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DRAFT RED HERRING PROSPECTUS
Dated March 6, 2025
(The 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

FUJIYAMA POWER SYSTEMS LIMITED

Corporate Identity Number: U31909DL2017PLC326513

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
53A/6, Near NDPL Grid Office, Near Metro Station, Industrial Area, Sat Guru Ram Singh Marg, Delhi - 110015, India	Plot No. 51-52, Sector Ecotech-1, Ecotech extension-1, Greater Noida – 201310, Uttar Pradesh, India	Rakesh Kumar *Company Secretary and Compliance Officer*	**E-mail**: investor@utlsolarfujiyama.com **Tel**: +91 11 41055305	www.utlsolarfujiyama.com

PROMOTERS OF OUR COMPANY: PAWAN KUMAR GARG, YOGESH DUA AND SUNIL KUMAR

DETAILS OF THE OFFER TO THE PUBLIC

TYPE OF OFFER	FRESH ISSUE SIZE	OFFER FOR SALE SIZE	TOTAL OFFER SIZE	ELIGIBILITY AND SHARE RESERVATION AMONG QIBs, NIBs & RIBs
Fresh Issue and Offer for Sale	Up to [●] Equity Shares of face value ₹ 1 each aggregating up to ₹ 6,000.00 million****	Up to 20,000,000 Equity Shares of face value ₹ 1 each aggregating up to ₹ [●] million	Up to [●] Equity Shares of face value ₹ 1 each aggregating up to ₹ [●] million	The Offer is being made pursuant to 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, please see section titled "*Other Regulatory and Statutory Disclosures – Eligibility for the Offer*" on page 414. For details in relation to the share reservation and share allocation, as applicable among Eligible Employees (as defined below), Qualified Institutional Buyers, Non-Institutional Bidders and Retail Individual Bidders please see section titled "*Offer Structure*" on beginning on page 436.

DETAILS OF THE PROMOTER SELLING SHAREHOLDERS, OFFER FOR SALE AND WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE

NAME OF THE PROMOTER SELLING SHAREHOLDERS	TYPE	NUMBER OF EQUITY SHARES OFFERED/ AMOUNT	WEIGHTED AVERAGE COST OF ACQUISITION (IN ₹ PER EQUITY SHARE)*^
Pawan Kumar Garg	Promoter Selling Shareholder	Up to 10,000,000 Equity Shares of face value ₹ 1 each aggregating up to ₹ [●] million	5.65
Yogesh Dua	Promoter Selling Shareholder	Up to 10,000,000 Equity Shares of face value ₹ 1 each aggregating up to ₹ [●] million	5.65

**As certified by Raj Gupta & Co., Chartered Accountants by way of their certificate dated March 6, 2025.*
^For further details, see "The Offer" beginning on page 77.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹ 1 each. The Offer Price, Floor Price and Cap Price as determined by our Company in consultation with the BRLMs, and on the basis of assessment of market demand for the Equity Shares of face value ₹ 1 each by way of the Book Building Process, in accordance with the SEBI ICDR Regulations, and as disclosed under "*Basis for Offer Price*" on page 132, should not be taken to be indicative of the market price of the Equity Shares of face value ₹ 1 each after the Equity Shares of face value ₹ 1 each are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares of face value ₹ 1 each nor regarding the price at which the Equity Shares of face value ₹ 1 each will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares of face value ₹ 1 each 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 30.

COMPANY'S AND PROMOTER 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 or inclusion of which make 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 Promoter Selling Shareholder, severally and not jointly, accepts responsibility for and confirms only the statements specifically made or confirmed by such Promoter Selling Shareholder in this Draft Red Herring Prospectus solely in relation to such Promoter Selling Shareholders and their respective portion of the Offered Shares and assumes responsibility that such statements are true and correct in all material respects and are not misleading in any material respect.

LISTING

The Equity Shares of face value ₹ 1 each to be offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges being BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**" together with BSE, the "**Stock Exchanges**"). For the purposes of the Offer, the Designated Stock Exchange shall be [●].

BOOK RUNNING LEAD MANAGERS

NAME AND LOGO OF THE BOOK RUNNING LEAD MANAGERS	CONTACT PERSON	TELEPHONE AND E-MAIL
Motilal Oswal Investment Advisors Limited	Sukant Goel/ Ronak Shah	**Tel**: +91 22 7193 4380 **E-mail:** fujiyama.ipo@motilaloswal.com
SBI Capital Markets Limited	Kristina Dias/ Krithika Shetty	**Tel**: +91 22 4006 9807 **E-mail:** fujiyama.ipo@sbicaps.com

REGISTRAR TO THE OFFER

NAME OF THE REGISTRAR	CONTACT PERSON	TELEPHONE AND E-MAIL
MUFG Intime India Private Limited *(formerly known as Link Intime India Private Limited)*	Shanti Gopalkrishnan	**Tel**: +91 810 811 4949 **E-mail**: fujiyamapower.ipo@linkintime.co.in

BID/ OFFER PERIOD

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

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

***Our Company, 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.*

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

*****Our Company, in consultation with the BRLMs, may consider an issue of specified securities for an amount of up to ₹ 1,200.00 million, as may be permitted under the applicable law, prior to filing of the Red Herring Prospectus with the RoC ("**Pre-IPO Placement**"). The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the 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 the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and Prospectus.*

DRAFT RED HERRING PROSPECTUS
Dated March 6, 2025
(The 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

FUJIYAMA POWER SYSTEMS LIMITED

Our Company 'Fujiyama Power Systems Private Limited' was incorporated as a private limited company on November 29, 2017 under the Companies Act, 2013, pursuant to a certificate of incorporation dated December 12, 2017, issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi ("**RoC**"). Our Company was subsequently converted from a private limited company to a public limited company pursuant to a special resolution passed by our Shareholders on October 10, 2024, and the name of our Company was changed to Fujiyama Power Systems Limited. A fresh certificate of incorporation dated November 20, 2024 was issued by the RoC, pursuant to the change of name of our Company on conversion to a public limited company. For further details regarding the change of name, please see section titled "*History and Certain Corporate Matters*" on page 277.

Registered Office: 53A/6, Near NDPL Grid Office, Near Metro Station, Industrial Area, Sat Guru Ram Singh Marg, Delhi - 110015, India
Corporate Office: Plot No. 51-52, Sector Ecotech-1, Ecotech extension-1, Greater Noida, Gautam Buddha Nagar – 201310, Uttar Pradesh, India
Contact Person: Rakesh Kumar, Company Secretary and Compliance Officer; **Tel**: +91 11 41055305, **Website**: www.utlsolarfujiyama.com
E-mail: investor@utlsolarfujiyama.com; **Corporate Identity Number**: U31909DL2017PLC326513

OUR PROMOTERS: PAWAN KUMAR GARG, YOGESH DUA AND SUNIL KUMAR

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 1 EACH (THE "EQUITY SHARES") OF FUJIYAMA POWER SYSTEMS LIMITED ("COMPANY" OR "ISSUER") FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (THE "OFFER PRICE") AGGREGATING UP TO ₹ [●] MILLION (THE "OFFER") COMPRISING A FRESH ISSUE OF UP TO [●] EQUITY SHARES OF FACE VALUE ₹ 1 EACH AGGREGATING UP TO ₹ 6,000.00 MILLION BY OUR COMPANY (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 20,000,000 EQUITY SHARES OF FACE VALUE ₹ 1 EACH AGGREGATING UP TO ₹ [●] MILLION (THE "OFFER FOR SALE"), COMPRISING AN OFFER FOR SALE OF UP TO 10,000,000 EQUITY SHARES OF FACE VALUE ₹ 1 EACH AGGREGATING UP TO ₹ [●] MILLION BY PAWAN KUMAR GARG AND UP TO 10,000,000 EQUITY SHARES OF FACE VALUE ₹ 1 EACH AGGREGATING UP TO ₹ [●] MILLION BY YOGESH DUA (COLLECTIVELY, THE "PROMOTER SELLING SHAREHOLDERS"), AND SUCH EQUITY SHARES, THE "OFFERED SHARES"). THE OFFER INCLUDES A RESERVATION OF UP TO [●] EQUITY SHARES OF FACE VALUE ₹ 1 EACH, AGGREGATING UP TO ₹ [●] MILLION (CONSTITUTING UP TO [●] % OF THEPOST OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY), FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (THE "EMPLOYEE RESERVATION PORTION"). 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. OUR COMPANY MAY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS ("BRLMS"), OFFER A DISCOUNT OF UP TO ₹ [●] ON THE OFFER PRICE TO ELIGIBLE EMPLOYEES BIDDING IN THE EMPLOYEE RESERVATION PORTION ("EMPLOYEE DISCOUNT").

OUR COMPANY, IN CONSULTATION WITH THE BRLMS, MAY CONSIDER AN ISSUE OF SPECIFIC SECURITIES FOR AN AMOUNT OF UP TO ₹ 1,200.00 MILLION, AS MAY BE PERMITTED UNDER THE APPLICABLE LAW, PRIOR TO FILING OF THE RED HERRING PROSPECTUS WITH THE ROC ("PRE-IPO PLACEMENT"). THE PRE-IPO PLACEMENT, IF UNDERTAKEN, WILL BE AT A PRICE TO BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BRLMS. IF THE PRE-IPO PLACEMENT IS COMPLETED, THE AMOUNT RAISED PURSUANT TO THE PRE-IPO PLACEMENT WILL BE REDUCED FROM THE FRESH ISSUE, SUBJECT TO COMPLIANCE WITH RULE 19(2)(B) OF THE SCRR. THE PRE-IPO PLACEMENT, IF UNDERTAKEN, SHALL NOT EXCEED 20% OF THE SIZE OF THE FRESH ISSUE. PRIOR TO THE COMPLETION OF THE 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 THE OFFER MAY BE SUCCESSFUL AND WILL RESULT INTO LISTING OF THE EQUITY SHARES ON THE STOCK EXCHANGES. FURTHER, RELEVANT DISCLOSURES IN RELATION TO SUCH INTIMATION TO THE SUBSCRIBERS TO THE PRE-IPO PLACEMENT (IF UNDERTAKEN) SHALL BE APPROPRIATELY MADE IN THE RELEVANT SECTIONS OF THE RED HERRING PROSPECTUS AND PROSPECTUS

THE FACE VALUE OF THE EQUITY SHARES IS ₹ 1 EACH AND THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES OF FACE VALUE ₹ 1 EACH. THE PRICE BAND, THE EMPLOYEE DISCOUNT AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS AND WILL BE ADVERTISED IN ALL EDITIONS OF [●], AN ENGLISH NATIONAL NEWSPAPER AND ALL EDITIONS OF [●], A HINDI NATIONAL 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 BSE LIMITED ("BSE") AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE", AND TOGETHER WITH BSE, THE "STOCK EXCHANGES") FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES, IN ACCORDANCE WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE "SEBI ICDR REGULATIONS").

In case of any revision in the Price Band, the Bid/ Offer Period will be extended by at least three additional Working Day 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 unforseen circumstances, our Company may, in consultation with the Book Running Lead Managers, for reasons to be recorded in writing, extend the Bid/ Offer Period for a minimum period of one Working Day, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the respective websites of the Book Running Lead Managers and at the terminals of the Syndicate Members and by intimation to the Self-Certified Syndicate Banks (**"SCSBs"**), other Designated Intermediaries and the Sponsor Banks, as applicable.

The Offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957 read with Regulation 31 of the SEBI ICDR Regulations and in compliance with Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Net Offer shall be allocated on a proportionate basis to Qualified Institutional Buyers ("**QIBs**") ("**QIB Portion**"), provided that our Company may, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("**Anchor Investor Portion**"), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allotment if made to the Anchor Investor ("**Anchor Investor Allocation Price**"). In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares of face value ₹ 1 each shall be added to QIB Portion (other than the Anchor Investor Portion) ("**Net QIB Portion**"). Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, subject to valid Bids being received at or above the Offer Price, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds. Further, not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. One-third of the Non-Institutional Portion shall be available for allocation to Non-Institutional Bidders with a Bid size of more than ₹ 0.20 million and up to ₹ 1 million and two-third of the Non-Institutional Portion shall be available for allocation to Non-Institutional Bidders with a Bid size of more than ₹ 1 million provided that under-subscription in either of these two sub-categories of the Non-Institutional Portion may be allocated to Non-Institutional Bidders in the other sub-category of Non-Institutional Portion in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the 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 and UPI ID in case of UPI Bidders (defined herein), as applicable, pursuant to which their corresponding Bid Amount will be blocked by the Self Certified Syndicate Banks ("**SCSBs**") or by the Sponsor Bank(s) under the UPI Mechanism, as the case may be, to the extent of the respective Bid Amounts. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For details, see "*Offer Procedure*" on page 442.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of the Equity Shares of face value ₹ 1 each of our Company, there has been no formal market for Equity Shares of face value ₹ 1 each. The face value of the Equity Shares is ₹ 1 each. The Offer Price, Floor Price and Cap Price determined by our Company, in consultation with the BRLMs, on the basis of assessment of market demand for the Equity Shares of face value ₹ 1 each by way of the Book Building Process, in accordance with the SEBI ICDR Regulations, as stated under "*Basis for Offer Price*" on page 132, should not be considered to be indicative of the market price of the Equity Shares of face value ₹ 1 each after the Equity Shares of face value ₹ 1 each are listed. No assurance can be given regarding active and/or sustained trading in the Equity Shares of face value ₹ 1 each nor regarding the price at which the Equity Shares of face value ₹ 1 each will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares of face value ₹ 1 each 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 30.

ISSUER'S AND PROMOTER 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 or inclusion 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 Promoter Selling Shareholder, severally and not jointly, accepts responsibility for and confirms the statements specifically made or confirmed by such Promoter Selling Shareholder in this Draft Red Herring Prospectus solely in relation to such Promoter Selling Shareholders and their respective portion of the Offered Shares, and assumes responsibility that such statements are true and correct in all material respects and are not misleading in any material respect.

LISTING

The Equity Shares of face value ₹ 1 each 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 of face value ₹ 1 each pursuant to their letters dated [●] and [●], respectively. For the purposes of the Offer, the Designated Stock Exchange shall be [●]. A signed copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Sections 26(4) and 32 of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus up to the Bid/ Offer Closing Date, please see section titled "*Material Contracts and Documents for Inspection*" on page 498.

BOOK RUNNING LEAD MANAGERS TO THE OFFER		REGISTRAR TO THE OFFER
Motilal Oswal Investment Advisors Limited Motilal Oswal Tower, Rahimtullah Sayani Road Opposite Parel ST Depot Prabhadevi, Mumbai - 400025 Maharashtra, India **Tel:** +91 22 7193 4380 **E-mail:** fujiyama.ipo@motilaloswal.com **Investor grievance e-mail:** moiaplredressal@motilaloswal.com **Website:** www.motilaloswalgroup.com **Contact person:** Sukant Goel/ Ronak Shah **SEBI registration no.:** INM000011005	**SBI Capital Markets Limited** 1501, 15th floor, A & B Wing Parinee Crescenzo, Bandra Kurla Complex Bandra (East), Mumbai- 400051 Maharashtra, India **Tel:** +91 22 4006 9807 **E-mail:** fujiyama.ipo@sbicaps.com **Investor grievance e-mail:** investor.relations@sbicaps.com **Website:** www.sbicaps.com **Contact person:** Kristina Dias / Krithika Shetty **SEBI registration no.:** INM000003531	**MUFG Intime India Private Limited *(formerly known as Link Intime India Private Limited)*** C-101, 247 Park, L B S Marg Vikhroli West, Mumbai – 400083 Maharashtra, India **Telephone:** +91 810 811 4949 **E-mail:** fujiyamapower.ipo@linkintime.co.in **Investor Grievance e-mail:** fujiyamapower.ipo@linkintime.co.in **Website:** www.linkintime.co.in **Contact Person:** Shanti Gopalkrishnan **SEBI Registration No.:** INR000004058

BID/ OFFER PERIOD

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

**Our Company, in consultation with the BRLMs, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date.*
***Our Company, 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 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 the context otherwise indicates or implies, or unless otherwise specified, shall have the meanings as provided below. References to any legislation, act, regulation, rule, guideline, policy, circular, notification, direction or clarification shall be to such legislation, act, regulation, rule, guideline, policy, circular, notification, direction or clarification as amended, updated, supplemented, re-enacted or modified from time to time, under such provisions.

The words and expressions used in this Draft Red Herring Prospectus but not defined herein, shall have, to the extent applicable, the same meanings ascribed to such terms under the Companies Act, the SEBI ICDR Regulations, the SEBI Listing Regulations, the SCRA, the Depositories Act or the rules and regulations made in each such Acts or Regulations. 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, terms in the sections titled "Objects of the Offer" "Statement of Special Tax Benefits", "Industry Overview", "Our Business", "Key Regulations and Policies in India", "Basis for Offer Price", "History and Certain Corporate Matters", "Our Group Companies" "Financial Information", "Outstanding Litigation and Other Material Developments", "Government and Other Approvals", "Other Regulatory and Statutory Disclosures", "Offer Procedure", and "Main Provisions of Articles of Association" on pages 113,147, 153, 221, 264, 132, 277, 412, 307, 404, 408, 414, 442 and 470 will have the meaning ascribed to such terms in these respective sections.

General terms

Term	Description
"Our Company" / "the Company" / "the Issuer" / "Fujiyama"/ "we" / "us" / "our"	Fujiyama Power Systems Limited, a public limited company incorporated under the Companies Act, 2013, and having its Registered Office at 53A/6, Near NDPL Grid Office, Near Metro Station, Industrial Area, Sat Guru Ram Singh Marg, Delhi - 110015, India

Company related terms

Term	Description
"Articles"/ "Articles of Association" / "AoA"	Articles of association of our Company, as amended
Audit Committee	Audit committee of our Company constituted in accordance with the applicable provisions of the Companies Act and the SEBI Listing Regulations, as described in the section titled "*Our Management – Committees of our Board – Audit Committee*" on page 290
Audited Financial Statements	The audited financial statements of our Company for the Fiscals ended March 31, 2024, March 31, 2023, and March 31, 2022
"Auditors" / "Statutory Auditors"	The current statutory auditors of our Company, namely, M/s. S.N. Dhawan & CO LLP, Chartered Accountants
Bawal Facility	The manufacturing facility of Fujiyama Power Systems Limited, located at Sector 6 Industrial Estate, Plot/Shed No. 5 & 14, IMT Bawal, Phase 1, Bawal, Rewari- 123501, Haryana, India
"Board" / "Board of Directors"	Board of directors of our Company, as constituted from time to time, including a duly constituted committee thereof. For further details, see '*Our Management*' on page 283
CCPS	Compulsorily convertible preference share(s)
Chairman and Joint Managing Director	The chairman and joint managing director of our Board, namely, Pawan Kumar Garg as described in "*Our Management*" on page 283
Chartered Engineer	The independent chartered engineer appointed by our Company in relation to the Offer, namely Anil Kumar Singh
Chief Executive Officer and Joint Managing Director	Chief Executive Officer and Joint Managing Director of our Company, namely Yogesh Dua, as described in "*Our Management*" on page 283
Chief Financial Officer	The chief financial officer of our Company namely, Prashant Gupta

Term	Description
Committee(s)	Duly constituted committee(s) of our Board
Company Secretary and Compliance Officer	The company secretary and compliance officer of our Company being Rakesh Kumar
Corporate Office	Corporate office of our Company located at Plot No. 51-52, Sector Ecotech-1, Ecotech extension-1, Greater Noida, Gautam Buddha Nagar – 201310, Uttar Pradesh, India
"Corporate Social Responsibility Committee" / "CSR Committee"	The corporate social responsibility committee of our Company as described in the section titled "*Our Management – Committees of our Board – Corporate Social Responsibility Committee*" on page 297
Director(s)	Director(s) of our Company. For further details of our Directors, please see section titled "*Our Management*" on page 283
Equity Shares	Equity shares of our Company of face value of ₹ 1 each
Executive Director(s)	The executive director(s)of our Company, namely Pawan Kumar Garg and Yogesh Dua. For further details of the Executive Directors, please see section titled "*Our Management*" on page 283
"ESOP 2023" / "ESOP Scheme"	The employee stock option plan of our Company titled 'Employee Stock Option Plan 2023' approved by our Board in its meeting dated September 4, 2023, and by our Shareholders in their meeting dated September 30, 2023 which was further amended pursuant to resolution by our Board and Shareholders' dated December 20, 2024 each
Greater Noida Facility	The manufacturing facility of our Company, located at Plot No. 51-52, Sector Ecotech-1, Ecotech extension -1, Greater Noida, Gautam Buddha Nagar -201310, Uttar Pradesh, India
Group Companies	Our group companies as identified in accordance with Regulation 2(1)(t) of SEBI ICDR Regulations and disclosed in section titled "*Our Group Companies*" on page 412
Independent Chartered Accountant	The independent chartered accounted appointed by our Company, namely Raj Gupta & Co., Chartered Accountants
Independent Director(s)	The independent director(s) of our Company, namely, Sonia Bansal Arora, Manav Sheoran and Rajesh Kumar Choudhary appointed as per Companies Act, 2013 and SEBI Listing Regulations. For details of the Independent Directors, please see section titled "*Our Management*" on page 283
IPO Committee	The IPO committee of our Company as described in the section titled "*Our Management – Committees of our Board – IPO Committee*" on page 290
Key Managerial Personnel	Key managerial personnel of our Company in terms of the Companies Act and Regulation 2(1)(bb) of SEBI ICDR Regulations and as disclosed in the section titled "*Our Management – Key Managerial Personnel*" on page 298
Materiality Policy	The materiality policy adopted by our Board on December 23, 2024, for identification of: (a) material outstanding litigation proceedings; (b) Group Companies; and (c) outstanding dues to material creditors, pursuant to the requirements of the SEBI ICDR Regulations and for the purposes of disclosure in this Draft Red Herring Prospectus, the Red Herring Prospectus and Prospectus
"Memorandum of Association" / "MoA"	Memorandum of association of our Company, as amended
Nomination and Remuneration Committee	The nomination and remuneration committee of our Company as described in the section titled "*Our Management – Committees of the Board – Nomination and Remuneration Committee*" on page 293
Non-Executive Director	The non-executive, non-independent director of our Company, namely Sunil Kumar appointed as per the Companies Act and the SEBI Listing Regulations as described in the section titled "*Our Management*" on page 283
Parwanoo Facility	The manufacturing facility of our Company, located at Khasra No. 182/1, 182/2, 182/3, 493/400 Village Naryal, Near sec. 4 Barrier, Parwanoo-173220, Himachal Pradesh, India
Project	Part financing the cost of establishing the manufacturing facility in Ratlam, Madhya Pradesh, India
Promoter Group	Persons and entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations. For details, please see section titled "*Our Promoters and Promoter Group – Promoter Group*" on page 305
Promoter(s)	Promoters of our Company namely, Pawan Kumar Garg, Yogesh Dua and Sunil Kumar. For details, please see section titled "*Our Promoters and Promoter Group*" on page 302
Promoter Selling Shareholder(s)	Pawan Kumar Garg and Yogesh Dua
Registered Office	Registered office of our Company located at 53A/6, Near NDPL Grid Office, Near Metro Station, Industrial Area, Sat Guru Ram Singh Marg, Delhi - 110015, India
"Registrar of Companies" / "RoC"	Registrar of companies, National Capital Territory of Delhi and Haryana at New Delhi

Term	Description
Restated Financial Information	The restated financial information of our Company comprising of restated statement of assets and liabilities as at September 30, 2024, March 31, 2024, March 31,2023 and March 31, 2022, restated statement of profit and loss, restated statement of cash flows, restated statement of changes in equity and the summary of material accounting policies and explanatory notes related notes thereon for the six months period ended September 30, 2024 and each of the years ended March 31, 2024, March 31, 2023 and March 31, 2022 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, the SEBI ICDR Regulations and the Guidance Note on "Reports in Company Prospectuses (Revised 2019)" issued by the Institute of Chartered Accountant of India
"Risk Management Committee" / "RMC"	The risk management committee of our Company as described in the section titled "*Our Management – Committees of the Board – Risk Management Committee*" on page 296
Senior Management	Senior management of our Company in terms of Regulation 2(1)(bbbb) of the SEBI ICDR Regulations, and as disclosed in "*Our Management –Key Managerial Personnel and Senior Management –Senior Management*" on page 298
Shareholders	The holders of Equity Shares from time to time
Specified Securities	Specified securities means 'equity shares' and 'convertible securities' as defined under Regulation 30(2)(1)(eee) of SEBI ICDR Regulations
Stakeholders' Relationship Committee	The stakeholders' relationship committee of our Company as described in the section titled "*Our Management – Committees of the Board – Stakeholders' Relationship Committee*" on page 295

Offer related terms

Term	Description
Abridged Prospectus	Abridged prospectus means a memorandum containing such salient features of a prospectus as may be specified by SEBI in this behalf
Acknowledgement Slip	The slip or document to be issued by a Designated Intermediary to a Bidder as proof of registration of the Bid cum Application Form
"Allot" / "Allotment" / "Allotted"	Unless the context otherwise requires, allotment of the Equity Shares of face value ₹ 1 each pursuant to the Fresh Issue and transfer of the Offered Shares by the Promoter Selling Shareholders pursuant to the Offer for Sale to the successful Bidders
Allotment Advice	Note or advice or intimation of Allotment sent to the successful Bidders who have been or are to be Allotted the Equity Shares of face value ₹ 1 each after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee	A successful Bidder to whom the Equity Shares of face value ₹ 1 each are Allotted
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the SEBI ICDR Regulations and the Red Herring Prospectus and who has Bid for an amount of at least ₹ 100.00 million
Anchor Investor Allocation Price	The price at which Equity Shares of face value ₹ 1 each will be allocated to Anchor Investors at the end of the Anchor Investor Bidding Date, in terms of the Red Herring Prospectus. The Anchor Investor Allocation Price shall be determined by our Company in consultation with the BRLMs during the Anchor Investor Bidding Date
Anchor Investor Application Form	The form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms specified under the SEBI ICDR Regulations and of the Red Herring Prospectus and the Prospectus
Anchor Investor Bidding Date	The day, 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 Investor and allocation to Anchor Investors shall be completed
Anchor Investor Offer Price	Final price at which the Equity Shares of face value ₹ 1 each 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), it shall be the Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the Offer Price, not later than two Working Days after the Bid/Offer Closing Date
Anchor Investor Portion	Up to 60 % of the QIB Portion, which may be allocated by our Company, in consultation with the BRLMs to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations

Term	Description
	One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations
"Application Supported by Blocked Amount" / "ASBA"	An application, whether physical or electronic, used by Bidders (other than Anchor Investors) to make a Bid and authorising an SCSB to block the Bid Amount in the ASBA Account and will include applications made by UPI Bidders using the UPI Mechanism where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by UPI Bidders using the UPI Mechanism
ASBA Account	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, which may be blocked by such SCSB or the account of the UPI Bidders blocked upon acceptance of UPI Mandate Request by the UPI Bidders using the UPI Mechanism, to the extent of the Bid Amount of the ASBA Bidder
ASBA Bid	A Bid made by an ASBA Bidder
ASBA Bidders	All Bidders except Anchor Investors
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders, which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Bankers to the Offer	Collectively, Escrow Collection Bank(s), Refund Bank(s), Public Offer Account Bank(s) and the Sponsor Banks, as the case may be
Basis of Allotment	The basis on which the Equity Shares of face value ₹ 1 each will be Allotted to successful Bidders under the Offer, as described in the section titled "*Offer Procedure*" on page 442
Bid	An indication to make an offer during the Bid/Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bidding Date by an Anchor Investor pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares of face value ₹ 1 each at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations as per the terms of the Red Herring Prospectus and the Bid Cum Application Form The term "Bidding" shall be construed accordingly
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form, and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidder, as the case may be, upon submission of the Bid in the Offer, as applicable 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. However, Eligible Employees applying in the Employee Reservation Portion can apply at the Cut-off Price and the Bid Amount shall be Cap Price net of Employee Discount, 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, 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).
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the context requires
Bid Lot	[●] Equity Shares of face value ₹ 1 each and in multiples of [●] Equity Shares of face value ₹ 1 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, being [●], which shall be published in all editions of [●], an English national newspaper and all editions of [●], a Hindi national newspaper (Hindi also being the regional language of Delhi where our Registered Office is located) each with wide circulation, which shall also be notified in an advertisement in same newspapers in which the Bid/ Offer Opening Date was published. In case of any revision, the extended Bid/ Offer Closing shall also be notified on the websites and terminals of the Members of the Syndicate as required under the SEBI ICDR Regulations and also intimated to the Designated Intermediaries and the Sponsor Bank(s). Our Company in consultation with the BRLMs, may consider closing the Bid/Offer Period for the QIB Category one Working Day prior to the Bid/Offer Closing Date, in accordance with the SEBI ICDR Regulations which shall also be notified by advertisement in the same newspapers

Term	Description
	where the Bid/ Offer Opening Date was published, in accordance with the SEBI ICDR Regulations.
Bid / Offer Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, being [●], which shall be published in all editions of [●],an English national newspaper and all editions of [●], a Hindi national newspaper (Hindi also being the regional language of Delhi where our Registered Office is located) each with wide circulation, and in case of any revisions, the extended Bid/Offer Closing Date shall also be notified on the websites and terminals of the Syndicate Members and also intimated to the Designated Intermediaries and the Sponsor Bank, as required under the SEBI ICDR Regulations
Bid / Offer Period	Except in relation to any Bids received from 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 in accordance with the SEBI ICDR Regulations and the terms of the Red Herring Prospectus. Provided, however, that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors. Our Company, in consultation with the BRLMs, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date which shall also be notified in an advertisement in same newspapers in which the Bid/Offer Opening Date was published, in accordance with SEBI ICDR Regulations.
"Bidder" / "Applicant" / "Investor"	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, and includes an ASBA Bidder and an Anchor Investor
Bidding Centres	Centers at which the Designated Intermediaries shall accept the ASBA Forms, i.e., Designated Branches for SCSBs, Specified Locations for Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Book Building Process	Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made
"BRLMs" or "Book Running Lead Managers"	The book running lead managers to the Offer namely, Motilal Oswal Investment Advisors Limited and SBI Capital Markets Limited
Broker Centres	Broker centres of the Registered Brokers notified by the Stock Exchanges where Bidders can submit the ASBA Forms to a Registered Broker. 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, as updated from time to time.
"CAN" / "Confirmation of Allocation Note"	Notice or intimation of allocation of the Equity Shares of face value ₹ 1 each to be sent to Successful Anchor Investors, who have been allocated the Equity Shares of face value ₹ 1 each, on/after the Anchor Investor Bidding Date
Cap Price	The higher end of the Price Band, above which the Offer Price and the Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted, including any revisions thereof. The Cap Price shall not be more than 120% of the Floor Price, provided that the Cap Price shall be at least 105% of the Floor Price
CARE	CARE Ratings Limited
CARE Report	Report titled "*Industry Research Report on Power Sector*" dated December 26, 2024, prepared by CARE pursuant to their engagement letter dated October 9, 2024 commissioned for by our Company. The CARE Report is available on the website of our Company at https://www.utlsolarfujiyama.com/investor-relations/ and has also been included in "*Material Contracts and Documents for Inspection – Material Documents*" on page 498.
Cash Escrow and Sponsor Bank Agreement	Agreement dated [●] to be entered into amongst our Company, the Promoter Selling Shareholders, the Registrar to the Offer, the BRLMs, the Syndicate Member(s), the Banker(s) to the Offer for, inter alia, collection of the Bid Amounts, transfer of funds to the Public Offer Accounts, and where applicable remitting refunds, if any, to the Anchor Investors, on the terms and conditions thereof
Client ID	Client identification number of the Bidder's beneficiary account maintained with one of the Depositories in relation to the demat account
Collecting Depository Participant(s) / CDP(s)	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of the SEBI ICDR Master Circular, as per the list available on the websites of the Stock Exchanges, www.bseindia.com and www.nseindia.com, as updated from time to time
Cut-off Price	The Offer Price, finalized by our Company in consultation with the BRLMs, which shall be any price within the Price Band.

Term	Description
	Only Retail Individual Bidders and Eligible Employees bidding under the Employment Reservation Portion are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investors) and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price
Demographic Details	Details of the Bidders including the Bidder's address, name of the Bidder's father/husband, investor status, occupation, PAN, bank account details and UPI ID wherever applicable
Designated Branches	Such branches of the SCSBs which may collect the Bid cum Application Form used by Bidders (other than Anchor Investors), a list of which is available at the website of the SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes and updated from time to time
Designated CDP Locations	Such centres of the Collecting Depository Participants where Bidders (other than Anchor Investors) can submit the Bid cum Application Forms. The details of such Designated CDP Locations, along with the names and contact details of the CDPs are available on the respective websites of the Stock Exchanges and updated from time to time
Designated Date	The date on which the Escrow Collection Bank(s) transfer funds from the Escrow Account to the Public Issue Account or the Refund Account, as the case may be, and/or the instructions are issued to the SCSBs (in case of a UPI Bidder, instruction issued through the Sponsor Bank) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Issue Account or are unblocked, as the case may be, 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 Equity Shares of face value ₹ 1 each will be Allotted in the Offer
Designated Intermediaries	Collectively, the members of the Syndicate, sub-syndicate or agents, SCSBs (other than in relation to RIBs using the UPI Mechanism), Registered Brokers, CDPs and RTAs, who are authorised to collect Bid cum Application Forms from the relevant Bidders, in relation to the Offer In relation to ASBA Forms submitted by RIBs and Non-Institutional Bidders Bidding with an application size of up to ₹ 0.50 million (not using the UPI mechanism) and the Eligible Employees bidding in the Employee Reservation Portion by authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidders, Designated Intermediaries shall mean Syndicate, sub-Syndicate/agents, Registered Brokers, CDPs, SCSBs and RTAs In relation to ASBA Forms submitted by QIBs and Non-Institutional Bidders (not using the UPI Mechanism), Designated Intermediaries shall mean Syndicate, sub-Syndicate/ agents, SCSBs, Registered Brokers, the CDPs and RTAs
Designated RTA Locations	Such centres of the RTAs where Bidders (other than Anchor Investors) can submit the Bid cum Application Forms, and in case of UPI Bidders only ASBA Forms with UPI. The details of such Designated RTA Locations, along with the names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.nseindia.com and www.bseindia.com) and updated from time to time
Designated Branches of the SCSBs	Such branches of the SCSBs which shall collect the ASBA Forms, a list of which is available on the website of SEBI at https://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
Designated Stock Exchange	[●]
"Draft Red Herring Prospectus" / "DRHP"	This Draft Red Herring Prospectus dated March 6, 2025, issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars, including of the Offer Price and the size of the Offer, including any addendum and corrigendum thereto
Eligible Employee(s)	Permanent employees of our Company (excluding such employees not eligible to invest in the Offer under applicable laws, rules, regulations and guidelines), as on the date of filing of the Red Herring Prospectus with the RoC and who continue to be a permanent employee of our Company until the submission of the ASBA Form and is based, working and present in India as on the date of submission of the ASBA Form; or Director of our Company, whether a whole-time Director or otherwise, who is eligible to apply under the Employee Reservation Portion under applicable law as of the date of filing the Red Herring Prospectus with the RoC and who continues to be a Director of our Company until submission of the ASBA Form and is based, working and present in India or abroad as on the date of submission of the ASBA Form, but not including (i) Promoters; (ii) persons belonging to the Promoter Group; and (iii) Directors who either themselves or through their relatives or through any body corporate, directly or indirectly, hold more than 10% of the outstanding Equity Shares of our Company.

Term	Description
	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 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 total Allotment to an Eligible Employee not exceeding ₹ 0.50 million (net of Employee Discount, if any)
Eligible FPI(s)	FPIs 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 of face value ₹ 1 each offered thereby
Eligible NRI(s)	NRI(s) from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Bid Cum Application Form and the Red Herring Prospectus will constitute an invitation to purchase the Equity Shares of face value ₹ 1 each.
Employee Discount	Our Company, in consultation with the BRLMs, may offer a discount of up to [●]% on 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
Employee Reservation Portion	The portion of the Offer being up to [●] Equity Shares 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	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/NEFT/RTGS/NACH in respect of the Bid Amount when submitting a Bid
Escrow Collection Bank(s)	The bank(s) which are clearing members and registered with SEBI as bankers to an issue under the SEBI BTI Regulations and with whom the Escrow Account(s) will be opened, in this case being [●]
"First Bidder" / "Sole Bidder"	Bidder whose name appears first in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names
Floor Price	The lower end of the Price Band, subject to any revision thereto, at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted and which shall not be less than the face value of the Equity Shares of face value ₹ 1 each
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)(lll) of the SEBI ICDR Regulations
Fresh Issue	The fresh issue of up to [●] Equity Shares of face value ₹ 1 each by our Company aggregating up to ₹ 6,000.00 million, to be issued by our Company as part of the Offer, in terms of the Red Herring Prospectus and the Prospectus Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement as may be permitted under the applicable law, 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% of the size of the Fresh Issue. 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 the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and Prospectus.
Fugitive Economic Offender	A fugitive economic offender as defined under Section 12 of the Fugitive Economic Offenders Act, 2018 and Regulation 2(1)(p) of the SEBI ICDR Regulations
"General Information Document" / "GID"	The General Information Document for investing in public issues prepared and issued in accordance with the SEBI circular no. SEBI / HO / CFD / DIL1 / CIR / P / 2020 / 37 dated March 17, 2020 and modified and updated pursuant to 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 that will be available to our Company
Monitoring Agency	[●]

Term	Description
Monitoring Agency Agreement	Agreement to be entered into between our Company and the Monitoring Agency prior to filing of the Red Herring Prospectus
Motilal Oswal	Motilal Oswal Investment Advisors Limited
Mutual Fund Portion	5% of the Net QIB Portion or [●] Equity Shares of face value ₹ 1 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 Employee Reservation Portion
Net Proceeds	Proceeds of the Offer that will be available to our Company, i.e., gross proceeds of the Fresh Issue, less Offer expenses to the extent applicable to the Fresh Issue. For further information about use of the Offer Proceeds and the Offer expenses, please see the section entitled "*Objects of the Offer*" on page 113
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares of face value ₹ 1 each Allotted to the Anchor Investors.
"Non-Institutional Bidders" / "NIBs"	All Bidders that are not QIBs (including Anchor Investors) or Retail Individual Bidders or Eligible Employees bidding in the Employee Reservation Portion who have Bid for Equity Shares for an amount more than ₹ 0.20 million.
Non-Institutional Portion	The portion of the Offer being not more than 15% of the Net Offer comprising [●] Equity Shares of face value ₹ 1 each which shall be available for allocation to Non-Institutional Bidders, subject to valid Bids being received at or above the Offer Price, in the following manner: (a) one third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than ₹ 0.20 million and up to ₹ 1.00 million; (b) two third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than ₹ 1.00 million: Provided that the unsubscribed portion in either of the sub-categories specified in clauses (a) or (b), may be allocated to applicants in the other sub-category of non-institutional investors
Non-Resident	A person resident outside India, as defined under FEMA and includes a non-resident Indians (NRIs), FPIs and FVCIs
Offer	The initial public offering of up to [●] Equity Shares of face value ₹ 1 each for cash at a price of ₹ [●] each (including a premium of ₹ [●] per Equity Share), aggregating up to ₹ [●] million, comprising the Fresh Issue and the Offer for Sale. The Offer comprises the Net Offer and Employee Reservation Portion. Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement as may be permitted under the applicable law, 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% of the size of the Fresh Issue. 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 the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and Prospectus
Offer Agreement	The agreement dated March 6, 2025 entered into amongst our Company, the Promoter 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	Offer of up to 20,000,000 Equity Shares of face value ₹ 1 each aggregating up to ₹ [●] million by the Promoter Selling Shareholders to be offered for sale pursuant to the Offer in terms of the Red Herring Prospectus and the Prospectus. For further information, please see section titled "*The Offer*" on page 77
Offer Price	The final price at which Equity Shares of face value ₹ 1 each will be Allotted to the successful Bidders (other than Anchor Investors), as determined in accordance with the Book Building Process and determined by our Company in consultation with the BRLMs in terms of the Red Herring Prospectus on the Pricing Date Equity Shares of face value ₹ 1 each will be Allotted to Anchor Investors at the Anchor Investor Offer Price in terms of the Red Herring Prospectus and the Prospectus The Offer Price will be decided 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

Term	Description
	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 from the Offer for Sale which shall be available to the Promoter Selling Shareholders. For further information about use of the Offer Proceeds, please see section titled "*Objects of the Offer*" on page 113
Offered Shares	Up to 20,000,000 Equity Shares of face value ₹ 1 each aggregating up to ₹ [●] million offered by the Promoter Selling Shareholders in the Offer for Sale
Price Band	Price band of a minimum price of ₹ [●] per Equity Share (i.e. the Floor Price) and the maximum price of ₹ [●] per Equity Share (i.e. the Cap Price) including any revisions thereof. The Price Band and the minimum Bid Lot size for the Offer will be decided by our Company in consultation with the BRLMs and will be advertised, at least two Working Days prior to the Bid/Offer Opening Date, in all editions of [●], an English national newspaper and all editions of [●], a Hindi national newspaper (Hindi also being the regional language of Delhi where our Registered Office is located) each with wide circulation, along with the relevant financial ratios calculated at the Floor price and at the Cap Price. It shall also be made available to the Stock Exchanges for the purpose of uploading on their websites
Pricing Date	The date on which our Company in consultation with the BRLMs, shall finalize the Offer Price
Pre-IPO Placement	Our Company, in consultation with the BRLMs, may consider an issue of specific securities for an amount of up to ₹ 1,200.00 million, as may be permitted under the applicable law, 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% of the size of the Fresh Issue. 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 the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and Prospectus
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 promoters' contribution, as required under the provisions of the SEBI ICDR Regulations, held by our Promoters, which shall be locked-in for a period of three years from the date of Allotment
Prospectus	The Prospectus of our Company to be filed with the RoC for this Offer after the Pricing Date, in accordance with Section 26 of the Companies Act, 2013 and the SEBI ICDR Regulations, containing, *inter alia*, the Offer Price that is determined at the end of the Book Building Process, the size of the Offer and certain other information including any addenda or corrigenda thereto
Public Offer Account Bank	The bank with which the Public Offer Account(s) shall be opened and maintained for collection of Bid Amounts from Escrow Account(s) and ASBA Accounts on the Designated Date, in this case being [●]
Public Offer Account(s)	'No-lien' and 'non-interest-bearing' bank account(s) opened under Section 40(3) of the Companies Act, 2013 with the Public Offer Account Bank(s) to receive monies from the Escrow Account and ASBA Accounts maintained with the SCSBs on the Designated Date
"QIB Category" / "QIB Portion"	The portion of the Offer, being not more than 50% of the Net Offer or [●] Equity Shares of face value ₹ 1 each to be Allotted to QIBs on a proportionate basis, including the Anchor Investor Portion (in which allocation shall be on a discretionary basis, as determined by our Company in consultation with the BRLMs, subject to valid Bids being received at or above the Offer Price)
"Qualified Institutional Buyers" / "QIBs" / "QIB Bidders"	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
"Red Herring Prospectus" or "RHP"	The Red Herring Prospectus of our Company to be issued in accordance with Section 32 of the Companies Act and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares of face value ₹ 1 each will be issued and the size of the Offer including any addenda or corrigenda thereto The Red Herring Prospectus shall be filed with the RoC at least three days before the Bid/Offer Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date
Refund Account(s)	The account opened with the Refund Bank(s), from which refunds, if any, of the whole or part of the Bid Amount to the Anchor Investors shall be made

Term	Description
Refund Bank(s)	The Bankers to the Offer with whom the Refund Account(s) will be opened, in this case being [●]
Registered Brokers	Stockbrokers registered with SEBI and the Stock Exchanges having nationwide terminals, other than the BRLMs and the Syndicate Members and eligible to procure Bids in terms of the SEBI ICDR Master Circular
Registrar Agreement	The agreement dated March 6, 2025 entered into amongst our Company, the Promoter 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" / "RTAs"	Registrars to an issue and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of the SEBI ICDR Master Circular and, as per the list available on the websites of the Stock Exchanges, and the UPI Circulars
"Registrar to the Offer" / "Registrar"	MUFG Intime India Private Limited *(formerly known as Link Intime India Private Limited)*
"Retail Individual Bidder(s)" / "RIB(s)"	Individual Bidders, who have Bid for the Equity Shares of face value ₹ 1 each for an amount not more than ₹ 0.20 million in any of the Bidding options in the Offer (including HUFs applying through their Karta and Eligible NRIs and does not include NRIs other than Eligible NRIs)
Retail Portion	The portion of the Offer being not less than 35.00% of the Net Offer consisting of [●] Equity Shares of face value ₹ 1 each which shall be available for allocation to Retail Individual Bidder(s) 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 Offer Price
Revision Form	Form used by the Bidders to modify the quantity of the Equity Shares of face value ₹ 1 each or the Bid Amount in any of their ASBA Form(s) or any previous Revision Form(s), as applicable QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares of face value ₹ 1 each or the Bid Amount) at any stage. Retail Individual Bidders and Eligible Employees bidding in the Employee Reservation Portion can revise their Bids during the Bid/Offer Period and withdraw their Bids until Bid/Offer Closing Date
SBICAPS	SBI Capital Markets Limited
SCORES	Securities and Exchange Board of India Complaints Redress System
"Self-Certified Syndicate Bank(s)" / "SCSB(s)"	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 https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and https://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 https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40, or such other website as may be prescribed and updated by SEBI from time to time In accordance with the SEBI ICDR Master Circular, UPI Bidders using UPI Mechanism may apply through the SCSBs and mobile applications (apps) whose name appears on the SEBI website. The said list is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43, as updated from time to time
Share Escrow Agent	The share escrow agent appointed pursuant to the Share Escrow Agreement, in this case being, [●]
Share Escrow Agreement	Agreement dated [●] to be entered into amongst the Promoter Selling Shareholders, our Company and a share escrow agent, in connection with the transfer of the respective portion of Offered Shares and credit of such Equity Shares of face value ₹ 1 each to the demat account of the Allottees
Specified Locations	Bidding Centres where the Syndicate shall accept Bid cum Application 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
Sponsor Bank(s)	The Bankers to the Offer registered with SEBI which is 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 UPI Mandate Requests and / or payment instructions of the UPI Bidders using the UPI Mechanism and carry out any other responsibilities in terms of the UPI Circulars, in this case being [●]
Stock Exchanges	Collectively, NSE and BSE
Sub Syndicate	The sub syndicate members, if any, appointed by the BRLMs and the Syndicate Members, to collect ASBA Forms and Revision Forms
Syndicate Agreement	Agreement dated [●] to be entered into amongst the BRLMs, the Syndicate Members, our Company, the Promoter Selling Shareholders and the Registrar to the Offer in relation to collection of Bid cum Application Forms by the Syndicate

Term	Description
Syndicate Members	Intermediaries registered with SEBI who are permitted to carry out activities as an underwriter, namely, [●]
“Syndicate” / “Members of the Syndicate”	Collectively, the BRLMs and the Syndicate Members
Underwriters	[●]
Underwriting Agreement	The agreement among the Underwriters, our Company, the Promoter Selling Shareholders and the Registrar to the Offer to be entered into on or after the Pricing Date, but prior to the filing of the Prospectus
UPI	Unified payments interface, which is an instant payment mechanism, developed by NPCI
UPI Bidders	Collectively, individual investors applying as (i) Retail Individual Bidders in the Retail Portion; (ii) Non-Institutional Bidders and (iii) Eligible Employees who applied in the Employee Reservation Portion and with an application size of up to ₹ 0.50 million in the Non-Institutional Portion, and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents Pursuant to 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 issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)
UPI Circulars	SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 (to the extent this circular is not rescinded by the SEBI RTA Master Circular and the SEBI ICDR Master Circular), SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 (to the extent this circular is 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 this circular is not rescinded by the SEBI ICDR Master Circular), SEBI ICDR Master Circular (to the extent it pertains to the UPI Mechanism), the SEBI RTA Master Circular (to the extent it pertains to the UPI Mechanism), and any subsequent circulars or notifications issued by SEBI in this regard, along with the circulars issued by the Stock Exchanges in this regard, including the circular issued by the NSE having reference no. 23/2022 dated July 22, 2022, and having reference no. 25/2022 dated August 3, 2022, and the circular issued by BSE having reference no. 20220702-30 dated July 22, 2022 and having reference no. 20220803-40 dated August 3, 2022
UPI ID	Identity document created on UPI for single-window mobile payment system developed by the NPCI
UPI Mandate Request	A request (intimating the UPI Bidders by way of a notification on the UPI application and by way of a SMS directing the UPI Bidders to such UPI application) to the UPI Bidders initiated by the Sponsor Bank to authorise 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
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)(lll) of the SEBI ICDR Regulations
Working Day	All days on which commercial banks in Mumbai are open for business; provided however, with reference to (a) announcement of Price Band; and (b) Bid/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 of face value ₹ 1 each 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

Conventional and general terms or abbreviations

Term	Description
“₹” / “Rs.” / “Rupees” / “INR”	Indian Rupees
AGM	Annual general meeting of shareholders under the Companies Act

Term	Description
AIF(s)	Alternative Investment Fund(s) as defined in and registered with SEBI under the SEBI AIF Regulations
"AS" / "Accounting Standards"	Accounting Standards issued by the ICAI
BSE	BSE Limited
Category I AIFs	AIFs who are registered as "Category I Alternative Investment Funds" under the SEBI AIF Regulations
Category I FPIs	FPIs registered as "Category I foreign portfolio investors" under the SEBI FPI Regulations
Category II AIFs	AIFs who are registered as "Category II Alternative Investment Funds" under the SEBI AIF Regulations
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 Regulations
CBDT	Central Board of Direct Taxes
CCI	Competition Commission of India
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
"CNY" or "¥"	Chinese Yuan
"Companies Act" / "Companies Act, 2013"	Companies Act, 2013, along with the relevant rules, regulations, clarifications, circulars and notifications issued thereunder
Consolidated FDI Policy	The consolidated FDI Policy, effective from October 15, 2020, issued by the DPIIT, and any modifications thereto or substitutions thereof, issued from time to time
COVID-19	The novel coronavirus disease, which is an infectious disease caused by a newly discovered coronavirus strain that was discovered in 2019 resulting in a public health emergency of international concern and a pandemic as declared by the World Health Organization on January 30, 2020
Demat	Dematerialised
Depositories	NSDL and CDSL
Depositories Act	Depositories Act, 1996, as amended
DIN	Director Identification Number
DP ID	Depository Participant's Identification
"DP" / "Depository Participant"	A depository participant as defined under the Depositories Act
DPIIT	Department of Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India
EGM	Extraordinary General Meeting
EMI	Equated monthly installments
EPS	Earnings Per Share
ERP	Enterprise resource planning
FCNR	Foreign Currency Non-Resident
FIR	First information report
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, as amended and the rules and regulations thereunder
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019 issued by the Ministry of Finance, Government of India
"Financial Year" / "Fiscal" / "fiscal" / "FY"	Unless stated otherwise, the period of 12 months ending March 31 of that particular year
FPI(s)	Foreign portfolio investor(s) as defined under the SEBI FPI Regulations
FVCI(s)	Foreign venture capital investor(s) as defined and registered under the SEBI FVCI Regulations
GDP	Gross domestic product
"GoI" / "Government" / "Central Government"	Government of India
GST	Goods and Services Tax
HUF	Hindu Undivided Family
ICAI	The Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards as adopted by the International Accounting Standards Board
"Income Tax Act" / "IT Act"	The Income-tax Act, 1961, as amended

Term	Description
Ind AS	Indian Accounting Standards
Ind AS 24	Indian Accounting Standard 24 on Related Party Disclosure issued by the MCA
India	Republic of India
Indian GAAP	Generally Accepted Accounting Principles in India
IPO	Initial public offering
IRDAI	Insurance Regulatory and Development Authority of India
IST	Indian Standard Time
KPI	Key Performance Indicators
MCA	Ministry of Corporate Affairs
MSMEs	Micro, small and medium enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006, as amended
Mutual Fund(s)	Mutual funds registered under the SEBI (Mutual Funds) Regulations, 1996
"N.A."/ "NA"	Not applicable
NACH	National Automated Clearing House
"NAV" / "Net Asset Value per Equity Share"	Net worth as restated as at end of the year or period /number of equity shares outstanding at the end of the year/ period (post split and bonus)
NEFT	National Electronic Fund Transfer
Non-Resident	A person resident outside India, as defined under FEMA and includes a Non-Resident Indian and FPIs
NRE	Non-Resident External
NRI	An individual resident outside India who is a citizen of India or is an 'Overseas Citizen of India' cardholder within the meaning of section 7(A) of the Citizenship Act, 1955, as amended
NRO	Non-Resident Ordinary
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
"OCB" / "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
OCI	Other Comprehensive Income
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PDP	Personal Data Protection Bill, 2019
R&D	Research and development
RBI	The Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act
ROI	Return on investment
RoNW	Return on Net Worth
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956, as amended
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended
SEBI	The 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 FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended
SEBI ICDR Master Circular	SEBI master circular bearing reference number SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI Merchant Banker Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended
SEBI RTA Master Circular	SEBI master circular bearing SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024
SEBI SBEB Regulations	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended

Term	Description
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996, as amended
SKU	Stock Keeping Unit
State Government	Government of a State of India
STT	Securities Transaction Tax
Systemically Important NBFCs	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
TAN	Tax deduction and collection account number
UAE	United Arab Emirates
U.S. Securities Act	United States Securities Act of 1933, as amended
"U.S." / "USA" / "United States"	United States of America
US GAAP	Generally Accepted Accounting Principles in the United States of America
"USD" / "US$"	United States Dollars
VAT	Value Added Tax
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
"Year" / "Calendar year" / "CY"	Unless the context otherwise requires, shall mean the twelve-month period ending December 31

Technical, industry and business related terms/ abbreviations

Term	Description
AI	Artificial Intelligence
AC	Alternate current
ALMM	Approved List of Models and Manufacturers as notified by the MNRE from time to time
ATE	Automatic Testing Unit
AVR	Automatic Voltage Regulation
B2C	Business to Consumer
BCD	Basic Custom Duty
BEE	Bureau of Energy Efficiency
BIS	Bureau of India Standards
BU	Billion units
CAGR	Compounded annual growth rate
Capex	Capital expenditure
Capacity in MW	This refers to the total production capacity of all the manufacturing units taken together in megawatt.
CUF	Capacity utilization factor
DC	Direct current
DCR	Domestic Content Requirement
DDUGJY	Deen Dayal Upadhyaya Gram Jyoti Yojana
Debt to Equity Ratio	Debt/ Equity Ratio is calculated as total debt divided by shareholder's equity (excluding non-controlling interest)
Direct Sales to Utilities and Enterprises	Direct Sales to Utilities and Enterprises refers to our sales to utilities and enterprise customers.
DOD	Depth of discharge
DSP	Digital signal processing
EBITDA	Sum of profit before tax, depreciation and amortization expenses and finance costs after deducting other income
EBITA Margin	EBITDA divided by revenue from operations
ESS	Energy Storage Systems
Export Sales	Export Sales includes solar PV module sales to international customers as well as international EPC revenue.
EV	Electronic Vehicle
GBI	Generation Based Incentive
GDP	Gross Domestic Product
GEC	Green Energy Corridor
GNDI	Gross national disposable income
GVA	Gross value added

Term	Description
GW	Gigawatt
HDPE	High Density Polyethylene
HVDC	High voltage direct current
IEA	International Energy Agency
IMF	International Monetary Fund
IP	Ingress Protection
IR	Isolation resistance
IR	Internal resistance
IPDS	Integrated Power Development Scheme of the Government of India
ISA	International Solar Alliance
ISO	International Organization for Standardization
ISTS	Inter-State Transmission System
kV	Kilo Volt
KVA	Kilovolt Amperes
KWh	Kilo Watt hour
LC	Letter of credit
LCD	Liquid Crystal Display
MNRE	Ministry of New and Renewable Energy, Government of India
MPC	Marginal propensity to consume
MPPT	Maximum Power Point Tracking
MU	Million unit
MW	Megawatt
NABL	National Accreditation Board for Testing and Calibration Laboratories
NIP	National Infrastructure Pipeline
NISE	National Institute of Solar Energy
NITI	National Institute of Transforming India
NSM	National Solar Mission
NSO	National Statistical Office
OEMs	Original Equipment Manufacturers
PAT	Profit after tax
PAT Margin	PAT divided by the revenue from operations
PCU	Power Conditioning Unit
PERC	Passivated Emitter and Rear Contact
PFCE	Private final consumption expenditure
PLI	Production Linked Incentive scheme
PV	Photovoltaic solar module
PWM	Pulse Width Modulation
RBI	Reserve Bank of India
RE	Renewable energy
Retail Sales	Retail Sales includes solar PV module sales through our franchisee network focused on commercial and industrial, and residential business verticals as well as franchisee EPC revenue and other products sold to franchisees.
RKM	Route kilometers
rMPPT	Rapid Maximum Power Point Tracking
RPO	Renewable Purchase Obligation
SCD	Scheduled commissioning date
SECI	Solar Energy Corporation of India
Shoppe	Exclusive franchise outlets
SPDs	Surge Protection Devices
SMPS	Switched-Mode Power Supply
SMT	Surface Mount Technology
SNA	State Nodal Agencies
Solar Battery Energy Storage System / Solar BESS	A system that stores energy from solar panels in batteries and releases it when needed. It employs hybrid inverter to feed power back into the grid
Solar Panel / Module	A solar panel or module means a device that converts sunlight into electrical energy through the photovoltaic effect
Solar Power Generation Systems/SPGS	A complete system that harnesses sunlight using solar panels and converts it into electricity, typically including components like solar panels, solar inverters and/or batteries depending on whether it is an on-grid system, off-grid system or a hybrid system
Solar PV	Solar Photovoltaic

Term	Description
Storage Solar	A system which uses solar panels to generate electricity, which is then stored in batteries and converted to AC power by an inverter
T&D	Transmission and distribution
Total Debt	Total debt is calculated as total of current and non-current borrowings
TQM	Total Quality Management
UDAY	Ujwal DISCOM Assurance Yojana
UPS	Uninterruptible power supplies
VRLA	Valve-regulated lead-acid
W	Watt
Wp	Watt peak
YoY	Year on year

Financial and operational Key Performance Indicators

Term	Description
Advertisement and Marketing Expense as a % of Revenue from operations (%)	Advertising and Marketing Expenses as a % of Revenue from Operations is calculated by advertising and marketing expenses for the period divided by Revenue from operations for the period
Debt/Equity Ratio (in Times)	Debt/ Equity Ratio is calculated as total borrowings is divided by shareholder's equity.
EBITDA	EBITDA is calculated as the sum of profit before tax, depreciation and amortization expenses and finance costs after deducting other income
EBITDA Margin (%)	EBITDA Margin is calculated as EBITDA of the Company divided by the Revenue from Operations
Export Revenue as % of Revenue from Operations (%)	Export revenue as a % of Revenue from Operations is calculated as export sales divided by Revenue from Operations
No. of Channel Partner (Includes Dealers, Distributors and Shoppe)	Number of channel partners are sum of number of distributors, if any, dealers, if any and exclusive Shoppes, if any as during the each fiscal and half yearly period
No. of SKUs in portfolio	Number of SKUs in portfolio are number of distinct SKUs in the product portfolio during the each fiscal and half yearly period
PAT	PAT means restated profit for the year/period as appearing in the Restated Financial Information
PAT Margin %	PAT margin is calculated as Restated Profit for the period divided by the Revenue from Operations
Revenue from Operations	Revenue from Operations is as per the Restated Financial Information
Revenue from Operations by Product category	Revenue from Operations by Product category refers to revenue from operations by product category for the year / period
Revenue from Operations by Sales Channel (B2B vs B2C)	Revenue from Operations by Sales Channel refers to revenue from operations by sales channel for the year/period
ROCE %	Return on Capital employed (ROCE) ratio is calculated as EBIT divided by the total capital employed for the year, whereas EBIT equals to (EBITDA minus Depreciation), and Capital Employed equals to (Total Assets minus current liabilities)
ROE %	Return on Equity (ROE) ratio is calculated as PAT divided by shareholder's equity

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

Certain conventions

All references in this Draft Red Herring Prospectus to "India" 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 "US", "USA" or "United States" are to the United States of America, together with its territories and possessions.

Unless otherwise specified, any time mentioned in this Draft Red Herring Prospectus is in Indian Standard Time ("**IST**").

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

Financial data

Unless stated or the context requires otherwise, the financial information in this Draft Red Herring Prospectus is derived from our Restated Financial Information. The Restated Financial Information comprises restated statement of assets and liabilities as at September 30, 2024, March 31, 2024, March 31,2023 and March 31, 2022, restated statement of profit and loss, restated statement of cash flows, restated statement of changes in equity and the summary of material accounting policies and explanatory notes related notes thereon for the six months period ended September 30, 2024 and each of the years ended March 31, 2024, March 31, 2023 and March 31, 2022 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, the SEBI ICDR Regulations and the Guidance Note on "Reports in Company Prospectuses (Revised 2019)" issued by the Institute of Chartered Accountant of India. The Restated Financial Information has been prepared to comply in all material respects with the Indian Accounting Standards as prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time), presentation requirements of division II of Schedule III to the Companies Act, 2013, as applicable to the financial statements and other relevant provisions of the Companies Act, 2013. For further information of our Company's financial information, please see "*Financial Information*" beginning on page 307.

Our Company's financial year commences on April 1 and ends on March 31 of next year. Accordingly, all references to a particular financial year, unless stated otherwise, are to the 12-month period commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that year.

Unless the context otherwise indicates, any percentage amounts, as set forth in the sections titled "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 30, 221, and 371 respectively, and elsewhere in this Draft Red Herring Prospectus have been calculated on the basis of the Restated Financial Information.

In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures in decimals have been rounded off to the second decimal and all the percentage figures have been rounded off to two decimal places including percentage figures in the sections titled "*Risk Factors*", "*Industry Overview*" and "*Our Business*" on pages 30, 153 and 221 respectively.

There are significant differences between Ind AS and US GAAP and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or US GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our Company's financial data. For details in connection with risks involving differences between Ind AS, US GAAP and IFRS, please see section titled "*Risk Factors - 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*" on page 75. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with

Indian accounting policies and practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited. Further, any figures sourced from third-party industry sources may be rounded off to other than two decimal points to conform to their respective sources. In this Draft Red Herring Prospectus, (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/row; any such discrepancies are due to rounding off.

Non-GAAP measures

Certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance such as EBITDA, Net Worth, Return on Net Worth and Net Asset Value per share and total expenses have been included in this Draft Red Herring Prospectus. These 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 statistical information of similar nomenclature that may be computed and presented by other companies and are not measures of operating performance or liquidity defined by Ind AS and may not be comparable to similarly titled measures presented by other companies.

Currency and units of presentation

All references to:

- "Rupees" or "₹" or "INR" or "Rs." are to Indian Rupee, the official currency of the Republic of India; and
- "USD" or "US$" or "$" are to United States Dollar, the official currency of the United States of America.
- "CNY" or "¥" are to Chinese Yuan, the official currency of the People's Republic of China.

Our Company has presented all numerical information in this Draft Red Herring Prospectus in "million" units or in whole numbers where the numbers have been too small to represent in million. One million represents 1,000,000 and one billion represents 1,000,000,000 and one trillion represents 1,000,000,000,000.

Exchange rates

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

The following table sets forth, for the periods indicated, information with respect to the exchange rate between (i) the Rupee and the USD (in Rupees per USD); and (ii) the Rupee and the CNY (in Rupees per CNY):

Currency	Six months period ended September 30, 2024	As on March 31, 2024	As on March 31, 2023	As on March 31, 2022
1 USD	83.79	83.37	82.22	75.81
1 CNY	12.05	11.75	12.15	12.15

Source: www.fbil.org.in, www.cbic.gov.in
Numbers above have been rounded off to their nearest two decimal places.
Note: If the RBI reference rate is not available on a particular date due to a public holiday, exchange rates of the previous working day have been disclosed

Industry and market data

Unless stated otherwise, industry and market data used in this Draft Red Herring Prospectus, including in the sections titled "*Risk Factors*", "*Industry Overview*", "*Our Business*" *and* "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 30, 153, 221 and 371, respectively, has been obtained or derived from the report titled "*Industry Research Report on Power Sector* " dated December 26, 2024 and issued by CARE, commissioned and paid for by our Company, exclusively in connection with the Offer is available on the website of our Company at https://www.utlsolarfujiyama.com/investor-relations/. CARE has, pursuant to their consent letter dated December 27, 2024 (the "**Letter**") accorded their no objection and consent to use the CARE Report in connection with the Offer. Further, CARE has, pursuant to the Letter also confirmed that it is an independent agency and has no conflict of interest while issuing the CARE Report, and that it does not have any direct/ indirect interest in or relationship with our Company, our Promoters (including Promoter Selling Shareholders), our Directors or Key Managerial Personnel or Senior Management or the BRLMs. CARE was appointed by our Company pursuant to the engagement letter dated October 9, 2024.

Except for the CARE 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 CARE Report, used in this Draft Red Herring Prospectus has been obtained or derived from publicly available documents and other industry sources.

Although the industry and market data used in this Draft Red Herring Prospectus is reliable, the data used in these sources may have been reclassified by us for the purposes of presentation. Data from these sources may also not be comparable. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. The excerpts of the CARE Report are disclosed in this Draft Red Herring Prospectus and there are no parts, information, data (which may be relevant and material for the proposed Offer), left out or changed in any manner. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the section titled "*Risk Factors - Industry information included in this Draft Red Herring Prospectus has been derived from an industry report commissioned, and paid for, by us for such purpose*" on page 65. Accordingly, investment decisions should not be based solely on such information.

The sections titled "*Offer Document Summary*", "*Industry Overview*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Conditions and Results of Operations*" on pages , 22, 153, 221 and 371, respectively, of this Draft Red Herring Prospectus contain data and statistics from the CARE Report which has been commissioned and paid for by our Company for an agreed fee and is available on the website of our Company at https://www.utlsolarfujiyama.com/investor-relations/.

In accordance with the SEBI ICDR Regulations, the section titled "*Basis for Offer Price*" on page 132 includes information relating to our listed industry peers. Such information has been derived from publicly available sources believed to be reliable and verified by Raj Gupta & Co., Chartered Accountant, but their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured. Accordingly, no investment decisions should be based solely on such information.

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

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 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", "expect", "estimate", "intend", "likely to", "may", "can", "could", "should", "seek to", "shall", "objective", "plan", "project", "will", "will continue", "will pursue" or other words or phrases of similar import. Similarly, statements that describe our Company's strategies, objectives, plans or goals are also forward-looking statements. However, these are not the exclusive means of identifying forward-looking statements. All forward-looking statements whether made by us or any third parties in this Draft Red Herring Prospectus are based on our current plans, estimates, presumptions and expectations and are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement, including but not limited to, regulatory changes pertaining to the industry in which our Company has businesses and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, our exposure to market risks, general economic and political conditions which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in its industry. Certain important factors that could cause actual results to differ materially include, but are not limited to, the following:

- Our manufacturing facilities are subject to operating risks, shutdowns or any other operational problems caused by unforeseen events or potential risks arising from local and regional factors.
- We generate a majority of revenue from operations from our products falling under categories of solar power generation systems, power backup solutions and chargers, which include solar panels, batteries, inverters, UPS, amongst others. If we experience a slowdown of demand for our major product categories, our business, results of operations and financial condition may be adversely affected.
- We import a part of our raw material supply from international suppliers, including from China. Restrictions on or import duties relating to materials and equipment imported for our manufacturing operations or our exports may adversely affect our business prospects.
- We are dependent on third party suppliers of materials and components for manufacturing our products.
- We intend to utilise a portion of the Net Proceeds for funding our capital expenditure requirements which may be subject to the risk of unanticipated delays in implementation, cost overruns and other project risks and uncertainties.
- Our ability to grow our retail sales depends on the success of our relationship with our distributors, dealers and franchisees.
- We have witnessed negative cash flow from operating activities in in the past.
- Implementing our growth strategy and our business operations will depend on our ability to maintain access to multiple funding sources on acceptable terms.
- We are required to comply with certain restrictive covenants under our financing agreements and any non-compliance may lead to accelerated repayment schedule and suspension of further drawdowns.
- Exchange rate fluctuations may adversely affect our business, results of operations and cash flows.

For further discussion of factors that could cause the actual results to differ from the expectations, please see sections titled "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 30, 221 and 371, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated and are not a guarantee of future performance.

Forward-looking statements reflect current views as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. There can be no assurance to investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of our 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 on are reasonable, any of these assumptions could prove to be inaccurate and the forward-looking statements based on these assumptions could be incorrect. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance. Neither our Company, our Promoters, our Directors, the BRLMs, the Promoter Selling Shareholders, nor any Syndicate Member nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

In accordance with SEBI's requirements, our Company shall ensure that investors in India are informed of material developments from the date of the Red Herring Prospectus in relation to the statements and undertakings made by them in this Draft Red Herring Prospectus, the Red Herring Prospectus, the Prospectus and until the time of the grant of listing and trading permission by the Stock Exchanges for this Offer. The Promoter Selling Shareholders, severally and not jointly, shall ensure that investors are informed of material developments in relation to statements and undertakings specifically made or confirmed by them in this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus until the date of allotment of Equity Shares of face value ₹ 1 each. Only the statements and undertakings which are specifically confirmed or undertaken by each of the Promoter Selling Shareholders about or in relation to themselves as Promoter Selling Shareholders and their respective portion of the Offered Shares, in this Draft Red Herring Prospectus shall be deemed to be statements and undertakings made by such Promoter Selling Shareholders.

SECTION II: OFFER DOCUMENT SUMMARY

The following is a general summary of certain disclosures 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 all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including "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" and "Main Provisions of Articles of Association" on pages 30, 77, 94, 113, 153, 221, 302, 307, 404, 442 *and* 470, *respectively.*

*Unless otherwise indicated, industry and market data used in this section has been derived from industry report titled 'Industry Research Report on Power Sector' dated December 26, 2024 ("***CARE Report***") prepared and issued by CARE Ratings Limited ("***CARE***"), appointed by us pursuant to engagement letter dated* October 9, 2024, *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 CARE Report and included herein with respect to any particular year refers to such information for the relevant calendar year. CARE was appointed by our Company and is not connected to our Company, our Directors, and our Promoters. A copy of the CARE Report is available on the website of our Company at https://www.utlsolarfujiyama.com/investor-relations/.*

Summary of the primary business of our Company

Our Company is a well-rounded leader in the Indian rooftop solar industry, manufacturing and supplying a comprehensive range of solar products including solar panels, inverters and batteries. With focus on innovation and R&D, our Company has a history of developing innovative technologies, including its patented rMPPT technology and offers a wide product portfolio of over 500 SKUs under "UTL Solar" and "Fujiyama Solar" brands. Our Company currently operates three manufacturing facilities with further capacity expansion plans. The company has a robust distribution network across India with more than 480 distributors, 3600 dealers and 1000 exclusive "Shoppe" franchisees. *(Source: CARE Report)*

For further information, please see section titled "*Our Business*" on page 221.

Summary of the industry

Solar energy plays a pivotal role in India's renewable landscape. India's installed capacity surged from 28 GW in FY2019 to 82 GW in FY2024 and is expected to reach 365 GW by FY2032. This rapid growth also reflects policy support from state and central government. The rooftop solar market has witnessed significant momentum and is expected to register robust growth, reaching almost 100 GW. The demand for batteries is also expected to grow significantly. The interplay between expanding solar capacity, EV adoption, and advanced energy storage solutions underscores a future where economic growth and environmental stewardship go hand in hand. *(Source: CARE Report)*

For details, please refer "*Industry Overview*" on page 153 of this Draft Red Herring Prospectus.

Names of our Promoters

The Promoters of our Company are Pawan Kumar Garg, Yogesh Dua and Sunil Kumar.

For further details, please see section titled "*Our Promoters and Promoter Group – Our Promoters*" on page 302.

Offer size

Offer of Equity Shares of face value ₹ 1 each	Up to [●] Equity Shares of face value ₹ 1 each, aggregating up to ₹ [●] million
of which	
- Fresh Issue(1)^	Up to [●] Equity Shares of face value ₹ 1 each, aggregating up to ₹ 6,000.00 million
- Offer for Sale(2)	Up to 20,000,000 Equity Shares of face value ₹ 1 each, aggregating up to ₹ [●] million by the Promoter Selling Shareholders

which includes	
Employee Reservation Portion[(3)]	Up to [●] Equity Shares of face value ₹ 1 each, aggregating up to ₹ [●] million
Net Offer	Up to [●] Equity Shares of face value ₹ 1 each, aggregating up to ₹ [●] million

[(1)] The Fresh Issue has been authorized by a resolution of our Board and Shareholders' dated December 20, 2024, each.

[(2)] Each of the Promoter Selling Shareholders, severally and not jointly, has confirmed and authorized their participation in the Offer for Sale in relation to their portion of the Offered Shares through their consent letters each dated March 6, 2025. Each of the Promoter 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 with SEBI in accordance with Regulation 8 of the SEBI ICDR Regulations. The details of the authorisations provided by the Promoter Selling Shareholders are as follows:

Name of the Promoter Selling Shareholder	Aggregate proceeds from the Offer for Sale *(in ₹ million)*	Maximum number of Offered Shares	Date of consent letter to participate in the Offer for Sale
Pawan Kumar Garg	[●]	10,000,000	March 6, 2025
Yogesh Dua	[●]	10,000,000	March 6, 2025

[(3)] In the event of under-subscription in the Employee Reservation Portion (if any), 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). The unsubscribed portion, if any, in the Employee Reservation Portion after allocation of up to ₹ 0.50 million (net of Employee Discount, if any), shall be added to the Net Offer. Our Company, in consultation with the BRLMs, may offer a discount of up to [●]% on the Offer Price (equivalent of ₹ [●] per Equity Share) to Eligible Employees bidding in the Employee Reservation Portion which shall be announced two Working Days prior to the Bid/Offer Opening Date. For further details, please see section titled "Offer Procedure" and "Offer Structure" on pages 442 and 436, respectively

^ Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement for an amount of up to ₹ 1,200.00 million as may be permitted under the applicable law, 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% of the size of the Fresh Issue. 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 the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and Prospectus.

The Offer and Net Offer shall constitute [●]% and [●]% of the post-Offer Equity Share capital of our Company. For further details, please see sections titled "*The Offer*" and "*Offer Structure*" on pages 77 and 436 respectively.

Objects of the Offer

The objects of the Offer are as follows:

Sr. No.	Particulars	Estimated amount (₹ million)
1.	Part financing the cost of establishing the manufacturing facility in Ratlam, Madhya Pradesh, India	1,800.00
2.	Repayment and/ or prepayment of all or a portion of certain outstanding borrowings availed by our Company	2,750.00
3.	General Corporate Purposes[(1)]	[●]
	Net Proceeds[*^]	[●]

(1) The amount to be utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds
** To be finalised upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC.*
^ This includes the proceeds, if any, received pursuant to the Pre-IPO Placement. Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement for an amount of up to ₹ 1,200.00 million as may be permitted under the applicable law, 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% of the size of the Fresh Issue. 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 the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and Prospectus

For further details, please see section titled "*Objects of the Offer*" on page 113.

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

The aggregate pre-Offer shareholding of our Promoters, members of our Promoter Group and Promoter Selling Shareholders, as on the date of this Draft Red Herring Prospectus is as follows:

S. No.	Name of Shareholder	Number of Equity Shares of face value ₹ 1 each held as on the date of this Draft Red Herring Prospectus	% of pre-Offer shareholding	% of post-Offer paid-up Equity share capital#
Promoters				
1.	Pawan Kumar Garg*	108,351,570	38.68	[●]
2.	Yogesh Dua*	108,351,575	38.68	[●]
3.	Sunil Kumar	13,750,000	4.91	[●]
Total holding of the Promoters (A)		**230,453,145**	**82.27**	[●]
Promoter Group				
1.	Rita Garg	2,037,125	0.73	[●]
2.	Satnarayan Garg	2,125,000	0.76	[●]
3.	Shiv Kumar Garg	13,750,000	4.91	[●]
4.	Harsh Bala Dua	1,250,000	0.45	[●]
5.	Sandeep Dua	13,750,000	4.91	[●]
6.	Madhvi Bhatia	13,750,000	4.91	[●]
7.	Anju Bala	1,250,000	0.45	[●]
8.	Anisha	1,250,000	0.45	[●]
Total holding of the Promoter Group (B)		**49,162,125**	**17.57**	[●]
Total (A+B)		**279,615,270**	**99.84**	

 # To be updated in the Prospectus
**Also a Promoter Selling Shareholder*

Summary of the Restated Financial Information

A summary of the select financial information of our Company, as per the Restated Financial Information as follows:

(in ₹ million, except otherwise stated)

Particulars	Six months period ended September 30, 2024	As of and for Fiscal		
		2024	2023	2022
Equity share capital	245.37	245.37	136.48	136.48
Net Worth(1)	3,149.74	2,395.41	1,930.83	1,810.62
Total Equity (2)	3,149.74	2,395.41	1,930.83	1,810.62
Revenue from operations	7,217.35	9,246.88	6,640.83	5,068.38
Restated profit for the year	750.90	453.03	243.66	285.43
Earnings per Equity Share (basic and diluted)*				
Basic (in ₹/share) # (3)	2.68	1.62	0.87	1.02
Diluted (in ₹/share) # (4)	2.67	1.61	0.87	1.02
Net asset value per Equity Share (basic) (in ₹/share)(5)*	11.26	8.56	6.90	6.47
Total borrowings (6)	1,505.61	2,001.87	2,111.44	1,414.24

Notes:
**(a) Our Company has issued 38,390 equity shares at the face value of ₹ 10 to 92 of its employees under ESOP Scheme on November 27, 2024. (b) Pursuant to resolutions passed by our Board and the Shareholders of our Company in their meetings dated November 27, 2024, and November 28, 2024, respectively, the authorized share capital of our Company was sub-divided from 125,000,000 equity shares of face value of ₹ 10 each to 1,250,000,000 Equity Shares of face value of ₹ 1 each. (c) Pursuant to resolution passed by the Board dated November 27, 2024 and a resolution passed by shareholders' dated November 28, 2024, the Company issued 34,348,715 bonus Equity Shares of face value of ₹ 1 each in the ratio of 1:4.*
 # Not annualised

1. *Net Worth means aggregate value of equity share capital and other equity (excluding the share of Non- Controlling Interest) 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 but does not include reserves created out of revaluation of assets and write-back of depreciation as at September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022.*
2. *Total Equity 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, capital reserve, write-back of depreciation and amalgamation. Therefore, the total*

equity for the Company includes paid-up share capital, retained earnings, securities premium, other comprehensive income, capital redemption reserve and general reserve and excludes non-controlling interest, capital reserve on business combinations under common control, as at September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022.

3. *Basic Earnings per Equity Share (₹) = Restated profit for the year attributable to equity shareholders of the Company divided by weighted average number of equity shares outstanding at end of year/period adjusted for the issue of bonus issue of face value of ₹ 1 each for all year, in accordance with the principles of Ind As 33.*
4. *Diluted Earnings per Equity Share (₹) = Restated profit for the year attributable to equity shareholders of the Company divided by weighted average number of equity shares outstanding at end of year/period adjusted for the issue of bonus issue of face value of ₹ 1 each for all year, in accordance with the principles of Ind As 33 and for the effects of all dilutive potential equity shares*
5. *Net asset value per share= Net worth as restated as at end of the year/ period / number of equity shares outstanding at the end of the year/ period (post split and bonus)*
6. *Total borrowings include current and non current borrowings.*

For further details, please see section titled "*Restated Financial Information*" on page 307.

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

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, Promoters, Directors and Group Companies as on the date of this Draft Red Herring Prospectus as disclosed in the section titled "*Outstanding Litigation and Other Material Developments*" on page 404 in terms of the SEBI ICDR Regulations is provided below:

Name of Entity	Criminal Proceeding	Tax Proceeding	Statutory or Regulatory Proceeding	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Material Civil Litigation*	Aggregate amount involved (₹ million, to the extent quantifiable)^
Company						
By our Company	17	Nil	Nil	Nil	Nil	9.88
Against our Company	Nil	1#	Nil	Nil	Nil	12.65#
Directors**						
By our Directors	Nil	Nil	Nil	Nil	Nil	Nil
Against our Directors	Nil	Nil	Nil	Nil	Nil	Nil
Promoters						
By our Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Against our Promoters	Nil	Nil	Nil	Nil	Nil	Nil

**Determined in accordance with the Materiality Policy*
^To the extent quantifiable
***Includes Directors who are Promoters*
 # The pending direct tax litigation pertains to the partnership firm M/s Fujiyama Power Systems, from which our Company has acquired its business, including all associated liabilities arising from or attributable to the period ending on or before March 31, 2018. The Company acknowledges its obligation to address any contingent liabilities related to said period, subject to the terms and conditions stipulated in the acquisition agreement. No further claims or disputes concerning direct tax liabilities for the specified period have been notified.

As on the date of this Draft Red Herring Prospectus, there are no litigation involving our Group Companies an adverse outcome of which would materially and adversely affect the business, prospects, operations, performance, financial position, cash flows or reputation of the Company.

For further details of the outstanding litigation proceedings involving our Company, Directors, Promoters and our Group Companies, please see section titled "*Outstanding Litigation and Other Material Developments*" on page 404.

Risk factors

For details of the risks applicable to us, see "*Risk Factors*" on page 30. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer.

Summary of contingent liabilities of our Company

As of September 30, 2024, our contingent liabilities as per Ind AS 37 and the Restated Financial Information were as follows:

(₹ in million)

Contingent liabilities	
Income tax demand for AY 2018-19 pending before CIT(Appeals)	12.65
Bank guarantee	89.48
Letter of credit	18.11

For further details, please see note 34 to the Restated Financial Information, in the section titled "*Restated Financial Information*" beginning on page 307.

Summary of related party transactions

A summary of related party transactions as per the requirements under Ind AS 24 read with the SEBI ICDR Regulations entered into by our Company with related parties, on an arm's length basis, during the six months period ended September 30, 2024 and three Fiscals, are as follows:

(₹ in million)

	Nature of Transaction	Six months period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
(a)	**Sale of goods/ services**				
	Ajay Traders	3.95	3.36	1.92	3.78
	UPS Inverter.com	Nil	38.83	0.62	89.27
	Kura Systems Private Limited	1.69	0.09	0.06	0.35
(b)	**Purchase of goods/ services**				
	Ajay Traders	17.87	22.36	18.63	Nil
	UPS Inverter.com	2.62	88.73	33.89	90.93
	Kura Systems Private Limited	0.09	2.20	0.09	0.99
(c)	**Rent Payment**				
	UPS Inverter.com	0.45	0.91	0.91	0.91
	Shiv Kumar Garg	0.05	0.09	0.09	0.09
	Yogesh Dua	0.05	0.09	0.09	0.09
(d)	**Remuneration to directors**				
	Yogesh Dua	2.40	4.82	2.40	1.99
	Pawan Kumar Garg	2.40	4.82	2.40	1.99
(e)	**Remuneration to relatives of KMP's relatives**				
	Sandeep Dua	0.77	1.51	1.50	0.75
	Shiv Kumar Garg	0.77	1.51	1.50	0.75
(f)	**Purchase of Intangible Assets**				
	Sowiz Solutions Pvt Ltd	7.45	8.86	Nil	Nil
(g)	**Purchase of property, plant and equipment's**				

Nature of Transaction	Six months period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
UPS Inverter.com	Nil	39.99	8.70	Nil

For details of the related party transactions and as reported in the Restated Financial Information, please see section titled "*Restated Financial Information – Note 36 – Related party disclosures*" beginning on page 345.

Financing arrangements

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

Details of price at which specified securities were acquired in the last three years preceding the date of this Draft Red Herring Prospectus by (i) our Promoters (including the Promoter Selling Shareholders): (ii) members of our Promoter Group; and (iii) Shareholders entitled with right to nominate directors or any other rights

None of our Shareholders are entitled with right to nominate directors or any other rights. Details of price at which Equity Shares were acquired in the last three years preceding the date of this Draft Red Herring Prospectus by our Promoters (including Promoter Selling Shareholders) and members of the Promoter Group is as follows:

Name	Date of acquisition	Number of Equity Shares acquired	Acquisition price per Equity Share (in ₹)*
	Promoters		
Pawan Kumar Garg*	June 30, 2023	6,761,310^	100
	February 19, 2024	5,574,250^	100
	March 27, 2024	42,107,020^	100
Yogesh Dua*	June 30, 2023	6,761,310^	100
	February 19, 2024	5,574,250^	100
	March 27, 2024	42,107,010^	100
	December 20, 2024	21,670,315	N.A.##
Sunil Kumar	March 21, 2024	22,000,000^	N.A.#
	December 20, 2024	2,750,000	N.A.##
	Promoter Group		
Rita Garg	March 21, 2024	1,629,700^	N.A.#
	December 20, 2024	407,425	N.A.##
Satnarayan Garg	March 21, 2024	1,700,000^	N.A.#
	December 20, 2024	425,000	N.A.##
Shiv Kumar Garg	March 21, 2024	11,000,000^	N.A.#
	December 20, 2024	2,750,000	N.A.##
Harsh Bala Dua	March 21, 2024	1,000,000^	N.A.#
	December 20, 2024	250,000	N.A.##
Anju Bala	March 21, 2024	1,000,000^	N.A.#
	December 20, 2024	250,000	N.A.##
Anisha	March 21, 2024	1,000,000^	N.A.#
	December 20, 2024	250,000	N.A.##
Madhvi Bhatia	March 27, 2024	11,000,000^	N.A.#
	December 20, 2024	2,750,000	N.A.##
Sandeep Dua	March 27, 2024	11,000,000^	N.A.#
	December 20, 2024	2,750,000	N.A.##

**Also the Promoter Selling Shareholder*

^ As adjusted for the split, pursuant to a resolution passed by the Board dated November 27, 2024 and a special resolution passed by the Shareholders' dated November 28, 2024 the erstwhile equity shares of face value ₹ 10 each of our Company were sub-divided into Equity

Shares of face value of ₹ 1 each. Consequently, the issued and subscribed Equity Share capital of our Company, comprising 24,574,643 Equity Shares of face value ₹ 10 each, was sub-divided into 245,746,430 Equity Shares of face value ₹ 1 each.
 # N.A. since the Equity Shares were acquired by way of gifts.
N.A. since the Equity Shares were acquired by way of a bonus allotment dated December 20, 2024 by our Company.

Weighted average price at which the Equity Shares of face value ₹ 1 each were acquired by our Promoters (including the Promoter 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 of face value ₹ 1 each were acquired by our Promoters and the Promoter Selling Shareholders in the one year preceding the date of this Draft Red Herring Prospectus is as follows:

Name	Number of Equity Shares of face value ₹ 1 each acquired in the last 1 year	Weighted Average Price at which the Equity Shares of face value ₹ 1 each acquired in the last 1 year (in ₹)^
Promoters		
Pawan Kumar Garg*	42,107,020	10.00
Yogesh Dua*	63,777,325	6.60
Sunil Kumar	24,750,000	NIL

Note: The Company has split the Equity Shares from face value of ₹ 10 each to ₹ 1 each, as approved by our Board and Shareholders pursuant to the resolution dated November 27, 2024 and November 28, 2024, respectively.
**Also the Promoter Selling Shareholder*
^As per certificate dated March 6, 2025 issued by Raj Gupta & Co., Chartered Accountants.

Average cost of acquisition of Equity Shares of face value ₹ 1 each by the Promoters (including the Promoter Selling Shareholders)

The average cost of acquisition per Equity Share of our Promoters (including the Promoter Selling Shareholders) as at the date of this Draft Red Herring Prospectus is:

Name	Number of Equity Shares of face value ₹ 1 each held	Average cost of acquisition per Equity Share (in ₹)* ^
Pawan Kumar Garg*	108,351,570	5.65
Yogesh Dua*	108,351,575	5.65
Sunil Kumar	13,750,000	Nil

Note: The Company has split the Equity Shares from face value of ₹ 10 each to ₹ 1 each, as approved by our Board and Shareholders pursuant to the resolution dated November 27,2024 and November 28, 2024, respectively.
**Also the Promoter Selling Shareholder*
^As per certificate dated March 6, 2025 issued by Raj Gupta & Co., Chartered Accountants.

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

Period	Weighted average cost of acquisition (in ₹)*	Cap Price is 'X' times the weighted average cost of acquisition#	Range of acquisition price: lowest price – highest price (in ₹)*
Last one year preceding the date of this Draft Red Herring Prospectus	3.20	[●]	0-100
Last 18 months preceding the date of this Draft Red Herring Prospectus	3.60	[●]	0-100
Last three years preceding the date of this Draft Red Herring Prospectus	4.09	[●]	0-100

**As per certificate dated March 6, 2025 issued by Raj Gupta & Co., Chartered Accountants.*
#To be included upon finalization of the Price Band.

Details of Pre-IPO Placement

Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement for an amount of up to ₹ 1,200.00 million as may be permitted under applicable law, 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% of the size of the Fresh Issue. 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 the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and Prospectus

Issue of Equity Shares of face value ₹ 1 each for consideration other than cash or bonus in the last one year

Except as disclosed in "*Capital Structure – Shares issued for consideration other than cash or bonus or out of revaluation reserves*" on page 99, our Company has not issued any Equity Share for consideration other than cash or bonus in the last one year from the date of this Draft Red Herring Prospectus.

Split / consolidation of Equity Shares of face value ₹ 1 each in the last one year

Except as disclosed below, our Company has not undertaken a split or consolidation of the Equity Shares in the one year preceding the date of this Red Herring Prospectus.

Pursuant to resolutions passed by our Board and the Shareholders in their meetings dated November 27, 2024, and November 28, 2024, respectively, the authorized share capital of our Company was sub-divided from 125,000,000 equity shares of face value of ₹ 10 each to 1,250,000,000 Equity Shares of face value of ₹ 1 each.

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

Our Company has not sought for any exemption from SEBI under Regulation 300(2) from complying with any provisions of securities law from SEBI, in respect of the Offer as on the date of this Draft Red Herring Prospectus.

SECTION III: RISK FACTORS

An investment in Equity Shares involves a high degree of risk. Potential 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. The risks described below are not the only ones relevant to us or our Equity Shares, the industry in which we operate or to India and other jurisdictions we operate in. Additional risks and uncertainties, not currently known to us or that we currently do not deem material may also adversely affect our business, results of operations, cash flows and financial condition. If any of the following risks, or other risks that are not currently known or are not currently deemed material, actually occur, our business, results of operations, cash flows and financial condition could be adversely affected, the price of our Equity Shares could decline, and investors may lose all or part of their investment. In order to obtain a complete understanding of our Company and our business, prospective investors should read this section in conjunction with "Our Business", "Industry Overview", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Restated Financial Information" on pages 221, 153, 371 and 307, respectively, as well as the other financial and statistical information contained in this Draft Red Herring Prospectus. In making an investment decision, prospective investors must rely on their own examination of us and our business and the terms of the Offer including the merits and risks involved.

Prospective investors should consult their tax, financial and legal advisors about the particular consequences of investing in the Offer. Unless specified or quantified in the relevant risk factors below, we are unable to quantify the financial or other impact of any of the risks described in this section. Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment, which may differ in certain respects from that of other countries.

This Draft Red Herring Prospectus also contains certain forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus. For further information, see "Forward-Looking Statements" on page 20.

Unless otherwise indicated or unless 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 307. Unless the context otherwise requires, in this section, references to "we", "us", "our", "the Company" or "our Company" refers to Fujiyama Power Systems Limited on a standalone basis.

*Unless otherwise indicated, industry and market data used in this section has been derived from industry publications, in particular, the report titled "Industry Research Report on Power Sector" dated December 26, 2024 (the "**CARE Report**") prepared and issued by CARE appointed on October 9, 2024, and exclusively commissioned and paid for by us in connection with the Offer. A copy of the CARE Report is available on the website of our Company at https://www.utlsolarfujiyama.com/investor-relations/. The data included herein includes excerpts from the CARE 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 and material for the proposed Issue), that has been left out or changed in any manner. Unless otherwise indicated, financial, operational, industry and other related information derived from the CARE Report and included herein with respect to any particular year refers to such information for the relevant calendar year. Also see, "Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation – Industry and Market Data" on page 17.*

Internal Risk Factors

1. ***Our manufacturing facilities are subject to operating risks. Any shutdown of our existing manufacturing facilities or future manufacturing facilities or any other operational problems caused by unforeseen events may reduce sales and adversely affect our business, and results of operations and financial condition. Further, all our current manufacturing facilities are located in North India, which exposes our operations to potential risks arising from local and regional factors which may restrict our operations and adversely affect our business, results of operations and cash flows.***

   We currently operate three manufacturing facilities in India: the Parwanoo Facility, the Greater Noida Facility and the Bawal Facility. The following table sets forth details of our operational manufacturing facilities and products manufactured at each of these facilities as of the date of this Draft Red Herring Prospectus:

Manufacturing facility	Products manufactured
Parwanoo Facility	• Uninterrupted power supply ("**UPS**") systems and solar power conditioning unit ("**PCU**")
Greater Noida Facility	• Solar panels • Solar inverters • E-rickshaw chargers • Lithium-ion batteries
Bawal Facility	• Tubular batteries • Solar panels

For details of our Company's historical capacity utilization of their manufacturing facilities, calculated on the basis of effective installed capacity for the relevant period and actual production in such periods, please see "*Our Business – Capacity and Capacity Utilization*" on page 248.

We are in the process of developing a new facility for manufacturing solar panels in Dadri, Uttar Pradesh and installation of another solar inverter and lithium-ion battery line at our Greater Noida Facility. We also plan to use the Offer proceeds for establishing an integrated project in Ratlam, Madhya Pradesh.

Our manufacturing facilities are subject to operating risks and we may encounter manufacturing problems or experience difficulties or delays in production as a result of occurrence of the following events or any other events beyond our control:

- forced or voluntary closure of manufacturing units, including as a result of regulatory actions;
- problems with supply chain continuity, including as a result of natural or man-made disasters at any of our manufacturing units;
- manufacturing shutdowns, breakdown or failure of equipment, industrial accident, equipment performance below expected levels of efficiency, obsolescence of our equipment and manufacturing units, industrial accidents and the need to comply with the directives of relevant government authorities;
- labour disputes, strikes, lock-outs that may result in temporary shutdowns or manufacturing disruptions;
- any shortage or disruption in the availability of power or water;
- failure of a supplier to provide us with the critical raw materials or components for an extended period of time, which could impact continuous supply;
- shortage of qualified and skilled personnel;
- changes in applicable local laws and regulations impacting our manufacturing units; and
- local political tensions.

While we have periodic scheduled shutdowns for maintenance, there have been no such instances of any shutdown or disruptions or interruptions at any of our manufacturing facilities in the last three Fiscals and the six months period ended September 30, 2024 as a result of any of the factors mentioned above. However, we cannot assure you that such shutdown or disruptions or interruptions may not happen going forward and our business and financial results may not be adversely affected.

Such shutdown, disruptions or interruptions in our operations may result in reduced production and reduced sales or higher costs to arrange for alternative arrangements to meet our customer obligations, and may also lead to loss of business and/or loss of customers which could adversely affect our business, cash flows, and results of operations.

Further, due to the geographic concentration of our manufacturing operations in North India, our operations are susceptible to disruptions caused by local and regional factors, including agitations, accidents, system failures, economic and weather conditions, natural disasters, demographic factors, and other unforeseen events and circumstances. Our manufacturing facilities may be affected, and there may be significant delays in shipments of our products, which could materially and adversely affect our business, financial condition and results of operations and cash flows.

2. ***We generate majority of our revenue from our products falling under the categories of solar power generation systems, power backup solutions and chargers, which include solar panels, batteries, inverters, uninterruptible power supply systems ("UPS"), amongst others. For the six months period ended September 30, 2024 and Fiscal 2024, solar panels contributed 36.51% and 35.90%, batteries contributed 24.61% and 23.43 %, inverters, chargers and UPS contributed 31.07% and 28.26%, and others, including services and other operating revenue, contributed 7.81% and 12.41%, respectively, to our revenue from operations. In the event we experience a slowdown of demand for our major product categories, our business, results of operations and financial condition may be adversely affected.***

We generate a majority of revenue from operations from our products falling under categories of solar power generation systems, power backup solutions and chargers, which include solar panels, batteries, inverters, UPS, amongst others.

The table below provides revenue from operations generated from solar panels, batteries, inverters, chargers and UPS, and other products, including as a percentage of our revenue from operations for the six months period ended September 30, 2024 and for Fiscals 2024, 2023 and 2022:

Particulars	**Six months period ended September 30, 2024**		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	Amount (₹ million)	**Percentage of Revenue from Operations (%)**	**Amount (₹ million)**	**Percentage of Revenue from Operations (%)**	**Amount (₹ million)**	**Percentage of Revenue from Operations (%)**	**Amount (₹ million)**	**Percentage of Revenue from Operations (%)**
Solar panels	2,634.91	36.51	3,319.66	35.90	1,928.01	29.03	1,413.15	27.88
Batteries	1,776.41	24.61	2,166.42	23.43	1,677.75	25.26	1,663.12	32.82
Inverter, charger and UPS	2,242.51	31.07	2,613.01	28.26	2,024.91	30.50	1,657.43	32.70
Others[(1)]	563.52	7.81	1,147.79	12.41	1,010.16	15.21	334.68	6.60
Revenue from operations	**7,217.35**	**100**	**9,246.88**	**100**	**6,640.83**	**100**	**5,068.38**	**100**

(1) Others include services and other operating income.

The demand for our products depends on various factors, many of which are beyond our control. The factors impacting the demand of our products in the solar power generation systems category include solar panel prices and installation costs, availability of space and access to sunlight for installation of roof-top solar panels, power grid and off-grid solutions, infrastructure and connectivity, changes in technology and requirements of our customers, cost of conventional energy and other competitive energy products, consumer preferences, seasonality and weather conditions, government policies, incentives and regulations concerning the solar power industry, and market competition. Similarly, the factors impacting the demand of our products in the power backup solutions category include power supply reliability (including improvement of power supply leading to lesser power outages), changes in industrial and residential demand, energy costs (including high or low electricity tariffs), changes in technology, consumer preferences, seasonality and weather conditions, government policies, incentives and regulations, and market competition.

While the demand for our products in solar power generation systems and power backup solutions categories has grown in the last three Fiscals and during the six months period ended September 30, 2024, we cannot assure you that going forward, we would continue to experience such growth. Accordingly, any of the above factors which are not in our control may reduce the demand for our products and solutions, which may have an adverse effect on our business, results of operations and financial condition.

3. ***We import a part of our raw material supply from international suppliers, including from China. For for the six months period ended September 30, 2024 and for Fiscals 2024, 2023 and 2022, the cost of materials imported from China as a percentage of total cost of materials imported were 90.88%, 82.11%, 55.51% and 64.16, respectively. Further, we import equipment and machinery from foreign countries and the same is subject to certain risks. Restrictions on or import duties relating to materials and equipment imported for our manufacturing operations as well as restrictions on or import duties levied on our products in our export markets may adversely affect our business prospects, financial performance and cash flows.***

We source raw materials from a number of international suppliers as well as from suppliers in India. A significant part of our materials used in the production of our solar panels and inverters, particularly solar cells and lithium-ion cells are imported from China. Any restrictions, either from the GoI or any state or provincial government or governmental authority, or from restrictions which may be imposed by any other applicable authorised bilateral or multilateral organisations, on such imports from China and other jurisdictions in which our principal suppliers are located, may adversely affect our business, results of operations and prospects.

The table below sets forth our cost of imported materials, as a percentage of our total purchases for the years/ periods indicated:

Particulars	**Six months ended September 30, 2024**		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	Amount (₹ million)	**Percentage of Total Purchases (%)**	**Amount (₹ million)**	**Percentage of Total Purchases (%)**	**Amount (₹ million)**	**Percentage of Total Purchases (%)**	**Amount (₹ million)**	**Percentage of Total Purchases (%)**
Cost of Imported Materials	1,793.95	29.12	1,786.42	25.08	849.94	16.71	605.74	12.64

The table below sets forth our cost of imported materials from China as a percentage of our total cost of materials imported for the year/period indicated:

Particulars	**For the six months ended September 30, 2024**		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	Amount (₹ million)	**Percentage of Total Cost of Materials Imported (%)**	**Amount (₹ million)**	**Percentage of Total Cost of Materials Imported (%)**	**Amount (₹ million)**	**Percentage of Total Cost of Materials Imported (%)**	**Amount (₹ million)**	**Percentage of Total Cost of Materials Imported (%)**
Cost of Imported Materials from China	1,630.38	90.88	1,466.77	82.11	471.84	55.51	388.66	64.16

We continue to remain susceptible to the risks arising out of price fluctuations for import of our raw materials as well as import duties, which could result in a decline in our operating margins. Further, high volatility may impact the operating margins.

We import machinery from foreign countries to support our operations. The table below sets forth our cost of imported machinery, as a percentage of our property, plant and equipment for the years/ periods indicated:

Particulars	Six months ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (₹ million)	Percentage of property, plant and equipment (%)	Amount (₹ million)	Percentage of property, plant and equipment (%)	Amount (₹ million)	Percentage of property, plant and equipment (%)	Amount (₹ million)	Percentage of property, plant and equipment (%)
Cost of imported machinery	23.08	1.11	163.09	7.90	654.31	40.47	99.46	26.71

Importing machinery entails several risks and challenges that could adversely affect our business, growth, results of operations, financial condition and cash flows. For example, changes in government policies or trade agreements could lead to increased tariffs or import restrictions, resulting in higher costs or difficulties in importing machinery which could lead to a delay in our operations, impact our production schedules and overall business operations. Furthermore, political, economic, or logistical disruptions in the country of origin could also lead to delays in delivery, interruptions in the supply chain, or challenges in obtaining technical support which could impact our production schedules or result in a loss of business opportunities. Any of these risks could disrupt our operations, and ultimately, adversely affect our business, growth, results of operations, financial condition and cash flows.

4. ***We are dependent on third party suppliers of materials and components for manufacturing our products. Any disruptions in the supply or availability of materials and components of the appropriate quality standards and fluctuation in their prices may have an adverse impact on our business operations, cash flows and financial performance.***

Our ability to remain competitive, maintain costs and profitability depend, in part, on our ability to source and maintain a stable and sufficient supply of materials and components at acceptable prices. Our major requirements of materials include, *inter-alia*, solar cells, back-sheets, encapsulants, glass, copper, aluminium frame, junction box, ribbon, busbar, insulated-gate bipolar transistors, metal-oxide-semiconductor field-effect transistors, capacitors, microcontrollers, lead and lithium-ion cells. We depend on external suppliers for our materials and components and we have not entered into any formal long term contracts with majority of our suppliers. We purchase materials and components on a purchase order basis and place such orders in advance on the basis of our anticipated requirements. While there have been no instances of termination of our relationship with our suppliers which had impacted our supply in the last three Fiscals and the six months period ended September 30, 2024, there can be no assurance that a particular supplier will continue to supply us with materials in the future. Further, we cannot assure that we will be able to enter into new or renew our existing arrangements with suppliers on terms acceptable to us, which could have an adverse effect on our ability to source materials in a commercially viable and timely manner, if at all, which may impact our business and profitability.

As a result, the success of our business is significantly dependent on maintaining good relationships with our material and component suppliers. Absence of long-term supply contracts subject us to risks such as price volatility caused by various factors such as market fluctuations, currency fluctuations, climatic and environmental conditions, production and transportation cost, changes in domestic as well as international government policies, and regulatory and trade sanctions, and we continue to remain susceptible to the risks arising out of price fluctuations.

The table below sets forth our cost of materials consumed, total purchases from our suppliers in India and outside India as a percentage of our total purchases for the years/period indicated:

Particulars	For the six months ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (₹ million)	**Percentage of Total purchase (%)**	**Amount (₹ million)**	**Percentage of Total purchase (%)**	**Amount (₹ million)**	**Percentage of Total Purchases (%)**	**Amount (₹ million)**	**Percentage of Total Purchases (%)**
Cost of Materials Consumed	5,371.78	87.19	6,975.10	97.91	4,998.21	98.26	4,257.58	88.84
Purchases from suppliers in India	4,367.26	70.88	5,337.66	74.92	4,236.71	83.29	4,186.77	87.36
Purchases from suppliers outside India	1,793.95	29.12	1,786.42	25.08	849.94	16.71	605.74	12.64
Total Purchases	**6,161.21**	**100**	**7,124.08**	**100**	**5,086.66**	**100**	**4,792.51**	**100**

Other than the adverse impact to supply chain due to COVID-19, we have not faced significant disruptions in the procurement of raw materials in the last three Fiscals and the six months period ended September 30, 2024. However, we cannot assure you that any such significant disruptions will not occur in the future. Further, the cost of raw materials also increased significantly as a result of the COVID-19 pandemic related increase in freight costs. There can be no assurance that we will be able to procure the required quantities and quality of materials commensurate with our requirements, which may have an adverse effect on our business, results of operations and financial condition.

5. We intend to utilise a portion of the Net Proceeds for funding our capital expenditure requirements. This includes part financing the cost of establishing the proposed fully integrated manufacturing facility in Ratlam, Madhya Pradesh, India which may be subject to the risk of unanticipated delays in implementation, cost overruns and other project risks and uncertainties.

We are constantly evaluating opportunities to strategically grow our operations, to continue to maintain our market position in the domestic solar panel manufacturing. We have continuously upgraded our existing facilities' installed manufacturing capacity. Our installed manufacturing capacity for tubular and lithium-ion batteries grew from 1 MWh in March 2022 to 91 MWh in March 2023, 957 MWh in March 2024 and 1,363 MWh in September 2024. Our total installed manufacturing capacity for our solar panels, solar inverters, solar PCU and UPS and chargers collectively grew from 259 MW in March 2022 to 662 MW in March 2023, 1,035 MW in March 2024 and 1,582 MW in September 2024. We plan to further increase our capacity by commissioning a facility at Dadri, Uttar Pradesh, with a target commissioning by Fiscal 2025, which is expected to increase our capacity of manufacturing solar panels by an additional 600 MW. For details, see "*Our Business – Our Strategies – Expand the manufacturing base for solar panels, inverters and batteries and strengthen back-end integration in solar panels*" on page 233. We plan to use the Offer Proceeds for establishing an integrated project in Ratlam, Madhya Pradesh which is expected to increase our Company's production capabilities by 2 GW, i.e. 2 GW each for solar panels and solar inverters and 2 GWh for Lithium-ion batteries.

In relation to the Project, we plan to use a portion of the Net Proceeds, which will increase our manufacturing capacity twofold and will help us to meet the growing demand from West and South India. For this purpose, we have been allotted an industrial land parcel by Madhya Pradesh Industrial Development Corporation Limited. However, we cannot assure you that we will be able to complete the construction of the Project within the expected estimated cost and on time which may result into cost escalations and time overruns.

Further, the Project includes undertaking civil works and acquiring plant and machinery. While we are yet to place any orders for undertaking such civil work and supply of plant and machinery in relation to the Project, we have obtained quotations from the vendors and have engaged an independent chartered engineer namely, Sunrise Engineers which has provided us with a report dated March 5, 2025 verifying the estimated cost of the Project. Most of these quotations are valid for a certain period of time and may be subject to revisions, and other commercial and technical factors, including financial and market condition, business and strategy, competition, negotiation with suppliers, variation in cost estimates on account of factors, including changes in design or configuration of the equipment and interest or exchange rate fluctuations and other external factors including changes in the price of the equipment due to variation in commodity prices which may not be within the control of our management. We cannot assure you that we would be able to acquire the plant and machinery required for the proposed Project at the prices as quoted/ estimated to us by the vendors. Any delay in delivery of products or services by the vendors required for the proposed Project could lead to time and cost overruns and may have a material adverse effect on our business, results of operations and financial condition. The completion of the proposed Project is also dependent on the performance of external agencies which are responsible for *inter alia* undertaking civil work, installation and commissioning of machinery and supply and testing of equipment. 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.

The proposed Project will also require us to obtain various approvals including environmental clearance, consent to establish and consent to operate, license to work a factory and fire no-objection certificate. For further details including the status of such approvals, please see section titled "*Objects of the Offer – Government Approvals*" on page 123. Further, 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 may vary accordingly. Our inability to procure such approvals or machinery and equipment at acceptable prices or in a timely manner, may result in an increase in capital expenditure and/ or in the extension of the proposed schedule implementation and deployment of Net Proceeds. Expanding our current operations can be risky and expensive, and we cannot assure you that we may be successful in meeting the desired cost-efficiencies and any consequent growth in our business. There can be no assurance that we will be able to complete the proposed Project or start the commercial production in accordance with the proposed schedule of implementation and any delay could have an adverse impact on our growth, prospects, cash flows and financial condition.

6. ***Our ability to grow our retail sales depends on the success of our relationship with our distributors, dealers and franchisees and an inability to maintain or further expand our retail network, could negatively affect our business, cash flows and results of operations.***

We have an extensive pan-India distribution network of more than 480 distributors, 3,600 dealers and 1,000 exclusive "Shoppe" franchisees as of September 30, 2024. Our ability to grow our retail sales depends on our relationship with our distributors, dealers and franchisees, and our ability to further grow our retail network.

The table below provides details of our retail sales for six months ended September 30, 2024 and for Fiscals 2024, 2023 and 2022:

Particulars	**Six months ended September 30, 2024**		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	Amount (₹ million)	**Percentage of revenue from operations (%)**	**Amount (₹ million)**	**Percentage of revenue from operations (%)**	**Amount (₹ million)**	**Percentage of revenue from operations (%)**	**Amount (₹ million)**	**Percentage of revenue from operations (%)**
Retail Sales	6,518.42	90.32	7,228.10	78.17	5,800.81	87.35	4,741.48	93.55

The table below sets forth our retail sales from top five distributors as a percentage of our total retail sales for the year/period indicated:

Particulars	For the six months ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (₹ million)	Percentage of Total Retail Sales (%)	Amount (₹ million)	Percentage of Total Retail Sales (%)	Amount (₹ million)	Percentage of Total Retail Sales (%)	Amount (₹ million)	Percentage of Total Retail Sales (%)
Retail Sales from Top Five Distributors	789.24	12.11	783.40	10.84	779.18	13.43	938.06	19.78

Further, our arrangements with distributors and franchisees are typically for a period of five years, respectively, and renewed periodically, during which period they exclusively deal with our products, and are not permitted, directly or indirectly, to sell any other product similar to the products and/ or services within the designated territory.

Our franchisees operate as end-to-end product and service providers for our different products, are enabled to educate customers on selecting and purchasing the right rooftop system and components from a single source, deal only with products authorised by us, and are authorised to sell our products under our brand names, to increase the visibility and reach of our products through direct customer interaction and local / regional distribution capabilities of such franchisees. For more information, please see section titled "*Our Business – "Our Business Operations – Distribution, Sales and Customers*" on page 237.

There can be no assurance that our distributors, dealers and franchisees will renew their arrangements with us on current or similar terms, or at all. We cannot assure you that there would not be any termination of any of the abovementioned arrangements or frequent cancellation of purchase orders in the future, which could have a material adverse effect on our business, financial condition, results of operations, and cash flows.

Further, while we negotiate product prices and payment terms with our distributors, dealers and franchisees, in the event they alter their requirements, it could have a material adverse effect on our retail sales. In the event our distributors, dealers or franchisees experience any delays in placing orders with us, do not effectively market our products, or if they terminate the arrangements or otherwise discontinue working with us, it could have an adverse effect on our strategy to grow our business and can affect our sales, which can have a material impact on our business, results of operations and cash flows.

7. ***We have witnessed negative cash flow from operating activities in Fiscal 2022. Any negative cash flows in the future would adversely affect our cash flow requirements, which may adversely affect our ability to operate our business and our financial condition.***

The following table sets forth certain information relating to our cash flows generated from/ (used in) operating activities for the six months period ended September 30, 2024 and for Fiscals 2024, 2023 and 2022:

Particulars	Six months period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
(₹ in millions)				
Net cash flows generated from/ (used in) operating activities	762.04	854.59	778.81	(584.64)

While we have not experienced negatives cash flows during Fiscals 2023 and 2024, in Fiscal 2022, our cash used in operations were ₹ (584.64) million primarily on account of increase in inventories of ₹ 1,054.77 million, which resulted into negative cash flows in Fiscal 2022. Negative cash flows from operating activities over extended periods, or significant negative cash flows in the short term, could materially and adversely impact our ability to operate our business and implement our growth plans. As a result, our cash flows, business, future financial performance and results of operations could be materially and adversely affected. For further information, please see section titled "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Cash Flows*" on page 371.

8. ***Implementing our growth strategy and our business operations will depend on our ability to maintain access to multiple funding sources on acceptable terms and any adverse impact on our ability to secure financing on favourable terms may result in an increase in our cost of capital which may impact our business and financial condition. Further, our proposed expansion plans are based on demand and forecasts that are subject to various assumptions and in case of oversupply in the industry or lack of demand, we may not be able to utilise our capacities in an efficient manner which may impact our business, growth and financial condition.***

Our strategic business initiatives include expansion of our manufacturing base and strengthen back-end integration in solar panels manufacturing, strengthen domestic distribution and retail network and increase export sales, and continuously develop more efficient products and use of innovative marketing tools and sales strategies, such as actionable influence.

For instance, we are in the process of developing a new facility for manufacturing solar panels in Dadri, Uttar Pradesh and installation of another inverter and lithium-ion battery line at our Greater Noida Facility.

While we have historically funded our capital requirements primarily through a mix of self-accruals and bank financing, there can be no assurance that we will be able to continue to obtain adequate bank financing for our strategic business initiatives or that we will be able to obtain attractive rates and terms associated with such financing. Further, additional bank financing could increase our interest costs and require us to comply with additional restrictive covenants in our financing agreements. Additional equity financing could dilute our earnings per Equity Share and could adversely impact our Equity Share price.

For the six months period ended September 30, 2024 and for Fiscals 2024, 2023 and 2022, our capital expenditure towards additions to property, plant and equipment and capital work-in-progress during the year/period were ₹ 97.20 million, ₹ 501.92 million, ₹ 1,382.92 million and ₹ 304.44 million, respectively, as per the table below:

(₹ million)

Particulars	**For the period ended September 30, 2024**	**Fiscal 2024**	**Fiscal 2023**	**Fiscal 2022**
Additions to property, plant and equipment	82.66	568.73	1,298.30	304.36
Additions to capital work-in-progress	4.94	(79.73)	79.73	0.00
Addition to Intangible Assets	9.60	12.92	4.89	0.08
Total	**97.20**	**501.92**	**1,382.92**	**304.44**

The following table sets forth details of our expenditure on property, plant and equipment and capital work-in-progress for the year/period indicated:

(₹ million)

Particulars	**For the period ended September 30, 2024**	**Fiscal 2024**	**Fiscal 2023**	**Fiscal 2022**
Property, plant and equipment	2,320.90	2,238.24	1,669.51	383.70
Capital Work in Progress	4.94	0.00	79.73	0.00
Intangible Assets	28.04	18.44	5.52	0.77
Total	**2,353.88**	**2,256.68**	**1,754.76**	**384.47**

Our business is capital intensive, and we require a significant amount towards capital expenditure to finance the purchase of machinery, equipment and for the operation of our manufacturing facilities, which may require us to obtain financing through various means. Obtaining such financing is dependent on numerous factors, including general economic and capital market conditions, credit availability from banks, investors' confidence, our levels of existing indebtedness and other factors which are beyond our control. Whether we can obtain such financing is dependent on such factors and there can be no assurance that we will obtain financing on terms favourable to us or at all. For further information on cash flows in relation to operating, investing and financing activities for the afore-stated years / period, please see section titled "*Management's Discussion and Analysis of Financial Conditions and Results of Operations – Cash Flows*" on page 371.

Any future expansion plans may also require significant capital expenditure. Any significant change to our growth strategy could also impact our future financial performance. In addition, rising interest rates could adversely impact our ability to secure financing on favourable terms and may result in an increase in our cost of capital.

Further, our proposed expansion plans are based on demand forecasts that are subject to various assumptions including product trends in the industry, weather conditions and seasonality in the industry, and end-customer preferences, that are based on prevailing economic conditions. Adequate utilisation of our expanded module, our plants manufacturing capacities is therefore subject to various factors beyond our control and in case of oversupply in the industry or lack of demand, we may not be able to utilise such capacities in an efficient manner. The success of any capacity expansion and backward integration plans and expected return on investment on capital invested is subject to, among other factors, the ability to procure requisite regulatory approvals in a timely manner; recruit and ensure satisfactory performance of personnel to further grow our business; and the ability to absorb additional infrastructure costs and develop new expertise, all of which affect our ability to utilize the expanded capacities as anticipated, which may impact our business, growth and financial condition.

9. We are required to comply with certain restrictive covenants under our financing agreements. Any non-compliance may lead to, amongst others, accelerated repayment schedule and suspension of further drawdowns, which may adversely affect our business, results of operations, financial condition and cash flows.

As on February 15, 2025, we had total outstanding borrowings of ₹ 3,534.13 million. Some of the financing arrangements entered into by us include conditions that require our Company to obtain respective lenders' consent prior to carrying out certain activities (including certain corporate actions) and entering into certain transactions. Failure to meet these conditions or obtain these consents could have significant consequences on our business and operations. These covenants vary depending on the requirements of the financial institution extending such loan and the conditions negotiated under each financing agreement. Some of the corporate actions that require prior consents or intimations to be made to certain lenders include, amongst others, (a) changes to the capital structure of our Company or effect any material changes in its shareholding; (b) amendments to memorandum and/or articles of association of our Company, (c) changing the constitution/composition of the Board; (d) undertaking any merger, de-merger, consolidation, reorganization, dissolution, reconstitution, scheme of arrangement or compromise with creditors or shareholders; (e) change in the general nature of business of our Company or to undertake any expansion or invest in any other entity. While we have received all relevant consents required for the purposes of this Offer, a failure to comply with such covenants in the future may restrict or delay certain actions or initiatives that we may propose to take from time to time.

Certain of our secured borrowing facilities may also permit the lenders to recall the loan on demand. Such recalls on borrowed amounts may be contingent upon happening of an event beyond our control and there can be no assurance that we will be able to persuade our lenders to give us extensions or to refrain from exercising such recalls which may adversely affect our operations and cash flows. A failure to observe the covenants under our financing arrangements or to obtain necessary consents/ waivers may lead to acceleration of amounts due under such facilities and triggering of cross default provisions. If the obligations under any of our financing documents are accelerated, we may have to dedicate a portion of our cash flow from operations to make payments under such financing documents, thereby reducing the availability of cash for our working capital requirements and other general corporate purposes. While there have been no instances of our loans being recalled, no invocation of personal guarantees of Promoters , no violation of any restrictive covenants of material impact, no event of default, no default in any loan repayment, no rescheduling of repayment of loans, no acceleration of our borrowings or triggering of cross default provisions in the last three Fiscals and the six months period ended September 30, 2024, we cannot assure you that such instances may not occur in the future.

Further, pursuant to the borrowing arrangements and documentation with certain lenders, each such lender has a right to appoint a nominee director on our Board to protect their respective interests, during the subsistence of our borrowing obligations to such lenders. Such nominee director would not be liable to retire by rotation and would also not be required to possess any qualification shares.

While, we have availed specific waivers from certain of the aforementioned lenders with respect to their right to appoint their nominee director on our Board, subject to certain terms and conditions, in case any of the aforementioned lenders appoints a nominee director on our Board, our Company may be required to appoint an additional independent director to comply with the corporate governance requirements under applicable laws.

For further details of the terms and conditions of our borrowing arrangements, please see section titled "*Financial Indebtedness*" on page 364.

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

We are exposed to foreign exchange related risks as a portion of our revenue from operations are in foreign currency, including the US Dollar and CNY. Similarly, a significant portion of our expenses, particularly cost of materials relating to import of solar cells, lithium-ion cells, semiconductor devices and other materials used in manufacturing our products, as well as imported equipment used in our manufacturing facilities are denominated in currencies other than Indian Rupees including the US Dollar. The table below sets forth details of certain parameters for the year/period indicated:

Particulars	For the six months ended September 30, 2024	Fiscal		
		2024	2023	2022
Foreign Exchange Revenue (₹ million)	164.68	387.07	329.69	140.66
As a percentage of revenue from operations (in %)	2.28	4.19	4.96	2.78

A significant or frequent fluctuation in the exchange rate between the Indian Rupee and other currencies, may adversely affect our results of operations.

Our ability to predict future foreign currency fluctuations is limited and due to the time gap between the accounting of purchases and actual payments, the foreign exchange rate at which the purchase is recorded in the books of accounts may vary with the foreign exchange rate at which the payment is made, thereby benefiting or affecting us negatively, depending on the appreciation or depreciation of the Rupee. In addition, we import a significant amount of materials from China to manufacture our products. We may, therefore, be exposed to risks arising from exchange rate fluctuations and we may not be able to pass on all losses on account of foreign currency fluctuations to our customers, and as a result, suffer losses on account of foreign currency fluctuations. Further, a high volatility may impact the operating margins and there is no guarantee that we may be able to manage our foreign currency risk effectively or mitigate exchange exposures, at all times and our inability may harm our results of operations and cause our results to fluctuate and/or decline.

11. 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 October 4, 2024 we have received a long-term credit rating of A-/ Stable and short-term credit rating of A2+ from CRISIL Ratings Limited. An inability to secure future financing on attractive terms or at all may adversely impact our strategic initiatives and our business prospects. Credit ratings reflect the opinion of the rating agency on our management, track record, diversified clientele, increase in scale and operations and margins, medium term revenue visibility and operating cycle.

While we have not experienced downgrading in our credit ratings received recently, including in the last three Fiscals and six months ended September 30, 2024, any downgrade in our credit ratings or our inability to obtain such credit rating in a timely manner or any non-availability of credit ratings, or poor ratings, could increase borrowing costs, will give the right to our lenders to review the facilities availed by us under our financing arrangements and adversely affect our access to capital and debt markets, which could in turn adversely affect our interest margins, our business, results of operations, financial condition and cash flows.

12. ***Our Company and our customers benefit from various government subsidies. In the event such subsidies do not materialize or the central or state governments do not approve the entire subsidy amount or if there are any adverse changes in the availability of subsidies, it may increase our cost of investment, and adversely impact our customers' affordability of our products, thereby impacting our overall sales.***

Given the Indian government's continued push for adoption of solar energy and several initiatives and allocations provided to this sector, we are uniquely positioned to capitalize on this growth prospect. For example, government projects are permitted to procure solar modules of certain quality and specification only from a limited number of select suppliers identified in the ALMM identified by the MNRE, for which our products have been enlisted for use in solar projects in India, including government projects, government-assisted projects, schemes and programs launched by the government, open access and net-metering projects.

The PM Suryaghar: Muft Bijli Yojna was launched in 2024, which aims to install rooftop solar panels in 10 million households and with a total financial outlay of ₹ 750,210.00 million. Our innovative hybrid solar systems which provide for grid connection as well as storage of energy in case of power outages, are eligible for this subsidy. This makes our products more affordable for the customers. We intend to market our proven hybrid and on-grid solar products to address the increased demand due to this initiative.

Further, government schemes such as Pradhan Mantri Janjati Adivasi Nyaya Maha Abhiyan (PM JANMAN) which provides for electrification of 100,000 un-electrified households in particularly vulnerable tribal groups (PVTG) areas located in 18 states and the union territory of Andaman and Nicobar Islands by provision of off-grid solar systems where electricity supply through grid is not feasible, will provide a boost to the demand of our off-grid solar products.

Furthermore, the Grid Connected Solar Rooftop Program, launched in March 2019, aims to provide free electricity to ten million households in India by providing households with a subsidy to install solar rooftop systems also requires the use of domestic content requirement solar modules. We intend to capitalize on such program and meet this demand using our sales channels across India.

For our Greater Noida Facility, we have been granted approval for capital subsidy under the Modified Special Incentives Package Scheme ("**M-SIPS**") of the Central Government. We had applied for subsidies on land and capital under the UP-Electronics Manufacturing Policy 2017 ("**Policy**"), wherein we have received approval for the 25% land rebate for our Greater Noida Facility. Further, the 15% capital subsidy on fixed capital other than the land as provided under the said Policy is approved but pending disbursement. Our application for capital subsidy under the UP-Electronics Manufacturing Policy 2020 (as amended in 2022) for our existing Greater Noida Facility has been approved, whereas, the application for capital subsidy for our upcoming facility at Dadri, Uttar Pradesh is under process.

For our Ratlam Facility, we intend to apply for a subsidy under the Renewable Energy Equipment Manufacturing Policy of Madhya Pradesh Industrial Promotion Policy, 2025 ("**MP Industrial Policy**"), which offers various incentives which offers various incentives such as capital subsidy, assistance for green industrialization, and patents filling assistance among other things.

There is no assurance that we will be able to qualify for or get required approvals for the subsidies and incentives that we intend to avail. Any unavailability of such subsidy benefits will increase our estimated costs of investments and may have an adverse impact on our financial condition.Further, our reliance on subsidies provided by the government to our customers introduces a dependency on external factors, and any adverse changes in subsidy availability or approval or the rates of the subsidies available may impact our customers' affordability of our products thereby impacting our overall sales. This may materially impact our financial condition and results of operations.

13. ***Decline in the price of our products may have an adverse impact on our business, results of operations and cash flows.***

The price of our products depends on various factors, many of which are beyond our control. The factors impacting the price of our products in the solar power generation systems category include raw material costs, including prices of solar cell, lithium ion cell and semi-conductor devices, production and manufacturing costs, including labour and automation costs, technological factors, demand and supply of our products, competition, regulatory policies and global economic factors, including exchange rates.

For instance, in Fiscal 2024, solar panels prices underwent a significant decline reaching 18 USD cent/watt, down by almost 95% in more than a decade. The sharp decline in global prices was attributable to the supply glut in China. Domestic solar panel also prices declined in line with global prices reaching 18 USD cent/watt, down by 42% in Fiscal 24 from the previous year. *(Source: CARE Report)* As a result of this, the price of our solar panels also declined, which impacted our profit margins.

Since our business is significantly influenced by the prevailing market conditions, particularly in the pricing of the solar panels, any further decline in the price of solar panels beyond our expectations may exert pressure on our profit margins and impact the realization of revenue from our customers which may adversely impact our business, results of operations, and cash flows.

14. There are outstanding legal proceedings involving our Company.

There are outstanding legal proceedings involving our Company which are pending at different levels of adjudication before various courts, tribunals and other authorities. Such proceedings could divert our management's time and attention and consume financial resources in their defence or prosecution. The amounts claimed in these proceedings have been disclosed to the extent ascertainable and quantifiable and include amounts claimed jointly and severally. Any unfavourable decision in connection with such proceedings, individually or in the aggregate, could materially adversely affect our reputation, business, financial condition and results of operations.

A summary of such outstanding material legal proceedings involving our Company as on the date of this Draft Red Herring Prospectus is set out below:

Name of Entity	Criminal Proceeding	Tax Proceeding	Statutory or Regulatory Proceeding	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Material Civil Litigation*	Aggregate amount involved (₹ million, to the extent quantifiable)^
Company						
By our Company	17	Nil	Nil	Nil	Nil	9.88
Against our Company	Nil	1#	Nil	Nil	Nil	12.65#
Directors**						
By our Directors	Nil	Nil	Nil	Nil	Nil	Nil
Against our Directors	Nil	Nil	Nil	Nil	Nil	Nil
Promoters						
By our Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Against our Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Total	**17**	**1**	**-**	**-**	**--**	**22.53**

**Determined in accordance with the Materiality Policy.*
^To the extent quantifiable.
***Includes Directors who are Promoters.*
 # The pending direct tax litigation pertains to the partnership firm M/s Fujiyama Power Systems, from which our Company has acquired its business, including all associated liabilities arising from or attributable to the period ending on or before March 31, 2018. The Company acknowledges its obligation to address any contingent liabilities related to said period, subject to the terms and conditions stipulated in the acquisition agreement. No further claims or disputes concerning direct tax liabilities for the specified period have been notified.

As on the date of this Draft Red Herring Prospectus, there are no litigation involving our Group Companies an adverse outcome of which would materially and adversely affect the business, prospects, operations, performance, financial position, cash flows or reputation of the Company.

For further information, see "*Outstanding Litigation and Other Material Developments*" on page 404.

15. ***We are exposed to credit risk from our customers and the recoverability of our trade receivables is subject to uncertainties.***

We typically allow certain credit period to some of our customers and are therefore exposed to credit risk from such customers. The table below sets forth certain details of our trade receivables, and trade receivable turnover days for the year/period indicated:

Particulars	**As of and for the six months ended September 30, 2024***	**As of and for the financial year ended March 31,**		
		2024	**2023**	**2022**
Trade Receivables (₹ million)	573.31	646.80	285.36	394.74
Trade Receivable Turnover Days (number of days)#	15.43	18.40	18.69	30.42

#Trade receivable turnover days =(365/(revenue/Average trade receivables)).
* *On an annualized basis.*

A customer's ability to make payments on timely basis depends on various factors such as the general economic and market conditions and the customer's cash flow position, which are out of our control. Delays in receiving payments from our customers may adversely affect our cash flow position and our ability to meet our working capital requirements. While there have been no major defaults in payment by our customers in the last three Fiscals and the six months ended September 30, 2024, except for a delay in payment by one customer amounting to ₹ 66.50 million as of September 30, 2024, there is no assurance that our customers will pay us on a timely basis or at all, which may adversely affect the recoverability of our trade receivables, or that we will be able to efficiently manage the level of bad debt arising from delayed payments.

Bringing action against our customers to enforce their contractual obligations is often expensive and time consuming and there can be no assurance that if we initiate any legal proceedings against any such entities, we will receive a judgment in our favour or on a timely basis. A failure by any of our customers to meet its contractual commitments, or an insolvency or liquidation of any of our customers, could have an adverse effect on our financial condition, results of operations and cash flows.

16. ***Our Statutory Auditors have included certain observations in their auditor's reports on our audited financial statements for Fiscal 2024 and Fiscal 2022, and the annexure to the auditor's reports as required under Section 143 of Companies Act and the Companies (Auditor's Report) Order, 2020, in respect of our Company.***

Our Statutory Auditors have included certain observations in their auditor's report on our audited financial statements for Fiscal 2024 and Fiscal 2022, and the annexure to the auditor's reports as required under section 143 of the Companies Act and the Companies (Auditor's Report) Order, 2020 ("**CARO 2020 Order**"), in respect of (i) loans and advances granted by our Company to related parties without specifying any terms, period of repayment or interest rate: (ii) issues with audit trail features; and (iii) delays in deposit of certain statutory dues. The details of the same is set forth below:

Period	**Nature of Adverse Observation**	**Details of Adverse Observation**	**Company's Response to Adverse Observation**	**Impact on the Financial Statements and Financial Position of the Company**
Fiscal 2024	Report on other legal and regulatory requirements under section 143 of the	Auditors are unable to comment on any instance of audit trail	Software has the featured of audit trail now. We have enhanced the software	NIL

Period	Nature of Adverse Observation	Details of Adverse Observation	Company's Response to Adverse Observation	Impact on the Financial Statements and Financial Position of the Company
	Companies Act, 2013	feature being tampered with	feature after discussion with the software provider.	
Fiscal 2024	CARO, 2020 Clause (vii) (a)	The undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, duty of customs, income tax and other material statutory dues, as applicable, have generally been regularly deposited to the appropriate authorities, though there has been a slight delay in a few cases except for delays in the payment of advance income taxes. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable. We are informed that the operations of the Company during the year, did not give rise to any liability for sales-tax, service tax, value added tax and duty of excise.	**Slight delay in a few cases:** **Reply:** Due to technical error **Delay in deposit in the payment of advance income tax:** **Reply:** Due to our Company's strategic planning	NIL
Fiscal 2024	CARO, 2020 Clause (vii (b)	According to the information and explanations given to us, there are no statutory dues referred to in sub-clause (a) that have not been deposited with the appropriate authorities on account of any dispute except for the following cases: **Name of statute:** Income Tax Act, 1961 **Nature of dues:** Income Tax **Amount:** ₹ 126.49 lakhs **Amount paid under protest:** ₹ 58.60 lakhs **Period:** AY 2018-19 **Forum:** CIT (Appeals) **Remarks:** -	This is not a qualification/adverse remarks. It is just an informative paragraph which has already been mentioned in the note no 34 of Restated Financial Information as contingent liability.	NIL
Fiscal 2022	CARO, 2020 Clause (iii)	The Company has granted loans or advances to related	Advance has been provided to the group company for the	NIL

Period	Nature of Adverse Observation	Details of Adverse Observation	Company's Response to Adverse Observation	Impact on the Financial Statements and Financial Position of the Company
		parties without specifying any terms, period of repayment or interest rate.	general purpose on short-term basis.	

For further details, please see the section titled "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Auditor's Observations"* on page 399.

While these observations do not require any adjustments to the Restated Financial Information and no additional liabilities have been incurred by our Company on account of these observations, there can be no assurance that any similar remarks or observations will not form part of our financial statements for future fiscal periods.

17. If we are unable to develop, maintain and enhance our brands, the sales of our products will suffer, which would have a material adverse effect on our results of operations

The success of our business depends on our ability to develop, maintain and strengthen our "UTL Solar" and "Fujiyama Solar" brands. Various factors, some of which are beyond our control, are critical for maintaining and enhancing our brands. These include our ability to effectively manage the quality of our products and address grievances, increase brand awareness among existing and potential customers, adopt new technologies or adapt our systems to customer requirements or emerging industry standards, and protect the intellectual property related to our brands. Further, the word "Fujiyama" in our brand may be used by other Indian and overseas entities and they may object to our usage of the same or bring any challenges, including legal proceedings.

To promote our brands further, we may be required to evolve our marketing practices, which could result in an increase in our costs. If we fail to preserve the value of our brands, maintain our reputation, or attract consumers to our brands through, *inter alia*, launching innovative products or offering quality post-sale support and services to our consumers, our business could be adversely impacted.

Further, our reputation and our brands are vulnerable to threats that can be difficult to predict or control, and costly or unfeasible to remediate. Any negative publicity about us or our brands, whether as a result of our own or our distributors', dealers' or franchisee's actual or alleged conduct, complaints or negative reviews by consumers, alleged misconduct, unethical business practices, safety or security breaches, or other improper activities, or rumours relating to our business, directors, officers, employees or shareholders, could harm our reputation, business, financial condition and results of operations. These allegations, even if not proved, may lead to inquiries, investigations, or other legal actions against us which could cause us to incur significant costs to defend ourselves. While we have not faced any instances of negative publicity in the last three Fiscals and the six months ended September 30, 2024, any such instances, including any instances of negative customer ratings or reviews on, *inter alia*, social media, could create a negative perception of our brand and impact our business, reputation, financial condition and results of operations. Our brand image may also be affected negatively if consumers believe we are no longer able to innovate and/or offer high-quality products and related solutions and services that meet evolving consumer demands which, in turn, would affect our sales volumes, number of customers and revenue. Any deterioration in the quality or reputation of our brand could have an adverse effect on our business, financial condition and results of operations.

18. We may not be able to adequately protect or continue to use our intellectual property. In addition, the use of the brands "UTL Solar" and "Fujiyama Solar" or similar trade names by third parties could have a material adverse effect on our business growth and prospects, financial condition, results of operations and cash flows.

We sell our products and services in India directly as well as through our retail network comprising our franchisees. We also export our products and services to customers in various international markets.

Accordingly, any negative publicity faced by us may have an adverse impact on our "UTL Solar" or "Fujiyama Solar" brands which may impact our reputation.

Our success and ability to compete depends, in part, on our ability to protect our intellectual property and proprietary rights and we generally rely on patent and trademark laws, and confidentiality or license agreements with our employees, consultants, franchisees, customers and other third parties, and generally limit access to and distribution of our proprietary information, in order to protect our intellectual property rights and maintain our competitive position.

As on the date of this Draft Red Herring Prospectus, we have four design registrations, three trademarks and one patent registered in the name of our Company relating to our various brands including our logos UTL SOLAR and FUJIYAMA SOLAR, and patent for 'rMPPT Technology for Energy Solar Harvesting from Solar Panel', which we use for our operations, marketing and branding our business. Further, we applied for one trademark and four design registrations for our various products and we may apply for other intellectual property registrations in the future. For further details, please see "*Our Business – Intellectual Property*" on page 259.

If we fail to file appropriate replies to the objections or register the appropriate intellectual property, or our efforts to protect relevant intellectual property prove to be inadequate, the value attached to our brand and proprietary property could deteriorate, which could have a material adverse effect on our business growth and prospects, financial condition, results of operations, and cash flows.

In particular, the use of similar trade names by third parties may result in confusion among our customers, and we are exposed to the risk that entities in India and elsewhere could pass off their products as our products, including imitation products, which may adversely affect sale of our products, resulting in a decrease in market share due to a decrease in demand for our products. Such imitation products may not only result in loss of sales but also adversely affect our reputation and consequently our future sales and results of operations. In the event of such unauthorised use, we may be compelled to pursue legal action for the protection of our brand and intellectual property, which may divert our attention and resources thereby affecting our business operations. However, we may not prevail in any lawsuits that we initiate, and the damages or other remedies awarded, if any, may not be adequate to compensate us for the harm suffered.

We primarily rely on a combination of trademarks, patents and other intellectual property laws to establish and protect our intellectual property rights. Our efforts to protect our intellectual property may not be adequate. We may also be susceptible to claims from third-parties asserting infringement and other related claims. As on the date of this Draft Red Herring Prospectus, there have been no trademark disputes instituted by or against our Company before any judicial forum. Regardless of their merits, such claims could materially and adversely affect our relationships with current or future customers, result in costly litigation, delay or disrupt supply of products, divert management's attention and resources, subject us to significant liabilities, or require us to cease certain activities. Any of the foregoing could materially and adversely affect our business, financial condition, results of operations and cash flows.

19. We derive a substantial portion of our retail sales from Uttar Pradesh and are in the process of expanding our retail network to target new customers. Any adverse change in the demand of our products in Uttar Pradesh or failure to expand into new markets may have an adverse impact on our business, growth, financial condition, cash flows and results of operations.

The table below sets forth our retail sales generated from Uttar Pradesh and from top five States, as a percentage of our total retail sales for the year/period indicated:

Particulars	For the six months ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (₹ million)	Percentage of Total Retail Sales (%)	Amount (₹ million)	Percentage of Total Retail Sales (%)	Amount (₹ million)	Percentage of Total Retail Sales (%)	Amount (₹ million)	Percentage of Total Retail Sales (%)
Retail Sales from Uttar Pradesh	2,261.97	34.70	2,366.75	32.74	1,899.25	32.74	1,557.34	32.84
Retail Sales from Top Five States*	4,752.35	72.91	4,926.69	68.16	4,024.97	63.77	3,362.57	70.92

** Top five states for the six months ended September 30, 2024 were Uttar Pradesh, Rajasthan, Punjab, Maharashtra and Haryana, for Fiscal 2024 were Uttar Pradesh, Haryana, Rajasthan, Maharashtra and Punjab; for Fiscal 2023 were Uttar Pradesh, Haryana, Rajasthan, Punjab and Bihar and for Fiscal 2022 were Uttar Pradesh, Haryana, Rajasthan, Punjab and Maharashtra.*

Further, in order to cater to the growing market demand for our products and expand our presence across India, we are in the process of increasing our presence in states that we have recently entered, and expanding our presence to additional cities and towns in states where we have been present for a considerable period, particularly, additional new towns and cities in the states of South and West India. Further, having limited or no presence in such new markets as compared to some of our competitors, may lead to lower product pricing due to lack of brand presence and higher expenditure on brand building. As a result, it may be more expensive for us to sell our products in these new markets and it may take longer to reach expected sales and profit levels than anticipated, which could affect the viability of these markets or our overall profitability.

We cannot assure you that we will continue to generate and maintain the historical retail sales from our top five states on account of any adverse impact including change in governmental regulations, which may have a material impact on our business, cash flows and results of operations. Further, our strategy to enter new geographies may also be subject to markets with high entry barriers, regulatory or financial, and will thereby place significant demands on our management, operational and financial resources. There can be no assurance that our plans to expand in these new markets will be successful, as our competitors may have more established brands, more experience in trends and deeper relationships with customers in these markets.

20. Our business has grown rapidly in recent periods, and we may not be able to sustain our rate of growth in the future.

Our business has grown rapidly in recent years. For details on certain financial metrics relating to the growth of our business, please see "*Basis for Offer Price – Key Performance Indicators*" and "*Our Business – Overview*" on pages 134 and 221, respectively.

Contributing factors include the increase in our installed capacity of solar PCUs and UPS systems from 172 MW as of March 31, 2022 to 325 MW as of September 30, 2024 and increase in our installed capacity of solar inverters from 36 MW as of March 31, 2022 to 484 MW as of September 30, 2024, increase in our retail partners, increase in the geographies in which we sell our products and services, and enhancement of our product portfolio, among others.

We may not be able to sustain our historical growth rate for various reasons beyond our control. Success in executing our growth strategy is contingent upon, among other factors: introduction of subsidies and incentives by the GoI for the solar sector; our ability to engage with new distributors and dealers and training them for selling our products and providing post-sale services; our ability to convert the existing customers of our traditional products such as inverters and UPS systems into customers of our solar products; accurately prioritising geographic markets for entry, including by making accurate estimates of addressable market demand; our ability to source for materials at cost-effective prices; employing skilled employees and engaging appropriate contractors; and obtaining cost-effective financing needed for our expansion plans.

Our existing operations, personnel and systems may not be adequate to support our growth and expansion plans and we may be required to make additional investments in our business systems and processes, and manage our employee base. As we expand our manufacturing operations as well as target new markets, we also expect to encounter additional challenges in relation to regulatory hurdles and capital financing. These factors may restrict our ability to take advantage of market opportunities, execute our expansion plans successfully, respond to competitive pressures and maintain our historical growth rates.

21. ***An inability to produce quality products that address customer needs or adopt new technologies and in an effective and timely manner may adversely affect our business, results of operations and cash flows.***

Our business depends on our ability to adopt new technologies (such as solar panel designs and materials, power electronics and battery chemistry) and to develop new value-for-money and quality products that address customer needs. We may be required to make significant capital investment to adopt evolving technologies for our products. While we also have our own in-house dedicated R&D facility in Delhi with 60 engineers and scientists as of September 30, 2024, we cannot assure that our efforts and expenses incurred towards R&D may yield any meaningful results. Our competitors may develop production technologies that enable them to produce solar cells and solar modules with higher conversion efficiencies at a lower cost than our current and proposed products. Technologies developed or adopted by others for related solar products may prove more advantageous than ours for commercialization and may render our products obsolete or unable to compete with such products of competitors. As a result, we may need to make significant capital investment to maintain our market position, and effectively compete in the future.

We may experience difficulties with the quality of our products, or introduction of new products. An inability to further refine and enhance our products to adapt to or keep pace with evolving technologies and industry standards could cause our products to become uncompetitive or obsolete. In addition, there is no assurance that our new products will be successful in gaining market acceptance. If our products do not deliver reliable results, or if we fail to introduce products that meet customer preferences in a timely and cost-effective manner, we may fail to retain our existing customers and increase demand for our products. The development of new solar products may require substantial investment, and we have no assurance that such investment will be successful. We make incremental investments to adapt evolving technologies to both existing equipment as well as planned capacity expansion. If customers do not widely adopt our products, we may not be able to realize a return on our investment and our business prospects and financial condition performance may be adversely impacted.

In addition, the cost of upgrading our manufacturing capacities or implementing new technologies, replacing existing equipment or expanding our manufacturing capacity to accommodate technology advancements in the manufacture of solar panels, solar inverters or batteries could be significant, and may adversely affect our financial performance if we are unable to pass on such costs to our customers. Failure to respond to current and future technological changes in an effective and timely manner may adversely affect our business prospects and financial performance.

22. ***We face intense competition in our markets, and we may lack sufficient financial or other resources to maintain or improve our competitive position***.

The competitive landscape in the solar industry is dynamic and evolving. The market is witnessing strong competition based on factors such as product features, pricing, brand reputation, after-sales service, and technological advancements. While established brands hold significant market share, emerging players are challenging the status quo with innovative solutions and competitive pricing. (*Source: CARE Report*)

We face intense competition from other Indian solar products' manufacturers as well as manufacturers from China and South-East Asia for domestic demand, while our export sales face competition from a wide range of global manufacturers. There can be no assurance that we will be able to adapt to new technology or maintain the quality standards of our manufacturing facilities and testing laboratories. Some of our key competitors across our business verticals include Luminous Power Technologies and Waaree Energies Limited. (*Source: CARE Report*)

Increased competition may result in price reduction, reduced margins and a loss of our market share, any of which may adversely affect our business, financial condition and prospects.

23. We have significant working capital requirements and our inability to meet the working capital requirements may have an adverse effect on our results of operations.

Our business requires a significant amount of working capital as there is considerable time lag between purchase of raw materials and realisation from sale of our finished goods. Thus, we are required to maintain sufficient stock to meet manufacturing requirements affecting our working capital requirements. Consequently, there could be situations where the total funds available to us may not be sufficient to fulfil our commitments, and hence we may be required to incur additional indebtedness or utilize internal accruals to meet our working capital requirements. Further, in accordance with the tender terms / contracts / agreements, we grant credit terms to large customers. The working capital requirements may increase if credit period against sales is increased or there is a requirement to pay higher price for raw material or to pay excessive advances for procurement of raw materials. Further, letters of credit are often required to satisfy payment obligations to suppliers. Some of these factors may result in an increase in our short-term borrowings. There can be no assurance that we will continue to be successful in arranging adequate working capital for our existing or expanded operations on acceptable terms or at all, which may adversely impact our business and prospects. In the event, that we are required to repay any working capital facilities upon receipt of a demand from any of the lenders, we may experience negative cash flows in the future and we will be unable to satisfy our working capital requirements.

Working capital for each year is funded through borrowings and internal accruals. The table below displays net working capital, total current borrowings and cash and cash equivalents for the year / period indicated.

(₹ million)

Particulars	**Six months ended September 30, 2024**	**Fiscal 2024**	**Fiscal 2023**	**Fiscal 2022**
Net working capital	1,188.48	419.52	240.40	763.90
Total current borrowings	798.46	1,369.73	1,444.35	1,268.84
Cash and cash equivalents at the end of the year/ period	42.20	42.16	1.13	0.34

Our sources of additional financing, where required to meet our capital expenditure plans or working capital requirements, may include the incurrence of debt or the issue of equity or debt securities or a combination of both. If we decide to raise additional funds through the incurrence of debt, our interest and debt repayment obligations will increase, and could have a significant effect on our profitability and cash flows and we may be subject to additional covenants, which could limit our ability to access cash flows from operations. Any issuance of equity, on the other hand, would result in a dilution of your shareholding. For details in relation to the terms of our existing financing arrangements, please see section titled "*Financial Indebtedness*" on page 364.

24. We are dependent on third-party transportation providers for the supply of materials for our manufacturing process and delivery of our finished products. If we are required to expend considerable resources in addressing our distribution requirements, it could adversely affect our results of operations.

Our success depends on the supply and transport of raw materials and equipment required for our manufacturing facilities from suppliers and of our finished products from our manufacturing facilities to our customers and franchisees, which are subject to various uncertainties and risks. We use third-party freight and transportation providers for the delivery of materials to manufacturing facilities and our finished products to customers. Transportation strikes, if any, could have an adverse effect on supplies and deliveries to our customers and from our suppliers. Further, on account of the COVID-19 pandemic, operations of these third-party transportation providers were affected during the first quarter of Fiscal 2022.

In addition, materials and components, as well as our products shipped to customers, may be lost or damaged in transit for various reasons including occurrence of accidents or natural disasters. There may also be a delay in delivery of materials and products which may also affect our business and results of operations negatively. In the event we fail to maintain a sufficient volume of materials and delivery of such materials to us is delayed, we may be unable to meet orders in a timely manner or at all. Any such inability may result in loss of sales opportunities that our competitors may capitalize on, thereby adversely affecting our business, financial condition, results of operations, and cash flows. Any compensation received from insurers or third-party transportation providers may be insufficient to cover the cost of any delays and will not repair damage to our relationships with our affected customers. Although we have not encountered any instances of material delays in the last three fiscals and the six months ended September 30, 2024, we cannot assure you that we will not experience such delays in the future. We may also be affected by an increase in fuel costs, as it will have a corresponding impact on freight charges levied by our third-party transportation providers.

The table below sets forth our transportation, freight, duty and handling charges as a percentage of our revenue from operations for the year/period indicated:

Particulars	For the six months ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (₹ million)	Percentage of Revenue from Operations (%)	Amount (₹ million)	Percentage of Revenue from Operations (%)	Amount (₹ million)	Percentage of Revenue from Operations (%)	Amount (₹ million)	Percentage of Revenue from Operations (%)
Transportation freight, duty & handling charges	104.64	1.45	171.23	1.85	95.88	1.44	116.40	2.30

We could be required to expend considerable resources in addressing our distribution requirements, including by way of absorbing these excess freight charges to maintain our selling price, which could adversely affect our results of operations, or passing these charges on to our customers, which could adversely affect demand for our products.

25. ***Delay/ default in payment of statutory dues may attract penalties and in turn have an adverse impact on our financial condition.***

We are required to make certain payments to various statutory authorities from time to time, including but not limited to payments pertaining to employee provident fund, employee state insurance, income tax professional taxes, labour welfare fund, custom duty and GST.

There have been no instances of non-payment or defaults in the payment of undisputed statutory dues/liabilities by us, except as follows:

Relevant Statutory Due	Due Date of Deposit	Amount (₹ in million)	Date of Deposit	Delay (in Days)	Reason for Delay
Fiscal 2022					
Provident Fund	December 15, 2021	0.42	December 16, 2021	1	Due to technical error
Provident Fund	January 15, 2022	0.42	January 17, 2022	2	Due to technical error
Employee State Insurance Corporation Fund	August 15, 2021	0.04	August 16, 2021	1	Due to technical error
Employee State Insurance Corporation Fund	December 15, 2021	0.05	December 16, 2021	1	Due to technical error
Employee State Insurance Corporation Fund	May 15, 2021	0.05	June 07, 2021	23	Due to technical error
Fiscal 2024					
Employee State Insurance Corporation	July 15, 2023	0.07	July 19, 2023	4	Due to technical error

Relevant Statutory Due	Due Date of Deposit	Amount (₹ in million)	Date of Deposit	Delay (in Days)	Reason for Delay
Fund					
Employee State Insurance Corporation Fund	August 15, 2023	0.03	August 19, 2023	4	Due to technical error
Employee State Insurance Corporation Fund	October 15, 2023	0.03	October 16, 2023	1	Due to technical error

Note: As certified by Raj Gupta & Co., Chartered Accountants by way of their certificate dated March 6, 2025.

The total number of employees of our Company for the years/ period indicated are set forth in the table below:

(₹ million)

Particulars	As of September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Total employees	1,808	1,620	1,403	1,373

Further, the table below provides the employees for which the provident fund, employee state insurance, income tax and tax deducted at source is applicable, and the details of the relevant paid and unpaid dues as at and for the six months period ended September 30, 2024 and for the Fiscals ended March 31, 2024, March 31, 2023 and March 31, 2022:

(in ₹ million)

Employee Provident Fund	As of September 30, 2024	Fiscal		
	2024	2024	2023	2022
No. of Employees	485	443	515	569
Amount	3.31	5.71	6.25	4.54

Employee State Insurance	As of September 30, 2024	Fiscal		
	2024	2024	2023	2022
No. of Employees	1,323	1,238	1,317	1,304
Amount	3.83	7.72	6.83	5.38

Tax Deducted at Source (Income-Tax)	As of September 30, 2024	Fiscal		
	2024	2024	2023	2022
No. of Employees	35	42	56	38
Amount	2.74	5.51	4.61	2.96

Note: As certified by Raj Gupta & Co., Chartered Accountants by way of their certificate dated March 6, 2025.

While our Company has subsequently made the requisite contribution and there are no outstanding dues as on the date of this Draft Red Herring Prospectus, we cannot assure you that we will be able to pay our statutory dues timely, or at all, in the future. Any failure or delay in payment of such statutory dues may expose us to statutory and regulatory action, as well as significant penalties, and may adversely impact our business, results of operations, cash flows and financial condition.

26. ***We have in the past entered into a number of related party transactions and may continue to enter into related party transactions in the future on an arm's length basis, and there can be no assurance that we could not have achieved more favourable terms if such transactions had not been entered into with related parties.***

In the ordinary course of our business, we have entered into transactions with related parties during six months ended September 30, 2024 and for Fiscals 2024, 2023 and 2022., and from time to time, we may enter into related party transactions in the future. While all such transactions have been conducted on an arm's length basis, in accordance with the Companies Act and other applicable regulations pertaining to the evaluation and approval of such transactions and all related party transactions that we may enter into post-listing, will be subject to Board or Shareholders' approval, as necessary under the Companies Act, the SEBI Listing Regulations and other application laws. Further, it is likely that we may enter into additional related party transactions in the future. Such future related party transactions may potentially involve conflicts of interest. The table below provided details of our arithmetic aggregated absolute total related party transactions as a percentage of revenue from operations in the period indicated:

Vertical	**For the six months ended September 30, 2024**		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	Amount (₹ million)	**Percentage of Revenue from Operations (%)**	**Amount (₹ million)**	**Percentage of Revenue from Operations (%)**	**Amount (₹ million)**	**Percentage of Revenue from Operations (%)**	**Amount (₹ million)**	**Percentage of Revenue from Operations (%)**
Arithmetic aggregated absolute total of related party transactions*	40.56	0.56%	218.17	2.36%	72.80	1.10%	191.89	3.79%

* *Arithmetic aggregated absolute total of related party transactions is defined as all related party transactions including debits, credits and balance sheet transactions without netting off and includes sale of finished goods, purchase of cost of materials consumed, sale of scrap, loans taken from Directors and interest on such loans, short term employee benefits and director sitting fees.*

We have in the past paid rent to UPS Inverter.com, Shiv Kumar Garg, Sandeep Dua and Yogesh Dua, members of our Promoter Group, for our Parwanoo Facility and our Registered Office. For details, please see section titled "*Promoter and Promoter Group – Interest of Our Promoters*" and "*Promoter and Promoter Group – Payment of Benefit to our Promoters Group*" on pages 303 and 304, respectively. While we will continue to pay rent to such Promoter Group in the future, there cannot be any assurances that such leases will be renewed once they are expired. Any significant increase in the amounts paid as rent to such Promoter Group may have an adverse impact on our cash flows and financial condition.

Further, in Fiscal 2022, there were outstanding balance for the loans or advances granted by our Company to related parties without specifying any terms, period of repayment or interest rate, and any variation in the terms to such loans and advances to related parties, may have an adverse impact on our cash flows and financial condition.

For further details, please see section titled "*Offer Document Summary – Summary of Related party transactions*" and "*Related party transactions*" on pages 26 and 362, respectively.

27. ***The loss of one or more members of our senior management or key employees may adversely affect our ability to conduct our business and implement our strategy. Our success depends upon our management team and skilled personnel and our ability to attract and retain such persons.***

We benefit from the experience of our Board of Directors and the senior management team who have extensive industry knowledge and expertise, and the loss of any of them could adversely affect our business, growth and results of operations. Our Board of Directors and our senior management have been instrumental in implementing our growth strategies and expanding our business.

We also depend on our ability to retain and motivate key employees and attract qualified new employees. Because the renewable energy industry is relatively new in India, there is a scarcity of skilled personnel with experience in the industry. If we lose a member of the management team or a key employee, we may not be able to replace him or her. The following table sets forth the attrition rate of the employees for the years/period indicated:

Particulars	**For the six months ended September 30, 2024**	**Fiscal 2024**	**Fiscal 2023**	**Fiscal 2022**
Total number of employees	1,808	1,620	1,403	1,373
Attrition Rate of employees(%)(1)	15.11	23.75	42.44	44.20

Note:

[(1)] Attrition rate has been calculated as the number of employees/KMPs/senior management personnels who have resigned during the period, divided by the number of employees/KMPs/ senior management personnels existing as of the beginning of the period and the numbers of employees/KMPs/ senior management personnels who have joined during the period. Our attrition rate for the six months ended September 30, 2024 are not comparable to the annual attrition rate since these are unannualized.

