investor shall not be less than the minimum application size, subject to the availability of Equity Shares in the Non -Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis.

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

For further details on method and process of Bidding, see **“Terms of the Offer”**, **“Offer Structure”** and **“Offer Procedure”** on pages 537, 545 and 550, respectively.

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

Bidders should note the Offer is also subject to (i) filing of the Prospectus by our Company with the RoC and receipt of final approval of the RoC; (ii) obtaining final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment within three Working Days of the Bid/Offer Closing date or such other time period as prescribed under applicable law. For further details, see **“Terms of the Offer”** and **“Offer Procedure”** on pages 537 and 550, respectively.

Our Company will comply with the SEBI ICDR Regulations and any other directions issued by SEBI in relation to this Offer. Each of the Selling Shareholders have, severally not jointly, confirmed that they will comply with the SEBI ICDR Regulations and any other directions issued by SEBI, as applicable to the respective Selling Shareholders, in relation to the Offered Shares. In this regard, our Company and the Selling Shareholders have appointed the BRLMs to manage this Offer and procure Bids for this Offer.

Illustration of Book Building Process and Price Discovery Process

For an illustration of the Book Building Process and the price discovery process, see **“Offer Procedure”** on page 550.

Underwriting Agreement

After the determination of the Offer Price and allocation of Equity Shares but prior to the filing of the Prospectus with the RoC, our Company and the Selling Shareholders intend to enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Offer. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters will be several and will be subject to certain conditions to closing, as specified therein.

The Underwriting Agreement is dated [●]. The Underwriters have indicated their intention to underwrite the

following number of Equity Shares:

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

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

The above-mentioned underwriting commitments/ amounts are provided for indicative purposes only and would be finalized after determination of the Offer Price and Basis of Allotment and will be subject to the provisions of the SEBI ICDR Regulations.

In the opinion of our Board of Directors (based on representations made to our Company by the Underwriters), the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered with SEBI under section 12(1) of the SEBI Act or registered as merchant bankers with SEBI or registered as brokers with the Stock Exchange(s). Our Board of Directors/IPO Committee, at its meeting held on [●], has accepted and entered into the Underwriting Agreement mentioned above on behalf of our Company. Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitments set forth in the table above.

Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to the Equity Shares allocated to investors procured by them in accordance with the Underwriting Agreement. The extent of underwriting obligations and the Bids to be underwritten by each BRLMs shall be as per the Underwriting Agreement. In the event of any default in payment, the respective Underwriter, in addition to other obligations defined in the Underwriting Agreement, will also be required to procure purchasers for or purchase the Equity Shares to the extent of the defaulted amount in accordance with the Underwriting Agreement.

Subject to applicable laws and pursuant to the terms of the Underwriting Agreement, the BRLMs will be responsible for bringing in the amount devolved in the event that the Syndicate Members do not fulfil their underwriting obligations.

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

CAPITAL STRUCTURE

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

(In ₹ except share data)			
Sl. No.	Particulars	Aggregate nominal value	Aggregate value at Offer Price*
A.	AUTHORIZED SHARE CAPITAL⁽¹⁾		
	100,000,000 Equity Shares of face value of ₹ 10 each	1,000,000,000	-
	1,000,000 CCPS of face value of ₹ 100 each	100,000,000	-
	Total	1,100,000,000	
B.	ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER (PRIOR TO CONVERSION OF CCPS)		
	58,987,400 Equity Shares of face value of ₹ 10 each^	589,874,000	[●]
	176,470 CCPS of face value of ₹ 100 each^	17,647,000	[●]
C.	ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER (UPON THE CONVERSION OF CCPS)		
	67,810,900 Equity Shares of face value of ₹ 10 each^	678,109,000	[●]
D.	PRESENT OFFER IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS		
	Offer of up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹ 6,000.00 million ⁽²⁾⁽³⁾	[●]	[●]
	<i>of which</i>		
	Fresh Issue of up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ 4,000.00 million ⁽⁴⁾	[●]	[●]
	Offer for Sale of up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ 2,000.00 million ⁽³⁾	[●]	[●]
	<i>Which includes:</i>		
	Employee Reservation Portion of up to [●] equity shares of face value of ₹ 10 each aggregating up to [●] million ⁽⁵⁾		
	Net Offer of up to [●] equity shares of face value of ₹ 10 each aggregating up to [●]		
D.	ISSUED, SUBSCRIBED AND PAID-UP CAPITAL AFTER THE OFFER*		
	[●] Equity Shares of face value of ₹ 10 each	[●]	-
E.	SECURITIES PREMIUM ACCOUNT		
	Before the Offer		Nil
	After the Offer*		[●]

- * To be updated upon finalization of the Offer Price and subject to finalisation of Basis of Allotment.
- ^ As on date of this Draft Red Herring Prospectus, Neokraft Global Private Limited and our Promoter, Pramod Plastic Industries Private Limited hold 176,470 CCPS in aggregate, which may be converted to a maximum of 8,823,500 Equity Shares, prior to filing of the Red Herring Prospectus with the RoC.
- (1) For details in relation to changes in the authorized share capital of our Company during the 10 years immediately preceding the date of this Draft Red Herring Prospectus, see “**History and Certain Corporate Matters – Amendments to the Memorandum of Association**” on page 380.
- (2) The Offer has been authorized by our Board pursuant to its resolution dated December 23, 2025. Our Shareholders have authorised the Fresh Issue pursuant to the special resolution dated December 23, 2025. Further, our Board has taken on record the approval for the Offer for Sale by the Selling Shareholders pursuant to its resolution dated December 23, 2025.
- (3) Each of the Selling Shareholders, severally and not jointly, confirms that its respective portion of the Offered Shares have been held by it for a period of at least one year prior to the filing of this Draft Red Herring Prospectus with SEBI in accordance with Regulation 8 of the SEBI ICDR Regulations and are eligible for being offered for sale in the Offer. Further, the Equity Shares arising from conversion of the CCPS held by the Promoter Group Selling Shareholder and being offered by the Promoter Group Selling Shareholder are eligible to form a part of the Offer for Sale in terms of the SEBI ICDR Regulations. For details of the authorization of each of the Selling Shareholders in relation to their respective Offered Shares, see “**Other Regulatory and Statutory Disclosures – Authority for the Offer**” on page 522.
- As on the date of this Draft Red Herring prospectus an aggregate of 65,058 outstanding CCPS held by the Neokraft Global Private Limited will be converted into maximum of 3,252,900 Equity Shares in aggregate in accordance with Regulation 5(2) of the SEBI ICDR Regulation. The CCPS will be converted into Equity Shares, prior to the filing of the Red Herring Prospectus with the RoC.
- (4) Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of Specified Securities, as may be permitted under the applicable law, aggregating up to ₹ 750.00 million, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our

Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20.00% of the size of the Fresh Issue. The utilisation of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the Objects in compliance with applicable law. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or that the Offer may be successful and will result in the listing of the Equity Shares on the Stock Exchanges. Our Company shall report any Pre-IPO Placement to the Stock Exchanges within 24 hours of such Pre-IPO Placement (in part or in entirety). Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.

- (5) The Employee Reservation Portion shall not exceed 5% of the post-Offer paid up equity share capital and the value of Allotment to any Eligible Employee shall not exceed ₹0.20 million (net of Employee Discount, if any). Provided that, in the event of an under-subscription in the Employee Reservation Portion post the initial Allotment, such unsubscribed portion may be allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹ [●] million (net of Employee Discount, if any), subject to the total Allotment to an Eligible Employee not exceeding ₹ 0.50 million (net of Employee Discount, if any). Eligible Employees bidding in the Employee Reservation Portion must ensure that the maximum Bid Amount does not exceed ₹ 0.20 million (net of Employee Discount, if any). The unsubscribed portion if any, in the Employee Reservation Portion shall be added back to the Net Offer. In case of under-subscription in the Net Offer, spill-over to the extent of such under-subscription shall be permitted from the Employee Reservation Portion. Further, our Company, in consultation with the Book Running Lead Managers, may offer a discount of up to [●]% to the Offer Price (equivalent of ₹ [●] per Equity Share) to Eligible Employees, which shall be announced at least two Working Days prior to the Bid /Offer Opening Date. For further details, see “**Offer Procedure**” and “**Offer Structure**” on pages 550 and 545, respectively.

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Notes to Capital Structure

1. Share capital history of our Company

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

(a) History of Equity Share capital of our Company:

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

Date of allotment	Details of allottees		Number of equity shares allotted /(cancelled)	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of allotment	Reason/Nature of consideration	Cumulative number of equity shares	Cumulative paid-up equity share capital (₹)
	Name of allottee(s)	No. of Equity Shares allotted to each allottee							
October 20, 1992*	Rajesh Jain	10	20	100	100.00	Initial Subscription to Memorandum of Association	Cash	20	2,000
	Pramod Chand Jain	10							
November 18, 2002	Rajesh Jain	14,990	14,990	100	100.00	Further issue	Cash	15,010	1,501,000
December 20, 2002	Rajesh Jain	35,000	35,000	100	100.00	Further issue	Cash	50,010	5,001,000
March 6, 2003	Rajesh Jain	45,000	45,000	100	100.00	Further issue	Cash	95,010	9,501,000
June 20, 2003	Rajesh Jain	30,000	50,000	100	100.00	Further issue	Cash	145,010	14,501,000
	Vaishali Jain	20,000							
September 3, 2003	Rajesh Jain	19,000	34,000	100	100.00	Further issue	Cash	179,010	17,901,000
	Vaishali Jain	1,000							
	Pramod Chand Jain & Sons (HUF)	14,000							
March 10, 2005	Rajesh Jain	26,000	32,000	100	100.00	Further issue	Cash	211,010	21,101,000

Date of allotment	Details of allottees		Number of equity shares allotted /(cancelled)	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of allotment	Reason/Nature of consideration	Cumulative number of equity shares	Cumulative paid-up equity share capital (₹)
	Name of allottee(s)	No. of Equity Shares allotted to each allottee							
	Pramod Chand Jain & Sons (HUF)	6,000							
October 15, 2007	Pramod Chand Jain & Sons (HUF)	27,000	27,000	100	100.00	Further issue	Other than cash [#]	238,010	23,801,000
December 14, 2007	Pramod Plastic Industries Private Limited	80,000	80,000	100	100.00	Further issue	Other than cash ^{\$}	318,010	31,801,000
	Rajesh Jain	487,500	650,000	100	100.00	Further issue	Other than cash [^]	968,010	96,801,000
	Vaishali Jain	162,500							
January 10, 2008	ZKW Group GmbH	306,734	306,734	100	489.02	Further issue	Cash	1,274,744	127,474,400
May 28, 2010	ZKW Group GmbH	1	1	100	80,000,000.00	Further issue	Cash	1,274,745	127,474,500
	Pramod Plastic Industries Private Limited	1	1	100	30,000,000.00	Further issue	Cash	1,274,746	127,474,600
November 19, 2010	Rajesh Jain	(76,532)	(95,000)	100	N.A.	Reduction of share capital consequent upon	N.A.	1,179,746	117,974,600

Date of allotment	Details of allottees		Number of equity shares allotted /(cancelled)	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of allotment	Reason/Nature of consideration	Cumulative number of equity shares	Cumulative paid-up equity share capital (₹)
	Name of allottee(s)	No. of Equity Shares allotted to each allottee							
	Sunder Devi Jain	(10)				cancellation of equity shares upon demerger ^{&}			
	Vaishali Jain	(9,452)							
	Pramod Chand Jain & Sons (HUF)	(9,006)							
January 12, 2011	Rajesh Jain	1	1	100	30,000,000.00	Further issue	Cash	1,179,747	117,974,700
September 28, 2011	Rajesh Jain	1	1	100	30,000,000.00	Further issue	Cash	1,179,748	117,974,800
Pursuant to resolution passed by our Board on December 18, 2025, and resolution passed at the extraordinary general meeting of Shareholders held on December 18, 2025, each equity share of face value of ₹ 100 each has been sub-divided into 10 Equity Shares of face value of ₹ 10 each. Accordingly issued, subscribed and paid-up capital of our Company is sub-divided from 1,179,748 equity shares of face value of ₹ 100 each to 11,797,480 Equity Shares of face value of ₹ 10 each.									
December 23, 2025	Rajesh Jain	31,718,880	47,189,920	10	N.A.	Bonus issue as on record date i.e., December 19, 2025, in the ratio of 4 Equity Shares for every Equity Share held	N.A.	58,987,400	589,874,000
	ZKW Group GmbH	12,269,400							
	Pramod Plastic Industries Private Limited	3,200,040							
	Neokraft Global Private Limited	400							
	Neo Metal and Electrical Industries	400							

Date of allotment	Details of allottees		Number of equity shares allotted /(cancelled)	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of allotment	Reason/Nature of consideration	Cumulative number of equity shares	Cumulative paid-up equity share capital (₹)
	Name of allottee(s)	No. of Equity Shares allotted to each allottee							
	Private Limited								
	Pranav Jain	400							
	Vaishali Jain	400							

* Our Company was incorporated on October 20, 1992. The date of subscription to the Memorandum of Association was August 12, 1992, and such subscription was taken on record by our Board on November 16, 1992.

Pursuant to business transfer agreement dated October 15, 2007, entered with A.K. Industries (proprietorship concern of Pramod Chand Jain & Sons (HUF)), our Company allotted 27,000 equity shares of face value of ₹100 to discharge the mutually agreed consideration of ₹2.70 million for acquisition of business from A.K. Industries for consideration other than cash.

§ Pursuant to business transfer agreement dated December 14, 2007, entered with our Promoter, Pramod Plastic Industries Private Limited, our Company allotted 80,000 equity shares face value of ₹100 to discharge the mutually agreed consideration of ₹8.00 million for acquisition of business from our Promoter, Pramod Plastic Industries Private Limited for consideration other than cash.

^ Pursuant to business transfer agreement dated December 14, 2007, entered with Neolite Industries, (partnership firm), our Promoter Group entity, our Company allotted 650,000 equity shares face value of ₹100 to discharge the mutually agreed consideration of ₹ 65.00 million for acquisition of business from Neolite Industries, (partnership firm), our Promoter Group entity for consideration other than cash.

& Pursuant to order dated November 19, 2010, passed by Hon'ble High Court of Delhi in the matter of scheme of arrangement between our Company and Neo Metal & Plastics Private Limited (now known as Neokraft Global Private Limited) (the "**Transferee Company**"), (a) the Transferee Company allotted 950,000 equity shares of ₹ 10 each aggregating to ₹ 9,500,000 to the then shareholder of our Company as on the appointed date i.e., October 1, 2007, except to the foreign collaborator i.e. ZKW Group GmbH and (b) our Company cancelled 95,000 equity shares of ₹ 100 each aggregating to ₹ 9,500,000 of the then shareholders of our Company in the proportion of their shareholding in our Company as on the appointed date i.e., October 1, 2007, as per the below details:

Sl. No.	Name of the shareholder	No. of equity shares of ₹ 100 each held as on appointed date i.e. October 1, 2007	No. of equity shares of ₹ 100 each cancelled in terms of demerger order	No. of equity shares of ₹ 100 each held after cancellation
1.	Rajesh Jain	170,000	(76,532)	93,468
2.	Sunder Devi Jain	10	(10)	0
3.	Vaishali Jain	21,000	(9,452)	11,548
4.	Pramod Chand Jain & Sons (HUF)	20,000	(9,006)	10,994
Total		211,010	(95,000)	116,010

(b) History of preference shares of our Company

The following table sets forth the history of CCPS of our Company:

Date of allotment	Details of allottees		Number of CCPS allotted	Face value per CCPS (₹)	Offer price per CCPS (₹)	Nature of allotment	Reason/Nature of consideration	Estimated conversion ratio	Maximum number of Equity Shares to be allotted post conversion	Estimated price per Equity Share (based on conversion ratio) (₹)
	Name of allottee(s)	No. of CCPS allotted to each allottee								
March 7, 2013	Neokraft Global Private Limited	65,058	176,470	100	850.00	Preferential issue	Cash	50:1	3,252,900	17.00
	Pramod Plastic Industries Private Limited	111,412							5,570,600	17.00

Note: As on date of this Draft Red Herring Prospectus, Neokraft Global Private Limited and our Promoter, Pramod Plastic Industries Private Limited hold 176,470 CCPS in aggregate, which may be converted to a maximum of 8,823,500 Equity Shares, prior to filing of the Red Herring Prospectus with the RoC.

2. *Secondary transactions of Equity Shares*

The details of secondary transactions of Equity Shares by our Promoters, members of the Promoter Group and Selling Shareholders are set forth in the table below:

Date of transfer of Equity Shares	Number of Equity Shares transferred	Details of transferor	Details of transferee	Nature of transaction	Face value per Equity Share (₹)	Transfer price per Equity Share (₹)	Nature of consideration
September 18, 1997	10	Pramod Chand Jain	Sunder Devi Jain	Transmission	100	N.A.	N.A
February 29, 2008	162,500	Vaishali Jain	Rajesh Jain	Transfer	100	Nil	N.A *
	11,548	Vaishali Jain	Rajesh Jain	Transfer	100	Nil	
	27,000	Pramod Jain and Sons (HUF)	Rajesh Jain	Transfer	100	Nil	
	10,994	Pramod Jain and Sons (HUF)	Rajesh Jain	Transfer	100	Nil	
November 21, 2025	10	Rajesh Jain	Vaishali Jain	Gift	100	NA	N.A
	10		Pranav Jain	Gift	100	NA	N.A
	10		Neokraft Global Private Limited	Transfer	100	100.00	Cash
	10		Neo Metal Electrical Industries Private Limited	Transfer	100	100.00	Cash

* The transfer of equity shares were done without any consideration being transfer within family members.

3. **Issue of shares issued for consideration other than cash or by way of bonus issue or out of revaluation reserves**

Except as set forth below, our Company has not issued any Equity Shares for (i) consideration other than cash or (ii) by way of a bonus issue or (iii) out of revaluation reserves since incorporation:

Date of allotment	Details of allottees		Number of equity shares allotted	Face value per equity share (₹)	Offer price per equity share (₹)	Reason/Nature of allotment
	Name of allottee(s)	No. of equity shares allotted to each allottee				
October 15, 2007	Pramod Chand Jain & Sons (HUF)	27,000	27,000	100	100.00	Other than cash [#]
December 14, 2007	Pramod Plastic Industries Private Limited	80,000	80,000	100	100.00	Other than cash ^{\$}
	Rajesh Jain	487,500	650,000	100	100.00	Other than cash [^]
	Vaishali Jain	162,500				

Date of allotment	Details of allottees		Number of equity shares allotted	Face value per equity share (₹)	Offer price per equity share (₹)	Reason/Nature of allotment
	Name of allottee(s)	No. of equity shares allotted to each allottee				
December 23, 2025	ZKW Group	12,269,400	47,189,920	10	N.A.	Bonus issue as on record date i.e. December 19, 2025, in the ratio of 4 Equity Shares for every Equity Share held
	Rajesh Jain	31,718,880				
	Pramod Plastic Industries Private Limited	3,200,040				
	Neokraft Global Private Limited	400				
	Neo Metal and Electrical Industries Private Limited	400				
	Pranav Jain	400				
	Vaishali Jain	400				

[#] Pursuant to business transfer agreement dated October 15, 2007, entered with A.K. Industries (proprietorship concern of Pramod Chand Jain & Sons (HUF)), our Company allotted 27,000 equity shares of face value of ₹100 to discharge the mutually agreed consideration of ₹2.70 million for acquisition of business from A.K. Industries for consideration other than cash.

^{\$} Pursuant to business transfer agreement dated December 14, 2007, entered with our Promoter, Pramod Plastic Industries Private Limited, our Company allotted 80,000 equity shares face value of ₹100 to discharge the mutually agreed consideration of ₹8.00 million for acquisition of business from our Promoter, Pramod Plastic Industries Private Limited for consideration other than cash.

[^] Pursuant to business transfer agreement dated December 14, 2007, entered with Neolite Industries, (partnership firm), our Promoter Group entity, our Company allotted 650,000 equity shares face value of ₹100 to discharge the mutually agreed consideration of ₹ 65.00 million for acquisition of business from Neolite Industries, (partnership firm), our Promoter Group entity for consideration other than cash.

4. **Issue of equity shares pursuant to sections 391 to 394 of the Companies Act, 1956 or sections 230 to 234 of the Companies Act, 2013**

As on date of this Draft Red Herring Prospectus, our Company has not allotted/cancelled any Equity Shares pursuant to any scheme of arrangement approved under sections 391 to 394 of the Companies Act, 1956 or sections 230 to 234 of the Companies Act, 2013 except as disclosed below:

Date of allotment	Details of allottees		Number of equity shares allotted /(cancelled)	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of allotment	Reason/Nature of consideration	Cumulative number of equity shares	Cumulative paid-up equity share capital (₹)
	Name of allottee(s)	No. of Equity Shares allotted to each allottee							
November 19, 2010	Rajesh Jain	(76,532)	(95,000)	100	N.A.	Reduction of share capital consequent upon cancellation of equity shares upon demerger ^{&}	N.A.	1,179,746	117,974,600
	Sunder Devi Jain	(10)							
	Vaishali Jain	(9,452)							
	Pramod Chand Jain & Sons (HUF)	(9,006)							

[&] Pursuant to order dated November 19, 2010, passed by Hon'ble High Court of Delhi in the matter of scheme of arrangement between our Company and Neo Metal & Plastics Private Limited (now known as Neokraft Global Private Limited) (the "**Transferee Company**"), (a) the Transferee Company allotted 950,000 equity shares of ₹ 10 each aggregating to ₹ 9,500,000 to the then shareholder of our Company as on the appointed date i.e., October 1, 2007, except to the foreign collaborator i.e. ZKW Group GmbH and (b) our Company cancelled 95,000 equity shares of ₹ 100 each aggregating to ₹ 9,500,000 of the then shareholders of our Company in the proportion of their shareholding in our Company as on the appointed date i.e., October 1, 2007, as per the below details:

Sl. No.	Name of the shareholder	No. of equity shares of ₹ 100 each held as on appointed date i.e. October 1, 2007	No. of equity shares of ₹ 100 each cancelled in terms of demerger order	No. of equity shares of ₹ 100 each held after cancellation
1.	Rajesh Jain	170,000	(76,532)	93,468
2.	Sunder Devi Jain	10	(10)	0
3.	Vaishali Jain	21,000	(9,452)	11,548
4.	Pramod Chand Jain & Sons (HUF)	20,000	(9,006)	10,994
Total		211,010	(95,000)	116,010

5. Issue of Equity Shares under employee stock option schemes

Pursuant to the resolution passed by the Board on December 23, 2025, our Company has adopted the RSU Scheme for the issue of RSUs exercisable into Equity Shares not exceeding 2,034,327 RSUs. As per the RSU Scheme, the eligible employees include permanent employees of our Company and directors of our Company, excluding Independent Directors, any such director who either by himself or through his relatives or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of our Company and Promoters and persons belonging to the Promoter Group. Whilst vesting of RSUs is linked to continuous employment with our Company, the RSUs granted under RSU Scheme shall vest not earlier than one year and not later than four years from the date of the grant of such RSUs. The RSU Scheme is in compliance with the SEBI SBEB and SE Regulations. As on the date of this DRHP our Company has not granted RSUs. The details are as follows:

Particulars	From April 1, 2025 till date of this DRHP
Total options outstanding	Nil
Options granted during the period	NA
Exercise Price (in ₹) of outstanding options*	Nil
Options vested	Nil
Options exercised	Nil
The total number of Equity Shares arising as a result of full exercise of options at the end of the period	Nil
Options forfeited/lapsed /cancelled during the period	Nil
Variation of terms of options	No
Money realized by exercise of options	Nil
Total number of options in force at the end of the period	Nil
Employee-wise detail of options granted to:	
i. Key managerial personnel	Nil
ii. Senior management	Nil
iii. Other Managerial Personnel	Nil
iv. Any other employee who received a grant in any one year of options amounting to 5% or more of the options granted during the year/period	No
v. Identified employees who were granted options during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of our Company at the time of grant	Nil
Fully diluted earnings per equity share (face value of ₹10 Equity Share) pursuant to issue of Equity Shares on exercise of options calculated in accordance with the accounting standard Ind AS 33 for 'Earnings per Share'	NA
Difference, if any, between employee compensation cost calculated using the intrinsic value of stock options and the employee compensation cost calculated on the basis of fair value of stock options and its impact on profits and on the Earnings per equity share (face value of ₹10 Equity Share)	NA
Description of the pricing formula method and significant assumptions used during the year to estimate the fair values of options, including weighted-average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends and the price of the underlying share in market at the time of grant of the option	NA
Impact on profit and earnings per Equity Share (face value of ₹10 Equity Share, as applicable) of the last three years if the accounting policies prescribed in the SEBI SBEB Regulations had been followed in respect of options granted in the last three years	NA
Intention of the KMPs, senior management and whole time directors who are holders of Equity Shares allotted on exercise of options granted to sell their equity shares within three months after the date of listing of Equity Shares pursuant to the Offer	NA
Intention to sell Equity Shares arising out of an employee stock option scheme within three months after the listing of Equity Shares, by Directors, key managerial personnel, senior management and employees having Equity Shares arising out of an employee stock	NA

Particulars	From April 1, 2025 till date of this DRHP
option scheme, amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions)	

6. **Issue of Equity Shares at a price lower than the Offer Price in the last one year**

Our Company has not issued any Equity Shares at a price which may be lower than the Offer Price during the period of one year preceding the date of this Draft Red Herring Prospectus except as disclosed in the section titled “*Capital Structure – Share capital history of our Company – History of Equity Share Capital of our Company.*” on page 118.

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7. Shareholding pattern of our Company

The table below presents the Equity Shareholding pattern of our Company, as on the date of this Draft Red Herring Prospectus: #

Category (I)	Category of Shareholder (II)	No. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid- up Equity Shares held (V)	No. of shares underly- ing depository receipts (VI)	Total no. of Equity Shares held (VII) = (IV)+(V) + (VI)	Sharehold- ing as a % of total no. of Equity Shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of voting rights held in each class of securities (IX)				No. of Equity shares underly- ing outstand- ing convertib- le securities (includ- ing warrants , ESOP etc.) (X)	Total No. of Equity Shares on fully diluted basis (including warrants, ESOP, Convertibl- e Securities etc.) (XI)=(VII) + (X)	Sharehold- ing, as a % assuming full conversion of convertible securities (as a percentage of diluted Equity Share capital) (XI)= (VII)+(X) As a % of (A+B+C2)*	No. of locked- in Equity Shares (XII)		No. of Equity Shares pledged (XIV)		Non- Disposal Undertaki- ng (XIV)		Other encumbranc- es, if any (XVI)		Total no. of Equity Shares encumbered (XVII) = (XIV)+XV+X VI)		No. of Equity Shares held in dematerial- ized form (XVIII)
								No of voting rights			Total as a % of (A+B+ C)				No. (a)	As a % of total Equi- ty Shar- es held (b)	No. (a)	As a % of total Equi- ty Shar- es held (b)	No. (a)	As a % of total Equi- ty Share- s held (b)	No. (a)	As a % of total Equi- ty Share- s held (b)			
								Class (Equit- y)	Class e.g.: Othe- rs	Tot- al															
(A)	Promoters & Promoter Group	6	4,36, 50,6 50	-	-	4,36,50, 650	74.00	4,36,5 0,650	-	-	4,36,50 ,650	8,823,500	52,474,150	77.38											4,36,50,650
(B)	Public	1	1,53, 36,7 50	-	-	1,53,36, 750	26.00	1,53,3 6,750	-	-	1,53,36 ,750	-	1,53,36,750	22.62	-	NA								1,53,36,750	
(C)	Non Promoter- Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	NA								-	
(C1)	Shares underlyin- g depository receipts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	NA								-	
(C2)	Shares held by employee trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	NA								-	

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 depositary receipts (VI)	Total no. of Equity Shares held (VII) = (IV)+(V) + (VI)	Shareholding as a % of total no. of Equity Shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of voting rights held in each class of securities (IX)				No. of Equity shares underlying outstanding convertible securities (including warrants , ESOP etc.) (X)	Total No. of Equity Shares on fully diluted basis (including warrants, ESOP, Convertible Securities etc.) (XI)=(VII) + (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted Equity Share capital) (XI)= (VII)+(X) As a % of (A+B+C2)*	No. of locked-in Equity Shares (XII)		No. of Equity Shares pledged (XIV)		Non-Disposal Undertaking (XIV)		Other encumbrances, if any (XVI)		Total no. of Equity Shares encumbered (XVII) = (XIV+XV+XVI)		No. of Equity Shares held in dematerialized form (XVIII)
								No of voting rights			Total as a % of (A+B+C)				No. (a)	As a % of total Equity Shares held (b)	No. (a)	As a % of total Equity Shares held (b)	No. (a)	As a % of total Equity Shares held (b)	No. (a)	As a % of total Equity Shares held (b)	No. (a)	As a % of total Equity Shares held (b)	
								Class (Equity)	Class e.g.: Others	Total															
	Total	7	58,987,400	-	-	58,987,400	100.00	58,987,400		-	58,987,400	8,823,500	67,810,900	100.00	-										58,987,400

* Prior to filing of the Red Herring Prospectus with RoC, an aggregate of 1,76,470 outstanding CCPS held by Pramod Plastic Industries Private Limited and Neokraft Global Private Limited will be converted into maximum of 8,823,500 Equity Shares of face value of ₹10 each in accordance with Regulation 5(2) of the SEBI ICDR Regulation. The actual number of Equity Shares that such CCPS will convert into shall be determined at the time of conversion, in accordance with the terms of the CCPS. The number of shares have been adjusted to give effect to the sub-division of each equity share of our Company bearing face value of ₹100 each into 10 equity shares bearing face value of ₹10 each pursuant to a resolution of our Board dated December 18, 2025 and a resolution of our shareholders dated December 18, 2025, and bonus issuance of 4 new shares per every 1 fully paid-up share, dated December 18, 2025.

Based on the beneficiary position as on December 26, 2025

8. History of the share capital held by the Promoters in our Company

As on the date of this Draft Red Herring Prospectus, our Promoters hold, in aggregate, 43,649,150 Equity Shares, constituting 74.00 % of the pre-Offer issued, subscribed and paid-up equity share capital of our Company and 72.58 % of the issued, subscribed and paid-up equity share capital of our Company on a fully diluted basis. All the Equity Shares held by our Promoters are in dematerialised form, as on the date of this Draft Red Herring Prospectus.

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

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

Rajesh Jain

Date of allotment/ transfer	Number of fully paid- up Equity Shares	Face value (₹)	Issue/ transfer price per Equity Share (₹)	Nature of consideration	Nature of acquisition / allotment/ transfer	Cumulative number of Equity Share	Percentage of pre-Offer Equity Share capital (%)	Percentage of pre-Offer Equity Share capital fully diluted basis (%)*	Percentage of post-Offer Equity Share capital (%)
October 20, 1992	10	100	100.00	Cash	Initial subscription to the Memorandum of Association	10	Negligible	Negligible	[●]
November 18, 1997	14,990	100	100.00	Cash	Further issue	15,000	0.03%	0.02%	[●]
December 20, 2002	35,000	100	100.00	Cash	Further issue	50,000	0.06%	0.05%	[●]
March 6, 2003	45,000	100	100.00	Cash	Further issue	95,000	0.08%	0.07%	[●]
June 20, 2003	30,000	100	100.00	Cash	Further issue	125,000	0.05%	0.04%	[●]
September 3, 2003	19,000	100	100.00	Cash	Further issue	144,000	0.03%	0.03%	[●]
March 10, 2005	26,000	100	100.00	Cash	Further issue	170,000	0.04%	0.04%	[●]
December 14, 2007	487,500	100	100.00	Other than Cash	Further issue	657,500	0.83%	0.72%	[●]
February 29, 2008	162,500	100	Nil	N.A.	Transfer from Vaishali Jain	820,000	0.28%	0.24%	[●]

Date of allotment/ transfer	Number of fully paid- up Equity Shares	Face value (₹)	Issue/ transfer price per Equity Share (₹)	Nature of consideration	Nature of acquisition / allotment/ transfer	Cumulative number of Equity Share	Percentage of pre- Offer Equity Share capital (%)	Percentage of pre- Offer Equity Share capital fully diluted basis (%)*	Percentage of post- Offer Equity Share capital (%)
	11,548	100	Nil	N.A.	Transfer from Vaishali Jain	831,548	0.02%	0.02%	[●]
	27,000	100	Nil	N.A.	Transfer from Pramod Jain and Sons (HUF)	858,548	0.05%	0.04%	[●]
	10,994	100	Nil	N.A.	Transfer from Pramod Jain and Sons (HUF)	869,542	0.02%	0.02%	[●]
November 19, 2010	(76,532)	N.A.	N.A.	N.A.	Reduction of share capital consequent upon cancellation of equity shares upon demerger**	793,010	(0.13)%	(0.11)%	[●]
January 12, 2011	1	100	30,000,000.00	Cash	Further issue	793,011	Negligible	Negligible	[●]
September 28, 2011	1	100	30,000,000.00	Cash	Further issue	793,012	Negligible	Negligible	[●]
November 21, 2025	(10)	100	Nil	Gift	Gift to Vaishali Jain	793,002	Negligible	Negligible	[●]
November 21, 2025	(10)	100	Nil	Gift	Gift to Pranav Jain	792,992	Negligible	Negligible	[●]
November 21, 2025	(10)	100	100	Cash	Transfer to Neokraft Global Private Limited	792,982	Negligible	Negligible	[●]
November 21, 2025	(10)	100	100	Cash	Transfer to Neo Metal and Electrical Industries	792,972	Negligible	Negligible	[●]

Date of allotment/ transfer	Number of fully paid-up Equity Shares	Face value (₹)	Issue/ transfer price per Equity Share (₹)	Nature of consideration	Nature of acquisition / allotment/ transfer	Cumulative number of Equity Share	Percentage of pre- Offer Equity Share capital (%)	Percentage of pre- Offer Equity Share capital fully diluted basis (%)*	Percentage of post- Offer Equity Share capital (%)
					Private Limited				
Pursuant to resolution passed by our Board on December 18, 2025, and resolution passed at the extraordinary general meeting of Shareholders held on December 18, 2025, each equity share of face value of ₹ 100 each has been sub-divided into 10 Equity Shares of face value of ₹ 10 each. Accordingly, the shareholding of Rajesh Jain changed from 792,972 equity shares of face value ₹ 100 each to 7,929,720 Equity Shares of face value ₹ 10 each.									
December 23, 2025	31,718,880	10	N.A.	N.A.	Bonus issue as on record date i.e., December 19, 2025, in the ratio of 4 Equity Shares for every Equity Share held	39,648,600	53.77%	46.78%	[●]
Total	39,648,600					39,648,600	67.22%	58.47%	

* Assuming conversion of the outstanding 1,76,470 CCPS into 8,823,500 Equity Shares prior to the filing of the Red Herring Prospectus with the RoC.

** Pursuant to order dated November 19, 2010, passed by Hon'ble High Court of Delhi in the matter of scheme of arrangement between our Company and Neo Metal & Plastics Private Limited (now known as Neokraft Global Private Limited) (the "**Transferee Company**"), (a) the Transferee Company allotted 950,000 equity shares of ₹ 10 each aggregating to ₹ 9,500,000 to the then shareholder of our Company as on the appointed date i.e., October 1, 2007 except to the foreign collaborator i.e. ZKW Group GmbH and (b) our Company cancelled 95,000 equity shares of ₹ 100 each aggregating to ₹ 9,500,000 of the then shareholders of our Company in the proportion of their shareholding in our Company as on the appointed date i.e., October 1, 2007. Accordingly, 76,532 equity shares of ₹ 100 each of our Company held by Rajesh Jain was cancelled.

Vaishali Jain

Date of allotment/ transfer	Number of fully paid-up Equity Shares	Face value (₹)	Issue/ transfer price per Equity Share (₹)	Nature of consideration	Nature of acquisition / allotment/ transfer	Cumulative number of Equity Share	Percentage of pre- Offer Equity Share capital (%)	Percentage of pre- Offer Equity Share capital fully diluted basis (%)**	Percentage of post- Offer Equity Share capital (%)
June 20, 2003	20,000	100	100	Cash	Further issue	20,000	0.03%	0.03%	[●]
September 3, 2003	1,000	100	100	Cash	Further issue	21,000	Negligible	Negligible	[●]

Date of allotment/ transfer	Number of fully paid-up Equity Shares	Face value (₹)	Issue/ transfer price per Equity Share (₹)	Nature of consideration	Nature of acquisition/ allotment/ transfer	Cumulative number of Equity Share	Percentage of pre- Offer Equity Share capital (%)	Percentage of pre- Offer Equity Share capital fully diluted basis (%)**	Percentage of post- Offer Equity Share capital (%)
December 14, 2007	162,500	100	100	Other than Cash	Further issue	183,500	0.28%	0.24%	[●]
February 29, 2008*	(162,500)	100	Nil	Transfer	Transfer to Rajesh Jain	21,000	(0.28)%	(0.24)%	[●] [●]
	(11,548)	100	Nil	Transfer	Transfer to Rajesh Jain	9,452	(0.02)%	(0.02)%	
November 19, 2010	(9,452)	100	N.A.	N.A.	Reduction of share capital consequent upon cancellation of equity shares upon demerger ^{&}	0	(0.02)%	(0.01)%	[●]
November 21, 2025	10	100	N.A.	Other than cash	Gift from Rajesh Jain	10	Negligible	Negligible	[●]
Pursuant to resolution passed by our Board on December 18, 2025, and resolution passed at the extraordinary general meeting of Shareholders held on December 18, 2025, each equity share of face value of ₹ 100 each has been sub-divided into 10 Equity Shares of face value of ₹ 10 each. Accordingly, the shareholding of Vaishali Jain changed from 10 equity shares of face value ₹ 100 each to 100 Equity Shares of face value ₹ 10 each.									
December 23, 2025	400	10	N.A.	N.A.	Bonus issue as on record date i.e., December 19, 2025, in the ratio of 4 Equity Shares for every Equity Share held	500	Negligible	Negligible	[●]
Total	500					500			

* Transfer of equity shares were done without any consideration being transfer within family members.

** Assuming conversion of the outstanding 1,76,470 CCPS into 8,823,500 Equity Shares prior to the filing of the Red Herring Prospectus with the RoC

[&] Pursuant to order dated November 19, 2010, passed by Hon'ble High Court of Delhi in the matter of scheme of arrangement between our Company and Neo Metal & Plastics Private Limited (now known as Neokraft Global Private Limited) (the "**Transferee Company**"), (a) the Transferee Company allotted 950,000 equity shares of ₹ 10 each aggregating to ₹ 9,500,000 to the then shareholder of our Company as on the appointed date i.e., October 1, 2007 except to the foreign collaborator i.e. ZKW Group GmbH and (b) our Company cancelled 95,000 equity shares of ₹ 100 each aggregating to ₹ 9,500,000 of the then shareholders of our Company in the proportion of their shareholding in our Company as on the appointed date i.e., October 1, 2007. Accordingly, 9,452 equity shares of ₹ 100 each of our Company held by Vaishali Jain was cancelled.

Pramod Plastic Industries Private Limited

Date of allotment/ transfer	Number of fully paid-up Equity Shares	Face value (₹)	Issue/ transfer price per Equity Share (₹)	Nature of consideration	Nature of acquisition/ allotment / transfer	Cumulative number of Equity Share	Percentage of pre-Offer Equity Share capital (%)	Percentage of pre-Offer Equity Share capital fully diluted basis (%) [*]	Percentage of post-Offer Equity Share capital (%)
December 14, 2007	80,000	100	100.00	Other than Cash [^]	Further issue	80,000	0.14%	0.12%	[●]
May 28, 2010	1	100	30,000,000.00	Cash	Further issue	80,001	0.00%	0.00%	[●]
Pursuant to resolution passed by our Board on December 18, 2025, and resolution passed at the extraordinary general meeting of Shareholders held on December 18, 2025, each equity share of face value of ₹ 100 each has been sub-divided into 10 Equity Shares of face value of ₹ 10 each. Accordingly, the shareholding of Pramod Plastic Industries Private Limited changed from 80,001 equity shares of face value ₹ 100 each to 800,010 Equity Shares of face value ₹ 10 each.									
December 23, 2025	3,200,040	10	N.A.	N.A.	Bonus issue as on record date i.e., December 19, 2025, in the ratio of 4 Equity Shares for every Equity Share held	4,000,050	5.42%	4.72%	[●]
Total	4,000,050					4,000,050	6.78%	14.11%	

[^] Pursuant to business transfer agreement dated December 14, 2007, entered with our Promoter, Pramod Plastic Industries Private Limited, our Company allotted 80,000 equity shares face value of ₹100 to discharge the mutually agreed consideration of ₹8.00 million for acquisition of business from our Promoter, Pramod Plastic Industries Private Limited for consideration other than cash.

^{*} Assuming conversion of the outstanding 176,470 CCPS into 8,823,500 Equity Shares prior to the filing of the Red Herring Prospectus with the RoC

(b) *Build-up of Promoters' and member of Promoter Group's holding CCPS in our Company*

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

Pramod Plastic Industries Private Limited

Date of allotment/ transfer	Number of fully paid- up Preference Shares	Face value (₹)	Issue/ Transfer price per Preference Share (₹)	Nature of consideration	Nature of acquisition/ allotment/ transfer
March 7, 2013	111,412	100	850.00	Cash	Preferential issue

* Assuming conversion of the outstanding 111,412 CCPS into Equity Shares prior to the filing of the Red Herring Prospectus with the RoC.

Neokraft Global Private Limited

Date of allotment/ transfer	Number of fully paid- up Preference Shares	Face value (₹)	Issue/ Transfer price per Preference Share (₹)	Nature of consideration	Nature of acquisition/ allotment/ transfer
March 7, 2013	65,058	100	850.00	Cash	Preferential issue

* Assuming conversion of the outstanding 65,058 CCPS into Equity Shares prior to the filing of the Red Herring Prospectus with the RoC.

All Equity Shares held by our Promoters were fully paid-up on the respective dates of allotment of such Equity Shares. As on the date of this Draft Red Herring Prospectus, none of the Equity Shares held by our Promoters are subject to any pledge.

(c) *Details of Promoters' Contribution and lock-in*

Pursuant to Regulations 14 and 16 (1)(a) of the SEBI ICDR Regulations, an aggregate of at least 20% of the fully diluted post-Offer Equity Share capital of our Company held by our Promoters shall be considered as the minimum Promoters' Contribution and is required to be locked-in for a period of three years from the date of Allotment, or such other period as prescribed under the SEBI ICDR Regulations. ("**Minimum Promoters' Contribution**") and our Promoters' shareholding in excess of 20% of the fully diluted post-Offer equity share capital shall be locked in for a period of one year from the date of Allotment.

The details of the Equity Shares held by our Promoters, which shall be locked-in for Minimum Promoters' Contribution for a period of three years, from the date of Allotment as Minimum Promoters' Contribution are set forth below:

Name of Promoter	No. of Equity Shares held	No. of Equity Shares Locked-in ⁽¹⁾	Date of allotment of Equity Shares/ Transfer of Equity Shares and when made Fully Paid-up / Transfer	Nature of transaction	Face value Per Equity Share (₹)	Allotment/ acquisition price per Equity Share (₹)	Date up to which the Equity Shares are subject to lock-in	Percentage of the pre- Offer paid-up capital	Percentage of the post Offer paid-up capital
[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]
[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]
[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]
Total	[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]

Note: To be updated at the Prospectus stage and subject to finalization of basis of allotment.

(1) All the equity shares were fully paid-up on the respective dates of allotment of such equity shares.

Name of Promoter	No. of Equity Shares held	No. of Equity Shares Locked-in ⁽¹⁾	Date of allotment of Equity Shares/ Transfer of Equity Shares and when made Fully Paid-up / Transfer	Nature of transaction	Face value Per Equity Share (₹)	Allotment/ acquisition price per Equity Share (₹)	Date up to which the Equity Shares are subject to lock-in	Percentage of the pre- Offer paid-up capital	Percentage of the post Offer paid-up capital
[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]
[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]
[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]
Total	[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]

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

Our Company undertakes that the Equity Shares that are being locked-in will not be ineligible for computation of Promoters' Contribution in terms of Regulation 15 of the SEBI ICDR Regulations. For details of the build-up of the share capital held by our Promoters, see "*Capital Structure - History of share capital held by the Promoters in our Company - Build-up of Promoters' equity shareholding in our Company*" on page 130.

In this connection, we confirm the following:

- (i) The Equity Shares offered towards Minimum Promoters' Contribution have not been acquired during the three immediately preceding years (a) for consideration other than cash and revaluation of assets or capitalization of intangible assets, or (b) arising from bonus issue by utilization of revaluation reserves or unrealised profits of our Company or from a bonus issue against Equity Shares, which are otherwise ineligible for computation of Promoters' Contribution;
 - (ii) The Equity Shares offered towards minimum Promoters' Contribution have not been acquired by our Promoters during the year immediately preceding the date of this Draft Red Herring Prospectus at a price lower than the Offer Price.
 - (iii) Our Company has not been formed by the conversion of one or more partnership firms or a limited liability partnership firm into a company in the preceding one year and hence, no Equity Shares have been issued in the one year immediately preceding the date of this Draft Red Herring Prospectus pursuant to conversion from a partnership firm or a limited liability partnership firm;
 - (iv) The Equity Shares forming part of the Promoters' Contribution are not subject to any pledge or encumbrance; and
 - (v) All Equity Shares held by our Promoters are in dematerialised form as on the date of this Draft Red Herring Prospectus.
- (d) *Details of Equity Shares locked-in for one year*

In addition to the Equity Shares proposed to be locked-in as part of the Minimum Promoters' Contribution and the remaining post-Offer shareholding held by our Promoters in our Company which is locked in for one year, in terms of Regulation 17 of the SEBI ICDR Regulations, the entire pre-Offer Equity Share capital of our Company (including any unsubscribed portion of the Offered Shares) will be locked-in for a period of one year from the date of Allotment, except for the Equity Shares allotted pursuant to the Offer except for (i) any Equity Shares held by the employees (whether currently employees or not and including the legal heirs or nominees of any deceased employees or ex-employees) of our Company which have been or will be allotted to them under the RSU Scheme, prior to the Offer; (ii) the Equity Shares held by Shareholders who are venture capital fund ("VCF") or alternative investment fund ("AIF") of category I or category II or a foreign venture capital investor ("FVCI"), provided that such Equity Shares will be locked-in for a period of at least six months from the date of purchase by such VCFs or Category I AIFs or Category II AIFs or FVCI Shareholders respectively, and (iii) Offered Shares, which are successfully transferred as part of the Offer for Sale.

- (e) *Lock-in of the Equity Shares to be Allotted, if any, to the Anchor Investors*

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

- (f) *Other requirements in respect of lock-in*

Pursuant to Regulation 20 of the SEBI ICDR Regulations, details of locked-in Equity Shares will be recorded by relevant depositories.

Pursuant to Regulation 21 of the SEBI ICDR Regulations, the locked-in Equity Shares held by our Promoters and locked-in, as mentioned above, may be pledged only with scheduled commercial banks or public financial institutions or a Systemically Important NBFC or a housing finance company as collateral security for loans granted by such scheduled commercial bank or public financial institution or Systemically Important NBFC or housing company, provided that specified conditions under the SEBI ICDR Regulations are complied with. However, the relevant lock-in period shall continue pursuant to the invocation of the pledge referenced above, and the relevant transferee shall not be eligible to transfer the Equity Shares till the relevant lock-in period has expired in terms of the SEBI ICDR Regulations.

Pursuant to Regulation 22 of the SEBI ICDR Regulations, the Equity Shares held by our Promoters, which are locked-in in accordance with Regulation 16 of the SEBI ICDR Regulations, may be transferred amongst our Promoters, or to any member of the Promoter Group, or to a new promoter of our Company

and the Equity Shares held by any persons other than our Promoters, which are locked-in in accordance with Regulation 17 of the SEBI ICDR Regulations, may be transferred to and among such other persons holding specified securities that are locked in, subject to continuation of the applicable lock-in in the hands of the transferee for the remaining period and compliance with the SEBI Takeover Regulations, as applicable.

9. Details of secondary transactions of Equity Shares

Other than the secondary transactions of our Promoters, which include the Promoter Selling Shareholders, as disclosed in “*Capital Structure – Secondary transactions of Equity Shares*” on page 123, there are no secondary transfers of Equity Shares by the members of Promoter Group, since incorporation of our Company.

10. Details of shareholding of the major Shareholders of our Company:

- a. Set forth below are details of Shareholders holding 1% or more of the paid-up share capital of our Company as on the date of this Draft Red Herring Prospectus:

Sl. No.	Name of Shareholder	Number of Equity Shares held	Percentage of the pre-Offer Equity Share capital (%)	Number of Equity Shares held on a fully diluted basis	Percentage of the pre-Offer Equity Share capital on a fully diluted basis (%)
1.	Rajesh Jain	39,648,600	67.22%	39,648,600	58.47%
2.	ZKW Group GmbH	15,336,750	26.00%	15,336,750	22.62%
3.	Pramod Plastic Industries Private Limited [^]	4,000,050	6.78%	9,570,650*	14.11%
4.	Neokraft Global Private Limited [^]	500	0.00%	3,253,400 [#]	4.80%

[^] As on date of this Draft Red Herring Prospectus an aggregate of 65,058 CCPS of Neokraft Global Private Limited and 111,412 CCPS of Pramod Plastic Industries Private Limited will be converted into 3,252,900 Equity Shares and 5,570,600 Equity Shares respectively prior to filing of the Red Herring Prospectus with the RoC, in accordance with Regulation 5(2) of the SEBI ICDR Regulations.

* Pramod Plastic Industries Private Limited holds 111,412 preference shares in the Company and the pre-Offer fully diluted % has been arrived at by considering a conversion ratio of CCPS to Equity Share in 50:1 ratio.

[#] Neokraft Global Private Limited holds 65,058 preference shares in the Company and the pre-Offer fully diluted % has been arrived at by considering a conversion ratio of CCPS to Equity Share in 50:1 ratio.

- b. Set forth below are details of Shareholders holding 1% or more of the paid-up share capital of our Company as of 10 days prior to the date of this Draft Red Herring Prospectus:

Sl. No.	Name of Shareholder	Number of Equity Shares held	Percentage of the pre-Offer Equity Share capital (%)	Number of Equity Shares held on a fully diluted basis	Percentage of the pre-Offer Equity Share capital on a fully diluted basis (%)
1.	Rajesh Jain	7,929,720	67.22%	7,929,720	58.47%
2.	ZKW Group GMBH	3,067,350	26.00%	3,067,350	22.62%
3.	Pramod Plastic Industries Private Limited	800,010	6.78%	1,914,130	14.11%
4.	Neokraft Global Private Limited	100	Negligible	650,680	4.80%

- c. Set forth below are details of Shareholders holding 1% or more of the paid-up share capital of our Company as of one year prior to the date of this Draft Red Herring Prospectus:

Sl. No.	Name of Shareholder	Number of Equity Shares held	Percentage of the pre-Offer Equity Share capital (%)	Number of Equity Shares held (on a fully diluted basis)	Percentage of the pre-Offer Equity Share capital on a fully diluted basis (%)
1.	Rajesh Jain	793,012	67.22%	793,012	58.47%
2.	ZKW Group GMBH	306,735	26.00%	306,735	22.62%
3.	Pramod Plastic Industries Private Limited*	80,001	6.78%	191,413	14.11%
4.	Neokraft Global Private Limited [#]	0	0.00%	65,058	4.80%

* Pramod Plastic Industries Private Limited holds 111,412 preference shares in the Company and the pre-Offer fully diluted % has been arrived at by considering a conversion ratio of CCPS to Equity Share in 1:1 ratio

Neokraft Global Private Limited holds 65,058 preference shares in the Company and the pre-Offer fully diluted % has been arrived at by considering a conversion ratio of CCPS to Equity Share in 1:1 ratio.

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

Sl. No.	Name of Shareholder	Number of Equity Shares held	Percentage of the pre-Offer Equity Share capital (%)	Number of Equity Shares held on a fully diluted basis	Percentage of the pre-Offer Equity Share capital on a fully diluted basis (%)
1.	Rajesh Jain	793,012	67.22%	793,012	58.47%
2.	ZKW Group GMBH	306,735	26.00%	306,735	22.62%
3.	Pramod Plastic Industries Private Limited*	80,001	6.78%	191,413	14.11%
4.	Neokraft Global Private Limited [#]	0	0.00%	65,058	4.80%

* Pramod Plastic Industries Private Limited holds 111,412 preference shares in the Company and the pre-Offer fully diluted % has been arrived at by considering a conversion ratio of CCPS to Equity Share in 1:1 ratio.

Neokraft Global Private Limited holds 65,058 preference shares in the Company and the pre-Offer fully diluted % has been arrived at by considering a conversion ratio of CCPS to Equity Share in 1:1 ratio.

11. Details of the Shareholding of our Directors, our Promoters, members of our Promoter Group, our Key Managerial Personnel, our Senior Management, directors of our Corporate Promoters and Selling Shareholders

Set forth below is the equity shareholding of our Promoters, members of Promoter Group, our Directors, Key Managerial Personnel and Senior Management of our Company

Name of the Shareholder	Pre-Offer				Post-Offer [^]	
	No. of Equity Shares of face value ₹ 10 each	% of Equity Share Capital	No. of Equity Shares of face value ₹ 10 each on fully diluted basis	% of Equity Share Capital on fully diluted basis*	No. of Equity Shares of face value ₹ 10 each	% of Equity Share Capital on fully diluted basis
Promoters						
Rajesh Jain	39,648,600	67.22	39,648,600	58.47	[●]	[●]
Vaishali Jain	500	Negligible	500	Negligible	[●]	[●]

Name of the Shareholder	Pre-Offer				Post-Offer [^]	
	No. of Equity Shares of face value ₹ 10 each	% of Equity Share Capital	No. of Equity Shares of face value ₹ 10 each on fully diluted basis	% of Equity Share Capital on fully diluted basis*	No. of Equity Shares of face value ₹ 10 each	% of Equity Share Capital on fully diluted basis
Pramod Plastic Industries Private Limited [#]	4,000,050	6.78	9,570,650	14.11	[●]	[●]
Promoter Group						
Pranav Jain	500	Negligible	500	Negligible	[●]	[●]
Neokraft Global Private Limited [#]	500	Negligible	3,253,400	4.80	[●]	[●]
Neo Metal and Electrical Industries Private Limited	500	Negligible	500	Negligible	[●]	[●]
Directors (other than Promoters)						
Nil	Nil	Nil	Nil	Nil	Nil	Nil
Nil	Nil	Nil	Nil	Nil	Nil	Nil
Key Managerial Personnel						
Nil	Nil	Nil	Nil	Nil	Nil	Nil
Senior Management						
Nil	Nil	Nil	Nil	Nil	Nil	Nil
Selling Shareholders (excluding Promoter and Promoter Group)						
ZKW Group GmbH	15,336,750	26.00%	15,336,750	22.62	[●]	[●]

* Assuming conversion of the outstanding 1,76,470 CCPS into 8,823,500 Equity Shares prior to the filing of the Red Herring Prospectus with the RoC.

[^] To be included in Prospectus. Subject to finalisation of Basis of Allotment.

[#] As on date of this Draft Red Herring Prospectus an aggregate of 65,058 CCPS of Neokraft Global Private Limited and 111,412 CCPS of Pramod Plastic Industries Private Limited will be converted into 3,252,900 Equity Shares and 5,570,600 Equity Shares respectively prior to filing of the Red Herring Prospectus with the RoC, in accordance with Regulation 5(2) of the SEBI ICDR Regulations.

12. We confirm that the BRLMs and their associates (determined as per definition of the term ‘associate’ under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) do not hold any Equity Shares of our Company. The BRLMs and their respective associates and affiliates in their capacity as principals or agents may engage in the transactions with and perform services for our Company and its respective directors and officers, partners, trustees, affiliates, associates or third parties in the ordinary course of business and have engaged or may in the future engage in commercial banking and investment banking transactions with our Company and each of its respective directors and officers, partners, trustees, affiliates, associates or third parties for which they have received and may in the future receive customary compensation.
13. Except as disclosed in the section titled “**Capital Structure – History of the share capital held by our Promoters in our Company**” on page 130, none of the members of our Promoter Group, our Promoters, our Directors, or any of their respective relatives, as applicable, have purchased or sold any securities of our Company during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.
14. There have been no financing arrangements whereby our Promoters, members of our Promoter Group, our Directors and/or their relatives have financed the purchase of equity shares of our Company, by any other person (other than in the normal course of business of the financing entity), during the six months immediately preceding the date of filing of this Draft Red Herring Prospectus.

15. None of Our Promoters and members of the Promoter Group will participate in the Offer, except by Rajesh Jain and Neokraft Global Private Limited who will participate in the Offer for Sale.
16. Our Company, our Directors and the BRLMs have not entered into any buy-back arrangements for purchase of Equity Shares. Further, there are no existing buyback arrangements and or any other similar arrangements for the purchase of Equity Shares being offered through the Offer.
17. No person connected with the Offer, including, but not limited to, the members of the Syndicate, our Company, our Directors, our Promoters, members of our Promoter Group, the BRLMs or Group Companies, shall offer or make payment of 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 Offer.
18. Except the 65,058 CCPS of Neokraft Global Private Limited and 111,412 CCPS of Pramod Plastic Industries Private Limited which will be converted into 3,252,900 Equity Shares and 5,570,600 Equity Shares respectively, and RSUs, as disclosed above, there are no outstanding warrants, options to be issued or rights to convert debentures, loans or other convertible instruments into, or which would entitle any person any option to receive, Equity Shares of our Company, as on the date of this Draft Red Herring Prospectus. Further, the outstanding warrants, options to be issued or rights to convert debentures, loans or other convertible instruments into, or which would entitle any person any option to receive, Equity Shares of our Company as disclosed above shall be convertible prior to the filing of the RHP.
19. 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.
20. Except for the allotment of Equity Shares under the Fresh Issue, any grant of options under the RSU Scheme or issue of Equity Shares pursuant to exercise of options which may be granted under the RSU Scheme and the Pre-IPO Placement or CCPS to be converted before the filing of the Red Herring Prospectus, 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 this Draft Red Herring Prospectus with SEBI until the Equity Shares have been listed on the Stock Exchanges or all application monies have been refunded in connection with this Offer, as the case may be.
21. Except for any Equity Shares to be issued pursuant to the Fresh Issue and any grant of options under the RSU Scheme or issue of Equity Shares pursuant to exercise of RSUs which may be granted under the RSU Scheme, there is no proposal or intention, negotiations and consideration of our Company to alter its capital structure, within a period of six months from the Bid/Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares, or issue of specified securities on a preferential basis or issue of bonus or rights or by way of further public offer of Equity Shares (including issue of securities convertible into or exchangeable for, directly or indirectly into Equity Shares). However, if our Company enters into acquisitions, joint ventures or other arrangements, our Company may, subject to necessary approvals, consider raising additional capital to fund such activity or use Equity Shares as consideration for acquisitions or participation in such joint ventures or other arrangements.
22. Neither the BRLMs nor any associate of the BRLMs (except Mutual Funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associate of the BRLMs or AIFs sponsored by the entities which are associate of the BRLMs or FPIs, other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the BRLMs) nor any person related to the promoter or promoter group shall apply in the Offer under the Anchor Investor Portion.
23. Our Company shall ensure that any transactions in Equity Shares by our Promoters and the members of our Promoter Group during the period between the date of filing this Draft Red Herring Prospectus filed in relation to this Offer and the date of closure of the Offer shall be reported to the Stock Exchanges within 24 hours of such transactions.
24. All Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of this Draft Red Herring Prospectus. The Equity Shares to be Allotted pursuant to the Offer shall be fully paid-up at the time of Allotment.

25. Further, none of the Book Running Lead Managers are associates of our Company as per Regulation 21A of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992.
26. Our Company has not undertaken any public issue of securities or any rights issue of any kind or class of securities in terms of the SEBI ICDR Regulations, since its incorporation.
27. Except for the (a) the Offer, (b) conversion of CCPS; (c) the Pre-IPO Placement and (d) any allotment of Equity Shares to employees of our Company pursuant to the RSU Scheme, there will be no further issue of Equity Shares whether by way of issue of bonus shares, rights issue, preferential issue or any other manner during the period commencing from the date of filing of this Draft Red Herring Prospectus until the listing of the Equity Shares on the Stock Exchanges pursuant to the Offer or refund of application monies.
28. As of the date of this Draft Red Herring Prospectus, the total number of holders of the Equity Shares is 7 (seven).
29. As on the date of this Draft Red Herring Prospectus, all Equity Shares held by our Shareholders are held in dematerialized form.
30. As on the date of this Draft Red Herring Prospectus, none of the Equity Shares held by our Promoters and members of our Promoter Group are pledged or otherwise encumbered. None of the Equity Shares being offered for sale through the Offer for Sale are pledged or otherwise encumbered as on the date of the DRHP.
31. None of the investors of our Company is directly/indirectly related with Book Running Lead Managers and their associates.

OBJECTS OF THE OFFER

The Offer comprises a Fresh Issue of up to [●] Equity Shares of face value ₹ 10 each, aggregating up to ₹ 4,000.00 million by our Company and an Offer for Sale of up to [●] Equity Shares of face value ₹ 10 each aggregating up to ₹ 2,000.00 million by the Selling Shareholders. For further details, see “*Summary of Offer Document – Offer Size*” and “*The Offer*” on pages 31 and 95, respectively.

Offer for Sale

The objects of the Offer for sale is to allow the Selling Shareholders to sell up to [●] equity shares held by them aggregating up to ₹ 2,000.00 million. Each of the Selling Shareholders shall be entitled to their respective portion of the proceeds of the Offer for Sale after deducting their proportion of the Offer expenses and relevant taxes thereon. For further details, see “*Offer related expenses*” on page 170. Our Company will not receive any proceeds from the Offer for Sale and the proceeds received from the Offer for Sale will not form part of the Net Proceeds. For further details of the Offer for Sale, see “*Other Regulatory and Statutory Disclosures*” on page 522.

Fresh Issue

Net proceeds

The details of the proceeds of the Net Proceeds are summarized in the table below:

Particulars	Estimated Amount (in ₹ million)
Gross Proceeds of the Fresh Issue⁽¹⁾	4,000.00
<i>Less: Offer related expenses to the extent applicable to the Fresh Issue (only those apportioned to our Company)⁽²⁾</i>	[●]
Total Net Proceeds⁽²⁾	[●]

⁽¹⁾ Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of Specified Securities, as may be permitted under the applicable law, aggregating up to ₹ 750.00 million, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20.00% of the size of the Fresh Issue. The utilisation of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the Objects in compliance with applicable law. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or that the Offer may be successful and will result in the listing of the Equity Shares on the Stock Exchanges. Our Company shall report any Pre-IPO Placement to the Stock Exchanges within 24 hours of such Pre-IPO Placement (in part or in entirety). Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.

⁽²⁾ To be determined after finalisation of the Offer Price and will be updated in the Prospectus prior to filing with the RoC. For further details, see “*Offer related expenses*” on page 170.

Requirements of funds

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

1. Financing the capital expenditure requirements for setting up a new greenfield manufacturing facility at Kancheepuram, Tamil Nadu (“**Proposed Project**”);
2. Purchase of plant and machinery, SMT lines and testing equipment for electronic expansion and upgradation of existing Unit 1 Manufacturing Facility (“**Upgradation**”);
3. Repayment and/or pre-payment, in full or part, of certain outstanding borrowings availed by our Company; and
4. General corporate purposes.

(collectively, referred to herein as the “**Objects**”)

In addition to the aforementioned Objects, our Company also expects to receive benefit from listing of the Equity Shares on the Stock Exchanges, including enhancement of our Company's visibility and brand name amongst our existing and potential customers and creation of a public market for our Equity Shares in India.

The main objects clause and objects incidental and ancillary to the main objects clause as set out in the Memorandum of Association enables our Company to undertake: (i) its existing business activities; and (ii) the activities proposed to be funded from the Net Proceeds.

Utilisation of Net Proceeds

We propose to utilize the Net Proceeds in the manner set forth in the table below:

Sl. No.	Particulars	Estimated amount to be funded from Net Proceeds (in ₹ million)
1.	Financing the capital expenditure requirements for setting up a new greenfield manufacturing facility at Kancheepuram, Tamil Nadu ("Proposed Project") [^]	1,525.10 ⁽¹⁾
2.	Purchase of plant and machinery, SMT lines and testing equipment for electronic expansion and upgradation of existing Unit 1 Manufacturing Facility ("Upgradation") [^]	790.79
3.	Repayment and/or pre-payment, in full or part, of certain outstanding borrowings availed by our Company	650.00
4.	General corporate purposes ⁽²⁾	[•]
	Total Net Proceeds*	[•]

[^] The amount proposed to be funded from the Net Proceeds, for Proposed Project and Upgradation, are based on the Project Report (as defined below).

⁽¹⁾ The total amount proposed to be funded from the Net Proceeds towards the funding the Proposed Project excludes an amount of ₹226.23 million, that has already been incurred by our Company towards purchase of land including stamp duty and brokerage charges, on which the Proposed Project will be set up.

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

* To be determined after finalisation of the Offer Price and will be updated in the Prospectus prior to filing with the RoC.

Proposed schedule of implementation and deployment of Net Proceeds

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

(₹ in million)

Sl. No.	Particulars	Total estimated cost (A)	Total amount deployed towards the Objects as of the date of the DRHP* (B)	Balance amount Proposed to be funded from Net Proceeds (C=A-B)	Estimated deployment of Net Proceeds in	
					Fiscal 2027	Fiscal 2028
1.	Financing the capital expenditure requirements for setting up new greenfield manufacturing facility at Kancheepuram, Tamil Nadu ⁽²⁾	1,751.33 ⁽¹⁾	226.23	1,525.10	239.82	1,285.29
2.	Purchase of plant and machinery, SMT lines and testing equipment	790.79	-	790.79	553.55	237.24

Sl. No.	Particulars	Total estimated cost (A)	Total amount deployed towards the Objects as of the date of the DRHP* (B)	Balance amount Proposed to be funded from Net Proceeds (C=A-B)	Estimated deployment of Net Proceeds in	
					Fiscal 2027	Fiscal 2028
	for electronic expansion and upgradation of existing Unit 1 Manufacturing Facility ⁽²⁾					
3.	Repayment and/or pre-payment, in full or part, of certain outstanding borrowings availed by our Company	650.00	-	650.00	650.00	-
4.	General corporate purposes ⁽³⁾	[●]	[●]	[●]	[●]	[●]
	Net Proceeds[#]	[●]	[●]	[●]	[●]	[●]

* As certified by V Sachdeva & Associates, Chartered Accountants, pursuant to their certificate dated December 29, 2025.

(1) Includes an amount of ₹ 226.23 million, that has already been incurred by our Company towards purchase of land including stamp duty and brokerage charges, on which the Proposed Project will be set up.

(2) The amount proposed to be funded from the Net Proceeds, for Proposed Project and Upgradation, are based on the Project Report (as defined below).

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

To be determined after finalisation of the Offer Price and will be updated in the Prospectus prior to filing with the RoC.

Note: All figures in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places. In certain instances, discrepancies in any table between the sums of the amounts listed in the table and totals are due to rounding off.

The above-stated fund requirements, deployment of the funds and the intended use of the Net Proceeds as described in this Draft Red Herring Prospectus are based on: (a) our current business plan and internal management estimates based on current market conditions; (b) valid quotations obtained from various third-party vendors which are subject to change in the future; (c) detailed project report dated December 28, 2025, (“**Project Report**”), obtained from Goldrush Capital Services Private Limited in respect of (i) Financing the capital expenditure requirements for setting up a new greenfield manufacturing facility at Kancheepuram, Tamil Nadu (“**Proposed Project**”) and (ii) Purchase of plant and machinery, SMT lines and testing equipment for electronic expansion and upgradation of existing Unit 1 Manufacturing Facility (“**Upgradation**”); (d) certificate dated December 27, 2025, from the Statutory Auditors certifying the utilization of the borrowings proposed to be repaid/pre-paid out of the Net Proceeds for the purposes such outstanding borrowings as of October 31, 2025, which are subject to change in the future. However, such fund requirements and deployment of funds have not been appraised by any bank, financial institution or any other independent agency. Further, we confirm that Goldrush Capital Services Private Limited is not a related party to our Company, Directors, Promoters and Promoter Group. Please refer to “**Risk Factor - Our funding requirements and proposed deployment of the Net Proceeds of the Offer have not been appraised by a bank or a financial institution and if there are any delays or cost overruns, our business, financial condition and results of operations may be adversely affected.**” on page 55.

Our Company’s historical capital expenditure may not be reflective of our future capital expenditure plans. We intend to deploy the Net Proceeds towards the Objects as disclosed in the table above, in accordance with the business needs of our Company. However, the actual deployment of funds will depend on a number of factors, including the timing of completion of the Offer, market conditions, our Board’s analysis of economic trends and business requirements as well as general factors affecting our results of operations and financial condition. Depending upon such factors, we may have to reduce or extend the deployment period for the stated Objects, at the discretion of our management, and in accordance with applicable laws. In the event that the estimated utilization of the Net Proceeds in a scheduled Fiscal is not completely met, including due to the reasons stated

above, the same shall be utilized in the next Fiscal, as may be determined by our Company, in accordance with applicable laws.

In case of variations in the actual utilization of funds earmarked for the purposes set forth above, additional fund requirements for a particular purpose may be financed by our internal accruals, additional equity and/or debt arrangements, as required. In case the actual utilisation towards any of the Objects is lower than the proposed deployment, such balance will be used for funding other existing Objects, if necessary and/or towards general corporate purposes to the extent that the total amount to be utilised towards general corporate purposes does not exceed 25% of the Gross Proceeds in accordance with the SEBI ICDR Regulations.

Further, our Company may decide to accelerate the estimated Objects ahead of the schedule specified above. However, in the event that the estimated utilization of the Net Proceeds, as scheduled, is not undertaken in its entirety, the remaining Net Proceeds shall be utilized in the immediately subsequent Fiscals, as may be decided by our Company in accordance with applicable laws. Any such change in our plans may require rescheduling of our expenditure programs and an increase or decrease in expenditure for a particular object vis-à-vis the utilization of the Net Proceeds.

Details of the Objects of the Fresh Issue

1. Financing the capital expenditure requirements for setting up a new greenfield manufacturing facility at Kancheepuram, Tamil Nadu (“Proposed Project”)

As on the date of this Draft Red Herring Prospectus, we primarily manufacture our products at our three manufacturing facilities, namely: (i) Automotive Lighting OEM and aftermarket plant at Bahadurgarh, Haryana (“Unit 1”); (ii) Sheet metal plant at Bahadurgarh, Haryana (“Unit 2”); and (iii) the Automotive Lighting OEM Plant at Pune, Maharashtra (“Unit 3”) (collectively, the “**Manufacturing Facilities**”). According to CRISIL Report, our Manufacturing Facilities are strategically located near key automotive OEM clusters in North and West India, and with a new facility planned in Kancheepuram, Tamil Nadu, we will have a manufacturing footprint across major automotive corridors in the country. We are presently located in close proximity to two major automotive clusters, namely Delhi-Gurugram-Faridabad and Mumbai-Pune-Nashik-Aurangabad. The Proposed Project is expected to enable our presence in the third automotive cluster - Chennai-Bengaluru-Hosur, thereby expanding our geographic footprint and strengthening our ability to serve OEM customers across key automotive hubs in India. As per CRISIL Report, Chennai-Bengaluru-Hosur cluster has prominent global as well as domestic automotive manufacturers such as Ashok Leyland, BMW, Caterpillar, Hyundai, Hindustan Motors, Renault, Tata Motors (land acquisition in Ranipet), Toyota, TVS Motors, Yamaha, etc. The cluster is also renowned for its extensive auto component manufacturing capabilities. Additionally, the Proposed Project will establish our strategic presence across the Sri City cluster which is an automotive hub. A number of attributes make Sri City an attractive destination for industrial development. Proximity to all modes of transportation, four deep water ports within a radius of 100 kms, two international airports within 75 kms and a national railhead 25kms away. Besides this, Sri City offers uninterrupted power, potable water, state of the art sewage treatment and a host of amenities that make its services at par with global standards.

According to CRISIL Report, the domestic automotive lighting industry is anticipated to experience a remarkable growth trajectory, with a projected compound annual growth rate (CAGR) of 17-19% in value terms increasing from ₹ 101.72 Billion to ₹ 225-245 billion between Fiscal 2025 and Fiscal 2030. This robust growth will be driven by a combination of factors, including the sustained increase in vehicle sales, the trend towards premiumisation, the rising adoption of electrification, hybridisation within the automotive industry, and the growing demand for premium lighting solutions, as well as the advancements in lighting technology. The industry's growth will be underpinned by the increasing demand for energy-efficient and advanced lighting solutions, as well as the growing trend towards premiumisation and electrification.

As per CRISIL Report, the lighting content per vehicle has been growing significantly with advancements in lighting technology in PVs. Pre-2020, halogen penetration across lighting segments was significant, while between fiscals 2020 and 2025, LED penetration increased significantly across sub-segments, particularly in the UV segment. This enabled the growth for lighting content in a PV from Rs 6,000- 6,800 per vehicle in fiscal 2020 to Rs ~14,000 in fiscal 2025 at a CAGR of 14-16%. Over this elevated base, over the next 5 years, the lighting content per PV is expected to grow at a CAGR of 8%-10% and reach Rs ~21,000 by fiscal 2030, driven by increased LED penetration, higher cost of Matrix headlights, increased ambient lighting penetration, integration with ADAS and increased animation. It is further expected to grow and reach Rs ~37,000 by fiscal 2035 driven by introduction of laser lights in premium models, OLED, DLP and increased LED penetration. The higher cost

of these components is expected to drive growth in lighting content in PVs at a CAGR of 10%-12% between fiscal 2030 to fiscal 2035. On similar lines, the lighting content per vehicle is also expected to grow for commercial vehicles. In the period between fiscal 2025-2030, the lighting content in CVs is expected to grow by 8%-10% and reach Rs ~7,000, driven by increased LED penetration in headlights, increased LED DRL penetration. Electrification of the LCV segment is also expected to drive the growth since EV models are typically offered with premium features and hence LED lights will be provided as standard across a wide range of models. Until 2030, halogens are still expected to be the preferred lighting technology in the CV segment. However, LED penetration is expected to reach ~70-80% by 2035, which will drive up the lighting content to Rs ~14,000, which is a CAGR of ~12-15% from fiscal 2030 to fiscal 2035.

To capitalize on these opportunities and in line with our strategy to expand our manufacturing footprint and capitalize on strong industry tailwinds in the automotive lighting sector, we propose to establish a state-of-the-art manufacturing facility in Kancheepuram, Tamil Nadu (the “**Proposed Project**”). The Proposed Project will be established on industrial land acquired by us on a leasehold basis for a period of 99 years, admeasuring 235,224.00 square feet, situated at Plot No. 19, SIPCOT Industrial Part, Sriperumbudur (Phase – IV – Mambakkam), Taluk of Sriperubudur, Sunguvarchattram, Kancheepuram, Tamil Nadu, pursuant to a lease deed dated October 6, 2025 executed with the State Industries Promotion Corporation of Tamil Nadu Limited (“**SIPCOT**”) (hereinafter referred to as “**Project Land**”). The Board of Directors of our Company have adopted a resolution dated December 23, 2025, in relation to the Proposed Project which will be utilized to manufacture head lamps, tail lamps and other lamps which includes fog lamps, interior lighting, and related components.

According to CRISIL Report, the automotive clusters in India have been pivotal in establishing the country as a significant player in the global automotive industry, with strong emphasis on exports as well as domestic manufacturing capabilities. These clusters have created a robust ecosystem for automotive component manufacturers and suppliers, in turn supporting vehicle manufacturing plants located within these clusters. Majority of the large auto component manufacturers have set up production facilities in proximity to these strategic clusters, thereby creating a symbiotic relationship between the vehicle manufacturers and their suppliers. This has resulted in a highly efficient and integrated supply chain, with components and parts sourced locally, reducing logistics costs and lead times. To harness these opportunities, the new facility will enable us to more effectively serve our existing OEM customers in southern India, enhance localization and responsiveness, and increase our wallet share, while also creating opportunities to engage with new customers located in close proximity to key automotive hubs. This expansion will strengthen our presence beyond the Delhi-Gurugram-Faridabad and Mumbai-Pune-Nashik-Aurangabad clusters and establish our footprint in the Chennai-Bengaluru-Hosur automotive cluster, positioning our Company as a pan-India automotive lighting manufacturer with access to three major automotive corridors in the country. Additionally, the Proposed Project will establish our strategic presence across the Sri City cluster which is an automotive hub. A number of attributes make Sri City an attractive destination for industrial development.

Chennai offers an ecosystem with well-developed infrastructure, reliable power and water availability, extensive supplier networks, and an abundant pool of skilled technical manpower. Kancheepuram offers the operational advantage of accessing Chennai’s industrial capabilities while operating at comparatively lower land and operating costs, making it a cost-efficient location for manufacturing expansion. Its strategic location enables seamless integration with existing supply chains and facilitates efficient coordination with customers and suppliers across the southern region. The location is supported by strong multimodal connectivity through national highways, rail networks, Chennai International Airport, and proximity to major seaports such as Chennai, Kamarajar, and Ennore ports. This connectivity enables efficient inbound and outbound logistics, reduced transportation lead times, and supports export-oriented manufacturing operations. As per CRISIL Report, proximity to OEM hubs provides significant operational benefits, including reduced lead times, enhanced responsiveness, and improved supply reliability to OEMs. Overall, the selection of Kancheepuram aligns with the project objective of establishing a scalable, cost-effective, and operationally efficient manufacturing facility, while supporting long-term capacity expansion, supply chain optimization, and competitiveness in domestic and international markets.

The establishment of the Proposed Project is expected to deliver significant strategic, operational, and long-term competitive advantages for our Company. Key benefits of the Proposed Project include the following:

- Strengthening our presence in the Southern region by ensuring closer proximity to OEM customers, thereby reducing logistics costs, improving supply chain responsiveness, and enhancing service efficiency.

- Leveraging Chennai's strategic location and infrastructure advantages, including access to one of India's largest seaports and well-developed road and rail connectivity, to facilitate smoother domestic distribution and more efficient export operations.
- Supporting our long-term capacity expansion plans in line with increasing domestic and international demand from major OEM customers having foot print in southern India, which we expect will enable us to capture a larger share of the rapidly growing automotive and EV value chain.
- Improving operational efficiency through integrated process automation, advanced manufacturing technologies, and modern equipment, resulting in higher throughput, improved quality control, and cost competitiveness.
- Facilitating diversification of our customer base and product portfolio by providing the flexibility to manufacture a broader range of components and assemblies tailored to diverse customer and market requirements.
- Contributing to sustainability and ESG objectives through the adoption of energy-efficient technologies, water conservation systems, and environmentally responsible manufacturing practices.
- Proximity to major automotive OEM hubs, improved access to component suppliers, and efficient connectivity to key ports, facilitating both domestic and export operations.

As part of our growth strategy, we intend to strengthen our ability to serve customers in the southern region by establishing manufacturing capacity closer to key automotive and industrial clusters. Proximity to these clusters is critical to improving responsiveness, reducing logistics lead times, and supporting closer collaboration with OEM customers as demand for advanced lighting systems continues to rise.

Serving southern OEMs from geographically distant facilities results in longer lead times, higher freight costs, and operational inefficiencies, which can constrain our ability to secure new programs and expand wallet share. By localizing production at Kancheepuram, our Company will be better positioned to deepen relationships with existing southern OEMs, capture new business opportunities, and strengthen our presence across all three major automotive clusters in India. At the same time, establishing the Proposed Project at Kancheepuram, Tamil Nadu, within the broader Chennai automotive corridor, offers strategic advantages that cannot be achieved through further expansion of our northern or western units. Accordingly, the Proposed Project will serve a dual purpose: creating additional manufacturing capacity to support overall business growth and strategically positioning operations closer to a rapidly expanding southern OEM base.

Estimated cost of the Proposed Project

The total estimated cost of the project is ₹ 1,751.33 million, as estimated by our management and certified by Goldrush Capital Services Private Limited pursuant to its Project Report. Goldrush Capital Services Private Limited has an experience of around 15 years. Out of the total estimated cost, our Company has already deployed ₹ 226.23 million through internal accruals towards the purchase of land including stamp duty and brokerage charges and proposes to deploy ₹ 1,525.10 million from the Net Proceeds.

Pursuant to the resolution dated December 23, 2025, passed by the Board of Directors, the Board has approved the utilisation of ₹1,525.10 million from the Net Proceeds towards the Proposed Project.

Our Company has received quotations from various vendors for the Proposed Project and is yet to place any orders or enter into definitive agreements for the purchase of plant and machinery. Any expenses in excess thereof shall be met from our internal accruals or borrowings as the case may be.

Our Company aims to meet the total project cost by utilising the following sources of finance:

Means of Finance:

Particulars	Amount (₹ in million)
Total Project cost	1,751.33
Amount already deployed from Internal Accruals*	226.23

Particulars	Amount (₹ in million)
Amount to be utilised from Net Proceeds	1,525.10

* As certified by V Sachdeva & Associates, Chartered Accountants, pursuant to their certificate dated December 29, 2025.

Note: The above estimated cost may increase or decrease depending on the revised commercial terms, rate of inflation or other macro-economic factors, amongst others. In the event of any increased estimated cost, such additional cost shall be funded through alternate funding options such as internal accruals and/ or availing future debt from lenders.

As a part of the establishment of the Proposed Project, we require investment in (a) Project Land; (b) Building and civil works (Inclusive of GST); (c) Plant and machinery; (d) Office interior; (e) Electrical works; (f) HVAC works; (g) Mechanical works; and (h) Other expenses. The detailed break-down of estimated cost of the Proposed Project, as certified in the Project Report, is set forth below:

Particulars	Total estimated cost (₹ in million)	Amount already deployed (₹ in million)	Amount proposed to be funded through the Net Proceeds (₹ in million)
Project Land	226.23	226.23 [^]	-
Building and civil work*	329.26	-	329.26
Plant and machinery	971.46	-	971.46
Office interior	53.64	-	53.64
Electrical works	69.36	-	69.36
HVAC works	62.56	-	62.56
Mechanical works	33.81	-	33.81
Other expenses	5.00	-	5.00
Total	1,751.33	226.23	1,525.10

[^]As certified by V Sachdeva & Associates, Chartered Accountants, pursuant to their certificate dated December 29, 2025.

* Inclusive of applicable taxes

Note:

- (1) The above estimated cost may increase or decrease depending on the revised commercial terms, rate of inflation or other macro-economic factors, amongst others. In the event of any increased estimated cost, such additional cost shall be funded through alternate funding options such as internal accruals and/ or availing future debt from lenders.
- (2) All figures in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places. In certain instances, discrepancies in any table between the sums of the amounts listed in the table and totals are due to rounding off.
- (3) Total estimated costs are as per respective quotations received from the vendors.
- (4) For all quotations received from the vendors, we have assumed an exchange rate applicable as on, 12th December, 2025 as per the RBI reference rate archive.

Euro to INR	106.07
GBP to INR	121.05
JPY to INR	0.58
USD to INR	90.38

Further, in connection to the Proposed Project, we have provided an undertaking to the Book Running Lead Managers confirming, inter alia, that we shall not claim goods and services tax (“GST”) input tax credit in respect of the cost proposed to be incurred towards building and civil work, in accordance with the provisions of the Central Goods and Services Tax Act, 2017, the rules made thereunder and other applicable GST laws. This undertaking is legally binding on us.

Detailed break-down of the cost of Proposed Project

A further break-up of the specific costs towards establishing the Proposed Project is set forth below:

a) Project Land

Our Company has already entered into lease deed dated October 6, 2025, for property situated at Plot No. 19, SIPCOT Industrial Part, Sriperumbudur (Phase – IV – Mambakkam), Taluk of Sriperubudur, Sunguvarchatram, Kancheepuram, Tamil Nadu, admeasuring 235,224.00 square feet, with State Industries Promotion Corporation of Tamil Nadu Limited (SIPCOT), for a period of 99 years. Accordingly, our Company has acquired the identified Project Land using internal accruals, for an aggregate consideration of ₹226.23 million, which includes the cost

of purchase of land including stamp duty and brokerage charges. No separate approval is required from any local authorities for utilising the Proposed Project Land for setting up the Proposed Project.

b) Building and civil works

The total estimated cost for building and civil works for the Proposed Project is ₹329.26 million, inclusive of applicable taxes, which we propose to utilise from the Net Proceeds. The cost has been determined based on quotations obtained for the entire amount and as certified in the Project Report, the details of which are set out below:

Sl. No.	Description	Total estimated area (in square feet)	Rate per square feet (in ₹)	Total estimated cost (₹ in million)*	Name of Vendor	Date of quotation	Validity
1.	Building and civil work	140,000	2,150.42	301.06	Jindal Infrastructure	November 11, 2025	June 11, 2026
2.	Mezzanine floor	21,922	1,286.36	28.20	P.N. Nagane	September 28, 2025	May 6, 2026
	Total			329.26			

**Including applicable taxes*

Note: All figures in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places. In certain instances, discrepancies in any table between the sums of the amounts listed in the table and totals are due to rounding off.

c) Plant and machinery:

The total estimated cost for procurement and installation of plant and machinery for the Proposed Project is ₹ 971.46 million, excluding of applicable taxes, which we propose to utilise from the Net Proceeds. The cost has been determined based on quotations obtained for the entire amount and as certified in the Project Report.

An indicative list of such plant and machinery that is intended to be purchased, along with details of the quotations received in this respect are set forth below, which has been included in the Project Report:

Sl. No.	Name of the equipment	Name of Vendor	Currency	Currency Exchange Rate as on 12 th December, 2025	Date of quotation	Validity of quotation	Quantity	Cost per unit (₹ in million)	Installation & commissioning charges (₹ in million)	Total Cost (₹ in million)*
1.	FB1900-3K moulding machine	Fu Chun Shin Machinery Manufacture Company Limited	USD	90.38	November 5, 2025	May 5, 2026	2	101.54	0.07	203.15
2.	Toyo Si-100-7, IU F75F	E Machines Technologie	JPY	0.58	October 30, 2025	April 30, 2026	2	5.54	0.05	11.12
3.	Toyo Si-180-7GS, IU H300E	s India Private Limited					2	7.15	0.05	14.36
4.	Toyo Si-280-7, IU J450HF						2	10.09	0.05	20.23
5.	Toyo Si-350-7, IU J450F						2	11.37	0.05	22.79
6.	Toyo Si-450-7, (495T) IU K600F						2	15.20	0.05	30.44
7.	Toyo Si-550-7, IU K600F						3	21.63	0.08	64.98
8.	Model: SD-G-1025S-15	Yushin Precision Equipment	JPY	0.58	October 8, 2025	May 16, 2026	4	0.92	-	3.69
9.	Model: SD-G-2535S-17						1	1.06	-	1.06

Sl. No.	Name of the equipment	Name of Vendor	Currency	Currency Exchange Rate as on 12 th December, 2025	Date of quotation	Validity of quotation	Quantity	Cost per unit (₹ in million)	Installation & commissioning charges (₹ in million)	Total Cost (₹ in million)*
10.	Model: SD-G-3550S-22	Company Limited					1	1.21	-	1.21
11.	Model: SA II-1000S						3	1.83	-	5.48
12.	Storage, drying and central feeding system	Prasad Koch Technik Private Limited	INR		- October 6, 2025	May 14, 2026	1	30.41	1.22	31.63
13.	MTC MEDIUM C120 1.5kw/15kw (TCIMX15151)	Wittmann Battenfeld Private Limited	INR		- October 5, 2025	May 3, 2026	8	0.18	-	1.42
14.	Equipment AM/KW 1DA2 1900/1800 IC MF (Mtalizing)	Arzuffi PVD SRL	Euro	106.07	October 8, 2025	May 31, 2026	1	41.16	-	41.16
15.	Head lamp coating line set	Shenzhen Honglichang Machinery Manufacturing Company Limited	USD	90.38	October 8, 2025	April 8, 2026	1	89.90	12.48	102.38
16.	Automatic coating line set						1	34.54	5.85	40.39
17.	Dust test chamber	Weiss Technik India Private Limited	Euro	106.07	October 30, 2025	May 30, 2026	1	5.83	-	5.83
18.	Industry oven						1	1.59	-	1.59
19.	Ozone climate chamber						1	22.27	-	22.27
20.	Solar simulation chamber						1	8.75	-	8.75
21.	Thermal shock chamber						1	14.85	-	14.85
22.	Global UV test unit						1	12.30	-	12.30
23.	Spray water test chamber						1	17.50	-	17.50
24.	LMT-Goniometer GO-A (alpha) and certain accessories	LMT Lichtmesstechnik GmbH Berlin	Euro	106.07	October 10, 2025	May 18, 2026	1	67.04	-	67.04
25.	6000kgf (long stroke) electrodynamic vibration shaker system	Saraswati Dynamics Private Limited	INR		- October 11, 2025	May 11, 2026	1	24.09	0.06	24.14
26.	Model CC1000iP floor standing cyclic corrosion test chamber	Unitron Instrumentation Technology Private Limited	GBP	121.05	October 30, 2025	May 18, 2026	1	3.07	0.03	3.10
27.	Walk-in climate test chamber	Weiss Technik India Private Limited	Euro	106.07	October 30, 2025	May 30, 2026	1	29.17	-	29.17
28.	QMC system for 150T	Semyung India Enterprises	INR		- October 7, 2025	May 7, 2026	1	0.70	-	0.70

Sl. No.	Name of the equipment	Name of Vendor	Currency	Currency Exchange Rate as on 12 th December, 2025	Date of quotation	Validity of quotation	Quantity	Cost per unit (₹ in million)	Installation & commissioning charges (₹ in million)	Total Cost (₹ in million)*
29.	QMC system for 250T	Private Limited					1	0.75	-	0.75
30.	QMC system for 480T & 550T						1	0.91	-	0.91
31.	QMC system for 600T & 800T						1	1.07	-	1.07
32.	QMC system for 950T						1	1.40	-	1.40
33.	20/10T x 18.9M double girder EOT cranes both hoist on same trolley	Konecranes and Demag Private Limited	INR		-December 11, 2025	May 30, 2026	2	9.57	-	19.14
34.	250 Kva 3Phase IGBT Ractifier	Riello Power India Private Limited	INR		-November 4, 2025	March 31, 2026	2	2.99	-	5.98
35.	808 KW / 1010 KVA, Diesel Generating Set	Powerica Limited	INR		-September 30 th , 2025	May 8, 2026	2	7.20	-	14.40
36.	Common & composite autosynchronisation for New 2 x 1010 KVA DG Set		INR	-			1	0.90	-	0.90
37.	Mechanical & electrical material supply & installation work	Powerica Limited	INR		-February 20, 2025	May 8, 2026	1	3.77	2.26	6.04
38.	VStore – 10550mm Height Tray Size (3640 x 855 x 65 mm) Tray Capacity – 465 Kgs Total No. of Tray – 49 Nos. With Industrial PC (IPC)	Craftsman Automation Limited	INR		-September 30, 2025	April 18, 2026	2	4.37	-	8.75
39.	VStore – 10550mm Height Tray Size (3640 x 855 x 65 mm) Tray Capacity – 465 Kgs Total No. of Tray – 37 Nos. With Industrial PC (IPC)						1	4.13	-	4.13
40.	VStore – 10550mm Height Tray Size (3640 x 855 x 65 mm) Tray Capacity – 465 Kgs Total						1	4.03	-	4.03

Sl. No.	Name of the equipment	Name of Vendor	Currency	Currency Exchange Rate as on 12 th December, 2025	Date of quotation	Validity of quotation	Quantity	Cost per unit (₹ in million)	Installation & commissioning charges (₹ in million)	Total Cost (₹ in million)*
	No. of Tray – 32 Nos. With Industrial PC (IPC)									
41.	Kaeser make screw air compressor with integrated refrigeration air dryer model CSD 110 T	Navitas Gensets Private Limited	INR		- September 29, 2025	April 27, 2026	1	1.88	-	1.88
42.	Kaeser make screw air compressor with integrated refrigeration air dryer and variable speed drive model CSD 110 T SFC						1	2.82	-	2.82
43.	Kaeser make refrigeration air dryer model TD 73						1	0.43	-	0.43
44.	Kaeser make vertical air receiver tank 5M3						1	0.25	-	0.25
45.	Kaeser make micro filter model F83KE and F83KA						2	0.05	-	0.10
46.	FlowT (fork lift AMR- ground to ground Application) for 1000 kg load	Addverb Technologies Limited	INR		- September 26, 2025	April 27, 2026	3	2.70	-	8.10
47.	Dynamo 1000 (tugging application)						1	3.20		3.20
48.	Fleet management software upto 5 fleet						1	2.00		2.00
49.	Call point tablets						25	0.18		4.50
50.	Charger						4	0.23		0.90
51.	IT Server (16 core) for standalone FMS						1	2.61		2.61
52.	Project management						1	1.50		1.50
53.	Installation charges						-	-	0.84	0.84
54.	Godrej heavy duty shelving	Empowered Enterprises	INR		- September 22, 2025	May 4, 2026	1	0.61	-	0.61
55.	Selective pallet racking						1	4.26	-	4.26
56.	HSD and dock leveller system	Gandhi Automation	INR		- September 29, 2025	April 17, 2026	1	4.06	-	4.06

Sl. No.	Name of the equipment	Name of Vendor	Currency	Currency Exchange Rate as on 12 th December, 2025	Date of quotation	Validity of quotation	Quantity	Cost per unit (₹ in million)	Installation & commissioning charges (₹ in million)	Total Cost (₹ in million)*
		Private Limited								
57.	Godrej AFT model GA 180 E390	Empowered Enterprises	INR		-September 28, 2025	May 7, 2026	1	3.83	-	3.83
58.	Godrej 1.5T electric stacker model FES ESW 1555						1	0.68	-	0.68
59.	Godrej 3 tonner Elec FLT GX300E UNO						1	1.40	-	1.40
60.	Godrej hand pallet truck GPT 2500 NT						1	0.02	-	0.02
61.	Active Swithes & Wi-Fi	Value Point Systems Private Limited	INR		-September 30, 2025	April 28, 2026	1	10.55	-	10.55
62.	Firewall						1	0.71	-	0.71
63.	Server, storage & MS License						1	3.40	-	3.40
64.	Structure cabling - data, CCTV voice, Wi-Fi ACS, rack						1	5.41	-	5.41
65.	AV solution for meetings room						1	13.16	-	13.16
66.	IP CCTV camera						1	2.19	-	2.19
67.	PA system						1	1.28	-	1.28
68.	Access control systems						1	2.14	-	2.14
69.	EPBX solution						1	0.34	-	0.34
70.	Laptop & desktop set HP make						1	0.83	-	0.83
71.	Continuous moving conveyor type bin cleaning machine (Option-1)	Cleanstar Machines	INR		-September 30, 2025	April 30, 2026	1	3.10	-	3.10
72.	Air change layout shower stainless steel tunnel with shoe sole cleaning machine	Cronax Industries	INR		-September 30, 2025	April 29, 2026	1	2.70	-	2.70
73.	2 MM ESD flooring	Jamkon Private Limited	INR		-October 1, 2025	May 9, 2026	1	1.71	-	1.71
74.	2 MM EPOXY flooring						1	0.28	-	0.28
75.	Wall partition and ceiling work	Concept Engineering Projects Private Limited	INR		-October 3, 2025	May 11, 2026	1	8.30	1.13	9.43
	Total									971.46

*Excluding applicable taxes

Note:

- (1) All figures in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places. In certain instances, discrepancies in any table between the sums of the amounts listed in the table and totals are due to rounding off.
- (2) For all quotations received from the vendors we have assumed an exchange rate applicable as on, 12th December, 2025 as per the RBI reference rate archive.

Euro to INR	106.07
GBP to INR	121.05
JPY to INR	0.58
USD to INR	90.38

d) Office Interior

The total estimated cost for the Office interior for the Proposed Project is ₹ 53.64 million, excluding of applicable taxes, which we propose to utilise from the Net Proceeds. The cost has been determined based on quotations obtained for the entire amount and as certified in the Project Report, the details of which are set out below:

Sl. No.	Name of Equipment	Quantity	Total estimated cost (₹ in million)*	Name of the Vendor	Date of quotation	Validity
1.	C&I	1	31.22	Savills India	September 22, 2025	April 22, 2026
2.	HVAC	1	14.11	Savills India		
3.	Fire and safety	1	2.76	Savills India		
4.	Chairs	1	2.07	Savills India		
5.	Modular furniture	1	3.48	Savills India		
	Total		53.64			

*Excluding applicable taxes

Note: All figures in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places. In certain instances, discrepancies in any table between the sums of the amounts listed in the table and totals are due to rounding off.

e) Electrical works

The total estimated cost for the Electrical works for the Proposed Project is ₹ 69.36 million, excluding of applicable taxes, which we propose to utilise from the Net Proceeds. The cost has been determined based on quotations obtained for the entire amount and as certified in the Project Report, the details of which are set out below:

Sl. No.	Name of Equipment	Quantity	Total estimated cost (₹ in million)*	Name of the Vendor	Date of quotation	Validity
1.	SITC of HT-LT electrical works	1	69.36	Concept Engineering Projects Private Limited	August 29, 2025	June 29, 2026

*Excluding applicable taxes

Note: All figures in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places. In certain instances, discrepancies in any table between the sums of the amounts listed in the table and totals are due to rounding off.

f) HVAC works

The total estimated cost for the HVAC works for the Proposed Project is ₹ 62.56 million, excluding of applicable taxes, which we propose to utilise from the Net Proceeds. The cost has been determined based on quotations obtained for the entire amount and as certified in the Project Report, the details of which are set out below:

Sl. No.	Name of Equipment	Quantity	Total estimated cost (₹ in million)*	Name of the Vendor	Date of quotation	Validity
1.	HVAC tender	1	62.56	Aqua Chill Systems India	September 25, 2025	April 4, 2026

Sl. No.	Name of Equipment	Quantity	Total estimated cost (₹ in million)*	Name of the Vendor	Date of quotation	Validity
				Private Limited		

*Excluding applicable taxes

Note: All figures in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places. In certain instances, discrepancies in any table between the sums of the amounts listed in the table and totals are due to rounding off.

g) Mechanical works

The total estimated cost for the Mechanical works for the Proposed Project is ₹ 33.81 million, excluding of applicable taxes, which we propose to utilise from the Net Proceeds. The cost has been determined based on quotations obtained for the entire amount and as certified in the Project Report, the details of which are set out below:

Sl. No.	Name of Equipment	Quantity	Estimated cost Supply (₹ in million)	Estimated cost Installation (₹ in million)	Total Estimated cost (₹ in million)*	Name of the Vendor	Date of quotation	Validity
1.	Mechanical works	1	26.63	7.18	33.81	Jindal Infrastructure	September 21, 2025	April 21, 2026

*Excluding applicable taxes

Note: All figures in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places. In certain instances, discrepancies in any table between the sums of the amounts listed in the table and totals are due to rounding off.

h) Other expenses

Other expenses in respect of the Proposed Project comprises of the total aggregate estimated cost of ₹ 5.00 million, excluding taxes, as per the Project Report. Other expenses primarily comprise ancillary and support costs necessary for the effective establishment and operational readiness of the Proposed Project. These include expenditure related to project management services, consultancy services, statutory approvals, utilities infrastructure and contingency provisions, and other incidental costs integral to ensuring the timely and efficient completion of the project.

The fund requirements, deployment of funds, and intended utilization of the Net Proceeds for the Proposed Project, as described herein, are based on the current business plan, management estimates, valid quotations received from suppliers, and other prevailing commercial and technical considerations. However, the total estimated cost and related fund requirements have not been appraised by any bank or financial institution. We may have to revise our funding requirements and deployment on account of a variety of factors such as our financial and market condition, business and strategy, competition and interest or exchange rate fluctuations and other external factors, which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of our management.

All quotations received from the vendors mentioned above are valid as on the date of this Draft Red Herring Prospectus. However, we have not entered into any definitive agreements with any of these vendors and there can be no assurance that the same vendors would be engaged to eventually supply the machinery and equipment or at the same costs. The quantity of machinery and equipment to be purchased is based on the present estimates of our management. As on the date of this Draft Red Herring Prospectus, our Company has not deployed any fund towards the purchase of these machinery and equipment. Additionally, there may be revision in the final amounts payable towards these quotations pursuant to any taxes or levies payable on such item.

Our Promoters, Directors and Key Managerial Personnel, do not have any interest in the entity from whom we have obtained quotations, in relation to such proposed purchase.

Estimated Schedule of Implementation

The detailed schedule of implementation of the Proposed Project is set forth below:

Sl. No.	Activity	Estimated month & year of the commencement date	Estimated month and year of completion
1.	Land acquisition	Completed	
2.	Approvals (CTE) for construction	Completed	
3.	Approval of building plan and provisional fire NOC	January 2026	June 2026
4.	Design of building	June 2026	November 2026
5.	Construction of building	November 2026	March 2028
6.	Procurement and installation of utilities & machinery	February 2027	June 2028
7.	Obtain approvals for SOP	June 2028	December 2028
8.	Trial run and SOP	June 2028	December 2028
9.	Commercial Production	December 2028	

The completion of the Proposed Project is dependent on the performance of external agencies, which are responsible for inter alia civil work, installation and commissioning of machinery and supply and testing of equipment, any delay in performance of work by the external agencies, the proposed schedule implementation and deployment of the Net Proceeds may be extended or may vary accordingly, thereby resulting in an delay in commercial production as anticipated. If the performance of these agencies is inadequate, it may result in incremental cost and time overruns which could adversely affect our business and results of operations.

Government Approvals

The approvals required at various stages of the Proposed Project have been set out in the table below. Such approvals are granted on commencement or completion of various activities, as applicable. The Project Land on which the Proposed Project is proposed to be established has already been leased to us by SIPCOT.

The necessary approvals for the Proposed Project shall be procured as and when they are required in accordance with applicable law. Details of the material approval and clearances required to be obtained for the Proposed Project:

Sl. No.	Nature of License	Department	Expected timeline
1.	Land Allotment Letter/ Lease Deed	State Industries Promotion Corporation of Tamil Nadu (SIPCOT)	Completed
2.	Consent to Establish	Tamil Nadu Pollution Control Board (TNPCB)	Completed
3.	GST Registration	Goods and Services Tax Network (GSTN)	To be applied
4.	Electricity Connection	State Electricity Board	To be applied
5.	Factory Layout & Building Plant Approval	Local Municipal Authority	To be applied
6.	Factory License	Directorate of Industrial Safety & Health – DISH	To be applied
7.	Fire NOC	State Fire Department	To be applied
8.	Temporary Power Connection for Construction	Tamil Nadu Generation and Distribution Corporation Limited (TANGEDCO)	To be applied
9.	Water Connection	State Industries Promotion Corporation of Tamil Nadu (SIPCOT)	To be applied
10.	Approval for Lifts/ Material Handling equipment	Directorate of Industrial Safety & Health (DISH), Government of Tamil Nadu	To be applied
11.	DG Set	Tamil Nadu Pollution Control Board (TNPCB)	To be applied
12.	Consent to Operate (CTO)	State Pollution Control Board (SPCB)	To be applied

Sl. No.	Nature of License	Department	Expected timeline
13.	Plastic Waste Management Authorization	Tamil Nadu Pollution Control Board (TNPCB)	To be applied
14.	Internal Roads, Drainage Connection, and Infrastructure Integration	State Industries Promotion Corporation of Tamil Nadu Limited	To be applied
15.	Employees' Provident Fund (EPF) Registration	Employees' Provident Fund Organisation (EPFO)	To be applied
16.	Employees' State Insurance (ESI) Registration	Employees' State Insurance Corporation (ESIC)	To be applied
17.	Shops and Establishments Registration	Labour Department, Government of Tamil Nadu	To be applied
18.	Contract Labour (Regulation and Abolition) Act Registration	Labour Department, Government of Tamil Nadu	To be applied

Note: In the event of any unanticipated delay in receipt of such approvals, the proposed schedule of implementation and deployment of the Net Proceeds may be extended or vary.

In the event of any unanticipated delay in receipt of such approvals, the proposed schedule of implementation and deployment of the Net Proceeds may be extended or vary. For details, see **“Risk Factor - We require certain statutory and regulatory licenses and approvals to conduct our business and an inability to obtain, retain or renew such licenses and approvals could have an adverse effect on our business, financial condition, results of operations and cash flows.”** on page 56.

2. Purchase of plant and machinery, SMT lines and testing equipment for electronic expansion and upgradation of existing Unit 1 Manufacturing Facility (“Upgradation”)

We are primarily engaged in manufacturing of automotive lighting products and components, designed to meet the diversified requirements of our customers in OEM category and Automotive Lighting Aftermarket. To remain aligned with industry trends and to enhance operational efficiency, we propose to purchase plant and machinery, SMT lines and testing equipment for electronic expansion and upgradation of existing Unit 1 Manufacturing Facility (“Upgradation”). We believe that this will enable us to strengthen our product quality, improve production precision, and achieve higher levels of scalability and integration across our operations. By establishing these advanced capabilities in-house, rather than sourcing from external vendors, we expect to achieve greater control over the quality, reliability, and supply of critical components. This vertical integration will help us reduce dependency on third-party suppliers, minimize lead times, and lower production and logistics costs. In-house SMT and electronics manufacturing will also enable faster design iterations, enhanced product customization, and improved responsiveness to specific customer requirements. Our Company proposes to utilize ₹ 790.79 million towards the Upgradation.

As per CRISIL Report, the automotive lighting industry is undergoing rapid transformation driven by technological advancements, evolving consumer preferences, and regulatory developments. The shift towards LED and adaptive lighting systems is creating opportunities for manufacturers to innovate and expand their product portfolio with high-value solutions. OEMs are increasingly focused on styling and enhanced comfort, driving demand for modern lighting features like slimline projectors, ambient lighting, illuminated grilles, and lit logos. The accelerating adoption of EVs, both in India and globally, further increases the need for energy-efficient and intelligent lighting. Additionally, stricter safety and emission norms are encouraging the integration of advanced lighting systems.

At present, Unit 1 is engaged in the manufacturing of automotive lighting products and components, including a comprehensive suite of front lighting, rear lighting, and interior lighting systems. The Upgradation is strategically aimed at augmenting our manufacturing capabilities through the deployment of advanced automated equipment, precision assembly systems, and high-speed SMT lines to support large-scale assembly of electronic circuits used in automotive lighting applications. The industry is witnessing a sharp increase in electronics content per vehicle, higher lighting content per vehicle, and a clear shift toward technology-intensive solutions such as intelligent LED modules, adaptive lighting systems, signature DRLs, connected lighting solutions, and electronics-driven safety functionalities. These trends necessitate a manufacturing ecosystem that integrates precision electronics, automated assembly, high-speed surface-mount technology, and robust reliability testing. We believe that the upgradation of Unit 1 will enable our Company to modernize and expand its electronics manufacturing capabilities, reduce reliance on external vendors, and build a self-sufficient, future-ready production environment aligned with the requirements of next generation automotive lighting platforms. By integrating advanced

automation and electronics manufacturing capabilities, we aim to cater to the growing demand from our existing OEM customers while expanding our reach to new customers and emerging product segments that require high-performance, electronically integrated lighting solutions.

According to CRISIL Report, the Indian automotive industry is undergoing a significant shift, with the electronics content per vehicle increasing substantially. This trend is driven by the growing demand for advanced safety features, comfort, and convenience, as well as the rising adoption of electric vehicles (EVs), autonomous vehicles, and connected car technologies. The increasing popularity of premium vehicles, which often boast an array of sophisticated features, is also contributing to the growing electronics content per vehicle. The Indian automotive component sector has experienced robust growth, driven by a combination of factors including resilient domestic demand, increase in exports, rising content per vehicle and enhanced value addition. As the country navigates its transition towards advanced mobility solutions, the industry is undertaking requisite investments, adopting cutting-edge technologies, and augmenting localization efforts to effectively cater to both the domestic and international markets.

The Upgradation of Unit 1 is a strategic necessity to align with evolving industry requirements and support our growth in the electronics-intensive lighting segment. The Upgradation is aligned with our long-term strategy of strengthening our position in the automotive components industry by increasing the level of automation, enhancing productivity, and optimizing resource utilization. The Upgradation will involve purchase of plant and machinery, SMT lines and testing equipment for electronic expansion and upgradation of existing Unit 1 Manufacturing Facility, each of which is expected to play a strategic role in driving our Company's sustainable growth, operational excellence, and competitive differentiation.

The key benefits expected to accrue from each of these components are set out below:

1. Purchase of Plant and Machinery

Investment in advanced plant and machinery will enhance manufacturing efficiency, product quality and capacity, enabling our Company to meet growing demands of our customers in both OEM category and Automotive Lighting Aftermarket with greater precision and reliability. With the purchase of plant and machinery, we intend to:

- Ensure tighter tolerances, better optical performance, and higher consistency across lighting components.
- Reduce material wastage, energy consumption, and labor costs.
- Support production of advanced lighting technologies demanded by next-gen vehicle platforms.
- Ability to meet stringent OEM and regulatory standards.
- Improve operational efficiency and enables faster turnaround for new model requirements from OEM customers.

2. Purchase of SMT Lines:

Establishing in-house SMT lines will allow our Company to undertake electronic circuit assembly within its own facility rather than relying on third-party vendors. With the purchase of SMT lines, we intend to:

- Reduce lead times and improve supply chain control by minimizing external dependencies.
- Enable faster design modifications and product development, improving responsiveness to customer needs.
- Enhance product quality and reliability through controlled manufacturing environments and automated inspection systems.
- Support diversification into advanced, electronics-integrated lighting solutions, catering to evolving OEM requirements.

3. Purchase of testing equipment:

Investment in advanced testing infrastructure will ensure that all products meet stringent performance and reliability benchmarks required by OEM customers. With the purchase of testing equipment, we intend to:

- Improve product validation and reliability through in-house testing and quality assurance systems.
- Reduce time-to-market by eliminating delays associated with external testing and certification.

- Enhance customer confidence by ensuring consistent compliance with international standards and specifications.
- Enable continuous improvement through real-time feedback on product performance during development and production.

4. Electronics expansion:

Expanding in-house electronics manufacturing capabilities will position our Company to address the growing trend of electronic integration in automotive lighting systems. With the electronics expansion, we intend to:

- Enable development of technologically advanced lighting products, such as intelligent and adaptive lighting systems.
- Broaden our Company's product portfolio, allowing entry into higher-value, electronics-driven product segments.
- Improve cost competitiveness by reducing outsourcing expenses and achieving economies of scale.
- Strengthen customer relationships by providing end-to-end, integrated lighting solutions from design to delivery.

This Upgradation will enable us to establish a dedicated laboratory focused on testing, validation, and research of electronic components and automotive lighting systems. This laboratory is expected to be developed into an advanced testing and development centre, equipped with instruments to support new product development, reliability assessment, and process optimization initiatives. This electronics expansion is intended to support the development of technologically advanced lighting products, including intelligent and adaptive lighting solutions, broaden our Company's product portfolio by enabling entry into higher-value, electronics-driven segments, and improve cost competitiveness through reduced reliance on outsourcing and the realization of economies of scale. By integrating these capabilities in-house, we aim to enhance production flexibility, improve process reliability, and strengthen our overall quality assurance framework.

As a result, the Upgradation of Unit 1, complemented by this dedicated laboratory, will enable us to deliver technologically advanced, high-performance lighting solutions that meet the evolving requirements of our customers and the broader automotive industry, while reinforcing our competitive position and supporting sustainable long-term growth. Further, by offering end-to-end, integrated lighting solutions encompassing design, manufacturing and delivery, our Company expects to deepen its engagement with OEM customers and strengthen long-term customer relationships. The Upgradation is expected to modernize operations through optimized plant layouts, upgraded utilities and improved workflows, thereby reducing downtime and enhancing overall throughput. Further, the Upgradation is expected to reduce manual work, improve product quality and consistency, and lower operating costs.

Details of the land

The Upgradation is proposed at our existing Unit 1 Manufacturing Facility at Plot No. 36, Sector 4-B, I.E., Bahadurgarh, Dist. Jhajjar, Haryana with Haryana State Industrial & Infrastructure Development Corporation Limited, and no additional land acquisition is proposed to be incurred.

Estimated cost of the Upgradation

The total estimated cost of the Upgradation is ₹ 790.79 million, as estimated by our management and certified by Goldrush Capital Services Private Limited pursuant to its Project Report. Goldrush Capital Services Private Limited has an experience of around 15 years. The Board of Directors of our Company pursuant to their resolution dated December 23, 2025, have approved the Upgradation for the aforesaid benefits.

Our Company has received quotations from various vendors for the Upgradation and is yet to place any orders or enter into definitive agreements for the purchase of plant and machinery. The total estimated cost for the purchase of plant and machinery, SMT lines and testing equipment for electronic expansion and upgradation of existing Unit 1 Manufacturing Facility. Any expenses in excess thereof shall be met from our internal accruals.

As a part of the Upgradation, we require investment in (a) Purchase of plant and machinery; (b) Purchase of SMT lines; (c) Purchase of testing equipment; and (d) Building and civil works. The detailed break-down of estimated cost of the Upgradation, as certified in the Project Report, is set forth below:

Particulars	Total estimated cost (₹ in million)	Amount proposed to be funded through the Net Proceeds (₹ in million)
Purchase of plant and machinery	148.57	148.57
Purchase of SMT lines	100.12	100.12
Purchase of testing equipment	331.71	331.71
Building and civil works*	210.39	210.39
Total	790.79	790.79

* Inclusive of applicable taxes

Note:

- (1) The above estimated cost may increase or decrease depending on the revised commercial terms, rate of inflation or other macro-economic factors, amongst others. In the event of any increased estimated cost, such additional cost shall be funded through alternate funding options such as internal accruals and/ or availing future debt from lenders.
- (2) All figures in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places. In certain instances, discrepancies in any table between the sums of the amounts listed in the table and totals are due to rounding off.
- (3) Total estimated costs are as per respective quotations received from the vendors.
- (4) For all quotations received from the vendors, we have assumed an exchange rate applicable as on, 12th December, 2025 as per the RBI reference rate archive.

Euro to INR	106.07
GBP to INR	121.05
JPY to INR	0.58
USD to INR	90.38

Further, in connection to the Upgradation, we have provided an undertaking to the Book Running Lead Managers confirming, inter alia, that we shall not claim goods and services tax (“GST”) input tax credit in respect of the cost proposed to be incurred towards building and civil work, in accordance with the provisions of the Central Goods and Services Tax Act, 2017, the rules made thereunder and other applicable GST laws. This undertaking is legally binding on us.

Detailed break-down of the cost of Upgradation

a) Purchase of plant and machinery:

The total estimated cost for purchase of plant and machinery for the Upgradation is ₹ 148.57 million, excluding of applicable taxes, which we propose to utilise from the Net Proceeds. The cost has been determined based on quotations obtained for the entire amount and as certified in the Project Report.

An indicative list of such plant and machinery that is intended to be purchased, along with details of the quotations received in this respect are set forth below, which has been included in the Project Report:

Sl. No.	Name of the equipment	Name of Vendor	Currency	Currency Exchange Rate as on 12 th December, 2025	Date of quotation	Validity of quotation	Quantity	Cost per unit (₹ in million)	Installation & commissioning charges (₹ in million)	Total Cost (₹ in million)*
1.	FB1900-3K moulding machine	Fu Chun Shin Machinery Manufacture Company Limited	USD	90.38	October 31, 2025	May 1, 2026	1	101.55	0.04	101.59
2.	Toyo Si-100-7, IU F75F	E Machines Technologies	JPY	0.58	October 30, 2025	April 30, 2026	1	5.53	0.03	5.56
3.	Toyo Si-180-7GS, IU H300E	India Private Limited					1	7.16	0.03	7.19
4.	Toyo Si-450-7, (495T) IU K600F						1	15.19	0.03	15.22

Sl. No.	Name of the equipment	Name of Vendor	Currency	Currency Exchange Rate as on 12 th December, 2025	Date of quotation	Validity of quotation	Quantity	Cost per unit (₹ in million)	Installation & commissioning charges (₹ in million)	Total Cost (₹ in million)*
5.	PV 1052 vertical machining center	Hurco India Private Limited	USD	90.38	December 11, 2025	July 11, 2026	1	6.71	-	6.71
6.	20T/10T x 20.3M span double girder EOT crane	Konecranes and Demag Private Limited	INR	-	September 22, 2025	May 8, 2026	1	9.57	-	9.57
7.	QMC system for 250T	Semyung India Enterprises	INR	-	October 7, 2025	May 7, 2026	1	0.75	-	0.75
8.	QMC system for 480T & 550T	Private Limited					1	0.91	-	0.91
9.	QMC system for 600T & 800T						1	1.07	-	1.07
	Total									148.57

*Excluding applicable taxes

Note:

- (1) All figures in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places. In certain instances, discrepancies in any table between the sums of the amounts listed in the table and totals are due to rounding off.
- (2) For all quotations received from the vendors, we have assumed an exchange rate applicable as on, 12th December, 2025 as per the RBI reference rate archive.

Euro to INR	106.07
GBP to INR	121.05
JPY to INR	0.58
USD to INR	90.38

b) Purchase of SMT lines:

The total estimated cost for the purchase of SMT lines for the Upgradation is ₹100.12 million, excluding of applicable taxes, which we propose to utilise from the Net Proceeds. The cost has been determined based on quotations obtained for the entire amount and as certified in the Project Report.

An indicative list of such SMT lines that is intended to be purchased, along with details of the quotations received in this respect are set forth below, which has been included in the Project Report:

Sl. No.	Name of the equipment	Name of Vendor	Currency	Date of quotation	Validity of quotation	Quantity	Cost per unit (₹ in million)	Total Cost (₹ in million)*
1.	SJ Innotech board handling Unit	Panasonic Life Solutions India Private Limited	INR	October 10, 2025	April 10, 2026	1	3.76	3.76
2.	JTU reflow oven RS 1000Ne (Dual lane)					1	7.16	7.16
3.	Koh young 3D inline automated solder paste inspection system					1	8.52	8.52
4.	Koh young 3D automatic optical inspection system					1	13.34	13.34
5.	NPM D3A x 2 machine					2	27.28	54.56

Sl. No.	Name of the equipment	Name of Vendor	Currency	Date of quotation	Validity of quotation	Quantity	Cost per unit (₹ in million)	Total Cost (₹ in million)*
6.	Automatic solder paste printer - NPM-GPL					1	12.78	12.78
	Total							100.12

*Excluding applicable taxes

Note: All figures in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places. In certain instances, discrepancies in any table between the sums of the amounts listed in the table and totals are due to rounding off.

c) Purchase of Testing equipment:

The total estimated cost for the purchase of testing equipment for the Upgradation is ₹ 331.71 million, excluding of applicable taxes, which we propose to utilise from the Net Proceeds. The cost has been determined based on quotations obtained for the entire amount and as certified in the Project Report.

An indicative list of such testing equipment that is intended to be purchased, along with details of the quotations received in this respect are set forth below, which has been included in the Project Report:

Sl. No.	Name of the equipment	Name of Vendor	Currency	Currency Exchange Rate as on 12 th December, 2025	Date of quotation	Validity of quotation	Quantity	Cost per unit (₹ in million)	Total Cost (₹ in million) *
1.	Dust test chamber	Weiss Technik India Private Limited	Euro	106.07	October 30, 2025	May 30, 2026	1	5.83	5.83
2.	Industry oven						1	1.59	1.59
3.	Ozone climate chamber						1	22.29	22.29
4.	Solar simulation chamber						1	8.75	8.75
5.	Thermal shock chamber						1	14.85	14.85
6.	Global UV test unit						1	12.30	12.30
7.	Spray water test chamber						1	17.50	17.50
8.	Light measurement system for automotive lighting with accessoires	LMT Lichtmesstechnik GMBH Berlin	Euro	106.07	October 10, 2025	May 18, 2026	1	67.05	67.05
9.	EMI test system	KASde & Schwarz Asia Private Limited	USD	90.38	October 8, 2025	May 30, 2026	1	125.17	125.17
10.	6000kgf electrodynamic vibration shaker system	Saraswati Dynamics Private Limited	INR		October 11, 2026	May 11, 2026	1	24.14	24.14
11.	Model CC1000iP floor standing cyclic corrosion test chamber	Unitron Instrumentation Technology Private Limited	INR		October 30, 2025	June 7, 2026	1	3.07	3.07
12.	Walk-in climate test chamber	Weiss Technik India Private Limited	Euro	106.07	October 30, 2025	May 30, 2026	1	29.17	29.17

Sl. No.	Name of the equipment	Name of Vendor	Currency	Currency Exchange Rate as on 12 th December, 2025	Date of quotation	Validity of quotation	Quantity	Cost per unit (₹ in million)	Total Cost (₹ in million)*
	Total								331.71

*Excluding applicable taxes

Note:

- (1) All figures in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places. In certain instances, discrepancies in any table between the sums of the amounts listed in the table and totals are due to rounding off.
- (2) For all quotations received from the vendors, we have assumed an exchange rate applicable as on, 12th December, 2025 as per the RBI reference rate archive.

Euro to INR	106.07
GBP to INR	121.05
JPY to INR	0.58
USD to INR	90.38

d) Building and civil works:

The total estimated cost for building and civil works for the Upgradation is ₹ 210.39 million, inclusive of applicable taxes, which we propose to utilise from the Net Proceeds. The cost has been determined based on quotations obtained for the entire amount and as certified in the Project Report, the details of which are set out below:

Sl. No.	Description	Total estimated area (in square feet)	Rate per square feet	Total estimated cost (₹ in million)*	Name of Vendor	Date of quotation	Validity
1.	Building and civil work	48,000.00	4,383.00	210.39	Jindal Infrastructure	October 30, 2025	May 30, 2026

*Including applicable taxes

Note: All figures in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places. In certain instances, discrepancies in any table between the sums of the amounts listed in the table and totals are due to rounding off.

The fund requirements, deployment of funds, and intended utilization of the Net Proceeds for the Upgradation, as described herein, are based on the current business plan, management estimates, valid quotations received from suppliers, and other prevailing commercial and technical considerations. However, the total estimated cost and related fund requirements have not been appraised by any bank or financial institution. We may have to revise our funding requirements and deployment on account of a variety of factors such as our financial and market condition, business and strategy, competition and interest or exchange rate fluctuations and other external factors, which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of our management.

All quotations received from the vendors mentioned above are valid as on the date of this Draft Red Herring Prospectus. However, we have not entered into any definitive agreements with any of these vendors and there can be no assurance that the same vendors would be engaged to eventually supply the machinery and equipment or at the same costs. The quantity of machinery and equipment to be purchased is based on the present estimates of our management. As on the date of this Draft Red Herring Prospectus, our Company has not deployed any fund towards the purchase of these machinery and equipment. Additionally, there may be revision in the final amounts payable towards these quotations pursuant to any taxes or levies payable on such item.

Our Promoters, Directors and Key Managerial Personnel, do not have any interest in the entity from whom we have obtained quotations, in relation to such proposed purchase.

Means of finance for Upgradation

We intend to fund the entire cost of the Upgradation from the Net Proceeds. Accordingly, we confirm that there is no requirements for our Company to make firm arrangements of finance under Regulation 7(1)(c) of the SEBI

ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Fresh Issue and existing identifiable internal accruals of our Company. In case of a shortfall in the Net Proceeds or any increase in the actual utilization of funds earmarked for the objects, our Company shall bear such cost out of internal accruals. Our Company may also consider raising bridge financing facilities, including through secured or unsecured loans or any short-term instrument like non-convertible debentures, commercial papers or inter-corporate deposits, pending receipt of the Net Proceeds.

Estimated Schedule of Implementation

The detailed schedule of implementation of the Upgradation is set forth below:

Sl. No.	Activity	Estimated month & year of commencement	Estimated month & year of completion
1.	Approval of building plan and Provisional fire NOC	April 2026	July 2026
2.	Design of building	July 2026	December 2026
3.	Construction of building	December 2026	August 2027
4.	Procurement and installation of utilities & machinery	October 2026	September 2027
5.	Obtain approvals for SOP	September 2027	December 2027
6.	Trial run and SOP	September 2027	December 2027

Government Approvals

The approvals required at various stages of the Upgradation have been set out in the table below. The necessary approvals for the Upgradation shall be procured as and when they are required in accordance with applicable law. Our Company is already in receipt of all the material approvals for the existing Unit 1 Manufacturing Facility, where the Upgradation is intended. However, our Company may require to renew or apply for certain approvals.

Details of the necessary approval and clearances required to be obtained for the Upgradation, as per the Project Report are as under:

Sl. No.	Nature of License	Department	Expected timeline
1.	Factory Layout & Building Plant Approval	Local Municipal Authority	To be applied
2.	Revised Consent to Establish (CTE)	Haryana State Pollution Control Board (HSPCB)	To be applied
3.	Hazardous Waste Authorization	Haryana State Pollution Control Board (HSPCB)	To be applied
4.	Revised Consent to Operate (CTO)	Haryana State Pollution Control Board (HSPCB)	To be applied
5.	Factory License Amendment	Directorate of Industrial Safety & Health (DISH), Haryana	To be applied
6.	Approval for Lifts, Hoists, EOT Cranes & Material Handling Equipment	Directorate of Industrial Safety & Health (DISH), Haryana	To be applied
7.	Revised Fire NOC	Haryana Fire and Emergency Services Department	To be applied

The Proposed scope and ambit of the expansion is covered to an extent and some of the approvals will have to be amended. While we do not require any further licenses/approvals from any governmental authorities at this stage of the Upgradation, we will apply or amend the existing approval for all such necessary approvals that we may require at future relevant stages.

Contingencies

A contingency of 2% of the Offer size towards any increase in cost due to revision in the costs in quotations received from various vendors for the Proposed Project and Upgradation, required during implementation period

and fluctuation in currency exchange rates, apart from pre-operative expenses for manpower (labour, staff, security, etc.) cost that has been provided in terms of the DPR shall be met through the general corporate purpose.

Means of finance

We intend to fund the entire cost of the Proposed Project and Upgradation from the Net Proceeds. Accordingly, we confirm that there is no requirements for our Company to make firm arrangements of finance under Regulation 7(1)(e) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Fresh Issue and existing identifiable internal accruals of our Company. In case of a shortfall in the Net Proceeds or any increase in the actual utilization of funds earmarked for the objects, our Company shall bear such cost out of internal accruals. Our Company may also consider raising bridge financing facilities, including through secured or unsecured loans or any short-term instrument like non-convertible debentures, commercial papers or inter-corporate deposits, pending receipt of the Net Proceeds.

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

Our Company has entered into various borrowing arrangements with banks. The borrowing facilities entered into by our Company includes borrowings in the form of terms loans and various fund based and non-fund based working capital facilities. As on October 31, 2025, we had total outstanding borrowings of ₹ 1,128.34 million.

For the purposes of the Offer, we have obtained the necessary consent from our lenders, as is respectively required under the relevant facility documentation for undertaking activities in relation to this Offer and for the deployment of the Net Proceeds towards the Objects set out in this section.

The borrowings proposed to be repaid/ prepaid out of total borrowings of our Company, have been approved by our Board in its meeting dated December 23, 2025

Our Company intends to utilize an aggregate amount of ₹ 650.00 million from Net Proceeds towards repayment and/or prepayment of all or a portion of certain outstanding borrowings availed by our Company. Pursuant to the terms of the borrowing arrangements, prepayment of certain indebtedness may attract prepayment charges as prescribed by the lender. Such prepayment charges, as applicable, will also be funded out of the Net Proceeds, as per the requirements of our Company. Given the nature of the borrowings and the terms of repayment *and/or* prepayment redemption, the aggregate outstanding amounts under the borrowings may vary from time to time and our Company may, in accordance with the relevant repayment schedule, repay or refinance some of their existing borrowings prior to Allotment. We believe that such repayment or prepayment or redemption will help in maintaining a favourable debt-equity ratio, reduce our outstanding indebtedness on a consolidated basis and debt servicing costs and enable utilization of the internal accruals for further investment towards business growth and expansion.

In addition, we believe that this would improve our ability to raise further resources in the future to fund potential business development opportunities. The selection of borrowings proposed to be prepaid or repaid or redeemed amongst our borrowing arrangements availed is at the discretion of the Board and will be based on various factors, including:

- (i) maturity profile and the remaining tenor of the loan,
- (ii) cost of the borrowing, including applicable interest rates,
- (iii) any conditions attached to the borrowings, restricting our ability to prepay/ repay/ redeem the borrowings and time taken to fulfil, or obtain waivers for fulfilment of such conditions, or relating to the terms of repayment,
- (iv) levy of any prepayment penalties and the quantum thereof,
- (v) provisions of any laws, rules and regulations governing such borrowings, and
- (vi) other commercial considerations including, among others, the amount of the loan outstanding.

Further, our Company may also avail additional borrowings and/or draw down further funds under existing borrowing facilities, from time to time, after the date of this Draft Red Herring Prospectus. Accordingly, in case

any of the below loans are pre-paid or further drawn down prior to the filing of the Red Herring Prospectus, we may utilize the Net Proceeds towards repayment and/or pre-payment of such additional indebtedness availed after filing of this Draft Red Herring Prospectus.

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

The amounts proposed to be prepaid and/ or repaid against the borrowing facility below is indicative and our Company may utilize the Net Proceeds to prepay and/ or repay the facilities disclosed table below in accordance with commercial considerations, including amounts outstanding at the time of prepayment and / or repayment.

The following table provides the details of the outstanding amount of borrowings including interest thereon availed by our Company, as on October 31, 2025, which we propose to pre-pay/repay, in full or in part, along with the accrued interest from the Net Proceeds for an aggregate amount of ₹ 650.00 million:

Sl. No.	Name of the lender	Date of sanction letter	Nature of borrowings	Amount sanctioned (in ₹ million)	Amount outstanding as on October 31, 2025 (in ₹ million)*	Applicable interest rate as on October 31, 2025	Tenure (in months)	Repayment schedule (in months)	Purpose	Prepayment Penalty
1.	HDFC Bank	November 18, 2019	Term loan	108.23	30.11	8.09%	84 months (including moratorium of 24 months)	60 months	Towards Purchase of Plant and Machinery	As mutually agreed
2.	HDFC Bank	December 01, 2021	Term loan	180.00	71.04	7.40%	60 months (including moratorium of 12 months)	48 months	Towards Purchase of Plant and Machinery	1% of the outstanding amount
3.	HDFC Bank	November 21, 2023	Term loan	180.00	135.99	7.24%	60 months	60 months	Towards Purchase of Plant and Machinery	2% of the outstanding amount
4.	HDFC Bank	June 18, 2022	ECGCL Term loan	56.35	41.08	9.25%	72 months (including moratorium of 24 months)	48 months	Towards working capital requirement	No prepayment penalty
5.	HDFC Bank	June 18, 2022	Term loan	257.69*	191.84	7.14%	144 months	144 months	Towards general corporate purpose /working capital requirement	Foreclosure charges will be nil if prepayment has been made after two years from Company own accruals. In other case: 1% of the outstanding amount.
6.	HDFC Bank	March 5, 2025	Term loan	555.00	252.13	7.65%	96 months (including moratorium)	84 months	Towards Purchase of	1% of the outstanding amount

Sl. No.	Name of the lender	Date of sanction letter	Nature of borrowings	Amount sanctioned (in ₹ million)	Amount outstanding as on October 31, 2025 (in ₹ million)*	Applicable interest rate as on October 31, 2025	Tenure (in months)	Repayment schedule (in months)	Purpose	Prepayment Penalty
							of 12 months)		Plant and Machinery	
7.	HDFC Bank	March 5, 2025	Term loan	75.00	66.25	7.65%	60 months	60 months	Towards Maintenance of Plant and Machinery	1% of the outstanding amount
				1,412.27	788.44					

* The loan was initially availed from Indiabulls Housing Finance Limited in the financial year 2014-15 for ₹ 170 million. Subsequently an additional loan of ₹ 40.09 million and ₹ 39.20 million were obtained from Indiabulls Housing Finance Limited in financial year 2014-15 and 2015-16 respectively. The said loan was taken over by HDFC Limited in the financial year 2017-18 to the tune of ₹ 272 million (by making payment of ₹ 242.095 million to Indiabulls Housing Finance Limited and additionally sanctioned fresh loan of ₹ 29.905 million in financial year 2018-19). Subsequently the entire loan was taken over by HDFC Bank Limited in the financial year 2022-23 for ₹ 257.69 million.

Note: In accordance with the SEBI ICDR Regulations, pursuant to the certificate dated December 27, 2025, issued by V Sachdeva & Associates, Chartered Accountants, vide which it has certified the utilisation of above borrowings for the purposes they were availed.

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

For the purposes of the Offer including repayment and/or/pre-payment, in full or part, of certain borrowings availed by our Company, we have obtained the necessary consents from the lenders as is required under the relevant loan documentation for undertaking activities in relation to the Offer.

4. General corporate purposes

Our Company proposes to deploy the balance Net Proceeds aggregating up to ₹ [●] million towards general corporate purposes, subject to such amount not exceeding 25% of the Gross Proceeds, in compliance with the SEBI ICDR Regulations. The general corporate purposes for which our Company proposes to utilize Net Proceeds include strengthening marketing capabilities and brand building exercises, funding growth opportunities, meeting corporate contingencies and expenses incurred in ordinary course of business, strategic and any other purpose as may be approved by our Board or a duly appointed committee from time to time, subject to compliance with applicable laws. The quantum of utilization of funds towards each of the above purposes will be determined by our Board, based on the amount actually available under this head and the business requirements of our Company and other relevant considerations, from time to time. Our Company's management, in accordance with the policies of our Board, shall have flexibility in utilizing surplus amounts, if any. In addition to the above, our Company may utilize the balance Net Proceeds towards any other expenditure considered expedient and as approved periodically by our Board or a duly appointed committee thereof, subject to compliance with applicable law. However, usage of funds will be as disclosed in the Objects of the Offer and any spill over from the intended Objects of the Offer to the general corporate purposes will not be carried out by our Company.

Offer Related Expenses

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

Except for (a) listing fees, (b) audit fees of the statutory auditors and (c) expenses for corporate advertisements and branding of our Company undertaken in the ordinary course of business by our Company, i.e. any corporate advertisements consistent with past practices of our Company and not including expenses relating to marketing and advertisements undertaken in connection with the Offer which will be borne by our Company, all costs, charges, fees and expenses that are associated with and incurred in connection with the Offer including, inter-alia, filing fees, book building fees and other charges, fees and expenses of the SEBI, the Stock Exchanges, the Registrar of Companies and any other Governmental Authority, advertising, printing, road show expenses, accommodation and travel expenses, fees and expenses of the legal counsel to the Company and the Indian and international legal counsel (if any) to the BRLMs, fees and expenses of the statutory auditors, registrar fees and broker fees (including fees for procuring of applications), bank charges, fees and expenses of the BRLMs, Syndicate Members, Self-Certified Syndicate Banks, other Designated Intermediaries and any other consultant, advisor or third party in connection with the Offer shall be borne by our Company and each of the Selling Shareholders in proportion to the number of Equity Shares issued and/or transferred by our Company and each of the Selling Shareholders in the Offer, respectively, except as may be prescribed by the SEBI or any other regulatory authority.

The estimated Offer expenses are as follows:

(₹ in million)

Activity	Estimated expenses*	As a percentage of the total estimated Offer expenses	As a percentage of the total Offer size
Fees payable to the BRLM and commissions (including underwriting commission, brokerage and selling commission)	[●]	[●]	[●]
Commission/processing fee for SCSBs, Sponsor Bank and Bankers to the Offer. Brokerage underwriting and selling commission and bidding charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs ⁽¹⁾⁽²⁾	[●]	[●]	[●]
Fees payable to the Registrar to the Offer	[●]	[●]	[●]
Others including but not limited to (1) Listing fees, SEBI filing fees, upload fees, BSE and NSE processing fees, book building software fees and other regulatory expenses; (2) Printing and distribution of stationery; (3) Advertising and marketing expenses; (4) Fees payable to legal counsel; (5) Fees payable to other advisors to the Offer, including but not limited to Statutory Auditors, Independent Chartered Accountant, industry service provider and independent chartered engineer; and (6) Miscellaneous	[●]	[●]	[●]
Total estimated Offer expenses	[●]	[●]	[●]

*Offer expenses include goods and services tax, where applicable. Offer expenses will be incorporated at the time of filing of the Prospectus. Offer expenses are estimates and are subject to change.

- (1) Selling commission payable to the SCSBs on the portion for RIIs and NIIs which are directly procured by the SCSBs, would be as follows:

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

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

Selling Commission payable to the SCSBs will be determined on the basis of the bidding terminal id as captured in the Bid Book of BSE or NSE.

- (2) No processing fees shall be payable by our Company and the Promoter Selling Shareholder to the SCSBs on the applications directly procured by them.

Processing fees payable to the SCSBs on the portion for RIIs and NIIs (excluding UPI Bids) which are procured by the members of the Syndicate/sub-Syndicate/Registered Broker/CRTAs/ CDPs and submitted to SCSB for blocking, would be as follows:

Portion for RIIs and NIIs*	₹[●] per valid application (plus applicable taxes)

* Processing fees payable to the SCSBs for capturing Syndicate Member/Sub-syndicate (Broker)/Sub-broker code on the ASBA Form for Non-Institutional Investors and Qualified Institutional Bidders with bids above ₹ 0.5 million would be ₹ [●] plus applicable taxes, per valid application.

- (3) Selling commission on the portion for RIIs (up to ₹ 0.2 million) and NIIs which are procured by members of the Syndicate (including their sub-Syndicate Members), Registered Brokers, CRTAs and CDPs or for using 3-in-1 type accounts- linked online trading, demat and bank account provided by some of the Registered Brokers which are Members of the Syndicate (including their Sub-Syndicate Members) would be as follows:

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

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

The selling commission payable to the Syndicate / Sub-Syndicate Members will be determined (i) for RIIs and NIIs (up to ₹ 0.5 million), on the basis of the application form number / series, provided that the application is also bid by the respective Syndicate / Sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number / series

of a Syndicate / Sub-Syndicate Member, is bid by an SCSB, the selling commission will be payable to the SCSB and not the Syndicate / Sub-Syndicate Member; and (ii) for NIIs (above ₹ 0.5 million), Syndicate ASBA Form bearing SM Code and Sub-Syndicate Code of the application form submitted to SCSBs for Blocking of the Fund and uploading on the Exchanges platform by SCSBs. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / Sub-Syndicate Member, is bid by an SCSB, the selling commission will be payable to the Syndicate / Sub Syndicate members and not the SCSB.

Bidding Charges payable to members of the Syndicate (including their sub-Syndicate Members) on the applications made using 3-in-1 accounts would be ₹ [●] plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members). Bidding charges payable to SCSBs on the QIB Portion and NIIs (excluding UPI Bids) which are procured by the Syndicate/sub-Syndicate/Registered Broker/RTAs/ CDPs and submitted to SCSBs for blocking and uploading would be ₹ [●] per valid application (plus applicable taxes).

The selling commission and bidding charges payable to Registered Brokers the CRTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the Bid Book of BSE or NSE.

Selling commission / bidding charges payable to the Registered Brokers on the portion for RIIs procured through UPI Mechanism and NIIs which are directly procured by the Registered Broker and submitted to SCSB for processing, would be as follows:

Portion for RIIs and NIIs	₹ [●] per valid application (plus applicable taxes)

Bidding charges / processing fees for applications made by UPI Bidders would be as under:

Members of the Syndicate / CRTAs / CDPs	₹ [●] per valid application (plus applicable taxes)
[●]	₹ NIL/- per valid Bid cum Application Form (plus applicable taxes) [●] will also be entitled to a one time escrow management fee of ₹ [●] The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement and other applicable laws.
[●]	₹ [●] per valid Bid cum Application Form (plus applicable taxes) [●] will also be entitled to a one time escrow management fee of ₹ [●] The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement and other applicable laws.

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

The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/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, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI ICDR Master Circular.

Interim Use of Net Proceeds

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

Bridge Loan

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

Monitoring of utilisation of Funds

In terms of Regulation 41 of the SEBI ICDR Regulations, our Company shall appoint a Monitoring Agency for monitoring the utilisation of Gross Proceeds, prior to the filing of the Red Herring Prospectus, as our size of the

Offer (excluding the Offer for Sale by the Selling Shareholders) exceeds ₹ 1,000.00 million, in accordance with Regulation 41 of the SEBI ICDR Regulations. Our Audit Committee and the Monitoring Agency will monitor the utilisation of the Gross Proceeds the Monitoring Agency shall submit the report required under Regulation 41(2) of the SEBI ICDR Regulations, on a quarterly basis, until such time as the Gross Proceeds have been utilised in full and our Company shall provide details/ information/ certifications obtained from statutory auditors on the utilization of the Gross Proceeds to the Monitoring Agency. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay. Our Company will disclose the utilisation of the Gross Proceeds, including interim use under a separate head in our balance sheet for such periods as required under the SEBI ICDR Regulations, the SEBI Listing Regulations and any other applicable laws or regulations, clearly specifying the purposes for which the Gross Proceeds have been utilised if any, of such currently unutilised Gross Proceeds. Our Company will also, in its balance sheet for the applicable Fiscals, provide details, if any, in relation to all such Gross Proceeds that have not been utilised, if any, of such currently unutilised Gross Proceeds.

On an annual basis, our Company shall prepare a statement of funds utilised for purposes other than those stated in this Draft Red Herring Prospectus and place it before the Audit Committee and make other disclosures as may be required until such time as the Net Proceeds remain unutilised. Such disclosure shall be made only until such time that all the Net Proceeds have been utilised in full. The annual statement shall be certified by the statutory auditor of our Company. Furthermore, in accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement (which will be placed before the Audit Committee for review prior to submission to the Stock Exchanges) indicating (i) deviations, if any, in the actual utilisation of the proceeds of the Fresh Issue from the objects of the Fresh Issue as stated above; and (ii) details of category wise variations in the actual utilisation of the proceeds of the Fresh Issue from the objects of the Fresh Issue as stated above.

Variation in Objects

In accordance with Sections 13(8) and 27 of the Companies Act, 2013 and the applicable rules, and the SEBI ICDR Regulations, our Company shall not vary the objects of the Fresh Issue without our Company being authorised to do so by the Shareholders by way of a special resolution. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (“**Notice**”) shall specify the prescribed details as required under the Companies Act, 2013. The Notice shall simultaneously be published in the newspapers, one in English and one in Hindi, the vernacular language of the jurisdiction where our Registered and Corporate Office is situated. Pursuant to Section 13(8) of the Companies Act, 2013, our Promoters will be required to provide an exit opportunity to such Shareholders who do not agree to the proposal, to vary the objects, subject to the provisions of the Companies Act, 2013 and in accordance with such terms and conditions, including in respect of proving of the Equity Shares, in accordance with the Companies Act, 2013 and the SEBI ICDR Regulations. Any variation in the Objects shall be in accordance with the Companies Act, 2013 and other applicable laws.

Appraising entity

None of the Objects for which the Net Proceeds will be utilized have been appraised by any bank/financial institution. See, ***“Risk Factor - Our funding requirements and proposed deployment of the Net Proceeds are not appraised by any independent agency and are based on management estimates and may be subject to change based on various factors, some of which are beyond our control”*** on page 55.

Other Confirmations

Except to the extent of any proceeds received pursuant to the sale of Offered Shares proposed to be sold in the Offer by the Selling Shareholders, no part of the proceeds of the Offer will be paid by our Company to our Promoters, members of the Promoter Group, our Directors, our Key Managerial Personnel or Senior Management.

There are no material existing or anticipated transactions/ arrangements in relation to utilisation of the Net Proceeds entered into or to be entered into by our Company with our Promoters, members of our Promoter Group, Directors, Key Managerial Personnel and Senior Management.

The Net Proceeds shall not be used for lending, or for financing transactions with any related parties of our Company. The Net Proceeds shall be maintained by our Company in a separate account to be monitored by the Monitoring Agency, until utilization in accordance with the SEBI ICDR Regulations.

BASIS FOR OFFER PRICE

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

Investors should also refer to “*Risk Factors*”, “*Our Business*”, “*Financial Information*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 45, 318, 417, and 476, respectively, to have an informed view before making an investment decision.

Qualitative factors

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

- An established player in the automotive lighting products and components industry, with a strong export presence and a dominant position in India’s commercial vehicle segment.
- Access to ZKW Group GmbH’s expertise and technology to address dynamic customer requirements.
- Extensive product portfolio to support diverse and dynamic customer expectations.
- Strategically located and technologically advanced manufacturing facilities.
- Strong R&D capabilities complemented in-house testing facilities.
- Long-standing relationships with established OEM customers across domestic and global markets.

Quantitative factors

Some of the information presented below relating to our Company is derived from the Restated Financial Information. For further details, see “*Restated Financial Information*” on page 417.

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

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

Period ended	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
March 31, 2025	8.96	7.79	3
March 31, 2024	3.23	2.81	2
March 31, 2023	2.64	2.30	1
Weighted average	5.99	5.21	
Three months period ended June 30, 2025*	3.77	3.28	

As certified by MRM & Company, Chartered Accountants, pursuant to their certificate dated December 29, 2025.

EPS: Profit after Tax/ Weighted Average Number of Shares

Notes:

- i. The face value of each Equity Share is ₹ 10 per share.
- ii. Basic Earnings per share = Net profit after tax (loss after tax) as restated / Weighted average number of equity shares outstanding during the financial year.
- iii. Diluted Earnings per share = Net profit after tax (loss after tax) as restated / Weighted average number of potential equity shares outstanding during the financial year.
- iv. Weighted average = Aggregate of financial year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each financial year /Total of weights.

* Not annualised

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

Particulars	P/E at the Floor Price (number of times)	P/E at the Cap Price (number of times)
Based on basic EPS for Financial year ended March 31, 2025	[●]*	[●]*
Based on diluted EPS for Financial year ended March 31, 2025	[●]*	[●]*

* To be computed after finalization of price band

3. Industry peer group P/ E ratio

Particulars	P/E ratio
Highest	158.42
Lowest	30.87
Average	76.02

As certified by MRM & Company, Chartered Accountants, pursuant to their certificate dated December 29, 2025.

Notes:

- The highest and lowest industry P/E shown above is based on the peer set provided below under “Comparison with listed industry peers”.
- The industry average has been calculated as the arithmetic average P/E of the peer set provided below.
- P/E figures for the peer are computed based on closing market price as on 19th December, 2025 on www.bseindia.com divided by Basic EPS based on the financial results declared by the peers available on website of www.bseindia.com for the Financial Year ending March 31, 2025

4. Return on Net Worth (“RoNW”)

Financial Year /Period ended	RoNW (%)	Weight
March 31, 2025	33.90%	3
March 31, 2024	15.85%	2
March 31, 2023	15.14%	1
Weighted Average	24.76%	
Three months period ended June 30, 2025*	11.55%	

As certified by MRM & Company, Chartered Accountants, pursuant to their certificate dated December 29, 2025.

Notes:

- Weighted average = Aggregate of financial year-wise weighted Return on Net Worth divided by the aggregate of weights i.e. [(Return on Net Worth x Weight) for each financial year] / [Total of weights].
- Return on Net Worth (%) = Net profit after tax, as restated / Average Net worth as restated as at year end.
Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.

* Not annualised

5. Net Asset Value (“NAV”) per Equity Share (face value of ₹ 10 each)

Net Asset Value per Equity Share	(₹)
As on March 31, 2025	26.83
As on June 30, 2025	30.02
After the completion of offer	
At Floor Price*	[●]
At Cap Price*	[●]
At Offer Price*	[●]

As certified by MRM & Company, Chartered Accountants, pursuant to their certificate dated December 29, 2025.

*To be computed after finalization of price band.

Notes:

- Net asset value per share = Total net worth divided by weighted average number of shares considered for computing Diluted EPS.
- Net worth’ means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value

of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.

6. Comparison of Accounting Ratios with listed industry peers

Name of the Company	Standalone/ Consolidated	Face value per equity share (₹)	Revenue from operations for Fiscal 2025 (in ₹ million)	P/E*	EPS (Basic)	EPS (Diluted)	RoNW (%)	NAV (₹ per share)
Company	Standalone	10	5120.75	NA	8.96	7.79	33.90%	26.83
Peer Companies								
UNO Minda Limited	Consolidated	2	1,67,746.10	77.40	16.42	16.37	19.88%	95.94
Varroc Engineering Limited	Consolidated	1	81,540.84	158.42	4.01	4.01	6.98%	67.52
Fiem Industries Limited	Consolidated	10	24,226.12	30.87	77.86	77.86	21.29%	394.45
Lumax Industries Limited	Consolidated	10	34,003.92	37.40	149.67	149.67	19.35%	828.31

As certified by MRM & Company, Chartered Accountants, pursuant to their certificate dated December 29, 2025.

Source: All the financial information for listed industry peer mentioned above is on a consolidated basis and is sourced from the filings made with stock exchanges available on www.bseindia.com for the Financial Year ending March 31, 2025.

Notes:

1. Net Asset value per share is calculated as Net worth divided by total paid up diluted number of Equity Shares.
2. P/E is calculated based on Market Price per share as on 19th December, 2025 divided by Diluted Earnings per Share as on 31st March 2025.
3. Return on Net Worth (%) = Net profit after tax, as restated / Average Net worth as restated as at year end.
4. Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.

7. Key Performance Indicators (“KPIs”)

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

KPIs	Unit	As of and for			
		Three months period ended June 30, 2025*	Fiscal 2025	Fiscal 2024	Fiscal 2023
Financial KPIs					
Revenue from Operations	₹ Mn	1,248.55	5,120.75	4,029.87	4,053.80
Gross Profit	₹ Mn	805.00	2,518.21	1,821.09	1,534.07
Gross Profit Margin	%	64.47	49.18	45.19	37.84
Operating EBITDA	₹ Mn	368.44	964.60	504.81	415.54
Operating EBITDA Margin	%	29.51	18.84	12.53	10.25
PAT	₹ Mn	222.61	528.24	190.54	155.85
PAT Margin	%	17.83	10.32	4.73	3.84

KPIs	Unit	As of and for			
		Three months period ended June 30, 2025*	Fiscal 2025	Fiscal 2024	Fiscal 2023
Total Equity (including NCI)	₹ Mn	2,035.48	1,819.07	1,297.28	1,106.88
Net Debt	₹ Mn	603.22	599.21	548.57	856.41
Net Debt to Operating EBITDA	No. of Times	NA	0.62	1.09	2.06
Capital Gearing Ratio	No. of Times	0.23	0.25	0.30	0.44
Return on Average Equity (ROE)	%	NA	33.90	15.85	15.14
Return on Average Capital Employed (ROCE)	%	NA	31.12	15.54	NA
Basic EPS	₹ per share	3.77	8.96	3.23	2.64
Diluted EPS	₹ per share	3.28	7.79	2.81	2.30
Operational KPIs					
Number of Manufacturing Facilities	No.	2	2	2	2
R&D as % of Revenue from operations	%	2.62	1.61	1.15	1.07
Number of OEM Customers	No.	44	44	39	36
Revenue from operations - Domestic and Exports	%	100.00	100.00	100.00	100.00
Domestic	%	44.92	53.65	65.31	68.81
Exports	%	55.08	46.35	34.69	31.19
Revenue from Operations - By segments	%	100.00	100.00	100.00	100.00
PV	%	55.85	53.73	37.17	42.30
CV*	%	32.82	32.19	45.38	42.77
Others [#]	%	9.65	11.60	14.40	12.08
2W	%	0.30	0.01	0.00	0.00
3W	%	1.38	2.47	3.05	2.85
Revenue mix - LED and Non-LED ^{&}	%	97.38	96.55	96.14	96.28
LED	%	59.54	35.33	46.41	52.26
Non-LED	%	37.85	61.22	49.73	44.02
Revenue mix - Channel wise ^{&}	%	97.38	96.55	96.14	96.28
OEM	%	91.07	87.41	83.67	84.78
Aftermarkets	%	6.31	9.14	12.47	11.50

As certified by MRM & Company, Chartered Accountants, pursuant to their certificate dated December 23, 2025 and December 29, 2025.

* The company's FY25 revenue from domestic OEMs in the CV segment is of INR 1,451.86 Mn.

[#]Others include revenue from home lighting, ORs and other operating revenue, as applicable.

[&]Excludes revenue from home lighting and other operating value.

Definitions:

- Revenue from Operations:** Computed as the sum of Revenue of Products, Revenue of Services and Revenue from Other Operating Income.
- Gross Profit:** Calculated as Revenue from operations minus Cost of Goods sold.
Cost of Goods sold is computed as sum of Cost of raw material and components consumed, Purchase of stock-in-trade and changes in inventory of finished goods, work in progress and stock in trade
- Gross Profit Margin:** Computed by dividing Gross Profit with Revenue from operations * 100

4. **Operating EBITDA:** Operating EBITDA is calculated as restated Profit / (Loss) before share of profit / loss of Joint Ventures & Associates, Exceptional items and Tax minus other Income plus Finance Costs and Depreciation & Amortization expense.
5. **Operating EBITDA Margin:** Computed by dividing Operating EBITDA with revenue from operations * 100
6. **PAT:** Restated profit for the year/period as per restated financial information without considering Other comprehensive income.
7. **PAT Margin:** Restated profit for the year without other comprehensive income/period divided by revenue from operations * 100
8. **Total Equity (including NCI):** Total Equity including Non-Controlling Interests as per restated financial information
9. **Net Debt:** Computed as sum of long term borrowing, short term borrowings, interest accrued and not due and interest accrued and due minus cash and cash equivalents and bank balances other than cash and cash equivalents, excluding any deposits held as lien or margin money.
10. **Net Debt to Operating EBITDA:** Computed as Net Debt divided by Operating EBITDA
11. **Capital Gearing Ratio:** Computed as Net Debt divided by Sum of Total Equity and Net Debt
12. **Return on Average Equity (ROE):** Computed by dividing PAT minus preference dividend, if any by the Average Total Equity * 100. Average Total Equity is calculated as the average of the opening and closing balances of the Total Equity.
13. **Return on Average Capital Employed (ROCE):** Computed as EBIT as a % of average capital employed. EBIT is calculated by adding finance cost to restated Profit / (Loss) before Exceptional items and Tax (but after share of profit / loss of Joint Ventures & Associates).
Average Capital Employed is calculated by averaging the opening and closing balance of capital employed. Capital employed is calculated by adding Tangible Net Worth, Total Debt and Deferred Tax Liability.
Tangible Net worth is computed as Total Equity minus Net Intangible assets and Net Right of use assets.
Total Debt is computed as sum of long term borrowings, short term borrowings, interest accrued and not due, interest accrued and due and total Lease Liabilities.
14. **Basic EPS:** Computed as Restated Profit for the year attributable to equity holders of the company divided by the weighted average number of equity shares outstanding.
15. **Diluted EPS:** Computed as Restated Profit for the year attributable to equity shareholders, after dilution adjustments, by the weighted average number of equity shares outstanding after considering potential dilution
16. **Number of Manufacturing Facilities:** Represents the total count of the Company's manufacturing facilities, both in India and overseas, as at the end of the reporting period.
17. **R&D as % of Revenue from operations:** Represents total revenue expenditure incurred on research and development activities as a proportion of Revenue from Operations for the reporting period.
18. **Number of OEM Customers:** Represents number of relationships with OEMs across segments for the period.
19. **Revenue from operations - Domestic and Exports:** Represents the share of revenue from operations earned from customers in India and from exports during the fiscal
20. **Revenue from Operations - By segments:** Computed as the share of revenue from operations of automobile segments during the fiscal
21. **Revenue mix - LED and Non-LED:** Represents the share of revenue coming from LED technology and non-LED technology respectively as a % of revenue from operations
22. **Revenue mix - Channel wise:** Represents the share of revenue from operations generated from OEMs and aftermarkets during the fiscal.

Explanation for the Key Performance Indicators:

Brief explanation of the relevance of the KPIs for our business operations is set forth below. We have also described and defined the KPIs, as applicable, in “**Definitions and Abbreviations**” on page 1.

Sl. No.	KPI	Explanation of KPI
GAAP Financial Measures		
1.	Revenue from Operations	Revenue from operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of our company
2.	PAT	PAT refers to profit after tax and provides information regarding the overall profitability of the business
3.	Total Equity (including NCI)	Total equity provides information regarding total shareholder funds of the business including NCI.
4.	Basic EPS	This metric indicates the current earnings per share, helping assess the profitability attributable to existing shareholders.

Sl. No.	KPI	Explanation of KPI
5.	Diluted EPS	This metric indicates the earnings per share assuming that all potential equity dilution occurs, providing a conservative view of earnings per share in a fully diluted scenario
Non-GAAP Financial Measures		
6.	Gross Profit	Gross Profit provides insights into the value added by our Company, reflecting the profitability generated over material costs from the sale of products and services
7.	Gross Profit Margin	Gross Profit Margin indicates gross level profitability relative to revenue from operations
8.	Operating EBITDA	EBITDA provides insights into the Company's operational profitability before the Finance Cost, Taxation, Depreciation and amortization expenses
9.	Operating EBITDA Margin	EBITDA Margin is an indicator of the operational profitability and financial performance of our business.
10.	PAT Margin	PAT Margin is an indicator of the overall profitability and financial performance of the business relative to revenue from operations
11.	Net Debt	This metric provides information about financial leverage of the business
12.	Net Debt to Operating EBITDA	This metric is used to measure leverage and debt repayment capacity of the business.
13.	Capital Gearing Ratio	This is used to measure proportion of leverage deployed to overall capital in business
14.	Return on Average Equity (ROE)	ROE provides how efficiently our Company generates profits from shareholders' funds
15.	Return on Average Capital Employed (ROCE)	Return on Capital Employed provides how efficiently our Company generates earnings from the capital employed in the business.
Operational Measures		
16.	Number of Manufacturing Facilities	This metric indicates the Company's manufacturing footprint in terms of number of facilities.
17.	R&D as % of Revenue from operations	This metric is used to assess the Company's level of investment in research and development in relation to its Revenue from operations
18.	Number of OEM Customers	Reflects the total number of OEM customers served by the company, indicating its presence across OEMs
19.	Revenue from operations - Domestic and Exports	This metric indicates the share of revenue from domestic and export markets, helping assess market reach and revenue contribution
20.	Revenue from operations - By segments	This metric breaks down revenue by vehicle segment - PV, CV, 2W, 3W, and Others, to highlight business mix and contribution of each segment to Revenue from operations
21.	Revenue mix - LED and Non-LED	This metric indicates the share of revenue from LED and non-LED products, reflecting the company's product mix and evolution of the company's automotive lighting portfolio
22.	Revenue mix - Channel wise	This metric highlights the contribution of OEM and aftermarket business segments to overall revenue, providing insight into the company's business channel mix.

As certified by MRM & Company, Chartered Accountants, pursuant to their certificate dated December 23, 2025.

The key performance indicators set out above, have been approved by the Audit Committee pursuant to its resolution dated December 23, 2025. Further, the Audit Committee has on December 23, 2025, taken on record that other than the key performance indicators set out above, our Company has not disclosed any other such key performance indicators during the last three years preceding the date of this Draft Red Herring Prospectus to its investors. Further, the aforementioned KPIs have been certified by MRM & Company, Chartered Accountants, vide certificate dated December 23, 2025.

Our Company shall continue to disclose the KPIs disclosed above, on a periodic basis, at least once in a year (or for any lesser period as determined by our Company), for a duration that is at least the later of (i) one year after

the listing date or period specified by SEBI; or (ii) till the utilisation of the Net Proceeds. Any change in these KPIs, during the aforementioned period, will be explained by our Company. The ongoing KPIs will continue to be certified as required under the SEBI ICDR Regulations.

For further details of our other operating metrics, see “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on [●] and [●], respectively.

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

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

Comparison of our key performance indicators with listed industry peers:

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S. No.	KPI	Unit	Company				Uno Minda Ltd				Varroc Engineering Ltd				Fiem Industries Ltd				Lumax Industries Ltd			
			Three months period ended June 30, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023	Three months period ended June 30, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023	Three months period ended June 30, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023	Three months period ended June 30, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023	Three months period ended June 30, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
Financial KPIs																						
1.	Revenue from Operations	₹ Mn	1,248.55	5,120.75	4,029.87	4,053.80	44,890.90	1,67,746.10	1,40,308.90	1,12,364.90	20,275.51	81,540.84	75,519.37	68,912.13	5,588.97	24,226.12	20,287.81	18,480.60	9,225.22	34,003.92	26,365.95	23,195.23
2.	Gross Profit	₹ Mn	805.00	2,518.21	1,821.09	1,534.07	16,530.80	59,065.00	49,671.30	40,120.30	7,562.96	29,448.64	28,186.10	24,606.66	2,571.57	9,201.28	7,861.26	7,166.27	3,088.11	10,896.24	9,193.53	8,082.44
3.	Gross Profit Margin	%	64.47	49.18	45.19	37.84	36.82	35.21	35.40	35.71	37.30	36.12	37.32	35.71	39.03	37.98	38.75	38.78	33.47	32.04	34.87	34.85
4.	Operating EBITDA	₹ Mn	368.44	964.60	504.81	415.54	5,431.20	18,737.80	15,852.60	12,419.80	1,945.71	7,887.55	7,735.62	5,748.34	894.83	3,221.97	2,686.84	2,486.36	818.13	2,793.80	2,303.96	2,074.58
5.	Operating EBITDA Margin	%	29.51	18.84	12.53	10.25	12.10	11.17	11.30	11.05	9.60	9.67	10.24	8.34	13.58	13.30	13.24	13.45	8.87	8.22	8.74	8.94
6.	PAT	₹ Mn	222.61	528.24	190.54	155.85	3,090.30	10,205.70	9,247.10	7,002.30	1,074.20	696.76	5,529.95	387.89	575.20	2,049.20	1,657.05	1,398.32	361.85	1,399.09	1,110.18	1,030.80
7.	PAT Margin	%	17.83	10.32	4.73	3.84	6.88	6.08	6.59	6.23	5.30	0.85	7.32	0.56	8.73	8.46	8.17	7.57	3.92	4.11	4.21	4.44
8.	Total Equity (including NCI)	₹ Mn	2,035.48	1,819.07	1,297.28	1,106.88	NA	61,134.20	52,649.80	44,342.30	16,623.98	15,979.36	15,261.83	10,041.52	NA	10,381.91	8,869.17	7,611.65	NA	7,742.84	6,715.48	5,835.79
9.	Net Debt	₹ Mn	603.22	599.21	548.57	856.41	NA	20,918.70	13,194.80	10,778.10	NA	7,876.23	10,822.49	13,251.09	NA	(2,984.40)	(2,061.17)	(1,831.23)	NA	7,641.66	5,518.99	3,754.41
10.	Net Debt to Operating EBITDA	No. of Times	NA	0.62	1.09	2.06	NA	1.12	0.83	0.87	NA	1.00	1.40	2.31	NA	(0.93)	(0.77)	(0.74)	NA	2.74	2.40	1.81
11.	Capital Gearing Ratio	No. of Times	0.23	0.25	0.30	0.44	NA	0.25	0.20	0.20	NA	0.33	0.41	0.57	NA	(0.40)	(0.30)	(0.32)	NA	0.50	0.45	0.39
12.	Return on Average Equity (ROE)	%	NA	33.90	15.85	15.14	NA	17.94	19.07	17.08	6.59	4.46	43.71	2.57	NA	21.29	20.11	19.93	NA	19.35	17.69	19.17
13.	Return on Average Capital Employed (ROCE)	%	NA	31.12	15.54	NA	NA	21.63	23.10	21.29	NA	19.50	19.60	8.99	NA	28.08	26.98	26.83	NA	16.63	17.41	19.28

S. No.	KPI	Unit	Company				Uno Minda Ltd				Varroc Engineering Ltd				Fiem Industries Ltd				Lumax Industries Ltd			
			Three months period ended June 30, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023	Three months period ended June 30, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023	Three months period ended June 30, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023	Three months period ended June 30, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023	Three months period ended June 30, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
14.	Basic EPS	₹ per share	3.77	8.96	3.23	2.64	5.06	16.42	15.26	11.42	6.88	4.01	35.80	2.36	21.85	77.86	62.96	53.13	38.71	149.67	118.77	110.27
15.	Diluted EPS	₹ per share	3.28	7.79	2.81	2.30	5.05	16.37	15.24	11.37	6.88	4.01	35.80	2.36	21.85	77.86	62.96	53.13	38.71	149.67	118.77	110.27
Operational KPIs																						
16.	Number of Manufacturing Facilities	No.	2	2	2	2	76	76	74	73	37	37	36	36	9	9	9	9	12	12	12	11
17.	R&D as % of Revenue from operations	%	2.62	1.61	1.15	1.07	NA	NA	NA	NA	NA	NA	NA	NA	NA	1.41	1.15	0.01	NA	NA	NA	NA
18.	Number of OEM Customers	No.	44	44	39	36	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
19.	Revenue from operations - Domestic and Exports	%	100.00	100.00	100.00	100.00	100.00	100.00	100.00	100.00	100.00	100.00	100.00	100.00	NA	100.00	100.00	100.00	NA	NA	NA	NA
20.	Domestic	%	44.92	53.65	65.31	68.81	89.00	89.91	85.98	85.05	87.00	89.12	87.16	82.39	NA	98.46	98.52	97.02	NA	NA	NA	NA
21.	Exports	%	55.08	46.35	34.69	31.19	11.00	10.09	14.02	14.95	13.00	10.88	12.84	17.61	NA	1.54	1.48	2.98	NA	NA	NA	NA
22.	Revenue from operations - By segments	%	100.00	100.00	100.00	100.00	100.00	100.00	100.00	100.00	100.00	100.00	100.00	100.00	100.00	100.00	100.00	100.00	100.00	100.00	100.00	100.00
23.	PV	%	55.85	53.73	37.17	42.30	47.00	47.00	54.00	54.00	25.00	21.90	22.70	24.70	2.80	2.82	3.33	3.33	65.00	66.00	67.00	66.00
24.	CV	%	32.82	32.19	45.38	42.77	4.00	4.00	-	-			2.50	3.80	-	-	-	-	6.00	6.00	6.00	7.00
25.	Others [#]	%	9.65	11.60	14.40	12.08	1.00	2.00	-	-					-	-	-	-	-	-	-	-
26.	2W	%	0.30	0.01	-	-	46.00	45.00	46.00	46.00	75.00	78.10	74.80	71.50	97.20	97.18	96.67	96.67	29.00	28.00	27.00	27.00
27.	3W	%	1.38	2.47	3.05	2.85	2.00	2.00	-	-					-	-	-	-	-	-	-	-

S. No.	KPI	Unit	Company				Uno Minda Ltd				Varroc Engineering Ltd				Fiem Industries Ltd				Lumax Industries Ltd			
			Three months period ended June 30, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023	Three months period ended June 30, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023	Three months period ended June 30, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023	Three months period ended June 30, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023	Three months period ended June 30, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
28.	Revenue mix - LED and Non-LED	%	97.38 ^{&}	96.55 ^{&}	96.14 ^{&}	96.28 ^{&}	NA	NA	NA	NA	NA	NA	NA	NA	74.64	73.18	72.22	71.87	100.00	100.00	100.00	100.00
29.	LED	%	59.54	35.33	46.41	52.26	NA	NA	NA	NA	NA	NA	NA	NA	47.71	43.39	37.33	35.23	61.00	58.00	39.00	35.00
30.	Non-LED	%	37.85	61.22	49.73	44.02	NA	NA	NA	NA	NA	NA	NA	NA	26.93	29.79	34.89	36.64	39.00	42.00	61.00	65.00
31.	Revenue mix -Channel wise	%	97.38 ^{&}	96.55 ^{&}	96.14 ^{&}	96.28 ^{&}	100.00	100.00	100.00	100.00	100.00	100.00	100.00	100.00	97.91	98.66	98.68	97.04	NA	NA	NA	NA
32.	OEM	%	91.07	87.41	83.67	84.78	93.00	93.00	93.00	90.00	90.00	91.50	91.60	91.40	92.79	92.99	91.64	90.16	NA	NA	NA	NA
33.	Aftermarket	%	6.31	9.14	12.47	11.50	7.00	7.00	7.00	10.00	10.00	8.50	8.40	8.60	5.12	5.67	7.04	6.88	NA	NA	NA	NA

^{*}Operational KPI of Fiem Industries has been taken based on the standalone financial statements, as KPIs based on Consolidated Financials are not available.

[#]Others include revenue from home lighting, ORs and other operating revenue, as applicable.

[&]Excludes revenue from home lighting and other operating value.

Comparison of KPIs based on additions or dispositions to our business

Our Company has not made any material acquisitions or dispositions to its business three months period ended June 30, 2025, and Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023. For details regarding acquisitions and dispositions made our Company in the last 10 years, see “*History and Certain Corporate Matters - Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations, and revaluation of assets, if any, in the last ten years*” on page 382.

8. Weighted Average Cost of Acquisition

- a. **The price per share of our Company based on primary issuances of Equity Shares or convertible securities (excluding Equity Shares issued under employee stock option schemes and issuance of Equity Shares pursuant to a bonus issue) during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction(s) and excluding employee stock options granted but not vested) in a single transaction or multiple transactions combined together over a span of rolling 30 days (“Primary Issuances”)**

There has been no primary issuance of equity shares or convertible securities, excluding the issuance of bonus shares, during last eighteen (18) months preceding the date of this DRHP, where such issuance is equal to or more than 5% of the paid-up share capital of our Company (calculated based on the pre-Issue capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of rolling 30 days (“Primary Issuance”).

- b. **The price per share of our Company (as adjusted for corporate actions, including bonus issuances) based on secondary sale or acquisition of equity shares or convertible securities (excluding gifts) involving any of the Promoters, members of the Promoter Group or other Shareholders of our Company with rights to nominate directors during the 18 months preceding the date of filing of the this Draft Red Herring Prospectus, where the acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days (“Secondary Transactions”)**

There has been no secondary issuance of equity shares or convertible securities have been transacted by the Promoter, Member of Promoter Group, Selling Shareholder, or Shareholder(s) having the right to nominate director(s) on our Board, during the 18 months preceding the date of this Draft Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transactions), in a single transaction or multiple transactions combined together over a span of rolling 30 days (“Secondary Transactions”).

- c. **Price per share based on last 5 primary or secondary transactions**

If there are no such transactions to report to under points (1) and (2) above, therefore, information of price per share of the last five primary or secondary transactions (where the Promoters, Promoter Group, the Promoter Selling Shareholder or Shareholder(s) having the right to nominate Director(s) on our Board were a party to the transaction), not older than three years prior to the date of this Draft Red Herring Prospectus irrespective of the size of transactions:

Date of allotment/transfer	Name of the transferor	Name of the transferee	Number of securities allotted/transferred	Face value per equity share (₹)	Offer/Transfer price per share (₹)	Nature of consideration	Total consideration (₹ in million)
Primary Issuances							
<i>Not applicable</i>							
Secondary Transactions							
November 21, 2025	Rajesh Jain	Vaishali Jain	10	100	Nil	Gift	Nil
November 21, 2025	Rajesh Jain	Pranav Jain	10	100	Nil	Gift	Nil
November 21, 2025	Rajesh Jain	Neokraft Global Private Limited	10	100	100	Cash	0.00
November 21, 2025	Rajesh Jain	Neo Metal and Electrical Industries Private Limited	10	100	100	Cash	0.00

As certified by MRM & Company, Chartered Accountants, pursuant to their certificate dated December 29, 2025.

d. Based on the above transactions, below are the details of the weighted average cost of acquisition, as compared to the Floor Price and the Cap Price:

The Floor Price is [●] times and the Cap Price is [●] times the weighted average cost of acquisition based on Primary Issuances and Secondary Transactions as disclosed below:

Types of transactions	Weighted average cost of acquisition (Rs. per Equity Share)	Floor price* (i.e. INR [●])	Cap price* (i.e. INR [●])
Weighted average cost of acquisition for last 18 months for primary / new issue of shares (equity/ convertible securities), excluding shares issued under an employee stock option plan/employee stock option scheme 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 the Company (calculated based on the pre-Offer capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days	NA [^]	[●] times	[●] times
Weighted average cost of acquisition for last 18 months for secondary sale / acquisition of shares equity/convertible securities), where promoter / promoter group entities 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 the Company (calculated based on the pre-issue capital before	NA ^{^^}	[●] times	[●] times

Types of transactions	Weighted average cost of acquisition (Rs. per Equity Share)	Floor price* (i.e. INR [●])	Cap price* (i.e. INR [●])
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			
Since there were no primary or secondary transactions of equity shares of the Company during the 18 months preceding the date of filing of this certificate, the information has been disclosed for price per share of the Company based on 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 certificate irrespective of the size of the transaction			
- Based on primary issuances	NA ^{^^}	[●] times	[●] times
- Based on secondary transactions	1.00	[●] times	[●] times

As certified by MRM & Company, Chartered Accountants, pursuant to their certificate dated December 29, 2025.

*To be updated at Prospectus stage

Notes:

- [^] There were no primary / new issue of shares (equity/ convertible securities) transactions (excluding bonus) in last 18 months prior to the date of this certificate.
- ^{^^} There were no secondary sales / acquisition of shares of shares (equity/ convertible securities) transactions (where either acquisition or sale is equal to or more than five per cent of the fully diluted paid-up share capital of the Company) in last 18 months prior to the date of this certificate.
- ^{^^^} There were no primary transactions (excluding bonus) not older than 3 years prior to the date of this certificate, irrespective of the size of transactions.

- e. Detailed explanation for Issue Price/ Cap Price being [●] times of weighted average cost of acquisition of primary issuances /secondary transactions of Equity Shares (as disclosed above) along with our Company's KPIs and financial ratios for three months period ended June 30, 2025 and Financial Year ended March 31, 2025, March 31, 2024, and March 31, 2023.**

[●]*

*To be included on finalisation of Price Band

- f. Explanation for the Issue Price/ Cap Price, being [●] times of weighted average cost of acquisition of primary issuances/secondary transactions of Equity Shares (as disclosed above) in view of the external factors which may have influenced the pricing of the Issue**

[●]*

*To be included on finalisation of Price Band

- g. Justification of the Cap Price**

[●]*

*To be included on finalisation of Price Band

9. The Offer Price will be [●] times of the face value of the Equity Shares

The Offer Price of ₹ [●] has been determined by our Company, in consultation with the BRLMs, on the basis of assessment of market demand from investors for Equity Shares through the Book Building Process and is justified in view of the above qualitative and quantitative parameters. Investors should read the above information along with **“Risk Factors”, “Our Business”, “Restated Financial Information” and “Management’s Discussion and Analysis of Financial Conditions and Results of Operations”** on pages 45, 318, 417 and 476. The trading price of the Equity Shares could decline due to the factors mentioned in ‘Risk Factors’ or any other factors that may arise in the future and you may lose all or part of your investments.

STATEMENT OF SPECIAL TAX BENEFITS

Date: December 23, 2025

To,

The Board of Directors

Neolite ZKW Lightings Limited

N-13, 2nd Floor South Extension Part-I

New Delhi 110 049,

Delhi, India

(the “Company”)

Dear Sirs/Madams,

Re: Proposed initial public offering of equity shares of face value of ₹ 10 each (the “Equity Shares”) of Neolite ZKW Lightings Limited (the “Company”) comprising a fresh issue and an offer for sale by certain existing shareholders of the Company (the “Offer”)

Sub: Statement of special tax benefits available to the Company and its Shareholders under the direct and indirect tax laws, prepared in accordance with the requirement under 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”)

We, V. Sachdeva & Associates, the statutory auditors of the Company, report that the enclosed statement in the **Annexure A and B** prepared by the Company, initialled by us for identification purpose (“**statement**”), states the special tax benefits under

- the Income Tax Act, 1961 (the “ITA” or the “Act”) read with Income tax Rules, 1962 (‘Income Tax Rules’), circulars, notifications, as amended by the Finance Act, 2025 (collectively hereinafter referred to as the “Income Tax Law”) applicable for the Financial Year 2025-26 relevant to the assessment year 2026-27, presently in force in India; and
- the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, applicable State/ Union Territory Goods and Services Tax Act, 2017, the Customs Act, 1962, the Customs Tariff Act, 1975, as amended by the Finance Act 2025 including the relevant rules, notifications and circulars issued there under, the Foreign Trade (Development and Regulation) Act, 1992 (read with Foreign Trade Policy 2023) (collectively referred as "Indirect tax Regulations") presently in force in India.

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

The Act, the GST Act, the Customs Act and the Tariff Act as defined above, are collectively referred to as the (“**Relevant Acts**”).

The benefits discussed in the enclosed statement cover only special tax benefits available to the Company and to the shareholders of the Company and are not exhaustive and also do not cover any general tax benefits available to them. Further, any benefits available under any other laws within or outside India have not been examined and covered by this Statement.

This statement of possible special tax benefits is required as per Schedule VI (Part A)(9)(L) of the SEBI ICDR Regulations. This statement is only intended to provide general information to the investors and is neither designed

nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Offer. Neither are we suggesting nor advising the investor to invest in the Offer based on this statement.

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

- 1) the Company or its shareholders will continue to obtain these benefits in future; or
- 2) the conditions prescribed for availing the benefits have been/would be met with; or
- 3) the revenue authorities will concur with the views expressed herein.

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

We conducted our examination of the Statement in accordance with the ‘Guidance Note on Reports or Certificates for Special Purposes’ issued by the Institute of Chartered Accountants of India (ICAI) which requires that we comply with the ethical requirements of the Code of Ethics issued by the (ICAI). We hereby confirm that while providing this certificate we have complied with the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

We also consent to the references to us as “experts” as defined under Section 2(38) of the Companies Act, 2013, read with Section 26(5) of the Companies Act, 2013 to the extent of the certification provided here under and included in the draft red herring prospectus, red herring prospectus and prospectus of the Company or in any other material used in connection with the Offer.

We also consent to the inclusion of this letter as a part of “*Material Contracts and Documents for Inspection*” in connection with this Offer, which will be available for public for inspection. We further consent to this letter being uploaded, as may be necessary, on the online document repository platform of the stock exchanges in terms of applicable law.

Further, upon receiving any communication from Management or by any third party of any change to certificate we confirm that we will immediately communicate any changes in writing in the above information to the BRLMs until the date when the Equity Shares commence trading on the stock exchanges being BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”). In the absence of any such communication from us, the Book Running Lead Managers and the legal advisors, each to the Company and the BRLMs, can assume that there is no change to the above information until the Equity Shares commence trading on the relevant stock exchanges pursuant to the Offer.

This certificate is for information and for inclusion (in part or full) in the draft red herring prospectus “**DRHP**”), the red herring prospectus (“**RHP**”) and the prospectus (“**Prospectus**”) filed in relation to the Offer (collectively, the “**Offer Documents**”) or any other Offer-related material, and may be relied upon by the Company, the BRLMs and the legal advisors appointed by the Company and the BRLMs in relation to the Offer. We hereby consent to the submission of this certificate as may be necessary to SEBI, the Registrar of Companies, Delhi and Haryana at New Delhi, the relevant stock exchanges, any other regulatory authority and/or for the records to be maintained by the BRLMs and in accordance with applicable law.

All capitalized terms used but not defined herein shall have the meaning assigned to them in the Offer Documents.

For and on behalf of V. Sachdeva & Associates

Chartered Accountants

Firm Registration Number: 004417N

Name: V. Sachdev

Designation: Proprietor

Membership No.: 083435

UDIN: 25083435CJDFAZ7089

Place: New Delhi

Date: December 23, 2025

Annexure A

STATEMENT OF SPECIAL DIRECT TAX BENEFITS AVAILABLE TO NEOLITE ZKW LIGHTINGS LIMITED (the 'Company')

Outlined below are special direct tax benefits available to the Company and its shareholders under the Income tax Act, 1961 (the "ITA" or the "Act") read with Income tax Rules, 1962 ('Income Tax Rules'), circulars, notifications, as amended by the Finance Act, 2025 (collectively hereinafter referred to as the "Income Tax Law"). These special tax benefits are dependent on the Company and its shareholders fulfilling the conditions prescribed under the relevant Income Tax Law.