The main reason for relatively higher attrition amongst our employees in Fiscals 2022 and 2023, which we believe, was the competitive nature of our industry. While we are able to hire qualified new employees and train them efficiently, we anticipate that the attrition rate may continue to be high due to the competition in our industry.

For details in the change in KMPs in the last three Fiscals, please see section titled "*Our Management - Changes in the Key Managerial Personnel and Senior Management in last three years*" on page 301.

Further, India has stringent labour legislation that protects the interests of workers, including legislation that sets forth detailed procedures for the establishment of unions, dispute resolution, and employee removal, and legislation that imposes certain financial obligations on employers upon retrenchment. Our employees are not unionized. However, in the event that our employees seek to unionize, it may become difficult for us to maintain flexible labour policies, which may increase our costs and adversely affect our business.

28. ***Unsatisfactory performance of or defects in our products may cause us to incur additional expenses and warranty costs, damage our reputation and cause our sales to decline.***

Our products may contain defects that are not detected until after they are shipped or inspected by our customers. We offer 10 years product warranty and 27 years performance warranties for solar panels. We also provide 10 years product warranty for on-grid inverters, 2-5 years product warranty for off-grid inverters, hybrid inverters, batteries and other product ranges. If a manufacturing defect is discovered during the relevant warranty period, we are required to either repair or replace the product. As we continue to expand our operations and increase our sales in existing and new markets, we may be exposed to increased warranty claims.

The table below provides details of our warranty expenses and provision for warranty as a percentage of our revenue from operations the years/ period indicated:

Particulars	For the six months ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (₹ million)	Percentage of revenue from operations (%)	Amount (₹ million)	Percentage of revenue from operations (%)	Amount (₹ million)	Percentage of revenue from operations (%)	Amount (₹ million)	Percentage of revenue from operations (%)
Warranty Expense	14.32	0.20%	9.38	0.10%	6.50	0.10%	5.34	0.11%
Provisions for Warranty*	29.53	0.41%	20.07	0.22%	19.17	0.29%	17.64	0.35%

** Includes current and non-current provisions*

We may incur significant repair and replacement costs associated with such claims. Further, we are exposed to product liability claims in the event that the use of our products results in property damage or personal injury, whether as a result of product malfunctions, defects, improper installations or other causes. The successful assertion of product liability claims against us could result in potentially significant monetary damages and require us to make significant payments.

We have had certain customer complaints and have outstanding consumer cases in various consumer redressal forums regarding claims of malfunctions and defects in our products where certain customers have sought replacement of batteries, solar panel and inverters, among other reliefs. While none of these matters are individually material, any unfavourable decision in such matters in aggregate or such claims in the future may have an adverse impact on our financial condition.

In addition, real or perceived product defects could cause significant damage to our market reputation resulting in decrease in sales and market share. An inability to maintain the consistency and quality of our products and manufacturing process could result in substandard quality or performance of our products. If we deliver our products with defects, or if there is a perception that our products are of substandard quality, we may incur substantially increased costs associated with returns or replacements of our products, our credibility and market reputation could be harmed and our sales and market share may be adversely affected.

29. ***An inability to accurately forecast demand or price for our products and manage our inventory may adversely affect our business, results of operations, financial condition, and cash flows.***

Our business depends on production decisions made in advance based on our estimate of the demand for our products from customers, distributors, dealers or franchisees taking into account historical trends. We handle more than 500 types of finished products and more than 5,000 types of raw materials. We typically maintain a reasonable level of inventory of materials, work in progress, traded goods and finished goods.

The table below sets forth certain parameters for the year/period indicated:

Particulars	As of September 30, 2024*	Fiscal 2024	Fiscal 2023	Fiscal 2022
Inventories (₹ million)	3,288.42	2,321.47	1,871.96	1,780.72
Inventory Turnover Ratio (number of times)	1.97 times	3.41 times	2.74 times	3.40 times

** On an unannualized basis*
Calculated as cost of material consumed divided by average inventory excluding stores and spares.

If we overestimate demand for our products, we run the risk of purchasing more materials than necessary, which could expose us to risks and costs associated with prolonged storage of some of these materials, and materially affect our results of operations. Conversely, if our customers, distributors, dealers or franchisees place orders for greater quantities of products compared to their historical requirements, we may not be able to adequately source the necessary materials in a timely manner, and may not have the required available manufacturing capacity to meet such demand, leading to loss of business. In addition, if all or a significant number of our suppliers for any particular material are unable or unwilling to meet our requirements or our estimates fall short of the demand, we could suffer shortages or significant cost increases. Continued supply disruptions could exert pressure on our costs, and we cannot assure that all or part of any increased costs can be passed along to our customers, distributors, dealers or franchisees in a timely manner or at all, which could adversely impact our business, prospects and financial performance.

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

Our inventory primarily consists of materials and components used in our manufacturing operations and finished products. Our materials, manufacturing processes and finished products are susceptible to damage or contamination if not appropriately stored, handled and processed, which may affect the quality of the finished product. Although there have been no such incidents that have occurred in the last three Fiscals and six months ended September 30, 2024, should such an incident happen in the future, we cannot assure you that it will not result in the losses of inventory. In the event such damage or contamination is detected at the manufacturing facility during quality checks, we may have to suspend manufacturing activities, and lower capacity utilizations, which could materially and adversely affect our business prospects and financial performance. Improper storage may also result in higher than usual damage to our inventory due to adverse weather conditions or longer than usual storage periods, which may also require us to incur additional expenses in replacing that portion of the inventory and/ or incur additional expenses in maintenance and improvement of our storage infrastructure, which may adversely affect our profit margin.

31. ***We may be subject to significant risks and hazards when operating and maintaining our manufacturing facilities, for which our insurance coverage might not be adequate.***

We maintain an amount of insurance protection that we consider adequate including insurance policy covering fire, damage to buildings, plant and machinery, stocks (materials and finished products), vehicles, burglary, transit and keyman insurance. We may not have identified every risk and further may not be insured against every risk because such risks are either uninsurable or not insurable on commercially acceptable terms, including operational risk that may occur and the occurrence of an event that causes losses in excess of the limits specified in our policies, or losses arising from events or risks not covered by insurance policies such as COVID-19 and other pandemics, or due to the same being inadequate, could materially harm our cash flows, financial condition and future results of operations. We cannot provide any assurance that our insurance will be sufficient or effective under all circumstances and against all hazards or liabilities to which we may be subject. In addition, our insurance coverage expires from time to time. We apply for the renewal of our insurance coverage in the normal course of our business, but we cannot assure you that such renewals will be granted in a timely manner, at acceptable cost or at all. While there has been no instance in the last three Fiscals and six months ended September 30, 2024 where any event occurred where we experienced losses exceeding our insurance coverage, there is no assurance that such instance will not arise in the future.

The table below provides details of our insurance cover for the year/period indicated:

Period	Total Assets* (in ₹ million)	Insured Assets (in ₹ million)	Uninsured Assets (in ₹ million)	Percentage of insurance coverage to net value of assets (in %)
As on six-months period ended September 30, 2024	5,364.57	6,213.00	Nil	115.82
As on Financial Year ended March 31, 2024	4,387.40	4,948.00	Nil	112.78
As on Financial Year ended March 31, 2023	3,488.54	2,473.00	1,015.54	70.89
As on Financial Year ended March 31, 2022	2,153.08	1,533.00	620.08	71.20

** Total Assets includes property, plant and equipment and inventory at their book value.*

To the extent that we suffer loss or damage, or successful assertion of one or more large claims against us for events for which we are not insured, or which exceeds our insurance coverage or where our insurance claims are rejected, the loss would have to be borne by us and our results of operations, financial performance and cash flows could be adversely affected. For further information on our insurance arrangements, please see section titled "*Our Business – Insurance*" on page 258.

32. ***Information relating to the installed capacity, effective installed capacity and capacity utilisation of our manufacturing facilities included in this Draft Red Herring Prospectus are based on certain assumptions and estimates and future production and capacity may vary.***

The information relating to the installed capacity and effective installed capacity of the manufacturing facilities for the six months ended September 30, 2024 and for the Fiscals 2024, 2023 and 2022 the indicated are based on various assumptions and estimates that have been taken into account by us for calculation of the installed capacity and effective installed capacity. These assumptions and estimates include standard capacity calculation practice in the solar industry, including with respect to the period during which the manufacturing facilities operate in such period and the average efficiency of products to be manufactured during such period. In six months ended September 30, 2024 and in Fiscals 2024, 2023 and 2022 , our capacity utilization (calculated on basis of our effective installed capacity in the relevant fiscal / period) was 66.71% (unannualized), 77.83%, 76.33% and 69.40%, respectively. For further information, please see section titled "*Our Business – Our Business Operations – Capacity and Capacity Utilization*" on page 248. These rates are not indicative of future capacity utilization rates, which is dependent on various factors, including demand for our products, product mix, availability of materials and components, our ability to manage our inventory and improve operational efficiency. Under-utilization of our manufacturing capacities over extended periods, or significant under-utilization in the short-term, could materially and adversely impact our business, growth prospects and future financial performance.

Further, the requirements of our customers are not restricted to one type of product and therefore variations in demand for certain types of products also requires us to make certain changes in our manufacturing processes thereby affecting our production schedules. We often increase capacity to meet the anticipated demand of our customers or significantly reduce production of certain products depending on potential orders. Certain products require lesser process time whereas certain products require more process time in the same manufacturing setup that we have installed. Accordingly, actual production levels and capacity utilisation rates may differ from the installed capacity and effective installed capacity of our manufacturing facilities.

Hence, undue reliance should therefore not be placed on our historical installed capacity, historical effective installed capacity and capacity utilization information for our existing manufacturing facilities included in this Draft Red Herring Prospectus.

33. ***Our export sales are subject to risks and uncertainties of various international markets.***

We export our products to various international markets. Our largest export jurisdiction for the six months ended September 30, 2024 was Bangladesh and for the Fiscals 2024, 2023 and 2022 was USA.

The table below sets forth our total export sales, and in our largest and top 5 jurisdictions as a percentage of our total sales for the year/period indicated:

Particulars	For the six months ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (₹ million)	Percentage of Total Sales (%)	Amount (₹ million)	Percentage of Total Sales (%)	Amount (₹ million)	Percentage of Total Sales (%)	Amount (₹ million)	Percentage of Total Sales (%)
Export sales	164.68	2.28	387.07	4.19	329.69	4.96	140.66	2.78
Export sales to largest jurisdiction	82.24	1.14	214.51	2.32	202.52	3.05	87.25	1.72
Export sales to top five jurisdictions[(1)]	164.53	2.28	380.08	4.11	328.55	4.95	137.80	2.72

(1) Top five jurisdictions for the six months period ended September 30, 2024, were Bangladesh, USA, Malawi, Nepal and Thailand; for Fiscal 2024 were USA, Bangladesh, UAE, Nepal and Malawi; for Fiscal 2023 were USA, Bangladesh, Malawi, Nepal and Sri Lanka; and for Fiscal 2022 were USA, Bangladesh, Nepal, Malawi and UAE.

Further, the international markets in which we sell our products are diverse, with varying levels of economic and infrastructure development, adoption of renewable energy sources, distinct legal and regulatory systems, and do not operate seamlessly across borders as a single or common market. We may therefore be subject to risks inherent in doing business in markets outside India, including risks related to:

- respective legal and regulatory environment; complex local tax regimes;
- payments by international customers; security issues;
- unexpected changes in regulatory environment and enforcement;
- challenges caused by distance, language and cultural differences;
- ensuring timely supply of products and provision of related support to customers in such markets;
- costs associated with doing business in multiple markets;
- fluctuations in currency exchange rates;
- difficulties in implementing hedging measures;
- political, social or economic instability;
- difficulties in managing exports to multiple international locations and their market conditions;
- changes in technology, industry practices or trends; and
- exposure to local banking, currency control and other financial related risks.

We may have limited or no experience in marketing and managing exports of our products to new international markets, which may require considerable management attention and resources for managing our growing business in such markets. Any failure to maintain our existing sales or expansion in international markets will have an adverse impact on our results of operations and financial condition.

34. ***Our funding requirements and proposed deployment of the Gross Proceeds are based on management estimates and may be subject to change based on various factors, some of which are beyond our control.***

We intend to use the Gross Proceeds for the purposes described in "*Objects of the Offer*" on page 113. As on the date of this Draft Red Herring Prospectus, our funding requirements are based on management estimates and our current business plans and is subject to change in light of changes in external circumstances, costs, business initiatives, other financial conditions or business strategies. While we will use a part of the Net Proceeds towards part financing the cost of establishing the Project, and repayment or prepayment of certain of our borrowings, the amount of Net Proceeds to be used will be based on our management's discretion. Our internal management estimates may exceed fair market value or the value that would have been determined by third party appraisals, which may require us to reschedule or reallocate our project and capital expenditure and may have an adverse impact on our business, financial condition, results of operations and cash flows.

The deployment of the Gross Proceeds will be at the discretion of our management and will be in accordance with applicable law. Further, the deployment of the Gross Proceeds will be monitored by a monitoring agency appointed pursuant to the SEBI ICDR Regulations. We may have to reconsider our estimates or business plans due to changes in underlying factors, some of which are beyond our control, such as interest rate fluctuations, changes in input cost, and other financial and operational factors.

Accordingly, prospective investors in the Offer will need to rely upon our management's judgment with respect to the use of proceeds. If we are unable to deploy the Gross Proceeds in a timely or an efficient manner, it may affect our business and results of operations. Our Company's historical capital and operational expenditure may not be reflective of our future capital expenditure plans. We may have to revise our funding requirements and deployment on account of a variety of factors such as our financial and market condition, our business and growth strategies, competitive landscape, general factors affecting our results of operations, financial condition and access to capital and other external factors such as changes in the business environment or regulatory climate and interest or exchange rate fluctuations, which may not be within the control of our management. This may entail rescheduling the proposed utilization of the Net Proceeds and changing the planned deployment at the discretion of our management, subject to compliance with applicable laws.

For details in relation to other objects related risks, please see " *We intend to utilise a portion of the Net Proceeds for funding our capital expenditure requirements. This includes part financing the cost of establishing the proposed fully integrated manufacturing facility in Ratlam, Madhya Pradesh, India which may be subject to the risk of unanticipated delays in implementation, cost overruns and other project risks and uncertainties"* on page 35.

35. ***We have certain contingent liabilities that have been disclosed in our financial statements, which if they materialize, may adversely affect our results of operations, cash flows and financial condition.***

As at September 30, 2024, our contingent liabilities as per Ind AS 37 that have been disclosed in our Restated Financial Information, were as follows:

Particulars	Amount (₹ million)
Contingent liabilities not provided for:	
Claims against the Company not acknowledged as debts:	
Income tax demand for AY 2018-19 pending before CIT(Appeals)	12.65
Bank Guarantee	89.48
Letter of Credit	18.11

If a significant portion of these liabilities materialize, it could have an adverse effect on our business, cash flows, financial condition and results of operations. For further information on contingent liabilities as per Ind AS 37 as of September 30, 2024, please see section titled "*Restated Financial Information – Annexure VI – Note 34 Contingent Liabilities*" on page 345.

36. We are required to obtain certain approvals, licenses, registrations and permissions for operating our business, and the failure to obtain, maintain or renew them could adversely affect our business, results of operations and financial condition.

We are required to maintain various approvals, licenses, registrations and permissions for operating our business, some of which may have expired and for which we may have either made or are in the process of making an application for obtaining the approval or its renewal. Additionally, we may need to apply for more approvals in the future and we cannot assure you that we will make these applications and filings on time in the future. There can be no assurance that the relevant authorities will issue such permits or approvals in the time frame anticipated by us or at all. Failure by us to renew, maintain or obtain the required permits or approvals at the requisite time may result in the interruption of our operations and may have a material adverse effect on our business, results of operations and financial condition.

Furthermore, our regulatory permits and approvals are subject to numerous conditions, some of which are onerous and require us to make substantial expenditure. If we fail to comply, or a regulator claims we have not complied with these conditions, our business, financial condition and results of operations would be materially adversely affected. Further, we cannot assure that the approvals, licenses, registrations and permits issued to us 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. Any failure to renew the approvals that have expired or apply for and obtain the required approvals, licenses, registrations or permits, or any suspension or revocation of any of the approvals, licenses, registrations or permits that have been or may be issued to us, may impede our operations.

For instance, our application for consent to operate under the relevant provisions of the Air (Prevention & Control of Pollution) Act, 1981 and Water (Prevention & Control of Pollution) Act, 1974 for our upcoming facility at Dadri, Uttar Pradesh is currently pending. For details of pending approvals relating to our business and operations, please see section titled "Government and Other Approvals" on page 408. Such pending material approvals do not have any financial impact, we cannot assure you that we will receive such approvals on time or at all. While there have been no such instances of any show-cause notices in relation to non-compliance with any licenses and approvals, we cannot assure you that that we will not receive any such notices in future.

The approvals we require are subject to numerous conditions and we cannot assure you that such 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 we fail to comply with the applicable regulations or if the regulations governing our business are amended, or if there is any adverse interpretation of applicable regulations by any judicial, regulatory or administrative authority, 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. Further, approvals granted to us may also be challenged by other parties. If we fail to obtain or renew such approvals, licenses, registrations and permissions, in a timely manner or at all, our business, results of operations and financial condition could be adversely affected. For further details of key regulations applicable to our business and our operations, please see section titled "*Key Regulations and Policies in India*" on page 264.

37. Compliance with, and changes in, environmental, health and safety laws and regulations or stringent enforcement of existing environmental, health and safety laws and regulations may result in increased liabilities and increased capital expenditures which may adversely affect our business, results of operations and cash flows.

Our operations are subject to environmental, health and safety and other regulatory and/or statutory requirements in the jurisdictions in which we operate and involve the use, handling, generation, processing, storage, transportation, and disposal of certain materials during the manufacturing of our products. As we propose to establish an integrated manufacturing facility, even more stringent environmental, health and safety regulations will be applicable to us at local, state, national, and international levels. We have to obtain certain environmental permits in order to conduct our business. Some of the materials used in our manufacturing processes can generate hazardous waste and improper handling of these materials can result in non-compliance with existing environmental laws and regulations, include those governing the discharge of pollutants into the air and water, the use, management, and disposal of certain materials, the clean-up of work sites and occupational health and safety. Improper handling of materials, if any, can contribute to air and water pollution and pose health and environmental risks to our employees. While there have been no instances of any non-compliance or violation of any environmental laws and regulations in the past three Fiscals and the six months period ended September 30, 2024, we cannot assure you that such instances may not occur in the future. Further, as we execute our long-term strategic plans our environmental compliance burden may continue to increase in terms of magnitude and complexity.

For further information on the nature of approvals and licenses required for our business, please see section titled "*Government and Other Approvals*" on page 408. In addition, we have, and may need to in the future, apply for certain additional approvals, including the renewal of approvals, which may expire from time to time. For details in relation to validity of our licenses and registrations, please see section titled "*Government and Other Approvals*" on page 408. There is no assurance that such approvals and licenses will be granted or renewed in a timely manner or at all or will not be withdrawn by the relevant governmental or regulatory authorities. Failure to obtain or renew such approvals and licenses in a timely manner or a withdrawal of any of our licenses or registrations would make our operations non-compliant with applicable laws and may result in imposition of penalties by relevant authorities and may also prevent us from carrying out our business operations, in turn affecting our prospects, growth and results of operations.

38. We regularly work with hazardous materials and activities in our operation can be dangerous, which could cause injuries to people or property.

Our inventory primarily consists of materials and components used in our manufacturing operations and products. Certain of the raw materials that we use are corrosive and flammable and require expert handling and storage, such as lithium cell and PCB cleaner. Our materials, manufacturing processes and products are susceptible to damage or contamination if not appropriately stored, handled and processed, which may affect the quality of the finished product. While we have necessary controls and processes in place, any failure of such systems, mishandling of hazardous chemicals, gas leakages, explosion or any adverse incident during the manufacturing process, transportation, handling or storage of products and certain raw materials, may cause industrial accidents, fire, loss of human life and property, damage to our and third-party property and/or environmental damage, require shutdown of one or more of our manufacturing facilities and expose us to civil or criminal liability. If any such event were to occur, we could be subject to significant penalties, other actionable claims and, in some instances, criminal prosecution. Although there have been no such incidents that have occurred in the last three Fiscals and six months period ended September 30, 2024, should such an incident happen in the future, we cannot assure you that it will not result in the losses of inventory and/or disruption in our manufacturing operations entirely, which may have an adverse effect on our results of operations, cash flows and financial condition.

39. We operate in a labour-intensive industry and are subject to stringent labour laws and any strike, work stoppage or increased wage demand by our employees or any other kind of disputes with our employees could adversely affect our business, financial condition, results of operations and cash flows.

Our activities are labour intensive, require our management to undertake significant labour interface, and expose us to the risk of industrial action. As of September 30, 2024, we had 1,808 permanent employees. We may be subject to industrial unrest, slowdowns, and increased wage costs, which may adversely affect our business, financial conditions, cash flows and results of operations. While we consider our relationship with our employees to be good and there has been no such instance in the last three Fiscals and the six months period ended September 30, 2024 of any disruptions in work due to disputes or other problems with our work force, we could experience disruptions in work due to disputes or other problems with our work force in future, which may adversely affect our ability to perform our business operations.

Our Company also appoints independent contractors who in turn engage on-site contract labour for performance of certain of our ancillary operations. As of September 30, 2024, we had engaged 1,448 contract labour. Although we do not engage these labourers directly, it is possible under Indian law that we may be held responsible for wage payments to labourers engaged by contractors should the contractors' default on wage payments. Any requirement to fund such payments may adversely affect our business, financial conditions, cash flows and results of operations. Furthermore, pursuant to the provisions of the Contract Labour (Regulation and Abolition) Act, 1970, we may be directed to absorb some of these contract labourers as our employees. Any such order from a court or any other regulatory authority may adversely affect our business, cash flows and results of operations.

Further, work stoppages due to strikes or other events could result in slowdowns or closures of our operations which could have an adverse effect on our business, cash flows and results of operations. While our labourers are not unionized and there has been no instance in the last three Fiscals and the six months period ended September 30, 2024 where we experienced work stoppages due to strikes or labour unrest that resulted in closure of our operations, there is no assurance that we may not experience any such events in the future.

40. ***The loss of accreditation for our manufacturing facilities and operations could damage our reputation, business, results of operations and cash flows.***

Our quality certifications and accreditations are critical for sales to our customers. Our existing manufacturing facilities are certified under ISO 9001:2015 (Quality Management), ISO 14001:2015 (Environmental Management), and ISO 45001:2018 (Occupational Health and Safety) and our setup has been preferred by the Ministry of New and Renewable Energy (MNRE) for training members of the International Solar Alliance. For further details, please see section titled "*Our Business – Quality Control, Testing and Certifications*" on page 251.

In the event we are unable to comply with the accreditation criteria or if such agencies find that we are not in compliance with the standards and norms prescribed, our accreditation may be revoked or we may not be granted accreditation. To ensure continued accreditation with such agencies, we must ensure consistency and maintain the quality of our products and our manufacturing processes. If we lose one or more of our accreditations or certifications, our reputation and business prospects may be adversely affected.

41. ***Inability to meet the quality standard norms prescribed by applicable regulatory authorities in the markets we sell our products could result in the sales of our products being banned or suspended or becoming subject to significant compliance costs, which could have a material adverse effect on our business, results of operations and cash flows.***

The quality of the products being manufactured by us is open to independent verification by various regulatory authorities in the markets we sell our products. These regulatory authorities may carry out inspection of our manufacturing facilities, stores, laboratory, equipment, machinery, manufacturing or other processes and sample checks on any material or component in relation to our product at short notice or without notice. Such regulatory authorities could impose fines or issue us show cause notices if the samples are not in conformity with the prescribed quality norms. Although we have not faced any such significant issues in the past, there can be no assurance that we will not be so penalised in the future. Failure on our part to adhere to the quality norms prescribed by such regulatory authorities could lead to recall of our products or we may be liable to pay a penalty. Any such adverse order could generate adverse publicity about us and our products, which could have a material adverse effect on our business prospects and financial performance.

42. ***We may not be able to continue to enjoy the existing tax benefits available to us, which may adversely affect our profitability.***

Our Company is entitled to certain tax incentives and benefits, detailed in the section titled "*Statement of Tax Benefits*" on page 147 of this Draft Red Herring Prospectus, subject to the fulfilment of the terms and conditions imposed by the applicable rules and regulations.

In the event our Company fails to comply with the said terms and conditions, our Company will not be entitled to such tax incentives and benefits which may have an adverse effect on our results of operations and financial condition. Further, our Company cannot assure you that the Indian Government will not enact laws in the future that would adversely impact the tax incentives and benefits and consequently, the tax liabilities and profits of our Company. Any change in tax structure or the withdrawal of any benefits to the industry may adversely affect our business, financial condition, results of operations and profitability.

43. If we are unable to establish and maintain effective internal controls and compliance system, our business and reputation could be adversely affected.

We are responsible for establishing and maintaining adequate internal measures commensurate with the size and complexity of operations. Our internal audit functions make an evaluation of the adequacy and effectiveness of internal systems 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 past material instances of failure to maintain effective internal controls and compliance system. 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.

Further, our operations are subject to anti-corruption laws and regulations. These laws generally prohibit us and our employees and intermediaries from bribing, being bribed or making other prohibited payments to government officials or other persons to obtain or retain business or gain some other business advantage. We participate in collaborations and relationships with third parties whose actions could potentially subject us to liability under these laws or other local anti-corruption laws. While our code of conduct requires our employees and intermediaries to comply with all applicable laws, and we continue to enhance our policies and procedures in an effort to ensure compliance with applicable anti-corruption laws and regulations, these measures may not prevent the breach of such anti-corruption laws, as there are risks of such breaches in emerging markets, such as India, including within the solar sector. If we are not in compliance with applicable anti-corruption laws, we may be subject to criminal and civil penalties, disgorgement and other sanctions and remedial measures, and legal expenses, which could have an adverse impact on our business, financial condition, results of operations and liquidity. Likewise, any investigation of any potential violations of anti-corruption laws by the relevant authorities could also have an adverse impact on our business and reputation.

As we continue to grow, there can be no assurance that there will be no other instances of such inadvertent non-compliances with statutory requirements, which may subject us to regulatory action, including monetary penalties, which may adversely affect our business and reputation.

44. We are exposed to operational risks, including fraud, theft and embezzlement, which may adversely affect our reputation, business, financial condition, results of operations and cash flows.

Our business is subject to incidents of vendor, contractor, employee fraud, theft or embezzlement. We take reasonable steps to maintain appropriate procedures for compliance and disclosure and to maintain effective internal controls over our financial reporting so that we produce reliable financial reports and prevent financial fraud. Any lapses in judgment or failures that result from human error can affect the accuracy of our financial reporting, resulting in a loss of investor confidence and a decline in the price of our Equity Shares. While there have been no such instances of lapses of internal controls in the last three Fiscals and the six months period ended September 30, 2024, we cannot assure you that this will not occur in the future.

Further, our operations may be subject to incidents of theft or damage to inventory in transit. We may also encounter some inventory loss on account of employee theft, vendor fraud and general administrative error. While there has been no instance of fraud, theft or employee negligence which we have experienced in the last three Fiscals and the six months period ended September 30, 2024 which had an adverse effect on our business operations, there can be no assurance that we will not experience any fraud, theft, employee negligence, security lapse, loss in transit or similar incidents in the future, which could adversely affect our results of operations, cash flows and financial condition.

45. Failure to retain our technical knowledge confidential may erode our competitive position.

We possess technical knowledge about our products including solar power generation products. Our technical know-how is a significant independent asset, which may not be protected by intellectual property rights such as patents but is protected only as a trade secret. As a result, we cannot be certain that our technical know-how will remain confidential in the long run. Employment contracts with certain of our employees who have special technical knowledge about our products contain a general obligation to keep all such knowledge confidential and non-disclosure of the same. In addition to the confidentiality provisions, these employment agreements typically contain non-compete clauses. If either the confidentiality provisions or the non-compete clauses are unenforceable, we may not be able to maintain the confidentiality of our technical know-how. While we take the necessary precautions, whether contractual or otherwise, to protect the confidential technical knowledge about our products, there can be no assurance that such information may be not disclosed to others or become public knowledge due to circumstances beyond our control including by other licensees of technical knowledge. In the event that confidential technical information or know-how about our products becomes available to third parties or to the public, our competitive advantage over other companies in the solar industry could be diminished, which may have a material adverse effect on our current business, future prospects, financial condition and results of operations.

46. We may be accused of infringing the intellectual property rights of others and we may face claims in this respect that may be costly to resolve and/or limit our ability to use such technology in the future.

As we expand our business, third parties may assert that our technologies or techniques violate their intellectual property rights, including using the word 'Fujiyama' in our brand name. Successful intellectual property claims against us could result in significant financial liability or prevent us from operating all or part of our business. While we have not faced any such claim in the last three Fiscals and the six months period ended September 30, 2024 and despite our efforts to comply with the intellectual property rights of others, we cannot determine with certainty whether we are infringing any existing third-party intellectual property rights which may force us to alter our technologies, change our brand name, obtain additional licenses or cease significant portions of our operations. We may also be susceptible to claims from third parties asserting infringement and other related claims. Regardless of their merits, such claims could materially and adversely affect our relationships with current or future customers and vendors, result in costly litigation, cause product shipment delays or stoppages, divert management's attention and resources, subject us to significant liabilities, require us to enter into additional royalty or licensing agreements or require us to cease certain activities. Any of the foregoing could materially and adversely affect our business, financial condition and results of operations.

47. The grant of options under our employee stock option plan (stock settled) may result in a charge to our profit and loss account and may adversely impact our net income.

Our Company, pursuant to the resolution passed by our Board on September 4, 2023 and our Shareholders on September 30, 2023 adopted the ESOP 2023. ESOP 2023 was further amended pursuant to the resolution passed by our Board and Shareholders' on December 20, 2024 each. As on the date of this Draft Red Herring Prospectus, under ESOP 2023, out of the total pool of 500,000 options 247,644 options have been granted, however, 38,525 options have been vested, of which 38,390 options have been exercised, and 75,563 options have lapsed and 133,691 options are outstanding. For further details on the grants, please see section titled "*Capital Structure – ESOP 2023*" on page 109. Under Ind AS, the grant of stock options under employee stock option schemes will result in a charge to our profit and loss over the vesting period, based on the fair value of options determined on the date of grant.

Our Company may continue to introduce employee stock option schemes in the future, where options may be issued to our employees at a discount to the market price of the Equity Shares, which may have an adverse impact on our business, results of operations, cash flows and financial condition. The holders of our Equity
Shares may also experience dilution of their shareholding to the extent that we issue any Equity Shares pursuant to any options issued under our employee stock option schemes.

48. Our Company has issued Equity Shares at a price that may be lower than the Offer Price in the last 12 months.

Our Company has, undertaken allotments of Equity Shares in the last 12 months preceding the date of this Draft Red Herring Prospectus, details of which are as follows:

Date of allotment of Equity Shares	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Names of the allottees	Form of consideration	Nature of allotment
March 27, 2024	8,421,403	10	100	4,210,702 equity shares of face value ₹ 10 each to Pawan Kumar Garg and 4,210,701 Equity Shares of face value ₹ 10 each to Yogesh Dua	Other than cash^	Allotment of equity shares of face value ₹ 10 each pursuant to conversion of CCPS
November 27, 2024	38,390	10	10	Allotment of 38,390 equity shares of face value of ₹ 10 each to 92 employees#	Cash	Exercise of stock option pursuant to ESOP 2023

^ Consideration for such equity shares (issued pursuant to such conversion of preference shares) was paid at the time of issuance of such preference shares. For details, see "Notes to Capital Structure–-Preference share capital history of our Company" on page 97.

 # Allotment of 1,154 equity shares of face value ₹10 to Ram Mahto, 908 Equity Shares to Manoj Kumar, 1,105 Equity Shares to Pradeep Kumar, 900 Equity Shares to Afroz Ahmed, 626 Equity Shares to Amit Singh Dhiman, 491 Equity Shares to Ajay Kumar, 626 Equity Shares to Prateek Kumar, 920 Equity Shares to Rajesh Tripathi, 626 Equity Shares Dinesh Gautam, 258 Equity Shares to Vijay Kumar, 750 Equity Shares to Rohit Kumar Sharma, 258 Equity Shares to Vikrant Singh, 626 Equity Shares to Satya Prakash Divedi, 258 Equity Shares to Amit Singh Chauhan, 451 Equity Shares to Gorla Sidharth, 258 Equity Shares to Juyal Sangeeta, 286 Equity Shares to Arpit Dua, 258 Equity Shares to Samim Das, 258 Equity Shares to Rajanikumar Govindbhai Gediya, 389 Equity Shares to Shanmugam Parthiban, 702 Equity Shares to Minakshi Sharma, 2,500 Equity Shares to Hanuman Parshad, 258 Equity Shares to Vinay Kumar, 258 Equity Shares to Vipin Kumar, 258 Equity Shares to Sachin Tyagi, 286 Equity Shares to Abhishek Kumar, 286 Equity Shares to Lalit Narendrasing Rajput, 274 Equity Shares to Shashank Shekhar, 258 Equity Shares to Anjali Rawat, 258 Equity Shares to Istekhar Ahmad Ansari, 258 Equity Shares to Kasif, 258 Equity Shares to Subhash Kumar Boran, 184 Equity Shares to Ravi Kumar Sahani, 614 Equity Shares to Himanshu Srivastav, 258 Equity Shares to Prakash V. Aggarwal, 135 Equity Shares to Sudarshan Pradhan, 135 Equity Shares to Amit Pal, 258 Equity Shares to Komal, 258 Equity Shares to Manita, 184 Equity Shares to Daya Kishan Panpai, 552 Equity Shares to Sandeep Singh, 491 Equity Shares to Ankit, 123 Equity Shares to Sarika Chawla, 123 Equity Shares to Vimal Kumar, 62 Equity Shares to Satish Chandra Mishra, 37 Equity Shares to Vikas Kumar Pal, 500 Equity Shares to Vivek Singh, 500 Equity Shares to Prateek Gautam, 135 Equity Shares to Amit Pathania, 500 Equity Shares to Vivek Kumar Yadaw, 135 Equity Shares to Amit Sharma, 135 Equity Shares to Baljeet Jaryal, 99 Equity Shares to Kajal Jaswal, 135 Equity Shares to Himpal, 135 Equity Shares to Kalpana Devi, 135 Equity Shares to Bhupinder Sharma, 135 Equity Shares to Lakul Sharma, 135 Equity Shares to Ashish Kumar, 500 Equity Shares to Rajesh Karan, 140 Equity Shares to Brijpal Singh, 63 Equity Shares to Karan Kumar, 111 Equity Shares to Gaurav Kumar, 107 Equity Shares to Amresh Kumar Chaurasiya, 111 Equity Shares to Pradeep Naryan Verma, 103 Equity Shares to Arun Sharma, 92 Equity Shares to Amit Kumar, 74 Equity Shares to Ravinder Kumar, 74 Equity Shares to Nishant,, 67 Equity Shares to Preeti Sharma, 111 Equity Shares to Harmesh Singh Guleria, 63 Equity Shares to Deepak Kumar Kushwaha, 94 Equity Shares to Madan Singh, 63 Equity Shares to Omkar Singh, 63 Equity Shares to Atul Chauhan, 63 Equity Shares to Mukund Kumar Singh, 500 Equity Shares to Sunny, 135 Equity Shares to Naveen Kumar, 3,750 Equity Shares to Parimal Kumar Jha, 258 Equity Shares to Pulickal Muraleedharan Anishkumar, 2,500 Equity Shares to Shubham Garg, 245 Equity Shares to Rakesh Singh, 125 Equity Shares to Nishtha Jain, 125 Equity Shares to Neha Gupta, 625 Equity Shares to Tamana, 625 Equity Shares to Narender Kumar, 200 Equity Shares to Ram Niwas, 200 Equity Shares to Deepali, 225 Equity Shares to Punam Rani, 625 Equity Shares to Aman Tiwari, 1,000 Equity Shares to Karan Kunar, 1,000 Equity Shares to Anil Kumar, 1,000 Equity Shares to Amit Gupta pursuant to exercise of employee stock options under ESOP 2023.

For further details, please see section titled "*Capital Structure – Notes to Capital Structure*" on page 95. The prices at which Equity Shares have been issued by us in the last 12 months should not be taken to be indicative of the Price Band, Offer Price and the trading price of our Equity Shares after listing.

49. Our Company cannot assure payment of dividends on the Equity Shares in the future.

Our Company has not declared dividends in the past three Fiscals and the six months ended September 30, 2024 and from October 1, 2024 until the date of this Draft Red Herring Prospectus. Our ability to pay dividends in the future will depend on a number of factors identified in the dividend policy of our Company, including financial and internal and any other relevant factors that our Board deem fit to consider before declaring dividend, including among others, profits earned and available for distribution during the financial year, stability of earnings of the Company from the operations, past dividend pattern (if any), cash flow of the Company from the operations, capital expenditure requirements of the Company, distributable surplus available, funding and liquidity considerations and the requirements of funds to service any outstanding loans/facilities. The declaration and payment of dividends will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act 2013. We cannot assure you that we will be able to pay dividends in the future.

50. Our Registered Office, Corporate Office and two of our manufacturing facilities are located on leased premises. There can be no assurance that such lease agreements will be renewed upon termination or that we will be able to obtain other premises on lease on the same or similar commercial terms.

The premises upon which our Registered Office, Corporate Office and two of our manufacturing facilities located are not owned by us. For details of our leasehold properties, see "*Our Business – Property*" on page 260. In the event of any termination or expiry of such lease agreements, we may be required to relocate our operations to other premises during which time our Company may incur the expenses such as (a) transportation and relocation of plant and machinery; (b) setting up of utilities and infrastructure; (c) civil and engineering works; and (d) other miscellaneous expenses. The exact financial impact of such relocation cannot be ascertained at this stage. There can be no assurance that we will be able to retain and renew the lease on the same or similar terms, or find alternate locations on similar terms, or at all.

51. Our Promoters and Promoter Group will continue to exercise significant influence over our Company after completion of the Offer.

As on the date of this Draft Red Herring Prospectus, our Promoters and Promoter Group hold 99.83% of the issued and outstanding equity share capital of our Company. After the completion of the Offer, our Promoters and Promoter Group will continue to control our Company and exercise significant influence over our business policies and affairs and all matters requiring shareholders' approval, including the composition of our Board, the adoption of amendments to our certificate of incorporation, the approval of mergers, strategic acquisitions or joint ventures or the sales of substantially all of our assets, and the policies for dividends, lending, investments and capital expenditures through their shareholding after the Offer. We cannot assure you that our Promoter 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.

52. Our Promoters, Directors, Key Managerial Personnel and Senior Management are interested in our Company's performance in addition to their remuneration and reimbursement of expenses.

Our Promoters, Directors, Key Managerial Personnel and Senior Management are interested in our Company, in addition to the regular remuneration or benefits and reimbursement of expenses, to the extent of their shareholding or the shareholding of their relatives in our Company. Further, our Promoters, Directors, Key Managerial Personnel and Senior Management may also be deemed to be interested in arrangements entered into by our Company with entities in which they or their relatives hold directorships or partnership interests. In addition to the remuneration and reimbursement of expenses to a Director or a KMP or Senior Management, Yogesh Dua and Shiv Kumar Garg also have an interest in our Company to the extent of rent income received by them from our Company pursuant to an agreement dated December 26, 2024 entered into by and between our Company and them in respect of our Registered Office, pursuant to which a rent of ₹ 0.10 million per month is payable to each, Yogesh Dua and Shiv Kumar Garg, respectively by our Company. Further, Shiv Kumar Garg and Sandeep Dua are also interested to the extent of the rent income received by them from our Company pursuant to a rent agreement dated December 19, 2024 entered into by and between Upsinverter.com and our Company in respect of the Parwanoo Facility pursuant to which a monthly rent of ₹ 0.09 million is payable to Upsinverter.com by our Company. For further information, please see section titled "*Our Promoters and Promoter Group – Interest of our Promoters*", "*Our Management – Interest of Directors*" and "*Our Management – Interest of Key Managerial Personnel and Senior Management*" on pages 303 , 288 and 300 respectively. Our Promoter holding Equity Shares may take or block actions with respect to our business which may conflict with the best interests of our Company or that of minority shareholders. For further details, see "*Capital Structure*" on page 94.

53. There are common pursuits between our Company, one of our Directors and Group Company. Since they are engaged in a similar line of business as that of our Company, we may face competition from them and it may adversely impact our business operations.

One of our Directors, Manav Sheoran is a shareholder in Sunseed APV Private Limited, which is engaged in building Agri photovoltaic modules and builds solar projects on agriculture lands (commercial and industrial space). Further, our Group Company, Kura Systems Private Limited manufactures EV chargers which are also manufactured by the Company. While the products are similar, this type of product does not constitute a material portion of the Company's sales.

While the scale and extent of operations and products manufactured by Sunseed APV Private Limited and Kura Systems Private Limited may differ and hence they may not be our direct competitor, however, due to the products manufactured by the aforementioned companies being similar to the products manufactured by us, we may face competition in respect of our products and it may impact our operations, financial condition and results of operations.

54. The majority of our Directors do not have any prior experience in directorship of listed entities, which may affect our ability to meet such additional compliance requirements.

As a listed company, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur as an unlisted company. Further, we will need to maintain and improve the effectiveness of our disclosure controls and procedures, and our internal controls over financial reporting, including keeping adequate records of daily transactions. In order to do this, significant resources and management attention will be required. The majority of our Directors do not have any prior experience of directorship in listed entities. Consequently, additional management attention may be required to ensure compliance with the requirements associated with publicly listed companies. Further, we may need to hire additional personnel with appropriate experience and technical knowledge to ensure that we meet these additional requirements, which may require us to incur additional expenses. We cannot guarantee that we will be able to hire such personal in a timely or efficient manner.

55. Industry information included in this Draft Red Herring Prospectus has been derived from an industry report commissioned, and paid for, by us for such purpose.

We have used the report titled "*Industry Research Report on Power Sector*" dated December 26, 2024 by CARE appointed for purposes of inclusion of such information in this Draft Red Herring Prospectus, and exclusively commissioned by our Company for purposes of inclusion of such information in the Offer Documents at an agreed fees to be paid by our Company. Our Company, our Promoters, and our Directors are not related to CARE. Given the scope and extent of the CARE Report, disclosures are limited to certain excerpts and the CARE 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 issue), that has been materially left out or changed in any manner. The report is a paid report, and is subject to various limitations and based upon certain assumptions that are subjective in nature. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors should not place undue reliance on or base their investment decision solely on this information. In view of the foregoing, investors should consult your own advisors and undertake an independent assessment of information in this Draft Red Herring Prospectus based on, or derived from, the CARE Report before making any investment decision regarding the Offer. Also see section titled "*Certain Conventions, Presentation of Financial, Industry and Market Data – Industry and Market Data*" on page 17.

56. Damage to and/or malfunction of any of our operating systems or cyber security risks could disrupt our operations and adversely affect our business, results of operations, financial condition and cash flows.

We rely on our information technology systems for our operations and on their reliability and functionality for our business success. Its reliability and functionality can be affected by a number of factors, including, but not limited to, the increasing complexity of the IT systems, frequent change and short life span due to technological advancements and data security. If our IT systems malfunction or experience extended periods of downtime, we may not be able to run our operations safely or efficiently. We are subject to cyber security risks and may incur costs to minimize those risks.

Further, any damage or system failure that causes interruptions or delays in the input, retrieval or transmission of data could disrupt our normal operations and possibly interfere with our ability to undertake manufacturing of our products and projects pursuant to the requirements of our contracts. Although no such incidents have occurred in the last three Fiscals and six months ended September 30, 2024, should such an interruption or delay occur, we can neither assure you that it will not result in the loss of data or information that is important to our business nor that we will be able to restore our operational capacity within a sufficiently adequate time-frame to avoid disruptions to our business. If our systems malfunction or experience extended periods of downtime, we will not be able to run our operations safely or efficiently. We may suffer losses in revenue, reputation, volume of business, and our business, financial condition and results of operation may be materially and adversely affected.

57. ***An inability to provide adequate customer support and ancillary services may adversely affect our relationship with our existing and prospective customers, and in turn our business, results of operations, financial condition and cash flows.***

Our customers depend on customer support and ancillary services, which in some cases may be provided by third-party partners such as our distributors, dealers and franchisees, to resolve technical and operational issues in a timely manner. We and our distributors, dealers and franchisees may be unable to timely respond to accommodate short-term increases in demand for our products or associated customer support, including maintenance. We also may be unable to modify the nature, scope and delivery of such services to compete with support services provided by our competitors. Increased operational requests, without corresponding revenue, could increase costs and adversely affect our results of operations and financial condition. Our sales are dependent on our reputation and on positive recommendations from our existing customers. Any failure to maintain adequate and timely customer support and ancillary services, or a market perception that we are unable to do so, could adversely affect our business prospects and financial performance.

58. ***While our business is not seasonal, however, our business prospects and future financial performance depend on the demand for solar power products. Any decrease in demand for such products could adversely affect our business, results of operations and cash flows.***

While our business is not seasonal, however, our business prospects and future financial performance depend on the growth of the solar and renewable power industry in India as well as globally. While we anticipate that the solar industry has a favourable outlook, we cannot assure you that this will be the case in the future and any decrease in preference for solar energy will result in a drop in demand for our products. If the demand for our products under the category of solar power generation system does not increase, our business, results of operations, financial condition and prospects may be adversely impacted.

Additionally, demand for solar products can be difficult to predict as it relies on a number of factors, such as the energy supply, demand and prices for renewable energies and government tenders. There can be no assurance that solar power products and related technologies will continue to be preferred over other alternative renewable energy sources, such as wind energy and hydro energy.

Further, the demand for solar products and related technologies may not grow at the rate we anticipate and may not grow at all. If demand for solar solutions and relevant technologies weaken, our productivity, business prospects and future financial performance would be adversely affected.

External Risk Factors

59. ***Recent global economic conditions have been challenging and continue to affect the Indian market, which may adversely affect our business, financial condition, results of operations, cash flows and prospects.***

The Indian economy and its securities markets are influenced by economic developments and volatility in securities markets in other countries. Investors' reactions to developments in one country may have adverse effects on the market price of securities of companies located in other countries, including India. Negative economic developments, such as rising fiscal or trade deficits, or a default on national debt, in other emerging market countries may also affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy, including the movement of exchange rates and interest rates in India and could then adversely affect our business, financial performance and the price of our Equity Shares.

Any other global economic developments or the perception that any of them could occur may continue to have an adverse effect on global economic conditions and the stability of global financial markets, and may significantly reduce global market liquidity and restrict the ability of key market participants to operate in certain financial markets. Any of these factors could depress economic activity and restrict our access to capital, which could have an adverse effect on our business, financial condition, results of operations, cash flows, prospects and reduce the price of our equity shares.

In particular, the demand for solar power products is influenced by macroeconomic factors, such as the demand and supply and price of other competitive energy products, as well as government policies and regulations concerning the solar power industry. The policies and regulations of the government have been very dynamic in the past and hence affect our operations and business. The price of solar power systems and panels are highly volatile and inconsistent in its trends and requires easy availability of low-cost credit for the end consumers. Any financial disruption could have an adverse effect on our business, future financial performance, shareholders' equity and the price of our Equity Shares.

60. Natural and catastrophic events may reduce energy production below our expectations.

Natural disasters (such as typhoons, flooding, and/or earthquakes), epidemics, pandemics such as COVID-19, and man-made disasters, including acts of war, terrorist attacks, and other events, many of which are beyond our control, may lead to economic instability, including in India or globally, which may in turn adversely affect our business, financial condition, and results of operations. Developments in the ongoing conflict between Russia and Ukraine and the Israel and Hamas have resulted in and may continue to result in a period of sustained instability across global financial markets, induce volatility in commodity prices, adversely impact availability of natural gas, increase in supply chain, logistics times and costs, increase borrowing costs, cause outflow of capital from emerging markets and may lead to overall slowdown in economic activity in India. Our operations may be adversely affected by fires, natural disasters, and/or severe weather, which can result in damage to our property or inventory and generally reduce our productivity and may require us to evacuate personnel and suspend operations. Any terrorist attacks or civil unrest as well as other adverse social, economic, and political events in India could have a negative effect on us. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the price of the Equity Shares. A number of countries in Asia, including India, as well as countries in other parts of the world, are susceptible to contagious diseases and, for example, have had confirmed cases of diseases such as the highly pathogenic H7N9, H5N1, and H1N1 strains of influenza in birds and swine and more recently, the SARS-CoV-2 virus and the monkeypox virus. Another outbreak of any new variant of COVID-19 pandemic such as the new JN.1 variant or future outbreaks of SARS-CoV-2 virus or a similar contagious disease could adversely affect the global economy and economic activity in the region.

Due to nationwide lockdowns, we ceased manufacturing operations for several weeks in April and May of 2020; temporarily affecting our ability to source materials from certain vendors who were unable to transport materials to us; and significant increase in our raw materials cost as a result of freight costs. As a result, any present or future outbreak of a contagious disease could have an adverse effect on our business and the trading price of the Equity Shares.

61. Any downgrading of India's sovereign debt rating by an international rating agency could have a negative impact on our business, results of operations and cash flows.

Our borrowing costs and our access to the debt capital markets depend significantly on the credit ratings of India. Any adverse revisions to credit ratings for India and other jurisdictions we operate in by international rating agencies may adversely impact our ability to raise additional financing and the interest rates and other commercial terms at which such funding is available. This could have an adverse effect on our ability to fund our growth on favourable terms and consequently adversely affect our business and financial performance and the price of the Equity Shares.

62. Changing laws, rules or regulations and legal uncertainties including taxation laws, or their interpretation, such changes may significantly affect our financial statements.

The regulatory environment in which we operate is evolving and is subject to change. Governmental and regulatory bodies in India and other countries may enact new regulations or policies, which may require us to obtain approvals and licenses from applicable governments and other regulatory bodies, or impose onerous requirements and conditions on our operations, in addition to those which we are in the process of obtaining. New compliance requirements could increase our costs or otherwise adversely affect our business, prospects, financial condition and results of operations. Further, the manner in which new requirements will be enforced or interpreted can lead to uncertainty in our operations and could adversely affect our operations. Accordingly, any adverse regulatory change in this regard could lead to fluctuation of prices of raw materials and thereby increase our operational cost. For information on the laws applicable to us, please see section titled "*Key Regulations and Policies*" on page 264.

The Income Tax Act, 1961 ("**IT Act**") was amended to provide domestic companies an option to pay corporate income tax at the effective rate of approximately 25.17% (inclusive of applicable surcharge and health and education cess), as compared to effective rate of 34.94% (inclusive of applicable surcharge and health and education cess), provided such companies do not claim certain specified deductions or exemptions. Further, where a company has opted to pay the reduced corporate tax rate, the minimum alternate tax provisions would not be applicable. Any such future amendments may affect our ability to claim exemptions that we have historically benefited from, and such exemptions may no longer be available to us. Any adverse order passed by the appellate authorities/ tribunals/ courts would have an effect on our profitability.

Further, with the implementation of GST, we are obligated to pass on any benefits accruing to us as result of the transition to GST to the consumer thereby limiting our benefits. In order for us to utilise input credit under GST, the entire value chain has to be GST compliant, including us. While we are and will continue to adhere to the GST rules and regulations, there can be no assurance that our suppliers and dealers will do so. Any such failure may result in increased cost on account of non-compliance with the GST and may adversely affect our business and results of operations.

Earlier, distribution of dividends by a domestic company was subject to Dividend Distribution Tax ("**DDT**"), in the hands of the company at an effective rate of 20.56% (inclusive of applicable surcharge and health and education cess). Such dividends were generally exempt from tax in the hands of the shareholders. However, the GoI has amended the IT Act to abolish the DDT regime. Accordngly, any dividend distributed by a domestic company is subject to tax in the hands of the investor at the applicable rate. Additionally, the Company is required to withhold tax on such dividends distributed at the applicable rate.

Further, the Government of India announced the Union Budget for the Financial Year 2025 – 2026 on February 1, 2025. Following this, the Finance Bill 2025, was introduced in the Lok Sabha on the same day and the bill is currently under parliamentary consideration and is expected to receive the President's assent, becoming the Finance Act, 2025, with effect from April 1, 2025. The Finance Bill, 2025, proposes changes to India's taxation framework, including raising the tax exemption threshold to ₹1.2 million annually and recalibrating tax slabs, with the maximum rate of 30% applying to incomes of ₹2.4 million and above. We have not fully determined the impact of these recent laws and regulations on our business. There is no certainty on the impact of the Finance Bill, 2025 on tax laws or other regulations, which may adversely affect the Company's business, financial condition and results of operations or on the industry in which we operate. Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning, investing or trading in our Equity Shares. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent, may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future.

Similarly, changes in other laws may require additional compliances and/or result in us incurring additional expenditure. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects.

63. If inflation were to rise in India, we might not be able to increase the prices of our services at a proportional rate thereby reducing our margins.

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. India has experienced high inflation in the recent past. Increased inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of transportation, wages, raw materials and other expenses relevant to our business.

High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to adequately pass on to our customers, whether entirely or in part, and may adversely affect our business and financial condition. In particular, we might not be able to reduce our costs or entirely offset any increases in costs with increases in prices for our products. In such case, our business, results of operations, cash flows and financial condition may be adversely affected.

Further, the Government 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.

64. ***We may be affected by competition laws, the adverse application or interpretation of which could adversely affect our business, results of operations and cash flows.***

The Competition Act, 2002, of India, as amended ("**Competition Act**"), regulates practices having an appreciable adverse effect on competition in the relevant market in India ("**AAEC**"). Under the Competition Act, any formal or informal arrangement, understanding, or action in concert, which causes or is likely to cause an AAEC is considered void and may result in the imposition of substantial penalties. Further, any agreement among competitors which directly or indirectly involves the determination of purchase or sale prices, limits or controls production, supply, markets, technical development, investment, or the provision of services or shares the market or source of production or provision of services in any manner, including by way of allocation of geographical area or number of customers in the relevant market or directly or indirectly results in bid-rigging or collusive bidding is presumed to have an AAEC and is considered void. The Competition Act also prohibits abuse of a dominant position by any enterprise. On March 4, 2011, the Government notified and brought into force the combination regulation (merger control) provisions under the Competition Act with effect from June 1, 2011. These provisions require acquisitions of shares, voting rights, assets or control or mergers or amalgamations that cross the prescribed asset and turnover based thresholds to be mandatorily notified to and pre-approved by the Competition Commission of India (the "**CCI**"). Additionally, on May 11, 2011, the CCI issued Competition Commission of India (Procedure for Transaction of Business Relating to Combinations) Regulations, 2011, as amended, which sets out the mechanism for implementation of the merger control regime in India.

The Competition (Amendment) Act, 2023 ("**Competition Amendment Act**") amended the Competition Act and gave the CCI additional powers to prevent practices that harm competition and to protect the interests of consumers and to ensure the freedom of trade carried on by other participants in the markets in India. The Competition Amendment Act, *inter alia,* modifies the scope of certain factors used to determine AAEC, reduces the overall time limit for the assessment of combinations by the CCI and empowers the CCI to impose penalties based on the global turnover of entities, for anti-competitive agreements and abuse of dominant position.

The Competition Act aims to, among others, prohibit all agreements and transactions which may have an AAEC in India. Consequently, all agreements entered by us could be within the purview of the Competition Act. Further, the CCI has extraterritorial powers and can investigate any agreements, abusive conduct, or combination occurring outside India if such agreement, conduct, or combination has an AAEC in India. However, the impact of the provisions of the Competition Act on the agreements entered by us cannot be predicted with certainty at this stage. However, since we pursue an acquisition driven growth strategy, we may be affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI or if any prohibition or substantial penalties are levied under the Competition Act, it would adversely affect our business, results of operations, cash flows, and prospects.

Risks Relating to the Equity Shares and this Offer

65. ***The Offer Price, market capitalization to revenue multiple and price to earnings ratio based on the Offer Price of our Company, may not be indicative of the market price of the Company on listing or thereafter.***

Our revenue from operations and EBITDA for Fiscal 2024 was ₹ 9,246.88 million and ₹ 986.37 million and our market capitalization to revenue from operations (Fiscal 2024) multiple is [●] times and our price to earnings ratio (based on Fiscal 2024) is [●] at the upper end of the price band. The Offer Price of the Equity Shares is proposed to be determined on the basis of assessment of market demand for the Equity Shares offered through a book-building process, and certain quantitative and qualitative factors as set out in the section titled "*Basis for the Offer Price*" on page 132 and the Offer Price, multiples and ratios may not be indicative of the market price of the Company on listing or thereafter.

Accordingly, any valuation exercise undertaken for the purposes of the Offer by our Company would not be based on a benchmark with our industry peers. The relevant financial parameters based on which the Price Band would be determined, shall be disclosed in the advertisement that would be issued for publication of the Price Band.

The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results, market conditions specific to the industry we operate in, developments relating to India, announcements by us or our competitors of significant acquisitions, strategic alliances, our competitors launching new products or superior products, announcements by third parties or governmental entities of significant claims or proceedings against us, volatility in the securities markets in India and other jurisdictions, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors.

66. Pursuant to listing of the Equity Shares, we may be subject to pre-emptive surveillance measures like Additional Surveillance Measure ("ASM") and Graded Surveillance Measures ("GSM") by the Stock Exchanges in order to enhance market integrity and safeguard the interest of investors.

SEBI and the Stock Exchanges, in the past, have introduced various pre-emptive surveillance measures with respect to the shares of listed companies in India (the "**Listed Securities**") in order to enhance market integrity, safeguard the interests of investors and potential market abuses. In addition to various surveillance measures already implemented, and in order to further safeguard the interest of investors, the SEBI and the Stock Exchanges have introduced additional surveillance measures ("**ASM**") and graded surveillance measures ("**GSM**").

ASM is conducted by the Stock Exchanges on Listed Securities with surveillance concerns based on certain objective parameters such as share price, price-to-earnings ratio, percentage of delivery, client concentration, variation in volume of shares and volatility of shares, among other things. GSM is conducted by the Stock Exchanges on Listed Securities where their price quoted on the Stock Exchanges is not commensurate with, among other things, the financial performance and financial condition measures such as earnings, book value, fixed assets, net-worth, other measures such as price-to-earnings multiple and market capitalization and overall financial position of the concerned listed company, the Listed Securities of which are subject to GSM.

For further details in relation to the ASM and GSM Surveillance Measures, including criteria for shortlisting and review of Listed Securities, exemptions from shortlisting and frequently asked questions (FAQs), among other details, refer to the websites of the NSE and the BSE.

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, and low trading volumes 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. These restrictions may include requiring higher margin requirements, requirement of settlement on a trade for trade basis without netting off, limiting trading frequency, reduction of applicable price band, requirement of settlement on gross basis or freezing of price on upper side of trading, as well as mentioning of our Equity Shares on the surveillance dashboards of the Stock Exchanges. The imposition of these restrictions and curbs on trading may have an adverse effect on market price, trading and liquidity of our Equity Shares and on the reputation and conditions of our Company. Any such instance may result in a loss of our reputation and diversion of our management's attention and may also decrease the market price of our Equity Shares which could cause you to lose some or all of your investment.

67. If our Company does not receive the minimum subscription of 90% of the Fresh Issue, the Offer may fail.

In the event our Company does not receive (i) a minimum subscription of 90% of the Fresh Issue, and (ii) a subscription in the Offer as specified under Rule 19(2)(b) of the SCRR, including through devolvement of Underwriters, as applicable, within sixty (60) days from the date of Bid/ Offer Closing Date, 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 any other reason, or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares being offered under the Draft Red Herring Prospectus, 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 four days, our Company and every Director of our Company who is an officer in default, to the extent applicable, shall pay interest as prescribed under applicable law.

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

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

69. Investors may not be able to enforce a judgment of a foreign court against us, our Directors, and executive officers in India respectively, except by way of a law suit in India.

We are incorporated under the laws of India and all of our Directors, Key Management Personnel and Senior Management Personnel reside in India. A substantial portion of our assets are also located in India. Where investors wish to enforce foreign judgments in India, they may face difficulties in enforcing such judgments. India exercises reciprocal recognition and enforcement of judgments in civil and commercial matters with a limited number of jurisdictions. In order to be enforceable, a judgment obtained in a jurisdiction which India recognises as a reciprocating territory must meet certain requirements of the Civil Procedure Code, 1908 (the "**CPC**").

India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments. Recognition and enforcement of foreign judgments is provided for under Section 13, 14 and Section 44A of the CPC on a statutory basis. Section 44A of the CPC provides that where a certified copy of a decree of any superior court, within the meaning of that Section, obtained in any country or territory outside India which the government has by notification declared to be in a reciprocating territory, may be enforced in India by proceedings in execution as if the judgment had been rendered by a district court in India. However, Section 44A of the CPC is applicable only to monetary decrees and does not apply to decrees for amounts payable in respect of taxes, other charges of a like nature or in respect of a fine or other penalties and does not apply to arbitration awards (even if such awards are enforceable as a decree or judgment).

Among other jurisdictions, the United Kingdom, United Arab Emirates, Singapore and Hong Kong have been declared by the government to be reciprocating territories for the purposes of Section 44A of the CPC. The United States has not been declared by the GoI to be a reciprocating territory for the purposes of Section 44A of the CPC. A judgment of a court of a country which is not a reciprocating territory may be enforced in India only by a suit upon the judgment under Section 13 of the CPC, and not by proceedings in execution. Section 13 of the CPC provides that foreign judgments shall be conclusive regarding any matter directly adjudicated upon 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; and/ or (vi) where the judgment sustains a claim founded on a breach of any law then in force in India. The suit must be brought in India within three years from the date of judgment in the same manner as any other suit filed to enforce a civil liability in India.

It cannot be assured that a court in India would award damages on the same basis as a foreign court if an action were brought in India. Furthermore, it is unlikely that an Indian court will enforce foreign judgments if it views the amount of damages awarded as excessive or inconsistent with Indian practice. A party seeking to enforce a foreign judgment in India is required to obtain prior approval from the RBI to repatriate any amount recovered pursuant to the execution of such foreign judgment.

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

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company is generally taxable in India. A securities transaction tax ("**STT**") is levied on and collected by an Indian stock exchange on which equity shares are sold. You may be subject to payment of long-term capital gains tax in India, in addition to payment of STT, on the sale of any Equity Shares held for more than 12 months. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Further, any capital gain realized on the sale of our Equity Shares held for a period of 12 months or less will be subject to short-term capital gains tax in India. While non-residents may claim tax treaty benefits in relation to such capital gains income, generally, Indian tax treaties do not limit India's right to impose tax on capital gains arising from the sale of shares of an Indian company. While non-residents may claim tax treaty benefits in relation to such capital gains income, generally, Indian tax treaties do not limit India's right to impose tax on capital gains arising from the sale of shares of an Indian company.

The Finance Act, 2020 had stipulated that the sale, transfer and issue of certain securities through exchanges, depositories or otherwise to be charged with stamp duty. The Finance Act, 2020 also clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of certain securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor. The stamp duty for transfer of certain securities, other than debentures, on a delivery basis is currently specified under the Finance Act, 2020 at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount. These amendments have come into effect from July 1, 2020. Under the extant provisions, any dividend distributed by a domestic company is subject to tax in the hands of the concerned shareholder at the applicable rates. Additionally, the company distributing dividends is required to withhold tax on such payments at the applicable rate. However, non-resident shareholders may claim benefit of the applicable tax treaty, subject to satisfaction of certain conditions.

Taxes payable by an assessee on the capital gains arising from transfer of long-term capital assets on or after July 23, 2024, shall be calculated at the rate of 12.5% on such long-term capital gains, where the long-term capital gains exceed ₹ 125,000 (this exemption shall be available only where the shares are sold on a Stock Exchange), subject to certain exceptions in case of resident individuals and Hindu Undivided Families. Further, the short-term capital gains on transfer of listed shares shall be taxed at 20% where the shares are sold on Stock Exchange and at applicable rates if otherwise (30% in case of foreign institutional investors).

Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning, investing or trading in our Equity Shares. Unfavorable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals.

71. 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.

On 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 taken for such conversion may reduce the net dividend to foreign investors. In addition, any adverse movement in currency exchange rates during a delay in repatriating the proceeds from a sale of Equity Shares outside India, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares may reduce the proceeds received by Shareholders. For example, the exchange rate between the Indian Rupee and the U.S. dollar has fluctuated substantially in recent years and may continue to fluctuate substantially in the future, which may have an adverse effect on the returns on our Equity Shares, independent of our operating results.

72. ***Our Company's Equity Shares have never been publicly traded and may experience price and volume fluctuations following the completion of the Offer, an active trading market for the Equity Shares may not develop, the price of our Equity Shares may be volatile may not be indicative of the market price of the Equity Shares after the Offer and you may be unable to resell your Equity Shares at or above the Offer Price or at all.***

Prior to the Offer, there has been no public market for our Equity Shares, and an active trading market may not develop or be sustained after the Offer. Listing and quotation does not guarantee that a market for our Equity Shares will develop or, if developed, the liquidity of such market for the Equity Shares. The Offer Price of the Equity Shares is proposed to be determined through a book building process. This price will be based on numerous factors, as described in the section titled "*Basis for the Offer Price*" on page 132. This price may not necessarily be indicative of the market price of our Equity Shares after the Offer is completed. You may not be able to re-sell your Equity Shares at or above the Offer price and may as a result lose all or part of your investment.

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

There has been significant volatility in the Indian stock markets in the recent past, and the trading price of our Equity Shares after this Offer could fluctuate significantly as a result of market volatility or due to various internal or external risks, including but not limited to those described in this Draft Red Herring Prospectus.

The initial public offering price will be determined by the Book Building Process and may not be indicative of prices that will prevail in the open market following the Offer. The market price of our Equity Shares may be influenced by many factors, some of which are beyond our control, including:

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

A decrease in the market price of our Equity Shares could cause you to lose some or all of your investment. As a result of these factors, investors may not be able to resell their Equity Shares at or above the initial public offering price. In addition, the stock market often experiences price and volume fluctuations that are unrelated or disproportionate to the operating performance of a particular company. These broad market fluctuations and industry factors may materially reduce the market price of the Equity Shares, regardless of our Company's performance. There can be no assurance that the investor will be able to resell their Equity Shares at or above the Offer Price.

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

The Equity Shares will be listed on the Stock Exchanges. Pursuant to applicable Indian laws, certain actions must be completed before the Equity Shares can be listed and trading in the Equity Shares may commence. Investors' book entry, or 'demat' accounts with depository participants in India, are expected to be credited within one working day of the date on which the Basis of Allotment is approved by the Stock Exchanges. The Allotment of Equity Shares in the Offer and the credit of such Equity Shares to the applicant's demat account with depository participant could take approximately two Working Days from the Bid/ Offer Closing Date and trading in the Equity Shares upon receipt of final listing and trading approvals from the Stock Exchanges is expected to commence within three Working Days of the Bid/ Offer Closing Date. There could be a failure or delay in listing of the Equity Shares on the Stock Exchanges. Any failure or delay in obtaining the approval or otherwise commence trading in the Equity Shares would restrict investors' ability to dispose of their Equity Shares. There can be no assurance that the Equity Shares will be credited to investors' demat accounts, or that trading in the Equity Shares will commence, within the time periods specified in this risk factor. We could also be required to pay interest at the applicable rates if allotment is not made, refund orders are not dispatched or demat credits are not made to investors within the prescribed time periods.

74. ***Any future issuance of Equity Shares may dilute your shareholding and sale of Equity Shares by the Promoter may adversely affect the trading price of the Equity Shares.***

We may be required to finance our growth, whether organic or inorganic, through future equity offerings. Any future equity issuances by us, including a primary offering, may lead to the dilution of investors' shareholdings in our Company. Any future equity issuances by us (including under an employee benefit scheme) or disposal of our Equity Shares by the Promoters or any of our other principal shareholders or any other change in our shareholding structure to comply with minimum public shareholding norms applicable to listed companies in India or any public perception regarding such issuance or sales may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of our Equity Shares or incurring additional debt. There can be no assurance that we will not issue further Equity Shares or that our existing shareholders including our Promoters will not dispose of further Equity Shares after the completion of the Offer (subject to compliance with the lock-in provisions under the SEBI ICDR Regulations) or pledge or encumber their Equity Shares. Any future issuances could also dilute the value of shareholder's investment in the Equity Shares and adversely affect the trading price of our Equity Shares. Such securities may also be issued at prices below the Offer Price. We may also issue convertible debt securities to finance our future growth or fund our business activities. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of our Equity Shares.

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

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

In addition, pursuant to the Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT, which has been incorporated as the proviso to Rule 6(a) of the FEMA Rules, investments where the beneficial owner of the Equity Shares is situated in or is a citizen of a country which shares land border with India, can only be made through the Government approval route, as prescribed in the Consolidated FDI Policy dated October 15, 2020 and the FEMA Rules. We cannot assure you that any required approval from the RBI or any other governmental agency can be obtained with or without any particular terms or conditions or at all.

We cannot assure investors that any required approval from the RBI or any other governmental agency can be obtained on any particular terms or at all. For further information, please see section titled "*Restrictions on Foreign Ownership of Indian Securities*" on page 468.

76. ***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.

Our Restated Financial Information as at and for the six months ended September 30, 2024 and Fiscal 2024, 2023 and 2022 are derived from our audited financial statements as at and for the six months ended September 30, 2024 and our audited financial statements as at and for Fiscal 2024, 2023 and 2022 prepared in accordance with Ind AS and has been prepared in accordance with Ind AS 34 and restated in accordance with requirements of Section 26 of Part I of Chapter III of Companies Act, SEBI ICDR Regulations and the Guidance Note on "Reports in Company Draft Red Herring Prospectus es (Revised 2019)" issued by ICAI. Ind AS differs in certain significant respects from IFRS, U.S. GAAP and other accounting principles with which prospective investors may be familiar in other countries. If our financial statements were to be prepared in accordance with such other accounting principles, our results of operations, cash flows and financial position may be substantially different. 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.

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

The determination of the Price Band is based on various factors and assumptions, and was determined by our Company in consultation with the BRLMs. Furthermore, the Offer Price of the Equity Shares has been determined by our Company in consultation with the BRLMs through the Book Building Process. These were based on numerous factors, including factors as described under section titled "*Basis for the Offer Price*" on page 132 and may not be indicative of the market price for the Equity Shares after the Offer.

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

78. QIBs and Non-Institutional Bidders were not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid, and Retail Individual Bidders and Eligible Employees Bidding in the Employee Reservation Portion were not permitted to withdraw their Bids after Bid/Offer Closing Date.

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders were required to block the Bid amount on submission of the Bid and were not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Similarly, Retail Individual Bidders and Eligible Employees Bidding under the Employee Reservation Portion could revise their Bids during the Bid/Offer Period and/or withdraw their Bids until the Bid/ Offer Closing date, but not thereafter. While we are required to complete all necessary formalities for listing and commencement of trading of the Equity Shares on all Stock Exchanges where such Equity Shares are proposed to be listed, including Allotment, within three Working Days from the Bid/ Offer Closing Date or such other period as may be prescribed by the SEBI, events affecting the investors' decision to invest in the Equity Shares, including adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operations, cash flows or financial condition may arise between the date of submission of the Bid and Allotment. We may complete the Allotment of the Equity Shares even if such events occur, and such events may limit the investors' ability to sell the Equity Shares Allotted pursuant to the Offer or cause the trading price of the Equity Shares to decline on listing. Therefore, QIBs and Non-Institutional Bidders could not withdraw or lower their bids following adverse developments in international or national monetary policy, financial, political or economic conditions, our business, results of operations, cash flows or otherwise between the dates of submission of their Bids and Allotment.

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

Under the Companies Act, a company having share capital and incorporated in India must offer its holders of equity shares pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages before the issuance of any new equity shares, unless the pre-emptive rights have been waived by adoption of a special resolution. However, if the laws of the jurisdiction the investors are located in does not permit them to exercise their pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such jurisdiction, the investors will be unable to exercise their pre-emptive rights unless 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 the investor's benefit. The value the custodian receives on the sale of such securities and the related transaction costs cannot be predicted. In addition, to the extent that the investors are unable to exercise pre-emption rights granted in respect of the Equity Shares held by them, their proportional interest in us would be reduced.

80. ***A third-party could be prevented from acquiring control of us post this Offer, because of anti-takeover provisions under Indian law.***

As a listed Indian entity, there are provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company. Under the SEBI Takeover Regulations, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. Although these provisions have been formulated to ensure that interests of investors/shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company subsequent to completion of the Offer. Consequently, even if a potential takeover of our Company would result in the purchase of the Equity Shares at a premium to their market price or would otherwise be beneficial to our shareholders, such a takeover may not be attempted or consummated because of SEBI Takeover Regulations.

SECTION IV: INTRODUCTION

THE OFFER

The following table sets forth details of the Offer:

The Offer of Equity Shares of face value ₹ 1 each **#(1)(2)(6)**	Up to [●] Equity Shares of face value ₹ 1 each aggregating up to ₹ [●] million
of which	
Fresh Issue(1)(6)	Up to [●] Equity Shares of face value ₹ 1 each aggregating up to ₹ 6,000.00 million
Offer for Sale(2)	Up to 20,000,000 Equity Shares of face value ₹ 1 each aggregating up to ₹ [●] million
which includes	
Employee Reservation Portion(4)	Up to [●] Equity Shares of face value of ₹1 each aggregating up to ₹[●] million
The Net Offer consists of	
A) QIB Portion(5)(6)	Not more than [●] Equity Shares of face value ₹ 1 each
of which	
Anchor Investor Portion(6)	Up to [●] Equity Shares of face value ₹ 1 each
Net QIB Portion available for allocation to QIBs other than Anchor Investors (assuming Anchor Investor Portion is fully subscribed)	Up to [●] Equity Shares of face value ₹ 1 each
of which	
Available for allocation to Mutual Funds only (5% of the Net QIB Portion) (6)	Up to [●] Equity Shares of face value ₹ 1 each
Balance of the Net QIB Portion for all QIBs including Mutual Funds	Up to [●] Equity Shares of face value ₹ 1 each
B) Non-Institutional Portion	Not less than [●] Equity Shares of face value ₹ 1 each
of which	
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 ₹ 1 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 ₹ 1 each
C) Retail Portion(5)	Not less than [●] Equity Shares of face value ₹ 1 each
Pre and post Offer Equity Shares of face value ₹ 1 each	
Equity Shares of face value ₹ 1 each outstanding prior to the Offer (as of the date of this Draft Red Herring Prospectus)	280,095,145 Equity Shares of face value ₹ 1 each
Equity Shares of face value ₹ 1 each outstanding after the Offer	[●] Equity Shares of face value ₹ 1 each
Use of Net Proceeds by our Company	Please see the section titled "*Objects of the Offer*" on page 113 for information about the use of the Net Proceeds. Our Company will not receive any proceeds from the Offer for Sale.

(1) The Offer has been authorized by the resolution of our Board of Directors at their meeting held on December 20, 2024, and the Fresh Issue has been authorised by a special resolution passed by our Shareholders at their meeting dated December 20, 2024.

(2) Each of the Promoter Selling Shareholders, severally and not jointly, has confirmed and authorized their participation in the Offer for Sale in relation to their portion of the Offered Shares through their consent letters each dated March 6, 2025. Each of the Promoter 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 with SEBI in accordance with 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. The details of the authorisations provided by the Promoter Selling Shareholders are as follows:

Name of the Promoter Selling Shareholder	Aggregate proceeds from the Offer for Sale *(in ₹ million)*	Maximum number of Offered Shares	Date of consent letter to participate in the Offer for Sale
Pawan Kumar Garg	[●]	10,000,000	March 6, 2025
Yogesh Dua	[●]	10,000,000	March 6, 2025

(3) Subject to valid bids being received at or above the Offer Price, under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company, in consultation with the Book Running Lead Managers, and the Designated Stock Exchange, subject to applicable laws.

(4) In the event of under-subscription in the Employee Reservation Portion (if any), the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 0.20 million, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹ 0.50 million. The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation up to ₹ 0.50 million), shall be added to the Net Offer. The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation up to ₹ 0.50 million net of Employee Discount, if any), shall be added to the Net Offer. Our Company, in consultation with the BRLMs, may offer a discount of up to [●]% on the Offer Price (equivalent of ₹ [●] per Equity Share) to Eligible Employees bidding in the Employee Reservation Portion which shall be announced two Working Days prior to the Bid/Offer Opening Date. The Employee Reservation Portion shall not exceed 5% of our post-Offer paid-up Equity Share capital. Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid under the Retail Portion in the Net Offer and such Bids will not be treated as multiple bids. For further details, please see "Offer Procedure" "Offer Structure" on page 442 and 436, respectively.

(5) 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 combination of categories of Bidders at the discretion of our Company, in consultation with the Book Running Lead Managers, and the Designated Stock Exchange, subject to applicable laws. In case of under-subscription in the Offer, after meeting the minimum subscription requirement of 90% of the Fresh Issue, the balance subscription in the Offer will be met in the following order of priority: (i) through the sale of Offered Shares being offered by the Promoter Selling Shareholders in the Offer for Sale; and (ii) through the issuance of balance part of the Fresh Issue. In the event of under-subscription in the Offer, Equity Shares shall be allocated in the manner specified in section titled "Terms of the Offer" on page 428.

(6) Our Company may, in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the 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 5% of the Net QIB Portion, the balance Equity Shares available for allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For details, please see section titled "Offer Procedure" on page 442.

(7) Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement for an amount of up to ₹ 1,200.00 million as may be permitted under the applicable law, 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% of the size of the Fresh Issue. 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 the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and Prospectus.

Allocation to Bidders in all categories except the Anchor Investor Portion, if any, Non Institutional Bidders and the Retail Portion, shall be made on a proportionate basis subject to valid Bids received at or above the Offer Price. The allocation to each of the RIB and the NIB, shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion, and the remaining available Equity Shares, if any, shall be allocated on a proportional basis. One-third of the Non-Institutional Portion shall be reserved for applicants with application size of more than ₹ 0.20 million and up to ₹ 1 million, two-thirds of the Non-Institutional Portion shall be reserved for Bidders with an application size of more than ₹ 1 million and the unsubscribed portion in either of the above subcategories may be allocated to Bidders in the other sub-category of Non-Institutional Bidders. The allocation of Equity Shares to each Non-Institutional Bidder 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 allocated on a proportionate basis.

Pursuant to Rule 19(2)(b) of the SCRR, the Offer is being made for at least [●]% of the post-Offer paid-up Equity Share capital of our Company. For more information including in relation to grounds for rejection of Bids, please see section titled "*Offer Structure*" "*Offer Procedure*" and "*Terms of the Offer*" on pages 436, 442 and 428, respectively.

SUMMARY FINANCIAL INFORMATION

The following tables set forth a summary of financial information derived from our Restated Financial Information. The summary financial information presented below should be read in conjunction with section titled "*Restated Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 307 and 371, respectively.

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Summary of Restated Statement of Assets and Liabilities

(in ₹ million)

Particulars	Six months period ended September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Assets				
Non-current assets				
(a) Property, plant and equipment	2,076.15	2,065.93	1,616.58	372.36
(b) Capital work-in-progress	4.94	-	79.73	-
(c) Investment property	-	-	21.28	-
(d) Right of use assets	130.04	114.53	115.31	75.54
(e) Goodwill on consolidation	564.13	564.13	564.13	693.43
(f) Other Intangible assets	23.53	16.16	5.01	0.63
(g) Financial assets				
(i) Investments	0.02	0.02	0.02	0.07
(ii) Other financial assets	20.53	19.55	49.75	49.86
(h) Deferred tax assets (net)	-	-	-	6.00
(i) Other non-current assets	99.94	5.86	23.80	30.37
Total non-current assets	**2,919.28**	**2,786.18**	**2,475.61**	**1,228.26**
Current assets				
(a) Inventories	3,288.42	2,321.47	1,871.96	1,780.72
(b) Financial assets				
(i) Trade receivables	573.31	646.80	285.36	394.74
(ii) Cash and cash equivalents	42.20	42.16	1.13	0.34
(iii) Bank balances other than cash and cash equivalents (ii) above	92.06	105.66	134.53	201.94
(vi) Other financial assets	7.73	1.05	0.21	5.62
(c) Other current assets	357.49	172.54	376.83	387.50
(d) Assets held for Sales	-	20.55	-	-
Total current assets	**4,361.21**	**3,310.23**	**2,670.02**	**2,770.86**
Total Assets	**7,280.49**	**6,096.41**	**5,145.63**	**3,999.12**
Equity and liabilities				
Equity				
(a) Equity share capital	245.37	245.37	136.48	136.48
(b) Instruments entirely equity in nature	-	-	1,088.85	1,088.85
(C) Other equity	2,904.37	2,150.04	705.50	585.29
Total equity	**3,149.74**	**2,395.41**	**1,930.83**	**1,810.62**
Liabilities				
Non-current liabilities				
(a) Financial liabilities				
(i) Borrowings	707.15	632.14	667.09	145.40
(ii) Lease liabilities	53.04	38.97	38.50	-
(b) Long-term provisions	58.02	44.41	37.25	36.14
(c) Deferred tax liabilities (net)	139.81	115.32	42.34	-
Total non-current liabilities	**958.02**	**830.84**	**785.18**	**181.54**
Current liabilities				
(a) Financial liabilities				
(i) Borrowings	798.46	1,369.73	1,444.35	1,268.84
(ii) Lease Liabilities	7.75	4.89	3.29	-
(iii) Trade payables				

Particulars	Six months period ended September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
- Total outstanding dues of micro enterprises and small enterprises	128.02	125.67	10.45	25.42
- Total outstanding dues of creditors other than micro enterprises and small enterprises	1,683.14	1,024.89	703.17	431.90
(iv) Other financial liabilities	192.69	101.78	76.24	57.93
(b) Other current liabilities	148.96	212.77	188.38	212.36
(c) Provisions	5.41	4.88	3.39	3.52
(d) Current tax liabilities (net)	208.30	25.55	0.35	6.99
Total current liabilities	**3,172.73**	**2,870.16**	**2,429.62**	**2,006.96**
Total equity and liabilities	**7,280.49**	**6,096.41**	**5,145.63**	**3,999.12**

Summary of Restated Statement of Profit and Loss

(in ₹ million)

Particulars	Six months period ended September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
1) Income				
(a) Revenue from operations	7,217.35	9,246.88	6,640.83	5,068.38
(b) Other income	23.53	25.10	12.44	12.88
Total income	**7,240.88**	**9,271.98**	**6,653.27**	**5,081.26**
2) Expenses				
(a) Cost of material consumed	5,371.78	6,975.10	4,998.21	4,257.58
(b) Changes in inventories	(252.74)	(117.43)	20.71	(519.84)
(c) Other operating expenses	231.77	317.36	159.39	88.41
(d) Employee benefits expense	326.20	506.16	435.66	328.18
(e)Finance costs	100.63	257.37	154.26	46.49
(f)Depreciation and amortisation expense	79.37	128.08	59.41	13.65
(g)Other expenses	373.85	579.32	510.87	471.27
Total expenses	**6,230.86**	**8,645.96**	**6,338.51**	**4,685.74**
3) Restated profit before tax and Exceptional items (1-2)	**1,010.02**	**626.02**	**314.76**	**395.52**
4) Add/(less): Exceptional items	-	-	-	-
5) Restated profit before tax (3+4)	**1,010.02**	**626.02**	**314.76**	**395.52**
6) Tax expense				
(i) Current tax	234.46	100.42	23.00	110.00
(ii) Income tax relating to earlier years	-	(0.43)	1.73	(2.47)
(iii) Deferred tax	24.66	73.00	46.37	2.56
Total tax expense	**259.12**	**172.99**	**71.10**	**110.09**
7) Restated profit for the year/period (5-6)	**750.90**	**453.03**	**243.66**	**285.43**
8) Restated Other comprehensive income				
(i) Remeasurement gain / (loss) of defined benefit obligation plans	(0.69)	(0.06)	7.82	(7.01)
(ii) Income tax relating to items that will not be reclassified to profit or loss.	0.17	0.02	(1.97)	1.76
Restated total other comprehensive income	**(0.52)**	**(0.04)**	**5.85**	**(5.25)**
9) Restated total other Comprehensive income for the period/ year (after tax) (7+8)	**750.38**	**452.99**	**249.51**	**280.18**
Earnings per equity share (Nominal value per share INR 10/-)				
- Basic (INR)	30.60	18.46	9.93	11.63
- Diluted (INR)	30.41	18.29	9.93	11.63
Earnings per equity share post split and bonus (Nominal value per share INR 1/-)				
- Basic (INR)	2.68	1.62	0.87	1.02
- Diluted (INR)	2.67	1.61	0.87	1.02

Summary of Restated Statement of Cash Flow

(in ₹ million)

Particulars	Six months period ended September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
A. Cash flows from operating activities				
Restated Profit before tax	1,010.02	626.02	314.76	395.52
Add / (Less): adjustments for	-	-	-	-
Depreciation and amortisation expense	79.37	128.08	59.41	13.65
Finance costs	98.40	253.86	150.90	46.49
Interest expense on lease liability	2.23	3.51	3.36	-
Interest income on bank deposits	(2.09)	(4.56)	(3.28)	(5.30)
Loss allowances on receivables	5.42	65.44	2.94	4.71
Share based payment	3.95	11.58	-	-
Unwinding income on security deposit (net)	(0.16)	(0.04)	(0.01)	-
Operating profit before working capital changes	**1,197.14**	**1,083.89**	**528.08**	**455.07**
Add / (Less): adjustments for change in working capital				
(Increase)/Decrease in trade receivables	68.07	(426.88)	106.44	50.75
(Increase)/Decrease in inventories	(966.95)	(449.51)	(91.24)	(1,054.77)
(Increase)/Decrease in other assets	(184.95)	204.28	10.68	(277.40)
(Increase)/Decrease in other financial assets	(7.65)	29.83	2.34	131.71
Increase/(Decrease) in trade payables	660.60	436.94	256.30	84.81
Increase/(Decrease) in provisions	13.45	8.59	8.80	10.81
Increase/(Decrease) in other liabilities	(58.76)	19.34	(23.98)	139.11
Increase/(Decrease) in other financial liabilities	92.80	22.90	12.76	22.54
Cash generated from operations	**813.75**	**929.38**	**810.18**	**(437.37)**
Add / (Less):-Direct taxes paid (net of refunds)	(51.71)	(74.79)	(31.37)	(147.27)
Net Cash Inflow from operating activities	**762.04**	**854.59**	**778.81**	**(584.64)**
B. Cash flow from investing activities:				
Purchase of property, plant and equipment (incl. capital work in progress and capital advances)	(181.68)	(471.05)	(1,371.47)	(323.72)
Purchase of other intangible assets	(9.60)	(12.92)	(4.89)	(0.08)
Purchase of investment property	-	-	(21.77)	-
Sale proceeds from investment sale	-		0.05	0.05
Proceeds from sale of property, plant and equipment and investment property	15.50	5.05	1.15	-
Interest received	2.24	4.13	6.47	5.30
Net Realization from / (Investment) in fixed deposits	13.60	28.87	67.41	(138.71)
Net cash inflow / (outflow) from investing activities	**(159.94)**	**(445.92)**	**(1,323.05)**	**(457.16)**
C. Cash flow from financing activities:				
Net proceeds from borrowings	(496.26)	(109.57)	697.20	1,086.35
Payment of lease liabilities (including security deposit)	(5.51)	(6.85)	(6.82)	-
Interest paid	(100.29)	(251.22)	(145.35)	(46.49)
Net cash inflow / (outflow) from financing activities	**(602.06)**	**(367.64)**	**545.03**	**1,039.86**

Particulars	**Six months period ended September 30, 2024**	**As at March 31, 2024**	**As at March 31, 2023**	**As at March 31, 2022**
Net increase / (decrease) in cash and cash equivalents (A +B + C)	**0.04**	**41.03**	**0.79**	**(1.94)**
Add: Cash and cash equivalents at the beginning of year / period	42.16	1.13	0.34	2.28
Add/(less): on acquisition / (cessation) of subsidiary	-	-	-	-
Less: Effect of Foreign Exchange in Cash and Cash Equivalent	-	-	-	-
Cash and cash equivalents at the end of period / year	**42.20**	**42.16**	**1.13**	**0.34**

GENERAL INFORMATION

Our Company 'Fujiyama Power Systems Private Limited' was incorporated as 'Fujiyama Power Systems Private Limited', as a private limited company on November 29, 2017 under the Companies Act, 2013, pursuant to a certificate of incorporation dated December 12, 2017, issued by the RoC. Our Company was subsequently converted from a private limited company to a public limited company pursuant to a special resolution passed by our Shareholders on October 10, 2024, and the name of our Company was changed to Fujiyama Power Systems Limited. A fresh certificate of incorporation dated November 20, 2024 was issued by the RoC, pursuant to the change of name of our Company on conversion to a public limited company.

For further details on the changes in the name of our Company, please see section titled "*History and Certain Corporate Matters*" on page 277.

Registered Office of our Company

The address and certain other details of our Registered Office are as follows:

Fujiyama Power Systems Limited
53A/6, Near NDPL Grid Office, Near Metro Station, Industrial Area
Sat Guru Ram Singh Marg,
Delhi 110015, India

Corporate Office of our Company

The address and certain other details of our Corporate Office are as follows:

Fujiyama Power Systems Limited
Plot No. 51-52, Sector Ecotech-1, Ecotech extension-1
Greater Noida 201310, Uttar Pradesh, India

Company Registration Number and Corporate Identity Number

The registration number and corporate identity number of our Company are as follows:

Corporate identity number: U31909DL2017PLC326513

Company Registration number: 326513

Address of the Registrar of Companies

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

4th Floor, IFCI Tower
61, Nehru Place
New Delhi - 110019
Delhi, India

Board of Directors

The Board of our Company as on the date of this Draft Red Herring Prospectus comprises the following:

Name	Designation	DIN	Address
Pawan Kumar Garg	Chairman and Joint Managing Director	08005220	Ho. no. 26/73, Near Jindal Public School, West Punjabi Bagh, Punjabi Bagh, Delhi – 110026, India
Yogesh Dua	Chief Executive Officer and Joint Managing Director	00315251	First Floor, House No 16, Road No 4, Ashoka Park Metro Station, Jaydev Park, Punjabi

Name	Designation	DIN	Address
			Bagh, West Delhi -110026, India
Sonia Bansal Arora	Independent Director	10291330	Ho. no. - 1/9826, Street No. 2, West Gorakh Park, Shahdara, Delhi – 110032, India
Sunil Kumar	Non-Executive Director	09824459	13 Ashoka Park Extn. East Punjabi Bagh, Punjabi Bagh, West Delhi, Delhi-110026, India
Manav Sheoran	Independent Director	10829601	34 Walnut Ave, Atherton, California, United States - 94027
Rajesh Kumar Choudhary	Independent Director	10837108	Ho. no. X C-1, Sahvikas Society, Patparganj, IP Extension, Delhi – 110092, India

For further details of our Board of Directors, please see section titled "*Our Management – Board of Directors*" on page 283.

Company Secretary and Compliance Officer

Rakesh Kumar is the Company Secretary and Compliance Officer of our Company. The contact details are as follows:

Rakesh Kumar
53A/6, Near NDPL Grid Office, Near Metro Station, Industrial Area
Sat Guru Ram Singh Marg, Delhi 110015, India
Telephone: +91 11 41055305
E-mail: cs1@utlsolarfujiyama.com

Registrar to the Offer

MUFG Intime India Private Limited *(formerly known as Link Intime India Private Limited)*
C-101, 247 Park, L B S Marg
Vikhroli West, Mumbai 400083
Maharashtra, India
Telephone: +91 810 811 4949
E-mail: fujiyamapower.ipo@linkintime.co.in
Investor grievance E-mail: fujiyamapower.ipo@linkintime.co.in
Website: www.linkintime.co.in
Contact Person: Shanti Gopalkrishnan
SEBI Registration No.: INR000004058

Investor grievances

Investors can contact the Company Secretary and Compliance Officer, the BRLMs 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 of face value ₹ 1 each 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 those 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 of face value ₹ 1 each 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 using the UPI Mechanism) 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), in case of UPI Bidders using the UPI Mechanism.

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 documents or information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer. 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 of face value ₹ 1 each applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the names and addresses of the BRLMs where the Anchor Investor Application Form was submitted by the Anchor Investor.

Book Running Lead Managers

Motilal Oswal Investment Advisors Limited
Motilal Oswal Tower
Rahimtullah Sayani Road
Opposite Parel ST Depot, Prabhadevi
Mumbai – 400 025
Maharashtra, India
Telephone: +91 22 7193 4380
E-mail: fujiyama.ipo@motilaloswal.com
Website: www.motilaloswalgroup.com
Investor grievance e-mail:
moiaplredressal@motilaloswal.com
Contact person: Sukant Goel/ Ronak Shah
SEBI registration no.: INM000011005

SBI Capital Markets Limited
Unit No. 1501, 15th Floor
A & B Wing, Parinee Crescenzo Building
G Block, Bandra Kurla Complex, Bandra
Mumbai – 400 051
Maharashtra, India
Telephone: +91 22 4006 9807
E-mail: fujiyama.ipo@sbicaps.com
Website: www.sbicaps.com
Investor grievance e-mail:
investor.relations@sbicaps.com
Contact person: Kristina Dias / Krithika Shetty
SEBI Registration No.: INM000003531

Syndicate Members

[●]

Inter-se allocation of responsibilities of the Book Running Lead Managers

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

Sr. No.	Activity	Responsibility	Co-ordination
1.	Capital structuring with the relative components and formalities such as composition of debt and equity, type of instruments, and positioning strategy. Due diligence of Company including its operations / management / business plans / legal etc., Drafting and design of Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus. Ensure compliance and completion of prescribed formalities with the Stock Exchanges, SEBI and RoC including finalisation of RHP, Prospectus, Offer Agreement, and Underwriting Agreements and RoC filing	BRLMs	Motilal Oswal
2.	Drafting and approval of all statutory advertisements	BRLMs	Motilal Oswal
3.	Drafting and approval all publicity material other than statutory advertisements as mentioned in point 2 above, including corporate advertising and brochures and filing of media compliance report with SEBI.	BRLMs	SBICAPS
4.	Appointment of intermediaries (including co-ordinating all agreements to be entered with such parties): advertising agency, registrar, printers,	BRLMs	Motilal Oswal

Sr. No.	Activity	Responsibility	Co-ordination
	banker(s) to the Offer, Sponsor Bank, Share Escrow Agent, Syndicate Member, Monitoring Agency etc.		
5.	Preparation of road show presentation and FAQs for the road show team	BRLMs	SBICAPS
6.	International institutional marketing of the Offer, which will cover, inter alia: • Institutional marketing strategy • Finalising the list and division of international investors for one - to - one meetings • Finalising international road show and investor meeting schedules	BRLMs	SBICAPS
7.	Domestic institutional marketing of the Offer, which will cover, inter alia: • Finalising the list and division of domestic investors for one-to one meetings • Finalising domestic road show and investor meeting schedules	BRLMs	Motilal Oswal
8.	Conduct non-institutional marketing of the Offer	BRLMs	Motilal Oswal
9.	Conduct retail marketing of the Offer, which will cover, inter-alia: • Finalising media, marketing, public relations strategy and publicity budget • Finalising collection centres • Finalising centres for holding conferences for brokers etc. • Follow-up on distribution of publicity and Offer material including form, RHP/Prospectus and deciding on the quantum of the Offer material	BRLMs	SBICAPS
10.	Coordination with Stock Exchanges for anchor intimation, for book building software, bidding terminals and mock trading,	BRLMs	SBICAPS
11.	Managing the book and finalization of pricing in consultation with Company and Selling Shareholder	BRLMs	Motilal Oswal
12.	Post bidding activities including management of escrow accounts, coordinate non-institutional allocation, coordination with Registrar, SCSBs and Bankers to the Offer, 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 Offer, based on correct figures, finalisation of the basis of allotment or weeding out of multiple applications, listing of instruments, dispatch of certificates or demat credit and refunds and coordination with various agencies connected with the post-Offer activity such as registrar to the Offer, Bankers to the Offer, SCSBs including responsibility for underwriting arrangements, as applicable. Payment of the applicable securities transactions tax on sale of unlisted equity shares by the Selling Shareholders under the Offer for Sale to the Government and filing of the securities transactions tax return by the prescribed due date as per Chapter VII of Finance (No. 2) Act, 2004.	BRLMs	SBICAPS

Legal Counsel to the Company as to Indian Law

J. Sagar Associates
B-303, 3rd Floor, Ansal Plaza
Hudco Place, August Kranti Marg
New Delhi – 110049
Delhi, India

Statutory Auditors of our Company

S.N. Dhawan & CO LLP
2nd Floor, 51-52, Sector-18,
Phase-IV, Udyog Vihar, Gurugram,
Haryana 122016, India
E-mail: rahul.singhal@sndhawan.com
Telephone: +91 1244814444
Firm registration number: 000050N/N500045
Peer review certificate number: 014000

Changes in Auditors

Except as disclosed below, there has been no change in our Statutory Auditors in the three years preceding the date of this Draft Red Herring Prospectus:

Particulars	Date of Change	Reasons for Change
S. N. Dhawan & CO LLP 2nd Floor, 51-52, Sector-18 Phase-IV, Udyog Vihar Gurugram - 122016 Haryana, India **Telephone:** +91 1244814444 **Email:** rahul.singhal@sndhawan.com **Firm Registration Number**: 000050N/N500045 **Peer Review Certificate Number**: 014000	April 22, 2024	Appointment due to casual vacancy
Aggarwal Vivek & Co. 308 H-1, Garg Tower, Netaji Subhash Place Pitampura, Delhi – 110034, India **Email**: vivek.625@gmail.com **Firm Registration Number**: 027559N **Date of Appointment:** September 30, 2019	April 4, 2024	Resignation due to preoccupation in other assignments

Bankers to the Company

The Hongkong and Shanghai Banking Corporation Limited, India
25, Barakhamba Road
New Delhi – 110001, India
Telephone: +91 22 4006 9807
Email: kunal.gaba@hsbc.co.in
Website: www.hsbc.co.in
Contact Person: Kunal Gaba

Bajaj Finance Limited
11th Floor, Aggarwal Metro Height
Netaji Subhash Palace
New Delhi – 110034, India
Telephone: +91 20 71576403
Email: surender.negi@bajajfinserv.in
Website: www.bajajfinserv.in
Contact Person: Surender Negi

Axis Bank Limited
CBB
New Delhi – 110001, India
Telephone: +91 22 4006 9807
Email: neetu.vishwakarma@axisbank.com
Website: www.axisbank.com
Contact Person: Neetu Vishwakarma

Bankers to the Offer

[●]

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

Syndicate SCSB branches

In relation to Bids (other than Bids by Anchor Investors) submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the Members of the Syndicate is available on the website of the SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes&intmId=35, which may be updated from time to time or any such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes&intmId=35 or any such other website as may be prescribed by SEBI from time to time.

SCSBs and mobile applications enabled for UPI Mechanism

In accordance with SEBI ICDR Master Circular, UPI Bidders Bidding using the UPI Mechanism may only apply through the SCSBs and mobile applications (apps) using the UPI handles whose name appears on the SEBI website (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, respectively, as updated from time to time. A list of SCSBs and mobile application, which, are live for applying in public issues using UPI Mechanism is also displayed on the website of SEBI.

Registered Brokers

Bidders can submit ASBA Forms in the Offer using the stock broker network of the stock exchange, 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 https://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx? and www.nseindia.com/products/content/equities/ipos/ipo_mem_terminal.htm, respectively, 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 https://www.bseindia.com/Static/PublicIssues/RtaDp.aspx and www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, or such other websites 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 https://www.bseindia.com/Static/PublicIssues/RtaDp.aspx and www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, or such other websites as updated from time to time.

Monitoring Agency

As the size of the Fresh Issue exceeds ₹ 1,000.00 million, our Company will appoint a credit rating agency registered with SEBI as the Monitoring Agency to monitor the utilisation of the Net Proceeds, in accordance with Regulation 41 of the SEBI ICDR Regulations, prior to the filing of the Red Herring Prospectus with the RoC.

For details in relation to the proposed utilisation of the Net Proceeds, please see section titled "*Objects of the Offer*" on page 113.

Appraising entity

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

Grading of the Offer

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

Credit rating

As this is an Offer consisting only of Equity Shares of face value ₹ 1 each, there is no requirement to obtain credit rating for the Offer.

Debenture trustees

As this is an Offer consisting only of Equity Shares of face value ₹ 1 each, the appointment of debenture trustees is not required.

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:

(a) Our Company has received written consent dated March 6, 2025, from S.N. Dhawan & CO LLP, to include their name as required under section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of (i) the examination report dated December 23, 2024 relating to the Restated Financial Information as at and for the six months ended September 30, 2024 and the Fiscals ended March 31, 2024, 2023 and 2022; and (ii) the statement of tax benefits dated March 6, 2025 included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. The term "expert" and "consent" does not represent an "expert" or "consent" within the meaning under the U.S. Securities Act.

(b) Our Company has also received written consent dated March 6, 2025, from Raj Gupta & Co., Chartered Accountants, holding a valid peer review certificate from ICAI, to include their name as required under Section 26(5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus as an "expert" as defined under Section 2(38) of the Companies Act, 2013, in respect of various certifications issued by them in their capacity as Independent Chartered Accountant to our Company on certain financial and operational information included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

(c) Our Company has also received written consent dated March 6, 2025, from Anil Kumar Singh, the Chartered Engineer, to include his name as required under Section 26(5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus as an "expert" as defined under Section 2(38) of the Companies Act, 2013, in relation to their certificate on various information in relation to the manufacturing facilities of our Company and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

(d) Our Company has also received written consent dated March 5, 2025, from Sunrise Engineers, an independent advisory firm of engineers, to include their name as required under Section 26 of the Companies Act, 2013 in this Draft Red Herring Prospectus and as an 'expert' as defined under Section 2(38) of Companies Act, 2013 in respect of the Project Report. Such consent has not been withdrawn up to the time of delivery of this Draft Red Herring Prospectus.

Filing

A copy of this Draft Red Herring Prospectus is being filed electronically on the SEBI Intermediary Portal at https://siportal.sebi.gov.in, as required under Regulation 25(8) of the SEBI ICDR Regulations and in accordance with the SEBI ICDR Master Circular. It will also be filed with SEBI at:

Securities and Exchange Board of India

SEBI Bhavan, Plot No. C4 A, 'G' Block
Bandra Kurla Complex
Bandra (E), Mumbai 400 051
Maharashtra, India

A copy of the Red Herring Prospectus, along with the material contracts and documents will be filed under Section 32 of the Companies Act with the RoC and a copy of the Prospectus will be delivered for filing under Section 26 of the Companies Act with the RoC at its office and through the electronic portal at https://www.mca.gov.in/mcafoportal/login.do.

Book Building Process

The Book Building Process, in the context of the Offer, refers to the process of collection of Bids from investors on the basis of the Red Herring Prospectus, the Bid cum Application Forms and the Revision Forms within the Price Band. Price Band and minimum Bid Lot which will be decided by our Company, in consultation with the BRLMs and, will be advertised in all editions of [●], an English national newspaper and all editions of [●], a Hindi national newspaper (Hindi also being the regional language of Delhi where our Registered Office is located), each with wide circulation, at least two Working Days prior to the Bid/ Offer Opening Date and shall be made available to the Stock Exchanges for the purposes of uploading on their respective websites. The Offer Price shall be determined by our Company, in consultation with the BRLMs, after the Bid/ Offer Closing Date. For details, please see section titled "*Offer Procedure*" on page 442.

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

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are not allowed to withdraw or lower the size of their Bid(s) (in terms of the quantity of the Equity Shares of face value ₹ 1 each or the Bid Amount) at any stage. Retail Individual Investors and other Eligible Employees bidding in the Employee Reservation Portion (subject to the Bid Amount being up to ₹ 0.50 million) can revise their Bid(s) during the Bid/ Offer Period and withdraw their Bids until the Bid/ Offer Closing Date. Anchor Investors cannot withdraw their Bids after the Anchor Investor Bidding Date. Further, except for allocation to Retail Individual Bidders, Non-Institutional Bidders and the Anchor Investors, Allocation to all categories in the Offer will be on a proportionate basis and allocation to Anchor Investors in the Anchor Investor Portion will be on a discretionary basis. Pursuant to SEBI ICDR Master Circular, all individual investors applying in initial public offerings whose application amount is up to ₹ 0.50 million shall use UPI Mechanism. Eligible Employees Bidding under the Employee Reservation Portion for ₹ [●] million 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.

For further details on the method and procedure for Bidding and Book Building Process, please see sections titled "*Terms of the Offer*", "*Offer Structure*" and "*Offer Procedure*" on pages 428, 436 and 442, respectively.

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

Bidders should note the Offer is also subject to: (i) obtaining final listing and trading approvals from the Stock Exchanges, which our Company shall apply for after Allotment; and (ii) filing of the Prospectus with the RoC.

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

Our Company will comply with the SEBI ICDR Regulations and any other directions issued by SEBI in relation to this Offer. In this regard, our Company has appointed the BRLMs to manage this Offer and procure Bids for this Offer.

Underwriting Agreement

After the determination of the Offer Price and allocation of Equity Shares of face value ₹ 1 each, but prior to the filing of the Prospectus with the RoC, our Company will enter into an Underwriting Agreement with the Underwriters for the Equity Shares of face value ₹ 1 each proposed to be offered through the Offer. The extent of underwriting obligations and the Bids to be underwritten in the Offer shall be as per the Underwriting Agreement. The Underwriting Agreement is dated [●]. 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 Underwriters have indicated their intention to underwrite the following number of Equity Shares of face value ₹ 1 each:

(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 of face value ₹ 1 each, but prior to the filing of the Prospectus with the RoC. This portion has been intentionally left blank and will be completed before filing the Prospectus with the RoC.).

Name, address, telephone number and e-mail address of the Underwriters	Indicative Number of Equity Shares of face value ₹ 1 each to be Underwritten	Amount Underwritten (in ₹ million)
[●]	[●]	[●]

The abovementioned underwriting commitment is provided for indicative purposes only and will be finalised after determination of Offer Price and finalisation of Basis of Allotment and subject to the provisions of the SEBI ICDR Regulations.

In the opinion of the Board of Directors (based on representations made to our Company by the Underwriters), the resources of 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 brokers with the Stock Exchange(s). The Board of Directors/ IPO Committee will accept and enter into the Underwriting Agreement mentioned above on behalf of our Company.

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitment 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 of face value ₹ 1 each allocated to investors respectively procured by them in accordance with 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 subscribers for or subscribe to the Equity Shares of face value ₹ 1 each to the extent of the defaulted amount in accordance with the Underwriting Agreement.

CAPITAL STRUCTURE

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

(in ₹, except share data)

		Aggregate value at face value	Aggregate value at Offer Price*
A	**AUTHORIZED SHARE CAPITAL[1]**		
	1,250,000,000 Equity Shares of face value ₹ 1 each	1,250,000,000	-
B	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER[2]**		
	280,095,145 Equity Shares of face value ₹ 1 each	280,095,145	-
D	**PRESENT OFFER IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS**		
	Offer of up to [●] Equity Shares of face value of ₹ 1 each aggregating up to ₹ [●] million [3]	[●]	[●]
	Which includes:		
	- Fresh Issue of up to [•] Equity Shares of face value of ₹ 1 each[3] [4]	[●]	[●]
	- Offer for Sale of up to 20,000,000 Equity Shares of face value ₹ 1 each by the Promoter Selling Shareholders [●] [5]	[●]	[●]
	- Employee Reservation Portion of up to [●] Equity Shares of face value of ₹ 1 each aggregating up to ₹ [●] million[6]	[●]	[●]
	Net Offer of up to [●] Equity Shares of face value of ₹ 1 each aggregating up to ₹ [●] million	[●]	[●]
E	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER**		
	[●] Equity Shares of face value of ₹ 1 each*	[●]	-
F	**SECURITIES PREMIUM ACCOUNT**		
	Before the Offer	945.62 million	
	After the Offer*	[●]	

** To be included upon finalization of the Offer Price*

[1] *For details in relation to the changes in the authorized share capital of our Company since incorporation, please see section titled "History and Certain Corporate Matters – Amendments to the Memorandum of Association" on page 277.*

[2] *Our Company has pursuant to the Board resolution dated November 27, 2024 and Shareholders' resolution dated November 28, 2024, sub-divided equity shares having face value of ₹10 each into Equity Shares of face value ₹ 1 each.*

[3] *The Offer has been authorized by a resolution of our Board of Directors dated December 20, 2024. Our Shareholders have authorized the Fresh Issue pursuant to special resolution dated December 20, 2024.*

[4] *Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement for an amount of up to ₹ 1,200.00 million as may be permitted under the applicable law, 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% of the size of the Fresh Issue. 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 the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and Prospectus."*

[5] *Our Board has taken on record the approval for the Offer for Sale by each of the Promoter Selling Shareholders pursuant to its resolution dated March 6, 2025 . The Promoter Selling Shareholders have confirmed that the Offered Shares are eligible for being offered for sale in the Offer in accordance with the provisions of the SEBI ICDR Regulations. The Promoter Selling Shareholders have confirmed and authorized their participation in the Offer for Sale. For details on authorization of the Promoter Selling Shareholders in relation to the Offered Shares, please see section titled "Other Regulatory and Statutory Disclosures" on page 414.*

[6] *The Employee Reservation Portion shall not exceed 5% of our post-Offer paid up Equity Share capital. In the event of under-subscription in the Employee Reservation Portion (if any), the unsubscribed portion was made available for allocation proportionately to all Eligible Employees who Bid in excess of ₹ 0.20 million (net of Employee Discount), subject to the maximum value of allocation made to such Eligible Employee not exceeding ₹ 0.50 million (net of Employee Discount). The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation up to ₹ 0.50 million net of Employee Discount), was added to the Net Offer. Our Company, in consultation with the BRLMs, has offered a discount of [●] on the Offer Price (equivalent of ₹ [●] per Equity Share) to Eligible Employees bidding in the Employee Reservation Portion announced two Working Days prior to the Bid/Offer Opening Date. For further details, please see section titled "Offer Procedure" and "Offer Structure" on page 442 and 436, respectively*

Notes to capital structure

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

The history of the Equity Share capital of our Company is set out in the table below:

Date of allotment of Equity Shares	Number of Equity Shares allotted	Details of allottees	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consideration	Reason/ Nature of allotment	Cumulative number of equity shares	Cumulative paid-up equity share capital (₹)
December 21, 2017	10,000	5,000 equity shares of face value ₹ 10 each to Pawan Kumar Garg and Yogesh Dua each	10	10	Cash	Initial subscription to MoA(1)	10,000	100,000
June 20, 2018	13,637,738	6,820,901 equity shares of face value ₹ 10 each to Pawan Kumar Garg and 6,816,837 Equity Shares of face value ₹ 10 each to Yogesh Dua	10	10	Other than cash(2)	Transfer of entire business of M/s Fujiyama Power Systems (Partnership firm) as going concern to our Company	13,647,738	136,477,380
June 30, 2023	1,352,262	676,131 equity shares of face value ₹ 10 each to Pawan Kumar Garg and Yogesh Dua each	10	100	Other than cash (3)	Allotment of equity shares of face value ₹ 10 each pursuant to conversion of CCPS	15,000,000	150,000,000
February 19, 2024	1,114,850	557,425 equity shares of face value ₹ 10 each to Pawan Kumar Garg and Yogesh Dua each	10	100	Other than cash (3)	Allotment of equity shares of face value ₹ 10 each pursuant to conversion of CCPS	16,114,850	161,148,500
March 27, 2024	8,421,403	4,210,702 equity shares of face value ₹ 10 each to Pawan Kumar Garg and 4,210,701 Equity Shares of face value ₹ 10 each to Yogesh Dua	10	100	Other than cash (3)	Allotment of equity shares of face value ₹ 10 each pursuant to conversion of CCPS	24,536,253	245,362,530
November 27, 2024	38,390	Allotment of 38,390 equity shares of face value of ₹ 10 each to 92 employees (4)	10	10	Cash	Exercise of stock option pursuant to ESOP 2023	24,574,643	245,746,430
Pursuant to a resolution passed by the Board dated November 27, 2024 and a special resolution passed by the Shareholders' dated November 28, 2024 the erstwhile equity shares of face value ₹ 10 each of our Company were sub-divided into Equity Shares of face value of ₹ 1 each. Consequently, the issued and subscribed Equity Share capital of our Company, comprising 24,574,643 Equity Shares of face value ₹ 10 each, was sub-divided into 245,746,430 Equity Shares of face value ₹ 1 each.								

Date of allotment of Equity Shares	Number of Equity Shares allotted	Details of allottees	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consideration	Reason/ Nature of allotment	Cumulative number of equity shares	Cumulative paid-up equity share capital (₹)
December 20, 2024(6)	34,348,715	Allotment of 34,348,715 Equity Shares of face value ₹ 1 each to the existing shareholders as on December 19, 2024[5]	1	N.A.	N.A.	Bonus issue in the ratio of one Equity Share for every four Equity Shares held.	280,095,145	280,095,145

(1) *Our Company was incorporated on November 29, 2017. The date of subscription to the Memorandum of Association was November 21, 2017, and the allotment of Equity Shares of face value ₹ 10 each pursuant to such subscription was taken on record by our Board on December 21, 2017.*

(2) *In accordance with the terms of memorandum dated May 17, 2018, our Company entered into an agreement with M/s Fujiyama Power Systems, Yogesh Dua, and Pawan Kumar Garg ("**Seller**") recording the transfer of the entire business of M/s Fujiyama Power Systems as a going concern. Pursuant to the term of memorandum dated May 17, 2018, our Company issued 13,637,738 fully paid-up equity shares of our Company, with a face value of ₹10 each, to the Sellers in consideration of the credit balance standing in their capital accounts. For further details, please see section titled "History and Certain Corporate Matters - Details regarding material acquisitions or divestments of business or undertakings" on page 277.*

(3) *Consideration for such equity shares (issued pursuant to such conversion of preference shares) was paid at the time of issuance of such preference shares. For details, please see "Notes to Capital Structure–- Preference share capital history of our Company" on page 97.*

(4) *Allotment of 1,154 equity shares of face value ₹ 10 each of face value ₹ 10 each to Ram Sagun Mahto, 908 equity shares of face value ₹ 10 each to Manoj Kumar, 1,105 equity shares of face value ₹ 10 each to Pradeep Kumar, 900 equity shares of face value ₹ 10 each to Afroz Ahmed, 626 equity shares of face value ₹ 10 each to Amit Singh Dhiman, 491 equity shares of face value ₹ 10 each to Ajay Kumar, 626 equity shares of face value ₹ 10 each to Prateek Kumar, 920 equity shares of face value ₹ 10 each to Rajesh Tripathi, 626 equity shares of face value ₹ 10 each Dinesh Gautam, 258 equity shares of face value ₹ 10 each to Vijay Kumar, 750 equity shares of face value ₹ 10 each to Rohit Kumar Sharma, 258 equity shares of face value ₹ 10 each to Vikrant Singh, 626 equity shares of face value ₹ 10 each to Satya Prakash Divedi, 258 equity shares of face value ₹ 10 each to Amit Singh Chauhan, 451 equity shares of face value ₹ 10 each to Gorla Sidharth, 258 equity shares of face value ₹ 10 each to Sangeeta Baluni, 286 equity shares of face value ₹ 10 each to Arpit Dua, 258 equity shares of face value ₹ 10 each to Samim Das, 258 equity shares of face value ₹ 10 each to Rajanikumar Govindbhai Gediya, 389 equity shares of face value ₹ 10 each to Shanmugam Parthiban, 702 equity shares of face value ₹ 10 each to Minakshi Sharma, 2,500 equity shares of face value ₹ 10 each to Hanuman Parshad, 258 equity shares of face value ₹ 10 each to Vinay Kumar, 258 equity shares of face value ₹ 10 each to Vipin Kumar, 258 equity shares of face value ₹ 10 each to Sachin Tyagi, 286 equity shares of face value ₹ 10 each to Abhishek Kumar, 286 equity shares of face value ₹ 10 each to Lalit Narender Singh Rajput, 274 equity shares of face value ₹ 10 each to Shashank Shekhar, 258 equity shares of face value ₹ 10 each to Anjali Rawat, 258 equity shares of face value ₹ 10 each to Istekhar Ahmad Ansari, 258 equity shares of face value ₹ 10 each to Kasif, 258 equity shares of face value ₹ 10 each to Subhash Kumar Boran, 184 equity shares of face value ₹ 10 each to Ravi Kumar Sahani, 614 equity shares of face value ₹ 10 each to Himanshu Srivastav, 258 equity shares of face value ₹ 10 each to Prakash V. Aggarwal, 135 equity shares of face value ₹ 10 each to Sudarshan Pradhan, 135 equity shares of face value ₹ 10 each to Amit Pal, 258 equity shares of face value ₹ 10 each to Komal, 258 equity shares of face value ₹ 10 each to Manita, 184 equity shares of face value ₹ 10 each to Daya Kishan Panpai, 552 equity shares of face value ₹ 10 each to Sandeep Singh, 491 equity shares of face value ₹ 10 each to Ankit, 123 equity shares of face value ₹ 10 each to Sarika Chawla, 123 equity shares of face value ₹ 10 each to Vimal Kumar, 62 equity shares of face value ₹ 10 each to Satish Chandra Mishra, 37 equity shares of face value ₹ 10 each to Vikas Kumar Pal, 500 equity shares of face value ₹ 10 each to Vivek Singh, 500 equity shares of face value ₹ 10 each to Prateek Gautam, 135 equity shares of face value ₹ 10 each to Amit Pathania, 500 equity shares of face value ₹ 10 each to Vivek Kumar Yadaw, 135 equity shares of face value ₹ 10 each to Amit Sharma, 135 equity shares of face value ₹ 10 each to Baljeet Jaryal, 99 equity shares of face value ₹ 10 each to Kajal Jaswal, 135 equity shares of face value ₹ 10 each to Himpal, 135 equity shares of face value ₹ 10 each to Kalpana Devi, 135 equity shares of face value ₹ 10 each to Bhupinder Sharma, 135 equity shares of face value ₹ 10 each to Lakul Sharma, 135 equity shares of face value ₹ 10 each to Ashish Kumar, 500 equity shares of face value ₹ 10 each to Rajesh Karan, 140 equity shares of face value ₹ 10 each to Brijpal Singh, 63 equity shares of face value ₹ 10 each to Karan Kumar, 111 equity shares of face value ₹ 10 each to Gaurav Kumar, 107 equity shares of face value ₹ 10 each to Amresh Kumar Chaurasiya, 111 equity shares of face value ₹ 10 each to Pradeep Naryan Verma, 103 equity shares of face value ₹ 10 each to Arun Sharma, 92 equity shares of face value ₹ 10 each to Amit Kumar, 74 equity shares of face value ₹ 10 each to Ravinder Kumar, 74 equity shares of face value ₹ 10 each to Nishant Rajput, 67 equity shares of face value ₹ 10 each to Preeti Sharma, 111 equity shares of face value ₹ 10 each to Harmesh Singh Guleria, 63 equity shares of face value ₹ 10 each to Deepak Kumar Kushwaha, 94 equity shares of face value ₹ 10 each to Madan Singh Lodhi, 63 equity shares of face value ₹ 10 each to Omkar Singh, 63 equity shares of face value ₹ 10 each to Atul Chauhan, 63 equity shares of face value ₹ 10 each to Mukund Kumar Singh, 500 equity shares of face value ₹ 10 each to Sunny, 135 equity shares of face value ₹ 10 each to Naveen Kumar, 3,750 equity shares of face value ₹ 10 each to Parimal Kumar Jha, 258 equity shares of face value ₹ 10 each to Pulickal Muraleedharan Anishkumar, 2,500 equity shares of face value ₹ 10 each to Shubham Garg, 245 equity shares of face value ₹ 10 each to Rakesh Singh, 125 equity shares of face value ₹ 10 each to Nishtha Gupta, 125 equity shares of face value ₹ 10 each to Neha Gupta, 625 equity shares of face value ₹ 10 each to Tamana, 625 equity shares of face value ₹ 10 each to Narender Kumar Saini, 200 equity shares of face value ₹ 10 each to Ram Niwas Zangra, 200 equity shares of face value ₹ 10 each to Deepali, 225 equity shares of face value ₹ 10 each to Punam Rani, 625 equity*

shares of face value ₹ 10 each to Aman Tiwari, 1,000 equity shares of face value ₹ 10 each to Karan Kunar, 1,000 equity shares of face value ₹ 10 each to Anil Kumar, 1,000 equity shares of face value ₹ 10 each to Amit Gupta pursuant to exercise of employee stock options under ESOP 2023.

(5) Pawan Kumar Garg through a letter dated November 28, 2024 and in accordance with AoA waived his right to receive bonus shares.

(6) A revised Form PAS-3 dated December 26, 2024 has been filed for the bonus issue for certain corrections in the list of allottees.

<u>*Secondary transactions of Equity Shares*</u>

Date of transfer of Equity Shares	Number of Equity Shares transferred	Details of transferor	Details of transferee*	Nature of transfer	Face value per Equity Share (₹)	Transfer price per Equity Share (₹)	Nature of consideration	Percentage of pre-Offer Equity Share Capital (%)	Percentage of post-Offer Equity Share Capital (%)
July 21, 2018	2,032	Pawan Kumar Garg	Yogesh Dua	Sale	10	10	Cash	0.00	[●]
March 21, 2024	162,970	Pawan Kumar Garg	Rita Garg	Gift	10	N.A.	N.A.	0.58	[●]
March 21, 2024	170,000	Pawan Kumar Garg	Satnarayan Garg	Gift	10	N.A.	N.A.	0.06	[●]
March 21, 2024	1,100,000	Pawan Kumar Garg	Shiv Kumar Garg	Gift	10	N.A.	N.A.	3.92	[●]
March 21, 2024	100,000	Yogesh Dua	Harsh Bala Dua	Gift	10	N.A.	N.A.	0.35	[●]
March 21, 2024	100,000	Yogesh Dua	Anju Bala	Gift	10	N.A.	N.A.	0.35	[●]
March 21, 2024	100,000	Yogesh Dua	Anisha	Gift	10	N.A.	N.A.	0.35	[●]
March 21, 2024	2,200,000	Yogesh Dua	Sunil Kumar	Gift	10	N.A.	N.A.	7.85	[●]
March 21, 2024	1,100,000	Yogesh Dua	Madan Lal	Gift	10	N.A.	N.A.	3.92	[●]
March 27, 2024	1,100,000	Sunil Kumar	Madhvi Bhatia	Gift	10	N.A.	N.A.	3.92	[●]
March 27, 2024	1,100,000	Madan Lal	Sandeep Dua	Gift	10	N.A.	N.A.	3.92	[●]

**Comprising of Promoters (including Promoter Selling Shareholders) and members of the Promoter Group*

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

As of the date of the Draft Red Herring Prospectus, our Company does not have outstanding CCPS. The following table sets forth the history of the preference share capital of our Company:

Date of allotment of preference shares	Number of preference shares allotted	Details of allottees	Face value per preference share (₹)	Acquisition price per preference share (₹)	Estimated Price Per Equity Shares (₹) (based on conversion)	Nature of consideration	Reason/ Nature of allotment	Conversion Ratio of CCPS to Equity Shares	Number of Equity Shares to be allotted/ allotted post conversion	Cumulative number of preference shares	Cumulative paid-up Preference Share capital (₹)
June 20, 2018	10,888,515	Allotment of 5,444,258 CCPS to Pawan Kumar Garg and 5,444,257	100	100	100	Other than Cash#	Transfer of entire business of M/s Fujiyama Power Systems (Partnership firm) as going concern	1:1	10,888,515	10,888,515	1,088,851,500

Date of allotment of preference shares	Number of preference shares allotted	Details of allottees	Face value per preference share (₹)	Acquisition price per preference share (₹)	Estimated Price Per Equity Shares (₹) (based on conversion)	Nature of consideration	Reason/ Nature of allotment	Conversion Ratio of CCPS to Equity Shares	Number of Equity Shares to be allotted/ allotted post conversion	Cumulative number of preference shares	Cumulative paid-up Preference Share capital (₹)
		CCPS to Yogesh Dua									
June 30, 2023	(1,352,262)	676,131 Equity Shares of face value ₹ 10 each to Pawan Kumar Garg and Yogesh Dua each	100	100	N.A.	Other than Cash*	Allotment of Equity Shares of face value ₹ 10 each pursuant to conversion of CCPS	1:1	(1,352,262)	9,536,253	953,625,300
February 19, 2024	(1,114,850)	557,425 Equity Shares of face value ₹ 10 each to Pawan Kumar Garg and Yogesh Dua each	100	100	N.A.	Other than Cash*	Allotment of Equity Shares of face value ₹ 10 each pursuant to conversion of CCPS	1:1	(1,114,850)	8,421,403	842,140,300
March 27, 2024	(8,421,403)	4,210,702 Equity Shares of face value ₹ 10 each to Pawan Kumar Garg and 4,210,701 Equity Shares of face value ₹ 10 each to Yogesh Dua	100	100	N.A.	Other than Cash*	Allotment of Equity Shares of face value ₹ 10 each pursuant to conversion of CCPS	1:1	(8,421,403)	Nil	Nil

Note: As of the date of the DRHP our Company does not have any outstanding preference shares

 # In consideration of value of the intellectual property, commercial rights and goodwill pursuant to memorandum of business transfer dated May 17, 2018. For further details please see section titled "History and Certain Other Corporate Matters" on Page 277.

** Equity Shares issued pursuant to such conversion of preference shares pursuant to memorandum of business transfer dated May 17, 2018.*

3. **Shares issued for consideration other than cash or bonus or out of revaluation reserves**

Except as disclosed below, our Company has not issued any Equity Shares of face value ₹ 1 each or preference shares for consideration other than cash or bonus shares or out of revaluation reserves, since its incorporation.

Equity Shares

Date of allotment	Name(s) of allottee(s)	Reason or nature of allotment	No. of Shares allotted	Face value per Share	Issue price per Share	Benefits accrued to our Company
June 20, 2018	Allotment of 6,820,901 Equity Shares of face value ₹ 10 each to Pawan Kumar Garg and 6,816,837 Equity Shares of face value ₹ 10 each to Yogesh Dua	Transfer of entire business of M/s Fujiyama Power Systems (Partnership firm) as going concern(1)	13,637,738 Equity shares	10	10	Our Company gained the intellectual property, commercial rights and goodwill owned by M/s Fujiyama Power Systems
December 20, 2024	Allotment of 34,348,715 shares of face value ₹ 1 each to the existing shareholders (excluding Pawan Kumar Garg).	Bonus issue in the ratio of one Equity Share for every four Equity Shares held.	Bonus Issue	1	N.A.	Nil

*(1) In accordance with the terms of memorandum dated May 17, 2018, our Company entered into an agreement with M/s Fujiyama Power Systems, Yogesh Dua, and Pawan Kumar Garg ("**Seller**") recording the transfer of the entire business of M/s Fujiyama Power Systems as a going concern. Pursuant to the term of memorandum dated May 17, 2018, our Company issued 13,637,738 fully paid-up equity shares of our Company, with a face value of ₹10 each, to the Sellers in consideration of the credit balance standing in their capital accounts. For further details, please see section titled "History and Certain Corporate Matters - Details regarding material acquisitions or divestments of business or undertakings" on page 280.*

Preference Shares

Date of allotment	Name(s) of allottee(s)	Reason or nature of allotment	No. of Shares allotted	Face value per Share	Issue price per Share	Benefits accrued to our Company
June 20, 2018	Allotment of 5,444,258 CCPS to Pawan Kumar Garg and 5,444,257 CCPS to Yogesh Dua	Transfer of entire business of M/s Fujiyama Power Systems (Partnership firm) as going concern	10,888,515 Preference shares	100	100	Our Company gained the intellectual property, commercial rights and goodwill owned by M/s Fujiyama Power Systems

4. **Offer of shares pursuant to schemes of arrangement**

As of the date of this Draft Red Herring Prospectus, our Company has not allotted any securities in terms of any scheme of arrangement approved under Sections 230-234 of the Companies Act.

5. **Offer of shares which may be at a price lower than the Offer Price in the last year**

The Offer Price shall be determined by our Company, in consultation with the BRLMs after the Bid/Offer

Closing Date. The details of Equity Shares issued by our Company in the last one year preceding the date of filing of this Draft Herring Prospectus which may have been issued at a price lower than the Offer Price have been disclosed in *"-Notes to Capital Structure –Share capital history of our Company –(i) Equity share capital"* on page 95.

6. **Details of Shareholding of our Promoters and members of the Promoter Group in our Company**

As on the date of this Draft Red Herring Prospectus, our Promoters hold 230,453,145 Equity Shares of face value ₹ 1 each, equivalent to 82.27% of the issued, subscribed and paid-up Equity Share capital of our Company as set forth in the table below:

Sr. No.	Name of the Shareholder	Pre-Offer Equity Share Capital		Post-Offer Equity Share Capital*	
		No. of Equity Shares of face value ₹ 10 each	% of total shareholding	No. of Equity Shares of face value ₹ 1 each	% of total shareholding
Promoter					
1.	Pawan Garg	108,351,570	38.68	[●]	[●]
2.	Yogesh Dua	108,351,575	38.68	[●]	[●]
3.	Sunil Kumar	13,750,000	4.91	[●]	[●]
Total		**230,453,145**	**82.27**	**[●]**	**[●]**

** Subject to finalisation of Offer Price and Basis of Allotment*

(i) All Equity Shares of face value ₹ 1 each held by our Promoters are in dematerialized form as on the date of this Draft Red Herring Prospectus.

(ii) ***Build-up of the Promoter's shareholding in our Company***

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

Pawan Kumar Garg:

Date of allotment/ Transfer	Nature of transaction	No. of Equity Shares	Face value per Equity Share (₹)	Offer price/ Transfer price per Equity Share (₹)	Nature of consideration	Percentage of the pre-Offer Equity Share capital (%)	Percentage of the post- Offer Equity Share capital (%)
December 21, 2017	Initial Subscription to the MoA (1)	5,000	10	10	Cash	0.01	[●]
June 20, 2018	Transfer of entire business of M/s Fujiyama Power Systems (Partnership firm) as going concern	6,820,901	10	10	Other than cash(2)	24.35	[●]
July 21, 2018	Transfer of Equity Shares to Yogesh Dua	(2,032)	10	10	Cash	(0.00)	[●]
June 30, 2023	Allotment of Equity Shares of	676,131	10	100	Other than cash (3)	2.41	[●]

Date of allotment/ Transfer	Nature of transaction	No. of Equity Shares	Face value per Equity Share (₹)	Offer price/ Transfer price per Equity Share (₹)	Nature of consideration	Percentage of the pre-Offer Equity Share capital (%)	Percentage of the post- Offer Equity Share capital (%)
	face value ₹ 10 each pursuant to conversion of CCPS						
February 19, 2024	Allotment of Equity Shares of face value ₹ 10 each pursuant to conversion of CCPS	557,425	10	100	Other than cash [(3)]	1.99	[●]
March 21, 2024	Transfer of Equity Shares to Rita Garg	(162,970)	10	N.A.	Gift	(0.58)	[●]
March 21, 2024	Transfer of Equity Shares to Satnarayan Garg	(170,000)	10	N.A.	Gift	(0.06)	[●]
March 21, 2024	Transfer of Equity Shares to Shiv Kumar Garg	(1,100,000)	10	N.A.	Gift	(3.92)	[●]
March 27, 2024	Allotment of Equity Shares of face value ₹ 10 each pursuant to conversion of CCPS	4,210,702	10	100	Other than cash [(3)]	15.03	[●]
Pursuant to a resolution passed by the Board dated November 27, 2024 and a special resolution passed by the Shareholders' dated November 28, 2024 the erstwhile equity shares of face value ₹ 10 each of our Company were sub-divided into Equity Shares of ₹ 1 each. Accordingly, 10,835,157 equity shares of face value 10 of the Company held by Pawan Kumar Garg were subdivided into 108,351,570 equity Shares of face value ₹ 1 each.							
Total		108,351,570				38.68	[●]

(1) Our Company was incorporated on November 29, 2017. The date of subscription to the Memorandum of Association was November 21, 2017, and the allotment of Equity Shares of face value ₹ 10 each pursuant to such subscription was taken on record by our Board on December 21, 20217.

*(2) In accordance with the terms of memorandum dated May 17, 2018, our Company entered into an agreement with M/s Fujiyama Power Systems, Yogesh Dua, and Pawan Kumar Garg ("**Seller**") recording the transfer of the entire business of M/s Fujiyama Power Systems as a going concern. Pursuant to the term of memorandum dated May 17, 2018, our Company issued 13,637,738 fully paid-up equity shares of our Company, with a face value of ₹10 each, to the Sellers in consideration of the credit balance standing in their capital accounts. For further details please see section titled "History and Certain Corporate Matters - Details regarding material acquisitions or divestments of business or undertakings" on page 280.*

(3) Consideration for such equity shares (issued pursuant to such conversion of preference shares) was paid at the time of issuance of such preference shares. For details, please see section titled "Notes to Capital Structure–-Preference share capital history of our Company" on page 97.

Yogesh Dua:

Date of allotment/ Transfer	Nature of transaction	No. of Equity Shares	Face value per Equity Share(₹)	Offer price/ Transfer price per Equity Share (₹)	Nature of consideration	Percentage of the pre-Offer Equity Share capital (%)	Percentage of the post- Offer Equity Share capital (%)
December 21, 2017	Subscription to the Memorandum (1)	5,000	10	10	Cash	0.01	[●]
June 20, 2018	Transfer of entire business of M/s Fujiyama Power Systems (Partnership firm) as going concern	6,816,837	10	10	Other than cash(2)	24.33	[●]
July 21, 2018	Transfer of Shares from Pawan Kumar Garg	2,032	10	10	Cash	(0.00)	[●]
June 30, 2023	Allotment of Equity Shares of face value ₹ 10 each pursuant to conversion of CCPS	676,131	10	100	Other than cash (3)	2.41	[●]
February 19, 2024	Allotment of Equity Shares of face value ₹ 10 each pursuant to conversion of CCPS	557,425	10	100	Other than cash (3)	1.99	[●]
March 21, 2024	Transfer of shares to Harsh Bala Dua	(100,000)	10	N.A.	Gift	(0.35)	[●]
March 21, 2024	Transfer of shares to Anju Bala	(100,000)	10	N.A.	Gift	(0.35)	[●]
March 21, 2024	Transfer of shares to Anisha	(100,000)	10	N.A.	Gift	(0.35)	[●]
March 21, 2024	Transfer of shares to Sunil Kumar	(2,200,000)	10	N.A.	Gift	(7.85)	[●]
March 21, 2024	Transfer of shares to Madan Lal	(1,100,000)	10	N.A.	Gift	(3.92)	[●]
March 27, 2024	Allotment of Equity Shares of face value ₹ 10 each pursuant to conversion of CCPS	4,210,701	10	100	Other than cash (3)	15.03	[●]
Pursuant to a resolution passed by the Board dated November 27, 2024 and a special resolution passed by the Shareholders' dated November 28, 2024 the erstwhile equity shares of face value ₹ 10 each of our Company were sub-							

Date of allotment/ Transfer	Nature of transaction	No. of Equity Shares	Face value per Equity Share(₹)	Offer price/ Transfer price per Equity Share (₹)	Nature of consideration	Percentage of the pre-Offer Equity Share capital (%)	Percentage of the post- Offer Equity Share capital (%)
divided into Equity Shares of ₹ 1 each. Accordingly, 8,668,126 equity shares of face value 10 of the Company held by Yogesh Dua were subdivided into 86,681,260 equity Shares of face value ₹ 1 each.							
December 20, 2024	Bonus issue in the ratio of one Equity share for every four Equity Shares held.	21,670,315	1	N.A.	N.A.	7.73	[●]
Total		108,351,575				38.68	[●]

(1) Our Company was incorporated on November 29, 2017. The date of subscription to the Memorandum of Association was November 21, 2017, and the allotment of Equity Shares of face value ₹ 10 each pursuant to such subscription was taken on record by our Board on December 21, 20217.

*(2) In accordance with the terms of memorandum dated May 17, 2018, our Company entered into an agreement with M/s Fujiyama Power Systems, Yogesh Dua, and Pawan Kumar Garg ("**Seller**") recording the transfer of the entire business of M/s Fujiyama Power Systems as a going concern. Pursuant to the term of memorandum dated May 17, 2018, our Company issued 13,637,738 fully paid-up equity shares of our Company, with a face value of ₹10 each, to the Sellers in consideration of the credit balance standing in their capital accounts. For further details please see section titled "History and Certain Corporate Matters - Details regarding material acquisitions or divestments of business or undertakings" on page 280.*

(3) Consideration for such equity shares (issued pursuant to such conversion of preference shares) was paid at the time of issuance of such preference shares. For details, please see section titled "Notes to Capital Structure–-Preference share capital history of our Company" on page 97.

Sunil Kumar

Date of allotment/ Transfer	Nature of transaction	No. of Equity Shares	Face value per Equity Share (₹)	Offer price/ Transfer price per Equity Share (₹)]	Nature of consideration	Percentage of the pre-Offer Equity Share capital (%)	Percentage of the post-Offer Equity Share capital (%)
March 21, 2024	Transfer of shares from Yogesh Dua	2,200,000	10	N.A.	Gift	7.85	[●]
March 27, 2024	Transfer of shares to Madhvi Bhatia	(1,100,000)	10	N.A.	Gift	(3.92)	[●]
Pursuant to a resolution passed by the Board dated November 27, 2024 and a special resolution passed by the Shareholders' dated November 28, 2024 the erstwhile equity shares of face value ₹ 10 each of our Company were sub-divided into Equity Shares of ₹ 1 each. Accordingly, 1,100,000 equity shares of face value 10 of the Company held by Sunil Kumar were subdivided into 11,000,000 equity Shares of face value ₹ 1 each.							
December 20, 2024	Bonus issue in the ratio of one Equity share for every four Equity Shares held.	2,750,000	1	N.A.	N.A.	0.98	[●]
Total		13,750,000				4.91	[●]

(iii) All the Equity Shares of face value ₹ 1 each held by our Promoter were fully paid-up on the respective dates of allotment or acquisition, as applicable, of such Equity Shares of face value ₹ 1 each.

(iv) ***Encumbrance on Equity shares***

As of the date of the Draft Red Herring Prospectus, none of the Equity shares of our Company held by our Promoters and members of the Promoter Group, are pledged or otherwise encumbered.

(v) ***Equity Shareholding of the Promoter Group (other than our Promoters)***

As on the date of this Draft Red Herring Prospectus, the members of our Promoter Group (other than our Promoter) collectively hold 49,162,125 Equity Shares of face value ₹ 1 each, equivalent to 17.57% of the issued, subscribed and paid-up Equity Share capital of our Company, as set forth in the table below:

Sr. No.	Name of the Shareholder	Pre-Offer Equity Share Capital		Post-Offer Equity Share Capital*	
		No. of Equity Shares of face value ₹ 1 each	% of total Shareholding	No. of Equity Shares of face value ₹ 1 each	% of total Shareholding
1.	Rita Garg	2,037,125	0.73	[●]	[●]
2.	Satnarayan Garg	2,125,000	0.76	[●]	[●]
3.	Shiv Kumar Garg	13,750,000	4.91	[●]	[●]
4.	Harsh Bala Dua	1,250,000	0.45	[●]	[●]
5.	Sandeep Dua	13,750,000	4.91	[●]	[●]
6.	Madhvi Bhatia	13,750,000	4.91	[●]	[●]
7.	Anju Bala	1,250,000	0.45	[●]	[●]
8.	Anisha	1,250,000	0.45	[●]	[●]
Total		**49,162,125**	**17.57**		**[●]**

** Subject to finalisation of Basis of Allotment*

(vi) None of the members of the Promoter Group, the Promoter, the Directors of our Company, nor any of their respective relatives have purchased or sold any securities of our Company during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.

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

(viii) ***Details of minimum Promoters' contribution and applicable lock in***

Pursuant to Regulations 14 and 16 (1) of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Offer Equity Share capital of our Company held by our Promoters shall be considered as minimum promoter's contribution and locked-in for a period of three years or any other period as may be prescribed under applicable law, from the date of Allotment ("**Promoters' Contribution**"). Our Promoters' shareholding in excess of 20% shall be locked in for a period of one year from the date of Allotment. As on the date of this Draft Red Herring Prospectus, our Promoter holds 230,453,145 Equity Shares of face value ₹ 1 each, equivalent to 82.27% of the issued, subscribed and paid-up Equity Share capital of our Company, the required portion of which are eligible for Promoter's Contribution.

Our Promoters have given consent to include such number of Equity Shares of face value ₹ 1 each held by them, in aggregate, as may constitute 20% of the fully diluted post-Offer Equity Share capital of our Company as Promoters' Contribution. Our Promoters have agreed not to dispose, sell, transfer, charge, pledge or otherwise encumber in any manner the Promoter's Contribution from the date of this Draft Red Herring Prospectus, until the expiry of the lock-in period specified above, or for such other time as required under SEBI ICDR Regulations, except as may be permitted, in accordance with the SEBI ICDR Regulations.

The details of Equity Shares of face value ₹ 1 each held by our Promoter, which will be locked-in for minimum Promoters' contribution for a period of three years, from the date of Allotment as Promoter's Contribution are as provided below:

Name of the Promoter	Number of Equity Shares of face value ₹ 1 each locked in #**	Date of allotment/ transfer of Equity Shares and when made fully paid-up	Face value per Equity Share (₹)	Offer/ acquisition price per Equity Share (₹)	Nature of transaction	% of the post-Offer paid-up Equity Share capital, on a fully diluted basis	Date up to which Equity Shares of face value ₹ 1 each locked-in
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Total	[●]	[●]	[●]	[●]	[●]	[●]	[●]

Note: To be updated at the Prospectus stage.
*** Subject to finalisation of Basis of Allotment.*
 # For a period of three years from the date of Allotment

The Equity Shares of face value ₹ 1 each that are being locked-in are not and will not be ineligible for computation of Promoters' Contribution under Regulation 15 of the SEBI ICDR Regulations. In particular, these Equity Shares of face value ₹ 1 each do not and shall not consist of:

(i) Equity Shares of face value ₹ 1 each acquired during the three years preceding the date of this Draft Red Herring Prospectus (a) for consideration other than cash and revaluation of assets or capitalisation of intangible assets is involved in such transaction, or (b) as a result of bonus shares issued by utilization of revaluation reserves or unrealised profits or from bonus issue against Equity Shares of face value ₹ 1 each which are otherwise in-eligible for computation of Promoter's Contribution;

(ii) Equity Shares of face value ₹ 1 each acquired during the one year preceding the date of this Draft Red Herring Prospectus, at a price lower than the price at which the Equity Shares of face value ₹ 1 each are being offered to the public in the Offer;

(iii) Equity Shares of face value ₹ 1 each held by the Promoter that are subject to any pledge or any other form of encumbrance.

(ix) ***Details of share capital locked-in for one year months or any other period prescribed under applicable law***

In addition to 20% of the fully diluted post-Offer shareholding of our Company held by our Promoter and locked-in for a period of three years and our Promoter's shareholding in excess of 20% of the post-Offer Equity Share capital which shall be locked in for a period of one year specified above. In terms of Regulation 17 of the SEBI ICDR Regulations and excluding any categories of shareholders exempted under Regulation 17 of the SEBI ICDR Regulations, as applicable, the entire pre-Offer Equity Share capital of our Company (other than the Equity Shares of face value ₹ 1 each held by our Promoter) will be locked-in for a period of one year from the date of Allotment.

As required under Regulation 20 of the SEBI ICDR Regulations, our Company shall ensure that the details of the Equity Shares of face value ₹ 1 each locked-in are recorded by the relevant Depository.

In terms of Regulation 22 of the SEBI ICDR Regulations, Equity Shares of face value ₹ 1 each held by our Promoter which are locked-in, may be transferred to members of the Promoter Group or to any new promoters, subject to continuation of lock-in in the hands of the transferees for the remaining period and compliance with provisions of the SEBI Takeover Regulations, as applicable and such transferee shall not be eligible to transfer them till the lock-in period stipulated in SEBI ICDR Regulations has expired. The Equity Shares of face value ₹ 1 each held by persons other than our Promoter and locked-in for a period of one year from the date of Allotment in the Offer or any other period as may be prescribed under applicable law, may be transferred to any other person holding Equity Shares of face value ₹ 1 each which are locked-in, subject to the continuation of the lock-in the hands of the transferee for the remaining period and compliance with the provisions of the SEBI Takeover Regulations.

In terms of Regulation 21 of the SEBI ICDR Regulations, the Equity Shares of face value ₹ 1 each held by our Promoter which are locked-in as per Regulation 16 of the SEBI ICDR Regulations, may be pledged only with scheduled commercial banks or public financial institutions or systemically important non-banking finance companies or housing finance companies as collateral security for loans granted by such entity, provided that such pledge of the Equity Shares of face value ₹ 1 each is one of the terms of the sanctioned loan. However, such lock-in will continue pursuant to any invocation of the pledge and the transferee of the Equity Shares of face value ₹ 1 each pursuant to such invocation shall not be eligible to transfer the Equity Shares of face value ₹ 1 each until the expiry of the lock-in period stipulated above.

(x) ***Lock-in of Equity Shares of face value ₹ 1 each Allotted to Anchor Investors***

50% of the Equity Shares of face value ₹ 1 each allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period 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.

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7. **Shareholding pattern of our Company**

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

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid-up Equity Shares of face value ₹ 1 each held (IV)	No. of Partly paid-up Equity Shares of face value ₹ 1 each held (V)	No. of Equity Shares of face value ₹ 1 each underlying Depository Receipts (VI)	Total no. of Equity Shares of face value ₹ 1 each held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of Equity Shares of face value ₹ 1 each (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 of face value ₹ 1 each Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted Equity Share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in Equity Shares of face value ₹ 1 each (XII)		Number of Equity Shares of face value ₹ 1 each pledged or otherwise encumbered (XIII)		Number of Equity Shares of face value ₹ 1 each held in dematerialized form (XIV)
								No. of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Equity Shares of face value ₹ 1 each held (b)	No. (a)	As a % of total Equity Shares of face value ₹ 1 each held (b)	
								Class: Equity	Class: Others	Total								
(A)	Promoter and Promoter Group	11	27,96,15,270	Nil	-	27,961,5270	99.83	27,961,5270	-	27,961,5270	99.83	-	99.83		-		-	27,961,5270
(B)	Public	92	4,79,875	Nil	-	479875	0.17	479875	-	479875	0.17	-	0.17		-		-	479875
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-		-		-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-		-		-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-		-		-	-
	Total	**103**	**28,00,95,145**	**Nil**	**-**	**280095145**	**100**	**28,00,95,145**	**-**	**28,00,95,145**	**100**	**-**	**100**		**-**		**-**	**28,00,95,145**

8. As of the date of the filing of this Draft Red Herring Prospectus, our Company has 103 Shareholders.

9. **Details of shares held by our Directors, Key Managerial Personnel and Senior Management**

Except as disclosed below, none of our Directors or Key Managerial Personnel and Senior Management hold any Equity Shares of face value of ₹ 1 each in our Company as on the date of this Draft Red Herring Prospectus:

Sr. No.	Name	No. of Equity Shares of face value ₹ 1 each held	Pre-Offer (%)	Post-Offer (%)
1.	Pawan Garg	108,351,570	38.68	[●]
2.	Yogesh Dua	108,351,575	38.68	[●]
3.	Sandeep Dua	13,750,000	4.91	[●]
4.	Sunil Kumar	13,750,000	4.91	[●]
5.	Shiv Kumar Garg	13,750,000	4.91	[●]
6.	Parimal Kumar Jha	46,875	0.01	[●]
7.	Shubham Garg	31,250	0.01	[●]
8.	Rajesh Tripathi	11,500	0.00	[●]
9.	Vivek Kumar Yadav	6,250	0.00	[●]
10.	Rajesh Karan	6,250	0.00	[●]
Total		**258,055,270**	**92.11**	[●]

10. **Details of equity shareholding of the major Shareholders of our Company**

(a) Set forth below is a list of Shareholders holding 1% or more of the issued and paid-up share capital of our Company and the number of shares held by them, as on the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity Shares of face value ₹ 1 each	Number of Equity Shares of face value ₹ 1 each on a fully diluted basis	Percentage of the Equity Share capital on a fully diluted basis (%)^
1.	Pawan Garg	108,351,570	108,351,570	38.50
2.	Yogesh Dua	108,351,575	108,351,575	38.50
3.	Sandeep Dua	13,750,000	13,750,000	4.89
4.	Sunil Kumar	13,750,000	13,750,000	4.89
5.	Shiv Kumar Garg	13,750,000	13,750,000	4.89
6.	Madhvi Bhatia	13,750,000	13,750,000	4.89
Total		**271,703,145**	**271,703,145**	**96.54**

^The percentage of the Equity Share capital on a fully diluted basis has been calculated on the basis of total Equity Shares of face value ₹ 1 each held and such number of Equity Shares of face value ₹ 1 each which will result upon conversion of vested equity shares under ESOP 2023.

(b) Set forth below is a list of Shareholders holding 1% or more of the Equity Share capital of our Company and the number of Equity Shares of face value ₹ 1 each held by them, as of 10 days prior to the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity Shares of face value ₹ 1 each	Number of Equity Shares of face value ₹ 1 each on a fully diluted basis	Percentage of the Equity Share capital on a fully diluted basis (%)
1.	Pawan Garg	108,351,570	108,351,570	43.88
2.	Yogesh Dua	86,681,260	86,681,260	35.11
3.	Sandeep Dua	11,000,000	11,000,000	4.46
4.	Sunil Kumar	11,000,000	11,000,000	4.46
5.	Shiv Kumar Garg	11,000,000	11,000,000	4.46
6.	Madhvi Bhatia	11,000,000	11,000,000	4.46
Total		239,032,830	239,032,830	**96.81**

^The percentage of the Equity Share capital on a fully diluted basis has been calculated on the basis of total Equity Shares of face value ₹ 1 each held and such number of Equity Shares of face value ₹ 1 each which will result upon conversion of vested equity shares under ESOP 2023.

(c) Set forth below is a list of Shareholders holding 1% or more of the issued and paid-up Equity Share capital of our Company and the number of Equity Shares of face value ₹ 10 each held by them, as of one year prior to the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity Shares of face value ₹ 10 each	Number of Equity Shares of face value ₹ 10 each on a fully diluted basis	Percentage of the Equity Share capital on a fully diluted basis ^(%)
1.	Pawan Garg	12,268,127	12,268,127	50%
2.	Yogesh Dua	12,268,126	12,268,126	50%

^The percentage of the Equity Share capital on a fully diluted basis has been calculated on the basis of total Equity Shares of face value ₹ 10 each held and such number of Equity Shares of face value ₹ 10 each which will result upon conversion of outstanding CCPS and vested options under ESOP 2023.

(d) Set forth below is a list of Shareholders holding 1% or more of the issued and paid-up Equity Share capital of our Company and the number of Equity Shares of face value ₹ 10 each held by them, as of two years prior to the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity Shares of face value ₹ 10 each	Number of Equity Shares of face value ₹ 10 each on a fully diluted basis	Percentage of the Equity Share capital on a fully diluted basis^ (%)
1.	Pawan Garg	12,268,127	12,268,127	50%
2.	Yogesh Dua	12,268,126	12,268,126	50%

^The percentage of the Equity Share capital on a fully diluted basis has been calculated on the basis of total Equity Shares of face value ₹ 10 each held and such number of Equity Shares of face value ₹ 10 each which will result upon conversion of outstanding CCPS.

11. Except for the issue of Equity Shares of face value ₹ 1 each pursuant to exercise of options granted under the ESOP Scheme, the Pre-IPO Placement and allotment of Equity Shares of face value ₹ 1 each pursuant to the Fresh Issue, there will be no further issue of specified securities whether by way of public issue, rights issue, preferential issue, qualified institutions placement, bonus issue or otherwise, during the period commencing from filing of this Draft Red Herring Prospectus with SEBI until the listing of the Equity Shares of face value ₹ 1 each on the Stock Exchanges or the refund of application monies.

12. Except for the (i) issue of Equity Shares of face value ₹ 1 each pursuant to exercise of options granted under the ESOP Scheme; and (ii) allotment of Equity Shares of face value ₹ 1 each pursuant to the Fresh Issue, there is no proposal or intention or negotiations or consideration by our Company to alter our capital structure by way of split or consolidation of the denomination of the shares or issue of specified securities on a preferential basis or issue of bonus or rights issue or further public offer of specified securities within a period of six months from the Bid/ Offer Opening Date.

13. **ESOP Scheme**

(a) ESOP 2023

Our Company, pursuant to the resolutions passed by our Board in its meeting dated September 4, 2023, and our Shareholders in their meeting dated September 30, 2023 adopted the Employee Stock Option Plan-ESOP scheme 2023 ("**ESOP 2023**") authorize issue of up to 500,000 Equity Shares and which was further amended pursuant to resolution by our Board and Shareholders' dated December 20, 2024, each.

As on the date of this Draft Red Herring Prospectus, under ESOP 2023, out of the total pool of 500,000 options, 247,644 options have been granted, however, 38,525 options have been vested, of which 38,390 options have been exercised, and 75,563 options have lapsed and 133,691 options are outstanding. The ESOP 2023 is compliant with the SEBI SBEB Regulations and the Companies Act, and the allottees under ESOP 2023 are the employees of our Company.

The following table sets forth the particulars of the ESOP 2023 including options granted as on the date of this Draft Red Herring Prospectus, as certified by Raj Gupta & Co., Chartered Accountant, through a certificate dated March 6, 2025:

Particulars	**For the period from October 1, 2024 till the date of the DRHP**	**Six-months period ended September 30, 2024**	**Fiscal 2024**	**Fiscal 2023**	**Fiscal 2022**
Options granted	1,80,600*	Nil	2,29,584	NA	NA
Number of employees to whom options were granted	69	Nil	125	NA	NA
Options vested (Excluding options that have been exercised)	1,350*	38,525	Nil	NA	NA
Options exercised	3,83,900*	Nil	Nil	NA	NA
Options forfeited/ lapsed/ cancelled	Nil	75,563	Nil	NA	NA
Options outstanding (including vested and unvested options)	13,36,910*	1,54,021	2,29,584	NA	NA
Exercise price of options - weighted average exercise price per option (in ₹)	₹ 1 / option*	NA	NA	NA	NA
Total number of Equity Shares that would arise as a result of full exercise of options granted (net of forfeited/ lapsed/ cancelled options) (vested and unvested options)	13,36,910*	1,54,021	2,29,584	NA	NA
Variation in terms of options	NIL				
Money realised by exercise of options (in ₹ million)	3,83,900*	Nil	Nil	NA	NA
Total number of options in force (vested and unvested options)	13,36,910*	1,54,021	2,29,584	NA	NA
Employee wise details of options granted to					
(i) Key Managerial Personnel					
Prashant Gupta	28,400	NA	NA	NA	NA
(ii) 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	NIL				
(iii) Identified employees who are 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 EPS on a pre- Offer basis pursuant to the issue of Equity Shares on exercise of options calculated in accordance with the applicable accounting standard on 'Earnings per Share' (in ₹) for continuing and discontinued operations	Earnings not available	2.67	1.61	NA	NA
Lock-in	NA				
Difference between employee compensation cost calculated using the intrinsic value of stock options and the employee compensation cost that shall have been recognised if the Company had used fair value of options and impact of this difference on profits and EPS of the Company	Not Applicable, the Company has accounted employee compensation in the financial statements using the fair value of options.				

Particulars	For the period from October 1, 2024 till the date of the DRHP	Six-months period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Description of the pricing formula and the 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	**Option Pricing Model:** Black Scholes Model **Risk free rate:** 7.22% **Expected Life:** Vesting Period + Average Exercise Period **Expected Volatility:** 52.39% to 59.55% **Expected Dividend:** Nil				
Impact on profits and EPS of the last three years if the Company had followed the accounting policies specified in the SEBI SBEB & SE Regulations in respect of options granted in the last three years	NIL				
Intention of the Key Managerial Personnel and whole-time directors who are holders of Equity Shares allotted on exercise of options granted under an employee stock option scheme or allotted under an employee stock purchase scheme, to sell their Equity Shares within three months after the date of listing of the Equity Shares in the Offer (aggregate number of Equity Shares intended to be sold by the holders of options), if any	NA				
Intention to sell Equity Shares arising out of an employee stock option scheme or allotted under an employee stock purchase scheme within three months after the date of listing, by Directors, senior managerial personnel and employees having Equity Shares issued under an employee stock option scheme or employee stock purchase scheme amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions) of the Company	NA				

**Note: Pursuant to a resolution passed by Board dated November 27, 2024, and shareholders on November 28, 2024, the Company sub-divided the face value of its equity shares from ₹ 10 to ₹ 1 each. Therefore, consequential impact of the same has been captured in the point no 3.5 of ESOP 2023, amended latest as of December 20, 2024.*

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

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

16. The BRLMs and persons related to the BRLMs or Syndicate Member cannot apply in the Offer under the Anchor Investor Portion, except for Mutual Funds sponsored by entities which are associates of the BRLMs, or insurance companies promoted by entities which are associates of the BRLMs or AIFs sponsored by entities which are associates of the BRLMs or FPIs other than individuals, corporate bodies and family offices which are associates of the BRLMs or pension funds sponsored by entities which are associates of the BRLMs.

17. Except for options granted under the ESOP Scheme, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments into, or which would entitle any person any option to receive Equity Shares of face value ₹ 1 each of our Company, as on the date of this Draft Red Herring Prospectus.

18. All transactions in specified securities of our Company by our Promoters and members of our Promoter Group between the date of filing of this Draft Red Herring Prospectus and the date of closing of the Offer shall be reported to the Stock Exchanges within 24 hours of such transactions.

19. At any given time, there shall be only one denomination of the Equity Shares of face value ₹ 1 each of our Company, unless otherwise permitted by law.

20. Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

21. Our Company has been in compliance with the Companies Act with respect to issuance of securities since inception till the date of filing of this Draft Red Herring Prospectus.

22. Our Company, the Promoters, the Directors and the BRLMs have not entered into buy-back arrangements and / or any other similar arrangements for the purchase of Equity Shares of face value ₹ 1 each being offered through the Offer.

23. All Equity Shares of face value ₹ 1 each issued or transferred pursuant to the Offer shall be fully paid-up at the time of Allotment and there are no partly paid-up Equity Shares of face value ₹ 1 each as on the date of this Draft Red Herring Prospectus.

24. The BRLMs and their respective associates (as defined under SEBI Merchant Banker Regulations) and affiliates in their capacity as principals or agents have engaged or may engage in transactions with, and perform services for, our Company, Directors and/or officers, partners, trustees, affiliates, associates or third parties in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company, Directors and/or officers, partners, trustees, affiliates, associates or third parties, for which they have received, and may in the future receive, customary compensation

25. None of the investors of our Company are directly or indirectly related with the BRLMs and their associates.

26. None of the BRLMs or their associates (as defined under SEBI Merchant Banker Regulations) hold any shares of our Company as on the date of filing of this Draft Red Herring Prospectus.

SECTION V: PARTICULARS OF THE OFFER

OBJECTS OF THE OFFER

The Offer comprises of the Fresh Issue and the Offer for Sale.

The Offer for Sale

Each of the Promoter Selling Shareholders will be entitled to its respective portion of the proceeds of the Offer for Sale, after deducting its respective portion of the Offer related expenses and relevant taxes thereon. Our Company will not receive any proceeds from the Offer for Sale. All expenses in relation to the Offer other than the listing fees (which shall be borne by our Company) shall be shared among our Company and the Promoter Selling Shareholders on a *pro rata* basis, in proportion to the Equity Shares Allotted by our Company in the Fresh Issue and the respective portion of the Offered Shares sold by each Promoter Selling Shareholder in the Offer for Sale, in accordance with applicable law. The table below sets forth certain details in relation to the Promoter Selling Shareholders and their respective Offered Shares:

Sr. No.	Name of the Promoter Selling Shareholder	Number of Offered Shares
1.	Pawan Kumar Garg	10,000,000
2.	Yogesh Dua	10,000,000
Total		20,000,000

Upon commencement of listing and trading of the Equity Shares on the Stock Exchanges pursuant to the Offer, or at the time of the Offer being withdrawn or not completed for any reason whatsoever, each of the Promoter Selling Shareholder shall reimburse our Company for any expenses in relation to the Offer, other than the listing fees, paid by our Company on behalf of each such Promoter Selling Shareholder.

The Objects of the Fresh Issue

The net proceeds of the Fresh Issue, i.e., Gross Proceeds less the Offer expenses apportioned to our Company in relation to the Fresh Issue ("**Net Proceeds**") are proposed to be utilised in the following manner:

1. Part financing the cost of establishing the manufacturing facility in Ratlam, Madhya Pradesh, India (the "**Project**");

2. Repayment and/ or prepayment of all or a portion of certain outstanding borrowings availed by our Company; and

3. General corporate purposes.

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

In addition to the aforementioned Objects, our Company will receive the benefits of listing of its Equity Shares on the Stock Exchanges which, we believe, will result in the enhancement of our Company's brand name and creation of a public market for our Equity Shares in India.

The main objects and the objects incidental and ancillary to the main objects of the MoA enables our Company, (i) to undertake our existing business activities; (ii) to undertake activities for which funds are being raised by us through the Fresh Issue; and (iii) to undertake activities for which the funds earmarked towards general corporate purposes shall be used.

Net Proceeds

The details of the proceeds from the Fresh Issue are provided in the following table:

Particulars	Estimated amount (in ₹ million)
Gross proceeds from the Fresh Issue	6,000.00 (1)
Less: Offer expenses to the extent applicable to the Fresh Issue (only those apportioned to our Company	[●](2)
Net Proceeds	[●](1)(2)

(1) Includes the proceeds, if any, received pursuant to the Pre-IPO Placement for an amount of up to ₹ 1,200.00 million, which may be undertaken at the discretion of our Company, in consultation with the BRLMs, prior to filing of the Red Herring Prospectus. 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 shall not exceed 20% of the size of the Fresh Issue. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. 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 the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and Prospectus.

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

Proposed utilization and schedule of implementation and deployment of Net Proceeds

Deployment of funds

The Net Proceeds are proposed to be utilised and are currently expected to be deployed in accordance with the schedule set forth below:

(*in ₹ million*)

Particulars	Total estimated amount/ expenditure	Total estimated amount/ Amount to be funded from the Net Proceeds(4)	Year wise break-up of the expenditure of the Net Proceeds
			Fiscal 2026
Part financing the cost of establishing the manufacturing facility in Ratlam, Madhya Pradesh, India(1)(2)	2,719.91*	1,800.00(5)	1,800.00
Repayment and/or prepayment of all or a portion of certain outstanding borrowings availed by our Company	2,750.00	2,750.00	2,750.00
General corporate purposes (3)	[●]	[●]	[●]
Total (3)(4)	[●]	[●]	[●]

** The cost includes applicable goods and services tax ("**GST**") of an amount of ₹ 173.72 million. Customs duty as applicable under the Customs Act, 1962 ("**Customs Duty**") and GST as applicable under the Integrated Goods and Service Tax Act, 2017 ("**IGST**") for the import of equipment have not been considered as our Company proposes to avail benefits under the Manufacture and Other Operations in Warehouse Regulations, 2019, under the Customs Act, 1962("**MOOWR**") or Export Promotion Capital Goods ("**EPCG**") scheme of the Government of India for export of goods. The GST is based on the assessable value of services wherever included.*

(1) The costs incurred by our Company for acquisition of land do not form part of the total estimated cost of the Project.

(2) As of February 15, 2025, no amounts have been deployed by our Company towards this object. Therefore, we are not required to obtain Statutory Auditor's certificate certifying the details of the fund deployed in accordance with clause 9(F)(1) under Part A of Schedule VI of the SEBI ICDR Regulations.

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

(4) Includes the proceeds, if any, received pursuant to the Pre-IPO Placement for an amount of up to ₹ 1,200.00 million, which may be undertaken at the discretion of our Company, in consultation with the BRLMs, prior to filing of the Red Herring Prospectus. 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 shall not exceed 20% of the size of the Fresh Issue. The Pre-

IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. 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 the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and Prospectus.

(5) *The Company has entered into borrowing arrangements with Axis Bank Limited ("**Axis Bank**") and The Hongkong and Shanghai Banking Corporation Limited ("**HSBC Bank**"), that have extended facilities amounting to ₹ 200.00 million and ₹ 500.00 million, respectively, pursuant to sanction letters dated December 20, 2024 and March 5, 2025, respectively, to enable our Company to part-finance the Project. The Company proposes to utilise ₹ 700.00 million from the sanctioned amount towards the proposed Project.*

In the event the Net Proceeds are not completely utilised for the Objects during the respective periods stated above due to factors such as (i) economic and business conditions; (ii) delay in procuring and operationalizing assets or necessary licenses and approvals; (iii) timely completion of the Offer; (iv) market conditions outside the control of our Company; and (v) any other commercial considerations, the remaining Net Proceeds shall be utilised (in part or full) in subsequent periods as may be determined by our Company, in accordance with applicable laws.

We may also have to revise our funding requirements and deployment of the Net Proceeds from time to time on account of business and strategy and other external factors such as such as, change in cost, financial and market conditions, demand for our products, change in technology, our management's analysis of economic trends and business requirements, competitive landscape as well as general factors affecting our results of operations, financial condition, access to capital, business and strategy, delay in procuring and operationalizing assets, obtaining necessary licenses and approvals or other external factors, which may not be within the control of our management. This may entail changing the allocation of funds from its planned allocation at the discretion of our management, subject to compliance with applicable law. The deployment of funds indicated above is based on management estimates, current circumstances of our business and prevailing market conditions, which are subject to change. Our Company may decide to accelerate the estimated deployment of Net Proceeds ahead of the schedule of implementation specified above. Any such change in our plans may require rescheduling of our expenditure programs and increasing or decreasing expenditure for a particular Object vis-à-vis the utilization of Net Proceeds. Further, the deployment of funds described herein has not been appraised by any bank or financial institution or any other independent agency. For further information, please see section titled "*Risk Factors – Our funding requirements and proposed deployment of the Gross Proceeds are based on management estimates and may be subject to change based on various factors, some of which are beyond our control*" on page 57.

Subject to applicable laws, in the event of any increase in the actual requirement of funds earmarked for the purposes set forth above, such additional fund requirement will be met by way of means available to us, including from debt and internal accruals.

Details of objects of the Offer

1. Part financing the cost of establishing the manufacturing facility in Ratlam, Madhya Pradesh, India

To capitalize on the expanding markets in western and southern India, serve new distributors and customers, and enhance our export logistics, our Company has selected a location in Ratlam district, Madhya Pradesh, for construction of a manufacturing facility. This manufacturing facility is expected to increase our Company's production capabilities by 2 GW, i.e. 2 GW each for solar panels and solar inverters and 2 GWh for Lithium-ion batteries. The facility is expected to be completed by Fiscal 2026. Our planned aggregate annual installed capacity and growing product portfolio is expected to increase our sales and facilitate access to a large and diversified customer base, both domestic and global. Our increased manufacturing capacity will further give us flexibility to use the capacity at controlled costs giving us better profitability as compared to relying on other suppliers, particularly to meet seasonal demands. For details of benefits related to establishment of the Project, please see section titled "*Our Business – Our Strategies - Expand the manufacturing base for solar panels, inverters and batteries and strengthen back-end integration in solar panels*" on page 233.

In order to establish the Project, we are expected incur costs towards consultancy expenses, building, construction and civil works, purchase of machinery for solar panels, solar, solar inverters and lithium-ion battery manufacturing facility, and other related ancillary equipment, utilities, IT infrastructure, freight charges, miscellaneous and contingencies.

Total estimated cost of the Project

The total estimated cost to establish the Project is ₹ 2,719.91 million, as estimated by our management, which has been certified by Sunrise Engineers, an independent advisory firm of engineers, pursuant to a report dated March 5, 2025 ("**Project Report**"). Out of this estimated cost, approximately ₹ 1,800.00 million is proposed to be utilized from the Net Proceeds. We have made firm arrangements of ₹ 700.00 million (through verifiable means towards 75% of the stated means of finance for the Project proposed to be funded from the Net Procced, excluding the Net Proceeds allocated towards the Project) and the balance shall be funded through external debt and/or internal accruals. For details, see "– *Means of Finance*" on page 121. As a part of the Project, the land, allotted to the Company, on which we propose to establish the Project: (a) is located at Plot No. 11, Industrial Area, Nivesh Kshetra, Tehsil Ratlam, District Ratlam, Madhya Pradesh; and (b) has been leased to our Company by the Madhya Pradesh Industrial Development Corporation ("**MPIDC**"), on a long-term leasehold basis, pursuant to the terms and conditions of a lease deed entered into between our Company and the MPIDC dated December 17, 2024 ("**Lease Deed**"). Our Company has made an advance payment of ₹166.47 million, which *inter alia* includes the cost and annual rent of the said land as per the Lease Deed, and has further paid a registration fee of ₹ 15.28 million for the registration of the Lease Deed and consequently, no component of the Net Proceeds shall be incurred towards purchase of land.

Therefore, apart from the land acquisition which has already been undertaken, the detailed break-down of estimated cost of the Project, is set forth below:

(in ₹ million)

Sr. No.	Particulars	Total estimated cost(1)(2)
1.	Consultancy	18.89
2.	Building construction and civil work	357.42
3.	Purchase of machineries	1,591.65
4.	Utilities	506.51
5.	IT Infrastructure	5.31
6.	Freight	123.01
7.	Miscellaneous	95.00
8.	Contingencies	22.12
	Total Project Cost	**2,719.91**

(1) *Total estimated cost as per the Project Report dated March 5, 2025. The estimated cost also includes currently applicable taxes and duties excluding customs duty, as mentioned below.*

(2) *The quotations for certain machinery are in foreign currency, such as USD. For all imported machinery, our Company has assumed an exchange rate of ₹ 87 = USD 1 as of February 25, 2025.*

The total estimated cost of Project provided above includes applicable goods and services tax ("**GST**") amounting to ₹ 173.72 million. Customs duty as applicable under the Customs Act, 1962 ("**Customs Duty**") and GST as applicable under the Integrated Goods and Service Tax Act, 2017 ("**IGST**") for the import of equipment have not been considered as the Company proposes to avail benefits under the Manufacture and Other Operations in Warehouse Regulations, 2019, under the Customs Act, 1962 ("**MOOWR**") / Export Promotion Capital Goods ("**EPCG**") scheme for export of goods, each as notified by the Government of India and amended, and the GST is based on assessable value of goods and services wherever included. Therefore, cost of the imported components does not include any expenditure towards customs and other import duties.

Details of cost of the Project

A detailed break-up of the estimated cost of establishing the Project (except for the cost of land, which has been paid) is set forth below:

a. Consultancy expenses

Consultancy expenses comprises of (a) building structure, visit and design which may concept design, basic design, detailed design, technical specifications and technical support; (b) engineering design – mechanical, electrical and plumbing; (c) site management consulting; (d) land soil test for area; and (e) vastu consultancy.

The details of such expenses are set forth below:

Sr. No.	Particulars	Estimated cost (in ₹ million)*	Name of consultant	Date of quotation(s) / purchase orders	Validity of quotation(s)
1.	Building structure design and visit	5.31	Aries Pre Fab Private Limited	November 20, 2024	November 20, 2025
2.	Engineering design – mechanical, electrical and plumbing	2.48			
3.	Site management consulting	9.63			
4.	Land soil test for area	0.29			
5.	Vastu consulting	1.18			
	Total	**18.89**			

** Cost includes GST as applicable*

b. Building construction and civil work

For the Project, we propose to construct three buildings, aggregating to an area of 300,000 square feet which includes (i) manufacturing setup for solar panels in 200,000 square feet area, (ii) manufacturing setup for solar inverters in 50,000 square feet area, and (iii) manufacturing setup for Lithium-ion batteries in 50,000 square feet area. Building and civil works include construction related work including foundation drawing, pre-engineering building civil work, installing the pre-fabricated structure including accessories, foundation for the diesel generator set, compressor and rooms for utilities like low tension panel room and meter room and other miscellaneous items. The scope includes pre-engineering building civil work, supply of fabricated structure, colour coated sheet and other accessories like gutter, down take pipe, turbo air-vent fan, skylights and erection of erection and fixing of sheeting and all installation work.

As per the quotation taken from Aries Pre Fab Private Limited dated November 20, 2024, which is valid till November 20, 2025, the total cost of civil works and site development is estimated to be ₹ 357.42 million which will be utilized for the purposes as set out below:

Sr. No.	Particulars	Approximate Area (in sq. feet)
1.	Building for manufacturing line of solar panels	200,000
2.	Building for manufacturing line of solar inverters	50,000
3.	Building for manufacturing line of lithium-ion batteries	50,000
4.	Administration office area and storage area for the manufacturing lines	Integrated part of the manufacturing buildings
5.	Civil work for Utilities**	10,000
6.	Guard rooms (two)	200

***Construction of meter room, high tension panel room, low tension panel room, fire pool, platform for diesel generator set and compressor*

c. Machinery

The machinery in the Project includes machines and equipment for the three proposed manufacturing lines. We propose to utilize ₹ 1,591.65 million out of the Net Proceeds for purchase of machinery for the Project in the manner set forth below:

Sr. No.	Particulars	Estimated cost *(in ₹ million)* #*	Names of supplier/ vendor	Date of quotation(s)	Validity of quotation(s)
1.	Solar module manufacturing plant machinery which includes *inter alia* tabber and stringer, laminating machine, busbar barcode place machine, auto bussing machine, electroluminescence tester and I-V tester.	1,061.18	Jiangxi Jsolar Technology Co. Ltd.	November 25, 2024	November 25, 2025
2.	Solar inverter manufacturing plant machinery which includes *inter alia* surface mount device, pick & place machine, solder paste printer, reflow oven, in circuit tester and wave soldering machine.	280.50	Jiangxi Jsolar Technology Co. Ltd.	December 3, 2024	December 3, 2025
3.	Lithium-ion battery manufacturing plant machinery which includes *inter alia* cell grading machine, battery ageing machine, internal resistance tester, busbar and welding machine	249.97	Jiangxi Jsolar Technology Co. Ltd.	December 1, 2024	December 1, 2025
	Total	**1,591.65**			

** Customs duty and the GST on the import of equipment have not been considered as the Company proposes to avail benefits under the MOOWR or EPCG schemes of the Government of India for export of goods. The GST is based on the assessable value of services wherever included*

 # For all imported machinery, our Company has assumed an exchange rate of ₹ 87 = USD 1 as on February 25, 2025

d. Utilities

The total estimated cost for setting-up supply of utilities is ₹506.51 million. An indicative list of items, along with details of the quotations received in this respect as part of the Project Report is as follows:

Sr. No.	Particulars	Estimated cost *(in ₹ million)**	Names of supplier/ vendor	Date of quotation(s)	Validity of quotation(s)
1.	Utilities for solar panel manufacturing plant, solar inverter manufacturing plant, lithium-ion battery manufacturing plant, as well as common utilities which includes *inter alia* demineralised water plant, reverse osmosis water plant, effluent treatment plant, sewage treatment plant, clean room, air compressor and air conditioning system,	506.51	Aries Pre Fab Private Limited, Briltech Equipments Private Limited, Green Aircon, Sterling Green Power Solutions Private Limited, Riello India Private Limited and Global Electrical & Controls Private Limited	Ranging from November 20, 2024 to November 21, 2024	Ranging from November 16, 2025 to November 21, 2025

	diesel generator set, uninterruptible power supply, transformers, high-tension and low-tension distribution panels and electrical system				

** Cost includes applicable GST and freight charges wherever applicable*

e. *IT infrastructure*

The total estimated cost for setting-up IT infrastructure is ₹ 5.31 million. An indicative list of items, along with details of the quotations received in this respect as part of the Project Report is as follows:

Sr. No.	**Particulars**	**Estimated cost *(in ₹ million)****	**Names of supplier/ vendor**	**Date of quotation(s)**	**Validity of quotation(s)**
1.	IT infrastructure which includes *inter alia* includes design and implementation of IT network and backup, network design, logical design elements, switch configuration and hardware and software	5.31	Calcify IT Solutions Private. Limited	November 20, 2024	November 20, 2025

** Cost includes applicable GST*

f. Freight Charges

Sr. No.	**Particulars**	**Estimated cost *(in ₹ million)****	**Names of supplier/ vendor**	**Date of quotation(s)**	**Validity of quotation(s)**
1.	Freight charges on account of import of plant and machineries which includes *inter alia* freight forwarding, clearance, unloading, handling and move in positioning charges for import machinery of solar panels, solar inverter and lithium-ion battery manufacturing line.	123.01	Swift Air Transpeed Private Limited	November 20, 2024	November 20, 2025

** Cost includes applicable GST*

g. Miscellaneous expenses and contingencies cost

As part of the Project Report, miscellaneous expenses may comprise of minor material handling equipment, pre-operative tools and expenses, fire safety systems and consultancy, unquoted insurance of building and machines. The total miscellaneous expenses are approximately ₹ 95.00 million.

We have also budgeted ₹22.12 million as contingency cost on the total Project cost.

h. Subsidy

On the basis of the cost of the Project, our Company intends to apply for subsidy under the Renewable Energy Equipment Manufacturing Policy of Madhya Pradesh Industrial Promotion Policy, 2025 ("**MP Industrial Policy**"), which offers various incentives such as capital subsidy, assistance for green industrialization, and patents filling assistance among other things.

The detailed break-up of the aforesaid subsidy which our Company intends to apply for is set forth below:

S. No.	Particulars	Estimated cost (in ₹ millions)	Subsidy (in ₹ millions)	Estimated cost (in ₹ millions) (Post subsidy)*
1.	**Consultancy expenses**	18.89	-	18.89
1a	Building structure design and visit	5.31		5.31
1b	Engineering design –mechanical, electrical and plumbing	2.48		2.48
1c	Site management consulting	9.63		9.63
1d	Land soil test for area	0.29		0.29
1e	Vastu consulting	1.18		1.18
2	**Building construction and civil work**	357.42	-	357.42
3	**Machinery**	1,591.65	389.64	1,202.01
3a	Solar module manufacturing plant machinery which includes inter alia tabber and stringer, laminating machine, busbar barcode place machine, auto bussing machine, electroluminescence tester and I-V tester.	1,061.18		
3b	Solar inverter manufacturing plant machinery which includes inter Alia surface mount device, pick & place machine, solder paste printer, reflow oven, in circuit tester and wave soldering machine.	280.50		
3c	Lithium-ion battery manufacturing plant machinery which includes inter Alia cell grading machine, battery ageing machine, internal resistance tester, busbar and welding machine	249.97		
4	**Utilities** – Utilities for solar panel manufacturing plant, solar inverter manufacturing plant, lithium-ion battery manufacturing plant, as well as common utilities which includes inter alia demineralized water plant, reverse osmosis water plant, effluent treatment plant, sewage treatment plant, clean room, air compressor and air conditioning system, diesel generator set, uninterruptible power supply, transformers, high-tension and low-tension distribution panels and electrical system	506.51	106.99	399.52
5	**IT Infrastructure** – IT infrastructure which includes design and implementation of IT network and backup, network design, logical design elements, switch configuration and hardware and software	5.31	0.55	4.76
6	**Freight Charges** - Freight charges on account of import of plant and machinery which includes inter alia freight forwarding, clearance, unloading, handling and move in positioning charges for import machinery of solar panels, solar inverter and lithium-ion battery manufacturing line	123.01	25.52	97.49
7	**Miscellaneous expenses** - minor material handling equipment, pre-operative tools and expenses, fire safety systems and consultancy, unquoted insurance of building and machines	95.00	-	95.00
8	**Contingency cost**	22.12	-	22.12
Total		**2,719.91**	**522.70**	**2,197.21**

Schedule of implementation

The detailed schedule of implementation of the Project is set forth below:

Particulars	Estimated Date of Commencement	Estimated Date of Completion**
Acquisition of land by way of lease*	November 2024	December 2024 (Completed)
Finalising quotations for the manufacturing plants and machinery	November 2024	December 2024 (Completed)
Consultancy	January 2025	May 2025
Application to assess eligibility under MP Industrial Policy	March 2025	May 2025
Building Construction and Civil Work	February 2025	December 2025
Placing orders for the manufacturing plants and machinery	April 2025	September 2025
Installation of machinery	November 2025	January 2026
IT Infrastructure	January 2026	February 2026
Pilot production of the three manufacturing plants of solar panels, solar inverters and lithium-ion batteries	-	February 2026
Commercial production of the three manufacturing plants of solar panels, solar inverters and lithium-ion batteries	March 2026	-
Application for subsidy under MP Industrial Policy	April 2026	Not available

**Our Company has leased the land for the Project pursuant to a lease deed dated December 17, 2024 with Madhya Pradesh Industrial Development Corporation Limited.*
***For the risks associated with not meeting the expected schedule of implementation, including commercial production, please see section titled "Risk Factors - We intend to utilise a portion of the Net Proceeds for funding our capital expenditure requirements. This includes part financing the cost of establishing the proposed fully integrated manufacturing facility in Ratlam, Madhya Pradesh, India which may be subject to the risk of unanticipated delays in implementation, cost overruns and other project risks and uncertainties" on page 35.*

Means of finance

The amount to be spent on the Project, i.e. towards the cost of establishing the manufacturing facility in Ratlam, Madhya Pradesh, India, shall be financed in the manner set forth below:

Sr. No.	Particulars	Amount (in ₹ million)
1.	From the Net Proceeds	1,800.00
2.	Firm arrangements – external debt	700.00
3.	Balance – external debt and/or internal accrual	219.91
	Total	**2,719.91**

In accordance with Regulation 7(1)(e) of the SEBI ICDR Regulations, we have made firm arrangements of ₹ 700.00 million through verifiable means towards 75% of the stated means of finance for the Project proposed to be funded from the Net Proceeds, excluding the Net Proceeds allocated towards the Project. Our Company has availed a loan from Axis Bank for an amount aggregating to ₹ 200.00 million vide a sanction letter dated December 20, 2024 ("**Axis Bank Sanction**") and availed another loan from HSBC Bank of an amount aggregating to ₹ 500.00 million vide sanction a letter dated March 5, 2025 ("**HSBC Bank Sanction**").

The Axis Bank Sanction and HSBC Bank Sanction are subject to customary terms and conditions which are applicable to similar borrowings such as mandatory covenants, negative covenants, pre-disbursement conditions and event of defaults, etc. which will be formalised once the Company execute formal loan agreements with Axis Bank and HSBC Bank. The details of the terms and conditions of the Axis Bank Sanction and HSBC Bank Sanction are given below:

Axis Bank Sanction

Tenure: 96 months including moratorium period of 12 months

Purpose: For setting up a new manufacturing plant at a strategic location in Ratlam, Madhya Pradesh for production of complete rooftop solar solutions comprising solar panels, inverters, and batteries

Rate of Interest: Repo rate + 2.50% p.a.

Security: Exclusive charge by way of hypothecation on the entire current assets and miscellaneous fixed assets of the Company both present and future and by way of cash/collateral under bank lien ensuring minimum collateral coverage of 1x.

HSBC Bank Sanction

Tenure: 60 months

Purpose: To fund capex requirement of establishing the manufacturing facility in Ratlam, Madhya Pradesh, India

Rate of Interest: To be mutually agreed with reference to the then prevalent benchmarks in line with RBI guidelines of the appropriate tenor.

Security: (a) First pari passu charge on stocks and book debts (both existing and future), (b) first pari passu charge on entire movable fixed assets (both existing and future except fixed assets financed by other banks/financial institutions), (c) first pari passu charge on Plot No. 5 and 14, Sector 6, HSIIDC, Industrial Model Township, Bawal - 123501, Rewari (Haryana), (d) Two of our Promoters, i.e. Pawan Kumar Garg and Yogesh Dua have agreed to give a personal guarantee for this loan, and (e) exclusive charge on plant and machinery purchased from this loan from HSBC Bank.

For our Ratlam Facility, our Company intends to apply for subsidy under the MP Industrial Policy. For further details on the quantum of subsidy we are eligible to receive please refer to "- *Subsidy*" provided on page 119. For risk associated with subsidy please refer to section titled *"Risk Factor - Our Company and our customers benefit from various government subsidies. In the event such subsidies do not materialize or the central or state governments do not approve the entire subsidy amount or if there are any adverse changes in the availability of subsidies, it may increase our cost of investment, and adversely impact our customers' affordability of our products, thereby impacting our overall sales"* on page 41. The application for the subsidy under the MP Industrial Policy can be submitted only once the commercial operation is commenced. Subject to approval from Government of Madhya Pradesh, the subsidy will be disbursed in a phased manner after commencement of commercial production. Therefore, our Company will not utilize any such subsidy amount towards the cost incurred for establishing our proposed manufacturing facility in Ratlam, Madhya Pradesh, India.

Other confirmations

The quotations from respective vendors 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 vendor would be engaged to eventually supply the equipment at the same costs. If there is any increase in the costs, the additional costs shall be paid by our Company from borrowing and its internal accruals. None of the orders for purchase of the machinery/ equipment, as provided above, have been placed as on the date of this Draft Red Herring Prospectus. For details, please see section titled "*Risk Factor– We intend to utilise a portion of the Net Proceeds for funding our capital expenditure requirements. This includes part financing the cost of establishing the proposed fully integrated manufacturing facility in Ratlam, Madhya Pradesh, India which may be subject to the risk of unanticipated delays in implementation, cost overruns and other project risks and uncertainties*" on page 35.

There can be no assurance that we would be able to procure plant, machinery and equipment at the estimated costs. If we engage someone other than the vendors from whom we have obtained quotations or if our existing quotations expire, such vendor's estimates and actual costs for the services may differ from the current estimates.

No second-hand or used equipment is proposed to be purchased out of the Net Proceeds.

Our Promoters, Directors, Key Managerial Personnel, Senior Managerial Personnel and Group Companies do not have any interest in the proposed construction of building civil works, or in the entities from whom we have obtained quotation in relation to such activities.

Further, for risk arising out of the Objects, please see section titled "*Risk Factors – Our funding requirements and proposed deployment of the Gross Proceeds are based on management estimates and may be subject to change based on various factors, some of which are beyond our control.*" on page *57*.

Government Approvals

We require the approvals stated in the table below at various stages of the Project, an indicative list of which is set out below. Such approvals will be granted on commencement or completion of various activities, as applicable. All such approvals shall be procured as and when they are required in accordance with applicable law. The Project will be undertaken in various stages post receipt of these approvals, in compliance with applicable law.

Sr. No.	Approval Description	Approving Authority and Department	Stage at which the approval is required	Status of the approval
1.	Lease of land	Madhya Pradesh Industrial Development Authority	Prior to commencement of civil works	Completed*
2.	Environmental Clearance under the Environment Impact Assessment Notification, 2006, as issued under the Environment Protection Act, 1986	Madhya Pradesh Pollution Control Board / Madhya Pradesh State Environment Impact Assessment Authority	Prior to commencement of civil works	To be applied for at the appropriate stage
3.	Consent to Establish	Madhya Pradesh Pollution Control Board	Prior to commencement of civil works	To be applied for at the appropriate stage
4.	Building plan approval	Madhya Pradesh Industrial Development Corporation	Prior to commencement of civil works	To be applied for at the appropriate stage
5.	License to work a Factory, as per Factories Act, 1948	Office of Directorate of the Factories, Madhya Pradesh/ Labour Department, Madhya Pradesh	Upon completion of civil works and prior to commencement of commercial production	To be applied for at the appropriate stage
6.	Import Export Code ("**IEC**")	Directorate General of Foreign Trade, Ministry of Commerce and Industry, Government of India	Prior to undertaking export of goods	To be applied for at the appropriate stage
7.	Manufacturing and Other Operations in Warehouse Regulations / Export Promotion Capital Goods scheme	Directorate General of Foreign Trade, Ministry of Commerce and Industry, Government of India	Prior to commencement of commercial production	To be applied for at the appropriate stage

Sr. No.	Approval Description	Approving Authority and Department	Stage at which the approval is required	Status of the approval
8.	Approval for usage of power required for construction as well as operation	Electricity Board / Madhya Pradesh Power Distribution Agency, Government of Madhya Pradesh	During the period of construction	To be applied for at the appropriate stage
9.	Drawing approval for Electrical Installation	Chief Electrical Inspector, Madhya Pradesh	During the period of construction	To be applied for at the appropriate stage
10.	Approval for load connection at substation	Chief Electrical Officer, Government of Madhya Pradesh	During the period of construction	To be applied for at the appropriate stage
11.	Approval for usage of water required both during construction and operation	Madhya Pradesh Industrial Development Corporation / Urban Local Bodies / Water Resource Department, Government of Madhya Pradesh	During the period of construction and subsequently during the period of commercial operation	To be applied for at the appropriate stage
12.	Building completion certificate/ Occupation certificate	Madhya Pradesh Industrial Development Corporation	Prior to commencement of civil works	To be applied for at the appropriate stage
13.	Fire no-objection certificate	Madhya Pradesh Fire Service Department	Prior to commencement of commercial production	To be applied for at the appropriate stage
14.	Registration under the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996	Labour Department, Madhya Pradesh	During the period of construction	To be applied for at the appropriate stage
15.	Consent to Operate	Madhya Pradesh Pollution Control Board	Upon completion of construction and before commercial production	To be applied for at the appropriate stage
16.	License to store and handle hazardous substances	Madhya Pradesh Pollution Control Board	During the period of commercial operation	To be applied for at the appropriate stage
17.	Insurance under Public Liability Insurance Act, 1991	Directorate of Industrial Health and Safety – Labour Department, Government of Madhya Pradesh	During the period of commercial operation	To be applied for at the appropriate stage

**The Company has entered into a lease deed dated December 17, 2024 with the Madhya Pradesh Industrial Development Authority towards acquisition of the land on a leasehold basis for the Project.*

2. Repayment and/or prepayment of all or a portion of certain outstanding borrowings availed by our Company

As on February 15, 2025, our Company had outstanding borrowings of ₹ 3,534.13 million. For details of these financing arrangements including indicative terms and conditions, please see sections titled "*Restated Financial Information*" and "*Financial Indebtedness*" on pages 307 and 364, respectively. Our Company intends to utilize an aggregate amount of ₹ 2,750.00 million from the Net Proceeds towards repayment/ prepayment, in full or part of certain of its outstanding borrowings availed from banks (including accrued interest thereon, if any), which constitutes 77.71 % of total outstanding borrowings of our Company as on February 15, 2025.

Pursuant to the terms of the borrowing arrangements, prepayment of certain indebtedness may attract prepayment charges as prescribed by the respective lender. Given the nature of the borrowings and the terms of repayment/ prepayment, the aggregate outstanding amounts under the borrowings may vary from time to time and our Company may, in accordance with the relevant repayment schedule, repay or refinance some of their existing borrowings prior to Allotment or avail of additional credit facilities. In addition, our Company may, from time to time, enter into further financing arrangements and drawdown funds thereunder. In such cases or in case any of the borrowings listed below are prepaid or repaid (earlier or scheduled), refinanced, in part or full, or further drawn down prior to the completion of the Offer, we may utilize Net Proceeds towards prepayment or repayment (earlier or scheduled) of such additional indebtedness availed by us and/ or interest thereon, details of which shall be provided in the Red Herring Prospectus.

Such repayment or prepayment will help reduce our outstanding indebtedness and debt servicing costs, improve our debt-to-equity ratio and enable utilization of the internal accruals for further investment towards business growth and expansion. In addition, we believe that the improved debt-equity ratio of our Company would improve our ability to raise further resources in the future to fund potential business development opportunities and plans to grow and expand our business.

The following table provides the details of outstanding amount of borrowings availed by our Company as on February 15, 2025, which we propose to prepay or repay, in full or part, from the Net Proceeds for an aggregate amount of ₹ 2,750.00 million:

Sr. No	Name of the lender	Date of sanction letter	Nature of Borrowing	Purpose	Amount Sanction (In ₹ Million)	Amount outstanding as on February 15, 2025 (In ₹ million)	Interest rate %	Repayment Schedule	Prepayment Penalty
1.	Axis Bank Limited	Original dated January 3, 2023, and last renewed on December 7, 2024	Cash credit	Working Capital	400.00	224.85	9.40%	Repayable on demand	Nil
2.	CITI Bank Limited	Original dated February 24, 2022, and last renewed on August 5, 2024	Cash credit	Working Capital	350.00	300.83	8.15% to 9.00%	Repayable on demand	2% of the outstanding amount
3.	HDFC Bank Limited	Original dated July 2, 2020, and last renewed on June 29, 2024	Cash credit	Working Capital	600.00	552.49	8.50 % to 8.85%	Repayable on demand	Nil
4.	Hong Kong and Shanghai Banking Corporation Limited	Original dated March 23, 2021, and last renewed on April 25, 2024	Cash credit	Working Capital	500.00	394.06	8.82%	Repayable on demand	Nil
5.	YES Bank Limited	Original dated September 15, 2022, and last renewed on November 26, 2024	Cash credit	Working Capital	450.00	395.45	9.00%	Repayable on demand	Nil
6.	Bajaj Finance Limited	Original dated February 17, 2024	Term loan	Capex - Bawal Facility	350.00	262.50	8.95% to 9.50%	Repayable in monthly instalments over 46 months	2% of the outstanding amount

Sr. No	Name of the lender	Date of sanction letter	Nature of Borrowing	Purpose	Amount Sanction (In ₹ Million)	Amount outstanding as on February 15, 2025 (In ₹ million)	Interest rate %	Repayment Schedule	Prepayment Penalty
7.	HDFC Bank Limited	Original dated July 2, 2020	Term loan	Capex - Greater Noida Facility	80.00	14.55	8.30%	Repayable in monthly instalments over 11 months	Nil
8.	HDFC Bank Limited	Original dated June 14, 2020	Term loan	Capex - Greater Noida Facility	120.00	37.34	8.30%	Repayable in monthly instalments over 17 months	Nil
9.	HDFC Bank Limited	Original dated December 30, 2022	Term loan	Capex - Greater Noida Facility	299.40	184.23	8.51%	Repayable in quarterly instalments over 13 instalments	Nil
10.	HDFC Bank Limited	Original dated March 31, 2024	Term loan	Capex - Greater Noida Facility	300.00	257.80	8.30%	Repayable in monthly instalments over 51 months	Nil
11.	Hong Kong and Shanghai Banking Corporation Limited	Original dated September 12, 2022	Term loan	Capex - Bawal Facility	250.00	144.45	8.57%	Repayable in monthly instalments over 41 months	Nil
12.	Mynd Online National Exchange	Original dated March 16, 2022	Vendor Finance	Working Capital	NA*	244.59	8.00 % to 8.10%	Repayable on due date	Nil
13.	TATA Capital Finance Limited	Original dated February 6, 2023 and last renewed on January 27, 2025	Vendor Finance	Working Capital	250.00	32.12	8.50% to 10.75%	Repayable on due date	Nil
Total					**3,949.40**	**3,045.26**	-	-	-

** Mynd Online National Exchange operates as a fintech platform primarily acting as an intermediary between banks and vendors to facilitate a bidding process through which banks can finance vendor bills uploaded by borrower companies. The amount of financing is based on the bills uploaded by such companies and there is no formal sanctioned amount.*

In accordance with Clause 9 (A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations, our Company has obtained a certificate dated March 6, 2025 issued by our Statutory Auditors, certifying the utilisation of the aforementioned borrowings for purpose for which such borrowings were availed.

The selection of borrowings proposed to be prepaid or repaid provided in the table above, 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, and (v) other commercial considerations including, among others, the amount of the loan outstanding. The details of the Objects have been approved by our Board pursuant to its resolution dated March 6, 2025.

There have been no instances of delay, default, rescheduling, restructuring or evergreening of outstanding borrowings as detailed in table above which are proposed to be repaid or prepaid by our Company from the Net Proceeds.

General corporate purposes

Our Company intends to deploy any balance left out of the Net Proceeds towards general corporate purposes, as approved by our management from time to time, subject to such utilisation for general corporate purposes not exceeding 25% of the Gross Proceeds, in compliance with the SEBI ICDR Regulations. The allocation or quantum of utilisation of funds towards the specific purposes described above will be determined by our Board, based on our business requirements and other relevant considerations, from time to time. Our management, in accordance with the policies of the Board, shall have the flexibility in utilising surplus amounts, if any.

Such general corporate purposes may include, but are not restricted to strategic initiatives, funding growth opportunities, including acquisitions and meeting exigencies, brand building, meeting expenses incurred by our Company and strengthening of our manufacturing capabilities, as may be applicable, , including, amongst other things, payment towards purchase of raw materials, payment of lease expense, payment of commission and/or fees to consultants, employee related expenses, insurance, repairs and maintenance and payments of taxes and duties, and any other purpose in the ordinary course of business as may be approved by the Board or a duly appointed committee from time to time, subject to compliance with applicable laws.

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 fees, selling commission, fees payable to the BRLMs, fees payable to legal counsels, Registrar to the Offer, Bankers to the Offer, processing fee to the SCSBs for processing Bid cum Application Forms, brokerage and selling commission payable to members of the Syndicate, Registered Brokers, Collecting 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 (i) listing fees and expenses for any corporate advertisements consistent with past practice of our Company (not including expenses relating to marketing and advertisements undertaken in connection with the Offer), which shall be borne solely by our Company; and (ii) the applicable tax payable on transfer of Offered Shares which shall be borne by the respective Selling Shareholders, our Company and each of the Selling Shareholders shall share the costs and expenses (including all applicable taxes) directly attributable to the Offer (including fees and expenses of the BRLMs, legal counsel and other intermediaries, advertising and marketing expenses, printing, underwriting commission, procurement commission (if any), brokerage and selling commission and payment of fees and charges to various regulators in relation to the Offer) in proportion to the number of Equity Shares issued and Allotted by our Company through the Fresh Issue and sold by each of the Selling Shareholders through the Offer for Sale, in accordance with applicable law including Section 28(3) of the Companies Act. 2013. Our Company shall advance the cost and expenses of the Offer and our Company will be reimbursed, severally and not jointly, by each of the Selling Shareholders for their respective proportion of such costs and expenses. Such payments, expenses and taxes, to be borne by the Selling Shareholders will be deducted from the proceeds from the sale of Offered Shares, in accordance with applicable law, in proportion to its respective Offered Shares. Further, in the event the Offer is withdrawn or the requisite approvals required for the Offer are not received, the Company and each of the Selling Shareholders shall, in accordance with the manner stated above, share the costs and expenses (including all applicable taxes) directly attributable to the Offer, in proportion to the extent of the amount proposed to be raised by the Company through the Fresh Issue and the amount corresponding to the extent of participation of each Selling Shareholder in the Offer for Sale.

The estimated Offer expenses are as follows:

Activity	Estimated amount(1) (in ₹ million)	As a % of total estimated Offer Expenses(1)	As a % of Offer Size
Fees payable to the BRLMs (including underwriting commission, brokerage and selling commission)	[●]	[●]	[●]
Commission/processing fee for SCSBs and Bankers to the Offer and fee payable to the Sponsor Banks for Bids made by RIBs using UPI(2)	[●]	[●]	[●]
Brokerage and selling commission and bidding charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs(3)(4)	[●]	[●]	[●]
Fees payable to the Registrar to the Offer	[●]	[●]	[●]
Fees payable to others(5)	[●]	[●]	[●]
Others			
- Listing fees, SEBI filing fees, upload fees, BSE and NSE processing fees, book building software fees and other regulatory expenses	[●]	[●]	[●]
- Printing and stationery	[●]	[●]	[●]
- Advertising and marketing expenses for the Offer	[●]	[●]	[●]
- Fee payable to legal counsels	[●]	[●]	[●]
- Miscellaneous	[●]	[●]	[●]
Total estimated Offer expenses	[●]	[●]	[●]

(1) *Amounts will be finalised on determination of Offer Price*

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

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

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

(3) *No processing fees shall be payable by our Company and the Promoter Selling Shareholders to the SCSBs on the applications directly procured by them. Processing fees payable to the SCSBs on the portion for Retail Individual Investors, Non-Institutional Investors and Eligible Employees (excluding UPI Bids) which are procured by the Members of the Syndicate/sub-Syndicate/Registered Broker/RTAs/ CDPs and submitted to SCSBs for blocking, would be as follows:*

Portion for Retail Individual Bidders, Non-Institutional Bidders and Eligible Employees	*₹ [●] per valid Bid cum Application Form (plus applicable taxes)*

(4) *Selling commission on the portion for Retail Individual Bidders, Non-Institutional Bidders and Eligible Employees which are procured by Members of the Syndicate (including their sub-Syndicate Members), RTAs, Registered Brokers and CDPs or for using 3-in-1 type accounts- linked online trading, demat & 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 Retail Individual Bidders	*[●]% of the Amount Allotted* (plus applicable taxes)*
Portion for Non-Institutional Bidders	*[●]% of the Amount Allotted* (plus applicable taxes)*
Portion for Eligible Employees	*[●]% of the Amount Allotted* (plus applicable taxes)*

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

The Selling Commission payable to the Syndicate / sub-Syndicate Members will be determined on the basis of the application form number / series, provided that the application is also bid by the respective Syndicate / sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / sub-Syndicate Member, is bid by an SCSB, the Selling Commission will be payable to the SCSB and not the Syndicate / sub-Syndicate Member.
Uploading Charges payable to members of the Syndicate (including their sub-Syndicate Members), RTAs and CDPs on the applications made by RIBs using 3-in-1 accounts, Eligible Employees and Non-Institutional Bidders which are procured by them and submitted to SCSB for blocking or using 3-in-1 accounts, would be as follows: ₹[●] plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members), RTAs and CDPs.
Selling commission/ uploading charges payable to the Registered Brokers on the portion for UPI Bidders procured through UPI Mechanism, Non-Institutional Bidders, Eligible Employees and HDFC Bank Shareholders which are directly procured by the Registered Broker and submitted to SCSB for processing, would be as follows:

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

**Based on valid applications*

Uploading charges/ Processing fees for applications made by UPI Bidders using the UPI Mechanism would be as under:

Members of the Syndicate / RTAs / CDPs (uploading charges)	*₹[●] per valid application*
Sponsor Banks (Processing fee)	*₹[●] per valid application (plus applicable taxes)* *The Sponsor Banks 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 applicable SEBI circulars, agreements 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 the Cash Escrow and Sponsor Banks Agreement.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation in compliance with the SEBI RTA Master Circular, in a format as prescribed by SEBI, from time to time and in accordance with SEBI ICDR Master Circular.

(5) *This includes fees payable to our Statutory Auditors, practicing company secretary and the Independent Chartered Accountant appointed for providing confirmations and certificates for the purpose of the Offer, CARE, for preparing the industry report commissioned by our Company, the virtual data room provider in connection with due diligence for the Offer, etc.*

Interim Use of Net Proceeds

Our Company, in accordance with the applicable law, policies established by our Board from time to time and in order to attain the Objects set out above, will have flexibility to deploy the Net Proceeds. Pending utilisation for the purposes described above, we undertake to temporarily invest the funds from the Net Proceeds in deposits with one or more scheduled commercial banks included in the Second Schedule of Reserve Bank of India Act, 1934, for the necessary duration, wherein no lien of any nature shall be created on the funds. Such investments will be approved by the Board of Directors from time to time. 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 equity shares of any other listed company or for any investment in the equity markets.

Appraising Entity

None of the Objects for which the Net Proceeds will be utilised have been appraised by any agency, including any bank or finance institutions.

Bridge financing facilities

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

Monitoring of utilisation of funds

Our Company has appointed [●] as the Monitoring Agency to monitor the utilization of the Gross Proceeds, in accordance with Regulation 41(1) of the SEBI ICDR Regulations. 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 its balance sheet for such Fiscals, 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. 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.

Pursuant to Regulation 18(3) of the SEBI Listing Regulations, our Company shall on a quarterly basis disclose to the Audit Committee the uses and application of the Gross Proceeds. The Audit Committee shall make recommendations to our Board for further action, if appropriate. Our Company shall, on an annual basis, prepare a statement of funds utilised for purposes other than those stated in this Prospectus and place it before our Audit Committee. Such disclosure shall be made only until such time that all the Gross Proceeds have been utilised in full. The statement shall be certified by the Statutory Auditor. Additionally, each quotation sought with regards to setting up of the Project has been evaluated by the Audit Committee. Our Company shall also submit to the Audit Committee, a certificate from an independent chartered engineer certifying the respective commencement and commissioning of each stage of setting up of the Project.

Further, in accordance with the Regulation 32 of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges, a statement indicating (i) deviations, if any, in the utilisation of the proceeds from the Objects, as stated above; and (ii) details of category wise variations in the utilisation of the proceeds from the Objects, as stated above, within a period of 45 days from the end of each quarter. This information will also be published in newspapers simultaneously with the interim or annual financial results of our Company, after placing such information before our Audit Committee.

Variation in Objects

In accordance with Sections 13(8) and 27 of the Companies Act 2013, our Company shall not vary the Objects unless our Company is authorised to do so by way of a special resolution passed in a general meeting of its Shareholders or through postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution, shall specify the prescribed details and be published in accordance with the Companies Act, 2013. The Promoters or controlling Shareholders will be required to provide an exit opportunity to the Shareholders who do not agree to such proposal to vary the Objects, subject to the provisions of the Companies Act, 2013 and in accordance with such terms and conditions, including in respect of pricing of the Equity Shares, in accordance with the Companies Act, 2013 and provisions of Regulation 59 and Schedule XX of the SEBI Regulations.

Other Confirmations

No part of the Net Proceeds will be utilised by our Company as consideration to our Promoters, members of the Promoter Group, Directors, Group Companies, Key Managerial Personnel or Senior Management, except in the ordinary course of business. There is no existing or anticipated transaction with Promoters, members of the Promoter Group, Directors, Key Managerial Personnel, Senior Management or our Group Companies in relation to the utilisation of the Net Proceeds.

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 ₹ 1 each and the Floor Price is [●] times the face value and the Cap Price is [●] times the face value. Investors should also refer to section titled "Risk Factors", "Our Business", "Restated Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 30, 221, 307 and 371, respectively, to have an informed view before making an investment decision.

Qualitative factors

We believe that some of the qualitative factors and our strengths which form the basis for computing the Offer Price are:

- Diversified portfolio of solar products and solutions which distinguishes us as a well-rounded leader in the rooftop solar industry
- Track record of technological development and product innovation
- Robust distribution network and post-sale service capabilities driving strong brand recognition
- Quality-centric and precision-driven large scale manufacturing infrastructure driving production efficiency
- Robust financial performance and growth

For further details, please see section titled "*Our Business— Our Strength*" on page 226.

Quantitative factors

Some of the information presented below relating to our Company is derived from the Restated Financial Information. For details, please refer to the section titled "*Restated Financial Information*" on page 307.

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

1. Basic and Diluted Earnings per Share ("EPS") as per the Restated Financial Information:

Fiscal / Period ended	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
Fiscal 2024	1.62	1.61	3
Fiscal 2023	0.87	0.87	2
Fiscal 2022	1.02	1.02	1
Weighted Average	**1.27**	**1.27**	-
Six-months period ended September 30, 2024	2.68	2.67	-

Notes:

i) Weighted average = Aggregate of year/period-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year or period/Total of weights

ii) Basic Earnings per Equity Share (₹) = Restated profit for the year attributable to equity shareholders of the Company divided by weighted average number of equity shares outstanding at end of year/period adjusted for the issue of bonus issue of face value of ₹ 1 each for all year, in accordance with the principles of Ind As 33.

iii) Diluted Earnings per Equity Share (₹) = Restated profit for the year attributable to equity shareholders of the Company divided by weighted average number of equity shares outstanding at end of year/period adjusted for the issue of bonus issue of face value of ₹ 1 each for all year, in accordance with the principles of Ind As 33 and for the effects of all dilutive potential equity shares

iv) Earnings per Share calculations are in accordance with the notified Indian Accounting Standard 33 'Earnings per share'.

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

Particulars	P/E ratio at the lower end of the Price Band (number of times)	P/E ratio at the higher end of the Price Band (number of times)
Based on basic EPS as per the Restated Financial Information for the financial year ended March 31, 2024*	[●]	[●]
Based on diluted EPS as per the Restated Financial Information for the financial year ended	[●]	[●]

Particulars	P/E ratio at the lower end of the Price Band (number of times)	P/E ratio at the higher end of the Price Band (number of times)
March 31, 2024*		

Note: To be updated at the price band stage.

3. Industry Peer Group P/E ratio

Based on the peer group information (excluding our Company) given below in this section:

Particulars	P/E Ratio
Highest	159.32
Lowest	22.93
Average	**81.07**

Source: Based on peer set provided below.

Notes:

i. The industry highest and lowest has been considered from the industry peer set provided later in this section under "- Comparison of Accounting Ratios with listed industry peers". The average/ industry composite has been calculated as the arithmetic average P/E of the industry peer set disclosed in this section.

ii. P/E ratio for the peer are computed based on closing market price as on February 28, 2025, at BSE divided by Diluted EPS based on the annual report of the company for Fiscal 2024.

4. Average Return on Net Worth ("RoNW")

Financial Year	RoNW (%)	Weight
March 31, 2024	18.91	3
March 31, 2023	12.62	2
March 31, 2022	15.76	1
Weighted Average for the above three fiscals	**16.29**	
Six-months period ended September 30, 2024	23.84	-

Notes:

1. RoNW is calculated as restated profit for the year/ period divided by Net worth as restated as at end of the year/ period.

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

5. Net asset value ("NAV") (as adjusted) bearing face value of ₹ 1 each

As At	Restated NAV (₹)
As at March 31, 2024	8.56
As at September 30, 2024	11.26
After the completion of the Offer	
- At the Floor Price	[●]#
- At the Cap Price	[●]#
Offer Price (1)	[●]*

 # To be computed after finalisation of the Price Band

** Offer Price per Equity Share will be determined on conclusion of the Book Building Process*

Notes:

(i) Net asset value per share= Net worth as restated as at end of the year/ period / number of equity shares outstanding at the end of the year/ period (post split and bonus)

For further details, please see section titled "Other Financial Information" on page 360.

6. Comparison with listed industry peers

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

Name of Company	Revenue from Operation (₹ in millions)	Face Value per equity shares (₹)	Closing price as on February 28, 2025	P/E**	EPS (Basic) (₹)	EPS (Diluted) (₹)	RONW (%)***	NAV per equity share (₹) #
Company*	9,246.88	₹ 1	[●]	[●]	1.62	1.61	18.91%	8.56
Listed Peers^								
Waaree Energies*	113,976.09	₹ 10	2,159.00	45.11	48.05	47.86	30.82%	157.26
Premier Energies*	31,437.93	₹ 1	873.05	159.32	6.93	5.48	36.69%	23.94
Exicom Tele Systems*	10,195.58	₹ 10	153.60	22.93	6.70	6.70	8.86%	59.72
Insolation Energy*	7,371.74	₹ 1	257.85	96.94	2.66##	2.66##	51.20%	5.20

Source for industry peer information included above: *All financial information for listed peer mentioned above is on a consolidated basis and is sourced from the financial statements (restated/ latest) for the financial year ended March 31, 2024, submitted to stock exchange/SEBI.*
*Financial Year 2024

^ Notes for Listed Peers:

*** P/E ratio for the peer are computed based on closing market price as on February 28, 2025 at BSE divided by Diluted EPS based on the annual report of the company for the fiscal 2024.*
**** RoNW is calculated as profit after taxation and non-controlling interest attributable to the equity shareholders of the Company divided by the net worth for that year.*
 # Net asset value per share= Net worth as restated as at end of the year/ period / number of equity shares outstanding at the end of the year/ period (post split and bonus)
EPS (Basic and Diluted) in the table above is taken after considering the impact of the share split of Insolation Energy Limited, which took place on January 24, 2025, as per the updated information on BSE.

7. Key performance indicators ("KPIs")

The table below sets forth the details of KPIs that our Company considers have a bearing for arriving at the basis for Offer Price. All the KPIs disclosed below have been approved by a resolution of our Audit Committee dated March 6, 2025 and the Audit Committee has confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of this Draft Red Herring Prospectus have been disclosed in this section. Further, the KPIs herein have been certified by our Independent Chartered Accountant pursuant to a certificate dated March 6, 2025. This certificate has been designated as a material document for inspection in connection with the Offer. See "Material Contracts and Documents for Inspection" on page 498.

The KPIs that have been consistently used by the management to analyse, track and monitor the operational and financial performance of the Company, which have been consequently identified as relevant and material KPIs and are disclosed in this "Basis for Offer Price" section.

In addition to the above, the Audit Committee also noted that other than the below mentioned KPIs, there are certain items/metrics which have been included in the business description, management discussion and analysis or financials in this DRHP but these are not considered to be a performance indicator or deemed to have a bearing on the determination of Offer Price. For details, see "Our Business", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Restated Financial Information" on pages 221, 371 and 307, respectively.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once a year, for a duration of one year after the date of listing of the Equity Shares on the Stock Exchanges or till the utilisation of the Offer Proceeds as per the disclosure made in the section "Objects of the Offer" starting on page 113 of this Draft Red Herring Prospectus, whichever is later, or for such other duration as required under the SEBI ICDR Regulations.

(in ₹ million, unless otherwise stated)

S. No.	Parameters	For the six months ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
1	Revenue from Operations	7,217.35	9,246.88	6,640.83	5,068.38
2	Export Revenue as % of Revenue from Operations (%)	2.28%	4.19%	4.96%	2.78%
3	EBITDA	1,166.49	986.37	515.99	442.78
4	EBITDA Margin (%)	16.16%	10.67%	7.77%	8.74%
5	PAT	750.90	453.03	243.66	285.43
6	PAT Margin %	10.40%	4.90%	3.67%	5.63%
7	ROE %	23.84%	18.91%	12.62%	15.76%
8	ROCE %	26.47%	26.60%	16.81%	21.54%
9	Debt/Equity Ratio (in Times)	0.48	0.84	1.09	0.78
10	Advertisement and Marketing Expense as a % of Revenue from operations (%)	1.59%	1.06%	2.58%	2.57%
11	Revenue from Operations by Product category				
	Solar Panel	2,634.91	3,319.66	1,928.01	1,413.15
	Solar Battery	1,776.41	2,166.42	1,677.75	1,663.12
	Solar UPS/ Inverter/Converter	1,743.45	1,680.46	1,191.59	1,128.56
	E-Rickshaw Charger	314.93	593.23	389.32	206.38
	Online UPS	184.13	339.32	443.99	322.48
	Other Products, including services and other operating income	563.52	1,147.79	1,010.16	334.68
12	Revenue from Operations by Sales Channel (B2B vs B2C)				
	B2C	6,518.42	7,228.10	5,800.81	4,741.48
	B2B	698.93	2,018.78	840.02	326.90
13	No. of SKUs in portfolio (Nos)	509	487	452	423

S. No.	Parameters	For the six months ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
14	No. of Channel Partner (Includes Dealers, Distributors and Shoppe) (Nos)	5,104	4,587	3,771	2,922

All financial information for the Company is sourced from the Restated Financial Information.

Note:

1. *Revenue from Operations is as per the Restated Financial Information.*
2. *Export revenue as a % of Revenue from Operations is calculated as export sales divided by Revenue from Operations.*
3. *EBITDA is calculated as the sum of profit before tax, depreciation and amortization expenses and finance costs after deducting other income.*
4. *EBITDA Margin is calculated as EBITDA of the Company divided by the Revenue from Operations.*
5. *PAT means restated profit for the year/period as appearing in the Restated Financial Information.*
6. *PAT margin is calculated as Restated Profit for the Period divided by the Revenue from Operations.*
7. *Return on Equity (ROE) ratio is calculated as PAT divided by shareholder's equity*
8. *Return on Capital employed (ROCE) ratio is calculated as EBIT divided by the total capital employed for the year, whereas EBIT equals to (EBITDA minus Depreciation), and Capital Employed equals to (Total Assets minus current liabilities).*
9. *Debt/ Equity Ratio is calculated as total debt is divided by shareholder's equity (excluding non-controlling interest).*
10. *Advertising and Marketing Expenses as a % of Revenue from Operations is calculated by advertising and marketing expenses for the period divided by Revenue from operations for the period.*
11. *Revenue from Operations by Product category refers to revenue from operations by product category for the year / period.*
12. *Revenue from Operations by Sales Channel refers to revenue from operations by sales channel for the year/period.*
13. *Number of SKUs in portfolio are number of distinct SKUs in the product portfolio during the each fiscal and half yearly period.*
14. *Number of channel partners are sum of number of distributors, if any, dealers, if any and exclusive Shoppes, if any as during the each fiscal and half yearly period.*

The table below sets forth the relevant and material KPIs that have a bearing on arriving at the Offer Price along with a brief explanation of and the importance of these KPIs for our business and operations and how these KPIs have been used by the management to analyse and track the performance of our Company.

S. No.	KPI	Explanation
1.	Revenue from Operations	Revenue from Operations is used by the Company to track the revenue profile of the business and in turn helps assess the overall financial performance of the Company and size of the business.
2.	Export Revenue as % of Revenue from Operations (%)	Export Revenue from Operations provides information regarding the growth of our exports business for the respective period
3.	EBITDA	EBITDA provides information regarding the operational efficiency of the business.
4.	EBITDA Margin (%)	EBITDA Margin is an indicator of the operational profitability and financial performance of the business.

S. No.	KPI	Explanation
5.	PAT	Profit after tax provides information regarding the overall profitability of the business.
6.	PAT Margin %	PAT Margin is an indicator of the overall profitability and financial performance of the business
7.	ROE %	RoE provides how efficiently the Company generates profits from shareholders' funds.
8.	ROCE %	ROCE provides how efficiently the Company generates earnings from the capital employed in the business.
9.	Debt/Equity Ratio (in Times)	Debt to Equity ratio is a key indicator of the company's financial health and stability, and is also known as a gearing ratio or leverage ratio.
10.	Advertisement and Marketing Expense as a % of Revenue from operations (%)	This indicates to the company to see the growth of our revenue from operations based on the Advertisement and Marketing Expense
11.	Revenue from Operations by Product category	Revenue from Operations of the product split for its share enables the Company to track the progress of the revenues in the product category - Solar Panel, Solar Battery, Solar UPS/ Inverter/Converter, E-Rickshaw Charger, Online UPS, Other Products, including services and other operating income
12.	Revenue from Operations by Sales Channel (B2B vs B2C)	Revenue from Operations of the product split for its share enables the Company from B2B and B2C to track the progress of the revenues
13.	No. of SKUs in portfolio	The number of SKUs in a portfolio tracks the total number of unique stock-keeping units (SKUs) in a business's inventory system
14.	No. of Channel Partner (Includes Dealers, Distributors and Shoppe)	The number of distributors, dealers and Shoppe engaged with the Company for sale of our products

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

In evaluating our business, we consider and use certain KPIs, as stated above, as a supplemental measure to review and assess our financial and operating performance. The presentation of these KPIs is not intended to be considered in isolation or as a substitute for the Restated Financial Information. We use these KPIs to evaluate our financial and operating performance. Some of these KPIs are not defined under Ind AS and are not presented in accordance with Ind AS. These KPIs have limitations as analytical tools. Further, these KPIs may differ from the similar information used by other companies and hence their comparability may be limited. Therefore, these metrics should not be considered in isolation or construed as an alternative to Ind AS measures of performance or as an indicator of 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 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 KPIs with our listed industry peers

(in ₹ million, unless mentioned otherwise)

Parameters for the six months period ended September 30, 2024	Fujiyama Power Systems Limited	Waaree Energies Limited	Insolation Energy Limited	Exicom Tele-Systems Limited	Premier Energies Limited
Financial Parameters					
Revenue from Operations	7,217.35	69,832.78	6,120.26	4054.50	31,845.87
Export Revenue as % of Revenue from Operations (%)	2.28%	NA	NA	NA	NA
EBITDA	1166.49	10,773.28	801.77	102.30	7,395.48
EBITDA Margin (%)	16.16%	15.43%	13.10%	2.52%	23.22%
PAT	750.90	7,767.84	612.74	12.10	4,041.06
PAT Margin %	10.40%	11.12%	10.01%	0.30%	12.69%
ROE %	23.84%	16.03%	36.13%	0.17%	17.58%
ROCE %	26.47%	14.89%	40.42%	-0.13%	16.62%
Debt/Equity Ratio (in Times)	0.48	0.15	0.41	0.56	0.54
Advertisement and Marketing Expense as a % of Revenue from operations (%)	1.59%	NA	NA	NA	NA
Revenue from Operations by product category					
Solar Panel	2,634.91	NA	NA	NA	NA
Solar Battery	1,776.41	NA	NA	NA	NA
Solar UPS/ Inverter/Converter	1,743.45	NA	NA	NA	NA
E-Rickshaw Charger	314.93	NA	NA	NA	NA
Online UPS	184.13	NA	NA	NA	NA
Other Products, including services and other operating income	563.52	NA	NA	NA	NA
Revenue from operations by Sales Channel (B2B vs B2C)					

Parameters for the six months period ended September 30, 2024	**Fujiyama Power Systems Limited**	**Waaree Energies Limited**	**Insolation Energy Limited**	**Exicom Tele-Systems Limited**	**Premier Energies Limited**
B2C	6518.42	NA	NA	NA	NA
B2B	698.93	NA	NA	NA	NA
No. of SKUs in portfolio (Nos)	509	NA	NA	NA	NA
No. of Channel Partner (Includes Dealers, Distributors and Shoppe) (Nos)* (Nos)	5104	NA	NA	4*	NA

** No. of dealers and distributors*

(i) ROCE and ROE for the six months ended September 30, 2024 are for half year only i.e. not annualized.

(in ₹ million, unless mentioned otherwise)

Parameters for the Fiscal 2024	**Fujiyama Power Systems Limited**	**Waaree Energies Limited**	**Insolation Energy Limited**	**Exicom Tele-Systems Limited**	**Premier Energies Limited**
Revenue from Operations	9,246.88	1,13,976.09	7371.74	10,195.98	31,437.93
Export Revenue as % of Revenue from Operations (%)	4.19%	57.64%	NA	19.88%	13.99%
EBITDA	986.37	19,157.65	800.31	1,120.85	4,791.23
EBITDA Margin (%)	10.67%	16.81%	10.86%	10.99%	15.24%
PAT	453.03	12,743.77	554.73	639.16	2,313.60
PAT Margin %	4.90%	11.18%	7.53%	6.27%	7.36%
ROE %	18.91%	31.18%	51.20%	8.86%	35.77%
ROCE %	26.60%	27.82%	51.57%	12.44%	22.96%
Debt/Equity Ratio (in Times)	0.84	0.08	0.89	0.04	2.15
Advertisement and Marketing Expense as a % of Revenue from operations (%)	1.06%	0.29%	0.14%	0.24%	0.13%
Revenue from operations by product category					
Solar Panel	3,319.66	NA	NA	NA	NA
Solar Battery	2,166.42	NA	NA	NA	NA
Solar UPS/ Inverter/Converter	1,680.46	NA	NA	NA	NA

Parameters for the Fiscal 2024	Fujiyama Power Systems Limited	Waaree Energies Limited	Insolation Energy Limited	Exicom Tele-Systems Limited	Premier Energies Limited
E-Rickshaw Charger	593.23	NA	NA	NA	NA
Online UPS	339.32	NA	NA	NA	NA
Other Products, including services and other operating income	1,147.79	NA	NA	NA	NA
Revenue from Operations by Sales Channel (B2B vs B2C)					
B2C	7,228.10	NA	NA	NA	NA
B2B	2,018.78	NA	NA	NA	NA
No. of SKUs in portfolio (Nos)	487	NA	NA	NA	NA
No. of Channel Partner (Includes Dealers, Distributors and Shoppe) (Nos)	4587	334*	770+#	NA	NA

** Includes franchisee outlets*
 # No. of dealers and Distributors

(in ₹ million, unless mentioned otherwise)

Parameters for the Fiscal 2023	Fujiyama Power Systems Limited	Waaree Energies Limited	Insolation Energy Limited	Exicom Tele-Systems Limited	Premier Energies Limited
Revenue from Operations	6,640.83	67,508.73	2793.65	7,079.31	14,285.34
Export Revenue as % of Revenue from Operations (%)	4.96%	68.38%	NA	32.79%	0.52%
EBITDA	515.99	8,140.63	184.17	276.51	794.22
EBITDA Margin (%)	7.77%	12.06%	6.59%	3.91%	5.56%
PAT	243.66	5,002.77	106.82	80.15	-133.36
PAT Margin %	3.67%	7.41%	3.82%	1.13%	-0.93%
ROE %	12.62%	27.21%	20.20%	3.45%	-3.24%
ROCE %	16.81%	26.09%	18.10%	3.33%	2.44%

Parameters for the Fiscal 2023	Fujiyama Power Systems Limited	Waaree Energies Limited	Insolation Energy Limited	Exicom Tele-Systems Limited	Premier Energies Limited
Debt/Equity Ratio (in Times)	1.09	0.15	1.28	0.51	1.86
Advertisement and Marketing Expense as a % of Revenue from operations (%)	2.58%	0.30%	0.23%	0.27%	0.05%
Revenue from Operations by product category					
Solar Panel	1,928.01	NA	NA	NA	NA
Solar Battery	1,677.75	NA	NA	NA	NA
Solar UPS/ Inverter/Converter	1,191.59	NA	NA	NA	NA
E-Rickshaw Charger	389.32	NA	NA	NA	NA
Online UPS	443.99	NA	NA	NA	NA
Other Products, including services and other operating income	1,010.16	NA	NA	NA	NA
Revenue from Operations by Sales Channel (B2B vs B2C)					
B2C	5800.81	NA	NA	NA	NA
B2B	840.02	NA	NA	NA	NA
No. of SKUs in portfolio (Nos)	452	NA	NA	NA	NA
No. of Channel Partner (Includes Dealers, Distributors and Shoppe) (Nos)	3771	253*	300+#	NA	NA

** Includes franchisee outlets*
 # No. of dealers and Distributors

(in ₹ million, unless mentioned otherwise)

Parameters for the Fiscal 2022	Fujiyama Power Systems Limited	Waaree Energies Limited	Insolation Energy Limited	Exicom Tele-Systems Limited	Premier Energies Limited
Revenue from Operations	5,068.38	28,542.65	2153.93	8,428.05	7,428.71

Parameters for the Fiscal 2022	**Fujiyama Power Systems Limited**	**Waaree Energies Limited**	**Insolation Energy Limited**	**Exicom Tele-Systems Limited**	**Premier Energies Limited**
Export Revenue as % of Revenue from Operations (%)	2.78%	23.05%	NA	NA	0.92%
EBITDA	442.78	1,109.46	135.14	421.62	307.51
EBITDA Margin (%)	8.74%	3.89%	6.27%	5.00%	4.14%
PAT	285.43	796.50	69.46	51.36	-144.08
PAT Margin %	5.63%	2.79%	3.22%	0.61%	-1.94%
ROE %	15.76%	18.63%	31.37%	2.32%	-3.65%
ROCE %	21.54%	9.15%	35.71%	8.26%	0.38%
Debt/Equity Ratio (in Times)	0.78	0.73	1.41	0.49	1.15
Advertisement and Marketing Expense as a % of Revenue from operations (%)	2.57%	0.32%	0.24%	0.01%	0.00%
Revenue from Operations by product Category					
Solar Panel	1,413.15	NA	NA	NA	NA
Solar Battery	1,663.12	NA	NA	NA	NA
Solar UPS/ Inverter/Converter	1,128.56	NA	NA	NA	NA
E-Rickshaw Charger	206.38	NA	NA	NA	NA
Online UPS	322.48	NA	NA	NA	NA
Other Products, including services and other operating income	334.68	NA	NA	NA	NA
Revenue from Operations by Sales Channel (B2B vs B2C)					
B2C	4741.48	NA	NA	NA	NA
B2B	326.90	NA	NA	NA	NA
No. of SKUs in portfolio (Nos)	423	NA	NA	NA	NA
No. of Channel Partner (Includes Dealers, Distributors and Shoppe) (Nos)	2922	373*	NA	NA	NA

** Includes franchisee outlets*

The KPIs set out above are not standardised terms and accordingly a direct comparison of such KPIs between companies may not be possible. Other companies may calculate such KPIs differently from us.

Comparison of KPIs based on additions or dispositions to our business

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

8. Weighted average cost of acquisition ("WACA"), Floor Price and Cap Price

(a) The price per share of our Company based on the primary/ new issue of Equity Shares or convertible securities

There has been no issuance of Equity Shares or convertible securities, excluding the issuance of bonus shares, 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.

(b) The price per share of our Company based on secondary sale/ acquisitions of shares (equity/ convertible securities)

There have been no secondary sale / acquisitions of Equity Shares or any convertible securities, where the Promoters, members of the Promoter Group, Selling Shareholders, or Shareholder(s) having the right to nominate director(s) on the board of directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this Draft Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-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.

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

(i) Primary Transactions

Date of allotment of Equity Shares	Number of Equity Shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consideration	Nature of Allotment	Total Consideration (in ₹)
June 30, 2023	13,522,620^	10	10^	Other than Cash	Allotment of equity shares of face value ₹ 10 each pursuant to conversion of CCPS	135,226,200
February 19, 2024	11,148,500^	10	10^	Other than Cash	Allotment of equity shares of face value ₹ 10 each pursuant to conversion of CCPS	111,485,000

Date of allotment of Equity Shares	Number of Equity Shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consideration	Nature of Allotment	Total Consideration (in ₹)
March 27, 2024	84,214,030^	10	10^	Other than Cash	Allotment of equity shares of face value ₹ 10 each pursuant to conversion of CCPS	842,140,300
November 27, 2024	383,900	10	1^	Cash	Exercise of stock option pursuant to ESOP 2023	383,900
December 20, 2024	34,348,715	1	N.A.	N.A.	Bonus issue in the ratio of one Equity Share for every four Equity Shares held.	Nil
					Weighted Average Cost of Acquisition	**₹ 7.58**

^ As adjusted for the split, pursuant to a resolution passed by the Board dated November 27, 2024 and a special resolution passed by the Shareholders' dated November 28, 2024 the erstwhile equity shares of face value ₹ 10 each of the Company were sub-divided into Equity Shares of face value of ₹ 1 each. Consequently, the issued and subscribed Equity Share capital of the Company, comprising 24,574,643 equity Shares of face value ₹ 10 each, was sub-divided into 245,746,430 Equity Shares of face value ₹ 1 each.

(ii) Secondary Transactions

Transferor Name	Transferee Name	Date of Allotment/ transfer	Number of Equity Shares transacted	Face value of Equity Shares	Price per Equity Share	Nature of Consideration	Nature of transaction
Pawan Kumar Garg	Rita Garg	March 21, 2024	1,629,700^	10	N.A.	Other than cash	Gift Transfer
Pawan Kumar Garg	Satnarayan Garg	March 21, 2024	1,700,000^	10	N.A.	Other than cash	Gift Transfer
Pawan Kumar Garg	Shiv Kumar Garg	March 21, 2024	11,000,000^	10	N.A.	Other than cash	Gift Transfer
Yogesh Dua	Harsh Bala Dua	March 21, 2024	1,000,000^	10	N.A.	Other than cash	Gift Transfer
Yogesh Dua	Anju Bala	March 21, 2024	1,000,000^	10	N.A.	Other than cash	Gift Transfer
Yogesh Dua	Anisha	March 21, 2024	1,000,000^	10	N.A.	Other than cash	Gift Transfer
Yogesh Dua	Sunil Kumar	March 21, 2024	22,000,000^	10	N.A.	Other than cash	Gift Transfer
Yogesh Dua	Madan Lal	March 21, 2024	11,000,000^	10	N.A.	Other than cash	Gift Transfer
Sunil Kumar	Madhvi Bhatia	March 27, 2024	11,000,000^	10	N.A.	Other than cash	Gift Transfer
Madan Lal	Sandeep Dua	March 27, 2024	11,000,000^	10	N.A.	Other than cash	Gift Transfer

^ Pursuant to a resolution passed by the Board dated November 27, 2024 and a special resolution passed by the Shareholders' dated November 28, 2024 the erstwhile equity shares of face value ₹ 10 each of the Company were sub-divided into Equity Shares of ₹ 1 each. Accordingly, equity shares of face value 10 of the Company held by Promoters (Including Promoters Selling Shareholders), Promoter Group or Shareholder(s) having the right to nominate Director(s) on our Board were subdivided into equity Shares of face value ₹ 1 each.

(c) Weighted average cost of acquisition, Floor Price and Cap Price

Types of transactions	Weighted average cost of acquisition (₹ per Equity Share)*	Floor price (₹)	Cap price (₹)
WACA of Primary Transactions	N.A	NA	NA
WACA of Secondary Transactions	N.A.	NA	NA
Since there were no Primary Transactions or Secondary Transactions during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, the information has been disclosed for price per share of our Company based on the last five primary or secondary transactions (where promoters/promoter group entities or shareholder(s) having the right to nominate director(s) on the Board), are a party to the transaction, not older than three years prior to the date of this Draft Red Herring Prospectus irrespective of the size of the transaction			
- Based on primary transactions	7.58	[●]	[●]
- Based on secondary transactions	Nil	[●]	[●]

* *As certified by Raj Gupta & Co., Chartered Accountants by way of their certificate dated March 6, 2025*
 # To be included upon finalisation of the Price Band and updated in the Prospectus.

9. Justification for Basis of Offer price*

(a) The following provides an explanation to the Offer Price/ Cap Price being [●] times of weighted average cost of acquisition of primary issuance price/secondary transaction price of Equity Shares (as set out above) compared to our Company's KPIs and financial ratios for the Fiscals 2022, 2023 and 2024 and for six month period ended September 30, 2024

[●]*

* *To be included on finalisation of Price Band and will be updated at the Prospectus stage.*

(b) The following provides an explanation to the Offer Price/ Cap Price being [●] times of weighted average cost of acquisition of primary issuance price/secondary transaction price of Equity Shares (as set out above) in view of external factors, if any, which may have influenced the pricing of the Offer

[●]*

* *To be included on finalisation of Price Band and will be updated at the Prospectus stage.*

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

The Offer Price of ₹ [●] has been determined by our Company, in consultation with the BRLMs, on the basis of assessment of market demand from investors for Equity Shares through the Book Building Process and is justified in view of the above qualitative and quantitative parameters. Investors should read the abovementioned information along with the sections titled "*Risk Factors*", "*Our Business*", "*Restated Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 30, 221`, 307 and 371, respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the section titled "*Risk Factors*" on page 30 and you may lose all or a part of your investment.

STATEMENT OF SPECIAL TAX BENEFITS

To,

The Board of Directors,
Fujiyama Power Systems Limited
(Previously known as Fujiyama Power Systems Private Limited)
53A/6, Near NDPL Grid Office
Near Metro Station, Industrial Area
Sat Guru Ram Singh Marg
New Delhi
Delhi 110 015, India (**Referred as the "Company"**)

Dear Sirs/Madams,

Sub: Proposed initial public offering of equity shares of Rs. 1/- each ("the Issue") of Fujiyama Power Systems Limited (Previously known as Fujiyama Power Systems Limited) ("the Company")

We, the statutory auditors of the Company, have been requested by the Company to issue a report on the special tax benefits (referred to as "Statement") available to the Company and its shareholders attached for inclusion in the Issue Documents (defined below) in connection with the Issue proposed to be undertaken in accordance with the Chapter VI of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and applicable provisions of the Companies Act, 2013, and the rules framed thereunder, each as amended. The Statement has been prepared by the management of the Company and stamped by us for identification purposes only.

The Statement showing the current position of tax benefits available to the Company and the shareholders of the Company as per the provisions of Indian direct tax and indirect tax laws including the Income Tax Act, 1961 and the Income-tax Rules, 1962 ("**IT Act**"), the Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017 and Customs Act, 1962 each as amended (collectively, the "**Tax Laws**") including the rules, regulations, circulars and notifications issued in connection with the Tax Laws as presently in force in India and applicable to the assessment year 2025-2026 relevant to the financial year 2024 – 2025 for inclusion in the Issue Documents. These benefits are dependent on the Company, or its shareholders fulfilling the conditions prescribed under the relevant provisions of the statute. Hence, the ability of the Company or its shareholders to derive the stated tax benefits is dependent upon their fulfilling such conditions, which based on business imperatives the Company faces in the future, the Company may or may not choose to fulfill. Further, certain tax benefits may be optional, and it would be at the discretion of the Company or its shareholders to exercise the option by fulfilling the conditions prescribed under Tax laws.

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

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

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

We conducted our examination of the statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India (the "Guidance Note"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Performs Audits and Reviews of Historical Financial information and Other Assurance and Related Services Engagements.

We do not express any opinion or provide any assurance as to whether:

i) the Company or its shareholders will continue to obtain these benefits in future; or

ii) the conditions prescribed for availing the benefits have been/would be met with.

iii) The revenue authorities / courts will concur with the views expressed therewith.

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

The Statement is intended solely for the information and inclusion in the Issue Document in connection with the proposed issue of equity shares of the Company and is not to be used, referred to, or distributed for any other purpose, without our prior consent, provided the below statement of limitation is included in the Issue Document.

Limitation:

Our views expressed in the Statement enclosed are based on the facts and assumptions indicated above. Our views are based on the existing provisions of the Tax laws presently in force in India and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes.

This report is addressed to the Board of Directors of the Company for inclusion of this report along with the accompanying Statement in the draft red herring prospectus, the red herring prospectus and the prospectus to be submitted by the Company with the Securities and Exchange Board of India, BSE Limited, National Stock Exchange of India Limited and the Registrar of Companies where the Company is registered or any other regulatory or statutory authority and/or in any other material used in connection with the Issue ("**Issue Documents**"), prepared in connection with the Issue and should not be used by any other person or for any other purpose.

We hereby give our consent to include this report and the enclosed Statement regarding the tax benefits available to the Company and its shareholders in the Issue Documents, provided that the above statement of limitation/ restriction on distribution or use is included in the Issue Documents.

Yours sincerely,

For S.N. Dhawan & CO LLP
Chartered Accountants
Firm's Registration No.: 000050N/ N500045

Rahul Singhal
Partner
Membership No: 096570
UDIN: 25096570BMIQLJ6790
Place: Gurugram
Date: 06 March 2025

STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO FUJIYAMA POWER SYSTEMS LIMITED (PREVIOUSLY KNOWN AS FUJIYAMA POWER SYSTEMS PRIVATE LIMITED) ("THE COMPANY") (THE "COMPANY") AND ITS SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA

Outlined below are the special tax benefits available to the Company and its shareholders under the Act applicable for the Financial Year 2024-25 as amended by Finance No.2 Act 2024 dated 16 August 2024. These possible special tax benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the Act.

I. Under the Income tax Act, 1961 (the IT Act)

A. Special tax benefits available to the Company.

1. Concessional corporate tax rates – Section 115BAA of the IT Act

The company has adopted section 115BAA wherein domestic companies are entitled to avail a concessional tax rate of 22% (plus applicable surcharge and cess) i.e. 25.168%, on fulfillment of certain conditions. The option once exercised shall apply to subsequent AYs. The concessional rate is subject to a company not availing any of the following deductions under the provisions of the IT Act:

- Section10AA: Tax holiday available to units in a Special Economic Zone.
- Section 32(1)(iia): Additional depreciation;
- Section 32AD: Investment allowance.
- Section 33AB/3ABA: Tea coffee rubber development expenses/site restoration expenses
- Section 35(1)/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.
- Chapter VI-A except for the provisions of section 80JJAA and section 80M.

Further, provisions of Minimum Alternate Tax ('MAT') under section 115JB of the IT Act shall not be applicable to companies availing section 115BAA of the IT Act.

2. Deduction with respect to inter- corporate dividends- Section 80M of the IT Act

As per the provisions of section 80M of the IT Act, a domestic company shall be allowed to claim a deduction of divided income earned from any other domestic company or a foreign company or a business trust, to the extent such dividend is distributed by it on or before the due date. In this case, due date means one month prior to the date for furnishing the return of income under sub-section (1) of section 139 of the Act.

The amount of deduction so claimed should not exceed the amount of dividend distributed by it and is subject to fulfilment of other conditions laid down therein.

B. Special tax benefits available to the shareholders.

1. Dividend income earned by the shareholders would be taxable in their hands at the applicable rates. However, in the case of a domestic corporate shareholder, benefit of deduction under Section 80M of the IT Act would be available on fulfilling the conditions.

2. As per Section 112A of the IT Act, long-term capital gains arising from the transfer of an equity share on which securities transaction tax ("STT") is paid at the time of acquisition and sale, shall be taxed at the rate of 12.5% (plus applicable surcharge and cess) (without indexation) of such capital gains. This is subject to fulfilment of prescribed additional conditions as per Notification No. 60/2018/F. No.370142/9/2017-TPL dated 01 October 2018. It is worthwhile to note that tax shall be levied where such aggregate capital gains exceed INR 1,25,000/- in a year.

3. As per Section 90(2) of the IT Act, non-resident shareholders will be eligible to take 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.

4. Further, any income by way of capital gains accruing to non-residents may be subject to withholding tax per the provisions of the Act or under the relevant DTAA, whichever is more beneficial to such non-residents. However, where such non-resident has obtained a lower withholding tax certificate from the tax authorities, the withholding tax rate would be as per the said certificate. The non-resident shareholders can also avail credit of any taxes paid by them, subject to local laws of the country in which such shareholder is resident.

II. Indirect tax (indirect tax regulations)

The Central Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017, Customs Act, 1962, Customs Tariff Act, 1975 as amended, 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")

A. Special tax benefits available to the Company.

1. Remission of Duties and Taxes on Exported Products Scheme (RoDTEP)

   The Remission of Duties and Taxes on Exported Products (RoDTEP) scheme was announced by Government of India (GOI) to boost exports by allowing reimbursement of taxes and duties, which are not exempted or refunded under any other scheme in accordance with World Trade Organization (WTO) norms.

   The Company has been availing benefit of this scheme on products exported out of India as per rates prescribed.

2. Benefits available to the Company under Duty Drawback Scheme

   Duty Drawback Scheme provides refund/recoupment of custom duties paid on inputs or raw materials and goods and service tax paid on the input services used in the manufacture of exported goods.

   The Company has been availing benefit of this scheme and has been availing duty drawback as per the rates prescribed.

3. Benefits available to the company under Export Promotion Capital Goods Scheme (EPCG)

The objective of the Export Promotion Capital Goods (EPCG) Scheme is to facilitate import of capital goods for producing quality goods and services and enhance India's manufacturing competitiveness.

EPCG Scheme allows import of capital goods for pre-production, production, and post-production at zero customs duty.

The Company has been availing benefit under this scheme.

4. Benefits available to the company under Import of Goods at Concessional Rate of Duty (IGCR)

   The objective of the Import of Goods at Concessional Rate of Duty (IGCR) Scheme is to facilitate the import of capital goods for a specified purpose at a concessional rate of duty, and after having put such capital goods to use for the said purpose, clear the same after payment of the differential duty and interest, at a depreciated value, with permission from the jurisdictional Customs Officer.

   The Company has been availing benefit under this scheme.

5. Benefits available to the company from Zero Rated Supply as per GST Law

   Under the GST regime, all supplies of goods and services which qualify as export of goods or services are zero-rated, that is, 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 goods or services used for such supplies and can seek refund of accumulated/unutilized ITC.

   There are two mechanisms 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 tax and claim refund thereof as per the provisions of Section 54 of CGST Act, 2017.

   The Company has been engaged in the export of goods on payment of IGST and claiming a refund for the same.

B. Special tax benefits available to shareholders of the Company under indirect tax regulations in India

The shareholders of the Company are not eligible to any special tax benefits under Indirect Tax Regulations.

Notes:

1. The ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Company or its shareholders may or may not choose to fulfil.

2. The special tax benefits discussed in the Statement are not exhaustive and is only intended to provide general information to the investors and hence, is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences aid the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue.

3. The Statement has been prepared on the basis that the equity shares of the Company are listed on a recognized stock exchange in India and the Company will be issuing shares.

4. The Statement is prepared 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;
    - 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.

5. The above views are based on the existing provisions of law and its interpretation, which are subject to change from time to time.

6. The 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.

For **Fujiyama Power Systems Limited**
(Previously known as Fujiyama Power Systems Private Limited)

Authorised Signatory
Name: Ashu Bansal
Designation: Vice-President F&A
Place: Delhi

Date: March 6, 2025

SECTION VI: ABOUT OUR COMPANY

INDUSTRY OVERVIEW

*Unless otherwise indicated or the context otherwise requires, industry and market data used in this section have been extracted from the report titled 'Industry Research Report on Power Sector', dated December 26, 2024 prepared and issued by CARE (the "**CARE Report**"), which has been commissioned and paid for by our Company exclusively in connection with the Offer, and prepared only for the purposes of understanding the industry in which we operate, pursuant to an engagement letter dated October 9, 2024. See "Risk Factors –Industry information included in this Draft Red Herring Prospectus has been derived from an industry report commissioned, and paid for, such purpose." on page 65.*

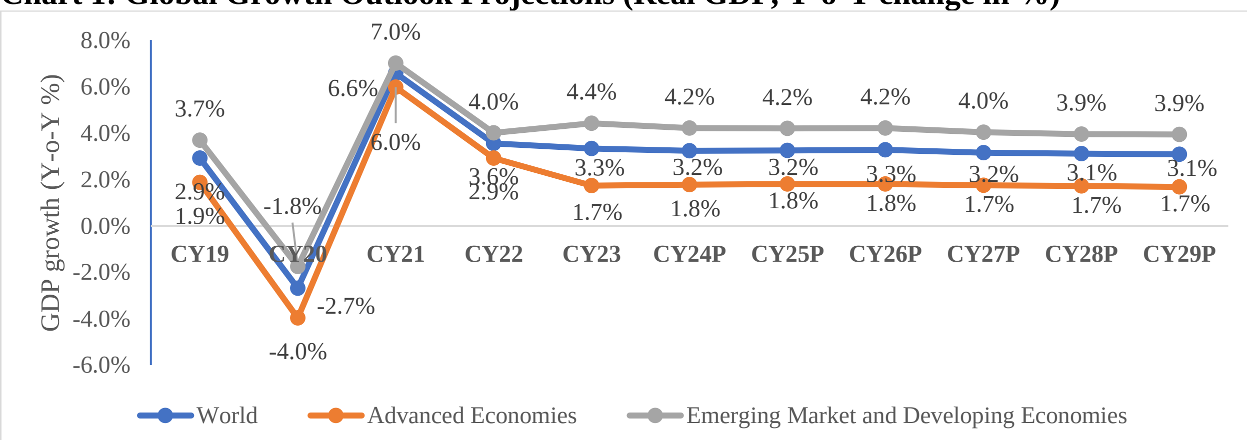
The CARE Report will form part of the material documents for inspection and is available on the website of our Company at https://www.utlsolarfujiyama.com/investor-relations/. The information in the following section is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Draft Red Herring Prospectus, including the information contained in "Risk Factors", "Industry Overview", "Restated Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 30, 153, 307 and 371, respectively.

Economic Outlook

Global Economy

Global growth, which stood at 3.3% in CY23, is anticipated to fall and remain at 3.2% in both CY24 and CY25. The global real GDP growth outlook shows signs of improvement as cyclical imbalances ease, aligning economic activity with potential output in major economies. While global disinflation progresses, risks remain, particularly from financial market volatility and geopolitical tensions that could disrupt trade and increase commodity prices. Nonetheless, stronger public investment in advanced economies aimed at infrastructure and the green transition may stimulate private sector investment and bolster global demand. Additionally, accelerating structural reforms in both advanced and emerging markets could enhance productivity and support medium-term growth.

Chart 1: Global Growth Outlook Projections (Real GDP, Y-o-Y change in %)



Source: IMF – World Economic Outlook, October 2024; P: Projection

Table 1: GDP growth trend comparison - India v/s Other Economies (Real GDP, Y-o-Y change in %)

	Real GDP (Y-o-Y change in %)									
	CY20	CY21	CY22	CY23	CY24P	CY25P	CY26P	CY27P	CY28P	CY29P

Emerging Economies										
India	-5.8	9.7	7.0	8.2	7.0	6.5	6.5	6.5	6.5	6.5
China	2.2	8.4	3.0	5.3	4.8	4.5	4.1	3.6	3.4	3.3
Indonesia	-2.1	3.7	5.3	5.0	5.0	5.1	5.1	5.1	5.1	5.1
Saudi Arabia	-3.6	5.1	7.5	-0.8	1.5	4.6	4.4	3.6	3.5	3.5
Brazil	-3.3	4.8	3.0	2.9	3.0	2.2	2.3	2.4	2.5	2.5
Sub Saharan Africa	-1.6	4.8	4.1	3.6	3.6	4.2	4.4	4.3	4.4	4.4
Advanced Economies										
Euro Area[1]	-6.1	6.2	3.3	0.4	0.8	1.2	1.5	1.4	1.3	1.2
United States	-2.2	6.1	2.5	2.9	2.8	2.2	2.0	2.1	2.1	2.1
Japan	-4.2	2.7	1.2	1.7	0.3	1.1	0.8	0.6	0.6	0.5
Germany	-4.1	3.7	1.4	-0.3	0.0	0.8	1.4	1.2	0.8	0.7

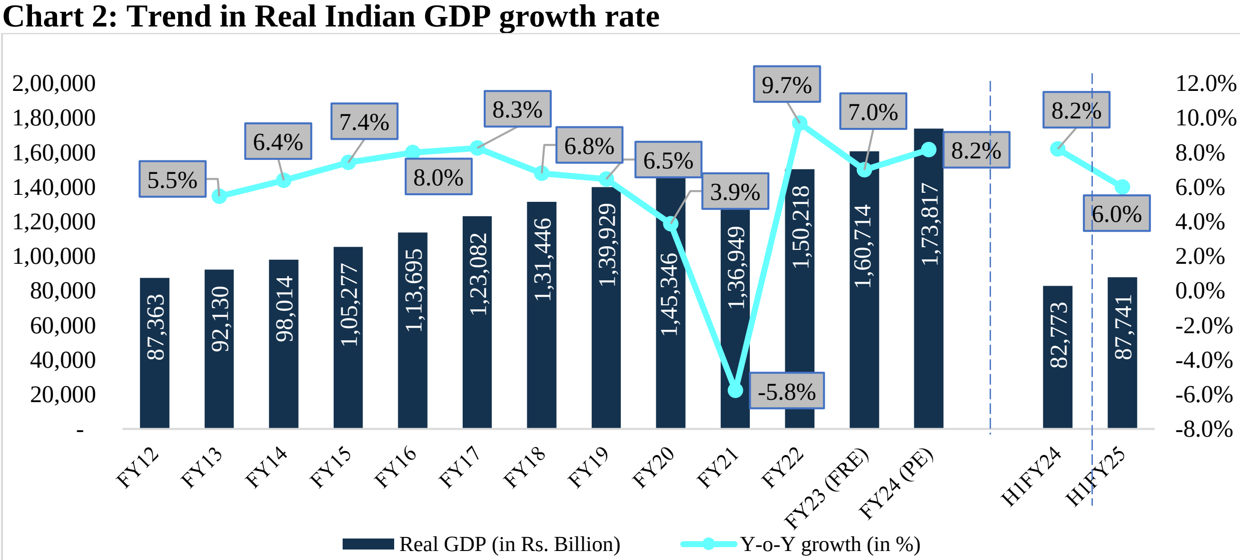
Source: IMF- World Economic Outlook Database (July 2024); P: Projections

Indian Economic Outlook

GDP Growth and Outlook

Resilience to External Shocks remains Critical for Near-Term Outlook

Chart 2: Trend in Real Indian GDP growth rate



Source: MOSPI; Note: FRE – First Revised Estimates, PE – Provisional Estimates

[1] Euro Area includes the following states: Austria, Belgium, Croatia, Cyprus, Estonia, Finland, France, Germany, Greece, Ireland, Italy, Latvia, Lithuania, Luxembourg, Malta, The Netherlands, Portugal, Slovak Republic, Slovenia, Spain

India's real GDP grew by 7.0% in FY23 (Rs. 161 trillion) and is estimated to grow 8.2% in FY24 (Rs. 173.82 trillion), driven by strong domestic demand, particularly investment. In H1FY25, GDP grew 6.0% YoY, with private consumption increasing by 6.7% and government spending contracting by 2.0%.

GDP Growth Outlook

- Driven by strong government capital expenditure, recovery in industrial activity, improved rural demand, and robust export performance, the economy continues to expand. The provisional estimates (PE) placed real GDP growth at 6.6% for FY24.

- Industrial activity in Q2FY25 slowed due to sector-specific issues and monsoon disruptions but is expected to recover in H2, driven by seasonal corrections, government spending, and the normalization of key sectors like cement, steel, mining, and electricity.

- Economic activity is recovering, with strong festive and rural demand. Agricultural growth is supported by good kharif crop, high reservoir levels, and improved rabi sowing. Industrial activity is normalizing, aided by government spending and sectoral growth. Services continue to expand (PMI 58.4), and exports (merchandise + services) are robust, with October merchandise exports up 17.2%.

- Investment activity is expected to pick up which will be driven by higher government capital expenditure and a recovery in industrial sectors like cement, iron, and steel. Strong export growth in both merchandise and services is also likely to support investment.

Persistent geopolitical tensions, volatility in international financial markets and geo-economic fragmentation do pose risk to this outlook. Based on these considerations, the RBI, in its December 2024 monetary policy, has projected real GDP growth at 6.6% y-o-y for FY25.

Table 2: RBI's GDP Growth Outlook (Y-o-Y %)

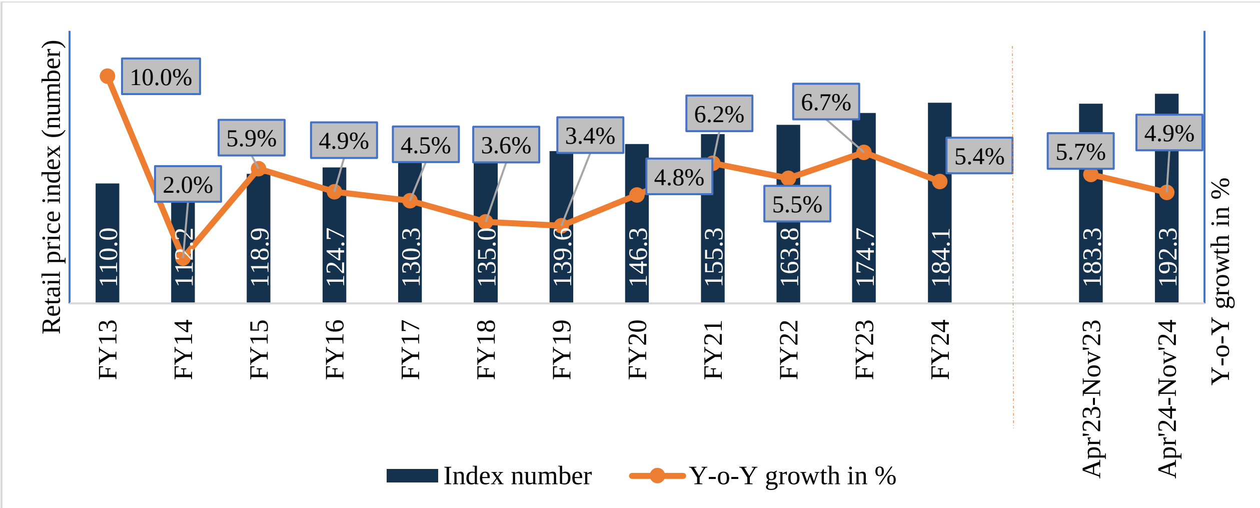
FY25P (complete year)	Q3FY25P	Q4FY25P	Q1FY26P	Q2FY26P
6.6%	6.8%	7.2%	6.9%	7.3%

Source: Reserve Bank of India; P: Projected

Consumer Price Index

CPI moderation was driven by improved south-west monsoon, better kharif sowing, and declines in food prices (vegetables, pulses, sugar, milk, fruits) and non-food sectors (transport, personal care, spices). These factors helped reduce inflationary pressures, despite occasional food price volatility.

Chart 3: Retail Price Inflation in terms of index and Y-o-Y Growth in % (Base: 2011-12=100)

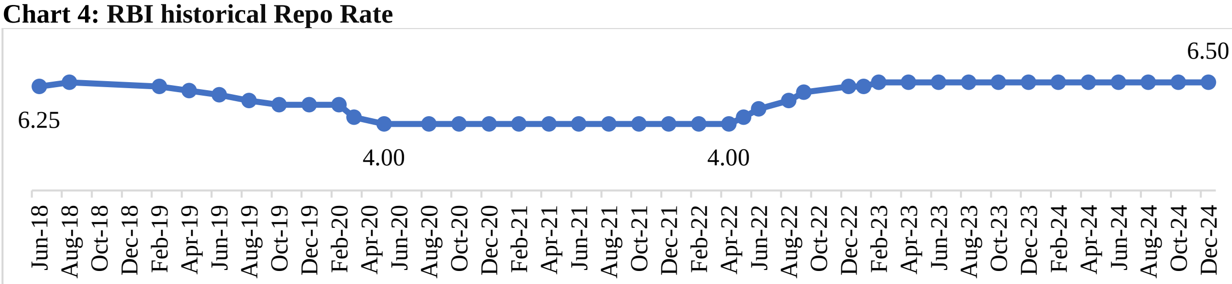


Source: MOSPI

The CPI is primarily factored in by RBI while preparing their bi-monthly monetory policy. At the bi-monthly meeting held in November 2024, RBI projected inflation at 4.8% for FY25 with inflation during Q3FY25 at 5.7%, Q4FY25 at 4.5%, Q1FY26 at 4.6%, and Q2FY26 at 4.0%.

Considering the current inflation situation, RBI has kept the repo rate unchanged at 6.5% again in the November 2024 meeting of the Monetary Policy Committee.

Chart 4: RBI historical Repo Rate



Source: RBI

Further, the central bank continued its stance to be neutral. While headline inflation has saw a sharp pick up due to increase in food inflation. The growth outlook is expected to be resilient but with close monitoring. Core inflation has shown a subdued pick up, and fuel prices are contracting. Domestic growth remains strong, driven by private consumption and investment, allowing the MPC to focus on bringing inflation down to the 4% target. As a result, the MPC decided to adopt a 'neutral' stance, monitoring inflation while supporting growth.

Components of GDP

The main components of GDP include PFCE, GFCE, GFCF, Net exports and others. With increase in disposable income, there has been a gradual change in consumer spending behaviour as well. Private Final Consumption Expenditure (PFCE) which is measure of consumer spending has showcased significant growth in the past decade at a CAGR of 9.46%. A steady growth in GFCG and GFCE has seen a steady growth rate from FY18-FY24.

Table 3: Main Components of GDP (at current GDP prices)

Components	FY19	FY20	FY21	FY22	FY23 [FRE]	FY24 [PE]	H1FY24	H1FY25
PFCE	59.3%	60.9%	61.1%	61.0%	60.9%	60.3%	60.00%	61.20%
GFCF	29.5%	28.5%	27.3%	29.6%	30.7%	30.8%	10.40%	10.10%

GFCE	10.8%	11.0%	11.6%	10.5%	10.7%	10.4%	10.40%	10.10%
Net Exports	-3.8%	-2.6%	-0.4%	-2.6%	-3.6%	-2.2%	-2.6%	-2.8%
Others	4.2%	2.2%	0.4%	1.6%	1.2%	0.7%	0.8%	0.4%

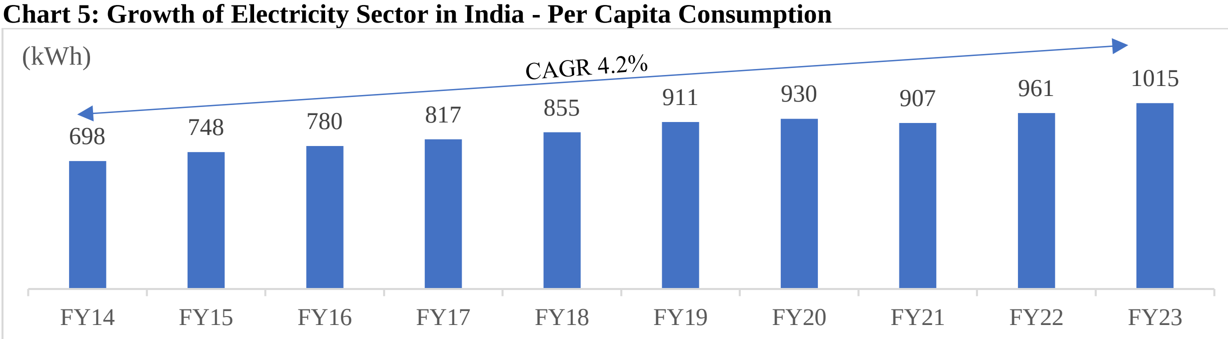
Source: MOSPI
Note: PFCE- Private Final Consumption Expenditure, GFCF- Gross Fixed Capital Formation, GFCE- Government Final Consumption Expenditure FRE: First Revised Estimates; PE: Provisional Estimates, Others (Valuables, Discrepancies, Changes in Stocks)

Overview of per capita energy consumption

India's Per Capita Power Consumption

India's per capita power consumption has been on a consistent rise with the government increasingly focusing on electrification of villages and families across the country.

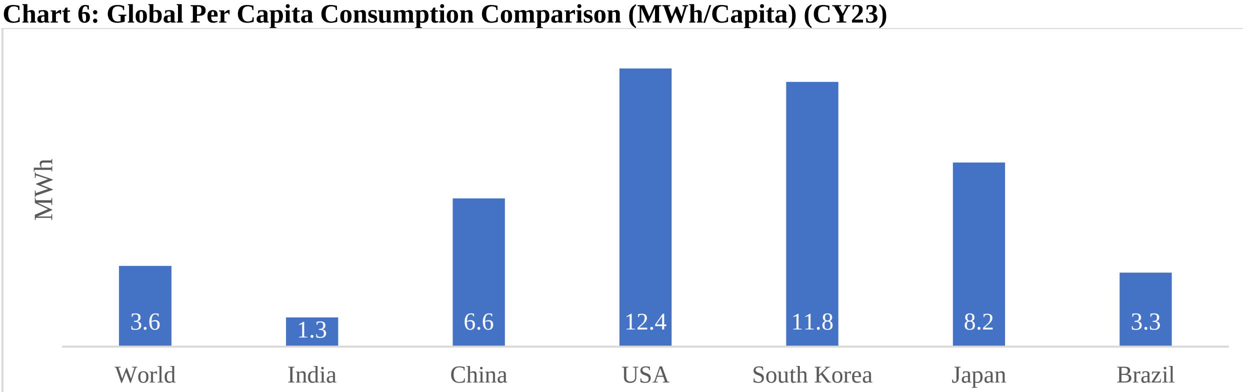
Chart 5: Growth of Electricity Sector in India - Per Capita Consumption



Source: Energy Statistics 2024, MOSPI, CareEdge Research

Developed countries such as Japan, South Korea and the United States have the world's highest per capita electricity consumption. India's per capita consumption has remained low as compared to the emerging countries like Brazil, implying room for significant growth.

Chart 6: Global Per Capita Consumption Comparison (MWh/Capita) (CY23)



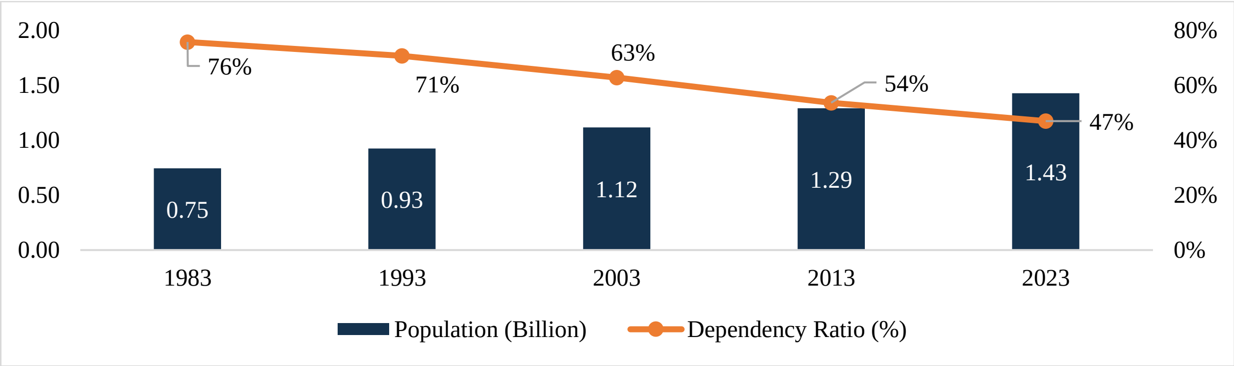
Source: IEA, CareEdge Research

Overview on Key Demographic Parameters

- **Population growth and Urbanization**

India's economic growth and private consumption are influenced by socio-economic factors like demographics and urbanization. In 2022, India's population surpassed 1.42 billion, making it the most populous country. The Age Dependency Ratio, which measures dependents (under 15 and over 64) to the working-age population (15-64), has declined from 76% in 1983 to 47% in 2023. This decline signals a growing working-age population, benefiting the economy.

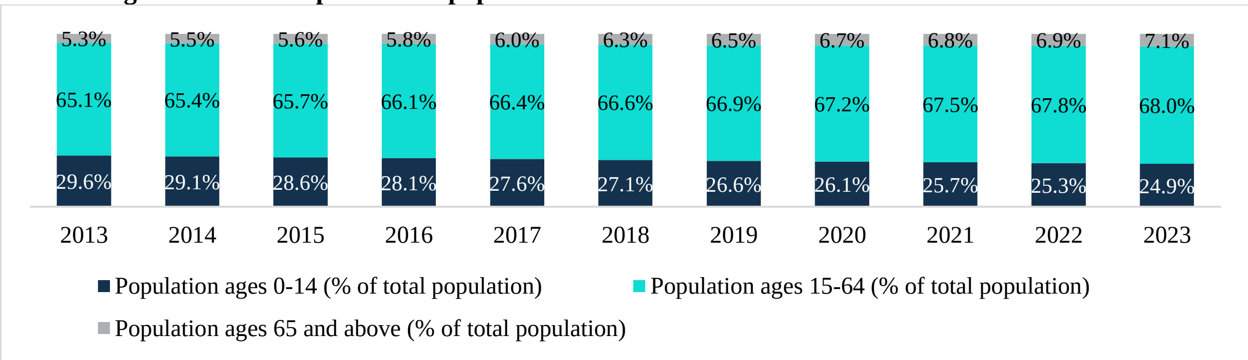
Chart 7: Trend of India Population vis-à-vis dependency ratio



Source: World Bank Database

With an average age of 29, India has one of the youngest populations globally. With vast resources of young citizens entering the workforce every year, it is expected to create a 'demographic dividend'. India is home to a fifth of the world's youth demographic and this population advantage will play a critical role in economic growth.

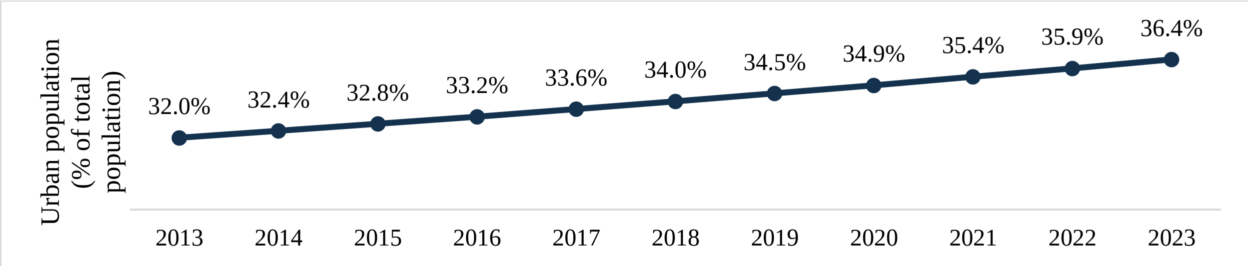
Chart 8: Age-Wise Break Up of Indian population



Source: World Bank Database

The urban population is significantly growing in India. The urban population in India is estimated to have increased from 413 million (32% of total population) in 2013 to 519.5 million (36.4% of total population) in the year 2023.

Chart 9: Urbanization Trend in India



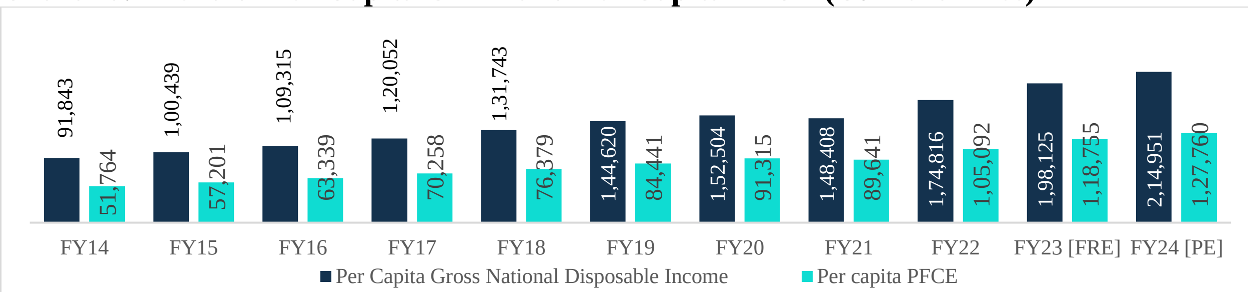
Source: World Bank Database

- **Increasing Disposable Income and Consumer Spending**

Gross National Disposable Income (GNDI) is a measure of the income available to the nation for final consumption and gross savings. Between the period FY14 to FY24, per capita GNDI at current prices registered a CAGR of 8.88%. More disposable income drives more consumption, thereby driving economic growth.

With increase in disposable income, there has been a gradual change in consumer spending behaviour as well. Private Final Consumption Expenditure (PFCE) which is measure of consumer spending has also showcased significant growth in the past decade at a CAGR of 9.46%.

Chart 10: Trend of Per Capita GNDI and Per Capita PFCE (Current Price)



Source: MOSPI, Note: FRE – First Revised Estimates, PE – Provisional Estimate

Concluding Remarks

The major headwinds to global economic growth are escalating geopolitical tensions, volatile global commodity prices, high interest rates, inflation woes, volatility in international financial markets, climate change, rising public debt, and new technologies. Despite the global economic growth uncertainties, the Indian economy is relatively better placed in terms of GDP growth compared to other emerging economies. According to IMF's forecast, it is expected to be 7% in CY24 compared to the world GDP growth projection of 3.2%. The bright spots for the economy are continued healthy domestic demand, support from the government towards capital expenditure, moderating inflation, investments in technology and improving business confidence.

Likewise, several high-frequency growth indicators including the purchasing managers index, E-way bills, bank credit, toll collections and GST collections have shown improvement in FY24. Moreover, normalizing the employment situation after the opening up of the economy is expected to improve and provide support to consumption expenditure.

At the same time, public investment is expected to exhibit healthy growth as the government has allocated a strong capital expenditure of about Rs. 11.11 lakh crores for FY25. The private sector's intent to invest is also showing improvement as per the data announced on new project investments and resilience shown by the import of capital goods. Additionally, improvement in rural demand owing to healthy sowing, improving reservoir levels, and progress in south-west monsoon along with government's thrust on capex and other policy support will aid the investment cycle in gaining further traction

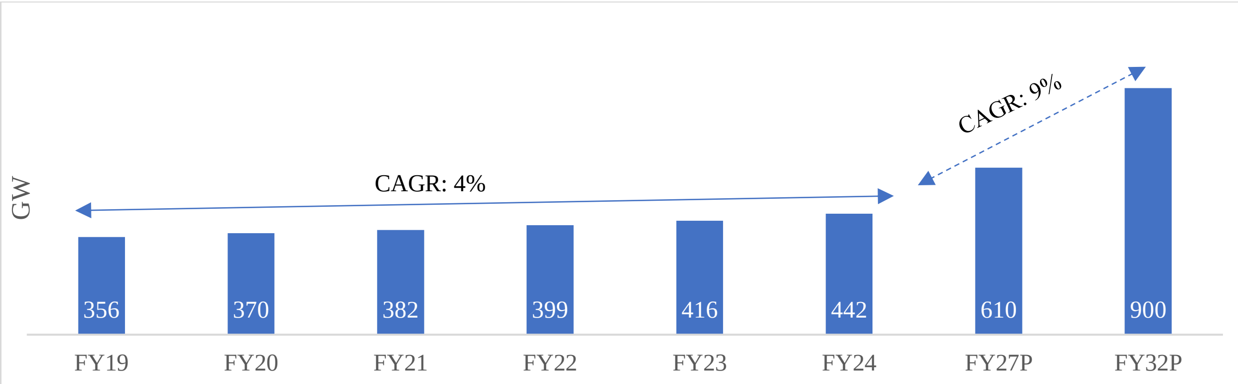
Overview of Power sector in India

Indian Power sector: Market size

India, the world's third-largest electricity producer and consumer, has prioritized expanding power generation, reducing energy deficits, and promoting renewables. Key government initiatives like the National Electricity Plan, UDAY, and the National Solar Mission have been instrumental in driving growth. Targeting 500 GW of non-fossil fuel energy by 2030, India aligns with its sustainability goals and global carbon reduction commitments.

From FY19 to FY24, the power sector grew at a 4% CAGR, driven by rising demand, rural electrification, and infrastructure development. Looking ahead, the sector is projected to grow at a 9% CAGR from FY24 to FY32, fueled by investments in renewables, grid modernization, and efficiency enhancements, positioning India as a leader in the global clean energy transition.

Chart 11: Indian Power Sector Installed Capacity



Source: National Electricity Plan Vol-II, CEA, CareEdge Research

Long-Term Drivers for Demand Growth

The growth drivers for the increasing power demand are mentioned below:

Key Drivers of Power Demand in India

GDP and Energy Intensity

India's low per capita power consumption, strong GDP outlook, and growing population highlight its latent power demand. With a projected $5 trillion economy by 2025 and $1 trillion in exports by 2030, power consumption is set to rise significantly.

Urbanization

Rising urbanization drives infrastructure growth, job creation, and expansion of consumer and services sectors. Increasing disposable incomes and favorable demographics further fuel urban power demand.

Round-The-Clock Power

Hybrid energy systems like wind-solar combinations ensure consistent, clean power output by leveraging complementary generation patterns. Integrating renewables with conventional sources enhances energy yields and stabilizes power supply.

Rural Electrification

Government initiatives such as Power for All and rural electrification aim to provide 24x7 electricity access, improving quality of life, boosting economic activity, and driving power demand. Schemes like IPDS, with an outlay of ₹326.12 billion, further support this growth.

Cross-Border Power Trading

India is strengthening power generation capacity and exploring cross-border electricity trade with neighboring countries like Nepal, Bangladesh, Bhutan, Sri Lanka, and the Maldives to achieve regional integration and export surplus power.

Railway Electrification

Indian Railways is on track for 100% electrification by FY25, backed by ₹6,500 crore in the interim budget. With over 58,424 route kms electrified, nearly 50% in the last 5 years, this initiative positions Indian Railways as the world's largest green railway, reducing carbon emissions by FY28.

Electrification of Mobility Infrastructure

India targets 30% EV penetration by 2030, with NITI Aayog projecting 80% adoption for two/three-wheelers and 50% for four-wheelers. At 33% EV penetration, electricity demand for EVs is estimated to reach 37 TWh, constituting less than 2% of total national demand. Grid readiness will be critical to supporting this transition.

Table 4: Charging Demand by Vehicle Segment

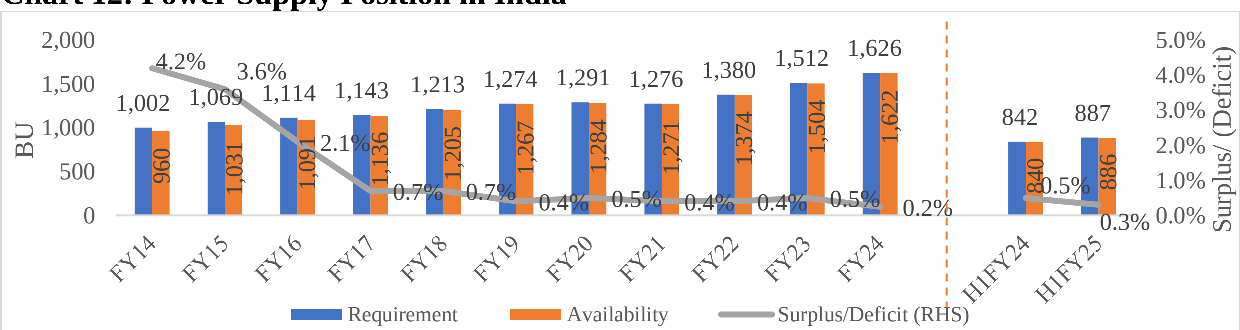
Vehicle segments	Total daily charging demand in kWh - 2025	Total daily charging demand in kWh – 2030
E – 2W	1,25,596	7,65,442
E-3W (passenger / cargo)	2,55,162	9,72,757
E-car (personal)	17,498	1,64,786
E-car (commercial)	55,931	4,91,838
Total	**4,54,187**	**23,94,823**

Source: Handbook of electric vehicle charging infrastructure implementation by NITI Aayog – Version 1

Power Demand, Supply, and Deficit in India

The electricity requirement has grown from 1,002 BU in FY14 to 1,626 BU in FY24. There has been a continuous deficit between electricity requirement and availability of around 0.3%-4.2% between FY14 and FY24. During April-September 2025, the electricity demand stood at 888 BU, an increase of 5% y-o-y, while the deficit was 0.1%.

Chart 12: Power Supply Position in India

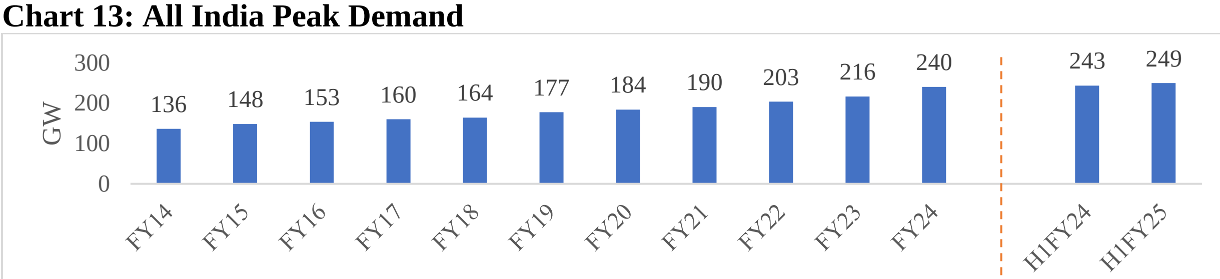


Source: Power Ministry, CEA, CareEdge Research

In FY14, peak demand not met stood at 6 GW, and energy not supplied was 42,428 MU. These figures declined steadily to 2.475 GW and 5,787 MU in FY22. However, due to high power demand, FY24 saw an increase to 3.34 GW peak demand not met and 4,112 MU energy not supplied.

During H1 FY24, the peak demand not met further dropped to 0.002 GW, with energy not supplied at 1,223 MU. Peak energy demand grew at a 5% CAGR from 136 GW in FY14 to 240 GW in FY24, matching a 5% CAGR in peak supply. Power requirements rose 7.5% year-on-year in FY24.

Chart 13: All India Peak Demand

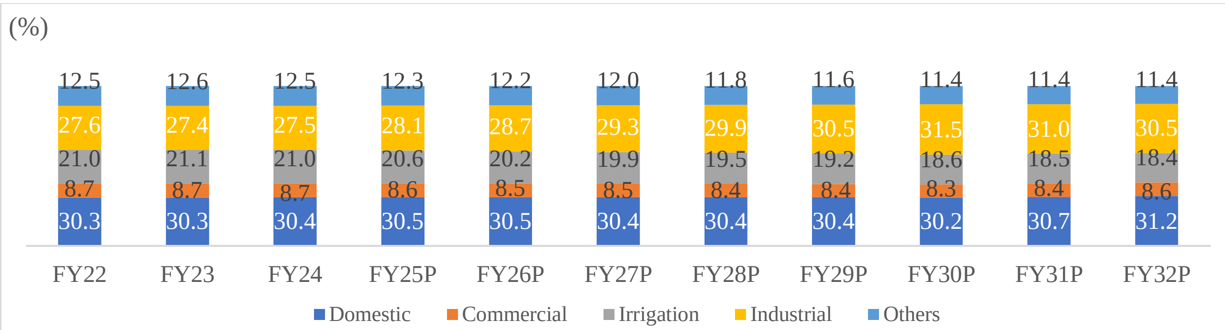


Source: Power Ministry, CEA, CareEdge Research

Sectoral Consumption of the Power sector

The consumption of power in the allied sectors has witnessed an increasing trend over the past years. The total consumption in the allied sectors stood at 1330 BU in FY24. Consumption grew by 6% in FY24 over FY23. Going forward, with rapid economic expansion coupled with population factors is expected to maintain steady growth in the consumption pattern. The consumption of power in the allied sectors is expected to grow at a CAGR of 6% from FY24 to FY32.

Chart 14: Sector-wise consumption of the power sector



Source: 20th Electric Power Survey Report, CEA, CareEdge Research; P: Projected

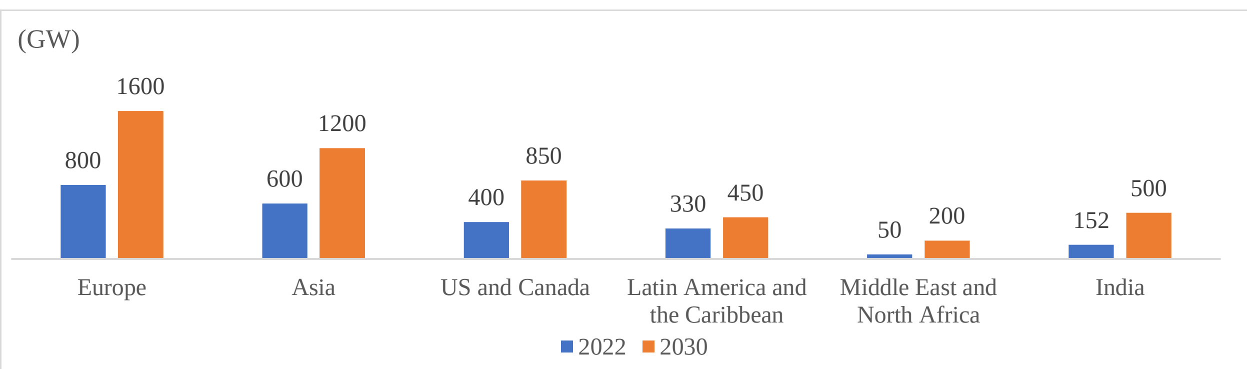
Renewable Energy Sector in India

Global initiatives and policies for boosting renewables growth

By the close of 2023, 90 countries had implemented economy-wide targets for renewable energy. However, only 7 countries had committed to 100% renewable energy targets, and most aimed at achieving them in distant timeframes.

Nearly all regions are expected to double their current targets in the renewable energy space by 2030. As of December 2023, China was the only country on track to meet its target of 28% renewables in its energy mix by 2030, while also surpassing its annual renewable capacity additions. In contrast, the European Union (EU), despite active efforts, remained off track in meeting its target of 42.5% renewables in its energy mix. These disparities underscored the gap between ambition and actual progress, signaling the urgent need for more effective measures to achieve global renewable energy goals.

Chart 15: Region wise Renewable energy targets as per COP28 until 2030



Source: IEA Renewables Energy Report 2024, CareEdge Research

Several other global initiatives and policies have been implemented to accelerate the growth of renewable energy. These efforts aim to transition away from fossil fuels and meet climate goals, such as limiting global warming and achieving net-zero emissions. Other key global initiatives and policies include:

1. Paris Agreement (2015): The Paris Agreement is a legally binding international treaty on climate change. It was adopted by 196 Parties at the UN Climate Change Conference (COP21) in Paris, France, on 12 December 2015. A landmark global accord in which countries committed to limiting global temperature rise to below 2°C, preferably 1.5°C, above pre-industrial levels. This has driven nations to set targets for increasing renewable energy as part of their Nationally Determined Contributions (NDCs).

2. RE100: A global corporate initiative where companies commit to using 100% renewable energy. Major corporations like Google, Apple, and IKEA are part of this initiative, which significantly boosts the demand for clean energy globally.

3. EU Green Deal (2020): The European Union's ambitious plan includes increasing renewable energy share to 40% by 2030. The EU is investing heavily in renewable energy technologies, hydrogen, and energy storage solutions to achieve climate neutrality by 2050.

4. Net Zero by 2050: Countries like the United States, United Kingdom, China, and others have committed to achieving net-zero emissions by 2050 or earlier. This includes large-scale investment in renewable energy, phasing out coal, and advancing technologies like green hydrogen.

5. Sustainable Development Goal 7 (SDG 7): Sustainable Development Goal 7 is one of 17 Sustainable Development Goals established by the United Nations General Assembly in 2015. This United Nations goal aims to ensure access to affordable, reliable, and modern energy services by 2030, with a focus on expanding renewable energy in the global energy mix.

6. International Solar Alliance (ISA): It is an alliance of more than 100 countries, most being sunshine countries with a primary objective of working on efficient consumption of solar energy by reducing the dependency on fossil fuels. Established by India and France, ISA focuses on promoting solar energy across member countries, particularly in tropical regions, through funding, technology transfer, and capacity building.

7. China's Renewable Energy Plan: China, the world's largest producer of renewable energy, has committed to peak carbon emissions by 2030 and carbon neutrality by 2060. China continues to lead in wind and solar capacity expansions through aggressive national policies.

These initiatives are creating a global momentum towards decarbonizing the energy sector and pushing renewable energy to the forefront of the climate action agenda.

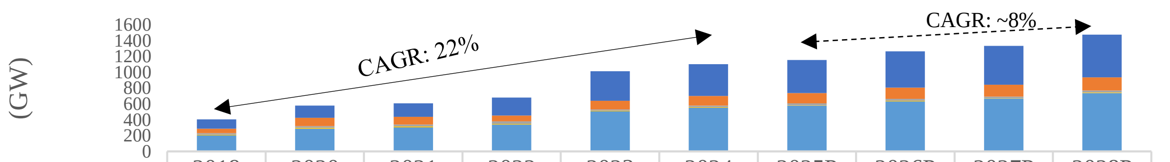
Global Renewable Energy: Source wise capacity additions & forecast

According to the International Energy Agency (IEA), global renewable electricity capacity is expanding at its fastest pace in three decades, aligning with the COP28 goal of tripling capacity by 2030. In 2023, global renewable capacity grew by 50% to nearly 510 GW, with solar PV accounting for 75% of additions. China led this growth, installing as much solar PV in CY23 as the world did in CY22, while its wind power additions rose by 66%. Record growth was also seen in Europe, the U.S., and Brazil.

The share of renewables in global power generation is expected to rise from 29% to 35% by CY25, reducing coal and gas dependency and stabilizing CO2 emissions, which peaked at 13.2 Gt in CY22. China is projected to contribute nearly 50% of new renewable capacity, followed by the EU at 15%, driven by strong government investments. In the U.S., the Inflation Reduction Act allocates $370 billion for clean energy.

Nuclear power output is set to grow 3.6% annually, driven by recovery in France after maintenance and the launch of new plants, particularly in Asia.

Chart 16: Forecasted Global Net Renewable Energy Capacity Additions by Source



	2019	2020	2021	2022	2023	2024	2025P	2026P	2027P	2028P
Solar PV	117	151	171	228	375	402	422	459	494	540
Wind	59	108	95	74	108	121	127	144	148	167
Hydropower	19	21	28	32	18	21	24	24	19	24
Bioenergy	8	9	10	7	6	8	6	6	7	7
Total	203	289	304	341	507	552	579	633	668	738

Total Bioenergy Hydropower Wind Solar PV

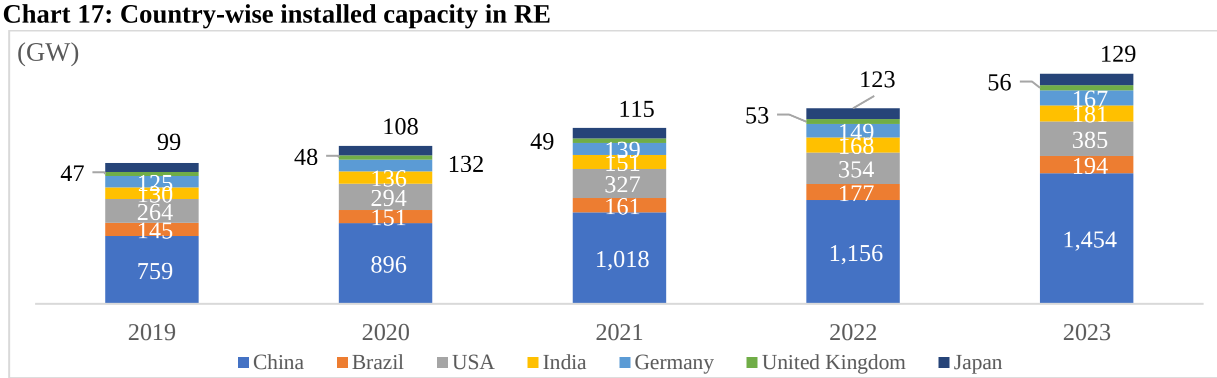
Source: IEA, CareEdge Research; E: Estimated

Solar PV capacity, encompassing both large utility-scale and small distributed systems, constitutes two-thirds of the anticipated growth in global renewable capacity for the current year. Solar PV and wind installed capacity constitute more than 90% of the total renewable energy installed capacity. The installed capacity of renewable energy is expected to reach 11,000 GW by 2030 under COP28 targets.

RE Capacity in India compared to major economies

Leading global nations are driving renewable energy growth with ambitious targets and substantial installed capacities. China leads the world with 1,454 GW, growing 26% in CY23, fueled by strong policies and significant solar and wind investments. Brazil reached 194 GW (10% growth), expanding its renewable portfolio, while India, at 181 GW (8% growth), is advancing rapidly toward its 500 GW goal by 2030, leveraging vast solar potential. Japan grew 5% to 129 GW, focusing on solar, nuclear, and offshore wind energy despite land constraints. The USA, with 385 GW (9% growth), is scaling solar and wind energy, driven by initiatives like the Inflation Reduction Act. Germany, at 167 GW (12% growth), leads Europe's renewable transition, emphasizing wind, solar, and bioenergy. The UK, with 56 GW, is prioritizing coal phase-out and green hydrogen investments. Collectively, these countries are pivotal in accelerating the global shift toward a cleaner, more sustainable energy future.

Chart 17: Country-wise installed capacity in RE

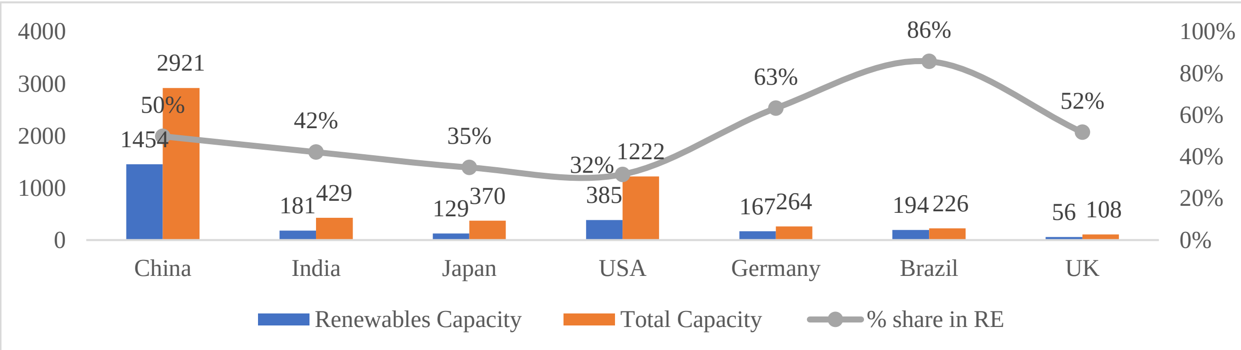


Source: IRENA, CareEdge Research

RE contribution to power demand across economies

The global energy transition reflects varying national priorities and resources. Germany leads Europe with 63% renewables (167 GW), driven by wind and solar, targeting a coal phase-out by 2038. China, the global leader, has 1,454 GW of renewables, nearly 50% of its 2,921 GW capacity, supported by strong policies and solar-wind investments. Brazil leads in renewable share at 86% (194 GW), dominated by hydropower. India's renewables stand at 42% (181 GW of 429 GW), with plans to surpass 50% by 2030. Japan, at 35% (129 GW of 370 GW), focuses on solar and offshore wind despite land constraints. The USA, with 32% renewables (385 GW), accelerates growth through initiatives like the Inflation Reduction Act. The UK achieves 52% renewables, led by offshore wind.

Chart 18: Country-wise share of installed renewable capacity as of CY23



Source: IRENA, CareEdge Research

Availability of finance and evolution of funding mechanisms in RE Sector

Table 5: Expected investments in Renewable generation (Rs Crore)

Renewables	FY23-FY27	FY27-FY32
Solar	6,80,970	7,96,771
Wind	2,30,946	3,30,900
BESS	56,647	2,92,637
Hydro	66,148	1,29,777
PSP	54,203	75,240
Offshore Wind	0	27,401
Biomass	24,704	23,105
SHP	1,859	1,669
Total	**11,15,477**	**16,77,500**

Source: National Electricity Plan (NEP) March 2023, CareEdge Research

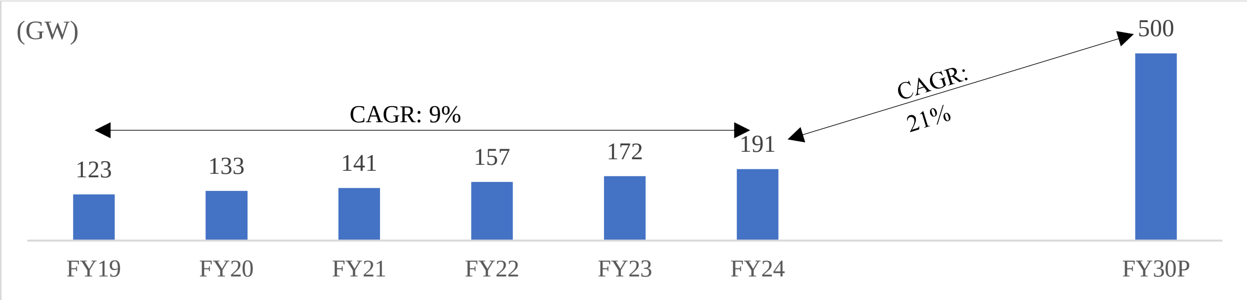
The growth of the global renewable energy sector has been driven by increased financial accessibility through various funding mechanisms. Green bonds, widely used for renewable projects, are prominent in markets like India and China. Government incentives, such as tax credits and grants, along with concessional loans from institutions like the World Bank, have helped reduce project costs. Blended finance models combine concessional and commercial funding to attract private investment in high-risk areas. Institutional investors, including pension funds, are increasingly funding renewables for stable returns, while public-private partnerships enable large-scale projects like offshore wind farms. Corporate PPAs provide stable revenue streams for developers, and carbon pricing mechanisms further incentivize clean energy. Additionally, renewable investment funds and innovative financing models like Energy-as-a-Service and crowdfunding are expanding access, ensuring steady progress toward global clean energy goals.

India's RE Market Size

Renewable capacity additions in India at CAGR of 9% from FY19 to FY24 with an ambitious target to reach 500GW until FY30, poised to grow at a CAGR of 21% from FY24 to FY30.

The growth from FY19-FY24 was massively backed by government support, mainly central and state-level incentives. As of FY24, the share of renewable energy stood at 43% of the total installed capacity reaching 191 GW. As per CEA, total capacity across all segments as of FY24 stood at 441 GW. The growth was led largely by solar power additions which grew approximately three-fold from 28 GW in FY19 to ~82 GW in FY24.

Chart 19: Historical and forecast of installed capacity for RE in India

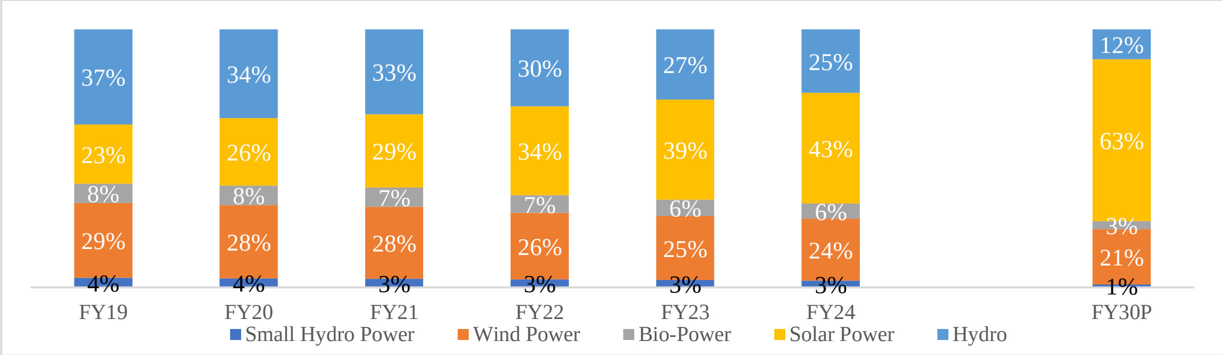


Source: CEA, CareEdge Research; P: Projected

Source wise breakup of India's RE market

The growth in renewable energy has been backed by the growth of different sources. Solar energy has shown massive developments with increasing its share from 23% in FY19 to 43% in FY24 for renewables. Further, the share of solar is expected to be beyond 60% in 2030 given the robust expansion plans backed by government initiatives. Wind power capacity is also expected to double; however, with solar holding the lion's share, it is likely to reduce wind energy's overall proportion in the renewables mix.

Chart 20: Historical source wise installed capacity of RE in India



Source: CEA, CareEdge Research; P: Projected

Long Term Drivers for RE growth

- **Government Policies and Incentives**

  Government policies play a crucial role in shaping the renewable power sector. India has implemented various initiatives, such as the National Solar Mission and the Wind Energy Policy, which set ambitious targets for renewable energy generation. Additionally, state-level policies further support local initiatives, creating a robust framework for renewable energy growth.
- **Rising Energy Demand**

  Renewable energy sources, such as solar and wind, offer a viable alternative to traditional fossil fuels, which are often subject to price volatility and supply constraints. This rising energy demand not only highlights the need for more power generation capacity but also underscores the importance of transitioning to cleaner energy sources that can support long-term growth without compromising environmental integrity.
- **Climate Change Awareness**

  The growing awareness of climate change and its impacts is significantly driving demand for renewable energy. Businesses are also recognizing the need to align their operations with environmental goals, fostering a culture of sustainability that prioritizes clean energy use. This heightened awareness not only influences consumer behavior but also encourages investment in renewable technologies as a means of combating climate change.
- **Technological Advancements**

  The efficiency of solar panels has improved dramatically, enabling greater energy generation from smaller installations. Additionally, advancements in battery technology are facilitating better energy storage, allowing for more consistent energy supply even when production fluctuates. These technological breakthroughs are crucial in driving demand, as they make renewable energy solutions more competitive with traditional energy sources.

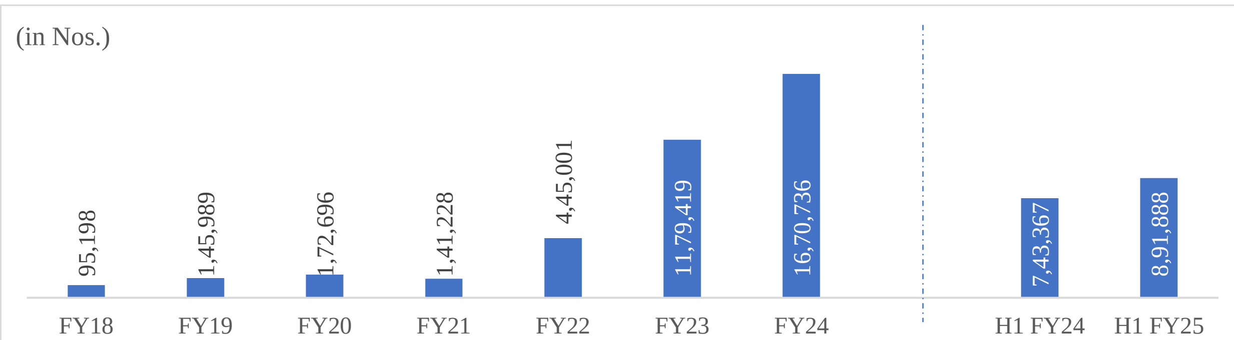
- **Investment in Infrastructure**
  Enhanced transmission networks and smart grid technologies allow for better integration of renewables into the energy mix, improving reliability and reducing transmission losses. Furthermore, investments in energy storage infrastructure, such as battery systems, are essential for managing the intermittent nature of renewable sources like solar and wind. This focus on infrastructure development not only supports existing projects but also creates a more resilient energy system that can adapt to future demands.

Overview of the EV Sector in India

Overview

The Electric Vehicle (EV) segment in India has been growing steadily, while Internal Combustion Engine (ICE) vehicle sales have declined due to factors like economic slowdown, COVID-19, rising fuel prices, and semiconductor shortages. From FY18 to FY24, EV sales grew at a strong 61% CAGR, with a dip in FY21 due to the pandemic but a strong recovery in subsequent years. Key drivers of growth include expanding infrastructure, diverse vehicle options, and cost competitiveness with traditional fuels. This upward trend in EV sales is expected to continue as capabilities improve.

Chart 21: Annual EV sales trend in India

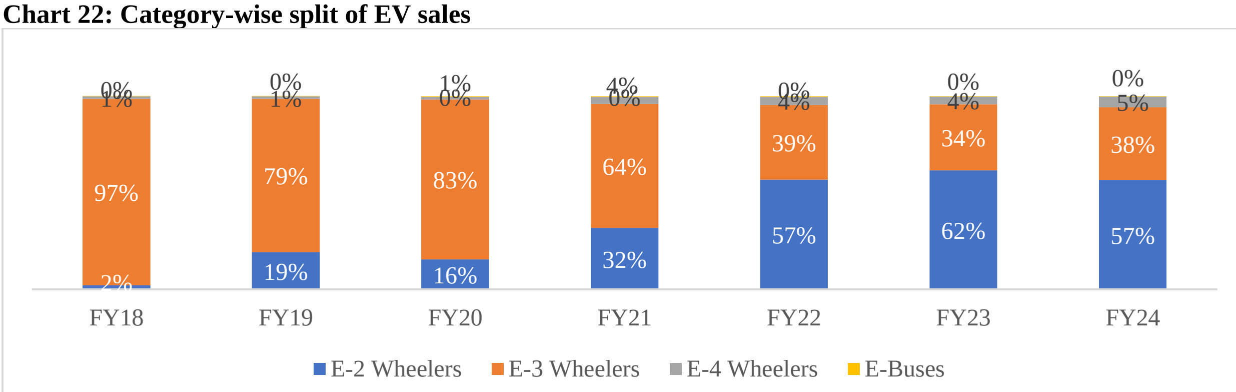


Source: Society of Manufacturers of Electric Vehicles, VAHAN, CareEdge Research

Category wise split of EV segments

While the 3W segment had a lion's share in FY18, it continues to hold a greater share of more than 35% in the EV category. The share of 3W has grown from 34% in FY23 to 38% in FY24. Going forward, it is expected that the EV category will have a significant share of 3W given the shift towards sustainability.

Chart 22: Category-wise split of EV sales

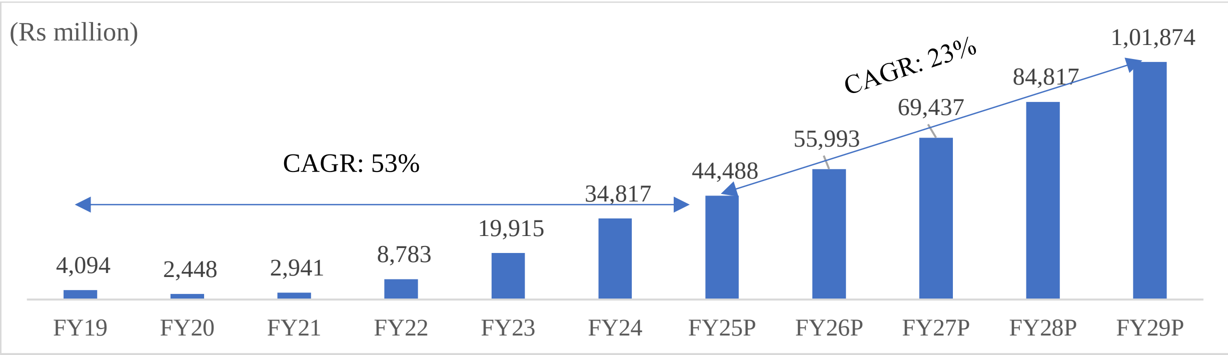


Source: Society of Manufacturers of Electric Vehicles, VAHAN, CareEdge Research

E-Rickshaw market size

E-rickshaws are cost-effective compared to conventional vehicles due to lower operational and maintenance costs, with rising fossil fuel prices further boosting their appeal. The E-rickshaw market grew at a 53% CAGR from FY19 to FY24, reaching Rs 34,817 million. E-3W sales rose from 91,970 units in FY18 to 632,485 units in FY24, growing at a 38% CAGR. Government initiatives like subsidies and the FAME scheme promote electric mobility, making e-rickshaws more affordable. The market is expected to continue growing at a 23% CAGR from FY24 to FY29, reaching Rs 101,874 million.

Chart 23: E-Rickshaw market size in India



Source: TechSci Market Research, CareEdge Research; P: Projected

Long term drivers and constraints

Long term demand drivers

The E-3W market in India is poised for significant growth, driven by several long-term demand factors. These vehicles are gaining traction due to their operational advantages and supportive policy frameworks.

Low operating and maintenance costs: Electric three-wheelers (EVs) offer significantly lower operating and maintenance costs compared to internal combustion engine (ICE) models, with an average Total Cost of Ownership (TCO) of Rs. 2.6/km vs. Rs. 4.1/km for CNG three-wheelers.

Government incentives and subsidies: Initiatives like the FAME India Scheme, Production Linked Incentive (PLI) Scheme, and the Electric Mobility Promotion Scheme (EMPS) 2024 provide financial support to drive EV adoption and strengthen domestic manufacturing.

Advancements in battery technology: Falling battery costs and improvements in efficiency and charging capabilities have made EVs more affordable and practical for longer commutes, addressing range anxiety and increasing convenience.

Established 3-wheeler market: The existing demand for 3-wheelers in urban transport has facilitated the transition to electric models, boosted by lower operating costs, reduced emissions, and government incentives.

Stringent emission norms: Regulations like BS-VI, fuel efficiency norms, and the Scrappage Policy have increased costs for ICE vehicles, encouraging the shift toward EVs due to their cleaner and more cost-effective nature.

State-level EV policies: State and local governments play a crucial role in promoting EV adoption through ambitious electrification targets and supportive policies, complementing national efforts.

Table 6: State level policies for E-rickshaw

State	Policy Period	Target
Tamil Nadu	2019-2024	Conversion of all auto-rickshaws within 10 years in a phased manner.

Uttar Pradesh	2019-2024	Achieve 100% electric auto-rickshaw fleet in 5 major cities by 2030.
Punjab	2019-2024	25% of new auto-rickshaw sales to be electric by 2024.
Bihar	2019-2024	Phase out manually pedaled rickshaws and upgrade them to 100% electric rickshaws by 2022.
Maharashtra	2021-2026	• At least 20% of new 3W registrations to be electric by 2025. • At least 25% of the urban fleet operated by fleet aggregators and operators in the state to be EVs by 2025.
Assam	2021-2026	Deploy 75,000 e-3Ws by 2025.
Goa	2021-2026	30% of annual registrations to be electric from 2025.
Chandigarh	2022-2027	All new auto-rickshaw registrations to be electric by 2025.
Rajasthan	2022-2027	30% of all new 3-wheeler sales to be electric by 2027

Source: CareEdge Research

Constraints

Despite witnessing healthy growth in the past, the EV sector faces significant challenges.

Lack of charging infrastructure: Despite growth in charging stations, with a nine-fold increase from 1,800 in February 2022 to 16,347 in March 2024, limited infrastructure remains a challenge. To reach 30% EV penetration by 2030, over 5 million charging units are needed.

High upfront costs: EVs have high initial costs, primarily due to expensive batteries and imported components, which are further compounded by higher financing and insurance costs. While subsidies help, the financial burden remains a barrier for many consumers.

Limited power output and speed: Many entry-level EVs offer lower power output and speed compared to ICE vehicles, limiting their appeal for consumers seeking performance.

Supply chain issues: Dependence on imported materials for batteries and components has led to delays and cost increases, hindering local production and making EVs less accessible due to extended lead times and higher prices.

EV penetration in the e-rickshaw segment

A robust growth trajectory is expected in the adoption of electric auto-rickshaws (E-Autos) within the passenger three-wheeler (3W) segment over the coming years. This rise reflects policy support, increasing consumer acceptance, and advancements in EV infrastructure, positioning E-Autos as a vital part of India's sustainable urban mobility landscape.

Table 7: EV penetration in E-3W

Financial Year	No. Of Passenger 3Ws	No. Of E-Autos	EV Penetration
FY23	3,17,503	15,247	4.80%
FY24	3,43,807	35,075	10.20%
FY25P	3,72,289	58,083	15.60%
FY26P	4,03,132	84,663	21.00%

FY27P	4,36,529	1,15,248	26.40%
FY28P	4,72,693	1,50,320	31.80%
FY29P	5,11,854	1,90,412	37.20%
FY30P	5,54,258	2,36,116	42.60%
FY31P	6,00,176	2,88,085	48.00%

Source: WRI Analysis, IEA Report, CareEdge Research; P: Projected

Overview of various battery technologies

Lithium-ion (Li-ion) batteries dominate the electric vehicle (EV) market due to their high energy density, efficiency, and long lifespan. Key chemistries within Li-ion include Nickel Manganese Cobalt (NMC) for passenger EVs, Lithium Iron Phosphate (LFP) for safety and longevity, and Nickel Cobalt Aluminum (NCA) for high-performance EVs. Li-ion batteries hold over 80% of the market share, benefiting from ongoing advancements and cost reductions.

Other technologies like Nickel-Metal Hydride (NiMH), solid-state, Lithium-Sulfur (Li-S), lead-acid, and sodium-ion batteries show potential but remain either less efficient, still in development, or limited to specific use cases. Despite alternatives, Li-ion remains the preferred choice for EVs due to its superior performance, cost-effectiveness, and established infrastructure.

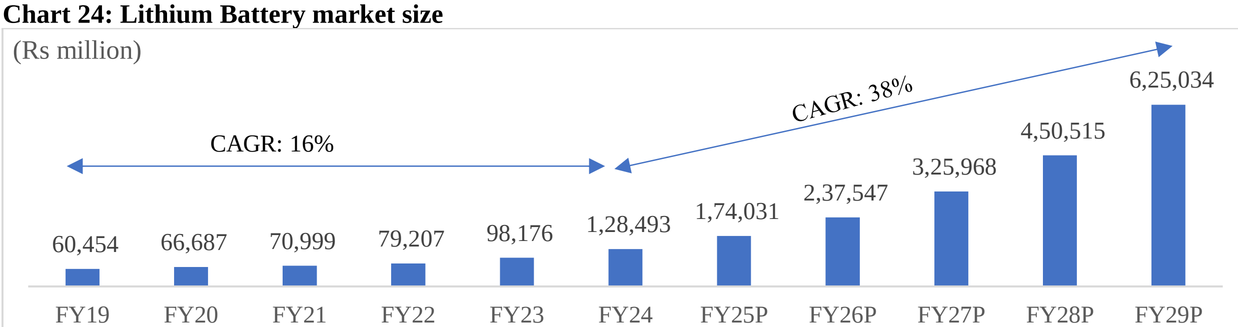
Government initiatives and investments to boost overall EV sector

India is actively promoting electric auto-rickshaws to reduce pollution and reliance on fossil fuels. Key initiatives include the FAME II scheme with a ₹10,000 crore budget for subsidies, reduced GST on EVs to 5%, and state policies like Delhi and Maharashtra offering purchase incentives, tax waivers, and infrastructure support. The PLI scheme for battery manufacturing (₹18,100 crore) and customs duty exemptions aim to boost domestic production, while subsidized loans and scrappage incentives lower costs for drivers. Efforts also include installing 2,636 charging stations across 62 cities and funding R&D for advanced battery technologies like sodium-ion and solid-state batteries, fostering a sustainable EV ecosystem.