A. Special direct tax benefit available to the Company

1) Beneficial corporate tax rate in case of domestic Company - section 115BAA of the ITA

Section 115BAA of the ITA, introduced vide The Taxation Laws (Amendment) Act, 2019, lays down certain conditions on fulfilment of which domestic companies are entitled to avail a concessional tax rate of 22% (plus applicable surcharge and cess). The option to apply under this tax rate is made available from Financial Year ('FY') 2019-20 relevant to Assessment Year ('AY') 2020-21 and the option once exercised shall apply to subsequent AY's unless rendered invalid due to violation of specified conditions. The concessional tax rate of 22% (plus surcharge of 10% and health and education cess of 4%) is subject to a Company not availing any of the following deductions / exemptions under the provisions of the ITA:

- Section 10AA: Tax holiday available to units in a Special Economic Zone
- Section 32(1)(iia): Additional depreciation
- Section 32AD: Investment allowance
- Section 33AB/33ABA: Tea coffee rubber development expenses/site restoration expenses
- Section 35(1)(ii) or 35(1)(iia) or 35(1)(iii) or 35(2AA)/ 35(2AB): Expenditure on scientific research
- Section 35AD: Deduction for capital expenditure incurred on specified businesses
- Section 35CCC/35CCD: expenditure on agricultural extension /skill development
- Section 80LA of the ITA other than deduction applicable to a unit in the International Financial Services Centre, as referred to in sub-section (1A) of Section 80LA of the ITA
- Chapter VI-A except for the provisions of section 80JJAA, and section 80M

The total income of a Company availing the concessional rate of 25.168% (i.e., 22% plus 10% surcharge and 4% health and education cess) is required to be computed without set off of any carried forward loss and depreciation attributable to any of the aforesaid deductions/incentives. A Company can exercise the option to apply for the concessional tax rate by filing Form 10IC (pursuant to section 115BAA) on or before the due date of filing return of income under section 139(1) of the ITA. Further, provisions of Minimum Alternate Tax ('MAT') under section 115JB of the ITA shall not be applicable to companies availing these reduced tax rate, thus, any carried forward MAT credit also cannot be claimed.

The provisions do not specify any limitation / condition on account of turnover, nature of business or date of incorporation for opting for the concessional tax rate. Accordingly, all existing as well as new domestic companies are eligible to avail the concessional tax rate by filing Form 10-IC (on or before the due date of filing income tax return under section 139(1) of the ITA) which is a pre-requisite for availing of the concessional tax rates under section 115BAA of the ITA.

Note –The Company have opted the lower tax rate as per section 115BAA of the ITA in FY 2022-23 relevant to AY 2023-24 as mentioned in the Section 115BAA of ITA and have filed form 10IC on 30 September 2023 which is a pre-requisite for availing the concessional tax rates under section 115BAA of the ITA.

2) Deduction in respect of employment of new employees – Section 80JJAA of the ITA

As per section 80JJAA of the ITA, where a Company is subject to tax audit under section 44AB of the ITA and derives income from business, it shall be allowed to claim a deduction of an amount equal to 30% of additional employee cost (relating to specified category of employees) incurred in the course of such business in a previous year, for 3 consecutive assessment years including the assessment year relevant to the previous year in which such additional employment cost is incurred. Additional employee cost means the total emoluments paid or payable to additional employees employed during the year.

The eligibility to claim the deduction is subject to fulfilment of prescribed conditions specified in sub-section (2) of section 80JJAA of the ITA. Further, to claim the aforesaid deduction, the Company is required to furnish the report of an accountant electronically in Form 10DA containing the particulars of deduction prior to the due date of filing tax audit report as per section 44AB of the ITA. The deduction under Section 80JJAA of the ITA would continue to be available to the Company even where the Company opts for the lower tax rate of 22% under section 115BAA of the ITA. The Company should be eligible to claim this deduction in case they incur additional employee cost within the meaning of Explanation (i) to sub-Section (2) of Section 80JJAA of the Act and satisfies the conditions as mentioned in the said Section.

The Company has not availed any deduction under section 80JJAA of the ITA in their tax returns.

3) Deduction in respect of inter-corporate dividends – Section 80M of the ITA

As per the provisions of section 80M of the ITA, a domestic Company shall be allowed to claim a deduction with respect to dividend income earned from any other domestic company or a foreign Company or a business trust. However, such deduction shall be restricted to the amount of dividend distributed by it to its shareholders on or before the due date, i.e., one month prior to the date of furnishing the return of income under sub-section (1) of section 139 of the ITA.

4) Deduction in respect of certain preliminary expenses – Section 35D of the ITA

In accordance with and subject to the fulfilment of conditions as laid out under section 35D of the ITA, the Company may be entitled to amortize preliminary expenditure, being specified expenditure incurred in connection with the issue for public subscription or such other expenditure as prescribed under section 35D of the ITA, subject to the limit specified therein (viz maximum 5% of the cost of the project or 5% of the capital employed in the business of the Company).

The deduction is allowable for an amount equal to one-fifth of such expenditure for each of five successive previous years beginning with the previous year in which the business commences or the previous year in which the extension of the undertaking is completed, or the new unit commences production or operation.

In order to claim deduction under section 35D of the ITA, the Company shall be required to furnish a statement in Form 3AF containing the particulars of expenditure specified under section 35D(2)(a) of the ITA to such income tax authority prior to one month before the due date of filing income tax return as per section 139(1) of the Act.

5) Tax on Capital Gains

Long-Term Capital Gains ('LTCG') arising from the transfer of long-term capital assets under section 112 / 112A of the ITA is taxable at the rate of 12.5% (without the benefit of indexation) w.e.f. 23 July 2024.

Further, it is worthwhile to note that tax shall be levied where such aggregate capital gains under section 112A of the ITA exceed INR 1,25,000 in a FY.

Also, gains arising from sale of units of Specified Mutual Funds or Market Linked debentures acquired on or after the 1 April 2023 are always considered as short-term irrespective of the period of holding in accordance with section 50AA of the ITA.

Further, Short-Term Capital Gain ('STCG') arising from the transfer of short-term capital assets (other than listed equity shares, unit of an equity-oriented fund or unit of business trust covered under section 111A of the ITA), shall

be taxed at the normal tax rate of the Company. Further, the STCG on the sale of listed equity shares, unit of an equity-oriented fund or unit of a business trust covered under section 111A of the ITA shall be taxed at the rate of 20% with effect from 23 July 2024.

B. Special direct tax benefits available to the Shareholders under the Income Tax Law.

1) Dividend Income

Dividend Income earned by the shareholders would be taxable in their hands at the applicable rates. However, in the case of domestic corporate shareholders, the benefit of deduction under Section 80M of the ITA would be available subject to fulfilment of certain conditions. Further, where the shareholders are resident individuals, Hindu Undivided Family, Association of Persons, Body of Individuals, and every artificial juridical person, surcharge would be restricted to 15% in respect of dividend income. Further, as per section 115A of the ITA, dividend income earned by a non-resident (not being a company) or by a foreign company, shall be taxed at the rate of 20% subject to fulfilment of prescribed conditions under the ITA.

2) Tax on Capital Gains

As per section 112A of the ITA, LTCG arising from transfer of equity shares, or a unit of an equity-oriented fund or a unit of a business trust shall be taxed at the rate of 12.5% of such capital gains w.e.f. 23 July 2024 subject to payment of securities transaction tax on acquisition and transfer of equity shares and on the transfer of unit of an equity-oriented fund or a unit of a business trust under Chapter VII of Finance (No. 2) Act read with Notification No. 60/2018/F.No.370142/9/2017-TPL dated 1 October 2018.

However, no tax under the said section shall be levied where such capital gains do not exceed INR 1,25,000 during the year.

As per section 111A of the ITA, short-term capital gains arising from transfer of an equity share, or a unit of an equity-oriented fund or a unit of a business trust, shall be taxed at 20% w.e.f. 23 July 2024. This is subject to fulfilment of prescribed conditions under the Act.

Further, the surcharge on capital gains shall be restricted to 15%.

3) Special Provisions for Non-resident shareholders

As per section 115A of the ITA, dividend income earned by a non-resident (not being a company) or by a foreign company, shall be taxed at the rate of 20% (plus applicable surcharge and cess) subject to fulfilment of prescribed conditions under the ITA.

As per section 90(2) of the ITA, non-resident shareholders will be entitled to be governed by the beneficial provisions under the respective Double Taxation Avoidance Agreement ('DTAA'), if any, applicable to such non-residents. This is subject to fulfilment of conditions prescribed to avail treaty benefits.

Further, any income by way of capital gains or dividends accruing to non-residents, may be subject to withholding tax as per the provisions of the ITA or under the relevant DTAA, whichever is beneficial. However, where such non-residents have obtained a lower withholding tax certificate from the tax authorities, the withholding tax rate would be as per the said certificate. The non-resident shareholders may be able to avail credit for any taxes paid by them in India, subject to local laws of the country in which such shareholder is resident.

- 4) As per section 36(1)(xv) of the ITA, in case of shareholders having taxable securities transactions in the normal course of business, the STT paid can be deducted while computing income provided that such income is included under the head "Profits and gains of business or profession".

Notes:

- 1) These special tax benefits are dependent on the Company and its shareholders fulfilling the conditions prescribed under the relevant provisions of the Income Tax Law. Hence, the ability of the Company and its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which are based on the business imperatives, the Company and its shareholders may or may not choose to fulfil.
- 2) The statement covers the possible special tax benefits available to the Company and its shareholders but does not cover any general tax benefits available to the company and its shareholders.
- 3) The special direct tax benefits discussed in the statement are not exhaustive and is only intended to provide general information to the investors and hence, is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax law, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue.
- 4) The statement has been prepared on the basis that the Company is in the process of getting shares of the Company listed on a recognized stock exchange in India and the Company will be issuing shares.
- 5) The statement is prepared based on the information available with the management of the Company and there is no assurance that:
 - a) the company and its shareholders will continue to obtain these benefits in future;
 - b) the conditions prescribed for availing the benefits have been/ would be met with; and
 - c) the revenue authorities/courts will concur with the view expressed herein.
- 6) The above views are based on the existing provisions of law and its interpretation, which are subject to change from time to time.
- 7) The above Statement of Special Tax Benefits sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.
- 8) This Annexure covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefits under any other law.

For and on behalf of Board of Directors of
Neolite ZKW Lightings Limited (formerly known as Neolite ZKW Lightings Private Limited)

Arun Kumar Jain
Chief Financial Officer
Designation

Place: Delhi
Date: December 23, 2025

Annexure B

STATEMENT OF SPECIAL INDIRECT TAX BENEFITS AVAILABLE TO NEOLITE ZKW LIGHTINGS LIMITED (the 'Company')

Outlined below are the special tax benefits available to the Company and its Shareholders under the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, applicable State/ Union Territory Goods and Services Tax Act, 2017, the Customs Act, 1962, the Customs Tariff Act, 1975, including the relevant rules, notifications and circulars issued there under, the Foreign Trade (Development and Regulation) Act, 1992 (read with Foreign Trade Policy 2023) (collectively referred as "Indirect tax Regulations"), presently in force in India.

A. Special tax Benefits available to the Company

1) Benefits under the Central Goods and Services Act, 2017, respective State Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017 (read with relevant Rules prescribed thereunder)

Under the GST regime, “zero rated supply” means any of the following supplies of goods or services or both, namely:

- export of goods or services or both; or
- supply of goods or services or both for authorised operations to a Special Economic Zone developer or a Special Economic Zone unit

and these transactions attract a GST rate of zero per cent.

On account of zero rating of supplies, the supplier will be entitled to claim input tax credit in respect of input and input services used for such supplies and can seek refund of accumulated/unutilized ITC.

There are two mechanism for claiming refund of accumulated ITC against export. Either person can export under Bond/LUT as zero-rated supply and claim refund of accumulated input tax credit or person may export on payment of integrated Goods and Services Tax and claim refund thereof as per the provisions of Section 54 of CGST Act, 2017.

Thus, the GST law allows the flexibility to the exporter (which will include the supplier making supplies to SEZ) to claim refund upfront as integrated tax (by making supplies on payment of tax using ITC) or export without payment of tax by executing a Bond/LUT and claim refund of related ITC of taxes paid on input and input services used in making zero rated supplies.

Currently, the Company is engaged in exports primarily with payment of Integrated Goods & Service Tax.

2) Benefits of Duty Drawback Scheme ('DBK') under the Custom Act,1962

Duty drawback is the export benefit given to rebate the custom duties charged on imported materials which are used for manufacture of exported goods.

3) Benefits of Remission of Duties and Taxes on Exported Products Scheme (RoDTEP) under Foreign Trade (Development and Regulation) Act, 1992 (read with Foreign Trade Policy 2023)

This scheme is notified with effect from 1 January 2021 with an object to neutralize the taxes and duties suffered on exported goods which are otherwise not remitted/refunded in any manner. The benefit is given as percentage of free on board or as prescribed by the Department of Commerce. The remission of taxes is provided in the form of transferable duty credit electronic script and are subject to realization of sale proceeds within the period prescribed by Reserve Bank of India.

4) Export Promotion Capital Goods (EPCG)

The objective of the EPCG Scheme is to facilitate import of capital goods to be used for producing goods thereby enhancing India's manufacturing and export competitiveness. EPCG Scheme facilitates import of capital goods at zero customs duty subject to fulfilling an export obligation equivalent to 6 times of duties, taxes and cess saved on capital goods, to be fulfilled in 6 years from date of authorization. EPCG license holder is exempted from payment of whole of Basic Customs Duty, Additional Customs Duty and Special Additional Duty of Customs [in lieu of Value Added Tax/ local taxes (non-GST goods)], wherever applicable, subject to certain conditions. The Company is availing benefits under EPCG Scheme.

B. Special tax Benefits available to the Shareholders of the Company

- 1) The shareholders of the Company are not required to discharge any GST on transaction in securities of the Company.

Securities are excluded from the definition of Goods as defined under Section 2(52) of the Central Goods and Services Tax Act, 2017 as well from the definition of Services as defined under Section 2(102) of the Central Goods and Services Tax Act, 2017.

- 2) Apart from above, the shareholders of the Company are not eligible to special tax benefits under the Indirect tax Regulations.

Notes:

- 1) This Annexure sets out only the special tax benefits available to the Company or its shareholders under the Indirect tax Regulations, presently in force in India.
- 2) The special tax benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Indirect tax Regulations. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Company or its shareholders may or may not choose to fulfil.
- 3) This special tax benefits discussed in this Annexure is not exhaustive. It is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Proposed Offer.
- 4) This annexure covers only Indirect tax Regulations benefits and does not cover any income tax law benefits or benefit under any other law.
- 5) The Statement has been prepared on the basis that the equity shares of the Company are to be listed on a recognized stock exchange in India and the Company will be issuing equity shares.
- 6) The Statement is prepared on the basis of information available with the Management of the Company and there is no assurance that:
 - The company or its shareholders will continue to obtain these benefits in future (if any benefit currently being availed);
 - The conditions prescribed for availing the benefits have been/ would be met with; and
 - The revenue authorities / courts will concur with the view expressed herein.
- 7) These comments are based upon the existing provisions of the specified indirect tax laws, and judicial interpretation thereof prevailing in the country, as on the date of this Annexure.

- 8) No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

For and on behalf of Board of Directors of
Neolite ZKW Lightings Limited (formerly known as Neolite ZKW Lightings Private Limited)

Arun Kumar Jain
Chief Financial Officer
Designation

Place: Delhi
Date: December 23, 2025

SECTION IV – ABOUT OUR COMPANY

INDUSTRY OVERVIEW

Macroeconomic overview of the global and Indian economies

Overview of the global economy

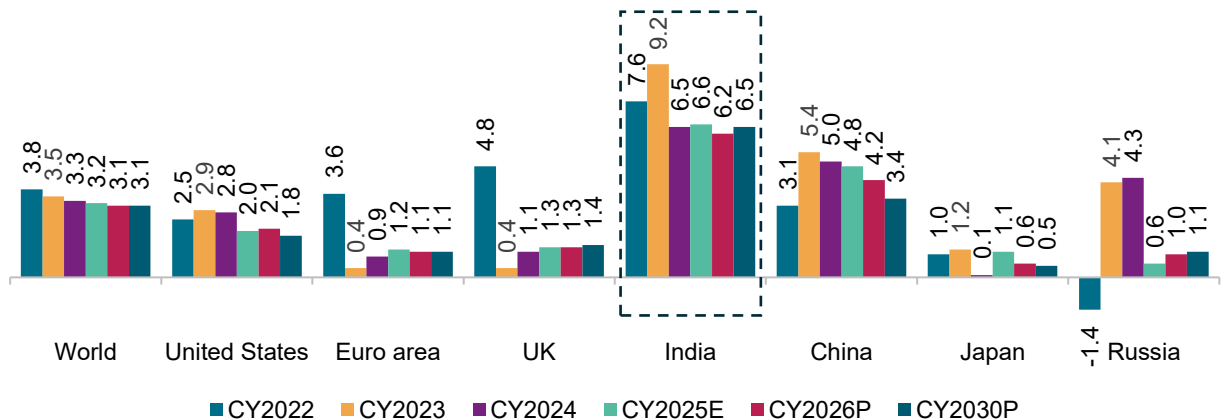
Review of and outlook on global GDP

Global economic growth remained rangebound in calendar year 2024, with large economies showing resilience despite geopolitical tensions, high interest rates and extreme weather events. However, tightening of financial conditions challenged global trade and industrial production.

A significant shift in policy is reshaping the global trade system, bringing uncertainty to the resilient global economy. The outlook for global trade has declined sharply due to a surge in tariffs and trade policy uncertainty. The new tariff measures by the United States (US) and countermeasures by its trading partners may have an adverse impact on economic growth and inflation, and the escalating trade tension and heightened policy uncertainty are expected to weigh heavily on global economic activity. Consequently, the global growth pace is projected to witness a minor decline in calendar year 2025.

Growth in advanced economies is projected to slow on account of greater policy uncertainty, trade tensions and waning demand momentum. In emerging markets and developing economies, growth is expected to slow down, with pronounced downgrades for countries affected most by recent trade measures. The growth outlook is relatively more stable for India, despite global environment uncertainty and subdued growth. The steady expansion of the economy is supported by private consumption, particularly in rural areas.

GDP growth (% y-o-y) of key economies



Note: On calendar year (CY) basis

* Euro area comprises 19 member countries of the EU

Source: International Monetary Fund (IMF); World Economic Outlook (WEO) – October 2025 update, Crisil Intelligence

Global GDP growth was expected to decline from 3.3% in calendar year 2024 to 3.2% in calendar year 2025, marginally higher than previous estimates of International Monetary Fund (IMF) due to a decrease in tariff rates.

Overview of the Indian economy

Review of GDP growth over fiscals 2020-2025 and outlook for fiscals 2025-2030

According to the IMF's October 2025 database, India is the fifth-largest economy in the world and is projected to become the fourth in the short term. At present, it is the fastest-growing major economy, outpacing its global peers.

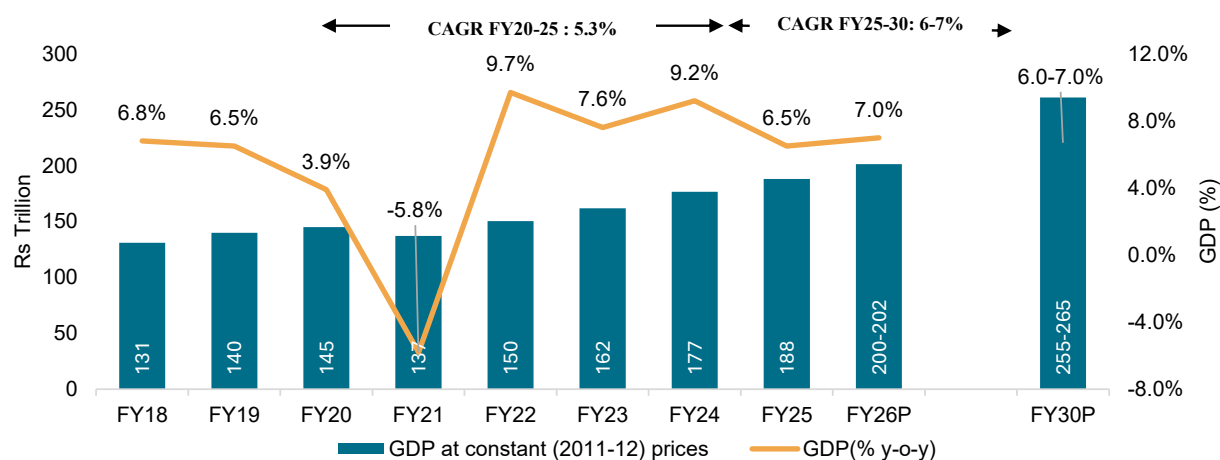
The Indian economy is estimated to have logged a CAGR of 5.3% between fiscals 2020 and 2025, driven by benign crude oil prices, soft interest rates and low current account deficit.

According to the National Statistics Office's (NSO) second advance estimates (SAE), India's real gross domestic product (GDP) growth was projected to be 6.5% for fiscal 2025, slightly higher than the first advance estimates. GDP growth was revised upward to 9.2% for fiscal 2024 and 7.6% for fiscal 2023. However, growth in fiscal 2025 showed significant slowdown compared with fiscal 2024, owing to weak investments and reduced government consumption, but private consumption and exports saw improvement.

We expect a GDP growth of 7.0% for fiscal 2026, driven by slower global growth, owing to tariff tensions and heightened uncertainty on investment and spending decisions by businesses and households. India's goods exports are expected to be impacted due to its trade agreement with the US. However, services exports are expected to be resilient, considering domestic drivers will support growth momentum.

Private consumption is poised to be the primary driver of GDP growth in fiscal 2026. A healthy monsoon will support the agriculture sector and rural incomes. Robust agricultural production on the back of the favourable monsoon will help keep food inflation in check, which will free up household budgets for discretionary spending.

India's GDP growth trend and outlook



Note: P – projected

Source: National Statistical Office (NSO), IMF, Crisil Intelligence estimates

We expect the GDP growth momentum to continue and the economy to clock a CAGR of 6-7% between fiscals 2025 and 2030.

India to remain a global outperformer

Despite slowdown in the near term, India's growth is expected to outperform other emerging and advance economies in the medium run. Its steady growth momentum will be accelerated by resilient domestic demand, with rural consumption gaining momentum, rise in urban spending and private investment increasing at a faster rate. We expect GDP growth to average 6-7% between fiscals 2025 and 2030, compared with 3.3% globally as estimated by the IMF.

Key factors impacting the business environment:

Strong domestic demand is expected to drive India's growth over peer economies in the medium term

- Investment prospects are optimistic, given the government's capital expenditure (capex) push, the progress of the Production Linked Incentive (PLI) scheme, healthier corporate balance sheets and a well-capitalised banking sector, with low non-performing assets

- The government's future capex is expected to be supported by tax buoyancy, simplified tax structures with lower rates, reassessment of the tariff structures and digitalisation of the tax filing process
- The medium-term growth is anticipated to be bolstered by increased capital spending on infrastructure and asset development projects, thereby translating into enhanced growth multipliers

GST reforms to accelerate consumption and support domestic sales:

- The government of India has revamped the goods and services tax (GST) structure with three slabs—5%, 18% and 40%
- In the automobile industry, electric vehicles will continue to be taxed at 5%, while other segments have undergone a rate revision to either 18% or 40% (see tables below)

Consumption driven goods:

Category	Items	Old GST rate	New GST rate
Consumer electronics	Air conditioners, dishwashing machines, televisions over 32 inches, monitors, projectors	28%	18%
Food items	Packaged namkeens, sauces, pasta, instant noodles, chocolates, coffee, preserved meat, cornflakes, butter, and ghee	12-18%	5%
Daily usage items	Hair oil, soap bars, shampoos, toothbrushes, toothpaste, tableware, kitchenware, and other household articles	12-18%	5%

Source: Press release document by MoF dated 3 September 2025

- Lower GST on consumer goods, food, and daily-use items to reduce expenditure for households, leaving them with more money to spend. This is likely to boost overall consumption, especially in price-sensitive rural and semi-urban areas
- Higher demand for essentials will increase goods movement, which will benefit small commercial vehicles (SCVs) and light commercial vehicles (LCVs) for last-mile deliveries and intermediate commercial vehicles (ICVs) for mid-mile distribution

Category	Items	Old GST rate	New GST rate
Agriculture	Tractors, harvesters, sprinklers, drip systems, pumps	12%	5%

Source: Press release document by MoF dated 11 September 2025

- The reduction in GST on agricultural inputs such as seeds, fertilisers, and farm equipment will lower costs for farmers, improving affordability
- Lower GST on medical, healthcare and insurance services will reduce household expenses on essential services, effectively increasing disposable income
- This is likely to moderately increase consumption, hence support demand for SCV, LCV, and ICV segments

GST for vehicle pricing

Category	Old GST rate	New GST rate
Buses	28%	18%
LCVs — goods	28%	18%
Medium and heavy commercial vehicles (MHCV) — goods	28%	18%

Source: Press release document by MoF dated 11 September 2025

- Prices for LCVs, MHCVs and buses will reduce ~7.8%. However, price drop does not consider any pass-through that may happen from automotive component manufacturers to original equipment manufacturers (OEMs) in the form of GST reduction as all automotive components have been brought under the ambit of 18%

Category	Old GST rate	New GST rate
Two-wheelers ≤350cc	28%	18%
Three wheelers	28%	18%
Off road vehicles	28%	18%
Small cars (petrol/LPG/CNG)	28% + 1% cess	18%
Small car (diesel)	28% + 3% cess	18%
Larger/luxury cars/SUVs/big cars	28% + 17% cess	40%
Larger/luxury cars/SUVs/big cars	28% + 20% cess	40%
Larger/luxury cars/SUVs/big cars	28% + 22% cess	40%
PV- EV	5%	5%

Source: Press release document by MoF dated 11 September 2025

- Lower GST led to reduction in prices of two-wheelers, making it affordable for youth and professional and lower middle-class households
- Two-wheelers are the primary mode of transport in rural and semi-urban areas. The price reduction will directly benefit farmers, small traders and daily wage earners
- It is expected to boost the saving of the consumers through reduced cost and EMIs for two-wheeler loans, thus providing a fillip to vehicle demand
- By reducing the effective rate on small cars to 18% and capping larger vehicles at 40%, the government has simplified what was earlier a mix of GST plus compensation cess
- Cars in the affordable segment will become cheaper, encourage first time buyers and increase household mobility
- No more cess on any of these car categories. The compensation cess (which added up significantly in luxury/large vehicle segment) is removed under the new structure
- Reduced GST is expected to drive higher car sale, and it will provide an added push to industry sales, supporting PV industry and the auto component industry

The auto component industry is set to benefit from the revised GST rates, which will simplify the tax structure and reduce compliance burdens for manufacturers, dealers and suppliers. Previously, disparate GST rates of 18% and 28% on various auto parts led to disputes and complexities. The new rates will lower input costs for manufacturers, reduce working capital requirements and drive demand for new vehicles.

Category	Old GST rate	New GST rate
Auto component	28%	18%

Source: PIB.gov published on 8 September 2025

Per capita income

According to the provisional estimates by the NSO, the per capita income (per capita net national income; NNI) is estimated to have grown 5.4% in fiscal 2025, compared with 8.6% in fiscal 2024. In fiscal 2021, the per capita income declined 8.9% owing to GDP contraction, driven by the pandemic impact. The per capita income rose 7.6% in fiscal 2022 on the lower base of fiscal 2021.

According to the IMF's estimates, India's per capita income (at current prices) is expected to log a CAGR of 9% over calendar years 2025-2030.

Indian economy is expected to surpass the \$5 trillion mark over the next seven fiscals (2025- 2031) and inch closer to \$7 trillion. A projected average GDP growth of 6.7% in this period will make India the third-largest economy in the world and lift its per capita income to the upper middle-income category. By fiscal 2031, India's per capita income will rise to ~\$4,500, thereby making it an upper middle-income nation.

The anticipated growth in per capita income is poised to enhance disposable income and purchasing power, thereby

driving up demand for personal vehicles, including two-wheelers and passenger vehicles. Further, the rising incomes are likely to fuel a trend of premiumisation in these segments, where consumers opt to upgrade to higher-end vehicles and variants, seeking enhanced feature and quality.

Government policy support

PLI scheme provides boost to industrial investments in the short-to-medium term

The PLI scheme aims to make India's manufacturing globally competitive by removing sectoral obstacles and creating economies of scale. The scheme, implemented from 2022 to 2029, has already shown significant results:

- Rs 1.76 lakh crore in realised investments across 14 sectors as of August 2024
- Rs 16.50 lakh crore in revenue generated by mid-2025
- ~12 lakh jobs created directly and indirectly

The scheme provides time-bound incentives to companies, rewarding them 5-15% of their annual revenue for achieving pre-decided targets for production, exports and capital expenditure. The scheme has led to a revival in capital expenditure and is expected to boost economic growth and create more employment opportunities.

The automobile and auto component sector saw a sharp increase in the allocation in the past few years—from Rs 2.63 crore in fiscal 2024 to Rs 346.87 crore in fiscal 2025 to Rs 2,818.85 crore for fiscal 2026. The allocation for automobile and auto component industry for fiscal 2026 was the second largest among all sectors.

Budgeted incentives for each sector under the PLI scheme

Sector	Segment	Revised estimates FY25 budget Rs crore	FY26 budget estimates (Rs crore)
Electronics	Electronic manufacturing and hardware	5,777.00	9,000.00
Pharma	Pharmaceuticals	2,150.50	2,444.93
Automobile	Advance chemistry cell (ACC) battery	15.42	155.76
	Automobiles and auto components	346.87	2,818.85
Textile	Textile	45.00	1,148.00
White goods	Air conditioners and LED lights	213.57	444.54
Steel	Specialty steel	55.00	305.00

Source: PIB, budget documents, Crisil Intelligence

Supply chain diversification trend in global manufacturing and procurement policies

The supply chain diversification strategy has reshaped global manufacturing and sourcing patterns, driven by the need to reduce over-dependence on a single country. While China continues to be a critical node in global manufacturing, recent geopolitical tensions, pandemic-induced disruptions and rising labour costs have compelled companies to explore alternative destinations to ensure operational continuity and cost efficiency. The objective of the strategy is not to replace China entirely but to complement existing operations by expanding into countries such as India, Vietnam, Indonesia and Mexico. This shift is helping companies to access new markets, leverage favorable trade agreements and reduce exposure to policy-related uncertainties.

For India, the supply chain diversification strategy presents a medium-to-long-term opportunity to integrate more deeply into global value chains. With its large and skilled labour force, improving infrastructure and government-backed initiatives, such as the PLI scheme and Make in India, the country is well-positioned to absorb incremental investments from multinational corporations looking to diversify. In sectors such as electronics, pharmaceuticals, textiles and automotive components, several companies have already begun to relocate or expand production into India.

The Indian auto component industry players are proactively partnering with foreign firms through Joint ventures, acquisitions, and technological collaborations to enhance its global competitiveness, gain access to cutting edge and expand its market presence. These collaborations bring advanced R&D, high-value manufacturing, and market access,

while Indian firms leverage cost advantages and local expertise, aiming to capture more of the high-value global trade.

This has translated into rising foreign direct investment (FDI) inflows, new manufacturing partnerships and greater emphasis on domestic sourcing, thereby boosting the country's industrial ecosystem. Further, this trend aligns with India's broader economic strategy of import substitution, employment generation and becoming a global manufacturing hub. Over the next few years, the supply chain diversification strategy is expected to strengthen India's role as a strategic alternative in global manufacturing. Continued policy support, regulatory simplification and timely execution of infrastructure projects will be key to sustaining investor confidence and capitalising on this evolving global realignment.

Increased focus on foreign trade agreement

India is actively negotiating and reviewing bilateral trade agreements with major global economies to boost its trade prospects. As of 2025, India has 13 active free trade agreements (FTAs) in place and is currently pursuing several bilateral FTA negotiations with key partners, including the United Kingdom (UK), European Union, Chile, Oman, Qatar, Peru, and New Zealand, as well as the US.

India signed a trade and economic partnership agreement with the European Free Trade Association (EFTA) on March 10, 2024, and the India-UAE bilateral investment treaty came into effect on August 31, 2024.

It is also in the process of reviewing its 2009 trade agreement with the Association of Southeast Asian Nations (ASEAN) to make it more equitable and aligned with current economic realities.

The recent tariff changes imposed by the US, along with potential trade deal adjustments by affected countries, are expected to reshape global trade dynamics. Given that the US accounts for ~20% of India's merchandise exports, and over 60% of India's auto component exports go to North America and Europe, the Indian government is proactively exploring other economies to mitigate the impact and sustain export growth. Companies in the auto component sector with limited exposure to the US market are relatively insulated from these increased tariffs, but the government is focusing on diversifying trade relationships to support exports.

India and the UK signed a landmark FTA in July 2025 to improve bilateral trade and investment flows. The agreement is expected to double trade between the two nations—currently valued ~\$60 billion—by 2030. Under the deal, India will gain near-complete duty-free access for its exports to the UK, especially in key sectors, such as textiles, gems and jewellery, engineering goods and processed foods. In return, the UK will benefit from phased tariff reductions on high-value goods such as automobiles, Scotch whisky, medical devices and premium food products. The FTA also introduces streamlined customs procedures and a special mobility pathway for Indian professionals.

Beyond goods trade, the agreement includes provisions on digital trade, services, intellectual property and government procurement. A key highlight is the social security pact that exempts Indian professionals from double contributions for up to three years, benefiting around 75,000 workers. The deal is also aligned with sustainability and ESG goals, featuring cooperation on clean energy and green technology. The India-UK FTA is a strategic milestone that strengthens India's trade diversification strategy, complements the supply chain diversification trend and reinforces its position in global supply chains.

India -EU Free Trade Agreement (FTA) discussions

The India-EU FTA, also known as the Broad-based Trade and Investment Agreement (BTIA), aims to liberalise trade in goods, services and investment between India and the 27-member European Union. The negotiations were launched in 2007, but progress has been slow due to various challenges and disagreements.

After several years of negotiations, the India-EU FTA has made significant progress. In February 2025, India and the EU announced a breakthrough in their FTA negotiations, with both sides agreeing on the core elements of the agreement.

The India-EU FTA is expected to have a notable impact on trade and investment between the two regions. According to Industry estimates, the agreement could increase bilateral trade by up to 20% and attract significant foreign investment into India. Overall, the India-EU FTA has the potential to be a game-changer for trade and investment

between the two regions. While there are still challenges ahead, the breakthrough in negotiations is a significant step forward, and both sides are committed to making the agreement a success.

Atmanirbhar Bharat campaign

The Atmanirbhar Bharat Abhiyan or the self-reliant India campaign was launched in May 2020 amid the Covid-19 pandemic, with a special and comprehensive economic package of Rs 20 trillion, equivalent to 10% of the country's GDP.

The stimulus package announced by the government under the scheme consisted of five tranches, intended to boost businesses, including Micro, Small and Medium Enterprises (MSMEs), help the poor (including farmers), boost agriculture, expand the horizons of industrial growth, and bring in governance reforms in the business, health, and education sectors.

The mission emphasises the importance of encouraging local products and aims to reduce import dependence through substitution and enhance compliance and quality requirements to meet international standards and gain global market share. The mission will support in bolstering manufacturing activity in the upcoming EV sector by prioritising domestic production to reduce import dependency, adopt technological innovation and create job opportunities in the country.

The government has also rolled out other reforms, such as supply chain reforms for agriculture, rational tax systems, simple and clear laws, capable human resources and a strong financial system. These reforms will further promote business, attract investment and strengthen the Make in India initiative.

Make in India

The 'Make in India' initiative was launched in September 2014 to give a push to manufacturing in India and encourage FDI in manufacturing and services. The objective of the initiative was to increase the share of manufacturing in GDP to 25% by 2020 by boosting investment, fostering innovation and intellectual property. It also aimed to build best-in-class infrastructure for manufacturing across sectors, including but not limited to automobile, auto components, aviation, biotechnology, chemicals, defense manufacturing, electrical machinery, electronic systems, food processing, mining, oil and gas, pharmaceuticals, renewable energy, thermal power, hospitality and wellness.

In the Union Budget 2025-2026, the government announced the National Manufacturing Mission, covering small, medium and large industries to bolster the 'Make in India' initiative, providing policy support, execution road maps and a governance and monitoring framework for central ministries and states. The mission will also support clean tech-related manufacturing. The aim is to improve domestic value addition and build an ecosystem for solar photovoltaic (PV) cells, electric vehicle (EV) batteries, motors and controllers, electrolyzers, wind turbines, very high voltage transmission equipment and grid scale batteries.

The 'Make in India' initiative has been a catalyst for the auto components industry, drawing substantial investments from domestic and foreign sources. This influx of investment has been facilitated by a range of supportive policies and incentives, including the PLI scheme and a reduced GST rate on electric vehicles (EVs). Notably, the GST Council, in a meeting held in September 2025, reaffirmed the continuation of the lower GST rate for EVs. This decision offers a significant tax advantage for EVs over their conventional petrol and diesel counterparts, which are subject to a much higher GST rate. Although the GST 2.0 framework did not introduce further reductions in GST rates for EVs, the existing lower rate continues to provide a considerable incentive, promoting the adoption of electric vehicles and contributing to the growth of the auto components industry in India.

FDI

FDI plays a pivotal role in economic growth, aiding development and shaping the economic landscape. Through the FDI route, international corporations can invest in India, capitalising on the investment incentives offered by the Indian government, including tax incentives and relatively competitive labour costs. This fosters job creation, offers various additional advantages and facilitates the acquisition of technological expertise from global peers.

FDI to India almost doubled to \$83.6 billion in fiscal 2022 from \$45.15 billion in fiscal 2015. Over the past decade

(April 2014 to September 2024), total FDI inflows amounted to \$709.84 billion, accounting for 68.69% of the overall FDI inflow in the past 24 years. This robust inflow of investments underscores India's pivotal role in shaping the global economic landscape. FDI inflows have received an impetus, with India gaining the eighth position in the list of the world's largest FDI recipients in 2022 from 12th in 2018, according to the World Investment Report 2024. From 2000 to 2024, a total FDI inflow of \$991 billion was recorded. FDI equity inflow in the manufacturing sector rose from \$98 billion in 2004-2014 to \$165 billion in 2014-2024, demonstrating a 69% increase. In the first quarter of fiscal 2025, FDI inflow reached \$22.5 billion, a 26% increase compared with \$17.8 billion in the first quarter of fiscal 2024.

There are two FDI routes in India—the government route and the automatic route. The automatic route allows foreign investors to invest in sectors without requiring a prior approval from the Indian government. Under this route, investors are only required to notify the Reserve Bank of India (RBI) within a specified time frame. While the government route mandates prior approval from the Indian government or relevant authorities for investments in India.

The automobile (including auto components) industry is one of the largest, fastest-growing sectors in India, with a significant contribution to the country's GDP. The sector has attracted significant FDI over the years, driven by government policies, a large domestic market and skilled workforce.

Summary of FDI in key Indian sectors

Sector	FDI cap	Route
Automobile and auto components	100%	Automatic
Airports - greenfield projects	100%	Automatic
Satellites - manufacturing and operation, satellite data products and ground segment and user segment	74%	Government
Hospitals sector	100%	Automatic
Defense	74%	Automatic Government route up to 100% if resulting in access to modern technology

Source: Department for Promotion of Industry and Internal Trade DPIIT, PIB

The automatic route for FDI in the automobile sector has been a game-changer for the Indian auto component industry because it allows companies to seamlessly form joint ventures (JVs) and subsidiary companies with foreign players, facilitating equity participation from global investors. This liberalised investment regime has had a profoundly positive impact on the Indian auto component industry, enabling it to attract significant foreign investment, technology, and expertise, which in turn has accelerated the growth of the Indian automobile and auto component industry.

Major investments have been made by global automotive companies such as Suzuki, Hyundai, Ford, Volkswagen, and Fiat. The auto component sector has also seen significant FDI, with companies such as Bosch, Continental, ZKW and ZF Friedrichshafen investing in the country.

Government's focus on infrastructure

The national infrastructure pipeline (NIP) for fiscal 2019-2025 is a government initiative to develop infrastructure across the country and provide world-class services to its citizens. The total capital expenditure in infrastructure sectors in India during fiscals 2020 to 2025 was projected at Rs 111 lakh crore.

The initiative aims to double infrastructure investment per year from the current average of Rs 10 lakh crore per year to Rs 22 lakh crore per year. Of the total NIP investment of Rs 111 lakh crore, projects worth Rs 44 lakh crore (40%) are under implementation, projects worth Rs 34 lakh crore (30%) are at the conceptualisation stage and projects worth Rs 22 lakh crore (20%) are under development. Almost 83% of project allocation indirectly benefits the CV sector in India, and this push for infrastructure is a major driver of growth.

Gati Shakti

The PM Gati Shakti National Master Plan (NMP) is a government-led transformative initiative aimed at overhauling India's infrastructure development framework. By removing bottlenecks and enabling multimodal connectivity across

road, rail, ports, airports, and logistics infrastructure, the initiative is designed to reduce project delays, cut logistics costs and improve the ease of doing business.

The initiative aims to support the manufacturing ecosystem by improving last-mile connectivity to industrial parks, economic zones, freight corridors and export hubs.

According to the roadmap outlined by the government, infrastructure investments under the Gati Shakti initiative are expected to peak during fiscal 2026-2028, aligning with rising demand from industrial expansion and urbanisation. Sectors such as logistics, warehousing, energy and transport are set to benefit from improved connectivity and time-bound project implementation. In the long run, the initiative is expected to play a catalytic role in strengthening India's global competitiveness, improving trade efficiencies and reducing logistics costs from the current 13-14% of GDP to global benchmarks of 8-9%.

Scrappage policy

The Indian government aims to promote vehicle scrapping by exempting the registration charges for new truck purchases after scrapping older trucks. Owing to this policy, the registration charges for older vehicles have increased and it is mandatory to have strict fitness tests for older vehicles. There is a strict fitness test for older vehicles, which includes an age-based fitness test that needs to be done every six months for the vehicles older than 15 years, stricter emission norms to reduce pollution and safety inspections for vehicles.

FAME I (2015-2019)

The Faster Adoption and Manufacturing of Hybrid and Electric Vehicles (FAME I) scheme was implemented to promote manufacturing of electric and hybrid vehicle technology and ensure sustainable growth of the same. The first phase of the scheme had four focus areas—demand creation, technology platforms, pilot projects and charging infrastructure. About 2.78 lakh EVs were supported through demand incentives and 465 buses were sanctioned to cities/states under the scheme.

FAME schemes

S. NO.	Fiscal	Fund allocated	Fund utilisation
1	2015-16	Rs 75 crore	Rs 75 crore
2	2016-17	Rs 144 crore	Rs 144 crore
3	2017-18	Rs 165 crore	Rs 165 crore
4	2018-19	Rs 145 crore	Rs 145 crore
Total		Rs 529 crore	Rs 529 crore

Source: PIB

Faster Adoption and Manufacturing of Hybrid and Electric Vehicles (FAME II) India Scheme (2019-2024)

According to PIB, Faster Adoption and Manufacturing of (Hybrid &) Electric Vehicles in India (FAME India) Scheme Phase-II was implemented for five years with a Rs 11,500 crore budget. Of the total budget, about 86% was earmarked for demand incentives to boost EV adoption in the country. The scheme incentivised the sale of EVs (i.e., e-2Ws, e-3Ws and e-4Ws) and offered grants for deployment of e-buses and EV public charging stations (EVPCS). This phase aimed to generate demand by supporting 7,000 e-buses, 5 lakh e-3Ws, 55,000 e-4W passenger cars (including strong hybrid) and 10 lakh e-2Ws.

Incentives offered under the scheme

Segment	Maximum vehicles supported	Approx size of battery (kWh)	Incentive offered (Rs/kWh)	Maximum ex-factory price to avail incentive (Rs)
2W	1,000,000	2	10,000	1.5 lakh
3W	500,000	5	10,000	5.0 lakh
4W	35,000	15	10,000	15.0 lakh
4W strong hybrid	20,000	1.3	10,000	15 lakh
Bus	7,090	250	20,000	2.0 crore

Source: Ministry of Heavy Industries

In June 2021, demand incentive for 2Ws was increased to Rs 15,000/kWh capped at 40% of the vehicle cost. In June 2023, this was again revised and reduced to Rs 10,000/kWh of battery, and the maximum subsidy cap was reduced to 15%.

The scheme, which was initially set to end by March 2024, was extended till July 2024, to avoid any disruption in the EV ecosystem. The government did not extend the scheme further, rather it announced a replacement scheme called Electric Mobility Promotion Scheme 2024.

The FAME scheme was supported by the Phased Manufacturing Programme and PLI schemes.

Electric Mobility Promotion Scheme 2024

The Ministry of Heavy Industries (MHI) launched the Electric Mobility Promotion Scheme 2024 (EMPS 2024) in March 2024, with a budget of Rs 500 crore, to promote the adoption of e-2Ws and e-3Ws in India. The scheme, which was initially set to run from April 1 to July 31, 2024, was extended till September 30, 2024. The scheme aimed to support the adoption of 372,215 EVs, including 333,387 e-2Ws and 38,828 e-3Ws, by providing subsidies of up to Rs 10,000 for e-2Ws, Rs 25,000 for e-rickshaws and carts, and Rs 50,000 for e-3Ws in the L5 category. The scheme helped drive EV sales in the short term, filling the gap after the expiration of FAME II in March 2024, and has since been replaced by the PM E-DRIVE scheme.

PM Electric Drive Revolution in Innovative Vehicle Enhancement (PM E-DRIVE) scheme

The PM E-DRIVE scheme, with a budget of Rs 10,900 crore, aims to accelerate the adoption of EVs in India. The scheme has three key components: Subsidies for EVs, grants for creating capital assets, and administration costs. The scheme targets:

- 24.79 lakh e-2Ws with advanced batteries
- lakh e-3Ws with advanced battery technology for commercial use
- Deployment of e-ambulances with a budget of Rs 500 crore
- Incentivising e-trucks with a budget of Rs 500 crore, subject to receiving a scrapping certificate from MoRTH-approved centres
- Procurement of 14,028 electric buses by state transport undertakings (STUs) with a budget of Rs 4,391 crore
- Establishment of a robust network of public charging stations, including 22,100 fast chargers for e-4Ws, 1,800 for e-buses, and 48,400 for e-2Ws and e-3Ws, with a total outlay of Rs 2,000 crore

The scheme has already shown success, with over 1 million EVs sold in fiscal 2025, and 10,10,101 e-2Ws and 1,22,982 e-3Ws registered under the scheme. The subsidy for e-3Ws has been reduced to Rs 2,500/kWh, capped at Rs 25,000, from November 2024. The scheme aims to promote the adoption of EVs, reduce CO₂ emissions, and establish a robust EV manufacturing ecosystem in India.

Incentives under PM E-DRIVE for e-2W and e-3W segments

Vehicle segment	No. of vehicles to be supported		Incentives for vehicles		Maximum ex-factory price
	FY25	FY26	FY25	FY26	
e-2W	1,064,000	1,415,120	Rs 5,000/kWh, capped at Rs 10,000	Rs 2,500/kWh, capped at Rs 5,000	Rs 1.5 lakh
e-3W (L3)	43,371	67,225	Rs 5,000/kWh, capped at Rs 25,000	Rs 2,500/kWh, capped at Rs 12,500	Rs 2.5 lakh
e-3W (L5)	80,546	124,846	Rs 5,000/kWh, capped at Rs 50,000	Rs 2,500/kWh, capped at Rs 25,000	Rs 5 lakh

Source: Ministry of Heavy Industries (MHI)

Additionally, the scheme will support around 14,028 e-buses. The scheme aims to establish a robust network of public charging stations, including 22,100 fast chargers for e-4Ws, 1,800 for e-buses, and 48,400 for e-2Ws and e-3Ws, boosting user confidence. These charging points are to be installed in key cities with high EV penetration and along select highways. The total outlay for charging infrastructure under the scheme is Rs 2,000 crore.

Review of and outlook on the Indian passenger vehicle industry

Industry review

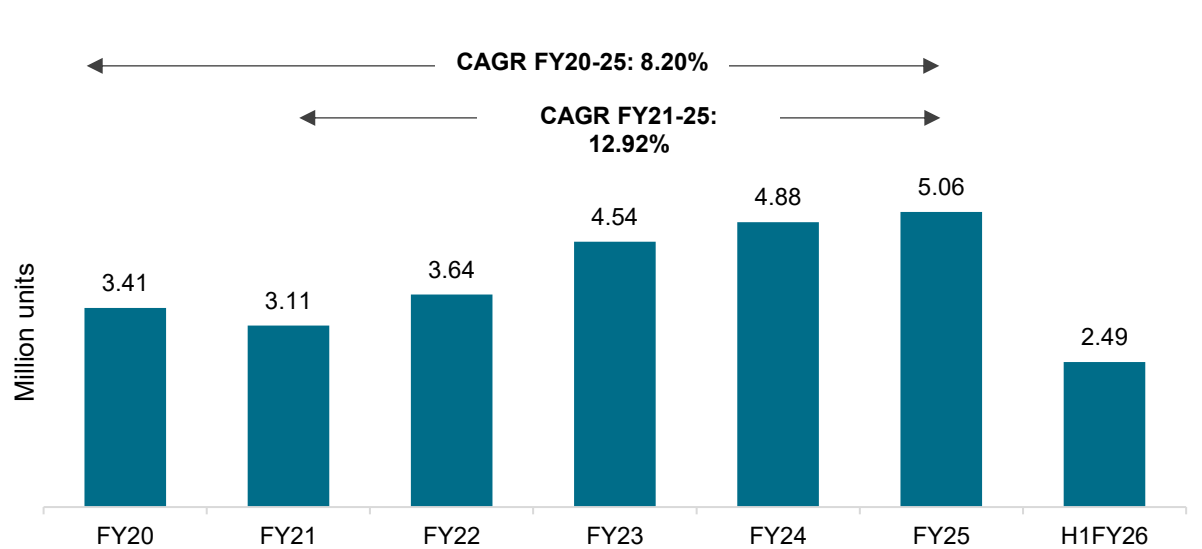
India's PV industry sales (domestic sales + exports) logged a healthy CAGR of 8.20% between fiscals 2020 and 2025, driven by domestic sales, which account for more than 80% of the industry's sales volume. Domestic sales clocked a 9.26% CAGR, while exports grew at a relatively slow pace of 3.22%.

The contribution of domestic sales to total sales increased to 85% in fiscal 2025 from 81% in fiscal 2020.

The relatively slow growth in exports could be attributed to the moderate growth in the global automobile industry and the fact that major OEMs focused on catering to the fast-growing domestic market.

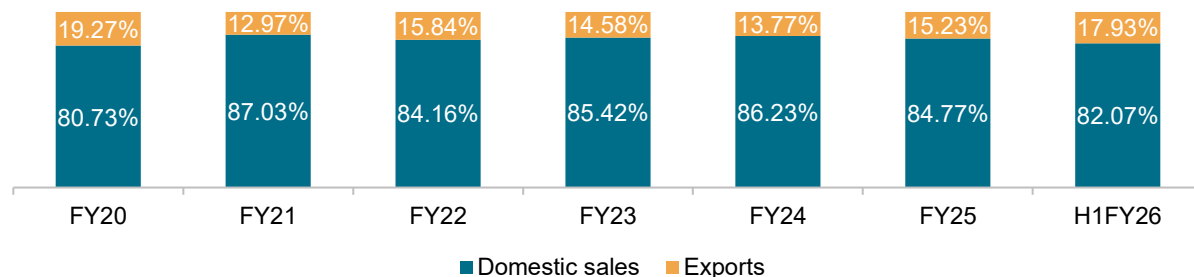
Between fiscals 2021 and 2025, PV sales logged a CAGR of 12.92%.

Trend in total PV sales volume



Source: Society of Indian Automobile Manufacturers (SIAM)

Domestic sales vs exports volume contribution

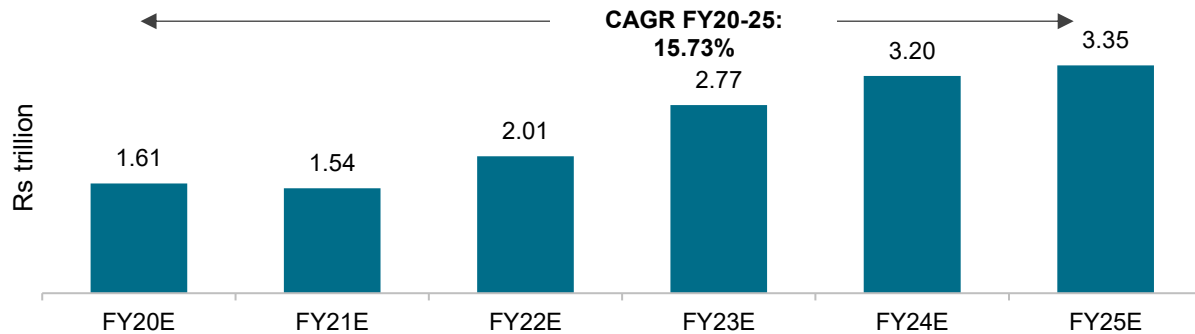


Source: SIAM

Overall PV sales (domestic sales + exports) saw an 8.81% drop in fiscal 2021 amid the pandemic. With economic activity and mobility gradually normalising from fiscal 2022, industry sales bounced back to a record-high 5.05 million units in fiscal 2025, logging a robust 12.92% CAGR.

In the first half of fiscal 2026, domestic PV sales declined 1.44%, while exports saw a healthy 18.37% y-o-y growth, which expanded their share in total sales to nearly 18%.

Trend in PV industry value



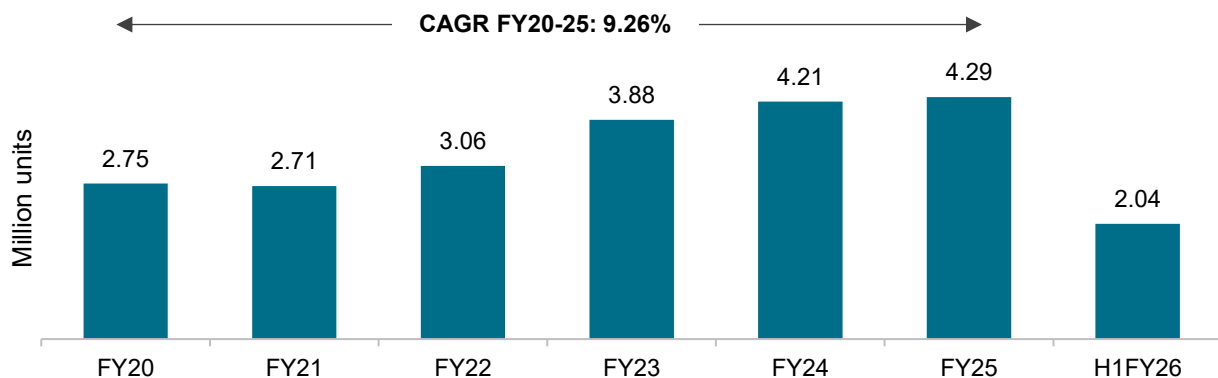
Source: SIAM, Crisil Intelligence

In terms of value, the PV industry clocked a robust CAGR of 15.73% over fiscals 2020-2025. This impressive expansion was fuelled by dual drivers: A notable increase in sales volumes and a substantial rise in average pricing. The growth in average pricing was supported by several key factors, including escalating vehicle prices, a pronounced shift towards premium segments, and a growing trend of premiumisation within each segment, as consumers increasingly opted for higher-end models and features.

Domestic PV sales

Between fiscals 2020 and 2025, domestic PV sales clocked a 9.26% CAGR despite a 10% decline (in CAGR terms) in sales during fiscals 2019-2021. From the low base of fiscal 2021, PV sales bounced back and grew to a historic high of 4.29 million vehicles in fiscal 2025.

Review of domestic PV sales volume



Source: SIAM

In fiscal 2023, the domestic PV industry grew 27% y-o-y, more than double the 13% y-o-y growth seen in fiscal 2022. The order books of auto OEMs were further supported by several new launches in the growing SUV category, which saw higher traction. Facelifts of existing models and easing supply of semiconductors also helped. The overall wholesale volumes reached a historic high of 3.88 million units in the fiscal.

Fiscal 2024 marked the third year of consecutive growth in the domestic PV industry by recording 8.36% growth. This growth was over a high base of fiscal 2023. During the fiscal, the order books of auto OEMs were supported by a plethora of launches in the growing utility vehicle (UV) category, which had witnessed high traction, along with multiple facelifts of existing models and easing semiconductor supplies that drove record sales in each quarter in fiscal 2024. The overall wholesale volumes settled at ~4.21 million units in fiscal 2024.

The growth momentum continued into fiscal 2025, though the pace slowed somewhat. This was backed by continued traction in the SUV segment, intermittent launches and an increase in disposable incomes. On the high base of fiscal 2024, the industry grew ~2% in fiscal 2025 to hit a record 4.29 million units in fiscal 2025.

In the first half of fiscal 2026, domestic sales declined ~1% because of the increased inventory at the end of fiscal 2025 and subdued retail sales during the fiscal.

Segmental shifts within the domestic PV industry

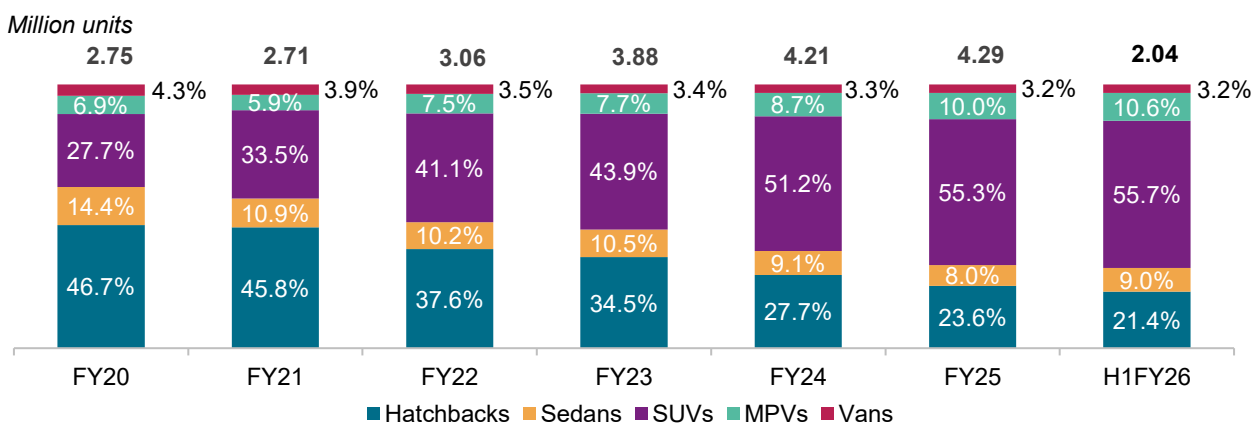
The PV industry can be broadly classified based on body types into hatchbacks, sedans, SUVs, multipurpose vehicles (MPVs) and vans. Indian PV buyers have traditionally been very cost-conscious, basing their decisions on the vehicle's mileage and initial purchase price. Consequently, hatchbacks have led PV sales over the years, primarily because their lower price and running costs make them affordable for the average Indian customer.

However, with a growing share of younger buyers in India, there is an increasing awareness and preference towards parameters other than price, such as exterior and interior design, driving experience, safety, advanced features, lighting and aesthetics, resulting in an inter-segmental shift towards SUVs.

OEMs have addressed this shift by showcasing enhanced vehicle safety in their recent launches. Several OEMs have also gradually introduced advanced features—including safety features and advanced lighting technologies such as LEDs, and made them available in both their top variants and mid-level ones. Furthermore, rising disposable incomes have given an impetus to growth in the SUV segment.

Customer buying behaviour is also changing. They are increasingly prioritising vehicle experience and technology over cost and are willing to pay a premium and are also ready to accept longer waiting times for the desired vehicle. More customers are now opting to buy mid- to top-level variants, driving the intra-segmental shift. This shift towards feature-loaded vehicles is also driving the premiumisation trend.

Segmental shift within the domestic PV industry



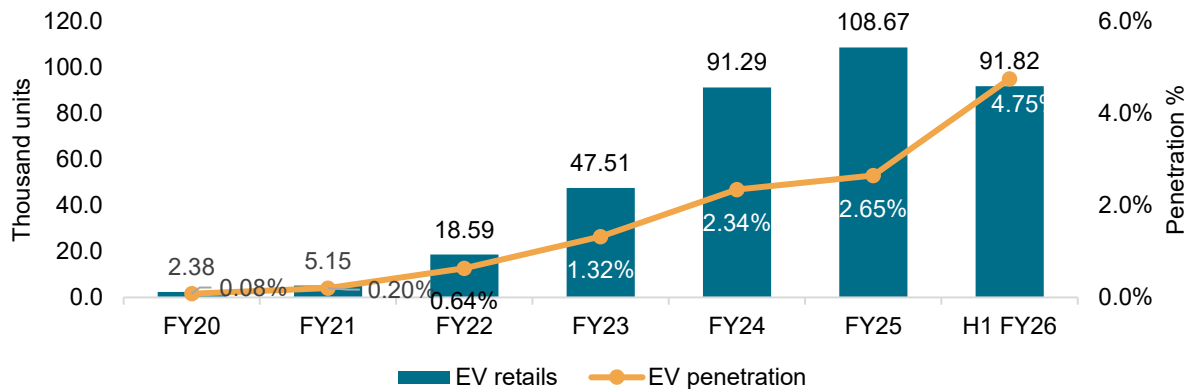
Note: Figures above bars are sales volumes.

Source: SIAM

Electrification within the domestic PV market

EV adoption in India is led by 2Ws and 3Ws; however, PVs are catching up fast. EV penetration in the PV segment was insignificant until fiscal 2021 amid a limited vehicle portfolio and lower customer awareness. Fast expansion of the portfolio, rising environmental awareness, government support and expanding EV infrastructure have led to a sharp rise in EV adoption. Consequently, the penetration of EVs within the retail industry rose to 2.65% in fiscal 2025 from 0.08% in fiscal 2020.

Domestic EV retail and penetration trend in PVs



Note: Vahan figures exclude Telangana retails. Data is as of October 2025.

Source: Vahan, Crisil Intelligence

The real impetus for EV adoption started in fiscal 2022 with gradual normalisation of the economy, improvement in the macro-economic scenario, increase in mobility, expansion of the EV portfolio and continued government support. Moreover, a further rise in internal combustion engine (ICE) vehicle prices, a sharp hike in petrol and diesel prices, increasing customer awareness and younger buyers provided an added boost to EV adoption.

Entry of new players such as BYD, as well as introduction of models such as Tiago EV, Tigor EV, Punch EV, XUV400, Comet EV, eC3, Ioniq and Atto 3 in a short span, provided a thrust to EV adoption. The introduction of the Tiago and Comet in the hatchbacks segment and the Tigor in the sub-4-meter sedans segment expanded the customer base for EVs. Tigor's traction in the commercial fleet segment further aided EV growth.

During fiscals 2020-2025, EV retail sales increased 45x, which translated into a 2.65% EV penetration in fiscal 2025. EV launches, especially during the second half, including Windsor, Creta EV, BE6 and 9E, deepened EV penetration in fiscal 2025.

Aided by continued traction for these latest launches, fiscal 2026 started on a positive note for EVs with the penetration level rising to 4.2% in the first quarter.

However, electrification in the PV segment is still at a nascent stage, and there is significant scope for expansion. In the first half of fiscal 2026, electrification within the industry crossed 4.5%.

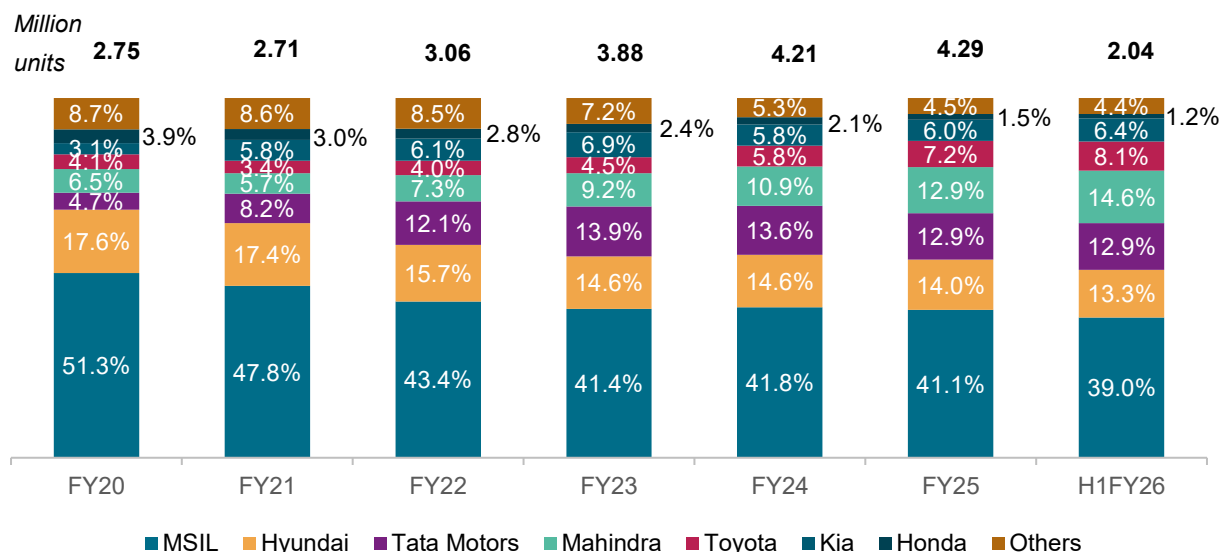
Competitive landscape

Domestic market

The domestic PV industry has an oligopolistic structure where a handful of players dominate the industry. Maruti Suzuki leads the PV industry in terms of domestic sales volumes, followed by Hyundai Motor India, Tata Motors and Mahindra & Mahindra. These four players together hold ~80% of the market.

However, over the past five years, competition has intensified amid competitively priced feature-rich vehicle launches by all players, as well as recent entrants such as Kia and MG grabbing sizeable shares.

Domestic PV market share by OEM

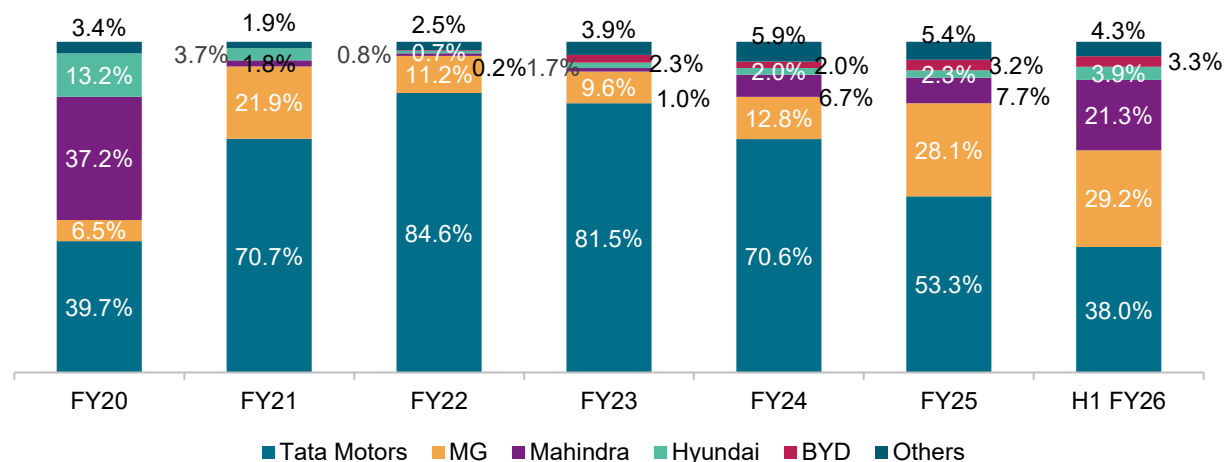


Note: Others include Renault/Nissan, Skoda, PCA, Volkswagen, etc. MG EV (ZS, Comet and Windsor) figures are not available in SIAM numbers since Q2FY24. Figures above bars are sales volumes. Tata Motors represents Tata Motors Passenger Vehicles Ltd
Source: SIAM, Crisil Intelligence

Intensifying competition in the EV PV space

Competition within the EV space has been intensifying, as evidenced by the fluctuating market shares and positions of automobile companies in India that offer EVs in the PV space.

Player-wise share in EV retails



Note: Vahan figures exclude Telangana retails. Data is as of October 2025.

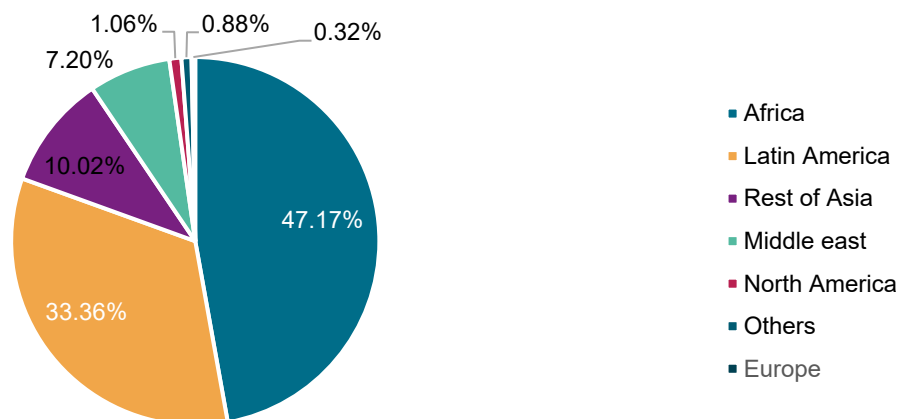
Source: Vahan, Crisil Intelligence

Exports market

Domestic sales dominate the PV industry with more than 80% share. India primarily exports to developing regions including Africa, Latin America and Asia, which account for more than 90% of exports from India.

A few years back, India was a major export hub for hatchbacks and compact sedans. However, it has successfully transitioned to be a large vehicle (premium sedans and SUVs) exporter over the past 5-6 years. OEMs are actively broadening their portfolios to cater to changing consumer preferences in both domestic and global markets. SUV sales are accelerating exports, and models such as the Hyundai Creta, Maruti Suzuki Grand Vitara, Hyundai Venue, Toyota Urban Cruiser HyRyder, Maruti Suzuki Jimny, Maruti Suzuki Fronx and Volkswagen Taigun have gained strong traction in export markets. Premium sedans such as the Hyundai Verna and Volkswagen Virtus are key models driving the market for large cars. Further, models such as Ertiga, Carens and XL6 are driving the demand for MPVs.

Region-wise contribution to India's exports (fiscal 2025)



Note: Rest of Asia is Asia excluding the Middle East.

Source: Directorate General of Foreign Trade, Crisil Intelligence

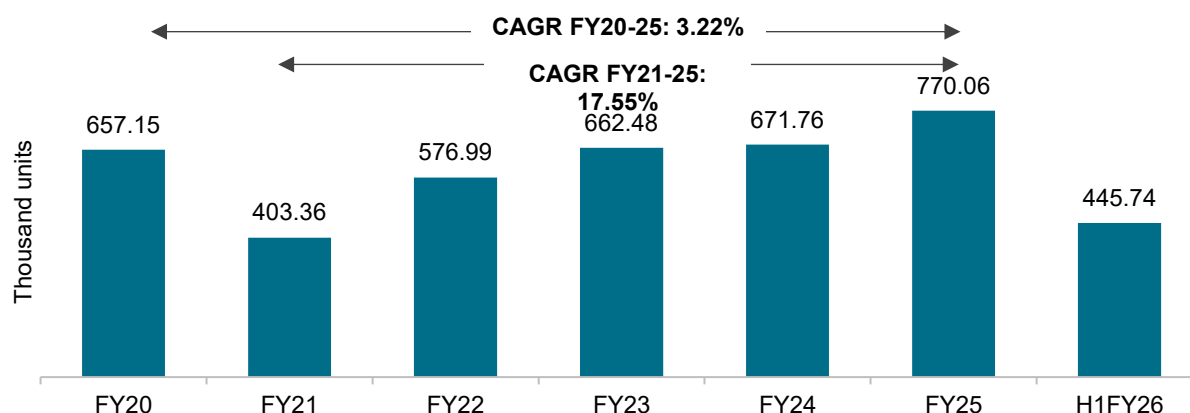
Domestic sales rose at a CAGR of 9.26% over fiscals 2020-2025, faster than exports (3.22% CAGR). The relatively slow growth in exports could be attributed to the moderate growth in the global automobile industry, coupled with major OEMs focusing their attention on catering to the fast-growing domestic market.

Notably, exports recovered quickly after the pandemic, growing at the faster rate of 17.55% annually between fiscals 2021 and 2025, from a lower base in fiscal 2021, when exports had slumped 38.62% compared with a 1.69% drop in domestic sales.

In fiscal 2025, industry exports clocked a healthy 14.63% growth, aided by doubling of UV exports from India. Portfolio expansion and rising demand for UVs supported this sharp growth. On the other hand, exports of cars declined 7.16%, reducing the share of cars in industry exports to 51.80% during the fiscal.

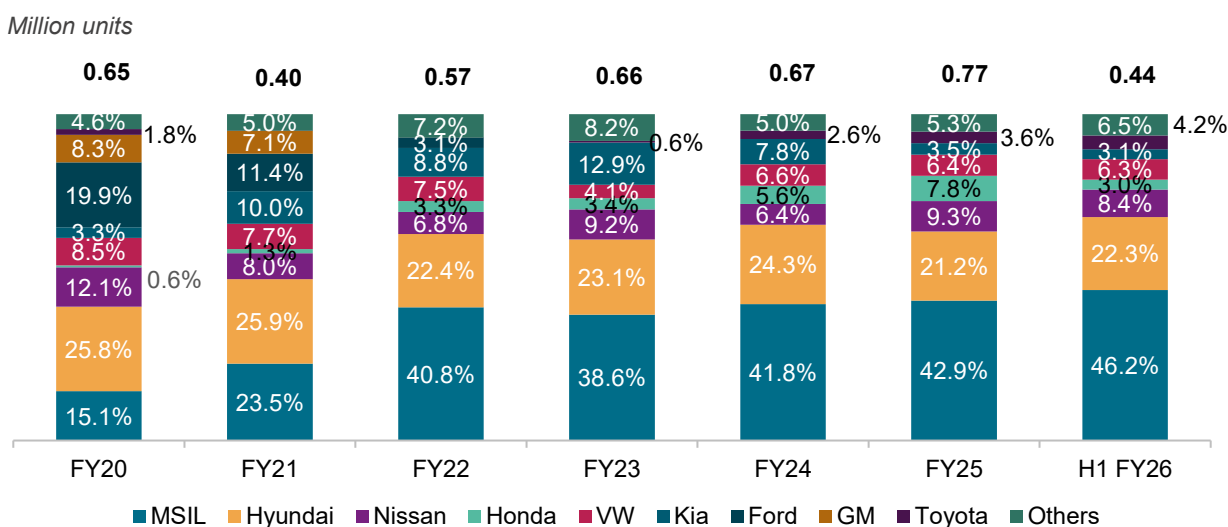
In the first half of fiscal 2026, exports accelerated ~18% y-o-y amid sluggish domestic demand and a broader vehicle portfolio.

Trend in exports



Source: SIAM, Crisil Intelligence

PV export market share by OEM



Note: Others include Renault, Tata Motors, Mahindra, PCA, Skoda, etc. Figures above bars are export volumes.

Source: SIAM, Crisil Intelligence

Luxury vehicles

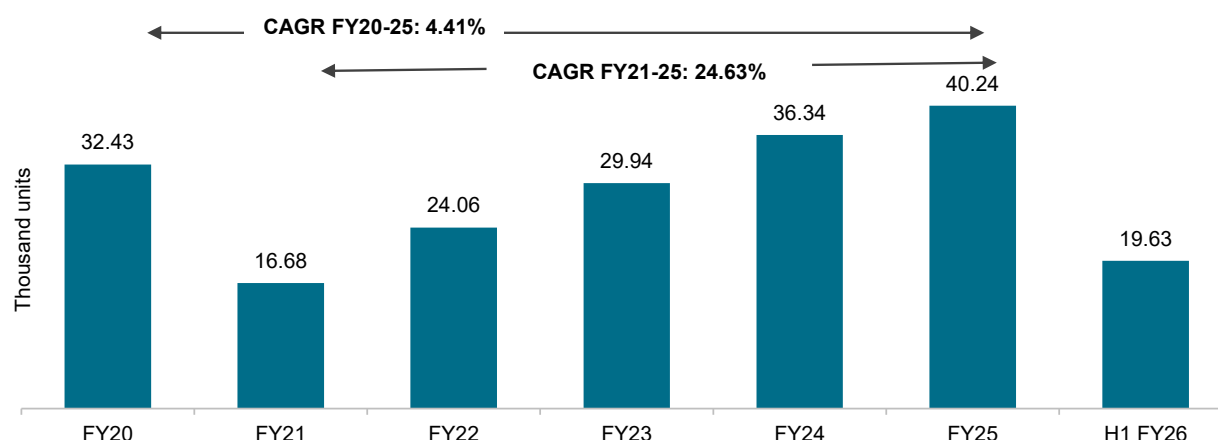
This niche segment, which consists of high-priced ultra-premium vehicles, forms an additional ~1% of the market. The segment includes brands such as Mercedes-Benz, Audi, BMW, Volvo and Jaguar Land Rover (JLR). The ultra-luxury brands such as Ferrari, Rolls-Royce and Lamborghini form an insignificant part of the overall Indian market.

Sales of luxury vehicles logged a 4.41% CAGR between fiscals 2020 and 2025, supported by favourable economic growth, increased disposable incomes and more model launches by luxury OEMs.

The luxury segment witnessed a sharp 48.58% drop in retail sales in fiscal 2021 amid the pandemic. On this lower base, the segment rebounded from fiscal 2022, clocking a healthy 24.63% CAGR between fiscals 2021 and 2025.

In the first half of fiscal 2026, the luxury segment grew 7.54% y-o-y.

Trend in luxury segment retail sales

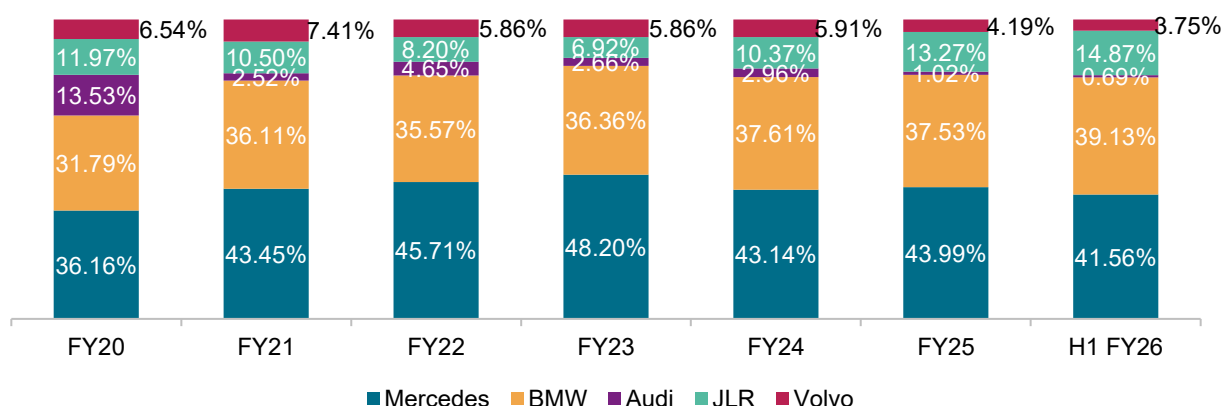


Note: Vahan figures exclude Telangana retails. Data is as of October 2025.

Source: Vahan, Crisil Intelligence

Given its long history in India, Mercedes-Benz dominates the luxury car market with a 40-45% share, followed by BMW (35-40%). JLR is a distant third in the market, while Audi and Volvo hold relatively modest market shares.

Luxury market share by player



Note: Vahan figures exclude Telangana retails. Data is as of October 2025.

Source: Vahan, Crisil Intelligence

Demand drivers and trends

Vehicle penetration in India

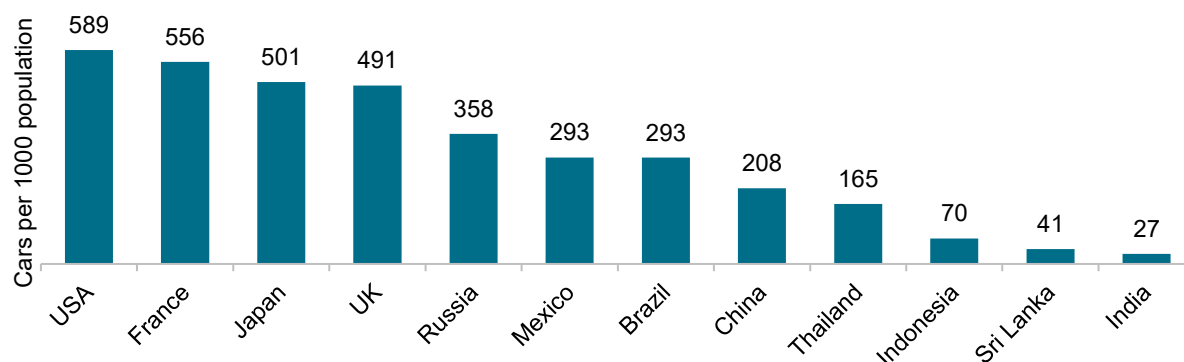
The Indian PV market is one of the fastest-growing in the world; it ranked second in terms of annual sales (after China) in 2023. However, the market is highly underpenetrated. According to Crisil Intelligence, India's car penetration of 26 per 1,000 people as of fiscal 2024 was significantly lower than that of developed countries and even emerging economies such as Brazil, Russia and Mexico. This provides automobile manufacturers significant headroom for growth, especially given the expected increase in disposable income, faster economic growth, younger population and increased focus of international OEMs.

In fiscal 2020, India had 32 million vehicles, with a penetration rate of 23 PVs per 1,000 people. By fiscal 2025, this number increased to 39 million and the penetration rate to 27 cars per 1,000 people. This growth indicates a significant

expansion in the automotive market. The PV population grew by seven million vehicles. The penetration rate increased by four cars per 1,000 people. This upward trend is expected to continue in the coming years.

We expect the population of PVs to increase at 48 to 50 million cars, which puts the penetration level at 32 to 34 cars per 1000 people by fiscal 2030.

Car penetration by country



Note: Data for CY 2023, India car penetration data for FY24

Datapoints shown above do not include the light trucks segment, which contributes to a significant share of the USA market

Source: International Road Federation- World Road Statistics 2025, Crisil Intelligence

Evolving emission standards

The landmark shift to Bharat Stage (BS) VI emission norms in April 2020 from BS IV, skipping an entire generation of standards, aligned India closer to global and Euro 6 norms. This transition required substantial investment in engine technology, after-treatment systems and fuel quality upgrades, resulting in higher vehicle cost and increased cost per vehicle (CPV). The upcoming BS VII norms are expected to be similar to the Euro 7 norms applicable across Europe and on-road vehicle categories. OEMs are preparing for another wave of capital expenditure focused on advanced emission control technologies. While this raises affordability challenges, it also pushes the industry toward cleaner technologies, potentially accelerating the shift to zero- or low-emission vehicles.

While the stricter norms elevate acquisition costs, they typically trigger pre-buying ahead of price revisions. In addition, consumers increasingly prefer newer, cleaner and more efficient vehicles, supporting replacement demand and accelerating the shift away from older models. Over time, the improved performance, better fuel efficiency and higher reliability of BS VI-compliant vehicles will further strengthen customer preference for upgraded models, aiding sustained PV demand.

Safety norms

MoRTH launched the Bharat New Car Assessment Programme (BNCAP) on August 22, 2023 to enhance the road safety standards of passenger cars. The programme aims to promote healthy competition between home-grown and international OEMs to manufacture safer cars, along with boosting the safety and quality of vehicles in India. The BNCAP rating system is a voluntary assessment programme that came into effect on October 1, 2023.

GST tax structure

The government has been imposing a hefty tax on diesel vehicles to curb their use. This is despite their popularity among consumers due to their superior fuel efficiency compared with petrol variants. Moreover, to promote the adoption of EVs, the government has maintained a favourable GST rate of 5%, significantly lower than the 28%+ levied on internal combustion engine (ICE) PVs.

In a notable move, the government reduced the GST rates on PVs in September 2025, which lowered vehicle prices

and stimulated demand. This 3-9% drop in prices is expected to boost the industry's growth trajectory, paving the way for further premiumisation. The decision has incentivised consumers to purchase new vehicles, ultimately driving industry expansion.

Vehicle category	Old GST rates			New GST rates		
	Base GST	Compensation cess	Total tax payable	Base GST	Compensation cess	Total tax payable
Passenger vehicles (petrol, CNG, LPG) up to 4m in length and up to 1200cc engine	28%	1%	29%	18%	0%	18%
Passenger vehicles (diesel) up to 4m in length and up to 1500cc engine	28%	3%	31%	18%	0%	18%
Passenger vehicles (up to 1500cc engine)	28%	17%	45%	40%	0%	40%
Passenger vehicles (above 1500cc engine)	28%	20%	48%	40%	0%	40%
Passenger vehicles popularly known as SUVs (above 4m in length, above >1500cc engine and >170 mm ground clearance)	28%	22%	50%	40%	0%	40%

Note: GST on EVs maintained at 5%

Government measures to boost CNG vehicles

On April 6, 2023, the Cabinet Committee on Economic Affairs approved a revised pricing mechanism for natural gas produced in India. The revision was based on the recommendations made by the Kirit Parikh Committee in December 2022. The committee evaluated ways to boost natural gas production and ensure the availability and affordability of gas for end-users. The recommendations focused on price capping, deregulating the gas market and bringing natural gas under the GST umbrella.

With the new pricing mechanism, the domestic gas price was capped at \$6.5 per mmBtu (metric million British thermal unit) for fiscal 2024. Thus, CNG prices declined 4% to Rs 74/kg in the fiscal. This decline in prices affected the difference in the total cost of ownership of diesel and CNG vehicles, favouring the transition to CNG and, hence, the long-term prospects for its adoption. Additionally, enhanced affordability resulting from reduced operating expenses, coupled with an expanded portfolio of CNG vehicles, is anticipated to further bolster industry growth over the long term.

The CNG station infrastructure has also undergone significant expansion over the past few years, further boosting sales. The number of CNG stations in India has grown from over 2,200 in fiscal 2020 to over 8,000 in fiscal 2025.

New model launches

Even as the sales of existing models have been increasing, sales of new models have supported industry growth over the past decade. This is especially true of recent launches in the SUV segment.

In short to medium term, Maruti E Vitara, Tata Motors Sierra EV, Avinya Kia EV3, Mahindra 9S, Mahindra 7XO are expected to be launched. Over and above these, facelifts/ refreshed versions of popular models such as Punch and Duster will likely provide an added sales push.

Premiumisation trend

Amid the rise in disposable income, younger customer base, improving finance availability and global exposure, a notable paradigm shift of premiumisation is underway in the PV industry, driven by evolving customer preferences.

Consumers are opting for mid- or top-end versions of vehicles. They are moving away from traditional fuel-efficient budget-friendly small cars to higher-priced, feature-loaded large cars, which offer more space, better ride height, seamless connectivity and improved performance. Further, the launch of compact and mid-size SUVs is also driving the change.

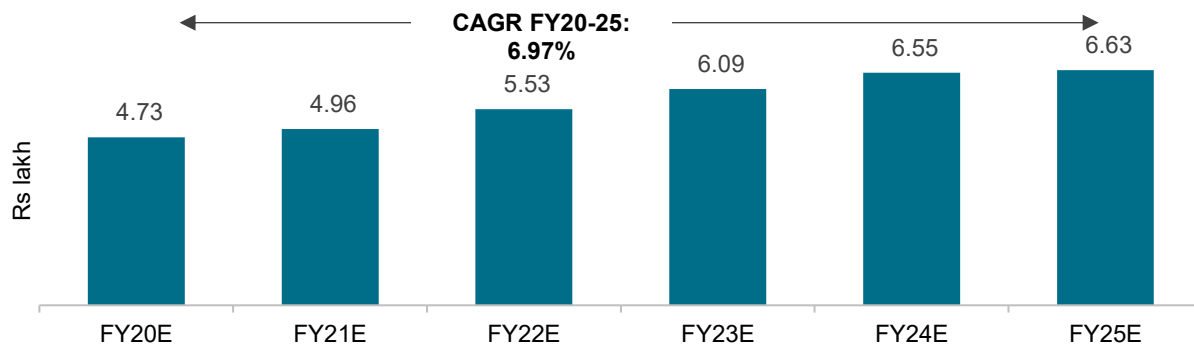
Buyers are increasingly prioritising vehicle experience and their aspirations over cost considerations, demonstrating a willingness to pay a premium for desired features and accepting longer wait periods for their preferred models. They are opting for vehicles that offer the best balance of features and budget. This trend is driving inter- and intra-segmental

shifts.

In response to this evolving landscape, OEMs are not only incorporating the latest safety and luxury features but also revolutionising their automotive lighting offerings that were once exclusive to the luxury segment.

This premiumisation has supported a healthy ~7% growth in the average selling price of PVs from fiscals 2020 to 2025.

Trend in the average price* of the domestic PV industry



*Note: *Based on the OEM invoicing price to dealers*

Source: SIAM, company annual reports, Ministry of Corporate Affairs, Crisil Intelligence

The premiumisation trend is, in turn, also yielding benefits for OEM suppliers who have successfully adapted to the evolution. These suppliers are well-positioned to capitalise on the growing demand for high-end features and technologies, thereby driving growth and profitability.

Premiumisation in the lightings segment

With the PV industry gradually heading towards premiumisation, with greater penetration of sales in higher variants of vehicle models, the requirements of PV lights have changed as well. Premium models are equipped with LEDs across DRLs – Daytime running lamps, headlights, taillights, foglamps, ambient lights and even in CHMSL-centre high mounted stop lamp.

OEMs are focusing on LED DRLs as brand signatures through connected light-bars for headlights and taillights. Certain OEMs are also offering customisation options for a personalised touch.

The connected and sequential lights, which were earlier only found in luxury models, are also being placed in mass-market models. Majority of the OEMs are offering LED DRLs as standard for several models in their line-up, right from the UV segment.

With increasing emphasis on safety, OEMs such as Hyundai have started offering cornering lamps, which improve visibility in blind spots in poorly lit roads. These features were limited to luxury models in the past. Leading automotive lighting players, such as Uno Minda, Lumax Industries, Neolite ZKW Lightings, Varroc and Marelli Motherson Automotive Lighting, among others, are poised to capitalise on the shifting landscape, given their robust portfolio of advanced lighting solutions.

Headlights

In the headlights segment, the bulb-based halogen lights are still prevalent in the small cars, MPV and vans segments.

Within the small cars segment, halogens are widely used in the entry-level models such as Alto, Wagon R and lower variants of Swift, while the premium hatchbacks such as i20, Altroz, Baleno, etc., have started offering LED DRLs and LED headlights across variants. The shift towards LEDs is gradual due to the cost-centric entry-level models still

contributing to most small cars.

Similarly, in the MPVs and vans segment, models such as Ertiga and Eeco only offer halogen headlights across variants since they are for cost-conscious customers. However, large lighting manufacturers such as Lumax Industries, Neolite ZKW Lightings, Uno Minda and Varroc, among others, are well-positioned to cater to the diverse needs due to their comprehensive portfolio of halogen and LED-based headlights. These companies can service the full spectrum of vehicles, from entry-level models to premium variants, and across segments, including small cars, MPVs and vans.

LED DRLs are widely being offered in the large cars and UVs segment. Since some models offer halogen headlights, these segments have relatively higher penetration for the bulb and LED-based combination lights. LED lights in headlights are also offered in the mid-higher variants across most models in the segments. In the higher variants, OEMs are offering bi-LED lamps and sequential head lamps, with increased functionality, but also with incremental pricing.

Taillights

The taillights segment is the most LED-penetrated segment within the PV industry. Even within the small cars segment, while entry-level cars still offer halogen-taillights, most other models have LED lights from the base variants. The connected light strip is commonly seen in the UV and large car models, where Tata Nexon offers aesthetical features such as Wide X- Graphic across its taillights in the higher variants of Creative and Fearless.

Fog lamps

The adoption of separate fog lamps continues to be on the lower side. The small-car segment has the lowest penetration of fog-lamps in the industry; these are limited to top-end variants. There are OEMs such as Hyundai, who are not offering fog lamps across any variant of models such as the Verna, since the low-beam light, placed lower on the front bumper also doubles down and provides the functionality of fog-lamps.

The adoption is relatively higher in large cars, UVs and MPVs, but with the presence again limited to top-end variants.

Interior lights

The standard OHCL (overhead cabin lamp) is offered across models. But within that, the adoption of LED is high and increases across the large cars and UV segments.

The reading lamps are largely not offered in the small cars segment but have a high adoption rate in the large cars/sedan segment. It again has lower adoption in UVs because the higher variants of most models in the segment have smaller sunroofs or panoramic sunroofs; hence, there is no space for a reading lamp. However, there are models such as Creta, which offers two reading lamps on the sides.

Ambient lights, which is a recent trend in industry, is limited to top variants of UV models such as Creta/Seltos, etc. These multi-colored lights, which offer up to 64 or 128 colours, and often termed as ‘mood lighting’ in the industry. This feature was found only in luxury models a few years back. But it has been increasingly adopted since as it appeals to customers preferring aesthetic interiors. The added functionality of light synchronisation with the music also appeals to younger car buyers.

Centre high mounted stop lamp (CHMSL)

While all the cars have these stop lamps, there is extremely high LED adoption in the segment. Apart from the entry-level models in small cars, LED is widely used for these lights since it improves the functionality due to brighter light output.

The Indian PV industry is undergoing a significant transformation, driven by evolving customer preferences and a growing demand for premium features. The premiumisation trend is evident in the increasing adoption of advanced technologies, such as LED lighting, sunroofs, digital infotainment systems, and smartphone connectivity solutions. Buyers are prioritising the vehicle experience over cost considerations, leading to a shift towards mid-to-top level variants and a growing demand for high-end features such as advanced driver assistance systems (ADAS) and ambient lighting.

The lighting segment is also witnessing a shift towards LEDs, with leading manufacturers like Uno Minda, Lumax Industries, Neolite ZKW Lightings and Varroc well-positioned to capitalise on this trend. As the industry continues to evolve, OEMs and suppliers are adapting to changing customer preferences, driving growth and profitability in the premium vehicle segment.

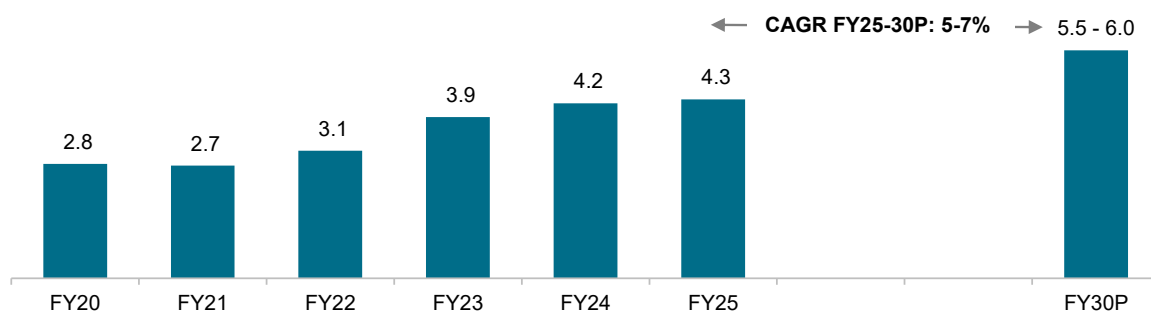
Outlook on the domestic passenger vehicle industry

We expect the Indian PV industry grow at a robust pace driven by a favorable macroeconomic scenario, with GDP projected to grow at 6-7% between fiscals 2025 and 2030, outperforming other major geographies. The industry will also benefit from continued government support, favourable demographics and OEMs launching feature-rich and competitively priced vehicles.

Additionally, a favorable financing scenario, with expanding financing reach, high loan-to-value levels and expected interest rate cuts will also support demand. Changing market dynamics, including a younger consumer base, premiumisation, electrification and shorter replacement cycles, will drive growth, while the government's push for scrapping old vehicles and capacity expansion by major players like Maruti Suzuki, Hyundai and Tata Motors will shorten replacement cycles and support demand. Furthermore, the expansion of supporting infrastructure, such as EV charging stations and CNG pumps, will enhance customer choice and propel the industry forward.

Between fiscals 2025 and 2030, we expect domestic sales to grow at a 5-7% CAGR to 5.5-6.0 million vehicles.

Domestic PV industry outlook



Source: SIAM, Crisil Intelligence

Segmental outlook

The domestic PV industry is expected to witness healthy growth, driven by evolving lifestyles and increasing affordability and led by the growing popularity of SUVs and a GST cut-induced boost to hatchback sales. Additionally, the increasing adoption of electric vehicles is expected to further accelerate industry sales, presenting new opportunities for growth and expansion.

Rise of SUVs

The SUV segment, which traditionally appealed to customers valuing larger seating capacity and its ability to navigate rough terrain, has gained greater preference over the years. The compact SUV segment, especially, provided the much-desired SUV body styling at competitive rates, bringing the segment within the reach of many consumers.

Recognising the changing consumer preferences, OEMs also launched a higher number of vehicles in the SUV segment, helping expand the share of SUVs.

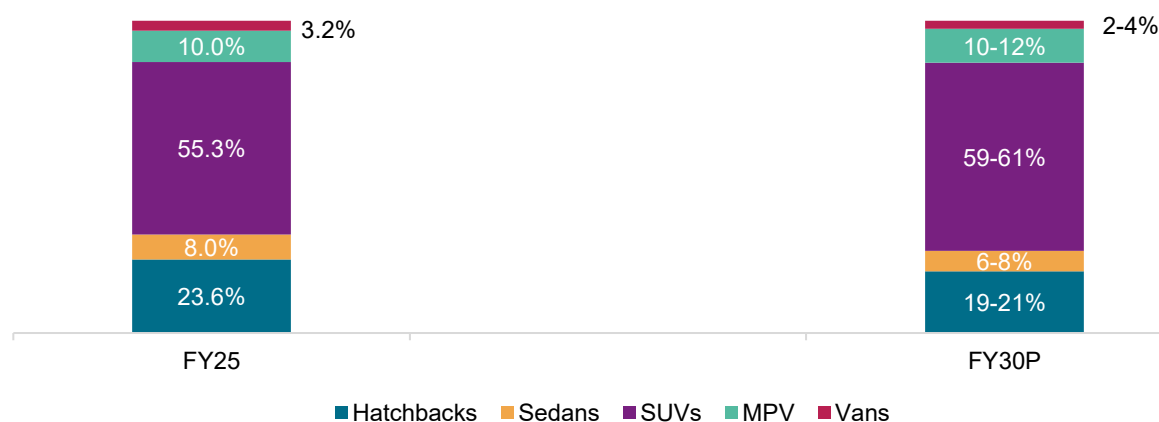
Moreover, the entry of global players such as Kia and MG, with their SUV portfolios, lent further support.

Segmental volume growth outlook

Segment	FY20-FY25 CAGR	FY25-FY30P CAGR
Hatchbacks	(4.7) %	1-3%
Sedans	(2.8) %	1-3%
SUVs	25.5%	7-9%
MPVs	17.6%	7-9%
Vans	2.8%	1-2%
Total	9.3%	5-7%

Source: SIAM, Crisil Intelligence

Outlook by industry segment



Source: SIAM, Crisil Intelligence

Electrification outlook

The electric PV segment is poised to experience a significant surge in growth over the next five years, driven by a combination of factors including a supportive policy framework, declining battery costs, an expanding network of charging infrastructure and an increase in consumer awareness and acceptance. OEMs are intensifying their investments in research and development for EVs and are aggressively expanding their EV product portfolios, with a multitude of launches scheduled across segments.

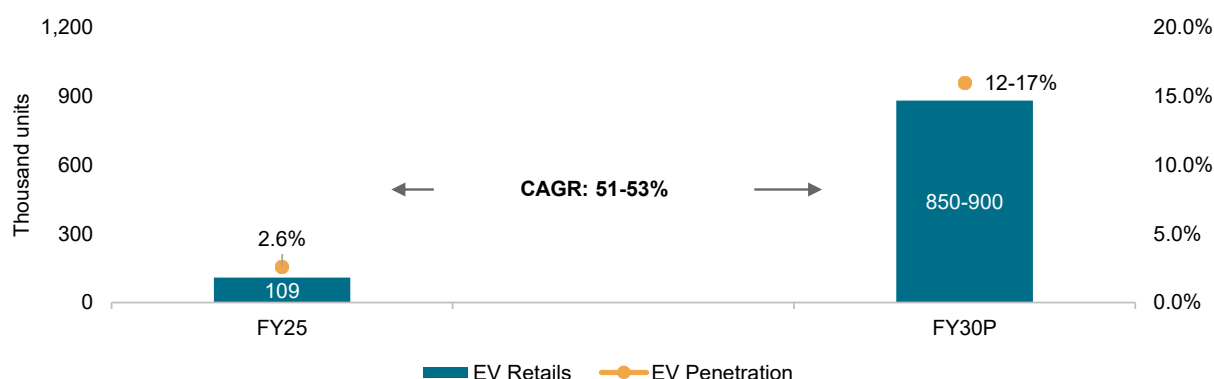
Furthermore, the decreasing cost of batteries is expected to offset the reduction in government subsidies, enhancing the competitiveness of battery electric vehicles (BEVs) and leading to a further improvement in the total cost of ownership (TCO) for EVs. This is expected to incentivise the transition towards electrification. Moreover, ride-hailing platforms such as Uber, Ola, Rapido and Namma Yatri are adopting EVs due to the associated TCO benefits. The increasing electrification of fleets is expected to provide an additional impetus to the industry's transition towards EVs.

The government's support for the expansion of charging infrastructure is also expected to alleviate customer concerns regarding the range of EVs, thereby further facilitating their adoption. Furthermore, entry of global players like Tesla and VinFast will also aid electrification in the longer term.

However, the impact of rare earth crisis and the current global political scenario remain key monitorables.

The share of EVs in total passenger car sales is projected to increase to 12-17% by fiscal 2030, from 2.65% in fiscal 2025. Additionally, EV sales are forecast to reach 850 to 900 thousand units by fiscal 2030, growing at 51-53% CAGR.

EV penetration outlook for PVs



Source: Crisil Intelligence

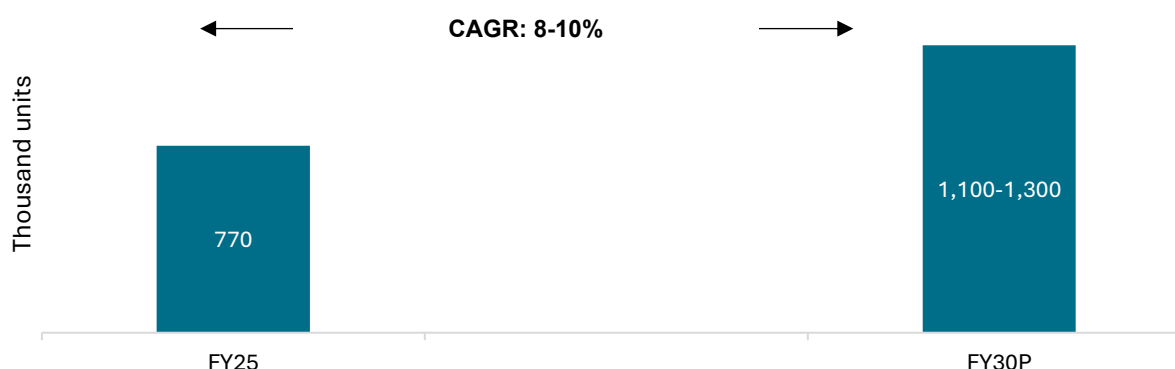
Outlook on exports from India

PV exports from India grew 14.63% in fiscal 2025; they are expected to grow at 8-10% CAGR between fiscals 2025 and 2030. The expected economic growth in key export regions and the push from OEMs will likely make India the export base for certain models, which will boost exports. However, current global uncertainties, including the tariff disagreements, remain a key monitorable. A rise in crude oil prices could impact fuel prices in export destinations, increasing inflation pressure and impacting exports demand.

Major OEMs in India are expanding their production capacities with an aim to make India as an export hub for Africa, Middle East and Asia. Further, policies, including the PLI scheme, are providing domestic OEMs the momentum to manufacture and export EVs from India. The government offers incentives through PLI for the entire EV ecosystem, including automobiles, auto components and ACC batteries. Major OEMs in India have announced plans to export EVs from India starting this fiscal.

Anticipated economic stability and growth, an increased push from OEMs and India's trade agreements are expected to boost exports. These factors are expected to back the faster growth of exports over long term, albeit from a lower base.

Outlook on exports

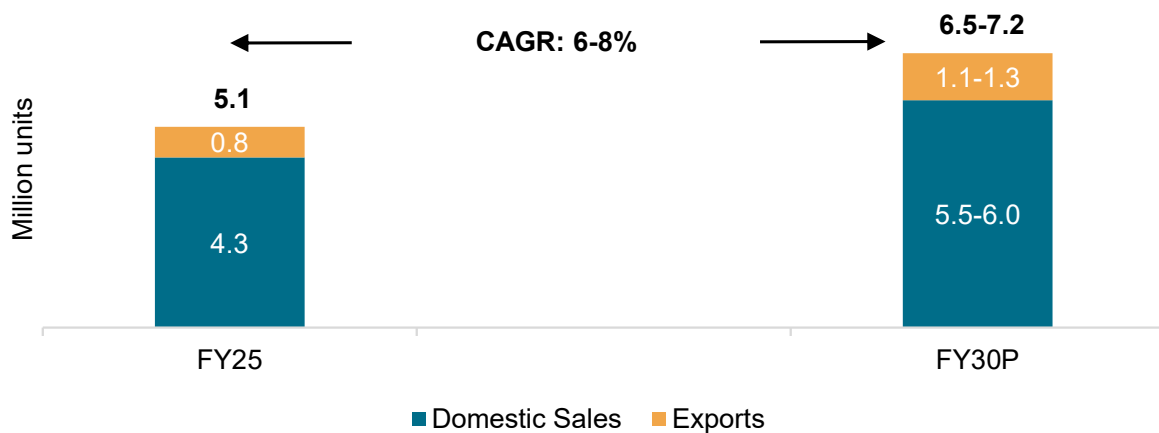


Source: SIAM, Crisil Intelligence

The industry (Domestic sales + exports) is expected to grow at 6-8% CAGR to reach 6.5-7.2 million units by fiscal

2030.

Overall PV industry outlook by domestic sales and exports (fiscals 2025-2030P)



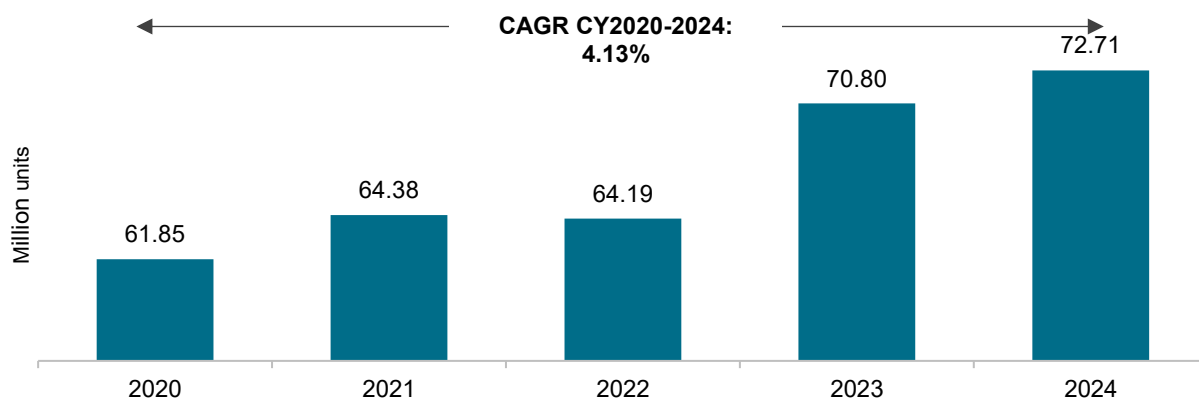
Source: SIAM, Crisil Intelligence

Review of the global PV industry

PVs remain one of the largest automotive industry segments globally. With two large markets, China and India, Asia dominates the global PV industry followed by Europe and North America. The Commonwealth of Independent States contributes 3-5%.

Global PV industry sales rose at a healthy 4.13% CAGR between calendar years 2020 and 2024. Although there was a downturn during the pandemic, the industry clocked a steady recovery in the post-pandemic years. This highlights the industry's resilience after the pandemic-induced slowdown and subsequent supply chain disruptions in semiconductors and logistics. The growth during the post-pandemic period was supported by pent-up consumer demand, stabilisation of production capacity and wider availability of electric and hybrid models at more affordable prices.

Trend in PV total sales volumes



Source: Nexdigm data

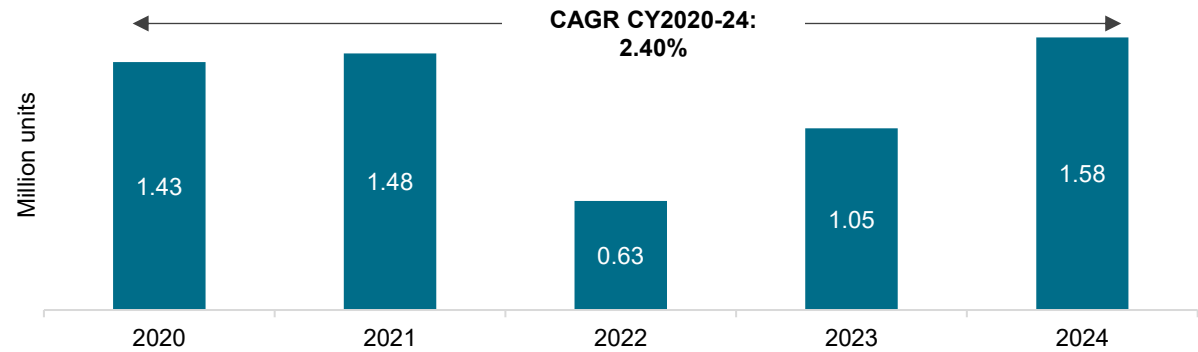
The period from 2022 to 2023 marked a sharp turnaround, with PV sales surging from 64.19 million in 2022 to 70.8 million in 2023, a 10.30% on-year growth. This rebound was driven by pent-up demand, easing semiconductor

shortages, normalisation of supply chains and rise in demand for SUVs and crossovers. The momentum continued during 2024 and the industry clocked a 2.70% growth.

Review of the Russian PV industry

Russian PV industry sales rose at a moderate 2.40% CAGR from 1.43 million units in calendar year 2020 to 1.58 million units in 2024. The growth reflected cautious consumer sentiment along with the economic uncertainties. Overall, the market saw steady but limited progress.

The Russian PV market



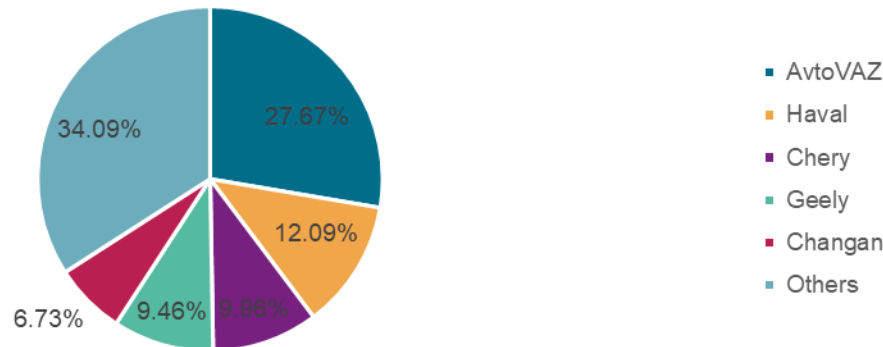
Source: Nexdigm data

In recent years, the Russian PV market has remained volatile, influenced by geopolitical tensions, economic sanctions and realignment of trade partnerships. The sales volumes were relatively stable during 2020 and 2021.

The market contracted sharply in 2022, declining by nearly 57.54% to 0.63 million units. This was primarily attributable to the Ukraine–Russia uncertainties and subsequent international sanctions. This led several global automakers to suspend or exit operations owing to supply chain disruptions, regulatory barriers and reputational risks.

Following this contraction, the market rebounded strongly in 2023 and 2024. Sales reached 1.58 million units in 2024, representing nearly 50% on-year growth. The recovery was largely driven by the rapid expansion of Chinese automakers, who leveraged competitive pricing, local assembly arrangements and partnerships to capture market share. In 2024, contribution of Chinese OEMs such as Haval, Chery, Geely and Changan was significant.

Share of OEMs in the Russian PV market (2024)



Source: Nexdigm data

Competitive landscape in the Russian PV market (2024)

Players	Sales (thousand units)
AvtoVAZ	436
Haval	191
Chery	157
Geely	149
Changan	106
Others	537
Total	1,576

Source: Nexdigm data

Their success has been supported by affordability, faster localisation and alignment with Russia's growing economic and trade ties with China. While specific product offerings gained visibility among consumers, broader market momentum has been underpinned by aggressive marketing, feature-rich value propositions and strategic positioning to fill the gap created by the exit of Western players.

Player	Key models
AvtoVAZ	Lada Granta, Lada Vesta
Haval	Jolion, F7, Dargo
Chery	Tiggo 7 Pro Max, Tiggo 4 Pro, Arrizo
Geely	Monjaro, Coolray

Source: Nexdigm data

Lada Granta and Lada Vesta have been the dominant models in the Russian market. Despite the collapse in 2022, these models maintained their dominance of the Russian market. With increasing presence of Chinese brands in the Russian market, Jolion has emerged as one of the notable models in recent years.

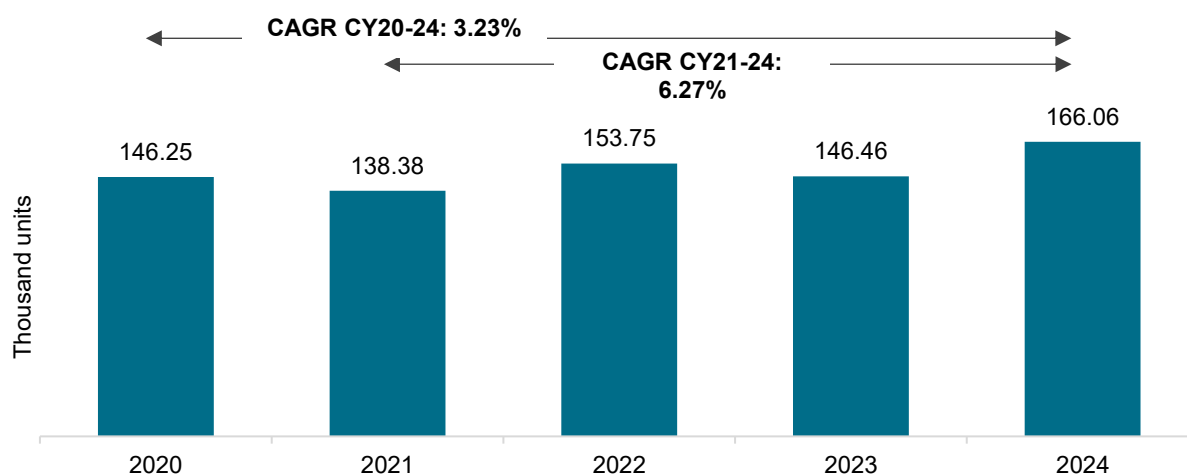
Overview of the Uzbekistan passenger vehicle industry

The Uzbekistan passenger vehicle industry logged a CAGR of 3.23% between calendar years 2020 and 2024, with sales growth reaching 166 thousand units from 146 thousand units.

Following a 5.4% dip in calendar year 2021, caused by pandemic-induced disruptions, the industry rebounded strongly, with a CAGR of 6.20% between 2021 and 2024. The resumption of economic activities post the pandemic, strategic portfolio expansions by industry players and sustained government investments in infrastructure development fuelled the industry's resurgence, driving demand.

UzAuto Motors accounts for over 75% of the Uzbekistan passenger vehicle market). However, ADM Jizzakh, BYD Uzbekistan, Chery and Haval also contribute significantly.

Uzbekistan passenger vehicle market growth



Source: Organisation Internationale des Constructeurs d'Automobiles

Growth drivers of the global passenger vehicle market

The transformation in the global passenger vehicle market is shaped by technological innovation, shifting consumer preferences and an evolving regulatory landscape. Countries strive for sustainability and economic development. Hence, the automotive industry is responding with smarter, cleaner and more accessible mobility solutions.

- **Economic growth**

Strong economic growth in multiple countries is leading to higher consumer spending power, which is driving demand for passenger vehicles

- **Increasing middle-class population**

Growing middle-class population in emerging economies, such as China, India and Southeast Asia, are driving demand for passenger vehicles, led by higher disposable income and more people aspiring to own cars

- **Electrification and sustainability**

Electrification is one of the most transformative forces in the global passenger vehicle market. Governments worldwide are offering subsidies and incentives, which have boosted EV adoption. In addition, governments are also investing in the expansion of supporting infrastructure, including charging. Expansion in portfolio, sluggish battery prices and rising customer awareness are also aiding the demand for EVs. These efforts are not only reducing emissions but also supporting industry growth

- **Environmental concerns**

Growing concerns about climate change, air pollution and other environmental issues are driving demand for environment-friendly passenger vehicles, such as electric and hybrid

- **Technological advancements**

Technological innovation is redefining the passenger vehicle landscape with increasing integration of advanced features such as autonomous driving, artificial intelligence-powered systems, connected infotainment and driver-assistance technologies. Vehicles are evolving into smart, connected platforms, aligning with broader convergence of mobility and digital ecosystems. Such technological advancements

make cars smarter, safer and more personalised.

- **Evolving consumer preferences**

Consumer expectations are shifting quickly, with stronger demand for safety, connectivity and flexibility. Subscription models, ridesharing and on-demand access are gaining momentum, particularly in urban centres where convenience and cost-efficiency are critical

- **Government regulations**

Government regulations pertaining to emission standards and safety are driving demand for passenger vehicles that meet these standards, which is leading to higher demand for newer and more efficient models

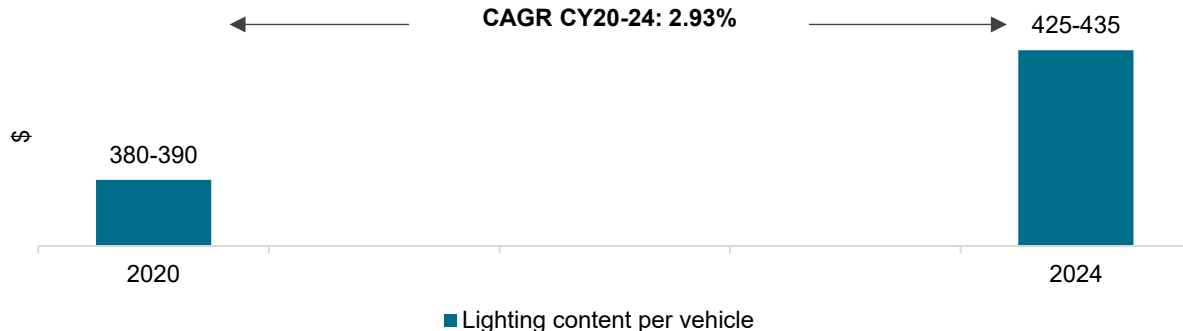
- **Concerns around trade and tariffs**

Trade policies and tariffs are reshaping global market access by increasing landed costs, redirecting exports and altering competitive dynamics. For companies, this necessitates strategic choices on localisation, product mix and sourcing, while also creating breathing space for domestic players. However, higher trade barriers may also impact the macroeconomic growth and in turn, industry dynamics

Increase in lighting content per vehicle

The automotive lighting industry has witnessed a consistent increase in CPV – content per vehicle over the past decade. While the fundamental role of lighting remains safety and visibility, the rising value share of lighting systems is being driven by a mix of technology, regulation and consumer preferences toward premium vehicles.

Global lighting CPV for passenger vehicles



Source: Nexdigm data

Nexdigm data reveals that lighting-CPV logged a CAGR of ~3% between calendar years 2020 and 2024 to reach \$425-\$435 per vehicle from \$380-\$390. The growth was driven by the increasing shift toward LED-based systems and the associated higher component costs of LED. The adoption of LED headlights is not just limited to headlights, but extends to taillights, fog lights, interior lighting and CHMSL.

Key trends influencing the increase in CPV in the global market are highlighted below:

Shift towards LED-based systems

Higher LED penetration across headlamps, tail lamps, DRLs and interior ambient lighting is a primary contributor to higher value content. Compared with halogen or basic bulb solutions, LEDs carry a significantly high unit cost. However, they also offer superior performance in energy efficiency, durability and styling flexibility. Premium and mid-level vehicle segments are increasingly adopting full-LED headlamp systems right from entry-level variants, pushing up average lighting CPV.

The transition from halogen and Xenon/HID- high intensity discharge solutions to LED-based lighting systems has been the driving factor behind the increase in lighting CPV. Unlike halogen lamps, which are relatively standardised and inexpensive, LEDs bring in higher costs, greater technological complexity and added manufacturing sophistication.

Higher component costs and manufacturing complexity of LED-based systems

LED chips are more expensive compared with halogen bulbs, but the cost difference goes beyond the emitter. A complete LED lighting system requires: Heat sinks and thermal management systems, optical lenses and reflectors, and electronic drivers and control units to regulate current and enable adaptive functions. Collectively, these add significant value per lamp module compared with the simple bulb-holder-reflector assembly of halogens.

From a manufacturing standpoint, LED headlamps and tail lamps involve multi-stage assembly–integration of LED chips, printed circuit boards (PCBs), optics, heat sinks, sealing and electronic controllers. The precision is critical, while the optical alignment, thermal dissipation and water/dust sealing are more demanding than in halogen lamps. As a result, LED lighting production requires advanced tooling, automation and testing facilities, pushing up capex and unit manufacturing cost.

LEDs last longer than halogens (over 20,000 hours vs 500–1,000 hours), which reduces replacement demand but increases OEM-level integration costs upfront. To ensure reliability, suppliers add robust sealing solutions, electronic protections and thermal management layers, further raising system costs.

Customisation and styling flexibility

Increasing adoption of LEDs allows OEMs to create complex light signatures, segmented DRLs and dynamic animations, which halogens could never achieve. For automakers, lighting has shifted from being a standardised component to a design differentiator, enabling premium pricing of vehicles. This trend fuels demand for multiple LED modules per vehicle, with connected light bars and sequential indicators being a trend in the industry, which contributes to the increase in cost, thereby raising CPV.

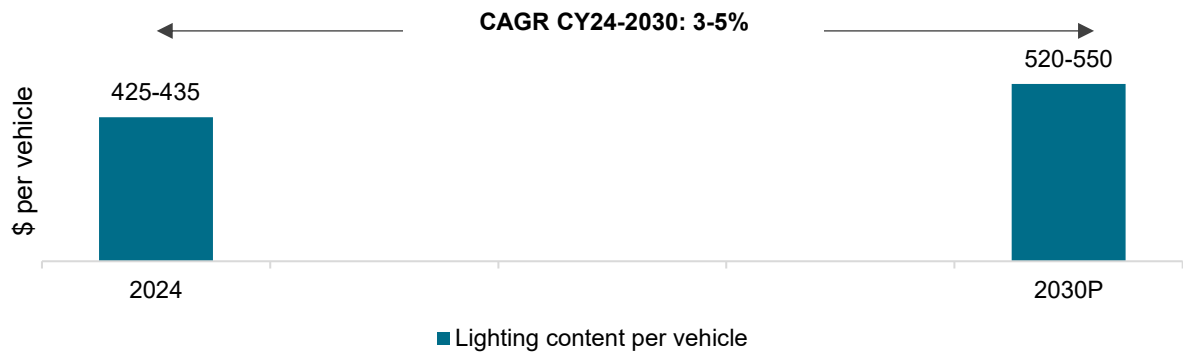
Regulatory push for safety and standardisation

Global regulatory programmes (United Nations Economic Commission for Europe, National Highway Traffic Safety Administration and Bharat New Car Assessment Programme) have mandated DRLs, rear fog lamps, side indicators and more stringent requirements on beam quality and intensity. Compliance with these norms adds to incremental lighting components and higher-value technologies.

Interior lighting for comfort and luxury

Interior ambient lighting and multi-colour options have become standard in mid-to-premium cars. There is an increasing base of customers preferring the ambient light feature in cars, which also syncs with music and provides an immersive experience inside the cabin. The average number of interior lighting content per vehicle has increased significantly over the past decade, contributing to CPV growth.

Outlook of global lighting CPV for passenger vehicles



Source: Nexdigm data

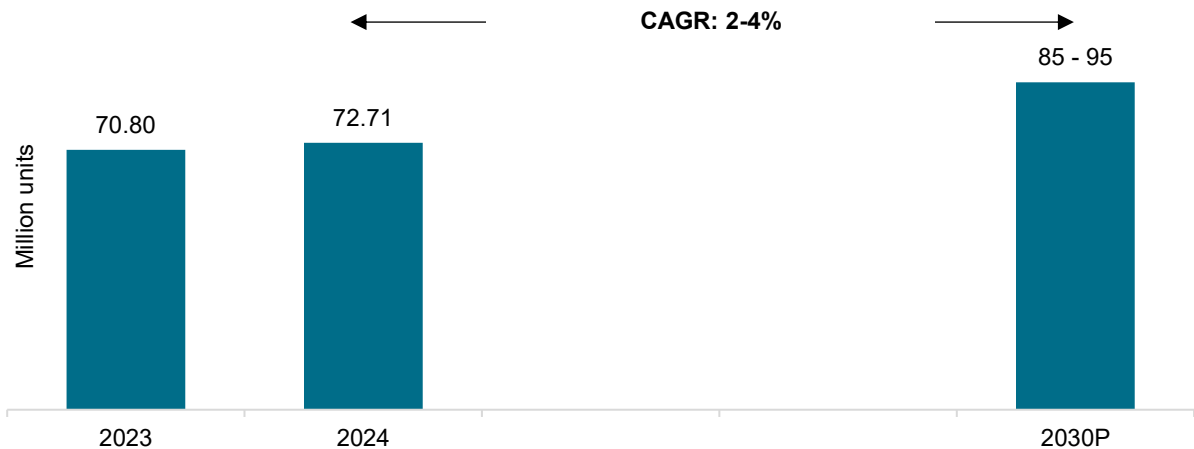
According to Nexdigm projections, lighting CPV is expected to grow to \$520-\$550 in calendar year 2030 from \$425-\$435 in 2024 at a CAGR of 3-5% compared with 3% between 2020-2024. The growth is expected to be driven by higher adoption of LEDs even by entry-level segments in cost-sensitive markets. In mature LED markets, the growth is expected to be driven by higher penetration of advanced LED technologies such as OLEDs and adoption of advanced lighting technologies such as laser lights in the premium segments, contributing to the overall increase in lighting CPV.

While niche due to higher costs, laser lights represent the pinnacle of advanced lighting, combining performance with exclusivity owing to their energy-efficient nature. They offer enhanced visibility with compact design and size. The cost of manufacturing these headlights is expensive. Hence, they are preferred by select luxury OEMs. The cost, complexity of manufacturing and regulatory issues hindering wider adoption are expected to reduce over the next decade, increasing adoption.

Outlook on the global passenger vehicles industry

Nexdigm estimates the global passenger vehicle industry sales to clock a CAGR of 2-4% between calendar years 2024 and 2030. It is expected to grow steadily, yet make an impact, with annual sales expected to rise to 85-95 million units from 72.7 million units.

The global passenger vehicle market is expected to log a CAGR of 2-4% by 2030



Source: Nexdigm

The expansion of the market is likely to be shaped by new technologies, regulatory pressures and evolving consumer preferences. Governments are tightening emission standards such as Euro 7 in Europe and China’s Stage VI norms, which are accelerating the adoption of hybrid vehicles and EVs. The shift is creating opportunities for traditional automakers as well as new ones.

The Asia-Pacific region is expected to continue accounting for over half of global passenger vehicle sales until calendar year 2030, driven by demand from China and India, supported by rising income, government incentives, a strong domestic supply chain and competitive local players.

Europe and North America are likely to witness slower sales growth but deeper structural changes, as ICE vehicles gradually give way to electric and hybrid alternatives. Policy measures such as the EU’s 2035 phase-out target for combustion engines and the US Inflation Reduction Act, 2022, which provides incentives for EV adoption, will be crucial in driving this transition.

Meanwhile, geopolitical uncertainties and trade disputes are prompting automakers to localise production and invest in regional supply chains, including battery gigafactories and EV infrastructure. By 2030, the passenger vehicle market is expected to reflect a broader shift toward sustainability, digital integration and innovative business models that redefine global mobility.

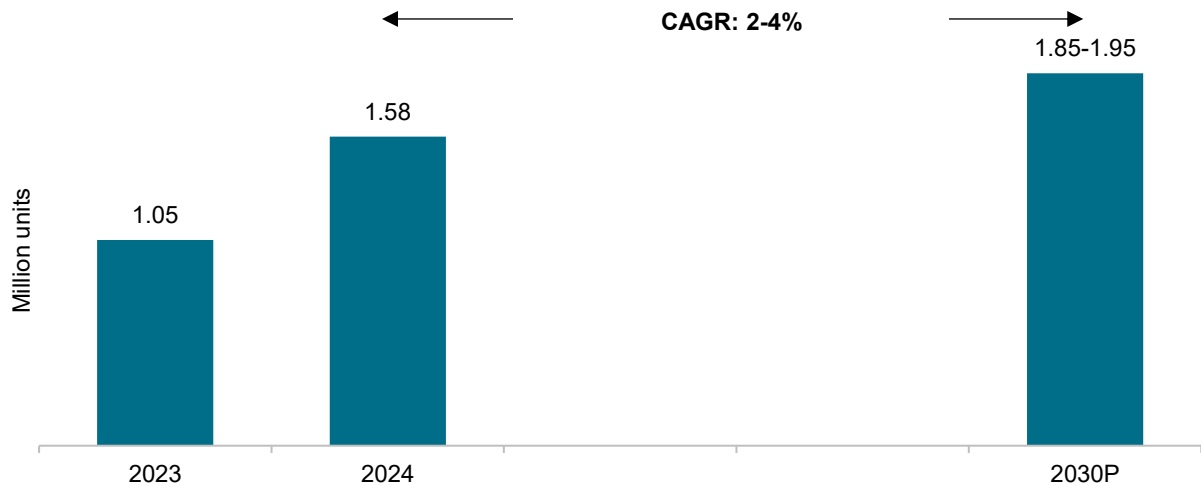
Outlook for the Russian passenger vehicles market

The Russian passenger vehicles market is expected to clock a CAGR of 2-4% to reach 1.85-1.95 million units by calendar year 2030 from 1.58 million units in 2024. The recovery is underpinned by government-led incentives promoting domestic production, increasing localisation to reduce import dependency and improving replacement demand. Gradual income recovery and affordability-driven preferences are likely to support volumes, while early regulatory push towards electrification and mobility infrastructure investments may provide additional momentum in the long term.

Moreover, efforts toward capacity expansion by Haval, portfolio expansion by AvtoVaz and Jetour and localisation by Chery are expected to boost industry growth.

However, challenges persist, including ongoing sanctions that restrict participation from the west, as well as concerns surrounding inflation and financing costs. Additionally, the pre-owned vehicle segment continues to pose a threat to new vehicle sales, potentially constraining market growth.

Outlook for the Russian passenger vehicle market



Source: Nexdigm

For Uzbekistan, government push to localise production, export and competition, and rising interest from foreign

players are expected to support industry growth over the long term.

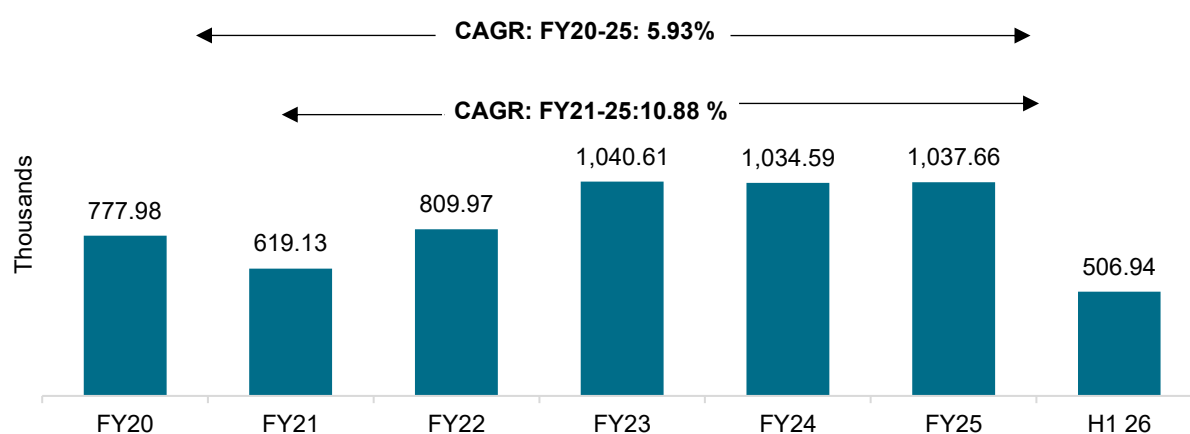
Review of and outlook on the Indian commercial vehicle Industry

Review of the industry

India is the third-largest commercial vehicle market in the world, with total of domestic sales and export volumes recording 1.04 million units in fiscal 2025. The volumes have consistently been over 1 million units over the past three fiscals, indicating healthy demand in the market, albeit steadily. The market logged a CAGR of 5.93% over the past five years, driven by an e-commerce surge in the country and the increasing number of infrastructure development projects.

In the first half of fiscal 2026, industry sales rose 5.3% on-year, with exports clocking a healthy 23% growth.

Sales trend in the CV industry (domestic and exports)



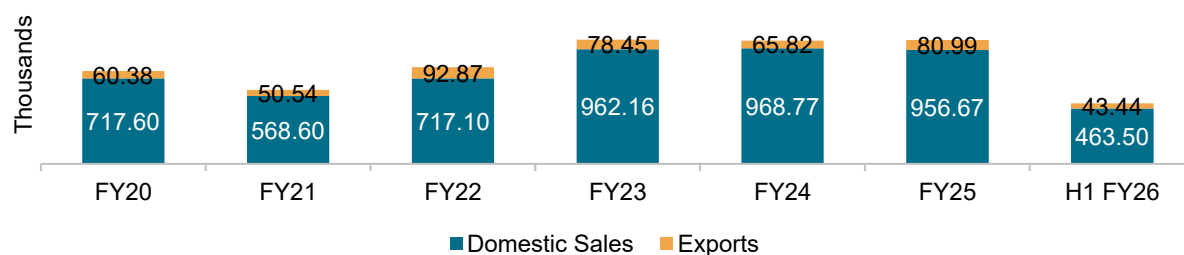
Note: Data includes domestic sales and exports of LCV – light commercial vehicles, IMHCV – intermediate medium and heavy commercial vehicles and buses, and excludes Daimler

Source: SIAM, Crisil Intelligence

Exports, which form 7-8% of the overall CV industry rose to 81 thousand units in fiscal 2025 from 60 thousand units in fiscal 2020 at a CAGR of 6.05%. The growth was led by increasing demand for Indian commercial vehicles in emerging markets, strategic investment in localisation of products and rising competitiveness of Indian OEMs on cost and quality parameters.

After consecutive drops in fiscals 2023 and 2024 on the high base of fiscal 2022, industry exports rose at a healthy pace of 23.04% in fiscal 2025. A sharp rise of 24.32% in the exports of the cargo segment supported growth.

Split by market



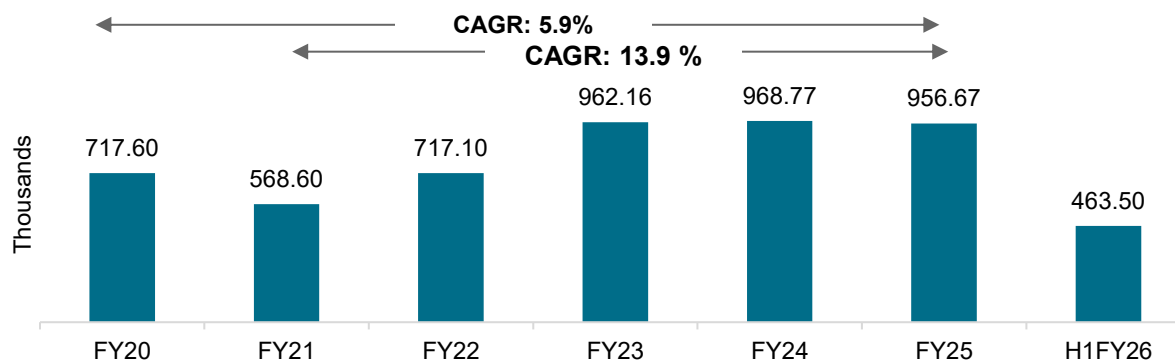
Note: Analysis excludes Daimler as the data for the company is not available in SIAM

Source: SIAM, Crisil Intelligence

Domestic market

The larger domestic segment, which contributes more than 90% of the industry logged a CAGR of 5.93% between fiscals 2020 and 2025. The industry witnessed a 20.76% drop in fiscal 2021, led by Covid-induced restrictions. However, the segment rebounded at a CAGR of ~14% between fiscals 2021 and 2025, with resumption in economic activity and improved mobility. The sharp rise post the pandemic was led by the buses segment, which clocked a CAGR of 58.25% between fiscals 2021 and 2025, followed by 19% in IMHCV. However, LCVs, the largest segment, clocked 7% growth.

Domestic sales trend



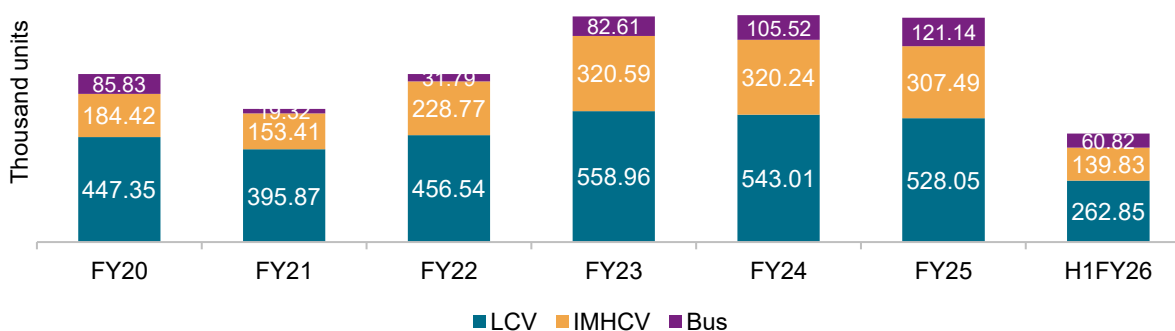
Note: Analysis excludes Daimler as the data for the company is not available in SIAM

Source: SIAM, Crisil Intelligence

The market is split into the LCV (gross vehicle weight less than 7.5 tonne), IMHCV (more than 7.5 tonne) and buses segments.

Sales in the LCV segment declined 2.76% in fiscal 2025. Despite an increase in volume for replacement compared with the past years, the general slowdown in economic activity exerted a downward pressure on LCV sales. Reduction in construction activity, along with subdued demand for last-mile delivery and e-commerce activity due to declining urban spending and extended rainfall, impacted the segment.

Domestic sales by segment



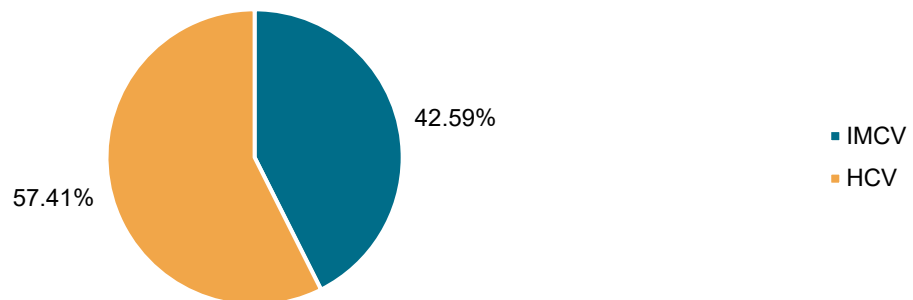
Note: Analysis excludes Daimler as the data for the company is not available in SIAM

Source: SIAM, Crisil Intelligence

The domestic IMHCV industry experienced notable volatility in sales volumes over the past few fiscals, shaped by economic downturns, pandemic-induced disruptions and a gradual recovery backed by infrastructure spending and

replacement demand.

Split of IMHCV (by IMCV and HCV for fiscal 2025)

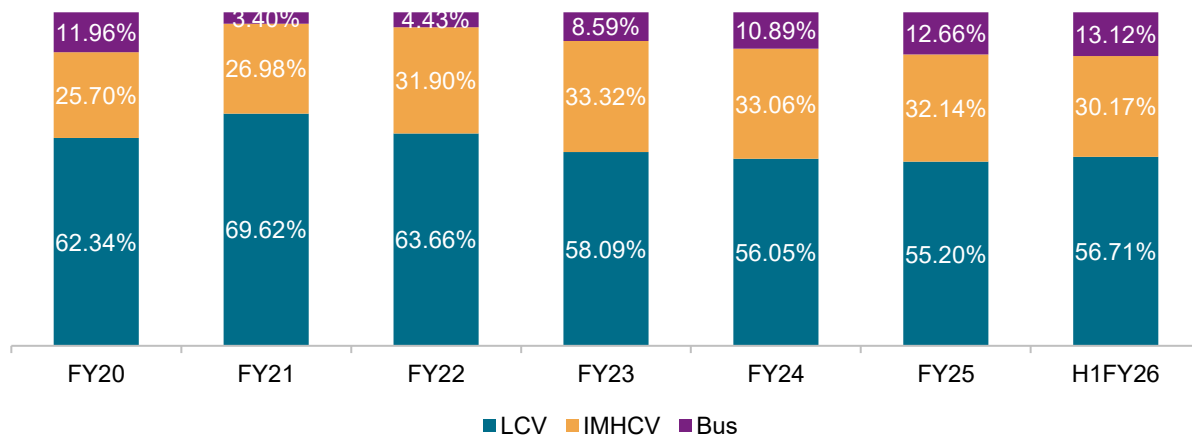


Note: Analysis above excludes Daimler as the data for the company is not available in SIAM

Source: SIAM, Crisil Intelligence

In the first half of fiscal 2026, the industry grew 3.92% compared with the year-ago period, driven by a 5.10% growth in the LCV and buses segment and 1.32% rise in the IMHCV segment.

Segment-wise contribution of the domestic CV industry



Note: Analysis excludes Daimler as the data for the company is not available in SIAM

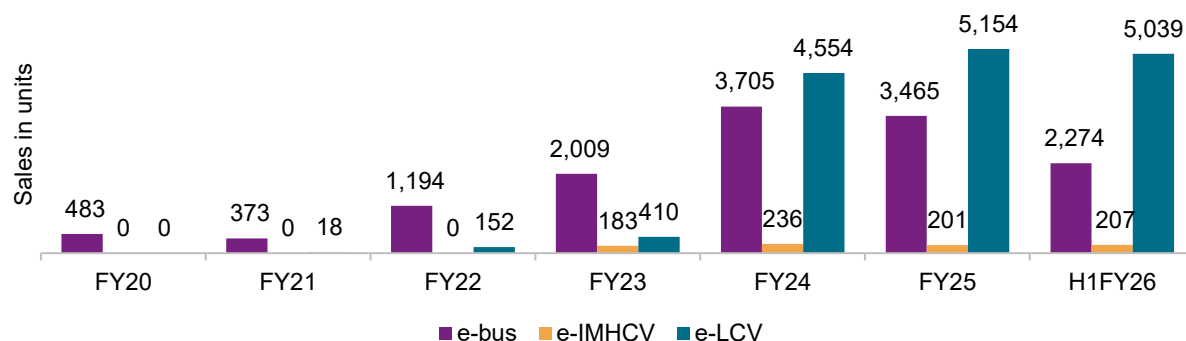
Source: SIAM, Crisil Intelligence

Electrification in the domestic commercial vehicle industry

Electrification in the industry has been slow compared with other vehicle segments. This is caused by high upfront costs compared with other vehicle segments due to the large size of lithium-ion battery pack to meet operational demands and lack of charging infrastructure.

Within domestic CVs, the buses segment was the first to be electrified, followed by LCVs. The penetration of e-buses was largely driven by STUs procured through the gross cost contract model, supported by government policies. EV penetration within CVs increased to 0.90% in fiscal 2025 from 0.07% in fiscal 2020.

EV sales by segment



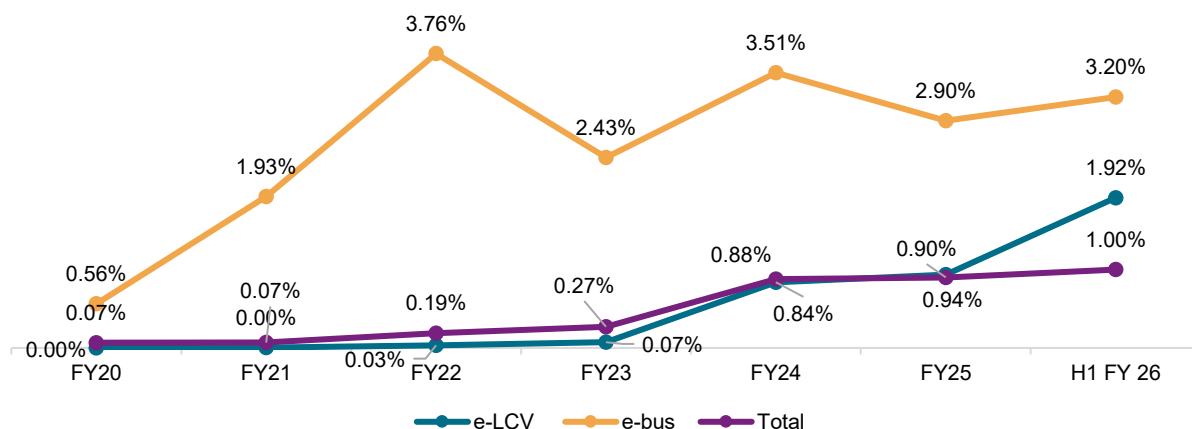
Note: Vahan figures exclude Telangana retails. Vahan data as of October 2025.

Source: SIAM, Vahan, Crisil Intelligence

The current EV penetration in LCV is ~1%. Most EVs used in the commercial vehicles industry as goods carriers are three-wheelers. However, as the cost difference between electric and diesel vehicles within LCV segment reduces, we expect new models to be launched in the LCV segment. This will drive sales in the LCV segment as third-mile logistics and local distribution of goods are well-suited applications for EVs. Tata Ace EV, Omega M1KA, JEM Tez, Switch Mobility EV are some of the e-LCVs available in the market.

Buses have the highest penetration of EVs within the CV industry. The penetration increased to 2.90% in fiscal 2025 from 0.56% in fiscal 2020.

EV penetration



Note: Vahan figures exclude Telangana retails. Data as of October 2025.

Source: SIAM, Vahan, Crisil Intelligence

Policies driving the adoption of EVs

The Government of India and several states together have introduced fiscal and non-fiscal incentives to support the adoption of electric mobility. These include tax breaks, subsidies and lower registration charges. Various policies have been launched to strengthen the component and charging infrastructure.

CPM e-Bus Sewa Scheme

The PM e-Bus Sewa Scheme is an initiative of the central government to promote electric mobility in public

transportation. Under this scheme, the government aims to deploy 50,000 electric buses.

FAME I and II

As part of the National Electric Mobility Mission Plan 2020, the Department of Heavy Industry introduced the FAME scheme in 2015 to promote EV manufacturing and adoption.

During Phase I, it focused on creating demand for EVs through incentives and grants for various vehicle segments and supported about 2.78 lakh EVs. The FAME II scheme was approved with an outlay of Rs 10,000 crore, which was later enhanced to Rs 11,500 crore. It aimed to support 7,000 e-buses, 5 lakh electric three-wheelers, 55,000 electric four-wheelers (commercial purposes) and 10 lakh electric two-wheelers (commercial and private).

FAME II subsidy for buses dependent on battery size

Under the FAME II incentive, the government provided a subsidy of Rs 20,000 per kWh of battery used in an electric bus. These needed to be advanced batteries with specific energy density of at least 70Wh/kg and a cycle life of at least 1,000 cycles. Of the Rs 11,500 crore demand subsidy under FAME II, about 40% was for buses.

For electric small commercial vehicles (SCVs), the government provided subsidies of Rs 10,000 per kWh of battery. It also mandated a minimum range of 140 km and maximum ex-factory price of Rs 15 lakh.

PM E-DRIVE

The PM E-DRIVE scheme aims to provide support for 14,028 e-buses, 2,05,392 e-three-wheelers (L5), 1,10,596 e-rickshaws and e-carts, and 24,79,120 e-two-wheelers. The scheme also supports e-trucks, e-ambulances, EV public charging stations and upgrades to testing agencies

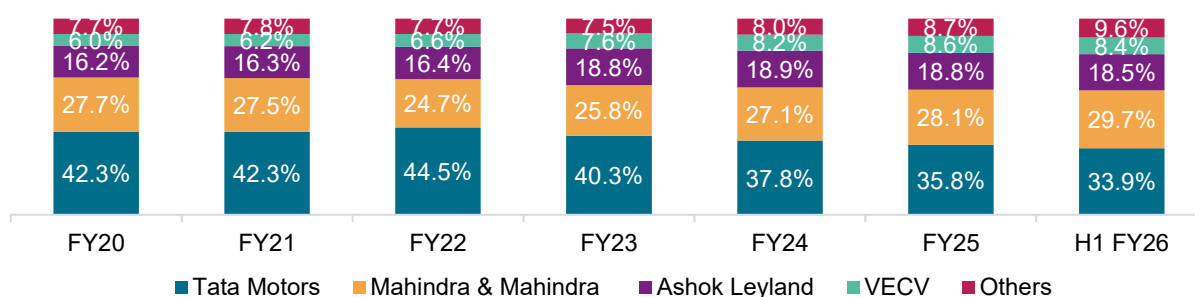
CGST 2.0

The rationalisation of GST rates in September 2025, which reduced the tax rate on commercial vehicles from 28% to 18%, led to a 7-8% decrease in vehicle prices. Although this change does not account for potential cost savings from lower GST rates on components that automotive component manufacturers may pass on to original equipment manufacturers (OEMs), it is expected to have a positive impact on the market.

Competitive landscape within the domestic CV industry

In the domestic CV industry Tata Motors leads the market with a 35.8% share as of fiscal 2025. Mahindra & Mahindra is the second largest player because of the contribution from the LCV segment, where the company holds almost 50% of the market share. Ashok Leyland holds a share of about 19% in the overall market and contributes in all segments. Volvo Eicher Commercial Vehicles (VECV) has gradually increased its presence in the market aided by an increase in IMHCV sales.

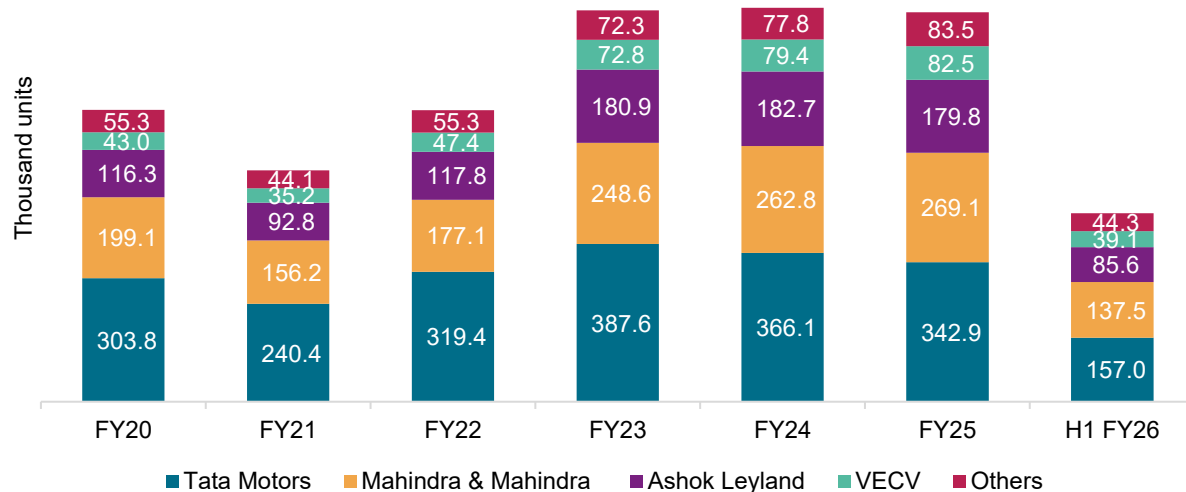
Market share of key players in the domestic CV industry (based on volume)



Note: The analysis excludes Daimler as the data for the company is not available with SIAM, Tata Motors: TML Commercial Vehicles Ltd

Source: SIAM, Crisil Intelligence

Market volumes of key players in the domestic CV Industry

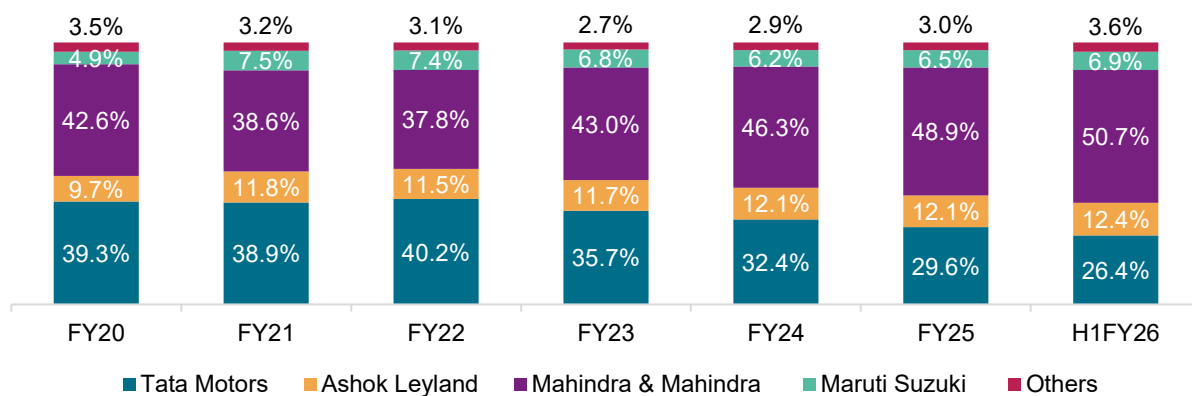


Note: The analysis excludes Daimler as the data for the company is not available with SIAM, Tata Motors: TML Commercial Vehicles Ltd

Source: SIAM, Crisil Intelligence

The graph below illustrates the market share distribution of the LCV segment. The segment has largely been dominated by Tata Motors and Mahindra & Mahindra over the past five years, with Ashok Leyland and Maruti Suzuki having limited shares. Mahindra & Mahindra has gained market share over these years because of the popularity of its models such as Jeeto, Bolero pickup and Furio. Tata Motors has gradually lost market share, but still ranks second in the LCV space.

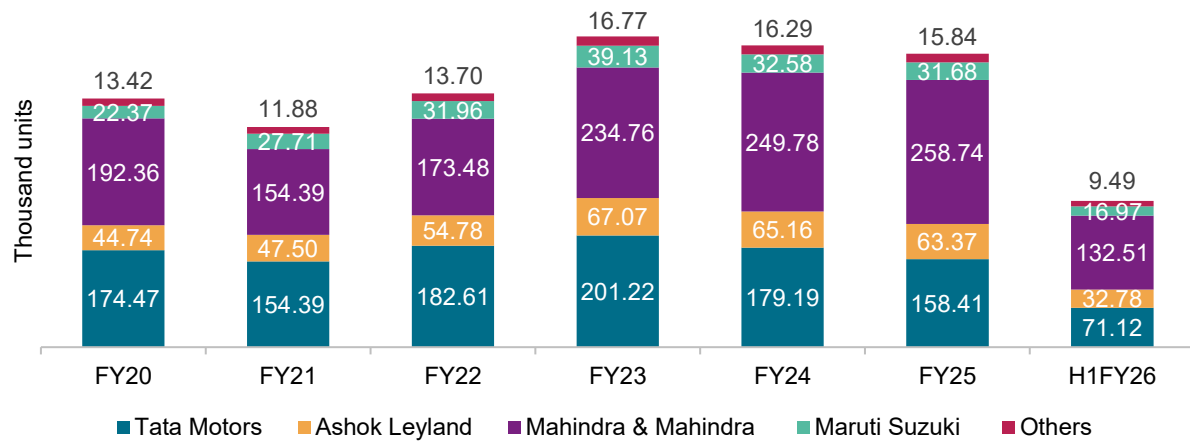
Market share distribution in the LCV segment



Note: The analysis excludes Daimler as the data for the company is not available with SIAM, Tata Motors: TML Commercial Vehicles Ltd

Source: SIAM, Crisil Intelligence

Volume distribution in the LCV segment



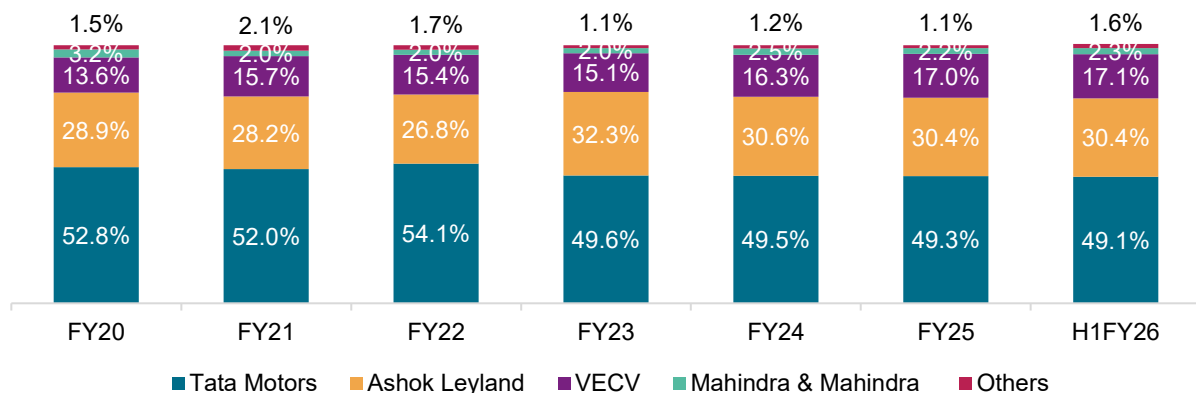
Note: The analysis above excludes Daimler as the data for the company is not available with SIAM; Tata Motors: TML Commercial Vehicles Ltd

Source: SIAM, Crisil Intelligence

In the IMHCV segment, the competitive landscape has evolved because of changing customer preferences, regulatory transitions and increasing penetration of alternative fuel technologies.

Tata Motors has consistently dominated the IMHCV segment in the past five years. Despite a slight decline from 53% in fiscal 2020 to 49% in both fiscals 2024 and 2025, the company continues to command nearly half of the market share. The dip in market share can be attributed to growing competition and shifting customer preferences.

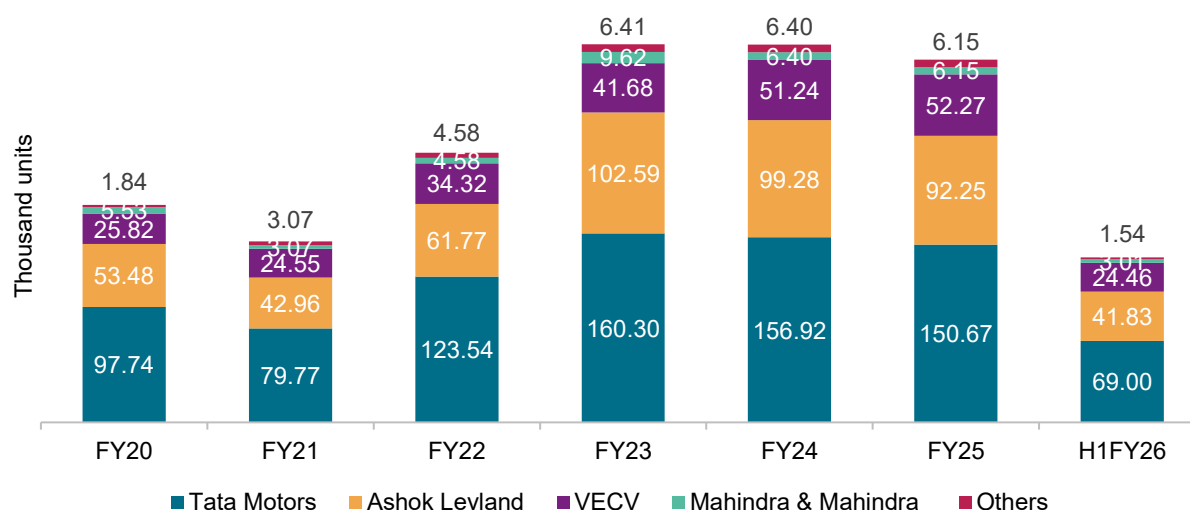
Market share distribution in the domestic IMHCV segment



Note: The analysis excludes Daimler as the data for the company is not available with SIAM

Source: SIAM, Crisil Intelligence

Player-wise volumes in the domestic IMHCV segment



Note: The analysis excludes Daimler as the data for the company is not available with SIAM

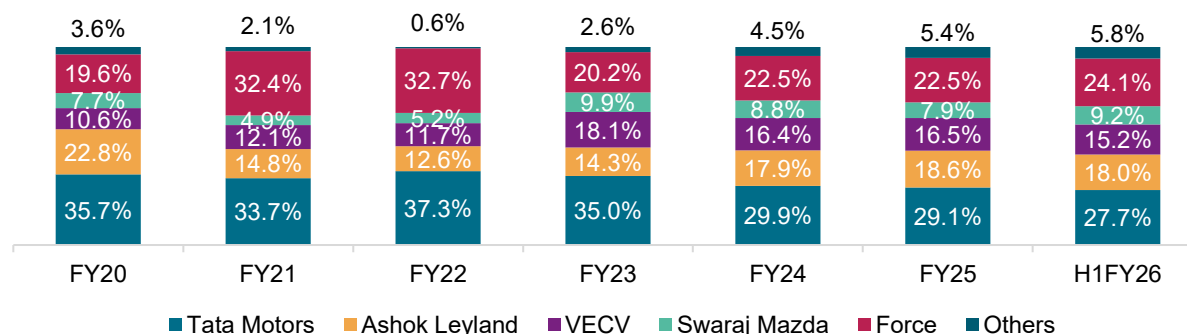
Source: SIAM, Crisil Intelligence

Ashok Leyland has remained the second-largest player, with a market share ranging between 27% and 32% over the past five years. The company reached a peak share of 32% in fiscal 2023, because of robust demand for its heavy-duty trucks and improved fleet penetration. However, the share declined to 30% in fiscal 2025.

VECV has improved its IMHCV market share from 14% in fiscal 2020 to 17% in fiscal 2025. Consistent product upgrades and rising fleet demand, especially in the mid-duty range, have supported this growth momentum.

Swaraj Mazda and other smaller manufacturers collectively hold 1-2% of the IMHCV market. This indicates a highly consolidated segment, with the top three players—Tata Motors, Ashok Leyland and VECV—accounting for ~96% of the market as of fiscal 2025. However, increasing competitive intensity and alternative fuel opportunities could provide entry points for niche OEMs in the longer term.

Player-wise share in domestic bus sales



Note: Buses include >= 7.5 tonnage. Others include players such as Olectra Greentech, PMI Electro Mobility Solutions and Switch Mobility. The analysis excludes Daimler as the data for the company is not available with SIAM

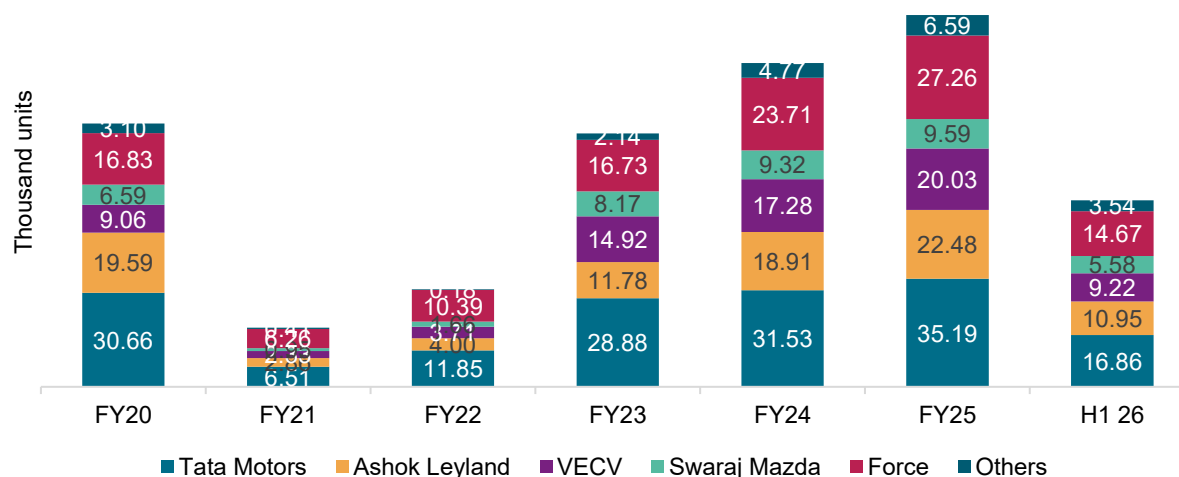
Source: SIAM, Crisil Intelligence

Tata Motors has consistently held a leading position in the buses segment, with its market share ranging from 30-38% between fiscals 2020 and 2025. However, the share dipped from 36% in fiscal 2020 to 29% in fiscal 2025. Ashok

Leyland's share also declined gradually to ~18.5% in fiscal 2025. The shift reflects increasing competitive intensity and evolving customer preferences, especially with the rise of electric buses.

VECV's market share grew from 11% in fiscal 2020 to 16.5% in fiscal 2025, highlighting growing acceptability for the brand in the intercity and school bus segments. The surge in fiscal 2023 reflects the company's success in tapping state-level procurement and semi-urban demand pockets.

Player-wise domestic bus sales volumes



Note: Buses include >= 7.5 tonnage. Others include players such as Olectra Greentech, PMI Electro Mobility Solutions and Switch Mobility. The analysis excludes Daimler as the data for the company is not available with SIAM

Source: SIAM, Crisil Intelligence

Olectra Greentech, a newer entrant focused on electric buses, has gained traction, growing its market share from nil in fiscal 2020 to 1% in fiscal 2025. The company's performance underscores the acceleration of EV adoption in urban transit systems and its success in securing government and municipal contracts. Its presence is expected to grow further because of the electrification policy and support for funding.

The 'Others' category, includes emerging players and smaller OEMs such as Olectra Greentech. The segment remains highly consolidated with limited room for fringe competition, though specific regional or electric-focused players may see spot opportunities.

Market trends

In the CV industry, the usage of LEDs has increased gradually across tonnage and lighting segments.

Rising prominence of LEDs in the lighting ecosystem

In the CV industry, there is an increasing trend towards driver safety with the implementation of ADAS, AEBS- Advanced emergency braking system and stability systems ahead of the safety regulations from H2 2026. This has trend also extends to lighting systems, with LED lights, especially taillights. The LED taillights offer better visibility of the trucks' rear, given their higher output as compared to bulb-based halogen lights. LED lights, while expensive, offer significantly higher replacement intervals as compared with halogen-bulbs. This will potentially improve overall road safety, as some truck owners/drivers continue to use vehicles without replacing halogen-based lights.

Headlights

In the headlight segment, the bulk of the market is still accounted for by bulb-based halogen lights and the transition

to LEDs is expected to be relatively gradual. VECV offers LED DRLs in its LCV models in the Pro 2000/3000 series, but the headlights are still halogen and hence the models are considered to have an LED and bulb-based combination. All the other major OEMs, such as Tata Motors, Ashok Leyland and Mahindra & Mahindra, primarily offer bulb-based lights across for their LCV and IMHCV headlights. The trend is the same for even the premium Prima, Signa, AVTR and Captain cabins offered by Tata Motors and Ashok Leyland. The only exception is Tata Ultra Prime in buses, which also offers DRLs.

However, with increasing preference for fully built cabins, the penetration of LED DRLs-plus-halogen headlights is expected to increase. Additionally, with the increasing electrification of the LCV segment, EVs are expected to transition to pure-LED sooner than their ICE counterparts in this segment.

Major lighting players, such as Neolite ZKW Lightings and Uno Minda, are poised to meet the varied requirements of the CV industry, leveraging their broad portfolio of halogen and LED-based headlights. This extensive range enables them to cater to the entire CV industry, providing a one-stop solution for diverse lighting needs.

Taillights

After the implementation of BS-VI Phase-II norms, major OEMs, such as Tata Motors, Ashok Leyland and VECV, are using LEDs in LCVs, IMHCVs and buses. In the LCV segment, the lower-tonnage mass-market models, such as like Tata Ace and Ashok Leyland Dost, retain bulb-based halogen lights in taillights.

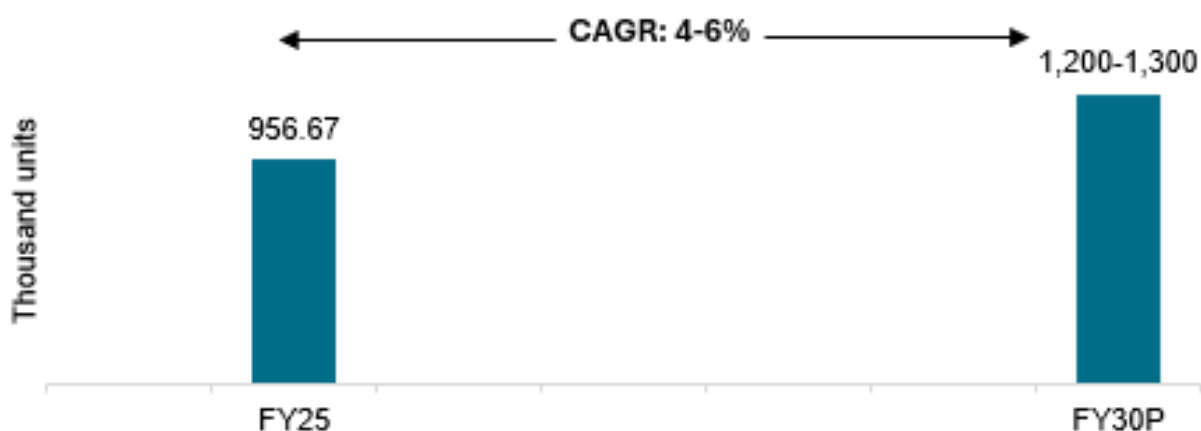
Fog lamps

Fog lamps are still widely offered as an accessory for CVs, but the adoption is largely dependent on the customers' preference. There are a few exceptions, such as Ashok Leyland, which offers fog lights as a standard feature in its Dost line-up.

Outlook for the domestic CV industry

With increasing infrastructure development and rising freight demand from multiple sectors, the Indian CV industry is poised for long-term expansion, projected to grow at a CAGR of 4-6% over the next five years, from ~957,000 units in fiscal 2025 to 1,200-1,300 thousand units by fiscal 2030.

Domestic CV industry outlook



Source: SIAM, Crisil Intelligence

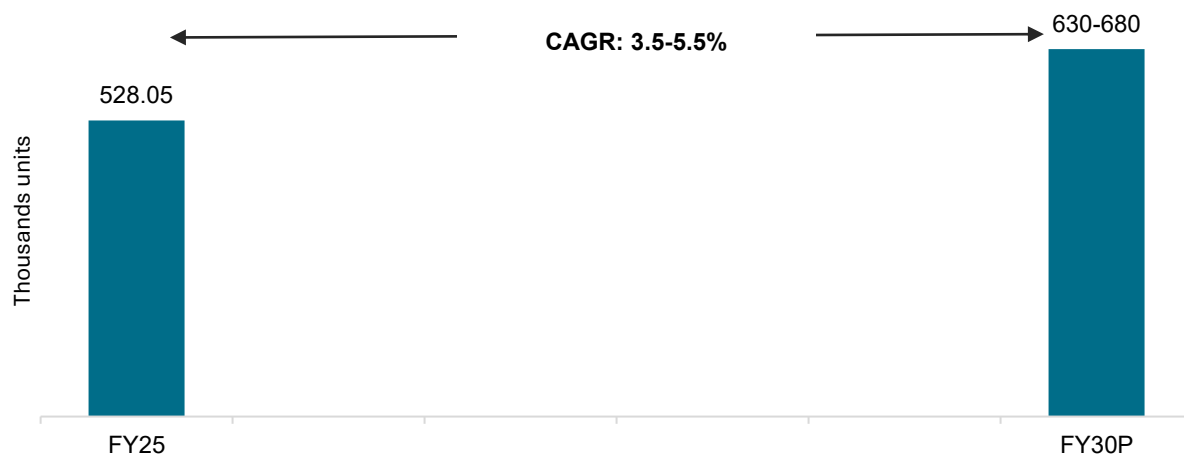
The segment-wise growth outlook is given below.

LCV outlook

LCV demand is expected to clock a CAGR of 3.5-5.5% from fiscal 2025 to 2030. During fiscals 2020 to 2025, the industry exhibited a 3% CAGR. Demand sustained despite the impact of the pandemic because of the expansion of e-commerce activity during the period.

In fiscal 2026, the LCV segment is projected to grow 1-2%, driven by increased economic and commercial activities. This growth is expected to be driven by replacement volumes from healthy sales over fiscals 2017 to 2019 and the resumption of government spending to usual levels. Additionally, the lowering of the repo rate and higher loan disbursements are expected to contribute to this growth.

LCV outlook



Source: SIAM, Crisil Intelligence

Over the long term, growth is expected to quicken to a CAGR of 3.5-5.5%.

Demand drivers for LCVs

Private final consumption expenditure (PFCE)

LCVs are primarily used for last-mile transport and redistribution of commodities. PFCE is a good indicator of domestic consumption demand, and accounts for more than 90% of the LCV goods tonnage segment. Apart from the usual freight demand, an increase in rural consumption and urban expenditure boosts demand for smaller vehicles to transport consumer goods. Moreover, a rise in consumption of non-food items, consumer durables and fast-moving consumer goods fuels demand for LCVs.

PFCE is expected to continue its momentum and clock a CAGR of 6.5-7.5% from fiscals 2025 to 2030, which is expected to support the growth of the LCV segment.

Increasing adoption of the hub-and-spoke network

The road transport industry is gradually moving towards the hub-and-spoke distribution model, wherein industries have large hubs in major regions. Goods are consolidated at these hubs and sent to several touch points (spokes) in the hinterland. This is expected to provide a continued push to LCV demand.

Replacement demand

LCVs are typically replaced every 6-8 years, and vehicles purchased between fiscals 2011 and 2013 were due for replacement in fiscal 2019. Replacement demand was expected to have been particularly high for the sub-one-tonne segment, given its robust sales during fiscals 2011 and 2013. This strategic replacement cycle contributed to stable

sales in the fiscal 2019 and prevented a major decline in LCV sales over fiscals 2020-2023. Of these, the latter three pandemic-hit years saw LCV sales of 81%, 125% and 137%, respectively, of pre-Covid levels compared with 65%, 174% and 209%, respectively, for MHCV sales. However, with the bulk of replacement demand actualised over fiscals 2021-2023, replacement sales saw a dip in fiscal 2024, with some pick-up in fiscal 2025.

Over the next five years, we anticipate replacements providing an added fillip to LCV segment growth.

Substitution of three-wheelers

SCVs, especially sub-one-tonne models (0.75-tonne payload), can substitute large three-wheelers, given their ability to carry loads beyond their payload capacity, run on longer routes, maintain better balance and be more cost-efficient. The pace of substitution, which is tapering off, is a key parameter impacting LCV sales.

IMHCV outlook

The IMHCV segment has seen a fluctuating yet resilient performance in recent years. In fiscal 2025, growth slowed, reflecting the impact of economic headwinds and supply-side challenges.

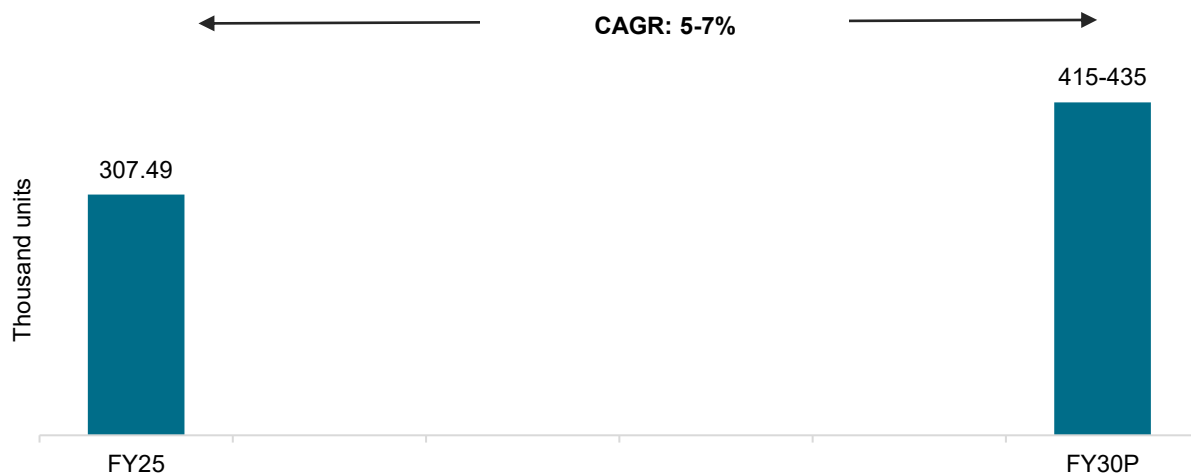
The segmental dynamics of the industry highlight a transition toward a more balanced fleet mix, IMHCVs recovering with tippers maintaining steady demand. The sustained push for infrastructure development, increased logistics digitisation and policy-driven fleet modernisation are expected to shape the segment-wise trends in the coming years. The increased construction and mining activity will be supported by a 9-11% higher budgeted construction capex.

The IMHCV segment is expected to clock healthy growth with a projected CAGR of 5-7% from fiscals 2025 to 2030. There may be a marginal slowdown in fiscal 2026 because of short-term economic uncertainties and a potential dip in pent-up replacement demand. However, the segment is likely to remain resilient, backed by continued infrastructure momentum.

Long-term IMHCV sales are likely to be driven by improving industrial activity, consistent agricultural output and the government’s continued emphasis on infrastructure development, among other factors. However, volume growth may be limited by efficiencies gained from the implementation and rationalisation of the GST, the development of improved road infrastructure and the commissioning of the dedicated goods corridors. Nonetheless, the industry remains on a promising growth trajectory.

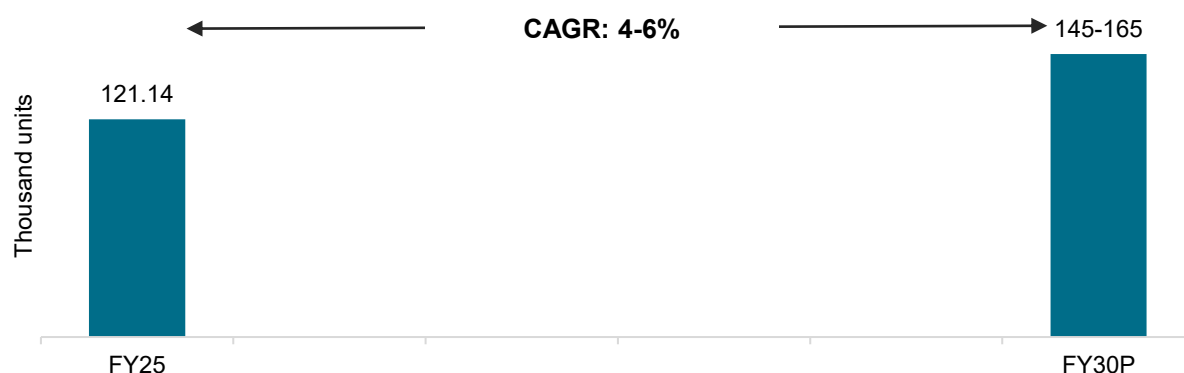
The IMHCV segment is projected to grow faster than the CV segment over the next five years.