EV Lithium Battery Market size in India

The market grew at a CAGR of 16% from FY19-FY24 to reach Rs 128,493 million. The increasing adoption of electric vehicles (EVs) in India is a primary driver for the lithium battery market. With government initiatives like the Faster Adoption and Manufacturing of Hybrid and Electric Vehicles (FAME) scheme and state-level incentives, consumers are more inclined to purchase EVs. As the demand for EVs grows, so does the need for efficient and reliable lithium batteries. The Li-ion battery market is expected to grow with a robust CAGR of 38% from Rs 128,493 million in FY24 to reaching Rs 625,034 million by FY29.

Chart 24: Lithium Battery market size

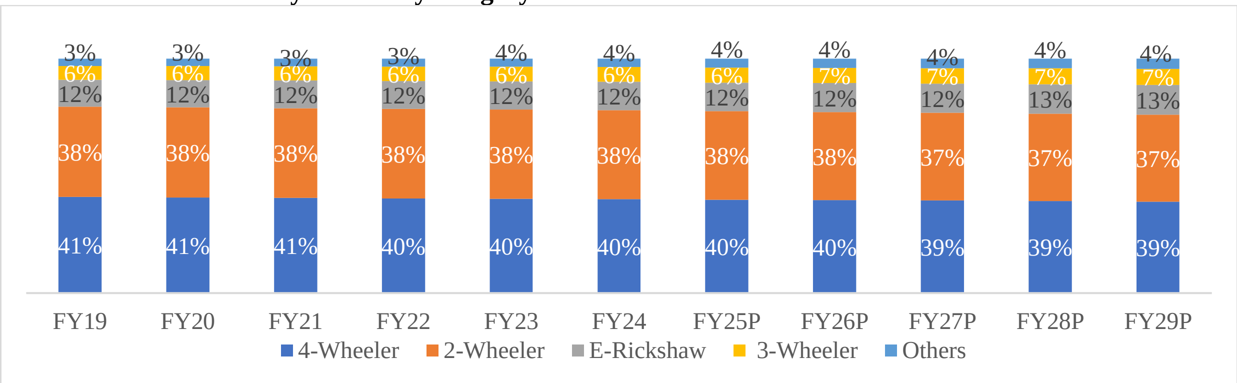


Source: TechSci Market Research, CareEdge Research; P: Projected

EV Lithium Battery market size by category

Currently 4W and 2W contribute to more than 75% of the market share for the Li-ion battery while 3W contribute to nearly about 18% of the market share. While all the segments across the categories have shown decent growth, the share of 3-Wheeler EVs has also shown gradual growth, expected to rise from 6% to 7% by FY30, indicating a steady interest in this segment.

Chart 25: Lithium Battery market by category



Source: TechSci Market Research, CareEdge Research; P: Projected; Others include minibuses, vans, trucks, etc

Long term drivers and constraints

Long-Term Growth Drivers for Li-Ion Battery Demand:

1. Electrification of Transportation: The global push for EV adoption, especially for passenger cars, commercial fleets, and public transportation, is a primary driver for Li-ion batteries, which power nearly all EVs due to their high energy density and efficiency.

2. Energy Storage Systems (ESS): As renewable energy sources like solar and wind become more prevalent, the need for efficient energy storage solutions rises. Li-ion batteries are favored for grid storage due to their scalability, longevity, and ability to store intermittent renewable energy.

3. Consumer Electronics Growth: The increasing adoption of high-performance, portable consumer electronics (smartphones, laptops, tablets) continues to drive demand for compact, high-capacity Li-ion batteries.

4. Advancements in Battery Technology: Ongoing innovations in Li-ion battery technology are improving energy density, reducing charging times, and extending battery life, making these batteries more attractive for a wide range of applications.

Constraints:

1. Supply Chain and Material Limitations: Li-ion batteries rely heavily on materials like lithium, cobalt, and nickel, which face supply constraints, price volatility, and environmental and ethical concerns associated with mining.

2. Environmental and Safety Concerns: Li-ion batteries have risks of thermal runaway and are challenging to recycle. This raise concerns over long-term environmental impact and the need for safer disposal or recycling options.

3. Emerging Battery Alternatives: Research in solid-state batteries, sodium-ion, and other emerging technologies could eventually provide safer, more affordable, or more environmentally friendly alternatives to Li-ion batteries, potentially limiting their demand.

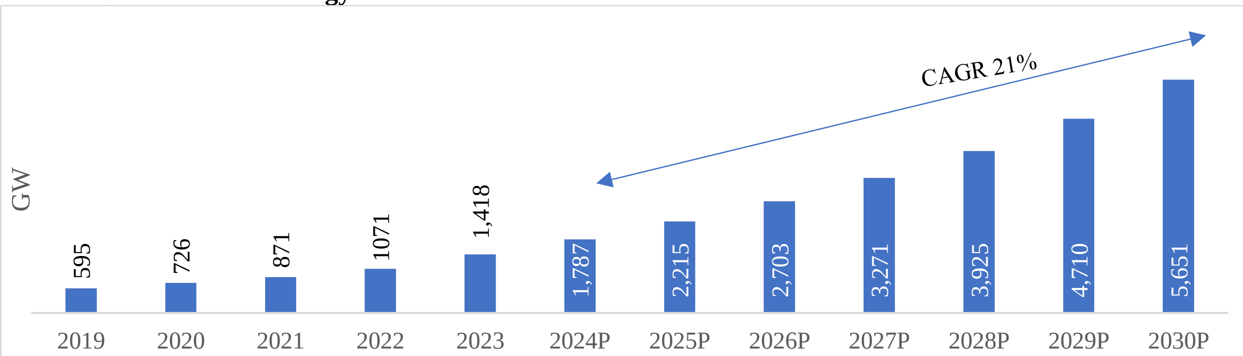
Overview of Solar Energy

Global Market

Global Market Size of Solar Energy

The global solar energy market has been experiencing robust growth, driven by increasing demand for renewable energy sources, advancements in solar technology, and supportive government policies worldwide. In 2023, the market size was valued at approximately 1,418 GW and is projected to expand at a compound annual growth rate (CAGR) of 21% until 2030 reaching 5651 GW. The robust growth is attributable to key factors such as rising investments in utility-scale solar projects, growing adoption of rooftop solar systems, and declining costs of photovoltaic (PV) modules. Regions like Asia-Pacific, North America, and Europe are leading the market, with countries such as China, the U.S., and India dominating both production and installations. As global efforts to transition to clean energy intensify, solar energy is set to play a pivotal role in shaping the future energy landscape.

Chart 26: Global Solar Energy Market size

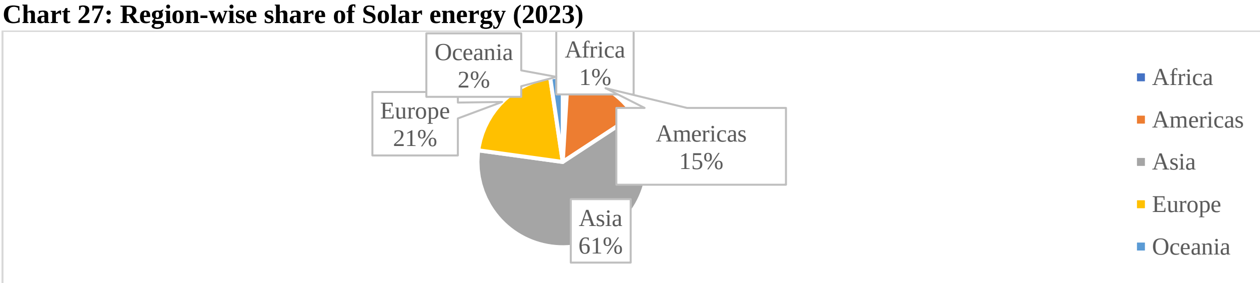


Source: IRENA, CareEdge Research; P: Projected

Market Segmentation by Region

In 2023, global solar energy capacity shows regional disparities. Asia leads with 871 GW, holding 61% of the global share, driven by China and India's rapid solar expansion. Europe follows with 290 GW (21% share), supported by strong policies and a green economy focus. The Americas contribute 210 GW, with the U.S. and Brazil as key drivers. Oceania and Africa together account for 3% of global capacity. This highlights Asia's dominance and emphasizes the need for greater efforts in Africa and Oceania to tap into their solar potential.

Chart 27: Region-wise share of Solar energy (2023)



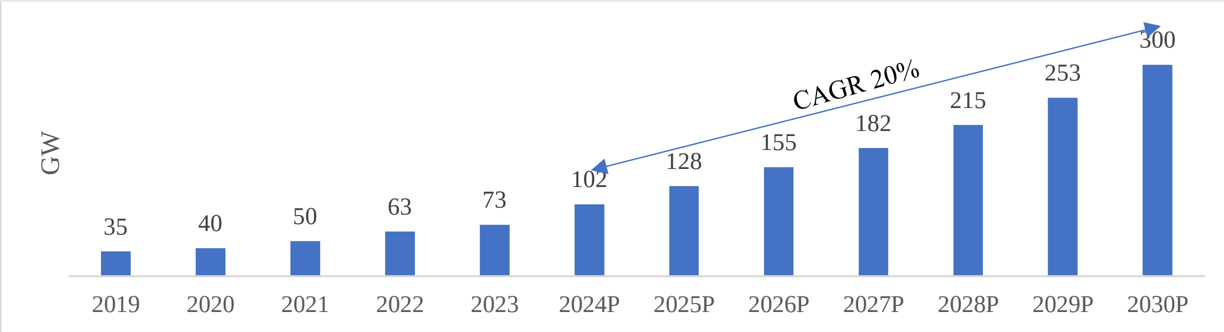
Source: IRENA, CareEdge Research

Indian Market

India Market Size for Solar Energy

India, with an installed solar capacity of 73 GW in 2023, is rapidly advancing toward its goal of 300 GW by 2030, driven by initiatives like the National Solar Mission and the Renewable Energy Development Program. The government's Production Linked Incentive (PLI) scheme supports domestic solar manufacturing, reducing dependence on imports. India's abundant solar resources fuel growth in utility-scale projects and rooftop installations, aided by falling costs and subsidies like the Rooftop Solar Scheme Phase II. India's leadership in global initiatives, such as the International Solar Alliance (ISA), underscores its role in promoting solar energy globally. With strong policy support and growing domestic and international demand, India is set to shape the future of global solar energy.

Chart 28: India Solar Energy Market size

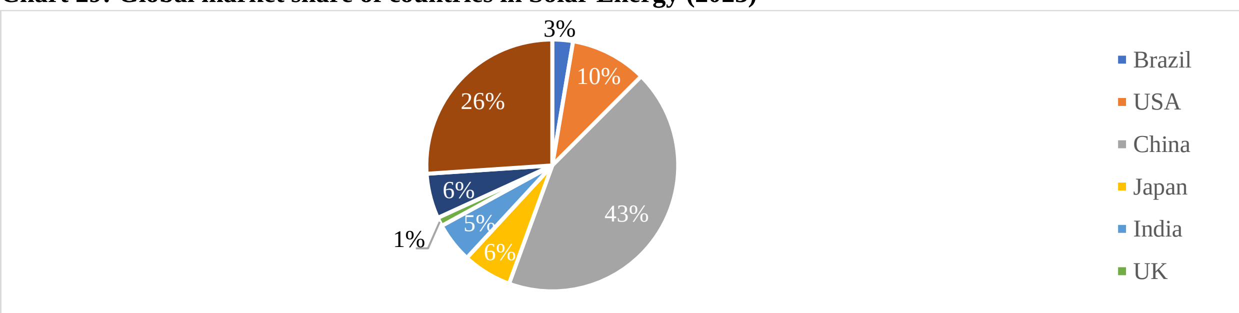


Source: IRENA, CareEdge Research; P: Projected; years refer to Calendar Year

Solar contribution to power demand in India vs other key economies (2023)

China leads globally with 610 GW of solar capacity, holding 43% of the market. The U.S. follows with 139 GW, supported by federal and state incentives. Japan and Germany have 89 GW and 82 GW, respectively, driven by innovation and favorable policies. India, with 73 GW, ranks among the top solar producers, advancing rapidly toward its goal of 300 GW by 2030 through initiatives like the National Solar Mission. Brazil and the UK contribute 37 GW and 16 GW, reflecting growing but smaller solar sectors. India's progress underscores its rising influence in the global renewable energy market, especially in emerging economies.

Chart 29: Global market share of countries in Solar Energy (2023)



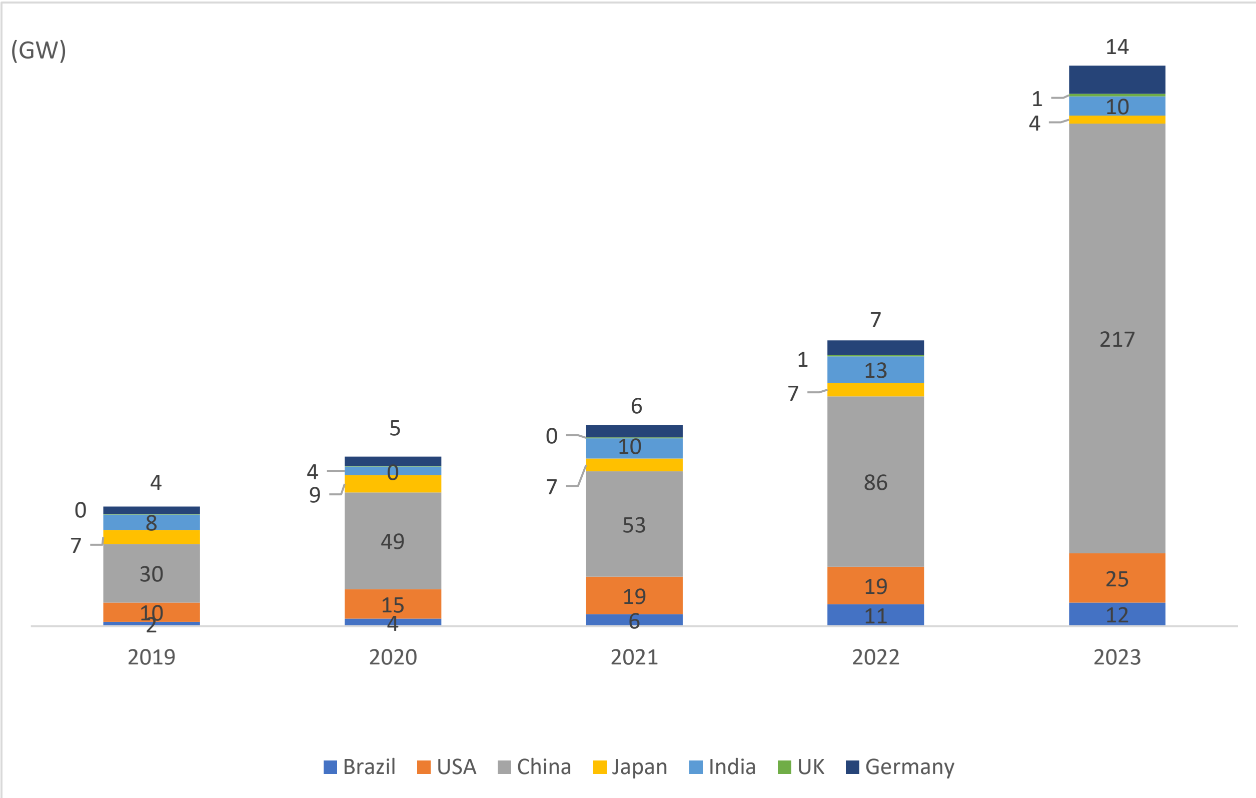
Source: IRENA, CareEdge Research; % denote global market share

Assessment on Solar Capacity Additions

Annual Solar capacity additions in major economies and outlook

China led global solar growth in 2023, adding 217 GW, more than double its 2022 figures, driven by investments in utility-scale projects and carbon neutrality goals. The U.S. followed with 25 GW, supported by federal tax credits and state mandates. India's additions, ranging from 8 GW in 2019 to 10 GW in 2023, are expected to accelerate, supported by initiatives like the Production Linked Incentive (PLI) scheme and a target of 300 GW by 2030. Global solar capacity is projected to grow at a 21% CAGR over the next decade, with India, Brazil, China, and the U.S. leading, while Europe, Africa, and Southeast Asia will contribute significantly to future growth.

Chart 30: Country-wise annual capacity additions in Solar Energy



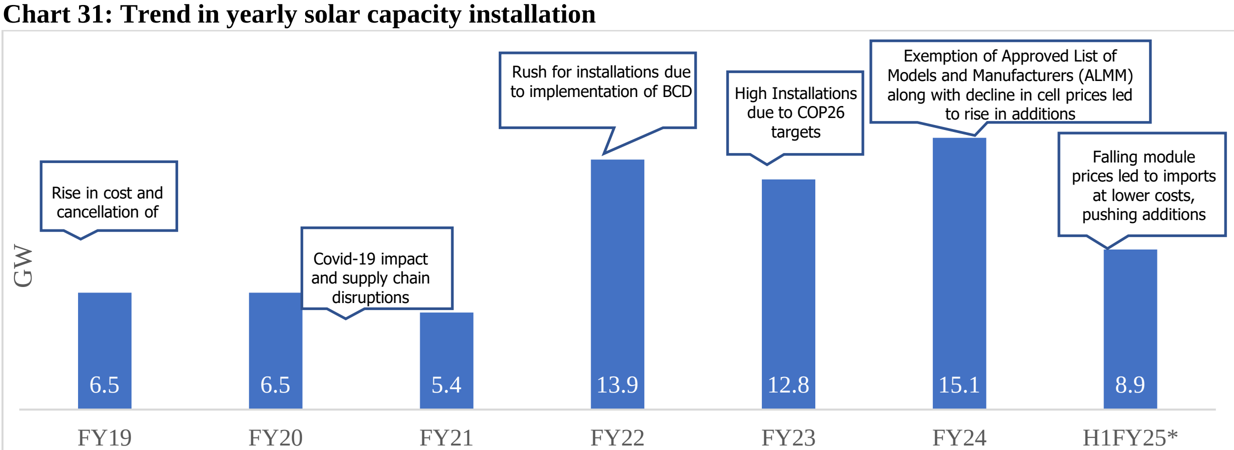
Source: IRENA, CareEdge Research

Growth and Outlook in India's Solar Capacity Additions

India has significant solar energy potential. Approximately 5,000 trillion kWh of energy is incident over India's geographical area each year. Solar photovoltaic electricity can be successfully harvested, allowing for massive scalability in India.

As of September 2024, solar energy contributed nearly 20% of the installed power generation capacity in India. Further, the contribution of solar energy to India's power consumption has grown from 2.8% in FY19 to 7.0% in FY24.

Chart 31: Trend in yearly solar capacity installation



Source: CEA, CareEdge Research

Note: This includes onshore, offshore, rooftop and utility solar capacity installations, *denotes data for FY25 until Q2 (Sep 2024)

The solar power industry in India has seen strong growth, adding 53.7 GW from FY19 to FY24, with a 23.8% CAGR and a peak of 15.1 GW in FY24, driven by falling module and cell prices. This growth is expected to continue in FY25, fueled by the completion of delayed projects and lower module costs. Solar energy plays a key role in India's National Action Plan on Climate Change, with the National Solar Mission (NSM) being a central initiative. India aims to reduce emissions intensity by 45% by 2030, achieve 500 GW of non-fossil fuel-based power capacity, and reach net-zero emissions by 2070. The government supports these goals with policies like the Solar Park Scheme, PM KUSUM, incentives for domestic module production and renewable energy certificates.

Outlook of Solar Capacity Additions in India

India's power sector is undergoing a transformation with a focus on increased capacity and clean energy. Government initiatives like the Basic Customs Duty (BCD) on imported solar modules and the Production-Linked Incentive (PLI) scheme are boosting domestic manufacturing, driving solar capacity growth. By FY32, solar is expected to dominate the energy mix, increasing its share from 19% in FY24 to 40%, with capacity rising from 82 GW to 365 GW. Wind power will also grow significantly from 46 GW to 122 GW. This growth is supported by large-scale solar projects, policy initiatives, and a push to reduce reliance on thermal power, aligning with India’s renewable energy targets.

Table 8: Capacity Additions- review and forecast (MW)

	From FY22 to FY27			From FY27 to FY32		
	Under Construction	Additional Capacity Requirement	Total Capacity	Under Construction	Additional Capacity Requirement	Total Capacity
Solar	92,580	38,990	131,570	0	17,900	17,900

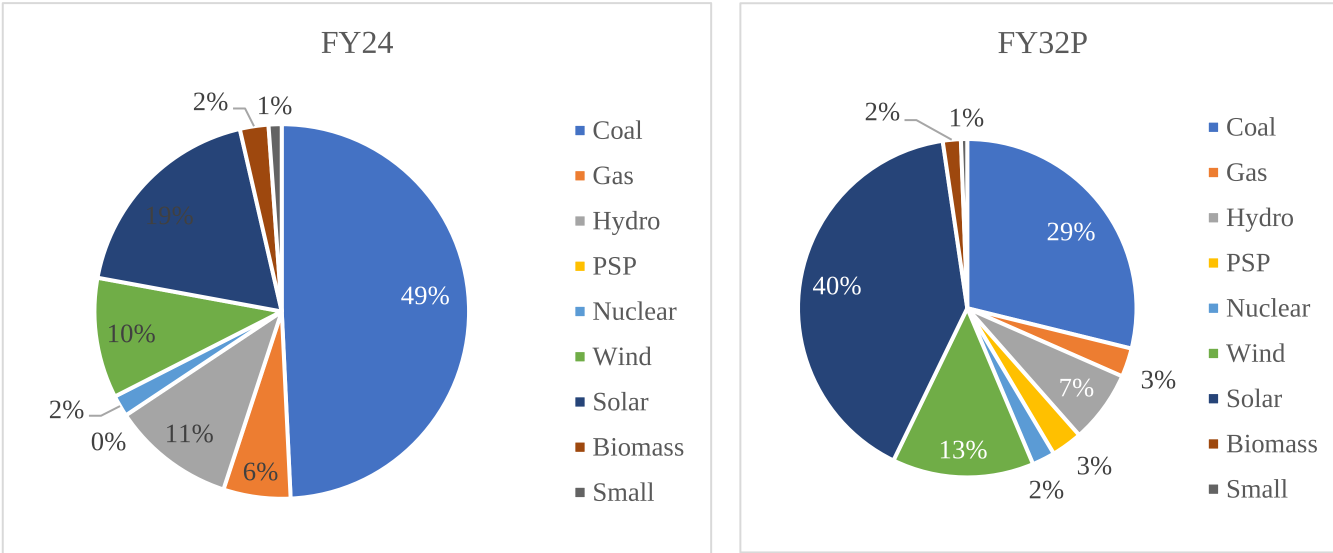
Source: National Electricity Plan (NEP) Vol-1, CareEdge Research

Table 9: Breakup of total installed Capacity

(GW)	Coal	Gas	Hydro	PSP	Nuclear	Wind	Solar	Biomass	Small	Total
FY24	218	26	47	-	8	46	82	11	5	442
FY32P	260	25	62	27	20	122	365	16	5	900

Source: National Electricity Plan (NEP), Vol-II, CEA, CareEdge Research, P: Projected

Chart 32: Break-up of the total installed capacity - FY24 vs FY32



Source: National Electricity Plan (NEP), Vol-II, CEA, CareEdge Research, P: Projected

Key Growth Drivers for Capacity Additions in India

Declining Prices of Solar Modules: Over the past decade, the costs of solar modules and system components have significantly decreased due to technological advancements, improved designs, and economies of scale, enhancing the economics of solar projects and reducing funding requirements.

Fiscal and Regulatory Support: Government initiatives like PM-KUSUM, Rooftop Phase-II, and the PLI scheme for Solar PV manufacturing are driving solar adoption. The PLI scheme, with ₹24,000 crore allocated for 65,000 MW of manufacturing capacity, reduces import dependence and stabilizes costs. The government has also imposed a 25% Basic Customs Duty on solar cells and 40% on modules, alongside infrastructure support for solar parks, ensuring project development benefits.

Renewable Purchase Obligation (RPO): By FY30, India's RPO targets 43.33% of electricity from renewable sources. Entities can meet these targets through renewable energy certificates (REC). The government also continues to waive inter-state transmission system (ISTS) charges for solar and wind energy, further supporting renewable energy development.

Growth in the C&I Segment & GTAM: The commercial and industrial (C&I) sector, driven by ESG goals and improved cost viability, is increasingly adopting solar energy through rooftop installations and open access, further boosting solar capacity. This segment, consuming over half of the country’s power, is key to accelerating solar growth. Green-term Ahead Market (GTAM) was launched in September 2020, the GTAM platform allows bulk electricity buyers, such as DISCOMs and corporates, to procure renewable energy on a short-term basis from sellers like merchant RE producers. It encourages RE-rich states to exceed their RPO targets and boosts the development of merchant power capacities.

Low Cost, Construction, and Operational Risk: Solar is the most cost-effective renewable energy technology per MW, with shorter construction timelines, thus reducing construction risk. However, operational risks related to solar radiation and technological challenges remain significant.

Advancement of Technology: Solar power plant performance, measured by Capacity Utilization Factor (CUF), has improved through advanced module technologies. Innovations like wind-solar hybrids, floating PV, and agrivoltaics are driving improvements in CUF, though these technologies are still in early stages and come with higher installation costs, offering future growth opportunities.

Table 10: Cost Parameters for Thermal and Renewable Power

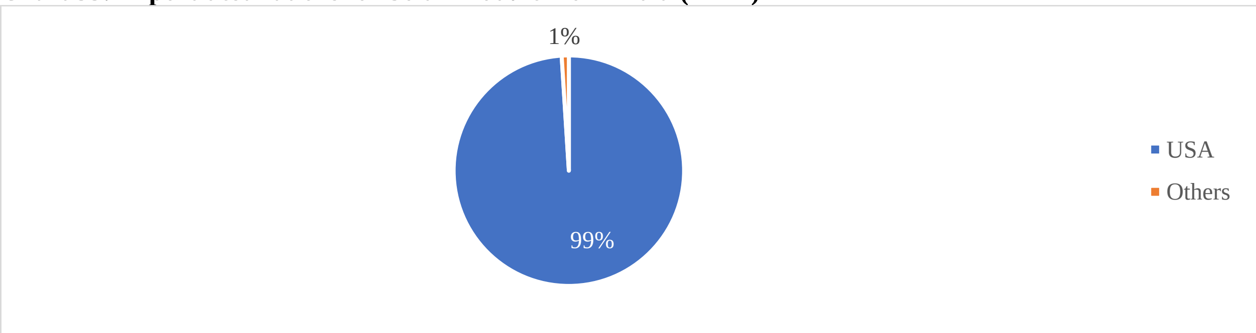
	Capex (Rs. Million MW)
Coal	83.4
Renewable	
Hydro	60-200
Solar*	41-45
Wind (Onshore)	60-80
Wind (Offshore)	137
Bioenergy	90

Source: National Electricity Plan Vol-1, CareEdge Research
Capex figures are considered on actual basis at cost level of 2021-22
*Solar Cost is assumed to reduce from Rs 4.5 Cr/MW in 2021-22 to Rs 4.1 Cr/MW in 2029-30 beyond which its assumed to be the same for next two years.

Major Export Destination for Solar Modules from India

The United States is the largest destination for India's solar module exports, accounting for 99% of total exports. This dominance is driven by the U.S.'s shift away from Chinese imports due to trade restrictions and the growing demand fueled by initiatives like the Inflation Reduction Act (IRA). Indian manufacturers, known for cost-efficient, high-quality products, have capitalized on this demand. The U.S. industry's efforts to diversify its supply chain have further cemented India’s role in supporting the U.S.'s clean energy transition and boosting India’s renewable energy export market.

Chart 33: Export destinations for Solar Module from India (FY24)



Source: Ministry of Commerce, CareEdge Research; % share based on value terms, Others include Somalia (0.5%), UAE (0.1%), South Africa (0.2%), Tanzania (0.1%), Canada (0.1%)

Overview of Solar Power Conditioning products

Solar Panels: Solar panels, or photovoltaic (PV) modules, convert sunlight into direct current (DC) electricity through semiconductor materials like silicon. They come in three types: monocrystalline (high efficiency), polycrystalline (cost-effective), and thin-film (flexible, lightweight). Panels are scalable and used in residential, commercial, and utility projects.

Inverters: Inverters convert DC electricity from solar panels into alternating current (AC) for powering devices and grid integration. Types include string inverters (cost-effective, residential/commercial), microinverters (optimize energy at panel level), and hybrid inverters (support energy storage and independence with battery management).

Batteries: Solar batteries store excess energy for later use, supporting off-grid systems and improving grid reliability. Lithium-ion batteries dominate due to their high energy density, longevity, and fast charging. Emerging technologies like solid-state and flow batteries are enhancing storage capabilities.

Uninterruptible Power Supplies (UPS): UPS systems provide backup power during outages, ensuring continuity for critical equipment. Integrated with inverters and batteries, they are valuable in regions with unreliable grids.

Converters: Converters manage voltage compatibility in solar systems. DC-DC converters transfer energy from panels to batteries, while DC-AC converters integrate off-grid systems with the grid. High-quality converters enhance energy efficiency and system performance.

Overview of Solar Systems

1. Solar System Configurations by Inverter Type

String Inverter Systems: String inverters are connected to a string of solar panels, converting the combined DC power into AC. These systems are cost-effective, easy to install, and ideal for areas with consistent sunlight. However, a single underperforming panel can reduce overall system output. String inverters are common in large-scale and residential installations, particularly in cost-sensitive markets like India, due to their lower installation and maintenance costs.

Microinverter Systems: Microinverters are paired with each solar panel to convert DC to AC at the panel level. This maximizes energy output, especially in shaded or variable orientations. Though they have higher upfront costs, they are gaining popularity in residential and small commercial projects, particularly in markets like the U.S. and Europe, driven by demand for higher efficiency.

Hybrid Inverter Systems: Hybrid inverters combine traditional inverters with battery storage, enabling energy storage and grid independence. These systems are suitable for energy management and backup power, though they are more expensive. They are growing rapidly in areas with unreliable grids, such as Africa, Southeast Asia, and rural India, and are ideal for off-grid and hybrid solar-plus-storage applications.

Central Inverter Systems: Central inverters are used in large utility-scale solar farms, aggregating power from multiple panels. They are efficient and cost-effective for large projects but have limited flexibility for smaller installations, and a failure can disrupt the entire system. These systems are in high demand for large-scale utility projects in regions like China and the Middle East.

2. Solar System Configurations by Panel Type

Monocrystalline Solar Panels: Monocrystalline panels, made from a single crystal structure, are highly efficient (20%-22%) and durable but are more expensive due to complex manufacturing. They are preferred in developed markets like the U.S., Japan, and Europe, where efficiency and space are critical.

Polycrystalline Solar Panels: Polycrystalline panels are made from multiple silicon crystals, offering a cost-effective option with lower efficiency (15%-18%). They are widely used in emerging markets like India and Southeast Asia, where affordability is a key consideration.

Thin-Film Solar Panels: Thin-film panels, made by depositing thin layers of photovoltaic material, are lightweight, flexible, and better in low-light conditions. However, their efficiency (10%-12%) and lifespan are lower, limiting their use in large-scale projects. They are primarily used in niche applications like building-integrated photovoltaics (BIPV) and portable systems.

Assessment of key measures undertaken by Government of India to support the Solar Sector

The measures taken by Government of India are as follows:

Rooftop Solar (RTS) Programme: The RTS programme, launched in phases, aims to promote solar power generation on rooftops. Phase I started in December 2015, offering incentives for residential, institutional, and government sectors. Phase II began in February 2019, targeting 40,000 MW by 2022. So far, 10.4 GW of capacity has been installed, with Central Financial Assistance provided for systems up to 3 kW and additional capacity. The RTS capacity grew from 1.8 GW in FY19 to 11.9 GW in FY24, with a 46% CAGR. Phase II timelines have been extended to FY26.

Jawaharlal Nehru National Solar Mission (JNNSM): JNNSM is a key initiative under India's National Action Plan on Climate Change, focusing on sustainable growth and energy security. The government has implemented several policies, including the Solar Park Scheme, PM KUSUM, CPSU, grid-connected solar rooftop schemes, domestic module production, REC, RPO, and ISTS charge waivers to support solar power development.

International Solar Alliance (ISA): ISA is an inter-governmental organization aimed at creating a global market for solar power and clean energy applications. The alliance seeks to mobilize over USD 1000 billion by 2030, helping member countries meet their Nationally Determined Contributions (NDCs) through advancements in solar generation, storage, and technologies.

Pradhan Mantri Kisan Urja Suraksha Evam Utthan Mahabhiyan (PM KUSUM): The PM-KUSUM programme aims to provide renewable energy to over 3.5 million farmers by solarizing agricultural pumps. The scheme plans to install 10 GW of ground-mounted solar power plants, 2 million freestanding solar pumps, and 1.5 million grid-connected pumps, totaling 30.8 GW of additional capacity. By January 2024, 165.28 MW of solar power plants, 295,823 solar pumps, and 7,384 individual pump solarizations had been completed under the scheme.

PM-Surya Ghar: Muft Bijli Yojana: The Government launched the scheme PM-Surya Ghar: Muft Bijli Yojana in February 2024 with a total outlay of Rs. 750.21 Bn. This scheme aims to install rooftop solar and provide up to 300 units of free electricity every month for one crore households.

The scheme includes:

Central Financial Assistance (CFA) for Residential Rooftop Solar

- o The scheme offers a CFA of 60% of the system cost for 2 kW systems and 40% of the additional system cost for systems between 2 to 3 kW capacity. The CFA is capped at 3 kW. At current benchmark prices, this translates to a Rs 30,000 subsidy for a 1 kW system, Rs 60,000 for 2 kW systems, and Rs 78,000 for 3 kW systems or higher.
- o Households can apply for the subsidy through the National Portal and select a suitable vendor for installing rooftop solar. The National Portal will provide relevant information such as appropriate system sizes, a benefits calculator, vendor ratings, etc., to assist households in their decision-making process.
- o Households can access collateral-free low-interest loan products at around 7% for installing residential RTS systems up to 3 kW by virtue of purchasing rooftop solar products from such vendors covered under this National portal e.g. UTL Solar.

- **Solar Parks:**

The Ministry of Power's Solar Parks programme, launched in December 2014, aims to develop 40 GW of solar capacity with a plug-and-play model for developers. By December 2023, 51 solar parks with a total capacity of 37,740 MW have been sanctioned across 12 states, and 10,504 MW of projects have been commissioned in 20 parks.

- **Solar Cities:**

The Solar City programme promotes renewable energy by developing at least one solar-powered city per state, utilizing rooftop solar plants, solar streetlights, and waste-to-energy solutions. It empowers urban local bodies to plan and address energy challenges, with funding drawn from existing schemes. So far, 27 States/UTs have identified solar cities.

- **Public Sector Undertaking (CPSU) Scheme:**

The Cabinet Committee on Economic Affairs (CCEA) has approved the MNRE's proposal for implementing the CPSU Scheme Phase-II, aiming to set up 12,000 MW of grid-connected solar PV power projects with VGF support of ₹858 million. These projects are for self-use or use by government entities, both central and state. The scheme mandates the use of domestically manufactured solar PV cells and modules. As of December 31, 2022, about 8.2 GW of projects have been awarded, with 1.5 GW commissioned and the rest under implementation.

Outlook on source-wise capacity additions in India and growth drivers

Rooftop Solar Capacity additions

India's rooftop solar PV capacity is set to grow, driven by increasing awareness in the residential and C&I segments. The MNRE's Phase II Rooftop Solar Programme, launched in March 2019 with an outlay of ₹11,814 crores, provides financial assistance of up to 60% for residential grid-connected systems. The scheme also incentivizes DISCOMs for additional capacity. By FY24, cumulative capacity additions reached around 12 GW, with the segment expected to reach 90-100 GW by FY30, in line with India's goal of 500 GW of renewable energy by 2030.

Technical issues and factors that are likely to hinder growth in rooftop solar capacity additions

Progress under the Rooftop solar program has historically been slow due to lack of information at grassroot level, low awareness among masses and lack of initiatives by DISCOMs. While the government is taking initiatives to address the challenges certain issues continue including regulatory issues such as inconsistent net metering and other policies across states, delay in net metering approvals by DISCOMs etc. continue to persist. Further, financing also continues to be a challenge for rooftop solar as it is perceived to be risky compared to other types of installations.

Utility Access Systems

Utility-scale systems in India refer to large-scale solar power installations, typically exceeding 1 MW in capacity, designed to supply electricity directly to the grid. These systems are a key component of India's renewable energy strategy, contributing significantly to its ambitious goal of achieving 500 GW of non-fossil fuel energy by 2030. With government support through initiatives like the Solar Park Scheme and favorable policies, utility-scale systems are driving India's transition toward sustainable energy.

Model of Solar Park Operations

Solar Parks are developed in collaboration with the state governments and their agencies, Central Public Sector Undertakings (CPSUs) and private entrepreneurs. The implementing agency is termed as Solar Power Park Developer (SPPD) and are selected in from any of the eight modes as per the scheme.

Approved and Established Solar Parks

59 solar parks of aggregating capacity of 40,000 MW in 13 states have been approved based on the proposals received from the states. These solar parks are at various stages of development.

Outlook

The Development of Solar Parks and Ultra-Mega Solar Power Projects scheme provides a conducive environment for solar power developers by addressing issues such as land acquisition, clearances, permissions and other regulatory approvals, and availability of transmission and other essential infrastructure, the scheme has shown progress in the past few years with almost 25% of the targeted capacities being commissioned and another 10% under development. The scheme proposes to achieve installed capacity of 40,000 MW by FY26, for which the target capacity has been approved basis the proposals received by FY24.

Open Access additions

The open access market has grown over the last two years driven by supportive policies in some of the key states and improvement in the competitiveness of renewable tariffs against the grid tariffs. The annual open access installations in India have remained below 3.5 GW thus far, with cumulative installations at approximately 13.6 GW. The C&I market presents significant growth opportunities for the renewable sector and is expected to attract substantial private investments. The annual open-access installations are projected to remain within the range of 4 to 5 GW for the next two years i.e. till FY25.

Chart 34: Additions in OA installations in India

Source: Industry Sources*, CareEdge Group; P: Projected*

Key drivers for the growth in open access market include the following:

Commitment of Corporates to Decarbonizing Operations: Corporate commitment to decarbonization is rising due to ESG considerations, with investors pushing for adherence to best practices. In line with India's net-zero target by 2070, many ministries have set their own net-zero goals, prompting companies to reduce carbon emissions by increasing renewable energy in their power mix, either through open access procurement or on-site solar projects.

Improvement in Economic Viability: The economic viability of solar projects has improved due to a decline in installation costs, reducing funding requirements and electricity costs for corporates.

Compliance with RPO Norms: Compliance with the Renewable Purchase Obligation (RPO) trajectory, which increases from 24.58% in FY23 to 43.33% by FY30, will drive greater renewable energy consumption in the C&I sector.

Diversification of RE Portfolio by Leading Utility-Scale RE Developers: Utility-scale RE developers are diversifying their portfolios by entering corporate PPAs with C&I entities, reducing reliance on DISCOMs and mitigating risks like payment delays.

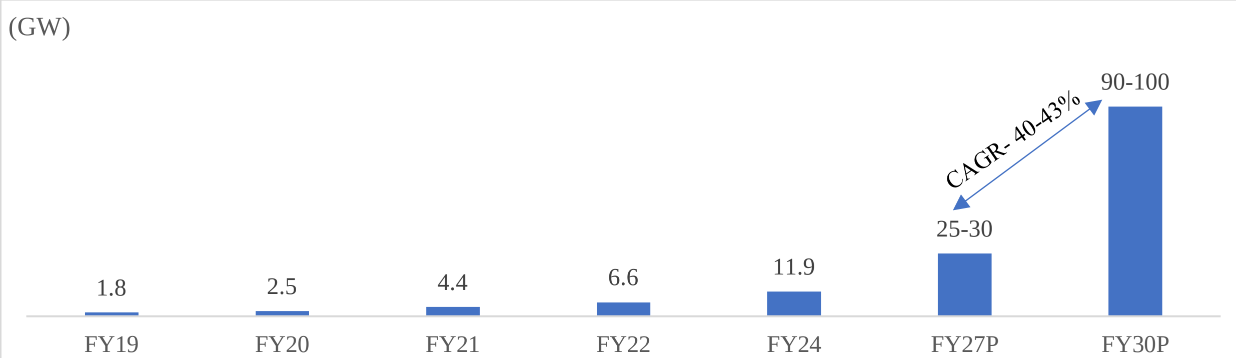
Availability of Adequate Financing Avenues: Various financing avenues are available for C&I customers, including green financing from domestic institutions and climate-focused funds. The OPEX model, where the customer pays for energy generated while the developer owns the project, is also gaining traction, particularly in rooftop solar installations.

India Rooftop Solar Market

Market size

The rooftop solar market in India is projected to grow at a CAGR of 40-43% from FY24 to FY29, driven by favorable government policies, rising awareness, and a focus on energy independence. Initiatives like the National Solar Mission and incentives for various sectors are fueling adoption, while declining costs of solar panels and inverters, along with advancements in energy storage, support this growth. The sector is expected to expand from ~12 GW in FY24 to 100 GW by FY30, aligning with India's broader solar energy targets and carbon reduction commitments.

Chart 35: India Rooftop Solar Market Size

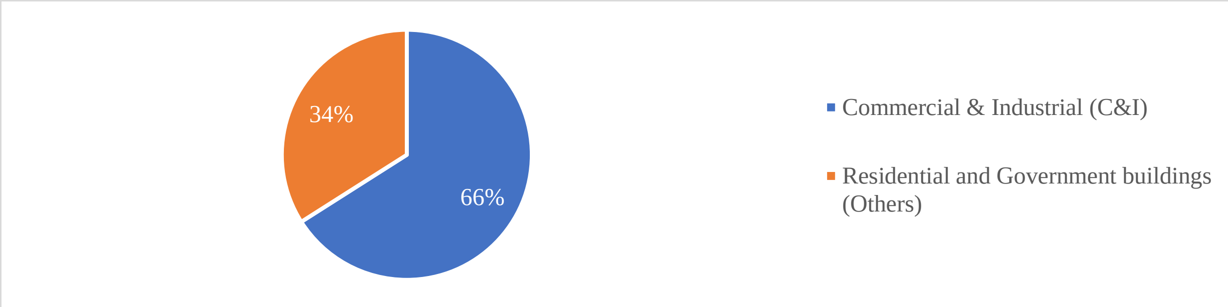


Source: MNRE, CareEdge Research; P: Projected; Data refers to Cumulative Capacity; FY23 data not available

Market split by commercial and residential applications

In India, rooftop solar capacity is largely dominated by the commercial and industrial sectors, driven by high energy consumption and cost-saving incentives. The residential sector, though growing, faces challenges such as limited awareness, financing constraints, and regulatory issues like net metering. However, with improved policy support and financial mechanisms, the residential sector is expected to grow steadily. While the commercial sector benefits from significant energy savings and favorable returns, the residential market requires more targeted incentives and awareness to accelerate adoption.

Chart 36: Average market split for Rooftop Solar Market



Source: IEEFA, CareEdge Research

Long term drivers for growth

The rooftop solar market in India is expected to experience substantial growth in the long term due to several key drivers:

- **Government Policies and Incentives:** The Indian government has introduced various schemes like the National Solar Mission and Solar Rooftop Subsidy Scheme, which encourage both residential and commercial solar adoption by offering subsidies and incentives. The implementation of Net Metering policies also makes rooftop solar more attractive, especially for businesses and households looking to reduce energy bills.
- **Rising Electricity Costs:** As electricity prices continue to rise, both commercial and residential consumers are increasingly turning to rooftop solar as a means to cut energy costs. Rooftop solar systems offer significant savings, particularly for high-energy users like industries and businesses.
- **Technological Advancements:** With ongoing improvements in solar panel efficiency, energy storage solutions, and inverter technologies, the cost-effectiveness of rooftop solar systems is continually increasing. Innovations such as bifacial solar panels (which capture sunlight from both sides) and smart inverters that enable real-time monitoring and optimization are expected to further boost market growth.
- **Corporate Sustainability Goals:** An increasing number of businesses are adopting rooftop solar as part of their Corporate Social Responsibility (CSR) and sustainability strategies. Many companies are seeking to meet

renewable energy targets, and rooftop solar provides a feasible and scalable solution to reduce their carbon footprint.

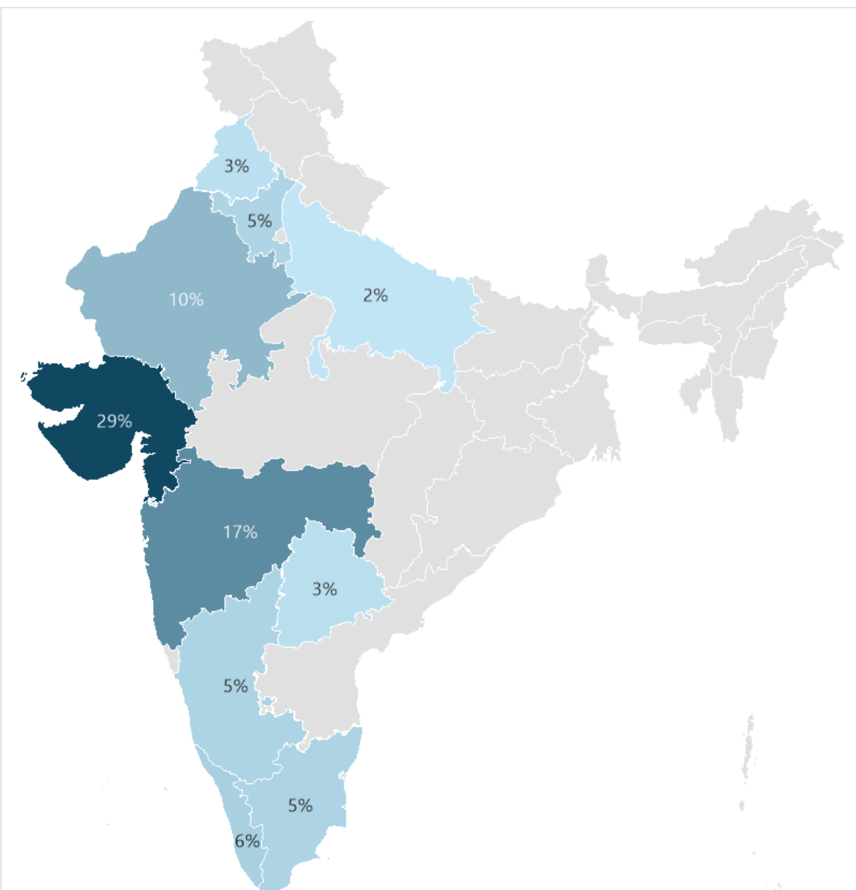
- **Improved Financing Models:** The availability of better financing options, including solar loans, power purchase agreements (PPAs), and lease-based financing, is making rooftop solar more accessible to a wider range of consumers. This is particularly crucial in the residential sector, where upfront costs can be a barrier.
- **Energy Security and Reliability:** India's frequent power shortages and grid reliability issues have pushed both businesses and residential users to invest in alternative energy sources like rooftop solar. As the country aims for energy independence, distributed energy generation systems such as rooftop solar will play an essential role in ensuring reliable and uninterrupted power supply.

These long-term drivers, coupled with continued support from both the government and private sector, are expected to make rooftop solar a central component of India's energy transition over the next decade.

Geographical Analysis of Rooftop Solar Market in India

In India, rooftop solar capacity is unevenly distributed across states, with Gujarat leading at 29% due to proactive policies, ample sunlight, and strong infrastructure. Maharashtra follows with 17%, driven by urban centers like Mumbai and Pune, and supported by government incentives. Rajasthan contributes 10%, benefiting from abundant sunlight and a focus on solar development, especially in rural areas. Kerala, with 6%, is growing despite space constraints, supported by the Kerala Solar Energy Policy. Other states, including Haryana, Karnataka, Tamil Nadu, Punjab, and Telangana, contribute 3-5%, with steady growth fueled by incentives and increasing awareness. While Gujarat and Maharashtra dominate, the recognition of solar energy's potential is expected to drive broader adoption across India.

Chart 37: State wise penetration of Rooftop Solar Market in India

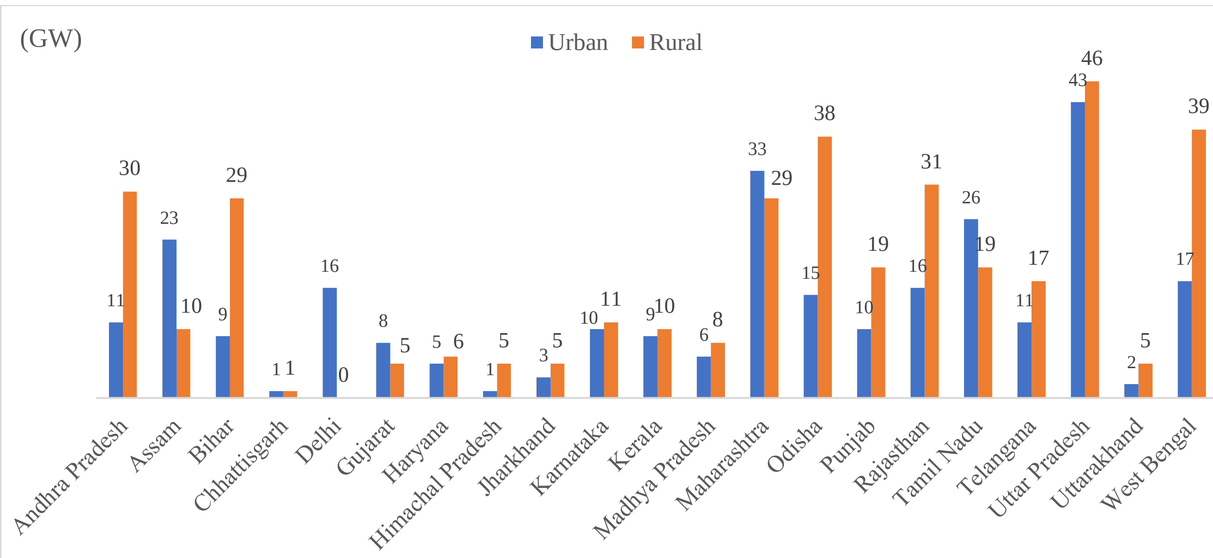


Source: MNRE, CareEdge Research

Upcoming potential for states of Rooftop Solar Market in India

India's rooftop solar potential shows a significant disparity between rural and urban areas, with rural regions offering greater deployment opportunities until 2030. Rural areas, such as Uttar Pradesh (46 GW), Odisha (38 GW), Rajasthan (31 GW), and West Bengal (39 GW), have vast spaces, untapped markets, and a growing demand for off-grid solar solutions. Government initiatives like PM-KUSUM, which focuses on solarizing irrigation pumps, further support rural solar adoption. In contrast, urban areas like Maharashtra (33 GW) and Tamil Nadu (26 GW) have substantial potential due to industrialization, though they face challenges like limited rooftop space and higher installation costs. The rural advantage offers a unique opportunity for India's energy transition, supporting renewable energy targets and driving socio-economic development. Tailored policies are needed to fully capitalize on rooftop solar potential across both rural and urban areas.

Chart 38: State wise potential of Rooftop Solar Market in India until 2030



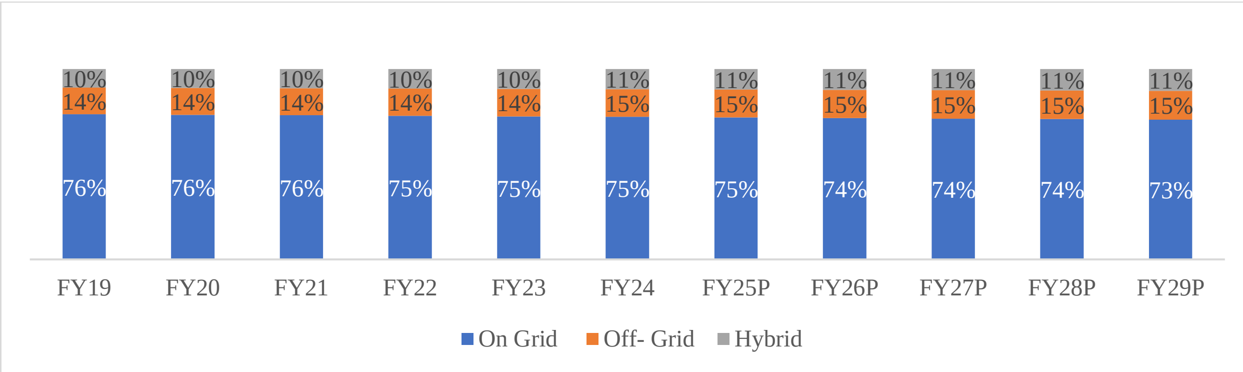
Source: CEEW, CareEdge Research

Assessment of 'on-grid, off-grid, hybrid' systems in India for Rooftop Solar Market

Market size and Outlook

India's rooftop solar market features a mix of on-grid, off-grid, hybrid systems, each addressing specific energy needs. On-grid systems dominate, holding nearly 75% of the market due to their integration with the power grid, which allows energy drawing during low solar output and surplus feeding into the grid. By FY29, their share is expected to slightly dip to 73%. Hybrid systems, combining solar power with battery storage, are growing, with their market share projected to increase from 10% in FY23 to 11% by FY29. This diverse mix reflects India's tailored approach to rooftop solar adoption, catering to regional and sectoral needs while supporting sustainable energy goals.

Chart 39: Rooftop Solar Market by Type in India



Source: TechSci Market Research, CareEdge Research; P: Projected

Key growth drivers

On-Grid Rooftop Solar Systems: On-grid systems are popular due to net metering policies and MNRE subsidies, making them financially attractive. They are in high demand in urban and commercial areas, where users seek to reduce electricity costs by integrating solar energy. The declining costs of solar panels and inverters further increase their affordability for both residential and commercial consumers.

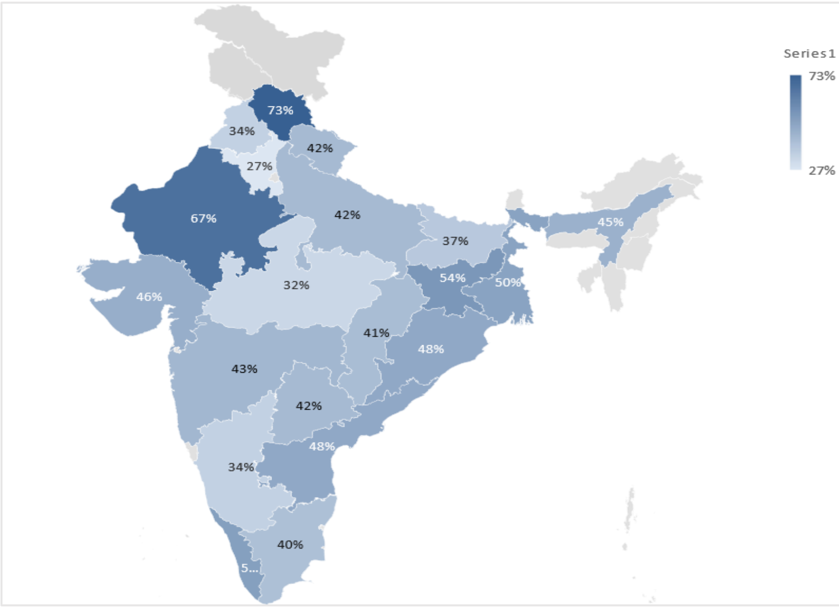
Off-Grid Rooftop Solar Systems: Off-grid systems are crucial for rural electrification, providing energy independence for agricultural and household use. Programs like PM-KUSUM support solar pumps and off-grid installations. Additionally, the rise of micro-grids to tackle last-mile connectivity is driving the off-grid market.

Hybrid Rooftop Solar Systems: Hybrid systems, combining solar, battery storage, and grid connectivity, are gaining popularity due to demand for uninterrupted power. Falling battery costs and government incentives for energy storage integration make these systems more viable, with hybrid products now included in expanded rooftop solar schemes.

Consumer adoption trends and barriers including regional penetration levels

Consumer awareness about solar energy adoption in India varies by state, influenced by socio-economic factors, government initiatives, and geographic suitability. Himachal Pradesh leads with 73% awareness, followed by Rajasthan (67%), Jharkhand (54%), Kerala (51%), and West Bengal (50%). Himachal's strong state support for renewable energy contributes to its leadership, while Rajasthan's status as a solar hub drives high awareness. Jharkhand's awareness growth is fueled by grassroots education and rural electrification, and Kerala and West Bengal benefit from urban engagement, subsidy schemes, and net metering policies. These states reflect growing confidence in solar energy across India.

Chart 40: State wise consumer awareness for Rooftop Solar Market in India



Source: CEWW, CareEdge Research

Government initiatives for the distributed solar segment

The Indian government has been promoting distributed solar generation through initiatives like the National Solar Mission (NSM), which aims for 40 GW of rooftop solar by 2022 as part of a broader 175 GW renewable energy target. The Ministry of New and Renewable Energy (MNRE) offers subsidies of up to 60% for residential rooftop systems up to 3 kW. Programs such as Solar Power for All (SPFA) target affordable energy for rural areas, while net metering and feed-in tariffs incentivize adoption by allowing consumers to sell excess power. Additional state incentives and programs for MSMEs further support growth, making India's rooftop solar market poised for rapid expansion.

Key players in the Rooftop Solar segment

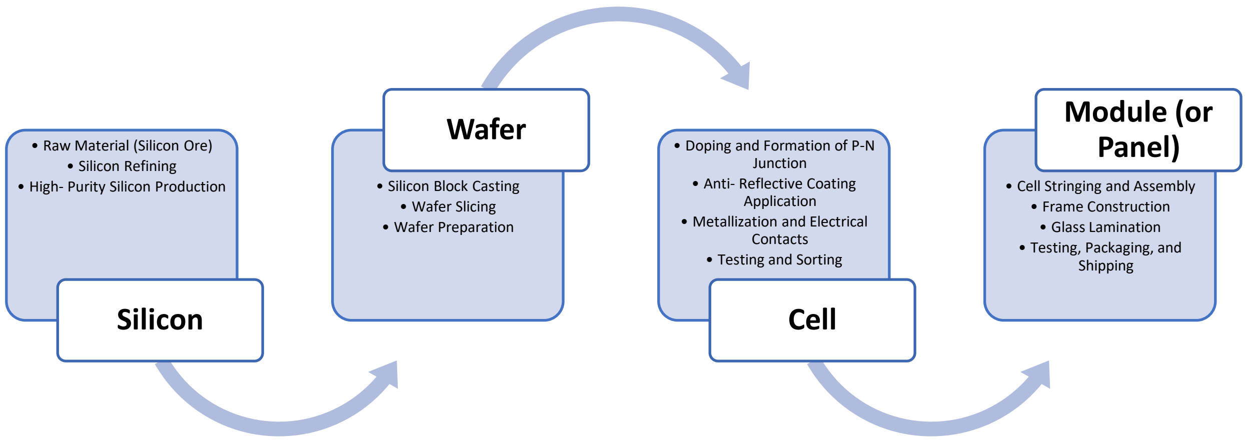
- **UTL Solar**: UTL Solar is an Indian company involved in manufacturing and supplying solar energy solutions. It provides a range of products, including solar panels, inverters, and power systems for residential, commercial, and industrial use. Over the last five years, the company has delivered a cumulative capacity of 0.5 GW of solar panels, 1.4 GW of solar inverters, and 2.1 GW of solar batteries for rooftop solar operations across India.
- **Tata Power**: Tata Power Solar Systems manages the deployment of rooftop solar solutions for residential, commercial, and industrial users. The company focuses on installing and maintaining solar systems that help users generate electricity and reduce grid dependency.
- **Amplus Solar Power**: Amplus Solar provides rooftop solar installations for businesses and industrial facilities, delivering customized systems tailored to specific energy needs. It specializes in offering on-site solar solutions to help reduce operational energy costs.
- **Clean Max Enviro Energy**: Clean Max focuses on installing rooftop solar systems for commercial and industrial buildings. It handles the design, installation, and operation of these systems, catering to energy efficiency requirements of large-scale enterprises.
- **Orb Energy Private Limited**: Orb Energy focuses on delivering rooftop solar installations primarily for small businesses. The company undertakes system design and installation, ensuring that users can access reliable solar power for their facilities.

Solar energy sector in India – Product market analysis

India's solar energy industry has grown significantly over the past decade, driven by government goals, technological advancements, and the need for sustainability. This growth has positioned India as one of the largest solar markets globally, with abundant sunlight and supportive policies. Key factors include investments in solar PV systems, inverters, and energy storage, along with rising demand for clean energy and improved financing options. The sector is crucial for enhancing energy security, meeting Paris Agreement commitments, and achieving sustainable development, highlighting India's commitment to a greener future.

Overview of solar manufacturing value chain

The solar module manufacturing value chain involves a series of steps to convert raw materials into finished solar modules (also known as solar panels), which can generate electricity from sunlight.



Overview of the distributed solar products market

Distributed solar products refer to solar energy systems that are installed at the point of consumption, typically on rooftops or other structures. These systems generate electricity for residential, commercial, and industrial consumers, reducing reliance on traditional grid power. The distributed solar power market in India has experienced remarkable growth, driven by supportive government policies, declining prices of solar modules, and heightened awareness regarding clean energy solutions.

Key types of distributed solar products include:

1. **Residential Solar Systems**: Designed for homeowners to generate electricity for personal use, these systems consist of solar panels, inverters, energy storage (like lithium-ion batteries), and smart meters for monitoring energy use.

2. **Commercial and Industrial Solar Systems**: Larger-scale solar installations for businesses, offering cost savings, energy independence, and environmental benefits. C&I consumers can buy power via third-party plants (without capital investment) or through captive/group captive plants, which offer exemptions from certain open access charges.

3. **Community Solar Systems**: These allow individuals to purchase or lease a share of an off-site solar array, making solar energy accessible to renters or those unable to install systems on their own properties.

Geographic distribution

The distributed solar market in India is rapidly growing, with regional variations based on solar resources, urbanization, government support, and energy needs:

- **Northern India**:

- **Rajasthan** leads in rural solar adoption, with solar water pumps and home systems.
- **Punjab** promotes rooftop solar through the Solar Power Policy.
- **Uttar Pradesh** focuses on urban solar rooftops and rural irrigation.
- **Haryana** and **Delhi** have strong adoption, with incentives for residential and commercial sectors.

- **Western India**:
  - **Gujarat** is a pioneer, with strong growth in rooftop solar, led by policies like Net Metering.
  - **Maharashtra** promotes solar in urban areas, especially Pune and Mumbai.
  - **Goa** focuses on residential solar with government incentives.
- **Southern India**:
  - **Tamil Nadu** is a leader in rooftop solar, driven by the Tamil Nadu Solar Energy Policy.
  - **Karnataka** has a thriving market, particularly in Bengaluru.
  - **Andhra Pradesh** and **Telangana** emphasize decentralized solutions in rural areas.
  - **Kerala** promotes solar home systems, especially in off-grid regions.
- **Eastern India**:
  - **West Bengal** has growing urban and rural markets but slower adoption due to inconsistent policies.
  - **Odisha** focuses on rural electrification with decentralized solar solutions.
  - **Bihar** and **Jharkhand** are investing heavily in off-grid solar.
- **Central India**:
  - **Madhya Pradesh** promotes both residential and industrial rooftop solar.
  - **Chhattisgarh** focuses on rural solar electrification, especially for agriculture.

Market by project size

Small-scale (Up to 10 kW):

This category mainly serves residential customers and small businesses with rooftop or ground-mounted systems. Benefits include lower initial costs due to government subsidies, ease of installation and maintenance, and the ability for users to generate their own electricity, reducing reliance on the grid.

Medium-scale (10 kW to 1 MW):

Medium-scale projects cater to larger homes, small businesses, and public buildings. These installations require more space but offer quicker payback periods due to higher energy consumption. Many medium-scale systems are part of community solar programs, allowing multiple users to share the generated power.

Large-scale (1 MW and above):

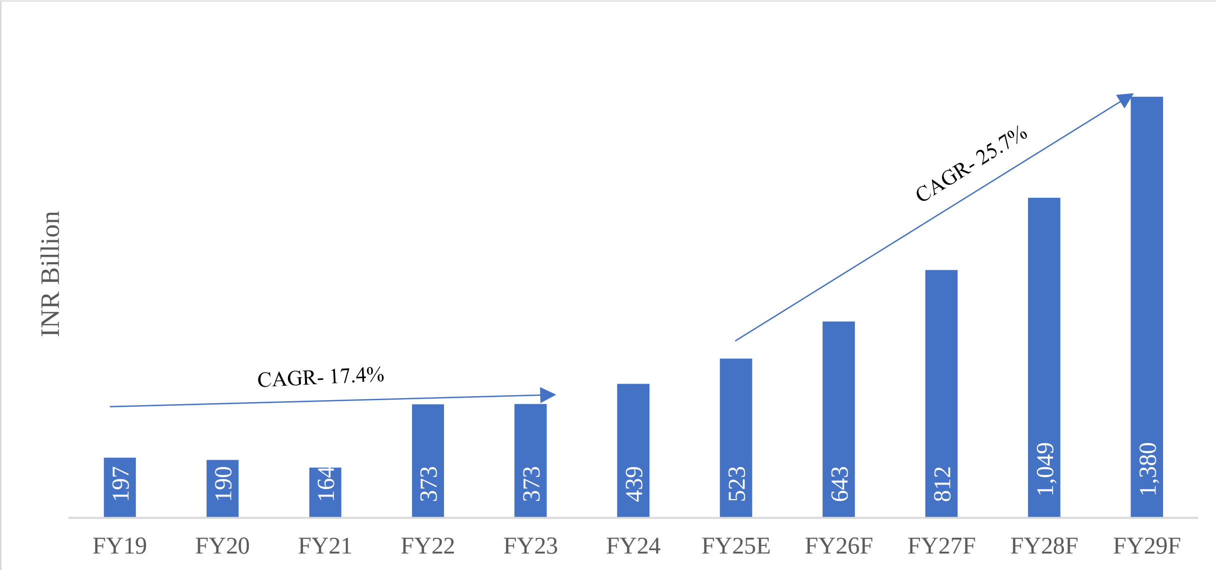
Large-scale systems, typically ground-mounted, serve utility and large commercial/industrial needs. These projects generate significant electricity, contributing to local grids and helping meet state energy targets. They often support community solar initiatives and are growing in popularity as businesses pursue sustainable energy solutions aligned with corporate social responsibility and regulatory goals.

Overview of Solar Panel Market

Market Size

Global climate initiatives like the Paris Agreement and COP28 are driving nations to increase renewable energy generation to reduce carbon emissions. Solar energy, once niche, is now a mainstream source, with India's renewable energy capacity surpassing 200 GW by October 2024. The solar panel market in India has grown rapidly, with a CAGR of 17.4% from FY19 to FY24 and is expected to accelerate to 25.7% CAGR from FY24 to FY29. India's government has introduced various initiatives to boost renewable energy, targeting 500 GW of non-fossil fuel capacity by 2030.

Chart 41: Solar Panel Market in India



Source: TechSci Research, CareEdge Research

Long-term growth drivers

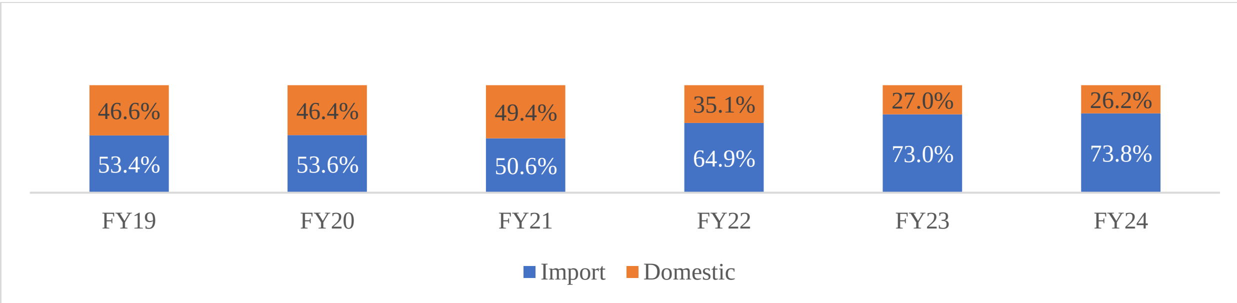
The solar panel market has experienced significant growth over the past decade, as mentioned earlier. Below are outlined the key drivers contributing to the long-term expansion of the solar panel market:

1. **National Solar Mission and Policy Support:** India's National Solar Mission is a key driver for solar market growth, aiming for 500 GW of non-fossil fuel capacity by 2030, with solar energy at the core.
2. **Declining Costs of Solar Technology:** Advances in manufacturing and efficiency, along with reduced material costs, have made solar panels more affordable, driving widespread adoption in residential, commercial, and rural markets.
3. **Energy Security and Rural Electrification:** Solar solutions like home systems, microgrids, and irrigation pumps address energy access challenges in rural India, reducing reliance on the grid and fossil fuels, while boosting agricultural productivity.
4. **Government Incentives and Regulatory Support:** Government incentives, net metering, and financing options lower adoption costs, while programs like Saubhagya and rooftop schemes promote solar adoption in rural and urban areas.
5. **Sustainability and Climate Change Commitments:** India's commitment to sustainability and the Paris Agreement drives solar adoption as a key solution for reducing carbon emissions and achieving clean energy targets.
6. **Urbanization and Industrialization:** Rising energy demand due to urbanization and industrialization makes solar panels an attractive solution for reducing energy costs and improving energy security in cities and commercial sectors.

India solar module demand: Domestic vs Import

India's solar module demand is rapidly growing due to ambitious renewable energy goals and sustainability efforts. While domestic manufacturing is expanding, the country still heavily relies on imports, particularly from China, due to lower production costs and advanced technology. Challenges like high production costs and limited economies of scale hinder domestic competitiveness. The government's Production-Linked Incentive (PLI) scheme aims to boost local production and reduce import dependency. However, the import market remains significant, and balancing domestic production with imports will be key to India's solar energy future.

Chart 42: Solar Panel Consumption Market Share (%)



Source: TechSci, CareEdge Research

India's solar manufacturing industry remains heavily dependent on imports, primarily focusing on the final stages of production. Approximately 85-90% of solar manufacturing involves assembling modules from imported cells, with local value addition limited to just 10-15%. Most solar projects in the country rely on imported, ready-to-use modules. Only a few companies produce solar cells at a commercial scale, using imported polysilicon or wafers, achieving 35-40% local value addition. However, there are no facilities manufacturing solar cells entirely from scratch, starting with silica sands.

Reducing this reliance on imports would require India to develop a complete value chain, starting from silica refining and polysilicon production—a process that demands advanced technology and significant energy investment. While initiatives like the production-linked incentive (PLI) scheme aim to strengthen local manufacturing, their impact is constrained by continued dependence on imported inputs. Given these challenges, solar equipment imports are projected to increase, highlighting the urgent need for technological and infrastructure advancements to build a self-reliant solar ecosystem.

Overview of technologies existing and upcoming technologies

Solar energy, a clean and renewable energy source, is harnessed through photovoltaic (PV) technology and concentrated solar power (CSP) technology. Technology has evolved significantly over the years, leading to increased efficiency and reduced costs.

1. Existing solar module technologies

- **Monocrystalline panels:** Monocrystalline panels are renowned for their superior efficiency and space-saving design. These are manufactured from a single silicon crystal structure and feature silicon wafers cut from cylindrical ingots. Their uniform structure allows electrons to move more freely, resulting in higher electricity output compared to other panel types. These panels typically achieve efficiency ratings of 15% to over 22%, making them highly efficient.
- **Polycrystalline silicon panels**: Polycrystalline panels, the second most prevalent technology in the market, are composed of multiple crystals melted together. This manufacturing process leads to slightly lower efficiency, typically ranging between 13% and 16%. While they may underperform in low-light or high-temperature conditions compared to monocrystalline panels, their cost-effectiveness makes them an appealing option for budget-conscious users.
- **Thin-Film solar modules:** Thin-film modules are made by depositing layers of photovoltaic material on a substrate such as glass, plastic, or metal. Common materials include cadmium telluride (CdTe) and amorphous silicon (a-Si). Thin-film modules are lightweight and flexible, making them suitable for unconventional installations like building-integrated photovoltaics (BIPV) and portable solar chargers.
- **Passivated emitter rear cell (PERC):** PERC technology improves the efficiency of traditional monocrystalline modules by adding an additional passivation layer on the rear side of the cell. This design reduces electron

recombination and enhances light absorption. With efficiency levels exceeding 22%, PERC modules are gaining popularity in both rooftop and utility-scale projects.

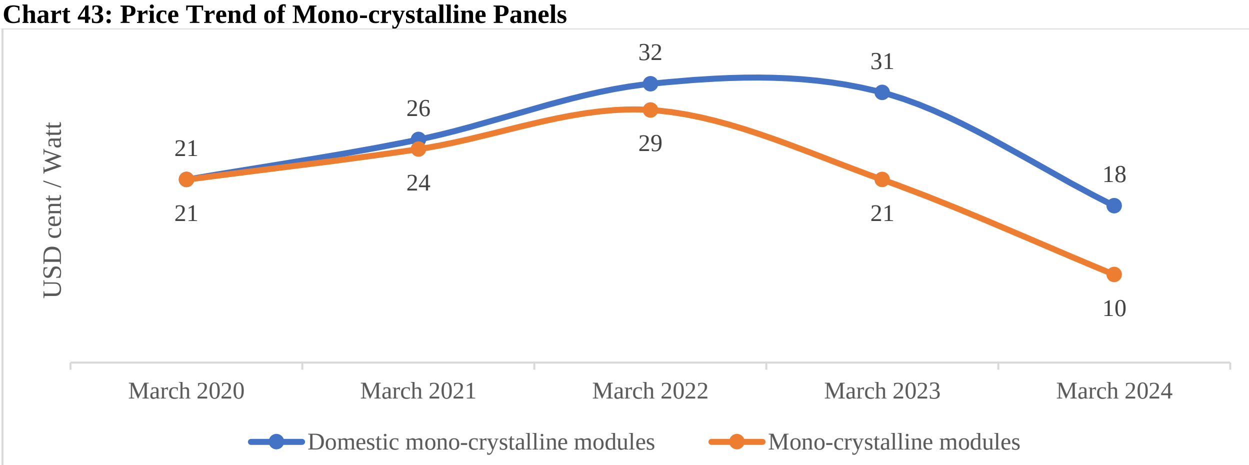
2. **Emerging solar module technologies:**

- **Perovskite solar cells:** Perovskite solar cells represent a breakthrough in solar technology due to their high efficiency potential, lightweight nature, and flexibility. These cells can achieve efficiencies exceeding 25% in laboratory settings. Perovskite cells are being explored for tandem applications, where they are combined with silicon cells to further boost performance.
- **Bifacial solar modules:** These modules generate power from both sides of the panel, capturing reflected and scattered light from the ground. This technology can increase energy output by 10-20% compared to traditional modules. Bifacial modules are especially effective in regions with high albedo surfaces, such as snowy or desert environments.
- **Organic Photovoltaics (OPV):** OPVs utilize organic compounds to convert sunlight into electricity. They are lightweight, flexible, and can be printed onto various surfaces, making them suitable for wearable electronics and integrated applications.
- **Heterojunction Technology (HJT):** HJT combines crystalline silicon with thin layers of amorphous silicon to create highly efficient cells with low degradation rates. Efficiencies for HJT modules are typically above 23%. Their enhanced performance in low-light conditions makes them ideal for regions with variable sunlight.

Trend in Solar Panel Price trends

Solar panel prices have dropped over 80%, though prices stabilized or slightly increased between 2021-2023 due to supply chain disruptions, rising polysilicon costs, and energy shortages in China. As supply chains recovered in late 2023, prices began to stabilize and are expected to decline further with new manufacturing capacities and technological innovations. For instance, in FY24, solar panel prices underwent a significant decline reaching 18 USD cent/watt, down by almost 95% in more than a decade. The sharp decline in global prices was attributable to the supply glut in China. Domestic solar panel prices declined in line with global prices reaching 18 USD cent/watt, down by 42% in FY24 from the previous year. IRENA projects a 59% cost reduction in electricity generated by solar PV by 2025.

Chart 43: Price Trend of Mono-crystalline Panels



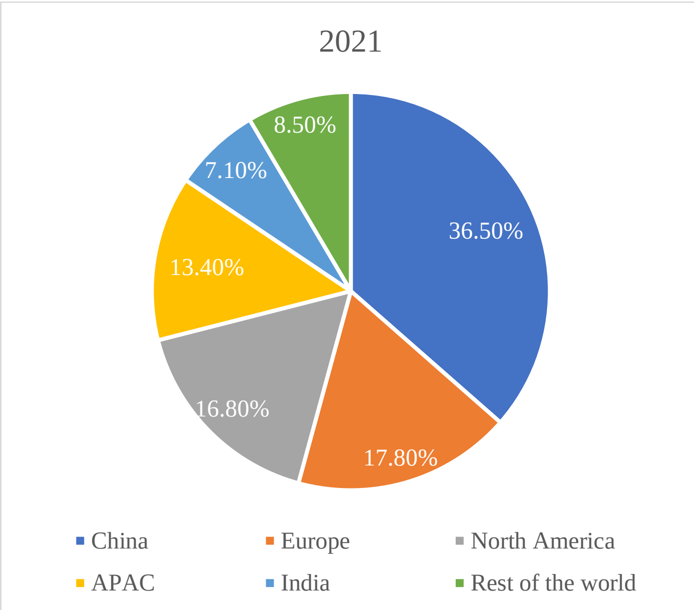
Source: CareEdge Research

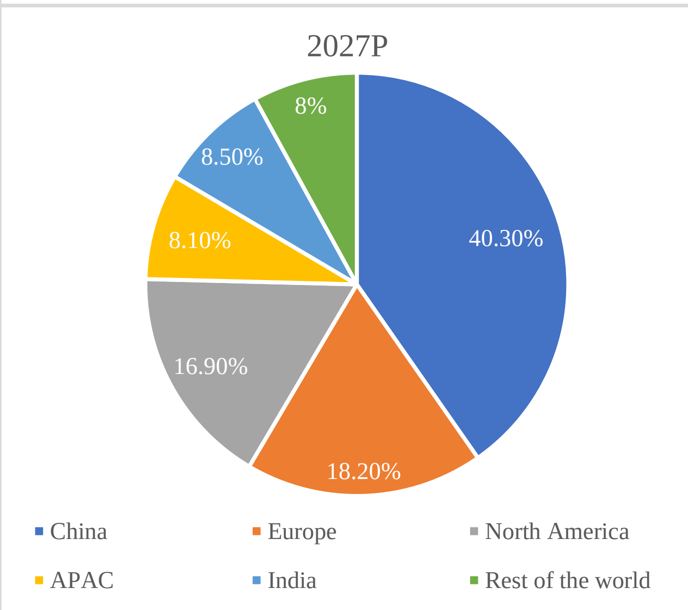
Moving forward, the decline in costs is expected to resume as technological advancements such as high-efficiency modules (PERC, HJT, and tandem cells) and automation in production processes reduce manufacturing costs. Additionally, increased adoption of bifacial and large-format modules will drive down the levelized cost of energy (LCOE), further enhancing Solar's affordability.

Solar panel export trends

India has emerged as a significant player in the global solar manufacturing ecosystem, leveraging its growing manufacturing capabilities and policy support. The export of solar panels from India is experiencing a steady rise, driven by increasing global demand, a focus on diversifying supply chains, and competitive pricing. Currently, China dominates global solar module manufacturing, controlling a large portion of the supply chain. In CY23, China maintained a dominant position in the PV landscape, accounting for more than 75% of the manufacturing capacity.

Chart 44: Regional demand assessment





Source: IEA; Note: The demand in the chart shows the percentage demand for Solar products in the respective regions

The United States is the second-largest solar consumer globally, following China, and is leading the adoption of advanced solar technologies. As on FY24, Indian solar manufacturers supply the US with high-quality, efficient PV modules, primarily consisting of monocrystalline passivated emitter and rear cell (Mono PERC) bi-facial modules.

In addition to the US, Indian PV products are in demand across African countries like South Africa, Somalia, and Kenya, as well as Asian nations such as the UAE, Afghanistan, Nepal, and Bangladesh. Due to lower transportation costs and strong trade ties, neighboring countries like Bangladesh, Nepal, and Afghanistan are expected to continue importing significant quantities of Indian-made PV modules.

In the coming years, demand in these markets is expected to grow, but supply growth will be uneven, creating export opportunities for countries like India to meet this demand. India aims to reduce reliance on Chinese imports by building a strong domestic solar manufacturing base, with a long-term vision to become self-sufficient and a potential exporter of solar technology. By developing local expertise, India plans to offer competitive, high-efficiency modules globally. In FY24, India's PV exports surged to approximately USD 2 billion, a 23-fold increase from FY22, according to Institute for Energy Economics and Financial Analysis (IEEFA).

Key drivers of this growth include:

- **Delay in Approved List of Models and Manufacturers (ALMM) implementation**: The ALMM list is approved by MNRE and allows only listed models and manufacturers to be used in government projects. The postponement of the ALMM until April 2024 reduced domestic demand, prompting manufacturers to seek international markets.
- **"China Plus One" Strategy**: However, nations, concerned with supply chain risks, have been aiming to reduce dependence on Chinese imports and this has turned out well for India as a viable alternative, including solar panel exports.
- **Better margins**: Indian PV manufacturers enjoy higher profit margins on sales in developed markets like the U.S., Europe, despite higher logistics costs.

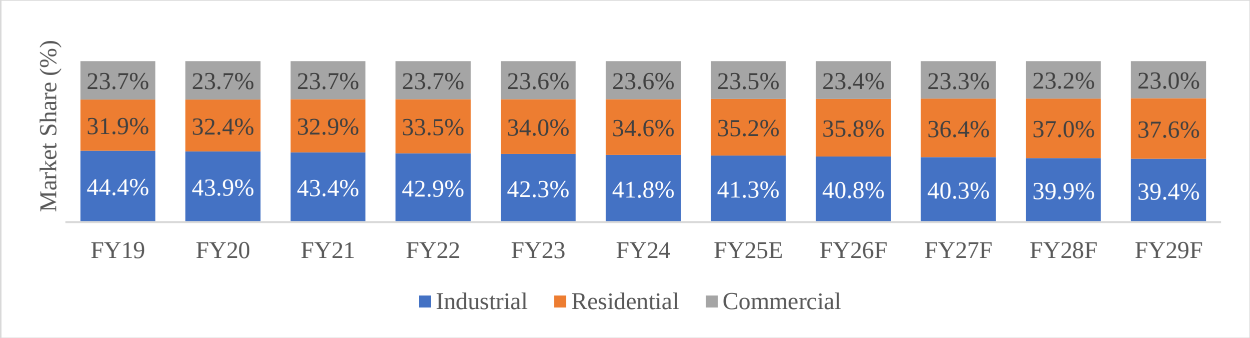
India has become a key player in the global solar PV market, exporting nearly 99% of its output to the United States, driven by competitive pricing and a reliable supply chain. Supportive government policies have boosted domestic manufacturing and export growth. In FY23, exports surged, especially to Southeast Asia, the US, and Europe. In FY24, exports are expected to continue growing despite challenges like the Uyghur Forced Labor Prevention Act, safeguard duties, and the expiration of FTA exemptions.

Market Segmentation

End – Users

The solar panel market is witnessing a steady shift in end-user demand. While the industrial sector has been the dominant user, its market share has gradually declined from 44.4% in FY19 to 41.8% in FY24. The residential sector has seen a consistent rise, increasing from 31.9% to 34.6% over the same period, driven by government incentives for rooftop solar installations, and falling solar panel prices. The commercial sector has maintained a relatively stable market share between 23%-24%.

Chart 45: Solar panel end user market share (%)



Source: TechSci Research, CareEdge Research

The end users of solar panels in India span various sectors, ranging from residential to commercial and industrial applications. Here are the primary categories:

- **Residential Consumers**: With increasing electricity costs and a growing awareness of environmental issues, many households in India are adopting solar panels for domestic use. Solar systems are used to power homes, including for lighting, water heating, and air conditioning. This sector is particularly attractive in off-grid areas where access to reliable electricity is limited.

- **Commercial Establishments:** Businesses, including offices, retail stores, and shopping malls, are increasingly adopting solar power to reduce energy costs and enhance sustainability. Solar panels are often installed on rooftops or open land to power operations, lighting, and HVAC systems, offering long-term savings and improving corporate social responsibility profiles.
- **Industrial Users:** Large industries, especially those with high energy consumption like manufacturing, textiles, cement, and chemical plants, are investing in solar panels to reduce dependency on conventional electricity sources and lower their operational costs. Industrial users often install large-scale solar power systems to meet a significant portion of their energy needs.

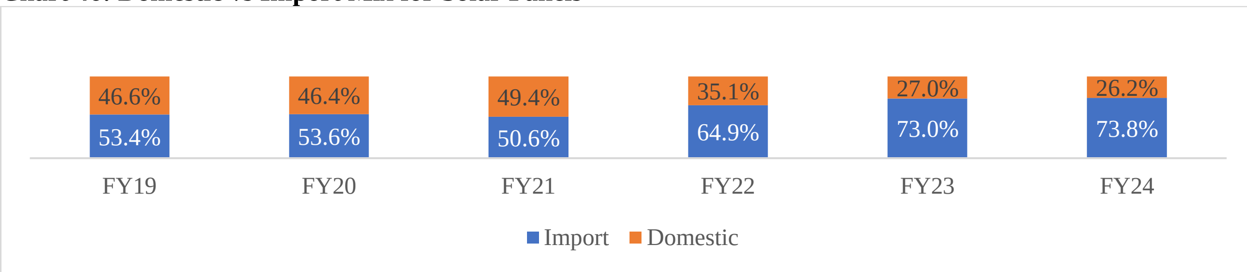
- **Key Players**

- **UTL Solar**: UTL Solar is an Indian company that specializes in providing solar energy solutions. The company manufactures and supplies various solar products, including solar panels based on advanced technologies such as TOPCon bifacial and glass-to-glass panels with a capacity of 590 Wp, as well as MonoPerc bifacial modules with capacities up to 670 Wp. In addition to solar panels, the company also provides solar inverters and solar power systems for residential, commercial, and industrial use.The company is committed to promoting renewable energy and sustainability by offering high-quality, efficient, and cost-effective solar solutions.
- **Waaree Energies**: Headquartered in Mumbai, is one of India's solar module manufacturers. The product range includes monocrystalline PERC, bifacial, and high-efficiency half-cut modules. It operates manufacturing facilities in Gujarat with a combined production capacity exceeding 12 GW. The company exports extensively, with the U.S. being a primary market, accounting for over half of its production.
- **Vikram Solar**: Based in Kolkata, Vikram Solar produces monocrystalline PERC, bifacial, and smart modules equipped with artificial intelligence-based optimization. Vikram Solar exports more than half its production, with a significant share directed to the U.S. and emerging markets in Europe and Africa. It is also planning to set up manufacturing capacities in the U.S. to capitalize on export opportunities.
- **Adani Solar:** Adani Solar, a part of the Adani Group, is a player in the Indian solar market, offering a wide range of solar products, including high-efficiency monocrystalline and polycrystalline modules. It has a manufacturing capacity of 3 GW for solar modules and is based in Mundra, Gujarat. It is a supplier to both domestic and international markets, with exports to regions such as the U.S., the Middle East, Southeast Asia, and Africa.
- **Havells India Ltd.:** Havells is a player in the solar sector, offering residential and small business segments. The company Offers polycrystalline and monocrystalline solar panels, solar inverters, and solar batteries primarily in rooftop applications.
- **Grew Energy:** Grew is a player in the Indian solar PV market, providing a variety of solar products including monocrystalline and polycrystalline modules. The company has a manufacturing capacity of 500 MW annually and is headquartered in Maharashtra. Grew Energy is increasingly focusing on export markets, targeting regions such as Southeast Asia, the Middle East, and Africa. It aims to establish itself as a key supplier in emerging markets by offering cost-effective and reliable solar solutions.
- **Navitas Solar:** Navitas Solar is an Indian solar PV manufacturer, offering a range of solar products, including monocrystalline and bifacial modules. The company operates with an annual manufacturing capacity of 1 GW. Navitas Solar has a presence in export markets, with products being shipped to countries in the Middle East, Africa, and Southeast Asia.

- **Domestic vs Import Mix**

India's domestic solar panel manufacturing faces challenges, including high production costs, limited technology, and reliance on imported raw materials. In FY24, about 73.8% of solar panels are imported, primarily from China, due to lower production costs and advanced manufacturing. This reliance raises concerns about energy security and supply chain sustainability. To address this, the Indian government has implemented policies like the Production-Linked Incentive (PLI) scheme, tariffs, and duties to boost domestic manufacturing and reduce import dependence. The increase in imports is driven by limited domestic capacity for solar PV cell production and the cost-effectiveness of imported modules.

Chart 46: Domestic vs Import Mix for Solar Panels



Source: TechSci, CareEdge Research

Solar Battery Market in India

Overview of market

The Indian solar battery market is experiencing a rapid transformation fueled by increasing demand for renewable energy and a national push toward sustainable, decentralized energy solutions. Solar batteries, which allow for energy storage from solar PV systems, are becoming essential components in India's broader renewable energy infrastructure.

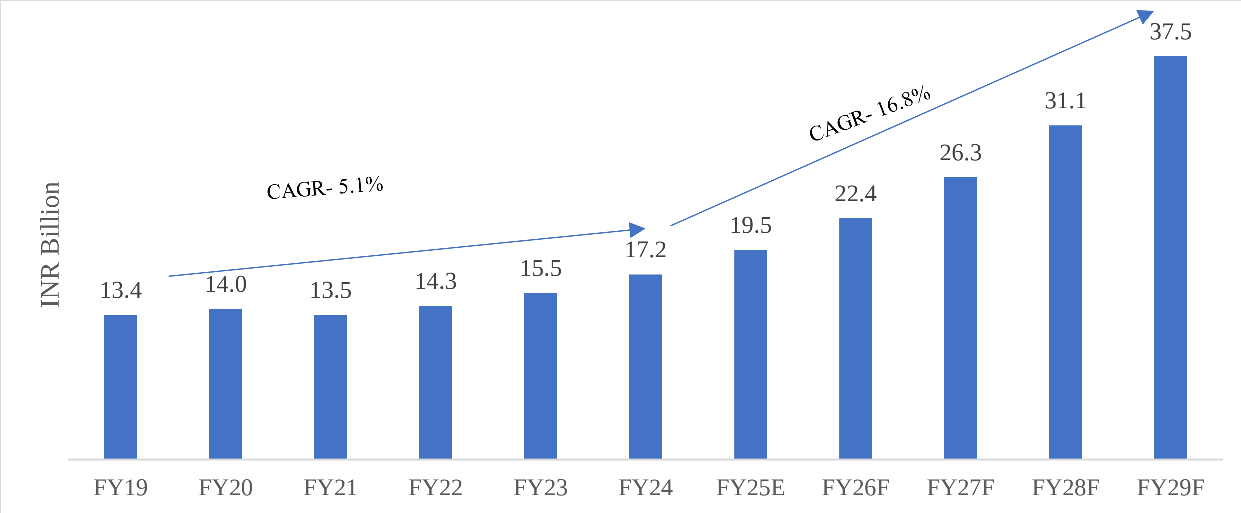
Key Stakeholders

- **Solar Battery Manufacturers**: Companies that produce solar batteries to store excess energy from solar panels. Key players include Exide Industries, Luminous Power Technologies, Amara Raja Batteries, Tesla, BYD, and LG Chem.
- **Solar Panel Manufacturers**: Companies that focus on solar panels, often partnering with battery manufacturers for integrated solutions. Notable names include UTL Solar, Waaree Energies, Tata Power Solar, and Vikram Solar.
- **Renewable Energy Developers and Installers**: These companies design, install, and integrate solar systems, including batteries, and provide after-sales support. Key players include Fourth Partner Energy, CleanMax, and ReNew Power.
- **Government and Regulatory Bodies**: The government shapes the solar battery market through policies, incentives, and regulations. Important bodies include MNRE, BIS, and state electricity boards.
- **Consumers (End Users)**: Residential, business, industrial, and agricultural customers purchase solar batteries to lower energy costs, gain independence, and reduce carbon footprints.
- **Electricity Utilities and Grid Operators**: They integrate solar energy and battery storage into the grid, ensuring efficient use of stored energy.

Market Size

Solar battery systems are valuable across various applications from large scale commercial and utility installations to residential setups, underscoring the critical role of energy storage in enhancing renewable energy reliability. The Indian solar battery market has grown at a CAGR of 5.1% during FY19-24. This growth is largely due to government support through favourable policies, incentives for solar adoption and increasing affordability of solar technology and battery storage solutions. The CAGR is expected to grow at 16.8% from FY24 to FY29.

Chart 47: Solar Battery Market in India



Source: TechSci Research, CareEdge Research

With the country receiving abundant solar irradiation, the potential for solar energy is enormous, making solar battery storage an attractive solution to counter the intermittent nature of solar power. Solar batteries provide a backup during low sunlight hours and enable users to store excess energy generated during peak sunlight.

Key long-term drivers

The solar battery market in India is poised for significant growth driven by various factors, including technological advancements, government policies, and increasing demand for renewable energy solutions. Here are the key drivers that will shape the market's future:

1. **Growing Adoption of Solar Energy**: The expansion of solar energy in India, with a target of 500 GW by 2030, is driving demand for solar batteries to manage intermittency. As of September 2024, India's solar capacity reached 90.76 GW, fueling the need for energy storage.
2. **Technological Advancements**: Innovations in battery technology, such as lithium-ion, solid-state, and sodium-ion batteries, are improving the efficiency and affordability of solar storage solutions.
3. **Government Policies and Incentives**: Policies like the National Solar Mission, PLI Scheme, and Solar Rooftop Phase II are encouraging investments in solar power and battery systems.
4. **Increasing Energy Independence and Security**: Growing demand for energy independence is driving solar battery adoption, especially in residential markets, as consumers seek to reduce reliance on utility grids and mitigate rising electricity costs.
5. **Rising Demand from Industrial Sectors**: Industries are adopting solar batteries to improve energy efficiency, support sustainability, and reduce energy procurement costs.
6. **Environmental Concerns and Sustainability Goals**: Awareness of climate change is pushing both consumers and businesses toward renewable energy solutions, increasing demand for solar batteries as part of broader sustainability efforts.

Overview of existing and upcoming technologies in solar batteries

Solar batteries are essential components of solar energy systems, enabling the storage of excess energy generated during peak sunlight hours for later use. The solar battery market is evolving rapidly, with existing technologies dominating the landscape while new innovations are on the horizon. Different battery technologies offer varying performance, cost, and lifespan characteristics.

Existing technologies

1. **Lithium-Ion Batteries:** Known for high energy density and efficiency, these batteries offer long cycle life (4,000 to 10,000 cycles). However, they are more expensive than alternatives and pose safety risks, particularly with thermal runaway in NMC variants.

2. **Lead-Acid Batteries (LAB):** With a lower initial cost and reliability for short-term storage, LABs are commonly used but have a shorter lifespan (1,000 to 3,000 cycles) and lower efficiency, leading to a shift toward more advanced technologies.

3. **Sodium-Ion Batteries:** An emerging, cost-effective alternative to lithium-ion, these batteries benefit from abundant sodium resources and reduced fire risk. However, they have lower energy density compared to lithium-ion batteries.

Upcoming technologies

1. **Lithium Iron Phosphate (LFP) Batteries**: Known for safety and longevity, LFP batteries offer a lifespan over 10 years and more than 2,000 cycles. As production scales, they are becoming more affordable, making them ideal for residential solar installations with lower ownership costs.
2. **Silicon Anode Technology**: By using silicon, these batteries offer higher energy densities, lasting longer and improving performance. However, challenges remain, such as silicon's expansion during charging, which can cause degradation.
3. **Iron Flow Batteries**: These offer long lifecycles, low cost, and scalability, making them ideal for utility-scale storage. Their non-toxic materials, like iron and saltwater, contribute to sustainability and make them suitable for large-scale renewable energy storage.
4. **Saltwater Batteries**: Utilizing saltwater as an electrolyte, these batteries are less toxic but bulky and expensive for residential use. They show potential for commercial or utility-scale applications as technology advances.

Trend in solar battery prices

The solar battery prices have been on a downward slope since 2016. The price of lithium-ion batteries dipped to their lowest in 2023 to around USD 139/kWh, mainly due to decrease in material and component prices as can be seen in the graph representing the price index.

Battery pack prices dropped by almost 14% between 2023 and 2022, despite lithium carbonate prices being about 50% higher at the end of 2023 compared to their 2015-2020 average.

Factors impacting price trends

1. **Technological Advancements**: Innovations in solar panels and battery storage are improving efficiency and lowering costs. As production scales up and competition grows, prices are expected to continue decreasing. The semiconductor policy also aims to reduce costs by promoting local manufacturing of solar cells.
2. **Market Demand**: Rising electricity prices and increased environmental awareness are driving demand for solar installations, leading to cost-optimizing production and more investments in solar batteries due to long-term savings.
3. **Global Supply Chain**: Fluctuations in raw material prices, particularly lithium, impact costs. Emerging technologies like sodium-ion batteries may alleviate some cost pressures.
4. **Government Policies**: Indian government subsidies, covering up to 60% of installation costs, along with programs like PM KUSUM and PM Surya Ghar Muft Bijli Yojana, support solar adoption. Policies such as the National Solar Mission and the Electricity Act of 2003 create a favorable investment environment.

Market Segmentation

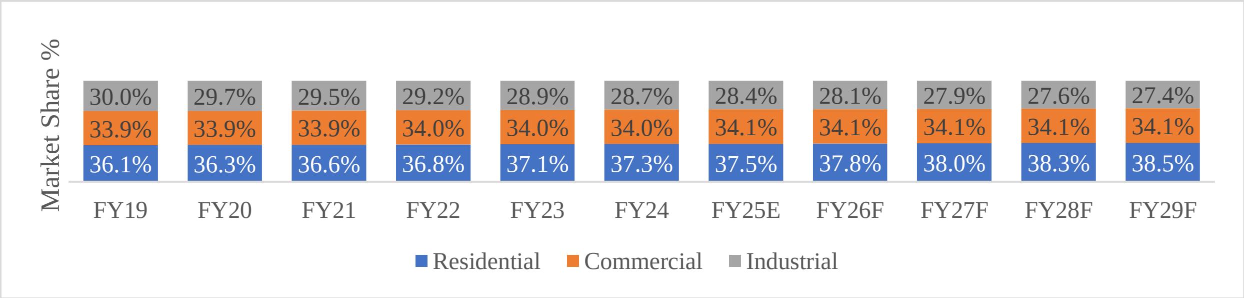
Key players in the Indian solar battery market

- **UTL Solar:** UTL Solar is a prominent Indian company that specializes in providing solar energy solutions. Known for its innovative approach, UTL Solar manufactures and supplies a wide range of solar products, including solar panels, solar inverters, and solar power systems for residential, commercial, and industrial applications. The company is committed to promoting renewable energy and sustainability by offering high-quality, efficient, and cost-effective solar solutions. As of FY24, the company has approximately 13% market share in the total Indian Solar Battery.
- **Amara Raja Batteries Ltd (**now rebranded as Amara Raja Energy & Mobility Limited) is involved in the energy storage sector, specializing in the manufacture of lead-acid and lithium-ion solar batteries. The company serves across various segments, catering to both automotive and industrial applications. Its primary manufacturing facility is located in Tirupati, Andhra Pradesh.
- **Exide Industries Ltd.** is a player in the solar battery market, offering a diverse range of products, including tubular flooded and tubular gel batteries specifically designed for solar applications.] Exide operates widespread manufacturing facilities across India, with major plants located in Kolkata and Haryana.
- **Luminous Power Technologies** is involved in providing solar energy solutions, focusing on solar batteries (lithium-ion and lead-acid), inverters, and solar power systems. It has a production manufacturing facilities are located in Himachal Pradesh and Uttarakhand.
- **Waaree Energies Ltd**. is a player in India's solar energy sector and produces lithium-ion solar batteries. The company's manufacturing facilities are strategically located in Surat, Gujarat.
- **Okaya Power Pvt. Ltd**: manufactures a diverse range of solar batteries, including both tubular and lithium-ion and has production capacity of over 1 million batteries annually at facilities in Haridwar, Uttarakhand.

End- Users

Within the solar battery, the residential segment has consistently maintained the largest market share, ranging between 36.1% to 37.3% during FY19-24. The share is expected to grow to 38.5% till FY2029 driven by factors such as increasing electricity costs, concerns about grid reliability, and a desire for energy independence. The commercial segment has also shown a stable market share, fluctuating close to 34% during FY19-24. This suggests a consistent demand for solar battery solutions in commercial establishments, such as offices, retail outlets, and industrial facilities. The industrial segment, having the availability of alternative energy sources, has witnessed a declining trend in market share, from 30.0% in FY19 to 28.7% in FY24.

Chart 48: Solar Battery end user market share (%)



Source: TechSci Research, CareEdge Research

Residential Solar Energy Systems: In residential setups, solar batteries are used to store energy generated by solar panels during the day. This stored energy can be used during the night or during power outages, providing homeowners with a reliable and uninterrupted power supply. Solar batteries also help reduce electricity bills by allowing families to use their own solar energy rather than relying on grid power.

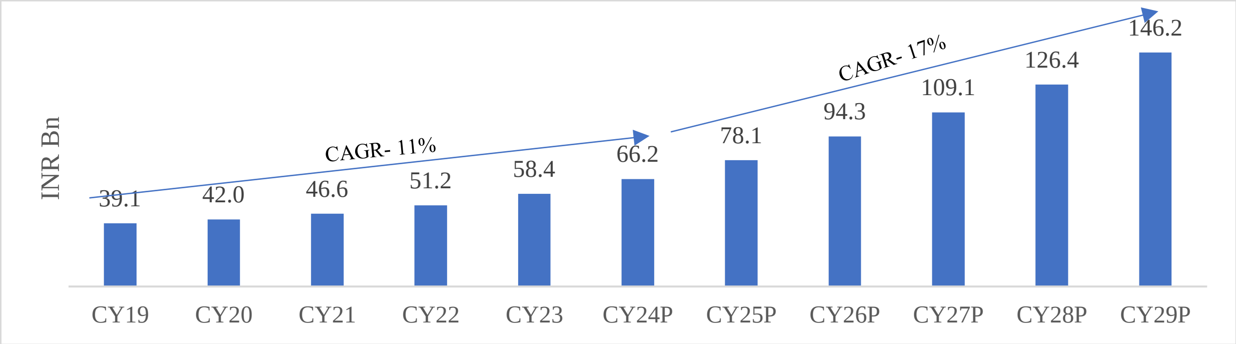
Commercial and Industrial Applications: Commercial establishments and industries are increasingly adopting solar battery systems to reduce their reliance on grid electricity, cut energy costs, and improve sustainability. By combining solar panels with energy storage, businesses can optimize energy consumption during peak and off-peak hours, avoiding high electricity tariffs and ensuring that critical operations continue even during grid failures.

Overview of Solar UPS, Solar Inverter & Converter Market

Solar Inverter market

The solar inverter market in India has grown steadily, from ₹39.25 billion in 2019 to ₹57.65 billion in 2023, driven by the country's shift to renewable energy and government support. Projections show the market will reach ₹66.99 billion in 2024 and ₹145.97 billion by 2029, with a CAGR of about 17% from 2024 to 2029. The growth is fueled by the rapid adoption of solar energy, technological advancements in inverters, and favorable policies like subsidies and incentives, positioning the market as crucial for India's renewable energy goals.

Chart 49: Solar Inverter market in India

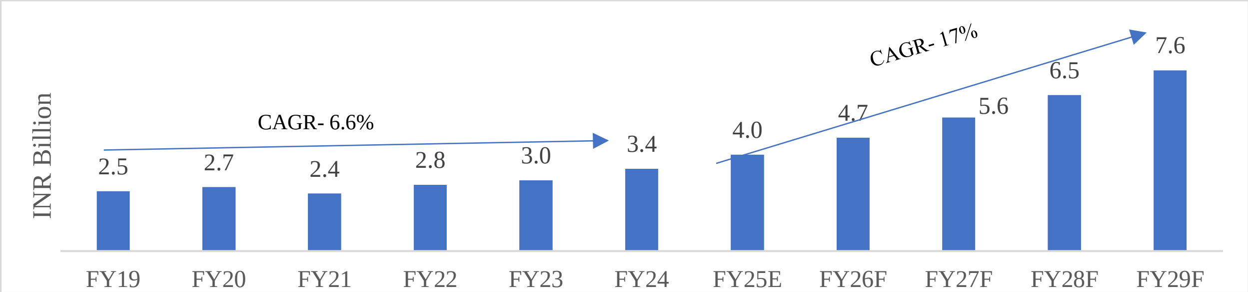


Source: TechSci Research, CareEdge Research

Solar UPS market

Solar UPS systems offer a reliable and cost-effective solution, especially in areas with frequent power cuts. The market in India is currently in a growth phase, evidenced by a modest CAGR of 6.6% from FY19 to FY24 and is expected to grow at a CAGR of 17% from FY24 to FY29. While the growth reflects the increasing adoption of solar energy solutions, driven by rising electricity costs, government incentives, and a growing emphasis on renewable energy sources, the market faces challenges of higher initial costs.

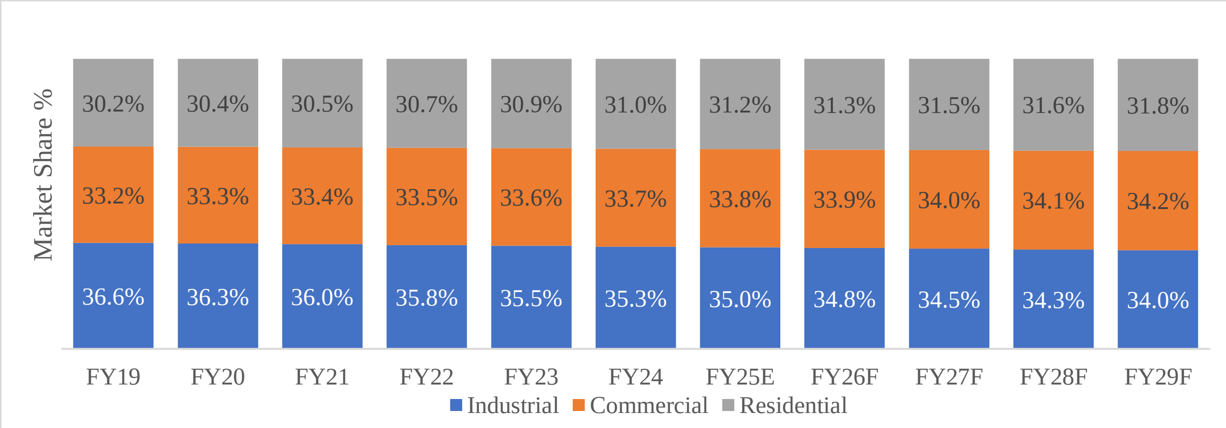
Chart 50: Solar UPS Market in India



Source: TechSci Research, CareEdge Research

Despite the challenges, the solar UPS market is expected to grow to Rs 7.6 billion by FY29 growing at a of CAGR of 17.0% from FY24, driven by declining cost of solar products, rising thermal electricity prices and growing awareness.

Chart 51: Solar UPS end user market share (%)



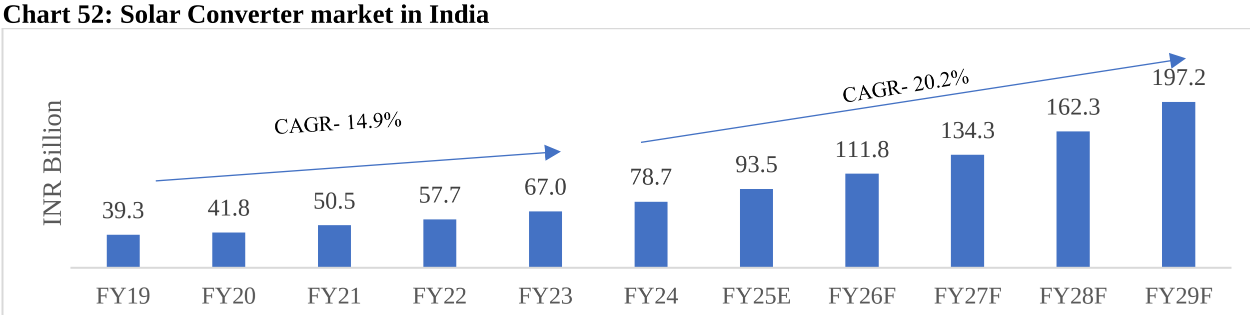
Source: TechSci Research, CareEdge Research

The industrial segment has consistently held the largest market share in Solar UPS, ranging from 35%-37% between FY19-24, driven by the need for reliable power in manufacturing and government energy efficiency initiatives. The residential segment saw modest growth, increasing from 30.2% in FY19 to 31.0% in FY24, supported by rising electricity costs, power outages, and government subsidies. The commercial segment grew slightly from 33.2% in FY19 to 33.7% in FY24, driven by the adoption of solar power in businesses like offices, malls, and hotels.

Solar Converter market

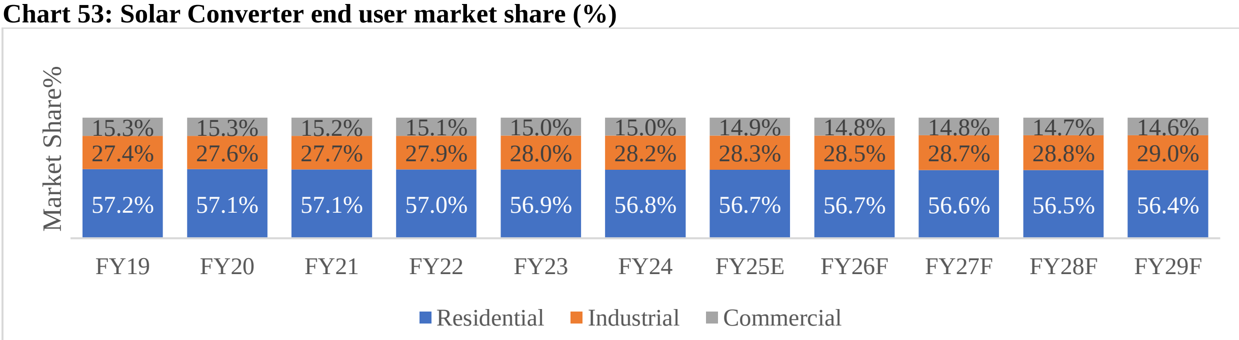
Solar converters are essential components in solar power systems, converting DC power generated by solar panels into AC power that can be used to power homes, businesses, and industries. The Indian solar converter market is experiencing significant growth, driven by various factors such as increasing electricity costs, government incentives, and rising environmental concerns. The market is witnessed strong growth from FY19 to FY24 at a CAGR of 14.9%.

Chart 52: Solar Converter market in India



Source: TechSci Research, CareEdge Research

Chart 53: Solar Converter end user market share (%)



Source: TechSci Research, CareEdge Research

Within the solar converter market, the residential segment has consistently maintained the largest market share, ranged between 56%-57% during FY19-24, driven by factors such as increasing awareness about solar energy benefits, government incentives, and declining solar panel prices. The share is expected to remain in the range till FY29. The commercial segment has also shown a stable market share, fluctuating close to 27-28% during FY19-24. This suggests consistent demand for solar power solutions in commercial establishments, such as offices, retail outlets, and industrial facilities. Despite having the availability of alternative energy sources, the industrial segment has witnessed a stagnant market share of close to 15% during FY19 to FY24.

Long term growth drivers

The solar UPS, inverter, and converter market is poised for significant long-term growth, driven by several key factors:

1. **Growing demand for renewable energy**: India's renewable energy push, supported by subsidies and the PLI scheme, has increased demand for solar products, benefiting inverter manufacturers. Awareness of climate change also drives demand for solar solutions.
2. **Reliability and electricity costs**: Power outages and rising electricity prices make solar inverters a reliable and cost-effective alternative, particularly in rural areas where inconsistent electricity is a concern.
3. **Technological advancements**: Innovations in hybrid and micro-inverters, along with advanced energy storage systems, have improved efficiency and affordability, driving demand for integrated solar solutions.
4. **Grid integration and energy storage**: Solar inverters enable bi-directional energy flow, allowing consumers to sell excess power back to the grid and ensuring consistent energy availability with solar-plus-storage solutions.
5. **Government initiatives**: Policies like Net Metering and feed-in tariffs in states like Gujarat and Rajasthan are promoting solar inverter adoption, offsetting electricity bills and encouraging investments.
6. **Rise of rooftop solar installations**: Increased adoption in urban and rural areas, coupled with declining panel costs and new policies like PM-KUSUM, is boosting inverter demand, especially for higher-capacity systems.

Technology trends in solar UPS

Solar UPS systems are an essential component of modern energy solutions, combining solar energy with backup power capabilities to ensure a reliable energy supply. Below are the key existing technologies shaping the solar UPS landscape:

1. **Traditional inverter-based systems**: These systems use solar inverters with lead-acid or lithium-ion batteries for backup power, offering basic functionality with limited energy storage and efficiency. They're suitable for residential and small commercial use but not for long-term energy demands or extended outages.
2. **PWM (Pulse Width Modulation) technology**: PWM inverters control output voltage by rapidly switching between on and off states, offering stable power but moderate efficiency. They're cost-effective for smaller loads and basic solar UPS systems.
3. **MPPT (Maximum Power Point Tracking) controllers**: MPPT controllers optimize energy extraction by dynamically adjusting voltage and current to the solar panels' optimal power point, improving system efficiency by up to 30% compared to PWM controllers.

Emerging technologies

1. **IoT-Enabled Solar UPS**: IoT integration allows remote monitoring and control of solar UPS systems, providing real-time insights on performance, battery health, and energy consumption, enhancing efficiency, especially for commercial installations and smart grids.
2. **Solid-State Batteries**: These batteries use solid electrolytes, offering higher energy density, faster charging, longer lifecycles, and improved safety compared to traditional lithium-ion batteries.
3. **Bi-Directional Solar UPS Systems**: These systems allow energy to flow both ways, enabling users to send excess solar power back to the grid, optimizing energy use and cost savings, particularly in urban areas with net metering policies.

Existing technologies in solar converters

1. **Centralized Solar Converters:** Used in large-scale solar plants, these converters efficiently convert DC to AC for grid integration, offering high capacity and cost-efficiency, ideal for solar farms and large commercial projects.
2. **Micro-Converters:** These convert DC to AC at the panel level, enabling MPPT for each module, reducing shading losses and enhancing performance, making them ideal for residential installations with partial shading or irregular configurations.
3. **String Converters:** Designed to process output from a series of connected panels, string converters provide modularity and improved efficiency, making them suitable for residential and small commercial installations with varying sunlight conditions.

Emerging technologies in solar converters

1. **Bi-Directional Solar Converters**: These converters allow energy to flow both ways, enabling users to feed excess power back into the grid or use it during outages. They support energy arbitrage, enhancing energy autonomy and are increasingly adopted in grid-tied and hybrid systems.
2. **SiC and GaN Converters**: Utilizing wide bandgap semiconductors, these converters offer higher efficiency, compactness, and greater power efficiency, with reduced energy loss and longer lifespans, making them ideal for residential, commercial, and utility-scale solar systems.
3. **AI-Driven Smart Converters**: These converters use AI for real-time load management, predictive analytics, and adaptive power delivery, improving efficiency, performance, and reliability in smart grids and large solar projects.

Technologies in solar inverters

Solar inverters play a pivotal role in solar energy systems by DC generated by PV panels into alternating AC for practical usage. Innovations in this domain have led to significant improvements in efficiency, reliability, and versatility, making inverters indispensable for diverse applications. Below is an overview of existing and emerging technologies in solar inverters.

Existing

1. **String Inverters**: Cost-effective and efficient, string inverters process DC output from interconnected panels. Their centralized design simplifies installation and maintenance, making them ideal for residential and small-to-medium commercial projects.
2. **Central Inverters**: High-capacity and centralized, these inverters are designed for utility-scale installations, using components like MOSFETs and IGBTs. They are typically used in solar farms and industrial applications.
3. **Micro-Inverters**: Installed at the panel level, micro-inverters optimize energy production with individual MPPT for each panel, enhancing performance in shaded systems. They also allow for easy scalability of solar installations.

Emerging

1. **AI-Powered Inverters**: These inverters use AI for real-time monitoring, fault detection, and performance optimization, making them ideal for large-scale solar farms and smart grids.
2. **Bi-Directional Inverters**: Supporting two-way power flow, these inverters allow energy storage systems to supply power back to the grid, enhancing grid stability and enabling energy arbitrage in hybrid and grid-interactive systems.
3. **Hybrid Multilevel Inverters**: These inverters reduce harmonics and improve output waveform quality, making them suitable for utility-scale applications where high efficiency and large power management are needed.

Key Players

- **UTL Solar:** UTL Solar is a prominent Indian company that specializes in providing solar energy solutions. Known for its innovative approach, UTL Solar manufactures and supplies a wide range of solar products, including solar panels, solar inverters, and solar power systems for residential, commercial, and industrial applications. The company is committed to promoting renewable energy and sustainability by offering high-quality, efficient, and cost-effective solar solutions. According to MNRE, the cumulative rooftop solar capacity as of November 2024 is 15.1 GW. Over the past five years, UTL Solar has supplied 1.4GW of solar inverters across the country, accounting for 9.2% for the mentioned installed capacity.

- **Sungrow Power Supply Co. Ltd. (India):** Sungrow is a company in the solar inverter industry. They provide a range of solar inverters and energy storage systems that are widely used in both residential and commercial installations.
- **Luminous Power Technologies:** Luminous Power Technologies, a part of the Schneider Electric group, is one of the players in the solar power solutions space in India. The company manufactures solar inverters and solar UPS systems for both residential and commercial applications. Luminous is known for its durable and efficient products, which are widely used in both off-grid and grid-connected systems.
- **Microtek International Pvt. Ltd.:** Microtek is one of India's manufacturers of power backup solutions, including solar inverters and UPS systems. They offer a range of high-quality products that cater to both residential and commercial applications. Their solar inverters are known for their efficiency and reliability in various weather conditions.
- **Kotak Solar**: Kotak Solar, a player in the Indian solar market, focuses on solar inverters and UPS systems, offering efficient and affordable solutions for both off-grid and grid-connected systems. Their products are known for their high quality and are suitable for residential, commercial, and industrial sectors.

Scope of DCR on India's Solar Manufacturing

The Indian government promotes renewable energy, focusing on solar power. The Domestic Content Requirement (DCR) mandates that a certain proportion of components in solar projects be sourced locally, aiming to boost India's solar manufacturing sector, reduce import reliance, and create jobs in the renewable energy industry.

Current Government-Supported Environment

1. **Make in India Initiative**: The DCR policy under the National Solar Mission mandates the use of Indian-made solar equipment for government-funded projects, with the PLI Schemes providing financial incentives to domestic manufacturers.
2. **Financial and Policy Support**: Government subsidies, GST exemptions, and net metering policies make DCR solar panels and inverters more affordable. Low-interest loans from NABARD and IREDA further encourage solar adoption.
3. **Economic and Social Impact**: The focus on DCR solar panels creates jobs in manufacturing, installation, and maintenance. It reduces import reliance and boosts local manufacturers like Waaree Energies, Vikram Solar, and Adani Solar, enhancing their global competitiveness.
4. **Increased Demand for Solar Power**: As solar power becomes more cost-competitive, government targets for 500 GW of non-fossil fuel-based power by 2030 will drive greater demand for DCR-compliant equipment.

Future scope of DCR products

1. **Expansion of Manufacturing Capacities**: Government focus on PLI schemes and DCR requirements will boost domestic manufacturing, fostering competition and improving technology, cost efficiency, and quality, driving growth in the DCR solar panel and inverter market.
2. **Technological Advancements**: Advances in high-efficiency modules (e.g., bifacial, perovskite) and smart inverters (with AI and IoT) will enhance India's technological edge, supported by government-funded R&D initiatives.
3. **Export Market**: India's growing solar manufacturing capacity, aligned with the "China Plus One" strategy, will increase exports, especially to developed markets like the US and Europe, driven by trade agreements and global clean energy demand.
4. **Support for Rooftop and Off-Grid Solar**: Government subsidies for rooftop and off-grid solar systems will drive demand for domestically produced DCR panels and inverters, particularly in rural and remote areas.

Key threats and weaknesses for Solar UPS, inverters and converters

1. **Technological Obsolescence**: The fast-paced innovation in solar energy requires constant R&D to stay competitive. Failure to integrate new technologies, such as advanced inverters and smart grid solutions, may lead to obsolescence, especially for smaller manufacturers lacking resources to keep up.
2. **Raw Material Price Volatility**: Fluctuations in raw material prices, driven by global disruptions and geopolitical issues, can increase production costs, affecting competitiveness and delaying production timelines, particularly due to heavy dependence on imports.
3. **Competition from Low-Cost International Players**: Intense competition, especially from low-cost suppliers like China, pressures domestic manufacturers to lower prices, potentially impacting profit margins and market share.
4. **Regulatory and Policy Uncertainty**: Changes in government policies, subsidies, or regulations can disrupt market stability. Over-reliance on government incentives makes the industry vulnerable to policy shifts, particularly in emerging markets like India.
5. **Limited Domestic Manufacturing**: India's solar manufacturing capacity is limited compared to global competitors, leading to dependency on imports. Trade disruptions or tariffs could undermine local price competitiveness.
6. **Environmental and Climatic Risks**: Climate change and extreme weather events can affect solar energy generation, reduce demand for solar systems, and increase repair needs, putting pressure on manufacturers.
7. **Grid Integration Challenges**: Weak grid infrastructure in remote areas and difficulties in integrating solar with existing grids can limit adoption. Investment in grid and storage technologies is needed, increasing complexity and costs for solar solutions.

Executive Summary

Industry Brief

India's economy is poised for robust growth, with projections of 7% growth in CY24 and 6.5% in CY25. This trajectory is driven by strong domestic demand, infrastructure development under flagship initiatives like Make in India, expanding exports, and rising urbanization. The power sector, as a critical pillar of India's infrastructure, is central to this economic expansion. With a focus on transitioning to renewable energy and modernizing the grid, it continues to address the country's growing energy demands sustainably.

As the third-largest global producer and consumer of electricity, India has witnessed steady growth in power demand, underpinned by initiatives such as UDAY, the National Solar Mission, and electrification schemes like SAUBHAGYA and DDUGJY. Between FY24 and FY32, the power sector is expected to grow at a CAGR of 9%, supported by industrialization, urbanization, rising EV adoption, and the proliferation of renewable energy systems. Renewable energy has emerged as a cornerstone, contributing 43% out of the total overall installed capacity of 442 GW as of FY24, driven largely by the remarkable expansion of solar power.

Solar energy plays a pivotal role in India's renewable landscape. The country's installed solar capacity surged from 28 GW in FY19 to ~82 GW in FY24 and is expected to reach 365 GW by 2032, achieving ~63% of the renewable energy mix. This rapid growth, supported by a CAGR of 21% between FY24 and FY32, reflects robust policy support through initiatives like the National Solar Mission, state and central incentives, and the Production Linked Incentive (PLI) scheme. As solar becomes the dominant source of power by FY32, its share in India's energy mix is projected to rise from 19% in FY24 to 40%, highlighting its critical role in the country's clean energy transition

The rooftop solar market has also witnessed significant momentum and is expected to register robust growth at a projected CAGR of 42% from FY24 to FY30, reaching almost 100 GW. Gujarat leads with a 29% market share, followed by Maharashtra and Rajasthan, while rural areas present untapped potential for decentralized solar installations. Programs like PM-KUSUM are accelerating adoption in rural regions by promoting solar-powered agricultural solutions. Alongside, large-scale initiatives like solar parks and ultra-mega solar power projects aim to deliver 30GW of installed capacity by FY27, addressing challenges like land acquisition and regulatory approvals, thus driving India's solar ambitions further.

The global EV ecosystem intersects dynamically with India's energy landscape. EV sales in India have grown at an impressive CAGR of 61% from FY18 to FY24, led by the dominance of the 3-wheeler segment, which accounts for over 35% of total sales. E-rickshaws, specifically, have grown at a CAGR of 53% from FY19 to FY24 and are projected to maintain a 23% CAGR till FY29. This growth is driven by declining battery prices, government incentives under the FAME scheme, and advancements in lithium-ion technology, the preferred battery choice for EVs. The penetration of EVs in the 3W segment is expected to rise from 4.8% in FY23 to 48% by FY31, reflecting the shift toward sustainable mobility solutions.

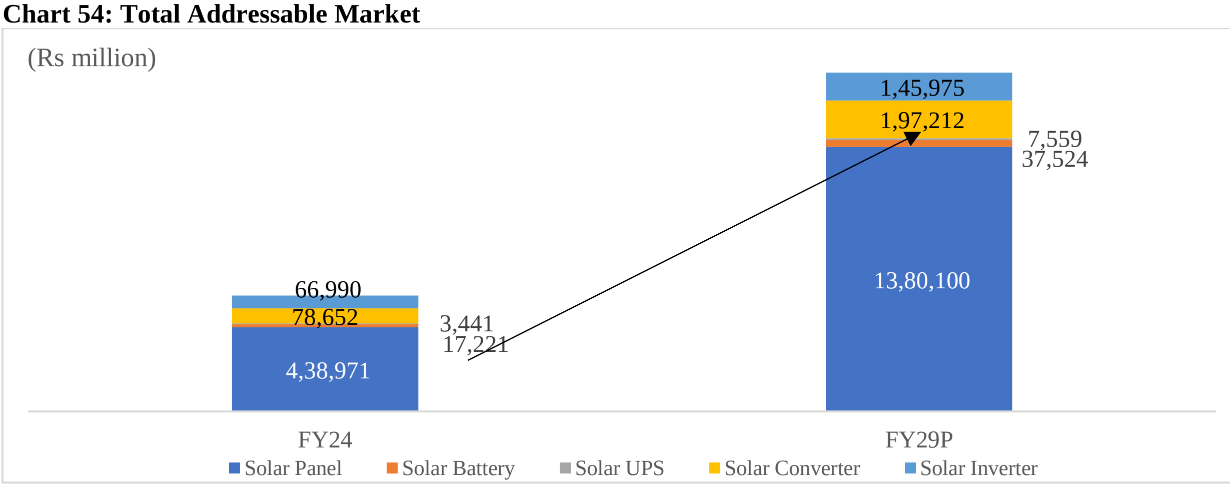
Lithium-ion batteries remain at the forefront of EV and renewable energy storage due to their high energy density, long lifecycle, and decreasing costs. Emerging technologies like solid-state and advanced nickel-metal hydride batteries are being explored to enhance safety and efficiency. These advancements, coupled with growing global demand, further strengthen the nexus between renewable energy and the EV market. The global demand for batteries is expected to grow significantly.

The Indian solar manufacturing market is also flourishing, covering critical components like panels, batteries, UPS systems, and inverters. Between FY19 and FY24, solar panel demand grew at a CAGR of 17.4%, with projections of 25.7% growth from FY24 to FY29. Similarly, the solar battery and hybrid inverter markets are set to expand significantly, driven by rising energy costs, technological advancements, and government support. Solar UPS and converter segments, essential for optimizing energy usage, are expected to grow at a CAGR of over 17% and 20.2%, respectively, between FY24 and FY29.

End-users in the residential, commercial, and industrial sectors are driving this growth. Residential consumers benefit from reduced energy bills and independence from grid fluctuations, while businesses leverage solar energy to lower operational costs and enhance sustainability. Together, they create a vibrant market for components like inverters, batteries, and converters, which ensure efficient energy management and performance.

With its strategic investments, supportive policies, and commitment to sustainability, India is set to lead the global renewable energy transition. The interplay between its expanding solar capacity, EV adoption, and advanced energy storage solutions underscores a future where economic growth and environmental stewardship go hand in hand. This trajectory not only strengthens India's position in the global energy landscape but also underscores its role in shaping a cleaner, more sustainable future.

Chart 54: Total Addressable Market



Source: TechSci Research, CareEdge Research

About the company

Founded in 1996 as a sole proprietorship firm under the name 'UTL Electronics', the entity transitioned into a private company in 2008, becoming Fujiyama Power Systems Ltd, also known as UTL Solar. This is an Indian company that manufactures power backup and solar energy solutions, including solar panels, solar inverters and batteries. The company is engaged in manufacturing of solar products in rooftop solar segment which includes Solar Inverter of On-grid, Hybrid and Off-grid type, Solar Panels, Batteries (Lead acid and Lithium-ion batteries), Online UPS, Online

Solar PCU, E-rickshaw and other chargers, Hybrid charge controller unit, Solar management unit and charge controllers, etc. The company manufactures products under two brands- “UTL Solar” and “Fujiyama Solar”.

The company has three manufacturing units in India. The company caters to both domestic and international markets in the solar energy sector, having its exports to 10 countries globally. The operations of the company include manufacturing cutting-edge solar products for generation and storage of solar power, both for residential and commercial use. The company's products help in reducing emissions and carbon footprints of their customers and contribute towards environmental sustainability. Amongst the peer set mentioned in the Competitive Landscape section below, Fujiyama Power Systems Limited (UTL Solar) has the widest variety of SKU.

Rooftop solar is still a relatively new concept for Indian consumers, making it challenging to procure solar inverters, batteries, and panels individually. However, the company's comprehensive presence across all segments enables it to offer "One Stop Solar Solutions" to its customers.

As per the CEO Magazine, the company was the First Indian company to develop SMT inverter with single card in the year 2000. Additionally, the company has been involved in continuous innovations and development of technologies in its initial years. UTL has been one of the first few companies to develop Online UPS with single card, Combo UPS along with AVR in India. Moreover, the company has also been one of the first few manufacturers of high frequency based online UPS and inverter in India in the year 2010. The company began manufacturing solar PCU in 2012 whereas online solar PCUs in 2014.

The company generates more than 85% of its revenue from Rooftop Solar operations, supported by a large network of 480+ distributors, 3,600+ dealers and 1000+ Shoppe across India. It has a strong presence in rural areas, ensuring reliable energy solutions for remote communities as well as urban regions. Moreover, the company was certified as "India's Most Preferred Smart City Brand" and "India's Most Preferred Solar Energy Brand" for two consecutive years in FY19 and FY20 by UBM and Informa. Additionally, the company was also recognized by 'The CEO Magazine' as one of the 25 Fastest Growing Electronic Manufacturing Companies in India. According to MNRE, the cumulative rooftop solar capacity as of November 2024 is 15.1 GW. Over the past five years, UTL Solar has supplied 1.4GW of solar inverters across the country, accounting for 9.2% for the mentioned installed capacity.

The company is gearing up for significant expansion, with ambitious targets set for the coming years. By FY25, it aims to enhance its solar panel manufacturing capacity by 600 MW through the addition of a new production line. The company is further expanding its operations by adding a 500 MWh production capacity for lithium-ion batteries and a 600 MW manufacturing capacity for solar inverters by FY25. Looking ahead to FY26, the company plans to further scale its operations by adding 2 GW of solar panel capacity, 2 GW of solar inverter capacity, and 2 GWh of lithium battery capacity.

Operational Benchmarking

The below chart compares various solar energy companies across key parameters: solar panel manufacturing, inverter manufacturing (on-grid, hybrid, and off-grid), battery manufacturing (lead acid and lithium-ion), R&D capabilities in inverter technologies, and availability of a wide range of solar SKUs.

Fujiyama Power Systems Ltd. stands out as a competitor with its comprehensive offerings across all parameters. It excels in solar panel manufacturing, inverter manufacturing (covering on-grid, hybrid, and off-grid solutions), and both lead acid and lithium-ion battery production. Additionally, it supports robust R&D capabilities in inverter technology and provides a wide variety of solar SKUs, distinguishing itself as a well-rounded leader in the industry.

In contrast, while other companies like Waaree Energies and Luminous Power Technologies show strength in solar panel and battery manufacturing, their offerings in other areas, such as R&D and diverse inverter solutions, are not as extensive as Fujiyama's. Notably, companies like Exicom Telesystems and Okaya Power lack availability in most parameters, limiting their competitiveness in comparison.

Fujiyama's ability to meet diverse market demands with comprehensive product lines and R&D focus highlights its firm position in the solar energy and power backup industry.

Chart 55: Operational Benchmarking across companies

Source: Company disclosures, CareEdge Research

Available | Not Available

Peers	Criteria											
				Battery Manufacturing					R&D Facilities			
	Solar Panel Manufacturing	Solar Inverter Manufacturing	DC Power Supply System and EV Charger Manufacturing	Lead acid	Lithium Ion	Chanel Sales Netwok	Service Network	Exclusive Shopee	Solar Inverter	DC Power Supply System and EV Charge	Battery	Wide Variety of SKU's
Fujiyama Power systems Limited	Available	Available	Available	Available	Available	Available	Available	Available	Available	Available	Available	Available
Waaree energies limited	Available	Available	Not Available	Not Available	Available	Available	Not Available	Available	Not Available	Not Available	Not Available	Not Available
Exicom Telesystems Ltd	Not Available	Available	Available	Not Available	Available	Not Available	Available	Not Available	Available	Available	Available	Available
Genus Innovation Limited	Available	Available	Available	Available	Available	Available	Available	Not Available	Available	Available	Not Available	Available
Insolation Energy Limited	Available	Not Available	Not Available	Not Available	Not Available	Not Available	Not Available	Not Available	Not Available	Not Available	Not Available	Not Available
Premier Energies Limited	Available	Not Available	Not Available	Not Available	Not Available	Available	Not Available	Not Available	Not Available	Not Available	Not Available	Not Available
Luminous Power Technologies Private Limited	Available	Available	Not Available	Available	Available	Available	Available	Not Available	Available	Available	Available	Available
Livguard Energy Technologies Private Limited	Not Available	Not Available	Not Available	Available	Not Available	Available	Available	Not Available	Not Available	Not Available	Not Available	Available
Microtek International Private Limited	Not Available	Available	Not Available	Available	Available	Available	Available	Not Available	Available	Not Available	Available	Available
Okaya Power Private Limited	Not Available	Not Available	Not Available	Available	Available	Available	Available	Not Available	Not Available	Not Available	Not Available	Not Available

Competitive Landscape

The competitive landscape in the solar industry is dynamic and evolving. The market is witnessing strong competition based on factors such as product features, pricing, brand reputation, after-sales service, and technological advancements. While established brands hold significant market share, emerging players are challenging the status quo with innovative solutions and competitive pricing.

Peer Profiling

1. Fujiyama Power Systems Limited (UTL Solar)

Founded in 1996 as a sole proprietorship firm under the name 'UTL Electronics', the entity transitioned into a private company in 2008, becoming Fujiyama Power Systems Ltd, also known as UTL Solar. The company manufactures power backup and solar energy solutions, including solar inverters and batteries. The company is engaged in manufacturing and trading of batteries, producing and selling UPS systems, inverters and solar and non-solar batteries and battery chargers under its own brand 'UTL Solar'. With three manufacturing facilities in India, UTL Solar serves both domestic and international markets, exporting its products to 10 countries worldwide. The revenue of the company has grown at an impressive CAGR of 35% over FY22 to FY24, followed by a strong growth in EBITDA of 49% over the same period. The net profit too has grown at a CAGR of 26%.

Fujiyama Power Systems Limited				
Parameters	**FY22**	**FY23**	**FY24**	**H1 FY25**
Financial Parameters				
Net Sales (Rs. Million)	5,068.38	6,640.83	9,246.88	7,217.35
Operating profit (EBITDA) (Rs. Million)	442.78	515.99	986.37	1166.49
Operating margin (in %)	8.74%	7.77%	10.67%	16.16%
Net profit (Rs. Million)	285.43	243.66	453.03	750.90
Net profit margin (in %)	5.63%	3.67%	4.90%	10.40%
Total debt (Rs. Million)	1,414.24	2,111.44	2,001.87	1,505.61
Debt -to- Equity	0.78	1.09	0.84	0.48
Marketing Expenses	130.27	171.28	97.68	114.95
Marketing Expense as a % of Revenue	2.57%	2.58%	1.06%	1.59%
Revenue by product category				
Solar Panel	1,413.15	1,928.01	3,319.66	2,634.91
Solar Battery	1,663.12	1,677.75	2,166.42	1,776.41
Solar UPS/ Inverter/Converter	1,128.56	1,191.59	1,680.46	1,743.45
Other Product	334.68	1,010.16	1,147.79	563.52
E-Rickshaw Charger	206.38	389.32	593.23	314.93
Online UPS	322.48	443.99	339.32	184.13
Revenue by Sales Channel (B2B vs B2C)				
B2B	326.90	840.02	2018.78	698.93
B2C	4741.48	5800.81	7228.10	6518.42
Return on Capital Employed (ROCE) (in %)	21.54%	16.81%	26.60%	26.47%
Return on Equity (ROE) (in %)	15.76%	12.62%	18.91%	23.84%
Exports as % of revenue	2.78%	4.96%	4.19%	2.28%

Fujiyama Power Systems Limited				
Parameters	**FY22**	**FY23**	**FY24**	**H1 FY25**
Revenue CAGR (FY22 – FY24)	35.07%			
Operational Parameters				
No. of SKUs in portfolio	423	452	487	509
Channel Partner*	2922	3771	4587	5104

Source: Company disclosures, CareEdge Research; *includes dealers, distributors and Shoppe

2. Waaree Energies Limited (WEL)

Founded in 1989, Waaree Energies Limited is an Indian solar energy company involved in manufacturing solar panels and providing solar power solutions for various applications. It has its operations in solar modules, EPC (Engineering, Procurement, and Construction) services, and solar water pumps. The company caters to both domestic and international markets.

Waaree Energies Limited				
Parameters	**FY22**	**FY23**	**FY24**	**H1FY25**
Financial Parameters				
Net Sales (Rs. Million)	28,542.65	67,508.73	113,976.09	69,832.78
Operating profit (EBITDA) (Rs. Million)	1,109.46	8,140.63	19,157.65	10,773.28
Operating margin (in %)	3.89%	12.06%	16.81%	15.43%
Net profit (Rs. Million)	796.50	5,002.77	12,743.77	7,767.84
Net profit margin (in %)	2.79%	7.41%	11.18%	11.12%
Total debt (Rs. Million)	3,130.83	2,734.80	3,173.19	7,375.40
Debt -to- Equity	0.73	0.15	0.08	0.15
Return on Capital Employed (ROCE) (in %)	9.15%	26.09%	27.82%	14.89%
Return on Equity (ROE) (in %)	18.63%	27.21%	31.18%	16.03%
Export as % of Revenue	23.05%	68.38%	57.64%	NA
Marketing Expenses	91.94	205.73	326.16	NA
Marketing Expense as a % of Revenue	0.32%	0.30%	0.29%	NA
Revenue by product category				
Solar Panel	NA	NA	NA	NA
Solar Battery	NA	NA	NA	NA
Solar UPS/ Inverter/Converter	NA	NA	NA	NA
Other Product	NA	NA	NA	NA
E-Rickshaw Charger	NA	NA	NA	NA
Online UPS	NA	NA	NA	NA
Revenue by Sales Channel (B2B vs B2C)				
B2B	NA	NA	NA	NA
B2C	NA	NA	NA	NA
Revenue CAGR (FY22 – FY24)	99.83%			

Operational Parameters				
No. of SKUs in portfolio	NA	NA	NA	NA
Channel Partner*	373	253	334	NA

Source: Company disclosures, CareEdge Research; *includes franchise outlets, NA: Not Available

3. Insolation Energy Limited (IEL)

Incorporated in 2015, Insolation Energy Limited is an Indian solar manufacturer producing a range of solar PV modules for various applications, including residential, commercial, and industrial uses. The company supplies Poly and Mono Crystalline Solar PV Modules and innovative products like Half Cut, Dual glass (Glass to Glass), BIPV, Poly, Monofacial/ Bifacial, Topcon modules.

Insolation Energy Limited (Consolidated)				
Parameters	**FY22**	**FY23**	**FY24**	**H1FY25**
Financial Parameters				
Net Sales (Rs. Million)	2153.93	2793.65	7371.74	6,120.26
Operating profit (EBITDA) (Rs. Million)	135.14	184.17	800.31	801.77
Operating margin (in %)	6.27%	6.59%	10.86%	13.10%
Net profit (Rs. Million)	69.46	106.82	554.73	612.74
Net profit margin (in %)	3.22%	3.82%	7.53%	10.01%
Total debt (Rs. Million)	312.59	679.18	960.26	688.10
Debt -to- Equity	1.41	1.28	0.89	0.41
Return on Capital Employed (ROCE) (in %)	35.71%	18.10%	51.57%	40.42%
Return on Equity (ROE) (in %)	31.37%	20.20%	51.20%	36.13%
Marketing Expenses	5.08	6.37	10.51	NA
Marketing Expense as a % of Revenue	0.24%	0.23%	0.14%	NA
Revenue by product category				
Solar Panel	NA	NA	NA	NA
Solar Battery	NA	NA	NA	NA
Solar UPS/ Inverter/Converter	NA	NA	NA	NA
Other Product	NA	NA	NA	NA
E-Rickshaw Charger	NA	NA	NA	NA
Online UPS	NA	NA	NA	NA
Revenue by Sales Channel (B2B vs B2C)				
B2B	NA	NA	NA	NA
B2C	NA	NA	NA	NA
Revenue CAGR (FY22 – FY24)	85.00%			
Operational Parameters				
No. of SKUs in portfolio	NA	NA	NA	NA
No. of dealers and distributors	NA	300+	770+	NA

Source: Company disclosures, CareEdge Research; NA: Not Available

4. Exicom Tele-Systems Limited (ETSL)

Founded in 1994, Exicom Tele-Systems provides energy storage and EV charging solutions, as well as telecom power systems. The company is engaged in developing technology for lithium-ion batteries. The company has its domestic and international presence along with an occurrence in fifteen countries. The company supports technological advancements in EV chargers, battery systems, and industrial power systems services.

Exicom Tele-Systems Limited (Consolidated)				
Parameters	**FY22**	**FY23**	**FY24**	**H1FY25**
Financial parameters				
Net Sales (Rs. Million)	8,428.05	7,079.31	10,195.98	4054.50
Operating profit (EBITDA) (Rs. Million)	421.62	276.51	1,120.85	102.30
Operating margin (in %)	5.00%	3.91%	10.99%	2.52 %
Net profit (Rs. Million)	51.36	80.15	639.16	12.10
Net profit margin (in %)	0.61%	1.13%	6.27%	0.30%
Total debt (Rs. Million)	1076.68	1179.15	301.05	4,096.57
Debt -to- Equity	0.49	0.51	0.04	0.56
Return on Capital Employed (ROCE) (in %)	8.26%	3.33%	12.44%	(0.13%)
Return on Equity (ROE) (in %)	2.32%	3.45%	8.86%	0.17%
Marketing Expenses	0.71	19.41	24.69	NA
Marketing Expense as a % of Revenue	0.01%	0.27%	0.24%	NA
Revenue by product category				
Solar Panel	NA	NA	NA	NA
Solar Battery	NA	NA	NA	NA
Solar UPS/ Inverter/Converter	NA	NA	NA	NA
Other Product	NA	NA	NA	NA
E-Rickshaw Charger	NA	NA	NA	NA
Online UPS	NA	NA	NA	NA
Revenue by Sales Channel (B2B vs B2C)				
B2B	NA	NA	NA	NA
B2C	NA	NA	NA	NA
Exports as % of revenue	NA	32.79%	19.88%	NA
Revenue CAGR (FY22 – FY24)	9.99%			
Operational Parameters				
No. of SKUs in portfolio	NA	NA	NA	NA
No. of dealers and distributors	NA	NA	NA	04

Source: Company disclosures, CareEdge Research; NA: Not Available

5. Premier Energies Limited (PEL)

Established in 1995, Premier Energies Limited is involved in the manufacturing of solar products, including solar panels, modules, and other related components. The company has three units in Telangana. It has an annual production capacity of 2 GW, along with module lines capable of producing 3.36 GW.

Premier Energies Limited (Consolidated)				
Parameters	**FY22**	**FY23**	**FY24**	**H1FY25**
Financial parameters				
Net Sales (Rs. Million)	7,428.71	14,285.34	31,437.93	31,845.87
Operating profit (EBITDA) (Rs. Million)	307.51	794.22	4,791.23	7,395.48
Operating margin (in %)	4.14%	5.56%	15.24%	23.22%
Net profit (Rs. Million)	-144.08	-133.36	2,313.60	4,041.06
Net profit margin (in %)	-1.94%	-0.93%	7.36%	12.69%
Total debt (Rs. Million)	4,532.97	7,635.42	13,922.40	12,492.54
Debt -to- Equity	1.15	1.86	2.15	0.54
Return on Capital Employed (ROCE) (in %)	0.38%	2.44%	22.96%	16.62%
Return on Equity (ROE) (in %)	-3.65%	-3.24%	35.77%	17.58%
Marketing Expenses	NA	7.17	40.17	NA
Marketing Expense as a % of Revenue	0.00%	0.05%	0.13%	NA
Revenue by product category				
Solar Panel	NA	NA	NA	NA
Solar Battery	NA	NA	NA	NA
Solar UPS/ Inverter/Converter	NA	NA	NA	NA
Other Product	NA	NA	NA	NA
E-Rickshaw Charger	NA	NA	NA	NA
Online UPS	NA	NA	NA	NA
Revenue by Sales Channel (B2B vs B2C)				
B2B	NA	NA	NA	NA
B2C	NA	NA	NA	NA
Exports as % of revenue	0.92%	0.52%	13.99%	NA
Revenue CAGR (FY22 – FY24)	105.72%			
Operational Parameters				
No. of SKUs in portfolio	NA	NA	NA	NA
No. of dealers and distributors	NA	NA	NA	NA

Source: Company disclosures, CareEdge Research, NM- Not Meaningful, NA: Not Available

6. Genus Innovation Limited

Genus Innovation Limited is a company engaged in Design, Development and Manufacturing of Power Back-up & Solar Power products such as UPS & Inverters, Online UPS, off grid/on grid Solar Inverters, Solar Power Conditioning Units, Solar Panels, Solar MPPT Charge Controllers, Batteries, EV & E-rickshaw Battery Chargers, On-grid & Off-grid rooftop solar solutions with net metering, and Solar EPC Solutions. The company caters to both domestic and international markets with innovative, sustainable energy solutions.

Genus Innovation Limited (Consolidated)			
Parameters	**FY22**	**FY23**	**FY24**
Financial parameters			
Net Sales (Rs. Million)	3,237.15	3,308.05	3,301.03
Operating profit (EBITDA) (Rs. Million)	156.05	161.23	116.40
Operating margin (in %)	4.82%	4.87%	3.53%
Net profit (Rs. Million)	50.32	56.82	-0.57
Net profit margin (in %)	1.55%	1.72%	-0.02%
Total debt (Rs. Million)	576.82	671.59	574.99
Debt -to- Equity	0.97	1.17	1.01
Return on Capital Employed (ROCE) (in %)	12.91%	14.62%	9.86%
Return on Equity (ROE) (in %)	8.45%	9.93%	-0.10%
Marketing Expenses	24.61	41.32	61.89
Marketing Expense as a % of Revenue	0.76%	1.25%	1.87%
Revenue by product category			
Solar Panel	NA	NA	NA
Solar Battery	NA	NA	NA
Solar UPS/ Inverter/Converter	NA	NA	NA
Other Product	NA	NA	NA
E-Rickshaw Charger	NA	NA	NA
Online UPS	NA	NA	NA
Revenue by Sales Channel (B2B vs B2C)			
B2B	NA	NA	NA
B2C	NA	NA	NA
Exports as % of revenue	NA	NA	NA
Revenue CAGR (FY22 – FY24)	0.98%		
Operational Parameters			
No. of SKUs in portfolio	NA	NA	NA

Genus Innovation Limited (Consolidated)			
Parameters	**FY22**	**FY23**	**FY24**
No. of dealers and distributors*	9000+		

Source: Company disclosures, CareEdge Research, NA- Not Available; * Data sourced from company website

7. Livguard Energy Technologies Private Limited

Livguard Energy Technologies Private Limited is an Indian company that manufactures batteries, inverters, and power backup solutions. It also provides products for solar energy and automotive applications. The company is part of the SAR Group and focuses on energy storage and backup systems.

Livguard Energy Technologies Private Limited (Consolidated)			
Parameters	**FY22**	**FY23**	**FY24**
Financial parameters			
Net Sales (Rs. Million)	24,083.24	37,674.07	34,994.07
Operating profit (EBITDA) (Rs. Million)	-602.90	1,653.83	269.87
Operating margin (in %)	-2.50%	4.39%	0.77%
Net profit (Rs. Million)	-488.41	505.49	-846.90
Net profit margin (in %)	-2.03%	1.34%	-2.42%
Total debt (Rs. Million)	628.01	4,498.04	5,579.47
Debt -to- Equity	0.36	1.07	1.64
Return on Capital Employed (ROCE) (in %)	-34.19%	19.07%	-4.40%
Return on Equity (ROE) (in %)	-27.89%	12.04%	-24.85%
Marketing Expenses	543.93	882.86	888.65
Marketing Expense as a % of Revenue	2.26%	2.34%	2.54%
Revenue by product			
Solar Panel	NA	NA	NA
Solar Battery	NA	NA	NA
Solar UPS/ Inverter/Converter	NA	NA	NA
Other Product	NA	NA	NA
E-Rickshaw Charger	NA	NA	NA
Online UPS	NA	NA	NA
Revenue by Sales Channel (B2B vs B2C)			
B2B	NA	NA	NA
B2C	NA	NA	NA
Exports as % of revenue	NA	NA	NA
Revenue CAGR (FY22 – FY24)	20.54%		
Operational Parameters			
No. of SKUs in portfolio	NA	NA	NA
No. of dealers and distributors	4000+		

Source: Company disclosures, CareEdge Research, NM- Not Meaningful, NA- Not Available; * Data sourced from company website

8. Okaya Power Private Limited (OPPL)

Okaya Power Private Limited is an Indian company that manufactures batteries, inverters, and energy storage systems. It also provides solutions for solar energy and electric vehicle charging infrastructure. The company is part of the Okaya Group and focuses on providing energy products for domestic and commercial use.

Okaya Power Private Limited (Consolidated)			
Parameters	**FY22**	**FY23**	**FY24**
Financial parameters			
Net Sales (Rs. Million)	12,199.71	10,460.68	NA
Operating profit (EBITDA) (Rs. Million)	164.32	44.93	NA
Operating margin (in %)	1.35%	0.43%	NA
Net profit (Rs. Million)	148.66	28.48	NA
Net profit margin (in %)	1.22%	0.27%	NA
Total debt (Rs. Million)	1,593.17	1,306.28	NA
Debt -to- Equity	0.91	0.73	NA
Return on Capital Employed (ROCE) (in %)	5.58%	-0.59%	NA
Return on Equity (ROE) (in %)	8.53%	1.60%	NA
Marketing Expenses	785.46	482.42	NA
Marketing Expense as a % of Revenue	6.44%	4.61%	NA
Revenue by product			
Solar Panel	NA	NA	NA
Solar Battery	NA	NA	NA
Solar UPS/ Inverter/Converter	NA	NA	NA
Other Product	NA	NA	NA
E-Rickshaw Charger	NA	NA	NA
Online UPS	NA	NA	NA
Revenue by sales channel			
B2B	NA	NA	NA
B2C	NA	NA	NA
Exports as % of revenue	NA	NA	NA
Revenue CAGR (FY22 – FY24)	NM		
Operational Parameters			
No. of SKUs in portfolio	NA	NA	NA
No. of dealers and distributors*	55000+		

Source: Company disclosures, CareEdge Research; NA- Not Available, NM- Not Meaningful, * Data sourced from company website

9. Luminous Power Technologies Private Limited (LPTPL)

Luminous Power Technologies Private Limited is a company that provides energy and power backup solutions. Its products include inverters, batteries, solar power systems, and home electricals such as fans and lighting. The company serves both residential and commercial markets and is part of Schneider Electric's global portfolio.

Luminous Power Technologies Private Limited (Consolidated)			
Parameters	**FY22**	**FY23**	**FY24**
Financial parameters			
Net Sales (Rs. Million)	36,905.28	42,313.45	43,870.33
Operating profit (EBITDA) (Rs. Million)	4,337.66	5,149.83	5,732.29
Operating margin (in %)	11.75%	12.17%	13.07%
Net profit (Rs. Million)	2,876.47	3,572.93	4,003.79
Net profit margin (in %)	7.79%	8.44%	9.13%
Total debt (Rs. Million)	839.97	500.01	68.14
Debt -to- Equity	0.06	0.03	0.00
Return on Capital Employed (ROCE) (in %)	22.38%	23.94%	21.39%
Return on Equity (ROE) (in %)	19.33%	20.44%	18.64%
Marketing Expenses	981.44	1,012.60	812.15
Marketing Expense as a % of Revenue	2.66%	2.39%	1.85%
Revenue by product			
Solar Panel	NA	NA	NA
Solar Battery	NA	NA	NA
Solar UPS/ Inverter/Converter	NA	NA	NA
Other Product	NA	NA	NA
E-Rickshaw Charger	NA	NA	NA
Online UPS	NA	NA	NA
Revenue by sales channel			
B2B	NA	NA	NA
B2C	NA	NA	NA
Exports as % of revenue	NA	NA	NA
Revenue CAGR (FY22 – FY24)	9.03%		
Operational Parameters			
No. of SKUs in portfolio	NA	NA	NA

Luminous Power Technologies Private Limited (Consolidated)			
Parameters	**FY22**	**FY23**	**FY24**
No. of dealers and distributors*	72900+		

Source: Company disclosures, CareEdge Research; NA: Not Available; *Data sourced from company website

10. Microtek International Private Limited (MIPL)

Microtek International Private Limited is an Indian company that manufactures power backup and energy solutions. Its product range includes inverters, UPS systems, solar solutions, and batteries for residential, commercial, and industrial applications. The company has a presence in domestic and international markets both.

Microtek International Private Limited (Consolidated)			
Parameters	**FY22**	**FY23**	**FY24**
Financial parameters			
Net Sales (Rs. Million)	17,275.24	17,365.89	NA
Operating profit (EBITDA) (Rs. Million)	731.21	1,757.99	NA
Operating margin (in %)	4.23%	10.12%	NA
Net profit (Rs. Million)	389.12	913.94	NA
Net profit margin (in %)	2.25%	5.26%	NA
Total debt (Rs. Million)	3,700.39	7,572.07	NA
Debt -to- Equity	3.71	2.65	NA
Return on Capital Employed (ROCE) (in %)	20.69%	29.79%	NA
Return on Equity (ROE) (in %)	38.98%	31.93%	NA
Marketing Expenses	128.44	286.27	NA
Marketing Expense as a % of Revenue	0.74%	1.65%	NA
Revenue by product			
Solar Panel	NA	NA	NA
Solar Battery	NA	NA	NA
Solar UPS/ Inverter/Converter	NA	NA	NA
Other Product	NA	NA	NA
E-Rickshaw Charger	NA	NA	NA
Online UPS	NA	NA	NA
Revenue by sales channel			
B2B	NA	NA	NA
B2C	NA	NA	NA
Exports as % of revenue	NA	NA	NA
Operational Parameters			

Microtek International Private Limited (Consolidated)			
Parameters	**FY22**	**FY23**	**FY24**
No. of SKUs in portfolio	NA	NA	NA
No. of dealers and distributors*	1,00,000+		

Source: Company disclosures, CareEdge Research; NA: Not Available; *Data sourced from company website

Benchmarking Based on Financial Parameters

1. Operating Profit margin

Operating Profit Margin (OPM) is a measure of profitability that indicates the percentage of revenue remaining after covering operating expenses, excluding non-operating items like taxes and interest. The margins have remained competitive in the industry. While few companies have witnessed volatility in margins over the past three years, companies like Luminous Power Technologies and Fujiyama Power Systems have shown resilient margins. Margins for Fujiyama Power Systems have expanded from 7.8% in FY23 to 10.7% in FY24.