IMHCV industry outlook



Note:
1. P: Projected
Source: SIAM, Crisil Intelligence

Buses industry outlook



Source: Crisil Intelligence

The buses segment is expected to register a CAGR of 4-6% over fiscals 2025 to 2030 (compared with 7% CAGR over fiscals 2020 and 2025). The segment is projected to expand to 145–165 thousand units by fiscal 2030 from 121 thousand units in fiscal 2025.

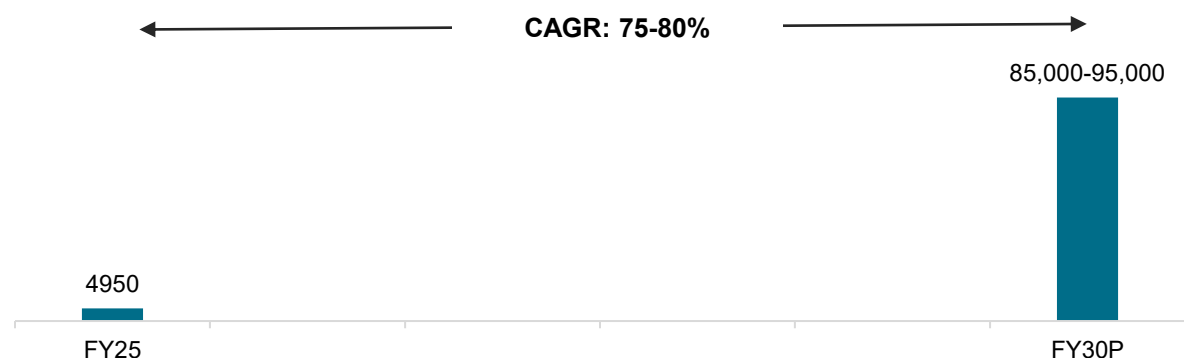
Growth is expected to be gradual as STUs and private operators incrementally replace aging bus fleets and respond to growing urban and intercity transportation needs. Central and state-led procurement schemes are expected to boost the momentum in the segment, on the back of a stronger push for cleaner public transport. However, slower penetration of electric buses outside STUs and higher acquisition costs could result in modest growth compared with goods vehicles.

Outlook on electrification

The government's push for clean mobility through policy initiatives, financial incentives and regulatory support is set to play a pivotal role in accelerating the adoption of e-LCVs in India. Various measures such as subsidies under the PM Electric Drive Revolution in Innovative Vehicle Enhancement (PM E-Drive) scheme, lower GST rates, state incentives and tax benefits for EV buyers are making electric LCVs more economically viable and an attractive option for transporters and fleet operators.

As last-mile delivery and intra-city logistics expand with the growth of e-commerce, the need for cost-efficient and sustainable transport solutions is also on the rise. e-LCVs, with their lower operating and maintenance costs compared with their internal combustion engine (ICE) counterparts, are well-positioned to meet this demand. Additionally, increasing availability of charging infrastructure and OEMs focusing on introducing competitive and reliable electric models are contributing to market readiness.

Outlook for domestic e-LCVs



Source: Vahan, Crisil Intelligence

By fiscal 2030, the annual volumes of e-LCVs are expected to reach 85,000 to 95,000 units.

Demand drivers for electrification

- **Favourable total cost of ownership (TCO):** Despite higher upfront costs, e-LCVs offer significantly lower running and maintenance expenses due to fewer moving parts and lower energy costs. Over a vehicle's lifecycle, the TCO of an e-LCV is becoming increasingly favourable compared with ICE counterparts, especially for high-utilisation commercial applications
- **Advancements in battery technology:** Improved battery life, faster charging and falling battery costs are enhancing affordability of e-LCVs
- **Regulatory Push:** Stricter CO₂ emission and fuel economy norms (for example, BS-VI in India, Euro 6 in Europe).
- **Government Incentives:** Subsidies (like FAME-II in India), tax breaks, and exemptions on registration/road tax. Increasingly stringent emission norms and regulatory support for electric mobility are pushing OEMs and fleet operators toward cleaner alternatives
- **Replacement opportunity in ageing fleet:** A large portion of the existing ICE LCV fleet is aging and nearing replacement. This presents fleet operators a critical window for electrification, as they become more aware of the long-term cost benefits. Replacement cycles in commercial fleets also provide a structured and recurring demand pattern that can be targeted for EV penetration
- **Increased OEM presence:** Growing investment in public and private charging infrastructure, battery swapping stations and better service networks are reducing operational friction for commercial EV adoption and encouraging OEMs to tap into the EV segment
- **Capacity expansion:** Most OEMs are expanding production capacity to meet the expected rise in demand for EVs. Moreover, government push through mandatory localisation and PLI schemes will also support capacity expansion
- **Competitive pricing:** Battery is the primary contributor to the high prices of EVs. Through R&D, manufacturers are trying to lower the battery pricing, while increasing the vehicle range. Companies are trying to achieve the golden mean between pricing and the range. This improvement in the customer offering will provide an impetus to EV demand
- **Last-mile delivery boom:** Growth of e-commerce and hyperlocal deliveries (Amazon, Flipkart, BigBasket, Zomato, etc.) are fuelling demand for compact, efficient vehicles with low running costs. E-commerce, logistics and urban delivery companies are actively pursuing electrification to reduce operational costs and meet sustainability goals. ESG commitments and investor pressure are also accelerating the shift to greener last-mile delivery solutions
- **Urban pollution concerns and emission norms:** Cities like Delhi are increasingly moving towards low-emission zones. Regulatory pressure and environmental concerns are pushing logistics providers to shift to cleaner transportation like e-LCVs
- **Improving charging infrastructure:** Expansion of public and private EV charging stations, especially in urban and semi-urban areas, is making e-LCV adoption more viable

Electrification in buses

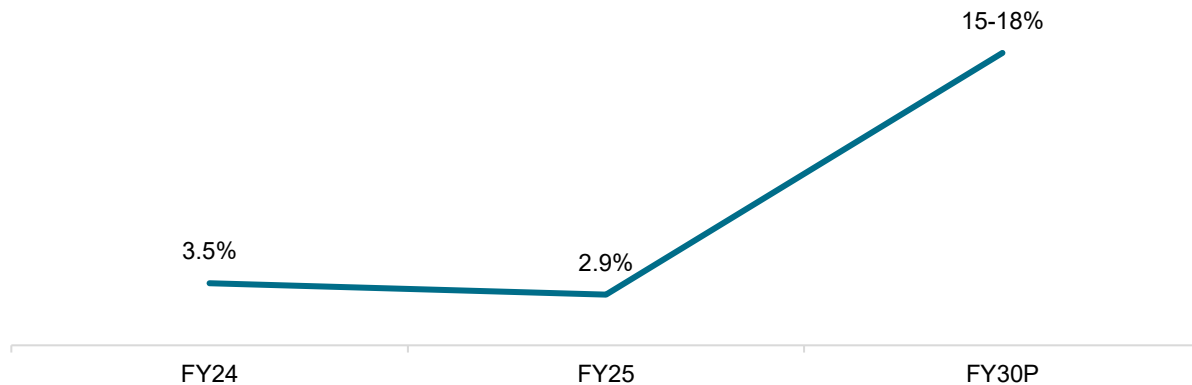
Electric bus registrations have skyrocketed in the past few years owing to adoption by STUs as well as government incentives. EV penetration picked up from fiscal 2020 levels (0.56%) and reached 2.9% in fiscal 2025.

The price of an electric bus is considerably higher than that of a diesel-powered bus running. Thus, subsidies would be a key driving factor for electrification of STU buses. A large part of the STU intra city buses is expected to be electric

by fiscal 2030.

Over the long term, the electric penetration within buses is expected to reach 15-18% by fiscal 2030.

EV penetration outlook in buses



Source: Crisil Intelligence, Vahan

Electrification in IMHCV

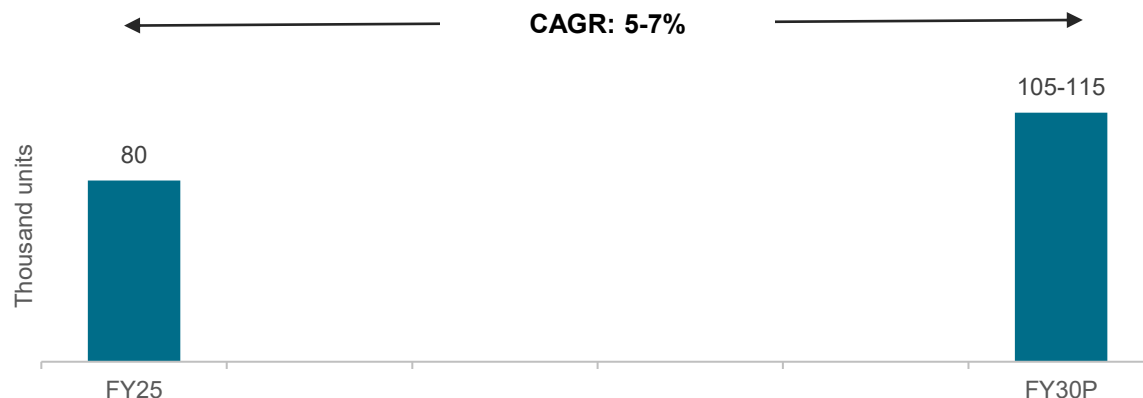
The electrification of long-haul trucks (above 16 tonne) is still a distant reality due to the lack of high-capacity charging network, long charging times and payload-related efficiency losses on account of the current battery technology. Hydrogen fuel cell trucks are also being explored as a cleaner alternative for this segment, with early research and collaboration underway in India.

Outlook for CV exports from India

On the exports front, manufacturers are directing their investments into expanding presence to other Asian countries from neighbouring countries such as Bangladesh, Nepal, and Sri Lanka to Africa and the Middle East. Domestic players are also considering setting up assembly operations across multiple markets. Also, going forward, new product line-ups and technology upgradation will allow domestic players to enter relatively advanced markets of southeast Asia.

Exports from India are expected to grow steadily over the forecast period, with volumes increasing to 105,000-115,000 units by fiscal 2030 from ~81,000 units in fiscal 2025, at a CAGR of 5-7%. This growth is likely to be supported by increasing demand for Indian commercial vehicles in emerging markets, strategic investment in localisation of products and rising competitiveness of Indian OEMs on cost and quality parameters. The current global political scenario and tariff structures, however, remain key monitorables.

Outlook for overall exports from India (fiscal 2025-2030)



Note: P: Projected.

Source: SIAM, Crisil Intelligence

Review of and outlook on the Indian two-wheeler industry

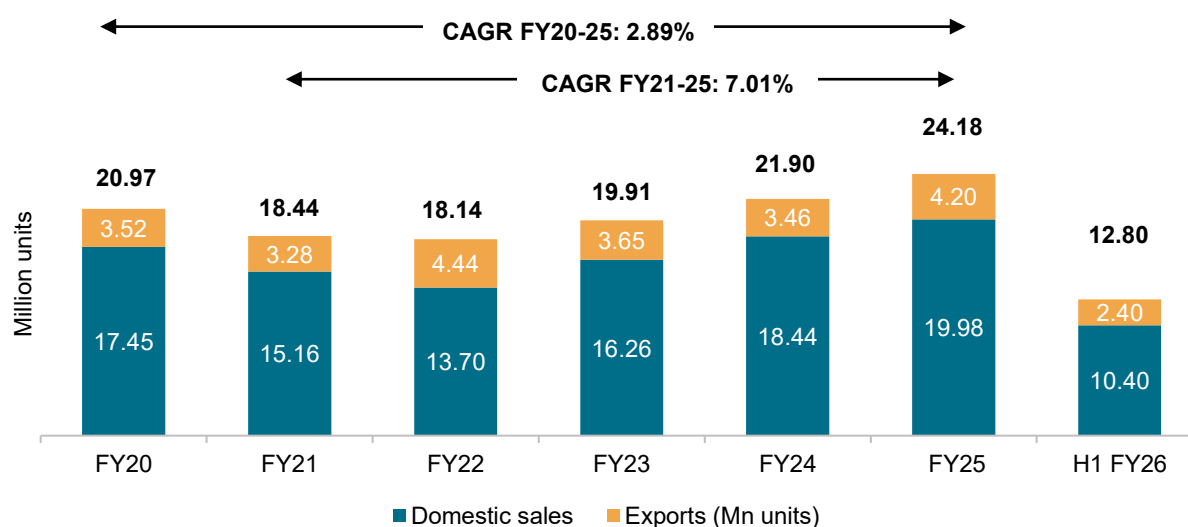
Review of the Indian two-wheeler segment

The Indian two-wheeler segment is one of the largest globally and contributes over 70% to domestic automobile sales.

The total sales of two-wheelers logged a CAGR of 2.89% between fiscals 2020 and 2025, reached 24.18 million units. Domestic sales, which contribute over 80% of the total sales of the industry, clocked CAGR of 2.74%, while the smaller exports segment logged a CAGR of 3.59%.

Industry sales fell at 6.99% CAGR between fiscal 2020 and fiscal 2022. From this lower base, industry sales clocked a healthy 10.16% CAGR between fiscal 2022 and fiscal 2025.

Domestic sales and exports of two-wheelers



Note: Data for ICE and EVs are the retail data based on Vahan; Exports are based on the SIAM reported numbers.

Source: SIAM, Vahan, Crisil Intelligence

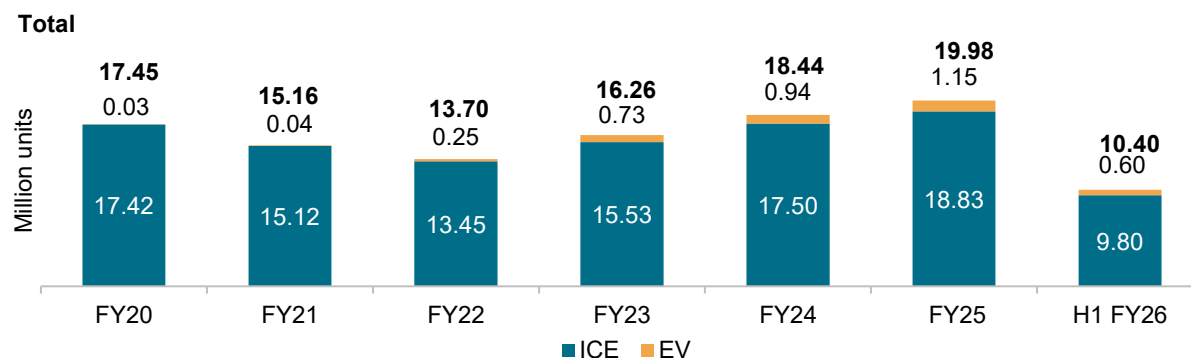
In fiscal 2024, domestic sales grew a further 13.40% because of an improvement in the macroeconomic scenario, rural support, traction for premium motorcycles as well as scooters. In addition, demand for electric two-wheelers, despite the subsidy cut, aided growth in fiscal 2024. New launches, especially in the premium segment, boosted demand. The commuter motorcycle segment also witnessed some improvement during the year after consecutive contractions, aided by limited rise in operating costs as well as increased customer incentives.

In the fiscal 2025, the industry sold 20 million units, up 8.46% on-year. According to the Federation of Automobile Dealers Associations (FADA), the two-wheeler market grew 8.39% in rural areas, compared with 6.77% in urban areas, in fiscal 2025. Healthy crop prices, robust incomes and rising demand for scooters drove the growth in the rural market. Demand for premium vehicles and electrification also supported the domestic market during the year.

Between fiscals 2020 and 2025, the domestic market logged a CAGR of 2.76% to reach ~20 million units.

In the first half of fiscal 2026, domestic sales clocked a marginal on-year growth of ~1%. On the other hand, exports clocked a steep 24.16% on-year growth during the same period.

Domestic two-wheeler sales volume trend (ICE vs EV)



Source: Vahan, Crisil Intelligence

On-year growth	FY20	FY21	FY22	FY23	FY24	FY25	FY20-25 CAGR
ICE	-17.77%	-13.19%	-11.05%	15.52%	12.66%	7.62%	1.56%
EV	-4.14%	67.03%	464.09%	187.93%	28.47%	22.88%	112.00%

Note: Vahan figures exclude Telangana retails. Data as of end-October 2025.

Source: SIAM, Vahan, Crisil Intelligence

Over the last five years, electrification within the industry has contributed significantly to the growth in overall industry sales. In fiscal 2022, electric two-wheelers achieved the highest growth because of the government's push for EV adoption and increasing consumer interest.

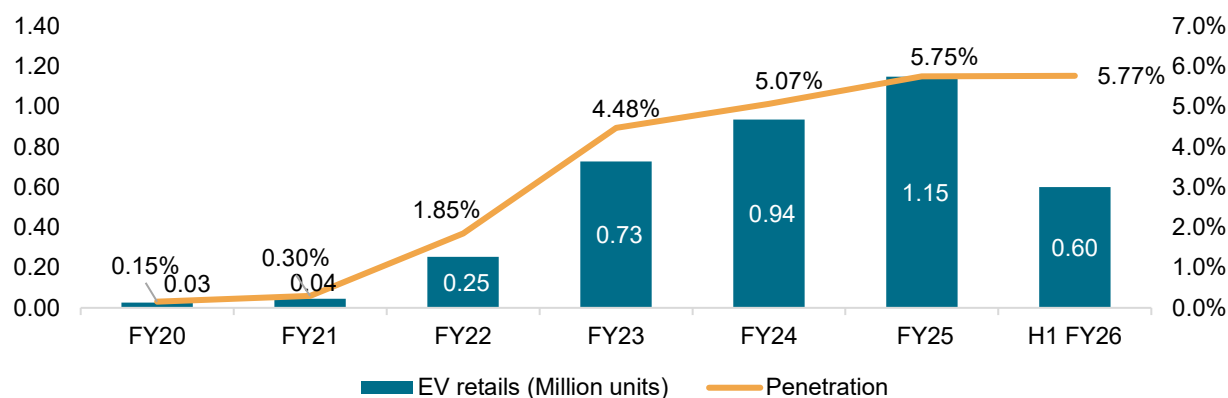
Even when ICE vehicle sales declined slightly, the rise in EV retails restricted the drop in the overall sales volume in fiscal 2022. During fiscal 2020 to 2025, ICE segment grew at a moderate 1.56 % CAGR. However, EV retails clocked 112.00% CAGR for the same period. For fiscal 2025, EV penetration reached ~5.8%, while EV volumes stood at 1.15 million units. In the first half of fiscal 2026, EV penetration increased to ~6%.

Electrification in the two-wheeler segment

In India EVs are gaining popularity, as the government is extending support through Faster Adoption and Manufacturing of Hybrid and Electric vehicles (FAME II), EMPS subsidy and the latest PM E-Drive subsidy, state subsidy and tax rate cuts to encourage EV adoption. Growing awareness about environmental issues is also likely to drive electrification in India.

EV sales have grown, especially following the pandemic, aided by rising awareness, government support and expanding EV portfolio. The entry of new age non-traditional OEMs such as Ola Electric, Ather Energy, Okinawa Autotech and Ampere (Greaves Electric) has provided an additional boost to the EV segment in India.

EV retails trend



Note: Vahan figures exclude Telangana retails. Data as of end-October 2025.

Source: Vahan, Crisil Intelligence

The high-speed electric two-wheeler segment has propelled momentum in electric two-wheeler having increased at a rapid pace from 27,000 units in fiscal 2020 to 1,150,000 units in fiscal 2025, at 112.00% CAGR during the period.

The penetration for electric two-wheelers grew from 0.15% in fiscal 2020 to 5.75% in fiscal 2025. In the first half of fiscal 2026, EV penetration stood at ~6%.

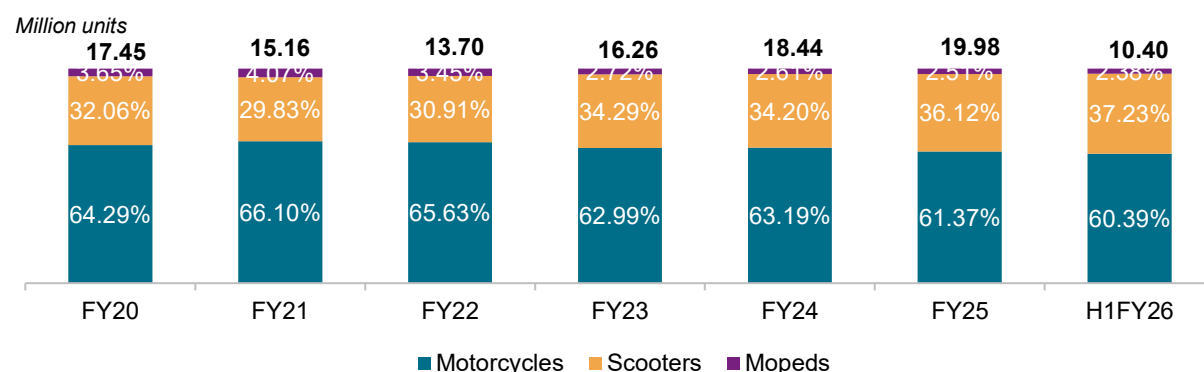
Notably, this segment boasts one of the highest penetration rates in the Indian automobile market, second only to three-wheelers in terms of domestic sales, highlighting its widespread presence and acceptance. Furthermore, electric two-wheelers hold the top spot in terms of EV sales volumes, solidifying their position as a leader in the country's rapidly evolving automotive landscape. Auto component players with EV agnostic portfolios are well placed to capitalise on this trend. The rise in electrification is estimated to contribute significantly to the industry growth over the long term.

Segment-wise domestic sales trend

Motorcycles contribute over 60% to the annual domestic sales volume. However, their contribution has declined to 61.37% by fiscal 2025 from 64.29% in fiscal 2020.

On the other hand, the contribution of scooters to overall sales rose to 36.12% in fiscal 2025 from 32.06% in fiscal 2020. The mopeds segment also lost some ground to scooters over the years, from 3.65% share in fiscal 2020 to 2.38% in fiscal 2025.

Domestic two-wheeler sales over fiscal 2020 to first half of fiscal 2026



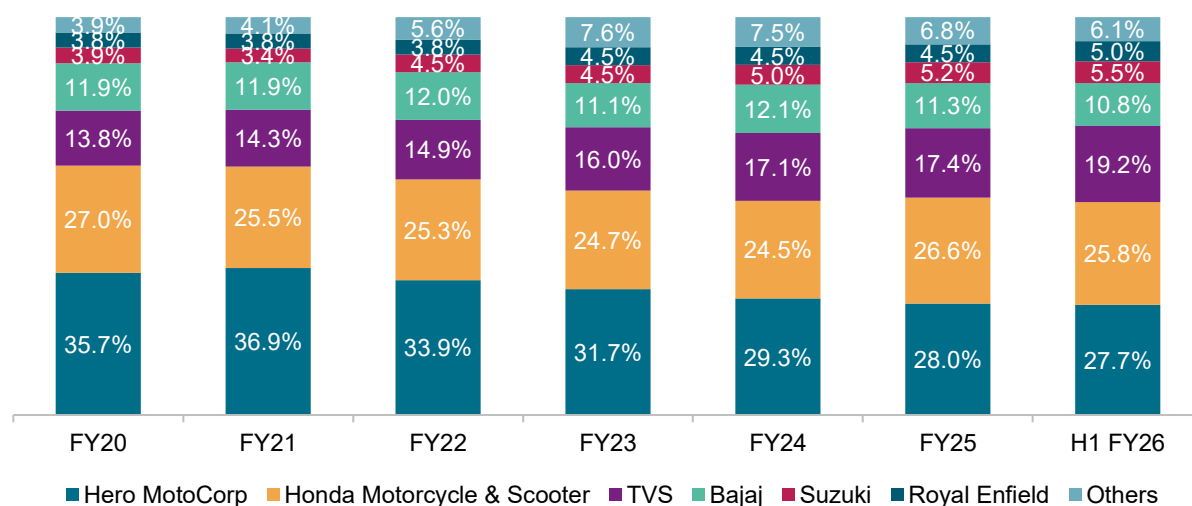
Note: Data includes ICE and EVs; EV retail data from Vahan has been considered.

Source: SIAM, Vahan, Crisil Intelligence

Key players in the domestic two-wheeler segment

India's two-wheeler industry is an oligopolistic market with the top four players contributing over 80% of the annual sales. However, over the years, competition has intensified within the industry, especially with the entry of start-ups such as Ola Electric, Ather Energy, and Okinawa Autotech, catering to the fast-expanding segment of EVs. In fact, the contribution of the top four OEMs has decreased to 84% in fiscal 2025 from 88% in fiscal 2020.

OEM-wise contribution to the domestic two-wheeler sales



Note: Data includes ICE and EVs; EV retail data from Vahan have been considered. Vahan figures exclude Telangana retails. Data as of end-October 2025.

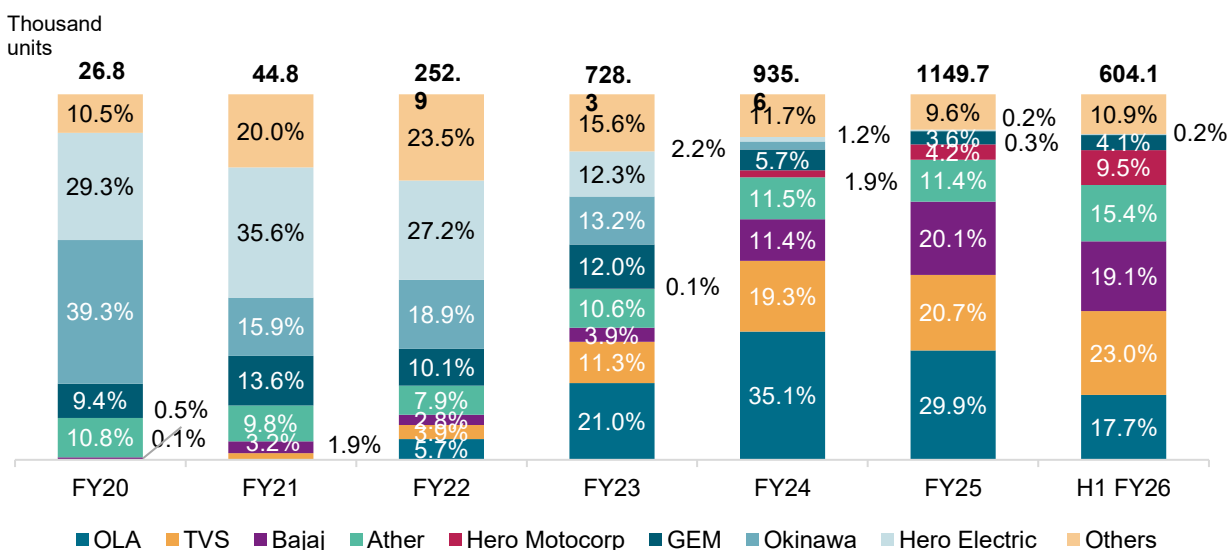
Source: SIAM, Vahan, Crisil Intelligence

Recent entrants such as Ola Electric and Ather Energy have also captured share from the legacy OEMs on account of the rising electrification within the domestic two-wheeler market. As of fiscal 2025, Ola Electric and Ather Energy contributed 2% and 1%, respectively, to annual domestic sales two-wheelers.

EV competitive scenario

The electric two-wheeler segment is highly concentrated with a few players primarily. During fiscal 2019, a few OEMs such as Hero Electric and Okinawa dominated the market with more than 80% share. Over the years, with the entry of new players, EV launches from legacy ICE OEMs as well as expansion in EV portfolio of players, competition intensified within the EV space.

OEM-wise contribution to electric two-wheeler retail sales



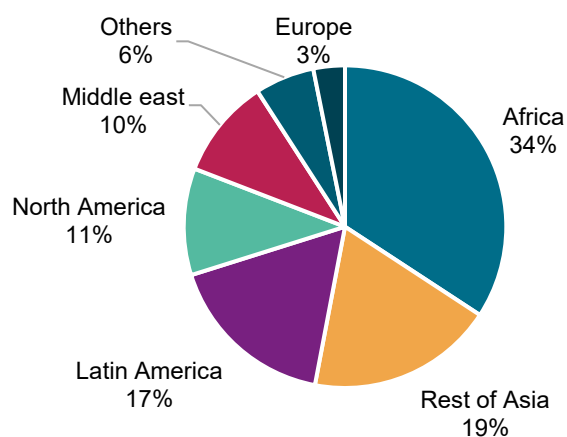
Note: Vahan figures exclude Telangana retails. Data as of end-October 2025.

Source: Vahan, Crisil Intelligence

Exports

Exports account for 15-20% of the overall two-wheeler sales. Two-wheelers are primarily exported to developing countries, with Africa accounting for a major share. Other Asian and Latin American countries also form a sizeable part of exports from India.

Region-wise exports in fiscal 2025



Note: The Rest of Asia does not include the Middle East

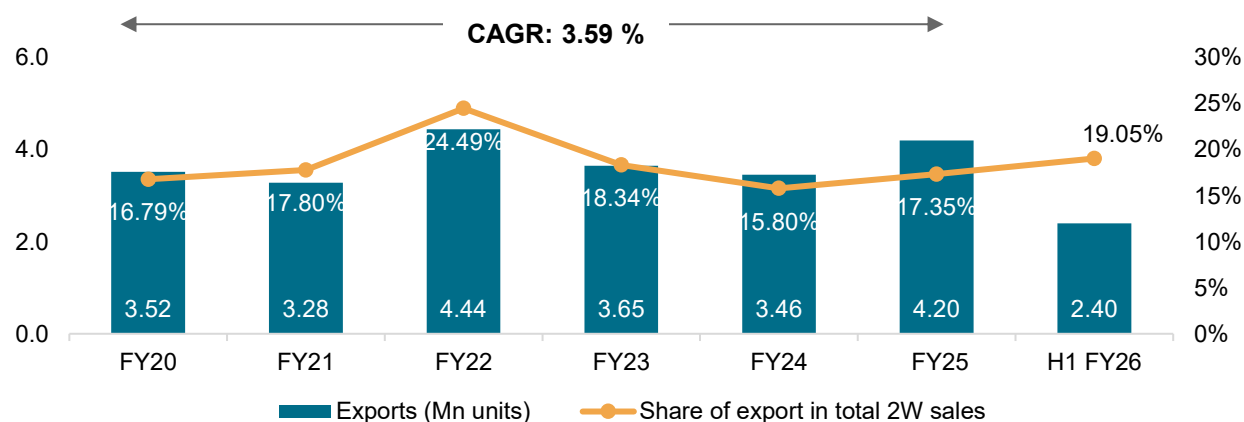
Source: Directorate General of Foreign Trade, Crisil Intelligence

Two-wheeler exports logged 3.59% CAGR, reaching 4.2 million units in fiscal 2025 from 3.5 million in fiscal 2020.

However, the tightening global monetary conditions after the inflation spiral and forex unavailability limited the exports. Geopolitical conflicts have also been impacting overseas demand.

Between fiscals 2020 and 2025, the share of exports within total sales was near steady at 16-18%, with fiscal 2022 being an exception, when shipments rose to a healthy 24% as OEMs focused on exports amid a slowdown in the domestic market.

Two-wheeler exports trend



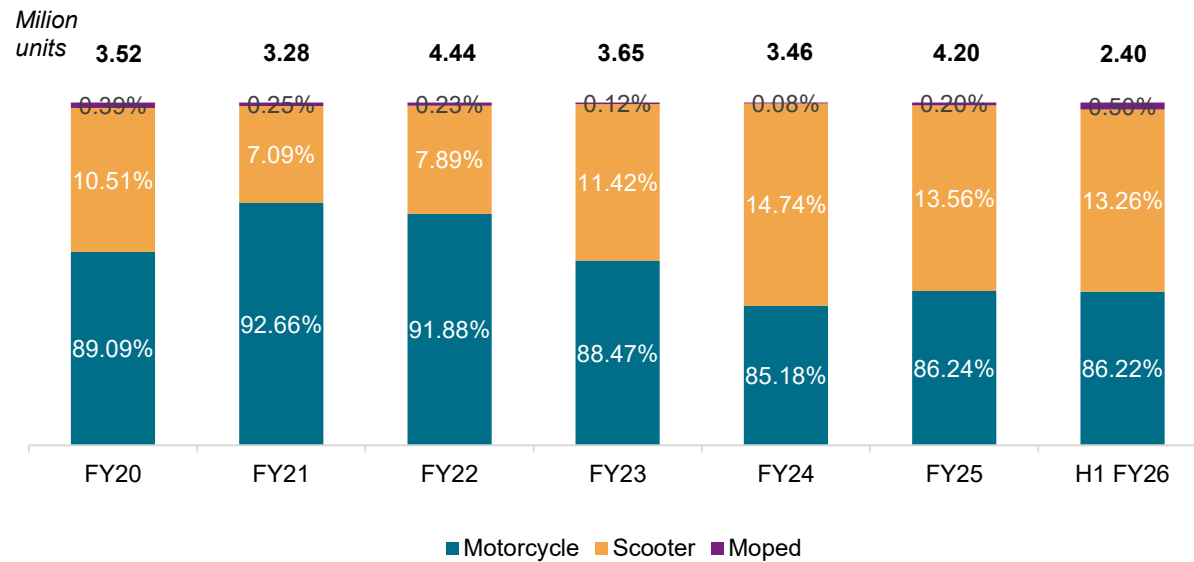
Source: SIAM, Crisil Intelligence

With the domestic market witnessing a revival after the pandemic, OEMs' focus remained on the domestic market as the share of exports declined to 18.34% in fiscal 2023. In fiscal 2025, two-wheeler exports grew 21.38% and reached 4.20 million units. The growth was primarily driven by portfolio expansion and a rise in demand from key regions such as Africa and Latin America. During the first half of the current fiscal, two-wheeler exports witnessed grew 24.16% on year.

Segment-wise exports

Motorcycles accounted for over 86% in the overall exports in fiscal 2025. However, they lost some ground to scooters, especially in the last three years. Motorcycle exports grew at a modest 2.92% CAGR during fiscals 2020-2025, while scooters clocked a 8.99% CAGR during the same period, albeit from a smaller base. Increased push from HMSI - Honda Motorcycle & Scooter India as well as TVS with further geographical expansion in Latin American and Southeast Asian countries aided the faster growth of scooter exports.

Segment-wise export share



Source: SIAM, Crisil Intelligence

Demand drivers and trends in the domestic two-wheeler market

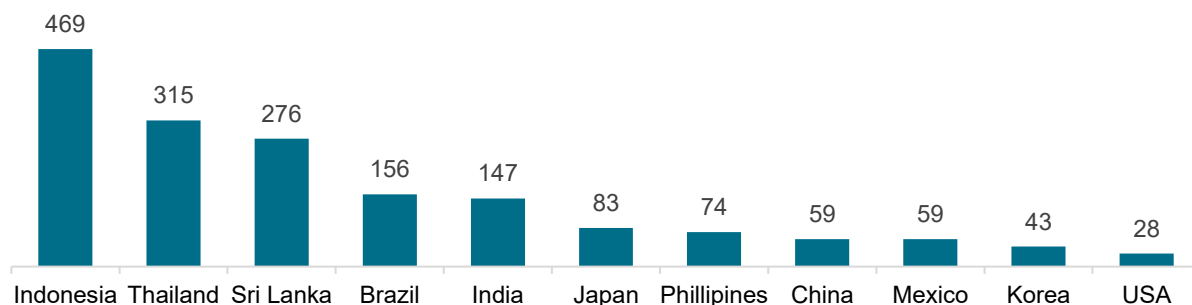
The performance of the Indian two-wheeler industry is dependent on numerous social and economic factors, including demographic trends and preferences, income levels, affordability, changes in government policies, economic conditions and the availability and affordability of finance. Certain factors, such as general macroeconomic and consumer trends, have a direct impact on the demand for two-wheelers.

Two-wheeler penetration by population

In year fiscal 2024, India had ~147 two-wheelers for every 1,000 people, much lower than countries such as Indonesia (469), Thailand (315), Sri Lanka (276) and Brazil (156), according to the International Road Federation - World Road Statistics 2025 report.

This provides a sizeable headroom for the two-wheeler industry to grow. Some of the key demand drivers of the domestic two-wheeler industry are rising rural income, premiumisation and electrification.

Two-wheeler penetration (per 1,000 people)



Note: Penetration numbers are for CY23, India numbers are for FY24

Source: International Road Federation - World Road Statistics 2025

Macroeconomic support

The growth in India's GDP and private consumption has supported long-term demand for two-wheelers. The post-pandemic recovery, coupled with rising income levels, has further aided the industry. Implementation of emission norms, OBD norms have had a temporary impact on the industry, but these issues were absorbed over time. Macro stability is now expected to fuel industry growth.

Rising rural income

Rural regions contribute 55–60% of India's two-wheeler sales, supported by better road connectivity, rural infrastructure and agricultural income. The government's push for rural development and good monsoon forecast are expected to sustain income growth in rural areas. Improved rural affordability is driving penetration even in tier 3–4 markets. So, rural incomes have a direct bearing on two-wheeler industry's sales.

Improvement in rural road connectivity has helped scooters make inroads into rural areas despite customer preference for motorcycles. With rising electrification, a significant portion of EV demand is also coming from tier 3 and rural areas.

Rural infrastructure

Rural infrastructure also has a pronounced impact on rural incomes and, in turn, two-wheeler sales. Though the Pradhan Mantri Gram Sadak Yojana (PMGSY), launched in 2000, the government aims to build all-weather roads in rural areas to improve connectivity and support rural economy. Over the years, the government has successfully executed a major portion of the annual PMGSY target.

Improvement of rural infrastructure impacts two-wheeler demand in two ways: Directly by generating rural employment during road construction works, thereby increasing wages and income, and indirectly by enabling accessibility, which increases mobility.

Thus, the continued expansion in rural infrastructure is expected to drive two-wheeler demand growth over the long term.

GST 2.0

The recent reduction in GST rates, effective from September 2025, led to a reduction in vehicle prices. This development is anticipated to provide some boost to two-wheeler demand, as the lower prices are expected to make vehicles more affordable and attractive to consumers.

Vehicle category	Old GST rates (%)			New GST rates (%)		
	Base GST	Compensation cess	Total tax payable	Base GST	Compensation cess	Total tax payable
Commuter segment up to 350cc	28	0	28	18	0	18
125cc segment	28	0	28	18	0	18
Scooter segment up to 350cc	28	0	28	18	0	18
Premium segment >350cc	28	3	31	18	22	40

Source: Press Information Bureau, Crisil Intelligence

Premiumisation in the industry

Consumers are increasingly opting for premium motorcycles and scooters with advanced tech, stylish design, LED lighting and better features. This trend is backed by rising disposable income, easy finance availability and lifestyle upgrades.

Premium models witnessed robust growth in fiscal 2025, reflecting a shift in buyer preferences. The share of premium motorcycles increased to ~54% in fiscal 2025 from 52% in fiscal 2024. Premium scooter's share was 45-50% in both the fiscals.

Premium two-wheelers offer a range of features such as larger engines, connectivity, keyless features, improved riding comfort and enhanced performance. High performance EVs also contribute towards premiumisation.

Shrinking replacement cycles

Replacement cycles have reduced from 10–12 years a decade ago to 6–7 years due to factors such as evolving customer preferences, availability of finance and faster tech obsolescence. This trend is driving a higher frequency of repeat purchases.

The rising share of scooters with a relatively lower ownership holding period is another factor contributing to the shortening of the replacement cycle. Rising premiumisation and electrification also support the trend. The shortened replacement cycle for the average customer is an added boost for the two-wheeler sales.

Advancements in vehicle technology

Today, the customer base of the two-wheeler industry has a much greater proportion of the young, tech-savvy Gen Z customers. They want their vehicles to have the latest features, attractive designs and colours, connected technology and hi-tech accessories. This customer base sees vehicles as an extension of their personality. Key trends driving these demands include the need for hybrid systems that improve efficiency, efficient start-stop systems and technologies that help reduce noise and improves performance.

Thus, all the OEMs spend a sizable amount on research and development (R&D) to integrate the latest tech, design and features into their latest models. R&D has also become a necessity to analyse the safety of two-wheeler riders. In the past six years, two-wheeler OEMs have spent ~2% of their annual operating income on R&D.

There have been significant advancements in vehicle technology. Various new features have been added in ICE and EVs, making them more appealing to customers, especially the younger ones. EVs have revolutionised the industry by incorporating the latest technology. ICE vehicles, too, can boast of notable advancements. New-age vehicles offer a wide range of features and innovations to ensure safer, more efficient and environmentally friendly transportation.

Over the years, two-wheelers have seen addition of features such as the digital instrument cluster, navigation tools, USB charging port, Bluetooth connectivity and cruise control. As technology continues to advance, the two-wheeler industry will witness more innovations, making ride safer and more enjoyable. The customer will, in turn, support the growth of the industry over the long term.

Advancements in lighting

The adoption of LEDs has been increasing with premiumisation in motorcycles and scooters. The share of premium motorcycles was 54% in fiscal 2025 and of scooters was 45-50%. Most premium models have LED headlamps and tail lamps as a standard offering.

Consumer dynamics are drastically shifting in the 2W industry as there is more demand for connected technology, hybrid technology, efficient start-stop systems, etc. Just a few years ago, the buying preference, especially in scooters, was largely tied to vehicle efficiency and boot space. But premiumisation, which started with motorcycles, has slowly caught up with scooters as well.

Since aesthetic appeal is playing a larger role in consumer preferences, OEMs are leveraging this opportunity and including signature LED DRLs, across multiple models to showcase their design language. This has led to increased adoption of LEDs in DRLs, headlights and tail light assemblies.

Headlights

In headlights, the bulb-based halogen lights are still widely used in entry-level motorcycles. Shine and Splendor Plus (110 cc) are among the top selling models that still offer halogen headlights to cater to the price-sensitive customer base of this segment.

Most motorcycles in the 125cc and above segments are equipped with LED headlamps, tail lamps and DRLs. The DRLs are integrated within the headlight assembly or offered as position lamps, or a separate assembly. In scooters,

the use of LEDs is relatively higher as even mass-market and entry-level models have this feature. The moped segment, which has only one model with the XL 100, comes with the bulb and LED combination: LED position lamps are offered but the headlight assembly is still bulb-based halogen.

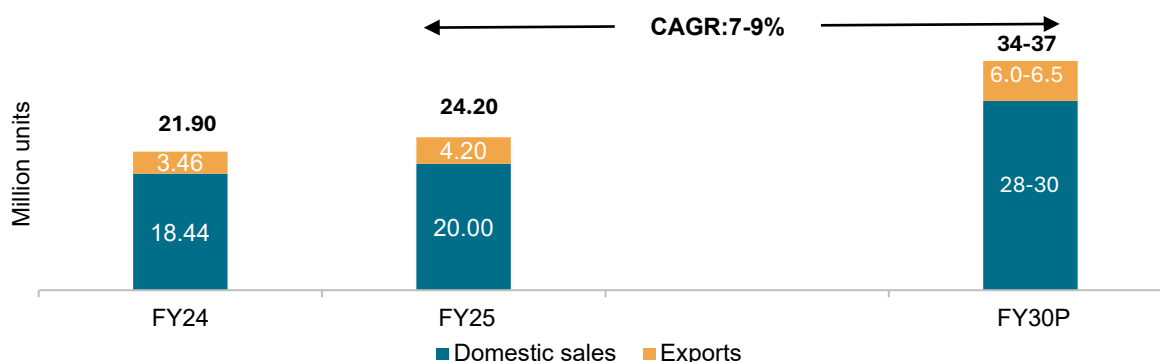
Tail lights

In tail lights, the adoption of LEDs is in line with headlights. Entry-level motorcycles offer halogen-based tail lights while those in the 125cc or above segment mostly offer LED lamps. In scooters, LEDs is more widely used in the mass-market entry-level models. In mopeds, the XL 100 still offers bulb-based halogen tail lights.

Outlook for the Indian two-wheeler industry

The two-wheeler segment (domestic + exports) is expected to clock a healthy 7-9% growth. The primary domestic segment is projected to grow at 6.5-8.5% CAGR, driven by a positive economic environment, favourable rural demand, growing young population, premiumisation, electrification and technological advancements.

Two-wheeler industry sales



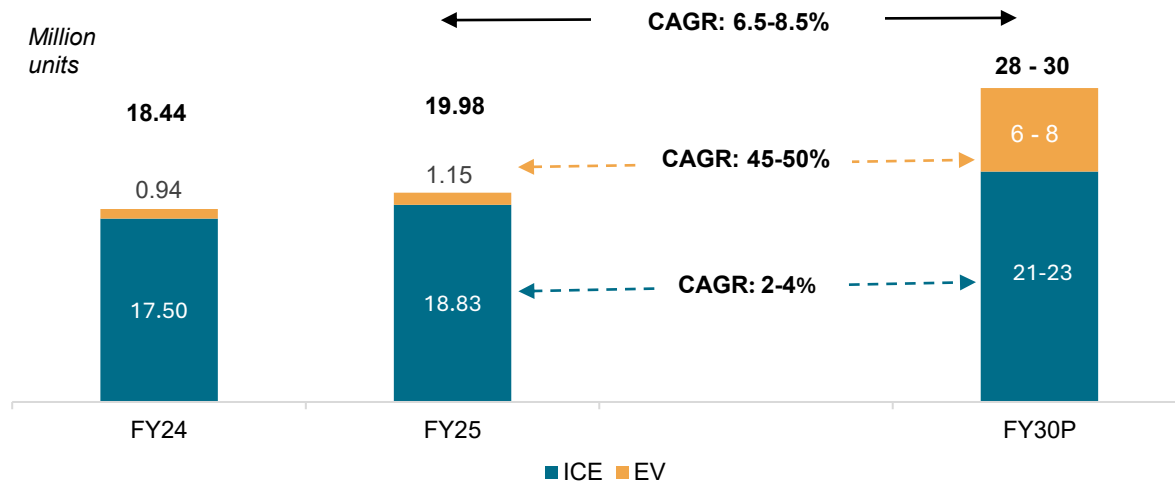
Source: SIAM, Vahan, Crisil Intelligence

The domestic two-wheeler market is expected to continue its growth momentum over the long term due to positive microeconomic and macroeconomic environment, favourable rural demand, rising penetration in semi-urban and rural markets, growing young population, premiumisation, electrification, intermittent launches, shrinking replacement cycle and continued support from financiers. Continued R&D investments by the OEMs and technological advancements in the industry provide added support to the growth of the industry.

Additionally, legacy players expanding their EV portfolios and new players increasing EV manufacturing capacity will accelerate the growth.

Led by these positive industry drivers, the domestic two-wheeler industry's sales are projected to clock a CAGR of 6.5-8.5% and reach 28-30 million by fiscal 2030. Of this, the EV segment is projected to register a CAGR of 45-50% and the ICE segment is expected to see 2-4% CAGR.

Domestic two-wheeler sales outlook (ICE vs EV)



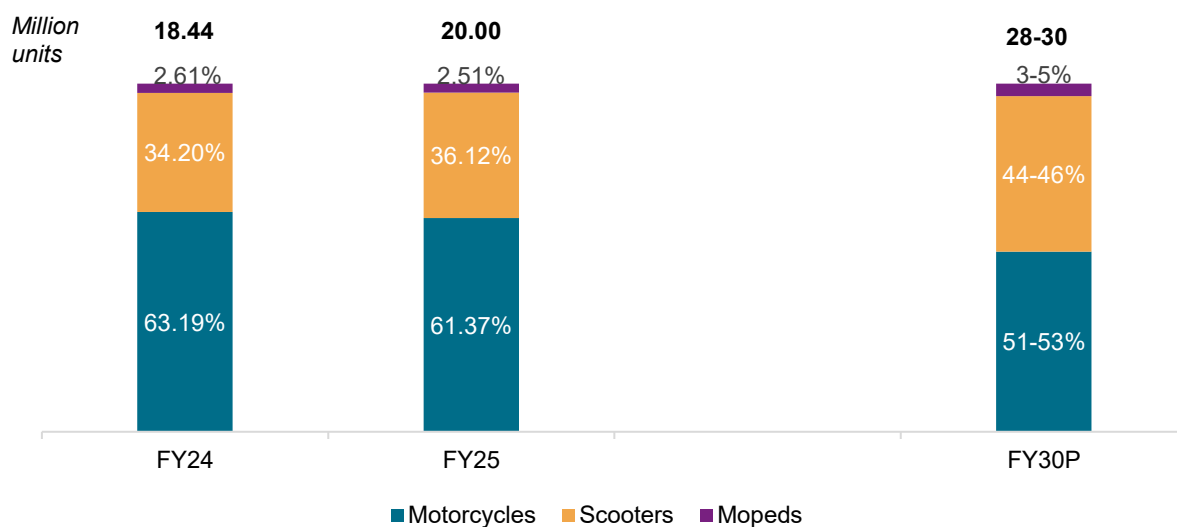
Source: SIAM, Vahan, Crisil Intelligence

We expect scooters to grow at a much faster pace on the relatively lower base, backed by a sharp rise in demand for EVs, ubiquitous usage of scooters, rising share of women in workforce, projected growth of e-commerce and the continued focus of OEMs on the segment. The strong launch pipeline, especially for e-scooters, and faster replacement cycles will also be tailwinds. Improvements in charging infrastructure are expected to provide added impetus.

We expect scooters to clock 12-14% CAGR over the long-term. However, the ICE scooter segment is expected to remain rangebound amid the shift towards EVs. A sizeable portion of the ICE scooter replacement demand will shift towards the electric variants. EV penetration within scooters is expected to grow significantly from 16% in fiscal 2025 to 45-50% by fiscal 2030.

Motorcycles, on the other hand, are projected to clock a slower 4-6% CAGR till fiscal 2030. The primary contributor will be ICE motorcycles, which are expected to register 3-5% CAGR.

Segmental split outlook



Source: SIAM, Vahan, Crisil Intelligence

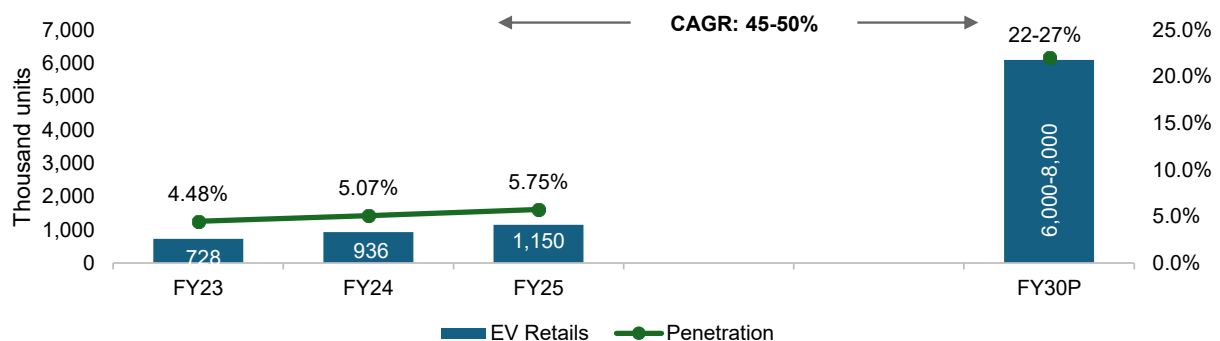
Outlook of e-2W segment

The electric two-wheeler retail sales clocked 112% CAGR in the past 5 years, albeit on the back of a small base in fiscal 2020. The growth momentum is expected to remain healthy due to rising awareness, improving TCO for electric vehicles, narrowing acquisition cost between EV and ICE, rising vehicle portfolio, expanding charging infrastructure, furthering financing support, increasing EV manufacturing capacity and continued government support.

Moreover, the combined effects of network expansion, technological advancements and cost optimisations are poised to drive EV demand, as manufacturers leverage improved battery technology, efficient production processes and localised components to offer competitively priced electric two-wheelers, making them more accessible to consumers.

We expect EV retail sales to register a CAGR of 45-50% and reach 6-8 million by fiscal 2030. EV penetration will then reach 22-27% by fiscal 2030. Such expansion will make e2Ws one of the fastest growing segments in the automotive industry in India, thereby benefiting players with EV-agnostic auto component portfolios.

e2W outlook



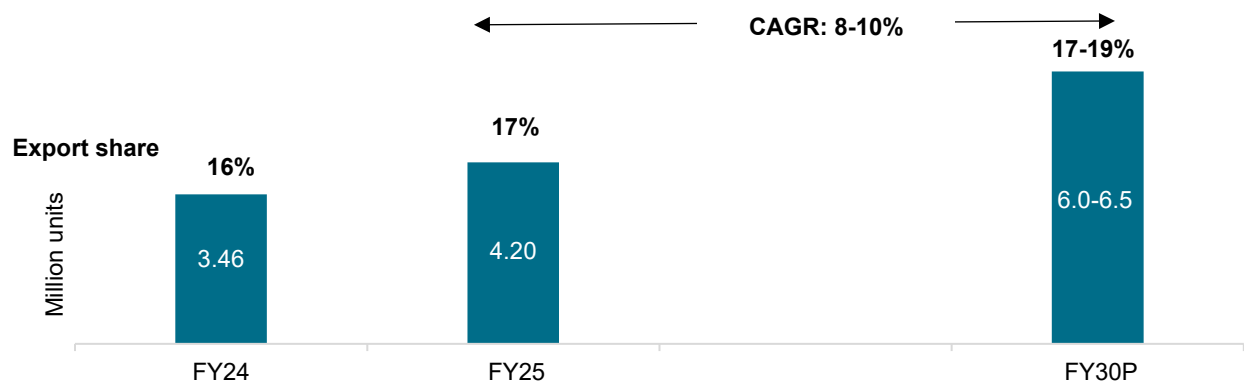
Note: Only high-speed electric two-wheelers have been considered for analysis

Source: SIAM, SMEV, Vahan, Crisil Intelligence

Outlook for exports

Two-wheeler exports clocked 3.59% CAGR during fiscal 2020 to fiscal 2025. We expect the volume to touch 6.0-6.5 million by fiscal 2030, clocking 8-10% CAGR between fiscals 2025-2030. The share of exports in two-wheeler sales is expected to rise to 17-19% in fiscal 2030 from 17% in fiscal 2025.

Exports outlook



Source: SIAM, Crisil Intelligence

The growth will be propelled by improvements in global macroeconomic conditions, expansion in geographical coverage by OEMs and a rise in demand. Moreover, the fast-growing EV segment is expected to contribute to exports amid capacity expansion, more focus on global markets and a sharp rise in the number of models.

Being one of the largest two-wheeler markets, India has a unique opportunity to leverage the scale and manufacturing competitiveness to produce EVs for the domestic and export markets. Further, policies such as the PLI scheme encourage domestic OEMs to manufacture and export EVs. The government offers incentives through PLI for the entire EV ecosystem, including automobiles, auto components and ACC – advanced chemistry cell batteries.

Moreover, India's trade agreements with major global economies would help domestic OEMs improve exports of automobiles and related components.

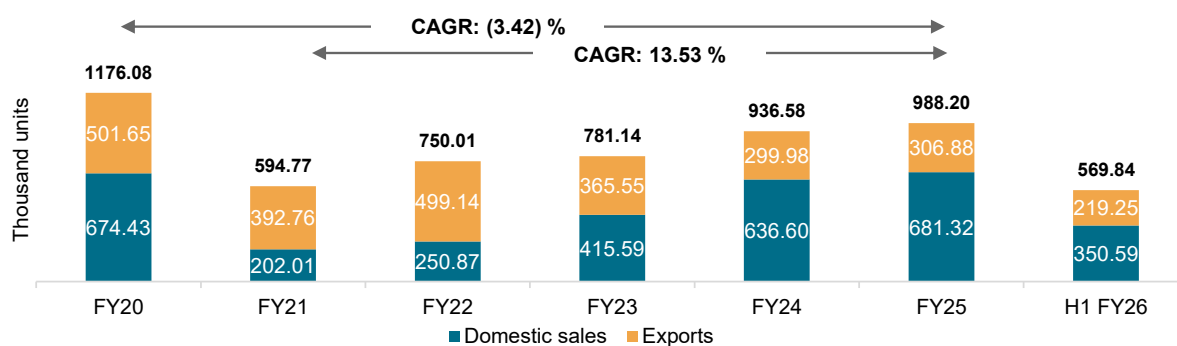
Nonetheless, geopolitical issues can have a negative impact on oil prices, increasing the inflationary pressure in major importing countries. This can, in turn, impact demand for vehicles in the near term. The on-going global uncertainties and concerns over tariffs are also key monitorables.

Review of and outlook on the Indian three-wheeler industry

Review of the three-wheeler industry

India is one of the largest three-wheeler markets. Despite facing significant challenges due to the Covid-19 pandemic, the industry has demonstrated remarkable resilience and bounced back strongly from the pandemic-induced slump, registering a robust recovery with 13.53% CAGR between fiscals 2021-2025.

Three-wheelers industry sales trend



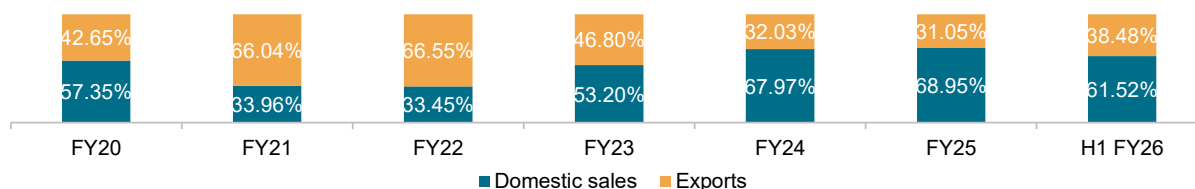
Note: Retails of L5 segment from Vahan have been considered for domestic sales. Vahan data does not include retails for Telangana. Data as of October 2025.

Source: SIAM, Vahan, Crisil Intelligence

From the lows of fiscal 2021, the industry rebounded at a healthy 13.53% CAGR. The larger domestic segment clocked an accelerated 36% growth while exports registered a 6% drop in CAGR as OEMs focussed on the rising domestic segment.

The domestic segment was badly impacted during the pandemic. But as the crisis ebbed and the Indian economy normalised, the domestic segment regained its share.

Three-wheeler industry's sales share



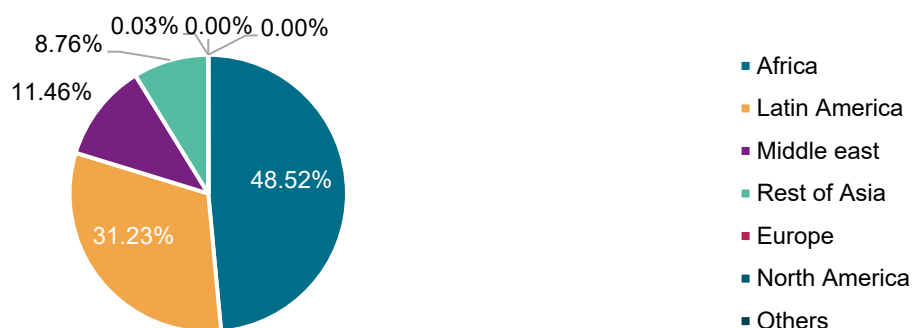
Note: Retails of L5 segment from Vahan have been considered for domestic sales. Vahan data does not include retails for Telangana. Data as of October 2025.

Source: SIAM, Vahan, Crisil Intelligence

India's export market is predominantly focused on developing and emerging economies, with a relatively limited presence in developed countries.

In contrast to the domestic market, the contribution of exports to the three-wheeler industry's sales has been declining over the years, with exports registering a 9% CAGR decline between fiscals 2020 and 2025.

Three-wheeler exports in fiscal 2025



Note: Rest of Asia is Asia excluding Middle East

Source: DGFT, Crisil Intelligence

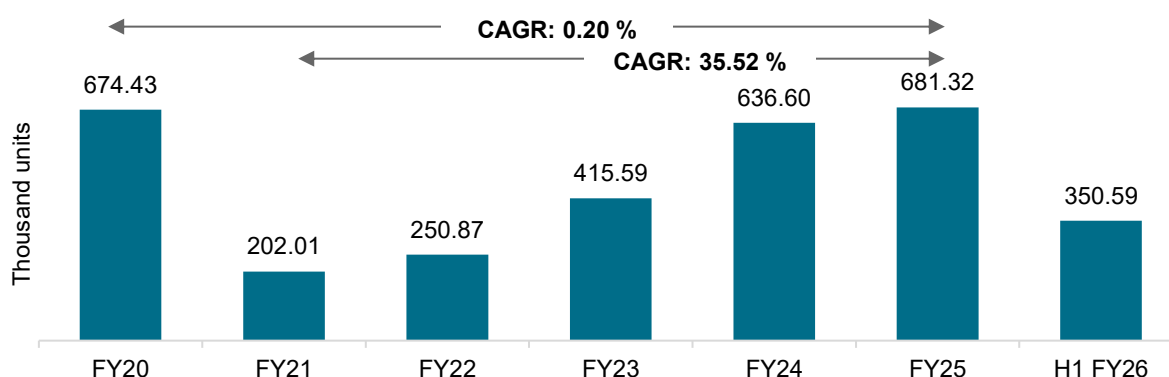
In the first half of fiscal 2026, three-wheeler (3W) exports surged 43% y-o-y. Domestic retail sales also grew but at a relatively modest 8%. The share of exports rose to 38% during the first half of the fiscal.

Domestic three-wheeler industry

The domestic 3W segment, which accounted for 69% of industry sales, clocked a nominal 0.3% CAGR during fiscal 2020-2025. The sales increased to 674,000 units in fiscal 2020 (from 647,000 in fiscal 2019) but declined by 70% in fiscal 2021 due to the reduced mobility requirements that set in during the Covid-19 pandemic.

However, as the economy gradually normalised and offices, colleges and schools reopened, the demand for three-wheelers rebounded at 36% CAGR during fiscal 2021-2025. The increase was primarily driven by the robust growth in passenger segment, which clocked 43% CAGR.

Three-wheeler industry's domestic retail sales



Note: Retails from Vahan have been considered for domestic sales. Vahan data does not include retails for Telangana. Data as of October 2025.

Source: Vahan, Crisil Intelligence

From a low base in fiscal 2021, the passenger segment clocked 43% CAGR till fiscal 2025.

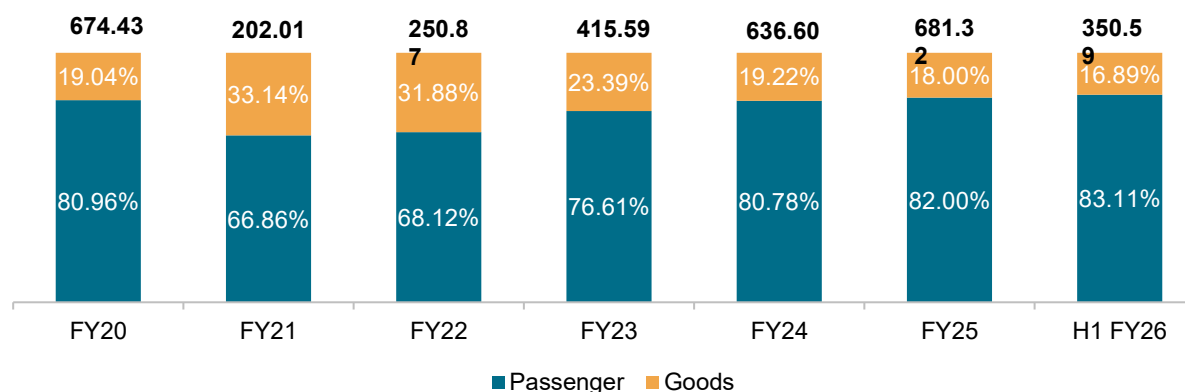
The three-wheeler goods segment, which had a relatively lower impact from the pandemic, grew on the back of improvements in the macroeconomic condition, rise in investments, increased construction activity and the continued growth in e-retail and last-mile delivery. The goods segment clocked 16% CAGR between fiscals 2021 and 2025.

The relatively faster growth at 43% CAGR in the passenger segment during fiscal 2024 expanded its share to the pre-pandemic levels of over 80% and kept it in the region in fiscal 2025.

During first half of fiscal 2026, the passenger segment grew 8.5% and the cargo segment 6%. Consequently, the passenger segment's share in retail sales increased to approximately 83%.

Segment-wise share in domestic retails for fiscals 2020-2025

Total retails in thousands



Note: Vahan data does not include retails for Telangana. Data as of October 2025.

Source: Vahan, Crisil Intelligence

Furthermore, in the last five years, the rise of EVs has provided an added boost to the domestic three-wheeler (3W) industry.

Electrification within domestic 3W industry

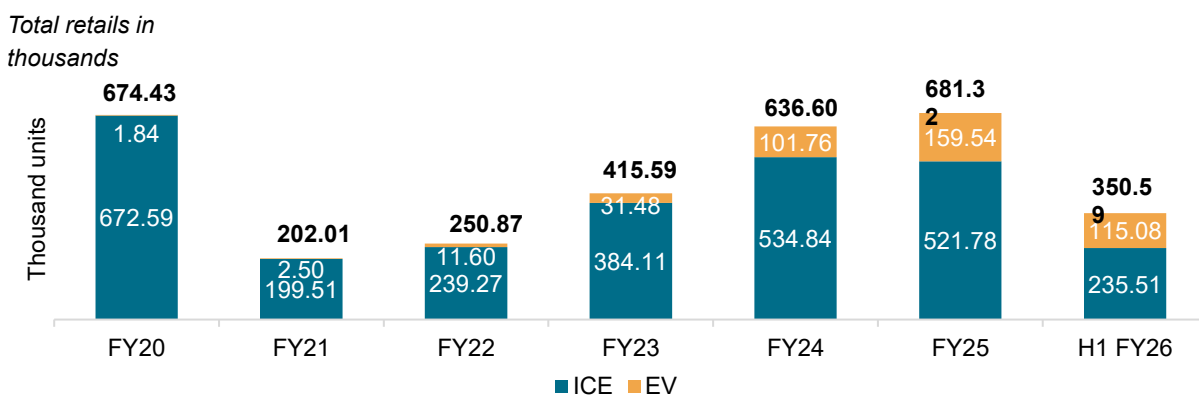
The EV segment has experienced a significant boost in the last two years, driven by new model launches, increasing awareness, rising fuel prices and improvements in infrastructure. Higher fuel costs over the last few years have provided an added incentive for price-sensitive customers to opt for EVs. Furthermore, the introduction of new models has supported EV adoption, particularly from fiscal 2023.

From a relatively low base in fiscal 2020, the sales of e-autos (L5 segment) have grown, surpassing the 100 thousand retail mark during fiscal 2024 and maintaining a healthy growth trajectory in fiscal 2025.

Additionally, growth in e-commerce and the preference for EVs, particularly 3Ws, by large e-commerce players, is driving sales. This category of usage requires vehicles with higher ranges and reliability, as well as better operating efficiencies that support income generation.

As a result, e-auto retails clocked a CAGR of 145% between fiscal 2020 and fiscal 2025. Even on this elevated base, e-auto retails grew 75% on-year in the first half of fiscal 2026, pushing EV penetration to 32.8%.

Share of EVs

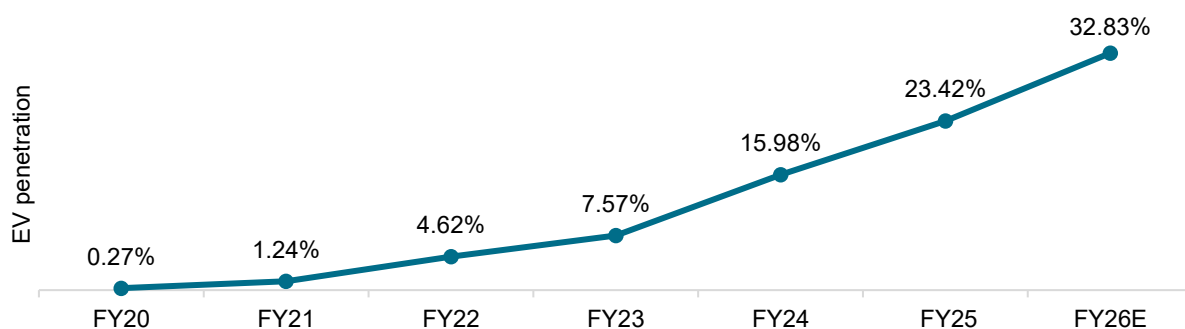


Note: Includes e-auto (L5) sub-segment sales data, does not include e-rickshaw (L3) sub-segment data. Vahan data does not include retails for Telangana. Data as of October 2025.

Source: Vahan

This shift towards EVs is expected to continue, driven by the efforts of the government, industry players and other stakeholders to promote the adoption of sustainable and environmentally friendly transportation solutions.

EV penetration in 3Ws (e-autos)



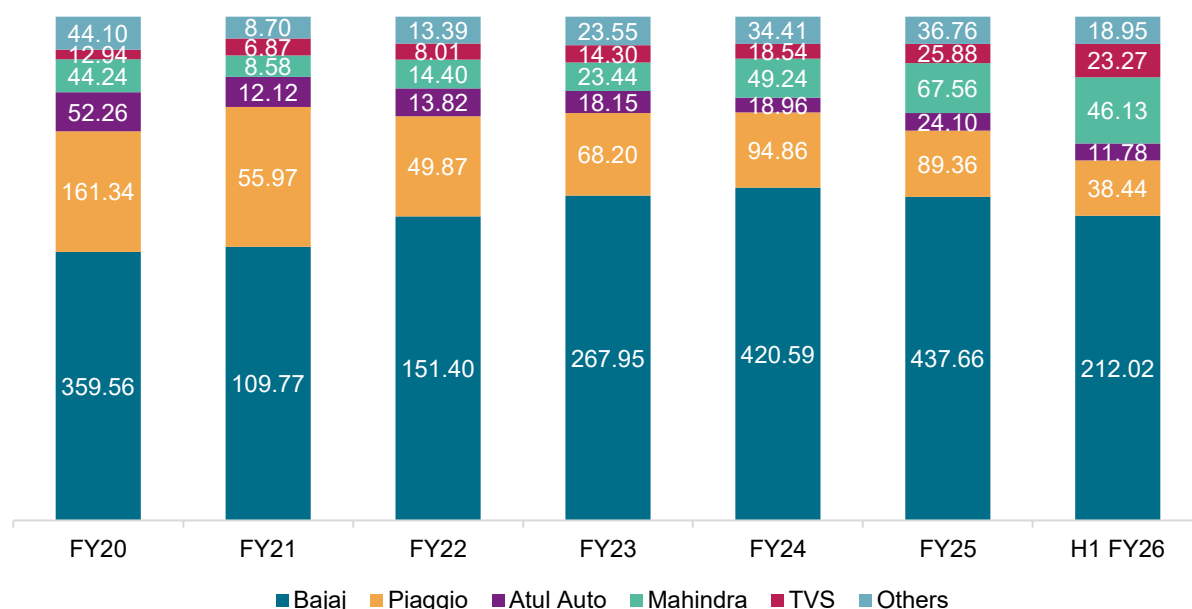
Note: Vahan data does not include retails for Telangana. Data as of October 2025.

Source: SIAM, Vahan, Crisil Intelligence

Competitive landscape within the domestic 3W industry

The domestic 3W industry is highly concentrated, with a limited number of large players accounting for more than 90% of demand. In fiscal 2025, leading players including Bajaj Auto, Piaggio, Mahindra Last Mile Mobility and Atul Auto collectively accounted for ~92% of the market share.

Player-wise retail volumes



Note: Includes e-autos (L5) sub-segment sales data. Vahan data does not include retails for Telangana. Data as of October 2025.; Bajaj: Bajaj Auto, Mahindra: Mahindra Last Mile Mobility, Piaggio: Piaggio Vehicles, Atul: Atul Auto, TVS: TVS Motor
Source: Vahan

Bajaj Auto's dominance is particularly pronounced in the passenger segment, where it has consistently maintained a share of over 60% in the last five fiscals.

Piaggio, the second-largest player, has historically dominated the goods segment, with a share of over 37% in fiscal 2020. However, the company has been losing ground to Bajaj Auto in recent years. As of the first half of fiscal 2026, Piaggio was among the top three contributors in the 3W industry.

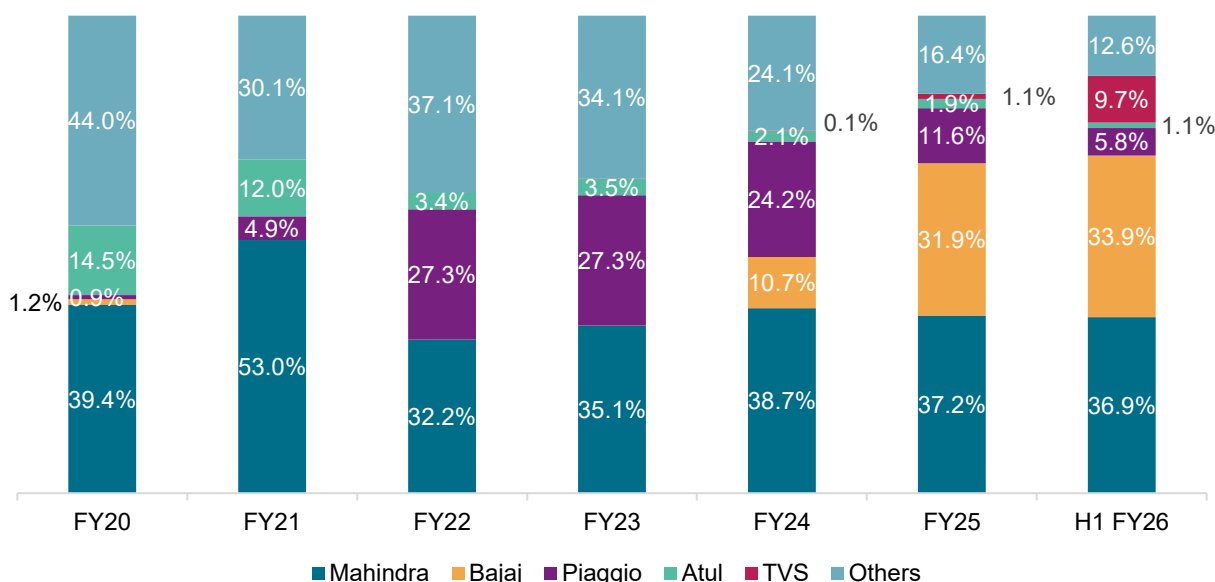
Competitive landscape within the e-auto sub-segment

In the pre-Covid period, the e-auto segment of the 3W industry was characterised by a relatively fragmented market landscape. Among the larger players, Mahindra Last Mile Mobility and Atul Auto had a significant presence. However, over the last five years, the share of other large players has increased, driven by product launches, improved vehicle supply and increased coverage.

In fiscal 2025, Mahindra & Mahindra contributed ~37% to the e-auto retail sales. The company's strong presence in this segment can be attributed to its early-mover advantage, robust product offerings and extensive distribution network.

Bajaj Auto, on the other hand, has made significant inroads over the last two years, driven by improved supply and expanded reach of its e-auto models. The company's aggressive product launch strategy and focus on electrification have helped it gain a sizeable market share.

Player-wise contribution



Note: Includes e-auto (L5) sub-segment sales data. Vahan data does not include retails for Telangana. Data as of October 2025. Bajaj: Bajaj Auto, Mahindra: Mahindra Last Mile Mobility, Piaggio: Piaggio Vehicles, Atul: Atul Auto, TVS: TVS Motor Company

Source: Vahan

Over the last few years, Piaggio has also expanded its presence in the e-auto space with increased offerings. As a result, its market share rose from 0.9% in fiscal 2020 to ~12% in fiscal 2025. However, the company lost some ground to Bajaj Auto and TVS Motor Company in fiscal 2025 and the first half of fiscal 2026, highlighting the intense competition in the segment.

The segment is expected to play a crucial role in the growth of the 3W industry, driven by government incentives, declining battery costs and growing environmental concerns. As the market evolves, it is likely that the competition will intensify, with each player striving to expand its market share and maintain its competitive edge.

Key demand drivers for 3Ws

- **Availability of finance:** With 95% of sales being financed, continuous availability of credit, competitive interest rates and increased funding from banks and non-banking financial companies (NBFCs) will drive industry growth.
- **Stable agricultural output:** With over 50% of demand coming from rural areas, the rural economy is a vital contributor to the growth of the 3W segment. A stable agricultural output and favourable monsoon season have a positive impact on rural incomes, which in turn drive demand for 3Ws.
- **Steady growth in industrial and services GVA- Gross value added:** Industry and services sectors, which require transportation and logistics services, drive demand for 3Ws. Improvement in the industry sector leads to higher production and transportation of goods, while growth in the services sector leads to more employment and personal transportation needs.
- **Growth in gig worker economy and e-commerce industry:** The gig economy and e-commerce sector drive demand for 3Ws, particularly electric 3Ws, for last-mile delivery. The growth of these industries is likely to continue, with the e-commerce market size expected to reach Rs 8 trillion by fiscal 2028.
- **Technological advancements:** Ongoing technological advancements, particularly in battery technology,

have enhanced the efficiency of 3Ws, making them more viable and attractive. Future advancements are expected to drive demand through innovations in areas such as LED headlamps, digital instrument clusters and improved performance.

- **Rising electrification:** A sustained total cost of ownership (TCO) advantage, an expanding vehicle portfolio, government support and technological advancements are expected to support further electrification and, in turn, industry growth.

Outlook for the 3W industry

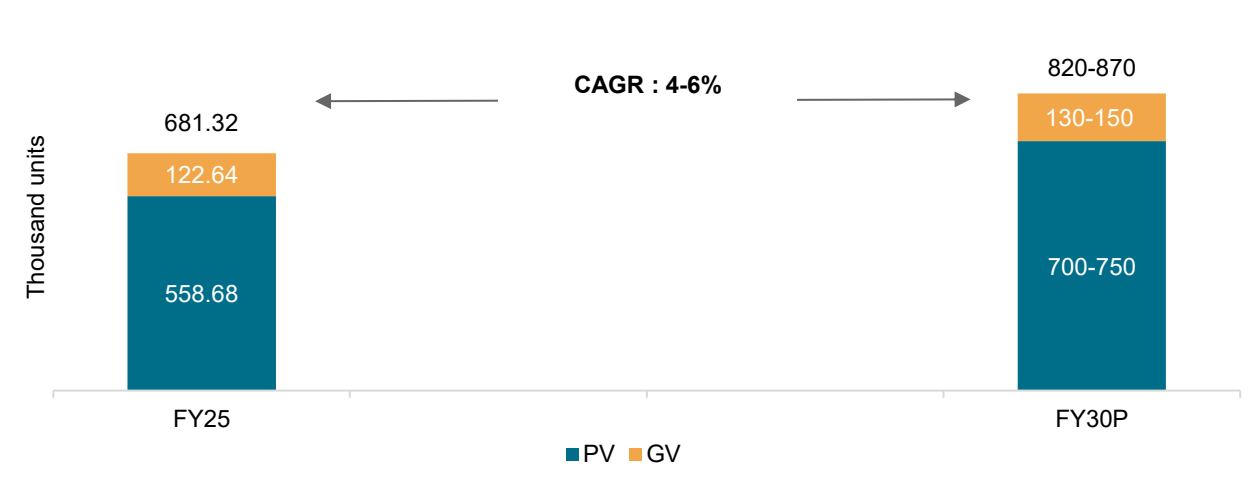
In the long term, domestic retail sales are expected to expand at a CAGR of 4-6%, reaching 820-870 thousand units by fiscal 2030. As the industry continues to evolve, the pace of growth is anticipated to taper slightly in the coming years from an elevated base.

The EV sub-segment, which is poised to gain momentum due to factors such as increasing portfolio expansion, government support, technological enhancements, and expansion in charging infrastructure, is expected to be the primary growth driver for the domestic industry.

EV sales are projected to grow at a CAGR of 18-23%, while the internal combustion engine (ICE) segment sales are expected to contract at a CAGR of 2-4%. This is expected to lead to higher EV penetration within the segment, increasing to 40%-50% by fiscal 2030 from 23% in fiscal 2025.

Notably, EV penetration within the L5 segment has already demonstrated significant growth, rising to 23.42% in fiscal 2025 from negligible levels (0.27%) in fiscal 2020. This trend is expected to continue with EVs becoming an increasingly important part of the 3W industry's product mix.

Domestic sales outlook



Note: P-projected

Source: Vahan, Crisil Intelligence

Outlook on e-3W segment

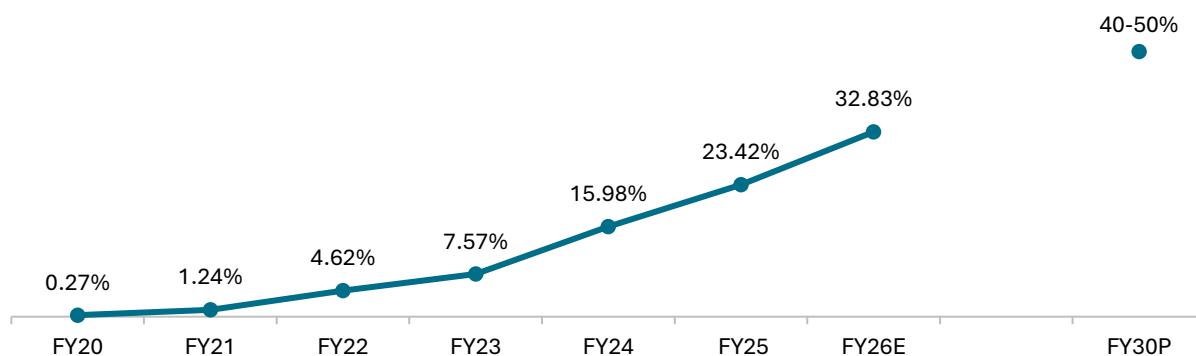
The growth prospects for the L5 segment are expected to be driven primarily by increasing demand from the EV subsegment. The EV sub-segment is poised for significant growth, supported by several factors, including:

- **Portfolio expansion:** Manufacturers are expected to introduce new EV models, broadening their offerings and catering to diverse customer needs.
- **Government support:** Favourable government policies and incentives are likely to encourage EV adoption and drive segment growth.

- **Technological enhancements:** Advances in technology are expected to improve performance, range and efficiency, making EVs more appealing.
- **Expansion in charging infrastructure:** The development of a comprehensive charging network will alleviate range anxiety and make EVs a more practical option.

As a result, e-auto sales are projected to grow at a CAGR of 18-23%. This growth will be accompanied by an increase in EV penetration within the L5 segment, which is expected to rise to 40-50% by fiscal 2030 from 23.4% in fiscal 2025.

EV penetration trend



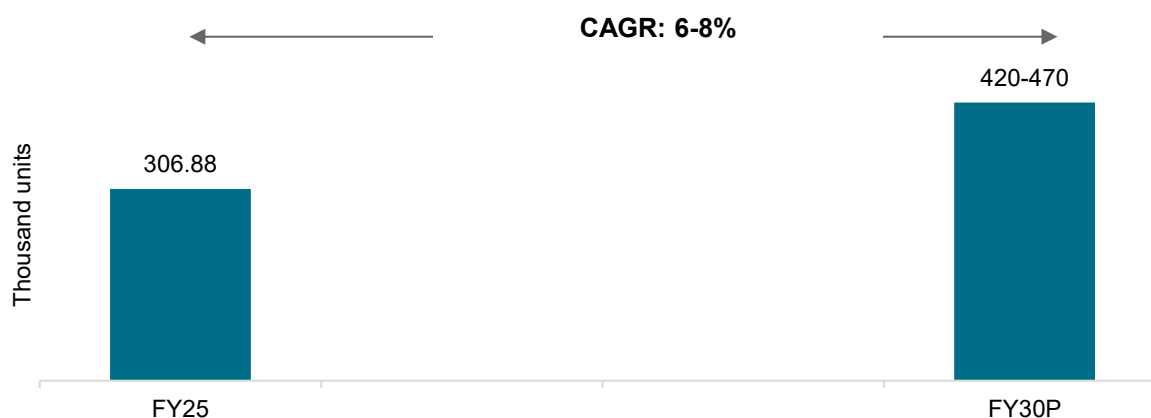
Note: Retail sales data from Vahan has been considered for analysis. Vahan data does not include retails for Telangana. Data as of October 2025.

Source: Crisil Intelligence, Vahan

Outlook on 3W exports

Crisil Intelligence expects industry exports to clock a CAGR of 6-8% between fiscal 2025 and 2030, from the low base of fiscal 2025. The improvement in macroeconomic landscape of key exporting regions, expansion of OEMs' geographical presence and product portfolios is expected to provide a boost to industry exports. However, the ongoing trade war and its impact on global economies remain key monitorables that could potentially affect the industry's export growth.

3W exports outlook



Source: SIAM, Vahan, Crisil Intelligence

In terms of overall industry growth, the 3W industry is projected to clock a CAGR of 5-7% over the next five years,

reaching 1,280-1,330 thousand units by fiscal 2030. This growth will be driven by higher domestic demand, expansion of OEMs' geographical presence and product portfolios, and improving macroeconomic conditions in key exporting destinations.

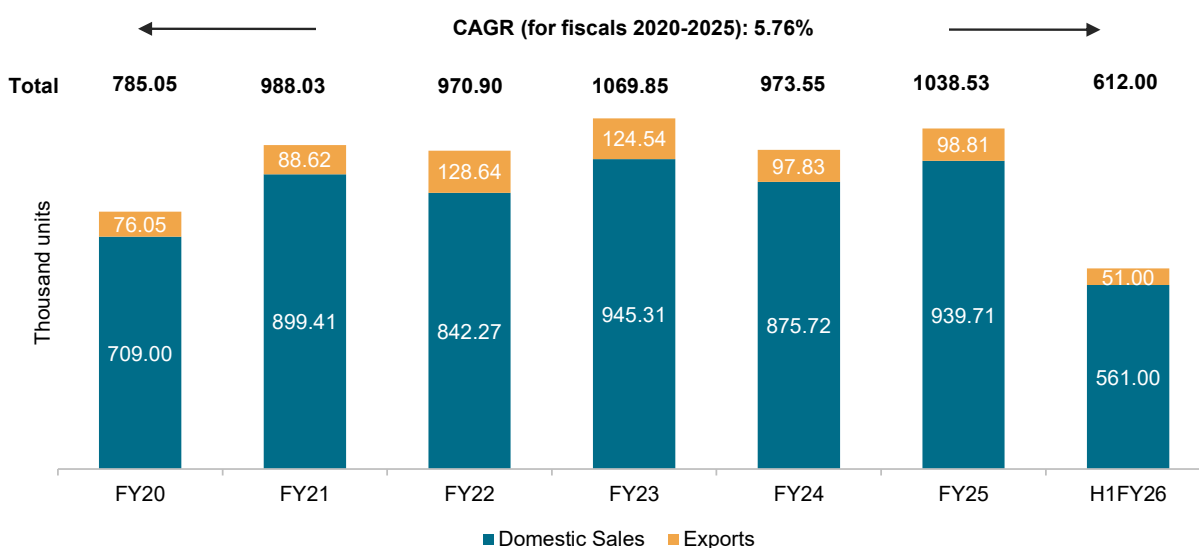
Review of and outlook on the Indian tractor industry

Review of Indian tractor industry

Sustained growth of the Indian agricultural sector has been a key catalyst for the tractor industry's expansion over the years. The industry's growth has been augmented by a deliberate and strategic emphasis on exports, with India emerging as a major exporter of tractors to countries in South Asia, Africa and Latin America.

In fiscal 2020, total tractor sales stood at 785.05 thousand units. By fiscal 2025, this figure had increased to 1038.53 thousand units, representing a notable surge in demand at a CAGR of 5.76% over the five-year period. This growth rate is a testament to the industry's resilience and adaptability, as well as the government's initiatives to promote agricultural development and exports.

Overall tractor industry (domestic + exports) sales trend



Source: Tractor Manufacturers Association (TMA), Crisil Intelligence

Domestic sales, which dominate the overall industry sales in India, have constituted around 90% of the total sales, while exports have accounted for the rest 10% during the last five fiscals.

During fiscals 2020-2025, domestic sales clocked a CAGR of 5.80% compared with exports, which witnessed a CAGR of 5.38%. During the first half of fiscal 2026, the domestic tractor industry witnessed healthy growth of ~18.80% on-year, whereas exports registered a growth of ~3.57%.

Domestic tractor industry (fiscals 2020-2025)

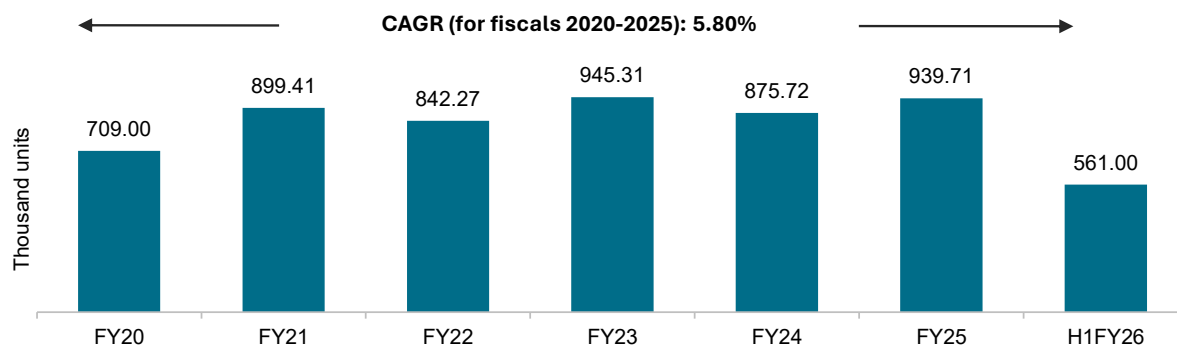
In recent years, the Indian tractor industry has displayed healthy growth, reflecting the significance of the agricultural sector and the increasing mechanisation of farming practices.

In fiscal 2020, domestic tractor sales stood at 709.00 thousand units, which surged to 939.71 thousand units by fiscal 2025, clocking a CAGR of 5.80%.

The growth trajectory can be attributed to several factors, including the government's focus on rural development and

the promotion of agriculture, which has incentivised farmers to invest in modern farming equipment such as tractors. Additionally, technological advancements and innovative financing options have made tractors more accessible to a wider range of farmers, further driving sales.

Sales trend



Source: TMA, Crisil Intelligence

In fiscal 2024, domestic tractor sales dropped 7.36% on-year to ~875.72 thousand units. In fiscal 2025, with an above-normal monsoon season aiding farmer sentiments, domestic tractor sales grew 7.31% on-year in volume terms to 939.71 thousand units

In the first half of fiscal 2026, domestic sales clocked growth of ~18.80%, supported by a positive monsoon, the festive season and the implementation of new GST rates from September 22.

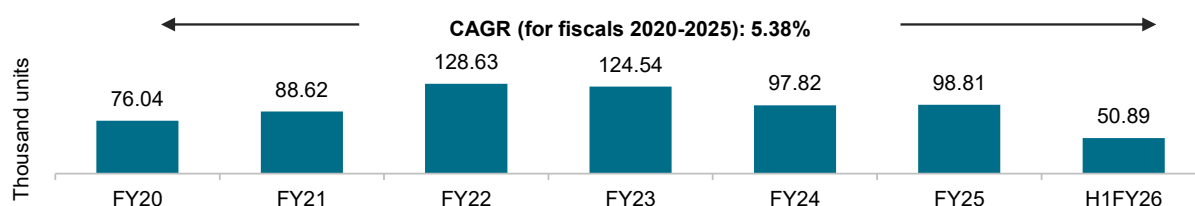
Tractor exports (for fiscals 2020-2025)

In fiscal 2025, exports accounted for ~10% of the overall tractor sales, rising ~1.02% on-year to 98.81 thousand units from a low base of fiscal 2024, which had recorded a 21.60% on-year decline. Even though there was a revival in demand from the US, Europe and Asia, it was not enough to reach the highs seen in fiscal 2022. Tractor exports grew ~3.57% in the first half of fiscal 2026.

Fluctuations in exports can be attributed to changes in global demand, foreign exchange rate variations and economic conditions in importing countries. The resurgence in exports in recent years suggests that Indian tractor manufacturers have adapted to these challenges, improved product quality and expanded their global reach.

With most global companies de-risking exports from China due to complexities and disruptions in the country, India has become the natural hedge against Chinese exports. Furthermore, with most companies equipped to comply with TREM IV norms, exports have grown significantly in the past few years.

Exports trend



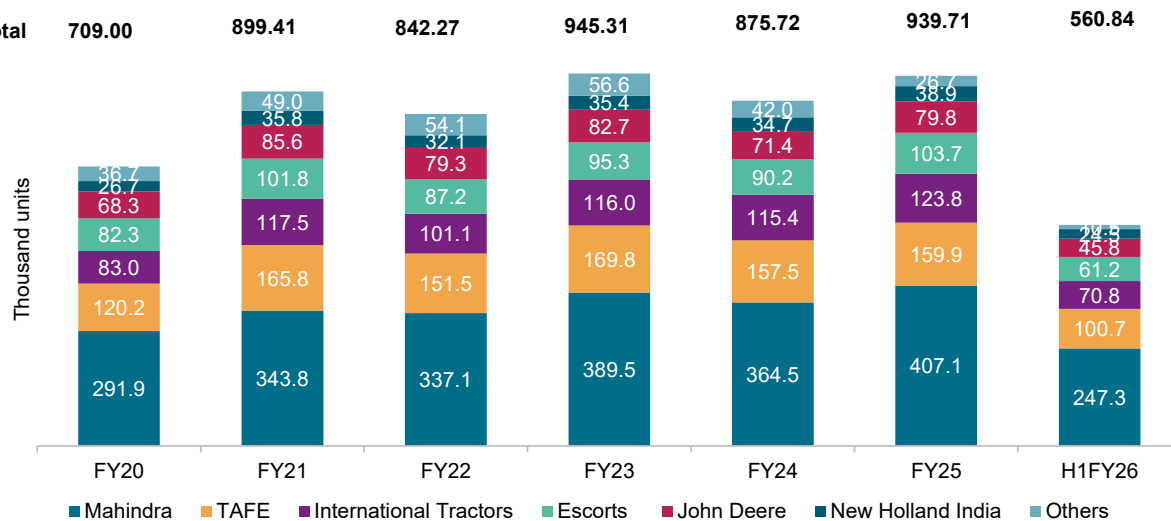
Source: TMA, Crisil intelligence

Competitive landscape

The structure of the domestic tractor industry has remained largely steady over the years, with the top five players accounting for ~90% of the industry. A strong distribution network, brand recall, captive financing and diverse product range have helped them maintain their market position.

As of fiscal 2025, Mahindra & Mahindra led with a 43.32% market share, followed by Tractors and Farm Equipment Ltd (TAFE) with 17.01%.

OEM-wise domestic sales

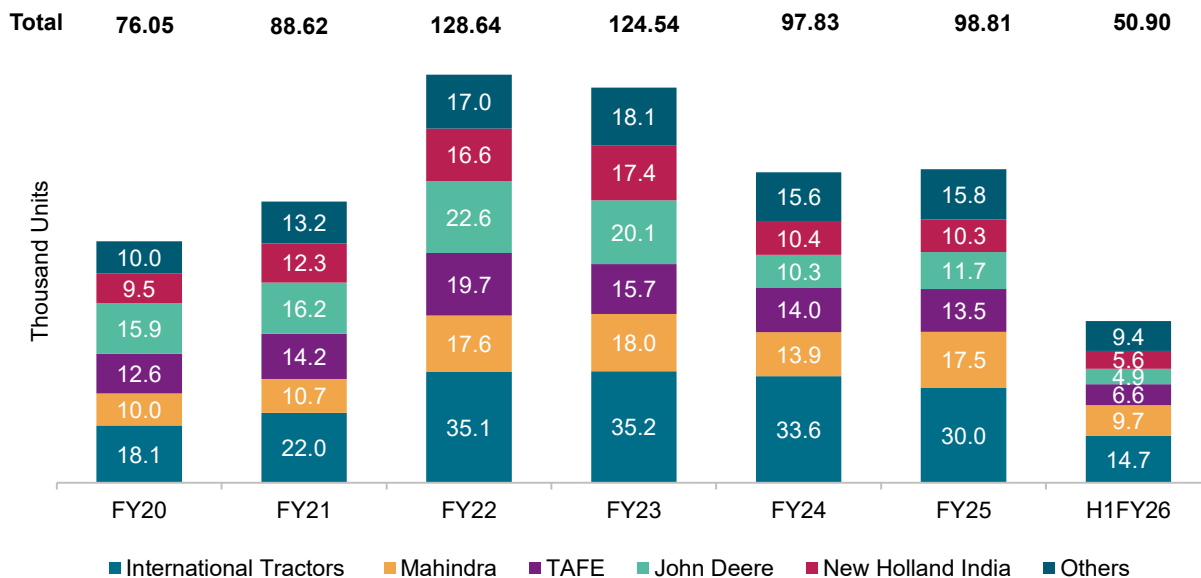


Note: Others include players such as New Holland India, SAME DEUTZ-FAHR, Captain, VST, Preet, Action-construction, IFEL
Source: TMA, Crisil Intelligence

Competition in tractor exports

Indian tractor exports are more fragmented than domestic sales. Unlike the domestic market, International Tractors Ltd (ITL) dominates the exports segment. Leading domestic player, Mahindra & Mahindra also expanded its presence in exports with its share rising to 17.76% by fiscal 2025 from 13.17% in fiscal 2020.

OEM-wise exports



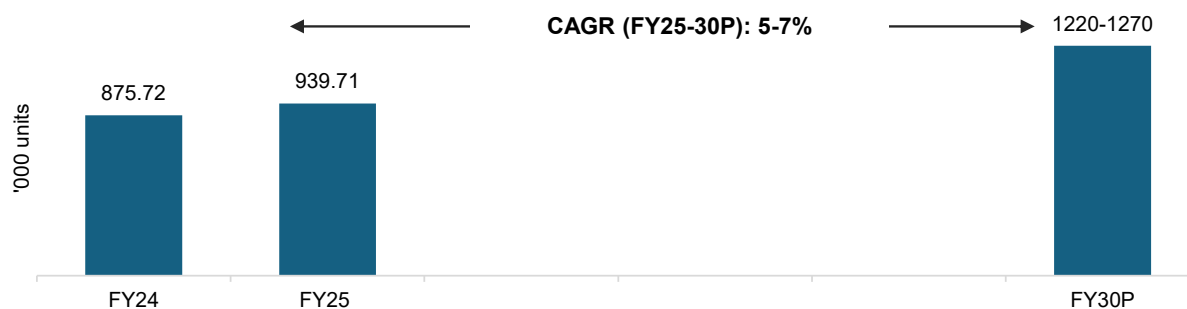
Note: Others include players such as Escorts, SAME DEUTZ-FAHR, Captain, VST, Preet, Action-construction, IFEL
Source: TMA, Crisil Intelligence

Outlook for Indian tractor industry

Domestic demand outlook

We expect domestic tractor sales to clock 5-7% CAGR between fiscals 2025 and 2030, factoring in one to two years of erratic monsoon and healthy rainfall in the remaining years.

Tractor industry domestic sales projections



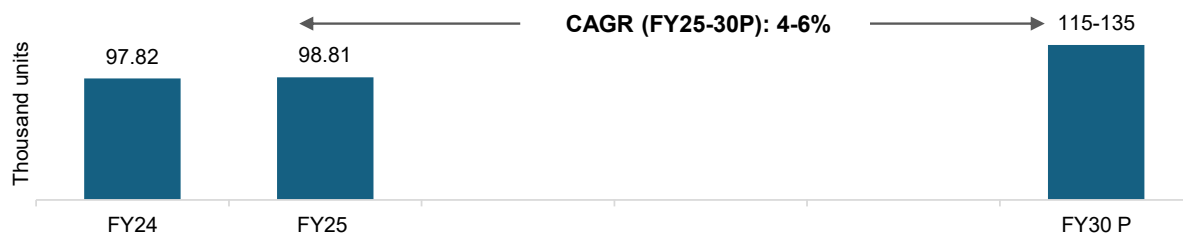
Note: P: Projected
Source: TMA, Crisil Intelligence

Domestic tractor sales until fiscal 2030 are expected to grow on the back of low penetration in the country (three tractors per 100 hectares), government's focus on improving farm incomes through various schemes, promotion of farm mechanisation and investments to improve rural infrastructure. Also, continued replacement demand will provide an added impetus to tractor sales over the long term.

Exports outlook

Exports, accounting for about 10% of the overall tractor sales as of fiscal 2025, are expected to grow 1-3% on-year this fiscal on account of a demand revival in the US, Europe and other Asian countries. In Last fiscal, exports rose a slower ~1% on-year to ~99,000 units.

Exports outlook



Note: P: Projected

Source: TMA, Crisil Intelligence

Between fiscals 2025 and 2030, we see sustained exports growth, logging 4-6% CAGR. Rising demand for <30 HP tractors for gardening and hobby farming purposes is also expected to support growth.

Review of and outlook on the Indian construction equipment industry

Review of the domestic demand

Construction equipment (CE) are engineering machines and vehicles used for construction (industrial and infrastructure), agriculture, mining, waste management and logging operations. They are also used to prepare the ground, excavation, haulage of material and dumping/ laying in a specified manner. The various types of machines used are backhoe loaders, excavators, wheeled loaders, skid steer loaders, graders, cranes, dozers and compactors.

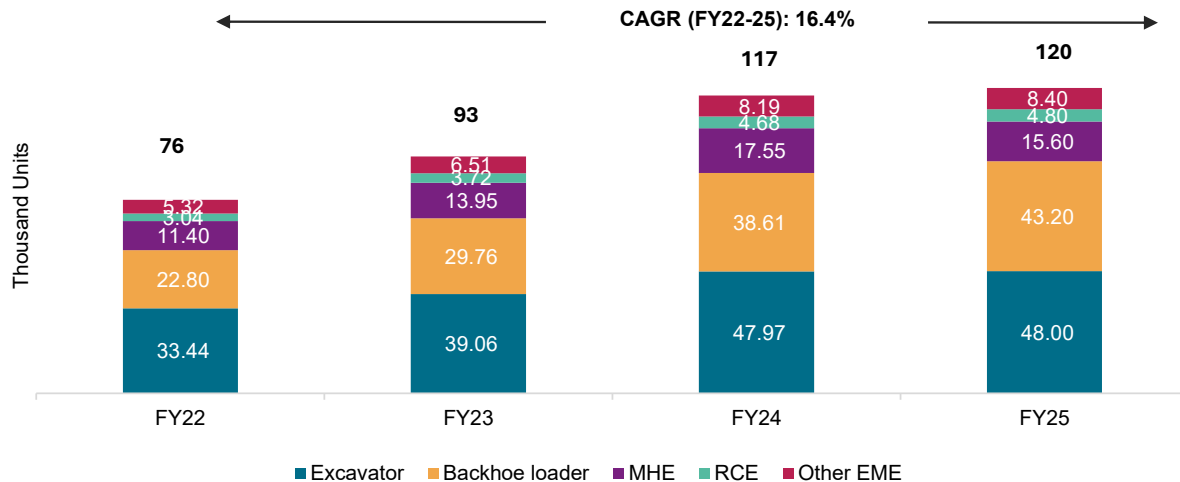
Hirers and small contractors are the major end-users of CE. Large engineering, procurement and construction companies account for only about 10% of the total demand.

Industry structure

Earthmoving equipment	Material handling equipment	Road construction equipment
Backhoe loader	Pick & Carry Cranes	Compactors
Excavator	Crusher & screener	Pavers
Wheel loader		
Motor grader		
Skid steer loader		
Track type loader		
Off-highway truck		

Source: Crisil Intelligence

Historic growth trend



Notes: MHE - material handling equipment; RCE - road construction equipment; EME - earth moving equipment
Source: Crisil Intelligence

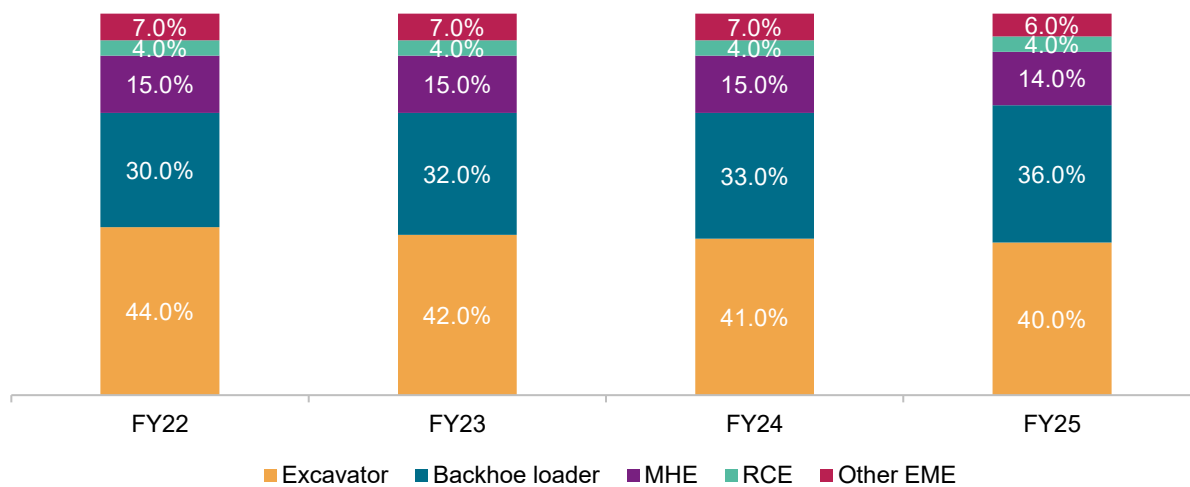
The CE industry in India grew from 76,000 units in fiscal 2022 to 120,000 in fiscal 2025, clocking a CAGR of 16.4%.

The market witnessed more than 20% growth in fiscals 2023 and 2024, driven by the government's renewed emphasis on the infrastructure sector through increased budgetary outlays and other incentives.

The industry recorded double-digit growth in fiscal 2024 on a high base, followed by a moderate growth in fiscal 2025. In volume terms, the growth was 25.81% in fiscal 2024 driven by growth in the end-user industries.

With the double-digit growth witnessed in fiscals 2023 and 2024, the volume sold hit an all-time high owing to the increase in infrastructure building and mining as newer machinery complying with the Construction Equipment Vehicles Stage V emission norms that were rolled out.

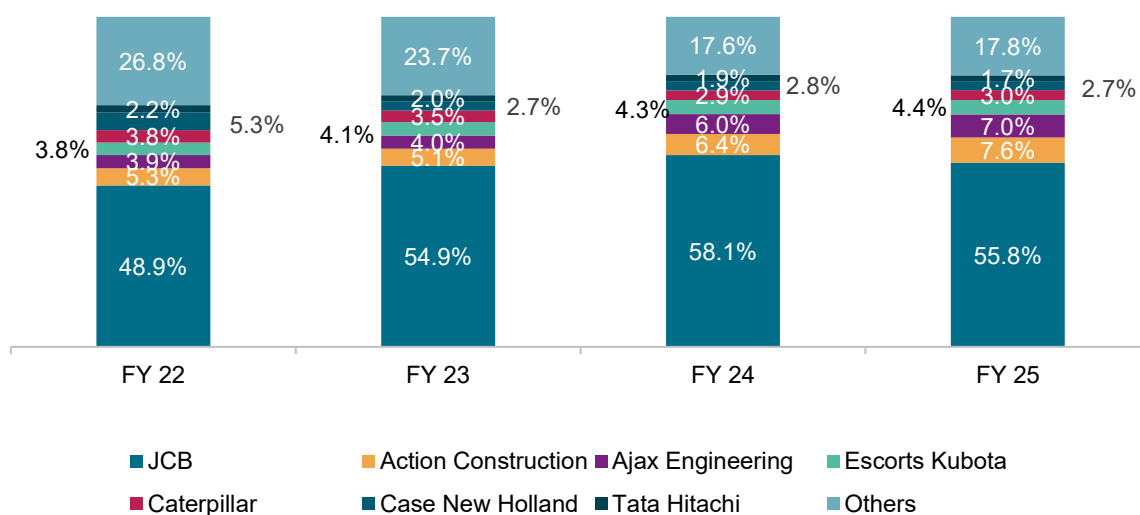
Market split by key segments



Notes: Vahan data excludes Telangana retails

Data as of end-October 2025
Source: Vahan, Crisil Intelligence

Key players in the industry and their market share (fiscal 2025)



Notes: The categories considered for the market share analysis from the Vahan portal are excavators, excavators (NT), construction equipment vehicles, construction equipment vehicles (commercial), earth moving equipment, road rollers. Others include Doosan, Schwing Stetter, L&T etc.

Vahan data excludes Telangana retails

Data as of end-October 2025

Source: Vahan

JCB dominated the industry last fiscal with 55.8% share in industry retails. Strong brand name and its large service network helped the company maintain its strong market share despite competition.

Electrification in the industry insignificant

Despite the broader push for electrification across the automobile sectors, EV adoption in the CE industry remains insignificant, largely limited to pilot deployments of compact equipment such as electric mini-excavators and loaders. Key barriers include the lack of high-capacity battery technology for heavy-duty use, limited charging infrastructure on construction sites and high upfront costs. Given these structural challenges, the industry's transition to electric equipment is expected to remain slow in the near term.

However, OEMs are gradually ramping up research and development and collaborating with global partners to localise electric variants.

Recent lighting trends in the CE industry

In the CE industry, which encompasses key product segments, such as backhoe loaders, excavators and material handling equipment, the lighting systems market is dominated by traditional bulb-based systems, particularly in headlights and taillights. LED lights, however, are gaining traction, albeit mainly in premium OEMs and select models.

A notable exception is the work lamps segment, where LED lights are increasingly adopted. Market leaders, like JCB, are at the forefront of this trend, offering LED lights as a standard feature in certain models, such as the 3DX Plus and 3DX Super variants. Additionally, the company provides LED lights as an optional accessory across various models, indicating a growing demand for this technology. Other manufacturers, like Escorts Kubota, are also incorporating LED lights in some of their soil compactor models.

The advantages of LED lights are multifaceted. They provide superior visibility due to their higher light output, making them ideal for low-light conditions common in construction sites. Furthermore, LEDs have a longer lifespan, reducing the need for frequent replacements, which can be a significant hassle given the remote locations of many construction sites. LEDs are also more durable and resistant to harsh environments, vibrations, shocks and dust, making them a more reliable choice.

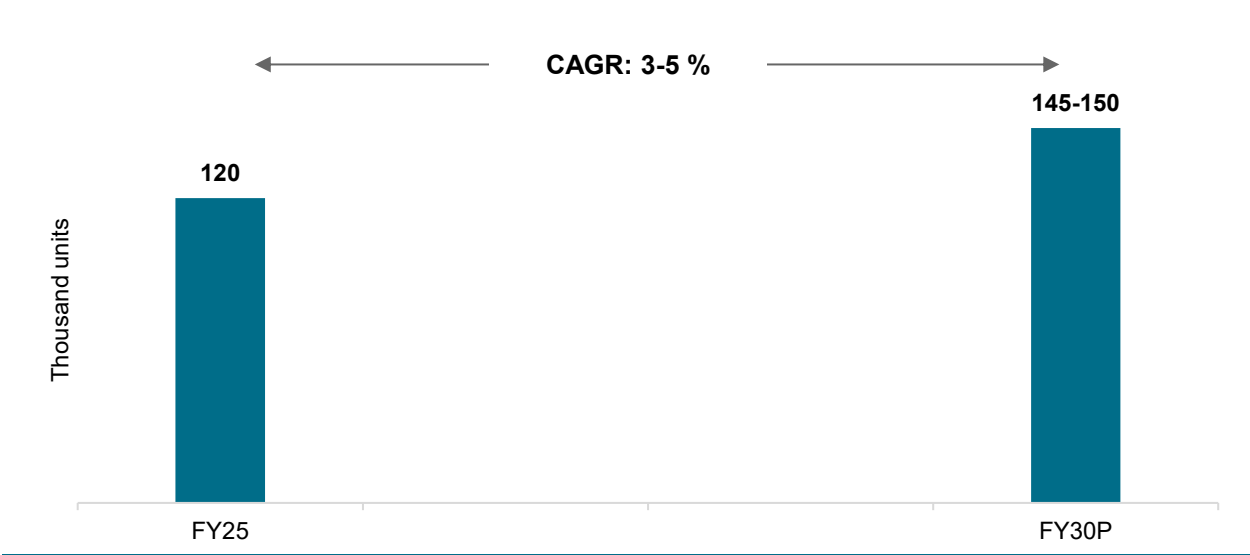
Despite these benefits, halogen-based systems are expected to dominate the market in the near future. However, the penetration of LED lights is anticipated to grow gradually, driven by their increasing adoption in the work lamps segment and increasing awareness of their advantages among manufacturers and end users. As the industry continues to evolve, it is likely that LED lights will become more prevalent, eventually gaining a larger share of the market.

Outlook for the CE industry

The rapid pace of expansion of construction activities has begun to taper and the government's efforts to boost investment in key sectors have started to yield more moderate and stable growth. The normalisation of growth last fiscal suggests that the industry is transitioning from a period of accelerated expansion to a more sustainable and steadier pace of development.

The CE industry is expected to continue its growth momentum, albeit clocking a moderate 3-5% CAGR to reach 145,000-150,000 units by fiscal 2030.

Industry outlook



Source: Industry, Crisil Intelligence

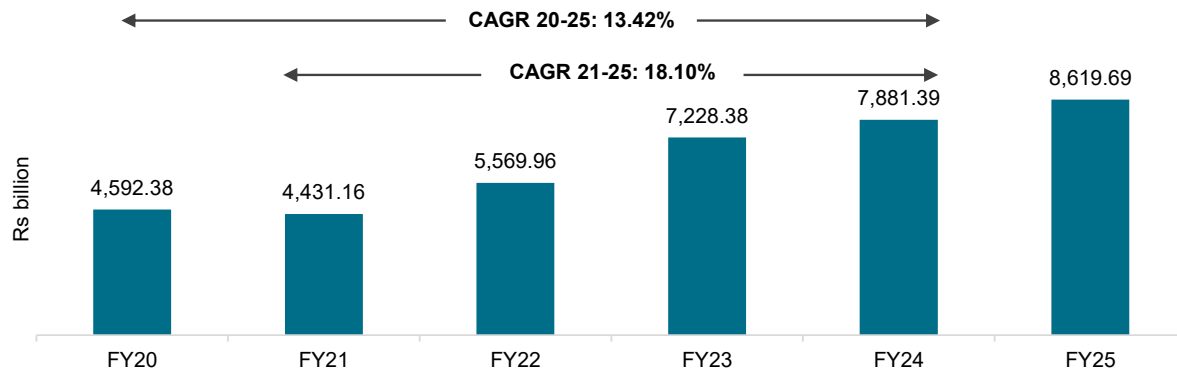
Review of and outlook on the Indian automotive component industry

Review

Between fiscals 2020 and 2025, the domestic auto components industry (which includes sales to OEMs, exports and the replacement market) clocked 13.42% CAGR, nearly doubling the revenue to Rs 8,619.69 billion from Rs 4,592.38 billion. The robust growth was driven by a combination of factors, including resilient domestic demand, increase in exports, increasing content per vehicle and enhanced value addition. As the country navigates its transition towards advanced mobility solutions, the industry is witnessing requisite investments, adopting cutting-edge technologies and augmenting localisation efforts to effectively cater to both the domestic and international markets.

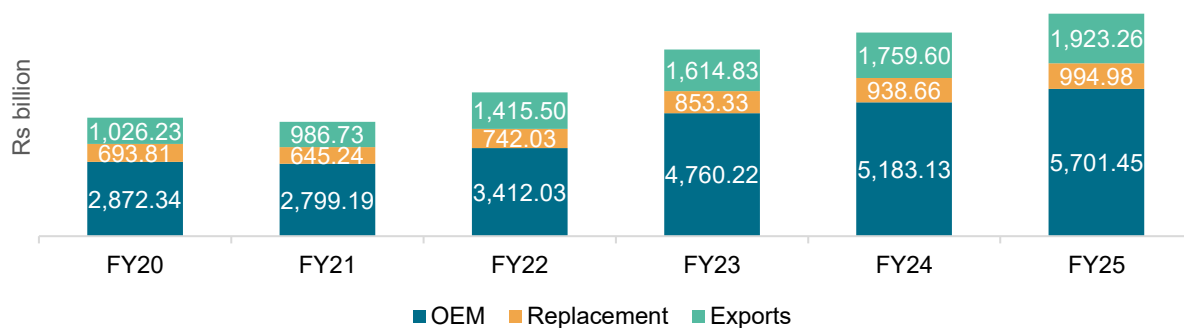
While domestic sales reflect evolving market conditions shaped by various factors such as regulatory changes, fuel prices, economic cycles, etc., exports and aftermarket help support the overall growth, insulating the industry from fluctuations.

Automotive component industry growth



Source: Automotive Component Manufacturers Association of India (ACMA), Crisil Intelligence

Segment-wise production trend



Source: ACMA, Crisil Intelligence

Segment-wise CAGR

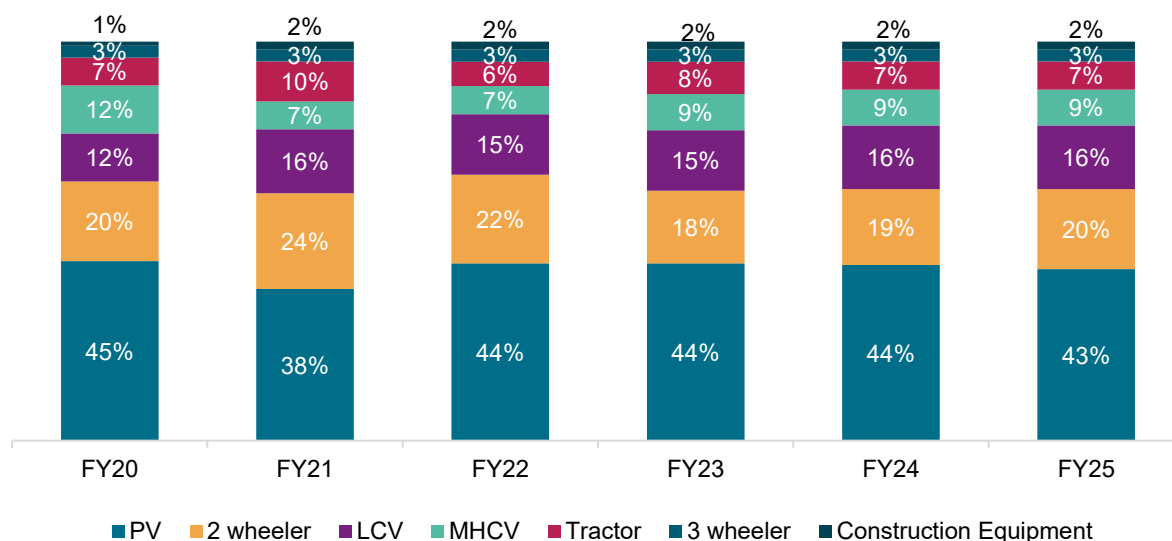
Period	OEM	Replacement	Exports
FY20-25	14.69%	7.48%	13.38%

Source: ACMA, Crisil Intelligence

Between fiscals 2020 and 2025, the OEM segment, which tops the overall auto component demand, clocked a healthy CAGR of 14.69% from Rs 2,872.34 billion to Rs 5,701.45 billion, expanding its share in overall demand during the period. In fiscal 2020, demand from OEMs accounted for 63.17% of auto component production by value. This increased to 66.14% in fiscal 2025.

OEM demand can be further segregated based on various vehicle segments. Among OEMs, cars and utility vehicle manufacturers remain the largest consumers with 40%+ share.

Review of auto component market share by vehicle category



Note: Percentage share is by value and is for the domestic production for OEMs

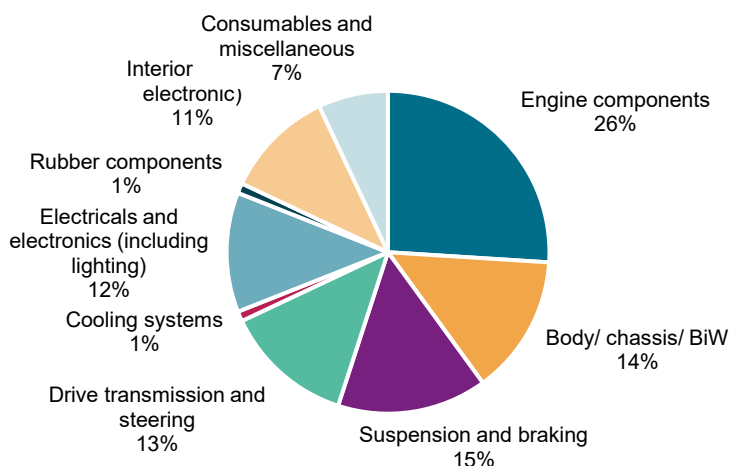
Source: ACMA, Crisil Intelligence

Segment-wise major automotive component categories

Engine components, and suspension and braking command the major share of the auto component industry size, followed by body/ chassis/ body-in-white (BiW) and drive transmission and steering.

High-value components, such as engine parts, transmission and steering systems, and electricals and electronics (including lighting), possess a higher level of technological sophistication compared with lower-margin components, which were previously dominated by Indian manufacturers. These critical components offer more lucrative profit margin for manufacturers, but demand significant investments in research and development, as well as precise engineering capabilities to meet the rigorous quality standards of global OEMs.

Segment-wise production break-up (fiscal 2025)



Source: ACMA, Crisil Intelligence

Drivers and trends

Demand-side drivers

Growing demand for vehicles

The sustained increase in automobile sales is the primary driver for auto components, comprising supplies to OEMs as well as replacement parts in the aftermarket segment. The growth is enabled and accelerated by improving economic scenario, infrastructure development, investments in highways and expressways, and urban transport networks.

Also, rising consumer spending capacity is shaping the scale and nature of demand, especially in the case of passenger vehicles and two-wheelers. Higher disposable incomes are enabling the purchase of not only more vehicles but also premium and technologically advanced models, translating into requirement of high-value components.

Electrification

EV adoption is expected to continue to rise in India over the next five years as well, driven by the government's ongoing support for the vehicle segment, as well as the expansion of charging infrastructure creating a conducive ecosystem for EVs. Supporting the space is also the increasing number of EV models and declining cost of batteries, making these vehicles more affordable.

The automotive component industry will be the beneficiary of these developments. Also, a substantial range of components, including suspension systems, steering systems, lighting systems and body/chassis parts, are powertrain-agnostic, i.e. these can be easily adapted for EVs and ICE vehicles, as well as for autonomous vehicles and connected car technologies.

This enables automobile component manufacturers to leverage their existing expertise, manufacturing capabilities and infrastructure, ensuring stable and ongoing demand for these components. Companies with EV-agnostic product portfolios are well-positioned to benefit from the ongoing electrification trend, as their offerings can seamlessly serve both ICE and EV platforms. This also enhances their resilience amid a shift in propulsion technology and enables the manufacturers to capture a wider spectrum of demand.

Further, as the demand for EV-specific components, such as electric motors, battery systems, power electronics and charging systems, grows, the need to develop and manufacture specialised parts will fuel innovation. In fact, by foraying into new product segments such as battery systems, electric motors, sensors and vehicle electronics traditional component manufacturers can not only remain relevant but also gain a competitive edge in the evolving industry landscape.

This shift towards electrification is also expected to create new avenues for component manufacturers to expand their product offerings, invest in R&D, and establish themselves as key players in the EV ecosystem.

The utilisation of semiconductors is increasing exponentially in the automotive industry as well. Semiconductors have become an indispensable component of modern vehicles, owing to their crucial role in a wide range of applications, including engine control units, power steering, airbags, reverse parking assist, smart keys, telematics, in-car entertainment, etc.

By capitalising on these opportunities, the automotive component industry is poised to experience significant growth.

Growing electronics content per vehicle

The automotive industry has experienced a profound transformation in recent years, with the utilization of semiconductors increasing exponentially. These chips have become an indispensable component of modern vehicles, playing a vital role in a wide range of applications, including engine control units, power steering, airbags, reverse parking assist, smart keys, telematics, in-car entertainment, and numerous other systems.

The growing electronics content per vehicle is emerging as a key demand driver for the auto lighting industry, as lighting systems are increasingly integrated with advanced electronics to enhance safety, functionality, and aesthetics. Features such as adaptive headlights, ambient mood lighting, and communication lights rely on electronic modules

and control units, leading to higher lighting sophistication and value per vehicle. Additionally, premiumization and personalization enabled by electronics are transforming lighting from a purely functional component into a smart, connected, and experiential feature, thereby significantly boosting demand in the automotive lighting segment.

The Indian automotive industry is undergoing a significant shift, with the electronics content per vehicle increasing substantially. This trend is driven by the growing demand for advanced safety features, comfort, and convenience, as well as the rising adoption of electric vehicles (EVs), autonomous vehicles, and connected car technologies. The increasing popularity of premium vehicles, which often boast an array of sophisticated features, is also contributing to the growing electronics content per vehicle.

The Indian automotive industry is poised to experience a sustained growth in electronics content per vehicle, driven by a combination of regulatory, consumer, and technological factors. As industry continues to evolve, the demand for semiconductors and other electronic components is expected to increase, presenting opportunities for manufacturers and suppliers to develop and provide advanced electronics solutions for the automotive sector.

Growth of pre-owned vehicles market

A thriving pre-owned vehicle market, particularly in the passenger vehicle segment, has a positive rub-off on the auto components industry. As vehicles remain on the road for longer periods, the demand for replacement parts surges, providing a significant boost to auto component manufacturers.

Furthermore, the pre-owned market unlocks lucrative aftersales opportunities, enabling auto component suppliers to offer services such as maintenance, repair and refurbishment of used vehicles.

Impact of GST rate change on the auto components industry

Also, the recent implementation of a uniform 18% GST rate on all auto components offers significant benefits, primarily through simplified taxation and lower input costs leading to increased market demand.

Key benefits for the auto component industry are:

- **Tax simplification:** The uniform 18% rate, irrespective of the HSN (Harmonized System of Nomenclature) code, resolves long-standing classification and compliance issues that arose because of varying rates of 18% and 28%
- **Reduced input costs:** Vehicle manufacturers will also benefit from lower input costs because components previously taxed at 28% now fall into the 18% bracket, providing financial relief and improving profitability
- **Boosted demand:** The lower overall cost of manufacturing leads to more affordable vehicles for end-customers as well, which, in turn, stimulates demand for new cars and two-wheelers. This increased demand directly results in higher OEM orders for auto components, creating a positive multiplier effect for ancillary industries and MSMEs
- **Strengthened aftermarket:** The reduction in GST narrows the price gap between OEM- authorised spare parts and cheaper, unauthorised alternatives. This strengthens the position of organised aftermarket players and ensures a more stable replacement market
- **Enhanced supply chain efficiency:** A unified and simplified tax structure across the supply chain helps eliminate state-level taxes and checkpoints, leading to faster transit times, lower logistics costs and improved overall operational efficiency
- **Support for 'Make in India':** Policy certainty and rationalised GST rates encourage fresh investments in the automotive sector, promoting domestic manufacturing and aligning with the government's 'Make in India' initiative

Diversification within the industry

Diversification in the automotive component industry involves expanding into the manufacturing of new products,

implementation of the latest technologies and entry into markets, or implementing new business models to reduce dependency on traditional revenue streams and adapt to evolving trends.

In the case of the Indian automotive component industry, the rapid transformation is being driven by:

- **EV transition:** EVs require fewer mechanical parts and more electronics, forcing traditional suppliers to diversify
- **Policy push:** Central government initiatives such as FAME, PLI and Atmanirbhar Bharat encourage R&D and localised production.

Also, the Maharashtra government has launched a new EV policy (2025-2030) targeting 30% EV penetration by fiscal 2030. The state also introduced Package Scheme of Incentives in 2019 (till March 31, 2024 or launch of a new policy) to attract new investments, promote industrial growth and create employment opportunities. The scheme offers incentives in the form of capital investment subsidy, interest subsidy, electricity duty exemption, R&D incentives, etc.

Also, the Tamil Nadu government has launched Electric Vehicle Policy 2023, the Delhi government has launched Electric Vehicle Policy 2020 (extended till fiscal 2026), with EV Policy 2.0 under preparation, and has also launched Delhi Air Pollution Mitigation Plan 2025

- **Global supply chain shifts:** Post-Covid-19 and owing to geopolitical issues, companies are exploring new export markets and domestic manufacturing
- **Sustainability goals:** Pressure to meet ESG standards is prompting investment in green technologies as well

The increasing electronics content per vehicle makes a strong case for diversification in the auto component industry, allowing companies to capitalize on emerging trends and technologies.

Moreover, diversification offers alternative revenue streams to protect against cyclical impacts which may arise due to over-reliance on a limited number of customers, products, or domestic markets. By expanding into new geographic markets, catering to EV startups, and developing aftermarket services, companies can reduce their vulnerability to demand shocks and policy changes, while unlocking new revenue streams. Diversification also enables companies to better navigate supply chain disruptions, regulatory shifts, and commodity price volatility, making these more resilient and adaptable.

Furthermore, diversification allows companies to leverage government initiatives, such as the PLI scheme, which supports the development of advanced and sustainable technologies. As global OEMs increasingly view India as a sourcing hub, diversified suppliers are well-positioned to secure international contracts and participate in global value chains.

Partnerships with global players

Partnerships with global players are common in the Indian automotive component industry, driven by the need for technology transfer, access to global markets and enhanced manufacturing capabilities. The Indian automotive component industry is actively embracing partnerships to drive innovation, expand its global presence and contribute to the growth of the Indian economy.

The advantages of joint ventures are:

- **Technology transfer:** Indian companies often seek access to advanced technologies and product design from their global partners
- **Access to markets:** Joint ventures help Indian companies expand their reach into international markets and gain a competitive edge
- **Enhanced manufacturing capabilities:** Partnerships can also improve manufacturing processes and quality control

- **Diversification:** Joint ventures allow companies to diversify their product portfolios and enter new segments of the automotive industry as well
- **Cost and risk sharing:** Joint ventures can also help in sharing costs and risks associated with new product development and market entry
- **Meeting government mandates:** Government policies and schemes such as PLI encourage investment and collaboration in the automotive sector

Benefits of long-term relationship with OEMs for automotive component players

The establishment of strategic partnerships between Original Equipment Manufacturers (OEMs) and suppliers has become a vital component in the automotive industry facilitating innovation, cost optimization, and supply chain stability. These collaborative relationships are found upon a framework of trust, mutual cooperation, and aligned objectives, enabling both parties to efficiently scale their operations and generate value.

The automotive sector is undergoing significant transformation, with a pronounced shift towards collaborative business models that enhance production planning, mitigate risks, and promote sustainable sourcing practices. In this context, the importance of robust relationships between OEMs and their suppliers has never been more pronounced, particularly in the face of digital transformation and global supply chain complexities. The role of suppliers in the automotive manufacturing process encompasses the provision of critical materials and components, as well as the development of innovative solutions for complex challenges.

As specialised experts in their respective domains, suppliers collaborate closely with OEMs, offering unique and specialised knowledge that informs and enhances the manufacturing processes.

Hence, a strong and collaborative relationship between the OEMs and their supplier partners is essential for accessing innovative solutions, advanced technologies, and specialised expertise that may not be readily available otherwise.

By fostering such relationships, automotive component players can leverage the collective strengths of their OEM partners, ultimately yielding enhanced quality, efficiency and competitiveness in the automotive market.

Such strategic partnerships between OEMs and automotive component players yield numerous benefits, including:

- **Predictable revenue stream:** A long-term relationship with an OEM provides a predictable revenue stream, as the component player can expect steady offtake of their products over an extended period
- **Increased trust and credibility:** It builds trust and credibility between the component player and the OEM, increasing the confidence in a component player's ability to deliver high-quality products
- **Improved communication and collaboration:** It fosters open communication and collaboration, enabling the component player to better understand the OEM's needs and preferences, and to provide tailored solutions. These also engage in joint R&D, resulting in the creation of cutting-edge technologies and products that drive industry advancement
- **Reduced transaction costs:** It helps reduce transaction costs, as the component player and OEM can negotiate prices and terms over a longer period, reducing the need for frequent renegotiations
- **Increased investment in R&D:** An OEM can encourage the component player to invest in R&D, with an expectation of a return on the investment over an extended period
- **Competitive advantage:** OEMs can also provide a competitive advantage, as the component player can differentiate themselves from competitors and establish a strong reputation in the industry
- **Improved quality and reliability:** It encourages a component player to focus on quality and reliability, as they are more invested in the OEM's success and reputation

- **Increased flexibility and adaptability:** OEMs allow the component players to be more flexible and adaptable, as they are able to respond to changes in the OEM's needs over time
- **Cost optimisation:** The economies of scale achieved through bulk purchasing and lean manufacturing practices enable auto component players to reduce production costs, thereby enhancing their market competitiveness
- **Market expansion:** Automotive component players also benefit from access to larger markets and customer bases through OEM distribution channels, facilitating their growth and expansion
- **Supply chain resilience:** Long-term partnerships between OEMs and automotive component players ensure consistent flow of raw materials, mitigate risks and foster a stable supply chain ecosystem

Supply-side drivers

Vertical integration within the industry

Traditionally, companies have relied on multiple suppliers for raw material, technology and components. Vertical integration, therefore, provides greater control of upstream or downstream operations by developing internal expertise or by acquiring capabilities that are traditionally outsourced. It entails building from the ground up in-house capabilities that were not considered part of a company's core competence.

Vertical integration allows the auto component player to manage multiple stages of production in-house from raw material processing to machining, assembly, and testing. With in-house tooling, engineering, and quality control, such facilities reduce supplier dependence, improve cost efficiency, ensure consistent quality, accelerate development, and deliver higher value addition while meeting stringent OEM requirements.

Vertical integration in India's automotive component industry is a growing trend, with companies increasingly bringing various stages of production, from raw materials to finished components, under their control. A company's strategy to control multiple stages of its production process or supply chain is gaining traction, particularly with the rise of EVs and increasing criticality of technology.

Drivers of vertical integration in the Indian auto component industry are:

- **Increased control and efficiency:** Vertically integrating helps companies gain greater control over product quality, costs and delivery times by reducing reliance on external suppliers
- **Technological advancement:** The transition to EVs and the adoption of advanced technologies such as ADAS and connected vehicles are driving companies to develop software and essential components in-house for better integration and performance
- **Market dynamics and competition:** Rapid shifts in the automotive market, fuelled by evolving consumer demands and new technologies, encourage vertical integration to gain a competitive edge
- **Supply chain resilience:** Disruptions in the global supply chain, highlighted by events such as semiconductor shortages, emphasise the need for greater control over the supply of critical components, leading companies to consider vertical integration. It can streamline production, reduce reliance on external suppliers, and potentially lower costs
- **Cost reduction and economies of scale:** Companies can achieve cost savings by eliminating the need to purchase components from other companies and potentially leveraging economies of scale, especially at higher levels of integration
- **Focus on sustainability:** Increasing demand for environmentally friendly vehicles and practices is driving companies to integrate technologies and processes that reduce their environmental impact
- **Make in India initiative:** The government's push for domestic manufacturing and reduced reliance on

imports has fuelled the trend of vertical integration

Going forward, vertical integration is expected to become more prevalent in the Indian automotive component industry, as companies aim for greater control, efficiency and competitiveness in an evolving market.

The growing uptake of EVs and the adoption of new technologies will continue to drive vertical integration in software development, battery technology and other critical areas. Many companies may also opt for a hybrid approach or strategic partnerships to balance the advantages of vertical integration with the need for flexibility and access to specialised expertise.

Government initiatives such as Automotive Mission Plan and Atmanirbhar Bharat aim to foster a competitive ecosystem, promote R&D and encourage the localisation of advanced components as well, which may indirectly influence vertical integration strategies.

In conclusion, vertical integration is emerging as a critical strategy for the Indian auto component industry, enabling companies to strengthen control over quality, costs, and supply chains while adapting to rapid technological shifts. By integrating essential processes in-house, firms can achieve greater efficiency, resilience, and competitiveness in a dynamic market environment. Additionally, the emphasis on sustainability and the government's Make in India initiative further reinforces the importance of reducing external dependencies and fostering domestic capabilities. Collectively, these drivers position vertical integration as a key enabler of long-term growth and global competitiveness for Indian auto component players.

Qualitative overview of India's role in automotive component manufacturing

- India has a cost advantage in auto component manufacturing owing to relatively low labour cost, #2 producer of steel in the world and proximity to important automotive markets. This makes the country an ideal location for OEMs to source vehicle components
- To be sure, India already exports a significant amount of car components, which is likely to increase. At a component level, India has a competitive advantage over other countries in the manufacturing shafts, bearings and fasteners
- The domestic industry has been continuously improving its quality standards and developing new products to compete globally. Trade liberalisation in western markets has led to the emergence of Asia as an export hub for Europe and North and South America over the past decade. With supply chain realignment, several countries, including India, are likely to emerge as global outsourcing hubs
- Many domestic manufacturers have also successfully entered strategic alliances/collaborations, whereas others are actively testing the landscape. Many of the world's leading tier 1 suppliers have set up manufacturing facilities in India as well, including Bosch, Delphi, Visteon and Denso. Additionally, some domestic suppliers already meet global technical and quality standards at the tier 1 level
- Propelling the industry is also OEMs in India introducing new models more frequently. This will drive growth of the country's auto component industry, as changes in the process of manufacturing and designing will support the pricing power of component manufacturers
- Another factor supporting domestic auto component manufacturers is a decline in auto component manufacturing in Europe largely due to rising energy costs owing to geopolitical issues and stringent environmental regulations, as well as diversification of the supply chain driving companies to choose India as a preferred alternative due to lower costs, supportive government policies and strategic location near growing markets

Key automotive clusters and advantages of strategic location of manufacturing units for automotive component players

India has a diverse and robust automotive manufacturing sector, encompassing the production of passenger vehicles, commercial vehicles, two-wheelers, three-wheelers, tractors and auto components. The country has become a sizeable

exporter of automobiles and auto components, with substantial market presence in Africa, Europe and Latin America.

Notably, several major automotive manufacturing hubs have emerged in India:

- **Chennai-Bengaluru-Hosur:** This cluster has prominent global as well as domestic automotive manufacturers such as Ashok Leyland, BMW, Caterpillar, Hyundai, Hindustan Motors, Renault, Tata Motors (land acquisition in Ranipet), Toyota, TVS Motors, Yamaha, etc. The cluster is also renowned for its extensive auto component manufacturing capabilities
- **Mumbai-Pune-Nashik-Aurangabad:** As a major automotive hub, it hosts manufacturers such as Bajaj Auto, Hindustan Motors, Hyundai, John Deere, Piaggio, Mahindra & Mahindra, Mercedes-Benz, Tata Motors, Volkswagen, etc, with significant focus on component production and engineering services
- **Delhi-Gurugram-Faridabad:** This cluster has evolved into a substantial automotive manufacturing base, with Escorts, Hero MotoCorp, Honda Cars, Maruti Suzuki, Suzuki Motorcycles and Yamaha key players. The region also boasts a range of auto parts and engineering facilities
- **Sanand-Hansalpur-Vithalpur (Gujarat):** The cluster hosts several major automotive production plants, including the Sanand Industrial Estate, which is notable for hosting the Tata Motors plant, Suzuki Motors plant in Hansalpur, and MG Motors and Hero MotoCorp plants in Halol, and Honda plant in Tapukara
- **Kolkata-Jamshedpur:** This cluster is also one of the major auto manufacturing bases in the country, with Hindustan Motors and Tata Motors the key players

Source: Crisil Intelligence

The automotive clusters in India have been pivotal role in establishing the country as a significant player in the global automotive industry, with strong emphasis on exports as well as domestic manufacturing capabilities. These clusters have created a robust ecosystem for automotive component manufacturers and suppliers, in turn supporting vehicle manufacturing plants located within these clusters.

Majority of the large auto component manufacturers have set up production facilities in proximity to these strategic clusters, thereby creating a symbiotic relationship between the vehicle manufacturers and their suppliers. This has resulted in a highly efficient and integrated supply chain, with components and parts sourced locally, reducing logistics costs and lead times.

Advantages of strategic location for automotive component manufacturers

- **Proximity to OEMs:** Being close to major automobile manufacturers reduces transportation costs and lead times for component delivery
- **Access to skilled labour:** Established clusters offer a readily available pool of skilled workers experienced in automotive manufacturing processes
- **Efficient logistics and infrastructure:** Proximity to ports, highways and other transportation networks facilitates efficient movement of raw materials and finished goods
- **Strong supplier ecosystem:** Established clusters often have a well-developed ecosystem of ancillary industries, making it easier for component manufacturers to source inputs and services
- **Government incentives:** Specific states offer various incentives to attract investment in the automotive sector, including tax breaks, subsidies and streamlined regulations
- **Cost optimisation:** Strategic location can lower overall production costs due to reduced transportation expenses, efficient logistics and access to competitive labour
- **Enhanced competitiveness:** By leveraging these advantages, component manufacturers can improve their

competitiveness in the domestic and global markets

Overall, the strategic location of automotive component manufacturers plays a pivotal role in ensuring operational efficiency, cost effectiveness and long-term competitiveness. By capitalising on proximity to OEMs, availability of skilled labour, robust logistics infrastructure and strong supplier ecosystems, manufacturers can streamline production and delivery processes. Proximity to OEM hubs provides significant operational benefits, including reduced lead times, enhanced responsiveness, and improved supply reliability to OEMs. Furthermore, government incentives and potential for cost optimisation strengthen the sector's growth prospects.

Collectively, these factors not only enhance the efficiency of domestic operations but also position manufacturers to compete effectively in the global automotive market.

Outlook of the Indian auto component industry

The size of the auto component market is projected to increase 7-9% on-year in fiscal 2026, aided by continued economic growth supporting buoyant demand from the OEM and replacement market. Within the space, exports (accounting for 22% of the overall demand in fiscal 2025) are projected to grow 6-8% on-year on the back of demand from North America and Europe, which together contribute 60-65% to export demand. Export revenues are also expected to be supported by increased global demand and diversification of the supply chain. However, the global tariff scenario remains a key monitorable.

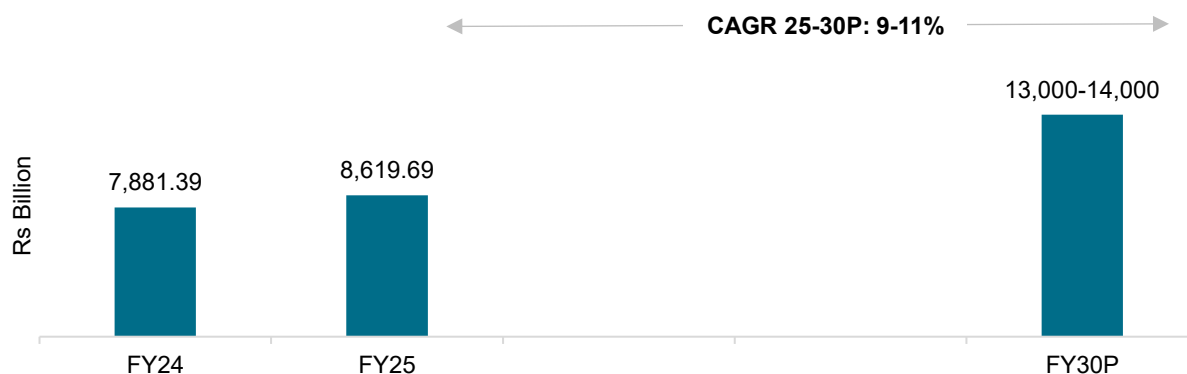
Between fiscals 2025 and 2030, Crisil Intelligence expects the auto component industry to grow at 9-11% CAGR, to Rs 13,000-14,000 billion, which is faster than the automobile industry's growth. The high growth rate will be driven by rising electronics content per vehicle, accelerating electrification and export opportunities, growing localisation under Make in India, and increasing demand for high-value, technology-driven auto components, price increases as well as sustained increase in vehicle sales across all segments.

Within the auto component space, replacement domestic offtake is projected to clock 6-8% CAGR and exports 8-10% CAGR, owing to healthy OEM sales in the past five years, barring the pandemic-impacted fiscals 2020 and 2021, along with 2-3 years of replacement cycles.

Moreover, auto component players undertook price hikes to offset the uptick in commodity prices. Hence, rising realisation is also likely to aid the replacement demand growth. Besides, demand in the replacement market is projected to grow due to increase in penetration of cab aggregator services in the overall stock of passenger vehicles. Nonetheless, increased durability of components (better quality), better road infrastructure and increase in service intervals would restrict the robust growth.

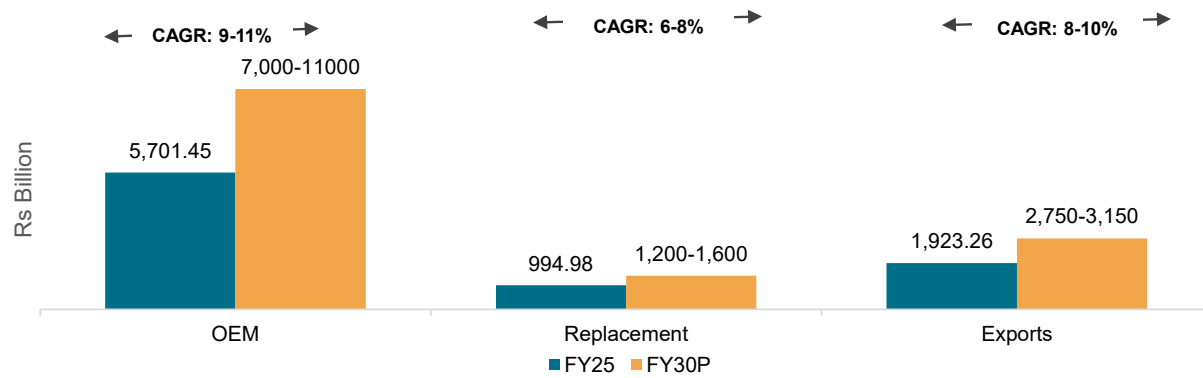
Exports are expected to grow at 8-10% CAGR over the period, driven by diversification strategies adopted by auto component players to cater to larger geographies. Exports are also expected to grow as the global economy improves and demand for sourcing from India moves towards higher value, mission critical components.

Outlook on auto components industry



P – projected
Source: Crisil Intelligence

Segment-wise outlook on auto components industry



P – projected
Source: Crisil Intelligence

Meanwhile, imports are expected to grow at 6-8% CAGR. The government's high focus on EVs and import of batteries and cells, and battery management systems is expected to drive the rise.

Still, government initiatives such as Make in India and PLI are expected to increase localisation, in turn decelerating the rate of growth of imports. As Indian players focus on localisation, backed by better corporate tax rates and policies, growth in imports is expected to be relatively muted in the long run.

Review of and outlook on the automotive lighting industry

The automotive lighting segment is a vital and integral part of the automotive component industry, playing a pivotal role in ensuring the safety, comfort and visibility of drivers and passengers across all vehicle categories, including passenger vehicles (PVs), commercial vehicles (CVs), two-wheelers (2Ws), three-wheelers (3Ws), tractors and construction equipment (CE). The segment encompasses a comprehensive range of lighting systems, including front lighting, rear lighting and interior lighting, which serve the dual purpose of illuminating the road for drivers and improving the visibility of vehicles to fellow road users, ensuring safety in all conditions.

The automotive lighting segment is a complex and multifaceted industry that caters to diverse vehicle segments, each with its unique lighting requirements, driven by factors such as aesthetics, safety, functionality and regulatory compliance. The segment's primary objective is to provide effective and efficient lighting solutions that enhance road visibility, vehicle safety and regulatory compliance, while also integrating advanced features that augment driving experience. The growing integration of electronics and smart features in vehicles has further expanded the role of lighting beyond illumination, serving as a tool for communication, brand differentiation and regulatory compliance.

The two primary functions of the automotive lighting segment are:

- **Illumination:** Providing adequate lighting to illuminate the road, enabling drivers to navigate safely and comfortably, even while visibility is low.
- **Visibility:** Ensuring that vehicles are visible to other road users, including pedestrians, cyclists, and other drivers, reducing the risk of accidents and enhancing overall road safety.

Beyond these primary functions, automotive lighting systems also play a pivotal role in enhancing the premium feel, product differentiation and overall aesthetic appeal of vehicles, particularly in the premium segment. By offering a unique blend of style, sophistication and technological innovation, advanced lighting solutions have become a key factor in distinguishing high-end vehicles and elevating the overall driving experience, contributing significantly to automotive manufacturers' premiumisation and brand differentiation strategies.

Automotive lighting plays a crucial role in ensuring the safety, efficiency and regulatory compliance of vehicles, while also enhancing driver comfort. It provides visibility, warns other road users of the vehicle's presence and indicates the driver's intentions, reducing the risk of accidents and minimising downtime. Proper lighting is essential for commercial vehicles, tractors and CE, and vehicles must comply with regulatory requirements set by authorities such as the Automotive Research Association of India (ARAI) and the MoRTH. Furthermore, automotive lighting improves driver comfort and wellbeing by reducing eye strain and fatigue during long hours of driving, ultimately contributing to a safer and more efficient driving experience.

Types of automotive lighting in India

- **Front lighting**
 - **Headlights:** Also known as headlamps, these are the primary source of illumination for the driver, providing a beam of light to illuminate the road ahead.
 - **Daytime running lights (DRLs):** These lights are designed to increase the visibility of the vehicle during the day, reducing the risk of accidents.
 - **Fog lights:** These lights are used to improve visibility during fog, rain or snow.
 - **Work lamps:** These lights are used to illuminate work areas such as construction/excavation sites, fields or implements attached.
 - **Turn signal lights:** Also known as indicators, these lights are used to signal the driver's intention to change direction or turn.

- **Rear lighting**
 - **Taillights:** Located at the rear of the vehicle, taillights indicate the vehicle's presence to other road users and provide a warning signal while braking.
 - **Brake lights:** These lights are activated when the driver presses the brake pedal, warning other road users of the vehicle's intention to slow down or stop.
 - **Turn signal lights:** Also known as indicators, these lights are used to signal the driver's intention to change direction or turn.
- **Interior lighting:** This includes lights used to illuminate the vehicle's interior, such as dashboard lights, reading lights, overhead cabin lamps and ambient lighting.

The automotive lighting market is dominated by three main lighting technologies: Halogen or bulb-based, purely light-emitting diode (LED)-based and a combination of LED and bulb.

- **Halogen or bulb-based systems:** These traditional lighting systems have been widely used in the automotive industry for decades. They are relatively inexpensive and easy to manufacture, making them a popular choice for many vehicle manufacturers. However, they have some drawbacks, such as lower energy efficiency and a shorter lifespan compared to LED-based systems.
- **Purely LED-based systems:** LED technology has gained significant traction in the automotive lighting market due to its energy efficiency, longer lifespan and design flexibility. LED-based systems are more expensive than Halogen-based systems, but they offer better performance, safety and aesthetics. Many vehicle manufacturers have adopted LED-based systems for their headlamps, tail lamps and interior lights.
- **Combination of LED and bulb:** This hybrid approach combines the benefits of LED and bulb-based systems. It uses LEDs for certain functions, such as daytime running lights or turn signals, while using traditional bulbs for other functions such as low-beam headlights. This combination offers a balance between cost, performance and energy efficiency.

LED vs halogen

Parameters	Halogen	LED
Brightness	1,000 to 1,500 lumens	3,000+ lumens
Lifespan	800-2000 hours	20,000-30,000+ hours
Energy consumption	High	Low
Heat generation	High	Low
Design flexibility	Low	High

Source: Industry, Crisil Intelligence

The automotive lighting sector serves a diverse range of vehicle segments, each with its unique lighting requirements. These can be broadly categorised into two primary domains: Exterior lighting and interior lighting.

Exterior lighting: The exterior lighting requirements vary across different vehicle segments, including:

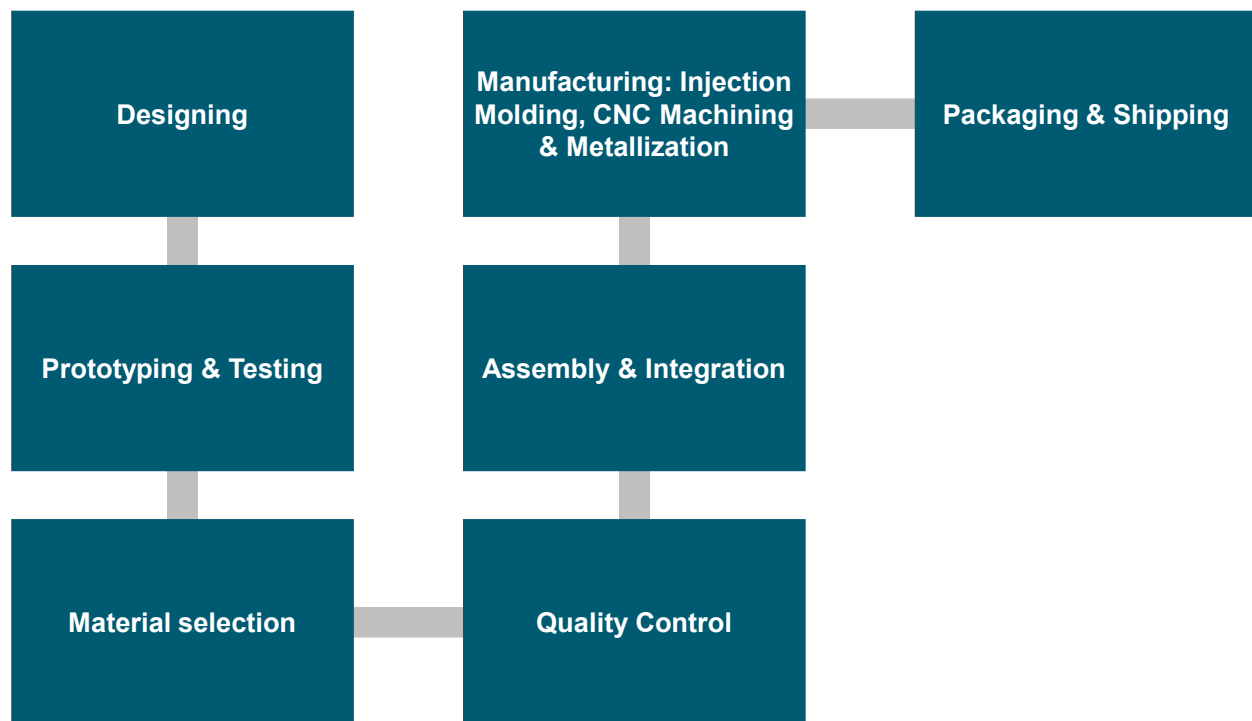
- **PVs:** These vehicles necessitate a comprehensive array of exterior lighting systems, encompassing headlights, taillights, fog lights and DRLs. These lighting systems are designed to provide optimal visibility, safety and aesthetic appeal.
- **2Ws and 3Ws:** These vehicles require compact and energy-efficient exterior lighting systems, including headlights, taillights and indicators. The emphasis is on minimising power consumption while ensuring sufficient visibility and safety.
- **CVs, tractors and CE:** These vehicles demand robust and durable exterior lighting systems, including headlights, taillights and work lights. The primary objective is to ensure safety and visibility, particularly in low-light conditions, while withstanding the rigours of heavy-duty operations.

Interior lighting: The interior lighting requirements also vary across different vehicle segments, with a focus on:

- **PVs:** Interior lighting systems, such as dashboard lights, ambient lighting and reading lights, are designed to enhance driving experience and provide functionality. These systems often feature advanced technologies such as LED lighting to create a premium ambiance.
- **Other Segments:** In contrast, other vehicle segments such as 2Ws, 3Ws, CVs, tractors and construction equipment typically require minimal interior lighting. The emphasis is on simplicity, functionality and durability, with a focus on providing essential lighting for operational purposes.

Manufacturing process for the automotive lighting industry

The manufacturing process for automotive lighting is a sophisticated combination of design, engineering, material science and precision assembly, resulting in high-performance lighting systems for vehicles. Each step in production is crucial for achieving quality, durability and compliance with regulatory standards.



Source: Industry, Crisil Intelligence

Design and conceptualisation

The process begins with the conceptualisation of lighting design, which considers the vehicle's aesthetics, optical functionality and strict regulations related to brightness, beam pattern and energy consumption. Designers also use advanced computer-aided design (CAD) software to create detailed 3D models, simulating the structural and optical performance of the lighting components before physical production starts. The interplay between OEMs (automakers) and lighting manufacturers during the design phase is a rigorous, iterative negotiation between stylistic ambition and technical feasibility. The process typically starts with the OEM's design studio setting the visual intent, defining the brand's specific light signature and the external shape of the lamp within the car's bodywork. The lighting manufacturer acts as the engineering anchor, tasked with fitting complex optical systems, thermal management units and electronic drivers into the often-restrictive packaging space. This dynamic involves a process where suppliers must innovate to meet the OEM's desire for slim, futuristic aesthetics without violating safety regulations. Ultimately, they co-develop the final product to ensure that the light not only looks seamless and premium, but also survives the vehicle's lifespan and meets all photometric requirements.

Prototyping and testing

After digital design, prototypes are produced using technologies such as 3D printing and CNC machining. Prototyping allows engineers to physically assess the form, fit and functionality of the lighting assembly. Rigorous testing follows, including photometric evaluation to measure light output and distribution, vibration tests for durability and environmental simulations for water resistance, heat management and chemical exposure.

It is highly beneficial when the lighting manufacturer also has an in-house design center as this internal capability allows the supplier to validate styling concepts against engineering constraints in real-time, drastically reducing the feedback loop between the OEM's studio and the manufacturing floor. Instead of rejecting an OEM's concept due to technical infeasibility later in the process, the manufacturer's designers can proactively offer alternatives that preserve the original artistic intent while ensuring optical performance and manufacturability.

Material selection and preparation

Automotive lighting demands materials with high optical clarity, impact resistance and thermal stability. Common choices include polycarbonate, acrylic, ABS and specialised metals for reflectors. Plastic granules are prepared and filtered to remove impurities and then prepped for molding processes.

Manufacturing: Injection molding and metallisation

Production typically utilises injection molding for lens and housing components—molten plastic is injected under pressure into molds, cooled and ejected as precise parts. For reflectors and components that require complex features or metallic surfaces, vacuum metallisation is used. Vacuum metallisation creates highly reflective surfaces by bonding the metal onto substrates under low pressure, producing superior optical characteristics for headlamp reflectors.

Surface treatment

Surface treatment plays a crucial role in elevating the quality of auto lighting components by enhancing their appearance, durability and performance. Through corrosion protection, aesthetic enhancement, durability improvement and optical performance optimisation, surface treatment ensures that the components meet the highest standards. Using various methods such as painting, chromating, electroless nickel plating, laser marking and polishing, manufacturers can guarantee standard quality, reliability and visual appeal, ultimately resulting in superior auto lighting components.

Assembly and integration

Finished components are cleaned and assembled in a controlled environment. Printed circuit boards (PCBs), LED chips or traditional bulbs are fitted into the housings. Power supply wires are soldered, and in the case of LED lighting, thermal management is critical; fans or heat sinks are installed to maintain temperature and longevity. Glue dispensing machines may be employed for waterproofing and stabilisation of internal wiring connections.

Quality control and inspection

Throughout assembly, quality audits are conducted at multiple stages. Automated and manual inspection ensures that electrical connections are sound, lenses are free from defects and reflectors meet optical standards. Advanced vision systems or human inspectors check for defects such as colour inconsistency, inadequate beam angles or poor assembly. Final quality control may include waterproofing tests, durability trials and regulatory compliance confirmation to guarantee “zero defect” shipments.

Final packaging and shipping

After passing through inspection, the completed lighting assemblies are packaged using anti-static and impact-resistant materials and then shipped to automotive plants for vehicle integration or aftermarket sales.

Automotive lighting manufacturing is a blend of high technology, precision engineering and strict quality management. The entire process ensures that modern vehicles feature lighting systems that are efficient, compliant and reliable for consumer safety and satisfaction.

In recent years, the automotive lighting industry has undergone significant changes, driven by advances in technology and changing consumer demands. The use of LEDs has become increasingly popular due to their energy efficiency, long lifespan and flexibility. The use of advanced materials, such as polycarbonate and acrylic, has also become more widespread due to their high impact resistance and optical clarity. As the automotive industry continues to evolve, the automotive lighting manufacturing process should play an increasingly important role in ensuring the safety and performance of vehicles on the road.

The manufacturing process of automotive lighting components has also undergone a transformation, with a focus on improving efficiency, reducing costs and enhancing product quality. Below are some of the changing trends in the manufacturing process of automotive lighting components:

- **Increased use of advanced materials:** The use of advanced materials such as polycarbonate, acrylic and polypropylene is increasing in the production of automotive lighting components due to their improved durability, impact resistance and design flexibility.
- **Growing use of Injection molding:** Injection molding is a widely used process in the production of automotive lighting components, and its use is increasing due to its ability to produce high-volume parts with high precision and accuracy.
- **Increased focus on surface finishing:** The surface finishing of automotive lighting components is critical to their appearance and performance, and manufacturers are increasingly focusing on improving surface finishing techniques such as painting, coating and polishing.
- **More emphasis on optical quality:** The optical quality of automotive lighting components is critical to their performance, and manufacturers are increasingly focusing on improving optical quality using advanced materials, coatings and manufacturing processes.
- **Growing demand for LED-based components:** The use of LED-based components is increasing in the automotive lighting industry due to their energy efficiency, longer lifespan and design flexibility.
- **Increased use of automation and robotics:** The overall automotive industry, including automotive component manufacturers, is increasing the use of automation and robotics in its operations. Automation and robotics, including automated guided vehicles (AGVs)—computer-controlled, mobile robots that autonomously transport raw materials, components and finished products—are increasingly used in the production of automotive lighting components to improve efficiency, reduce costs and enhance product quality.
- **More focus on sustainability:** The automotive component industry is under pressure to reduce its environmental impact, and manufacturers are responding by adopting sustainable manufacturing practices such as using green buildings, renewable energy sources such as solar panels, reducing waste and implementing recycling programmes.
- **Growing demand for adaptive lighting components:** Adaptive lighting components that can adjust to changing driving conditions are becoming increasingly popular, and manufacturers are responding by developing advanced components that can adjust to different driving scenarios.
- **Increased use of simulation and modeling:** Simulation and modelling are being increasingly used in the design and development of automotive lighting components to improve their performance, reduce development time and enhance product quality.

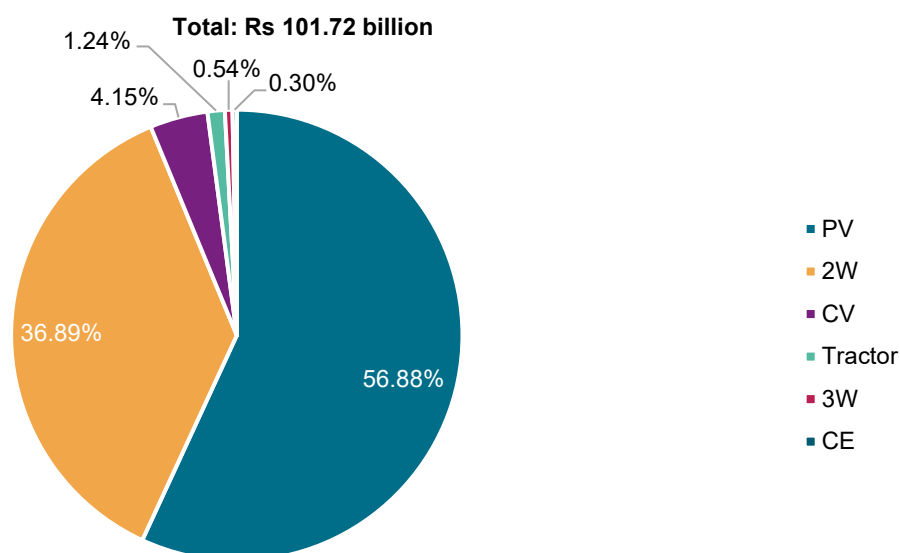
Indian automotive lighting industry

Review of the industry for fiscal 2025

The domestic automotive lighting industry, which supplies OEMs, is estimated to be around Rs 101.72 billion as of fiscal 2025. The industry is primarily driven by the demand for lighting solutions from the passenger vehicle and two-wheeler segments, which account for the largest share of the market. The commercial vehicle segment also contributes

significantly to the industry's growth. The contribution from other segments such as tractors, 3Ws and CE is relatively modest, indicating a smaller market size and limited demand for specialised lighting solutions in these areas.

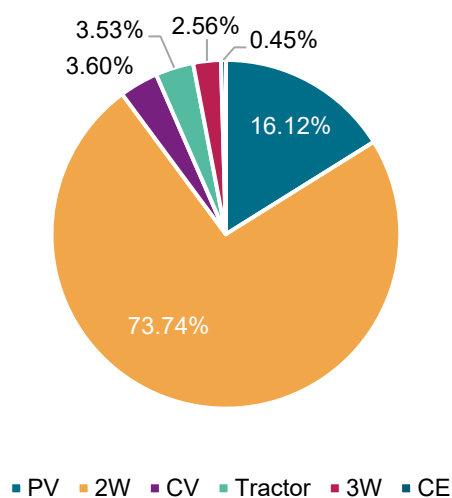
Automotive segment-wise split in the domestic automotive lighting industry in fiscal 2025



Note: Headlamps and tail lamps include DRLs and turn indicators wherever they are a part of the overall assembly and do not include connected/horizon light bars, centre position lamps and puddle lamps.

Source: SIAM, Vahan, Crisil Intelligence

Domestic vehicle sales split (in volumes) in fiscal 2025



Source: SIAM, Vahan, Crisil Intelligence

Despite accounting for a relatively modest ~16% of overall automotive sales, passenger vehicles (PVs) have emerged as the dominant force in the automotive lighting market, commanding a substantial ~57% share.

The passenger vehicle segment's dominance can be attributed to its higher usage of lights, including a wide range of

exterior and interior lighting systems. Exterior lights, such as headlights, taillights, DRLs, fog lamps and CHMSLs, are complemented by interior lights, including reading lights, cabin lamps and ambient lights. This extensive use of lighting systems has created a significant demand for advanced lighting technologies, particularly premium LEDs.

The PV segment is characterised by the adoption of relatively costlier, aesthetically appealing advanced lights. These lights are designed to enhance the overall driving experience, providing a premium feel and a range of benefits, including improved safety and energy efficiency.

The increasing share of premium segment vehicles, coupled with the launch of feature-rich models offering the latest safety and comfort features, has driven the adoption of premium lighting technology within the PV segment.

Additionally, the share of LEDs in the overall lighting component volumes is also notably higher for PV Vis-à-vis other automotive segments of 2Ws, as well as CVs, and it is insignificant for CE, 3Ws and tractors.

In turn, the PV segment leads the automotive lighting market, driven by higher usage of lights, higher LED penetration and the associated higher costs, and a notable contribution to overall automotive sales.

The 2W segment, which accounted for a substantial ~74% of vehicle sales in fiscal 2025, made a notable contribution of ~37% to the automotive lighting market. The 2W segment's lighting requirements are distinct, with a primary focus on exterior lighting in the form of headlights and tail lamps.

The 2W segment's reliance on exterior lighting is driven by the need for visibility and safety on the road. Headlights and tail lamps are essential components of a 2W lighting system, providing critical illumination for the rider and other road users. The design and functionality of these lights are crucial in ensuring the safety and comfort of the rider.

The 2W industry is undergoing a significant transformation, driven by the trends of premiumisation and electrification. As consumers increasingly seek high-end features and advanced technologies, the demand for premium lights, such as LEDs, has increased. The share of premium lights in the 2W segment is also notable. This notable contribution is supported by the adoption of LEDs in premium motorcycles and scooters that offer improved performance, efficiency and aesthetics. The premiumisation of vehicles, the electrification of the automotive sector and the increasing adoption of LEDs are all expected to drive up the lighting content per vehicle. Moreover, the 2W segment is anticipated to emerge as a significant contributor to the auto lighting market, driven by the growing demand for high-end 2Ws with advanced lighting features.

CVs, which accounted for ~4% of the total vehicle sales in fiscal 2025, contributed a similar share to the automotive lighting segment during the year. CVs' lighting requirements have historically been distinct from those of PVs and 2Ws, with a primary focus on robustness, durability and functionality. Hence, halogen is still the preferred technology in headlights. A few OEMs such as Eicher offer LED DRLs and halogen headlight combinations, which are expected to be widely adopted over the pure LEDs in this segment. The CV industry has also witnessed premiumization, with increasing customer preference for fully built cabins and premium cabins, with an increased emphasis on driver comfort and safety. This trend was also witnessed when the LCV and IMHCV truck segments completely shifted to LED taillights after BS-VI Phase-II norms, improving visibility and increasing the life of the lamps significantly.

Although the overall share of premium lighting in CVs may be lower, the industry is shifting, especially with the fast electrification of the LCV segment, and the growing preference for pure LED lights in EV should increase the use of LED lighting, as it offers improved visibility, aesthetic appeal, durability and reliability, significantly improving safety as the life of these LED lights are relatively high.

The 3W segment, which accounted for a relatively small 3% of the overall sales in fiscal 2025, has a distinct approach to lighting that is driven by functionality and cost considerations. Unlike the PV and 2W segments that prioritise advanced lighting technologies and aesthetics, the 3W segment focuses on basic lighting that meets the essential requirements of safety and visibility.

Given the commercial usage and price-sensitive nature of the 3W segment, halogen-based lighting is the preferred choice for both headlights and taillights. This is due to the lower cost and simplicity of halogen-based lighting systems, which are well-suited to the functional needs of 3Ws. The use of halogen-based lighting also reflects the segment's emphasis on affordability and reliability, rather than advanced features or aesthetics.

As a result of its relatively low sales volume and limited use of lights per vehicle, the 3W segment's contribution to the automotive lighting industry is estimated to be ~0.5%. This is a relatively small share compared with the PV and 2W segments that dominate the market with their higher sales volumes and greater use of advanced lighting technologies.

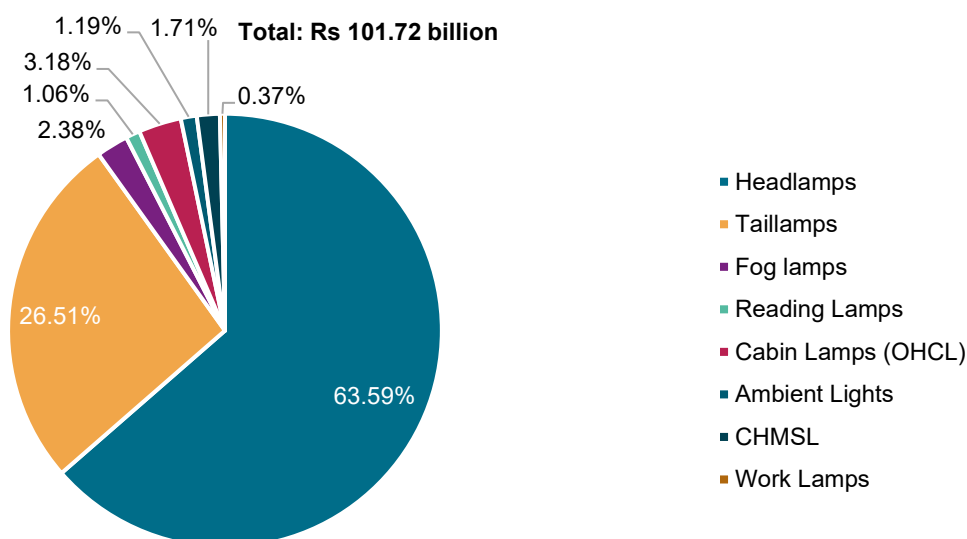
The tractor and CE segments, which accounted for a relatively small share of automotive sales in fiscal 2025, utilise basic lighting technology that prioritises functionality, robustness and durability. This approach is reflected in their limited contribution to the automotive lighting market.

Tractors, which contributed around 4% to automotive sales in fiscal 2025, primarily employ halogen-based lighting systems for their headlights, taillights and work lamps. These lighting systems are relatively inexpensive and focus on providing basic illumination, rather than advanced features or aesthetics. As a result, the tractor segment's share of the automotive lighting market was limited to ~1%.

The CE segment, which accounted for less than 1% of industry sales in fiscal 2025, has a limited number of lights and primarily uses halogen-based or bulb-based lighting systems. Although some construction equipment may feature LED usage in work lamps, the overall contribution of the CE segment to the automotive lighting industry was restricted to ~0.3% in fiscal 2025.

The tractor and CE segments prioritise basic lighting technology that focuses on functionality, robustness and durability, rather than advanced features or aesthetics. Their limited contribution to the automotive lighting market reflects the relatively simple lighting requirements and emphasis on affordability in these segments.

Lighting segment-wise split in domestic automotive lightings industry in fiscal 2025



Note: Headlamps and tail lamps include DRLs and turn indicators wherever they are part of the overall assembly and do not include connected/horizon light bars, centre position lamp and puddle lamps.

Source: SIAM, Vahan, Crisil Intelligence

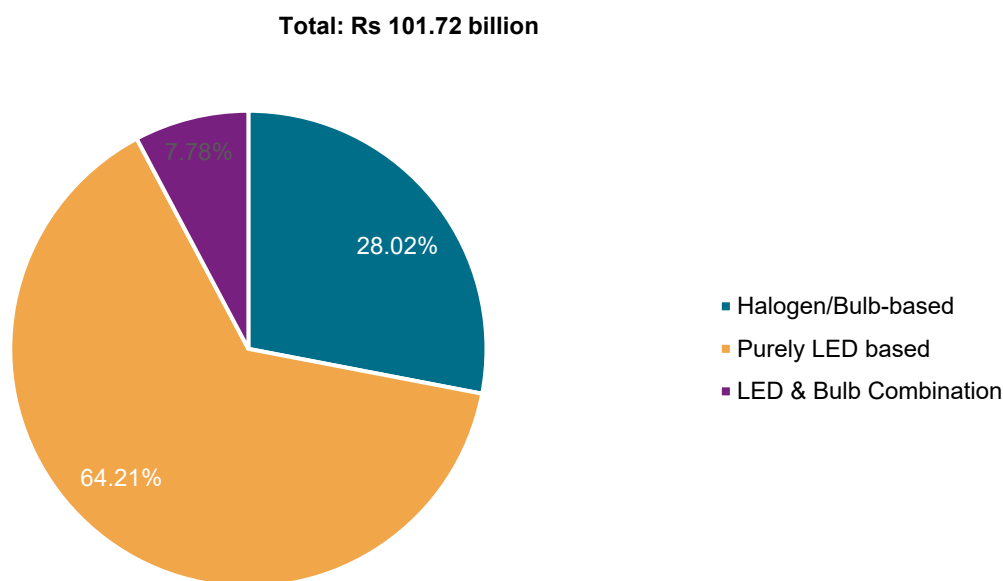
The automotive lighting industry is a vital component of the overall automotive sector, providing essential illumination for vehicles and ensuring safety on the roads. Automotive lighting has transcended its functional role to become a key contributor to the premium feel, distinctiveness, and visual appeal of vehicles, particularly in the high-end segment. By offering a unique fusion of style, technology and sophistication, advanced lighting solutions have become a vital element in the premiumisation and brand differentiation strategies of automotive manufacturers, enabling them to create a luxurious and exclusive driving experience that justifies the premium price point and sets their vehicles apart from the competition.

Within this industry, headlamps, also known as headlights, play a crucial role as the primary source of illumination for drivers across various automotive segments. They contribute the most to the automotive lightings industry, accounting for a significant share of the market.

Headlamps		Headlamps are a crucial part of a vehicle's lighting system, and demand for them has increased due to the adoption of DRLs and LEDs in premium vehicles, especially passenger vehicles and two-wheelers supporting their lead in the domestic automotive industry.
Tail lamps		Tail lamps are a vital part of a vehicle's lighting system, providing essential illumination for safety and visibility, although they contribute less to the industry compared to headlamps due to their smaller size and lower pricing.
Fog lamps		Fog lamps have limited contribution to the automotive lighting industry due to their restricted use in passenger vehicles and low demand, despite being an essential safety feature in low-visibility conditions.
OHCL - overhead cabin lamps and reading lamps		A part of interior lightings, OHCL are more than mere reading lamps due to their multiple features and higher cost.
Ambient lights		Ambient lights are mainly used in premium vehicles in the PV segment to create a luxurious ambience and their use of LEDs has supported their industry share, despite limited application.
Centre high-mounted stop lamp (CHMSL)		CHMSL is a common feature in passenger vehicles, but its small size and low cost limit its contribution to the automotive lighting market.
Work lamps		Work lamps are used in tractor and construction equipment. They are mostly halogen-based and have a small market share due to their niche application and limited demand.

The automotive lighting industry is dominated by headlamps and tail lamps, which are essential components of a vehicle's lighting system. The increasing adoption of DRLs and LEDs, particularly in premium personal vehicles, has resulted in headlamps leading in the domestic automotive lightings industry. While tail lamps contribute significantly to the industry, their average pricing is lower than that of headlamps. Fog lamps, interior lights and work lamps also play important roles in the industry, although their contributions are relatively smaller due to limited applications and demand.

Lighting technology-wise split in domestic automotive lightings industry



Source: SIAM, Vahan, Crisil Intelligence

The automotive lighting market can be segregated into three primary lighting technologies: Halogen or bulb-based, purely LED-based, and a combination of LED and bulb-based lighting. Headlamps and tail lamps, which are the primary contributing sub-segments, predominantly use either halogen-based systems or purely LED systems. This has resulted in a significant contribution from these technologies to the overall industry.

The notable presence of LEDs in ambient lighting and CHMSL has supported its leading position in the overall industry. The premium prices of LED have also contributed to their dominance in value. As a result, LED technology has emerged as the foremost lighting technology in the automotive lighting market.

The combination of LED and halogen technology has a limited presence in the market, which is restricted to the headlights of a few models of passenger vehicles, two-wheelers and commercial vehicles. This hybrid technology has not gained significant traction, resulting in its limited contribution to the overall industry. The dominance of halogen and LED technologies has overshadowed hybrid technology, making it a niche technology in the market.

Exports in the automotive lighting industry

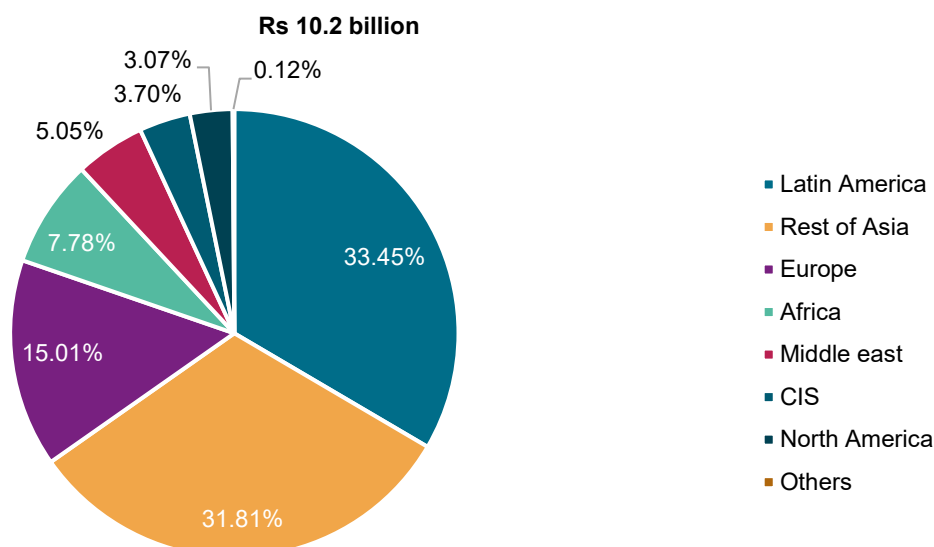
India's automotive lighting industry not only meets domestic demand but also caters to the global market, supplying high-quality lighting assemblies to renowned OEMs worldwide. In fiscal 2025, the industry achieved a significant milestone, with exports of automotive lighting assemblies reaching a substantial Rs 10.2 billion.

In terms of regional distribution, India's automotive lighting exports were diversified across various geographies. Latin America emerged as the largest recipient, accounting for 33% of India's total exports in fiscal 2025. The rest of Asia

(Asia, excluding the Middle East) was the second-largest market, followed by Europe and Africa. The Commonwealth of Independent States (CIS) contributed ~4% to India's automotive lighting exports. This demonstrates the industry's growing global presence and its ability to tap into the emerging markets.

Looking ahead, the export demand for automotive lightings is likely to see a positive trajectory, driven by sustained vehicle sales growth, ongoing technological advancements, and an increasing lighting content per vehicle.