Operating Profit Margin (%)	FY22	FY23	FY24
Premier Energies Limited	4.14%	5.56%	15.24%
Waaree Energies Limited	3.89%	12.06%	16.81%
Luminous Power Technologies Private Limited	11.75%	12.17%	13.07%
Exicom Telesystems Limited	5.00%	3.91%	10.99%
Insolation Energy Limited	6.27%	6.59%	10.86%
Fujiyama Power Systems Limited	**8.74%**	**7.77%**	**10.67%**
Genus Innovation Limited	4.82%	4.87%	3.53%
Livguard Energy Technologies Private Limited	-2.50%	4.39%%	0.77%
Okaya Power Private Limited	1.35%	0.43%	N/A
Microtek International Private Limited	4.23%	10.12%	N/A

Source: Company disclosures, CareEdge Research; N/A- Not Available

2. Net Profit Margin

Net Profit Margin (NPM) represents the percentage of revenue left after all expenses, taxes, and interest, showing a company's profitability. Majority players show improvement in Net Profit margins with notable gains for companies like Waaree Energies and Luminous delivering highest margins, while Fujiyama Power Systems and Insolation Energy Limited has registered steady growth. Net profits have grown from 3.7% in FY23 to 4.9% in FY24 for Fujiyama Power Systems.

Net Profit Margin (%)	FY22	FY23	FY24
Waaree Energies Limited	2.79%	7.41%	11.18%
Luminous Power Technologies Private Limited	7.79%	8.44%	9.13%
Insolation Energy Limited	3.22%	3.82%	7.53%
Premier Energies Limited	-1.94%	-0.93%	7.36%
Exicom Telesystems Limited	0.61%	1.13%	6.27%
Fujiyama Power Systems Limited	**5.63%**	**3.67%**	**4.90%**
Genus Innovation Limited	1.55%	1.72%	-0.02%
Livguard Energy Technologies Private Limited	-2.03%	1.34%	-2.42%

Okaya Power Private Limited	1.22%	0.27%	N/A
Microtek International Private Limited	2.25%	5.26%	N/A

Source: Company disclosures, CareEdge Research, N/A- Not Available

3. Return On Equity (ROE)

Return on Equity (ROE) measures a company's profitability in relation to shareholders' equity, indicating how effectively the company generates profits from its equity. While certain companies registered negative returns, companies like Insolation Energy Limited and Fujiyama Power Systems delivered consistent growth over the past three years. Fujiyama Power has been delivering consistent returns and has increased from 12.6% in FY23 to 18.9% in FY24.

Return on Equity (%)	FY22	FY23	FY24
Insolation Energy Limited	31.37%	20.20%	51.20%
Premier Energies Limited	-3.65%	-3.24%	35.77%
Waaree Energies Limited	18.63%	27.21%	31.18%
Fujiyama Power Systems Limited	**15.76%**	**12.62%**	**18.91%**
Luminous Power Technologies Private Limited	19.33%	20.44%	18.64%
Exicom Telesystems Limited	2.32%	3.45%	8.86%
Genus Innovation Limited	8.45%	9.93%	-0.10%
Livguard Energy Technologies Private Limited	-27.89%	12.04%	-24.85%
Okaya Power Private Limited	8.53%	1.60%	N/A
Microtek International Private Limited	38.98%	31.93%	N/A

Source: Company disclosures, CareEdge Research. N/A- Not Available

4. Return On Capital Employed (ROCE)

Return on Capital Employed (ROCE) measures a company's profitability and the efficiency with which it uses its capital to generate earnings. This metric plays a vital role in defining the efficiency of the company. Few companies have delivered negative growth whereas companies such as Luminous Power, Waaree Energies and Fujiyama Power Systems has delivered consistent growth delivering decent growth. ROCE for Fujiyama Power has grown from 16.8% in FY23 to 26.6% in FY24.

Return on Capital Employed (%)	FY22	FY23	FY24
Insolation Energy Limited	35.71%	18.10%	51.57%
Fujiyama Power Systems Limited	**21.54%**	**16.81%**	**26.60%**
Premier Energies Limited	0.38%	2.44%	22.96%
Waaree Energies Limited	9.15%	26.09%	27.82%
Luminous Power Technologies Private Limited	22.38%	23.94%	21.39%
Exicom Telesystems Limited	8.26%	3.33%	12.44%
Genus Innovation Limited	12.91%	14.62%%	9.86%
Livguard Energy Technologies Private Limited	-34.19%	19.07%	-4.40%
Okaya Power Private Limited	5.58%	-0.59%	N/A
Microtek International Private Limited	20.69%	29.79%	N/A

Source: Company disclosures, CareEdge Research. N/A- Not Available

5. Debt-Equity Ratio

The Debt-to-Equity Ratio compares a company's total debt to its shareholders' equity, indicating the proportion of financing that comes from debt versus equity. The debt-to-equity ratio has been maintained consistent with the peers in the industry indicating a balanced profile across the operations.

Debt-Equity Ratio (times)	FY22	FY23	FY24
Premier Energies Limited	1.15	1.86	2.15
Livguard Energy Technologies Private Limited	0.36	1.07	1.64
Genus Innovation Limited	0.97	1.17	1.01
Insolation Energy Limited	1.41	1.28	0.89
Fujiyama Power Systems Limited	**0.78**	**1.09**	**0.84**
Waaree Energies Limited	0.73	0.15	0.08
Exicom Telesystems Limited	0.49	0.51	0.04
Luminous Power Technologies Private Limited	0.06	0.03	0.00
Okaya Power Private Limited	0.91	0.73	N/A
Microtek International Private Limited	3.71	2.65	N/A

Source: Company disclosures, CareEdge Research. N/A- Not Available

Annexure

Formulas:

Parameter	Formula
Operating Profit Margin	EBITDA / Revenue from Operations
Net Profit Margin	Net Profit / Revenue from Operations
Debt-to-Equity	Total Debt / Total Equity
EBIT	EBITDA - Depreciation
Return on Capital Employed (ROCE)	EBIT / (Total Assets – Current Liabilities)
Return on Equity (ROE)	PAT/ Shareholder's Equity [Total Equity excluding minority interest]

OUR BUSINESS

Some of the information in the following section, especially information with respect to our plans and strategies, consists of certain forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from those expressed in, or implied by, these forward-looking statements. You should read the section titled "Forward-Looking Statements" on page 20 for a discussion of the risks and uncertainties related to those statements and the section titled "Risk Factors" on page 30 for a discussion of certain risks that may affect our business, financial condition, cash flows or results of operations.

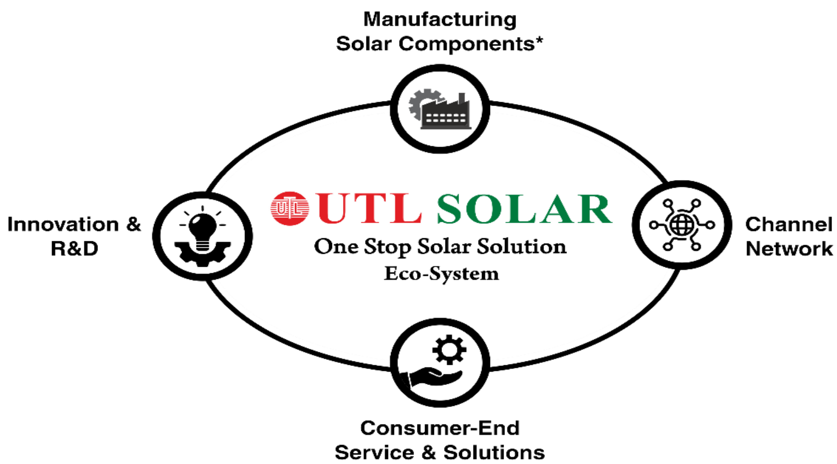
Unless otherwise stated, or the context otherwise requires, the financial information used in this section is derived from our Restated Financial Information included in this Draft Red Herring Prospectus beginning on page 307. In addition, certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance have been included in this section and elsewhere in this Draft Red Herring Prospectus. Such non-GAAP financial measures should be read together with the nearest GAAP measure. See "Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation – Financial Data – Non-Generally Accepted Accounting Principles Financial Measures" on page 17. Our financial year ends on March 31 of each year, and references to a particular Fiscal are to the twelve months ended March 31 of that year.

Unless otherwise indicated or the context otherwise requires, industry and market data used in this section have been extracted from the CARE Report, which has been commissioned by our Company exclusively in connection with the Offer for the purposes of confirming our understanding of the industry in which we operate. For further details and risks in relation to the report titled 'Industry Research Report on Power Sector', dated December 26, 2024 prepared and issued by CARE (the "CARE Report"), which has been commissioned and paid for by our Company exclusively in connection with the Offer and prepared, only for the purposes of understanding the industry in which we operate, pursuant to an engagement letter dated October 9, 2024. See "Risk Factors – Industry information included in this Draft Red Herring Prospectus has been derived from an industry report commissioned, and paid for, by us for such purpose" on page 65. The CARE Report will form part of the material documents for inspection and is available on the website of our Company at https://www.utlsolarfujiyama.com/investor-relations/. The information in the following section is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Draft Red Herring Prospectus, including the information contained in "Risk Factors", "Industry Overview", "Restated Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 30,153, 307 and 371, respectively.

Overview

Our Company is a manufacturer of products and solution provider in the roof-top solar industry, including on-grid, off-grid and hybrid solar systems. Our Company strives to excel in solar panel manufacturing, solar inverter manufacturing (covering on-grid, hybrid, and off-grid solutions), and both lead acid and lithium-ion battery production. (*Source: CARE Report)* Additionally, we support robust R&D capabilities in inverter technology and provide a wide variety of solar SKUs, distinguishing our Company as a well-rounded leader in the industry. (*Source: CARE Report)* We have built a brand recall and reputation in the industry through our brands '**UTL Solar**', which has a legacy of 28 years, and **'Fujiyama Solar'**. We have developed three manufacturing facilities and R&D capabilities domestically, and with a consistent focus on technological development and product innovation, we have a track record of being one of the few companies in India to develop Online UPS with single card, Combo UPS along with automatic voltage regulation ("**AVR**"), high frequency online UPS and single card surface mount technology ("**SMT**") inverter in India. Our Company began manufacturing solar power conditioning units ("**PCU**") in 2012 whereas online solar PCUs in 2014. *(Source: CARE Report)* We are the first Indian company to develop an SMT based inverter with single card in the year 2000. *(Source: CARE Report)* We have designed and developed an extensive product portfolio of more than 500 SKUs which includes a full range of solar inverters, solar panels and batteries, with a goal of limiting the need of our customers to look to other OEMs. As on September 30, 2024, our Company has the widest variety of SKUs amongst our competitors. *(Source: CARE Report)* We service our customers through an extensive pan-India distribution network of more than 480 distributors, 3,600 dealers and 1,000 exclusive "Shoppe" franchisees, who are trained by us in understanding the customer's need and in planning, evaluating and supplying customized solar systems and solutions. We also have a dedicated team of more than 400 qualified service engineers providing maintenance service and technical support to our customers.

Our Company has created a complete ecosystem in the roof top solar industry. We seamlessly integrate innovation, manufacturing, distribution and customer service, guided by market research, customer feedback and R&D to deliver reliable solar energy solutions. Our extensive distribution network including UTL Shoppe ensure widespread accessibility and empower local entrepreneurs to drive renewable energy adoption. Our comprehensive services such an installation, subsidy assistance, training of our dealers and technicians and post-sales support aim to ensure complete customer satisfaction. In the last three financial years and six months ended September 30, 2024, we have sold 1,225,195 (458.14 MW) solar panels, 631,331 (1,065.83 MW) solar inverters and 852,757 (1,672.17 MWh) batteries and contributed to over 1 GW+ of off-grid, on-grid, and hybrid solar rooftop installations across India. With our presence across the entire value chain of the roof-top solar industry i.e. developing and manufacturing products and solutions with a pan-India distribution network and post-sale service capabilities, we believe that we provide a unique proposition of being a 'one-stop shop' for roof-top solar solutions. We have also been recognized as India's "*largest Company in off-grid inverter*" at the Solar Applications and Innovation conference by Sigma Summit in 2019, India's "*most preferred smart city brand*" by UBM India in 2019 and India's "*most preferred solar energy brand*" by Informa Market in 2020.



*Solar inverters , Solar Panels and Batteries

We have a comprehensive product portfolio in roof-top solar segment. We offer an extensive range of products including solar PCUs, solar off-grid, on-grid and hybrid inverters, solar panels, pulse width modulation ("**PWM**") chargers and other battery chargers, lithium-ion and tubular batteries, online uninterruptible power supply systems, offline UPS systems, solar management units and solar charge controllers, among others which we believe provide value-for-money to our customers. Further, in the EV segment, we specifically provide chargers for three-wheeler electric autorickshaws ("**E-Rickshaws**") and lithium-ion batteries. For further details on our business operations, please refer to "*Our Business – Our Business Operations – Product Portfolio",* on page 237. With various combinations, we offer over 500 SKUs which can be tailored to meet the specific preferences and requirements of the customer and their location, for example our hybrid charge controller units are engineered to efficiently run direct current ("**DC**") loads, such as with telecom equipment, and our off-grid inverters are designed for regions with limited or no access to grid power and are ideal for remote areas. Our products are certified to meet the quality and performance standard prescribed by the Ministry of New and Renewable Energy ("**MNRE**"), the Bureau of Indian Standards ("**BIS**") and State Nodal Agencies ("**SNAs**"). These certifications are crucial for a two-fold reason. Firstly, only certified products are eligible for government tenders and projects and are mandatory for availing subsidies or incentives under domestic renewable energy schemes such as the PM Surya Ghar Muft Bijli Yojana for solar rooftop subsidy. Secondly, they reassure customers of product reliability and performance, boosting brand credibility and providing a competitive advantage in the market. Additionally, we are continuously engaged in designing and innovating products in the entire value chain of solar power. For example, we have patented the Rapid Maximum Power Point Tracking ("**rMPPT**") technology, which is a specialized technology used in solar inverters to optimize the energy harvested from solar panels. The rMPPT technology enables fast and wide tracking of maximum power point, which is the point on the current-voltage curve of a solar panel which yields maximum power, thereby maximizing energy output in varying conditions such as shading, temperature changes or panel degradation. Our innovations also include a hybrid solar system which provides for power back-up as well as export of surplus power to the grid.

We operate three manufacturing facilities. As of fiscal 2024, our manufacturing facility in Greater Noida, Uttar Pradesh ("**Greater Noida Facility**") has an available installed capacity of manufacturing 540,800 solar panels, 287,925 solar inverters, 219,648 e-Rickshaw chargers and 7488 lithium-ion batteries. Our manufacturing facility located in Parwanoo, Himachal Pradesh ("**Parwanoo Facility**") has a capacity of manufacturing 31,949 solar PCUs and UPS (in Fiscal 2024). Our battery plant in Bawal, Haryana ("**Bawal Facility**") has the capacity of manufacturing 304,128 tubular batteries (in Fiscal 2024). We are also in the process of developing a new facility for manufacturing solar panel in Dadri, Uttar Pradesh and installation of another solar inverter and lithium-ion battery line in our Greater Noida Facility. We plan to use the Offer Proceeds for the Project, i.e. establishing an integrated project for the manufacturing of solar inverter, solar panels and lithium-ion batteries in Ratlam, Madhya Pradesh, pursuant to which we believe our current manufacturing capacity will increase at least two-fold and help us to meet the growing demand from western and southern regions of India and grow our business in such regions. Our manufacturing facilities have advanced machinery and production line focusing on efficiency, safety and quality. All our existing production systems are certified under ISO 9001:2015 (Quality Management), ISO 14001:2015 (Environmental Management), and ISO 45001:2018 (Occupational Health and Safety). Our Greater Noida Facility has been preferred by MNRE for training members of the International Solar Alliance**.** For further details on our manufacturing facilities, *please refer to "Our Business – Our Business Operations – Manufacturing Facilities"* on page 247.

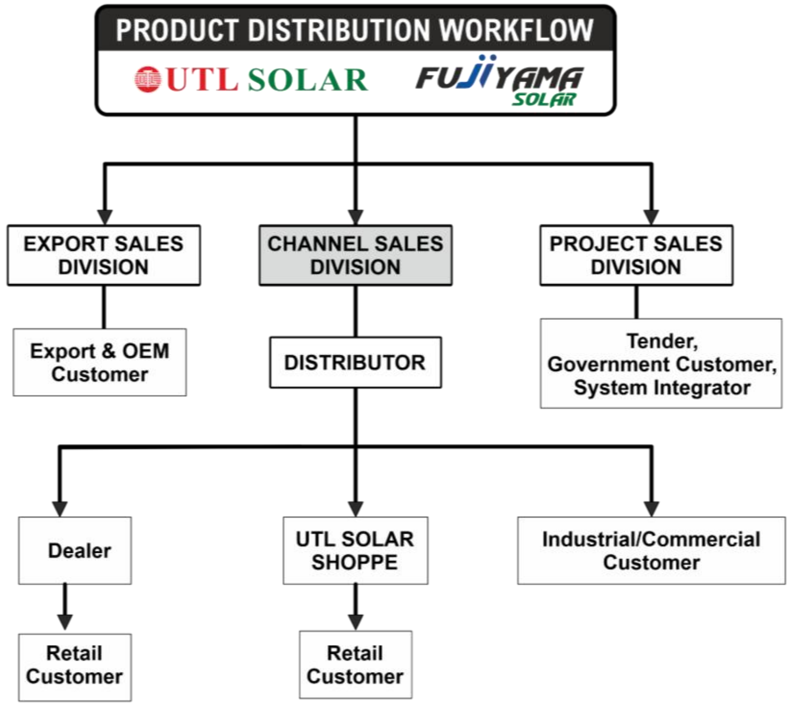
Bawal Facility

Greater Noida Facility

Parwanoo Facility

We are a technology driven Company with a focus on R&D and constant product innovation to enhance energy efficiency and reliability. We have our own in-house dedicated R&D facility in Delhi with 60 engineers and scientists. In addition, our manufacturing facilities also employ various engineers who regularly coordinate with our R&D facility to further test and improve our product offerings. In addition to our patented rMPPT technology and several other technologies for which patent applications are pending (for details, see **"***Our Business - Intellectual Property*" on page 259) and our in-house developed hybrid solar inverter, we have pioneered various innovations and inventions in the solar manufacturing industry. Our hybrid inverters enable bi-directional power exchange and provide reliable battery backup. Our online solar PCUs ensure uninterrupted power supply for critical and continuous applications, employing solar power and grid supply for battery charging while our off-grid inverters simplify installation with integrated battery design, reducing costs and setup time. We have also adopted regenerative load banks for testing power electronics equipment and batteries that reduce energy waste by feeding the energy back to the grid. Additionally, we provide R&D services to a long-standing customer in the USA for several of their products. These products are developed as per customer's specifications and exported to the USA post regular production. We are responsible for various product innovations in the industry since our Promoters started this business in 1996. For details, see "*History and Other Corporate Matters*" on page 277. We also use and deploy AI in various aspects of our business to increase operational efficiency in customer acquisition and servicing.

We are primarily a B2C company, and we sell our products through our expansive network of distributors, who further sell to dealers and franchisees. Though our distribution is majorly through dealers and franchisees, our distributors directly supply to industrial/commercial customers for large orders. We have an extensive pan-India distribution network of more than 480 distributors and 3,600 dealers and 1,000 exclusive UTL Solar "Shoppe" franchisees. We operate a model by which our franchisee partners house our various products and educate customers on selecting and purchasing the right rooftop system and components from a single source, ensuring seamless procurement and professional installation under our "Shoppe" franchise model. For further details on our Shoppe program, please refer to ***"****- Our Business Operations – Distribution, Sales and Customers"* on page 255. In addition, we also supply directly to various system integrators who use our roof-top solar products and solutions to combine with their other offerings under contracts with government and private agencies. Our sales and distribution operates in the following manner:



In addition to our strong domestic presence, we leverage digital marketing to communicate the benefits of rooftop solar through informative texts, videos and images. This practice is being enhanced with the use of artificial intelligence ("**AI**") for selling and understanding of sales calls received from customers. We are also developing a smart reference system to enable customers to find known users with similar rooftop setups nearby. Our existing customers can also refer others to us through this system, and earn 'UTL credits', which can be redeemed for battery replacements, product upgrades, or services.

We also export our products and solutions to the USA, and a few countries in Asia, including Bangladesh and the UAE. Our export sales account to 2.28% in six months period ended September 30, 2024, 4.19% in Fiscal 2024, 4.96% in Fiscal 2023 and 2.78% in Fiscal 2022. With the global demand for batteries expected to grow significantly, Indian solar manufacturing market flourishing *(Source: CARE Report)* and our solar panels meeting international standards, we plan to opportunistically expand our exports to existing and new geographies.

Our dedicated logistics team also controls a wide logistics network in India and abroad to ensure timely supply of products to our distributors, dealers, Shoppes and export customers.

The table below sets forth certain financial and operational metrics for our Company for the period/years indicated:

(in ₹ million, unless otherwise stated)

S. No.	Parameters*	For the six months ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
1	Revenue from Operations	7,217.35	9,246.88	6,640.83	5,068.38
2	Export Revenue as % of Revenue from Operations (%)	2.28%	4.19%	4.96%	2.78%
3	EBITDA	1,166.49	986.37	515.99	442.78
4	EBITDA Margin (%)	16.16%	10.67%	7.77%	8.74%
5	PAT	750.90	453.03	243.66	285.43
6	PAT Margin %	10.40%	4.90%	3.67%	5.63%
7	ROE %	23.84%	18.91%	12.62%	15.76%
8	ROCE %	26.47%	26.60%	16.81%	21.54%

S. No.	Parameters*	For the six months ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
9	Debt/Equity Ratio (in Times)	0.48	0.84	1.09	0.78
10	Advertisement and Marketing Expense as a % of Revenue from operations (%)	1.59%	1.06%	2.58%	2.57%
11	Revenue from Operations by Product category				
	Solar Panel	2,634.91	3,319.66	1,928.01	1,413.15
	Solar Battery	1,776.41	2,166.42	1,677.75	1,663.12
	Solar UPS/ Inverter/Converter	1,743.45	1,680.46	1,191.59	1,128.56
	E-Rickshaw Charger	314.93	593.23	389.32	206.38
	Online UPS	184.13	339.32	443.99	322.48
	Other Products, including services and other operating income	563.52	1,147.79	1,010.16	334.68
12	Revenue from Operations by Sales Channel (B2B vs B2C)				
	B2C	6,518.42	7,228.10	5,800.81	4,741.48
	B2B	698.93	2,018.78	840.02	326.90
13	No. of SKUs in portfolio (Nos)	509	487	452	423
14	No. of Channel Partner (Includes Dealers, Distributors and Shoppe) (Nos)	5,104	4,587	3,771	2,922

**All financial information for the Company is sourced from the Restated Financial Information.*

For notes to the table above, please see the section titled "*Basis of Offer Price – Key Performance Indicators*" on page 134.

The business of our Company started in 1996 as a proprietorship concern in the name of UTL Electronics (India). In 2008, our Promoters, Pawan Kumar Garg and Yogesh Dua formed a partnership firm named 'Fujiyama Power Systems'. Upon incorporation of our Company in 2017, the business of the partnership firm was transferred to our Company in 2018. For further details on our history, please refer to *"History and Other Corporate Matters*" on page 277.

With the sustainable increase in the energy demand globally and in India, solar power and particularly, roof-top solar power will continue to grow at a fast pace which will create and amplify various opportunities for us. The Indian government continues a strong push to advance solar energy and provides several initiatives and allocations to this sector. The rooftop solar market is expected to register robust growth at a projected CAGR of 42% from FY24 to FY30, reaching almost 100 GW. *(Source: CARE Report)* With solar products becoming more affordable and government's initiatives and subsidy, we believe that with our wide product portfolio, advanced manufacturing and R&D capabilities, well recognized brands and pan India distribution, sales and service network, we are well placed to capitalize on the growth of solar sector in India.

OUR STRENGTHS

Diversified portfolio of solar products and solutions which distinguishes our Company as a well-rounded leader in the rooftop solar industry.

We are a prominent Indian company that specializes in providing solar energy solutions. *(Source: CARE Report)* We have an extensive product portfolio offering a comprehensive suite of products in the roof-top solar segment. We offer an extensive range of products including solar PCUs, solar off-grid, on-grid and hybrid inverters, solar panels, battery chargers, lithium-ion and tubular batteries, online UPS systems, offline UPS systems, solar management units and solar charge controllers, among others which we believe provide value-for-money to our customers. Further, in the EV segment, we specifically provide chargers for E-Rickshaws and lithium-ion batteries. Our Company has the widest variety of SKUs in comparison with our competitors. *(Source: CARE Report)* We offer over 500 SKUs which can be tailored to meet the specific preference and requirements of the customer and the geographical location which reduces dependency on any single product category, ensuring resilience against market fluctuations and steady revenue growth. According to MNRE, the cumulative rooftop solar capacity as of November 2024 is 15.1 GW in India. Over the past five years, our Company has supplied 1.4GW of solar inverters across the country, accounting to 9.2% for the mentioned installed capacity. *(Source: CARE Report)*

Our Company is a 'one-stop shop' solution offering an end-to-end range of products and complete rooftop solar solutions based on specific customer needs and geographical location. Our customers can choose the most suitable option from our off-grid, on-grid and hybrid systems, along with a choice in tubular lead acid battery or lithium-ion battery. Since our customers can source all their solar products from us, their reliance on other OEMs may be limited. Our integrated service network aims to ensure that all customers' needs are met thereby instilling trust in our Company.

Our product portfolio includes:

S. No.	Product Category	Product Offered	Capacity Range
1	Solar Power Generation Systems	Solar panels	(40 Wp - 670 Wp)
		Hybrid solar inverter	(1 KVA - 50 KVA)
		Off-grid inverter	(0.6 KVA - 20 KVA)
		On-grid inverter	(1 KW - 136 KW)
		Online solar PCU	(10 KVA – 120 KVA)
		Solar management unit	(0.48 KW – 1.2 KW)
		Lithium-ion battery	(1.2 KWh - 48 KWh)
		Tubular lead acid battery	(40 Ah - 300 Ah)
2	Power backup solution	Online UPS	(0.5 KVA - 120 KVA)
		Inverter	(1 KVA - 5 KVA)
3	Power supply solution	Hybrid charge controller unit	(0.12 KW - 16.5 KW)
4	Chargers	EV charger	(298 W - 1080 W)
		Marine charger/ engine start charger	(240 W – 3 KW)

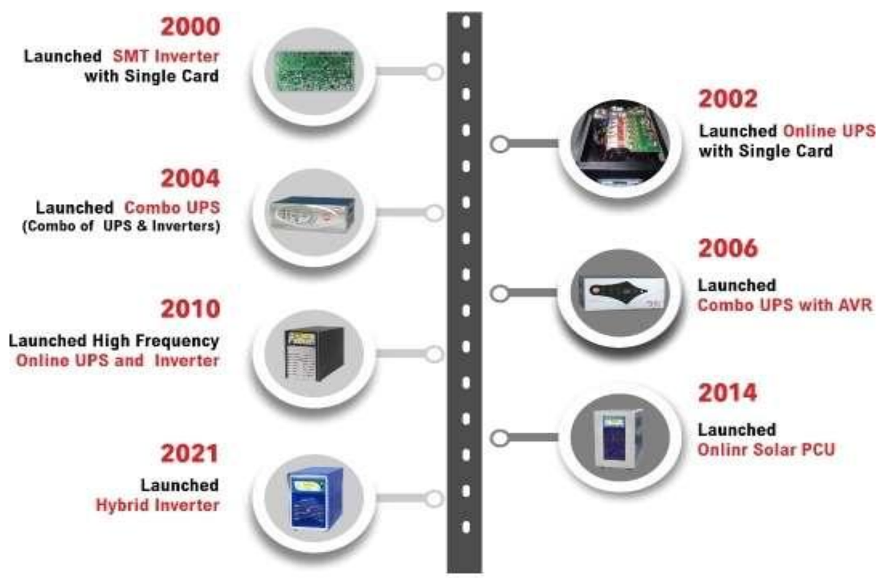
Our products are certified to meet the quality and performance standard prescribed by the MNRE and the BIS and SNAs. These certifications are crucial because, not only certified products are eligible for government tenders and projects and are mandatory for subsidies or incentives under renewable energy schemes like rooftop solar programs, but they also reassure customers of product reliability and performance, boosting brand credibility and providing a competitive advantage in the market. In Fiscal 2024, our Company had approximately 13% market share in the total Indian solar battery market. *(Source: CARE Report)* Our revenues by product category for the last three Fiscals and six months ended September 30, 2024 are as follows:

(₹ million)

S.No.	Particulars	For the six months ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
1.	Solar panel	2,634.91	3,319.66	1,928.01	1,413.15
2.	Solar battery	1,776.41	2,166.42	1,677.75	1,663.12
3.	Solar UPS/ inverter/converter	1,743.45	1,680.46	1,191.59	1,128.56
4.	Other products including services and other operating income	563.52	1,147.79	1,010.16	334.68
5.	E-Rickshaw charger	314.93	593.23	389.32	206.38
6.	Online UPS	184.13	339.32	443.99	322.48

Track record of technological development and product innovation

With more than 28 years of experience, more than 60 R&D professionals and more than 400 qualified engineers, we have a proven track record of being an early adopter of innovative technology, implementing manufacturing processes that align with global best practices to enhance efficiency and product quality. We strive to pioneer innovative adoption of solar energy solutions. We have a track record of being one of the few companies in India to develop Online UPS with single card, Combo UPS along with AVR, High Frequency Online UPS and single card SMT Inverter in India. The company began manufacturing solar PCU in 2012 whereas online solar PCUs in 2014 *(Source: CARE Report)* We are the first Indian company to develop SMT inverter with single card in the year 2000 *(Source: CARE Report)*.



Product innovation and development milestones

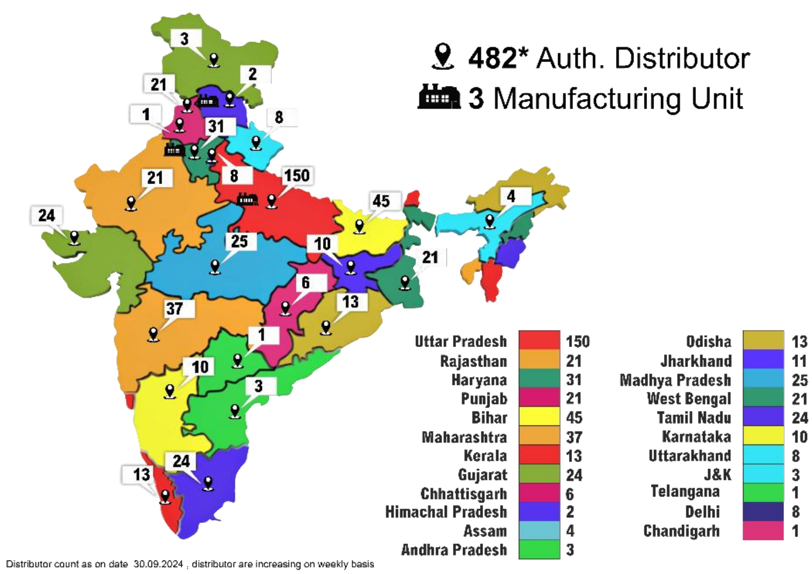
We are committed to launching products only after a rigorous validation process to ensure quality and reliability. Our products are developed by our R&D team and are thereafter thoroughly examined by our validation team which focuses on identifying potential failures. This fosters objectivity in the validation process and is supported by a rewards system that incentivizes fault-free development and issue identification. Additionally, we engage accredited third-party laboratories for further evaluation, reinforcing our commitment to delivering quality, and reliable products that meet industry standards.

Our Company is committed to technological developments and the introduction of new products to meet the evolving landscape of solar energy segment. For instance, we upgraded our production setup to manufacture the latest technology in solar panels, i.e., TOPCon bifacial and glass-to-glass panels featuring a capacity of 590 Wp, and MonoPerc bifacial modules reaching up to 670 Wp. We have developed our own Battery Management System (“**BMS**”) that is designed to effectively monitor and ensure the safety of our batteries, making it well suited for current and future market requirements. Our online solar PCU is a blend of solar inverter and Online UPS and has the ability to operate on solar power thereby ensuring uninterruptible operation of critical loads in case of power supply failure. Our off-grid inverter with inbuilt lithium-ion battery which does not require additional components like battery cabinets and interconnecting cables makes it easier to install and reduces the overall installation cost.

Our indigenously developed rMPPT technology rapidly optimises solar output to harness more solar energy from the same solar panels and was granted a patent in January 2024. The rMPPT technology enables rapid and wide voltage tracking and efficient extraction of solar power, particularly in low-light conditions and ensures a precise response to variations in sunlight. In 2021 we developed a hybrid inverter based on rMPPT technology which incorporates battery storage and grid export features. It provides battery backup while exporting additional power to the grid. Additionally, our regenerative load bank addresses inefficiencies found in traditional load banks, where energy used in testing is wasted as heat. Instead, our solution feeds the energy back into the grid during inverter load testing, minimizing power wastage and reducing costs. Beyond the rMPPT technology, our patent applications for a single-phase battery charging device for testing battery health, a hybrid charge controller rectifier system, a hybrid solar inverter, and a zeta battery charger are under process.

Robust distribution network, and post-sale service capabilities driving strong brand recognition

We have established a strong and widespread sales and distribution network, enabling us to reach a diverse customer base throughout the country. This robust network includes distributors, dealers and exclusive franchisee ‘Shoppes’. As on September 30, 2024, we have more than 480 distributors, 3,600 dealers and 400 service engineers who travel throughout the country to serve our customers. We also offer our products in more than 1,000 exclusive “Shoppe”.



In our exclusive UTL Solar ‘Shoppe’ franchise network in Indian cities, our customers are educated on selecting the right rooftop system and components from a single source, ensuring seamless procurement and professional installation. The Shoppe engineers and sales collection managers prior to their deployment are trained by our teams through our channel network.

UTL Exclusive Shoppe

We also have a dedicated team of 400 service engineers who provide maintenance service and technical support to our customers pan India. We provide our service through instant product demo video links, on call technical resolution and on-site services.

We effectively transform customer sales into strategic distribution opportunities. Every query generated is aimed to be converted into a potential sale for the network through digital and call follow ups. Our wide distribution network has been a positive driver in sales. Each distributor adds their existing dealers to the UTL sales network. With every addition of a distributor, we add a field service engineer which eases customer service and satisfaction. The distributors and dealers are visited by the service engineers and are guided by a mobile application named ‘UTL MTL 2.5’. This application provides our service engineer with addresses and map details of the customers they are required to visit and also provides details of other dealers available in that route.

Our brands “UTL Solar” and “Fujiyama Solar” are well known for reliable and quality solar products in the industry. With a legacy of 28 years, our brand “UTL Solar” is further amplified with the presence of over 1,000 exclusive UTL Shoppe. Our Company was recognized as India’s most preferred smart city brand and India’s most preferred solar inverter brand by UBM India and Informa in 2019 and 2020 respectively. Our Company was named the fastest growing top 25 electronic manufacturing Company in the year 2018-2019 by CEO magazine and the largest Company in off-grid inverter in the year 2018-2019 by Sigma Summit. Our aggregate annual installed capacity and market position enables us to offer competitive pricing for our products, which in turn facilitates access to a large and diversified customer base. Our extensive product portfolio enables us to serve a wide customer base with varying needs across the country.

We have established an extensive pan-India retail network, serving a diverse customer base. Since we adopt a consultative approach to our customers’ solar energy needs, we can provide customized solutions to meet their requirements. This results in us enjoying strong relationships and creates up-sell opportunities with our customers. We view these customers as our partners and seek to provide them with quality end-to-end product solutions. Our focus on customers has enabled us to continuously develop, diversify and improve our product portfolio, plan our production in anticipation of demand from retail customers and ensure continuous focus on quality. On account of the quality standards maintained by us, we offer 10 years product warranty and 25 years performance warranties for solar panels which further instils confidence in our customers. We also provide 10 years product warranty for on-grid inverters, two to five years product warranty for off-grid inverters, hybrid inverters, batteries and other product ranges.

Our marketing strategy is focused on understanding the needs, behaviours, and desires of our customers, as well as those involved in our distribution networks. We market our products and solutions through multiple marketing channels which include use of digital media, digital ads, in-store branding (for example at authorized distributors and reseller outlets), social media (including Facebook, Twitter, LinkedIn and YouTube), email campaigns, radio, in-app advertisements, on-ground activation. We also regularly organize seminars to engage with our trade partners and dealers.

Our revenues by sales channels for the six months ended September 30, 2024 and the last three Fiscals are as follows:

(₹ *million*)

Revenue	**For the six months ended September 30, 2024**	**Fiscal 2024**	**Fiscal 2023**	**Fiscal 2022**
B2C	6,518.42	7,228.10	5,800.81	4,741.48
B2B	698.93	2,018.78	840.02	326.90

Quality-centric and precision-driven large scale manufacturing infrastructure driving production efficiency

We operate three advanced in-house manufacturing facilities across the country. As of Fiscal 2024, our Greater Noida Facility has an available installed capacity of manufacturing 540,800 solar panels, 287,925 solar inverters, 219,648 E-Rickshaw chargers and 7488 lithium-ion batteries (in Fiscal 2024). Our Parwanoo Facility has a capacity of manufacturing 31,949 solar PCUs and UPS (in Fiscal 2024). Our Bawal Facility has the capacity of manufacturing 304,128 tubular batteries (in Fiscal 2024). We are also in the process of developing a new facility for manufacturing solar panel in Dadri, Uttar Pradesh and, installation of another solar inverter and lithium-ion battery line at our Greater Noida Facility. These streamlined production systems are certified under ISO 9001:2015 (Quality Management), ISO 14001:2015 (Environmental Management), and ISO 45001:2018 (Occupational Health and Safety). Our manufacturing setup at Greater Noida has also been preferred by the Ministry of New and Renewable Energy ("**MNRE**") for training members of the International Solar Alliance.

For our Greater Noida Facility, we have been granted approval for capital subsidy under the Modified Special Incentives Package Scheme ("**M-SIPS**") of the Central Government. We had applied for subsidies on land and capital under the UP-Electronics Manufacturing Policy 2017 ("**Policy**"), wherein we have received approval for the 25% land rebate for our Greater Noida Facility. Further, the 15% capital subsidy on fixed capital other than the land as provided under the said Policy is approved but pending disbursement. Our application for capital subsidy under the UP-Electronics Manufacturing Policy 2020 (as amended in 2022) for our existing Greater Noida Facility has been approved, whereas, the application for capital subsidy for our upcoming facility at Dadri, Uttar Pradesh is under process.

At our Parwanoo Facility, we benefited from exemption of various taxes and duties. Our facilities are also geographically located in favourable regions. Our Bawal Facility that manufactures lead acid battery is located in an area closer to the National Capital Region. While our existing facilities primarily serve north Indian states, our planned facility at Ratlam, Madhya Pradesh will help us in tapping new distributors and customers and to serve the growing markets in west and south of India. Since the facility at Ratlam is close to Delhi-Mumbai expressway, it may also help in logistics for our exports in the future. Furthermore, the locations of our manufacturing facilities also help us to tap the locally available talent and labour market. We intend to apply for a subsidy under the Renewable Energy Equipment Manufacturing Policy of the Madhya Pradesh Industrial Promotion Policy, 2025 ("**MP Industrial Policy**"). For more details on subsidy, please refer to section title *"Object of the Offer – Details of objects of the Offer"* on page 115.

Our manufacturing facilities are aimed at maximizing production and operational efficiency while maintaining strict quality control. Our production process leverages automation to significantly reduce manufacturing time. For our solar inverter range, we employ inline testing with Automatic Testing Equipment ("**ATE**"), including power supply sources, solar simulators, power analysers, and oscilloscopes, to ensure real-time performance monitoring and compliance. Comprehensive testing procedures, including burning and environmental chamber tests, ensure our products operate effectively across a wide range of temperature and humidity conditions. To guarantee the quality of our solar modules, we utilize electroluminescence testing, isolation resistance testing, thermal imaging, and IV simulations.

Our solar panels undergo rigorous testing in accordance with standards set by the International Electrotechnical Commission ("**IEC**") and the BIS, reinforcing our commitment to quality and reliability. For our battery products, our Company employs a spectrometer for incoming raw material analysis of lead acid battery and utilizes advanced cell grading machines and internal resistance testers to ensure only the highest quality cells are used in lithium-ion battery production, enhancing performance and longevity. Further, such products undergo extensive mechanical testing, drop tests, and vibration tests, along with aging performance assessments at various C rates and environmental conditions, ensuring long-term reliability.

We also implement production and process methodologies such as Total Quality Management ("**TQM**"), KAIZEN, and 5S, alongside corrective and preventive maintenance models, to drive operational efficiency. These initiatives contribute to reduced operational costs, enhanced machine lifecycle, improved capacity utilization, and lower product rejection rates. Our commitment towards automation of production activities reduces our manpower needs. Our focus on energy-saving measures promotes sustainable production, aligning with our commitment to environmental stewardship. In line with our commitment to sustainability, we are setting up a 15 MW solar power plant in Banda, Uttar Pradesh. The energy generated from this plant will be utilized to meet the power requirements across all our facilities through open access, ensuring a consistent and eco-friendly energy supply. With our transition to solar energy, we aim to significantly reduce our dependency on conventional power sources and contribute to national renewable energy goals.

Our dedication to advancing renewable energy solutions and driving a green revolution is deeply integrated into our manufacturing processes. Our production units are powered by solar energy, reducing grid energy consumption and solar panels installed over the roof provide thermal insulation that reduces indoor temperatures and enhances the overall energy efficiency within the manufacturing environment. In line with our mission to reduce energy waste, we employ regenerative load banks to recycle energy during testing. We have also implemented energy-efficient measures like automatic power factor controllers, variable frequency drives, and energy-efficient lighting. Our water treatment systems recycle water, conserving resources. We foster a culture of sustainability through employee engagement, training, and continuous improvement initiatives.

Experienced Promoters and Senior Management and a committed employee base

We are led by our Promoters Pawan Kumar Garg and Yogesh Dua who have a combined experience of more than 50 years in the solar industry. Pawan Kumar and Yogesh Dua along with Sunil Kumar have been responsible for leading our operations including R&D and manufacturing of solar rooftop components and channel sales distribution. Each of our Promoters is actively involved in the critical aspects of our business. Pawan Kumar Garg and Yogesh Dua are responsible for providing strategic advice to the Board and developing and executing our business strategies.

Our Promoters are responsible for the overall operations and leading our short and long-term strategy and setting strategic goals. Our Board of Directors also include executive and non-executive Directors, including independent directors, with qualification from reputable institutions like Indian Institute of Technology, Delhi, Indian Institute of Technology, Kharagpur and Georgia Institute of Technology who bring in significant business expertise including in the areas of manufacturing, sales and marketing. We have a well-qualified senior management team with extensive experience in the renewable energy industry, which positions us well to capitalize on future growth opportunities. Yogesh Dua has played an instrumental role in establishing our Company's position in the rooftop solar industry. Under his leadership, the Company also launched the UTL solar shoppe franchise. Pawan Kumar has consistently steered the Company towards advancements that not only foster innovation but also sustainability. For further details, please see "*Our Management*" on page 283.

The average tenure of our senior management is 7 years. We are supported by our committed employee base and believe we have a mutually beneficial relationship with our employees. We believe this helps in containing our operating expenses, while consistently maintaining our drive for growth. As of September 30, 2024, we had 1808 full-time employees. Our highly experienced and dedicated management team enables us to capture market opportunities, formulate and execute business strategies, manage client expectations as well as proactively manage changes in market conditions.

Robust financial performance and growth

We have demonstrated strong financial performance and our revenues has grown at a CAGR of 35.07 % from Fiscal 2022 to Fiscal 2024. Driven by our strong operational capabilities, we have been able to minimize costs and achieve healthy profit margins. Our EBITDA increased from ₹ 442.78 million in Fiscal Year 2022 to ₹ 515.99 million in Fiscal Year 2023 and to ₹ 986.37 million in Fiscal Year 2024. Our profit after tax has grown from ₹ 285.43 million in Fiscal Year 2022 to ₹ 453.03 million in Fiscal Year 2024.

We believe that our robust financial position illustrates not only the growth of our operations over the years, but also the effectiveness of allocation of our capital and strong working capital management across our business. Among other things, our strong financial position has enabled us to increase our production capacities and diversify into newer products and services through internal accruals without increasing our external borrowings. Our growth and financial performance have been facilitated by our focus on risk management and reliance on clearly defined internal processes to manage our business. For example, our balanced portfolio, combined with tailored power solutions for the telecom sector, reduces dependency on any single product category, ensuring resilience against market fluctuations and steady revenue growth, our diversified supplier network avoids over-reliance on a single supplier and our ability to produce critical components in-house, such as our SMT line for printed circuit board production. Our risk assessment approach considers risks in different geographies based on commercial terms and execution challenges.

Our financial stability and positive cash flow from operations enable us to meet the present and future requirements of our customers. Our strong balance sheet gives our customers the confidence that we will be able to support them, thereby increasing customer stickiness in terms of both capabilities and capacities. This also helps strengthen trust and engagement with our customers.

The table below sets forth some of the key financial indicators for the six months ended September 30, 2024 and the last three Fiscals (in ₹ million, except ratio):

Parameters	For the six months ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Revenue from Operations	7,217.35	9,246.88	6,640.83	5,068.38
Revenue Growth (Fiscal 2022 to Fiscal 2024)	NA			35.07%
EBITDA	1166.49	986.37	515.99	442.78
EBITDA Margin%	16.16%	10.67%	7.77%	8.74%
PAT	750.90	453.03	243.66	285.43
PAT Margin %	10.40%	4.90%	3.67%	5.63%
ROE	23.84%	18.91%	12.62%	15.76%
ROCE	26.47%	26.60%	16.81%	21.54%
Debt/Equity Ratio (in Times)	0.48	0.84	1.09	0.78
Advertisement and Marketing Expense as a % of Revenue from operations (%)	1.59%	1.06%	2.58%	2.57%

For notes to the table above, please see the section titled "*Basis of Offer Price – Key Performance Indicators*" on page 134.

OUR STRATEGIES

The key elements of our business strategies include the following:

Expand the manufacturing base for solar panels, inverters and batteries and strengthen back-end integration in solar panels

To continue to maintain our market position in the domestic solar panel, solar inverter and battery manufacturing, we are constantly evaluating opportunities to strategically grow our operations. We have continuously upgraded our existing facilities' installed manufacturing capacity. Our installed manufacturing capacity for tubular and lithium-ion batteries grew from 1 MWh in March 2022 to 91 MWh in March 2023, 957 MWh in March 2024 and 1,363 MWh in September 2024. Our total installed manufacturing capacity for our solar panels, solar inverters, solar PCU and UPS and chargers collectively grew from 259 MW in March 2022 to 662 MW in March 2023, 1,035 MW in March 2024 and 1,582 MW in September 2024. For further information, see "– *manufacturing facilities*" on page 247.

We are also in the process of developing a new facility for manufacturing solar panel at Dadri, Uttar Pradesh and installation of another solar inverter and lithium-ion battery line at our Greater Noida facility. The expansion of the inverter line at our Greater Noida Facility is expected to further grow our manufacturing capacity for lithium-ion batteries by 500 MWh and solar inverter capacity by 600 MW. Our new facility at Dadri, Uttar Pradesh is expected to further grow our manufacturing capacity of solar panels by 600 MW. Further, we are also exploring opportunities for backward integration in the solar panel value chain by establishing a solar cell manufacturing line at this upcoming facility at Dadri, Uttar Pradesh to address the demand of DCR cells based solar panel.

We plan to use the Offer Proceeds for establishing an integrated project in Ratlam, Madhya Pradesh which will more than double our current manufacturing capacity and will help us to meet the growing demand from West and South India. This proposed expansion will grow our manufacturing capacity of lithium-ion batteries by 2,000 MWh, and of solar panels and solar inverters by 2,000 MW each.

The following table sets forth the installed capacity and capacity utilization relating to the Company's manufacturing facilities for the periods indicated as of March 2024, March 2023, March 2022 and as well as under installation under Fiscal 2025 and proposed expansion for Fiscal 2026 in terms of MW and MWh as applicable:

Location of Manufacturing Units	Product Categories	Proposed in 2025-26	Under Installation Production H2 2024-25	Total in September 2024	Total March 2024	Total March 2023	March 22
Parwanoo Facility	Solar PCU & UPS	-	-	325	200	200	172
Greater Noida Facility	E-rickshaw charger(1)	-	-	334	237	144	27
	Solar panel(2)	-	-	368	297	95	24
	Lithium-ion battery(3)	-	500	45	45	15	1
	Solar inverter(4)	-	600	484	301	223	36
Bawal Facility	Tubular battery(5)	-	-	1318	912	76	0
	Solar panel(2)	-	-	71	-	-	-
Dadri facility (under construction)	Solar panel(2)	-	600	-	-	-	-
Ratlam Facility (proposed)	Lithium-ion battery(3)	2,000	-	-	-	-	-
	Solar inverter(4)	2,000	-	-	-	-	-
	Solar panel(2)	2,000	-	-	-	-	-

**As certified by Anil Kumar Singh, Chartered Engineer pursuant to their certificate dated March 6, 2025*
Notes:
(1), (2), (4) Capacities are in MW
(3), (5) Capacities are in MWh

Our planned aggregate annual installed capacity and growing product portfolio is expected to increase our sales and facilitate access to a large and diversified customer base, both domestic and global. Our increased manufacturing capacity will further give us flexibility to use the capacity at controlled costs giving us better profitability as compared to relying on other suppliers, particularly to meet seasonal demands.

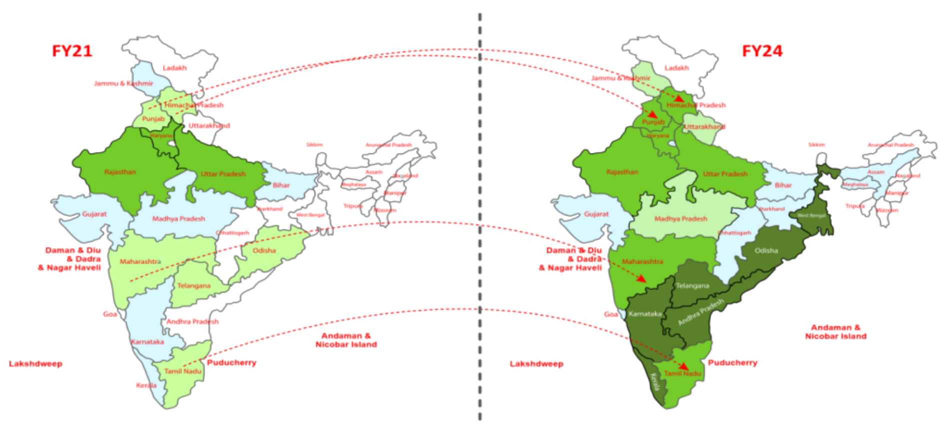
The ability to manufacture high quality solar panels in a cost-effective manner may allow us to expand our operating margin and with the Government of India coming with initiatives such as the PM – Surya Ghar: Muft Bijli Yojana scheme, which aims to install rooftop solar and provide up to 300 units of free electricity every month for one crore household *(Source: CARE Report)*, the importance of manufacturing our own solar cells in India is even more prominent. Similarly, the Grid Connected Solar Rooftop Program, which aims to provide free electricity to ten million households in India by providing households with a subsidy to install solar rooftop systems also requires the use of DCR solar modules. We intend to capitalize on such schemes and programs and meet this demand using our sales channels across India.

Further strengthening domestic distribution and retail network and increase export sales.

In India's energy outlook, the solar sector is set to become the dominant source of power by FY32, with its share projected to rise from 19% in FY24 to 40% with capacity rising from 82 GW to 365 GW *(Source: CARE Report)* Rooftop solar is expected to grow at a projected CAGR of 42% from FY24 to FY30, reaching almost 100 GW. *(Source: CARE Report)* Demand of our products is continuously increasing due to continuously increasing domestic power consumption, government initiatives and decreasing prices of installing roof-top solar systems. Our existing distribution and retail network is well equipped to manage the demand, but we are increasing our distribution base and retail network through a curated distribution model to address the ever-increasing demand of solar products in India. We also plan to expand our Shoppe network at a gradual pace to meet the demand.

We are focusing development of new distributors in the states which are not covered widely. Currently, Odisha, West Bengal, Karnataka, Andhra Pradesh and Telangana are our key focus areas and we have already started deploying sales teams in these states.

We have a pan-India presence across 23 states and three union territories through an extensive distributor network of more than 480 distributors, 3,600 dealers and 1,000 exclusive "Shoppe". In 2021, we had considerable sales ('considerable sales' means sale above 500 million) in three states, and by 2024, seven states across India contributed considerably to our sales. This growth is supported by the addition of new channel sales partners in these regions, allowing us to diversify our revenue streams and reduce dependency on any single market. Currently, we are focusing our growth particularly in the southern and eastern regions, where we aim to engage more distributors and establish exclusive retail outlets to strengthen our brand presence. Through this strategic expansion, we are positioning ourselves for more balanced growth, reducing the risk associated with market fluctuations, and enhancing our overall market footprint. The map below demonstrates how we have grown in various states in the last three Fiscal Years and our targeted growth market for the next phase of our expansion.



ACQUIRED	3
GROWING	10
POTENTIAL	6
UNTAPPED	17

ACQUIRED	7
GROWING	7
SPECIAL FOCUS	6
POTENTIAL	6
UNTAPPED	10

Growth mapping

Our presence in various regions of India further facilitates direct access to distributors and their network. Our distribution team has extensive on-ground distribution experience, having the capability to set up, manage and grow our distribution network pan-India for modules and allied products (such as inverters and battery).

In addition to growing our distribution and sales domestically, we also plan to capitalise on the export market. The global supply chain is expanding beyond China to countries that can manufacture and supply solar products. We aim to capitalize on this opportunity. We are increasing our solar panel and solar inverter capacities. This will allow us to export our solar products to those countries exhibiting demand for such products. We are aiming to increase our manpower to understand the quality standards and sales requirements of our export market countries. Leveraging our competitive advantage as a one-stop provider for all three types of solar solutions, we are confident that we are well-positioned to capture a growing share of the export market from India.

Address market opportunities with a focus on continuously developing more efficient products and using innovative marketing tools and sales strategies, such as actionable influence

Our Company believes in 'vigorous entrepreneurship' and our strategy is to be an "early adopter" which entails adopting new, promising and proven technologies early while experimenting with unproven technologies quickly. We achieve this through the continued development of innovative products, which will enable us to expand our products portfolio and drive increased sales going forward.

In addition to the above, we intend to continue to invest in R&D and obtain product certifications to offer the latest and most efficient products and services to our customers. To achieve a comprehensive and sustainable expansion of the R&D and testing facilities, a structured, phase-wise approach will be implemented. This strategy will ensure the gradual development of capabilities, aligning with evolving technological advancements and market needs.

The demand for on-grid solar systems has been significantly fueled by subsidies provided by both national and state governments, incentivizing adoption across various regions. Our hybrid solar systems, which are designed with high efficiency also qualify for these subsidies and offer a unique advantage by providing optional backup power. This feature is particularly beneficial in areas with frequent power outages, such as tier 3 cities and villages. This strategic positioning enables us to cater to a broader customer base, empowering us to increase our market share in these high-potential regions.

We understand that purchasing a solar power system, given the large sum of investment requires customers to have confidence and comprehensive knowledge about the products. To meet this need, we are leveraging innovative platforms to provide easily consumable, accessible information through engaging in social media videos, AI-powered chatbots, and with engaging and interactive interfaces, we ensure a seamless and informed buying experience. We are also implementing an innovative customer reference system designed to address the specific challenges associated with high-value investments such as solar power systems. This system empowers our existing customers to share their positive experiences and satisfaction with our products, thereby fostering trust within their personal and professional networks. In doing so, it not only enhances brand credibility among potential new customers but also incentivizes our existing customers through a structured rewards program. This dual-benefit approach strengthens customer loyalty while simultaneously building confidence and trust in our brand for prospective buyers, further supporting our long-term growth strategy.

We are aggressively integrating AI across our operations. From customer engagement strategies powered by AI-driven suggestions to optimizing internal processes through data-driven insights, our AI initiatives enhance efficiency and cost-effectiveness. These advancements not only enable us to prioritize customer needs more effectively but also provide rapid insights into market trends, ensuring we remain agile and responsive. This dynamic approach positions us to drive innovation, achieve operational excellence, and maintain a competitive edge in an ever-evolving industry. Our website utl.solar which uses in house developed software, leverages AI to provide personalised recommendations and guide customers through the process of selecting the ideal rooftop solar system and its components. Our website is designed to be accessible and easy to use on both mobile and desktop devices. It offers a multilingual interface in to cater to a diverse user base. Through our website, we also keep our users updated on the latest regional policies and subsidies related to rooftop solar energy. Our platform features informative videos that address common customer queries about policies, products, and system components. To assist customers further, we through our inhouse developed Reach IQ which understands user's interaction with the platform and provides a list of relevant questions based on their previous inquiries, encouraging an interactive dialogue. For real-time support, our in house developed Converse IQ which understands the conversation between sales/service representative and provides assistance in the next appropriate response to customer query and also connects users directly with sales representatives. By analysing customer queries through our in house developed Parse IQ which analyses the bulk sale/service calls based on various filtration criteria and drive the insights from these calls to provide to managers/ leaders so they can alter day to day and long-term decisions on the marketing/service strategy, we continually strive to enhance our offerings and provide the best possible user experience.

OUR BUSINESS OPERATIONS

Product Portfolio

We specialize in the production of the following products which are primarily marketed under the "UTL Solar" and "Fujiyama Solar" brand name:

S. No.	Product Category	Product Offered	Capacity Range
1	Solar Power Generating Systems	Solar panels	(40 Wp - 670 Wp)
		Hybrid solar inverter	(1 KVA - 50 KVA)
		Offgrid inverter	(0.6 KVA - 20 KVA)
		Ongrid inverter	(1 KW - 136 KW)
		Online solar PCU	(10 KVA – 120 KVA)
		Solar management unit	(0.48 KW – 1.2 KW)
		Lithium-ion battery	(1.2 KWh - 48 KWh)
		Tubular lead acid battery	(40 Ah - 300 Ah)
2	Power backup Solution	Online UPS	(0.5 KVA - 120 KVA)
		Inverter	(1 KVA - 5 KVA)
3	Power Supply Solution	Hybrid charge controller unit	(0.12 KW - 16.5 KW)
4	Chargers	EV charger	(298 W - 1080 W)
		Marine charger/ engine start charger (supplied on a white-labelling basis)	(240 W – 3 KW)

***Solar Power Generation System*s**

Our Solar Power Generation Systems include solar panels, hybrid solar inverter, off-grid and on-grid inverters and batteries.

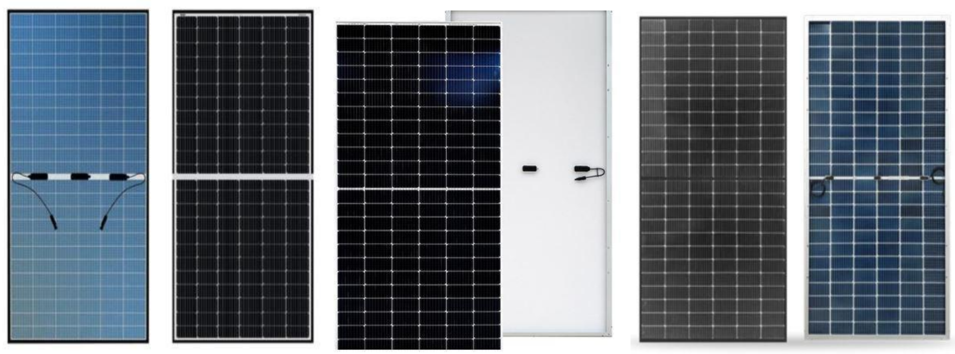
Solar Panels and Modules

Our solar modules leverage multicrystalline, monocrystalline PERC cells, and the emerging TOPCon technology to optimize efficiency and minimize energy loss. Our products offer a wide range of power outputs, tailored by module technology, cell size, and quantity. We manufacture monofacial, bifacial, and glass-to-glass modules to accommodate diverse energy needs and performance requirements.

Monofacial Modules: These are traditional modules with a single sided cell array exposed to sunlight and a white protective back sheet. These modules are ideal for standard installations where sunlight is captured only from the front.

Bifacial Modules: By capturing sunlight from both, front and rear sides, bifacial modules with transparent backsheets boost energy output by harnessing reflected light from surrounding surfaces. Higher albedo surfaces, like snow or concrete, further increase overall power generation.

Glass-to-Glass Modules: Encased in glass on both sides, replacing the back sheet, these modules offer superior durability, mechanical strength, and environmental protection. They are suitable for high-performance applications in harsh conditions. The rear glass enhances light transmission, resulting in higher efficiency than the bifacial module.



Bifacial Module | Monofacial Module | Glass-Glass Module

The following tables set forth certain information relating to our current product range, module type and technology, outpower power and cell size in relation to our solar panels:

Bi-facial Module

Module Technology	Output Power (in Watt) & Number of Cells	Cell Size (in units mm)
Mono c-Si PERC	650 Wp - 670 Wp & 132 Cell	105MM X 210 MM cut cell
	350 Wp -365 Wp & 72 Cell	105MM X 210 MM cut cell
	340 Wp -345 Wp & 68 Cell	105MM X 210 MM cut cell
	520 Wp - 540 Wp & 144 Cell	91MM X182 MM cut cell
N TOPCon	550 Wp - 590 Wp & 144 Cell	91MM X 182MM cut cell
	525 Wp & 132 Cell	91MM X 182 MM cut cell

Glass to Glass Module

Module Technology	Output Voltage (in Watt) & Number of Cells	Cell Size (in units mm)
N TOPCon Module	550 Wp - 590 Wp & 144 Cell	91MM X 182MM cut cell

Mono-Facial Module

Module Technology	Output Voltage (in Watt) & Number of Cells	Cell Size (in units mm)
Mono c-Si PERC Module	520 Wp - 540 Wp & 144 Cell	91MM X182 MM Cut Cell
	520 Wp - 540 Wp & 72 Cell	182MM X 182MM Full Cell
	425 Wp - 440 Wp & 144 Cell	83 MM X 166 MM Cut Cell
	425 Wp - 440 Wp & 72 Cell	166 MM X 166 MM Full Cell
	380 Wp - 400 Wp & 72 Cell	158.75MM X 158.75 MM Full Cell
	190 Wp - 205 Wp & 36 Cell	158.75MM X 158.75 MM Full Cell
Multi- C-Si Module	330 Wp - 335 Wp & 72 Cell	157 MM X 157 MM Full Cell
	265 Wp - 275 Wp & 60 Cell	157 MM X 157 MM Full Cell
	40 Wp - 165 Wp & 36 cell	157 MM cut cell in various sizes

Hybrid, Ongrid and Offgrid Solar Inverters

Our hybrid solar systems offer a versatile energy solution, blending off-grid autonomy with grid integration. They ensure seamless power, prioritize load demand, and optimize battery usage. The excess energy is exported to the grid, generating credits that cut electricity bills and promote sustainability. This technology balances independence and connectivity, maximizing efficiency while minimizing costs for a cleaner future. With smart features, hybrid inverters enhance efficiency by combining off-grid and on-grid benefits. Their power export capability provides a superior ROI over off-grid systems. Our on-grid solar system is designed for urban areas with minimal or no power outage. The power generated is used to run load, and the excess power generated and exported to the grid can be credited towards ones' electric bill, reducing a consumers' monthly costs. Our major off-grid solar market lies in tier two, tier three cities, towns and villages. Since those houses have sufficient roof space and a need for energy during power cuts, our off-grid inverters are well suited.

Hybrid Solar Inverter

<table>
<tr><th colspan="2">UTL SOLAR</th><th colspan="2">Fujiyama Solar</th></tr>
<tr>
<td>SIGMA+ PCU

1 KVA - 15 KVA - 1 Phase</td>
<td>ZETA SOLAR PCU

7.5 KVA - 50 KVA - 3 Phase</td>
<td>DHRUVA

5 KVA - 10 KVA - 1 Phase</td>
<td>GARUDA

10 KVA - 20 KVA - 3 Phase</td>
</tr>
<tr><td colspan="4">Features: Inbuilt high efficiency rMPPT charge controller. Stand-alone and grid-interactive working modes. Inbuilt AC and DC energy meter with USB based communication. Priority Based Working Modes (a) Smart mode – used where the grid power availability is 16 to 18 hours (b) PCU mode – used where the grid power availability is 4 to 8 hours and (c) Hybrid mode – used where the grid power availability is 22 to 24 hours. Inbuilt data storage of up to 31 days. Exporting excess solar energy to the grid under net metering schemes.</td></tr>
<tr><td colspan="4">Application: For Residential commercial establishments in urban and semi urban areas with the purpose of reducing electricity bills and getting battery backup parallelly in case of power outage.</td></tr>
</table>

Off-Grid Solar Inverter

UTL SOLAR				
SUN PLUS Pro  700 VA -1100 VA	HELIAC  1 KVA – 2.5 KVA	GAMMA+  1 KVA - 3 KVA	GAMMA LiON  1 kVA with Inbuilt lithium-ion battery of 1.2KVAh	AlFA+  3.5 KVA - 20 KVA

Fujiyama Solar		
VIKRANTA  675 VA - 1475 VA	UMANG  850 VA - 3500 VA	TEJAS  1 KVA – 5.1 KVA
Features: DSP based unique pure sine wave design with an inbuilt high efficiency rMPPT charge controller. Stand-alone and grid-interactive working modes. Inbuilt AC and DC energy meter. Wi-Fi based remote monitoring. LCD display with all AC and DC parameters. Priority-based working modes – (a) Smart mode – used where the grid power availability is 16 to 18 hours (b) PCU mode – used where the grid power availability is 4 to 8 hours and (c) Hybrid mode – used where the grid power availability is 22 to 24 hours, lead acid, lithium-ion battery supported.		
Applications: Off-grid Inverters are useful in rural areas with limited or no grid access and serve as a reliable source of energy for homes, schools, mobile telecom towers, remote shelters and medical facilities by integrating battery backup with grid power.		

On-Grid Solar Inverters (UTL SOLAR and Fujiyama Solar)

Product Image	Rating and Features	Application
 On-Grid Inverter 	1 KW -5 KW - 1 Phase 5 KW -136 KW -3 Phase Transformer less inverter design, IP (ingress protection) 65 rated with integrated AC (Alternating current) and DC Surge protection devices (SPD's). Inbuilt Wi-Fi and remote monitoring feature. Supports solar panel overloading up to 30 % and 10% more output of inverter rating. compatible with Zero export device for limiting power export.	On-grid inverters are ideal for regions with reliable grid connections, optimizing solar energy generation and maximizing financial benefits. Suitable for residential, commercial, industrial, and EV charging applications, they enable the export of excess solar power to the grid.

Online Solar PCU

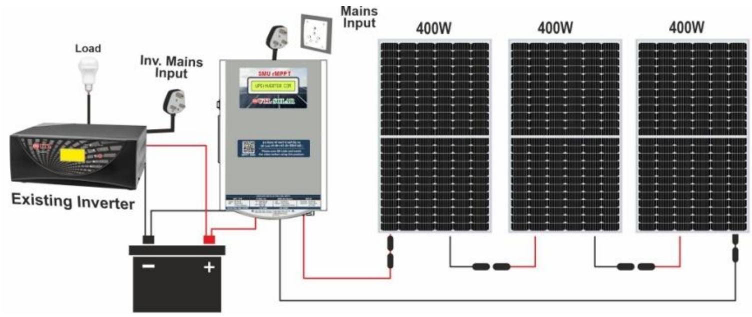
The solar-integrated UPS reduces dependency on AC power by using solar energy to charge the battery, helping to lower electricity bills while functioning as a traditional Online UPS.

Product Image	Rating and Features	Application
 Mars  Star	**Rating:** **Mars Online Solar PCU** 10 KVA - 30 KVA: 3 in -1-Out/3 in -3-Out - Available in 3 phase input and 1 phase output, 3 phase input and 3 phase output. **Star Online Solar PCU** 30 KVA - 120 KVA: 3 in -3- out - Available in - 3 phase input and 3 phase output. **Features:** It is a solar PCU that works on double conversion principle to provide regulated output voltage under several input conditions such as power failure, surge, sag, spikes, noise, frequency instability, and harmonic distortions. It is a digital signal processing (DSP) and rMPPT technology-based PCU with a single control board that ensures an independent, stable, and transient free uninterrupted power supply.	**Application:** For critical loads in data centres, hospitals, commercial and industrial setups located in semi-urban and urban areas.

Solar Management Unit

The Solar Management Unit (SMU) transforms a conventional inverter into a solar inverter without the need for a complete replacement. Typically, traditional inverters charge batteries using grid power. However, when the SMU is integrated as an external device alongside solar panels, it prioritizes solar energy for battery charging. This innovative system not only enhances energy efficiency but also reduces reliance on the grid, allowing users to maximize their use of renewable energy. We offer SMU of both PWM type and rMPPT type in both 12V and 24V with ampere rating of

40A and 50A for residential applications.

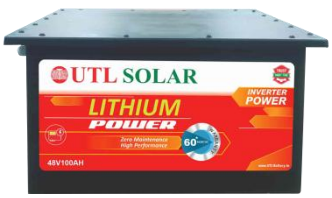


Product Image	Rating and Features	Application
 Solar Management unit	Rating: Available in capacity range of 480W- 1200W in both PWM type and rMPPT type. Feature: Auto Voltage selection, multi-stage charging, Wall mounted.	Application: Low-cost device to convert existing inverter to solar inverter.

Lithium-ion battery

Our high-performance lithium-ion batteries are designed for efficient power backup across a variety of applications, including telecom ESS, E-rickshaws, and general ESS. Our batteries are manufactured using lithium iron phosphate (LiFePO4) cells in both cylindrical and prismatic formats. They are integrated with indigenously manufactured battery management system (BMS) specifically designed for Indian operating conditions.

Our modular and parallel battery systems offer flexible capacity solutions to meet diverse energy storage needs. With high discharge rates, they are ideal for applications demanding rapid power delivery. Compared to traditional valve regulated lead acid batteries, our lithium-ion batteries offer superior cycle life, higher energy density, and a lighter weight.

Product Image	Ratings	Application
 	Module capacity offered: 1. 48V 50AH 2. 48V 100AH With maximum Battery bank capacity up to 48V 800 Ah housed in Suitable 19 inches Rack for indoor and outdoor applications. Operating life of 3000+ cycles, Maintenance free. Remote monitoring through RS-485/LAN and anti-theft protection (Optional).	Suitable for Base station sites, Small cell sites, Broadband sites and other telecom applications.
	Offered in 12.8V /25.6V and 51.2V with Capacity of 100 Ah and integrated BMS	Suitable for E-vehicle application especially E- rickshaw and three wheelers, residential and industrial energy storage
	Offered in 96 V/120V / 180V and 240V with capacity of 100Ah	Suitable for Industrial application with UPS, Inverter and Solar power plant.

Tubular lead acid battery

Tubular batteries designed for enhanced performance and longevity are known for their unique construction. They feature a series of positive plates housed in a tubular design, which provides a larger surface area for the active material. Our battery design incorporates unique tubular gauntlet and positive plates, utilizing superior active materials and special grid alloys. The battery is equipped with float vent plugs that serve as electrolyte level indicators and is covered with HDPE material caps for added protection. Rated at C10, this solar battery delivers improved performance and has an extremely high lifecycle of 1500 cycles at 80% depth of discharge.

Product Image	Ratings	Application
 	Rating: 12V 40 Ah - 12V 300 Ah Unique tubular gauntlet positive plates with superior active material and special grid alloy. C10-rated for enhanced performance. Float vent plugs with electrolyte level indicators and high-density polyethylene (“**HDPE**”) covered caps. High cycle life of 1500 cycles at 80% depth of discharge and non-leaking vent plugs.	Residential power storage an application, solar application, IT application.

Power Backup Solution

Online UPS

Online UPS systems utilize double-conversion technology, ensuring reliable and uninterrupted power supply by continuously converting incoming AC power to DC and then back to AC. This technology eliminates power disturbances such as voltage sags, surges, spikes, and frequency variations, providing stable and clean output power crucial for sensitive equipment.

In the event of a power failure, both systems transition seamlessly to battery mode without interruption. Additionally, they come with advanced monitoring features that enable real-time tracking of performance, battery status, and load conditions, optimizing power usage and extending battery life. This makes our Online UPS systems ideal for critical applications in various industries, including IT, healthcare, telecommunications, and manufacturing.

Product Image	Ratings	Application
 **ALFA ONLINE UPS**	**Ratings:** Alfa online UPS: 1KVA to 10 KVA (1in -1 out) Mars Online UPS: 5kVA to 20kVA (3in - 1out) 10kVA to 20kVA (3in - 3out) newGEN Online UPS: 20 KVA to 40 KVA (3in - 1out) 25 KVA to 120 KVA (3in -3out) **Features:** Delivers clean, stable, and uninterrupted power with a ground-bonded neutral output. Protects critical loads from power disturbances and outages. Provides regulated sinusoidal output under diverse input conditions. Acts as an electrical firewall, isolating sensitive equipment from utility power anomalies.	**Application:** Online UPS systems are critical for uninterrupted power supply to critical loads. Applications include data centres, IT infrastructure, healthcare facilities, telecom networks, banking systems, industrial automation, laboratory equipment, security systems, and broadcast and media operations. These systems ensure continuous operation, data integrity, and equipment protection.
 **MARS ONLINE UPS**		
 **newGEN online UPS**		

Inverter

Our home inverter range provides reliable backup power solutions for households, ensuring uninterrupted electricity supply during outages. Equipped with intelligent charging systems, these inverters optimize battery performance and lifespan while delivering pure sine wave output for sensitive electronics. The product is equipped with multi-colored LCD and offers single card reliability with DSP technology and is compatible with diesel generator-set as well as an input source.

Product Image	Ratings	Application
 Taqnia	**Rating:** 5 KVA to 1 KVA **Feature:** Smart Battery Charging with Settable Parameter. Compatible with Sealed maintenance fee, Gel& Tubular Batteries. Battery Charging at Low Voltage. Compatible with Computer Load.	Application: Household and small commercial offices for power backup where solar panels cannot be installed.

Power Supply Solution

Hybrid charge controller unit.

Our hybrid charge controller unit is a combination of SMPS and solar charge controller unit and is specifically designed for application in the telecom industry. We offer a range of solutions with power capacities from 120 W to 16.5 kW. The hybrid nature of these products provides an easy integration with solar, grid, battery and diesel generator. The modular design allows us to address different customer power requirements by adding or removing the rectifier modules. Over four of our products have received Telecom Specification Evaluation Certificate ("**TSEC**") approval from Bharat Sanchar Nigam Limited ("**BSNL**"), ensuring compliance with industry standards. The ultimate capacity of our highest rating offering in this range of products is 350A.

Product Image	Rating and Features	Application
 12V /24V/ 48V power Supply	12V -120W, 48V -500 Watt & 48V 16.5 KW Modular design, configurable to different power ratings as per user requirement. multi-input power system integrating solar, diesel generator, Li-ion battery, and grid with controller for efficient site energy management and seamless source optimization.	For telecom infrastructure and internet devices like Wi-Fi router, VSAT equipment, base station system operating on DC voltage of12V/24V/48V.

Chargers:

EV Chargers

In the EV segment, we have proactively developed and commenced manufacturing EV chargers. Our products feature adjustable output voltage and current levels allowing for flexibility to accommodate various vehicle requirements with fewer SKUs. Equipped with built-in safety mechanisms to protect against overcharging and overheating, our solutions prioritize user safety, and our chargers are designed for compatibility with a wide range of battery types, ensuring optimal charging efficiency and wide acceptance.

Product Image	Features and Ratings	Applications
  EV Chargers (E- Rickshaw)	Rating: 298W -1080W Features intelligent battery profiling and charging. High-efficiency SMPS-based charger. Deep discharge charging capability. Powered by a powerful microcontroller.	For E- Rickshaw battery charging suitable with different types of batteries

Marine charger/ Engine Start charger

These are smart high-frequency switch mode chargers which are specifically developed for marine and engine starting applications. These chargers incorporate Power Factor Correction (PFC) circuitry with a wide input voltage range to accommodate various marine charging needs. They feature an integrated battery charge divider/isolator, enabling simultaneous charging of up to three independent batteries with a three-stage charge cycle. With a filtered output, these chargers are suitable for charging different types of batteries used in marine and industrial applications. They come equipped with an LCD display for easy navigation through configuration menus, displaying input AC voltage, output DC voltage and current, and alarm status. The front panel offers three status LED indicators for overall system status. Built within a robust, non-corrosive enclosure, these chargers are designed for harsh environments and meet stringent safety and regulatory standards.

Manufacturing Facilities

We currently operate three manufacturing facilities in India: the Parwanoo Facility in Himachal Pradesh, the Greater Noida Facility in Uttar Pradesh and the Bawal Facility in Haryana. All of our manufacturing facilities are supported by infrastructure for storage of raw materials, manufacturing of our products, storage of finished goods, together with quality control mechanisms. Our manufacturing facilities are equipped with advanced manufacturing equipment from international equipment suppliers and systems that drive manufacturing excellence in our global supply chain, sales and distribution network. All factories are strategically located, helping facilitate our international operations and exports. Our Bawal manufacturing unit is located near the inland container depot Bawal, ensuring seamless connectivity for domestic distribution by means of rail and road. Additionally, it is close to New Delhi International Airport, facilitating efficient air freight services. Our Greater Noida unit is similarly well-positioned, with proximity to the upcoming Jewar International Airport in Uttar Pradesh, enhancing future air cargo capabilities. It is also well-connected to major expressways like the KGP Expressway, Yamuna Expressway, and Delhi-Mumbai Expressway, ensuring smooth road access to key markets and ports for timely exports. Both locations offer optimal logistics advantages for efficient, cost-effective export operations.

Robotic lay-up for solar panels

Assembly line for solar inverters

Grid casting set-up for lead acid batteries

As of September 30, 2024, our aggregate installed manufacturing capacity for solar panels was 439 MW. Our solar panel manufacturing line embodies fine automatic machinery under the supervision of our skilled team. The facility is equipped with test equipment needed for quality assurance of movement of raw material and finished goods conforming to the latest BIS and International standards.

Our manufacturing setup is centered on latest technology and processes focused on precision and accuracy aimed at maximizing production and operational efficiency while maintaining strict quality control and meeting demands of our customers. Recent upgrades to our solar panel manufacturing setup includes TOPCon based solar panel manufacturing technology, which has enhanced our product offering with continuous increase in production capacity.

Capacity and Capacity Utilization

The following table sets forth the installed capacity and capacity utilization relating to the Company's Manufacturing Facilities for the periods indicated in number of units:

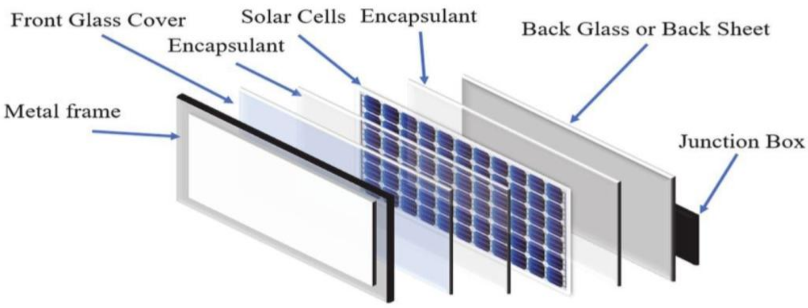
Location of Manufacturing Units	**Product Categories**	**As of September 30, 2024**				**As of and for the financial years ended**											
						2023-2024				**2022-2023**				**2021-2022**			
		Installed Capacity@	**Available Capacity**	**Actual Production**	**Utilization #**	**Installed Capacity**	**Available Capacity**	**Actual Production**	**Utilization#**	**Installed Capacity**	**Available Capacity**	**Actual Production**	**Utilization#**	**Installed Capacity**	**Available Capacity**	**Actual Production**	**Utilization#**
		Nos.	**Nos.**	**Nos.**	**(%)**	**Nos.**	**Nos.**	**Nos.**	**(%)**	**Nos.**	**Nos.**	**Nos.**	**(%)**	**Nos.**	**Nos.**	**Nos.**	**(%)**
Parwanoo Facility	Solar PCU & UPS	32,448	22,714	13,993	**62**	39,936	31,949	21,319	**67**	39,936	31,949	29,434	**92**	349,440	279,552	242,521	**87**
Greater Noida Facility	E-Rickshaw Charger(1)	193,440	154,752	98,673	**64**	274,560	219,648	183,532	**84**	199,680	159,744	139,785	**88**	62,400	49,920	42,170	**84**
	Solar Panel(2)	410,342	348,791	297,592	**85**	662,688	540,800	427,475	**79**	282,507	240,131	226,541	**94**	70,691	63,622	55,488	**87**
	Lithium-Ion Battery(3)	4,680	3,744	792	**21**(7)	9,360	7,488	6,174	**82**	3,120	2,496	74	**3**	260	200	3	**2**(6)
	Solar Inverter & UPS(4)	269,100	215,280	152,569	**71**	359,906	287,925	201,435	**70**	297,094	237,675	215,499	**91**	78,000	62,400	54,336	**87**
Bawal Facility	Tubular Battery(5)	274,560	233,376	206,842	**89**	380,160	304,128	258,835	**85**	31,680	25,344	22,712	**90**	N.A.	N.A.	N.A.	N.A.
	Solar Panel(2)	102,586	87,198	65,315	**75**	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

**As certified by Anil Kumar Singh, Chartered Engineer pursuant to their certificate dated March 6, 2025.*
Notes:
(1) Commercial production commenced in December 2021 for E-Rickshaw charger products in Greater Noida Facility.
(2) Commercial production of solar panels commenced in January 2022 in the Greater Noida Facility.
(3) Commercial production has commenced March, 2022 for lithium-ion batteries products in Greater Noida Facility.
(4) Commercial production has commenced in November 2021 for solar inverter products in Greater Noida Facility.
(5) Commercial production has commenced in March 2023 for tubular battery products in Bawal Facility.
(6) Commercial production has commenced in last week of March 2022.
(7) Acceptance of lithium ion battery in solar rooftop segment was low due to comparable difference in cost as compared to lead acid batteries due to which retail market acceptance in solar segment was low. Also, the battery manufactured for E-rickshaw category was under approval for applicable Automotive Industry standard (AIS) prior to commencement of sales. In the previous fiscal utilization was more on account of specific requirement for telecom project. As the rate of lithium-ion batteries are decreasing and AIS certificate is also obtained, average utilization for the month of October, 2024 and November, 2024 is 72%.
 # For computing installed capacity in 'Pieces', it is to be informed that Company has taken a standard product capacity/size of each product category stated in the above table. The combination of products is tailored to meet the specific preference and requirements of the customer and geographical location. Hence, the actual number of pieces produced stated in the utilisation column is dependent on specific requirement of size and the capacity of each order and production count of pieces for a given period can vary accordingly.
@ Installed capacity presented in above table, is for the period of 6 months ending September 30, 2024, i.e., half of annual installed capacity.

Manufacturing Process

Manufacturing process of Solar Panel or Module

Solar Modules are built using a series-parallel configuration of individual solar cells, which are connected to form an interconnected array. This array is then protected from environmental elements with layers of glass, encapsulant, and backsheet material. To enable the extraction of electrical power, a junction box is integrated into the module.



The manufacturing processes for our various types of solar modules while utilizing different raw materials for each product type, follow a similar conceptual approach. Our solar modules are created by interconnecting multiple solar cells into the desired electrical configurations through soldering. Once interconnected, the cells are laid out and laminated in a vacuum under optimized process conditions. This process ensures that the modules are effectively weather-sealed, providing protection against ultraviolet radiation, moisture, wind, transportation-related damage, and sand. Once assembled, the solar modules are framed in durable aluminium to provide structural protection before undergoing rigorous testing.

Manufacturing process of inverters

The inverter manufacturing process begins with sourcing quality raw materials and electronic components, which are inspected upon arrival. Accepted materials proceed through stages of wire cutting, circuit board preparation, and component mounting onto the board using SMT. Thimbles and connectors are crimped, and critical components are securely soldered. After assembly, the inverter undergoes rigorous functional and performance testing to ensure efficiency and reliability under load conditions. Quality checks, including visual and electrical inspections, are performed at multiple stages. Finally, approved inverters are packed, labelled, and undergo a final quality control check before being dispatched for distribution. At every stage, defective units are either reworked or returned to maintain strict quality standards.

Manufacturing process of lithium-ion batteries

Lithium-ion battery pack manufacturing begins with rigorous Incoming Quality Control ("**IQC**"), where cells are inspected and sorted based on type, voltage, internal resistance, and capacity. Cells are then grouped for uniform performance and assembled in series and parallel configurations. Spot welding secures the connections, and the BMS, wiring, and miniature circuit breaker are integrated for safety and control. After assembly, the pack undergoes functionality tests, including multiple charge-discharge cycles, ensuring optimal performance and stability.

Manufacturing process of lead acid batteries

The manufacturing process for lead-acid batteries begins with grid casting, where lead alloy is melted and moulded to form grids that serve as a framework for holding active materials. These grids are then coated with a specially prepared lead oxide paste, creating positive and negative plates. The plates are cured in controlled environments to ensure durability and effectiveness. During assembly, positive and negative plates are stacked alternately with separators to prevent short circuits and placed into battery containers. The electrolyte, a diluted sulfuric acid solution, is added to enable the chemical reactions needed for energy storage. A controlled formation charge is applied to activate the plates and prepare the battery for use. The batteries are then sealed, with safety components like vents and level indicators added, and undergo stringent quality testing to ensure performance and reliability. Finally, the batteries are cleaned, labelled, and packaged for distribution to various sectors such as automotive, industrial, and renewable energy applications.

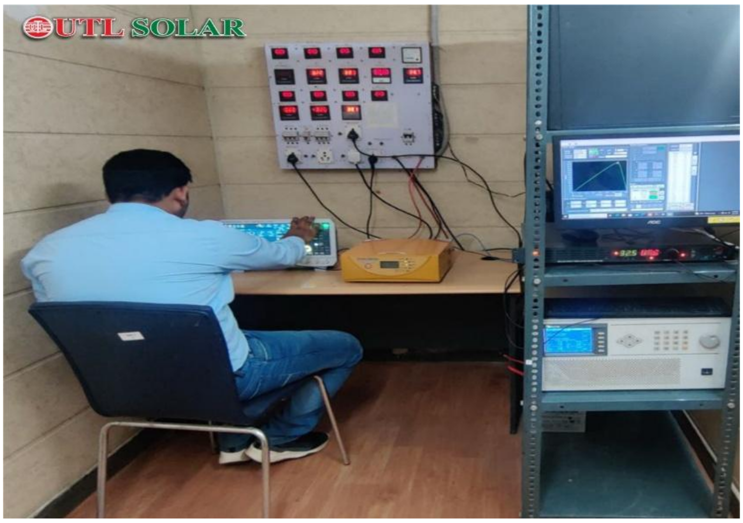
Quality Control, Testing and Certifications

Our Company leverages automation in the production process to minimize the production time and incorporates inline testing processes like electroluminescence testing, isolation resistance testing, thermal cameras along with IV simulator which ensures the release of quality products in the market. Other inhouse quality checks include, *inter alia* mechanical load test, bending and twisting tests, light induced degradation test. Apart from this our solar panels are tested as per the standard laid down by IEC and BIS for solar panels.

The inline testing zigs and Automatic Testing Equipment ("**ATE**") include power supply sources, solar simulation, power analyser, oscilloscope along with other testing equipment for solar inverter range. The ATE simulates various input conditions, measures output parameters, waveform and collects data in real-time. This data is then analysed against predefined criteria to assess performance and compliance. Tests carried out in burning chambers and environmental chambers for inverters further ensures that products continue to perform in a wide range of temperature and humidity conditions.

Similarly, we conduct an aging test on the battery pack at elevated temperatures to ensure operability in extreme conditions. BMS functionality is rigorously evaluated to guarantee safe and reliable performance. Mechanical tests include vibration and drop assessments to verify structural durability and adherence to standards. Further testing involves thermal cycling to assess temperature resilience, shock and impact testing for stability under sudden forces, moisture and corrosion resistance checks for reliability in humid environments, and load capacity tests to validate energy output. Our lithium-ion batteries and hybrid charge controller unit comply with requirements outlined in the 'Standard for Environmental Testing of Telecommunication Equipment', also known as the QM-333 manual, ensuring robust quality and performance.

IQC lab for lead acid batteries



Off grid inverter testing set up

Our quality policy is focused on fulfilling customer requirements through reliable products and services aimed at meeting industry standards and through continual improvement of our quality management systems. Our products are in compliance with the IEC standards, as applicable and undergo a qualification process throughout the entire value chain to ensure that quality products are provided to customers. Our quality control programs for all our manufacturing units involve subjecting the manufacturing processes and quality management systems to periodic reviews and observations for various periods.

Our three manufacturing facilities which are located in Parwanoo (Himachal Pradesh), Greater Noida (Uttar Pradesh), Bawal (Haryana) are certified under ISO 9001:2015 (Quality Management), ISO 14001:2015 (Environmental Management), and ISO 45001:2018 (Occupational Health and Safety). The details of our certifications as of the date of this Draft Red Herring Prospectus are specified below:

Certification	**Certificate Number**	**Facility Certified**	**Issue Date**	**Validity up to**
ISO 9001:2015 (Quality Management)	E2023104840	Parwanoo Facility Greater Noida Facility	October 5, 2023	October 4, 2026
	E2023115307	Bawal Facility	November 2, 2023	November 1, 2026
ISO 14001:2015 (Environmental Management)	E2023115308	Bawal Facility	November 2, 2023	November 1, 2026
	E2023104841	Parwanoo Facility Greater Noida Facility	October 5, 2023	October 4, 2026
ISO 45001:2018 (Occupational Health and Safety)	E2023104842	Parwanoo Facility Greater Noida Facility	October 5, 2023	October 4, 2026
	E2023115309	Bawal Facility	November 2, 2023	November 1, 2026

We also possess the below mentioned product certifications:

S.No.	Product category	Product details	Testing standards
1.	Solar power generation systems	Solar Panels	IEC 61215, IEC 61730-1, IEC 61730-2, IEC 61701, IEC 62804
		Hybrid Inverters	IEC 61683, IS 16221 (Part 2) 9: 2015 / IEC 62109-2: 2011, IS 16169 :2014/IEC 62116 :2008, IEC 60068-2(1,2,14,30)
		On grid Inverters	IEC 61683, IS 16221 (Part 2) 9: 2015 / IEC 62109-2: 2011, IS 16169 :2014/IEC 62116 :2008, IEC 60068-2(1,2,14,30)
		Off grid Inverters/ Online Solar PCU	IEC 61683, IEC 60068-2(1,2,14,30), IS 16221 (Part 2): 2015 / IEC 62109-2: 2011
		Lithium-ion battery	IEC 62133, QM-333, TSEC (Type approval from BSNL), AIS-156(phase -II, revision 3)
		Tubular lead acid battery	13369:1992
		Solar Management Unit	As per user specifications from NISE
2.	Power backup solution	Online UPS	IS16242(Part 1)/IEC 62040-1: 2008
		Inverter	IS16242(Part 1)/IEC 62040-1: 2008
3.	Power supply solution	Hybrid Charge Controller Unit	QM-333, IEC 61000, TSEC (Type approval from BSNL)
4.	Chargers	EV Chargers	AIS-156 (phase - II, revision 3)

Proposed Expansion Plans

To continue to maintain our market position in domestic solar panel, solar inverter and battery manufacturing, we are constantly evaluating opportunities to strategically grow our operations. We have continuously upgraded our existing facilities' installed manufacturing capacity. Set forth below are our proposed capacity expansion measures:

We are in the process of developing a new facility for manufacturing solar panels in Dadri, Uttar Pradesh and installation of another solar inverter and lithium-ion battery line in our Greater Noida facility. The expansion of the inverter line at our Greater Noida facility is expected to further grow our manufacturing capacity for lithium-ion batteries by 500 MWh and solar inverter capacity by 600 MW. Our new facility at Dadri, Uttar Pradesh is expected to further grow our manufacturing capacity of solar panels by 600 MW.

We plan to use the Offer Proceeds for establishing an integrated project in Ratlam, Madhya Pradesh which will more than double our current manufacturing capacity and will help us to meet the growing demand from western and southern India. This manufacturing facility is expected to increase our Company's production capabilities by 2 GW, i.e. 2 GW each for solar panels and solar inverters and 2 GWh for Lithium-ion batteries and will collectively enhance our Solar Power Generating System ("**SPGS**") or Storage Solar or Solar Battery Energy Storage System ("**Solar BESS**") capacity by 2 GW. The facility is expected to be completed by Fiscal 2026. The locations of our manufacturing facilities also help us to tap the locally available talent and labour market. Further, we intend to apply for a subsidy under the Renewable Energy Equipment Manufacturing Policy of Industrial Promotion Policy, 2025 for our proposed Project at Ratlam, Madhya Pradesh. For more details on subsidy, please refer to section title *"Object of the Offer – Details of objects of the Offer"* on page 115.

The table below sets forth details of our ongoing and proposed capacity expansion plans as on the date of this Draft Red Herring Prospectus:

Particulars	Existing	Phase – I (Ongoing)	Phase-II (Proposed)	Total
Solar panels	439 MW	600 MW	2,000 MW	3,039 MW
Solar inverter and electronics	1,143 MW	600 MW	2,000 MW	3,743 MW
Lithium-ion batteries	45 MWh	500 MWh	2,000 MWh	2,545 MWh
Tubular lead-acid batteries	1,318 MWh	-	-	1,318 MWh

Raw Materials and Components and Inventory Control

Raw Materials and Components

Solar Module or Panel

The primary raw materials used in the manufacture of our solar modules are solar cells. Our solar modules are manufactured using backsheets, encapsulants, and glass and auxilary components. Backsheets are used for light reflection, mechanical strength and electrical insulation. Encapsulants are primarily used to ensure all light reaching the module is transmitted to the solar cells for power generation. It prevents the solar cells from touching each other and short-circuiting. The solar module glass is engineered for maximum light transmission and minimal reflection, while also providing mechanical strength and stability. The tempered glass enhances durability against weather, impact, and environmental stresses.

Solar Inverters

For our solar inverters, the key raw materials include, enclosures, power electronics components, transformers, inductors and printed circuit boards. The enclosures provide structural integrity and safeguards internal components from external environmental factors. Power electronic components facilitate the efficient conversion of DC power from solar panels to AC power and smoothen fluctuations in voltage and current to ensure stable output. Transformers maintain the voltage level as per requirement and provide isolation in between input and output. Inductors filter manage power flow ensuring stable operation, and control boards with advanced microcontrollers oversee inverter operations and safety.

Lead Acid Battery

The key components for our lead acid battery includes lead, that generates and stores energy. Enclosure ensure electrical insulation, chemical resistance and long-term durability and electrolytes facilitate energy storage and discharge, ensuring efficient performance and longevity through precise concentration control.

Lithium-ion Battery

Lithium-ion cells are the primary raw material for battery packs and form the core of energy storage and release. The battery management system prevents overcharging and over-discharging and thermal sensors enable the battery management system to take corrective actions such as reducing load or shutting down the system to prevent overheating.

Inventory Control

We do not have long-term purchase commitments or guaranteed purchase quantities with our suppliers. There are no contractual commitments other than those set out in the purchase orders. Our key suppliers generally grant us a credit period of between 15 days to 60 days. We typically purchase raw materials based on the historical levels of sales, actual sales orders on hand and the anticipated production requirements taking into consideration any expected fluctuation in raw material prices and delivery delay. Raw materials are primarily transported to the manufacturing facilities by air, shipping and road.

Repair and Maintenance

We regularly schedule repair and maintenance at our manufacturing facilities to maximize production efficiency and avoid unexpected interruption of our operations. We also have periodic scheduled shutdowns for maintenance. Our equipment and repair teams carry out day-to-day maintenance and repair of the facilities and equipment on an as-required basis. In addition, our manufacturing facilities are also periodically inspected in respect of critical equipment by independent inspection agencies.

Pricing

The pricing of our products depends on a variety of factors including market demand, raw material costs, our production capacity, transportation costs, inventory levels, competitors' prices and credit terms, as well as nature of customers. Prices for different regions are also affected by local regulations and tax policies.

Logistics

We transport our products primarily by air, shipping or road. We rely on freight forwarders to deliver our products from our manufacturing facilities to franchisee outlets or customers. We use a transportation management system for our logistics requirement which automates our fright procurement, provides real-time insights into the movement of goods, transit durations, and carrier performance.

Distribution, Sales and Customers

Our Global Presence

The company has a robust distribution network across India with more than 480 distributors, 3600 dealers and 1000 exclusive "Shoppe" franchisees. A local sales team, including regional and area sales managers along with sales engineers, supports distributors with secondary sales and collections, while onboarding new dealers and distributors. Before deployment, our channel network usually gets these shoppe engineers and sales cum collection managers trained by our teams. Distributor coordinators at the Delhi office handle sales and service support. Distributor sales performance is reviewed monthly, with replacements made for consistently poor results. Performance review for salespeople happens on weekly basis.

Our project sales division operates independently from our channel sales network, enabling a focused approach to strategic partnerships and large-scale implementations. We have built strong collaborations with system integrators in the telecom and renewable energy sector, enhancing our ability to deliver comprehensive renewable energy solutions. The team is responsible for participating in tenders and empanelment processes for various renewable energy schemes launched by state nodal agencies and the government as they arise.

Our sales and revenue channels include: (i) distribution sales (ii) project sales. We have an adept in-house sales and marketing team of 171 employees, as of September 30, 2024, that specialise in the different areas of sales and marketing. As of September 30, 2024, our products were distributed across India and certain foreign countries. Finished products are dispatched from our manufacturing facilities to individual distributors.

Team Name	No. of Members	Function Details
Shoppe (Exclusive Franchise) Team	16	They keep in touch with the shoppe owners on day-to-day basis, solve their issues with distributors, guide their shoppe engineers for their daily working and maintain the shoppe sales.
Field sales Team hired by Shoppe and Distributors	396	Shoppee Engineers assist shoppe owners in sales, service and installation of solar rooftop projects. Supply chain managers help distributors in collecting orders from shoppe and dealers and then help in credit recovery.
Distributor Coordinator Team	17	They keep in touch with the distributors on day-to-day basis, solve their issues with the company, take orders from them and punch in software.
Inquiry Handling marketing Team	27	Contacting potential customers who reach out numbers on our websites, digital ads and social media. Digital follow up of enquiries received from online ads and WhatsApp also takes place simultaneously to convert these enquiries into sales.
EV Sales Team	3	Contacting EV Distributors and EV OEMs for their requirements and support.
Solar Project Support Team	9	If any distributor or Shoppe needs help on any rooftop project they help them with Site visit, customer discussion, design & Installation. They also guide the network on how to sell and install Rooftop systems.
Field Sales Team	108	Regional Sales Manager oversee sales and credit recovery operations and Area Sales Managers and Service Engineers do the secondary sales from distributors to Dealers and Shoppee**.**

Exports

We serve both domestic and international markets, currently exporting to six countries, including the USA, Bangladesh and the UAE. While export sales account for two to five % of our total revenue, they offer strong profit margins. With the recent establishment of our lead acid battery and solar panel manufacturing facilities, we are now focused on expanding exports to African and European markets.

The table below provides details of our Export Sales for six months period ended September 30, 2024, Fiscal 2024, 2023 and 2022:

Particulars	**Six months period ended September 30, 2024**		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	Amount (₹ million)	**Percentage of revenue from operations (%)**	**Amount (₹ million)**	**Percentage of revenue from operations (%)**	**Amount (₹ million)**	**Percentage of revenue from operations (%)**	**Amount (₹ million)**	**Percentage of revenue from operations (%)**
Export Sales	164.68	2.28	387.07	4.19	329.69	4.96	140.66	2.78

Online Sales

We have also launched an online store https://www.upsinverter.com which offers various products across our different product categories. It provides an opportunity to customers to purchase solar panels and power backup solutions with convenient financing options from across all major lenders. Further, our products can also be purchased on EMI, which further assists our customers.

Awards

Our Company has received the following key awards, accreditations and recognitions:

Calendar Year	Key Awards/ Accreditations
2019	Awarded 'U.P. Invest' award in 2nd Ground Breaking Ceremony by the Uttar Pradesh Government
2019	Awarded "One of the 25 fastest growing electronic manufacturing company certificate by the CEO Magazine.
2019	Awarded "Largest Company in off-grid inverter" at the Sigma Summit - Conference and exhibition on solar applications and innovation organized by Enxpo Infomedia.
2019	Awarded "India's Most Preferred Smart City Brands" by UBM India.
2020	Awarded "India's Most Preferred Solar Energy Brands" by Informa Market.
2024	Awarded 'Certificate of Conformity' from European Certification and Inspection Limited.
2025	Awarded 'Renewable Energy Excellence Award Solar Battery Manufacturing' by Indian Chamber of Commerce

Information Technology

Information technology has emerged as a key business enabler for us and plays an important role in improving our overall productivity, customer service and risk management. We have stable and secure IT supporting our business and strategic initiatives. We use ERP software for accounting and purchase management, call tracker software for automation of sales, operation and supply chain related activities, and Jetferry for strategic planning, forecasting and reporting. We use AI for selling and understanding of sales calls received from customer. We are also developing a smart reference system to enable customers to find known users with similar rooftop setups nearby. Our existing customers can also refer others to us through this system, earning UTL Credits, which can be redeemed for battery replacements, product upgrades, or services.

Competition

Some of our key competitors across our business verticals include Luminous Power Technologies Limited, Waaree Energies Limited, Premier Energies Limited, Insolation Energy Limited, Genus Innovation Private Limited, Exicom Tele-Systems Limited, Okaya Power Private Limited, Livguard Energy Technologies Private Limited, Microtek International Private Limited.

We believe we are well-positioned to compete with these companies given the ecosystem we have created in the roof top solar segment, our vast product portfolio and expansive distribution network along with exclusive shoppes. With over 28 years of operating history in the solar energy segment, our product development capability and our range of solar inverter, solar panels and batteries we aim to compete effectively with our industry peers. For further information on the competition, we face in the markets in which we operate, see "*Risk Factors – We face intense competition in our markets, and we may lack sufficient financial or other resources to maintain or improve our competitive position*" and "*Industry Overview*" on pages 48 and 153, respectively.

Health, Safety and Environment

Our activities are subject to the environmental laws and regulations of India. For information regarding applicable health, safety and environmental laws and regulations, see "*Key Regulations and Policies*" on page 264.

We consider environmental issues to be an important factor in our operations and we take various measures to ensure that our operations do not negatively impact the environment. All our manufacturing facilities are certified under the relevant ISO standards on, quality management system occupational health and management system and environmental management system. We have equipped our units with solar power generation systems, to support the operational energy demands of the facilities. Moreover, the solar panels installed on the rooftops serve a dual purpose: in addition to generating power, they function as thermal insulators, effectively reducing indoor temperatures and enhancing overall energy efficiency within the manufacturing environment. Routine assessments are conducted to identify potential hazards, and corrective measures are implemented promptly to mitigate any identified risks in the manufacturing setup. We regularly monitor workplace conditions, provide health check-ups, and offer wellness programs aimed at maintaining the physical and mental well-being of employees.

In line with our mission to reduce energy waste, we have adopted regenerative load banks for testing power electronics equipment and batteries. Unlike traditional load banks, which dissipate energy as heat, our regenerative load banks feed this energy back to the grid, reducing energy waste. We have implemented several energy-saving measures, including Automatic Power Factor Controllers, automatic fans controlled via thermocouples and relays, implementation of automatic demand controller for air compressor, the use of energy-efficient brushless DC motor fans and lighting across our facilities. Effluent treatment plant and water treatment plant systems efficiently treat and recycle water within our manufacturing processes, significantly reducing the need for external water resources and contributing to energy and resource saving. We foster a company-wide mindset of sustainability by engaging staff at all levels in energy-saving initiatives. This commitment is strengthened through regular employee feedback, ongoing training programs on energy conservation, routine energy audits, and benchmarking to ensure continuous progress in this critical area.

Insurance

Our operations are subject to hazards inherent in manufacturing facilities such as risk of equipment failure, work accidents, fire, earthquakes, flood and other force majeure events, acts of terrorism and explosions including hazards that may cause injury and loss of life, severe damage to and the destruction of property and equipment and environmental damage. We maintain ongoing insurance policies in order to manage the risk of losses from potentially harmful events, including: (i) Marine, aviation and other transport insurance (ii) vehicle insurance (iii) basic fire, STFI (storm, tempest, flood and inundation) cover, earthquake, burglary and theft insurance(iv) stock insurance (v) riots, strikes and malicious damage insurance and other general insurances.

In addition, we offer 10 years product warranty and 25 years performance warranties for solar panels which further instill confidence in our customers. We also provide 10 years product warranty for on-grid inverters. 2-5 years product warranty for off-grid inverters, hybrid inverters, batteries and other product ranges. If a manufacturing defect is discovered during the relevant warranty period, we are required to repair or replace the solar panel.

The table below provides details of our warranty expenses and provision for warranty as a percentage of our revenue from operations the years indicated:

Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (₹ million)	Percentage of revenue from operations (%)	Amount (₹ million)	Percentage of revenue from operations (%)	Amount (₹ million)	Percentage of revenue from operations (%)
Warranty Expense	9.38	0.10%	6.50	0.10%	5.34	0.11%
Provisions for Warranty*	20.07	0.22%	19.17	0.29%	17.64	0.35%

** Includes current and non-current provisions*

We believe our insurance coverage is on comparable terms to that generally carried by companies engaged in similar businesses in India.

Human Resources

As of September 30, 2024, we had 1,808 full-time employees. In addition, we contract with third party manpower and services firms for the supply of contract labour for, amongst others, production, material and product handling, and other miscellaneous works at our facilities and sites. As of September 30, 2024, we had engaged 1,448 contract labour. The number of contract labourers varies from time to time based on the nature and extent of work contracted to independent contractors.

Our human resource practices are aimed at recruiting talented individuals, ensuring continuous development and addressing their grievances, if any, in a timely manner. We conduct training workshops for our employees to develop a variety of skill sets and organize modules at regular intervals to promote teamwork and personal growth of employees. We train all our employees in our manufacturing operations, including machine utilization, operations flow, quality management and work safety. Our employees are not unionised into any labour or workers' unions, and we have not experienced any major work stoppages due to labour disputes or cessation of work in the last three Fiscals. For further information, see "*Risk Factors – We operate in a labour-intensive industry and are subject to stringent labour laws and any strike, work stoppage or increased wage demand by our employees or any other kind of disputes with our employees could adversely affect our business, financial condition, results of operations and cash flows*" on page 58.

Intellectual Property

Our success depends in part on our ability to protect our technology and intellectual property. In the course of our business, we use various financial, business, scientific, technical, economic and engineering information, formulas, designs, methods, techniques, processes and procedures, all of which is confidential and proprietary information. We primarily rely on a combination of trademarks and other intellectual property laws and non-disclosure agreements to establish and protect our intellectual property rights. Please see below details of our registered and pending intellectual properties.

Sr. No.	Particulars	Status	Registration number / Application number	Date of registration / application	Date of Expiry
1.	Certificate of Registration of Design for Battery Cover	Registered	382645-001	March 30, 2023	NA
2.	Certificate of Registration of Design for Battery Pack Cabinet	Registered	382659-001	March 31, 2023	NA
3.	Certificate of Registration of Design for Hybrid Inverter Cabinet	Registered	382661-001	March 31, 2023	NA
4.	Patent of RMPPT Technology for Energy Solar Harvesting from Solar Panel	Registered	501502	December 07, 2018	NA
5.	Trademark for Fujiyama	Registered	3432499	December 14, 2016	December 14, 2026
6.	Trademark for UTL	Registered	4352831	November 20, 2019	November 20, 2029
7.	Trademark for UTL Solar	Registered	4247386	July 26, 2019	July 26, 2029

S. No.	Particular	Application No.	Description	Date of application	Status
1.	Patent	202311024256	A Zeta Battery Charger	March 30, 2023	Pending
2.	Patent	202311024257	A Hybrid Charge Controller Rectifier System	March 30, 2023	Pending
3.	Patent	202311024255	A Hybrid Solar Inverter	March 30, 2023	Pending
4.	Patent	202311031675	A Single-Phase Battery Charging Device for Testing Battery Health	May 3, 2023	Pending
5.	Trademark	6621518	Fujiyama Solar	September 12, 2024	Pending

Corporate Social Responsibility

We have constituted a corporate and social responsibility ("**CSR**") committee of our Board of Directors (the "**CSR Committee**") and have adopted and implemented a CSR policy, pursuant to which we carry out various CSR activities. Our CSR activities are primarily focused on, amongst others:

- Creating sustainable livelihoods, alleviate poverty through promotion of afforestation, water stewardship, sustainable agriculture and women empowerment.
- Build capabilities for tomorrow through interventions in education, vocational training, sanitation, school, safe drinking water.
- Protect national heritage, art and culture, and preserving and promoting music and sports.
- Provide relief and assistance to victims of disasters and calamities

Certain of our corporate social responsibility initiatives during the last three Fiscals included:

- Supporting the Akashiganga Foundation, a non-government, non-profit organization dedicated to the integrated development of marginalized communities with the core objectives being empowering women and children in need and uplifting and supporting the rural and underprivileged.
- Partnering with Om Sarvodayam Sansthanam to address the needs of animals and vulnerable groups.
- Investing in technical education programs that empower the next generation of innovators and leaders.

We seek to integrate our business values and operations in an ethical and transparent manner to improve our initiatives related to quality management, environment preservation and social awareness. We believe that corporate social responsibility is an integral part of our business strategy and purpose. For Fiscal 2022, 2023 and 2024, our corporate social responsibility expenses were ₹ 2.2 million, ₹ 5.1 million and ₹ 5.15 million, respectively.

For further information, see "*Our Management - Corporate Governance*" on page 289.

Property

The table below provides leasehold details of our manufacturing facilities, our Corporate Office and our Registered office, as on the date of this Draft Red Herring Prospectus.

Location of the Property	**Address**	**Leased/ Owned/Sub-leased**	**Validity Period**	**Name of Lessor(s)**	**Date of purchase/lease**	**Rent (in ₹ million)**	**Whether leased with related party**
Parwanoo Facility	Khasra No. 182, Vill-Naryal, Parwanoo, Himachal Pradesh - 173220, India	Leasehold	11 months	AR Construction	January 1, 2025	0.10 per month	Yes (UPS Inverter is part of our Promoter Group)
				Fairmount Rubber Industry	January 1, 2025	0.08 per month	
				UPS Inverter	October 1, 2024	0.10 per month	
Parwanoo Facility	Khasra No. 493/400, Village Naryal, Sector 4, Parwanoo, HP-173220	Leasehold	11 months	Raghubir Singh	December 1, 2024	0.01 per month	No

Location of the Property	Address	Leased/ Owned/Sub-leased	Validity Period	Name of Lessor(s)	Date of purchase/lease	Rent (in ₹ million)	Whether leased with related party
Greater Noida Facility and Corporate Office	Plot No. 51-52, Sector Ecotech-1, Ecotech extension-1, Greater Noida, Gautam Buddha Nagar, Uttar Pradesh – 201310, India	Leasehold	90 years	Greater Noida Industrial Development Authority	April 26, 2019	(No monthly rent payable as amount paid upfront for entire lease period)	No
Bawal Facility	Plot No. 5 and 14 , Sector 6, HSIIDC, IMT Bawal, Dist-Rewari, Haryana – 123501, India	Owned	-	-	August 22, 2022	-	-
Registered Office	53A/6, Near NDPL Grid Office, Near Metro Station, Industrial Area, New Delhi, Sat Guru Ram Singh Marg, Delhi – 110015, India	Leasehold	11 months	Yogesh Dua and Shiv Kumar Garg	October 1, 2024	0.20 per month	Yes (Yogesh Dua is our Promoter and Shiv Kumar Garg is part of our Promoter Group)

The table below provides details of our other properties leased for the purpose of our upcoming manufacturing facilities as on the date of this Draft Red Herring Prospectus.

Location of the Property	Address	Leased/ Owned/ Sub-leased	Validity Period	Name of Lessor(s)	Date of lease	Rent (in ₹ million)	Whether leased with related party
Dadri, Uttar Pradesh	Village-Dadri. Khasra No. 345/1, 345/2, 345/3, Road - Nangla Chamroo, Greater Noida, Uttar Pradesh -203207	Leasehold	10 years	M/s Ganpati Ventures and M/s Varada Warehousing & Logistics Pvt. Ltd.	December 16, 2024	1.79 per month	No
Dadri, Uttar Pradesh	Village-Dadri. Khasra No. 347/1, 347/2, 347/3, 349/2, 349/3, Road - Nangla Chamroo, Greater Noida, Uttar Pradesh -203207	Leasehold	10 years	M/s Ganpati Ventures	December 16, 2024	2.68 per month	No
Ratlam Facility	Plot No. 11, Industrial Area, Nivesh Kshetra, Ratlam, District Ratlam, Madhya Pradesh - 457001	Leasehold	99 years	Madhya Pradesh Industrial Development	December 18, 2024	2.72 per year	No

Location of the Property	Address	Leased/ Owned/ Sub-leased	Validity Period	Name of Lessor(s)	Date of lease	Rent	Whether leased with related party
						(in ₹ million)	
				Corporation			

The table below provides details of our other properties leased as on the date of this Draft Red Herring Prospectus:

Sr. No.	Address	Leased/ Owned/ Sub-leased	Validity Period	Name of Lessor(s)	Date of lease	Rent (in ₹ million)	Whether leased with related party
2.	Khasra No. Ground Floor, 179/2 Village Naryal, Parwanoo, Kasouli Dist. Solan (H.P),	Leasehold	11 months	Anju Sharma	January 1, 2025	0.01 per month	No
3.	Unit No-A-108 Ground Floor in Block No-A situated at Commercial Scheme Dudheshwar, Shahibaug, Ahmedabad-380004	Leasehold	11 months	Kirt bhai R Patel HUF	December 10, 2024	0.01 per month	No
4.	Plot No. 55, Ecotech-I, Extn-I, Greater Noida, Uttar Pradesh 201310	Leasehold	7 years	M/s Pawan Education Private Limited	May 1, 2024	0.54 per month	No
5.	Property No. D35, Epip, Kasna Site V Greater Noida, Uttar Pradesh 201306	Leasehold	3 years	Rajshi Technologies Private Limited	January 25, 2024	0.16 per month	No
7.	Second Floor of Part of Property No.2A (known as Private No.2A/8A), Part Of Municipal No.63, Situated At Rama Road, Najafgarh Road Indl.Area, New Delhi-110015,	Leasehold	6 years	Ridhima Arora	July 1, 2024	0.30 per month	No
8.	Plot No.59, Sector-1, Parwanoo Tehsil, Kasouli District - Solan	Leasehold	11 months	Trilokpur Sharda Rubber Private Limited	January 1, 2025	0.03 per month	No
9.	Astha Enclave Gas Godown Road, Jakariyapur Pahari, Patna-800007	Leasehold	5 years	M/S Warehousing Logistics	March 15,	0.03 per month	No

Sr. No.	Address	Leased/ Owned/ Sub-leased	Validity Period	Name of Lessor(s)	Date of lease	Rent (in ₹ million)	Whether leased with related party
				Private Limited	2024		
10.	Khasra No.173/2 UP Muhal, Village Naryal, Parwanoo, the Kasouli District Solan, (H.P) Building, i.e, 1st, and 2nd floor	Leasehold	11 months	Suresh Kumar	January 1, 2025	0.01 per month	No

For further information in the relation to the risks relating to our leasehold property, see *"Risk Factors - Our Registered Office, Corporate Office and two of our manufacturing facilities are located on leased premises. There can be no assurance that such lease agreements will be renewed upon termination or that we will be able to obtain other premises on lease on the same or similar commercial terms."* on page 64.

KEY REGULATIONS AND POLICIES IN INDIA

The following description is a summary of certain key statutes, rules, regulations, notifications, memorandums, circulars and policies which are applicable to our Company, and the business undertaken by our Company. The information detailed in this chapter has been obtained from sources available in the public domain and is based on the current provisions of Indian law and the judicial, regulatory and administrative interpretations thereof, which are subject to change or modification by subsequent legislative actions, regulatory, administrative, quasi-judicial, or judicial decisions. The regulations set out below may not be exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to substitute professional legal advice. Under the provisions of various Central Government and State Government statutes and legislations, our Company are required to obtain and regularly renew certain licenses or registrations and to seek statutory permissions to conduct our business and operations. *For details, see "Government and Other Approvals" on page 408.*

Industry Specific Laws

Bureau of Indian Standards Act, 2016 (the "BIS Act") and Solar Systems, Devices and Component Goods Order, 2025

The Bureau of Indian Standards Act, 2016 provides for the establishment of the Bureau of Indian Standards ("**BIS**") as the national standards body for the standardization, conformity assessment and quality assurance of goods. Functions of the Bureau include, *inter alia*, (a) establishing, publishing, reviewing and promoting the Indian standard, in relation to any goods, article, process, system or service (b) adopting as an Indian standard, any standard established for any article or process by any other institution in India or elsewhere; (c) establishing a standard mark in relation to each of its conformity assessment schemes, which shall be of such design and contain such particulars as may be specified by regulations to represent a particular standard ("**Standard Mark**"); and (d) appointing certification officers for inspecting whether any goods, article, process, system or service in relation to which the Standard Mark has been used conforms to the relevant standard. A person may apply to the BIS for grant of license or certificate of conformity, if their articles, goods, process, system or service confirms to the Indian standard.

The Ministry of New and Renewable Energy ("**MNRE**"), in exercise of the powers of the Central Government under the BIS Act and in consultation with the BIS, has issued the Solar Systems, Devices and Component Goods Order, 2025 dated January 27, 2025. ("**Order**"), in supersession of the earlier Solar Photovoltaics, Systems, Devices and Components Goods (Requirements for Compulsory Registration) Order dated August 30, 2017. The said Order will come into force on the expiry of 180 days from the date of its publication, i.e., on July 26, 2025. In terms of the said Order, any manufacturer who manufactures, stores for sale, sells or distributes: (1) crystalline silicon terrestrial PV modules (Si wafer based); (2) thin film terrestrial Photovoltaic ("**PV**") modules (a-Si, CiGs and CdTE); (3) storage battery (4) power inverters for use in PV power system; (5) utility interconnected photovoltaic inverters; (collectively the "**Goods**"), as more particularly described in the table of the said Order, shall compulsorily apply to the BIS and obtain registration for use of the Standard Mark (*as defined under the said Order)* in relation to such Goods and conform to the Indian Standards a per the Scheme II of the Bureau of Indian Standards (Conformity Assessment) Regulations, 2018. However, nothing in the said Order shall apply to manufacture of Goods meant for export. This Order shall not affect the validity of the license of existing goods or articles having valid license as per the provisions of Solar Photovoltaics, Systems, Devices and Components Goods (Requirements for Compulsory Registration) Order, 2017 and fresh registration or grant of license to use standard mark and renewal of registration after expiry of validity period shall be done under the provisions of this Order.

The Legal Metrology Act, 2009 ("L.M. Act")

The L.M. Act governs the standards/units/denominations used for weights and measures as well as for goods which are sold or distributed by weight, measure or number. It also states that any transaction/contract relating to goods/class of goods shall be as per the weight/measurement/numbers prescribed by the L.M. Act. Moreover, the L.M. Act prohibits any person from quoting any price, issuing a price list, cash memo or other document, in relation to goods or things, otherwise than in accordance with the provisions of the L.M. Act. The specifications with respect to the exact denomination of the weight of goods to be considered in transactions are contained in the rules made by each state. The L.M. Act also provides Legal Metrology (Packaged Commodities) Rules, 2011 ("**Rules**"). These Rules regulate pre-packaged commodities in India and *inter alia* mandate certain labelling requirements prior to sale of such commodities.

Approved Models and Manufacturers of Solar Photovoltaic Modules (Requirement for Compulsory Registration) Order, 2019 ("ALMM Order/ "ALMM")

To ensure the quality of solar cells and solar modules used in Solar PV power plants, the MNRE issued the ALMM Order on January 2, 2019. The ALMM Order provides that only the models and manufacturers included in the ALMM, which is a list of eligible models and manufacturers complying with BIS standards, published by the MNRE would be eligible for use in government / government assisted projects under government schemes and programmes installed in the country, including projects set-up for sale of electricity to the government under the "Guidelines for Tariff Based Competitive Bidding Process for Procurement of Power from Grid Connected Solar PV Power Projects" dated August 3, 2017 and the amendments thereof (collectively, the "**Applicable Projects**"). According to the ALMM Order, the word "Government" shall include Central Government, State Governments, central public sector enterprises, state public sector enterprises and, central and state organisations/ autonomous bodies. The ALMM consists of List-I, specifying models and manufacturers of Solar PV modules and List-II specifying models and manufacturers of solar PV cells. Since March 31, 2020, Solar PV module manufacturers in List-I have to mandatorily source PV solar cells only from manufacturers in List-II for the Applicable Projects.

Manufacturers are required to make an application to the MNRE for inclusion in the ALMM. For being eligible to be included in List-I, the manufacturers are required to obtain a BIS certification in accordance with the Compulsory Registration Order. Before inclusion in the ALMM, an MNRE team will conduct inspection of the manufacturing facility of manufacturers whose models are certified/registered under the Compulsory Registration Order. If enlisted, such enlistment shall be valid for a two-year period and can be renewed by submitting necessary documents and continued satisfactory performance of their products. Enlisted models and manufacturers will be subjected to random quality tests and any failure or non-compliance will lead to removal from the ALMM.

With effect from March 10, 2023, the ALMM Order had been kept in abeyance for one financial year, i.e., FY 2023-24. Thus, Applicable Projects commissioned by March 31, 2024, were exempted from the requirement of procuring Solar PV modules from the ALMM. However, the MNRE by way of an office memorandum dated March 29, 2024, has reinstated the ALMM Order, with effect from April 1, 2024. Further, the MNRE has issued the draft amendment to the ALMM Order on September 7, 2024 ("**Draft Amendment**") for implementation of the ALMM for Solar PV cells. The Draft Amendment proposed to issue List-II of Solar PV cells under ALMM, which shall be effective from April 1, 2026. The MNRE published an updated ALMM List-I through its office memorandum dated September 27, 2024. By way of an amendment dated December 9, 2024 ("**Amendment Order**"), the MNRE has introduced the List-II specifying the models and manufacturers of solar PV cells. With effect from June 1, 2026, all projects falling under the purview of the ALMM shall have to source their solar PV modules from models and manufacturers enlisted in List-I for solar PV modules and such solar PV modules will be required to source their solar cells from the models and manufacturers enlisted in the ALMM List-II, ensuring quality and reliability in solar PV cells used in India's energy infrastructure.

*Domestic Content Requirement ("**DCR**")*

The MNRE has issued the DCR, *inter alia*, mandating that solar PV cells and modules used in government-funded solar power projects, must be sourced from domestic manufacturers in India. Certain MNRE schemes like the Central Public Undertaking ("**CPSU**") Scheme Phase - II, PM Surya Ghar: Muft Bijli Yojana and Pradhan Mantri Kisan Urja Suraksha evam Utthaan Mahabhiyan ("**PM KUSUM**") incorporate provisions for DCR. Post an amendment to the ALMM Order dated August 7, 2024, all existing ALMM-enlisted and new solar PV manufacturers must be registered with the DCR portal, which is operated by the National Institute of Solar Energy, to track the DCR in solar PV cells and modules deployed domestically. If any Solar PV Module which has been claimed by the manufacturer to be DCR compliant, fails in DCR verification through this portal, the concerned manufacturer will have to face actions/penalties for violation of such DCR provisions. The MNRE by an office memorandum dated November 11, 2024, has mandated all solar cell and module manufacturers to file past data (from January 1, 2024 onwards) in respect of DCR-compliant solar PV modules on the DCR portal for verification. The MNRE has also prescribed that from December 1, 2024, any solar PV module, whose DCR credentials cannot be verified through the portal, shall not be accepted under the MNRE schemes mentioned above.

Public Procurement (Preference to Make in India) Order for Renewable Energy Sector, 2018 ("Make in India Renewable Energy Order")

Pursuant to the Public Procurement (Preference to Make in India) Order, 2017 dated June 15, 2017 issued by the DIPP (the "**Make in India Order**") to promote the manufacture and production of goods and services in India, the MNRE has issued the Make in India Renewable Energy Order on December 11, 2018, directing all departments / attached offices / subordinate offices of the MNRE or autonomous bodies controlled by the Central Government or government companies (as defined under the Companies Act, 2013) to adhere to the Make in India Order with respect to all of their procurements. For grid connected solar power projects, apart from civil construction, central ministries, departments, and central public sector undertakings, are required to give preference to domestically manufactured components, with solar modules required to be 100% locally manufactured and other components such as inverters required to be at least 40% locally manufactured. With respect to off grid / decentralized solar power, the requirement of local content in solar streetlights, solar home lighting systems, solar power packs / micro grid, solar water pumps, inverters, batteries, and any other solar PV balance of system is at least 70%.

Energy Conservation Act, 2001 ("Energy Conservation Act")

The Energy Conservation Act was enacted to provide for efficient use of energy, its conservation and for matters connected therewith and/ or incidental thereto. The Energy Conservation Act provides for regulation of energy consumption by equipment, appliances, vehicles, vessels, industrial units, buildings or establishments that consume, generate, transmit or supply energy. The Energy Conservation Act has set up the Bureau of Energy Efficiency ("**BEE**") to recommend regulations and standards for energy consumption. The Energy Conservation Act was amended by the Energy Conservation (Amendment) Act, 2022. With special focus on promotion of new and renewable energy and to facilitate the achievement of "Panchamrit" — the five nectar elements or goals presented by India at the COP-26 (Conference of Parties -26), Glasgow in 2021, the Energy Conservation Act, as amended, aims to promote renewable energy and develop the domestic carbon market to combat climate change and introduce new concepts such as carbon credit trading scheme and mandate the use of non-fossil sources for designated consumers to ensure faster decarbonisation and help achieve sustainable development goals in line with the Paris Agreement and various other actions related to climate change.

National Electricity Plan 2022-32 ("NEP")

Section 3(4) of Electricity Act, 2003 stipulates that, the Central Electricity Authority ("**CEA**") shall prepare a National Electricity Plan in accordance with the National Electricity Policy and notify such plan once in five years. The CEA released the NEP Volume-I dated May 18, 2023 on generation planning covering the period from 2022 to 2032. As outlined in the NEP document, the anticipated all-India peak electricity demand and electrical energy requirement are projected to be 277.2 GW and 1907.8 billion units (BU) for the year 2026-27, and 366.4 GW and 2473.8 BU for the year 2031-32, based on the 20th Electric Power Survey (EPS) Demand projections. The Energy Requirement & Peak Demand are inclusive of the impact due to increased adoption of Electric Vehicles, Installation of Solar roof tops, Production of Green hydrogen, Saubhagya scheme etc. The NEP Volume-II on Transmission was released in October 2024 incorporating the review of development of transmission system during 2017-22, planning for the ongoing plan period 2022-27 and perspective plan for 2027-32 keeping in view various factors, such as inter-regional transmission links, reactive compensation, cross border exchange of power etc. The NEP provides for steps to be taken to mitigate the energy requirements including targeted clean energy resources

Standards and Labelling Program for Grid Connected Solar Inverters ("S&L" Program)

The S&L Program for equipment and appliances was initiated in 2006 with the main objective to provide the consumers an informed choice about the energy and cost-saving potential of the star labelled appliances/equipment being sold in the market. The S&L Program had covered 35 appliances as of January 2024 out of which 16 are under the mandatory regime while the remaining 19 are under voluntary regime.

To regulate the solar panel market, the BEE launched the S&L Program for solar module on October 20, 2023. To further optimize the efficiency of the solar PV system, the BEE launched the 'S&P Program for Grid Connected Solar Inverters' under voluntary regime on March 15, 2024. The program is valid from March 15, 2024 to December 31, 2025. The objective of the S&P Program for grid connected solar inverters is to help the Indian customers to make an informed purchase decision and contribute towards the Government of India's larger goal of reducing the CO_2 emission.

PM Surya Ghar Muft Bijli Yojana ("PM Bijli Yojana")

The PM Bijli Yojana, was approved by the Government of India on February 29, 2024 and the scheme received administrative approval on March 16, 2024. The scheme aims to provide free electricity to households in India generated through use of renewable energy and therefore reduce carbon emissions. Under the PM Bijli Yojana, households will be provided with a subsidy of 60% of the solar unit cost for systems up to 2KW capacity and 40% of additional system cost for systems between 2 to 3KW capacity. The subsidy has been capped at 3KW capacity.

In order to avail benefits of PM Bijli Yojana, the household must be an Indian citizen, own a house with a roof that is suitable for installing solar panels, have a valid electricity connection and must not have availed any other subsidy for solar panels. Further, the PM Bijli Yojana also supports the installation of grid-connected rooftop solar projects in the residential sector through Central Financial Assistance from the central government.

Framework for enlistment of models of OEMs of Solar PV Modules and Inverters under the PM Surya Ghar Muft Bijli Yojana

The GoI approved the PM-Surya Ghar: Muft Bijli Yojana on February 29, 2024, which is a scheme aimed at significantly increasing rooftop solar capacity across residential households with a financial outlay of ₹ 750.21 million and is set to run until 2026-27, contributing to a sustainable energy future. Under this scheme, the MNRE has introduced a comprehensive framework for the enlistment of models from OEMs of solar PV modules and inverters to assist consumers in making informed decisions about solar PV modules and inverters. The models of solar PV modules and inverter manufacturers satisfying the eligibility criteria as well as undertaking the enlistment procedure shall be listed on the National Portal as those offering superior performance, for the benefit of the consumer.

PM Electric Drive Revolution in Innovative Vehicle Enhancement ("PM E-DRIVE")

The Ministry of Heavy Industries, Government of India, on September 29, 2024 notified the PM E-DRIVE scheme to accelerate electric vehicle ("**EV**") adoption, establish charging infrastructure and foster the development of the EV manufacturing ecosystem in the country. This scheme has a budget of ₹ 109,000 million, of which ₹ 20,000 million have been kept for the installation of EV public charging stations. The scheme will be implemented from October 1, 2024 to March 31, 2026.

Further, the Ministry of Power has issued guidelines for " Installation and Operation of Electric Vehicle Charging Infrastructure-2024" on September 17, 2024, superseding the 2018 guidelines on "Charging Infrastructure for Electric Vehicles – Guidelines and Standards". The guidelines outline the standards and protocols to create connected and interoperable EV charging infrastructure network in the country. The guidelines cover public, semi-public, and private charging stations, along with the responsibilities of manufacturers, operators, power utilities, and regulatory bodies at both state and central levels.

Pradhan Mantri Kisan Urja Suraksha evam Utthaan Mahabhiyan Scheme, 2019 ("PM KUSUM")

The PM KUSUM scheme was originally implemented by the MNRE in 2019 with three components: (i) Component A – For setting up of 10,000 MW of decentralised grid connected renewable energy power plants on barren land. Under this component, renewable energy-based power plants (REPP) of capacity 500 KW to 2 MW will be set up by individual farmers / group of farmers / cooperatives / panchayats / farmer producer organisations (FPO) / water user associations (WUA) on barren land. The power generated will be purchased by state electricity distribution companies (DISCOMs) at pre-fixed tariff; (ii) Component B – For installation of 1.75 million standalone solar agriculture pumps. Individual farmers will be supported to install standalone solar agriculture pumps of capacity upto 7.5 HP for replacement of existing diesel agriculture pumps / irrigation systems in off-grid area, where grid supply is not available; and (iii) Component C – For solarisation of 1 million lakh grid connected agriculture pumps. Under this component, individual farmers having grid connected agriculture pumps will be supported to solarise pumps. The farmers will be able to use the generated solar power to meet their irrigation needs and excess power will be sold to DISCOMs at pre-fixed tariff.

The scope of the PM KUSUM scheme was expanded in 2021, aiming to provide 2 million farmers with assistance to install standalone solar pumps, and another 1.5 million farmers to be assisted with solarising their grid-connected pump sets.. The MNRE vide its order dated August 1, 2022, extended the scheme till December 31, 2026 along with certain amendments to the implementation guidelines of the PM KUSUM scheme.

Prime Minister – Janjati Adivasi Nyaya Maha Abhiyan ("PM JANMAN")

The Union Cabinet on November 28, 2023 approved PM JANMAN with an outlay of ₹ 241,040 million to focus on 11 critical interventions through 9 ministries/ departments, aiming to reach out to tribal groups and primitive tribes most of which still dwell in the forests.

The PM JANMAN is aimed to improve the socio-economic status of particularly vulnerable tribal groups ("**PVTGs**") by bridging gaps in health, education, livelihoods, improving basic infrastructure in PVTG communities, habitations, and families, aligning with existing schemes of nine ministries/departments, covering 75 PVTG communities residing in 18 States and 1 Union Territory of India.

The MNRE introduced the "New Solar Power Scheme (for PVTG Habitations/Villages)" under PM JANMAN on January 4, 2024. The scheme was revised by an order dated October 18, 2024 and the revised "New Solar Power Scheme (for tribal and PVTG Habitations/Villages)" under the PM JANMAN and the Pradhan Mantri Janjatiya Unnat Gram Abhiyan ("**PM JUGA**") has been implemented, replacing the previous "New Solar Power Scheme (for PVTG Habitations/Villages)" under the PM JANMAN.

The revised scheme aims to electrify one lakh un-electrified households in tribal and PVTG areas by provision of off-grid solar systems. The scheme also includes provisions for providing off-grid solar lighting in 1500 multi-purpose centres in PVTG areas as approved under PM JANMAN and for solarisation of 2,000 public institutions through off-grid solar systems as approved under PM JUGA. The off-grid electrification is recommended only in locations where electricity supply through grid is not techno-economically feasible, as per the norms specified by the Ministry of Power under the "Revamped Distribution Sector Scheme". The overall approved financial outlay of the scheme is ₹ 9,150 million. The scheme will run from FY 2023-24 to FY 2028-29.

National Solar Mission ("NSM")

The NSM was approved by the Government of India on November 19, 2009, and launched on January 11, 2010 under the National Action Plan on Climate Change. The immediate aim of the NSM was to focus on setting up an enabling environment for solar technology penetration in the country both at a centralized and decentralized level. The NSM had set a target of 100 GW of solar power in India by 2022 and sought to implement and achieve the target in three phases (Phase I from 2012 to 2013, Phase II from 2013 to 2017 and Phase III from 2017 to 2022). The NSM envisages achieving grid parity by 2022 and parity with coal-based thermal power by 2030, recognizing that this cost trajectory will depend upon the scale of global deployment and technology development and transfer.

M-SIPS

The M-SIPS was launched in July 2012 to promote large scale manufacturing in the electronics system design and manufacturing ("**ESDM**") sector in India. The scheme aimed at providing incentives for investments on capital expenditure in the sector with 20% subsidy for investments in special economic zones and 25% subsidy in non-special economic zones covering several categories/verticals across the value chain (raw materials including assembly, testing, packaging and accessories, chips, components). Initially, it was opened to receive applications till July 26, 2015, but was later revised vide notification dated August 3, 2015, to extend beyond July 2015 and to cover 15 new categories. It was further amended vide notification dated January 30, 2017, to expedite investments in the sector by amending the period of ten years to five years for which incentives would be available from the date of approval of the project. The M-SIPS was closed to receiving new application on December 31, 2018.

Annexure 4 of the guidelines for the "Operation of the Modified Special Incentive Package Scheme for Electronics System Design and Manufacturing Sector" ("**Guidelines**") provides the investment threshold and financial incentives for ESDMs, which include solar photovoltaics. These thresholds were later revised vide notification dated August 03, 2015. Further, the annexure-5 of the Guidelines, titled "List of verticals of ESDM for which incentives are available under M-SIPS" also includes "Solar Photovoltaic including thin film, polysilicon, etc." According to the press release of the MNRE dated December 8, 2022, the M-SIPS covers Solar PV cells, solar PV modules, EVA, backsheet and solar glass. However, as mentioned before, applications to M-SIPS were closed in December 2018.

State Solar, Electronic Manufacturing and Investment Policies

Our Company's operations are also subject to the solar policies framed in the states in which we manufacture and supply our products to solar projects. Such policies typically provide a framework for the governance of the solar power industry and projects, procedures for undertaking of bids, terms of the renewable purchase obligations, connectivity to grid lines and the measures to be taken to promote the development of solar power in the state, including incentives to manufacturer such as grants of concessions on certain taxes, research and development initiatives.

Uttar Pradesh Electronic Manufacturing Policy, 2020

The Uttar Pradesh Electronic Manufacturing Policy, 2020 ("**Policy**") aims to accelerate the ESDM ecosystem in the state. The objectives of the Policy are to establish Uttar Pradesh as the preferred destination for electronics industry, to establish three electronic manufacturing clusters in the state, to provide approximately four lakh employment opportunities within the state and foster a culture of research, innovation and entrepreneurship. The policy applies to the entire state, and all incentives provided under it are available to eligible units establishing their operations in Uttar Pradesh. The target of the Policy is to attract investment worth ₹ 40,000 crores and is valid till 2025. The Policy was amended in 2022 to enhance subsidies, extend implementation timelines and offer broader incentives to attract investments and promote ESDM in the state.

Madhya Pradesh Industrial Promotion Policy, 2025

The Madhya Pradesh Industrial Promotion Policy, 2025 ("**Policy**") has been issued by the Department of Industrial Policy and Investment Promotion, the Government of Madhya Pradesh. The objectives of this Policy are to improve investor facilitation and enhance ease of doing business in the state, to promote environmentally sustainable industrial growth and balanced region development, to drive industrial growth in the state, , to enhance employment opportunities in the state with a special impetus on employment-intensive sectors and to create future-ready workforce by aligning state schemes with industry requirements. Any large-scale manufacturing units starting commercial period during the policy period shall be eligible to claim incentives under this policy, *inter alia*, investment promotion assistance; green industrialization assistance; IPR assistance. The policy has introduced sector-specific policy packages, in particular, the renewable energy equipment manufacturing policy which focuses on industries producing solar equipment like modules, inverters and cables; power equipment and other renewable energy technologies.

Haryana Solar Power Policy, 2016

The Government of Haryana has formulated the Haryana Solar Power Policy, 2016 to promote the generation of power from solar energy. The policy aims at increasing the share of solar power in the energy mix of the state in alignment of national policies, programmes and targets along with enabling solar equipment manufacturing and provision for solar waste management. The New and Renewable Energy Department, Haryana had prepared a draft Haryana Solar Power Policy dated November 7, 2023, inviting public comments till December 7, 2023. The policy is yet to be notified.

Uttar Pradesh Solar Power Policy, 2022

The Government of Uttar Pradesh has formulated the Uttar Pradesh Solar Power Policy, 2022 to align with India's solar energy capacity extension program. The policy targets at development of solar parks, promotion of solar energy projects with storage systems, promotion of off-grid solar applications like solar water pumps, home lighting systems, water heater, amongst others, and promotion of manufacturing industries of solar energy equipment. These targets will be achieved by introducing new mechanisms that will support consumers, businesses and developers in the sector.

Delhi Solar Energy Policy, 2023

The Government of Delhi has formulated the Delhi Solar Energy Policy 2023 with the vision to make solar energy accessible and affordable for all consumers in Delhi by creating targeted incentives and promoting innovative models for solar adoption, and at the same time creation of green jobs in Delhi. The policy aims to establish Delhi as a leading state in solar adoption and envisages a total of 4,500 MW of installed solar capacity by 2026-67 which shall include 750 MW of rooftop solar within the State and around 3,750 MW of utility scale solar from outside the State.

Himachal Pradesh Solar Power Policy, 2022

The Government of Himachal Pradesh has formulated the Himachal Pradesh Solar Energy Policy 2022 to align the state's policy goals with national targets and to promote the generation of electricity from solar energy for sustainable development. The policy aims to strengthen the state's commitment to 100% clean electricity consumption and empower people through decentralized solar power generation, particularly in remote and hilly areas. With a target of achieving 1,995 MW of solar capacity by 2029-30, the policy focuses on rooftop solar installations, solar projects, and the development of solar parks, contributing to energy security and renewable energy obligations.

Madhya Pradesh Renewable Energy Policy, 2025

The Government of Madhya Pradesh has introduced the Renewable Energy Policy 2025 aligning with India's commitments under the 26th UN Climate Change Conference of Parties held at Glasgow of achieving 500 GW of renewable energy capacity, 50% renewable energy in the total energy mix by 2030, and net-zero carbon emissions by 2070. The Policy views renewable energy as vital for future energy systems, enabling clean energy generation while driving investments, manufacturing, employment, innovation, and market development. The Policy focuses on developing the state into a renewable energy hub with a focus on creating renewable energy manufacturing equipment eco-system, facilitating large-scale adoption and deployment of renewable energy and facilitating the design, development and operationalisation of new and innovative technologies and procurement approaches which promote design and deployment of new technologies in renewable energy, renewable energy hybrid and energy storage space, in order to provide reliable and schedulable power at more cost competitive rates.

Framework for Promotion of Decentralized Renewable Energy Livelihood Applications ("DRE Policy")

The MNRE issued the DRE Policy in February 2022 with the objective of facilitating the development of an enabling ecosystem for widespread access to decentralized renewable energy ("**DRE**") applications for promoting sustainable livelihoods in the country, including in rural and remote areas. The DRE Policy aims to enable a market-oriented ecosystem to attract the private sector for the development and deployment of DRE based livelihood applications. It seeks to ensure a strong monitoring and evaluation framework for long-term performance sustainability of DRE based livelihood solutions and to assess their impact on different populations including marginalized groups and women. It also aims to promote skill development for strengthening the service infrastructure at the local level and encourage innovation and research and development to develop efficient and cost-effective DRE livelihood applications.

Production Linked Incentive Scheme 'National Programme on High Efficiency Solar PV Modules' and guidelines thereunder ("PLI Scheme" or "Scheme")

The MNRE issued the PLI Scheme on April 28, 2021. The Scheme aims to promote manufacturing of high efficiency solar PV modules in India and thus reduce import dependence in the area of renewable energy. The objectives of the Scheme are (a) to build up solar PV manufacturing capacity of high efficiency modules; (b) to bring technology to India for manufacturing high efficiency modules; (c) to promote setting up of integrated plants for better quality control and competitiveness; (d) to develop an ecosystem for sourcing of local material in solar manufacturing; and (e) employment generation and technological self-sufficiency. Under tranche I of the scheme, the MNRE has designated the Indian Renewable Energy Development Agency ("**IREDA**") as the implementing agency for the scheme and allocated an amount of ₹ 45,000 million to be spent over a period of five years. The Scheme provides for the selection of beneficiaries through a transparent bidding process and shortlisting of applications after consideration of parameters such as the extent of integration, manufacturing capacity and minimum module performance. Further, to qualify for the bid, the applicant manufacturer is required to undertake to set up a manufacturing plant of minimum 1,000 MW capacity (1,000 MW each for all individual stages included in the manufacturer's proposal). After shortlisting based on the aforesaid parameters, the shortlisted bidders are to be assigned marks, for determining their inter-se position based on certain criteria.

The MRNE notified tranche II of the PLI Scheme on September 30, 2022, with an additional allocation of ₹195,000 million for manufacture of high efficiency modules. The MRNE has designated the Solar Energy Corporation of India Limited ("**SECI**") as the implementing agency for tranche II of the Scheme. Bidders are to be selected based on parameters such as extent of integration, manufacturing capacity proposed to be set up (in GW), year-wise percentage of local value addition and year-wise performance parameters of manufactured modules. To qualify for the bid, the applicant manufacturer is required to undertake to set up a manufacturing plant of minimum 1,000 MW capacity (1,000 MW each for all individual stages included in the manufacturer's proposal). The manufacturing units sanctioned under the Scheme are eligible for availing funds on an annual basis on sale of high efficiency solar PV modules for five years from commissioning of the proposed manufacturing unit or five years from scheduled commissioning date, whichever is earlier. Consequently, in case of delayed commissioning, the PLI period would reduce from five years by the period of the delay in commissioning.

Environmental laws

Environment Protection Act, 1986 ("EP Act") and the Environment Protection Rules, 1986 ("EP Rules") read with the Environmental Impact Assessment Notification, 2006 ("EIA Notification")

The EPA has been enacted for the protection and improvement of the environment. It stipulates that no person carrying on any industry, operation or process shall discharge or emit or permit to be discharged or emit any environmental pollutant more than such standards as may be prescribed. Further, no person shall handle or cause to be handled any hazardous substance except in accordance with such procedure and after complying with such safeguards as may be prescribed. EPA empowers the Central Government to take all measures necessary to protect and improve the environment such as laying down standards for emission or discharge of pollutants, providing for restrictions regarding areas where industries may operate and generally to curb environmental pollution.

Further, the EP Rules specify, *inter alia*, the standards for emission or discharge of environmental pollutants, prohibitions and restrictions on the location of industries as well as on the handling of hazardous substances in different areas. For contravention of any of the provisions of the EP Act or the rules framed thereunder, the punishment includes either imprisonment or fine or both. Additionally, under the EIA Notification and its subsequent amendments, projects are required to mandatorily obtain environmental clearance from the concerned authorities depending on the potential impact on human health and resources.

Water (Prevention and Control of Pollution) Act, 1974 ("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 ("Air Act")

Under the Air Act, the relevant state pollution control board may inspect any industrial plant or manufacturing process and give orders, as it may deem fit, for the prevention, control and abatement of air pollution. Further, industrial plants and manufacturing processes are required to adhere to the standards for emission of air pollutants laid down by the relevant state pollution control board, in consultation with the Central Pollution Control Board. The relevant state pollution control board is also empowered to declare air pollution control areas. Additionally, consent of the state pollution control board is required prior to establishing and operating an industrial plant. The consent by the state pollution control board may contain provisions regarding installation of pollution control equipment and the quantity of emissions permitted at the industrial plant.

Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 (the "Hazardous Waste Rules")

The Hazardous Waste Rules regulate the management, treatment, storage and disposal of hazardous waste. Under the Hazardous Waste Rules, "hazardous waste" *inter alia* means any waste which by reason of characteristics such as physical, chemical, biological, reactive, toxic, flammable, explosive or corrosive, causes danger or is likely to cause danger to health or environment, whether alone or in contact with other wastes or substances. Every occupier of a facility generating hazardous waste must obtain authorization from the relevant state pollution control board. Further, the occupier, importer or exporter, or operator of a disposal facility is liable for damages caused to the environment or third party resulting from the improper handling and management and disposal of hazardous waste and shall be liable to pay any financial penalty that may be levied by the respective state pollution control board for violation of the Hazardous Waste Rules.

Battery (Waste Management) Rules, 2022 ("Battery Rules")

The Battery Rules are framed under the Environment Protection Act, 1986 and are applicable to every producer, dealer, consumer, entities involved in collection, segregation, transportation, re-furbishment and recycling of waste battery. The Battery Rules prescribe the responsibilities and functions of a producer, consumer, entity involved in collection, segregation, and treatment, refurbisher, and recycler of the batteries as well as lay down the provisions for imposition of environmental compensation. The Battery Rules cover all types of batteries regardless of chemistry, shape, volume, weight, material composition and use, (viz. electric vehicle batteries, portable batteries, automotive batteries, and industrial batteries).

E-waste Management Rules, 2022 ("E-Waste Rules)

The E-Waste Rulesapply to every manufacturer, producer, refurbisher, dismantler and recycler involved in manufacture, sale, transfer, purchase, refurbishing, dismantling, recycling, and processing of e-waste or electrical and electronic equipment as classified under the E-Waste Rules, including their components, consumables, parts, and spares which make the product operations. Under the E-Waste Rules, entities are required to register on the Central Pollution Control Board's portal as manufacturers, producers, refurbishers, or recyclers and submit their returns on the same. In case any registered entity furnishes false information or wilfully conceals information for getting registration or return or report or information required to be provided or furnished or in case of any irregularity, the registration of such entity may be revoked by the Central Pollution Control Board for a period up to three-years in addition to levy of environmental compensation charges.

Plastic Waste Management Rules, 2016 ("Plastic Waste Rules") and the Plastic Waste Management (Amendment) Rules, 2025

The Plastic Waste Management Rules, apply to every waste generator, local body, gram panchayat, manufacturers, importers and producers. Under the Plastic Waste Rules, 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 Plastic Waste Management (Amendment) Rules, 2025 *inter alia* states that a producer, importer or brand owner may, with effect from July 1, 2025, provide product information specified under Rule 11(1) of the Plastic Waste Management Rules using barcodes or quick response codes on the plastic packaging, or in the product information brochure or by printing unique numbers issued..

Labour Laws

Factories Act, 1948 ("Factories Act")

The Factories Act, 1948, serves to assist in formulating national policies in India with respect to occupational safety and health in factories and docks in India. It deals with various problems concerning safety, health, efficiency and well-being of the persons at workplaces.
The Factories Act is applicable to any factory using power and employing 10 or more workers and if not using power, employing 20 or more workers on any day of the preceding twelve months, and in any part of which a manufacturing process is being carried on with the aid of power, or is ordinarily so carried on, or whereon twenty or more workers are working, or were working on any day of the preceding twelve months, and in any part of which a manufacturing process is being carried on without any power.

Contract Labour (Regulation and Abolition) Act, 1970 ("CLRA")

The 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, in each state, 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 and Adolescent Labour (Prohibition and Regulation) Act, 1986.
- The Labour Welfare Fund Act, 1965.
- Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

To rationalize and reform labour laws in India, the Government has enacted the following codes:

(a) **Code on Wages, 2019**, which regulates and amalgamates wage and bonus payments and subsumes four existing laws namely – the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965, Professional Tax Act, 1975 and the Equal Remuneration Act, 1976. It regulates, *inter alia*, the minimum wages payable to employees, the manner of payment and calculation of wages and the payment of bonus to employees. The Code on Wages, 2019 has been notified in the Gazette of India on August 8, 2019. Through a notification dated December 18, 2020, provisions pertaining to the constitution of a Central Advisory Board have been brought into immediate effect. Other provisions of the Code on Wages, 2019 are yet to be brought into effect.

(b) **Industrial Relations Code, 2020**, which consolidates and amends laws relating to trade unions, the conditions of employment in industrial establishments and undertakings, and the investigation and settlement of industrial disputes. It subsumes and simplifies the Trade Unions Act, 1926, the Industrial Employment (Standing Orders) Act, 1946 and the Industrial Disputes Act, 1947. The Industrial Relations Code, 2020 has been notified in the Gazette of India on September 29, 2020, however, the same is yet to come into force.

(c) **Code on Social Security, 2020**, which amends and consolidates laws relating to social security, and subsumes various social security related legislations, *inter alia* including the Employee's 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. It governs the constitution and functioning of social security organisations such as the Employee's Provident Fund and the Employee's State Insurance Corporation, regulates the payment of gratuity, the provision of maternity benefits and compensation in the event of accidents that employees may suffer, among others. The Code on Social Security, 2020 has been notified in the Gazette of India on September 29, 2020. Section 142 on the identification of employees and their beneficiaries for provision of statutory benefits through Aadhar card has been brought into effect from May 3, 2021, however, other provisions of the Code on Social Security, 2020 are yet to be brought into effect.

(d) **The Occupational Safety, Health and Working Conditions Code, 2020**, consolidates and amends the laws regulating the occupational safety and health and working conditions of the persons employed in an establishment. It replaces 13 old central labour laws including the CLRA and Factories Act and received the presidential assent on September 28, 2020. The Occupational Safety, Health and Working Conditions Code, 2020 was notified in the Gazette of India on September 29, 2020, however, the same is yet to come into force.

Taxation Laws

The Income Tax Act, 1961 ("Tax Act") and the Income Tax Bill, 2025

The Tax Act deals with taxation of individuals, corporate, partnership firms and others. As per the provisions of the Tax Act, the rates at which they are required to pay tax are calculated on the income declared by them or assessed by the authorities, after availing the deductions and concessions accorded under the Act. The maintenance of books of accounts and relevant supporting documents and registers are mandatory under the Tax Act. Filing of returns of income is compulsory for all assesses. The maintenance of books of accounts and relevant supporting documents and registers are mandatory under the Tax Act. Recently, the Income Tax Bill, 2025, has been introduced which seeks to replace the Tax Act and proposes April 1, 2026, as the date of its commencement.

Goods and Services Tax Act, 2017 ("GST")

The GST is one of the most significant tax reforms introduced in the history of the Indian fiscal evolution. The central and state governments will levy GST simultaneously, on a common taxable value, on the supply of goods and services. However, in the case of imports and inter- state supplies, an Integrated Goods and Service Tax (**"IGST"**) shall be levied by the central government, proceeds of which will be shared by the central and the recipient state government. GST allow equal opportunity to the centre and the state to tax all supplies of goods and services. The single GST replaced several former taxes and levies which includes central excise duty, services tax, additional customs duty, surcharges, state-level value added tax and octroi.

Professional Tax

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of each State is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the incomes of individuals, profits of business or gains in vocations.

Intellectual Property Laws

The Trademarks Act, 1999 ("Trademarks Act")

The Trademarks Act governs the statutory protection of trademarks and prevention of the use of fraudulent marks in India. It provides for the application and registration of trademarks in India. It also provides for exclusive rights to marks such as brand, label, and heading and to obtain relief in case of infringement for commercial purposes as a trade description. Under the provisions of the Trademarks Act, an application for trademark registration may be made with the Controller General of Patents, Designs and Trademarks by any person or persons claiming to be the proprietor of a trademark, whether individually or as joint applicants, and can be made based on either actual use or intention to use a trademark in the future. Once granted, a trademark registration is valid for 10 years unless cancelled, after which, it can be renewed. If not renewed, the mark lapses and the registration is required to be restored to gain protection under the provisions of the Trademarks Act. The Trademarks Act prohibits registration of deceptively similar trademarks and provides penalties for infringement, falsifying or falsely applying for trademarks. Further, pursuant to the notification of the Trademarks (Amendment) Act, 2010, simultaneous protection of trademark in India and other countries has been made available to owners of Indian and foreign trademarks. It also seeks to simplify the law relating to the transfer of ownership of trademarks by assignment or transmission and to bring the law in line with international practices.

The Patents Act, 1970 ("Patents Act")

The Patents Act governs the patent regime in India. India is a signatory to the Trade Related Agreement on Intellectual Property Rights and recognizes both product as well as process patents. The Patents Act provides for, inter alia, the following:

- patent protection period of 20 years from the date of filing the patent application.
- recognition of product patents in respect of food, medicine and drugs.
- import of patented products will not be considered as an infringement; and

- under certain circumstances, the burden of proof in case of infringement of process patents may be transferred to the alleged infringer.

The Copyright Act, 1957 ("Copyright Act")

Copyright is a right given by the law to creators of literary, dramatic, musical and artistic works and producers of cinematograph films and sound recordings. In fact, it is a bundle of rights including inter alia, rights of reproduction, communication to the public, adaptation and translation of the work. There could be slight variations in the composition of the rights depending on the work. The register of copyrights under the Copyright Act acts as prima facie evidence of the particulars entered therein and if certified in the manner as prescribed under the said Act, are admissible in court proceedings and thereby help expedite infringement proceedings and reduce delay caused due to evidentiary considerations. The Copyright Act *inter alia*, prescribes fine, imprisonment or both for violations of the said Act, with enhanced penalty on second or subsequent convictions

Foreign Investment and Trade Regulations

Foreign investment regulations

The foreign investment in India is governed, among others, by the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 ("**FEMA Rules**") and the consolidated FDI policy (effective from October 15, 2020) issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (earlier known as the Department of Industrial Policy and Promotion ("**Consolidated FDI Policy**"), each as amended. Further, the Reserve Bank of India has enacted the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 on October 17, 2019, which regulates mode of payment and remittance of sale proceeds, among others. Under the Consolidated FDI Policy 100% foreign direct investment is permitted in the manufacturing sector which includes renewable energy sector, including solar power projects, under the automatic route. This is subject to press note no.3 dated April 17, 2020 issued by Department for Promotion of Industry and Internal Trade, Ministry of Commerce & Industry, which *inter alia* provides that an entity 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, can invest only under the Government route. The Consolidated FDI Policy and the FEMA Rules prescribe inter alia the method of calculation of total foreign investment (i.e., direct foreign investment and indirect foreign investment) in an Indian company.