Region-wise split of exports



*Note: Rest of Asia is Asia excluding the Middle East; Others include Australia, New Zealand and the neighbouring countries.
Source: DGFT, Crisil Intelligence*

Growth drivers of automotive lighting industry in India

The automotive lighting industry in India is clocking significant growth, driven by various factors that are transforming the market landscape. Some of the key growth drivers include:

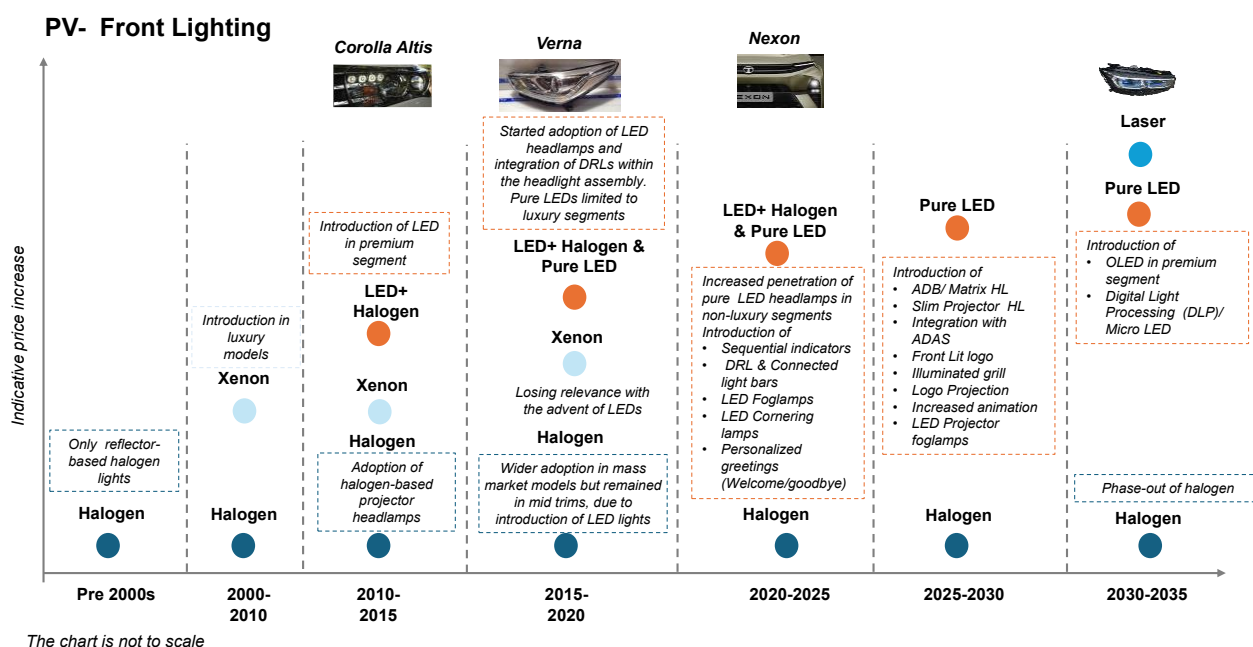
- **Growing demand for vehicles:** The growing demand for vehicles in India, driven by increasing disposable income, urbanisation and government initiatives, is driving the demand for automotive lighting components.
- **Rising demand for luxury and premium vehicles:** The uptick in demand for luxury and premium vehicles in India is driving the adoption of advanced lighting technologies, such as LED and laser lighting, that can provide unique and distinctive lighting effects.
- **Increasing demand for electric and hybrid vehicles:** The rising demand for electric and hybrid vehicles in India is driving demand for specialised lighting systems that are energy-efficient and environmentally friendly.
- **Increasing focus on safety and security:** The increasing focus on safety and security in the automotive industry is driving demand for advanced lighting technologies, such as LED and laser lighting, that can provide better visibility and safety.
- **Government regulations and policies:** Government regulations and policies, and stricter regulations mandating the use of advanced and energy-efficient lighting to enhance road safety, are acting as catalysts for the growth of the automotive lighting segment.

- **Increasing importance of aesthetics and design:** The growing importance of aesthetics and design in the automotive industry is driving demand for advanced lighting technologies, such as LED and OLED lighting, that can provide unique and distinctive lighting effects.
- **Advances in technology:** Advances in technology, such as the development of new materials and manufacturing processes, are enabling the creation of more efficient, reliable and cost-effective lighting solutions.
- **Integration with smart and connected vehicles:** Integration of lighting with ADAS, connected and autonomous vehicle technologies is another crucial factor impacting market dynamics
- **Increasing focus on sustainability and energy efficiency:** The growing focus on sustainability and energy efficiency in the automotive industry is driving the adoption of energy-efficient lighting technologies, such as LED and OLED lighting, that can reduce energy consumption and minimise environmental impact.
- **Government initiatives and investments:** Government initiatives and investments, such as the Make in India programme, are driving the growth of the automotive lighting industry in India by promoting domestic manufacturing and attracting foreign investment.

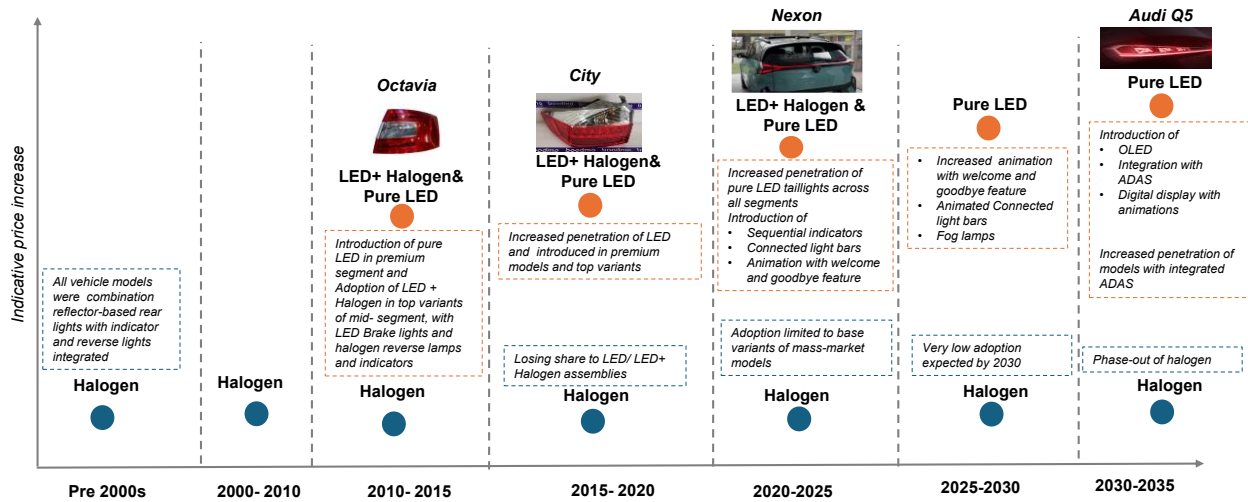
The growth drivers mentioned above are expected to increase the lighting content per vehicle due to increased premiumisation expected across segments, enabling deeper penetration of LEDs, increased adoption of advanced lighting systems like ADB/Matrix, OLEDs, etc. and latest features such as illuminated grill, personalised greetings, dynamic roof lightings, etc.

The automotive lighting industry is undergoing rapid transformation driven by technological advancements, evolving consumer preferences, and regulatory developments. The shift towards LED and adaptive lighting systems is creating opportunities for manufacturers to innovate and expand their product portfolio with high-value solutions. OEMs are increasingly focused on styling and enhanced comfort, driving demand for modern lighting features like slimline projectors, ambient lighting, illuminated grilles, and lit logos. The accelerating adoption of EVs, both in India and globally, further increases the need for energy-efficient and intelligent lighting. Additionally, stricter safety and emission norms are encouraging the integration of advanced lighting systems.

Evolution of automotive lighting in the Indian automotive industry

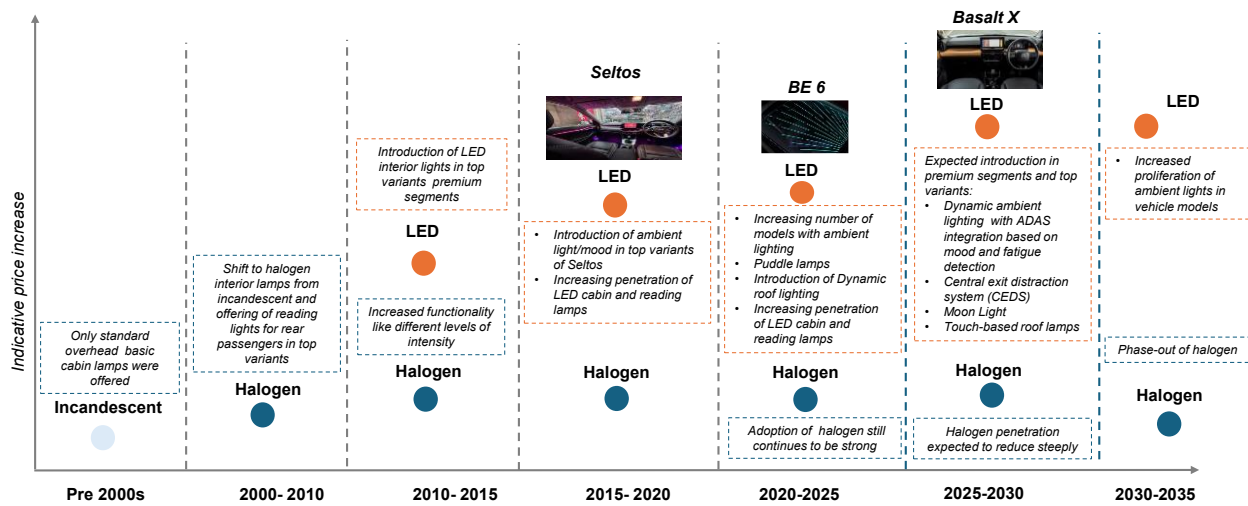


PV Rear-lighting



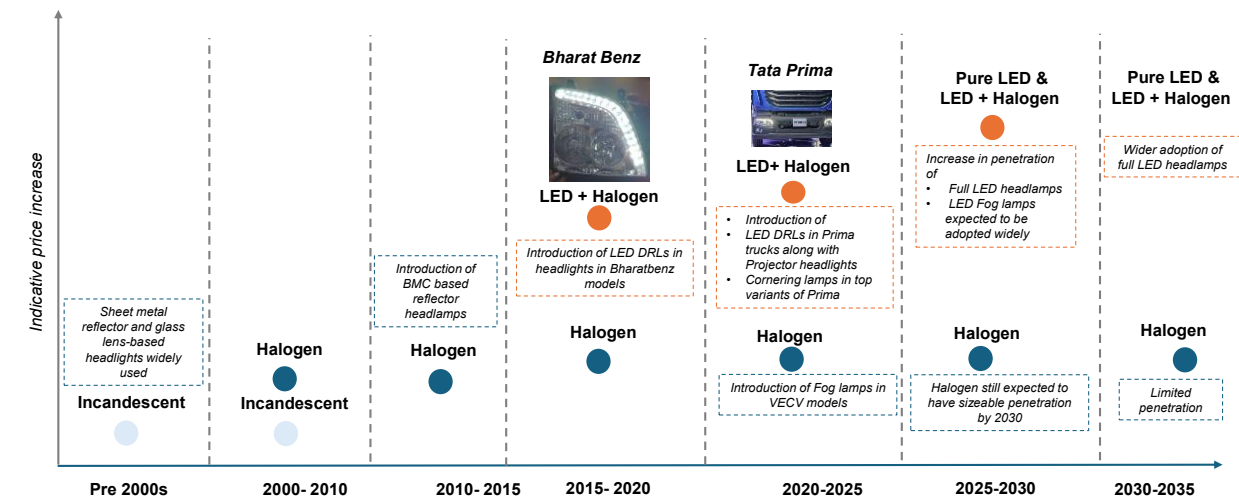
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PV Interior light



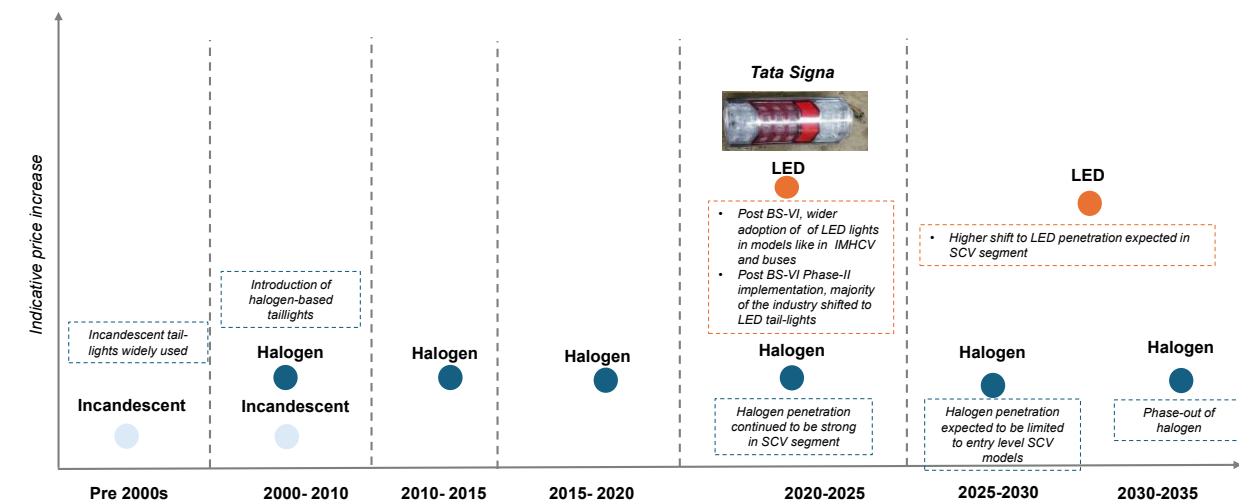
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CV Front Lighting



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CV Tail-light



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Source: Industry, Crisil Intelligence

- **Early stage (pre-2000s):** Only the basic reflector-based halogen lights were used for headlights and taillights across vehicle segments
- **2000s–2010:** With globalisation of the Indian automotive industry, multinational OEMs and Tier-1 suppliers entered the market. Lighting quality improved, premium vehicles in the PV segment introduced Xenon/HID in the headlights segment, though penetration remained limited. In other segments such as CVs, halogen lights remained dominant.
- **2010–2015:** Adoption of halogen projector headlamps started during this period, with the introduction of LED+ halogen combination assemblies, but the penetration of LED was still very low for both headlights and taillights within the PV industry. Reflector-based halogen lights remained the most widely adopted technology in the industry while Xenon was offered as an option in the higher variants of premium models

of Skoda and VW. The CV and two-wheeler segments were still predominantly halogen based.

- **2015-2020:** This period witnessed wider adoption of projector halogen headlamps in mass-market models within PVs, where DRL LEDs were also offered by OEMs, with the combination of a halogen projector headlamp. The PV industry witnessed increased penetration of LED due to the introduction of DRLs in the industry and OEMs explored opportunities to provide signature design elements with headlight design. Xenon lights also lost their relevance owing to the increasing penetration of LEDs in the market. The CV industry witnessed the introduction of halogen and LED combination in some models.
- **2020-2025:** Lighting in India saw a notable shift from pure functionality to aesthetics and safety, with increasing emphasis on styling, regulatory compliance, and premiumisation, especially within the PV and 2W segments. In the previous decade, LED was only offered in the higher variants. It is now being used even in base variants across different segments. In the previous decade, a combination of LED and halogen lights were used even in LED offerings. Currently, pure LED lighting systems account for a large share of the market. Within PVs, ambient lighting, sequential indicators, puddle lamps, LED foglamps, connected/horizon light bars which integrate with DRLs were introduced during this period. OEMs also started focusing on integrating brand signature with the connected DRLs during this period. The CV industry witnessed further penetration of LED and halogen combination lamps in front lighting. Pure LED taillights also penetrated further in the CV industry.
- **2025-2030:** Within PVs, wider LED penetration across the mass-market segments, integration of adaptive and smart lighting features like Matrix LEDs in higher trims along with integration with ADAS is expected. Advanced technologies such as illuminated logo, logo projection and LED projector fog lamps are also expected to be introduced in this period. The CV segment will see penetration of full LED headlamps and wider adoption of fog lamps.
- **2030-2035:** Considering the current technology readiness level and higher costs, laser headlights are expected to be introduced in some premium models within PVs, which can project light nearly twice as far as conventional LED systems while consuming less power. Higher penetration of ambient lighting is also expected with LED penetration increasing overall in interior lights. OLED and Digital Light Processing (DLP)/Micro-LED technology are also expected to be introduced. CVs are likely to see wider adoption of full LED headlamps.

Recent and upcoming market trends

Sustainability and energy efficiency

As global regulations push for greener technologies, automotive lighting is evolving with sustainability in mind. LED and laser systems consume less energy than halogen or xenon lights, but manufacturers are also exploring recyclable materials and eco-friendly production processes.

Lightweight components reduce vehicle emissions and improve efficiency, especially in electric models. Furthermore, advances in control systems allow lighting units to operate only when necessary, minimising energy waste. This alignment with sustainability goals is a key reason why governments and regulators support modern lighting adoption in vehicles.

In India CAFÉ norms III, which will be effective from April 2027, LEDs are expected to play a role to boost energy efficiency of vehicles, since LEDs consume significantly less power than halogen/HID lamps. Additionally, LEDs enable compact and lighter lamp assemblies, compared with bulkier halogen systems, indirectly supporting OEMs' lightweighting efforts for CAFÉ compliance. In the case of EVs, LEDs directly help to extend the driving range by reducing the electrical load.

Shift towards LED and OLED lighting systems

One of the most impactful innovations in reshaping the Automotive Lighting Market is the widespread adoption of LED (Light-Emitting Diode) and OLED (Organic Light-Emitting Diode) technologies. LEDs have already surpassed halogen and xenon lights due to their energy efficiency, longer lifespan, and ability to integrate into sleek designs.

Automakers now use LEDs to create dynamic lighting patterns, enhancing vehicle aesthetics while reducing energy consumption, a crucial factor in EVs where every Watt matters.

OLED lighting, on the other hand, provides ultra-thin, flexible panels that enable new levels of design freedom. These panels allow manufacturers to create seamless taillights and interior lighting solutions that deliver both functionality and premium aesthetics. As OLED production costs decline, their integration is expected to rise significantly in luxury as well as mid-range models.

Adaptive and matrix beam headlights

Modern vehicles are increasingly equipped with adaptive lighting systems, which automatically adjust the direction and intensity of light based on driving conditions. Matrix beam technology represents a leap forward, breaking down headlight beams into multiple segments that can be controlled individually. This innovation allows drivers to maintain high beam illumination without dazzling the oncoming traffic, dramatically improving nighttime safety. Some Indian mass-market PV OEMs like Hyundai are already offering cornering lamps, which enables to improve visibility in low-lit areas while taking a turn.

Several leading manufacturers are investing in adaptive systems that communicate with onboard sensors and navigation data, enabling headlights to anticipate curves, road conditions, or approaching intersections. By combining safety and convenience, matrix headlights are quickly becoming standard in next-generation vehicles.

Laser lighting

Laser lighting technology is another exciting innovation redefining how far and bright automotive lights can go. Laser headlights can project light nearly twice as far as conventional LED systems while consuming less power. This makes them particularly attractive for high-performance and luxury vehicles, where visibility and efficiency are equally important. Although currently expensive and limited to premium brands, advancements in production and cost reduction strategies will likely make laser lighting accessible to a wider market segment in the coming years. Their superior range and brightness position laser lights as a future-ready solution, especially for long-distance and high-speed driving.

Digital lighting processing

One of the most futuristic trends in the automotive sector is digital lighting. This technology goes beyond illumination, enabling headlights and taillights to project symbols, animations and even road warnings directly onto the surface. For example, digital headlights can project pedestrian crossings, lane guidance, or warning signals onto the road ahead.

This innovation enhances safety and aligns with the growing integration of ADAS. By combining lighting with communication, digital lighting is set to become a crucial element in autonomous vehicles, where clear signalling between cars, the driver and pedestrians will be essential.

Smart interiors, lighting personalisation and interactive lighting

Automotive lighting innovation is not limited to the exterior. Interior ambient lighting has become a popular trend, offering drivers and passengers personalised experiences. Colour-changing LED systems, customisable lighting zones, and mood-responsive features are now being integrated into dashboards, doors and footwells. A few Chinese models have also introduced interactive symbols like emojis and other customised messages for users.

Beyond aesthetics, smart interior lighting improves functionality. It can highlight important controls, guide drivers during night journeys, or alert them to safety warnings. As vehicles become more connected and autonomous, interiors are transforming into living spaces, and lighting will play a vital role in enhancing comfort and personalisation.

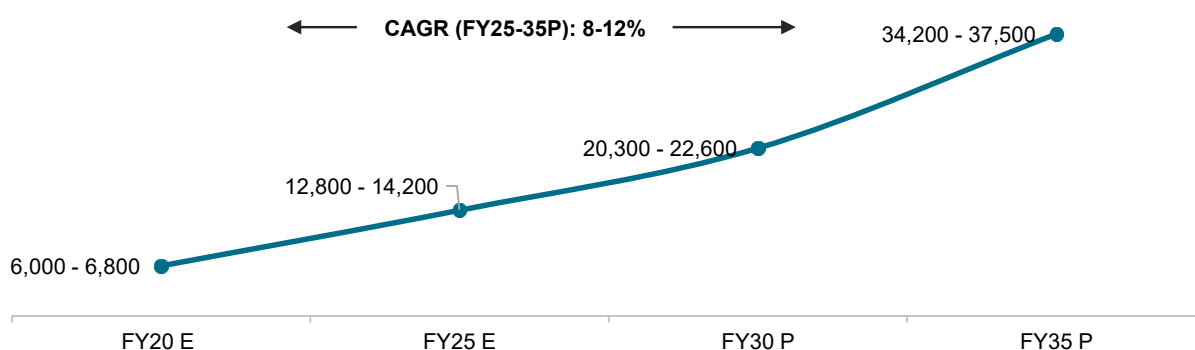
Integration with ADAS

Safety remains one of the strongest drivers of innovation in the automotive lightings market. Advanced lighting systems are now being designed to integrate seamlessly with ADAS features. For example, headlights linked to cameras and radar sensors can identify obstacles or pedestrians and adjust illumination accordingly. Similarly, rear and side lighting systems can be synchronised with blind-spot monitoring alerts or lane-departure warnings.

This integration helps create a holistic safety ecosystem, where lighting is no longer just passive but actively contributes to accident prevention. With autonomous driving on the horizon, lighting innovations will serve as an essential bridge between vehicles and their environment.

The below graph shows the trend in the value for lighting content per vehicle in PVs, the largest contributor to the automotive lighting industry.

Value of lighting content per vehicle for PVs (in Rs)



Note:

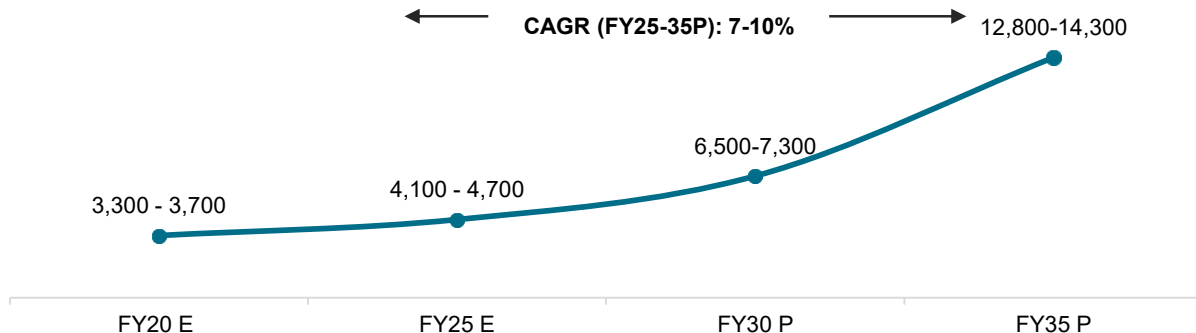
- Includes headlamps, tail lamps, foglamps, select interior lighting and CHMSL
- In addition to the above content, there may be styling-driven new lighting introductory products, such as centre position lamps, illuminated logos, puddle lamp and moonlight, that have not been considered in the above estimates
- The above estimates are based on weighted average lighting content across the entire spectrum of domestic sales volume

Source: Crisil Intelligence

The lighting content per vehicle has been growing significantly with advancements in lighting technology in PVs. Pre-2020, halogen penetration across lighting segments was significant, while between fiscals 2020 and 2025, LED penetration increased significantly across sub-segments, particularly in the UV segment. This enabled the growth for lighting content in a PV from Rs 6,000- 6,800 per vehicle in fiscal 2020 to Rs ~14,000 in fiscal 2025 at a CAGR of 14-16%.

Over this elevated base, over the next 5 years, the lighting content per PV is expected to grow at a CAGR of 8%-10% and reach Rs ~21,000 by fiscal 2030, driven by increased LED penetration, higher cost of Matrix headlights, increased ambient lighting penetration, integration with ADAS and increased animation. It is further expected to grow and reach Rs ~37,000 by fiscal 2035 driven by introduction of laser lights in premium models, OLED, DLP and increased LED penetration. The higher cost of these components is expected to drive growth in lighting content in PVs at a CAGR of 10%-12% between fiscal 2030 to fiscal 2035.

Value of lighting content per vehicle for CVs (in Rs)



Note:

- Includes headlamps, tail lamps and select interior lighting
- In addition to the above content, there may be signalling and aesthetic lighting, which depends on the body-building practices of CVs
- The above estimates are based on weighted average lighting content across the entire spectrum of domestic sales volume

Source: Crisil Intelligence

In the CV segment, growth between fiscals 2020 and 2025 was relatively moderate at a CAGR of 4-5%, as technology evolution was slower in CVs due to cost sensitivity of customers and fleet owners. While penetration of LEDs in taillights in the IMHCV segment and bus segment has already reached 100% post BS-VI Phase-II, there is still a limited number of models offering LED headlamps. Some OEMs are currently adopting LED DRLs with an LED+ halogen setup instead of offering pure LEDs for headlamps. This approach is expected to become more widespread.

In the period between fiscal 2025-2030, the lighting content in CVs is expected to grow by 8%-10% and reach Rs ~7,000, driven by increased LED penetration in headlamps, increased LED DRL penetration. Electrification of the LCV segment is also expected to drive the growth since EV models are typically offered with premium features and hence LED lights will be provided as standard across a wide range of models. Until 2030, halogens are still expected to be the preferred lighting technology in the CV segment. However, LED penetration is expected to reach ~70-80% by 2035, which will drive up the lighting content to Rs ~14,000, which is a CAGR of ~12-15% from fiscal 2030 to fiscal 2035.

Key advantages of R&D capabilities

- **Technology leadership and differentiation:** The shift from halogen to xenon, LEDs and now laser lighting highlights how fast the segment evolves. Companies with in-house R&D are better equipped to anticipate and respond to these transitions. Strong R&D enables manufacturers to co-develop bespoke lighting modules with OEMs—this is particularly critical in premium PVs and EVs. By developing competencies in adaptive lighting systems, OLEDs, matrix LEDs and intelligent headlamps, Indian suppliers can position themselves as preferred partners for global and domestic markets
- **Cost competitiveness and localisation:** In India, cost sensitivity is critical. Companies with R&D capabilities can design solutions that balance performance with affordability. R&D facilitates indigenous development of lighting modules, reducing dependence on imports of advanced technologies and lowering the bill of materials for OEMs. R&D allows modular product architecture, enabling economies of scale by adopting one core technology platform across different vehicle models and segments
- **Compliance with regulations and safety standards:** Global and Indian regulations increasingly emphasise visibility, energy efficiency and driver safety. With governments mandating energy-efficient systems and recyclability, R&D helps manufacturers develop eco-friendly lighting materials and designs. Proactive R&D ensures readiness for upcoming regulations (for example, adaptive driving beam regulations in Europe or Indian BIS-led efficiency norms)

- **Enhancing OEM partnerships:** Indian OEMs seek suppliers that can engage at the concept stage of vehicle development. R&D allows lighting manufacturers to provide design inputs early in the cycle, leading to stronger relationships. Lighting today is not only a functional but also a branding element. R&D teams can work with OEM design houses to integrate signature lighting patterns, DRLs and ambient lighting that align with brand identity. Proven R&D capabilities increase credibility with international OEMs, unlocking opportunities for export contracts
- **Premiumisation and aesthetics:** With lighting becoming a key feature in defining vehicle aesthetics and consumer perception, R&D supports the development of differentiated styling. Advanced R&D enables development of programmable LED modules, sequential indicators and ambient lighting systems that elevate the user experience. In EVs, where grilles are disappearing, lighting signatures are emerging as the “new face” of the vehicle. R&D provides the expertise to create unique visual identities for OEMs

Innovation for the future of mobility: R&D is enabling V2X communication through lighting, such as brake-light signals integrated with ADAS or communication with pedestrians in autonomous driving environments. Development of recyclable materials, energy-efficient LEDs, and reduced carbon footprint manufacturing are possible through R&D. Advanced R&D allows the use of simulation tools, AR/VR, and digital twin technologies for faster and more accurate product development. As the automotive lighting industry undergoes a shift driven by electrification, autonomous driving, digitalisation, and sustainability, investment in R&D, design, engineering and software is critical to maintaining competitive edge and supporting the evolving needs of OEMs globally.

By embracing R&D in automotive lighting, manufacturers can propel themselves to the forefront of the industry, driving innovation and excellence. This strategic investment will enable them to stay ahead of the competition, while significantly enhancing safety, efficiency and customer satisfaction and minimising costs and environmental footprint. Pioneering companies such as Lumax Industries, Varroc, Neolite ZKW Lightings and Uno Minda are exemplars of this approach, continually bolstering their R&D capabilities to ensure future readiness and maintain their competitive edge.

Key entry barriers in the Indian automotive lighting industry

The Indian automotive lighting industry has transformed into a highly competitive and technologically advanced sector, driven by escalating consumer expectations, stringent safety regulations, and the rapid transition from traditional halogen lamps to standard LED and advanced LED lighting systems. While the industry continues to experience growth, it also presents significant obstacles for new entrants and smaller players seeking to expand their presence.

There are several entry barriers for new players in the Indian automotive lighting industry, including:

- **OEM relationships and long development cycles:** The Indian automotive industry is characterised by a rigorous and demanding vendor selection process, with OEMs exercising extreme caution when onboarding new suppliers. This stringent evaluation process, which can span 2-3 years, poses a significant barrier to entry for new players seeking to break into the supply chain. Established players such as Uno Minda, Lumax Industries, Neolite ZKW Lightings and Varroc enjoy a distinct advantage due to their proven track records and long-standing relationships with OEMs
- **Design and development complexity:** Lighting systems are intricately designed in tandem with vehicle aesthetics, making it challenging for new entrants to penetrate the market. OEMs typically prefer established suppliers that can engage at the conception stage, leaving limited space for new entrants. The safety-critical nature of lighting components also makes OEMs reluctant to switch to unproven suppliers
- **Cost sensitivity and economies of scale:** Indian OEMs are highly cost-sensitive, and established suppliers with scale and backward integration can achieve cost competitiveness that new entrants cannot easily match. Larger players have localised supply chains for critical components, thereby reducing costs and improving profitability. New players may face higher import dependence, making it challenging to match prices of existing players
- **Supply chain and vendor ecosystem:** Production of automotive lighting components requires reliable

sourcing of critical materials, such as LEDs, optical-grade plastics, coatings and electronic drivers. Established players have strong supplier partnerships, and larger players often control key processes such as reflector metallisation or PCB assembly, thereby improving margins and quality control. New entrants without such capabilities are at a significant disadvantage

- **High capital requirements:** Setting up a manufacturing facility for automotive lighting components requires significant investment in machinery, equipment and technology, posing a significant barrier for new entrants with limited financial resources
- **Stringent quality and safety standards:** The automotive industry has strict quality and safety standards that must be met by all suppliers, including lighting component manufacturers. Meeting these standards requires significant investment in quality control and testing infrastructure, which can be a barrier for new entrants
- **Economies of scale:** The Indian automotive lighting industry is characterised by large-scale production, making it challenging for new entrants to compete on price and scale
- **R&D:** The Indian automotive lighting industry is evolving rapidly, with new technologies and innovations emerging regularly. New entrants must invest in R&D to stay ahead of the competition and meet the changing needs of OEMs and consumers. The automotive lighting sector demands adherence to rigorous global safety regulations and complex integration with advanced electronics, necessitating massive capital investment in specialised testing infrastructure such as photometric labs and environmental chambers.

This high technical bar creates a formidable barrier to entry, as new players often lack the resources and expertise to conduct the exhaustive validation cycles required to prove long-term reliability to major OEMs.

The Indian automotive lighting aftermarket

The domestic automotive lighting aftermarket is a competitive space, driven by the country's large and ageing vehicle parc, diverse consumer base, and increasing emphasis on safety, aesthetics and personalisation. Aftermarket demand for lighting systems stems from a few major areas. One is replacement due to failure of the lighting system, which can occur prematurely or after its full service life. Another is replacement due to accidents. Replacement demand resulting from accidents is fulfilled by both the independent aftermarket and the original equipment supplier (OES) through dealerships and retail channels. In the PV segment, if a vehicle is still under warranty, the premature failure or replacement of lighting assemblies due to accidents is typically handled by the OES. However, in all other segments, aftermarket brands play a significant role.

Another growing area in the aftermarket is the customer segment seeking to upgrade lighting output by replacing original lighting with newer, more advanced lighting.

The aftermarket is highly fragmented, with a strong presence of local manufacturers and traders alongside organised players linked to OEMs. Consumers in India are highly cost-conscious, often opting for low-cost halogen replacements, though premium customers in metros are willing to pay extra for LEDs and styling upgrades. With falling LED prices, there is a gradual shift towards LED headlamps, DRLs and tail lamps in the aftermarket, especially for 2Ws and PVs. While a large share of demand is replacement-driven (functional), there is also growing aspirational demand for aesthetic enhancements such as projector lamps, sequential indicators and ambient lighting kits.

In urban areas, aftermarket sales are increasingly driven by premiumisation and personalisation, and in rural and semi-urban regions, affordability and durability dominate consumer preference.

Aftermarket demand acts as a promising growth avenue for the automotive lighting manufacturers especially the established players with the expanding vehicle parc, rising pre-owned vehicle market requiring aftermarket replacement, increasing customer preference for aesthetic enhancements especially in the PV segment, as well as rising preference for usage of branded/ original parts.

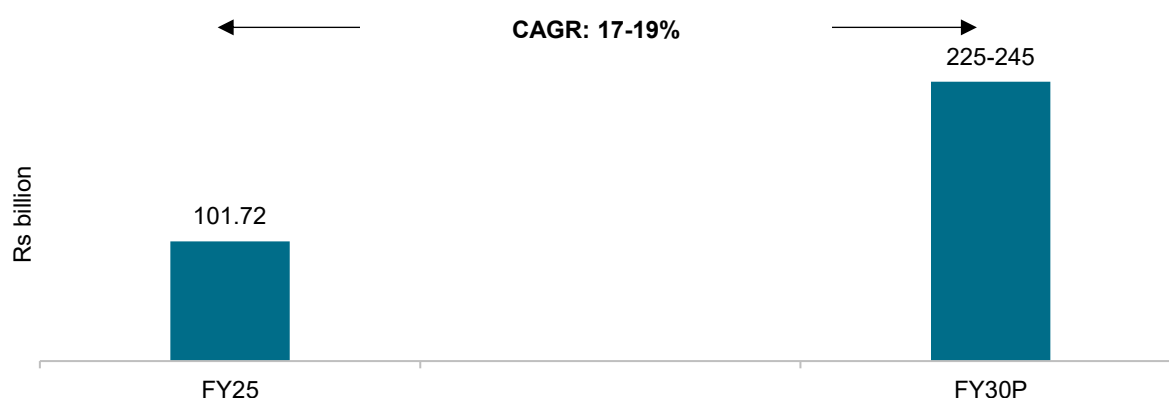
As the vehicle parc continues to expand and customer preferences evolve, the aftermarket segment is expected to remain a key area of focus for manufacturers seeking to capitalise on emerging trends and opportunities.

Outlook for the Indian automotive lighting industry

The domestic automotive lighting industry is anticipated to experience a remarkable growth trajectory, with a projected compound annual growth rate (CAGR) of 17-19% in value terms between fiscal 2025 and fiscal 2030. This robust growth will be driven by a combination of factors, including the sustained increase in vehicle sales, the trend towards premiumisation, the rising adoption of electrification, hybridisation within the automotive industry, and the growing demand for premium lighting solutions, as well as the advancements in lighting technology.

The Indian automotive industry has been undergoing a significant transformation, driven by the government's initiatives to promote the adoption of EVs, enhance road safety and improve the overall driving experience. The automotive lighting industry, a critical component of the overall automotive sector, is poised to play a vital role in this transformation. The industry's growth will be underpinned by the increasing demand for energy-efficient and advanced lighting solutions, as well as the growing trend towards premiumisation and electrification.

Outlook for the domestic automotive lighting industry



Source: SIAM, Vahan, Crisil Intelligence

A primary driver of this growth is the projected 7-9% CAGR in vehicle sales, which will provide a solid foundation for the industry's expansion. Moreover, rising use of lighting components per vehicle is expected to provide an added impetus to industry growth.

In addition to the growth in vehicle sales and lighting components per vehicle, the increasing trend towards premiumisation and the rising use of advanced components, such as LEDs, OLEDs and lasers, are expected to accelerate growth of the industry over the long term. As consumers increasingly demand more advanced and sophisticated features in their vehicles, the use of these components is expected to become more widespread, driving growth in the industry.

Furthermore, the shift towards energy efficiency is expected to provide a significant boost to the use of LEDs, particularly in segments where their usage is currently relatively limited. As the industry continues to evolve and consumers become more environmentally conscious, demand for energy-efficient solutions is expected to increase, driving the adoption of LEDs and other advanced lighting technologies.

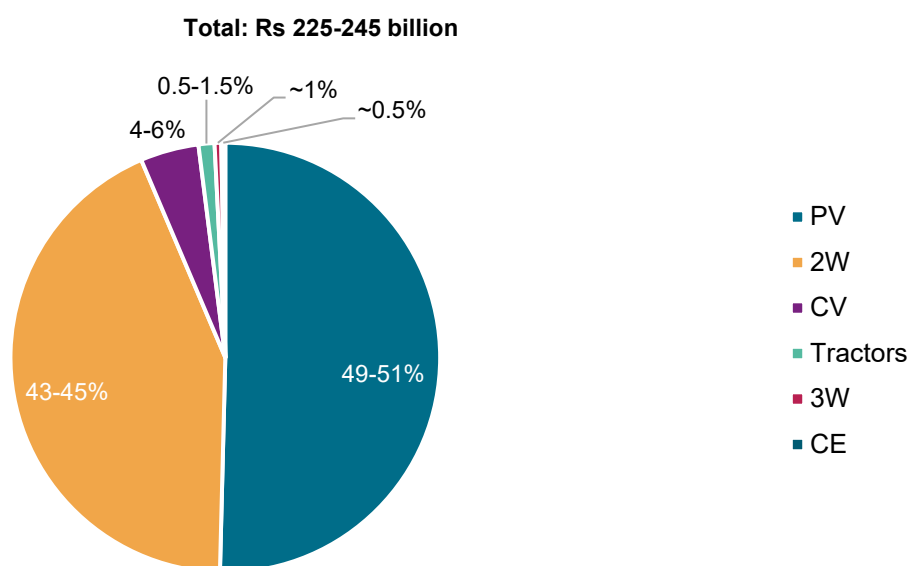
In terms of specific segments, from the current lower base, LED penetration is expected to grow for the 2W and CV segments. This growth will be driven by the increasing demand for energy-efficient and advanced lighting solutions in these segments, as well as the increasing trend of premiumisation.

The PV segment, which is the largest contributor to the automotive lighting market, is expected to continue to drive growth in the industry. While LED penetration is already notable within the PV segment, this segment is poised to witness further growth in LED adoption. The increasing demand for energy-efficient and advanced lighting solutions, coupled with the increasing trend of premiumisation, is expected to fuel growth of LED penetration in PVs. Large players, such as Lumax Industries, Uno Minda, Varroc and Neolite ZKW Lightings, with established track records

with manufacturers and advanced product portfolios are well positioned to drive growth going forward.

In addition to PVs, the commercial segments of 3Ws, tractors and construction equipment are expected to see some LED penetration. Currently, these segments are primarily dominated by halogen-based lighting solutions, but the industry is shifting towards more energy-efficient and advanced lighting technologies. As a result, LED penetration is expected to increase in these segments over the long term, driven by the growing demand for improved safety as well as energy efficiency.

Projected automotive segment-wise split in the domestic automotive lighting industry (fiscal 2030)



Source: SIAM, Vahan, Crisil Intelligence

The automotive lighting industry is expected to witness significant growth in the coming years, driven by the increasing demand for energy-efficient and advanced lighting solutions. 2Ws and CVs are expected to play a crucial role in driving the expansion of the industry.

The 2W segment is expected to experience faster domestic sales growth, at a CAGR of 6.5-8.5%, coupled with an expected rise in the usage of LEDs. This will support the expansion in the share of 2Ws in the automotive lighting industry, as consumers increasingly demand more energy-efficient and advanced lighting solutions.

The CV segment is also expected to witness healthy domestic sales growth, at a CAGR of 4-6%. This growth, coupled with the shift towards premium lighting solutions, will support the expansion of the CV segment's share in the automotive lighting industry, as manufacturers increasingly adopt advanced lighting technologies.

PVs are expected to witness healthy sales growth, at a CAGR of 5-7%. The shift towards premium vehicles as well as increasing adoption of the latest lighting technology will further support the PV lighting subsegment. However, from an already elevated base, the PV segment's share is expected to decline.

The smaller segments of tractors, 3Ws and construction equipment (CE) are projected to grow in tandem with the overall automotive lighting industry growth, maintaining their share in the industry until fiscal 2030. These segments will continue to play an important role in the industry, driven by the increasing demand for energy-efficient and advanced lighting solutions.

The global automotive lighting market

The global automotive lighting industry plays a pivotal role in enhancing vehicle safety, aesthetics, luxury and energy

efficiency, making it one of the most dynamic segments within the broader automotive ecosystem. Over the years, lighting technology has evolved from traditional halogen systems to advanced LED, laser and adaptive lighting solutions that not only improve visibility but also contribute to the overall driving experience. The growing integration of electronics and smart features in vehicles has further expanded the role of lighting beyond illumination, serving as a tool for communication, brand differentiation and regulatory compliance. With the rise of connected and autonomous vehicles, lighting systems are becoming more intelligent and multifunctional, aligning with broader trends in automotive innovation.

At the same time, the sector is being shaped by multiple external forces, such as stricter safety regulations, consumer demand for premium aesthetics and the global shift towards sustainable mobility. Energy-efficient lighting technologies, particularly LEDs, are witnessing accelerated adoption as automakers strive to reduce carbon emissions and improve fuel efficiency. Moreover, the increasing production of EVs and the expansion of emerging automotive markets are driving new opportunities for manufacturers and suppliers across regions. Against this backdrop, the global automotive lighting market is set to undergo significant transformation, with growth supported by both technological advancements and evolving market dynamics.

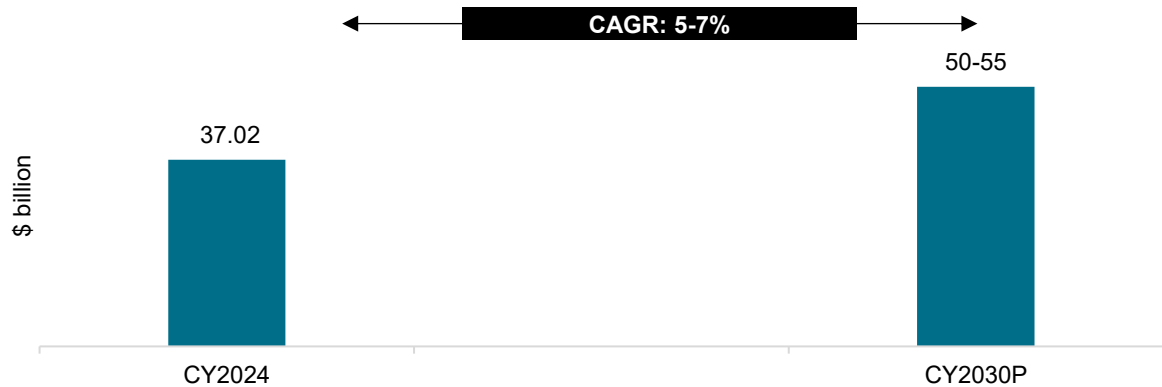
Lighting has evolved from being a functional component to a major element of automotive styling and safety. Features such as matrix LED, OLED and laser lighting systems are increasingly being integrated by automakers, not only for visibility but also to provide aesthetic appeal and brand differentiation.

The global automotive lighting market, which includes headlamps, tail lamps, interior lighting and other vehicle illumination systems, has shown consistent growth despite disruptions in the automotive supply chain.

As per Nexdigm estimates, as of calendar year 2024, the global automotive lighting industry was estimated at almost \$37 billion, dominated by the PV and CV segments.

The global automotive lighting sector is expected to witness continued and more transformative growth over the longer term. The market size is expected to expand from \$37 billion in calendar year 2024 to \$50-55 billion by calendar year 2030, representing a CAGR of 5-7%. The growth trajectory will be supported by stricter global safety regulations, increasing EV penetration, and the evolution of smart and connected vehicle technologies.

Outlook for the global automotive lighting industry



Source: Nexdigm projections

A major driver of the growth in automotive lighting industry will be the rising adoption of ADAS and intelligent lighting. Regulatory standards in Europe, North America and China increasingly require vehicles to include adaptive driving beam (ADB) headlamps and daytime running lights for enhanced safety.

Electrification will be another growth catalyst. By calendar year 2030, EVs are projected to account for more than 35% of global PV sales. Since EVs demand energy-efficient lighting, automakers are rapidly shifting to OLED, matrix LED and laser lighting.

Geopolitical risks and supply-chain localisation will also influence the industry. Companies such as Valeo and Koito are investing in local manufacturing hubs in India and Southeast Asia to reduce dependence on single-market sourcing. These strategic shifts will not only ensure resilience but also expand regional markets.

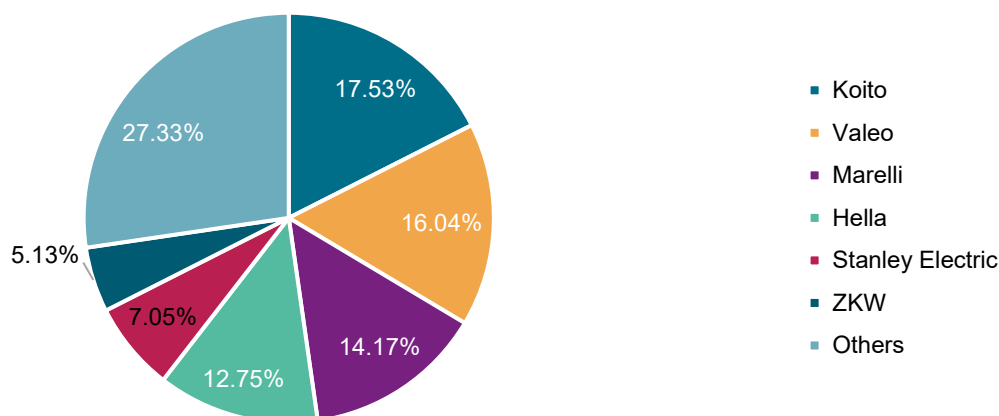
Few of the prominent global lighting manufacturers, including large Indian players with a well-established international presence, are strategically positioned to capitalise on the burgeoning demand for innovative lighting solutions. This is attributed to their comprehensive and cutting-edge product portfolios, robust R&D capabilities, and the inherent cost competitiveness that India offers.

Competitive landscape in calendar year 2024

A few major component suppliers dominate the global automotive lighting market. Smaller players are also present, competing on the basis of price, quality and innovation.

Koito led the global automotive industry in calendar year 2024, supported by its strong partnerships with Japanese OEMs such as Toyota, Honda and Nissan. A key supplier to European OEMs such as Renault, Stellantis and Volkswagen, Valeo had a notable share in the global automotive lighting market. Players such as Marelli, Hella and Stanley also played a sizeable role.

Player-wise contribution in the global automotive lighting industry (CY2024)



Note: Others include Continental AG, Denso, Hyundai, LG, General Electric Company and others

Source: Nexdigm data

ZKW, a subsidiary of LG Electronics since 2018, is another noteworthy player in the global automotive lighting market. The company, with its expertise in premium lighting solutions, supplies high-tech LED and laser headlamps for brands such as BMW and Audi, giving it a stronghold in the European luxury segment. Backed by LG's expertise in electronics, ZKW has also advanced in digital and matrix lighting solutions, aligning with the autonomous driving trend.

Evolution of automotive lighting in the global automotive market

Automotive lighting has progressed from basic lamps to advanced intelligent systems, driven by technology, safety regulations and automaker initiatives worldwide. While early developments focused mainly on visibility, the shift towards halogen, HID and later LED lighting marked turning points that redefined both safety and vehicle design.

Stages of the global automotive lighting evolution

- **Early stage (pre-1990s):** Halogen lamps dominated, offering basic illumination at low cost. Styling

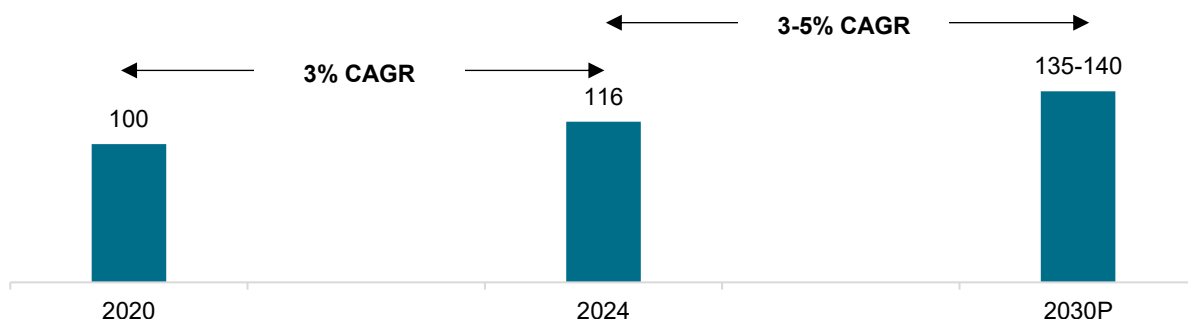
differentiation was limited

- **1990s-2000s:** Xenon/HID lamps emerged, providing brighter, whiter light and improving nighttime visibility
- **2000s:** By the 2000s, xenon headlights expanded into broader segments, with features such as bi-xenon with smart high beam, reducing glare for oncoming drivers
- **2008 onwards:** LEDs gained prominence. They offered superior brightness, lower energy consumption and design flexibility, making them a preferred choice for both premium and mass-market cars
- **2010s:** Intelligent and adaptive systems—automation features such as high beam assist and intelligent front lighting systems (IFLS) emerged, adjusting beams dynamically to maximise driver visibility without dazzling others
- **2020s:** Advanced systems such as matrix LEDs and laser lighting offer adaptive, high-intensity beams. Brands such as BMW, Audi, Mercedes-Benz and Hyundai now integrate these into vehicles, especially EVs, aligning with safety regulations and sustainability goals. Horizon/connected light bars have become more prominent in this decade with OEMs looking to adopt signature lights for the brand and offering customisation and personalisation options for customers
- **Going forward:** The global industry is moving towards smart, connected and sustainable lighting, with integration into ADAS, V2X communication, OLEDs and recyclable materials shaping the next phase

The evolution of automotive lighting reflects a convergence of safety, efficiency and aesthetics, driven by global regulatory standards and consumer demand. As vehicles become smarter and more connected, lighting systems are expected to play a critical role in communication, automation and energy optimisation. With continued innovation and policy support, automotive lighting will remain a key frontier in vehicle design and safety enhancement.

Amidst continued advancements in automotive lighting, the value of lighting content per vehicle in the global PV industry clocked a CAGR of ~3% over 2020-2024. With accelerated advancements in technology, the value of lighting content per vehicle in the global PV industry is projected to rise at a faster CAGR of 3-5% over the next 5-6 years.

Index of trend in the value of lighting content per vehicle in the global PV industry



Note: Values are indexed to CY2020 as 100

Source: Nexdigm data

Russia automotive lighting market

The Russian automotive lighting market has been affected by political instability and economic disruptions over the past few years. The imposition of Western sanctions following geopolitical uncertainties in 2022 led to the exit of many European and Japanese automakers, which severely reduced production volumes and disrupted supply chains for critical lighting components.

The shortage of imported LED modules, adaptive headlights and electronic control units further intensified the

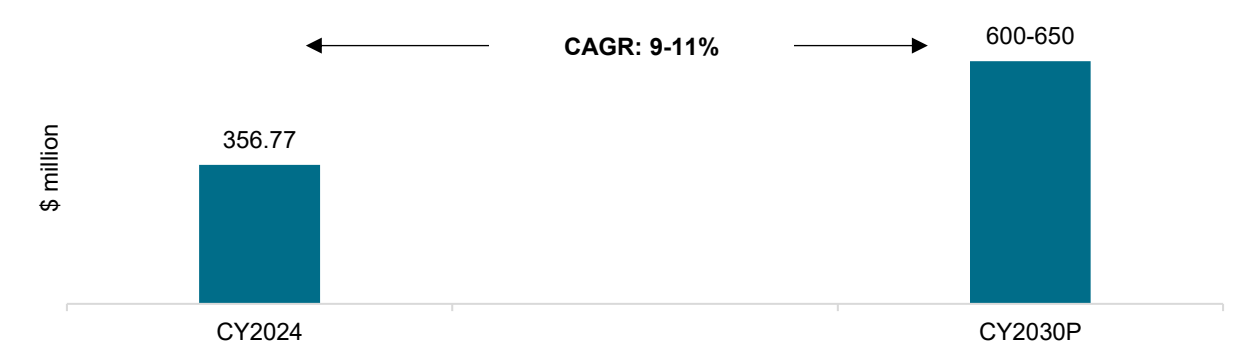
slowdown, while currency depreciation raised the cost of imports, making the segment highly vulnerable in this period.

Despite these challenges, several factors are driving the recovery of the Russian automotive lighting market. Government policies favouring localisation, combined with rising partnerships with Chinese automakers such as Chery, Haval and Geely, have revived demand and supply capacity. Consumer preference is shifting toward SUVs and crossovers, which typically feature higher-value lighting systems, such as LED DRLs – daytime running lights, ambient lighting and adaptive headlights, pushing up average unit prices.

As of calendar year 2024, the market was estimated to have reached \$357 million and expected to clock a CAGR of 9-11% between 2024 and 2030, supported by rising domestic production, affordable Chinese imports, and gradual stabilisation of the economy.

The localisation of LED manufacturing and R&D investments in adaptive and energy-efficient systems are expected to be key growth levers. At the same time, rising vehicle electrification in Russia, although slower than in Europe or China, will gradually increase demand for smart and lightweight lighting solutions. While sanctions continue to limit access to Western technology, Russia’s pivot to Asian suppliers, including Indian manufacturers and government-backed industrial policies suggest that the market will stabilise and achieve moderate but sustainable growth, reaching around \$600-650 million by 2030.

Russia automotive lightings market



Source: Nexdigm data

Competitive profiles

Uno Minda Ltd

Brief profile
The company specialises in the manufacture of auto components for the global and domestic automotive market. It caters to two-wheelers, three-wheelers, PVs, CVs and offroad vehicles and serves ICE and electric/hybrid vehicle segments. Major business segments include switches, lighting, casting, seating and acoustics. It manufactures diverse parts and accessories for motor vehicles such as lighting parts, brakes, gearboxes, axles, road wheels, suspension shock absorbers, radiators, silencers, exhaust pipes, catalysers, clutches, steering wheels, steering columns and steering boxes. Company’s manufacturing facilities are in West, North, East and South India near key automotive OEM clusters. <u>Lighting business:</u> Lighting contributed 23% of the overall product mix in fiscal 2025.

Source: Company website, company reports, Crisil Intelligence

Varroc Engineering Ltd

Brief profile
The company offers a diversified range of products, including auto components, polymers products, steel forging and exterior lighting systems. It specialises in designing, developing manufacturing and supplying electrical-electronics, polymers, metallic, exterior lighting systems, advanced driver assistance system (ADAS) and driver monitoring systems (DMS) to original equipment manufacturers. The company caters to major segments, including two-wheelers, three-wheelers, PVs, CVs, off highway and farm vehicles. Company’s manufacturing facilities are in West, North and South India near key automotive OEM clusters.

Source: Company website, company reports, Crisil Intelligence

Lumax Industries Ltd

Brief profile
Lumax Industries Ltd (flagship of the DK Jain Group) designs and manufactures end-to-end automotive lighting systems (headlamps, rear combination lamps, fog/aux lamps, signal lamps and PCB assemblies) for PVs, two-wheelers, three-wheelers, and CVs. The company has a long-standing technical partnership with Stanley Electric (Japan) and SL Corporation (Korea). Its manufacturing facilities are in West, North and South India near key automotive OEM clusters.

Source: Company website, company reports, Crisil Intelligence

FIEM Industries Ltd

Brief profile
The company is primarily involved in manufacturing automotive lighting and signaling equipment and rear-view mirrors in India. The major business comes from the two-wheeler segment. The company has a wide range of automotive lighting products, ranging from headlamps, tail lamps, signaling lamps, roof lamps, rear view mirrors, wheel covers, warning triangles, complete rear fender assembly, frame assembly, mudguards, automobile sheets and plastic components, canisters and bank lean angle sensors. Its manufacturing facilities are in West, North and South India near key automotive OEM clusters.

Source: Company website, company reports, Crisil Intelligence

India Japan Lighting Pvt. Ltd

Brief profile
India Japan Lighting Pvt. Ltd. (IJLPL) is a private company specialising in automotive lighting, established as a joint venture between Lucas-TVS Ltd and Koito Manufacturing Company Ltd. Koito acquired the full ownership of the company making IJLPL a 100% subsidiary. IJLPL manufactures headlamps, tail lamps and other lighting components and supplies to leading OEMs of PVs, CVs and two-wheelers. Its manufacturing facilities are in West, North and South India near key automotive OEM clusters.

Source: Company website, company reports, Crisil Intelligence

Marelli Motherson Automotive lighting India Pvt Ltd

Brief profile
Marelli Motherson Automotive Lighting India is a joint venture between Marelli (formerly Magneti Marelli) and Samvardhana Motherson Group (Motherson) and focuses on specific automotive product lines, such as lighting and suspension components. The company designs and manufactures shock absorbers, gas springs, lighting systems and vehicle modules for domestic and international automotive OEMs. The lighting and electronic division, which includes Marelli Motherson Automotive lighting India Pvt Ltd, is a major part of the larger Motherson group and supplies premium/LED exterior lighting, including headlamps, tail lamp, fog lamps and rear combination lamps for PVs and CVs. Its manufacturing facilities are in West and North India near key automotive OEM clusters.

Source: Company website, company reports, Crisil Intelligence

Neolite ZKW Lightings Ltd

Brief profile
The company is an established manufacturer and global supplier of Automotive lighting products and components. The company has an alliance with ZKW Group GMBH (which became a subsidiary of LG Electronics in 2018). Founded in 1938 and headquartered in Austria, ZKW group - formerly known as Zizala Lichtsysteme GMBH - is one of the leading players in global automotive lighting industry, known for its expertise in premium lighting solutions and for supplying high-tech LED and laser headlamps to marquee global OEMs such as BMW and Audi. Company's alliance with ZKW grants the company access to advanced technologies and engineering capabilities. The company, Neolite ZKW Lightings, caters to both OEM and aftermarket business in domestic and exports markets having its footprint across all vehicle segments including passenger vehicles, commercial vehicles, two and three-wheelers, tractors and construction equipment. Company offers a wide variety of technologies including advanced technologies like LED projector lamps, LSU based full LED lamps, advanced forward lighting, ADB, matrix headlamps, DRL and connected front and rear lamps, other signaling lamps along with interior lighting products such as ambient lights; as well as conventional technologies such as halogen.

Brief profile								
Neolite ZKW Lightings is a leading player in the domestic commercial vehicle lighting segment, with a market share of 34.43% in fiscal 2025, catering to the leading OEMs in this segment and is amongst the few leading exporters of automotive lighting products and components from India, exporting to over 50 countries across CIS regions, North America and Western Europe. The company's manufacturing facilities are strategically located near key automotive OEM clusters in North and West India, and with a new facility planned in Kancheepuram, Tamil Nadu company will have a manufacturing footprint across major automotive corridors in the country.								

Source: Company website, company reports, Crisil Intelligence

Operating parameter comparison

Operating parameters	Uno Minda				Varroc			
	Q1FY26	FY25	FY24	FY23	Q1FY26	FY25	FY24	FY23
Number of manufacturing facilities	76	76	74	73	37	37	36	36
R&D as percentage of revenue	NA	NA	NA	NA	NA	NA	NA	NA
Number of OE customers	NA	NA	NA	NA	NA	NA	NA	NA
Revenue from operations - domestic and export	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
Domestic	89.00%	89.91%	85.98%	85.05%	87.00%	89.12%	87.16%	82.39%
Export	11.00%	10.09%	14.02%	14.95%	13.00%	10.88%	12.84%	17.61%
Revenue from operations - by vehicle segments	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
PV	47.00%	47.00%	54.00%	54.00%	25.00%	21.90%	22.70%	24.70%
CV	4.00%	4.00%	-	-			2.50%	3.80%
Others	1.00%	2.00%	-	-			-	-
2W	46.00%	45.00%	46.00%	46.00%	75.00%	78.10%	74.80%	71.50%
3W	2.00%	2.00%	-	-				
Revenue mix - LED and Non-LED	NA	NA	NA	NA	NA	NA	NA	NA
LED	NA	NA	NA	NA	NA	NA	NA	NA
Non-LED	NA	NA	NA	NA	NA	NA	NA	NA
Revenue mix – by business segments	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
OEM	93.00%	93.00%	93.00%	90.00%	90.00%	91.50%	91.60%	91.40%
Aftermarkets	7.00%	7.00%	7.00%	10.00%	10.00%	8.50%	8.40%	8.60%

Source: Company websites, company reports and Crisil Intelligence

Operating parameters	Lumax Industries				FIEM			
	Q1FY26	FY25	FY24	FY23	Q1FY26	FY25	FY24	FY23
Number of manufacturing facilities	12	12	12	11	9	9	9	9
R&D as percentage of revenue	NA	NA	NA	NA	NA	1.41%	1.15%	1.01%
Number of OE customers	NA	NA	NA	NA	NA	NA	NA	NA
Revenue from operations - domestic and export	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
Domestic	NA	NA	NA	NA	NA	98.46%	98.52%	97.02%
Export	NA	NA	NA	NA	NA	1.54%	1.38%	2.98%
Revenue from operations - by vehicle segments	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
PV	65.00%	66.00%	67.00%	66.00%	2.80%*	2.82%*	3.33%*	3.33%*
CV	6.00%	6.00%	6.00%	7.00%	-	-	-	-
Others	-	-	-	-	-	-	-	-
2W	29.00%	28.00%	27.00%	27.00%	97.20%*	97.18%*	96.67%*	96.67%*
3W	-	-	-	-	-	-	-	-
Revenue mix - LED and Non-LED	100.00%	100.00%	100.00%	100.00%	74.64%	73.18%	72.22%	71.87%
LED	61.00%	58.00%	39.00%	35.00%	47.71%*	43.39%*	37.33%*	35.23%*
Non-LED	39.00%	42.00%	61.00%	65.00%	26.93%*	29.79%*	34.89%*	36.64%*
Revenue mix - by business segments	100.00%	100.00%	100.00%	100.00%	97.91%#	98.66%#	98.68%#	97.04%#
OEM	NA	NA	NA	NA	92.79%*	92.99%*	91.64%*	90.16%*
Aftermarkets	NA	NA	NA	NA	5.12%*	5.67%*	7.04%*	6.88%*

Note: *Based on standalone financials for automotive segment, which contributed (99.72%, 99.77%, 99.62%, 99.59% of the standalone revenue for Q1 FY26, FY25, FY24 and FY23); #OEM and aftermarket split is not available for exports, hence the total is not 100%.

**Excludes mould sales

Source: Company websites, company reports and Crisil Intelligence

Operating parameters	IJLPL				Marelli Mitherson Automotive Lighting			
	Q1FY26	FY25	FY24	FY23	Q1FY26	FY25	FY24	FY23
Number of manufacturing facilities	NA	3	3	2	NA	5	5	4
R&D as percentage of revenue	NA	0.73%	0.63%	0.76%	NA	NA	NA	NA
Number of OE customers	NA	NA	NA	NA	NA	NA	NA	NA
Revenue from operations - domestic and exports	100.00%	100.00%	100.00%	100.00%	NA	NA	NA	NA
Domestic	NA	99.93%	99.84%	99.82%	NA	NA	NA	NA
Exports	NA	0.07%	0.16%	0.18%	NA	NA	NA	NA
Revenue from operations - by vehicle segments	NA	NA	100.00%	100.00%	NA	NA	NA	NA
PV	NA	NA	82.00%	75.00%	NA	NA	NA	NA
CV	NA	NA	3.00%	5.00%	NA	NA	NA	NA
Others	NA	NA	-	-	NA	NA	NA	NA
2W	NA	NA	15.00%	20.00%	NA	NA	NA	NA
3W	NA	NA	-	-	NA	NA	NA	NA
Revenue mix - LED and Non-LED	NA	NA	NA	NA	NA	NA	NA	NA
LED	NA	NA	NA	NA	NA	NA	NA	NA
Non-LED	NA	NA	NA	NA	NA	NA	NA	NA
Revenue mix - by business segments	NA	NA	NA	NA	NA	NA	NA	NA
OEM	NA	NA	NA	NA	NA	NA	NA	NA
Aftermarkets	NA	NA	NA	NA	NA	NA	NA	NA

Source: Company websites, company reports and Crisil Intelligence

Operating parameters	Neolite ZKW Lightings			
	Q1FY26	FY25	FY24	FY23
Number of manufacturing facilities	2	2	2	2
R&D as percentage of revenue	2.62%	1.61%	1.15%	1.07%
Number of OEM customers	44	44	39	36
Revenue from operations - domestic and exports	100.00%	100.00%	100.00%	100.00%
Domestic	44.92%	53.65%	65.31%	68.81%
Exports	55.08%	46.35%	34.69%	31.19%
Revenue from operations - by vehicle segments	100%	100%	100%	100%
PV	55.85%	53.73%	37.17%	42.30%
CV	32.82%	32.19%	45.38%	42.77%
Others [#]	9.65%	11.60%	14.40%	12.08%
2W	0.30%	0.01%	0.00%	0.00%
3W	1.38%	2.47%	3.05%	2.85%
Revenue mix - LED and Non-LED	97.38%*	96.55%*	96.14%*	96.28%*
LED	59.54%	35.33%	46.41%	52.26%
Non-LED	37.85%	61.22%	49.73%	44.02%
Revenue mix - by business segments	97.38%*	96.55%*	96.14%*	96.28%*
OEM	91.07%	87.41%	83.67%	84.78%
Aftermarkets	6.31%	9.14%	12.47%	11.50%

Note: [#] Includes ORs (construction equipment and tractors), home lighting and other operating revenue

* Excluding home lighting and other operating revenue, hence total does not add up to 100%

Source: Company websites, company reports and Crisil Intelligence

Financial comparison

Parameters	Units	Uno Minda				Varroc			
		Q1 FY26	FY25	FY24	FY23	Q1 FY26	FY25	FY24	FY23
Revenue from operations	Rs Million	44,890.90	1,67,746.10	1,40,308.90	1,12,364.90	20,275.51	81,540.84	75,519.37	68,912.13
Gross profit	Rs Million	16,530.80	59,065.00	49,671.30	40,120.30	7,562.96	29,448.64	28,186.10	24,606.66
Gross profit margin	%	36.82%	35.21%	35.40%	35.71%	37.30%	36.12%	37.32%	35.71%
Operating EBITDA	Rs Million	5,431.20	18,737.80	15,852.60	12,419.80	1,945.71	7,887.55	7,735.62	5,748.34
Operating EBITDA margin	%	12.10%	11.17%	11.30%	11.05%	9.60%	9.67%	10.24%	8.34%
PAT	Rs Million	3,090.30	10,205.70	9,247.10	7,002.30	1,074.20	696.76	5,529.95	387.89
PAT margin	%	6.88%	6.08%	6.59%	6.23%	5.30%	0.85%	7.32%	0.56%
Total equity (including NCI)	Rs Million	NA	61,134.20	52,649.80	44,342.30	16,623.98	15,979.36	15,261.83	10,041.52
Net debt	Rs Million	NA	20,918.70	13,194.80	10,778.10	NA	7,876.23	10,822.49	13,251.09
Net debt to operating EBITDA	Times	NA	1.12	0.83	0.87	NA	1.00	1.40	2.31
Capital gearing ratio	Times	NA	0.25	0.20	0.20	NA	0.33	0.41	0.57
Return on average equity (ROE)	%	NA	17.94%	19.07%	17.08%	NA	4.46%	43.71%	2.57%
Return on average capital employed (ROCE)	%	NA	21.63%	23.10%	21.29%	NA	19.50%	19.60%	8.99%
Basic EPS	Rs per share	5.06	16.42	15.26	11.42	6.88	4.01	35.80	2.36

Note: Below mentioned formulas have been used to calculate the above ratios.

Source: Company reports, Ministry of Corporate Affairs, Crisil Intelligence

Parameters	Units	FIEM				Lumax Industries			
		Q1 FY26	FY25	FY24	FY23	Q1 FY26	FY25	FY24	FY23
Revenue from operations	Rs Million	6,588.97	24,226.12	20,287.81	18,480.60	9,225.22	34,003.92	26,365.95	23,195.23
Gross profit	Rs Million	2,571.57	9,201.28	7,861.26	7,166.27	3,088.11	10,896.24	9,193.53	8,082.44
Gross profit margin	%	39.03%	37.98%	38.75%	38.78%	33.47%	32.04%	34.87%	34.85%
Operating EBITDA	Rs Million	894.83	3,221.97	2,686.84	2,486.36	818.13	2,793.80	2,303.96	2,074.58
Operating EBITDA margin	%	13.58%	13.30%	13.24%	13.45%	8.87%	8.22%	8.74%	8.94%
PAT	Rs Million	575.20	2,049.20	1,657.05	1,398.32	361.85	1,399.09	1,110.18	1,030.80
PAT margin	%	8.73%	8.46%	8.17%	7.57%	3.92%	4.11%	4.21%	4.44%
Total equity (including NCI)	Rs Million	NA	10,381.91	8,869.17	7,611.65	NA	7,742.84	6,715.48	5,835.79
Net debt	Rs Million	NA	-2,984.40	-2,061.17	-1,831.23	NA	7,641.66	5,518.99	3,754.41
Net debt to operating EBITDA	Times	NA	-0.93	-0.77	-0.74	NA	2.74	2.40	1.81
Capital gearing ratio	Times	NA	-0.40	-0.30	-0.32	NA	0.50	0.45	0.39
Return on average equity (ROE)	%	NA	21.29%	20.11%	19.93%	NA	19.35%	17.69%	19.17%
Return on average capital employed (ROCE)	%	NA	28.08%	26.98%	26.83%	NA	16.63%	17.41%	19.28%
Basic EPS	Rs per share	21.85	77.86	62.96	53.13	38.71	149.67	118.77	110.27

Note: Below mentioned formulas have been used to calculate the above ratios.

Source: Company reports, Ministry of Corporate Affairs, Crisil Intelligence

Parameters	Units	IJLPL				Marrelli Motherson Automotive Lighting			
		Q1 FY26	FY25	FY24	FY23	Q1 FY26	FY25	FY24	FY23
Revenue from operations	Rs Million	NA	16,747.96	16,180.96	13,667.13	NA	21,198.22	17,366.74	15,305.65
Gross profit	Rs Million	NA	5,316.02	4,692.00	4,135.09	NA	7,728.77	4,353.38	4,616.65
Gross profit margin	%	NA	31.74%	29.00%	30.26%	NA	36.46%	25.07%	30.16%
Operating EBITDA	Rs Million	NA	1,843.11	1,525.93	1,410.97	NA	4,906.08	3,814.83	3,048.70
Operating EBITDA margin	%	NA	11.00%	9.43%	10.32%	NA	23.14%	21.97%	19.92%
PAT	Rs Million	NA	1,429.58	928.01	1,345.14	NA	2,839.24	2,173.75	1,817.58
PAT margin	%	NA	8.54%	5.74%	9.84%	NA	13.39%	12.52%	11.88%
Total equity (including NCI)	Rs Million	NA	10,411.70	8,989.84	8,066.27	NA	8,762.76	6,725.99	5,606.29
Net debt	Rs Million	NA	-2,110.48	-1,990.90	-1,427.36	NA	-1,631.56	-981.89	-1,825.36
Net debt to operating EBITDA	Times	NA	-1.15	-1.30	-1.01	NA	-0.33	-0.26	-0.60
Capital gearing ratio	Times	NA	-0.25	-0.28	-0.21	NA	-0.23	-0.17	-0.48
Return on average equity (ROE)	%	NA	14.74%	10.88%	18.20%	NA	36.66%	35.25%	35.31%
Return on average capital employed (ROCE)	%	NA	16.86%	14.45%	11.75%	NA	53.56%	52.01%	47.39%
Basic EPS	Rs per share	NA	3.49	2.26	3.28	NA	18.93	14.49	12.12

Note: Below mentioned formulas have been used to calculate the above ratios.

Source: Company reports, Ministry of Corporate Affairs, Crisil Intelligence

Parameters	Units	Neolite ZKW Lightings			
		Q1 FY26	FY25	FY24	FY23
Revenue from operations	Rs Million	1,248.55	5,120.75	4,029.87	4,053.80
Gross profit	Rs Million	805.00	2,518.21	1,821.09	1,534.07
Gross profit margin	%	64.47%	49.18%	45.19%	37.84%
Operating EBITDA	Rs Million	368.44	964.60	504.81	415.54
Operating EBITDA margin	%	29.51%	18.84%	12.53%	10.25%
PAT	Rs Million	222.61	528.24	190.54	155.85
PAT margin	%	17.83%	10.32%	4.73%	3.84%
Total equity (including NCI)	Rs Million	2,035.48	1,819.07	1,297.28	1,106.88
Net debt	Rs Million	603.22	599.21	548.57	856.41
Net debt to operating EBITDA	Times	NA	0.62	1.09	2.06
Capital gearing ratio	Times	0.23	0.25	0.30	0.44
Return on average equity (ROE)	%	NA	33.90%	15.85%	15.14%
Return on average capital employed (ROCE)	%	NA	31.12%	15.54%	NA
Basic EPS	Rs per share	3.77	8.96	3.23	2.64

Note: Below mentioned formulas have been used to calculate the above ratios.

Source: Company reports, Ministry of Corporate Affairs, Crisil Intelligence

Formulas used:

Note: Financials for Uno Minda, Varroc, Lumax Industries and FIEM are based on consolidated financial statements. Financials for IJLPL and Marelli Motherson Automotive Lighting are based on standalone financial statements. Financials for Neolite ZKW Lightings are based on restated financial statements.

Operating KPIs

PARAMETER	DEFINITION
Number of manufacturing facilities	Represents the total count of the company's manufacturing facilities, both in India and overseas, as at the end of the reporting period.
R&D as % of revenue from operations	Represents total revenue expenditure incurred on research and development activities as a proportion of revenue from operations for the reporting period
Number of OEM customers	Represents number of relationships with OEMs across segment for the period
Revenue from operations - Domestic and Exports	Represents the share of revenue from operations earned from customers in India and from exports during the fiscal
Revenue from operations - by vehicle segments	Computed as the share of revenue from operations of automobile segments during the fiscal
Revenue mix – LED and Non-LED	Represents the share of revenue coming from LED technology and non-LED technology respectively as a % of revenue from operations
Revenue mix – by business segments	Represents the share of revenue from operations generated from OEMs and aftermarkets during the fiscal

Financial KPIs

PARAMETER	DEFINITION
Revenue from operations	Computed as the sum of Revenue of products, revenue of services and revenue from other operating income
Gross Profit	Gross Profit is calculated as Revenue from operations minus Cost of goods sold. Cost of goods sold is computed as sum of Cost of raw material and components consumed, Purchase of stock-in-trade and changes in inventory of finished goods, work in progress and stock in trade
Gross profit margin	Computed by dividing Gross Profit with Revenue from operations * 100
Operating EBITDA	Operating EBITDA is calculated as Profit / (Loss) before share of profit / loss of Joint Ventures & Associates, Exceptional items and Tax minus other Income plus Finance Costs and Depreciation & Amortization expense
Operating EBITDA margin	Computed by dividing Operating EBITDA with revenue from operations * 100
PAT	Profit for the year/period without considering other comprehensive income
PAT margin	Profit for the year/period without considering other comprehensive income divided by revenue from operations * 100
Total equity (including NCI)	Total Equity including Non-Controlling Interests as per financial information
Net Debt	Computed as sum of long-term borrowing, short term borrowings, interest accrued and not due and interest accrued and due minus cash and cash equivalents and bank balances other than cash and cash equivalents, excluding any deposits held as lien or margin money.
Net debt to operating EBITDA	Computed as Net Debt divided by Operating EBITDA
Capital gearing Ratio	Computed as Net Debt divided by Sum of Total Equity and Net Debt
Return on average equity (ROE)	Computed by dividing PAT minus preference dividend, if any by the Average Total Equity * 100. Average Total Equity is calculated as the average of the opening and closing balances of Total Equity.
Return on average capital employed (ROCE)	Computed as EBIT as a % of average capital employed. EBIT is calculated by adding finance cost to Profit / (Loss) before Exceptional items and Tax (but after share of profit / loss of Joint Ventures & Associates). Average Capital Employed is calculated by averaging the opening and closing balance of capital employed. Capital employed is calculated by adding Tangible Net Worth, Total Debt and Deferred Tax Liability. Tangible Net worth is computed as Total Equity minus Net Intangible assets and Net Right of use assets.

PARAMETER	DEFINITION
	Total Debt is computed as sum of long-term borrowings, short term borrowings, interest accrued and not due, interest accrued and due and total Lease Liabilities.
Basic EPS	Computed as profit for the year attributable to equity holders of the company divided by the weighted average number of equity shares outstanding

In terms of revenue from operations, Neolite ZKW Lightings was one of the fastest growing companies in fiscal 2025, registering a y-o-y growth of 27.07% as compared to the 16.91% average growth clocked by above mentioned peers during the same period.

Compared to the peers, company had the highest gross profit margin of 49.18% and 45.19% in fiscal 2025 and fiscal 2024 respectively and its gross profit grew at a CAGR of 28.12% between fiscal 2023 and fiscal 2025 - one of the fastest amongst the mentioned peers and the fastest growth amongst the listed peers.

The company's operating EBITDA margin stood at 18.84% in fiscal 2025 and 12.53% in fiscal 2024, surpassing the peer averages of 12.75% and 12.49% during the same periods, respectively. Notably, the company's fiscal 2025 margin was the highest among its above listed peers.

Moreover, the company clocked the highest EBITDA growth at 52.36% CAGR during fiscal 2023 to fiscal 2025 period.

Company's PAT margin of 10.32% in fiscal 2025 was higher than the peer average of 6.91% and was the second highest amongst the above peers considered and highest amongst the listed peers.

Moreover, company's return ratios of ROE and ROCE at 33.90% and 31.12% respectively were higher than peer averages of 19.07% and 26.04% during fiscal 2025. The ratios were 2nd highest amongst the considered peers and highest amongst the listed players.

During fiscal 2025, amongst the above listed peers, Neolite ZKW Lightings maintained the second lowest capital gearing ratio of 0.25 as well as net debt to operating EBITDA ratio of 0.62.

Threats and challenges for automotive lighting manufacturers

Players in the Indian Automotive Lighting industry, such as Neolite ZKW Lightings, Lumax Industries, Uno Minda, and Varroc, face a variety of threats and challenges.

Threats

- **Factors affecting automotive sales:**
 - **Economic slowdowns:** Moderation in GDP growth, elevated inflation and disruptions in rural income due to below-normal monsoons may adversely impact the growth of underlying end-use automotive segments
 - **Inherent cyclicality of the domestic automotive sales:** The automotive industry has close links with GDP growth and business cycles, impacting incomes of probable customers thereby making the industry susceptible to these changes
 - **Policy uncertainty:** Ad hoc changes in EV subsidies (for instance, FAME) and inconsistent state-level incentives impact the pace of electrification
 - **Infrastructure development:** Reduction in the pace of infrastructure development may have a negative impact on sales of CVs, construction equipment and three wheelers. Moreover, expansion in charging infrastructure is one of the key drivers of electrification
 - **Rising acquisition costs:** Price increases due to input cost inflation and lack of economies of scale and uncertainty around imported component costs continue to affect affordability

- **Global competition:** The Indian automotive lighting market is becoming increasingly competitive with the entry of global players, which can lead to a decline in market share for local manufacturers
- **Trade wars and tariffs:** Trade tensions and tariffs imposed by countries such as the US, China, and the EU can impact the export-oriented Indian automotive lighting industry, making it challenging to maintain competitiveness

Challenges

- **Supply chain management:** Managing a complex supply chain, including sourcing raw materials, components and electronics, can be a challenge, particularly in the context of global trade uncertainties. Global events such as the pandemic or geopolitical tensions disrupt the supply of critical raw materials and components
- **Cost competitiveness:** Indian manufacturers must maintain cost competitiveness to remain attractive to OEMs and tier-1 suppliers, while also ensuring profitability
- **Skilled labour and talent acquisition:** Attracting and retaining skilled labour, particularly in areas such as R&D, design and engineering can be a challenge in the Indian automotive lighting industry
- **Environmental and sustainability concerns:** Manufacturers must address environmental and sustainability concerns such as reducing energy consumption and waste management
- **Intensifying competition:** New entrants and portfolio expansions by legacy players intensifies competition, making customer acquisition challenging.

OUR BUSINESS

*Some of the information in the following section 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**” on page 29 for a discussion of the risks and uncertainties related to those statements and the section “**Risk Factors**” on page 45 for a discussion of certain risks that may affect our business, financial condition or results of operations and the “**Restated Financial Information**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” on pages 417 and 476, respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in, or implied by, these forward-looking statements.*

*Unless otherwise indicated or unless the context requires otherwise, the financial information included herein is based on our Restated Financial Information included in this Draft Red Herring Prospectus. For further information, see “**Restated Financial Information**” on page 417. Unless the context otherwise requires, in this section, references to “we”, “us” or “our” refers to our Company. Unless the context otherwise requires, references to our “Company” refers to Neolite ZKW Lightings Limited on a standalone basis.*

Our Financial Year or Fiscal ends on March 31 of each year, and references to a particular Financial Year or Fiscal are to the 12-month period ended March 31 of that year. Unless otherwise stated or the context otherwise requires, the financial information as of and for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023, included in this section has been derived from our Restated Financial Information included in this Draft Red Herring Prospectus on page 417. We have also included various operational and financial performance indicators in this Draft Red Herring Prospectus, some of which have not been derived from our Restated Financial Information. The manner of calculation and presentation of some of the operational and financial performance indicators, and the assumptions and estimates used in such calculation, may vary from that used by other companies in India and other jurisdictions.

*Unless otherwise indicated, industry and market data used in this Draft Red Herring Prospectus has been extracted or derived from the CRISIL Report. We commissioned and paid for the CRISIL Report pursuant to an engagement letter dated July 14, 2025, for the purposes of confirming our understanding of the industry exclusively in connection with the Offer. The CRISIL Report will be available on the website of our Company at www.neolitezkw.com. The data included herein includes excerpts from the CRISIL Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the proposed Offer), that has been left out or changed in any manner. Unless otherwise indicated, financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular year refers to such information for the relevant calendar year. See “**Certain Conventions, Presentation of Financial, Industry and Market Data – Industry and Market Data**”, “**Risk Factors – This Draft Red Herring Prospectus contains information from an industry report issued by CRISIL which we have commissioned and paid for to confirm our understanding of our industry exclusively in connection with the Offer and reliance on such information for making an investment decision in this Offer is subject to inherent risks.**” and “**Industry Overview**” on pages 24, 83 and 197, respectively.*

Overview

We are an established manufacturer and global supplier of automotive lighting products and components for OEMs, across a broad spectrum of vehicle categories, including PVs, CVs, ORs, 3Ws, and 2Ws (“**OEM category**”). In addition to the OEM category, we also cater to the aftermarket segment for automotive lighting products and components, through which our products are distributed for replacement sale (“**Automotive Lighting Aftermarket**”). We offer a comprehensive suite of automotive lighting products and components across a portfolio of over 830 stock keeping units (“**SKUs**”) as of October 31, 2025. In line with the shift toward electrification and sustainability, we also offer certain electric vehicle (“**EV**”) focused lighting products. At the same time, our portfolio is powertrain agnostic that serves both EVs and internal combustion engine (“**ICE**”) vehicles.

Incorporated in 1992, our Company has steadily expanded its operations and, as of October 31, 2025, supplies products and services to over 40 OEMs. Backed by the extensive experience of our Promoters spanning over 30 years, we have built a strong foundation in the automotive lighting industry through established customer

relationships and industry insight. Our Company has an alliance with ZKW Group GmbH (which became a subsidiary of LG Electronics in 2018). As per CRISIL Report, founded in 1938 and headquartered in Austria, ZKW Group GmbH, is one of the leading players in global automotive lighting industry, known for its expertise in premium lighting solutions and for supplying high-tech LED and laser headlamps to marquee global OEMs such as BMW and Audi.

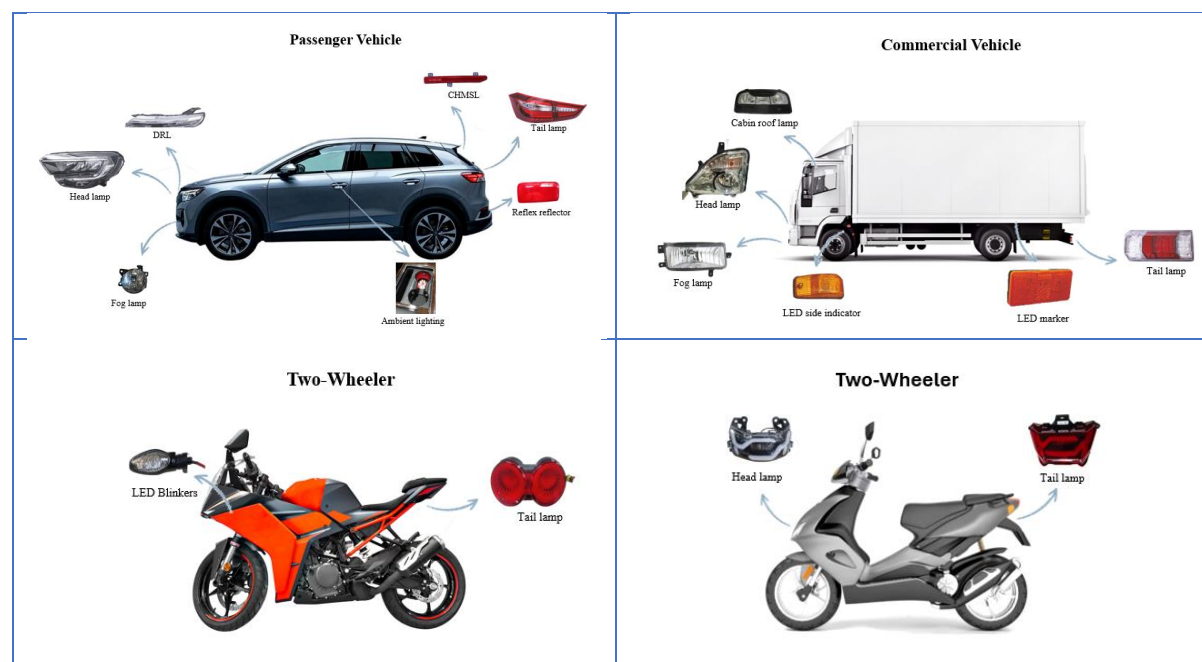
As per CRISIL Report, we are a leading player in the domestic commercial vehicle lighting segment, with a market share of 34.43% in Fiscal 2025, catering to the leading OEMs in this segment. Also, we are amongst the few leading exporters of automotive lighting products and components from India, exporting to over 50 countries across CIS regions, North America and Western Europe. As of October 31, 2025, we supply our products to 38 OEMs in India, and 6 OEMs globally through exports.

Set forth below is the revenue split between our domestic and export sales for the periods indicated, including as a percentage of our Revenue from Operations:

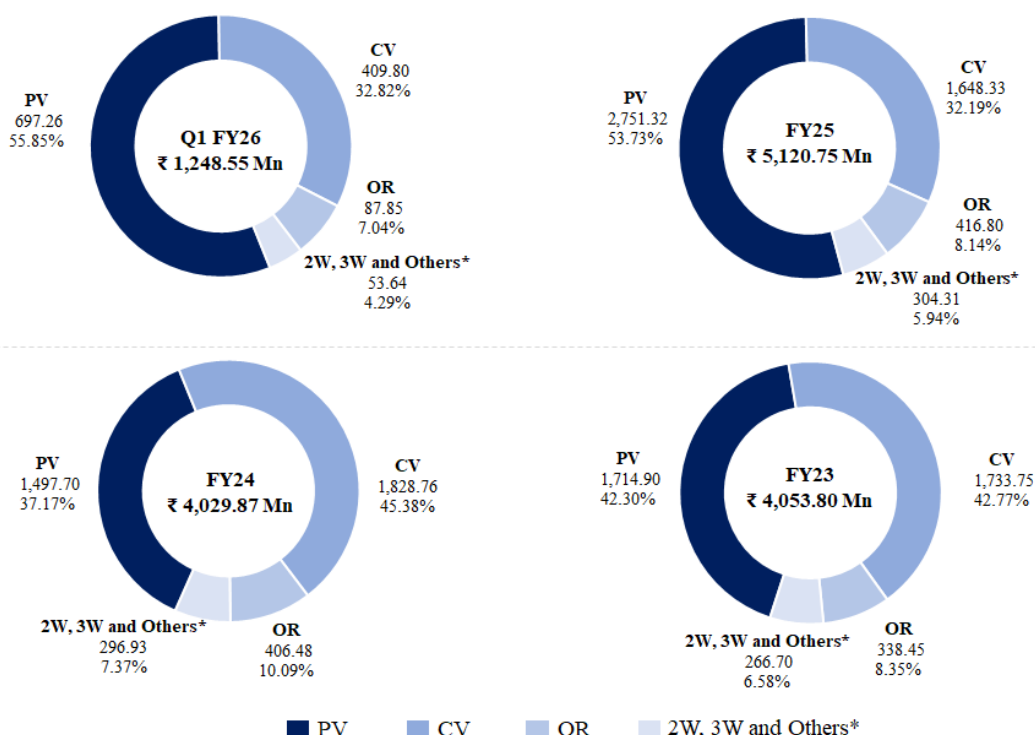
(₹ in million, except for percentages)

Market	Three months period ended June 30, 2025		Financial Year ended March 31, 2025		Financial Year ended March 31, 2024		Financial Year ended March 31, 2023	
	Revenue from Operations	% of total Revenue from Operations	Revenue from Operations	% of total Revenue from Operations	Revenue from Operations	% of total Revenue from Operations	Revenue from Operations	% of total Revenue from Operations
Domestic	560.79	44.92%	2,747.24	53.65%	2,631.81	65.31%	2,789.55	68.81%
Export	687.76	55.08%	2,373.51	46.35%	1,398.06	34.69%	1,264.25	31.19%
Total	1,248.55	100.00%	5,120.75	100.00%	4,029.87	100.00%	4,053.80	100.00%

Set forth below is a representative overview of certain of our product offerings across select vehicle segments:



As per CRISIL Report, in terms of Revenue from Operations, we were one of the fastest growing companies in Fiscal 2025, registering a y-o-y growth of 27.07% as compared to the 16.91% average growth clocked by our peers during the same period. Set forth below is our Revenue from Operations across various vehicle categories for the periods indicated, including as a percentage of our Revenue from Operations:



*Others comprises other operating revenue and revenue from home lighting.

Over the years, we have steadily expanded our customer base by building strong, long-term relationships with both domestic and global OEMs, many of which have continued for over two decades. Our focus on innovation, product quality, and customized solutions has enabled us to consistently meet evolving industry needs, leading to increased trust and repeat business. As a result, we have grown our portfolio of OEM partnerships across multiple vehicle segments and geographies including prominent multinational OEMs. As of October 31, 2025, we supply our products to 38 OEMs in India, and 6 OEMs globally through exports. Additionally, during the financial year ended March 31, 2023, we forayed into the 2W segment pursuant to arrangement with Piaggio Vehicles Private Limited, building on our long-standing association with the Company. Further, recently, we have expanded our presence in the 2W segment pursuant to arrangement with one of India's leading 2W manufacturer. For further details, see *"Our Customers"* on page 351.

The following table sets forth the number of OEM relationships of our Company across various vehicle categories, including both domestic and export segments, for the periods indicated:

Vehicle segment	Market	Three months period ended June 30, 2025	Financial Year ended March 31, 2025	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023
		No. of OEMs	No. of OEMs	No. of OEMs	No. of OEMs
PV	Domestic	7	7	6	5
	Export	2	2	2	2
CV*	Domestic	11	11	11	10
	Export	2	2	1	1
OR	Domestic	15	15	15	15
	Export	1	1	1	-
3W	Domestic	4	4	3	3
	Export	-	-	-	-
2W	Domestic	1	1	-	-
	Export	1	1	-	-
Total#	Domestic	38	38	35	33
	Export	6	6	4	3

* Includes heavy commercial vehicles ("HCV"), medium commercial vehicles ("MCV"), and light commercial vehicles ("LCVs").

Certain customers operate across multiple vehicle segments and are therefore included in each applicable segment.

We generate revenue through our OEM relationships as well as through our presence in the Automotive Lighting Aftermarket, each representing a key pillar of our overall business model. The following table sets forth our Revenue from Operations across the two categories for the periods indicated, including as a percentage of our Revenue from Operations:

(₹ in million, except for percentages)

Particulars	Three months period ended June 30, 2025		Financial Year ended March 31, 2025		Financial Year ended March 31, 2024		Financial Year ended March 31, 2023	
	Revenue from Operations	% of total Revenue from Operations	Revenue from Operations	% of total Revenue from Operations	Revenue from Operations	% of total Revenue from Operations	Revenue from Operations	% of total Revenue from Operations
OEM category	1,137.09	91.07%	4,475.92	87.41%	3,371.66	83.67%	3,436.68	84.78%
Automotive Lighting Aftermarket	78.82	6.31%	467.82	9.14%	502.59	12.47%	466.13	11.50%
Total*	1,215.91	97.38%	4,943.74	96.55%	3,874.25	96.14%	3,902.81	96.28%

* Excluding other operating revenue and revenue from home lighting.

We follow a collaborative approach to product development and have built long-standing and trusted relationships with the design and development teams of our OEM customers. We engage early in the product development cycle, often at the planning or facelift stage allowing us to co-create solutions that align closely with our OEM customers' technical and design goals. Such early-stage involvement typically includes project-based assignments, wherein we provide design and development services, as well as a tooling business covering the design, development, and supply of moulds, dies, and fixtures required for the manufacture of automotive lighting products and components. We ensure constant visibility across customer organizations by organizing in-house technology showcases and actively participating in all major industry exhibitions. Having consistently proven our capabilities in the domestic market with several leading OEM customers, we are now regularly being entrusted with participation in global sourcing requests for quotations ("RFQs"), reflecting the growing confidence in our expertise. With our capabilities in manufacturing a wide range of automotive lighting products and components, coupled with our established and long-standing relationships with our OEMs, we are exporting our products to customers in over 50 countries.

In addition to the manufacturing and supply of automotive lighting products and components, we also undertake project-based assignments, tooling and other related offerings. Set forth below is our Revenue from Operations across these offerings for the periods indicated, including as a percentage of our Revenue from Operations:

(₹ in million, except for percentages)

Segment	Three months period ended June 30, 2025		Financial Year ended March 31, 2025		Financial Year ended March 31, 2024		Financial Year ended March 31, 2023	
	Revenue from Operations	% of total Revenue from Operations	Revenue from Operations	% of total Revenue from Operations	Revenue from Operations	% of total Revenue from Operations	Revenue from Operations	% of total Revenue from Operations
Automotive lighting products &	672.71	53.88%	4,044.25	78.98%	3,594.48	89.20%	2,825.17	69.69%

Segment	Three months period ended June 30, 2025		Financial Year ended March 31, 2025		Financial Year ended March 31, 2024		Financial Year ended March 31, 2023	
	Revenue from Operations	% of total Revenue from Operations	Revenue from Operations	% of total Revenue from Operations	Revenue from Operations	% of total Revenue from Operations	Revenue from Operations	% of total Revenue from Operations
components								
Project-based assignments, tooling and other related offerings*	575.84	46.12%	1,076.50	21.02%	435.39	10.80%	1,228.63	30.31%
Total	1,248.55	100.00%	5,120.75	100.00%	4,029.87	100.00%	4,053.80	100.00%

* Including other operating revenue and revenue from home lighting.

As of October 31, 2025, our Company has an order book of ₹ 1,718.76 million relating to project-based assignments and tooling in the automotive lighting segment which we expect to execute by Financial Year ended March 31, 2027. This order book reflects our confirmed engagements with OEM customers across multiple vehicle platforms and demonstrates our technical, manufacturing and execution capabilities to cater to such specialized and program-linked requirements. The execution of these orders is expected to provide revenue visibility, support efficient utilization of manufacturing capacities and further strengthen our relationships with OEM customers, reinforcing our position as a reliable and capable partner in the automotive lighting industry and contributing positively to our business performance and growth.

Our comprehensive suite of automotive lighting products includes the following:

- A. Front Lighting** which includes, halogen head lamps, light emitting diode (“LED”) projector head lamps and light source unit (“LSU”) based LED head lamps, halogen-based head lamps with the latest technology trend including daytime running lights (“DRLs”) and connected front lamps acting as DRL and position lamps, LED fog lamps and cornering lamps.

Head lamps – PV		
		
Head lamps – CV		
		
Head lamps - Others		
		

B. Rear Lighting which includes tail lamps (body side, fender side, connected tail lamps, LED rear lighting systems), rear fog lamps, signal lamps, center high-mount stop lamps, license plate lamps, and reflex reflectors. Set forth below are few images of the rear lighting products:



C. Interior Lighting which includes ambient lights, capacitive touch roof lamps, and puddle lamps. Set forth below are few images of the interior lighting products:



Our product portfolio is broadly categorized into LED-based products and non-LED products and over the years, we have increased the contribution of LED-based products in our Revenue from Operations. For further details, see “**Our Product Portfolio**” on page 347. The following table sets forth our Revenue from Operations from LED based and non-LED based products for the periods indicated, including as a percentage of our Revenue from Operations:

(₹ in million, except for percentages)

Particulars	Three months period ended June 30, 2025		Financial Year ended March 31, 2025		Financial Year ended March 31, 2024		Financial Year ended March 31, 2023	
	Revenue from Operations	% of total Revenue from Operations	Revenue from Operations	% of total Revenue from Operations	Revenue from Operations	% of total Revenue from Operations	Revenue from Operations	% of total Revenue from Operations
LED-based	743.39	59.54%	1,808.99	35.33%	1,870.26	46.41%	2,118.43	52.26%
Non-LED based	472.52	37.85%	3,134.75	61.22%	2,003.99	49.73%	1,784.37	44.02%
Total*	1,215.91	97.38%	4,943.74	96.55%	3,874.25	96.14%	3,902.81	96.28%

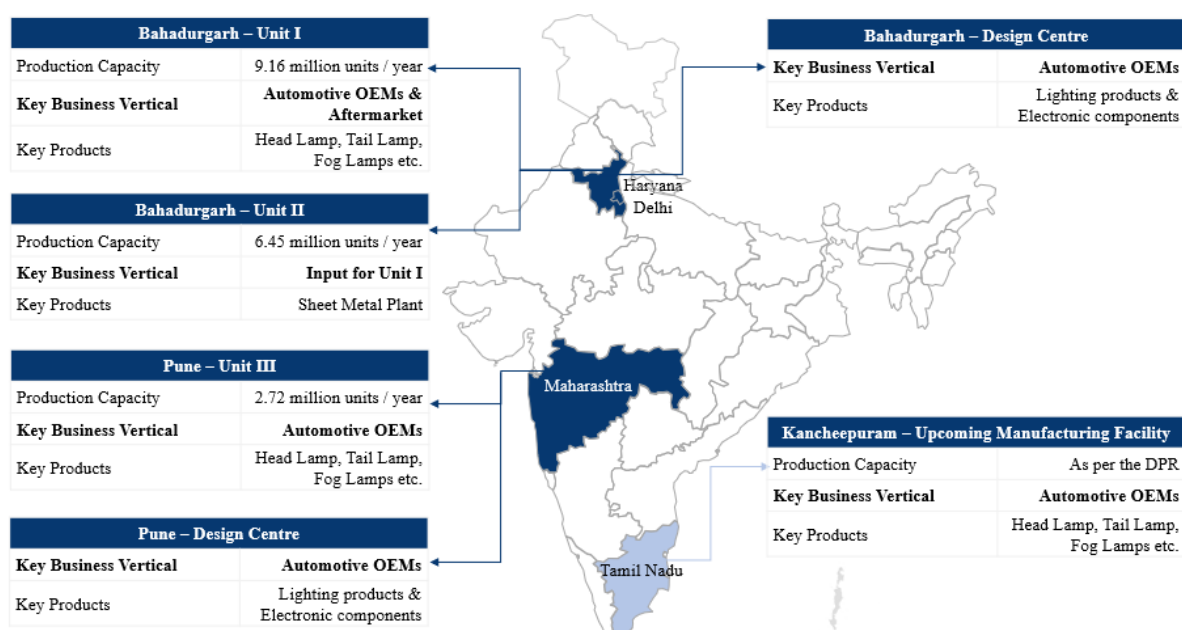
* Excluding other operating revenue and revenue from home lighting.

As on the date of this DRHP, we operate through 3 Partially Vertically Integrated, Semi-Automated manufacturing facilities, namely: (i) Automotive lighting OEM and aftermarket plant at Bahadurgarh, Haryana (“Unit 1”) which is dedicated for the manufacturing of automotive lighting products and components; (ii) Sheet metal plant at

Bahadurgarh, Haryana (“**Unit 2**”) which supports our manufacturing of automotive lighting products and components through sheet metal fabrication and precision stamping and (iii) Automotive lighting OEM plant at Pune, Maharashtra which recently commenced operations (“**Unit 3**”) (“**Manufacturing Facilities**”). Our Manufacturing Facilities are spread across an aggregate area of 407,702.19 square feet. Our Unit 1 and Unit 3 Manufacturing Facilities have an aggregated installed capacity of 11.88 million units per annum for manufacturing of automotive lighting products and components. Our Unit 2 Manufacturing Facility supports our manufacturing operations through sheet metal fabrication and precision stamping. These Partially Vertically Integrated facilities allow for seamless coordination across key production stages including moulding, coating, painting, assembly, testing and validation, and packing and dispatch, enabling us to exercise greater control over quality, cost-efficiency, and delivery timelines. Our in-house development of automotive lighting products and components further enhances operational efficiency and supports customized and timely responses to OEM requirements. Additionally, we operate ten warehouses strategically located across Maharashtra, Tamil Nadu, Haryana, Uttar Pradesh, and Jharkhand. These locations allow us to position inventory closer to key OEM hubs and major transportation corridors, ensuring efficient storage, seamless logistics, and timely global distribution of our automotive lighting products and components.

In addition to our Manufacturing Facilities, we have established two design centres, one integrated within our Unit 1 Manufacturing Facility, and an independent design centre located in Pune, Maharashtra (“**Design Centres**”), which serves as a hub for research, and product development in automotive lighting solutions. Equipped with modern design tools and simulation software, 3D modelling, optical design, prototyping, and validation support, the Design Centres play a crucial role in enhancing our in-house product development capabilities, reducing time-to-market, and ensuring that our solutions meet global performance, and regulatory standards. It also fosters close collaboration between our engineering teams and customers, enabling customized, application-specific lighting solutions for a wide range of vehicle platforms.

As per CRISIL Report, it is highly beneficial when the lighting manufacturer also has an in-house design center as this internal capability allows the supplier to validate styling concepts against engineering constraints in real-time, drastically reducing the feedback loop between the OEM's studio and the manufacturing floor. The automotive industry has strict quality and safety standards that must be met by all suppliers, including lighting component manufacturers. Meeting these standards requires significant investment in quality control and testing infrastructure, which can be a barrier for new entrants. In line with these industry dynamics, our in-house Design Centres enable validation of styling concepts against engineering and manufacturing requirements, thereby shortening development cycles and enhancing execution efficiency. This integrated approach allows us to deliver reliable, regulation-compliant lighting solutions while maintaining consistency, scalability, and high quality across customer programs. The map below shows the locations of our existing and proposed Manufacturing Facilities and Design Centres:



**The map is only for illustrative and representational purposes and may not accurately depict scale, precise geography, or distance. It is intended solely to provide a broad overview of the locations of our manufacturing facilities.*

According to CRISIL Report, our Manufacturing Facilities are strategically located near key automotive OEM clusters in North and West India, and with a new facility planned in Kancheepuram, Tamil Nadu, we expect to have a manufacturing footprint across major automotive corridors in the country. Proximity to OEM hubs provides significant operational benefits, including reduced lead times, enhanced responsiveness, and improved supply reliability to OEMs. Our well-established footprint in Northern and Western India, combined with our proximity to major OEMs, positions us to efficiently cater to customers across major automotive hubs in India.

Our Manufacturing Facilities are accredited with IATF 16949:2016, ISO 14001:2015, ISO 9001:2015, and ISO 45001:2018 certifications reflecting our commitment to comply with requisite standards in product and service quality, environmental sustainability, and workplace health and safety. We have also implemented key international automotive standards developed by the automotive industry action group (“AIAG”), including advanced product quality planning (“APQP”), failure modes and effects analysis (“FMEA”), statistical process control (“SPC”), and measurement system analysis (“MSA”) across our manufacturing, quality assurance, and product development functions to ensure robust processes and continuous improvement. For further details on our manufacturing facilities, see “*Our Manufacturing Facilities*” on page 353.

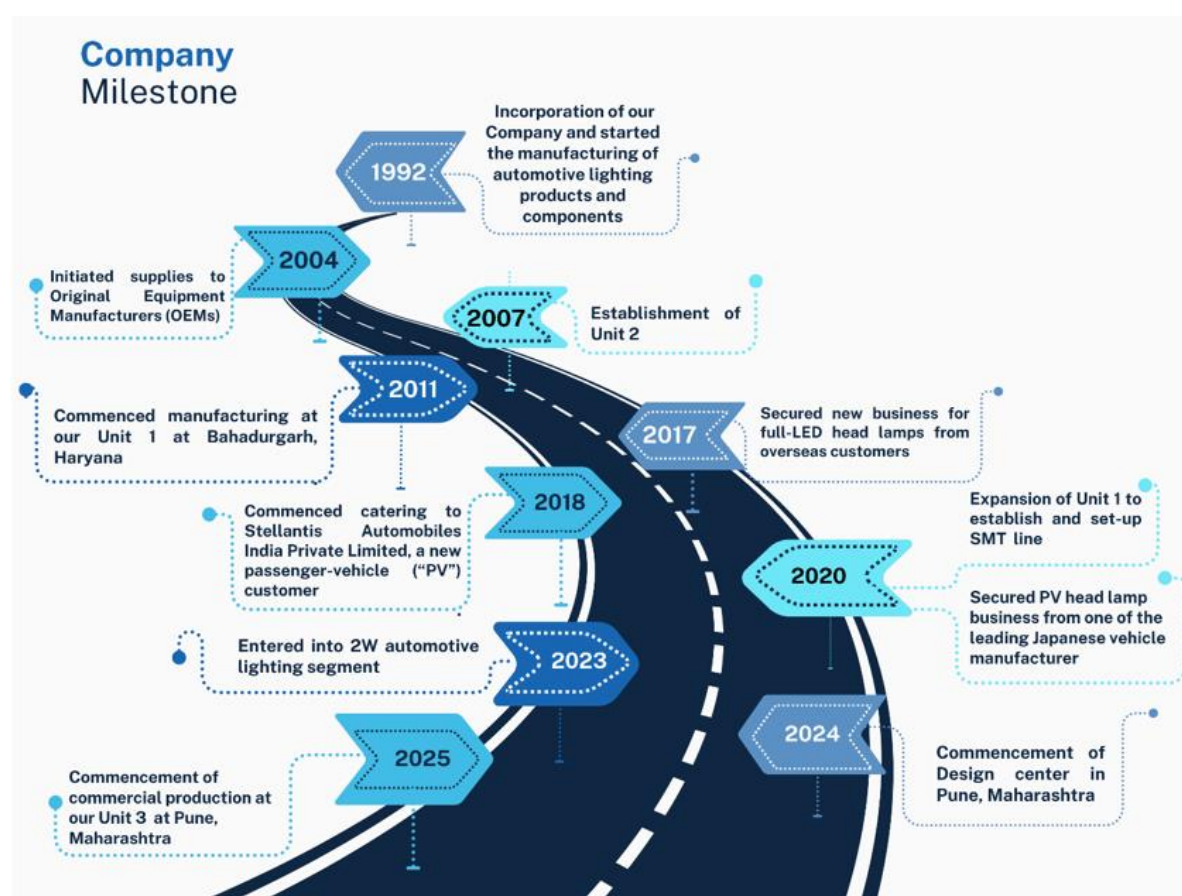
According to CRISIL Report, the domestic automotive lighting industry is anticipated to experience a remarkable growth trajectory, with a projected compound annual growth rate (CAGR) of 17-19% in value terms increasing from ₹ 101.72 Billion to ₹ 225-245 billion between Fiscal 2025 and Fiscal 2030. This robust growth will be driven by a combination of factors, including the sustained increase in vehicle sales, the trend towards premiumization, the rising adoption of electrification, hybridization within the automotive industry, and the growing demand for premium lighting solutions, as well as the advancements in lighting technology. To leverage favorable industry trends and strengthen our presence across key automotive hubs in India, we propose to expand our manufacturing capabilities through setting up a greenfield manufacturing facility at Kancheepuram, Tamil Nadu, for which we have secured the land admeasuring 235,224 square feet through internal accruals and purchase of plant and machinery, SMT lines and testing equipment for electronic expansion and upgradation of existing Unit 1 Manufacturing Facility. For further details, see the section titled “*Objects of the Offer*” on page 143 and “*Our Strategies - Capitalize on industry tailwinds by establishing a greenfield manufacturing facility at Kancheepuram, Tamil Nadu and undertaking electronic expansion and upgradation of existing Unit 1 Manufacturing Facility at Bahadurgarh, Haryana*” on pages 341. These initiatives are aimed at enhancing our production capabilities, improving supply chain efficiency, and strengthening our presence in both OEM category and Automotive Lighting Aftermarket.

To strengthen our business growth, technical competencies, and geographic reach, we were engaged with ZKW Group GmbH under a formal agreement during the period from 2007 to 2012. Since 2012, this relationship has continued in the form of a collaborative arrangement. According to CRISIL Report, ZKW Group GmbH, a subsidiary of LG Electronics since 2018, is another noteworthy player in the global automotive lighting market. The company, with its expertise in premium lighting solutions, supplies high-tech LED and laser headlamps for brands such as BMW and Audi, giving it a stronghold in the European luxury segment. Backed by LG’s expertise in electronics, ZKW has also advanced in digital and matrix lighting solutions, aligning with the autonomous driving trend. Leveraging ZKW Group GmbH’s extensive expertise in the automotive lighting industry is a part of our long-term vision to deliver innovative, high-quality solutions that meet global best practices and standards. In December 2007, our Promoter, Chairman and Managing Director - Rajesh Jain along with our Company entered into a joint venture agreement (“**JV Agreement**”) and an agreement for technology transfer (“**Technology Transfer Agreement**”) with ZKW Group GmbH. The JV Agreement and Technology Transfer Agreement were concluded in March 2012. Subsequently, our Company, the RJ Group and ZKW Group GmbH entered into a Cooperation Agreement on December 23, 2025. This reflects our ongoing commitment to collaborate with ZKW Group GmbH for the purposes of leveraging advanced lighting technologies, strengthening our product portfolio and enhancing competitiveness in both domestic and global markets as and when required by us. While we continue to value the alliance and relationship with ZKW Group GmbH, we have evolved into a self-reliant Company. We maintain full operational control over our strategy, research and development (“**R&D**”), and execution.

Founded in 1992 under the leadership of our Promoter, Chairman and Managing Director - Rajesh Jain, our journey builds on the rich legacy of the Neolite Group, which spans over five decades in the automotive lighting industry. The Neolite Group comprises of our Company and our Promoter - Pramod Plastic Industries Private Limited, which is engaged in the business of manufacture, sale, export and import the spare parts and accessories made of glass, plastic and iron. Our operations are supported by a professional management team with extensive industry expertise. Rajesh Soni, Chief Executive Officer, has over 28 years of experience in the automotive sector.

Sumeet Tandon, Chief Strategy and Marketing Officer, has over 37 years of experience. Sanjeev Miglani, Executive Vice President (Operations), brings over 20 years of experience. Sachin Wadhwa, Senior Vice President (Finance and Controlling), brings over 28 years of experience. Bhuvnesh Mendha, Vice President (Materials), has over 28 years of experience. Lala Atanu Prasad Ray, Senior General Manager (Projects), possesses over 20 years of experience. Rajesh Arora, Senior General Manager (Quality Integrated Management System), brings over 20 years of experience. Parvesh Raghvendra Bhardwaj, Vice President - Group HR, brings over 16 years of experience. Our commitment to quality is reflected in the numerous awards and recognitions we have received over the years, including certifications from Automotive Component Manufacturers Association (“ACMA”), Automotive Industry Standards (“AIS”) compliance certification from the International Centre for Automotive Technology, a division of NATIS, Government of India and accolades from leading customers. Notable among these are the excellence in new product development award from JSW MG Motor India Private Limited (formerly known as MG Motor India Private Limited), and excellence in quality from ACMA. For a list of our awards, see “*History and Certain Corporate Matters – Key awards, accreditations, certifications and recognitions received by our Company*” on page 381.

A graphical representation of our evolution and journey is set forth below:



Over the last three Financial Years, our Revenue from Operations and profitability have steadily increased, driven by the addition of advanced lighting products that have expanded the variety and complexity of our portfolio. As per CRISIL Report, compared to the peers, we had the highest gross profit margin of 49.18% and 45.19% in Fiscal 2025 and Fiscal 2024 respectively and our gross profit grew at a CAGR of 28.12% between Fiscal 2023 and Fiscal 2025 - one of the fastest amongst our peers and the fastest growth amongst the listed peers. Our PAT margin of 10.32% in Fiscal 2025 was higher than the peer average of 6.91% and was the second highest amongst the peers considered and highest amongst the listed peers. Moreover, our Company’s return ratios of ROE and ROCE at 33.90% and 31.12% respectively were higher than peer averages of 19.07% and 26.04% during Fiscal 2025. The ratios were 2nd highest amongst the considered peers and highest amongst the listed players.

Set forth below are certain key financial and operational KPIs of our business:

KPIs	Unit	As of and for			
		Three months period ended June 30, 2025*	Fiscal 2025	Fiscal 2024	Fiscal 2023
Financial KPIs					
Revenue from Operations	₹ Mn	1,248.55	5,120.75	4,029.87	4,053.80
Gross Profit	₹ Mn	805.00	2,518.21	1,821.09	1,534.07
Gross Profit Margin	%	64.47	49.18	45.19	37.84
Operating EBITDA	₹ Mn	368.44	964.60	504.81	415.54
Operating EBITDA Margin	%	29.51	18.84	12.53	10.25
PAT	₹ Mn	222.61	528.24	190.54	155.85
PAT Margin	%	17.83	10.32	4.73	3.84
Total Equity (including NCI)	₹ Mn	2,035.48	1,819.07	1,297.28	1,106.88
Net Debt	₹ Mn	603.22	599.21	548.57	856.41
Net Debt to Operating EBITDA	No. of Times	NA	0.62	1.09	2.06
Capital Gearing Ratio	No. of Times	0.23	0.25	0.30	0.44
Return on Average Equity (ROE)	%	NA	33.90	15.85	15.14
Return on Average Capital Employed (ROCE)	%	NA	31.12	15.54	NA
Basic EPS	₹ per share	3.77	8.96	3.23	2.64
Diluted EPS	₹ per share	3.28	7.79	2.81	2.30
Operational KPIs					
Number of Manufacturing Facilities	No.	2	2	2	2
R&D as % of Revenue from operations	%	2.62	1.61	1.15	1.07
Number of OEM Customers	No.	44	44	39	36
Revenue from operations - Domestic and Exports	%	100.00	100.00	100.00	100.00
Domestic	%	44.92	53.65	65.31	68.81
Exports	%	55.08	46.35	34.69	31.19
Revenue from Operations - By segments	%	100.00	100.00	100.00	100.00
PV	%	55.85	53.73	37.17	42.30
CV*	%	32.82	32.19	45.38	42.77
Others [#]	%	9.65	11.60	14.40	12.08
2W	%	0.30	0.01	0.00	0.00
3W	%	1.38	2.47	3.05	2.85
Revenue mix - LED and Non-LED ^{&}	%	97.38	96.55	96.14	96.28
LED	%	59.54	35.33	46.41	52.26
Non-LED	%	37.85	61.22	49.73	44.02
Revenue mix - Channel wise ^{&}	%	97.38	96.55	96.14	96.28
OEM	%	91.07	87.41	83.67	84.78
Aftermarkets	%	6.31	9.14	12.47	11.50

As certified by MRM & Company, Chartered Accountants, pursuant to their certificate dated December 23, 2025.

* The company's FY25 revenue from domestic OEMs in the CV segment is of INR 1,451.86 Mn.

[#]Others include revenue from home lighting, ORs and other operating revenue, as applicable.

[&]Excludes revenue from home lighting and other operating value.

Definitions:

1. **Revenue from Operations:** Computed as the sum of Revenue of Products, Revenue of Services and Revenue from Other Operating Income.
2. **Gross Profit:** Calculated as Revenue from operations minus Cost of Goods sold.
Cost of Goods sold is computed as sum of Cost of raw material and components consumed, Purchase of stock-in-trade and changes in inventory of finished goods, work in progress and stock in trade
3. **Gross Profit Margin:** Computed by dividing Gross Profit with Revenue from operations * 100
4. **Operating EBITDA:** Operating EBITDA is calculated as restated Profit / (Loss) before share of profit / loss of Joint Ventures & Associates, Exceptional items and Tax minus other Income plus Finance Costs and Depreciation & Amortization expense.
5. **Operating EBITDA Margin:** Computed by dividing Operating EBITDA with revenue from operations * 100
6. **PAT:** Restated profit for the year/period as per restated financial information without considering Other comprehensive income.
7. **PAT Margin:** Restated profit for the year without other comprehensive income/period divided by revenue from operations * 100
8. **Total Equity (including NCI):** Total Equity including Non-Controlling Interests as per restated financial information
9. **Net Debt:** Computed as sum of long term borrowing, short term borrowings, interest accrued and not due and interest accrued and due minus cash and cash equivalents and bank balances other than cash and cash equivalents, excluding any deposits held as lien or margin money.
10. **Net Debt to Operating EBITDA:** Computed as Net Debt divided by Operating EBITDA
11. **Capital Gearing Ratio:** Computed as Net Debt divided by Sum of Total Equity and Net Debt
12. **Return on Average Equity (ROE):** Computed by dividing PAT minus preference dividend, if any by the Average Total Equity * 100. Average Total Equity is calculated as the average of the opening and closing balances of the Total Equity.
13. **Return on Average Capital Employed (ROCE):** Computed as EBIT as a % of average capital employed. EBIT is calculated by adding finance cost to restated Profit / (Loss) before Exceptional items and Tax (but after share of profit / loss of Joint Ventures & Associates).
Average Capital Employed is calculated by averaging the opening and closing balance of capital employed. Capital employed is calculated by adding Tangible Net Worth, Total Debt and Deferred Tax Liability.
Tangible Net worth is computed as Total Equity minus Net Intangible assets and Net Right of use assets.
Total Debt is computed as sum of long term borrowings, short term borrowings, interest accrued and not due, interest accrued and due and total Lease Liabilities.
14. **Basic EPS:** Computed as Restated Profit for the year attributable to equity holders of the company divided by the weighted average number of equity shares outstanding.
15. **Diluted EPS:** Computed as Restated Profit for the year attributable to equity shareholders, after dilution adjustments, by the weighted average number of equity shares outstanding after considering potential dilution
16. **Number of Manufacturing Facilities:** Represents the total count of the Company's manufacturing facilities, both in India and overseas, as at the end of the reporting period.
17. **R&D as % of Revenue from operations:** Represents total revenue expenditure incurred on research and development activities as a proportion of Revenue from Operations for the reporting period.
18. **Number of OEM Customers:** Represents number of relationships with OEMs across segments for the period.
19. **Revenue from operations - Domestic and Exports:** Represents the share of revenue from operations earned from customers in India and from exports during the fiscal
20. **Revenue from Operations - By segments:** Computed as the share of revenue from operations of automobile segments during the fiscal
21. **Revenue mix - LED and Non-LED:** Represents the share of revenue coming from LED technology and non-LED technology respectively as a % of revenue from operations
22. **Revenue mix - Channel wise:** Represents the share of revenue from operations generated from OEMs and aftermarket during the fiscal.

Our Strengths



An established player in the automotive lighting products and components industry, with a strong export presence and a dominant position in India's commercial vehicle segment

We are an established player in the automotive lighting industry, with a track record of over 30 years, operating since 1992. Over the years, we have built established industry expertise, strong engineering capabilities, and a proven track record of delivering innovative lighting solutions across all vehicle segments. As of October 31, 2025, we supply our products to 44 OEMs, including 38 OEMs in India, and 6 OEMs globally through exports. Our comprehensive and diversified product portfolio, coupled with a broad SKU base of over 830 products across categories as on October 31, 2025, enables us to cater to diverse and evolving requirements of both domestic and global OEMs as well as the Automotive Lighting Aftermarket. As per CRISIL Report, our Company's operating EBITDA margin stood at 18.84% in Fiscal 2025 and 12.53% in Fiscal 2024, surpassing the peer averages of 12.75% and 12.49% during the same periods, respectively. Notably, the company's Fiscal 2025 margin was the highest among its above listed peers. Moreover, our Company clocked the highest EBITDA growth at 52.36% CAGR during Fiscal 2023 to Fiscal 2025 period. This performance underscores our operating leverage and strong execution capabilities.

As per CRISIL Report, we are amongst the few leading exporters of automotive lighting products and components from India, exporting to over 50 countries across CIS regions, North America and Western Europe. Exports have become a significant driver of our overall growth. During Financial Year ended March 31, 2023, and Financial Year ended March 31, 2025, our export revenues grew at a CAGR of 37.02%. For the Financial Year ended March 31, 2025, export revenues accounted for 46.35% of our total Revenue from Operations. Our product portfolio in export markets is increasingly weighed towards LED-based lighting systems, aligning with the global shift among OEMs toward high-performance, energy-efficient, and design-focused solutions. The consistent growth in our export business is underpinned by our cost-efficient in-house Design Centres, strong R&D capabilities and testing facilities. Further, our Company's alliance with ZKW grants our Company access to advanced technologies and engineering capabilities.

As per CRISIL Report, we are a leading player in the domestic commercial vehicle lighting segment, with a market share of 34.43% in Fiscal 2025, catering to the leading OEMs in this segment. Further, the lighting requirements of CVs historically has been distinct from those of passenger vehicles and two-wheelers, with a primary focus on robustness, durability, and functionality. Our Company has established itself as a trusted partner to several CV manufacturers by offering durable, technologically advanced, and cost-efficient lighting products. Our CV product portfolio includes fog lamps, head lamps, tail lamps, signalling lamps, roof lamps, and LED-based systems tailored to the diverse requirements of each sub-segment. As per CRISIL Report, with increasing infrastructure development and raising freight demand from multiple sectors, the Indian CV industry is poised for

long-term expansion, projected to grow at a CAGR of 4-6% over the next five years, from ~957,000 units in fiscal 2025 to 1,200-1,300 thousand units by Fiscal 2030.

In the CV segment, we have developed strong relationships with key OEMs including Tata Motors Limited and VE Commercial Vehicles Limited. As per CRISIL Report, in the period between fiscal 2025-2030, the lighting content in CVs is expected to grow by 8%-10% and reach Rs ~7,000, driven by increased LED penetration in headlights, increased LED DRL penetration. Electrification of the LCV segment is also expected to drive the growth since EV models are typically offered with premium features and hence LED lights will be provided as standard across a wide range of models. Until 2030, halogens are still expected to be the preferred lighting technology in the CV segment. However, LED penetration is expected to reach ~70-80% by 2035, which will drive up the lighting content to Rs ~14,000, which is a CAGR of ~12-15% from Fiscal 2030 to Fiscal 2035. With our strong presence in this segment, we believe that we are well placed to capitalize on industry tailwinds and capture future growth opportunities. Set forth below are details of our top customers in the CV segment, along with the products supplied to them, for the financial year ended March 31, 2025:

Sl. No.	Customer*	Products
1.	Tata Motors Limited	Head lamp and tail lamp for HCV, MCV, ILCV, SCV**
2.	VE Commercial Vehicles Limited	Head lamp, tail lamp, top marker, side indicator, engine lamp, door step lamp, cabin lamp, font turn indicator, reflex reflector license plate lamp
3.	Daimler India Commercial Vehicles Private Limited	Head lamp, LED tail lamps, fog lamp
4.	Thai Swedish Assembly Co. Limited	LED tail lamps

* Names of other customers have not been disclosed, in view of confidentiality obligations and absence of their consent.

** HCV refers to heavy commercial vehicles, MCV to medium commercial vehicles, ILCV to intermediate and light commercial vehicles, and SCV to small commercial vehicles.

Our broad domestic presence, steadily expanding global footprint, and ability to cater to the evolving requirements of OEMs across major vehicle segments reinforce our position as an established player in the automotive lighting industry. These strengths also underscore our growing market reach and support our potential to capitalize on emerging opportunities within the sector.

Access to ZKW Group GmbH's expertise and technology to address dynamic customer requirements

As the global automotive lighting industry continues to evolve toward smarter, adaptive, and more sustainable technologies, access to advanced technologies through collaborative alliances plays a critical role in maintaining competitiveness. Collaborations with established technology partners enable companies to accelerate innovation, reduce development timelines, and adopt globally benchmarked solutions, while remaining aligned with evolving OEM requirements and regulatory standards. According to CRISIL Report, founded in 1938 and headquartered in Austria, ZKW Group GmbH, a subsidiary of LG Electronics since 2018, is a noteworthy player in the global automotive lighting market. The company, with its expertise in premium lighting solutions, supplies high-tech LED and laser headlamps for brands like BMW and Audi, giving it a stronghold in the European luxury segment. Backed by LG's expertise in electronics, ZKW has also advanced in digital and matrix lighting solutions, aligning with the autonomous driving trend.

Our early partnership with ZKW Group GmbH, vide the JV Agreement and the Technology Transfer Agreement, provided us with critical technological know-how and played a significant role in strengthening our capabilities during our formative years. Through the Cooperation Agreement, we have a formalised framework governing the ongoing commercial and technical cooperation between our Company and ZKW Group GmbH, reflecting the current business arrangement. Pursuant to the Cooperation Agreement, our Company, the RJ Group and ZKW Group GmbH have agreed to cooperate on a commercial and arm's length basis to leverage their respective strengths in the design, development, marketing and sale of automotive lighting products to various OEMs and the secondary market. Such cooperation includes, inter alia, joint development, sale and marketing of automotive lighting products, technical support, assembly support, and the supply of tools and equipment needed for the manufacturing process, as may be mutually agreed. As part of the agreed cooperation, ZKW Group GmbH has, pursuant to the Cooperation Agreement, permitted our Company to use the "ZKW" wordmark as part of our corporate name, subject to compliance with ZKW Group GmbH's brand usage guidelines with the caveat that all intellectual property rights in the "ZKW" brand continue to vest solely with ZKW Group GmbH, and our Company does not acquire any ownership or proprietary rights therein.

As per CRISIL Report, our Company's alliance with ZKW grants the company access to advanced technologies and engineering capabilities. As a subsidiary of LG Electronics, ZKW benefits from LG's vast global resources, advanced R&D infrastructure, and cutting-edge developments in electronics and smart technologies. Through our partnership with ZKW Group GmbH, we indirectly leverage these strengths, gaining access to advanced technologies and expertise that enrich our product offerings. These technologies provide a distinct edge in areas such as energy efficiency, dynamic beam control, and advanced driver assistance system ("ADAS") -integrated systems, enabling us to develop future-ready, high-performance lighting solutions in line with global OEM expectations. Beyond technological synergies, our collaboration with ZKW Group GmbH has elevated our brand visibility, especially among premium OEMs in both domestic and international markets. ZKW Group GmbH's strong global reputation and extensive network within the automotive ecosystem facilitate our entry into high-value programs, helping us access new business opportunities.

As per CRISIL Report, partnerships with global players are common in the Indian automotive component industry, driven by the need for technology transfer, access to global markets and enhanced manufacturing capabilities. The Indian automotive component industry is actively embracing partnerships to drive innovation, expand its global presence and contribute to the growth of the Indian economy. The Indian auto component industry players are proactively partnering with foreign firms through joint ventures, acquisitions, and technological collaborations to enhance its global competitiveness, gain access to cutting edge technology and expand its market presence. These collaborations bring advanced R&D, high-value manufacturing, and market access, while Indian firms leverage cost advantages and local expertise, aiming to capture more of the high-value global trade.

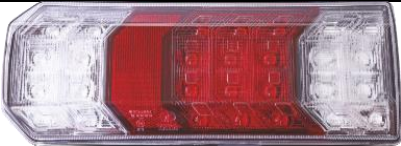
Extensive product portfolio to support diverse and dynamic customer expectations

We have an extensive portfolio of product offerings, which encompasses a wide range of automotive lighting products and components designed to meet diverse customer needs across various segments including, (a) Front Lighting which includes, halogen head lamps, LED projector head lamps and LSU based LED head lamps, halogen-based head lamps with the latest technology trend including DRLs and connected front lamps acting as DRL and position lamps, LED fog lamps and cornering lamps; (b) Rear Lighting which includes tail lamps (body side, fender side, connected tail lamps, LED rear lighting systems), rear fog lamps, signal lamps, center high-mount stop lamps, license plate lamps, and reflex reflectors; and (c) Interior Lighting which includes ambient lights, capacitive touch roof lamps, and puddle lamps. We are adopting advanced lighting technologies such as Matrix Adaptive Driving Beam ("ADB") LED head lamps, laser head lights and digital projector lamps that display warning on the road, all integrated with ADAS for enhanced safety, communication and personalization. Additionally, our capabilities extend to projector modules, providing enhanced light distribution, improved visibility, and superior beam precision, enabling OEMs to achieve higher optical performance and more premium styling in their vehicle lighting systems. As on October 31, 2025, we offer a comprehensive suite of automotive lighting products and components across a portfolio of over 830 SKUs. One of our key competitive advantages lie in our ability to offer a highly diverse and unique range of SKUs, catering to both OEM category and Automotive Lighting Aftermarket needs.

As per CRISIL Report, the Indian automotive lighting industry has transformed into a highly competitive and technologically advanced sector, driven by escalating consumer expectations, stringent safety regulations, and the rapid transition from traditional halogen lamps to standard LED and advanced LED lighting systems. One of the most impactful innovations in reshaping the Automotive Lighting Market is the widespread adoption of LED (Light-Emitting Diode) and OLED (Organic Light-Emitting Diode) technologies. LEDs have already surpassed halogen and xenon lights due to their energy efficiency, longer lifespan, and ability to integrate into sleek designs.

According to CRISIL Report, advanced lighting systems are now being designed to integrate seamlessly with ADAS features. This integration helps create a holistic safety ecosystem, where lighting is no longer just passive but actively contributes to accident prevention. With autonomous driving on the horizon, lighting innovations will serve as an essential bridge between vehicles and their environment. In addition to our extensive automotive lighting portfolio, we also undertake in-house printed circuit board ("PCB") assembly using SMT lines, which strengthens our manufacturing capabilities and enhances overall product quality and reliability. This not only enables us to scale efficiently but also strengthens our competitiveness in delivering cost-effective, high-quality, and locally manufactured lighting solutions tailored to the needs of both OEM category and the Automotive Lighting Aftermarket in the Indian mobility ecosystem.

Set forth below are the images of some of our key products:

<i>LED Tail lamp - CV</i>	<i>DRL</i>	<i>Head lamp - PV</i>
		
<i>Head lamp - PV</i>	<i>Head lamp - CV</i>	<i>Head lamp - CV</i>
		
<i>Tail lamp – PV</i>	<i>Tail lamp – CV</i>	<i>Tail lamp – CV</i>
		

Our extensive portfolio coupled with our capability to cater to diversified customer preferences strengthens our relationships with OEMs by offering them a comprehensive solution for their automotive lighting requirements. As of June 30, 2025, we were supplying our products to a diverse set of customers in multiple vehicle segments, including, PV, CV, OR, 3W, 2W and EV in India and overseas. Set forth below are select product offerings supplied to certain of our customers under various vehicle segments:

Category	Products	Customers*	Product Image
<i>PV</i>			
	Bi-LED projector head lamp with DRL and ambient lights	Stellantis Automobiles India Private Limited	
	DRL and reflex reflector	JSW MG Motor India Private Limited (formerly known as MG Motor India Private Limited)	
	Head lamps and fog lamps	-	
	Front and Rear Lighting Signaling equipment, head lamp and tail lamp	JSC Uzauto Motors	
	Head lamp	Isuzu Motors India Private Limited	
<i>CV</i>			
	Head Lamp and Tail lamp for	Tata Motors Limited	

Category	Products	Customers*	Product Image
	HCV, MCV, ILCV, SCV		
	LED tail lamp and head lamp	Daimler India Commercial Vehicles Private Limited and Thai Swedish Assembly Co. Limited	
	Head lamp and tail lamp	VE Commercial Vehicles Limited	
	Cabin roof lamp	-	
OR**			
	Head lamp with signature and LED fender lamps	-	
3W			
	Ape, Ape city head lamp, tail lamp	Piaggio Vehicles Private Limited	
2W			
	Moto guzzi (Export) LED blinkers	Piaggio Vehicles Private Limited	
	Moto guzzi (Export) Tail lamp	Piaggio Vehicles Private Limited	
EV			
	DRL and reflex reflector	JSW MG Motor India Private Limited (formerly known as MG Motor India Private Limited)	
	Head lamp, tail lamp, DRL, ambient light	Stellantis India Private Limited	

* Names of other customers have not been disclosed, in view of confidentiality obligations and absence of their consent

** Includes agricultural vehicles and construction vehicles

As per CRISIL Report, EV adoption is expected to continue to rise in India over the next five years as well, driven by the government's ongoing support for the vehicle segment, as well as the expansion of charging infrastructure creating a conducive ecosystem for EVs. The automotive component industry will be the beneficiary of these developments. Also, a substantial range of components, including suspension systems, steering systems, lighting systems and body/chassis parts, are powertrain-agnostic, i.e. these can be easily adapted for EVs and ICE vehicles, as well as for autonomous vehicles and connected car technologies. This enables automobile component manufacturers to leverage their existing expertise, manufacturing capabilities and infrastructure, ensuring stable and ongoing demand for these components. Companies with EV-agnostic product portfolios are well-positioned to benefit from the ongoing electrification trend, as their offerings can seamlessly serve both ICE and EV platforms. This shift towards electrification is also expected to create new avenues for component manufacturers to expand their product offerings, invest in R&D, and establish themselves as key players in the EV ecosystem.

By capitalising on these opportunities, the automotive component industry is poised to experience significant growth.

Our products are designed to be EV-agnostic, offering seamless compatibility with both EV and ICE vehicles. By manufacturing and supplying lighting products and components to EV-focused OEMs, we are well-positioned to benefit from the rapid growth of this segment. We are actively developing stylized DRLs and tail lamps that enhance both energy efficiency and vehicle aesthetics, contributing to stronger brand identity for OEMs. Our focus on battery-friendly, low-energy lighting improves overall EV efficiency, an increasingly critical factor for OEMs. This rising complexity and personalization in EV lighting not only increases the average basket price per vehicle, but also opens new growth opportunities through value-added, customized solutions that align with evolving consumer expectations. Our active participation in the EV supply chain positions us as a forward-looking, innovation-driven partner for OEMs embracing electric mobility.

Set forth below are the details of our EV customers and the corresponding products:

Sl. No.	Customers*	Segment	Products
1.	JSW MG Motor India Private Limited (<i>formerly known as MG Motor India Private Limited</i>)	PV	DRL and reflex reflector
2.	Stellantis Automobiles India Private Limited	PV	Head Lamp, Tail Lamp, DRL
3.	Piaggio Vehicles Private Limited	2W	Blinkers
4.	VE Commercial Vehicles Limited	CV	Side Indicator

**Names of other customers have not been disclosed, in view of confidentiality obligations and absence of their consent.*

Our diverse product portfolio enables us to effectively meet the varied and evolving expectations of our customers, reinforcing our position as a reliable partner in a dynamic market landscape and enhancing our competitiveness and readiness for future industry developments.

Strategically located and technologically advanced manufacturing facilities

Our manufacturing facilities are Partially Vertically Integrated and Semi-Automated and are strategically located to serve key automotive hubs and customers efficiently. As on the date of this DRHP, we operate 3 Partially Vertically Integrated manufacturing facilities: (i) Unit 1 at Bahadurgarh, Haryana, dedicated solely to the production of automotive lighting products and components; (ii) Unit 2 at Bahadurgarh, Haryana, which supports our lighting operations through sheet metal fabrication and precision stamping; and (iii) Unit 3 at Pune, Maharashtra which is also dedicated solely to the production of automotive lighting products and components. Our Manufacturing Facilities are strategically located near key automotive OEM clusters in North and West India. This location advantage is a key strength, as it helps us provide enhanced flexibility, better inventory management, and a more personalized approach to meeting the unique needs of each customer. By being closer to our customers, we can build stronger relationships, ensure their satisfaction and fostering long-term partnerships. According to CRISIL Report, our Manufacturing Facilities are strategically located near key automotive OEM clusters in North and West India, and with a new facility planned in Kancheepuram, Tamil Nadu, we expect to have a manufacturing footprint across major automotive corridors in the country. Proximity to OEM hubs provides significant operational benefits, including reduced lead times, enhanced responsiveness, and improved supply reliability to OEMs. Additionally, we operate ten warehouses strategically located across Maharashtra, Tamil Nadu, Haryana, Uttar Pradesh, and Jharkhand. These locations allow us to position inventory closer to key OEM hubs and major transportation corridors, ensuring efficient storage, seamless logistics, and timely global distribution of our automotive lighting products and components.

According to CRISIL Report, following are the advantages of strategic location for automotive component manufacturers:

- *Proximity to OEMs.*
- *Access to Skilled Labor*
- *Efficient Logistics and Infrastructure*
- *Strong Supplier Ecosystem*

- *Government Incentives*
- *Cost Optimization*
- *Enhanced Competitiveness*

As per CRISIL Report, vertical integration allows the auto component player to manage multiple stages of production in-house from raw material processing to machining, assembly, and testing. With in-house tooling, engineering, and quality control, such facilities reduce supplier dependence, improve cost efficiency, ensure consistent quality, accelerate development, and deliver higher value addition while meeting stringent OEM requirements. Vertical integration is emerging as a critical strategy for the Indian auto component industry, enabling companies to strengthen control over quality, costs, and supply chains while adapting to rapid technological shifts. By integrating essential processes in-house, firms can achieve greater efficiency, resilience, and competitiveness in a dynamic market environment.

Our Manufacturing Facilities are Partially Vertically Integrated which allow for seamless coordination across key production stages including moulding, coating, painting, assembly, testing and validation, and packing and dispatch, enabling us to exercise greater control over quality, cost-efficiency, and delivery timelines. Our in-house development of automotive lighting products and components further enhances operational efficiency and supports customized and timely responses to OEM requirements. Integration also enhances our ability to maintain stringent quality standards and facilitates seamless coordination between design, tooling, and final assembly processes. Moreover, by minimizing supply chain dependencies and improving vertical control, we believe that we are better positioned to respond swiftly to evolving customer demands and technological advancements in the automotive sector. This integrated approach not only strengthens our operational resilience but also reinforces our position as a reliable and preferred partner to leading automotive OEMs. Furthermore, we have developed in-house competencies such as PCB assembly and sheet metal fabrication, which exemplify our backward integration initiatives, ensure consistent quality, and reduce reliance on external vendors for key sub-assemblies. For further details regarding our manufacturing facilities please refer to ***“Our Business - Our Manufacturing Facilities”*** on page 353.

Spanning an aggregate of approximately 407,702.19 square feet, our facilities operate as part of an integrated manufacturing ecosystem designed to provide end-to-end capabilities across the automotive lighting value chain. As on the date of the DRHP, our Unit 1 and Unit 3 Manufacturing Facilities have an aggregate installed capacity of 11.88 million units per annum for manufacturing of automotive lighting products and components. Our Unit 2 Manufacturing Facility supports our manufacturing operations through sheet metal fabrication and precision stamping. Our Manufacturing Facilities have diversified capabilities enabling us to cater to a range of customers and end use applications. For further details regarding capacities of our manufacturing facilities and products, please refer to ***“Our Business - Our manufacturing facilities”*** on page 353.

Our Manufacturing Facilities are accredited with IATF 16949:2016, ISO 14001: 2015, ISO 9001:2015, and ISO 45001:2018 certifications reflecting our commitment to comply with requisite standards in product and service quality, environmental sustainability, and workplace health and safety. We have also implemented key international automotive standards developed by the AIAG, including APQP, FMEA, SPC, and MSA across manufacturing, quality assurance, and product development functions to ensure robust processes and continuous improvement. For further details on our manufacturing facilities, see ***“Our Manufacturing Facilities”*** on page 353.

Set forth below are the images of our Manufacturing Facilities:

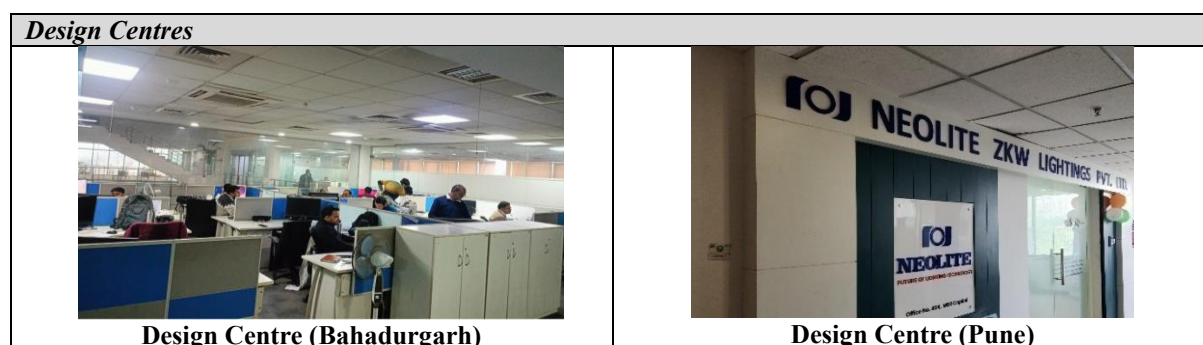


Our strategically located and technologically advanced manufacturing facilities enable efficient production, ensure high-quality output, and support our ability to meet the evolving demands of customers across domestic

and international markets.

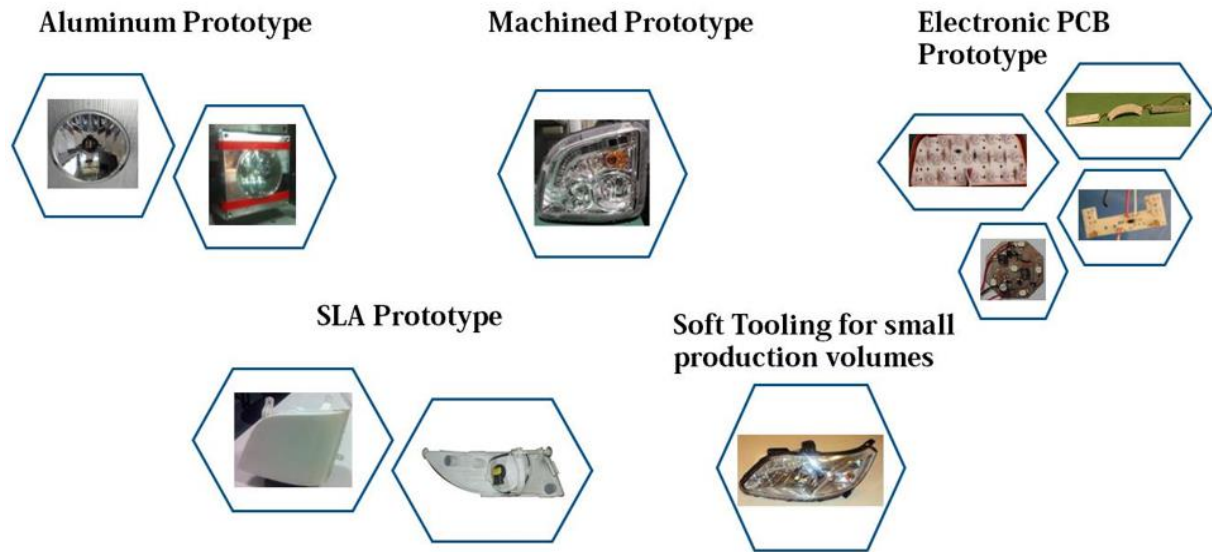
Strong R&D capabilities complemented in-house testing facilities

Strong R&D capabilities form the backbone of our business and are integral to maintaining our competitive edge in the automotive lighting industry. We have established robust in-house R&D capabilities in India, enabling us to drive product innovation and respond swiftly to evolving market demands. We continue to strengthen our engineering capabilities to develop cost-effective, high-performance lighting solutions for key automotive markets. As per CRISIL Report, it is highly beneficial when the lighting manufacturer also has an in-house design centre as this internal capability allows the supplier to validate styling concepts against engineering constraints in real-time, drastically reducing the feedback loop between the OEM's studio and the manufacturing floor. In addition to our Manufacturing Facilities, we have established two Design Centres, one integrated within our Unit 1 Manufacturing Facility, and an independent Design Centre located in Pune, Maharashtra, which serves as a hub for research and product development in automotive lighting solutions. Set forth below are the images of some of our Design Centres:

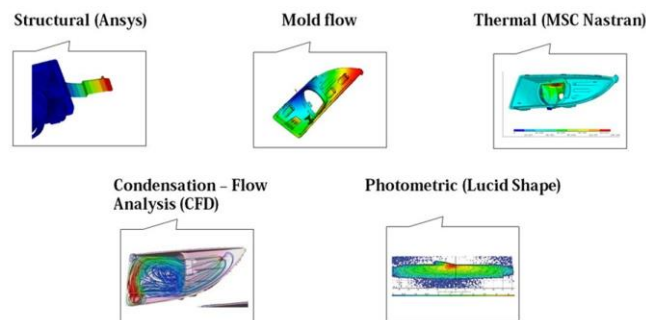


Equipped with modern design tools and simulation software, 3D modelling, optical design, prototyping, and validation support, the Design Centres play a crucial role in enhancing our in-house product development capabilities, reducing time-to-market, and ensuring that our solutions meet global performance, and regulatory standards. It also fosters close collaboration between our engineering teams and customers, enabling customized, application-specific lighting solutions for a wide range of vehicle platforms. Our Design Centres and prototyping ecosystem enable rapid conversion of concepts into functional, test-ready samples with production-aligned precision. Supported by a robust network of approved suppliers for lenses, housings, reflectors, PCBs, metal brackets, and other components, we provide rapid machining and 3D printing services and are capable of providing soft tooling and low-volume molding to evaluate form, fit, and function early in the development cycle. Our in-house prototype assembly facilities, equipped for gluing, ultrasonic welding, PCB integration, sealing, and optical alignment, allow us to build complete lamp assemblies under controlled conditions. Our core strengths in designing, developing, and manufacturing automotive lighting for leading OEMs position us as a preferred partner offering comprehensive, end-to-end solutions across design, prototyping, testing and validation, manufacturing, and supply chain management.

This integrated approach ensures faster iteration, consistent quality, reduced development risks, and early support for OEM design reviews and photometric evaluations. Through a collaborative approach between our R&D and engineering teams, we leverage our strengths in design, development, and manufacturing to serve as a preferred early development partner for leading OEMs. Our integrated capabilities across design, prototyping, testing, validation, manufacturing, and supply chain management help accelerate product development and ensure seamless fulfilment of customer requirements. We have diverse prototyping capabilities which are integral to our product development process ranging from aluminium and machined prototypes to electronic PCB prototypes, SLA prototypes, and soft tooling for small production volumes. This range demonstrates our ability to rapidly transform design concepts into functional, test-ready samples using advanced materials and manufacturing techniques, ensuring precision and flexibility throughout the development cycle. Set forth below is the pictorial representation of some prototypes:



We are equipped with advanced design and engineering tools, including CAD software such as CATIA and Siemens NX, along with ORCAD for electronics design and circuit development. Our product design capabilities are further strengthened by a dedicated team of 87 employees, as on October 31, 2025, with hands-on experience in automotive lighting, electronics, and mechanical design. This combination of advanced software and seasoned engineering talent enables us to deliver innovative, reliable, and high-performance product solutions that meet global standards. Our diverse R&D team represents a well-balanced blend of practical experience and advanced engineering education, driving innovation across domains such as optical and mechanical simulations, materials science, product styling, and process engineering. Our company leverages advanced computer-aided engineering (“CAE”) to accelerate product development, improve performance, and ensure reliable, right-first-time designs. These capabilities enable us to predict real-world behaviour, refine engineering decisions early, and reduce physical trial-and-error during development. Set forth below are the relevant images, which illustrate our key analytical and simulation capabilities, including, among others, structural analysis, mold flow analysis, condensation analysis and photometry analysis:

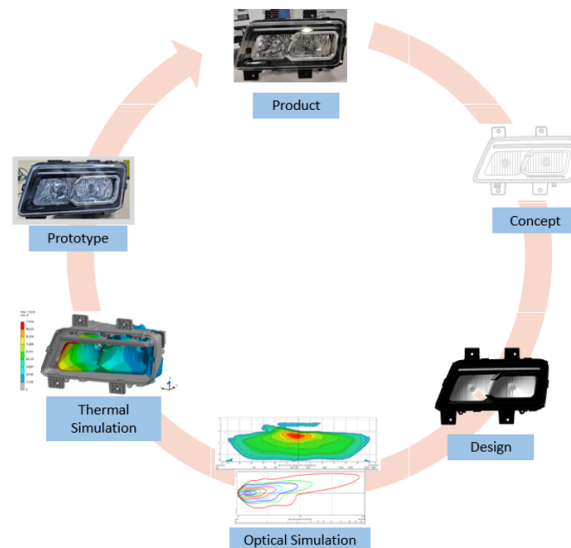


Further, our CAD software translates early design intent into a structured digital model, enabling our styling, engineering, and customer teams to visualize how form, function, and feasibility converge. In lighting applications, the CAD concepts support the explanation of lamp architecture, design proportions, packaging dimensions, technology selection, and other key design parameters. Set forth below are images generated from our CAD software:



Our in-house SMT lines enable precise quality control and faster production cycles, ensuring responsiveness to customer demands. We continuously strengthen our in-house R&D and engineering capabilities within our business to align with evolving industry trends, particularly in areas such as electrification, autonomous driving, shared mobility, and enhanced connectivity. Additionally, we possess end-to-end capabilities across design, research and development, engineering, in-house laboratory and testing, manufacturing, and the supply of a broad range of automotive lighting products and components.

Our manufacturing operations are supported by our strong in-house capabilities and a deep commitment to quality, innovation, and timely delivery. From concept to execution, our teams leverage in-house resources for optical and mechanical simulations, supported by collaborations with global technology partners. We also undertake styling and rendering activities for new OEM models, enhancing both aesthetic appeal and functional design. Set forth below is the design development process:



With the support of our global partners and the capabilities of our in-house electronics photoshop lab, we have developed multiple advanced prototypes to validate design and performance effectively. These include SLA volumetric mock-ups for spatial validation, aluminium optical mock-ups to assess lighting performance, and aesthetic lit models used for design evaluation and performance verification. These prototyping capabilities enable us to accelerate the design-to-production process and ensure superior accuracy and functionality in final products.

Testing facilities

We have established advanced in-house testing facilities to ensure the quality, safety, and regulatory compliance of our automotive lighting products and components. Equipped to conduct photometric, environmental, durability, vibration, thermal shock, ingress protection, and electrical safety tests, our labs cover global standards including AIS, Economic Commission for Europe (“ECE”), and Society of Automotive Engineers - Department of Transportation (“SAE-DOT”) and Japanese Industrial Standards (“JIS”). Internal testing enables faster validation, consistent quality, and full control over processes, enhancing product reliability and customer confidence while supporting timely delivery of high-performance lighting solutions worldwide. The availability of in-house testing capabilities provides us with significant strategic advantages. It enables faster validation cycles and allows our engineering teams to conduct iterative testing during various stages of product development from concept design to final validation thereby reducing dependence on external laboratories and shortening time-to-market. By

maintaining complete control over testing processes, we can ensure consistent quality, enhance reliability, and respond quickly to customer feedback or design modifications. Further, the consistent growth in our business is attributable to our advanced testing facilities.

Our in-house testing ecosystem also fosters closer collaboration between design, R&D, and quality assurance teams, facilitating early identification and resolution of potential performance or compliance issues. This integration not only enhances product robustness and customer confidence but also supports timely delivery of high-performance, globally compliant lighting solutions. Additionally, by reducing reliance on third-party testing facilities, we achieve greater cost efficiency and confidentiality in product development, further strengthening our competitive position in the automotive lighting industry.

Long-standing relationships with established OEM customers across domestic and global markets

As per CRISIL Report, the establishment of strategic partnerships between Original Equipment Manufacturers (OEMs) and suppliers has become a vital component in the automotive industry facilitating innovation, cost optimization, and supply chain stability. These collaborative relationships are formed upon a framework of trust, mutual cooperation, and aligned objectives, enabling both parties to efficiently scale their operations and generate value. As of October 31, 2025, we supply our products to 38 OEMs in India, and 6 OEMs globally through exports. Our technological expertise and innovation-driven engineering processes coupled with our ability to meet the committed delivery timelines has enabled us to build established and long-standing relationships with a wide range of customers. This agility and reliability have established us as a trusted partner both in India and internationally. Our Indian clientele includes prominent OEMs such as JSW MG Motor India Private Limited (*formerly known as MG Motor India Private Limited*), Stellantis Automobiles India Private Limited, VE Commercial Vehicles Limited, Daimler India Commercial Vehicles Private Limited, and Isuzu Motors India Private Limited. Globally, we serve leading companies including JSC Uzauto Motors and Thai Swedish Assembly Co. Limited (*names of other customers have not been disclosed, in view of confidentiality obligations and absence of their consent*). While we have steadily expanded our customer base by building strong, long-term relationships with both domestic and global OEMs, many of which have continued for over two decades, we strive to add new customers in order to mitigate any dependence on our existing customers and diversify our customer base.

Our revenue mix demonstrates that the OEM segment continues to be a major contributor to our business performance. The table below sets forth revenue from OEM customers for the periods indicated, including as a percentage of our Revenue from Operations:

(₹ in million, except for percentages)

Particulars	Three months period ended June 30, 2025		Financial Year ended March 31, 2025		Financial Year ended March 31, 2024		Financial Year ended March 31, 2023	
	Revenue from Operations	% of total Revenue from Operations	Revenue from Operations	% of total Revenue from Operations	Revenue from Operations	% of total Revenue from Operations	Revenue from Operations	% of total Revenue from Operations
Revenue from OEM category	1,137.09	91.07%	4,475.92	87.41%	3,371.66	83.67%	3,436.68	84.78%
Total Revenue from Operations	1,248.55	100.00%	5,120.75	100.00%	4,029.87	100.00%	4,053.80	100.00%

As per CRISIL Report, the automotive sector is undergoing significant transformation, with a pronounced shift towards collaborative business models that enhance production planning, mitigate risks, and promote sustainable sourcing practices. In this context, the importance of robust relationships between OEMs and their suppliers has never been more pronounced, particularly in the face of digital transformation and global supply chain complexities. We believe that our long-standing relationships with key domestic and international OEMs give us a competitive advantage and create barriers to entry. These partnerships, built over years of product validations,

approvals, and technical qualifications, allow us to work closely with them, from early development stages and deliver highly customized solutions. Our proven track record and deep customer integration make these relationships difficult for competitors to replicate. Our performance has also been recognized through multiple customer awards for quality, delivery, and service. Notable among these is the excellence in new product development award from JSW MG Motor India Private Limited (*formerly known as MG Motor India Private Limited*). For a list of our awards, see “*History and Certain Corporate Matters – Key awards, accreditations, certifications and recognitions received by our Company*” on page 381. Further, we have built long-standing relationships with all of our top OEM customers, ranging from 5 to more than 25 years, as set out in the table below:

Sl. No.	Customer*	Commencement of customer relationship	Number of years of customer relationship as of June 30, 2025
1.	VE Commercial Vehicles Limited	2000	25
2.	Piaggio Vehicles Private Limited	2003	22
3.	Tata Motors Limited	2004	21
4.	Daimler India Commercial Vehicles Private Limited	2012	13
5.	JSC Uzauto Motors	2020	5
6.	Stellantis Automobiles India Private Limited	2018	7

*Names of other customers have not been disclosed, in view of confidentiality obligations and absence of their consent.

With a diversified product portfolio, proven execution capability, and growing global relationships, we are well-positioned to continue expanding our presence in emerging and mature markets, while reinforcing our reputation as a reliable and preferred supplier of advanced automotive lighting systems worldwide. We have established long-standing relationships with our key customers, reflecting the trust and confidence they place in our products and services. A significant portion of our revenue is derived from repeat business, underscoring the strong, ongoing relationships we maintain with our customers. The table below sets out our revenue contribution from our top 5 repeat customers for the periods indicated, including as a percentage of our Revenue from Operations:

(₹ in million, except for percentages)

Particulars	Three months period ended June 30, 2025		Financial Year ended March 31, 2025		Financial Year ended March 31, 2024		Financial Year ended March 31, 2023	
	Amount	% of total Revenue from Operations	Amount	% of total Revenue from Operations	Amount	% of total Revenue from Operations	Amount	% of total Revenue from Operations
Top 5 repeat customers*#	916.38	73.39%	2,829.92	55.26%	2,195.29	54.48%	2,109.67	52.04%

* The calculation is based on the respective revenue contributions of the customers.

Repeat customers include those customers which have previously contracted with our Company at any point of time in the past.

Note: These customers represent the top 5 customers for each of the respective Financial Year/period and may not necessarily be the same customer across the Financial Years/period.

Our established and enduring customer relationships strengthen our competitive position by fostering long-term trust, facilitating deeper collaboration, and supporting sustained business continuity. These relationships also provide valuable insight into the strategic and operational requirements of OEMs, enabling us to tailor our solutions, participate in new program opportunities at an early stage, and consistently deliver value across product lifecycles.

Our Strategies



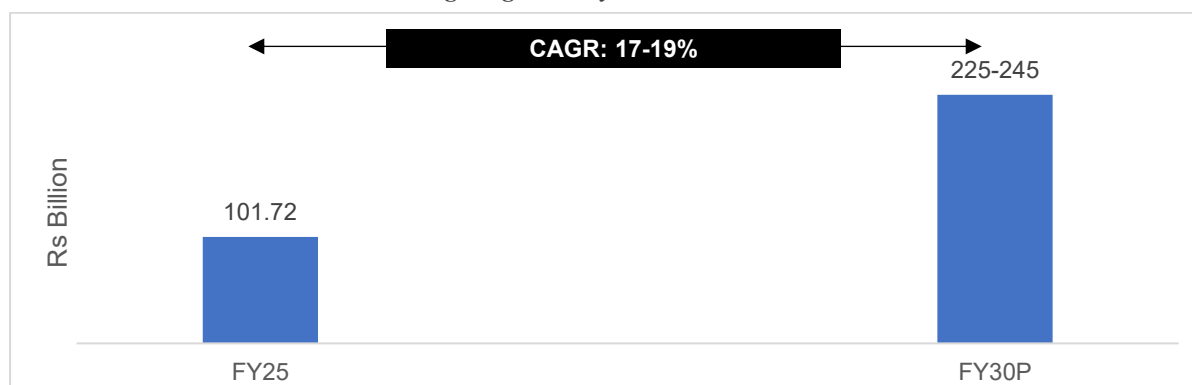
Capitalize on industry tailwinds by establishing a greenfield manufacturing facility at Kancheepuram, Tamil Nadu and undertaking electronic expansion and upgradation of existing Unit 1 Manufacturing Facility at Bahadurgarh, Haryana

As per CRISIL Report, the lighting content per vehicle has been growing significantly with advancements in lighting technology in PVs. Pre-2020, halogen penetration across lighting segments was significant, while between fiscals 2020 and 2025, LED penetration increased significantly across sub-segments, particularly in the UV segment. This enabled the growth for lighting content in a PV from Rs 6,000- 6,800 per vehicle in fiscal 2020 to Rs ~14,000 in fiscal 2025 at a CAGR of 14-16%. Over this elevated base, over the next 5 years, the lighting content per PV is expected to grow at a CAGR of 8%-10% and reach Rs ~21,000 by fiscal 2030, driven by increased LED penetration, higher cost of Matrix headlights, increased ambient lighting penetration, integration with ADAS and increased animation. It is further expected to grow and reach Rs ~37,000 by fiscal 2035 driven by introduction of laser lights in premium models, OLED, DLP and increased LED penetration. The higher cost of these components is expected to drive growth in lighting content in PVs at a CAGR of 10%-12% between fiscal 2030 to fiscal 2035. On similar lines, the lighting content per vehicle is also expected to grow for commercial vehicles. In the period between fiscal 2025-2030, the lighting content in CVs is expected to grow by 8%-10% and reach Rs ~7,000, driven by increased LED penetration in headlights, increased LED DRL penetration. Electrification of the LCV segment is also expected to drive the growth since EV models are typically offered with premium features and hence LED lights will be provided as standard across a wide range of models. Until 2030, halogens are still expected to be the preferred lighting technology in the CV segment. However, LED penetration is expected to reach ~70-80% by 2035, which will drive up the lighting content to Rs ~14,000, which is a CAGR of ~12-15% from fiscal 2030 to fiscal 2035. For further details, see ***“Industry Overview”*** on page 197.

As per CRISIL Report, the automotive lighting industry is undergoing rapid transformation driven by technological advancements, evolving consumer preferences, and regulatory developments. The shift towards LED and adaptive lighting systems is creating opportunities for manufacturers to innovate and expand their product portfolio with high-value solutions. OEMs are increasingly focused on styling and enhanced comfort, driving demand for modern lighting features like slimline projectors, ambient lighting, illuminated grilles, and lit logos. The accelerating adoption of EVs, both in India and globally, further increases the need for energy-efficient and intelligent lighting. Additionally, stricter safety and emission norms are encouraging the integration of advanced lighting systems. For details in relation to evolution of the automotive lighting in the Indian Automotive Industry, see ***“Industry Overview”*** on page 197.

According to CRISIL Report, the domestic automotive lighting industry is anticipated to experience a remarkable growth trajectory, with a projected compound annual growth rate (CAGR) of 17-19 % between Fiscal 2025 and Fiscal 2030.

Outlook on the Domestic Automotive Lighting industry



Source: SIAM, VAHAN, CRISIL Intelligence

To capitalize on these opportunities and better serve OEM customers in the southern region of India, we propose to establish a new greenfield manufacturing facility at Kancheepuram, Tamil Nadu for which we have secured land admeasuring 235,224.00 square feet through internal accruals. The strategic location offers proximity to major automotive OEM hubs, improved access to component suppliers, and efficient connectivity to key ports, facilitating both domestic and export operations. For further details in relation to the rationale of the Proposed Project see the section titled **“Objects of the Offer”** on page 143. Additionally, we propose to purchase plant and machinery, SMT lines and testing equipment for electronic expansion and upgradation of existing Unit 1 Manufacturing Facility. This initiative will enable us to strengthen our product quality, improve production precision, and achieve higher levels of scalability and integration across our operations. By establishing these advanced capabilities in-house, rather than sourcing from external vendors, we expect to achieve greater control over the quality, reliability, and supply of our automotive lighting products and components. For further details, see the section titled **“Objects of the Offer”** on page 143. We have obtained the necessary approvals for the Objects, to the extent required. The remaining approvals are expected to be received in due course. For further details regarding the estimated schedule of implementation and the applicable government approvals for the Proposed Project, please refer to the sections titled **“Objects of the Offer – Estimated Schedule of Implementation”** and **“Government Approvals”** on pages 156 and 157, respectively. Similarly, for the Upgradation, please refer to the sections titled **“Objects of the Offer – Estimated Schedule of Implementation”** and **“Government Approvals”** on pages 165 and 165, respectively.

As on the date of the DRHP, our Unit 1 and Unit 3 Manufacturing Facilities have an aggregate installed capacity of 11.88 million units per annum for manufacturing of automotive lighting products and components. Our Unit 2 Manufacturing Facility supports our manufacturing operations through sheet metal fabrication and precision stamping. We believe that the Proposed Project is expected to significantly enhance our overall capacity and support future growth initiatives. Expanding in-house electronics manufacturing capabilities will position our Company to meet the growing demand for electronic integration in automotive lighting systems. This investment will enable the development of advanced products, including intelligent and adaptive lighting systems, broaden the product portfolio to enter higher-value electronics-driven segments, improve cost competitiveness by reducing outsourcing and achieving economies of scale, and strengthen customer relationships through end-to-end, integrated lighting solutions from design to delivery.

Leverage growth opportunities in electronics and technology transformation amid favourable regulatory changes

The automotive lighting industry is undergoing a profound transformation, driven by rapid technological advancements, increasing electronic content in vehicles, evolving consumer expectations, and supportive government policies. As per CRISIL Report, the Indian automotive industry is undergoing a significant shift, with the electronics content per vehicle increasing substantially. This trend is driven by the growing demand for advanced safety features, comfort, and convenience, as well as the rising adoption of electric vehicles (EVs), autonomous vehicles, and connected car technologies. The increasing popularity of premium vehicles, which often boast an array of sophisticated features, is also contributing to the growing electronics content per vehicle. As a

trusted early development partner for OEMs, we believe that we are well-positioned to offer end-to-end solutions across automotive electronics, encompassing design, development, testing, validation, manufacturing, and supply chain management. We believe that this integrated approach will enable us to stay at the forefront of automotive electronics innovation, delivering future-ready solutions that enhance vehicle safety, performance, connectivity, and overall user experience across all major segments.

As per CRISIL Report, the increasing electronics content per vehicle makes a strong case for diversification in the auto component industry, allowing companies to capitalize on emerging trends and technologies. Moreover, diversification offers alternative revenue streams to protect against cyclical impacts which may arise due to over-reliance on a limited number of customers, products, or domestic markets. By expanding into new geographic markets, catering to EV startups, and developing aftermarket services, companies can reduce their vulnerability to demand shocks and policy changes, while unlocking new revenue streams. Diversification also enables companies to better navigate supply chain disruptions, regulatory shifts, and commodity price volatility, making them more resilient and adaptable. Innovation remains the cornerstone of our growth, enabling us to continuously evolve and meet the rapidly changing demands of the automotive lighting industry. Through technological progress and a deep understanding of customer expectations, we have established a strong brand presence in the highly competitive automotive lighting industry. This continuous enhancement has resulted in a steady increase in the value of our individual lighting components, driven by factors such as improved functionality, integration of smart technologies, and enhanced safety features.

Recognizing the growing market opportunity in automotive electronics, we have commenced in-house assembly of PCBs and are expanding our electronics production capabilities, including SMT lines, to meet the rising demand for high-value electronic components. Further, we believe that our reputation as a trusted partner in the automotive lighting industry provides a strong platform to attract OEMs for our electronics and technology offerings. Our long-standing customer relationships, deep engineering expertise, and proven track record in delivering high-quality, innovative lighting solutions enable us to participate in early-stage platform discussions, long-term development programs, and higher value components as electronics content in vehicles continues to grow. As OEMs increasingly seek integrated solutions that combine lighting with electronics, software, and advanced technologies, we are well positioned to present our electronics capabilities as a natural extension of our existing value proposition. By leveraging established trust, strong execution capabilities, and a collaborative development approach, we believe we can accelerate customer adoption, secure new program wins, and expand into adjacent technology domains, thereby capturing a larger share of the rapidly evolving automotive electronics market. Further, our Company is actively adopting advanced lighting solutions, including LDMs to enhance the overall efficiency, reliability, and performance of our automotive lighting products and components. By integrating LDM technology, our Company is able to deliver more energy-efficient and durable lighting solutions, demonstrating its commitment to innovation and its ability to meet the evolving requirements of OEMs and end customers.

Further, as per CRISIL Report, the auto component industry is set to benefit from the revised GST rates, which will simplify the tax structure and reduce compliance burdens for manufacturers, dealers, and suppliers. Previously, disparate GST rates of 18% and 28% on various auto parts led to disputes and complexities. The new rates will lower input costs for manufacturers, reduce working capital requirements as well as drive demand for new vehicles.

To capitalize on industry tailwinds and the ongoing transformation, we propose to purchase plant and machinery, SMT lines and testing equipment for electronic expansion and upgradation of existing Unit 1 Manufacturing Facility, ensuring we are equipped to meet the growing demand for sophisticated electronic components. These initiatives will enable us to build future-ready infrastructure, enhance operational agility, and drive long-term value creation. For further details, see the section titled ***“Objects of the Offer”*** on page 143.

Focus on capturing growth in PV and 2W Segments while diversifying portfolio mix in India

As per CRISIL Report, the domestic PV industry is expected to witness healthy growth, driven by evolving lifestyles and increasing affordability and led by the growing popularity of SUVs and a GST cut-induced boost to hatchback sales. Additionally, the increasing adoption of electric vehicles is expected to further accelerate industry sales, presenting new opportunities for growth and expansion. The lighting content per vehicle has been growing significantly with advancements in lighting technology in passenger vehicles. According to CRISIL Report, over this elevated base, over the next 5 years, the lighting content per PV is expected to grow at a CAGR of 8%-10% and reach Rs ~21,000 by Fiscal 2030, driven by increased LED penetration, higher cost of Matrix headlights, increased ambient lighting penetration, integration with ADAS and increased animation. It is further expected to

grow and reach Rs ~37,000 by Fiscal 2035 driven by introduction of laser lights in premium models, OLED, DLP and increased LED penetration.

As per CRISIL Report, Indian two-wheeler industry is one of the largest globally and contributes more than 70% to the Indian domestic Automobile sales. The two-wheeler segment (domestic + exports) is expected to clock a healthy 7-9% growth. The primary domestic segment is projected to grow at 6.5-8.5% CAGR, driven by a positive economic environment, favourable rural demand, growing young population, premiumisation, electrification and technological advancements. In the two-wheeler industry, the adoption of LEDs has been increasing with increasing premiumization in the motorcycles and scooters segment. The share of premium motorcycles stands at 54% in Fiscal 2025 and 45-50% in the case of scooters. Across majority of these premium models, LED headlamps and tail lamps are being offered as standard. The consumer dynamics are drastically shifting in the 2W industry with increase in demand and preference for connected technology, hybrid technology, efficient start-stop systems etc. While even few years back, especially in the scooters segment, consumers buying preference largely depended on the efficiency of vehicles and large boot space being offered. The premiumization trend which started with motorcycles slowly caught up with scooters as well.

The expected growth trajectory of these two segments offers substantial opportunities for our Company to expand its market presence, enhance product mix, and strengthen relationships with leading OEMs, while continuing to diversify our portfolio across other automotive categories. As per CRISIL Report, aftermarket demand acts as a promising growth avenue for the Automotive Lighting manufacturers especially the established players with the expanding vehicle parc, rising pre-owned vehicle market requiring aftermarket replacement, increasing customer preference for aesthetic enhancements especially in the passenger vehicle segment, as well as rising preference for usage of branded/ original parts. Together, these trends position the PV and 2W segments as high-growth areas, offering opportunities to expand product offerings, enhance market share, and strengthen engagement across both OEM and replacement channels. As per CRISIL Report, the automotive lighting industry is undergoing rapid transformation driven by technological advancements, evolving consumer preferences, and regulatory developments. The shift towards LED and adaptive lighting systems is creating opportunities for manufacturers to innovate and expand their product portfolio with high-value solutions. For details in relation to evolution of the automotive lighting in the Indian Automotive Industry, see ***“Industry Overview”*** on page 197.

We have strategically forayed into the 2W segment in 2023 through a contract with Piaggio Vehicles Private Limited, marking our entry into one of the fastest-growing segments of the Indian automotive lighting industry. Further, recently, we have expanded our presence in the 2W segment pursuant to arrangement with one of India’s leading 2W manufacturer. Supported by rising penetration in semi-urban and rural markets and increasing adoption of electric 2Ws, this segment presents significant growth potential. Furthermore, the PV segment of our business has experienced robust growth, with revenue increasing at a CAGR of 26.66% from Financial Year ended March 31, 2023, to Financial Year ended March 31, 2025, reflecting both our strong product offerings and expanding engagement with leading OEMs. As of June 30, 2025, we cater to 9 OEMs in the PV Segment and 2 OEMs in the 2W Segment. Between the Financial Years ended March 31, 2023, and March 31, 2025, we have added 2 new OEMs in the PV segment and 2 in the 2W segment, reflecting our expanding presence and growing partnerships across both vehicle categories.

In line with evolving industry trends, we are actively diversifying our product portfolio with a strong focus on next-generation lighting solutions such as advanced LED modules, dynamic DRLs, adaptive front lighting systems (“AFS”), and signature aesthetic lamps. This strategic shift enables us to address a wider range of vehicle platforms including ICE, hybrid, and EV models while aligning with the growing demand for enhanced styling, safety, and energy efficiency. Leveraging our in-house design and R&D capabilities, along with our alliance with ZKW Group GmbH, we are well-equipped to deliver differentiated, cost-effective lighting solutions across the premium, mid-range, and entry-level PV segments, further strengthening OEM relationships and driving long-term growth.

We are expanding our presence in the affordable 2W and premium PV segments by offering innovative lighting solutions with enhanced aesthetics, improved energy efficiency, and intelligent safety features. By aligning our innovation roadmap with the future needs of OEMs and end-users, we are well-positioned to capitalize on emerging opportunities and drive sustainable growth in this high-value segment.

Continue to invest in R&D, design, engineering, and software to capitalize on future trends

As per CRISIL Report, as the automotive lighting industry undergoes a shift driven by electrification, autonomous driving, digitalisation, and sustainability, investment in R&D, design, engineering and software is critical to

maintaining competitive edge and supporting the evolving needs of OEMs globally. Our strategy is centred on proactively expanding our capabilities in R&D, advanced design, engineering, and embedded software development to deliver next-generation lighting technologies. These investments are focused on enabling differentiated product offerings that are intelligent, software-defined, energy-efficient, and design-led, while remaining cost-competitive.

According to CRISIL Report, the shift from halogen to xenon, LEDs and now laser lighting highlights how fast the segment evolves. Companies with in-house R&D are better equipped to anticipate and respond to these transitions. Strong R&D enables manufacturers to co-develop bespoke lighting modules with OEMs - this is particularly critical in premium PVs and EVs. By developing competencies in adaptive lighting systems, OLEDs, matrix LEDs and intelligent headlamps, Indian suppliers can position themselves as preferred partners for global and domestic markets.

According to CRISIL Report, set forth below are the key advantages of R&D Capabilities:

- *Technology Leadership and differentiation*
- *Cost Competitiveness and Localization*
- *Compliance with Regulations and Safety Standards*
- *Enhancing OEM Partnerships*
- *Premiumization and aesthetics*

We are actively building and scaling our development ecosystem in India and other talent-rich, cost-efficient geographies, strengthening our ability to deliver cutting-edge solutions across both ICE and EV platforms. This includes dedicated initiatives in areas such as:

- ***Intelligent and adaptive lighting systems***, including Matrix LED, laser-based head lamps, and advanced thermal management.
- ***Software-defined and connected lighting features***, such as programmable light signatures, dynamic signaling, charge-status indicators, and interactive ambient lighting.
- ***Design-focused lighting elements*** that enhance vehicle aesthetics, user experience, and brand identity especially relevant in EVs and premium vehicles.
- ***Sustainability-driven innovations***, including low-energy consumption systems, lighter materials, and recyclable components.

This integrated approach combining hardware innovation with software intelligence positions us to serve the growing demand for customizable, safety-enhancing and energy-optimized lighting solutions. As vehicles become increasingly autonomous, connected, and electrified, our focus on software-enabled lighting architectures ensures we remain aligned with the broader shift toward software-defined vehicles (“SDVs”). By continuing to invest in future-ready technologies, we aim to strengthen our collaborative partnerships with OEMs, enhance the value of our offerings, and capitalize on emerging opportunities across both traditional and electric mobility ecosystems positioning ourselves as a preferred innovation partner in the global automotive lighting industry.

Our commitment to research and development is reflected in our R&D expenditure as a percentage of revenue, as set forth below:

Particulars	As at and for			
	Three months period ended June 30, 2025	Financial Year ended March 31, 2025	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023
R&D as % of Revenue from Operations	2.62%	1.61%	1.15%	1.07%

Driving sustainable leadership with environmental, social, and governance measures

Our company is committed to embedding environmental, social, and governance (“ESG”) principles throughout our automotive lighting manufacturing operations. Guided by a comprehensive ESG policy, we strive to minimize our environmental impact by prioritizing the use of sustainable and recyclable materials, enhancing energy

efficiency across our production processes, and implementing robust waste reduction and circular economy initiatives.

Environmental Stewardship: We strive to minimize our environmental impact by using renewable energy such as solar panels at our manufacturing plants and reducing waste through recyclable and reusable materials. We have shifted to localized manufacturing, cutting carbon emissions from long-distance imports and advancing circular economy practices to reduce plastic waste. We develop energy-efficient lighting solutions such as advanced LED technologies that contribute to reducing vehicle energy consumption and lowering overall emissions.

Social Responsibility: On the social dimension, we place the highest priority on the health, safety, and well-being of our employees by upholding stringent safety protocols, fostering a culture of diversity and inclusion, and providing continuous training and development opportunities. We also actively engage with local communities through educational outreach and social initiatives, while ensuring that our suppliers comply with ethical labor standards and responsible sourcing practices.

Governance Excellence: Our governance framework prioritizes transparency, accountability, and ethical conduct across the organization. We continue to strengthen ESG-related disclosures in line with globally recognized frameworks, reflecting our commitment to integrity, anti-corruption, and data privacy.

Looking ahead, our future intentions include deepening our investments in research and development to pioneer next-generation sustainable lighting technologies tailored for electric and autonomous vehicles. We aim to strengthen partnerships with automotive OEMs and sustainability organizations to co-create innovative solutions that accelerate the transition to sustainable mobility. Through this strategic commitment, underpinned by our ESG policy and forward-looking objectives, we aspire to not only comply with evolving regulations but to be a leader in driving sustainability and responsible practices within the automotive lighting industry.

Improving efficiency by investing in technology and workforce upskilling

We attribute our growth in revenue and profitability in part to our technology-led engineering processes. Our Semi-Automated manufacturing systems enable us to meet the evolving demands of OEMs with agility and precision. By digitizing traditionally mechanical processes, we have been able to generate actionable data that supports both customer retention and revenue optimization. This shift allows for enhanced decision-making and continuous process improvements. We plan to further strengthen our technological capabilities by increasing automation levels across manufacturing, investing in advanced robotics for automated joining process specific to automotive lighting industry, incorporating AI and IoT-driven systems for smart operations and real-time monitoring.