Foreign Trade (Development and Regulation) Act, 1992 (the "FTA")

The FTA seeks to provide for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India. The FTA provides that no person shall make any import or export except under an importer-exporter code number ("**IEC**") granted by the Director General of Foreign Trade, Ministry of Commerce ("**DGFT**"). The IEC granted to any person may be suspended or cancelled *inter alia* in case the person contravenes any of the provisions of FTA or any rules or orders made thereunder or the DGFT or any other officer authorized by him has reason to believe that any person has made an export or import in a manner prejudicial to the trade relations of India. Any person who makes any export or import in contravention of any provision of this Act or any rules or orders made thereunder, or the foreign trade policy would become liable to a penalty under the FTA.

Customs Act, 1962 ("Customs Act"), the Customs Tariff Act, 1975 and rules made thereunder, and the Manufacturing and Other Operations in Special Warehouse Regulations, 2020 ("MOOWR Regulations")

The provisions of the Customs Act, 1962 and rules made there under are applicable to imported goods i.e. goods brought into India from a place outside India (except goods cleared for home consumption) and export goods i.e. goods which are to be taken out of India to a place outside India. Imported goods and export goods are subject to duties of customs as specified under the Customs Tariff Act, 1975. The MNRE had announced the imposition of basic customs duty of 25% on solar cells and 40% on solar modules, with effect from April 1, 2022, vide office memorandum dated March 9, 2021. Recently, the Government of India in its union budget for FY 2025 – 2026 has announced revised tariff rates where the basic customs duty has been reduced to20% on solar cells and 20% on solar modules, with effect from February 2, 2025. Further, the Government of India has now imposed an additional 7.5% Agriculture Infrastructure and Development Cess ("**AIDC**") on solar cells and an additional 20% AIDC on solar modules.

A manufacturer who is operating from a licensed warehouse, pursuant to Sections 58 and 65 of the Customs Act, and the MOOWR Regulations can avail of deferred duties and waivers on taxation on the import of raw material and capital goods, as stipulated under the MOOWR Regulations.

Export Promotion Capital Goods Scheme ("The EPCG Scheme")

The EPCG Scheme has been introduced to facilitate import of capital goods for producing quality goods and services to enhance India's export competitiveness. The EPCG Scheme allows import of capital goods for pre-production, production and post-production at zero customs duty for specified sectors and at concessional customs duty for all sectors subject to fulfil of certain export obligations, and covers manufacturer exporters with or without supporting manufacturer(s), merchant exporters tied to supporting manufacturer(s) and service providers. EPCG Scheme also covers a service provider who is designated / certified as a "Common Service Provider" by the DGFT.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company 'Fujiyama Power Systems Private Limited'was incorporated as a private limited company on November 29, 2017 under the Companies Act, 2013, pursuant to a certificate of incorporation dated December 12, 2017, issued by the RoC. Our Company was subsequently converted from a private limited company to a public limited company pursuant to a special resolution passed by our Shareholders on October 10, 2024, and the name of our Company was changed to Fujiyama Power Systems Limited. A fresh certificate of incorporation dated November 20, 2024 was issued by the RoC, pursuant to the change of name of our Company on conversion to a public limited company.

Changes in the Registered Office of our Company

There has been no change in the address of our registered office since the date of incorporation.

Main objects of our Company

The main objects contained in the Memorandum of Association of our Company are as follows:

1. *To manufacture, develop, design, assemble, repair, impart, export, buy, sell, hire, supply or otherwise deal in all models, shapes, sizes, capacities and varieties of consumer electronics durable and home appliances such as geysers, televisions, air conditioners, electronic motors, juicers, mixer grinder, gas stove, chimney, Electric heater, food processor, iron, washing machine, microwave, mobiles, mobile accessories, music system and other similar products, their consumables, parts, accessories, components, fitting whether as wholesalers, retailers, agents, sub agents, distributors or otherwise.*

2. *To carry out business activities including the manufacturing, assembly, and sale of Solar Energy Solutions, Products & Parts such as solar panels, solar batteries, and solar inverters, along with E-Mobility Products & Parts like E-rickshaw chargers and E-rickshaw batteries, thereby contributing to the advancement of sustainable energy solutions. Additionally, the Company will engage in the trading of various electrical appliances, including LED lights, LED Televisions, and ceiling fans, with the aim of providing high-quality, energy-efficient products to consumers.*

3. *To conduct research and development in renewable energy technologies and electric transportation, while offering installation, maintenance, and repair services for all products it manufactures or trades. Furthermore, the Company seeks to collaborate with government bodies and non-governmental organizations to promote clean energy initiatives and enhance environmental sustainability. To achieve these objectives, the Company will undertake any other activities that are necessary or Incidental to fulfilling its primary goals.*

The main objects as contained in the Memorandum of Association enable our Company to carry on the business presently being carried out and the activities proposed to be undertaken pursuant to the objects of the Offer. For further details, please refer to the section titled "*Objects of the Offer*" on page 113.

Amendments to the Memorandum of Association

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	Particulars
November 28, 2024	Clause 5 of the Memorandum of Association was amended to reflect the sub-division in the authorised share capital of our Company from 125,000,000 equity shares of face value of ₹ 10 each to 1,250,000,000 Equity Shares of face value of ₹ 1 each.
October 10, 2024	Clause 1 of the Memorandum of Association was amended to reflect change of the name of our Company from "Fujiyama Power Systems Private Limited" to "Fujiyama Power Systems Limited".
October 10, 2024	Clause 3 (a) of the Memorandum of Association was amended and substituted with following: *"(a) The objects to be pursued by the company on its incorporation are:*

Date of Shareholders' resolution	Particulars
	1. To carry out business activities including the manufacturing, assembly, and sale of Solar Energy Solutions, Products & Parts such as solar panels, solar batteries, and solar inverters, along with E-Mobility Products & Parts like E-rickshaw chargers and E-rickshaw batteries, thereby contributing to the advancement of sustainable energy solutions. Additionally, the Company will engage in the trading of various electrical appliances, including LED lights, LED Televisions, and ceiling fans, with the aim of providing high-quality, energy-efficient products to consumers. *2. To conduct research and development in renewable energy technologies and electric transportation, while offering installation, maintenance, and repair services for all products it manufactures or trades. Furthermore, the Company seeks to collaborate with government bodies and non-governmental organizations to promote clean energy initiatives and enhance environmental sustainability. To achieve these objectives, the Company will undertake any other activities that are necessary or incidental to fulfilling its primary goals.* *(b) Matters which are necessary for furtherance of the objects specified in clause 3(a) are* *58. To do all and everything necessary suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporate bodies, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to, or growing out of, connected with the aforesaid business or powers, or any, parts thereof, provided the same be not inconsistent of the Union of India."*
May 27, 2024	Clause 5 of the Memorandum of Association was amended to reflect the reclassification of authorised share Capital of our Company from ₹ 1,250,000,000 (Rupees One Billion Two Hundred Fifty Million) comprising of ₹ 407,859,700 (Rupees Four Hundred Seven Million Eight Hundred Fifty Nine Thousand Seven Hundred Only) divided into 40,785,970 (Forty Million Seven Hundred Eighty Five Thousand Nine Hundred Seventy) Equity shares of ₹ 10 (Rupees Ten only) each and ₹ 842,140,300 (Rupees Eight Hundred Forty Two Million One Hundred Forty Thousand Three Hundred Only) divided Into 84,213,403 (Eighty Four Million Two Hundred Thirteen Thousand Four Hundred Three) Preference Shares of ₹ 100 {Rupees Hundred) each to ₹ 1,250,000,000 (Rupees One Billion Two Hundred Fifty Million Only)) divided into 125,000,000 (One Hundred Twenty Five Million) Equity shares of ₹ 10 (Rupees Ten only) each.
March 14, 2024	Clause 5 of the Memorandum of Association was amended to reflect change in authorised share capital of the Company from ₹ 1,250,000,000 (Rupees One Billion Two Hundred and Fifty Million Only) comprising of ₹ 161,148,500 (Rupees One Hundred Sixty Million One Hundred Forty Eight Thousand Five Hundred Only) divided into 16,114,850 (Sixteen Million One Hundred and Fourteen Thousand Eight Hundred and Fifty Only) Equity shares of ₹ 10 (Rupees Ten only) each and ₹ 1,088,851,500 (Rupees One Billion Eight Nine Million Eight Hundred Fifty One and Five Hundred) divided into 10,888,515 (Rupees Ten Million Eight Hundred Eighty Eight Thousand Five Hundred Fifteen only) Preference shares of ₹100 (Rupees Hundred) each to ₹ 1,250,000,000 (Rupees One Billion Two Hundred Fifty Million) comprising of ₹ 407,859,700 (Rupees Four Hundred Seven Million Eight Hundred Fifty Nine Thousand Seven Hundred Only) divided into 40,785,970 (Forty Million Seven Hundred Eighty Five Thousand Nine Hundred Seventy) Equity shares of ₹ 10 (Rupees Ten only) each and ₹ 842,140,300 (Rupees Eight Hundred Forty Two Million One Hundred Forty Thousand Three Hundred Only) divided Into 84,213,403 (Eighty Four Million Two Hundred Thirteen Thousand Four Hundred Three) Preference Shares of ₹ 100 {Rupees Hundred) each."
June 30, 2023	Clause 5 of the MOA was amended to reflect authorised share Capital of the Company from ₹ 1,250,000,000 (Rupees One Billion Two Hundred Fifty Million only) divided into 15,000,000 (Fifteen Million Only) Equity shares of ₹ 10 (Rupees Ten only) each and 11,000,000 (Eleven Million Only) 1% Convertible Preference shares of ₹ 100/- (Rupees Hundred only) each to ₹ 1,250,000,000 (Rupees One Billion Two Hundred and Fifty Million Only) comprising of ₹ 161,148,500 (Rupees One Hundred Sixty Million One Hundred Forty Eight Thousand Five Hundred Only) divided into 16,114,850 (Sixteen Million One Hundred and Fourteen Thousand Eight Hundred and Fifty Only) Equity shares of ₹ 10 (Rupees Ten only) each and ₹1,088,851,500 (Rupees One Billion Eight Nine Million Eight Hundred Fifty One and Five Hundred) divided into 10,888,515 (Rupees Ten Million Eight Hundred Eighty Eight Thousand Five Hundred Fifteen only) Preference shares of ₹ 100 (Rupees Hundred) each."
June 14, 2019	Clause 3 of the Memorandum of Association was amended by insertion of the following Objects to be pursued by the Company "*To manufacture, develop, design, assemble, repair, impart, export,*

Date of Shareholders' resolution	Particulars
	buy, sell, hire, supply or otherwise deal in all models, shapes, sizes, capacities and varieties of consumer electronics durable and home appliances such as geysers, televisions, air conditioners, electronic motors, juicers, mixer grinder, gas stove, chimney, Electric heater, food processor, iron, washing machine, microwave, mobiles, mobile accessories, music system and other similar products, their consumables, parts, accessories, components, fitting whether as wholesalers, retailers, agents, sub agents, distributors or otherwise."
May 21, 2018	Clause 5 of the MoA was amended to reflect reclassification of authorised share capital from₹ 1,000,000 (Rupees One Million only) divided into 100,000 (Rupees Hundred Thousand Only) Equity shares of ₹ 10 (Rupees Ten only) each to ₹ 1,250,000,000 (Rupees One Billion Two Hundred Fifty Million only) divided into 15,000,000 (Fifteen Million Only) Equity shares of ₹ 10 (Rupees Ten only) each and 11,000,000 (Eleven Million Only) 1% Convertible Preference shares of ₹ 100 (Rupees Hundred only) each.

Major events and milestones of our Company

The table below sets forth the major events and milestones in the history of our Company:

Calendar Year	Particulars
1996	Our Promoter, Pawan Kumar Garg, established a sole proprietorship under the trade name 'UTL Electronics.'
2008	Our Promoters, Pawan Kumar Garg and Yogesh Dua formed a partnership firm named 'Fujiyama Power Systems.'
2010	Fujiyama Power Systems became one of the few Indian entities to make high frequency online UPS and inverters.
2012	Fujiyama Power Systems began manufacturing solar PCU.
2014	Fujiyama Power Systems began manufacturing online solar PCUs.
2016	Fujiyama Power Systems was allotted order for phase 1 of Bharat Net, world's largest rural broadband project.
2017	Incorporation of our Company
2018	Acquisition of business of Fujiyama Power Systems by our Company by way of a slump sale
2020	Expansion of solar PCU Capacity
2021	Set up of a solar panel manufacturing and lithium-ion battery unit
	Expanded to 450+ Shoppe* franchisees pan India
2022	Expanded our manufacturing capacity by adding annual capacity of 71 MW of solar panels at our Greater Noida Facility
2023	Expanded our manufacturing capacity for batteries by adding capacity of over 340,000 units per annum in our Bawal Facility
	Expanded our manufacturing capacity by adding annual capacity of over 200 MW solar panels at our Greater Noida Facility
	Expanded to 1000+ Shoppe* franchisees pan India

*Exclusive retail outlet system deployed by our Company on a franchise basis.

Key awards, accreditations and recognitions

The following are the key awards, accreditations and recognitions received by our Company:

Year	Awards/Accreditation
2019	Awarded 'U.P. Invest' award in 2nd Ground Breaking Ceremony by Uttar Pradesh Government
2019	Awarded "One of the 25 fastest growing electronic manufacturing company certificate by the CEO Magazine.
2019	Awarded "Largest Company in off-grid inverter" in Sigma Summit by Enxpo Infomedia Conference & exhibit on Solar Applications & Innovation.
	Awarded "India's Most Preferred Smart City Brands" by UBM India
2020	Awarded "India's Most Preferred Solar Energy Brands" by Informa Market
2023	Awarded ISO 9001:2015 accreditation for Quality Management Systems for manufacturer of UPS, Invertors, SMU, of commercial, industrial and solar range inverters, e-rikshaw charger, battery, solar panel and power backup systems
	Awarded ISO 9001:2015 accreditation for Quality Management Systems for manufacturing of lead-acid batteries, solar panels and trading of solar inverter and charger
	Awarded ISO 14001:2015 accreditation for Environment Management Systems for manufacturer

	of UPS, Invertors, SMU, of commercial, industrial and solar range inverters, e-rikshaw charger, battery, solar panel and power backup systems
	Awarded ISO 14001:2015 accreditation for Environment Management Systems for manufacturing of lead-acid batteries, solar panels and trading of solar inverters and charger
	Awarded ISO 45001:2018 accreditation for Occupation Health and Safety Management Systems for manufacturer of lead-acid batteries, solar panels and trading of solar inverter and charger.
	Awarded ISO 45001:2018 accreditation for Occupation Health and Safety Management Systems for manufacturing of lead-acid batteries, solar panels and trading of solar inverters and charger
2024	Awarded 'Certificate of Conformity' from European Certification and Inspection Limited.
2025	Awarded 'Renewable Energy Excellence Award Solar Battery Manufacturing' by Indian Chamber of Commerce

Our holding company

As on the date of this Draft Red Herring Prospectus, our Company does not have a holding company.

Our subsidiary companies

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

Our Joint Ventures and Associates

As on the date of this Draft Red Herring Prospectus, our Company does have not any joint venture or associates.

Significant financial or strategic partnerships

Our Company does not have any significant financial or strategic partnerships as on the date of this Draft Red Herring Prospectus.

Time and cost over-runs in setting up projects

Our Company has not experienced any time or cost overruns in the development and implementation pertaining to our business operations as on the date of this Draft Red Herring Prospectus.

Capacity, facility creation and location of plants

For details of location of our offices, please refer to the section titled "*Our Business – Property*" on page 260.

Launch of key products, entry into new geographies or exit from existing markets

For details of launch of key products or services, entry in new geographies or exit from existing markets, please refer to the section titled "*Our Business*" on page 221.

Defaults or rescheduling/ restructuring of borrowings with financial institutions/ banks

There have been no defaults or rescheduling or restructuring of borrowings with financial institutions/ banks in respect of our current borrowings from lenders. For further information of our financing arrangements, please refer to the section titled "*Financial Indebtedness*" on page 364.

Details regarding material acquisitions or divestments of business or undertakings

Except as stated below there, our Company has not undertaken any material acquisitions or divestments of business or undertakings in the 10 years preceding the date of this Draft Red Herring Prospectus.

Transfer of entire business of Fujiyama Power Systems ("Fujiyama") as a going concern basis.

Yogesh Dua, and Pawan Kumar Garg, as partners of Fujiyama, (collectively, the "**Sellers**") and our Company entered into the Memorandum Recording Transfer of Entire Business as Going Concern dated May 17, 2018 (the "**MOU**") recording the transfer of the entire business of Fujiyama as a going concern to our Company. The entire business of Fujiyama included power conditioning units, solar power generation systems, inverters, online UPS, power batteries, e-rickshaw components, and various other power accessories. Based on the valuation report of

Fujiyama prepared by Bharat Mody & Company, Charter Accountants, dated May 10, 2018, the gross enterprise business value and net enterprise and business value of Fujiyama as of March 31, 2018, were determined to be ₹ 1,585.15 million and ₹1,088.85 million, respectively. In accordance with the terms of the MOU, our Company issued (i) 13,637,738 fully paid-up equity shares of face value of ₹10 each of our Company, issued at par aggregating to ₹ 136.38 million, to the Sellers in consideration of the credit balance standing in their capital accounts; (ii) 10,888,515 1% fully convertible preference shares of face value of ₹100 each to be issued at par and convertible into equity share having face value of ₹ 10 and a premium of ₹ 90 per share upon conversion on June 30, 2023 aggregating to ₹1,088.85 million in consideration of the transfer of intellectual property – commercial rights and goodwill of business held by Fujiyama.

Details regarding mergers or amalgamation

There have been no mergers or amalgamation by our Company in the 10 years preceding the date of this Draft Red Herring Prospectus.

Revaluation of assets

Our Company has not revalued its assets in the 10 years preceding the date of this Draft Red Herring Prospectus.

Shareholders' agreements and other agreements

There are no agreements entered into by and between our Company, our Promoters and Shareholders of our Company or any inter-se Shareholders with regard to rights and obligations in connection with the securities of our Company as on the date of this Draft Red Herring Prospectus.

Other material agreements

Except as disclosed in this Draft Red Herring Prospectus, our Company has not entered into any other subsisting agreements, arrangements and clauses/ covenants which are material other than in the ordinary course of business and which are required to be disclosed. Further, as on the date of this DRHP, our Company has not entered into any agreements, arrangements and clauses/ covenants 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.

Other confirmations

Neither our Promoters nor any other Key Managerial Personnel, Senior Management, Directors or any other employee of our Company, either by themselves or on behalf of any other person, have entered into any agreements with any shareholder or any third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

Details of guarantees given to third parties by the Promoter Selling Shareholders

As on the date of this Draft Red Herring Prospectus, our Promoter Selling Shareholders has issued the following guarantees to third parties. The guarantees are in nature of personal guarantees and has been issued towards contractual obligations in respect of loans availed by our Company, as detailed in the table below:

Name of lender	Sanctioned amount (in ₹ Million)	Amount outstanding as on February 15, 2025 (in ₹ million)	Purpose of availing loan	Term / maturity date	Name of Promoter Selling Shareholders providing the guarantee
Bajaj Finance Ltd.	350.00	262.50	Term loan	November 2028	Pawan Kumar Garg Yogesh Dua
The Hongkong and Shanghai Banking	250.00	144.50	Term loan	February 2028 to August 2028	Pawan Kumar Garg Yogesh Dua

Name of lender	Sanctioned amount (in ₹ Million)	Amount outstanding as on February 15, 2025 (in ₹ million)	Purpose of availing loan	Term / maturity date	Name of Promoter Selling Shareholders providing the guarantee
Corporation Limited					
The Hongkong and Shanghai Banking Corporation Limited	650.00	394.06	Cash credit/working capital loan	On demand/within one year	Pawan Kumar Garg Yogesh Dua
		166.20	Bank guarantee/ letter of credit	July 2029	Pawan Kumar Garg Yogesh Dua

Material clauses of the AoA

Except as disclosed under the "*Main Provisions of Articles of Association*" on page 470, there are no material clauses of the AoA that have been left out from disclosure in this Draft Red Herring Prospectus, having bearing on the Offer.

OUR MANAGEMENT

Board of Directors

In terms of the Companies Act and our Articles of Association, our Company is required to have not less than three Directors and not more than 15 Directors. As on the date of this Draft Red Herring Prospectus, our Board comprises six Directors including two Executive Directors, and four Non-Executive Director including three Independent Directors, including one woman 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 of Directors as on the date of this Draft Red Herring Prospectus:

Sr. No	Name, date of birth, designation, address, occupation, current term, period of directorship and DIN	Age (Years)	Other directorships
1.	**Pawan Kumar Garg** **Date of birth:** December 10, 1975 **Designation**: Chairman and Joint Managing Director **Address**: Ho. no. 26/73, Near Jindal Public School, West Punjabi Bagh, Punjabi Bagh, Delhi, India - 110026 **Occupation**: Self-employed **Current term**: Five years from November 27, 2024 until November 26, 2029 **Period of directorship:** Director since November 29, 2017 **DIN**: 08005220	49	**Indian companies** 1. Flymate Private Limited 2. Sensui Finserv Private Limited **Foreign companies** NIL
2.	**Yogesh Dua** **Date of birth:** November 17, 1974 **Designation**: Chief Executive Officer and Joint Managing Director **Address**: First Floor, House Number 16, Road No 4, Ashoka Park Metro Station, Jaydev Park, Punjabi Bagh, West Delhi, India -110026 **Occupation**: Self-employed **Current term**: Five years from November 27, 2024 to November 26, 2029 **Period of directorship:** Director since November 29, 2017 **DIN**: 00315251	50	**Indian companies** 1. Sensui Finserv Private Limited 2. Flymate Private Limited **Foreign companies** Nil
3.	**Sonia Bansal Arora**	38	**Indian companies**

Sr. No	Name, date of birth, designation, address, occupation, current term, period of directorship and DIN	Age (Years)	Other directorships
	Date of birth: May 4, 1986 **Designation**: Independent Director **Address**: Ho. no. - 1/9826, Street No. 2, West Gorakh Park, Shahdara, Delhi, India – 110032 **Occupation**: Professional **Current term**: Five year from October 3, 2024 until October 2, 2029 **Period of directorship:** Director since October 3, 2024 **DIN**: 10291330		NIL **Foreign companies** NIL
4.	**Sunil Kumar** **Date of birth:** October 7, 1978 **Designation**: Non-Executive Director **Address**: 13 Ashoka Park Extn. East Punjabi Bagh, Punjabi Bagh, West Delhi, Delhi, India -110026 **Occupation**: Business **Current term**: Liable to retire by rotation **Period of directorship:** Director since November 27, 2024 **DIN**: 09824459	46	**Indian companies** NIL **Foreign companies** Sowiz Inc.
5.	**Manav Sheoran** **Date of birth:** September 30, 1979 **Designation**: Independent Director **Address**: 34 Walnut Ave, Atherton, California, United States - 94027 **Occupation**: Self-employed **Current term**: **:** Five years from November 27, 2024 to November 26, 2029 **Period of directorship:** Director since November 27, 2024 **DIN**: 10829601	45	**Indian companies** NIL **Foreign companies** NIL
6.	**Rajesh Kumar Choudhary**	44	**Indian companies**

Sr. No	Name, date of birth, designation, address, occupation, current term, period of directorship and DIN	Age (Years)	Other directorships
	Date of birth: March 2, 1981 **Designation**: Independent Director **Address**: Ho. no. X C-1, Sahvikas Society, Patparganj, IP Extension, Delhi, India – 110092 **Occupation**: Self-employed **Current term**: Five years from November 27, 2024 to November 26, 2029 **Period of directorship:** Director since November 27, 2024 **DIN**: 10837108		NIL **Foreign companies** NIL

Brief biographies of Directors

Pawan Kumar Garg is the Chairman and Joint Managing Director of our Company. He holds a diploma in industrial electronics & instrumentation from Government Institute of Engineering and Technology, Hisar. He has been associated with our Company since 2017. He has over 28 years of experience in hardware and software design of solar equipment and R&D in solar equipment. He is responsible for managing the operations, R&D and finance of our Company. He is also associated with M/s Fujiyama Power Systems as a partner and previously he was associated with UTL Electronics as a founder**.**

Yogesh Dua is the Chief Executive Officer and Joint Managing Director of our Company. He holds a diploma in industrial electronics & instrumentation from Government Institute of Engineering and Technology, Hisar and holds a provisional LL.B. degree from Ch. Charan Singh University, Meerut. He has been associated with our Company since 2017. He has over 28 years of experience in power electronics and solar industry. He is responsible for marketing, sales, research and development and managing day-to-day operations of our Company. He is also associated with M/s Fujiyama Power Systems as a partner and was previously associated with UTL Electronics as an administration and sales manager, Idorit Technologies Private Limited as a director and Eastman New Energy Private Limited as a director.

Sunil Kumar is the Non-Executive Director of our Company. He holds a bachelor’s degree of technology in electrical engineering from Indian Institute of Technology, Delhi. He has over 23 years of experience in developing software solutions. He is also associated with Sowiz Solutions Private Limited as the chief executive officer and was previously associated with Google LLC as senior software engineer, Xilinx Inc as software engineer and Mentor Graphics (India) Private Limited as the lead manager of technical staff.

Sonia Bansal Arora is the Independent Director of our Company. She holds a bachelor’s degree of commerce from Delhi University and a LL.B. degree from Ch. Charan Singh University, Meerut. She is also fellow member of the Institute of Company Secretaries of India. She has over 15 years of experience in secretarial compliance of various sectors comprising of retail, information technology, real estate, fast moving consumer goods and infrastructure. She was previously associated with Max Estates Limited as a senior manager - secereterial, Jubliant Foodworks Limited as a manager - secretarial, Avantha Holdings Limited as a deputy manager and HCL Technologies Limited as a deputy manager.

Manav Sheoran is the Independent Director of our Company. He holds a bachelor’s degree of science in physics from Indian Institute of Technology, Kharagpur, master’s degree of science in physics and a doctor of philosophy from the Georgia Institute of Technology. He has over 22 years of experience in project innovation, manufacturing, and policy development. He was previously associated with U.S. Department of Energy’s Loan Program Office as contractor, Sunseed APV as a co-founder and chief operating officer, ManTech International Corporation as project manager senior (administration), Applied Materials as a physicist/scientist and Spectra Watt Inc. as senior research scientist.

Rajesh Kumar Choudhary is the Independent Director of our Company. He holds a bachelor's degree in economics from Tilka Manjhi Bhagalpur University, master's degree in economics from Indira Gandhi Open University, New Delhi and holds a certificate in general management from XLRI, Jamshedpur. He has over 18 years of experience in banking services. He was previously associated with Standard Chartered Bank as associate director, Axis Bank as senior manager, State Bank of Bikaner and Jaipur as an assistant manager.

Details of directorships in companies suspended or delisted

None of our Directors is or was a director of any company listed on any stock exchange during the five years preceding the date of this Draft Red Herring Prospectus, whose shares have been or were suspended from being traded on any stock exchange during the term of their 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 their directorship in such company.

Arrangement or understanding with major Shareholders, customers, suppliers, or others pursuant to which our Directors were selected as a Director or Senior Management Personnel

None of our Directors have been appointed or selected pursuant to any arrangement or understanding with our major Shareholders, customers, suppliers or others.

Service contract with Directors

No officer of our Company, including our Directors have entered into a service contract with our Company pursuant to which they are entitled to any benefits upon termination of employment.

Terms of appointment of our Directors

A. Terms of employment of our Executive Directors

(i) Pawan Kumar Garg, Chairman and Joint Managing Director

Pawan Kumar Garg is the Chairman and Joint Managing Director on the Board of our Company. He was appointed as the Chairman and Joint Managing Director of our Company pursuant to the resolution passed by our Board and Shareholder's dated November 27, 2024 and November 28, 2024, respectively, for a period of 5 years with effect from November 27, 2024 till November 26, 2029. As on the date of this Draft Red Herring Prospectus, he receives remuneration from our Company in accordance with the resolution passed by our Shareholders approved in their EGM held on November 28, 2024. The details of the remuneration that Pawan Kumar Garg is entitled to are enumerated below:

Particulars	Description
Basic Salary (in ₹)	0.4 million per month
Perquisites	a) Reimbursement of medical expenses incurred in India or abroad including hospitalisation, nursing home and surgical charges for himself and family, subject to ceiling of one month salary in a year. b) Reimbursements of travelling expenses with family to anywhere in India or abroad as per rules of the Company. c) Medi claim insurance policy, premium and personal accidental cover d) Car, telephone, cell phone, personal computer shall be provided and their maintenance and running expenses shall be borne by the Company. The use of above at residence for official purpose shall not be treated as perquisites. e) Other benefits like gratuity, provident fund, leave etc. as applicable to the employees of the Company. f) House rent allowance, medical reimbursement, travelling allowances, club fees and other payments in the nature of perquisites and allowances as agreed by the Board of Directors, subject to overall ceiling of remuneration stipulated under section 197 read with Schedule V of the Companies Act, 2013

(ii) Yogesh Dua, Chief Executive Officer and Joint Managing Director

Yogesh Dua is the Chief Executive Officer and Joint Managing Director on the Board of our Company. He was appointed as the Chief Executive Officer and Joint Managing Director of our Company pursuant to the resolution passed by our Board and Shareholders' dated November 27, 2024 and November 28, 2024, respectively, for a period of 5 years with effect from November 27, 2024 till November 26, 2029. As on the date of this Draft Red Herring Prospectus, he receives remuneration from our Company in accordance with the resolution passed by our Shareholders approved in their EGM held on November 28, 2024. The details of the remuneration that Yogesh Dua is entitled to, are enumerated below:

Particulars	Description
Basic Salary (in ₹)	0.4 million per month
Perquisites	a) Reimbursement of medical expenses incurred in India or abroad including hospitalisation, nursing home and surgical charges for himself and family, subject to ceiling of one month salary in a year. b) Reimbursements of travelling expenses with family to anywhere in India or abroad as per rules of the Company. c) Medi claim insurance policy, premium and personal accidental cover d) Car, telephone, cell phone, personal computer shall be provided and their maintenance and running expenses shall be borne by the Company. The use of above at residence for official purpose shall not be treated as perquisites. e) Other benefits like gratuity, provident fund, leave etc. as applicable to the employees of the Company. f) House rent allowance, medical reimbursement, travelling allowances, club fees and other payments in the nature of perquisites and allowances as agreed by the Board of Directors, subject to overall ceiling of remuneration stipulated under section 197 read with Schedule V of the Companies Act, 2013

Remuneration to our Executive Directors

The details of remuneration paid to our Executive Directors in Fiscal 2024 are as follows:

Name of Director	Designation	Remuneration (*₹ in million*)
Pawan Kumar Garg	Chairman and Joint Managing Director	4.82
Yogesh Dua	Chief Executive Officer and Joint Managing Director	4.82

B. Terms of employment of our Non-Executive Director and Independent Directors

Pursuant to a resolution passed by our Board dated November 27, 2024, our Independent Directors are entitled to receive sitting fees of ₹ 15,000 for attending each meeting of our Board and ₹ 10,000 for attending each meeting of the Audit Committee, Corporate Social Responsibility Committee, Risk Management Committee, Nomination and Remuneration Committee, Stakeholder's Relationship Committee and IPO Committee in accordance with and within the maximum limits as provided in applicable provisions of the Companies Act read with rules made thereunder.

Payments or benefits to Directors of our Company

Details of sitting fee or other remuneration paid to our Directors in Fiscal 2024 are set forth below:

Remuneration to our Non-Executive Director and Independent Director

No compensation including any sitting fees or commission was paid to the Non-Executive and Independent Directors by our Company during Fiscal 2024.

Sitting fees to our Independent Directors

Our Independent Directors, namely, Sonia Bansal Arora, Manav Sheoran, and Rajesh Kumar Choudhary were not paid any sitting fees for Fiscal 2024, since Sonia Bansal Arora was appointed on October 3, 2024 and was regularized as an independent director pursuant to a resolution passed by our Shareholders on October 10, 2024 and, Manav Sheron and Rajesh Kumar were appointed on November 27, 2024 and regularized as independent directors pursuant to a resolution passed by our Shareholders on November 28, 2024

Remuneration paid or payable to our Directors by our Subsidiary

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

Shareholding of Directors in our Company

As per our Articles of Association, our Directors are not required to hold any qualification shares.

Other than as disclosed under "*Capital Structure – Details of shares held by our Directors, Key Managerial Personnel and Senior Management of our Company*" on page 108, none of our Directors hold any Equity Shares as on the date of this Draft Red Herring Prospectus.

Interest of Directors

Our Independent Directors may be deemed to be interested to the extent of sitting fees payable, if any, to them for attending meetings of our Board and Committees thereof, and reimbursement of expenses available to them. Our Executive Directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses payable to them.

All our Directors may be deemed to be interested to the extent of Equity Shares of face value ₹ 1 each held by them or by their relatives, if any, or the companies, firms and trusts, in which they are interested as directors, members, partners, trustees and promoter, or that may be subscribed by or Allotted to them pursuant to this Issue. Our Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of such Equity Shares of face value ₹ 1 each.

Except Pawan Kumar Garg, Yogesh Dua and Sunil Kumar who are the Promoters of our Company, none of our Directors have any interest in the promotion or formation of our Company other than in the ordinary course of business. Also, please see section titled *"Our Promoters and Promoter Group"* on page 302.

Except as stated in "*Restated Financial Information*" on page 307, and to the extent of shareholding in our Company, if any, our Directors do not have any other interest in our business.

None of our Directors have any interest in any property acquired by our Company 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 in this Draft Red Herring Prospectus, no amount or benefit has been paid or given or is intended to be paid or given to any of our Directors except the normal remuneration for services rendered as Directors and/or as Key Managerial Personnel.

In addition to the remuneration and reimbursement of expenses as a Director, Yogesh Dua also has an interest in our Company to the extent of rent income received by him from our Company pursuant to a rent agreement dated December 26, 2024 entered into by him, Shiv Kumar Garg and our Company in respect of our Registered Office pursuant to which a rent of ₹ 0.10 million per month is payable to Yogesh Dua by our Company.

None of our Directors have availed any loan from the Company or provided in loan to the Company in the immediately preceding three financial years.

Our Company does not have any bonus or profit-sharing plan for our Directors. Further, there is no contingent or deferred compensation payable to our Directors at a later date.

There are no material existing or anticipated transactions whereby our Directors will receive any portion of the proceeds from the Issue.

As on the date of this Draft Red Herring Prospectus, there is no conflict of interest between the suppliers of raw materials and third-party service providers (crucial for operations of our Company) and our Directors.

As on the date of this Draft Red Herring Prospectus, except as disclosed below, there is no conflict of interest between the lessor of the immovable properties of the Company (crucial for operations of our Company) and our Directors.

Yogesh Dua has an interest in our Company to the extent of rent income received by him from our Company pursuant to a rent agreement dated December 26, 2024 entered into by him, Shiv Kumar Garg and our Company in respect of our Registered Office pursuant to which a rent of ₹ 0.10 million per month is payable to Yogesh Dua by our Company. For further information, please see section titled *"Risk Factor – Our Promoters, Directors, Key Managerial Personnel and Senior Management are interested in our Company's performance in addition to their remuneration and reimbursement of expenses."* on page 64.

Relationship between our Directors, Key Managerial Personnel and Senior Management

Except for the below, none of our Directors are related to each other or to any of our Key Managerial Personnel or Senior Management.

i) Sunil Kumar is the real brother of Yogesh Dua; and
ii) Shiv Kumar Garg is the real brother of Pawan Kumar Garg.

Other confirmations

None of our Directors have given any guarantees to any third party, with respect to the Equity Shares of face value ₹ 1 each, as of the date of this Draft Red Herring Prospectus.

No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our Directors or to the firms or companies in which they are interested as a member by any person either to induce them to become, or to help them qualify as a Director, or otherwise for services rendered by them or by the firm or company in which they are interested, in connection with the promotion or formation of our Company.

None of our Directors 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.

Changes in the Board in the last three years

Sr. No	Name	Date of appointment/change/ cessation	Reason
1.	Sonia Bansal Arora	October 3, 2024	Appointed as an Independent Director of our Company.
2.	Manav Sheoran	November 27, 2024	Appointed as an Independent Director of our Company.
3.	Rajesh Kumar Choudhary	November 27, 2024	Appointed as an Independent Director of our Company.
4.	Sunil Kumar	November 27, 2024	Appointed as a Non-Executive Director of our Company.

Note: For the above table, changes in designation of the directors (including from additional directors) have not been considered.

Borrowing powers of the Board

In accordance with the Articles of Association and pursuant to a resolution passed by the Board of our Company on November 27, 2024 and a resolution passed by the Shareholders of our Company on November 28, 2024, our Board is authorized to borrow such monies which together with the money already borrowed does not exceed the limit of ₹ 10,000 million.

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 of face value ₹ 1 each on the Stock Exchanges. Our Company is in compliance with the applicable requirements for corporate governance in accordance with the SEBI Listing Regulations, and the Companies Act, 2013, including those pertaining to the constitution of the Board and Committees thereof.

As on the date of this Draft Red Herring Prospectus, our Board comprises six Directors including two Executive Director, one Non-Executive Directors and three Independent Directors (including one woman Director).

In compliance with Section 152 of the Companies Act, not less than two-thirds of the Directors (excluding Independent Directors) are liable to retire by rotation.

Committees of the Board

In terms of the SEBI Listing Regulations and the provisions of the Companies Act, 2013, our Company has constituted the following Committees:

a) Audit Committee
b) Nomination and Remuneration Committee
c) Stakeholders' Relationship Committee
d) Risk Management Committee
e) Corporate Social Responsibility Committee

For the purposes of this Offer, our Board has also constituted an IPO Committee.

Audit Committee

The Audit Committee was constituted pursuant to a resolution passed by our Board dated November 27, 2024. It is in compliance with Section 177 of the Companies Act and Regulation 18 of the SEBI Listing Regulations. The constitution of the Audit committee is as follows:

S.No.	Name of Director	Designation
1.	Rajesh Kumar Choudhary	Chairperson
2.	Pawan Kumar Garg	Member
3.	Sonia Bansal Arora	Member

Its terms of reference are as follows:

Powers of the Audit Committee

The Audit Committee shall have powers, including the following:

(a) To investigate any activity within its terms of reference;

(b) To seek information that it properly requires from any employee of the Company in order to perform its duties and all employees are directed by the Board to co-operate with any request made by the Committee from such employees;

(c) To obtain outside legal or other professional advice;

(d) To secure attendance of outsiders with relevant expertise, if it considers necessary and to seek their advice, whenever required;

(e) To approve the disclosure of the KPIs to be disclosed in the documents in relation to the initial public offering of the equity shares of the Company; and

(f) Such powers as may be prescribed under the Companies Act and SEBI Listing Regulations.

Role of the Audit Committee

The role of the Audit Committee shall include the following:

(a) Oversight of the Company's financial reporting process, examination of the financial statement and the auditors' report thereon and the disclosure of its financial information to ensure that the financial statement is correct, sufficient, and credible;

(b) Recommendation for appointment, re-appointment and replacement, remuneration and terms of appointment of auditors of the Company and the fixation of audit fee;

(c) Approval of payments to statutory auditors for any other services rendered by the statutory auditors of the Company

(d) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

  (i) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of section 134 of the Companies Act;

  (ii) Changes, if any, in accounting policies and practices and reasons for the same;

  (iii) Major accounting entries involving estimates based on the exercise of judgment by the management of the Company;

  (iv) Significant adjustments made in the financial statements arising out of audit findings;

  (v) Compliance with listing and other legal requirements relating to financial statements;

  (vi) Disclosure of any related party transactions; and

  (vii) modified opinion(s) in the draft audit report.

(e) Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;

(f) Monitoring the end use of funds raised through public offers and reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, qualified institutional placement etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter. This also includes monitoring the use/ application of the funds raised through the proposed initial public offer by the Company;

(g) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

(h) Formulating a policy on related party transactions, which shall include materiality of related party transactions and the definition of material modifications of related party transactions;

(i) Approval of any subsequent modifications of transactions of the Company with related parties and omnibus approval (in the manner specified under the SEBI Listing Regulations and Companies Act) for related party transactions proposed to be entered into by the Company. Provided that only those members of the committee, who are independent directors, shall approve related party transactions;

Explanation: The term "related party transactions" shall have the same meaning as provided in Regulation 2(1)(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act.

(j) Approval of related party transactions to which the subsidiary(ies) of the Company is party but the Company is not a party, if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover as per the last audited financial statements of the Company, subject to such other conditions prescribed under the SEBI Listing Regulations;

(k) Review, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given;

(l) Scrutiny of inter-corporate loans and investments;

(m) Valuation of undertakings or assets of the company, wherever it is necessary;

(n) Evaluation of internal financial controls and risk management systems;

(o) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

(p) 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;

(q) Discussion with internal auditors of any significant findings and follow up there on;

(r) 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;

(s) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

(t) 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;

(u) Reviewing the functioning of the whistle blower mechanism;

(v) Approval of the appointment of the Chief Financial Officer of the Company ("**CFO**") (i.e., the whole-time finance director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc., of the candidate;

(w) Ensuring that an information system audit of the internal systems and process is conducted at least once in two years to assess operational risks faced by the Company;

(x) To formulate, review and make recommendations to the Board to amend the Audit Committee's terms of reference from time to time;

(y) Overseeing a vigil mechanism established by the Company, providing for adequate safeguards against victimisation of employees and directors who avail of the vigil mechanism and also provide for direct access to the Chairperson of the Audit Committee for directors and employees to report their genuine concerns or grievances;

(z) Reviewing the utilization of loans and/or advances from/investment by the Company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments;

(aa) Considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;

(bb) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee; and

(cc) Carrying out any other functions and roles as provided under the Companies Act, the SEBI Listing Regulations, each as amended and other applicable laws or by any regulatory authority and performing such other functions as may be necessary or appropriate for the performance of its duties.

The Audit Committee shall mandatorily review the following information:

(a) Management discussion and analysis of financial condition and results of operations;

(b) Management letters/letters of internal control weaknesses issued by the statutory auditors of the Company;

(c) Internal audit reports relating to internal control weaknesses;

(d) Any show cause, demand, prosecution and penalty notices against the Company or its Directors which are materially important including any correspondence with regulators or government agencies and any published reports which raise material issues regarding the Company's financial statements or accounting policies;

(e) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee;

(f) Statement of deviations:

(i) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI Listing Regulations; and

(ii) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI Listing Regulations."

To carry out such other functions as may be specifically referred to the Committee by the Board and/or other Committees of Directors of the Company; and

To make available its terms of reference and review periodically those terms of reference and its own effectiveness and recommend any necessary changes to the Board.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee was constituted pursuant to a resolution passed by our Board dated November 27, 2024. It is in compliance with Section 178 of the Companies Act and Regulation 19 of the SEBI Listing Regulations. The constitution of the Nomination and Remuneration Committee is as follows:

S.No.	Name of Director	Designation
1.	Rajesh Kumar Choudhary	Chairperson
2.	Sonia Bansal Arora	Member
3.	Sunil Kumar	Member

Its terms of reference are as follows:

Terms of reference for the Nomination and Remuneration Committee:

The Nomination and Remuneration Committee shall be responsible for, among other things, the following:

(a) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel, senior management and other employees;

The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:

(i) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;

(ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

(iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

(i) use the services of an external agencies, if required;
(ii) consider candidates from a wide range of backgrounds, having due regard to diversity; and
(iii) consider the time commitments of the candidates.

(b) Formulation of criteria for evaluation of performance of independent directors, the Board and its committees. The Company shall disclose the remuneration policy and the evaluation criteria in its annual report;

(c) Devising a policy on Board diversity;

(d) Identifying persons who are qualified to become directors of the Company and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal;

(e) Analysing, monitoring and reviewing various human resource and compensation matters;

(f) Determining the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;

(g) Recommending the remuneration, in whatever form, payable to the senior management personnel and other staff (as deemed necessary);

(h) Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;

(i) 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;

(j) Perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

(k) Administering, monitoring and formulating the employee stock option scheme/plan approved by the Board and shareholders of the Company in accordance with the applicable laws:

(i) Determining the eligibility of employees to participate under the ESOP Scheme;
(ii) Determining the quantum of option to be granted under the ESOP Scheme per employee and in aggregate;
(iii) Date of grant;
(iv) Determining the exercise price of the option under the ESOP Scheme;
(v) The conditions under which option may vest in employee and may lapse in case of termination of employment for misconduct;
(vi) The exercise period within which the employee should exercise the option and that option would lapse on failure to exercise the option within the exercise period;
(vii) The specified time period within which the employee shall exercise the vested option in the event of termination or resignation of an employee;
(viii) The right of an employee to exercise all the options vested in him at one time or at various points of time within the exercise period;
(ix) Re-pricing of the options which are not exercised, whether or not they have been vested if stock option rendered unattractive due to fall in the market price of the equity shares;
(x) The grant, vest and exercise of option in case of employees who are on long leave;
(xi) Allow exercise of unvested options on such terms and conditions as it may deem fit;
(xii) Formulate the procedure for funding the exercise of options;
(xiii) The procedure for cashless exercise of options;
(xiv) Forfeiture/ cancellation of options granted;

(xv) Formulate the procedure for buy-back of specified securities issued under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, if to be undertaken at any time by the Company, and the applicable terms and conditions, including:
- permissible sources of financing for buy-back;
- any minimum financial thresholds to be maintained by the Company as per its last financial statements; and
- limits upon quantum of specified securities that the Company may buy-back in a financial year.

(xvi) Formulating and implementing the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions such as rights issues, bonus issues, merger, sale of division and others. In this regard following shall be taken into consideration:
- the number and the price of stock option shall be adjusted in a manner such that total value of the option to the employee remains the same after the corporate action;
- for this purpose, global best practices in this area including the procedures followed by the derivative markets in India and abroad may be considered; and
- the vesting period and the life of the option shall be left unaltered as far as possible to protect the rights of the employee who is granted such option.

(l) Construing and interpreting the ESOP Scheme and any agreements defining the rights and obligations of the Company and eligible employees under the ESOP Scheme, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the ESOP Scheme;

(m) Framing suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:
(a) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended;
(b) the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, as amended; and
(c) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
by the Company and its employees, as applicable.

(n) Performing such other activities as may be delegated by the Board and/or are statutorily prescribed under any law to be attended to by the Nomination and Remuneration Committee;

(o) engaging the services of any consultant/professional or other agency for the purpose of recommending compensation structure/policy; and

(p) Such terms of reference as may be prescribed under the Companies Act, SEBI Listing Regulations and other applicable laws or by any regulatory authority and performing such other functions as may be necessary or appropriate for the performance of its duties."

Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee was constituted pursuant to a resolution passed by our Board dated November 27, 2024. It is in compliance with Section 178 of the Companies Act and Regulation 20 of the SEBI Listing Regulations. The current constitution of the Stakeholders' Relationship Committee is as follows:

S.No.	Name of Director	Designation
1.	Sonia Bansal Arora	Chairperson
2.	Pawan Kumar Garg	Member
3.	Yogesh Dua	Member
4.	Sunil Kumar	Member

Its terms of reference are as follows:

Terms of reference for the Stakeholders' Relationship Committee:

The Stakeholders' Relationship Committee shall be responsible for, among other things, as may be required by the under applicable law, the following:

(a) Resolving the grievances of the security holders and investors' grievances of the Company including complaints related to transfer/transmission of shares, issue of new/duplicate certificates, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc and assisting with quarterly reporting of such complaints;

(b) Review of measures taken for effective exercise of voting rights by shareholders;

(c) Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent; and

(d) Considering and specifically looking into various aspects of interest of shareholders, debenture holders and other security holders;

(e) Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;

(f) Giving effect to all allotment, transfer/transmission of shares and debentures, dematerialisation of shares and re-materialisation of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time;

(g) Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

(h) Carrying out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act or SEBI Listing Regulations, or by any other regulatory authority."

Risk Management Committee

The Risk Management Committee was constituted pursuant to a resolution passed by our Board dated November 27, 2024. It is in compliance with Regulation 21 of the SEBI Listing Regulations. The current constitution of the Risk Management Committee is as follows:

S.No.	Name of Director	Designation
1.	Sunil Kumar	Chairperson
2.	Pawan Kumar Garg	Member
3.	Rajesh Kumar Choudhary	Member
4.	Sonia Bansal Arora	Member
5.	Yogesh Dua	Permanent Invitee

Its terms of reference are as follows:

(a) To formulate a detailed risk management policy which shall include:

(i) A framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, environmental social and governance related risks), information, cyber security risks or any other risk as may be determined by the Committee.
(ii) Measures for risk mitigation including systems and processes for internal control of identified risks.
(iii) Business continuity plan.

(b) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

(c) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems

(d) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity and recommend for any amendment or modification as necessary;

(e) To keep the Board informed about the nature and content of its discussions, recommendations and actions to be taken

(f) The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

(g) Any other similar or other functions as may be laid down by Board from time to time and/or as may be required under applicable law, as and when amended from time to time, including the Securities."

Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee was re-constituted by our Board on November 27, 2024. It is in compliance with section 135 of Companies Act, 2013. The current constitution of Corporate Social Responsibility Committee is as follows:

S.No.	Name of Director	Designation
1.	Sonia Bansal Arora	Chairperson
2.	Pawan Kumar Garg	Member
3.	Yogesh Dua	Member
4.	Rajesh Kumar Choudhary	Member

Its terms of reference are as follows:

(a) To formulate and recommend to the board, a corporate social responsibility policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act and the rules made thereunder, monitor the implementation of the same from time to time and make any revisions therein as and when decided by the Board;

(b) To identify corporate social responsibility policy partners and corporate social responsibility policy programmes;

(c) To review and recommend the amount of expenditure to be incurred for the corporate social responsibility activities and the distribution of the same to various corporate social responsibility programmes undertaken by the Company;

(d) To formulate and recommend to the Board, an annual action plan in pursuance to the Corporate Social Responsibility Policy, which shall include the following, namely:

(i) the list of Corporate Social Responsibility projects or programmes that are approved to be undertaken in areas or subjects specified in the Schedule VII of the Companies Act, 2013;
(ii) the manner of execution of such projects or programmes as specified in Rule 4 of the Companies (Corporate Social Responsibility Policy) Rules, 2014;
(iii) the modalities of utilization of funds and implementation schedules for the projects or programmes;
(iv) monitoring and reporting mechanism for the projects or programmes; and
(v) details of need and impact assessment, if any, for the projects undertaken by the company.

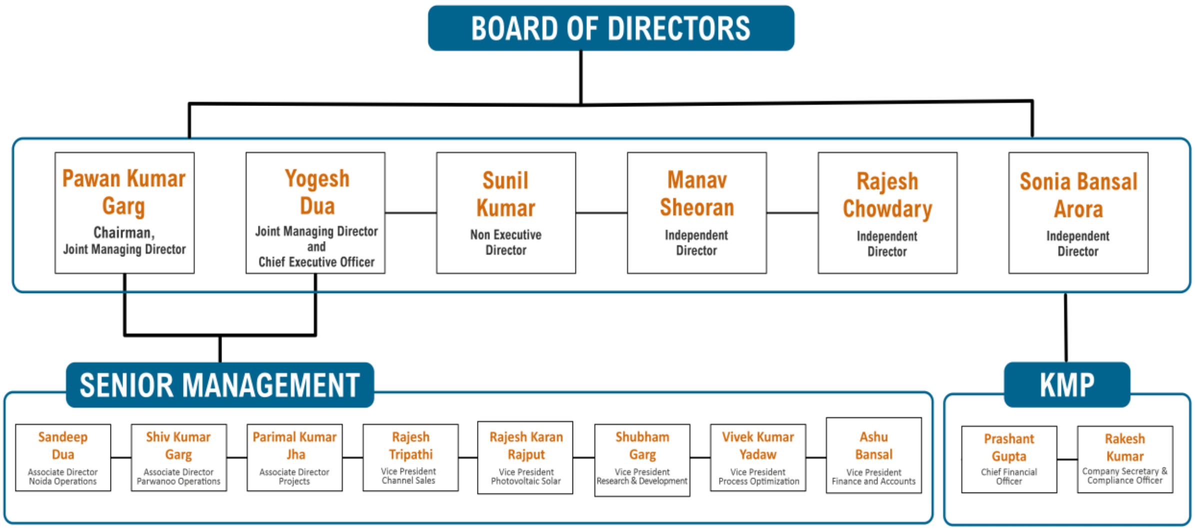
Provided that the Board may alter such plan at any time during the financial year, as per the recommendations of the Corporate Social Responsibility Committee, based on the reasonable justification to that effect.

(e) To delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities;

(f) To review and monitor the implementation of corporate social responsibility programmes and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes; and

(g) To perform such other duties and functions as the Board may require the corporate social responsibility committee to undertake to promote the corporate social responsibility activities of the Company and exercise such other powers as may be conferred upon the CSR Committee in terms of the provisions of Section 135 of the Companies Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014 or other applicable law."

Management Organization Chart



Key Managerial Personnel

In addition to Pawan Kumar Garg, Chairman and Joint Managing Director and Yogesh Dua, Chief Executive Officer and Joint Managing Director, whose details have been provided under " *Brief biographies of Directors*" on page 285, the details of our other Key Managerial Personnel as on the date of this Draft Red Herring Prospectus, are as follows:

Prashant Gupta is the Chief Financial Officer of our Company. He has been associated with our Company since November 27, 2024, and is responsible for overseeing overall financials of our Company. He holds a bachelor's degree in commerce from Delhi University and a master's degree of commerce in finance and taxation from Indira Gandhi National Open University. He is a chartered accountant and holds a certificate course on International Course on International Financing Reporting Standards from the Institute of Chartered Accountants of India. He has 10 years of experience in accounting and finance. Prior to joining our Company, he was associated with Hindware Limited as assistant general manager, Triguna Hospitality Ventures (Private Limited) as finance manager, MSKA & Associate as assistant manager, MZSKA & Associates as senior associate and S.R. Batliboi & Co. as associate executive. No remuneration has been paid to him in Fiscal 2024.

Rakesh Kumar is the Company Secretary and Compliance Officer of our Company. He has been associated with our Company since December 20, 2024, and is responsible for overseeing secretarial function and compliance of our Company. He holds a bachelor's degree in arts from Veer Kunwar Singh University, Bihar. He is a fellow member of Institute of Company Secretaries of India. He has 13 years of experience in secretarial and legal compliance. Prior to joining our Company, he was associated with as PKR group companies as executive officer and company secretary. No remuneration has been paid to him in Fiscal 2024.

Senior Management

In addition to the Chief Financial Officer and Company Secretary and Compliance Officer of our Company, whose details are provided in "– *Key Managerial Personnel*" above the details of our other Senior Management are set out below:

Sandeep Dua is the Associate Director of Greater Noida operations at our Company. He has been associated with our Company since April 1, 2018, and is responsible for overseeing the overall operations of Greater Noida Facility of our Company. He holds a diploma in electronics from Chandigarh Engineering College, Mohali bachelor's degree in arts from Kurukshetra University, Haryana. He has 10 years of experience in management and administration. Prior to joining our Company, he was associated with M/s Fujiyama Power Systems as manager in the admin department. The remuneration paid to him in Fiscal 2024 was ₹ 1.51 million.

Shiv Kumar Garg is the Associate Director of Parwanoo operations of our Company. He has been associated with our Company since April 1, 2018, and is responsible for overseeing overall operational functions of the Parwanoo Facility of our Company. He holds a middle school degree from Haryana School Education Board. He has 10 years of experience in management. Prior to joining our Company, he was associated with M/s Fujiyama Power Systems as manager in the admin department. The remuneration paid to him in Fiscal 2024 was ₹ 1.51 million.

Parimal Kumar Jha is the Associate Director of Projects division of our Company. He has been associated with our Company since April 1, 2018, and is responsible for overseeing the government based projects of the Company. He holds a bachelor's degree in engineering from Bangalore University. He has 11 years of experience in R&D and sales. Prior to joining our Company, he was associated with M/s Fujiyama Power Systems as head solar in projects department. The remuneration paid to him in Fiscal 2024 was ₹ 1.64 million.

Rajesh Tripathi is the Vice President - Channel Sales of our Company. He has been associated with our Company since April 1, 2018, and is responsible for overseeing channel sale network of the Company. He holds a bachelor's degree in science from the University of Allahabad, Uttar Pradesh and a master's in business administration from Graduate School of Business and Management, Uttar Pradesh. He has 7 years of experience in sales and marketing. Prior to joining our Company, he was associated with M/s Fujiyama Power Systems as marketing and branding executive in the marketing department. The remuneration paid to him in Fiscal 2024 was ₹ 1.15 million.

Rajesh Karan Rajput is the Vice President of Photovoltaic Solar division of our Company. He has been associated with our Company since November 8, 2021, and is responsible for overseeing the solar panel manufacturing expansion operations and project of the Company. He holds a bachelor's degree of technology in electronics and telecommunication from Rajiv Gandhi Proudyogiki Vishwavidyalaya, Bhopal. He has 18 years of experience in managing greenfield projects. Prior to joining our Company, he was associated with Moser Baer Photo Voltaic Limited as engineer (cell line operations), Jupiter Solar Power Limited as assistant manager, Photonix Solar Private Limited as manager – production and quality, Waree Engineers Private Limited as senior engineer (QA), and Eeco Instapower Private Limited as plant head. The remuneration paid to him in Fiscal 2024 was ₹ 0.91 million.

Shubham Garg is the Vice President of Research and Development Division of our Company. He has been associated with our Company since April 1, 2018, and is responsible for overseeing complex programming and technical solutions of the Company. He holds a bachelor's degree of engineering in electronics and communication engineering from Chitkara University, Himachal Pradesh. He has 10 years of experience in R&D. Prior to joining our Company, he was associated with M/s Fujiyama Power Systems as manager in R&D. The remuneration paid to him in Fiscal 2024 was ₹ 2.75 million.

Vivek Kumar Yadaw is the Vice President of Process Optimisation of our Company. He has been associated with our Company since April 1, 2018, and is responsible for overseeing automation of process and their implementation in the Company. He holds a bachelor's degree of Technology in Electronics & Communication Engineering from West Bengal University of Technology. He has 10 years of experience in design and management. Prior to joining our Company, he was associated with M/s Fujiyama Power Systems as manager in quality department. The remuneration paid to him in Fiscal 2024 was ₹ 0.50 million.

Ashu Bansal is the Vice President of Finance and Accounts of our Company. He has been associated with our Company as an independent professional since April 1, 2018, and later joined our Company's payroll on September 2, 2024. He is responsible for financing operations, including accounting, financial planning and analysis, tax treasury and finance relations. He holds a bachelor's degree in commerce from the University of Delhi and membership in the Institute of Chartered Accountants of India. He has 8 years of experience in accounting and regulatory compliance. Prior to joining our Company, he was associated with M/s Fujiyama Power Systems as an independent professional. No remuneration was paid to him in Fiscal 2024.

Other than as disclosed under "– *Relationship between our Directors, Key Managerial Personnel and Senior*

Management" on page 289, none of the Key Managerial Personnel or Senior Management are related to each other.

Status of the Key Managerial Personnel and Senior Management

All the Key Managerial Personnel and Senior Management are permanent employees of our Company.

Shareholding of Key Managerial Personnel and Senior Management

Other than as disclosed under "*Capital Structure – Details of shares held by our Directors, Key Managerial Personnel and Senior Management of our Company*" on page 108, none of our Key Managerial Personnel or Senior Management hold any Equity Shares of face value ₹ 1 each as on the date of this Draft Red Herring Prospectus.

Bonus or profit-sharing plan of the Key Managerial Personnel and Senior Management

None of the Key Managerial Personnel or Senior Management is party to any bonus or profit-sharing plan of our Company.

Arrangement or understanding with major Shareholders, customers, suppliers, or others

There is no arrangement or understanding with the major Shareholders, customers, suppliers, or others, pursuant to which any Key Managerial Personnel or Senior Management was selected as a Key Managerial Personnel or Senior Management.

Contingent and deferred compensation payable to Key Managerial Personnel or Senior Management

There is no contingent or deferred compensation payable to Key Managerial Personnel or Senior Management.

Payment or benefit to officers of our Company

No amount or benefit has been paid or given, and no consideration for payment of giving such benefits has been paid or given within the preceding two years from the date of this Draft Red Herring Prospectus or is intended to be paid or given to any officers of our Company, including our Key Managerial Personnel and Senior Management, other than normal remuneration or re-imbursements, for services rendered as officers of our Company, dividend that may be payable in their capacity as Shareholders, and other than as disclosed in "*Interest of Directors*" on page 288.

Service contracts with Key Managerial Personnel and Senior Management

None of our Key Managerial Personnel or Senior Management have entered into a service contract with our Company pursuant to which they are entitled to any benefits upon termination of employment.

Interest of Key Managerial Personnel and Senior Management

Other than as disclosed in "*Our Management – Interest of Directors*" on page 288, our Key Managerial Personnel and Senior Management are interested in our Company to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of their service.

Our Key Managerial Personnel and Senior Management may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of Equity Shares of face value ₹ 1 each held by them in our Company. In addition, Shiv Kumar Garg also has an interest in our Company to the extent of rent income received by him from our Company pursuant to a rent agreement dated December 26, 2024 entered into by him, Yogesh Dua and our Company in respect of our Registered Office pursuant to which a rent of ₹ 0.10 million per month is payable to Shiv Kumar Garg by our Company. Shiv Kumar Garg and Sandeep Dua are also interested to the extent of the rent income received by them from our Company pursuant to a rent agreement dated December 19, 2024 entered into by and between Upsinverter.com and our Company in respect of the Parwanoo Facility pursuant to which a monthly rent of ₹ 0.09 million is payable to Upsinverter.com by our Company.

As on the date of this Draft Red Herring Prospectus, there is no conflict of interest between the suppliers of raw materials and third-party service providers (crucial for operations of our Company) and our Key Managerial Personnel and members of Senior Management.

As on the date of this Draft Red Herring Prospectus, except as disclosed below, there is no conflict of interest between the lessor of the immovable properties of the Company (crucial for operations of our Company) and our Key Managerial Personnel and members of Senior Management.

Shiv Kumar Garg has an interest in our Company to the extent of rent income received by him from our Company pursuant to a rent agreement dated December 26, 2024 entered into by him, Yogesh Dua and our Company in respect of our Registered Office pursuant to which a rent of ₹ 0.10 million per month is payable to Shiv Kumar Garg by our Company. Also, Shiv Kumar Garg and Sandeep Dua are also interested to the extent of the rent income received by them from our Company pursuant to a rent agreement dated December 19, 2024 entered into by and between Upsinverter.com and our Company in respect of the Parwanoo Facility pursuant to which a monthly rent of ₹ 0.09 million is payable to Upsinverter.com by our Company. For further information, please see section titled *"Risk Factor – Our Promoters, Directors, Key Managerial Personnel and Senior Management are interested in our Company's performance in addition to their remuneration and reimbursement of expenses"* on page 64.

Changes in the Key Managerial Personnel and Senior Management

Other than as disclosed in "– *Changes in the Board in the last three years*" on page 289 and as disclosed below, there have been no changes in the Key Managerial Personnel and Senior Management in the last three years:

S.No.	Name	Designation	Date of change	Reason for change
1.	Rakesh Kumar	Company Secretary and Compliance Officer	December 20, 2024	Appointment
2.	Chander Shekhar Sharma	Company Secretary	November 30, 2024	Resignation
3.	Prashant Gupta	Chief Financial Officer	November 27, 2024	Appointment
4.	Ashu Bansal	Vice President, Finance and Accounts	September 2, 2024	Appointment

Employee stock option plan

For details of the employee stock option scheme of our Company, see "*Capital Structure – ESOP Scheme* on page 109.

OUR PROMOTERS AND PROMOTER GROUP

Our Promoter

The Promoters of our Company are Pawan Kumar Garg, Yogesh Dua and Sunil Kumar. As on the date of this Draft Red Herring Prospectus, Pawan Kumar Garg, Yogesh Dua and Sunil Kumar are Shareholders of our Company and hold 108,351,570, 108,351,575 and 13,750,000 Equity Shares of face value ₹ 1 each, representing 38.68 %, 38.68 % and 4.91% respectively of the pre-Offer issued, subscribed and paid-up Equity Share capital of our Company.

For details of the build-up of our Promoter's shareholding in our Company, please see section titled "*Capital Structure – Notes to Capital Structure – Details of shareholding of our Promoters and members of the Promoter Group in our Company – (ii) Build-up of the Promoter's shareholding in our Company*" on page 100.

Details of our Promoters

<table>
<tr><td></td><td>Pawan Kumar Garg

Position: Chairman and Joint Managing Director

Date of birth: December 10, 1975

Address: Ho. no. 26/73, Near Jindal Public School, West Punjabi Bagh, Punjabi Bagh, Delhi – 110026, India

Permanent Account Number: AAUPG9261D

For the complete profile of Pawan Kumar Garg, along with details of his age, educational qualifications, experience in the business or employment, positions/posts held in past, directorships, his other ventures, special achievements, business and financial activities please see section titled "Our Management – Brief biographies of Directors" on page 285.</td></tr>
<tr><td></td><td>Yogesh Dua

Position: Chief Executive Officer and Joint Managing Director

Date of birth: November 17, 1974

Address: First Floor, House Number 16, Road Number 4, Ashoka Park Metro Station, Jaydev Park, Punjabi Bagh, West Delhi- 110026, India

Permanent Account Number: AAOPD6110C

For the complete profile of Yogesh Dua, along with details of his age, educational qualifications, experience in the business or employment, positions/posts held in past, directorships, his other ventures, special achievements, business and financial activities please see section titled "Our Management – Brief biographies of Directors" on page 285.</td></tr>
<tr><td></td><td>Sunil Kumar</td></tr>
</table>

<table>
<tr>
<td></td>
<td>

Position: Non-Executive Director

Date of birth: October 7, 1978

Address: 13 Ashoka Park Extn. East Punjabi Bagh, Punjabi Bagh, West Delhi, Delhi-110026, India

Permanent Account Number: AFMPD3317G

For the complete profile of Sunil Kumar, along with details of his age, educational qualifications, experience in the business or employment, positions/posts held in past, directorships, his other ventures, special achievements, business and financial activities please see section titled "*Our Management – Brief biographies of Directors*" on page 285.

</td>
</tr>
</table>

Our Company confirms that the permanent account number, bank account number, passport number, Aadhaar card number and driving license number of our Promoters will be submitted to the Stock Exchanges, at the time of filing of this Draft Red Herring Prospectus.

Change in the control of our Company

While there has been no change in control of our Company in the last five years preceding the date of this Draft Red Herring Prospectus, Sunil Kumar, pursuant to the Board resolution dated October 3, 2024, has been identified as a Promoter of our Company. Further, he acquired Equity Shares of face value ₹ 1 each of our Company, on March 21, 2024, and accordingly is not the original Promoter of our Company. For further details regarding the build-up of the Equity shareholding of our Promoters in our Company since incorporation, please see section titled "*Capital Structure – Build-up of the Promoter's shareholding in our Company*" on page 100.

Interest of our Promoters

Our Promoters are interested in our Company to the extent (i) that they have promoted our Company; (ii) of their shareholding and the shareholding of their relatives in our Company, if any, and the dividend and other distributions payable in respect of the same; (iii) of being a Director and Key Managerial Personnel and the remuneration, benefits and reimbursement of expenses payable by our Company to them, as applicable; (iv) that our Company has undertaken transactions with them, their relatives or entities in which our Promoters holds equity shares; and (v) Yogesh Dua also has an interest in our Company to the extent of rent income received by him from our Company pursuant to a rent agreement dated December 26, 2024 entered into by him, Shiv Kumar Garg and our Company in respect of our Registered Office pursuant to which a rent of ₹ 0.10 million per month is payable to Yogesh Dua by our Company. For details regarding the shareholding of our Promoters and other interests in our Company, please see section titled "*Capital Structure – Details of shareholding of our Promoters and members of the Promoter Group in our Company*", "*Our Management – Interest of Directors" and "Summary of the Offer Document – Summary of Related Party Transactions"* on page 100, 288 and 26.

Our Promoters does not have any interest, whether direct or indirect, in any property acquired by our Company within the three years preceding the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company as on the date of this Draft Red Herring Prospectus, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery, etc.

Further, our Promoters are also directors on the board, or are partners, shareholders, and trustees of entities with which our Company has had related party transactions and may be deemed to be interested to the extent of the payments made by our Company, if any, to these entities. For further details, please see section titled "*Restated Financial Information – Note 36- Related Party Disclosure*" on page 346.

As on the date of this Draft Red Herring Prospectus, no loans have been availed or given by the Promoters from our Company.

Our Promoters are not interested as a member in any firm or company which has any interest in our Company. Our Promoters are not interested as members of a firm or company, and no sum has been paid, or agreed to be paid to him or to such firm or company in which he is interested as a member, in cash or shares or otherwise by any person either to induce him to become, or to help him qualify as a Director, or otherwise for services rendered by him or by such firm or company, in connection with the promotion or formation of our Company.

Our Promoters do not have any interest in any venture that is involved in any activities similar to those conducted by the Company.

There are no conflicts of interest between the suppliers of raw materials and third-party service providers, who are crucial for the operations of our Company, and our Promoters and members of our Promoter Group.

Except as disclosed below, as of dated of this Draft Red Herring Prospectus, there are no conflicts of interest between the lessor of the immovable properties who are crucial for operations of our Company and our Promoters and members of our Promoter Group.

Yogesh Dua has an interest in our Company to the extent of rent income received by him from our Company pursuant to a rent agreement dated December 26, 2024 entered into by him, Shiv Kumar Garg and our Company in respect of our Registered Office pursuant to which a rent of ₹ 0.10 million per month is payable to Yogesh Dua by our Company. For further information, please see section titled *"Risk Factor– Our Promoters, Directors, Key Managerial Personnel and Senior Management are interested in our Company's performance in addition to their remuneration and reimbursement of expenses"* on page 64.

Payment or benefits to our Promoters or Promoter Group

Except as stated above, and otherwise as disclosed in the sections titled "*Restated Financial Information – Related party disclosures*" and "*Our Management – Payment or benefits to officers of our Company*" on pages 345 and 300 respectively, no amount or benefit has been paid or given to our Promoters or Promoter Group during the two years prior to the filing 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.

Companies or firms with which our Promoters has disassociated in the last three years

Our Promoters have not disassociated themselves from any company or firms during the last three years preceding the date of this Draft Red Herring Prospectus:

Material guarantees

Other than as guarantees as disclosed in '*History and Certain Corporate Matters - Details of guarantees given to third parties by the Promoter Selling Shareholders'* on page 281, our Promoters has not given any material guarantees to any third party, with respect to the Equity Shares of face value ₹ 1 each, as of the date of this Draft Red Herring Prospectus.

Other 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 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.

Promoter Group

In addition to our Promoters, the following individuals and entities form part of the Promoter Group of the Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations.

A. Natural persons forming part of the Promoter Group

Name of the	Name of the Relative	Relationship with the
Pawan Kumar Garg	Rita Garg	Spouse
	Satnarayan Garg	Father
	Shiv Kumar Garg	Brother
	Ajay Garg	Brother
	Renu Bala Bansal	Sister
	Sunita Rani	Sister
	Ishan Garg	Son
	Isha Garg	Daughter
	Rajendra Kumar Bansal	Spouse's Father
	Kamlesh Rani	Spouse's Mother
	Sumit Bansal	Spouse's Brother
	Rakhi Gupta	Spouse's Sister
	Meenu Gupta	Spouse's Sister
Yogesh Dua	Harsh Bala Dua	Spouse
	Kailash Kumari	Mother
	Sunil Kumar	Brother
	Anju Bala	Sister
	Anisha	Sister
	Anchita Dua	Daughter
	Ashmita Dua	Daughter
	Dev Raj Rakha	Spouse's Father
	Dinesh Kumar	Spouse's Brother
	Inder Kumar	Spouse's Brother
	Rekha	Spouse's Sister
Sunil Kumar	Madhvi Bhatia	Spouse
	Kailash Kumari	Mother
	Yogesh Dua	Brother
	Anju Bala	Sister
	Anisha	Sister
	Advay Dua	Son
	Aanya Dua	Daughter
	Vir Kush	Spouse's Father
	Madhu Kush	Spouse's Mother
	Vishwesh Bhatia	Spouse's Brother

Other individual Shareholder categorised as Promoter Group

Sandeep Dua

B. Entities forming part of the Promoter Group

1. Pawan Kumar & Sons HUF
2. M/s Fujiyama Power Systems
3. UpsInvertor.Com
4. Flymate Private Limited
5. Sensui Finserv Private Limited
6. Kura Systems Private Limited
7. Sowiz Inc.
8. Sowiz Solutions Private Limited
9. Zayo Cables Private Limited

DIVIDEND POLICY

Our Board of Directors, pursuant to a resolution dated December 20, 2024, have adopted a dividend distribution policy. The declaration and payment of dividend on the Equity Shares of face value ₹ 1 each, if any, will be recommended by our Board and approved by our Shareholders, at their discretion, in accordance with provisions of our Articles of Association and applicable law, including SEBI Listing Regulations and the Companies Act (together with applicable rules issued thereunder).

Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and will depend on financial and internal and any other relevant factors that our Board deem fit to consider before declaring dividend, including among others, profits earned and available for distribution during the financial year, stability of earnings of the Company from the operations, past dividend pattern (if any), cash flow Company from the operations, capital expenditure requirements of the Company , distributable surplus available, , funding and liquidity considerations and the requirements of funds to service any outstanding loans/facilities. It will also depend on external parameters such as economic environment, changes in the Government policies, industry specific rulings and regulatory provisions, industry outlook for the future years, and inflation rate. Our Company may decide against paying dividend due to, *inter alia*, inadequacy of profits or whenever the Company has incurred losses, undertaking of or proposal to undertake a significant expansion project requiring higher allocation of capital, and undertaking of any acquisitions or joint arrangements requiring significant allocation of capital.

Our Company has not declared any dividends on the Equity Shares of face value ₹ 1 each during the last three Fiscals, and the period from April 1, 2024, until the date of this Draft Red Herring Prospectus.

The past trend in relation to our payment of dividends is not necessarily indicative of our dividend trend or dividend policy, in the future, and there is no guarantee that any dividends will be declared or paid in the future. For details in relation to the risk involved, please see section titled "*Risk Factors – Our Company cannot assure payment of dividends on the Equity Shares in the future.*" on page 63.

SECTION VII: FINANCIAL INFORMATION

RESTATED FINANCIAL INFORMATION

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

Independent Auditors' Examination Report on the Restated Statement of Assets and Liabilities as at 30 September 2024, 31 March 2024, 31 March 2023 and 31 March 2022 and Restated Statement of Profit and Loss and Restated Statement of Cash Flows for the six months period ended 30 September 2024 and each of the years ended 31 March 2024, 31 March 2023 and 31 March 2022 of Fujiyama Power Systems Limited ('formerly known as Fujiyama Power Systems Private Limited) (collectively, the "Restated Financial Information")

To
Board of Directors
Fujiyama Power Systems Limited
(formerly known as Fujiyama Power Systems Private Limited)
53A/6, Near NDPL Grid Office, Near Metro Station
Industrial Area, New Delhi, Sat Guru Ram Singh Marg
Delhi – 110 015

Dear Sirs/Madams,

1. We have examined the attached Restated Financial Information of Fujiyama Power Systems Limited ('formerly known as Fujiyama Power Systems Private Limited) (the "**Company**") comprising of Restated Statement of Assets and Liabilities as at 30 September 2024, 31 March 2024, 31 March 2023 & 31 March 2022, Restated Statement of Profit and Loss, Restated Statement of Cash Flows, Restated Statement of Changes in Equity and the summary of material accounting policies and explanatory notes related notes thereon for the six months period ended 30 September 2024 ('stub period') and each of the years ended 31 March 2024, 31 March 2023 & 31 March 2022, (together referred as 'Restated Financial information') annexed to this report read with para 5 below which has been prepared by the Company for the purpose of inclusion in the Draft Red Herring Prospectus ("**DRHP**") in connection with its proposed initial public offering ("**IPO**"). The Restated Financial Information approved by the Board of Directors in its meeting held on 23 December 2024 are prepared by the Company in accordance with the requirements of:

   a) Section 26 of Chapter III of the Companies Act, 2013, as amended (the "**Act**");
   b) Relevant provisions of The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "**Regulations**") as amended from time to time, issued by the Securities and Exchange Board of India (**'SEBI'**), in pursuance of the Securities and Exchange Board of India Act, 1992 (the "**SEBI Act**"); and
   c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("**The Guidance Note**").

Management's Responsibility for the Restated Financial Information

2. The Company's Board of Directors are responsible for the preparation of the restated financial information of the Company in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India for the purpose of inclusion in the DRHP to be filed with Securities and Exchange Board of India, Bombay Stock Exchange ('BSE'), National Stock Exchange ('NSE') and Registrar of Companies, New Delhi in connection with the proposed IPO.

3. The Restated Statement of Assets and Liabilities of the Company as at 30 September 2024, 31 March 2024, 31 March 2023 & 31 March 2022, the Restated Statement of Profit and Loss, the Restated Statement of Cash flows, the Statement of Changes in Equity and the summary of material accounting policies and explanatory notes for the six months period ended 30 September 2024 and for the years ended 31 March 2024, 31 March 2023 & 31 March 2022 respectively have been compiled by the Management from:

   a) the Special Purpose Financial Statements of the Company as at and for the six months period ended 30 September 2024 prepared in accordance with Indian Accounting Standards (Ind AS) 34 "Interim Financial Reporting" as prescribed under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 as amended and other accounting principles generally accepted in India. These special purpose financial statements have been audited by us on which we have issued our opinion dated 23 December 2024;

b) Audited statutory Ind AS financial statements for the year ended 31 March 2024 on which we have issued unmodified opinion vide our report dated 12 September 2024; and,

c) The Special Purpose Ind AS Financial Statements for the years ended 31 March 2023 and 31 March 2022 prepared by the management by making Ind AS and other adjustments to comply with requirements of Ind AS, the Regulations and the Guidance Note in the audited statutory financial statements as at and for the years ended 31 March 2023 and 31 March 2022 prepared in accordance with the Companies (Accounting Standards) Rules, 2021 as amended (as disclosed in note 1.1 and 43 to the restated financial information). These special purpose financial statements have been audited by us on which we have issued our opinion dated 23 December 2024.

4. The Management's responsibility includes designing, implementing and maintaining adequate internal controls relevant to the preparation and presentation of the Restated Financial Information. The Management is also responsible for identifying and ensuring that the Company complies with the Act, Guidance Note and the Regulations.

Auditors' Responsibilities

5. For the purpose of our examination of Restated Financial Information:

   a. We have audited the Special Purpose Financial Information of the Company as at and for the six months period ended 30 September 2024 and statutory financial statements for year ended 31 March 2024 prepared by the Company as specified in paras 3a) & 3b) above in accordance with the Ind AS. We have issued unmodified opinion vide our report dated 23 December 2024 on these Special Purpose Financial Statements to the Board of Directors who have approved these in their meeting held on 23 December 2024 and unmodified opinion on the statutory financial statements for year ended 31 March 2024 vide our report dated 12 September 2024 which complies with the requirement of getting financial information audited by an audit firm holding a valid peer review certificate issued by the "Peer Review Board" of the ICAI as required by ICDR Regulations in relation to proposed IPO.

   b. We have audited the Special Purpose Ind AS Financial Statements for the years ended 31 March 2023 and 31 March 2022 (as specified in paragraph 3c) above) prepared on the basis as described in note 1.1 and 43 to the restated financial information and we have issued unmodified opinion on these special purpose Ind AS financial statements vide our report dated 23 December 2024.

6. We have examined such Restated Financial Information taking into consideration:

   a. The terms of our engagement agreed upon with you in accordance with our engagement letter dated 21 October 2024 in connection with the Company's IPO;

   b. The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("**ICAI**"), as amended from time to time (the "**Guidance Note**") The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI and,

   •

   c. The requirements of Section 26 of the Act and the Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, **SEBI Act, Guidance Note** and the Regulations in connection with the IPO.

7. The auditor report dated 12 September 2024 on the audited statutory financial statements as at and for the year ended 31 March 2024 included the following matters:

   "Report on other legal and regulatory requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure A, statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

(vii) (a) The undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, duty of customs, income tax and other material statutory dues, as applicable, have generally been regularly deposited to the appropriate authorities, though there has been a slight delay in a few cases except for delays in the payment of advance income taxes. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable. We are informed that the operations of the Company during the year, did not give rise to any liability for sales-tax, service tax, value added tax and duty of excise.

(b) According to the information and explanations given to us, there are no statutory dues referred to in sub-clause (a) that have not been deposited with the appropriate authorities on account of any dispute except for the following cases:

Name of the statute	**Nature of dues**	**Amount (₹)**	**Amount paid under Protest (₹)**	**Period to which the amount relates**	**Forum where dispute is pending**	**Remarks, if any**
Income Tax Act, 1961	Income Taxes	126.49 lakhs	58.60 lakhs	AY 2018-2019	CIT (Appeals)	-

2(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in paragraph 2(i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

2(f) The modifications relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2(b) above on reporting under Section 143(3)(b) of the Act and paragraph 2(i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

2(i)(vi) Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of account for the financial year ended 31 March 2024, which has a feature of recording audit trail (edit log) facility, however the same did not operate throughout the year for all relevant transactions recorded in the software. Consequently, we are unable to comment on any instance of audit trail feature being tampered with."

8. The auditor report dated 2 September 2022 on the audited statutory financial statements as at and for the year ended 31 March 2022 issued by the erstwhile statutory auditors included the following matter:

"13. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure A, statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

(iii)(c) schedule of repayment of the principal amount and the payment of the interest have not been stipulated and hence we are unable to comment as to whether receipt of the principal amount and the interest is regular."

9. Taking into consideration the requirements of Section 26 of Part I of Chapter III of the Act, the Regulations and the terms of our engagement agreed with you, we further report that:

a) Restated Financial Information of the Company as at and for the six months period ended 30 September 2024 and the years ended 31 March 2024, 31 March 2023 and 31 March 2022 have been prepared after:

   a. incorporating adjustments for the changes in accounting policies retrospectively in respective financial period/years to reflect the same accounting treatment as per the changed accounting policy for all reporting periods;

b. adjustments for prior period and other material amounts in the respective financial year to which they relate;

c. regrouping, which is more fully described in material accounting policies and notes;

Opinion

10. Based on our examination and according to the information and explanations given to us, read with our responsibility paragraph 5 along with paragraph 6 to paragraph 9 above, in our opinion, the Restated Financial Information read with respective material accounting policies has been prepared by the Company by taking into consideration the requirement of Section 26 of Chapter III of the Act, Regulations and the Guidance Note.

Other Matters

11. In the preparation and presentation of Restated Financial Information referred to in paragraph 1 above, no adjustments have been made for any events occurring subsequent to dates of the audit reports specified in paragraph 5 above.

12. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

13. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by the erstwhile auditors, nor should this be construed as a new opinion on any of the financial statements referred to herein.

14. This report is intended solely for use of the management for inclusion in the Draft Red Herring Prospectus (DRHP) to be filed with SEBI, BSE and NSE in connection with the proposed IPO of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For S.N. Dhawan & CO LLP
Chartered Accountants
Firm's Registration No.: 000050N/ N500045

Rahul Singhal
Partner
Membership No.: 096570
UDIN: 24096570BKCTMK5533

Place: Gurgaon
Date: 23 December 2024

Fujiyama Power Systems Limited *(formerly known as Fujiyama Power Systems Private Limited)*
Restated Statement of Assets and Liabilities
(All amounts in INR million unless otherwise stated)

	Particulars	Notes	As at 30 September 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
I.	**ASSETS**					
(A)	**Non - current assets**					
	(a) Property, plant and equipment	2A	2,076.15	2,065.93	1,616.58	372.36
	(b) Capital work in progress	2B	4.94	-	79.73	-
	(c) Investment property	2C	-	-	21.28	-
	(d) Right of use assets	2D	130.04	114.53	115.31	75.54
	(e) Goodwill	2E	564.13	564.13	564.13	693.43
	(f) Other intangible assets	2F	23.53	16.16	5.01	0.63
	(g) Financial assets					
	(i) Investments	3	0.02	0.02	0.02	0.07
	(ii) Others	4A	20.53	19.55	49.75	49.86
	(h) Deferred tax assets (net)		-	-	-	6.00
	(i) Other non - current assets	5	99.94	5.86	23.80	30.37
	Total non- current assets (A)		**2,919.28**	**2,786.18**	**2,475.61**	**1,228.26**
(B)	**Current assets**					
	(a) Inventories	6	3,288.42	2,321.47	1,871.96	1,780.72
	(b) Financial assets					
	(i) Trade receivables	7	573.31	646.80	285.36	394.74
	(ii) Cash and cash equivalents	8	42.20	42.16	1.13	0.34
	(iii) Bank balances other than (ii) above	9	92.06	105.66	134.53	201.94
	(iv) Others	4B	7.73	1.05	0.21	5.62
	(c) Other current assets	10	357.49	172.54	376.83	387.50
	Total current assets (B)		**4,361.21**	**3,289.68**	**2,670.02**	**2,770.86**
	Asset held-for-sale (C)	2G	-	20.55	-	-
	Total assets (A+B+C)		**7,280.49**	**6,096.41**	**5,145.63**	**3,999.12**
II.	**EQUITY AND LIABILITIES**					
(A)	**Equity**					
	(a) Equity share capital	11	245.37	245.37	136.48	136.48
	(b) Instruments entirely equity in nature	12	-	-	1,088.85	1,088.85
	(c) Other equity	13	2,904.37	2,150.04	705.50	585.29
	Total equity (A)		**3,149.74**	**2,395.41**	**1,930.83**	**1,810.62**
	Liabilities					
(B)	**Non - current liabilities**					
	(a) Financial liabilities					
	(i) Borrowings	14	707.15	632.14	667.09	145.40
	(ii) Lease liabilities	15	53.04	38.97	38.50	-
	(b) Provisions	16	58.02	44.41	37.25	36.14
	(c) Deferred tax liabilities (net)	17	139.81	115.32	42.34	-
	Total non-current liabilities (B)		**958.02**	**830.84**	**785.18**	**181.54**
(C)	**Current liabilities**					
	(a) Financial liabilities					
	(i) Borrowings	18	798.46	1,369.73	1,444.35	1,268.84
	(ii) Lease liabilities	15	7.75	4.89	3.29	-
	(iii) Trade payables	19				
	a)Total outstanding dues of micro and small enterprises		128.02	125.67	10.45	25.42
	b)Total outstanding dues of creditors others than micro and small enterprises		1,683.14	1,024.89	703.17	431.90
	(iv) Other financial liabilities	20	192.69	101.78	76.24	57.93
	(b) Other current liabilities	21	148.96	212.77	188.38	212.36
	(c) Provisions	16	5.41	4.88	3.39	3.52
	(d) Current tax liability (Net)	22	208.30	25.55	0.35	6.99
	Total current liabilities (C)		**3,172.73**	**2,870.16**	**2,429.62**	**2,006.96**
	Total equity and liabilities (A+B+C)		**7,280.49**	**6,096.41**	**5,145.63**	**3,999.12**
	Restated material accounting policy information	1.2				

The accompanying notes 1 to 50 are an integral part of the restated financial information

As per our report of even date

For S.N. Dhawan & CO LLP
Chartered Accountants
Firm Reg. No. 000050N / N500045

On behalf of the Board of Directors

Rahul Singhal
Partner
Membership No. 096570

Yogesh Dua
Joint Managing Director & CEO
DIN: 00315251

Pawan Kumar Garg
Chairman & Joint Managing Director
DIN: 08005220

Place: Gurugram
Date: 23 December 2024

Rakesh Kumar
Company Secretary
Membership No. F12868

Prashant Gupta
Chief Financial Officer

Place: New Delhi
Date: 23 December 2024

Fujiyama Power Systems Limited *(formerly known as Fujiyama Power Systems Private Limited)*
Restated Statement of Profit and Loss
(All amounts in INR million unless otherwise stated)

	Particulars	Notes	Six months period ended 30 September 2024	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2022
I.	Revenue from operations	23	7,217.35	9,246.88	6,640.83	5,068.38
II.	Other income	24	23.53	25.10	12.44	12.88
III.	**Total income (I+II)**		**7,240.88**	**9,271.98**	**6,653.27**	**5,081.26**
IV.	**Expenses:**					
	Cost of material consumed	25	5,371.78	6,975.10	4,998.21	4,257.58
	Changes in inventories	26	(252.74)	(117.43)	20.71	(519.84)
	Other operating expenses	27	231.77	317.36	159.39	88.41
	Employee benefits expense	28	326.20	506.16	435.66	328.18
	Finance costs	29	100.63	257.37	154.26	46.49
	Depreciation and amortisation expense	30	79.37	128.08	59.41	13.65
	Other expenses	31	373.85	579.32	510.87	471.27
	Total Expenses (IV)		**6,230.86**	**8,645.96**	**6,338.51**	**4,685.74**
V.	**Profit before tax (III-IV)**		**1,010.02**	**626.02**	**314.76**	**395.52**
VI.	**Tax expense :**	32				
	Current tax		234.46	100.42	23.00	110.00
	Income tax relating to earlier years		-	(0.43)	1.73	(2.47)
	Deferred tax		24.66	73.00	46.37	2.56
			259.12	**172.99**	**71.10**	**110.09**
VII.	**Profit for the period/ year (V-VI)**		**750.90**	**453.03**	**243.66**	**285.43**
VIII	**Other comprehensive income**					
	(i) Remeasurement gain / (loss) of defined benefit obligation plans		(0.69)	(0.06)	7.82	(7.01)
	(ii) Income tax relating to items that will not be reclassified to profit or loss.		0.17	0.02	(1.97)	1.76
	Total other comprehensive income/(loss), net of tax		**(0.52)**	**(0.04)**	**5.85**	**(5.25)**
IX.	**Total comprehensive income for the year/period (VII+VIII)**		**750.38**	**452.99**	**249.51**	**280.18**
X.	**Earnings per equity share (Nominal value per share INR 10/-)**	33 (i)				
	- Basic (INR)		30.60	18.46	9.93	11.63
	- Diluted (INR)		30.41	18.29	9.93	11.63
	Earnings per equity share post split and bonus (Nominal value per share INR 1/-)	33 (ii)				
	- Basic (INR)		2.68	1.62	0.87	1.02
	- Diluted (INR)		2.67	1.61	0.87	1.02
	Restated accounting policy information	1.2				

The accompanying notes 1 to 50 are an integral part of the restated financial information

As per our report of even date

For S.N. Dhawan & CO LLP
Chartered Accountants
Firm Reg. No. 000050N / N500045

Rahul Singhal
Partner
Membership No. 096570

Place: Gurugram
Date: 23 December 2024

On behalf of the Board of Directors

Yogesh Dua
Joint Managing Director & CEO
DIN: 00315251

Pawan Kumar Garg
Chairman & Joint Managing Director
DIN: 08005220

Rakesh Kumar
Company Secretary
Membership No. F12868

Prashant Gupta
Chief Financial Officer

Place: New Delhi
Date: 23 December 2024

Fujiyama Power Systems Limited *(formerly known as Fujiyama Power Systems Private Limited)*
Restated Statement of Cash Flow
(All amounts in INR million unless otherwise stated)

Particulars	Six months period ended 30 September 2024	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2022
A. Cash flows from operating activities				
Net profit before tax	1,010.02	626.02	314.76	395.52
Adjustments for:				
Depreciation and amortisation expense	79.37	128.08	59.41	13.65
Finance costs	98.40	253.86	150.90	46.49
Interest expense on lease liability	2.23	3.51	3.36	-
Interest income on bank deposits	(2.09)	(4.56)	(3.28)	(5.30)
Loss allowances on receivables	5.42	65.44	2.94	4.71
Share based payment	3.95	11.58	-	-
Unwinding income on security deposit (net)	(0.16)	(0.04)	(0.01)	-
Operating profit before working capital changes	**1,197.14**	**1,083.89**	**528.08**	**455.07**
Working capital adjustments:				
(Increase)/Decrease in trade receivables	68.07	(426.88)	106.44	50.75
(Increase)/Decrease in inventories	(966.95)	(449.51)	(91.24)	(1,054.77)
(Increase)/Decrease in other assets	(184.95)	204.28	10.68	(277.40)
(Increase)/Decrease in other financial assets	(7.65)	29.83	2.34	131.71
Increase/(Decrease) in trade payables	660.60	436.94	256.30	84.81
Increase/(Decrease) in provisions	13.45	8.59	8.80	10.81
Increase/(Decrease) in other liabilities	(58.76)	19.34	(23.98)	139.11
Increase/(Decrease) in other financial liabilities	92.80	22.90	12.76	22.54
Cashflow generated from/(used in) operations	**813.75**	**929.38**	**810.18**	**(437.37)**
Income taxes paid (net)	(51.71)	(74.79)	(31.37)	(147.27)
Net cashflow generated from/(used in) operating activities	**762.04**	**854.59**	**778.81**	**(584.64)**
B. Cash flow from investing activities				
Purchase of property, plant and equipment (incl. capital work in progress and capital advances)	(181.68)	(471.05)	(1,371.47)	(323.72)
Purchase of other intangible assets	(9.60)	(12.92)	(4.89)	(0.08)
Purchase of investment property	-	-	(21.77)	-
Sale proceeds from investment sale	-		0.05	0.05
Proceeds from sale of property, plant and equipment and investment property	15.50	5.05	1.15	-
Interest received	2.24	4.13	6.47	5.30
Net Realization from / (Investment) in fixed deposits	13.60	28.87	67.41	(138.71)
Net cashflow generated from/(used in) investing activities	**(159.94)**	**(445.92)**	**(1,323.05)**	**(457.16)**
C. Cash flow from financing activities				
Net proceeds from borrowings	(496.26)	(109.57)	697.20	1,086.35
Payment of lease liabilities (including security deposit)	(5.51)	(6.85)	(6.82)	-
Interest paid	(100.29)	(251.22)	(145.35)	(46.49)
Net cashflow generated/(used in) from financing activities	**(602.06)**	**(367.64)**	**545.03**	**1,039.86**
Net increase/(decrease) in cash and cash equivalents (A+B+C)	0.04	41.03	0.79	(1.94)
Cash and cash equivalents at the beginning of the period/year	42.16	1.13	0.34	2.28
Cash and cash equivalents at the end of the period/year	**42.20**	**42.16**	**1.13**	**0.34**
Cash and cash equivalents at the end of the period/year (note 8)	42.20	42.16	1.13	0.34

Restated accounting policy information 1.2

The accompanying notes 1 to 50 are an integral part of the restated financial information

As per our report of even date

For S.N. Dhawan & CO LLP
Chartered Accountants
Firm Reg. No. 000050N / N500045

On behalf of the Board of Directors

Rahul Singhal
Partner
Membership No. 096570

Place: Gurugram
Date: 23 December 2024

Yogesh Dua
Joint Managing Director & CEO
DIN: 00315251

Pawan Kumar Garg
Chairman & Joint Managing Director
DIN: 08005220

Rakesh Kumar
Company Secretary
Membership No. F12868

Place: New Delhi
Date: 23 December 2024

Prashant Gupta
Chief Financial Officer

Fujiyama Power Systems Limited (formerly known as Fujiyama Power Systems Private Limited)
Restated Statement of Changes in Equity
(All amounts in INR million unless otherwise stated)

A. Equity share capital

Particulars	Number of shares	Amount
Balance as at 1 April 2021	1,36,47,738	136.48
Changes in equity share capital	-	-
Balance as at 31 March 2022	**1,36,47,738**	**136.48**
Changes in equity share capital	-	-
Balance as at 31 March 2023	**1,36,47,738**	**136.48**
Changes in equity share capital	1,08,88,515	108.89
Balance as at 31 March 2024	**2,45,36,253**	**245.37**
Changes in equity share capital	-	-
Balance as at 30 September 2024	**2,45,36,253**	**245.37**

B. Instrument entirely equity in nature [compulsorily convertible preference shares ('CCPSs')]

Particulars	Number of shares	Amount
Balance as at 1 April 2021	1,08,88,515	1,088.85
Changes in CCPSs	-	-
Balance as at 31 March 2022	**1,08,88,515**	**1,088.85**
Changes in CCPSs	-	-
Balance as at 31 March 2023	**1,08,88,515**	**1,088.85**
Changes in CCPSs	(1,08,88,515)	(1,088.85)
Balance as at 31 March 2024	-	-
Changes in CCPSs	-	-
Balance as at 30 September 2024	-	-

C. Other equity

Particulars	Securities Premium	Retained Earnings	Share Based Payment Reserve	Total
Balance as at 1 April 2021	-	305.11	-	305.11
Profit for the year	-	285.43	-	285.43
Other comprehensive income / (loss)	-	(5.25)	-	(5.25)
Balance as at 31 March 2022	-	**585.29**	-	**585.29**
Transition adjustment (refer note 43)	-	(129.30)	-	(129.30)
Balance as at 1 April 2022	-	**455.99**	-	**455.99**
Profit for the year	-	243.66	-	243.66
Other comprehensive income/(loss)	-	5.85	-	5.85
Balance as at 31 March 2023	-	**705.50**	-	**705.50**
Profit for the year	-	453.03	-	453.03
Charge for the year	-	-	11.58	11.58
Received during the year (refer note 12)	979.97	-	-	979.97
Other comprehensive income/(loss)	-	(0.04)	-	(0.04)
Balance at 31 March 2024	**979.97**	**1,158.49**	**11.58**	**2,150.04**
Profit for the period	-	750.90	-	750.90
Charge for the period	-	-	3.95	3.95
Other comprehensive income/(loss)	-	(0.52)	-	(0.52)
Balance at 30 September 2024	**979.97**	**1,908.87**	**15.53**	**2,904.37**

Restated accounting policy information 1.2
The accompanying notes 1 to 50 are an integral part of the restated financial information

As per our report of even date

For S.N. Dhawan & CO LLP
Chartered Accountants
Firm Reg. No. 000050N / N500045

On behalf of the Board of Directors

Rahul Singhal
Partner
Membership No. 096570

Yogesh Dua
Joint Managing Director & CEO
DIN: 00315251

Pawan Kumar Garg
Chairman & Joint Managing Director
DIN: 08005220

Place: Gurugram
Date: 23 December 2024

Rakesh Kumar
Company Secretary
Membership No. F12868

Prashant Gupta
Chief Financial Officer

Place: New Delhi
Date: 23 December 2024

1 General Information

Fujiyama Power Systems Limited ('the Company'), incorporated on 29 November 2017 under the provisions of Companies Act, 2013, as a private limited company domiciled in India which later change its status from private limited company to limited company on 20 November 2024 vide SRN AB1756338. The registered office of the company is located at 53A/6 Industrial Area, Near NDPL Grid Office, Sat Guru Ram Singh Marg, Delhi, India – 110 015 (CIN: U31909DL2017PTC326513).

The Company is engaged in production of solar panels, solar batteries, solar inverters, solar charges, lithium-ion battery and related products. The Company has acquired the above business on 31 March 2018 on a going concern basis from M/s Fujiyama Power Systems, partnership firm.

1.1 Statement of compliance

The restated financial information comprising of Restated Statement of Assets and Liabilities as at 30 September 2024, 31 March 2024, 31 March 2023 & 31 March 2022, Restated Statement of Profit and Loss, Restated Statement of Cash Flows, Restated Statement of Changes in Equity and the summary of material accounting policies and explanatory notes related notes thereon for the six months period ended 30 September 2024 ('stub period') and each of the years ended 31 March 2024, 31 March 2023 & 31 March 2022, (together referred as 'Restated Financial information') have been prepared as a going concern in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 ("the Act") read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other relevant provisions of the Act. These restated financial information has been prepared by the Company for the purpose of inclusion in the offer document in connection with its proposed initial public offering **("IPO").**

The restated financial information have been compiled from:

a) The Special Purpose Financial Statements of the Company as at and for the six months period ended 30 September 2024 prepared in accordance with Indian Accounting Standards (Ind AS) 34 "Interim Financial Reporting" as prescribed under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 as amended and other accounting principles generally accepted in India. These special purpose financial statements have been approved by the board of directors in its meeting held on 23 December 2024.

b) The audited statutory Ind AS financial statements for the year ended 31 March 2024 are the first financial statements that the Company has prepared in accordance with Ind AS. For periods up to and including the year ended 31 March 2023, the Company prepared its statutory financial statements in accordance with accounting standards notified under section 133 of the Companies Act, 2013, read together with Companies (Accounting Standards) Rules, 2021, as amended. Accordingly, the Company has prepared the statutory financial statements which comply with applicable Ind AS for year ended 31 March 2024, together with the comparative period data as at and for the year ended 31 March 2023 based on the accounting policies as stated in note 1.2 below. In preparing these statutory financial statements, the Company's opening balance sheet was prepared as at 1 April 2022, the Company's date of transition to Ind AS. These financial statements have been approved by the board of directors in its meeting held on 12 September 2024.

c) The special purpose Ind AS financial statements for year ended 31 March 2023 and 31 March 2022. The financial information as at and for the year ended 31 March 2023 has been compiled from the statutory financial statements as stated in para b) above. The financial information as at and for the year ended 31 March 2022 have been prepared by making Ind AS adjustments on the respective accounting heads from their values as on the date of transition i.e., 1 April 2022 following accounting policies consistent with that used at the date of transition to the audited financial statements prepared in accordance with accounting standards notified under section 133 of the Companies Act, 2013 read with Companies (Accounting Standards) Rules, 2021 as amended and as per the requirement of guidance note on "Reports in Company Prospectuses (Revised 2019)" issued by the Institute of Chartered Accountants of India ('ICAI'). These special purpose financial statements have been approved by the board of directors in its meeting held on 23 December 2024.

Indian Accounting Standards issued and notified by the Ministry of Corporate Affairs under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) till the time these restated financial statements have been adopted by the Board of Directors, have been considered in preparing these restated financial statements.

1.2 Summary of material accounting policy information

(a) Basis of preparation

The restated financial information have been prepared in accordance with the requirements of:
a) Section 26 of Chapter III of the Companies Act, 2013, as amended (the "Act");
b) Relevant provisions of The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "Regulations"), issued by the Securities and Exchange Board of India ('SEBI'), in pursuance of the Securities and Exchange Board of India Act, 1992 (the "SEBI Act"); and
c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India as amended from time to time. ("The Guidance Note").

The restated financial information have been prepared on accrual basis under the historical cost basis except for certain financial instruments and defined benefit plan that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

- Level 3 inputs are unobservable inputs for the asset or liability.

In the application of the Company's accounting policies, the directors of the Company are required to make judgements, estimates and assumptions as explained below in the accounting policies about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

(b) Revenue recognition

(i) Sale of goods and services

Revenue from sale of goods is recognised upon transfer of control of the goods to the customers, which generally coincides with their delivery. Sales are recorded at invoice value, net of goods and service tax, trade discount and sales returns.

Revenue from sale of services are recognised as and when the services are rendered as per the terms of contract with customer.

(ii) Interest income

Interest income is recognized using the time-proportion method, basis taking into consideration the amount outstanding and the applicable interest rates.

(iii) Export incentives

Export incentives are recognised on export of goods and when the right to receive the income has been established.

(c) Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee.

The Company assesses whether a contract is or contains a lease, at inception of the contract. The Company recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less). For these leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise:
• Fixed lease payments (including in-substance fixed payments), less any lease incentives receivable; and
• Variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date.

The lease liability is presented as a separate line in the statement of financial position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Company remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

• The lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.

• The lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using an unchanged discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).

• A lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Company did not make any such adjustments during the current year.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at the commencement day, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The right-of-use assets are presented as a separate line in the statement of financial position.

The Company applies IAS 36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in the ‘Impairment’ policy.

(d) Foreign currency transactions and translations

Initial recognition
Transactions denominated in foreign currencies are accounted at the exchange rates prevailing on the date of the transaction.

Measurement of foreign currency monetary items at the Balance Sheet date
Monetary items denominated in foreign currencies at the year-end are restated at the exchange rates prevailing on the date of the Balance Sheet. Non-monetary items denominated in foreign currencies are carried at cost.

Treatment of exchange differences
Exchange differences arising on settlement / restatement of monetary assets and liabilities of the Company are recognized as income or expense in the Statement of Profit and Loss.

(e) Employee benefits

Employee benefits include provident fund and gratuity.

Defined contribution plan
In accordance with the provisions of the Employees Provident Funds and Miscellaneous Provisions Act, 1952, eligible employees of the Company are entitled to receive benefits with respect to provident fund, a defined contribution plan in which both the Company and the employee contribute monthly at a determined rate (currently 12% of employee’s basic salary upto maximum of Rs. 15,000 per month). Company’s contribution to Provident Fund is charged as an expense in the Statement of Profit and Loss.

Defined benefit Plan
Benefits payable to eligible employees of the Company with respect to gratuity, a defined benefit plan is accounted for on the basis of an actuarial valuation as at the balance sheet date. In accordance with the Payment of Gratuity Act, 1972, the plan provides for lump sum payments to vested employees on retirement, death while in service or on termination of employment in an amount equivalent to 15 days basic salary for each completed year of service. Vesting occurs upon completion of five years of service. The company contributes all the ascertained liabilities to a fund set up by the company and administered by a board of trustees. The present value of such obligation is determined by the projected unit credit method and adjusted for past service cost. The resultant actuarial gain or loss on change in present value of the defined benefit

obligation is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur.

(f) Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

(i) Current 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 items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company’s current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

(ii) Deferred Tax:
Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the restated financial statements and the corresponding tax bases 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 that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

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.

(iii)Current and deferred tax for the year:
Current and deferred tax are recognised in statement of profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

(g) Property, plant and equipment

Recognition and measurement
(i) Land and buildings 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 and accumulated impairment losses if any. Freehold land is not depreciated.

(ii) Property, plant and equipment is stated at cost, less accumulated depreciation and accumulated impairment losses. The initial cost of an asset comprises its purchase price or construction cost, any costs directly attributable to bringing the asset into the location and condition necessary for it to be capable of operating in the manner intended by management, the initial estimate of any decommissioning obligation, if any, and, for assets that necessarily take a substantial period of time to get ready for their intended use, finance costs. Cost includes import duties and any non-refundable taxes on such purchase, after deducting rebates and trade discounts and is inclusive of freight, duties, taxes and other incidental expenses. All cost are capitalized which are directly attributable to bringing assets to the condition and location essential for it to operate in a manner as intended by the management. In respect of assets due for capitalization, where final bills/claims are to be received/passed, the capitalisation is based on the engineering estimates. Final adjustments, for costs and depreciation are made retrospectively in the year of ascertainment of actual cost and finalisation of claim.

(iii) Capital work in progress includes the cost of property plant and equipment that are not yet ready for their intended use and the cost of assets not put to use before the Balance Sheet date.

(iv) If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate component of property, plant and equipment.

Depreciation/Amortisation

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values and is charged to Statement of Profit and Loss. Depreciation on all tangible fixed assets is provided on the straight line method over the estimated useful life of the assets at the rates specified below.

Asset	**Useful life**
Building	30 years
Machinery	3 to 15 years
Vehicle	10 years
Equipment	5 years
Furniture	10 years
Computers	3 years

Depreciation on addition to property, plant and equipment is provided on pro-rata basis from the date of acquisition of the assets. Depreciation on sale/deduction from property, plant and equipment is provided for upto the date of sale, deduction, discardment as the case may be.

The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. In respect of assets whose useful lives has been revised, the unamortized depreciable amount is charged over the revised remaining useful lives of the assets.

(v) An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of property, plant and equipment (calculated as the difference between the net disposal proceeds and the carrying amount of property, plant and equipment) is included in the Statement of Profit and Loss when property, plant and equipment is derecognized. The carrying amount of any component accounted as a separate component is derecognized, when replaced or when the property, plant and equipment to which the component relates gets derecognized.

(h) Investment property

Investment property is a property held to earn rentals and/or for capital appreciation. Investment property is measured initially at cost, including transaction costs. Subsequent to initial recognition, investment property is measured in accordance with Ind AS 16’s requirements for cost model.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

(i) Asset held-for-sale

Non-current asset is classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. Non-current assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell.

(j) Intangible assets

Recognition and measurement
Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortization and accumulated impairment losses. Amortization is recognized on a straight-line basis over their estimated useful lives. The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

Derecognition of Intangible assets
An intangible asset is derecognized on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognized in profit or loss when the asset is derecognized.

(k) Impairment of tangible and intangible assets

At the end of each reporting period, the company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in profit or loss.

An assessment is made annually as to see if there are any indications that impairment losses recognized earlier may no longer exist or may have come down. The impairment loss is reversed, if there has been a change in the estimates used to determine the asset's recoverable amount since the previous impairment loss was recognized. If it is so, the carrying amount of the asset is increased to the lower of its recoverable amount and the carrying amount that have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. After a reversal, the depreciation charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life. Reversals of Impairment loss are recognized in the Statement of Profit and Loss.

(l) Inventories

Inventories are valued at the lower of cost (on weighted average basis) and net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes all expenses incurred in bringing the goods to their present location and condition, including octroi and other levies, transit insurance and receiving charges. Semi-finished and finished goods include appropriate proportion of overheads. Goods in transit are valued at cost excluding import duties.

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.

(m) Provisions, contingent liabilities and contingent assets

(i) Provisions:
Provisions are recognized when the company has a present obligation (legal or constructive) as a result of a past event, it is probable that the company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

(ii) Provision for warranty:
The estimated liability for product warranties is recorded when products are sold. These estimates are established using historical information on the nature, frequency and average cost of warranty claims and management estimates regarding possible future incidence based on corrective actions or product failures. The timing of outflows will vary as and when warranty claim will arise – being typically 5 years.

(iii) Contingent liabilities:
Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non- occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

(iv) Contingent assets:
Contingent assets are not recognized in the accounts. However they are disclosed when the possible right to receive exists.

(n) Segment reporting

The Company's segmental reporting is in accordance with Ind AS 108 Operating Segments. Operating segments are reported in a manner consistent with the internal reporting provided to the board of directors, which is responsible for allocating resources and assessing performance of the operating segments, and has been identified as the chief operating decision maker.

(o) Earnings per share

Basic earnings per share ('EPS') is computed by dividing the net profit or loss (excluding OCI) for the year attributable to equity shareholders by the weighted average number of shares outstanding during the year.

Diluted earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of shares outstanding during the period as adjusted for the effects of all dilutive potential equity shares.

Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

(p) <u>Cash and cash equivalents</u>

In the cash flow statement, cash and cash equivalents include cash in hand, demand deposits with banks, other short term highly liquid investments with original maturities of three months or less, that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(q) <u>Financial instruments</u>

Financial assets and financial liabilities are recognized when the company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss.

<u>Financial assets</u>

Initial recognition and measurement

All financial assets are recognized initially at fair value and transaction cost that is attributable to the acquisition of the financial asset is also adjusted.

Subsequent measurement

For the purpose of Subsequent measurement, the Company classifies financial assets in following categories:

(i) Financial assets at amortized cost
(ii) Financial assets at fair value through other comprehensive income (FVTOCI)
(iii) Financial assets at fair value through profit or loss (FVTPL)

Financial assets are measured at amortized cost if both of the following conditions are met:

(i) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

(ii) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Financial assets are measured at fair value through other comprehensive income if both of the following conditions are met:

(i) The asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and

(ii) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

All financial assets not classified as measured at amortized cost or FVTOCI as described above are measured at FVTPL.

Financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method.

Financial assets are subsequently measured at FVTOCI with gains and losses arising from changes in fair value recognized in other comprehensive income.

Financial assets are subsequently measured at FVTPL with gains and losses arising from changes in fair value recognized in profit or loss.

All equity instruments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at fair value through profit and loss (FVTPL). For all other equity instruments, the Company decides to classify the same either as at fair value through other comprehensive income (FVOCI) or fair value through profit and loss (FVTPL).

De-recognition of financial assets

A financial asset is primarily de-recognized when the rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset.

<u>Financial liabilities</u>

Initial recognition and measurement

All financial liabilities are recognized initially at fair value and transaction cost that is attributable to the acquisition of the financial liabilities is also adjusted. These liabilities are classified at amortized cost.

Subsequent to initial recognition, these liabilities are measured at amortized cost using the effective interest method. This category generally applies to long-term payables and deposits.

De-recognition of financial liabilities

A financial liabilities is de-recognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit and loss.

<u>Offsetting of financial instruments</u>

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

(r) <u>Impairment of financial instruments</u>

In accordance with Ind-AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss for financial assets.

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 Company expects to receive. When estimating the cash flows, the Company is required to consider:

- All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets.
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms

Trade receivables
As a practical expedient the Company has adopted 'simplified approach' using the provision matrix method for recognition of expected loss on trade receivables. The provision matrix is based on historical default rate observed over the expected life of the trade receivable and is adjusted for forward-looking estimates. At every reporting date, the historical default rates are updated and changes in the forward-looking estimates are analysed. Further receivables are segmented for this analysis where the credit risk characteristics of the receivables are similar.

Other financial assets
For recognition of impairment loss on other financial assets and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition and if credit risk has increased significantly, impairment loss is provided.

(s) Functional and presentation currency

These restated financial statements are presented in Indian Rupees, the functional currency of the Company. All amounts have been rounded to the nearest lakhs, upto two decimal places, unless otherwise stated.

(t) Operating cycle

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

Fujiyama Power Systems Limited *(formerly known as Fujiyama Power Systems Private Limited)*
Notes to Restated Financial Information
(All amounts in INR million unless otherwise stated)

2(A): Property, plant and equipment

30 September 2024

Sl. No.	Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		As at 1 April 2024	Additions	Adjustment/ Deletion	As at 30 September 2024	As at 1 April 2024	During the period	Adjustment /Deletion	As at 30 September 2024	As at 30 September 2024	As at 31 March 2024
	Property, plant and equipment										
1	Land (freehold)	142.42	-	-	142.42	-	-	-	-	142.42	142.42
2	Building on freehold land	265.85	-	-	265.85	10.70	4.95	-	15.65	250.20	255.15
3	Building on leasehold land	152.16	-	-	152.16	9.13	2.46	-	11.59	140.57	143.03
4	Plant & machinery	1,600.46	66.33	-	1,666.79	138.86	58.90	-	197.76	1,469.03	1,461.60
5	Office equipments	25.87	7.08	-	32.95	7.12	2.76	-	9.88	23.07	18.75
6	Computers	5.89	1.36	-	7.25	2.42	0.94	-	3.36	3.89	3.47
7	Furniture & fixtures	41.98	7.87	-	49.85	3.87	2.26	-	6.13	43.72	38.11
8	Vehicles	3.61	0.02	-	3.63	0.21	0.17	-	0.38	3.25	3.40
	Total	**2,238.24**	**82.66**	**-**	**2,320.90**	**172.31**	**72.44**	**-**	**244.75**	**2,076.15**	**2,065.93**

31 March 2024

Sl. No.	Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		As at 1 April 2023	Additions	Adjustment/ Deletion	As at 31 March 2024	As at 1 April 2023	During the year	Adjustment /Deletion	As at 31 March 2024	As at 31 March 2024	As at 31 March 2023
1	Land (freehold)	142.42	-	-	142.42	-	-	-	-	142.42	142.42
2	Building on freehold land	227.29	38.56	-	265.85	2.35	8.35	-	10.70	255.15	224.94
3	Building on leasehold land	152.16	-	-	152.16	4.21	4.92	-	9.13	143.03	147.95
4	Plant & machinery	1,110.81	489.65	-	1,600.46	40.91	97.95	-	138.86	1,461.60	1,069.90
5	Office equipments	16.75	9.12	-	25.87	3.22	3.90	-	7.12	18.75	13.53
6	Computers	3.67	2.22	-	5.89	1.03	1.39	-	2.42	3.47	2.64
7	Furniture & fixtures	16.33	25.65	-	41.98	1.20	2.67	-	3.87	38.11	15.13
8	Vehicles	0.08	3.53	-	3.61	0.01	0.20	-	0.21	3.40	0.07
	Total	**1,669.51**	**568.73**	**-**	**2,238.24**	**52.93**	**119.38**	**-**	**172.31**	**2,065.93**	**1,616.58**

31 March 2023

Sl. No.	Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		As at 1 April 2022	Additions	Adjustment / Deletion	As at 31 March 2023	As at 1 April 2022	During the year	Adjustment /Deletion	As at 31 March 2023	As at 31 March 2023	As at 1 April 2022
1	Land (freehold)	-	142.42	-	142.42	-	-	-	-	142.42	-
2	Building on freehold land	-	227.29	-	227.29	-	2.35	-	2.35	224.94	-
3	Building on leasehold land	128.34	23.82	-	152.16	-	4.21	-	4.21	147.95	128.34
4	Plant & machinery	228.45	883.51	1.15	1,110.81	-	40.91	-	40.91	1,069.90	228.45
5	Office equipments	8.37	8.38	-	16.75	-	3.22	-	3.22	13.53	8.37
6	Computers	1.48	2.19	-	3.67	-	1.03	-	1.03	2.64	1.48
7	Furniture & fixtures	5.72	10.61	-	16.33	-	1.20	-	1.20	15.13	5.72
8	Vehicles	-	0.08	-	0.08	-	0.01	-	0.01	0.07	-
	Total	**372.36**	**1,298.30**	**1.15**	**1,669.51**	**-**	**52.93**	**-**	**52.93**	**1,616.58**	**372.36**

Note (a): The Company has elected to continue with the carrying value of its property, plant and equipment recognised as of 1 April 2022 (transition date) as per previous GAAP and use that carrying value as its deemed cost as of the transition date.

31 March 2022

Sl. No.	Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		As at 1 April 2021*	Additions	Adjustment / Deletion	As at 31 March 2022	As at 1 April 2021	During the year	Adjustment /Deletion	As at 31 March 2022	As at 31 March 2022	As at 1 April 2021
1	Building on leasehold land	68.88	62.41	-	131.29	-	2.95	-	2.95	128.34	68.88
2	Plant & machinery	4.42	229.57	-	233.99	-	5.54	-	5.54	228.45	4.42
3	Office equipments	2.64	7.03	-	9.67	-	1.30	-	1.30	8.37	2.64
4	Computers	1.08	1.14	-	2.22	-	0.74	-	0.74	1.48	1.08
5	Furniture & fixtures	2.32	4.21	-	6.53	-	0.81	-	0.81	5.72	2.32
	Total	**79.34**	**304.36**	**-**	**383.70**	**-**	**11.34**	**-**	**11.34**	**372.36**	**79.34**

***Note:** In accordance with the guidelines given in the Guidance Note on Reports in Company Prospectuses issued by ICAI, the Company has considered the deemed cost exemption as at 1 April 2021 in line with the exemption availed during the statutory transition date of 1 April 2022. Accordingly, the carrying value as per previous GAAP has been considered as deemed cost as at 1 April 2021.

Note (b): Term loans and loan repayble on demand are secured by hypothecation of stock, trade receivables, movable fixed assets and on immovable properties situated in Bawal, Parwannoo and Noida.

(All amounts in INR million unless otherwise stated)

		As at 30 September 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
2(B)	**Capital work in progress**				
	Opening balance	-	79.73	-	-
	Additions during the period/ year	4.94	-	79.73	-
	Capitalized during the period/ year	-	79.73	-	-
	Closing balance	**4.94**	**-**	**79.73**	**-**
	Ageing schedule - 'in progress'				
	Less than 1 year	4.94	-	79.73	-
	1-2 years	-	-	-	-
	2-3 years	-	-	-	-
	More than 3 years	-	-	-	-
	Total	**4.94**	**-**	**79.73**	**-**
2(C)	**Investment property**				
	Gross block (A)				
	Opening balance	-	21.77	-	-
	Add: Additions during the period/ year	-	-	21.77	-
	Less: Deletion during the period/ year	-	21.77	-	-
	Closing balance (A)	-	-	**21.77**	-
	Accumulated depreciation (B)				
	Opening balance	-	0.49	-	-
	Add: Additions during the period/ year	-	0.73	0.49	-
	Less: Deletion during the period/ year	-	1.22	-	-
	Closing balance (B)	-	-	**0.49**	-
	Net block (C = A-B)	**-**	**-**	**21.28**	**-**
2(D)	**Right of use assets**				
	Gross block (A)				
	Opening balance*	126.21	120.79	75.54	58.35
	Add: Additions during the period/ year	20.21	5.42	45.25	19.36
	Less: Deletion during the period/ year	-	-	-	-
	Closing balance (A)	**146.42**	**126.21**	**120.79**	**77.71**
	Accumulated depreciation (B)				
	Opening balance	11.68	5.48	-	-
	Add: Additions during the period/ year	4.70	6.20	5.48	2.17
	Less: Deletion during the period/ year	-	-	-	-
	Closing balance (B)	**16.38**	**11.68**	**5.48**	2.17
	Net block (C = A-B)	**130.04**	**114.53**	**115.31**	**75.54**

*Note (a): The Company has elected to continue with the carrying value of its Right of use recognised as of 1 April 2022 (transition date) as per previous GAAP and use that carrying value as its deemed cost as of the transition date.
*Note (b): In accordance with the guidelines given in the Guidance Note on Reports in Company Prospectuses issued by ICAI, the Company has considered the deemed cost exemption as at 1 April 2021 in line with the exemption availed during the statutory transition date of 1 April 2022. Accordingly, the carrying value as per previous GAAP has been considered as deemed cost as at 1 April 2021.

		As at 30 September 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
2(E)	**Goodwill**				
	Opening balance*	564.13	564.13	564.13	693.43
	Less: Amortisation for the period / year	-	-	-	-
	Closing balance	**564.13**	**564.13**	**564.13**	**693.43**

*Note (a): The Company has elected to continue with the carrying value of Goodwill recognised as of 1 April 2022 (transition date) as per previous GAAP and use that carrying value as its deemed cost as of the transition date.
*Note (b): In accordance with the guidelines given in the Guidance Note on Reports in Company Prospectuses issued by ICAI, the Company has considered the deemed cost exemption as at 1 April 2021 in line with the exemption availed during the statutory transition date of 1 April 2022. Accordingly, the carrying value as per previous GAAP has been considered as deemed cost as at 1 April 2021.

(All amounts in INR million unless otherwise stated)

2(F): Other intangible assets

30 September 2024

Sl. No.	Particulars	GROSS BLOCK				AMORTISATION				NET BLOCK	
		As at 1 April 2024	Additions	Adjustment/ Deletion	As at 30 September 2024	As at 1 April 2024	During the period	Adjustment /Deletion	As at 30 September 2024	As at 30 September 2024	As at 31 March 2024
	Other intangible assets										
1	Brand	0.55	-	-	0.55	0.26	0.06	-	0.32	0.23	0.29
2	Patent	0.01	-	-	0.01	-	-	-	-	0.01	0.01
3	Software	17.88	9.60	-	27.48	2.02	2.17	-	4.19	23.29	15.86
	Total	**18.44**	**9.60**	**-**	**28.04**	**2.28**	**2.23**	**-**	**4.51**	**23.53**	**16.16**

31 March 2024

Sl. No.	Particulars	GROSS BLOCK				AMORTISATION				NET BLOCK	
		As at 1 April 2023	Additions	Adjustment/ Deletion	As at 31 March 2024	As at 1 April 2023	During the year	Adjustment /Deduction	As at 31 March 2024	As at 31 March 2024	As at 31 March 2023
1	Brand	0.55	-	-	0.55	0.13	0.13	-	0.26	0.29	0.42
2	Patent	0.01	-	-	0.01	-	-	-	-	0.01	0.01
3	Software	4.96	12.92	-	17.88	0.38	1.64	-	2.02	15.86	4.58
	Total	**5.52**	**12.92**	**-**	**18.44**	**0.51**	**1.77**	**-**	**2.28**	**16.16**	**5.01**

31 March 2023

Sl. No.	Particulars	GROSS BLOCK				AMORTISATION				NET BLOCK	
		As at 1 April 2022	Additions	Adjustment / Deletion	As at 31 March 2023	As at 1 April 2022	During the year	Adjustment /Deduction	As at 31 March 2023	As at 31 March 2023	As at 1 April 2022
1	Brand	0.55	-	-	0.55	-	0.13	-	0.13	0.42	0.55
2	Patent	0.01	-	-	0.01	-	-	-	-	0.01	0.01
3	Software	0.07	4.89	-	4.96	-	0.38	-	0.38	4.58	0.07
	Total	**0.63**	**4.89**	**-**	**5.52**	**-**	**0.51**	**-**	**0.51**	**5.01**	**0.63**

Note: The Company has elected to continue with the carrying value of its intangible assets recognised as of 1 April 2022 (transition date) as per previous GAAP and use that carrying value as its deemed cost as of the transition date.

31 March 2022

Sl. No.	Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		As at 1 April 2021*	Additions	Adjustment / Deletion	As at 31 March 2022	As at 1 April 2021	During the year	Adjustment /Deletion	As at 31 March 2022	As at 31 March 2022	As at 1 April 2021
1	Brand	0.68	-	-	0.68	-	0.13	-	0.13	0.55	0.68
2	Patent	0.01	-	-	0.01	-	-	-	-	0.01	0.01
3	Software	-	0.08	-	0.08	-	0.01	-	0.01	0.07	-
	Total	**0.69**	**0.08**	**-**	**0.77**	**-**	**0.14**	**-**	**0.14**	**0.63**	**0.69**

***Note:** In accordance with the guidelines given in the Guidance Note on Reports in Company Prospectuses issued by ICAI, the Company has considered the deemed cost exemption as at 1 April 2021 in line with the exemption availed during the statutory transition date of 1 April 2022. Accordingly, the carrying value as per previous GAAP has been considered as deemed cost as at 1 April 2021.

(All amounts in INR million unless otherwise stated)

		As at 30 September 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
2(G)	**Asset held-for-sale***				
	Property held-for-sale (refer note 36)	-	20.55	-	-
	Total	**-**	**20.55**	**-**	**-**

*During FY 2023-24, the Company entered into agreement to sell flat to a director at the fair value of the said asset carried out by the registered valuer. The Company has classifed the property as held-for-sale since the sale is not materialized during the year 2023-24.

		As at 30 September 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
3	**Investments#**				
	Unquoted, in equity shares, INR 10 each fully paid up Kura Systems Private Limited (Investee Company) (1,998 equity shares as at 31 March 2024 & 31 March 2023 and 7,000 equity shares as at 1 April 2022)	0.02	0.02	0.02	0.07
	Total investments	**0.02**	**0.02**	**0.02**	**0.07**

The management has assessed that Company does not establish any control over the investee by virtue of Ind AS 110 as at 30 Sep 2024, 31 March 2024, 31 March 2023 and 31 March 2022.

		As at 30 September 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
4	**Other financial assets** (Unsecured, considered good)				
	Non-current: (A)				
	Security deposits	20.53	19.55	49.75	49.86
	Total non - current financial assets (4A)	**20.53**	**19.55**	**49.75**	**49.86**
	Current: (B)				
	Interest accrued on fixed deposits but not due	0.69	0.68	0.21	3.39
	Security deposits/earnest money deposits	7.04	0.37	-	-
	Other receivables	-	-	-	2.23
	Total current financial assets (4B)	**7.73**	**1.05**	**0.21**	**5.62**
5	**Other non-current assets** (Unsecured and considered good)				
	Capital advances	94.08	-	17.95	24.51
	Deposit under protest (refer note 34)	5.86	5.86	5.85	5.86
	Total other non-current assets	**99.94**	**5.86**	**23.80**	**30.37**
6	**Inventories (valued at lower of cost and net realisable value)**				
	Raw materials	1,732.62	943.19	794.21	705.76
	Semi finished goods	513.75	338.23	287.40	711.00
	Finished goods	910.67	833.45	766.85	363.96
	Stores and spares	70.57	81.47	23.50	-
	Goods in transit (raw materials)	60.81	125.13	-	-
	Total inventories	**3,288.42**	**2,321.47**	**1,871.96**	**1,780.72**
7	**Trade receivables - current**				
	Undisputed - considered good	650.77	716.20	290.60	397.04
	Disputed - significant increase in credit risk	3.63	6.27	4.99	4.99
		654.40	**722.47**	**295.59**	**402.03**
	Less: expected credit loss allowance	(81.09)	(75.67)	(10.23)	(7.29)
	Total trade receivables	**573.31**	**646.80**	**285.36**	**394.74**

(Refer note 7.1 for ageing schedule of trade receivables)

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(All amounts in INR million unless otherwise stated)

Note 7.1: Ageing schedule (Trade receivables - gross)
As at 30 September 2024

Particulars	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed trade receivables – considered good	542.81	16.82	18.33	72.81	-	650.77
(ii) Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Disputed trade receivables – considered good	-	-	-	-	-	-
(iv) Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	3.63	3.63
Total	**542.81**	**16.82**	**18.33**	**72.81**	**3.63**	**654.40**

As at 31 March 2024

Particulars	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed trade receivables – considered good	596.21	8.83	69.31	41.85	-	716.20
(ii) Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Disputed trade receivables – considered good	-	-	-	-	-	-
(iv) Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	6.27	6.27
Total	**596.21**	**8.83**	**69.31**	**41.85**	**6.27**	**722.47**

As at 31 March 2023

Particulars	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed trade receivables – considered good	197.36	20.36	72.88	-	-	290.60
(ii) Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Disputed trade receivables – considered good	-	-	-	-	-	-
(iv) Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	4.99	4.99
Total	**197.36**	**20.36**	**72.88**	**-**	**4.99**	**295.59**

As at 31 March 2022

Particulars	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed trade receivables – considered good	272.08	124.96	-	-	-	397.04
(ii) Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Disputed trade receivables – considered good	-	-	-	-	-	-
(iv) Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	4.99	4.99
Total	**272.08**	**124.96**	**-**	**-**	**4.99**	**402.03**

(All amounts in INR million unless otherwise stated)

		As at 30 September 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
8	**Cash and cash equivalents**				
	Balances with banks	41.96	41.82	0.20	0.22
	Cash on hand	0.24	0.34	0.93	0.12
	Total cash and cash equivalents	**42.20**	**42.16**	**1.13**	**0.34**
9	**Bank balances other than cash and cash equivalents**				
	Fixed deposits held as margin money	92.06	105.66	134.53	201.94
	Total other bank balances	**92.06**	**105.66**	**134.53**	**201.94**
10	**Other current assets** (Unsecured, considered good)				
	Advance to suppliers	123.92	117.88	163.82	65.43
	Prepaid expenses	13.72	6.96	11.09	5.45
	Advance to employees	5.08	4.53	0.56	1.13
	Goods and services tax input receivable	206.60	24.28	154.93	284.25
	Export incentives	1.01	1.72	6.86	5.38
	Goods and services tax refund receivable	-	9.33	28.74	20.92
	Custom duty refund receivable	-	6.41	-	-
	Other balance with government authorities	7.16	1.43	10.83	4.94
	Total other current assets	**357.49**	**172.54**	**376.83**	**387.50**

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(All amounts in INR million unless otherwise stated)

11: Equity share capital

Particulars	As at 30 September 2024		As at 31 March 2024		As at 31 March 2023		As at 31 March 2022	
	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount
Authorized capital								
Equity shares of INR 10 each	12,50,00,000	1,250.00	4,07,85,970	407.86	1,50,00,000	150.00	1,50,00,000	150.00
Issued, subscribed, and fully paid up								
Equity shares of INR 10 each	2,45,36,253	245.37	2,45,36,253	245.37	1,36,47,738	136.48	1,36,47,738	136.48
(a) Reconciliation of equity shares outstanding at the beginning and at the end of the period/ year								
Outstanding at the beginning of the period/ year	2,45,36,253	245.37	1,36,47,738	136.48	1,36,47,738	136.48	1,36,47,738	136.48
Additions during the period/ year	-	-	1,08,88,515	108.89	-	-	-	-
Outstanding at the end of the period/ year	**2,45,36,253**	**245.37**	**2,45,36,253**	**245.37**	**1,36,47,738**	**136.48**	**1,36,47,738**	**136.48**

(b) List of shareholders holding more than 5% of paid-up equity share capital

Particulars	As at 30 September 2024		As at 31 March 2024		As at 31 March 2023		As at 31 March 2022	
	No. of shares	% to total Shares	No. of shares	% to total Shares	No. of shares	% to total Shares	No. of shares	% to total Shares
(i) Yogesh Dua	86,68,126	35.33%	86,68,126	35.33%	68,23,869	50.00%	68,23,869	50.00%
(ii) Pawan Kumar Garg	1,08,35,157	44.16%	1,08,35,157	44.16%	68,23,869	50.00%	68,23,869	50.00%
(iii) Sunil Kumar	11,00,000	4.48%	11,00,000	4.48%	-	0.00%	-	0.00%

(c) Shares held by promoters

Particulars	As at 30 September 2024		As at 31 March 2024		As at 31 March 2023		As at 31 March 2022	
	No. of shares	% to total Shares	No. of shares	% to total Shares	No. of shares	% to total Shares	No. of shares	% to total Shares
(i) Yogesh Dua	86,68,126	35.33%	86,68,126	35.33%	68,23,869	50.00%	68,23,869	50.00%
(ii) Pawan Kumar Garg	1,08,35,157	44.16%	1,08,35,157	44.16%	68,23,869	50.00%	68,23,869	50.00%
(iii) Sunil Kumar*	11,00,000	4.48%	11,00,000	4.48%	-	0.00%	-	0.00%

**Mr. Sunil Kumar has been classified as promoter vide resolution passed by the Company in its meeting held on 03 October 2024.*

(d) % of change in promoters shareholding

Particulars	As at 30 September 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
(i) Yogesh Dua	0.00%	-14.67%	0.00%	0.00%
(ii) Pawan Kumar Garg	0.00%	5.84%	0.00%	0.00%
(iii) Sunil Kumar	0.00%	4.48%	0.00%	0.00%

Rights, preferences and estrictions attached to issued equity shares:
The Company has one class of equity shares having par value of INR 10 per share. Each holder of Equity shares is entitled to one vote per share. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(e) The Company vide resolution passed in the extra-ordinary general meeting held on 27 May 2024 has re-organised its authorised share capital by cancellation of 8,421,403 unissued preference shares of INR 100 each and increase authorised equity share capital by 84,214,030 equity shares of INR 10 each. Accordingly, the authorised equity share capital of the Company is modified to 125,000,000 equity shares of INR 10 each.

(f) Subsequent to period end pursuant to the provisions of sections 13, 61 and 64 of the Companies Act, 2013, the board of directors in its meeting held on 27 November 2024 and the shareholders in their meeting held on 28 November 2024 has approved the sub-division of its 24,574,643 fully paid equity shares having face value of INR 10 each to 245,746,430 fully paid equity shares having face value of INR 1 each. Accordingly, the authorised equity share capital of the Company is modified to 1,250,000,000 equity shares of INR 1 each.

(All amounts in INR million unless otherwise stated)

12: Instruments entirely equity in nature

Compulsorily convertible preference shares (CCPS)

Particulars	As at 30 September 2024		As at 31 March 2024		As at 31 March 2023		As at 31 March 2022	
	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount
Authorized								
1% Compulsorily convertible preference shares of INR 100 each	-	-	84,21,403	842.14	1,10,00,000	1,100.00	1,10,00,000	1,100.00
Issued, subscribed, and fully paid up								
1% Compulsorily convertible preference shares of INR 100 each	-	-	-	-	1,08,88,515	1,088.85	1,08,88,515	1,088.85
(a) Reconciliation of CCPS outstanding at the beginning and at the end of the year								
Outstanding at the beginning of the year	-	-	1,08,88,515	1,088.85	1,08,88,515	1,088.85	1,08,88,515	1,088.85
Converted into equity shars during the year	-	-	(1,08,88,515)	(1,088.85)	-	-	-	-
Additions during the year	-	-	-	-	-	-	-	-
Outstanding at the end of the year	-	-	-	-	1,08,88,515	1,088.85	1,08,88,515	1,088.85

Terms attached to preference shares:

Compulsory convertible preference shares ('CCPS') having coupon rate of 1% shall rank pari-passu among themselves. CCPS shall be convertible into equity shares of INR 10 each and @ INR 90 premium per share upon conversion as on 30th June, 2023. CCPS shall not carry any voting rights except in case of any resolution placed before the Company which directly affects the rights attached to such CCPS or as otherwise provided in the Companies Act, 2013. During the FY 2023-24, 10,888,515 CCPS have been converted into equity at INR 100 (including premium of INR 90 per share) per equity share as per the shareholders agreement.

(All amounts in INR million unless otherwise stated)

13: Other Equity

Particulars	As at 30 September 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
(a) Securities premium				
At the beginning of the period / year	979.97	-	-	-
Received during the period / year (refer note 12)	-	979.97	-	-
At the end of the period / year	979.97	979.97	-	-
(b) Retained earnings				
At the beginning of the period / year	1,157.93	704.90	590.54	305.11
Profit for the period / year	750.90	453.03	243.66	285.43
Add/Less: Transition adjustment (refer note 43)	-	-	(129.30)	-
At the end of the period / year	1,908.83	1,157.93	704.90	590.54
(c) Share based payment reserve				
At the beginning of the period / year	11.58	-	-	-
Additions during the period / year (refer note 48)	3.95	11.58	-	-
At the end of the period / year	15.53	11.58	-	-
(d) Other comprehensive income / (loss)				
At the beginning of the period / year	0.56	0.60	(5.25)	-
Remeasurement of employee defined benefit plans	(0.52)	(0.04)	5.85	(5.25)
At the end of the period / year	0.04	0.56	0.60	(5.25)
Total other equity (a+b+c+d)	**2,904.37**	**2,150.04**	**705.50**	**585.29**

Nature and purpose of each reserve within other equity are as follows:

1. Securities Premium - Securities premium is created on conversion of CCPS into equity shares at a premium.

2. Retained Earnings - Retained earnings represent the profits earned by the Company over the years including current period.

3. Share based payment reserve - Represent the charge for the current year on employees stock option granted to eligible employees of the Company.

(All amounts in INR million unless otherwise stated)

		As at 30 September 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
14	**Long term borrowings**				
	Term loan (secured):				
	- from banks	672.28	523.03	519.98	194.38
	- from others	291.67	332.50	280.00	-
	Less: Current maturities of long term borrowings	(256.80)	(223.39)	(132.89)	(48.98)
	Total long term borrowings	**707.15**	**632.14**	**667.09**	**145.40**

Notes:

(i) Terms of repayment of term loan from banks and financial institution are stated below:

As at 30 September 2024

S.No.	Particulars	Term of instalments	Outstanding*	Remaining number of instalments	Rate of interest
1	Bajaj Finance Limited**	Monthly	233.34	50	8.5 to 9%
2	Bajaj Finance Limited**	Monthly	58.33	50	8.5 to 9.5%
3	HDFC Bank Limited	Monthly	21.82	15	7.5 to 9.35%
4	HDFC Bank Limited	Monthly	46.12	21	7.5 to 9.35%
5	HDFC Bank Limited	Quarterly	19.78	14	8.5 to 8.85%
6	HDFC Bank Limited	Quarterly	65.10	14	8.5 to 8.85%
7	HDFC Bank Limited	Quarterly	88.07	14	8.5 to 8.85%
8	HDFC Bank Limited	Quarterly	42.00	14	8.5 to 8.85%
9	HDFC Bank Limited	Monthly	176.61	55	8.5 to 8.85%
10	HDFC Bank Limited	Monthly	48.75	55	8.5 to 8.85%
11	The Hongkong and Shanghai Banking Corporation Limited, India	Monthly	108.83	41	8.5 to 9%
12	The Hongkong and Shanghai Banking Corporation Limited, India	Monthly	6.13	44	8.5 to 9%
13	The Hongkong and Shanghai Banking Corporation Limited, India	Monthly	34.51	43	8.5 to 9%
14	The Hongkong and Shanghai Banking Corporation Limited, India	Monthly	3.16	46	8.5 to 9%
15	The Hongkong and Shanghai Banking Corporation Limited, India	Monthly	3.58	44	8.5 to 9%
16	The Hongkong and Shanghai Banking Corporation Limited, India	Monthly	3.68	45	8.5 to 9%
17	The Hongkong and Shanghai Banking Corporation Limited, India	Monthly	4.14	47	8.5 to 9%

* excluding Interest

**During the six month ended 30 Spetember 2024, repayment term has been changed from quarterly to monthly.

As at 31 March 2024

S.No.	Particulars	Term of instalments	Outstanding*	Remaining number of instalments	Rate of interest
1	Bajaj Finance Limited	Quarterly	266.00	19	8.5 to 9%
2	Bajaj Finance Limited	Quarterly	66.50	19	8.5 to 9%
3	HDFC Bank Limited	Monthly	30.55	21	7.5 to 9.35%
4	HDFC Bank Limited	Monthly	59.30	27	7.5 to 9.35%
5	HDFC Bank Limited	Quarterly	22.60	16	8.5 to 8.85%
6	HDFC Bank Limited	Quarterly	74.40	16	8.5 to 8.85%
7	HDFC Bank Limited	Quarterly	100.65	16	8.5 to 8.85%
8	HDFC Bank Limited	Quarterly	48.00	16	8.5 to 8.85%
9	The Hongkong and Shanghai Banking Corporation Limited, India	Monthly	124.76	47	8.5 to 9%
10	The Hongkong and Shanghai Banking Corporation Limited, India	Monthly	6.97	50	8.5 to 9%
11	The Hongkong and Shanghai Banking Corporation Limited, India	Monthly	39.32	49	8.5 to 9%
12	The Hongkong and Shanghai Banking Corporation Limited, India	Monthly	3.57	52	8.5 to 9%
13	The Hongkong and Shanghai Banking Corporation Limited, India	Monthly	4.07	50	8.5 to 9%
14	The Hongkong and Shanghai Banking Corporation Limited, India	Monthly	4.17	51	8.5 to 9%
15	The Hongkong and Shanghai Banking Corporation Limited, India	Monthly	4.67	53	8.5 to 9%

* excluding Interest

(All amounts in INR million unless otherwise stated)

	As at 30 September 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022

As at 31 March 2023

S.No.	Particulars	Term of instalments	Outstanding*	Remaining number of	Rate of interest
1	Bajaj Finance Limited	Quarterly	280.00	20	8.5 to 9%
2	HDFC Bank Limited	Monthly	48.00	33	7.5 to 9.35%
3	HDFC Bank Limited	Monthly	85.67	39	7.5 to 9.35%
4	HDFC Bank Limited	Quarterly	28.25	20	8.5 to 8.85%
5	HDFC Bank Limited	Quarterly	125.81	20	8.5 to 8.85%
6	The Hongkong and Shanghai Banking Corporation Limited, India	Monthly	156.61	59	8.5 to 9%
7	The Hongkong and Shanghai Banking Corporation Limited, India	Monthly	8.37	60	8.5 to 9%
8	The Hongkong and Shanghai Banking Corporation Limited, India	Monthly	48.15	60	8.5 to 9%
9	The Hongkong and Shanghai Banking Corporation Limited, India	Monthly	4.06	59	8.5 to 9%
10	The Hongkong and Shanghai Banking Corporation Limited, India	Monthly	4.88	60	8.5 to 9%
11	The Hongkong and Shanghai Banking Corporation Limited, India	Monthly	4.90	60	8.5 to 9%
12	The Hongkong and Shanghai Banking Corporation Limited, India	Monthly	5.28	60	8.5 to 9%

* excluding Interest

As at 31 March 2022

S.No.	Particulars	Term of instalments	Outstanding*	Remaining number of instalments	Rate of Interest
1	ICICI Bank Limited	Monthly	16.90	36	8 to 8.25%
2	HDFC Bank Limited	Monthly	65.45	45	7.5 to 9.35%
3	HDFC Bank Limited	Monthly	112.03	51	7.5 to 9.35%

* excluding Interest

(ii) Term loans are secured by hypothecation of stock, trade receivables, movable fixed assets and on immovable properties situated in Parwannoo, Bawal and Noida.

		As at 30 September 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
15	**Lease liablity (refer note 42)**				
	Non-current	53.04	38.97	38.50	-
	Current	7.75	4.89	3.29	-
	Total lease liability	**60.79**	**43.86**	**41.79**	**-**
16	**Provisions**				
	Non-current:				
	Provision for employee benefits:				
	Gratuity (non-funded) (refer note 38)	28.49	24.34	18.08	18.50
	Provision for warranty	29.53	20.07	19.17	17.64
		58.02	**44.41**	**37.25**	**36.14**
	Current:				
	Provision for employee benefits:				
	Gratuity (non-funded) (refer note 38)	5.41	4.88	3.39	3.52
		5.41	**4.88**	**3.39**	**3.52**
	Total provisions	**63.43**	**49.29**	**40.64**	**39.66**

(All amounts in INR million unless otherwise stated)

		As at 30 September 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
17	**Deferred tax liabilities (net)**				
	Deferred tax assets:				
	Items allowed as deduction under section 43B on payment basis, leases and warranty	37.95	20.37	14.39	9.98
	Expected credit loss allowance	20.41	19.04	2.57	1.83
		58.36	**39.41**	**16.96**	**11.81**
	Deferred tax liabilities:				
	Written down value of property, plant & equipment and intangible assets	198.17	154.73	59.30	5.81
		198.17	**154.73**	**59.30**	**5.81**
	Deferred tax (asset) / liability (net)	**139.81**	**115.32**	**42.34**	**(6.00)**

18 Current borrowings

Loans repayable on demand (secured)*:				
- from banks	541.66	1,070.64	724.71	935.34
- from others	-	75.70	581.75	284.52
Current maturities of long term borrowings (secured)	256.80	223.39	132.89	48.98
Loan from related party (unsecured) (refer note 36)	-	-	5.00	-
Total current borrowings	**798.46**	**1,369.73**	**1,444.35**	**1,268.84**

*Loans repayable on demand from banks and financial institutions are secured by hypothecation of stock, trade receivables, movable fixed assets and on immovable properties situated in Bawal and Noida.

19 Trade payables

Due to micro and small enterprises	128.02	125.67	10.45	25.42
Other than micro and small Enterprises (refer note 19.1)	1,683.14	1,024.89	703.17	431.90
	1,811.16	**1,150.56**	**713.62**	**457.32**

(All amounts in INR million unless otherwise stated)

Note 19.1: Ageing schedule (Trade payables - gross)

As at 30 September 2024

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed - MSME	128.02	-	-	-	128.02
(ii) Undisputed - Others	1,672.57	7.53	3.04	-	1,683.14
(iii) Disputed - MSME	-	-	-	-	-
(iv) Disputed - Others	-	-	-	-	-
Total	**1,800.59**	**7.53**	**3.04**	**-**	**1,811.16**

As at 31 March 2024

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed - MSME	125.67	-	-	-	125.67
(ii) Undisputed - Others	1,013.37	11.52	-	-	1,024.89
(iii) Disputed - MSME	-	-	-	-	-
(iv) Disputed - Others	-	-	-	-	-
Total	**1,139.04**	**11.52**	**-**	**-**	**1,150.56**

As at 31 March 2023

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed - MSME	10.45	-	-	-	10.45
(ii) Undisputed - Others	698.69	4.48	-	-	703.17
(iii) Disputed - MSME	-	-	-	-	-
(iv) Disputed - Others	-	-	-	-	-
Total	**709.14**	**4.48**	**-**	**-**	**713.62**

As at 31 March 2022

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed - MSME	25.42	-	-	-	25.42
(ii) Undisputed - Others	431.90	-	-	-	431.90
(iii) Disputed - MSME	-	-	-	-	-
(iv) Disputed - Others	-	-	-	-	-
Total	**457.32**	**-**	**-**	**-**	**457.32**

There is no micro, small and medium enterprise payable outstanding more than 45 days as of 30 September 2024, 31 March 2024, 31 March 2023, and 31 March 2022. Therefore, the disclosures required under the MSME Act, 2006 is not applicable on the Company.

(All amounts in INR million unless otherwise stated)

		As at 30 September 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
20	**Other current financial liabilities**				
	Interest accrued but not due on borrowings	6.40	8.29	5.65	0.10
	Employee benefits payable	75.04	62.84	58.84	52.00
	Other payables	111.25	30.65	11.75	5.83
		192.69	**101.78**	**76.24**	**57.93**
21	**Other current liabilities**				
	Statutory dues payable	5.21	5.01	4.48	4.28
	GST payable	0.83	1.69	3.45	1.71
	Advance received against the asset held-for-sale	-	5.05	-	-
	Advances received from customers	142.92	201.02	180.45	206.37
		148.96	**212.77**	**188.38**	**212.36**
22	**Current tax (assets) / liability(net)**				
	Provision for taxes (net of advance tax)	208.30	25.55	0.35	6.99
	Total current tax (assets) / liability (net)	**208.30**	**25.55**	**0.35**	**6.99**

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(All amounts in INR million unless otherwise stated)

			Six months period ended 30 September 2024	Year Ended 31 March 2024	Year Ended 31 March 2023	Year Ended 31 March 2022
23	**Revenue from operations**					
A.	**Revenue from contract with customer (refer note 37):**					
	Sale of products		7,160.10	9,177.76	6,561.12	4,978.77
	Rendering of services		48.35	54.71	66.13	87.59
		Total (A)	7,208.45	9,232.47	6,627.25	5,066.36
B.	**Other operating revenue:**					
	Export incentives		4.01	7.97	12.02	2.02
	Scrap sale		4.89	6.44	1.56	-
		Total (B)	8.90	14.41	13.58	2.02
		Total (A+B)	**7,217.35**	**9,246.88**	**6,640.83**	**5,068.38**
23.1	**Significant changes in contract liability:**					
(i)	**Refund and warranty obligations -**					
	Balance at the beginning of the period/ year		20.07	19.17	17.64	12.30
	Addition during the period/ year		14.32	9.38	6.50	5.34
	Utilized/payment during the period/ year		(4.86)	(8.48)	(4.97)	-
	Balance at the end of the period/ year		**29.53**	**20.07**	**19.17**	**17.64**
24	**Other income**					
	Interest income on bank deposits		2.09	4.56	3.28	5.30
	Foreign exchange gain		12.66	19.90	6.35	4.09
	Unwinding income on security deposit (net)		0.16	0.04	0.01	-
	Sundry balances write back		8.62	0.60	2.80	3.49
			23.53	**25.10**	**12.44**	**12.88**
25	**Cost of material consumed**					
	Opening stock of raw materials		943.19	794.21	705.76	170.83
	Add: Purchase (inclusive of freight inward)		6,161.21	7,124.08	5,086.66	4,792.51
	Less: Closing stock of raw materials		(1,732.62)	(943.19)	(794.21)	(705.76)
			5,371.78	**6,975.10**	**4,998.21**	**4,257.58**
26	**Changes in inventories**					
	Closing inventories					
	Finished goods		910.67	833.45	766.85	363.96
	Semi Finished goods		513.75	338.23	287.40	711.00
			1,424.42	1,171.68	1,054.25	1,074.96
	Opening inventories					
	Finished goods		833.45	766.85	363.96	471.07
	Semi finished goods		338.23	287.40	711.00	84.05
			1,171.68	1,054.25	1,074.96	555.12
	(Increase) / decrease in inventories		**(252.74)**	**(117.43)**	**20.71**	**(519.84)**
27	**Other operating expenses**					
	Contract labour		96.81	138.87	78.25	31.32
	Job work charges		31.23	47.79	53.08	38.30
	Power & fuel		64.80	82.22	19.17	5.43
	Consumption of stores & spare parts		38.93	48.48	8.89	13.36
			231.77	**317.36**	**159.39**	**88.41**
28	**Employee benefit expenses**					
	Salaries, wages and bonus		297.91	455.20	401.67	306.47
	Contribution to provident funds (refer note 38)		3.72	6.27	7.15	4.62
	Gratuity expenses (refer note 38)		5.21	9.15	7.27	5.65
	Share based payment (refer note 48)		3.95	11.58	-	-
	Staff welfare expenses		15.41	23.96	19.57	11.44
			326.20	**506.16**	**435.66**	**328.18**

(All amounts in INR million unless otherwise stated)

		Six months period ended 30 September 2024	Year Ended 31 March 2024	Year Ended 31 March 2023	Year Ended 31 March 2022
29	**Finance costs**				
	Interest expense on borrowings				
	- Term loan	43.20	77.57	33.05	10.27
	- Working capital	25.01	96.46	47.05	9.81
	- Cash credit	3.66	21.62	34.50	12.88
	Interest paid on income tax and others	-	5.02	2.01	-
	Interest expense on lease liability	2.23	3.51	3.36	-
	Other borrowing costs	26.53	53.19	34.29	13.53
		100.63	**257.37**	**154.26**	**46.49**
30	**Depreciation and amortisation**				
	Depreciation of property, plant and equipment	72.44	120.11	53.42	11.34
	Amortisation of other intangible assets	2.23	1.77	0.51	0.14
	Depreciation on right to use assets	4.70	6.20	5.48	2.17
		79.37	**128.08**	**59.41**	**13.65**
31	**Other expenses**				
	Rent (refer note 42)	4.13	8.35	8.41	8.82
	Freight & cartage outwards	104.64	171.23	95.88	116.40
	Repair & maintenance				
	-Plant and machinery	12.26	6.95	3.43	4.88
	-Buildings	0.73	2.11	1.69	0.41
	-Others	0.27	0.37	1.59	0.09
	Travelling and conveyance expenses	47.65	108.45	133.26	100.27
	Advertisement and marketing	114.95	97.68	171.28	130.27
	Rebate & discount	-	1.57	4.95	4.62
	Warranty	14.32	9.38	6.50	5.34
	Insurance	12.14	22.09	17.77	10.58
	Legal & professional charges	13.72	6.70	8.22	12.11
	Bank charges	0.05	2.32	3.62	6.09
	Payment to auditors (refer note 31.1)	4.00	1.80	0.85	0.43
	Rates & taxes	1.52	8.44	4.42	0.65
	Bad debts written off	-	-	0.90	5.97
	Loss allowance on receivables	5.42	65.44	2.94	4.71
	Donation	-	-	1.36	-
	Payment towards CSR activities (refer note 45)	3.78	5.15	5.10	2.20
	Miscellaneous expenses	34.27	61.29	38.70	57.43
		373.85	**579.32**	**510.87**	**471.27**
31.1	**Payment to auditors***				
	Audit fees	1.00	1.80	0.71	0.28
	Tax audit fees	-	-	0.13	0.13
	Fees for other services	-	-	0.01	0.05
	Others	3.00	-	-	-
		4.00	**1.80**	**0.85**	**0.46**

*Fees for 31 March 2023 and 31 March 2022 have been paid to the predecessor auditors

(All amounts in INR million unless otherwise stated)

32 Income taxes

This note provides an analysis of the company's income tax expense, show amounts that are recognised directly in equity and how the tax expense is affected by non-assessable and non-deductible items. It also explains significant estimates made in relation to the company's tax positions.

	Six months period ended 30 September 2024	Year Ended 31 March 2024	Year Ended 31 March 2023	Year Ended 31 March 2022
Tax expense:				
Current tax	234.46	100.42	23.00	110.00
Tax related to earlier years	-	(0.43)	1.73	(2.47)
Deferred tax	24.66	73.00	46.37	2.56
	259.12	**172.99**	**71.10**	**110.09**
Reconciliation:				
Profit before tax	1,010.02	626.02	314.76	395.50
Applicable normal tax rate	25.17%	25.17%	25.17%	25.17%
Tax as per the normal tax rate	254.20	157.56	79.22	99.54
Effect of tax expense for earlier years	-	(0.43)	1.73	(2.47)
Effect of timing differences	(4.59)	(11.56)	(20.75)	3.93
Effect of permanent differences	9.51	27.42	10.90	9.09
Effective tax amount	259.12	172.99	71.10	110.09
Effective tax rate	**25.65%**	**27.63%**	**22.59%**	**27.84%**

33 (i) Earnings per equity share (Nominal value per share INR 10/-)

	Six months period ended 30 September 2024	Year Ended 31 March 2024	Year Ended 31 March 2023	Year Ended 31 March 2022
(i) Net profit attributable to equity shareholders for basic earnings	750.90	453.03	243.66	285.43
(ii) Weighted average number of equity shares for basic EPS (Pre Split and Bonus)	2,45,36,253	2,45,36,253	2,45,36,253	2,45,36,253
Basic earning per share (BEPS) (in INR) (Pre Split and Bonus)	**30.60**	**18.46**	**9.93**	**11.63**
(iii) Net profit attributable to equity holders for diluted earnings	750.90	453.03	243.66	285.43
(iv) Weighted average number of equity shares for diluted EPS	2,46,90,274	2,47,65,837	2,45,36,253	2,45,36,253
Diluted earning per share (DEPS) (in INR) **(Pre Split and Bonus)**	**30.41**	**18.29**	**9.93**	**11.63**
Reconciliation of earnings and weighted average number of shares:				
Net profit attributable to equity holders for basic earnings	750.90	453.03	243.66	285.43
Net profit attributable to equity holders for diluted earnings	750.90	453.03	243.66	285.43
Weighted average number of equity shares for basic EPS (Pre Split and Bonus)	2,45,36,253	2,45,36,253	2,45,36,253	2,45,36,253
Add: Share options (Pre Split and Bonus)	1,54,021	2,29,584	-	-
Weighted average number of equity shares for diluted EPS (Pre Split and Bonus)	2,46,90,274	2,47,65,837	2,45,36,253	2,45,36,253

(All amounts in INR million unless otherwise stated)

		Six months period ended 30 September 2024	Year Ended 31 March 2024	Year Ended 31 March 2023	Year Ended 31 March 2022
33 (ii)	**Earnings per equity share (Nominal value per share INR 1/-)**				
(i)	Net profit attributable to equity shareholders for basic earnings	750.90	453.03	243.66	285.43
(ii)	Weighted average number of equity shares for basic EPS (Post Split and Bonus)	27,97,11,245	27,97,11,245	27,97,11,245	27,97,11,245
	Basic earning per share (BEPS) (in INR) (Post Split and Bonus)	**2.68**	**1.62**	**0.87**	**1.02**
(iii)	Net profit attributable to equity holders for diluted earnings	750.90	453.03	243.66	285.43
(iv)	Weighted average number of equity shares for diluted EPS (Post Split and Bonus)	28,12,51,455	28,20,07,085	27,97,11,245	27,97,11,245
	Diluted earning per share (DEPS) (in INR) (Post Split and Bonus)	**2.67**	**1.61**	**0.87**	**1.02**
	Reconciliation of earnings and weighted average number of shares:				
	Net profit attributable to equity holders for basic earnings	750.90	453.03	243.66	285.43
	Net profit attributable to equity holders for diluted earnings	750.90	453.03	243.66	285.43
	Weighted average number of equity shares for basic EPS (Pre Split and Bonus)	2,45,36,253	2,45,36,253	2,45,36,253	2,45,36,253
	Add: Share issue pursuant to split of shares*	22,08,26,277	22,08,26,277	22,08,26,277	22,08,26,277
	Add: Share issue pursuant to bonus issue**	3,43,48,715	3,43,48,715	3,43,48,715	3,43,48,715
	Weighted average number of equity shares for basic EPS (Post Split and Bonus)	**27,97,11,245**	**27,97,11,245**	**27,97,11,245**	**27,97,11,245**
	Add: Share options*	15,40,210	22,95,840	-	-
	Weighted average number of equity shares for diluted EPS (Post Split and Bonus)	**28,12,51,455**	**28,20,07,085**	**27,97,11,245**	**27,97,11,245**

*Pursuant to a resolution passed by the Board dated November 27, 2024 and a special resolution passed by the Shareholders' dated November 28, 2024 the erstwhile equity shares of face value INR 10 each of our Company were sub-divided into Equity Shares of face value of INR 1 each and consequential impact on the share options as per the ESOP Scheme amended as of December 20, 2024. Impact of same has been considered in the Basic and Diluted EPS calculation as per Ind AS 33 and the ICDR regulations.

**Pursuant to a resolution passed by the Board dated November 28, 2024 and a special resolution passed by the Shareholders' dated December 20, 2024 the Company alloted bonus shares to the shareholders (excluding shareholders who waived its right to bonus shares as per the articles of association) as per the record date December 19, 2024 in the ratio of 1 equity share of INR 1 for every 4 equity shares of INR 1 i.e. 3,43,48,715 total bonus shares.Impact of same has been considered in the Basic and Diluted EPS calculation as per Ind AS 33 and the ICDR regulations.

---*(This space has been left blank intentionally)*---

(All amounts in INR million unless otherwise stated)

34 Contingent liabilities

(a) Claims against the company not acknowledged as debt:

Particulars	As at 30 September 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Income tax demand for AY 2018-19 pending before CIT(Appeals)*	12.65	12.65	12.65	12.65
Bank Guarantee	89.48	72.03	62.57	56.34
Letter of Credit	18.11	280.66	12.07	85.00

*Amount deposited under protest is INR 5.86 million as at 30 September 2024, 31 March 2024, 31 March 2023 and 31 March 2022.

35 Capital and other commitments

Particulars	As at 30 September 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Estimated amount of contracts remaining to be executed on capital account (net of advances)	267.21	-	14.54	10.29
Differential amount of custom duty saved in respect of machinery imported under EPCG scheme and resulting export obligation:				
- Duty saved	129.09	121.34	120.39	-
- Remaining export obligation	282.52	370.84	367.05	-

36 Related party disclosures:

(A) Other related parties with whom there were transactions during the period:

(i) Key managerial personnel (KMP)
(a) Yogesh Dua - Joint Managing Director & CEO
(b) Pawan Kumar Garg - Chairman & Joint Managing Director

(ii) Relatives of key managerial personnel
(a) Sandeep Dua
(b) Shiv Kumar Garg

(iii) Entities under control/significant influence of KMP or its relatives
(a) Ajay Traders, Proprietorship firm of brother of Pawan Kumar Garg
(b) UPS Inverter.com, Partnership firm in which brothers of KMPs are partners
(c) Kura Systems Private Limited

(iv) Entities having common directors
(a) Sensui Finserv Private Limited
(b) Sowiz Solutions Private Limited

(a) The following transactions were carried out with the related parties in the ordinary course of business:

Nature of Transaction	Six months period ended 30 September 2024	Year Ended 31 March 2024	Year Ended 31 March 2023	Year Ended 31 March 2022
(a) Sale of goods/services				
Ajay Traders	3.95	3.36	1.92	3.78
UPS Inverter.com	-	38.83	0.62	89.27
Kura Systems Private Limited	1.69	0.09	0.06	0.35
(b) Purchase of goods/services				
Ajay Traders	17.87	22.36	18.63	-
UPS Inverter.com	2.62	88.73	33.89	90.93
Kura Systems Private Limited	0.09	2.20	0.09	0.99
(c) Rent payment				
UPS Inverter.com	0.45	0.91	0.91	0.91
Shiv Kumar Garg	0.05	0.09	0.09	0.09
Yogesh Dua	0.05	0.09	0.09	0.09
(d) Remuneration to directors				
Yogesh Dua	2.40	4.82	2.40	1.99
Pawan Kumar Garg	2.40	4.82	2.40	1.99
(e) Remuneration to relatives of KMP's relatives				
Sandeep Dua	0.77	1.51	1.50	0.75
Shiv Kumar Garg	0.77	1.51	1.50	0.75
(f) Purchase of intangible assets				
Sowiz Solutions Private Limited	7.45	8.86	-	-
(g) Purchase of property,plant and equipments				
UPS Inverter.com	-	39.99	8.70	-

(All amounts in INR million unless otherwise stated)

36 Related party disclosures:

(b) Outstanding balances:

Nature of Transaction/Relationship	As at 30 September 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Trade payables				
UPS Inverter.com	-	11.65	10.80	11.88
Ajay Traders	1.12	-	2.58	-
Yogesh Dua	0.05	-	5.00	-
Trade receivables				
Ajay Traders	-	0.19	-	0.34
Sensui Finserv Private Limited	-	-	1.00	5.00
Kura Systems Private Limited	0.72	0.69	2.98	0.72
Other receivable				
Kura Systems Private Limited	-	-	-	2.23
Asset held-for-sale				
Yogesh Dua	-	20.55	-	-

37 Segment information

The Company is engaged in the production and sale of solar related products, hence, the disclosure under Ind AS 108 on Operating segments are not required as the Company deals in one primary segment.

However, as the Company sell products outside India, the secondary segment for the Company is based on the location of its customers. Information on the geographic segment is as follows:

Location	Revenue*			
	Six months period ended 30 September 2024	Year Ended 31 March 2024	Year Ended 31 March 2023	Year Ended 31 March 2022
with in India	7,052.67	8,859.81	6,311.14	4,927.72
outside India	164.68	387.07	329.69	140.66
Total	**7,217.35**	**9,246.88**	**6,640.83**	**5,068.38**

*No customer constitute more than 10% of the revenue of the Company during April 2024 to September 2024, FY 2023-2024, FY 2022-2023 and FY 2021-22.

(All amounts in INR million unless otherwise stated)

38 Employee benefits

(A) Defined benefit plans:

Gratuity:

The Company's gratuity scheme provide for lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days basic salary for each completed year of service or part thereof in excess of six months in terms of provisions of Gatuity Act, 1972. Vesting occurs upon completion of five years of service.

The present value of defined benefit obligation and the related current service cost were measured using the projected unit credit method with actuarial valuations being carried out at each balance sheet date. The gratuity scheme of the Company is unfunded.

The following table summarises the components of net benefit expense recognised in the Statement of Profit and Loss and the amounts recognised in the balance sheet:

Particulars	As at 30 September 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
(i) Change in defined benefit obligation				
Balance at the beginning of the year	29.22	21.47	22.02	9.54
Adjustment of:				
Current service cost	4.24	7.71	5.67	5.13
Interest cost	0.97	1.44	1.60	0.52
Actuarial (gains)/losses recognised in other comprehensive income	0.69	0.06	- 7.82	7.01
Benefit paid	(1.22)	(1.46)	-	(0.18)
Balance at the end of the year	**33.90**	**29.22**	**21.47**	**22.02**
(ii) Expenses recognized in the statement of profit and loss	**Six months period ended 30 September 2024**	**Year Ended 31 March 2024**	**Year Ended 31 March 2023**	**Year Ended 31 March 2022**
Current service cost	4.24	7.71	5.67	5.13
Interest cost	0.97	1.44	1.60	0.52
Total Expense	**5.21**	**9.15**	**7.27**	**5.65**
(iii) Actuarial assumptions:	**As at 30 September 2024**	**As at 31 March 2024**	**As at 31 March 2023**	**As at 31 March 2022**
Discount rate (p.a.)	6.80%	7.20%	7.30%	7.25%
Turnover rate	25% p.a.	25% p.a.	25% p.a.	25% p.a.
Mortality tables	IALM (2012-14)	IALM (2012-14)	IALM (2012-14)	IALM (2012-14)
Salary escalation rate (p.a.)	10.00%	10.00%	10.00%	10.00%
Retirement age	50 to 60 years	50 to 60 years	50 to 60 years	50 to 60 years
(iv) Key assumptions sensitivity:				
Change in discount rate (p.a.)				
Increase by 0.5%	0.70	0.60	0.45	0.45
Decrease by 0.5%	(0.73)	(0.63)	(0.47)	(0.46)
Change in salary growth rate (p.a.)				
Increase by 0.5%	(0.68)	(0.60)	(0.45)	(0.43)
Decrease by 0.5%	0.66	0.58	0.44	0.43
(v) Expected future cashflows (Undiscounted)				
Year 1	5.41	4.48	3.39	3.52
Year 2	5.38	4.31	3.28	3.81
Year 3	5.53	4.62	3.16	3.54
Year 4	5.08	4.47	3.31	3.24
Year 5	4.66	4.01	3.18	3.10
Year 6 to 10	13.63	11.84	9.41	9.06

Risk exposure:

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are detailed below:

Interest risk: The plan exposes the Company to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability (as shown in financial statements).

Liquidity risk: This is the risk that the Company is not able to meet the short-term gratuity payouts. This may arise due to non availability of enough cash / cash equivalent to meet the liabilities or holding of illiquid assets not being sold in time.

Salary escalation risk: The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

Demographic risk: The Company has used certain mortality and attrition assumptions in valuation of the liability. The Company is exposed to the risk of actual experience turning out to be worse compared to the assumption.

(B) Defined contribution plans:

The Company makes provident fund contributions to defined contribution plan for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes. The Company recognised for Provident Fund contributions in the Statement of Profit and Loss as mentioned in note 28.

(All amounts in INR million unless otherwise stated)

39 Fair value of financial assets and financial liabilities that are not measured at fair value (but fair value disclosures are required)

Particulars	Levels	As at 30 September 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Financial assets at amortised cost:					
Trade receivables	Level 3	573.31	646.80	285.36	394.74
Investments	Level 3	0.02	0.02	0.02	0.07
Cash and bank balances	Level 3	134.26	147.82	135.66	202.28
Other financial assets	Level 3	28.26	20.60	49.96	55.48
Total		**735.85**	**815.24**	**471.00**	**652.57**
Financial liabilities at amortised cost:					
Borrowings (floating rate)					
- Short term borrowings	Level 3	798.46	1,369.73	1,444.35	1,268.84
- Long term borrowings	Level 3	707.15	632.14	667.09	145.40
Lease liabilities	Level 2	60.79	43.86	41.79	-
Trade payables	Level 3	1,811.16	1,150.56	713.62	457.32
Other financial liabilities	Level 3	192.69	101.78	76.24	57.93
Total		**3,570.25**	**3,298.07**	**2,943.09**	**1,929.49**

Methods and assumptions used to estimate the fair values:

1. The carrying value of cash and cash equivalents, trade receivables, trade payables, borrowings, other current financial assets and liabilities represents approximately their fair value mainly due to the short-term maturities of these instruments.

2. Security deposits received against lease liability and lease liability are fair value at initial recognition. Valuation technique used and key inputs thereto for these level 2 financial liabilities are determined using discounted cash flow method using appropriate discounting rates. After initial recognition, they are carried at amortized cost.

3. There has been no change in the valuation methodology for level 3 inputs during the year. There were no transfers between level 1 and level 2 during the year and no transfer into and out of level 3 fair value measurements.

(All amounts in INR million unless otherwise stated)

40 Financial risk management objectives

The Company's principal financial liabilities, comprises of borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include trade and other receivables, and cash and bank balances that derive directly from its operations.

The Company's activities expose it to market risk, liquidity risk and credit risk. The Company's overall risk management focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Company.

The sources of risks that the Company is exposed is given below:

Risk	Exposure arising from	Measurement
I) Market Risk:		
A) Foreign currency risk	Financial asset and liabilities not denominated in INR	Sensitivity analysis
B) Interest rate risk	Borrowings	Sensitivity analysis
II) Credit risk	Trade receivables and bank balances	Ageing analysis, credit rating
III) Liquidity risk	Borrowings and other liabilities and liquid investments	Cash flow forecast

(I) Market risk:
Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including borrowings.

(A) Foreign currency risk

Foreign currency risk is the risk of impact related to fair value or future cash flows of an exposure in foreign currency, which fluctuate due to changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the trade receivables and trade payables.
The Company evaluates exchange rate exposure arising from foreign currency transactions.

Outstanding foreign currency exposure (Gross)

Particulars	As at 30 September 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Trade receivables (A)				
USD	14.98	34.28	18.81	9.87
Trade payables (B)				
USD	999.10	451.28	127.52	38.60
CNY	15.57	-	-	-
Net amount (A-B)	**(999.69)**	**(417.00)**	**(108.71)**	**(28.73)**

Foreign currency sensitivity on unhedged exposure:
50 bps increase in foreign exchange rates will have the following impact on profit before tax.

Particulars	As at 30 September 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
USD	(5.00)	(2.09)	(0.54)	(0.14)

Note: If the rate is decreased by 100 bps profit will decrease by an equal amount.

(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 changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's borrowing with floating interest rates. For all long-term and short-term borrowings with floating rates, the risk of variation in the interest rates is mitigated through liasoning and negotiation with the lenders. The Company constantly monitors the credit markets and rebalances its financing strategies to achieve an optimal maturity profile and financing cost.

(All amounts in INR million unless otherwise stated)

40 Financial risk management objectives (cont'd.)

Interest rate exposure:	**As at 30 September 2024**	**As at 31 March 2024**	**As at 31 March 2023**	**As at 31 March 2022**
Particulars				
Floating rate instruments:				
INR borrowings	1,505.61	2,001.87	2,111.44	1,414.24

Interest rate sensitivity:
The sensitivity analysis below have been determined based on exposure to interest rates for borrowings at the end of the reporting period and the stipulated change taking place at the beginning of the financial year and held constant throughout the reporting period in case of borrowings that have floating rates.

If the interest rates had been 50 basis points higher or lower and all the other variables were held constant, the effect on interest expense for the respective financial years and consequent effect on Company's profit in that financial year would have been as below:

	Impact of profit before tax			
Particulars	**30 September 2024**	**31 March 2024**	**31 March 2023**	**31 March 2022**
Floating rate instruments:				
50 basis points increase	(7.53)	(10.01)	(10.56)	(7.07)
50 basis points decrease	7.53	10.01	10.56	7.07

(II) Credit risk management:

Credit risk arises when a customer or counterparty does not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing / investing activities, including deposits with banks, foreign exchange transactions and financial guarantees. The Company has no significant concentration of credit risk with any counterparty.

Trade receivables
Trade receivables are consisting of a large number of customers. The Company has credit evaluation policy for each customer and based on the evaluation credit limit of each customer is defined.

As per simplified approach, the Company makes provision of expected credit losses on trade receivables using a provision matrix to mitigate the risk of default payments and makes appropriate provision at each reporting date wherever outstanding is for longer period and involves higher risk.

As per policy, receivables are classified into different buckets based on the overdue period ranging from 6 months – one year to more than two years.

Movement of allowances for credit losses:

Particulars	**As at 30 September 2024**	**As at 31 March 2024**	**As at 31 March 2023**	**As at 31 March 2022**
Opening provision	75.67	10.23	7.29	2.58
Add: Provided during the period/year	5.42	65.44	2.94	4.71
Less: Utilised during the period/year	-	-	-	-
Closing provision	**81.09**	**75.67**	**10.23**	**7.29**

Cash and cash equivalent and deposits with banks
Credit risk on cash and cash equivalents and deposit with banks is generally low.

(All amounts in INR million unless otherwise stated)

40 Financial risk management objectives (cont'd.)

(III) 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 or at reasonable price. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of credit facilities to meet obligations when due. The Company's treasury team is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's liquidity position through rolling forecasts on the basis of expected cash flows.

The table below provides details regarding the remaining contractual maturities of financial liabilities and investments held for managing the risk at the reporting date based on contractual undiscounted payments.

As at 30 September 2024

Particulars	Total	Less than 1 year	1 to 5 years	More than 5 years
Borrowings	1,505.61	798.46	707.15	-
Trade payables	1,811.16	1,811.16	-	-
Lease liabilities	60.79	7.75	41.46	11.58
Other financial liabilities	192.69	192.69	-	-
	3,570.25	**2,810.06**	**748.61**	**11.58**

As at 31 March 2024

Particulars	Total	Less than 1 year	1 to 5 years	More than 5 years
Borrowings	2,001.87	1,369.73	632.14	-
Trade payables	1,150.56	1,150.56	-	-
Lease liabilities	43.86	4.89	30.88	8.09
Other financial liabilities	101.78	101.78	-	-
	3,298.07	**2,626.96**	**663.02**	**8.09**

As at 31 March 2023

Particulars	Total	Less than 1 year	1 to 5 years	More than 5 years
Borrowings	2,111.44	1,444.35	667.09	-
Trade payables	713.62	713.62	-	-
Lease liabilities	41.79	3.28	28.93	9.58
Other financial liabilities	76.24	76.24	-	-
	2,943.09	**2,237.49**	**696.02**	**9.58**

As at 31 March 2022

Particulars	Total	Less than 1 year	1 to 5 years	More than 5 years
Borrowings	1,414.24	1,268.84	145.40	-
Trade payables	457.32	457.32	-	-
Other financial liabilities	57.93	57.93	-	-
	1,929.49	**1,784.09**	**145.40**	**-**

41 Capital management

The Capital management objective of the Company is to (a) maximise shareholder value and provide benefits to other stakeholders and (b) maintain an optimal capital structure to reduce the cost of capital.

For the purposes of the Company's capital management, capital/equity includes issued equity share capital, share premium and all other equity.

The Company monitors capital using debt-equity ratio, which is total debt less liquid investments and bank deposits divided by total equity.

Particulars	As at 30 September 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Total debts	1,505.61	2,001.87	2,111.44	1,414.24
Equity	3,149.74	2,395.41	1,930.83	1,810.62
Debt (gross) to equity	0.48	0.84	1.09	0.78

(All amounts in INR million unless otherwise stated)

42 Leases

As a lessee

The Company has valued its lease liabilities using discounted cash flow method and using the weighted average of cost of debt as discounting factor.

(a) Following are the carrying value of Right of use assets (Leasehold land and building) as at:

Particulars	**30 September 2024**	**31 March 2024**	**31 March 2023**	**31 March 2022**
Gross block	146.42	126.21	120.79	77.71
Accumulated depreciation	16.38	11.68	5.48	2.17
Net block	130.04	114.53	115.31	75.54

(b) Leases expenses (net) recongized in statement of profit and loss:

Particulars	**30 September 2024**	**31 March 2024**	**31 March 2023**	**31 March 2022**
Interest expense on lease liabilities	2.23	3.51	3.36	-
Depreciation on right to use assets	4.70	6.20	5.48	2.17
Interest income on security deposit (net)	0.16	0.04	0.01	-

(c) Leases expenses (net) recongized in statement of profit and loss not included in lease liabilities:

Particulars	**30 September 2024**	**31 March 2024**	**31 March 2023**	**31 March 2022**
Expenses relating to short-term leases	4.13	8.35	8.41	-

(d) Lease liabilities as at:

Particulars	**30 September 2024**	**31 March 2024**	**31 March 2023**	**31 March 2022**
Opening balance	43.85	41.80	-	-
Additions during the year	19.86	5.35	44.37	-
Add: Interest expense on lease liabiltiies	2.23	3.51	3.36	-
Less: Lease payments	5.15	6.80	5.94	-
Closing balance	**60.79**	**43.86**	**41.79**	-
Current	7.75	4.89	3.29	-
Non-current	53.04	38.97	38.50	-

(e) Maturity analysis of lease liabilities - contractual discounted cash flows:

Particulars	**30 September 2024**	**31 March 2024**	**31 March 2023**	**31 March 2022**
Less than 1 year	7.75	4.89	3.29	-
One to five years	41.46	30.88	28.93	-
More than five years	11.58	8.09	9.57	-
Total discounted lease liabilities	**60.79**	**43.86**	**41.79**	-

43 First-time adoption of IND AS:(cont'd.)

The statutory financial statements for the year ended 31 March 2024 are the first financial statements that the Company has prepared in accordance with Ind AS. For periods up to and including the year ended 31 March 2023, the Company prepared its statutory financial statements in accordance with accounting standards notified under section 133 of the Companies Act, 2013, read together with Companies (Accounting Standards) Rules, 2021, as amended.

Accordingly, the Company has prepared the statutory financial statements which comply with applicable Ind AS for year ended 31 March 2024, together with the comparative period data as at and for the year ended 31 March 2023 based on the accounting policies as stated in note 1.2. In preparing these statutory financial statements, the Company's opening balance sheet was prepared as at 1 April 2022, the Company's date of transition to Ind AS. This note explains the principal adjustments made by the Company in restating its IGAAP financial statements as at and for the year ended 31 March 2023 and how the transition from IGAAP to Ind AS has affected the Company's financial position, financial performance and cash flows.

The financial information as at and for the year ended 31 March 2022 have been prepared by making Ind AS adjustments on the respective accounting heads from their values as on the date of transition i.e., 1 April 2022 following accounting policies consistent with that used at the date of transition to the audited financial statements prepared in accordance with accounting standards notified under section 133 of the Companies Act, 2013 read with Companies (Accounting Standards) Rules, 2021 as amended and as per the requirement of guidance note on "Reports in Company Prospectuses (Revised 2019)" issued by the Institute of Chartered Accountants of India ('ICAI').

Exemptions availed:

Ind AS 101 allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has availed the following exemptions:

(a) Past business combinations:
The Company has elected not to apply Ind AS 103- Business Combinations retrospectively to past business combinations that occurred before the transition date of 1 April 2022. Consequently, the Company has kept the same classification for the past business combinations as in its previous GAAP financial statements.

(b) Deemed cost for property, plant and equipment and intangible assets:
The Company has elected to continue with the carrying value of all of its plant and equipment and intangible assets as recognised as of 1 April 2022 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

(c) Fair value of financials assets and liabilities:
As per Ind AS exemption the Company has not fair valued the financial assets and liabilities retrospectively and has measured the same prospectively.

Disclosure as required by Ind AS 101 - First time adoption of Indian Accounting Standards

(i) Reconciliation between previous GAAP and Ind AS for impact on balance sheet **INR in million**

			As at 31 March 2022			As at 31 March 2023		
	Particulars	**Note**	**Previous IGAAP***	**Adjustments**	**Ind AS**	**Previous IGAAP***	**Adjustments**	**Ind AS**
	ASSETS							
	Non - current assets							
(a)	Property,plant and equipment	a	447.91	(75.55)	372.36	1,729.29	(112.71)	1,616.58
(b)	Capital work in progress		-	-	-	79.73	-	79.73
(c)	Investment property	f			-	-	21.28	21.28
(d)	Right of use assets	a	-	75.54	75.54	-	115.31	115.31
(e)	Goodwill	b	-	693.43	693.43	434.83	129.30	564.13
(f)	Other intangible assets	b	564.76	(564.13)	0.63	23.27	(18.26)	5.01
(g)	Financial assets							
(i)	Investments		0.07	-	0.07	0.02	-	0.02
(ii)	Others	a,c	-	49.86	49.86	50.52	(0.77)	49.75
(h)	Deferred tax assets (net)	d	5.42	0.58	6.00	-	-	-
(i)	Other non - current assets	c,g	134.04	(103.67)	30.37	17.95	5.85	23.80
	Current assets							
(a)	Inventories	g	1,570.03	210.69	1,780.72	1,775.95	96.01	1,871.96
(b)	Financial assets							
(i)	Trade receivables	d,g	485.81	(91.07)	394.74	405.65	(120.29)	285.36
(ii)	Cash and cash equivalents	c	202.28	(201.94)	0.34	1.13	-	1.13
(iii)	Bank balances other than (ii) above	c	-	201.94	201.94	134.53	-	134.53
(iv)	Others	c	53.29	(47.67)	5.62	0.30	(0.09)	0.21
(c)	Current tax assets (net)		-	-	-	0.77	(0.77)	-
(d)	Other current assets	c	327.73	59.77	387.50	341.60	35.23	376.83
	Total assets		**3,791.34**	**207.78**	**3,999.12**	**4,995.54**	**150.09**	**5,145.63**

(All amounts in INR million unless otherwise stated)

43 First-time adoption of IND AS: (cont'd.)

	EQUITY AND LIABILITIES							
	Equity							
(a)	Equity share capital		136.48	-	136.48	136.48	-	136.48
(b)	Instruments entirely equity in nature		1,088.85	-	1,088.85	1,088.85	-	1,088.85
(c)	Other equity	a,b,d,g,i	490.71	94.58	585.29	610.47	95.03	705.50
	Total Equity		**1,716.04**	**94.58**	**1,810.62**	**1,835.80**	**95.03**	**1,930.83**
	Non - current liabilities							
(a)	Financial liabilities							
(i)	Borrowings		145.40	-	145.40	667.09	-	667.09
(ia)	Lease Liabilities	a	-	-	-	-	38.50	38.50
(b)	Provisions		37.06	(0.92)	36.14	37.25	-	37.25
(c)	Deferred tax liabilities (net)		-	-	-	58.11	(15.77)	42.34
	Current liabilities							
(a)	Financial liabilities							
(i)	Borrowings	c	1,271.24	(2.40)	1,268.84	1,444.32	0.03	1,444.35
(ia)	Lease liabilities	a	-	-	-	-	3.29	3.29
(ii)	Trade payables	c,g	464.90	(7.58)	457.32	828.90	(115.28)	713.62
(iii)	Other financial liabilities	c	57.93	-	57.93	76.25	(0.01)	76.24
(b)	Current tax liability (net)	c	6.99	-	6.99	-	0.35	0.35
(c)	Other current liabilities	c,g	89.19	123.17	212.36	44.41	143.97	188.38
(d)	Provisions		2.59	0.93	3.52	3.39	-	3.39
	Total liabilities		**2,075.30**	**113.20**	**2,188.50**	**3,159.72**	**55.08**	**3,214.80**
	Total Equity and Liabilities		**3,791.34**	**207.78**	**3,999.12**	**4,995.52**	**150.11**	**5,145.63**

* The Previous GAAP figures have been reclassified to confirm with Ind-AS presentation requirements for the purpose of this note.

(ii) Reconciliation between previous GAAP and Ind AS for impact on statement of profit and loss:

		Year Ended 31 March 2022			**Year Ended 31 March 2023**		
Particulars	**Note**	**Previous IGAAP***	**Adjustments**	**Ind AS**	**Previous IGAAP***	**Adjustments**	**Ind AS**
Revenue from operations	e,g	5350.6	(282.22)	5,068.38	6,652.68	(11.85)	6,640.83
Other income		16.01	(3.13)	12.88	26.01	(13.57)	12.44
Total Income (I+II)		**5,366.61**	**(285.35)**	**5,081.26**	**6,678.69**	**(25.42)**	**6,653.27**
Expenses:							
Cost of material consumed	c,g	4,327.06	(69.48)	4,257.58	5,143.97	(145.76)	4,998.21
Changes in inventories of stock-in-trade	g	(284.85)	(234.99)	(519.84)	(2.18)	22.89	20.71
Other Direct Expenses	c	19.32	69.09	88.41	30.19	129.20	159.39
Employee benefits expense	c,h	336.36	(8.18)	328.18	405.05	30.61	435.66
Finance costs	a,c	51.78	(5.29)	46.49	152.46	1.80	154.26
Depreciation and amortization expense	a,b	142.94	(129.29)	13.65	188.71	(129.30)	59.41
Other expenses	a,e,c	479.50	(8.23)	471.27	550.43	(39.56)	510.87
Total expenses (IV)		**5,072.11**	**(386.37)**	**4,685.74**	**6,468.63**	**(130.12)**	**6,338.51**
Profit before tax (V = III-IV)		294.50	101.02	395.52	210.06	104.70	314.76
Tax expense (VI):							
Current tax	c	107.53	2.47	110.00	26.77	(3.77)	23.00
Income tax relating to earlier years	c	-	(2.47)	(2.47)	-	1.73	1.73
Deferred tax	i	1.37	1.19	2.56	63.53	(17.16)	46.37
Total		**108.90**	**1.19**	**110.09**	**90.30**	**(19.20)**	**71.10**
Profit for the year (V-VI)		**185.60**	**99.83**	**285.43**	**119.76**	**123.90**	**243.66**
Other comprehensive income							
A (i) Remeasurement of defined benefit obligation plans	h	-	(7.01)	(7.01)	-	7.82	7.82
(ii) Income tax relating to items that will not be reclassified to profit or loss.	h	-	1.76	1.76	-	(1.97)	(1.97)
Total other comprehensive income, net of tax		**-**	**(5.25)**	**(5.25)**	**-**	**5.85**	**5.85**
Total comprehensive income for the year		**185.60**	**94.58**	**280.18**	**119.76**	**129.75**	**249.51**

* The Previous GAAP figures have been reclassified to confirm with Ind-AS presentation requirements for the purpose of this note.

(All amounts in INR million unless otherwise stated)

43 First-time adoption of IND AS:

(iii) Reconciliation between previous GAAP and Ind AS for impact on statement of cash flow:

Particulars	Note	Year Ended 31 March 2022			Year Ended 31 March 2023		
		Previous IGAAP	Adjustments	Ind AS	Previous IGAAP	Adjustments	Ind AS
Net cashflow from operating activities	c, g	(588.97)	4.33	(584.64)	526.06	252.75	778.81
Net cashflow from investing activities	c, g	(491.70)	34.54	(457.16)	(1,365.86)	42.81	(1,323.05)
Net cashflow from financing activities	c, g	1,044.18	(4.32)	1,039.86	840.59	(295.56)	545.03
Net Increase / (Decrease) in cash and cash equivalents		**(36.49)**	**34.55**	**(1.94)**	**0.79**	**-**	**0.79**
Cash and cash equivalents as at beginning of the year		36.82	(34.54)	2.28	0.34		0.34
Cash and cash equivalents as at year end		0.34		**0.34**	**1.13**		**1.13**

(iv) Reconciliation of equity

Particulars	As at 31 March 2023	As at 1 April 2022 (Statutory Transition date)	As at 31 March 2022
Equity as per previous GAAP	**1,835.80**	**1,716.04**	**1,716.04**
Recognition of expected credit loss allowance	(5.24)	(2.30)	(2.30)
Reversal of amortisation expense of Goodwill (refer note (b) below)	129.30	-	129.30
Impact of depreciation on ROU Asset and interest cost on lease liabilities (net of payment)	(2.03)	-	-
<u>Adjustment on account of following errors:</u>			
- Sales cut off period adjustment	(49.16)	(51.17)	(51.17)
- Capitalisation of R&D related cost instead of charge to statement of profit & loss	(18.26)	-	-
- Capital expenditure charged to statement of profit & loss (net of depreciation)	7.51	-	-
- Loading of overhead on inventories of semi-finished and finished goods	17.13	18.13	18.13
Resulting deferred tax adjustment	15.78	0.62	0.62
Equity under Ind AS	**1,930.83**	**1,681.32**	**1,810.62**

Notes to the reconciliation of Equity and Total Comprehensive Income:

(a) Right of use assets and lease liability

As per the Ind-AS 116, the Company has recognized the lease liability and right of use assets, consequent impact of increase in depreciation, unwinding cost, interest income (security deposit) and decrease in security deposit amount, rent expenses has been provided.

(b) Goodwill

Goodwill classified separately from other intangible assets and are tested for impairment annually instead of amortisation as per the previous GAAP. Accordingly, the amortisation expense recognised in the previous GAAP has been reversed. As at 1 April 2022 (statutory transition date under Companies Act, 2013), the Company has elected to continue with the carrying value measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

(c) Reclassification

Reclassification adjustment between financial and non-financial and classification as per Division II of Schedule III.

(d) Expected credit loss allowance

Pursuant to the requirement of Ind AS 109, expected credit loss allowance has been accounted for with corresponding impact on deferred taxes and retained earnings.

(e) Revenue from operations

Discounts directly attributable to sales adjusted against revenue as per the Ind-AS 115.

(f) Investment property

Investment property has been reclassified pursuant to the requirement of Ind AS.

(g) Following adjustments on account of error in accordance with Ind AS 8 on Accounting policies, changes in accounting estimates and errors:

Particulars	Increase / (Decrease) 31 March 2023	31 March 2022
(i) Reversal of sales and receivables due to control not transferred as on the cut off date:		
- Impact on sales	(259.14)	(269.16)
- Impact on receivables	(115.06)	(148.45)
- Impact on advance from customers (other current liabilities)	144.08	120.71
- Impact on inventories	209.98	218.02
- Impact on cost of goods sold	(209.98)	(218.02)
- Impact on retained earnings	-	-
(ii) Reversal of purchase and payable due to control of goods purchased not assumed as on the cut off date:		
- Impact on payables	(115.24)	(9.98)
- Impact on advance to suppliers (other current assets)	39.95	15.49
- Impact on inventories	(155.19)	(25.46)

(All amounts in INR million unless otherwise stated)

43 First-time adoption of IND AS: (cont'd.)

(g) Following adjustments on account of error in accordance with Ind AS 8 on Accounting policies, changes in accounting estimates and errors:

Particulars	**Increase / (Decrease)** 31 March 2023	31 March 2022
(iii) Recognition of sales and receivables in the period in which control is transferred:		
- Impact on sales	269.16	-
- Impact on receivables	148.45	-
- Impact on advance from customers (other current liabilities)	(120.71)	-
- Impact on inventories	(218.02)	-
- Impact on cost of goods sold		
(iv) Recognition of purchase and payable in the period in which control is assumed:		
- Impact on purchases	25.46	-
- Impact on payables	9.98	-
- Impact on advance to suppliers (other current assets)	(15.49)	-
- Impact on inventories	25.46	-
(v) Loading of overheads on finished and semi-finished goods inventories		
- Impact on inventories	(1.00)	18.13
- Impact on retained earnings	1.00	(18.13)
(vi) Retention money receivable classified as security deposit reclass to trade receivables		
- Impact on trade receivables	-	59.68
- Impact on security deposit (Non-current assets)	-	(59.68)
(vii) Consumables wrongly capitalised as property, plant & equipment reclassed to inventories		
- Impact on inventories	23.50	-
- Impact on property, plant & equipment	(23.50)	-
(viii) Capital expenditure wrongly charged to the statement of profit and loss		
- Impact on operating expenses	(8.01)	-
- Impact on depreciation	0.49	-
- Impact on Property, plant & equipment	7.51	-
(ix) Cost incurred wrongly capitalised as intangible assets charged to Profit & Loss		
- Impact on employee benefit expenses	18.26	-
- Impact on other intangible assets	(18.26)	-

(h) Other comprehensive Income
Impact of actuarial gain / loss due to experience adjustments has been classified to other comprehensive income.

(i) Consequential deferred tax on all the above adjustments.

(All amounts in INR million unless otherwise stated)

44 Financial ratios

Particulars	As at 30 September 2024*	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
(a) Current Ratio = Current Assets / Current Liabilities				
Current Assets	4,361.21	3,289.68	2,670.02	2,770.86
Current Liabilities	3,172.73	2,870.16	2,429.62	2,006.96
Ratio (in Times)	1.37	1.15	1.10	1.38
% change during the period	**19.93%**	**4.30%**	**-20.40%**	
Variance due to	**NA***	Not required	Not required	
(b) Debt Equity Ratio = Total Borrowings / Total Equity				
Total Borrowings = Current Borrowings + Non-Current Borrowings	1,505.61	2,001.87	2,111.44	1,414.24
Total Equity	3,149.74	2,395.41	1,930.83	1,810.62
Ratio (in Times)	0.48	0.84	1.09	0.78
% change during the period	**-43%**	**-24%**	**40%**	
Variance due to	**NA***	Increase in profits	Increase in Borrowings	
(c) Debt service coverage ratio = EBITDA / Debt Service				
EBITDA = Profit before tax + depreciation + interest expenses on borrowings	1,161.26	949.75	488.77	442.13
Debt Service = Current maturity of long term debt + interest expenses+Lease Payment	333.82	425.84	253.43	81.94
Ratio (in Times)	3.48	2.23	1.93	5.40
% change during the period	**55.97%**	**15.64%**	**-64.26%**	
Variance due to	**NA***	Increase in profits	Increase in Borrowings	
(d) Return on Equity				
Profit for the year	750.90	453.03	243.66	285.43
Total Equity	3,149.74	2,395.41	1,930.83	1,810.62
Ratio (%)	23.84%	18.91%	12.62%	15.76%
% change during the period	**26.06%**	**49.87%**	**-19.95%**	
Variance due to	**NA***	Increase in profit due to increase in sales	Increase in profit due to increase in sales	
(e) Inventory turnover ratio = Sale of Products / Average Inventory				
Sale of Products	7,160.10	9,177.76	6,561.12	4,978.77
Average Inventory	2,728.93	2,044.23	1,826.34	1,253.34
Ratio (in Times)	2.62	4.49	3.59	3.97
% change during the period	**-41.56%**	**24.97%**	**-9.56%**	
Variance due to	**NA***	Increase in operations of the Company	Not required	
(f) Trade receivable turnover ratio = Revenue / Average Trade Receivables				
Revenue from operations	7,217.35	9,246.88	6,640.83	5,068.38
Average Trade Receivables	610.06	466.08	340.05	422.46
Ratio (in Times)	11.83	19.84	19.53	12.00
% change during the period	**-40.37%**	**1.59%**	**62.78%**	
Variance due to	**NA***	Not required	Increase in sales	
(g) Trade payable turnover ratio = Cost of Material Cons. / Average Trade Payables				
Cost of Material Consumed	5,371.78	6,975.10	4,998.21	4,257.58
Average Trade Payables	1,480.86	932.09	585.47	414.90
Ratio (in Times)	3.63	7.48	8.54	10.26
% change during the period	**-51.53%**	**-12.34%**	**-16.81%**	
Variance due to	**NA***	Not required	Not required	
(h) Net capital turnover ratio = Revenue / Average Capital				
Revenue from operations	7,217.35	9,246.88	6,640.83	5,068.38
Average Capital [Capital = Current Assets - Current Liabilities]	804.00	329.96	502.15	755.10
Ratio (in Times)	8.98	28.02	13.22	6.71
% change during the period	**-67.97%**	**111.91%**	**97.03%**	
Variance due to	**NA***	Increase in sales	Increase in sales	
(i) Net Profit Ratio = Net Profit / Revenue				
Profit for the year	750.90	453.03	243.66	285.43
Revenue from operations	7,217.35	9,246.88	6,640.83	5,068.38
Ratio (%)	10.40%	4.90%	3.67%	5.63%
% change during the period	**112.36%**	**33.53%**	**-34.85%**	
Variance due to	**NA***	Increase in sales	Increase in expenses	
(j) Return on capital employed (ROCE) = EBITDA / Capital Employed				
EBITDA = Profit before tax + depreciation + interest expenses	1,161.26	949.75	488.77	442.13
Capital Employed = Tangible Net Worth (minus other intangibles assets) + Total Debt + Deferred Tax Liability	4,771.63	4,496.44	4,079.60	3,224.23
Ratio (%)	24.34%	21.12%	11.98%	13.71%
% change during the period	**15.22%**	**76.30%**	**-12.63%**	
Variance due to	**NA***	Increase in profit due to increase in sales	Not required	

*** % change from the previous period/year has not been annualised for the period ended 30 September 2024**

(All amounts in INR million unless otherwise stated)

45 Corporate social responsibility

Section 135(5) of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, requires that the board of directors of every eligible company, shall ensure that the company spends, in every financial year, at least 2% of the average net profits of the company made during the three immediately preceding financial years, in pursuance of its Corporate social responsibility policy. The details of CSR expenditure is as follows:

Particulars	Six months period ended 30 September 2024	Year Ended 31 March 2024	Year Ended 31 March 2023	Year Ended 31 March 2022
(i) Gross Amount	3.78	5.11	3.27	2.03
(ii) Balances brought forward from previous years [(Excess)/Short]	(2.04)	(2.00)	(0.17)	-
(iii) Amount spent during the year/period	-	5.15	5.10	2.20
(iv) Balance carry forward (Excess)/Short	1.74	(2.04)	(2.00)	(0.17)
(v) Total of previous years shortfall	-	-	-	-

The amount spent under CSR is mainly for projects relating to community development.

46 Reconciliation of liabilities from financial activities

Particulars	01 April 2024	Cash flows	New Leases	Others	Period Ended 30 September 2024
Current borrowings	1,369.73	(571.27)	-	-	798.46
Current lease liability	4.89	(5.52)	3.62	4.76	7.75
Non-current borrowings	632.14	75.01	-	-	707.15
Non-current lease liability	38.97	-	13.71	0.36	53.04
Total liabilities from financing activities*	**2,045.73**	**(501.78)**	**17.33**	**5.12**	**1,566.40**

Particulars	01 April 2023	Cash flows	New Leases	Others	Year Ended 31 March 2024
Current borrowings	1,444.35	(74.62)	-	-	1,369.73
Current lease liability	3.29	(6.87)	5.35	3.12	4.89
Non-current borrowings	667.09	(34.95)	-	-	632.14
Non-current lease liability	38.51	-	-	0.46	38.97
Total liabilities from financing activities*	**2,153.24**	**(116.44)**	**5.35**	**3.58**	**2,045.73**

Particulars	01 April 2022	Cash flows	New Leases	Others	Year Ended 31 March 2023
Current borrowings	1,268.84	175.51	-	-	1,444.35
Current lease liability	-	(6.81)	5.87	4.23	3.29
Non-current borrowings	145.40	521.69	-	-	667.09
Non-current lease liability	-	-	38.50	-	38.50
Total liabilities from financing activities*	**1,414.24**	**690.39**	**44.37**	**4.23**	**2,153.23**

***excluding interest accrued**

47 Additional disclosures as per schedule III

(i) All the title deeds of Immovable property are in the name of the company and mortgage against secured loan borrowed from the banks.

(ii) The Company has not revalued its property, Plant and Equipment or intangible assets or both during the half year ended 30 September 2024.

(iii) The Company has not given loans or advances to specified persons during the half year ended 30 September 2024.

(iv) Benami property : There are no proceedings being initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

(v) The Company had borrowed secured loan from bank against current assets during the half year ended 30 September 2024.
(i) Quaterly returns or statements of current assets filed by the company with banks or financial institutions are in agrement with the books of accounts.

(vi) Wilful defaulter : The Company has not been declared as wilful defaulter by any bank or financial institution or other lender.

(vii) The Company does not have any transactions or relationship with struck off companies.

(viii) The Company does not have any subsidiary, hence, the provision of clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 is not applicable on the Company.

(ix) There are no scheme of arrangements during the half year ended 30 September 2024.

(x) Utilisation of Borrowings availed from banks and financial institution. The borrowings obtained by the company from banks and financial institution have been applied for the purpose for which such loans were taken and funds raised on short term basis have not been utilised for long term purposes.

(xi) The Company does not have any undisclosed income during the half year ended 30 September 2024.

(xii) The Company does not have any crypto currency or virtual currency during the half year ended 30 September 2024.

(xiii) Utilisation of borrowed funds and share premium -The Company has not advanced or loan or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
(a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company(ultimate beneficiaries) or
(b) Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

(All amounts in INR million unless otherwise stated)

47 Additional disclosures as per schedule III (cont'd.)

(xiv) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
(a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company(ultimate beneficiaries) or
(b) Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

(xv) There are no charges or satisfaction which are yet to be registered with the registrar of companies beyond the statutory period.

48 Share based payment

The Company has granted options to it's eligible employees under ESOP scheme, 2023 details as follows:

Grant date	30 September 2023
Vesting Plan	25% every year
Exercise Period	1 year from the date of vesting
Exercise Price	INR 10/share
Fair value	INR 202.08/share

Particulars	30 September 2024	31 March 2024
No. of options granted	2,29,584	2,29,584
options granted during the half year ended 30 September 2024	-	-
options lasped during the half year ended 30 September 2024	75,563	-
options exercised during the half year ended 30 September 2024	-	-
options outstanding during the half year ended 30 September 2024	1,54,021	2,29,584

Weighted average fair value of options granted during the year INR 19.40 million.

The fair value of option have been done by an independent valuer on the grant date using the black-scholes model. The key assumptions as follows:

Risk Free Rate:	7.22%
Option Life:	Vesting period + Average exercise period
Expected volatility:	52.39% to 59.55%
Expected Growth:	Nil

Liabilities arising from the share based payments amounting to INR 11.58 million and INR 3.95 million during the year/period ended 31 March 2024 and 30 September 2024 respectively.

49 Previous year's figures have been regrouped / rearranged wherever considered necessary to conform to current period's classifications.

50 The restated financial information is approved by the board of directors on 23 December 2024.

For S.N. Dhawan & CO LLP
Chartered Accountants
Firm Reg. No. 000050N / N500045

Rahul Singhal
Partner
Membership No. 096570

Place: Gurugram
Date: 23 December 2024

On behalf of the Board of Directors

Yogesh Dua
Joint Managing Director & CEO
DIN: 00315251

Pawan Kumar Garg
Chairman & Joint Managing Director
DIN: 08005220

Rakesh Kumar
Company Secretary
Membership No. F12868

Prashant Gupta
Chief Financial Officer

Place: New Delhi
Date: 23 December 2024

OTHER FINANCIAL INFORMATION

The accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations are given below:

(₹ in million other than percentages and per share values)

Particulars	As at and for the six months period ended September 30, 2024 (not annualized)	As at and for the year ended March 31, 2024	As at and for the year ended March 31, 2023	As at and for the year ended March 31, 2022
Earnings per equity share (Basic)(1)(2)(3) (in ₹)	2.68	1.62	0.87	1.02
Earnings per equity share (Diluted) (1)(2)(4) (in ₹)	2.67	1.61	0.87	1.02
Return on Net Worth (5)(6) (in %)	23.84	18.91	12.62	15.76
Net Asset Value per share(7) (in ₹)	11.26	8.56	6.90	6.47
EBITDA(8) (in ₹ million)	1,166.49	986.37	515.99	442.78

** Adjusted for the split of equity shares from face value of ₹10 each to ₹1 each, as approved by our Board and the Shareholders pursuant to their resolutions dated November 27,2024 and November 28, 2024, respectively*

Notes:

1. *EPS has been calculated in accordance with the Indian Accounting Standard 33 – "Earnings per share".*
2. *Basic EPS and Diluted EPS for all the period / year have been considered post the impact issue of Bonus Equity Shares of face value ₹ 1 each in accordance with Ind AS 33 - Earnings per share notified under the Companies (Indian Accounting Standards) Rules of 2015 (as amended).*
3. *Basic Earnings per Equity Share (₹) = Restated profit for the year attributable to equity shareholders of the Company divided by weighted average number of equity shares outstanding at end of year/period adjusted for the issue of bonus issue of face value of ₹ 1 each for all year, in accordance with the principles of Ind As 33.*
4. *Diluted Earnings per Equity Share (₹) = Restated profit for the year attributable to equity shareholders of the Company divided by weighted average number of equity shares outstanding at end of year/period adjusted for the issue of bonus issue of face value of ₹ 1 each for all year, in accordance with the principles of Ind As 33 and for the effects of all dilutive potential equity shares*
5. *Return on Net Worth (RoNW)(%) = RoNW is calculated as restated profit for the year/ period divided by Net worth as restated as at end of the year/ period.*
6. *Net Worth means aggregate value of equity share capital and other equity (excluding the share of Non- Controlling Interest) 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 but does not include reserves created out of revaluation of assets and write-back of depreciation as at September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022.*
7. *Net asset value per share= Net worth as restated as at end of the year/ period / number of equity shares outstanding at the end of the year/ period (post split and bonus)*
8. *EBITDA is calculated as the sum of profit before tax, depreciation and amortization expenses and finance costs after deducting other income.*

Other financial statements

In accordance with the SEBI ICDR Regulations, the audited financial statements of the Company for the Fiscals ended March 31, 2024, March 31, 2023, and March 31, 2022 are available on our website at https://www.utlsolarfujiyama.com/investor-relations/. ("**Audited Financial Statements**")

Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Audited Financial Statements do not constitute, (i) a part of this Draft Red Herring Prospectus; or (ii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document or recommendation or solicitation to purchase or sell any securities under the Companies Act, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere. The Audited Financial Statements and reports thereon should not be considered as part of information that any investor should consider subscribing for any securities of our Company and should not be relied upon or used as a basis for any investment decision.

None of our Company nor BRLMs, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Financial Statements, or the opinions expressed therein.

For a reconciliation of the above-mentioned numbers, please see section titled "*Management's Discussion and Analysis of Financial Condition and Results of Operations –Non-GAAP Measures*" on page 386.

Non-material acquisitions and divestments

Set forth below is a list of non-material acquisitions and divestments by our Company post September 30, 2024

Company Name	**Date**	**Acquisition/ Divestment**	**Remarks**	**Consideration Paid**	**Mode of financing**
Zayo Cables Private Limited	October 25, 2024	Acquisition	5,000 shares acquired at ₹ 10 per share	₹ 50,000	Internal accruals
Zayo Cables Private Limited	November 15, 2024	Divestment	3,100 shares transfer to Shiv Kumar Garg at ₹ 10 per share	₹ 31,000	NA
Zayo Energy Private Limited	October 25, 2024	Acquisition	950 shares acquired at ₹ 10 per share	₹ 9,500	Internal accruals
Zayo Energy Private Limited	October 25, 2024	Acquisition	950 shares acquired at ₹ 10 per share	₹ 9,500	Internal accruals
Zayo Extrusion Private Limited	October 21, 2024	Acquisition	5,000 shares acquired at ₹ 10 per share	₹ 50,000	Internal accruals
Zayo Extrusion Private Limited	November 15, 2024	Divestment	2,500 shares transfer to Anil Kumar Gupta at ₹ 10 per share	₹ 25,000	NA
Zayo Extrusion Private Limited	November 15, 2024	Divestment	2,500 shares transfer to Arun Gupta at ₹ 10 per share	₹ 25,000	NA

RELATED PARTY TRANSACTIONS

For details of the related party transactions, as per the requirements under applicable Accounting Standards i.e. Ind AS 24 'Related Party Disclosures' for the six months period ended September 30, 2024 and the Fiscals ended March 31, 2024, March 31, 2023 and March 31, 2022 and as reported in the Restated Financial Information, please see section titled "*Restated Financial Information – Related party disclosures – Note 36*" on page 346**.**

CAPITALIZATION STATEMENT

The following table sets forth our Company's capitalization as at September 30, 2024, on the basis of our Restated Financial Information, and as adjusted for the Offer. This table should be read in conjunction with the sections titled "*Risk Factors*", "*Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 30, 307 and 371, respectively.

(*in ₹ million, except ratios*)

Particulars	Pre-Offer as at September 30, 2024	Post-Offer
Total borrowings		
Current borrowings	541.66	[●]
Non-current borrowings (including current maturity) (A)	963.95	[●]
Total borrowings (B)	**1,505.61**	[●]
Total equity		
Equity share capital	245.37	[●]
Instruments in the nature of equity	Nil	[●]
Other equity#	2,904.37	[●]
Total equity (C)	3,149.74	[●]
Total Capital (B+C)	4655.35	[●]
Ratio: Non-current borrowings (including current maturities of borrowings) (A) / Total equity (C)	0.31	[●]
Ratio: Total borrowings (B) / Total equity (C)	0.48	[●]

 # "Other equity" shall carry the meaning as per Schedule III of the Companies Act 2013 (as amended) excluding Revaluation Reserves.

Notes:

1. *The above statement has been prepared for the purpose of disclosing in the Draft Red Herring Prospectus to be filed in connection with the Offer, in accordance with the requirements prescribed under Schedule VI of the SEBI ICDR Regulations.*
2. *The above statement has been computed on the basis of the Restated Financial Information as at and for the period ended September 30, 2024.*
3. *These terms shall carry the meaning as per Schedule III of the Companies Act, 2013, as amended.*
4. *The corresponding capitalisation data post the Offer for each of the amounts given in the above table is not determinable at this stage pending the completion of the Book Building process and hence the same have not been provided in the above statement.*
5. *The Company has issued 38,390 equity shares at the face value of ₹ 10 to 92 of its employees under ESOP Scheme as of November 27, 2024.*
6. *Pursuant to resolutions passed by our Board and Shareholders in their meetings dated November 27, 2024, and November 28, 2024, respectively, the authorized share capital of the Company was sub-divided from 125,000,000 Equity Shares of face value of ₹ 10 each to 1,250,000,000 equity shares of face value of ₹ 1 each.*
7. *Pursuant to resolution passed by our Board dated November 27, 2024 and a resolution passed by our Shareholders' dated November 28, 2024, our Company issued 34,348,715 bonus equity share of face value ₹ 1 each in the ratio of 1:4.*

FINANCIAL INDEBTEDNESS

Our Company has availed certain financing facilities in the ordinary course of our business purposes such as, inter alia, meeting our working capital or business or operational requirements. For details regarding the borrowing powers of our Board, see "*Our Management – Borrowing powers of the Board*" on page 289.

Our Board is empowered to borrow money in accordance with Sections 179 and 180 of the Companies Act and our Articles of Association. For details regarding the borrowing powers of our Board, see "*Our Management – Borrowing Powers*" on page 289.

The details of aggregate indebtedness of our Company, outstanding as on February 15, 2025 is provided below:

(in ₹ million)

Category of borrowing	Sanctioned amount as of February 15, 2025	Total outstanding amount as of February 15, 2025*
Secured		
Fund Based Facilities#		
Term Loan	1,749.40	1,135.87
Cash Credit and Working Capital Loan*	2,450.00	1,867.68
Non- Fund Based Facilities		
Bank Guarantees and Letter of Credit#	20.00	253.87
Unsecured		
Cash Credit	250.00	276.71*
Total Indebtedness	**4,469.40**	**3,534.13**

*Note: * Includes* ***'Mynd Online National Exchange'*** *which is a fintech platform primarily acting as an intermediary between banks and vendors to facilitate a bidding process through which banks can finance vendor bills uploaded by borrower companies. The amount of financing is based on the bills uploaded by such companies and there is no formal sanctioned amount.*

 # Includes sub-limit of non-fund facility

^ As certified by Raj Gupta & Co., Chartered Accountants, by way of their certificate dated March 6, 2025.

Details of outstanding indebtedness of our Company during/ as of the period ended September 30, 2024 and the Fiscals ended March 31, 2024, March 31, 2023 and March 31, 2022 are as follows:

For the six months ended September 30, 2024:

(in ₹ million)

Name of Lender	Nature of Facility	Outstanding amount at the beginning of the fiscal / period	Net Addition/(Repayment) during fiscal/period	Outstanding amount at the end of the fiscal / period	Sanctioned Amount
A. Secured (Fund – Based)					
Axis Bank Limited	Cash Credit/WCDL	189.31	(181.52)	7.79	400.00
Bajaj Finance	Term Loan	332.50	(40.83)	291.67	350.00
Citi Bank Limited	Cash Credit/WCDL	225.21	(120.67)	104.55	350.00
HDFC Bank Limited	Cash Credit/WCDL	359.99	(210.00)	149.99	600.00
HDFC Bank Limited	Term Loan	335.50	172.75	508.25	799.40
The Hongkong and Shanghai Banking Corporation Limited	Term Loan	187.53	(23.50)	164.04	250.00
The Hongkong and Shanghai Banking Corporation Limited	Cash Credit/WCDL	56.12	(56.10)	0.02	650.00

Yes Bank Limited	Cash Credit/WCDL	240.00	(39.32)	279.32	450.00
B. Unsecured (Fund – Based)					
Tata Capital Finance	Cash Credit	50.67	(50.67)	Nil	250.00
Mynd Solutions	Cash Credit (vendor finance)	25.04	(25.04)	Nil	NA
Total Fund Based Facilities (1)		**2,001.87**	**(496.25)**	**1,505.61**	**4,099.40**
C. Secured (Non-Fund Based)					
ICICI Bank Limited	Bank Guarantee / Letter of Credit	12.43	(6.60)	5.83	5.83
HDFC Bank Limited	Bank Guarantee / Letter of Credit	10.64	Nil	10.64	20.00
Axis Bank Limited	Bank Guarantee / Letter of Credit	144.47	(74.95)	69.51	250.00*
The Hongkong and Shanghai Banking Corporation Limited	Bank Guarantee / Letter of Credit	30.03	(22.52)	7.51	30.00*
Yes Bank Limited	Bank Guarantee / Letter of Credit	155.13	(141.04)	14.10	450.00*
Total Non-Fund Based Facilities (2)		**352.69**	**(245.10)**	**107.59**	**25.83**
Total (1+2)		**2,354.56**	**(741.35)**	**1,613.20**	**4,125.23**

**Sub-limit sanctioned by the lenders*

For the financial year ended March 31, 2024:

(in ₹ million)

Name of Lender	Nature of Facility	Outstanding amount at the beginning of the fiscal / period	Net Addition/(Repayment) during fiscal/period	Outstanding amount at the end of the fiscal / period	Sanctioned Amount
A. Secured (Fund – Based)					
Axis Bank Limited	Cash Credit/WCDL	7.22	182.09	189.31	400.00
Bajaj Finance	Term Loan	280.00	52.50	332.50	350.00
Citi Bank Limited	Cash Credit/WCDL	70.21	155.00	225.21	350.00
HDFC Bank Limited	Cash Credit/WCDL	399.03	(39.04)	359.99	600.00
HDFC Bank Limited	Term Loan	287.73	47.77	335.50	499.40
The Hongkong and Shanghai Banking Corporation Limited	Term Loan	232.26	(44.73)	187.53	250.00
The Hongkong and Shanghai Banking Corporation Limited	Cash Credit/WCDL	1.45	54.66	56.12	650.00
Yes Bank Limited	Cash Credit/WCDL	91.04	148.96	240.00	450.00
ICICI Bank Limited	Cash Credit/WCDL	155.74	(155.74)	Nil	241.00
B. Unsecured (Fund – Based)					
Tata Capital Finance	Cash Credit	125.15	(74.48)	50.67	250.00
Bajaj Finance	Cash Credit	99.74	(99.74)	Nil	100.00
A Treds Limited	Cash Credit	5.47	(5.47)	Nil	NA
Mr. Yogesh Dua	On Demand Loan	5.00	(5.00)	Nil	NA
Mynd Solutions	Cash Credit	351.37	(326.33)	25.04	NA

Name of Lender	Nature of Facility	Outstanding amount at the beginning of the fiscal / period	Net Addition/(Repayment) during fiscal/period	Outstanding amount at the end of the fiscal / period	Sanctioned Amount
Total Fund Based Facilities (1)		**2,111.41**	**(109.55)**	**2,001.87**	**4140.40**
C. Secured (Non-Fund Based)					
ICICI Bank Limited	Bank Guarantee / Letter of Credit	64.00	(51.57)	12.43	130.00*
HDFC Bank Limited	Bank Guarantee / Letter of Credit	10.64	Nil	10.64	20.00
Axis Bank Limited	Bank Guarantee / Letter of Credit	Nil	144.47	144.47	250.00*
The Hongkong and Shanghai Banking Corporation Limited	Bank Guarantee / Letter of Credit	Nil	30.03	30.03	30.00*
Yes Bank Limited	Bank Guarantee / Letter of Credit	Nil	155.13	155.13	450.00*
Total Non-Fund Based Facilities (2)		**74.64**	**278.05**	**352.69**	**20.00**
Total (1+2)		**2,186.05**	**168.51**	**2,354.56**	**4,160.40**

Sub-limit sanctioned by the lenders

For the financial year ended March 31, 2023:

(in ₹ million)

Name of Lender	Nature of Facility	Outstanding amount at the beginning of the fiscal / period	Net Addition/(Repayment) during fiscal/period	Outstanding amount at the end of the fiscal / period	Sanctioned Amount
A. Secured (Fund – Based)					
Axis Bank Limited	Cash Credit/WCDL	Nil	7.22	7.22	400.00
Bajaj Finance	Term Loan	Nil	280.00	280.00	350.00
Citi Bank Limited	Cash Credit/WCDL	30.21	40.19	70.21	350.00
HDFC Bank Limited	Cash Credit/WCDL	551.17	(152.13)	399.03	600.00
HDFC Bank Limited	Term Loan	177.48	110.25	287.73	499.40
The Hongkong and Shanghai Banking Corporation Limited	Term Loan	Nil	232.26	232.26	250.00
The Hongkong and Shanghai Banking Corporation Limited	Cash Credit/WCDL	248.12	(246.67)	1.45	400.00
Yes Bank Limited	Cash Credit/WCDL	Nil	91.04	91.04	250.00
ICICI Bank Limited	Cash Credit/WCDL	106.04	49.70	155.74	241.00
ICICI Bank Limited	Term Loan	16.90	(16.90)	Nil	16.90
B. Unsecured (Fund – Based)					

Name of Lender	Nature of Facility	Outstanding amount at the beginning of the fiscal / period	Net Addition/(Repayment) during fiscal/period	Outstanding amount at the end of the fiscal / period	Sanctioned Amount
Tata Capital Finance	Cash Credit	41.84	83.31	125.15	250.00
Bajaj Finance	Cash Credit	242.68	(142.94)	99.74	100.00
A Treds Limited	Cash Credit	Nil	5.46	5.47	NA
Mr. Yogesh Dua	On Demand Loan	Nil	5.00	5.00	NA
Mynd Solutions	Cash Credit	Nil	351.37	351.37	NA
Total Fund Based Facilities (1)		**1,414.24**	**697.17**	**2,111.41**	**3,457.30**
C. Secured (Non-Fund Based)					
ICICI Bank Limited	Bank Guarantee / Letter of Credit	130.70	(66.70)	64.00	130.00*
HDFC Bank Limited	Bank Guarantee / Letter of Credit	10.64	Nil	10.64	20.00
Total Non-Fund Based Facilities (2)		**141.34**	**(66.70)**	**74.64**	**20.00**
Total (1+2)		**1,555.58**	**630.47**	**2,186.05**	**3,477.30**

Sub-limit sanctioned by the lenders

For the financial year ended March 31, 2022:

Name of Lender	Nature of Facility	Outstanding amount at the beginning of the fiscal / period	Net Addition/(Repayment) during fiscal/period	Outstanding amount at the end of the fiscal / period	Sanctioned Amount
A. Secured (Fund – Based)					
Citi Bank Limited	Cash Credit/WCDL	71.91	(41.89)	30.21	219.00
HDFC Bank Limited	Cash Credit/WCDL	87.86	463.31	551.17	400.00
HDFC Bank Limited	Term Loan	26.60	150.88	177.48	200.00
The Hongkong and Shanghai Banking Corporation Limited	Cash Credit/WCDL	40.04	208.08	248.12	200.00
ICICI Bank Limited	Cash Credit/WCDL	47.12	58.92	106.04	241.00
ICICI Bank Limited	Term Loan	Nil	16.90	16.90	16.90
IDBI Bank Limited	Cash Credit	50.02	(50.02)	Nil	700.00
B. Unsecured (Fund – Based)					
Tata Capital Finance	Cash Credit	Nil	41.84	41.84	NA
Bajaj Finance	Cash Credit	Nil	242.58	242.68	250.00
Total Fund Based Facilities (1)		**323.55**	**1,090.69**	**1,414.24**	**2,226.90**
C. Secured (Non-Fund Based)					
ICICI Bank Limited	Bank Guarantee / Letter of Credit	51.60	79.10	130.70	130.00*
HDFC Bank Limited	Bank Guarantee / Letter of Credit	10.00	0.64	10.64	20.00

Total Non-Fund Based Facilities (2)	**61.60**	**79.74**	**141.34**	**20.00**
Total (1+2)	**385.15**	**1,170.44**	**1,555.58**	**2,246.90**

Sub-limit sanctioned by the lenders

Principal terms of the facilities sanctioned to our Company:

The details below are indicative and there may be additional terms, conditions and requirements under the various borrowing agreements entered into by our Company.

1. Interest: In respect of the facilities sanctioned to our Company, the current prevailing interest rate typically ranges from 8.15% per annum to 10.75% per annum, or as mutually agreed with our lenders from time to time. The interest rate for the loans sanctioned to our Company is typically tied to a base rate/ marginal cost of lending rate, which may vary from lender to lender.

2. Tenor: The tenors of our sanctioned facilities, unless repayable on demand, are in the following range: the working capital facilities typically range from 6 months to 1 year, cash credit facilities typically range from 3 months to 1 year and our term loan facilities range from 5 years to 9 years.

3. Security: The facilities sanctioned are typically secured by way of, *inter alia*, charge on both present and future movable fixed assets of the company, charge on the land and building of our manufacturing facilities and personal guarantees provided by certain Promoters of our Company. The nature of securities described herein is indicative and there may be additional requirements for creation of security under the various borrowing arrangements entered into by our Company.

4. Pre-payment: The facilities availed by our Company allows pre-payment. Certain facilities allow for pre-payment of the outstanding amount by serving prior notice to the lender. Pre-payment may be subject to pre-payment penalties as may be prescribed. These pre-payment penalties are typically 2% of the amount being prepaid.

5. Re-payment: The cash credit facilities availed by our Company are typically repayable on demand and are subject to annual renewal. The repayment for our term loan facilities is as per the repayment schedules mentioned in the respective agreements.

6. Events of Default: Borrowing arrangements entered into by our Company contain standard events of default, including, among others:

    a) failure or inability to pay the obligation of our Company under the transaction documents;

    b) breach of the transaction documents;

    c) any circumstance or event occurs which is or is likely to prejudice, impair, imperil, depreciate or jeopardise any security or any part thereof.

    d) non-adherence to financial covenants by our Company;

    e) insolvency, bankruptcy or dissolution of our Company;

    f) cessation of business of our Company or change in control;

    g) cross default;

    h) misrepresentation, expropriation, unlawfulness;

    i) change in the general nature or scope of the business;

j) any information provided by the Borrower is incorrect or untrue; and

k) any action, arbitration, administrative, governmental, regulatory or other investigations, proceedings or litigations are commenced or threatened.

This is an indicative list and there may be additional terms that may amount to an event of default under the borrowing arrangements entered into by our Company.

7. Consequences of occurrence of events of default: In terms of our borrowing arrangements, the following, among others, are the consequences of occurrence of events of default, whereby the lenders may:

   a. terminate and cancel either whole or part of the facility;

   b. accelerate repayments/ initiate recall of the facility;

   c. enforce any and all of the security created in favour of the lender;

   d. suspend further access/ drawls, either in whole or in part, of the facility;

   e. charge penal interest from the Company;

   f. Review the management structure and board and review the conditions for the appointment or re-appointment of the managing director or any other person holding substantial powers of management;

   g. impose a monetary penalty; and

   h. Convert outstanding loan obligations into equity or other securities.

8. Restrictive Covenants: The facilities sanctioned to our Company contain certain restrictive covenants, which require prior written consent of the lender or prior intimation to be made to the lender, including:

   a. change in the ownership or control of our Company;

   b. change, whether directly or indirectly, in the directorship, management or management set up (including resignation of promoter directors) of our Company;

   c. amend the constitutional documents, including the memorandum and articles of association;

   d. change in our Company's capital structure or share holding pattern or ownership interest structure where the shareholding by the existing promoter(s) or capital control or ownership, directly or indirectly, legally or beneficially, gets diluted;

   e. approach capital market for mobilizing additional resources either in the form of debt or equity;

   f. formulate or permit or effect, any buy-back, de-merger, reduction in capital, sale of any undertaking, reorganization, scheme, arrangement or compromise with its creditors or shareholders, or any scheme of amalgamation or reconstruction;

   g. change the practice with regard to remuneration of directors by means of ordinary remuneration or commission, scale of sitting fees etc. except where mandated by any legal or regulatory provisions;

   h. implement any scheme of expansion/ diversification or capital expenditure or acquire fixed assets; and

   i. declare any dividend if any instalment towards principal or interest remains unpaid on its due date and/or except out of profits relating to that year after making all due and necessary provisions and provided further that such distribution may be permitted only if no event of default or breach in financial covenant is subsisting in any repayment obligations to the lenders;

j. wind up, liquidate, or dissolve its affairs or take any steps for its voluntary winding up or liquidation or dissolution;

k. Avail any further loan or facility from any person and/or stand surety of guarantor for any third-party liability or obligation;

l. prepay any principal or interest on any loans availed from the shareholders/directors;

m. Equity dilution through IPO is more than 25%; and

n. Routing of IPO funds through a particular lender account.

This is an indicative list and there may be such other additional terms under the borrowing arrangements entered into by our Company, that may require the consent of the relevant lender, the breach of which may amount to an event of default under various borrowing agreements entered into by our Company, which may lead to consequences other than those stated above. We are also required to keep our lenders informed of any event likely to have a substantial effect on our business.

For the purpose 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 shareholding and making amendments to our memorandum and articles of association.

For risks in relation to the financial and other covenants required to be complied with in relation to our borrowings, please see section titled "*Risk Factors – We are required to comply with certain restrictive covenants under our financing agreements. Any non-compliance may lead to, amongst others, accelerated repayment schedule and suspension of further drawdowns, which may adversely affect our business, results of operations, financial condition and cash flows.*" on page 39.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of our financial condition and results of operations should be read in conjunction with our Restated Financial Information on page 307. Unless otherwise indicated or the context otherwise requires, the financial information for Fiscals 2022, 2023 and 2024 and six months period ended September 30, 2024 included herein is derived from the Restated Financial Information, included in this Draft Red Herring Prospectus, which have been derived from our audited financial statements and restated in accordance with the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time, which differ in certain material respects from IFRS, U.S. GAAP and GAAP in other countries. For further information, please see section "Restated Financial Information" on page 307.

Unless the context otherwise requires, in this section, references to "we", "us", "the Group", "our" or "our Company" refers to Fujiyama Power Systems Limited on a standalone basis.

*Unless otherwise indicated, industry and market data used in this section has been derived from industry publications, in particular, the report titled "Industry Research Report on Power Sector" dated December 26, 2024 (the "**CARE Report**") prepared and issued by CARE, appointed by us on October 9, 2024 and exclusively commissioned and paid for by us in connection with the Offer. A copy of the CARE Report is available on the website of our Company at https://www.utlsolarfujiyama.com/investor-relations/. The data included herein includes excerpts from the CARE Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the proposed issue), that has been left out or changed in any manner. Unless otherwise indicated, financial, operational, industry and other related information derived from the CARE Report and included herein with respect to any particular year refers to such information for the relevant calendar year. Further, the reference to "segments" in this section derived from CARE Report refers to end-use sectors and does not constitute segment classification under Ind AS – 108. For more information, please see section titled "Risk Factors - Industry information included in this Draft Red Herring Prospectus has been derived from an industry report commissioned, and paid for, by us for such purpose" on page 65. Also see section titled, "Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Industry and Market Data" on page 17.*

OVERVIEW

For details in relation to our business, please see section titled "*Our Business*" on page 221.

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS AND FINANCIAL CONDITION

The significant factors which can affect our results of operations and financial condition are as follows:

- Our capacity expansion plans;
- Regulatory and policy developments;
- Cost of materials consumed for the manufacture of our products;
- Growth of our sales and distribution network;
- Enhancing our product portfolio;
- Changing consumer preferences; and
- Competition in our industry.

Our capacity expansion plans

Over the years, we have continuously upgraded our existing facilities' installed manufacturing capacity. Our installed manufacturing capacity for tubular and lithium-ion batteries grew from 1 MWh in March 2022 to 91 MWh in March 2023, 957 MWh in March 2024 and 1,363 MWh in September 2024. Our total installed manufacturing capacity for our solar panels, solar inverters, solar PCU and UPS and chargers collectively grew from 259 MW in March 2022 to 662 MW in March 2023, 1,035 MW in March 2024 and 1,582 MW in September 2024.

For details of our Company's historical capacity utilization of their manufacturing facilities, calculated on the basis of effective installed capacity for the relevant period and actual production in such periods, please see section titled "*Our Business – Capacity and Capacity Utilization*" on page 248.

We intend to follow an expansion strategy of executing regular capacity additions, as well as continuous upgradation of our manufacturing technology and processes driven by demand and with a focus on incorporating new emerging technologies. Our manufacturing setup is centred on latest technology and processes focused on precision and accuracy aimed at maximizing production and operational efficiency while maintaining strict quality control and meeting demands of our customers. Recent upgrades to our solar panel manufacturing setup includes TOPCon based solar panel manufacturing technology, which has enhanced our product offering with continuous increase in production capacity. Further, the ongoing project for enlarging our production capabilities by 600 MW for solar inverter and 500 MWh for lithium-ion batteries in our Greater Noida Facility is expected to enable us to meet current and forecasted market demand.

We are in the process of developing a new facility for manufacturing solar panels with an expected additional capacity of 600 MW in Dadri, Uttar Pradesh. We plan to use the Offer proceeds for establishing an integrated project in Ratlam, Madhya Pradesh, which is expected to more than double our current manufacturing capacity. While our existing facilities primarily serve north Indian states, our planned facility at Ratlam, Madhya Pradesh will help us in tapping new distributors and customers and to serve the growing markets in west and south of India.

For details of our ongoing and proposed capacity expansion plans as on the date of this Draft Red Herring Prospectus, please see section titled "*Our Business – Proposed Expansion Plans*" on page 253.

Our ability to profitably expand our capacities is dependent on our ability to efficiently manage our corresponding increase in expenditures and achieve timely completion and commissioning of the expanded capacities. As our existing and planned capacity additions come into greater utilization and translate into commercial production in line with increased demand for our products, it will result in an increase in our production volumes.

Regulatory and policy developments

The regulatory and policy environment in which we operate is evolving and subject to change. Our business is dependent on GoI and state government policies that support renewable energy, particularly solar energy. For example, government projects are permitted to procure solar modules of certain quality and specification only from a limited number of select suppliers identified in the ALMM identified by the MNRE, for which our products have been enlisted for use in solar projects in India, including government projects, government-assisted projects, schemes and programs launched by the government, open access and net-metering projects.

The PM Suryaghar: Muft Bijli Yojna was launched in 2024, which aims to install rooftop solar panels in 10 million households and with a total financial outlay of ₹ 750.21 billion. Our innovative hybrid solar systems which provide for grid connection as well as storage of energy in case of power outages, are eligible for this subsidy. This makes our products more affordable for the customers. We intend to market our proven hybrid and on-grid solar products to address the increased demand due to this initiative.

Further, government schemes such as Pradhan Mantri Janjati Adivasi Nyaya Maha Abhiyan (PM JANMAN) which provides for electrification of 100,000 un-electrified households in particularly vulnerable tribal groups (PVTG) areas located in 18 states and the union territory of Andaman and Nicobar Islands by provision of off-grid solar systems where electricity supply through grid is not feasible, will provide a boost to the demand of our off-grid solar products.

Furthermore, the Grid Connected Solar Rooftop Program, launched in March 2019, aims to provide free electricity to ten million households in India by providing households with a subsidy to install solar rooftop systems also requires the use of domestic content requirement solar modules. We intend to capitalize on such program and meet this demand using our sales channels across India.

For our Greater Noida Facility, we have been granted approval for capital subsidy under the Modified Special Incentives Package Scheme ("**M-SIPS**") of the Central Government. We had applied for subsidies on land and capital under the UP-Electronics Manufacturing Policy 2017 ("**Policy**"), wherein we have received approval for the 25% land rebate for our Greater Noida Facility. Further, the 15% capital subsidy on fixed capital other than the land as provided under the said Policy is approved but pending disbursement. Our application for capital subsidy under the UP-Electronics Manufacturing Policy 2020 (as amended in 2022) for our existing Greater Noida

Facility has been approved, whereas, the application for capital subsidy for our upcoming facility at Dadri, Uttar Pradesh is under process.

For our Ratlam Facility, we intend to apply for a subsidy under the Renewable Energy Equipment Manufacturing Policy of Industrial Promotion Policy, 2025, which offers various incentives which offers various incentives such as capital subsidy, assistance for green industrialization, and patents filling assistance among other things.

If any of these incentives or policies are adversely amended, eliminated or not extended beyond their current expiration dates, or if funding for these incentives is reduced, or if governmental support of renewable energy development, particularly solar energy, is discontinued or reduced, it could have an adverse effect on the viability of new solar energy projects based on current tariff and cost assumptions. For further information, please see section titled "*Key Regulations and Policies*" on page 264. Any changes and related uncertainties in application, interpretation or implementation of any new regulations or policies introduced require us to assess its implications on our business operations, obtain additional approvals and licences, and may require us to alter our business strategy, or implement onerous requirements and conditions on our operations. This may result in increased compliance costs as well as divert significant management time and other resources.

Cost of materials consumed

Our ability to remain competitive, maintain costs and profitability depend significantly on our ability to source and maintain a stable and sufficient supply of materials and components at acceptable prices. Our major materials requirements include, *inter-alia*, solar cells, back-sheets, encapsulants, glass, copper, aluminium frame, junction box, ribbon, busbar, insulated-gate bipolar transistors, metal-oxide-semiconductor field-effect transistors, capacitors, microcontrollers, lead (for tubular lead acid batteries) and cells (lithium-ion battery packs). The table below provides details of our cost of materials consumed as a percentage of our total expenses for six months ended September 30, 2024 and Fiscals 2024, 2023 and 2022 :

Particulars	**For the six months ended September 30, 2024**		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	Amount (₹ million)	**Percentage of Total Expenses (%)**	**Amount (₹ million)**	**Percentage of Total Expenses (%)**	**Amount (₹ million)**	**Percentage of Total Expenses (%)**	**Amount (₹ million)**	**Percentage of Total Expenses (%)**
Cost of material consumed	5,371.78	86.21	6,975.10	80.67	4,998.21	78.85	4,257.58	90.86

We depend on external suppliers for our materials and components required and typically purchase materials and components on a purchase order basis and place such orders with them in advance on the basis of our anticipated requirements. As a result, the success of our business is significantly dependent on maintaining good relationships with our materials and component suppliers. Further, we source raw materials from a number of international suppliers as well as from vendors in India. Our supply arrangements are subject to price volatility caused by various factors such as market fluctuations, currency fluctuations, climatic and environmental conditions, production and transportation cost, changes in domestic as well as international government policies, and regulatory and trade sanctions. We currently import solar cells and lithium-ion cells from China. Changes in import duties also impact our cost materials consumed and consequently operating margins. If we cannot fully offset increases in material prices with increases in the prices for our products, we will experience lower margins.

Growth of our sales and distribution network

Our ability to grow our retail sales depends on our relationship with our distributors, dealers and franchisees, and our ability to grow our sales and distribution network. We have an extensive pan-India distribution network of more than 480 distributors, 3,600 dealers and 1,000 exclusive "Shoppe" franchisees as of September 30, 2024 with a presence in 23 states and three union territories.

We have an extensive presence in the domestic market having pan-India through an extensive distributor network. Our presence in various regions of India facilitates direct access to distributors and their network. Our distribution team has extensive on-ground distribution experience, having the capability to set up, manage and grow our pan-India distribution network for our products in the solar power generation systems and power back-up solutions categories, including inverters and batteries.

We further operate a "Shoppe" franchise model by which our exclusive franchisee partners house our various products and educate our customers on selecting and purchasing the right rooftop system and components from a single source, ensuring seamless procurement and professional installation. They deal only with products authorised by us and are authorised to sell our products under our brand name. We have made significant investment in terms of training, resources and support provided to our franchisees over the years and developed relationships with these franchisees. Our focus on supporting our franchisees succeed in their business by providing adequate training for installation, maintenance and post-sales support has enabled us to develop a large network of franchisees across India to target the local rooftop market.

Our retail network is also well integrated with our marketing and promotional activities, and helps in strengthening our brand image. Our distributors, dealers and franchisees display advertising boards for our products at their outlets to attract consumers and also undertake customer referral programs. We further market our products and solutions through multiple marketing channels which include use of digital media, digital ads, social media, email campaigns, radio and in-app advertisements, among others. We have a well-integrated system to manage inventory and effectively service our franchisees. These engagements offer insights that we then leverage to strategically focus on particular regions or communities.

Our extensive retail network across India increases visibility and reach of our products through direct customer interaction and distribution by such distributors, dealers and franchisees. This deep penetration across metros, large cities, towns as well as rural areas developed over several years present significant entry barriers for other players in penetrating our target business verticals.

Demand of our products is continuously increasing due to continuously increasing domestic power consumption, government initiatives and decreasing prices of installing roof-top solar systems. Our existing distribution and retail network is well equipped to manage the demand but we are increasing our distribution base and retail network through a curated distribution model to address the ever-increasing demand of solar products in India. For instance, we are focusing development of new distributors in the states which are not covered widely currently. Odisha, West Bengal, Karnataka, Andhra Pradesh, Telangana and Kerala are our key focus areas and we have already started deploying sales teams in these states. Further, we also plan to expand our Shoppe network at a gradual pace to meet the demand.

Enhancing our product portfolio

We have designed and developed an extensive product portfolio of more than 500 SKUs which includes a full range of solar inverters, solar panels and batteries, with a goal of limiting the need of our customers to look to other OEMs. We have a comprehensive product portfolio in the roof-top solar segment. We offer an extensive range of products including solar power conditioning units ("**PCUs**"), solar off-grid, on-grid and hybrid inverters, solar panels, pulse width modulation ("**PWM**") chargers and other battery chargers, lithium-ion and tubular batteries, online uninterruptible power supply ("**UPS**") systems, offline UPS systems, solar management units and solar charge controllers, among others. For further details, please see section titled "*Our Business – Our Business Operations – Product Portfolio"* on page 237. Our extensive product portfolio enables us to serve a wide customer base with varying needs across the country.

In the recent past, we upgraded our production setup to manufacture the latest technology in solar panels, i.e., TOPCon bifacial and glass-to-glass panels featuring a capacity of 590 Wp, and MonoPerc bifacial modules reaching up to 670 Wp.

We intend to continue to consolidate our position and increase our market share in our key and leading product categories, including solar power generation systems, power backup solutions and power supply systems. We plan to do so by, among other things, (i) increasing the penetration of our brands in these product categories, (ii) launching new differentiated products to address unmet customer needs for products falling in different product categories, and (iii) increasing our covered market share by launching new products and leveraging our leadership positions.

We also plan to expand our capabilities to support new products that we expect to develop through our R&D efforts by making investments directed towards developing, and increasing our manufacturing capabilities to facilitate the launch of new products and meet the growing market requirements. Further, we are also exploring opportunities for backward integration in the solar panel value chain by establishing a solar cell manufacturing line at our upcoming facility at Dadri, Uttar Pradesh to address the demand of DCR cells based solar panel.

We endeavour to increase products in our portfolio which have good potential to generate high profit margin in the future to further diversify our product mix as our success depends upon our ability to anticipate and identify changes in consumer preferences. Our growing product portfolio is expected to increase our sales and facilitate access to a large and diversified customer base, both domestic and global and is expected to be a significant factor affecting our future business, financial condition, results of operations and cash flows.

Changing consumer preferences

The solar panel and power backup solutions market in India is evolving and consumers may be tempted to shift their choices and preferences when new products are launched or various marketing and pricing campaigns of different brands are introduced. Our future growth depends on availability of, the state of the credit markets, consumer credit, and general economic sentiment. While we believe our current products are in line with changing consumer preferences, our growth would be dependent on our ability to respond to such changing consumer preferences more effectively and successfully. The success of our products depends on our ability to innovate our product portfolio in line with the technological developments in the solar and power backup solutions industry and on the basis of shifts in consumer preferences.

Competition

As a manufacturer of solar power generation systems and power backup solutions in India, we compete with other Indian manufacturers in these business verticals. Some of our key competitors across our business verticals include Luminous power technologies, Waaree Energies limited, Premier energies limited, Insolation energy, Genus innovation, Exicom tele-systems limited, Okaya Power private limited, Livguard Energy Technologies Private Limited, Microtek International Private Limited.

We believe we are well-positioned to compete with these companies given the ecosystem we have created in the roof top solar segment, our vast product portfolio, expansive distribution network along with exclusive "Shoppes". Further, amongst our industry peers, we have the widest variety of SKUs *(Source: CARE Report)*. With over 28 years of operating history in the solar energy segment and the quality of our products, our product development capability and our range of solar inverter, solar panels and batteries we aim to compete effectively with our industry peers.

However, some of our competitors may have greater financial, marketing, personnel and other resources than we do and may be in a position to seek to grow their business more aggressively. Any increase in competition in our industry is likely to adversely impact our market share, margins and profitability.

PRESENTATION OF FINANCIAL INFORMATION

The restated financial statements comprise the restated statement of assets and liabilities of our Company as at September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, the restated statement of profit and loss (including other comprehensive income), the restated statement of cash flow and the restated statement of changes in equity, the summary statement of material accounting policies and other explanatory information for the six months period ended September 30, 2024 and each of the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022.

The Restated Financial Information have been compiled by the management of our Company from:

- Special purpose financial statements of the Company as at and for the six months period ended September 30, 2024, prepared in accordance with the accounting principles generally accepted in India including Indian Accounting Standards 34 "Interim Financial Reporting" 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;

- Audited financial statements of the Company as at and for the year ended March 31, 2024 prepared in accordance with the accounting principles generally accepted in India including Indian Accounting Standards ("Ind AS") specified under Section 133 of the Companies Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended; and

- Special purpose financial statements for the years ended March 31, 2023 and March 31, 2022 prepared in accordance with the Regulations and the Guidance Note in the audited statutory financial statements read with the Companies (Accounting Standards) Rules, 2021 as amended.

SUMMARY OF MATERIAL ACCOUNTING POLICIES

(a) Basis of preparation

The restated financial information have been prepared in accordance with the requirements of:

a) Section 26 of Chapter III of the Companies Act, 2013, as amended (the "**Act**");

b) Relevant provisions of The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "**Regulations**"), issued by the Securities and Exchange Board of India ("**SEBI**"), in pursuance of the Securities and Exchange Board of India Act, 1992 (the "**SEBI Act**"); and

c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India as amended from time to time. ("**The Guidance Note**").

The restated financial information have been prepared on accrual basis under the historical cost basis except for certain financial instruments and defined benefit plan that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

- Level 3 inputs are unobservable inputs for the asset or liability.

In the application of the Company's accounting policies, the directors of the Company are required to make judgements, estimates and assumptions as explained below in the accounting policies about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

(b) Revenue recognition

(i) Sale of goods and services

Revenue from sale of goods is recognised upon transfer of control of the goods to the customers, which generally coincides with their delivery. Sales are recorded at invoice value, net of goods and service tax, trade discount and sales returns.

Revenue from sale of services are recognised as and when the services are rendered as per the terms of contract with customer.

(ii) *Interest income*

Interest income is recognized using the time-proportion method, basis taking into consideration the amount outstanding and the applicable interest rates.

(iii) *Export incentives*

Export incentives are recognised on export of goods and when the right to receive the income has been established.

(c) <u>Leases</u>

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee.

The Company assesses whether a contract is or contains a lease, at inception of the contract. The Company recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less). For these leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise:

• Fixed lease payments (including in-substance fixed payments), less any lease incentives receivable; and

• Variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date.

The lease liability is presented as a separate line in the statement of financial position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Company remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

• The lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.

• The lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using an unchanged discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).

• A lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Company did not make any such adjustments during the current year.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at the commencement day, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The right-of-use assets are presented as a separate line in the statement of financial position.

The Company applies IAS 36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in the 'Impairment' policy.

(d) <u>Foreign currency transactions and translations</u>

<u>Initial recognition</u>
Transactions denominated in foreign currencies are accounted at the exchange rates prevailing on the date of the transaction.

<u>Measurement of foreign currency monetary items at the Balance Sheet date</u>
Monetary items denominated in foreign currencies at the year-end are restated at the exchange rates prevailing on the date of the Balance Sheet. Non-monetary items denominated in foreign currencies are carried at cost.

<u>Treatment of exchange differences</u>
Exchange differences arising on settlement / restatement of monetary assets and liabilities of the Company are recognized as income or expense in the Statement of Profit and Loss.

(e) <u>Employee benefits</u>

Employee benefits include provident fund and gratuity.

<u>Defined contribution plan</u>
In accordance with the provisions of the Employees Provident Funds and Miscellaneous Provisions Act, 1952, eligible employees of the Company are entitled to receive benefits with respect to provident fund, a defined contribution plan in which both the Company and the employee contribute monthly at a determined rate (currently 12% of employee's basic salary upto maximum of ₹ 15,000 per month). Company's contribution to Provident Fund is charged as an expense in the Statement of Profit and Loss.

<u>Defined benefit Plan</u>
Benefits payable to eligible employees of the Company with respect to gratuity, a defined benefit plan is accounted for on the basis of an actuarial valuation as at the balance sheet date. In accordance with the Payment of Gratuity Act, 1972, the plan provides for lump sum payments to vested employees on retirement, death while in service or on termination of employment in an amount equivalent to 15 days basic salary for each completed year of service. Vesting occurs upon completion of five years of service. The company contributes all the ascertained liabilities to a fund set up by the company and administered by a board of trustees. The present value of such obligation is determined by the projected unit credit method and adjusted for past service cost. The resultant actuarial gain or loss on change in present value of the defined benefit obligation is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur.

(f) <u>Taxation</u>

Income tax expense represents the sum of the tax currently payable and deferred tax.

(i) Current 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 items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

(ii) Deferred Tax:

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the restated financial statements and the corresponding tax bases 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 that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

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.

(iii) Current and deferred tax for the year:

Current and deferred tax are recognised in statement of profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

(g) <u>Property, plant and equipment</u>

<u>Recognition and measurement</u>

i. Land and buildings 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 and accumulated impairment losses if any. Freehold land is not depreciated.

ii. Property, plant and equipment is stated at cost, less accumulated depreciation and accumulated impairment losses. The initial cost of an asset comprises its purchase price or construction cost, any costs directly attributable to bringing the asset into the location and condition necessary for it to be capable of operating in the manner intended by management, the initial estimate of any decommissioning obligation, if any, and, for assets that necessarily take a substantial period of time to get ready for their intended use, finance costs. Cost includes import duties and any non-refundable taxes on such purchase, after deducting rebates and trade discounts and is inclusive of freight, duties, taxes and other incidental expenses. All cost are capitalized which are directly attributable to bringing assets to the condition and location essential for it to operate in a manner as intended by the management. In respect of assets due for capitalization, where final bills/claims are to be received/passed, the capitalisation is based on the engineering estimates. Final adjustments, for costs and depreciation are made retrospectively in the year of ascertainment of actual cost and finalisation of claim.

iii. Capital work in progress includes the cost of property plant and equipment that are not yet ready for their intended use and the cost of assets not put to use before the Balance Sheet date.

iv. If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate component of property, plant and equipment.

Depreciation/Amortisation

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values and is charged to Statement of Profit and Loss. Depreciation on all tangible fixed assets is provided on the straight line method over the estimated useful life of the assets at the rates specified below.

Asset	Useful life
Building	30 years
Machinery	3 to 15 years
Vehicle	10 years
Equipment	5 years
Furniture	10 years
Computers	3 years

Depreciation on addition to property, plant and equipment is provided on pro-rata basis from the date of acquisition of the assets. Depreciation on sale/deduction from property, plant and equipment is provided for upto the date of sale, deduction, discardment as the case may be.

The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. In respect of assets whose useful lives has been revised, the unamortized depreciable amount is charged over the revised remaining useful lives of the assets.

v. An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of property, plant and equipment (calculated as the difference between the net disposal proceeds and the carrying amount of property, plant and equipment) is included in the Statement of Profit and Loss when property, plant and equipment is derecognized. The carrying amount of any component accounted as a separate component is derecognized, when replaced or when the property, plant and equipment to which the component relates gets derecognized.

(h) Investment property

Investment property is a property held to earn rentals and/or for capital appreciation. Investment property is measured initially at cost, including transaction costs. Subsequent to initial recognition, investment property is measured in accordance with Ind AS 16's requirements for cost model.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

(i) Asset-for-sale

Non-current asset is classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. Non-current assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell.

(j) Intangible assets

Recognition and measurement

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortization and accumulated impairment losses. Amortization is recognized on a straight-line basis over their estimated useful lives. The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

Derecognition of Intangible assets
An intangible asset is derecognized on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognized in profit or loss when the asset is derecognized.

(k) Impairment of tangible and intangible assets

At the end of each reporting period, the company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in profit or loss.

An assessment is made annually as to see if there are any indications that impairment losses recognized earlier may no longer exist or may have come down. The impairment loss is reversed, if there has been a change in the estimates used to determine the asset’s recoverable amount since the previous impairment loss was recognized. If it is so, the carrying amount of the asset is increased to the lower of its recoverable amount and the carrying amount that have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. After a reversal, the depreciation charge is adjusted in future periods to allocate the asset’s revised carrying amount, less any residual value, on a systematic basis over its remaining useful life. Reversals of Impairment loss are recognized in the Statement of Profit and Loss.

(l) Inventories

Inventories are valued at the lower of cost (on weighted average basis) and net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes all expenses incurred in bringing the goods to their present location and condition, including octroi and other levies, transit insurance and receiving charges. Semi-finished and finished goods include appropriate proportion of overheads. Goods in transit are valued at cost excluding import duties.

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.

(m) Provisions, contingent liabilities and contingent assets

(i) Provisions:

Provisions are recognized when the company has a present obligation (legal or constructive) as a result of a past event, it is probable that the company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

(ii) Provision for warranty:

The estimated liability for product warranties is recorded when products are sold. These estimates are established using historical information on the nature, frequency and average cost of warranty claims and management estimates regarding possible future incidence based on corrective actions or product failures. The timing of outflows will vary as and when warranty claim will arise – being typically 5 years.

(iii) Contingent liabilities:

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non- occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

(iv) Contingent assets:

Contingent assets are not recognized in the accounts. However they are disclosed when the possible right to receive exists.

(n) Segment reporting

The Company's segmental reporting is in accordance with Ind AS 108 Operating Segments. Operating segments are reported in a manner consistent with the internal reporting provided to the board of directors, which is responsible for allocating resources and assessing performance of the operating segments, and has been identified as the chief operating decision maker.

(o) Earnings per share

Basic earnings per share ('EPS') is computed by dividing the net profit or loss (excluding OCI) for the year attributable to equity shareholders by the weighted average number of shares outstanding during the year.

Diluted earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of shares outstanding during the period as adjusted for the effects of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

(p) Cash and cash equivalents

In the cash flow statement, cash and cash equivalents include cash in hand, demand deposits with banks, other short term highly liquid investments with original maturities of three months or less, that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(q) Financial instruments

Financial assets and financial liabilities are recognized when the company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss.

Financial assets

Initial recognition and measurement

All financial assets are recognized initially at fair value and transaction cost that is attributable to the acquisition of the financial asset is also adjusted.

Subsequent measurement

For the purpose of Subsequent measurement, the Company classifies financial assets in following categories:

(i) Financial assets at amortized cost
(ii) Financial assets at fair value through other comprehensive income (FVTOCI)
(iii) Financial assets at fair value through profit or loss (FVTPL)

Financial assets are measured at amortized cost if both of the following conditions are met:

(i) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
(ii) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Financial assets are measured at fair value through other comprehensive income if both of the following conditions are met:

(i) The asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
(ii) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

All financial assets not classified as measured at amortized cost or FVTOCI as described above are measured at FVTPL.

Financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method.

Financial assets are subsequently measured at FVTOCI with gains and losses arising from changes in fair value recognized in other comprehensive income.

Financial assets are subsequently measured at FVTPL with gains and losses arising from changes in fair value recognized in profit or loss.

All equity instruments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at fair value through profit and loss (FVTPL). For all other equity instruments, the Company decides to classify the same either as at fair value through other comprehensive income (FVOCI) or fair value through profit and loss (FVTPL).

De-recognition of financial assets

A financial asset is primarily de-recognized when the rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset.

<u>Financial liabilities</u>

Initial recognition and measurement

All financial liabilities are recognized initially at fair value and transaction cost that is attributable to the acquisition of the financial liabilities is also adjusted. These liabilities are classified at amortized cost.

Subsequent to initial recognition, these liabilities are measured at amortized cost using the effective interest method. This category generally applies to long-term payables and deposits.

De-recognition of financial liabilities

A financial liabilities is de-recognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit and loss.

<u>Offsetting of financial instruments</u>

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

(r) <u>Impairment of financial instruments</u>

In accordance with Ind-AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss for financial assets.

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 Company expects to receive. When estimating the cash flows, the Company is required to consider:

- All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets.

- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms

<u>Trade receivables</u>

As a practical expedient the Company has adopted 'simplified approach' using the provision matrix method for recognition of expected loss on trade receivables. The provision matrix is based on historical default rate observed over the expected life of the trade receivable and is adjusted for forward-looking estimates. At every reporting date, the historical default rates are updated and changes in the forward-looking estimates are analysed. Further receivables are segmented for this analysis where the credit risk characteristics of the receivables are similar.

Other financial assets

For recognition of impairment loss on other financial assets and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition and if credit risk has increased significantly, impairment loss is provided.

(s) Functional and presentation currency

These restated financial statements are presented in Indian Rupees, the functional currency of the Company. All amounts have been rounded to the nearest lakhs, upto two decimal places, unless otherwise stated.

(t) Operating cycle

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

CHANGES IN ACCOUNTING POLICIES

Except as disclosed below, there have been no changes in the accounting policies of the Company, in the Fiscals ended March 31, 2024, March 31, 2023, and March 31, 2022 and for the six-months period ended September 30, 2024:

(a) Useful life of 'Vehicles' has been revised from 5 years to 10 years for the Fiscal ended March 31, 2023, compared to the Fiscal ended March 31, 2022; and

(b) Changes in the basis of preparation and related accounting policies as required under the Ind-AS transition for the Fiscal ended March 31, 2024, compared to the Fiscal ended March 31, 2023.

PRINCIPAL COMPONENTS OF INCOME AND EXPENDITURE

Income

Our total income comprises (i) revenue from operations, and (ii) other income.

Revenue from Operations

Revenue from operations comprise (i) revenue from sale of our products, which primarily includes sale of (a) products in the solar power generation systems category which includes solar panels, solar inverters (on-grid, off-grid and hybrid type), batteries (tubular lead acid and lithium-ion batteries) and solar management units, (b) products in the power backup solutions category which includes UPS systems and inverters, (c) products in the power supply solutions category including hybrid charge controller unit, and (d) products in the chargers category including chargers for three-wheelers (E-Rickshaws) and batteries; (ii) rendering of services, comprising installation, franchise fees and post-sale support, and project sales which comprise sales of our products to government customers and system integrators; and (iii) other operating revenue including export incentives and revenue from sale of scrap.

Other Income

Other income includes (i) interest income on bank deposits; (ii) foreign exchange gain; (iii) unwinding income on security deposit (net); and (iv) sundry balances write back.

Expenses

Our expenses comprise (i) cost of material consumed, primarily relating to cost of raw materials used in the manufacture of our products and rendering of services, including post-sale support; (ii) changes in inventories of finished goods and semi-finished goods; (iii) other operating expenses; (iv) employee benefits expense; (v) finance costs; (vi) depreciation and amortisation expenses; and (vii) other expenses.

Costs of Material Consumed

Cost of material consumed consists of materials used in the manufacture of our products and rendering of services, including post-sale support.

Other Operating Expenses

Other operating expenses comprise contract labour charges, job work charges, power and fuel expenses and expenses towards consumption of stores and spare parts.

Employee Benefits Expense

Employee benefits expense primarily comprises salaries, wages and bonus, contribution to provident funds, gratuity expenses, share based payment, and staff welfare expenses, including medical insurance.

Finance Costs

Finance cost refers to (i) interest expense on borrowings (term loan, working capital and cash credit); (ii) interest paid on income tax and others; (iii) interest expense on lease liability; and (iv) other borrowing costs.

Depreciation and Amortisation Expenses

Depreciation and amortisation expenses comprise (i) depreciation on property, plant and equipment; (ii) amortisation of other intangible assets; and (iii) depreciation on right to use assets.

Other Expenses

Other expenses include (i) rent; (ii) freight and cartage outwards; (iii) repair and maintenance (plant and machinery, buildings and others); (iv) travelling and conveyance expenses; (v) advertisement and marketing; (vi) rebate and discount; (vii) warranty; (viii) insurance; (ix) legal and professional charges; (x) bank charges; (xi) payment to auditors; (xii) rates and taxes; (xiii) bad debts written off; (xiv) loss allowance on receivables; (xv) donation; (xvi) payment towards CSR activities; and (xvii) miscellaneous expenses.

NON-GAAP MEASURES

Earnings before Interest, Taxes, Depreciation and Amortization Expenses ("EBITDA")/ EBITDA Margin/ PAT Margin / Return on Equity / Return on Capital Employed / Debt to Equity Ratio

In addition to our results determined in accordance with Ind AS, we believe the following Non-GAAP measures are useful to investors in evaluating our operating performance and liquidity. We use the following Non-GAAP financial information to evaluate our ongoing operations and for internal planning and forecasting purposes. We believe that Non-GAAP financial information, when taken collectively with financial measures disclosed in the financial statements prepared in accordance with Ind AS, may be helpful to investors because 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. However, our management does not consider these Non-GAAP measures in isolation or as an alternative to financial measures.

EBITDA / EBITDA Margin / PAT Margin / Return on Equity / Return on Capital Employed / Debt to Equity Ratio ("**Non-GAAP Measures**") presented in this Draft Red Herring Prospectus is a supplemental measure of our performance and liquidity that is not required by, or presented in accordance with, Ind AS, Indian GAAP, IFRS or US GAAP. Further, EBITDA is not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or US GAAP. In addition, Non-GAAP Measures are not standardised terms, hence a direct comparison of Non-GAAP Measures between companies may not be possible. Other companies may calculate the Non-GAAP Measure differently from us, limiting its usefulness as a comparative measure. Although Non-GAAP Measures is not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it is useful to an investor in evaluating us because it is a widely used measure to evaluate a company's operating performance.

Reconciliation from Restated Profit for the year/period to EBITDA and EBITDA Margin

The table below reconciles restated profit before tax and exceptional item for the year/period to EBITDA. EBITDA is calculated as the sum of profit before tax, depreciation and amortization expenses and finance costs after deducting other income, while EBITDA Margin is calculated as EBITDA of the Company divided by the Revenue from Operations.

Particulars	Six months ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Restated Profit for the Year/Period	750.90	453.03	243.66	285.43
Add: Total Tax Expense	259.12	172.99	71.10	110.09
Add/(Less): Exceptional items	-	-	-	-
Restated Profit before tax and exceptional items	1,010.02	626.02	314.76	395.52
Adjustments:				
Add: Finance Costs	100.63	257.37	154.26	46.49
Add: Depreciation and Amortization expense	79.37	128.08	59.41	13.65
Less: Other Income	23.53	25.10	12.44	12.88
Earnings before interest, taxes, depreciation and amortization expenses (EBITDA) (A)	1,166.49	986.37	515.99	442.78
Revenue from Operations (B)	7,217.35	9,246.88	6,640.83	5,068.38
EBITDA Margin (EBITDA as a percentage of Revenue from Operations) (A/B)	16.16%	10.67%	7.77%	8.74%

Reconciliation from Restated Profit for the Year/ Period to Profit After Tax Margin

The table below reconciles restated profit for the year / period to profit after tax margin which is calculated as restated profit after tax divided by revenue from operations. The table below provides reconciliation of profit after tax margin to revenue from operations.

Particulars	Six months ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Restated Profit for Year / Period (A)	750.90	453.03	243.66	285.43
Revenue from Operations (B)	**7,217.35**	**9,246.88**	**6,640.83**	**5,068.38**
Profit After Tax Margin (C = A/B) (%)	**10.40%**	**4.90%**	**3.67%**	**5.63%**

Reconciliation of Return on Equity Ratio

Return on Equity (ROE) ratio is calculated as PAT divided by shareholder's equity.

Particulars	Six months ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Restated net profit (PAT) for the year / period (A)	750.90	453.03	243.66	285.43
Shareholders equity (B)	3,149.74	2,395.41	1,930.83	1,810.62
Return on Equity Ratio (C=A/B)	**23.84%**	**18.91%**	**12.62%**	**15.76%**

*****on an unannualized basis*

Reconciliation of Return on Capital Employed

Return on Capital employed (ROCE) ratio is calculated as EBIT divided by the total capital employed for the year, whereas EBIT equals to (EBITDA minus Depreciation).

Particulars	Six months ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
	(₹ million, unless otherwise stated)			
Restated profit before tax for the year/period (A)	**1,010.02**	**626.02**	**314.76**	**395.52**
Add: Finance Costs	100.63	257.37	154.26	46.49
Add/(less): Exceptional items (C)	-	-	-	-
Less: Other Income	23.53	25.10	12.44	12.88
Earnings before interest and Taxes (EBIT) (D=A+B+C)	**1087.12**	**858.29**	**456.58**	**429.13**
Equity share capital (E)	245.37	245.37	136.48	136.48
Add: Other equity (F)	2,904.37	2,150.04	1,794.35	1,674.14
Add: Total non-current liabilities (G)	958.02	830.84	785.18	181.54
Total Capital Employed (H=E+F+G)	**4,107.76**	**3,226.25**	**2,716.01**	**1,992.16**
Return on Capital Employed (I=D/H)	**26.47%**	**26.60%**	**16.81%**	**21.54%**

** on an unannualized basis*

Note: Capital Employed = Total equity (excluding non-controlling interest) add total non-current liability.

Reconciliation from Debt to Equity

The table below reconciles debt to Equity. Debt/ Equity Ratio is calculated as total debt is divided by shareholder's equity (excluding non-controlling interest).

Particulars	Six months ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
	(₹ million, unless otherwise stated)			
Current Borrowings (A)	798.46	1,369.73	1,444.35	1,268.84
Non-current borrowings (B)	707.15	632.14	667.09	145.40
Debt (C=A+B)	**1,505.61**	**2,001.87**	**2,111.44**	**1,414.24**
Shareholders' Equity				
Equity share capital (D)	245.37	245.37	136.48	136.48
Other equity (E)	2,904.37	2,150.04	1,794.35	1,674.14
Total equity attributable to shareholders (F=D+E)	**3,149.74**	**2,395.41**	**1,930.83**	**1,810.62**
Debt to Equity Ratio (G=C/F)	**0.48**	**0.84**	**1.09**	**0.78**

RESULTS OF OPERATIONS

The following table sets forth certain information with respect to our results of operations for the six months ended September 30, 2024 and for Fiscal 2024, 2023 and 2022:

Particulars	Six months ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	(₹ million)	Percentage of total income (%)	(₹ million)	Percentage of total income (%)	(₹ million)	Percentage of total income (%)	(₹ million)	Percentage of total income (%)
Revenue from operations	7,217.35	99.68	9,246.88	99.73	6,640.83	99.81	5,068.38	99.75
Other income	23.53	0.32	25.10	0.27	12.44	0.19	12.88	0.25

Particulars	Six months ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	(₹ million)	Percentage of total income (%)	(₹ million)	Percentage of total income (%)	(₹ million)	Percentage of total income (%)	(₹ million)	Percentage of total income (%)
Total Income (I + II)	**7,240.88**	**100**	**9,271.98**	**100**	**6,653.27**	**100**	**5,081.26**	**100**
Expenses:								
Cost of material consumed	5,371.78	74.19	6,975.10	75.23	4,998.21	75.12	4,257.58	83.79
Changes in inventories	(252.74)	(3.49)	(117.43)	(1.27)	20.71	0.31	(519.84)	(10.23)
Other operating expenses	231.77	3.20	317.36	3.42	159.39	2.40	88.41	1.74
Employee benefits expense	326.20	4.50	506.16	5.46	435.66	6.55	328.18	6.46
Finance costs	100.63	1.39	257.37	2.78	154.26	2.32	46.49	0.91
Depreciation and amortisation expense	79.37	1.10	128.08	1.38	59.41	0.89	13.65	0.27
Other expenses	373.85	5.16	579.32	6.25	510.87	7.68	471.27	9.27
Total expenses (IV)	**6,230.86**	**86.05**	**8,645.96**	**93.25**	**6,338.51**	**95.27**	**4,685.74**	**92.22**
Profit before tax (III-IV)	1,010.02	13.95	626.02	6.75	314.76	4.73	395.52	7.78
Tax expenses:	**259.12**	**3.58**	**172.99**	**1.87**	**71.10**	**1.07**	**110.09**	**2.17**
Current tax	234.46	3.24	100.42	1.08	23.00	0.35	110.00	2.16
Income tax relating to earlier years	-	-	(0.43)	(0.01)	1.73	0.03	(2.47)	(0.05)
Deferred tax	24.66	0.34	73.00	0.79	46.37	0.70	2.56	0.05
Profit for the year/period (V-VI)	**750.90**	**10.37**	**453.03**	**4.89**	**243.66**	**3.66**	**285.43**	**5.62**
Other comprehensive income								
Remeasurement gain / (loss) of defined benefit obligation plans	(0.69)	(0.01)	(0.06)	(0.01)	7.82	0.12	(7.01)	(0.14)
Income tax relating to items that will not be reclassified to profit or loss	0.17	0.01	0.02	0.01	(1.97)	(0.03)	1.76	0.03
Total other comprehensive income/(loss), net of tax	**(0.52)**	**(0.01)**	**(0.04)**	**(0.01)**	**5.85**	**0.09**	**(5.25)**	**(0.10)**
Total comprehensive income for the year/period (VII + VIII)	**750.38**	**10.36**	**452.99**	**4.89**	**249.51**	**3.75**	**280.18**	**5.51**
Earnings per equity share (Nominal value per share ₹ 10/-)								
Basic (INR)	30.60	N.A.	18.46	N.A.	9.93	N.A.	11.63	N.A.
Diluted (INR)	30.41	N.A.	18.29	N.A.	9.93	N.A.	11.63	N.A.

SIX MONTHS PERIOD ENDED SEPTEMBER 30, 2024

Income

Total income in the six months period ended September 30, 2024 was ₹ 7,240.88 million, which comprised revenue from operations and other income.

Revenue from Operations

Revenue from operations in the six months period ended September 30, 2024 was ₹ 7,217.35 million, which primarily comprised revenue from sales of our solar products amounting to ₹ 7,160.10 million and rendering of services amounting to ₹ 48.35 million, and other operating revenue amounting to ₹ 8.90 million.

Other Income

Other income in the six months period ended September 30, 2024 was ₹ 23.53 million, which primarily comprised interest income on bank deposits amounting to ₹ 2.09 million, unwinding income on security deposit (net) amounting ₹ 0.16 million, sundry balances write back amounting to ₹ 8.62 million and foreign exchange gain amounting to ₹ 12.66 million.

Expenses

Total expenses in the six months period ended September 30, 2024 was ₹ 6,230.86 million.

Cost of material consumed

Cost of material consumed in the six months period ended September 30, 2024 was ₹ 5,371.78 million. The opening stock of raw materials amounted to ₹ 943.19 million, purchases amounted to ₹ 6,161.21 million and closing stock of raw materials amounted to ₹ (1,732.62 million).

Changes in inventories of finished goods and semi-finished goods

Changes in inventories of finished goods and semi-finished goods in the six months period ended September 30, 2024 was ₹ (252.74) million.

Other Operating Expenses

Other operating expenses in the six months period ended September 30, 2024 was ₹ 231.77 million, which primarily comprised contract labour charges amounting to ₹ 96.81 million, job work charges amounting to ₹ 31.23 million, power and fuel expenses amounting to ₹ 64.80 million and expenses on consumption of stores and spare parts amounting to ₹ 38.93 million.

Employee Benefits Expense

Employee benefits expense in the six months period ended September 30, 2024 was ₹ 326.20 million, which primarily comprised salaries, wages and bonus amounting to ₹ 297.91 million, contribution to provident funds amounting to ₹ 3.72 million, gratuity expenses amounting to ₹ 5.21 million, share based payments amounting to ₹ 3.95 million and staff welfare expenses amounting to ₹ 15.41 million.

Finance Costs

Finance costs in the six months period ended September 30, 2024 was ₹ 100.63 million.

Other Expenses

Other expenses in the six months period ended September 30, 2024 was ₹ 373.85 million on account of:

- Rent costs amounting to ₹ 4.13 million, primarily on account of rent and godown expenses;
- Freight & cartage outwards expenses amounting to ₹ 104.64 million, primarily on account of freight charges paid on supply of our products to distributors and dealers;
- Repair and maintenance expenses amounting to ₹ 13.26 million, primarily on account of repair on machinery;
- Travelling and conveyance expenses amounting to ₹ 47.65 million, primarily on account of conveyance and

reimbursement expenses, including conveyance paid to on-field service and sales team;
- Advertisement and marketing expenses amounting to ₹ 114.95 million, primarily on account of advertising and marketing expenses, including participation in exhibitions;
- Warranty expenses amounting to ₹ 14.32 million;
- Insurance expenses amounting to ₹ 12.14 million, primarily on account of keymen insurance and medical insurance, among others;
- Legal and professional charges amounting to ₹ 13.72 million;
- Payment to auditors to expenses amounting to ₹ 4 million, primarily on account of audit fees, certification fees and others;
- Rates and taxes amounting to ₹ 1.52 million, primarily on account of factory licence fee;
- Loss allowance on receivables to expenses amounting to ₹ 5.42 million;
- Payment towards CSR activities amounting to ₹ 3.78 million; and
- Miscellaneous expenses amounting to ₹ 34.27 million.

Restated Profit before Tax

Restated profit before tax for the six months period ended September 30, 2024 was ₹ 1,010.02 million.

Tax Expense

Current tax expense in the six months period ended September 30, 2024 was ₹ 234.46 million. Deferred tax in the six months period ended September 30, 2024 was ₹ 24.66 million. Total tax expense in the six months period ended September 30, 2024 was ₹ 259.12 million.

Restated Profit for the Period

For the various reasons discussed above, we recorded a restated profit of ₹ 750.90 million in the six months period ended September 30, 2024.

Restated total comprehensive income for the period

Restated total comprehensive income for the six months period ended September 30, 2024 was ₹ 750.38 million.

Earnings before Interest, Taxes, Depreciation and Amortization (EBITDA)

EBITDA for the six months period ended September 30, 2024 was ₹ 1,166.49 million, while EBITDA margin (EBITDA as a percentage of our revenue from operation) was 16.16% for the six months period ended September 30, 2024.

FISCAL 2024 COMPARED TO FISCAL 2023

Total Income

Total income increased by 39.36 % from ₹ 6,653.27 million for Fiscal 2023 to ₹ 9,271.78 million for Fiscal 2024, primarily due to an increase in revenue from operations and other income.

Revenue from Operations

Revenue from operations increased by 39.24% from ₹ 6,640.83 million for Fiscal 2023 to ₹ 9,246.88 million for Fiscal 2024, primarily due to an increase in sale of our solar products and rendering of services.

Sale of products (which includes domestic and export sales) increased from ₹ 6,561.12 million in Fiscal 2023 to ₹ 9,177.76 million in Fiscal 2024 on account of an increase in sale of our solar products, including solar panels, solar inverters and batteries.

Rendering of services decreased from ₹ 66.13 million in Fiscal 2023 to ₹ 54.71 million in Fiscal 2024 on account of a decrease in franchise fees.

Other operating revenue increased by 6.11 % to ₹ 14.41 million in Fiscal 2024 from ₹ 13.58 million in Fiscal 2023 on account of an increase in other operating revenue from sale of scrap from ₹ 1.56 million in Fiscal 2023 to ₹ 6.44 million in Fiscal 2024. This was offset by a decrease in export incentives from ₹ 12.02 million in Fiscal 2023 to ₹ 7.97 million in Fiscal 2024.

Other Income

Other income increased significantly by 101.77 % from ₹ 12.44 million in Fiscal 2023 to ₹ 25.10 million in Fiscal 2024, primarily due to an increase in interest income on bank deposits from ₹ 3.28 million in Fiscal 2023 to ₹ 4.56 million in Fiscal 2024 on account of interest on fixed deposit receipts, gain on foreign exchange from ₹ 6.35 million in Fiscal 2023 to ₹ 19.90 million in Fiscal 2024 on account of exchange gain, and unwinding income on security deposit (net) from ₹ 0.01 million in Fiscal 2023 to ₹ 0.04 million in Fiscal 2024.

This was partially offset by a decrease in sundry balances write back to ₹ 0.60 million in Fiscal 2024 from ₹ 2.80 million in Fiscal 2023.

Total Expenses

Total expenses increased by 36.40% from ₹ 6,338.51 million in Fiscal 2023 to ₹ 8,645.96 million in Fiscal 2024, primarily due to an increase in cost of material consumed, other operating expenses, employee benefits expense, finance costs, depreciation and amortization expense, and other expenses.

Cost of Material Consumed

Cost of material consumed increased by 39.55% from ₹ 4,998.21 million in Fiscal 2023 to ₹ 6,975.10 million in Fiscal 2024, primarily due to increase in revenue from operations from ₹ 6,640.83 million for Fiscal 2023 to ₹ 9,246.88 million for Fiscal 2024 which resulted in a consequent increase in cost of material consumed.

Other Operating Expenses

Other operating expenses increased significantly by 99.11% from ₹ 159.39 million in Fiscal 2023 to ₹ 317.36 million in Fiscal 2024, primarily due to an increase in contract labour charges from ₹ 78.25 million in Fiscal 2023 to ₹ 138.87 million in Fiscal 2024 on account of increase in contractor labour expenses due to increase in manpower, expenses towards power and fuel from ₹ 19.17 million in Fiscal 2023 to ₹ 82.22 million in Fiscal 2024 on account of increase in electricity charges, and consumption of stores and spare parts from ₹ 8.89 million in Fiscal 2023 to ₹ 48.48 million in Fiscal 2024 on account of packing and consumable expenses.

This was partially offset by a decrease in job work charges from ₹53.08 million in Fiscal 2023 to ₹ 47.79 million in Fiscal 2024 on account of decrease in services charges.

Employee Benefits Expense

Employee benefits expense increased by 16.18% from ₹ 435.66 million in Fiscal 2023 to ₹ 506.16 million in Fiscal 2024, primarily due to an increase in salaries, wages and bonus from ₹ 401.67 million in Fiscal 2023 to ₹ 455.20 million in Fiscal 2024 on account of hiring additional employees in sales and marketing and manpower used in manufacturing operations, gratuity expenses from ₹ 7.27 million in Fiscal 2023 to ₹ 9.15 million in Fiscal 2024, share based payment from nil in Fiscal 2023 to ₹ 11.58 million in Fiscal 2024, and staff welfare expenses from ₹ 19.57 million in Fiscal 2023 to ₹ 23.96 million in Fiscal 2024.

This was partially offset by a decrease in contribution to provident funds from ₹ 7.15 million in Fiscal 2023 to ₹ 6.27 million in Fiscal 2024 on account of decrease in employee provident fund expenses.

Finance Costs

Finance costs increased by 66.84% from ₹ 154.26 million in Fiscal 2023 to ₹ 257.37 million in Fiscal 2024, primarily due to an increase in interest expense on borrowings (including term loan, working capital and cash credit) from ₹ 114.60 million in Fiscal 2023 to ₹ 195.65 million in Fiscal 2024 on account of increase in interest on term loan and working capital, interest paid on income tax and others from ₹ 2.01 million in Fiscal 2023 to ₹ 5.02 million in Fiscal 2024 on account of increase in interest on income tax, interest expense on lease liability from ₹ 3.36 million in Fiscal 2023 to ₹ 3.51 million in Fiscal 2024 on account of increase in interest on lease liabilities, and other borrowing costs from ₹ 34.29 million in Fiscal 2023 to ₹ 53.19 million in Fiscal 2024 on account of increase in interest on vendor finance.

Depreciation and Amortization Expenses

Depreciation and amortisation expenses increased significantly by 115.59% from ₹ 59.41 million in Fiscal 2023 to ₹ 128.08 million in Fiscal 2024, primarily due to an increase in depreciation on property, plant and equipment from ₹ 53.42 million in Fiscal 2023 to ₹ 120.11 million in Fiscal 2024 on account of purchase of machinery, amortisation of other intangible assets from ₹ 0.51 million in Fiscal 2023 to ₹ 1.77 million in Fiscal 2024 on account of purchase of software, and depreciation on right to use assets from ₹ 5.48 million in Fiscal 2023 to ₹ 6.20 million in Fiscal 2024 on account of right of use assets.

Other Expenses

Other expenses increased by 13.40% from ₹ 510.87 million in Fiscal 2023 to ₹ 579.32 million in Fiscal 2024, on account of increase in:

- freight and cartage outward expenses from ₹ 95.88 million in Fiscal 2023 to ₹ 171.23 million in Fiscal 2024, primarily on account of freight outward due to increase in sales of solar products; and
- Loss allowance on receivable from ₹ 2.94 million in Fiscal 2023 to ₹ 65.44 million in Fiscal 2024, primarily on account of delay in payment by customers;

Restated Profit Before Tax

For the reasons discussed above, restated profit before tax increased significantly by 98.89% from ₹ 314.76 million in Fiscal 2023 to ₹ 626.02 million in Fiscal 2024.

Total Tax Expenses

Current tax increased significantly by 336.61% from ₹ 23 million in Fiscal 2023 to ₹ 100.42 million in Fiscal 2024 on account of current tax expenses. Deferred tax was ₹ 46.37 million in Fiscal 2023 compared to ₹ 73.00 million in Fiscal 2024. As a result, total tax expense increased significantly by 143.31% from ₹ 71.10 million in Fiscal 2023 to ₹ 172.99 million in Fiscal 2024.

Restated Profit for the Year

For the various reasons discussed above, restated profit for the year increased significantly by 85.93% from ₹ 243.66 million in Fiscal 2023 to ₹ 453.03 million in Fiscal 2024.

Restated total comprehensive income for the year

Restated total other comprehensive income increased significantly by 81.55% from ₹ 249.51 million in Fiscal 2023 to ₹ 452.99 million in Fiscal 2024.

Earnings before Interest, Taxes, Depreciation and Amortization (EBITDA)

EBITDA increased significantly by 91.16% from ₹ 515.99 million in Fiscal 2023 to ₹ 986.37 million in Fiscal 2024, while EBITDA margin (EBITDA as a percentage of our revenue from operation) increased from 7.77% in Fiscal 2023 to 10.67% in Fiscal 2024.

FISCAL 2023 COMPARED TO FISCAL 2022

Total Income

Total income increased by 30.94% from ₹ 5,081.26 million for Fiscal 2022 to ₹ 6,653.27 million for Fiscal 2023, primarily due to an increase in revenue from operations and other income.

Revenue from Operations

Revenue from operations increased by 31.02% from ₹ 5,068.38 million for Fiscal 2022 to ₹ 6,640.83 million for Fiscal 2023, primarily due to an increase in sale of our products, addition of manufacturing capabilities, increase in market reach and retail network by adding new distributors and exclusive Shoppe franchisees, and venturing into manufacturing of new products.

Sale of products (which includes domestic and export sales) increased from ₹ 4,978.77 million in Fiscal 2022 to ₹ 6,561.12 million in Fiscal 2023 on account of an increase in sale of our products in the solar power generations systems category, including solar panels, solar inverters and batteries.

Rendering of services decreased from ₹ 87.59 million in Fiscal 2022 to ₹ 66.13 million in Fiscal 2023 on account of a decrease in franchise fees.

Other operating revenue increased significantly by 572.28% to ₹ 13.58 million in Fiscal 2023 from ₹ 2.02 million in Fiscal 2022 on account of an increase in export incentives from ₹ 2.02 million in Fiscal 2022 to ₹ 12.02 million in Fiscal 2023, and other operating revenue from sale of scrap from nil in Fiscal 2022 to ₹ 1.56 million in Fiscal 2023.

Other Income

Other income decreased by 3.42% from ₹ 12.88 million in Fiscal 2022 to ₹ 12.44 million in Fiscal 2023, primarily due to a decrease in interest income on bank deposits from ₹ 5.30 million in Fiscal 2022 to ₹ 3.28 million in Fiscal 2023 on account of decrease in interest on fixed deposit receipts, and sundry balances write back from ₹ 3.49 million in Fiscal 2022 to ₹ 2.80 million in Fiscal 2023 on account of apprenticeship incentive.

This was partially offset by an increase in gain on foreign exchange to ₹ 6.35 million in Fiscal 2023 from ₹ 4.09 million in Fiscal 2022 on account of foreign exchange gain, and unwinding income on security deposit (net) to ₹ 0.01 million in Fiscal 2023 from Nil in Fiscal 2022.

Total Expenses

Total expenses increased by 35.27% from ₹ 4,685.74 million in Fiscal 2022 to ₹ 6,338.51 million in Fiscal 2023, primarily due to an increase in cost of material consumed, other operating expenses, employee benefits expense, finance costs, depreciation and amortization expense, and other expenses.

Cost of Material Consumed

Cost of material consumed increased by 17.40% from ₹ 4,257.58 million in Fiscal 2022 to ₹ 4,998.21 million in Fiscal 2023, primarily due to increase in revenue from operations from ₹ 5,068.38 million for Fiscal 2022 to ₹ 6,640.83 million for Fiscal 2023 which resulted in a consequent increase in cost of material consumed.

Other Operating Expenses

Other operating expenses increased significantly by 80.29% from ₹ 88.41 million in Fiscal 2022 to ₹ 159.39 million in Fiscal 2023, primarily due to an increase in contract labour charges from ₹ 31.32 million in Fiscal 2022 to ₹ 78.25 million in Fiscal 2023 on account of increase in labour expenses, job work charges from ₹ 38.30 million in Fiscal 2022 to ₹53.08 million in Fiscal 2023 on account of increase in services charges, and expenses towards power and fuel from ₹ 5.43 million in Fiscal 2022 to ₹ 19.17 million in Fiscal 2023 on account of increase in electricity expenses.

This was partially offset by a decrease in consumption of stores and spare parts from ₹ 13.36 million in Fiscal 2022 to ₹ 8.89 million in Fiscal 2023 on account of decrease in consumable expenses.

Employee Benefits Expense

Employee benefits expense increased by 32.75% from ₹ 328.18 million in Fiscal 2022 to ₹ 435.66 million in Fiscal 2023, primarily due to an increase in salaries, wages and bonus from ₹ 306.47 million in Fiscal 2022 to ₹ 401.67 million in Fiscal 2023 on account of increase in salaries and bonus due to increase in manpower, contribution to provident funds from ₹ 4.62 million in Fiscal 2022 to ₹ 7.15 million in Fiscal 2023 on account of increase in employee provident fund expenses, gratuity expenses from ₹ 5.65 million in Fiscal 2022 to ₹ 7.27 million in Fiscal 2023, and staff welfare expenses from ₹ 11.44 million in Fiscal 2022 to ₹ 19.57 million in Fiscal 2023.

Finance Costs

Finance costs increased significantly by 231.81% from ₹ 46.49 million in Fiscal 2022 to ₹ 154.26 million in Fiscal 2023, primarily due to an increase in interest expense on borrowings (including term loan, working capital and cash credit) from ₹ 32.96 million in Fiscal 2022 to ₹ 114.60 million in Fiscal 2023 on account of increase in interest on working capital, interest paid on income tax and others from nil in Fiscal 2022 to ₹ 2.01 million in Fiscal 2023, interest expense on lease liability from nil in Fiscal 2022 to ₹ 3.36 million in Fiscal 2023, and other borrowing costs from ₹ 13.53 million in Fiscal 2022 to ₹ 34.29 million in Fiscal 2023 on account of interest on vendor finance.

Depreciation and Amortization Expenses

Depreciation and amortisation expenses increased by 335.24% from ₹ 13.65 million in Fiscal 2022 to ₹ 59.41 million in Fiscal 2023, primarily due to an increase in depreciation of plant and machinery from ₹ 5.54 million in Fiscal 2022 to ₹ 40.91 million in Fiscal 2023 due to capitalization of plant and machinery.

This was due to an increase in depreciation on property, plant and equipment from ₹ 11.34 million in Fiscal 2022 to ₹ 53.42 million in Fiscal 2023 on account of purchase of plant and machinery and increase in depreciation on right to use assets from ₹ 2.17 million in Fiscal 2022 to ₹ 5.48 million in Fiscal 2023.

Other Expenses

Other expenses increased by 8.40% from ₹ 471.27 million in Fiscal 2022 to ₹ 510.87 million in Fiscal 2023, on account of increase in:

- Advertising and Marketing expenses from ₹ 130.27 million in Fiscal 2022 to ₹ 171.28 million in Fiscal 2023, primarily on account of advertising expenses on digital media, digital ads, in-store branding (for example at authorized distributors and reseller outlets), social media, email campaigns, radio, in-app advertisements, and participation in expos, among others; and
- Travelling and conveyance expenses from ₹ 100.27 million in Fiscal 2022 to ₹ 133.26 million in Fiscal 2023, primarily on account of travelling expenses due to increase in market presence and areas we serve.

Restated Profit Before Tax

For the reasons discussed above, restated profit before tax decreased by 20.42% from ₹ 395.52 million in Fiscal 2022 to ₹ 314.76 million in Fiscal 2023.

Total Tax Expenses

Current tax decreased significantly by 79.09% from ₹ 110.00 million in Fiscal 2022 to ₹ 23 million in Fiscal 2023 on account of income tax provisions. Deferred tax was ₹ 2.56 million in Fiscal 2022 compared to ₹ 46.37 million in Fiscal 2023. As a result, total tax expense decreased by 35.42% from ₹ 110.09 million in Fiscal 2022 to ₹ 71.10 million in Fiscal 2023.

Restated Profit for the Year

For the various reasons discussed above, restated profit for the year decreased by 14.63% from ₹ 285.43 million in Fiscal 2022 to ₹ 243.66 million in Fiscal 2023.

Restated total comprehensive income for the year

Restated total other comprehensive income decreased by 10.95% from ₹ 280.18 million in Fiscal 2022 to ₹ 249.51 million in Fiscal 2023.

Earnings before Interest, Taxes, Depreciation and Amortization (EBITDA)

EBITDA increased by 16.54% from ₹ 442.78 million in Fiscal 2022 to ₹ 515.99 million in Fiscal 2023, while EBITDA margin (EBITDA as a percentage of our revenue from operations) decreased from 8.74% in Fiscal 2022 to 7.77% in Fiscal 2023.

LIQUIDITY AND CAPITAL RESOURCES

We have historically financed the expansion of our business and operations primarily through equity issuance, debt financing and funds generated from our operations. From time to time, we may obtain loan facilities to finance our short-term working capital requirements.

CASH FLOWS

The following table sets forth certain information relating to our cash flows in the years/periods indicated:

Particulars	For the six months period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
(₹ million)				
Net cash inflow/ (used in) from operating activities	762.04	854.59	778.81	(584.64)

Net cash generated / (used in) from investing activities	(159.94)	(445.92)	(1,323.05)	(457.16)
Net cash generated / (used in) from financing activities	(602.06)	(367.64)	545.03	1,039.86
Net increase/ (decrease) in cash and cash equivalents	0.04	41.03	0.79	(1.94)
Cash and cash equivalents at the end of the year / period	42.20	42.16	1.13	0.34

Operating Activities

Six months period ended September 30, 2024

For the six months period ended September 30, 2024, net cash inflow from operating activities was ₹ 762.04 million. Adjustments primarily included depreciation and amortisation expenses of ₹ 79.37 million, finance costs of ₹ 98.40 million, interest expense on lease liability of ₹ 2.23 million, interest income on bank deposits of ₹ (2.09) million, loss allowances on receivables of ₹ 5.42 million, share based payment of ₹ 3.95 million, and unwinding income on security deposit (net) of ₹ (0.16) million.

Operating profit before working capital changes was ₹ 1,197.14 million. The main working capital adjustments included decrease in trade receivables of ₹ 68.07 million, increase in inventories of ₹ 966.95 million, increase in other assets of ₹ 184.95 million, increase in other financial assets of ₹ 7.65 million, increase in trade payables of ₹ 660.60 million, increase in provisions of ₹ 13.45 million, decrease in other liabilities of ₹ 58.76 million, and increase in other financial liabilities of ₹ 92.80 million. Cash generated from operations was ₹ 813.75 million for the six months period ended September 30, 2024. Income taxes paid (net) was ₹ 51.71 million for the six months period ended September 30, 2024.

Fiscal 2024

For Fiscal 2024, net cash inflow from operating activities was ₹ 854.59 million. Adjustments primarily included depreciation and amortisation expenses of ₹ 128.08 million, finance costs of ₹ 253.86 million, interest expense on lease liability of ₹ 3.51 million, interest income on bank deposits of ₹ (4.56) million, loss allowances on receivables of ₹ 65.44 million, share based payment of ₹ 11.58 million, and unwinding income on security deposit (net) of ₹ (0.04) million.

Operating profit before working capital changes was ₹ 1,083.89 million. The main working capital adjustments included increase in trade receivables of ₹ 426.88 million, increase in inventories of ₹ 449.51 million, decrease in other assets of ₹ 204.28 million, decrease in other financial assets of ₹ 29.83 million, increase in trade payables of ₹ 436.94 million, increase in provisions of ₹ 8.59 million, increase in other liabilities of ₹ 19.34 million, and increase in other financial liabilities of ₹ 22.90 million. Cash generated from operations was ₹ 929.38 million for Fiscal 2024. Income taxes paid (net) was ₹ 74.79 million for Fiscal 2024.

Fiscal 2023

For Fiscal 2023, net cash inflow from operating activities was ₹ 778.81 million. Adjustments primarily included depreciation and amortisation expenses of ₹ 59.41 million, finance costs of ₹ 150.90 million, interest expense on lease liability of ₹ 3.36 million, interest income on bank deposits of ₹ (3.28) million, loss allowances on receivables of ₹ 2.94 million, share based payment of Nil, and unwinding income on security deposit (net) of ₹ (0.01) million.

Operating profit before working capital changes was ₹ 528.08 million. The main working capital adjustments included decrease in trade receivables of ₹ 106.44 million, increase in inventories of ₹ 91.24 million, decrease in other assets of ₹ 10.68 million, decrease in other financial assets of ₹ 2.34 million, increase in trade payables of ₹ 256.30 million, increase in provisions of ₹ 8.80 million, decrease in other liabilities of ₹ 23.98 million, and increase in other financial liabilities of ₹ 12.76 million. Cash generated from operations was ₹ 810.18 million for Fiscal 2023. Income taxes paid (net) was ₹ 31.37 million for Fiscal 2023.

Fiscal 2022

For Fiscal 2022, net cash used in operating activities was (₹ 584.64) million. Adjustments primarily included depreciation and amortisation expenses of ₹ 13.65 million, finance costs of ₹ 46.49 million, interest expense on lease liability of nil, interest income on bank deposits of ₹ (5.30) million, loss allowances on receivables of 4.71 million, share based payment of nil, and unwinding income on security deposit (net) of nil.

Operating profit before working capital changes was ₹ 455.07 million. The main working capital adjustments included decrease in trade receivables of ₹ 50.75 million, increase in inventories of ₹ 1,054.77 million, increase in other assets of ₹ 277.40 million, decrease in other financial assets of ₹ 131.71 million, increase in trade payables of ₹ 84.81 million, increase in provisions of ₹ 10.81 million, increase in other liabilities of ₹ 139.11 million, and increase in other financial liabilities of ₹ 22.54 million. Cash used in operations was ₹ (437.37) million for Fiscal 2022. Income taxes paid (net) was ₹ 147.27 million for Fiscal 2022.

Investing Activities

Six months period ended September 30, 2024

Net cash used in investing activities was (₹ 159.94) million for the six months period ended September 30, 2024, primarily on account of purchase of property, plant and equipment (including capital work in progress and capital advances) of (₹ 181.68) million, purchase of other intangible assets of (₹ 9.60) million, which was offset by proceeds from sale of property, plant and equipment and investment property of ₹ 15.50 million, interest received of ₹ 2.24 million, and net realisation from fixed deposits of ₹ 13.60 million.

Fiscal 2024

Net cash used in investing activities was (₹ 445.92) million for Fiscal 2024, primarily on account of purchase of property, plant and equipment (including capital work in progress and capital advances) of (₹ 471.05) million, purchase of other intangible assets of (₹ 12.92) million, purchase of investment property of nil, which was offset by proceeds from sale of property, plant and equipment and investment property of ₹ 5.05 million, interest received of ₹ 4.13 million, and net realisation from fixed deposits of ₹ 28.87 million.

Fiscal 2023

Net cash used in investing activities was (₹ 1,323.05) million for Fiscal 2023, primarily on account of purchase of property, plant and equipment (including capital work in progress and capital advances) of (₹ 1371.47) million, purchase of other intangible assets of (₹ 4.89) million, purchase of investment property of (₹ 21.77) million, which was offset by sale proceeds of investment sale of ₹ 0.05 million, proceeds from sale of property, plant and equipment and investment property of ₹ 1.15 million, interest received of ₹ 6.47 million, and net realisation from fixed deposits of ₹ 67.41 million.

Fiscal 2022

Net cash used in investing activities was (₹ 457.16) million for Fiscal 2022, primarily on account of purchase of property, plant and equipment (including capital work in progress and capital advances) of (₹ 323.72) million, purchase of other intangible assets of (₹ 0.08) million, and investment in fixed deposits of (₹ 138.71) million, which was offset by sale proceeds of investment sale of ₹ 0.05 million, and interest received of ₹ 5.30 million.

Financing Activities

Six months period ended September 30, 2024

Net cash used in financing activities was (₹ 602.06) million for the six months period ended September 30, 2024, primarily attributable to repayment of borrowings of (₹ 496.26) million, payment of lease liabilities (including security deposit) of (₹ 5.51) million, and interest paid of (₹ 100.29) million.

Fiscal 2024

Net cash used in financing activities was (₹ 367.64) million for Fiscal 2024, primarily attributable to repayment of borrowings of (₹ 109.57) million, payment of lease liabilities (including security deposit) of (₹ 6.85) million, and interest paid of (₹ 251.22) million.

Fiscal 2023

Net cash inflow from financing activities was ₹ 545.03 million for Fiscal 2023, primarily attributable to net proceeds from borrowings of ₹ 697.20 million, payment of lease liabilities (including security deposit) of (₹ 6.82) million, and interest paid of (₹ 145.35) million.

Fiscal 2022

Net cash inflow from financing activities was ₹ 1,039.86 million for Fiscal 2022, primarily attributable to net proceeds from borrowings is ₹ 1,086.35 million, and interest paid of (₹ 46.49) million.

INDEBTEDNESS

As of February 15, 2025, we had total outstanding borrowings (consisting of long term borrowings, short term borrowings and current maturities of long term borrowings) of ₹ 3,534.13 million. For further information on our indebtedness, please see the section titled "*Financial Indebtedness*" on page 364.

CONTINGENT LIABILITIES

The following table below sets forth the principal components of our contingent liabilities as per Ind AS 37 – Provisions, Contingent Liabilities and Contingent Liabilities and Contingent Assets, as of September 30, 2024:

Particulars	Amount (₹ million)
Claims against the company not acknowledged as debt:	
Income tax demand for AY 2018-19 pending before CIT(Appeals)	12.65
Bank Guarantee	89.48
Letter of Credit	18.11

CAPITAL AND OTHER COMMITMENTS

The table below sets forth our capital commitments disclosed as per Ind AS 16 as of September 30, 2024:

Particulars	Amount (₹ million)
Estimated amount of contracts remaining to be executed on capital account (net of advance)	267.21
Differential amount of custom duty in respect of machinery imported under EPCG scheme and resulting export obligation:	
-Duty saved	129.09
-Remaining export obligation	282.52

CONTRACTUAL OBLIGATIONS AND COMMITMENTS

The following table summarizes the maturity profile of our financial liabilities, as at September 30, 2024:

Particulars	As at September 30, 2024			
	Payment due by period			
	Total	Less than 1 year	1-5 years	More than 5 years
	(₹ million)			
Borrowings	1,505.61	798.46	707.15	-
Trade payables	1,811.16	1,800.59	10.57	-
Lease liabilities	60.79	7.75	41.46	11.58
Other financial liabilities	192.69	192.69	-	-
Total	**3,570.25**	**2,810.06**	**748.61**	**11.58**

CAPITAL EXPENDITURES

For six months period ended September 30, 2024, and Fiscals 2024, 2023 and 2022 and our capital expenditure towards property plant and equipment, intangible assets and capital work in progress during the year/period were ₹ 97.20 million, ₹ 501.92 million, ₹ 1,382.92 million and ₹ 304.44 million, respectively, as per the table below:

Particulars	Six months period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Land Freehold	-	-	142.42	-
Building on freehold	-	38.56	227.29	-
Building on leasehold land	-	-	23.82	62.41
Plant and Machinery	66.33	489.65	883.51	229.57
Office Equipment	7.08	9.12	8.38	7.03
Computer	1.36	2.22	2.19	1.14
Furniture and Fixture	7.87	25.65	10.61	4.21
Vehicle	0.02	3.53	0.08	-
Software	9.60	12.92	4.89	0.08
Capital Work in Progress	4.94	(79.73)	79.73	-
Total	97.20	501.92	1,382.92	304.44

The following table sets forth our property, plant and equipment, intangible assets and capital work in progress as at the year/period indicated:

Particulars	Six months period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Property, plant and equipment	2,320.90	2,238.24	1,669.51	383.70
Intangible Assets	28.04	18.44	5.52	0.77
Capital Work in Progress	4.94	7	79.73	-
Total	2,353.88	2,256.68	1,754.76	384.47

RELATED PARTY TRANSACTIONS

We have entered into transactions with certain related parties, including certain Directors, relatives of Directors, Key Managerial Personnel of our Company, enterprises owned or influenced by such key managerial personnel, enterprises owned or significantly influenced by key managerial personnel with whom there were transactions/balance during the year. In particular, we have entered into various transactions with such parties in relation to, amongst others, remuneration, rent, sale and purchase of goods and services, purchase of intangible assets and purchase of property, plant and equipment.

For further information on our related party transactions, please see the section titled "*Summary of the Offer Document – Related party transactions*" and "*Related party transactions*" on pages 26 and 362, respectively.

AUDITOR'S OBSERVATIONS

Our Statutory Auditors have included certain observations in their auditor's report on our audited financial statements for Fiscal 2024 and Fiscal 2022, and the annexure to the auditor's reports as required under section 143 of the Companies Act and the Companies (Auditor's Report) Order, 2020 ("**CARO 2020 Order**"), in respect of our Company in the manner set forth hereunder:

Period	Nature of Adverse Observation	Details of Adverse Observation	Company's Response to Adverse Observation	Impact on the Financial Statements and Financial Position of the Company
Fiscal 2024	Report on other legal and	Auditors are unable to comment on any	Software has the featured of audit trail	NIL

	regulatory requirements under section 143 of the Companies Act, 2013	instance of audit trail feature being tampered with	now. We have enhanced the software feature after discussion with the software provider.	
Fiscal 2024	CARO, 2020 Clause (vii) (a)	The undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, duty of customs, income tax and other material statutory dues, as applicable, have generally been regularly deposited to the appropriate authorities, though there has been a slight delay in a few cases except for delays in the payment of advance income taxes. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable. We are informed that the operations of the Company during the year, did not give rise to any liability for sales-tax, service tax, value added tax and duty of excise.	**Slight delay in a few cases:** **Reply:** Due to technical error **Delay in deposit in the payment of advance income tax:** **Reply:** Due to our Company's strategic planning	NIL
Fiscal 2024	CARO, 2020 Clause (vii (b)	According to the information and explanations given to us, there are no statutory dues referred to in sub-clause (a) that have not been deposited with the appropriate authorities on account of any dispute except for the following cases: **Name of statute:** Income Tax Act, 1961 **Nature of dues:** Income Tax **Amount:** ₹ 126.49 lakhs	This is not a qualification/adverse remarks. It is just an informative paragraph which has already been mentioned in the note no 34 of Restated Financial Information as contingent liability.	NIL

		Amount paid under protest: ₹ 58.60 lakhs **Period:** AY 2018-19 **Forum:** CIT (Appeals) **Remarks:** -		
Fiscal 2022	CARO, 2020 Clause (iii)	The Company has granted loans or advances to related parties without specifying any terms, period of repayment or interest rate.	Advance has been provided to the group company for the general purpose on short-term basis.	NIL

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our Company's activities expose us to a variety of financial risks: market risk, credit risk and liquidity risk. Our Company's overall risk management focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of our Company.

Market risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including borrowings.

Foreign Exchange risk

Foreign currency risk is the risk of impact related to fair value or future cash flows of an exposure in foreign currency, which fluctuate due to changes in foreign exchange rates. Our Company's exposure to the risk of changes in foreign exchange rates relates primarily to the trade receivables and trade payables. Our Company evaluates exchange rate exposure arising from foreign currency transactions.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Our Company's exposure to the risk of changes in market interest rates relates primarily to our Company's borrowing with floating interest rates. For all long-term and short-term borrowings with floating rates, the risk of variation in the interest rates is mitigated through liasoning and negotiation with the lenders. Our Company constantly monitors the credit markets and rebalances its financing strategies to achieve an optimal maturity profile and financing cost.

Credit risk

Credit risk arises when a customer or counterparty does not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Our Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing / investing activities, including deposits with banks, foreign exchange transactions and financial guarantees. Our Company has no significant concentration of credit risk with any counterparty.

Trade receivables

Trade receivables are consisting of a large number of customers. Our Company has a credit evaluation policy for each customer and based on the evaluation credit limit of each customer is defined.

As per simplified approach, our Company makes provision of expected credit losses on trade receivables using a provision matrix to mitigate the risk of default payments and makes appropriate provision at each reporting date wherever outstanding is for longer period and involves higher risk.

Cash and cash equivalents and deposits with banks

Credit risk on cash and cash equivalents and deposit with banks is generally low.

Liquidity risk

Liquidity risk is defined as the risk that our Company will not be able to settle or meet its obligations on time or at reasonable price. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of credit facilities to meet obligations when due. Our Company's treasury team is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors our Company's liquidity position through rolling forecasts on the basis of expected cash flows.

For further information, please see section titled "*Restated Financial Information – Note 40: Financial Risk Management Objectives*" on page 351.

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.

SIGNIFICANT ECONOMIC CHANGES THAT MATERIALLY AFFECT OR ARE LIKELY TO AFFECT INCOME FROM CONTINUING OPERATIONS

Our business has been subject, and we expect it to continue to be subject, to significant economic changes that materially affect or are likely to affect income from continuing operations identified above in "*– Significant Factors Affecting our Results of Operations and Financial Condition*" and the uncertainties described in "*Risk Factors*" on pages 371 and 30, respectively.

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 Financial Condition*" and the uncertainties described in "*Risk Factors*" on pages 371 and 30, respectively. To our knowledge, except as discussed in this Draft Red Herring Prospectus, there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

FUTURE RELATIONSHIP BETWEEN COST AND INCOME

Other than as described in "*Risk Factors*", "*Our Business*" on pages 30 and 221, and this section 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, we have not announced and do not expect to announce in the near future any new business segments.

COMPETITIVE CONDITIONS

We operate in a competitive environment. See "*Our Business*", "*Industry Overview*" and "*Risk Factors*" on pages 221, 153 and 30, respectively, for further details on competitive conditions that we face across our various business segments.

EXTENT TO WHICH MATERIAL INCREASES IN NET SALES OR REVENUE ARE DUE TO INCREASED SALES VOLUME, INTRODUCTION OF NEW PRODUCTS OR SERVICES OR INCREASED SALES PRICES

Changes in revenue in the last three Fiscals and six months period ended September 30, 2024 are as described in "*– Six months period ended September 30, 2024*", "*– Fiscal 2024 compared to Fiscal 2023*" and "*– Fiscal 2023 compared to Fiscal 2022*" above on pages 390, 391 and 393, respectively.

SEGMENT REPORTING

For details in relation to our segment information, please see section titled "*Restated Financial Information – Note 37 – Segment Information*" on page 346.

SIGNIFICANT DEPENDENCE ON SINGLE OR FEW CUSTOMERS

There is no significant dependence on a single or few customers.

SEASONALITY/ CYCLICALITY OF BUSINESS

Our business is not subject to seasonality or cyclicality. For further information, see "*Risk Factors – While our business is not seasonal, however, our business prospects and future financial performance depend on the demand for solar power products. Any decrease in demand for such products could adversely affect our business, results of operations and cash flows*", "*Industry Overview*" and "*Our Business*" on pages 66, 153 and 221, respectively.

SIGNIFICANT DEVELOPMENTS AFTER SEPTEMBER 30, 2024 THAT MAY AFFECT OUR FUTURE RESULTS OF OPERATIONS

Except as disclosed below, to our knowledge no circumstances have arisen since September 30, 2024, that could materially and adversely affect or are likely to affect, our operations, trading or profitability, or the value of our assets or our ability to pay our material liabilities within the next 12 months:

1. Pursuant to a resolution passed by the Board dated November 27, 2024 and a special resolution passed by the Shareholders' dated November 28, 2024 the erstwhile equity shares of face value ₹ 10 each of our Company were sub-divided into Equity Shares of face value of ₹ 1 each. Consequently, the issued and subscribed Equity Share capital of our Company, comprising 24,574,643 Equity Shares of face value ₹ 10 each, was sub-divided into 245,746,430 Equity Shares of face value ₹ 1 each.

2. Pursuant to a resolution passed by our Board dated November 27, 2024, and a special resolution passed by the Shareholders' dated November 28, 2024, our Company has issued bonus shares in the ratio 1:4 and allotted 34,348,715 bonus shares of face value ₹ 1 each to the existing shareholders, excluding Pawan Kumar Garg.

SECTION VIII: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND OTHER MATERIAL DEVELOPMENTS

*As per the requirements of the SEBI ICDR Regulations, except as stated below there is no outstanding litigation involving our Company, Directors and Promoters (collectively, the "**Relevant Parties**"):*

- *(i) criminal proceedings (including matters at FIR stage where no/some cognizance has been taken by any court).*
- *(ii) actions by regulatory authorities and statutory authorities (including notices);*
- *(iii) disciplinary action including penalty imposed by SEBI or stock exchanges against the promoter(s) in the last five financial years preceding this Draft Red Herring Prospectus including outstanding actions;*
- *(iv) claims related to direct and indirect taxes, in a consolidated manner, giving the number of cases and total amount involved.; and*
- *(v) other outstanding litigations (including civil, arbitration and tax proceedings), which are determined to be material as per policy of materiality defined by the Board.*

In relation to (v) above, in terms of the Materiality Policy adopted by our Board in its meeting held on December 23, 2024, any other outstanding litigation involving the Relevant Parties has been considered "material" for the purposes of disclosure in this Draft Red Herring Prospectus, if:

a) the monetary amount of claim/dispute, to the extent quantifiable, involved in any such outstanding litigation is equivalent to or in excess of (₹ 16.37 million which is equivalent to or in excess of 5% of average of absolute value of profit or loss after tax, as per the Restated Financial Information of the Company for the last three Fiscals,; or

b) any outstanding litigation, where the monetary impact is not quantifiable or does not exceed the threshold mentioned in point (a) above, but an adverse outcome of which would materially and adversely affect the business, prospects, operations, performance, financial position, cash flows or reputation of the Company in the opinion of the Board or where a decision in one case is likely to affect the decision in similar cases even though the monetary impact in the individual cases does not exceed the threshold mentioned in point (a) above.

Any pending litigation involving the Group Companies, as identified in accordance with provisions of SEBI ICDR Regulations would be considered to have a 'material impact' on the Company for the purpose of disclosure in the Draft Red Herring Prospectus, if an adverse outcome from such pending litigation would materially and adversely affect the business, prospects, operations, performance, financial position, cash flows or reputation of the Company.

For the purposes of the above, pre-litigation notices received by any of the Relevant Parties from third parties (excluding those notices issued by statutory / regulatory / governmental / tax / judicial authorities or notices threatening criminal action or FIRs) shall, in any event, not be considered as litigation and accordingly not be disclosed in the Offer Documents until such time that Relevant Parties, as applicable, are impleaded as defendants or parties in litigation or arbitration proceedings before any judicial or arbitral forum.

All terms defined in a particular litigation disclosure below are for that particular litigation only.

Further, in terms of the Materiality Policy, a creditor of our Company shall be considered 'material' for the purpose of disclosure in the Offer Documents and the website of the Company, if the amount due to such creditor is equivalent to or in excess of 5 % of the total trade payables of our Company as at the end of the latest period covered in the Restated Financial Information included in this Draft Red Herring Prospectus. The total trade payables of our Company as on September 30, 2024 was ₹ 1,811.16 million. Accordingly, a creditor has been considered 'material' if the amount due to such creditor exceeds ₹ 90.56 million as on September 30, 2024.

Unless stated to the contrary, the information provided below is as of the date of this Draft Red Herring Prospectus.

I. **Litigation proceedings involving our Company**

Criminal proceedings

Except as disclosed below, on the date of this Draft Red Herring Prospectus, there are no pending criminal proceedings involving our Company:

Our Company has filed 17 individual cases before various forums for alleged violations of Section 138 of the Negotiable Instruments Act, 1881, for the recovery of amounts due to our Company for which the cheques issued in favour of our Company were dishonoured. The total monetary value involved in these matters amounts to ₹ 9.88 million in the aggregate. These matters are currently pending.

Statutory or regulatory proceedings

As on the date of this Draft Red Herring Prospectus, there are no statutory or regulatory proceedings involving our Company**.**

Other material civil proceedings

As on the date of this Draft Red Herring Prospectus, there are no material pending proceedings involving our Company**.**

II. **Litigation proceedings involving our Promoters**

A. ***Litigation proceedings initiated against our Promoters***

Criminal proceedings

As on the date of this Draft Red Herrig Prospectus, there are no criminal proceedings initiated against our Promoters.

Statutory or regulatory proceedings

As on the date of this Draft Red Herring Prospectus, there are no statutory or regulatory proceedings initiated against our Promoters**.**

Other material civil proceedings

As on the date of this Draft Red Herring Prospectus, there are no material pending proceedings initiated against the Promoters of our Company**.**

Disciplinary action taken against our Promoters in the five Fiscals preceding the date of this Draft Red Herring Prospectus by SEBI or any stock exchange

As on the date of this Draft Red Herring Prospectus, there are no disciplinary action taken against our Promoters in the five Fiscals preceding the date of this Draft Red Herring Prospectus by SEBI or any stock exchange.