Given our emphasis on precision, process expertise and skill to operate complicated machinery, our skilled workforce is instrumental to our operations. We rely on their proficiency in operating advanced machinery, interpreting engineering drawings, and implementing best practices in manufacturing processes to manufacture components in accordance with our customers' expectations. As of October 31, 2025, our skilled workforce (i.e., workforce excluding shop-floor personnel) comprised (98) engineering graduates, which represented 27.00% of our workforce. We intend to invest in upskilling our current workforce through various programmes, such as through our associate training program and through learning and development for our white collared employees. Furthermore, we operate a dedicated learning centre located at Bahadurgarh, Haryana, through which we provide structured training and development programs to upskill our employees and enhance operational excellence. See ***"- Human Resources and Training"*** on page 361.

By continuously investing in upskilling, we strengthen our operational capabilities and ensure our workforce remains equipped to meet evolving technological and process requirements. Enhanced employee competencies contribute directly to improved productivity, higher precision in manufacturing, and reduced operational inefficiencies. Upskilling also fosters greater adaptability, enabling employees to take on more complex tasks and support the adoption of advanced machinery and automation initiatives. Additionally, structured development opportunities help improve employee engagement and retention, ensuring continuity of expertise across our operations. Collectively, these benefits reinforce our ability to deliver consistent quality and maintain strong, long-term relationships with our customers.

DESCRIPTION OF OUR BUSINESS

Our Product Portfolio

Our Company is engaged in the manufacturing of automotive lighting products and components. Within our manufacturing operations, we primarily cater to domestic and global OEMs as well as the domestic and international aftermarket segments. Our product portfolio includes a wide range of head lamps, tail lamps, signal lamps, auxiliary lights, and other automotive lighting systems and components designed to meet sector-specific performance, safety, and regulatory standards.

In addition to OEM supplies, the Automotive Lighting Aftermarket forms an important part of our business focus, enabling us to supply replacement and upgrade lighting products to distributors, retailers, and vehicle owners across domestic and overseas markets. This segment provides significant opportunities for brand visibility, customer reach, and recurring demand beyond the vehicle production lifecycle.

Our comprehensive suite of automotive lighting products includes the following:

- A. Front Lighting** which includes halogen head lamps, LED projector head lamps and LSU based LED head lamps, halogen-based head lamps with the latest technology trend including DRLs and connected front lamps acting as DRL and position lamps, LED fog lamps and cornering lamps.

These products are primarily used at the front of vehicles to enhance visibility and safety, both during the day and at night. LED projector head lamps provide high-intensity illumination with precise beam patterns, improving road visibility without causing glare to oncoming traffic. DRLs and connected front lighting improve vehicle visibility to other road users, reducing the risk of accidents. Fog and cornering lamps aid drivers in low-visibility conditions and while negotiating turns, enhancing overall driving safety.

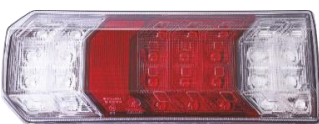
Set forth below are few images of the front lighting products:



- B. Rear Lighting** which includes tail lamps (body side, fender side, connected tail lamps, LED rear lighting systems), rear fog lamps, signal lamps, center high-mount stop lamps, license plate lamps, and reflex reflectors.

These products are installed at the rear of vehicles and are critical for communicating vehicle presence and intentions to other road users. Tail lamps and LED rear lighting systems ensure clear visibility during night-time or low-light conditions. Signal lamps and CHMSLs indicate turns and braking actions, improving road safety. Rear fog lamps enhance visibility in adverse weather conditions, while license plate lamps and reflex reflectors ensure regulatory compliance and add to vehicle safety.

Set forth below are few images of the rear lighting products:

<i>Tail lamps – PV</i>		
		
<i>Tail lamps – CV</i>		
		
<i>Tail lamps - Others</i>		
		

C. Interior Lighting which includes ambient lights, capacitive touch roof lamps, and puddle lamps.

Ambient lights create a visually appealing cabin environment and improve visibility inside the vehicle at night. Capacitive touch roof lamps provide user-friendly illumination control, enhancing convenience. Puddle lamps illuminate the area around the vehicle doors, improving safety while entering or exiting the vehicle, especially in low-light conditions.

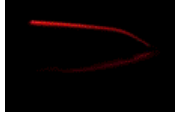
Set forth below are few images of the interior lighting products:



Details of our products, vehicle category-wise are set forth below:

Passenger Vehicles

Description	Key Products	Key Product Images
A front lighting part of a vehicle provides visibility and includes functions such as high/low beam, DRL, and turn indicators, using technologies like Bi-LED projectors, LED reflector concepts, and conventional bulb reflector systems. It also includes LED DRLs and bulb or LED fog lamps.	Head Lamp, DRL and Fog lamp	    
The tail lamp is a rear lighting assembly that communicates the vehicle's presence and intention to the vehicles behind, with functions such as tail/position, turn indicator, reverse, and rear fog lights. It is one of the premium products for global OEMs, used in their premium SUVs in India, as well as by other overseas OEMs.	Tail lamp, Reflex reflector	   

Description	Key Products	Key Product Images
Ambient lighting is the soft, low-intensity illumination inside the car cabin at the instrument panel, doors, armrests, footwells, roof modules, and center consoles. It creates visual comfort, guides the driver's perception, and enhances the perceived quality of the cabin.	Interior lamps	 

Commercial Vehicles

Description	Key Products	Key Product Images
One the Premium product applicable to one of the leading OEM's Premium HCV segment	Head lamp	  
One of the high selling product of our Company applicable to various CV's in MCV, HCV, ICV Segments in majority of leading CV OEM	Tail lamp	  

Off-Road:

Description	Key Products	Key Product Images
It is designed to withstand typical OR environments, supplied to a wide range of leading equipment and vehicle manufacturers	Head lamp	
Fender lamps are located on fender of tractors at front and rear used as signaling functions	Fender lamps	

Three Wheelers

Description	Key Products	Key Product Images
Head lamps provide forward illumination for safe riding or driving in low-light or night conditions, ensuring visibility of the road ahead. Tail lamps illuminate the rear of the vehicle to indicate presence and braking, enhancing visibility and safety for following vehicles. Signaling lamps include blinkers/turn indicators that communicate the rider's or driver's intention to turn or change lanes, improving road safety and coordination with other road users.	Head lamp, tail lamp and signaling lamps	   

Two Wheelers

Description	Key Products	Key Product Images
Blinkers are rider's intention to turn or change lanes, enhancing safety and communication with other road users.	Blinkers	
Tail lamps illuminate the rear of the 2W, indicating presence and braking to vehicles behind, ensuring visibility and safety, especially at night.	Tail lamp	

The following table sets forth our Revenue from Operations across vehicle categories for the periods indicated, including as a percentage of our Revenue from Operations:

(₹ in million, unless otherwise specified)

Particulars	Three months period ended June 30, 2025		Financial Year ended March 31, 2025		Financial Year ended March 31, 2024		Financial Year ended March 31, 2023	
	Amount	% of total Revenue from Operations	Amount	% of total Revenue from Operations	Amount	% of total Revenue from Operations	Amount	% of total Revenue from Operations
PV	697.26	55.85%	2,751.32	53.73%	1,497.70	37.17%	1,714.90	42.30%
CV*	409.80	32.82%	1,648.33	32.19%	1,828.76	45.38%	1,733.75	42.77%
OR	87.85	7.04%	416.80	8.14%	406.48	10.09%	338.45	8.35%
2W, 3W and Others**	53.64	4.29%	304.31	5.94%	296.93	7.37%	266.70	6.58%
Total	1,248.55	100.00%	5,120.75	100.00%	4,029.87	100.00%	4,053.80	100.00%

* Includes HCVs, MCVs and LCVs.

** Includes other operating revenue and revenue from home lighting

Our services

Our Company is engaged in manufacturing of automotive lighting products and components, providing end-to-end engineering capabilities that transform concept ideas into production-ready lighting systems. We cater to all major segments, including passenger vehicles, commercial vehicles, 2Ws, 3Ws and OR vehicle segments, supported by deep expertise in optics, electronics and exterior and interior lamp architecture, along with robust manufacturing know-how. We undertake project-based assignment services, including the design, development, and validation of customized tools tailored to specific program requirements. Our tooling capabilities, combined with production engineering expertise, support smooth industrialization and efficient transition to mass production, ensuring quality consistency, and timely program execution.

The following table sets forth our Revenue from Operations from the sale of our services for the periods indicated, including as a percentage of our Revenue from Operations:

(₹ in million)

Categories	Three months period ended June 30, 2025		Financial Year ended March 31, 2025		Financial Year ended March 31, 2024		Financial Year ended March 31, 2023	
	Amount	% of total Revenue from Operations	Amount	% of total Revenue from Operations	Amount	% of total Revenue from Operations	Amount	% of total Revenue from Operations
Sale of services	238.05	19.07%	484.11	9.45%	233.35	5.79%	72.95	1.80%

We collaborate closely with OEMs and key suppliers by engaging early in the design and development lifecycle, supporting concept definition and engineering feasibility. Our involvement spans early concept design, rapid prototyping, testing, and validation, enabling seamless translation of customer requirements into production-ready

lighting solutions. Supported by strong engineering capabilities in optics, electronics, and lamp architecture, we deliver reliable, scalable, and high-quality products aligned with OEM specifications across vehicle segments.

Our Customers

Our key customers primarily comprise OEMs in the automotive sector, with the OEM segment accounting for a significant portion of our Revenue from Operations. We supply automotive lighting products directly to OEM customers across multiple vehicle segments. In addition to the OEM segment, we also cater to the Automotive Lighting Aftermarket, wherein our products are sold through a network of distributors, who in turn supply to retailers and end customers. As on October 31, 2025, we have a distribution network comprising 74 distributors catering to the aftermarket segment, enabling us to maintain market presence beyond OEM-led sales.

As of October 31, 2025, we have successfully established relationships with more than 40 OEMs. Over the course of our business operations, we have built relationships with several Indian and global OEMs. Our key OEMs in the PV, CV, EV and 3W segment include Tata Motors Limited, Stellantis Automobiles India Private Limited, JSW MG Motor India Private Limited (*formerly known as MG Motor India Private Limited*), Isuzu Motors India Private Limited, Piaggio Vehicles Private Limited, JV Uzchasy LLC, Daimler India Commercial Vehicles Private Limited, VE Commercial Vehicles Limited, Thai-Swedish Assembly Co. Limited. Furthermore, in the OR segment, we serve prominent clients such as JCB India Limited, Same Deutz-Fahr India Private Limited, Escorts Kubota Limited (*names of other customers have not been disclosed, in view of confidentiality obligations and absence of their consent*). Set forth below are select product offerings to certain of our OEMs under various vehicle segments:

Segment	Products	Name of the Customer*	Logo of the Customer	Approximate duration of working relationship
PV				
	Head lamp Fog lamps	-	<i>Refer Note 1</i>	9 years
	Bi-LED head lam DRL Ambient lights	Stellantis Automobiles India Private Limited		7 years
	Head Lamp	Isuzu Motors India Private Limited		6 years
	Front Lighting Singling Equipment	JSC Uzauto Motors		5 years
	DRL/TI and RR	JSW MG Motor India Private Limited (<i>formerly known as MG Motor India Private Limited</i>)		2 years
CV				
	Head Lamp & Tail Lamp	VE Commercial Vehicles Limited	<i>Refer Note 1</i>	25 years
	Head Lamp and Tail Lamp for HCV, MCV, ILCV, SCV	Tata Motors Limited	<i>Refer Note 1</i>	21 years
	Cabin Roof Lamp	-	<i>Refer Note 1</i>	14 years
	LED Tail Lamp & Head Lamp	-	<i>Refer Note 1</i>	18 years
		Daimler India Commercial Vehicles Private Limited		13 years
		Thai-Swedish Assembly Co. Limited		6 months

Segment	Products	Name of the Customer*	Logo of the Customer	Approximate duration of working relationship
OR**				
	Head Lamp with Signature and LED Fender Lamps	-	Refer Note 1	12 years
3W				
	Ape, Ape City Head Lamp, Tail Lamp	Piaggio Vehicles India	Refer Note 1	22 years
2W				
	Moto guzzi (Export) LED Blinkers	Piaggio Vehicles India	Refer Note 1	2 years
	Moto guzzi (Export) Tail Lamp	Piaggio Vehicles India	Refer Note 1	2 years
EV				
	Head Lamp, Tail Lamp, DRL, Ambient light	Stellantis Automobiles India Private Limited		7 years
	DRL/TI and RR	JSW MG Motor India Private Limited (formerly known as MG Motor India Private Limited)		2 years

* Names of other customers have not been disclosed, in view of confidentiality obligations and absence of their consent.

** Includes agricultural vehicles and construction vehicles

Note 1: Logo of the customer has not been disclosed, in view of confidentiality obligations and absence of its consent.

Based on our execution track record, we have developed strong relationships with our customers, which is reflected in repeat orders from them. We believe that our enduring customer relationships serve as a clear testament to our commitment to quality, as well as our advanced design, engineering, and manufacturing capabilities. We believe that as a result of our long-standing relationships with our customers, we are well-equipped to retain our presence in the market and build upon these relationships to increase our product base and reach out to new customers. Our long-term relationships and ongoing active engagements with customers also allow us to plan our capital expenditure, enhance our ability to benefit from increasing economies of scale, thereby ensuring a competitive cost structure to achieve sustainable growth and profitability.

Our diverse and versatile product portfolio has been a key driver in expanding our customer base and deepening existing relationships. As a result, we have recently secured several significant new business wins from both longstanding and new OEM partners. This includes new programs from Tata Motors Limited for Head Lamps and LED Tail lamps, as well as the development of LED Tail lamps for Daimler India Commercial Vehicles Private Limited.

Our business largely depends upon our top 10 customers (which accounted for 82.50%, 72.11 %, 68.07% and 67.82% of our revenue from operations for three months period ended June 30, 2025, and the Financial Years ended March 31, 2025, March 31, 2024, and March 31, 2023, respectively. For details in relation to our top 10 customers, see Risk Factor – “*We derive a significant portion of our revenue from operations from our top 10 customers (which accounted for 82.50%, 72.11 %, 68.07% and 67.82% of our Revenue from Operations for three months period ended June 30, 2025, and the Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023, respectively) and any loss of such customers, significant reduction in their purchases, failure to maintain our relationships with them, or any adverse change in their financial condition may have a significant adverse impact on our business, results of operations, financial condition and cash flows.*” on page 47.

Our Manufacturing Facilities

The key details of our Manufacturing Facilities along with Design Centres are as follows:

Particulars	Unit 1	Unit 2	Unit 3	Design Centre at Unit 1	Design Centre at Pune
Area	Land Area: 217,969.19 square feet	Land Area: 21,686.00 square feet	Land Area: 168,047.00 square feet	Carpet Area: 5,166.68 Square feet	Built-up area: 1,636.11 Square feet
Leased/Owned	Owned	Leased	Leased	Owned	Leased
Key Activities	Manufacturing of automotive lighting products and components including moulding, surface treatment and assembly	Supports our manufacturing of automotive lighting products and components through sheet metal fabrication and precision stamping	Manufacturing of automotive lighting products and components including moulding, surface treatment and assembly	Design and development support, covering mechanical, electrical and electronic aspects, along with thermal and optical simulation as part of the development process	Design and development of automotive lighting products and components. The activities undertaken at this design centre include product design and development support, covering mechanical, electrical and electronic aspects, along with thermal and optical simulation as part of the development process
Workforce*	505	36	27	47	14

* As of October 31, 2025

Our Manufacturing capacity

The effective capacity utilisation of our Company as at and for the half year ended September 30, 2025, and Financial Year ended March 31, 2025, March 31, 2024, and March 31, 2023, is as follows:

Sl. No.	Manufacturing Unit	As of and for			
		Half year period ended September 30, 2025 ¹	Financial Year ended March 31, 2025	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023
1.	Unit 1				
a.	Installed Capacity (Million) ²	4.58	9.16	9.16	9.16
b.	Actual production (Million)	3.13	7.11	6.43	6.40
c.	Capacity Utilization (%)	68.34%	77.61%	70.17%	69.85%
2.	Unit 2				
a.	Installed Capacity (Million) ²	3.22	6.45	6.45	6.45
b.	Actual production (Million)	0.86	4.06	3.80	3.17
c.	Capacity Utilization (%)	26.72%	62.90%	58.93%	49.16%

- ^{1.} For the half year period ended September 30, 2025, the installed capacity figures represent the proportionate capacity available for six months and are derived by annualising the full year installed capacity on a time-apportioned basis.
- ^{2.} Installed production capacity for lamps has been assessed based on the average lamp size & assembly complexity typical of mid size passenger vehicles. The actual installed capacity is subject to variation, depending on the lamp dimensions, design intricacy and component complexity associated with different vehicle models.

Note:

- i. All decimal figures have been rounded to two decimal places, and all percentage figures have also been rounded to two decimal places. In some cases, differences between the totals and the sum of individual items in the tables may arise due to rounding off.
- ii. Our Unit 2 Manufacturing Facility supports the production of automotive lighting products and components, and Unit 3 has recently commenced operations.

Upcoming capacities

As on the date of the DRHP, our Unit 1 and Unit 3 Manufacturing Facilities have an aggregate installed capacity of 11.88 million units per annum for manufacturing of automotive lighting products and components. Our Unit 2 Manufacturing Facility supports our manufacturing operations through sheet metal fabrication and precision stamping.

Our Company is proposing to expand its manufacturing capacities to support upcoming vehicle programs and to address the expected growth in demand across all vehicle segments. As part of this expansion, we propose to establish a greenfield manufacturing facility at Kancheepuram, Tamil Nadu with a view to improving our ability to serve OEM customers in the southern region of India, owing to its proximity to key automotive OEM hubs, access to component suppliers and connectivity to major ports for domestic and export operations. For further details in relation to the rationale of the Proposed Project, see the section titled ***“Objects of the Offer”*** on page 143. In parallel, we propose to purchase plant and machinery, SMT lines and testing equipment for electronic expansion and upgradation of existing Unit 1 Manufacturing Facility. These proposed investments are intended to support future product programs by improving manufacturing precision, enhancing quality assurance and enabling higher scalability and integration of electronic components within our automotive lighting systems. By developing these capabilities in-house, we expect to reduce dependence on external vendors and improve control over product quality, reliability and supply timelines. For further details, see the section titled ***“Objects of the Offer”*** on page 143.

Manufacturing Process

Our automotive lighting manufacturing process consists of a series of precision-controlled and highly engineered operations designed to deliver superior optical performance, long-term durability, and full compliance with global safety and regulatory standards.

Outlined below is the detailed step-by-step manufacturing process:

1. Plastic Moulding

This stage involves producing key components such as housings, lenses, and reflectors using high-precision injection-moulding machines. Critical parameters like mould temperature, injection pressure, cycle time, and cooling rate are closely controlled to ensure dimensional accuracy and optical performance.

2. Base Coat Application

A specialized base coat is applied to reflector surfaces to improve coating adhesion and enhance optical properties. Coating thickness, uniformity, and curing temperature are tightly monitored for consistent results.

3. Metallizing / Reflector Coating

Reflective surfaces are created through vacuum metallizing using aluminium deposition. This ensures high reflectivity for head lamps and tail lamps, with checks focused on adhesion and surface finish quality.

4. Hard Coat Application

A protective hard coat is applied to the outer lens surface to improve scratch resistance, UV stability, and long-term clarity. Key controls include coating thickness, flow rate, and curing temperature.

5. Anti-Fog Coating

An anti-fog coating may be applied to the inner surface of the lens for models that require condensation prevention. The process focuses on uniform application and maintaining clear visibility.

6. Painting

Decorative or functional paint coatings are applied to housings or bezels using automated or manual spray systems. Paint thickness, colour consistency, gloss, and adhesion are carefully checked.

7. SMT (Surface Mount Technology)

LED PCBs are assembled through automated SMT lines that include solder paste printing, component placement, and reflow soldering. Quality checks include SPI, AOI, and electrical functionality testing.

8. Sub-Assembly

LEDs, reflectors, lenses, and housings are combined into submodules using poka-yoke systems that prevent assembly errors. Verification includes fitment checks, LED functionality, and visual inspection.

9. Final Assembly

Complete lamp assembly is carried out through ultrasonic, hot-plate, or vibration welding, along with screw tightening and sealing operations. Key controls include welding parameters, torque values, and sealant uniformity.

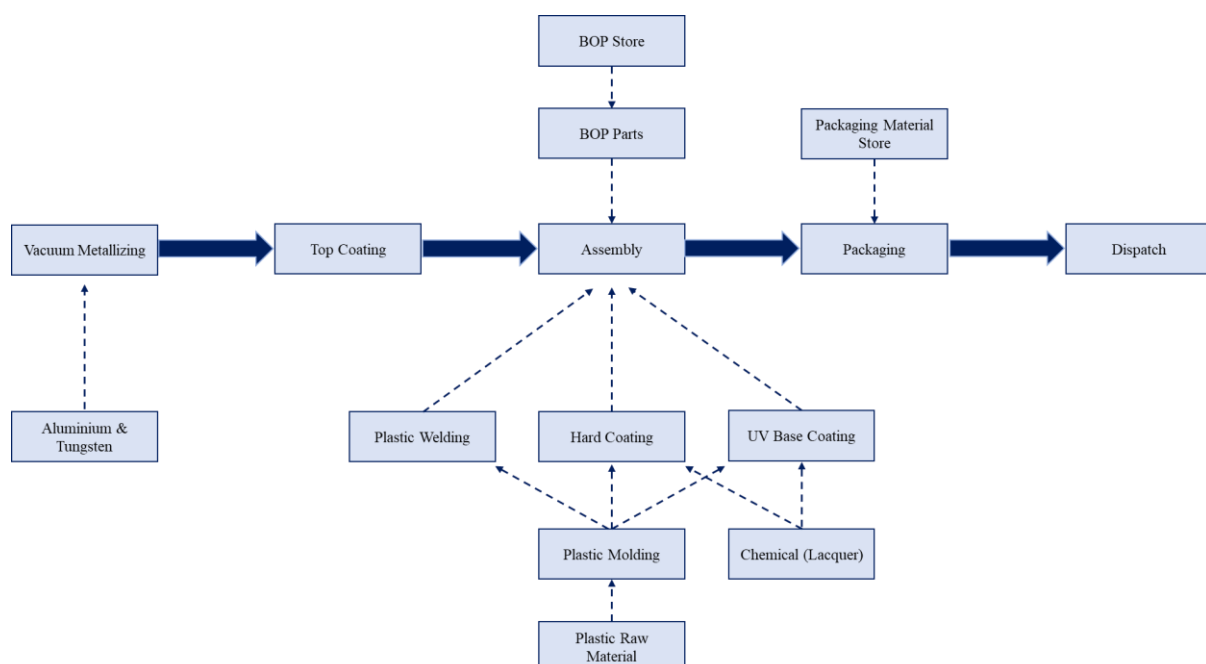
10. Testing & Validation

Each lamp undergoes end-of-line testing for photometric performance, functionality, and electrical parameters. Durability tests—such as vibration, thermal shock, humidity, ingress protection, and anti-fog performance—ensure compliance with OEM standards. Full traceability is maintained through barcode systems.

11. Packaging & Dispatch

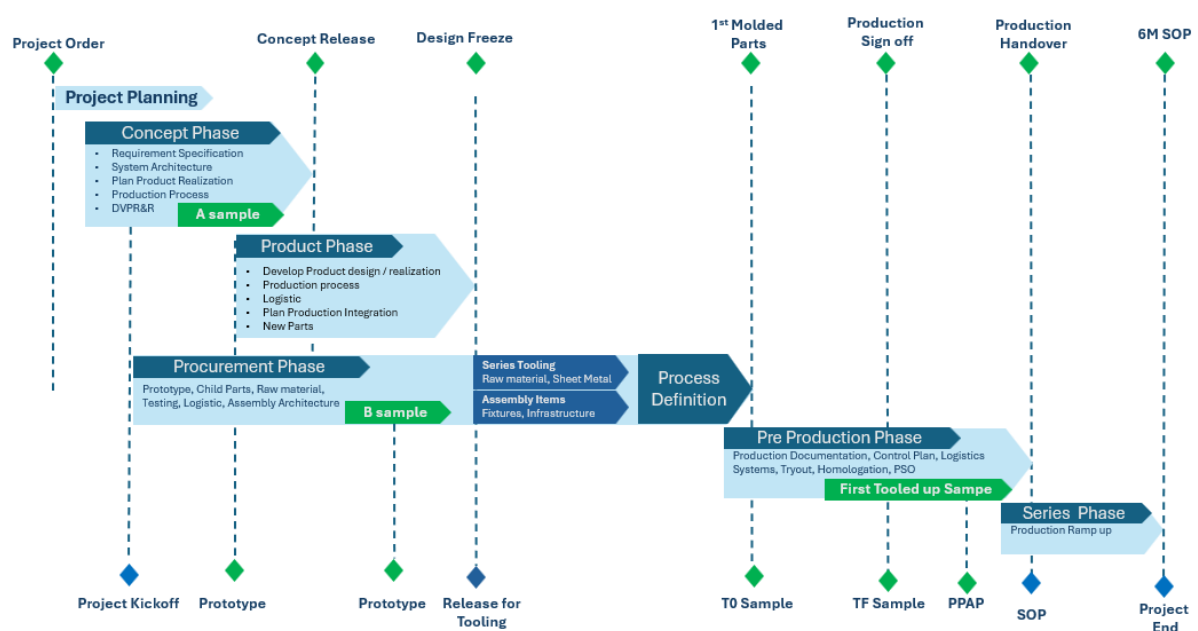
Finished lamps are packed in custom-designed cartons with shock-resistant protection. Barcode scanning, FIFO management, and ERP confirmation ensure accurate and controlled dispatch.

Set-forth below is a process flow-chart for our production process:



Development schedule for our projects

Our project development process follows a structured, stage-gated approach to ensure efficient and high-quality execution from concept to production. The development cycle commences at the pre-project award stage, where we engage with customers in response to RFQs, supporting concept evaluation, technical feasibility assessments, cost estimation, and value engineering. Following project award, the cycle progresses through detailed product design and procurement phases, including prototype development. After the concept release and design freeze, tooling is finalized and initial moulded parts, known as T0 samples (first-off moulded components), are produced to validate the tooling and manufacturing process. These are followed by TF samples (functional test samples), which undergo extensive testing to verify product performance and compliance with specifications. Upon successful completion of these validations and the production part approval process (“PPAP”), the project advances to pre-production activities, including production documentation, control planning, and homologation. Finally, the process concludes with production sign-off, handover, and ramp-up to standard operating procedure (“SOP”), ensuring readiness for full-scale manufacturing. This rigorous framework enables timely delivery, reduced development risks, and consistent quality for our OEM partners.



RAW MATERIALS, PROCUREMENT AND INVENTORY MANAGEMENT

Our primary incoming materials used for the production and manufacturing of head lamps, tail lamps, and other lighting products include plastic raw materials and bought-out parts across various commodities such as rubber, electronics, wire harnesses, sheet metal, fasteners, and coating chemicals. Material procurement is driven by our material requirements planning (“MRP”) system, which is aligned with customer schedules and the bill of materials approved by both the customer and our engineering department. Incoming materials are sourced domestically as well as through direct and deemed imports. Monthly material quantities are determined by the MRP, based on which raw material schedules are released to suppliers against open purchase orders.

Our supplier base includes globally recognized companies. We maintain firm commitments to our suppliers regarding quantity and pricing in line with commercial finalizations. All suppliers are required to supply materials strictly under our general purchasing agreement (“GPA”) and Non-Disclosure Agreement.

Further, set forth below is the raw materials procurement process of our Company:



The table below sets forth details of our expenditure on raw materials and key inputs, including as a percentage of our total cost of material consumed for the periods indicated:

(₹ in million, except for percentages)

Particulars	Three months period ended June 30, 2025		Financial Year ended March 31, 2025		Financial Year ended March 31, 2024		Financial Year ended March 31, 2023	
	Amount	% of cost of material consumed	Amount	% of cost of material consumed	Amount	% of cost of material consumed	Amount	% of cost of material consumed
Bought out Components *	208.10	42.22%	1,081.64	45.59%	1,210.53	56.59%	1,115.05	49.75%
Bulb & LED	106.82	21.67%	390.32	16.45%	384.02	17.95%	275.45	12.29%
Powder	90.93	18.45%	463.36	19.53%	289.05	13.51%	283.62	12.65%
Moulds, Dyes & Fixtures	48.49	9.84%	276.22	11.64%	67.33	3.15%	417.80	18.64%
Glass	15.18	3.08%	43.98	1.85%	57.63	2.69%	57.99	2.59%
Chemicals	16.49	3.35%	74.23	3.13%	60.16	2.81%	51.98	2.32%
Sheet	6.89	1.40%	43.04	1.81%	70.40	3.29%	39.41	1.76%
Total	492.90	100.00%	2,372.79	100.00%	2,139.12	100.00%	2,241.30	100.00%

* Includes bulbs, motors, wire harness and other hardware

The table below sets forth details of our sourcing of raw materials from domestic suppliers and through imports, including the proportion of each as a percentage of our total cost of purchases for the periods indicated:

(₹ in million, except for percentages)

Details of raw materials sourced	Three months period ended June 30, 2025		Financial Year ended March 31, 2025		Financial Year ended March 31, 2024		Financial Year ended March 31, 2023	
	Amount	% of Cost of purchases	Amount	% of Cost of purchases	Amount	% of Cost of purchases	Amount	% of Cost of purchases
Domestic	431.18	89.66%	2,292.90	81.98%	2,096.83	96.13%	1,895.77	83.06%

Details of raw materials sourced	Three months period ended June 30, 2025		Financial Year ended March 31, 2025		Financial Year ended March 31, 2024		Financial Year ended March 31, 2023	
	Amount	% of Cost of purchases	Amount	% of Cost of purchases	Amount	% of Cost of purchases	Amount	% of Cost of purchases
Imported	49.74	10.34%	503.93	18.02%	84.42	3.87%	386.61	16.94%
Total*	480.92	100.00%	2,796.83	100.00%	2,181.25	100.00%	2,282.38	100.00%

* Including purchases of raw material components and traded goods.

Suppliers of Raw Materials

We depend on third-party suppliers for our raw materials from India. As we are subject to applicable laws and strict quality requirements specified in contractual arrangements with customers, our supplier base is limited. We procure all of our raw materials by way of purchase orders on an ongoing basis wherein the pricing, scheduling and delivery details are set out. Under our general purchasing agreement (“GPA”), we have the right to inspect materials on a sampling basis that are provided to us by the suppliers.

Inventory Management

Our Company follows a structured and integrated inventory management system designed to ensure uninterrupted production and timely deliveries to our OEM customers. Bought-out parts (“BOPs”) are procured from approved vendors based on schedules generated through our Company’s systematic, application, products in data processing (“SAP”) MRP platform, enabling accurate demand forecasting and optimal stock planning. Incoming materials are maintained in the BOP/In-Bond Store, with stringent quality checks to filter out non-good (“NG”) parts before they move into production. Finished goods are managed through FG/Out-Bond Stores under customer-specific pull or push systems, while warehouse inventory levels are maintained in accordance with norms mutually defined with each customer. We ensure rapid turnaround times through strategically structured logistics cycles, including a one day delivery timeline for customers in the Delhi-NCR region, seven days replenishment cycles to warehouses, and one day deliveries from warehouses to customers outside Delhi-NCR. This disciplined approach to inventory planning, quality control, and logistics enables our Company to maintain high delivery reliability, reduce stockouts, and support the diverse requirements of both domestic and export OEMs.

Warehousing and Logistics

Our Company maintains a structured warehousing and logistics infrastructure to support efficient manufacturing operations and timely fulfilment of customer requirements. Our warehouses are designed to enable systematic storage, material segregation, and traceability of raw materials, components, work-in-progress, and finished goods. We follow standardized inventory management and material handling procedures to ensure accuracy, quality preservation, and operational efficiency. We operate ten warehouses strategically located across Maharashtra, Tamil Nadu, Haryana, Uttar Pradesh, and Jharkhand. These locations allow us to position inventory closer to key OEM hubs and major transportation corridors, ensuring efficient storage, seamless logistics, and timely global distribution of our automotive lighting products and components.

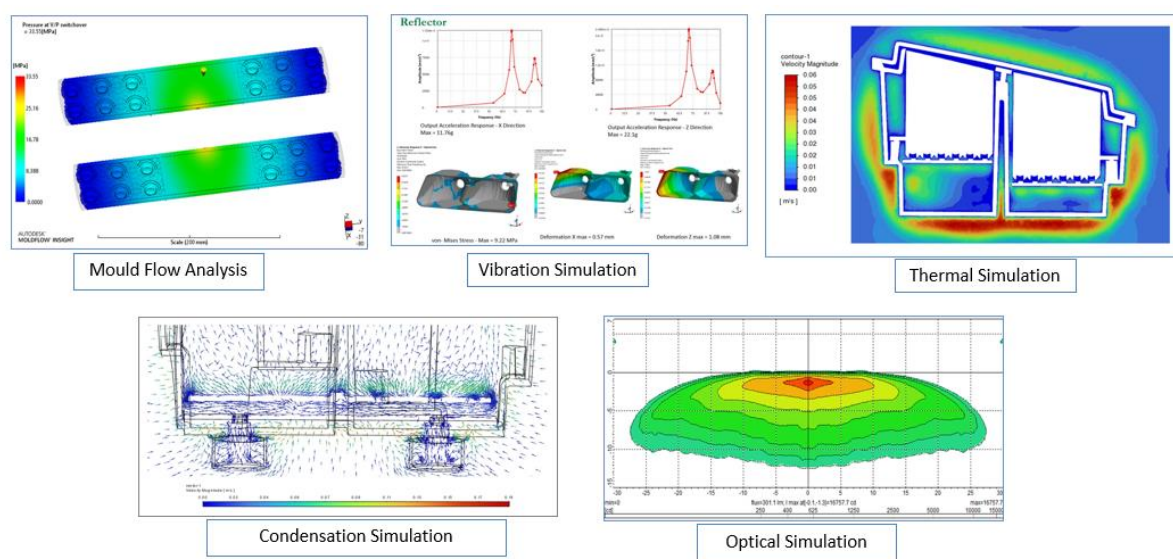
Our logistics operations encompass both inbound and outbound movements, coordinated through approved logistics partners to support just-in-time deliveries to manufacturing locations and timely dispatches to customer facilities. This integrated approach to warehousing and logistics enhances supply chain visibility, minimizes disruptions, and supports consistent service levels across programs and geographies.

RESEARCH AND DEVELOPMENT

With a dedicated focus on automotive lighting and minimal diversification, we maintain specialized expertise that allows us to deliver high-performance, application-specific solutions. A strong R&D orientation allows us to stay ahead of technological trends and evolving industry requirements. Coupled with our global reach, this focus not only enhances customer access to our solutions but also strengthens our competitive positioning in key markets worldwide. Our integrated approach enables rapid prototyping, seamless validation, and accelerated time-to-market

for next-generation lighting technologies. This full-spectrum capability allows us to deliver highly customized, performance-driven solutions that align with evolving specifications of our customers and industry standards.

We also possess in-house expertise in both optical and mechanical simulations, enabling precise analysis and validation during the product development process.



Set forth below is our expenditure towards R&D and as a percentage of our total expenses for the periods indicated:

(₹ in million, except for percentages)

Particulars	Three months period ended June 30, 2025		Financial Year ended March 31, 2025		Financial Year ended March 31, 2024		Financial Year ended March 31, 2023	
	Amount	% of total expenses	Amount	% of total expenses	Amount	% of total expenses	Amount	% of total expenses
Expenses incurred towards R&D	32.67	3.46%	82.31	1.86%	46.16	1.22%	43.18	1.12%

Our R&D expenses increased from 1.12 % in Financial Year ended March 31, 2023, to 1.86 % in Financial Year ended March 31, 2025, which further increased to 3.46% for the three months period ended June 30, 2025.

SALES AND MARKETING

Domestic Markets

We have a dedicated sales and marketing team focused on driving growth, customer development and programme management and generating sales across key markets. Our team includes dedicated representatives for each business unit and product segment, catering to various OEMs. These representatives are responsible for driving product sales, expanding new business opportunities, managing costing, leading negotiations, and overseeing commercial settlements. They also monitor and ensure profitable business growth while fostering and strengthening customer relationships.

Global Markets

Our company is steadily expanding its global presence in the automotive lighting industry, primarily in the CIS region, North America, and Western Europe. To successfully compete in international markets, automotive lighting manufacturers must undertake initiatives such as developing region-specific product offerings, ensuring compliance with global technical and safety standards, strengthening sales and distribution networks, building

strong brand visibility, and engaging in continuous product innovation.

We are actively implementing these initiatives by enhancing our R&D capabilities to meet diverse regulatory requirements, participating in global automotive exhibitions and marketing platforms, strengthening partnerships with international distributors and OEMs, and offering competitive, cost-efficient manufacturing solutions. These steps enable us to serve customers outside India more effectively while reinforcing long-term commercial relationships and expanding our market footprint in key global regions.

As on October 31, 2025, our Company's sales and marketing function comprises a team of 47 employees. The team includes specialists in business development, market research, customer relationship management, channel development, and international sales support, enabling our Company to effectively manage opportunities across both Indian and overseas automotive lighting segments.

QUALITY CONTROL, TESTING AND CERTIFICATIONS

We place a strong emphasis on stringent quality control measures at every stage of the product lifecycle from initial design and prototyping to final production ensuring that every component meets or exceeds global industry standards. As on October 31, 2025, our dedicated quality assurance teams comprising of 43 skilled workforces employ advanced testing protocols, including durability, environmental, and performance assessments, to guarantee product reliability, safety, and consistency. This integrated approach allows us to maintain quality, minimize defects, and deliver superior lighting solutions that consistently satisfy the exacting requirements of our OEM customers worldwide.

We have established comprehensive in-house testing facilities to ensure the quality, safety, and regulatory compliance of our automotive lighting products and components. These facilities are equipped with advanced testing equipment and infrastructure that enable us to perform a wide range of validation tests across various product categories. These facilities support critical testing functions such as photometric testing, environmental and durability testing, Vibration and thermal shock testing, ingress protection ("IP") testing we are using outside NABL approved laboratory for Testing, and electrical safety assessments. This integrated testing environment allows us to validate products under real-world operating conditions and ensure they meet or exceed customer and regulatory expectations. Our in-house testing capabilities not only strengthen our quality assurance processes but also play a vital role in supporting product reliability, enhancing customer confidence, and ensuring timely delivery of compliant, high-performance lighting solutions across domestic and international markets. Set forth below is the testing facility infrastructure:



Our manufacturing facilities hold accreditations, including IATF 16949:2016, ISO 14001:2015, ISO 9001:2015, and ISO 45001:2018, underscoring our unwavering commitment to superior product and service quality, environmental stewardship, and workplace health and safety. To uphold the highest standards, we rigorously implement AIAG international automotive methodologies such as APQP, FMEA, SPC, and MSA across manufacturing, quality assurance, and product development. These frameworks enable us to maintain robust, data-driven processes that drive continuous improvement, minimize defects, and consistently deliver reliable, world-class automotive lighting solutions to our customers. We consistently strive to maintain stringent quality control measures, ensuring that every product meets the highest standards of reliability, safety, and performance.

HUMAN RESOURCE AND TRAINING

As of October 31, 2025, our operations are supported by 629 permanent employees, comprising 362 white-collar employees who are qualified engineers, technical diploma holders, and professional staff responsible for planning, supervision, design, quality assurance, and the implementation of advanced testing methodologies, as well as 267 blue-collar employees who are skilled and semi-skilled personnel engaged in production, equipment operation, maintenance, material handling, and on-site operational activities that support daily manufacturing and testing functions. Our personnel policies focus on attracting talented individuals, ensuring their smooth integration, and fostering continuous skill development.

Our employees serve across various functions, including engineering, management, sales, and marketing. Recruitment across different roles is managed by our Human Resources department. Additionally, we provide ongoing training to support employee growth.

The department-wise details of the permanent employees of our Company are set forth below:

Department	Number of employees
White-collar employees	
Top Management	2
Account	22
After market	11
Business development	9
R&D	87
Costing	5
Exports	5
Human resource and administration	6
Information technology	5
Materials	4
Operations	62
Personnel and administration	5
Projects	4
Sales	14
Secretarial	3
Quality	43
Safety	3
Production	72
Total white collar employees (A)	362
Blue-collar employees (B)	267
Total permanent employees (A+B)	629

We engage contract labourers depending on the requirements of labour-intensive projects particularly in our Manufacturing Facility and during the assembling and erection of pre-engineered steel buildings at the customer's site. The number of contract labourers engaged by us varies from time to time based on the nature and extent of work involved in our ongoing projects.

Training

Our Company follows a structured training framework starting with identifying needs through competency mapping, performance appraisals, and head of department (“HOD”) feedback. Training requirements are reviewed annually, and a comprehensive training calendar is regularly updated. Internal subject-matter experts develop and deliver monthly training programs using a mix of classroom and on-the-job sessions. Post-training, participant feedback and performance assessments evaluate effectiveness, with certifications awarded and retraining provided as needed. This approach ensures continuous skill development aligned with our strategic goals.

Set forth below is our expenditure towards upskilling and employee training programs and as a percentage of our total expenses for the periods indicated:

(₹ in million, except for percentages)

Particulars	Three months period ended June 30, 2025		Financial Year ended March 31, 2025		Financial Year ended March 31, 2024		Financial Year ended March 31, 2023	
	Amount	% of total expenses	Amount	% of total expenses	Amount	% of total expenses	Amount	% of total expenses
Expenses incurred towards training	2.75	0.29%	8.51	0.19%	6.85	0.18%	6.40	0.17%

HEALTH, EMPLOYEE SAFETY AND ENVIRONMENT

Health, employee safety and the environment is among our top priorities and is seen as both a right and a responsibility for all our employees.

We endeavour to adhere to laws and regulations relating to protection of health, employee safety and the environment. We have an employee health and safety policy to promote workplace health and safety and minimise the risk of accidents at our facilities. We carry out our activities while following appropriate standards of work safety and we strive to ensure that our working conditions remain a healthy and safe work environment for our employees. Further, our manufacturing units have water treatment plants that treat and reuse water, reducing dependency on external sources and promoting sustainable water management practices.

We believe that enabling and uplifting the people we work with, taking care of the environment, and being ethical in our conduct with have a long and lasting positive impact.

INFORMATION TECHNOLOGY

Investment in information technology (“IT”) infrastructure is essential to improve our operational efficiencies, improve scale and enhance productivity. We currently use information technology systems, which assists us with various functions including material management, production planning, plant maintenance, sales and distribution, financial and accounting, quality management, governance, risk and compliance and human resource functions. These systems facilitate the flow of real-time information across departments and allow us to make information driven decisions and manage performance. All electronic files created, sent, received or stored on any system owned, leased or administered equipment or otherwise under the custody and control of our Company is our property. Our IT systems are vital to our business, and we have established a differentiated technology infrastructure with web-based integrated systems, analytical tools, infrastructure monitoring and information security monitoring tools to assist us in our operations. We have also invested in computer aided design software including CATIA for mechanical design and Ansys for CAE simulations. Our operations are supported by SAP S/4HANA as our enterprise resource planning (ERP) platform, enabling seamless system integration, real-time data visibility, and enhanced control across key business functions. We are committed to safeguarding confidentiality, and we ensure the integrity and availability of all physical and electronic information assets of facilities where we operate, to ensure that legal, regulatory, and operational requirements are fulfilled. For security and network maintenance, we authorise individuals within our Company IT Department to monitor equipment, systems and network traffic at any point of time, further we reserve the right to audit networks and systems on a periodic basis. We will continue to focus on increasing operational efficiency through technology initiatives.

INSURANCE

Our operations are subject to various risks inherent in the automotive lighting industry as well as theft, work accidents, fire, earthquakes, flood and other force majeure events, acts of terrorism and explosions, including hazards that may cause destruction of property and inventory. We maintain insurance cover for our vehicles, properties, and our policies cover, among others, protection from fire, burglary, product liability, commercial general liability and a variety of marine cargo insurance policies for transit of goods. We also maintain certain employee compensation insurance policies such as group health policy, public liability insurance policy and group mediclaim policy.

Our insurance coverage is in accordance with industry customs, including the terms and scope of the coverage provided by such insurance. Notwithstanding the above, our policies are nonetheless subject to standard limitations.

The details of the insurance vis-à-vis loss cover during the three months period ended June 30, 2025, and Financial Year ended March 31, 2025, March 31, 2024, and March 31, 2023, are as follows:

(₹ in million, except for percentages)

Particulars	Three months period ended June 30, 2025	Financial Year ended March 31, 2025	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023
Insurance Cover	4,753.49	3,438.40	3,303.49	2,552.82
Losses	0.81	0.00	0.00	0.00
Net insurable assets*	2,173.04	2,135.16	1,649.91	1,494.13
Percentage (%) of Insurance coverage to Net value of assets.	218.75%	161.04%	200.22%	170.86%

* Net Insurable Assets include Property, Plant and Equipment (excluding Land), Capital work in progress and Inventories.

There have been no instances where any claim exceeded the liability insurance coverage. For details with regard to the risk involving insurance, see “**Risk Factor - Our insurance may be insufficient to cover all losses associated with our business operations.**” on page 77.

PROPERTIES

Our material properties comprise our Registered and Corporate Office, our Manufacturing Facilities. For details on our capacity utilisation of our Manufacturing Facilities, see “**Our Manufacturing facilities**”, on page 353.

The following table sets out details of our material properties:

Sl. No.	Name	Location	Area (in sq. ft.)	Owner/ Lessor	Leased/ Rented/ Owned	Lease Tenure	One-time payment (in ₹ million)	Lease/ Rent (in ₹ million)
1.	Unit 1	Plot No. 36, Sector 4-B, I.E., Bahadurgarh, Dist. Jhajjar, Haryana.	217,969.19	Haryana State Industrial & Infrastructure Development Corporation Limited	Owned	N.A.	81.00	N.A.
2.	Unit 2	Khewat no. 148 Min, Khata No. 155, Kila No. 51/2, premises of Aarti Solvex Ltd, opposite HSIIDC Industrial Area, Bahadurgarh	21,686.00	Urmila Devi, Sunita Siwach, Bhavya Narwal	Leased	11 months (commencing from August 1, 2025)	0.60	0.30

Sl. No.	Name	Location	Area (in sq. ft.)	Owner/ Lessor	Leased/ Rented/ Owned	Lease Tenure	One-time payment (in ₹ million)	Lease/ Rent (in ₹ million)
3.	Unit 3	Gat Nos. 169/1, 169/2, 169/3, 169.4, 169/5, 169/6, 169/7(P), 169/9(P) & 180(P), village Shinde, Taluka Khed, Pune, Maharashtra	168,047.00	Arya Developers	Leased	20 years (commencing from October 1, 2025)	18.60	3.48
4.	Registered Office	N-13 Second Floor, South Extension Part 1, New Delhi – 110 049	2,252.00	Rajesh Jain and Vaishali Jain	Leased	3 years (commencing from September 1, 2025)	1.35	0.68
5.	Design Office space	Office no. 4, Fourth Floor, MSR Capital, Survey No. 36 & CTS No. 5864, Pimpri, Pune 411018.	1,636.11	Desarda Sunita Shekhar	Licensed	4 years (commencing from May 1, 2024)	0.59	0.10
6.	OEM Warehouse	Khewat No. 200/168 Min Khatoni No. 205 & Rectangle No. 48//7/1/2 (4-16), 8/1 (3-4) of Village Tanda Heri, Bhadurgarh, Jhajjar, Haryana – 124 507.	56,083.60	Satbir Singh Dalal	Leased	5 years (commencing from September 1, 2023)	1.92	0.48
7.	Executive Office, Gurugram	393, Vi-John Tower, 3, Phase II, Udyog Vihar, Sector 20, Gurugram, Haryana 122016	N.A.	WeWork India Management Limited	Leased	6 months (commencing from August 01, 2025)	₹ 53,000/- (Set-up fees) ₹ 1.43 million (service retainer)	0.50 (Annual Fee increase of 7.00 %)
8.	Project Land (Unit 4)	Plot No. 19, SIPCOT Industrial Part, Sriperumbudur (Phase – IV – Mambakkam), Taluk of Sriperubudur, Sunguvarchattram,	235,224.00	State Industries Promotion Corporation of Tamil Nadu Limited	Leased	99 years (commencing from October 06, 2025)	216.78 million (plot cost) 10.83 million (caution deposit)	100/- (advance rent for 99 years)

Sl. No.	Name	Location	Area (in sq. ft.)	Owner/ Lessor	Leased/ Rented/ Owned	Lease Tenure	One-time payment (in ₹ million)	Lease/ Rent (in ₹ million)
		Kancheepuram, Tamil Nadu						

AWARDS AND RECOGNITIONS

We have consistently received industry recognition for quality, productivity, technology leadership, manufacturing excellence and customer-focused delivery. Since 2012, we have been awarded multiple accolades by the ACMA including awards for excellence in quality, productivity, technology, zero-defect initiatives, manufacturing excellence, digitalization, new product design and development, localization, sustainability, safety and export performance across various years. We have also been recognised by leading OEMs and industry bodies, including Tata Motors Limited, Isuzu Motors India Private Limited, JSW MG Motor India Private Limited (*formerly known as MG Motors India Private Limited*), and the International Centre for Automotive Technology (“ICAT”). Further, we have obtained key certifications, including ISO 14001:2015, ISO 45001:2018, ISO 9001:2015 and IATF 16949:2016, as well as AIS compliance certification from ICAT. These awards and accreditations reflect our commitment to product quality, engineering capability, operational excellence and sustained customer satisfaction. For further details on award and accreditation of our Company, please refer to the section titled **“History and Certain Corporate Matters - Key awards, accreditations, certifications and recognitions received by our Company”** on page 381.

COMPETITION

The Indian automotive lighting industry has transformed into a highly competitive and technologically advanced sector, driven by escalating consumer expectations, stringent safety regulations, and the rapid transition from traditional halogen lamps to standard LED and advanced LED lighting systems. While the industry continues to experience growth, it also presents significant obstacles for new entrants and smaller players seeking to expand their presence. The automotive lighting industry is very competitive, and we face significant competition from competitors both domestically and globally, in relation to specific categories or geographies. The key factors of competition may include technology, price, design, quality, delivery, engineering development and program launch support, consequently, we do not have a single competitor across all our product ranges as we face competition worldwide with a number of other Indian and foreign manufacturers that manufacture and sell similar products. For more information on the overview of our peers and their product offerings, see, **“Industry Overview”** on page 197. While we face significant competition, we intend to rely on our extensive experience and domain knowledge, our diversified portfolio of products, our ability to meet our customers’ varying requirements and stringent timelines, and our relationships that we have built with our customers to differentiate us from our competitors.

CORPORATE SOCIAL RESPONSIBILITY

Our CSR initiatives are aligned with the requirements under the Companies Act 2013 and the Companies (Corporate Social Responsibility) Rules, 2014. We strive to meet our commitment towards the community by committing our resources and energies to social development. We have formulated a CSR policy that outlines our vision, objectives, activities, funding, implementation, and monitoring mechanisms for our CSR initiatives.

We have implemented several CSR initiatives on our own, with employee volunteers. During the Financial Year ended March 31, 2025, March 31, 2024, and March 31, 2023, we spent ₹ 5.02 million, ₹ 5.75 million and ₹ 4.63 million respectively on CSR activities. Such social welfare initiatives were mainly undertaken in the establishment of orphanages, homes and hostels for orphans and as well as promotion of healthcare and education. We also support animal welfare initiatives, including contributions toward the establishment of hospitals for birds and animals. We also support the initiatives based on the community’s needs. We disburse funds to our CSR team and further the team interacts with societies and NGOs to ensure that the needs of the community are met with.

Our Board of Directors and CSR Committee approve, oversee, and report on our CSR policy and programs. Additionally, we have implemented a monitoring mechanism to evaluate the progress and impact of our CSR

programs. Our core objective is to contribute to society by driving meaningful change and improving the lives of underprivileged communities in the most impactful and sustainable manner.

INTELLECTUAL PROPERTY

Trademarks

Our Promoter, Chairman and Managing Director, Rajesh Jain, and our Promoter and Non-Executive Director, Vaishali Jain, in their capacity as partners of Neolite Industries, our Promoter Group entity, have entered into a trademark licence agreement dated December 23, 2025, with our Company, pursuant to which they have licensed certain intellectual property to our Company. The following trademarks have been licensed to us pursuant to the terms of the Agreement. For further details with respect to the Agreement, see “*History and Certain Corporate Matters - Material agreements entered into by our Company*” on page 382.

a. Registered Wordmarks

Trademark	Registration Number	Type	Class	Validity
NEOLITE	1222664	Word Mark	12	August 13, 2033
	1222663	Word Mark	11	August 13, 2033
	1578828	Word Mark	07	July 13, 2027

b. Unregistered logo for which applications for registration are pending

Trademark	Application Number	Type	Class	Present Status
	7392746	Device mark	11	Formalities check pass
	7392747	Device mark	12	Formalities check pass

For further details in relation to intellectual property of our Company, see “*Government and other Approvals – Intellectual Property Rights*” on page 521 and for risks associated with our intellectual property, see “*Risk Factors - We rely on a licensed trademark for our brand few of which are not registered. Maintaining the reputation of our corporate name, logo and the goodwill associated with these trademarks is material to our success. If we are unable to protect our intellectual property rights, our business, financial condition and results of operations may be adversely affected.*” on page 59.

KEY REGULATIONS AND POLICIES IN INDIA

Given below is an indicative summary of certain sector specific laws and regulations in India, which are applicable to the business and operations of our Company. The information in this section has been obtained from legislations, including rules, regulations, guidelines and circulars promulgated and issued by regulatory bodies that are available in the public domain. The description of laws and regulations set out below is not exhaustive and is only intended to provide general information to the investors and is neither designed nor intended to be treated as a substitute for professional legal advice. The statements below are based on the current provisions of applicable law, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

Under the provisions of various Central Government and State Government statutes and legislations, our Company is required to obtain and regularly renew certain licenses or registrations and to seek statutory permissions to conduct our business and operations. For further details, see “Government and Other Approvals” on page 515.

Key regulations applicable to our Company

The Electricity Act, 2003 (“Electricity Act”)

The Electricity Act was enacted to regulate the generation, transmission, distribution, trading, and use of electricity by authorizing a person to carry on the above acts either by availing a license or by seeking an exemption under the Electricity Act. Additionally, the Electricity Act states no person other than Central Transmission Utility or State Transmission Utility, or a licensee shall transmit or use electricity at a rate exceeding 250 watts and 100 volts in any street or place which is a factory within the meaning of the Factories Act, 1948 or a mine within the meaning of the Mines Act, 1952 or any place in which 100 or more persons are ordinarily likely to be assembled. An exception to the said rule is given by stating that the applicant shall apply by giving not less than 7 days’ notice in writing of his intention to the Electrical Inspector and to the District Magistrate or the Commissioner of Police containing the particulars of electrical installation and plant, if any, the nature, and purpose of supply of such electricity. The Electricity Act also lays down the requirement of mandatory use of meters to regulate the use of electricity authorizes the Commission so formed under the Electricity Act, to determine the tariff for such usage. The Electricity Act authorizes the State Government to grant subsidy to the consumers or class of consumers it deems fit from standard tariff required to be paid.

Notification number 477(E) dated 25, 1991 and Press Note 9 dated August 2, 1991, of the Ministry of Commerce and Industry, Government of India

The Ministry of Commerce and Industry, Government of India pursuant to its notification number 477(E) dated July 25, 1991 (“**Notification**”) exempted certain industrial undertakings from the provisions of the Industries (Development and Regulation) Act, 1951 (“**Industries Act**”) providing for licencing of industrial undertakings. Under the Industries Act an industrial undertaking means any undertaking pertaining to an industry (mentioned in the schedule to the Industries Act) that is carried on in one or more factories by any person or authority including the Government. Industries undertaking the manufacture of articles exempted from industrial license in terms of the Notification are required to submit an Industrial Entrepreneurs Memorandum (“**IEM**”) for undertaking the manufacture of such exempted articles under the provisions of the press note no. 9 dated August 2, 1991.

Bureau of Indian Standards Act, 2016 and Bureau of Indian Standards Rules, 2018

The Bureau of Indian Standards Act, 2016 (“**Act**”) provides for establishment of a national standards body for the harmonious development of activities of standardization, conformity assessment and quality assurance of goods, articles, processes, systems, and services whether partly or wholly processed or manufactured in India. The Act seeks to establish and publish Indian standards in relation to any goods, articles, process, systems, or services. Furthermore, the central government is empowered to direct compulsory use of standard mark and impose penalties in the form of pecuniary fines or imprisonment for contravention of the same.

The Bureau of Indian Standards Rules, 2018 (“**Rules**”) have been notified, in supersession of the Bureau of Indian Standards Rules, 1987, in so far as they relate to Chapter IVA of the said rules relating to registration of the articles

notified by the central government, and in supersession of the Bureau of Indian Standards Rules, 2017. The Rules seek to establish Indian standards in relation to any goods, article, process, system, or service and shall reaffirm, amend, revise, or withdraw Indian standards so established as may be necessary.

Automotive Mission Plan 2047 (“AMP 2047”)

The Ministry of Heavy Industries has initiated the formulation of the Automotive Mission Plan 2047 (AMP 2047), an a strategic roadmap aligned with the ‘Viksit Bharat @2047’ vision. It is an industry led initiative actively supported by the Government of India aimed at making the Indian automotive industry globally competitive.

AMP 2047 seeks to integrate the collective vision of stakeholders, including Original Equipment Manufacturers (OEMs), auto component manufacturers, policymakers, academia, and end users, to address challenges like technological advancements and charging infrastructure. Seven Sub-Committees, comprising experts from government, industry and academia to guide the development of a comprehensive plan targeting milestones for 2030, 2037 and 2047. The previous Automotive Mission Plans promoted the significant growth in India’s automotive sector through stakeholder collaboration, AMP 2047 aims to enhance innovation, global competitiveness, and sustainable development to establish India as a global automotive leader by 2047.

The Production Linked Incentive Scheme for Automobile and Auto Component Industry (“Automobile PLI Scheme”) and the Guidelines for the PLI for Automobile and Auto Component Industry (“Automobile PLI Guidelines”)

The Automobile PLI Scheme for automobile and auto components was notified by the Ministry of Heavy Industries, Government of India (“MHI”) on September 23, 2021, and proposed financial incentives to boost domestic manufacturing of advanced automotive technology products and attract investments in the automotive manufacturing value chain. For effective implementation of the scheme, the Automobile PLI Guidelines were also laid down on September 23, 2021.

The Automobile PLI Guidelines state that the ‘advanced automotive technology products’ for which incentives can be availed include both:

- (a) advanced automotive technology vehicles (which comprise battery electric vehicles and hydrogen fuel cell vehicles), as amended by MHI from time to time; and
- (b) advanced automotive technology components, as notified by MHI.

In case of any inconsistency between the Automobile PLI Scheme and the Automobile PLI Guidelines, the provisions of the Automobile PLI Scheme are to prevail.

Based on satisfying specific criteria for incentive, the Automobile PLI Guidelines state that an applicant company will be eligible for either:

- (i) the ‘Champion OEM Incentive Scheme’, or
- (ii) the ‘Component Champion Incentive Scheme’.

Incentives under the scheme are applicable commencing from Financial Year ended March 31, 2024 and will be disbursed in the financial years thereafter, for a total of five consecutive financial years. Further, the MHI has released the ***“Standard Operating Procedure for Certification of Domestic Value Addition of Advanced Automotive Technology Product”*** dated April 26, 2023, under the PLI Scheme (“PLI SOP”). The PLI SOP specifies the procedure for certification.

Legal Metrology Act, 2009 (“LM Act”) and the Legal Metrology (Packaged Commodities) Rules, 2011 (“Packaged Commodity Rules”)

The LM Act establishes and enforces standards for weights and measures and regulates trade and commerce involving goods sold by weight, measure, or number. It covers the labelling and packaging of commodities, verification of weights and measures, and lists penalties for offences. The Controller of the Legal Metrology Department, prescribed by the LM Act, grants licenses under the LM Act. Any person who manufactures, sells or repairs, or offers, exposes or possesses for repair or sale, any weight or measure must obtain a license from the State Department for such area of jurisdiction and such period on the payment of prescribed fee under the LM

Act. All weights or measures in use or proposed to be used in any transaction, are required to be verified and stamped at such place and during such hours as the Controller of Legal Metrology may specify, on payment of prescribed fees. Any violation or non-compliance under the LM Act can result in monetary penalties, seizure of goods, or imprisonment.

The Legal Metrology (Packaged Commodities) Rules, 2011 (Packaged Commodity Rules) were framed under the LM Act to regulate pre-packing and the sale of packaged commodities. These rules specify the declarations to be made on packages, including the name and address of the manufacturer, dimensions, and weight and measure of the commodity.

Amendments in 2017 enhanced consumer protection by removing dual maximum retail prices, increasing retail price visibility, and including e-commerce under these rules.

The Legal Metrology (Packaged Commodities) (Amendment) Rules, 2023 further strengthen these regulations with stricter packaging and labelling guidelines, improved consumer protection measures, and updated compliance requirements for manufacturers and e-commerce platforms.

Duty Drawback scheme under Section 75 of the Customs Act, 1962

As per section 75 of the Customs Act, 1962, the Government of India is empowered to allow duty drawback on export of goods, wherein the imported materials are used for the manufacture of such exported goods. The Government of India fixes a rate per unit of the final article to be exported out of the country as the drawback amount payable on such goods. The Customs and Central Excise Duties Drawback Rules, 2017, as amended have also been framed outlining the procedure to be followed for claiming drawback on goods exported by cost and other than post from the customs authorities.

Consumer Protection Act, 2019 and Consumer Protection (E-Commerce) Rules, 2020 (“Consumer Act”)

The Consumer Act provides for protection of the interests of consumers, to establish authorities for timely and effective administration and settlement of consumers’ disputes and to provide simpler and quicker access to redress consumer grievances. The Consumer Act provides for establishment of the Central Consumer Protection Council to render advice on promotion and protection of consumers’ rights and the Central Consumer Protection Authority to regulate matters relating to violation of rights of consumers, unfair trade practices and false or misleading advertisements which are prejudicial to the interests of public and consumers, and to protect, promote and enforce the rights of the consumers. The Consumer Act also provides for the establishment of the Consumer Disputes Redressal Commissions at the district, state and national level. The Ministry of Consumer Affairs issued the Consumer Protection (E-Commerce) Rules, 2020 under the Consumer Act which govern the online sale of goods, services, digital products by entities which own, operate or manage digital or electronic facility or platform for electronic commerce, all models of e-commerce (including marketplace or inventory based), and all ecommerce sellers.

Competition Act, 2002 (“Competition Act”)

The Competition Act is an act for the establishment of a commission to prevent practices having adverse effect on competition, to promote and sustain competition in markets, to protect the interests of consumers and to ensure freedom of trade in India. The act deals with prohibition of (i) certain agreements such as anti-competitive agreements and (ii) abuse of dominant position and regulation of combinations. No enterprise or group shall abuse its dominant position in various circumstances as mentioned under the Competition Act. The prima facie duty of the Competition Commission of India is to eliminate practices having adverse effect on competition, promote and sustain competition, protect interests of consumers, and ensure freedom of trade. The CCI shall issue a notice to show cause to the parties to combination calling upon them to respond within 15 days in case it is of the opinion that there has been an appreciable adverse effect on competition in India. In case a person fails to comply with the directions of the CCI and Director General (as appointed under Section 16(1) of the Competition Act), such person shall be punishable with a fine which may exceed to ₹100,000 for each day during such failure subject to maximum of ₹10,000,000, as the CCI may determine. The Competition (Amendment) Act, 2023 (**“Amendment Act”**) introduces significant changes to the Competition Act in India. It introduces a deal value threshold of ₹ 2,000 crores for reporting merger and acquisition transactions to the CCI. The time limit for CCI's assessment of mergers and acquisitions is reduced from 210 days to 150 days. The scope of anti-competitive agreements is

broadened by replacing the “Exclusive Supply Agreement” with “Exclusive Dealing Agreement” and now covers the acquiring or the selling side of such agreements. The definition of cartel is expanded to include hubs and spoke arrangements involving trade associates, consultants, or intermediaries. Additionally, the Amendment Act provides the CCI the power to appoint a Director General with the prior approval of the Central Government for more effective enforcement.

The Industries (Development and Regulation) Act, 1951, as amended (“IDR Act”)

The IDR Act provides for the development and regulation of certain industries such as the manufacturing industry. The owner of the industrial undertaking is required to register and have a valid registration certificate and must have a prior license for producing or manufacturing new articles. An industrial undertaking means any such manufacturing process which is being carried on with the aid of power having 50 or more workers or without the aid of power having 100 or more workers (on any day of the preceding 12 months). Furthermore, the Act empowers the Central Government to revoke the registration when the registration was obtained upon misrepresentation of an essential fact, or the undertaking has ceased to be registrable by the reason of any exemption granted under this act or the registration has become ineffective. In the case, if a particular activity falls within the exempted category, then an Industrial Entrepreneur Memorandum needs to be filed for undertaking manufacturing of such exempted articles as provided in the notification issued by the Ministry of Commerce and Industry, Government of India having notification number 477(E) dated July 25, 1991. Upon contravention, the Act imposes penalties in the form of pecuniary fines or imprisonment.

The Battery Waste Management Rules, 2022 (“Battery Rules”)

The Battery Waste Management Rules, 2022 (“Battery Rules”) are framed under the Environmental Protection Act, 1986 (“EPA”) and apply to every manufacturer, dealer, importer, consumer, and bulk consumer involved in the manufacture, processing, sale, purchase, and use of batteries or components thereof. The Battery Rules prescribe the functions of a producer, consumer, refurbisher, recycler, and dealers of the batteries, as well as lay down the actions on violations and the imposition of environmental compensation. The Battery Rules cover all types of batteries, viz. electric vehicle batteries, portable batteries, automotive batteries, and industrial batteries. The Battery Rules function based on the concept of Extended Producer Responsibility (“EPR”), where the producers (including importers) of batteries are responsible for the collection and recycling or refurbishment of waste batteries and the use of recovered materials from waste into new batteries. To meet the EPR obligations, producers may engage themselves or authorize any other entity for the collection, recycling, or refurbishment of waste batteries. Every person or entity involved in the manufacturing of batteries shall register with the Central Pollution Control Board (“CPCB”) in accordance with the procedure provided in the Battery Rules. In addition, the producer is also required to file annual returns regarding the waste battery collected and recycled or refurbished toward fulfilling its responsibilities, with the Central Pollution Control Board and the concerned State Pollution Control Board, in Form 3 by June 30 of the next financial year. Additionally, the Battery Rules require every producer to adhere to prohibitions and labeling requirements as prescribed.

Motor Vehicles Act, 1988 (“MVA”) and Central Motor Vehicles Rules, 1989 (“CMV Rules”)

The MVA, read with the CMV Rules, is an umbrella legislation which regulates all aspects of road transport vehicles, including licensing of drivers and conductors, registration of motor vehicles, control of motor vehicles through permits, licensing of driving schools, special provisions relating to state transport undertakings, traffic regulation, and insurance. As per the MVA and the CMV Rules, no person shall drive any motor vehicle in any public place or in any other place unless the vehicle is registered with the registering authority and the vehicle carries a registration mark displayed in the manner as specified in the MVA and the CMV Rules. The MVA and the CMV Rules also state that no person shall establish or maintain any driving school or establishment for imparting instructions for hire or reward in driving motor vehicles without a license in Form 11 granted by the licensing authority.

Labour Law legislations

State Laws

We own and operate factories in various states. Accordingly, legislations passed by the state governments are applicable to us in those states. These include legislations relating to, among others, classification of fire

prevention and safety measures and legislations dealing with state specific labour laws. Further, we require several approvals from local authorities such as municipal and panchayat bodies as the case may be. The approvals required may vary depending on the state and the local area.

Factories Act, 1948

The Factories Act, 1948, as amended (the “**Factories Act**”), defines a “**factory**” to cover any premises which employs 10 or more workers on any day of the preceding 12 months and in which a manufacturing process is carried on with the aid of power or any premises where at least 20 workers are employed, and where a manufacturing process is carried on without the aid of power. Each State Government has enacted rules in respect of the prior submission of plans and their approval for the establishment of factories and registration/licensing thereof.

The Factories Act provides for imposition of fines and imprisonment of the manager and occupier of the factory in case of any contravention of the provisions of the Factories Act.

Contract Labour (Regulation and Abolition) Act, 1970

The Contract Labour (Regulation and Abolition) Act, 1970 (“**CLRA**”) regulates the employment of contract labour in certain establishments. The CLRA provides that the appropriate Government may, after consultation with the Central or State Advisory Boards (constituted under the CLRA), prohibit employment of contract labour in any process, operation or other work in any establishment.

Shops and establishments legislations

Under the provisions of local shops and establishments legislations applicable in the states in India where our establishments are set up and business operations exist, such establishments are required to be registered. Such legislations regulate the working and employment conditions of the workers employed in shops and establishments, including commercial establishments, and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of records, maintenance of shops and establishments and other rights and obligations of the employers and employees. These shops and establishments’ acts, and the relevant rules framed thereunder, also prescribe penalties in the form of monetary fine or imprisonment for violation of provisions, as well as procedures for appeal in relation to such contravention of the provisions.

In addition to the Factories Act, the CLRA and the local shops and establishments legislations, the employment of workers, depending on the nature of activity, is regulated by a wide variety of generally applicable labour laws. The various other labour and employment-related legislations (and rules issued thereunder) that may apply to our operations, from the perspective of protecting the workers’ rights and specifying registration, reporting and other compliances, and the requirements that may apply to us as an employer, would include the following:

- Employee’s Compensation Act, 1923.
- Employees’ Provident Funds and Miscellaneous Provisions Act, 1952.
- Employees’ State Insurance Act, 1948.
- The Equal Remuneration Act, 1976.
- Maternity Benefit Act, 1961.
- Minimum Wages Act, 1948.
- Payment of Bonus Act, 1965.
- Payment of Gratuity Act, 1972.
- Payment of Wages Act, 1936.
- The Child Labour (Prohibition and Regulation) Act, 1986.
- Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
- Industrial Employment (Standing Orders) Act, 1946
- Industrial Disputes Act, 1947
- Industrial (Development and Regulation) Act, 1951
- The Trade Unions Act, 1926

In order to rationalize and reform labour laws in India, the Government of India has framed four labour codes, namely:

- (a) The Occupational Safety, Health and Working Conditions Code, 2020 (enacted by the Parliament of India and assented to by the President of India) came into force on November 21, 2023. It subsumes, inter alia, the Factories Act, 1948, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979, the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996 and the Contract Labour (Regulation & Abolition) Act, 1970.
- (b) The Industrial Relations Code, 2020 received the assent of the President of India on September 28, 2020 and came into force on November 21, 2023. It subsumes three existing legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946.
- (c) The Government of India enacted 'The Code on Wages, 2019' which received the assent of the President of India. Some provisions of this code came into force on November 21, 2023 (in addition to the provisions thereunder notified already) and other remaining provisions will come into force on such date as may be notified in the official gazette by the Central Government and different dates may be appointed for different provisions of this code. The code subsumes the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Payment of Wages Act, 1936. In pursuance of the Code on Wages (Central Advisory Board) Rules, 2021 have been notified, which prescribe, inter alia, the constitution and functions of the Central Advisory Board set up under the Code on Wages, 2019.
- (d) The Government of India enacted 'The Code on Social Security, 2020' which received the assent of the President of India. Some provisions of this code came into force on November 21, 2023 (in addition to the provisions thereunder notified already) and other remaining provisions will come into force on such date as may be notified in the official gazette by the Central Government and different dates may be appointed for different provisions of this code. The code subsumes, inter alia, the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961 and the Payment of Gratuity Act, 1972. The Ministry of Labour and Employment, Government of India, has also notified the draft rules relating to Employee's Compensation under the Code on Social Security, 2020 on June 3, 2021. Further, draft rules under the Code on Social Security, 2020 were also notified on November 13, 2020. These draft rules propose to subsume, inter alia, the Employees' State Insurance (Central) Rules, 1950 and the Payment of Gratuity (Central) Rules, 1972.

Laws Relating to Taxation

The Goods and Services Tax ("GST") is levied on supply of goods or services or both jointly by the Central Government and State Governments. GST provides for imposition of tax on the supply of goods or services and will be levied by the Central Government and by the State Government including union territories on intra-state supply of goods or services. Further, Central Government levies GST on the inter-state supply of goods or services. The GST is enforced through various acts viz. Central Goods and Services Act, 2017 ("CGST"), relevant state's Goods and Services Act, 2017 ("SGST"), Union Territory Goods and Services Act, 2017 ("UTGST"), Integrated Goods and Services Act, 2017 ("IGST"), Goods and Services (Compensation to States) Act, 2017 and various rules made thereunder.

Further, the Income-tax Act, 1961 (the "Income Tax Act") is applicable to every company, whether domestic or foreign whose income is taxable under the provisions of the Income Tax Act or rules made there under depending upon its "Residential Status" and "Type of Income" involved. The Income Tax Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every company assessable to income tax under the Income Tax Act is required to comply with the provisions thereof, including those relating to tax deduction at source, advance tax, minimum alternative tax, etc. In 2019, the Government has also passed an amendment act pursuant to which concessional rates of tax are offered to a few domestic companies and new manufacturing companies.

Under the Customs Act, 1962 the Central Government has the power to prohibit either absolutely or subject to such conditions, the import or export of goods of any specified description. Further, the Central Government may specify goods of such class or description, if it is satisfied that it is necessary to take special measures for the purpose of checking the illegal import, circulation or disposal of such goods.

Foreign Exchange Laws

The Foreign Trade (Development and Regulation) Act, 1992 and the rules framed thereunder (“FTA”)

The FTA is the main legislation concerning foreign trade in India. The FTA, read along with the Foreign Trade (Regulation) Rules, 1993, provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India and for matters connected therewith or incidental thereto. It authorizes the government to formulate as well as announce the export and import policy and to keep amending the same on a timely basis. The government has also been given a wide power to prohibit, restrict and regulate the exports and imports in general as well as specified cases of foreign trade. The FTA read with the Foreign Trade Policy, 2023, prohibits anybody from undertaking any import or export except under an importer-exporter code (“IEC”) number granted by the Director General of Foreign Trade. Hence, every entity in India engaged in any activity involving import/export is required to obtain an IEC unless specifically exempted from doing so. The IEC shall be valid until it is cancelled by the issuing authority. An IEC number allotted to an applicant is valid for all its branches, divisions, units and factories. Failure to obtain the IEC number shall attract penalty under the FTA.

The Foreign Exchange Management Act, 1999 (“FEMA”) and regulations framed thereunder

Foreign investment in India is governed primarily by the provisions of the FEMA, and the rules, regulations and notifications thereunder, as issued by the RBI from time to time and the FEMA NDI Rules and the Consolidated FDI Policy. In terms of the Consolidated FDI Policy, foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the Government route, depending upon the sector in which the foreign investment is sought to be made. In terms of the Consolidated FDI Policy, the work of granting government approval for foreign investment under the Consolidated FDI Policy and FEMA has now been entrusted to the concerned administrative ministries/departments. The FEMA NDI Rules were enacted on October 17, 2019, in supersession of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, except for things done or omitted to be done before such supersession. The total holding by any individual NRI, on a repatriation basis, shall not exceed five percent of the total paid-up equity capital on a fully diluted basis or shall not exceed five percent of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10 percent may be raised to 24 percent if a special resolution to that effect is passed by the general body of the Indian company. The total holding by each FPI or an investor group, shall be less than 10 percent of the total paid-up equity capital on a fully diluted basis or less than 10 percent of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together, including any other direct and indirect foreign investments in the Indian company permitted under these rules, shall not exceed 24 per cent of paid-up equity capital on a fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. The said limit of 10 percent and 24 percent shall be called the individual and aggregate limit, respectively. With effect from April 1, 2020, the aggregate limit shall be the sectoral caps applicable to Indian companies as laid out in paragraph 3(b) of Schedule I of FEMA NDI Rules, with respect to paid-up equity capital on fully diluted basis or such same sectoral cap percentage of paid-up value of each series of debentures or preference shares or share warrants. Further, in accordance with Press Note No. 4 (2020 Series), dated October 15, 2020 issued by the DPIIT, all investments 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 of India, as prescribed in the Consolidated FDI Policy. 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 as specified by SEBI; and (iv) such other conditions as may be specified by SEBI from time to time.

Export Promotion Capital Goods Scheme, 2020

The Export Promotion Capital Goods Scheme (the “**EPCG Scheme**”) provides that importers can benefit from reduced duties on the import of capital goods provided that they fulfil an export obligation to export a prescribed amount of their goods manufactured or services rendered (such amount being a multiple of the duty saved) within a specified period. Export obligations can be fulfilled by either through direct exports or through third parties. An EPCG authorization holder shall be liable to pay custom duties along with interest custom in the event of non-fulfillment of prescribed export obligations.

Environmental Legislations

The Air (Prevention and Control of Pollution) Act, 1981 (“**Air Act**”), the Water (Prevention and Control of Pollution) Act, 1974 (“**Water Act**”), and the Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 (“**Hazardous Waste Rules**”) aim to prevent, control and abate pollution. The Air Act stipulates that no person shall, without prior written consent of the relevant state pollution control board, establish or operate any industrial plant in an air pollution control area, as notified by the state pollution control board. The Water Act aims to prevent and control water pollution and to maintain or restore water purity and any person intending to establish any industry, operation or process or any treatment and disposal system which is likely to discharge sewage or trade effluent into a stream or well or sewer or on land is required to obtain prior consent of the relevant state pollution control board. The Hazardous Waste Rules regulate the management, treatment, storage and disposal of hazardous waste by imposing an obligation on every occupier and operator of a facility generating hazardous waste to obtain an approval from the relevant state pollution control board and to dispose of such waste without harming the environment.

Plastic Waste Management Rules, 2016

Under the Plastic Waste Management Rules, 2016, all institutional generators of plastic waste, are required to inter alia, segregate and store the waste generated by them in accordance with the Municipal Solid Waste (Management and Handling) Rules, 2000, as amended, and handover segregated wastes to authorized waste processing or disposal facilities or deposition centres, either on its own or through the authorized waste collection agency.

The Public Liability Insurance Act, 1991 (“PLI Act”)

The PLI Act provides for public liability insurance for the purpose of providing immediate relief to the persons affected by accident occurring while handling any hazardous substance and imposes liability on the owner or of hazardous substances for any damage arising out of an accident involving such hazardous substances. A list of hazardous substances covered by the legislation has been enumerated by the government by way of a notification. Under the law, the owner is also required to take out an insurance policy insuring against liability. The rules made under the PLI Act mandate the employer to contribute towards the environmental relief fund, a sum equal to the premium paid on the insurance policies.

Environment Protection Act, 1986 (the “EP Act”) and the Environment Protection Rules, 1986 (the “EP Rules”) read with the Environmental Impact Assessment Notification, 2006 (the “EIA Notification”)

The EP Act has been enacted with the objective of protection and improvement of the environment and for matters connected therewith. As per the EP Act, the Central Government has been given the power to take all such measures for the purpose of protecting and improving the quality of the environment and to prevent, control and abate environmental pollution. Further, the Central Government has been given the power to give directions in writing to any person or officer or any authority for any of the purposes of the EP Act, including the power to direct the closure, prohibition or regulation of any industry, operation, or process. The EP Rules prescribes the standards for emission or discharge of environmental pollutants from industries, operations, or processes,

prohibitions and restrictions on the location of industries as well as prohibitions and restrictions on the handling of hazardous substances in different areas for the purpose of protecting and improving the quality of the environment and preventing and abating environmental pollution. Additionally, under the EIA Notification and its subsequent amendments, projects are required to mandatorily obtain environmental clearance from the concerned authorities depending on the spatial extent of potential impacts and potential impact on human health and natural and manmade resources

Water (Prevention and Control of Pollution) Act, 1974 (the “Water Act”)

The Water Act provides for the prevention and control of water pollution and the maintaining or restoring of wholesomeness of water, and the establishment of the Central Pollution Control Board, as well as state pollution control boards (“**State PCB**”), to implement its provisions, including to lay down standards of treatment of sewage and trade effluents. The Water Act prohibits the use of any stream or well for the disposal of polluting matter, in violation of the standards set down by the State PCB. The Water Act also provides that the consent of the State PCB must be obtained prior to establishing any industry, operation or process, or opening of any new outlets, which are likely to discharge sewage effluent. The Water Act prescribes specific amounts of fine and terms of imprisonment for various contraventions.

Air (Prevention and Control of Pollution) Act, 1981 (the “Air Act”)

The Air Act provides for the prevention, control and abatement of air pollution. Under the Air Act, the State Government may, after consultation with the relevant state pollution control board declare, by notification in the Official Gazette, any area or areas within the state as air pollution control area or areas for the purposes of the Air Act. Pursuant to the provisions of the Air Act, any person establishing or operating any industrial plant within an air pollution control area, must obtain the consent of the relevant state pollution control board prior to establishing or operating such industrial plant. Further, no person operating any industrial plant in any air pollution control area shall discharge or permit or cause to be discharged the emission of any air pollutant in excess of the standards laid down by the state pollution control board. The Air Act prescribes specific amounts of fine and terms of imprisonment for various contraventions.

Plastic Waste Management Rules, 2016 (“Plastic Waste Management Rules”)

Under the Plastic Waste Management Rules, all institutional generators of plastic waste are required to, *inter alia*, segregate and store the waste generated by them in accordance with the Solid Waste Management Rules, 2016, and hand over segregated wastes to authorized waste processing or disposal facilities or deposition centers, either on its own or through the authorized waste collection agency. Under the Plastic Waste Management Rules, waste generators shall also take steps to minimize generation of plastic waste. The Plastic Waste Management Rules also require the producers, importers, and brand owners to collect back the plastic waste generated due to their products. On August 12, 2021, the Government of India notified the Plastic Waste Management (Amendment) Rules, 2021, prohibiting the use of identified single-use plastic items which have low utility and high littering potential.

The Public Liability Insurance Act, 1991 (“PLI Act”)

The PLI Act provides for public liability insurance for the purpose of providing immediate relief to the persons affected by accident occurring while handling any hazardous substance and imposes liability on the owner or of hazardous substances for any damage arising out of an accident involving such hazardous substances. A list of hazardous substances covered by the legislation has been enumerated by the government by way of a notification. Under the law, the owner is also required to take out an insurance policy insuring against liability. The rules made under the PLI Act mandate the employer to contribute towards the environmental relief fund, a sum equal to the premium paid on the insurance policies.

Intellectual Property Laws

The Trademarks Act, 1999 (the “Trademarks Act”)

The Trademarks Act governs the statutory protection of trademarks and prohibits any registration of deceptively similar trademarks, among others. The purpose of the Trademarks Act is to grant exclusive rights to marks such

as a brand, label and heading, and to obtain relief in case of infringement of such marks. Indian law permits the registration of trademarks for both goods and services. Under the provisions of the Trademarks Act, an application for trademark registration may be made before the Trademark Registry by any person claiming to be the proprietor of a trademark, whether individual or joint applicants, and can be made on the basis of either actual use or intention to use a trademark in the future. Once granted, a trademark registration is valid for 10 years unless cancelled, subsequent to which, it can be renewed. If not renewed, the mark lapses and the registration are required to be restored. Further, pursuant to the notification of the Trademarks (Amendment) Act, 2010 (**“Trademark Amendment Act”**) simultaneous protection of trademarks in India and other countries has been made available to owners of Indian and foreign trademarks. The Trademark Amendment Act also seeks to simplify the law relating to transfer of ownership of trademarks by assignment or transmission and to conform Indian trademark law to international practice.

The Copyright Act, 1957 and the Copyright Rules, 2013 (the “Copyright Rules”)

The Copyright Laws governs copyright protection in India. Even while copyright registration is not a prerequisite for acquiring or enforcing a copyright in an otherwise copyrightable work, registration under the Copyright Laws acts as prima facie evidence of the particulars entered therein and helps expedite infringement proceedings and reduce delay caused due to evidentiary considerations. The Copyright Laws prescribe a fine, imprisonment or both for violations, with enhanced penalty on second or subsequent convictions.

The Patents Act 1970 (the “Patents Act”)

The Patents Act governs the patent regime in India. A patent under the Patents Act is an intellectual property right relating to inventions and grant of exclusive right, for limited period, provided by the Government to the patentee, in exchange of full disclosure of his invention, for excluding others from making, using, selling and importing the patented product or process or produce that product. Being a signatory to the Agreement on Trade Related Aspects of Intellectual Property Rights, India is required to recognize product patents as well as process patents. In addition to the broad requirement that an invention must satisfy the requirements of novelty, utility and non-obviousness in order for it to avail patent protection, the Patents Act further provides that patent protection may not be granted to certain specified types of inventions and materials even if they satisfy the above criteria.

The Design Act, 2000 (the “Design Act”)

The Design Act consolidates and amends the law relating to the protection of designs. The Design Act is a complete code in itself and is statutory in nature and protects new or original designs from getting copied which cause loss to the proprietor. The proprietor upon registration gets ‘copyrights in design’ for the period of 10 years from the date of registration which can be renewed for a second period of five years, before the expiration of original period of 10 years. The controller registers a design under this Act after verifying that the design of any person, claiming to be the proprietor, is the new or original design not previously published anywhere in any country and is not against any public policy or morality. Any obvious or fraudulent imitation of a design, which is already registered, without the consent of its proprietor, is unlawful. It also prohibits the import of any material which closely resembles a registered design. The Central Government also drafted the Design Rules, 2001 (the **“Design Rules”**) under the authority of the Design Act for the purposes of specifying certain prescriptions regarding the practical aspects related to designs such as payment of fees, register for designs, classification of goods, address for service, restoration of designs, etc.

The Information Technology Act, 2000 (the “IT Act”) and the rules made thereunder

The IT Act seeks to (i) provide legal recognition to transactions carried out by various means of electronic data interchange and other means of electronic communication, commonly referred to as **“electronic commerce”**, involving alternatives to paper-based methods of communication and storage of information, (ii) facilitate electronic filing of documents, and (iii) create a mechanism for the authentication of electronic documentation through digital signatures. The IT Act facilitates electronic commerce by recognizing contracts concluded through electronic means, protects intermediaries in respect of third-party information liability and creates liability for failure to protect sensitive personal data. The IT Act also prescribes civil and criminal liability. Including fines and imprisonment, for computer related offences including those relating to unauthorized access to computer systems, tampering with or unauthorised manipulation of any computer, computer system or computer network

and, damaging computer systems and creates liability for negligence in dealing with or handling any sensitive personal data or information in a computer resource and in maintaining reasonable security practices and procedures in relation thereto. The IT Act empowers the Government of India to formulate rules with respect to reasonable security practices and procedures and sensitive personal data. In exercise of this power, the Department of Information Technology, Ministry of Electronics and Information Technology, Government of India, in April 2011, notified the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011 (“**IT Security Rules**”) prescribe directions for the collection, disclosure, and transfer of sensitive personal data by a body corporate or any person acting on behalf of a body corporate. The IT Security Rules require every such body corporate or person who on behalf of the body corporate receives, stores or handles information to provide a privacy policy for handling and dealing with personal information, including sensitive personal data, publishing such policy on its website. The IT Security Rules further require that all such personal data be used solely for the purposes for which it was collected, and any third-party disclosure of such data is made with the prior consent of the information provider, unless contractually agreed upon between them or where such disclosure is mandated by law

Digital Personal Data Protection Act, 2023 (“DPDP Act”)

The Data Protection Act received the assent of the President of India on August 11, 2023, and the provisions of the Data Protection Act shall come into effect on such date as the Central Government may notify in the Official Gazette. The Data Protection Act provides for the collection and processing of digital personal data by persons, including companies. The significant data fiduciaries, as defined under the Data Protection Act, will be required to appoint an independent data auditor who will evaluate their compliance with the Data Protection Act. The Central Government will also establish the Data Protection Board of India, whose key functions include: (i) monitoring compliance and imposing penalties, (ii) directing data fiduciaries to take necessary measures in the event of a data breach, and (iii) hearing grievances made by data principals.

Digital Personal Data Protection Rules, 2025 (“DPDP Rules”)

The Digital Personal Data Protection Rules, 2025 (“DPDP Rules”) were notified by the Ministry of Electronics and Information Technology on November 13, 2025 to operationalise the DPDP Act. While the rules relating to the constitution, functioning and administration of the Data Protection Board of India (“DPB”) take effect from the date of publication, the remaining rules are being phased in, with certain requirements becoming effective one year from publication and the balance coming into force eighteen months thereafter. The DPDP Rules establish the procedural and compliance framework for processing digital personal data in India and apply to entities within and outside India that process such data in relation to offering goods or services to individuals in India. They set out obligations relating to notice and consent, rights of individuals to access, correct and delete their data, reasonable security safeguards, and mandatory breach notifications. Cross-border transfer of personal data is permitted subject to restrictions imposed by the Government of India, including additional conditions for significant data fiduciaries. The DPDP Rules also prescribe requirements for consent managers, processing of State-issued benefits, data protection impact assessments for high-risk processing, handling of children’s data, and the appellate mechanism through the DPB’s digital office.

Other Laws and Regulations

Special Economic Zones Act, 2005 (“SEZ Act”) and the Special Economic Zone Rules, 2006 (“SEZ Rules”)

A SEZ is a specifically delineated duty-free enclave, deemed to be a foreign territory for the purposes of trade as well as duties and tariffs. A board of approval has been set up under the SEZ Act, as amended, and corresponding applicable state laws which is responsible for promoting the SEZ and ensuring its orderly development. The SEZ Rules prescribe the procedure for the operation and maintenance of a SEZ and for setting up and conducting business therein.

Fire Prevention and Life Safety Measures

We are subject to the fire control and safety rules and regulations framed by the State Governments of Uttar Pradesh and Punjab under the Uttar Pradesh Fire Prevention and Fire Safety Rules, 2005 and the Punjab Fire Prevention and Fire Safety Act, 2004, respectively.

The Export Promotion Capital Goods (“EPCG”) Scheme

The EPCG Scheme, governed under Chapter 5 of the Foreign Trade Policy (“FTP”) 2023 and administered by Directorate General of Foreign Trade (“DGFT”), allows import of capital goods at zero customs duty subject to fulfilment of an export obligation equivalent to six times the duty saved within a period of six years. The scheme aims to promote technology upgradation and enhance export competitiveness. Compliance with the conditions prescribed under the FTP, Handbook of Procedures and applicable Customs notifications is mandatory, and any shortfall or non-fulfilment of the export obligation may result in withdrawal of benefits and recovery of duty along with interest and penalties.

Other applicable laws

In addition to the above, our Company is also required to comply with the provisions of the Companies Act, 2013 and rules framed thereunder, the Indian Contract Act, 1872, the Specific Relief Act, 1963, the Transfer of Property Act, 1882, the Sale of Goods Act, 1930, the Arbitration and Conciliation Act, 1996, Indian Stamp Act, 1899, direct and indirect tax-related legislations, each as amended and other applicable laws promulgated by the relevant Central and State Governments and other regulatory authorities, in the ordinary course of our day-to-day operations.

Further, pursuant to the listing of the Equity Shares on the Stock Exchanges, we shall also be governed by the SEBI Listing Regulations, SEBI (Prohibition of Insider Trading) Regulations, 2018 and SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief History of our Company

Our Company was originally incorporated as “*Praplasin Industries Private Limited*” as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated October 20, 1992, issued by RoC. The name of our Company was changed to “*Neolite Industries Private Limited*” pursuant to a Board resolution dated April 15, 2001 and a resolution passed in the extra ordinary general meeting of the Shareholders held on July 31, 2001, and consequently a fresh certificate of incorporation dated August 24, 2001 was issued by the RoC. Subsequently, our Company’s name was changed to “*Neolite ZKW Lightings Private Limited*”, pursuant to a Board resolution dated January 10, 2008, and a resolution passed in the extra ordinary general meeting of the Shareholders held on March 24, 2008, and consequently a fresh certificate of incorporation dated April 8, 2008, was issued by the RoC. Subsequently, pursuant to a Board resolution dated November 21, 2025 and a resolution passed in the extra ordinary general meeting of the Shareholders held on November 28, 2025, the name of our Company was changed from “*Neolite ZKW Lightings Private Limited*” to “*Neolite ZKW Lightings Limited*” and a fresh certificate of incorporation dated December 5, 2025, consequent to the conversion from private to public company was issued by the Registrar of Companies, Central Processing Centre.

Changes in Registered Office

Except as disclosed below, there has been no change in the registered office of our Company since the date of its incorporation:

Date of Board resolution	Details of change in address of our registered office	Reason for change
December 1, 2007	Change in registered office of our Company from D - 4, Rajouri Garden, New Delhi, Delhi 110027 to B - 24 Mayapuri Phase – I, West Delhi, New Delhi, Delhi -110064	To facilitate better administrative efficiency, ease of business operations, and improved accessibility to key stakeholder
September 28, 2011	Change in registered office of our Company from B - 24 Mayapuri Phase – I, West Delhi, New Delhi, Delhi -110064 to House No.28 (Back Portion), Vasudha Enclave, Pitampura, West Delhi, New Delhi, Delhi - 110034	To enhance administrative efficiency, streamline business operations, and ensure greater accessibility for key stakeholders.
February 1, 2014	Change in registered office of our Company from House No.28 (Back Portion), Vasudha Enclave, Pitampura, West Delhi, New Delhi, Delhi – 110034 to D - 4, Rajouri Garden, New Delhi, Delhi 110027	For the purpose of improving administrative effectiveness, facilitating smoother business functioning, and strengthening engagement with key stakeholders.
December 18, 2018	Change in registered office of our Company from D - 4, Rajouri Garden, New Delhi, Delhi 110027 to House No.28 (Back Portion), Vasudha Enclave, Pitampura, West Delhi, New Delhi, Delhi – 110034	To promote operational efficiency, ease of doing business, and improved access for key stakeholders.
September 21, 2019	Change in registered office of our Company from House No.28 (Back Portion), Vasudha Enclave, Pitampura, West Delhi, New Delhi, Delhi – 110034 to N-13 2 nd Floor, South Extension Part 1, New Delhi -110049, India.	To achieve greater administrative efficiency, operational convenience, and enhanced connectivity with key stakeholders.

Main Objects of our Company

The main objects of our Company contained in its Memorandum of Association are as disclosed below:

1. “To carry on the business of manufacturers, producers, purchasers, distributors, sellers, exporters, importers of and dealers in automobile electrical components and accessories of all kinds, such as head lamps, tail lamps, direction indicator lamps, parking lamps, fog lamps, spot lamps, indicator lamps, switches, wiring harnesses, connector, terminals, couplers, all types of bulbs, fuse carriers, fuse beams lens and sheet metal

parts, heat beams; all types and kinds of glassware, glass articles, accessories, equipment and fittings of glass and fiberglass in use in all automobiles, cars, trucks, scooters, motorcycles, tractors, cycles, and other transport vehicles, railways, tramways, electric trains, buses, ships, aeroplanes, post and telegraph departments, buildings, and all other related items for vehicles and conveyances of all kinds.

2. *To carry on the business of exporters, importers, and manufacture of and dealers in glasses of all kinds and for all purposes, of glasswares, glass articles, accessories, equipment and fittings of glass and fibre glass.*
3. *To manufacture accessories and parts for automobiles, railways, posts and telegraphs department and transport vehicles from tin, steel, iron, pig-iron, aluminium brass, and plastics or jointly from more than one materials.”*

The objects clause as contained in the Memorandum of Association enables our Company to carry on the business presently being carried out.

Amendments to the Memorandum of Association in the last 10 years

Set out below are the amendments to our Memorandum of Association in the last 10 years preceding the date of this Draft Red Herring Prospectus:

Date of Shareholders' Resolution/ Effective Date	Nature of Amendment
November 28, 2025	Clause I of the Memorandum of Association was amended to reflect the change in name of our Company from “ Neolite ZKW Lightings Private Limited ” to “ Neolite ZKW Lightings Limited ”, pursuant to conversion of our Company from private to public.
December 18, 2025	Clause V of the Memorandum of Association was amended to reflect increase in authorized share capital of our Company from ₹27,00,00,000/- (Rupees Twenty-Seven Crore only) divided into 20,00,000 (Twenty Lakh) Equity Shares of ₹100/- (Rupees One Hundred only) each and 7,00,000 (Seven Lakh) Preference Shares of ₹100/- (Rupees One Hundred only) each, to ₹110,00,00,000/- (Rupees One Hundred Ten Crores only) divided into 1,00,00,000 (One Crore) equity shares of ₹100/- each and 10,00,000 (Ten Lakh) Redeemable/Compulsorily Convertible Non-Cumulative Preference shares of ₹100/- each. Clause V of the Memorandum of Association was amended to reflect the sub-division of equity shares of our Company from face value of ₹100/- each to ₹ 10/- each, pursuant to which 1,00,00,000 (One Crore) equity shares of ₹100/- each, were sub-divided into 10,00,00,000 (Ten Crore) equity shares of ₹10/- each.

Major events and milestones of our Company

The table below sets forth some of the major events in our history:

Calendar Year	Major events and milestones
1992	Incorporation of our Company and started the manufacturing of automotive lighting products and components
2004	Initiated supplies to Original Equipment Manufacturers (OEMs).
2007	Establishment of Unit 2
2011	Commenced manufacturing at our Unit 1 at Bahadurgarh, Haryana
2017	Secured new business for full-LED head lamps from overseas customers.
2018	Commenced catering to Stellantis Automobiles India Private Limited, a new passenger-vehicle (“PV”) customer
2020	Expansion of Unit 1 to establish and set-up SMT line Secured PV head lamp business from one of the leading Japanese vehicle manufacturer
2023	Entered into 2W automotive lighting segment
2024	Commencement of Design centre in Pune, Maharashtra

Calendar Year	Major events and milestones
2025	Commencement of commercial production at our Unit 3 at Pune, Maharashtra

Key awards, accreditations, certifications and recognitions received by our Company

The table below sets forth certain key awards, accreditations, certifications and recognitions received by our Company:

Calendar Year	Award/Accreditation/Certification/Recognition
2013	Received the award for excellence in quality, productivity and technology in large category by Automotive Component Manufacturers Association (“ACMA”)
	Received the award for excellence in technology in large category by ACMA
2014	Received the award for excellence in quality and productivity in large category by ACMA
2015	Received the award for excellence in quality and productivity in large category by ACMA
	Received the award for Innovation in the 2 nd ACT Case Study Competitions, 2015 by ACMA
	Received the award for quality in the 2 nd ACT Case Study Competitions, 2015 by ACMA
2017	Received the award of silver winner at the ACT 4 th case study competition for zero defect quality by ACMA
	Received the award of bronze winner at the ACT 4 th case study competition for best improvement productivity by ACMA
	Received the award for best drive in zero defect quality at the 2 nd summit of ACMA centre for technology (ACT), Innovations in Manufacturing
	Received an award by International Centre for Automotive Technology (ICAT), Manesar at the International Symposium on Lighting (iSoL), 2017.
	Received the award for supplier quality excellence from one of our key customers
2018	Awarded the excellence in manufacturing award by ACMA, 2018-2019
2019	Received the Best IOD award at the quality month 2019 from one of our key customers
	Received the 3 rd position for best exhibitor at isoL, 2019 by ICAT
	Received the award for best low-cost lighting solution (rear lighting) at isoL, 2019 by ICAT
	Received the award for best aftermarket supplier from one of our marquee customers
2020	Received the on-time development award by Isuzu Motors India Private Limited at the Supplier Meet, 2020
	Awarded the silver trophy for excellence in manufacturing at the ACMA Awards, 2020
2021	Awarded the gold trophy for excellence in manufacturing at the ACMA Awards, 2021
2022	Awarded the excellence in digitalization award at the ACMA Atmanirbhar Excellence Awards, 2022
	Awarded the excellence in new product design and development (NPPD) and localization award at the ACMA Atmanirbhar Excellence Awards 2022
	Awarded the excellence in manufacturing award at the ACMA Atmanirbhar Excellence Awards, 2022
	Received certificate of excellence from one of the leading Japanese vehicle manufacturer for quality, cost and delivery
2023	Awarded the excellence in digitalization award at the ACMA Excellence Awards, 2023
	Awarded the excellence in tier-2 supplier development award at the ACMA Excellence Awards, 2023
	Awarded the excellence in sustainable business at the ACMA Excellence Awards, 2023
	Awarded the excellence in safety award at the ACMA Excellence Awards, 2023
	Awarded the excellence in export award at the ACMA Excellence Awards, 2023
	Received the certificate of appreciation for excellence in new product design and development (NPPD) and localization at the ACMA Excellence Awards, 2023
	Received ISO 14001:2015 certification from DQS Inc., member of IQNET
	Received ISO 45001:2018 certification from DQS Inc., member of IQNET

Calendar Year	Award/Accreditation/Certification/Recognition
	Received an excellence award from JSW MG Motor India Private Limited (<i>formerly known as MG Motor India Private Limited</i>), in new product development.
	Received the runner-up award at the Regional Supplier Samrat – FY24
	Received a quality achievement certification from one of our key customers
2024	Received ISO 9001:2015 certification from DQS Inc., member of IQNET
	Received IATF 16949:2016 certification from DQS Inc., member of IQNET
	Awarded the excellence in safety award at the ACMA Excellence Awards, 2024
	Awarded the excellence in new product design and development (NPPD) and localization award at the ACMA Excellence Awards, 2024
2025	Received the award for best optical design at isoL, 2025 organised by ICAT.
	Received an AIS compliance certification from the International Centre for Automotive Technology, a division of NATIS, Government of India

Other Details Regarding our Company

Significant financial and/or strategic partnerships

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

Defaults or rescheduling/restructuring of borrowings from financial institutions or banks

No payment defaults or rescheduling/restructuring have occurred in relation to outstanding borrowings availed by our Company from any financial institutions or banks as on the date of this Draft Red Herring Prospectus.

Time and cost overruns

As on the date of this Draft Red Herring Prospectus, our Company has not experienced time / cost overrun in setting up any projects.

Launch of key products or services, entry into new geographies or exit from existing markets, capacity / facility creation or location of plants

For further details of key products or services launched by our Company, entry into new geographies or exit from existing markets and capacity/facility creation to the extent applicable, see “***Our Business***” and “***Management’s Discussion and Analysis of Financial Condition and Results of Operations***” on pages 318 and 476, respectively.

Holding Company

As of the date of this Draft Red Herring Prospectus, our Company does not have a holding company.

Joint Ventures, Subsidiaries and Associate Companies

As of the date of this Draft Red Herring Prospectus, our Company does not have any joint ventures or subsidiaries or associate companies.

Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations, and revaluation of assets, if any, in the last ten years

Our Company has not made any material acquisitions or divestments of any material business or undertaking, neither has it undertaken any material acquisition nor any material mergers, amalgamation or revaluation of assets in the last 10 years immediately preceding the date of this Draft Red Herring Prospectus.

Material agreements entered into by our Company

Except as disclosed below, there are no agreements/arrangements entered into by our Company or clauses/covenants applicable to our Company which are material and which are required to be disclosed, or the non-disclosure of which may have a bearing on the investment decision of prospective investors in the Offer.

Cooperation Agreement

Cooperation Agreement dated December 23, 2025, entered into by and amongst our Company, ZKW Group GmbH and RJ Group. The Cooperation Agreement formalizes the framework governing the ongoing commercial and technical cooperation between our Company and ZKW Group GmbH, reflecting the current business arrangement between the parties following the mutual discontinuation of the earlier Joint Venture Agreement and Technology Transfer Agreement, pursuant to which ZKW Group GmbH had acquired a 26% shareholding in our Company and had transferred certain technology to our Company. Pursuant to the Cooperation Agreement, our Company, the RJ Group and ZKW Group GmbH have agreed to cooperate on a commercial and arm's length basis to leverage their respective strengths in the design, development, marketing and sale of automotive lighting products to various OEMs and the secondary market. Such cooperation includes, inter alia, joint development, sale and marketing of automotive lighting products, technical support, assembly support, and the supply of tools and equipment needed for the manufacturing process, as may be mutually agreed.

As part of the agreed cooperation, ZKW Group GmbH has, pursuant to the Cooperation Agreement, permitted our Company to use the "ZKW" wordmark as part of its corporate name, subject to compliance with ZKW Group GmbH's brand usage guidelines with the caveat that all intellectual property rights in the "ZKW" brand continue to vest solely with ZKW Group GmbH, and our Company does not acquire any ownership or proprietary rights therein.

Trademark Licence Agreement

Our Promoter, Chairman and Managing Director, Rajesh Jain, and our Promoter and Non-Executive Director, Vaishali Jain, ("**Licensors**") in their capacity as partners of Neolite Industries, our Promoter Group entity, have entered into a Trademark Licence Agreement dated December 23, 2025, with our Company, pursuant to which they have licensed certain intellectual property to our Company. Pursuant to the Trademark License Agreement, the Licensors have granted our Company an exclusive, revocable, non-transferable and non-sublicensable (*except as expressly permitted*) license to use the registered word mark "**NEOLITE**" and the unregistered logo associated therewith (collectively, the "**Licensed IP**") in connection with the business operations of our Company, including manufacturing, branding, packaging, marketing and advertising activities, in India and other jurisdictions, as applicable. The Trademark License Agreement also acknowledges and regularizes the historical use of the Licensed IP by our Company. All right, title and interest in the Licensed IP continue to vest with Neolite Industries, and our Company does not acquire any ownership or proprietary rights therein and any goodwill arising from the use of the Licensed IP accrues solely to the benefit of the Licensors. This agreement is valid for an initial term of five years and automatically renews for further five-year periods unless either party gives 60 days prior written notice of non-renewal, subject to continued compliance with applicable related-party and disclosure requirements. For further details with respect to the Licensed IP, see "**Government and Other Approvals-Intellectual Property**" on page 521.

Agreements with Promoters, Directors, Key Managerial Personnel, Senior Management or any other employee

None of our Promoters, Directors, Key Managerial Personnel, Senior Management or any other employees have entered into any agreement with any Shareholder or any third party with regard to compensation or profit-sharing in connection with dealings in the securities of our Company.

Other agreements

Our Company has not entered into any other subsisting material agreements including with strategic partners, joint venture partners or financial partners, which is not in the ordinary course of business carried on by our Company, or which needs to be disclosed or non-disclosure of which may have bearing on any investment decision in the Offer.

There are no other inter-se agreements between our Company, Shareholders, Promoters, shareholders' agreements or other agreements of a like nature, in relation to the securities of our Company, comprising material clauses / covenants that are required to be disclosed in this Draft Red Herring Prospectus or containing clauses / covenants that are adverse / prejudicial to the interest of public shareholders.

Other than as disclosed in "**Capital Structure - Build-up of Promoters' equity shareholding in our Company**" on page 130 and "**Capital Structure - Secondary transactions of Equity Shares,**" on page 123, we have not entered into any agreements in relation to the primary and secondary transactions of securities.

There are no agreements entered into by the Shareholders, Promoters, Promoter Group entities, related parties (as defined under Section 2(76) of the Companies Act), Directors, Key Managerial Personnel, employees of our Company, among themselves or with our Company or with a third party, solely or jointly, which, either directly, indirectly, potentially or whose purpose and effect is to, impact the management or control of our Company or impose any restriction or create any liability upon our Company, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not our Company is a party to such agreement.

Agreements required under Clause 5A of paragraph A of part A of Schedule III of the SEBI Listing Regulations

As on the date of this Draft Red Herring Prospectus, except as disclosed under “- **Material agreements entered into by our Company**” on page 382, there are no other agreements required to be disclosed under Clause 5A of paragraph A of part A of Schedule III of the SEBI Listing Regulations.

Guarantees given by the Promoters participating in the Offer for Sale

Our Promoter Selling Shareholder has issued guarantees in relation to loans availed by our Company. Set out below are the details of the said guarantees:

Sl. No.	Guarantee issued in favour of	Guarantee amount (in ₹ million)	Fund-based/ non-fund based	Reason for guarantee	Outstanding amount as on October 31, 2025 (in ₹ million)	Obligation on our Company	Obligation of the Promoter Selling Shareholder	Consideration
1.	HDFC Bank Limited	180.00	Fund Based	For term loan	71.04	Till the Loan is repaid by our Company	Till the Loan is repaid by our Company	Nil
2.	HDFC Bank Limited	108.23	Fund Based	For term loan	30.12	Till the Loan is repaid by our Company	Till the Loan is repaid by our Company	Nil
3.	HDFC Bank Limited	50.00	Fund Based	For term loan	5.05	Till the Loan is repaid by our Company	Till the Loan is repaid by our Company	Nil
4.	HDFC Bank Limited	410.00	Fund Based	For Working capital loan	107.81	Till the Loan is repaid by our Company	Till the Loan is repaid by our Company	Nil
5.	HDFC Bank Limited	180.00	Fund Based	For term loan	135.99	Till the Loan is repaid by our Company	Till the Loan is repaid by our Company	Nil
6.	HDFC Bank Limited	115.00	Non-Fund Based	For Letter of credit (LC)	35.75	Till the Loan is repaid by our Company	Till the Loan is repaid by our Company	Nil
7.	HDFC Bank Limited	630.00	Fund Based	For term loan	318.39	Till the Loan is repaid by our Company	Till the Loan is repaid by our Company	Nil
8.	HDFC Bank Limited	0.66	Fund Based	For Auto Loan	0.13	Till the Loan is repaid by our Company	Till the Loan is repaid by our Company	Nil

Sl. No.	Guarantee issued in favour of	Guarantee amount (in ₹ million)	Fund-based/ non-fund based	Reason for guarantee	Outstanding amount as on October 31, 2025 (in ₹ million)	Obligation on our Company	Obligation of the Promoter Selling Shareholder	Consideration
9.	YES Bank Limited	300.00	Fund Based	For working Capital	177.37	Till the Loan is repaid by our Company	Till the Loan is repaid by our Company	Nil

Pursuant to these guarantees, the obligation of Rajesh Jain, the Promoter Selling Shareholder includes repayment of the guaranteed sum in case of default by the respective borrower. The guarantees are effective for a period until the underlying loan is repaid in full by the respective borrower. No consideration has been paid or is payable to Rajesh Jain, the Promoter Selling Shareholder for providing these guarantees.

Other Confirmations

There are no material clauses of our AoA that have been left out from disclosures having a bearing on the Offer or this Draft Red Herring Prospectus.

There is no conflict of interest from third party service providers (crucial for operations of our Company) with our Company, Promoters, Promoter Group, Key Managerial Personnel, Directors, Group Companies and their directors.

As on the date of this Draft Red Herring Prospectus, there is no conflict of interest between the lessors of immovable properties (crucial for operations of our Company) and our Company, Promoters, Promoter Group, Key Managerial Personnel, Directors, Group Companies and their directors.

OUR MANAGEMENT

Board of Directors

In accordance with the Companies Act and our Articles of Association, our Company is required to have not less than six (6) Directors and not more than fifteen (15) Directors, or such higher number as determined by our Company after passing a special resolution in its general meeting.

As of the date of this Draft Red Herring Prospectus, our Board comprises six (6) Directors, of whom one (1) is an Executive Director, one (1) is a Non-Executive woman director, one (1) is a Non-Executive Nominee Director and three (3) are Non-Executive Independent Directors (including one-woman Non-Executive Independent Director). The present composition of our Board and its committees is in accordance with the corporate governance requirements provided under the Companies Act and the SEBI Listing Regulations.

The following table sets forth details regarding our Board as of the date of this Draft Red Herring Prospectus:

Name, DIN, designation, date of birth, address, occupation, term, and period of directorship of our Directors	Age (years)	Other directorships
Rajesh Jain DIN: 01481291 Designation: Chairman and Managing Director Date of birth: October 26, 1971 Address: No. 4, 3rd Avenue Bandh Road, Chandanhola, Chattarpur, South Delhi, Delhi - 110074 Occupation: Business Current term: From September 16, 2025, to September 15, 2030 Period of directorship: Since incorporation	54	Indian Companies: - Neo Metal and Electrical Industries Private Limited; - Neokraft Global Private Limited; and - Pramod Plastic Industries Private Limited. Foreign Companies: Nil
Vaishali Jain DIN: 01481308 Designation: Non-Executive Director Date of birth: August 05, 1972 Address: No. 4, 3rd Avenue Bandh Road, Chandanhola, Chattarpur, South Delhi, Delhi - 110074 Occupation: Business Current term: Since March 30, 1993 Period of directorship: Since March 30, 1993	53	Indian Companies: - Neo Metal and Electrical Industries Private Limited; - Neokraft Global Private Limited; and - Pramod Plastic Industries Private Limited Foreign Companies: Nil
Won Yong Hwang DIN: 11294958 Designation: Non-Executive Nominee Director*	55	Indian Companies: Nil Foreign Companies:

Name, DIN, designation, date of birth, address, occupation, term, and period of directorship of our Directors	Age (years)	Other directorships
Date of birth: October 29, 1970 Address: Donau-City - Straße 12/2/103, 1220, Vienna (District Code 90001), Austria Occupation: Service Current term: From September 19, 2025. Period of directorship: Since September 19, 2025		• ZKW Group GmbH • ZKW Holding GmbH
Rakesh Sarin DIN: 02082150 Designation: Independent Director Date of birth: July 24, 1955 Address: A-184, The Pinnacle, DLF Phase - 5, Opposite DLF Golf Course, Galleria DLF-IV, Gurgaon, Haryana – 122009 Occupation: Professional Current term: For a term of 5 years with effect from December 9, 2025 Period of directorship: Since December 9, 2025	70	Indian Companies: • AGI Greenpac Limited. • Carbon U Turn Technology Private Limited; • Coastal Wartsila Petroleum Limited; • Jopinc Private Limited; and • Wellness Mandala Private Limited. Foreign Companies: • JOP Inc.
Preeti Bahl DIN: 00031686 Designation: Independent Director Date of birth: March 26, 1972 Address: B-1/15, Third Floor, Safdarjung Enclave, South West Delhi, Delhi – 110029 Occupation: Professional Current term: For a term of 5 years with effect from December 9, 2025 Period of directorship: Since December 9, 2025	53	Indian Companies: • Albion Consulting Private Limited; and • Stanway Information Management Private Limited. Foreign Companies: Nil
Jayanta Kumar Pradhan DIN: 07544323 Designation: Independent Director Date of birth: July 20, 1978 Address: Flat no. J201, Mahindra Aura Apartments, New Palam Vihar, Sector 110A, Choma (62), Gurgaon, Haryana - 122017	47	Indian Companies: Nil Foreign Companies: Nil

Name, DIN, designation, date of birth, address, occupation, term, and period of directorship of our Directors	Age (years)	Other directorships
Occupation: Professional Current term: For a term of 5 years with effect from December 9, 2025 Period of directorship: Since December 9, 2025		

**Nominee Director of ZKW Group GmbH*

Brief Profiles of our Directors

Rajesh Jain is the Chairman and Managing Director of our Company. He has passed the All India Senior School Certificate Examination of the Central Board of Secondary Education, New Delhi in the year 1989. He has been associated with our Company since incorporation. He has over 33 years of experience in the manufacturing and supply of automotive lighting products and components for OEMs, across a broad spectrum of vehicle categories including passenger vehicles (PVs), commercial vehicles (CVs), off-road vehicles (ORs), three-wheelers (3Ws) and two-wheelers (2Ws). He is responsible for overall management and administration of our Company's operations.

Vaishali Jain is the is a Non-Executive Director of our Company. She has passed bachelor's in commerce from University of Delhi. She has been associated with our Company since March 30, 1993. She has over 32 years of experience in the manufacturing and supply of automotive lighting products and components for OEMs, across a broad spectrum of vehicle categories including passenger vehicles (PVs), commercial vehicles (CVs), off-road vehicles (ORs), three-wheelers (3Ws) and two-wheelers (2Ws).

Won Yong Hwang is a Non-Executive Nominee Director of our Company. He holds a bachelor's degree in science with a major in electrical engineering from Yonsei University, Seoul, South Korea and holds a master's degree in business administration from Massachusetts Institute of Technology, Cambridge, Massachusetts, United States. He has been associated with our Company since September 19, 2025. He has been associated with ZKW Group GmbH since January 1, 2025, and was previously associated with LG Electronics.

Rakesh Sarin is an Independent Director of our Company. He holds a bachelor's degree in technology (chemical engineering) from Banaras Hindu University. He has been associated with our Company since December 9, 2025. In addition, he is currently the Independent Director of AGI Greenpac Limited, Chairman of Wellness Mandala Private Limited, Director on Board of Carbon U Turn Technology Private Limited and Jopinc Private Limited. Further, he is also an advisory board member of AMET Chamber for Entrepreneurship Innovation and Incubation and a member of the board of governors of IIT Ranchi. In the past he has also been the Global President of Energy Solutions and Board Management Member at Wartsila Corporation, Finland, and has served as CEO & Executive Group Member at Suzlon Energy. Early in his career, he has held various roles with Indian Oil Corporation focusing on retail, consumer marketing, and strategic business development. He recently led the exit of O2 Power Private Limited (a renewable energy platform of Temasek, Singapore - EQT, Sweden JV) through its acquisition by JSW Neo Energy in April 2025.

Preeti Bahl is an Independent Director of our Company. She holds a bachelor's degree in science with honours from University of Delhi. She is a qualified Chartered Accountant and is a fellow member of ICAI. She has been associated with our Company since December 9, 2025. She is currently associated with Albion Consulting Private Limited, where she serves as both the chief executive officer and a director. Further, she is also currently a director in Stanway Information Management Private Limited. She has over 23 years of experience.

Jayanta Kumar Pradhan is an Independent Director of our Company. He holds a bachelor's degree in commerce with honours from Sambalpur University, Odisha and post graduate diploma in business management from Institute of Management Technology (IMT) Ghaziabad. He has been associated with our Company since December 9, 2025. He is currently associated with IGT Solutions Private Limited, as senior vice president - finance. In the past he has been associated with Tycheejuno Speciality Tyres Private Limited, Xchanging Technology Services Private Limited and Crompton Greaves Limited. He has over 21 years of experience.

Relationship between our Directors and the Key Managerial Personnel or Senior Management

Except Rajesh Jain and Vaishali Jain who are related as husband and wife, none of our Directors, Key Managerial Personnel and Senior Management Personnel are related to each other.

Confirmations

None of our Directors is or was a director of any company listed on any stock exchange, whose shares have been or were suspended from being traded during the five years preceding the date of this Draft Red Herring Prospectus, during the term of his/her directorship in such company.

None of our Directors is, or was a director of any listed company, which has been or was delisted from any stock exchange, during the term of his/her directorship in such company.

None of our Directors have been declared as Wilful Defaulters nor as Fraudulent Borrowers by any bank or financial institution or consortium thereof in accordance with the guidelines on wilful defaulters or a fraudulent borrower issued by the RBI.

No consideration, either in cash or shares or in any other form has been paid or agreed to be paid to any of our Directors or to the firms, trusts or companies in which they have an interest in, by any person, either to induce any of our Directors to become or to help any of them qualify as a director, or otherwise for services rendered by them or by the firm, trust or company in which they are interested, in connection with the promotion or formation of our Company.

Arrangement or understanding with major shareholders, customers, suppliers or others

Except as disclosed below, none of our Directors were appointed as Directors of our Company pursuant to any arrangement or understanding with major shareholders, customers, suppliers or others:

Won Yong Hwang has been appointed as a Nominee Director of ZKW Group GmbH, pursuant to our Articles of Association.

Service contracts with Directors

None of our Directors have entered into any service contracts with our Company which provide benefits upon termination of employment.

Borrowing Powers of our Board

In accordance with the Articles of Association of our Company, Section 180(1)(c) and other provisions of the Companies Act and rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and any other applicable laws, our Shareholders have pursuant to a special resolution passed in the extra ordinary general meeting of our Shareholders held on December 23, 2025 authorised our Board with the borrowing power, to borrow such sums of money from time to time, with or without security, on such terms and conditions as it may consider fit notwithstanding that the money to be borrowed together with money already borrowed by our Company (apart from the temporary loans obtained or to be obtained from time to time from our Company's Bankers/Lenders in the ordinary course of business) exceeds the aggregate of paid-up capital and free reserves and securities premium of the Company, provided that the total amount that may be borrowed by the Board and outstanding at any point of time shall not exceed ₹ 5,000.00 million.

Terms of Appointment of Executive Directors of our Company

Managing Director

Rajesh Jain is the Chairman and Managing Director of our Company. He has been associated with our Company since incorporation in the capacity of Director. He was appointed as the Managing Director of our Company pursuant to the resolution passed by our Board in its meeting dated September 16, 2025, for a period of five (5) years. The following table sets forth the terms of remuneration of Rajesh Jain:

(in ₹ million)

Sl. No.	Category	Remuneration
1.	Gross salary (per month)	4.00
2.	Other benefits, perquisites and allowances: • Bonus (per annum)	3.60

Terms of Appointment of Non-Executive Directors of our Company

Vaishali Jain

Vaishali Jain is a Non-Executive Director of our Company. She has been associated with our Company since March 30, 1993.

Won Yong Hwang

Won Yong Hwang is a Non-Executive Nominee Director of our Company. He was appointed as an Additional Director pursuant to the resolution passed by our Board in its meeting dated September 19, 2025, and was subsequently regularised as a Non-Executive Nominee Director vide the resolution passed at the annual general meeting dated September 29, 2025.

Terms of appointment of our Non-Executive, Independent Directors

Pursuant to the resolution passed by our Board of Directors on December 9, 2025, our Independent Directors are entitled to receive (i) sitting fees of ₹0.02 million for attending each meeting of our Board, and (ii) sitting fees of ₹ ₹0.01 million for attending each meeting of the committees of our Board with effect from December 9, 2025.

None of our Independent Directors were paid any sitting fees in Financial Year 2025 as they have been appointed during the Financial Year 2025-2026.

Further, neither our Non-Executive Director nor Nominee Director, were paid any sitting fees in Financial Year 2025.

Remuneration to our Executive Directors

Details of the remuneration paid to our Executive Director in Financial Year 2025, is set forth below:

(in ₹ million)

S. No	Name of the Director	Remuneration (per annum)
1.	Rajesh Jain	21.64

Payment or benefits to Directors

Except as disclosed in “*Our Management– Terms of Appointment of Executive Directors of our Company*” on page 389, our Company has not entered into any contract appointing or fixing the remuneration of any Director in the two years preceding the date of this Draft Red Herring Prospectus.

In Financial Year 2025, our Company has not paid any compensation or granted any benefit on an individual basis to any of our Directors, other than the remuneration as disclosed in “*Our Management – Terms of Appointment of Executive Directors of our Company*” on page 389 and sitting fees paid to them for such period.

There is no contingent or deferred compensation accrued for Financial Year 2025 payable to any of our Directors by our Company.

Shareholding of Directors in our Company

Except as disclosed in “*Capital Structure - Details of the Shareholding of our Directors, our Promoters, members of our Promoter Group, our Key Managerial Personnel, our Senior Management, directors of our Corporate Promoters and Selling Shareholders*” on page 139, none of our Directors hold any Equity Shares in our Company.

Bonus or profit-sharing plan for our Directors

As on date of this Draft Red Herring Prospectus, our Company does not have any performance-linked bonus or a profit-sharing plan for our Directors.

Interest of Directors

All Directors may be deemed to be interested to the extent of reimbursement of expenses payable to them, if any and the remuneration payable to such Directors as decided by the Board from time to time. Our Executive Directors are interested to the extent of remuneration, payable to them for services rendered as an officer or employee of our Company or our Subsidiaries. Our Independent Directors are interested to the extent of the sitting fees payable to them for attending meetings of our Board or a committee thereof. For further details, see ***“Terms of appointment of our Non-Executive Directors of our Company”*** on page 390.

Our Promoter, Chairman and Managing Director - Rajesh Jain, and our Promoter and Non-Executive Director - Vaishali Jain, in their capacity as partners of Neolite Industries, our Promoter Group entity, have entered into a trademark licence agreement dated December 23, 2025 with our Company, pursuant to which they have licensed certain intellectual property to our Company. Under the said agreement, they are entitled to receive an aggregate annual royalty of ₹0.005 million for the use of the licensed intellectual property. For further details, see section titled ***“Government and Other Approvals – Intellectual Property”*** on page 521.

Our Directors may also be deemed to be interested to the extent of Equity Shares (together with dividends and other distributions in respect of such Equity Shares), held by them or held by the entities in which they are associated as promoters, directors, partners, proprietors or trustees or held by their relatives. For further details regarding the shareholding of our Directors, see – ***“Shareholding of Directors in our Company”*** on page 390.

None of our Directors are deemed to be interested in any contracts, transactions, agreements or arrangements entered into or to be entered into by our Company with any company in which they hold directorships or any partnership firm in which they are partners as declared in their respective capacity.

Interest in land and property

Except as disclosed below, none of our Directors have any interest in any property acquired or proposed to be acquired of or by our Company or in any transaction by our Company with respect to the acquisition of land, construction of building or supply of machinery during the three years preceding the date of this Draft Red Herring Prospectus:

Our Company has entered into a rent agreement dated September 19, 2025, with our Promoter, Chairman and Managing Director - Rajesh Jain, and our Promoter and Non-Executive Director - Vaishali Jain, in relation to the Registered Office of our Company for a period of three years (***“Registered Office Rent Agreement”***). Pursuant to the Registered Office Rent Agreement, our Company has agreed to pay a monthly rent of ₹0.68 million.

Further, none of our Directors have any other interest in our Company or in any transaction by our Company including, for acquisition of land, construction of buildings or supply of machinery.

No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our Directors or to the firms or companies in which they are interested, by any person, either to induce such Director to become or to help such Director to qualify as a Director, or otherwise for services rendered by him/her or by the firm or company in which he/she is interested, in connection with the promotion or formation of our Company.

Interest of Directors in the promotion or formation of our Company

Except Rajesh Jain and Vaishali Jain who are the Promoters of our Company, none of our Directors have any interest in the promotion or formation of our Company as on the date of this Draft Red Herring Prospectus. Also see, ***“Our Promoters and Promoter Group”*** on page 407.

Business interest

Except as disclosed in ***“Restated Financial Information – Note No. 39 - Related Party Transactions”*** on page 452, and to the extent of shareholding in our Company, if any, our Directors do not have any other interest in the business of our Company.

Loans to Directors

None of our Directors have availed loans from our Company.

Other Confirmations

Our Directors have no conflict of interest with the lessors of immovable property of our Company (crucial for operations of our Company).

Our Directors have no conflict of interest with the suppliers of raw materials and third party service providers (crucial for operations of our Company)

Changes to our Board in the last three years

The changes in our Board during the three years immediately preceding the date of this Draft Red Herring Prospectus are as set out below:

Name	Date of appointment/ cessation reappointment/resignation/ regularisation	Reason
Rakesh Sarin	December 18, 2025	Change in designation pursuant to regularisation to Independent Director
Preeti Bahl	December 18, 2025	Change in designation pursuant to regularisation to Independent Director
Jayanta Kumar Pradhan	December 18, 2025	Change in designation pursuant to regularisation to Independent Director
Rakesh Sarin	December 9, 2025	Appointment as an Additional Independent Director
Preeti Bahl	December 9, 2025	Appointment as an Additional Independent Director
Jayanta Kumar Pradhan	December 9, 2025	Appointment as an Additional Independent Director
Rajesh Jain	December 9, 2025	Redesignated as Chairman and Managing Director
Won Yong Hwang	September 29, 2025	Regularisation as a Non-Executive Nominee Director
Won Yong Hwang	September 19, 2025	Appointment as an Additional Director
Wilhelm Franz Xaver Steger	September 19, 2025	Resignation as Director
Rajesh Jain	September 16, 2025	Appointment as a Managing Director

Corporate Governance

The provisions of the Companies Act, 2013 along with the SEBI Listing Regulations, with respect to corporate governance, will be applicable to our Company immediately upon the listing of the Equity Shares on the Stock Exchanges. Our Company is in compliance with the requirements of the applicable regulations in respect of corporate governance in accordance with the SEBI Listing Regulations, and the Companies Act, 2013, pertaining to the constitution of the Board and committees thereof and formulation and adoption of policies. Our Company undertakes to take all necessary steps to continue to comply with all the requirements of SEBI Listing Regulations and the Companies Act, 2013.

Committees of our Board

In terms of the SEBI Listing Regulations and the provisions of the Companies Act, 2013, our Company has constituted the following Board-level committees:

- (a) Audit Committee;
- (b) Nomination and Remuneration Committee;
- (c) Stakeholders' Relationship Committee;
- (d) Corporate Social Responsibility Committee;

- (e) Risk Management Committee; and
- (f) IPO Committee

Audit Committee

The Audit Committee was constituted pursuant to the resolution passed by our Board of Directors on December 9, 2025. The composition and terms of reference are in compliance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations.

The members of the Audit Committee are:

Sl. No.	Name of the Director	Designation	Category
1.	Preeti Bahl	Independent Director	Chairperson
2.	Jayanta Kumar Pradhan	Independent Director	Member
3.	Rajesh Jain	Chairman and Managing Director	Member

The role of the audit committee shall include the following:

Role of Audit Committee

1. Overseeing our Company's financial reporting process and disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible;
2. Recommending to the Board the appointment, re-appointment, replacement, remuneration and terms of appointment of the statutory auditor and the fixation of the audit fee of our Company;
3. Reviewing and monitoring the statutory auditor's independence and performance, and effectiveness of audit process;
4. Approving payments to statutory auditors for any other services rendered by the statutory auditors;
5. To approve the key performance indicators being included in the offer documents in connection with the proposed initial public offer by our Company;
6. Formulating a policy on related party transactions, which shall include materiality of related party transactions
7. Examining and reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - (a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act;
 - (b) Changes, if any, in accounting policies and practices and reasons for the same;
 - (c) Major accounting entries involving estimates based on the exercise of judgment by management;
 - (d) Significant adjustments made in the financial statements arising out of audit findings;
 - (e) Compliance with listing and other legal requirements relating to financial statements;
 - (f) Disclosure of any related party transactions; and
 - (g) Modified opinion(s) in the draft audit report.

8. Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
9. Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter. This also includes monitoring the use/application of the funds raised through the proposed initial public offer by our Company;
10. Approval or any subsequent modifications of transactions of our Company with related parties and omnibus approval for related party transactions proposed to be entered into by our Company, subject to the conditions as may be prescribed.

Explanation: The term “related party transactions” shall have the same meaning as provided in Clause 2(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act, 2013;

11. Reviewing, at least on a quarterly basis, the details of the related party transactions entered into by our Company pursuant to each of the omnibus approvals given;
12. Laying down the criteria for granting omnibus approval in line with our Company’s policy on related party transactions;
13. Scrutinising of inter-corporate loans and investments;
14. Valuation of undertakings or assets of our Company, wherever it is necessary;
15. Evaluating of internal financial controls and risk management systems;
16. Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances, with the chairman of the Audit Committee directly hearing grievances of victimization of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;
17. Reviewing, with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems;
18. 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;
19. Discussing with internal auditors on any significant findings and follow up thereon;
20. 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;
21. Discussing with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
22. Recommending to the board of directors the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services;
23. Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
24. Reviewing the functioning of the whistle blower mechanism;

25. Approving the appointment of the chief financial officer or any other person heading the finance function or discharging that function after assessing the qualifications, experience and background, etc. of the candidate;
26. Monitoring the end use of funds raised through public offers and related matters;
27. Overseeing the vigil mechanism established by our Company, with the chairman of the Audit Committee directly hearing grievances of victimization of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;
28. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee and any other terms of reference as may be decided by the Board and/or specified/provided under the Companies Act, the Listing Regulations or by any other regulatory authority;
29. Formulating a policy on related party transactions, which shall include materiality of related party transactions;
30. Recommending to the board of directors the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services; and
31. Consider and comment on rationale, cost benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
32. Carrying out any other functions required to be carried out by the Audit Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

Powers of the Audit Committee

The powers of the Audit Committee shall include the following:

1. To investigate any activity within its terms of reference;
2. To seek information from any employee;
3. To obtain outside legal or other professional advice; and
4. To secure attendance of outsiders with relevant expertise if it considers necessary.
5. Such other powers as may be prescribed under the Companies Act and SEBI Listing Regulations.

Nomination and Remuneration Committee (“NR Committee”)

The NR Committee was constituted pursuant to the resolution passed by our Board of Directors on December 9, 2025.

The members of the NR Committee are:

Sl. No.	Name of the Director	Designation	Category
1.	Jayanta Kumar Pradhan	Independent Director	Chairman
2.	Rakesh Sarin	Independent Director	Member
3.	Preeti Bahl	Independent Director	Member

The scope and function of the NR Committee is in accordance with Section 178 of the Companies Act, 2013 read with Regulation 19 of the SEBI Listing Regulations and its terms of reference are as follows:

1. Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;

The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:

- i. the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;
 - ii. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - iii. remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of our Company and its goals;
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 Nomination and Remuneration Committee may:
 - i. use the services of an external agencies, if required;
 - ii. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - iii. consider the time commitments of the candidates.
3. Formulating of criteria for evaluation of the performance of the independent directors and the Board;
4. Devising a policy on Board diversity;
5. Identifying persons who qualify to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal, and carrying out evaluations of every director's performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance;
6. Determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
7. Carrying out any other functions required to be carried out by the Nomination and Remuneration Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time;
8. Analysing, monitoring and reviewing various human resource and compensation matters;
9. Determining our Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;
10. Determining compensation levels payable to the senior management personnel and other staff (as deemed necessary), which shall be market-related, usually consisting of a fixed and variable component;
11. Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;

12. Performing such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended;
13. Administering monitoring and formulating detailed terms and conditions the employee stock options scheme/ plan approved by the board and the members of our Company in accordance with the terms of such scheme/ plan (“ESOP Scheme”), if any.
14. Construing and interpreting the ESOP Schemes and any agreements defining the rights and obligations of our Company and eligible employees under the ESOP Scheme, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the ESOP Schemes.
15. Framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:
 - i. the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; or
 - ii. the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended.
16. Performing such other activities as may be delegated by the Board and/or specified/provided under the Companies Act, the Listing Regulations or by any other regulatory authority; and
17. Recommend to the Board, all remuneration, in whatever form, payable to senior management and other staff, as deemed necessary.”

Stakeholders’ Relationship Committee (“SR Committee”)

The SR Committee was constituted pursuant to the resolution passed by our Board of Directors on December 9, 2025.

The members of the SR Committee are:

Sl. No.	Name of the Director	Designation	Category
1.	Vaishali Jain	Non-Executive Director	Chairperson
2.	Rajesh Jain	Chairman and Managing Director	Member
3.	Rakesh Sarin	Independent Director	Member

The scope and function of the SR Committee is in accordance with Section 178 of the Companies Act, 2013 read with Regulation 20 of the SEBI Listing Regulations and its terms of reference are as follows:

1. Consider and resolve grievances of security holders of our Company, including complaints related to transfer/transmission of shares non-receipt of share certificates and review of cases for refusal of transfer/transmission of shares and debentures, dematerialisation and re-materialisation of shares, non-receipt of balance sheet, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.;
2. Review of measures taken for effective exercise of voting rights by shareholders.
3. Review of adherence to the service standards adopted by our Company in respect of various services being rendered by the Registrar and Share Transfer Agent;
4. Considering and specifically looking into various aspects of interest of shareholders, debenture holders and other security holders;

5. Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;
6. Review of the various measures and initiatives taken by our Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of our Company;
7. Formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
8. To approve, register, refuse to register transfer or transmission of shares and other securities and debentures, dematerialisation of shares and re-materialisation of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time;
9. To sub-divide, consolidate and or replace any share or other securities certificate(s) of our Company;
10. Allotment and listing of shares;
11. To authorise affixation of common seal of our Company;
12. To issue duplicate share or other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of our Company;
13. To approve the transmission of shares or other securities arising as a result of death of the sole/any joint shareholder;
14. To dematerialize or rematerialize the issued shares;
15. Ensure proper and timely attendance and redressal of investor queries and grievances;
16. Carrying out any other functions contained in the Companies Act, 2013 and/or equity listing agreements (if applicable), as and when amended from time to time; and
17. To further delegate all or any of the power to any other employee(s), officer(s), representative(s), consultant(s), professional(s), or agent(s).

Corporate Social Responsibility Committee (“CSR Committee”)

The CSR Committee was constituted pursuant to the resolution passed by our Board of Directors on September 21, 2019. The CSR Committee was last re-constituted by a resolution of our Board dated December 9, 2025. The current constitution of the CSR Committee is as follows:

Sl. No.	Name of the Director	Designation	Category
1.	Rajesh Jain	Chairman and Managing Director	Chairman
2.	Vaishali Jain	Non-Executive Director	Member
3.	Jayanta Kumar Pradhan	Independent Director	Member

The terms of reference of the CSR Committee framed in accordance with Section 135 of the Companies Act, 2013, are as follows:

1. to formulate and recommend to the Board of Directors, the CSR Policy, indicating the CSR activities to be undertaken as specified in Schedule VII of the Companies Act, 2013, as amended;

2. formulate and recommend an annual action plan in pursuance of its Corporate Social Responsibility Policy which shall list the projects or programmes undertaken, manner of execution of such projects, modalities of utilisation of funds, monitoring and reporting mechanism for the projects.
3. identify corporate social responsibility policy partners and corporate social responsibility policy programmes;
4. delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities;
5. review and monitor the implementation of corporate social responsibility programmes and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes;
6. to recommend the amount of expenditure to be incurred on the CSR activities, at least two per cent. of the average net profits of our Company made during the three immediately preceding financial years or where our Company has not completed the period of three financial years since its incorporation, during such immediately preceding financial years, in pursuance of its Corporate Social Responsibility Policy;
7. to monitor the CSR Policy and its implementation by our Company from time to time;
8. to perform such other functions or responsibilities and exercise such other powers as may be conferred upon the CSR Committee in terms of the provisions of Section 135 of the Companies Act, 2013, as amended and the rules framed thereunder.”

Risk Management Committee

The Risk Management Committee was constituted pursuant to the resolution passed by our Board on December 9, 2025 and pursuant to the provisions of Regulation 21 of the SEBI Listing Regulations.

The Risk Management Committee currently comprises of:

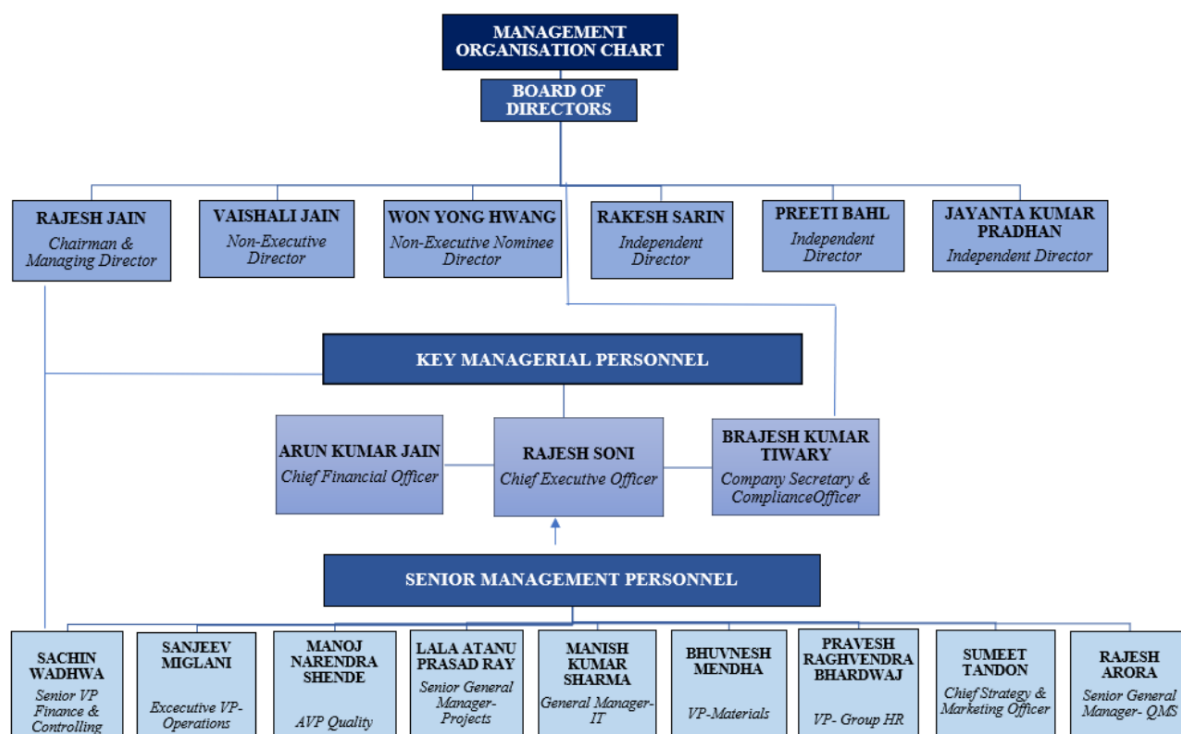
Sl. No.	Name of the Director	Designation	Category
1.	Rajesh Jain	Chairman and Managing Director	Chairman
2.	Vaishali Jain	Non-Executive Director	Member
3.	Arun Kumar Jain	Chief Financial Officer (KMP)	Member
4.	Mr. Rakesh Sarin	Independent Director	Member

The terms of reference of the Risk Management Committee are as follows:

1. To formulate a detailed risk management policy which shall include:
 - i. A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Risk Management Committee.
 - ii. Measures for risk mitigation including systems and processes for internal control of identified risks.
 - iii. Business continuity plan.
2. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of our Company;

3. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
4. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
 - i. To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
 - ii. The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee; and
 - iii. Any other similar or other functions as may be laid down by Board from time to time and/or as may be required under applicable law, as and when amended from time to time, including the SEBI Listing Regulations.

Management Organization Chart



Key Managerial Personnel and Senior Management

Key Managerial Personnel

In addition to Rajesh Jain, our Chairman and Managing Director, whose details have been provided under the paragraph “*Our Management –Brief profile of our Directors*” on page 388, the details of our other Key Managerial Personnel as on the date of this Draft Red Herring Prospectus, are as follows:

Arun Kumar Jain aged 57 years, is the Chief Financial Officer of our Company. He has been associated with our Company since October 10, 2003. He was appointed as the Chief Financial Officer of our Company with effect from September 17, 2025, pursuant to the resolution passed by the Board at its meeting dated September 16, 2025. He holds a bachelor's degree in commerce from University of Delhi. He is a qualified Chartered Accountant and is an associate member of ICAI. Further, he has also passed the final examinations held by ICSI and the ICAI previously known as the ICWAI. He is responsible for overseeing the functions of accounts and finance. Prior to joining our Company, he was associated with Transcorp International Limited as Senior Manager (Finance & Company Secretary). He has over 26 years of experience. For Financial Year 2025, he was paid an aggregate compensation of ₹ 3.83 million.

Rajesh Soni aged 51 years, is the Chief Executive Officer of our Company. He has been associated with our Company since April 1, 2008. He was appointed as the Chief Executive Officer of our Company pursuant to the resolution passed by the Board at its meeting dated December 9, 2025. He holds a bachelor's degree in commerce (Hons.) from University of Delhi. He holds a diploma in Marketing Management from All India Management Association. He is responsible for day-to-day operation of the business of our Company and ensures that all functions are carried out efficiently, ethically, and in alignment with our Company's strategic objectives. He also plays a key leadership role in driving organizational growth, maintaining compliance, and upholding the highest standards of corporate governance. He has over 28 years of experience. For Financial Year 2025, he was paid an aggregate compensation of ₹ 150.44 million.

Brajesh Kumar Tiwary, aged 50 years, is our Company Secretary and Compliance Officer of our Company. He was appointed as our Company Secretary of our Company with effect from September 17, 2025 pursuant to the resolution passed by the Board at its meeting dated September 16, 2025 and was appointed as the Compliance Officer of our Company pursuant to the resolution passed by the Board at its meeting dated December 23, 2025. He holds a bachelor's degree in law from the Faculty of Law, University of Delhi, and a bachelor's degree in science (chemistry) from Tilka Manjhi Bhagalpur University. He is a qualified Company Secretary from the Institute of Company Secretaries of India (ICSI) and holds membership of ICSI since July 31, 2004. He is responsible for overseeing our Company's legal, regulatory, and corporate secretarial functions. He was previously associated with organizations such as Reliance BPO Private Limited as a team member, Indus Concessions India Private Limited as Senior Manager (Legal and Secretarial), Gati Kintetsu Express Private Limited as Head Legal and HCC Concessions Limited. He has over 12 years of experience in legal leadership, corporate governance, and compliance. Since, Brajesh Kumar Tiwary joined our Company on September 17, 2025, no compensation was paid to him for Financial Year 2025.

Senior Management

Other than Arun Kumar Jain, our Chief Financial Officer, Rajesh Soni, our Chief Executive officer and Brajesh Kumar Tiwary, our Company Secretary and Compliance Officer, our Key Managerial Personnel whose details are mentioned above, the details of our Senior Management as on the date of this Draft Red Herring Prospectus are as set forth below:

Rajesh Arora aged about 50 years is the Senior General Manager (QMS) of our Company. He has been associated with our Company since May 23, 2016. He holds a diploma in mechanical engineering from Board of Technical Education, Delhi and has also completed a post graduate diploma course in refrigeration and air conditioning engineering from Govind Ballabh Pant Polytechnic, College, Okhla, New Delhi. He is responsible for developing, implementing and maintaining the Quality Management System. His role also includes conducting audits, managing certifications, ensuring process compliance and driving continual improvement across departments. Prior to joining our Company, he was associated with BTR Motherson Automotive Limited as an Assistant Engineer (Quality Assurance Department), UFLEX Limited as a Joint Executive Manager, HI-Tech Gears Limited and Subros Limited as a Senior Manager (Quality Integrated Management System). He has over 20 years of experience. For Financial Year 2025, he was paid an aggregate compensation of ₹ 3.32 million.

Manoj Narendra Shende aged about 50 years is the Assistant Vice President (Quality) of our Company. He has been associated with our Company since May 19, 2025. He holds a bachelor's degree in technology from Dr. Babasaheb Ambedkar Technological University, Lonere, Maharashtra and has also completed a training programme of IATF 16949 internal auditor from Business Excellence Assessment Private Limited. He also completed TPM Pillar Module from POMS Manufacturing System. Further, he has also received certificate of accreditation- ISO/IEC 17025:2017 from Babson Testing and Calibration Services. He is responsible for product quality assurance and process improvements. He is also responsible for ensuring the reduction of customer complaints, rejections and warranty PPM by analysing defects and implementing effective corrective actions. Prior to joining our Company, he was associated with UNI Automation (India) Private Limited, Star Engineers India Private Limited as Deputy General Manager (Quality). He has over 26 years of experience. Since, Manoj Narendra Shende joined our Company on May 19, 2025, no compensation was paid to him in Financial Year 2025.

Manish Kumar Sharma aged about 50 years is the General Manager (IT) of our Company. He has been associated with our Company since February 14, 2022. He holds a bachelor's degree in science from University of Delhi and has also completed a post graduate diploma in bank management from Maharshi Dayanand University, Rohtak, Haryana. He is responsible for our Company's IT strategy, infrastructure, security and oversees all IT operations, including SAP, servers, and security systems. He has received certificate of achievement for completing the ISO 27001:2022 from KVQA certification services and IS110x: Innovation and Information Technology Management from Indian Institute of Management–Bangalore (IIM–Bangalore). He also received a passing grade in CC0101EN: Introduction to Cloud and completed the curriculum SAP Modules. Further, he also received a certificate for SAPFICO (Financial Accounting & Management Accounting) from Udemy. Prior to joining our Company, he was associated with Minda Corporation Limited as Deputy General Manager (Information Technology), Mark Auto Industries Limited and Pentasoft Technologies Limited. He has 25 years of experience. For Financial Year 2025, he received an aggregate remuneration of ₹ 4.14 million.

Sumeet Tandon aged about 62 years is the Chief Strategy and Marketing Officer of our Company. He has been associated with our Company since May 13, 2024. He holds a bachelor's degree in mechanical engineering from Punjab Engineering College, Chandigarh under Punjab University and has also completed a post graduate diploma in business management from Institute of Management Technology, Ghaziabad, Uttar Pradesh. He is responsible for overseeing the business development functions, monitoring competitive movements, and providing regular market intelligence and customer updates to the top management of our Company. He was awarded certificate for fulfilling the examination requirements of Application Technology Course from SKF College of Engineering. He also received certificates for participating in Leadership Development Programme for Greaves Cotton Limited. Prior to joining our Company, he was associated with Livguard Drivetrain Private Limited as Chief executive Officer, Lifelong India Limited as Chief Executive Officer, SKF Bearings India Limited as Lead Sales-OEM (North), Varroc Engineering Limited as Head BD PV-CV + Strat, Lumax Management Services Limited as Executive Vice President and Corporate Head- Strategy and Business Development Department, MAT Brakes India Private Limited as Managing Director, Greaves Cotton Limited as Chief Operating Officer, Escorts Limited as Area Sales Officer (Marketing Department), Kennametal India Limited as Business Unit Head, WOCO Motherson Elastomer Limited as Unit Head, MDL, Continental Engines Limited as CEO-Engines and Vehicles SBU and AVP-Marketing and Delphi Automotive Systems as General Manager- Sales Marketing. He has over 37 years of experience. For Financial Year 2025, he was paid an aggregate compensation of ₹ 5.43 million.

Lala Atanu Prasad Ray aged about 43 years is the Senior General Manager (Projects) of our Company. He has been associated with our Company since August 14, 2015. He holds a diploma in tool and die making from Central Tool Room & Training Centre (CTTC) Bhubaneswar, India. He is responsible for handling project functions in our Company. His core responsibilities include developing project scopes, timeline, budgets, and resource plans, coordinating with internal teams, consultants, and vendors to ensure timely, cost-effective, and quality project delivery. Prior to joining our Company, he was associated with Minda Silca Engineering Private Limited as senior engineer and Electrotherm (India) Limited. He has over 20 years of experience. For Financial Year 2025, he was paid an aggregate compensation of ₹ 4.89 million.

Bhuvnesh Mendha aged about 51 years is the Vice President (Materials) of our Company. He has been associated with our Company since May 1, 2024. He holds a diploma in mechanical engineering from Govind Ballabh Pant Polytechnic, College, Okhla, New Delhi and has also completed a post graduate diploma in business administration from Symbiosis Centre for Distance Learning Institute, Pune, India. He is responsible for overseeing procurement, strategic sourcing and supply chain management. Prior to joining our Company, he was associated with Calcom Vision Limited as Assistant Manager (Materials), Hitachi Metglas (India) Private Limited as Assistant Manager, Federal Mogul Goetze (India) Limited, Motherson Automotive Technologies &

Engineering as Deputy General Manager, Sumi Motherson Innovative Engineering Limited as Manager (Materials) and Minda Corporation Limited as Associate Vice President. He has over 28 years of experience. For Financial Year 2025, he was paid an aggregate compensation of ₹ 4.97 million.

Sachin Wadhwa aged about 52 years is the Senior Vice President (Finance and Controlling) of our Company. He has been associated with our Company since July 01, 1998. He holds a bachelor's degree in commerce from University of Delhi. He is responsible for finance controlling in our Company. Prior to joining our Company, he was not associated with any other organisation. He has over 28 years of experience. For Financial Year 2025, he was paid an aggregate compensation of ₹ 4.69 million.

Sanjeev Miglani aged about 55 years is the Executive Vice President (Operations) of our Company. He has been associated with our Company since July 1, 2005. He holds a bachelor's degree in mechanical engineering from Amravati University of Maharashtra. He is responsible for handling operations functions including achieving annual sales targets through timely and quality delivery, post sales confirmation, implementing cost-saving and process improvement initiatives, and ensuring operational excellence through effective production planning, quality control, and timely resolution of customer complaints in our Company. Prior to joining our Company, he was not associated with any other organisation. He has over 20 years of experience. For Financial Year 2025, he was paid an aggregate compensation of ₹ 6.64 million.

Pravesh Raghvendra Bhardwaj aged about 40 years is the Vice President - Group HR of our Company. He has been associated with our Company since March 27, 2024. He holds a bachelor's degree in e-commerce from Dr. Bhimrao Ambedkar University, Agra. He holds a master's degree in business administration from Mangalayatan University, Aligarh, Uttar Pradesh. He is responsible for human resource strategy, including talent acquisition, employee engagement, organizational development, and ensuring compliance with labor and employment laws. Prior to joining our Company, he was associated with Uniparts India Limited as Unit HR & Admin Head (Senior Manager), Stanley Engineered Fastening India Private Limited as Head - Human Resources (India), Orient Ceramics and Industries Limited as personnel assistant, MPT Amtek Automotive India Limited as Senior Executive (HR and ER) and with Hi-Tech Gears Limited as Deputy General Manager- Human Resources. He has over 16 years of experience. For Financial Year 2025, he was paid an aggregate compensation of ₹ 2.62 million.

Retirement and termination benefits

None of our Key Managerial Personnel or Senior Management would receive any benefits on their retirement or on termination of their employment with our Company.

Relationship among Key Managerial Personnel and/or Senior Management

None of our Key Managerial Personnel or Senior Management are related to any of our Directors or other Key Managerial Personnel or Senior Management.

Arrangements and understanding with major Shareholders, customers, suppliers or others

None of our Key Managerial Personnel or Senior Management have been selected pursuant to any arrangement or understanding with any major Shareholders, customers or suppliers of our Company, or others.

Status of Key Managerial Personnel and Senior Management

All our Key Managerial Personnel and Senior Management are permanent employees of our Company.

Attrition of Key Managerial Personnel and Senior Management vis-à-vis industry

The rate of attrition of our Key Managerial Personnel and Senior Management is not high in comparison to the industry in which we operate.

Shareholding of Key Managerial Personnel and Senior Management

Except as disclosed in *“Details of the Shareholding of our Directors, our Promoters, members of our Promoter Group, our Key Managerial Personnel, our Senior Management, directors of our Corporate Promoters and Selling Shareholders”* on page 139, none of our Key Managerial Personnel and Senior Management hold any Equity Shares as on the date of this Draft Red Herring Prospectus.

Service contracts with Key Managerial Personnel and Senior Management

Our Key Managerial Personnel and Senior Management are governed by the terms of their appointment letters / employment contracts and have not entered into any service contracts with our Company.

Loans to Key Managerial Personnel and Senior Management

Except as disclosed below, none of our Key Managerial Personnel and Senior Management have availed any loans from our Company as of June 30, 2025.

(₹ millions)	
Name and Designation	Amount of loan availed
Rajesh Soni, Chief Executive Officer	2.16*

*The same has been fully repaid as of the date of this Draft Red Herring Prospectus.

Contingent and deferred compensation payable to Key Managerial Personnel and Senior Management

There is no contingent or deferred compensation payable to the Key Managerial Personnel and Senior Management, which does not form part of their remuneration.

Bonus or profit-sharing plan of the Key Managerial Personnel and Senior Management

None of our Key Managerial Personnel and Senior Management are party to any bonus or profit-sharing plan of our Company other than performance based discretionary incentives given to the Key Managerial Personnel and Senior Management. For further details, see ***“Our Management - Terms of Appointment of Executive Directors of our Company”*** on page 389.

Interest of Key Managerial Personnel and Senior Management

Except as disclosed in ***“Our Management – Interest of Directors”*** on page 390, our Key Managerial Personnel (other than our Directors) and our Senior Management are interested in our Company to the extent of the remuneration or benefits to which they are entitled as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of their service. Further, some of our Key Managerial Personnel and our Senior Management are interested to the extent of Equity Shares held by them, their relatives, or by entities in which they are associated as a director and to the extent of benefits arising out of such shareholding.

Conflict of Interest

There is no conflict of interest between the Key Managerial Personnel of our Company and the lessors of immovable properties of our Company (who are crucial for the operations of our Company).

There is no conflict of interest between the Key Managerial Personnel of our Company and the suppliers of raw materials and third-party service providers of our Company (who are crucial for the operations of our Company).

Changes in the Key Managerial Personnel or Senior Management in last three years

Except as disclosed in ***“Our Management – Changes to our board in last three years”*** on page 392, the changes in our Key Managerial Personnel and our Senior Management during the three years immediately preceding the date of this Draft Red Herring Prospectus, are set forth below:

Name	Date of appointment / resignation / promotion	Reason
Brajesh Kumar Tiwary	December 23, 2025	Appointment as Compliance Officer
Brajesh Kumar Tiwary	September 17, 2025	Appointment as Company Secretary
Arun Kumar Jain	September 17, 2025	Appointment as Chief Financial Officer
Arun Kumar Jain	September 16, 2025	Resignation as Company Secretary
Manoj Narendra Shende	May 19, 2025	Appointment as Assistant Vice President-Quality
Pravesh Raghvendra Bhardwaj	April 1, 2025	Change in designation to Vice President – Group HR

Sachin Wadhwa	April 1, 2025	Change in designation to Senior Vice President (Finance and Controlling)
Sanjeev Miglani	April 1, 2025	Change in designation to Executive Vice President (Operations)
Sumeet Tandon	May 13, 2024	Appointment as Chief Strategy and Marketing Officer
Bhuvnesh Mendha	May 1, 2024	Appointment as Vice President (Materials)
Lala Atanu Prasad Ray	April 1, 2024	Appointment as Senior General Manager (Projects)
Sanjeev Miglani	April 1, 2024	Change in designation to Senior Vice President (Operations)
Sachin Wadhwa	April 1, 2024	Change in designation to Vice President (Accounts)
Pravesh Raghvendra Bhardwaj	March 27, 2024	Appointment as Assistant Vice President - HR

Payment or benefit to officers of our Company

No non-salary related amount or benefit has been paid or given since incorporation or intended to be paid or given to any officer of our Company, including our Directors, Key Managerial Personnel and Senior Management other than in the ordinary course of their employment. For further details, see ***“Our Management - Terms of Appointment of Executive Directors of our Company”*** on page 389.

Employee stock option

For details of the RSU Scheme implemented by our Company, see ***“Capital Structure - Issue of Equity Shares under employee stock option schemes”*** on page 126.

OUR PROMOTERS AND PROMOTER GROUP

Our Promoters

Rajesh Jain, Vaishali Jain, and Pramod Plastic Industries Private Limited are the Promoters of our Company. As on the date of this Draft Red Herring Prospectus, our Promoters' shareholding in our Company is as follows:

Sl. No.	Name of the Promoter	Number of Equity Shares of face value of ₹10 each	Percentage of the pre-Offer issued, subscribed and paid-up Equity Share capital (%)	Number of Equity Shared of face value of ₹10 each on a fully-diluted basis	Percentage of the pre-Offer issued, subscribed and paid-up Equity Share capital on a fully- diluted basis (%) [*]
1.	Rajesh Jain	39,648,600	67.22%	39,648,600	58.47%
2.	Vaishali Jain	500	Negligible	500	Negligible
3.	Pramod Plastic Industries Private Limited	4,000,050	6.78%	9,570,650 [#]	14.11 %
Total		43,649,150	74.00%	49,219,750	72.58

^{*} As on date of this Draft Red Herring Prospectus an aggregate of 65,058 CCPS of Neokraft Global Private Limited and 111,412 CCPS of Pramod Plastic Industries Private Limited will be converted into 3,252,900 Equity Shares and 5,570,600 Equity Shares respectively prior to filing of the Red Herring Prospectus with the RoC, in accordance with Regulation 5(2) of the SEBI ICDR Regulations.

[#] Assuming conversion of 111,412 CCPS into Equity Shares prior to the filing of the Red Herring Prospectus with the RoC.

For details, see “**Details of the Shareholding of our Directors, our Promoters, members of our Promoter Group, our Key Managerial Personnel, our Senior Management, directors of our Corporate Promoters and Selling Shareholders**” on page 139.

Details of our Promoters are as follows:

Details of the Individual Promoters:

Rajesh Jain

	Rajesh Jain, aged 54 years, is a Promoter, and is also the Chairman and Managing Director of our Company. He is a resident of 4, 3rd Avenue, Bandh Road, Chandanhola, Chattarpur, South Delhi, Delhi – 110074, India DIN: 01481291 Date of birth: October 26, 1971 Permanent account number: AAGPJ8169H For the complete profile of Rajesh Jain, along with details of his educational qualifications, professional experience, positions/posts held in the past and directorships held, business and financial activities, other ventures and special achievements, as applicable, see “Our Management – Board of Directors” on page 386.

Vaishali Jain

	Vaishali Jain, aged 53 years, is a Promoter, and is also the Non-Executive Director of our Company. She is a resident of 4, 3rd Avenue, Bandh Road, Chandanhola, Chattarpur, South Delhi, Delhi – 110074, India DIN: 01481308 Date of birth: August 5, 1972 Permanent account number: AAGPJ8170J For the complete profile of Vaishali Jain, along with details of her educational qualifications, professional experience, position/posts held in the past and directorships held, business and financial activities, other ventures and special achievements, as applicable, see “Our Management – Board of Directors” on page 386.

Our Company confirms that the permanent account numbers, bank account numbers, Aadhaar card numbers, driving license numbers and passport numbers of Rajesh Jain and Vaishali Jain, to the extent available, shall be submitted to the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus. Our Promoter – Vaishali Jain does not hold a driving license.

Details of the Corporate Promoter:

Pramod Plastic Industries Private Limited (“Pramod Plastics”)

Corporate information

Pramod Plastics was incorporated in the year 1978 under Companies Act, 1956 and a certificate of incorporation was granted by the Registrar of Companies, Delhi & Haryana at New Delhi on July 31, 1978. The Corporate Identification Number and Permanent Account Number are U74899DL1978PTC009155 and AAACP3948H respectively. The registered office of Pramod Plastics is situated at House No 28 (back portion) Vasudha enclave, Pitampura, North-West, Delhi -110034, India.

Nature of business activities of Pramod Plastics

Pramod Plastics is engaged in the business of manufacture, sale, export and import the spare parts and accessories made of glass, plastic and iron. There has been no change in the business activities of Pramod Plastics.

Board of directors of Pramod Plastics

The board of directors of Pramod Plastics as on the date of this Draft Red Herring Prospectus are as follows:

Sl. No.	Name of Director	Designation
1.	Rajesh Jain	Director
2.	Vaishali Jain	Director

Shareholding pattern of Pramod Plastics

The shareholding pattern of Pramod Plastics as on the date of this Draft Red Herring Prospectus is as provided below:

Sl. No.	Name of Shareholder	Number of equity shares of face value of ₹ 100 each	Percentage of shareholding (%)
1.	Rajesh Jain	29,900	99.67%
2.	Vaishali Jain	100	0.33%

Details of change in control of Pramod Plastics

There has been no change in the control of Pramod Plastics in the three years preceding the date of this Draft Red Herring Prospectus.

Promoter of Pramod Plastics

The promoters of Pramod Plastics are Rajesh Jain and Vaishali Jain.

Our Company confirms that the permanent account number, bank account number, company identification number of Pramod Plastics along with the addresses of the relevant registrar of companies where Pramod Plastics is registered will be submitted to the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus.

Change in the management control of our Company

There has been no change in the management control of our Company in the five years preceding the date of this Draft Red Herring Prospectus. For details in relation to the shareholding of our Promoters and Promoter Group, and changes in the shareholding of our Promoters, including in the five years preceding the date of this Draft Red Herring Prospectus, see “**Capital Structure**” on page 116.

Other ventures of our Promoters

Other than as disclosed in “**Our Promoters and Promoter Group – Entities forming part of our Promoter Group**” below and in section “**Our Management – Other Directorships**” on page 386, our Promoters are not involved in any other ventures.

Interests of our Promoters and Common Pursuits

Our Promoters are interested in our Company to the extent: (i) that they have promoted our Company; (ii) of their direct and indirect shareholding in our Company, the shareholding of their relatives and entities in which our Promoters are interested and which hold Equity Shares in our Company; (iii) dividends and other distributions in respect of the Equity Shares held by our Promoters; (iv) of their directorship in our Company, as applicable; and (v) of his remuneration and employment benefits for being the directors in our Company, as applicable. For further details, see “**Capital Structure**” on page 116. Additionally, our Promoters may be interested in transactions entered into by our Company with them, their relatives or other entities (i) in which they hold shares, directly or indirectly, or (ii) which are controlled by which are controlled by our Promoters. For further details, see “**Our Management – Interest of Directors**” and “**Restated Financial Information – Note no. 39 - Related Party Transactions**” on pages 390 and 452 of this Draft Red Herring Prospectus.

Our Promoters are not interested as a member of a firm or company and no sum has been paid or agreed to be paid to our Promoters or to any such firm or company in cash or shares or otherwise by any person either to induce them to become, or to qualify them as, a director, or otherwise, for services rendered by such Promoters or by such firm or company in connection with the promotion or formation of our Company.

Except as disclosed below, there are no other entities forming part of our Promoter Group that are engaged in business activities similar to those of our Company:

*Neokraft Global Private Limited is engaged in the manufacture and export of home lighting products, an area of business that our Company is also involved in, though it does not represent our primary line of operations. To prevent any potential conflicts of interest, our Company has entered into Non-Compete Agreement dated December 23, 2025 with our Promoter, Chairman and Managing Director - Rajesh Jain, our Promoter and Non-Executive Director - Vaishali Jain, our Promoter - Pramod Plastic Industries Private Limited and our Group Company and Promoter Group entity - Neokraft Global Private Limited (collectively (“**Restricting Parties**”)). Under the Non-Compete Agreement, the parties have mutually agreed that our Company will concentrate on the domestic home lighting market, while Neokraft Global Private Limited will focus exclusively on the export segment.*

Our Company will adopt the necessary procedures and practices as permitted by law to address any conflict situation as and when it arises.

Interest in property, land, construction of building and supply of machinery

Our Promoters have no interest in any property acquired by our Company during the three years immediately preceding the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

Except as disclosed below, our Promoters do not have any direct or indirect interest in the properties that our Company has taken on lease:

Our Company has entered into Registered Office Rent Agreement dated September 19, 2025 with our Promoter, Chairman and Managing Director - Rajesh Jain, and our Promoter and Non-Executive Director - Vaishali Jain, in relation to the Registered Office of our Company for a period of three years. Pursuant to the Registered Office Rent Agreement, our Company has agreed to pay a monthly rent of ₹ 0.68 million.

Payment or benefits to Promoters or Promoter Group

Except in the ordinary course of business and as disclosed below and as stated in “*Restated Financial Information – Note no. 39 - Related Party Transactions*” and “*Our Management- Terms of Appointment of Executive Directors of our Company*” on pages 452 and 389, respectively, there has been no payment or benefits by our Company to our Promoters or any of the members of the Promoter Group during the two years preceding the date of this Draft Red Herring Prospectus nor is there any intention to pay or give any benefit to our Promoters or Promoter Group as on the date of this Draft Red Herring Prospectus:

Our Promoter, Chairman and Managing Director - Rajesh Jain, and our Promoter and Non-Executive Director - Vaishali Jain, in their capacity as partners of Neolite Industries, our Promoter Group entity, have entered into a trademark licence agreement dated December 23, 2025 with our Company, pursuant to which they have licensed certain intellectual property to our Company. Under the said agreement, they are entitled to receive an aggregate annual royalty of ₹ 0.005 million for the use of the licensed intellectual property. For further details, see “*Government and Other Approvals – Intellectual Property*” on page 521.

Companies or firms with which our Promoters have disassociated in the last three years

Our Promoters have not dissociated themselves from any companies or firms in the three years preceding the date of this Draft Red Herring Prospectus.

Material guarantees

As on the date of this Draft Red Herring Prospectus, our Promoters have not given any material guarantee to any third party with respect to the Equity Shares.

Conflict of Interest

There is no conflict of interest between the Promoters or any of the members of the Promoter Group and the lessors of immovable properties of our Company (who are crucial for the operations of our Company).

There is no conflict of interest between the Promoters or any of the members of the Promoter Group and the suppliers of raw materials and third-party service providers of our Company (who are crucial for the operations of our Company).

Confirmations

Our Promoters and members of our Promoter Group have not been declared Wilful Defaulters or Fraudulent Borrowers by any bank or financial institution or consortium thereof, in accordance with the guidelines on Wilful Defaulters or Fraudulent Borrowers issued by Reserve Bank of India.

Our Promoters have not been declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018.

Our Promoters and members of our Promoter Group have not been prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any other securities market regulator or any other authority, court or tribunal inside and outside India.

Our Promoters are not and have not been promoters or directors of any other company which is debarred from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

None of the companies, our Promoters are associated with, or companies promoted by any of them, have been delisted or suspended from being traded on the Stock Exchanges in the past.

None of our Promoters and individual members of the Promoter Group appear in the list of directors of struck-off companies by the registrar of companies or MCA.

Promoter Group

In addition to our Promoter, the individuals and entities that form a part of the Promoter Group of our Company in terms of Regulation 2(1) (pp) of the SEBI ICDR Regulations are set out below:

Natural persons who are part of our Promoter Group (other than our Promoters):

The natural persons who are part of our Promoter Group, other than our Promoters, are as follows:

Sl. No.	Name of the Promoter	Name of member of our Promoter Group	Relationship with our Promoter
1.	Rajesh Jain	Pranav Jain	Son
		Vasundhara Arya	Daughter
		Suhasini Goyal	Daughter
		Sunita Jain	Sister
		Savita Jain	Sister
		Vanita Jain	Sister
		Neelam Jain	Sister
		Anita Jain	Sister
		Sarita Jain	Sister
		Veena Jain	Sister
		Subhash Chand Jain	Spouse's father
		Vijay Luxmi Jain	Spouse's mother
		Manish Jain	Spouse's brother
2.	Vaishali Jain	Subhash Chand Jain	Father
		Vijay Luxmi Jain	Mother
		Manish Jain	Brother
		Pranav Jain	Son
		Vasundhara Arya	Daughter
		Suhasini Goyal	Daughter
		Anita Jain	Spouse's sister
		Sarita Jain	Spouse's sister
		Veena Jain	Spouse's sister
		Sunita Jain	Spouse's sister
		Savita Jain	Spouse's sister
		Vanita Jain	Spouse's sister
		Neelam Jain	Spouse's sister

Persons whose shareholding is aggregated under the heading "Shareholding of the promoter group" as per regulation 2(1)(pp)(v) of the SEBI ICDR Regulations:

Nil

Entities forming part of the Promoter Group

The entities forming part of our Promoter Group are as follows:

S. No	Name of Entities
1.	Neokraft Global Private Limited
2.	Raja's Raneer Venture Private limited
3.	Neolite Industries
4.	P.P. Brothers
5.	Parasnath Enterprises
6.	Ashok Automats
7.	Synthetic Laminates
8.	Jain Wire Links
9.	Royal Silk Splendour Private Limited
10.	Aryamond Luxe Loft Private Limited
11.	Neo Metal and Electrical Industries Private Limited
12.	Treedom Foods

OUR GROUP COMPANIES

In terms of the SEBI ICDR Regulations, the term “group companies”, includes (i) such companies (other than promoters and subsidiaries with which there were related party transactions during the period for which financial information is disclosed, as covered under applicable accounting standards, and (ii) any other companies considered material by the board of directors of the relevant issuer company.

In respect of (ii) above, pursuant to the Materiality Policy a company has been identified as a group company if: (i) such company is a member of the promoter group in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations; and (ii) our Company has entered into one or more transactions with such company during the last fiscal year, in respect of which Restated Financial Information are included in the Offer Documents, which cumulatively exceeds 10% of the total income of our Company for the last fiscal year derived from the Restated Financial Information, and any other company as may be identified as material by the Board.

Accordingly, in terms of the Materiality Policy, our Board by way of its resolution dated December 23, 2025 has resolved that as on the date of this Draft Red Herring Prospectus, following are the Group Companies of our Company in terms of the SEBI ICDR Regulations:

1. Neokraft Global Private Limited
2. ZKW Lichtsysteme GmbH
3. Raja’s Ranee Infinities Private Limited (*formerly known as Ranee Polymer Private Limited*)

Details of our Group Companies

Neokraft Global Private Limited

Corporate Information

The registered office of Neokraft Global Private Limited is situated at N-13 2nd Floor, NDSE-I, South Delhi, New Delhi, Delhi - 110049, India

Financial Information

In accordance with the SEBI ICDR Regulations, the financial information based on the audited statement for last three financial years and with respect to: (i) reserves (excluding revaluation reserve); (ii) sales; (iii) profit after tax; (iv) earnings per share; (v) diluted earnings per share; and (vi) net asset value extracted from their respective audited standalone financial statements (as applicable) are available at the website of our Company i.e., www.neolitezkw.com.

ZKW Lichtsysteme GmbH

Corporate Information

The registered office of ZKW Lichtsysteme GmbH is situated at Rottenhauser Straße 8, 3250 Wieselburg, Austria.

Financial Information

ZKW Lichtsysteme GmbH follows a calendar year of accounting, accordingly, the financial statements for calendar year 2025 are not available. Further, information relating to (i) earnings per share, (ii) diluted earnings per share, and (iii) net asset value is not available for this Group Company.

In accordance with the SEBI ICDR Regulations, the financial information based on the audited statement for last three financial years and with respect to: (i) reserves (excluding revaluation reserve); (ii) sales; and (iii) profit after tax, extracted from their respective audited standalone financial statements (as applicable) are available at the website of our Company i.e., www.neolitezkw.com.

Raja’s Ranee Infinities Private Limited (*formerly known as Ranee Polymer Private Limited*)

Corporate Information

The registered office of Raja's Rancee Infinities Private limited (*formerly known as Rancee Polymer Private Limited*) is situated at C-1/47, Safdarjung Development Area, New Delhi, Delhi - 110016, India.

Financial Information

In accordance with the SEBI ICDR Regulations, the financial information based on the audited statement for last three financial years and with respect to: (i) reserves (excluding revaluation reserve); (ii) sales; (iii) profit after tax; (iv) earnings per share; (v) diluted earnings per share; and (vi) net asset value extracted from their respective audited standalone financial statements (as applicable) are available at the website: https://www.rajaranceeventure.com/assets/img/rajas_rancee_infinities_pvt_ltd.pdf

Nature and extent of interests of our Group Companies

In the promotion of our Company

None of our Group Companies have any interest in the promotion or formation of our Company.

In the properties acquired by our Company in the past three years before filing this Draft Red Herring Prospectus or proposed to be acquired by our Company

Our Group Companies are not interested in any property acquired by our Company in the three years preceding the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company.

In transactions for acquisition of land, construction of building and supply of machinery, etc

Except as disclosed under "**Restated Financial Information – Note no. 39 - Related Party Transactions**" on page 452 and in the ordinary course of business, our Group Companies are not interested in any transaction for acquisition of land, construction of building or supply of machinery, etc entered into by our Company.

Business interest of our Group Companies

Except as disclosed under "**Restated Financial Information – Note no. 39 - Related Party Transactions**" on page 452 and in the ordinary course of business, our Group Companies do not have any business interest in our Company.

Related business transactions

Except as disclosed in "**Restated Financial Information – Note no. 39 - Related Party Transactions**" on page 452, there are no other related business transactions with our Group Companies which are significant to the financial performance of our Company.

Common pursuits among our Group Companies

Except as disclosed below, there are no common pursuits between any of our Group Companies and our Company:

1. Neokraft Global Private Limited is engaged in the manufacture and export of home lighting products, an area of business that our Company is also involved in, though it does not represent our primary line of operations. To prevent any potential conflicts of interest, our Company has entered into Non-Compete Agreement dated December 23, 2025 with our Promoter, Chairman and Managing Director - Rajesh Jain, our Promoter and Non-Executive Director - Vaishali Jain, our Promoter - Pramod Plastic Industries Private Limited and our Group Company and Promoter Group entity - Neokraft Global Private Limited (collectively "**Restricting Parties**"). Under the Non-Compete Agreement, the parties have mutually agreed that our Company will concentrate on the domestic home lighting market, while Neokraft Global Private Limited will focus exclusively on the export segment.
2. ZKW Lichtsysteme GmbH is engaged in the business of development, manufacture and distribution of products for automotive industry, which is similar to the business of our Company.

For further details, see "**Risk Factor - Some of our Directors and Promoters have interests in entities operating in similar businesses, which may create actual or potential conflicts of interest, and their decisions may not**

always align with those of other Shareholders and could result in actions that adversely affect our business, financial condition, results of operations and cash flows.” on page 67”.

Our Company will adopt the necessary procedures and practices, as required under applicable law, to address any situations of conflict of interest, if and when they arise.

Litigation

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

Other confirmations

Our Group Companies do not have any securities listed on any stock exchange.

There are no conflicts of interest between our Group Companies and any lessors of immovable properties taken on lease by our Company (crucial for the operations of our Company).

There are no conflicts of interest between our Group Companies and any suppliers of raw materials and third-party service providers (crucial for the operations of our Company).

DIVIDEND POLICY

The declaration and payment of dividends on our Equity Shares, if any, will be recommended by our Board and approved by our Shareholders, at their discretion, subject to the provisions of the Articles of Association and the applicable laws including the Companies Act, read with the rules notified thereunder, each as amended. We may retain all our future earnings, if any, for purposes to be decided by our Company, subject to compliance with the provisions of the Companies Act. The quantum of dividend, if any, will depend on a number of factors, including but not limited to the financial parameters considered by the Board including the availability of profit, the financial performance of our Company for the relevant year, the return on invested capital, the magnitude of earnings, the operating cash flow, the overall liquidity position including working capital requirements and debt-servicing obligations, the likelihood of crystallisation of contingent liabilities, the capital expenditure requirements such as replacement of existing assets, expansion, modernisation, or augmentation of capital assets including major sustenance and growth initiatives, the past dividend payout ratio and trends, and any other material factors or events that the Board of Directors may deem relevant prior to recommending or declaring dividend. Further, the external factors taken into account by the Board of Directors include, prevailing macroeconomic conditions, shareholders' expectations, applicable statutory provisions and guidelines including restrictions under the Companies Act relating to dividend declaration, and the overall performance of the sector. The Board of Directors further considers future uncertainties and potential industrial downturns, government policies, the cost of financing, broader global conditions, and the tax implications associated with dividend distribution. Additionally, the Board of Directors may review the dividend payout ratios of competitors, along with any other external factor that could significantly influence or impact our Company's financial position or operations. The internal factors assessed by the Board of Directors include, the growth rate of past earnings, past performance, and the reputation of our Company, together with the growth rate of projected earnings. Consideration is also given to plans for expansion and modernization of the existing business, the need for investment in research and development, and our Company's working capital requirements, evaluation of proposed mergers and acquisitions, covenants in loan agreements, broader plans concerning business expansion and growth, and the long-term strategy of conserving cash to support sustained growth. Further, the Board of Directors considers the dividend approach adopted, whether residual, stability-based, or hybrid.

Our Company has, by way of a resolution of the Board of Directors dated December 9, 2025, adopted a formal dividend distribution policy. In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under our current or future loan or financing documents. The amounts declared as dividends in the past are not necessarily indicative of our dividend amounts, if any, in the future.

For more information on restrictive covenants under our current loan agreements, see "**Financial Indebtedness**" on page 507. Our Company may pay dividend by cheque, or electronic clearance service, as will be approved by our Board in the future. Our Board may also declare interim dividend from time to time. Further, our Company has not paid any dividend on the Equity Shares during the last three Financial Years, the three months ended June 30, 2025, and the period from July 1, 2025, until the date of this Draft Red Herring Prospectus.

SECTION V – FINANCIAL INFORMATION
RESTATED FINANCIAL INFORMATION

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INDEPENDENT AUDITOR'S EXAMINATION REPORT ON THE RESTATED FINANCIAL INFORMATION

To
The Board of Directors
Neolite ZKW Lightings Limited
[Formerly known as Neolite ZKW Lightings Private Limited]
N-13, 2nd Floor
South Extension Part-I,
South Delhi, Delhi-110049

Dear Sirs,

1. We, V Sachdeva & Associates, Chartered Accountants ("we" or "us") have examined the attached Restated Financial Information of Neolite ZKW Lightings Limited [Formerly known as Neolite ZKW Lightings Private Limited] (the "Company" or the "Issuer"), comprising of the Restated Statement of Assets and Liabilities as at June 30, 2025, March 31, 2025, March 31, 2024 and March 31, 2023, the Restated Statements of Profit and Loss (including other comprehensive income), the Restated Statement of Changes in Equity, the Restated Statement of Cash Flows for the three months period ended June 30, 2025 and for the years ended March 31, 2025, March 31, 2024 and March 31, 2023, the Summary Statement of Material Accounting Policies, and other explanatory information (collectively, the "Restated Financial Information"), as approved by the Board of Directors of the Company at their meeting held on December, 23 2025 for the purpose of inclusion in the draft red herring prospectus ("DRHP") prepared by the Company in connection with its proposed Initial Public Offer of equity shares ("IPO") prepared in terms of the requirements of:
 - a) Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended from time to time (the "Act");
 - b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and
 - c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").

Management's Responsibility for the Restated Financial Information

1. The Company's Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the DRHP to be filed with Securities and Exchange Board of India ("SEBI"), National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") (BSE and NSE collectively referred to as, "Stock Exchanges") in connection with the proposed IPO. The Restated Financial Information have been prepared by the management of the Company on the basis of preparation stated in Note 1 to the Restated Financial Information. The responsibility of the Board of Directors of the Company includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The Board of Directors are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.

Auditor's Responsibilities

2. We have examined such Restated Financial Information taking into consideration:

- a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated May 12, 2025 read with addendum dated September 16, 2025 in connection with the proposed IPO of equity shares of the Company;
- b) The Guidance Note: The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
- c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and
- d) The requirements of Section 26 of the Act and the ICDR Regulations.

Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

3. These Restated Financial Information have been compiled by the management from

- a) Audited special purpose interim financial statements of the Company as at and for the three months period ended June 30, 2025 (“**Special Purpose Interim Financial Statements**”) prepared in accordance with Indian Accounting Standard (“**Ind AS**”) 34 "Interim Financial Reporting", specified under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended and other accounting principles generally accepted in India, except for the presentation of comparative financial information in accordance with Ind AS 34 which have been approved by the Board of Directors at their meeting held on December 23, 2025.
- b) Audited financial statements of the Company as at and for the year ended March 31, 2025, prepared in accordance with the Ind AS as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on September 29, 2025.
- c) Audited Special Purpose Financial Statements of the Company as at and for the years ended March 31, 2024 and March 31, 2023 (both hereinafter referred to as “Special Purpose Financial Statements”) prepared in accordance with the Ind AS as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on December 23, 2025.

4. For the purpose of our examination, we have relied on

- a) Auditors’ report issued by us dated December 23, 2025 on the Special Purpose Interim Financial Statements of the Company as at and for the three months period ended June 30, 2025 as referred in Paragraph 3 (a) above;

Our report on the Special Purpose Interim Financial Statements of the Company as of June 30, 2025 expresses an unmodified opinion and includes an Emphasis of Matter as reproduced below:

Without modifying our opinion, we draw attention to Note 1 to the Special Purpose Interim Financial Statements, which describes the basis of its preparation. These Special Purpose Interim Financial Statements have been prepared by the Company’s management solely for the preparation of the Restated Financial Information of the Company for the three months ended June 30, 2025 to be included in the DRHP which is to be filed by the Company with SEBI, Stock Exchanges and Registrar of Companies, as per the requirements of Section 26 of Part I of Chapter III of the Act, read with the ICDR Regulations, in connection with the proposed initial public offering of the Company’s equity shares. Therefore, these Special Purpose Interim Financial Statements may not be suitable for any other purpose. Our report is issued solely for the

aforementioned purpose, and accordingly, should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent.

- b) Auditors' report issued by us dated September 29, 2025 on the financial statements of the Company as at and for the year ended March 31, 2025 as referred in Paragraph 3 (b) above;

Our report on the financial statements of the Company as of 31 March 2025 expresses an unmodified opinion and includes an other matter as reproduced below:

Other matters

Without qualifying our opinion on the financial statements, we draw attention to the following matter. As stated in Note 56 to the financial statements, the Company did not appoint an internal auditor for the financial year ended March 31, 2024, as required by Section 138 of the Companies Act, 2013. The Company has since rectified this non-compliance by appointing an internal auditor for the current financial year. Our report on the Companies (Auditor's Report) Order, 2020 ("CARO") for the year ended March 31, 2024 has been qualified on this matter.

Our report on the audited financial statements of the Company as of March 31, 2025 expresses an unmodified opinion and does not contain any qualification requiring adjustments. Moreover, those qualifications relating to audit trail feature not enabled for application's underlying database and qualifications in the Companies (Auditor's Report) Order, 2020 issued by the Central Government of India in terms of sub section (11) of Section 143 of the Act which do not require any corrective adjustments in Restated Financial Information have been disclosed in Note 49 (D) to the Restated Financial Information;

- c) Auditors' reports issued by us dated December 23, 2025 on the Special Purpose financial statements of the Company as at and for the years ended March 31, 2024 and March 31, 2023 respectively as referred in Paragraph 3 (c) above.

Our report on the Special Purpose Financial Statements of the Company as at and for the years ended March 31, 2024 and March 31, 2023 expresses an unmodified opinion and includes Emphasis of matter-Basis of Preparation and Restriction on Distribution of Use and an Other matter as reproduced below:

Emphasis of matter-Basis of Preparation and Restriction on Distribution of Use

Without modifying our opinion, we draw attention to Note 1 to the Special Purpose Financial Statements, which describes the basis of its preparation. The Special Purpose Financial Statements have been prepared by management solely for the preparation of the restated financial information for the years ended March 31, 2024 and March 31, 2023 to be included in the DRHP which is to be filed by the Company with SEBI and Stock Exchanges as per the requirements of Section 26 of Part I of Chapter III of the Act, read with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, in connection with the proposed Initial Public Offer ("IPO") of equity shares of the Company. Therefore, these Special Purpose Financial Statements may not be suitable for any other purpose. Our report is issued solely for the aforementioned purpose, and accordingly, should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent.

Other matters

The Company has prepared the audited financial statements for the years ended March 31, 2024 and March 31, 2023 in accordance with the Accounting Standards prescribed under section 133 of the Act read with rule 7 of the Companies (Accounts) Rules, 2014 (as amended) (both together hereinafter referred to as the "Statutory Indian GAAP financial statements"), on which we have issued unmodified opinions vide our auditor's reports dated September 24, 2024 and September 22, 2023, respectively, to the members of the Company. The said Statutory Indian GAAP financial statements have been adjusted for the differences in the accounting principles on transition to Indian Accounting Standards as specified under Companies (Indian Accounting Standards) Rules 2015, as further described in Note 1 to the Special Purpose Financial Statements, and such adjustments have also been audited by us. Our opinion is not modified in respect of this matter.

5. Based on our examination and according to the information and explanation given to us, we report that the Restated Financial Information;
- a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the years ended March 31, 2025, March 31, 2024 and March 31, 2023 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the three months period ended June 30, 2025; and
 - b) does not contain any qualification requiring adjustment; however, those qualifications / observations in the Companies (Auditor's Report) Order, 2020 issued by the Central Government of India in terms of sub section (11) of section 143 of the Act and reporting under Rule 11(g) of the Companies (Audit and Auditors Rules, 2014 (as amended) which do not require any corrective adjustments in the Restated Financial Information have been disclosed in Note 49 (D) to the Restated Financial Information; and
 - c) have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
7. The Restated Financial Information do not reflect the effects of events that occurred subsequent to the dates of the reports on the Audited Special Purpose Interim Financial Statements as at and for the three months period ended June 30, 2025, Audited financial statements as at and for the year ended March 31, 2025, and Audited Special Purpose Financial Statements as at and for the years ended March 31, 2024 and March 31, 2023 as mentioned in paragraph 3 above except for the effects of the share split/bonus as described in Note 54 to the Restated Financial Information.
8. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
9. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
10. Our report is intended solely for use of the Board of Directors for inclusion in the DRHP to be filed with Securities and Exchange Board of India SEBI and Stock Exchanges in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing.

For V. Sachdeva & Associates
Chartered Accountants
Firm Registration Number: 004417N

V. Sachdev
Proprietor
(Membership No. 083435)
UDIN-25083435QLCDUY6824

Place: New Delhi
Dated: December 23, 2025

NEOLITE ZKW LIGHTINGS LIMITED (formerly known as Neolite ZKW Lightings Private Limited)
(CIN U74899DL1992PLC050702)

Annexure I - Restated Statement of Assets and Liabilities

(All amounts in Rs. millions, except share data and per share data, and unless otherwise stated)

Particulars	Note	As at 30 June 2025	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Assets					
Non-current assets					
Property, plant and equipment	2	1,596.15	1,585.74	1,317.13	1,150.53
Capital work-in-progress	2	26.07	34.49	10.09	-
Right-of-use assets	3	53.49	53.52	50.10	31.09
Intangible assets	4	3.73	3.81	4.55	8.44
Financial Assets					
(i) Investments	5	-	-	0.04	0.03
(ii) Loans	7	4.19	2.16	1.76	2.67
(iii) Other financial assets	8	26.65	22.86	14.67	16.04
Other non-current assets	9	190.54	58.72	97.05	16.40
Total non-current assets		1,900.82	1,761.30	1,495.39	1,225.20
Current assets					
Inventories	10	647.74	611.85	419.61	440.52
Financial Assets					
(i) Investments	5	154.67	53.21	-	-
(ii) Trade receivables	6	916.65	989.28	852.54	968.49
(iii) Cash and cash equivalents	11	192.24	282.58	382.88	276.98
(iv) Bank balances other than (iii) above	11a	100.40	98.96	13.10	4.96
(v) Loans	7	4.74	6.38	7.00	50.06
(vi) Other financial assets	8	19.82	18.51	31.99	20.20
Other current assets	9	450.37	353.40	238.43	156.97
Total current assets		2,486.63	2,414.17	1,945.55	1,918.18
Total assets		4,387.45	4,175.47	3,440.94	3,143.38
Equity and Liabilities					
Equity					
Equity share capital	12	117.97	117.97	117.97	117.97
Instruments entirely equity in nature (CCPS)	12	17.65	17.65	17.65	17.65
Other equity	13	1,899.86	1,683.45	1,161.66	971.26
Total equity		2,035.48	1,819.07	1,297.28	1,106.88
Liabilities					
Non-current liabilities					
Financial Liabilities					
(i) Borrowings	14	516.51	506.77	523.41	515.36
(ii) Lease liabilities	15	29.88	27.45	36.96	16.91
Provisions	18	64.76	46.20	32.41	28.60
Deferred tax liabilities (net)	19	67.25	59.50	62.39	59.86
Total non-current liabilities		678.40	639.92	655.17	620.73
Current liabilities					
Financial Liabilities					
(i) Borrowings	20	367.96	462.84	403.45	612.58
(ii) Lease liabilities	15	16.23	18.97	14.78	15.38
(iii) Trade payables					
- Total outstanding dues of micro and small enterprises	16	135.05	104.67	43.44	249.12
- Total outstanding dues of creditors other than micro and small enterprises	16	449.73	416.51	630.59	413.77
(iv) Other financial liabilities	17	109.36	119.10	81.75	64.18
Provisions	18	13.60	20.56	11.44	13.70
Other current liabilities	21	506.55	544.38	294.95	44.02
Current tax liabilities (net)	22	75.09	29.45	8.09	3.02
Total Current liabilities		1,673.57	1,716.48	1,488.49	1,415.77
Total liabilities		2,351.97	2,356.40	2,143.66	2,036.50
Total equity and liabilities		4,387.45	4,175.47	3,440.94	3,143.38

Material accounting policies and notes to Restated Financial Information. '1-56

The accompanying notes form an integral part of the Restated Financial Information.

As per our report of even date

for V. Sachdeva & Associates

Chartered Accountants

Firm Registration Number: 004417N

For and on behalf of the Board of Directors

V. Sachdev
Proprietor
(Membership No. 083435)
UDIN- 25083435QLCDUY6824

Rajesh Jain
Chairman & Managing Director
DIN: 01481291

Vaishali Jain
Director
DIN: 01481308

Place: New Delhi
Date: 23 December 2025

Arun Kumar Jain
Chief Financial Officer

Brajesh Kumar Tiwary
Company Secretary

NEOLITE ZKW LIGHTINGS LIMITED (formerly known as Neolite ZKW Lightings Private Limited)
(CIN U74899DL1992PLC050702)

Annexure II - Restated Statement of Profit and Loss (including other comprehensive income)

(All amounts in Rs. millions, except share data and per share data, and unless otherwise stated)

Particulars	Note	For the period ended 30 June 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
INCOME					
Revenue from operations	23	1,248.55	5,120.75	4,029.87	4,053.80
Other income	24	5.77	17.15	5.88	8.73
TOTAL INCOME		1,254.32	5,137.90	4,035.75	4,062.53
EXPENSES					
Cost of raw materials and components consumed	25	492.90	2,372.79	2,139.12	2,241.30
Purchase of stock in trade	26	4.88	369.26	43.00	17.18
Change in inventory of finished goods, work in progress and stock in trade	27	(54.22)	(139.50)	26.67	261.25
Employee benefits expense	28	237.10	728.47	610.62	457.86
Finance costs	29	14.53	75.16	92.71	82.56
Depreciation and amortization expenses	30	50.63	183.92	154.83	131.58
Other expenses	31	199.46	825.14	705.66	660.67
TOTAL EXPENSES		945.27	4,415.23	3,772.60	3,852.40
Profit before tax		309.05	722.67	263.15	210.13
Tax expense:					
Current tax	34	78.69	197.27	70.11	60.24
Deferred tax liability/(assets)	34	7.75	(2.89)	2.54	(7.24)
(Excess)/short tax provision for earlier years	34	-	0.05	(0.05)	1.27
Total tax expense		86.44	194.43	72.60	54.28
Profit after tax for the period/year from continuing operations		222.61	528.24	190.54	155.85
Other comprehensive income/(loss):					
Items that will not be reclassified subsequently to statement of profit and loss:					
Defined benefit plan remeasurements		(8.24)	(8.72)	(0.19)	(0.86)
Income tax relating to items that will not be reclassified to profit or loss		2.04	2.27	0.05	0.24
		(6.20)	(6.45)	(0.14)	(0.61)
Items that will be reclassified subsequently to the statement of profit and loss		-	-	-	-
Other comprehensive income for the period/year (net of tax)		(6.20)	(6.45)	(0.14)	(0.61)
Total comprehensive income for the period/year (net of tax)		216.41	521.79	190.41	155.24
Basic earnings per equity share (Nominal value Rs 10 per share)	37	3.77	8.96	3.23	2.64
Diluted earnings per equity share (Nominal value Rs 10 per share)	37	3.28	7.79	2.81	2.30

Material accounting policies and notes to Restated Financial Information. '1-56
The accompanying notes form an integral part of the Restated Financial Information.

As per our report of even date
for V. Sachdeva & Associates
Chartered Accountants
Firm Registration Number: 004417N

For and on behalf of the Board of Directors

V. Sachdev
Proprietor

(Membership No. 083435)
UDIN- 25083435QLCDUY6824

Rajesh Jain
Chairman &
Managing Director
DIN: 01481291

Vaishali Jain
Director
DIN: 01481308

Place: New Delhi
Date: 23 December 2025

Arun Kumar Jain
Chief Financial
Officer

Brajesh Kumar Tiwary
Company Secretary

NEOLITE ZKW LIGHTINGS LIMITED (formerly known as Neolite ZKW Lightings Private Limited)
(CIN U74899DL1992PLC050702)

Annexure III - Restated Statement of Cash Flows

(All amounts in Rs. millions, except share data and per share data, and unless otherwise stated)

Particulars	For the period ended 30 June 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Cash flows from operating activities				
Profit before tax	309.05	722.67	263.15	210.13
Adjustments for:				
Depreciation and amortization expenses	50.63	183.92	154.83	131.58
Unrealised foreign exchange loss	4.57	11.26	7.42	19.72
Impairment allowance for doubtful debts	1.00	4.05	8.33	0.39
Provision for warranties	1.21	5.02	-	0.42
Loss/(profit) on disposal of property, plant and equipments	(0.78)	0.25	(0.07)	(1.13)
Finance costs	14.53	75.16	92.71	82.56
Interest income	(2.81)	(13.04)	(3.66)	(7.49)
Bad debts written off	0.26	3.97	0.01	0.16
Gain on derecognition of right of use assets and lease liabilities on account of termination and modification of leases	(0.73)	(0.41)	(0.98)	-
Net (gain)/loss on fair valuation of investments carried at fair value through profit & loss	(1.45)	(3.18)	(0.01)	0.00
Capital advances written off	-	-	-	4.05
Operating profit before working capital changes	375.49	989.67	521.73	440.39
Adjustment for changes in working capital:				
(Increase)/decrease in loans (non-current)	(2.03)	(0.40)	0.91	30.48
(Increase)/decrease in other financial assets (non-current)	(5.32)	(2.40)	1.37	(1.89)
(Increase)/decrease in inventories	(35.89)	(192.24)	20.91	239.76
(Increase)/decrease in trade receivables	72.28	(147.04)	107.61	2.33
(Increase)/decrease in loans (current)	1.64	0.62	43.06	(16.15)
(Increase)/decrease in other current assets	(96.97)	(114.97)	(81.46)	338.36
(Increase)/decrease in other financial assets (current)	0.49	16.34	(11.87)	1.85
Increase in provisions (non-current)	10.32	5.07	3.62	3.24
(Decrease)/increase in trade payables	63.61	(154.30)	7.80	86.75
(Decrease)/increase in other financial liabilities (current)	27.84	(21.87)	27.90	0.01
(Decrease)/increase in provisions (current)	(8.17)	4.10	(2.26)	0.56
(Decrease)/increase in other current liabilities	(37.83)	249.43	250.93	(567.16)
Cash generated from operating activities	365.45	632.02	890.25	558.53
Tax paid	(31.01)	(174.32)	(64.94)	(73.73)
Net cash generated from operating activities	334.44	457.70	825.31	484.80
Cash flows from investing activities				
Payments for purchase of property, plant and equipment, intangible assets, capital work in progress and adjustment for capital advances)	(215.89)	(359.53)	(404.38)	(231.69)
Initial direct cost on leases capitalized under right-of-use assets	-	(10.37)	(0.63)	-
Proceed from sale of property, plant and equipment	1.80	2.12	7.71	2.54
Margin money deposit with original maturity of less than three months	(0.08)	4.04	(7.05)	5.21
Fixed deposits made with banks with original maturity of more than three months but less than twelve months	(1.36)	(89.90)	(1.09)	(0.01)
Fixed deposits made with banks with original maturity of more than twelve months	0.01	(5.44)	-	-
Investment in mutual funds-quoted	(100.00)	(50.00)	-	-
Interest received	0.89	10.52	3.74	7.54
Net cash (used) in investing activities	(314.63)	(498.56)	(401.70)	(216.41)
Cash flows from financing activities				
Proceeds/(repayment) from long-term borrowings (net)	(0.47)	18.96	51.24	18.87
Proceeds/(repayment) of short-term borrowings (net)	(90.16)	16.26	(256.41)	51.41
Payment of lease liabilities (including interest)	(4.74)	(21.70)	(22.67)	(17.48)
Finance costs	(14.78)	(72.98)	(89.85)	(76.48)
Net cash (used) in financing activities	(110.15)	(59.46)	(317.70)	(23.68)
Net increase in cash and cash equivalents	(90.34)	(100.30)	105.90	244.71
Cash and cash equivalents at beginning of the period/year	282.58	382.88	276.98	32.27
Cash and cash equivalents at end of the period/year	192.24	282.58	382.88	276.98

Particulars	For the period ended 30 June 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Components of cash and cash equivalents				
Balances with banks in current account	91.89	80.53	172.14	155.92
Cash on hand	0.35	1.03	0.74	1.06
Fixed deposits with banks with original maturity of less than three months	100.00	201.02	210.00	120.00
Total cash and cash equivalents	192.24	282.58	382.88	276.98

Note:1. The above Statement of cash flows has been prepared under the 'Indirect Method' as set out in Ind AS 7, 'Statement of Cash Flows'.

Note:2. Previous year figures have been regrouped/reclassified wherever necessary to corresponds with the current period classifications/disclosures.

Changes in liabilities arising from financing activities

Particulars	As at 01 April 2025	Cashflows	Non cash changes	As at 30 June 2025
Non current borrowings (including current maturities of Long Term Borrowings) (refer note 14)	721.75	(0.47)	5.49	726.77
Current borrowings (refer note 20)	247.86	(90.16)	-	157.70
Lease liabilities (refer note 15)	46.42	(4.74)	4.43	46.11
Total liabilities from financing activities	1,016.03	(95.37)	9.92	930.58

Note : Non-cash movement includes exchange fluctuation on foreign currency loans and finance charges on lease along with additions and deletions made during the period.

Particulars	As at 01 April 2024	Cashflows	Non cash changes	As at 31 March 2025
Non current borrowings (including current maturities of Long Term Borrowings) (refer note 14)	695.26	18.96	7.53	721.75
Current borrowings (refer note 20)	231.60	16.26	-	247.86
Lease liabilities (refer note 15)	51.74	(21.70)	16.38	46.42
Total liabilities from financing activities	978.60	13.52	23.91	1,016.03

Note : Non-cash movement includes exchange fluctuation on foreign currency loans and finance charges on lease along with additions and deletions made during the year.

Particulars	As at 01 April 2023	Cashflows	Non cash changes	As at 31 March 2024
Non current borrowings (including current maturities of Long Term Borrowings) (refer note 14)	639.93	51.24	4.09	695.26
Current borrowings (refer note 20)	488.01	(256.41)	-	231.60
Lease liabilities (refer note 15)	32.29	(22.67)	42.12	51.74
Total liabilities from financing activities	1,160.23	(227.85)	46.21	978.60

Note : Non-cash movement includes exchange fluctuation on foreign currency loans and finance charges on lease along with additions and deletions made during the year.

Particulars	As at 01 April 2022	Cashflows	Non cash changes	As at 31 March 2023
Non current borrowings (including current maturities of Long Term Borrowings) (refer note 14)	604.22	18.87	16.84	639.93
Current borrowings (refer note 20)	436.60	51.41	-	488.01
Lease liabilities (refer note 15)	33.85	(17.48)	15.92	32.29
Total liabilities from financing activities	1,074.67	52.80	32.76	1,160.23

Note : Non-cash movement includes exchange fluctuation on foreign currency loans and finance charges on lease along with additions and deletions made during the year.

Material accounting policies and notes to Restated Financial Information.

1-56

The accompanying notes form an integral part of the Restated Financial Information.

As per our report of even date

for V. Sachdeva & Associates

Chartered Accountants

Firm Registration Number: 004417N

For and on behalf of the Board of Directors

V. Sachdev
Proprietor

(Membership No. 083435)
UDIN- 25083435QLCDUY6824

Rajesh Jain
Chairman &
Managing Director
DIN: 01481291

Vaishali Jain
Director
DIN: 01481308

Place: New Delhi

Date: 23 December 2025

Arun Kumar Jain
Chief Financial
Officer

Brajesh Kumar Tiwary
Company Secretary

NEOLITE ZKW LIGHTINGS LIMITED (formerly known as Neolite ZKW Lightings Private Limited)
(CIN U74899DL1992PLC050702)

Annexure IV - Restated Statement of Changes in Equity

(All amounts in Rs. millions, except share data and per share data, and unless otherwise stated)

A Equity share capital

Particulars	Note no.	No. of shares	Amount
Equity Shares of Rs 100/- each issued, subscribed and fully paid			
Balance as at 01 April 2022		11,79,748	117.97
Changes during the year		-	-
Balance as at 31 March 2023		11,79,748	117.97
Changes during the year		-	-
Balance as at 31 March 2024		11,79,748	117.97
Changes during the year		-	-
Balance as at 31 March 2025		11,79,748	117.97
Changes during the period		-	-
Balance as at 30 June 2025	12	11,79,748	117.97

B Instruments entirely equity in nature (Compulsory Convertible Non-Cumulative Preference Shares)

Particulars	Note no.	No. of shares	Amount
Compulsory Convertible Non-Cumulative Preference Shares (CCPS) of Rs 100/-each issued, subscribed and fully paid			
Balance as at 01 April 2022		1,76,470	17.65
Changes during the year		-	-
Balance as at 31 March 2023		1,76,470	17.65
Changes during the year		-	-
Balance as at 31 March 2024		1,76,470	17.65
Changes during the year		-	-
Balance as at 31 March 2025		1,76,470	17.65
Changes during the period		-	-
Balance as at 30 June 2025	12	1,76,470	17.65

C Other equity

Particulars	Note no.	Securities premium	Retained earnings	Total
Balance as at 01 April 2022 (as per Ind AS)		421.68	394.34	816.02
Profit for the year		-	155.85	155.85
Other comprehensive (loss)/income for the year		-	(0.61)	(0.61)
Balance as at 31 March 2023		421.68	549.58	971.26
Profit for the year		-	190.54	190.54
Other comprehensive (loss)/income for the year		-	(0.14)	(0.14)
Balance as at 31 March 2024		421.68	739.98	1,161.66
Profit for the year		-	528.24	528.24
Other comprehensive (loss)/income for the year		-	(6.45)	(6.45)
Balance as at 31 March 2025	13	421.68	1,261.77	1,683.45
Profit for the period		-	222.61	222.61
Other comprehensive (loss)/income for the period		-	(6.20)	(6.20)
Balance as at 30 June 2025		421.68	1,478.18	1,899.86

Material accounting policies and notes to Restated Financial Information. 1-56

The accompanying notes form an integral part of the Restated Financial Information.

As per our report of even date

for V. Sachdeva & Associates

Chartered Accountants

Firm Registration Number: 004417N

For and on behalf of the Board of Directors

V. Sachdev
Proprietor
(Membership No. 083435)
UDIN- 25083435QLCDUY6824

Rajesh Jain
Chairman & Managing Director
DIN: 01481291

Vaishali Jain
Director
DIN: 01481308

Place: New Delhi
Date: 23 December 2025

Arun Kumar Jain
Chief Financial Officer

Brajesh Kumar Tiwary
Company Secretary

NEOLITE ZKW LIGHTINGS LIMITED (formerly known as Neolite ZKW Lightings Private Limited)
(CIN U74899DL1992PLC050702)

Annexure V - Material Accounting Policies and Other Explanatory Notes to Restated Financial Information

(All amounts in Rs. millions, except share data and per share data, and unless otherwise stated)

1. Corporate Information

Neolite Zkw Lightings Limited ("The Company") (formerly known as Neolite ZKW Lightings Private Limited) is a limited Company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The address of its registered office is N-13, 2nd Floor South Extension Part-I, South Delhi, Delhi, India, 110049. The Company is primarily engaged in the business of supplying, manufacturing and exporting of auto components, mainly automotive lighting systems for four wheeler applications. The Company's has manufacturing facilities at Bahadurgarh. The status of the Company has been converted from Private Limited Company to Public Limited Company dated 05 December 2025.

Basis of preparation

The Restated Financial Information of the Company has been approved by the Board of Directors at their meeting held on 23 December 2025 and has been specifically prepared for inclusion in the Draft Red Herring Prospectus ('DRHP') to be filed by the Company with the Securities and Exchange Board of India ('SEBI'), National Stock Exchange of India Limited and BSE Limited and the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi ("ROC"), in connection with the proposed Initial Public Offer ('IPO') through a fresh issue and offer of sale of equity shares by the selling shareholders of the Company (referred to as the 'Issue'). The Restated Financial Information of the Company comprises of Restated Statement of Assets and Liabilities as at 30 June 2025, 31 March 2025, 31 March 2024 and 31 March 2023, the Restated Statement of Profit and Loss (including other comprehensive income), the Restated Statement of Changes in Equity, the Restated Statement of Cash Flows for the three months interim period ended 30 June 2025 and years ended 31 March 2025, 31 March 2024 and 31 March 2023 and the summary statement of material accounting policies and other explanatory information (hereinafter referred to as the 'Restated Financial Information').

The Restated Financial Information has been prepared by the Management of the Company to comply in all material respects with the requirements of:

- a) Section 26 of Part I of Chapter III of the Companies Act, 2013 ('the Act');
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ('the SEBI ICDR Regulations'); and
- c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI), as amended (the "Guidance Note").

The Restated Financial Information have been compiled by the management from

- a) Audited special purpose interim financial statements of the Company as at and for the three months interim period ended 30 June 2025 prepared in accordance with Indian Accounting Standard (Ind AS) 34 "Interim Financial Reporting" prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended and other accounting principles generally accepted in India, except for the presentation of comparative financial information in accordance with Ind AS 34 (the "Special Purpose Interim Financial Statements") which have been approved by the Board of Directors at their meeting held on 23 December 2025.
- b) Audited financial statements of the Company as at and for the year ended 31 March 2025 prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meetings held on 29 September 2025.
- c) Audited Special Purpose Financial Statements of the Company as at and for the years ended 31 March 2024 and 31 March 2023 (hereinafter collectively referred to as "Special Purpose Financial Statements" and individually referred as '2024 financial statements' and '2023 financial statements'), prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on 23 December 2025.

The statutory audits of the financial statements of the Company as at and for the years ended 31 March 2024 and 31 March 2023 prepared in accordance with the accounting standards notified under the section 133 of the Act ("Indian GAAP") (the "Statutory Indian GAAP Financial Statements"), which were approved by the Board of directors at their meeting held on 24 September 2024 and 22 September 2023 respectively. The Statutory Indian GAAP Financial Statements for the year ended 31 March 2024 and 31 March 2023 have been adjusted after making suitable adjustments to the accounting heads from their Indian GAAP values for the differences in the accounting principles on transition to Ind AS, as per the requirements of Ind AS 101, First-time Adoption of the Indian Accounting Standards with the transition date of 01 April 2022 and as per the presentation, accounting policies and grouping/classifications followed as at and for the three months interim period ended 30 June 2025.

The Company has transitioned to Ind AS in the financial year ended 31 March 2025 and accordingly has also prepared a separate set of financial statements for the year ended 31 March 2025 in accordance with Indian Accounting Standards as specified under Companies (Indian Accounting Standards) Rules 2015 prescribed by Section 133 of the Act using 01 April 2023 as transition date for the statutory requirements under section 129 of the Act, in accordance with the roadmap on transition to Ind AS applicable to companies as announced by the Ministry of Corporate Affairs and specified in Rule 4 of Companies (Indian Accounting Standards) 2015. Such statutory purpose financial statements were approved by the Board of Directors at their meeting held 29 September 2025. In accordance with the general directions issued by the SEBI dated 28 October 2021 to Association of Investment Banker of India, the transition date considered for the purpose of Special Purpose Financial Statements for the years ended 31 March 2024 and 31 March 2023 is 01 April 2022. Accordingly, the Company has prepared Special Purpose Financial Statements with the transition date of 01 April 2022 which is different from the transition date taken for statutory audited financial statements for the year ended 31 March 2025 and as per the presentation, accounting policies and grouping/classifications followed as at and for the three months interim period ended 30 June 2025.

This Restated Financial Information does not reflect the impact of any subsequent events or changes in estimates from the respective dates of the Board of Directors meetings held for the adoption of the Special Purpose Interim Financial Statements, Audited financial statements, 2024 and 2023 financial statements and Statutory Indian GAAP Financial Statements except as explained above.

The Restated Financial Information have been prepared so as to contain information/disclosures and incorporating adjustments set out below in accordance with the SEBI ICDR Regulations:

- a) Adjustments to the profits or losses of the earlier periods is recomputed to reflect what the profits or losses of those periods would have been if a uniform accounting policy was followed in each of these periods, if any;
- b) Adjustments for reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the Special Purpose Interim Financial Statements of the Company for the period ended 30 June 2025 and the requirements of the SEBI ICDR Regulations, if any; and
- c) The resultant impact of tax due to the aforesaid adjustments, if any.

These Restated Financial Information have been prepared as a going concern on the basis of relevant Ind AS that are effective at the Company's reporting date, 30 June 2025. These Restated Financial Information are presented in Indian Rupees (INR), which is also the Company's functional currency.

All amounts have been rounded to the nearest millions, unless otherwise indicated. The Restated Financial Information are approved for issue by the Company's Board of Directors on 23 December 2025.

(A) Statement of Compliance

The Restated Financial Information has been prepared as a going concern in accordance with Indian Accounting Standards (Ind AS) notified under the Section 133 of the Companies Act, 2013 ("the Act") read with the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provision of the Act, as amended from time to time.

(B) Accounting Convention

The Restated Financial Information have been prepared on the historical cost convention on accrual basis except for certain financial instruments which are measured at fair value at end of each reporting period, as explained in the accounting policies mentioned below. The accounting policies have been applied consistently over all the periods presented in these Restated Financial Information.

(C) Use of Estimates and Judgements

The preparation of Restated Financial Information in conformity with Ind AS requires management to make judgements, estimates, and assumptions that affect the application of accounting policies and reported amount of assets, liabilities, income, expenses and disclosures of contingent assets and liabilities at the date of these Restated Financial Information and the reported amount of revenues and expenses for the years presented. Actual results may differ from the estimates.

Estimates and underlying assumptions are reviewed at each balance sheet date. Revision to accounting estimates are recognised in the period in which the estimates are revised and in which future periods are also affected.

Material Estimates and Judgments

The Areas involving critical estimates or judgement are:-

- (i) Defined Benefits Obligation refer note 41
- (ii) Estimation of useful life of property plant and equipment (PPE)
- (iii) Estimation and evaluation of provisions and contingencies
- (iv) Recognition of deferred tax assets/liabilities and provision for income tax refer note 19 and note 34
- (v) Measurement of lease liabilities and right-of-use assets refer note 35
- (vi) Fair value measurement of financial instruments refer note 42

New and amended standards

Ministry of Corporate Affairs (MCA), notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. With effect from 01 April 2024 MCA has notified amendments to Ind AS 116 – Leases, relating to sale and leaseback transactions. The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its Restated Financial Information.

Amendments to Standards issued but not yet effective

Lack of exchangeability – Amendments to Ind AS 21

MCA via notification dated 7 May 2025, announced amendments to Ind AS 21 “The Effects of Changes in Foreign Exchange Rates” to specify how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. The amendments also require disclosure of information that enables users of its financial statements to understand how the currency not being exchangeable into the other currency affects, or is expected to affect, the entity’s financial performance, financial position and cash flows. The amendments will be effective for annual reporting periods beginning on or after 1 April 2025. The amendments are not expected to have a material impact on the Financial Statements.

Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants - Amendments to Ind AS 1

MCA via notification dated 13 August 2025 announced amendments to Ind AS 1 “Presentation of Financial Statements”, which elaborate on guidance set out in Ind AS 1 by:

- clarifying that the right to defer settlement of a liability for at least 12 months after the reporting period; a) must have substance, and b) must exist at the end of the reporting period;
- stating that management's expectations around whether they will defer settlement or not does not impact the classification of the liability;
- including requirements for liabilities that can be settled using an entity's own instruments; and
- stating that at the reporting date, the entity does not consider covenants that will need to be complied with in the future when considering the classification of the debt as current or noncurrent.

These amendments are effective for annual reporting periods beginning on or after 1 April 2025 and are to be applied retrospectively.

The amendments are not expected to have a material impact on the Financial Statements in the period of initial application.

Supplier Finance Arrangements - Amendments to Ind AS 7 and Ind AS 107

MCA via notification dated 13 August 2025 announced amendments to Ind AS 7 “Statement of Cash Flows” and Ind AS 107 “Financial Instruments: Disclosures” which introduced disclosure requirements with the objective to enable users of financial statements to assess how supplier finance arrangements affect an entity’s liabilities, cashflows and exposure to liquidity risk.

The amendments are effective for annual reporting periods beginning on or after 1 April 2025.

The amendments are not expected to have a material impact on the financial statements.

International Tax Reform - Pillar Two Model Rules - Amendments to Ind AS 12

MCA via notification dated 13 August 2025 announced amendments to Ind AS 12 “Income Taxes” which includes:

- a temporary exception to the recognition and disclosure of deferred taxes arising from the implementation of the Pillar Two model rules; and
- additional disclosure requirements targeted at a reporting entity’s exposure to income taxes in periods in which the Pillar Two Model legislation is enacted or substantively enacted but not yet in effect.

The disclosure requirements are effective for annual reporting periods beginning on or after 1 April 2025.

The amendments are not expected to have a material impact on the financial statements.

(D) Current-Non Current Classification

All assets and liabilities are classified into current and non-current.

Assets

An asset is classified as current when it satisfies any of the following criteria:

- (a) it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;
- (b) it is held primarily for the purpose of being traded;
- (c) it is expected to be realised within 12 months after the reporting date; or;
- (d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for a least 12 months after the reporting date

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- (a) it is expected to be settled in the Company's normal operating cycle;
- (b) it is held primarily for the purpose of being traded;
- (c) it is due to be settled within 12 months after the reporting date; or;
- (d) the company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

All other liabilities are classified as non-current. The deferred tax assets and liabilities are classified as non-current.

Operating Cycle

Based on the nature of products/activities of the Company and the normal time between the acquisition of assets for processing and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of current and non current classification of assets and liabilities

(E) Property, Plant and Equipment

Property, plant and equipment held for use in the production or supply of goods or services, or for administrative purposes, are stated in the balance sheet at cost less accumulated depreciation. Cost includes items directly attributable to the construction or acquisition of the items of property, plant and equipment. Cost of acquisition is inclusive of freight, duties, taxes, and other incidental expenses. Freehold land is measured at cost and is not depreciated.

The cost of Property, Plant and Equipment as at 01 April 2022, the Company's date of transition to Ind AS, was determined with reference to its carrying value recognised as per the previous GAAP (deemed cost) as at the date of transition to Ind AS.

Subsequent costs are included in the asset's carrying amount only when it is probable that future economic benefits associated with the items will flow to the Company and the cost of the item can be measured reliably. The cost for day-to-day servicing of property, plant and equipment are recognized in Statement of Profit and Loss as and when incurred.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Depreciation is calculated using the straight-line method on a pro-rata basis from the date in which each asset is put to use to allocate their cost, net of their residual values, over their useful life generally in accordance with that provided in the Schedule II to the Act. The estimated useful lives of property, plant and equipment are as follows.

Assets	Estimated useful lives	Useful lives as per schedule II
Factory Building	30 years	30 years
Plant and Machinery	3-15 years	15 years
Furniture and Fixture	10 years	10 years
Motor Vehicles	8-10 years	8-10 years
Office Equipment	3-5 years	5 years
Electrical Installations	10 years	10 years
Computer Equipment	3 years	3 years

Based on internal assessment of useful lives, the management believes that its estimate of useful lives as given above best represent the period over which management expects to use these assets.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in statement of profit and loss.

Capital Work-in-Progress

Capital work-in-progress comprises the cost of property, plant and equipment that are not yet ready for their intended use at the balance sheet date & expenditure during construction period pending allocation. It also includes property, plant and equipment's in transit that are not yet received for their intended use at the balance sheet date. Depreciation is not charged on capital work in progress until construction and installation are complete and asset ready for its intended use.

Capital Advances

Advances given towards acquisition of property, plant and equipment outstanding at each Balance Sheet date are disclosed as Other Non-Current Assets.

(F) Intangible Assets

Intangible Assets Acquired Separately

Intangible assets including computer software and technical know how with finite useful lives that are acquired separately are carried at cost less accumulated amortisation. Amortization is recognised on a straight-line basis over their estimated useful lives. Computer software and technical know how is amortized over the period of 3 and 5 years respectively. The amortization methods, useful life and residual values are reviewed at the end of each reporting period and adjusted if appropriate, for any changes in estimate being accounted for on a prospective basis.

The cost of Intangible as at 01 April 2022, the Company's date of transition to Ind AS, was determined with reference to its carrying value recognised as per the previous GAAP (deemed cost) as at the date of transition to Ind AS.

Intangible Assets under Development

Intangible assets under development comprises the cost of intangible assets that are not yet ready for their intended use at the balance sheet date. Amortization is not charged on intangible assets under development.

(G) Financial Instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

Cash and Cash Equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents includes balances with banks which are unrestricted for withdrawal and usage.

Financial assets:- Initial Recognition and Measurement

All financial assets are recognized initially at fair value, plus transaction costs that are attributable to the acquisition of the financial asset.

Financial Assets at Amortised Cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial Assets at Fair Value through Other Comprehensive Income

Financial assets are measured at fair value through other comprehensive income (OCI) if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gain and losses which are recognised in profit and loss.

Financial Assets at Fair Value through Profit or Loss

Financial assets are measured at fair value through profit or loss (FVTPL) unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of assets and liabilities at fair value through profit and loss are immediately recognised in the statement of profit and loss.

Trade Receivables

Trade receivables are initially recognised at transaction price as they do not contain to a significant financing component. This implies that the effective interest rate for these receivables is zero. Subsequently, the Company applies lifetime expected credit loss model for measurement of trade receivables.

Financial Liabilities

Financial liabilities are classified and measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

Other financial liabilities: These are measured at amortised cost using the effective interest method.

Equity instruments

An equity instrument is a contract that evidences residual interest in the assets of the Company after deducting all of its liabilities. Company recognises equity instruments at proceeds received net off direct issue cost.

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the company's operations. Such changes are evident to external parties. A change in the business model occurs when a company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognized gains, losses (including impairment gains and losses) or interest.

Derecognition of Financial Assets and Financial Liabilities

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expires or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. Any gain or loss arising on derecognition is recognised in profit or loss

Financial liabilities are derecognised when these are extinguished, that is when the obligation is discharged, cancelled or has expired.

Impairment of Financial Assets

The Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

Financial assets that are debt instruments, and are initially measured at fair value with subsequent measurement at amortized cost.

The Company follows 'simplified approach' for recognition of impairment loss allowance for trade receivables

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls).

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historically observed default rates are updated and changes in the forward-looking estimates are analyzed.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as an expense in the statement of profit and loss.

Write-off of Financial Assets

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. The management considers internal and external information up to the date of approval of financial results including probability of credit impairment and economic forecast. However, financial assets that are written off could still be subject to enforcement activities under the Company's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in statement of profit and loss.

Offsetting of Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

(H) Measurement of Fair Values

The Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. The Company has an established control framework with respect to the measurement of fair values. The Company regularly reviews significant unobservable inputs and valuation adjustments.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

(I) Inventories

(i) Raw materials, components, stores and spares are valued at lower of cost or net realizable value. However, raw materials and other supplies held for use in the production of finished products are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. In determining the cost, moving weighted average method is used.

(ii) Semi-finished goods and finished goods are valued lower of cost or net realizable value. Cost includes direct materials and direct labour and a proportion of manufacturing overheads based on normal operating capacity.

(iii) Moulds, block & dies are valued at lower of cost or net realizable value. Manufactured moulds, block & dies include direct material, direct labour and a proportion of manufacturing overhead based on normal operating capacity.

(iv) Inventories of non-reusable waste say scrap for which facilities for reprocessing do not exist have been valued at net realizable value.

(v) Cost of inventories comprises all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

(vi) Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

(vii) Goods in transit are stated as a component of inventories if the significant risk and rewards of ownership have passed to the Company and valued at actual cost incurred up to the date of Balance Sheet.

(viii) The valuation of inventories of raw material & component, traded goods and stores & spares (including packaging material) has been done on the basis of moving weighted average method basis.

(J) Revenue from Contracts with Customers

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and scheme offered by the Company as part of the contract. Transaction price is the amount of consideration to which an entity expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third party. Amounts disclosed as revenue are net of goods and service tax (GST).

Sale of Goods

Revenue arising from the sale of goods (including moulds) is recognized when the customer obtains control of the promised goods, i.e. either at the delivery or dispatch of goods (based on the agreed terms of sale with the respective customers), which is the point in time when the customer has the ability to direct the use of the goods and obtain substantially all of the remaining benefits of the goods. The Company has generally concluded that it is the principal in its revenue arrangements, because it typically controls the goods before transferring them to the customer.

Revenue from development of tools and sale of service

Revenue from sale of services is recognized in accordance with the terms of contract when the services are rendered and the related costs are incurred.

The Company renders the services of customised design and development of tooling for its customers and recognises its revenue over time using an input method to measure progress.

It recognises revenue from services of customised design and development of tools over time if it can reasonably measure its progress towards complete satisfaction of the performance obligation.

Where the Company cannot reasonably measure the outcome of a performance obligation, but it expects to recover the costs incurred in satisfying the performance obligation, it recognises revenue only to the extent of the costs incurred until such time that it can reasonably measure the outcome of the performance obligation.

Revenue on time-and-material and unit of work-based contracts, are recognized as the related services are performed. Revenue from fixed-price, fixed-timeframe contracts, where the performance obligations are satisfied over time is recognized using the percentage-of-completion method.

The revenue on such contracts for the period, from the date of last invoicing until the report date is recognised as unbilled revenue. Efforts or costs expended are used to determine progress towards completion as there is a direct relationship between input and productivity. Progress towards completion is measured as the ratio of costs or efforts incurred to date (representing work performed) to the estimated total costs or efforts. Estimates of transaction price and total costs or efforts are continuously monitored over the term of the contracts and are recognized in net profit in the period when these estimates change or when the estimates are revised. Revenues and the estimated total costs or efforts are subject to revision as the contract progresses. Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the estimated efforts or costs to complete the contract.

Warranty obligation

The Company generally provides for warranties for general repair of defects that existed at the time of sale. These warranties are assurance type warranties under Ind AS 115, which are accounted for under Ind AS 37 (Provisions, Contingent Liabilities and Contingent Assets).

Contract balances

i) Contract assets

Contract assets is right to consideration in exchange for goods or services transferred to the customer and performance obligation satisfied. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognized for the earned consideration that is conditional. Upon completion of the attached condition and acceptance by the customer, the amounts recognized as contract assets is reclassified to trade receivables upon invoicing. A receivables represents the Company's right to an amount of consideration that is unconditional. Contract assets are subject to impairment assessment.

ii) Trade receivables

A receivable is recognized if an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section "financial instruments - initial recognition and subsequent measurement".

iii) Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer or has raised the invoice in advance. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognized when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognized as revenue when the Company performs under the contract (i.e., transfers control of the related goods or services to the customer).

Dividend and Interest Income

Dividend income from investments is recognized when the right to receive the dividend is established, which is generally when shareholders approve the dividend.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on, time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

(K) Government Grants, Subsidies and Export Incentives

(i) Where the grant or subsidy relates to an asset, it is recognized by deducting the grant in arriving at the carrying amount of asset. However, when the grant or subsidy relates to an expenses item, it is recognised as income. Grants and subsidies from the government are recognized when there is reasonable assurance that the grant/subsidy will be received and all attaching conditions will be complied with.

(ii) Export incentives are accounted for in the year of exports based on eligibility and when there is no uncertainty in receiving the same.

(L) Foreign Currency Transactions

Functional and Presentation Currency

The functional currency of the Company is Indian rupee (INR).

Transactions and Balances

Transactions in foreign currencies are recorded at the exchange rates prevailing on the date of transaction

Foreign currency monetary assets and liabilities such as cash, receivables, payables, etc., are translated at year end exchange rates.

Non-monetary items denominated in foreign currency such as investments, property plant and equipment, inventories etc., are valued at the exchange rate prevailing on the date of transaction.

Exchange differences arising on settlement of transactions and translation of monetary items are recognised as income or expense in the year in which they arise.

(M) Employee Benefits

Short Term Employee Benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits and they are recognized in the period in which the employee renders the related service. These benefits include salaries and wages, bonus etc. The Company recognizes the undiscounted amount of short term employee benefits expected to be paid in exchange for services rendered as a liability (accrued expense) after deducting any amount already paid.

Post Employment Benefits:

Provident Fund & Employee State Insurance

Retirement Benefits in the form of Provident Fund and ESI schemes are a defined contribution plans as the Company does not carry any further obligations, apart from the contributions made on a monthly basis and the contributions are charged to Statement of Profit & Loss of the year when the contributions to the respective funds are due.

Earned Leave

Leave encashment is applicable to all permanent and full time employees of the Company and is provided for on the basis of actuarial valuation made at the end of each financial year using Projected Unit Credit Method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of government bonds. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the statement of profit or loss in the period in which they arise. Past-service costs are recognised immediately in statement of profit or loss.

Gratuity

The Company provides for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment.

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of government bonds. Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise. They are included in retained earnings in the statement of changes in equity and in the balance sheet. Past-service costs are recognised immediately in statement of profit or loss.

(N) Provisions, Contingent Liabilities and Contingent Assets

Provision

A provision is recognized when the Company has a present obligation as a result of past event, and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessment of the time value of money and the risk specific to the liability. The increase in the provision due to the passage of time is recognised as interest expenses.

Product Warranties

A provision for warranties is recognised when the underlying products or services are sold. The provision is based on historical warranty data and weighting of all possible outcomes by their associated probabilities. Provisions for warranties are adjusted regularly to take account of new circumstances and the impact of any changes recognised in the statement of profit and loss.

Contingent Liabilities

Wherever there is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity or a present obligation that arises from past events but is not recognised because (a) it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or (b) the amount of the obligation cannot be measured with sufficient reliability. Show cause notices are not considered as Contingent Liabilities unless converted into demand.

Contingent Assets

Contingent asset is not recognised in the financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognized.

(O) Taxation

Income Tax expense represent the sum of the tax currently payable and deferred tax

Current Income Tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax as reported in the statement of profit and loss because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period. Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction and where the relevant tax paying unit intends to settle the asset and liability on a net basis.

Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss in OCI. Current tax items are recognized in correlation to the underlying transaction in OCI.

Deferred Tax

Deferred tax is recognised using the balance sheet approach. Deferred Tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax liabilities and assets are offset when they relate to income taxes levied by the same taxation authority and the relevant entity intends and has ability to settle its current tax assets and liabilities on a net basis.

Current and Deferred Tax For The Year

Current and deferred tax are recognised in profit or loss, except when they relate to item that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

(P) Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

(Q) Impairment

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of cash inflows from other assets or groups of assets (cash generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

(R) Cash Flow Statement

The Cash Flow Statement is prepared by the indirect method set out in Ind AS-7 on Cash Flow Statements and presents cash flows by operating, investing and financing activities of the Company.

(S) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Core Management Committee which includes the Managing Director who is the Chief Operating Decision Maker. The Core Management Committee examines performance both from product and a geographical perspective. The Company has identified two reportable business segments viz. Automotive (divided in two parts viz. Lamps, Signalling Equipment and Parts and Moulds, Dies etc including Design & development thereof) and Other Segment comprising Homelighting on the basis of the nature of products, the risk and return profile of individual business and the internal business reporting systems.

(T) Lease

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognizes lease liabilities to make lease payments and right-to-use assets representing the right to use the underlying assets.

Right-to-use assets

The Company's lease assets primarily consist of leases for land and building. The Company assesses whether a contract is or contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- (i) the contract involves the use of an identified asset
- (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and
- (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognise a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and leases of low value assets. For these short term and leases of low value assets, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

Lease liabilities

The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made.

A lease liability is remeasured upon the occurrence of certain events such as a change in the lease term or a change in an index or rate used to determine lease payments. The remeasurement normally also adjusts the leased assets.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

(U) Corporate Social Responsibility (CSR) Expenditure

CSR Expenditure incurred by the Company is charged to the statement of the profit and loss.

(V) Earnings Per Share

The Basic and Diluted Earnings Per Share ("EPS") is computed by dividing the profit after tax (loss) for the year by weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earning per share, the net profit (loss) for the year attributable to equity shareholder and the weighted average number of share outstanding during the year are adjusted for the effect of all dilutive potential equity shares. The weighted average number of shares outstanding during the year are adjusted for events of bonus issue and share split, if any.

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Annexure VI - Notes to the Restated Financial Information

(All amounts in Rs. millions, except share data and per share data, and unless otherwise stated)

Note 2- Property, Plant and Equipment

Particulars	Land	Buildings	Plant & Machinery	Furniture & Fixtures	Vehicles	Office Equipment	Electrical Installation	Computers	Total
Gross carrying amount									
As at 01 April 2022	96.92	327.48	1,374.73	48.34	78.95	36.33	57.85	32.40	2,053.00
Additions	-	0.78	232.73	4.21	5.85	2.70	2.67	2.55	251.47
Disposals/adjustments	-	-	3.51	-	7.43	0.49	-	0.31	11.74
As at 31 March 2023	96.92	328.26	1,603.95	52.55	77.37	38.54	60.52	34.64	2,292.73
Additions	-	-	252.72	7.86	33.12	2.67	4.33	3.47	304.17
Disposals/adjustments	-	1.10	9.63	-	0.65	-	-	-	11.39
As at 31 March 2024	96.92	327.15	1,847.03	60.40	109.83	41.21	64.85	38.11	2,585.51
Additions	-	1.53	372.52	6.56	40.35	4.39	0.78	6.85	432.98
Disposals/adjustments	-	-	2.16	-	13.30	-	-	0.00	15.47
As at 31 March 2025	96.92	328.68	2,217.39	66.97	136.88	45.59	65.63	44.96	3,003.02
Additions	-	0.90	45.45	0.18	-	0.54	8.00	2.39	57.46
Disposals/adjustments	-	0.27	9.49	-	-	-	-	-	9.75
As at 30 June 2025	96.92	329.32	2,253.35	67.15	136.88	46.14	73.63	47.34	3,050.72
Accumulated depreciation									
As at 01 April 2022	-	80.55	805.88	24.25	38.81	22.69	43.33	27.49	1,043.00
For the year	-	10.37	79.15	3.12	8.58	4.33	1.80	2.16	109.52
Disposals/adjustments	-	-	2.93	-	6.77	0.34	-	0.29	10.33
As at 31 March 2023	-	90.93	882.10	27.37	40.61	26.69	45.13	29.36	1,142.19
For the year	-	10.50	96.65	3.61	10.84	3.80	2.02	2.50	129.93
Disposals/adjustments	-	-	3.13	-	0.62	-	-	-	3.74
As at 31 March 2024	-	101.43	975.63	30.98	50.83	30.49	47.16	31.86	1,268.38
For the year	-	10.34	124.36	5.11	12.10	4.68	2.18	3.21	161.99
Disposals/adjustments	-	-	1.72	-	11.37	-	-	0.00	13.09
As at 31 March 2025	-	111.77	1,098.28	36.09	51.56	35.17	49.34	35.07	1,417.28
For the period	-	2.58	35.89	1.12	3.69	0.98	0.61	1.13	46.02
Disposals/adjustments	-	-	8.73	-	-	-	-	-	8.73
As at 30 June 2025	-	114.35	1,125.44	37.22	55.26	36.16	49.95	36.20	1,454.57
Net carrying amount									
As at 31 March 2023	96.92	237.33	721.84	25.17	36.76	11.85	15.39	5.27	1,150.53
As at 31 March 2024	96.92	225.73	871.40	29.42	59.00	10.72	17.70	6.24	1,317.13
As at 31 March 2025	96.92	216.92	1,119.11	30.87	85.31	10.42	16.30	9.89	1,585.74
As at 30 June 2025	96.92	214.97	1,127.90	29.93	81.62	9.98	23.69	11.14	1,596.15

Note I

- (a) All property, plant and equipment has been pledged as security by the Company with various banks for cash credit facilities and term loans availed (refer note 14 and 20).
- (b) On transition to Ind AS (i.e 01 April 2022), the Company has elected to continue with the carrying value of all property, plant and equipment measured as per the previous GAAP and use that carrying value as deemed cost of property, plant and equipment.
- (c) Refer note 33 for contractual commitments pending for the acquisition of property, plant and equipment as at balance sheet date.
- (d) The Title deeds of the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), as disclosed above are held in the name of the Company.

Note II**Borrowing cost capitalised**

Particulars	For the period ended 30 June 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Borrowing cost capitalised to qualifying assets with effective interest rate of 8.5% p.a	0.29	0.94	0.41	2.61
	0.29	0.94	0.41	2.61

Note III**Capital work in progress**

Particulars	For the period ended 30 June 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Opening balance		34.49	10.09	16.78
Additions during the period/year		7.45	34.49	-
Utilizations during the period/year		15.87	10.09	16.78
Closing balance		26.07	34.49	10.09

Ageing of Capital work-progress as at 30 June 2025

Particulars	Amount in Capital work-in progress for a period of				Total
	<1year	1-2 years	2-3 years	More than 3 years	
Plant & machinery (Projects in progress)	26.07	-	-	-	26.07
Total	26.07	-	-	-	26.07

Ageing of Capital work-progress as at 31 March 2025

Particulars	Amount in Capital work-in progress for a period of				Total
	<1year	1-2 years	2-3 years	More than 3 years	
Plant & machinery (Projects in progress)	26.49	-	-	-	26.49
Electrical installation (Projects in progress)	8.00	-	-	-	8.00
Total	34.49	-	-	-	34.49

Ageing of Capital work in progress as at 31 March 2024

Particulars	Amount in Capital work-in progress for a period of				Total
	<1year	1-2 years	2-3 years	More than 3 years	
Plant & machinery (Projects in progress)	10.09	-	-	-	10.09
Total	10.09	-	-	-	10.09

Capital work-in-progress balances as at the balance sheet dates are not over due/exceeding the cost compared to its original plan, hence disclosure pertaining to over due CWIP has not been provided.

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Annexure VI - Notes to the Restated Financial Information

(All amounts in Rs. millions, except share data and per share data, and unless otherwise stated)

Note 3 - Right-of-use assets

The Company has taken various building premises under lease arrangements from landlords for carrying out business operations.

Information about leases for which the Company is a lessee is presented below.

Particulars	Building
Gross carrying amount	
As at 01 April 2022	41.56
Additions	12.98
Disposals/adjustments	-
As at 31 March 2023	54.54
Additions	45.56
Disposals/adjustments	11.14
As at 31 March 2024	88.96
Additions	36.35
Disposals/adjustments	15.18
As at 31 March 2025	110.13
Additions	21.38
Disposals/adjustments	28.89
As at 30 June 2025	102.62
Accumulated depreciation	
As at 01 April 2022	7.73
For the year	15.73
Disposals/adjustments	-
As at 31 March 2023	23.45
For the year	21.00
Disposals/adjustments	5.58
As at 31 March 2024	38.86
For the year	19.39
Disposals/adjustments	1.64
As at 31 March 2025	56.61
For the period	4.32
Disposals/adjustments	11.80
As at 30 June 2025	49.13
Net carrying amount	
As at 31 March 2023	31.09
As at 31 March 2024	50.10
As at 31 March 2025	53.52
As at 30 June 2025	53.49

Note

As at transition date i.e 01 April 2022, the Company has applied modified retrospective approach and measured right of use (ROU) assets equal to lease liabilities. The ROU assets have been adjusted by the amount of prepaid lease rentals and the lease liabilities relating to the lease has been recognised in the balance sheet immediately before the date of transition to Ind AS.

The Company determines the lease-term considering factors such as the importance of the underlying asset to the Company's operations taking into account the location and size of the underlying building and the availability of suitable alternatives. The Company periodically assesses the lease arrangements which involves re-evaluating any options to extend or terminate the lease.

Leases with lease term less than 12 months where it applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases has been exercised by the Company.

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Annexure VI - Notes to the Restated Financial Information

(All amounts in Rs. millions, except share data and per share data, and unless otherwise stated)

Note-4 Intangible assets

Particulars	Computer software	Technical knowhow	Total
Gross carrying amount			
As at 01 April 2022	36.08	11.01	47.09
Additions	2.29	-	2.29
Disposals/adjustments	-	-	-
As at 31 March 2023	38.37	11.01	49.38
Additions	0.01	-	0.01
Disposals/adjustments	-	-	-
As at 31 March 2024	38.38	11.01	49.40
Additions	1.80	-	1.80
Disposals/adjustments	-	-	-
As at 31 March 2025	40.19	11.01	51.20
Additions	0.21	-	0.21
Disposals/adjustments	-	-	-
As at 30 June 2025	40.39	11.01	51.41
Accumulated amortization			
As at 01 April 2022	28.79	5.83	34.62
For the year	4.48	1.85	6.33
Disposals/adjustments	-	-	-
As at 31 March 2023	33.27	7.67	40.95
For the year	2.06	1.85	3.90
Disposals/adjustments	-	-	-
As at 31 March 2024	35.33	9.52	44.85
For the year	1.05	1.49	2.54
Disposals/adjustments	-	-	-
As at 31 March 2025	36.38	11.01	47.39
For the period	0.29	-	0.29
Disposals/adjustments	-	-	-
As at 30 June 2025	36.67	11.01	47.68
Net carrying amount			
As at 31 March 2023	5.10	3.34	8.44
As at 31 March 2024	3.06	1.49	4.55
As at 31 March 2025	3.81	0.00	3.81
As at 30 June 2025	3.73	0.00	3.73

Note

(a) On transition to Ind AS (i.e 01 April 2022), the Company has elected to continue with the carrying value of all intangible assets measured as per the previous GAAP and use that carrying value as deemed cost of intangible assets.

(b) Intangible assets that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

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Annexure VI - Notes to the Restated Financial Information

(All amounts in Rs. millions, except share data and per share data, and unless otherwise stated)

5 Investments
Investment carried at fair value through Profit or Loss

Investment in mutual funds-quoted

SBI ESG Exclusionary Strategy Fund Regular Growth

213.858 units (31 March 2025: 213.858, 31 March 2024: 213.858, 31 March 2023: 213.858)

Aditya Birla Sun Life Money Manager Fund - Growth

36,749.4000 units (31 March 2025: 36,749.4000, 31 March 2024: Nil, 31 March 2023: Nil)

ICICI Prudential Money Market Fund - Growth

35,788.9660 units (31 March 2025: 35,788.9660, 31 March 2024: Nil, 31 March 2023: Nil)

Nippon India Arbitrage Fund - Growth

5,06,562.3380 units (31 March 2025: 5,06,562.3380, 31 March 2024: Nil, 31 March 2023: Nil)

Tata Arbitrage Fund - Regular Plan - Growth

9,38,285.8560 units (31 March 2025: 9,38,285.8560, 31 March 2024: Nil, 31 March 2023: Nil)

DSP Savings - Regular- Growth

3,79,666.3330 units (31 March 2025: Nil, 31 March 2024: Nil, 31 March 2023: Nil)

HDFC Ultra SH - Term - Regular - Growth

6,64,568.7410 units (31 March 2025: Nil, 31 March 2024: Nil, 31 March 2023: Nil)

Ipru overnight Fund - Growth

14,423.2630 units (31 March 2025: Nil, 31 March 2024: Nil, 31 March 2023: Nil)

Invesco India Arbitrage Fund - Growth

3,15,892.061 units (31 March 2025: Nil, 31 March 2024: Nil, 31 March 2023: Nil)

Nipp India Money Market Fund - Growth

1,211.96 units (31 March 2025: Nil, 31 March 2024: Nil, 31 March 2023: Nil)

Nipp India Money Market Fund - Growth

3,635.8810 units (31 March 2025: Nil, 31 March 2024: Nil, 31 March 2023: Nil)

Nipp overnight Fund - (R) Growth

72,381.3120 units (31 March 2025: Nil, 31 March 2024: Nil, 31 March 2023: Nil)

UTI Money Market Fund - Growth

3,262.5870 units (31 March 2025: Nil, 31 March 2024: Nil, 31 March 2023: Nil)

	As at 30 June 2025		As at 31 March 2025		As at 31 March 2024		As at 31 March 2023	
	Non-current	Current	Non-current	Current	Non-current	Current	Non-current	Current
-	-	0.05	-	0.05	0.04	-	0.03	-
-	-	13.63	-	13.34	-	-	-	-
-	-	13.61	-	13.32	-	-	-	-
-	-	13.44	-	13.24	-	-	-	-
-	-	13.48	-	13.26	-	-	-	-
-	-	20.02	-	-	-	-	-	-
-	-	10.08	-	-	-	-	-	-
-	-	20.01	-	-	-	-	-	-
-	-	10.08	-	-	-	-	-	-
-	-	5.04	-	-	-	-	-	-
-	-	15.13	-	-	-	-	-	-
-	-	10.01	-	-	-	-	-	-
-	-	10.09	-	-	-	-	-	-
-	-	154.67	-	53.21	0.04	-	0.03	-
Aggregate book value of quoted investments	-	150.01	-	50.01	0.01	-	0.01	-
Aggregate market value of quoted investments	-	154.67	-	53.21	0.04	-	0.03	-
Aggregate amount of impairment in the value of investments	-	-	-	-	-	-	-	-

6 Trade receivables

Considered good

Credit impaired

Total

Less:- Allowance for expected credit loss

	As at 30 June 2025	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
916.65	916.65	989.28	852.54	968.49
8.05	8.05	7.05	14.40	6.78
924.70	924.70	996.33	866.94	975.27
(8.05)	(8.05)	(7.05)	(14.40)	(6.78)
916.65	916.65	989.28	852.54	968.49

Note

Trade receivables are non-interest bearing and have a general credit period of 30-120 days.

Information about the Company's exposure to credit and market risks, and impairment losses for trade receivables is included in note 43.

Ageing Schedule
As at 30 June 2025

Particulars	Outstanding for following periods from due date of payment							Total
	Unbilled receivables	Not due	Less than 6 month	6 months-1 year	1-2 years	2-3 years	More than 3 year	
Undisputed trade receivables-considered good	31.49	740.21	80.26	8.25	-	56.44	-	916.65
Undisputed trade receivables-which have significant increase in credit risk	-	-	-	-	-	-	-	-
Disputed trade receivables-considered good	-	-	-	-	-	-	-	-
Disputed trade receivables-which have significant increase in credit risk	-	-	-	1.00	5.85	-	1.20	8.05
Total								924.70
Less:- Allowance for expected credit loss								(8.05)
Net trade receivable								916.65

Ageing Schedule
As at 31 March 2025

Particulars	Outstanding for following periods from due date of payment							Total
	Unbilled receivables	Not due	Less than 6 month	6 months-1 year	1-2 years	2-3 years	More than 3 year	
Undisputed trade receivables-considered good	27.13	744.16	158.34	3.17	7.94	48.54	-	989.28
Undisputed trade receivables-which have significant increase in credit risk	-	-	-	-	-	-	-	-
Disputed trade receivables-considered good	-	-	-	-	-	-	-	-
Disputed trade receivables-which have significant increase in credit risk	-	-	-	-	5.85	-	1.20	7.05
Total								996.33
Less:- Allowance for expected credit loss								(7.05)
Net trade receivable								989.28

As at 31 March 2024

Particulars	Outstanding for following periods from due date of payment							Total
	Unbilled receivables	Not due	Less than 6 month	6 months-1 year	1-2 years	2-3 years	More than 3 year	
Undisputed trade receivables-considered good	11.72	675.71	85.93	22.17	48.61	8.40	-	852.54
Undisputed trade receivables-which have significant increase in credit risk	-	-	-	-	-	-	-	-
Disputed trade receivables-considered good	-	-	-	-	-	-	-	-
Disputed trade receivables-which have significant increase in credit risk	-	-	-	-	1.17	8.33	4.90	14.40
Total								866.94
Less:- Allowance for expected credit loss								(14.40)
Net trade receivable								852.54

As at 31 March 2023

Particulars	Outstanding for following periods from due date of payment						
	Unbilled receivables	Not due	Less than 6 month	6 months-1 year	1-2 years	2-3 years	More than 3 year
Undisputed trade receivables-considered good	30.85	792.68	97.15	31.08	16.73	-	-
Undisputed trade receivables-which have significant increase in credit risk	-	-	-	1.07	-	-	-
Disputed trade receivables-considered good	-	-	-	-	-	-	-
Disputed trade receivables-which have significant increase in credit risk	-	-	-	-	-	0.03	5.68
Total							975.27
Less:- Allowance for expected credit loss							(6.78)
Net trade receivable							968.49

7 Loans (unsecured but considered good)

Particulars	As at 30 June 2025		As at 31 March 2025		As at 31 March 2024		As at 31 March 2023	
	Non-current	Current	Non-current	Current	Non-current	Current	Non-current	Current
Loan to employees	4.19	4.74	2.16	6.38	1.76	7.00	2.67	50.06
	4.19	4.74	2.16	6.38	1.76	7.00	2.67	50.06

8 Other financial assets (unsecured but considered good)

Particulars	As at 30 June 2025		As at 31 March 2025		As at 31 March 2024		As at 31 March 2023	
	Non-current	Current	Non-current	Current	Non-current	Current	Non-current	Current
Security deposits*	21.22	3.57	17.42	3.57	14.67	3.89	16.04	0.68
Export incentive receivables	-	11.29	-	11.52	-	27.48	-	19.12
Interest accrued on deposits	-	4.29	-	2.49	-	0.32	-	0.40
Other advances	-	0.67	-	0.93	-	0.30	-	-
Margin money deposit with original maturity of more than one year**	5.43	-	5.44	-	-	-	-	-
	26.65	19.82	22.86	18.51	14.67	31.99	16.04	20.20

Related parties

*Security deposits (refer note 39)

**Margin money deposits with banks having carrying amount of Rs 5.43 million as at three months interim period ended 30 June 2025 (31 March 2025: Rs 5.44 million, 31 March 2024: Rs Nil, 31 March 2023: Rs Nil) are subject to first charge to secure the bank guarantees and buyers credit facilities sanctioned by the bank.

9 Other assets (unsecured but considered good)

Particulars	As at 30 June 2025		As at 31 March 2025		As at 31 March 2024		As at 31 March 2023	
	Non-current	Current	Non-current	Current	Non-current	Current	Non-current	Current
Capital advances*	188.98	-	58.72	-	97.05	-	16.40	-
Advances other than capital advances**	-	264.76	-	199.90	-	179.84	-	123.63
Prepaid expenses	1.56	39.25	-	29.02	-	12.59	-	11.35
Prepaid IPO expenses***	-	24.78	-	-	-	-	-	-
GST refund receivable	-	12.35	-	22.55	-	17.54	-	2.43
Balance with statutory authorities	-	109.23	-	101.93	-	28.46	-	19.56
	190.54	450.37	58.72	353.40	97.05	238.43	16.40	156.97

*** The Company has incurred expenses that are directly attributable to the proposed Initial Public Offering ("IPO"). The Company expects to recover certain amounts from its selling shareholders and the balance amount would be adjusted against securities premium account in accordance with Section 52 of The Companies Act, 2013 upon the shares being issued.

Related parties

*Capital advances (refer note 39)

**Advances other than capital advances (refer note 39)

10 Inventories

(As per inventory taken valued & certified by the management and valued at lower of cost or net realisable value)

	As at 30 June 2025	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Raw materials and components	233.63	250.49	195.71	196.58
Work in progress	34.39	39.99	35.26	48.54
Work in progress- dies & moulds	60.09	67.67	43.84	34.06
Finished goods	236.70	158.38	113.56	136.41
Finished Goods- dies & moulds	-	14.27	-	-
Goods in transit	-	-	-	-
-Finished goods	60.79	29.73	5.58	5.90
-Dies & moulds	-	2.70	-	-
-Stock-in-trade	-	25.00	-	-
Consumable, spare & stores (including packaging material)	22.14	23.62	25.66	19.03
	647.74	611.85	419.61	440.52

Note:- Refer note 14 and 20 for details of inventories hypothecated as security towards borrowings.

11 Cash and cash equivalents

	As at 30 June 2025	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Balances with banks in current account	91.89	80.53	172.14	155.92
Cash on hand	0.35	1.03	0.74	1.06
Fixed deposits with banks with original maturity of less than three months*	100.00	201.02	210.00	120.00
	192.24	282.58	382.88	276.98

* The deposits maintained with banks comprises time deposits which can be withdrawn by the Company at any point without prior notice or penalty on the principal.

11a Bank balances other than cash and cash equivalents

	As at 30 June 2025	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Margin money deposit with original maturity of less than three months*	8.04	7.96	12.00	4.95
Margin money deposit with original maturity of more then three month but less than one year**	2.06	0.70	1.10	0.01
Fixed deposit with original maturity of more then three month but less than one year***	90.30	90.30	-	-
	100.40	98.96	13.10	4.96

* Margin money deposits with banks having carrying amount of Rs 8.04 million as at three months interim period ended 30 June 2025 (31 March 2025: 7.96 million, 31 March 2024: Rs 12.00 million, 31 March 2023: Rs 4.95 million) are subject to first charge to secure the bank guarantees and buyers credit facilities sanctioned by the bank.

**Margin money deposits with banks having carrying amount of Rs 2.06 million as at three months interim period ended 30 June 2025 (31 March 2025: 0.70 million, 31 March 2024: Rs 1.10 million, 31 March 2023: Rs 0.01 million) are subject to first charge to secure the bank guarantees and buyers credit facilities sanctioned by the bank.

*** The deposits maintained with banks comprises time deposits which can be withdrawn by the Company at any point without prior notice or penalty on the principal. The Company has fixed deposits with schedule banks amounting to Rs 90.30 million with original maturities beyond twelve months. However, the same are withdrawable on demand subject to prepayment penalty of 1% on interest. Based on the Company liquidity management policy and intended use, the said deposits have been classified as current assets under "Bank balances other than cash and cash equivalents".

NEOLITE ZKW LIGHTINGS LIMITED (formerly known as Neolite ZKW Lightings Private Limited)
(CIN U74899DL1992PLC050702)

Annexure VI - Notes to the Restated Financial Information

(All amounts in Rs. millions, except share data and per share data, and unless otherwise stated)

12 Equity share capital and instruments entirely equity in nature

	As at 30 June 2025	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Authorized share capital				
20,00,000 (previous year 20,00,000) Equity Shares of Rs 100/- each	200.00	200.00	200.00	200.00
7,00,000 (previous year 7,00,000) Compulsory Convertible Non-Cumulative Preference Shares (CCPS) of Rs 100/- each	70.00	70.00	70.00	70.00
	<u>270.00</u>	<u>270.00</u>	<u>270.00</u>	<u>270.00</u>
Issued, subscribed & paid-up capital				
11,79,748 (previous year 11,79,748) Equity Shares of Rs 100/- each fully paid up	117.97	117.97	117.97	117.97
1,76,470 (previous year 1,76,470) Compulsory Convertible Non-Cumulative Preference Shares (CCPS) of ₹ 100/-each fully paid up	17.65	17.65	17.65	17.65
	<u>135.62</u>	<u>135.62</u>	<u>135.62</u>	<u>135.62</u>

A) Terms/rights attached to each class of shares

1. Equity Shares

a) The Company has only one class of shares referred to as equity shares having a par value of Rs 100/- each. Each holder of equity shares is entitled to one vote per share.

b) 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 if any. The distribution will be in proportion to the number of equity shares held by the shareholders.

2. Compulsory Convertible Non- Cumulative Preference Shares (CCPS)

a) The Company has Compulsory Convertible Non-Cumulative Preference Shares (CCPS) having face value of Rs 100/- each.

b) The CCPS carry a right to a preference dividend @0.1% per annum in relation to the paid-up capital.

c) In the case of liquidation, the holder of the CCPS shall be entitled to a preferential right of return on the amount paid-up or deemed to have been paid-up. The remaining assets and funds of the Company available for distribution to shareholders shall be distributed among the holders of CCPS and the balance among equity shareholders based on the number of share held by each of them.

d) The CCPS were compulsory convertible into equity shares simultaneously on or after the sale of 26% shares held by ZKW Group GMBH in the Market or to Rajesh Jain & Associates or to any third party buyer as approved in the board resolution dated 07 March 2013. However, the conversion terms has been amended pursuant to board and shareholder resolution dated 23 December 2025 as follows:

(i) Compulsorily Convertible Preference Shares ("CCPS") conversion shall take place on or prior to the filing of the first Red Herring Prospectus ("RHP"), in accordance with applicable law and subject to receipt of prior written consent of ZKW Group Gmbh, and

(ii) the CCPS shall not be converted prior thereto; provided that the trigger event for conversion of the CCPS as stipulated in the Board resolution dated 07 March 2013 shall remain unchanged, and in the event the RHP is not filed within a period of 12 (twelve) months from the date of this resolution, the terms of the said Board resolution dated 07 March 2013 shall stand reinstated.

e) Upto the stub period ended 30 June 2025, the Company had outstanding Cumulative Compulsorily Convertible Preference Shares (CCPS). Originally, these were convertible at a minimum ratio of 1:1. However, pursuant to an Extraordinary General Meeting of the shareholders held on 23 December 2025, the conversion terms were modified as follows: CCPS of face value of Rs 100/- each shall be converted into 50 equity shares of face value of Rs 10 each per CCPS. Further, as the change in conversion ratio occurred before the authorisation of the restated financial information, the effect of the same has been given retrospectively in the earnings per share calculation as per the provisions of Ind AS 10 and Ind AS 33 (refer note 37).

f) The CCPS have been classified as equity instruments as:

- There is no contractual obligation to deliver cash or another financial asset
- The dividend obligation has been waived irrevocably
- Conversion is mandatory making the instrument legally equivalent to an equity instrument
- Number of equity shares to be issued on conversion is fixed

B) Details of shareholders holding more than 5% equity shares in the Company

Name of the Shareholder	As at 30 June 2025		As at 31 March 2025		As at 31 March 2024		As at 31 March 2023	
	No of shares held	% held	No of shares held	% held	No of shares held	% held	No of shares held	% held
Rajesh Jain	7,93,012	67.22%	7,93,012	67.22%	7,93,012	67.22%	7,93,012	67.22%
ZKW Group GMBH	3,06,735	26.00%	3,06,735	26.00%	3,06,735	26.00%	3,06,735	26.00%
Pramod Plastic Industries Private Limited	80,001	6.78%	80,001	6.78%	80,001	6.78%	80,001	6.78%

The Shareholding represents the legal ownership of the shareholder

C) Details of shareholder holding more than 5% Preference shares (CCPS) in the Company

Name of the Shareholder	As at 30 June 2025		As at 31 March 2025		As at 31 March 2024		As at 31 March 2023	
	No. of shares held	% held	No. of shares held	% held	No. of shares held	% held	No. of shares held	% held
Neokraft Global Private Limited	65,058	36.87%	65,058	36.87%	65,058	36.87%	65,058	36.87%
Pramod Plastic Industries Private Limited	1,11,412	63.13%	1,11,412	63.13%	1,11,412	63.13%	1,11,412	63.13%

The shareholding represents the legal ownership of the shareholders.

D) There is no change in share capital of the Company during the reporting period.

E) Reconciliation of share capital

Particulars	As at 30 June 2025		As at 31 March 2025		As at 31 March 2024		As at 31 March 2023	
	Number of shares		Number of shares		Number of shares		Number of shares	
Opening balance	11,79,748		11,79,748		11,79,748		11,79,748	
Shares issued during the period/year	-		-		-		-	
Closing balance	11,79,748		11,79,748		11,79,748		11,79,748	

Compulsory Convertible Non-Cumulative Preference Shares (CCPS)

Particulars	As at 30 June 2025		As at 31 March 2025		As at 31 March 2024		As at 31 March 2023	
	Number of shares		Number of shares		Number of shares		Number of shares	
Opening balance	1,76,470		1,76,470		1,76,470		1,76,470	
Shares issued during the period/year	-		-		-		-	
Closing balance	1,76,470		1,76,470		1,76,470		1,76,470	

F) Equity shareholding of promoters/promoter group and changes therein.

Particulars	As at 30 June 2025		As at 31 March 2025		As at 31 March 2024		As at 31 March 2023		% change during the period/year	
	No. of shares	% held	No. of shares	% held	No. of shares	% held	No. of shares	% held	change	% change
Rajesh Jain	7,93,012	67.22%	7,93,012	67.22%	7,93,012	67.22%	7,93,012	67.22%	-	-
Pramod Plastic Industries Private Limited	80,001	6.78%	80,001	6.78%	80,001	6.78%	80,001	6.78%	-	-

G) Compulsory Convertible Non-Cumulative Preference Shares (CCPS) shareholding of promoters/promoter group and changes therein.

Particulars	As at 30 June 2025		As at 31 March 2025		As at 31 March 2024		As at 31 March 2023		% change during the period/year	
	No. of shares	% held	No. of shares	% held	No. of shares	% held	No. of shares	% held	change	% change
Neokraft Global Private Limited	65,058	36.87%	65,058	36.87%	65,058	36.87%	65,058	36.87%	-	(0.61)
Pramod Plastic Industries Private Limited	1,11,412	63.13%	1,11,412	63.13%	1,11,412	63.13%	1,11,412	63.13%	-	-

H) Aggregate number of bonus shares issued during the period of five years immediately preceding the reporting date:

(i) The Company has not issued any bonus shares or shares for consideration other than cash during the period of five years immediately preceding the reporting date.

(ii) Refer note 54 for subsequent events after the balance sheet date.

I) Aggregate number of shares bought back during the period of five years immediately preceding the reporting date:

There have been no buy back of shares.

J) Aggregate number of shares issued for consideration other than cash during the period of five years immediately preceding the reporting date:

There have been no issue of shares for consideration other than cash.

13 Other equity

	As at 30 June 2025	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Securities premium				
Opening & closing balance	421.68	421.68	421.68	421.68
Retained earnings				
Surplus-Opening balance	1,261.77	739.98	549.58	394.34
Add:- Profit after tax	222.61	528.24	190.54	155.85
Add:- Other comprehensive (loss)/income for the period/year	(6.20)	(6.45)	(0.14)	(0.61)
Surplus-Closing balance	1,478.18	1,261.77	739.98	549.58
Total	<u>1,899.86</u>	<u>1,683.45</u>	<u>1,161.66</u>	<u>971.26</u>

Nature and purpose of other reserves

Securities premium

Securities premium is used to record the premium on issue of shares. This balance can be utilised in accordance with provisions of the Companies Act, 2013.

Retained earnings

Retained earnings are the profits/(loss) that the Company has earned/incurred till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

Retained earnings include re-measurement loss/(gain) on defined benefit plans, net of taxes that will not be reclassified to Statement of Profit and Loss.

14 Borrowings (non-current, financial liabilities)

	As at 30 June 2025		As at 31 March 2025		As at 31 March 2024		As at 31 March 2023	
	Non-current	Current	Non-current	Current	Non-current	Current	Non-current	Current
Secured loans								
Term loans - Rupee	155.02	54.77	112.20	59.40	81.52	35.22	116.74	28.18
Term loans - Foreign currency	150.91	120.08	175.18	120.15	221.03	105.37	169.05	67.44
Vehicle loans from banks	38.44	13.04	41.61	13.05	23.72	9.36	10.53	7.05
Unsecured loans								
Term loans - Rupee	58.41	-	58.41	-	197.14	21.90	219.04	21.90
Term loans - Foreign currency	113.73	22.37	119.37	22.38	-	-	-	-
	516.51	210.26	506.77	214.98	523.41	171.85	515.36	124.57

Secured Term Loan from banks

S.no.	Facility details	Security	Loan type	Outstanding amount			
				As at 30 June 2025	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
1	During the year ended 31 March 2019 the Company had taken term loan facility of Rs 50 million from HDFC Bank Limited for a tenure of 7 years to be repaid in 26 equal quarterly instalments after a moratorium period of 6 months. During the financial year ended 31 March 2020 the said rupee loan was converted into foreign currency loan (USD) with balance outstanding of Rs 33.17 million on date of conversion retaining the original repayment terms. During the financial year ended 31 March 2021 an amount of Rs 2.76 million equivalent to 2 instalments along with interest of Rs 0.62 million equivalent of 4 months interest have been converted by bank to rupee loan which is repayable along with last instalment of the loan on account of moratorium sanctioned as per RBI Guidelines due to Covid-19 pandemic. (a) The foreign currency loan currently carries an interest rate of 5.75 % p.a. (b) The rupee loan currently carries an interest rate of 9.20% p.a. The interest is payable on monthly basis.	1. Stocks and Book Debts- First pari passu charge on current assets of the Company both present and future (excluding receivables financed by HDFC Bank Limited). 2. Plant and machinery - First charge on movable fixed assets (MFA) of the Company both present and future. 3. Personal Guarantee- Personal Guarantee of Mr Rajesh Jain and Ms Vaishali Jain. 4. Immoveable Fixed Assets- Exclusive charge by way of equitable mortgage (EM) of Land and Building Plot no 36, 4B, Industrial Estate Bahadurgarh.	Foreign currency loan	4.82	6.43	12.52	18.51
			Rupee loan	3.39	3.39	3.39	3.39
2	During the year ended 31 March 2020 the Company had taken term loan facility of Rs 105 million from HDFC Bank Limited for a tenure of 7 years to be repaid in 60 equal monthly instalments after a moratorium period of 2 years. Further, during the same year part of the said rupee loan was converted into foreign currency loan (USD) with balance outstanding of Rs 59.50 million on date of conversion retaining the original repayment terms. During the year ended 31 March 2021 the remaining amount of rupee loan was also converted into foreign currency loan with balance outstanding of Rs 46.18 million on date of conversion retaining the original repayment terms. During the financial year ended 31 March 2021 an amount of Rs 1.9 million equivalent to 4 month interest have been converted by bank to rupee loan which is repayable along with last instalment of the loan on account of moratorium sanctioned as per RBI Guidelines due to Covid-19 pandemic. (a) The foreign currency loan carries an interest rate ranging from 4.21% p.a to 5.15 % p.a. (b) The rupee loan carries an interest rate of 9.20% p.a. The interest is payable on monthly basis.	1. Stocks and Book Debts- First pari passu charge on current assets of the Company both present and future (excluding receivables financed by HDFC Bank Limited). 2. Plant and machinery - First charge on movable fixed assets (MFA) of the Company both present and future, 3. Personal Guarantee- Personal Guarantee of Mr Rajesh Jain and Ms Vaishali Jain. 4. Immoveable Fixed Assets- Exclusive charge by way of equitable mortgage (EM) of Land and Building Plot no 36, 4B, Industrial Estate Bahadurgarh.	Foreign currency loan	35.29	41.38	63.98	86.42
			Rupee loan	1.90	1.90	1.90	1.90
3	During the year ended 31 March 2022 the Company had taken foreign currency term loan (USD) (FCNR) facility of Rs 180 million from HDFC Bank Limited for a tenure of 5 years to be repaid in 48 equal monthly instalments after a moratorium of 1 year. The loan carries an interest rate of 5.88% p.a. The interest is payable on monthly basis.	1. Stocks and Book Debts- Exclusive charge on current assets of the Company both present and future (excluding receivables financed by HDFC Bank Limited). 2. Plant and machinery - First charge on movable fixed assets (MFA) of the Company both present and future, 3. Personal Guarantee- Personal Guarantee of Mr Rajesh Jain and Ms Vaishali Jain. 4. Immoveable Fixed Assets- Exclusive charge by way of equitable mortgage (EM) of Land and Building Plot no 36, 4B, Industrial Estate Bahadurgarh.	Foreign currency loan	85.62	98.50	151.79	131.56
4	During the year ended 31 March 2023 the Company had taken term loan facility of Rs 180 million from HDFC Bank Limited for a tenure of 5 years to be repaid in 60 equal monthly instalments. During the financial year ended 31 March 2025 the amount of rupee loan disbursed in the financial year 2024 was converted into foreign currency loan (USD) with balance outstanding of Rs 90.54 million on date of conversion retaining the original repayment terms. Further, remaining amount of loan disbursed by bank amounting to Rs 82.9 million was also converted into foreign currency loan (EURO) with balance outstanding of Rs 82.9 million on date of conversion retaining the original repayment terms. The USD loan carries an interest rate of 6.40% p.a. and EURO loan carries an interest rate of 5.30% p.a. The interest is payable on monthly basis.	1. Stocks and Receivables- Exclusive charge on current assets of the Company both present and future (excluding receivables financed by HDFC Bank Limited). 2. Plant and machinery - Exclusive charge on movable fixed assets (MFA) of the Company both present and future. 3. Personal Guarantee- Personal Guarantee of Mr Rajesh Jain and Ms Vaishali Jain. 4. Immoveable Fixed Assets- Exclusive charge of unit-I at Plot no 36, Sector-4B, HSIIDC Industrial Area, Bahadurgarh-124057 and Farm no 4, 3rd Avenue, Bandh Road, Chattarpur, New Delhi-110074	Foreign currency loan	145.26	149.03	98.11	-
5	During the year ended 31 March 2022 the Company had taken Guaranteed Emergency Credit Line (GECL) of Rs 20 million from HDFC Bank Limited for a tenure of 5 years to be repaid in 48 equal monthly instalments after a moratorium of 1 year. The loan carries an interest rate of 9.25% p.a.. The interest is payable on monthly basis.	Extension of second ranking charge over existing primary and collateral securities including mortgages created in favor of the Bank and security created over the hypothecated assets of the borrower out of this facility.	Rupee loan	2.50	3.75	8.75	13.75
6	During the year ended 31 March 2021 the Company had taken Guaranteed Emergency Credit Line (GECL) of Rs 97.71 million from HDFC Bank Limited for a tenure of 5 years to be repaid in 48 equal monthly instalments after a moratorium of 1 year. The loan carries an interest rate of 9.25% p.a.. The interest is payable on monthly basis.	Extension of second ranking charge over existing primary and collateral securities including mortgages created in favor of the Bank and Security created over the hypothecated assets of the borrower out of this facility.	Rupee loan	17.38	23.18	46.35	69.53
7	During the year ended 31 March 2023 the Company had taken Guaranteed Emergency Credit Line (GECL) of Rs 56.35 million from HDFC Bank Limited for a tenure of 6 years to be repaid in 48 equal monthly instalments after a moratorium of 2 years. The loan carries an interest rate of 9.25% p.a.. The interest is payable on monthly basis.	Extension of second ranking charge over existing primary and collateral securities including mortgages created in favor of the Bank.	Rupee loan	45.79	49.30	56.35	56.35
8	During the year ended 31 March 2025 the Company had taken term loan facility of Rs 75 million from HDFC Bank Limited for a tenure of 5 years to be repaid in 60 equal monthly instalments. The loan carries an interest rate of 7.65% p.a.. The interest is payable on monthly basis.	1. Stocks and Book Debts- Exclusive charge on current assets of the Company both present and future (excluding receivables financed by HDFC Bank Limited). 2. Plant and machinery - Exclusive charge on movable fixed assets (MFA) of the Company both present and future, 3. Personal Guarantee- Personal Guarantee of Mr Rajesh Jain and Ms Vaishali Jain. 4. Immoveable Fixed Assets- Exclusive charge by way of equitable mortgage (EM) of Land and Building Plot no 36, 4B, Industrial Estate Bahadurgarh.	Rupee loan	71.25	75.00	-	-
9	During the year ended 31 March 2025 the Company had availed sanction term loan facility of Rs 555 million from HDFC Bank Limited for a tenure of 8 years to be repaid in 28 equal quarterly instalments after a moratorium of 1 year. The loan carries an interest rate of 7.65% p.a.. The interest is payable on monthly basis. During the period ended 30 June 2025 an amount of Rs 52.51 million was disbursed by HDFC Bank out of the sanctioned limit.	1. Stocks and Book Debts- Exclusive charge on current assets of the Company both present and future (excluding receivables financed by HDFC Bank Limited). 2. Plant and machinery - Exclusive charge on movable fixed assets (MFA) of the Company both present and future, 3. Personal Guarantee- Personal Guarantee of Mr Rajesh Jain and Ms Vaishali Jain. 4. Immoveable Fixed Assets- Exclusive charge by way of equitable mortgage (EM) of Land and Building Plot no 36, 4B, Industrial Estate Bahadurgarh.	Rupee loan	67.58	15.07	-	-
Total				480.78	466.93	443.14	381.41

Maturity profile of secured term loans from (rupee and foreign currency loans from bank)				
	1-2 years	2-3 years	3-4 years	Beyond 4 years
Maturity profile of term loans	125.52	78.36	54.59	47.46
Vehicle Loan from banks				
S.no.	Facility details	Security	Loan type	
1	The Company has availed vehicle loans from HDFC Bank Limited and ICICI Bank Limited. The loans carries rate of interest ranging from @ 10% to 13.5% p.a. The interest is payable on monthly basis.	The vehicle loan are secured by way of Hypothecation of vehicle and Personal Guarantee of Mr Rajesh Jain in case of commercial vehicle.	Rupee loan	
Total				

Maturity profile of vehicle loans from banks					
	1-2 years	2-3 years	3-4 years	Beyond 4 years	
Maturity profile of vehicle loan	12.81	12.45	8.24	4.93	

Unsecured Term Loan from bank

S.no.	Facility details	Security	Loan type	Outstanding amount			
				As at 30 June 2025	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
1	During the year ended 31 March 2018 the Company had taken Loan of Rs 272 million against security of property owned by Neometal and Electrical Industries Private Limited from HDFC Limited for a tenure of 15 years to be repaid in 180 equal monthly instalments. During the year ended 31 March 2023 HDFC Bank Limited has taken over the said Loan Against Property (LAP) loan from HDFC Limited outstanding amount of Rs 257.69 million on the date of take over retaining the original repayment terms. Further, during the financial year ended 31 March 2025 part of the Loan Against Property was converted into foreign currency loan with balance outstanding of Rs 141.76 million on the date of conversion retaining original repayment terms. An amount of Rs 58.41 million continued to remain rupee term loan. (a) The rupee loan carries an interest rate of 7.11 % p.a. (b) The foreign currency loan carries an interest rate of 6.40% p.a.. The interest is payable on monthly basis.	The loan is unsecured as far as the Company is concerned as no security of the Company is given to the bank. However, the loan is secured against the property of related party as mentioned below: 1. Immovable Fixed Assets- Exclusive charge on Farm no.4, 3rd Avenue, Bandh Road, Chattarpur, New Delhi-110074 owned by M/s Neo Metal and Electrical Industries Private Limited. 2. Corporate Guarantee- M/s Neo Metal and Electrical Industries Private Limited.	Rupee loan	58.41	58.41	219.04	240.94
Foreign currency loan				136.10	141.75	-	-
Total				194.51	200.16	219.04	240.94

Maturity profile of unsecured loan from bank					
	1-2 years	2-3 years	3-4 years	Beyond 4 years	
Maturity profile of unsecured loan	22.37	22.37	22.37	105.02	

15 Lease liabilities	As at 30 June 2025		As at 31 March 2025		As at 31 March 2024		As at 31 March 2023	
	Non-current	Current	Non-current	Current	Non-current	Current	Non-current	Current
Lease liability (as per Ind AS 116)	29.88	16.23	27.45	18.97	36.96	14.78	16.91	15.38
	29.88	16.23	27.45	18.97	36.96	14.78	16.91	15.38

(i) Refer note 35 regarding information about leases for which the Company is a lessee.

16 Trade payables	As at 30 June 2025	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Total outstanding dues of micro and small enterprises**	135.05	104.67	43.44	249.12
Total outstanding dues of creditors other than micro and small enterprises	291.12	268.75	281.03	413.77
Other payables*	158.61	147.76	349.56	-
	584.78	521.18	674.03	662.89

*Suppliers who have received payment from finance provider

Other payable pertained to vendor bill discounting facilities obtained under TReDS scheme announced vide MCA Notification issued 21 November 2018 for MSMEs. Balance outstanding towards banks is Rs 110.34 million (31 March 2025: 127.31 million, 31 March 2024: 299.75 million, 31 March 2023: Rs Nil) and to non-banking finance companies is Rs 48.27 million (31 March 2025: 20.45 million, 31 March 2024: Rs 49.81 million, 31 March 2023: Rs Nil). The facility carry interest ranging from 9.25% to 9.70% with tenor of 60 to 120 days.

Note:- Based on the information available on micro and small enterprises as on 30 June 2025, 31 March 2025 and 31 March 2024 the outstanding as on 31 March 2023 has been restated based on the available documents. However, no interest was provided for the year ended 31 March 2023 as no information was available with the Company for the year then ended relating to status of micro and small enterprises.

** Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act, 2006")				
Particulars	As at 30 June 2025	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
The amounts remaining unpaid to micro and small suppliers as at the end of the period/year				
- Principal	128.19	103.77	42.93	249.12
- Interest	6.86	0.90	0.51	-
The amounts of the payments made to micro and small suppliers as at the end of the year beyond the appointed day.				
- Principal	-	-	-	-
- Interest	-	-	-	-
The amount of interest due and payable for the period (where the principal has been paid but interest under the MSMED Act, 2006 not paid);	5.96	0.39	0.51	-
The amount of interest accrued and remaining unpaid at the end of each accounting period/year; and	6.86	0.90	0.51	-
The amount of further interest due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23.	5.96	0.39	0.51	-

Ageing Schedule As at 30 June 2025		Outstanding for following periods from due date of payment					
Particulars		Not due	Less than 1 year	1-2 years	2-3 years	More than 3 year	Total
Dues of micro and small enterprises	110.25	24.29	0.51	-	-	-	135.05
Others	368.77	63.12	0.01	9.02	8.81	-	449.73
Total trade payables	-	479.02	87.41	0.52	9.02	8.81	584.78

Ageing Schedule As at 31 March 2025		Outstanding for following periods from due date of payment					
Particulars		Not due	Less than 1 year	1-2 years	2-3 years	More than 3 year	Total
Dues of micro and small enterprises	70.59	34.08	-	-	-	-	104.67
Others	344.11	55.51	4.16	3.92	8.81	-	416.51
Total trade payables	-	414.70	89.59	4.16	3.92	8.81	521.18

As at 31 March 2024		Outstanding for following periods from due date of payment					
Particulars		Not due	Less than 1 year	1-2 years	2-3 years	More than 3 year	Total
Dues of micro and small enterprises	43.44	-	-	-	-	-	43.44
Others	600.29	22.01	0.29	6.83	1.17	-	630.59
Total trade payables	-	643.73	22.01	0.29	6.83	1.17	674.03

As at 31 March 2023		Outstanding for following periods from due date of payment					
Particulars	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 year	Total	
Dues of micro and small enterprises	249.12	-	-	-	-	249.12	
Others	270.93	129.43	10.94	0.22	2.25	413.77	
Total trade payables	520.05	129.43	10.94	0.22	2.25	662.89	

17 Other financial liabilities-current	As at	As at	As at	As at
	30 June 2025	31 March 2025	31 March 2024	31 March 2023
Interest accrued and not due on borrowings	1.29	1.67	0.35	0.31
Interest accrued and due on borrowings	-	0.81	4.24	5.14
Creditors for capital expenditure	32.92	69.31	7.98	17.45
Payable to employees	41.80	30.49	30.24	26.52
Other payable (includes accrued expense/liabilities)	29.35	12.12	34.04	9.76
Trade security deposits	4.00	4.70	4.90	5.00
	109.36	119.10	81.75	64.18

18 Provisions	As at 30 June 2025	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
	Non-current	Current	Non-current	Current
Provision for retirement benefits				
Leave encashment	12.07	2.06	11.84	1.87
Gratuity	52.69	3.22	34.36	11.11
			7.84	24.57
			1.16	7.72
			6.21	22.39
Provision for warranties	-	8.32	-	7.58
	64.76	13.60	32.41	11.44
			28.60	13.70

Provision for warranties
The Company gives warranties on certain products and services, undertaking to repair and replace the items that fails to perform satisfactorily during the warranty period. Provision made as at the period/year end represents the amount of the expected cost of meeting such obligation of rectification or replacement. The timing of the outflow is expected to be within warranty period.

Particulars	For the period ended 30 June 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Opening balance	7.58	2.56	4.04	3.62
Addition	1.21	5.02	-	0.42
Utilization	0.47	-	1.48	-
Closing balance	8.32	7.58	2.56	4.04

19 Deferred tax liabilities (net)	As at 30 June 2025	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Deferred tax liability				
Property, plant and equipment & intangible assets	94.50	93.25	82.10	73.55
	94.50	93.25	82.10	73.55
Deferred tax assets				
Provision for gratuity	12.02	11.44	8.13	7.47
Provision for leave encashment	3.56	3.45	2.27	2.16
Provision for bonus	0.41	1.47	1.37	1.31
Lease liabilities	0.80	0.82	-	-
Others	10.46	16.57	7.94	2.75
	27.25	33.75	19.71	13.69
Net deferred tax liability	67.25	59.50	62.39	59.86

Movement in deferred tax liabilities and deferred tax assets			
Particulars	As at 30 June 2025	Recognised in Profit & Loss	As at 31 March 2025
Movement in deferred tax liabilities			
Property, plant and equipment & intangible assets	94.50	1.25	93.25
Total (a)	94.50	1.25	93.25
Movement in deferred tax assets			
Provision for leave encashment	3.56	0.11	3.45
Provision for gratuity	12.02	0.58	11.44
Provision for bonus	0.41	(1.06)	1.47
Lease liabilities	0.80	(0.02)	0.82
Others	10.46	(6.11)	16.57
Total (b)	27.25	(6.50)	33.75
Net deferred tax liability (a-b)	67.25	7.75	59.50

Particulars			
Particulars	As at 31 March 2025	Recognised in Profit & Loss	As at 31 March 2024
Movement in deferred tax liabilities			
Property, plant and equipment & intangible assets	93.25	11.15	82.10
Total (a)	93.25	11.15	82.10
Movement in deferred tax assets			
Provision for leave encashment	3.45	1.18	2.27
Provision for gratuity	11.44	3.31	8.13
Provision for bonus	1.47	0.10	1.37
Lease liabilities	0.82	0.82	-
Others	16.57	8.63	7.94
Total (b)	33.75	14.04	19.71
Net deferred tax liability (a-b)	59.50	(2.89)	62.39

Particulars			
Particulars	As at 31 March 2024	Recognised in Profit & Loss	As at 31 March 2023
Movement in deferred tax liabilities			
Property, plant and equipment & intangible assets	82.10	8.55	73.55
Total (a)	82.10	8.55	73.55
Movement in deferred tax assets			
Provision for leave encashment	2.27	0.11	2.16
Provision for gratuity	8.13	0.66	7.47
Provision for bonus	1.37	0.06	1.31
Others	7.94	5.19	2.75
Total (b)	19.71	6.02	13.69
Net deferred tax liability (a-b)	62.39	2.53	59.86

Particulars			
Particulars	As at 31 March 2023	Recognised in Profit & Loss	As at 01 April 2022
Movement in deferred tax liabilities			
Property, plant and equipment & intangible assets	73.55	(7.68)	81.23
Total (a)	73.55	(7.68)	81.23

Movement in deferred tax assets			
Provision for leave encashment	2.16	(0.02)	2.18
Provision for gratuity	7.47	(0.13)	7.60
Provision for bonus	1.31	(0.13)	1.44
Others	2.75	(0.16)	2.91
Total (b)	13.69	(0.44)	14.13
Net deferred tax liability (a-b)	59.86	(7.24)	67.10

20 Borrowings (current, financial liabilities)	As at 30 June 2025	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Secured loans				
Working capital loans repayable on demand from banks	156.84	247.83	228.43	332.36
Foreign currency working capital loan repayable on demand from banks	-	-	-	19.12
Bill discounting facility availed from banks	0.86	-	3.14	136.50
Current maturities of long-term borrowings (refer note 14)	210.26	214.98	171.85	124.57
Unsecured loan				
Loan from related party (refer note 39)	-	0.03	0.03	0.03
	367.96	462.84	403.45	612.58

Working capital facilities							
S.no.	Facility details	Security	Loan type	Outstanding amount			
				As at 30 June 2025	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
1	The Company has availed cash credit facility of Rs 370 million and packing credit facility of Rs 100 million carrying interest rate ranging from 8.25% to 8.5%.. The interest is payable on monthly basis.	1. Stocks and Book Debts- First pari passu charge on current assets of the Company both present and future (excluding receivables financed by HDFC Bank Limited). 2. Plant and machinery - First charge on movable fixed assets (MFA) of the Company both present and future, 3. Personal Guarantee- Personal Guarantee of Mr Rajesh Jain and Ms Vaishali Jain. 4. Immovable Fixed Assets- Exclusive charge by way of equitable mortgage (EM) of Land and Building Plot no 36, 4B, Industrial Estate Bahadurgarh.	Rupee loan	156.84	247.83	228.43	332.36
			Foreign currency loan	-	-	-	19.12
Total				156.84	247.83	228.43	351.48

Unsecured loan from director							
S.no.	Facility details	Security	Loan type	Outstanding amount			
				As at 30 June 2025	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
1	Mr. Rajesh Jain	Nil	Rupee loan	-	0.03	0.03	0.03
Total				-	0.03	0.03	0.03

Bill discounting facility availed from banks

Company has availed bill discounting facility of sales invoices issued to M/s Tata Motors Limited from Yes Bank Limited outstanding as at three months interim period ended 30 June 2025 amounting to Rs 0.86 million (31 March 2025: Nil, 31 March 2024: Nil, 31 March 2023: Rs Nil). The interest charged by bank is 8.25 % p.a on the said facility. The facility is secured against the trade receivable of the respective customer.

Company has availed bill discounting facility of sales invoices issued to M/s Ashok Leyland Limited from ICICI Bank Limited outstanding as at as at three months interim period ended 30 June 2025 amounting to Nil (31 March 2025: Nil, 31 March 2024: 3.14 million, 31 March 2023: Rs 15.05 million). The interest charged by bank is 8.10 % p.a on the said facility. The facility is secured against the trade receivable of the respective customer.

Company has availed bill discounting facility of sales invoices issued to VE Commercial Vehicles Limited from HDFC Bank Limited outstanding as at three months interim period ended 30 June 2025 amounting to Nil (31 March 2025: Nil, 31 March 2024: Rs Nil, 31 March 2023 Rs 121.45 million). The interest charged by bank is 8.45 % p.a on the said facility. The facility is secured against the trade receivable of the respective customer.

The Company has sanctioned facilities from banks on the basis of security of current assets. The periodic returns filed by the Company with such banks are in agreement with the books of accounts of the Company except in the following cases:

For the period ended 30 June 2025				
For the quarter ended	Nature of the current asset	As per books of accounts	Amount as per quarterly return & statements	Discrepancies*
Jun-25	Trade payables	584.78	617.22	32.44
Jun-25	Inventories	647.74	612.26	(35.48)
Jun-25	Trade receivables	916.65	923.70	7.05

Financial year 2024-25				
For the quarter ended	Nature of the current asset	As per books of accounts	Amount as per quarterly return & statements	Discrepancies*
Jun-24	Trade payables	655.35	658.57	3.22
Jun-24	Inventories	467.61	467.61	-
Jun-24	Trade receivables	812.04	810.24	(1.80)
Sep-24	Trade payables	632.55	633.97	1.42
Sep-24	Inventories	619.43	619.47	0.04
Sep-24	Trade receivables	820.14	818.44	(1.70)
Dec-24	Trade payables	642.59	647.83	5.24
Dec-24	Inventories	630.35	630.53	0.18
Dec-24	Trade receivables	783.28	784.78	1.50
Mar-25	Trade payables	521.18	588.50	67.32
Mar-25	Inventories	611.85	588.02	(23.83)
Mar-25	Trade receivables	989.28	972.72	(16.56)

Financial year 2023-24				
For the quarter ended	Nature of the current asset	As per books of accounts	Amount as per quarterly return & statements	Discrepancies*
Jun-23	Trade payables	629.59	629.60	0.00
Jun-23	Inventories	433.60	433.60	-
Jun-23	Trade receivables	858.10	859.70	1.60
Sep-23	Trade payables	606.68	593.19	(13.49)
Sep-23	Inventories	453.88	453.74	(0.14)
Sep-23	Trade receivables	694.21	765.92	71.71
Dec-23	Trade payables	617.25	641.64	24.39
Dec-23	Inventories	475.56	475.56	-
Dec-23	Trade receivables	965.41	935.76	(29.65)
Mar-24	Trade payables**	604.57	636.54	31.97
Mar-24	Inventories	419.61	413.45	(6.16)
Mar-24	Trade receivables**	837.69	885.75	48.06

*these differences are mainly due to prior reporting to banks before quarterly closure of books.
** The variations between the figures as per books of accounts and the Restated Financial Information is due to the adjustments made in the Restated Financial Information.

21 Other current liabilities	As at 30 June 2025	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Advances received from customers	413.11	509.50	273.35	29.11
Advance revenue	65.46	-	-	-
Statutory dues payable	27.98	34.88	21.60	14.91
	506.55	544.38	294.95	44.02
22 Current tax liabilities (net)	As at 30 June 2025	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Provision for income tax (net of advance tax)	75.09	29.45	8.09	3.02
	75.09	29.45	8.09	3.02

NEOLITE ZKW LIGHTINGS LIMITED (formerly known as Neolite ZKW Lightings Private Limited)
(CIN U74899DL1992PLC050702)

Annexure VI - Notes to the Restated Financial Information

(All amounts in Rs. millions, except share data and per share data, and unless otherwise stated)

23 Revenue from operations	For the period ended 30 June 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Revenue from contract with customers				
Sale of product	992.91	4,571.12	3,741.86	3,936.41
Sale of services	238.05	484.11	233.35	72.95
	1,230.96	5,055.23	3,975.21	4,009.36
Other operating revenue	17.59	65.52	54.66	44.44
	17.59	65.52	54.66	44.44
	1,248.55	5,120.75	4,029.87	4,053.80
Sale of product				
- Sale of finished goods				
Automotive lamps, signalling equipment and parts	640.60	3,664.98	3,546.68	2,804.10
Moulds, dies & fixtures	305.15	415.38	46.42	1,004.69
Others	15.05	111.49	100.96	106.55
- Sale of traded goods				
Automotive lamps, signalling equipment and parts *	32.11	379.27	47.80	21.07
	992.91	4,571.12	3,741.86	3,936.41
Sale of service				
Design and tool development charges	238.05	484.11	233.35	72.95
	238.05	484.11	233.35	72.95
Other operating revenue				
Scrap sales	4.01	14.72	13.26	12.03
Testing charges received	-	-	-	0.80
Gain on exchange fluctuation	5.63	13.33	3.26	-
Duty drawback, merchandise export and RODTEP incentive	6.69	30.63	29.90	22.10
Others	1.26	6.84	8.24	9.51
	17.59	65.52	54.66	44.44

* Includes merchant trade transaction of Rs 26.55 million (31 March 2025: 366.09 million, 31 March 2024: Nil, 31 March 2023: Nil)

Revenue from operations	For the period ended 30 June 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
-Domestic	560.79	2,747.24	2,631.81	2,789.55
-Exports*	687.76	2,373.51	1,398.06	1,264.25
	1,248.55	5,120.75	4,029.87	4,053.80

* Include sales to SEZ of Rs Nil (31 March 2025: 0.08 million, 31 March 2024: Rs 1.23 million, 31 March 2023: Rs 5.02 million)

Disclosure required by Ind AS 115

Revenue from contracts with customers is disaggregated by major products and service lines above. Further, the revenue is disclosed in the said note is net of Rs. 8.41 million (31 March 2025: Rs 34.71 million, 31 March 2024: Rs 27.81 million, 31 March 2023: 25.97 million) representing discount to customers. The following table provides further information as required by Ind AS 115.

Reconciliation of revenue from contract with customer	For the period ended 30 June 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Contracted price	1,239.37	5,089.94	4,003.02	4,035.33
Less: Trade discounts, cash discount, volume rebates, etc.	8.41	34.71	27.81	25.97
Revenue from contract with customer	1,230.96	5,055.23	3,975.21	4,009.36
Contract balances (Moulds, dies & fixtures)	As at 30 June 2025	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Trade receivables	254.03	108.40	102.38	103.44
Contract assets	31.49	27.13	11.72	30.85
Contract liabilities	471.04	502.51	202.96	18.85

Contract assets are initially recognised for revenue earned from development of tools and secondary equipment as receipt of consideration is conditional on successful completion and acceptance by the customer. Upon completion and acceptance by the customer, the amounts recognised as contract assets are reclassified to trade receivables. The expected credit loss on contract assets is considered very low and hence no provision for credit loss is recorded in respect of contract assets.

Timing of revenue recognition

Revenue from sale of goods are transferred to the customers at a point in time, whereas revenue from design and development charges are transferred over a period of time.

Particulars	For the period ended 30 June 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Revenue recognised at a point in time	992.91	4,571.12	3,741.86	3,936.41
Revenue recognised over the period of time	238.05	484.11	233.35	72.95
Revenue from contract with customers	1,230.96	5,055.23	3,975.21	4,009.36

24 Other income

	For the period ended 30 June 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Interest income on term deposits and others	2.69	12.69	3.15	7.14
Provision/liability no longer required written back	-	0.52	1.17	0.11
Profit on sale of property, plant and equipment	0.78	-	0.07	1.13
Unwinding of interest on financial assets	0.12	0.35	0.50	0.35
Gain on derecognition of right of use assets and lease liabilities on account of termination and modification of leases	0.73	0.41	0.98	-
Net gain on fair valuation of investments carried at fair value through profit & loss	1.45	3.18	0.01	-
	5.77	17.15	5.88	8.73

25 Cost of raw materials and components consumed

	For the period ended 30 June 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Inventories at the beginning of the period/year	250.49	195.71	196.58	172.68
Add:- Purchases	476.04	2,427.57	2,138.25	2,265.20
Less:- Inventories at the end of the period/year	233.63	250.49	195.71	196.58
	492.90	2,372.79	2,139.12	2,241.30

26 Purchase of stock in trade

	For the period ended 30 June 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Purchase of traded goods	4.88	369.26	43.00	17.18
	4.88	369.26	43.00	17.18
-Purchase of traded goods				
Automotive lamps, signalling equipment and parts *	4.88	369.26	43.00	17.18
	4.88	369.26	43.00	17.18

* Includes purchase of merchant trade transaction of Nil (31 March 2025: 357.81 million, 31 March 2024: Nil, 31 March 2023: Nil)

27 Change in inventory of finished goods, work in progress and stock in trade

	For the period ended 30 June 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Inventories at the end of the period/year				
a) Work in progress	34.39	39.99	35.26	48.54
b) Work in progress- dies & moulds*	60.09	67.67	43.84	34.06
c) Finished goods	297.49	188.11	119.14	142.31
d) Finished Goods-dies & moulds	-	16.97	-	-
e) Stock-in-trade (in respect of goods acquired for trading)	-	25.00	-	-
	391.96	337.74	198.24	224.91
Inventories at the beginning of the period/year				
a) Work in progress	39.99	35.26	48.54	26.45
b) Work in progress- dies & moulds**	67.67	43.84	34.06	338.54
c) Finished goods	188.11	119.14	142.31	121.17
d) Finished Goods-dies & moulds	16.97	-	-	-
e) Stock-in-trade (in respect of goods acquired for trading)	25.00	-	-	-
	337.74	198.24	224.91	486.16
	(54.22)	(139.50)	26.67	261.25

* Closing stock include service stock of design and tool development charges of Rs 11.48 million (31 March 2025: 23.97 million, 31 March 2024: Rs Nil, 31 March 2023: Rs 30.63 million)

** Opening stock include service stock of design and tool development charges of Rs 23.97 million (31 March 2024: Rs 30.63 million, 31 March 2023: Rs 81.23 million)

28 Employee benefits expenses

	For the period ended 30 June 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Salaries, wages and bonus	226.07	685.51	578.58	427.99
Contributions to provident fund and other funds	3.70	14.24	15.20	12.47
Gratuity expenses	2.29	7.36	5.69	5.22
Leave encashment	0.48	7.87	1.60	2.95
Staff welfare	4.56	13.49	9.55	9.23
	237.10	728.47	610.62	457.86

29 Finance cost

	For the period ended 30 June 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Interest expense on borrowings	11.95	50.31	63.76	67.44
Interest others	0.06	0.27	0.29	0.28
Interest expense on lease liabilities	0.94	4.29	3.72	3.10
Other borrowing costs	1.58	20.29	24.94	11.74
	14.53	75.16	92.71	82.56

30 Depreciation and amortization expenses

	For the period ended 30 June 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Depreciation on property, plant and equipment (refer note 2)	46.02	161.99	129.93	109.52
Depreciation on right of use assets (refer note 3)	4.32	19.39	21.00	15.73
Amortization of intangible assets (refer note 4)	0.29	2.54	3.90	6.33
	50.63	183.92	154.83	131.58

31 Other expenses

	For the period ended 30 June 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Consumption of stores and spare parts	11.15	39.85	32.15	24.76
Packing material consumed	21.57	113.73	96.43	97.65
Job work charges	2.70	10.83	8.66	9.59
Repair & maintenance				
Repair & maintenance- plant & machinery	6.65	16.56	10.79	13.39
Repair & maintenance- factory building	1.60	3.93	4.70	4.34
Repair and maintenance - others	0.82	3.38	2.96	2.56
Power and fuel	19.55	78.75	69.38	61.52
Freight, cartage & octroi	2.39	9.30	7.27	9.57
Design and tool development charges	54.71	229.85	144.55	169.89
Loss on insurance claim****	0.81	-	-	-
Testing charges	1.77	19.19	35.91	11.72
Payment to auditors*	-	1.48	1.48	1.48
Rates, taxes and fees	1.00	1.51	2.18	0.61
Insurance	2.22	7.94	6.66	5.67
Rent**	4.69	20.44	1.98	4.26
Selling and distribution expenses	15.16	85.25	90.14	74.04
Travelling and conveyance	15.93	56.52	47.60	43.67
Net loss on fair valuation of investments carried at fair value through profit & loss	-	-	-	0.00
Contribution towards CSR***	2.02	5.02	5.75	4.63
Loss on sale of property, plant and equipment	-	0.25	-	-
Provision for bad and doubtful debts	1.00	4.05	8.33	0.39
Bad debts written off	0.26	3.97	0.01	0.16
Capital advances written off	-	-	-	4.05
Other office expense	33.46	113.34	128.73	116.72
	199.46	825.14	705.66	660.67

* Auditors remuneration-refer note 36

** Represents lease rentals for short-term leases and leases of low value assets.

*** Contribution towards CSR- refer note 44

**** Loss on insurance claim -refer note 55

32 Contingent Liabilities
Claim against the Company not acknowledged as debt
(A)

Particulars	As at 30 June 2025	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Outstanding bank guarantees*	30.02	28.14	23.33	23.54
Liability in respect of vendor discounting scheme from bank	2.90	4.25	2.98	20.72
Outstanding Tax deducted at Source (TDS) Demand**	1.47	1.45	1.44	1.10
Claim against the Company by initiated by terminated employees***	2.75	2.70	2.49	2.08

*The Company has provided bank guarantees as at 30 June 2025, 31 March 2025, 31 March 2024 and 31 March 2023 for the amounts mentioned above, in the ordinary course of business. These bank guarantees are contingent in nature and will be encashed only in the event of default.

** In the opinion of the management the outstanding TDS demand is not payable pending reconciliations of credit for certain challans not been given by the department and other procedural matters. The Company is in the process of getting the same rectified.

*** During the earlier years the Company had received notices from two employee for re-instatement with full back wages with effect from respective date of termination alongwith continuity of service and other consequential benefits. The claim has been dismissed by the Industrial Tribunal-Cum-Labour Court, Gurugram. However, the said orders have been challenged by the workman in the Honourable Punjab and Haryana High Court. The proceedings are continuing. In the opinion of the management the Company has a good case in respect of the claim by the employees. Hence, no provision is considered necessary against the same.

(B) The Company was allotted Plot no 36, Sec-4B, I.E. Bahadurgarh by HSIIDC on 02 June 2009 on which the company had constructed its factory. The Company has received a notice dated 31 May 2019 from HSIIDC for payment of enhanced cost amounting to Rs 187.29 million/- for Plot no 36, Sec-4B, I.E, Bahadurgarh. This amount was payable in lump sum within 60 days of issuance of demand notice without any interest. Alternatively, this amount could also be paid in 10 equal half yearly instalments with interest @ 12% p.a which will increase the total amount to Rs 239.80 million/-. The Company in association with other members of the industrial area is litigating the matter. The Honourable Punjab and Haryana High Court has granted a stay in the matter and the proceedings are continuing. In the opinion of the management the amount is totally unascertainable and is subject to the outcome of proceedings.

(C) The Hon'ble Supreme Court of India, through a ruling in February 2019, provided interpretation on the components of Salary on which the Company and its employees are to contribute towards Provident Fund under the Employee's Provident Fund Act. There are numerous interpretative issues relating to the Supreme Court (SC) judgement. Based on the current evaluation, the Company believes it is not probable that certain components of Salary paid by the Company will be subject to contribution towards Provident Fund pursuant to the Supreme Court order. The Company will continue to monitor and evaluate its position based on future events and developments.

33 Capital and other commitments

Capital commitments	As at 30 June 2025	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Estimated amount of contracts remaining to be executed on capital account and not provided, net of advances*	172.61	130.81	53.87	26.97

*Capital contracts primarily comprise commitments for building and plant & equipment.

Other commitments	As at 30 June 2025	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Estimated amount of contracts remaining to be executed on purchase contracts not provided, (net of advances)**	348.30	240.31	13.91	4.40
Duty saved against import of capital goods under EPCG scheme (against export obligation)***	115.51	94.83	66.63	85.13

**Purchase contracts primarily comprise commitments for moulds & dies for customers.

***The export obligation for duty saved against import of capital goods under EPCG scheme has been fulfilled. However, the necessary formalities for obtaining clearance from the statutory authorities are pending.

34 Tax expense

(a) Tax expense	For the period ended 30 June 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Current tax				
Current tax on profit for the period/year	78.69	197.27	70.11	60.24
(Excess)/short current tax of prior years	-	0.05	(0.05)	1.27
Total current tax expense	78.69	197.32	70.06	61.52
Deferred tax				
(Increase)/decrease in deferred tax assets	6.50	(14.04)	(6.02)	0.44
Increase/(decrease) in deferred tax liabilities	1.25	11.15	8.55	(7.68)
Total deferred tax expense	7.75	(2.89)	2.53	(7.24)
Tax expense (current tax plus deferred tax)	86.44	194.43	72.60	54.28
(b) Income tax recognised in other comprehensive income/(loss)	For the period ended 30 June 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Current tax				
Remeasurement of defined benefit plans	(8.24)	(8.72)	(0.19)	(0.86)
Tax expense (benefit)	2.04	2.27	0.05	0.24
Remeasurement of defined benefit plans (net of tax)	(6.20)	(6.45)	(0.14)	(0.61)
(c) Reconciliation of effective tax rate	For the period ended 30 June 2025	For the year ended March 2025	31 For the year ended 31 March 2024	For the year ended 31 March 2023
Profit before tax	309.05	722.67	263.15	210.13
Enacted tax rate in India	25.17%	25.17%	25.17%	25.17%
Expected tax expenses	77.79	181.90	66.23	52.89
Differences due to -				
i) Deferred tax liability/(assets)	7.75	(2.89)	2.53	(7.24)
ii) Tax related to prior periods	-	0.05	(0.05)	1.27
iii) Others	0.90	15.37	3.88	7.36
Income tax expense	86.44	194.43	72.59	54.28
Effective tax rate	27.97%	26.90%	27.59%	25.83%

35 Operating lease transactions

A. Lease as lessee
The Company has taken commercial premises under cancellable operating lease. Minimum lease payments in respect of assets taken on operating lease are as follows:-

Total of future minimum lease payments under non-cancellable operating lease for following periods:	For the period ended 30 June 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Not later than one year	-	-	-	-
Later than one year and not later than five years	-	-	-	-
Later than five years	-	-	-	-
Total	-	-	-	-

Information about leases for which the Company is a lessee

Movement of lease liabilities	As at 30 June 2025	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Balance as at the beginning of the period/year	46.42	51.74	32.29	33.68
Add: Additions during the period/year	21.11	25.98	44.44	12.98
Less: Deletion during the period/year	17.63	13.89	6.04	-
Add: Finance cost	0.94	4.29	3.72	3.10
Less: Repayment (including finance cost)	4.74	21.70	22.67	17.47
Balance as at the end of the period/year	46.11	46.42	51.74	32.29

Lease liabilities included in statement of financial position as at reporting dates				
	As at 30 June 2025	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Current	16.23	18.97	14.78	15.38
Non-current	29.88	27.45	36.96	16.91

Amounts recognised in Statement of Profit and Loss	For the period ended 30 June 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Interest on lease liabilities	0.94	4.29	3.72	3.10
Depreciation expense (includes depreciation expense on ROU asset created on security deposit as per IND AS 116)	4.32	19.39	21.00	15.73
Expenses relating to short-term leases and leases of low-value assets	4.69	20.44	1.98	4.26
Total	9.95	44.12	26.70	23.09

Amount recognised in statement of cash flows	For the period ended 30 June 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
The total cash outflow for leases - interest	0.94	4.29	3.72	3.10
The total cash outflow for leases - principal	3.80	17.41	18.95	14.37
Total	4.74	21.70	22.67	17.47

Information about extension and termination options

Right of use assets	Number of leases	Range of remaining term (in years)	Average remaining lease term (in years)	Number of leases with extension options	Number of leases with purchase options	Number of leases with termination options
Building	4	2-4 years	2.5	2	-	2

Maturity analysis of undiscounted lease liabilities				
30 June 2025	Less than 1 year	1-5 years	More than 5 years	
Lease liabilities	16.23	29.88	-	

Note:-
The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.
Calculation of lease liabilities has been done using a discount rate of 8% p.a.

36 Auditor’s remuneration

Particulars	For the period ended 30 June 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
(a) Payment to Auditor as Auditor*				
Tax audit	1.50	1.25	1.25	1.25
Certifications and other matters	-	0.05	0.05	0.05
	-	0.05	0.05	0.05
	1.50	1.35	1.35	1.35
(b) Cost auditor fees				
	-	0.13	0.13	0.13
Total (a) + (b)	1.50	1.48	1.48	1.48

* Shown under prepaid IPO expenses pertaining to the period ended 30 June 2025

37 Earnings per share

Particulars	For the period ended 30 June 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Net profit after tax attributable to equity shareholders (A)	222.61	528.24	190.54	155.85
Equity shares outstanding during the period/year	11,79,748	11,79,748	11,79,748	11,79,748
Add: Effect of share split of equity shares (refer note 54)	1,06,17,732	1,06,17,732	1,06,17,732	1,06,17,732
Add: Effect of bonus shares issue (refer note 54)	4,71,89,920	4,71,89,920	4,71,89,920	4,71,89,920
Total weighted average number of equity shares post share split and bonus share issue for the purposes of calculating earnings per share (B)	5,89,87,400	5,89,87,400	5,89,87,400	5,89,87,400
Potential equity shares upon conversion of Compulsory Convertible Non-Cumulative Preference Shares (refer note 54)	88,23,500	88,23,500	88,23,500	88,23,500
Total weighted average number of equity shares for the purposes of calculating diluting earnings per share (C)	6,78,10,900	6,78,10,900	6,78,10,900	6,78,10,900
Earnings per share (In Rs.)				
Basic (A/B)	3.77	8.96	3.23	2.64
Diluted (A/C)	3.28	7.79	2.81	2.30
	(Not annualised)	(Annualised)	(Annualised)	(Annualised)

Note:-
As required under Ind AS – 33, “Earnings per share”, the effect of split and bonus is adjusted for the purpose of computing earnings per share for all the periods presented retrospectively even through the legal formalities of allotment/filings are in progress.

38 Government grant

Particulars	For the period ended 30 June 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Duty drawback, merchandise export and RODTEP Incentive	6.69	30.63	29.90	22.10
Total	6.69	30.63	29.90	22.10

39 Related party transaction

Name of related parties, transactions and balances at reporting date are as follows

Name of related parties
(i) Directors and Key Managerial persons (KMP)

Rajesh Jain	Chairman & Managing Director
Wilhelm Franz Xaver Steger	Nominee Director of ZKW Group GmbH (W.e.f.8th August 2022)
Oliver Schubert	Nominee Director of ZKW Group GmbH (up to 7th August 2022)
Vaishali Jain	Director
Arun Kumar Jain*	Company Secretary (till 16 September 2025); Appointed as Chief Financial Officer from 17 September 2025
Brajesh Kumar Tiwary*	Appointed as Company Secretary from 17 September 2025
Rajesh Soni	Chief Executive Officer

* refer note 54

(ii) Entity having significant influence	
ZKW Group GmbH	Entity having 26% voting rights in the Company

(iii) Entity controlled by party having significant influence	
ZKW Lichtsysteme GmbH	Entity controlled by party having significant influence

(iv) Relative of key management personnel	
Late Sunder Devi Jain	Relative of Chairman & Managing Director, Mr. Rajesh Jain

(vi) Related parties controlled by Key management personnel	
Neokraft Global Private Limited	Entity Controlled by key management personnel
Neolite Industries	Entity Controlled by key management personnel
Neometal Electrical and Industries Private Limited	Entity Controlled by key management personnel
Armor Inc	Entity Controlled by key management personnel
Ashok Automate	Entity Controlled by relative of key management personnel
Raja's Rancee Infinites Private Limited (Formerly known as Rancee Polymers Private Limited)	Entity Controlled by relative of key management personnel
B.K. Industries	Entity Controlled by relative of key management personnel
Alliance Expo	Entity Controlled by relative of key management personnel
Advance Engineering Corporation	Entity Controlled by relative of key management personnel

Other related party	
Pramod Plastic Industries Employees Group Gratuity Trust	Post-employment benefit plan of the Company

Transactions during the period/year

Particulars	Nature of related party	For the period ended 30 June 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
(A) Remuneration paid					
Rajesh Jain	Chairman & Managing Director	8.10	21.60	18.00	18.00
Rajesh Soni	Chief executive officer	80.23	150.40	99.71	41.42
Arun Kumar Jain	Company Secretary	0.94	3.83	3.57	3.30
	Total	89.27	175.83	121.28	62.72
(B) Rent paid					
Vaishali Jain	Director	0.51	2.03	1.38	1.20
Rajesh Jain	Chairman & Managing Director	1.52	5.00	3.22	2.40
Neolite Industries	Entity controlled by KMP	2.39	14.32	6.51	6.51
Late Sunder Devi Jain	Relative of KMP	-	-	0.92	1.20
	Total	4.42	21.35	12.03	11.31
(C) Design and tool development charges paid					
Neokraft Global Private Limited	Entity controlled by KMP	29.95	203.31	103.34	149.15
Advance Engineering Corporation	Entity controlled by relative of KMP	9.37	20.80	-	-
	Total	39.32	224.11	103.34	149.15
(D) Sale of product					
Neokraft Global Private Limited	Entity controlled by KMP	-	0.05	0.88	5.23
	Total	-	0.05	0.88	5.23
(E) Purchase of property, plant and equipment					
B.K. Industries	Entity controlled by relative of KMP	-	7.15	15.79	21.80
ZKW Lichtsysteme Gmbh	Entity controlled by party having significant influence	-	8.16	-	-
Neokraft Global Private Limited	Entity controlled by KMP	-	-	-	0.11
Raja's Ranees Infinites Private Limited (Formerly known as Ranees Polymers Private Limited)	Entity controlled by relative of KMP	-	-	-	16.25
	Total	-	15.31	15.79	38.16
(F) Sale of property, plant and equipment					
Neokraft Global Private Limited	Entity controlled by KMP	-	-	5.46	0.27
	Total	-	-	5.46	0.27
(G) Purchase of goods					
Ashok Automats	Entity controlled by relative of KMP	-	0.32	2.14	0.57
Neokraft Global Private Limited	Entity controlled by KMP	0.16	93.49	2.94	-
Raja's Ranees Infinites Private Limited (Formerly known as Ranees Polymers Private Limited)	Entity controlled by relative of KMP	-	-	0.02	-
Armor Inc	Entity controlled by KMP	-	-	-	0.15
	Total	0.16	93.81	5.10	0.72
(H) Advance for property, plant and equipment					
ZKW Lichtsysteme Gmbh	Entity controlled by party having significant influence	-	-	8.16	-
	Total	-	-	8.16	-
(I) Unsecured loan given					
Rajesh Soni	Chief executive officer	-	130.97	46.84	10.00
	Total	-	130.97	46.84	10.00
(J) Unsecured loan recovered (include interest on loan received)					
Rajesh Soni	Chief executive officer	-	134.97	90.69	30.00
	Total	-	134.97	90.69	30.00
(K) Interest on unsecured loan					
Rajesh Soni	Chief executive officer	0.05	2.97	1.30	4.90
	Total	0.05	2.97	1.30	4.90
(L) Exhibition expenses					
Alliance Expo	Entity controlled by relative of KMP	4.50	11.94	4.35	7.95
	Total	4.50	11.94	4.35	7.95
(M) Unsecured loan repaid					
Rajesh Jain	Chairman & Managing Director	0.03	-	-	0.54
	Total	0.03	-	-	0.54

Balances outstanding at the end of the period/year

Particulars	Nature of related party	As at 30 June 2025	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Payable to employees (Other financial liabilities-current)					
Rajesh Jain	Chairman & Managing Director	0.01	0.01	0.19	0.38
Rajesh Soni	Chief executive officer	4.25	0.34	4.79	0.26
Arun Kumar Jain	Company Secretary	0.21	0.22	0.19	0.22
	Total	4.47	0.57	5.17	0.86
Trade payables					
Raja's Ranees Infinites Private Limited (Formerly known as Ranees Polymers Private Limited)	Entity controlled by relative of KMP	-	-	-	13.54
Neokraft Global Private Limited	Entity controlled by KMP	0.13	-	-	-
	Total	0.13	-	-	13.54
Unsecured loan (Borrowings (current, financial liabilities))					
Rajesh Jain	Chairman & Managing Director	-	0.03	0.03	0.03
	Total	-	0.03	0.03	0.03
Security deposit (Other financial assets-non current)					
Rajesh Jain	Chairman & Managing Director	0.83	0.87	0.60	0.37
Vaishali Jain	Director	0.28	0.29	0.20	0.19
Neolite Industries	Entity controlled by KMP	-	-	-	3.22
Late Sunder Devi Jain	Relative of KMP	-	-	-	0.19
	Total	1.11	1.16	0.80	3.97
Security deposit (Other financial assets-current)					
Neolite Industries	Entity controlled by KMP	3.48	3.48	3.48	-
	Total	3.48	3.48	3.48	-
Advances other than capital advances (Other current assets)					
Neokraft Global Private Limited	Entity controlled by KMP	-	-	84.94	67.01
Ashok Automats	Entity controlled by relative of KMP	0.02	0.02	0.35	2.49
	Total	0.02	0.02	85.29	69.50
Capital advance (Other non-current assets)					
B.K. Industries	Entity controlled by relative of KMP	-	-	7.12	3.97
ZKW Lichtsysteme Gmbh	Entity controlled by party having significant influence	-	-	8.16	-
	Total	-	-	15.28	3.97
Loan to employees (Loans-current)					
Rajesh Soni	Chief executive officer	2.16	2.11	3.15	45.69
	Total	2.16	2.11	3.15	45.69
Personal guarantee					
Mr. Rajesh Jain (Key management personnel) and Mrs. Vaishali Jain (Key management personnel) have given personal guarantee on behalf of the Company in favour of the HDFC Bank Limited for the borrowings obtained by the Company.	Chariman & Managing Director/Director				
Property given as security and corporate guarantee					
Neometal Electrical and Industries Private Limited has pledged its property (Farm no 4, 3rd Avenue, Bandh Road, Chattarpur, New Delhi-110074) with HDFC Bank Limited for the unsecured loan obtained by the Company. Further, Neometal Electrical and Industries Private Limited has given a corporate guarantee on behalf of the Company in favour of the HDFC Bank Limited for the unsecured loan obtained by the Company.	Entity Controlled by KMP				

Note:- The related party transactions are in the ordinary course of business on arm's length basis.

Annexure VI - Notes to the Restated Financial Information

(All amounts in Rs. millions, except share data and per share data, and unless otherwise stated)

40 Other segment reporting

(a) Identification of Segments:

Primary-Business segments:-

The Company has identified two reportable business segments viz. Automotive and Others segment comprising homelighting on the basis of the nature of products, the risk and return profile of individual business and the internal business reporting systems. The products included in each of the reported business segments are as follows:-

(i) Automotive comprising of automotive lighting & signalling equipment, plastic moulded parts, moulds, dies, fixture (including design & development charges) and sheet metal components for four wheeler applications and others parts for automotive.

(ii) Others Segment comprising of homelighting viz. indoor and outdoor lighting.

(iii) Revenue and expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and expenses which relates to enterprise as a whole and not allocable to a segment on reasonable basis have been disclosed as "unallocated".

(iv) Segment assets and segment liabilities represent assets and liabilities in respective segmsnts. Income tax related assets/ liabilities, borrowings, deferred tax liabilities (net) and other assets and liabilities that can not be allocated to a segment on reasonable basis have been disclosed as "Unallocated".

(i) Primary-Business Segments

	For the period ended 30 June 2025				For the year ended 31 March 2025				For the year ended 31 March 2024				For the year ended 31 March 2023			
	AUTOMOTIVE SEGMENT		OTHERS SEGMENT	Total	AUTOMOTIVE SEGMENT		OTHERS SEGMENT	Total	AUTOMOTIVE SEGMENT		OTHERS SEGMENT	Total	AUTOMOTIVE SEGMENT		OTHERS SEGMENT	Total
	Lamps, Signalling Equipment and Parts	Moulds, Dies, Fixtures (including Design & development)			Lamps, Signalling Equipment and Parts	Moulds, Dies, Fixtures (including Design & development)			Lamps, Signalling Equipment and Parts	Moulds, Dies, Fixtures (including Design & development)			Lamps, Signalling Equipment and Parts	Moulds, Dies, Fixtures (including Design & development)		
Segment Revenue																
External sales	672.71	543.20	15.05	1,230.96	4,044.25	899.49	111.49	5,055.23	3,594.48	279.77	100.96	3,975.21	2,825.17	1,077.64	106.55	4,009.36
Other operating income	14.12	3.32	0.15	17.59	63.14	1.57	0.81	65.52	52.60	1.70	0.36	54.66	43.00	-	1.44	44.44
Inter-segment revenue	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total	686.83	546.52	15.20	1,248.55	4,107.39	901.06	112.30	5,120.75	3,647.08	281.47	101.32	4,029.87	2,868.17	1,077.64	107.99	4,053.80
Results																
Segment results (Earnings before interest & tax)	84.95	396.69	1.53	483.17	842.75	353.46	23.45	1,219.66	683.30	33.21	21.78	738.29	428.44	137.36	24.52	590.32
Unallocated corporate expenses				(165.36)				(438.98)				(388.32)				(306.36)
Unallocated income				5.77				17.15				5.88				8.73
Operating profit				323.58				797.83				355.85				292.69
Finance cost				14.53				75.16				92.71				82.56
Profit before tax				309.05				722.67				263.14				210.13
Tax expense				86.44				194.43				72.60				54.28
Profit after tax				222.61				528.24				190.54				155.85
Other comprehensive income/(loss) (net of tax)				(6.20)				(6.45)				(0.14)				(0.61)
Total comprehensive income				216.41				521.79				190.41				155.24
Depreciation & amortisation	36.76	0.13	0.14	37.03	135.90	0.10	0.54	136.54	101.23	1.35	0.51	103.09	78.64	3.68	0.51	82.83
Depreciation & amortisation (unallocated of common assets)				13.60				47.38				51.74				48.75

	As at 30 June 2025				As at 31 March 2025				As at 31 March 2024				As at 31 March 2023			
	AUTOMOTIVE SEGMENT		OTHERS SEGMENT	Total	AUTOMOTIVE SEGMENT		OTHERS SEGMENT	Total	AUTOMOTIVE SEGMENT		OTHERS SEGMENT	Total	AUTOMOTIVE SEGMENT		OTHERS SEGMENT	Total
	Lamps, Signalling Equipment and Parts	Moulds, Dies, Fixtures (including Design & development)			Lamps, Signalling Equipment and Parts	Moulds, Dies, Fixtures (including Design & development)			Lamps, Signalling Equipment and Parts	Moulds, Dies, Fixtures (including Design & development)			Lamps, Signalling Equipment and Parts	Moulds, Dies, Fixtures (including Design & development)		
Segment assets																
Segment assets	2,635.72	545.48	55.72	3,236.91	2,631.69	370.30	68.37	3,070.36	2,157.21	254.39	60.48	2,472.08	1,835.60	244.26	67.96	2,147.82
Unallocated corporate assets				1,150.54				1,105.11				968.86				995.56
Total assets				4,387.45				4,175.47				3,440.94				3,143.38
Segment liabilities																
Segment liabilities	652.73	510.53	10.32	1,173.58	664.91	540.37	8.04	1,213.32	821.20	245.64	9.79	1,076.63	705.01	64.20	25.84	795.05
Unallocated corporate liabilities				1,178.39				1,143.08				1,067.03				1,241.45
Total liabilities				2,351.97				2,356.40				2,143.66				2,036.50
Capital employed (Total assets minus total liabilities)				2,035.48				1,819.07				1,297.28				1,106.88
Capital expenditure during the period/year (Net of CWIP)	49.32	-	-	49.32	459.92	-	-	459.92	314.27	-	-	314.27	236.98	-	-	236.98

(ii) Secondary-Geographical Segments:-

The analysis of geographical segments is based on geographical location of the customers
The following is the distribution of Company's revenue by geographical market, regardless of where the goods were produced

CIS Countries:- Commonwealth of Independent States viz. Russia, Uzbekistan etc.

(a) Revenue from External Customers	For the period ended	For the year ended	For the year ended	For the year ended
	30 June 2025	31 March 2025	31 March 2024	31 March 2023
India	560.79	2,747.24	2,631.81	2,789.55
China*	(0.02)	1.46	8.38	509.56
CIS countries	647.71	2,181.11	1,132.41	493.88
Other countries	40.07	190.94	257.27	260.81
Total	1,248.55	5,120.75	4,029.87	4,053.80

* The export of the goods were delivered directly to the end user situated in Uzbekistan (Commonwealth of Independent States country) on the direction of the customer.

(b) Segment Trade Receivables	As at	As at	As at	As at
	30 June 2025	31 March 2025	31 March 2024	31 March 2023
India	469.49	601.48	468.51	562.95
China	56.44	56.46	55.01	46.63
CIS countries	348.33	265.20	249.78	282.28
Other countries	42.39	66.14	79.24	76.63
Total	916.65	989.28	852.54	968.49

1. The Company has common assets for producing goods for domestic market and overseas market. Hence, separate figures for fixed assets have not be furnished.

(C) Major customers

Revenue from operations includes Rs 784.95 million (31 March 2025: 1,740.70 million, 31 March 2024: Rs 1.898.70 million, 31 March 2023: Rs 1,457.98 million) arising from product supplied/services provided to three customer (31 March 2025 two customer 31 March 2024, 31 March 2023 three customer) exceeding 10% from each customer.

41 Post employment benefits

Defind contribution plans

Contribution to defined contribution plan, recognized as ‘Employee Benefits Expenses’ for the period/year are as under:

Particulars	For the period ended 30 June 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Employer’s contribution to provident fund	3.18	12.13	12.24	9.95
Employer’s contribution to ESI fund	0.40	1.47	1.47	1.45
Employer’s contribution to employees welfare fund	0.12	0.40	0.39	0.32
Employer’s contribution to national pension fund	-	0.24	1.10	0.75
Total	3.70	14.24	15.20	12.47

(a) Gratuity

The Company has defined benefit gratuity plan for its employees, which requires contributions to be made to a separately administered fund. It is governed by the Payment of Gratuity Act, 1972. Under the Act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement age. The scheme is funded with HDFC Life Insurance Company Limited in the form of qualifying insurance policy. The funding ratio as at three months interim period ended 30 June 2025 is approximately 8% (31 March 2025: 9.40%, 31 March 2024: 11.80% and 31 March 2023: 11.70%).

(b) Earned leave

The Present value obligation of Leave Encashment is determined based on actuarial valuation using projected unit credit method.

Disclosure requirement as per Indian Accounting Standard on Employee Benefits-Ind AS (19)-As per actuarial valuation are as follows:

(i) Expenses recognised in the Statement of Profit and Loss under the head employee benefits expense

Particulars	Gratuity				Leave encashment			
	For the period ended 30 June 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023	For the period ended 30 June 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Current service cost	1.52	5.13	3.59	3.42	4.55	4.21	2.90	2.80
Interest cost	0.77	2.23	2.10	1.80	0.23	0.53	0.60	0.48
Actuarial gain/loss	-	-	-	-	(4.30)	3.13	(1.90)	(0.33)
Expenses recognised in Statement of Profit & Loss	2.29	7.36	5.69	5.22	0.48	7.87	1.60	2.95

Amount to be recognised in the Balance Sheet

Particulars	Gratuity				Leave encashment			
	As at 30 June 2025	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023	As at 30 June 2025	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Liability at the end of the period/year	60.76	50.18	36.62	33.59	14.13	13.70	9.00	8.60
Fair value of plan assets at the end of the period/year	4.85	4.71	4.33	3.92	-	-	-	-
Amount to be recognised in Balance Sheet	55.91	45.47	32.29	29.67	14.13	13.70	9.00	8.60
Current	3.22	11.11	7.72	7.28	2.06	1.87	1.16	2.38
Non-current	52.69	34.36	24.57	22.39	12.07	11.84	7.84	6.21

Reconciliation of benefit obligation

Particulars	Gratuity				Leave encashment			
	For the period ended 30 June 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023	For the period ended 30 June 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Liability at the beginning of the period/year	50.18	36.62	33.59	29.90	13.70	9.00	8.60	7.50
Interest cost	0.84	2.54	2.39	2.08	0.23	0.53	0.60	0.48
Current service cost	1.52	5.13	3.59	3.42	4.55	4.21	2.90	2.80
Benefits paid	(0.09)	(2.89)	(3.27)	(2.50)	(0.05)	(3.17)	(1.19)	(1.85)
Remeasurement (gain)/ loss	8.31	8.77	0.31	0.69	(4.30)	3.13	(1.90)	(0.33)
Liability at the end of the period/year	60.76	50.18	36.62	33.59	14.13	13.70	9.00	8.60

Reconciliation of fair value of plan assets:

Particulars	Gratuity				Leave encashment			
	For the period ended 30 June 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023	For the period ended 30 June 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Fair value of plan assets at the beginning of the period/year	4.71	4.33	3.92	3.81	-	-	-	-
Interest income	0.08	0.31	0.29	0.28	-	-	-	-
Employers contribution	-	-	-	-	-	-	-	-
Benefits paid	-	-	-	-	-	-	-	-
Return on plan assets-gain /(loss)	0.06	0.06	0.12	(0.17)	-	-	-	-
Fair value of plan assets at the end of the period/year	4.85	4.71	4.33	3.92	-	-	-	-

Amount recognised in statement of other comprehensive income (OCI)

Particulars	Gratuity				Leave encashment			
	For the period ended 30 June 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023	For the period ended 30 June 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Opening amount recognised in OCI	13.48	4.77	4.58	3.72	-	-	-	-
Remeasurement for the period/year - Obligation (gain)/ loss	8.31	8.77	0.31	0.69	-	-	-	-
Remeasurement for the period/year - plan assets (gain)/ loss	(0.06)	(0.06)	(0.12)	0.17	-	-	-	-
Net increased in OCI	8.24	8.72	0.19	0.86	-	-	-	-
Total remeasurements cost/(credit) for the period/year recognised in OCI	21.73	13.48	4.77	4.58	-	-	-	-
Closing amount recognised in OCI	21.73	13.48	4.77	4.58	-	-	-	-

Principal actuarial assumptions

Particulars	Gratuity				Leave encashment			
	For the period ended 30 June 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023	For the period ended 30 June 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Discount rate	6.75%	6.74%	7.22%	7.49%	6.75%	6.74%	7.22%	7.49%
Expected return on assets	6.74%	7.22%	7.49%	7.26%	0.00%	0.00%	0.00%	0.00%
Salary escalation	7.50%	6.00%	3.00%	3.00%	7.50%	6.00%	3.00%	3.00%
Attrition rate	10.00%	10.00%	6.00%	6.00%	10.00%	10.00%	6.00%	6.00%
Retirement age	60.00	60.00	60.00	60.00	60.00	60.00	60.00	60.00

- (a) The discount rate is based on the prevailing market yields of Indian Government securities as at the balance sheet date for the estimated terms of the obligations
(b) Salary escalation rate: The estimates of future salary increases (excluding directors) considered in actuarial valuation, take into the account the inflation, seniority, promotion and other relevant factors.
(c) Expected return on assets is expected return on plan assets over the accounting period, based on an assumed rate of return.
(d) Attrition rate is employee turnover rate based on the Company's past and expected employee turnover.
(e) Disclosure related to indication of effect of the defined benefit plan on the entity's future cash flows:

Expected benefit payments (discounted values/present value):

Five year payouts	Gratuity				Leave encashment			
	For the period ended 30 June 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023	For the period ended 30 June 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Year (I)	4.79	4.73	2.37	3.25	1.13	1.27	0.60	0.81
Year (II)	4.79	4.34	3.27	2.16	0.97	1.04	0.77	0.44
Year (III)	5.43	2.99	2.96	2.66	1.09	0.88	0.61	0.61
Year (IV)	3.15	3.82	2.46	2.38	0.69	0.98	0.49	0.48
Year (V)	4.48	2.25	2.69	1.95	0.93	0.68	0.61	0.34
Next five year payouts (6-10 years)	16.02	15.45	11.22	9.05	4.68	4.72	2.48	1.91

(f) Weighted average duration of defined benefit obligation for gratuity and earned leave : 10.73 years (31 March 2025: 9.84 years, 31 March 2024: 10.38 years, 31 March 2023: 10.43 years)

(g) Sensitivity Analysis

Sensitivity analysis indicates the influence of a reasonable change in principal assumptions, while keeping other things constant, on the outcome of the present value of Defined Benefit Obligation. In reality, the plan is subject to multiple external experience items which may move the Defined Benefit Obligation in similar or opposite directions, while the Plan's sensitivity to such changes can vary over time.

A quantitative sensitivity analysis for significant assumption is as shown below:

A. Effect of 1% Change in the assumed discount rate	Gratuity							
	1% Increase As at 30 June 2025	1% Increase As at 31 March 2025	1% Increase As at 31 March 2024	1% Increase As at 31 March 2023	1% Decrease As at 30 June 2025	1% Decrease As at 31 March 2025	1% Decrease As at 31 March 2024	1% Decrease As at 31 March 2023
Defined benefit obligation	56.49	46.83	34.15	31.34	65.61	53.96	39.41	36.14
B. Effect of 1% Change in the assumed salary escalation rate	1% Increase As at 30 June 2025	1% Increase As at 31 March 2025	1% Increase As at 31 March 2024	1% Increase As at 31 March 2023	1% Decrease As at 30 June 2025	1% Decrease As at 31 March 2025	1% Decrease As at 31 March 2024	1% Decrease As at 31 March 2023
	65.00	53.56	39.27	36.03	56.87	47.12	34.23	31.36
C. Effect of 1% Change in the assumed Attrition rate	1% Increase As at 30 June 2025	1% Increase As at 31 March 2025	1% Increase As at 31 March 2024	1% Increase As at 31 March 2023	1% Decrease As at 30 June 2025	1% Decrease As at 31 March 2025	1% Decrease As at 31 March 2024	1% Decrease As at 31 March 2023
	60.32	50.16	37.28	34.26	61.24	50.20	35.89	32.86
D. Effect of 10% increase in the mortality rate	10% Increase As at 30 June 2025	10% Increase As at 31 March 2025	10% Increase As at 31 March 2024	10% Increase As at 31 March 2023				
	60.74	50.18	36.65	33.62				

Mortality - Indian Assured Lives Mortality (2012-14) Ultimate	
Age	Mortality rate
20	0.000924
30	0.000977
35	0.001202

A. Effect of 1% Change in the assumed discount rate	Leave encashment							
	1% Increase As at 30 June 2025	1% Increase As at 31 March 2025	1% Increase As at 31 March 2024	1% Increase As at 31 March 2023	1% Decrease As at 30 June 2025	1% Decrease As at 31 March 2025	1% Decrease As at 31 March 2024	1% Decrease As at 31 March 2023
Defined benefit obligation	12.98	12.64	8.31	8.03	15.47	14.92	9.80	9.25
B. Effect of 1% Change in the assumed salary escalation rate	1% Increase As at 30 June 2025	1% Increase As at 31 March 2025	1% Increase As at 31 March 2024	1% Increase As at 31 March 2023	1% Decrease As at 30 June 2025	1% Decrease As at 31 March 2025	1% Decrease As at 31 March 2024	1% Decrease As at 31 March 2023
	15.39	14.86	9.79	9.25	13.02	12.68	8.31	8.03
C. Effect of 1% Change in the assumed Attrition rate	1% Increase As at 30 June 2025	1% Increase As at 31 March 2025	1% Increase As at 31 March 2024	1% Increase As at 31 March 2023	1% Decrease As at 30 June 2025	1% Decrease As at 31 March 2025	1% Decrease As at 31 March 2024	1% Decrease As at 31 March 2023
	14.01	13.71	9.24	8.81	14.27	13.69	8.74	8.36
D. Effect of 10% increase in the mortality rate	10% Increase As at 30 June 2025	10% Increase As at 31 March 2025	10% Increase As at 31 March 2024	10% Increase As at 31 March 2023				
	14.13	13.70	9.01	8.61				

NEOLITE ZKW LIGHTINGS LIMITED (formerly known as Neolite ZKW Lightings Private Limited)
(CIN U74899DL1992PLC050702)

Annexure VI - Notes to the Restated Financial Information

(All amounts in Rs. millions, except share data and per share data, and unless otherwise stated)

42 Fair value measurements

Fair value hierarchy

Financial assets and financial liabilities are measured at fair value in the financial statements and are grouped into three levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurements, as follows:

Level 1: Quoted price (unadjusted) in active markets for financial instruments.

Level 2: Directly (i.e. as prices) or indirectly (i.e. derived from prices) observable market inputs, other than Level 1 inputs; and

Level 3: Inputs which are not based on observable market data (unabsorbable inputs). The inputs factors considered are Estimated cash flows and other assumptions.

Set out below is the comparison by class of the carrying amounts and fair value of the Company's financial instruments

Fair value of instruments measured at amortised cost for which fair value is disclosed is as follows, these fair values are calculated using Level 3 inputs:

Particulars	Carrying amount				Fair value*			
	As at 30 June 2025	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023	As at 30 June 2025	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Financial assets								
Security deposits	24.79	20.99	18.56	16.72	24.79	20.99	18.56	16.72
Loan to employees	8.93	8.54	8.76	52.73	8.93	8.54	8.76	52.73
Trade receivables	916.65	989.28	852.54	968.49	916.65	989.28	852.54	968.49
Interest income accrued on deposits	4.29	2.49	0.32	0.40	4.29	2.49	0.32	0.40
Export incentive receivables	11.29	11.52	27.48	19.12	11.29	11.52	27.48	19.12
Bank balances other than cash and cash equivalents	100.40	98.96	13.10	4.96	100.40	98.96	13.10	4.96
Other advances	0.67	0.93	0.30	-	0.67	0.93	0.30	-
Margin money deposit with original maturity of more than one year	5.43	5.44	-	-	5.43	5.44	-	-
Cash and cash equivalents	192.24	282.58	382.88	276.98	192.24	282.58	382.88	276.98
Total financial assets	1,264.69	1,420.73	1,303.94	1,339.40	1,264.69	1,420.73	1,303.94	1,339.40
Financial liabilities								
Trade security deposits	4.00	4.70	4.90	5.00	4.00	4.70	4.90	5.00
Lease liabilities	46.11	46.42	51.74	32.29	46.11	46.42	51.74	32.29
Interest accrue and not due on borrowings	1.29	1.67	0.35	0.31	1.29	1.67	0.35	0.31
Interest accrue and due on borrowings	-	0.81	4.24	5.14	-	0.81	4.24	5.14
Borrowings	884.47	969.61	926.86	1,127.94	884.47	969.61	926.86	1,127.94
Creditors for capital expenditures	32.92	69.31	7.98	17.45	32.92	69.31	7.98	17.45
Trade payables	584.78	521.18	674.03	662.89	584.78	521.18	674.03	662.89
Payable to employees	41.80	30.49	30.24	26.52	41.80	30.49	30.24	26.52
Liabilities for expenses	29.35	12.12	34.04	9.76	29.35	12.12	34.04	9.76
Total financial liabilities	1,624.72	1,656.31	1,734.38	1,887.30	1,624.72	1,656.31	1,734.38	1,887.30

* The carrying value of current financial assets and current financial liabilities (cash and cash equivalents, other bank balances, trade receivables, trade payables and other current financial assets and liabilities) are recognised to be at fair value due to their short term nature.

Financial assets and liabilities measured at fair value-recurring fair value measurements

Particulars	Carrying amount				Fair value			
	As at 30 June 2025	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023	As at 30 June 2025	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Non-current investment (quoted mutual funds)	-	-	0.04	0.03	-	-	0.04	0.03
Current investment (quoted mutual funds)	154.67	53.21	-	-	154.67	53.21	-	-
Total	154.67	53.21	0.04	0.03	154.67	53.21	0.04	0.03

Particulars	As at 30 June 2025		
	Level 1	Level 2	Level 3
Current investment (quoted mutual funds)	154.67	-	-

Particulars	As at 31 March 2025		
	Level 1	Level 2	Level 3
Current investment (quoted mutual funds)	53.21	-	-

Particulars	As at 31 March 2024		
	Level 1	Level 2	Level 3
Non-current investment (quoted mutual funds)	0.04	-	-

Particulars	As at 31 March 2023		
	Level 1	Level 2	Level 3
Non-current investment (quoted mutual funds)	0.03	-	-

The management assessed that the fair values of short term financial assets and liabilities significantly approximate their carrying amounts largely due to the short-term maturities of these instruments. The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction among willing parties, other than in a forced or liquidation sale.

The Company maintains policies and procedures to value financial assets or financial liabilities using the best and most relevant data available. In addition, the Company internally reviews valuation, including independent price validation for certain instruments.

Fair value of financial assets and liabilities is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

The following methods and assumptions were used to estimate fair value:

- (a) Fair value of short term financial assets and liabilities significantly approximate their carrying amounts largely due to the short term maturities of these instruments.
- (b) Fair value of quoted mutual funds is based on the net assets value at the reporting date.

43 Financial instruments and risk review

Financial risk management framework

The Company's financial liabilities comprise mainly of trade payables and other payable. The Company's financial assets comprise mainly of investments, cash and cash equivalents, other balances with banks, loans, trade receivables and other receivables.

The Company is exposed to Market risk, Credit risk and Liquidity risk. The Company oversees the management of these financial risks. The Company's approach to address uncertainties in its endeavour to achieve its stated and implicit objectives. It prescribes the roles and responsibilities of the Company's management, the structure for managing risks and the framework for risk management. The framework seeks to identify, assess and mitigate financial risks in order to minimize potential adverse effects on the Company's financial performance.

i) Capital management risk

The Company's capital management objectives are: The Company is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business.

The Company manages capital risk by maintaining sound/optimal capital structure through monitoring of financial ratios, such as debt-to-equity ratio and net borrowings-to-equity ratio on a monthly basis and implements capital structure improvement plan when necessary. The Company uses debt ratio as a capital management index and calculates the ratio as net debt divided by total equity. Net debt and total equity are based on the amounts stated in the Restated Financial Information.

Net debt to equity ratio is as follows:

Particulars	As at 30 June 2025	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Non current borrowing	516.51	506.77	523.41	515.36
Current maturities of non-current borrowings	210.26	214.98	171.85	124.57
Current borrowings	157.70	247.86	231.60	488.01
Interest accrued and due on non-current borrowings	-	0.81	4.24	5.14
Interest accrued and not due on non-current borrowings	1.29	1.67	0.35	0.31
Total debt (A)	885.76	972.09	931.45	1,133.39
Cash and cash equivalents*	(282.54)	(372.88)	(382.88)	(276.98)
Net debt (B)	603.22	599.21	548.57	856.41
Equity (C)	2,035.48	1,819.07	1,297.28	1,106.88
Net debt to equity ratio (B/C)	0.30	0.33	0.42	0.77

*include bank balances other than cash and cash equivalents excluding margin money deposits.

ii) Credit risk

Credit risk refers to risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. Credit risk arises primarily from financial assets such as trade receivables, other balances with banks, loans and other receivables.

In assessing, recoverability of receivables, the management has considered the asset type, past due status and other relevant factors considering the age of receivables. The provision for expected credit losses (ECL) are revised at each reporting date by the use of practical expedients viz provision matrix.

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk was Rs 916.65 million (31 March 2025: 989.28 million, 31 March 2024: 852.54 million, 31 March 2023: Rs 968.49 million) (net of write-off/provisions) respectively, being the total of the carrying amount of balances with trade receivables. An amount of Rs. 0.26 million (31 March 2025: Rs 3.97 million, 31 March 2024: Rs 0.01 million, 31 March 2023: Rs 0.16 million) has been written-off during the period/year after re-assessing long outstandings and obtaining objective evidences on the impairment of the trade receivables.

Ind AS requires expected credit losses to be measured through a loss allowance. The Company assesses at each date of financial statement whether a financial asset or a group of financial assets is impaired. The Company recognises lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12 months expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

The Company's primary customers are major automobile manufacturers (OEMs) with good credit ratings. Company's exposure to customers is diversified and some customers contribute more than 4% of outstanding accounts receivable which forms 69.55% of total receivables (31 March 2025: 61% of total receivables, 31 March 2024: 57% of total receivables, 31 March 2023: 59% of total receivables), however there was no default on account of those customers in the past.

The Company performs credit assessment for customers on an annual basis and recognizes credit risk, on the basis lifetime expected losses and where receivables are due for more than six months.

iii) Liquidity risk

a) Liquidity risk management

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Company believes that the working capital is sufficient to meet its current requirements. As at 30 June 2025, the Company had a working capital of Rs. 813.06 million including cash and cash equivalents of Rs 192.24 million (31 March 2025: Rs 697.69 million including cash and cash equivalents of Rs 282.58 million, 31 March 2024: Rs 457.06 million including cash and cash equivalents of Rs. 382.88 million, 31 March 2023: Rs 502.41 million including cash and cash equivalents of Rs 276.98 million).

b) Maturities of financial liabilities

The following tables detail the Company's remaining contractual maturity for its financial liabilities with agreed repayment periods. The amount disclosed in the tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The tables include both interest and principal cash flows.

Particulars	As at 30 June 2025		As at 31 March 2025		As at 31 March 2024		As at 31 March 2023	
	Less than 1 year	1-5 years	Less than 1 year	1-5 years	Less than 1 year	1-5 years	Less than 1 year	1-5 years
Financial liabilities								
Trade security deposits	4.00	-	4.70	-	4.90	-	5.00	-
Lease liabilities	16.23	29.88	18.97	27.45	14.78	36.96	15.38	16.91
Borrowings (non-current)	210.26	516.51	214.98	506.77	171.85	523.41	124.57	515.36
Interest accrue and not due on borrowings	1.29	-	1.67	-	0.35	-	0.31	-
Interest accrue and due on borrowings	-	-	0.81	-	4.24	-	5.14	-
Borrowings (current)	157.70	-	247.86	-	231.60	-	488.01	-
Creditors for capital expenditures	32.92	-	69.31	-	7.98	-	17.45	-
Trade payables	584.78	-	521.18	-	674.03	-	662.89	-
Payable to employees	41.80	-	30.49	-	30.24	-	26.52	-
Liabilities for expenses	29.35	-	12.12	-	34.04	-	9.76	-
Total	1,078.33	546.39	1,122.09	534.22	1,174.01	560.37	1,355.03	532.27

c) Maturities of financial assets

The following table details the Company's expected maturity for financial assets. The table has been drawn up based on the undiscounted contractual maturities of the financial assets including interest that will be earned on such assets.

Particulars	As at 30 June 2025		As at 31 March 2025		As at 31 March 2024		As at 31 March 2023	
	Less than 1 year	1-5 years	Less than 1 year	1-5 years	Less than 1 year	1-5 years	Less than 1 year	1-5 years
Financial assets (measured at amortised cost)								
Security deposits	3.57	21.22	3.57	17.42	3.89	14.67	0.68	16.04
Loan to employees	4.74	4.19	6.38	2.16	7.00	1.76	50.06	2.67
Trade receivables	916.65	-	989.28	-	852.54	-	968.49	-
Income accrued on deposits	4.29	-	2.49	-	0.32	-	0.40	-
Export incentive receivables	11.29	-	11.52	-	27.48	-	19.12	-
Cash and cash equivalents	192.24	-	282.58	-	382.88	-	276.98	-
Bank balances other than cash and cash equivalents	100.40	-	98.96	-	13.10	-	4.96	-
Other advances	0.67	-	0.93	-	0.30	-	-	-
Margin money deposit with original maturity of more than one year	-	5.43	-	5.44	-	-	-	-
Total	1,233.85	30.84	1,395.71	25.02	1,287.51	16.43	1,320.69	18.71

iv) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in the foreign currency exchange rates, interest rates, credit, liquidity and other market changes. The Company's exposure to market risk is primarily on account of foreign currency exchange rate risk.

a) Foreign Currency exchange rate risk

The fluctuation in foreign currency exchange rates may have potential impact on the statement of profit or loss and other comprehensive income and equity, where any transaction references more than one currency or where assets / liabilities are denominated in a currency other than the functional currency of the respective entities. Considering the countries and economic environment in which the Company operates, its operations are subject to risks arising from fluctuations in exchange rates in those countries. The risks primarily relate to fluctuations in USD, EURO, CNY, RUB and GBP against the respective functional currencies of the Company. The Company evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks. The information on foreign currency exposures are as follows:

NEOLITE ZKW LIGHTINGS LIMITED (formerly known as Neolite ZKW Lightings Private Limited)
(CIN U74899DL1992PLC050702)

Annexure VI - Notes to the Restated Financial Information

(All amounts in Rs. millions, except share data and per share data, and unless otherwise stated)

Particulars	Foreign currency	Amount	Amount in foreign currency	Exchange rate	Amount	Amount in foreign currency	Exchange rate	Amount	Amount in foreign currency	Exchange rate	Amount	Amount in foreign currency	Exchange rate
		As at	As at	As at	As at	As at	As at	As at	As at	As at	As at	As at	As at
		30 June 2025	30 June 2025	30 June 2025	31 March 2025	31 March 2025	31 March 2025	31 March 2024	31 March 2024	31 March 2024	31 March 2023	31 March 2023	31 March 2023
Trade payables	USD	18.19	0.21	85.55	20.23	0.24	85.58	11.65	0.14	83.37	37.93	0.46	82.22
	RUB	-	-	-	-	-	-	2.92	3.23	0.91	-	-	-
	EURO*	7.35	0.08	92.70	8.15	0.09	92.32	7.25	0.08	90.22	8.45	0.09	89.61
Foreign currency loan (term loan)	USD	335.65	3.92	85.54	366.96	4.29	85.58	326.39	3.91	83.37	236.50	2.88	82.22
	EURO	71.44	0.71	100.45	70.14	0.76	92.32	-	-	-	-	-	-
Foreign currency loan (PCFC)	USD	-	-	-	-	-	-	-	-	-	19.12	0.23	82.22
Total (a)		432.63			465.47			348.21			302.00		
Trade receivables	USD	128.16	1.50	85.54	200.52	2.34	85.58	243.06	2.92	83.37	343.27	4.18	82.22
	CNY	97.55	8.15	11.96	73.10	6.21	11.78	137.63	11.83	11.64	34.25	2.86	11.96
	EURO	2.23	0.02	100.45	3.71	0.04	92.32	1.36	0.02	90.22	5.42	0.06	89.61
	GBP	0.68	0.01	117.47	0.35	0.00	110.73	-	-	-	-	-	-
Total (b)		228.63			277.68			382.06			382.94		
	USD	225.68	2.64	85.54	186.66	2.18	85.58	94.98	1.14	83.37	(49.72)	(0.60)	82.22
	EURO	76.56	0.77	99.65	74.58	0.81	92.32	5.89	0.07	90.22	3.03	0.03	89.61
	CNY	(97.55)	(8.15)	11.96	(73.10)	(6.21)	11.78	(137.63)	(11.83)	11.64	(34.25)	(2.86)	11.96
	RUB	-	-	-	-	-	-	2.92	3.23	0.91	-	-	-
	GBP	(0.68)	(0.01)	117.47	(0.35)	(0.00)	110.73	-	-	-	-	-	-
Total (a)-(b)		204.00			187.79			(33.84)			(80.95)		

* Two foreign currency trade payables have not been restated at the exchange rate prevailing on 30 June 2025 as the application for writing it back has already been moved with the AD (authorised dealer) Bank. (Also refer note 51)

Foreign currency sensitivity

The following table demonstrates the sensitivity to a reasonable possible change in USD, EURO, CNY, RUB and GBP exchange rates, with all other variables held constant, the impact on the Company's profit before tax due to changes in the fair value of monetary assets and liabilities. The Company's exposure to foreign currency changes for all other currencies is not material. The sensitivity analysis is prepared on the net unhedged exposure of the Company as at the reporting date. 10% represents Company's assessment of reasonably possible change in foreign exchange rate.

Particulars	As at 30 June 2025			As at 31 March 2025			As at 31 March 2024			As at 31 March 2023		
	Currency	Change in rate	Effect on pre-tax equity	Currency	Change in rate	Effect on pre-tax equity	Currency	Change in rate	Effect on pre-tax equity	Currency	Change in rate	Effect on pre- tax equity
Sensitivity Analysis	USD	10%	0.26	USD	10%	0.22	USD	10%	0.11	USD	10%	(0.06)
	USD	-10%	(0.26)	USD	-10%	(0.22)	USD	-10%	(0.11)	USD	-10%	0.06
	EURO	10%	0.08	EURO	10%	0.08	EURO	10%	0.01	EURO	10%	0.00
	EURO	-10%	(0.08)	EURO	-10%	(0.08)	EURO	-10%	(0.01)	EURO	-10%	(0.00)
	CNY	10%	(0.82)	CNY	10%	(0.62)	CNY	10%	(1.18)	CNY	10%	(0.29)
	CNY	-10%	0.82	CNY	-10%	0.62	CNY	-10%	1.18	CNY	-10%	0.29
	RUB	10%	-	RUB	10%	-	RUB	10%	0.32	RUB	10%	-
	RUB	-10%	-	RUB	-10%	-	RUB	-10%	(0.32)	RUB	-10%	-
	GBP	10%	(0.00)	GBP	10%	(0.00)	GBP	10%	-	GBP	10%	-
	GBP	-10%	0.00	GBP	-10%	0.00	GBP	-10%	-	GBP	-10%	-

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk because the exposure at the end of the reporting period does not reflect the exposure during the year.

b) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of change in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's cash credit/working capital loans and term loans.

Particulars	As at	As at	As at	As at
	30 June 2025	31 March 2025	31 March 2024	31 March 2023
(i) Cash credit limit	157.70	247.83	231.57	487.98
(ii) Long-term loans (including current maturities)	726.77	721.75	695.26	639.93
Total	884.47	969.58	926.83	1,127.91

Interest rate sensitivity

The sensitivity analysis below have been determined based on exposure to interest rate. For floating rate liabilities, analysis is prepared assuming the amount of liability outstanding at the end of the reporting period was outstanding for the whole year. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

Particulars	For the period ended	For the year ended	For the year ended	For the year ended
	30 June 2025	31 March 2025	31 March 2024	31 March 2023
Increase by 1.00 %	8.84	9.70	9.27	11.28
Decrease by 1.00 %	(8.84)	(9.70)	(9.27)	(11.28)

c) Commodity price risk

Movement in commodity price in market affects directly or indirectly the price of raw material and components used by the Company. The Company sells its products mainly to auto makers (Original Equipment Manufacturer) whereby there is a regular negotiation/adjustment of prices on the basis of changes in commodity prices.

Annexure VI - Notes to the Restated Financial Information

(All amounts in Rs. millions, except share data and per share data, and unless otherwise stated)

44 Corporate social responsibility (CSR) expenditure

As required by section 135 of the companies Act, 2013, The Company has made the provision for an amount to be spent on CSR activities for the three months interim period ended 30 June 2025. The said amount have been spent by the Company subsequent to the period ended 30 June 2025 towards corporate social responsibility projects. The break-up of expenditure/contribution towards under corporate social responsibility as under:

Particulars	For the period ended 30 June 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Gross amount required to be spent during the period/year	2.02	5.02	5.75	4.63
Less:- Amount spent during the period/year	-	5.02	5.75	4.63
Short/(excess) amount spent	2.02	-	-	-

List of nature of CSR activity

The contribution is made to organisation working towards health care and medical support for Birds and Animals, child education, naturopathy yoga and meditation programme.

45 Additional regulatory information required by Schedule III

- (a) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property under Benami Transactions (Prohibition) Act, 1988 (45 of 1988).
- (b) The Company does not have any material transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956.
- (c) The Company does not have any charges or satisfaction which is yet to be registered with Registrar of Companies beyond the statutory period.
- (d) The Company has not traded or invested in Crypto currency or Virtual Currency during the current year or previous financial year's.
- (e) (i) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(is), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries).
- (ii) Further, the Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (f) There is no income surrendered or disclosed as income during the current year or previous year's in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.
- (g) The Company is not declared as wilful defaulter by any bank or financial institution or government or any government authority.
- (h) The Company has not entered into any scheme of arrangement which has an accounting impact on current year or previous financial year's.
- (i) The Company has adhered to debt repayment and interest service obligations on time. Wilful defaulter related disclosures required as per Additional Regulatory Information of Schedule III (revised) to the Company, is not applicable.
- (j) The Company has complied with the number of layers prescribed under clause (87) of Section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.
- (k) As per the Company's accounting policy, Property, Plant and Equipment and intangible assets are carried at historical cost (less accumulated depreciation & impairment, if any), hence the revaluation related disclosures required as per Additional Regulatory Information of Schedule III (revised) to the Companies Act, is not applicable.

46 The directors do not recommend any dividend for the three months interim period ended 30 June 2025 and financial years ended on 31 March 2025, 31 March 2024 and 31 March 2023 presented in the Restated Financial Information in view of the requirement of funds for future growth of the the Company.

47 The Government of India has notified the four labour codes announced in earlier years on 21 November 2025. The Company is assessing the impact of the notified laws and will record the necessary adjustments after the assessment.

48 The Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software, except that audit trail feature is not enabled at the database level insofar as it relates to accounting software and the audit trail feature is also not enabled for certain changes made using privilege/administrative access right to the applications.

49 Restatement adjustments

For periods up to and including the year ended 31 March 2024, the Company prepared its financial statements in accordance with accounting standards referred to in paragraph 7 of the Companies (Accounts) Rules, 2014 (Previous GAAP) notified under section 133 of the Companies Act, 2013. The Restated Financial Information have been compiled from the Special Purpose Interim financial statements for the three months interim period ended on 30 June 2025, statutory financial statements for the year ended 31 March 2025 and Special Purpose financial statements of the Company as at and for the years ended 31 March 2024 and 31 March 2023. (refer basis of preparation para under Note 1).

There is no difference between Restated Financial Information and Special Purpose Financial Statements for the three months interim period ended 30 June 2025 and statutory financial statement for the year ended 31 March 2025 and Special Purpose Financial Statements for the years ended 31 March 2024 and 31 March 2023 of the Company as referred above (also refer to point (D) of note 49).

Reconciliations between the Restated Financial Information and Audited Financial Statements of the Company prepared as per previous GAAP for the year ended 31 March 2024 and 31 March 2023 are given in point (E) of note 49 (refer to tables and notes).

(A) Ind AS optional exemptions

(i) Deemed cost for property, plant and equipment and intangible assets

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognized in the financial statements as at the date of transition to Ind AS, measured as per the Previous GAAP and use that as its deemed cost as at the date of transition. This exemption can also be used for intangible assets covered by Ind AS 38 Intangible Assets. Accordingly, the Company has elected to measure all of its property, plant and equipment (including capital work in progress) and intangible asset (including intangible assets under development) at their Previous GAAP carrying value.

(B) Ind AS mandatory exemptions

(i) Estimates

An entity's estimates in accordance with Ind ASs at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error. Ind AS estimates as at 1 April 2022 are consistent with the estimates as at the same date made in conformity with previous GAAP.

(ii) Classification and measurement of financial assets and liabilities

Classification of financial asset is required to be made on the basis of the facts and circumstances that exist at the date of transition to Ind AS. Further, if it is impracticable for the Company to apply retrospectively the effective interest method in Ind AS 109, the fair value of the financial asset or the financial liability at the date of transition to Ind AS shall be the new gross carrying amount of that financial asset or the new amortised cost of that financial liability at the date of transition to Ind AS.

(iii) Impairment of financial assets

At the date of transition to Ind AS, determining whether there has been a significant increase in credit risk since the initial recognition of a financial asset would require undue cost or effort, the Company has recognised a loss allowance at an amount equal to lifetime expected credit losses at each reporting date until that financial instrument is de-recognised.

(C) Notes to first time adoption

(i) Financial assets and liabilities at amortised cost

Under previous GAAP, financial assets (including security deposits) were recognized at transaction price. Under Ind AS, such financial instruments are initially recognized at fair value and subsequently carried at amortised cost determined using the Effective Interest rate. Any difference between transaction price and fair value affects profit and loss unless it quantiles for recognition as some other type of asset.

(ii) Impact of depreciation on right on use assets and Interest on lease liabilities

Under previous GAAP, lessees used to classify lease contracts as a finance lease or an operating lease at the inception of contract. Under operating lease, rent payments were recognised as an expense in the statement of profit and loss on a straight-line basis over the lease-term. Under Ind AS, the Company measures the lease liability at the present value of the outstanding lease payments from lease commencement date, discounted using the Company's incremental borrowing rate. Subsequent to initial measurement, the liability is reduced for payments made and increased for interest expense. Further, the Company recognises right-of-use asset which is made up of the initial measurement of the lease liability, including any initial direct costs incurred by the Company.

'Subsequently to initial measurement, the Company depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right of- use asset or the end of the lease term.

(iii) Revenue from contract with customers

Under Previous GAAP, revenue was recognized net of trade discounts, rebates, sales taxes and excise duties. Under IND AS, revenue is recognized at the fair value of the consideration received or receivable, after deduction of any trade discounts, cash discounts, volume rebates and any taxes or duties collected on behalf of the government such as goods and service tax.

(iv) Impact of expected credit losses

Under previous GAAP, provision for financial asset is recognised on specific identification method based on management assessment of recoverability of loans. Under Ind AS 109, the Company is required to apply expected credit loss model for recognising the allowance for loans.

(v) Impact of fair valuation of the financial instruments

Under previous GAAP, investments in equity/mutual funds instrument were carried at cost and tested for other than temporary diminution. Under Ind AS, such investments are carried at fair value through profit or loss (FVTPL) or fair value through other comprehensive income (FVOC).

(vi) Tax impact on adjustments

Retained earnings and Statement of Profit and Loss has been adjusted consequent to the Ind AS transition adjustments with corresponding impact to deferred tax, wherever applicable.

(vii) Other comprehensive income

Under Ind AS, all items of income and expense recognized in a period should be included in profit and loss for the period, unless a standard requires or permits otherwise. Items of income and expense that are not recognised profit and loss but are shown in the statement of profit and loss as "other comprehensive income" includes re-measurements of defined benefit plans and their corresponding income tax effects. The concept of other comprehensive income did not exist under previous GAAP.

Annexure VI - Notes to the Restated Financial Information

(All amounts in Rs. millions, except share data and per share data, and unless otherwise stated)

(D) Reconciliation between total equity as per special purpose interim financial statements for the three months period ended 30 June 2025, statutory financial statements for the year ended 31 March 2025 and special purpose financial statements for the years ended 31 March 2024 and 31 March 2023 with restated financial information:

Particulars	As at 30 June 2025	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Total equity	2,035.48	1,819.07	1,297.28	1,106.88
(i) Audit qualifications	-	-	-	-
(ii) Adjustments due to change in accounting policy / material errors / other adjustments	-	-	-	-
(iii) Deferred tax impact on adjustments in (i) and (ii), as applicable	-	-	-	-
Total adjustments (i+ii+iii)	-	-	-	-
Total equity as per restated summary statement of assets and liabilities	2,035.48	1,819.07	1,297.28	1,106.88

(D) Reconciliation between profit after tax as per special purpose interim financial statements for the three months period ended 30 June 2025, statutory financial statements for the year ended 31 March 2025 and special purpose financial statements for the years ended 31 March 2024 and 31 March 2023 with restated financial information:

Particulars	For the period ended 30 June 2025	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023
Profit after tax	222.61	528.24	190.54	155.85
(i) Audit qualifications	-	-	-	-
(ii) Adjustments due to change in accounting policy / material errors / other adjustments	-	-	-	-
(iii) Deferred tax impact on adjustments in (i) and (ii), as applicable	-	-	-	-
Total adjustments (i+ii+iii)	-	-	-	-
Restated profit after tax for the period/year	222.61	528.24	190.54	155.85

Non-adjusting events

(a) Audit qualifications for the respective years, which do not require any adjustments in the restated financial information are as follows:

There are no audit qualifications in auditors report on the financial statements for the three months interim period ended 30 June 2025 and financial years ended 31 March 2025, 31 March 2024 and 31 March 2023.

(b) Emphasis of matters in the Auditors' report which do not require any corrective adjustments in the restated financial information:

As at and for the three months interim period ended 30 June 2025:

Emphasis of matter – Basis of Preparation and Restriction on Distribution and Use

Without modifying our opinion, we draw attention to Note 1 to the accompanying Special Purpose Financial Statements, which describes the basis of its preparation. The Special Purpose Financial Statements have been prepared by management solely for the preparation of the restated financial information for the three months period ended 30 June 2025 to be included in the Draft Red Herring Prospectus ('DRHP') which is to be filed by the Company with Securities and Exchange Board of India, National Stock Exchange of India Limited and BSE Limited as per the requirements of Section 26 of Part I of Chapter III of the Act, read with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, in connection with the proposed Initial Public Offer ("IPO") of equity shares of the Company. Therefore, these Special Purpose Financial Statements may not be suitable for any other purpose. Our report is issued solely for the aforementioned purpose, and accordingly, should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent.