B. ***Litigation proceedings initiated by our Promoters***

Criminal proceedings

As on the date of this Draft Red Herring Prospectus, there are no criminal proceedings initiated by our Promoters**.**

Other material civil proceedings

As on the date of this Draft Red Herring Prospectus, there are no material pending proceedings initiated by the Promoters of our Company**.**

III. **Litigation proceedings involving our Directors**

Criminal proceedings

As on the date of this Draft Red Herring Prospectus, there are no criminal proceedings involving our Directors.

Statutory or regulatory proceedings

As on the date of this Draft Red Herring Prospectus, there are no statutory or regulatory proceedings involving our Directors**.**

Other material civil proceedings

As on the date of this Draft Red Herring Prospectus, there are no material pending proceedings involving our Directors**.**

IV. **Litigation involving our Group Companies**

As on the date of this Draft Red Herring Prospectus, there are no litigation involving our Group Companies which will have a material impact on our Company**. Tax Claims**

Except as disclosed below, there are no claims related to direct and indirect taxes involving our Company, Directors and Promoters.

A. Details of tax proceedings involving the Company:

Nature of the case	Number of cases	Total amount involved * *(in ₹ million)*
Direct tax litigations	1^	12.65
Indirect tax litigations	Nil	Nil
Total	1^	12.65

*To the extent quantifiable

^ *The pending direct tax litigation pertains to the partnership firm M/s Fujiyama Power Systems, from which our Company has acquired its business, including all associated liabilities arising from or attributable to the period ending on or before March 31, 2018. The Company acknowledges its obligation to address any contingent liabilities related to said period, subject to the terms and conditions stipulated in the acquisition agreement. No further claims or disputes concerning direct tax liabilities for the specified period have been notified.*

B. Details of tax proceedings involving the Directors of the Company*:*

Nature of the case	Number of cases	Total amount involved *(in ₹ million)*
Direct tax litigations	Nil	Nil
Indirect tax litigations	Nil	Nil
Total	Nil	Nil

C. Details of tax proceedings involving the Promoters of the Company:

Nature of the case	Number of cases	Total amount involved *(in ₹ million)*
Direct tax litigations	Nil	Nil
Indirect tax litigations	Nil	Nil
Total	Nil	Nil

Outstanding dues to Creditors

As of September 30, 2024, the total number of creditors of our Company was 1,000 and the total outstanding dues to these creditors by our Company was ₹ 1,811.16 million. Our Company owes an amount of ₹ 128.02 million to micro, small and medium enterprises ("**MSMEs**") as defined under the Micro, Small and Medium Enterprises Development Act, 2006.

Details of outstanding dues owed to MSMEs, material creditors and other creditors as of September 30, 2024, are set out below:

S. No.	Type of creditor	No. of creditors#	Amount involved (in ₹ million) #
1.	Dues to micro, small and medium enterprises*	129	128.02
2.	Dues to material creditor(s)	4	778.50
3.	Dues to other creditors	867	904.64
	Total	1,000	1,811.16

**As defined under the Micro, Small and Medium Enterprises Development Act, 2006, as amended.*
#As certified by Raj Gupta & Co., Chartered Accountant by way of their certificate dated March 6, 2025.

As per the Materiality Policy, creditors of our Company to whom an amount exceeding 5% of the total trade payables of the Company as per the Restated Financial Information of the Company as at September 30, 2024, disclosed in the Draft Red Herring Prospectus shall be considered as 'material' creditors of our Company.

The trade payables of the Company on a basis as at September 30, 2024, as per the Restated Financial Statements, amounted to ₹ 1,811.16 million. Accordingly, a creditor has been considered to be a material creditor, if the amounts due to such creditor as at September 30, 2024 exceeded ₹ 90.56 million. The details pertaining to net outstanding dues towards our material creditor, along with its names and amount involved, are available on the website of our Company at https://www.utlsolarfujiyama.com/investor-relations/.

It is clarified that such details available on our website do not form a part of this Draft Red Herring Prospectus and investors should not make any investment decision based on information available on the website of our Company. Anyone placing reliance on any other source of information, including our Company's website, would be doing so at their own risk.

Material Developments

Other than as stated in "*Management's Discussion and Analysis of Financial Condition and Results of Operations – significant developments after September 30, 2024 that may affect our future results of operations*" on page 403, there have not arisen, since the date of the last financial information disclosed in this Draft Red Herring Prospectus, any circumstances which materially and adversely affect, or are likely to affect, our trading, our profitability or the value of our assets or our ability to pay our liabilities within the next 12 months.

GOVERNMENT AND OTHER APPROVALS

*Our business requires various approvals, consents, licenses, registrations and permits issued by relevant governmental and regulatory authorities of the respective jurisdictions under various rules and regulations. Set out below is an indicative list of all material approvals, consents, licenses, registrations and permits obtained by our Company, as applicable, for the purposes of undertaking their respective businesses and operations ("**Material Approvals**"). Certain approvals, licenses, registrations and permits may expire periodically in the ordinary course and applications for renewal of such expired approvals are submitted in accordance with applicable requirements and procedures. Except as disclosed in this section, no further material approvals are required for carrying on the present business operations of our Company. Unless otherwise stated, these material approvals are valid as on the date of this Draft Red Herring Prospectus.*

Further, for details of risk associated with not obtaining or delay in obtaining the requisite approvals, please see section titled "Risk Factors - We are required to obtain certain approvals, licenses, registrations and permissions for operating our business, and the failure to obtain, maintain or renew them could adversely affect our business, results of operations and financial condition" on page 58. For Offer related approvals, see "Other Regulatory and Statutory Disclosures" on page 414 and for incorporation details of our Company, see "History and Certain Corporate Matters - Brief history of our Company" on page 277. For details in connection with the applicable regulatory and legal framework within which our Company operates, please see section titled "Key Regulations and Policies" on page 264. *Further, for approvals related to the objects of the Offer, see "Objects of the Offer" on page 113.*

I. Incorporation details

(i) ***Our Company***

1. Certificate of incorporation dated December 12, 2017 issued by the RoC to our Company in the name of Fujiyama Power Systems Private Limited.

2. Fresh certificate of incorporation dated November 20, 2024, issued by the RoC to our Company, consequent upon change of name of our Company to Fujiyama Power Systems Limited.

3. Our Company has been allotted the corporate identity number U31909DL2017PLC326513.

II. Approvals in relation to the Offer

For details regarding the approvals and authorizations obtained by our Company in relation to the Offer, please see section titled "*Other Regulatory and Statutory Disclosures - Authority for the Offer*" on page 414.

III. Material approvals in relation to our Company

We require various approvals to carry on our business in India. Some of these may expire in the ordinary course of business and applications for renewal of these approvals are submitted in accordance with applicable procedures and requirements as disclosed below.

A. Tax related approvals

1. The permanent account number of our Company is AADCF2634F issued by the Income Tax Department, Government of India**.**

2. The tax deduction account number of our Company is DELF07190B issued by the Income Tax Department, Government of India;

3. The Goods and Services Tax registration certificate (i) issued by the Government of India, under the Gujarat Goods and Services Tax Act, 2017 bearing registration number 24AADCF2634F2Z1 (ii) issued by the Government of India, under the Bihar Goods and Services Tax Act, 2017 bearing registration number 10AADCF2634F1ZB (iii) issued by the Government of India, under the Delhi Goods and Services Tax Act, 2017 bearing registration number 07AADCF2634F1ZY.

B. Approvals in relation to our business and operations

1. Importer-exporter code 'AADCF2634F', issued by the Directorate General of Foreign Trade, Ministry of Commerce and Industry, Government of India under Foreign Trade (Development and Regulation) Act, 1992.

2. Industrial Entrepreneurs Memorandum Section Acknowledgement (IEM) for the Greater Noida Facility and Parwanoo Facility issued by Department for Promotion of Industry and Internal Trade, Industrial Entrepreneurs Memorandum Section, Ministry of Commerce and Industry.

3. Registration cum membership certificate issued by Federation of Indian Export Organisations under the relevant provisions of Foreign Trade Policy, Government of India.

4. Export Promotion Capital Goods (EPCG) Licenses issued by the Directorate General of Foreign Trade, Department of Commerce, Ministry of Commerce and Industry for (i) Greater Noida Facility (ii) Bawal Facility.

5. Registration certificate of establishment under The Delhi Shops and Establishments Act, 1954, issued by the Department of Labour, Government of National Capital Territory of Delhi.

C. Environment related approvals

1. Extended Producer Responsibility registration certificate issued by Central Pollution Control Board under the relevant provisions of E-Waste (Management) Rules, 2022.

2. Registration certificate for Producer issued by Central Pollution Control Board under the relevant provisions of Battery Waste Management Rules, 2022.

IV. Material approvals in relation to our manufacturing facilities in Uttar Pradesh

A. Tax related approvals

1. The Goods and Services tax registration certificate issued by the Government of India, under the Uttar Pradesh Goods and Services Tax Act, 2017 bearing registration number 09AADCF2634F1ZU for Greater Noida Facility and the Goods and Services tax registration certificate issued by the Government of India, under the Uttar Pradesh Goods and Services Tax Act, 2017 bearing registration number 09AADCF2634F2ZT for our upcoming manufacturing facility at Dadri, Uttar Pradesh.

B. Labour/employment related approvals

1. Our Company has been allotted Provident Fund Code Number 'MRNOI2568737000' by the Employees' Provident Fund Organization for the Greater Noida Facility in Uttar Pradesh under the Employees Provident Fund and Miscellaneous Provisions Act, 1952.

2. Certificate of Registration issued by the Labour Department, Uttar Pradesh in relation to the Greater Noida Facility under Contract Labour (Regulation and Abolition) Act, 1970.

3. Certificate of registration for employees' insurance issued by the Employees State Insurance Corporation for the Greater Noida Facility in Uttar Pradesh and our upcoming manufacturing facility at Dadri in Uttar Pradesh, under the Employees State Insurance Act, 1948.

C. ***Approvals in relation to our business and operations***

1. Fire no objection certificates issued by Uttar Pradesh Fire and Emergency Services for Greater Noida Facility and for our upcoming manufacturing facility at Dadri, Uttar Pradesh.

2. Registration and license to work a factory issued by the Director of Factories, Uttar Pradesh for its Greater Noida Facility and for our upcoming manufacturing facility at Dadri, Uttar Pradesh under the relevant provisions of the Factories Act, 1948.

3. License granted by Electrical Safety Directorate for the Greater Noida Facility in Uttar Pradesh under the relevant provisions of the Electricity Act, 2003.

D. ***Environment related approvals***

1. Provisional no objection certificate and consent to operate issued by Uttar Pradesh Pollution Control Board for the Greater Noida Facility under the relevant provisions of the Air (Prevention & Control of Pollution) Act, 1981 and Water (Prevention & Control of Pollution) Act, 1974.

V. Material approvals in relation to our manufacturing facility in Himachal Pradesh

A. Tax related approvals

1. The Goods and Services Tax registration certificate issued by the Government of India, under the Himachal Pradesh Goods and Services Tax Act, 2017 bearing registration number 02AADCF2634F1Z8.

B. Labour/employment related approvals

1. Our Company has been allotted Provident Fund Code Number 'HPSML1069307' by the Employees' Provident Fund Organization for the Parwanoo Facility in Himachal Pradesh under the Employees Provident Fund and Miscellaneous Provisions Act, 1952.

2. Certificate of registration for employees' insurance issued by the Employees State Insurance Corporation for the Parwanoo Facility in Himachal Pradesh, under the Employees State Insurance Act, 1948.

3. Certificate of Registration issued by the Office of the Registration Officer, Government of Himachal Pradesh in relation to the Parwanoo Facility under Contract Labour (Regulation and Abolition) Act, 1970.

C. Approvals in relation to our business and operations

1. Fire no objection certificate issued by the Office of Chief Fire Officer of the Directorate of Fire Services Himachal Pradesh for its Parwanoo Facility.

2. Registration and license to work a factory issued by The Office of Chief Inspector of Factories, Himachal Pradesh Government Labour Department for its Parwanoo Facility under the relevant provisions of the Factories Act, 1948.

3. Sanction granted by Himachal Pradesh State Electricity Board Limited for Parwanoo Facility under the relevant provisions of the Electricity Act, 2003.

D. Environment related approvals

1. Consent to operate issued by Himachal Pradesh State Pollution Control Board for Parwanoo Facility under the relevant provisions of the Air (Prevention & Control of Pollution) Act, 1981 and Water (Prevention & Control of Pollution) Act, 1974.

2. Authorization for operating a facility for generation, storage and disposal of Hazardous wastes by Himachal Pradesh State Pollution Control Board for Parwanoo Facility under the relevant provisions of the Hazardous and Other Wastes (Management & Transboundary Movement) Rules, 2016.

VI. Material approvals in relation to our manufacturing facility in Haryana

A. Tax related approvals

1. The Goods and Services Tax registration certificate issued by the Government of India, under the Haryana Goods and Services Tax Act, 2017 bearing registration number 06AADCF2634F2ZZ.

B. Labour/employment related approvals

1. Our Company has been allotted Provident Fund Code Number 'GNGGN3081813000' by the Employees' Provident Fund Organization for the Bawal Facility in Haryana under the Employees Provident Fund and Miscellaneous Provisions Act, 1952.

2. Certificate of registration for employees' insurance issued by the Employees State Insurance Corporation for the Bawal Facility in Haryana under the Employees State Insurance Act, 1948.

3. Certificate of Registration issued by the Office of Labour Commissioner, Haryana in relation to the Bawal Facility under Contract Labour (Regulation and Abolition) Act, 1970.

C. Approvals in relation to our business and operations

1. Fire no objection certificate issued by Office of Director General of Fire Service, Haryana Panchkula for Bawal Facility dated.

2. Registration and license to work a factory issued by the Office of Chief Inspector of Factories Haryana, Directorate of Industrial Safety and Health for Bawal Facility under the relevant provisions of the Factories Act, 1948.

3. Sanction load given by the Office of the Superintending Engineer, Dakshin Haryana Bijli Vitran Nigam Limited for the Bawal Facility in Haryana under the relevant provisions of the Electricity Act, 2003.

D. Environment related approvals

1. Consent to operate issued by Haryana State Pollution Control Board for Bawal Facility under the relevant provisions of the Air (Prevention & Control of Pollution) Act, 1981 and Water (Prevention & Control of Pollution) Act, 1974.

Material Approvals required and applied for by our Company but, yet to receive grant

1. In relation to our upcoming manufacturing facility at Dadri, Uttar Pradesh, our application for consent to operate under the relevant provisions of the Air (Prevention & Control of Pollution) Act, 1981 and Water (Prevention & Control of Pollution) Act, 1974 is currently pending.

OUR GROUP COMPANIES

In terms of the SEBI ICDR Regulations, the term "group companies", includes:

1. Such companies (other than promoter(s) and subsidiary(ies)) with which there were related party transactions during the period for which financial information is disclosed, as covered under applicable accounting standards; and

2. Any other companies considered material by the board of directors of the relevant issuer company.

With respect to 2 above, our Board in its meeting held on December 23, 2024 has adopted the Materiality Policy and has considered Group Companies of our Company to be such companies (other than the companies categorised under (1) above) forming part of the promoter group in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations with whom the Company has entered into one or more transactions during the last complete financial year and the stub period, if any, included in the Restated Financial Information and the monetary value of which individually or cumulatively exceeds 10% of the total revenue from operations of the Company for such relevant period, as per the Restated Financial Information.

Based on the parameters outlined above, our Company has the following Group Companies in terms of the SEBI ICDR Regulations as on the date of this Draft Red Herring Prospectus:

1. Kura Systems Private Limited
2. Sensui Finserv Private Limited
3. Sowiz Solutions Private Limited

Details of our Group Companies

Sr. No.	Group Company	Registered Office	Website
1.	Kura Systems Private Limited	G.F. Bearing No. 4, 1/12 Jaidev Park New Delhi, India, 110026	https://kurasystems.com/
2.	Sensui Finserv Private Limited	53A/6, Rama Road, Najafgarh Road Industrial Area, Near NDPL Grid office, West Delhi, Delhi, India, 110015	https://Utlsolarfujiyama.com/
3.	Sowiz Solutions Private Limited	House No PVT NO. 06, Plot No. 53, Ground Floor, BLK-A. Rama Road Najafgarh Road, Delhi, India, 110015	https://www.sowiz.live/

In accordance with the SEBI ICDR Regulations, information with respect to: (i) reserves (excluding revaluation reserve); (ii) sales; (iii) profit after tax; (iv) earnings per share; (v) diluted earnings per share; and (vi) net asset value, of the Group Companies for the preceding three years shall be hosted on its respective website or the website of our Company as indicated above.

Our Company has provided links to such website solely to comply with the requirements specified under the SEBI ICDR Regulations. The information provided on the website given above should not be relied upon or used as a basis for any investment decision.

Neither our Company nor any of the BRLMs or Promoter Selling Shareholders nor any of the Company's, BRLMs' or Promoter Selling Shareholders' respective directors, employees, affiliates, associates, advisors, agents or representatives accept any liability whatsoever for any loss arising from any information presented or contained in the websites given above.

Nature and extent of interest of our Group Companies

In the promotion of our Company

Our Group Companies does not have any interest in the promotion of our Company.

In the properties acquired by our Company in the three years preceding the date of filing of this Draft Red Herring Prospectus or proposed to be acquired by our Company

Our Group Companies are not interested in the properties acquired by our Company within the three years immediately preceding the date of filing of this Draft Red Herring Prospectus or proposed to be acquired by our Company.

In transactions for acquisition of land, construction of buildings and supply of machinery

Our Group Companies are not interested in any transactions of our Company for the acquisition of land, construction of building or supply of machinery.

Related business transactions with our Group Companies and significance on the financial performance of our Company

Except as disclosed in "*Restated Financial Information – Note 36 -Related Party Transaction*" on page 346, there are no related business transactions with our Group Companies.

Common pursuits among the Group Companies and our Company

Except as disclosed below, as on the date of this Draft Red Herring Prospectus, there are no common pursuits between our Group Companies and our Company.

Kura Systems Private Limited manufactures EV chargers which are also manufactured by the Company. While products are similar, this type of product does not constitute a material portion of our Company's sales.

Business and other interests

Our Group Companies does not have any business or other interest in our Company except as otherwise disclosed in "*Restated Financial Information – Note 36 -Related Party Transaction*" on page 346.

Certain other confirmations

None of the securities of our Group Companies are listed on any stock exchange.

Our Group Companies do not have any listed debt securities.

Our Group Companies have not undertaken any capital issues (public, rights or composite) in the three immediately preceding years from date the of this Draft Red Herring Prospectus.
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There are no conflicts of interest between the suppliers of raw materials and third-party service providers who are crucial for operations of our Company and our Group Companies and its respective directors. Further, there are no conflicts of interest between the lessor of the immovable properties who are crucial for operations of our Company and the Group Companies and its respective directors.

Litigation

As on the date of this Draft Red Herring Prospectus, our Group Companies are not involved in any pending litigations which will have a material impact on our Company.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

The Offer has been authorized by a resolution of our Board of Directors dated December 20, 2024, and the Fresh Issue has been authorized by a special resolution passed by our Shareholders at their meeting held on December 20, 2024. Further, our Board has taken on record the approval for the Offer for Sale by the Promoter Selling Shareholders pursuant to a resolution dated March 6, 2025.

This Draft Red Herring Prospectus has been approved by our Board pursuant to a resolution passed on March 6, 2025.

Each of the Promoter Selling Shareholders have, severally and not jointly, confirmed and approved their participation in the Offer for Sale in relation to its respective portion of the Offered Shares, as set out below:

Sr. No.	Name of Promoter Selling Shareholders	Maximum number of Equity Shares of face value ₹ 1 each offered in the Offer for Sale	Date of the consent letter to participate in the Offer for Sale
1.	Pawan Kumar Garg	10,000,000	March 6, 2025
2.	Yogesh Dua	10,000,000	March 6, 2025

Our Company shall apply for in-principle approvals from BSE and NSE for the listing of the Equity Shares of face value ₹ 1 each before the filing of Red Herring Prospectus.

Prohibition by SEBI or other Governmental Authorities

Our Company, Promoters (including the Promoter Selling Shareholders), members of our Promoter Group, Directors, persons in control of our Company are not prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

None of the companies with which our Promoters and Directors are associated with as promoters, directors or persons in control have been debarred from accessing capital markets under any order or direction passed by SEBI or any other authorities.

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.

Our Company, Promoters 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 under Section 12 of the Fugitive Economic Offenders Act, 2018.

Except employee stock options granted pursuant to the ESOP Scheme, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments convertible into, or which would entitle any person any option to receive Equity Shares of face value ₹ 1 each, as on the date of this Draft Red Herring Prospectus.

There are no findings/observations of any of the inspections by SEBI or any other regulator which are material and which needs to be disclosed or non-disclosure of which may have bearing on the investment decision.

Confirmation under Companies (Significant Beneficial Owners) Rules, 2018

Our Company, our Promoters (including Promoter Selling Shareholders) and members of our Promoter Group confirm that they are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, to the extent applicable, as on the date of this Draft Red Herring Prospectus.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with Regulation 6(1), and is in compliance with the conditions specified therein in the following manner:

- Our Company has net tangible assets of at least ₹ 30 million, calculated on a restated basis, in each of the preceding three full years (of 12 months each), of which not more than 50% are held in monetary assets;

- Our Company has an average operating profit of at least ₹ 150 million , calculated on a restated basis, during the preceding three years (of 12 months each), with operating profit in each of these preceding three years;

- Our Company has a net worth of not less than ₹ 10 million in each of the preceding three full years (of 12 months each), calculated on a restated basis; and

- Our Company has not changed its name in the last one year.

Our Company's operating profit, net worth, net tangible assets and monetary assets derived from the Restated Financial Information included in this Draft Red Herring Prospectus as at, and for the last three Fiscals are set forth below:

Derived from our Restated Financial Information:

(in ₹ million except percentage values)

	Fiscal 2024	**Fiscal 2023**	**Fiscal 2022**
Restated net tangible assets [1] (*₹ in million*) (A)	1,744.45	1,288.17	1,035.02
Restated monetary assets [2] (*₹ in million*) (B)	42.16	1.13	0.34
Monetary assets as a % of net tangible assets (%), as restated (B/A)	2.42%	0.09%	0.03%
Pre-tax operating profit, as restated [3]	858.29	456.58	429.13
Net worth [4] as restated	2,395.41	1,930.83	1,810.62

(1) *"Net tangible assets" means the sum of all net assets of the Company as per the Restated Financial Information excluding Intangible Assets and Goodwill (as per IND AS- 38), Deferred Tax Assets (net) (as per IND AS-12) and Right of Use Assets (as per IND AS- 116) reduced by Total Liabilities (excluding lease liabilities) of the Company, as defined under the Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015)*

(2) *"Monetary assets" are defined as amount of 'Cash and Cash equivalents' as per the Restated Financial Information, (excluding Fixed deposits with banks not considered as cash and cash equivalent)*

(3) *"Pre-tax operating profit" means restated profit before tax excluding other income, finance costs and exceptional items.*

(4) *"Net worth" means aggregate value of equity share capital and other equity (excluding the share of Non- Controlling Interest) 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 but does not include reserves created out of revaluation of assets and write-back of depreciation.*

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:

(i) Our Company, our Promoters (including Promoter Selling Shareholders), members of our Promoter Group and our Directors are not debarred from accessing the capital markets by SEBI;

(ii) 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;

(iii) Neither our Company, nor our Promoters, or Directors is a wilful defaulter or fraudulent borrower(as defined in the SEBI ICDR Regulations);

(iv) None of our Directors or Promoters has been declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018;

(v) Except employee stock options granted pursuant to the ESOP Scheme. There are no outstanding convertible securities of our Company or any other right which would entitle any person with any option to receive Equity Shares of face value ₹ 1 each of our Company as on the date of filing of this Draft Red Herring Prospectus;

(vi) Our Company has entered into tripartite agreements dated November 5, 2024 and November 7, 2024 with CDSL and NSDL, respectively, for dematerialization of the Equity Shares of face value ₹ 1 each. Further, our Company shall enter into a tripartite agreement with the respective Depositories and the Registrar to the Offer prior to the filing of the Red Herring Prospectus with RoC;

(vii) The Equity Shares of face value ₹ 1 each of our Company held by the Promoters are in the dematerialised form;

(viii) Further, in accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Allottees under the Offer shall be not less than 1,000, failing which, the entire application money will be refunded forthwith; and

(ix) All the Equity Shares of face value ₹ 1 each are fully paid-up and there are no partly paid-up Equity Shares of face value ₹ 1 each as on the date of filing of this Draft Red Herring Prospectus.

(x) Our Company has appointed [●] as the Designated Stock Exchange.

(xi) Our Company has made firm arrangements of finance through verifiable means towards seventy five percent of the stated means of finance for a specified project proposed to be funded from the issue proceeds, excluding the amount to be raised through the proposed public issue or through existing identifiable internal accruals.

Our Company will ensure compliance with the conditions specified in Regulation 7(2) of the SEBI ICDR Regulations.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS TO SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI") SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGER, BEING MOTILAL OSWAL INVESTMENT ADVISORS LIMITED AND SBI CAPITAL MARKETS LIMITED ("BRLMs"), 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, THE BRLMs ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITIES ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BRLMs HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED MARCH 6, 2025 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(FORM A) OF THE SEBI ICDR REGULATIONS.

THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013, OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BRLMS, ANY IRREGULARITIES OR LAPSES IN THIS DRAFT RED HERRING PROSPECTUS.

Disclaimer from our Company, our Directors and BRLMs

Our Company, our Directors and the BRLMs accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our instance and anyone placing reliance on any other source of information, including our Company's website at www.utlsolarfujiyama.com or the websites of any affiliate of our Company would be doing so at his or her own risk. Each Promoter Selling Shareholders neither accept nor undertake any responsibility for any statements made or undertakings provided other than those specifically undertaken or confirmed by such Promoter Selling Shareholders, and only in relation to itself and, or, to their respective Offered Shares

The BRLMs accept no responsibility, save to the limited extent as provided in the Offer Agreement, and as will be provided for in the Underwriting Agreement to be entered into between the Underwriters, the Promoter Selling Shareholders, the Registrar and our Company.

All information shall be made available by our Company, Promoter Selling Shareholders , severally and not jointly (to the extent the information pertains to such Promoter Selling Shareholder and its respective portion of Offered Shares) and the BRLMs to the Bidders and the public at large and no selective or additional information would be made available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at the Bidding Centres or elsewhere.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters and their respective directors, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares of face value ₹ 1 each and will not issue, sell, pledge, or transfer the Equity Shares of face value ₹ 1 each to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares of face value ₹ 1 each. Our Company, the Underwriters and their respective directors, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares of face value ₹ 1 each.

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, their respective group companies, affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, and their respective group companies, affiliates or associates or third parties, for which they have received, and may in the future receive, compensation.

Disclaimer in respect of Jurisdiction

This Offer is being made in India to persons resident in India (who are competent to contract under the Indian Contract Act, 1872, 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 equity shares, domestic Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorised under their constitution to hold and invest in equity shares, public financial institutions as specified under Section 2(72) of the Companies Act, state industrial development corporations, insurance companies registered with IRDAI, provident funds with minimum corpus of ₹250 million (subject to applicable law) and pension funds with minimum corpus of ₹250 million registered with the Pension Fund Regulatory and Development Authority established under section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, National Investment Fund, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, GoI, systemically important NBFCs registered with the RBI) and permitted Non-Residents including FPIs and Eligible NRIs and AIFs that they are eligible under all applicable laws and regulations to purchase the Equity Shares of face value ₹ 1 each. This Draft Red Herring Prospectus does not constitute an offer to sell or an invitation to subscribe to Equity Shares of face value ₹ 1 each offered hereby, in any jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform him or herself about, and to observe, any such restrictions. Any dispute arising out of this Offer will be subject to the jurisdiction of appropriate court(s) in Mumbai only. This Draft Red Herring Prospectus does not constitute an invitation to subscribe to or purchase the Equity Shares of face value ₹ 1 each in the Offer in any jurisdiction, including India. Invitations to subscribe to or purchase the Equity Shares of face value ₹ 1 each in the Offer will be made only pursuant to the Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Offer, which comprises the Red Herring Prospectus and the preliminary international wrap for the Offer, if the recipient is outside India. No 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 of face value ₹ 1 each represented hereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction.

No person outside India is eligible to Bid for Equity Shares of face value ₹ 1 each in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India.

Eligibility and Transfer Restrictions

The Equity Shares of face value ₹ 1 each 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 of face value ₹ 1 each 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 of face value ₹ 1 each 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 of face value ₹ 1 each 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 of face value ₹ 1 each or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares of face value ₹ 1 each or any similar security, other than in accordance with applicable laws.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or the maximum number of Equity Shares of face value ₹ 1 each 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 of face value ₹ 1 each or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares of face value ₹ 1 each or any similar security, other than in accordance with applicable laws.

Disclaimer Clause of BSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to the RoC filing.

Disclaimer Clause of NSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to the RoC filing.

Listing

The Equity Shares of face value ₹ 1 each proposed to be issued through the Red Herring Prospectus and the Prospectus are proposed to be listed on BSE and NSE. Applications will be made to the Stock Exchanges for obtaining permission for listing and trading of the Equity Shares of face value ₹ 1 each. [●] will be the Designated Stock Exchange with which the Basis of Allotment will be finalised.

If the permission to deal in and for an official quotation of the Equity Shares is not granted by the Stock Exchanges, our Company shall forthwith repay, without interest, all monies received from the applicants in pursuance of the Red Herring Prospectus in accordance with applicable law. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of Equity Shares at the Stock Exchanges are taken within three Working Days from the Bid/Offer Closing Date or such other time as prescribed by SEBI. If our Company does not Allot Equity Shares pursuant to the Offer within such timeline as prescribed by SEBI, it shall repay without interest all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period or such other rate prescribed by SEBI.

Consents

Consents in writing of our Directors, our Company Secretary, Legal Counsel to the Company as to Indian Law, Bankers to our Company, the BRLMs, Registrar to the Offer, our Statutory Auditors, the Independent Chartered Accountant, the Independent Chartered Engineer, CARE, have been obtained; and consents in writing of the Syndicate Members, Escrow Collection Bank(s)/Refund Bank(s)/ Public Offer Account/ Sponsor Bank to act in their respective capacities, will be obtained as required under the Companies Act, 2013. All such consents have not been withdrawn until the date of this Draft Red Herring Prospectus.

Expert to the Offer

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

(a) Our Company has received written consent dated March 6, 2025 from M/s. S.N. Dhawan & CO LLP, 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 our Statutory Auditors, and in respect of (i) the examination report dated December 23, 2024 relating to the Restated Financial Information as at and for the years September 30, 2024, March 31, 2024, 2023 and 2022; and (ii) statement on special tax benefits available to our Company, and its Shareholders under the direct and indirect tax laws dated December 28, 2024; included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

(b) Our Company has received written consent dated March 6, 2025 from Raj Gupta & Co., Chartered Accountants, to include their name in this Draft Red Herring Prospectus, as an "expert" as defined under section 2(38) of the Companies Act to the extent and in their capacity as an independent chartered accountant to our Company, and in respect of the certificates and the details derived therefrom to be included in this Draft Red Herring Prospectus. Such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

(c) Our Company has received written consent dated March 6, 2025 from Anil Kumar the Chartered Engineer, to include their name as required under Section 26(5) 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 an independent chartered engineer, in relation to the certificate dated March 6, 2025, certifying, inter alia, the details of the installed and production capacity of our manufacturing facilities. Such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

(d) Our Company has also received written consent dated March 5, 2025 from Sunrise Engineers, an independent advisory firm of engineers, to include their name as required under Section 26 of the Companies Act, 2013 in this Draft Red Herring Prospectus and as an 'expert' as defined under Section 2(38) of Companies Act, 2013 in respect of the Project Report. Such consent has not been withdrawn up to the time of delivery of this Draft Red Herring Prospectus.

Particulars regarding public or rights issues undertaken by our Company during the last 5 years

Our Company has not made any public issue or right issue as defined under the SEBI ICDR Regulation, during the last 5 years immediately preceding 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 "*Capital Structure*" on page 94, our Company has not made any capital issues during the three years preceding the date of this Draft Red Herring Prospectus.

Our Company does not have any listed group company or any listed subsidiary or a listed associate entity.

Commission and Brokerage paid on previous issues of the Equity Shares of face value ₹ 1 each in the last five years

Since this is the initial public issue of the Equity Shares of face value ₹ 1 each, 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 of face value ₹ 1 each since our Company's incorporation.

Performance vis-à-vis objects – Public/ rights issue of our Company

Our Company has not made any public issue or right issue as defined under the SEBI ICDR Regulation, during the last 5 years immediately preceding the date of this Draft Red Herring Prospectus.

Performance vis-à-vis objects – Public/ rights issue of the listed subsidiaries/listed Promoter of our Company

Our Company does not have any listed subsidiaries/listed promoters.

Price information of past issues handled by the BRLMs

Motilal Oswal Investment Advisors Limited

(i) Price information (during the current Financial Year and two Financial Years preceding the current Financial Year) of past issues handled by Motilal Oswal Investment Advisors Limited:

Sr. 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.	Dr. Agarwals Health Care Limited	BSE	30,272.60	402.00	February 04, 2025	396.90	NA	NA	NA
2.	Laxmi Dental Limited	BSE	6980.60	428.00	January 20, 2025	528.00	+0.37% [-1.17%]	NA	NA
3.	Standard Glass Lining Technology Limited	NSE	4,100.51	140.00	January 13, 2025	172.00	+14.49% [-0.06%]	NA	NA
4.	Concord Enviro Systems Limited	BSE	5,003.26	701.00	December 27, 2024	832.00	-8.00% [-3.03%]	NA	NA
5.	Niva Bupa Health Insurance Company Limited	NSE	22,000.00	74.00	November 14, 2024	78.14	+12.97%, [+5.25%]	+8.09% [-1.96%]	NA
6.	Acme Solar Holdings Limited (7)	NSE	29,000.00	289.00	November 13, 2024	251.00	+8.21% [4.20%]	-25.62% [-0.75%]	NA
7.	P N Gadgil Jewellers Limited	NSE	11,000.00	480.00	September 17, 2024	830.00	+61.14% [-1.76%]	+53.04% [-2.56%]	NA
8.	R K Swamy Limited (6)	BSE	4,235.60	288.00	March 12, 2024	252.00	-1.30% [+1.86%]	-6.70% [+4.11%]	-17.57% [+10.20%]
9.	Happy Forgings Limited	NSE	10,085.93	850.00	December 27, 2023	1000.00	+14.06% [-1.40%]	+4.44% [+2.04%]	+42.78% [+8.53%]
10.	Cello World Limited (5)	NSE	19,000.00	648.00	November 06, 2023	829.00	+21.92% [+7.44%]	+32.99% [+12.58%]	+40.57% [+15.78%]

Notes:

1. *The S&P CNX NIFTY or S&P BSE SENSEX is considered as the Benchmark Index, depending upon the designated stock exchange.*
2. *Price is taken from NSE or BSE, depending upon Designated Stock Exchange for the above calculations.*
3. *The 30th, 90th and 180th calendar day computation includes the listing day. If either of the 30th, 90th or 180th calendar days is a trading holiday, the previous trading day is considered for the computation. We have taken the issue price to calculate the % change in closing price as on 30th, 90th and 180th day. We have taken the closing price of the applicable benchmark index as on the listing day to calculate the % change in closing price of the benchmark as on 30th, 90th and 180th day.*
4. *Not applicable – Period not completed.*
5. *A discount of Rs. 61 per Equity Share was offered to eligible employees bidding in the employee reservation portion.*
6. *A discount of Rs. 27 per Equity Share was offered to eligible employees bidding in the employee reservation portion.*
7. *A discount of ₹ 27 per Equity Share was offered to eligible employees bidding in the employee reservation portion.*

(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 Motilal Oswal Investment Advisors Limited:

Financial Year	**Total no. of IPOs**	**Total amount of funds raised (₹ million)**	**No. of IPOs trading at discount - 30th calendar days from listing**			**No. of IPOs trading at premium - 30th calendar days from listing**			**No. of IPOs trading at discount - 180th calendar days from listing**			**No. of IPOs trading at premium - 180th calendar days from listing**		
			Over 50%	**Between 25-50%**	**Less than 25%**	**Over 50%**	**Between 25-50%**	**Less than 25%**	**Over 50%**	**Between 25-50%**	**Less than 25%**	**Over 50%**	**Between 25-50%**	***Less than 25%***
2024-2025	7	1,08,356.97	-	-	1	1	-	4	-	-	-	-	-	-
2023-2024	7	62,704.34	-	-	2	-	1	4	-	-	1	-	2	*4*
2022-2023	*3*	*16,265.81*	-	-	*1*	-	-	*2*	-	-	*2*	-	-	*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

SBI Capital Markets Limited

(i) Price information of past public issues (during the current Fiscal and the two Fiscals immediately preceding the current Financial Year) handled by SBI Capital Markets Limited:

Sr. No.	**Issue Name****	**Issue Size (₹ Mn.)**	**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	Ajax Engineering Limited#(3)	1,269.35	629.00	February 17, 2025	576.00	-	-	-
2	Laxmi Dental Limited@	6980.58	428.00	January 20, 2025	528.00	-18.04% [-1.44%]	-	-
3	Ventive Hospitality Limited#(1)	16,000.00	643.00	December 30, 2024	716.00	+5.51% [-2.91%]	-	-
4	International Gemmological Institute (India) Limited#(2)	42,250.00	417.00	December 20, 2024	510.00	+24.24% [-1.63%]	-	-
5	One Mobikwik Systems Limited #	5,720.00	279.00	December 18, 2024	440.00	+69.50%	-	-

Sr. No.	Issue Name**	Issue Size (₹ Mn.)	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
						[-3.67%]		
6	Suraksha Diagnostic Limited@	8,462.49	441.00	December 06, 2024	437.00	-14.32% [-2.81%]	-37.11% [-9.54%]	-
7	Afcons Infrastructure Limited#	54,300.00	463.00	November 04, 2024	430.05	+6.56% [+1.92%]	+2.18% [-2.14%]	-
8	Godavari Biorefineries Limited@	5,547.50	352.00	October 30, 2024	310.55	-0.16% [-1.12%]	-35.24% [-5.72%]	-
9	Waaree Energies Limited#	43,214.40	1,493.00	October 28, 2024	2,500.00	+68.05% [-0.59%]	+48.04% [-5.12%]	-
10	Bajaj Housing Finance Limited#	65,600.00	70.00	September 16,2024	150.00	+ 99.86% [-1.29%]	+89.23% [-2.42%]	-

Notes:

- *The 30th, 90th and 180th calendar day computation includes the listing day. If either of the 30th, 90th or 180th calendar days isa trading holiday, the previous trading day is considered for the computation. We have taken the issue price to calculate the % change in closing price as on 30th, 90th and 180th day. We have taken the closing price of the applicable benchmark index as on the listing day to calculate the % change in closing price of the benchmark as on 30th, 90th and 180th day.*

*** The information is as on the date of this document.*
** The information for each of the financial years is based on issues listed during such financial year.*
@ The S&P BSE SENSEX index is considered as the Benchmark Index, BSE being the designated stock exchange
 # The Nifty 50 index is considered as the Benchmark Index, NSE being the designated stock exchange

1. *Price for eligible employee was Rs 613.00 per equity share*
2. *Price for eligible employee was Rs 378 per equity share*
3. *Price for eligible employee was Rs 570.00 per equity share*

(ii) Summary statement of price information of past public issues (during the current Fiscal and the two Fiscals immediately preceding the current Financial Year):

Financial Year	Total no. of IPOs #	Total amount of funds raised (₹ Mn.)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2024-25*	16	4,00,550.30	-	-	5	6	3	1	-	-	1	3	1	1

Financial Year	Total no. of IPOs #	Total amount of funds raised (₹ Mn.)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2023-24	12	1,32,353.46	-	-	6	2	3	1	-	-	3	5	2	2
2022-23	3	2,28,668.02	-	1	1	-	1	-	-	1	1	-	-	1

* *The information is as on the date of this Offer Document.*

\# *Date of Listing for the issue is used to determine which financial year that particular issue falls into.*

Track record of past issues handled by the BRLMs

For details regarding the track record of the Book Running Lead Managers, as specified in circular (reference CIR/MIRSD/1/2012) dated January 10, 2012 issued by SEBI, please see the websites of the BRLMs, as set forth in the table below:

S. No.	Name of the Book Running Lead Manager	Website
1.	Motilal Oswal Investment Advisors Limited	www.motilaloswalgroup.com
2.	SBI Capital Markets Limited	www.sbicaps.com

Stock Market Data of Equity Shares of face value ₹ 1 each

This being an initial public offer of Equity Shares of face value ₹ 1 each of our Company, the Equity Shares of face value ₹ 1 each are not listed on any stock exchange and accordingly, no stock market data is available for the Equity Shares of face value ₹ 1 each.

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 of face value ₹ 1 each on the Stock Exchanges, to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

All grievances 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 DP ID, Client ID, UPI ID, PAN, date of the submission of Bid cum Application Form, address of the Bidder, number of the Equity Shares of face value ₹ 1 each applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder.

The Registrar to the Offer shall obtain the required information from the SCSBs and Sponsor Bank for addressing any clarifications or grievances of ASBA Bidders. Our Company, 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 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 of face value ₹ 1 each in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

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 and such compensation to investors shall be computed from T+3 day. In an event there is a delay in redressal of the investor grievance in relation to unblocking of amounts, the SCSBs and the Book Running Lead Managers shall compensate the investors at the rate higher of ₹100 or 15% per annum of the application amount for the period of such delay. Further, in terms of SEBI ICDR Master Circular, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the 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.

Anchor Investors are required to address all grievances in relation to the Offer to the BRLMs.

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned herein.

Our Company has not received investor complaints in relation to the Equity Shares of face value ₹ 1 each for the three years prior to the filing of the Draft Red Herring Prospectus, hence no investor complaint in relation to our Company is pending as on the date of filing of the Draft Red Herring Prospectus

Disposal of Investor Grievances by our Company

Our Company has obtained the authentication on the SEBI Complaints Redress System ("**SCORES**") in terms of circular bearing no. SEBI/HO/OIAE/IGRD/CIR/P/2023/156 dated September 20, 2023 issued by SEBI in relation to redressal of investor grievances through SCORES.

Our Company estimates that the average time required by our Company or the Registrar to the Offer or the SCSB in case of ASBA Bidders, for the redressal of routine investor grievances shall be around 10 Working Days from the date of receipt of the complaint, provided however, in relation to complaints pertaining to blocking/unblocking of funds, investor complaints shall be resolved on the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible. Each of the Promoter Selling Shareholder, severally and not jointly, has authorised our Compliance Officer and the Registrar to the Offer to redress any complaints received from Bidders in respect of its Offered Shares.

Our Company has also appointed Rakesh Kumar, the Company Secretary of our Company, as the Compliance Officer for the Offer. For details, please see section titled "*General Information*" on page 85.

Our Company has constituted a Stakeholders Relationship Committee comprising Sonia Bansal Arora, Pawan Kumar Garg, Yogesh Dua and Sunil Kumar as members. For details, please see section titled "*Our Management – Stakeholders' Relationship Committee*" on page 295.

Disposal of investor grievances by listed Group Companies

As on the date of this Draft Red Herring Prospectus, our Group Companies are not listed on any stock exchange, and, therefore, there are no investor complaints pending against them.

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

As on the date of this Draft Red Herring Prospectus, our Company has not filed for exemption from complying with any provisions of securities laws.

Other Confirmations

Our Company has no conflict of interest with the suppliers of raw materials and third party service providers (crucial for operations of the Company).

Except as disclosed below in ", Our Company has no conflict of interest with the lessor of the immovable properties who are crucial for operations of the company.

Yogesh Dua and Shiv Kumar Garg have an interest in our Company to the extent of rent income received by them from our Company pursuant to an agreement dated December 26, 2024 entered into by and between our Company and them in respect of our Registered Office , pursuant to which a rent of ₹ 0.10 million per month is payable to each, Yogesh Dua and Shiv Kumar Garg, respectively by our Company. Further, Shiv Kumar Garg and Sandeep Dua are also interested to the extent of the rent income received by them from our Company pursuant to a rent agreement dated December 19, 2024 entered into by and between Upsinverter.com and our Company in respect of the Parwanoo Facility pursuant to which a monthly rent of ₹ 0.09 million is payable to Upsinverter.com by our Company. For further information, please see section titled "*Risk Factor — Our*

Promoters, Directors, Key Managerial Personnel and Senior Management are interested in our Company's performance in addition to their remuneration and reimbursement of expenses" on page 64.

SECTION IX: OFFER INFORMATION

TERMS OF THE OFFER

The Equity Shares of face value ₹ 1 each being offered, Allotted and transferred pursuant to the Offer shall be subject to the provisions of the Companies Act, the SEBI ICDR Regulations, SCRA, SCRR, the MoA, AoA, SEBI Listing Regulations, the terms of the Red Herring Prospectus, the Prospectus, the Abridged Prospectus, 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 of face value ₹ 1 each shall also be subject to applicable laws, guidelines, rules, notifications and regulations relating to the issue of capital, offer for sale, and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RBI, 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 SEBI, RBI, the Government of India, the Stock Exchanges, the RoC and/or any other governmental, statutory or regulatory authorities while granting their 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 Promoter Selling Shareholders. For details in relation to the Offer expenses, see "*Objects of the Offer – Offer Related Expenses*" on page 128.

Ranking of the Equity Shares of face value ₹ 1 each

The Allottees upon Allotment of Equity Shares of face value ₹ 1 each under the Offer will be entitled to dividend and other corporate benefits, if any, declared by our Company after the date of Allotment. The Equity Shares of face value ₹ 1 each being offered and Allotted/ transferred in the Offer shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SCRA, SCRR, MoA and AoA and shall rank *pari passu* with the existing Equity Shares of face value ₹ 1 each in all respects including voting, right to receive dividends and other corporate benefits. For further details, see "*Description of Equity Shares and terms of Articles of Association*" on page 470.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of the Companies Act, the MoA and Articles of Association and provisions of the SEBI Listing Regulations and any other guidelines, regulations or directions which may be issued by the Government in this regard. Dividends, if any, declared by our Company after the date of Allotment, will be payable to the Bidders who have been Allotted Equity Shares of face value ₹ 1 each in the Offer, for the entire year, in accordance with applicable laws. For further details, in relation to dividends, please see section titled "*Dividend Policy*" and "*Main Provisions of Articles of Association*" on pages 306 and 470 respectively.

Face Value, Offer Price, Floor Price and Price Band

The face value of each Equity Share is ₹1 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 size for the Offer will be decided by our Company, in consultation with the BRLMs, and advertised in all editions of [●], a widely circulated English national daily newspaper and in 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, at least two Working Days prior to the Bid/ Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading the same on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the 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 of face value ₹ 1 each offered through the Book Building Process.

At any given point of time, there shall be only one denomination for the Equity Shares of face value ₹ 1 each.

Compliance with disclosure and accounting norms

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the provisions of the Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividends, if declared;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy or "e-voting", in accordance with the provisions of the Companies Act;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability of their Equity Shares of face value ₹ 1 each, subject to applicable laws including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI Listing Regulations and the Articles of Association.

For a detailed description of the main provisions of the Articles of Association relating to voting rights, dividend, forfeiture and lien, transfer, transmission, consolidation or sub-division, please see section titled "*Main Provisions of Articles of Association*" on page 470.

Allotment only in dematerialised form

Pursuant to Section 29 of the Companies Act, 2013 and the SEBI ICDR Regulations, the Equity Shares of face value ₹ 1 each shall be Allotted only in dematerialised form. As per the SEBI ICDR Regulations, and the SEBI Listing Regulation, the trading of the Equity Shares of face value ₹ 1 each shall only be in dematerialised form on the Stock Exchanges. In this context, our Company has entered into the following agreements with the respective Depositories and Registrar to the Offer:

- Tripartite agreement dated November 7, 2024 amongst our Company, NSDL and MUFG Intime India Private Limited *(formerly known as Link Intime India Private Limited)*
- Tripartite agreement dated November 5, 2024 amongst our Company, CDSL and MUFG Intime India Private Limited *(formerly known as Link Intime India Private Limited.)*

For details in relation to the Basis of Allotment, see section titled "*Offer Procedure*" on page 442.

Market Lot and Trading Lot

Since trading of the Equity Shares of face value ₹ 1 each on the Stock Exchanges is in dematerialised form, the tradable lot is one Equity Share. Allotment in the Offer will be only in dematerialised and electronic form in multiples of one Equity Share subject to a minimum Allotment of [●] Equity Shares of face value ₹ 1 each.

For further details on the Basis of Allotment, please see section titled "*Offer Procedure*" on page 442.

Joint Holders

Subject to the provisions contained in our Articles of Association, where two or more persons are registered as the holders of the Equity Shares of face value ₹ 1 each, they will be deemed to hold such Equity Shares of face value ₹ 1 each as joint tenants with benefits of survivorship.

Jurisdiction

Exclusive jurisdiction for the purpose of the Offer is with the competent courts/authorities in New Delhi, India.

Period of operation of subscription list

See "– *Bid/ Offer Programme*" on page 431.

The Equity Shares of face value ₹ 1 each 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.

Nomination facility to investors

In accordance with Section 72 of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, as amended, the Sole Bidder, or the First Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of Sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares of face value ₹ 1 each Allotted, if any, shall vest to the exclusion of all other persons, unless the nomination is modified or cancelled in the prescribed manner. A person, being a nominee, entitled to the Equity Shares of face value ₹ 1 each by reason of the death of the original holder(s), in accordance with Section 72 of the Companies Act, shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/transfer/alienation of Equity Share(s) by the person nominating. A nomination may be cancelled or modified by nominating any other person in place of the present nominee, by the holder of the Equity Shares of face value ₹ 1 each who made the nomination, by giving a notice of such cancellation or variation to our Company. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or to the Registrar and Transfer Agent of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by our Board, elect either:

a) to register himself or herself as the holder of the Equity Shares of face value ₹ 1 each; or
b) to make such transfer of the Equity Shares of face value ₹ 1 each, 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 of face value ₹ 1 each, and if the notice is not complied with within a period of 90 days, the Board may thereafter withhold payment of all dividends, interests, bonuses or other monies payable in respect of the Equity Shares of face value ₹ 1 each, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares of face value ₹ 1 each in the Offer will be made only in dematerialised mode, there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Bidder would prevail. If the Bidder wants to change the nomination, they are requested to inform their respective Depository Participant.

Bid/Offer Programme

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
BID/OFFER OPENS ON	[●] (1)
BID/OFFER CLOSES ON	[●] (2)
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account*	On or about [●]
Credit of Equity Shares of face value ₹ 1 each to dematerialized accounts of Allottees	On or about [●]
Commencement of trading of the Equity Shares of face value ₹ 1 each on the Stock Exchanges	On or about [●]

(1) Our Company, in consultation with the BRLMs, may consider participation by Anchor Investors. The Anchor Investor Bid/ Offer Period shall be one Working Day prior to the Bid/Offer Opening Date in accordance with the SEBI ICDR Regulations
(2) UPI mandate end time and date shall be at 5:00 pm IST on Bid/ Offer Closing Date, i.e. [●]
* *In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date for cancelled/ withdrawn/ deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding two Working Days from the Bid/ Offer Closing Date by the SCSB responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidders shall be compensated in the manner specified in the SEBI ICDR Master Circular, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of our Company with the SCSBs, to the extent applicable, issued by SEBI, 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 the UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI ICDR Master Circular, 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 UPI. RIBs for up to ₹ 0.50 million 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 or liability on our Company or the BRLMs.

Any circulars or notifications from the SEBI after the date of this Draft Red Herring Prospectus may result in changes to the above-mentioned timelines. Further, the offer procedure is subject to change to any revised circulars issued by the SEBI to this effect.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares of face value ₹ 1 each on the Stock Exchanges are taken within three Working Days of the Bid/Offer Closing Date or such other period as may be prescribed by 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 and delay in respect of final certificates from SCSBs. The commencement of trading of the Equity Shares of face value ₹ 1 each will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws.

The Registrar to the Offer shall submit the details of cancelled/withdrawn/deleted applications to the SCSBs on daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date till the Bid/Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day, and submit confirmation to the BRLMs and the Registrar on the daily basis. To avoid duplication, the facility of re-initiation provided to Syndicate Members shall preferably be allowed only once per bid/batch and as deemed fit by the Stock Exchanges, after closure of the time for uploading Bids.

SEBI vide circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 (now rescinded and replaced by the SEBI ICDR Master Circular) 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 basis, subject to any circulars, clarification or notification issued by the SEBI from time to time, including with respect to SEBI ICDR Master Circular.

In terms of the UPI Circulars, in relation to the Offer, the BRLMs will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within three Working Days from the Bid/ Offer Closing Date, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

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 RIBs, Eligible Employees bidding in the Employee Reservation Portion	Only between 10.00 a.m. and up to 5.00 p.m. IST
Submission of electronic application (bank ASBA through online channels like internet banking, mobile banking and Syndicate 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/Revision/cancelled of Bids	
Upward Revision of Bids by QIBs and Non-Institutional Bidders categories#	Only between 10.00 a.m. and up to 4.00 p.m. IST on Bid/ Offer Closing Date
Upward or downward Revision of Bids or cancellation of Bids by RIBs and Eligible Employees bidding in the Employee Reservation Portion	Only between 10.00 a.m. and up to 5.00 p.m. IST

* *UPI mandate end time shall be* [●]. *on the Bid/ Offer Closing Date*

\# *QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids*

On the Bid/ Offer Closing Date, the Bids shall be uploaded until:

(i) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders; and

(ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by RIBs and Eligible Employees bidding in the Employee Reservation Portion.

On Bid/Offer Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received from RIBs and Eligible Employees bidding in the Employee Reservation Portion after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

It is clarified that Bids shall be processed only after the application monies are blocked in the ASBA Account and Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs, or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Offer Closing Date and in any case no later than 1:00 p.m. IST on the Bid/Offer Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Offer Closing Date, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Offer. Bids and any revision in Bids will be accepted only during Working Days during the Bid/ Offer Period and revision shall not be accepted on Saturdays and public holidays. The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period till 5.00 pm on the Bid/Offer Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing. 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 by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges. None of our Company, the Promoter Selling Shareholders or any member of the Syndicate is liable for any failure in uploading the Bids due to faults in any software or hardware system or blocking of application amount by SCSBs on receipt of instructions from the Sponsor Bank due to any errors, omissions, or otherwise non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in the UPI Mechanism.

In case of any discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid cum Application Form, for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

Our Company, in consultation with the 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 can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly but the Floor Price shall not be less than the Face Value of the Equity Shares of face value ₹ 1 each. 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 revision in the Price Band, the Bid/Offer Period shall be extended for at least three additional Working Day after such revision, subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar unforeseen circumstances, our Company, in consultation with the BRLMs, for reasons to be recorded in writing, may 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 Price Band, and the revised Bid/Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a public announcement 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, 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 visà- 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

The requirement of minimum subscription is not applicable to the Offer for Sale in accordance with the SEBI ICDR Regulations. In the event our Company does not receive (i) the minimum subscription of 90% of the Fresh Issue, on the Bid/ Offer Closing Date; or (ii) minimum subscription in the Offer as specified under Rule 19(2)(b) of the SCRR, including through devolvement of Underwriters, if any, in accordance with 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 of face value ₹ 1 each being issued or offered under the Red Herring Prospectus, the Promoter 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 two days after our Company becomes liable to pay the amount, our Company and our Directors, who are officers in default, shall pay interest at the rate of 15% per annum.

However, in case of under-subscription in the Offer, the Equity Shares of face value ₹ 1 each will be allotted in the following order: (i) such number of Equity Shares of face value ₹ 1 each will first be Allotted by our Company towards subscription of 90% of the Fresh Issue ; thereafter, (ii) the Equity Shares of face value ₹ 1 each held by the Promoter Selling Shareholders and offered for sale in the Offer for Sale will be Allotted; and thereafter (iii) once Equity Shares of face value ₹ 1 each have been allotted as per (i) and (ii), then such number of Equity Shares of face value ₹ 1 each will be Allotted by the Company towards the balance 10% of the Fresh Issue.

The Promoter Selling Shareholders shall reimburse any expenses and interest incurred by our Company on behalf of the Promoter Selling Shareholders for any delays in making refunds as required under the Companies Act and any other applicable law, provided that the Promoter Selling Shareholders shall not be responsible or liable for payment of such expenses or interest, unless such delay is solely and directly attributable to an act or omission of the Promoter Selling Shareholders in relation to its portion of the Offered Shares.

Undersubscription, if any, in any category except the QIB portion, would be met with spill-over from the other categories at the discretion of our Company, in consultation with the BRLMs, and the Designated Stock Exchange.

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 of face value ₹ 1 each will be Allotted will be not less than 1,000 , failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders.

No liability to make any payment of interest or expenses shall accrue to the Promoter Selling Shareholders unless the delay in making any of the payments/refund hereunder or the delay in obtaining listing or trading approvals or any other approvals in relation to the Offer is caused solely by, and is directly attributable to, an act or omission of the Promoter Selling Shareholders.

Arrangements for Disposal of Odd Lots

There are no arrangements for disposal of odd lots since our Equity Shares of face value ₹ 1 each will be traded in dematerialised form only and market lot for our Equity Shares of face value ₹ 1 each will be one Equity Share.

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, reserves the right not to proceed with the Fresh Issue and the Promoter Selling Shareholders, reserves the right not to proceed with the Offer for Sale, in whole or in part thereof, to the extent of the Offered Shares, after the Bid/ Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/ Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer and inform the Stock Exchanges promptly on which the Equity Shares of face value ₹ 1 each are proposed to be listed. The BRLMs, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Banks (in case of UPI Bidders), to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification and also inform the Bankers to the Offer to process refunds to the Anchor Investors, as the case may be. 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.

If our Company, in consultation with the BRLMs withdraws the Offer after the Bid/ Offer Closing Date and thereafter determines that it will proceed with a public offering of the Equity Shares of face value ₹ 1 each, our Company shall file a fresh draft red herring prospectus with SEBI. Notwithstanding the foregoing, the Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment; and (ii) the filing of the Prospectus with the RoC.

Restrictions, if any on transfer and transmission of Equity Shares

Except for lock-in of the pre-Offer capital of our Company, lock-in of our Promoters' minimum contribution under the SEBI ICDR Regulations and the Anchor Investor lock-in as provided in "*Capital Structure*" on page 94 and except as provided under the Articles of Association and under SEBI ICDR Regulations, there are no restrictions on transfer of the Equity Shares of face value ₹ 1 each. Further, there are no restrictions on transmission of any shares of our Company and on their consolidation or splitting, except as provided in the Articles of Association. For details, please see section titled "*Main Provisions of Articles of Association"* on page 470.

New financial instruments

Our Company is not issuing any new financial instruments through this Offer.

OFFER STRUCTURE

The Offer is of up to [●] Equity Shares of face value ₹ 1 each for cash at a price of ₹[●] per Equity Share (including a share premium of ₹[●] per Equity Share) aggregating up to ₹ [●] million comprising a Fresh Issue of up to [●] Equity Shares of face value ₹ 1 each aggregating up to ₹ 6,000.00 million and an Offer for Sale of up to 20,000,000 Equity Shares of face value ₹ 1 each aggregating up to ₹[●] million by the Promoter Selling Shareholders. The Offer comprises Employee Reservation Portion of up to [●] Equity Shares and a Net offer of up to [●] Equity Shares. The Employee Reservation Portion shall not exceed 5% of our post-Offer paid-up Equity Share capital. The Offer and the Net Offer shall constitute [●]% and [●]%, respectively of the post-Offer paid-up Equity Share capital of our Company. For details, please see section titled "*The Offer*" beginning on page 77.

A discount of up to [●]% to 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.

Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement for an amount of up to ₹ 1,200.00 million as may be permitted under the applicable law, 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% of the size of the Fresh Issue. 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 the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and Prospectus

In terms of Rule 19(2)(b) of the SCRR, the Offer is being made through the Book Building Process, in compliance with Regulation 31 of the SEBI ICDR Regulations.

Particulars	Eligible Employees#	QIBs(1)	Non-Institutional Bidders (3)	Retail Individual Bidders
Number of Equity Shares of face value ₹ 1 each available for Allotment/allocation*(2)	Up to [●] Equity Shares of face value of ₹ 1 each	Not more than [●] Equity Shares of face value ₹ 1 each	Not less than [●] Equity Shares of face value ₹ 1 each available for allocation or Offer less allocation to QIB Bidders and RIBs	Not less than [●] Equity Shares of face value ₹ 1 each available for allocation or Offer less allocation to QIB Bidders and Non-Institutional Bidders
Percentage of Offer Size available for Allotment/allocation	Up to [●]% of the post Offer paid-up equity share capital of our Company	Not more than 50% of the Net Offer shall be available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion shall be	Not less than 15% of the Net Offer. The allotment to each NIB shall not be less than the minimum application size, subject to	Not less than 35% of the Net Offer or the Offer less allocation to QIB Bidders and Non-Institutional

Particulars	Eligible Employees#	QIBs(1)	Non-Institutional Bidders (3)	Retail Individual Bidders
		available for allocation on a proportionate basis to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion.	availability of Equity Shares of face value ₹ 1 each in the Non-Institutional Portion and the remaining available Equity Shares of face value ₹ 1 each if any, if any, shall be available for allocation out of which: (a) One third of the Non-Institutional Portion shall be reserved for applicants with an application size of more than ₹0.20 million and up to ₹1.00 million; and (b) two third of the Non-Institutional Portion shall be reserved for applicants with application size of more than ₹1.00 million, provided that the unsubscribed portion in either the sub-categories mentioned above may be allocated to applicants in the other sub-category of Non-Institutional Bidders.	Bidders
Basis of Allotment/allocation if respective category is oversubscribed	Proportionate; unless the Employee Reservation Portion is undersubscribed, the value of allocation to an Eligible Employee shall not exceed ₹	Proportionate as follows (excluding the Anchor Investor Portion): a) up to [●] Equity Shares of face value ₹ 1 each shall be available for allocation on a proportionate basis	The allotment of specified securities to each Non-Institutional Bidder shall not be less than the minimum application size, subject to availability in the Non-Institutional	The allotment to each RIB shall not be less than the minimum Bid Lot, subject to availability of Equity Shares of face value ₹ 1 each in the

Particulars	Eligible Employees#	QIBs(1)	Non-Institutional Bidders (3)	Retail Individual Bidders
	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 Bidding in the Employee Reservation Portion for 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).	to Mutual Funds only; and b) up to [●] Equity Shares of face value ₹ 1 each shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. Up to 60% of the QIB Portion (of up to [●] Equity Shares of face value ₹ 1 each) may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to domestic Mutual Funds only, subject to valid Bids being received from Mutual Funds at or above the Anchor Investor Allocation Price	Portion, and the remainder, 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. For details, please see section titled "*Offer Procedure*" on page 442.	Retail Portion and the remaining available Equity Shares of face value ₹ 1 each if any, shall be Allotted on a proportionate basis. For further details, please see section titled "*Offer Procedure*" on page 442.
Minimum Bid	[●] Equity Shares and in multiples of [●] Equity Shares thereafter of face value of ₹ 1 each	[●] Equity Shares of face value ₹ 1 each in multiples of [●] Equity Shares of face value ₹ 1 each such that the Bid Amount exceeds ₹ 0.20 million	Such number of Equity Shares of face value ₹ 1 each in multiples of [●] Equity Shares of face value ₹ 1 each such that the Bid Amount exceeds ₹ 0.20 million	[●] Equity Shares of face value ₹ 1 each and in multiples of [●] Equity Shares of face value ₹ 1 each thereafter
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares so as to ensure that the Bid Amount by each Eligible Employee does not exceed ₹ 0.50 million less Employee	Such number of Equity Shares of face value ₹ 1 each in multiples of [●] Equity Shares of face value ₹ 1 each not exceeding the size of the Offer, (excluding the Anchor portion) subject to	Such number of Equity Shares of face value ₹ 1 each in multiples of [●] Equity Shares of face value ₹ 1 each not exceeding the size of the Offer, (excluding the QIB portion) subject to limits applicable to	Such number of Equity Shares of face value ₹ 1 each in multiples of [●] Equity Shares of face value ₹ 1 each so that the Bid Amount does not exceed ₹

Particulars	Eligible Employees#	QIBs(1)	Non-Institutional Bidders (3)	Retail Individual Bidders
	Discount, if any	applicable limits to each Bidder	the Bidder	0.20 million
Bid Lot	[●] Equity Shares of face value ₹ 1 each and in multiples of [●] Equity Shares of face value ₹ 1 each thereafter			
Mode of Allotment	Compulsorily in dematerialised form			
Allotment Lot	[●] Equity Shares and in multiples of one Equity Share of face value of ₹ 1 each thereafter	A minimum of [●] Equity Shares of face value ₹ 1 each and in multiples of one Equity Share thereafter		
Trading Lot	One Equity Share of face value of ₹1 each			
Who can apply(3)(4)	Eligible Employees	Public financial institutions as specified in Section 2(72) of the Companies Act, scheduled commercial banks, Mutual Funds, FPIs (other than individuals, corporate bodies and family offices), VCFs, AIFs, FVCIs registered with SEBI, multilateral and bilateral development financial institutions, state industrial development corporation, insurance companies registered with IRDAI, provident funds (subject to applicable law) with minimum corpus of ₹250.00 million, pension funds with minimum corpus of ₹250.00 million, registered with the Pension Fund Regulatory and Development Authority	Resident Indian individuals, Eligible NRIs, HUFs (in the name of the karta), companies, corporate bodies, scientific institutions, societies, trusts, family offices and FPIs who are individuals, corporate bodies and family offices which are recategorized as Category II FPIs and registered with SEBI.	Resident Indian individuals, Eligible NRIs and HUFs (in the name of the karta)

Particulars	Eligible Employees#	QIBs(1)	Non-Institutional Bidders (3)	Retail Individual Bidders
		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, the insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important NBFCs, in accordance with applicable laws.		
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(3) **In case of all other Bidders:** Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder or by the Sponsor Bank(s) through the UPI Mechanism (other than Anchor Investors) that is specified in the ASBA Form at the time of submission of the ASBA Form			
Mode of Bidding^	Through ASBA Process only (except in case of Anchor Investors)	Through ASBA process only (excluding the UPI Mechanism) (except in case of Anchor Investors)	Through ASBA process only (including the UPI Mechanism for Bids up to ₹ 0.50 million)	Through ASBA process only (including the UPI Mechanism)

** Assuming full subscription in the Offer*

 # Eligible Employees 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). An Eligible Employee Bidding in the Employee Reservation Portion (subject to Bid Amount being up to ₹ 0.20 million) can also Bid in the Retail Portion, and such Bids shall not be considered multiple Bids. However, Bids by Eligible Employees Bidding in the Employee Reservation Portion and in the Non-Institutional Portion may be treated as multiple Bids, only if Eligible Employee has made an application of more than ₹ 0.20 million in the Employee Reservation Portion. 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.

^ Anchor Investors are not permitted to use the ASBA process. Further, pursuant to SEBI ICDR Master Circular, the SEBI has mandated that ASBA applications in the Offer will be processed only after the Bid Amounts are blocked in the bank accounts of the investors.

Accordingly, Stock Exchanges shall, for all categories of investors viz. QIBs, NIIs and RIBs and all modes through which the Applications are processed, accept ASBA Forms in their electronic book building platform only with a mandatory confirmation on the Bid Amounts blocked.

[(1)]Our Company, in consultation with the BRLMs may 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) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion is up to ₹ 100.00 million, (ii) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹ 100.00 million but up to ₹ 2,500.00 million under the Anchor Investor Portion, subject to a minimum Allotment of ₹ 50.00 million per Anchor Investor, and (iii) 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 10 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 of face value ₹ 1 each, that the Bid Amount is at least ₹ 100.00 million. One-third of the Anchor Investor Portion will be reserved for domestic Mutual Funds, subject to valid Bids being received at or above the price at which allocation is made to Anchor Investors, which price shall be determined by the Company, in consultation with the BRLMs.

[(2)] Subject to valid Bids being received at or above the Offer Price. This Offer is made in accordance with the Rule 19(2)(b) of the SCRR and is being made through the Book Building Process, in compliance with Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Net Offer shall be available for allocation on a proportionate basis to QIBs. Such number of Equity Shares of face value of ₹1 each representing 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to QIBs, including Mutual Funds, subject to valid Bids being received from them at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares of face value of ₹5 each available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to all QIBs. Further, subject to availability of Equity Shares of face value of ₹1 each in the respective categories, not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation to RIBs, in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

[(3)] 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 price at which Equity Shares of face value ₹ 1 each are allocated to the Anchor Investors and the Anchor Investor Offer Price, shall be payable by the Anchor Investor Pay-in Date as mentioned in the CAN. For details of terms of payment of applicable to Anchor Investors, see General Information Document available on the website of the Stock Exchanges and the BRLMs. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

[(4)] In the event that a Bid is submitted in joint names, the relevant Bidders should ensure that the depository account is also held in the same joint names and the names are in the same sequence in which they appear in the Bid cum Application Form. The Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such First Bidder would be required in the Bid cum Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Promoter Selling Shareholders, 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 of face value ₹ 1 each.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion and 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, please see section titled "*Terms of the Offer*" on page 428. The Bids by FPIs with certain structures as described under "*Offer Procedure - Bids by Foreign Portfolio Investors*" on page 450 having same PAN will be collated and identified as a single Bid in the Bidding process. The Equity Shares of face value ₹ 1 each Allocated and Allotted to such successful Bidders (with same PAN) will be proportionately distributed.

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 (net of Employee Discount, if any), at the time of making a Bid. Subject to valid Bids being received at or above the Offer Price, undersubscription, if any, in any category except the QIB Portion, would be met with spillover from the other categories or a combination of categories at the discretion of our Company in consultation with the BRLMs, and the Designated Stock Exchange, on proportionate basis as per the SEBI ICDR Regulations.

OFFER PROCEDURE

*All Bidders should read the General Information Document for investing in public offers prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars (the "**General Information Document**") which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the Abridged Prospectus accompanying the Bid cum Application Form. The General Information Document is available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer, including in relation to the process for Bids by UPI Bidders. 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/Applicants; (v) issuance of CAN and Allotment in the Offer; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) submission of Bid cum Application Form; (viii) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (ix) applicable provisions of the Companies Act, 2013 relating to punishment for fictitious applications; (x) mode of making refunds; (xi) Designated Date; (xii) disposal of applications; and (xiii) interest in case of delay in Allotment or refund.

*SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019, SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019, SEBI circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020, SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M) dated March 16, 2021, SEBI circular (SEBI/HO/CFD/DIL2/P/CIR/2021/570) dated June 2, 2021, SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2022/51) dated April 20, 2022, SEBI Circular No. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and any subsequent circulars or notifications issued by SEBI in this regard from time to time has proposed to introduce an alternate payment mechanism using Unified Payments Interface ("**UPI**") and consequent reduction in timelines for listing in a phased manner. For details on the phased implementation of UPI as a payment mechanism, see "– Book Building Procedure" below on page* 443*. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45) dated April 5, 2022, (now rescinded and replaced by the SEBI ICDR Master Circular) all individual bidders in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹0.50 million shall use the UPI Mechanism. Subsequently, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022(now rescinded and replaced by the SEBI ICDR Master Circular to the extent it pertains to SEBI ICDR Regulations), applications made using the ASBA facility in initial public offerings shall be processed only after application monies are blocked in the bank accounts of investors (all categories). The Registrar and SCSBs will comply with any additional circulars or other Applicable Law, and the instructions of the BRLMs, as may be issued in connection with this circular. Accordingly, Stock Exchanges shall, for all categories of investors and other reserved categories and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked. Pursuant to SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023(now rescinded and replaced by the SEBI ICDR Master Circular), the revised timeline of T+3 days had been made applicable in two phases i.e. (i) voluntary for all public issues opening on or after September 1, 2023; and (ii) mandatory on or after December 1, 2023 ("**T+3 Notification**").*

The Offer will be undertaken pursuant to the processes and procedures as notified in the T+3 Notification under Phase III on a mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to

SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 (now rescinded and replaced by the SEBI ICDR Master Circular), has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances, including the reduction of time period for unblocking of application monies from 15 days to four days. This circular is effective for initial public offers opening on/or after May 1, 2021, except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and the provisions of this circular, as amended, are deemed to form part of this Draft Red Herring Prospectus. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 (now rescinded and replaced by the SEBI ICDR Master Circular), all individual bidders in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹ 0.50 million shall use the UPI Mechanism and shall also provide their UPI ID in the Bid cum Application Form submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 (now rescinded and replaced by the SEBI ICDR Master Circular to the extent it pertains to SEBI ICDR Regulations), applications made using the ASBA facility in initial public offerings shall be processed only after application monies are blocked in the bank accounts of investors (all categories).

In 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, in accordance with the T+3 Notification, the Bidder shall be compensated at a uniform rate of ₹100 or 15% per annum of the Bid Amount, whichever is higher, per day 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. Further, in accordance with the T+3 Notification, the reduced timelines for refund of Application money has been made two days.

The BRLMs shall be the nodal entity for any issues arising out of public issuance process.

Our Company, the Promoter Selling Shareholders and the BRLMs, members of the Syndicate are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares of face value ₹ 1 each that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus, when filed.

Further, our Company, the Promoter Selling Shareholders and the Members of the Syndicate are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in the Offer.

Book Building Procedure

This Offer is being made 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 and is in compliance 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 Net Offer shall be allocated on a proportionate basis to QIBs, provided that our Company, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Allocation Price on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allotment in the Anchor Investor Portion, the balance Equity Shares of face value ₹ 1 each shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs (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 of face value ₹ 1 each in the respective categories, not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Bidders out of which (a) one third of such portion shall be reserved for applicants with application size of more than ₹ 0.20

million and up to ₹ 1 million; and (b) two third of such portion shall be reserved for applicants with application size of more than ₹ 1 million, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation to RIBs 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, if any.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories of Bidders at the discretion of our Company, in consultation with the BRLMs, and the Designated Stock Exchange subject to receipt of valid Bids received at or above the Offer Price. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from any other category or a combination of categories. In case of under-subscription in the Offer, Equity Shares up to 90% of the Fresh Issue will be issued prior to the sale of Equity Shares in the Offer for Sale, provided that the balance subscription in the Offer will be met in the following order of priority (i) through the sale of the Offered Shares being offered by the Promoter Selling Shareholders in the Offer for Sale on a proportionate basis, and (ii) through the issuance of balance part of the Fresh Issue. The balance Equity Shares of the Fresh Issue (i.e., 10% of the Fresh Issue) will be offered only once the entire portion of the Offered Shares is Allotted in the Offer. 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. 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.

The Equity Shares of face value ₹ 1 each, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges. Investors should note that the Equity Shares of face value ₹ 1 each 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), shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares of face value ₹ 1 each in physical form.

Phased implementation of UPI for Bids by RIBS as per the UPI Circulars

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of, *inter alia*, equity shares. 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 RIBs through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

Phase I: This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, an RIB had the option to submit the ASBA Form with any of the Designated Intermediary and use his/ her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

Phase II: This phase has become applicable from July 1, 2019. and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 has decided to extend the timeline for implementation of UPI Phase II until March 31, 2020. Subsequently, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI

Phase II until further notice. Under this phase, submission of the ASBA Form with details of bank account by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds has been discontinued and replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase.

Phase III: This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("**T+3 Notification**"). In this phase, the time duration from public issue closure to listing is proposed to be reduced to three Working Days. Accordingly, upon commencement of Phase III, the reduced time duration shall be applicable for the Offer. 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 advertised in all editions of [●], a widely circulated English national daily newspaper and in 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 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 facility of making application in public issues shall also provide facility to make application using UPI. Our Company will be required to appoint SCSBs as the Sponsor Bank(s) to act as conduits 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.

Pursuant to the UPI Circulars, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circulars include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the post-Offer BRLMs will be required to compensate the concerned investor.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with the SEBI ICDR Master
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Pursuant to the SEBI ICDR Master Circular, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the SEBI ICDR Master Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one 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. 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 Office. An electronic copy of the Bid cum Application Form will also be available for download on the websites of the Stock Exchanges (www.nseindia.com and www.bseindia.com) at least one day prior to the Bid/ Offer Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices 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 case of UPI Bidders. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

UPI Bidders must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Forms that do not contain the UPI ID are liable to be rejected. Applications made using third party bank account or using third party linked bank account UPI ID are liable to be rejected.

ASBA Bidders must provide either (i) the bank account details and authorisation to block funds in their respective ASBA Accounts, 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.

Since the Offer is made under Phase III of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner below:

(i) UPI Bidders using 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.

(ii) QIBs and Non-Institutional Bidders (other than Non-Institutional Bidders using UPI Mechanism) may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

For all initial public offer opening on or after September 1, 2022, as specified in SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, all the ASBA applications in public issues shall be processed only after the application monies are blocked in the investor's bank accounts. Stock 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. Retail, QIB and NIB and also for all modes through which the applications are processed.

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 SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 (now rescinded and replaced by the SEBI ICDR Master Circular to the extent it pertains to SEBI ICDR Regulations), which has become effective from September 1, 2022.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. UPI Bidders, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs. RIBs authorising an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs (except UPI Bidders). ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Bank(s), as applicable at the time of submitting the Bid.

UPI Bidders bidding through UPI Mechanism must provide the UPI ID in the relevant space provided in the Bid cum Application Form.

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.

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 Bidders, Retail Individual Bidders and Eligible NRIs applying on a non-repatriation basis(1)	[●]
Non-Residents including Eligible NRIs, FPIs or FVCIs registered multilateral and bilateral development financial institutions applying on a repatriation basis	[●]
Anchor Investors(2)	[●]
Eligible Employees Bidding in the Employee Reservation Portion(3)	[●]

**Excluding electronic Bid cum Application*

(1) Electronic Bid cum Application forms and the Abridged Prospectus will also be available for download on the websites of the Stock Exchanges (www.nseindia.com and www.bseindia.com).

(2) Bid cum Application Forms for Anchor Investors shall be available at the offices of the BRLMs.

(3) Bid cum Application Forms for Eligible Employees shall be available at the Registered Office of our Company.

In case of ASBA forms, the relevant Designated Intermediaries (other than SCSBs) shall submit/deliver the Bid cum Application Form to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non- SCSB bank or any Escrow Bank. Further, SCSBs shall upload the relevant Bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchanges and the Stock Exchanges 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. The Stock Exchanges shall accept the ASBA applications in their electronic bidding system only with a mandatory confirmation on application monies blocked. For UPI Bidders, the Stock Exchanges shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded.

For UPI Bidders using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Banks on a continuous basis through API integration to enable the Sponsor Banks to initiate UPI Mandate Request to RIBs for blocking of funds. The Sponsor Banks shall initiate request for blocking of funds through NPCI to RIBs, who shall accept the UPI mandate request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. In accordance with BSE Circular No: 20220803-40 and NSE Circular No: 25/2022, each dated August 3, 2022, for all pending UPI Mandate Requests, the Sponsor Banks shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm on the Bid/Offer Closing Date ("**Cut-Off Time**"). Accordingly, UPI Bidders Bidding using through the UPI Mechanism should accept UPI mandate requests for blocking of funds prior to the Cut-Off Time and all pending UPI mandate requests at the Cut-Off Time shall lapse. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in SEBI ICDR Master Circular. The NPCI shall maintain an audit trail for every bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Banks, NPCI or the bankers to an issue) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the bankers to an issue.

The Sponsor Banks and 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 as specified in circulars prescribed by SEBI, from time to time.

The processing fees for applications made by the UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such SCSBs provide a written confirmation in compliance with the SEBI RTA Master Circular, in a format prescribed by SEBI or applicable law.

Pursuant to NSE circular dated August 3, 2022, the following is applicable to all initial public offers opening on or after September 1, 2022:

(1) Cut-off time for acceptance of UPI Mandate shall be up to 5:00 pm on the initial public offer closure date and existing process of UPI bid entry by syndicate members, registrars to the offer and depository participants shall continue till further notice.

(2) 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.

(3) Bid entry and modification/ cancellation (if any) shall be allowed in parallel to the regular bidding period up to 4:00 pm for QIBs and Non-Institutional Bidder categories and up to 5:00 pm for Retail Individual categories on the initial public offer closure day.

(4) The Stock Exchanges shall display bid Offer demand details on their websites and for UPI bids, the demand shall include/consider UPI bids only with latest status as RC 100 – Block Request Accepted by Investor/ Client, based on responses received from the Sponsor Bank(s).

Electronic registration of Bids

a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the Offer, subject to applicable laws.

b) On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids until such time as may be permitted by the Stock Exchanges and as disclosed in the Red Herring Prospectus.

c) Only Bids that are uploaded on the Stock Exchanges platform are considered for allocation/Allotment. The Designated Intermediaries are given until 5:00 pm IST for Retail Individual Bidders and 4:00 pm for Non-Institutional Bidders and QIBs, on the Bid/Offer Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

d) QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids.

Participation by our Promoters and members of our Promoter Group, the BRLMs, associates and affiliates of the BRLMs and the Syndicate Members and the persons related to Promoters and members of our Promoter Group, the BRLMs and the Syndicate Members

The BRLMs and the Syndicate Members shall not be allowed to purchase/subscribe to Equity Shares of face value ₹ 1 each in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLMs and the Syndicate Members may Bid for Equity Shares of face value ₹ 1 each in the Offer, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, where the allocation is on a proportionate basis or in any other manner as introduced under applicable laws and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the BRLMs and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Neither (i) the BRLMs or any associates of the BRLMs (except mutual funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associate of BRLMs or AIFs sponsored by the entities which are associate of the BRLMs or FPIs other than individuals, corporate bodies and family offices which are associates of the BRLMs or pension funds sponsored by entities which are associates of the BRLMs) nor; (ii) any person related to the Promoters or members of our Promoter Group shall apply in the Offer under the Anchor Investor Portion. For the purposes of this section, a QIB who has any of the following rights shall be deemed to be a "person related to the Promoter or members of our Promoter Group": (a) rights under a shareholders' agreement or voting agreement entered into with the Promoter or members of our Promoter Group; (b) veto rights; or (c) right to appoint any nominee director on our Board.

Further, an Anchor Investor shall be deemed to be an "associate of the BRLMs", if: (a) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or (b) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (c) there is a common director, excluding a nominee director, amongst the Anchor Investor and the BRLMs.

Further, persons related to our Promoters and members of our Promoter Group shall not apply in the Offer under the Anchor Investor Portion. Except to the extent of participation in the Offer for Sale by our Promoters and except in accordance with applicable law, members of our Promoter Group will not participate in the Offer.

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 net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds 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 Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents ([●] in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents ([●] in colour). Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment.

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Eligible NRI Bidders Bidding on a repatriation basis by using the Non-Resident Forms should authorise their respective SCSB (if they are Bidding directly through the SCSB) or confirm or accept the UPI Mandate Request (in case of UPI Bidders) to block their Non- Resident External ("**NRE**") accounts, or FCNR accounts, and eligible NRI Bidders Bidding on a non-repatriation basis by using Resident Forms should authorize their respective SCSBs (if they are Bidding directly through SCSB) or confirm or accept the UPI Mandate Request (in case of UPI Bidders) to block their Non-Resident Ordinary ("**NRO**") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. Eligible NRIs applying on a non-repatriation basis in the Offer through the UPI Mechanism are advised to enquire with their relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form.

Participation of Eligible NRIs in the Offer shall be subject to compliance with the FEMA NDI Rules. In accordance with the FEMA NDI Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up Equity Share capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

NRIs will be permitted to apply in the 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.

For further details of restrictions on investment by NRIs, please see section titled "*Restrictions on Foreign Ownership of Indian Securities*" on page 468.

Bids by Hindu Undivided Families ("HUFs")

Bids by HUFs should be made, in the individual name of the *Karta*. The Bidder/Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder/Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta*". Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals.

Bids by Foreign Portfolio Investors ("FPIs")

An FPI may purchase or sell equity shares of an Indian company which is listed or to be listed on a recognised stock exchange in India, and/or may purchase or sell securities other than equity instruments.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

In terms of the SEBI FPI Regulations, the investment in Equity Shares of face value ₹ 1 each by a single FPI or an investor group (which means multiple entities registered as FPIs and directly or indirectly having common ownership of more than 50% or common control) must be below 10% of our total paid-up Equity Share capital on a fully diluted basis. Further, in terms of the FEMA NDI Rules, the total holding by each FPI (or a group) shall be less than 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis and the aggregate limit for FPI investments shall be sectoral caps applicable to our Company, which is 100% of the total paid-up Equity Share capital of our Company on a fully diluted basis.

In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

In case the total holding of an FPI increases beyond 10% of the total paid-up Equity Share capital, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants issued that may be issued by our Company, the total investment made by the FPI will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non-Residents ([●] in colour).

As specified in the General Information Document, it is hereby clarified that bids received from FPIs bearing the same PAN shall be treated as multiple Bids and are liable to be rejected, except for Bids from FPIs that utilize the multiple investment manager structure in accordance with the SEBI master circular bearing reference no. SEBI/HO/AFD/AFD-PoD-2/P/CIR/2-24/70 dated May 30, 2024, on Foreign Portfolio Investors, Designated Depository Participants and Eligible Foreign Investors ("**MIM Structure**"), issued to facilitate implementation of SEBI FPI Regulations provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs. Accordingly, it should be noted that multiple Bids received from FPIs, who do not utilize the MIM Structure, and bear the same PAN, are liable to be rejected. In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure and indicate the name of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Bids are liable to be rejected. Further, in the following cases, the bids by FPIs will not be considered as multiple Bids: involving (i) the MIM Structure and indicating the name of their respective investment managers in such confirmation; (ii) offshore derivative instruments ("**ODI**") which have obtained separate FPI registration for ODI and proprietary derivative investments; (iii) sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration; (iv) FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple investment strategies/sub-funds with identifiable differences and managed by a single investment manager; (v) multiple branches in different jurisdictions of foreign bank registered as FPIs; (vi) Government and Government related investors registered as Category 1 FPIs; and (vii) Entities registered as Collective Investment Scheme having multiple share classes.

To ensure compliance with the above requirement, SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Offer to ensure there is no breach of the investment limit, within the timelines for issue procedure, as prescribed by SEBI from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to *inter alia* the following conditions:

(a) such offshore derivative instruments are transferred only to persons in accordance with Regulation 21(1) of the SEBI FPI Regulations; and

(b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

Participation of FPIs in the Offer shall be subject to the FEMA Rules.

Please note that in terms of the General Information Document, the maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under applicable laws. Further, multiple 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 the 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 of face value ₹ 1 each 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 multiple entities registered as FPIs and 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. However, the clubbing of investment limits of FPIs having common control shall not be applicable to the cases provided for under Regulation 22(4) of the SEBI FPI Regulations.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, NBFC-ND-SI, insurance companies, insurance funds set up by the army, navy or air force of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250 million and pension funds with a minimum corpus of ₹ 250 million, registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013 (in each case, subject to applicable law and in accordance with their respective constitutional documents), a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws, as applicable must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof.

Our Company, in consultation with the 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 SEBI registered Venture Capital Funds ("VCFs"), Alternate Investment Funds ("AIFs") and Foreign Venture Capital Investors ("FVCIs")

The SEBI FVCI Regulations as amended, *inter alia*, prescribe the investment restrictions on FVCIs registered with SEBI. The SEBI VCF Regulations (*now repealed), inter alia*, prescribed the investment criteria for VCFs. Further, the SEBI AIF Regulations, which have repealed the SEBI VCF Regulations, prescribe, amongst others, the investment restrictions on AIFs including VCFs. However, all venture capital funds and schemes launched by VCFs prior to the date of notification of the SEBI AIF Regulations shall continue to be governed by the SEBI VCF Regulations till the fund or scheme is wound up. Further, subject to Schedule VII of the FEMA Rules and in terms of the SEBI FVCI Regulations, FVCIs can invest only up to 33.33% of the investible funds in various prescribed instruments, including in public offerings of a venture capital undertaking or investee company whose shares are proposed to be listed.

Category I AIFs and Category II AIFs cannot invest more than 25% of the investible funds in an investee company directly or through investment in the units of other AIF. A Category III AIFs cannot invest more than 10% of the investible funds in an investee company directly or through investment in the units of other AIF. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Pursuant to the repeal of the SEBI The VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations. Our Company, the Promoter Selling Shareholders, severally and not jointly, and the BRLMs will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Participation of VCFs, AIFs or FVCIs in the Offer shall be subject to the FEMA Rules.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Bids by Limited Liability Partnerships ("**LLPs**")

In case of Bids made by LLPs 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 banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company, in consultation with the BRLMs reserves the right to reject any Bid without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended ("**Banking Regulation Act**"). and the Master Direction - Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended, is 10% of the paid-up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10% of the banking company's own paid- up share capital and reserves, whichever is less. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial and non-financial services, including overseas investments company cannot exceed 20% of the bank's paid-up share capital and reserves. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company, subject to prior approval of the RBI, if (i) the investee company is engaged in non-financial activities permitted for banking companies in terms of Section 6(1) of the Banking Regulation Act; (ii) the additional acquisition is through restructuring of debt, or to protect the banking company's interest on loans/investments made to a company, in which case, the banking company is required to submit a time-bound action plan for disposal of such shares within a specified period to RBI. However, the banking company shall not (a) 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; or (b) make any investment in a Category III AIFs and any investment by a bank's subsidiary in a Category III AIF shall be restricted to the regulatory minima prescribed by SEBI. However, the cap under clause (a) above doesn't apply to the cases mentioned in (i) and (ii) above.

A banking company would require a prior approval of RBI to make investment in a (i) subsidiary or a financial services company that is not a subsidiary (with certain exceptions prescribed); and (ii) non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in para 5(a)(v)(c)(i) of the Master Direction - Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended; and (iii) investment of more than 10% of the paid-up capital / unit capital in a Category I AIF or Category II AIF.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the SEBI ICDR Master Circulars. 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 Eligible Employees

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). The Allotment in the Employee Reservation Portion will be on a proportionate basis. Eligible Employees under the Employee Reservation Portion may Bid at Cut-off Price provided that the Bid does not exceed ₹ 0.50 million (net of Employee Discount, if any).

However, Allotments to Eligible Employees in excess of ₹ 0.20 million (net of Employee Discount, if any) shall be considered on a proportionate basis, in the event of undersubscription in the Employee Reservation

Portion, subject to the total Allotment to an Eligible Employee not exceeding ₹ 0.50 million (net of Employee Discount, if any) (which will be less Employee Discount). Subsequent undersubscription, if any, in the Employee Reservation Portion shall be added back to the Net Offer. Eligible Employees Bidding in the Employee Reservation Portion may Bid at the Cut-off Price.

In relation to Bids under Employee Reservation Portion by Eligible Employees:

1. They may only be made only in the prescribed Bid cum Application Form or Revision Form.
2. The Bidder should be an Eligible Employee as defined. In case of joint bids, the first Bidder shall be an Eligible Employee.
   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.
3. Eligible Employees can apply at Cut-off Price.
4. 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.
5. Eligible Employees bidding in the Employee Reservation Portion can also Bid through the UPI mechanism.
6. Bids by Eligible Employees in the Employee Reservation Portion and in the Net Offer portion shall not be treated as multiple Bids. However, Bids by Eligible Employees Bidding in the Employee Reservation Portion and in the Non-Institutional Portion may be treated as multiple Bids, only if Eligible Employee has made an application of more than ₹ 0.20 million in the Employee Reservation Portion. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.
7. Under-subscription, if any, in the Employee Reservation Portion will be added back to the Net Offer.

In case of under-subscription in the Net Offer, spill over to the extent of under-subscription shall be permitted from the Employee Reservation Portion. If the aggregate demand in this category is greater than [●] Equity Shares at or above the Offer Price, the allocation shall be made on a proportionate basis. Please note that any individuals who are directors, employees or promoters of (a) the BRLMs, Registrar to the Offer, or the Syndicate Members, or of the (b) 'associate companies' (as defined in the Companies Act, 2013, as amended) and 'group companies' of such BRLMs, Registrar to the Offer or Syndicate Members are not eligible to bid in the Employee Reservation Portion.

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 are prescribed under the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016 ("**IRDAI Investment Regulations**") read with the IRDAI master circular bearing reference no. IRDA/F&I/CIR/INV/226/10/2022 dated October 27, 2022, each as amended are broadly set forth below:

1. equity shares of a company: the lower of 10%* of the outstanding equity shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer or health insurer;
2. 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
3. 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 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.

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.

Insurance companies participating in the Offer are advised to refer to the IRDAI Investment Regulations for specific investment limits applicable to them and shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids by Provident Funds/Pension Funds

In case of Bids made by provident funds/pension funds with minimum corpus of ₹250 million, registered with the Pension Fund Regulatory and Development Authority established under sub-section (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, in consultation with the BRLMs reserve the right to reject any Bid, without assigning any reason thereof.

Bids by Systemically Important NBFCs

In case of Bids made by Systemically Important NBFCs registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis, (iii) a net worth certificate from its statutory auditor, and (iv) such other approval as may be required by the Systemically Important Non-Banking Financial Companies, are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law. Systemically Important NBFCs participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations, in addition to details and conditions mentioned in this section, the key terms for participation by Anchor Investors are provided below:

1. Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the BRLMs.

2. The Bid must be for a minimum of such number of Equity Shares of face value ₹ 1 each so that the Bid Amount exceeds ₹ 100 million. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹ 100 million.

3. One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.

4. Bidding for Anchor Investors will open one Working Day before the Bid/Offer Opening Date, and will be completed on the same day.

5. Our Company, in consultation with the BRLMs will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than: (a) maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹ 100 million; (b) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹ 100 million but up to ₹2,500.00 million, subject to a minimum Allotment of ₹ 50 million per Anchor Investor; and (c) in case of allocation above ₹2,500.00 million under the Anchor Investor

Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹ 2,500 million, and an additional 10 Anchor Investors for every additional ₹ 2,500.00 million, subject to minimum Allotment of ₹ 50 million per Anchor Investor.

6. Allocation to Anchor Investors will be completed on the Anchor Investor Bidding Date. The number of Equity Shares of face value ₹ 1 each 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.

7. Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

8. If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors on the Anchor Investor Pay-in Date specified in the CAN. If the Offer Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Offer Price and the difference amount shall not be refunded to the Anchor Investors.

9. Equity Shares of face value ₹ 1 each Allotted in the Anchor Investor Portion will be locked in, in accordance with the SEBI ICDR Regulations. 50% Equity Shares of face value ₹ 1 each allotted to Anchor Investors shall be locked–in for a period of 90 days from the date of Allotment, whereas, the remaining 50% shall be locked-in for a period of 30 days from the date of Allotment.

10. Neither the (a) BRLMs (s) or any associate of the BRLMs (other than mutual funds sponsored by entities which are associate of the BRLMs or insurance companies promoted by entities which are associate of the BRLMs or Alternate Investment Funds (AIFs) sponsored by the 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 BRLMs) or pension fund sponsored by entities which are associate of the BRLMs nor (b) our Promoters, members of our Promoter Group or any person related to our Promoters or members of our Promoter Group shall apply under the Anchor Investors category.

11. Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

    For more information, please read the General Information Document.

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 of face value ₹ 1 each shall be allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company, the Promoter Selling Shareholders and/or the BRLMs 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 of face value ₹ 1 each will be listed or will continue to be listed on the Stock Exchanges.

General Instructions

QIB Bidders and Non-Institutional Bidders are not allowed to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares of face value ₹ 1 each or the Bid Amount) at any stage. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bidding Date. RIBs and Eligible Employees Bidding under the Employee Reservation Portion can revise their Bids during the Bid/ Offer Period and withdraw their Bids until Bid/ Offer Closing Date

Do's:

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

2. Ensure that you have Bid within the Price Band;

3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;

4. Ensure that you (other than in the case of Anchor Investors) have mentioned the correct details of ASBA Account (i.e. bank account number) in the Bid cum Application Form if you are not an UPI Bidder in the Bid cum Application Form and if you are an 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;

5. UPI Bidders through the SCSBs and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. UPI Bidders shall ensure that the name of the app and the UPI handle which is used for making the application is displayed on the SEBI website;

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. Bidders (other than Anchor Investors) shall submit the Bid cum Application Form in the manner set out in the GID;

7. Ensure that you mandatorily have funds equal to or higher than the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to the relevant Designated Intermediaries;

8. If the First Bidder is not the bank account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have an account with an SCSB and have mentioned the correct bank account number in the Bid cum Application Form (for all ASBA Bidders other than UPI Bidders);

9. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;

10. Ensure that you request for and receive a stamped acknowledgement counterfoil or acknowledgment specifying the application number as a proof of having accepted Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;

11. The ASBA bidders shall ensure that bids above ₹ 0.50 million, are uploaded only by the SCSBs;

12. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. Ensure that the signature of the First Bidder is included in the Bid cum Application Forms;

13. UPI Bidders Bidding in the Offer to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID) to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;

14. Bidders not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and/or the designated branches of SCSBs or the relevant Designated Intermediary, as applicable;

15. UPI Bidders in the Offer to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID which is UPI 2.0 certified by NPCI to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;

16. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

17. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or Sponsor Banks, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Offer, ensure that you authorise the UPI Mandate Request, including in case of any revision of Bids, raised by the Sponsor Banks for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;

18. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular no. MRD/Dop/Cir-20/2008 dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular no. MRD/DoP/SE/Cir- 8 /2006 dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the 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;

19. Ensure that the Demographic Details are updated, true and correct in all respects;

20. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;

21. Ensure that the category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;

22. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents including a copy of the power of attorney, if applicable, are submitted;

23. Ensure that Bids submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;

24. UPI Bidders who wish to Bid should submit Bid with the Designated Intermediaries, pursuant to which the UPI Bidder should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank(s) to authorise blocking of funds equivalent to the revised Bid Amount in the UPI Bidder's ASBA Account;

25. Since the Allotment will be in demat form only, ensure that the Bidder's depository account is active, the correct DP ID, Client ID, the PAN, UPI ID, if applicable, are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, the PAN and UPI ID, if applicable, entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, PAN and UPI ID, if applicable, available in the Depository database;

26. RIBs who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which RIBs should ensure acceptance of the UPI Mandate Request received from the Sponsor Banks to authorise blocking of funds equivalent to the revised Bid Amount in the RIB's ASBA Account;

27. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Banks prior to 12:00 p.m. IST of the Working Day immediately after the Bid/ Offer Closing Date;

28. Anchor Investors should submit the Anchor Investor Application Forms to the BRLMs;

29. 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;

30. Bids by Eligible NRIs 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;

31. UPI Bidders shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his/her UPI PIN.

    Upon the authorisation of the mandate using his/her UPI PIN, an UPI Bidder may be deemed to have verified the attachment containing the application details of the UPI Bidder in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorised the Sponsor Banks to block the Bid Amount mentioned in the Bid Cum Application Form; and

32. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (other than for Anchor Investors and UPI Bidders) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at www.sebi.gov.in).

33. Bidders (except UPI Bidders) should instruct their respective banks to release the funds blocked in the ASBA account under the ASBA process. In case of RIBs, once the Sponsor Bank(s) issues the Mandate Request, the RIBs would be required to proceed to authorize the blocking of funds by confirming or accepting the UPI Mandate Request to authorize the blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner.

34. UPI Bidders who have revised their Bids subsequent to making the initial Bid should also approve the revised UPI Mandate Request generated by the Sponsor Bank(s) to authorize blocking of funds equivalent to the revised Bid Amount and subsequent debit of funds in case of Allotment in a timely manner.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;

2. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;

3. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;

4. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);

5. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;

6. Do not submit the Bid for an amount more than funds available in your ASBA account;

7. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of a Bidder;

8. In case of ASBA Bidders, do not submit more than one ASBA Form ASBA Account;

9. If you are an UPI Bidder, do not submit more than one Bid cum Application Form for each UPI ID;

10. Anchor Investors should not Bid through the ASBA process;

11. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;

12. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;

13. Do not submit the General Index Register (GIR) number instead of the PAN;

14. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;

15. Do not submit a Bid in case you are not eligible to acquire Equity Shares of face value ₹ 1 each under applicable law or your relevant constitutional documents or otherwise;

16. 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);

17. Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;

18. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;

19. Do not Bid on another Bid cum Application Form or the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;

20. Do not Bid for Equity Shares of face value ₹ 1 each more than what is specified for each category;

21. If you are a QIB, do not submit your Bid after 3 p.m. IST on the QIB Bid/Offer Closing Date (for online applications) and after 12:00 p.m. on the Bid/ Offer Closing Date (for physical applications);

22. Do not fill up the Bid cum Application Form such that the number of Equity Shares of face value ₹ 1 each Bid for, exceeds the Offer size and/or investment limit or maximum number of the Equity Shares of face value ₹ 1 each that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus;

23. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares of face value ₹ 1 each or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. RIBs and Eligible Employees bidding in the Employee Reservation Portion can revise or withdraw their Bids on or before the Bid/ Offer Closing Date;

24. Do not submit Bids to a Designated Intermediary at a location other than the Bidding Centres. If you are UPI Bidder, do not submit the ASBA Form directly with SCSBs;

25. If you are an UPI Bidder which is submitting the ASBA Form with any of the Designated Intermediaries and using your UPI ID for the purpose of blocking of funds, do not use any third party bank account or third party linked bank account UPI ID;

26. Do not Bid if you are an OCB;

27. UPI Bidders using the incorrect UPI handle or using a bank account of an SCSB and/ or mobile applications which is not mentioned in the list provided on the SEBI website is liable to be rejected;

28. Do not submit the Bid cum Application Forms to any non-SCSB bank;

29. Do not submit a Bid cum Application Form with third party ASBA Bank Account or UPI ID (in case of Bids submitted by UPI Bidder);

30. Do not Bid for a Bid Amount exceeding ₹ 0.20 million (for Bids by Retail Individual Bidders); and ₹0.50 million for Bids by Eligible Employees bidding in the Employee Reservation Portion;

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; and

32. 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.

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 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.

Grounds for technical rejection

In addition to the grounds for rejection of Bids on technical grounds as provided in the GID, Bidders are requested to note that Bids maybe rejected on the following additional technical grounds:

(a) Bids submitted without instruction to the SCSBs to block the entire Bid Amount;

(b) Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;

(c) Bids submitted on a plain paper;

(d) ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;

(e) Bids submitted without the signature of the First Bidder or Sole Bidder;

(f) The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;

(g) Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are "suspended for credit" in terms of SEBI circular CIR/MRD/DP/ 22 /2010 dated July 29, 2010;

(h) GIR number furnished instead of PAN;

(i) Bids by RIBs with Bid Amount of a value of more than ₹ 0.20 million;

(j) Bids by persons who are not eligible to acquire Equity Shares of face value ₹ 1 each in terms of all applicable laws, rules, regulations, guidelines and approvals;

(k) Bids accompanied by stock invest, money order, postal order, or cash;

(l) 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;

(m) 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)); and

(n) Bids uploaded by QIBs after 4.00 pm on the QIB Bid/Offer Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/Offer Closing Date, and Bids by RIBs 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 from RIBs, after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

Further, in case of any pre-Offer or post -Offer related issues regarding share certificates/ demat credit/refund orders/unblocking etc., investors can reach out the Company Secretary and Compliance Officer. For further details of the Company Secretary and Compliance Officer, please see section titled "*General Information*" and "*Our Management*" on pages 85 and 283, respectively.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/ Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100.00 per day or 15.00% 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. Further, Bidders shall be entitled to compensation in the manner specified in the SEBI ICDR Master Circular in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

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.

For details of grounds for technical rejections of a Bid cum Application Form, please see the General Information Document.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Designated Stock Exchanges, along with the BRLMs and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any allotment in excess of the Equity Shares of face value ₹ 1 each offered through the Offer through the Red Herring Prospectus and the Prospectus except in case of oversubscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an allotment of not more than 1.00% of the Offer may be made for the purpose of making allotment in minimum lots.

The allotment of Equity Shares of face value ₹ 1 each to applicants other than to the RIBs, Non-Institutional Bidders and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed. The Allotment of Equity Shares of face value ₹ 1 each to Anchor Investors shall be on a discretionary basis.

The allotment of Equity Shares of face value ₹ 1 each to each RIBs shall not be less than the minimum bid lot, subject to the availability of shares in RIB category, and the remaining available shares, if any, shall be allotted on a proportionate basis. Not less than 15.00% of the Offer shall be available for allocation to NIBs. The Equity Shares of face value ₹ 1 each available for allocation to NIBs under the Non -Institutional Portion, shall be subject to the following: (i) one-third of the portion available to NIBs shall be reserved for applicants with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million, and (ii) two-third of the portion available to NIBs shall be reserved for applicants with an application size of more than ₹ 1.00 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocate to applicants in the other sub-category of NIBs. The allotment to each NIB shall not be less than ₹ 0.20 million, subject to the availability of Equity Shares of face value ₹ 1 each in the Non -Institutional Portion, and the remaining Equity Shares of face value ₹ 1 each if any, shall be allocated on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations.

The allotment of Equity Shares of face value ₹ 1 each to each RIB shall not be less than the minimum bid lot, subject to the availability of shares in RIB category, and the remaining available shares, if any, shall be allotted on a proportionate basis.

Payment into Anchor Investor Escrow Accounts

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 of face value ₹ 1 each allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Anchor Investor Escrow Account should be drawn in favour of:

(a) In case of resident Anchor Investors: "[●]"

(b) In case of Non-Resident Anchor Investors: "[●]"

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Promoter Selling Shareholders, the Syndicate, the Escrow Banks and the Registrar to the Offer to facilitate collections of Bid amounts from Anchor Investors.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed under the SEBI ICDR Regulations, in all editions of [●], 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) each with wide circulation.

In the pre-Offer advertisement, we shall state the Bid/ Offer Opening Date and the Bid/ Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

Allotment advertisement

The Allotment advertisement shall be uploaded on the websites of our Company, BRLMs and Registrar to the Offer, before 9 p.m. IST, on the date of receipt of the final listing and trading approval from the Stock Exchanges, 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 the Stock Exchanges is received post 9:00 p.m. IST on that date, then the Allotment Advertisement shall be uploaded on the websites of our Company, BRLMs and Registrar to the Offer, following the receipt of final listing and trading approval from all the Stock Exchanges.

Our Company, the BRLMs and the Registrar shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading 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) each with wide circulation.

The information set out above is given for the benefit of the Bidders/Applicants. Our Company, the Promoter Selling Shareholders, severally and not jointly 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 of face value ₹ 1 each Bid for do not exceed the prescribed limits under applicable laws or regulations, or as will be specified in the Red Herring Prospectus and the Prospectus.

Signing of the Underwriting Agreement and filing with the RoC

(a) Our Company, the Promoter Selling Shareholders and the Underwriters intend to enter into an Underwriting Agreement after the finalisation of the Offer Price, but prior to filing of the Prospectus.

(b) After signing the Underwriting Agreement, a Prospectus will be filed with the RoC in accordance with applicable law. The Prospectus will contain details of the Offer Price, the Anchor Investor Offer Price, the Offer size, and underwriting arrangements and will be complete in all material respects.

Depository Arrangements

The Allotment of the Equity Shares of face value ₹ 1 each 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). For more information, please see section titled "*Terms of the Offer*" on page 428.

Undertakings by our Company

Our Company undertakes the following:

- adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders.

- the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;

- all steps for completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges where the Equity Shares of face value ₹ 1 each are proposed to be listed shall be taken within three Working Days of the Bid/ Offer Closing Date or such other period as may be prescribed by SEBI under applicable law;

- if Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, the SEBI ICDR Regulations and applicable law for the delayed period;

- the funds required for making refunds (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;

- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the unsuccessful Bidder within three Working Days from the Bid/ Offer Closing Date or such other prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

- the Promoters' contribution, if any, shall be brought in advance before the Bid/ Offer Opening Date and the balance, if any, shall be brought in on a pro rata basis before calls are made on the Allottees in accordance with the applicable provisions of the SEBI ICDR Regulations;

- 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 Working 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 public notice shall be issued in the same newspapers where the pre-Offer advertisements were published. The Stock Exchanges shall be informed promptly;

- that if the Offer is withdrawn after the Bid/ Offer Closing Date, our Company shall be required to file a fresh offer document with SEBI, in the event a decision is taken to proceed with an issue of the Equity Shares of face value ₹ 1 each subsequently;

- that our Company shall not have recourse to the Net Proceeds until the final approval for listing and trading of the Equity Shares of face value ₹ 1 each from all the Stock Exchanges where listing is sought has been received; and

- except for the Pre-IPO Placement, any allotment of Equity Shares of face value ₹ 1 each upon any exercise of options vested pursuant to the ESOP Scheme, no further issue of Equity Shares of face value ₹ 1 each shall be made till the Equity Shares of face value ₹ 1 each offered through the Red Herring Prospectus are listed or until the Bid monies are unblocked in ASBA Account/refunded on account of non-listing, under-subscription, etc.

Undertakings by the Promoter Selling Shareholders

The Promoter Selling Shareholders, in respect of themselves as a Promoter Selling Shareholder and the

Offered Shares, undertakes the following in respect of itself and the Offered Shares:

- their Offered Shares are eligible for being offered in the Offer for Sale in terms of Regulation 8 of the SEBI ICDR Regulations;

- they shall deposit their portion of Offered Shares in an escrow demat account in accordance with the Share Escrow Agreement;

- they shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to the Bidder for making a Bid in the Offer, and shall not make any payment, direct or indirect, in the nature of discounts, commission, allowance or otherwise to any person who makes a Bid in the Offer;

- they are the legal and beneficial owner of the Offered Shares and the Offered Shares which are offered by pursuant to the Offer for Sale are free from liens, charges and encumbrances;
- they shall not have recourse to the proceeds of the Offer, which shall be held in escrow in their favour, until the final approval for listing and trading of the Equity Shares of face value ₹ 1 each from the Stock Exchanges where listing is sought has been received; and

- they shall provide assistance to our Company and the BRLMs in redressal of such investor grievances that pertain to the Offered Shares.

Utilisation of Offer Proceeds

The Company declares that:

- all monies received out of the Fresh Issue shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act;

- details of all monies utilized out of the Fresh Issue shall be disclosed, and continue to be disclosed till the time any part of the Net Proceeds remains unutilized, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized; and

- details of all unutilized monies out of the Fresh Issue, if any shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested.

Impersonation

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"*Any person who –*

(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 1.00% 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 ₹1.0 million or 1.00% 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 ₹5.0 million or with both.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 ("**Industrial Policy**") of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment under the FDI Policy and FEMA.

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 ("DPIIT") (*earlier known as Department of Industrial Policy and Promotion*), issued the Consolidated FDI Policy, which is effective from October 15, 2020, which subsumes and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020. The Consolidated FDI Policy will be valid until the DPIIT issues an updated circular. As on date, under the Consolidated FDI Policy, up to 100% foreign investment under the automatic route is currently permitted in the manufacturing sector. As per the Consolidated FDI Policy, our business is currently categorized under the manufacturing sector. The FDI Policy and the FEMA Rules prescribe inter alia the method of calculation of total foreign investment (i.e., direct foreign investment and indirect foreign investment) in an Indian company.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the Consolidated FDI policy and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

On October 17, 2019, Ministry of Finance, Department of Economic Affairs, had notified the FEMA Rules, which had replaced the Foreign Exchange Management (Transfer and Issue of Security by a Person Resident Outside India) Regulations 2017. Foreign investment in this Offer shall be on the basis of the FEMA Rules. Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (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 Consolidated FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future FDI in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Offer in writing about such approval along with a copy thereof within the Bid/Offer Period.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer. For details, please see section titled "*Offer Procedure*" on page 442.

For details of the aggregate limit for investments by NRIs and FPIs in our Company, please see sections titled "*Offer Procedure – Bids by Eligible Non-resident Indians*" and "*Offer Procedure – Bids by Foreign Portfolio Investors*" on pages 449 and 450 respectively.

The Equity Shares of face value ₹ 1 each have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws in the United States. Accordingly, the Equity Shares of face value ₹ 1 each are being offered and sold outside the United

States in "offshore transactions" as defined in and in reliance on Regulation S and applicable laws of the jurisdictions where such offers and sales are made.

The above information is given for the benefit of the Bidders. Our Company, the Promoter Selling Shareholders and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares of face value ₹ 1 each Bid for do not exceed the applicable limits under laws or regulations.

SECTION X: DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES

No material clause of Articles of Association set out below has been left out from disclosure which may have a bearing on the Offer with respect to any investment decision or otherwise.

*The following regulations in these Articles of Association were adopted pursuant to the resolution of the board of directors of the Fujiyama Power Systems Limited (the "**Company**") on November 27, 2024 and the special resolution passed by the shareholders at the Extra-Ordinary General Meeting of the Company held on November 28, 2024 in substitution of and to the complete exclusion of the earlier regulations contained in its Articles of Association.*

PURSUANT TO SCHEDULE I

(SEE SECTIONS 4 AND 5) TO THE COMPANIES ACT, 2013)

TABLE F AS NOTIFIED UNDER SCHEDULE I

OF THE COMPANIES ACT, 2013 IS APPLICABLE TO THE COMPANY

#FUJIYAMA POWER SYSTEMS LIMITED

A COMPANY LIMITED BY SHARES

Article No **DESCRIPTION**

INTERPRETATION

I. (1) Regulations contained in Table F of Schedule I of the Companies Act, 2013 shall apply to the Company so far as they are not inconsistent with or repugnant to any of the regulations contained in these Articles.

(2) In these regulations—

(a) "the Act" means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles and any previous Company law, so far as may be applicable.

(b) "the Company" or "this Company" means #**FUJIYAMA POWER SYSTEMS LIMITED**.

(c) *"The Articles" or "these Articles" means the Articles of association of the Company as originally framed or as altered, from time to time.

(d) "the seal" means the common seal of the Company.

(e) "Annual General Meeting" shall mean a General Meeting of the holders of Equity Shares held annually in accordance with the applicable provisions of the Act.

(f) "Authorised capital" means such capital as specified from time to time in Clause V of the Memorandum of Association of the Company.

(g) "Beneficial Owner" means a person whose name is recorded as such with a Depository

(h) "Board of Directors" or "Board" means the board of Directors of the Company asconstituted from time to time in accordance with these Articles.

(i) "Debenture" includes Debenture stock, bonds or any other instrument of a Company evidencing a debt, whether constituting a charge on the assets of the Company or not.

(j) "Depositories Act" means the Depositories Act, 1996 or any statutory modification or reenactment thereof for the time being in force.

(k) "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 Companies Act, 2013 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.

(l) "Director" means a Director of the Board appointed or nominated from time to time in accordance with the terms of these Articles and the provisions of the Act.

(m) "Equity Shares" or "Shares" shall mean the issued, subscribed and fully paid-up equity shares of the Company.

(n) "Equity Share Capital" or "Share Capital" or "Capital" means in relation to the Company, its equity share capital within the meaning of Section 43 of the Act, as amended from time to time, together with all rights, obligations, title, interest and claim in such equity shares and includes all subsequent issue of such equity shares of whatever face value or description, bonus shares, conversion shares and shares issued pursuant to a stock split or the exercise of any warrant, option or other convertible security of the Company.

(o) "Extraordinary General Meeting" means an extraordinary general meeting of the Members of the Company convened and held in accordance with the Act.

(p) "General Meeting" means any duly convened meeting of the Members of the Company and any adjournments thereof.

(q) "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.

(r) "Memorandum" or "Memorandum of Association" means the Memorandum of association of the Company, as may be altered from time to time.

(s) "Original Director" means 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.

(t) "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.

(u) "Registrar" means Registrar of Companies having jurisdiction over the area in which the Registered Office of the Company is for the time being situated.

(v) "Tribunal" means the National Company Law Tribunal constituted under the Act.

(3) Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

Share capital and variation of rights

II. (1) (a) The Authorised Share Capital of the Company shall be such as specified from time to time in Clause

V of Memorandum of Association of the Company with power to increase, reduce or divide the Capital into several classes and to attach thereto respectively such preferential, priority, deferred, qualified or special rights, privileges, conditions or restrictions whether in regard to dividend, voting, return of capital, distribution of assets or otherwise, however as may be determined in accordance with applicable laws and regulations from time to time by the Company and to vary, modify or abrogate any such rights, privileges, conditions or restrictions in such manner as may from time to time be provided by the regulations of the Company and to consolidate or sub divide or re-organise shares or issue of shares of higher or lower denominations.

Subject to the provisions of these Articles and of the Act, the shares shall be under the control of the Directors, who may allot or otherwise dispose of the same to such persons on such terms and conditions and at such times as the Directors think fit and with full power to give any person the option to call for or be allotted shares of any class of the Company (Subject to the provisions of the Act) either at a premium or at a par, provided that option or right to call of shares shall not be given to any persons without the sanction of the Company in general meeting.

Subject to the provisions of the Act and of any other law for the time being in force in this regard, the Board of Directors may from time to time issue non- voting shares/ shares with differential voting rights upon such terms and conditions and with such rights and privileges (including with regard to dividend) attached thereto as may be thought fit and permitted and/or required by law, guidelines issued by statutory authorities and listing requirements.

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 installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.

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

Kinds of Share Capital

III. (1) (a) The Company may issue the following kinds of shares in accordance with these Articles, the Act and other applicable laws:

(a) Equity Share Capital:

(i) with voting rights; and/or

(ii) with differential rights as to dividend, voting or otherwise in accordance with the Act; and

(b) Preference Share Capital

(b) All provisions of these Articles in relation to shares and Members, except those which are inconsistent with the provisions of the Act, shall *mutatis mutandis* apply to Debentures and Debenture holder.

(2) (a) 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 may be prescribed:-

(i) one certificate for all his shares without payment of any charges; or

(ii) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

(b) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.

(c) In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

(3) (a) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate, a new certificate in lieu thereof shall be given without payment of any charges. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

(b) The Company shall effect issuance of certificates or receipts or advices, as applicable, of subdivision, split, consolidation, renewal, exchanges, endorsements, issuance of duplicates thereof or issuance of new certificates or receipts or advices, as applicable, in cases of loss or old decrepit or worn out certificates or receipts or advices, as applicable in dematerialised form within a period of thirty days from the date of such lodgement.

The provisions of Articles (2) and (3) shall *mutatis mutandis* apply to Debentures of the Company.

(4) Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by, or be compelled in any way to 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.

(5) (a) The Company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.

(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.

(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.

(6) (a) 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.

(b) To every such separate meeting, the provisions of these regulations relating to general meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

(7) The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari-passu* therewith.

(8) Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary

resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the Company before the issue of the shares may, by special resolution, determine.

(9) The period of redemption of such preference shares shall not exceed the maximum period for redemption provided under the Act.

Further Issue of Shares

IV. (1) Where at any time the Board or the Company, as the case may be, proposes 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 to:

(a) 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 (i) to (iii) below:

(i) The offer aforesaid shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen days and not exceeding thirty days from the date of the offer, within which the offer if not accepted, shall be deemed to have been declined.

Provided that the notice shall be dispatched through registered post or speed post or through electronic mode or courier or any other mode having proof of delivery to all the existing Members at least three days before the opening of the issue;

(j) 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;

(k) After the expiry of time specified in the notice aforesaid or on receipt of earlier intimation from the person to whom such notice is given that the person declines to accept the shares offered, the Board of Directors may dispose of them in such manner which is not disadvantageous to the Members and the Company;

(b) employees under any scheme of employees' stock option subject to Special Resolution passed by the Company and subject to the Rules and such other conditions, as may be prescribed under applicable law; or

(c) any person(s), if it is authorised by a Special Resolution, whether or not those persons include the persons referred to in clause (A) or clause (B) above either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed under the Act and the rules made thereunder;

(2) Nothing in sub-clause (iii) of Clause (1)(A) shall be deemed:

(a) To extend the time within which the offer should be accepted; or

(b) To authorize any person to exercise the right of renunciation for a second time on the ground that the person in whose favour the renunciation was first made has declined to take the shares compromised in the renunciation.

(3) Nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option as a term attached to the Debentures issued or loans raised by the Company to convert such Debentures or loans into shares in the Company or to subscribe for shares of the Company:

Provided that the terms of issue of such Debentures or loans containing such an option have been approved before the issue of such Debentures or the raising of such loans by a Special Resolution passed by the Company in a General Meeting;

(4) Notwithstanding anything contained in Article 12(3) hereof, where any Debentures have been issued, or loan has been obtained from any government by the Company, and if that Government considers it necessary in the public interest so to do, it may, by order, direct that such Debentures or loans or any part thereof shall be converted into shares in the Company on such terms and conditions as appear to the Government to be reasonable in the circumstances of the case even if terms of the issue of such Debentures or the raising of such loans do not include a term for providing for an option for such conversion:

Provided that where the terms and conditions of such conversion are not acceptable to the Company, it may, within sixty days from the date of communication of such order, appeal to Tribunal which shall after hearing the Company and the Government pass such order as it deems fit.

A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the rules made thereunder.

Lien

V. (1) The Company shall have a first and paramount lien—

(a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and

(b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the Company:

Provided that the Board of Directors may at any time declare any share to bewholly or in part exempt from the provisions of this clause.

(c) The Company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

(2) The Company may sell, in such manner as the Board thinks fit, any shares on whichthe Company has a lien:

Provided that no sale shall be made—

a. Unless a sum in respect of which the lien exists is presently payable; or

b. until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lienexists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

(3) (a) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.

(b) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(c) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

(4) (a) The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

(b) The residue, if any, shall, subject to a like lien for sums not presently payableas existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

Calls on shares

VI. (1) (a) The Board may, subject to the provisions of the Act, from time to time, make calls for such an amount as decided by the Board, upon the Members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times.

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

(b) Each Member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares.

(c) A call may be revoked or postponed at the discretion of the Board.

(2) A call shall be deemed to have been made at the time when the resolution of the Boardauthorising the call was passed and may be required to be paid by instalments.

(3) The joint holders of a share shall be jointly and severally liable to pay all calls inrespect thereof.

(4) (a) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine.

(b) The Board shall be at liberty to waive payment of any such interest wholly or in part.

(5) (a) Any sum which by the terms of issue of a share becomes payable on allotmentor at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(b) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

(6) The Board—

(a) may, if it thinks fit, subject to provisions of the Act, 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, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding,unless the Company in general meeting shall otherwise direct, twelve per cent.per annum, as may be agreed upon between the Board and the Member paying the sum in advance.

(c) No Members paying any such sum in advance shall be entitled to voting rights in respect of the moneys so paid by him until the same would but for such payment become presently payable.

(d) No Members paying any such sum in advance shall be entitled to right to dividend or to participate in profits.

The provisions of these Articles shall *mutatis mutandis* apply to any calls on Debentures of the Company.

Transfer of shares

VII. (1) 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.

(2) (a) The instrument of transfer of any share in the Company shall be in writing and duly executed by oron behalf of both the transferor and transferee, and all provisions of the Act shall be duly complied with in respect of all transfer of shares and registration thereof.

(c) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of Members in respect thereof.

(d) A common form of transfer shall be used in case of transfer of shares.

(e) 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 shall apply.

(3) The Board may, subject to the right of appeal conferred by section 58, decline to register—

(a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or

(b) any transfer of shares on which the Company has a lien.

(4) The Board may decline to recognise any instrument of transfer unless—

(a) The instrument of transfer is in the form as prescribed in rules made under sub- section (1) of section 56;

(b) The instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

(c) The instrument of transfer is in respect of only one class of shares.

(5) Requests for effecting transfer of shares shall not be processed unless the shares are held in the dematerialised form with a depository. Provided further that transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form or as otherwise may be permitted under applicable law.

(6) 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 documents.

(7) Subject to compliance with the Act and other applicable law, the Board shall be empowered, on giving not less than seven days previous notice or such period as may be prescribed, to suspend the registration of transfers at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days atany one time or for more than forty-five days in the aggregate in any year.

(8) Where in case of partly paid-up 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 non objection to the transfer within the time period prescribed under the Act.

(9) No share shall in any circumstances be transferred to any infant, insolvent or person of unsound mind, except fully paid-up shares through a legal guardian.

Transmission of shares

VIII. (1) (a) On the death of a Member, the survivor or survivors where the Member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the shares.

(b) Nothing in clause (a) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

(2) (a) Any person becoming entitled to a share in consequence of the death, lunacy, bankruptcy or insolvency of a Member, or 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 give), upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—

i. to be registered himself as holder of the share or elect to have some person nominated by him and approved by the Board, registered as such holder; or

ii. to make such transfer of the share as the deceased or insolvent Member could have made.

(b) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent Member had transferred the share before his death or insolvency.

(3) (a) 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.

(b) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing an instrument of transfer of the share, in accordance with the provisions of the Act. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death, lunacy, bankruptcy or insolvency of the Member had not occurred and the notice or transfer were a transfer signed bythat Member.

(c) A person becoming entitled to a share by reason of the death, lunacy, bankruptcy or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a Member in respect of the share, be entitled in respect of it to exercise any right conferred by Membership in relation to meetings of the Company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

(4) Every transmission of a share shall be verified in such a manner as the Directors may require and the Company may refuse to register any such transmission until the same be so verified or unless an indemnity be given to the Company with regard to such registration which the Directors at their discretion shall consider sufficient; provided nevertheless, that there shall not be any obligation on the Company or the Directors to accept any indemnity, the Directors shall have the same right to refuse to register a person entitled by transmission to any shares or his nominee as if he were the transferee named in an ordinary transfer presented for registration. The Company shall, within such period prescribed under applicable laws 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, send a notice of refusal to the transferee and transferor or to the person giving notice of such transmission, as the case may be, giving reasons for such refusal.

(5) 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 as appearing in the Register) to the prejudice of the 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 to attend to or give effect of 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.

(6) The provisions of these Articles shall *mutatis mutandis* apply to the transfer of or the transmission by law to any other securities, including Debentures of the Company.

Forfeiture of Shares

IX. (1) If a Member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any partof the call or instalment 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 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.

(2) The notice aforesaid shall—

(a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

(3) 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.

(4) Neither a judgment nor a decree in favour of the Company for calls or other monies 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 by 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.

(5) (a) Any share forfeited in accordance with these Articles, shall be deemed to be the property of the Company and may be sold or otherwise disposed of on such terms and insuch manner as the Board thinks fit.

(b) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

(6) 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 notice or make such entry as aforesaid

(7) (a) 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 thereto, and a person whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares but shall, notwithstanding the forfeiture, remain liable to pay to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares.

(b) 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.

(8) (a) 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.

(b) The Company may receive the consideration, if any, given for the share on any sale, reallotment 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;

(c) The transferee shall thereupon be registered as the holder of the share.

(d) 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, reallotment or disposal of the share.

(9) The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified. Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove, 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.

(10) Upon any sale, 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.

(11) The provisions of these Articles relating to forfeiture of shares shall *mutatis mutandis* apply to any other securities, including Debentures of the Company.

Surrender of Share Certificates

X. 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.

Alteration of Share Capital

XI. (1) (a) 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.

(2) Subject to the provisions of section 61, the Company may, by ordinary resolution,—

i. consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

ii. convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid up shares of any denomination;

iii. sub-divide its existing shares or any of them into shares of smaller amount thanis fixed by the Memorandum;

iv. cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

(3) Where shares are converted into stock,—

(i) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stoc k arose.

(ii) 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 fromwhich 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.

(iii) such of the regulations of the Company as are applicable to paid-up shares shall apply to stock and the words "share" and "Member" in those regulations shall include "stock" and "stock-holder" respectively.

(4) Subject to the provisions of the Act, the Company may issue bonus Shares to its Members out of –

(a) its share capital;

(b) any capital redemption reserve account; or

(c) any share premium account.

Reduction of Share Capital

XII. The Company may, 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, cancel paid up share capital which is lost or is unrepresented by available assets; or (ii) either with or without extinguishing or reducing liability on any of its shares, 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

Capitalisation of profits

XIII. (1) (a) The Company in general meeting may, upon the 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 any of the Company's reserve accounts, 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 clause (ii) amongst the Members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(iii)**Notwithstanding anything contained in these Articles, but subject to the provisions of the Act and all other applicable rules of the statutory authorities and rules framed by the Board of Directors of the Company in this behalf as amended from time to time by the Board, it shall be open for the members of the Company who hold the equity shares in the Company to waive / forgo his / her / their right to receive the dividend (interim or final)/ bonus or any other benefit which may be passed to them by the Company, by him / her / them for any financial year which may be declared or recommended respectively by the Board of Directors and/or shareholders of the Company. The waiver / forgoing by the members, his / her / their right to receive the dividend (interim or final), Bonus or any other benefit which may be passed to them by the Company, by him / her / them under this Article shall be irrevocable immediately after the record date / book closure date fixed for determining the names of Members entitled for the same.

(iv) **The member is required to submit his/her intention to waive / forgo his / her / their right to receive the d i v i d e n d (interim or final)/ bonus or any other benefit which may be passed declared / recommended to them by the Company, by way of formal intimation in favour of the Company prior to passing of the benefit by the Company to the respective members.

(v) **The Company shall not be entitled to declare/pay or issue and shall not declare/pay or issue any dividend on equity shares/ bonus shares or any other benefit which may be passed to them by the Company, to such members who have waived / forgone his / her / their right to receive the same by him / her / them under this Article.

(b) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (ii), either in or towards.

(c) paying up any amounts for the time being unpaid on any shares held by such Members respectively;

(d) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such Members in the proportions aforesaid;

(e) partly in the way specified in sub-clause (A) and partly in that specified in sub- clause (B).

(f) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to Members of the Company as fully paid bonus shares.

(g) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.

(2)(a) Whenever such a resolution as aforesaid shall have been passed, the Boardshall—

(i) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and

(ii) generally do all acts and things required to give effect thereto

(b) The Board shall have power—

(i) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and

(ii) to authorise any person to enter, on behalf of all the Members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they maybe entitled upon such capitalisation, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

(c) Any agreement made under such authority shall be effective and binding on such Members.

Buy-back of shares

XIV. Notwithstanding anything contained in these Articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities.

General Meetings

XV. (1) The Company shall, in accordance with the provisions of the Act and other applicable law, in each year hold a general meeting as its Annual General Meeting in additional to any other meeting in that year.

(2) All general meetings other than annual general meeting shall be called extraordinary general meeting and be held in accordance with the applicable provisions of the Act and these Articles and not more than fifteen months shall elapse between the dates of two Annual General Meetings.

(3) All General Meetings shall be convened by giving not less than 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.

(4) Notice shall be given to all 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.

(5) 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 if consent is given in writing or by electronic mode by not less than 95 (ninety five) percent of the Members entitled to vote at that meeting. Any other General Meeting may be convened by giving a notice shorter than twenty one (21) days if consent is given in writing or by electronic mode by not less (i) the majority in number of Members entitled to vote at that meeting and (ii) who represent not less than 95 (ninety five) percent of such part of the paid-up Share Capital of the Company as gives a right to vote at such meeting. Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the Registrar under the provisions of Section 96 of the Act to extend the time within which any Annual General Meeting may be held.

(6) 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.

(7) (a) The Board may, whenever it thinks fit, call an extraordinary general meeting.

(b) If at any time Directors capable of acting who are sufficient in number to form a quorum are not within India, any Director or any two Members of the Company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

(c) The Directors shall, on the requisition of the holders of not less than one- tenthof the paid up capital of the Company as at the date carries right of voting in regard to the matter in respect of which the requisition is made, forthwith proceed to convene an extraordinary General Meeting of the Company and in the case of such requisition the provisions of Section 100 of the Act shall apply.

(8) Every Annual General Meeting shall be called during business hours on a day that is not a national holiday, and shall be held either at the registered office or at some other place within the city in which the registered office of the Company is situate, as the Board may determine.

Proceedings at General Meetings

XVI. (1) (a) No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business.

(b) Save as otherwise provided herein, the quorum for the general meetings shall beas provided in section 103 of the Act or the applicable law for the time being in force prescribes, and no business shall be transacted at any General Meeting unless the requisite quorum is present at the commencement of the meeting.

(2) The chairperson, if any, of the Board shall preside as chairperson at every general meeting of the Company.

(3) Directors may attend and speak at General Meetings, whether or not they are Members.

(4) If there is no such chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the Directors present shall elect one of their Members to be Chairperson of the meeting.

(5) If at any meeting no Director is willing to act as chairperson or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the Members present shall choose one of their Members to be chairperson of the meeting.

Passing resolutions by Postal Ballot

XVII. (1) 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.

(2) Where the Company decides to pass any resolution by resorting to postal ballot, it shall follow the procedures as prescribed under the Act.

(3) If a resolution is assented to by the requisite majority of the Members by means of postal ballot, it shall be deemed to have been duly passed at a General Meeting convened in that behalf.

Adjournment of Meeting

XVIII. (1) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

(2) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(3) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting

(4) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting Rights

XIX. (1) Subject to any rights or restrictions for the time being attached to any class or classes of shares,—

(a) on a show of hands, every Member present in person shall have one vote; and

(b) on a poll and/ or any other electronic voting mode (as prescribed under the Act), the voting rights of Members shall be in proportion to his share in the paid-up equity share capital of the Company.

(c) if the Company has provided, e-voting facility to its Members, it may also put every Resolution to vote through a ballot process at the Meeting, in accordance with applicable law

(2) A Member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

(3) (a) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

(b) For this purpose, seniority shall be determined by the order in which the names stand in the register of Members.

(4) A Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may,on a poll, vote by proxy.

(5) Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

(6) The demand for a poll may be withdrawn at any time by the person or persons who made the demand.

(7) 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.

(8) No Member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

(9) (a) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(b) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

Proxy

XX. (1) Subject to the provisions of the Act and these Articles, any Member of the Company entitled to attend and vote at a General Meeting of the Company shall be entitled to appoint a proxy to attend and vote instead of himself and the proxy so appointed shall have no right to speak at the meeting.

(2) The proxy shall not be entitled to vote except on a poll.

(3) The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.

(4) An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

(5) A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given: Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Board of Directors

XXI. (1) Subject to the provisions of the Act, the number of Directors shall not be less than three and more than fifteen, provided that the Company may appoint more than fifteen Directors after passing a special resolution. At least one Director shall reside in India for a total period of not less than 182 (one hundred and eighty-two) days in each financial year.

(2) The First Directors of the Company are:

(a) Mr. Pawan Kumar Dua

(b) Mr. Yogesh Dua;

(3) (a) The remuneration of the Directors shall be determined as per the discretion of Board and subject to the provisions of Section 197 & 198 and other applicable provisions of the Act.

(b) In addition to the remuneration payable to them in pursuance of the Act, the Directors may be paid all travelling, hotel and other expenses properly incurred by them—

(c) in attending and returning from meetings of the Board of Directors or anycommittee thereof or general meetings of the Company; or

(d) in connection with the business of the Company.

(4) The Board may pay all expenses incurred in getting up and registering the Company.

(5) The Company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.

(6) All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person andin such manner as the Board shall from time to time by resolution determine.

(7) Every Director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

(8) No Person shall be appointed as a Director unless he furnishes to the Company his Director Identification Number under Section 154 of the Act or any other number as may be prescribed under Section 153 of the Act and a declaration that he is not disqualified to become a Director under the Act.

(9) No Person appointed as a Director shall act as a Director unless he gives his consent to hold the office as a Director and such consent has been filed with the Registrar within 30 (thirty) days of his appointment in the manner prescribed in the Act.

(10) (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**"). No person shall be appointed as an alternate Director for an independent Director unless he is qualified to be appointed as an independent Director under the provisions of the Act.

(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.

(11) 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 ("RBI"), 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 RBI 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 underwriting or by direct subscription or 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 Director/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).

(12) (a) 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 fifteen, provided further that number of the Directors may exceed fifteenin accordance with applicable provisions of the Act.

(b) Such person shall hold office only up to the date of the next annual general meeting of the Company but shall be eligible for appointment by the Company asa Director at that meeting subject to the provisions of the Act.

XXII. Remuneration of Directors

(1) 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.

(2) The Board of Directors may allow and pay or reimburse any Director who is not a bona fide resident of the place where a meeting of the Board or of any committee is held and who shall come to such place for the purpose of attending such meeting or for attending its business at the request of the Company, 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.

(3) 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.

XXIII. **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.

Rotation and retirement of Director

XXIV. **(1) One-third of Directors to retire every year**

Subject to Article 103(a), at the Annual General Meeting of the Company to be held in 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-election. Provided nevertheless that the managing Director appointed or the Directors appointed as a Debenture Director under Articles hereto shall not retire by rotation under this Article nor shall they be included in calculating the total number of Directors of whom one third shall retire from office under this Article.

(2) **Retiring Directors eligible for re-election**

A retiring Director shall be eligible for re-election 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.

(3) **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.

(4) **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 and may, by an Ordinary Resolution, appoint another person instead. Notwithstanding anything contained in these regulations or in any agreement between the Company and such Director, such removal shall take into effect notwithstanding anything contrary set out in the contract of service between the Company and such Director, if any.

Provided that an independent Director re-appointed for second term under the provisions of the Act shall be removed by the Company only by passing a Special Resolution and after giving him a reasonable opportunity of being heard.

(5) **Directors not liable for retirement**

The Company in General Meeting may, when appointing a person as a Director declare that his continued presence on the Board of Directors is of advantage to the Company and that his office as Director shall not be liable to be determined by retirement by rotation for such period until the happening of any event of contingency set out in the said resolution.

(6) **Director for 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 it may be interested as vendor, Member 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.

(7) **Vacation of office of Director**

The office of a Director shall be deemed to have been vacated under the circumstances enumerated under the Act. If the office of any Director appointed by the Company in a General Meeting, is vacated before his term of office expires in the normal course, the resulting casual vacancy may be filled up by the Board at a meeting of the Board but any Person so appointed shall retain his office so long only as the vacating Director would have retained the same if such vacancy had not occurred.

(8) **Disqualification and resignation of Director**

The office of a Director shall automatically become vacant, if he is disqualified under any of the provisions of the Act. Further, subject to the provisions of the Act, a Director may resign from his office at any time by giving a notice in writing to the Company and the Board shall on receipt of such notice take note of the same and the Company shall intimate the Registrar and also place the fact of such resignation in the report of Directors laid in the immediately following General Meeting. Such Director may also forward a copy of his resignation along with detailed reasons for the resignation to the Registrar within 30 (thirty) days of resignation. The resignation of a Director shall take effect from the date on which the notice is received by the Company or the date, if any, specified by the Director in the notice, whichever is later.

Proceedings of the Board

XXV. (1) (a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

(b) A Director may, and the manager or secretary on the requisition of a Director shall, at any time, summon a meeting of the Board.

(2) (a) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

(b) In case of an equality of votes, the chairperson of the Board, if any, shall have a second or casting vote.

(3) The continuing Directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that fixed for the quorum, or of summoning a general meeting of the Company, but for no other purpose.

(4) (a) The Board may elect a chairperson of its meetings and determine the period for which he is to hold office.

(b) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to be Chairperson of the meeting.

(5) (a) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such Member or Members of its body as it thinks fit.

(b) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

(6) (a) A committee may elect a Chairperson of its meetings.

(b) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the Members present may choose one of their Members to be Chairperson of the meeting.

(7) (a) A committee may meet and adjourn as it thinks fit.

(b) Questions arising at any meeting of a committee shall be determined by a majority of votes of the Members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

(8) All acts done in any meeting of the Board or of a committee thereof or by any person acting as a Director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such Directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such Director or such person had been duly appointed and was qualified to be a Director.

(9) Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the Members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

XXVI. **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.

XXVII. **Register of Charges**

The Directors shall cause a proper register to be kept, in accordance with the Act, of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the Act in regard to the registration of mortgages and charges therein specified.

Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

XXVIII. (1) Subject to the provisions of the Act, and these Articles—

(a) A chief executive officer, manager, Company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, Company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board.

(b) A Director may be appointed as chief executive officer, manager, Company secretary or chief financial officer.

(2) A provision of the Act or these regulations requiring or authorising a thing to be done by or to a Director and chief executive officer, manager, Company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, chief executive officer, manager, Company secretary or chief financial officer.

The Seal

XXIX. (1) The Board shall provide for the safe custody of the seal and they shall have the power from time to time to destroy the same and substitute a new seal in lieu thereof.

(2) 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 authorisedby it in that behalf, and except in the presence of a Director or of the secretary or other person authorised for this purpose; and that Director or the secretary or other person aforesaid shall sign every instrument to which the seal of the Company is so affixed in his presence.

Dividends and Reserve

XXX. (1) The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

(2) Subject to the provisions of section 123, the Board may from time to time pay to the Members such interim dividends as appear to it to be justified by the profits of the Company.

(3) (a) The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall,at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, thinks fit.

(b) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

(4) (a) 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.

(b) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

(c) All dividends shall be apportioned and paid proportionately to the amounts paidor 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.

(5) The Board may deduct from any dividend payable to any Member all sums of money,if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.

(6) (a) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or through such other means as may be allowed under the applicable law 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.

(b) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

(7) Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

(8) Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

(9) No dividend shall bear interest against the Company.

Accounts

XXXI.

(1) 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.

(2) No Member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Board or by the Company in general meeting.

XXXII. **SERVICE OF DOCUMENTS AND NOTICES**

(1) **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.

(2) **SERVICE ON MEMBERS HAVING NO REGISTERED ADDRESS**

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 neighborhood of Office of the Company shall be deemed to be duly served to him on the day on which the advertisement appears.

(3) **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.

(4) **PERSONS ENTITLED TO NOTICE OF GENERAL MEETINGS**

Subject to the provisions of the Act and these Articles, notice of General Meeting shall be given:

(a) To the Members of the Company as provided by these Articles.

(b) To the persons entitled to a share in consequence of the death or insolvency of a Member.

(c) To the Directors of the Company.

(d) To the auditors for the time being of the Company; in the manner authorized by as in the case of any Member or Members of the Company.

(5) **NOTICE BY ADVERTISEMENT**

Subject to the provisions of the Act any document required to be served or sent by the Company on or to the Members, or any of them 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.

(6) **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.

(7) **NOTICES BY COMPANY AND SIGNATURE THERETO**

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.

Borrowing Powers of Board

XXXIII. (1)(a) The Subject to the provisions of the Act and these Articles and without prejudice to the other powers conferred by these Articles the Directors shall have the power from time to time at their discretion to borrow any sum or sums of money for the purposes of the Company provided that the total amount borrowed at any time together with the money already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) shall not without the consent of the Company in General Meeting exceed the aggregate of the paid-up capital of the Company and its free reserves that is to say reserves not set apart for any specific purpose.

(b) Subject to the provisions of the Act and these Articles the Directors may raise and secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of bonds, perpetual or redeemable Debentures or Debenture-stock, or any mortgage or charge or other security on the undertaking of the whole or any part of the property of the Company (both present and future) including its uncalled capital for the time being.

(c) Any bonds, Debentures, Debenture-stock or other securities issued or to be issued by the Company shall be under the control of the Directors who may issue them upon such terms and conditions and in such manner and for such consideration as they shall consider to be for the benefit of the Company.

(d) Debentures, Debenture-stock, bonds or other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.

(e) Subject to the provisions of the Act and these Articles, any bonds, Debentures, Debenture-stock or other securities may be issued at a discount, premium or otherwise and with any special privileges and conditions as to redemption, surrender, drawings, allotment of shares, attending and voting at General Meetings, appointment of Directors and otherwise; Provided that an option to call for or be allotted shares of the Company or a privilege of voting at General Meetings of the Company otherwise than when any interest is in arrears shall not be attached to any such bonds, Debentures, Debenture-stock or other securities except with the sanction of the Company in General Meeting.

(f) If any uncalled capital of the Company is included in or charged by any mortgage or other security the Directors shall subject to the provisions of the Act and these Articles make calls on the Members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed or if permitted by the Act may by instrument under the Seal authorise the person in whose favour such mortgage or security is executed or any other person in trust for him to make calls on the Members in respect of such uncalled capital and the provisions hereinbefore contained in regard to calls shall *mutatis mutandis* apply to calls made under such authority and such authority may be made exercisable either conditionally or unconditionally and either presently or contingently and either to the exclusion of the Directors' power or otherwise and shall be assignable if expressed so to be.

(g) Subject to the provisions of the Act and these Articles if the Directors or any of them or any other person shall incur or be about to incur any liability whether as principal or surety for the payment of any sum primarily due from the Company the Directors may execute or cause to be executed any mortgage charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability.

Winding up

XXXIV. (1) Subject to the provisions of Chapter XX of the Act and rules made thereunder—

(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.

Amalgamation

XXXV. 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.

Indemnity

XXXVI. Subject to the provisions of the Act and other applicable law, every Director and officer of the Company or any person (whether an officer of the Company or not) employed by the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

Dematerialization of Shares

XXXVII. (1) (a) Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its existing Securities, rematerialize its Securities heldin the Depositories and/or to offer its fresh Securities in a dematerialized form pursuant to the Depositories Act, and the rules framed thereunder, if any.

(b) Notwithstanding anything to contrary contained in the Act or the Articles, a depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of security on behalf of the Beneficial Owner.

(c) Save as otherwise provided in (a) above, the depository as the registered owner of the securities shall not have any voting rights or any rights in respect of the securities held by it.

(d) Every person holding securities of the Company and whose name is entered as the Beneficial Owner in the records of the depository shall be deemed to be a Member of the Company. The Beneficial Owner of securities shall be entitled toall the rights and benefits and be subject to all the liabilities in respect of his securities which are held by depository.

(e) Notwithstanding anything in the Act or the Articles, where securities are held ina depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs.

(f) Subject to the provisions contained in the Act and nothing contained in these Articles shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered as Beneficial Owners in the records of a depository.

(g) Subject to the provisions contained in the Act and notwithstanding anything contained in these Articles, where securities are dealt with by a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.

(h) Nothing contained in the Act or the Articles regarding necessity of having distinctive numbers for securities issued by the Company shall apply to securities held with a depository.

(i) The Register and index of Beneficial Owners maintained by a depository under the Depositories Act, 1996, as amended, shall be deemed to the Register and Index of Members and Security holders for the purpose of the Articles and Section 88 of the Act.

Statutory Registers

XXXVIII. (1) (a) The Company shall keep and maintain at its registered office or such other place as may be allowed under the Act, all statutory registers (as and when required) namely register of Members, register of Debenture holders, register of any other security holders, the register and index of Beneficial Owners and annual return, register of contracts and arrangements etc., minutes book of General Meeting, for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules.

(b) The registers and documents referred to in XXXVIII(1)(a) and copies of annual return shall be open for inspection during 11.00 a.m. to 1.00 p.m. on all Working Days, at the registered office of the Company or any other place where the register, documents or copies of the annual return are kept in the manner as prescribed under the Act and the Rules, by the persons entitled thereto under the Act and Rules, on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules.

(c) Subject to the provisions of the Act, copy or extract of the registers and documents referred to in (i) and copies of annual return, if allowed under the Act or the Rules, can be obtained from the registered office of the Company or any other place where the register, documents or copies of the annual return arekept in the manner as prescribed under the Act and the Rules by the persons entitled thereto, on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules.

SECRECY

XXXIX. 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.

GENERAL AUTHORITY

XL. (1) Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company cannot carry out any transaction unless the Company is so authorized by its Articles then in that case, these Articles hereby authorize and empower the Company to have such rights, privilege or authority and to carry out such transaction as have been permitted by the Act.

(2) At any point of time from the date of adoption of these Articles, if the Articles are or become contrary to the provisions of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations"), the provisions of the Act and the Listing Regulations shall prevail over the Articles to such extent and the Company shall discharge all of its obligations as prescribed under the Act and the Listing Regulations, from time to time.

SECTION XI: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company) which are or may be deemed material will be attached to the copy of the Red Herring Prospectus which will be delivered to the RoC for filing. Copies of the abovementioned contracts and also the documents and contracts for inspection referred to hereunder, may be inspected at the Registered Office between 10:00 a.m. and 5:00 p.m. on all Working Days from the date of the Red Herring Prospectus until the Bid/Offer Closing Date (except for such agreements executed after the Bid/Offer Closing Date). Copies of the documents for inspection referred to hereunder, will also be available on the website of our Company at https://www.utlsolarfujiyama.com/investor-relations/ from the date of the Red Herring Prospectus until the Bid/Offer Closing Date (except for such agreements executed after the Bid/Offer Closing Date). Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time, if so required, in the interest of our Company, or if required by the other parties, without reference to the Shareholders, subject to compliance with the provisions of the Companies Act and other applicable law.

A. Material contracts for the Offer

1. Offer agreement dated March 6, 2025, amongst our Company, the Promoter Selling Shareholders and the BRLMs;
2. Registrar agreement dated March 6, 2025, amongst our Company, the Promoter Selling Shareholders and the Registrar to the Offer;
3. Cash escrow and sponsor bank agreement dated [●] amongst our Company, the Registrar to the Offer, the BRLMs, Promoter Selling Shareholders, the Escrow Collection Bank(s), Public Offer Account Bank(s), Sponsor Banks and the Refund Bank(s);
4. Share escrow agreement dated [●] entered into amongst the Promoter Selling Shareholders, our Company and the Share Escrow Agent;
5. Syndicate agreement dated [●] amongst our Company, Promoter Selling Shareholders, the BRLMs, the Syndicate Members and the Registrar to the Offer;
6. Underwriting agreement dated [●] amongst our Company, Promoter Selling Shareholders and the Underwriters;
7. Monitoring agency agreement dated [●] between our Company and the Monitoring Agency.

B. Material documents

1. Certified copies of the Memorandum of Association and Articles of Association of our Company, each as amended from time to time;
2. Memorandum Recording Transfer of Entire Business as Going Concern dated May 17, 2018;
3. Valuation report prepared by Bharat Mody & Company, Chartered Accountants dated May 10, 2018;
4. Certificate of incorporation dated December 12, 2017, issued by the RoC to our Company;
5. Fresh certificate of incorporation dated November 20, 2024, pursuant to conversion from private limited company into public limited company issued by the RoC to our Company;
6. Resolution of the Board of Directors dated December 20, 2024, approving the Offer and other related matters;
7. Shareholders' resolution dated December 20, 2024, approving the Offer and other related matters;
8. Resolution of the Board of Directors dated March 6, 2025, taking on record the approval for the Offer for Sale by the Promoter Selling Shareholders;
9. Resolution of the Board of Directors dated March 6, 2025, approving this Draft Red Herring Prospectus;
10. Consents of the Promoter Selling Shareholders, each dated March 6, 2025, in relation to the Offer;
11. Examination report dated December 23, 2024, issued by our Statutory Auditors on the Restated Financial Information, included in this Draft Red Herring Prospectus;

12. Industry report titled "*Industry Research Report on Power Sector*" dated December 26, 2024, prepared and issued by CARE, commissioned, and paid for by our Company for an agreed fee, exclusively for the purpose of this Offer;

13. Project Report titled **"**Capital Expenditure Report for the Proposed Project of 2GW Solar panel, 2GW Solar Inverter and 2GWh Lithium-ion Battery Manufacturing Facility in the State of Madhya Pradesh, India" including consent to include their name and as an "expert" as defined under section 2(38) of the Companies Act, 2013, dated March 5, 2025, prepared and issued by Sunrise Engineers;

14. Consent letter dated December 27, 2024 issued by CARE with respect to the report titled "*Industry Research Report on Power Sector*" dated December 26, 2024;

15. The statement of possible special tax benefits available to our Company, and our Shareholders dated December 28, 2024 from the Statutory Auditors;

16. Consents of the Directors, the BRLMs, the Syndicate Members, the Legal Counsel to our Company, the Registrar to the Offer, the Escrow Collection Bank(s), Refund Banks(s), Sponsor Banks, Public Offer Account Bank(s), the Bankers to our Company, the Company Secretary and Compliance Officer and the Chief Financial Officer, to act in their respective capacities;

17. Consent dated March 6, 2025 from M/s. S.N. Dhawan & CO LLP, 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 our Statutory Auditors, and in respect of (i) the examination report dated December 23, 2024 relating to the Restated Financial Information as at and for the six months period ended September 30, 2024, and the Fiscals ended March 31, 2024, 2023 and 2022; and (ii) statement of special tax benefits available to our Company, and its Shareholders under the direct and indirect tax laws dated March 6, 2025;

18. Consent dated March 6, 2025 from Raj Gupta & Co., Chartered Accountants, to include their name in this Draft Red Herring Prospectus, as an "expert" as defined under section 2(38) of the Companies Act to the extent and in their capacity as an independent chartered accountant to our Company, and in respect of the certificates and the details derived therefrom to be included in this Draft Red Herring Prospectus;

19. Certificate on KPIs dated March 6, 2025 issued by Raj Gupta & Co., Chartered Accountants.

20. Consent dated March 6, 2025 from Anil Kumar Singh, the Chartered Engineer, to include their name as required under Section 26(5) 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 an independent chartered engineer, in relation to the certificate dated March 6, 2025, certifying, inter alia, the details of the installed and production capacity of our manufacturing facilities;

21. Resolution dated March 6, 2025 passed by the Audit Committee approving the KPIs for disclosure;

22. Resolution dated March 6, 2025 passed by the Board of Directors of our Company approving the Objects of the Offer;

23. The employee stock option scheme of our Company titled, '*Employee Stock Option Plan 2023*' approved by our Shareholders on September 4, 2023 and further amended pursuant to Shareholders' approval dated December 20, 2024.

24. Tripartite agreement dated November 7, 2024, between our Company, NSDL and the Registrar to the Offer;

25. Tripartite agreement dated November 5, 2024, between our Company, CDSL and the Registrar to the Offer;

26. Due diligence certificate dated March 6, 2025 addressed to the SEBI from the BRLMs;

27. In principle listing approvals dated [●] and [●] issued by BSE and NSE, respectively; and

28. Final observation letter bearing number [●] dated [●] issued by SEBI.

DECLARATION

I hereby confirm, certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by SEBI, established under Section 3 of the SEBI Act, 1992, as amended, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR and the SEBI Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Pawan Kumar Garg
Chairman and Joint Managing Director

Place: New Delhi
Date: March 6, 2025

DECLARATION

I hereby confirm, certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by SEBI, established under Section 3 of the SEBI Act, 1992, as amended, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR and the SEBI Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Yogesh Dua
Chief Executive Officer and Joint Managing Director

Place: Faridkot, Punjab
Date: March 6, 2025

DECLARATION

I hereby confirm, certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by SEBI, established under Section 3 of the SEBI Act, 1992, as amended, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR and SEBI Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Sonia Bansal Arora
Independent Director

Place: New Delhi
Date: March 6, 2025

DECLARATION

I hereby confirm, certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by SEBI, established under Section 3 of the SEBI Act, 1992, as amended, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR and the SEBI Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Sunil Kumar
Non-Executive Director

Place: Faridkot, Punjab
Date: March 6, 2025

DECLARATION

I hereby confirm, certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by SEBI, established under Section 3 of the SEBI Act, 1992, as amended, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR and SEBI Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Manav Sheoran
Independent Director

Place: Walnut Avenue, USA
Date: March 6, 2025

DECLARATION

I hereby confirm, certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by SEBI, established under Section 3 of the SEBI Act, 1992, as amended, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR and the SEBI Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Rajesh Kumar Choudhary
Independent Director

Place: New Delhi
Date: March 6, 2025

DECLARATION

I hereby confirm, certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by SEBI, established under Section 3 of the SEBI Act, 1992, as amended, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR and the SEBI Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

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Prashant Gupta

Chief Financial Officer

Place: New Delhi
Date: March 6, 2025

DECLARATION

I, Pawan Kumar Garg, a Promoter Selling Shareholder, hereby certify that all statements and undertakings made or confirmed by me in this Draft Red Herring Prospectus in relation to myself as a Promoter Selling Shareholder and my portion of the Offered Shares, are true and correct. I assume no responsibility for any other statements, disclosures and undertakings, including, any of the statements, disclosures and undertakings, made or confirmed by or relating to the Company or any other Promoter Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

SIGNED BY THE PROMOTER SELLING SHAREHOLDER

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Pawan Kumar Garg

Place: New Delhi
Date: March 6, 2025

DECLARATION

I, Yogesh Dua, a Promoter Selling Shareholder, hereby certify that all statements and undertakings made or confirmed by me in this Draft Red Herring Prospectus in relation to myself as a Promoter Selling Shareholder and my portion of the Offered Shares, are true and correct. I assume no responsibility for any other statements, disclosures and undertakings, including, any of the statements, disclosures and undertakings, made or confirmed by or relating to the Company or any other Promoter Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

SIGNED BY THE PROMOTER SELLING SHAREHOLDER

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Yogesh Dua

Place: New Delhi
Date: March 6, 2025