As at and for the year ended 31 March 2024:

Emphasis of matter – Basis of Preparation and Restriction on Distribution and Use

Without modifying our opinion, we draw attention to Note 1 to the accompanying Special Purpose Financial Statements, which describes the basis of its preparation. The Special Purpose Financial Statements have been prepared by the management solely for the preparation of the restated financial information for the year ended 31 March 2024 to be included in the Draft Red Herring Prospectus ('DRHP') which is to be filed by the Company with Securities and Exchange Board of India, National Stock Exchange of India Limited and BSE Limited as per the requirements of Section 26 of Part I of Chapter III of the Act, read with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, in connection with the proposed Initial Public Offer ("IPO") of equity shares of the Company. Therefore, these Special Purpose Financial Statements may not be suitable for any other purpose. Our report is issued solely for the aforementioned purpose, and accordingly, should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent.

As at and for the year ended 31 March 2023:

Emphasis of matter – Basis of Preparation and Restriction on Distribution and Use

Without modifying our opinion, we draw attention to Note 1 to the accompanying Special Purpose Financial Statements, which describes the basis of its preparation. The Special Purpose Financial Statements have been prepared by management solely for the preparation of the restated financial information for the year ended 31 March 2023 to be included in the Draft Red Herring Prospectus ('DRHP') which is to be filed by the Company with Securities and Exchange Board of India, National Stock Exchange of India Limited and BSE Limited as per the requirements of Section 26 of Part I of Chapter III of the Act, read with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, in connection with the proposed Initial Public Offer ("IPO") of equity shares of the Company. Therefore, these Special Purpose Financial Statements may not be suitable for any other purpose. Our report is issued solely for the aforementioned purpose, and accordingly, should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent.

(c) Reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended), which do not require any adjustments in the restated financial information:

As at and for the year ended 31 March 2025

Based on our examination which included test check, the Company has used accounting software for maintaining books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except that, audit trail feature is not enable for application's underlying database. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with in respect of accounting software.

As at and for the year ended 31 March 2024

Based on our examination which included test check, the Company has used accounting software for maintaining books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except that, audit trail feature is not enable for application's underlying database. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with in respect of accounting software.

(d) Other matters reported in Annexure A referred to Independent Auditor's Report issued under Companies (Auditor's Report) Order, 2020 ('CARO, 2020')**As at and for the year ended 31 March 2025****Clause 2 (b)**

According to Information and explanation given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned a working capital limit in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. In our opinion, the quarterly returns or statements, filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company except as follows:

Financial year 2024-25

For the quarter ended	Nature of the current asset	As per books of accounts	Amount as per quarterly return & statements	Discrepancies*
Jun-24	Trade payables	655.35	658.57	3.22
Jun-24	Inventories	467.61	467.61	-
Jun-24	Trade receivables	812.04	810.24	(1.80)
Sep-24	Trade payables	632.55	633.97	1.42
Sep-24	Inventories	619.43	619.47	0.04
Sep-24	Trade receivables	820.14	818.44	(1.70)
Dec-24	Trade payables	642.59	647.83	5.24
Dec-24	Inventories	630.35	630.53	0.18
Dec-24	Trade receivables	783.28	784.78	1.50
Mar-25	Trade payables	521.18	588.50	67.32
Mar-25	Inventories	611.85	588.02	(23.83)
Mar-25	Trade receivables	989.28	972.72	(16.56)

*these differences are mainly due to prior reporting to banks before quarterly closure of books.

Clause 7 (a)

Except for the undisputed amounts payable in respect of provident fund amounting to Rs 0.23 million and Income tax (in the nature of tax deducted at source) amounting to Rs 1.45 million, no other undisputed amounts are payable in respect of provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues as at the year end for a period of more than six months from the date they became payable. The details of the undisputed dues of provident fund and tax deducted at source are given in the table below.

Name of Statute	Nature of Due	Period to which it Pertains	Amount	Date of payment
Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Employer and Employee's contribution to EPF	FY 2024-25	0.09	Not yet paid
Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Employer and Employee's contribution to EPF	FY 2023-24	0.05	Not yet paid
Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Employer and Employee's contribution to EPF	Prior years	0.09	Not yet paid
		Total	0.23	

Note:- The above mentioned amount of provident fund is outstanding on accounting pending KYC compliances of the employees.

Name of Statute	Nature of Due	Period to which it Pertains	Amount	Date of payment
Income Tax Act, 1961	Outstanding Tax deducted at Source (TDS) Demand	FY 2024-25	0.01	Not yet paid
Income Tax Act, 1961	Outstanding Tax deducted at Source (TDS) Demand	FY 2023-24	0.34	Not yet paid
Income Tax Act, 1961	Outstanding Tax deducted at Source (TDS) Demand	FY 2022-23	0.01	Not yet paid
Income Tax Act, 1961	Outstanding Tax deducted at Source (TDS) Demand	FY 2007-08 to 2021-22	1.09	Not yet paid
		Total	1.45	

Note:- The above mentioned TDS demand is outstanding pending reconciliations of credit for certain challans not been given by the department and other procedural matters. The same is not provided for in the books of accounts.

As at and for the year ended 31 March 2024**Clause 2 (b)**

According to Information and explanation given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned a working capital limit in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. In our opinion, the quarterly returns or statements, filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company except as follows:

For the quarter ended	Nature of the current asset	As per books of accounts	Amount as per quarterly return & statements	Discrepancies*
Jun-23	Trade payables	629.59	629.60	0.00
Jun-23	Inventories	433.60	433.60	-
Jun-23	Trade receivables	858.10	859.70	1.60
Sep-23	Trade payables	606.68	593.19	(13.49)
Sep-23	Inventories	453.88	453.74	(0.14)
Sep-23	Trade receivables	694.21	765.92	71.71
Dec-23	Trade payables	617.25	641.64	24.39
Dec-23	Inventories	475.56	475.56	-
Dec-23	Trade receivables	965.41	935.76	(29.65)
Mar-24	Trade payables**	604.57	636.54	31.97
Mar-24	Inventories	419.61	413.45	(6.16)
Mar-24	Trade receivables**	837.69	885.75	48.06

*these differences are mainly due to prior reporting to banks before quarterly closure of books.

** The variations between the figures as per books of accounts and the Restated Financial Information is due to the adjustments made in the Restated Financial Information.

Clause 7 (a)

According to the records of the Company and also the information and explanations given to us, the Company is generally regular in depositing with appropriate authorities all undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, Goods and Service tax, duty of excise, value added tax, cess and other material statutory dues applicable to it.

According to the information and explanations given to us, there are no undisputed amounts payable in respect of employees' state insurance, income tax, sales tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues as at the year end for a period of more than six months from the date they became payable except for an amount of Rs 0.14 million payable to EPF due to some procedural compliances.

Clause 14

(a) According to the information and explanations given to us and based on the examination of the records of the Company the Company has an internal audit system commensurate with the size and nature of its business;

(b) However, no Internal Auditor has been appointed by the Company as per the provisions of section 138 of the Companies Act 2013.

As at and for the year ended 31 March 2023

Clause 14

(a) According to the information and explanations given to us and based on the examination of the records of the Company has an internal audit system commensurate with the size and nature of its business;

(b) However, no Internal Audit Report was made available to us by the Company.

Regrouping

Appropriate regrouping/reclassification (if any) have been made in the Restated Statement of Assets and Liabilities, Restated Statement of Profit and Loss and Restated Statement of Cash flows, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities and cash flows, in order to bring them in line with the accounting policies and classification as per the Audited Special Purpose Interim Financial Statements for the three months period ended 30 June 2025, statutory financial statements for the year ended 31 March 2025 and the Special Purpose Financial Statements for the years ended 31 March 2024 and 31 March 2023.

NEOLITE ZKW LIGHTINGS LIMITED (formerly known as Neolite ZKW Lightings Private Limited)
(CIN U74899DL1992PLC050702)

Annexure VI - Notes to the Restated Financial Information

(All amounts in Rs. millions, except share data and per share data, and unless otherwise stated)

(E) Reconciliation as per audited financial statements prepared as per previous GAAP and restated financial information

Reconciliation of total comprehensive income for the years ended 31 March 2024 and 31 March 2023

Particulars	Note no.	For the year ended 31 March 2024	For the year ended 31 March 2023
Profit after tax as per previous GAAP		190.96	156.24
Effect of fair valuation of investments	2	0.01	(0.00)
Right of use assets and lease liabilities	1	(1.06)	(1.35)
Ind AS adjustment effect (financial assets)	1	0.50	0.35
Total adjustments		(0.55)	(1.00)
Total comprehensive income (net of tax)		190.41	155.24

Note:- There have been no restatement adjustment in the three months interim period ended 30 June 2025 and financial year ended 31 March 2025

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Annexure VI - Notes to the Restated Financial Information

(All amounts in Rs. millions, except share data and per share data, and unless otherwise stated)

(E) Reconciliation of the assets and liabilities presented in the balance sheet of the audited financial statements prepared as per previous GAAP and as per the restated financial information is as follows:

Particulars	Note	Audited as at 31 March 2024*	Adjustments	Restated as at 31 March 2024	Audited as at 31 March 2023*	Adjustments	Restated as at 31 March 2023
Assets							
Non-current assets							
Property, plant and equipment		1,317.13	-	1,317.13	1,150.53	-	1,150.53
Capital work-in-progress		10.09	-	10.09	-	-	-
Right-of-use assets	1, 3(a) & 3(b)	-	50.10	50.10	-	31.09	31.09
Intangible assets		4.55	-	4.55	8.44	-	8.44
Financial Assets							
Investments	2	0.01	0.03	0.04	0.01	0.02	0.03
Loans	3 (a)	-	1.76	1.76	-	2.67	2.67
Other financial assets	3 (a)	-	14.67	14.67	-	16.04	16.04
Other non-current assets	3 (a)	114.11	(17.06)	97.05	35.68	(19.28)	16.40
Total non-current assets		1,445.88	49.50	1,495.39	1,194.66	30.54	1,225.20
Current assets							
Inventories		419.61	-	419.61	440.52	-	440.52
Financial assets							
Trade receivables	3 (c) & (d)	837.69	14.85	852.54	831.99	136.50	968.49
Cash and cash equivalents	3 (e)	395.98	(13.10)	382.88	281.94	(4.96)	276.98
Bank balances other than cash and cash equivalents	3 (e)	-	13.10	13.10	-	4.96	4.96
Loans	3 (b)	264.57	(257.57)	7.00	215.50	(165.44)	50.06
Other financial assets	3 (b) & (c)	-	31.99	31.99	-	20.20	20.20
Other current assets	3 (b) & (c)	24.63	213.80	238.43	11.74	145.23	156.97
Total current assets		1,942.47	3.08	1,945.55	1,781.69	136.49	1,918.18
Total assets		3,388.36	52.57	3,440.94	2,976.35	167.03	3,143.38
Equities and liabilities							
Equity							
Equity share capital		135.62	-	135.62	135.62	-	135.62
Other equity	1 & 2	1,163.96	(2.30)	1,161.66	973.00	(1.74)	971.26
Total equity		1,299.58	(2.30)	1,297.28	1,108.62	(1.74)	1,106.88
Liabilities							
Non-current Liabilities							
Financial liabilities							
Borrowings		523.41	-	523.41	515.37	-	515.36
Lease liabilities	1	-	36.96	36.96	-	16.91	16.91
Provisions		32.41	-	32.41	28.60	-	28.60
Deferred tax liabilities (net)		62.39	-	62.39	59.86	-	59.86
Total non-current liabilities		618.21	36.96	655.17	603.83	16.91	620.73
Current liabilities							
Financial liabilities							
Borrowings	4 (a)	400.31	3.14	403.45	476.08	136.50	612.58
Lease liabilities	1	-	14.78	14.78	-	15.38	15.38
Trade payables		674.03	-	674.03	662.89	-	662.89
Other financial liabilities	4 (b)	-	81.75	81.75	-	64.18	64.18
Provisions	4 (c)	19.53	(8.09)	11.44	16.72	(3.02)	13.70
Other current liabilities	4 (b)	376.70	(81.75)	294.95	108.20	(64.18)	44.02
Current tax liabilities (net)	4 (c)	-	8.09	8.09	-	3.02	3.02
Total current liabilities		1,470.57	17.91	1,488.49	1,263.89	151.87	1,415.77
Total liabilities		2,088.79	54.87	2,143.66	1,867.73	168.78	2,036.50
Total equity and liabilities		3,388.36	52.57	3,440.94	2,976.35	167.03	3,143.38

* The audited financial statements figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note

Note:- There have been no restatement adjustment for the three months interim period ended 30 June 2025 and in financial year ended 31 March 2025

NEOLITE ZKW LIGHTINGS LIMITED (formerly known as Neolite ZKW Lightings Private Limited)
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(All amounts in Rs. millions, except share data and per share data, and unless otherwise stated)

(E) Reconciliation of the income and expenses presented in the statement of profit and loss as per audited financial statements prepared as per previous GAAP and as per restated financial information is as follows:

Particulars	Note	Audited for the year 31 March 2024*	Adjustments	Restated for the year ended 31 March 2024	Audited for the year 31 March 2023*	Adjustments	Restated for the year ended 31 March 2023
INCOME							
Revenue from Operations	5	4,034.31	(4.44)	4,029.87	4,058.95	(5.15)	4,053.80
Other income	1, 2, 5 & 8	13.89	(8.01)	5.88	8.37	0.36	8.73
TOTAL INCOME		4,048.20	(12.45)	4,035.75	4,067.33	(4.80)	4,062.53
Cost of raw materials and components consumed	8	2,145.35	(6.24)	2,139.12	2,241.30	-	2,241.30
Purchase of stock in trade		43.00	-	43.00	17.18	-	17.18
Change in inventory of Finished goods, Work in Progress and Stock in Trade		26.67	-	26.67	261.25	-	261.25
Employee benefits expense	6	610.81	(0.19)	610.62	458.72	(0.86)	457.86
Finance costs	1 & 7	82.43	10.28	92.71	71.74	10.82	82.56
Depreciation and amortization expenses	1	133.84	21.00	154.83	115.85	15.73	131.58
Other expenses	1, 5 & 7	742.59	(36.93)	705.66	691.02	(30.34)	660.67
TOTAL EXPENSES		3,784.69	(12.08)	3,772.60	3,857.06	(4.66)	3,852.40
Profit before tax		263.51	(0.37)	263.15	210.27	(0.14)	210.13
Tax expenses							
Current tax	6	70.06	0.05	70.11	60.00	0.24	60.24
Deferred tax liability/ (assets)		2.54	-	2.54	(7.24)	-	(7.24)
Short tax provision for earlier years		(0.05)	-	(0.05)	1.27	-	1.27
Profit after tax		190.96	(0.42)	190.54	156.24	(0.39)	155.85
Other comprehensive income/(loss):							
Items that will not be reclassified subsequently to statement of profit and loss:							
Defined benefit plan remeasurements	6	-	(0.19)	(0.19)	-	(0.86)	(0.86)
Income tax relating to items that will not be reclassified to profit or loss	6	-	0.05	0.05	-	0.24	0.24
		-	(0.14)	(0.14)	-	(0.61)	(0.61)
Items that will be reclassified subsequently to the statement of profit and loss		-	-	-	-	-	-
Other comprehensive income for the year, net of tax		-	(0.14)	(0.14)	-	(0.61)	(0.61)
Total comprehensive income for the year, net of tax		190.96	(0.55)	190.41	156.24	(1.00)	155.24

* The audited financial statements figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note

Note:- There have been no restatement adjustment for the three months interim period ended 30 June 2025 and in financial year ended 31 March 2025

Annexure VI - Notes to the Restated Financial Information

(All amounts in Rs. millions, except share data and per share data, and unless otherwise stated)

(E) Effect of Ind AS adoption on the Restated Financial Information - Explanatory Notes

1 Right-of-use assets

The Company has adopted IND AS 116 effective 01 April 2022, using the modified retrospective method. The Company has applied the standard to its leases with cumulative effect recognised on the date of initial application (01 April 2022). This has resulted in recognising a right of use asset of Rs 49.40 million as at 31 March 2024 and Rs 30.52 million as at 31 March 2023 along with a corresponding lease liability of Rs 51.74 million as at 31 March 2024 and Rs 32.29 million as at 31 March 2023.

The difference of Rs 2.34 million and Rs 1.77 million in ROU asset and ROU liability created as at 31 March 2024 and 31 March 2023 is as explained.

Effect of IND AS 116

	As at 31 March 2024	As at 31 March 2023
Right-of-use assets	49.40	30.52
Lease liabilities (current)	14.78	15.38
Lease liabilities (non-current)	36.96	16.91
	2.34	1.77

Difference of Right-of-use assets and Lease liabilities recognised in retained earnings

Other expenses

	For the year ended 31 March 2024	For the year ended 31 March 2023
Rent (decrease)	(22.34)	(17.48)
Selling and distribution expenses (decrease)	(0.33)	-
Total (a)	(22.67)	(17.48)

Finance cost

Interest expense on lease liabilities (increase)	3.72	3.10

Depreciation and amortization expenses

Amortization on right of use assets (increase)	21.00	15.73
Total (b)	24.72	18.83

Difference (c) = ((b)-(a))

2.05	1.35

Other income

Gain on derecognition of right of use assets and lease liabilities on account of termination and modification of leases (increase)	0.98	-
Unwinding of interest on financial assets (increase)	0.50	0.35
Total (d)	1.48	0.35

Difference (e) = ((d)-(c))

(0.57)	(1.00)

2 Fair value of investments

The investment previously measured at lower of cost or fair value under previous GAAP amounting to Rs 0.01 million has been measured at fair value through Profit and Loss account (FVTPL) as per IND AS 109. The fair value of the investment as on 31 March 2024 is Rs 0.04 million, and the cumulative resulting gain of Rs 0.03 million out of this Rs 0.02 million has been recognised in retained earnings of financial year 2021-22. The increase in investment value in financial year 2024 amounting to Rs 0.01 million has been recognised in Statement of Profit and Loss account.

The fair value of the investment as on 31 March 2023 is Rs 0.02 million, and the cumulative resulting gain of Rs 0.02 million has been recognised in Statement of Profit and Loss account. The decrease in the value of investment in financial year 2023 amounting to Rs (0.00 million) has been recognised in Statement of Profit and Loss account.

	As at 31 March 2022
Value of investment as per previous GAAP as at 31 March 2022	0.01
Value of investment as per Ind AS as at 31 March 2022	0.03
Difference of above recognised in retained earnings	0.02

	For the year ended 31 March 2024	For the year ended 31 March 2023
Other income		
Net gain on fair valuation of investments carried at fair value through profit & loss (increase)	0.01	-
Other expenses		
Net loss on fair valuation of investments carried at fair value through profit & loss (increase)	-	0.00
	0.01	(0.00)

3 Previously, the financial statements were prepared on the basis of Indian GAAP. With the adoption of IND AS effective 01 April 2022, we have reclassified following assets. The presentation has been updated as follows

- (a) Under the previous GAAP 'Other non-current assets' includes staff advance and security deposits which have been reclassified to 'Loans (non-current)', 'Right-of-use assets' and 'Other financial assets (non-current)' respectively as per the requirement of IND AS.

	As at 31 March 2024	As at 31 March 2023
Other non-current assets		
Previous GAAP		
Other non-current assets (decrease)	(17.06)	(19.28)
	(17.06)	(19.28)
IND AS presentation		
Right-of-use assets (increase) (net of amortisation)	0.63	0.57
Loans non-current (increase)	1.76	2.67
Other financial assets non-current (increase)	14.67	16.04
	17.06	19.28

- (b) Under the previous GAAP 'Short-term loans & advances' includes Advances other than capital advances and Balance with statutory authorities. Export incentive receivable included in Balance with statutory authorities to the tune of Rs 27.48 million (previous year Rs 19.11 million), security deposit of Rs 3.89 million (Rs 0.69 million) and other advances of Rs 0.30 million have been reclassified to 'Other financial assets (current)' and 'Right-of-use assets' as per the requirement of IND AS. Further, Advances other than capital advances and remaining balance with statutory authorities reclassified to 'Other current assets'.

Short-term loans & advances	As at 31 March 2024	As at 31 March 2023
Previous GAAP		
Short term loans and advances (decrease)	(257.57)	(165.44)
	(257.57)	(165.44)
IND AS presentation		
Right-of-use assets (increase) (net of amortisation)	0.06	0.02
Other financial assets current (increase)	31.67	19.80
Other current assets (increase)	225.84	145.62
	257.57	165.44

- (c) Under the previous GAAP 'Other current assets' includes Interest accrued on Margin money deposit which have been reclassified to 'Other financial assets (current)' respectively as per the requirement of IND AS. Further, there has been a reclassification of unbilled receivable amounting to 11.72 million which was included under other current assets in the previous GAAP which is now reclassified to trade receivables.

Other current assets	As at 31 March 2024	As at 31 March 2023
Previous GAAP		
Other current assets (decrease)	(12.04)	(0.40)
	(12.04)	(0.40)
IND AS presentation		
Other financial assets current (increase)	0.32	0.40
Trade receivables current (increase)	11.72	-
	12.04	0.40

- (d) Under the previous GAAP, sales bill discounting facility obtained from banks amounting to Rs 3.14 million (previous year Rs 136.50 million) has been disclosed as contingent liability which has now been recognised as borrowings (current, financial liabilities) in IND AS financial statements. Correspondingly, amount of trade receivables which were derecognised in previous GAAP financials amounting to Rs 3.14 million has been updated with the said amount.

	As at 31 March 2024	As at 31 March 2023
IND AS presentation		
Trade receivables (increase)	3.14	136.50
	3.14	136.50

- (e) Under the previous GAAP 'Cash and cash equivalents' includes deposits with original maturity of more than 3 months but less than one year which have been reclassified to 'Bank balances other than cash and cash equivalents' respectively as per the requirement of IND AS.

Cash and cash equivalents	As at 31 March 2024	As at 31 March 2023
Previous GAAP		
Cash and cash equivalents (Decrease)	(13.10)	(4.96)
	(13.10)	(4.96)
IND AS presentation		
Bank balances other than cash and cash equivalents (increase)	13.10	4.96
	13.10	4.96

4 Previously, the financial statements were prepared on the basis of Indian GAAP. With the adoption of IND AS effective 01 April 2022, we have reclassified following liabilities. The presentation has been updated as follows

- (a) Under the previous GAAP 'Short-term borrowings' includes current maturities of long-term debt which have been reclassified to 'Other financial liabilities (current)' as per the requirement of IND AS. Further, bill discounting facility obtained from banks amounting to Rs 3.14 million (Rs 136.50 million) has been disclosed as contingent liability in previous GAAP financials which has now been recognised as borrowings (current, financial liabilities) in IND AS financial statements.

Borrowings	As at 31 March 2024	As at 31 March 2023
Previous GAAP		
Short-term borrowings increase	3.14	136.50
	3.14	136.50
IND AS presentation		
Borrowings (current, financial liabilities) (increase)	3.14	136.50
Total	3.14	136.50

- (b) Under the previous GAAP 'Other current liabilities' includes Interest accrued and due on borrowings, Interest accrued and not due on borrowings, Creditors for capital expenditure, Payable to employees, Liabilities for accrued expenses and Trade security deposits which have been reclassified to 'Other financial liabilities (current)' as per the requirement of IND AS.

Other current liabilities	As at 31 March 2024	As at 31 March 2023
Previous GAAP		
Other current liabilities (decrease)	(81.75)	(64.18)
	(81.75)	(64.18)
IND AS presentation		
Other financial liabilities (increase)	81.75	64.18
	81.75	64.18

- (c) Under the previous GAAP 'Short-term provisions' includes Income tax provisions which have been reclassified to 'Current tax liabilities (net)' as per the requirement of IND AS.

Provisions	As at 31 March 2024	As at 31 March 2023
Previous GAAP		
Provisions (decrease)	(8.09)	(3.02)
	(8.09)	(3.02)
IND AS presentation		
Current tax liabilities (net) (increase)	8.09	3.02
	8.09	3.02

5 Revenue from operations

Under Previous GAAP, revenue was recognized net of trade discounts, rebates, sales taxes and excise duties. Under IND AS, revenue is recognized at the fair value of the consideration received or receivable, after deduction of any trade discounts, cash discounts, volume rebates and any taxes or duties collected on behalf of the government such as sales tax and value added tax except excise duty. Discounts given include rebates, price reductions and incentives given to customers, promotional couponing and trade communication costs which have been reclassified from 'other expenses' under Previous GAAP and netted from revenue under IND AS. Accordingly, cash discount amounting to Rs 7.70 million and Rs 5.15 million for the year ended 31 March 2024 and 31 March 2023 respectively, was reclassified from Other expense head and netted off with revenue.

	For the year ended 31 March 2024	For the year ended 31 March 2023
Revenue from operations		
Net sales (decrease)	(4.44)	(5.15)
	(4.44)	(5.15)
Other income		
Gain on exchange fluctuation (decrease)	(3.26)	-
Other expenses		
Administrative and selling expenses (decrease)	(7.70)	(5.15)
	(4.44)	(5.15)

6 Remeasurement of defined benefit Plans

In the financial statements prepared under previous GAAP, measurement benefit of defined plans, arising primarily due to change in actuarial assumptions was recognized as employee benefits expense in the Statement of Profit and Loss. Under IND AS, such measurement benefits relating to defined benefit plans is recognized in Other Comprehensive Income as per the requirements of Ind AS 19- Employee benefits. Consequently, the related tax effect of the same has also been recognized in Other Comprehensive Income.

	For the year ended 31 March 2024	For the year ended 31 March 2023
Employee cost (decrease)	0.19	0.86
Other comprehensive loss (increase)	(0.19)	(0.86)
Tax effect	0.05	0.24
Other comprehensive loss (net of tax effect)	(0.14)	(0.61)

7 Finance cost

Under previous GAAP, upfront interest cost incurred on discounting of sale bills from banks was recognised under cash discount grouped under the head 'other expenses' which as per IND AS has been reclassified to 'finance cost'.

	For the year ended 31 March 2024	For the year ended 31 March 2023
Finance cost		
Other borrowing costs (increase)	6.55	7.72
	6.55	7.72
Other expenses		
Administrative and selling expenses (decrease)	(6.55)	(7.72)
	(6.55)	(7.72)

8 Other income

Under previous GAAP, Rebate & Discount received from vendors were shown under 'other income' which has now been reclassified and netted off with 'purchase of raw material' under Ind AS.

	For the year ended 31 March 2024	For the year ended 31 March 2023
Other income		
Rebate & Discount (Decrease)	(6.24)	-
	(6.24)	-
Purchase of raw materials		
Purchase of raw materials (decrease)	(6.24)	-
	(6.24)	-

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Annexure VI - Notes to the Restated Financial Information

(All amounts in Rs. millions, except share data and per share data, and unless otherwise stated)

50 Key Financials Ratios

Particulars	Numerator	Denominator		As at 30 June 2025*	As at 31 March 2025	Variance
1) Current ratio	Current assets	Current liabilities	Times	1.49	1.41	5.64%
2) Debt equity ratio	Total debt	Equity	Times	0.44	0.53	(18.57%)
3) Debt service coverage ratio	Earning for debt service = Net profit after taxes + Non cash operating expenses like depreciation and other amortizations + Interest + other adjustments like loss on sale of property, plant & equipment etc.	Debt service = Interest + Principal Repayments + lease payments	Times	4.09	3.07	33.41%
4) Return on equity	Net profits after taxes – preference dividend (if any)	Average shareholder's equity	%	11.55%	33.90%	(65.93%)
5) Inventory turnover ratio	Net sales including other operating income	Average inventory	Times	1.98	9.93	(80.03%)
6) Trade receivable turnover ratio	Net sales including other operating income	Average trade receivables	Times	1.31	5.56	(76.44%)
7) Trade payable turnover ratio	Total purchases	Average trade payables	Times	0.87	4.68	(81.42%)
8) Net working capital turnover ratio	Net sales including other operating income	Working capital (current assets less current liabilities)	Times	1.65	8.87	(81.36%)
9) Net profit ratio	Net profit	Net sales including other operating income	%	17.83%	10.32%	72.84%
10) Return on capital employed	Earning before interest and tax (EBIT)	(Tangible net worth + Total debt + Deferred tax liability)	%	11.13%	31.12%	(64.25%)
11) Return on investment	Income generated from invested funds	Average Investment	%	1.39%	11.92%	(88.31%)

*Ratios as on 30 June 2025, vis a vis 31 March 2025, are not comparable because of period (months) involved and ratios as at 30 June 2025 are not annualised.

Particulars	Numerator	Denominator		As at 31 March 2025	As at 31 March 2024	Variance
1) Current ratio	Current assets	Current liabilities	Times	1.41	1.31	7.60%
2) Debt equity ratio	Total debt	Equity	Times	0.53	0.72	(25.57%)
3) Debt service coverage ratio	Earning for debt service = Net profit after taxes + Non cash operating expenses like depreciation and other amortizations + Interest + other adjustments like loss on sale of property, plant & equipment etc.	Debt service = Interest + Principal Repayments + lease payments	Times	3.07	1.86	65.35%
4) Return on equity	Net profits after taxes – preference dividend (if any)	Average shareholder's equity	%	33.90%	15.85%	113.87%
5) Inventory turnover ratio	Net sales including other operating income	Average inventory	Times	9.93	9.37	5.96%
6) Trade receivable turnover ratio	Net sales including other operating income	Average trade receivables	Times	5.56	4.43	25.63%
7) Trade payable turnover ratio	Total purchases	Average trade payables	Times	4.68	3.26	43.42%
8) Net working capital turnover ratio	Net sales including other operating income	Working capital (current assets less current liabilities)	Times	8.87	8.40	5.58%
9) Net profit ratio	Net profit	Net sales including other operating income	%	10.32%	4.73%	118.17%
10) Return on capital employed	Earning before interest and tax (EBIT)	(Tangible net worth + Total debt + Deferred tax liability)	%	31.12%	15.54%	100.29%

11) Return on investment*	Income generated from invested funds	Average Investment	%	11.92%	26.79%	(55.50%)

Debt equity ratio:- The ratio has decline due to increase in equity on account of better earnings during the year.

Debt service coverage ratio:- The ratio has increased due to increase in net profit earned during the year.

Return on equity:- The ratio has increased due to increase in net profit earned during the year.

Trade receivable turnover ratio:- The variance is on account of increase in revenue from operations.

Trade payable turnover ratio:- The variance is a result of increase in purchases made during the year and decline in average trade payables.

Net profit ratio:- The ratio has increased due to increase in net profit earned during the year.

Return on capital employed:- Increase is due to increase in earnings before interest and tax during the year.

Return on investment:- The decline in ratio is as a result of increase in average investment value.

*For the purposes of calculation of the return on investment ratio, the investment in fixed deposits with banks and interest earned on the same has not been considered as the fixed deposits have been made for utilisation in the proposed business expansion.

Particulars	Numerator	Denominator		As at 31 March 2024	As at 31 March 2023	Variance
1) Current ratio	Current assets	Current liabilities	Times	1.31	1.35	(3.53%)
2) Debt equity ratio	Total debt	Equity	Times	0.72	1.02	(29.88%)
3) Debt service coverage ratio	Earning for debt service = Net profit after taxes + Non cash operating expenses like depreciation and other amortizations + Interest + other adjustments like loss on sale of property, plant & equipment etc.	Debt service = Interest + Principal Repayments + lease payments	Times	1.86	2.01	(7.41%)
4) Return on equity	Net profits after taxes – preference dividend (if any)	Average shareholder's equity	%	15.85%	15.14%	4.68%
5) Inventory turnover ratio	Net sales including other operating income	Average inventory	Times	9.37	7.23	29.54%
6) Trade receivable turnover ratio	Net sales including other operating income	Average trade receivables	Times	4.43	4.18	5.78%
7) Trade payable turnover ratio	Total purchases	Average trade payables	Times	3.26	3.70	(11.79%)
8) Net working capital turnover ratio	Net sales including other operating income	Working capital (current assets less current liabilities)	Times	8.40	8.86	(5.18%)
9) Net profit ratio	Net profit	Net sales including other operating income	%	4.73%	3.84%	22.99%
10) Return on capital employed	Earning before interest and tax (EBIT)	(Tangible net worth + Total debt + Deferred tax liability)	%	15.54%	13.48%	15.25%
11) Return on investment*	Income generated from invested funds	Average Investment	%	26.79%	(3.80%)	805.57%

Debt equity ratio:- The ratio has decline due to increase in equity on account of better earnings during the year.

Inventory turnover ratio:- The variance is on account of decline in average inventory during the year.

Return on investment:- The increase in ratio is as a result of income earned from investment in the current year versus loss incurred in the previous year.

*For the purposes of calculation of the return on investment ratio, the investment in fixed deposits with banks and interest earned on the same has not been considered as the fixed deposits have been made for utilisation in the proposed business expansion.

NEOLITE ZKW LIGHTINGS LIMITED (formerly known as Neolite ZKW Lightings Private Limited)
(CIN U74899DL1992PLC050702)

Annexure VI - Notes to the Restated Financial Information

(All amounts in Rs. millions, except share data and per share data, and unless otherwise stated)

51 As at 30 June 2025, the Company has foreign currency payables of Rs 21.83 million (31 March 2025: Rs 19.80 million, 31 March 2024: Rs 7.99 million, 31 March 2023: Rs 5.42 million) to various vendors. The payable is outstanding for more than six months, from the date they were due. Further, the payable also include Rs 8.81 million (31 March 2025: Rs 8.81 million, 31 March 2024: Rs 0.87 million, 31 March 2023: Rs 1.95 million) which is outstanding for more than 3 years. The Company is in the process of filing the application with the authorised dealer for obtaining the approval for extension of timelines for payment of an amount of Rs 13.02 million. The management is of the opinion that the required approval at the time of payment will be obtained and there would be no legal implication on these balances being outstanding beyond the timelines stipulated in FED Master Direction No. 17/2016-17 on Import of Goods and Services, as amended, under the Foreign Exchange Management Act, 1999 ('FEMA'). Further, in respect of the balance amount of Rs 8.81 million the Company subsequent to the three months period ended 30 June 2025 has moved an application to AD (authorised dealer) Bank for obtaining approval for writing it back as per the prevailing guidelines of RBI.

52 As at 30 June 2025 the Company has foreign currency receivables amounting to Rs 65.12 million (31 March 2025: Rs 62.97 million, 31 March 2024: Rs 73.19 million, 31 March 2023: Rs 18.67 million) which are outstanding beyond the timelines stipulated in Notification No. FEMA 23(R)/2015-RB of Foreign Exchange Management (Export of Goods & Services) Regulations, 2015, as amended, and FED Master Direction No. 17/2016-17 on Import of Goods and Services, as amended, under Foreign Exchange Management Act, 1999 ('FEMA'). The management has received Rs 56.44 million in the month of October 2025 and for the remaining amount of Rs 8.68 million the Company is in the process to recover such balances. The management is of the opinion that the required approval will be obtained and that there would be no legal implication on these balances being outstanding beyond the timelines stipulated in FED Master Direction No. 17/2016-17 on Import of Goods and Services, as amended, under the Foreign Exchange Management Act, 1999 ('FEMA').

53 The Company did not appoint an internal auditor as required by Section 138 of the Companies Act, 2013, and the rules framed thereunder, for the financial year ended 31 March 2024. Consequently, the auditor has issued a qualified opinion in the Companies (Auditor's Report) Order, 2020 (CARO) report for the year ended 31 March 2024 regarding this matter.

54 Subsequent events

A) Subsequent to the reporting date, the board of directors at its meeting held on 16 September 2025, Mr. Arun Kumar Jain resigned as Company Secretary and was appointed as Chief Financial Officer of the Company with effect from 17 September 2025. In his place, Mr. Brajesh Kumar Tiwary was appointed as the Company Secretary of the Company with effect from 17 September 2025. These changes occurred after the balance sheet date and do not have any impact on the financial position of the Company as at 30 June 2025.

B)

(i) Pursuant to a resolution passed in extraordinary general meeting of the Company dated 18 December 2025, shareholders have approved split of equity share having face value of Rs. 100 each into equity share having face value of Rs. 10 each (the "split").

(ii) Pursuant to a resolution passed in extraordinary general meeting of the Company dated 18 December 2025, shareholders have approved the issuance of bonus shares to the equity shareholders in the ratio of 4 equity shares for each equity share held. The record date for the said purpose was fixed as 19 December 2025.

(iii) Pursuant to a resolution passed in extraordinary general meeting of the Company dated 23 December 2025, shareholder have approved the Compulsory Convertible Non-Cumulative Preference Shares (CCPS) conversion ratio of 50 equity shares for each CCPS held.

55 On 02 May 2025, storm accompanied by heavy rainfall occurred at our Bahadurgarh factory damaging building and inventory lying in the factory. The Company had valid insurance policy with HDFC Ergo Insurance Company with which Company filed insurance claim of Rs 5.36 million related to inventory loss and 0.27 million related to building repair. The claim of Rs 4.81 million (including salvage value) received by the Company in the month of June 2025. The resultant loss of Rs 0.81 million is shown under other expenses.

56 Previous year's figures have been regrouped/reclassified wherever necessary to comply with amendments in Schedule III of the Companies Act, 2013.

Details of regroupings/reclassification

Particulars	Current head	Previous head
Other payable (includes accrued expense/liabilities)	Trade payables	Other financial liabilities*
Gain on exchange fluctuation	Other operating income	Other income

* Other financial liabilities in the earlier year were reflected under other current liabilities.

As per our report for even date

for V. Sachdev & Associates
Chartered Accountants
Firm Registration Number: 004417N

For and on behalf of the Board of Directors

V. Sachdev
Proprietor

(Membership No. 083435)
UDIN- 25083435QLCDUY6824

Rajesh Jain
Chairman & Managing
Director
DIN: 01481291

Vaishali Jain
Director
DIN: 01481308

Place: New Delhi
Date: 23 December 2025

Arun Kumar Jain
Chief Financial Officer

Brajesh Kumar Tiwary
Company Secretary

OTHER FINANCIAL INFORMATION

The audited financial statements of our Company for the three months period ended June 30, 2025, and Financial Years ended March 31, 2025, March 31, 2024, and March 31, 2023, together with all the annexures, schedules and notes thereto (collectively, the “**Audited Standalone Financial Statements**”) are available at www.neolitezkw.com.

Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Restated Financial Statements and the reports thereon do not constitute, (i) a part of this Draft Red Herring Prospectus; (ii) the Red Herring Prospectus; or (iii) a Prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, 2013, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere in the world. The Restated Financial Statements and the reports thereon should not be considered as part of information that any investor should consider in order to subscribe for or purchase any securities of our Company and should not be relied upon or used as a basis for any investment decision. Due caution is advised when accessing and placing reliance on any historic or other information available in the public domain. Neither our Company or any of our advisors, nor any of the BRLMs or the Selling Shareholders, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Financial Statements, or the opinions expressed therein.

The details of accounting ratios derived from our Restated Financial Information required to be disclosed under the SEBI ICDR Regulations are set out below:

(in ₹ million, except otherwise specified)

Particulars	Three months period ended June 30, 2025	Financial Years ended		
		March 31, 2025	March 31, 2024	March 31, 2023
Earnings per Equity Share				
- Basic Earnings per share (in ₹)	3.77*	8.96	3.23	2.64
- Diluted Earnings per share (in ₹)	3.28*	7.79	2.81	2.30
Restated profit/(loss) for the year/period	222.61	528.24	190.54	155.85
Net Worth	2,035.48	1,819.07	1,297.28	1,106.88
RoNW (in %)	11.55*	33.90	15.85	15.14
NAV per Equity Share (in ₹)	30.02	26.83	19.13	16.32
Operating EBITDA	368.44	964.60	504.81	415.54

* Not on annualised basis

Notes:

1. Basic EPS: Computed as Restated Profit for the year attributable to equity holders of the company divided by the weighted average number of equity shares outstanding.
2. Diluted EPS: Computed as Restated Profit for the year attributable to equity shareholders, after dilution adjustments, by the weighted average number of equity shares outstanding after considering potential dilution
3. Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation
4. Return on Net Worth (%) = Net profit after tax, as restated / Average Net worth as restated as at year end
5. Net asset value per share = Total net worth divided by weighted average number of shares considered for computing Diluted EPS
6. Operating EBITDA: Operating EBITDA is calculated as restated Profit / (Loss) before share of profit / loss of Joint Ventures & Associates, Exceptional items and Tax minus other Income plus Finance Costs and Depreciation & Amortization expense

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This discussion of our financial condition and results of operations should be read in conjunction with our Restated Financial Information on page 417.

*Some of the information in this section, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the section “**Forward-Looking Statements**” on page 29 for a discussion of the risks and uncertainties related to those statements along with the sections “**Risk Factors**”, “**Industry Overview**”, “**Financial Information**” and “**– Significant Factors Affecting our Results of Operations**” on pages 45, 197, 417 and 476, respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.*

*Unless otherwise indicated or unless the context requires otherwise, the financial information included herein is based on our Restated Financial Information included in this Draft Red Herring Prospectus. For further information, see “**Restated Financial Information**” on page 417. Unless the context otherwise requires, in this section, references to “we”, “us” or “our” refers to our Company. Unless the context otherwise requires, references to our “Company” refers to Neolite ZKW Lightings Limited on a standalone basis.*

Our Financial Year or Fiscal ends on March 31 of each year, and references to a particular Financial Year or Fiscal are to the 12-month period ended March 31 of that year. Unless otherwise stated or the context otherwise requires, the financial information as of and for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023, included in this section has been derived from our Restated Financial Information included in this Draft Red Herring Prospectus beginning on page 417. We have also included various operational and financial performance indicators in this Draft Red Herring Prospectus, some of which have not been derived from our Restated Financial Information. The manner of calculation and presentation of some of the operational and financial performance indicators, and the assumptions and estimates used in such calculation, may vary from that used by other companies in India and other jurisdictions.

*Unless otherwise indicated, industry and market data used in this Draft Red Herring Prospectus has been extracted or derived from the CRISIL Report. We commissioned and paid for the CRISIL Report pursuant to an engagement letter dated July 14, 2025, for the purposes of confirming our understanding of the industry exclusively in connection with the Offer. The CRISIL Report will be available on the website of our Company at www.neolitezkw.com. The data included herein includes excerpts from the CRISIL Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the proposed Offer), that has been left out or changed in any manner. Unless otherwise indicated, financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular year refers to such information for the relevant calendar year. See “**Certain Conventions, Presentation of Financial, Industry and Market Data – Industry and Market Data**”, “**Risk Factors – This Draft Red Herring Prospectus contains information from an industry report issued by CRISIL which we have commissioned and paid for to confirm our understanding of our industry exclusively in connection with the Offer and reliance on such information for making an investment decision in this Offer is subject to inherent risks.**” and “**Industry Overview**” on pages 24, 83 and 197, respectively.*

OVERVIEW

We are an established manufacturer and global supplier of automotive lighting products and components for OEMs, across a broad spectrum of vehicle categories, including PVs, CVs, ORs, 3Ws and 2Ws. In addition to the OEM category, we also cater to the aftermarket segment for automotive lighting products and components, through which our products are distributed for replacement sale. We offer a comprehensive suite of automotive lighting products and components across a portfolio of over 830 SKUs as of October 31, 2025. In line with the shift toward electrification and sustainability, we also offer certain EV focused lighting products. At the same time, our portfolio is powertrain agnostic that serves both EVs and ICE vehicles.

For details in relation to our business overview, competitive strengths, business strategies and business operations, please see “**Our Business**” on 318.

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATION

The results of our operations and our financial conditions are affected by numerous factors and uncertainties, many of which may be beyond our control, including as discussed in “*Our Business*” and “*Risk Factors*”, on pages 318 and 45. Set forth below is a discussion of certain factors that we believe may be expected to have a significant effect on our financial condition and results of operations:

Macroeconomic and market conditions affecting the automotive industry

Our revenues are primarily derived from our sales of automotive components to our OEM customers and, as a result, our operations are affected by general trends in the automotive industry. For instance, factors such as economic slowdowns, inherent cyclicality of the domestic automotive sales, policy uncertainty, infrastructure development and rising acquisition costs affect our business and results of operations. In addition, fluctuations in interest rates, exchange rates and inflation rates may have a material effect on key aspects of our operations as well as cost of financing for the ultimate consumers of vehicles that contain our products, including the cost of our raw materials and the costs of borrowing required to fund our operations.

Our business depends on the demand for vehicles and production by our OEM customers, which, in turn, depend, to a large extent, on general economic conditions in the countries, regions and localities in which our customers operate, as well as the economic conditions that affect their customers. Some of the general macro-economic factors that can affect demand for our OEM customers and, therefore, for the components that we manufacture, include the following:

- Fuel oil prices which impacts the automotive industry and subsequently the components industry, both globally and in India;
- Global and local economic growth, fiscal stability, political and regulatory measures including tax incentives or other subsidies, environmental policies, the phasing out of older vehicles or other developing trends, such as the move towards electrification and emissions reduction;
- Global and local fiscal and monetary dynamics, such as rises or falls in interest rates (resulting in greater or lesser ability by customers to borrow money, including for auto purchases), foreign exchange rates and inflation rates;
- General levels of GDP growth in a country or region, and growth in personal disposable income in that country or region; Demographic conditions and population dynamics, such as the absolute size of a market and the growth rates of the population in that market.

A deterioration in economic conditions in any of our key markets that is widespread, pronounced and/or long-lasting, could have a significant impact on our results of operations and financial condition. While we believe that our diversification across products, markets, geographies and customers reduces, in part, our sensitivity to economic cycles in certain geographies and markets, we are particularly affected by factors affecting the vehicle industry in India and CIS Region. For a more detailed discussion of the global automotive component industries, see “*Industry Overview*” on page 197.

Purchasing patterns of our key customers

We depend on major OEM customers in India and CIS Region for a significant portion of our revenue. Therefore, our ability to manage and sustain customer relationships is critical. Our key customers in the PV, CV, EV and 3W segment include Tata Motors Limited, Stellantis Automobiles India Private Limited, JSW MG Motor India Private Limited, Isuzu Motors India Private Limited, Piaggio Vehicles Private Limited, JV Uzchasys LLC, Daimler India Commercial Vehicles Private Limited, VE Commercial Vehicles Limited, and Thai-Swedish Assembly Co. Limited. Furthermore, in the OR segment, we serve prominent clients such as JCB India Limited, Same Deutz-Fahr India Private Limited, Escorts Kubota Limited, and JSC Uzauto Motors (*names of other customers have not been disclosed, in view of confidentiality obligations and absence of their consent*).

Our top ten OEM customers for three months ended June 30, 2025, and Fiscals 2025, 2024, and 2023, and their respective contributions to our total revenue from operations for the periods indicated are as follows:

Customers*	Three months period ended June 30, 2025		Financial Year ended March 31, 2025		Financial Year ended March 31, 2024		Financial Year ended March 31, 2023	
	Amount (in ₹ million)	% of total Revenue from Operations	Amount (in ₹ million)	% of total Revenue from Operations	Amount (in ₹ million)	% of total Revenue from Operations	Amount (in ₹ million)	% of total Revenue from Operations
Customer 1	384.48	30.79%	1,054.66	20.60%	746.20	18.52%	530.37	13.08%
Customer 2	215.76	17.28%	686.03	13.40%	679.71	16.87%	520.41	12.84%
Customer 3	184.72	14.79%	456.75	8.92%	472.79	11.73%	433.40	10.69%
Customer 4	96.10	7.70%	317.25	6.20%	149.97	3.72%	356.56	8.80%
Customer 5	35.33	2.83%	315.22	6.16%	146.63	3.64%	268.94	6.63%
Customer 6	33.87	2.71%	251.15	4.90%	142.59	3.54%	216.47	5.34%
Customer 7	26.55	2.13%	208.76	4.08%	122.77	3.05%	148.95	3.67%
Customer 8	20.57	1.65%	142.54	2.78%	107.43	2.67%	114.94	2.84%
Customer 9	17.24	1.38%	133.27	2.60%	95.82	2.38%	87.74	2.16%
Customer 10	15.43	1.24%	126.85	2.48%	79.37	1.97%	71.36	1.76%
Total	1,030.05	82.50%	3,692.48	72.11%	2,743.28	68.07%	2,749.14	67.82%

*These customers represent the top ten (10) customers for each of the respective Financial Year/period and may not necessarily be the same customer across the Financial Years/period. Our top 10 customers include VE Commercial Vehicles Limited, JV Uzchasy LLC, JCB India Limited, Daimler India Commercial Vehicles Private Limited, Piaggio Vehicles Private Limited and few of our key and top OEMs. Names of other customers have not been disclosed, in view of confidentiality obligations and absence of their consent.

Over the years, we have steadily expanded our customer base by building strong, long-term relationships with both domestic and global OEMs, many of which have continued for over two decades, we strive to add new customers in order to mitigate any dependence on our existing customers and diversify our customer base.

The demand for our products from OEMs has a significant impact on our results of operations and new orders have been a significant driver of our growth. The metrics employed by OEMs when selecting suppliers include product quality and features, innovation and product development time, company's reputation as a manufacturer and distributor of quality products, ability to control costs, pricing and financial terms, reliability and safety and a company's level of service (including maintaining sufficient inventory levels for timely deliveries).

Our sales to our customers also depend largely on the number and type of products that we supply to them and our ability to increase our overall share of our customers' purchases. It is difficult for us to predict with certainty when our customers will decide to increase or decrease inventory levels or levels of production, which strategic direction they will pursue, when they might launch new models or open new facilities, or whether future inventory levels will be consistent with historical levels. Any increases or decreases in the levels of inventory and activity by our customers, in turn, are likely to have a positive or negative effect on our revenues and our results of operations.

The effect of variations in our customers' purchasing patterns is exacerbated by the fact that, as is standard in the automotive component industry, we do not typically enter into firm commitment long-term agreements with our customers. The long lead times for automobile models and the related programs for the development and manufacture of these products makes it difficult to predict the exact timing and exact levels of sales that we will derive from these arrangements.

Our actual production volumes depend upon customer order and may differ significantly from our estimates due to variations in customer demand for the related vehicles. When actual production volumes differ significantly from our estimates, we generally seek to make up any shortfalls through new orders, either with existing or with new customers, which may or may not materialise. For further details, see **“Risk Factor - Our business operations are dependent on the performance and continued financial stability of our OEM customers, which contributed 91.07%, 87.41%, 83.67%, and 84.78% of our Revenue from Operations for the three months period ended June 30, 2025, and the Financial Years ended March 31, 2025, March 31, 2024, and March 31, 2023, respectively. Any failure in the performance or financial distress of any such OEM customers could have a material impact on our business, results of operations and financial condition.”**

Operating Costs, Efficiencies and Raw Material Costs

Given the nature of our business, our ability to manage our operating costs and efficiencies is critical to maintain our competitiveness and profitability. Our profitability is partially dependent on our ability to spread fixed production costs over higher production volumes. In addition, we face substantial pressure from our key customers

to reduce prices, and in order to maintain our profitability, we must be able to reduce our operating expenses. We continually undertake efforts to reduce our costs in order to protect our margins, such as applying continuous value analysis /value engineering (“VA/VE”) method, kaizen, continuous improvement programme, training etc. Our ability to reduce our operating costs in line with customer demand is subject to risks and uncertainties, as our costs depend, in part, on external factors beyond our control.

Operational efficiency also takes time to develop. In India, our expanding production facilities have added capacity to capture new business, which has helped to grow our revenue, although it will still take time for all our capacities to be fully utilised.

We also incur certain costs in order to ensure that the products that we supply to our customers are of high quality and free of defects. Such costs relate to matters such as capital expenditure, manpower, systems deployment and rejection and re-working of products. Quality control is critical to our operations and a failure to prevent the passing down of defects to our customers may lead to significant financial penalties.

In addition, cost of goods sold constitute the most significant portion of our total expenditures, representing 35.53%, 50.82%, 54.81%, and 62.16% of our revenue from operations during three months ended June 30, 2025 and in Fiscals 2025, 2024, and 2023 respectively. Our major raw materials comprise plastics and polymers, lighting elements (including LEDs and bulbs), metals (such as aluminium and steel), glass, coatings, adhesives, and electronic components used in the manufacture of our automotive lighting products. Prices for these raw materials can be volatile and depend on commodity prices in the markets, which, in turn, depend on changes in global economic conditions, industrial cycles, supply-and-demand dynamics, attempts by individual producers to capture market share, and market speculation, among other factors. In addition to market fluctuations, our average raw material prices can be affected by contractual arrangements and hedging strategies, if any. We primarily purchase raw materials and components based on Bill of Material (“BoM”) requirement of Automotive Lighting products as per requirement of customer schedules, with the terms and prices that are agreed with our approved suppliers. Depending on movement in raw material prices, we may then be able to adjust the raw material prices for future purchase orders with our customer. For further details, see ***“Risk Factor - We rely on third-party suppliers for raw materials and components, and any disruption to the timely and adequate supply of raw materials, or volatility in the prices of raw materials may adversely impact our business, results of operations and financial condition.”***

R&D and technological capabilities

A strong R&D orientation drives continuous innovation, allowing us to stay ahead of technological trends and evolving industry requirements. We invest in our R&D including through investments in testing equipment, software, human resources and R&D centres. We aim to respond to innovation in our industry to ensure strong value proposition for our lighting and electrical products. For example, integration of software to products is becoming more important for us as the markets are becoming more technology - focused. Moreover, nimbleness and continued efforts placed on supporting customers’ new product development programmes are critical to winning new business to ensure that we retain our share of customers’ business.

We have established robust in-house R&D capabilities in India, enabling us to drive product innovation and respond swiftly to evolving market demands. We spend significant amounts on our R&D capabilities; however, we strive to do so in a cost-effective manner. Set forth below is our expenditure towards R&D during the three months period ended June 30, 2025, and in the Fiscals 2025, 2024, and 2023:

Particulars	Three months period ended June 30, 2025		Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (₹ in million)	% of total expenses	Amount (₹ in million)	% of total expenses	Amount (₹ in million)	% of total expenses	Amount (₹ in million)	% of total expenses
Expenses incurred towards R&D	32.67	3.46%	82.31	1.86%	46.16	1.22%	43.18	1.12%

The automotive lighting industry is undergoing rapid transformation driven by technological advancements, evolving consumer preferences, and regulatory developments. The shift towards LED and adaptive lighting systems is creating opportunities for manufacturers to innovate and expand their product portfolio with high-value

solutions. OEMs are increasingly focused on styling and enhanced comfort, driving demand for modern lighting features like slimline projectors, ambient lighting, illuminated grilles, and lit logos. The accelerating adoption of EVs, both in India and globally, further increases the need for energy-efficient and intelligent lighting. Additionally, stricter safety and emission norms are encouraging the integration of advanced lighting systems. Accordingly, the emergence of new technologies at a faster pace could render our existing product portfolio outdated or non-compliant with OEM specifications, impacting our ability to supply to OEMs, participate in new programs, or remain cost competitive in the industry. For further details, see “**Risk Factor - Our ability to develop and commercialize new products and technologies is dependent on the success of our R&D efforts. Failure to successfully innovate or to manage the product development process efficiently may adversely affect our competitiveness, financial condition, results of operations, and growth prospects.**” on page 63.

Foreign currency risk

We present our financial statements in Indian Rupees. However, given that we export our products to over 50 countries as on the date of this DRHP, a considerable portion of our business transactions is denominated in foreign currencies. As per CRISIL Report, we are amongst the few leading exporters of automotive lighting products and components from India, exporting to over 50 countries across CIS regions, North America and Western Europe. Our revenue from exports, constituted ₹ 687.76 million, ₹ 2,373.51 million, ₹ 1,398.06 million, and ₹ 1,264.25 million aggregating to 55.08%, 46.35%, 34.69%, and 31.19%, respectively of our total revenue from operations in the three months ended June 30, 2025, and Fiscals 2025, 2024, and 2023, respectively. The exchange rates between the Indian Rupee and the US Dollar, Euro, Russian Ruble and Chinese Yuan have fluctuated in the past and our results of operations have been impacted by such fluctuations and may be impacted by such fluctuations in the future. For further details in relation to RBI reference exchange rates for USD, EURO, CNY, RUB and GBP, see “**Certain Conventions, Presentation of Financial, Industry and Market Data**” on page 24.

Depreciation of the Indian Rupee against the U.S. Dollar, Euro, Russian Ruble, Chinese Yuan and other foreign currencies may adversely affect our results of operations by increasing the cost of our raw materials or any proposed capital expenditure in foreign currencies thereby adversely affecting our results of operations. Conversely, appreciation of the Indian Rupee may reduce such costs. However, appreciation of the Indian Rupee could adversely impact our revenues from exports, while depreciation of the Indian Rupee may have a favourable effect on such revenues.

While we manage foreign exchange risk by having operation of foreign exchange transaction through exchange earner foreign currency account (“EEFC”), our measures may not adequately protect our business operations, financial conditions, results of operations and cash flows from the full effects of exchange rate fluctuations. For further details, see “**Risk Factor - Exchange rate fluctuations may adversely affect our results of operations as our sales outside India and a portion of our expenditures are denominated in foreign currencies.**”

Our Current Funding Mix and Cost of Funding

We rely primarily on internal cash generated from our operations and third-party debt to fund our working capital and capital expenditure requirement. Some of our borrowings bear interest at floating rates, and so to the extent that interest rates decrease over time, it has a positive impact on our expenses (assuming constant levels of borrowings), and hence on our profit margins. Conversely, rising interest rates would result in increasing expenses and decreasing profit margins, unless we were to reduce the overall level of our borrowings.

As at October 31, 2025, we had an aggregate outstanding borrowings (non-current borrowings, current borrowings and current maturities of non-current borrowings) of ₹ 1,128.34 million. As a percentage of revenue from operations, our finance costs have decreased, from 2.04% in Fiscal 2023 to 1.47% in Fiscal 2025. Our Company’s borrowings have increased as a result of significant capital expenditure for set up new production facility at Pune. We believe that our borrowings will reduce as the capital expenditure reduces and free cashflows are generated from new facilities of our Company.

SIGNIFICANT ACCOUNTING POLICIES

Set forth below is a summary of our most significant accounting policies adopted in preparation of the Restated Financial Information.

Basis of preparation

The Restated Financial Information of the Company has been approved by the Board of Directors at their meeting held on 23 December 2025 and has been specifically prepared for inclusion in the Draft Red Herring Prospectus ('**DRHP**') to be filed by the Company with the Securities and Exchange Board of India ('**SEBI**'), National Stock Exchange of India Limited and BSE Limited and the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi ('**ROC**'), in connection with the proposed Initial Public Offer ('**IPO**') through a fresh issue and offer of sale of equity shares by the selling shareholders of the Company (referred to as the 'Issue'). The Restated Financial Information of the Company comprises of Restated Statement of Assets and Liabilities as at 30 June 2025, 31 March 2025, 31 March 2024 and 31 March 2023, the Restated Statement of Profit and Loss (including other comprehensive income), the Restated Statement of Changes in Equity, the Restated Statement of Cash Flows for the three months interim period ended 30 June 2025 and years ended 31 March 2025, 31 March 2024 and 31 March 2023 and the summary statement of material accounting policies and other explanatory information (hereinafter referred to as the '**Restated Financial Information**').

The Restated Financial Information has been prepared by the Management of the Company to comply in all material respects with the requirements of:

- a) Section 26 of Part I of Chapter III of the Companies Act, 2013 ('**the Act**');
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ('**the SEBI ICDR Regulations**'); and
- c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI), as amended (the "**Guidance Note**").

The Restated Financial Information have been compiled by the management from

- a) Audited special purpose interim financial statements of the Company as at and for the three months interim period ended 30 June 2025 prepared in accordance with Indian Accounting Standard (Ind AS) 34 "Interim Financial Reporting" prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended and other accounting principles generally accepted in India, except for the presentation of comparative financial information in accordance with Ind AS 34 (the "Special Purpose Interim Financial Statements") which have been approved by the Board of Directors at their meeting held on 23 December 2025.
- b) Audited financial statements of the Company as at and for the year ended 31 March 2025 prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meetings held on 29 September 2025.
- c) Audited Special Purpose Financial Statements of the Company as at and for the years ended 31 March 2024 and 31 March 2023 (hereinafter collectively referred to as "Special Purpose Financial Statements" and individually referred as '2024 financial statements' and '2023 financial statements'), prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on 23 December 2025.

The statutory audits of the financial statements of the Company as at and for the years ended 31 March 2024 and 31 March 2023 prepared in accordance with the accounting standards notified under the section 133 of the Act ("**Indian GAAP**") (the "Statutory Indian GAAP Financial Statements"), which were approved by the Board of directors at their meeting held on 24 September 2024 and 22 September 2023 respectively. The Statutory Indian GAAP Financial Statements for the year ended 31 March 2024 and 31 March 2023 have been adjusted after making suitable adjustments to the accounting heads from their Indian GAAP values for the differences in the accounting principles on transition to Ind AS, as per the requirements of Ind AS 101, First-time Adoption of the Indian Accounting Standards with the transition date of 01 April 2022 and as per the presentation, accounting policies and grouping/classifications followed as at and for the three months interim period ended 30 June 2025. The Company has transitioned to Ind AS in the financial year ended 31 March 2025 and accordingly has also prepared a separate set of financial statements for the year ended 31 March 2025 in accordance with Indian

Accounting Standards as specified under Companies (Indian Accounting Standards) Rules 2015 prescribed by Section 133 of the Act using 01 April 2023 as transition date for the statutory requirements under section 129 of the Act, in accordance with the roadmap on transition to Ind AS applicable to companies as announced by the Ministry of Corporate Affairs and specified in Rule 4 of Companies (Indian Accounting Standards) 2015. Such statutory purpose financial statements were approved by the Board of Directors at their meeting held 29 September 2025. In accordance with the general directions issued by the SEBI dated 28 October 2021 to Association of Investment Banker of India, the transition date considered for the purpose of Special Purpose Financial Statements for the years ended 31 March 2024 and 31 March 2023 is 01 April 2022. Accordingly, the Company has prepared Special Purpose Financial Statements with the transition date of 01 April 2022 which is different from the transition date taken for statutory audited financial statements for the year ended 31 March 2025 and as per the presentation, accounting policies and grouping/classifications followed as at and for the three months interim period ended 30 June 2025.

This Restated Financial Information does not reflect the impact of any subsequent events or changes in estimates from the respective dates of the Board of Directors meetings held for the adoption of the Special Purpose Interim Financial Statements, Audited financial statements, 2024 and 2023 financial statements and Statutory Indian GAAP Financial Statements except as explained above.

The Restated Financial Information have been prepared so as to contain information/disclosures and incorporating adjustments set out below in accordance with the SEBI ICDR Regulations:

- a) Adjustments to the profits or losses of the earlier periods is recomputed to reflect what the profits or losses of those periods would have been if a uniform accounting policy was followed in each of these periods, if any;
- b) Adjustments for reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the Special Purpose Interim Financial Statements of the Company for the period ended 30 June 2025 and the requirements of the SEBI ICDR Regulations, if any; and
- c) The resultant impact of tax due to the aforesaid adjustments, if any. "

These Restated Financial Information have been prepared as a going concern on the basis of relevant Ind AS that are effective at the Company's reporting date, 30 June 2025. These Restated Financial Information are presented in Indian Rupees (INR), which is also the Company's functional currency.

All amounts have been rounded to the nearest millions, unless otherwise indicated. The Restated Financial Information are approved for issue by the Company's Board of Directors on 23 December 2025.

(A) Statement of Compliance

The Restated Financial Information has been prepared as a going concern in accordance with Indian Accounting Standards (Ind AS) notified under the Section 133 of the Companies Act, 2013 ("the Act") read with the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provision of the Act, as amended from time to time.

(B) Accounting Convention

The Restated Financial Information have been prepared on the historical cost convention on accrual basis except for certain financial instruments which are measured at fair value at end of each reporting period, as explained in the accounting policies mentioned below. The accounting policies have been applied consistently over all the periods presented in these Restated Financial Information.

(C) Use of Estimates and Judgements

The preparation of Restated Financial Information in conformity with Ind AS requires management to make judgements, estimates, and assumptions that affect the application of accounting policies and reported amount of assets, liabilities, income, expenses and disclosures of contingent assets and liabilities at the date of these Restated Financial Information and the reported amount of revenues and expenses for the years presented. Actual results may differ from the estimates.

Estimates and underlying assumptions are reviewed at each balance sheet date. Revision to accounting estimates are recognised in the period in which the estimates are revised and in which future periods are also affected.

Material Estimates and Judgments

The Areas involving critical estimates or judgement are:-

- (i) Defined Benefits Obligation refer note 41
- (ii) Estimation of useful life of property plant and equipment (PPE)
- (iii) Estimation and evaluation of provisions and contingencies
- (iv) Recognition of deferred tax assets/liabilities and provision for income tax refer note 19 and note 34
- (v) Measurement of lease liabilities and right-of-use assets refer note 35
- (vi) Fair value measurement of financial instruments refer note 42

New and amended standards

Ministry of Corporate Affairs (MCA), notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. With effect from 01 April 2024 MCA has notified amendments to Ind AS 116 – Leases, relating to sale and leaseback transactions. The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its Restated Financial Information.

Amendments to Standards issued but not yet effective

Lack of exchangeability – Amendments to Ind AS 21

MCA via notification dated 7 May 2025, announced amendments to Ind AS 21 “The Effects of Changes in Foreign Exchange Rates” to specify how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. The amendments also require disclosure of information that enables users of its financial statements to understand how the currency not being exchangeable into the other currency affects, or is expected to affect, the entity’s financial performance, financial position and cash flows. The amendments will be effective for annual reporting periods beginning on or after 1 April 2025. The amendments are not expected to have a material impact on the Financial Statements.

Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants - Amendments to Ind AS 1

MCA via notification dated 13 August 2025 announced amendments to Ind AS 1 “Presentation of Financial Statements”, which elaborate on guidance set out in Ind AS 1 by:

- clarifying that the right to defer settlement of a liability for at least 12 months after the reporting period; a) must have substance, and b) must exist at the end of the reporting period;
- stating that management's expectations around whether they will defer settlement or not does not impact the classification of the liability;
- including requirements for liabilities that can be settled using an entity's own instruments; and
- stating that at the reporting date, the entity does not consider covenants that will need to be complied with in the future when considering the classification of the debt as current or noncurrent.

These amendments are effective for annual reporting periods beginning on or after 1 April 2025 and are to be applied retrospectively.

The amendments are not expected to have a material impact on the Financial Statements in the period of initial application.

Supplier Finance Arrangements - Amendments to Ind AS 7 and Ind AS 107

MCA via notification dated 13 August 2025 announced amendments to Ind AS 7 “Statement of Cash Flows” and Ind AS 107 “Financial Instruments: Disclosures” which introduced disclosure requirements with the objective to enable users of financial statements to assess how supplier finance arrangements affect an entity’s liabilities, cashflows and exposure to liquidity risk.

The amendments are effective for annual reporting periods beginning on or after 1 April 2025.

The amendments are not expected to have a material impact on the financial statements."

International Tax Reform - Pillar Two Model Rules - Amendments to Ind AS 12

MCA via notification dated 13 August 2025 announced amendments to Ind AS 12 “Income Taxes” which includes:

- a temporary exception to the recognition and disclosure of deferred taxes arising from the implementation of the Pillar Two model rules; and
- additional disclosure requirements targeted at a reporting entity’s exposure to income taxes in periods in which the Pillar Two Model legislation is enacted or substantively enacted but not yet in effect.

The disclosure requirements are effective for annual reporting periods beginning on or after 1 April 2025. The amendments are not expected to have a material impact on the financial statements.

(D) Current-Non Current Classification

All assets and liabilities are classified into current and non-current.

Assets

An asset is classified as current when it satisfies any of the following criteria:

- (a) it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;
- (b) it is held primarily for the purpose of being traded;
- (c) it is expected to be realised within 12 months after the reporting date; or;
- (d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for a least 12 months after the reporting date

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- (a) it is expected to be settled in the Company's normal operating cycle;
- (b) it is held primarily for the purpose of being traded;
- (c) it is due to be settled within 12 months after the reporting date; or;
- (d) the company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

All other liabilities are classified as non-current. The deferred tax assets and liabilities are classified as non-current.

Operating Cycle

Based on the nature of products/activities of the Company and the normal time between the acquisition of assets for processing and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of current and non current classification of assets and liabilities

(E) Property, Plant and Equipment

Property, plant and equipment held for use in the production or supply of goods or services, or for administrative purposes, are stated in the balance sheet at cost less accumulated depreciation. Cost includes items directly attributable to the construction or acquisition of the items of property, plant and equipment. Cost of acquisition is inclusive of freight, duties, taxes, and other incidental expenses. Freehold land is measured at cost and is not depreciated.

The cost of Property, Plant and Equipment as at 01 April 2022, the Company's date of transition to Ind AS, was determined with reference to its carrying value recognised as per the previous GAAP (deemed cost) as at the date of transition to Ind AS.

Subsequent costs are included in the asset's carrying amount only when it is probable that future economic benefits associated with the items will flow to the Company and the cost of the item can be measured reliably. The cost for day-to-day servicing of property, plant and equipment are recognized in Statement of Profit and Loss as and when incurred.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Depreciation is calculated using the straight-line method on a pro-rata basis from the date in which each asset is put to use to allocate their cost, net of their residual values, over their useful life generally in accordance with that provided in the Schedule II to the Act. The estimated useful lives of property, plant and equipment are as follows.

Assets	Estimated useful lives	Useful lives as per schedule II
Factory Building	30 years	30 years
Plant and Machinery	3-15 years	15 years
Furniture and Fixture	10 years	10 years
Motor Vehicles	8-10 years	8-10 years
Office Equipment	3-5 years	5 years
Electrical Installations	10 years	10 years

Assets	Estimated useful lives	Useful lives as per schedule II
Computer Equipment	3 years	3 years

Based on internal assessment of useful lives, the management believes that its estimate of useful lives as given above best represent the period over which management expects to use these assets.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in statement of profit and loss.

Capital Work-in-Progress

Capital work-in-progress comprises the cost of property, plant and equipment that are not yet ready for their intended use at the balance sheet date & expenditure during construction period pending allocation. It also includes property, plant and equipment's in transit that are not yet received for their intended use at the balance sheet date. Depreciation is not charged on capital work in progress until construction and installation are complete and asset ready for its intended use.

Capital Advances

Advances given towards acquisition of property, plant and equipment outstanding at each Balance Sheet date are disclosed as Other Non-Current Assets.

(F) Intangible Assets

Intangible Assets Acquired Separately

Intangible assets including computer software and technical know how with finite useful lives that are acquired separately are carried at cost less accumulated amortisation. Amortization is recognised on a straight-line basis over their estimated useful lives. Computer software and technical know how is amortized over the period of 3 and 5 years respectively. The amortization methods, useful life and residual values are reviewed at the end of each reporting period and adjusted if appropriate, for any changes in estimate being accounted for on a prospective basis.

The cost of Intangible as at 01 April 2022, the Company's date of transition to Ind AS, was determined with reference to its carrying value recognised as per the previous GAAP (deemed cost) as at the date of transition to Ind AS.

Intangible Assets under Development

Intangible assets under development comprises the cost of intangible assets that are not yet ready for their intended use at the balance sheet date. Amortization is not charged on intangible assets under development.

(G) Financial Instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

Cash and Cash Equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents includes balances with banks which are unrestricted for withdrawal and usage.

Financial assets:- Initial Recognition and Measurement

All financial assets are recognized initially at fair value, plus transaction costs that are attributable to the acquisition of the financial asset.

Financial Assets at Amortised Cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the

financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial Assets at Fair Value through Other Comprehensive Income

Financial assets are measured at fair value through other comprehensive income (OCI) if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gain and losses which are recognised in profit and loss.

Financial Assets at Fair Value through Profit or Loss

Financial assets are measured at fair value through profit or loss (FVTPL) unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of assets and liabilities at fair value through profit and loss are immediately recognised in the statement of profit and loss.

Trade Receivables

Trade receivables are initially recognised at transaction price as they do not contain to a significant financing component. This implies that the effective interest rate for these receivables is zero. Subsequently, the Company applies lifetime expected credit loss model for measurement of trade receivables.

Financial Liabilities

Financial liabilities are classified and measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

Other financial liabilities: These are measured at amortised cost using the effective interest method.

Equity instruments

An equity instrument is a contract that evidences residual interest in the assets of the Company after deducting all of its liabilities. Company recognises equity instruments at proceeds received net off direct issue cost.

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the company's operations. Such changes are evident to external parties. A change in the business model occurs when a company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognized gains, losses (including impairment gains and losses) or interest.

Derecognition of Financial Assets and Financial Liabilities

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expires or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. Any gain or loss arising on derecognition is recognised in profit or loss.

Financial liabilities are derecognised when these are extinguished, that is when the obligation is discharged, cancelled or has expired.

Impairment of Financial Assets

The Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

Financial assets that are debt instruments and are initially measured at fair value with subsequent measurement at amortized cost.

The Company follows 'simplified approach' for recognition of impairment loss allowance for trade receivables

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls).

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historically observed default rates are updated and changes in the forward-looking estimates are analyzed.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as an expense in the statement of profit and loss.

Write-off of Financial Assets

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. The management considers internal and external information up to the date of approval of financial results including probability of credit impairment and economic forecast. However, financial assets that are written off could still be subject to enforcement activities under the Company's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in statement of profit and loss.

Offsetting of Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

(H) Measurement of Fair Values

The Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. The Company has an established control framework with respect to the measurement of fair values. The Company regularly reviews significant unobservable inputs and valuation adjustments.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible.

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

(I) Inventories

(i) Raw materials, components, stores and spares are valued at lower of cost or net realizable value. However, raw materials and other supplies held for use in the production of finished products are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. In determining the cost, moving weighted average method is used.

(ii) Semi-finished goods and finished goods are valued lower of cost or net realizable value. Cost includes direct materials and direct labour and a proportion of manufacturing overheads based on normal operating capacity.

(iii) Moulds, block & dies are valued at lower of cost or net realizable value. Manufactured moulds, block & dies include direct material, direct labour and a proportion of manufacturing overhead based on normal operating capacity.

- (iv) Inventories of non-reusable waste say scrap for which facilities for reprocessing do not exist have been valued at net realizable value.
- (v) Cost of inventories comprises all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition.
- (vi) Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.
- (vii) Goods in transit are stated as a component of inventories if the significant risk and rewards of ownership have passed to the Company and valued at actual cost incurred up to the date of Balance Sheet.
- (viii) The valuation of inventories of raw material & component, traded goods and stores & spares (including packaging material) has been done on the basis of moving weighted average method basis.

(J) Revenue from Contracts with Customers

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and scheme offered by the Company as part of the contract. Transaction price is the amount of consideration to which an entity expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third party. Amounts disclosed as revenue are net of goods and service tax (GST).

Sale of Goods

Revenue arising from the sale of goods (including moulds) is recognized when the customer obtains control of the promised goods, i.e. either at the delivery or dispatch of goods (based on the agreed terms of sale with the respective customers), which is the point in time when the customer has the ability to direct the use of the goods and obtain substantially all of the remaining benefits of the goods. The Company has generally concluded that it is the principal in its revenue arrangements, because it typically controls the goods before transferring them to the customer.

Revenue from development of tools and sale of service

Revenue from sale of services is recognized in accordance with the terms of contract when the services are rendered and the related costs are incurred.

The Company renders the services of customised design and development of tooling for its customers and recognises its revenue over time using an input method to measure progress.

It recognises revenue from services of customised design and development of tools over time if it can reasonably measure its progress towards complete satisfaction of the performance obligation.

Where the Company cannot reasonably measure the outcome of a performance obligation, but it expects to recover the costs incurred in satisfying the performance obligation, it recognises revenue only to the extent of the costs incurred until such time that it can reasonably measure the outcome of the performance obligation.

Revenue on time-and-material and unit of work-based contracts, are recognized as the related services are performed. Revenue from fixed-price, fixed-timeframe contracts, where the performance obligations are satisfied over time is recognized using the percentage-of-completion method.

The revenue on such contracts for the period, from the date of last invoicing until the report date is recognised as unbilled revenue. Efforts or costs expended are used to determine progress towards completion as there is a direct relationship between input and productivity. Progress towards completion is measured as the ratio of costs or efforts incurred to date (representing work performed) to the estimated total costs or efforts. Estimates of transaction price and total costs or efforts are continuously monitored over the term of the contracts and are recognized in net profit in the period when these estimates change or when the estimates are revised. Revenues and the estimated total costs or efforts are subject to revision as the contract progresses. Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the estimated efforts or costs to complete the contract."

Warranty obligation

The Company generally provides for warranties for general repair of defects that existed at the time of sale. These warranties are assurance type warranties under Ind AS 115, which are accounted for under Ind AS 37 (Provisions, Contingent Liabilities and Contingent Assets).

Contract balances

i) Contract assets

Contract assets is right to consideration in exchange for goods or services transferred to the customer and performance obligation satisfied. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognized for the earned consideration that is conditional. Upon completion of the attached condition and acceptance by the customer, the amounts recognized as contract assets is reclassified to trade receivables upon invoicing. A receivables represents the Company's right to an amount of consideration that is unconditional. Contract assets are subject to impairment assessment.

ii) Trade receivables

A receivable is recognized if an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section "financial instruments - initial recognition and subsequent measurement".

iii) Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer or has raised the invoice in advance. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognized when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognized as revenue when the Company performs under the contract (i.e., transfers control of the related goods or services to the customer).

Dividend and Interest Income

Dividend income from investments is recognized when the right to receive the dividend is established, which is generally when shareholders approve the dividend.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on, time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

(K) Government Grants, Subsidies and Export Incentives

(i) Where the grant or subsidy relates to an asset, it is recognized by deducting the grant in arriving at the carrying amount of asset. However, when the grant or subsidy relates to an expenses item, it is recognised as income. Grants and subsidies from the government are recognized when there is reasonable assurance that the grant/subsidy will be received and all attaching conditions will be complied with.

(ii) Export incentives are accounted for in the year of exports based on eligibility and when there is no uncertainty in receiving the same.

(L) Foreign Currency Transactions

Functional and Presentation Currency

The functional currency of the Company is Indian rupee (INR).

Transactions and Balances

Transactions in foreign currencies are recorded at the exchange rates prevailing on the date of transaction

Foreign currency monetary assets and liabilities such as cash, receivables, payables, etc., are translated at year end exchange rates.

Non-monetary items denominated in foreign currency such as investments, property plant and equipment, inventories etc., are valued at the exchange rate prevailing on the date of transaction.

Exchange differences arising on settlement of transactions and translation of monetary items are recognised as income or expense in the year in which they arise.

(M) Employee Benefits

Short Term Employee Benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits and they are recognized in the period in which the employee renders the related service. These benefits include salaries and wages, bonus etc. The Company recognizes the undiscounted amount of short term employee benefits expected to be paid in exchange for services rendered as a liability (accrued expense) after deducting any amount already paid.

Post Employment Benefits:**Provident Fund & Employee State Insurance**

Retirement Benefits in the form of Provident Fund and ESI schemes are a defined contribution plans as the Company does not carry any further obligations, apart from the contributions made on a monthly basis and the contributions are charged to Statement of Profit & Loss of the year when the contributions to the respective funds are due.

Earned Leave

Leave encashment is applicable to all permanent and full time employees of the Company and is provided for on the basis of actuarial valuation made at the end of each financial year using Projected Unit Credit Method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of government bonds. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the statement of profit or loss in the period in which they arise. Past-service costs are recognised immediately in statement of profit or loss.

Gratuity

The Company provides for gratuity, a defined benefit plan (the “**Gratuity Plan**”) covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee’s salary and the tenure of employment.

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The Company’s liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of government bonds. Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise. They are included in retained earnings in the statement of changes in equity and in the balance sheet. Past-service costs are recognised immediately in statement of profit or loss.

(N) Provisions, Contingent Liabilities and Contingent Assets**Provision**

A provision is recognized when the Company has a present obligation as a result of past event, and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessment of the time value of money and the risk specific to the liability. The increase in the provision due to the passage of time is recognised as interest expenses.

Product Warranties

A provision for warranties is recognised when the underlying products or services are sold. The provision is based on historical warranty data and weighting of all possible outcomes by their associated probabilities. Provisions for warranties are adjusted regularly to take account of new circumstances and the impact of any changes recognised in the statement of profit and loss.

Contingent Liabilities

Wherever there is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity or a present obligation that arises from past events but is not recognised because (a) it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or (b) the amount

of the obligation cannot be measured with sufficient reliability. Show cause notices are not considered as Contingent Liabilities unless converted into demand.

Contingent Assets

Contingent asset is not recognised in the financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognized.

(O) Taxation

Income Tax expense represent the sum of the tax currently payable and deferred tax

Current Income Tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax as reported in the statement of profit and loss because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period. Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction and where the relevant tax paying unit intends to settle the asset and liability on a net basis.

Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss in OCI. Current tax items are recognized in correlation to the underlying transaction in OCI.

Deferred Tax

Deferred tax is recognised using the balance sheet approach. Deferred Tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax liabilities and assets are offset when they relate to income taxes levied by the same taxation authority and the relevant entity intends and has ability to settle its current tax assets and liabilities on a net basis.

Current and Deferred Tax For The Year

Current and deferred tax are recognised in profit or loss, except when they relate to item that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

(P) Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

(Q) Impairment

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of cash inflows from other assets or groups of assets (cash generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

(R) Cash Flow Statement

The Cash Flow Statement is prepared by the indirect method set out in Ind AS-7 on Cash Flow Statements and presents cash flows by operating, investing and financing activities of the Company.

(S) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Core Management Committee which includes the Managing Director who is the Chief Operating Decision Maker. The Core Management Committee examines performance both from product and a geographical perspective. The Company has identified two reportable business segments viz. Automotive (divided in two parts viz. Lamps, Signalling Equipment and Parts and Moulds, Dies etc including Design & development thereof) and Other Segment comprising Homelighting on the basis of the nature of products, the risk and return profile of individual business and the internal business reporting systems.

(T) Lease

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognizes lease liabilities to make lease payments and right-to-use assets representing the right to use the underlying assets.

Right-to-use assets

The Company's lease assets primarily consist of leases for land and building. The Company assesses whether a contract is or contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- (i) the contract involves the use of an identified asset
- (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and
- (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognise a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and leases of low value assets. For these short term and leases of low value assets, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

Lease liabilities

The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made.

A lease liability is remeasured upon the occurrence of certain events such as a change in the lease term or a change in an index or rate used to determine lease payments. The remeasurement normally also adjusts the leased assets. Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

(U) Corporate Social Responsibility (CSR) Expenditure

CSR Expenditure incurred by the Company is charged to the statement of the profit and loss.

(V) Earnings Per Share

The Basic and Diluted Earnings Per Share (“EPS”) is computed by dividing the profit after tax (loss) for the year by weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earning per share, the net profit (loss) for the year attributable to equity shareholder and the weighted average number of share outstanding during the year are adjusted for the effect of all dilutive potential equity shares. The weighted average number of shares outstanding during the year are adjusted for events of bonus issue and share split, if any.

KEY COMPONENTS OF OUR STATEMENT OF PROFIT AND LOSS

Set forth below are the key components of our statement of profit and loss from our continuing operations:

Total Income

Our total income comprises of (i) revenue from operations; and (ii) other income.

Revenue from Operations

Revenue from operations comprises of (i) sale of product; (ii) sale of services; and (iii) other operating revenue

Sale of Product

Sale of product comprises of sale of finished goods manufactured by us at our manufacturing facilities and includes automotive lamps, signalling equipment and parts, moulds, dies & fixtures amongst others and sale of traded goods to domestic as well as international OEMs.

Sale of Services

Sale of services comprises income from design and tool development charges.

Other operating revenue

Other operating revenue comprises income from scrap sales, testing charges, gain on exchange fluctuation, duty drawback, merchandise export and RODTEP incentive and others.

Other Income

Other income primarily comprises of interest income on term deposits and other deposits, provision and liabilities no longer required written back, profit on sale of property, plant and equipment, unwinding of interest on financial assets, gains on derecognition of right-of-use assets and lease liabilities pursuant to termination or modification of lease arrangements, net gain on fair valuation of investments carried at fair value through profit or loss.

Expenses

Our expenses comprise (i) cost of raw materials and components consumed; (ii) purchase of stock in trade; (iii) changes in inventory of finished goods, work in progress and stock in trade; (iv) employee benefit expenses; (v) finance cost; (vi) depreciation and amortisation expenses; and (v) other expenses.

Cost of raw materials and components consumed

Our cost of raw materials and components consumed comprises of raw material (purchased components) after considering changes in the inventories including purchases during the year.

Purchase of stock in trade

Purchase of stock in trade comprises of items for trading activities.

Changes in inventory of finished goods, work in progress and stock in trade

Changes in inventories of finished goods, work-in-progress and stock-in-trade (including those acquired for trading) are incurred in the ordinary course of our business.

Employee Benefit Expense

Our employee benefit expenses comprise of salaries, wages and bonus, contribution to provident fund and other funds, gratuity expenses, leave encashment and staff welfare expenses.

Finance Costs

Finance costs include interest expense on borrowings, interest expense on lease liabilities and other finance costs.

Depreciation and Amortisation Expenses

Depreciation and amortisation expense include the expense incurred by way of depreciation on property, plant and equipment, depreciation on right use of assets and amortisation of intangible assets.

Other Expense

Other expenses primarily consist of design and tool development charges, cost of consumption of stores and spare parts, packing material charges, job work charges, power and fuel costs, repair and maintenance costs, rental costs, insurance costs, selling and distribution expenses, expenses incurred towards travelling and conveyance, freight and other distribution overheads, contribution towards corporate social responsibility and other miscellaneous expenses.

Tax expense

Tax expense comprise of current tax, deferred tax and tax provision for earlier years.

RESULTS OF OPERATIONS

The following tables set forth our selected financial data from our restated statement of profit and loss for three months ended June 30, 2025, Fiscal 2025, Fiscal 2024 and Fiscal 2023, the components of which are also expressed as a percentage of Revenue from Operations for such years:

Particulars	For the three months ended June 30, 2025		For the year ended March 31					
			2025		2024		2023	
	in ₹ million	As a percentage of total income	in ₹ million	As a percentage of total income	in ₹ million	As a percentage of total income	in ₹ million	As a percentage of total income
Income								
Revenue from operations	1,248.55	99.54	5,120.75	99.67	4,029.87	99.85	4,053.80	99.79
Other income	5.77	0.46	17.15	0.33	5.88	0.15	8.73	0.21
Total income	1,254.32	100.00	5,137.90	100.00	4,035.75	100.00	4,062.53	100.00
Expenses								
Cost of raw materials and components consumed	492.90	39.30	2,372.79	46.18	2,139.12	53.00	2,241.30	55.17
Purchase of stock in trade	4.88	0.39	369.26	7.19	43.00	1.07	17.18	0.42
Changes in inventory of finished goods, work in progress	(54.22)	(4.32)	(139.50)	(2.72)	26.67	0.66	261.25	6.43

Particulars	For the three months ended June 30, 2025		For the year ended March 31					
			2025		2024		2023	
	in ₹ million	As a percentage of total income	in ₹ million	As a percentage of total income	in ₹ million	As a percentage of total income	in ₹ million	As a percentage of total income
and stock in trade								
Employee benefits expense	237.10	18.90	728.47	14.18	610.62	15.13	457.86	11.27
Finance costs	14.53	1.16	75.16	1.46	92.71	2.30	82.56	2.03
Depreciation and amortization expense	50.63	4.04	183.92	3.58	154.83	3.84	131.58	3.24
Other expenses	199.46	15.90	825.14	16.06	705.66	17.49	660.67	16.26
Total expenses	945.27	75.36	4,415.23	85.93	3,772.60	93.48	3,852.40	94.83
Restated Profit before tax	309.05	24.64	722.67	14.07	263.15	6.52	210.13	5.17
Tax expenses:								
Current tax	78.69	6.27	197.27	3.84	70.11	1.74	60.24	1.48
Deferred tax liability/(assets)	7.75	0.62	(2.89)	(0.06)	2.54	0.06	(7.24)	(0.18)
(Excess)/short tax provision for earlier years	-	-	0.05	0.00	(0.05)	(0.00)	1.27	0.03
Profit for the period/ year from continuing operations	222.61	17.75	528.24	10.28	190.54	4.72	155.85	3.84

THREE MONTHS ENDED JUNE 30, 2025

Total Income

Total income was ₹ ₹1,254.32 million in the three months ended June 30, 2025, primarily on account of the following:

Revenue from operations

Revenue from operations was ₹1,248.55 million in the three months ended June 30, 2025 primarily on account of (i) sale of products amounting to ₹992.91 million and sale of services amounting to ₹ 238.05 million; and (ii) other operating revenue amounting to ₹ 17.59 million primarily on account of duty drawback, merchandise export and RODTEP incentive of ₹ 6.69 million, gain on exchange fluctuation of ₹ 5.63 million, sale of scrap of ₹ 4.01 million and others.

Other income

Other income was ₹ 5.77 million in the three months ended June 30, 2025 primarily on account of interest income on term deposits and others amounting to ₹ 2.69 million, net gain on fair valuation of investments carried at fair value through profit & loss amounting to ₹ 1.45 million, profit on sale of property, plant and equipment amounting to ₹ 0.78 million and gain on derecognition of right of use assets and lease liabilities on account of termination and modification of leases amounting to ₹ 0.73 million.

Expenses

Total expenses was ₹ 945.27 million in the three months ended June 30, 2025 primarily on account of (i) cost of raw materials and components consumed; (ii) purchase of stock in trade (iii) change in inventories (iv) employee benefit expense; (v) finance costs; (vi) depreciation and amortization expenses; and (vii) other expenses in the manner set out below:

Cost of raw materials and components consumed, purchase of stock in trade and Change in inventory of finished goods, work in progress and stock in trade

Cost of raw materials and components consumed was ₹ 492.90 million in the three months ended June 30, 2025, on account of consumption of components (includes bulbs, LED module, wiring and others), plastic granules, glass and others. Purchase of stock in trade was ₹ 4.88 million in the three months ended June 30, 2025, on account of purchase of automotive lamps, signalling equipment and parts for trading. There was an increase in inventories of finished goods, work-in-progress and stock in trade by ₹ 54.22 million in the three months ended June 30, 2025 primarily due to increase in (i) finished goods by ₹ 109.38 million, which was partially offset due to decrease in (i) stock in trade by ₹ 25.00 million and (ii) finished goods-dies and moulds by ₹ 16.97 million in the three months ended June 30, 2025.

Employee benefit expense

Employee benefit expenses were ₹ 237.10 million in the three months ended June 30, 2025 primarily on account of (i) salaries, wages and bonus amounting to ₹ 226.07 million; (ii) staff welfare amounting to ₹ 4.56 million; (iii) contribution to provident and other funds amounting to ₹ 3.70 million and (iv) gratuity expenses amounting to ₹ 2.29 million.

Finance costs

Finance costs were ₹ 14.53 million in the three months ended June 30, 2025 primarily on account of interest cost on (i) borrowings amounting to ₹ 11.95 million; (ii) other borrowings amounting to ₹ 1.58 million; and (iii) lease liabilities amounting to ₹ 0.94 million.

Depreciation and amortisation expense

Depreciation and amortisation expense was ₹ 50.63 million in the three months ended June 30, 2025 on account of (i) depreciation of property, plant and equipment amounting to ₹ 46.02 million and (ii) depreciation on right of use assets ₹ 4.32 million.

Other expenses

Other expenses were ₹ 199.46 million in the three months ended June 30, 2025 primarily on account of (i) design and tool development charges amounting to ₹ 54.71 million; (ii) packing material consumed amounting to ₹ 21.57 million; (iii) power and fuel expenses amounting to ₹ 19.55 million; (iv) selling and distribution expenses amounting to ₹ 15.16 million; (v) travelling and conveyance expenses amounting to ₹ 15.93 million; and (vi) other office expenses amounting to ₹ 33.46 million.

Tax Expense

Total tax expense was ₹ 86.44 million in the three months ended June 30, 2025. Current tax was ₹ 78.69 million in the three months ended June 30, 2025. Deferred tax was ₹ 7.75 million in the three months ended June 30, 2025.

Restated Profit for the year

For the reasons discussed above, restated profit for the year was ₹ 222.61 million in the three months ended June 30, 2025.

FISCAL 2025 COMPARED TO FISCAL 2024

Total Income

Total income increased by 27.31% from ₹ 4,035.75 million in Fiscal 2024 to ₹ 5,137.90 million in Fiscal 2025 due to following factors:

Revenue from operations

Revenue from operations increased by 27.07% from ₹ 4,029.87 million in Fiscal 2024 to ₹ 5,120.75 million in Fiscal 2025 primarily due to increase in revenue from sale of (a) automotive lamps, signalling equipment and parts from ₹ 3,594.48 million in Fiscal 2024 to ₹ 4,044.25 million in Fiscal 2025, the increase was largely attributable to higher sale of traded goods; (b) moulds, dies & fixtures from ₹ 46.42 million in Fiscal 2024 to ₹ 415.38 million in Fiscal 2025; and (c) design and tool development charges from ₹ 233.35 million in Fiscal 2024 to ₹ 484.11 million in Fiscal 2025, the increase was largely attributable to our ability to charge competitive prices from the customer.

Other income

Other income increased by 191.67% from ₹ 5.88 million in Fiscal 2024 to ₹ 17.15 million in Fiscal 2025 primarily due to increase in (a) interest income on term deposit and others from ₹ 3.15 million in Fiscal 2024 to ₹ 12.69 million in Fiscal 2025 (b) net gain on fair valuation of investments carried at fair value through profit & loss from ₹ 0.01 million in Fiscal 2024 to ₹ 3.18 million in Fiscal 2025.

Expenses

Total expenses increased by 17.03% from ₹ 3,772.60 million in Fiscal 2024 to ₹ 4,415.23 million in Fiscal 2025 due to following factors:

Cost of raw materials and components consumed, purchase of stock in trade and Change in inventory of finished goods, work in progress and stock in trade

Cost of raw materials and components consumed increased by 10.92% from ₹ 2,139.12 million in Fiscal 2024 to ₹ 2,372.79 million in Fiscal 2025 primarily due to increase in volumes. Purchase of stock in trade increased by 758.76% from ₹ 43.00 million in Fiscal 2024 to ₹ 369.26 million in Fiscal 2025, such increase in purchase of stock in trade was consistent with the increase in revenue from sales of traded goods. Changes in inventories of finished goods, work in progress & stock in trade decreased by 623.14% from ₹ 26.67 million in Fiscal 2024 to ₹ (139.50) million in Fiscal 2025 primarily due to higher inventories of finished goods, work-in-progress and stock in trade at the end of Fiscal 2025 as compared to the beginning of Fiscal 2025.

Employee benefit expense

Employee benefit expenses increased by 19.30% from ₹ 610.62 million in Fiscal 2024 to ₹ 728.47 million in Fiscal 2025 primarily due to increase in (a) salaries, wages and bonus from ₹ 578.58 million in Fiscal 2024 to ₹ 685.51 million in Fiscal 2025 on account of increase in bonus paid, regular increments and increase in number of employees to 583 in Fiscal 2025 from 549 in Fiscal 2024 and (b) leave encashment from ₹ 1.60 million in Fiscal 2024 to ₹ 7.87 million in Fiscal 2025.

Finance costs

Finance costs decreased by 18.93% from ₹ 92.71 million in Fiscal 2024 to ₹ 75.16 million in Fiscal 2025 primarily due to decrease in interest expenses on borrowings from ₹ 63.76 million in Fiscal 2024 to ₹ 50.31 million in Fiscal 2025 and decrease in other borrowing cost from ₹ 24.94 million to ₹ 20.29 million. This decrease was attributable to lower utilisation of working capital facilities during the Fiscal 2025.

Depreciation and amortisation expense

Depreciation and amortisation expenses increased by 18.79% from ₹ 154.83 million in Fiscal 2024 to ₹ 183.92 million in Fiscal 2025 primarily due to increase in depreciation on property, plant and equipment from ₹ 129.93 million in Fiscal 2024 to ₹ 161.99 million in Fiscal 2025. The depreciation on property, plant and equipment increased due to additions in property, plant and equipment of ₹ 432.98 million.

Other expenses

Other expenses increased by 16.93% from ₹ 705.66 million in Fiscal 2024 to ₹ 825.14 million in Fiscal 2025 primarily due to increase in (i) design and development charges from ₹ 144.55 million in Fiscal 2024 to ₹ 229.85 million in Fiscal 2025 (ii) rental expenses from ₹ 1.98 million in Fiscal 2024 to ₹ 20.44 million in Fiscal 2025 (iii) packing material consumed from ₹ 96.43 million in Fiscal 2024 to ₹ 113.73 million in Fiscal 2025.

Restated Profit before tax

Our profit before tax increased by 174.63% from ₹ 263.15 million in Fiscal 2024 to ₹ 722.67 million in Fiscal 2025 primarily due to factors outlined above.

Tax Expense

Total tax expense increased by 167.80% from ₹ 72.60 million in Fiscal 2024 to ₹ 194.43 million in Fiscal 2025 primarily due to increase in current tax from ₹ 70.11 million in Fiscal 2024 to ₹ 197.27 million in Fiscal 2025 which was partially offset by decrease in deferred tax from ₹ 2.54 million in Fiscal 2024 to ₹ (2.89) million in Fiscal 2025.

Restated Profit for the year

Restated Profit for the year increased by 177.23% from ₹ 190.54 million in Fiscal 2024 to ₹ 528.24 million in Fiscal 2025 primarily due to factors outlined above.

FISCAL 2024 COMPARED TO FISCAL 2023

Total Income

Total income decreased by 0.66% from ₹ 4,062.53 million in Fiscal 2023 to ₹ 4,035.75 million in Fiscal 2024 due to the following factors:

Revenue from operations

Revenue from operations decreased by 0.59% from ₹ 4,053.80 million in Fiscal 2023 to ₹ 4,029.87 million in Fiscal 2024 primarily due to decrease in revenue from sale of moulds, dies & fixtures from ₹ 1,004.69 million in Fiscal 2023 to ₹ 46.42 million in Fiscal 2024, the decrease was largely attributable to decrease in demand for new models of vehicles which was partially offset by increase in revenue from sale of (i) automotive lamps, signalling equipment and parts from ₹ 2,825.17 million in Fiscal 2023 to ₹ 3,594.48 million in Fiscal 2024, the increase was largely attributable to increase in demand/ sale of automotive vehicles and (ii) design and tool development charges from ₹ 72.95 million in Fiscal 2023 to ₹ 233.35 million in Fiscal 2024.

Other income

Other income decreased by 32.65% from ₹ 8.73 million in Fiscal 2023 to ₹ 5.88 million in Fiscal 2024 primarily due to decrease in interest income on term deposit and others from ₹ 7.14 million in Fiscal 2023 to ₹ 3.15 million in Fiscal 2024.

Expenses

Total expenses decreased by 2.07% from ₹ 3,852.40 million in Fiscal 2023 to ₹ 3,772.60 million in Fiscal 2024 primarily due to following factors:

Cost of raw materials and components consumed, purchase of stock in trade and Change in inventory of finished goods, work in progress and stock in trade

Cost of raw materials and components consumed decreased by 4.56% from ₹ 2,241.30 million in Fiscal 2023 to ₹ 2,139.12 million in Fiscal 2024. The changes in cost of raw materials and components consumed was consistent with the decrease in revenue from sales of product. Purchase of stock in trade increased by 150.34% from ₹ 17.18 million in Fiscal 2023 to ₹ 43.00 million in Fiscal 2024 primarily due to changes in purchase of traded goods was consistent with the increase in revenue from sales of traded goods. Changes in inventories of finished goods, work in progress & stock in trade decreased by 89.79% from ₹ 261.25 million in Fiscal 2023 to ₹ 26.67 million in Fiscal 2024 primarily due to higher inventories of work-in-progress at the end of Fiscal 2024 as compared to the beginning of Fiscal 2024.

Employee benefit expense

Employee benefit expenses increased by 33.36% from ₹ 457.86 million in Fiscal 2023 to ₹ 610.62 million in Fiscal 2024 primarily due increase in (a) salaries, wages and bonus from ₹ 427.99 million in Fiscal 2023 to ₹ 578.58 million in Fiscal 2024.

Finance costs

Finance costs increased by 12.29% from ₹ 82.56 million in Fiscal 2023 to ₹ 92.71 million in Fiscal 2024 primarily due to increase in other borrowings costs from ₹ 11.74 million in Fiscal 2023 to ₹ 24.94 million in Fiscal 2024.

Depreciation and amortisation expense

Depreciation and amortisation expenses increased by 17.67% from ₹ 131.58 million in Fiscal 2023 to ₹ 154.83 million in Fiscal 2024. This increase in depreciation and amortization expense was attributable to increase in depreciation on (i) property, plant and equipment from ₹ 109.52 million in Fiscal 2023 to ₹ 129.93 million in Fiscal 2024, primarily due to additions of property, plant and equipment ₹ 304.17 million in Fiscal 2024 and (ii) right of use assets from ₹ 15.73 million in Fiscal 2023 to ₹ 21.00 million in Fiscal 2024, primarily attributable to our Company leasing a new warehouse during Fiscal 2024.

Other expenses

Other expenses increased by 6.81% from ₹ 660.67 million in Fiscal 2023 to ₹ 705.66 million in Fiscal 2024 primarily due to increase in (i) testing charges from ₹ 11.72 million in Fiscal 2023 to ₹ 35.91 million in Fiscal 2024 (ii) selling and distribution expenses from ₹ 74.04 million in Fiscal 2023 to ₹ 90.14 million in Fiscal 2024 (iii) other office expenses from ₹ 116.72 million in Fiscal 2023 to ₹ 128.73 million in Fiscal 2024 (iv) power and fuel from ₹ 61.52 million in Fiscal 2023 to ₹ 69.38 million in Fiscal 2024 and (v) consumption of stores and spare parts from ₹ 24.76 million in Fiscal 2023 to ₹ 32.15 million in Fiscal 2024 which was partially by decrease in design and tool development charges from ₹ 169.89 million in Fiscal 2023 to ₹ 144.55 million in Fiscal 2024.

Restated Profit before tax

Our profit before tax increased by 25.23% from ₹ 210.13 million in Fiscal 2023 to ₹ 263.15 million in Fiscal 2024 primarily due to factors outlined above.

Tax Expense

Total tax expense increased by 33.77% from ₹ 54.28 million in Fiscal 2023 to ₹ 72.60 million in Fiscal 2024 primarily due to increase in (i) current tax from ₹ 60.24 million in Fiscal 2023 to ₹ 70.11 million in Fiscal 2024 and (ii) deferred tax from ₹ (7.24) million in Fiscal 2023 to ₹ 2.54 million in Fiscal 2024.

Restated Profit for the year

Restated Profit for the year increased by 22.26% from ₹ 155.85 million in Fiscal 2023 to ₹ 190.54 million in Fiscal 2024 primarily due to factors outlined above.

LIQUIDITY AND CAPITAL RESOURCES

Our liquidity requirements arise principally from our operating activities, repayment of borrowings and debt service obligations. Our principal sources of funding for financial requirements includes cash from operations, short-term and long-term borrowings from financial institutions, cash and cash equivalent reserves. We have also entered into working capital facilities, which provides sufficient liquidity for the requirements of our Company.

We held cash and cash equivalents of ₹ 192.24 million, ₹ 282.58 million, ₹ 382.88 million and ₹ 276.98 million as of three months ended June 30, 2025, Fiscals 2025, 2024 and 2023, respectively.

Cash Flow

The following table sets forth certain information relating to our cash flows during three month ended June 30, 2025, Fiscal 2025, Fiscal 2024 and Fiscal 2023:

(in ₹ million)

Particulars	Three months ended June 30, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
Net cash generated from/ (used) in operating activities	334.44	457.70	825.31	484.80
Net cash generated from/ (used) in investing activities	(314.63)	(498.56)	(401.70)	(216.41)
Net cash generated from/ (used) in financing activities	(110.15)	(59.46)	(317.70)	(23.68)
Net increase/ (decrease) in cash and cash equivalents	(90.34)	(100.30)	105.90	244.71
Cash and cash equivalents at the end of the year/ period	192.24	282.58	382.88	276.98

Operating Activities

Three months ended June 30, 2025

Net cash generated from operating activities was ₹ 334.44 million during three months ended June 30, 2025. Restated profit before tax for three months ended June 30, 2025, was ₹ 309.05 million, which was primarily adjusted for depreciation and amortisation expenses of ₹ 50.63 million and finance costs of ₹ 14.53 million, resulting in operating cash flows before working capital changes of ₹ 375.49 million.

This was further adjusted for changes in working capital, primarily consisting of increase in (i) other current assets of ₹ 96.97 million (ii) trade payables of ₹ 63.61 (iii) inventories of ₹ 35.89 million (iv) other financial liabilities of ₹ 27.84 million and decrease in (i) trade receivables of ₹ 72.28 million and (ii) other current liabilities of ₹ 37.83 million. As a result, cash generated from operations was ₹ 365.45 million, before adjusting income taxes paid (net) of ₹ 31.01 million.

Fiscal 2025

Net cash generated from operating activities was ₹ 457.70 million during Fiscal 2025. Restated profit before tax for Fiscal 2025 was ₹ 722.67 million, which was primarily adjusted for depreciation and amortisation expenses of ₹ 183.92 million and finance costs of ₹ 75.16 million, resulting in operating cash flows before working capital changes of ₹ 989.68 million.

This was further adjusted for changes in working capital, primarily consisting of increase in (i) other current liabilities of ₹ 249.43 million (ii) inventories of ₹ 192.24 million (iii) trade receivable of ₹ 147.04 million and (iv) other current assets of ₹ 114.97 million and decrease in trade payable of ₹ 154.30 million. As a result, cash generated from operations was ₹ 632.02 million, before adjusting income taxes paid (net) of ₹ 174.32 million.

Fiscal 2024

Net cash generated from operating activities was ₹ 825.31 million during Fiscal 2024. Restated profit before tax for Fiscal 2024 was ₹ 263.15 million, which was primarily adjusted for depreciation and amortisation expenses of ₹ 154.83 million and finance costs of ₹ 92.71 million, resulting in operating cash flows before working capital changes of ₹ 521.73 million.

This was further adjusted for changes in working capital, primarily consisting of increase in (i) other current liabilities of ₹ 250.93 million and (ii) other current assets of ₹ 81.46 million and decrease in trade receivable of ₹ 107.61 million. As a result, cash generated from operations was ₹ 890.25 million, before adjusting income taxes paid (net) of ₹ 64.94 million.

Fiscal 2023

Net cash generated from operating activities was ₹ 484.80 million during Fiscal 2023. Restated profit before tax for Fiscal 2023 was ₹ 210.13 million, which was primarily adjusted for depreciation and amortisation expenses of ₹ 131.58 million and finance costs of ₹ 82.56 million, resulting in operating cash flows before working capital changes of ₹ 440.39 million.

This was further adjusted for changes in working capital, primarily consisting of increase in trade payables of ₹ 86.75 million and decrease in (i) other current liabilities of ₹ 567.16 million (ii) other current assets of ₹ 338.36 million, (iii) and inventories of ₹ 239.76 million. As a result, cash generated from operations was ₹ 558.53 million, before adjusting income taxes paid (net) of ₹ 73.73 million.

Investing Activities

Three months ended June 30, 2025

Net cash used in investing activities was ₹ 314.63 million in three months ended June 30, 2025, primarily on account of (i) purchase of property, plant and equipment, intangible assets, capital work in progress and adjustment for capital advances of ₹ 215.89 million (ii) investment in mutual funds-quoted of ₹ 100.00 million.

Fiscal 2025

Net cash used in investing activities was ₹ 498.56 million in Fiscal 2025, primarily on account of (i) purchase of property, plant and equipment, intangible assets, capital work in progress and adjustment for capital advances of ₹ 359.53 million (ii) fixed deposits made with banks with original maturity of more than three months but less than twelve months of ₹ 89.90 million and (iii) investment in mutual funds-quoted of ₹ 50.00 million.

Fiscal 2024

Net cash used in investing activities was ₹ 401.70 million in Fiscal 2024, primarily on account of purchase of property, plant and equipment, intangible assets, capital work in progress and adjustment for capital advances of ₹ 404.38 million.

Fiscal 2023

Net cash used in investing activities was ₹ 216.41 million in Fiscal 2023, primarily on account of purchase of property, plant and equipment, intangible assets, capital work in progress and adjustment for capital advances of ₹ 231.69 million.

Financing Activities

Three months ended June 30, 2025

Net cash used in financing activities was ₹110.15 million in three months ended June 30, 2025, primarily on account of (i) repayment of short-term borrowings of ₹ 90.16 million and (ii) finance cost of ₹ 14.78 million.

Fiscal 2025

Net cash used in financing activities was ₹ 59.46 million in Fiscal 2025, primarily on account of (i) finance cost of ₹72.98 million and (ii) payment of lease liabilities (including interest) of ₹ 21.70 million. This was partially offset by proceeds from (i) long term borrowing of ₹18.96 million and (ii) short term borrowing of ₹ 16.26 million.

Fiscal 2024

Net cash used in financing activities was ₹ 317.70 million in Fiscal 2024, primarily on account of (i) repayment of short-term borrowings of ₹ 256.41 million (ii) finance cost of ₹89.85 million (iii) payment of lease liabilities (including interest) of ₹ 22.67 million. This was partially offset by proceeds from long term borrowing of ₹ 51.24 million.

Fiscal 2023

Net cash used in financing activities was ₹ 23.68 million in Fiscal 2023, primarily on account of (i) finance cost of ₹ 76.48 million and (ii) payment of lease liabilities (including interest) of ₹ 17.48 million. This was partially offset by proceeds from (i) short term borrowing of ₹ 51.41 million and (ii) long term borrowing of ₹ 18.87 million.

FINANCIAL INDEBTEDNESS

As of October 31, 2025, we had total borrowings (secured and unsecured) of ₹ 1,128.34 million. Our total borrowing to equity ratio was 0.44 as of June 30, 2025. For further information on our indebtedness, see “*Financial Indebtedness*” on page 507.

CONTINGENT LIABILITIES AND COMMITMENTS

The details of our contingent liabilities and commitments as on June 30, 2025 is set out below:

Particulars	As of June 30, 2025 (₹ in million)
Contingent Liabilities	
Outstanding bank guarantees*	30.02
Liability in respect of vendor discounting scheme from bank	2.90
Outstanding Tax deducted at Source (TDS) Demand**	1.47
Claim against the Company by initiated by terminated employees***	2.75
Total (A)	37.14
Commitments	
Estimated amount of contracts remaining to be executed on capital account and not provided, net of advances	172.61
Estimated amount of contracts remaining to be executed on purchase contracts not provided, net of advances	348.30
Duty saved against import of capital goods under EPCG scheme (against export obligation)	115.51
Total (B)	636.42
Total (A+B)	673.55

*Our Company has provided bank guarantees as at June 30, 2025, for the amounts mentioned above, in the ordinary course of business. These bank guarantees are contingent in nature and will be encashed only in the event of default.

** In the opinion of the management the outstanding TDS demand is not payable pending reconciliations of credit for certain challans not been given by the department and other procedural matters. Our Company is in the process of getting the same rectified.

*** During the earlier years our Company had received notices from two employee for re-instatement with full back wages with effect from respective date of termination along with continuity of service and other consequential benefits. The claim has been dismissed by the Industrial Tribunal-Cum-Labour Court, Gurugram. However, the said orders have been challenged by the workman in the Honorable Punjab and Haryana High Court. The proceedings are continuing. In the opinion of the management our Company has a good case in respect of the claim by the employees. Hence, no provision is considered necessary against the same.

For further information on our contingent liabilities, see “*Restated Financial Information – Note No. 32 - Contingent Liabilities and Commitments*” on page 451.

OFF-BALANCE SHEET ARRANGEMENTS

There are no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that we believe are material to investors.

MATURITIES OF FINANCIAL LIABILITIES

The table below summarizes the maturity profile of our financial liabilities based on undiscounted cash flows as of June 30, 2025:

Particulars	As of June 30, 2025 (in ₹ million)		
	Less than 1 year	1 to 5 years	Total
Financial liabilities			
Trade security deposits	4.00	-	4.00
Lease liabilities	16.23	29.88	46.11
Borrowings (non-current)	210.26	516.51	726.77
Interest accrued and not due on borrowings	1.29	-	1.29

Particulars	As of June 30, 2025		
	Less than 1 year	1 to 5 years	Total
Interest accrued and due on borrowings	-	-	-
Borrowings (current)	157.70	-	157.70
Creditors for capital expenditures	32.92	-	32.92
Trade payables	584.78	-	584.78
Payable to employees	41.80	-	41.80
Liabilities for expenses	29.35	-	29.35
Total	1,078.33	546.39	1,624.72

CAPITAL EXPENDITURES

During the three months ended June 30, 2025, Fiscal 2025, Fiscal 2024 and Fiscal 2023, our capital expenditure towards acquisition of property, plant and equipment and intangible assets (including capital work in progress, intangible assets under development and adjustment for movement in capital advance) was ₹ 215.89 million, ₹ 359.53 million, ₹ 404.38 million and ₹ 231.69 million respectively.

RELATED PARTY TRANSACTIONS

We enter into various transactions with related parties in the ordinary course of business. These transactions principally include payment of remuneration to KMPs, payment of rent, payment of design and tool development charges, sale of product, purchase and sale of property, plant and equipment, advance for property, plant and equipment, loans given and exhibition expenses. For further information relating to our related party transactions, see “*Restated Financial Information – Note No. 39 - Related Party Transactions*” on page 452. Also, see “*Risk Factors – We have entered into related party transactions in the past and may continue to do so in the future.*” on page 67.

AUDITOR’S OBSERVATIONS

There are no reservations/qualifications/adverse remarks/emphasis of matters highlighted by our Statutory Auditors in their examination report on the Restated Financial Information.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to market risk, credit risk and liquidity risk. Our senior management oversees the management of these risks. Our senior management ensures that our financial risk activities are governed by appropriate policies and procedures and that the financial risks are identified, measured and managed in accordance with our policies and risk objectives.

Our risk management policies are established to identify and analyse the risks faced by us, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and our activities. Our management has overall responsibility for the establishment and oversight of our risk management framework.

Credit Risk

Credit risk refers to risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. Credit risk arises primarily from financial assets such as trade receivables, other balances with banks, loans and other receivables. We perform credit assessment for customers on annual basis and identify credit risk based on lifetime expected losses and where receivables are due for more than six months.

Liquidity Risk

Liquidity risk is defined as the risk that we will not be able to settle or meet its obligations on time. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. Our principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. We believe that the working capital is sufficient to meet its current requirements.

Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in the foreign currency exchange rates, interest rates, credit, liquidity and other market changes. Our exposure to market risk is primarily on account of foreign currency exchange rate risk and interest rate risk.

Foreign Currency Exchange Rate Risk

The fluctuation in foreign currency exchange rates may have potential impact on the statement of profit or loss and other comprehensive income and equity, where any transaction references more than one currency or where assets / liabilities are denominated in a currency other than the functional currency of the respective entities. Considering the countries and economic environment in which we operate, our operations are subject to risks arising from fluctuations in exchange rates in those countries. The risks primarily relate to fluctuations in USD, EURO, CNY, RUB and GBP against our respective functional currencies. We evaluate the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of change in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's cash credit/working capital loans and term loans. For further information, see "***Financial Indebtedness***" on page 507.

UNUSUAL OR INFREQUENT EVENTS OR TRANSACTIONS

Except as described in this Draft Red Herring Prospectus, to our knowledge, there have been no unusual or infrequent events or transactions that have in the past or may in the future affect our business operations or future financial performance.

KNOWN TRENDS OR UNCERTAINTIES

Our business has been subject, and we expect it to continue to be subject, to significant economic changes arising from the trends identified above in "***- Significant Factors Affecting our Results of Operations***" and the uncertainties described in "***Risk Factors***" on pages 476 and 45, respectively. To our knowledge, except as discussed in this Draft Red Herring Prospectus, there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

FUTURE RELATIONSHIP BETWEEN COST AND INCOME

Other than as described in "***Risk Factors***" and "***Our Business***" on pages 45 and 318 respectively, to our knowledge, there are no known factors that may adversely affect our business prospects, results of operations and financial condition.

NEW PRODUCTS OR BUSINESS SEGMENTS

Except as set out in this Draft Red Herring Prospectus in the sections "***Our Business***" on page 318, we have not announced and do not expect to announce in the near future any new products or business segments.

COMPETITIVE CONDITIONS

We operate in a competitive environment and expect to continue to compete with existing and potential competitors. See "***Risk Factors***", "***Industry Overview***" and "***Our Business***" on pages 45, 197 and 318, respectively, for further details on competitive conditions that we face across our various business segments.

SIGNIFICANT DEPENDENCE ON SINGLE OR FEW CUSTOMERS

We derive a significant portion of our revenues from our top 10 customers. For further information, see “*Risk Factor - Our business largely depends upon our top 10 customers (which accounted for 82.50%, 72.11 %, 68.07% and 67.82% of our revenue from operations for three months period ended June 30, 2025, and the Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023, respectively) and any loss of such customers, significant reduction in their purchases, failure to maintain our relationships with them, or any adverse change in their financial condition may have a significant adverse impact on our business, results of operations, financial condition and cash flows.*” on page 47. Further, we do not depend on a limited number of suppliers for our revenues and operations.

SEASONALITY/ CYCLICALITY OF BUSINESS

Our business is not seasonal / cyclical in nature.

MATERIAL DEVELOPMENTS AFTER JUNE 30, 2025, THAT MAY AFFECT OUR FUTURE RESULTS OF OPERATIONS

Except as disclosed in this Draft Red Herring Prospectus, there have been no significant developments after June 30, 2025, the date of the last financial statements contained in this Draft Red Herring Prospectus, to the date of filing of this Draft Red Herring Prospectus, which materially and adversely affects, or is likely to affect, our trading or profitability, or the value of our assets, or our ability to pay our liabilities within the next 12 months.

CAPITALISATION STATEMENT

The following table sets out our Company's capitalization as at June 30, 2025, as derived from our Restated Financial Information. This table should be read in conjunction with the sections titled “*Restated Financial Information*” and “*Risk Factors*” on pages 417 and 45, respectively.

(in ₹ million)

Particulars	Pre-Offer as at June 30, 2025	As adjusted for the Offer [#]
Borrowings		
Current borrowings (A)	157.70	[●]
Non-current borrowings (including current maturities and interest accrued and due/not due on borrowing) (B)	728.06	[●]
Total borrowings (C=A+B)	885.76	[●]
Equity		
Equity share capital (D)	117.97	[●]
Instruments entirely equity in nature (E)	17.65	
Other equity (F)	1,899.86	[●]
Total equity (G= D+E+F)	2,035.48	[●]
Total (H= C+G)	2,921.24	[●]
Total non-current borrowings /Total equity (B/G) (in times)	0.36	[●]
Total borrowings/Total equity (C/G) (in times)	0.44	[●]

[#] Post-Offer capitalisation will be determined after finalization of the Offer Price.

FINANCIAL INDEBTEDNESS

Our Company has availed credit facilities in the ordinary course of business for inter alia, meeting working capital requirements and capital expenditure requirements.

Our Board is empowered to borrow money in accordance with Sections 179 and 180 of the Companies Act, 2013 (as amended) and our Articles of Association. For details regarding the borrowing powers of our Board, see “***Our Management - Borrowing Powers of our Board***” on page 389.

Set forth below is a brief summary of the aggregate borrowings by our Company as of October 31, 2025:

Category of borrowings	Sanctioned amount as on October 31, 2025 (in ₹ million)*	Outstanding amount as on October 31, 2025 (in ₹ million)*
Borrowings of our Company		
Secured borrowings		
(A) Fund Based		
Term Loans	1,322.29	612.16
Vehicle Loans	53.20	39.16
Working Capital	410.00	107.81
Sub-total (A)	1,785.49	759.13
(B) Non-fund based		
Bank Guarantee/Letter of Credit	115.00	35.75
Sub-total (B)	115.00	35.75
Unsecured borrowings		
Term Loans	257.69	191.84
Working capital (in form of bill discounting facility)	300.00	177.37
Sub-total (C)	557.69	369.21
Grand Total (A+B+C)	2,458.18	1,164.09

As certified by MRM & Company, Chartered Accountants, pursuant to their certificate dated December 28, 2025.

Notes:

- a. No difference was identified in utilization as per bank statement and bank confirmation.
- b. Debit balance in working capital loan accounts were not considered in the above table.

For further details see “***Restated Financial Information – Borrowings - Note No. 14 and 20***” on page 444 and 447.

Principal terms of the facilities sanctioned to our Company:

- (a) **Tenor and interest rate:** The tenor of the loan facilities availed by the Company ranges from 6 months to 12 years. In terms of the facilities availed by the Company, the interest rate typically comprises a base rate plus applicable margin of the specified lender, ranging from 7.08% to 9.88% p.a.
- (b) **Penal Rate of Interest:** The rate of interest payable on overdue/ delays/ defaults of any money payable ranges from 2% to 18% per annum.
- (c) **Security:** In terms of their borrowings where security needs to be created, the Company has provided securities including (i) create a first and second/subservient *pari passu* charge including by way of hypothecation on all current assets, both present and future; (ii) Exclusive charge on immovable fixed assets by way of equitable mortgage of L & B Plot No. 36, 4B, Industrial Estate, Bahadurgarh (including Plant & Machinery); (iii) Exclusive charge on miscellaneous fixed assets of company, both present and future; (iv) Procure and deliver to the lender, personal guarantees of promoters and group companies;
- (d) **Prepayment:** The Company has the option to pre-pay the lenders, in part or in full, subject in some cases to a notice of pre-payment to the lender. Such prepayment may also be subject to the payment of a pre-payment fee;
- (e) **Restrictive covenants:** The Company, under the borrowing arrangements entered into by them respectively, require the relevant lender’s prior written consent and/or are required to intimate the relevant lender, as applicable, for carrying out certain actions, including:

- i. undertaking or permitting any merger, de-merger, reorganization, scheme of arrangement or compromise with its creditors or shareholders or any class of them or effecting any scheme of amalgamation or reconstruction including creation of any subsidiary or permitting any company to become its subsidiary;
- ii. making any investment whether by way of deposits, loans or investments in share capital or otherwise, in any concern;
- iii. effecting any change in the capital structure in any manner whatsoever;
- iv. undertaking any new business or operations or project or diversification, modernization or substantial expansion of existing businesses or operations or of any project during the currency of the facilities;
- v. any change in the directors, beneficial owners, Management or managerial remuneration of the borrower;
- vi. any change in ownership/ control of the borrower;
- vii. making any investment (excluding fixed deposits, mutual funds or similar nature investments) beyond a stipulated limit in a particular financial year;
- viii. entering into any management contract or similar arrangement whereby its business or operations are managed by any other person;
- ix. amending provisions of major constitutive documents or change in constitution;
- x. any acquisition or investment in a company by the Company, except where such acquisition or investment is made in the ordinary course of trading;
- xi. dilution in the shareholding of promoters in the Company; and
- xii. availing any further loan or facility and/ or undertaking any guarantee obligations on behalf of any third party.

The abovementioned list is indicative and there may be additional restrictive covenants and conditions where the Company may be required to take prior written consent or intimate the respective lender under the various borrowing arrangements entered into by them.

(f) **Events of Default:** Borrowing arrangements entered into by the Company contains standard events of default, including but not limited to:

- i. failure and inability to pay amounts on the due date;
- ii. violation of any covenant of the relevant agreement or any other borrowing agreement;
- iii. any material adverse effect which would have an effect on the ability to repay the facilities availed;
- iv. cross default with other debt facilities at the group level;
- v. any representation or warranty found to be untrue or misleading when made or deemed to be repeated;
- vi. revocation, non-renewal of operating licenses and authorizations applicable to the borrower;
- vii. insolvency, reorganization, liquidation, suspension of payment of debts, winding up, illegality, unlawfulness, repudiation or cessation of business of the borrower;
- viii. if in the opinion of the lender, the security provided by the borrower is in jeopardy or ceases to have effect or is inadequate or insufficient or any document pertaining to it executed or furnished by the borrower becomes illegal, invalid or unenforceable;
- ix. compulsory acquisition, nationalization or expropriation of a substantial part of the assets of the business; and

- x. any change in control of the borrower, either directly or indirectly.

The abovementioned list is indicative and there may be additional terms that may amount to an event of default under the various borrowing arrangements entered into by the Company.

(g) ***Consequences of Events of Default:*** Upon the occurrence of an event of default under the borrowing arrangements, the lenders are entitled to, among other things:

- i. declare outstanding amounts immediately due and payable;
- ii. withdraw or cancel the sanctioned facilities;
- iii. enforce their security created if any, to be enforceable;
- iv. appointment of a nominee director on the board of the borrower; and
- v. exercise of any other rights of the lender, under applicable law.

The abovementioned list is indicative and there may be additional consequences on the occurrence of an event of default under the various borrowing arrangements entered into by the Company.

For the purposes of the Offer, our Company has obtained the necessary consents from our lenders as required under the relevant borrowing arrangements for undertaking activities relating to the Offer, such as, *inter alia*, effecting changes to our capital structure. For further details, *on financial and other covenants required to be complied with in relation to our borrowings* see “***Risk Factors - Our inability to meet our obligations, including financial and other covenants under our debt financing arrangements, could adversely affect our business, results of operations and financial condition.*** on page 75.

SECTION VI – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as disclosed in this section and in accordance with the policy on materiality (“Materiality Policy”) set out hereunder as on the date of this Draft Red Herring Prospectus, there are no outstanding (i) criminal proceedings including matters which are at the first information report stage even if no cognizance has been taken by any court involving our Company, its Directors or Promoters (collectively, “Relevant Parties”), our Key Managerial Personnel and Senior Management Personnel; (ii) actions by any regulatory/ statutory authorities (including any outstanding penalties and show cause notices by such authorities) against the Relevant Parties, our Key Managerial Personnel and Senior Management Personnel; (iii) outstanding claims related to direct and indirect taxes, (disclosed in a consolidated manner giving the total number of claims and the total amounts involved; (iv) disciplinary actions including penalties imposed by SEBI or the Stock Exchanges against the Promoters in the last five financial years, including outstanding action; and (v) other outstanding civil litigation or arbitration proceedings involving the Relevant Parties as determined to be material pursuant to the Materiality Policy.

Provided that if the amount involved in any such claims exceeds the materiality threshold, such matter(s) have been disclosed on an individual basis; and (iv) other pending litigations involving our Company, Directors, Promoters (other than proceedings covered under (i) to (iii) above) as determined to be material by our Board pursuant to the policy on materiality (“Materiality Policy”) approved by the Board of Directors, in each case involving the Relevant Parties and (vii) litigation involving our Group Companies which have a material impact on our Company. For the purposes of (v) above, in terms of the Materiality Policy adopted by resolution of our Board dated December 23, 2025.

All outstanding criminal proceedings involving key managerial personnel and senior management of our Company and actions taken by the regulatory and statutory authorities against such key managerial personnel and senior management shall also be disclosed.

Pursuant to the Materiality Policy, for the purposes of (v) above, any outstanding litigation involving the Relevant Parties (including tax matters mentioned in point (iii) above), has been considered ‘material’ and accordingly disclosed in this Draft Red Herring Prospectus where the monetary amount of claim/ amount in dispute, to the extent quantifiable exceeds, in any such pending proceeding by or against the entity is equivalent to or in excess of (a) two percent of turnover, for the most recent financial year based on the Restated Financial Information being ₹ 102.42 million; or (b) two percent of net worth, as at the end of the most recent financial period based on the Restated Financial Information being ₹ 36.38 million; or (c) five percent of the average of absolute value of profit or loss after tax, for the last three financial years based on the Restated Financial Information being 14.58 million, whichever is lower (“Materiality Threshold”). Accordingly, based on the Restated Financial Information for the last three Financial Years, i.e., 14.58 million has been considered as the Materiality Threshold. Further, litigation where the decision in one case is likely to affect the decision in similar cases, and the cumulative amount involved in all such litigations exceeds the Materiality Threshold even though the amount involved in an individual litigation may not exceed the Materiality Threshold shall also be considered material litigation in relation to the Relevant Parties. In addition, any outstanding civil litigation/ arbitration proceedings involving the Relevant Parties wherein the monetary liability is not quantifiable, or does not exceed the Materiality Threshold, shall be considered ‘material’ and shall be disclosed in this Draft Red Herring Prospectus, if the outcome of such litigation could have a material adverse effect on the business, operations, performance, prospects, financial position or reputation of our Company.

Further, except disclosed in this section, there are no disciplinary actions including penalties imposed by the SEBI or the stock exchanges against our Promoters in the last five Financial Years preceding this Draft Red Herring Prospectus including any outstanding action.

For the purpose of identification of material litigation in (iv) above, our Board has considered and adopted the following policy on materiality with regard to outstanding litigation in relation to the Relevant Parties to be disclosed in this Draft Red Herring Prospectus pursuant to the Board resolution dated December 23, 2025:

- a) Pending civil cases involving the Relevant Parties which involves an amount of more than ₹ 14.58 million, being five percent of the average of absolute value of profit or loss after tax, as per the last three annual Restated Financial Statements shall be considered material and included in this Draft Red Herring Prospectus;*

- b) Pending matters involving our Company, whose outcome may have a material impact, in the opinion of the Board, on the business, performance, financial position, cash flows, prospects, reputation, operations or any adverse impact on our Company, irrespective of their monetary quantum, will necessitate disclosure. This may include any writ petitions filed involving the Company or similar matters which may have a material impact on the business of our Company and all outstanding civil litigation against the Promoters and Directors of our Company where an adverse outcome would materially and adversely affect the business, prospects, cash flows, performance, operations or financial position or reputation of our Company (irrespective of the amount involved in such litigation), would be considered as material for our Company.
- c) Except as disclosed in this section, there are no findings or observations arising out of any of the inspections by the Securities and Exchange Board of India or by any other regulator in or outside India.

Pre-litigation notices received (excluding those notices issued by governmental, statutory, regulatory, judicial, quasi-judicial, taxation authorities or notices threatening criminal action) by our Company, Directors or Promoters from third parties shall not be considered as litigation unless otherwise decided by the Board or until such time that the Relevant Parties, our Key Managerial Personnel and Senior Management Personnel any of our Company, our Subsidiaries, Directors or Promoters, as the case may be, is impleaded as a party before any judicial/arbitral forum or unless decided otherwise by the Board of Directors of our Company.

Except as disclosed in this section, there are no outstanding material dues to creditors of our Company. For identification of material creditors, creditors of our Company (except banks and financial institutions from whom our Company has availed financing facilities) to whom an amount having a monetary value which exceeds ₹ 29.24 million as of the end of the most recent period covered in the Restated Financial Statements of our Company, i.e., June 30, 2025, is outstanding, shall be considered as 'material'. Accordingly, creditors of our Company to whom our Company owes an amount exceeding ₹ 29.24 million are considered material ("**Material Creditor**"), including the consolidated number of creditors and the aggregate amount involved. Further, for outstanding dues to any party which is a micro, small or a medium enterprise ("**MSME**"), the disclosure will be based on information available with our Company regarding status of the creditor as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended.

All terms defined in a particular litigation disclosure pertain to that litigation only.

I. Litigation involving our Company

A. Litigation filed by our Company

Material civil litigation

Nil

Criminal proceedings

Nil

B. Litigation filed against our Company

Material civil litigation

Nil

Criminal proceedings

Nil

Actions by regulatory and statutory authorities

The Haryana State Industrial and Infrastructure Development Corporation Ltd. (**HSIIDC**) and the State of Haryana ("**Respondents**") are engaged in a legal dispute with the Bahadurgarh 4B Industrial

Association, of which our Company is a member (“**Petitioner Association**”). The subject matter of the dispute pertains to the demand for an enhanced price for industrial plots located in Sector 4B, Industrial Estate, Bahadurgarh. In 2009, our Company was allotted an industrial plot at Bahadurgarh, Haryana by HSIIDC, where it subsequently constructed a manufacturing facility. In 2019, our Company received a demand notice from HSIIDC seeking payment of enhanced cost for the said plot, amounting to ₹ 187.29 million. As per the terms of the notice, the amount was to be paid either in a lump sum within 60 days of the notice date without interest or in ten equal half-yearly instalments along with interest at the rate of 12% per annum, aggregating to ₹ 239.80 million. This demand was initially raised by the Respondents in 2019 (quantified at ₹9,249 per square meter). The Petitioner Association subsequently approached the Punjab and Haryana High Court in 2020 challenging this demand. The Punjab and Haryana High Court, vide an order dated July 08, 2022, set aside the demand and directed the Respondents to pass a fresh, reasoned order within three months after considering the Association's objections. The Respondents failed to comply with this time-bound directive. Subsequently, the Respondents launched a One-Time Settlement Scheme titled “*Vivadon ka Samadhan*” on March 15, 2024, with a deadline of June 30, 2024, which offered waivers on interest and penalties. Due to the Respondents' continued inaction in finalizing the enhancement demand, the Petitioner Association and its members, including our Company, have been unable to ascertain their liability and are consequently precluded from availing the benefits of the scheme. In response, the Petitioner Association has filed a new Civil Writ Petition before the High Court, seeking protection of its rights. As of the latest interim order dated June 27, 2024, the High Court has directed that the Petitioner Association's right to avail the scheme shall be protected pending the final decision on their objections by the Respondents. The matter remains pending adjudication before the High Court, with the next date being February 12, 2026.

Labour Disputes

There are two (2) labour disputes filed by Rameshwar Yadav and Laxmi Narayan (collectively referred to as the “**Petitioners**”), respectively, against our Company before the Hon'ble High Court of Punjab and Haryana. The aggregate amount involved in the matter is approximately ₹ 2.75 million. The matters are currently pending for adjudication with the next dates of hearing being March 12, 2026, and May 14, 2026, respectively.

Inspections by SEBI or any other regulator

As on the date of this Draft Red Herring Prospectus, there are no findings or observations of any of the inspections by SEBI or any other regulator that are material and which need to be disclosed, or the non-disclosure of which may have bearing on the investment decision of prospective investors, other than the ones which have already disclosed in this draft red herring prospectus.

Material tax litigation

Nil

Direct tax

Nil

Indirect tax

Nil

Litigation involving our Directors

C. Litigation filed by our Directors

Material civil litigation

Nil

Criminal proceedings

Nil

D. Litigation filed against our Directors

Material civil litigation

Nil

Criminal proceedings

Nil

Actions by regulatory and statutory authorities

Nil

Material tax litigation

Nil

II. Litigation involving our Promoters

A. Litigation filed by our Promoters

Material civil litigation

Nil

Criminal proceedings

Nil

B. Litigation filed against our Promoters

Material civil litigation

Nil

Criminal proceedings

Nil

Actions by regulatory and statutory authorities

Nil

Material tax litigation

Nil

Disciplinary actions including penalty imposed by the SEBI or Stock Exchanges against our Promoters in the last five Financial Years preceding the date of filing of this Draft Red Herring Prospectus

Nil

III. Litigation involving our Key Managerial Personnel and Senior Management

A. Litigation filed by our Key Managerial Personnel and Senior Management

Criminal proceedings

Nil

B. Litigation filed against our Key Managerial Personnel and Senior Management

Criminal proceedings

Nil

Actions by regulatory and statutory authorities

Nil

IV. Tax proceedings involving our Company, Promoters and Directors

Details of outstanding tax proceedings involving our Company, Subsidiary, Promoters and Directors as of the date of this Draft Red Herring Prospectus are disclosed below:

Nature of proceedings	Number of proceedings	Amount involved* (in ₹ million)
Direct Tax		
Company	Nil	Nil
Promoters	2	0.75
Directors (excluding the Promoters)	Nil	Nil
Indirect Tax		
Company	Nil	Nil
Promoters	Nil	Nil
Directors (excluding the Promoters)	Nil	Nil

*Inclusive of interests and penalties, to the extent quantifiable.

V. Outstanding dues to creditors

As of June 30, 2025, our Company had 555 creditors, and the aggregate outstanding dues to these creditors by our Company were ₹ 584.78 million. As per the Materiality Policy, a creditor of our Company has been considered to be material if the amounts due to such creditor exceed five percent (5%) of the total trade and other payables of our Company as at the end of the most recent financial period covered in the Restated Financial Information, being June 30, 2025 (i.e., to whom our Company owes an amount having a monetary value exceeding ₹ 29.24 million as of June 30, 2025). Details of outstanding dues towards our material creditors along with the names and amount involved for each such material creditor are available on the website of our Company at www.neolitezkw.com.

Based on the Materiality Policy, details of outstanding dues owed to micro, small and medium enterprise creditors, material creditors, and other creditors as of June 30, 2025, are set out below:

Sl. No.	Tye of creditor	No. of creditors	Amount outstanding (₹ in million)
1.	Micro, small and medium enterprises creditors	155	135.05
2.	Material creditors	2	191.33
3	Other creditors	398	258.40
Total		555	584.78

* As certified by MRM & Company, Chartered Accountants, pursuant to their certificate dated December 28, 2025.

VI. Material Developments since the last balance sheet date

Except as disclosed in “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on page 476, there have been no material developments, since the date of the last financial statements disclosed in this Draft Red Herring Prospectus, any circumstances which materially and adversely affect, or are likely to affect, our operations or our profitability taken as a whole or the value of our consolidated assets or our ability to pay our liabilities within the next 12 months.

GOVERNMENT AND OTHER APPROVALS

Our business requires various approvals, consents, licenses, registrations and permits issued by relevant governmental and regulatory authorities of the respective jurisdictions under various rules and regulations. We have set out below an indicative list of approvals, licenses, consents, registrations and permits from various governmental and regulatory authorities required to be obtained by our Company which are considered material and necessary for the purpose of undertaking its business activities. Except as disclosed herein, we have obtained all material consents, licenses, permissions, registrations and approvals, from various governmental statutory and regulatory authorities, which are necessary for undertaking our current business activities and operations. Except as stated below, no further material approvals from any regulatory authority are required to undertake the Offer or continue such business activities. In the event that any of the approvals and licenses that are required for our business operations expire in the ordinary course of business, we make applications for their renewal from time to time. Pursuant to the conversion of our Company into a public limited company, we are also in the process of applying to various regulatory authorities for change in name of the approvals obtained by us and have also made applications before various authorities for the change in the name of our Company, in the ordinary course of business. Unless otherwise stated, these approvals are valid as on the date of this Draft Red Herring Prospectus.

For details in connection with the regulatory and legal framework within which our Company operate, see section “Key Regulations and Policies in India” on page 367. For details of risk associated with not obtaining or delay in obtaining the requisite approvals, see “Risk Factors – We require certain statutory and regulatory licenses and approvals to conduct our business and an inability to obtain, retain or renew such licenses and approvals could have an adverse effect on our business, financial condition, results of operations and cash flows.” on page 56.

Material Approvals in relation to our Company

The Material Approvals required to be obtained by our Company include the following:

I. Incorporation details of our Company

- i. Certificate of incorporation dated October 20, 1992, issued by the Additional Registrar of Companies, Delhi and Haryana at New Delhi under the name of ‘Praplasin Industries Private Limited’.
- ii. Fresh certificate of incorporation dated August 24, 2001, issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi, consequent upon change in name from ‘Praplasin Industries Private Limited’ to ‘Neolite Industries Private Limited’.
- iii. Fresh certificate of incorporation dated April 08, 2008, issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi, consequent upon change in name from ‘Neolite Industries Private Limited’ to ‘Neolite ZKW Lightings Private Limited’.
- iv. Fresh certificate of incorporation dated December 5, 2025, consequent upon conversion to public company from ‘Neolite ZKW Lightings Private Limited’ to ‘Neolite ZKW Lightings Limited’, issued by Registrar of Companies, Central Processing Centre.
- v. The corporate identity number (“CIN”) of our Company is U74899DL1992PLC050702.

II. Approvals in relation to the Offer

For details regarding the approvals and authorisations obtained by our Company in relation to the Offer, see “Other Regulatory and Statutory Disclosures – Authority for the Offer” on page 522.

III. Tax related approvals obtained by our Company

- i. The permanent account number of our Company is AABCN4157F.
- ii. The tax deduction account number of our Company is DELN04321C.

- iii. Goods and Services Tax registrations under the Central Goods and Service Tax Act, 2017 for New Delhi, where our registered office is located is 07AABCN4157F2ZL. The GST registration numbers for other states where our business operations are situated is as below:

Sr No.	State	GST Registration Number
1.	Haryana	06AABCN4157F1ZO
2.	Uttar Pradesh	09AABCN4157F2ZH
3.	Rajasthan	08AABCN4157F1ZK
4.	Jharkhand	20AABCN4157F1ZY
5.	Maharashtra	27AABCN4157F2ZJ
6.	Madhya Pradesh	23AABCN4157F1ZS
7.	Tamil Nadu	33AABCN4157F1ZR
8.	Uttarakhand	05AABCN4157F1ZQ

- iv. Importer Exporter Code certificate bearing number 4102000534 issued by the Office of the Additional Director General of Foreign Trade Directorate General of Foreign Trade, Delhi, Ministry of Commerce and Industry, Government of India.

IV. Material Approvals obtained by our Company in relation to our business and operations

The material approvals obtained by our Company in relation to our business are set forth below:

Sl. No.	Particulars	Issuing Authority	Reference/ Registration/ License Number	Validity
i.	Legal Entity Identifier (LEI) code	Legal Entity Identifier India Limited	335800L2VBI3I71Q4L50	August 17, 2026
ii.	Registration Certificate of Establishment of the Registered Office as a commercial establishment	Department of Labour, Government of National Capital Territory of Delhi	2025149517	N.A.
iii.	Certificates of compliance cum test reports under AIS-004 - Part 3:2009, as amended up to September.	International Centre for Automotive Technology (a division of NATIS, Government of India)	CT0MU0770	N.A.
iv.	Industrial Entrepreneur Memorandum dated November 29, 2013	Department for Promotion of Industry and Internal Trade	2935/SIA/IMO/2009	N.A.
v.	Type Approval Certificate issued under Category R1 (RPL), Class S1 (SL), Category 12 (DI)	International Centre for Automotive Technology (a division of NATIS, Government of India)	CT0LT6654	May 06, 2027

*a) The material approvals in relation to **Unit 1** of our Company are set forth below:*

Sl. No.	Particulars	Issuing Authority	Reference/ Registration/ License Number	Validity
i.	Registrations/licenses to work a factory	Chief Inspector of Factories, Haryana	JJR-ONLINE-CHD-N-4	December 31, 2025
ii.	Consent to establish	Regional Officer, Haryana Pollution	HSPCD/BDR/NOC/8042	N.A.

Sl. No.	Particulars	Issuing Authority	Reference/ Registration/ License Number	Validity
		Control Board, Bahadurgarh, Haryana		
iii.	Consent to Operate	Regional Officer, Bahadurgarh, Haryana State Pollution Control Board	HSPCB/Consent/: 313128723JHACTO4864921	March 31, 2028
iv.	Fire NoC	Assistant Divisional Fire Officer, Bahadurgarh, Haryana	FS/2023/113	March 17, 2026
v.	Certificate of Stability under Form 1-B	Structure Engineer Consultant, R.K. Singh	N.A.	N.A.
vi.	Hazardous Waste Authorization	Regional Officer, Haryana State Pollution Control Board	HWM/JHA/2023/5316581	March 31, 2028
vii.	Verification certificate under the Haryana Legal Metrology (Enforcement) Rules, 2011, as amended	Legal Metrology Department in Jhajjar, Haryana	12377	February 18, 2026
viii.	Verification certificate under the Haryana Legal Metrology (Enforcement) Rules, 2011, as amended	Legal Metrology Department in Jhajjar, Haryana	N.A.	July 07, 2026
ix.	Certificate of registration under Legal Metrology (Packaged Commodities) Rules, 2011 as amended	Office of the Deputy Controller Legal Metrology Haryana	CLM/317/HAR	N.A.
x.	Registration certificate for importer under the Plastic Waste Management Rules, 2016	Central Pollution Control Board	IM-26-000-06- AABCN4157F-24	N.A.
xi.	Registration certificate for Producer of Waste/used Battery under Battery Waste Management Rules, 2022	Central Pollution Control Board	47263798	December 07, 2029
xii.	Extended Producer Responsibility (EPR) registration certificate for producer of electrical and electronic equipment, under E- Waste (Management) Rules, 2022	Central Pollution Control Board	B-29016(7782)(EPR- Registration)/24/WM-III	August 14, 2029
xiii.	Certificate of Release of Connection issued for reduction of load from 3,845.00 KW to 2,900.00 KW	Uttar Haryana Bijli Vitran Nigam (UHBVN), Government of Haryana	H22-422-247	N.A.

Sl. No.	Particulars	Issuing Authority	Reference/ Registration/ License Number	Validity
xiv.	Letter of Compliance for certain Diesel Generator Sets	Assistant Engineer, Electrical Inspectorate, Haryana	H.T.I/: Jhajjar/002548/2025	N.A.
xv.	Reports of Examination of Pressure Vessels, for Compressed Air Receivers under Form 8, Rule 61, Punjab Factory Rules, 1962	K.R. Bedmutha Techno Associates Private Limited, Chartered Engineers,	KRBTAPL: HARYANA:6058; KRBTAPL: HARYANA:6059; KRBTAPL: HARYANA:6060	February 10, 2028
xvi.	Reports of Examination of Pressure Vessels, for Compressed Air Receivers, under Form 8, Factory Rules, 1948, Haryana Rules, 1952	Safemax Quality Management, Chartered Engineers	SQM/HARYANA/2973/26000 SQM/HARYANA/2973/26001 SQM/HARYANA/2973/26002 SQM/HARYANA/2973/26003 SQM/HARYANA/2973/26004 SQM/HARYANA/2973/26005 SQM/HARYANA/2973/26006 SQM/HARYANA/2973/26007 SQM/HARYANA/2973/26008 SQM/HARYANA/2973/26009 SQM/HARYANA/2973/26010	April 26, 2026

*b) The material approvals in relation to **Unit 2** of our Company are set forth below:*

Sl. No.	Particulars	Issuing Authority	Reference/ Registration/ License Number	Validity
i.	Registrations/licenses to work a factory	Chief Inspector of Factories, Haryana	JJR-ONLINE-CHD-N-17	December 31, 2026
ii.	Consent to Operate	Regional Officer, Bahadurgarh, Haryana State Pollution Control Board	HSPCB/Consent/: 313102621JHACTO15412624	September 30, 2026
iii.	Fire NoC	Assistant Divisional Fire Officer, Bahadurgarh, Haryana	FS/2025/149	October 07, 2028
iv.	Certificate of Stability of a factory or part of a factory under Form 1-B, Rule 4	Gurdat Singh Malik, B.E. Civil	N.A.	N.A.
v.	Hazardous Waste Authorization	Regional Officer, Haryana State Pollution Control Board	HWM/JHA/2021/16503740	September 30, 2026
vi.	Verification certificate under the Haryana Legal Metrology (Enforcement) Rules, 2011, as amended	Legal Metrology Department in Jhajjar, Haryana	16227	October 17, 2026
vii.	Certificate of Release of Connection issued under the HT Industry Category for increase of load from 199.40 KW to 457.00 KW	Uttar Haryana Bijli Vitran Nigam (UHBVN), Government of Haryana	H22-719-127	N.A.

c) The material approvals in relation to **Unit 3** of our Company are set forth below:

Sl. No.	Particulars	Issuing Authority	Reference/ Registration/ License Number	Validity
i.	Consent to Establish	Regional Officer, Maharashtra Pollution Control Board	0000260107/CE/2509002350	For a period up to commissioning of the unit or up to September 22, 2030, whichever is earlier
ii.	Registration and License to Work a Factory	Directorate of Industrial Safety and Health (Department of Labour), Government of Maharashtra	12210222090000001	December 31, 2028
iii.	Consent to Operate	Maharashtra Pollution Control Board	CONSENT-0000264108/CO/2511001041	October 31, 2029
iv.	Factory plan approval	Directorate of Industrial Safety and Health (Department of Labour), Government of Maharashtra	122100000042050	N.A.
v.	Fire NoC	Chief Fire Officer, Pune Metropolitan Region Development Authority, Pune	Final NoC/Khed/2025-26/116	N.A.
vi.	No objection certificate	Central Ground Water Authority	CGWA/NOC/INF/ORIG/2024/20899	October 24, 2029
vii.	Industrial Entrepreneurs Memorandum acknowledgement	Department for Promotion of Industry and Internal Trade	251/N/SIA/IMO/2025	N.A.
viii.	Certificate of Stability of a factory or part of a factory under Form No. IA (Rule 3A)	Kothari Associates	KA/212/25	October 15, 2030
ix.	Charging permissions for DG Sets	Electrical Inspector, Department of Industry, Energy, Labour and Mineral Resources, Pune	0EI52100131120250014907 0EI52100131120250014908	N.A.

d) The material approvals in relation to **Design Office** of our Company, located at Pune, Maharashtra are set forth below:

Sl. No.	Particulars	Issuing Authority	Reference/ Registration/ License Number	Validity
i.	Shops an Establishment Registration – Pune Design Office.	Sub-Inspector Office, Chinchwad, Pune, Maharashtra	2431000319120435	N.A.

e) The material approvals in relation to the **Proposed Project** of our Company are set forth below:

Sl. No.	Particulars	Issuing Authority	Reference/ Registration/ License Number	Validity
i.	Consent to Establish under the Air (Prevention and Control of Pollution) Act 1981, as amended and Air (Prevention and Control of Pollution) Act 1974, as amended.	Tamil Nadu, State Pollution Control Board	2501271130004 and 2501171130004	March 31, 2030

f) The material approvals in relation to the **OEM Warehouse** of our Company are set forth below:

Sl. No.	Particulars	Issuing Authority	Reference/ Registration/ License Number	Validity
i.	Establishment Registration Certificate for the warehouse situated in Bahadurgarh, Haryana.	Inspector, Shops and Commercial Establishments Circle, Labour Department, Chandigarh	PSA/REG/JJR/LI-Jhajjar-III/0314358	N.A.

V. Labour and employee related approvals

- Certificates of Registration issued under the Employees' Provident Fund and Miscellaneous Provisions Act, 1952, as amended, for Units 1 and 2.
- Certificates of Registration under the provisions of the Employees State Insurance Act, 1948, as amended, for Units 1, 2, and 3.
- Certificates of Registration under the Contract Labour (Regulation and Abolition) Act, 1970, as amended, for Units 1, 2 and 3.

VI. Material approvals pending in respect of our Company

Material approvals required and applied for but not received by our Company

Nil

The material approvals applications in relation to the operations of our Company are set forth below:

Sl. No.	Particulars	Issuing Authority	Application/ Reference Number	Date of Application
i.	Self-Seal Registration	Deputy Commissioner of Customs, ACTL Faridabad, Haryana	N.A.	October 3, 2025

Material approvals required but yet to be obtained or applied for by our Company

Sl. No.	Unit	Nature of approval
i.	Unit 3	Professional Tax Registration
ii.		Registration issued under the Employees' Provident Fund and Miscellaneous Provisions Act, 1952, as amended

Material approvals expired and not applied for renewal

Nil

Material approvals expired and applied for renewal

Nil

VII. INTELLECTUAL PROPERTY

Trademarks

Our Promoter, Chairman and Managing Director - Rajesh Jain, and our Promoter and Non-Executive Director - Vaishali Jain, in their capacity as partners of Neolite Industries, our Promoter Group entity, have entered into a trademark licence agreement dated December 23, 2025 with our Company, pursuant to which they have licensed certain intellectual property to our Company. The following trademarks have been licensed to us pursuant to the terms of the Agreement. For further details with respect to the Agreement, see “***History and Certain Corporate Matter - Material agreements entered into by our Company***” on page 382.

a. Registered Wordmarks

Trademark	Registration Number	Type	Class	Validity
NEOLITE	1222664	Word mark	12	August 13, 2033
	1222663	Word mark	11	August 13, 2033
	1578828	Word mark	07	July 13, 2027

b. Unregistered logo for which applications for registration is pending

Trademark	Application Number	Type	Class	Present Status
	7392746	Device mark	11	Formalities check pass
	7392747	Device mark	12	Formalities check pass

For further details in relation to intellectual property of our Company, see “***Our Business- Intellectual Property***” on page 366 and for risks associated with our intellectual property, see “***Risk Factors - We rely on a licensed trademark for our brand few of which are not registered. Maintaining the reputation of our corporate name, logo and the goodwill associated with these trademarks is material to our success. If we are unable to protect our intellectual property rights, our business, financial condition and results of operations may be adversely affected.***” on page 59.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

The Offer has been authorised by our Board pursuant to a resolution passed at its meeting held on December 23, 2025 and our Shareholders have authorised the Fresh Issue pursuant to a special resolution passed at their meeting held December 23, 2025, in terms of Section 62(1)(c) of the Companies Act.

Our Board has taken on record the approval/ consent for the Offer for Sale by each of the Selling Shareholders, as applicable pursuant to a resolution passed at its meeting held on December 23, 2025. This Draft Red Herring Prospectus has been approved by resolutions passed by our Board on December 29, 2025.

Authorisation by the Selling Shareholders

Each of the Selling Shareholders, severally and not jointly, has confirmed and authorized its participation in the Offer for Sale in relation to its respective portion of the Offered Shares, as set out below:

Name of the Selling Shareholder	Number of Offered Shares	Date of board resolution/ corporate authorization	Date of consent letter
Rajesh Jain	Up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹ 1,140.00 million	-	December 23, 2025
Neokraft Global Private Limited	Up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹ 400.00 million*	December 23, 2025	-
ZKW Group GmbH	Up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹ 460.00 million	December 22, 2025	-

Each of the Selling Shareholders, severally and not jointly, confirms that its respective portion of the Offered Shares have been held by them, for a period of at least one year prior to filing of this Draft Red Herring Prospectus in accordance with Regulation 8 of the SEBI ICDR Regulations. Further, the Equity Shares arising from conversion of the CCPS held by the Promoter Group Selling Shareholder and being offered by the Promoter Group Selling Shareholder are eligible to form a part of the Offer for Sale in terms of the SEBI ICDR Regulations. For details on the authorization of the Selling Shareholders in relation to their respective portion of the Offered Shares, see “*The Offer*” and “*Other Regulatory and Statutory Disclosures*” on pages 95 and 522, respectively.

**As on the date of this Draft Red Herring prospectus an aggregate of 65,058 outstanding CCPS will be converted into maximum of 3,252,900 Equity Shares in aggregate in accordance with Regulation 5(2) of the SEBI ICDR Regulation. The CCPS will be converted into Equity Shares, prior to the filing of the Red Herring Prospectus with the RoC.*

In-principle Listing Approvals

Our Company has received in-principle approvals from the BSE and the NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively.

Prohibition by the SEBI or other governmental authorities

Our Company, Promoters, members of the Promoter Group, Directors, person(s) in control of the promoter or issuer, the Selling Shareholders are not prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

None of our Directors are associated with securities market related business, in any manner and there have been no outstanding actions initiated by SEBI against our Directors in the five years preceding the date of this Draft

Red Herring Prospectus.

None of the companies with which our Promoters and Directors are associated with as promoters or directors have been debarred from accessing capital markets under any order or direction passed by the SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

Our Company, Promoters, members of the Promoter Group or 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.

Our Promoters or Directors have not been declared as Fugitive Economic Offenders.

All the Equity Shares are fully paid up and there are no partly paid up Equity Shares as on the date of filing of this Draft Red Herring Prospectus.

Confirmation under Companies (Significant Beneficial Owners) Rules, 2018

Each of our Company, Promoters, members of our Promoters Group, severally and not jointly, confirms that it is in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as of the date of this Draft Red Herring Prospectus.

Our Company, Promoters, members of the Promoter Group (to the extent applicable to them), and each of the Selling Shareholders, severally and not jointly, are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as of the date of this Draft Red Herring Prospectus.

Other Confirmations

There are no conflict of interest between suppliers of raw materials and third party service providers crucial for the operations of our Company, and Promoters, Promoter Group, Key Managerial Personnel, Directors, or the Group Companies and its directors.

There are no conflicts of interest between lessors of immovable properties crucial for the operations of our Company, Promoters, Promoter Group, Key Managerial Personnel, Directors or the Group Companies and its directors.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with the Regulation 6(1) of the SEBI ICDR Regulations, and is in compliance with the conditions specified therein in the following manner:

- Our Company has net tangible assets of at least ₹30.00 million, calculated on a restated basis, in each of the preceding three full Financial Years, i.e., as at and for Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023, of which not more than 50% are held in monetary assets;
- Our Company has an average operating profit of at least ₹150.00 million, calculated on a basis, during the preceding three full Financial Years, i.e., Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023, with operating profit in each of these preceding three Financial Years;
- Our Company has a Net Worth of at least ₹10.00 million, calculated on a restated basis in each of the preceding three full Financial Years, i.e., Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023; and
- Our Company has not changed its name in the last one year immediately preceding the date of filing of this Draft Red Herring Prospectus, other than the deletion of the word “*private*” from the name of our Company pursuant to conversion to a public limited company.

Our Company’s net tangible assets, monetary assets, monetary assets as a percentage of the net tangible assets, restated pre-tax operating profit and Net Worth derived from the Restated Financial Information included in this Draft Red Herring Prospectus as at, and for the Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023 are set out below:

(in ₹ million, unless stated otherwise)

Sl. No.	Particulars	As at		
		March 31, 2025	March 31, 2024	March 31, 2023
A.	Restated Net tangible assets ⁽¹⁾	1,808.16	1,294.37	1,099.64
B.	Restated Monetary assets ⁽²⁾	372.88	382.88	276.98
C.	Monetary assets as a % of net tangible assets (%), as restated	20.62%	29.58%	25.19%
D.	Operating profit, as restated ⁽³⁾	780.68	349.98	283.96
E.	Average operating profit, as restated			471.54
F.	Net Worth, as restated ⁽⁴⁾	1,819.07	1,297.28	1,106.88

(1) **“Net tangible assets”** means the sum of all net assets of the Company excluding intangible assets, right of use assets and lease liabilities.

(2) **“Monetary assets”** means the sum of cash and cash equivalents, bank balance other than cash and cash equivalents excluding deposits with bank held as margin money and earmarked balances.

(3) **“Operating profit”** has been calculated as restated Profit before tax and exceptional items excluding finance cost and other income.

(4) **“Net worth”** is the aggregate value of the paid-up share capital and all reserves created out of the profits, securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.

The average of our restated operating profit for Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023 of our Company was ₹ 471.54 million. For further details, see **“Other Financial Information”** on page 475.

The status of compliance of our Company with the conditions as specified under Regulations 5 and 7(1) of the SEBI ICDR Regulations are as follows:

- Our Company, our Promoters, members of our Promoter Group, our Directors and the persons in control of our Company are not debarred from accessing the capital markets by SEBI;
- Each of the Selling Shareholders, severally and not jointly, are not debarred from accessing the capital markets by SEBI;
- The companies with which our Promoters or our Directors are associated as a promoter or director are not debarred from accessing the capital markets by SEBI;
- None of our Company, our Promoters or our Directors are declared as a Wilful Defaulter or Fraudulent Borrower;
- None of our Promoters or our Directors have been declared as a Fugitive Economic Offender;
- Except RSU's granted pursuant to the RSU Scheme and the CCPS, there are no outstanding convertible securities of our Company or any other rights to convert debentures, loans or other instruments into, or which would entitle any person with any option to receive Equity Shares of our Company as on the date of filing of this Draft Red Herring Prospectus.
- Our Company along with Registrar to the Offer has entered into tripartite agreements dated December 8, 2025 and December 11, 2025 with NSDL and CDSL, respectively, for dematerialisation of the Equity Shares;
- All the Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing of this Draft Red Herring Prospectus; and
- There is no requirement for us to make firm arrangements of finance under Regulation 7(1)(e) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Fresh Issue and existing identifiable accruals

Our Company confirms that it will ensure compliance with the conditions specified in Regulation 7(1) of the SEBI ICDR Regulations, to the extent applicable, and will ensure compliance with the conditions specified in Regulation 7(2) of the SEBI ICDR Regulations, to the extent applicable

Further, in terms of Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Bidders to whom the Equity Shares will be Allotted will be not less than 1,000, failing which the entire application monies shall be refunded forthwith in accordance with the SEBI ICDR Regulations and other applicable laws. In case of delay, if any, in unblocking the ASBA Accounts, within such timeline as prescribed under applicable laws, our Company shall be liable to pay interest on application money in accordance with the applicable laws.

Disclaimer Clause of SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED TO MEAN THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS, BEING ANAND RATHI ADVISORS LIMITED AND SYSTEMATIX CORPORATE SERVICES LIMITED, HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI ICDR REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS AND THE SELLING SHAREHOLDERS ARE RESPONSIBLE ONLY FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY THEM IN THIS DRAFT RED HERRING PROSPECTUS IN RELATION TO THEMSELVES FOR THE RESPECTIVE PORTION OF THE EQUITY SHARES BEING OFFERED BY THEM IN THE OFFER FOR SALE, THE BOOK RUNNING LEAD MANAGERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY AND THE SELLING SHAREHOLDERS DISCHARGE THEIR RESPECTIVE RESPONSIBILITIES ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGERS HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED DECEMBER 29, 2025 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI ICDR REGULATIONS.

THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013, OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGERS, ANY IRREGULARITIES OR LAPSES IN THIS DRAFT RED HERRING PROSPECTUS.

All legal requirements pertaining to the Offer will be complied with at the time of filing of the Red Herring Prospectus with the Registrar of Companies in terms of Section 32 of the Companies Act, 2013. All legal requirements pertaining to the Offer will be complied with at the time of filing of the Prospectus with the Registrar of Companies in terms of sections 26, 32, 33(1) and 33(2) of the Companies Act, 2013.

Disclaimer from our Company, the Selling Shareholders, the Directors and the BRLMs

Our Company, our Directors and the BRLMs accept no responsibility for statements made in relation to our Company or the Offer other than those confirmed by them in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance. The Selling Shareholders accept no responsibility for any statements made other than those specifically made by the Selling Shareholders in relation to themselves and the Offered Shares. Except when specifically directed in this Draft Red Herring Prospectus, anyone placing reliance on any other source of information, including our Company's website,

www.neolitezkw.com, any website of any member of the Promoter Group or affiliates of our Company, would be doing so at their own risk.

The Book Running Lead Managers accept no responsibility, save to the limited extent as provided in the Offer Agreement and as will be provided in the Underwriting Agreement.

All information, to the extent required in relation to the Offer, shall be made available by our Company, the Selling Shareholders (to the extent that the information required pertains to them and their respective Offered Shares) and the BRLMs to the public and investors at large and no selective or additional information would be made available by our Company, the Selling Shareholders and the BRLMs for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at Bidding Centres or elsewhere.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, the BRLMs, the Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Selling Shareholders, the BRLMs, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The BRLMs and their respective associates and affiliates in their capacity as principals or agents may engage in transactions with, and perform services for, our Company, the Selling Shareholders, and their respective directors and officers, affiliates, associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, the Selling Shareholders, and their respective group companies, directors, officers, affiliates, associates or third parties, for which they have received, and may in the future receive, compensation.

Disclaimer in respect of Jurisdiction

The Offer is being made in India to persons resident in India, including Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, as amended, including Indian nationals resident in India, HUFs, companies, other corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, domestic Mutual Funds registered with the SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), Systemically Important NBFCs registered with the RBI or trusts under applicable trust law and who are authorised under their constitution to hold and invest in equity shares, insurance companies registered with the IRDAI, permitted provident funds and pension funds, National Investment Fund, insurance funds set up and managed by the army, navy and air force of the Union of India, insurance funds set up and managed by the Department of Posts, Government of India and to NBFC-SI, Eligible FPIs, AIFs, FVCIs, Eligible NRIs and other eligible foreign investors, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, state industrial development corporations and registered multinational and bilateral development financial institutions.

This Draft Red Herring Prospectus shall not constitute an offer to sell or an invitation to subscribe to or purchase Equity Shares offered hereby in any jurisdiction including India. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform themselves about, and to observe, any such restrictions. Invitations to subscribe to or purchase the Equity Shares in the Offer will be made only pursuant to the Red Herring Prospectus.

The Equity Shares have not been and will not be registered, listed, or otherwise qualified in any other jurisdiction outside India.

Bidders are advised to ensure that any Bid from them should not exceed investment limits or the maximum number of Equity Shares that could be held by them under applicable law.

Any dispute arising out of the Offer will be subject to the jurisdiction of appropriate court(s) in New Delhi, India, 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, except that this Draft Red Herring Prospectus has been filed with the SEBI for its observations.

Accordingly, the Equity Shares represented hereby may not be offered, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor any offer hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company, our Subsidiaries, the Selling Shareholders, our Promoters, members of our Promoter Group since the date of this Draft Red Herring Prospectus or that the information contained herein is correct as at any time subsequent to this date.

No person outside India is eligible to Bid for Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India.

Eligibility and Transfer Restrictions

This Draft Red Herring Prospectus shall not constitute an offer to sell or an invitation to subscribe to or purchase Equity Shares offered in the Offer in any jurisdiction, including India. Invitations to subscribe to or purchase Equity Shares in the Offer shall be made only pursuant to the Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Offer, which comprises the Red Herring Prospectus and the preliminary international wrap for the Offer, if the recipient is outside India. **No person outside India is eligible to Bid for Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India.**

The Equity Shares offered in the Offer 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 in accordance with any applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in 'offshore transactions' in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where such offers and sales are made. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or the maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than in accordance with applicable laws.

Important Information for Investors - Eligibility and Transfer Restrictions

Until the expiry of 40 days after the commencement of the Offer, an offer or sale of the Equity Shares within the United States by a dealer (whether or not it is participating in the Offer) may violate the registration requirements of the U.S. Securities Act, unless made pursuant to available exemptions from the registration requirements of the U.S. Securities Act and in accordance with applicable securities laws of any state or other jurisdiction of the United States.

The Equity Shares have not been recommended by any U.S. federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this Draft Red Herring Prospectus or approved or disapproved the Equity Shares. Any representation to the contrary is a criminal offence in the United States. In making an investment decision, investors must rely on their own examination of our Company and the terms of the Offer, including the merits and risks involved.

Disclaimer Clause of the BSE

As required, a copy of this Draft Red Herring Prospectus shall be submitted to the BSE. The disclaimer clause as intimated by the BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to filing with the RoC.

Disclaimer Clause of the NSE

As required, a copy of this Draft Red Herring Prospectus shall be submitted to the NSE. The disclaimer clause as

intimated by the NSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to filing with the RoC.

Listing

The Equity Shares issued through the Red Herring Prospectus and the Prospectus are proposed to be listed on the BSE and NSE. Applications will be made to the Stock Exchanges for permission to deal in and for an official quotation of the Equity Shares being issued and sold in the Offer. [●] will be the Designated Stock Exchange with which the Basis of Allotment will be finalised.

If the permission to deal in and for an official quotation of the Equity Shares is not granted by the Stock Exchanges, our Company shall forthwith repay, without interest, all monies received from the applicants in pursuance of the Red Herring Prospectus in accordance with applicable law. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of Equity Shares at the Stock Exchanges are taken within such time prescribed by the SEBI. If our Company does not allot Equity Shares pursuant to the Offer within such timeline as prescribed by the SEBI, it shall repay without interest all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period or such other rate prescribed by SEBI.

The Selling Shareholders undertake to provide such reasonable assistance as may be requested by our Company, in relation to the Offered Shares to facilitate the process of listing and commencement of trading of the Equity Shares on the Stock Exchanges within such time prescribed by SEBI. Any expense incurred by our Company on behalf of the Selling Shareholders with regard to interest on such refunds will be reimbursed by the Selling Shareholders in proportion to their respective Offered Shares.

Consents

Consents in writing of (a) each of the Selling Shareholders, our Directors, our Company Secretary and Compliance Officer, the legal counsel to the Company as to Indian Law, the Bankers to our Company, the BRLMs, the Registrar to the Offer, Statutory Auditor, industry report provider, practicing company secretary, independent chartered engineer in their respective capacity have been obtained; and (b) consents in writing from the Syndicate Members, the Escrow Collection Bank(s), the Refund Bank(s), the Public Offer Account Bank(s), the Sponsor Bank(s) and the Monitoring Agency to act in their respective capacities, will be obtained prior to filing of the Red Herring Prospectus with the RoC and filed (as applicable) along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act and such consents that have been obtained have not been withdrawn as of the date of this Draft Red Herring Prospectus.

Experts

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

Our Company has received written consent dated December 23, 2025 from V Sachdeva & Associates, Chartered Accountants to include their name as required under section 26(5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an “expert” as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report, dated December 23, 2025 on our Restated Financial Information and (ii) their report dated December 23, 2025 on the Statement of Special Tax Benefits in this Draft Red Herring Prospectus, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has received written consent dated December 28, 2025, from MRM & Company, Chartered Accountants, to include their name as required under Section 26 of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an “expert” as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as the Independent Chartered Accountant, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under Securities Act.

Our Company has received written consent dated December 27, 2025, from Novetek Consultants Private Limited, Independent Chartered Engineer, (membership number: M-1373778) to include their name as required under section 26 of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring

Prospectus, and as an “expert” as defined under section 2(38) of the Companies Act, to the extent and in their capacity as independent chartered engineer in respect of their certificate dated December 27, 2025 on our Company’s manufacturing capacity and its utilization at our manufacturing units.

Our Company has also received written consent dated December 28, 2025, from RAA & Associates LLP, Practicing Company Secretary (“PCS”), to include their name as required under section 26 of the Companies Act read with the SEBI ICDR Regulations in this Draft Red Herring Prospectus and as an “expert” as defined under Section 2(38) of the Companies Act, to the extent and in their capacity as secretarial expert in respect of their PCS search report dated December 28, 2025 and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has also received written consent dated December 28, 2025, from Goldrush Capital Services Private Limited, (“DPR Agency”), to include their name as required under section 26 of the Companies Act read with the SEBI ICDR Regulations in this Draft Red Herring Prospectus and as an “expert” as defined under Section 2(38) of the Companies Act, to the extent and in their capacity as secretarial expert in respect of their detailed project report dated December 28, 2025 and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

The aforementioned consents have not been withdrawn as on the date of this Draft Red Herring Prospectus.

Particulars regarding capital issues by our Company and listed Group Companies, subsidiary or associate entities during the last three years

- Other than as disclosed in the section “*Capital Structure*” on page 116, our Company has not made any capital issues during the three years preceding the date of this Draft Red Herring Prospectus.
- As on the date of this Draft Red Herring Prospectus, our Company does not have any listed Group Companies or any listed Subsidiary. Our Company does not have any associate companies.

Commission and brokerage paid on previous issues of the Equity Shares in the last five years

Since this is the initial public offer of the Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares in the five years preceding the date of this Draft Red Herring Prospectus.

Stock market data of the Equity Shares

This being the initial public offering of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange as on the date of this Draft Red Herring Prospectus, and accordingly, no stock market data is available for the Equity Shares.

Details of Public or Rights Issues by our Company during the last five years

Our Company has not made public issues or undertaken any rights issue during the last five years.

Performance vis-à-vis Objects

Our Company has not undertaken any public issues or rights issue in the five years preceding the date of this Draft Red Herring Prospectus.

Performance vis-à-vis Objects – Details of Public or Rights Issues by listed subsidiary of our Company

Our Company does not have any listed Subsidiary.

Observations by regulatory authorities

There are no findings or observations pursuant to any inspections by SEBI or any other regulatory authority in India which are material and are required to be disclosed, or the non-disclosure of which may have a bearing on the investment decision of prospective investors in the Offer.

Other confirmations

There is no conflict of interest between the lessors of immovable properties of (who are crucial for the operations of our Company) and our Company, or any of our Promoters, Directors, Group Companies members of Promoter Group, and Key Managerial Personnel.

There is no conflict of interest between the suppliers of raw materials and third party service providers (who are crucial for the operations of our Company) and our Company, or any of our Promoters, Directors, Group Companies members of Promoter Group, and Key Managerial Personnel.

None of the Directors, Promoters or individuals forming part of the Promoter Group of our Company is appearing in the list of directors of struck-off companies.

No material clause of the Articles of Association, as set out in “*Description of Equity Shares and Terms of the Articles of Association Interpretation*” at page 577 that have a bearing on the Offer or the disclosure in this Draft Red Herring Prospectus, has been left out.

There has been no instance of issuance of equity shares in the past by our Company or entities forming part of the Promoter Group to more than 49 or 200 investors in violation of:

- a) Section 67(3) of the Companies Act, 1956; or
- b) Relevant section(s) of the Companies Act, 2013, including Section 42 and the rules notified thereunder; or
- c) The SEBI Regulations; or
- d) The SEBI (Disclosure and Investor Protection) Guidelines, 2000, as applicable.

Price Information of Past Issues Handled by the BRLMs (during the current Financial Year and two Financial Years preceding the current Financial Year)

1. Anand Rathi Advisors Limited

- (i) Price information of past public issues (during the current Financial Year and two Financial Years immediately preceding the current Financial Year) handled by Anand Rathi Advisor Limited:

Sl. No.	Issuer Name	Issue Size (in ₹ million)	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.	Excelsoft Technologies Limited*	5,000.00	120.00	November 26, 2025	135.00	-26.33% [-0.23%]	N.A.	N.A.
2.	Anand Rathi Share & Stock Brokers Limited#	7,450.00	414.00	September 30, 2025	432.00	+24.03% [+5.86%]	+52.00% [+5.82%]	N.A.
3.	Crizac Limited*	8,600.00	245.00	July 09, 2025	280.00	+22.90% [-3.49%]	+15.59 [-2.09%]	N.A.
4.	Unimech Aerospace and Manufacturing Limited*	5,000.00	785.00	December31,2024	1,491.00	+65.87% [-2.06%]	+23.08% [-0.93%]	+67.39% [+7.58%]
5.	Azad Engineering Limited*	7,400.00	524.00	December28, 2023	710.00	+29.06% [-2.36%]	+153.05% [+0.08%]	+269.24% [6.81%]
6.	Suraj Estate Developers Limited#	4,000.00	360.00	December26, 2023	340.00	- 8.56% [+0.06%]	- 23.82% [+3.62%]	+22.03% [+9.61%]

Source: www.bseindia.com; www.nseindia.com for price information and prospectus/basis of allotment for issue details.

*BSE as the designated stock exchange

#NSE as the designated stock exchange

Note:

1. Opening price information as disclosed on the website of the Designated Stock Exchange.
2. Change in closing price over the issue/offer price as disclosed on Designated Stock Exchange.
3. Change in closing price over the closing price as on the listing date, BSE SENSEX and NIFTY 50 is considered as the Benchmark Index as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.
4. In case of reporting dates falling on a trading holiday, values for the trading day immediately preceding the trading holiday have been considered.
5. 30th calendar day has been taken as listing date plus 29 calendar days; 90th calendar day has been taken as listing date plus 89 calendar days.

6. NA means Not Applicable, Period not completed.
7. Suraj Estate Developers Limited's 90 day return is calculated as on March 22, 2024, as March 24, 2024, is a non-working day and 180 day return is calculated as on June 21, 2024 as June 22, 2024 was a non-working day.
8. Azad Engineering Limited's 30 day return is calculated as on January 25, 2024 as January 26, 2024 was a non-working day.
9. Unimech Aerospace and Manufacturing's 90 day return is calculated as on March 28, 2025 as March 30, 2025 is a non-working day and 180 day return is calculated as on June 27, 2025 as June 28, 2025 was a non-working day.
10. Anand Rathi Share & Stock Brokers Limited's 90 day return is calculated as on December 26, 2025 as December 27, 2025 and December 28, 2025 are non-working days.
11. Excelsoft Technologies Limited's 30 day return is calculated as on December 24, 2025 as December 25, 2025 is a non-working day.

- (ii) Summary statement of price information of past public issues (during the current Financial Year and two Financial Year immediately preceding the current Financial Year):

Financial Year	Total No. of IPO's	Total Funds Raised (in ₹ million)	No. of IPOs trading at discount – 30 th calendar days from listing			No. of IPOs trading at premium – 30 th calendar days from listing			No. of IPOs trading at discount – 180 th calendar days from listing			No. of IPOs trading at premium – 180 th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2025-26*	3	21,050.00	-	1	-	-	-	2	-	-	-	-	-	-
2024-25	1	5,000.00	-	-	-	1	-	-	-	-	-	1	-	-
2023-24	2	11,400.00	-	-	1	-	1	-	-	-	-	1	-	1

* The information is as on the date of this Draft Red Herring Prospectus.

The information for each of the financial years is based on issues listed during such financial year.

2. Systematix Corporate Services Limited

- (i) Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Systematix Corporate Services Limited:

Sl. No.	Issue name	Designated Stock Exchange	Issue size (₹ million)	Issue price (₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Jaro Institute of Technology Management and Research Limited	NSE	4,500.00	890.00	Tuesday, 30 September, 2025	890.00	-32.12% [-0.03%]	NA	NA

Sl. No.	Issue name	Designated Stock Exchange	Issue size (₹ million)	Issue price (₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
2.	Vikran Engineering Limited	NSE	7,720.00	97.00	Wednesday, 03 September, 2025	99.00	-0.81% [1.91%]	5.40% [3.41%]	NA
3.	Mangal Electrical Industries Limited	NSE	4,000.00	561.00	Thursday, 28 August, 2025	556.00	-16.67% [-1.50%]	-28.01% [3.41%]	NA
4.	Indogulf Cropsciences Limited	BSE	2,000.00	111.00	Thursday, 03 July, 2025	111.00	-1.26% [-3.52%]	-9.68% [-3.92%]	NA
5.	Exicom Tele-Systems Limited	NSE	4,289.99	142.00	Tuesday, 05 March, 2024	265.00	43.52% [0.28%]	120.63% [0.71%]	171.51% [12.81%]

Notes:

1. % of change in closing price on 30th/ 90th/ 180thcalendar day from listing day is calculated vs issue price. % change in closing benchmark index is calculated based on closing index on listing day vs closing index on 30th/ 90th/180th calendar day from listing day
2. Wherever 30th/ 90th/ 180th calendar day from listing day is a holiday, the closing data of the previous trading day has been considered.
Designated Stock Exchange as disclosed by the respective Issuer at the time of the issue has been considered for disclosing the price information and benchmark index.

(ii) Summary statement of price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Systematix Corporate Services Limited:

Financial Year	Total No. of IPO's	Total Funds Raised (in ₹ million)	No. of IPOs trading at discount – 30 th calendar days from listing			No. of IPOs trading at premium – 30 th calendar days from listing			No. of IPOs trading at discount – 180 th calendar days from listing			No. of IPOs trading at premium – 180 th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2025-26*	4	18,220.00	-	1	3	-	-	-	NA	NA	NA	NA	NA	NA
2024-25	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2023-24	1	4,289.99	-	-	-	1	-	-	-	-	-	1	-	-

* The information is as on the date of this Draft Red Herring Prospectus.

The information for each of the financial years is based on issues listed during such financial year.

Notes: Since 30 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available Data for number of IPOs trading at premium/discount taken at closing price on NSE or BSE on the respective date, depending upon the Designated Stock Exchange.

Track record of past issues handled by the BRLMs

For details regarding the track record of the BRLMs, as specified in the SEBI circular dated January 10, 2012, bearing reference number CIR/MIRSD/1/2012, please refer to the websites of the BRLMs indicated in the table below:

Sl. No.	Name of the BRLM	Website
1.	Anand Rathi Advisors Limited	www.anandrathiib.com
2.	Systematix Corporate Services Limited	www.systematixgroup.in

For further details in relation to the BRLMs, see “*General Information – Book Running Lead Managers*” on page 108.

Stock Market Data of Equity Shares

This being an initial public offer of our Company, the Equity Shares are not listed on any stock exchange as of the date of this Draft Red Herring Prospectus, and accordingly, no stock market data is available for the Equity Shares.

Mechanism for Redressal of Investor Grievances

The Registrar Agreement provides for the retention of records with the Registrar to the Offer for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, or such longer period as may be required under applicable law, to enable the investors to approach the Registrar to the Offer for redressal of their grievances. The Registrar to the Offer shall obtain the required information from the Self Certified Syndicate Banks (“SCSBs”) for addressing any clarifications or grievances of application supported by blocked amount (“ASBA”) Bidders.

Bidders can contact the Company Secretary and Compliance Officer and/or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc. For all Offer related queries and for redressal of complaints, Bidders may also write to the BRLMs, in the manner provided below. Our Company, the Selling Shareholders, the BRLMs and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under the applicable provisions of the SEBI ICDR Regulations.

All offer related grievances (other than from Anchor Investors) in relation to the Bidding process may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder’s DP ID, Client ID, PAN, Unified Payments Interface Identity UPI ID, ASBA Account number in which the amount equivalent to the Bid Amount was blocked or the UPI ID (for UPI Bidders who make the payment of Bid Amount through the UPI Mechanism), date of the submission of Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder. Further, the Bidder shall also enclose a copy of the Acknowledgement Slip or application number duly received from the concerned Designated Intermediary in addition to the information mentioned hereinabove. The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders. For Offer-related grievances, investors may contact the BRLMs, details of which are given in “*General Information –Book Running Lead Managers*” on page 108.

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

In case of any delay in unblocking of amounts in the ASBA Accounts exceeding two Working Days from the Bid / Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher, for the entire duration of delay exceeding two Working Days from the Bid/ Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

In terms of SEBI ICDR Master Circular and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, the investors shall be compensated by the SCSBs in accordance with SEBI ICDR Master Circular in the events of delayed unblock for cancelled/withdrawn/deleted applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for non-allotted/partially allotted applications, for the stipulated period. In an event there is a delay in redressal of the investor grievance in relation to unblocking of amounts, the post-Offer BRLMs shall also compensate the investors at the rate higher of ₹100 or 15% per annum of the Bid Amount for the period of such delay. Further, in terms of SEBI Circular, No. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 (to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations), the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLMs, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

Separately, pursuant to the SEBI circular (No. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M) dated March 16, 2021 issued by the SEBI (to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations), the following compensation mechanism shall be applicable for investor grievances in relation to Bids made through the UPI Mechanism, for public issues opening on or after May 1, 2021 for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled/withdrawn/deleted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the date on which the request for cancellation/withdrawal/deletion is placed on the bidding platform of the Stock Exchanges till the date of actual unblock
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	1. Instantly revoke the blocked funds other than the original Bid Amount; and 2. ₹100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher	From the date on which multiple amounts were blocked till the date of actual unblock
Blocking more amount than the Bid Amount	1. Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount; and 2. ₹100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock
Delayed unblock for non-Allotted/partially Allotted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the Working Day subsequent to the finalisation of the Basis of Allotment till the date of actual unblock

All grievances relating to Bids submitted with Registered Brokers, may be addressed to the Stock Exchanges, with a copy to the Registrar to the Offer.

The Registrar to the Offer shall obtain the required information from the SCSBs and Sponsor Bank(s) for addressing any clarifications or grievances of ASBA Bidders. Our Company, the Book Running Lead Managers and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations. Investors can contact our Company Secretary and Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

Our Company, the Book Running Lead Managers and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations.

Disposal of Investor Grievances by Our Company

Our Company shall, post the filing of this Draft Red Herring Prospectus, apply for the authentication on the SCORES in terms of the SEBI circular no. CIR/OIAE/1/2014 dated December 18, 2014, the SEBI circular no. SEBI/HO/OIAE/IGRD/CIR/P/2019/86 dated August 2, 2019, the SEBI circular no. SEBI/HO/OIAE/IGRD/CIR/P/2021/642 dated October 14, 2021 and the SEBI circular no. SEBI/HO/OIAE/IGRD/P/CIR/2023/0156 dated September 20, 2023 (each to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations), issued by SEBI in relation to redressal of investor grievances through SCORES.

Our Company has also constituted a Stakeholders' Relationship Committee to review and redress shareholder and investor grievances. See "***Our Management – Committees of the Board – Stakeholders' Relationship Committee***" on page 397.

Our Company has appointed Brajesh Kumar Tiwary as the Company Secretary and Compliance Officer for the Offer, and he may be contacted in case of any pre-Offer or post-Offer related problems. For details, see "***General Information***" on page 106.

Our Company has not received any investor grievances during the three years preceding the date of this Draft Red Herring Prospectus and there are no investor complaints pending as of the date of this Draft Red Herring Prospectus.

The Selling Shareholders have authorised the Company Secretary and Compliance Officer of our Company, and the Registrar to the Offer to redress any complaints received from Bidders in respect of the Offer for Sale.

Our Company estimates that the average time required by it or the Registrar to the Offer or the relevant Designated Intermediary for the redressal of routine investor grievances shall be seven days from the date of receipt of the complaint, provided however, in relation to complaints pertaining to blocking/unblocking of funds, investor complaints shall be resolved on the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

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

As on the date of this Draft Red Herring Prospectus, our Company has not sought or obtained any exemption from the SEBI from compliance with any provisions of securities laws including the SEBI ICDR Regulations.

Other confirmations

No person connected with the Offer, except for fees or commission for services rendered in relation to the Offer, shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid

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SECTION VII – OFFER RELATED INFORMATION

TERMS OF THE OFFER

The Equity Shares being issued, offered, Allotted and transferred pursuant to the Offer shall be subject to the provisions of the Companies Act, the SEBI ICDR Regulations, the SCRA, the SCRR, the Memorandum of Association and the Articles of Association, the SEBI Listing Regulations, the terms of the Red Herring Prospectus and the Prospectus, the Abridged Prospectus, the Bid cum Application Form, the Revision Form, the CAN/Allotment Advice and other terms and conditions as may be incorporated in other documents/certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issues of capital, offer for sale and listing and trading of securities, issued from time to time, by SEBI, the GoI, the Stock Exchanges, the RBI, the RoC and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by the SEBI, the GoI, the Stock Exchanges, the RoC and/or any other governmental, statutory or regulatory authorities while granting its approval for the Offer, to the extent and for such time as these continue to be applicable.

The Offer

The Offer comprises a Fresh Issue by our Company and an Offer for Sale by the Selling Shareholders. Expenses for the Offer shall be shared amongst our Company and each of the Selling Shareholders, severally and not jointly, in the manner specified in “*Objects of the Offer – Offer related expenses*” on page 170.

Ranking of Equity Shares

The Equity Shares being offered, Allotted and transferred pursuant to the Offer shall be subject to the provisions of the Companies Act, the SEBI ICDR Regulations, the SEBI Listing Regulations, the SCRA, the SCRR, the Memorandum of Association and the Articles of Association, and will rank pari passu in all respects with the existing Equity Shares of our Company, including in respect of rights to receive dividends and other corporate benefits, if any, declared by our Company after the date of Allotment and transfer in accordance with applicable law. See “*Description of Equity Shares and Terms of the Articles of Association Interpretation*” on page 577.

The Allottees upon Allotment of Equity Shares under the Offer will be entitled to dividend and other corporate benefits, if any, declared by our Company after the date of Allotment.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to the Shareholders, as per the provisions of the Companies Act, the SEBI Listing Regulations, the Memorandum of Association and the Articles of Association, dividend distribution policy of our Company and any guidelines or directives that may be issued by the Government of India in this respect. Any dividends declared, after the date of Allotment (including pursuant to the transfer of Equity Shares in the Offer for Sale) in this Offer, will be payable to the Allottees who have been Allotted Equity Shares in the Offer, for the entire year, in accordance with applicable laws. See “*Dividend Policy*” and “*Description of Equity Shares and Terms of the Articles of Association Interpretation*” on pages 416 and 577, respectively.

Face Value, Offer Price, Floor Price and Price Band

The face value of each Equity Share is ₹ 10 and the Offer Price at the lower end of the Price Band is ₹[●] per Equity Share and at the higher end of the Price Band is ₹ [●] per Equity Share. The Offer Price is ₹[●] per Equity Share. The Anchor Investor Offer Price is ₹ [●] per Equity Share.

The Offer Price, Price Band and the minimum Bid Lot will be decided by our Company, in consultation with the BRLMs, and published by our Company in all editions of [●] (a widely circulated English national daily newspaper) and all editions of [●] (a widely circulated Hindi national daily newspaper, Hindi also being the regional language of Delhi, where our Registered is located) at least two Working Days prior to the Bid/Offer Opening Date, and shall be made available to the Stock Exchanges for the purpose of uploading the same on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price shall be pre-filled in the Bid-cum-Application Forms available at the respective websites of the Stock Exchanges. The Offer Price shall be determined by our Company, in consultation with the BRLMs, after the Bid/Offer Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of the Book Building Process.

At any given point in time there will be only one denomination for the Equity Shares, unless otherwise permitted by law.

Compliance with disclosure and accounting norms

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

Rights of the Equity Shareholder

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the Equity Shareholders will have the following rights:

- right to receive dividends, if declared;
- right to attend general meetings and exercise voting powers, unless prohibited by law;
- right to vote on a poll either in person or by proxy and e-voting, in accordance with the provisions of the Companies Act;
- right to receive offers for rights shares and be allotted bonus shares, if announced;
- right to receive any surplus on liquidation subject to any statutory and preferential claims being satisfied;
- right of free transferability of their Equity Shares, subject to applicable foreign exchange regulations and other applicable law including any RBI rules; and
- such other rights as may be available to a shareholder of a listed public company under the Companies Act, the terms of the SEBI Listing Regulations and our Memorandum of Association, Articles of Association and other applicable laws.

For a detailed description of the main provisions of our Articles of Association relating to voting rights, dividend, forfeiture, lien, transfer, transmission, consolidation and splitting, see “*Description of Equity Shares and Terms of the Articles of Association Interpretation*” on page 577.

Allotment of Equity Shares only in Dematerialised Form

Pursuant to Section 29 of the Companies Act, 2013 and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialized form. Bidders will not have the option of Allotment of the Equity Shares in physical form. As per the SEBI ICDR Regulations and the SEBI Listing Regulations the trading of the Equity Shares shall only be in dematerialized form on the Stock Exchanges.

In this context, two agreements have been entered into amongst our Company, the respective Depositories and the Registrar to the Offer:

- Tripartite agreement dated December 8, 2025 by and amongst NSDL, our Company and the Registrar to the Offer; and
- Tripartite agreement dated December 11, 2025 by and amongst CDSL, our Company and Registrar to the Offer.

Market Lot and Trading Lot

Since trading of the Equity Shares is in dematerialized form, the tradable lot is one Equity Share. Allotment in the Offer will be only in electronic form in multiples of [●] Equity Share, subject to a minimum Allotment of [●] equity shares of face value ₹ 10 each in accordance with SEBI ICDR Regulations. The Allotment to Non-Institutional Investors shall not be less than the minimum Non-Institutional application size. For the method of Basis of Allotment, see “*Offer Procedure*” on page 550.

Jurisdiction

Exclusive jurisdiction for the purposes of the Offer is with the competent courts/authorities in New Delhi, India.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold (i) within the United States only to persons reasonably believed to be “qualified institutional buyers” (as defined in Rule 144A under the U.S. Securities Act and referred to in this Draft Red Herring Prospectus as “U.S. QIBs”, for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as “QIBs”) in transactions exempt from the registration requirements of the U.S. Securities Act, and (ii) outside the United States in “offshore transactions” as defined in and in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where those offers and sales are made.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Joint Holders

Subject to the provisions of the Articles of Association, where two or more persons are registered as the holders of the Equity Shares, they will be deemed to hold such Equity Shares as joint tenants with benefits of survivorship.

Nomination Facility to Bidders

In accordance with Section 72 of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules, 2014, as amended, the sole Bidder, or the First Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale, transfer or alienation of Equity Share(s) by the person nominating. nomination may be cancelled or varied by nominating any other person in place of the present nominee by the holder of the Equity Shares who has made the nomination by giving a notice of such cancellation. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or to the Registrar and Transfer Agents of our Company.

Further, any person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013, as amended, will, on the production of such evidence as may be required by our Board, elect either:

- (a) to register himself or herself as holder of Equity Shares; or
- (b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, our Board may thereafter withhold payment of all dividend, interests, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialized form, there is no need to make a separate nomination with our Company. Nominations registered with the respective Depository Participant of the Bidder will prevail. If Bidders want to change their nomination, they are advised to inform their respective Depository Participants.

Period of operation of subscription list- Bid/Offer Period

BID/OFFER OPENS ON*	[●]
BID/OFFER CLOSES ON***#	[●]

* Our Company, in consultation with the BRLMs, may consider allocation of up to 60% of the QIB Portion to Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date in accordance with the SEBI ICDR Regulations.

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

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

An indicative timetable in respect of the Offer is set out below:

EVENT	INDICATIVE DATE
Bid/Offer Closing Date	[●]
Finalisation Of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Initiation of Refunds for Anchor Investors/Unblocking of Funds from ASBA Account*	On or about [●]
Credit of Equity Shares to demat accounts of Allottees	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchange	On or about [●]

** In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Offer Closing Date for cancelled/withdrawn/deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/withdrawal/deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/partially allotted Bids, exceeding four Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding four Working Days from the Bid/Offer Closing Date by the SCSB responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidder shall be compensated in the manner specified in the SEBI Master Circular and SEBI RTA Master Circular, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs, to the extent applicable and any other applicable law in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.*

The processing fees for applications made by UPI Bidders may be released to the SCSBs only after such banks provide a written confirmation, in a format as prescribed by SEBI, from time to time, including in compliance with the SEBI RTA Master Circular and the SEBI ICDR Master Circular, and such payment of processing fees to the SCSBs shall be made in compliance with circulars prescribed by SEBI and applicable law. RIIs and individual investors Bidding under the Non-Institutional Portion Bidding for more than ₹0.20 million and up to ₹0.50 million, using the UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

The above timetable, other than the Bid/Offer Closing Date, is indicative and does not constitute any obligation on our Company or the Selling Shareholders or the BRLMs.

Any circular or notifications from SEBI after the date of this Draft Red Herring Prospectus may result in changes to the abovementioned timelines. Further, the offer procedure is subject to change to any revised circulars issued by SEBI to this effect.

While our Company shall ensure that all steps for the completion of the necessary formalities for the listing and commencement of trading of the Equity Shares on the Stock Exchanges are taken within three Working Days from the Bid/Offer Closing Date, as may be prescribed by the SEBI, the timetable may be extended due to various factors, such as extension of the Bid/Offer Period by our Company, in consultation with the BRLMs, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. Each of the Selling Shareholders, severally and not jointly, confirm that he/she shall extend such reasonable support and co-operation as may be reasonably requested by our Company and/or the BRLMs, in relation to the respective portion of the Offered Shares, to facilitate the process of listing and commencement of trading of the Equity Shares at the Stock Exchanges within three Working Days from the Bid/Offer Closing Date, as may be prescribed by the SEBI.

SEBI vide circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 (to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations) has reduced the post issue timeline for initial

public offerings. The revised timeline of T+3 days has been made applicable in two phases, i.e., voluntary for all public issues opening on or after September 1, 2023, and mandatory on or after December 1, 2023. Accordingly, the Offer will be made under UPI Phase III on mandatory T+3 days listing basis, subject to the timing of the Offer and any circulars, clarification or notification issued by the SEBI from time to time, including with respect to SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023.

In terms of the UPI Circulars, in relation to the Offer, the BRLMs will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within such time as prescribed by the SEBI, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Submission of Bids (other than Bids from Anchor Investors):

Bid/Offer Period (except the Bid/Offer Closing Date)	
Submission and revision in Bids	Only between 10.00 a.m. and 5.00 p.m. IST
Bid/Offer Closing Date[#]	
Submission of electronic applications (Online ASBA through 3-in-1 accounts) – For RIIs and Eligible Employees Bidding in the Employee Reservation other than QIBs and Non-Institutional Investors	Only between 10.00 a.m. and up to 5.00 p.m. IST
Submission of electronic applications (Bank ASBA through Online channels like Internet Banking, Mobile Banking and Syndicate UPI ASBA applications) through UPI as a payment mechanism where Bid Amount is up to ₹0.50 million)	Only between 10.00 a.m. and up to 4.00 p.m. IST
Submission of electronic applications (Syndicate Non-Retail, Non-Individual Applications of QIBs and NIIs)	Only between 10.00 a.m. and up to 3.00 p.m. IST
Submission of physical applications (Bank ASBA)	Only between 10.00 a.m. and up to 1.00 p.m. IST
Submission of physical applications (Syndicate Non-Retail, Non-Individual Applications where Bid Amount is more than ₹0.50 million)	Only between 10.00 a.m. and up to 12.00 p.m. IST
Modification of Bids	
Upward Revision of Bids by QIBs and Non-Institutional Investors categories*	Only between 10.00 a.m. on the Bid/Offer Opening Date and up to 4.00 p.m. IST on Bid/Offer Closing Date
Upward or downward Revision of Bids or cancellation of Bids RIIs and Eligible Employees Bidding in the Employee Reservation Portion	Only between 10.00 a.m. on the Bid/Offer Opening Date and up to 5.00 p.m. IST on Bid/Offer Closing Date

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

*QIBs and Non-Institutional Investors can neither revise their bids downwards nor cancel/ withdraw their Bids.

The Registrar to the Offer shall submit the details of cancelled/withdrawn/deleted applications to the SCSB's on daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date till the Bid/Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSB's shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the Book Running Lead Managers and the RTA on a daily basis, as per the format prescribed in SEBI ICDR Master Circular. To avoid duplication, the facility of re-initiation provided to Syndicate Members shall preferably be allowed only once per bid/batch and as deemed fit by the Stock Exchanges, after closure of the time for uploading Bids. It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

On the Bid/Offer Closing Date, the Bids shall be uploaded until:

- (i) 4:00 p.m. IST in case of Bids by QIBs and Non-Institutional Investors, and
- (ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by Retail Individual Investors and Eligible Employees Bidding in the Employee Reservation Portion.

On Bid/Offer Closing Date, extension of time will be granted by Stock Exchanges only for uploading Bids received by Retail Individual Investors and Eligible Employees Bidding in the Employee Reservation Portion after taking into

account the total number of Bids received up to closure of timings for acceptance of Bid cum Application Forms as stated herein and as reported by the BRLMs to the Stock Exchanges.

The Registrar to the Offer shall submit the details of cancelled/withdrawn/deleted applications to the SCSBs on a daily basis within 60 minutes of the bid closure time from the Bid/Offer Opening Date till the Bid/Offer Closing Date by obtaining such information from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day.

To avoid duplication, the facility of re-initiation provided to Syndicate Members shall preferably be allowed only once per bid/batch and as deemed fit by the Stock Exchanges, after closure of the time for uploading Bids as per the format prescribed in SEBI master circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024.

It is clarified that Bids shall be processed only after the application monies are blocked in the ASBA Account and Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Offer Closing Date and, in any case, no later than 3.00 p.m. (Indian Standard Time) on the Bid/Offer Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Offer Closing Date, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Offer. Bids and any revision in Bids will be accepted only during Working Days during the Bid/Offer Period.

Bidders may please note that as per letter no. List/SMD/SM/2006 dated July 3, 2006 and letter no. NSE/IPO/25101-6 dated July 6, 2006 issued by BSE and NSE, respectively, Bids and any revision in Bids shall not be accepted on Saturdays and public holidays as declared by the Stock Exchanges. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges. Bids will be accepted on the Stock Exchange platform only during Working Days, during the Bid/Offer Period and revisions shall not be accepted on Saturdays and public holidays. Neither our Company, nor the Selling Shareholders, nor any member of the Syndicate is liable for any failure in uploading or downloading the Bids due to faults in any software / hardware system or otherwise; or blocking of application amount by SCSBs on receipt of instructions from the Sponsor Banks due to any errors, omissions, or otherwise non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in the UPI Mechanism.

Our Company, in consultation with the BRLMs, reserves the right to revise the Price Band during the Bid/Offer Period in accordance with the SEBI ICDR Regulations. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price may move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly, but the Floor Price shall not be less than the face value of the Equity Shares. In all circumstances, the Cap Price shall be at least 105% of the Floor Price and less than or equal to 120% of the Floor Price.

In case of any revision to the Price Band, the Bid/Offer Period will be extended by at least one additional Working Day following such revision of the Price Band, subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company, in consultation with the Book Running Lead Managers may, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of one Working Day, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the respective websites of the BRLMs and at the terminals of the Syndicate Members and by intimation to the Designated Intermediaries and the Sponsor Bank(s), as applicable. In case of revision of Price Band, the Bid lot shall remain the same.

In case of discrepancy in data entered in the electronic book vis-vis data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

Employee Discount

Employee Discount, if any, will be offered to Eligible Employees bidding in the Employee Reservation Portion, and, at the time of making a Bid. Eligible Employees bidding in the Employee Reservation Portion at a price within the Price Band can make payment based on Bid Amount net of Employee Discount, if any, at the time of making a Bid. Eligible Employees bidding in the Employee Reservation Portion at the Cut-Off Price have to ensure payment at the

Cap Price, less Employee Discount, at the time of making a Bid. In case of any revision in the Price Band, the Bid/ Offer Period shall be extended for at least three additional Working Days after such revision of the Price Band, subject to the total Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band, and the revised Bid/ Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges by issuing a public notice and also by indicating the change on the websites of the BRLMs and at the terminals of the members of the Syndicate. 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 Bid file received from the Stock Exchanges may be taken as the final data for the purpose of Allotment.

Minimum Subscription

If, as prescribed, our Company does not receive (i) the minimum subscription of 90% of the Fresh Issue; and (ii) minimum subscription in the Offer as specified under Rule 19(2)(b) of the SCRR, including devolvement of Underwriters, if any, in accordance with the applicable law, or if the subscription level falls below the thresholds mentioned above after the Bid/Offer Closing Date, on account of withdrawal of applications or after technical rejections, or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares being issued or offered under the Red Herring Prospectus, the Selling Shareholders, to the extent applicable, and our Company shall forthwith refund the entire subscription amount received in accordance with applicable law including the SEBI ICDR Master Circular.

If there is a delay beyond the prescribed time, our Company, to the extent applicable, shall pay interest prescribed under the Companies Act, 2013, the SEBI ICDR Regulations and other applicable law, including the SEBI ICDR Master Circular. Regulations and other applicable law, including the SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 (to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations). Subject to applicable law, the Selling Shareholders shall not be responsible to pay interest for any delay, unless such delay is solely and directly attributable to an act or omission of the Selling Shareholders, in which case such liability shall be on a several and not joint basis and shall be to the extent of the Offered Shares.

The requirement for minimum subscription is not applicable to the Offer for Sale. In case of under-subscription in the Offer, the Equity Shares in the Fresh Issue will be issued prior to the sale of Equity Shares in the Offer for Sale. If there is a delay beyond the prescribed period, our Company becomes liable to pay the amount, our Company and our Directors, who are officers in default, shall pay interest at the rate of 15% per annum. In the event of an undersubscription in the Offer, the Equity Shares up to 100% of the Fresh Issue will be issued prior to the sale of Equity Shares in the Offer for Sale and all the Equity Shares offered by the Selling Shareholders in the Offer for Sale will be Allotted post the issuance of 100% of the Equity Shares in Fresh Issue.

In the event of an undersubscription in the Offer, the Equity Shares will be Allotted in the following order:

- i. such number of Equity Shares will first be Allotted by our Company such that 90% of the Fresh Issue portion is subscribed;
- ii. upon (i), all the Equity Shares held by the Selling Shareholders and offered for sale in the Offer for Sale will be Allotted (in proportion to the Offered Shares being offered by the Selling Shareholders to the aggregate Offered Shares in the Offer for Sale); and
- iii. once Equity Shares have been Allotted as per (i) and (ii) above, such number of Equity Shares will be Allotted by our Company towards the balance 10% of the Fresh Issue portion.

In accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be Allotted shall not be less than 1,000, failing which the entire application monies shall be refunded forthwith in accordance with SEBI ICDR Regulations and other applicable laws. In case of delay, if any, in refund within such timelines as prescribed under applicable laws, our Company shall be liable to pay interest on the application money in accordance with applicable laws.

In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, our Company and the Selling Shareholders shall be liable to pay interest on the application money in accordance with applicable laws.

Arrangements for Disposal of Odd Lots

Since the Equity Shares will be treated in dematerialised form only, and the market lot for the Equity Shares will be one Equity Share, there are no arrangements for disposal of odd lots.

New Financial Instruments

Our Company is not issuing any new financial instruments through this Offer.

Restrictions, if any on Transfer and Transmission of Equity Shares

Except for lock-in of pre-Offer equity shareholding of our Company, lock-in of our Promoters' contribution and Anchor Investor lock-in, as detailed in "*Capital Structure*" on page 116 and as provided in our Articles as detailed in "*Description of Equity Shares and Terms of the Articles of Association Interpretation*" on page 577, there are no restrictions on transfers and transmission of shares/debentures and on their consolidation or splitting.

Withdrawal of the Offer

The Offer shall be withdrawn in the event the requirement of the minimum subscription as prescribed under Regulation 45 of the SEBI ICDR Regulations is not fulfilled. Our Company, in consultation with the BRLMs, reserve the right not to proceed with the Fresh Issue and the Selling Shareholders, reserve the right not to proceed with the Offer for Sale, in whole or in part thereof, to the extent of respective portion of the Offered shares, after the Bid/Offer Opening Date but before the Allotment. In such an event, our Company with the BRLMs, decides not to proceed with the Offer, our Company, our Company would issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. The BRLMs, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Bank(s), in case of UPI Bidders, to unblock the bank accounts of the ASBA Bidders and the BRLMs shall notify the Escrow Collection Bank to release the Bid Amounts to the Anchor Investors, within one Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed simultaneously.

Notwithstanding the foregoing, the Offer is also subject to obtaining the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment and within such time period as prescribed under Applicable Law and also inform the Bankers to the Offer to process refunds to the Anchor Investors, as the case may be. If our Company and the Selling Shareholders withdraw the Offer, including after the Bid/Offer Closing Date and thereafter it is determined that the Company will proceed with an issue or offer for sale of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI and the Stock Exchanges. The notice of withdrawal will be issued in the same newspapers where the pre-Offer advertisements have appeared, and the Stock Exchanges will also be informed promptly.

Option to receive Equity Shares in Dematerialized Form

Allotment of Equity Shares to successful Bidders will only be in the dematerialized form. Bidders will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only in the dematerialized segment of the Stock Exchanges. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.

OFFER STRUCTURE

The Offer is of up to [●] Equity Shares of face value of ₹ 10 each for cash at a price of ₹ [●] per Equity Share (including a securities premium of ₹[●] per Equity Share) aggregating up to ₹ 6,000.00 million comprising a Fresh Issue of [●] equity shares of face value ₹ 10 each, aggregating up to ₹ 4,000.00 million by our Company and an Offer of Sale up to [●] equity shares of face value of ₹ 10 each, aggregating up to ₹ 2,000.00 million by the Selling Shareholders. The employee reservation portion shall not exceed 5% of our post-offer paid-up Equity Share capital.

The Offer comprises a Net Offer of up to [●] Equity Shares of face value of ₹ 10 each and the Employee Reservation Portion of up to [●]* Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million.

The Offer and Net Offer shall constitute [●]% and [●]%, respectively, of the post-Offer paid-up Equity Share capital of our Company.

Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of Specified Securities, as may be permitted under the applicable law, aggregating up to ₹ 750.00 million, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20.00% of the size of the Fresh Issue. The utilisation of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the Objects in compliance with applicable law. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or that the Offer may be successful and will result in the listing of the Equity Shares on the Stock Exchanges. Our Company shall report any Pre-IPO Placement to the Stock Exchanges within 24 hours of such Pre-IPO Placement (in part or in entirety). Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.

In terms of Rule 19(2)(b) of the SCRR, the Offer is being made through the Book Building Process, in compliance with Regulation 6(1) and 31 of the SEBI ICDR Regulations.

**A discount on the Offer Price (equivalent of ₹ [●] per Equity Share) may be offered to Eligible Employees bidding in the Employee Reservation Portion in accordance with the SEBI ICDR Regulations and details of which will be announced at least two Working Days prior to the Bid / Offer Opening Date.*

Particulars	QIBs ⁽¹⁾	Non-Institutional Investors	Retail Individual Investors	Eligible Employees ⁽⁵⁾
Number of Equity Shares available for Allotment or allocation ^{*(2)}	Not more than [●] Equity Shares of face value ₹ 10 each aggregating up to ₹ [●] million.	Not less than [●] Equity Shares of face value ₹ 10 each aggregating up to ₹ [●] million.	Not less than [●] Equity Shares of face value ₹ 10 each aggregating up to ₹ [●] million.	Up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million
Percentage of Offer Size available for Allotment or allocation	Not more than 50% of the Offer shall be available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion (excluding the Anchor Investor Portion). The	Not less than 15% of the Offer less allocation to QIB Bidders and Retail Individual Investors will be available for allocation.	Not less than 35% of the Offer less allocation to QIB Bidders and Non-Institutional Investors will be available for allocation.	The Employee Reservation Portion shall constitute up to [●] % of the post-Offer paid-up Equity Share capital of our Company.

Particulars	QIBs ⁽¹⁾	Non-Institutional Investors	Retail Individual Investors	Eligible Employees ⁽⁵⁾
	unsubscribed portion in the Mutual Fund Portion will be available for allocation to other QIBs in the net QIB portion.			
Basis of Allotment if respective category is oversubscribed*	Proportionate as follows (excluding the Anchor Investor Portion): a) up to [●] Equity Shares of face value ₹ 10 each shall be available for allocation on a proportionate basis to Mutual Funds only; b) up to [●] Equity Shares of face value ₹ 10 each shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above; and c) up to [●] Equity Shares of face value ₹ 10 each may be allocated on a discretionary basis to Anchor Investors of which 40% shall be reserved in the following manner (i) 33.33% shall be reserved for domestic Mutual Funds; and (ii) 6.67% shall be reserved for Life Insurance Companies and Pension Funds, as applicable, at or above the Anchor Investor Allocation Price. Any under-subscription in the reserved category specified in clause (ii) above, may be allocated to domestic Mutual Funds, in	The allotment of Specified Securities to each Non-Institutional Investor shall not be less than the minimum application size, subject to availability in the Non-Institutional Category, and the remainder, if any, shall be allotted on a proportionate basis, subject to: (a) One-third of the portion available to Non-Institutional Investors will be available for allocation to Bidders with an application size of more than ₹0.20 million and up to ₹1.00 million; and (b) two-thirds of the portion available to Non-Institutional Investors will be available for allocation to Bidders with an application size of more than ₹1.00 million, provided that the undersubscription in either of these two subcategories of the Non-Institutional Investors may be allocated to Bidders in the other subcategory of the Non-Institutional Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.	The allotment to each RII shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be Allotted on a proportionate basis. See “Offer Procedure” on page 550.	Proportionate; unless the Employee Reservation Portion is undersubscribed, the value of allocation to an Eligible Employee shall not exceed ₹0.20 million (net of Employee Discount, if any). In the event of undersubscription in the Employee Reservation Portion, the unsubscribed portion may be allocated, on a proportionate basis, to Eligible Employees for a value exceeding ₹0.20 million (net of Employee Discount, if any) subject to total Allotment to an Eligible Employee not exceeding ₹0.50 million (net of Employee Discount, if any).

Particulars	QIBs ⁽¹⁾	Non-Institutional Investors	Retail Individual Investors	Eligible Employees ⁽⁵⁾
	accordance with the SEBI ICDR Regulations.	The allotment to each Non-Institutional Investor shall not be less than the minimum application size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations		
Mode of Bid [^]	ASBA only (excluding the UPI Mechanism) except for Anchor Investors	ASBA only (including the UPI Mechanism for Bids up to ₹ 0.50 million)	ASBA only (including the UPI Mechanism)	ASBA only (including the UPI Mechanism)
Minimum Bid	Such number of Equity Shares in multiples of [●] Equity Shares of ₹ [●] each such that the Bid Amount exceeds ₹0.20 million and in multiples of [●] Equity Shares thereafter	Such number of Equity Shares in multiples of [●] Equity Shares of face value ₹ 10 each such that the Bid Amount exceeds ₹0.20 million and in multiples of [●] Equity Shares of face value ₹ 10 each thereafter	[●] Equity Shares of face value ₹ 10 each and in multiples of [●] Equity Shares of face value ₹ 10 each thereafter	[●] Equity Shares of face value of ₹ 10 each and in multiples of [●] Equity Shares
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares of face value ₹ 10 each not exceeding the size of the Offer (excluding the Anchor Portion), subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares of face value ₹ 10 each not exceeding the size of the Offer, (excluding the QIB Portion) subject to limits applicable to the Bidder	Such number of Equity Shares in multiples of [●] Equity Shares of face value ₹ 10 each so that the Bid Amount does not exceed ₹0.20 million	Such number of Equity Shares of face value of ₹ 10 each and in multiples of [●] Equity Shares so that the maximum Bid Amount by each Eligible Employee in this portion does not exceed ₹ 0.50 million, less Employee Discount, if any
Mode of Allotment	Compulsorily in dematerialised form			
Bid Lot	[●] Equity Shares of face value ₹ 10 each and in multiples of [●] Equity Shares of face value ₹ 10 each thereafter			
Allotment Lot	[●] Equity Shares of face value ₹ 10 each and in multiples of one Equity Share of face value ₹ 10 each thereafter			
Trading Lot	One Equity Share on face value 10 each			
Who can apply ⁽³⁾	Public financial institutions (as specified in Section 2(72) of the Companies Act), scheduled commercial banks, multilateral and bilateral development financial institutions, Mutual Funds, FPIs other than individuals,	Resident Indian individuals, Eligible NRIs, HUFs (in the name of the <i>karta</i>), companies, corporate bodies, scientific institutions, societies, and trusts and any individuals, corporate bodies and family	Resident Indian individuals, Eligible NRIs and HUFs (in the name of the <i>karta</i>) applying for Equity Shares such that the Bid amount does not	Eligible Employees

Particulars	QIBs ⁽¹⁾	Non-Institutional Investors	Retail Individual Investors	Eligible Employees ⁽⁵⁾
	corporate bodies and family offices, VCFs, AIFs, FVCIs, state industrial development corporation, insurance company registered with IRDAI, provident funds with minimum corpus of ₹ 250.00 million, pension funds with minimum corpus of ₹ 250.00 million registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, National Investment Fund set up by the GoI, through resolution F. No.2/3/2005-DD-II dated November 23, 2005, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, NBFC-SI and Accredited Investors for the limited purpose of their investment in Angel Funds registered with the Board under the SEBI AIF Regulations.	offices which are re-categorised as category II FPI (as defined in the SEBI FPI Regulations) and registered with SEBI.	exceed ₹0.20 million in value.	
Terms of Payment	In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids⁽⁴⁾ In case of all other Bidders: Full Bid Amount shall be blocked by the SCSBs in the bank account of the Bidders, or by the Sponsor Bank(s) through the UPI Mechanism (other than Anchor Investors) that is specified in the Bid cum Application Form at the time of the submission of the Bid cum Application Form.			

* Assuming full subscription in the Offer.

^ Anchor Investors are not permitted to use the ASBA process. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, has mandated that ASBA applications in Public Issues shall be processed only after the application monies are blocked in the bank accounts of the investors. Accordingly, Stock Exchanges shall, for all categories of investors viz. QIBs, NIIs and RIIs and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.

⁽¹⁾ Our Company, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Offer Price, on a discretionary basis, subject to there being (i) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion up to ₹ 2,500.00 million under the Anchor Investor Portion, subject to a minimum Allotment of ₹ 50.00 million per Anchor Investor; and (ii) in case of allocation above ₹ 2,500.00 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹ 2,500.00 million,

and an additional 15 Anchor Investors for every additional ₹ 2,500.00 million or part thereof will be permitted, subject to minimum allotment of ₹ 50.00 million per Anchor Investor. An Anchor Investor will make a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹100.00 million. Out of 40.00% portion of Anchor Investor Portion, 33.33% shall be reserved for domestic Mutual Funds, and 6.67% shall be reserved for Life Insurance Companies and Pension Funds subject to valid Bids being received from domestic Mutual Funds, Life Insurance Companies and Pension Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the category reserved for Life Insurance Companies and Pension Funds, the unallocated portion may be allocated to domestic Mutual Funds.

- ⁽²⁾ Subject to valid Bids being received at or above the Offer Price. This Offer is being made in accordance with Rule 19(2)(b) of the SCRR and Regulation 6(1) of the SEBI ICDR Regulations. Further, not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Offer shall be available for allocation to RIs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price
- ⁽³⁾ In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The relevant Bidders should ensure that the depository account is also held in the same joint names and are in the same sequence in which they appear in the Bid cum Application Form. The signature of only such First Bidder would be required in the Bid cum Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders.
- ⁽⁴⁾ Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Offer Price shall be payable by the Anchor Investor Pay-in Date as indicated in the CAN.
- ⁽⁵⁾ Eligible Employees Eligible Bidding in the Employee Reservation Portion can Bid up to a Bid Amount of ₹ 0.50 million (net of Employee Discount, if any). However, a Bid by an Eligible Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid Amount of up to ₹ 0.20 million (net of Employee Discount, if any). In the event of under-subscription in the Employee Reservation Portion the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 0.20 million (net of Employee Discount, if any), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹ 0.50 million (net of Employee Discount, if any). Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Net Offer and such Bids will not be treated as multiple Bids subject to applicable limits. The undersubscribed portion, if any, in the Employee Reservation Portion shall be added back to the Net Offer. In case of undersubscription in the Net Offer, spill-over to the extent of such under-subscription shall be permitted from the Employee Reservation Portion.

The Bids by FPIs with certain structures as described under **“Offer Procedure Bids by Foreign Portfolio Investors”** on page 558 and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholder, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. For further details, see **“Terms of the Offer”** on page 537.

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 Bid file received from the Stock Exchanges may be taken as the final data for the purpose of Allotment.

Eligible Employees bidding in the Employee Reservation Portion at a price within the Price Band can make payment based on, Bid Amount net of Employee Discount, if any, at the time of making a Bid. Eligible Employees bidding in the Employee Reservation Portion at the Cut-off Price have to ensure payment at the Cap Price, less Employee Discount, if any, at the time of making a Bid.

OFFER PROCEDURE

All Bidders should read the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 issued by the SEBI and the UPI Circulars (the “**General Information Document**”) which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 2013 the SEBI ICDR Regulations, the SCRA and the SCRR. The General Information Document is available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer, especially in relation to the process for Bids by UPI Bidders through the UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section.

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of CAN and Allotment in the Offer; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) Designated Date; (viii) disposal of applications; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.

SEBI through the UPI Circulars has proposed to introduce an alternate payment mechanism using Unified Payments Interface (“**UPI**”) and consequent reduction in timelines for listing in a phased manner. UPI has been introduced in a phased manner as a payment mechanism with the ASBA for applications by Retail Individual Investors through intermediaries from January 1, 2019. The UPI Mechanism for Retail Individual Investors applying through Designated Intermediaries, in phase I, was effective along with the prior process and existing timeline of T+6 days (“**UPI Phase I**”), until June 30, 2019.

With effect from July 1, 2019, pursuant to SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, read with circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019, for applications by Retail Individual Investors through Designated Intermediaries, the process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds was discontinued and only the UPI Mechanism with the timeline of T+6 days was made applicable for a period of three months or launch of five main board public issues, whichever was later (“**UPI Phase II**”). Further, as per the SEBI circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019. Subsequently, however, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, had extended the timeline for implementation of UPI Phase II until further notice.

The final reduced timeline of T+3 days for the UPI Mechanism for applications by UPI Bidders (“**UPI Phase III**”) and modalities of the implementation of UPI Phase III was notified by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 and made effective on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023. Accordingly, the Offer will be undertaken pursuant to the processes and procedures under UPI Phase III on mandatory basis, subject to any circulars, clarification or notification issued by the SEBI pursuant to the circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, issued by SEBI.

Further, the SEBI pursuant to circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, and the master circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023, has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances.

Subsequently, SEBI vide the SEBI RTA Master Circular, consolidated and rescinded the aforementioned circulars to the extent relevant for RTAs. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings whose application sizes are up to ₹0.50 million shall use the UPI Mechanism. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, and SEBI ICDR Master Circular, applications made using the ASBA facility in initial public offerings shall be processed only after application monies are blocked in the bank accounts of Bidders (all categories). These circulars are effective to the extent not rescinded by the SEBI RTA Master Circular and SEBI ICDR Master Circular for initial public offers opening on/or after May 1, 2021 (to the extent not rescinded by the SEBI ICDR Master Circular and SEBI RTA Master Circular), and the provisions of these circulars, as amended, are deemed to form part of this Draft Red Herring Prospectus.

The BRLMs shall be the nodal entity for any issues arising out of public issuance process. In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI RTA Master Circular

shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and the BRLMs shall continue to coordinate with intermediaries involved in the said process.

Our Company, the Selling Shareholder, the BRLMs and the members of the Syndicate do not accept any responsibility or the completeness and accuracy of the information stated in this section and the General Information Document and are not liable for any amendment, modification or change in the applicable law which may occur or become applicable after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus.

Our Company, the Selling Shareholders and the BRLMs are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Offer.

*SEBI vide its circular no. SEBI/HO/CFD/CFD-TPD-1/P/CIR/2024/5 dated May 24, 2024 (“**AV Circular**”) has introduced the disclosure of audiovisual presentation of disclosures made in Offer Documents. Pursuant to the AV Circular, investors are advised not to rely on any other document, content or information provided in respect to the public issue on the internet/online websites/social media platforms/micro-blogging platforms by influencers. Further, investors are advised to rely only on the information contained in the Offer Documents and the pre-Offer and Price Band advertisement for making investment decision.*

Pursuant to circular no. NSDL/CIR/II/28/2023 dated August 8, 2023, issued by NSDL and circular no. CDSL/OPS/RTA/POLCY/2023/161 dated August 8, 2023, issued by CDSL, our Company may request the Depositories to suspend/ freeze the ISIN in depository system till listing/ trading effective date. Pursuant to the aforementioned circulars, our Company may request the Depositories to suspend/ freeze the ISIN in depository system from or around the date of the Red Herring Prospectus till the listing and commencement of trading of our Equity Shares. The shareholders who intend to transfer the pre-Offer shares may request our Company and/ or the Registrar for facilitating transfer of shares under suspended/ frozen ISIN by submitting requisite documents to our Company and/ or the Registrar. Our Company and/ or the Registrar would then send the requisite documents along with applicable stamp duty and corporate action charges to the respective depository to execute the transfer of shares under suspended ISIN through corporate action. The transfer request shall be accepted by the Depositories from our Company till one day prior to Bid/ Offer Opening Date.

Book Building Procedure

The Offer is being made in terms of Rule 19(2)(b) of the SCRR, read with Regulation 31 of the SEBI ICDR Regulations, through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations wherein in terms of Regulation 32(1) of the SEBI ICDR Regulations, not more than 50% of the Offer shall be available for allocation to QIBs on a proportionate basis, provided that our Company, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Allocation Price on a discretionary basis in accordance with the SEBI ICDR Regulations, of which 40% shall be reserved in the following manner (i) 33.33% shall be reserved for domestic Mutual Funds; and (ii) 6.67% shall be reserved for Life Insurance Companies and Pension Funds, subject to valid Bids being received from domestic Mutual Funds, Life Insurance Companies and Pension Funds, as applicable, at or above the Anchor Investor Allocation Price. Any under-subscription in the reserved category specified in clause (ii) above, may be allocated to domestic Mutual Funds, in accordance with the SEBI ICDR Regulations. Any under-subscription in the Life Insurance Companies and Pension Funds category specified may be allocated to Domestic Mutual Funds. In the event of under-subscription, or non-allotment in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, subject to availability of Equity Shares in the respective categories, not less than 15% of the Offer shall be available for allocation to Non-Institutional Investors of which one-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹0.20 Million and up to ₹1.00 Million and two-thirds of the Non-Institutional Category will be available for allocation to Bidders with an application size of more than ₹1.00 Million and under-subscription in either of these two sub-categories of Non-Institutional Category may be allocated to Bidders in the other sub-category of Non-Institutional Category. Further, not less than 35% of the Offer shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Furthermore, up to [●] Equity Shares, aggregating up to ₹ [●] million shall be made available for allocation on a proportionate basis only to Eligible Employees Bidding in the Employee Reservation Portion, subject to valid Bids being received at or above the Offer Price, net of Employee

Discount, if any. The Employee Reservation Portion bid shall not exceed 5% of our post Offer paid-up equity share capital subject to valid Bids having been received at or above the Offer Price.

Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of Specified Securities, as may be permitted under the applicable law, aggregating up to ₹ 750.00 million, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20.00% of the size of the Fresh Issue. The utilisation of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the Objects in compliance with applicable law. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or that the Offer may be successful and will result in the listing of the Equity Shares on the Stock Exchanges. Our Company shall report any Pre-IPO Placement to the Stock Exchanges within 24 hours of such Pre-IPO Placement (in part or in entirety). Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.

Subject to valid Bids being received at or above the Offer Price, undersubscription, if any, in any category, except in the QIB Portion, 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 BRLMs, and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories.

Further, in the event of an under-subscription in the Employee Reservation Portion, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹ 0.20 million (net of Employee Discount, if any), subject to the total Allotment to an Eligible Employee not exceeding ₹ 0.50 million (net of Employee Discount, if any). The unsubscribed portion, if any, in the Employee Reservation Portion shall be added to the Net Offer.

In case of an undersubscription in the Offer, the Equity Shares proposed for sale by the Selling Shareholders shall be in proportion to the Offered Shares by the Selling Shareholder. In accordance with Rule 19(2)(b) of the SCRR, the Offer will constitute at least [●] %, of the post Offer paid-up Equity Share capital of our Company. The Equity Shares, on Allotment, shall be traded only in the dematerialised category of the Stock Exchanges.

All potential Bidders (except Anchor Investors) are required to mandatorily utilize the ASBA process providing details of their respective ASBA accounts, and UPI ID (in case of UPI Bidders) if applicable, in which the corresponding Bid Amounts will be blocked by the SCSBs or under the UPI Mechanism, as applicable.

Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, PAN and UPI ID (for UPI Bidders Bidding through the UPI Mechanism), as applicable, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.

Investors must ensure that their PAN is linked with Aadhaar and are in compliance with the notification issued by Central Board of Direct Taxes on February 13, 2020, and read with press release dated June 25, 2021 and September 17, 2021, CBDT circular no. 7 of 2022, dated March 30, 2022 and March 28, 2023, and any subsequent press releases in this regard.

Phased implementation of Unified Payments Interface.

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of, inter alia, equity shares. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by UPI Bidders through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

Phase I: This phase was applicable from January 1, 2019, until March 31, 2019, or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, an RII had the option to submit the ASBA Form with any of the Designated Intermediaries and use their UPI ID for the purpose of blocking of funds.

Phase II: This phase was applicable from July 1, 2019, by SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, read with circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019. Further, as per the SEBI circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, the UPI Phase II was extended until March 31, 2020. Subsequently, SEBI pursuant to its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, extended the timeline for the implementation of UPI Phase II till further notice, by. Under this phase, submission of the ASBA Form by UPI Bidders through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds was discontinued and replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continued to be six Working Days during this phase.

Phase III: This phase became applicable on a voluntary basis for public issues opening on or after September 1, 2023, and mandatory for public issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 (“T+3 Notification”). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Offer shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

The Offer will be made under UPI Phase III of the UPI Circular (on mandatory basis). The Offer will be published and advertised in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper Hindi also being the regional language of Delhi, where our Registered Office is located, each with wide circulation on or prior to the Bid/Offer Opening Date and such advertisement shall also be made available to the Stock Exchanges for the purpose of uploading on their websites.

All SCSBs offering the facility of making application in public issues shall also provide facility to make application using UPI.

Our Company will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and/or payment instructions of the UPI Bidders.

Individual investors bidding under the Non-Institutional Portion bidding for more than ₹0.20 million and up to ₹0.50 million using the UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

The Sponsor Bank(s) shall host a web portal for intermediaries (closed user group) from the date of Bid/Offer Opening Date till the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Offer bidding process.

Pursuant to the SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 issued by SEBI, as amended by the SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated April 20, 2022 (each to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations) (the “**UPI Streamlining 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 Bidders to be unblocked no later than one Working Day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors’ complaints, the relevant SCSB as well as the post-Offer BRLM(s) will be required to compensate the concerned investor.

NPCI through its circular (NPCI/UPI/OC No. 127/2021-22) dated December 9, 2021, inter alia, has enhanced the per transaction limit from ₹0.20 Million to ₹0.50 Million for applications using UPI in initial public offerings.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such banks provide a written confirmation, in compliance with the SEBI RTA Master Circular and SEBI ICDR Master Circular, in a format as prescribed by SEBI, from time to time, and such payment of processing fees to the SCSBs shall be made in compliance with circulars prescribed by SEBI and applicable law.

Further, in terms of the UPI Circulars, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLMs, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLMs.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the Abridged Prospectus will be available with the Designated Intermediaries at the Bidding Centres and our Registered and Corporate Office. An electronic copy of the Bid cum Application Form will also be available for download on the websites of BSE (www.bseindia.com) and NSE (www.nseindia.com) at least one day prior to the Bid/Offer Opening Date.

UPI Bidders Bidding using the UPI Mechanism must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Forms that do not contain the UPI ID are liable to be rejected.

Copies of the Anchor Investor Application Form will be available at the office of the BRLMs.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process, which shall include the UPI Mechanism in the case of UPI Bidders.

ASBA Bidders must provide either (i) the bank account details and authorisation to block funds in the ASBA Form, or (ii) the UPI ID, as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details are liable to be rejected. Applications made by the Bidders using third party bank account or using third party linked bank account UPI ID are liable for rejection. UPI Bidders using the UPI Mechanism may also apply through the mobile applications using the UPI handles as provided on the website of the SEBI.

Since the Offer is made under Phase III of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner below:

- (i) RIIs, and Eligible Employees (other than RIIs using UPI Mechanism) may submit their ASBA Forms, including details of their UPI IDs, with the SCSBs, Sub-Syndicate members, Registered Brokers, RTAs or CDPs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- (ii) UPI Bidders using the UPI Mechanism may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- (iii) QIBs and NIIs (other than NIIs using UPI Mechanism) may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

The ASBA Bidders, including UPI Bidders, shall ensure that they have sufficient balance in their bank accounts to be blocked through ASBA for their respective Bid as the application made by a Bidder shall only be processed after the Bid amount is blocked in the ASBA account of the Bidder pursuant to the SEBI ICDR Master Circular.

As specified in the SEBI ICDR Master Circular, anchor Investors are not permitted to participate in the Offer through the ASBA process. For Anchor Investors, the Anchor Investor Application Form will be available with the BRLMs. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the relevant Designated Intermediary, submitted at the relevant Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. UPI Bidders using UPI Mechanism, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Sub-Syndicate Members, Registered Brokers, RTAs or CDPs. RIIs authorising an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs (except UPI Bidders using the UPI Mechanism).

All the ASBA applications in Public Issues shall be processed only after the application monies are blocked in the investor's bank accounts. Stock Exchanges shall accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked. The circular is applicable for all categories of investors viz. RII, QIB and NII and also for all modes through which the applications are processed.

The prescribed colour of the Bid cum Application Form for the various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians, including resident QIBs, Non-Institutional Investors, Retail Individual Investors and Eligible NRIs applying on a non-repatriation basis [^]	[●]
Eligible NRIs, FVCIs, FPIs and registered bilateral and multilateral institutions applying on a repatriation basis	[●]
Anchor Investors [§]	[●]
Eligible Employees Bidding in the Employee Reservation Portion [#]	[●]

*Excluding the electronic Bid cum Application Form.

[^]Electronic Bid cum Application Form will be made available for download on the website of the BSE (www.bseindia.com) and NSE (www.nseindia.com).

[§]Bid cum Application Forms for Anchor Investors shall be made available at the offices of the BRLMs.

[#] Bid cum Application Forms for Eligible Employees Bidding under the Employee Reservation Portion shall be available at the Registered and Corporate Office of our Company.

In case of ASBA forms, the relevant Designated Intermediaries shall upload the relevant bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchanges. For UPI Bidders using the UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis to enable the Sponsor Bank(s) to initiate UPI Mandate Request to UPI Bidders for blocking of funds. For ASBA Forms (other than UPI Bidders) Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank. Stock Exchanges shall validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. Stock Exchanges shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded.

For UPI Bidders using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis through API integration to enable the Sponsor Bank(s) to initiate UPI Mandate Request to the UPI Bidders, for blocking of funds. The Sponsor Bank(s) shall initiate request for blocking of funds through NPCI to the UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank(s), NPCI or the issuer bank) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/investor complaints to the Sponsor Bank(s) and the issuer bank. The Sponsor Bank(s) and the Bankers to the Offer shall provide the audit trail to the BRLMs for analysing the same and fixing liability.

For ensuring timely information to investors, SCSBs shall send SMS alerts for mandate block and unblock including details specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to the SEBI circulars dated June 2, 2021 and April 20, 2022 (each to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations).

In accordance with BSE Circular No: 20220803-40 and NSE Circular No: 25/2022, each dated August 3, 2022, for all pending UPI Mandate Requests, the Sponsor Bank(s) shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm on the Bid/Offer Closing Date (“**Cut-Off Time**”). Accordingly, UPI Bidders Bidding using through the UPI Mechanism should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse. Further, modification/cancellation of Bids (if any) shall be allowed in parallel during the Bid/Offer Period until the Cut-Off Time. Further, mandated that Trading Members, Syndicate Members, RTA and Depository Participants shall submit Syndicate ASBA bids above ₹0.50 million and NII & QIB bids above ₹0.20 million through SCSBs only.

The Sponsor Bank(s) shall host a web portal for intermediaries (closed user group) from the date of Bid/Offer Opening Date until the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an

impact/bearing on the Offer Bidding process. The Sponsor Bank(s) will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank(s) will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the BRLMs in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank(s) and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three-way reconciliation with UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Bank(s) on a continuous basis.

Pursuant to NSE circular dated August 3, 2022, with reference no. 25/2022, the following is applicable to all initial public offers opening on or after September 1, 2022:

- a) Cut-off time for acceptance of UPI mandate shall be up to 5:00 p.m. on the initial public offer closure date and existing process of UPI bid entry by syndicate members, registrars to the offer and Depository Participants shall continue till further notice;
- b) There shall be no T+1 mismatch modification session for PAN-DP mismatch and bank/ location code on T+1 day for already uploaded bids. The dedicated window provided for mismatch modification on T+1 day shall be discontinued;
- c) Bid entry and modification/ cancellation (if any) shall be allowed in parallel to the regular bidding period up to 4.00 p.m. for QIBs and Non-Institutional Investors categories and up to 5.00 p.m. for Retail Individual categories on the initial public offer closure day;
- d) QIBs and Non-Institutional Investors can neither revise their bids downwards nor cancel/withdraw their bids;
- e) The Stock Exchanges shall display Offer demand details on its website and for UPI bids the demand shall include/consider UPI bids only with latest status as RC 100–black request accepted by Investor/ client, based on responses/status received from the Sponsor Bank(s).

Electronic registration of Bids

- a) The Designated Intermediaries may register the Bids using the online facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the online facilities for Book Building on a regular basis before the closure of the Offer, subject to applicable laws.
- b) On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in the Red Herring Prospectus.
- c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 5:00 pm IST for Retail Individual Investors and Eligible Employees, and 4:00 pm for Non-Institutional Investors and QIBs, on the next Working Day following the Bid/Offer Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.
- d) QIBs and Non-Institutional Investors can neither revise their bids downwards nor cancel/withdraw their bids.

Participation by the Promoters and Members of our Promoter Group, the BRLMs, associates and affiliates of the BRLMs and the Syndicate Members and the persons related to BRLMs and the Syndicate Member

The BRLMs and the Syndicate Members shall not be allowed to purchase Equity Shares in this Offer in any manner, except towards fulfilling their respective underwriting obligations. However, the respective associates and affiliates of the BRLMs and the Syndicate Members may Bid for Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Category as may be applicable to such Bidders, and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the BRLMs and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Except as stated below, neither the BRLMs nor any persons related to the BRLMs can apply in the Offer under the Anchor Investor Portion:

- (i) Mutual Funds sponsored by entities which are associate of the BRLMs;
- (ii) insurance companies promoted by entities which are associate of the BRLMs;
- (iii) AIFs sponsored by the entities which are associate of the BRLMs;
- (iv) Pension funds, with minimum corpus of ₹250 million (registered with the Pension Fund Regulatory and Development Authority Act, 2013) sponsored by entities which are associates of the BRLMs; or
- (v) FPIs other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the BRLMs.

For the purposes of the above, a QIB who has any of the following rights shall be deemed to be a **“person related to the Promoters or Promoter Group”**: (a) rights under a shareholders’ agreement or voting agreement entered into with the Promoters or Promoter Group; (b) veto rights; or (c) right to appoint any nominee director on our Board.

Further, except for the sale of Equity Shares by the Selling Shareholders, our Promoters and members of the Promoter Group shall not participate by applying for Equity Shares in the Offer.

Further, an Anchor Investor shall be deemed to be an **“associate of the BRLMs”** if:

- (i) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or
- (ii) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or
- (iii) there is a common director, excluding nominee director, amongst the Anchor Investors and the BRLMs.

Except to the extent of participation in the Offer for Sale by the Promoter and members of the Promoter Group, the Promoter and members of the Promoter Group will not participate in the Offer. Further, persons related to our Promoters and Promoter Group shall not apply in the Offer under the Anchor Investor Portion.

Bids by Hindu Undivided Families (“HUFs”)

Bids by Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form as follows: **“Name of sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta”**. Bids by HUFs may be considered at par with Bids from individuals.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserve the right to reject any Bid without assigning any reason thereof subject to applicable law.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its NAV in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company’s paid-up share capital carrying voting rights.

Bids by Eligible Non-resident Indians (“NRIs”)

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident forms should authorise their SCSB to block their Non-Resident External (“NRE”) accounts (including UPI ID, if activated), or Foreign Currency Non-Resident (“FCNR”) accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using resident forms should authorise their SCSB to block their Non-Resident Ordinary (“NRO”) accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. NRIs applying in the Offer through the UPI Mechanism are advised to enquire with the relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form.

NRIs will be permitted to apply in the Offer through Channel I or Channel II (as specified in the UPI Circulars). Further, subject to applicable law, NRIs may use Channel IV (as specified in the UPI Circulars) to apply in the Offer, provided the UPI facility is enabled for their NRE/NRO accounts.

NRIs applying in the Offer through the UPI Mechanism are advised to enquire with the relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form. In accordance with 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 share capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity share 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 or such other limit as may be stipulated by RBI in each case, from time to time. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the members of the Indian Company in a general meeting. Our Company has, pursuant to the Board resolution dated December 23, 2025 and Shareholders’ resolution dated December 23, 2025, increased the limit of investment of NRIs and OCIs from 10% to up to 24% of the paid-up equity share capital of our Company, provided however that the shareholding of each NRI in our Company shall not exceed 5% of the paid-up equity share capital of our Company on a fully diluted basis or such other limit as may be prescribed by RBI, from time to time.

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents ([●] in colour).

Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents ([●] in colour).

Participation of Eligible NRIs in the Offer shall be subject to the FEMA NDI Rules. Only bids accompanied by payment in Indian rupees or fully convertible foreign exchange will be considered for allotment.

For details on restriction on investments by NRIs, see “*Restriction on Foreign Ownership of Indian Securities*” on page 575.

Bids by Foreign Portfolio Investors

In terms of the SEBI FPI Regulations, the offer of Equity Shares to a single FPI or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) must be below 10% of our post-Offer Equity Share capital. Further, in terms of the FEMA Non-debt Instruments Rules, with effect from April 1, 2020, the total holding by each FPI, of an investor group, shall be below 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis and the aggregate limit for FPI investments shall be the sectoral caps applicable to our Company, which is 100% of the total paid-up Equity Share capital of our Company on a fully diluted basis. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis, the total investment made by the FPI or investor group will be 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. Further, the total holdings of all FPIs put together, with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (i.e., up to 100%).

In terms of the FEMA NDI Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included. Bids by FPIs which utilise the multi-investment manager structure, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs may not be treated as multiple Bids.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time. In terms of the FEMA NDI Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, 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 if it complies with the following conditions:

- (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs;
- (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs;
- (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and
- (iv) such other conditions as may be specified by SEBI from time to time.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by, or on behalf of it subject to, *inter alia*, the following conditions:

- a) such 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 are pre-approved by the FPI.

The FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for non-residents.

Bids by FPIs which utilise the multi-investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants issued to facilitate implementation of the SEBI FPI Regulations (the “**Operational FPI Guidelines**”), submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Bids (“MIM Bids”).

Please note that in terms of the General Information Document, the maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under applicable laws. Further, MIM Bids by an FPI Bidder utilising the MIM Structure shall be aggregated for determining the permissible maximum Bid. Further, please note that as disclosed in this Draft Red Herring Prospectus read with the General Information Document, Bid Cum Application Forms are liable to be rejected in the event that the Bid in the Bid cum Application Form “*exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus.*”

For example, an FPI must ensure that any Bid by a single FPI and/or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) (collective, the “**FPI Group**”) shall be below 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis. Any Bids by FPIs and/or the FPI Group (including but not limited to (a) FPIs Bidding through the MIM Structure; or (b) FPIs with separate registrations for offshore derivative instruments and proprietary derivative instruments) for 10% or more of our total paid-up post Offer Equity Share capital shall be liable to be rejected.

For example, an FPI must ensure that any Bid by a single FPI and/or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) (collective, the “**FPI Group**”) shall be below 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis. Any Bids by FPIs and/or the FPI Group (including but not limited to (a) FPIs Bidding through the MIM Structure; or (b) FPIs with separate registrations for offshore derivative instruments and proprietary derivative instruments) for 10% or more of our total paid-up post Offer Equity Share capital shall be liable to be rejected.

Further, in the following cases, Bids by FPIs shall not be treated as multiple Bids:

- a) FPIs which utilise the MIM structure, indicating the name of their respective investment managers in such confirmation;

- b) Offshore derivative instruments which have obtained separate FPI registration for ODI and proprietary derivative investments;
- c) Sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration;
- d) FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple investment strategies/sub-funds with identifiable differences and managed by a single investment manager;
- e) Multiple branches in different jurisdictions of foreign bank registered as FPIs;
- f) Government and Government related investors registered as Category 1 FPIs; and
- g) Entities registered as collective investment scheme having multiple share classes.

The Bids belonging to any of the abovementioned seven structures and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares allotted in the Bid may be proportionately distributed to the applicant FPIs (with same PAN). In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize any of the above-mentioned structures and indicate the name of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Bids shall be rejected.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company, the Selling Shareholders or the BRLMs will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

For details of investment by FPIs, see “*Restrictions on Foreign Ownership of Indian Securities*” on page 575. Participation of FPIs shall be subject to the FEMA Non-debt Instruments Rules.

Bids by SEBI registered VCFs, AIFs and FVCIs

The SEBI VCF Regulations, amongst others, prescribe the investment restrictions on VCFs, registered with SEBI. The SEBI AIF Regulations, amongst others, prescribe the investment restrictions on AIFs. The SEBI FVCI Regulations prescribe the investment restrictions on FVCIs.

Accordingly, the holding in any company by any individual VCF or FVCIs registered with SEBI should not exceed 25% of the corpus of the VCF or FVCI. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds in various prescribed instruments, including in public offering.

Category I and II AIFs cannot invest more than 25% of the investible funds in one investee company. A Category III AIF cannot invest more than 10% of the investible funds in one investee company. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds by way of subscription to an initial public offering of a venture capital undertaking whose shares are proposed to be listed. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

There is no reservation for Eligible NRI Bidders, AIFs, FPIs and FVCIs. All Bidders will be treated on the same basis with other categories for the purpose of allocation.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company, the Selling Shareholders or the BRLMs will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Participation of AIFs, VCFs and FVCIs shall also be subject to the FEMA NDI Rules.

Bids by Limited Liability Partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserve the right to reject any Bid without assigning any reason thereof.

Bids by Eligible Employees

Bids under Employee Reservation Portion by Eligible Employees shall be:

- (a) Made only in the prescribed Bid cum Application Form or Revision Form.
- (b) The Bid must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter so as to ensure that the Bid Amount payable by the Eligible Employee does not exceed ₹ 0.50 million (net of Employee Discount, if any). However, a Bid by an Eligible Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid amounting up to ₹0.20 million (which will be less Employee Discount). In the event of any under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees, who have bid in excess of ₹0.20 million (net of Employee Discount, if any), provided however that the maximum Bid in this category by an Eligible Employee cannot exceed ₹0.50 million (net of Employee Discount, if any). Only Eligible Employees would be eligible to apply in this Offer under the Employee Reservation Portion and the Bidder should be an Eligible Employee as defined above
- (c) Only Eligible Employees (as defined in this Draft Red Herring Prospectus) would be eligible to apply in this Offer under the Employee Reservation Portion.
- (d) Bids by Eligible Employees in the Employee Reservation Portion and in the Net Offer portion shall not be treated as multiple Bids subject to applicable limits. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.
- (e) Only those Bids, which are received at or above the Offer Price net of Employee Discount, if any, would be considered for Allotment under this category.
- (f) Eligible Employees can apply at Cut-off Price.
- (g) Eligible Employees bidding in the Employee Reservation Portion may Bid either through the UPI mechanism or ASBA (including syndicate ASBA).
- (h) In case of joint bids, the First Bidder shall be an Eligible Employee.
- (i) If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Offer Price, full allocation shall be made to the Eligible Employees to the extent of their demand.

Under-subscription, if any, in any category, except the QIB Category, would be met with spill-over from any other category or categories, as applicable, at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange, subject to applicable laws. Unless the Employee Reservation Portion is undersubscribed, the value of allocation to an Eligible Employee shall not exceed ₹0.20 million (net of Employee Discount, if any). In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion may be allocated, on a proportionate basis, to Eligible Employees for value exceeding ₹0.20 million up to ₹0.50 million (net of Employee Discount, if any).

Bids by Banking Companies

In case of Bids made by banking companies registered with the RBI, certified copies of (i) the certificate of registration issued by the RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "**Banking Regulation Act**"), and Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended, is 10% of the paid-up share capital of the investee company not

being its subsidiary engaged in non-financial services or 10% of the bank's own paid-up share capital and reserves, whichever is lower.

Further, the aggregate equity investments in subsidiaries and other entities engaged in financial and non-financial services, including overseas investments, cannot exceed 20% of the bank's paid-up share capital and reserves. However, a banking company would be permitted to invest may hold in excess of 10% up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI, provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act or the additional acquisition is through restructuring of debt, or to protect the bank's interest on loans/investments made to a company. The bank is required to submit a time bound action plan to the RBI for the disposal of such shares within a specified period. Further no bank shall hold along with its subsidiaries, associates or joint ventures or entities directly or indirectly controlled by the bank; and mutual funds managed by asset management companies controlled by the bank, more than 20% of the investee company's paid-up share capital engaged in non-financial services. However, this cap does not apply to the cases mentioned in (i) and (ii) above.

A banking company would require a prior approval of the RBI to make investment in excess of 30% of the paid-up share capital of the investee company, investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed) and investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended

Bids by Self-Certified Syndicate Banks

SCSBs participating in the Offer are required to comply with the terms of the circulars bearing numbers CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013 dated September 13, 2012 and January 2, 2013, respectively, issued by SEBI (to the extent note rescinded by the SEBI ICDR Master Circular). Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

Bids by Insurance Companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority of India (Actuarial Finance and Investment Functions of Insurers) Regulations, 2024 read with the Master Circular on Actuarial Finance and Investment Functions of Insurers dated May 17, 2024, each amended ("**IRDAI AFI Regulations**") and are based on investments in the equity shares of a company, the entire group of the investee company and the industry sector in which the investee company operates. These include:

- (a) equity shares of a company: the lower of 10%¹ of the outstanding equity shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer or health insurer;
- (b) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or health insurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- (c) the industry sector in which the investee company operates: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or health insurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (a), (b) and (c) above, as the case may be.

Bidders are advised to refer to the IRDAI AFI Regulations for specific investment limits applicable to them and shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

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

Bids by Provident Funds/Pension Funds

In case of Bids made by provident funds/pension funds with minimum corpus of ₹ 250.00 million, registered with the Pension Fund Regulatory and Development Authority established under subsection (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, subject to applicable law, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholder, in consultation with the BRLMs reserve the right to reject any Bid, without assigning any reason thereof.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, NBFC-SI, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹ 250.00 million (subject to applicable laws) and pension funds with a minimum corpus of ₹ 250.00 million registered with the Pension Fund Regulatory and Development Authority established under subsection (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company, in consultation with the BRLMs, in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form, subject to such terms and conditions that our Company, in consultation with the BRLMs, may deem fit.

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations, in addition to details and conditions mentioned in this section, the key terms for participation by Anchor Investors are provided below:

- (a) Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the office of the BRLMs.
- (b) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹100.00 million. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹100.00 million.
- (c) 33.33% shall be reserved for Domestic Mutual Funds; and 6.67% shall be reserved for Life Insurance Companies and Pension Funds, subject to valid Bids being received from Domestic Mutual Funds, Life Insurance Companies and Pension Funds, as applicable, at or above the Anchor Investor Allocation Price. Any under-subscription in the reserved category specified in clause (ii) above, may be allocated to domestic Mutual Funds, in accordance with the SEBI ICDR Regulations.
- (d) Bidding for Anchor Investors will open one Working Day before the Bid/Offer Opening Date and will be completed on the same day.
- (e) Our Company and Selling Shareholders may finalise allocation to the Anchor Investors and the basis of such allocation will be on a discretionary basis by the Company, in consultation with the BRLMs, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than:
 - minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion up to ₹ 2,500.00 million, subject to a minimum Allotment of ₹ 50.00 million per Anchor Investor; and
 - in case of allocation above ₹ 2,500.00 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹ 2,500.00 million, and an additional 15 Anchor Investors for every additional ₹ 2,500.00 million, subject to minimum Allotment of ₹ 50.00 million per Anchor Investor.

- (f) Allocation to Anchor Investors will be completed on the Anchor Investor Bid/Offer Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made, will be made available in the public domain by the BRLMs before the Bid/Offer Opening Date, through intimation to the Stock Exchanges.
- (g) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
- (h) If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Offer Price will be payable by the Anchor Investors on the Anchor Investor Pay-in Date specified in the CAN. If the Offer Price is lower than the Anchor Investor Offer Price, Allotment to successful Anchor Investors will be at the higher price.
- (i) 50% Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked-in for a period of 90 days from the date of Allotment and the remaining 50% shall be locked-in for a period of 30 days from the date of Allotment.
- (j) Neither the BRLMs nor any associate of the BRLMs (except Mutual Funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associate of BRLMs or AIFs sponsored by the entities which are associate of the BRLMs or pension funds (registered with the Pension Fund Regulatory and Development Authority Act, 2013) sponsored by entities which are associates of the BRLMs or FPIs, other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the and BRLMs) shall apply in the Offer under the Anchor Investor Portion. Further, an Anchor Investor shall be deemed to be an “*associate of the BRLMs*” if: (i) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or (ii) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (iii) there is a common director, excluding nominee director, amongst the Anchor Investors and the BRLMs.
- (k) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by NBFC-SI registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis, (iii) a net worth certificate from its statutory auditor, and (iv) such other approval as may be required by the NBFC-SI, are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law. NBFC-SI participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for NBFC-SI shall be as prescribed by RBI from time to time.

For more information, please read the General Information Document.

In accordance with existing regulations issued by the RBI, OCBs cannot participate in the Offer.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Red Herring Prospectus, when filed. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulation or as specified in the Red Herring Prospectus, when filed.

Information for Bidders

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he/she

shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Book Running Lead Managers are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus or the Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

General Instructions

Please note that QIBs and Non-Institutional Investors are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. RIIs and Eligible Employees Bidding in the Employee Reservation Portion can revise their Bid(s) during the Bid/Offer Period and withdraw or lower the size of their Bid(s) until Bid/Offer Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bid/Offer Period.

Do's:

1. Check if you are eligible to apply as per the terms of this Draft Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;
2. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;
3. Ensure that you have Bid within the Price Band;
4. Read all the instructions carefully and complete the Bid cum Application Form, as the case may be, in the prescribed form;
5. Ensure that you (other than the Anchor Investors) have mentioned the correct details of ASBA Account (i.e. bank account number or UPI ID, as applicable) and PAN in the Bid cum Application Form and if you are a UPI Bidder ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;
6. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the relevant Bidding Centre (except in case of electronic Bids) within the prescribed time;
7. UPI Bidders Bidding in the Offer shall ensure that they use only their own ASBA Account or only their own bank account linked UPI ID (only for UPI Bidders) to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;
8. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to the relevant Designated Intermediaries;
9. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank(s) prior to 5:00 pm on the Bid/Offer Closing Date;
10. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms. If the First Bidder is not the ASBA Account holder, ensure that the Bid cum Application Form is also signed by the ASBA Account holder;
11. Ensure that the names given in the Bid cum Application Form is/are exactly the same as the names in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain the name of only the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;

12. Ensure that you request for and receive a stamped acknowledgement in the form of a counterfoil of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;
13. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
14. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the circular no. MRD/DoP/Cir-20/2008 dated June 30, 2008 issued by SEBI, may be exempt from specifying their PAN for transacting in the securities market, (ii) Bids by persons resident in the state of Sikkim, who, in terms of the circular dated July 20, 2006 issued by SEBI, may be exempted from specifying their PAN for transacting in the securities market, and (iii) persons/entities exempt from holding a PAN under applicable law, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficial 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;
15. 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;
16. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected;
17. Investors must ensure that their PAN is linked with Aadhaar and is in compliance with the Central Board of Direct Taxes notification dated February 13, 2020 bearing notification number 11/2020 and press release dated June 25, 2021.
18. Ensure that the category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;
19. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents including a copy of the power of attorney, if applicable, are submitted;
20. Ensure that Bids submitted by any person outside India is in compliance with applicable foreign and Indian laws;
21. Bids received from FPIs bearing the same PAN shall not be treated as multiple Bids in the event such FPIs utilise the MIM Structure and such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs.
22. Since the Allotment will be in dematerialised form only, ensure that the depository account is active, the correct DP ID, Client ID, UPI ID (for UPI Bidders) and the PAN are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, UPI ID (for UPI Bidders) and the PAN entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, UPI ID (for UPI Bidders) and PAN available in the Depository database;
23. In case of QIBs and NIIs, 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 [h/www.sebi.gov.in](http://www.sebi.gov.in));
24. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or the Sponsor Bank(s), as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum

Application Form at the time of submission of the Bid. In case of UPI Bidders, ensure that you authorise the UPI Mandate Request raised by the Sponsor Bank(s) for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;

25. Ensure that the Demographic Details are updated, true and correct in all respects;
26. The ASBA Bidders shall use only their own bank account or only their own bank account linked UPI ID for the purposes of making Application in the Offer, which is UPI 2.0 certified by NPCI;
27. Bidders (except UPI Bidders) should instruct their respective banks to ensure the funds are blocked in the ASBA account under the ASBA process. In case of UPI Bidders, once the Sponsor Bank(s) issues the Mandate Request, the UPI Bidders would be required to proceed to authorise the blocking of funds by confirming or accepting the UPI Mandate Request to authorise the blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner;
28. Bidding through UPI Mechanism shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using their UPI PIN. Upon the authorisation of the mandate using their UPI PIN, a UPI Bidder shall be deemed to have verified the attachment containing the application details of the UPI Bidder in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank(s) issue a request to block the Bid Amount specified in the Bid cum Application Form in his/her ASBA Account;
29. UPI Bidders should mention valid UPI ID of only the Bidder (in case of single account) and of the First Bidder (in case of joint account) in the Bid cum Application Form;
30. UPI Bidders who have revised their Bids subsequent to making the initial Bid should also approve the revised UPI Mandate Request generated by the Sponsor Bank(s) to authorise blocking of funds equivalent to the revised Bid Amount and subsequent debit of funds in case of Allotment in a timely manner.
31. Bids by Eligible NRIs HUFs and any individuals, corporate bodies and family offices which are re-categorised as Category II FPI and registered with SEBI for a Bid Amount of less than ₹0.20 Million would be considered under the Retail Category for the purposes of allocation and Bids for a Bid Amount exceeding ₹0.20 Million would be considered under the Non-Institutional Category for allocation in the Offer; and
32. Ensure that Anchor Investors submit their Bid cum Application Forms only to the BRLMs.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the list available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time, is liable to be rejected.

Don'ts:

1. Do not Bid for lower than the minimum Bid Lot;
2. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;
3. Do not Bid for a Bid Amount exceeding ₹0.20 million (for Bids by Retail Individual Investors) and ₹0.50 million for Bids by Eligible Employees Bidding in the Employee Reservation Portion (net of Employee Discount, if any);
4. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediary;
5. Do not Bid/revise the Bid amount to less than the floor price or higher than the cap price;
6. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;
7. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;

8. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Investors);
9. In case of ASBA Bidders (other than 3-in-1 Bids), Syndicate Members shall ensure that they do not upload any bids above ₹ 0.50 million;
10. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
11. Do not submit the Bid for an amount more than funds available in your ASBA account;
12. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;
13. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
14. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
15. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of this Draft Red Herring Prospectus;
16. Do not Bid for Equity Shares more than specified by the respective Stock Exchanges for each category;
17. In case of ASBA Bidders (other than UPI Bidders), do not submit more than one Bid cum Application Form per ASBA Account;
18. If you are a UPI Bidder, do not submit more than one Bid cum Application Form for each UPI ID;
19. Do not make the Bid cum Application Form using third party bank account or using third party linked bank account UPI ID;
20. Anchor Investors should not bid through the ASBA process;
21. Do not submit the Bid cum Application Form to any non-SCSB bank or our Company;
22. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;
23. Do not submit the GIR number instead of the PAN;
24. Anchor Investors should submit Anchor Investor Application Form only to the BRLMs;
25. Do not Bid on a Bid cum Application Form that does not have the stamp of a Designated Intermediary;
26. If you are a QIB, do not submit your Bid after 3 p.m. on the QIB Bid/Offer Closing Date;
27. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Investor. Retail Individual Investors and Eligible Employees Bidding in the Employee Reservation Portion can revise or withdraw their Bids on or before the Bid/Offer Closing Date;
28. Do not submit Bids to a Designated Intermediary at a location other than at the relevant Bidding Centres. If you are a UPI Bidder, do not submit the ASBA Form directly with SCSBs;

29. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID details if you are a UPI Bidder. Further, do not provide details for a beneficiary account which is suspended or for which details cannot be verified to the Registrar to the Offer;
30. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA account;
31. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by UPI Bidders;
32. UPI Bidders using the incorrect UPI handle or using a bank account of an SCSB or a banks which is not mentioned in the list provided in the SEBI website is liable to be rejected; and
33. Do not submit more than one Bid cum Application Form for each UPI ID in case of UPI Bidders.
34. Do not Bid if you are an OCB.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

For helpline details of the BRLMs pursuant to the SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, see “**General Information – Book Running Lead Managers**” on page 108.

Further, in case of any pre-Offer or post Offer related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out to the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, see “**General Information – Company Secretary and Compliance Officer**” on page 107.

For details of grounds for technical rejections of a Bid cum Application Form, please see the General Information Document. In addition to the grounds for rejection of Bids on technical grounds as provided in the General Information Bid, Bidders are requested to note that Bids could be rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;
2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;
3. Bids submitted on a plain paper;
4. Bids submitted by UPI Bidders using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;
5. Bids under the UPI Mechanism submitted by UPI Bidders using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank(s));
6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;
7. Bids submitted without the signature of the First Bidder or sole Bidder;
8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;
9. ASBA Form by the RIIs by using third party bank accounts or using third party linked bank account UPI IDs;
10. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are “**suspended for credit**” in terms of SEBI circular no. CIR/MRD/DP/ 22 /2010 dated July 29, 2010;
11. GIR number furnished instead of PAN;
12. Bids by RIIs with Bid Amount of a value of more than ₹0.20 million (net of retail discount);

13. Bids by Eligible Employees bidding in the Employee Reservation Portion with Bid Amount of a value of more than ₹ 0.50 million;
14. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
15. Bids accompanied by stock invest, money order, postal order or cash; and
16. Bids uploaded by QIBs after 4.00 pm on the QIB Bid / Offer Closing Date and by Non-Institutional Investors uploaded after 4.00 p.m. on the Bid / Offer Closing Date (other than UPI Bidders), and Bids by RIIs and Eligible Employees uploaded after 5.00 p.m. on the Bid / Offer Closing Date, unless extended by the Stock Exchanges. On Bid/Offer Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received by RIIs and Eligible Employees bidding under the Employee Reservation Portion, after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

In case of any pre-Offer or post Offer related issues regarding demat credit / refund orders / unblocking, etc., investors shall reach out to the Company Secretary and Compliance Officer, and the Registrar. For details of the Company Secretary and Compliance Officer and the Registrar, see **“General Information – Company Secretary and Compliance Officer”** on page 107.

For details of grounds for technical rejections of a Bid cum Application Form, please see the General Information Document.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid / Offer Closing Date, the Bidder shall be compensated in accordance with applicable law. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, Bidders shall be entitled to compensation in the manner specified in the SEBI RTA Master Circular and the SEBI ICDR Master Circular, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorized employees of the Designated Stock Exchange, along with the BRLMs and the Registrar to the Offer, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any Allotment in excess of the Equity Shares offered through the Offer through the Offer document except in case of oversubscription for the purpose of rounding off to make Allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an Allotment of not more than 1% of the Offer to public may be made for the purpose of making Allotment in minimum lots.

The Allotment of Equity Shares to Bidders other than to the RIIs, NIIs and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities Allotted shall be rounded off to the nearest integer, subject to minimum Allotment being equal to the minimum application size as determined and disclosed.

The Allotment of Equity Shares to each NII shall not be less than the minimum application size, subject to availability in the Non-Institutional Category, and the remainder, if any, shall be allotted on a proportionate basis in accordance with the conditions specified in the SEBI ICDR Regulations.

The Allotment of Equity Shares to each RII shall not be less than the minimum Bid lot, subject to the availability of shares in RII category, and the remaining available shares, if any, shall be allotted on a proportionate basis.

Payment into Escrow Account of the Anchor Investor

Our Company, in consultation with the BRLMs, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which, the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account of the Anchor Investor should be drawn in favour of:

- (a) In case of resident Anchor Investors: “[●]”
- (b) In case of Non-Resident Anchor Investors: “[●]”

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Selling Shareholders, the Syndicate, the Escrow Collection Bank and the Registrar to the Offer to facilitate collections of Bid amounts from Anchor Investors.

Designated Date

The funds from the Escrow Account shall be transferred to the Public Offer Account(s) or the Refund Account, as appropriate, and the relevant amounts blocked in the ASBA Accounts shall be transferred to the Public Offer Account(s) and/or are unblocked, as applicable on the Designated Date, in terms of the Red Herring Prospectus and the Prospectus, after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange, following which the Equity Shares will be Allotted in the Offer.

The Allotment of the Equity Shares in the Offer shall be only in a dematerialised form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). In this context, our Company along with Registrar to the Offer has entered into tripartite agreements dated December 8, 2025 and December 11, 2025 with NSDL and CDSL, respectively, for dematerialization of the Equity Shares

Pre-Offer and Price Band Advertisement

Subject to Section 30 of the Companies Act, 2013, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed under the SEBI ICDR Regulations, in all editions of [●] (a widely circulated English national daily newspaper) and all editions of [●] (a widely circulated Hindi national daily newspaper, Hindi also being the regional language of Delhi, where our Registered Office is located). In the pre-Offer advertisement, our Company shall state the Bid/Offer Opening Date, Floor Price, Price Band and the Bid/Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in part A of Schedule X of the SEBI ICDR Regulations.

Allotment Advertisement

Our Company, the BRLMs and the Registrar to the Offer 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) and all editions of [●] (a widely circulated Hindi national daily newspaper, Hindi also being the regional language of Delhi, where our Registered Office is located).

The Allotment advertisement shall be uploaded on the websites of our Company, the BRLMs and the Registrar to the Offer, before 9:00 p.m. IST, on the date of receipt of the final listing and trading approval from all the Stock Exchanges where the Equity Shares are proposed to be listed, provided such final listing and trading approval from all the Stock Exchanges is received prior to 9:00 p.m. IST on that day. In an event, if final listing and trading approval from all the Stock Exchanges is received post 9:00 p.m. IST on the date of receipt of the final listing and trading approval from all the Stock Exchanges where the Equity Shares are proposed to be listed, then the Allotment advertisement shall be uploaded on the websites of our Company, the BRLMs and the Registrar to the Offer, following the receipt of final listing and trading approval from all the Stock Exchanges.

The information set out above is given for the benefit of the Bidders/applicants. Our Company, the Selling Shareholder, and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders/applicants are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the prescribed limits under applicable laws or regulations.

Signing of the Underwriting Agreement and filing with the RoC

- (a) Our Company, the Selling Shareholders and the Underwriter intend to enter into an Underwriting Agreement (a) prior to filing the Red Herring Prospectus with the RoC, or (b) on or immediately after the finalisation of the Offer Price but prior to the filing of Prospectus with the RoC, as applicable, in accordance with the nature of underwriting which is determined in accordance with Regulation 40 (3) of SEBI ICDR Regulations.
- (b) After signing the Underwriting Agreement and finalisation of the Offer Price, an updated Red Herring Prospectus will be filed with the RoC in accordance with applicable law, which then would be termed as the ‘Prospectus’.

The Prospectus will contain details of the Offer Price, the Anchor Investor Offer Price, Offer size, and underwriting arrangements and will be complete in all material respects.

Depository Arrangements

The Allotment of the Equity Shares in the Offer shall be only in a dematerialised form, (i.e. not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). In this context, tripartite agreements had been signed amongst our Company, the respective Depositories and the Registrar to the Offer:

1. Tripartite Agreement dated December 8, 2025, amongst our company, NSDL and Registrar to the Offer.
2. Tripartite Agreement dated December 11, 2025, amongst our company, CDSL and Registrar to the Offer

Impersonation

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013, which is reproduced below:

“Any person who:

- (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- (c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,*

shall be liable for action under Section 447.”

The liability prescribed under Section 447 of the Companies Act, 2013, for fraud involving an amount of at least ₹ 1.00 million or 1% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹ 1.00 million or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹ 5.00 million or with both.

Undertakings by our Company

Our Company undertakes the following:

- (i) the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;
- (ii) that all steps will be taken for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed are taken within three Working Days from the Bid / Offer Closing Date or such period as may be prescribed under applicable law;
- (iii) the funds required for making refunds/unblocking (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;
- (iv) where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the Bidder within time prescribed under applicable laws, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- (v) if Allotment is not made within the prescribed timelines under applicable laws, the application monies will be refunded/unblocked within the time prescribed under applicable laws. If there is a delay beyond such prescribed

time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI ICDR Regulations and other applicable laws for the delayed period;

- (vi) except for the (a) the Offer, (b) conversion of CCPS; (c) the Pre-IPO Placement and (d) any allotment of Equity Shares to employees of our Company pursuant to the RSU Scheme, no further issue of the Equity Shares shall be made from the date of this Draft Red Herring Prospectus till the Equity Shares offered through the Red Herring Prospectus are listed or until the Bid monies are refunded/unblocked in the relevant ASBA Accounts on account of non-listing, undersubscription, etc. other than as disclosed in accordance with the SEBI ICDR Regulations;
- (vii) that if our Company does not proceed with the Offer after the Bid/ Offer Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid/ Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer and price band advertisements were published. The Stock Exchanges shall be informed promptly; and
- (viii) that if our Company and the Selling Shareholders, in consultation with the BRLMs, withdraw the Offer after the Bid / Offer Closing Date, our Company shall be required to file a fresh draft offer document with SEBI, in the event our Company and/or the Selling Shareholders subsequently decide to proceed with the Offer thereafter
- (ix) adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders and Anchor Investor Application Form from Anchor Investors
- (x) that except for the Equity Shares that may be issued pursuant to the Pre-IPO Placement and any allotment of Equity Shares pursuant to the Pre-IPO Placement, no further issue of securities shall be made till the securities offered through the offer document are listed or till the application monies are refunded on account of non-listing, under subscription, etc., other than as disclosed in accordance with the SEBI ICDR Regulations
- (xi) Compliance with all disclosure and accounting norms as may be specified by SEBI from time to time.
- (xii) that there are no other agreements, arrangements and clauses or covenants which are material, and which needs to be disclosed or the non-disclosure of which may have bearing on the investment decision, other than the ones which have already been disclosed in this DRHP; and
- (xiii) that our Company shall not have recourse to the Net Proceeds until the final approval for listing and trading of the Equity Shares from all the Stock Exchanges where listing is sought has been received.

Undertakings by the Selling Shareholders

The Selling Shareholders, severally and not jointly, specifically undertakes and/or confirms the following in respect to itself as a Selling Shareholder and the Offered Shares:

- (i) that their respective portion of the Offered Shares are eligible for being offered in the Offer for Sale in terms of Regulation 8 of the SEBI ICDR Regulations and are in dematerialised form.
- (ii) their respective portion of the Offered Shares have been held by them for a period of at least one year prior to the date of filing of this Draft Red Herring Prospectus with SEBI;
- (iii) their respective portion of the Offered Shares are fully paid;
- (iv) that they shall provide such reasonable assistance to our Company and the BRLMs in redressal of such investor grievances that pertain to their respective portion of the Offered Shares, which have been acquired and are held by it in compliance with applicable law;
- (v) they are the legal and beneficial owner of their portion of the Offered Shares, and that such Offered Shares shall be transferred in the Offer, free from liens, charges and encumbrances;
- (vi) they shall deposit their respective portion of the Offered Shares in an escrow account in accordance with the Share Escrow Agreement;

- (vii) they shall not offer any incentive, whether directly or indirectly, in any manner, whether in cash or kind or services or otherwise to the Bidder for making a Bid in the Offer, and shall not make any payment, direct or indirect, in the nature of discounts, commission, allowance or otherwise to any person who makes a Bid in the Offer;
- (viii) that the Equity Shares being sold by them pursuant to the Offer are free and clear of any pre-emptive rights, liens, mortgages, charges, pledges or any other encumbrances and shall be in dematerialized form at the time of transfer and shall be transferred to the eligible investors within the time specified under applicable law
- (ix) they shall not have recourse to the proceeds of the Offer for Sale until final approval for trading of the Equity Shares from the Stock Exchanges has been received.

Only the statements and undertakings provided above, in relation to the Selling Shareholders are statements which are specifically confirmed or undertaken, severally and not jointly, by the Selling Shareholders in relation to themselves and their respective portion of the Offered Shares. All other statements or undertakings in relation to the Selling Shareholders, shall be the statements made by our Company even if the same relates to the Selling Shareholders.

Utilization of Offer Proceeds

Our Board of Directors certifies and declares that:

- (i) all monies received out of the Offer shall be credited/transferred to a separate bank account in a scheduled bank, within the meaning of Section 40(3) of the Companies Act, 2013;
- (ii) details of all monies authorized out of the Offer shall be disclosed, and continue to be disclosed till the time any part of the Offer proceeds remains un-utilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been authorized; and
- (iii) details of all un-utilised monies out of the Offer, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such un-utilised monies have been invested.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals under the FDI Policy and FEMA are the concerned ministries or departments of the Government of India and the RBI.

The Government has, from time to time, made policy pronouncements on FDI through press notes and press releases. The Department for Promotion of Industry and Internal Trade Ministry of Commerce and Industry (formerly Department of Industrial Policy and Promotion), Government of India (“**DPIIT**”), issued the consolidated FDI policy by way of circular bearing number DPIIT File Number 5(2)/2020-FDI Policy dated October 15, 2020 (“**FDI Policy**”), which with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore, the FDI Policy will be valid until the DPIIT issues an updated circular. As per the Consolidated FDI Policy, FDI in companies engaged in manufacturing sector, which is the sector in which our Company operates, is permitted up to 100% of the paid-up share capital of such company under the automatic route. For further details, see “**Key Regulations and Policies in India**” on page 367.

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 FDI Policy and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI. For further details of the aggregate limit for investments by NRIs and FPIs in our Company, see “**Offer Procedure – Bids by Eligible Non-resident Indians (“NRIs”)**” and “**Offer Procedure – Bids by Foreign Portfolio Investors**” on page 558 and 558 respectively.

On October 17, 2019, the Ministry of Finance, Department of Economic Affairs, had notified the FEMA NDI Rules, which had replaced the Foreign Exchange Management (Transfer and Issue of Security by a Person Resident Outside India) Regulations 2017. Foreign investments in this Offer shall be on the basis of the FEMA Non-debt Instruments Rules. 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, will require prior approval of the Government, as prescribed in the FDI Policy and the FEMA NDI Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA NDI Rules. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020 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 Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate the Company and the Registrar to the Offer in writing about such approval along with a copy thereof within the Bid/Offer Period.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country (“**Restricted Investors**”), will require prior approval of the Government, as prescribed in the FDI Policy and the FEMA Non-debt Instruments Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to

the FEMA Non-debt Instruments Rules. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank or fund in India. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company.

For details of the aggregate limit for investments by NRIs and FPIs in our Company, see “*Offer Procedure – Bids by Eligible Non-resident Indians (“NRIs”)*” and “*Offer Procedure – Bids by Foreign Portfolio Investors*” on pages 558 and 558, respectively.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer.

Foreign Exchange Laws

The foreign investment in our Company is governed by inter alia the FEMA, as amended, the FEMA Non-debt Instruments Rules and the FDI Policy issued and amended by way of press notes.

In terms of the FEMA Non-debt Instruments Rules, a person resident outside India may make investments into India, subject to certain terms and conditions. In terms of the FEMA Non-debt Instruments Rules and the FDI Policy, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land borders 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 FDI Policy and the FEMA Non-debt Instruments Rules. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020 issued on December 8, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank or fund in India. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar in writing about such approval along with a copy thereof within the Bid/Offer Period.

In terms of the FEMA Non-debt Instruments Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included. The aggregate limit for FPI investments shall be the sectoral cap applicable to our Company. In accordance with the FEMA Non-debt Instruments Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or shall not exceed 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 OCBs 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. Our Company has, pursuant to the Board resolution dated December 23, 2025 and Shareholders’ resolution dated December 23, 2025, increased the limit of investment of NRIs and OCIs from 10% to up to 24% of the paid-up equity share capital of our Company, provided however that the shareholding of each NRI in our Company shall not exceed 5% of the paid-up equity share capital of our Company on a fully diluted basis or such other limit as may be prescribed by RBI, from time to time.

The Equity Shares offered in the Offer 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 of 1933, as amended (the “**U.S. Securities Act**”), and in accordance with any applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in ‘offshore transactions’ in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where such offers and sales are made.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders and the Book Running Lead Managers are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations, seek independent legal advice about its liability to participate in the Issue and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION VIII – DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION INTERPRETATION

THE COMPANIES ACT 2013 (COMPANY LIMITED BY SHARES)

ARTICLES OF ASSOCIATION² OF NEOLITE ZKW LIGHTINGS LIMITED³

The Articles of Association of the Company consist of two parts, Part A and Part B. Until the commencement of the listing of the shares of the Company on any recognised stock exchange in India pursuant to an initial public offering of the shares of the Company, in the case of inconsistency between the provisions of Part A and Part B, the provisions of Part B of these Articles shall over-ride and supersede, the provisions of Part A of these Articles. Upon the commencement of listing of the shares of the Company on any recognised stock exchange in India pursuant to an initial public offering of the shares of the Company, Part B shall automatically stand deleted, not have any force, and be deemed to be removed from the Articles of Association, and the provisions of Part A shall automatically come in effect and be in force, without the requirement of any further corporate or other action by the Company or its Members.

CHAPTER I

PRELIMINARY

1. The regulations contained in the Table marked 'F' in Schedule I to the Companies Act, 2013, so far as they are applicable to a public company limited by shares, shall apply to this Company save in so far as they are expressly or impliedly excluded by the following Articles. In case of any conflict between the provisions of these articles and Table 'F', the provisions of these articles shall prevail.
2. The regulations for the management of the Company and for the observance by the members thereto and their representatives, shall, subject to any exercise of the statutory powers of the Company with reference to the deletion or alteration of or addition to its regulations by resolution as prescribed or permitted by the Companies Act, 2013, as amended from time to time, be such as are contained in these Articles.

DEFINITIONS AND INTERPRETATION

3. In these Articles, the following words, and expressions, unless repugnant to the subject, shall mean the following:
 - (i) “**Act**” means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force and the rules and regulations prescribed thereunder as now enacted or as amended from time to time and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles and any previous company law, so far as may be applicable.
 - (ii) “**Annual General Meeting**” means the annual general meeting of the Company convened and held in accordance with the Act.
 - (iii) “**Articles of Association**” or “**Articles**” mean these articles of association of the Company, as may be altered from time to time in accordance with the Act.
 - (iv) “**Board**” or “**Board of Directors**” means the collective body of the Directors of the Company nominated and appointed from time to time in accordance with Law.

¹ This set of Articles of Association was adopted by the members of the Company through a special resolution passed at the Extra-ordinary General Meeting held on 28th day of November, 2025.

² The change of name of the Company from “Neolite ZKW Lightings Private Limited” to “Neolite ZKW Lightings Limited” was approved by members of the Company through a special resolution passed at the Extra-ordinary General Meeting held on 28th day of November, 2025.

- (v) **“Company”** means Neolite ZKW Lightings Limited, a company incorporated under the laws of India.
- (vi) **“Chairman”** means the chairman of the Board of Directors, i.e., Mr. Rajesh Jain.
- (vii) **“Depository”** means a depository, as defined in clause (e) of sub-section (1) of Section 2 of the Depositories Act, 1996 and a company formed and registered under the Act and which has been granted a certificate of registration under sub-section (1A) of Section 12 of the Securities and Exchange Board of India Act, 1992.
- (viii) **“Director”** shall mean any director of the Company, appointed in accordance with the provisions of these Articles.
- (ix) **“Dividend”** includes any interim dividend.
- (x) **“Equity Shares”** means the issued, subscribed and fully paid-up equity shares of the Company having a face value of such amount as prescribed under the memorandum of association of the Company.
- (xi) **“Extraordinary General Meeting”** means Extraordinary General Meeting of the Members duly called and constituted and any adjourned holding thereof.
- (xii) **“General Meeting”** means any duly convened meeting of the shareholders of the Company and any adjournments thereof.
- (xiii) **“Governmental Authority”** means any government or quasi-government authority, ministry, statutory or regulatory authority, government department, agency, commission, board, tribunal, judicial authority, quasi-judicial authority, or court or any entity exercising executive, legislative, judicial, regulatory or administrative, financial, supervisory, determinative, disciplinary or taxation functions of or pertaining to or purporting to have jurisdiction on behalf of or representing the Government of India, or any other relevant jurisdiction, or any state, municipality, district or other subdivision or instrumentality thereof, which has authority or jurisdiction with respect to the business of the Company.
- (xiv) **“Law”** means any applicable national, supranational, foreign, provincial, local or other law, regulations, including applicable provisions of: (i) constitutions, decrees, treaties, statutes, enactments, laws (including the common law), codes, notifications, rules, regulations, policies, guidelines, circulars, directions, directives, ordinances or orders of any Governmental Authority, statutory authority, court, tribunal having jurisdiction over the relevant party; (ii) Approvals; and (iii) orders, decisions, injunctions, judgments, awards and decrees of or agreements with any Governmental Authority, statutory authority, court or tribunal; in each case having jurisdiction over such Party;
- (xv) **“Managing Director”** means the managing director for the time being of the Company;
- (xvi) **“Member”** means the duly registered holder from time to time, of the shares of the Company and includes the subscribers to the Memorandum of Association and in case of shares held by a Depository, the beneficial owners whose names are recorded as such with the Depository;
- (xvii) **“Memorandum”** or **“Memorandum of Association”** means the memorandum of association of the Company, as may be altered from time to time;
- (xviii) **“Office”** means the registered office, for the time being, of the Company;
- (xix) **“Officer”** shall have the meaning assigned thereto by the Act;
- (xx) **“Ordinary Resolution”** shall have the meaning assigned thereto by the Act;
- (xxi) **“Persons”** shall include firms and Corporations as well as individuals;

- (xxii) **“Proxy”** includes Attorney duly constituted under a Power of Attorney;
- (xxiii) **“The Registrar”** means the Registrar of Companies;
- (xxiv) **“Register of Members”** means the register of members to be maintained pursuant to the provisions of the Act and the register of beneficial owners pursuant to Section 11 of the Depositories Act, 1996, in case of shares held in a Depository;
- (xxv) **“Seal”** means the Common Seal of the Company;
- (xxvi) **“SEBI Listing Regulations”** shall mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.
- (xxvii) **“Special Resolution”** shall have the meaning assigned thereto in the Act.

4. Except where the context requires otherwise, these Articles will be interpreted as follows:

- (a) headings are for convenience only and shall not affect the construction or interpretation of any provision of these Articles.
- (b) where a word or phrase is defined, other parts of speech and grammatical forms and the cognate variations of that word or phrase shall have corresponding meanings;
- (c) words importing the singular shall include the plural and vice versa;
- (d) all words (whether gender-specific or gender neutral) shall be deemed to include each of the masculine, feminine and neuter genders;
- (e) the expressions “hereof”, “herein” and similar expressions shall be construed as references to these Articles as a whole and not limited to the particular Article in which the relevant expression appears;
- (f) the ejusdem generis (of the same kind) rule will not apply to the interpretation of these Articles. Accordingly, include and including will be read without limitation;
- (g) any reference to a person includes any individual, firm, corporation, partnership, company, trust, association, joint venture, government (or agency or political subdivision thereof) or other entity of any kind, whether or not having separate legal personality. A reference to any person in these Articles shall, where the context permits, include such person’s executors, administrators, heirs, legal representatives and permitted successors and assigns;
- (h) a reference to any document (including these Articles) is to that document as amended, consolidated, supplemented, novated or replaced from time to time;
- (i) references made to any provision of the Act shall be construed as meaning and including the references to the rules and regulations made in relation to the same by the Ministry of Corporate Affairs. The applicable provisions of the Companies Act, 1956 shall cease to have effect from the date on which the corresponding provisions under the Companies Act, 2013 have been notified.
- (j) a reference to a statute or statutory provision includes, to the extent applicable at any relevant time:
 - (i) that statute or statutory provision as from time to time consolidated, modified, re-enacted or replaced by any other statute or statutory provision; and
 - (ii) any subordinate legislation or regulation made under the relevant statute or statutory provision;
- (k) references to writing include any mode of reproducing words in a legible and non-transitory form; and
- (l) references to **Rupees, Re., Rs., INR, ₹** are references to the lawful currency of India.

PART A

PUBLIC COMPANY

The Company is a public company as defined under Section 2 (71) of the Act, limited by shares.

SHARE CAPITAL

5. AUTHORISED SHARE CAPITAL

The authorized share capital of the Company shall be such amount, divided into such class(es), denomination(s) and number of shares in the Company as stated in Clause V of the Memorandum of Association, with power to reclassify, subdivide, consolidate, increase or reduce such capital from time to time, to issue any shares of the original capital or any new capital and upon the sub-division of shares to apportion the right to participate in profits, in any manner as between the shares resulting from sub-division and to divide the shares in the capital for the time being into other classes and to attach thereto respectively such preferential, convertible, deferred, qualified, or other special rights, privileges, conditions or restrictions and to vary, modify or abrogate the same in such manner as may be determined by or in accordance with the Articles of the Company, subject to the provisions of applicable law for the time being in force.

6. KINDS OF SHARE CAPITAL

The Company may issue the following kinds of shares in accordance with these Articles, the Act and other applicable laws:

- (a) Equity share capital
- (b) Preference share capital.

All Equity Shares shall be of the same class and shall be alike in all respects and the holders thereof shall be entitled to identical rights and privileges including without limitation to identical rights and privileges with respect to dividends, voting rights, and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company.

7. SHARES AT THE DISPOSAL OF THE DIRECTORS

Subject to the provisions of Section 62 of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par or at a discount (subject to compliance with section 53 of the Act) and at such time as they may from time to time think fit, and with the approval of the Company in a General Meeting, if any required under the applicable provisions of law, to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Directors deem fit, and may issue, allot or otherwise dispose shares in the capital of the Company on payment in full or part of any property or assets of any kind whatsoever sold and transferred or machinery supplied or for any services rendered to the Company in the conduct of its business and any shares which may so be allotted may be issued as fully paid -up or partly paid-up otherwise than for cash, and if so issued, shall be deemed to be fully paid up or partly paid up shares, as the case may be. Provided that option or right to call of shares shall not be given to any person or persons without the approval of the Company in the General Meeting.

8. ISSUE OF CERTIFICATE

- (i) Every person whose name is entered as a Member in the Register of Members shall be entitled to receive within two months after incorporation, in case of subscribers to the Memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,-

- a) one certificate for all his shares without payment of any charges; or
 - b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.
- (ii) Every certificate shall specify the number and distinctive numbers of shares to which it relates and the amount paid-up thereon and shall be in such form as the Directors may prescribe and approve.
 - (iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
 - (iv) A certificate, issued under the Seal of the Company, specifying the shares held by any Person shall be prima facie evidence of the title of the Person to such shares. Where the shares are held in depository form, the record of Depository shall be the prima facie evidence of the interest of the beneficial owner.

9. ISSUE OF NEW CERTIFICATE IN PLACE OF ONE DEFACED, LOST OR DESTROYED

If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate, being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every certificate under this Article shall be issued upon payment of such fees for each certificate as may be specified by the Board (which fees shall not exceed the maximum amount permitted under the applicable law). Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.

Provided that notwithstanding what is stated above the Directors shall comply with such rules or regulation or requirements of any stock exchange including the SEBI Listing Regulations or the rules made under the Act or rules made under Securities Contracts (Regulation) Act, 1956 or any other applicable laws.

- 10. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
 - (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.
 - (ii) To every such separate meeting, the provisions of these regulations relating general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
- 11. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further share ranking *pari passu* therewith.
- 12. Subject to the provisions of section 55 of the Act, the Company may issue preference shares, redeemable on such terms and in such manner as may be determined by the Company by a special resolution passed before the issue of such shares.

13. NEW CAPITAL PART OF THE EXISTING CAPITAL

Except so far as otherwise provided by the conditions of issue or by these Articles, any capital raised by the creation of new shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and instalments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.

14. ALLOTMENT OTHERWISE THAN IN CASH

The Board of Directors may issue and allot shares of the Company as payment in full or in part, for any property purchased by the Company or in respect of goods sold or transferred or machinery or appliances supplied or for services rendered to the Company in the acquisition and/or in the conduct of its business; and any shares which may be so allotted may be issued as fully paid-up shares and if so issued shall be deemed as fully paid up shares. However, the aforesaid shall be subject to the approval of shareholders under the relevant provisions of the Act and Rules.

15. SUB-DIVISION, CONSOLIDATION AND CANCELLATION OF SHARE CAPITAL

Subject to the provisions of the Act, the Company in its General Meetings may, by an Ordinary Resolution, from time to time:

- (a) increase the share capital by such sum, to be divided into shares of such amount as it thinks expedient;
- (b) cancel shares which at the date of such General Meeting 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;
- (c) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; provided that any consolidation and division which results in changes in the voting percentage of Members shall require applicable approvals under the Act;
- (d) 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 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 share from which the reduced share is derived; and
- (e) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination.

16. FURTHER ISSUE OF SHARES

- (a) Where at any time the Board or the Company, as the case may be, propose to increase the subscribed capital by the issue of further shares then such shares shall be offered, subject to the provisions of section 62 of the Act, and the rules made thereunder:

(A)

- (i) To the persons who at the date of the offer are holders of the Equity Shares of the Company, in proportion as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer subject to the conditions mentioned in (ii) to (iv) below;
- (ii) The offer aforesaid shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen days or such lesser number of days as may be prescribed under applicable Indian law from the date of the offer, within which the offer if not accepted, shall be deemed to have been declined.

Provided that the notice shall be dispatched through permitted mode to all the existing shareholders at least 3 (three) days before the opening of the issue or such other timeline as may be prescribed under applicable law;

- (iii) The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other

person; and the notice referred to in sub-clause(ii) shall contain a statement of this right;

(iv) after the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose of them in such manner which is not dis-advantageous to the shareholders and the Company; or

(B) to employees under a scheme of employees' stock option, subject to special resolution passed by Company and subject to such conditions as may be prescribed; or

(C) to any persons, if it is authorised by a special resolution, whether or not those persons include the persons referred to in clause (A) or clause (B), either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer, subject to the compliance with the applicable provisions of Chapter III of the Act and any other conditions as may be prescribed; Provided that in respect of issue of shares as aforesaid, subsequent to listing of the equity shares of the Company on the Exchange(s) pursuant to the initial public offering, the price of the shares shall be determined in accordance with applicable provisions of regulations made by Securities and Exchange Board of India and/or other applicable laws and the requirement for determination of price through valuation report of a registered valuer under the Act and the rules made thereunder shall not be applicable.

(b) Nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option attached to the debentures issued or loans raised by the Company to convert such debentures or loans into shares in the company (whether such option is conferred in these Articles or otherwise).

Provided that the terms of issue of such debentures or loan containing such an option have been approved before the issue of such debentures or the raising of loan by a special resolution passed by the Company in General Meeting.

(c) Notwithstanding anything contained in this Article, where any debentures have been issued, or loan has been obtained from any Government by a company, and if that Government considers it necessary in the public interest so to do, it may, by order, direct that such debentures or loans or any part thereof shall be converted into shares in the Company on such terms and conditions as appear to the Government to be reasonable in the circumstances of the case even if terms of the issue of such debentures or the raising of such loans do not include a term for providing for an option for such conversion:

Provided that where the terms and conditions of such conversion are not acceptable to the Company, it may, within sixty days from the date of communication of such order, appeal to the Tribunal which shall after hearing the Company and the Government pass such order as it deems fit.

(d) In determining the terms and conditions of conversion under Section 62(4), the Government shall have due regard to the financial position of the Company, the terms of issue of debentures or loans, as the case may be, the rate of interest payable on such debentures or loans and such other matters as it may consider necessary.

(e) Where the Government has, by an order made under Section 62(4), directed that any debenture or loan or any part thereof shall be converted into shares in a company and where no appeal has been preferred to the Tribunal under Section 62(4) or where such appeal has been dismissed, the memorandum of such Company shall, where such order has the effect of increasing the authorised share capital of the Company, stand altered and the authorised share capital of such Company shall stand increased by an amount equal to the amount of the value of shares which such debentures or loans or part thereof has been converted into.

(f) A further issue of securities may be made in any manner whatsoever as the Board may determine including by way of preferential allotment or private placement subject to and in accordance with

Companies Act and rules made thereunder with pricing method prescribed to listed entities under SEBI (Issue of Capital Disclosures and Requirements) Regulations, as amended from time to time, if applicable.

- (g) The Company shall have power to issue sweat equity shares to its employees or Directors for cash or against consideration (other than cash) for providing know-how or making available rights in the nature of intellectual property rights or value additions by whatever name called, subject to the provisions of Section 54 of the Act and any other related provisions as may be required for the time being in force.

17. TERM OF ISSUE OF DEBENTURES:

Subject to the applicable provisions of the Act and other laws, any debentures, debenture-stock or other Securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.

18. ALLOTMENT ON APPLICATION TO BE ACCEPTANCE OF SHARES

Any application signed by or on behalf of an applicant for shares in the Company followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any shares and whose name is on the Register of Members, shall, for the purpose of these Articles, be a Member.

19. MONEY DUE ON SHARES TO BE A DEBT TO THE COMPANY

The money (if any) which the Board shall, on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise in respect of any shares allotted by them, shall immediately on the inscription of the name of allottee in the Register as the name of the holder of such shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.

20. VARIATION OF SHAREHOLDERS' RIGHTS

- (a) If at any time the share capital of the Company is divided into different classes of shares, the rights attached to the shares of any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to provisions of the Act and whether or not the Company is being wound up, be varied with the consent in writing of the holders of not less than three-fourth of the issued shares of that class or with the sanction of a Special Resolution passed at a separate meeting of the holders of the issued shares of that class, as prescribed by the Act.
- (b) Subject to the provisions of the Act, to every such separate meeting, the provisions of these Articles relating to General Meeting shall *mutatis mutandis* apply.

21. PREFERENCE SHARES

- (a) **Redeemable Preference Shares**
The Company, subject to the applicable provisions of the Act and the consent of the Board, shall have the power to issue on a cumulative or non-cumulative basis, preference shares liable to be redeemed in any manner permissible under the Act, and the Directors may, subject to the applicable provisions of the Act, exercise such power in any manner as they deem fit and provide for redemption of such shares on such terms including the right to redeem at a premium or otherwise as they deem fit.
- (b) **Convertible Preference Shares**
The Company, subject to the applicable provisions of the Act and the consent of the Board, shall have power to issue on a cumulative or non-cumulative basis convertible preference shares

liable to be converted in any manner permissible under the Act and the Directors may, subject to the applicable provisions of the Act, exercise such power as they deem fit and provide for conversion of such shares into such securities on such terms as they may deem fit.

22. AMALGAMATION

Subject to provisions of these Articles, the Company may amalgamate or cause itself to be amalgamated with any other person, firm or body corporate subject to the provisions of the Act.

LIEN

23. COMPANY'S LIEN ON SHARES / DEBENTURES

The Company shall have a first and paramount lien:

(a) on every share/ debenture (not being a fully paid share/ debenture) registered in the name of each member (whether solely or jointly with others) and upon proceeds of sale thereof, for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share/ debenture; and

(b) no equitable interest in any share or debenture shall be created except upon the footing and condition that this Article will have full effect and such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures. Unless otherwise agreed the registration of a transfer of shares/debentures shall operate as a waiver of the Company's lien if any, on such shares/debentures. The Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this clause.

The fully paid-up shares shall be free from all liens and in respect of any partly paid shares/ debentures of the Company, the lien, if any, shall be restricted to moneys called or payable at a fixed time in respect of such shares/ debentures.

24. LIEN TO EXTEND TO DIVIDENDS, ETC.

The Company's lien, if any, on a share shall extend to all dividends or interest, as the case may be, payable and bonuses declared from time to time in respect of such shares / debentures.

25. ENFORCING LIEN BY SALE

The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien:

Provided that no sale shall be made—

- (a) unless a sum in respect of which the lien exists is presently payable; or
- (b) until the expiration of fourteen (14) days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or to the person entitled thereto by reason of his death or insolvency or otherwise.

No Member shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid, or in regard to which the Company has exercised any right of lien.

26. VALIDITY OF SALE

To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings with reference to the sale.

27. VALIDITY OF COMPANY'S RECEIPT

The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case maybe) constitute a good title to the share and the purchaser shall be registered as the holder of the share.

28. APPLICATION OF SALE PROCEEDS

The proceeds of any such sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

29. OUTSIDER'S LIEN NOT TO AFFECT COMPANY'S LIEN

In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by law) be bound to recognise any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.

30. PROVISIONS AS TO LIEN TO APPLY MUTATIS MUTANDIS TO DEBENTURES, ETC.

The provisions of these Articles relating to lien shall *mutatis mutandis* apply to any other securities, including debentures, of the Company.

CALLS ON SHARES

31. BOARD TO HAVE RIGHT TO MAKE CALLS ON SHARES

The Board may subject to the provisions of the Act and any other applicable law, from time to time, make such call as it thinks fit upon the Members in respect of all moneys unpaid on the shares (whether on account of the nominal value of the shares or by premium) and not by the conditions of allotment thereof made payable at fixed times. Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call. A call may be revoked or postponed at the discretion of the Board. The power to call on shares shall not be delegated to any other person except with the approval of the shareholders in a General Meeting.

32. NOTICE FOR CALL

Each Member shall, subject to receiving at least fourteen (14) days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares.

The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call in respect of one or more Members as the Board may deem appropriate in any circumstances.

33. CALL WHEN MADE

The Board of Directors may, when making a call by resolution, determine the date on which such call shall be deemed to have been made, not being earlier than the date of resolution making such call, and thereupon the call shall be deemed to have been made on the date so determined and if no such date is so determined a call shall be deemed to have been made at the date when the resolution authorizing such call was passed at the meeting of the Board and may be required to be paid in instalments.

34. LIABILITY OF JOINT HOLDERS FOR A CALL

The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

35. CALLS TO CARRY INTEREST

If a Member fails to pay any call due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at ten per cent per annum or at such lower rate of interest as shall from time to time be fixed by the Board but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such Member. The Board shall be at liberty to waive payment of any such interest wholly or in part.

36. DUES DEEMED TO BE CALLS

Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

37. EFFECT OF NON-PAYMENT OF SUMS

In case of non-payment of such sum, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

38. PAYMENT IN ANTICIPATION OF CALL MAY CARRY INTEREST

The Board:

- (a) may, subject to provisions of the Act, if it thinks fit, agree to and receive from any Member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
- (b) upon all or any of the monies so advanced or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, may (until the same would, but for such advance, become presently payable) pay interest at such rate as may be agreed upon between the Board and the Member paying the sum in advance. Nothing contained in this Article shall confer on the Member (i) any right to participate in profits or dividends; or (ii) any voting rights in respect of the moneys so paid by him, until the same would, but for such payment, become presently payable by him. The Directors may at any times repay the amount so advanced.

39. PROVISIONS AS TO CALLS TO APPLY MUTATIS MUTANDIS TO DEBENTURES, ETC.

The provisions of these Articles relating to calls shall *mutatis mutandis* apply to any other securities, including debentures, of the Company.

TRANSFER AND TRANSMISSION OF SHARES

40. ENDORSEMENT OF TRANSFER

The securities or other interest of any Member shall be freely transferable, subject to the provisions of applicable Law, in respect of any transfer of shares registered in accordance with the provisions of these Articles, the Board may, at its discretion, direct an endorsement of the transfer and the name of the transferee and other particulars on the existing share certificate and authorize any Director or Officer of the Company to authenticate such endorsement on behalf of the Company or direct the issue of a fresh share certificate, in lieu of and in cancellation of the existing certificate in the name of the transferee.

41. INSTRUMENT OF TRANSFER

- (a) The instrument of transfer of any share shall be in writing. The instrument of transfer of any share in the Company shall be executed by or on behalf of both the transferor and transferee in

accordance with the Act and as per the SEBI Listing Regulations and guidelines and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof.

- (b) The Company shall keep a “register of transfers” and therein shall be fairly and distinctly entered particulars of every transfer or transmission of any shares. The Company shall also use a common form of transfer.
- (c) The Company shall use common form of transfer, as prescribed under the Act, in all cases. In case of transfer of shares, where the Company has not issued any certificates and where the shares are held in dematerialized form, the provisions of the Depositories Act, 1996 shall apply.
- (d) The Board may decline to recognize any instrument of transfer unless-
 - (i) the instrument of transfer is in the form prescribed under the Act;
 - (ii) the instrument of transfer is accompanied by the certificate of shares to which it relates, and/or such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
 - (iii) the instrument of transfer is in respect of only one class of shares.
- (e) No fee shall be charged for registration of transfer, transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney or similar other document.

42. EXECUTION OF TRANSFER INSTRUMENT

Every such instrument of transfer shall be executed, both by or on behalf of both 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.

43. CLOSING REGISTER OF TRANSFERS AND OF MEMBERS

Subject to compliance with the Act and other applicable law, the Board shall be empowered, on giving not less than seven (7) days’ notice or such period as may be prescribed, to close the transfer books, Register of Members, the register of debenture holders at such time or times, and for such period or periods, not exceeding thirty (30) days at a time and not exceeding an aggregate forty-five (45) days in each year as it may seem expedient.

44. DIRECTORS MAY REFUSE TO REGISTER TRANSFER

Subject to the provisions of these Articles, Sections 58 and 59 of the Act, Section 22A of the Securities Contracts (Regulation) Act, 1956, and other applicable provisions of the Act or any other law for the time being in force, the Board may decline or refuse whether in pursuance of any power of the Company under these Articles or otherwise, by giving reasons, to register or acknowledge any transfer of, or the transmission by operation of law of the right to, any shares or interest or debentures of of a Member in the Company, after providing sufficient cause, within a period of thirty days from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to the Company. Provided that the registration of transfer of any securities shall not be refused on the ground of the transferor being alone or jointly with any other person or persons, indebted to the Company on any account whatsoever except where the Company has a lien on shares.

If the Company without sufficient cause refuses to register the transfer of securities within a period of thirty days from the date on which the instrument of transfer or the intimation of transmission, as the case may be, is delivered to the Company, the transferee may, within a period of sixty days of such refusal or where no intimation has been received from the Company, within ninety days of the delivery of the instrument of transfer or intimation of transmission, appeal to the Tribunal.

45. TRANSFER OF PARTLY PAID SHARES

Where in the case of partly paid shares, an application for registration is made by the transferor alone, the transfer shall not be registered, unless the Company gives the notice of the application to the

transferee in accordance with the provisions of the Act and the transferee gives no objection to the transfer within the time period prescribed under the Act.

46. TITLE TO SHARES OF DECEASED MEMBERS

The executors or administrators or the holders of a succession certificate issued in respect of the shares of a deceased Member and not being one of several joint holders shall be the only person whom the Company shall recognize as having any title to the shares registered in the name of such Members and in case of the death of one or more of the joint holders of any registered share, the survivor or survivors shall be entitled to the title or interest in such shares but nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person. Provided nevertheless that in case the Directors, in their absolute discretion think fit, it shall be lawful for the Directors to dispense with the production of a probate or letters of administration or a succession certificate or such other legal representation upon such terms (if any) (as to indemnify or otherwise) as the Directors may consider necessary or desirable.

47. TRANSFERS NOT PERMITTED

No share shall in any circumstances be transferred to any infant, or a person of unsound mind, except fully paid shares through a legal guardian.

48. TRANSMISSION OF SHARES

Subject to the provisions of the Act and these Articles, any person becoming entitled to shares in consequence of the death, lunacy, bankruptcy or insolvency of any Members, or by any lawful means other than by a transfer in accordance with these Articles, may with the consent of the Board (which it shall not be under any obligation to give), upon producing such evidence as the Board thinks sufficient, that he sustains the character in respect of which he proposes to act under this Article, or of his title, elect to either be registered himself as holder of the shares or elect to have some person nominated by him and approved by the Board, registered as such holder or to make such transfer of the share as the deceased or insolvent member could have made. If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. Provided, nevertheless, if such person shall elect to have his nominee registered, he shall testify that election by executing in favour of his nominee an instrument of transfer in accordance with the provision herein contained and until he does so he shall not be freed from any liability in respect of the shares. Further, all limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfer of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the Member had not occurred and the notice or transfer were a transfer signed by that Member.

49. RIGHTS ON TRANSMISSION

A person becoming entitled to a share by reason of the death or insolvency of the holder shall, subject to the Directors' right to retain such dividends or money, be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a Member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

Provided that the Board may at any time give a notice requiring any such person to elect either to be registered himself or to transfer the share and if the notice is not complied with within ninety (90) days, the Board may thereafter withhold payment of all dividends, bonus or other moneys payable in respect of such share, until the requirements of notice have been complied with.

Subject to the provisions of section 58 of the Act, these Articles and other applicable provisions of the Act or any other law for the time being in force, the Board may (at its own absolute and uncontrolled discretion) decline or refuse by giving reason whether in pursuance of any power of the Company under these Articles or otherwise to register the transfer of, or the transmission by operation of law of the right to, any Securities or interest of a Member in or debentures of the Company.

50. SHARE CERTIFICATES TO BE SURRENDERED

Before the registration of a transfer, the certificate or certificates of the share or shares to be transferred must be delivered to the Company along with (save as provided in the Act) properly stamped and executed instrument of transfer.

51. COMPANY NOT LIABLE TO NOTICE OF EQUITABLE RIGHTS

The Company shall incur no liability or responsibility whatever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of persons having or claiming any equitable rights, title or interest in the said shares, notwithstanding that the Company may have had notice of such equitable rights referred thereto in any books 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 rights, title or interest or be under any liability whatsoever for refusing or neglecting to do so, though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto if the Board shall so think fit.

52. TRANSFER AND TRANSMISSION OF DEBENTURES

The provisions of these Articles, shall, mutatis mutandis, apply to the transfer of or the transmission by law of any securities including, debentures of the Company.

53. NOMINATION OF SECURITIES

- (a) Every holder of Securities of the Company may, at any time, nominate, in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, a Person as his nominee in whom the Securities of the Company held by him shall vest in the event of his death.
- (b) Where the Securities of the Company are held by more than one person jointly, the joint holders may together nominate, in the prescribed manner, any person to whom all the rights in the Securities shall vest in the event of death of all the joint holders.
- (c) Notwithstanding anything contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise, in respect of the Securities of the Company, where a nomination made in the prescribed manner purports to confer on any person the right to vest the securities of the Company, the nominee shall, on the death of the holder of securities or, as the case may be, on the death of the joint holders, become entitled to all the rights in the Securities, of the holder or, as the case may be, of all the joint holders, in relation to such securities, to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner.
- (d) Where the nominee is a minor, it shall be lawful for the holder of the securities, making the nomination to appoint, in the prescribed manner, any person to become entitled to the securities of the company, in the event of the death of the nominee during his minority.
- (e) The transmission of Securities of the Company by the holders of such Securities and transfer in case of nomination shall be subject to and in accordance with the provisions of the Companies (Share Capital and Debentures) Rules, 2014.

54. NOMINATION IN CERTAIN OTHER CASES

Subject to the applicable provisions of the Act and these Articles, any person becoming entitled to Securities in consequence of the death, lunacy, bankruptcy or insolvency of any holder of Securities, or by any lawful means other than by a transfer in accordance with these Articles, may, with the consent of the Board (which it shall not be under any obligation to give), upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of such title as the Board thinks sufficient, either be registered himself as the holder of the Securities or elect to have some

Person nominated by him and approved by the Board registered as such holder; provided nevertheless that, if such Person shall elect to have his nominee registered, he shall testify the election by executing in favour of his nominee an instrument of transfer in accordance with the provisions herein contained and until he does so, he shall not be freed from any liability in respect of the Securities.

FORFEITURE OF SHARES

55. BOARD TO HAVE A RIGHT TO FORFEIT SHARES

If a Member fails to pay any call, or instalment of a call or any money due in respect of any share or consideration towards shares allotted otherwise than in cash or cash in lieu thereof if approved by the Board of Directors, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment or consideration remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on him requiring payment of so much of the call or instalment or consideration or other money as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of non-payment.

56. NOTICE FOR FORFEITURE OF SHARES

The notice aforesaid shall:

- (a) name a further day (not being earlier than the expiry of fourteen days from the date of services of the notice) on or before which the payment required by the notice is to be made; and
- (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

57. RECEIPT OF PART AMOUNT OR GRANT OF INDULGENCE NOT TO AFFECT FORFEITURE

Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereof 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 shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the forfeiture of such shares as herein provided. There shall be no forfeiture of unclaimed dividends before the claim becomes barred by applicable law.

58. FORFEITED SHARE TO BE THE PROPERTY OF THE COMPANY

Any share forfeited in accordance with these Articles, shall be deemed to be the property of the Company and may be sold, re-allocated or otherwise disposed of either to the original holder thereof or to any other person upon such terms and in such manner as the Board thinks fit.

59. ENTRY OF FORFEITURE IN REGISTER OF MEMBERS

When any share shall have been so forfeited, notice of the forfeiture shall be given to the defaulting member and any entry of the forfeiture with the date thereof, shall forthwith be made in the Register of Members but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry as aforesaid.

60. MEMBER TO BE LIABLE EVEN AFTER FORFEITURE

A person whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay, and shall pay, to the Company all monies

which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares. All such monies payable shall be paid together with interest thereon at such rate as the Board may determine, from the time of forfeiture until payment or realization. The Board may, if it thinks fit, but without being under any obligation to do so, enforce the payment of the whole or any portion of the monies due, without any allowance for the value of the shares at the time of forfeiture or waive payment in whole or in part. The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares.

61. EFFECT OF FORFEITURE

The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles expressly saved.

62. CERTIFICATE OF FORFEITURE

A duly verified declaration in writing that the declarant is a Director, the manager or the secretary of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.

63. TITLE OF PURCHASER AND TRANSFEREE OF FORFEITED SHARES

The Company may receive the consideration, if any, given for the share on any sale, re-allotment or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of. The transferee shall thereupon be registered as the holder of the share and the transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, allotment or disposal of the share.

64. VALIDITY OF SALES

Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the shares sold and after his name has been entered in the Register of Members in respect of such shares the validity of the sale shall not be impeached by any person.

65. CANCELLATION OF SHARE CERTIFICATE IN RESPECT OF FORFEITED SHARES

Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.

66. BOARD ENTITLED TO CANCEL FORFEITURE

The Board may at any time before any share so forfeited shall have them sold, allotted or otherwise disposed of, cancel the forfeiture thereof upon such conditions as it thinks fit.

67. SURRENDER OF SHARE

The Board may, subject to the provisions of the Act, accept a surrender of any share from or by any Member desirous of surrendering them on such terms as they think fit.

68. SUMS DEEMED TO BE CALLS

The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

69. PROVISIONS AS TO FORFEITURE OF SHARES TO APPLY MUTATIS MUTANDIS TO DEBENTURES, ETC.

The provisions of these Articles relating to forfeiture of shares shall *mutatis mutandis* apply to any other securities, including debentures, of the Company.

ALTERATION OF CAPITAL

70. INCREASE IN SHARE CAPITAL

The Company may, from time to time, by Ordinary Resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

71. SHARES MAY BE CONVERTED INTO STOCK

Where shares are converted into stock:

- (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same Articles under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:
Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose;
- (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage;
- (c) such of the Articles of the Company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder”/”Member” shall include “stock” and “stock-holder” respectively.

72. REDUCTION OF CAPITAL

The Company may, subject to the applicable provisions of the Act and applicable SEBI Regulations, as amended from time to time, by a Special Resolution as prescribed by the Act, reduce in any manner and in accordance with the provisions of the Act:

- (a) its share capital; and/or
- (b) any capital redemption reserve account; and/or
- (c) any share premium account

and in particular without prejudice to the generality of the foregoing power may be: (i) extinguishing or reducing the liability on any of its shares in respect of share capital not paid up; (ii) either with or without extinguishing or reducing liability on any of its shares, (a) cancel paid up share capital which is lost or is unrepresented by available assets; or (b) pay off any paid up share capital which is in excess of the wants of the Company; and may, if and so far as is necessary, alter its Memorandum, by reducing the amount of its share capital and of its shares accordingly.

73. RIGHTS TO ISSUE SHARE WARRANTS

The Company may issue share warrants subject to, and in accordance with provisions of the Act. The Board may, in its discretion, with respect to any share which is fully paid up on application in writing signed by the person registered as holder of the share, and authenticated by such evidence (if any) as the Board may from time to time require as to the identity of the person signing the application, and the amount of the stamp duty on the warrant and such fee as the Board may from time to time require having been paid, issue a warrant.

The Board may, from time to time, make rules as to the terms on which it shall think fit, a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.

CAPITALISATION OF PROFITS

74. CAPITALISATION OF PROFITS

- (a) The Company in General Meeting, may, on recommendation of the Board resolve:
 - (i) that it is desirable to capitalise any part of the amount for the time being standing to the credit of the Company's reserve accounts or securities premium account or to the credit of the profit and loss account or otherwise available for distribution; and
 - (ii) that such sum be accordingly set free for distribution in the manner specified in the sub-clause (b) 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, either in or towards:
 - (i) paying up any amounts for the time being unpaid on shares held by such Members respectively;
 - (ii) paying up in full, unissued share of the Company to be allotted and distributed, credited as fully paid up, to and amongst such Members in the proportions aforesaid; or
 - (iii) partly in the way specified in sub-clause (i) and partly that specified in sub -clause (ii).
 - (iv) A securities premium account and a capital redemption reserve account or any other permissible reserve account may be applied as permitted under the Act in the paying up of unissued shares to be issued to Members of the Company as fully paid bonus shares.
 - (v) The Board shall give effect to the resolution passed by the Company in pursuance of these Articles.

75. POWER OF DIRECTORS FOR DECLARATION OF BONUS ISSUE

- (a) Whenever such a resolution as aforesaid shall have been passed, the Board shall:
 - (i) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares or other securities, if any; and
 - (ii) generally do all acts and things required to give effect thereto.
- (b) The Board shall have full power:
 - (i) to make such provisions, by the issue of fractional certificates or by payments in cash or otherwise as it thinks fit, in the case of shares or debentures becoming distributable in fractions; and

(ii) to authorize any person to enter, on behalf of all the Members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or other securities to which they may be entitled upon such capitalization or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalized, of the amount or any parts of the amounts remaining unpaid on their existing shares.

(c) Any agreement made under such authority shall be effective and binding on such Members.

76. BUY BACK OF SHARES

Notwithstanding anything contained in these Articles, but subject to all applicable provisions of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities.

GENERAL MEETINGS

77. ANNUAL GENERAL MEETINGS

- (a) The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meeting in that year.
- (b) An Annual General Meeting of the Company shall be held in accordance with the provisions of the Act.

78. EXTRAORDINARY GENERAL MEETINGS

All General Meetings other than the Annual General Meeting shall be called "Extraordinary General Meeting". Provided that, the Board may, whenever it thinks fit, call an Extraordinary General Meeting.

79. EXTRAORDINARY MEETINGS ON REQUISITION

The Board shall, on the requisition of Members, convene an Extraordinary General Meeting of the Company in the circumstances and in the manner provided under the Act.

80. NOTICE FOR GENERAL MEETINGS

All General Meetings shall be convened by giving not less than clear twenty-one (21) days' notice, in such manner as is prescribed under the Act, specifying the place, date and hour of the meeting and a statement of the business proposed to be transacted at such a meeting, in the manner mentioned in the Act. Notice shall be given to all the Members and to such persons as are under the Act and/or these Articles entitled to receive such notice from the Company but any accidental omission to give notice to or non-receipt of the notice by any Member or other person to whom it should be given shall not invalidate the proceedings of any General Meetings.

The Members may participate in General Meetings through such modes as permitted by applicable laws.

81. SHORTER NOTICE ADMISSIBLE

Upon compliance with the relevant provisions of the Act, an Annual General Meeting or any General Meeting may be convened by giving a shorter notice than twenty-one (21) days.

82. CIRCULATION OF MEMBERS' RESOLUTION

The Company shall comply with provisions of Section 111 of the Act, as to giving notice of resolutions and circulating statements on the requisition of Members.

83. SPECIAL AND ORDINARY BUSINESS

- a. Subject to the provisions of the Act, all business shall be deemed special that is transacted at the Annual General Meeting with the exception of declaration of any dividend, the consideration of financial statements and reports of the Directors and auditors, the appointment of Directors in place of those retiring and the appointment of and fixing of the remuneration of the auditors. In case of any other meeting, all business shall be deemed to be special.
- b. In case of special business as aforesaid, an explanatory statement as required under the applicable provisions of the Act shall be annexed to the notice of the meeting.

84. QUORUM FOR GENERAL MEETING

Five (5) Members or such other number of Members as required under the Act or the applicable law for the time being in force prescribes, personally present shall be quorum for a General Meeting and no business shall be transacted at any General Meeting unless the requisite quorum is present at the commencement of the meeting.

85. TIME FOR QUORUM AND ADJOURNMENT

Subject to the provisions of the Act, if within half an hour from the time appointed for a meeting, a quorum is not present, the meeting, if called upon the requisition of Members, shall be cancelled and in any other case, it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine. If at the adjourned meeting also a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be quorum and may transact the business for which the meeting was called.

86. CHAIRMAN OF GENERAL MEETING

The chairman, if any, of the Board of Directors shall preside as chairman at every General Meeting of the Company.

87. ELECTION OF CHAIRMAN

Subject to the provisions of the Act, if there is no such chairman or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairman, the Directors present shall elect another Director as chairman and if no Director be present or if all the Directors decline to take the chair, then the Members present shall choose a Member to be the chairman. Any nominee director of ZKW shall not be entitled for appointment as the Chairman, if applicable.

88. ADJOURNMENT OF MEETING

Subject to the provisions of the Act, the chairman of a General Meeting may, with the consent given in the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn that meeting from time to time and 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 the meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as nearly to the original meeting, as may be possible. Save as aforesaid and as provided in Section 103 of the Act, it shall not be necessary to give any notice of adjournment of the business to be transacted at an adjourned meeting.

89. VOTING AT MEETING

At any General Meeting, 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. Further, no objection shall be raised to the qualification of any voter except at the General Meeting or adjourned General Meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting

shall be valid for all purposes. Any such objection made in due time shall be referred to the chairperson of the General Meeting, whose decision shall be final and conclusive.

90. DECISION BY POLL

If a poll is duly demanded in accordance with the provisions of the Act, it shall be taken in such manner as the chairman directs and the results of the poll shall be deemed to be the decision of the meeting on the resolution in respect of which the poll was demanded.

91. CASTING VOTE OF CHAIRMAN

In case of equal votes, whether on a show of hands or on a poll, the chairman of the General Meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote in addition to the vote or votes to which he may be entitled to as a Member.

92. PASSING RESOLUTIONS BY POSTAL BALLOT

- (a) Notwithstanding any of the provisions of these Articles, the Company may, and in the case of resolutions relating to such business as notified under the Act, to be passed by postal ballot, shall get any resolution passed by means of a postal ballot, instead of transacting the business in the General Meeting of the Company.
- (b) Where the Company decides to pass any resolution by resorting to postal ballot, it shall follow the procedures as prescribed under the Act.
- (c) If a resolution is assented to by the requisite majority of the shareholders by means of postal ballot, it shall be deemed to have been duly passed at a General Meeting convened in that behalf.

VOTE OF MEMBERS

93. VOTING RIGHTS OF MEMBERS

Subject to any rights or restrictions for the time being attached to any class or classes of shares:

- (a) On a show of hands every Member holding Equity Shares and present in person shall have one vote.
- (b) On a poll, every Member holding Equity Shares therein shall have voting rights in proportion to his share in the paid up equity share capital.
- (c) A Member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.

94. VOTING BY JOINT-HOLDERS

In case of joint holders the vote of first named of such joint holders in the Register of Members who tender a vote whether in person or by proxy shall be accepted, to the exclusion of the votes of other joint holders.

95. VOTING BY 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 legal guardian may, on a poll, vote by proxy.

96. NO RIGHT TO VOTE UNLESS CALLS ARE PAID

No Member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by him have been paid, or in regard to which the Company has lien and has exercised any right of lien.

97. PROXY

Any Member entitled to attend and vote at a General Meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that meeting.

98. INSTRUMENT OF PROXY

An instrument appointing a proxy shall be in the form as prescribed under the Act for this purpose. The instrument appointing a proxy shall be in writing under the hand of appointer or of his attorney duly authorized in writing or if appointed by a body corporate either under its common seal, if any or under the hand of its officer or attorney duly authorized in writing by it. Any person whether or not he is a Member of the Company may be appointed as a proxy.

The instrument appointing a proxy and power of attorney or other authority (if any) under which it is signed or a notarized copy of that power or authority must be deposited at the Office of the Company not less than forty eight (48) hours prior to the time fixed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in case of a poll, not less than twenty four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

99. VALIDITY OF PROXY

A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of shares in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

100. CORPORATE MEMBERS

Any corporation or body corporate (whether a company or not within the Act) which is a Member of the Company may, by resolution of its Board of Directors or other governing body, authorize such person as it thinks fit to act as its representative at any meeting of the Company and the said person so authorized shall be entitled to exercise the same powers on behalf of the corporation or body corporate which he represents as that corporation or body corporate could have exercised if it were an individual Member of the Company (including the right to vote by proxy).

BOARD OF DIRECTORS

- 101.** Subject to the applicable provisions of the Act, the number of Directors of the Company shall not be less than 6 (six) and not more than 15 (fifteen). However, the Company may at any time appoint more than 15 (fifteen) directors after passing Special Resolution at a General Meeting. The Company shall also comply with the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the provisions of the applicable SEBI Listing Regulations. The Board shall have an optimum combination of executive and Independent Directors with at least 1 (one) woman Director, as may be prescribed by Law from time to time.

A Director of the Company shall not be bound to hold any Qualification Shares in the Company.

Subject to Sections 149, 152 and 164 of the Act and other provisions of the Act, the Company may increase or reduce the number of Directors.

The Company may, and subject to the provisions of Section 169 of the Act, remove any Director before the expiration of his period of office and appoint another qualified Director. The person so appointed

shall hold office during such time as the Director in whose place he is appointed would have held the same if he had not been removed.

At least one Director shall reside in India for a total period of not less than 182 (one hundred and eighty-two) days or for such number of days as may be notified by the Government from time to time in each Financial Year.

102. NUMBER OF DIRECTORS

Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors (including Additional and Alternate Directors) shall not be less than six and not more than fifteen. Provided that a company may appoint more than fifteen directors after passing a special resolution.

103. ADDITIONAL DIRECTORS

Subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles.

104. ALTERNATE DIRECTORS

- (a) The Board may, subject to provisions of the Act, appoint a person, not being a person holding any alternate directorship for any other director in the Company or holding directorship in the Company, to act as an alternate director for a director during his absence for a period of not less than 3 (three) months from India (hereinafter in this Article called the “**Original Director**”).
- (b) An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India. If the term of office of the Original Director is determined before he returns to India the automatic re-appointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director.

105. APPOINTMENT OF DIRECTOR TO FILL A CASUAL VACANCY

If the office of any Director appointed by the Company in General Meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board which shall be subsequently approved by members in the immediate next general meeting. The director so appointed shall hold office only up to the date which the director in whose place he is appointed would have held office if it had not been vacated.

106. REMUNERATION OF DIRECTORS

- (a) A Director (other than a Managing Director or whole-time director) may receive a sitting fee not exceeding such sum as may be prescribed by the Act or the Central Government from time to time for each meeting of the Board of Directors or any committee thereof attended by him. The remuneration of Directors including Managing Director and/or whole-time director may be paid in accordance with the applicable provisions of the Act.
- (b) The Board of Directors may allow and pay or reimburse any Director such sum as the Board may consider fair compensation for travelling, and out-of-pocket expenses and if any Director be called upon to go or reside out of the ordinary place of his residence on the Company’s business he shall be entitled to be reimbursed any travelling or other expenses incurred in connection with the business of the Company.
- (c) The Managing Directors/ whole-time directors shall be entitled to charge and be paid for all actual expenses, if any, which they may incur for or in connection with the business of the Company. They shall be entitled to appoint full time/part time employees in connection with the

management of the affairs of the Company and shall be entitled to be paid by the Company any remuneration that they may pay to such part time employees.

107. REMUNERATION FOR EXTRA SERVICES

If any Director, being willing, shall be called upon to perform extra services or to make any special exertions (which expression shall include work done by Director as a Member of any committee formed by the Directors) in going or residing away from the town in which the Office of the Company may be situated for any purposes of the Company or in giving any special attention to the business of the Company or as member of the Board, then subject to the provisions of the Act, the Board may remunerate the Director so doing either by a fixed sum, or by a percentage of profits or otherwise and such remuneration, may be either in addition to or in substitution for any other remuneration to which he may be entitled.

108. NUMBER OF DIRECTORS BELOW MINIMUM

The continuing Directors may act notwithstanding any vacancy in the Board, but if the number is reduced below six, the continuing Directors or Director may act for the purpose of increasing the number of Directors to six or for summoning a General Meeting of the Company, but for no other purpose.

109. VACATION OF OFFICE OF DIRECTOR

The office of a Director shall be deemed to have been vacated under the circumstances enumerated under Act.

ROTATION AND RETIREMENT OF DIRECTOR

110. ONE-THIRD OF DIRECTORS TO RETIRE EVERY YEAR

At the Annual General Meeting of the Company to be held every year, one-third of such of the Directors as are liable to retire by rotation for time being, or, if their number is not three or a multiple of three then the number nearest to one third shall retire from office, and they will be eligible for re-appointment.

111. RETIRING DIRECTORS ELIGIBLE FOR RE-APPOINTMENT

A retiring Director shall be eligible for re-appointment and the Company, at the Annual General Meeting at which a Director retires in the manner aforesaid, may fill up the vacated office by electing a person thereto.

112. WHICH DIRECTOR TO RETIRE

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 became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lots.

113. POWER TO REMOVE DIRECTOR BY ORDINARY RESOLUTION

Subject to the provisions of the Act, the Company may by an Ordinary Resolution in General Meeting, remove any Director before the expiration of his period of office after giving him a reasonable opportunity of being heard and may, by an Ordinary Resolution, appoint another person instead.

Provided that an independent director re-appointed for second term under the provisions of the Act shall be removed by the company as provided under the Act.

114. DIRECTOR IN COMPANIES PROMOTED BY THE COMPANY

Directors of the Company may be or become a director of any company promoted by the Company or in which the Company may be interested as vendor, shareholder or otherwise and no such Director shall

be accountable for any benefits received as a director or member of such company subject to compliance with applicable provisions of the Act.

PROCEEDINGS OF BOARD OF DIRECTORS

115. MEETINGS OF THE BOARD

- (a) The Board of Directors shall meet at least once in every three (3) months with a maximum gap of 120 (one hundred and twenty) days between two (2) meetings of the Board for the dispatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit in accordance with the Act, provided that at least four (4) such meetings shall be held in every year.

The participation of Directors in a meeting of the Board may be either in person or through video conferencing or other audio visual means, as may be prescribed, which are capable of recording and recognising the participation of the Directors and of recording and storing the proceedings of such meetings along with date and time.

- (b) The chairman may, at any time, and the secretary or such other Officer of the Company as may be authorised in this behalf on the requisition of Director shall at any time summon a meeting of the Board. Notice of at least 7 (seven) days in writing of every meeting of the Board shall be given to every Director and every alternate Director at his usual address whether in India or abroad, provided always that a meeting may be convened by a shorter notice to transact urgent business subject to such conditions as may be specified in the laws applicable for the time being in force.
- (c) The notice of each meeting of the Board shall include (i) the time for the proposed meeting; (ii) the venue for the proposed meeting; and (iii) an agenda setting out the business proposed to be transacted at the meeting.
- (d) To the extent permissible by applicable law, the Directors may participate in a meeting of the Board or any committee thereof, through electronic mode, that is, by way of video conferencing i.e., audio visual electronic communication facility. The notice of the meeting must inform the Directors regarding the availability of participation through video conferencing. Any Director participating in a meeting through the use of video conferencing shall be counted for the purpose of quorum.

116. QUESTIONS AT BOARD MEETING HOW DECIDED

Questions arising at any time at a meeting of the Board shall be decided by majority of votes and in case of equality of votes, the Chairman, in his absence the Director presiding shall have a second or casting vote.

117. QUORUM

Subject to the provisions of the Act and other applicable law, the quorum for a meeting of the Board shall be one third of its total strength (any fraction contained in that one-third being rounded off as one) or two Directors whichever is higher and the participation of the directors by video conferencing or by other audio-visual means shall also be counted for the purposes of quorum.

At any time the number of interested Directors is equal to or exceeds two-thirds of total strength, the number of 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 Board after deducting there from the number of Directors, if any, whose places are vacant at the time. The term 'interested director' means any Director whose presence cannot, by reason of applicable provisions of the Act be counted for the purpose of forming a quorum at meeting of the Board, at the time of the discussion or vote on the concerned matter or resolution.

118. ADJOURNED MEETING

Subject to the provisions of the Act, if within half an hour from the time appointed for a meeting of the Board, a quorum is not present, the meeting, shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine.

119. ELECTION OF CHAIRMAN OF BOARD

- (a) Mr. Rajesh Jain shall be the Chairman of the Board.
- (b) The Board may elect a chairman of its meeting and may determine the period for which he is to hold office.
- (c) If no such chairman is elected or at any meeting the chairman is not present within fifteen minutes after the time appointed for holding the meeting the Directors present may choose one among themselves to be the chairman of the meeting.

120. POWERS OF DIRECTORS

- (a) The Board may exercise all such powers of the Company and do all such acts and things as are not, by the Act or any other applicable law, or by the Memorandum or by the Articles required to be exercised by the Company in a General Meeting, subject nevertheless to these Articles, to the provisions of the Act or any other applicable law and to such regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in a General Meeting; but no regulation made by the Company in a General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
- (b) All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case maybe, by such person and in such manner as the Board shall from time to time by resolution determine.

121. DELEGATION OF POWERS

- (a) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such members of its body as it thinks fit, provided, that any nominee director of ZKW, if applicable, will not be appointed on any committee constituted by the Board.
- (b) Any committee so formed shall, in the exercise of the power so delegated conform to any regulations that may be imposed on it by the Board.

122. ELECTION OF CHAIRMAN OF COMMITTEE

- (a) The Board may designate a person as chairman of a committee or in his absence or where no such designation is made a committee may elect a chairman of its meeting. If no such chairman is elected or if at any meeting the chairman is not present within fifteen minutes after the time appointed for holding the meeting, the members present may choose one of their members to be the chairman of the committee meeting.
- (b) The quorum of a committee may be fixed by the Board of Directors.

123. QUESTIONS HOW DETERMINED

- (a) A committee may meet and adjourn as it thinks proper.
- (b) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present as the case may be and in case of equality of vote, the chairman shall have a second or casting vote, in addition to his vote as a member of the committee.

124. VALIDITY OF ACTS DONE BY BOARD OR A COMMITTEE

All acts done by any meeting of the Board, of a committee thereof, or by any person acting as a Director shall notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such Directors or of any person acting as aforesaid or that they or any of them were disqualified be as valid as if even such Director or such person has been duly appointed and was qualified to be a Director.

125. RESOLUTION BY CIRCULATION

Save as otherwise expressly provided in the Act, a resolution in writing circulated in draft together with the necessary papers, if any, to all the Directors or to all the members of the committee then in India, not being less in number than the quorum fixed of the meeting of the Board or the committee, as the case may be and to all other Directors or Members at their usual address in India and approved by such of the Directors as are then in India or by a majority of such of them as are entitled to vote at 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.

126. REGISTERS TO BE MAINTAINED BY THE COMPANY

- (a) The Company shall, in terms of the provisions of Section 88 of the Act, cause to be kept the following registers in terms of the applicable provisions of the Act
 - i. A Register of Shareholders indicating separately for each class of Equity Shares and preference shares held by each Shareholder residing in or outside India;
 - ii. A register of Debenture holders; and
 - iii. A register of any other holders of Securities.
- (b) The registers mentioned in this Article shall be kept and maintained in the manner prescribed under the Companies (Management and Administration) Rules, 2014.

127. MAINTENANCE OF FOREIGN REGISTER

The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of those Sections) make and vary such regulations as it may think fit respecting the keeping of any register.

128. BORROWING POWERS

- (a) Subject to the provisions of the Act and these Articles, the Board may from time to time at their discretion raise or borrow or secure the payment of any such sum of money for the purpose of the Company, in such manner and upon such terms and conditions in all respects as they think fit, and in particular, by promissory notes or by receiving deposits and advances with or without security or by the issue of bonds, debentures, perpetual or otherwise, including debentures convertible into shares of this Company or any other company or perpetual annuities and to secure 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 to transfer or convey the same absolutely or in trust and to give the lenders powers of sale and other powers as may be expedient and to purchase, redeem or pay off any such securities.
- (b) To the extent permitted under the applicable law and subject to compliance with the requirements thereof, the Directors shall be empowered to grant loans to such entities at such terms as they may deem to be appropriate and the same shall be in the interests of the Company.
- (c) Any bonds, debentures, debenture-stock or other securities may if permissible under applicable law be issued at a discount, premium or otherwise by the Company and on the condition that they or any part of them may be convertible into Equity Shares of any denomination, and with any privileges and conditions as to the redemption, surrender, allotment of shares, attending (but not voting) in the General Meeting, appointment of Directors or otherwise. Provided that

debentures with rights to allotment of or conversion into Equity Shares shall not be issued except with, the sanction of the Company in General Meeting accorded by a Special Resolution.

129. NOMINEE DIRECTORS

- (a) Subject to the provisions of the Act, so long as any moneys remain owing by the Company to financial institutions regulated by the Reserve Bank of India, state financial corporation or any financial institution owned or controlled by the Central Government or State Government or any non-banking financial company regulated by the Reserve Bank of India or any such company from whom the Company has borrowed for the purpose of carrying on its objects or each of the above has granted any loans / or subscribes to the debentures of the Company or so long as any of the aforementioned companies of financial institutions holds or continues to hold debentures /shares in the Company as a result of private placement or so long as any liability of the Company arising out of any guarantee furnished on behalf of the Company remains outstanding, and if the loan or other agreement with such institution/ corporation/ company (hereinafter referred to as the “**Corporation**”) so provides, the Corporation may, in pursuance of the provisions of any law for the time being in force or of any agreement, have a right to appoint from time to time any person or persons as a Director or Directors whole-time or non whole-time (which Director or Director/s is/are hereinafter referred to as “**Nominee Directors/s**”) on the Board of the Company and to remove from such office any person or person so appointed and to appoint any person or persons in his /their place(s).
- (b) The Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board meetings and of the meetings of the committee of which Nominee Director/s is/are member/s as also the minutes of such Meetings. The Corporation shall also be entitled to receive all such notices and minutes.
- (c) The Company may pay the Nominee Director/s sitting fees and expenses to which the other Directors of the Company are entitled, but if any other fees commission, monies or remuneration in any form is payable to the Directors of the Company the fees, commission, monies and remuneration in relation to such Nominee Director/s may accrue to the nominee appointer and same shall accordingly be paid by the Company directly to the Corporation.
- (d) Provided that the sitting fees, in relation to such Nominee Director/s shall also accrue to the appointer and same shall accordingly be paid by the Company directly to the appointer.

130. MANAGING DIRECTOR(S) AND/OR WHOLE TIME DIRECTORS

- (a) The Board may from time to time and with such sanction(s) as may be required by the Act, appoint one or more of the Directors to the office of the Managing Director and/ or whole time directors for such term and subject to such remuneration, terms and conditions as they may think fit. Any nominee director of ZKW shall not be entitled for appointment as the Managing Director, if applicable.
- (b) The Directors may from time to time resolve that there shall be either one or more Managing Directors and/ or whole-time directors.
- (c) In the event of any vacancy arising in the office of a Managing Director and/or whole time director, the vacancy shall be filled by the Board of Directors subject to the approval of the Members.
- (d) If a Managing Director and/or whole time director ceases to hold office as Director, he shall ipso facto and immediately cease to be Managing Director/whole time director.

131. POWERS AND DUTIES OF MANAGING DIRECTOR OR WHOLE-TIME DIRECTOR

The Managing Director/whole time director shall, subject to the supervision, control and direction of the Board and subject to the provisions of the Act, exercise such powers as are exercisable under these Articles by the Board of Directors, as they may think fit and confer such power for such time and to be exercised as they may think expedient and they may confer such power either collaterally with or to the exclusion of any such substitution for all or any of the powers of the Board of Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any such powers. The Managing

Directors/ whole time Directors may exercise all the powers entrusted to them by the Board of Directors in accordance with the Board's direction.

132. REIMBURSEMENT OF EXPENSES

The Managing Directors/whole-time Directors shall be entitled to charge and be paid for all actual expenses, if any, which they may incur for or in connection with the business of the Company. They shall be entitled to appoint part time employees in connection with the management of the affairs of the Company and shall be entitled to be paid by the Company any remuneration that they may pay to such part time employees.

133. CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY AND CHIEF FINANCIAL OFFICER

Subject to the provisions of the Act —

- (a) A chief executive officer, manager, company secretary and chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary and chief financial officer so appointed may be removed by means of a resolution of the Board. Any nominee director of ZKW shall not be entitled for appointment as the chief executive officer and / or chief financial officer if applicable.
- (b) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer. Further, an individual may be appointed or reappointed as the chairperson of the Company as well as the Managing Director or chief executive officer of the Company at the same time.
- (c) A provision of the Act or the Articles requiring or authorising a thing to be done by or to a Director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as a Director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.
- (d) Any vacancy in the office of a chief executive officer, Director, compliance officer or chief financial officer shall be filled within prescribed time.

SEAL

134.

- (a) The company shall have a Seal and Board shall provide for the safe custody of the Seal.
- (b) The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf and except in the presence of at least one director who shall sign every instrument to which the Seal of the company is so affixed in his/her presence.

DIVIDEND

135. COMPANY IN GENERAL MEETING MAY DECLARE DIVIDENDS

The Company in General Meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

136. INTERIM DIVIDENDS

Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends of such amount on such class of shares and at such times as it may think fit and as appear to it to be justified by the profits of the Company.

137. RIGHT TO DIVIDEND AND UNPAID OR UNCLAIMED DIVIDEND

- (a) Where capital is paid in advance of calls, such capital, whilst carrying interest, shall not confer a right to dividend or to participate in the profits.

- (b) Where the Company has declared a dividend but which has not been paid or claimed within 30 (thirty) days from the date of declaration, the Company shall transfer the total amount of dividend which remains unpaid or unclaimed within the said period of 30 (thirty) days, to a special account to be opened by the Company in that behalf in any scheduled bank to be called "Unpaid Dividend Account".
- (c) Any money transferred to the Unpaid Dividend Account of the Company which remains unpaid or unclaimed for a period of 7 (seven) years from the date of such transfer, shall be transferred by the Company to the fund known as Investor Education and Protection Fund established under the Act and the Company shall send a statement in the prescribed form of the details of such transfer to the authority which administers the said fund and that authority shall issue a receipt to the Company as evidence of such transfer.
- (d) No unclaimed or unpaid dividend shall be forfeited by the Board before the claim becomes barred by law and no unpaid dividend shall bear interest as against the Company.
- (e) All other provisions under the Act will be complied with in relation to the unpaid or unclaimed dividend.

138. DIVISION OF PROFITS

Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.

139. DIVIDENDS TO BE APPORTIONED

All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

140. TRANSFER TO RESERVE(S)

- (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 applied for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalizing dividends and pending such application, may, at the like discretion either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time think fit.
- (b) The Board may also carry forward any profits when it may consider necessary not to divide, without setting them aside as a reserve.

141. DEDUCTION OF ARREARS

Subject to the Act, no Member shall be entitled to receive payment of any interest or dividend in respect of his share or shares whilst any money may be due or owing from him to the Company in respect of such share or shares of or otherwise howsoever whether alone or jointly with any other person or persons and the Board may deduct from any dividend payable to any Members all sums of money, if any, presently payable by him to the Company on account of the calls or otherwise in relation to the shares of the Company.

142. RETENTION OF DIVIDENDS

The Board may retain dividends payable upon shares in respect of which any person is, under Articles 129 to 140 hereinbefore contained, entitled to become a Member, until such person shall become a Member in respect of such shares.

143. RECEIPT OF JOINT HOLDER

Any one of two or more joint holders of a share may give effective receipt for any dividends, bonuses or other moneys payable in respect of such shares.

144. DIVIDEND HOW REMITTED

Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the Register of Members, or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

145. DIVIDENDS NOT TO BEAR INTEREST

No dividends shall bear interest against the Company.

146. TRANSFER OF SHARES AND DIVIDENDS

Subject to the provisions of the Act, any transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.

ACCOUNTS

147. WHERE BOOKS OF ACCOUNTS TO BE KEPT

The books of account shall be kept at the Office, i.e., the registered office of the Company or at such other place in India as the Directors think fit in accordance with the applicable provisions of the Act.

The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of members not being Directors.

148. INSPECTION BY DIRECTORS

The books of account and books and papers of the Company, or any of them, shall be open to the inspection of directors in accordance with the applicable provisions of the Act.

149. INSPECTION BY MEMBERS

No Member (not being a Director) shall have any right of inspecting any account or books or documents of the Company except as conferred by law or authorised by the Board.

WINDING UP

150. Subject to the applicable provisions of the Act—

- (a) If the Company shall be wound up, the liquidator may, with the sanction of a Special Resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.
- (b) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members.
- (c) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.
- (d) Any person who is or has been a Director or manager, whose liability is unlimited under the Act, shall, in addition to his liability, if any, to contribute as an ordinary member, be liable to

make a further contribution as if he were at the commencement of winding up, a member of an unlimited company, in accordance with the provisions of the Act.

151. APPLICATION OF ASSETS

Subject to the provisions of the Act as to preferential payment the assets of the Company shall, on its winding up, be applied in satisfaction of its liabilities *pari passu* and, subject to such application shall be distributed among the Members according to their rights and interests in the Company.

152. CONSTRUCTIVE NOTICE

The Article of Association is a public document and the person performing business or investing in the company is considered to be fully aware of the rules and regulations of the company.

INDEMNITY

153. DIRECTORS' AND OFFICERS' RIGHT TO INDEMNITY

Subject to the provisions of the Act, every Director and Officer of the Company shall be indemnified by the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the tribunal. Provided, however, that such indemnification shall not apply in respect of any cost or loss or expenses to the extent it is finally judicially determined to have resulted from the negligence, wilful misconduct or bad faith acts or omissions of such Director or Officer.

154. INSURANCE

The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.

SHARE CERTIFICATES

155. ISSUE OF CERTIFICATE

(a) Every member shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as provided in the relevant laws) to several certificates, each for one or more of such shares and the company shall complete and have ready for delivery such certificates within two months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within two months of the receipt of application for registration of transfer, transmission, subdivision, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall be under the seal of the Company, if any and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe and approve.

Provided that in respect of a share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate and delivery of a certificate of shares to one or several joint holders shall be a sufficient delivery to all such holders.

(b) Any two or more joint allottees of shares shall, for the purpose of this Article, be treated as a single member, and the certificate of any shares which may be the subject of joint ownership, may be delivered to anyone of such joint owners on behalf of all of them. For any further certificate the Board shall be entitled, but shall not be bound, to prescribe a charge not exceeding Rupees Fifty. The Company shall comply with the provisions of Section 46 of the Act.

UNDERWRITING & BROKERAGE

156. COMMISSION FOR PLACING SHARES, DEBENTURES, ETC.

- (a) The Company may exercise the powers of paying commissions conferred by sub-section (6) of Section 40 of the Act, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.
- (b) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of Section 40 of the Act.
- (c) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

SERVICE OF DOCUMENTS AND NOTICE

157. MEMBERS TO NOTIFY ADDRESS IN INDIA

Each registered holder of shares from time to time notify in writing to the Company such 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.

158. SERVICE ON MEMBERS

If a Member has no registered address in India and has not supplied to the Company any address within India, for the giving of the notices to him, a document advertised in a newspaper circulating in the neighbourhood of Office of the Company shall be deemed to be duly served to him on the day on which the advertisement appears. The service of any notice to Member may be made by the Company through any permitted mode.

159. SERVICE ON PERSONS ACQUIRING SHARES ON DEATH OR INSOLVENCY OF MEMBERS

A document may be served by the Company on 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 or representatives of the deceased, assignees of the insolvent by any like description 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 as if the death or insolvency had not occurred.

160. NOTICE BY ADVERTISEMENT

Subject to the provisions of the Act any document required to be served or sent by the Company to the Members, and not expressly provided for by these Articles, shall be deemed to be duly served or sent if advertised in a newspaper circulating in the district in which the Office is situated.

161. MEMBERS BOUND BY DOCUMENT GIVEN TO PREVIOUS HOLDERS

Every person, who by the operation of law, transfer or other means whatsoever, shall become entitled to any shares, shall be bound by every document in respect of such share which, previously to his name and address being entered in the Register of Members, shall have been duly served on or sent to the person from whom he derived his title to such share.

Any notice to be given by the Company shall be signed by the Managing Director or by such Director or secretary (if any) 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.

SECRECY CLAUSE

162. SECRECY

Subject to the Law no Member shall be entitled to inspect the Company's works without the permission of the Managing director/Directors or to require discovery of any information respectively and detail of the Company's trading or any matter which is or may be in the nature of a trade secret, history of trade or secret process which may be related to the conduct of the business of the Company and which in the opinion of the Managing Director/Directors will be inexpedient in the interest of the Members of the Company to communicate to the public.

INVESTMENT POWER

163. INVESTMENT

The Board may from time to time at its discretion subject to the provisions of the act give any loan to anybody corporate(s)/ person(s) ; give any guarantee or provide security in connection with a loan to anybody corporate(s) / persons(s) ; acquire by way of subscription, purchase or otherwise , securities of anybody corporate from time to time in one or more trenches; and invest surplus moneys of the Company not immediately required, in immovable properties, shares, stock, bonds, debentures, obligations, mutual funds or other securities or in current or deposit account/s with Banks and to hold, sell or otherwise deal with such investments.”

GENERAL POWER

- 164.** Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.
- 165.** At any point of time from the date of adoption of these Articles, if the Articles are or become contrary to the provisions of the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and the rules and regulations made thereunder and the general or special orders, guidelines or circulars made or issued by the Board thereunder and the provisions of the Companies Act, 2013 and any subordinate legislation framed thereunder, which are administered by any appropriate authority, then the provisions of such applicable law shall prevail over the Articles to such extent and the Company shall discharge all of its obligations as prescribed under the applicable law, from time to time.

PART B

Notwithstanding anything to the contrary contained in the preceding provisions contained in Part A of these Articles of Association, so long as the Company is not listed on any stock exchange in India, the provisions contained in this Part B of these Articles of Association shall also apply and in the event of any inconsistency or contradictions between the provisions of Part A and Part B of these Articles of Association, the provisions of Part B of these Articles of Association shall override and prevail over the provisions of Part A of these Articles of Association.

Upon the listing of the equity shares of the Company on any recognized stock exchange, Part B of these Articles of Association shall cease to have effect and shall be deemed to be deleted from these Articles without any further act or deed.

DEFINITIONS AND INTERPRETATION

1. In this Part B of these Articles of Association, the following words, and expressions, unless repugnant to the subject, shall mean the following:
 - (i) **“Rajesh Jain”** shall mean Mr. Rajesh Jain son of Late Pramod Chand Jain resident of 3rd Avenue Bandh Road, Chandanhola Chatarpur, VTC: Chandan HOLA, PO: Chandanhoola, District: South Delhi, State: Delhi, PIN Code: 110074, which expression shall, unless it is repugnant to the context or meaning thereof, include his successors, and his legal heirs;
 - (ii) **“Rajesh Jain and Associate”** shall mean and include RAJESH JAIN and the Companies controlled by him;
 - (iii) **“Parties”** means Rajesh Jain and Associates and ZKW collectively.
 - (iv) **“ZKW”** means ZKW Group GmbH a company incorporated under the laws of Austria and having its principal office at Rottenhauser Strasse 8, A-3250, Wieselburg, Austria;
 - (v) **“ZKW Director”** means director nominated by ZKW on the Board of the Company or alternate director to such director.
2. Unless the context otherwise requires, other words, and expressions contained in Part B of these Articles of Association shall bear the same meaning as in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the Company.
3. The headings are inserted for convenience and shall not affect the construction thereof. Where importing singular number include also the plural number and vice versa, and words importing masculine gender include also the feminine gender and vice versa. Words imparting “persons” may include bodies corporate accordingly as the context requires.

SIZE AND COMPOSITION OF THE BOARD AND APPOINTMENT OF DIRECTORS

4. The Board shall consist of not less than six (6) Directors and not more than fifteen (15) Directors.
5. The Directors shall not be required to hold any qualification Shares.
6. The Board composition of the Company shall be in accordance with Regulation 17 and such other relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**) and the Companies Act, 2013, as applicable to a company which has its equity shares listed on a recognised stock exchange in India, and subject other applicable laws, shall comprise of:
 - (i) Two (2) Directors nominated by Rajesh Jain and Associate (**“RJ Directors”**), who shall be non-retiring, executive Directors;
 - (ii) One (1) Director nominated by ZKW (**“ZKW Director”**), who shall be a non-executive Director and shall not be involved in the day to-day management and operations of the Company; Provided that ZKW Director shall not, at any time, be eligible for appointment as, or permitted to act as, the Chairman of the Board, or the Managing Director or Chief Executive Officer of the Company and shall not, at any time, be eligible for appointment to, or permitted to participate in, any committee of the Board, including the Audit Committee, Risk Management Committee, or any other committee that may be constituted by the Board from time to time.

- (iii) Rajesh Jain (one of the RJ Directors) shall be the Managing Director of the Company. The Managing Director shall report to the Board of Directors; and
- (iv) Such number of independent and woman director(s) as may be required under applicable laws.

MAJOR POLICY MATTERS

7. All major policy matters relating to the Company and concerning the operational, financial, strategic and regulatory decisions will be decided by the Board of Directors (and committees thereof) and the shareholders of the Company, as applicable in accordance with applicable laws and regulations and no shareholders will have any affirmative voting rights or quorum related rights with respect to all such decisions at any Board (and committees thereof) or shareholders meetings.

SECTION IX – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been entered or are to be entered into by our Company which are or may be deemed material have been entered or are to be entered into by our Company. These contracts and also the documents for inspection referred to hereunder, will be attached to the copy of the Red Herring Prospectus which will be filed with the RoC, and will also be available at the following weblink www.neolitezkw.com. Physical copies of the abovementioned documents referred to hereunder, may be inspected at the Registered Office between 10 a.m. and 5 p.m. on all Working Days from the date of the Red Herring Prospectus until the Bid/Offer Closing Date.

Any of the documents or contracts mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by other parties, without reference to the Shareholders, subject to compliance of the provisions contained in the Companies Act, 2013 and other applicable law.

Material contracts to the Offer

1. Offer Agreement dated December 29, 2025, entered into amongst our Company, the Selling Shareholders and the BRLMs.
2. Registrar Agreement dated December 29, 2025, entered into amongst our Company, the Selling Shareholders and the Registrar to the Offer.
3. Monitoring Agency Agreement dated [●] entered into between our Company and the Monitoring Agency.
4. Cash Escrow and Sponsor Bank(s) Agreement dated [●] entered into amongst our Company, the Selling Shareholders, the BRLMs, the Syndicate Members, the Bankers to the Offer, and the Registrar to the Offer.
5. Share Escrow Agreement dated [●] entered into amongst our Company, the Selling Shareholders, and the Share Escrow Agent.
6. Syndicate Agreement dated [●] entered into amongst our Company, the Selling Shareholders, the BRLMs, the Registrar to the Offer and the Syndicate Members.
7. Underwriting Agreement dated [●] entered into amongst our Company, the Selling Shareholders and the Underwriters.

Material Documents

1. Certified copies of the Memorandum of Association and the Articles of Association, as amended until date.
2. Original certificate of incorporation dated October 20, 1992, issued by Registrar of Companies, National Capital Territory of Delhi and Haryana, situated at New Delhi, Delhi, India.
3. Fresh certificate of incorporation dated August 24, 2001, was issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana, situated at New Delhi, Delhi, India pursuant the change in name of our Company from “*Praplasin Industries Private Limited*” to “*Neolite Industries Private Limited*”.
4. Fresh certificate of incorporation dated April 8, 2008, was issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana, situated at New Delhi, Delhi, India pursuant the change in name of our Company from “*Neolite Industries Private Limited*” to “*Neolite ZKW Lightings Private Limited*”.

5. Fresh certificate of incorporation dated December 5, 2025, was issued by the Registrar of Companies, Central Processing Centre, pursuant to conversion of our Company from “*Neolite ZKW Lightings Private Limited*” to “*Neolite ZKW Lightings Limited*”.
6. Resolution dated December 23, 2025, passed by the Board authorising the Offer and other related matters.
7. Resolution dated December 23, 2025, passed by the Shareholders authorising the Fresh Issue and other related matters.
8. Resolution dated December 23, 2025, passed by the Board taking on record the participation of the Selling Shareholders in the Offer for Sale and other matters.
9. Resolution dated December 29, 2025, passed by the Board approving this Draft Red Herring Prospectus and certain other related matters.
10. Non-Compete Agreement dated December 23, 2025 entered into by and amongst our Company, our Promoter, Chairman and Managing Director - Rajesh Jain, our Promoter and Non-Executive Director - Vaishali Jain, our Promoter - Pramod Plastic Industries Private Limited and our Group Company and Promoter Group entity - Neokraft Global Private Limited.
11. Scheme of Arrangement entered into between our Company (being the transferor company) and Neokraft Global Private Limited (formerly known as Neo Metal & Plastics Private Limited) (being the transferee company), together with their respective shareholders and creditors by order of Hon`ble High Court of Delhi dated November 19, 2010.
12. Business transfer agreement dated October 15, 2007, by and amongst our Company and A.K. Industries, a proprietorship concern of Pramod Chand Jain & Sons (HUF), represented by its Karta Rajesh Jain (our Promoter, Chairman and Managing Director).
13. Business transfer agreement dated December 14, 2007, by and amongst our Company and Pramod Plastic Industries Private Limited (our Promoter), a company incorporated under the Companies Act, 1956.
14. Business transfer agreement dated December 14, 2007, by and amongst our Company and Neolite Industries (partnership firm), our Promoter Group entity, represented by its partner, Vaishali Jain (our Promoter and Non-Executive Director).
15. Trademark License Agreement dated December 23, 2025 entered into by and amongst our Company and our Promoter, Chairman and Managing Director - Rajesh Jain and our Promoter and Non-Executive Director - Vaishali Jain, being partners of Neolite Industries, our Promoter Group entity.
16. Cooperation Agreement dated December 23, 2025, entered into by and amongst our Company, ZKW Group GmbH and RJ Group.
17. Detailed Project Report dated December 28, 2025 issued by Goldrush Capital Services Private Limited, DPR Agency for Proposed Project and Upgradation.
18. Resolution dated December 23, 2025, passed by the Audit Committee approving the KPIs.
19. Resolution dated December 23, 2025, passed by the Board of Directors of our Company approving the Objects of the Offer.
20. Resolution dated December 9, 2025, passed by the Board of Directors approving the appointment and remuneration of the Chairman and Managing Director – Rajesh Jain.
21. Consent letters and authorisations from each of the Selling Shareholders consenting to its respective participation in the Offer for Sale, as detailed in “*The Offer*” on page 95.
22. Report titled “*Automotive lighting industry assessment*” dated December 2025, issued by CRISIL.

23. Consent letter December 27, 2025, issued by CRISIL, with respect to the CRISIL Report.
24. The examination report dated December 23, 2025, of the Statutory Auditors on the Restated Financial Information included in this Draft Red Herring Prospectus.
25. Report on the statement of special tax benefits available to our Company, and Shareholders, dated December 23, 2025, issued by the Statutory Auditors.
26. Copies of the annual reports of our Company for the Fiscals 2025, 2024 and 2023.
27. Written consent dated December 23, 2025 from V Sachdeva & Associates, Chartered Accountants, to include their name as required under section 26 (1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an “expert” as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report, dated December 23, 2025 on our Restated Financial Information; and (ii) their report dated December 23, 2025 on the statement of special tax benefits available to our Company, and Shareholders, in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.
28. Written consent dated December 28, 2025, from MRM & Company, Chartered Accountants, to include their name as required under section 26 (1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an “expert” as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as the Independent Chartered Accountant, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.
29. Written consent dated December 28, 2025 from RAA & Associates LLP, practicing company secretary, to be named as an “expert” under Section 2(38) and other applicable provisions of the Companies Act, 2013 in its capacity as practicing company secretary and in respect of their certificate dated December 28, 2025 issued in connection with *inter alia* the share capital buildup and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus.
30. Written consent dated December 27, 2025 from Novetek Consultants Private Limited, Independent Chartered Engineer, (membership number: M-1373778), to include his name as an “**expert**” under Section 2(38) and other applicable provisions of the Companies Act, 2013 to the extent and in his capacity as a chartered engineer and in respect of his certificate dated December 27, 2025 in relation to our Company’s manufacturing capacities and capacity utilization at all of its manufacturing facilities and the details derived from such certificate and included in this Draft Red Herring Prospectus.
31. Written consent dated December 28, 2025, from Goldrush Capital Services Private Limited, DPR Agency, to include their name as required under section 26 of the Companies Act read with the SEBI ICDR Regulations in this Draft Red Herring Prospectus and as an “expert” as defined under Section 2(38) of the Companies Act, to the extent and in their capacity as secretarial expert in respect of their DPR dated December 28, 2025 and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.
32. Consents of the BRLMs, the Registrar to the Offer, the Syndicate Members, Bankers to our Company, Escrow Collection Bank(s), Public Offer Account Bank(s), Refund Bank(s) and Sponsor Bank(s), Monitoring Agency, the legal counsel to the Offer, our Directors and the Company Secretary and Compliance Officer, to act in their respective capacities.
33. Tripartite agreement signed on December 8, 2025, amongst our Company, NSDL and the Registrar to the Offer.
34. Tripartite agreement signed on December 11, 2025, amongst our Company, CDSL and the Registrar to the Offer.
35. Certificate dated December 23, 2025, from MRM & Company, Chartered Accountants, certifying the KPIs.

36. Certificate dated December 28, 2025, from MRM & Company, Chartered Accountants, in relation to financial indebtedness.
37. Certificate dated December 27, 2025, from V Sachdeva & Associates, Chartered Accountants, certifying the loan utilization of our Company.
38. Due diligence certificate to SEBI from the BRLMs dated December 29, 2025.
39. In-principle listing approvals dated [●] and [●] from BSE and NSE, respectively.
40. Final observation letter bearing number [●] dated [●] issued by SEBI.

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Shareholders, subject to compliance with the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, and the rules, regulations or guidelines issued by the Government of India, or the rules, regulations and guidelines issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with, and no statement, disclosure, and undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR and the SEBI Act, each as amended, or the rules made, or regulations or guidelines issued thereunder, as the case may be. I further certify that all the disclosures, undertakings and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Rajesh Jain

(Chairman and Managing Director)

Date: December 29, 2025

Place: New Delhi

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, and the rules, regulations or guidelines issued by the Government of India, or the rules, regulations and guidelines issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with, and no statement, disclosure, and undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR and the SEBI Act, each as amended, or the rules made, or regulations or guidelines issued thereunder, as the case may be. I further certify that all the disclosures, undertakings and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Vaishali Jain

(Non-Executive Director)

Date: December 29, 2025

Place: New Delhi

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, and the rules, regulations or guidelines issued by the Government of India, or the rules, regulations and guidelines issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with, and no statement, disclosure, and undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR and the SEBI Act, each as amended, or the rules made, or regulations or guidelines issued thereunder, as the case may be. I further certify that all the disclosures, undertakings and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Won Yong Hwang

(Non-Executive Nominee Director)

Date: December 29, 2025

Place: Austria

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, and the rules, regulations or guidelines issued by the Government of India, or the rules, regulations and guidelines issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with, and no statement, disclosure, and undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR and the SEBI Act, each as amended, or the rules made, or regulations or guidelines issued thereunder, as the case may be. I further certify that all the disclosures, undertakings and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Rakesh Sarin
(Independent Director)

Date: December 29, 2025

Place: New Delhi

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, and the rules, regulations or guidelines issued by the Government of India, or the rules, regulations and guidelines issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with, and no statement, disclosure, and undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR and the SEBI Act, each as amended, or the rules made, or regulations or guidelines issued thereunder, as the case may be. I further certify that all the disclosures, undertakings and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Preeti Bahl

(Independent Director)

Date: December 29, 2025

Place: New Delhi

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, and the rules, regulations or guidelines issued by the Government of India, or the rules, regulations and guidelines issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with, and no statement, disclosure, and undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR and the SEBI Act, each as amended, or the rules made, or regulations or guidelines issued thereunder, as the case may be. I further certify that all the disclosures, undertakings and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Jayanta Kumar Pradhan
(Independent Director)

Date: December 29, 2025

Place: New Delhi

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, and the rules, regulations or guidelines issued by the Government of India, or the rules, regulations and guidelines issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with, and no statement, disclosure, and undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR and the SEBI Act, each as amended, or the rules made, or regulations or guidelines issued thereunder, as the case may be. I further certify that all the disclosures, undertakings and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

Arun Kumar Jain
(Chief Financial Officer)

Date: December 29, 2025

Place: New Delhi

DECLARATION BY SELLING SHAREHOLDER

I, Rajesh Jain, hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by me in this Draft Red Herring Prospectus about or in relation to myself, as a Promoter Selling Shareholder and the Equity Shares being offered by me in the Offer for Sale, are true and correct. I assume no responsibility for any other statements, disclosures or undertakings, including, any of the statements, disclosures or undertakings made or confirmed by the Company, or any other Selling Shareholders(s) or any other person(s) in this Draft Red Herring Prospectus.

Rajesh Jain

Date: December 29, 2025

Place: New Delhi

DECLARATION BY SELLING SHAREHOLDER

We, Neokraft Global Private Limited, hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by us in this Draft Red Herring Prospectus about or in relation to us, as a Promoter Group Selling Shareholder and the Equity Shares being offered by us in the Offer for Sale, are true and correct. We assume no responsibility for any other statements, disclosures or undertakings, including, any of the statements, disclosures or undertakings made or confirmed by the Company, or any other Selling Shareholders(s) or any other person(s) in this Draft Red Herring Prospectus.

Signed for and on behalf of Neokraft Global Private Limited

Authorised signatory

Name: Rajesh Jain

Designation: Director

Date: December 29, 2025

Place: New Delhi

DECLARATION BY SELLING SHAREHOLDER

We, ZKW Group GmbH, hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by us in this Draft Red Herring Prospectus about or in relation to us, as an Other Selling Shareholder and the Equity Shares being offered by us in the Offer for Sale, are true and correct. We assume no responsibility for any other statements, disclosures or undertakings, including, any of the statements, disclosures or undertakings made or confirmed by the Company, or any other Selling Shareholders(s) or any other person(s) in this Draft Red Herring Prospectus.

Signed for and on behalf of ZKW Group GmbH

Authorised signatory

Name: Won Yong Hwang

Designation: CEO

Date: December 29, 2025

Place: Austria